



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



OMB No 1545-0047

2012**Open to Public Inspection**Form **990****Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

Department of the Treasury
Internal Revenue Service**A For the 2012 calendar year, or tax year beginning** , and ending

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	C Name of organization HILL, GEORGE WATTS FOUNDATION		D Employer identification number 58-1466404
	Doing Business As		E Telephone number (804) 782-7114
	Number and street (or P O box if mail is not delivered to street address) Room/suite P.O. BOX 1908		
	City, town or post office, state, and ZIP code ORLANDO FL 32802-1908		G Gross receipts \$ 4,543,341
	F Name and address of principal officer SUNTRUST BANK P O BOX 1908, ORLANDO, FL 32802		H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list (see instructions) H(c) Group exemption number ▶

I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ **N/A**

K Form of organization ☐ Corporation ☒ Trust ☐ Association ☐ Other ▶ **L** Year of formation **1982** **M** State of legal domicile **NC**

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES BY CONTRIBUTIONS DULY AUTHORIZED		
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	5
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	3
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)		0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	804,436	454,855
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		0
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	804,436	454,855
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	219,199	700,960
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	34,012	35,099
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶	0	0
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	8,846	2,676
	18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	262,057	738,735
19 Revenue less expenses. Subtract line 18 from line 12	542,379	-283,880	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	6,240,358	5,956,478
	22 Net assets or fund balances. Subtract line 21 from line 20	0	0
		6,240,358	5,956,478

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	<u>Bernard Allen</u> Signature of officer	5/6/2013 Date			
	SUNTRUST BANK, TRUSTEE Type or print name and title	4/29/2013 Date			
Paid Preparer Use Only	Print/Type preparer's name DONALD J ROMAN	Preparer's signature <u>[Signature]</u>	Date 5/6/2013	Check ☒ if self-employed	PTIN P00364310
	Firm's name ▶ PRICEWATERHOUSECOOPERS LLP		Firm's EIN ▶ 13-4008324		
	Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219		Phone no 412-355-6000		
	May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No				

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2012)

HTA

ENVELOPE MAY 08 2013
POSTMARK DATE

SCANNED JUN 03 2013

17

Part III**Statement of Program Service Accomplishments**Check if Schedule O contains a response to any question in this Part III. ☐**1** Briefly describe the organization's mission:

CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES BY CONTRIBUTIONS DULY AUTHORIZED

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported**4a** (Code:) (Expenses \$ including grants of \$ 175,240) (Revenue \$)

DURHAM ACADEMY

4b (Code:) (Expenses \$ including grants of \$ 175,240) (Revenue \$)

RESEARCH TRIANGLE INSTITUTE

4c (Code:) (Expenses \$ including grants of \$ 175,240) (Revenue \$)

HILL CENTER

4d Other program services (Describe in Schedule O)

(Expenses \$ 0 including grants of \$ 175,240) (Revenue \$ 0)

4e Total program service expenses ▶ 0

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		X
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21 X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a	X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	X
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	X
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	X
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a	X
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions).	28	
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	X
28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
35b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	38 X	

Part V**Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response to any question in this Part V. ☐

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 0		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		X
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 0		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country. ► See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		X
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		X
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		X
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		X
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		X
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

Form 990 (2012)

HILL, GEORGE WATTS FOUNDATION

58-1466404

Page 6

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response to any question in this Part VI. ☒

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	5	
1b Enter the number of voting members included in line 1a, above, who are independent	3	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?		X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13		X
12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		
12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done		
13 Did the organization have a written whistleblower policy?		X
14 Did the organization have a written document retention and destruction policy?		X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official.		X
b Other officers or key employees of the organization		X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☒ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization.
 SUNTRUST BANKS, INC. (804) 782-7114
 919 EAST MAIN STREET, 7TH FL, RICHMOND, VA 23219

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
 - List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
 - List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
 - List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
- List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DR. SHARON MASKEL CHAIRMAN	1.00	X						NONE	NONE	NONE
(2) DR. E. WAYNE HOLDEN, RTI INTERNATIONAL VICE CHAIRMAN	1.00	X						NONE	NONE	NONE
(3) SUNTRUST BANK TRUSTEE	1.00		X					35,099	NONE	NONE
(4) KARL MCTAGGART SECRETARY	1.00			X				NONE	NONE	NONE
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										

Form 990 (2012)

HILL, GEORGE WATTS FOUNDATION

58-1466404

Page 8

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
1b Sub-total							35,099	0	0	
c Total from continuation sheets to Part VII, Section A							0	0	0	
d Total (add lines 1b and 1c)							35,099	0	0	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

