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

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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

07/01, 2012, and ending

06/30, 2013

Name of foundation

FULLWOOD FOUNDATION INC 6035-00-4/6

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

Room/suite

GLENMEDE TRUST CO., N.A., 1650 MARKET ST.,

1200

City or town, state, and ZIP code

A Employer identification number

51-0399259

PHILADELPHIA, PA 19103-7391

G Check all that apply.

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,496,900.

J Accounting method:  Cash  Accrual Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	84,625.			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments			N/A	
4 Dividends and interest from securities	25,066.	25,066.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	89,077.			
b Gross sales price for all assets on line 6a	541,183.			
7 Capital gain net income (from Part IV, line 2)		89,077.		
8 Net short-term capital gain			AUG 05 2013	
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)	343.	343.		STMT 1
12 Total Add lines 1 through 11	199,111.	114,486.		

Revenue

Operating and Administrative Expenses

27

13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,000.	NONE		1,000.
c Other professional fees (attach schedule)	12,224.	12,224.		
17 Interest				
18 Taxes (attach schedule) (see instructions)	600.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	1,086.			1,086.
24 Total operating and administrative expenses.				
Add lines 13 through 23	14,910.	12,224.		2,086.
25 Contributions, gifts, grants paid	63,834.			63,834.
26 Total expenses and disbursements Add lines 24 and 25	78,744.	12,224.		65,920.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	120,367.			
b Net investment income (if negative, enter -0-)		102,262.		
c Adjusted net income (if negative, enter -0-)			N/A	

Assets	Part II 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
	1	Cash - non-interest-bearing . . . . .	23,713.	3	3
	2	Savings and temporary cash investments . . . . .	73,926.	43,493.	43,493.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments- U S and state government obligations (attach schedule).			
	b	Investments - corporate stock (attach schedule) . . . . .			
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments- land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .	1,102,279.	1,276,794.	1,453,404.
	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) . . . . .	1,199,918.	1,320,290.	1,496,900.
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) . . . . .			NONE
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	1,199,918.	1,320,290.	
	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 instructions) . . . . .	1,199,918.	1,320,290.	
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .	1,199,918.	1,320,290.	

## 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	1,199,918.
2	Enter amount from Part I, line 27a . . . . .	2	120,367.
3	Other increases not included in line 2 (itemize) ► ROUNDING	3	5.
4	Add lines 1, 2, and 3 . . . . .	4	1,320,290.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,320,290.

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**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.)
<b>1a</b> PUBLICLY TRADED SECURITIES			P	VARIOUS	VARIOUS
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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 541,183.		452,106.	89,077.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) 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					89,077.
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		89,077.
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 . . . . .	{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . }		3		

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	58,333.	1,237,935.	0.047121
2010	46,686.	1,180,534.	0.039547
2009	43,843.	1,001,074.	0.043796
2008	62,307.	841,410.	0.074051
2007	58,674.	1,222,136.	0.048009
2 Total of line 1, column (d) . . . . .			2 0.252524
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 0.050505
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . .			4 1,407,004.
5 Multiply line 4 by line 3 . . . . .			5 71,061.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			6 1,023.
7 Add lines 5 and 6 . . . . .			7 72,084.
8 Enter qualifying distributions from Part XII, line 4 . . . . .			8 65,920.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	<div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <p>Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)</p> <p>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 . . . . .</p> <p>c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)</p> </div> <div style="width: 45%;"> <p>1 2,045.</p> <p>2</p> <p>3 2,045.</p> <p>4 NONE</p> <p>5 2,045.</p> </div> </div>	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -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	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		
6	<b>Credits/Payments:</b>		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .		6a 610.
b	Exempt foreign organizations - tax withheld at source . . . . .		6b NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .		6c NONE
d	Backup withholding erroneously withheld . . . . .		6d
7	Total credits and payments. Add lines 6a through 6d . . . . .	7 610.	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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 . . . . .	9 1,435.	
10	<b>Overpayment.</b> 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: <b>Credited to 2013 estimated tax</b> ► <input type="checkbox"/> <b>NONE</b> <b>Refunded</b> ► <input type="checkbox"/> 11		

