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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

2012

Open to Public Inspection

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

Name of foundation CHARLES A KING U/W-EQUITY		A Employer identification number 04-6012742
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 888- 866-3275
P O BOX 1802 City or town, state, and ZIP code PROVIDENCE, RI 02901-1802		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 21,302,933.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
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	576,655.	576,498.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,910,921.			
	b Gross sales price for all assets on line 6a	25,074,688.			
	7 Capital gain net income (from Part IV, line 2)		1,910,921.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	84.	84.		STMT 8
	12 Total. Add lines 1 through 11	2,487,660.	2,487,503.		
	13 Compensation of officers, directors, trustees, etc.	150,746.	90,448.		60,298.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 9	51,489.	NONE	NONE	51,489.
	b Accounting fees (attach schedule) STMT 10	1,250.	NONE	NONE	1,250.
	c Other professional fees (attach schedule) STMT 11	31,703.			31,703.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 12	71,499.	6,749.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 13	650.			650.
	24 Total operating and administrative expenses. Add lines 13 through 23	307,337.	97,197.	NONE	145,390.
	25 Contributions, gifts, grants paid	859,083.			859,083.
	26 Total expenses and disbursements. Add lines 24 and 25	1,166,420.	97,197.	NONE	1,004,473.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,321,240.			
	b Net investment income (if negative, enter -0-)		2,390,306.		
	c Adjusted net income (if negative, enter -0-)				

31
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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		
	2 Savings and temporary cash investments			307,944.	583,722.	583,722.
	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)			NONE		
	b Investments - corporate stock (attach schedule) STMT 14			18,610,297.	19,597,989.	20,719,211.
	c Investments - corporate bonds (attach schedule)			NONE		
	11 Investments - land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶ (attach schedule)			NONE			
12 Investments - mortgage loans			NONE			
13 Investments - other (attach schedule)			NONE			
14 Land, buildings, and equipment basis ▶						
Less: accumulated depreciation ▶ (attach schedule)						
15 Other assets (describe ▶)			NONE			
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			18,918,241.	20,181,711.	21,302,933.	
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.					
	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			18,918,241.	20,181,711.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds			NONE		
	30 Total net assets or fund balances (see instructions)			18,918,241.	20,181,711.	
	31 Total liabilities and net assets/fund balances (see instructions)			18,918,241.	20,181,711.	

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	18,918,241.
2 Enter amount from Part I, line 27a	2	1,321,240.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 15	3	713.
4 Add lines 1, 2, and 3	4	20,240,194.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 16	5	58,483.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,181,711.

Form 990-PF (2012)

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 OTHER GAINS AND LOSSES					
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 24,438,209.		22,443,217.	1,994,992.		
b 636,479.		720,550.	-84,071.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			1,994,992.		
b			-84,071.		
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	1,910,921.	
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))
2011	1,006,709.	20,896,740.	0.048175
2010	912,369.	19,882,214.	0.045889
2009	988,908.	18,330,129.	0.053950
2008	1,048,935.	20,448,570.	0.051296
2007	1,041,122.	22,134,608.	0.047036
2 Total of line 1, column (d)			2 0.246346
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 0.049269
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 20,885,374.
5 Multiply line 4 by line 3			5 1,029,001.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 23,903.
7 Add lines 5 and 6			7 1,052,904.
8 Enter qualifying distributions from Part XII, line 4 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.			8 1,004,473.

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	47,806.
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	47,806.
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	47,806.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	71,378.	
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	71,378.	
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	23,572.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 23,572. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		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?		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?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MA		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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		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 ► US TRUST FIDUCIARY TAX SERVICES Telephone no ► (888) 866-3275 Located at ► PO 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			
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.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ 1b		X
Organizations relying on a current notice regarding disaster assistance check here ► ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) 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

Form 990-PF (2012)

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)?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?**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
BANK OF AMERICA, N.A. 75 STATE STREET, BOSTON, MA 02109	CO-TRUSTEE 1	108,401	- 0 -	- 0 -
EDWARD M DANE DANE FALLS & STONE P.O. BOX 2155, BOSTON, MA 02111	CO-TRUSTEE 1	21,173.		
LUCY W WEST, ESQUIRE ONE FINANCIAL CENTER, BOSTON, MA 02111	CO-TRUSTEE 1	21,172.		

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

Form 990-PF (2012)

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	20,418,854.
b	Average of monthly cash balances	1b	784,571.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	21,203,425.
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	21,203,425.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	318,051.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,885,374.
6	Minimum investment return. Enter 5% of line 5	6	1,044,269.

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	1,044,269.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	47,806.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	47,806.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	996,463.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	996,463.
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	996,463.

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	1,004,473.
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	1,004,473.
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	1,004,473.

