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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: CAPEWELL,I UW HTFD HOSP ETL#3-AE

A Employer identification number: 06-6066755

Number and street (or P O box number if mail is not delivered to street address): P O BOX 1802

Room/suite:

B Telephone number (see instructions): ( ) -

City or town, state, and ZIP code: PROVIDENCE, RI 02901-1802

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶ $ 56,102,744.

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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,884,480.	1,881,423.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	791,971.			
	b	Gross sales price for all assets on line 6a 11,891,885.				
	7	Capital gain net income (from Part IV, line 2)		791,971.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-6,884.	-6,884.		STMT 11
	12	**Total.** Add lines 1 through 11	2,669,567.	2,666,510.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	287,400.	172,440.		114,960.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 12	533.	NONE	NONE	533.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 13	57,352.	25,405.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 14	842.			842.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	346,127.	197,845.	NONE	116,335.
	25	Contributions, gifts, grants paid	2,619,875.			2,619,875.
	26	**Total expenses and disbursements** Add lines 24 and 25	2,966,002.	197,845.	NONE	2,736,210.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-296,435.			
	b	**Net investment income** (if negative, enter -0-)		2,468,665.		
	c	**Adjusted net income** (if negative, enter -0-)				

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		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
Assets	1	Cash - non-interest-bearing	NONE	NONE	
	2	Savings and temporary cash investments	1,669,717.	974,579.	974,579.
	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) ▶ *		* NONE	
		Less: allowance for doubtful accounts ▶	NONE	NONE	NONE
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	NONE	NONE	NONE
	b	Investments - corporate stock (attach schedule)	47,323,677.	47,788,695.	55,128,165.
	c	Investments - corporate bonds (attach schedule)	NONE	NONE	NONE
	11	Investments - land, buildings, and equipment basis ▶ NONE			
		Less accumulated depreciation (attach schedule) ▶	NONE	NONE	
	12	Investments - mortgage loans	NONE	NONE	
	13	Investments - other (attach schedule) STMT 15	NONE	NONE	NONE
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	NONE	NONE	NONE
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	48,993,394.	48,763,274.	56,102,744.
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)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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. ▶ ☒			
	27	Capital stock, trust principal, or current funds	48,993,394.	48,763,274.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
	30	**Total net assets or fund balances** (see instructions)	48,993,394.	48,763,274.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	48,993,394.	48,763,274.	

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	48,993,394.
2	Enter amount from Part I, line 27a	2	-296,435.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 16	3	69,726.
4	Add lines 1, 2, and 3	4	48,766,685.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 17	5	3,411.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	48,763,274.

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	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	10,188,348.		9,719,393.	468,955.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				468,955.
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 } 2 791,971.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . 3

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2010	2,495,350.	52,610,641.	0.04743051886
2009	2,044,091.	48,022,756.	0.04256504979
2008	2,425,644.	54,108,406.	0.04482933761
2007			
2006			

2	**Total** of line 1, column (d) . . .	2	0.13482490626
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	0.04494163542
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 . . .	4	55,762,799.
5	Multiply line 4 by line 3 . . .	5	2,506,071.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	24,687.
7	Add lines 5 and 6 . . .	7	2,530,758.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	2,736,210.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ **(attach copy of letter if necessary - see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		**1**	24,687.
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**	
3	Add lines 1 and 2		**3**	24,687.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		**4**	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		**5**	24,687.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	**6a** 57,630.		
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**	57,630.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		**8**	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶		**9**	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶		**10**	32,943.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax ▶** 24,688. **Refunded ▶**		**11**	8,255.

Part VII-A Statements Regarding Activities

			Yes	**No**
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	**1a**		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	**1b**		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	**1c**		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶$ ______________ **(2)** On foundation managers ▶ $ ______________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	**2**		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	**3**		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**4b**		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T.*	**5**		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	**6**	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	**7**	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	**9**		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	**10**		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ PRIVATE BANK TAX SERVICES Telephone no. ▶ (401)278-6867

Located at ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 ▶ 02901-1802

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	**1b**		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	**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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ ________, ________, ________, ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	**2b**		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________, ________, ________, ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011)*	**3b**		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	**4a**		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	**4b**		X

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)? (see instructions) . . . . ☐ 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)? **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 (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 STATEMENT 18		287,400.	-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
SEE STATEMENT 19		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
SEE STATEMENT 20		NONE

Total number of others receiving over $50,000 for professional services . . . . ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
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	
Total. Add lines 1 through 3 . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	55,481,493.
b	Average of monthly cash balances	1b	1,130,486.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	56,611,979.
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	56,611,979.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	849,180.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,762,799.
6	**Minimum investment return.** Enter 5% of line 5	6	2,788,140.

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	2,788,140.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	24,687.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	24,687.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,763,453.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	2,763,453.
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	2,763,453.

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	2,736,210.
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	2,736,210.
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	24,687.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,711,523.

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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7					2,763,453.
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only				644,407.	
b	Total for prior years. 20 09 ,20_____,20_____			NONE		
3	Excess distributions carryover, if any, to 2011:					
a	From 2006	NONE				
b	From 2007	NONE				
c	From 2008	NONE				
d	From 2009	NONE				
e	From 2010	NONE				
f	**Total** of lines 3a through e		NONE			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 2,736,210.					
a	Applied to 2010, but not more than line 2a . . .				644,407.	
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 2011 distributable amount					2,091,803.
e	Remaining amount distributed out of corpus . .		NONE			
5	Excess distributions carryover applied to 2011 . *(If an amount appears in column (d), the same amount must be shown in column (a).)*		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 2010. Subtract line 4a from line 2a. Taxable amount - see instructions					
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					671,650.
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 2006 not applied on line 5 or line 7 (see instructions) . . .		NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9					
a	Excess from 2007 . . .	NONE				
b	Excess from 2008 . . .	NONE				
c	Excess from 2009 . . .	NONE				
d	Excess from 2010 . . .	NONE				
e	Excess from 2011 . . .	NONE				

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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 2011, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a 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).)

N/A

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.

N/A

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 of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 23				
Total . . . . ▶ **3a**				2,619,875.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,884,480.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income			1	-6,884.	
8 Gain or (loss) from sales of assets other than inventory			18	791,971.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,669,567.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 2,669,567.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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: 04/02/2012	Title: SVP Tax