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	Yes	No
1a			X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .		X
<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>			
1c	Did the foundation file Form 1120-POL for this year? . . . . .		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		
(1)	On the foundation ► \$ <u>-0-</u>	(2)	On foundation managers ► \$ <u>-0-</u>
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ <u>-0-</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	2	X
<i>If "Yes," attach a detailed description of the activities</i>			
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	N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5	X
<i>If "Yes," attach the statement required by General Instruction T</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	6	X
<ul style="list-style-type: none"> <li>• By language in the governing instrument, or</li> <li>• 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? . . . . .</li> </ul>			
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) ► <u>DE</u>		
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)**

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	W. DONALD SPARKS, II	Telephone no ► (302) 661-2900
	Located at ► 10TH & KING STREET, WILMINGTON, DE	ZIP+4 ► 19801-1812
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/>	
	and enter the amount of tax-exempt interest received or accrued during the year. ► <input type="checkbox"/> 15 N/A	
16	Yes	No
	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? . . . . .	<input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? . . . . .	<input type="checkbox"/> 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). . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? . . . . .		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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? . . . . .		
1b	N/A	
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► <u>  </u>		
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.) . . . . .		
2b	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>  </u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		
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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)-(5), did 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)? . . . . .			5b	N/A
Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>				
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	<input type="checkbox"/> Yes <input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .			6b	X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			7b	N/A

**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).**

(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 SCHEDULE ATTACHED		-0-	-0-	-0-
-----				
-----				
-----				
-----				

**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		NONE	NONE	NONE
-----				
-----				
-----				
-----				

Total number of other employees paid over \$50,000 . . . . . ►

NONE

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**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		NONE
<b>Total number of others receiving over \$50,000 for professional services . . . . . ►</b>		<b>NONE</b>

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	
<b>Total. Add lines 1 through 3 . . . . . ►</b>	

**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 1,348,648.
b Average of monthly cash balances . . . . .	1b 79,782.
c Fair market value of all other assets (see instructions) . . . . .	1c NONE
d Total (add lines 1a, b, and c) . . . . .	1d 1,428,430.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	1e
2 Acquisition indebtedness applicable to line 1 assets . . . . .	2 NONE
3 Subtract line 2 from line 1d . . . . .	3 1,428,430.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	4 21,426.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5 1,407,004.
6 Minimum investment return. Enter 5% of line 5 . . . . .	6 70,350.

**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 70,350.
2a Tax on investment income for 2012 from Part VI, line 5 . . . . .	2a 2,045.
b Income tax for 2012. (This does not include the tax from Part VI.) . . . . .	2b
c Add lines 2a and 2b . . . . .	2c 2,045.
3 Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3 68,305.
4 Recoveries of amounts treated as qualifying distributions . . . . .	4 NONE
5 Add lines 3 and 4 . . . . .	5 68,305.
6 Deduction from distributable amount (see instructions) . . . . .	6 NONE
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	7 68,305.

**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 65,920.
b Program-related investments - total from Part IX-B . . . . .	1b
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	2 NONE
3 Amounts set aside for specific charitable projects that satisfy the:	
a Suitability test (prior IRS approval required) . . . . .	3a NONE
b Cash distribution test (attach the required schedule) . . . . .	3b NONE
4 Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	4 65,920.
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 N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4 . . . . .	6 65,920.

**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 . . . . .				68,305.
2 Undistributed income, if any, as of the end of 2012			59,066.	
a Enter amount for 2011 only . . . . .				
b Total for prior years 20 10 20 20 . . . . .		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 . . . . .	NONE			
b From 2008 . . . . .	NONE			
c From 2009 . . . . .	NONE			
d From 2010 . . . . .	NONE			
e From 2011 . . . . .	NONE			
f Total of lines 3a through e . . . . .		NONE		
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 65,920.				
a Applied to 2011, but not more than line 2a . . . . .			59,066.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .			NONE	
c Treated as distributions out of corpus (Election required - see instructions) . . . . .		NONE		
d Applied to 2012 distributable amount . . . . .				6,854.
e Remaining amount distributed out of corpus . . . . .		NONE		
5 Excess distributions carryover applied to 2012 . . . . . <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>		NONE		NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		NONE		
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .			NONE	
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 . . . . .			NONE	
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .			NONE	
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				NONE
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				61,451.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .		NONE		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .		NONE		
9 Excess distributions carryover to 2013.		NONE		
Subtract lines 7 and 8 from line 6a . . . . .				
10 Analysis of line 9:				
a Excess from 2008 . . . . .	NONE			
b Excess from 2009 . . . . .	NONE			
c Excess from 2010 . . . . .	NONE			
d Excess from 2011 . . . . .	NONE			
e Excess from 2012 . . . . .	NONE			