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				996,463.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			830,199.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ 1,004,473.				
a Applied to 2011, but not more than line 2a			830,199.	
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				174,274.
e Remaining amount distributed out of corpus	NONE			
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	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				822,189.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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				
HARVARD UNIVERSITY	NONE	PC	MEDICAL RESEARCH	251,083.
PARTNERS HEALTHCARE SYSTEM	NONE	PC	MEDICAL RESEARCH	96,500.
BRANDEIS UNIVERSITY	NONE	PC	MEDICAL RESEARCH	49,000.
MASS GENERAL HOSPITAL	NONE	PC	MEDICAL RESEARCH	170,000.
BETH ISRAEL DEACONESS	NONE	PC	MEDICAL RESEARCH	96,500.
MASS INSTITUTE OF TECH	NONE	PC	MEDICAL RESEARCH	24,500.
UNIVERSITY OF MASS MEDICAL SCHOOL	NONE	PC	MEDICAL RESEARCH	98,000.
WHITEHEAD BIOMEDICAL RESEARCH	NONE	PC	MEDICAL RESEARCH	73,500.
Total			3a	859,083.
b Approved for future payment				
NONE				
Total			3b	

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?		Yes	No
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.			

[illegible]

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.

Karen / Kiser

05/03/2013
Date

► SVP Tax
Title

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

BANK OF AMERICA, N.A.

**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

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ABBOTT LABORATORIES	648.	648.
INVESCO INTL GROWTH FUND CL Y	6,618.	6,618.
ALLY AUTO RECEIVABLES TR 2012-SN1 ASSET	16.	16.
AMERICAN EXPRESS CO NT	6,121.	6,121.
AMERICAN EXPRESS CR ACCOUNT MASTER TR 20	2,269.	2,269.
ANHEUSER BUSCH INBEV WORLDWIDE INC CO GT	1,750.	1,750.
APACHE CORPORATION	161.	161.
ARCELMITTAL SA LUXEMBOURG SR UNSECD NT	2,555.	2,555.
ARTIO GLOBAL HIGH INCOME FUND CL I	6,421.	6,264.
BMW VEH LEASE TR 2010-1 ASSET BACKED NT	88.	88.
BMW VEH OWNER TR 2011-A ASSET BACKED NT	198.	198.
BANK NEW YORK INC UNSECD MEDIUM TERM SR	675.	675.
BARCLAYS BANK PLC SR NT UNITED KINGDOM	1,040.	1,040.
BEAR STEARNS COMMERCIAL MTG SECS TR MTG	1,820.	1,820.
BECTON DICKINSON & CO SR NT	1,250.	1,250.
BEST BUY INC SR UNSECD NT C12/15/20 @100	946.	946.
BOSTON PROPERTIES INC SR NT	401.	401.
BRANDYWINE OPER PARTNERSHIP LP CO GTD NT	2,931.	2,931.
BRITISH TELECOMMUNICATIONS PLC SR NT UNI	2,380.	2,380.
BURLINGTON NORTHN SANTA FE CORP SR UNSEC	1,413.	1,413.
CD 2007-CD4 COML MTG TR MTG PASSTHRU CTF	3,767.	3,767.
CD 2007-CD5 MTG TR COML MTG PASSTHRU CTF	1,177.	1,177.
CNA FINL CORP SR UNSECD NT	878.	878.
CNA FINL CORP SR UNSECD NT	1,103.	1,103.
INTERNATIONAL EQUITY CTF	1,123.	1,123.
CNH EQUIP TR 2010-C ASSET BACKED NT CL A	391.	391.
CSX CORP SR UNSECD NT CALL 11/30/41 @100	1,145.	1,145.
CVS CAREMARK CORP SR UNSECD NT	1,531.	1,531.
CALIFORNIA ST GO BDS-TAXBL	1,510.	1,510.
CANADIAN NAT RES LTD NT CANADA	1,995.	1,995.
CAPITAL ONE FINL CORP SUB NT	2,460.	2,460.
CELANESE CORP DEL SER A COM	101.	101.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CENTURYLINK INC SR UNSECD NT	387.	387.
CHEVRON CORP SR NT	1,012.	1,012.
CHRYSLER FINL AUTO SECURITIZA- TION TR 2	239.	239.
CITIGROUP INC NEW COM	36.	36.
CITIGROUP INC SR NT	1,483.	1,483.
CITIGROUP INC SR NT	4,336.	4,336.
CITIGROUP INC SR NT	2,294.	2,294.
CITIGROUP INC SR UNSECD NT	2,330.	2,330.
CITIGROUP COML MTG TR 2006-C4 MTG PASSTH	1,080.	1,080.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	20,888.	20,888.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	314.	314.
COLUMBIA EMERGING MARKETS FUND CLASS Z S	602.	602.
COMCAST CORP NEW CL A COM	2,065.	2,065.
COMCAST CORP NEW CO GUAR	1,050.	1,050.
COMERICA INC SR UNSECD NT	820.	820.
COMMERCIAL MTG TR 2007-GG9 MTG PASSTHRU	2,800.	2,800.
CONAGRA FOODS INC SR NT	1,662.	1,662.
CONOCOPHILLIPS NT	4,700.	4,700.
CONSOLIDATED EDISON CO NY INC DEB SER 20	61.	61.
CORNING INC NT	229.	229.
CREDIT SUISSE FIRST BOSTON MTG 2002-CKN2	517.	517.
CREDIT SUISSE FIRST BOSTON MTG SECS CORP	1,001.	1,001.
CREDIT SUISSE 1ST BOSTON MTG SECS CORP 2	1,182.	1,182.
CREDIT SUISSE COML MTG TR SER 2006-C3 CC	53.	53.
DAIMLERCHRYSLER AUTO TR 2007-A ASSET BAC	688.	688.
DARDEN RESTAURANTS INC	67.	67.
DIRECTV HLDGS LLC / DIRECTV FING INC CO	2,531.	2,531.
DISNEY WALT CO NEW MTN	1,950.	1,950.
DISCOVER FINL SVCS NT	2,394.	2,394.
DOW CHEM CO NT	432.	432.
DR PEPPER SNAPPLE INC COM	520.	520.
DR PEPPER SNAPPLE INC CO GTD NT	4,875.	4,875.
DU PONT E I NEMOURS & CO NT	197.	197.
EAGLE SM CAP GROWTH FUND CL I		