- 3** Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? *If "Yes," complete Schedule J for such individual*
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
		0
		0
		0
		0
		0
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization	0	

Form 990 (2012)

HILL, GEORGE WATTS FOUNDATION

58-1466404

Page 9

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a 0			
	b	Membership dues	1b 0			
	c	Fundraising events	1c 0			
	d	Related organizations	1d 0			
	e	Government grants (contributions)	1e 0			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f 0			
	g	Noncash contributions included in lines 1a-1f:	\$ 0			
	h	Total. Add lines 1a-1f	0			
Program Service Revenue	Business Code					
	2a		0			
	b		0			
	c		0			
	d		0			
	e		0			
	f	All other program service revenue	0			
g	Total. Add lines 2a-2f	0				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	131,679			131,679
	4	Income from investment of tax-exempt bond proceeds	0			
	5	Royalties	0			
	6a	Gross rents				
	b	Less: rental expenses				
	c	Rental income or (loss)	0			
	d	Net rental income or (loss)	0			
	7a	Gross amount from sales of assets other than inventory				
	b	Less: cost or other basis and sales expenses				
	c	Gain or (loss)	0			
	d	Net gain or (loss)	323,176			323,176
	8a	Gross income from fundraising events (not including \$ 0 of contributions reported on line 1c) See Part IV, line 18				
	b	Less: direct expenses	0			
	c	Net income or (loss) from fundraising events	0			
	9a	Gross income from gaming activities See Part IV, line 19				
	b	Less: direct expenses	0			
	c	Net income or (loss) from gaming activities	0			
10a	Gross sales of inventory, less returns and allowances					
b	Less: cost of goods sold	0				
c	Net income or (loss) from sales of inventory	0				
Miscellaneous Revenue		Business Code				
11a			0			
b			0			
c			0			
d	All other revenue		0			
e	Total. Add lines 11a-11d		0			
12	Total revenue. See instructions		454,855	0	0	454,855

Form 990 (2012)

HILL, GEORGE WATTS FOUNDATION

58-1466404

Page **10****Part IX Statement of Functional Expenses****Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)**Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	700,960	700,960		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	35,099		35,099	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	0			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	0			
10 Payroll taxes	0			
11 Fees for services (non-employees)				
a Management	0			
b Legal	0			
c Accounting	1,500		1,500	
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	0			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	0			
12 Advertising and promotion	0			
13 Office expenses	0			
14 Information technology	0			
15 Royalties	0			
16 Occupancy	0			
17 Travel	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	0	0	0	0
23 Insurance	0			
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a FOREIGN TAXES	1,176		1,176	
b	0			
c	0			
d	0			
e All other expenses	0			
25 Total functional expenses. Add lines 1 through 24e	738,735	700,960	37,775	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing		1	0
	2 Savings and temporary cash investments	232,887	2	321,322
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	0	4	0
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use		8	0
	9 Prepaid expenses and deferred charges		9	0
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 0		
	b Less: accumulated depreciation	10b 0	10c	0
	11 Investments—publicly traded securities	6,007,471	11	5,635,156
	12 Investments—other securities. See Part IV, line 11	0	12	0
	13 Investments—program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	0	15	0
16 Total assets. Add lines 1 through 15 (must equal line 34)	6,240,358	16	5,956,478	
Liabilities	17 Accounts payable and accrued expenses		17	0
	18 Grants payable		18	
	19 Deferred revenue		19	0
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0	25	0
	26 Total liabilities. Add lines 17 through 25	0	26	0
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☐ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ☒ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	6,240,358	30	5,956,478
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	6,240,358	33	5,956,478	
34 Total liabilities and net assets/fund balances	6,240,358	34	5,956,478	

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	454,855
2	Total expenses (must equal Part IX, column (A), line 25)	2	738,735
3	Revenue less expenses. Subtract line 2 from line 1	3	-283,880
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,240,358
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	5,956,478

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

- 1** Accounting method used to prepare the Form 990: ☒ Cash ☐ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? .
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		X
2b		X
2c		
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2012**Open to Public
Inspection**

Name of the organization

HILL, GEORGE WATTS FOUNDATION

Employer identification number

58-1466404

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state:
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h
- a ☐ Type I b ☒ Type II c ☐ Type III—Functionally integrated d ☐ Type III—Non-functionally integrated
- e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).**
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? ☐
- (ii) A family member of a person described in (i) above? ☐
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐

