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
MARMOT FOUNDATION 008746-000
WILMINGTON TRUST COMPANY

A Employer identification number
51-6022487

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1100 NORTH MARKET ST. DE3-C070

B Telephone number
302 651 1300

City or town, state, and ZIP code
WILMINGTON, DE 19890-0900

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: [X] 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) ▶$ 26,700,217.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

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))

	Line		(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	226,999.	226,999.		STATEMENT 1
	4	Dividends and interest from securities	346,983.	346,983.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,014,910.			
	b	Gross sales price for all assets on line 6a 10,702,610.				
	7	Capital gain net income (from Part IV, line 2)		2,014,910.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	<1,235.>	<1,235.>		STATEMENT 3
	12	**Total.** Add lines 1 through 11	2,587,657.	2,587,657.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	16,000.	0.		16,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees STMT 4	136,038.	136,038.		0.
	17	Interest				
	18	Taxes STMT 5	19,596.	19,596.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	2,874.	2,874.		0.
	24	**Total operating and administrative expenses** Add lines 13 through 23	174,508.	158,508.		16,000.
	25	Contributions, gifts, grants paid	1,000,000.			1,000,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,174,508.	158,508.		1,016,000.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	1,413,149.			
	b	**Net investment income** (if negative, enter -0-)		2,429,149.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	413,294.	4,820,422.	4,820,422.
	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			
	b Investments - corporate stock STMT 8	9,085,132.	6,750,744.	7,931,337.
	c Investments - corporate bonds STMT 9	5,419,826.	4,914,546.	5,074,101.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	8,332,866.	8,173,822.	8,874,357.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	23,251,118.	24,659,534.	26,700,217.
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 ▶)			
	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.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	23,251,118.	24,659,534.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	23,251,118.	24,659,534.	
	31 **Total liabilities and net assets/fund balances**	23,251,118.	24,659,534.	

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	23,251,118.
2	Enter amount from Part I, line 27a	2	1,413,149.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	24,664,267.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	4,733.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,659,534.

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 SCHEDULE	P	VARIOUS	VARIOUS
b	WILM INTERNATIONAL LP K-1 BOX 8 SHORT TERM	P	VARIOUS	VARIOUS
c	WILM INTERNATIONAL LP K-1 BOX 9A LONG TERM	P	VARIOUS	VARIOUS
d	LTCGDIV	P	VARIOUS	VARIOUS
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	10,659,234.		8,651,337.	2,007,897.
b	42,669.			42,669.
c			36,363.	<36,363.>
d	707.			707.
e				

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				2,007,897.
b				42,669.
c				<36,363.>
d				707.
e				

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** 2,014,910.

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	1,214,000.	27,800,993.	.043668
2010	1,020,800.	26,423,554.	.038632
2009	1,015,500.	23,705,665.	.042838
2008	1,852,855.	35,110,758.	.052772
2007	1,916,000.	42,095,068.	.045516

2	**Total** of line 1, column (d)	2	.223426
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	.044685
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	26,081,208.
5	Multiply line 4 by line 3	5	1,165,439.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	24,291.
7	Add lines 5 and 6	7	1,189,730.
8	Enter qualifying distributions from Part XII, line 4	8	1,016,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	48,583.
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	48,583.
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	48,583.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 8,846.		
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	8,846.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	815.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	40,552.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 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.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A | Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WILLMINGTON TRUST CO DE3-C070 Telephone no. ▶ (302) 651-1300
Located at ▶ 1100 NORTH MARKET STREET, WILMINGTON, DE ZIP+4 ▶ 19890-0001

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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?	☐ Yes ☒ 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.)	N/A	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. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
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)? ☐ 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)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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? N/A | 7b |

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		16,000.	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	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2012)

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	24,663,807.
b	Average of monthly cash balances		1b	1,814,577.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	26,478,384.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	26,478,384.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	397,176.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	26,081,208.
6	**Minimum investment return.** Enter 5% of line 5		6	1,304,060.

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	1,304,060.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 48,583.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	48,583.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,255,477.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,255,477.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,255,477.

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	1,016,000.
b	Program-related investments - total from Part IX-B	1b	0.
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	1,016,000.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,016,000.

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				1,255,477.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			966,118.	
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: ▶ $ 1,016,000.				
a Applied to 2011, but not more than line 2a			966,118.	
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				49,882.
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:**				
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				1,205,595.
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	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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 ▶ [X] 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:

SEE STATEMENT 12

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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*				
BAPTIST HEALTH SOUTH FLORIDA FOUNDATION	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
BIGGS MUSEUM OF AMERICAN ART	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	20,000.
BRANDYWINE CONSERVANCY	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	25,000.
CHESAPEAKE BRASS BAND	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
CHILDREN'S BEACH HOUSE, INC.	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,000,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	226,999.	
4 Dividends and interest from securities			14	346,983.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	<1,235.>	
8 Gain or (loss) from sales of assets other than inventory			18	2,014,910.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,587,657.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,587,657.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 5-9-13 Title: SECRTRY MARMOT FND

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ERIC T. SHARPE	ERIC T. SHARPE	05/06/13		P00440200

Firm's name ▶ WILMINGTON TRUST COMPANY — Firm's EIN ▶ 51-0055023

Firm's address ▶ 1100 NORTH MARKET STREET
WILMINGTON, DE 19890-0900 — Phone no. (302) 651-1128

SUPPORTING DETAIL FOR FORM 990PF PAGE TWO PART II- BALANCE SHEET

Accounts: 008746-000,008746-001,008746-005,008746-006,008746-008,008746-011,008746-020,008746-025,008746-030

As of Date 12/31/2012 MARMOT FOUNDATION

Description		CUSIP	Quantity	Market Value	Price	Federal Tax Cost
Cash Payable For Purchase Of 16703 7860 Shares of RIDGEWORTH SEIX FLTNG RT HI INC FD I Traded on 12/31/12 To Settle on 01/02/13			(150,000 0000)	(150,000 00)	8 980000	(150,000 00)
Cash Payable For Purchase Of 18094 0890 Shares of WELLS FARGO ADV SHT-TRM HY CL ADM Traded on 12/31/12 To Settle on 01/02/13			(150,000 0000)	(150,000 00)	8 290000	(150,000 00)
ISHARES RUSSELL 2000 GROWTH INDEX ETF		464287648	7,930 0000	755,808 30	95 310000	500,349 05
ISHARES RUSSELL 2000 VALUE INDEX ETF		464287630	8,900 0000	672,039 00	75 510000	500,801 32
RIDGEWORTH SEIX FLOATING RATE HIGH INCOME FUND I		76628T678	72,445 2160	650,558 04	8 980000	650,000 00
WELLS FARGO ADVANTAGE SHORT-TERM HIGH YIELD BOND FUND CLASS ADMINISTRATOR		94975P843	78,371 3860	649,698 80	8 290000	650,000 00
WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT		97181C704	4,530,847 7100	4,530,847 71	1 000000	4,530,847 71
TOTAL □Principal Portfolio -	**USD**		**4,398,494.3120**	**6,958,951.85**		**6,531,998.08**
TOTAL □008746-000			**4,398,494.3120**	**6,958,951.85**		**6,531,998.08**
WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT		97181C704	1 8500	1 85	1 000000	1 85
TOTAL □Principal Portfolio -	**USD**		**1.8500**	**1.85**		**1.85**
TOTAL □008746-001			**1.8500**	**1.85**		**1.85**
M & T BANK CORPORATION		55261F104	2,774 0000	273,155 78	98 470000	87,747 22
WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT		97181C704	5,825.4100	5,825 41	1 000000	5,825 41
TOTAL □Principal Portfolio -	**USD**		**8,599.4100**	**278,981.19**		**93,572.63**
TOTAL □008746-005			**8,599.4100**	**278,981.19**		**93,572.63**
WILMINGTON INTERNATIONAL EQUITY FUND SELECT LP (DISTRIBUTION CLASS)		99Y496427		5,450,319 76		5,050,371 36
WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT		97181C704	64,951 6600	64,951 66	1 000000	64,951 66
TOTAL □Principal Portfolio -	**USD**		**64,951.6600**	**5,515,271.42**		**5,115,323.02**
TOTAL □008746-006			**64,951.6600**	**5,515,271.42**		**5,115,323.02**
Cash Receivable For Sale Of 10060 3620 Shares of WILMINGTON MULTI-MGR REAL ASSET - I Traded on 12/31/12 To Settle on 01/02/13			150,000 0000	150,000 00	14 910000	150,000 00
WILMINGTON MULTI-MANAGER REAL ASSET FUND INSTITUTIONAL SHARES		97181C431	87,861 4660	1,310,014 46	14 910000	1,250,196 64
WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT		97181C704	38,219 8900	38,219 89	1 000000	38,219 89