FS6819 L775 05/03/2013 14:00:53

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
EATON VANCE LARGE-CAP VALUE FUND CL I	28,132.	28,132.
EMBRAER OVERSEAS LTD SR UNSEC'D GTD NT CA	2,550.	2,550.
ENCANA CORP SR UNSEC'D NT CANADA	775.	775.
EXPRESS SCRIPTS INC SR UNSEC'D NT	2,900.	2,900.
FEDERAL HOME LN MTG CORP POOL #Q000032	143.	143.
FEDERAL HOME LN MTG CORP POOL #Q01318	122.	122.
FEDERAL HOME LN MTG CORP SER K010 CL A2	3,250.	3,250.
FEDERAL HOME LN MTG CORP MULTICLASS MTG	528.	528.
FEDERAL NATL MTG ASSN POOL #470000	2,591.	2,591.
FEDERAL NATL MTG ASSN POOL #AH0943	9,524.	9,524.
FEDERAL NATL MTG ASSN POOL #AI1162	4,239.	4,239.
FEDERAL NATL MTG ASSN POOL #AO2097	1,492.	1,492.
FEDERAL HOME LN MTG CORP SER 3536 CL PC	1,333.	1,333.
FEDERAL HOME LN MTG CORP SER 3565 CL XA	245.	245.
FEDERAL NATL MTG ASSN POOL #890200	2,302.	2,302.
FEDERAL NATL MTG ASSN POOL #AB2644	286.	286.
FEDERAL NATL MTG ASSN POOL #AB2468	356.	356.
FEDERAL NATL MTG ASSN POOL #AB3739	2,696.	2,696.
FEDERAL NATL MTG ASSN POOL #AD4117	1,803.	1,803.
FIFTH THIRD BANCORP COM	492.	492.
FIFTH THIRD BANCORP SR UNSEC'D NT	2,175.	2,175.
FREEPORT-MCMORAN COPPER & GOLD INC COM	213.	213.
GS MTG SECS TR 2006-GG8 MTG PASSTHRU CTF	5,773.	5,773.
GENERAL ELEC CO	1,438.	1,438.
GENERAL ELEC CAP CORP SR UNSEC'D MTN	1,719.	1,719.
GOLDMAN SACHS GROUP INC NT	1,663.	1,663.
GREENWICH CAP COM'L FDG CORP SERIES 2005-	1,200.	1,200.
HARBOR INTERNATIONAL FUND INSTL CL	11,293.	11,293.
HARTFORD FINANCIAL SVCS GRP	193.	193.
HESS CORP SR UNSEC'D NT	1,625.	1,625.
HEWLETT PACKARD CO COM	246.	246.
HEWLETT PACKARD CO SR UNSEC'D GLOBAL NT	1,330.	1,330.
HONEYWELL INTL INC SR UNSEC'D MTN	2,120.	2,120.

