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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

2012

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation

William and Karen England Charitable Trust (WAKE Foundation)

Number and street (or P O box number if mail is not delivered to street address)

A Employer identification number

52-6415690

11325 Bishops Gate Lane

City or town, state, and ZIP code

B Telephone number (see instructions)

301-776-9258

Laurel, MD 20723-2052

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

C If exemption application is pending, check here ► 

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

D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test,  
check here and attach computation ► E If private foundation status was terminated under  
section 507(b)(1)(A), check here ► 

I Fair market value of all assets at J Accounting method:  Cash  Accrual  
end of year (from Part II, col. (c),  Other (specify) \_\_\_\_\_  
line 16) ► \$ 1569 (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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)		3120			
	2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
	3	Interest on savings and temporary cash investments		0	0		
	4	Dividends and interest from securities		63	63		
	5a	Gross rents					
	b	Net rental income or (loss)					
	6a	Net gain or (loss) from sale of assets not on line 10		3025			
	b	Gross sales price for all assets on line 6a					
	7	Capital gain net income (from Part IV, line 2)			3025		
	8	Net short-term capital gain					
	9	Income modifications					
	10a	Gross sales less returns and allowances					
Operating and Administrative Expenses	b	Less Cost of goods sold					
	c	Gross profit or (loss) (attach schedule)					
	11	Other income (attach schedule)					
	12	Total. Add lines 1 through 11		6207	3087		
	13	Compensation of officers, directors, trustees, etc					
	14	Other employee salaries and wages					
	15	Pension plans, employee benefits					
	16a	Legal fees (attach schedule)					
	b	Accounting fees (attach schedule)					
	c	Other professional fees (attach schedule)					
	17	Interest					
	18	Taxes (attach schedule) (see instructions)					
	19	Depreciation (attach schedule) and depletion					
	20	Occupancy					
	21	Travel, conferences, and meetings					
	22	Printing and publications					
	23	Other expenses (attach schedule)					
	24	Total operating and administrative expenses.					
		Add lines 13 through 23		2	<= Postage		2
	25	Contributions, gifts, grants paid					
	26	Total expenses and disbursements. Add lines 24 and 25		9730			9730
	27	Subtract line 26 from line 12.					
	a	Excess of revenue over expenses and disbursements		-3575			
	b	Net investment income (if negative, enter -0-)			3087		
	c	Adjusted net income (if negative, enter -0-)					

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<b>Part II</b> <b>Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	1	Cash—non-interest-bearing . . . . .	2	12	12
	2	Savings and temporary cash investments . . . . .	636	1517	1517
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S. and state government obligations (attach schedule) . . . . .			
	b	Investments—corporate stock (attach schedule) . . . . .	5047	40	40
	c	Investments—corporate bonds (attach schedule) . . . . .			
<b>Liabilities</b>	11	Investments—land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► ) . . . . .			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	5685	1569	1569
<b>Net Assets or Fund Balances</b>	17	Accounts payable and accrued expenses . . . . .	10	1450	
	18	Grants payable . . . . .	1990		
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ► ) . . . . .			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	2000	1450	
	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 type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	3685	119	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	3685	119	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	5685	1569	

**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	3685
2	Enter amount from Part I, line 27a . . . . .	2	-3575
3	Other increases not included in line 2 (itemize) ► <b>Adjustment for prior year wash sales</b> . . . . .	3	9
4	Add lines 1, 2, and 3 . . . . .	4	119
5	Decreases not included in line 2 (itemize) ► . . . . .	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	119

**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					
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 See Attachment					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
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	3025	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

**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	15026	3146	>1.000
2010	11606	2519	>1.000
2009	11744	2587	>1.000
2008	13168	1866	>1.000
2007	12405	2206	>1.000

