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Form 990-PF

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2012

Open to Public
Inspection

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012, or tax year beginning 05-01-2012 , and ending 04-30-2013

Name of foundation STILLINGER CHAR		A Employer identification number 59-6734229	
Number and street (or P O box number if mail is not delivered to street address) 1525 W WT HARRIS BLVD D1114-044		B Telephone number (see instructions) (800) 352-3705	
City or town, state, and ZIP code CHARLOTTE, NC 28288		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 253,372	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	(a) Revenue and expenses per books	
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))		(b) Net investment income	
1 Contributions, gifts, grants, etc , received (attach schedule)			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments		1	1
4 Dividends and interest from securities.		5,681	5,606
5a Gross rents		236	236
b Net rental income or (loss) 236			
6a Net gain or (loss) from sale of assets not on line 10		2,766	
b Gross sales price for all assets on line 6a 101,985			
7 Capital gain net income (from Part IV, line 2)		2,766	
8 Net short-term capital gain			0
9 Income modifications			
10a Gross sales less returns and allowances			
b Less Cost of goods sold			
c Gross profit or (loss) (attach schedule)			
11 Other income (attach schedule)		828	
12 Total. Add lines 1 through 11		9,512	8,609
13 Compensation of officers, directors, trustees, etc		4,093	3,070
14 Other employee salaries and wages			0
15 Pension plans, employee benefits			0
16a Legal fees (attach schedule)			
b Accounting fees (attach schedule)		750	0
c Other professional fees (attach schedule)			750
17 Interest			0
18 Taxes (attach schedule) (see instructions)		64	64
19 Depreciation (attach schedule) and depletion		0	0
20 Occupancy			
21 Travel, conferences, and meetings			0
22 Printing and publications			0
23 Other expenses (attach schedule)			
24 Total operating and administrative expenses.			
Add lines 13 through 23		4,907	3,134
25 Contributions, gifts, grants paid.		10,500	
26 Total expenses and disbursements. Add lines 24 and 25		15,407	3,134
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements		-5,895	
b Net investment income (if negative, enter -0-)		5,475	
c Adjusted net income (if negative, enter -0-)		0	

Part III Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	7,986	6,196	6,196
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►		0	0
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►	0		
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)	138,799	142,799	164,894
c	Investments—corporate bonds (attach schedule)		75,896	81,251
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	84,445	1	1,031
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	231,230	224,892	253,372
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)	0		
Net Assets or Fund Balances				
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
27	Capital stock, trust principal, or current funds	231,230	224,892	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see page 17 of the instructions)	231,230	224,892	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	231,230	224,892	

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	231,230
2	Enter amount from Part I, line 27a	2	-5,895
3	Other increases not included in line 2 (itemize) ►	3	133
4	Add lines 1, 2, and 3	4	225,468
5	Decreases not included in line 2 (itemize) ►	5	576
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	224,892

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)
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1a See Additional Data Table

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 Additional Data Table

b

c

d

e

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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a See Additional Data Table

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	2,766
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 page 18 of 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			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d).

2

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

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.

4

5 Multiply line 4 by line 3.

5

6 Enter 1% of net investment income (1% of Part I, line 27b).

6

7 Add lines 5 and 6.

7

8 Enter qualifying distributions from Part XII, line 4.

8

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	110
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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-)		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments	6a 6b 6c 6d	148
a	2012 estimated tax payments and 2011 overpayment credited to 2012		
b	Exempt foreign organizations—tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d.	7	148
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <input type="checkbox"/>		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>		
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 38 Refunded <input type="checkbox"/> 11	38 Refunded 11	0

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for 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>	1b	No
c	Did the foundation file Form 1120-POL for this year?		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____	1c	No
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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?	3	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
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>	4a 4b 5	No
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>	6 7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes
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>		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	9 10	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		
13	Yes	

Website address ►

14 The books are in care of ► Wells Fargo Bank NA Telephone no ► (800) 352-3705
 Located at ► 1 WEST 4TH ST 6TH FLOOR WINSTON SALEM NC ZIP +4 ► 271013818

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ► and enter the amount of tax-exempt interest received or accrued during the year. ► 15

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ► 16

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes ► No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes ► No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► 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 page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ►		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? . . .		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? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) . . .		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012). . . .		
3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . .		No
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? . . .		No
4b			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p>	<p>5b</p>
<p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p>	
<p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p>	
<p>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</p>	<p>6b</p>
<p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p>	<p>No</p>
<p>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</p>	
<p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?</p>	<p>7b</p>

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

1. List all officers, directors, trustees, foundation managers and their compensation (see instructions).

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
Wells Fargo Bank NA 1525 W WT Harris Blvd D1114-044 Charlotte, NC 282881161	Trustee 40	4,093		

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

2 Compensation of five highest paid employees (other than those included on line 1 - see instructions). If none, enter "NONE".				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
NONE				
Total number of other employees paid over \$50,000				

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

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

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

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.