FS6819 L775 05/03/2013 14:00:53

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HUMANA INC	150.	150.
HUNT J B TRANSPORT SERVICES INC COM	207.	207.
HUNTINGTON BANKSHARES INC SUB	2,100.	2,100.
ILLINOIS ST GO BDS-TAXBL	664.	664.
INGERSOLL-RAND GLOBAL HLDG CO LTD CO GTD	2,375.	2,375.
INTEL CORPORATION	1,066.	1,066.
INTERNATIONAL BUSINESS MACHS	600.	600.
INTUIT INC	210.	210.
ISHARES MSCI EMERGING MKTS INDEX FUND	10,308.	10,308.
ISHARES RUSSELL 2000 VALUE INDEX FUND	4,681.	4,681.
J P MORGAN CHASE & CO COM	1,119.	1,119.
JPMORGAN CHASE & CO SR NT	524.	524.
J P MORGAN CHASE COML MTG SECS CORP 2005	1,500.	1,500.
J P MORGAN CHASE COML MTG SECS CORP 2005	2,113.	2,113.
J P MORGAN CHASE COML MTG SEC TR 2006-CB	2,182.	2,182.
J P MORGAN CHASE COML MTG SECS TR 2007-C	3,149.	3,149.
JOHN DEERE OWNER TR 2012-B ASSET BACKED	35.	35.
KBR INC COM	95.	95.
KENTUCKY ASSET / LIABILITY COM FDG NTS-T	2,057.	2,057.
KIMBERLY CLARK CORP COM	1,138.	1,138.
KINDER MORGAN ENERGY PARTNERS L P SR NT	1,965.	1,965.
KRAFT FOODS INC CL A COM	609.	609.
KRAFT FOODS INC SR UNSECD NT	2,275.	2,275.
KROGER CO NT	1,560.	1,560.
L-3 COMMUNICATIONS CORP UNSECD SR NT CAL	2.	2.
LB-UBS COML MTG TR 2002-C4 MTG PASSTHRU	858.	858.
LB-UBS COML MTG TR SER 2003-C8 COML MTG	1,499.	1,499.
LB-UBS COML MTG TR 2004-C2 COML MTG PASS	273.	273.
LB-UBS CMBS TR 2007-C7 CL A3	587.	587.
LINCOLN NATL CORP IND UNSECD SR NT	2,188.	2,188.
LLOYDS TSB BK PLC BK GTD NT UNITED KINGD	1,931.	1,931.
M & I MARSHALL & ILSLEY BK MILWAUKEE WI	2,800.	2,800.
MFS VALUE FUND CL I	17,794.	17,794.

FS6819 L775 05/03/2013 14:00:53

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MACYS INC COM	376.	376.
MCDONALDS CORP SR UNSECD MTN	2,500.	2,500.
MEAD JOHNSON NUTRITION CO COM	130.	130.
MERCK & CO INC NEW COM	2,226.	2,226.
METLIFE INC JR SUB NT	4,077.	4,077.
METROPOLITAN TRANSN AUTH N Y R REV BDS-T	2,340.	2,340.
MORGAN STANLEY CAP I TR 2006-IQ- 11 MTG	1,451.	1,451.
MORGAN STANLEY CAP I INC 2003-IQ6 MTG PA	124.	124.
MORGAN STANLEY DEAN WITTER CAP I TR 2003	820.	820.
MORGAN STANLEY SER 2002-TOP7 CL A2 DTD 6	165.	165.
MORGAN STANLEY UNSECD SR NT	416.	416.
MORGAN STANLEY CAP TR I 2007- HQ11 MTG P	1,634.	1,634.
NATIONAL CITY CORP SUB DEB	2,406.	2,406.
NATIONAL RURAL UTILS COOP FIN CORP MTN S	979.	979.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	421.	421.
NEW JERSEY ST TPK AUTH TPK REV REV BDS-T	2,841.	2,841.
NEWS AMER INC GTD SR NT	1,638.	1,638.
NISSAN AUTO LEASE TR 2010-B ASSET BKD NT	363.	363.
NORTHERN STS PWR CO MINNESOTA NT	3,955.	3,955.
NORTHROP GRUMMAN CORP SR UNSECD NT	185.	185.
OCCIDENTAL PETROLEUM CORPORATION	400.	400.
ORACLE CORP SR UNSECD NT	1,750.	1,750.
PIMCO HIGH YIELD FUND	32,877.	32,877.
PNC BK CORP	501.	501.
PARKER HANFIFIN CORPORATION	449.	449.
PEPSICO INC SR NT	1,800.	1,800.
PFIZER INC	1,452.	1,452.
PIMCO COMMODITY REALRETURN STRATEGY FUND	41,150.	41,150.
PITNEY BOWES INC NT	6,181.	6,181.
PLAINS ALL AMERN PIPELINE L P/ PAA FIN C	5,513.	5,513.
POTASH CORP SASK INC	63.	63.
PRUDENTIAL FINL INC SR MTN	2,581.	2,581.
PRUDENTIAL JENNISON MID-CAP GROWTH FUND	4,874.	4,874.