	Yes	No
11g(i)		X
11g(ii)		X
11g(iii)		X

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) DURHAM ACADEMY	56-0538019	2	X		X		X		175,240
(B) RESEARCH TRIANGL	56-0686338	2	X		X		X		175,240
(C) HILL LEARNING CENT	56-2089788	2	X		X		X		175,240
(D) UNIV OF NC AT CHAP	56-6001393	2	X		X		X		175,240
(E)									
Total	4								700,960

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2012

HTA

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►						N/A
	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						0
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	0	0	0	0	0	0
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						0

Section B. Total Support

Calendar year (or fiscal year beginning in) ►						(f) Total
	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	
7 Amounts from line 4	0	0	0	0	0	0
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0
11 Total support. Add lines 7 through 10						0
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ► ☐						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	0.00%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	0.00%
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐		
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐		
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. ► ☐		
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. ► ☐		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. ► ☐		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	N/A (f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						0
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						0
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	0	0	0	0	0	0
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b	0	0	0	0	0	0
8 Public support (Subtract line 7c from line 6)						0

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	0	0	0	0	0	0
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	0	0	0	0	0	0
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0
13 Total support. (Add lines 9, 10c, 11, and 12)	0	0	0	0	0	0
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	0.00%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	0.00%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	0.00%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	0.00%

19a **33 1/3% support tests—2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests—2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV

Supplemental Information. Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions)

Area for supplemental information with horizontal dashed lines.

**SCHEDULE I
(Form 990)**Department of the Treasury
Internal Revenue Service**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2012**Open to Public
Inspection**

Name of the organization

Employer identification number

HILL, GEORGE WATTS FOUNDATION

58-1466404

Part I General Information on Grants and Assistance**1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☒ No**2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) DURHAM ACADEMY 3601 RIDGE ROAD	56-0538019	501(C)(3)	175,240				GENERAL OPERATI
(2) RESEARCH TRIANGLE INST PO BOX 12194	56-0686338	501(C)(3)	175,240				GENERAL OPERATI
(3) HILL CENTER 3200 PICKETT ROAD	56-2089788	501(C)(3)	175,240				GENERAL OPERATI
(4) UNIVERSITY OF NC AT CHAP PO BOX 309	56-6001393	501(C)(3)	175,240				GENERAL OPERATI
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table**3** Enter total number of other organizations listed in the line 1 table

4

For Paperwork Reduction Act Notice, see the Instructions for Form 990
(HTA)

Schedule I (Form 990) (2012)

HILL, GEORGE WATTS FOUNDATION

58-1466404

Schedule I (Form 990) (2012)

Page 2

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Part I Line 2 GRANTS ARE MADE IN ACCORDANCE WITH THE TRUST DOCUMENT

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service
Name of the organization

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

Employer identification number

HILL, GEORGE WATTS FOUNDATION

58-1466404

Form 990, Part III, Line 4d Program Service Expenses. 0, Grants and allocations: 175,240,

Revenue 0 UNIVERSITY OF NC AT CHAPEL HILL

Form 990 Part VI Section C STATES WHICH A COPY OF THIS FORM IS REQUIRED TO BE FILED - NONE

Form 990 Part VI Line 11 ELECTRONIC COPY OF RETURN PROVIDED TO TRUSTEE PRIOR TO FILING

Form 990 Part VI Line 19 THESE DOCUMENTS ARE NOT MADE AVAILABLE TO THE PUBLIC.

Employer identification number

58-1466404

[illegible]



Statement Period

December 1, 2012 - December 31, 2012

Combined Account Number

7903669

Page 4 of 26

Combined Statement

HILL, GEORGE WATTS FOUNDATION

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
-------------------	----------------------------	------------	--------------	-------------------------	----------------	----------------------------	-------------------	--------------------

INCOME PORTFOLIO

Short Term Investments

FEDERATED MONEY MKT OBLIGS TR
GOVT OBLIG INSTL CL #5 FFS
Acct 7903669

20,821.720	1.000	20,821.72	0.33	20,821.72	2	0.06	0.01
20,821.720	1.000	20,821.72	0.33	20,821.72	2	0.06	0.01
Total Short Term Investments		\$20,821.72	0.33%	\$20,821.72	\$2	\$0.06	0.01%
Total Income Portfolio		\$20,821.72	0.33%	\$20,821.72	\$2	\$0.06	0.01%

PRINCIPAL PORTFOLIO

Short Term Investments

FEDERATED MONEY MKT OBLIGS TR
GOVT OBLIG INSTL CL #5 FFS
Acct 7903669

300,500.480	1.000	300,500.48	4.76	300,500.48	42	2.56	0.01
256,771.320	1.000	256,771.32	4.07	256,771.32	36	1.54	0.01
34,619.050	1.000	34,619.05	0.55	34,619.05	4	0.93	0.01
9,110.110	1.000	9,110.11	0.14	9,110.11	1	0.09	0.01
Total Short Term Investments		\$300,500.48	4.76%	\$300,500.48	\$42	\$2.56	0.01%