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AOL TIME WARNER INC DEB	4,575.	4,575.
AT&T INC	41,084.	41,084.
ABBOTT LABORATORIES	11,389.	11,389.
AIR PRODUCTS AND CHEMICALS INC	3,553.	3,553.
ALTRIA GROUP INC	12,719.	12,719.
AMERADA HESS CORP NT	5,110.	5,110.
AMERICA MOVIL S A B DE C V GTD SR NT	5,063.	5,063.
AMERICAN ELECTRIC POWER CO	3,230.	3,230.
AMERICAN ELEC PWR INC SR NT SER D	6,300.	6,300.
AMERICAN EXPRESS CR ACCOUNT MASTER TR 20	887.	887.
AMERICAN EXPRESS CR CORP UNSCD MTN SER C	6,463.	6,463.
AMGEN INC COM	1,260.	1,260.
ANHEUSER BUSCH INBEV WORLDWIDE INC CO GT	2,613.	2,613.
ARCELORMITTAL SA LUXEMBOURG SR UNSECD NT	6,403.	6,403.
AUTOMATIC DATA PROCESSING INC	6,467.	6,467.
BB&T CORP SR MEDIUM TERM NT C3/28/14 @10	500.	500.
BMW VEH LEASE TR 2010-1 ASSET BACKED NT	574.	574.
BNSF FDG TR I GTD TR PFD SECS C1/15/26 @	5,952.	5,952.
BARCLAYS BANK PLC SR NT UNITED KINGDOM	3,640.	3,640.
BEAR STEARNS COML MTG SECS SER 2002-TOP8	5,062.	5,062.
BEAR STEARNS COMMERCIAL MTG SECS TR MTG	7,021.	7,021.
BEAR STEARNS COML MTG SECS TR 2007-PWR16	10,141.	10,141.
BEAR STEARNS COML MTG SECS TR 2007-TOP28	2,029.	2,029.
BEAR STEARNS COML MTG SECS TR 2007-TOP28	506.	506.
BERKSHIRE HATHAWAY INC DEL SR UNSECD NT	1,512.	1,512.
BEST BUY INC SR UNSECD NT C12/15/20 @100	2,535.	2,535.
BHP BILLITON LIMITED ADR	3,514.	3,514.
BLACKROCK INC CL A	3,438.	3,438.
BMW VEH LEASE TR 2009-1 ASSET BACKED NT	240.	240.
BOEING CO SR NT	779.	779.
BOSTON PROPERTIES INC SR NT	1,125.	1,125.
BRANDYWINE OPER PARTNERSHIP LP CO GTD NT	10,125.	10,125.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BRISTOL MYERS SQUIBB CO COM	26,581.	26,581.
BRITISH TELECOMMUNICATIONS PLC SR NT UNI	8,925.	8,925.
CD 2007-CD4 COML MTG TR MTG PASSTHRU CTF	7,161.	7,161.
CD 2007-CD5 MTG TR COML MTG PASSTHRU CTF	3,826.	3,826.
CME GROUP INC COM	2,071.	2,071.
CNA FINL CORP SR UNSECD NT	2,633.	2,633.
CNA FINL CORP SR UNSECD NT	3,308.	3,308.
SMALL CAP CTF	32,314.	32,314.
INTERNATIONAL EQUITY CTF	95,218.	95,218.
CNH EQUIP TR 2010-C ASSET BACKED NT CL A	1,750.	1,750.
CVS CAREMARK CORP SR UNSECD NT	6,559.	6,559.
CALIFORNIA ST GO BDS-TAXBL	5,663.	5,663.
CANADIAN NAT RES LTD NT CANADA	6,270.	6,270.
CAPITAL ONE FINL CORP SUB NT	6,063.	6,063.
CHEVRONTEXACO CORP COM	16,609.	16,609.
CHRYSLER FINL AUTO SECURITIZA- TION TR 2	2,139.	2,139.
CHUBB CORPORATION	3,165.	3,165.
CITIGROUP INC	3,288.	231.
CITIGROUP INC SR NT	11,700.	11,700.
CITIGROUP INC SR UNSECD NT	5,275.	5,275.
CITIBANK CR CARD ISSUANCE TR 2004-C1 NT	964.	964.
COBALT CMBS COML MTG TR 2007-C2 COML MTG	457.	457.
COCA COLA CO COM	6,242.	6,242.
COMCAST CORP NEW SR UNSECD NT	5,850.	5,850.
COMCAST CORP NEW CO GUAR	885.	885.
COMERICA INC SR UNSECD NT	4,946.	4,946.
COMMERCIAL MTG TR 2007-GG9 MTG PASSTHRU	3,085.	3,085.
COMMONWEALTH EDISON CO 1ST MTG	2,975.	2,975.
COMMONWEALTH EDISON CO 1ST MTG SER 106	7,073.	7,073.
CONAGRA FOODS INC BD	135.	135.
CONOCO INC NT	6,603.	6,603.
CONOCOPHILLIPS COM	7,801.	7,801.
CREDIT SUISSE FIRST BOSTON MTG 2002-CKN2	5,073.	5,073.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CREDIT SUISSE FIRST BOSTON MTG SECS CORP	8,575.	8,575.
CREDIT SUISSE 1ST BOSTON MTG SECS CORP 2	6,422.	6,422.
CREDIT SUISSE COML MTG TR SER 2006-C3 CC	958.	958.
DAIMLERCHRYSLER AUTO TR 2007-A ASSET BAC	3,293.	3,293.
DEERE & COMPANY	4,578.	4,578.
DEERE JOHN CAP CORP SR MTN	5,993.	5,993.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	8,109.	8,109.
DIAGEO CAP PLC GTD NT UNITED KINGDOM	6,500.	6,500.
DIGITAL RLTY TR INC REITS	4,577.	4,577.
DIRECTV HLDGS LLC / DIRECTV FING INC SR	3,083.	3,083.
DISCOVER CARD EXECUTION NT TR DISCOVERSE	845.	845.
DISNEY WALT CO	1,114.	1,114.
DISNEY WALT CO GLOBAL SR NT	1,772.	1,772.
DISCOVER FINL SVCS COM	84.	84.
DISCOVER FINL SVCS NT	9,225.	9,225.
DOVER CORPORATION	3,940.	3,940.
DOW CHEM CO NT	8,138.	8,138.
DUPONT E I DE NEMOURS & CO COM	10,734.	10,734.
ERP OPER LTD PARTNERSHIP SR NT	7,283.	7,283.
EATON VANCE CORP COM NON VTG	3,166.	3,166.
EMBRAER OVERSEAS LTD SR UNSECD GTD NT CA	6,375.	6,375.
ENCANA CORP COM	4,119.	4,119.
ENTERGY CORP NEW COM	4,067.	4,067.
EXELON CORP COM	1,162.	1,162.
EXPRESS SCRIPTS INC SR UNSECD NT	7,975.	7,975.
EXXON MOBIL CORPORATION	21,643.	21,643.
FPL GROUP CAP INC CO GTD NT	7,200.	7,200.
FEDERAL NATL MTG ASSN POOL #E80870	70.	70.
FGLMC GOLD #E81076 DTD 7/1/2000 8.00% DU	463.	463.
FEDERAL HOME LN MTG CORP POOL #1J1035	933.	933.
FEDERAL HOME LN MTG CORP POOL #E00881	291.	291.
FEDERAL HOME LN MTG CORP POOL #Q00032	1,464.	1,464.
FEDERAL HOME LN MTG CORP POOL #Q01318	675.	675.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL NATL MTG ASSN POOL #517793	386.	386.
FNMA POOL #534000 DTD 4/1/2000 8.00% DUE	255.	255.
FNMA POOL #542353 DTD 7/1/2000 7.50% DUE	774.	774.
FEDERAL NATL MTG ASSN POOL #AH0943	25,825.	25,825.
FEDERAL NATL MTG ASSN POOL #AI1162	4,816.	4,816.
FEDERAL HOME LN MTG CORP SER 3217 CL PD	4,460.	4,460.
FEDERAL NATL MTG ASSN NT CALL 4/19/11 @1	1,225.	1,225.
FEDERAL NATL MTG ASSN MTN	20,175.	20,175.
FEDERAL HOME LN MTG CORP SER 3536 CL PC	7,506.	7,506.
FEDERAL HOME LN MTG CORP SER 3565 CL XA	5,137.	5,137.
FEDERAL NATL MTG ASSN POOL #890200	11,383.	11,383.
FEDERAL NATL MTG ASSN POOL #974781	1,287.	1,287.
FEDERAL NATL MTG ASSN POOL #AB2644	2,569.	2,569.
FEDERAL NATL MTG ASSN POOL #AB3739	949.	949.
FEDERATED INVS INC PA CL B	3,581.	3,581.
FIDELITY INSTITUTIONAL MONEY MARKET #59	2,196.	2,196.
FIFTH THIRD BANCORP DEPOSITARY SH RESTG	6,800.	6,800.
FIFTH THIRD BANCORP SR UNSCED NT	3,172.	3,172.
FORD CR AUTO OWNER TR 2007-B ASSET BKD N	22.	22.
FORD CR AUTO LEASE TR 2011-A NT CL A-3	801.	801.
FRANKLIN AUTO TR AUTO LN NT TR SER 2008-	2,594.	2,594.
GE CAP CR CARD MASTER NT TR 2009-2 ASSET	5,535.	5,535.
GNMA POOL #433919 DTD 8/1/98 7.00% DUE 8	87.	87.
GNMA POOL #510962 DTD 5/15/99 7.00% DUE	231.	231.
GNMA POOL #780921 DTD 11/1/98 7.00% DUE	261.	261.
GS MTG SECS TR 2006-GG8 MTG PASSTHRU CTF	7,506.	7,506.
GENERAL ELEC CO	15,288.	15,288.
GENERAL ELEC CAP CORP SR UNSECD MTN	5,156.	5,156.
GENERAL MILLS INC	4,041.	4,041.
GLAXOSMITHKLINE CAP INC GTD NT	3,999.	3,999.
GOLDMAN SACHS GROUP INC NT	5,408.	5,408.
GREENWICH CAP COML FDG CORP SERIES 2005-	4,319.	4,319.
HARBOR INTERNATIONAL FUND INSTL CL	42,694.	42,694.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HARRIS CORP DEL COM	3,137.	3,137.
HEALTH CARE PPTY INVS INC MTN	7,245.	7,245.
HEINZ H J CO	8,857.	8,857.
HOME DEPOT INC	8,639.	8,639.
HONEYWELL INTERNATIONAL INC	3,459.	3,459.
HUNTINGTON BANKSHARES INC SUB	6,245.	6,245.
ILLINOIS ST GO BDS-TAXBL	2,657.	2,657.
ILLINOIS TOOL WORKS INCORPORATED	3,036.	3,036.
INGERSOLL-RAND GLOBAL HLDG CO LTD CO GTD	8,550.	8,550.
INTEL CORPORATION	16,606.	16,606.
INTERNATIONAL BUSINESS MACHS	15,477.	15,477.
INTERNATIONAL BUSINESS MACHS CORP NT	9,425.	9,425.
INTERNATIONAL FLAVORS & FRAGRANCES COM	2,993.	2,993.
J P MORGAN CHASE & CO COM	7,590.	7,590.
JPMORGAN CHASE & CO GLOBAL SUB HLDG CO N	8,456.	8,456.
J P MORGAN CHASE COML MTG SECS CORP 2005	11,118.	11,118.
J P MORGAN CHASE COML MTG SECS CORP 2005	4,513.	4,513.
J P MORGAN CHASE COML MTG SEC TR 2006-CB	9,244.	9,244.
J P MORGAN CHASE COML MTG SECS TR 2007-C	5,530.	5,530.
JOHNSON & JOHNSON	16,211.	16,211.
JPMORGAN CHASE CAP XVIII CAP SECS SER	2,780.	2,780.
KENTUCKY ASSET / LIABILITY COM FDG NTS-T	5,730.	5,730.
KEYCORP SR UNSECD MEDIUM TERM SR NT SER	5,525.	5,525.
KIMBERLY CLARK CORP COM	11,548.	11,548.
KINDER MORGAN ENERGY PARTNERS L P SR NT	4,061.	4,061.
KINDER MORGAN INC DEL COM	2,400.	2,400.
KRAFT FOODS INC SR UNSECD NT	5,850.	5,850.
KRAFT FOODS INC SR UNSECD NT	1,625.	1,625.
KROGER CO SR NT	4,125.	4,125.
KROGER CO NT	3,510.	3,510.
LB-UBS CMBS TR 2007-C7 CL A3	6,014.	6,014.
LIBERTY PPTY LTD PARTNERSHIP SR NT	8,475.	8,475.
LIMITED BRANDS INC COM	11,288.	11,288.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LINCOLN NATL CORP IND UNSECD SR NT	5,250.	5,250.
LINEAR TECHNOLOGY CORP	2,561.	2,561.
LLOYDS TSB BK PLC BK GTD NT UNITED KINGD	2,538.	2,538.
LUBRIZOL CORP SR NT	6,600.	6,600.
MARTIN MARIETTA MATLS INC DTD 3/30/2001	7,391.	7,391.
MATTEL INC	4,025.	4,025.
MCDONALDS CORP	24,163.	24,163.
MCDONALDS CORP SR UNSECD MTN	3,750.	3,750.
MCGRAW HILL INCORPORATED	2,372.	2,372.
MERCK & CO INC NEW COM	9,553.	9,553.
MERRILL LYNCH & CO INC BD	6,110.	6,110.
MERRILL LYNCH MTG TR 2007-C1 COML MTG PA	1,554.	1,554.
METLIFE INC	3,733.	3,733.
METLIFE INC NT	6,174.	6,174.
METLIFE INC SR UNSECD NT	1,952.	1,952.
METROPOLITAN TRANSN AUTH N Y R REV BDS-T	6,687.	6,687.
MICROSOFT CORPORATION	12,741.	12,741.
MIDAMERICAN ENERGY HLDGS CO NEW SR BD	4,594.	4,594.
MORGAN STANLEY DEAN WITTER DISCOVER & CO	191.	191.
MORGAN STANLEY CAP I TR 2006-IQ- 11 MTG	3,770.	3,770.
MORGAN STANLEY DEAN WITTER CAP I TR 2003	11,562.	11,562.
MORGAN STANLEY SER 2002-TOP7 CL A2 DTD 6	4,268.	4,268.
MORGAN STANLEY SR UNSECD MTN	6,388.	6,388.
MORGAN STANLEY CAP TR I 2007- HQ11 MTG P	5,175.	5,175.
MURPHY OIL CORP COM	1,868.	1,868.
NATIONAL CITY CORP SUB DEB	5,156.	5,156.
NATIONAL CITY CORP SR NT	2,695.	2,695.
NATIONAL FUEL GAS CO	4,211.	4,211.
NATIONAL RURAL UTILS COOP FIN CORP MTN S	13,125.	13,125.
NEW JERSEY ST TPK AUTH TPK REV REV BDS-T	3,673.	3,673.
NEWS AMER INC GTD SR NT	5,568.	5,568.
NEXEN INC NT CANADA	5,581.	5,581.
NEXTERA ENERGY INC COM	4,770.	4,770.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORDSTROM INCORPORATED	3,013.	3,013.
NORFOLK SOUTHERN CORP	2,920.	2,920.
NORTHERN TRUST CORPORATION	4,777.	4,777.
NORTHERN TR CO MEDIUM TERM SR BK NTS	5,696.	5,696.
NUCOR CORP	7,033.	7,033.
NUCOR CORP NT	1,331.	1,331.
OCCIDENTAL PETROLEUM CORPORATION	5,600.	5,600.
ONCOR ELEC DELIVERY CO SR SECD NT	6,375.	6,375.
ONEOK PARTNERS L P UNIT LTD PARTNERSHIP	6,165.	6,165.
ONTARIO HYDRO US$ BD CANADA	8,940.	8,940.
ONTARIO PROV CDA US$ GLOBAL BD CANADA	3,304.	3,304.
ORACLE CORP SR UNSECD NT	3,750.	3,750.
P G & E CORPORATION	3,787.	3,787.
PNC BK CORP	4,223.	4,223.
PACIFIC GAS & ELEC CO FIRST MTG	5,445.	5,445.
PARKER HANNIFIN CORPORATION	3,392.	3,392.
PENN WEST PETE LTD NEW COM	3,897.	3,897.
PEPSICO INCORPORATED	3,295.	3,295.
PEPSICO INC SR NT	4,916.	4,916.
PETROBAS INTL FIN CO GLOBAL NT CAYMAN IS	6,136.	6,136.
PFIZER INC	19,919.	19,919.
PHILIP MORRIS INTL INC COM	16,492.	16,492.
PLAINS ALL AMERN PIPELINE L P / PAA FIN	5,320.	5,320.
PRICE T ROWE GROUP INC COM	1,923.	1,923.
PRINCIPAL LIFE INCOME FUNDINGS TRS SECD	7,685.	7,685.
PROCTER & GAMBLE CO COM	10,843.	10,843.
PRUDENTIAL FINL INC MTN SER D	3,600.	3,600.
PRUDENTIAL FINL INC SR MTN	5,900.	5,900.
PUBLIC SERVICE ENTERPRISE GROUP INC	5,025.	5,025.
PUBLIC STORAGE INC	1,756.	1,756.
QUEBEC PROV CDA BD CANADA	3,716.	3,716.
RPM INCORPORATED OHIO	4,042.	4,042.
RAYTHEON CO COM NEW	6,585.	6,585.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REGIONS FINL CORP NEW SR NT	7,750.	7,750.
RESOLUTION FDG CORP FED BOOK ENTRY DTD 7	9,552.	9,552.
REYNOLDS AMERICAN INC COM	4,114.	4,114.
ROCKWELL COLLINS INC DEL SR UNSECD NT	2,363.	2,363.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	10,849.	10,849.
S&P DEPOSITARY RECEIPTS SERIES 1	13,203.	13,203.
SCHLUMBERGER LIMITED	3,273.	3,273.
SEMPRA ENERGY	5,747.	5,747.
SEMPRA ENERGY SR UNSECD NT	8,125.	8,125.
SHERWIN WILLIAMS COMPANY	7,431.	7,431.
SMUCKER J M CO COM NEW	3,446.	3,446.
SONOCO PRODUCTS CO	4,897.	4,897.
SOUTHERN CO	8,410.	8,410.
STAPLES INCORPORATED	945.	945.
TJX COMPANIES INCORPORATED NEW	1,872.	1,872.
TARGET CORP	5,456.	5,456.
TELECOM ITALIA CAP CO GTY LUXEMBOURG	7,920.	7,920.
TELEFONICA EMISIONES S A U SR NT SPAIN	4,039.	4,039.
TEXAS INSTRS INC	2,310.	2,310.
TIME WARNER COMPANIES DTD 1/12/98 6.95%	1,043.	1,043.
TIME WARNER INC NEW COM	7,546.	7,546.
TIME WARNER CABLE INC CO GTD NT	6,750.	6,750.
TRANSCANADA PIPELINES LTD JR SUB NT CANA	6,350.	6,350.
TYCO INTL LTD / TYCO INTL FIN S A NT BER	8,800.	8,800.
US BANCORP DEL COM NEW	5,515.	5,515.
U S BK NATL ASSN MINNEAPOLIS MN MEDIUM T	6,865.	6,865.
UNITED STATES TREAS BD STRIPPED PRIN PMT	17,777.	17,777.
UNITED STATES TREAS BD STRIPPED PRIN PMT	5,904.	5,904.
UNITED STATES TREAS BD DTD 02/15/10 4.62	14,635.	14,635.
UNITED STATES TREAS NTS	6,969.	6,969.
UNITED STATES TREAS NT INFLATION INDEX	1,977.	1,977.
UNITED STATES TREAS NT INFLATION INDEX	8,392.	8,392.
UNITED STATES TREAS NT DTD 06/30/10 0.62	2,800.	2,800.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITED STATES TREAS NT DTD 08/16/10 2.62	27,272.	27,272.
UNITED STATES TREAS NT DTD 08/16/10 0.75	982.	982.
UNITED STATES TREAS BD DTD 11/15/10 2.62	6,499.	6,499.
UNITED STATES TREAS NT DTD 02/28/11 2.12	3,151.	3,151.
UNITED STATES TREAS NT DTD 05/16/11 3.12	1,199.	1,199.
UNITED STATES TREAS NT DTD 05/31/11 1.75	757.	757.
UNITED STATES TREAS NT DTD 08/31/11 1.00	47.	47.
UNITED TECHNOLOGIES CORP	7,619.	7,619.
UNITED TECHNOLOGIES CORP NT	1,019.	1,019.
UNUMPROVIDENT CORP	5,788.	5,788.
UNUM GROUP SR NT	6,413.	6,413.
UTAH ST TAXABLE GO BDS-TAXBL	5,920.	5,920.
VALE OVERSEAS LTD NT CAYMAN ISLANDS	7,813.	7,813.
VANGUARD MSCI EMERGING MKTS ETF	39,064.	39,064.
VERIZON COMMUNICATIONS	30,700.	30,700.
VERIZON COMMUNICATIONS INC NT	3,300.	3,300.
VOLKSWAGEN AUTO LN ENHANCED TR SER 2008-	715.	715.
WACHOVIA BK COML MTG TR 2005-C20 MTG PAS	5,374.	5,374.
WACHOVIA BK COML MTG TR 2005-C22 COML MT	3,205.	3,205.
WACHOVIA BK COML MTG TR 2005-C22 COML MT	5,169.	5,169.
WACHOVIA BK COML MTG TR SER 2006 -C27 MT	2,594.	2,594.
WACHOVIA CAP TR I BD C 3/15/11 @100 STEP	4,764.	4,764.
WAL-MART STORES INCORPORATED	5,430.	5,430.
WASTE MANAGEMENT INC	8,473.	8,473.
WEATHERFORD INTL LTD GTD SR NT BERMUDA	5,100.	5,100.
WELLS FARGO COMPANY	4,200.	4,200.
WELLS FARGO & CO NEW 11/06/2002 5% 11/15	7,250.	7,250.
WELLS FARGO & CO NEW SR UNSECD NT STEP U	1,072.	1,072.
WINDSTREAM CORP COM	3,661.	3,661.
XEROX CORP SR UNSECD NT	6,750.	6,750.
ACCENTURE PLC CL A COM	5,625.	5,625.
ACE LTD COM	5,235.	5,235.
TRANSOCEAN LTD COM	7,146.	7,146.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	TOTAL	1,884,480.	1,881,423.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SMALL CAP CTF	-319.	-319.
INTERNATIONAL EQUITY CTF	-6,775.	-6,775.
WACHOVIA CAP TR I BD C 3/15/11 @100 STEP	210.	210.
TOTALS	-6,884.	-6,884.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	533.			533.
TOTALS	533.	NONE	NONE	533.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	15,239.	15,239.
FEDERAL ESTIMATES - PRINCIPAL	31,947.	
FOREIGN TAXES ON QUALIFIED FOR	8,432.	8,432.
FOREIGN TAXES ON NONQUALIFIED	1,734.	1,734.
TOTALS	57,352.	25,405.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	421.	421.
OTHER ALLOCABLE EXPENSE-INCOME	421.	421.
TOTALS	842.	842.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
SEE ATTACHED STATEMENT	C
TOTALS	

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
CTF ADJUSTMENT	58,965.
INCOME ADJUSTMENT	5,815.
INFLATIONARY INDEX ADJUSTMENT	51.
ACCRUED INTEREST ADJUSTMENT	3,311.
RECEIPT ADJUSTMENT	1,584.
TOTAL	69,726.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
COST ADJUSTMENT	3,363.
SALES ADJUSTMENT	17.
ROUNDING	31.
TOTAL	3,411.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

==

OFFICER NAME:
  BANK OF AMERICA
ADDRESS:
  100 FEDERAL STREET
  BOSTON, MA 02110
TITLE:
  TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 287,400.

