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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation EDW & LILLIAN H. BISHOP FDN A/C 07087-0 C/O WILMINGTON TRUST COMPANY		A Employer identification number 51-6017762
Number and street (or P O box number if mail is not delivered to street address) 1100 NORTH MARKET STREET	Room/suite	B Telephone number (302) 651-1973
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19890-0001		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,525,218.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
	3 Interest on savings and temporary cash investments	13.	13.		STATEMENT 1	
	4 Dividends and interest from securities	268,320.	268,320.		STATEMENT 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	162,512.				
	b Gross sales price for all assets on line 6a	1,989,795.				
	7 Capital gain net income (from Part IV, line 2)		162,512.			
	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						
12 Total. Add lines 1 through 11	430,845.	430,845.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	36,370.	18,185.		18,185.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees	STMT 3	6,975.	6,975.		0.
	c Other professional fees					
	17 Interest					
	18 Taxes	STMT 4	1,366.	4,321.		0.
	19 Depreciation and depletion					
	20 Occupancy					
21 Travel, conferences, and meetings						
22 Printing and publications						
23 Other expenses						
24 Total operating and administrative expenses. Add lines 13 through 23	44,711.	29,481.		18,185.		
25 Contributions, gifts, grants paid	449,284.			449,284.		
26 Total expenses and disbursements. Add lines 24 and 25	493,995.	29,481.		467,469.		
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements	<63,150.>					
b Net investment income (if negative, enter -0-)		401,364.				
c Adjusted net income (if negative, enter -0-)			N/A			

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	318,113.	212,151.	212,151.	
	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 STMT 5	99,725.	99,725.	106,292.	
	b Investments - corporate stock STMT 6	5,564,626.	5,608,332.	9,366,415.	
	c Investments - corporate bonds STMT 7	818,547.	818,547.	840,360.	
	11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	6,801,011.	6,738,755.	10,525,218.		
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				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
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 ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	6,749,027.	6,686,771.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds	51,984.	51,984.			
30 Total net assets or fund balances	6,801,011.	6,738,755.			
31 Total liabilities and net assets/fund balances	6,801,011.	6,738,755.			

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	6,801,011.
2 Enter amount from Part I, line 27a	2	<63,150.>
3 Other increases not included in line 2 (itemize) ▶ MUTUAL FUND ADJUSTMENT	3	894.
4 Add lines 1, 2, and 3	4	6,738,755.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,738,755.

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 LONG TERM CAPITAL GAIN DIVIDENDS		P		
b SEE ATTACHED STATEMENT		P		
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 13,684.			13,684.	
b 1,976,111.		1,827,283.	148,828.	
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			13,684.	
b			148,828.	
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	162,512.
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))
2012	444,391.	9,388,263.	.047335
2011	427,744.	9,112,416.	.046941
2010	395,071.	8,607,310.	.045899
2009	440,566.	8,093,379.	.054435
2008	459,277.	9,495,845.	.048366
2 Total of line 1, column (d)			2 .242976
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 .048595
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 9,983,330.
5 Multiply line 4 by line 3			5 485,140.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,014.
7 Add lines 5 and 6			7 489,154.
8 Enter qualifying distributions from Part XII, line 4			8 467,469.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
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	1	8,027.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	8,027.
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	8,027.
6	Credits/Payments:		
6a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,880.
6b	Exempt foreign organizations - tax withheld at source	6b	
6c	Tax paid with application for extension of time to file (Form 8868)	6c	
6d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,880.
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	5,147.
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 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6		X
7	X	
8a		
8b	X	
9		X
10		X

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?
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.

1c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. \$ 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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

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

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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

N/A

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NONE
14 The books are in care of WILMINGTON TRUST COMPANY Telephone no. (302) 651-1973 Located at 1100 NORTH MARKET STREET, WILMINGTON, DE ZIP+4 19890
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
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
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
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 2013?
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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.)
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?
b If "Yes," did it have excess business holdings in 2013 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 2013.)
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 2013?

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No
 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? Yes No

5b		
6b		X
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 8		36,370.	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 N/A	
2	
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 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	0.

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	9,613,661.
b	Average of monthly cash balances	1b	521,699.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	10,135,360.
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	10,135,360.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	152,030.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,983,330.
6	Minimum investment return. Enter 5% of line 5	6	499,167.

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	499,167.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,027.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,027.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	491,140.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	491,140.
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	491,140.