FS6819 L775 05/03/2013 14:00:53

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
REGIONS FINL CORP NEW SR NT	2,325.	2,325.
RESOLUTION FDG CORP FED BOOK ENTRY DTD 7	180.	180.
RIDGEWORTH MID CAP VALUE EQUITY FUND CL	15,018.	15,018.
ROYAL BK SCOTLAND GROUP PLC SUB NT 5% 1	3,153.	3,153.
SAFEWAY INC SR UNSEC ND	1,401.	1,401.
ST JUDE MEDICAL INCORPORATED	280.	280.
SEMPRA ENERGY	1,044.	1,044.
SEMPRA ENERGY SR UNSEC ND	2,600.	2,600.
SIMON PPTY GROUP L P SR UNSEC ND CALL 9	1,217.	1,217.
TCW SELECT EQUITITIES FUND CL I	3,915.	3,915.
TAMPA ELEC CO NT	3,589.	3,589.
TELECOM ITALIA CAP CO GTY LUXEMBOURG	2,520.	2,520.
TELEFONICA EMISIONES S A U CO GTY SPAIN	2,799.	2,799.
TIME WARNER CABLE INC NT	1,650.	1,650.
TIME WARNER CABLE INC CO GTD NT	1,350.	1,350.
TRANSATLANTIC HLDGS INC SR NT	800.	800.
TYCO INTL LTD / TYCO INTL FIN S A NT BER	2,045.	2,045.
US BK NATL ASSN CINCINNATI OHIO SUB MTN	1,458.	1,458.
UNION PAC CORP COM	570.	570.
UNITED STATES TREAS BD STRIPPED PRIN PMT	609.	609.
UNITED STATES TREAS BD STRIPPED PRIN PMT	5,288.	5,288.
UNITED STATES TREAS BD DTD 02/15/10 4.62	8,678.	8,678.
UNITED STATES TREAS NT INFLATION INDEX	640.	640.
UNITED STATES TREAS NT INFLATION INDEX	18,823.	18,823.
UNITED STATES TREAS NT DTD 08/16/10 2.62	1,218.	1,218.
UNITED STATES TREAS NT DTD 08/16/10 0.75	261.	261.
UNITED STATES TREAS BD DTD 11/15/10 2.62	930.	930.
UNITED STATES TREAS NT DTD 05/31/11 1.75	2,100.	2,100.
UNITED STATES TREAS NT DTD 06/15/11 0.75	48.	48.
UNITED STATES TREAS NT DTD 08/15/11 2.12	595.	595.
UNITED STATES TREAS NT DTD 08/31/11 1.00	263.	263.
UNITED STATES TREAS NT DTD 11/15/11 2.00	2,224.	2,224.
UNITED STATES TREAS NTS DTD 02/15/12 2.0	3,108.	3,108.

FS6819 L775 05/03/2013 14:00:53

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITED STATES TREAS NT DTD 07/15/12 0.25	-48.	-48.
UNITED STATES TREAS NT DTD 08/15/12 1.62	209.	209.
UNITED STATES TREAS NT DTD 11/15/12 1.62	-304.	-304.
UNITED TECHNOLOGIES CORP NT	155.	155.
UNUM GROUP SR NT	1,781.	1,781.
UTAH ST TAXABLE GO BDS-TAXBL	1,822.	1,822.
VALE OVERSEAS LTD NT CAYMAN ISLANDS	2,188.	2,188.
VANGUARD MSCI EAFE ETF FUND	3,341.	3,341.
VANGUARD FTSE EMERGING MKTS ETF	22,979.	22,979.
VERIZON COMMUNICATIONS	2,688.	2,688.
VERIZON COMMUNICATIONS INC NT	1,925.	1,925.
VICTORY SMALL CO OPPTY FUND CL I SHS	8,993.	8,993.
VODAFONE GROUP PLC NEW NT UNITED KINGDOM	2,500.	2,500.
WFRBS COML MTG TR 2012-C9 MTG PASSTHRU C	124.	124.
WACHOVIA BK COML MTG TR 2005-C20 MTG PAS	3,481.	3,481.
WACHOVIA BK COML MTG TR 2004-C14 COML MT	865.	865.
WACHOVIA BK COML MTG TR 2004- C16 COML M	2,181.	2,181.
WACHOVIA BK COML MTG TR 2005-C22 COML MT	1,625.	1,625.
WAL-MART STORES INC SR NT	1,275.	1,275.
WEATHERFORD INTL LTD GTD SR NT BERMUDA	300.	300.
WEATHERFORD INTL LTD CO GTY BERMUDA	2,888.	2,888.
WELLS FARGO COMPANY	915.	915.
WYETH NT	2,750.	2,750.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	575.	575.
COVIDIEN PLC COM	467.	467.
TYCO INTL LTD NEW F COM	605.	605.
TOTAL	576,655.	576,498.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INTERNATIONAL EQUITY CTF	-4.	-4.
WEATHERFORD INTL LTD GTD SR NT BERMUDA	13.	13.
WEATHERFORD INTL LTD CO GTY BERMUDA	75.	75.
	-----	-----
TOTALS	84.	84.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - CHARITABLE	51,489.			51,489.
TOTALS	51,489.	NONE	NONE	51,489.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
-----	-----	-----
GRANTMAKING FEES - BOA	31,703.	31,703.
	-----	-----
TOTALS	31,703.	31,703.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	298.	298.
EXCISE TAX ESTIMATES	64,750.	
FOREIGN TAXES ON QUALIFIED FOR	4,080.	4,080.
FOREIGN TAXES ON NONQUALIFIED	2,371.	2,371.
	-----	-----
TOTALS	71,499.	6,749.
	=====	=====

CHARLES A KING U/W-EQUITY

04-6012742

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	650.	650.
TOTALS	----- 650. =====	----- 650. =====

CHARLES A KING U/W-EQUITY

04-6012742

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

DESCRIPTION

SEE ATTACHED

TOTALS

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

DESCRIPTION -----	AMOUNT -----
SALES ADJUSTMENT	374.
TRANSACTION ADJUSTMENT	339.