- |  |   |        |
|--|---|--------|
| 2 Total of line 1, column (d)  | 2 | >5.000 |
| 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 | 1.000  |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5   | 4 | 2449   |
| 5 Multiply line 4 by line 3  | 5 | 2449   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   | 6 | 31     |
| 7 Add lines 5 and 6  | 7 | 2480   |
| 8 Enter qualifying distributions from Part XII, line 4   | 8 | 9732   |
- 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 ► <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	31	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only) Others enter -0-	2	0	
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only) Others enter -0-	3	31	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-			
6	<b>Credits/Payments:</b>	4	0	
a	2012 estimated tax payments and 2011 overpayment credited to 2012			6a
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	5	31	
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	6	0	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>			
11	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> ►	Refunded	► 11	

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	✓
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	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	✓
14	The books are in care of ► William England Located at ► 11325 Bishops Gate Lane, Laurel MD	Telephone no. ►	301-776-9258
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	ZIP+4 ►	20723-2052
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 ✓

**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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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
1b	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"/> Yes	<input checked="" type="checkbox"/> No
1c	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
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? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2b	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) . c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____	<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
3b	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
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
4b	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

**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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b	✓
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>			6b	✓
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	✓

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(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
William England 11325 Bishops Gate Lane, Laurel MD 20723	Director, .75 hr/wk	0	0	0
Karen England 11325 Bishops Gate Lane, Laurel MD 20723	Trustee, .05 hr/wk	0	0	0
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(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
Total number of other employees paid over \$50,000 ►				

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	..... .....	
2	..... .....	
All other program-related investments See instructions		
3	..... .....	
<b>Total.</b> Add lines 1 through 3 . . . . . ►		

**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	2437
b	Average of monthly cash balances	1b	49
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	2486
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2486
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	37
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2449
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	122

**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	122
2a	Tax on investment income for 2012 from Part VI, line 5	2a	31
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	31
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	92
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	92

**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	9732
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	9732
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	6	31
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		9701

**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 . . . . .				92
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only . . . . .			0	
b Total for prior years 20 10 ,20 09 ,20 08		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: ► \$ 9732			0	
a Applied to 2011, but not more than line 2a . . . . .			0	
b Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
c Treated as distributions out of corpus (Election required—see instructions) . . . . .				
d Applied to 2012 distributable amount . . . . .			0	
e Remaining amount distributed out of corpus	9641			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	9641			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0	0
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .			0	0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	9641			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	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)

- |           |  |  |  |  |
|-----------|--|--|--|--|
| <b>1a</b> | 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>b</b>  | Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)   |  |  |  |
| <b>2a</b> | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . .  |  |  |  |
| <b>b</b>  | 85% of line 2a . . .   |  |  |  |
| <b>c</b>  | Qualifying distributions from Part XII, line 4 for each year listed . . .  |  |  |  |
| <b>d</b>  | Amounts included in line 2c not used directly for active conduct of exempt activities  |  |  |  |
| <b>e</b>  | Qualifying distributions made directly for active conduct of exempt activities<br>Subtract line 2d from line 2c  |  |  |  |
| <b>3</b>  | Complete 3a, b, or c for the alternative test relied upon:   |  |  |  |
| <b>a</b>  | "Assets" alternative test—enter:<br>(1) Value of all assets . . .<br>(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . .   |  |  |  |
| <b>b</b>  | "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed . . .   |  |  |  |
| <b>c</b>  | "Support" alternative test—enter:<br>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . .<br>(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . .<br>(3) Largest amount of support from an exempt organization . . .<br>(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).)

**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.

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

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

- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed;
  - 
  - b The form in which applications should be submitted and information and materials they should include;
  - 
  - c Any submission deadlines;
  - 
  - d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors;

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
See Attachment				
<b>Total</b>				► 3a
<i>b Approved for future payment</i>				
None				
<b>Total</b>				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14		0	
4 Dividends and interest from securities			14		63	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18		3025	
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)						
13 Total. Add line 12, columns (b), (d), and (e)						
(See worksheet in line 13 instructions to verify calculations.)						

