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

Department of the Treasury
 Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation
GRACE RIVER FOUNDATION JH1361

Number and street (or P O box number if mail is not delivered to street address) Room/suite
50 CONGRESS STREET; SUITE 832

City or town, state, and ZIP code
BOSTON, MA 02109

A Employer identification number
04-3562515

B Telephone number (see instructions)
617- 523-6800

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

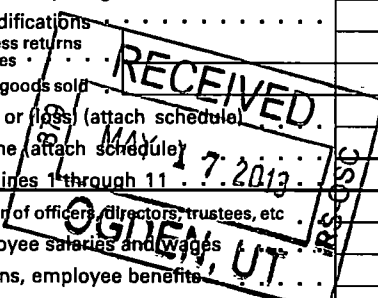
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **319,752.**

J Accounting method: Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch. B <input type="checkbox"/>		135,044.			
2 Check <input type="checkbox"/>					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		8,149.	8,149.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-1,041.			
b Gross sales price for all assets on line 6a 14,453.					
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		142,152.	8,149.		
13 Compensation of officers, directors, trustees, etc.		2,144.	1,179.		965.
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 3		475.	195.	NONE	278.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 4		3,153.	130.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23		5,772.	1,504.	NONE	1,243.
25 Contributions, gifts, grants paid		135,000.			135,000.
26 Total expenses and disbursements. Add lines 24 and 25		140,772.	1,504.	NONE	136,243.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,380.			
b Net investment income (if negative, enter -0-)			6,645.		
c Adjusted net income (if negative, enter -0-)					

ENVELOPE MARK DATE MAY 14 2013

SCANNED MAY 20 2013



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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				
	2	Savings and temporary cash investments	48,619.	4,441.	4,441.	
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				NONE
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)	39,603.	29,766.	30,956.	
	b	Investments - corporate stock (attach schedule)	129,513.	140,954.	284,355.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	217,735.	175,161.	319,752.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)				NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	217,735.	175,161.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	217,735.	175,161.			
31	Total liabilities and net assets/fund balances (see instructions)	217,735.	175,161.			

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	217,735.
2	Enter amount from Part I, line 27a	2	1,380.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	219,115.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	43,954.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	175,161.

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 14,453.		15,494.	-1,041.			
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			-1,041.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	-1,041.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):				3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2011	136,235.	295,603.	0.460872
2010	169,329.	278,147.	0.608775
2009	115,139.	243,753.	0.472359
2008	139,671.	290,575.	0.480671
2007	139,519.	400,530.	0.348336
2 Total of line 1, column (d)			2.371013
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			0.474203
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			308,978.
5 Multiply line 4 by line 3			146,518.
6 Enter 1% of net investment income (1% of Part I, line 27b)			66.
7 Add lines 5 and 6			146,584.
8 Enter qualifying distributions from Part XII, line 4			136,243.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	133.
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	133.
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	133.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,312.
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	2,312.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,179.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ▶ 136. Refunded ▶	11	2,043.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 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
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 NICHOLS & PRATT, LLP Telephone no. (617) 523-6800
Located at 50 CONGRESS STREET, BOSTON, MA ZIP+4 02109
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No 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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X 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 X
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 X No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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)? Yes No

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? Yes No

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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
RICHARD K NICHOLS NICHOLS & PRATT LLP 50 CONGRESS ST, BOSTON, MA 02109	TRUSTEE	2,144.	- 0 -	- 0 -
WILLIAM B HURD NICHOLS & PRATT LLP 50 CONGRESS ST, BOSTON, MA 02109	TRUSTEE			

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

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

Total number of other employees paid over \$50,000 **NONE**

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

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

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

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	283,723.
b	Average of monthly cash balances	1b	29,960.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	313,683.
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	313,683.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,705.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	308,978.
6	Minimum investment return. Enter 5% of line 5	6	15,449.

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	15,449.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	133.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	133.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15,316.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	15,316.
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	15,316.

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	136,243.
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	136,243.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	136,243.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				15,316.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			NONE	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	122,606.			
b From 2008	127,690.			
c From 2009	104,307.			
d From 2010	158,636.			
e From 2011	123,765.			
f Total of lines 3a through e	637,004.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>136,243.</u>				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				15,316.
e Remaining amount distributed out of corpus	120,927.			
5 Excess distributions carryover applied to 2012 (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	757,931.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	122,606.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	635,325.			
10 Analysis of line 9:				
a Excess from 2008	127,690.			
b Excess from 2009	104,307.			
c Excess from 2010	158,636.			
d Excess from 2011	123,765.			
e Excess from 2012	120,927.			

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

NOT APPLICABLE

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

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

Table with columns: Tax year (a) 2012, Prior 3 years (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include: 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).)