TOTAL	713.
	=====

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

DESCRIPTION -----	AMOUNT -----
CTF COST ADJUSTMENT	1,295.
ACCRUED INT ADJUSTMENT	1,299.
SECURITIES ADJUSTMENT	51,022.
INCOME ADJUSTMENT	4,852.
ROUNDING	10.
TIP ADJUSTMENT	5.

TOTAL	58,483.
	=====

Schedule D Detail of Short-term Capital Gains and Losses

[illegible]

04-6012742

[illegible]

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-1,689.00	-----
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)	-1,689.00	=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	1,661.00	-----
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)	1,661.00	=====

FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES

CHARLES A KING U/W-EQUITY
04-6012742
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	583722 250	583,722.25	583,722.25
008117AP8	AETNA INC	25000 000	24,577.25	24,794.25
008882532	INVESCO INTL GROWTH FUND	16763 285	430,481.16	484,123 67
02006GAC8	ALLY AUTO RECEIVABLES TR	11000 000	10,999 08	11,011.33
025537AF8	AMERICAN ELEC PWR CO INC	12000 000	12,001 32	12,042 00
03523TBB3	ANHEUSER BUSCH INBEV	40000 000	39,767 20	46,543.60
05573WAC9	BMW VEH OWNER TR 2011-A	35000 000	35,060.16	35,117 60
06406HBJ7	BANK NEW YORK INC	15000 000	15,004 65	15,152 70
06739FFZ9	BARCLAYS BANK PLC	20000 000	19,976 60	21,280 40
07388PAE1	BEAR STEARNS COMMERCIAL MTG	35000 000	33,252 73	40,108.95
075887AU3	BECTON DICKINSON & CO	25000 000	24,837 00	29,632.75
11102AAA9	BRITISH TELECOMMUNICATIONS PLC	40000 000	41,446 40	47,802.00
12189TAY0	BURLINGTON NORTHN SANTA FE	25000.000	24,712 75	29,427.75
12514AAE1	CD 2007-CD5 MTG TR	19917.370	20,283.05	23,535.56
126117AL4	CNA FINL CORP	15000.000	15,006.15	16,285 20
126117AP5	CNA FINL CORP	15000.000	15,513.90	18,813 60
12619SAC0	CNH EQUIP TR 2010-C	14081.550	14,080.89	14,130 98
126408GW7	CSX CORP	25000.000	25,209.50	26,920 00
126650BR0	CVS CAREMARK CORP	25000.000	25,271.50	31,994.00
13063A5G5	CALIFORNIA ST	20000.000	20,006 20	28,836.00
136385AK7	CANADIAN NAT RES LTD	35000 000	33,437.95	41,228.95
14040HAN5	CAPITAL ONE FINL CORP	40000 000	30,411 60	45,760 80
156700AT3	CENTURYLINK INC	10000 000	9,791.80	10,451 10
172967ES6	CITIGROUP INC	14000 000	15,609.44	16,777.74
172967EU1	CITIGROUP INC	20000.000	19,123.00	20,692.00
172967FH9	CITIGROUP INC	50000.000	51,168.44	54,587.50
172967FT3	CITIGROUP INC	5000.000	5,441.65	5,578.50
17309DAD5	CITIGROUP COML MTG TR	40000.000	43,750 00	45,784.80
19765N245	COLUMBIA DIVIDEND INCOME FUND	108713.137	1,622,000.00	1,603,518.77
19765Y688	COLUMBIA SELECT LARGE CAP	123955.568	1,259,122 94	1,718,024.17
20030NAL5	COMCAST CORP	35000.000	35,098 00	40,212.55
200340AN7	COMERICA INC	35000.000	35,105 70	36,956.85
20173QAE1	COMMERCIAL MTG TR 2007-GG9	35000.000	38,691.41	40,310.20
205887BF8	CONAGRA FOODS INC	40000.000	43,088.40	49,237.20