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	467,469.
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	467,469.
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	467,469.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				491,140.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			449,284.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 467,469.				
a Applied to 2012, but not more than line 2a			449,284.	
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 2013 distributable amount				18,185.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				472,955.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address of the person to whom applications should be addressed:
**WILMINGTON TRUST COMPANY, ATTN: CARLO LOMBARDI
 1100 NORTH MARKET STREET, WILMINGTON, DE 19890**

b The form in which applications should be submitted and information and materials they should include:
LETTER TO TRUSTEE INDICATING AMOUNT REQUESTED AND CHARITABLE PURPOSE

c Any submission deadlines:
APRIL 30TH EACH CALENDAR YEAR

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
GRANTS ARE MADE AS SELECTED BY TRUSTEES

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALZHEIMER'S ASSOCIATION	NONE	PUBLIC CHARITY	GENERAL	5,000.
AMERICAN CANCER SOCIETY	NONE	PUBLIC CHARITY	GENERAL	5,000.
AMERICAN HUMANE ASSOCIATION	NONE	PUBLIC CHARITY	GENERAL	5,000.
AMERICAN RED CROSS - SW	NONE	PUBLIC CHARITY	GENERAL	5,000.
ANIMAL NETWORK, INC	NONE	PUBLIC CHARITY	GENERAL	5,000.
Total	SEE CONTINUATION SHEET(S)			449,284.
b Approved for future payment				
NONE				0.
Total				0.

FOR INQUIRIES CALL: WEALTH ADV SVCS - WILMINGTON, DE
(800) 441-7120

00 0 07397M NM I17

000000281 FIDS154HG70412311312 03 000000 36365

THE EDWARD E & LILLIAN H BISHOP
FOUNDATION
1301 6TH AVE W SUITE 600
BRADENTON FL 34205

ACCOUNT TYPE
M&T BUSINESS INTEREST CHECKING

ACCOUNT NUMBER

STATEMENT PERIOD
12/01/13 - 12/31/13

BEGINNING BALANCE	\$237,079.16
DEPOSITS & CREDITS	225,799.52
LESS CHECKS & DEBITS	353,477.00
INTEREST	2.10
LESS SERVICE CHARGES	0.00
ENDING BALANCE	\$109,403.78

YTD INTEREST	\$13.05
--------------	---------

ANNUAL INTEREST RATE	
11/30 - 12/31	0.01%

ACCOUNT ACTIVITY

DATE	TRANSACTION DESCRIPTION	DEPOSITS & CREDITS	CHECKS & DEBITS	BALANCE
12/01	BEGINNING BALANCE			\$237,079.16
12/13	M&T BANK T3000 ACH 007087-000	\$54,548.08		291,627.24
12/19	M&T BANK T3000 ACH 007087-000	161,058.44		
12/19	M&T BANK T3000 ACH 004327-000	193.00		452,878.68
12/23	M&T BANK T3000 ACH 007087-000	10,000.00		
12/23	CHECK NUMBER 1215		\$2,000.00	
12/23	CHECK NUMBER 2168		5,000.00	
12/23	CHECK NUMBER 2181		2,000.00	
12/23	CHECK NUMBER 2186		5,000.00	
12/23	CHECK NUMBER 2194		1,000.00	
12/23	CHECK NUMBER 2221		5,000.00	
12/23	CHECK NUMBER 2233		5,000.00	437,878.68
12/24	CHECK NUMBER 2170		5,000.00	
12/24	CHECK NUMBER 2172		5,000.00	
12/24	CHECK NUMBER 2175		2,000.00	
12/24	CHECK NUMBER 2177		1,000.00	
12/24	CHECK NUMBER 2189		5,000.00	
12/24	CHECK NUMBER 2197		1,000.00	
12/24	CHECK NUMBER 2218		1,000.00	
12/24	CHECK NUMBER 2220		5,000.00	
12/24	CHECK NUMBER 2224		101,477.00	
12/24	CHECK NUMBER 2227		1,000.00	310,401.68
12/26	CHECK NUMBER 2198		1,000.00	
12/26	CHECK NUMBER 2206		15,000.00	
12/26	CHECK NUMBER 2207		10,000.00	
12/26	CHECK NUMBER 2209		2,000.00	282,401.68
12/27	CHECK NUMBER 2187		50,000.00	
12/27	CHECK NUMBER 2188		1,500.00	
12/27	CHECK NUMBER 2191		1,000.00	
12/27	CHECK NUMBER 2210		5,000.00	