SUPPORTING DETAIL FOR FORM 990PF PAGE TWO PART II- BALANCE SHEET 8

Accounts: 008746-000,008746-001,008746-005,008746-006,008746-008,008746-011,008746-020,008746-025,008746-030
As of Date 12/31/2012 MARMOT FOUNDATION

Description	CUSIP	Quantity	Market Value	Price	Federal Tax Cost
TOTAL Principal Portfolio - USD		276,081 3560	1,498,234.35		1,438,416 53
TOTAL 008746-008		276,081.3560	1,498,234.35		1,438,416.53
ACE LIMITED	H0023R105	1,175 0000	93,765 00	79 800000	93,111 30
AIR PRODUCTS & CHEMICALS INC	9158106	694 0000	58,309 88	84 020000	53,182 87
APPLE INC	37833100	196 0000	104,305 91	532 173000	110,785 00
APPLIED MATERIALS INC COM	38222105	5,115 0000	58,515 60	11 440000	60,324.82
BB&T CORP COM	54937107	3,669 0000	106,804 59	29 110000	105,144 56
CARDINAL HEALTH INC OM	14149Y108	2,089 0000	86,025 02	41 180000	77,818 53
CHEVRON CORP	166764100	1,505 0000	162,750 70	108 140000	112,698 61
CONOCOPHILLIPS	20825C104	1,840 0000	106,701 60	57 990000	66,993 48
COSTCO WHOLESALE CORP COM	22160K105	420 0000	41,466 60	98 730000	20,975 85
CVS/CAREMARK CORPORATION	126650100	1,535 0000	74,217 25	48 350000	75,384 47
DANAHER CORP COM	235851102	1,196 0000	66,856 40	55 900000	57,193 69
DOMINION RESOURCES INC	25746U109	1,085 0000	56,203 00	51 800000	51,587 66
EMERSON ELECTRIC COMPANY	291011104	709 0000	37,548 64	52.960000	37,862 87
EXXON MOBIL CORP	30231G102	773 0000	66,903 15	86 550000	54,028 63
FASTENAL CO	311900104	802 0000	37,413 30	46 650000	18,138 03
GENERAL ELECTRIC COMPANY	369604103	3,480 0000	73,045 20	20 990000	74,449 03
INTEL CORP COM	458140100	2,627 0000	54,168 74	20 620000	53,038 01
JOHNSON & JOHNSON	478160104	1,687 0000	118,258 70	70 100000	104,998 87
JPMORGAN CHASE & CO	46625H100	2,185 0000	96,072 48	43 969100	94,211 98
MAXIM INTEGRATED PRODS INC COM	57772K101	1,775 0000	52,185 00	29 400000	33,032 99
MERCK & COMPANY INC	58933Y105	2,248 0000	92,033 12	40 940000	87,346 94
METLIFE INCORPORATED	59156R108	2,314 0000	76,223 16	32 940000	82,345 86
MONDELEZ INTERNATIONAL INC	609207105	1,881 0000	47,877 47	25 453200	38,118 51
NATIONAL OILWELL VARCO INC	637071101	823 0000	56,252 05	68 350000	56,676 72
NORDSTROM INC COM	655664100	1,543 0000	82,550 50	53 500000	68,647 48
OMNICOM GROUP INC COM	681919106	1,804 0000	90,127 84	49 960000	73,654 57
PEPSICO INC COM	713448108	1,047 0000	71,646 21	68 430000	70,315 51
PFIZER INC	717081103	4,998 0000	125,346 34	25 079300	118,507 63
PHILIP MORRIS INTERNATIONAL INC	718172109	858 0000	71,763 12	83 640000	48,267 63
PHILLIPS 66	718546104	969 0000	51,453 90	53 100000	25,266 47
PNC FINANCIAL SERVICES GROUP INC	693475105	1,270 0000	74,053 70	58 310000	75,877 81
PPG INDUSTRIES COMMON	693506107	556 0000	75,254 60	135 350000	32,510 79
PPL CORP COM	69351T106	3,069 0000	87,865 47	28.630000	80,192 84
QUALCOMM INC COM	747525103	1,856 0000	114,811 42	61 859600	89,325 48
SCHLUMBERGER LTD	806857108	1,231 0000	85,306 59	69 298600	84,370 23
SIMON PROPERTY GROUP INC REAL ESTATE INVESTMENT TRUST	828806109	545 0000	86,159 05	158 090000	44,548 91
SOUTHERN CO COM	842587107	1,557 0000	66,655 17	42 810000	55,706 58
T ROWE PRICE GROUP INC COMMON	74144T108	1,053 0000	68,568 31	65 117100	52,326 07
TARGET CORP COM	87612E106	1,376 0000	81,417 92	59 170000	66,640 04
TEVA PHARMACEUTICAL SPONS ADR	881624209	1,272 0000	47,496 48	37 340000	62,728 23
THE TRAVELERS COMPANIES INC	89417E109	1,533 0000	110,100 06	71 820000	81,960 29
U S BANCORP DEL COM NEW	902973304	4,115 0000	131,433 10	31 940000	108,431 00
UNION PACIFIC CORP COM	907818108	500 0000	62,860 00	125 720000	57,951 97
UNITED PARCEL SERVICE CL B	911312106	792 0000	58,394 16	73 730000	52,688 26
VODAFONE GROUP PLC SPONSORED ADR	92857W209	1,980 0000	49,876 20	25 190000	55,025 08
WELLS FARGO & CO	949746101	3,014 0000	103,018 52	34 180000	87,257 71
WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT	97181C704	89,111 2900	89,111 29	1 000000	89,111 29
TOTAL Principal Portfolio - USD		167,872.2900	3,709,172.51		3,200,761.15

SUPPORTING DETAIL FOR FORM 990PF PAGE TWO PART II- BALANCE SHEET

Accounts: 008746-000,008746-001,008746-005,008746-006,008746-008,008746-011,008746-020,008746-025,008746-030

