Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning JUL 1, 2012 , and ending JUN 30, 2013

Name of foundation THE GILLIAM FOUNDATION	**A** Employer identification number 51-0386285
Number and street (or P O box number if mail is not delivered to street address) P. O. BOX 2364 — Room/suite	**B** Telephone number (302) 425-2503
City or town, state, and ZIP code WILMINGTON, DE 19899-2364	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D** 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 4,952,070. — **J** Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	78,697.	78,697.		STATEMENT 1
	4 Dividends and interest from securities	20,416.	20,416.		STATEMENT 2
	5a Gross rents	331,920.	-1,003.		STATEMENT 3
	b Net rental income or (loss) -2,149.				STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	123,984.			
	b Gross sales price for all assets on line 6a 357,037.				
	7 Capital gain net income (from Part IV, line 2)		123,984.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-144.	-144.		STATEMENT 5
	12 **Total** Add lines 1 through 11	554,873.	221,950.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	77,609.	19,190.		50,648.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 6	4,000.	0.		4,000.
	c Other professional fees STMT 7	16,186.	2,428.		13,758.
	17 Interest				
	18 Taxes STMT 8	4,556.	2,450.		2,106.
	19 Depreciation and depletion				
	20 Occupancy	4,704.	0.		4,704.
	21 Travel, conferences, and meetings	9,875.	0.		9,875.
	22 Printing and publications				
	23 Other expenses STMT 9	369,378.	34,081.		1,228.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	486,308.	58,149.		86,319.
	25 Contributions, gifts, grants paid	77,447.			93,947.
	26 **Total expenses and disbursements** Add lines 24 and 25	563,755.	58,149.		180,266.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-8,882.			
	b **Net investment income** (if negative, enter -0-)		163,801.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	27,727.	41,920.	41,920.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 12	-470,007.	-469,982.	420,391.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	3,661,186.	3,712,951.	4,489,599.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 14)	340.	160.	160.
	16 **Total assets** (to be completed by all filers)	3,219,246.	3,285,049.	4,952,070.
Liabilities	17 Accounts payable and accrued expenses	5,170.	6,178.	
	18 Grants payable	50,200.	33,700.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	55,370.	39,878.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted	3,163,876.	3,245,171.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	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**	3,163,876.	3,245,171.	
	31 **Total liabilities and net assets/fund balances**	3,219,246.	3,285,049.	

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	3,163,876.
2	Enter amount from Part I, line 27a	2	-8,882.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	107,549.
4	Add lines 1, 2, and 3	4	3,262,543.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	17,372.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,245,171.

Part IV . Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	357,037.		233,053.	123,984.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				123,984.

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	123,984.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	176,681.	4,597,372.	.038431
2010	207,978.	4,697,859.	.044271
2009	362,977.	4,669,156.	.077739
2008	314,255.	4,958,926.	.063372
2007	326,039.	6,665,506.	.048914

2 Total of line 1, column (d)	2	.272727
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	.054545
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,803,406.
5 Multiply line 4 by line 3	5	262,002.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,638.
7 Add lines 5 and 6	7	263,640.
8 Enter qualifying distributions from Part XII, line 4	8	180,266.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	3,276.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	3,276.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,276.
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,002.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	3,002.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** SEE STATEMENT 15 ▶			9	274.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	Refunded ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MR. BERNARD H. FISHER Telephone no ▶ (302) 425-2503

Located at ▶ 300 BELLEVUE PARKWAY, WILMINGTON, DE ZIP+4 ▶ 19809

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X
If "Yes" to 6b, file Form 8870
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		77,609.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE BOARD WILL DISTRIBUTE FUNDS FOR CHARITABLE PURPOSES AT THEIR DISCRETION.	93,947.
2 20 ORGANIZATIONS RECEIVED FUNDS DURING THE FISCAL YEAR ENDED JUNE 30,2013. SEE ATTACHED GRANTS PAID LISTING.	0.
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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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	4,840,538.
b	Average of monthly cash balances	1b	36,016.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,876,554.
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	4,876,554.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	73,148.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,803,406.
6	**Minimum investment return.** Enter 5% of line 5	6	240,170.