NONE

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

NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient 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				
AFRICAN WOMENS HEALTH CTR 116 HUNTINGTON AVE 5TH FL BOSTON MA 02116	NONE	PUBLIC CHA	SUPPORT	15,000.
NEW ENGLAND LEARNING CTR 479 MAIN STREET, P.O. BOX 520 GREENFIELD MA	NONE	PUBLIC CHA	SUPPORT	55,000.
PARTNERS IN HEALTH 641 HUNTINGTON AVENUE BOSTON MA 02115	NONE	PUBLIC CHA	SUPPORT	25,000.
SAFE PASSAGE 43 CENTER STREET, SUITE 304 NORTHHAMPTON MA	NONE	PUBLIC CHA	SUPPORT	20,000.
WOMEN'S FREEDOM CENTER				20,000.
Total				135,000.
b Approved for future payment				
Total				3b

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (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

Table with 3 columns: (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: J. Richard K. Nichols Date: 5/8/13 Title: Trustee

Paid Preparer Use Only Print/Type preparer's name: GORDON POWERS Preparer's signature: Gordon Powers Date: 05/03/2013 Check self-employed if PTIN: P00260194 Firm's name: THOMSON REUTERS (TAX & ACCOUNTING) Firm's EIN: 75-1297386 Firm's address: 22 THOMSON PLACE, MS 36T1 BOSTON, MA 02210 Phone no.: 617-856-2811

Schedule of Contributors

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

2012

Name of the organization GRACE RIVER FOUNDATION JH1361	Employer identification number 04-3562515
---	--

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust not treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization: GRACE RIVER FOUNDATION JH1361
 Employer identification number: 04-3562515

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM B. HURD, JR. C/O NICHOLS & PRATT, LLP BOSTON, MA 02109	\$ 44,044.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	WILLIAM B. HURD, JR. C/O NICHOLS & PRATT, LLP BOSTON, MA 02109	\$ 91,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization GRACE RIVER FOUNDATION JH1361	Employer identification number 04-3562515
--	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	500 SHARES EXXONMOBILE STOCK ----- ----- -----	\$ 44,040.	12/17/2012
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		1.
14	Net long-term gain or (loss):			
a	Total for year	14a		-1,042.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14 ▶	15		-1,041.

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 (1,041)

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 \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> 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? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> 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 2012 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 2012 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

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	176.	176.
ABBOTT LABS	201.	201.
APPLE INC	27.	27.
APPLIED MATERIALS INC	105.	105.
AUTOMATIC DATA PROCESSING INC	316.	316.
BHP BILLITON LTD SPONS ADR	169.	169.
CATERPILLAR INC	124.	124.
CISCO SYSTEMS INC	100.	100.
COCA COLA CO	408.	408.
EMERSON ELEC CO	483.	483.
EXPEDITORS INTL WASH INC	84.	84.
EXXONMOBIL CORP	327.	327.
GENERAL ELECTRIC CORP	340.	340.
JOHNSON & JOHNSON	720.	720.
LINEAR TECHNOLOGY CORP	252.	252.
MEDTRONIC INC	58.	58.
MERCK & CO INC	336.	336.
MICROSOFT CORP	83.	83.
NOVARTIS AG SPONSORED ADR	372.	372.
PEPSICO INC	421.	421.
PRAXAIR INC	110.	110.
PROCTER & GAMBLE CO	431.	431.
QUALCOMM INC	38.	38.
SCHLUMBERGER LTD	55.	55.
SIGMA ALDRICH CORP	40.	40.
SOUTHERN COMPANY	194.	194.
STATE STREET CORP	180.	180.
SYSCO CORP	324.	324.
U.S. TREASURY NOTES	244.	244.
U.S. TREASURY NOTES	388.	388.
U.S. TREASURY NOTES	475.	475.
U.S. TREASURY NOTES	138.	138.

U.S. TREASURY NOTES 4.875% 2/15/12
 U.S. TREASURY NOTES 3.875% 2/15/13
 U.S. TREASURY NOTES 4.750% 5/15/14
 U.S. TREASURY NOTES 1.375% 11/30/15
 CWN211 973X 05/03/2013 08:58:56

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITED TECHNOLOGIES CORP	128.	128.
VERIZON COMMUNICATIONS	202.	202.
WALGREEN CO	100.	100.
TOTAL	8,149.	8,149.