TRUST YEAR ENDING 12/31/2013

TAX PREPARER. 117
 TRUST ADMINISTRATOR 696
 INVESTMENT OFFICER: 1187

LEGEND F - FEDERAL S - STATE I - INHERITED
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	8949
1500.0000 ABBOTT LABORATORIES - 002824100 - MINOR = 31001								
SOLD		02/04/2013	50256.52					
ACQ	1500.0000	06/14/2006	50256.52	30768.53	19487.99	LT	Y	F
1500.0000 ABBVIE INC - 00287Y109 - MINOR = 43								
SOLD		02/04/2013	55691.80					
ACQ	1500.0000	06/14/2006	55691.80	33365.84	22325.96	LT	Y	F
1100.0000 AETNA INC NEW COM - 00817Y108 - MINOR = 31000								
SOLD		02/04/2013	53219.78					
ACQ	1100.0000	06/01/2007	53219.78	58580.50	-5360.72	LT	Y	F
1981.0000 BANK NEW YORK MELLON CORP - 064058100 - MINOR = 31001								
SOLD		02/04/2013	53801.17					
ACQ	1981.0000	06/01/2007	53801.17	85432.46	-31631.29	LT	Y	F
1000.0000 BEST BUY COMPANY INC - 086516101 - MINOR = 3101								
SOLD		02/04/2013	15836.24					
ACQ	1000.0000	06/01/2007	15836.24	48595.00	-32758.76	LT	Y	F
3000 0000 BROADCOM CORP CL A - 111320107 - MINOR = 39								
SOLD		02/04/2013	98276.60					
ACQ	3000.0000	06/01/2007	98276.60	90202.23	8074.37	LT	Y	F
1000.0000 CME GROUP INC - 12572Q105 - MINOR = 43								
SOLD		02/04/2013	58247.50					
ACQ	1000.0000	06/01/2007	58247.50	106597.00	-48349.50	LT	Y	F
3400.0000 DELL INC - 24702R101								
SOLD		02/04/2013	44924.55					
ACQ	3400.0000	06/01/2007	44924.55	95217.00	-50292.45	LT	Y	F
2000.0000 EXXON MOBIL CORP - 30231G102 - MINOR = 31001								
SOLD		02/04/2013	177993.81					
ACQ	2000.0000	05/30/2004	177993.81	2766.39	175227.42	LT	Y	F
1600 0000 HEWLETT-PACKARD CO - 428236103 - MINOR = 5010								
SOLD		02/04/2013	26061.34					
ACQ	1600.0000	06/14/2006	26061.34	48299.68	-22238.34	LT	Y	F
30048 8590 PIMCO HIGH YIELD CL I - 693390841 - MINOR = 66								
SOLD		02/04/2013	290572.47					
ACQ	30004 8840	04/12/2010	290147.23	273344.49	16802.74	LT	Y	F
	43.9750	12/07/2011	425.24	393.58	31.66	LT	Y	F
800 0000 T ROWE PRICE GROUP INC COMMON - 74144T108 - MINOR = 43								
SOLD		02/04/2013	57369.99					
ACQ	800.0000	06/25/1993	57369.99	2225.00	55144.99	LT	Y	F
700 0000 SUNTRUST BANKS INC - 867914103 - MINOR = 31001								
SOLD		02/04/2013	20122.93					
ACQ	700.0000	06/01/2007	20122.93	62527.50	-42404.57	LT	Y	F
5992.2450 VANGUARD INFLATION-PROTECTED CL ADML - 922031737 - MINOR = 66								
SOLD		02/04/2013	170000.00					
ACQ	5992.2450	04/01/2009	170000.00	143154.73	26845.27	LT	Y	F
47608 8250 VANGUARD HIGH YIELD CORP CL ADML - 922031760 - MINOR = 66								
SOLD		02/04/2013	290889.92					
ACQ	47608.8250	04/12/2010	290889.92	266133.33	24756.59	LT	Y	F
.0326 ZOETIS INC - 98978V103 - MINOR = 43								
SOLD		07/11/2013	0.97					
ACQ	.0326	01/07/1999	0.97	0.91	0.06	LT	Y	F
16521.0790 VANGUARD INFLATION-PROTECTED CL ADML - 922031737 - MINOR = 66								
SOLD		08/13/2013	435000.00					
ACQ	16521.0790	04/01/2009	435000.00	394688.58	40311.42	LT	Y	F
1950.0000 VANGUARD FTSE EMERGING MARKETS ETF - 922042858 - MINOR = 95								
SOLD		08/13/2013	77845.17					
ACQ	1950.0000	04/12/2010	77845.17	84990.36	-7145.19	LT	Y	F
TOTALS			1976110.76		1827283.11			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0.00	0.00	148827.65	0.00	0.00	0.00*
COVERED FROM ABOVE	0.00	0.00	0.00	0.00	0.00	0.00
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	0.00	0.00	13684.61			0.00
	0.00	0.00	162512.26	0.00	0.00	0.00
STATE						
NONCOVERED FROM ABOVE	0.00	0.00	148827.65	0.00	0.00	0.00*
COVERED FROM ABOVE	0.00	0.00	0.00	0.00	0.00	0.00
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	0.00	0.00	13684.61			0.00
	0.00	0.00	162512.26	0.00	0.00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