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	240,170.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 3,276.		
b	Income tax for 2012 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	3,276.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	236,894.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	236,894.
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	236,894.

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	180,266.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	180,266.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	180,266.

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				236,894.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008 5,768.				
c From 2009 133,327.				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	139,095.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 180,266.				
a Applied to 2011, but not more than line 2a			0.	
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				180,266.
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))	56,628.			56,628.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	82,467.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	82,467.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009 82,467.				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

Check here ▶ ☐ 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

PATRICE GILLIAM JOHNSON, (302)425-2503
P.O. BOX 2364, WILMINGTON, DE 19899

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

LETTER TO THE FOUNDATION DESCRIBING NEED & PLANNED USE OF REQUESTED FUNDS

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT	NONE	PUBLIC CHARITY	VARIOUS	93,947.
Total			▶ 3a	93,947.
b Approved for future payment				
NATIVITY PREPARATORY SCHOOL OF WILMINGTON	NONE	PUBLIC CHARITY	GRADUATE SUPPORT PROGRAM	7,500.
Total			▶ 3b	7,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	78,697.	
4 Dividends and interest from securities			14	20,416.	
5 Net rental income or (loss) from real estate					
a Debt-financed property	523000	-1,146.	16	-1,003.	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-144.	
8 Gain or (loss) from sales of assets other than inventory			18	123,984.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-1,146.		221,950.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 220,804.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Patrice [signature] 2-12-14 Chairman

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARRY CROZIER, CPA	Barry A. Crozier	2/10/14		P00297095
Firm's name ▶ BELFINT, LYONS & SHUMAN, P.A.			Firm's EIN ▶ 51-0232399	
Firm's address ▶ 1011 CENTRE RD, STE 310 WILMINGTON, DE 19805			Phone no 302-225-0600	

223622 12-05-12

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

SOURCE	AMOUNT
INTEREST INCOME	78,697.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	78,697.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME FROM GS CORE RE 2002	2.	0.	2.
DIVIDEND INCOME FROM NON-US EQUITY MANAGERS	20,364.	0.	20,364.
INTEREST INCOME FROM 1201 NORTH MARKET ST K-1	48.	0.	48.
INTEREST INCOME FROM GS CORE RE 2002	1.	0.	1.
INTEREST INCOME FROM NON-US EQUITY MANAGERS	1.	0.	1.
TOTAL TO FM 990-PF, PART I, LN 4	20,416.	0.	20,416.

FORM 990-PF	RENTAL INCOME	STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
1201 NORTH MARKET ST, LLC K-1, NON-RESIDENTIAL RENTAL	1	224,516.
GROSS RENTAL INCOME(LOSS) FROM K-1 GS CORE RE 2002	2	108,407.
GROSS RENTAL INCOME(LOSS) FROM K-1 GS CORE RE 2002	4	-1,003.
TOTAL TO FORM 990-PF, PART I, LINE 5A		331,920.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
VARIOUS RENTAL EXPENSES FROM 1201 NORTH MARKET STREET, LLC K-1		224,539.	
- SUBTOTAL -	1		224,539.
VARIOUS RENTAL EXPENSES FROM GS CORE PLUS R.E. 2002, LP K-1		109,530.	
- SUBTOTAL -	2		109,530.
TOTAL RENTAL EXPENSES			334,069.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			-2,149.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NON-US EQUITY MANAGERS OTHER LOSS	-167.	-167.	
WILMINGTON TRUST	23.	23.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-144.	-144.	

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BELFINT, LYONS & SHUMAN	4,000.	0.		4,000.
TO FORM 990-PF, PG 1, LN 16B	4,000.	0.		4,000.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HODSON SERVICES, LLC	16,186.	2,428.		13,758.
TO FORM 990-PF, PG 1, LN 16C	16,186.	2,428.		13,758.

FORM 990-PF — TAXES — STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	2,289.	183.		2,106.
FOREIGN TAXES	2,267.	2,267.		0.
TO FORM 990-PF, PG 1, LN 18	4,556.	2,450.		2,106.