CHARLES A KING U/W-EQUITY
04-6012742
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
209111EE9	CONSOLIDATED EDISON CO NY INC	100000.000	100,371.00	104,396.00
219350AW5	CORNING INC	15000.000	16,271.40	15,796.35
22545DAD9	CREDIT SUISSE COML MTG TR SER	20000.000	20,323.44	22,703.80
25459HBG9	DIRECTV HLDGS LLC / DIRECTV FING	15000.000	15,653.85	15,171.45
25468PCE4	DISNEY WALT CO	45000.000	48,514.05	52,351.65
260543BX0	DOW CHEM CO	28000.000	28,714.56	37,802.24
26138EAN9	DR PEPPER SNAPPLE INC	30000.000	29,850.40	30,936.90
263534BN8	DU PONT E I NEMOURS & CO	100000.000	96,349.00	105,645.00
26441YAW7	DUKE RLTY LTD PARTNERSHIP NEW	25000.000	25,472.00	25,456.50
269858304	EAGLE SM CAP GROWTH FUND	12514.235	538,362.38	547,622.92
29081YAC0	EMBRAER OVERSEAS LTD	40000.000	39,739.35	46,200.00
292505AK0	ENCANA CORP	15000.000	14,940.90	16,124.25
302182AE0	EXPRESS SCRIPTS INC	40000.000	41,187.75	51,263.60
3137A6B27	FEDERAL HOME LN MTG CORP	75000.000	75,251.95	87,371.25
3137AL6V6	FEDERAL HOME LN MTG CORP	30000.000	30,449.52	31,654.20
3138A2BM0	FEDERAL NATL MTG ASSN	153594.810	153,594.81	168,800.70
3138AEJG9	FEDERAL NATL MTG ASSN	84180.610	90,112.71	91,383.94
3138LSKK5	FEDERAL NATL MTG ASSN	63253.550	65,704.65	67,629.43
31398CTX6	FEDERAL HOME LN MTG CORP	22697.000	23,542.82	24,244.03
31410K7M0	FEDERAL NATL MTG ASSN	27929.990	29,885.11	31,355.60
31416XW63	FEDERAL NATL MTG ASSN	27230.840	29,902.86	30,233.04
31418RSF9	FEDERAL NATL MTG ASSN	40021.710	43,160.91	44,434.10
316773CK4	FIFTH THIRD BANCORP	60000.000	60,039.45	64,105.20
35177PAS6	FRANCE TELECOM SA	20000.000	21,067.20	21,048.60
369604BD4	GENERAL ELEC CO	10000.000	9,976.50	10,193.10
36962G4B7	GENERAL ELEC CAP CORP	25000.000	26,139.50	33,982.50
38141GDK7	GOLDMAN SACHS GROUP INC	35000.000	36,622.25	35,733.95
396789JU4	GREENWICH CAP COML FDG CORP	25000.000	26,566.41	26,754.75
411511306	HARBOR INTERNATIONAL FUND	8030.892	469,285.46	498,879.01
42809HAB3	HESS CORP	20000.000	19,935.40	26,322.20
438516AX4	HONEYWELL INTL INC	40000.000	39,957.20	47,815.20
446150AG9	HUNTINGTON BANKSHARES INC	30000.000	30,236.25	36,703.80
4521518T3	ILLINOIS ST	20000.000	20,000.00	20,000.00
45687AAE2	INGERSOLL-RAND GLOBAL HLDG CO	25000.000	29,195.20	27,667.75

CHARLES A KING U/W-EQUITY
04-6012742
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
46625HJC5	JPMORGAN CHASE & CO	15000.000	14,928 00	16,773 60
46625YUC5	J P MORGAN CHASE COML MTG SECS	30000.000	31,000 78	32,630.70
46625YXP3	J P MORGAN CHASE COML MTG SECS	40000 000	41,989 06	44,582.80
46627QBB3	J P MORGAN CHASE COML MTG SEC	31963.510	33,561 68	34,248 26
46638UAC0	J P MORGAN CHASE COML MTG SECS	15000.000	15,467.58	15,375 60
47787RAC4	JOHN DEERE OWNER TR 2012-B	24000 000	23,999 26	24,017.52
491189FC5	KENTUCKY ASSET / LIABILITY COM	65000 000	65,000 00	68,045.25
494550BF2	KINDER MORGAN ENERGY PARTNERS	30000.000	33,013.50	37,595 40
50075NAS3	KRAFT FOODS INC	35000 000	36,800 40	42,748.30
501044CM1	KROGER CO	40000 000	40,807 20	43,164.80
502413BA4	L-3 COMMUNICATIONS CORP	15000.000	16,518 60	16,924.65
52108HXM1	LB-UBS COML MTG TR SER 2003-C8	30000 000	31,546 88	30,678 60
52108HZY3	LB-UBS COML MTG TR 2004-C2	30000 000	31,368 75	31,067 10
52109RBM2	LB-UBS CMBS TR	10000.000	10,047.27	11,922.30
534187AX7	LINCOLN NATL CORP IND	25000.000	24,996 05	33,432.50
552983694	MFS VALUE FUND	64750.499	1,622,000.00	1,648,547.70
58013MEG5	MCDONALDS CORP	50000 000	51,165.00	58,244.50
59156RAN8	METLIFE INC	50000 000	48,013 00	55,045.00
59259YDC0	METROPOLITAN TRANSN AUTH N Y R	35000.000	35,309 40	45,182.20
617453AT2	MORGAN STANLEY CAP I TR 2006-IQ-	25000.000	26,226.56	28,222.50
61747WAL3	MORGAN STANLEY	20000 000	19,463.60	22,707.40
61751NAF9	MORGAN STANLEY CAP TR I 2007-	30000 000	31,893.75	34,673.70
635405AM5	NATIONAL CITY CORP	35000.000	31,850 00	43,665.30
646139X83	NEW JERSEY ST TPK AUTH TPK REV	40000.000	40,000.00	57,653.20
652482BC3	NEWS AMER INC	25000 000	24,716 00	30,090.50
65473QBB8	NISOURCE FIN CORP	15000.000	14,979.60	15,877.65
65475GAC7	NISSAN AUTO LEASE TR 2010-B	9995.050	9,994 39	10,002.05
665772CA5	NORTHERN STS PWR CO	25000.000	23,841 25	30,609.75
666807BB7	NORTHROP GRUMMAN CORP	5000.000	4,990.70	5,230.80
68389XAG0	ORACLE CORP	35000 000	35,483.35	42,031.15
693390841	PIMCO HIGH YIELD FD	110976.585	1,043,737.42	1,069,814.28
713448BN7	PEPSICO INC	40000.000	40,200 00	46,257.60
722005667	PIMCO COMMODITY REALRETURN	182676.920	1,424,915.25	1,212,974.75
72650RAP7	PLAINS ALL AMERN PIPELINE L P/	90000.000	92,678.60	106,130.70