TOTAL COMPENSATION: 287,400.

=============

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
===

EMPLOYEE NAME:
  NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

NAME:
NONE

STATEMENT 20

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ST FRANCIS HOSPITAL
JERE CARANGELO - CONTROLLER
ADDRESS:
114 WOODLAND ST
HARTFORD, CT 06105-1208
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 436,587.

RECIPIENT NAME:
CONNECTICUT HUMANE SOCIETY
ATTN: DEVELOPMENT
ADDRESS:
701 RUSSELL RD
NEWINGTON, CT 06111-1527
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 20.

RECIPIENT NAME:
VILLAGE FOR FAMILIES & CHILDREN
MARK D KRITZMAN CFO
ADDRESS:
1680 ALBANY AVE
HARTFORD, CT 06105-1001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 436,589.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
CONNECTICUT CHILDRENS MED CTR
ATT:MAUREEN LEBLANC-DIR INFO SVC
ADDRESS:
12 CHARTER OAK PL
HARTFORD, CT 06106-1914
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO SUPPORT NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 436,589.

RECIPIENT NAME:
CONN INST FOR THE BLIND
C/O JAMES J JONES - V P & TREAS
ADDRESS:
120 HOLCOMB ST
HARTFORD, CT 06112-1529
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 218,296.

RECIPIENT NAME:
HARTFORD HOSPITAL
JOHN BIANCAMANO, VP
ADDRESS:
80 SEYMOUR ST
HARTFORD, CT 06115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 873,176.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
JEFFERSON HOUSE
JOHN BIANCAMANO, VP
ADDRESS:
80 SEYMOUR ST
HARTFORD, CT 06115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 218,293.

RECIPIENT NAME:
TRINITY EPISCOPAL CHURCH OF
HARTFORD
ADDRESS:
120 SIGOURNEY ST
HARTFORD, CT 06105-2755
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO SUPPORT NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 325.

TOTAL GRANTS PAID: 2,619,875.

STATEMENT 23

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust	Employer identification number
CAPEWELL,I UW HTFD HOSP ETL#3-AE	06-6066755

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-38,335.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	67,427.
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	29,092.

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					69,282.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	376,769.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	316,824.
9	Capital gain distributions	9	4.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	762,879.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2011**

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Part III	**Summary of Parts I and II** **Caution:** *Read the instructions* ***before*** *completing this part.*		**(1)** Beneficiaries' (see instr.)	**(2)** Estate's or trust's	**(3)** Total
13	**Net short-term gain or (loss)**	13			29,092.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			762,879.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			4.
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			791,971.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary.*

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:		
a	The loss on line 15, column (3) **or** b $3,000	16	( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust
CAPEWELL,I UW HTFD HOSP ETL#3-AE

Employer identification number
06-6066755

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 2581.25 BMW VEH LEASE TR 2 BACKED NT CL A-3	05/10/2010	01/14/2011	2,581.00	2,619.00	-38.00
2192.6 BMW VEH LEASE TR 20 BACKED NT CL A-3	05/10/2010	02/15/2011	2,193.00	2,224.00	-31.00
2352.75 BMW VEH LEASE TR 2 BACKED NT CL A-3	05/10/2010	03/15/2011	2,353.00	2,387.00	-34.00
3743.4 BMW VEH LEASE TR 20 BACKED NT CL A-3	05/10/2010	04/14/2011	3,743.00	3,798.00	-55.00
450. CITIGROUP INC	03/09/2011	12/12/2011	36,755.00	57,875.00	-21,120.00
120000. COMMERCIAL MTG TR PASSTHRU CTF CL A-4	12/14/2010	06/02/2011	129,019.00	124,425.00	4,594.00
273.24 CREDIT SUISSE FIRST 2002-CKN2 MTG PASSTHRU CTF	03/24/2011	04/15/2011	273.00	282.00	-9.00
995.66 CREDIT SUISSE FIRST 2002-CKN2 MTG PASSTHRU CTF	03/24/2011	05/17/2011	996.00	1,027.00	-31.00
2279.18 CREDIT SUISSE FIRS 2002-CKN2 MTG PASSTHRU CTF	03/24/2011	06/17/2011	2,279.00	2,351.00	-72.00
2631.76 CREDIT SUISSE FIRS 2002-CKN2 MTG PASSTHRU CTF	03/24/2011	07/15/2011	2,632.00	2,714.00	-82.00
10525.2 CREDIT SUISSE FIRS 2002-CKN2 MTG PASSTHRU CTF	03/24/2011	08/17/2011	10,525.00	10,855.00	-330.00
12968.19 CREDIT SUISSE FIR MTG 2002-CKN2 MTG PASSTHRU	03/24/2011	09/16/2011	12,968.00	13,374.00	-406.00
29049.79 CREDIT SUISSE FIR MTG 2002-CKN2 MTG PASSTHRU	03/24/2011	10/17/2011	29,050.00	29,960.00	-910.00
16442.22 CREDIT SUISSE FIR MTG 2002-CKN2 MTG PASSTHRU	03/24/2011	11/18/2011	16,442.00	16,957.00	-515.00
17691.52 CREDIT SUISSE FIR MTG 2002-CKN2 MTG PASSTHRU	03/24/2011	12/16/2011	17,692.00	18,246.00	-554.00
7690.95 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	01/07/2011	7,691.00	7,988.00	-297.00
7850.4 DAIMLERCHRYSLER AUT ASSET BACKED NT CL A-4A	07/16/2010	02/07/2011	7,850.00	8,153.00	-303.00
7477.94 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	03/08/2011	7,478.00	7,767.00	-289.00
8704.77 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	04/08/2011	8,705.00	9,041.00	-336.00
7289.97 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	05/09/2011	7,290.00	7,571.00	-281.00
7382.45 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	06/08/2011	7,382.00	7,667.00	-285.00
6846.01 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	07/08/2011	6,846.00	7,110.00	-264.00
119.52 FEDERAL HOME LN MTG #Q00032	08/19/2011	08/31/2011	120.00	128.00	-8.00
127.91 FEDERAL HOME LN MTG #Q00032	08/19/2011	09/30/2011	128.00	137.00	-9.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust
CAPEWELL,I UW HTFD HOSP ETL#3-AE

Employer identification number
06-6066755

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 2053.47 FEDERAL HOME LN MT #Q00032	08/19/2011	10/31/2011	2,053.00	2,196.00	-143.00
4651.38 FEDERAL HOME LN MT #Q00032	08/19/2011	11/30/2011	4,651.00	4,975.00	-324.00
121.75 FEDERAL HOME LN MTG #Q00032	08/19/2011	12/31/2011	122.00	130.00	-8.00
53.83 FEDERAL HOME LN MTG #Q01318	08/19/2011	08/31/2011	54.00	58.00	-4.00
55.8 FEDERAL HOME LN MTG C #Q01318	08/19/2011	09/30/2011	56.00	60.00	-4.00
1564.63 FEDERAL HOME LN MT #Q01318	08/19/2011	10/31/2011	1,565.00	1,674.00	-109.00
52.9 FEDERAL HOME LN MTG C #Q01318	08/19/2011	11/30/2011	53.00	57.00	-4.00
1325.72 FEDERAL HOME LN MT #Q01318	08/19/2011	12/31/2011	1,326.00	1,418.00	-92.00
1442.58 FEDERAL NATL MTG A #AH0943	12/07/2010	01/31/2011	1,443.00	1,443.00	
1664.65 FEDERAL NATL MTG A #AH0943	12/07/2010	02/28/2011	1,665.00	1,665.00	
2048.3 FEDERAL NATL MTG AS #AH0943	12/07/2010	03/31/2011	2,048.00	2,048.00	
2096.04 FEDERAL NATL MTG A #AH0943	12/07/2010	04/30/2011	2,096.00	2,096.00	
2004.99 FEDERAL NATL MTG A #AH0943	12/07/2010	05/31/2011	2,005.00	2,005.00	
3170.7 FEDERAL NATL MTG AS #AH0943	12/07/2010	06/30/2011	3,171.00	3,171.00	
3987.73 FEDERAL NATL MTG A #AH0943	12/07/2010	07/31/2011	3,988.00	3,988.00	
3232.08 FEDERAL NATL MTG A #AH0943	12/07/2010	08/31/2011	3,232.00	3,232.00	
2613.7 FEDERAL NATL MTG AS #AH0943	12/07/2010	09/30/2011	2,614.00	2,614.00	
4557.58 FEDERAL NATL MTG A #AH0943	12/07/2010	10/31/2011	4,558.00	4,558.00	
4873.88 FEDERAL NATL MTG A #AI1162	08/19/2011	08/31/2011	4,874.00	5,217.00	-343.00
4221.46 FEDERAL NATL MTG A #AI1162	08/19/2011	09/30/2011	4,221.00	4,519.00	-298.00
423.69 FEDERAL NATL MTG AS #AI1162	08/19/2011	10/31/2011	424.00	454.00	-30.00
420.64 FEDERAL NATL MTG AS #AI1162	08/19/2011	11/30/2011	421.00	450.00	-29.00
414.93 FEDERAL NATL MTG AS #AI1162	08/19/2011	12/31/2011	415.00	444.00	-29.00
350000. FEDERAL NATL MTG A 4/19/11 @100	09/22/2010	04/19/2011	350,000.00	350,000.00	

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust
CAPEWELL,I UW HTFD HOSP ETL#3-AE

Employer identification number
06-6066755

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 6553.46 FEDERAL NATL MTG A #890200	02/25/2010	01/31/2011	6,553.00	7,012.00	-459.00
220.86 FEDERAL NATL MTG AS #AB2644	08/17/2011	08/31/2011	221.00	237.00	-16.00
4938.01 FEDERAL NATL MTG A #AB2644	08/17/2011	09/30/2011	4,938.00	5,288.00	-350.00
290.09 FEDERAL NATL MTG AS #AB2644	08/17/2011	10/31/2011	290.00	311.00	-21.00
2802.31 FEDERAL NATL MTG A #AB2644	08/17/2011	11/30/2011	2,802.00	3,001.00	-199.00
2897.09 FEDERAL NATL MTG A #AB2644	08/17/2011	12/31/2011	2,897.00	3,103.00	-206.00
1011.35 FEDERAL NATL MTG A #AB3739	10/12/2011	11/30/2011	1,011.00	1,021.00	-10.00
1404.01 FEDERAL NATL MTG A #AB3739	10/12/2011	12/31/2011	1,404.00	1,418.00	-14.00
40000. J P MORGAN CHASE CO CORP 2005-LDP4 MTG PASSTHRU	01/27/2011	10/05/2011	39,705.00	41,334.00	-1,629.00
1137. MORGAN STANLEY DEAN DISCOVER & CO	04/16/2010	03/22/2011	31,565.00	33,212.00	-1,647.00
64. MORGAN STANLEY DEAN WI DISCOVER & CO	04/16/2010	03/22/2011	1,780.00	1,869.00	-89.00
2624. MORGAN STANLEY DEAN DISCOVER & CO	04/16/2010	03/23/2011	71,861.00	76,648.00	-4,787.00
15000. UNITED STATES TREAS PRIN PMT 4.375%	09/02/2010	05/19/2011	4,052.00	4,696.00	-644.00
35000. UNITED STATES TREAS PRIN PMT 4.375%	08/05/2010	05/19/2011	9,454.00	10,279.00	-825.00 *
55000. UNITED STATES TREAS PRIN PMT 4.375%	08/27/2010	05/19/2011	14,857.00	17,791.00	-2,934.00
55000. UNITED STATES TREAS PRIN PMT 4.375%	08/27/2010	05/19/2011	14,857.00	17,791.00	-2,934.00 *
5000. UNITED STATES TREAS 02/15/10 4.625% DUE 02/15/4	07/19/2010	01/04/2011	5,171.00	5,567.00	-396.00
69000. UNITED STATES TREAS 02/15/10 4.625% DUE 02/15/4	07/08/2010	01/04/2011	71,361.00	76,428.00	-5,067.00
70000. UNITED STATES TREAS 06/30/10 0.625% DUE 06/30/1	04/14/2011	08/31/2011	70,298.00	70,230.00	68.00
15000. UNITED STATES TREAS 06/30/10 0.625% DUE 06/30/1	04/14/2011	09/02/2011	15,061.00	15,049.00	12.00
47000. UNITED STATES TREAS 08/16/10 2.625% DUE 08/15/2	10/06/2010	01/20/2011	44,007.00	47,933.00	-3,926.00
38000. UNITED STATES TREAS 08/16/10 2.625% DUE 08/15/2	10/06/2010	01/20/2011	35,586.00	38,754.00	-3,168.00
145000. UNITED STATES TREA 02/28/11 2.125% DUE 02/29/1	03/25/2011	08/19/2011	153,609.00	144,708.00	8,901.00
120000. UNITED STATES TREA 05/31/11 1.750% DUE 05/31/1	06/02/2011	10/12/2011	123,652.00	120,520.00	3,132.00
1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b					