FORM 990-PF — OTHER EXPENSES — STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	24,438.	24,438.		0.
OFFICE SUPPLIES	575.	0.		575.
POSTAGE	613.	0.		613.
INVESTMENT FEES - NON-US EQUITY MANAGERS	9,643.	9,643.		0.
BANK FEES	40.	0.		40.
VARIOUS RENTAL EXPENSES FROM 1201 NORTH MARKET STREET, LLC K-1	224,539.	0.		0.
VARIOUS RENTAL EXPENSES FROM GS CORE PLUS R.E. 2002, LP K-1	109,530.	0.		0.
TO FORM 990-PF, PG 1, LN 23	369,378.	34,081.		1,228.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
TAX TO BOOK DIFFERENCES ON K-1 FROM NON-US EQUITY MANAGERS	107,549.
TOTAL TO FORM 990-PF, PART III, LINE 3	107,549.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

DESCRIPTION	AMOUNT
TAX TO BOOK DIFFERENCES ON K-1 FROM GS CORE RE 2002	17,372.
TOTAL TO FORM 990-PF, PART III, LINE 5	17,372.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE EQUITY	-469,982.	420,391.
TOTAL TO FORM 990-PF, PART II, LINE 10B	-469,982.	420,391.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS AND MONEY MARKET	FMV	3,712,951.	4,489,599.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,712,951.	4,489,599.

FORM 990-PF OTHER ASSETS STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS AND INTEREST RECEIVABLE	340.	160.	160.
TO FORM 990-PF, PART II, LINE 15	340.	160.	160.

FORM 990-PF INTEREST AND PENALTIES STATEMENT 15

TAX DUE FROM FORM 990-PF, PART VI	274.
LATE PAYMENT INTEREST	2.
TOTAL AMOUNT DUE	276.

FORM 990-PF LATE PAYMENT INTEREST STATEMENT 16

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	11/15/13	274.	274.	.0300	92	2.
DATE FILED	02/15/14		276.			
TOTAL LATE PAYMENT INTEREST						2.

Gilliam Foundation

Form 990-PF

EIN 51 0386285

Fiscal Year Ended 06/30/13

PART XV Supplementary Information

Grants and Contribution Paid During the Year

Part I, line 25d

Name	Address	Relationship	Status	Purpose	Amount	Date
Affinity Health And Medical Systems	Delaware	None	Public Charity	Vision Screening Program	$10,000	1/11/2013
American Red Cross	Delaware	None	Public Charity	Delmarva program	$1,000	1/11/2013
Cathedral Choir School Of Delaware	Delaware	None	Public Charity	Music, Mentoring, Education	$5,000	1/11/2013
Connections Community Support Programs	Delaware	None	Public Charity	Medical Clinic	$5,000	8/31/2012
Delaware Adolescent Program	Delaware	None	Public Charity	Benevon Match	$5,000	5/1/2013
Family Counseling Center	Delaware	None	Public Charity	Program Support	$2,000	4/23/2013
Habitat For Humanity/New Castle County	Delaware	None	Public Charity	Yr 4 of 5 yr grant, House supplies	$5,000	1/25/2013
Healthy Foods For Healthy Kids, Inc	Delaware	None	Public Charity	Education Cultivation Vegetable Garden	$2,000	8/31/2012
Highlands Elementary School	Delaware	None	Public Charity	Gardening Program	$2,000	8/31/2012
Junior Achievement Of DE	Delaware	None	Public Charity	Free Enterprise Program	$1,200	3/28/2013
Links, Inc. Lake Shore Chapter	Illinois	None	Public Charity	Art and Cultural Program	$2,000	1/11/2013
Morgan State Univ Foundation	Maryland	None	Public Charity	Archive Exhibit	$18,247	1/11/2013
National Urban Fellows Inc	New York	None	Public Charity	Program Support	$10,000	7/20/2012
Pencader Hundred Community Center	Delaware	None	Public Charity	Academic Enrichment Programs	$4,500	8/31/2012
Rob's Barber Shop Community Foundation	Maryland	None	Public Charity	Shelter grooming	$1,000	3/28/2013
Ronald McDonald House	Delaware	None	Public Charity	Adopt A Room	$3,000	1/11/2013
Serviam Girls Academy		None	Public Charity	Partnership in Education	$8,000	3/28/2013
Widener University	Delaware	None	Public Charity	Jurist Academies	$5,000	3/28/2013
YMCA	Delaware	None	Public Charity	Summer Literacy Specialist	$4,000	3/28/2013
					$93,947	