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	475.	195.		278.
TOTALS	475.	195.	NONE	278.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	130.	130.
FEDERAL TAX PAYMENT - PRIOR YE	711.	
FEDERAL ESTIMATES - INCOME	578.	
FEDERAL ESTIMATES - PRINCIPAL	1,734.	
TOTALS	3,153.	130.
	=====	=====

GRACE RIVER FOUNDATION JH1361

04-3562515

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION

DETAILS ON ATTACHED STATEMENT

TOTALS

GRACE RIVER FOUNDATION JH1361

04-3562515

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION

DETAILS ON ATTACHED STATEMENT

TOTALS

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

DESCRIPTION -----	AMOUNT -----
ROUNDING	7.
ADJUSTMENT FOR DIFFERENCE BETWEEN FMV/COST EXXON STOCK	43,947.

TOTAL \	43,954.
	=====

FEDERAL CAPITAL GAIN DIVIDENDS

=====

SHORT-TERM CAPITAL GAIN DIVIDENDS

FEDERATED US TREASURY CASH RSV FD-I

1.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

1.00

=====

Asset Detail

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Asset Detail

Description	Shares/Par Value	Tax Cost	Market Value	Current Yield	Est. Ann. Income	% of Mkt. Val.
Cash & Equivalents						
Money Market Funds						
Federated US Treasury Cash Rsv Fd-I CUSIP: 60934N682	4,441	\$4,440.99	\$4,440.99	0.02%	\$0.91	1.39%
Total Cash & Equivalents		\$4,440.99	\$4,440.99		\$0.91	1.39%
Equity						
Consumer Staples						
Coca Cola Co CUSIP: 191216100	400	\$9,389.20	\$14,500.00	2.81%	\$408.00	4.53%
Pepsico Inc CUSIP: 713448108	200	\$9,033.50	\$13,686.00	3.14%	\$430.00	4.28%
Procter & Gamble Co CUSIP: 742718109	195	\$6,198.00	\$13,238.55	3.31%	\$438.36	4.14%
Sysco Corp CUSIP: 871829107	300	\$8,494.20	\$9,498.00	3.54%	\$336.00	2.97%
Walgreen Co CUSIP: 931422109	100	\$4,131.68	\$3,701.00	2.97%	\$110.00	1.16%
		\$37,246.58	\$54,623.55		\$1,722.36	17.08%
Energy						
Exxonmobil Corp CUSIP: 30231G102	650	\$117.89	\$56,257.50	2.63%	\$1,482.00	17.60%
Schlumberger LTD CUSIP: 806857108	100	\$6,480.80	\$6,929.86	1.59%	\$110.00	2.17%
		\$6,598.69	\$63,187.36		\$1,592.00	19.77%



Asset Detail (continued)

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Description	Shares/Par Value	Tax Cost	Market Value	Current Yield	Est. Ann. Income	% of Mkt. Val.
<i>Financials</i>						
State Street Corp CUSIP: 857477103	200	\$9,997.60	\$9,402.00	2.04%	\$192.00	2.94%
<hr/>						
<i>Health Care</i>						
Abbott Labs CUSIP: 002824100	100	\$5,337.00	\$6,550.00	0.85%	\$56.00	2.05%
Johnson & Johnson CUSIP: 478160104	300	\$901.87	\$21,030.00	3.48%	\$732.00	6.58%
Merck & Co Inc CUSIP: 58933Y105	200	\$343.88	\$8,188.00	4.20%	\$344.00	2.56%
Novartis AG Sponsored ADR CUSIP: 66987V109	150	\$8,187.50	\$9,495.00	3.33%	\$315.90	2.97%
<hr/>						
<i>Industrials</i>						
Caterpillar Inc CUSIP: 149123101	50	\$2,050.27	\$4,480.43	2.32%	\$104.00	1.40%
Emerson Elec Co CUSIP: 291011104	300	\$853.35	\$15,888.00	3.10%	\$492.00	4.97%
Expeditors Intl Wash Inc CUSIP: 302130109	150	\$5,910.75	\$5,932.50	1.42%	\$84.00	1.86%
General Electric Corp CUSIP: 369604103	500	\$48.00	\$10,495.00	3.62%	\$380.00	3.28%
<hr/>						
		\$14,770.25	\$45,263.00		\$1,447.90	14.16%

Asset Detail (continued)