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

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SCHEDULE D-1
(Form 1041)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust
CAPEWELL,I UW HTFD HOSP ETL#3-AE

Employer identification number
06-6066755

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 85000. UNITED STATES TREAS 08/31/11 1.000% DUE 08/31/1	09/26/2011	10/12/2011	84,416.00	85,471.00	-1,055.00
2899.76 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	01/20/2011	2,900.00	3,012.00	-112.00
2403.59 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	02/22/2011	2,404.00	2,497.00	-93.00
2248.04 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	03/21/2011	2,248.00	2,335.00	-87.00
2390.16 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	04/20/2011	2,390.00	2,483.00	-93.00
29773. WACHOVIA BK COML MT 2005-C22 COML MTG PASSTHRU	11/18/2010	10/05/2011	29,242.00	29,606.00	-364.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -38,335.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

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* INDICATES WASH SALE

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
CAPEWELL, I UW HTFD HOSP ETL#3-AE	06-6066755

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 172. AT&T INC	01/22/1996	06/22/2011	5,341.00	3,763.00	1,578.00
820. AIR PRODUCTS AND CHEM	06/23/2003	06/22/2011	76,312.00	34,137.00	42,175.00
21.45 BEAR STEARNS COML MT 2002-TOP8 CLASS A2 DTD 10/1	07/23/2008	10/17/2011	21.00	21.00	
2276.11 BEAR STEARNS COML 2002-TOP8 CLASS A2 DTD 10/1	07/23/2008	11/15/2011	2,276.00	2,212.00	64.00
830.22 BEAR STEARNS COML M 2002-TOP8 CLASS A2 DTD 10/1	07/23/2008	11/30/2011	830.00	807.00	23.00
17711.72 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	01/13/2011	17,712.00	17,756.00	-44.00
1587.61 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	01/31/2011	1,588.00	1,592.00	-4.00
3223.07 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	03/11/2011	3,223.00	3,231.00	-8.00
1618.31 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	03/31/2011	1,618.00	1,622.00	-4.00
1815.76 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	04/30/2011	1,816.00	1,820.00	-4.00
49570.59 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	05/31/2011	49,571.00	49,693.00	-122.00
1688.73 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	06/30/2011	1,689.00	1,693.00	-4.00
1504.56 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	08/12/2011	1,505.00	1,508.00	-3.00
1512.4 BEAR STEARNS COML M 2007-TOP28 PASSTHRU CTF CL	10/11/2007	08/31/2011	1,512.00	1,516.00	-4.00
1712.49 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	10/14/2011	1,712.00	1,717.00	-5.00
1529.22 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	11/14/2011	1,529.00	1,533.00	-4.00
1728.85 BEAR STEARNS COML 2007-TOP28 PASSTHRU CTF CL	10/11/2007	11/30/2011	1,729.00	1,733.00	-4.00
25000. BEAR STEARNS COML M 2007-TOP28 PASSTHRU CTF CL	01/23/2009	04/05/2011	27,387.00	18,821.00	8,566.00
185000. BERKSHIRE HATHAWAY UNSECD NT	02/04/2010	12/15/2011	185,770.00	185,000.00	770.00
306. BHP BILLITON LIMITED	03/17/2009	06/22/2011	27,746.00	12,639.00	15,107.00
3554.9 BMW VEH LEASE TR 20 BACKED NT CL A-3	05/10/2010	05/14/2011	3,555.00	3,607.00	-52.00
4135.82 BMW VEH LEASE TR 2 BACKED NT CL A-3	05/10/2010	06/14/2011	4,136.00	4,196.00	-60.00
3904.96 BMW VEH LEASE TR 2 BACKED NT CL A-3	05/10/2010	07/15/2011	3,905.00	3,962.00	-57.00
115000. BOEING CO SR NT	11/17/2009	03/25/2011	116,892.00	114,537.00	2,355.00
43643.174 SMALL CAP CTF	05/31/1990	06/17/2011	825,000.00	828,567.00	-3,567.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
CAPEWELL,I UW HTFD HOSP ETL#3-AE

Employer identification number
06-6066755

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
6a 21020.145 INTERNATIONAL EQ	09/30/2007	06/17/2011	425,000.00	551,954.00	-126,954.00
5486.92 CNH EQUIP TR 2010- BACKED NT CL A-3	11/10/2010	11/14/2011	5,487.00	5,487.00	
6815.69 CNH EQUIP TR 2010- BACKED NT CL A-3	11/10/2010	12/14/2011	6,816.00	6,815.00	1.00
50000. CVS CAREMARK CORP S	01/12/2010	03/25/2011	51,039.00	50,543.00	496.00
185000. CITIBANK CR CARD I 2004-C1 NT CL C1	09/28/2009	07/15/2011	185,000.00	176,885.00	8,115.00
33000. COBALT CMBS COML MT COML MTG PASSTHRU CTF CL A-	01/15/2010	01/27/2011	34,557.00	27,488.00	7,069.00
17000. COBALT CMBS COML MT COML MTG PASSTHRU CTF CL A-	01/15/2010	01/27/2011	17,802.00	14,121.00	3,681.00
2000. CONAGRA FOODS INC BD	04/19/2007	09/15/2011	2,000.00	2,114.00	-114.00
133.17 CREDIT SUISSE FIRST SECS CORP 2002-CKS4 PASSTHR	12/21/2009	03/17/2011	133.00	139.00	-6.00
4182.65 CREDIT SUISSE FIRS SECS CORP 2002-CKS4 PASSTHR	12/21/2009	04/15/2011	4,183.00	4,358.00	-175.00
2507.72 CREDIT SUISSE FIRS SECS CORP 2002-CKS4 PASSTHR	12/21/2009	04/30/2011	2,508.00	2,613.00	-105.00
3831.88 CREDIT SUISSE FIRS SECS CORP 2002-CKS4 PASSTHR	12/21/2009	05/31/2011	3,832.00	3,992.00	-160.00
486.2 CREDIT SUISSE FIRST SECS CORP 2002-CKS4 PASSTHR	12/21/2009	07/15/2011	486.00	507.00	-21.00
449.27 CREDIT SUISSE FIRST SECS CORP 2002-CKS4 PASSTHR	12/21/2009	08/17/2011	449.00	468.00	-19.00
2192.96 CREDIT SUISSE FIRS SECS CORP 2002-CKS4 PASSTHR	12/21/2009	09/16/2011	2,193.00	2,285.00	-92.00
1571.83 CREDIT SUISSE FIRS SECS CORP 2002-CKS4 PASSTHR	12/21/2009	10/17/2011	1,572.00	1,638.00	-66.00
7160.07 CREDIT SUISSE FIRS SECS CORP 2002-CKS4 PASSTHR	12/21/2009	11/18/2011	7,160.00	7,460.00	-300.00
13046.97 CREDIT SUISSE FIR MTG SECS CORP 2002-CKS4 PAS	12/21/2009	12/16/2011	13,047.00	13,593.00	-546.00
6415.78 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	08/08/2011	6,416.00	6,663.00	-247.00
6739.53 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	09/08/2011	6,740.00	7,000.00	-260.00
6123.08 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	10/07/2011	6,123.00	6,359.00	-236.00
5847.72 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	11/08/2011	5,848.00	6,073.00	-225.00
5263.97 DAIMLERCHRYSLER AU ASSET BACKED NT CL A-4A	07/16/2010	12/08/2011	5,264.00	5,467.00	-203.00
165000. DEERE JOHN CAP COR	05/14/2008	06/22/2011	175,629.00	164,649.00	10,980.00
386. DISNEY WALT CO	05/01/2002	06/22/2011	14,851.00	9,245.00	5,606.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

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CAPEWELL,I UW HTFD HOSP ETL#3-AE

Employer identification number
06-6066755

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 135000. DISNEY WALT CO GLO	12/17/2008	03/25/2011	146,443.00	133,685.00	12,758.00
4194. DISCOVER FINL SVCS C	12/10/2007	03/24/2011	99,689.00	72,529.00	27,160.00
23000. DOW CHEM CO NT	07/15/2009	03/23/2011	29,389.00	23,587.00	5,802.00
20000. ERP OPER LTD PARTNE	10/10/2006	06/22/2011	22,188.00	19,760.00	2,428.00
90000. ERP OPER LTD PARTNE	06/12/2006	06/22/2011	99,846.00	87,588.00	12,258.00
94. EATON VANCE CORP COM N	05/29/2009	06/22/2011	2,773.00	2,484.00	289.00
262. EATON VANCE CORP COM	05/29/2009	08/02/2011	6,793.00	6,924.00	-131.00
813. EATON VANCE CORP COM	05/29/2009	08/02/2011	20,918.00	21,485.00	-567.00
945. EATON VANCE CORP COM	05/29/2009	08/03/2011	23,981.00	24,973.00	-992.00
5. EATON VANCE CORP COM NO	05/29/2009	08/04/2011	121.00	132.00	-11.00
1507. EATON VANCE CORP COM	03/26/2009	08/04/2011	36,398.00	34,111.00	2,287.00
2268. EATON VANCE CORP COM	03/26/2009	08/05/2011	52,199.00	51,337.00	862.00
493. ENCANA CORP COM	12/15/2009	10/19/2011	9,977.00	15,070.00	-5,093.00
1223. ENCANA CORP COM	12/15/2009	10/19/2011	24,751.00	37,354.00	-12,603.00
808. ENCANA CORP COM	12/15/2009	10/20/2011	15,870.00	24,679.00	-8,809.00
700. ENCANA CORP COM	12/15/2009	10/20/2011	13,749.00	21,264.00	-7,515.00
1692. ENCANA CORP COM	12/15/2009	10/20/2011	33,234.00	51,382.00	-18,148.00
1949. ENCANA CORP COM	03/17/2009	10/20/2011	38,282.00	40,966.00	-2,684.00
2213. EXELON CORP COM	04/05/2007	03/04/2011	90,731.00	158,588.00	-67,857.00
16.58 FEDERAL NATL MTG ASS #E80870	08/17/2000	01/31/2011	17.00	17.00	
16.69 FEDERAL NATL MTG ASS #E80870	08/17/2000	02/28/2011	17.00	17.00	
16.98 FEDERAL NATL MTG ASS #E80870	08/17/2000	03/31/2011	17.00	17.00	
16.96 FEDERAL NATL MTG ASS #E80870	08/17/2000	04/30/2011	17.00	17.00	
17.07 FEDERAL NATL MTG ASS #E80870	08/17/2000	05/31/2011	17.00	17.00	
17.19 FEDERAL NATL MTG ASS #E80870	08/17/2000	06/30/2011	17.00	17.00	

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	**Employer identification number**
CAPEWELL,I UW HTFD HOSP ETL#3-AE	06-6066755

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
6a 17.3 FEDERAL NATL MTG ASSN #E80870	08/17/2000	07/31/2011	17.00	17.00	
17.42 FEDERAL NATL MTG ASS #E80870	08/17/2000	08/31/2011	17.00	17.00	
17.48 FEDERAL NATL MTG ASS #E80870	08/17/2000	09/30/2011	17.00	18.00	-1.00
17.7 FEDERAL NATL MTG ASSN #E80870	08/17/2000	10/31/2011	18.00	18.00	
17.77 FEDERAL NATL MTG ASS #E80870	08/17/2000	11/30/2011	18.00	18.00	
17.88 FEDERAL NATL MTG ASS #E80870	08/17/2000	12/31/2011	18.00	18.00	
115.07 FGLMC GOLD #E81076 8.00% DUE 7/1/2015	06/21/2000	01/31/2011	115.00	116.00	-1.00
199.5 FGLMC GOLD #E81076 D 8.00% DUE 7/1/2015	06/21/2000	02/28/2011	200.00	201.00	-1.00
168.6 FGLMC GOLD #E81076 D 8.00% DUE 7/1/2015	06/21/2000	03/31/2011	169.00	170.00	-1.00
148.22 FGLMC GOLD #E81076 8.00% DUE 7/1/2015	06/21/2000	04/30/2011	148.00	150.00	-2.00
118.03 FGLMC GOLD #E81076 8.00% DUE 7/1/2015	06/21/2000	05/31/2011	118.00	119.00	-1.00
147.33 FGLMC GOLD #E81076 8.00% DUE 7/1/2015	06/21/2000	06/30/2011	147.00	149.00	-2.00
122.7 FGLMC GOLD #E81076 D 8.00% DUE 7/1/2015	06/21/2000	07/31/2011	123.00	124.00	-1.00
208.48 FGLMC GOLD #E81076 8.00% DUE 7/1/2015	06/21/2000	08/31/2011	208.00	210.00	-2.00
207.62 FGLMC GOLD #E81076 8.00% DUE 7/1/2015	06/21/2000	09/30/2011	208.00	209.00	-1.00
111.45 FGLMC GOLD #E81076 8.00% DUE 7/1/2015	06/21/2000	10/31/2011	111.00	112.00	-1.00
111.65 FGLMC GOLD #E81076 8.00% DUE 7/1/2015	06/21/2000	11/30/2011	112.00	113.00	-1.00
118.47 FGLMC GOLD #E81076 8.00% DUE 7/1/2015	06/21/2000	12/31/2011	118.00	120.00	-2.00
1949.8 FEDERAL HOME LN MTG #1J1035	04/04/2008	01/31/2011	1,950.00	1,970.00	-20.00
130149.72 FEDERAL HOME LN POOL #1J1035	04/04/2008	02/10/2011	138,447.00	131,487.00	6,960.00
72.98 FEDERAL HOME LN MTG #E00881	08/17/2000	01/31/2011	73.00	74.00	-1.00
76.08 FEDERAL HOME LN MTG #E00881	08/17/2000	02/28/2011	76.00	77.00	-1.00
217.7 FEDERAL HOME LN MTG #E00881	08/17/2000	03/31/2011	218.00	221.00	-3.00
72.7 FEDERAL HOME LN MTG C #E00881	08/17/2000	04/30/2011	73.00	74.00	-1.00
71.88 FEDERAL HOME LN MTG #E00881	08/17/2000	05/31/2011	72.00	73.00	-1.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	**Employer identification number**
CAPEWELL,I UW HTFD HOSP ETL#3-AE	06-6066755