As of Date 12/31/2012 MARMOT FOUNDATION

Description	CUSIP	Quantity	Market Value	Price	Federal Tax Cost
US DOLLAR CURRENCY	1214580	343 9800	343 98	1 000000	343 98
WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT	97181C704	8,399 8400	8,399 84	1 000000	8,399 84
TOTAL ☐Income Portfolio - USD		**8,743 8200**	**8,743.82**		**8,743 82**
TOTAL ☐008746-011		**176,616.1100**	**3,717,916.33**		**3,209,504.97**
ABBVIE INC DTD 11/08/2012 1 200% 11/06/2015 NON CALLABLE 144A PRIVATE PLACEMENT	00287YAA7	20,000 0000	20,133 60	1 006680	20,065 40
ABBVIE INC DTD 11/08/2012 1 750% 11/06/2017 NON CALLABLE 144A PRIVATE PLACEMENT	00287YAB5	25,000 0000	25,272 00	1 010880	25,106 75
ALLSTATE LIFE GLOBAL FIN TRUST MEDIUM TERM NOTE DTD 04/30/2008 5 375% 04/30/2013 NON CALLABLE	02003MBQ6	50,000 0000	50,828 00	1 016560	55,292 50
AMEREN ILLINOIS COMPANY DTD 10/23/2008 9 750% 11/15/2018 NON CALLABLE	02361DAG5	10,000 0000	13,889 00	1 388900	13,760 60
AMERICAN EXPRESS DTD 08/28/2007 6 150% 08/28/2017 NON CALLABLE	025816AX7	25,000 0000	30,124 25	1.204970	30,364 75
ANADARKO PETROLEUM CORP DTD 08/12/2010 6 375% 09/15/2017 NON CALLABLE	032511BH9	25,000 0000	29,862 25	1 194490	29,769 65
ANHEUSER-BUSH INBEV WORLDWIDE DTD 01/15/2011 7 750% 01/15/2019 NON CALLABLE	03523TBE7	50,000 0000	66,780 50	1 335610	54,029 00
ASTRAZENECA PLC DTD 09/12/2007 5 900% 09/15/2017 NON CALLABLE	046353AB4	25,000 0000	30,375 75	1 215030	30,106 00
BANK OF NOVA SCOTIA DTD 10/09/2012 0 750% 10/09/2015 NON CALLABLE	064159BA3	25,000 0000	24,863 00	0 994520	24,999 25
BANK OF MONTREAL MEDIUM TERM NOTE DTD 01/11/2012 2 500% 01/11/2017 NON CALLABLE	06366QW86	25,000 0000	26,206 00	1.048240	25,071 25
BANK OF NEW YORK MELLON DTD 10/25/2012 0 700% 10/23/2015 CALLABLE	06406HCD9	50,000 0000	49,814 50	0 996290	50,023 40
BB&T CORPORATION MEDIUM TERM NOTE DTD 03/07/2011 3 200% 03/15/2016 CALLABLE	05531FAG8	50,000 0000	53,217 50	1 064350	53,268 00
BEAR STEARNS & CO DTD 11/06/2002 5 700% 11/15/2014 NON CALLABLE	07385TAJ5	25,000 0000	27,166 75	1 086670	27,405 00
BOEING CO DTD 03/13/2009 5 000% 03/15/2014 NON CALLABLE	097023AV7	100,000 0000	105,313 00	1 053130	105,448 00
BOSTON PROPERTIES LP DTD 05/22/2003 5 000% 06/01/2015 NON CALLABLE	10112RAE4	20,000 0000	21,848 80	1 092440	21,953 60
BOSTON PROPERTIES LP DTD 11/10/2011 3 700% 11/15/2018 CALLABLE	10112RAT1	25,000 0000	27,157 25	1 086290	25,677 75

SUPPORTING DETAIL FOR FORM 990PF PAGE TWO PART II- BALANCE SHEET

Accounts: 008746-000,008746-001,008746-005,008746-006,008746-008,008746-011,008746-020,008746-025,008746-030

As of Date 12/31/2012 MARMOT FOUNDATION

Description	CUSIP	Quantity	Market Value	Price	Federal Tax Cost
BP CAPITAL MARKETS PLC DTD 05/07/2012 1 846% 05/05/2017 NON CALLABLE	05565QBY3	15,000 0000	15,334 05	1 022270	15,000 00
BP CAPITAL MARKETS PLC DTD 05/07/2012 3 245% 05/06/2022 NON CALLABLE	05565QBZ0	15,000 0000	15,802 65	1 053510	15,000.00
BP CAPITAL MARKETS PLC DTD 03/10/2009 4 750% 03/10/2019 NON CALLABLE	05565QBJ6	75,000 0000	86,961 75	1 159490	88,396 50
BROADCOM CORP DTD 08/16/2012 2 500% 08/15/2022 NON CALLABLE	111320AG2	25,000 0000	24,712 50	0 988500	24,767 58
CAPITAL ONE FINANCIAL CO DTD 03/23/2012 2 150% 03/23/2015 NON CALLABLE	14040HAZ8	40,000 0000	40,829 60	1 020740	40,115 90
CATERPILLAR FINANCIAL SE DTD 11/06/2012 0 700% 11/06/2015 NON CALLABLE	14912L5H0	25,000 0000	24,936 25	0 997450	25,000 76
CITIGROUP INC DTD 08/02/2006 5 850% 08/02/2016 NON CALLABLE	172967DQ1	50,000 0000	57,147 50	1 142950	57,563.00
COCA-COLA CO/THE DTD 08/10/2011 1 800% 09/01/2016 NON CALLABLE	191216AU4	50,000 0000	51,642 50	1 032850	51,315 50
COMCAST CORP DTD 06/18/2009 5 700% 07/01/2019 NON CALLABLE	20030NAZ4	75,000 0000	91,383 00	1 218440	74,822 25
COMCAST CORP DTD 03/02/2006 5 900% 03/15/2016 NON CALLABLE	20030NAL5	50,000 0000	57,446 50	1 148930	56,258 50
COMERICA INC DTD 09/16/2010 3 000% 09/16/2015 NON CALLABLE	200340AN7	25,000 0000	26,397 75	1 055910	26,074 50
DOW CHEMICAL CO DTD 11/09/2010 2 500% 02/15/2016 NON CALLABLE	260543CD3	25,000 0000	25,970 75	1 038830	26,038 75
DOW CHEMICAL COMPANY DTD 05/13/2009 7 600% 05/15/2014 NON CALLABLE	260543BW2	6,000 0000	6,550 68	1 091780	6,615 30
DUKE ENERGY CORP DTD 08/16/2012 1 625% 08/15/2017 NON CALLABLE	26441CAH8	30,000 0000	30,078 30	1 002610	30,016 80
EATON CORP DTD 03/16/2009 5 950% 03/20/2014 NON CALLABLE	278058DG4	20,000 0000	21,243 80	1 062190	21,502 20
ELECTRONIC DATA SYS CORP DTD 06/30/2003 6 000% 08/01/2013 NON CALLABLE	285661AD6	50,000 0000	51,259 00	1 025180	55,456 50
ENTERGY CORP DTD 01/13/2012 4 700% 01/15/2017 CALLABLE	29364GAG8	75,000 0000	81,244 50	1 083260	80,437 20
ENTERPRISE PRODUCTS OPER DTD 05/20/2010 3 700% 06/01/2015 NON CALLABLE	29379VAR4	25,000 0000	26,566 25	1 062650	26,726 00
EXELON GENERATION CO LLC DTD 09/28/2007 6 200% 10/01/2017 NON CALLABLE	30161MAE3	50,000 0000	59,046 00	1 180920	55,232 50
FEDERAL HOME LOAN MORTGAGE CORP DTD 04/16/12 1 750% 05/30/19	3137EADG1	25,000 0000	25,861 50	1 034460	25,053 75
FEDERAL HOME LOAN BANK DTD 05/04/2012 1 000% 06/21/2017 NON CALLABLE	313379DD8	25,000 0000	25,285 25	1 011410	24,971 83

SUPPORTING DETAIL FOR FORM 990PF PAGE TWO PART II- BALANCE SHEET

Accounts: 008746-000,008746-001,008746-005,008746-006,008746-008,008746-011,008746-020,008746-025,008746-030