1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and

1	
2	
All other program-related investments See page 24 of the instructions	
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	237,273
b	Average of monthly cash balances.	1b	9,913
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	247,186
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	247,186
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,708
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	243,478
6	Minimum investment return. Enter 5% of line 5.	6	12,174

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	12,174
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	110
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	110
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	12,064
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	12,064
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	12,064

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	12,273
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	12,273
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	12,273

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				12,064
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			10,318	
b Total for prior years 2010, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	0			
b From 2008.	0			
c From 2009.	0			
d From 2010.	0			
e From 2011.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 12,273			10,318	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.			1,955	
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				10,109
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
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.	0			
b Excess from 2009.	0			
c Excess from 2010.	0			
d Excess from 2011.	0			
e Excess from 2012.	0			

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

Part XV Supplementary Information (Complete this part only if the organization 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
Porges Hamlin Knowles and Poruty
1205 Manatee Avenue West
Bradenton, FL 34205
(941) 748-3770
- b** The form in which applications should be submitted and information and materials they should include
Directions of the committee are furnished to the trustee in writing and distributions are made by the trustee in accordance with those directions
- c** Any submission deadlines
May
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
Grants are for charitable, scientific, literary or educational function or activities within Manatee County Fla

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)				
a Paid during the year See Additional Data Table				
Total			► 3a	10,500
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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		1	
4 Dividends and interest from securities.		14		5,681	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.		16		236	
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		2,766	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a <u>UST REFUND</u>		01		828	
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).				9,512	
13 Total. Add line 12, columns (b), (d), and (e).				13 _____	9,512

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
13 ARTISAN FDS INC INTL FD INVESTOR CLASS		2011-02-03	2012-05-08
81 ARTISAN FDS INC INTL FD INVESTOR CLASS		2011-02-03	2012-08-08
51 499 CREDIT SUISSE COMM RET ST-I #2156		2011-08-12	2012-08-08
16 DIAMOND HILL LONG-SHORT FD CL I #11		2011-02-03	2013-02-07
39 777 DODGE & COX INT'L STOCK FD # 1048		2010-12-08	2012-08-08
14 223 DODGE & COX INT'L STOCK FD # 1048		2012-05-10	2012-08-08
13 DODGE & COX INT'L STOCK FD # 1048		2008-11-25	2013-02-07
504 733 DODGE & COX INCOME FD COM		2012-08-10	2012-11-19
283 267 DODGE & COX INCOME FD COM		2008-11-25	2012-11-19
89 DODGE & COX INCOME FD COM		2013-02-11	2013-04-26
102 DREYFUS EMG MKT DEBT LOC C-I #6083		2011-08-12	2013-02-07
30 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2011-02-03	2012-05-08
12 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2011-02-03	2012-08-08
21 HARBOR FD CAP APPRECIATION		2013-02-11	2013-04-26
313 HUSSMAN STRATEGIC GROWTH FD		2011-02-03	2012-08-08
88 HUSSMAN STRATEGIC GROWTH FD		2012-02-14	2012-08-08
428 876 HUSSMAN STRATEGIC GROWTH FD		2011-02-03	2013-02-07
2 ISHARES S&P 500 INDEX FUND		2012-08-08	2013-02-07
65 ISHARES RUSSELL 2000 GROWTH INDEX FUND		2012-12-19	2013-02-07
4 KEELEY SMALL CAP VAL FD CL I #2251		2011-02-03	2012-08-08
95 KEELEY SMALL CAP VAL FD CL I #2251		2011-02-03	2013-02-07
73 932 LAUDUS MONDRIAN INTL FI-INST #2940		2012-02-14	2012-08-08
139 068 LAUDUS MONDRIAN INTL FI-INST #2940		2010-12-08	2012-08-08
32 LAUDUS MONDRIAN INTL FI-INST #2940		2010-12-08	2013-02-07
13 MFS VALUE FUND-CLASS I #893		2011-02-03	2012-08-08
32 MFS VALUE FUND-CLASS I #893		2013-02-11	2013-04-26
246 244 MAINSTAY EP US EQ YLD-IS #1204		2011-02-03	2012-08-08
71 MERGER FD SH BEN INT		2010-12-08	2012-08-08
1459 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL		2012-11-19	2013-02-07
121 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL		2012-08-10	2013-04-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
37 PIMCO FOREIGN BOND FUND-INST		2012-02-14	2012-05-08
220 PIMCO FOREIGN BOND FUND-INST		2012-02-14	2012-08-08
53 PIMCO FOREIGN BOND FUND-INST		2011-08-12	2013-02-07
44 RIDGEWORTH SEIX HY BD-I #5855		2011-02-03	2012-05-08
32 RIDGEWORTH SEIX HY BD-I #5855		2011-02-03	2012-08-08
108 RIDGEWORTH SEIX HY BD-I #5855		2011-02-03	2012-11-19
145 RIDGEWORTH SEIX HY BD-I #5855		2011-02-03	2013-02-07
669 959 ROWE T PRICE SHORT TERM BD FD INC		2011-02-03	2012-05-08
558 041 ROWE T PRICE SHORT TERM BD FD INC		2012-02-14	2012-05-08
1776 ROWE T PRICE SHORT TERM BD FD INC		2012-02-14	2012-08-08
691 ROWE T PRICE SHORT TERM BD FD INC		2012-02-14	2012-11-19
7 SPDR DJ WILSHIRE INTERNATIONAL REAL		2010-12-06	2012-05-08
13 SPDR DJ WILSHIRE INTERNATIONAL REAL		2010-12-06	2012-08-08
24 SPDR DJ WILSHIRE INTERNATIONAL REAL		2010-12-06	2013-04-26
17 124 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2012-08-10	2012-11-19
88 876 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2011-02-03	2012-11-19
118 744 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2011-08-12	2012-12-19
9 VANGUARD REIT VIPER		2011-02-01	2012-05-08
3 VANGUARD REIT VIPER		2011-02-01	2012-08-08
6 VANGUARD REIT VIPER		2012-11-19	2013-02-07
10 VANGUARD REIT VIPER		2011-02-01	2013-04-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
288		291	-3
1,856		1,815	41
427		471	-44
315		270	45
1,252		921	331
448		437	11
466		291	175
7,031		6,944	87
3,946		3,184	762
1,241		1,234	7
1,580		1,518	62
787		721	66
324		288	36
966		935	31
3,484		3,948	-464
979		1,045	-66
4,473		5,116	-643
304		281	23
6,636		6,011	625
103		103	
2,956		2,392	564
878		869	9
1,651		1,602	49
355		369	-14
325		309	16
924		875	49
3,295		3,388	-93
1,128		1,142	-14
16,326		16,891	-565
1,372		1,384	-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
402		394	8
2,431		2,332	99
572		562	10
429		442	-13
315		321	-6
1,071		1,084	-13
1,478		1,456	22
3,249		3,243	6
2,707		2,701	6
8,614		8,596	18
3,351		3,344	7
255		280	-25
504		520	-16
1,085		959	126
438		466	-28
2,272		2,614	-342
3,186		3,250	-64
588		516	72
198		169	29
411		379	32
738		546	192