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f)** Gain or (loss) Subtract (e) from (d)
6a 73.39 FEDERAL HOME LN MTG #E00881	08/17/2000	06/30/2011	73.00	74.00	-1.00
75.07 FEDERAL HOME LN MTG #E00881	08/17/2000	07/31/2011	75.00	76.00	-1.00
74.45 FEDERAL HOME LN MTG #E00881	08/17/2000	08/31/2011	74.00	76.00	-2.00
75.36 FEDERAL HOME LN MTG #E00881	08/17/2000	09/30/2011	75.00	76.00	-1.00
74.76 FEDERAL HOME LN MTG #E00881	08/17/2000	10/31/2011	75.00	76.00	-1.00
78.68 FEDERAL HOME LN MTG #E00881	08/17/2000	11/30/2011	79.00	80.00	-1.00
73.76 FEDERAL HOME LN MTG #E00881	08/17/2000	12/31/2011	74.00	75.00	-1.00
14.03 FEDERAL NATL MTG ASS #517793	10/27/1999	01/31/2011	14.00	14.00	
942.32 FEDERAL NATL MTG AS #517793	10/27/1999	02/28/2011	942.00	936.00	6.00
12.91 FEDERAL NATL MTG ASS #517793	10/27/1999	03/31/2011	13.00	13.00	
12.99 FEDERAL NATL MTG ASS #517793	10/27/1999	04/30/2011	13.00	13.00	
13.06 FEDERAL NATL MTG ASS #517793	10/27/1999	05/31/2011	13.00	13.00	
13.14 FEDERAL NATL MTG ASS #517793	10/27/1999	06/30/2011	13.00	13.00	
13.22 FEDERAL NATL MTG ASS #517793	10/27/1999	07/31/2011	13.00	13.00	
13.3 FEDERAL NATL MTG ASSN #517793	10/27/1999	08/31/2011	13.00	13.00	
13.38 FEDERAL NATL MTG ASS #517793	10/27/1999	09/30/2011	13.00	13.00	
919.51 FEDERAL NATL MTG AS #517793	10/27/1999	10/31/2011	920.00	914.00	6.00
11.68 FEDERAL NATL MTG ASS #517793	10/27/1999	11/30/2011	12.00	12.00	
349.2 FEDERAL NATL MTG ASS #517793	10/27/1999	12/31/2011	349.00	347.00	2.00
7.14 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	01/31/2011	7.00	7.00	
7.19 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	02/28/2011	7.00	7.00	
7.24 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	03/31/2011	7.00	7.00	
14.36 FNMA POOL #534000 DT 8.00% DUE 4/1/2030	03/09/2000	04/30/2011	14.00	14.00	
7.39 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	05/31/2011	7.00	7.00	
7.44 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	06/30/2011	7.00	7.00	

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

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CAPEWELL,I UW HTFD HOSP ETL#3-AE

Employer identification number
06-6066755

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 7.49 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	07/31/2011	7.00	8.00	-1.00
7.54 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	08/31/2011	8.00	8.00	
14.67 FNMA POOL #534000 DT 8.00% DUE 4/1/2030	03/09/2000	09/30/2011	15.00	15.00	
7.7 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	10/31/2011	8.00	8.00	
7.75 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	11/30/2011	8.00	8.00	
7.81 FNMA POOL #534000 DTD 8.00% DUE 4/1/2030	03/09/2000	12/31/2011	8.00	8.00	
170.69 FNMA POOL #542353 D 7.50% DUE 7/1/2015	07/07/2000	01/31/2011	171.00	171.00	
171.95 FNMA POOL #542353 D 7.50% DUE 7/1/2015	07/07/2000	02/28/2011	172.00	172.00	
173.22 FNMA POOL #542353 D 7.50% DUE 7/1/2015	07/07/2000	03/31/2011	173.00	173.00	
174.5 FNMA POOL #542353 DT 7.50% DUE 7/1/2015	07/07/2000	04/30/2011	175.00	175.00	
175.79 FNMA POOL #542353 D 7.50% DUE 7/1/2015	07/07/2000	05/31/2011	176.00	176.00	
177.09 FNMA POOL #542353 D 7.50% DUE 7/1/2015	07/07/2000	06/30/2011	177.00	177.00	
178.4 FNMA POOL #542353 DT 7.50% DUE 7/1/2015	07/07/2000	07/31/2011	178.00	178.00	
179.72 FNMA POOL #542353 D 7.50% DUE 7/1/2015	07/07/2000	08/31/2011	180.00	180.00	
181.05 FNMA POOL #542353 D 7.50% DUE 7/1/2015	07/07/2000	09/30/2011	181.00	181.00	
182.39 FNMA POOL #542353 D 7.50% DUE 7/1/2015	07/07/2000	10/31/2011	182.00	182.00	
183.74 FNMA POOL #542353 D 7.50% DUE 7/1/2015	07/07/2000	11/30/2011	184.00	184.00	
185.1 FNMA POOL #542353 DT 7.50% DUE 7/1/2015	07/07/2000	12/31/2011	185.00	185.00	
4201.65 FEDERAL NATL MTG A #AH0943	12/07/2010	11/30/2011	4,202.00	4,202.00	
3041.53 FEDERAL NATL MTG A #AH0943	12/07/2010	12/31/2011	3,042.00	3,042.00	
120000. FEDERAL HOME LN MT 3217 CL PD	11/03/2006	07/11/2011	132,150.00	121,195.00	10,955.00
225000. FEDERAL NATL MTG A	08/25/2008	02/03/2011	255,343.00	240,206.00	15,137.00
100000. FEDERAL NATL MTG A	08/25/2008	06/15/2011	117,491.00	106,758.00	10,733.00
45000. FEDERAL NATL MTG AS	08/25/2008	08/22/2011	54,471.00	48,041.00	6,430.00
230000. FEDERAL NATL MTG A	07/16/2008	08/22/2011	278,408.00	241,095.00	37,313.00

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CAPEWELL,I UW HTFD HOSP ETL#3-AE

Employer identification number
06-6066755

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 5553.33 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	01/18/2011	5,553.00	5,760.00	-207.00
2859.71 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	01/31/2011	2,860.00	2,966.00	-106.00
5587.64 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	02/28/2011	5,588.00	5,796.00	-208.00
3779.96 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	03/31/2011	3,780.00	3,921.00	-141.00
4611.31 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	04/30/2011	4,611.00	4,783.00	-172.00
3459.12 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	05/31/2011	3,459.00	3,588.00	-129.00
3591.25 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	06/30/2011	3,591.00	3,725.00	-134.00
4450.95 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	07/31/2011	4,451.00	4,617.00	-166.00
3529.72 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	08/31/2011	3,530.00	3,661.00	-131.00
4526.12 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	09/30/2011	4,526.00	4,695.00	-169.00
3791.84 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	10/31/2011	3,792.00	3,933.00	-141.00
7776.36 FEDERAL HOME LN MT 3536 CL PC	10/20/2009	11/30/2011	7,776.00	8,066.00	-290.00
4212.42 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	01/18/2011	4,212.00	4,323.00	-111.00
3196.67 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	01/31/2011	3,197.00	3,280.00	-83.00
2391.69 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	02/28/2011	2,392.00	2,454.00	-62.00
1625.07 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	03/31/2011	1,625.00	1,668.00	-43.00
3170.71 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	04/30/2011	3,171.00	3,254.00	-83.00
2351.74 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	05/31/2011	2,352.00	2,413.00	-61.00
2201.2 FEDERAL HOME LN MTG 3565 CL XA	09/21/2009	06/30/2011	2,201.00	2,259.00	-58.00
3262.01 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	07/31/2011	3,262.00	3,347.00	-85.00
4332.53 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	08/31/2011	4,333.00	4,446.00	-113.00
3950.77 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	09/30/2011	3,951.00	4,054.00	-103.00
6123.41 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	10/31/2011	6,123.00	6,283.00	-160.00
3350.31 FEDERAL HOME LN MT 3565 CL XA	09/21/2009	11/30/2011	3,350.00	3,438.00	-88.00
5820.92 FEDERAL NATL MTG A #890200	02/25/2010	02/28/2011	5,821.00	6,228.00	-407.00

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CAPEWELL,I UW HTFD HOSP ETL#3-AE	06-6066755

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
6a 4985.92 FEDERAL NATL MTG A #890200	02/25/2010	03/31/2011	4,986.00	5,335.00	-349.00
5521.13 FEDERAL NATL MTG A #890200	02/25/2010	04/30/2011	5,521.00	5,908.00	-387.00
4746.87 FEDERAL NATL MTG A #890200	02/25/2010	05/31/2011	4,747.00	5,079.00	-332.00
3196.05 FEDERAL NATL MTG A #890200	02/25/2010	06/30/2011	3,196.00	3,420.00	-224.00
3347.86 FEDERAL NATL MTG A #890200	02/25/2010	07/31/2011	3,348.00	3,582.00	-234.00
2971.75 FEDERAL NATL MTG A #890200	02/25/2010	08/31/2011	2,972.00	3,180.00	-208.00
2852.47 FEDERAL NATL MTG A #890200	02/25/2010	09/30/2011	2,852.00	3,052.00	-200.00
6230.43 FEDERAL NATL MTG A #890200	02/25/2010	10/31/2011	6,230.00	6,667.00	-437.00
3977.26 FEDERAL NATL MTG A #890200	02/25/2010	11/30/2011	3,977.00	4,256.00	-279.00
3186.8 FEDERAL NATL MTG AS #890200	02/25/2010	12/31/2011	3,187.00	3,410.00	-223.00
1029.52 FEDERAL NATL MTG A #974781	04/04/2008	01/31/2011	1,030.00	1,042.00	-12.00
637.08 FEDERAL NATL MTG AS #974781	04/04/2008	02/28/2011	637.00	645.00	-8.00
3213.02 FEDERAL NATL MTG A #974781	04/04/2008	03/31/2011	3,213.00	3,253.00	-40.00
84195.11 FEDERAL NATL MTG #974781	04/04/2008	04/14/2011	89,885.00	85,251.00	4,634.00
3461. FEDERATED INVS INC P	04/05/2007	06/22/2011	84,443.00	128,680.00	-44,237.00
1730. FEDERATED INVS INC P	04/05/2007	07/22/2011	38,431.00	64,321.00	-25,890.00
1193. FEDERATED INVS INC P	02/09/2007	07/22/2011	26,502.00	42,127.00	-15,625.00
1077. FEDERATED INVS INC P	02/09/2007	07/22/2011	23,867.00	38,031.00	-14,164.00
1660. FIRSTENERGY CORP	11/15/2007	02/04/2011	65,669.00	111,919.00	-46,250.00
615. FIRSTENERGY CORP	01/11/2010	02/04/2011	24,329.00	28,593.00	-4,264.00
4045.06 FORD CR AUTO OWNER ASSET BKD NT CL A-3A	10/10/2007	01/18/2011	4,045.00	4,045.00	
579.91 FORD CR AUTO OWNER ASSET BKD NT CL A-3A	10/10/2007	02/15/2011	580.00	580.00	
7112.37 FRANKLIN AUTO TR A SER 2008-A CL A4A	06/06/2008	03/20/2011	7,112.00	7,112.00	
9872.14 FRANKLIN AUTO TR A SER 2008-A CL A4A	06/06/2008	04/20/2011	9,872.00	9,872.00	
8911.5 FRANKLIN AUTO TR AU SER 2008-A CL A4A	06/06/2008	05/20/2011	8,912.00	8,911.00	1.00

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CAPEWELL,I UW HTFD HOSP ETL#3-AE	06-6066755

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 8555.64 FRANKLIN AUTO TR A SER 2008-A CL A4A	06/06/2008	06/20/2011	8,556.00	8,555.00	1.00
8376.43 FRANKLIN AUTO TR A SER 2008-A CL A4A	06/06/2008	07/20/2011	8,376.00	8,376.00	
8293.46 FRANKLIN AUTO TR A SER 2008-A CL A4A	06/06/2008	08/22/2011	8,293.00	8,293.00	
8053.36 FRANKLIN AUTO TR A SER 2008-A CL A4A	06/06/2008	09/19/2011	8,053.00	8,053.00	
8017.26 FRANKLIN AUTO TR A SER 2008-A CL A4A	06/06/2008	10/19/2011	8,017.00	8,017.00	
7367.89 FRANKLIN AUTO TR A SER 2008-A CL A4A	06/06/2008	11/21/2011	7,368.00	7,368.00	
5439.95 FRANKLIN AUTO TR A SER 2008-A CL A4A	06/06/2008	12/20/2011	5,440.00	5,440.00	
533.586 FRONTIER COMMUNICA COM	05/15/2007	01/11/2011	5,001.00	5,798.00	-797.00
480.079 FRONTIER COMMUNICA COM	04/11/2007	01/11/2011	4,499.00	4,578.00	-79.00
1287.093 FRONTIER COMMUNIC COM	05/27/1997	01/11/2011	12,063.00	11,015.00	1,048.00
1464.242 FRONTIER COMMUNIC COM	01/19/1989	01/11/2011	13,723.00	4,867.00	8,856.00
3.44 GNMA POOL #433919 DTD 7.00% DUE 8/15/2028	06/30/1999	01/31/2011	3.00	3.00	
3.46 GNMA POOL #433919 DTD 7.00% DUE 8/15/2028	06/30/1999	02/28/2011	3.00	3.00	
3.49 GNMA POOL #433919 DTD 7.00% DUE 8/15/2028	06/30/1999	03/31/2011	3.00	3.00	
3.51 GNMA POOL #433919 DTD 7.00% DUE 8/15/2028	06/30/1999	04/30/2011	4.00	3.00	1.00
3.53 GNMA POOL #433919 DTD 7.00% DUE 8/15/2028	06/30/1999	05/31/2011	4.00	3.00	1.00
3.49 GNMA POOL #433919 DTD 7.00% DUE 8/15/2028	06/30/1999	06/30/2011	3.00	3.00	
3.6 GNMA POOL #433919 DTD DUE 8/15/2028	06/30/1999	07/31/2011	4.00	4.00	
3.6 GNMA POOL #433919 DTD DUE 8/15/2028	06/30/1999	08/31/2011	4.00	4.00	
3.55 GNMA POOL #433919 DTD 7.00% DUE 8/15/2028	06/30/1999	09/30/2011	4.00	3.00	1.00
3.57 GNMA POOL #433919 DTD 7.00% DUE 8/15/2028	06/30/1999	10/31/2011	4.00	4.00	
3.66 GNMA POOL #433919 DTD 7.00% DUE 8/15/2028	06/30/1999	11/30/2011	4.00	4.00	
3.62 GNMA POOL #433919 DTD 7.00% DUE 8/15/2028	06/30/1999	12/31/2011	4.00	4.00	
15.11 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	01/31/2011	15.00	15.00	
9.18 GNMA POOL #510962 DTD 7.00% DUE 5/15/2029	06/30/1999	02/28/2011	9.00	9.00	