ACCT K494 007087-000
FROM 01/01/2013
TO 12/31/2013

WILMINGTON TRUST COMPANY
STATEMENT OF CAPITAL GAINS AND LOSSES
EDW E & LILLIAN H BISHOP FDN

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TRUST YEAR ENDING 12/31/2013

TAX PREPARER: 117
TRUST ADMINISTRATOR: 696
INVESTMENT OFFICER: 1187

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
CAPITAL LOSS CARRYOVER							
FEDERAL	0.00		0.00				
WYOMING	N/A		N/A				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
ANNA MARIA ISLAND ART LEAGUE	NONE	PUBLIC CHARITY	GENERAL	1,000.
ANNA MARIA ISLAND HISTORICAL	NONE	PUBLIC CHARITY	GENERAL	1,000.
ANNA MARIA ISLAND TURTLE	NONE	PUBLIC CHARITY	GENERAL	2,000.
ANNE ARUNDEL MEDICAL CENTER	NONE	PUBLIC CHARITY	GENERAL	5,000.
ARTHRITIS FOUNDATION	NONE	PUBLIC CHARITY	GENERAL	2,000.
AUDUBON CENTER FOR BIRDS	NONE	PUBLIC CHARITY	GENERAL	1,000.
BOYS & GIRLS CLUB OF MANATEE	NONE	PUBLIC CHARITY	GENERAL	2,000.
BRADENTON CHRISTIAN SCHOOL	NONE	PUBLIC CHARITY	GENERAL	5,000.
BRADENTON ROTARY FOUNDATION	NONE	PUBLIC CHARITY	GENERAL	15,000.
CANINE PARTNERS FOR LIFE	NONE	PUBLIC CHARITY	GENERAL	5,000.
Total from continuation sheets				424,284.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
CAT DEPOT	NONE	PUBLIC CHARITY	GENERAL	5,000.
CHESAPEAKE BAY FOUNDATION	NONE	PUBLIC CHARITY	GENERAL	5,000.
COMMUNITY COALITION	NONE	PUBLIC CHARITY	GENERAL	50,000.
COMMUNITY HAVEN	NONE	PUBLIC CHARITY	GENERAL	1,500.
CONQUISTADOR HISTORICAL FOUNDATION	NONE	PUBLIC CHARITY	GENERAL	5,000.
ART CENTER OF MANATEE	NONE	PUBLIC CHARITY	GENERAL	1,000.
EASTER SEALS SOUTHWEST FL	NONE	PUBLIC CHARITY	GENERAL	1,000.
EASTPORT VOLUNTEER FIRE CO	NONE	PUBLIC CHARITY	GENERAL	1,000.
BOY SCOUTS OF AMERICA	NONE	PUBLIC CHARITY	GENERAL	2,000.
FLORIDA SHERIFFS YOUTH RANCH	NONE	PUBLIC CHARITY	GENERAL	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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)				
FLORIDA SOUTHERN COLLEGE	NONE	PUBLIC CHARITY	GENERAL	1,000.
FLORIDA WILDLIFE FEDERATION	NONE	PUBLIC CHARITY	GENERAL	1,000.
FOUNDATION FOR DREAMS, INC	NONE	PUBLIC CHARITY	GENERAL	5,000.
FRIENDS OF THE ISLAND LIBRARY	NONE	PUBLIC CHARITY	GENERAL	3,000.
GIDEONS INTERNATIONAL	NONE	PUBLIC CHARITY	GENERAL	1,000.
GIRL SCOUTS OF GULFCOAST FL	NONE	PUBLIC CHARITY	GENERAL	1,000.
FRIENDS OF THE CENTRAL LIBRARY	NONE	PUBLIC CHARITY	GENERAL	1,000.
HUMANE SOCIETY OF MANATEE COUNTY	NONE	PUBLIC CHARITY	GENERAL	15,000.
ISLAND PLAYERS, INC.	NONE	PUBLIC CHARITY	GENERAL	1,000.
JUNIOR LEAGUE OF MANATEE	NONE	PUBLIC CHARITY	GENERAL	2,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
JUST FOR GIRLS/MANATEE COUNTY	NONE	PUBLIC CHARITY	GENERAL	10,000.
LIBRARY FOUNDATION, INC	NONE	PUBLIC CHARITY	GENERAL	1,000.
MANATEE CHILDREN'S SERVICE	NONE	PUBLIC CHARITY	GENERAL	5,000.