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

NOT APPLICABLE

1a	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)																																	
2a	<table border="1"> <thead> <tr> <th>Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2012</th> <th>(b) 2011</th> <th>(c) 2010</th> <th>(d) 2009</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>				Tax year	Prior 3 years			(e) Total	(a) 2012	(b) 2011	(c) 2010	(d) 2009																									
Tax year	Prior 3 years			(e) Total																																		
(a) 2012	(b) 2011	(c) 2010	(d) 2009																																			
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)(ii)																																					
(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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE SCHEDULE ATTACHED				63,834.
<b>Total</b>			► 3a	63,834.
<i>b Approved for future payment</i>				
N/A				
<b>Total</b>			► 3b	-0-

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue:</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments . . . . .</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities . . . . .</b>			14	25,066 .	
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property . . . . .					
b Not debt-financed property . . . . .					
<b>6 Net rental income or (loss) from personal property . . . . .</b>					
<b>7 Other investment income . . . . .</b>		14	343 .		
<b>8 Gain or (loss) from sales of assets other than inventory</b>		18	89,077 .		
<b>9 Net income or (loss) from special events . . . . .</b>					
<b>10 Gross profit or (loss) from sales of inventory . . . . .</b>					
<b>11 Other revenue: a</b> _____					
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e) . . . . .</b>				114,486 .	
<b>13 Total. Add line 12, columns (b), (d), and (e) . . . . .</b>			13		114,486 .
(See worksheet in line 13 instructions to verify calculations.)					

## **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). (See instructions.)
	<p style="text-align: center;"><u>NOT APPLICABLE</u></p>

**NOT APPLICABLE**

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash . . . . .	1a(1)	X
(2) Other assets . . . . .	1a(2)	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization . . . . .	1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization . . . . .	1b(2)	X
(3) Rental of facilities, equipment, or other assets . . . . .	1b(3)	X
(4) Reimbursement arrangements . . . . .	1b(4)	X
(5) Loans or loan guarantees . . . . .	1b(5)	X
(6) Performance of services or membership or fundraising solicitations . . . . .	1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

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

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

b If "Yes," complete the following schedule.

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

**Sign  
Here**

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

**Signature of officer or trustee**

Date \_\_\_\_\_

Title

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

Paid Preparer Use Only	Print/Type preparer's name <b>FRANCIS X. MEHAFFEY</b>	Preparer's signature 	Date <b>7/17/13</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P01072411</b>
	Firm's name ► <b>THE GLENMEADE TRUST COMPANY, N.A.</b>			Firm's EIN ► <b>32-0274136</b>	
	Firm's address ► <b>1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA</b>			Phone no <b>215-419-6000</b>	

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

**2012**

Name of the organization

Employer identification number

FULLWOOD FOUNDATION INC 6035-00-4/6

51-0399259

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ -----

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

Name of organization

FULLWOOD FOUNDATION INC 6035-00-4/6

Employer identification number

51-0399259

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1.	SEE SCHEDULE ATTACHED	\$ 83,325.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>

FULLWOOD FOUNDATION INC  
 ACCOUNT #6035-00-4/6  
 E.I.N. 51-0399259  
 TAX YEAR ENDING 6/30/2013

**ATTACHMENTS PAGE 1 FORM 990-PF**  
**PART I ANALYSIS OF REVENUE, EXPENSES AND CONTRIBUTIONS**

COLUMN  
 A      COLUMN  
 B      COLUMN  
 D

**REVENUE:**

LINE 1    **CONTRIBUTIONS - RECEIVED**  
 FROM THE FOLLOWING:

1. SUMNER PARKER  
 C/O THE GLENMEDE TRUST CO., N.A.  
 1650 MARKET STREET, SUITE 1200  
 PHILADELPHIA, PA 19103-7391

**COMPOSED OF:**

CASH	1/18/2013	300		
CASH	6/25/2013	<u>1,000</u>	1,300	

2. THE SUMNER AND FRANCES PARKER CLUT  
 C/O ASSOCIATED WEALTH MANAGEMENT  
 P.O. BOX 408, 100 WEST WISCONSIN AVE.  
 NEENAH, WI 54957-0408

**COMPOSED OF:**

CASH	9/28/2012	24,343		
CASH	12/31/2012	24,342		
CASH	3/29/2013	24,342		
CASH	4/17/2013	7,271		
CASH	4/30/2013	<u>3,027</u>	83,325	
TOTAL		<u>84,625</u>		