Bonds

DOUBLELINE FDS TR
TOTAL RETURN BD FD CL I
Acct 7903669

37,453.595	11.330	424,349.23	6.73	425,568.64	26,929	1,751.56	6.35
37,453.595	11.330	424,349.23	6.73	425,568.64	26,929	1,751.56	6.35

ISHARES TR
IBOXX INVT GRADE CORP BD ETF
Acct 7903669

3,010.000	120.990	364,179.90	5.77	364,078.60	13,933	1,089.73	3.83
3,010.000	120.990	364,179.90	5.77	364,078.60	13,933	1,089.73	3.83

ISHARES TR
BARCLAYS MBS BD ETF
Acct 7903669

4,450.000	107.990	480,555.50	7.62	481,742.43	8,793	0.00	1.83
4,450.000	107.990	480,555.50	7.62	481,742.43	8,793	0.00	1.83

ISHARES TR
BARCLAYS 3-7 YR TREASURY BD ETF

4,331.000	123.220	533,665.82	8.46	534,221.92	4,625	273.33	0.87
-----------	---------	------------	------	------------	-------	--------	------



Statement Period

December 1, 2012 - December 31, 2012

Combined Account Number

7903669

Page 5 of 26

Combined Statement

HILL, GEORGE WATTS FOUNDATION

Combined Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Bonds - continued								
Acct 7903669	4,331 000	123 220	533,665 82	8 46	534,221 92	4,625	273 33	0 87
NEUBERGER BERMAN INCOME FDS								
HIGH INCOME BD FD CL INSTL	26,221 120	9 480	248,576 22	3 94	234,046 97	15,522	1,391 35	6 24
Acct 7903669	26,221 120	9 480	248,576 22	3 94	234,046 97	15,522	1,391 35	6 24
PIMCO FDS								
EMERGING LOCAL BD FD INSTL CL	11,638 940	10 980	127,795 56	2 03	123,891 20	5,528	30 18	4 33
Acct 7903669	11,638 940	10 980	127,795 56	2 03	123,891 20	5,528	30 18	4 33
Total Bonds			\$2,179,122.23	34.55%	\$2,163,549.76	\$75,332	\$4,536.15	3.45%
Common Stocks								
ADVISORS INNER CIRCLE FD								
CAMBIAR SMALL CAP FD INSTL CL	7,022 700	18 820	132,167 21	2 09	119,264 81	0	0 00	0 00
Acct 7903669	7,022 700	18 820	132,167 21	2 09	119,264 81	0	0 00	0 00
EATON VANCE GROWTH TR								
ATLANTA CAP SMID-CAP FD INSTL CL	6,721 946	18 260	122,742 73	1 95	121,600 00	0	0 00	0 00
Acct 7903669	6,721 946	18 260	122,742 73	1 95	121,600 00	0	0 00	0 00
GOLDMAN SACHS TR								
GROWTH OPPORTUNITIES FD INSTL CL	3,688 887	24 710	91,152 40	1 44	77,724 85	0	0 00	0 00
Acct 7903669	3,688 887	24 710	91,152 40	1 44	77,724 85	0	0 00	0 00
INVESCO GROWTH SER								
SMALL CAP GROWTH FD CL INSTL	333 950	31 920	10,659 68	0 17	9,050 05	15	0 00	0 14
Acct 7903669	333 950	31 920	10,659 68	0 17	9,050 05	15	0 00	0 14
ISHARES TR								
DOW JONES SELECT DIVIDEND INDEX ETF	7,777 000	57 240	445,155 48	7 05	401,130 92	16,495	0 00	3 70
Acct 7903669	7,777 000	57 240	445,155 48	7 05	401,130 92	16,495	0 00	3 70
ISHARES TR								
RUSSELL 1000 VALUE INDEX ETF	5,070 000	72 820	369,197 40	5 85	297,256 13	8,497	0 00	2 30
Acct 7903669	5,070 000	72 820	369,197 40	5 85	297,256 13	8,497	0 00	2 30