As of Date 12/31/2012 MARMOT FOUNDATION

Description	CUSIP	Quantity	Market Value	Price	Federal Tax Cost
FEDERAL HOME LOAN BANK DTD 05/02/2007 4 875% 05/17/2017 NON CALLABLE	3133XKQX6	65,000 0000	76,598 60	1 178440	68,475 10
FEDERAL HOME LOAN BANK DTD 06/22/2007 5 500% 08/13/2014 NON CALLABLE	3133XLJP9	100,000 0000	108,563 00	1 085630	110,143 10
FEDERAL HOME LOAN MORTGAGE CORP DTD 02/21/2012 0 500% 04/17/2015 NON CALLABLE	3137EADD8	100,000 0000	100,409 00	1 004090	99,920 80
FEDERAL HOME LOAN MORTGAGE CORP DTD 03/27/2009 3 750% 03/27/2019 NON CALLABLE	3137EACA5	25,000 0000	28,898 00	1 155920	26,808 03
FEDERAL HOME LOAN MORTGAGE CORP DTD 07/16/2004 5 000% 07/15/2014 NON CALLABLE	3134A4UU6	250,000 0000	268,180 00	1 072720	270,676 25
FEDERAL HOME LOAN MORTGAGE CORP MEDIUM TERM NOTE DTD 01/13/2012 2 375% 01/13/2022 NON CALLABLE	3137EADB2	50,000 0000	52,233 50	1 044670	51,194 70
FEDERAL HOME LOAN MORTGAGE CORP MEDIUM TERM NOTE DTD 04/08/2011 2 500% 05/27/2016 NON CALLABLE	3137EACT4	50,000 0000	53,347 50	1 066950	53,035 75
FLORIDA POWER CORP DTD 08/18/2011 3 100% 08/15/2021 CALLABLE	341099CP2	35,000 0000	36,768 20	1 050520	36,417 15
FEDERAL NATIONAL MORTGAGE ASSN DTD 09/24/2012 0 875% 10/26/2017 NON CALLABLE	3135G0PQ0	50,000 0000	50,202 50	1 004050	50,167 33
FEDERAL NATIONAL MORTGAGE ASSN DTD 10/20/2011 1 375% 11/15/2016 NON CALLABLE	3135G0ES8	100,000 0000	103,019 00	1 030190	100,937 90
FEDERAL NATIONAL MORTGAGE ASSN DTD 09/27/2010 1 625% 10/26/2015 NON CALLABLE	31398A4M1	100,000 0000	103,451 00	1 034510	97,395 80
FEDERAL NATIONAL MORTGAGE ASSN DTD 09/12/2005 4 375% 10/15/2015 NON CALLABLE	31359MZC0	150,000 0000	166,552 50	1 110350	162,129 30
FEDERAL NATIONAL MORTGAGE ASSN DTD 11/17/2006 4 875% 12/15/2016 NON CALLABLE	31359M2D4	75,000 0000	87,384 75	1 165130	82,213 05
GATX CORP DTD 04/30/2009 8 750% 05/15/2014 NON CALLABLE	361448AG8	25,000 0000	27,510 25	1 100410	27,974 75
GENERAL ELEC CAP CORP MEDIUM TERM NOTE DTD 04/27/2012 2 300% 04/27/2017 NON CALLABLE	36962G5W0	25,000 0000	25,922 00	1 036880	25,342 87
GENERAL ELECTRIC CO DTD 10/09/2012 0 850% 10/09/2015 NON CALLABLE	369604BE2	50,000 0000	50,176 00	1 003520	50,139 00
GOLDMAN SACHS GROUP INC DTD 08/30/2007 6 250% 09/01/2017 NON CALLABLE	38144LAB6	25,000 0000	29,490 50	1 179620	29,307 25
HEALTH CARE PROPERTIES MEDIUM TERM NOTE DTD 09/19/2006 6 300% 09/15/2016 NON CALLABLE	421915EG0	25,000 0000	28,847 50	1 153900	28,274 25
HYUNDAI CAPITAL AMERICA DTD 10/01/2012 1 625% 10/02/2015 NON CALLABLE 144A PRIVATE PLACEMENT	44923QAE4	15,000 0000	15,090 15	1 006010	15,014 97

SUPPORTING DETAIL FOR FORM 990PF PAGE TWO PART II- BALANCE SHEET

Accounts: 008746-000,008746-001,008746-005,008746-006,008746-008,008746-011,008746-020,008746-025,008746-030
As of Date 12/31/2012 MARMOT FOUNDATION

Description	CUSIP	Quantity	Market Value	Price	Federal Tax Cost
JOHN DEERE CAPITAL CORP MEDIUM TERM NOTE DTD 02/27/2012 1 400% 03/15/2017 NON CALLABLE	24422ERN1	35,000 0000	35,334 60	1 009560	35,053 75
JOHNSON CONTROLS INC DTD 12/02/11 2 600% 12/01/16 CALLABLE	478366AZ0	15,000 0000	15,626 70	1 041780	15,596 40
JP MORGAN CHASE & CO DTD 12/20/2007 6 000% 01/15/2018 NON CALLABLE	46625HGY0	25,000 0000	29,929 75	1 197190	28,711 25
JPMORGAN CHASE & CO DTD 09/24/2012 3 250% 09/23/2022 NON CALLABLE	46625HJE1	15,000 0000	15,446 70	1 029780	15,495 45
KEYCORP MEDIUM TERM NOTE DTD 08/13/2010 3 750% 08/13/2015 NON CALLABLE	49326EEC3	15,000 0000	16,051 95	1 070130	16,148 70
KINDER MORGAN ENER PART DTD 03/14/2012 3 950% 09/01/2022 CALLABLE	494550BL9	20,000 0000	21,385 20	1 069260	19,962 80
MARATHON OIL CORP DTD 10/29/2012 0 900% 11/01/2015 NON CALLABLE	565849AJ5	25,000 0000	25,020 25	1 000810	25,046 50
MERRILL LYNCH & COMPANY INC MEDIUM TERM NOTE DTD 07/19/2004 5 450% 07/15/2014 NON CALLABLE	59018YTZ4	75,000 0000	79,472 25	1 059630	78,849 00
METLIFE INC DTD 06/23/2005 5 000% 06/15/2015 NON CALLABLE	59156RAN8	25,000 0000	27,522 50	1 100900	25,851 75
MICROSOFT CORP DTD 09/27/2010 3 000% 10/01/2020 NON CALLABLE	594918AH7	50,000 0000	53,957 50	1 079150	54,312 25
MORGAN STANLEY MEDIUM TERM NOTE DTD 04/28/2008 6 000% 04/28/2015 NON CALLABLE	61747YCE3	25,000 0000	27,230 25	1 089210	27,094 25
NBCUNIVERSAL MEDIA LLC DTD 04/30/2011 3 650% 04/30/2015 NON CALLABLE	63946BAB6	50,000 0000	53,191 00	1 063820	53,548 50
OCCIDENTAL PETROLEUM CORP DTD 06/22/2012 1 500% 02/15/2018 CALLABLE	674599CD5	15,000 0000	15,192 60	1 012840	14,987 70
ORACLE CORP DTD 10/25/2012 1 200% 10/15/2017 NON CALLABLE	68389XAN5	25,000 0000	25,074 25	1 002970	25,028 35
PHILLIPS 66 DTD 03/12/2012 2 950% 05/01/2017 NON CALLABLE 144A PRIVATE PLACEMENT	718546AG9	25,000 0000	26,496 00	1 059840	25,485 25
PRUDENTIAL FINANCIAL INC MEDIUM TERM NOTE DTD 01/14/2010 3 875% 01/14/2015 NON CALLABLE	74432QBL8	25,000 0000	26,451 00	1 058040	26,399 75
SEMPRA ENERGY DTD 03/23/2012 2 300% 04/01/2017 NON CALLABLE	816851AS8	20,000 0000	20,767 60	1 038380	20,059 80
TEXTRON INC DTD 09/17/2009 6 200% 03/15/2015 NON CALLABLE	883203BP5	40,000 0000	43,841 20	1 096030	44,039 20
TOYOTA MOTOR CREDIT CORP MEDIUM TERM NOTE DTD 02/17/2012 1 000% 02/17/2015 NON CALLABLE	89233P5Z5	15,000 0000	15,100 65	1 006710	15,034 20

SUPPORTING DETAIL FOR FORM 990PF PAGE TWO PART II- BALANCE SHEET

Accounts: 008746-000,008746-001,008746-005,008746-006,008746-008,008746-011,008746-020,008746-025,008746-030
As of Date 12/31/2012 MARMOT FOUNDATION