LINE 4    DIVIDENDS AND INTEREST FROM SECURITIES  
 - DIVIDENDS & INTEREST

25,066    25,066    0

LINE 11    OTHER INCOME  
 - PARTNERSHIP INCOME PER K-1

343    343    0

**EXPENSES:**

LINE 16b    ACCOUNTING FEES  
 - THE GLENMEDE TRUST COMPANY, N A  
 TAX PREPARATION FEE

1,000    0    1,000

LINE 16c    OTHER PROFESSIONAL FEE  
 - THE GLENMEDE TRUST COMPANY, N A  
 INVESTMENT MANAGEMENT FEE

12,224    12,224    0

LINE 18    TAXES  
 - EXCISE TAX PAYMENTS

600    0    0

LINE 23    OTHER EXPENSES  
 - DELAWARE REGISTERED AGENT  
 - FOUNDATION MEETING EXPENSE  
 - DELAWARE SECRETARY OF STATE  
 ANNUAL FRANCHISE TAX REPORT

225	0	225
836	0	836
<u>25</u>	<u>0</u>	<u>25</u>
<u>1,086</u>	<u>0</u>	<u>1,086</u>

COMBINED STATEMENT OF ASSETS  
 FULLWOOD FOUNDATION INC IA ACCT  
 06/30/13  
 6035-00-4/6

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
<b>Cash &amp; Reserves</b>									
42347	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GTGX)	1.00	42,947	1.00	42,947	42,947	0	0.00	
2+	Cash	1.44	3	1.00	3	3	0	0.00	
<b>Cash &amp; Reserves Total</b>			42,950		42,950		0	0.00	
<b>Fixed Income</b>									
<b>U S Government Mutual Funds</b>									
898+	PIMCO REAL RETURN FUND-INST DTD 11/1/2009 (PRRIX)	11.77	10,572	11.20	10,062	510-	115	1.15	#
<b>Total</b>			10,572		10,062		510-	115	1.15
<b>Other Taxable Bond Mutual Funds</b>									
7340+	GLENMEDE FUND INC-CORE FIXED INCOME PORTFOLIO (GTGX)	11.19	82,134	11.17	81,985	149-	2,297	2.80	#
1835+	LEGG MASON BW GLOBAL OP BD-IS DTD 6/1/2009 (GOBSX)	9.99	18,334	11.03	20,239	1,904	545	2.69	#
<b>Total</b>			100,468		102,224		1,756	2,842	2.78
<b>Fixed Income Total</b>									
			111,040		112,286		1,246	2,957	2.63

COMBINED STATEMENT OF ASSETS  
 FULLWOOD FOUNDATION INC IA ACCT  
 06/30/13  
 6035-00-4/6

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
<b>Equities</b>									
<b>Basic Industries</b>									
150	DANAHER CORP (DHR)	63.33	9,500	63.30	9,495	5-	15	0.16	
165	EMERSON ELECTRIC CO. (EMR)	56.59	9,337	54.54	8,999	38-	271	3.01	
165	EXPEDITORS INTL WASH INC (EXPD)	38.52	6,355	38.04	6,277	79-	99	1.58	
70	HUBBELL (HARVEY) INC CLASS B	96.54	6,758	99.00	6,930	172	126	1.82	
90	MONSANTO CO (MON)	90.44	8,140	98.80	8,892	752	135	1.52	
100	PARKER-HANNIFIN CORP. (PH)	87.17	8,717	95.40	9,540	823	180	1.89	#
105	RAYTHEON COMPANY (RTN)	67.09	7,044	66.12	6,943	101-	231	3.33	
100	ROCKWELL COLLINS (COL)	63.58	6,358	63.41	6,341	17-	120	1.89	
90	WABTEC (WAB)	49.96	4,496	53.43	4,809	313	14	0.30	
<b>Total</b>		<b>66,705</b>			<b>68,226</b>		<b>1,518</b>	<b>1,191</b>	<b>1.75</b>
<b>Consumer Discretionary</b>									
93	ADVANCE AUTO PARTS (AAP)	69.86	6,497	81.17	7,549	1,052	22	0.30	#
135	BED BATH & BEYOND INC (BBBY)	60.16	8,121	70.95	9,578	1,458	0	0.00	#
210	DOLLAR TREE INC (DLTR)	41.02	8,615	50.84	10,676	2,062	0	0.00	#
110	GARTNER GROUP CLASS A (IT)	52.09	5,730	56.99	6,269	539	0	0.00	
125	HANESBRANDS INC (HBI)	50.00	6,250	51.42	6,428	177	100	1.56	
165	HOME DEPOT INC. (HD)	38.36	6,330	77.47	12,783	6,452	257	2.01	#
420	INTERNATIONAL GAME TECHNOLOGY (IGT)	17.08	7,172	16.71	7,018	154-	151	2.15	#
135	ROSS STORES INC (ROST)	61.22	8,265	64.81	8,749	485	92	1.05	#
110	SCRIPPS NETWORKS INTERAC (SNI)	68.40	7,524	66.76	7,344	180-	66	0.90	#
150	THE GAP INC. (GPS)	40.93	6,140	41.73	6,260	119	90	1.44	
<b>Total</b>		<b>70,644</b>			<b>82,654</b>		<b>12,009</b>	<b>778</b>	<b>0.94</b>