Statement Period
December 1, 2012 - December 31, 2012

Combined Account Number
7903669

Page 6 of 26

Combined Statement

HILL, GEORGE WATTS FOUNDATION

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCURED INCOME	YIELD AT MARKET
Common Stocks - continued								
ISHARES TR								
RUSSELL 1000 GROWTH INDEX ETF	15,592,000	65.490	1,021,120.08	16.18	860,151.39	16,801	0.00	1.65
Acct 7903669	15,592,000	65.490	1,021,120.08	16.18	860,151.39	16,901	0.00	1.65
MANNING & NAPIER FDS								
WORLD OPTTYS SER CL A	61,816,311	7.750	479,076.41	7.59	486,917.03	7,479	0.00	1.56
Acct 7903669	61,816,311	7.750	479,076.41	7.59	486,917.03	7,479	0.00	1.56
OPENHEIMER FDS								
DEVELOPING MKTS INSTL FD CL Y	9,423,275	34.880	328,683.83	5.21	317,400.02	2,346	0.00	0.71
Acct 7903669	9,423,275	34.880	328,683.83	5.21	317,400.02	2,346	0.00	0.71
Total Common Stocks			\$2,999,955.22	47.53%	\$2,690,495.20	\$51,735	\$0.00	1.72%
Other								
ABERDEEN FDS								
EQUITY LONG SHORT FD INSTL CL	18,477,561	11.470	211,937.62	3.36	203,315.00	0	0.00	0.00
Acct 7943502	18,477,561	11.470	211,937.62	3.36	203,315.00	0	0.00	0.00
FORUM FDS								
ABSOLUTE STRATEGIES FD INSTL CL	36,690,689	11.080	406,532.83	6.44	392,336.62	110	0.00	0.03
Acct 7943502	36,690,689	11.080	406,532.83	6.44	392,336.62	110	0.00	0.03
WASATCH FDS								
LONG/SHORT FD	13,716,609	13.930	191,072.36	3.03	185,459.17	301	0.00	0.16
Acct 7943502	13,716,609	13.930	191,072.36	3.03	185,459.17	301	0.00	0.16
Total Other			\$809,542.81	12.83%	\$781,110.79	\$411	\$0.00	0.05%
Miscellaneous								
CLASS ACTION PENDING								
MERRILL LYNCH & CO INC	1,000	0.000	0.00	0.00	0.00	0	0.00	0.00
ON RCPT OF FINAL PMT	1,000	0.000	0.00	0.00	0.00	0	0.00	0.00
Acct 7903669	1,000	0.000	0.00	0.00	0.00	0	0.00	0.00



Statement Period
December 1, 2012 - December 31, 2012

Combined Account Number
7903669

Page 7 of 26

Combined Statement

HILL, GEORGE WATTS FOUNDATION

Combined Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Miscellaneous - continued								
CLASS ACTION PENDING								
ENRON CORP	1.000	0.000	0.00	0.00	0.00	0	0.00	0.00
ON RCPT OF FINAL PMT	1.000	0.000	0.00	0.00	0.00	0	0.00	0.00
Acct 7903669								
Total Miscellaneous			\$0.00	0.00%	\$0.00	\$0	\$0.00	0.00%
Total Principal Portfolio			\$6,289,120.74	99.67%	\$5,935,656.23	\$127,522	\$4,538.71	2.02%
Total Portfolio			\$6,309,942.46	100.00%	\$5,956,477.95	\$127,525	\$4,538.77	2.02%

Combined Investment Sales and Maturities

DATE	DESCRIPTION	NO. OF SHARES/PAR VALUE	TAX COST BASIS	PROCEEDS	REALIZED GAIN/LOSS
12/14/2012	SOLD 3,749 955 SHARES OF INVESCO SMALL CAP GROWTH-I TRADE DATE 12/13/12 TAXABLE TO FEDERAL AND STATE 3,749 955 SHARES AT \$31.12 Acct 7903669	3,749 96 3,749 96	-117,629.77 -117,629.77	116,698.60 116,698.60	-931.17 -931.17
12/14/2012	SOLD 4,278.075 SHARES OF GOLDMAN SACHS GROWTH OPPTY-S-I TRADE DATE 12/13/12 TAXABLE TO FEDERAL AND STATE 4,278.075 SHARES AT \$24.31 Acct 7903669	4,278.08 4,278.08	-91,671.11 -91,671.11	104,000.00 104,000.00	12,328.89 12,328.89
12/14/2012	SOLD 7,557 173 SHARES OF NEUBERGER BERMAN HIGH INCOME BD-I TRADE DATE 12/13/12 TAXABLE TO FEDERAL AND STATE 7,557 173 SHARES AT \$9.62 Acct 7903669	7,557 17 7,557 17	-70,932.76 -70,932.76	72,700.00 72,700.00	1,767.24 1,767.24