Description	CUSIP	Quantity	Market Value	Price	Federal Tax Cost
TOYOTA MOTOR CREDIT CORP MEDIUM TERM NOTE DTD 01/12/2012 2 050% 01/12/2017 NON CALLABLE	89233P5S1	30,000 0000	31,027 80	1 034260	29,985 90
TURLOCK CORP DTD 11/20/2012 2 750% 11/02/2022 NON CALLABLE 144A PRIVATE PLACEMENT	900212AH4	25,000 0000	24,922 75	0 996910	24,940 80
UNITED STATES TREASURY BONDS DTD 04/30/2009 2 625% 04/30/2016	912828KR0	100,000 0000	107,250 00	1 072500	95,031 65
UNITED STATES TREASURY NOTES DTD 09/30/2012 1 000% 09/30/2019	912828TR1	50,000 0000	49,656 50	0 993130	49,767 78
UNITED STATES TREASURY NOTES DTD 01/31/2012 1 250% 01/31/2019	912828SD3	50,000 0000	50,906 50	1 018130	49,592 00
UNITED STATES TREASURY NOTES DTD 08/15/2012 1 625% 05/15/2022	912828TJ9	15,000 0000	14,901 60	0 993440	14,712 36
UNITED STATES TREASURY NOTES DTD 11/15/2012 1 625% 11/15/2022	912828TY6	65,000 0000	64,288 90	0 989060	64,959 89
UNITED STATES TREASURY NOTES DTD 11/15/2011 2 000% 11/15/2021	912828RR3	25,000 0000	25,947 25	1 037890	25,004 01
UNITED STATES TREASURY NOTES DTD 08/15/2011 2 125% 08/15/2021	912828RC6	50,000 0000	52,562 50	1 051250	50,585 16
UNITED STATES TREASURY NOTES DTD 07/31/2011 2 250% 07/31/2018	912828QY9	175,000 0000	188,494 25	1 077110	183,212 62
UNITED STATES TREASURY NOTES DTD 11/15/2010 2 625% 11/15/2020	912828PC8	75,000 0000	82,312 50	1 097500	80,371 39
UNITED STATES TREASURY NOTES DTD 02/15/2009 2 750% 02/15/2019	912828KD1	160,000 0000	177,163 20	1 107270	153,188 92
UNITED STATES TREASURY NOTES DTD 05/15/2010 3 500% 05/15/2020	912828ND8	50,000 0000	58,051 00	1 161020	54,325 39
UNITED STATES TREASURY NOTES DTD 05/15/2008 3 875% 05/15/2018	912828HZ6	75,000 0000	87,158 25	1 162110	76,295 22
UNITED STATES TREASURY NOTES DTD 08/15/2008 4 000% 08/15/2018	912828JH4	150,000 0000	176,250 00	1 175000	162,690 05
UNITED STATES TREASURY NOTES DTD 11/15/2004 4 250% 11/15/2014	912828DC1	50,000 0000	53,713 00	1 074260	53,652 55
UNITED STATES TREASURY NOTES DTD 11/15/2007 4 250% 11/15/2017	912828HH6	150,000 0000	175,641 00	1 170940	156,375 60
UIL HOLDINGS CORPORATION DTD 10/07/2010 4 625% 10/01/2020 NON CALLABLE	902748AA0	30,000 0000	32,173 80	1 072460	31,831 20
VERIZON COMMUNICATIONS DTD 11/03/2011 1 250% 11/03/2014 NON CALLABLE	92343VBB9	50,000 0000	50,590 50	1 011810	50,357 80
VERIZON COMMUNICATIONS DTD 11/07/2012 2 450% 11/01/2022 CALLABLE	92343VBJ2	15,000 0000	15,004 95	1 000330	14,984 25
VIACOM INC DTD 08/26/2009 4 375% 09/15/2014 NON CALLABLE	92553PAE2	20,000 0000	21,190 40	1 059520	21,592 20
WALGREEN CO DTD 09/13/2012 1 000% 03/13/2015 NON CALLABLE	931422AG4	50,000 0000	50,042 00	1 000840	50,260 10
WALT DISNEY COMPANY/THE MEDIUM TERM NOTE DTD 11/30/2012 0 450% 12/01/2015 NON CALLABLE	25468PCU8	15,000 0000	14,926 05	0 995070	14,912 35
WELLS FARGO & COMPANY MEDIUM TERM NOTE DTD 02/15/2012 1 250% 02/13/2015 NON CALLABLE	94974BFA3	20,000 0000	20,187 60	1 009380	19,949 10
WESTPAC BANKING CORP DTD 08/14/2012 2 000% 08/14/2017 NON CALLABLE	961214BV4	15,000 0000	15,450 90	1 030060	14,989 35

SUPPORTING DETAIL FOR FORM 990PF PAGE TWO PART II- BALANCE SHEET

Accounts: 008746-000,008746-001,008746-005,008746-006,008746-008,008746-011,008746-020,008746-025,008746-030

As of Date 12/31/2012 MARMOT FOUNDATION

Description		CUSIP	Quantity	Market Value	Price	Federal Tax Cost
WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT		97181C704	232,529 2300	232,529 23	1 000000	232,529 23
TOTAL □Principal Portfolio -	**USD**		**4,923,529.2300**	**5,306,630.56**		**5,147,075.29**
WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT		97181C704	186 4600	186 46	1 000000	186 46
TOTAL □Income Portfolio -	**USD**		**186.4600**	**186.46**		**186.46**
TOTAL □008746-020			**4,923,715 6900**	**5,306,817.02**		**5,147,261 75**
WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT		97181C704	0 6500	0 65	1 000000	0 65
TOTAL □Principal Portfolio -	**USD**		**0 6500**	**0.65**		**0.65**
TOTAL □008746-025			**0 6500**	**0.65**		**0.65**
FEDERAL STREET ASSOCIATES OFFSHORE FUND LTD CLASS A		99S753303	2,057 8525	3,252,790 65	1,580 672400	3,123,446 48
FEDERAL STREET ASSOCIATES OFFSHORE FUND LTD CLASS S		99Y791TX6		171,246 71		0 00
WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT		97181C704	4 9000	4 90	1 000000	4 90
TOTAL □Principal Portfolio -	**USD**		**2,062.7525**	**3,424,042.26**		**3,123,451.38**
TOTAL □008746-030			**2,062.7525**	**3,424,042.26**		**3,123,451.38**
GRAND TOTAL ALL ACCOUNTS/PORTFOLIOS				**$26,700,217**		**$24,659,531**
				PAGE 2 LINE 16 COLUMN "C"		PAGE 2 LINE 16 COLUMN "B"