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CAPEWELL,I UW HTFD HOSP ETL#3-AE	06-6066755

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
6a 13.09 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	03/31/2011	13.00	13.00	
11.25 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	04/30/2011	11.00	11.00	
9.36 GNMA POOL #510962 DTD 7.00% DUE 5/15/2029	06/30/1999	05/31/2011	9.00	9.00	
11.36 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	06/30/2011	11.00	11.00	
14.07 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	07/31/2011	14.00	14.00	
9.59 GNMA POOL #510962 DTD 7.00% DUE 5/15/2029	06/30/1999	08/31/2011	10.00	9.00	1.00
11.57 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	09/30/2011	12.00	11.00	1.00
11.66 GNMA POOL #510962 DT 7.00% DUE 5/15/2029	06/30/1999	10/31/2011	12.00	11.00	1.00
9.78 GNMA POOL #510962 DTD 7.00% DUE 5/15/2029	06/30/1999	11/30/2011	10.00	10.00	
9.83 GNMA POOL #510962 DTD 7.00% DUE 5/15/2029	06/30/1999	12/31/2011	10.00	10.00	
224.99 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	01/31/2011	225.00	232.00	-7.00
189.07 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	02/28/2011	189.00	195.00	-6.00
277.41 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	03/31/2011	277.00	286.00	-9.00
228.07 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	04/30/2011	228.00	235.00	-7.00
246.2 GNMA POOL #780921 DT 7.00% DUE 11/15/2013	12/18/1998	05/31/2011	246.00	253.00	-7.00
198.86 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	06/30/2011	199.00	205.00	-6.00
197.06 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	07/31/2011	197.00	203.00	-6.00
231.5 GNMA POOL #780921 DT 7.00% DUE 11/15/2013	12/18/1998	08/31/2011	232.00	238.00	-6.00
250.88 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	09/30/2011	251.00	258.00	-7.00
189.73 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	10/31/2011	190.00	195.00	-5.00
171.33 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	11/30/2011	171.00	176.00	-5.00
187.31 GNMA POOL #780921 D 7.00% DUE 11/15/2013	12/18/1998	12/31/2011	187.00	193.00	-6.00
6154. GENERAL ELEC CO	07/21/2005	12/01/2011	97,764.00	215,872.00	-118,108.00
4230. GENERAL ELEC CO	07/21/2005	12/01/2011	67,199.00	148,372.00	-81,173.00
1875. GENERAL ELEC CO	01/25/2006	12/01/2011	29,787.00	61,622.00	-31,835.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

60- 1

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
CAPEWELL,I UW HTFD HOSP ETL#3-AE	06-6066755

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 40000. GLAXOSMITHKLINE CAP	05/06/2008	04/04/2011	45,024.00	39,976.00	5,048.00
2033. HARRIS CORP DEL COM	11/03/1999	06/22/2011	91,158.00	19,934.00	71,224.00
13. HOME DEPOT INC	06/19/2007	06/22/2011	459.00	498.00	-39.00
11799.07 J P MORGAN CHASE SECS CORP 2005-LDP2 MTG PAS	06/10/2005	02/15/2011	11,799.00	11,857.00	-58.00
999.52 J P MORGAN CHASE CO CORP 2005-LDP2 MTG PASSTHRU	06/10/2005	04/15/2011	1,000.00	1,004.00	-4.00
1677.86 J P MORGAN CHASE C CORP 2005-LDP2 MTG PASSTHRU	06/10/2005	04/30/2011	1,678.00	1,686.00	-8.00
1465.03 J P MORGAN CHASE C CORP 2005-LDP2 MTG PASSTHRU	06/10/2005	05/31/2011	1,465.00	1,472.00	-7.00
382.94 J P MORGAN CHASE CO CORP 2005-LDP2 MTG PASSTHRU	06/10/2005	07/31/2011	383.00	385.00	-2.00
1393.41 J P MORGAN CHASE C CORP 2005-LDP2 MTG PASSTHRU	06/10/2005	08/31/2011	1,393.00	1,400.00	-7.00
1360.36 J P MORGAN CHASE C CORP 2005-LDP2 MTG PASSTHRU	06/10/2005	09/30/2011	1,360.00	1,367.00	-7.00
4578.52 J P MORGAN CHASE C CORP 2005-LDP2 MTG PASSTHRU	06/10/2005	10/31/2011	4,579.00	4,601.00	-22.00
150.21 J P MORGAN CHASE CO CORP 2005-LDP2 MTG PASSTHRU	06/10/2005	11/30/2011	150.00	151.00	-1.00
.68 J P MORGAN CHASE COML 2006-CB15 MTG PASSTHRU CL A	02/23/2010	03/31/2011	1.00	1.00	
2778.64 J P MORGAN CHASE C TR 2006-CB15 MTG PASSTHRU C	02/23/2010	04/30/2011	2,779.00	2,918.00	-139.00
2457.25 J P MORGAN CHASE C TR 2006-CB15 MTG PASSTHRU C	02/23/2010	05/31/2011	2,457.00	2,580.00	-123.00
2999.76 J P MORGAN CHASE C TR 2006-CB15 MTG PASSTHRU C	02/23/2010	06/30/2011	3,000.00	3,150.00	-150.00
2635.46 J P MORGAN CHASE C TR 2006-CB15 MTG PASSTHRU C	02/23/2010	08/12/2011	2,635.00	2,767.00	-132.00
2649.34 J P MORGAN CHASE C TR 2006-CB15 MTG PASSTHRU C	02/23/2010	09/12/2011	2,649.00	2,782.00	-133.00
2929.51 J P MORGAN CHASE C TR 2006-CB15 MTG PASSTHRU C	02/23/2010	09/30/2011	2,930.00	3,076.00	-146.00
2589.93 J P MORGAN CHASE C TR 2006-CB15 MTG PASSTHRU C	02/23/2010	11/14/2011	2,590.00	2,719.00	-129.00
2953.79 J P MORGAN CHASE C TR 2006-CB15 MTG PASSTHRU C	02/23/2010	11/30/2011	2,954.00	3,101.00	-147.00
85000. LB-UBS CMBS TR 2007	03/24/2010	09/26/2011	89,662.00	85,402.00	4,260.00
215000. MARTIN MARIETTA MA 3/30/2001 6.875% DUE 4/1/20	03/27/2001	04/01/2011	215,000.00	214,753.00	247.00
500. MCDONALDS CORP	04/11/2007	06/22/2011	41,412.00	23,314.00	18,098.00
1775. MCDONALDS CORP	04/05/2007	06/22/2011	147,012.00	81,054.00	65,958.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

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CAPEWELL,I UW HTFD HOSP ETL#3-AE

Employer identification number
06-6066755

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
6a 111. MCDONALDS CORP	02/27/2007	06/22/2011	9,193.00	4,978.00	4,215.00
44. MCGRAW HILL INCORPORAT	01/24/2007	06/22/2011	1,792.00	3,012.00	-1,220.00
160000. MERRILL LYNCH MTG COML MTG PASSTHRU CTF CL A-	07/14/2008	01/27/2011	172,438.00	155,650.00	16,788.00
5000. METLIFE INC SR UNSEC	05/26/2009	06/22/2011	5,863.00	5,021.00	842.00
5000. METLIFE INC SR UNSEC	05/26/2009	06/22/2011	5,863.00	5,019.00	844.00
5000. METLIFE INC SR UNSEC	05/26/2009	06/22/2011	5,863.00	5,010.00	853.00
30000. METLIFE INC SR UNSE	05/26/2009	06/22/2011	35,179.00	29,947.00	5,232.00
5000. METLIFE INC SR UNSEC	05/27/2009	06/22/2011	5,863.00	4,989.00	874.00
1278.43 MORGAN STANLEY SER CL A2 DTD 6/1/2002 5.98% DU	09/05/2008	01/18/2011	1,278.00	1,294.00	-16.00
182.63 MORGAN STANLEY SER A2 DTD 6/1/2002 5.98% DUE	09/05/2008	02/15/2011	183.00	185.00	-2.00
236.83 MORGAN STANLEY SER A2 DTD 6/1/2002 5.98% DUE	09/05/2008	02/28/2011	237.00	240.00	-3.00
298.47 MORGAN STANLEY SER A2 DTD 6/1/2002 5.98% DUE	09/05/2008	03/31/2011	298.00	302.00	-4.00
545.81 MORGAN STANLEY SER A2 DTD 6/1/2002 5.98% DUE	09/05/2008	05/16/2011	546.00	552.00	-6.00
186.39 MORGAN STANLEY SER A2 DTD 6/1/2002 5.98% DUE	09/05/2008	06/15/2011	186.00	189.00	-3.00
204.98 MORGAN STANLEY SER A2 DTD 6/1/2002 5.98% DUE	09/05/2008	06/30/2011	205.00	207.00	-2.00
3060.82 MORGAN STANLEY SER CL A2 DTD 6/1/2002 5.98% DU	09/05/2008	08/15/2011	3,061.00	3,097.00	-36.00
2367.97 MORGAN STANLEY SER CL A2 DTD 6/1/2002 5.98% DU	09/05/2008	08/31/2011	2,368.00	2,396.00	-28.00
5373.05 MORGAN STANLEY SER CL A2 DTD 6/1/2002 5.98% DU	09/05/2008	09/30/2011	5,373.00	5,437.00	-64.00
8980.21 MORGAN STANLEY SER CL A2 DTD 6/1/2002 5.98% DU	09/05/2008	10/31/2011	8,980.00	9,087.00	-107.00
12916.33 MORGAN STANLEY SE CL A2 DTD 6/1/2002 5.98% DU	09/05/2008	11/30/2011	12,916.00	13,070.00	-154.00
50000. MORGAN STANLEY SR U	05/08/2009	07/20/2011	56,911.00	50,960.00	5,951.00
30000. MORGAN STANLEY SR U	05/08/2009	07/20/2011	34,147.00	30,549.00	3,598.00
45000. MORGAN STANLEY SR U	05/08/2009	07/20/2011	51,220.00	45,765.00	5,455.00
1051. MURPHY OIL CORP COM	03/26/2009	12/05/2011	58,164.00	52,602.00	5,562.00
647. MURPHY OIL CORP COM	03/26/2009	12/06/2011	35,526.00	32,382.00	3,144.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

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CAPEWELL,I UW HTFD HOSP ETL#3-AE

Employer identification number

06-6066755

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 29000. NATIONAL RURAL UTIL CORP MTN SER C	02/28/2002	08/19/2011	30,068.00	28,992.00	1,076.00
29000. NATIONAL RURAL UTIL CORP MTN SER C	02/28/2002	10/21/2011	29,726.00	28,994.00	732.00
175000. NORTHERN TR CO MED BK NTS	02/28/2001	03/07/2011	175,000.00	174,486.00	514.00
65000. NUCOR CORP NT	05/28/2008	04/04/2011	73,841.00	65,073.00	8,768.00
402. OCCIDENTAL PETROLEUM	09/14/2007	12/05/2011	39,430.00	24,770.00	14,660.00
90000. ONTARIO PROV CDA US CANADA	08/18/2010	08/22/2011	105,368.00	103,975.00	1,393.00
34. PEPSICO INCORPORATED	06/15/1993	06/22/2011	2,347.00	561.00	1,786.00
2200. PEPSICO INCORPORATED	06/15/1993	07/28/2011	141,046.00	36,283.00	104,763.00
35000. PEPSICO INC SR NT	02/02/2010	06/22/2011	37,652.00	35,186.00	2,466.00
80000. PEPSICO INC SR NT	02/02/2010	06/22/2011	86,062.00	80,367.00	5,695.00
105000. PETROBAS INTL FIN CAYMAN ISLANDS	10/31/2007	08/04/2011	117,705.00	104,179.00	13,526.00
90000. QUEBEC PROV CDA BD	06/30/2008	08/22/2011	104,893.00	88,730.00	16,163.00
1154. REYNOLDS AMERICAN IN	11/15/2007	06/22/2011	43,502.00	36,441.00	7,061.00
1500. REYNOLDS AMERICAN IN	11/15/2007	07/22/2011	55,115.00	47,367.00	7,748.00
4472. S&P DEPOSITARY RECEI	05/29/2009	06/22/2011	579,135.00	407,329.00	171,806.00
600. S&P DEPOSITARY RECEIP	05/29/2009	07/22/2011	80,674.00	54,651.00	26,023.00
283. SCHLUMBERGER LIMITED	01/07/2010	06/22/2011	23,875.00	12,183.00	11,692.00
375. SMUCKER J M CO COM NE	03/26/2009	11/29/2011	27,834.00	13,636.00	14,198.00
20. SMUCKER J M CO COM NEW	03/26/2009	11/29/2011	1,485.00	727.00	758.00
38. SMUCKER J M CO COM NEW	03/26/2009	11/30/2011	2,871.00	1,382.00	1,489.00
602. SMUCKER J M CO COM NE	03/26/2009	11/30/2011	45,469.00	21,891.00	23,578.00
645. SMUCKER J M CO COM NE	03/26/2009	12/01/2011	48,752.00	23,455.00	25,297.00
193. SMUCKER J M CO COM NE	03/26/2009	12/01/2011	14,508.00	7,018.00	7,490.00
811. SOUTHERN CO	03/19/2004	06/22/2011	32,200.00	24,706.00	7,494.00
2200. SOUTHERN CO	02/03/2004	06/22/2011	87,349.00	65,041.00	22,308.00

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Employer identification number
06-6066755