CHARLES A KING U/W-EQUITY
04-6012742
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
74432QBG9	PRUDENTIAL FINL INC	35000.000	35,826 40	44,445.45
74441C808	PRUDENTIAL JENNISON MID-CAP	29635.449	943,000 00	960,781.26
7591EPAF7	REGIONS FINL CORP	30000.000	29,817 90	33,264 00
76628R615	RIDGEWORTH MID CAP VALUE EQUITY	88667.249	970,000 00	1,041,840.18
780097AN1	ROYAL BK SCOTLAND GROUP PLC	50000 000	51,219 50	50,872.50
786514BU2	SAFEWAY INC	30000.000	30,411 24	30,908.70
816851AN9	SEMPRA ENERGY	40000 000	40,443 50	46,894.00
828807CG0	SIMON PPTY GROUP L P	30000 000	30,520 20	33,318.30
87234N302	TCW SELECT EQUITIES FUND	82418.699	1,622,000 00	1,666,506.09
87927VAR9	TELECOM ITALIA CAP	35000 000	34,461 00	36,540.00
87938WAG8	TELEFONICA EMISIONES S A U	45000 000	48,559 95	50,062.50
88732JAQ1	TIME WARNER CABLE INC	20000 000	23,668 60	21,665.00
88732JAU2	TIME WARNER CABLE INC	20000 000	21,418 60	25,367 40
893521AB0	TRANSATLANTIC HLDGS INC	10000 000	11,433 80	13,317.00
912803CH4	UNITED STATES TREAS BD	30000 000	13,333 57	18,875 40
912803DJ9	UNITED STATES TREAS BD	260000 000	69,974.70	114,995.40
912810QX9	UNITED STATES TREAS BD	120000 000	119,020 31	115,875 60
912828QP8	UNITED STATES TREAS NT	120000 000	121,035 94	125,353 20
912828RC6	UNITED STATES TREAS NT	28000 000	27,772.50	29,435 00
912828TD2	UNITED STATES TREAS NT	250000 000	249,780 86	249,590.00
912828TY6	UNITED STATES TREAS NT	385000 000	385,661 72	380,788 10
913017BV0	UNITED TECHNOLOGIES CORP	10000 000	9,992 30	10,589.90
91529YAG1	UNUM GROUP	25000.000	26,474 50	29,451.25
917542QR6	UTAH ST	40000.000	40,482 80	46,902.80
91911TAG8	VALE OVERSEAS LTD	35000 000	36,814.40	40,270.65
921943858	VANGUARD MSCI EAFE ETF	9055 000	298,633 90	319,007.65
922042858	VANGUARD MSCI EMERGING MKTS	45750.000	1,905,396.00	2,037,247.50
92343VAG9	VERIZON COMMUNICATIONS INC	35000.000	34,282.50	41,072.50
92646A815	VICTORY SMALL CO OPPTY FUND	16306 396	530,447.07	528,653.36
92857WAF7	VODAFONE GROUP PLC	50000.000	47,789.50	52,137.00
92930RBB7	WFRBS COML MTG TR 2012-C9	50000 000	51,247 85	51,565.50
929766UK7	WACHOVIA BK COML MTG TR 2004-C14	30000.000	32,308.59	31,825.80
929766YX5	WACHOVIA BK COML MTG TR 2004-	45000.000	47,489 06	48,171.60
92976BBQ4	WACHOVIA BK COML MTG TR 2005-C22	30000.000	29,831.25	33,097.80

CHARLES A KING U/W-EQUITY
04-6012742
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
931142CL5	WAL-MART STORES INC	30000 000	30,731 10	30,335.10
947075AD9	WEATHERFORD INTL LTD	5000.000	4,189 65	5,712.85
947075AF4	WEATHERFORD INTL LTD	30000.000	31,803.00	39,139 20
983024AE0	WYETH	50000.000	52,508.50	52,711 00
		Totals:	20,181,711.45	21,302,933 38