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-3
			41
			-44
			45
			331
			11
			175
			87
			762
			7
			62
			66
			36
			31
			-464
			-66
			-643
			23
			625
			564
			9
			49
			-14
			16
			49
			-93
			-14
			-565
			-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			8
			99
			10
			-13
			-6
			-13
			22
			6
			6
			18
			7
			-25
			-16
			126
			-28
			-342
			-64
			72
			29
			32
			192

Form 990PF Part XV Line 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)				
a Paid during the year				
Boys and Girls Clubs of Manatee Cty POB 280 Bradenton, FL 34206	NONE	EXEMPT	GENERAL	1,500
Manatee Glens-Children Day Program POB 9478 Bradenton, FL 34206	NONE	EXEMPT	GENERAL SUPPORT	1,000
Manatee Players 102 OLD MAIN ST Bradenton, FL 34205	NONE	PUBLIC CHARITY	SUPPORT	1,500
Planned Parenthood pf SW Florida 738 CENTRAL AVE Sarasota, FL 34326	NONE	EXEMPT	GENERAL SUPPORT	2,500
Meals on Wheels Plus of Manatee Inc 811 23RD AVE EAST Bradenton, FL 34208	NONE	EXEMPT	GENERAL SUPPORT	250
Humane Society of Manatee County 2515 14TH ST Bradenton, FL 34205	NONE	PUBLIC CHARITY	SUPPORT	250
Hope Family Services Inc POB 1624 Bradenton, FL 34206	NONE	EXEMPT	GENERAL SUPPORT	250
Southeastern Guide Dogs Inc 4210 77TH STREET EAST Palmetto, FL 34221	NONE	EXEMPT	GENERAL SUPPORT	250
Women's Resource Center o 1926 MANATEE AVE WEST Bradenton, FL 34205	NONE	EXEMPT	GENERAL	250
Family Partnership Center 918 14 ST WEST Bradenton, FL 34205	NONE	EXEMPT	GENERAL	1,000
Our Daily Bread POB 9544 Bradenton, FL 34206	NONE	EXEMPT	GENERAL SUPPORT	1,000
Foundation of Dreams 16110 DREAM OAKS PLACE Bradenton, FL 34212	NONE	EXEMPT	GENERAL SUPPORT	250
A Life Story Foundation BOX1417 Sumas, WA 98295	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500
Total			► 3a	10,500