COMBINED STATEMENT OF ASSETS  
 FULLWOOD FOUNDATION INC IA ACCT  
 06/30/13  
 6035-00-4/6

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
<b>Consumer Staples</b>									
270	COCA COLA CO. (KO)	36.61	9,885	40.11	10,830	944	302	2.79	#
100	KIMBERLY CLARK CORP. (KMB)	97.31	9,731	97.14	9,714	17-	324	3.34	#
120	PHILIP MORRIS INTERNATIONAL (PM)	58.97	7,076	86.62	10,394	3,318	408	3.93	#
145	WAL MART STORES INC. (WMT)	77.98	11,307	74.49	10,801	505-	273	2.52	#
<b>Total</b>			<b>37,999</b>		<b>41,739</b>		<b>3,740</b>	<b>1,307</b>	<b>3.13</b>
<b>Energy</b>									
150	CHEVRON CORP (CVX)	93.37	14,006	118.34	17,751	3,745	600	3.38	#
175	EXXON MOBIL CORPORATION (XOM)	89.25	15,618	90.35	15,811	194	441	2.79	#
160	HALLIBURTON CO. (HAL)	42.58	6,813	41.72	6,675	138-	80	1.20	
95	HELMERICH & PAYNE INC. (HP)	62.81	5,967	62.45	5,933	34-	190	3.20	
105	NATIONAL OILMILL VARCO INC (NOV)	65.20	6,846	68.90	7,235	388	109	1.51	#
<b>Total</b>			<b>49,250</b>		<b>53,405</b>		<b>4,155</b>	<b>1,420</b>	<b>2.66</b>
<b>Financials</b>									
115	AMERICAN EXPRESS CO. (AXP)	31.64	3,639	74.76	8,597	4,959	106	1.23	#
470	CHARLES SCHWAB CORP. (SCHW)	17.90	8,414	21.23	9,978	1,564	113	1.13	
60	FRANKLIN RESOURCES INC (BEN)	107.08	6,425	136.02	8,161	1,737	70	0.85	#
310	JPMORGAN CHASE & CO (JPM)	50.65	15,702	52.79	16,365	663	471	2.88	#
255	PROGRESSIVE CORP OHIO (PGR)	25.06	6,390	25.42	6,482	92	72	1.12	
165	STATE STREET CORP (STT)	60.68	10,013	65.21	10,760	747	172	1.59	#
90	T ROWE PRICE GROUP INC (TROW)	74.48	6,703	73.20	6,588	115-	137	2.08	