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

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

- |  |  |           |
|--|--|-----------|
| <b>1</b>   | 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?  |           |
|  | <b>Yes</b>   | <b>No</b> |
| <b>a</b>   | Transfers from the reporting foundation to a noncharitable exempt organization of:   |           |
| (1) Cash   | 1a(1)  | ✓         |
| (2) Other assets   | 1a(2)  | ✓         |
| <b>b</b>   | Other transactions:  |           |
| (1) Sales of assets to a noncharitable exempt organization             | 1b(1)  | ✓         |
| (2) Purchases of assets from a noncharitable exempt organization       | 1b(2)  | ✓         |
| (3) Rental of facilities, equipment, or other assets                   | 1b(3)  | ✓         |
| (4) Reimbursement arrangements   | 1b(4)  | ✓         |
| (5) Loans or loan guarantees   | 1b(5)  | ✓         |
| (6) Performance of services or membership or fundraising solicitations | 1b(6)  | ✓         |
| <b>c</b>   | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |           |
| <b>d</b>   | If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received. |           |

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

**b** If "Yes," complete the following schedule.

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

**Sign** 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

<b>Sign Here</b>	<p>Under penalties of perjury, I declare that I have examined correct and complete Declaration of preparer (other than    <b>William England</b>            Signature of officer or trustee</p>
----------------------	--

13-30-12

## ► Trustee, Director

Date

Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►		Firm's EIN ►		
	Firm's address ►		Phone no.		

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2012**

Name of the organization

William and Karen England Charitable Trust (WAKE Foundation)

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

## Name of organization

William and Karen England Charitable Trust (WAKE Foundation)

## Employer identification number

52-6415690

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	William and Karen England 11325 Bishops Gate Lane, Laurel, MD 20723-2052	\$ 5,868.54	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

## Name of organization

William and Karen England Charitable Trust (WAKE Foundation)

Employer identification number

52-6415690

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	54.911 shares of Fidelity Select Leisure Fund	\$ 5,869	3/8/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

## Attachment A - Capital Gains and Losses - Fidelity Mutual Funds

## Part I Short Term

(a) Description	(b) Shares	(b) Date Acquired	(c) Date Sold	(d) Sales Price	(e) Cost Basis	(g) Gain or Loss	Wash Sale Denied*
Fidel Mort Sec	.509	9/14/2011	1/ 4/2012	5.69	5.71	-.02	-.01
Fidel Mort Sec	.401	9/30/2011	1/ 4/2012	4.48	4.53	-.05	-.02
Fidel Mort Sec	.413	10/31/2011	1/ 4/2012	4.62	4.70	-.09	-.04
Fidel Mort Sec	132.845	11/18/2011	1/ 4/2012	1485.21	1479.40	5.81	.00
Fidel Mort Sec	44.723	11/18/2011	1/ 5/2012	500.00	498.05	1.95	.00
Fidel Mort Sec	44.643	11/18/2011	1/11/2012	500.00	497.16	2.84	.00
Fidel Mort Sec	89.047	11/18/2011	2/ 1/2012	1000.00	991.65	8.35	.00
Fidel Mort Sec	44.484	11/18/2011	2/15/2012	500.00	495.39	4.61	.00
Fidel Mort Sec	44.563	11/18/2011	2/28/2012	500.00	496.26	3.74	.00
Fidel Mort Sec	49.740	11/18/2011	3/20/2012	555.59	553.92	1.68	.00
Fidel Mort Sec	.633	11/30/2011	3/20/2012	7.07	7.04	.03	.00
Fidel Mort Sec	1.169	12/31/2011	3/20/2012	13.06	13.06	.00	.00
Fidel Mort Sec	37.984	1/ 6/2012	3/20/2012	424.28	424.28	.00	-.83
Fidel Mort Sec	.979	1/ 6/2012	3/28/2012	10.97	10.96	.02	.00
Fidel Mort Sec	.743	1/31/2012	3/28/2012	8.33	8.33	.00	-.01
Fidel Mort Sec	.390	2/29/2012	3/28/2012	4.37	4.37	.00	-.02
Fidel Mort Sec	42.491	3/12/2012	3/28/2012	476.32	476.81	-.49	-.01
Fidel Mort Sec	44.366	3/12/2012	4/16/2012	500.00	497.86	2.14	.00
Fidel Mort Sec	44.366	3/12/2012	4/18/2012	500.00	497.86	2.14	.00
Fidel Mort Sec	44.287	3/12/2012	5/ 9/2012	500.00	496.98	3.02	.00
Fidel Mort Sec	44.326	3/12/2012	5/23/2012	500.00	497.41	2.59	.00
Fidel Mort Sec	44.287	3/12/2012	6/13/2012	500.00	496.98	3.02	.00
Fidel Mort Sec	48.716	3/12/2012	6/13/2012	550.00	546.68	3.32	.00
Fidel Mort Sec	44.053	3/12/2012	8/17/2012	500.00	494.35	5.65	.00
Fidel Mort Sec	43.975	3/12/2012	10/30/2012	500.00	493.48	6.52	.00
Fidel Mort Sec	87.101	3/12/2012	12/31/2012	989.47	977.42	12.04	.00
Fidel Mort Sec	.838	3/31/2012	12/31/2012	9.52	9.40	.12	.00
Fidel Mort Sec	.089	4/30/2012	12/31/2012	1.01	1.00	.01	.00
Totals	982.161			11049.99	10981.04	68.95	