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 3342. STAPLES INCORPORATED	10/08/2008	06/09/2011	50,563.00	61,759.00	-11,196.00
1630. STAPLES INCORPORATED	12/08/2008	06/09/2011	24,661.00	29,844.00	-5,183.00
135000. TELEFONICA EMISION NT SPAIN	06/09/2006	06/20/2011	135,000.00	135,000.00	
39.333 TIME WARNER INC NEW	02/03/2004	06/22/2011	1,403.00	1,421.00	-18.00
15.667 TIME WARNER INC NEW	03/19/2004	06/22/2011	559.00	560.00	-1.00
15000. TYCO INTL LTD / TYC A NT BERMUDA	09/14/2009	06/22/2011	17,779.00	16,461.00	1,318.00
10000. TYCO INTL LTD / TYC A NT BERMUDA	09/24/2009	06/22/2011	11,853.00	10,817.00	1,036.00
5000. TYCO INTL LTD / TYCO A NT BERMUDA	08/28/2009	06/22/2011	5,926.00	5,330.00	596.00
5000. TYCO INTL LTD / TYCO A NT BERMUDA	08/17/2009	06/22/2011	5,926.00	5,308.00	618.00
5000. TYCO INTL LTD / TYCO A NT BERMUDA	08/18/2009	06/22/2011	5,926.00	5,291.00	635.00
100000. U S BK NATL ASSN M MN MEDIUM TERM SUB BK NT	07/19/2001	08/01/2011	100,000.00	100,000.00	
97000. UNITED STATES TREAS PRIN PMT 4.375%	04/19/2010	05/19/2011	26,202.00	24,783.00	1,419.00
363000. UNITED STATES TREA STRIPPED PRIN PMT 4.375%	04/23/2010	05/19/2011	98,054.00	91,366.00	6,688.00
65000. UNITED STATES TREAS PRIN PMT 4.375%	03/26/2010	05/19/2011	17,558.00	15,970.00	1,588.00
50000. UNITED STATES TREAS 02/15/10 4.625% DUE 02/15/4	07/08/2010	11/08/2011	64,365.00	55,383.00	8,982.00
125060. UNITED STATES TREA	01/23/2009	06/29/2011	130,551.00	127,798.00	2,753.00
35000. UNITED STATES TREAS 06/30/10 0.625% DUE 06/30/1	07/08/2010	09/02/2011	35,142.00	35,000.00	142.00
100000. UNITED STATES TREA 06/30/10 0.625% DUE 06/30/1	07/08/2010	09/30/2011	100,352.00	100,000.00	352.00
75000. UNITED STATES TREAS 06/30/10 0.625% DUE 06/30/1	07/08/2010	10/03/2011	75,261.00	75,000.00	261.00
50000. UNITED STATES TREAS 06/30/10 0.625% DUE 06/30/1	07/08/2010	12/09/2011	50,156.00	50,000.00	156.00
425000. UNITED STATES TREA 06/30/10 0.625% DUE 06/30/1	07/08/2010	12/30/2011	426,179.00	425,000.00	1,179.00
95000. UNITED STATES TREAS 08/16/10 2.625% DUE 08/15/2	10/06/2010	12/02/2011	101,153.00	96,886.00	4,267.00
65000. UNITED TECHNOLOGIES	04/18/2008	03/25/2011	72,954.00	66,412.00	6,542.00
326. UNUMPROVIDENT CORP	01/18/2006	06/22/2011	8,200.00	7,449.00	751.00
87. VERIZON COMMUNICATIONS	05/15/2007	06/22/2011	3,131.00	3,449.00	-318.00

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CAPEWELL,I UW HTFD HOSP ETL#3-AE	06-6066755

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2752.62 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	05/19/2011	2,753.00	2,860.00	-107.00
2278.48 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	06/20/2011	2,278.00	2,367.00	-89.00
2097.3 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	07/20/2011	2,097.00	2,179.00	-82.00
2678.22 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	08/22/2011	2,678.00	2,782.00	-104.00
1932.41 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	09/20/2011	1,932.00	2,008.00	-76.00
2280.51 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	10/20/2011	2,281.00	2,369.00	-88.00
1662.81 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	11/21/2011	1,663.00	1,727.00	-64.00
909.26 VOLKSWAGEN AUTO LN SER 2008-2 CL A3A	05/07/2010	12/20/2011	909.00	945.00	-36.00
40000. WACHOVIA CAP TR I B @100 STEP UP 3/11	09/11/2006	03/15/2011	40,020.00	39,890.00	130.00
30000. WACHOVIA CAP TR I B @100 STEP UP 3/11	09/12/2006	03/15/2011	30,015.00	29,910.00	105.00
116. WAL-MART STORES INCOR	06/01/2007	06/22/2011	6,167.00	5,750.00	417.00
7322. WINDSTREAM CORP COM	11/15/2007	06/22/2011	96,978.00	97,982.00	-1,004.00
513. ACE LTD COM	05/23/2002	06/22/2011	33,414.00	17,489.00	15,925.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 376,769.00

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2011

BankofAmerica

Cusip	Asset	Units	Basis	Market Value
H8817H100	TRANSOCEAN LTD	3015.000	251,168.70	115,745.85
H0023R105	ACE LTD	3600.000	122,731.56	252,432.00
G1151C101	ACCENTURE PLC	5000.000	230,568.96	266,150.00
984121CA9	XEROX CORP	120000.000	134,845.20	131,085.60
949746QU8	WELLS FARGO & CO	50000.000	50,461.22	52,250.00
949746CR0	WELLS FARGO & CO NEW	145000.000	135,619.95	155,154.35
949746101	WELLS FARGO & CO	8750.000	147,466.89	241,150.00
947075AD9	WEATHERFORD INTL LTD	85000.000	75,834.80	94,574.40
94106L109	WASTE MGMT INC DEL	6230 000	114,794.60	203,783.30
931142103	WAL-MART STORES INC	3800.000	188,363.34	227,088.00
92978AAA0	WACHOVIA CAP TR I	70000.000	69,800.10	58,625.00
92977QAD0	WACHOVIA BK COML MTG TR SER	45000.000	40,710.94	49,792.50
92976BBQ4	WACHOVIA BK COML MTG TR 2005-C22	70227.000	69,831.97	71,492.49
92976BBN1	WACHOVIA BK COML MTG TR	60000.000	65,718.75	66,022.80
9297664Q3	WACHOVIA BK COML MTG TR	105000.000	108,379.69	115,114.65
92343VAG9	VERIZON COMMUNICATIONS INC	60000.000	59,161.05	69,466.20
92343V104	VERIZON COMMUNICATIONS INC	15600.000	400,969.28	625,872.00
922042858	VANGUARD MSCI EMERGING MKTS	38080.000	1,726,488.81	1,455,036.80
91911TAG8	VALE OVERSEAS LTD	125000.000	131,480.00	140,865.00
917542QR6	UTAH ST	130000.000	131,569.10	149,363.50
91529YAG1	UNUM GROUP	90000.000	95,308.20	102,699.90
91529Y106	UNUM GROUP	14500.000	293,670.34	305,515.00
913017109	UNITED TECHNOLOGIES CORP	4085.000	43,114.62	298,572.65
912828RC6	UNITED STATES TREAS NT	175000.000	173,578.13	179,485.25
912828QR4	UNITED STATES TREAS NT	105000.000	106,866.21	108,584.70
912828QN3	UNITED STATES TREAS NT	125000.000	127,207.03	139,570.00
912828QJ2	UNITED STATES TREAS NT	215000.000	214,529.69	228,102.10
912828PC8	UNITED STATES TREAS BD	550000.000	531,157.81	592,108.00
912828NU0	UNITED STATES TREAS NT	200000.000	199,039.06	201,664.00
912828NT3	UNITED STATES TREAS NT	966000.000	971,525.60	1,041,850.32
912828NS5	UNITED STATES TREAS NT	425000.000	425,000.00	426,177.25
912828HN3	UNITED STATES TREAS NT	167533.300	148,059.40	190,778.55
912828CP3	UNITED STATES TREAS NT	246260.350	268,804.30	265,325.83
912810QE1	UNITED STATES TREAS BD	226000.000	249,957.22	304,817.50

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912803DJ9	UNITED STATES TREAS BD	258000.000	71,918 09	111,223.80
912803CH4	UNITED STATES TREAS BD	975000.000	460,838.56	589,446.00
902973304	US BANCORP DEL	12976.000	432,266.89	351,000.80
9021EQAD6	TYCO INTL LTD / TYCO INTL FIN	90000.000	95,204.90	111,663.90
89352HAC3	TRANSCANADA PIPELINES LTD JR SUB	100000.000	99,821.00	100,337.00
88732JAU2	TIME WARNER CABLE INC	100000.000	107,093.00	118,172.00
887317303	TIME WARNER INC	8000.000	221,180.82	289,120.00
887315BM0	TIME WARNER COMPANIES	15000.000	14,323.35	18,117.15
882508104	TEXAS INSTRS INC	4125.000	99,443.81	120,078.75
87927VAR9	TELECOM ITALIA CAP	110000.000	108,306.00	90,854.50
87612E106	TARGET CORP	4960.000	255,059.81	254,051.20
872540109	TJX COS INC NEW	2600.000	76,665.42	167,830.00
842587107	SOUTHERN CO	3000.000	88,692.00	138,870.00
835495102	SONOCO PRODS CO	4258.000	103,800.67	140,343.68
828807CG0	SIMON PPTY GROUP L P	95000.000	96,647.30	99,338.65
824348106	SHERWIN WILLIAMS CO	5090.000	140,394.29	454,384.30
816851AN9	SEMPRA ENERGY	125000.000	126,387.50	145,812.50
816851109	SEMPRA ENERGY	3375.000	170,692.87	185,625.00
806857108	SCHLUMBERGER LTD	3200.000	137,745.15	218,592.00
786514BU2	SAFEWAY INC	95000.000	96,300.34	97,314.20
78462F103	SPDR S&P 500 ETF TR	2800.000	255,036.04	351,400.00
780259206	ROYAL DUTCH SHELL PLC	3229.000	172,831.02	236,007.61
774341AB7	ROCKWELL COLLINS INC DEL	45000.000	45,852.75	52,362.00
76116FAG2	RESOLUTION FDG CORP FED BOOK	625000.000	471,870.36	510,268.75
7591EPAF7	REGIONS FINL CORP	100000.000	99,433.70	100,500.00
755111507	RAYTHEON CO	3955.000	181,846.79	191,342.90
749685103	RPM INTL INC	4784.000	72,905 29	117,447.20
74460D109	PUBLIC STORAGE INC	940.000	107,272.33	126,392.40
744573106	PUBLIC SVC ENTERPRISE GROUP	3668.000	156,665.60	121,080.68
74432QBG9	PRUDENTIAL FINL INC	80000.000	79,997.60	94,564.80
74432QBC8	PRUDENTIAL FINL INC	60000.000	59,613.60	66,730.20
742718109	PROCTER & GAMBLE CO	5272.000	244,185.19	351,695.12
74254PYE6	PRINCIPAL LIFE INCOME FUNDINGS	145000.000	132,675.00	152,131.10
74144T108	PRICE T ROWE GROUP INC	1551.000	54,954.41	88,329.45

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72650RAR3	PLAINS ALL AMERN PIPELINE L P /	80000.000	78,443.20	95,324.80
718172109	PHILIP MORRIS INTL INC	6131.000	231,857.75	481,160.88
717081103	PFIZER INC	28350.000	586,916.55	613,494.00
707887105	PENN WEST PETE LTD	4710.000	117,115.33	93,258.00
701094104	PARKER HANNIFIN CORP	2372.000	84,965.28	180,865.00
694308GE1	PACIFIC GAS & ELEC CO	90000.000	87,081.60	111,405.60
693475105	PNC FINL SVCS GROUP INC	3725.000	228,703.66	214,820.75
69331C108	PG&E CORP	2081.000	99,938.93	85,778.82
68389XAG0	ORACLE CORP	75000.000	76,035.75	88,425.00
683078FY0	ONTARIO HYDRO	120000 000	134,498.40	129,483.60
68268NAD5	ONEOK PARTNERS L P	90000.000	92,024.10	109,274.40
68233DAL1	ONCOR ELEC DELIVERY CO	100000.000	111,346.00	114,268.00
674599105	OCCIDENTAL PETE CORP DEL	2780.000	169,264.05	260,486.00
670346105	NUCOR CORP	4850.000	208,654.52	191,914.50
665859104	NORTHERN TR CORP	4265.000	204,755.77	169,149.90
655844108	NORFOLK SOUTHERN CORP	1759.000	57,418.60	128,160.74
655664100	NORDSTROM INC	3275.000	95,320.51	162,800.25
65339F101	NEXTERA ENERGY INC	2168.000	129,297.02	131,987.84
65334HAE2	NEXEN INC	95000.000	87,748.65	96,942.75
652482BC3	NEWS AMER INC	85000.000	71,995.85	92,557.35
646139X83	NEW JERSEY ST TPK AUTH TPK REV	95000.000	97,249.60	130,060.70
637432CU7	NATIONAL RURAL UTILS COOP FIN	117000.000	116,535.51	118,229.67
636180101	NATIONAL FUEL GAS CO N J	3008.000	90,603.37	167,184.64
635405AQ6	NATIONAL CITY CORP	55000.000	46,131.25	59,434.65
635405AM5	NATIONAL CITY CORP	75000.000	68,250.00	84,290.25
61751NAF9	MORGAN STANLEY CAP TR I 2007-	95000.000	100,996.88	103,921.45
61746WPF1	MORGAN STANLEY SER 2002-TOP7 CL	41187.540	41,676.65	41,487.39
61746WD49	MORGAN STANLEY DEAN WITTER CAP	235000.000	241,985.94	241,831.45
617453AT2	MORGAN STANLEY CAP I TR 2006-IQ-	65000.000	68,189.06	71,771.70
59562VAM9	MIDAMERICAN ENERGY HLDGS CO	75000.000	73,175.25	89,576.25
594918104	MICROSOFT CORP	19350.000	414,550.81	502,326.00
59259YDC0	METROPOLITAN TRANSN AUTH N Y R	100000 000	100,884.00	122,777.00
59156RAT5	METLIFE INC	80000.000	80,280.00	100,316.00
59156R108	METLIFE INC	5045.000	287,807.75	157,303.10