AGT/TTS MARMOT FDN- MAIN ACCOUNT INCLD -001
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
504. PROCTER & GAMBLE CO COM	09/09/2011	01/06/2012	33,463.18	31,173.81	2,289.37
410. SOUTHERN CO COM	09/09/2011	01/06/2012	18,224.47	16,727.39	1,497.08
108. NOVARTIS AG ADR	04/13/2011	01/30/2012	5,860.70	5,976.08	-115.38
30000. U.S. TREASURY NOTES					
2.000% 11/15/21	11/23/2011	02/03/2012	30,172.15	30,214.58	-42.43
75000. WALT DISNEY COMPANY DTD	11/29/2011	03/28/2012	75,484.50	74,781.49	703.01
50000. FNMA					
1.375% 11/15/16	12/19/2011	04/17/2012	50,870.30	50,468.95	401.35
50000. FNMA					
1.625% 10/26/15	12/19/2011	04/19/2012	51,630.00	51,317.70	312.30
15000. VIACOM INC DTD 12/12/2011					
3.875% 12/15/2021	01/03/2012	05/03/2012	15,861.60	15,554.10	307.50
25000. TRANSOCEAN INC					
4.950% 11/15/15	04/03/2012	05/04/2012	27,037.25	26,946.25	91.00
10000. VIACOM INC DTD 12/12/2011					
3.875% 12/15/2021	01/03/2012	05/10/2012	10,626.10	10,369.40	256.70
30000. TEVA PHARMACEUTICAL FIN BV					
DTD 11/10/2011 2.4% 11/10/	VAR	05/11/2012	31,096.50	30,021.40	1,075.10
25000. PRUDENTIAL FIN MTN					
3.875% 1/14/15	04/03/2012	05/14/2012	26,334.75	26,399.75	-65.00
25000. AMER EXPRESS CR MTN					
2.375% 3/24/17	04/17/2012	05/18/2012	25,392.75	25,307.25	85.50
50000. WEATHERFORD INTL LTD DTD	04/02/2012	05/21/2012	50,560.50	50,868.50	-308.00
38. PROCTER & GAMBLE CO COM	09/09/2011	05/22/2012	2,405.37	2,350.41	54.96
10000. SYSCO CORPORATION DTD					
6/12/2012 0.55% 6/12/2015	06/06/2012	06/08/2012	9,939.70	9,931.96	7.74
50000. WELLS FARGO BANK					
5.750% 5/16/16	03/01/2012	06/29/2012	55,096.50	56,430.50	-1,334.00
1244. JOHNSON CONTROLS INC COM	VAR	07/24/2012	29,734.18	36,234.33	-6,500.15
50000. CREDIT SUISSE NY MTN					
5.300% 8/13/19	02/01/2012	07/31/2012	58,423.50	53,778.00	4,645.50
25000. U.S. TREASURY NOTES					
2.625% 11/15/20	05/21/2012	08/07/2012	27,510.64	27,314.56	196.08
25000. U.S. TREASURY NOTES					
2.125% 8/15/21	07/05/2012	08/07/2012	26,321.19	26,377.05	-55.86
Totals					

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Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
35000. U.S. TREASURY NOTES					
2.000% 11/15/21	VAR	08/07/2012	36,375.25	35,075.53	1,299.72
30. CATERPILLAR INC	05/22/2012	08/10/2012	2,640.50	2,788.56	-148.06
45. DOVER CORP COMMON	05/22/2012	08/15/2012	2,563.55	2,578.83	-15.28
25000. AMER EXPRESS CR MTN					
2.800% 9/19/16	06/08/2012	09/05/2012	26,626.00	25,809.50	816.50
5000. AVALONBAY COMMUN					
2.950% 9/15/22	09/06/2012	09/07/2012	5,026.30	4,989.25	37.05
3000. AGILENT TECH INC					
3.200% 10/01/22	09/10/2012	09/11/2012	3,006.36	2,994.06	12.30
25000. TRANSOCEAN INC					
6.000% 3/15/18	05/04/2012	09/11/2012	29,045.25	28,409.25	636.00
25000. GOLDMAN SACHS GP					
3.300% 5/03/15	04/30/2012	09/19/2012	26,022.00	24,982.25	1,039.75
3000. DIGITAL REALTY LP					
3.625% 10/01/22	09/19/2012	09/20/2012	2,978.79	2,960.52	18.27
20000. SYMANTEC CORP					
2.750% 6/15/17	VAR	09/20/2012	20,534.00	20,117.55	416.45
6000. CAN IMPERIAL BK					
0.900% 10/01/15	09/24/2012	09/25/2012	6,008.34	5,998.20	10.14
25000. CBS CORP					
3.375% 3/01/22	02/28/2012	10/15/2012	26,339.50	24,930.50	1,409.00
15000. PIONEER NATURAL RES					
3.950% 7/15/22	07/24/2012	10/19/2012	16,005.30	15,583.95	421.35
25000. TOTAL CAPITAL SA					
3.125% 10/02/15	04/17/2012	10/19/2012	26,772.50	26,526.50	246.00
50000. FHLMC MTN					
2.500% 5/27/16	01/03/2012	10/25/2012	53,313.45	53,035.75	277.70
50000. U.S. TREASURY NOTES					
2.000% 11/15/21	11/18/2011	10/25/2012	51,320.11	50,008.01	1,312.10
5000. ABBVIE INC					
2.900% 11/06/22	11/05/2012	11/06/2012	5,047.65	4,967.80	79.85
15000. AMGEN INC					
2.125% 5/15/17	05/10/2012	11/06/2012	15,519.75	14,973.15	546.60
113. ABBOTT LABORATORIES	05/22/2012	11/13/2012	7,335.51	7,029.08	306.43
Totals					

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AGT/TTS MARMOT FDN- MAIN ACCOUNT INCLD -001
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
51. FACTSET RESEARCH SYSTEMS	05/22/2012	11/13/2012	4,517.93	5,450.23	-932.30
25000. FIFTH THIRD BANCORP					
3.500% 3/15/22	03/13/2012	11/15/2012	26,461.25	24,725.00	1,736.25
20000. DIRECTV HLDG/FIN					
3.500% 3/01/16	VAR	11/29/2012	21,205.20	20,988.10	217.10
35000. ARISTOTLE HOLDING					
2.100% 2/12/15	VAR	12/03/2012	35,736.05	35,417.80	318.25
15000. DISCOVERY COMM					
3.300% 5/15/22	VAR	12/12/2012	15,651.90	14,923.41	728.49
9000. DOW CHEMICAL CO					
7.600% 5/15/14	11/01/2012	12/17/2012	9,866.93	9,922.95	-56.02
90. BRISTOL-MYERS SQUIBB CO	05/22/2012	12/19/2012	2,948.31	2,960.50	-12.19
152. CENTURYLINK INC	05/22/2012	12/19/2012	6,055.67	5,921.18	134.49
160. COCA COLA CO COM	05/22/2012	12/19/2012	5,938.28	5,950.06	-11.78
161. ENBRIDGE INC	05/22/2012	12/19/2012	6,933.39	6,475.70	457.69
54. KRAFT FOODS GROUP INC	05/22/2012	12/19/2012	2,499.30	2,197.60	301.70
Totals			1162340.00	1147234.00	15,106.00

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AGT/TTS MARMOT FDN- MAIN ACCOUNT INCLD -001

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
100000. FHLB					
4.500% 11/15/12	06/19/2009	01/03/2012	103,696.30	106,657.70	-2,961.40
285. COSTCO WHOLESALE CORP COM	VAR	01/06/2012	23,226.19	15,569.06	7,657.13
25000. FHLMC					
5.000% 7/15/14	06/19/2009	01/11/2012	27,797.98	27,067.63	730.35
25000. COMCAST CORP					
5.700% 7/01/19	06/16/2009	01/12/2012	29,222.75	24,940.75	4,282.00
1348. NOVARTIS AG ADR	VAR	01/30/2012	73,150.23	65,087.30	8,062.93
50000. WELL FARGO FINANCIAL					
5.500% 8/01/12	06/24/2009	02/01/2012	51,256.50	52,382.00	-1,125.50
150000. WELL FARGO FINANCIAL					
5.500% 8/01/12	06/24/2009	02/08/2012	153,544.50	157,146.00	-3,601.50
25000. HARTFORD FINL SVCS GRP DTD					
3/4/2008 6.3% 3/15/2018	04/23/2010	02/10/2012	27,078.75	26,318.75	760.00
50000. AMERICAN EXPRESS CO NOTE					
DTD 7/24/2003 4.875% 7/15/	08/12/2009	02/29/2012	52,584.00	51,694.00	890.00
50000. FNMA					
4.875% 12/15/16	03/03/2010	03/07/2012	59,024.60	54,808.70	4,215.90
10000. VIACOM INC					
4.375% 9/15/14	11/15/2010	03/15/2012	10,771.80	10,796.10	-24.30
50000. DUKE ENERGY CORP					
6.300% 2/01/14	08/05/2009	03/20/2012	54,761.50	55,194.00	-432.50
50000. U.S. TREASURY NOTES					
4.250% 11/15/14	08/05/2009	03/22/2012	54,880.69	53,652.54	1,228.15
25000. HARTFORD FINL SVCS GRP DTD					
3/4/2008 6.3% 3/15/2018	04/23/2010	03/23/2012	27,416.75	26,318.75	1,098.00
100000. COMCAST CORP					
5.700% 7/01/19	06/16/2009	04/02/2012	117,866.00	99,763.00	18,103.00
75000. FHLMC					
5.000% 7/15/14	06/19/2009	04/13/2012	82,716.00	81,202.87	1,513.13
100000. U.S. TREASURY NOTES					
4.000% 8/15/18	VAR	04/13/2012	117,159.76	113,558.99	3,600.77
Totals					