MANATEE COUNTY ANIMAL SHELTER	NONE	PUBLIC CHARITY	GENERAL	6,000.
MANATEE COUNTY FAMILY YMCA	NONE	PUBLIC CHARITY	GENERAL	15,000.
MANATEE COUNTY HISTORICAL	NONE	PUBLIC CHARITY	GENERAL	8,000.
THE MANATEE PLAYERS, INC	NONE	PUBLIC CHARITY	GENERAL	5,000.
MANATEE GLENS	NONE	PUBLIC CHARITY	GENERAL	2,000.
MANATEE RIVER PRAM FLEET	NONE	PUBLIC CHARITY	GENERAL	10,000.
MANATEE YOUTH FOR CHRIST	NONE	PUBLIC CHARITY	GENERAL	1,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
NAVAL ACADEMY ATHLETIC	NONE	PUBLIC CHARITY	GENERAL	1,000.
S.P.C.A. OF ANNE ARUNDEL	NONE	PUBLIC CHARITY	GENERAL	9,807.
PACE CENTER FOR GIRLS MANATEE COUNTY	NONE	PUBLIC CHARITY	GENERAL	1,000.
PALMA SOLA BOTANICAL PARK	NONE	PUBLIC CHARITY	GENERAL	1,000.
THE PALMETTO HISTORICAL COMMISSION	NONE	PUBLIC CHARITY	GENERAL	2,000.
REFLECTIONS OF MANATEE, INC	NONE	PUBLIC CHARITY	GENERAL	1,000.
ROYAL PET RESCUE, INC	NONE	PUBLIC CHARITY	GENERAL	1,000.
THE SEEING EYE	NONE	PUBLIC CHARITY	GENERAL	5,000.
SAINT STEPHEN'S EPISCOPAL SCHOOL	NONE	PUBLIC CHARITY	GENERAL	1,000.
SALVATION ARMY	NONE	PUBLIC CHARITY	GENERAL	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SAVE OUR SEABIRDS, INC.	NONE	PUBLIC CHARITY	GENERAL	5,000.
SERVICE CLUB OF MANATEE	NONE	PUBLIC CHARITY	GENERAL	5,000.
SOUTH FLORIDA MUSEUM	NONE	PUBLIC CHARITY	GENERAL	101,477.
SOUTHEASTERN GUIDE DOGS	NONE	PUBLIC CHARITY	GENERAL	25,000.
STATE COLLEGE OF FLORIDA	NONE	PUBLIC CHARITY	GENERAL	1,000.
UCP OF SOUTHWEST FLORIDA	NONE	PUBLIC CHARITY	GENERAL	1,000.
UNITED WAY OF MANATEE COUNTY	NONE	PUBLIC CHARITY	GENERAL	20,000.
UNIVERSITY OF SOUTH FLORIDA	NONE	PUBLIC CHARITY	GENERAL	10,000.
VAN WEZEL FOUNDATION, INC	NONE	PUBLIC CHARITY	GENERAL	1,000.
WE CARE MANATEE, INC.	NONE	PUBLIC CHARITY	GENERAL	1,000.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHECKING ACCOUNT	13.	13.	
TOTAL TO PART I, LINE 3	13.	13.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS AND INTEREST	268,320.	0.	268,320.	268,320.	
TO PART I, LINE 4	268,320.	0.	268,320.	268,320.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,975.	6,975.		0.
TO FORM 990-PF, PG 1, LN 16B	6,975.	6,975.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	4,321.	4,321.		0.
EXCISE TAX REFUND - 2012	<2,955.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,366.	4,321.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U S GOV'T BONDS	X		99,725.	106,292.
TOTAL U.S. GOVERNMENT OBLIGATIONS			99,725.	106,292.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			99,725.	106,292.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK & MUTUAL FUNDS	5,608,332.	9,366,415.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,608,332.	9,366,415.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	818,547.	840,360.
TOTAL TO FORM 990-PF, PART II, LINE 10C	818,547.	840,360.