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59022CAJ2	MERRILL LYNCH & CO INC	100000.000	100,000.00	77,094.00
58933Y105	MERCK & CO INC	6285.000	32,765.82	236,944.50
580645109	MCGRAW HILL COS INC	2350.000	160,855.39	105,679.50
58013MEG5	MCDONALDS CORP	75000.000	76,236.00	88,995.75
580135101	MCDONALDS CORP	8400.000	278,840.85	842,772.00
577081102	MATTEL INC	4375.000	110,495.32	121,450.00
549271AE4	LUBRIZOL CORP	120000.000	111,517.20	133,659.60
539473AG3	LLOYDS TSB BK PLC	115000.000	114,557.25	112,076.70
535678106	LINEAR TECHNOLOGY CORP	3557.000	124,641.04	106,816.71
534187AX7	LINCOLN NATL CORP IND	60000.000	60,816.30	72,981.60
532716107	LIMITED BRANDS INC	3320.000	121,088.70	133,962.00
53117CAH5	LIBERTY PPTY LTD PARTNERSHIP	150000.000	155,089.50	159,870.00
52109RBM2	LB-UBS CMBS TR	35000.000	35,165.43	38,388.35
52108HXM1	LB-UBS COML MTG TR SER 2003-C8	100000.000	105,156.25	105,120.00
501044CM1	KROGER CO	90000.000	91,816.20	96,746.40
501044BZ3	KROGER CO	55000.000	58,125.10	71,747.50
50075NAZ7	KRAFT FOODS INC	25000.000	24,759.00	32,523.50
50075NAS3	KRAFT FOODS INC	90000.000	90,989.00	107,061.30
49456B101	KINDER MORGAN INC DEL	8000.000	226,179.08	257,360.00
494550BF2	KINDER MORGAN ENERGY PARTNERS	90000.000	95,926.50	100,818.90
494368103	KIMBERLY CLARK CORP	4184.000	187,168.14	307,775.04
49326EEB5	KEYCORP SR	85000.000	77,884.10	89,929.15
491189FC5	KENTUCKY ASSET / LIABILITY COM	165000.000	165,000.00	169,222.35
481227AA4	JPMORGAN CHASE CAP XVIII	40000.000	40,246.15	40,150.00
478160104	JOHNSON & JOHNSON	7205.000	298,286.43	472,503.90
46630VAD4	J P MORGAN CHASE COML MTG SECS	95000.000	98,373.24	102,784.30
46627QBB3	J P MORGAN CHASE COML MTG SEC	144005.640	151,205.92	152,892.23
46625YUC5	J P MORGAN CHASE COML MTG SECS	75000.000	77,501.95	78,901.50
46625YNB5	J P MORGAN CHASE COML MTG SECS	226193.080	227,312.55	227,916.67
46625HBV1	JPMORGAN CHASE & CO	165000.000	180,714.60	173,959.50
46625H100	J P MORGAN CHASE & CO	9488.000	173,749.14	315,476.00
459506101	INTERNATIONAL FLAVORS&FRAGRANC	2672.000	82,864.55	140,066.24
459200GN5	INTERNATIONAL BUSINESS MACHS	145000.000	145,891.75	159,906.00
459200101	INTERNATIONAL BUSINESS MACHS	5337.000	81,596.06	981,367.56

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458140100	INTEL CORP	21225 000	429,534.62	514,706.25
45687AAE2	INGERSOLL-RAND GLOBAL HLDG CO	90000 000	105,172.30	104,613.30
452308109	ILLINOIS TOOL WKS INC	2200 000	114,186.82	102,762.00
4521518T3	ILLINOIS ST	80000.000	80,000.00	81,345.60
446150AG9	HUNTINGTON BANKSHARES INC	90000.000	90,727.50	101,999.70
438516106	HONEYWELL INTL INC	2525.000	71,702.52	137,233.75
437076102	HOME DEPOT INC	8300.000	274,260 49	348,932.00
428236BV4	HEWLETT PACKARD CO	95000.000	96,295.80	100,232.60
423074103	HEINZ H J CO	4762.000	223,854.44	257,338.48
421915EG0	HEALTH CARE PPTY INVS INC	115000.000	114,876.55	126,175.70
413875105	HARRIS CORP DEL	2000.000	19,610.62	72,080.00
411511306	HARBOR INTERNATIONAL FUND	28637.857	1,700,000.00	1,502,055.60
396789JU4	GREENWICH CAP COML FDG CORP	90000.000	95,639.06	96,663.60
38143UAB7	GOLDMAN SACHS GROUP INC	105000.000	104,602.05	106,998.15
377372AD9	GLAXOSMITHKLINE CAP INC	55000.000	54,966.45	66,198.55
37733W105	GLAXOSMITHKLINE PLC	5000.000	220,704.79	228,150.00
370334104	GENERAL MLS INC	3454.000	98,316.58	139,576.14
36962G4B7	GENERAL ELEC CAP CORP	75000.000	67,684.50	89,852.25
369604103	GENERAL ELEC CO	14100.000	87,684.50	252,531.00
362332AE8	GS MTG SECS TR	135000.000	133,439.06	148,216.50
36225BAW8	GNMA POOL #780921 DTD 11/1/98	2564.940	2,640.29	2,682.67
36211ETT5	GNMA POOL #510962 DTD 5/15/99	3239.270	3,182.84	3,781.52
36207KAU4	GNMA POOL #433919 DTD 8/1/98	1226.490	1,205.11	1,429.02
36159JBM2	GE CAP CR CARD MASTER NT TR	150000.000	155,994.14	152,362.50
34529QAC7	FORD CR AUTO LEASE TR 2011-A	175000.000	174,994.31	174,933.50
316773CK4	FIFTH THIRD BANCORP	175000.000	175,142.44	177,553.25
316773209	FIFTH THIRD BANCORP	800.000	119,071.17	113,664.00
31417AEM7	FEDERAL NATL MTG ASSN	207370.090	209,378.99	213,456.40
31416X5E6	FEDERAL NATL MTG ASSN	155512.140	166,543.78	165,617.32
31410K7M0	FEDERAL NATL MTG ASSN	152033.780	162,676.16	170,188.13
31398EZN7	FEDERAL HOME LN MTG CORP	104937.930	107,680.25	108,289.65
31398CTX6	FEDERAL HOME LN MTG CORP	136817.710	141,916.29	145,636.98
31398ADM1	FEDERAL NATL MTG ASSN	100000.000	104,824.00	120,823.00
3138AEJG9	FEDERAL NATL MTG ASSN	301313.580	322,546.77	320,892.94

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3138A2BM0	FEDERAL NATL MTG ASSN	627493.910	627,493.91	663,392.84
31385EQE2	FNMA POOL #542353 DTD 7/1/2000	9330.300	9,334.67	9,506.83
31384UGH1	FNMA POOL #534000 DTD 4/1/2000	3137.640	3,144.53	3,786.13
31384AGA0	FEDERAL NATL MTG ASSN	4163.400	4,137.39	4,964.23
3132GEPB0	FEDERAL HOME LN MTG CORP	41621.280	44,518.52	44,118.97
3132GDA93	FEDERAL HOME LN MTG CORP	87568.980	93,664.61	92,823.99
31294J6S2	FEDERAL HOME LN MTG CORP	3190.960	3,235.84	3,452.36
3128GHFR7	FGLMC GOLD #E81076 DTD 7/1/2000	4968.180	5,011.64	5,366.68
3128GG6F5	FEDERAL NATL MTG ASSN	837.270	838.55	839.71
302570BD7	FPL GROUP CAP INC	120000.000	122,500.80	139,893.60
30231G102	EXXON MOBIL CORP	11699.000	140,261.28	991,607.24
302182AE0	EXPRESS SCRIPTS INC	110000.000	113,422.20	131,083.70
29364G103	ENTERGY CORP NEW	1225.000	117,072.54	89,486.25
292505AK0	ENCANA CORP	50000.000	49,803.00	51,044.00
29081YAC0	EMBRAER OVERSEAS LTD	100000.000	99,363.70	106,750.00
263534109	DU PONT E I DE NEMOURS & CO	6545.000	311,944.52	299,630.10
26138EAN9	DR PEPPER SNAPPLE INC	85000.000	84,560.20	84,513.80
260543BX0	DOW CHEM CO	87000.000	89,220.24	113,824.71
260003108	DOVER CORP	3339.000	103,565.13	193,828.95
254709AE8	DISCOVER FINL SVCS	90000.000	106,685.90	109,706.40
254687106	DISNEY WALT CO	2400.000	47,770.61	90,000.00
254683AD7	DISCOVER CARD EXECUTION NT TR	130000.000	127,003.91	130,358.80
25459HAV7	DIRECTV HLDGS LLC / DIRECTV FING	120000.000	122,881.20	121,558.80
253868103	DIGITAL RLTY TR INC	2200.000	117,024.70	146,674.00
25243YAL3	DIAGEO CAP	125000.000	126,543.75	130,900.00
25243Q205	DIAGEO PLC	3125.000	174,446.88	273,187.50
244199105	DEERE & CO	3012.000	162,477.56	232,978.20
233882AF6	DAIMLERCHRYSLER AUTO TR 2007-A	19856.900	20,623.25	19,876.36
22545DAD9	CREDIT SUISSE COML MTG TR SER	25000.000	27,197.27	27,808.00
22541NUJ6	CREDIT SUISSE 1ST BOSTON MTG	130000.000	135,799.22	132,613.00
22541NMR7	CREDIT SUISSE FIRST BOSTON MTG	159370.690	165,750.11	161,192.30
22540VP22	CREDIT SUISSE FIRST BOSTON MTG	53841.500	55,528.26	53,982.56
20825C104	CONOCOPHILLIPS	2955.000	118,203.84	215,330.85
208251AE8	CONOCO INC	95000.000	95,877.80	129,513.50

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202795HS2	COMMONWEALTH EDISON CO	115000.000	116,110.90	136,563.65
202795HN3	COMMONWEALTH EDISON CO	50000.000	49,931.00	58,330.50
200340AN7	COMERICA INC	165000.000	165,508.00	168,552.45
20030NAL5	COMCAST CORP	15000 000	15,324.15	17,168.85
20030NAK7	COMCAST CORP	90000.000	87,247.50	108,484.20
19765Y688	COLUMBIA SELECT LARGE CAP	133700.769	1,600,000.00	1,607,083.24
19765P232	COLUMBIA MID CAP GROWTH FUND	64466.854	1,650,000.00	1,589,752.62
191216100	COCA COLA CO	3320.000	155,046.99	232,300.40
172967FH9	CITIGROUP INC	115000.000	117,658.94	115,736.00
172967EU1	CITIGROUP INC	180000.000	171,347.40	187,372.80
171232101	CHUBB CORP	2055.000	80,012.66	142,247.10
17121DAC3	CHRYSLER FINL AUTO SECURITIZA-	235000.000	234,991.09	235,133 95
166764100	CHEVRON CORP	5375.000	314,589.61	571,900.00
14040HAN5	CAPITAL ONE FINL CORP	105000.000	114,673.65	109,255.65
136385AK7	CANADIAN NAT RES LTD	110000.000	110,860.20	130,059.60
13063A5G5	CALIFORNIA ST	75000.000	69,583.50	91,704.00
126650BR0	CVS CAREMARK CORP	80000.000	80,868.80	97,350.40
126408GW7	CSX CORP	75000 000	75,628.50	77,388.75
12619SAC0	CNH EQUIP TR 2010-C	137697.390	137,690.88	137,778.63
1261292H7	INTERNATIONAL EQUITY CTF	97511.016	2,547,129.30	1,695,033.99
1261291Q8	SMALL CAP CTF	181304.899	3,502,327.62	3,340,814.72
126117AP5	CNA FINL CORP	45000.000	46,541.70	50,152.50
126117AL4	CNA FINL CORP	45000.000	45,018.45	47,416.95
12572Q105	CME GROUP INC	493.000	145,439.38	120,129.31
12514AAE1	CD 2007-CD5 MTG TR	65000.000	66,193.36	72,042.10
12513YAF7	CD 2007-CD4 COML MTG TR	140000.000	142,570.31	148,491.00
11102AAA9	BRITISH TELECOMMUNICATIONS PLC	150000.000	155,424.00	165,762.00
110122108	BRISTOL MYERS SQUIBB CO	20137.000	426,453.40	709,627.88
105340AK9	BRANDYWINE OPER PARTNERSHIP LP	135000.000	137,662.20	148,036.95
10112RAB0	BOSTON PROPERTIES INC	18000.000	17,775.00	18,707.22
097023105	BOEING CO	1644.000	114,842.32	120,587.40
09247X101	BLACKROCK INC	1250.000	235,735.63	222,800.00
088606108	BHP BILLITON LTD	1600.000	66,084.00	113,008.00
086516AL5	BEST BUY INC	105000.000	104,256.60	100,440.90

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073945AA5	BEAR STEARNS COML MTG SECS TR	1111.330	1,114.08	1,110.31
07388YAE2	BEAR STEARNS COML MTG SECS TR	175000.000	155,859.38	191,591.75
07388PAE1	BEAR STEARNS COMMERCIAL MTG	135000.000	126,877.73	148,151.70
07383FPW2	BEAR STEARNS COML MTG SECS SER	101872.220	98,995 13	103,324.92
06739FFZ9	BARCLAYS BANK PLC	70000.000	69,918.10	72,157.40
05567SAA0	BNSF FDG TR I	90000.000	85,500.00	92,700.00
055669AC9	BMW VEH LEASE TR 2010-1	70000.000	69,989.07	69,987.40
05531FAJ2	BB&T CORP	105000.000	105,089.25	103,694.85
053015103	AUTOMATIC DATA PROCESSING INC	4491.000	177,422.96	242,558.91
03938LAM6	ARCELORMITTAL SA LUXEMBOURG	65000.000	63,389.30	72,294.30
03523TBB3	ANHEUSER BUSCH INBEV	115000.000	114,330.70	128,174.40
031162100	AMGEN INC	2250.000	121,320.90	144,472.50
0258M0CW7	AMERICAN EXPRESS CR CORP	110000.000	109,622.70	115,626.50
02582JDT4	AMERICAN EXPRESS CR ACCOUNT	175000.000	167,678.71	174,674.50
025537AE1	AMERICAN ELEC PWR INC	120000.000	115,540.45	131,380.80
025537101	AMERICAN ELEC PWR INC	1746.000	79,464.30	72,127.26
02364WAN5	AMERICA MOVIL S A B DE C V	90000.000	89,669.70	103,458.60
023551AJ3	AMERADA HESS CORP	70000.000	76,628.30	89,826.80
02209S103	ALTRIA GROUP INC	8206.000	134,663.33	243,307.90
009158106	AIR PRODS & CHEMS INC	1200.000	49,956.24	102,228.00
002824100	ABBOTT LABS	6058.000	294,852.10	340,641.34
00206R102	AT&T INC	23800.000	480,331.04	719,712.00
00184AAC9	AOL TIME WARNER INC	60000.000	55,776.00	77,452.80
	Cash/Cash Equivalent	974578.580	974,578.58	974,578.58
		Totals:	48,763,273.88	56,102,743.93