Gilliam Foundation Form 990-PF
EIN 51 0386285
Fiscal Year Ended 06/30/13
PART IV Attachment, Line1
Gain/Loss Schedule

Purchase	Sale Date	Description	Price	Cost	Gain(Loss)
		Short Term Capital Gain Distributions	28,425	-	28,425
		Long Term Capital Gain Distributions	57,826	-	57,826
Various	41108	276.326 Blackrock All-Cap Energy	3,360	3,913	(553)
Various	41151	26.282 Pimco High Yield instl	248	233	15
Various	41151	8.757 RidgeWorth Seix Floating Rate High Income Fund	78	76	1
Various	41151	46.710 Vanguard Fixed Inc High Yield	279	232	47
Various	41151	16.009 Wilm Small Cp Strat Alloc Fd	170	164	7
Various	41151	484 345 Wilm Lrg Cap Strat Alloc Fd	6,248	5,720	528
Various	41151	38.120 Wilm Real Estate Port Instit	557	608	(51)
Various	41156	26.828 MFS Emerging Mrket Debt Class	425	388	37
Various	41156	170.659 RS Global Nat'l Resources Fund Y	6,176	6,104	72
Various	41156	165.000 Div Appreciation Vanguard	9,732	8,651	1,081
Various	41156	21 000 Select Sector SPDR Energy	1,509	1,417	92
Various	41215	11 472 Pimco High Yield instl	110	102	8
Various	41215	7.531 RidgeWorth Seix Floating Rate High Income Fund	67	66	2
Various	41215	18.907 Vanguard Fixed Inc High Yield	114	94	20
Various	41215	1,422.876 Wilm Intermediate Term Bond Fund	15,324	14,959	366
Various	41219	10.329 MFS Emerging Mrket Debt Class	167	150	17
Various	41219	4.565 RS Global Nat'l Resources Fund Y	174	163	10
Various	41284	1,105 764 Pimco High Yield instl	10,748	9,844	904
Various	41284	24.138 Wilm Small Cp Strat Alloc Fd	275	247	28
Various	41284	4,779.760 GS Core Fixed Income I shares	51,000	47,519	3,481
Various	41288	325.000 Div Appreciation Vanguard	19,877	18,544	1,333
Various	41305	1,754.586 Vanguard Fixed Inc High Yield	10,773	8,783	1,990
Various	41334	240 385 Wilm Lrg Cap Strat Alloc Fd	3,339	1,977	1,362
Various	41355	4,043.130 GS High Yield INST Shares	30,000	29,780	220
Various	41355	4,694.840 GS Core Fixed Income I shares	50,000	46,686	3,314
Various	41373	199.714 RS Global Nat'l Resources Fund Y	7,565	7,157	409
Various	41373	30 000 Select Sector SPDR Energy	2,316	2,034	281
Various	41425	760.488 Wilm Lrg Cap Strat Alloc Fd	11,529	6,122	5,407
Various	41425	719.466 Wilm Intermediate Term Bond Fund	7,540	7,567	(27)
			249,701	229,301	20,400
			335,952	229,301	106,651

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHMENT	P	VARIOUS	VARIOUS
b	SEE ATTACHMENT	P	VARIOUS	VARIOUS
c	CAPITAL LOSS FROM NON-US EQUITY MANAGERS	P	VARIOUS	VARIOUS
d	CAPITAL LOSS FROM NON-US EQUITY MANAGERS	P	VARIOUS	VARIOUS
e	SECTION 1231 GAIN FROM GS CORE REAL ESTATE	P	VARIOUS	VARIOUS
f	SECTION 1250 GAIN FROM GS CORE REAL ESTATE	P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	28,425.			28,425.
b	307,527.		229,301.	78,226.
c			830.	-830.
d			2,922.	-2,922.
e	6,531.			6,531.
f	14,554.			14,554.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				28,425.
b				78,226.
c				-830.
d				-2,922.
e				6,531.
f				14,554.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	123,984.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