COMBINED STATEMENT OF ASSETS  
 FULLWOOD FOUNDATION INC IA ACCT  
 06/30/13  
 6035-00-4/6

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
115	TORCHMARK CORP (TMK)	59.44	6,836	65.14	7,491	656	78	1.04	
355	US BANCORP (USB)	25.07	8,900	36.15	12,833	3,934	327	2.55	#
362	WELLS FARGO CO (WFC)	28.37	10,271	41.27	14,940	4,669	434	2.91	#
	<b>Total</b>		<b>83,293</b>		<b>102,195</b>	<b>18,904</b>	<b>1,980</b>	<b>1.94</b>	
	<b>Health Care</b>								
315	ABBOTT LABORATORIES (ABT)	33.53	10,561	34.88	10,987	426	176	1.61	
265	ABBVIE INC COM (ABBV)	38.67	10,248	41.34	10,955	707	424	3.87	
85	ALLERGAN INC (AGN)	94.72	8,051	84.24	7,160	891-	17	0.24	#
160	ASTRAZENECA PLC SPONSORED ADR (AZN)	48.64	7,783	47.30	7,568	215-	448	5.92	#
135	BAXTER INTL. INC. (BAX)	58.39	7,883	69.27	9,351	1,468	265	2.83	#
85	C R BARD INC. (BCR)	96.26	8,182	108.68	9,238	1,056	71	0.77	#
230	MEDTRONIC INC. (MDT)	45.90	10,556	51.47	11,838	1,282	258	2.18	
125	ROCHE HOLDINGS LTD SPONSORED ADR (RHHBY)	48.69	6,086	62.09	7,762	1,676	203	2.62	#
	<b>Total</b>		<b>69,350</b>		<b>74,859</b>	<b>5,509</b>	<b>1,862</b>	<b>2.49</b>	
	<b>Technology</b>								
155	ACCENTURE PLC (ACN)	34.43	5,336	71.96	11,154	5,818	251	2.25	#
110	AMPHENOL CORP-CL A (APH)	46.05	5,066	77.94	8,573	3,508	46	0.54	#
43	APPLE INC (AAPL)	46.19	1,986	396.53	17,051	15,065	525	3.08	
465	CISCO SYSTEMS (CSCO)	21.86	10,165	24.34	11,316	1,151	316	2.79	
90	COGNIZANT TECH SOLUTIONS CRP (CTSH)	64.82	5,834	62.64	5,638	196-	0	0.00	#
235	FLIR SYSTEMS INC (FLIR)	24.75	5,816	26.97	6,338	522	85	1.33	
65	INTERNATIONAL BUSINESS MACHINES CORP. (IBM)	210.20	13,663	191.11	12,422	1,241-	247	1.99	
460	MICROSOFT CORP. (MSFT)	23.36	10,745	34.55	15,891	5,146	423	2.66	#
170	MSCI INC (MSCI)	34.01	5,781	33.27	5,656	125-	0	0.00	
435	ORACLE CORP (ORCL)	14.56	6,335	30.71	13,359	7,024	209	1.56	#

COMBINED STATEMENT OF ASSETS  
 FULLWOOD FOUNDATION INC IA ACCT  
 06/30/13  
 6035-00-4/6

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
95	WESTERN DIGITAL CORP. (WDC)	63.85	6,066	62.09	5,899	167-	95	1.61	
	Total		76,793		113,297	36,504	2,197	1.94	
	U S Mutual Funds								
3509+	GLENMEDE FUND INC-LARGE CAP 100 PORT (GTLOX)	14.25	50,000	16.68	58,526	8,526	632	1.08	
2211+	GLENMEDE FUND INC-LARGE CAP GROWTH PORT (GTLLX)	9.95	22,000	17.47	38,627	16,627	210	0.54	
2907+	LONGLEAF PARTNERS FUND (LLPFX)	26.79	77,854	28.93	84,088	6,234	785	0.93	#
3152+	MANAGERS TIMESSQ S/C GRW-IN (TSCIX)	9.61	30,295	15.49	48,830	18,535	0	0.00	#
2169+	POLEN GROWTH FUND - INS (POLIX)	13.83	30,000	13.90	30,152	152	0	0.00	
2592+	ROYCE SPECIAL EQUITY FUND -IN (RSEIX)	17.28	44,788	23.63	61,249	16,461	1,177	1.92	#
678+	THIRD AVENUE VALUE FUND (TAVFX)	42.79	29,000	53.34	36,150	7,150	891	2.46	
973+	VANGUARD PRIMECAP FUND ADMIRAL SHARES (VPMAX)	68.60	66,713	84.94	82,608	15,895	0	0.00	#
	Total		350,650		440,230	89,581	3,695	0.84	
	International Mutual Funds								
10965+	DUPONT CAPITAL EMG MKTS - I (DCMEX)	9.12	100,000	8.35	91,557	8,443-	943	1.03	
1072+	MATTHEWS ASIAN GROWTH & INCOME FUND (MICSX)	18.66	20,000	18.68	20,021	21	581	2.90	
1275+	MATTHEWS PACIFIC TIGER FD - IS (MIPTX)	23.88	30,441	24.00	30,596	155	258	0.84	#
2090+	OAKMARK INTERNATIONAL FD I (OAKIX)	21.05	44,000	22.88	47,815	3,815	917	1.92	#