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Description	Shares/Par Value	Tax Cost	Market Value	Current Yield	Est. Ann. Income	% of Mkt. Val.
United Technologies Corp CUSIP: 913017109	75	\$5,105.17	\$6,150.75	2.61%	\$160.50	1.92%
<hr/>						
		\$13,967.54	\$42,946.68		\$1,220.50	13.43%
Technology						
Apple Inc CUSIP: 037833100	5	\$2,691.65	\$2,660.87	1.99%	\$53.00	0.83%
Applied Materials Inc CUSIP: 038222105	300	\$4,182.00	\$3,432.00	3.15%	\$108.00	1.07%
Automatic Data Processing Inc CUSIP: 053015103	200	\$9,421.08	\$11,386.00	3.06%	\$348.00	3.56%
Cisco Systems Inc CUSIP: 17275R102	200	\$3,092.00	\$3,929.88	2.85%	\$112.00	1.23%
Fiserv Inc CUSIP: 337738108	75	\$3,237.59	\$5,927.25	0.00%	\$0.00	1.85%
Linear Technology Corp CUSIP: 535678106	200	\$6,357.57	\$6,860.00	3.03%	\$208.00	2.15%
Microsoft Corp CUSIP: 594918104	100	\$2,931.00	\$2,670.97	3.44%	\$92.00	0.84%
Qualcomm Inc CUSIP: 747525103	50	\$2,848.50	\$3,092.98	1.62%	\$50.00	0.97%
<hr/>						
		\$34,761.39	\$39,959.95		\$971.00	12.50%
Basic Materials						
BHP Billiton LTD Spns ADR CUSIP: 088606108	100	\$6,794.00	\$7,842.00	2.86%	\$224.00	2.45%
Praxair Inc CUSIP: 74005P104	50	\$4,054.50	\$5,472.50	2.01%	\$110.00	1.71%



Asset Detail (continued)

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Description	Shares/Par Value	Tax Cost	Market Value	Current Yield	Est. Ann. Income	% of Mkt. Val.
Sigma Aldrich Corp CUSIP: 826552101	50	\$2,589.50	\$3,679.00	1.09%	\$40.00	1.15%
<hr/>						
Telecommunication Services		\$13,438.00	\$16,993.50		\$374.00	5.31%
AT&T Inc CUSIP: 00206R102	100	\$3,130.92	\$3,371.00	5.34%	\$180.00	1.05%
Verizon Communications CUSIP: 92343V104	100	\$3,663.75	\$4,327.00	4.76%	\$206.00	1.35%
<hr/>						
Utilities		\$6,794.67	\$7,698.00		\$386.00	2.40%
Southern Company CUSIP: 842587107	100	\$3,379.50	\$4,281.00	4.58%	\$196.00	1.34%
<hr/>						
Total Equity		\$3,379.50	\$4,281.00		\$196.00	1.34%
		\$140,954.22	\$284,355.04		\$8,101.76	88.93%
<hr/>						
Fixed Income						
Government Securities						
United States Treasury Notes DTD 02/15/2003 3.875% 02/15/2013 CUSIP: 912828AU4	10,000	\$9,868.75	\$10,045.30	3.86%	\$387.50	3.14%
United States Treasury Notes DTD 05/15/2004 4.750% 05/15/2014 CUSIP: 912828CJ7	10,000	\$9,968.75	\$10,617.20	4.47%	\$475.00	3.32%

Asset Detail (continued)

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Description	Shares/Par Value	Tax Cost	Market Value	Current Yield	Est. Ann. Income	% of Mkt. Val.
United States Treasury Notes DTD 11/30/2010 1.375% 11/30/2015 CUSIP: 912828PJ3	10,000	\$9,928.13	\$10,293.80	1.34%	\$137.50	3.22%
Total Fixed Income		✓ \$29,765.63	✓ \$30,956.30		\$1,000.00	9.68%
Total All Assets		\$175,160.84	\$319,752.33 ✓		\$9,102.67	100.00%



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Transaction Summary

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Transaction Summary

<i>Transaction Category</i>	<i>Principal Cash</i>	<i>Income Cash</i>
Beginning Cash Balance on 12/1/12	-\$422.69	\$422.69
Receipts		
Dividend Income	\$0.00	\$858.95
Other Income	\$0.00	\$0.00
Interest Income	\$0.00	\$0.00
Additions	\$0.00	\$91,000.00
Capital Gain Distributions	\$0.00	\$0.00
Tax Exempt Dividends & Interest	\$0.00	\$0.00
Total Receipts	\$0.00	\$91,858.95

Disbursements		
Distributions	\$0.00	-\$135,000.00
Fees	\$0.00	\$0.00
Expenses	\$0.00	-\$578.00
Taxes	\$0.00	\$0.00
Total Disbursements	\$0.00	-\$135,578.00

Purchases		
Sales/Maturities	-\$858.95	\$0.00
Asset Transfers	\$44,578.00	\$0.00
Free Receipts	\$0.00	\$0.00
Free Deliveries	\$0.00	\$0.00
Total Asset Transfers	\$0.00	\$0.00
Other	\$0.00	\$0.00
Ending Cash Balance on 12/31/12	\$43,296.36	-\$43,296.36

0014566 - 1200063