Gilliam Foundation
Form 990-PF
EIN 51 0386285
Fiscal Year Ended 06/30/13
Part I, Line 25a
Grants and Contributions Approved During the Year

Name	Address	Purpose	Property	Relationship		Amount
Affinity Health And Medical Systems	Delaware	Vision Screening Program	Cash	None	$	10,000
American Red Cross	Delaware	Delmarva program	Cash	None	$	1,000
Cathedral Choir School Of Delaware	Delaware	Music, Mentoring, Education	Cash	None	$	5,000
Connections Community Support Programs	Delaware	Medical Clinic	Cash	None	$	5,000
Delaware Adolescent Program	Delaware	Benevon Giving Program	Cash	None	$	5,000
Family Counseling Center	Delaware	Holistic Direct-Care Model	Cash	None	$	2,000
Healthy Foods For Healthy Kids, Inc	Delaware	Education Cultivation Vegetable Garden	Cash	None	$	2,000
Highlands Elementary School	Delaware	Gardening Program	Cash	None	$	2,000
Junior Achievement Of DE	Delaware	Free Enterprise Program	Cash	None	$	1,200
Links, Inc Lake Shore Chapter	Illinois	Art and Cultural Program	Cash	None	$	2,000
Morgan State Univ Foundation	Maryland	Archive Exhibit	Cash	None	$	9,247
Nativity Preparatory School Of Wilmington	Delaware	Graduate Support Program	Cash	None	$	7,500
Pencader Hundred Community Center	Delaware	Academic Enrichment Programs	Cash	None	$	4,500
Rob's Barber Shop Community Foundation	Maryland	Shelter grooming	Cash	None	$	1,000
Ronald McDonald House	New York	Adopt A Room	Cash	None	$	3,000
Serviam Girls Academy	Pennsylvania	Partnership in Education	Cash	None	$	8,000
Widener University	Delaware	Jurist Academies	Cash	None	$	5,000
YMCA	Delaware	Summer Literacy Specialist	Cash	None	$	4,000
					$	77,447

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 17

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES H. GILLIAM, SR. P.O. BOX 2364 WILMINGTON, DE 19899-2364	PRESIDENT 6.00	5,625.	0.	0.
LOUISE H. GILLIAM P.O. BOX 2364 WILMINGTON, DE 19899-2364	VICE PRESIDENT 6.00	1,875.	0.	0.
PATRICE GILLIAM-JOHNSON P.O. BOX 2364 WILMINGTON, DE 19899-2364	VICE PRESIDENT 25.00	35,543.	0.	0.
ALEXIS R. GILLIAM-LERNER P.O. BOX 2364 WILMINGTON, DE 19899-2364	CHAIRMAN 6.00	5,625.	0.	0.
LESLIE B. GILLIAM P.O. BOX 2364 WILMINGTON, DE 19899-2364	SECRETARY - TREASURER 9.00	5,625.	0.	0.
BERNARD FISHER P.O. BOX 2364 WILMINGTON, DE 19899-2364	ASSISTANT TREASURER 4.00	23,316.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		77,609.	0.	0.

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE GILLIAM FOUNDATION	Employer identification number (EIN) or 51-0386285
	Number, street, and room or suite no. If a P.O. box, see instructions P. O. BOX 2364	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. WILMINGTON, DE 19899-2364	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MR. BERNARD H. FISHER
300 BELLEVUE PARKWAY - WILMINGTON, DE 19809
Telephone No ▶ (302) 425-2503 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year ______ or
▶ [X] tax year beginning JUL 1, 2012 , and ending JUN 30, 2013 .

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 3,002.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

10/24/13
E-filed