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AGT/TTS MARMOT FDN- MAIN ACCOUNT INCLD -001

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15000. FHLB					
5.500% 8/13/14	06/19/2009	04/17/2012	16,779.50	16,521.47	258.03
100000. PROCTER & GAMBLE CO					
3.500% 2/15/15	06/24/2009	04/17/2012	107,768.00	100,215.00	7,553.00
289. GOODRICH CORP COMMON	04/13/2011	04/18/2012	36,244.85	24,262.65	11,982.20
100000. FHLB					
4.500% 11/15/12	06/19/2009	04/27/2012	102,332.10	106,657.70	-4,325.60
75000. BP CAPITAL PLC					
5.250% 11/07/13	09/21/2010	05/02/2012	79,770.75	80,417.25	-646.50
.5 PHILLIPS 66	01/14/2010	05/04/2012	16.85	12.59	4.26
50000. METLIFE INC					
5.000% 6/15/15	08/12/2009	05/14/2012	55,075.50	51,703.50	3,372.00
200000. CATERP FIN SERV MTN					
6.200% 9/30/13	06/24/2009	05/21/2012	214,802.00	212,644.00	2,158.00
369. GOODRICH CORP COMMON	04/13/2011	05/22/2012	46,126.99	30,978.95	15,148.04
751. PROCTER & GAMBLE CO COM	VAR	05/22/2012	47,537.75	40,874.96	6,662.79
250000. ALLIED WASTE NORTH AMERICA					
SENIOR NOTE DTD 3/12/2007	06/16/2009	06/01/2012	258,595.00	247,934.69	10,660.31
50000. AMERICAN EXPRESS CO NOTE					
DTD 7/24/2003 4.875% 7/15/	08/12/2009	06/08/2012	52,063.50	51,694.00	369.50
1384. JOHNSON CONTROLS INC COM	VAR	07/24/2012	33,080.46	35,141.56	-2,061.10
15000. U.S. TREASURY BONDS					
2.625% 4/30/16	06/19/2009	07/27/2012	16,208.74	14,571.18	1,637.56
25000. U.S. TREASURY NOTES					
4.250% 11/15/14	08/05/2009	08/01/2012	27,264.56	26,826.27	438.29
470. CATERPILLAR INC	08/27/2009	08/10/2012	41,367.77	22,133.47	19,234.30
772. DOVER CORP COMMON	12/02/2010	08/15/2012	43,979.17	44,515.22	-536.05
250000. MORGAN STANLEY MTN					
6.000% 5/13/14	06/25/2009	09/19/2012	265,197.50	253,372.50	11,825.00
14693.878 BRANDYWINE FUND	VAR	10/16/2012	360,000.00	180,094.84	179,905.16
142760.027 WILMINGTON MULTI-MGR					
REAL ASSET - I	VAR	10/16/2012	2100000.00	2153821.81	-53,821.81
12325.39 BRANDYWINE FUND	VAR	10/17/2012	300,000.00	144,935.15	155,064.85
12417.219 BRANDYWINE FUND	08/06/1986	10/18/2012	300,000.00	141,804.64	158,195.36
12668.919 BRANDYWINE FUND	08/06/1986	10/19/2012	300,000.00	144,679.05	155,320.95
Totals					

AGT/TTS MARMOT FDN- MAIN ACCOUNT INCLD -001

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
12679.628 BRANDYWINE FUND	08/06/1986	10/22/2012	300,000.00	144,801.35	155,198.65
12820.513 BRANDYWINE FUND	08/06/1986	10/23/2012	300,000.00	146,410.26	153,589.74
12858.98 BRANDYWINE FUND	08/06/1986	10/24/2012	300,000.00	146,849.55	153,150.45
25000. U.S. TREASURY NOTES					
4.250% 11/15/14	08/05/2009	10/24/2012	27,018.47	26,826.27	192.20
12908.778 BRANDYWINE FUND	08/06/1986	10/25/2012	300,000.00	147,418.25	152,581.75
50000. FNMA					
4.875% 12/15/16	03/03/2010	10/25/2012	58,376.05	54,808.70	3,567.35
50000. U.S. TREASURY NOTES					
4.000% 8/15/18	08/12/2010	10/25/2012	58,550.58	56,381.06	2,169.52
25000. U.S. TREASURY NOTES					
3.500% 5/15/20	06/28/2010	10/25/2012	28,825.10	25,953.23	2,871.87
25000. U.S. TREASURY NOTES					
2.250% 7/31/18	08/03/2011	10/25/2012	26,753.81	25,565.53	1,188.28
12931.034 BRANDYWINE FUND	08/06/1986	10/26/2012	300,000.00	147,672.41	152,327.59
200000. CONOCOPHILLIPS					
5.750% 2/01/19	06/15/2009	10/26/2012	249,388.00	210,334.00	39,054.00
12892.136 BRANDYWINE FUND	VAR	10/31/2012	300,000.00	147,140.55	152,859.45
12892.136 BRANDYWINE FUND	VAR	10/31/2012	300,000.00	134,594.41	165,405.59
7936.953 BRANDYWINE FUND	10/23/1987	11/01/2012	188,026.42	81,115.66	106,910.76
1216. ABBOTT LABORATORIES	VAR	11/13/2012	78,937.92	59,092.58	19,845.34
469. CENTURYLINK INC	VAR	11/13/2012	18,226.95	17,877.26	349.69
557. FACTSET RESEARCH SYSTEMS	VAR	11/13/2012	49,342.85	33,417.69	15,925.16
20000. VIACOM INC					
4.375% 9/15/14	11/15/2010	11/13/2012	21,314.00	21,592.20	-278.20
700. VODAFONE GROUP PLC - SP	04/13/2011	11/13/2012	17,989.81	20,177.08	-2,187.27
100000. ANHEUSER-BUSH INBEV					
7.750% 1/15/19	VAR	11/26/2012	134,241.00	113,031.15	21,209.85
15.087 FEDERAL ST ASSOC OFFSHR					
LTD CL S	01/01/1971	12/01/2012	15,562.13	164,551.17	-148,989.04
1371. BRISTOL-MYERS SQUIBB CO	09/09/2011	12/19/2012	44,912.54	39,963.83	4,948.71
1172. CENTURYLINK INC	08/10/2010	12/19/2012	46,692.37	42,564.46	4,127.91
1922. COCA COLA CO COM	VAR	12/19/2012	71,333.63	58,401.34	12,932.29
1752. ENBRIDGE INC	VAR	12/19/2012	75,449.06	34,671.55	40,777.51
815. FASTENAL CO	VAR	12/19/2012	36,326.26	16,008.13	20,318.13
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
573. KRAFT FOODS GROUP INC	VAR	12/19/2012	26,520.30	18,262.68	8,257.62
608. NEXTERA ENERGY INC	VAR	12/19/2012	42,879.15	32,483.96	10,395.19
255. PPG INDUSTRIES COMMON	VAR	12/19/2012	33,745.30	13,878.19	19,867.11
25000. U.S. TREASURY NOTES					
2.125% 8/15/21	09/06/2011	12/19/2012	26,117.09	25,394.63	722.46
10060.362 WILMINGTON MULTI-MGR					
REAL ASSET - I	05/30/2006	12/31/2012	150,000.00	148,893.36	1,106.64
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			9496894.00	7504103.00	1992791.00
Totals			9496894.00	7504103.00	1992791.00

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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
CHRISTIANA CARE HEALTH SYSTEMS	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	15,000.
CLAYMONT COMMUNITY CENTER	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	20,000.
COMMUNITY SCHOOL	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	65,000.
DEAF SERVICE CENTER OF PALM BEACH COUNTY	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
DELAWARE ASSOCIATION OF NONPROFIT AGENCIES	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
DELAWARE FOUNDATION REACHING CITIZENS WITH INTERLLECTUAL DISABILITIES	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	2,500.
DELAWARE GRANTMAKERS ASSOCIATION	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
DELAWARE SHAKESPEARE FESTIVAL	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	3,000.
DUCKS UNLIMITED	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	15,000.
EASTSIDE LEARNING CENTER	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
Total from continuation sheets				930,000.