TY 2012 Accounting Fees Schedule

Name: STILLINGER CHAR

EIN: 59-6734229

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC)	750			750

TY 2012 Investments Corporate Bonds Schedule

Name: STILLINGER CHAR

EIN: 59-6734229

Name of Bond	End of Year Book Value	End of Year Fair Market Value
256210105 DODGE & COX INCOME F	16,433	18,785
261980494 DREYFUS EMG MKT DEBT	10,091	10,848
262028855 DRIEHAUS ACTIVE INCO	4,921	5,058
51855Q655 LAUDUS MONDRIAN INTL	4,790	4,645
693390700 PIMCO TOTAL RET FD-I	17,362	18,801
693390882 PIMCO FOREIGN BD FD	4,584	4,740
76628T645 RIDGEWORTH SEIX HY B	10,407	11,066
77957P105 T ROWE PRICE SHORT T	7,308	7,308

TY 2012 Investments Corporate Stock Schedule

Name: STILLINGER CHAR

EIN: 59-6734229

Name of Stock	End of Year Book Value	End of Year Fair Market Value
04314H204 ARTISAN INTERNATIONA	10,280	12,684
04314H600 ARTISAN MID CAP FUND	8,302	9,025
22544R305 CREDIT SUISSE COMM R	14,120	11,767
25264S833 DIAMOND HILL LONG-SH	5,353	6,459
256206103 DODGE & COX INT'L ST	7,421	12,395
339128100 JP MORGAN MID CAP VA	4,658	6,396
411511504 HARBOR CAPITAL APRCT	16,965	20,324
448108100 HUSSMAN STRATEGIC GR		
464287200 ISHARES CORE S & P 5	7,450	9,306
487300808 KEELEY SMALL CAP VAL	3,246	4,519
552983694 MFS VALUE FUND-CLASS	11,498	13,874
56063J302 MAINSTAY EP US EQUIT		
589509108 MERGER FD SH BEN INT	5,104	5,097
683974505 OPPENHEIMER DEVELOPI	9,731	10,009
78463X863 SPDR DJ WILSHIRE INT	8,300	9,960
87234N849 TCW SMALL CAP GROWTH		
922042858 VANGUARD FTSE EMERGI	10,301	9,977
922908553 VANGUARD REIT VIPER	6,999	9,711
367829884 GATEWAY FUND - Y #19	8,754	8,982
483438206 KALMAR GR W/VAL SM C	4,317	4,409

TY 2012 Investments - Other Schedule

Name: STILLINGER CHAR**EIN:** 59-6734229

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
256210105 DODGE & COX INCOME F			
261980494 DREYFUS EMG MKT DEBT			
51855Q655 LAUDUS MONDRIAN INTL			
693390700 PIMCO TOTAL RET FD-I			
76628T645 RIDGEWORTH SEIX HY B			
77957P105 T ROWE PRICE SHORT T			
38142Y401 GOLDMAN SACHS GROWTH			
411511504 HARBOR CAPITAL APPRE			
464287200 ISHARES S & P 500 IN			
339128100 JPMORGAN MID CAP			
487300808 KEELEY SMALL CAP			
56063J302 MAINSTAY EPOCH U.S.			
552983694 MFS VALUE FUND-CLASS			
87234N849 TCW SMALL CAP			
04314H204 ARTISAN INERNATIONAL			
256206103 DODGE & COX INTER			
683974505 OPPENHEIMER DEVELOPI			
922042858 VANGUARD MSCI			
25264S833 DIAMOND HILL LONG-SH			
448108100 HUSSMAN STRATEGIC GR			
589509108 MERGER FD SH BEN			
22544R305 CREDIT SUISSE COMMOD			
78463X863 SPDR DJ WILSHIRE			
922908553 VANGUARD REIT VIPER			
99RE45297 MILLER COUNTY, ARKAN	AT COST	1	1,031
693390882 PIMCO FOREIGN BD FD			

TY 2012 Other Decreases Schedule

Name: STILLINGER CHAR**EIN:** 59-6734229

Description	Amount
MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE	130
ROC BASIS ADJUSTMENT	127
SALES WITH GAIN POSTING NEXT YEAR EFFECTIVE CURRENT TAX	319

TY 2012 Other Income Schedule

Name: STILLINGER CHAR**EIN:** 59-6734229

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
UST REFUND	828	0	

TY 2012 Other Increases Schedule

Name: STILLINGER CHAR

EIN: 59-6734229

Description	Amount
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	119
ROUNDING	14

TY 2012 Taxes Schedule

Name: STILLINGER CHAR**EIN:** 59-6734229

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES ON QUALIFIED FOR	45	45		0
FOREIGN TAXES ON NONQUALIFIED	19	19		0