\* "Wash Denied" amounts are factored into cost basis (e), so need not be added back into gain or loss (g) column. They are shown for information only.

## Part II Long Term

(a) Description	(b) Shares	(b) Date Acquired	(c) Date Sold	(d) Sales Price	(e) Cost Basis	(g) Gain or Loss	Wash Sale Denied
Fidel Sel Leisure	54.911	10/ 6/2008	3/ 9/2012	5925.45	2969.59	2955.86	.00

## Part I-23 - Other expenses

## Part II-10b Investments Stock and Bonds

Mutual Fund	Shares	Value	Book
Fidelity Mortgage Securities	3.509	\$11.36	\$40
Fidelity Ultra Service Acct		\$1,517	\$1,517
Total			\$1,557

## Part I-23 - Other expenses

\$2 Postage

**Part XV-3 - Supplementary Information - Grants and Contributions**

Name and address	Status	Purpose	Amount
Grace Community Church 8200 Old Columbia Road Fulton, MD 20759	Church	General fund	\$5,200
St. Marks United Methodist Chur 100 North State Road 46 Bypass Bloomington, IN 47408	Public	General fund	\$1,000
Campus Crusade for Christ 100 Sunport Lane Orlando, FL 32809-7875	Public	Mission support	\$750
World Vision Box 1131 Pasadena, CA 91131-0005	Public	General fund	\$630
Interlude 4324 Canal Ave Grandville, MI 49418	Public	General fund	\$500
Focus on the Family Colorado Springs, CO 80995-0001	Public	General fund	\$250
University of Virginia Emily Couric Cancer Center 1240 Lee Street Charlottesville, VA 22903	Public	General fund	\$250
The Navigators Box 6000 Colorado Springs CO 80934	Public	Missions support	\$250
Kennedy Kreiger Institute 707 N. Broadway Baltimore, MD 21205	Public	General fund	\$200
Mountain Christian Church 1824 Mountain Road Joppa, MD 21085	Church	Missions support	\$200
Nat'l Alliance on Mental Illness 3803 N. Fairfax Dr, Suite 100 Arlington, VA 22203	Public	General fund	\$200

Univ of Maryland School of Law 500 West Baltimore Street Baltimore, MD 21201-1786	Public General fund	\$100
The Leukemia & Lymphoma Society Office of Donor Services 1311 Mamaroneck Avenue White Plains, NY 10605	Public General fund	\$100
Hugh O'Brian Youth Foundation 10880 Wilshire Blvd Suite 1103 Los Angeles, CA 90024-4110	Public General fund	\$100
<b>Total</b>		<b>\$9,730</b>