990-PF	AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS PART XVII, LINE 2, COLUMN (C)	STATEMENT	9
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NAME OF AFFILIATED OR RELATED ORGANIZATION

EDWARD & LILLIAN BISHOP

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

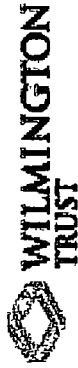
COMMON TRUSTEES AND CHECKING ACCOUNT



Investment Detail

007087-000 EDW E & LILLIAN H BISHOP FDN
 Account Level Detail - Separate Principal and Income
 As of December 31, 2013

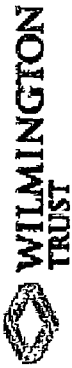
Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
Principal Portfolio - USD										
COMMON EQUITY SECURITIES										
CONSUMER DISCRETIONARY										
AMAZON COM INC	300,000	119,637.00	1.14	398.7900	50,958.57	169,8619	68,678.43	00		
COMCAST CORP	1,800,000	93,537.00	89	51.9650	49,534.20	27,5190	44,002.80	1,404.00		1.50
CLASS A										
GAP INC COM	2,700,000	105,516.00	1.01	39.0800	50,098.50	18,5550	55,417.50	2,160.00		2.05
STARBUCKS CORP COM	1,000,000	78,390.00	75	78.3900	56,216.40	56,2164	22,173.60	1,040.00		1.33
TARGET CORP COM	800,000	50,616.00	48	63.2700	49,956.00	62.4450	660.00	1,376.00		2.72
TOTAL CONSUMER DISCRETIONARY	6,600,000	447,696.00	4.27		256,763.67		190,932.33	5,980.00		
CONSUMER STAPLES										
COSTCO WHOLESALE CORP COM	1,800,000	214,236.00	2.04	119.0200	101,907.00	56.6150	112,329.00	2,232.00		1.04
PEPSICO INC COM	1,100,000	91,234.00	87	82.9400	64,845.00	58.9500	26,389.00	2,497.00		2.74
PROCTER & GAMBLE CO COM	2,600,000	211,666.00	2.02	81.4100	65,690.83	25,2657	145,975.17	6,255.60		2.96
SYSCO CORP COMMON	2,100,000	75,810.00	72	36.1000	62,998.63	29,9993	12,811.37	2,436.00		3.21
THE HERSHEY COMPANY	3,000,000	291,690.00	2.78	97.2300	37,143.75	12.3813	254,546.25	5,820.00		2.00
WALGREEN COMPANY COMMON	1,600,000	91,904.00	88	57.4400	68,866.67	43.0417	23,037.33	2,016.00		2.19
TOTAL CONSUMER STAPLES	12,200,000	976,540.00	9.31		401,451.88		575,088.12	21,256.60		
ENERGY										
EXXON MOBIL CORP	9,000,000	910,800.00	8.68	101.2000	12,448.75	1.3832	898,351.25	22,680.00		2.49
TOTAL ENERGY	9,000,000	910,800.00	8.68		12,448.75		898,351.25	22,680.00		
FINANCIALS										
AMERICAN EXPRESS CO	1,200,000	108,876.00	1.04	90.7300	63,263.60	52.7197	45,612.40	1,104.00		1.01
GOLDMAN SACHS GROUP INC COM	400,000	70,904.00	68	177.2600	93,094.00	232.7350	(22,190.00)	880.00		1.24
JPMORGAN CHASE & CO	1,674,000	97,895.52	93	58.4800	67,571.82	40.3655	30,323.70	2,544.48		2.60
MORGAN STANLEY GROUP INC	600,000	18,816.00	18	31.3600	42,757.14	71.2619	(23,941.14)	120.00		64
T ROWE PRICE GROUP INC COMMON	4,000,000	335,080.00	3.19	83.7700	11,125.00	2.7813	323,955.00	6,080.00		1.81
THE TRAVELERS COMPANIES INC	800,000	72,432.00	69	90.5400	62,515.92	78.1449	9,916.08	1,600.00		2.21
WELLS FARGO & CO	2,000,000	90,800.00	87	45.4000	69,514.40	34.7572	21,285.60	2,400.00		2.64
TOTAL FINANCIALS	10,674,000	794,803.52	7.58		409,841.88		384,961.64	14,728.48		



Investment Detail

007087-000 EDW E & LILLIAN H BISHOP FDN
 Account Level Detail - Separate Principal and Income
 As of December 31, 2013