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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
EDGEMOOR COMMUNITY CENTER	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	15,000.
ELEUTHRIAN MILLS RESIDENCE COMMITTEE	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
ELWYN DELAWARE	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
EPISCOPAL CHURCH OF STS. ANDREW AND MATTHEW	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
EXCEPTIONAL CARE FOR CHILDREN	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
FLETCHER ALLEN FOUNDATION	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
FLORIDA OCEONAGRAPHIC SOCIETY	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	15,000.
FORT DELAWARE	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	7,500.
FOUNDATION CENTER	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	3,000.
FRIENDS OF WOODBURN	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	20,000.
Total from continuation sheets				

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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
GEORGETOWN DAY SCHOOL	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	25,000.
HABITAT FOR HUMANITY OF NEW CASTLE	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
HELPING PEOPLE SUCCEED, INC.	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
HENRIETTA JONSON MEDICAL CENTER	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	4,500.
HOMEWARD BOUND, INC.	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
HOSPITAL FOR SPECIAL SURGERY	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	25,000.
KALMAR NYCKEL FOUNDATION	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	20,000.
LEWES HISTORICAL SOCIETY	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	2,500.
MAYO FOUNDATION	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	20,000.
MHDC	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
Total from continuation sheets				

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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
NATIONAL COUNCIL ON AGRICULTURAL LIFE	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
NEW HOPE CHARITIES INC	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
NORTON MUSEUM OF ART	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	25,000.
OCEAN VIEW HISTORICAL SOCIETY	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
OPERATION WARM	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
PHYSICIANS FOR PEACE	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
PIONEER MONTESSORI SCHOOL	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
PRACTICE WITHOUT PRESSURE, INC.	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
PRESBYTERIAN HOSPITAL/COLUMBIA/UNIVERSITY	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	35,000.
PRESERVATION FOUNDATION OF PALM BEACH	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
Total from continuation sheets				

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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
READING ASSIST INSTITUTE	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	3,000.
REAL LIFE CHILDREN'S RANCH	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
ROLLINS COLLEGE	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	45,000.
RONALD MCDONALD HOUSE OF DELAWARE	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	8,000.
SCHOOLYARD FILMS, INC	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
SOUTH FLORIDA SCIENCE MUSEUM	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
ST. LUKE'S WOOD RIVER FOUNDATION	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	25,000.
SUN VALLEY PERFORMING ARTS CENTER	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
SUN VALLEY SKI EDUCATION FOUNDATION	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	15,000.
SWIFTSURE RANCH THERAPEUTIC EQUETRIAN CENTER	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	20,000.
Total from continuation sheets				

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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
THE CHESTER COUNTY HOSPITAL FOUNDATION	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
THE DELAWARE CENTER FOR HORTICULTURE	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
THE LAND CONSERVANCY FOR SOUTHERN CHESTER COUNTY	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
THE LANGLEY SCHOOL	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	25,000.
THE MARY CAMPBELL CENTER	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	15,000.
THE MINISTRY OF CARING, INC.	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
THE SOCIETY OF MEMORIAL SLOAN KETTERING	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	20,000.
THE SOCIETY OF THE FOUR ARTS	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
THE WEST END NEIGHBORHOOD HOUSE	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	20,000.
THE WILMINGTON LIBRARY	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	20,000.
Total from continuation sheets				

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05-01-12

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
TOWER HILL SCHOOL	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	30,000.
TRI-STATE BIRD RESCUE AND RESEARCH, INC.	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	15,000.
UNITED NEGRO COLLEGE FUND	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
UNITED WAY OF DELAWARE	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	50,000.
WILMINGTON FRIENDS SCHOOL	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	25,000.
WILMINGTON WESTERN RAILROAD	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
WINTERTHUR MUSEUM GARDEN & LIBRARY	NO REL'N.	TAX EXEMPT CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	25,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
INTEREST	226,999.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	226,999.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS (OTHER THAN K1)	183,200.	0.	183,200.
DIVIDENDS REPORTED ON PARTNERSHIP	163,783.	0.	163,783.
TOTAL TO FM 990-PF, PART I, LN 4	346,983.	0.	346,983.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PORTFOLIO INCOME/LOSS	<1,235.>	<1,235.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<1,235.>	<1,235.>	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO MANAGEMENT FEES, WILMINGTON TRUST	115,762.	115,762.		0.
PARTNERSHIP DEDUCTIONS SCH K1 BOX 13K	20,276.	20,276.		0.
TO FORM 990-PF, PG 1, LN 16C	136,038.	136,038.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD K1 BOX 15L	18,907.	18,907.		0.
FOREIGN TAX WITHHELD ENBRIDGE TEVA NOVARTIS	689.	689.		0.
TO FORM 990-PF, PG 1, LN 18	19,596.	19,596.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PHONE EXPENSE	1,066.	1,066.		0.
SECRETARIAL SERVICE	1,800.	1,800.		0.
MISCELLANEOUS	8.	8.		0.
TO FORM 990-PF, PG 1, LN 23	2,874.	2,874.		0.

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

DESCRIPTION	AMOUNT
ACCRUED INTEREST PAID IN 2010 AND EXPENSED IN 2011	155.
MUTUAL FUND INCOME EARNED IN 2010 PAID IN 2011	2,405.
BEGINNING BALANCE ADJUSTMENT	2,173.
TOTAL TO FORM 990-PF, PART III, LINE 5	4,733.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - CORPORATE STOCK	3,199,397.	4,920,318.
INVESTMENTS - MUTUAL FUNDS	3,551,347.	3,011,019.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,750,744.	7,931,337.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - BONDS	4,914,546.	5,074,101.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,914,546.	5,074,101.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FEDERAL STREET ASSOC OFFSHORE FD	COST	3,123,451.	3,424,037.
INVESTMENTS P'SHIP WILMINGTON INTERNATIONAL	COST	5,050,371.	5,450,320.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,173,822.	8,874,357.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIS H. DUPONT 100 W. 10TH ST., SUITE 1109 WILMINGTON, DE 19801	CHAIRMAN 2.00	0.	0.	0.
CHARLES F. GUMMEY, JR. 100 W. 10TH ST., SUITE 1109 WILMINGTON, DE 19801	SECRETARY 5.00	16,000.	0.	0.
LAMMOT J. DUPONT 100 W. 10TH ST., SUITE 1109 WILMINGTON, DE 19801	TRUSTEE 2.00	0.	0.	0.
MIREN DEA. DUPONT 100 W. 10TH ST., SUITE 1109 WILMINGTON, DE 19801	TRUSTEE 2.00	0.	0.	0.
MIREN DUPONT SANCHEZ 100 W. 10TH ST., SUITE 1109 WILMINGTON, DE 19801	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		16,000.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WILLIS H. DUPONT- FLORIDA ORGANIZATIONS

FORM AND CONTENT OF APPLICATIONS

NO FORMAL APPLICATION REQUIRED.

ANY SUBMISSION DEADLINES

SUBMIT PROPOSALS PREFERABLY IN APRIL AND OCTOBER. DETERMINATIONS MADE IN MAY AND NOVEMBER.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GIVING PRIMARILY IN DELAWARE AND FLORIDA. NO SUPPORT FOR RELIGIOUS ORGANIZATIONS, INDIVIDUALS, SCHOLARSHIPS OR LOANS.