COMBINED STATEMENT OF ASSETS  
 FULLWOOD FOUNDATION INC IA ACCT  
 06/30/13  
 6035-00-4/6

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
2457+	THORNBURG INTL VALUE FD-I (TGVIX)	23.61	58,000	28.08	68,981	10,981	941	1.36	
1168+	TWEEDY BROWNE GLOBAL VALUE FUND (TBGVX)	21.89	25,573	24.94	29,130	3,556	409	1.40	#
	Total		278,014		288,100		10,086	4,049	1.41
	Equities Total		1,082,698		1,264,705		182,007	18,479	1.46
	Other								
	Alternative Assets								
2709+	PIMCO ALL ASSETS AUTH -IS (PAUIX)	11.07	30,000	10.22	27,684	2,316-	1,698	6.14	#
1955+	PIMCO COMMODITY RR STRAT-INS (PCRIX)	12.04	23,540	5.53	10,811	12,729-	285	2.64	#
782+	THIRD AVENUE REAL ESTATE VAL (TAREX)	19.20	15,020	26.90	21,048	6,028	700	3.32	#
394+	VAN ECK GLOBAL HARD ASSETS -I (GHAIX)	36.80	14,496	42.83	16,870	2,373	97	0.57	#
	Total		83,056		76,413		6,644-	2,780	3.64
	Other Total		83,056		76,413		6,644-	2,780	3.64
-12601	Cash Payable		12,601-		12,601-			0	0.00
13147	Cash Receivable		13,147		13,147			0	0.00

COMBINED STATEMENT OF ASSETS  
FULLWOOD FOUNDATION INC IA ACCT  
06/30/13  
6035-00-4/6

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
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Grand Total			1,320,290		1,496,900		176,609	24,216	1.62

- \* AS A RESULT OF CAPITAL GAIN DISTRIBUTIONS, THE TAX COST COLUMN DOES NOT REFLECT ADJUSTED INVESTMENT.
- # INDICATES MULTIPLE TAX LOTS
- + FRACTIONAL SHARE EXISTS

FULLWOOD FOUNDATION INC  
ACCOUNT #6035-00-4/6  
E.I.N. 51-0399259  
TAX YEAR ENDING 6/30/2013

**ATTACHMENTS PAGE 6 FORM 990-PF**  
**PART VIII LIST OF OFFICERS, DIRECTORS, TRUSTEES, ETC.**

NAME AND ADDRESS	TITLE	AVERAGE HOURS PER WEEK	COMPEN-	EXPENSE	EMPLOYEE BEN PLAN CONTRIB
			SATION	ACCT	ACCT
1 ROBERT INGALLS PARKER C/O THE GLENMEDe TRUST COMPANY, N.A. 1300 MARKET STREET WILMINGTON, DE 19801	PRESIDENT, DIRECTOR	FULL TIME	0	0	0
2 COLA GODDEN PARKER C/O THE GLENMEDe TRUST COMPANY, N.A. 1300 MARKET STREET WILMINGTON, DE 19801	VICE PRESIDENT, DIRECTOR	FULL TIME	0	0	0
3 SUMNER LEE PARKER C/O THE GLENMEDe TRUST COMPANY, N.A. 1300 MARKET STREET WILMINGTON, DE 19801	VICE PRESIDENT, DIRECTOR	FULL TIME	0	0	0
4. FRANCES NORTON PARKER C/O THE GLENMEDe TRUST COMPANY, N A 1300 MARKET STREET WILMINGTON, DE 19801	SECRETARY, TREASURER, DIRECTOR	FULL TIME	0	0	0

FULLWOOD FOUNDATION INC.  
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**PART XV, FORM 990-PF, PAGE 11  
GRANTS AND CONTRIBUTIONS -PAID-**

NUMBER	NAME OF ORGANIZATIONS	PURPOSE OF GRANT	AMOUNT
1.	NORTH COUNTRY SCHOOL, INC LAKE PLACID, NY	DESIGNATED FOR THE ARTHUR W PARKER ENDOWMENT FUND	53,834
2.	NEW MEXICO SCHOOL FOR THE ARTS-ART INSTITUTE SANTA FE, NM	DESIGNATED FOR THE SUPPORT OF THE GUEST ARTIST PROGRAM	10,000
<b>TOTAL CONTRIBUTIONS -PAID- AS OF 06/30/2013</b>			<b><u>63,834</u></b>