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
HEALTH CARE										
BRISTOL-MYERS SQUIBB CO	2,000,000	106,300.00	1.01	53.1500	73,326.00	36.6630	32,974.00	2,880.00	2.71	
JOHNSON & JOHNSON	1,000,000	91,590.00	87	91.5900	61,237.60	61.2376	30,352.40	2,640.00	2.88	
MEDTRONIC INC	1,200,000	68,868.00	66	57.3900	60,693.96	50.5783	8,174.04	1,344.00	1.95	
ATTACHED RTS EXP 10/26/10										
MERCK & COMPANY INC	3,000,000	150,150.00	1.43	50.0500	123,035.40	41.0118	27,114.60	5,280.00	3.52	
PFIZER INC	7,582,000	232,236.66	2.21	30.6300	156,145.47	20.5942	76,091.19	7,885.28	3.40	
ZOETIS INC	482,000	15,756.58	15	32.6900	13,387.16	27.7742	2,369.42	138.82	88	
TOTAL HEALTH CARE	15,264,000	664,901.24	6.34		487,825.59		177,075.65	20,168.10		
INDUSTRIALS										
3M CO	800,000	112,200.00	1.07	140.2500	63,900.98	79.8762	48,299.02	2,736.00	2.44	
DANAHER CORP COM	1,000,000	77,200.00	74	77.2000	60,088.00	60.0880	17,112.00	100.00	13	
EMERSON ELECTRIC COMPANY	2,100,000	147,378.00	1.40	70.1800	102,847.50	48.9750	44,530.50	3,612.00	2.45	
GENERAL ELECTRIC COMPANY	3,800,000	106,514.00	1.02	28.0300	60,047.00	15.8018	46,467.00	3,344.00	3.14	
UNITED TECHNOLOGIES CORP COM	1,100,000	125,180.00	1.19	113.8000	65,569.37	59.6085	59,610.63	2,596.00	2.07	
TOTAL INDUSTRIALS	8,800,000	568,472.00	5.42		352,452.85		216,019.15	12,388.00		
INFORMATION TECHNOLOGY										
APPLE INC	600,000	336,612.00	3.21	561.0200	72,675.00	121.1250	263,937.00	7,320.00	2.17	
AUTOMATIC DATA PROCESSING INC	1,500,000	121,198.50	1.16	80.7990	60,008.39	40.0056	61,190.11	2,880.00	2.38	
CISCO SYSTEMS INC	3,400,000	76,262.00	73	22.4300	79,947.00	23.5138	(3,685.00)	2,312.00	3.03	
EBAY INC COM	1,500,000	82,297.50	78	54.8650	48,952.50	32.6350	33,345.00	.00		
EMC CORP MASS COM	4,800,000	120,720.00	1.15	25.1500	81,720.00	17.0250	39,000.00	1,920.00	1.59	
INTERNATIONAL BUSINESS MACHINES CORP	600,000	112,542.00	1.07	187.5700	46,662.00	77.7700	65,880.00	2,280.00	2.03	
INTEL CORP COM	3,300,000	85,651.50	82	25.9550	58,640.34	17.7698	27,011.16	2,970.00	3.47	
MICROSOFT CORP	3,300,000	123,453.00	1.18	37.4100	72,468.00	21.9600	50,985.00	3,696.00	2.99	
TOTAL INFORMATION TECHNOLOGY	19,000,000	1,058,736.50	10.09		521,073.23		537,663.27	23,378.00		
MATERIALS										
AIR PRODUCTS & CHEMICALS INC	1,000,000	111,780.00	1.07	111.7800	60,925.00	60.9250	50,855.00	2,840.00	2.54	
ALCOA INC COM	8,000,000	85,040.00	81	10.6300	28,000.84	3.5001	57,039.16	960.00	1.13	
TOTAL MATERIALS	9,000,000	196,820.00	1.88		88,925.84		107,894.16	3,800.00		



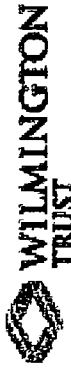
Investment Detail

007087-000 EDW E & LILLIAN H BISHOP FDN

Account Level Detail - Separate Principal and Income

As of December 31, 2013

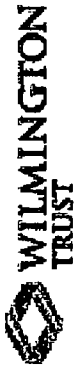
Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
AT&T INC	10,000,000	94,215.00	90	94.2150	99,666.00	99.6660	(5,451.00)	3,000.00	3.18	3.84
DTD 02/13/2012 3.000% 02/15/2022										
NON CALLABLE										
TOTAL FIXED INCOME SECURITIES	860,000,000	840,360.00	8.01		818,546.50		21,813.50	34,087.50		
TOTAL CORPORATE & FOREIGN BONDS	800,000,000	840,360.00	8.01		818,546.50		21,813.50	34,087.50		
EQUITY MUTUAL FUNDS										
INFLATION HEDGES										
ISHARES COHEN & STEERS REIT ETF	1,300,000	97,136.00	.93	74.7200	102,014.77	78.4729	(4,878.77)	3,308.50	3.41	
TOTAL INFLATION HEDGES	1,300,000	97,136.00	.93		102,014.77		(4,878.77)	3,308.50		
INTERNATIONAL EQUITY										
VANGUARD FTSE DEVELOPED MARKET ETF	34,924,000	1,455,632.32	13.87	41.6800	1,155,245.40	33.0788	300,386.92	37,822.69	2.60	
VANGUARD FTSE EMERGING MARKETS ETF	12,936,000	532,187.04	5.07	41.1400	456,425.87	35.2834	75,761.17	14,553.00	2.73	
TOTAL INTERNATIONAL EQUITY	47,860,000	1,987,819.36	18.95		1,611,671.27		376,148.09	52,375.69		
MISCELLANEOUS										
ISHARES RUSSELL MID-CAP ETF	2,300,000	344,954.00	3.29	149.9800	317,351.93	137.9791	27,602.07	4,533.30	1.31	
TOTAL MISCELLANEOUS	2,300,000	344,954.00	3.29		317,351.93		27,602.07	4,533.30		
TOTAL EQUITY MUTUAL FUNDS	51,460,000	2,429,909.36	23.16		2,031,037.97		398,871.39	60,217.49		
FIXED INCOME MUTUAL FUNDS										
FIXED INCOME SECURITIES										
RIDGEWORTH SEIX FLOATING RATE HIGH INCOME FUND I	43,189,369	391,295.68	3.73	9.0600	390,000.00	9.0300	1,295.68	16,368.77	4.18	4.38
TOTAL FIXED INCOME SECURITIES	43,189,369	391,295.68	3.73		390,000.00		1,295.68	16,368.77		



Investment Detail

007087-000 EDW E & LILLIAN H BISHOP FDN
 Account Level Detail - Separate Principal and Income
 As of December 31, 2013

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
INFLATION HEDGES										
VANGUARD INFLATION PROTECTED SECURITIES FUND CLASS ADMIRAL	7,564.8600	192,676.99	1.84	25.4700	182,643.60	24.1437	10,033.39	3,517.66	1.83	1.82
TOTAL INFLATION HEDGES	7,564.8600	192,676.99	1.84		182,643.60		10,033.39	3,517.66		
INTERNATIONAL EQUITY										
PIMCO EMERGING MARKETS BOND FUND CLASS INSTITUTIONAL	32,728.8190	350,198.36	3.34	10.7000	389,021.84	11.8862	(38,823.48)	19,113.63		5.46
TOTAL INTERNATIONAL EQUITY	32,728.8190	350,198.36	3.34		389,021.84		(38,823.48)	19,113.63		
TOTAL FIXED INCOME MUTUAL FUNDS	83,483.0480	934,171.03	8.90		961,665.44		(27,494.41)	39,000.06		
MONEY MARKET FUNDS										
MISCELLANEOUS										
WILMINGTON PRIME MONEY MARKET FUND CLASS SELECT	178,439.5500	178,439.55	1.70	1.0000	178,439.55	1.0000	.00	17.49		.01
TOTAL MISCELLANEOUS	178,439.5500	178,439.55	1.70		178,439.55		.00	17.49		
TOTAL MONEY MARKET FUNDS	178,439.5500	178,439.55	1.70		178,439.55		.00	17.49		
U.S. GOVERNMENT AGENCIES										
FIXED INCOME SECURITIES										
FEDERAL HOME LOAN MORTGAGE CORP DTD 07/14/2005 4.375% 07/17/2015 NON CALLABLE	100,000.0000	106,292.00	1.01	106.2920	99,724.80	99.7248	6,567.20	4,375.00	4.12	3.0
TOTAL FIXED INCOME SECURITIES	100,000.0000	106,292.00	1.01		99,724.80		6,567.20	4,375.00		
TOTAL U.S. GOVERNMENT AGENCIES	100,000.0000	106,292.00	1.01		99,724.80		6,567.20	4,375.00		
TOTAL Principal Portfolio - USD	1,309,350.5980	10,491,507.40	100.00		6,705,043.90		3,786,463.50	275,252.32		



Investment Detail

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 Account Level Detail - Separate Principal and Income
 As of December 31, 2013

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
Income Portfolio - USD										
MONEY MARKET FUNDS										
MISCELLANEOUS										
WILMINGTON PRIME MONEY MARKET FUND	22,307.9600	22,307.96	100.00	1.0000	22,307.96	1.0000	.00	2.19		.01
CLASS SELECT										
TOTAL MISCELLANEOUS										
TOTAL MONEY MARKET FUNDS	22,307.9600	22,307.96	100.00		22,307.96		.00	2.19		
TOTAL Income Portfolio - USD	22,307.9600	22,307.96	100.00		22,307.96		.00	2.19		

