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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**

ENVELOPE DATE APR 23 2013

Name of foundation: **SHEA MARY E EST TR U/W**

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

Room/suite: _____

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

A Employer identification number: **06-6029604**

B Telephone number (see instructions): **888- 866-3275**

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) **\$ 4,106,648.**

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	108,829.	108,779.		STMT 1
5a	Gross rents				
b	Net rental income or loss				
6a	Net gain or (loss) from sale of assets not on line 10	41,122.			
b	Gross sales price for all assets on line 6a	2,021,873.			
7	Capital gain net income (from Part IV, line 2)		41,122.		
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	149,951.	149,901.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	26,195.	15,717.		10,478.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) STMT 2	750.	NONE	NONE	750.
b	Accounting fees (attach schedule) STMT 3	1,250.	NONE	NONE	1,250.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	13,548.	802.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 5	817.			817.
24	Total operating and administrative expenses. Add lines 13 through 23	42,560.	16,519.	NONE	13,295.
25	Contributions, gifts, grants paid	170,100.			170,100.
26	Total expenses and disbursements Add lines 24 and 25	212,660.	16,519.	NONE	183,395.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	-62,709.			
b	Net investment income (if negative, enter -0-)		133,382.		
c	Adjusted net income (if negative, enter -0-)				

APR 30 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	NONE		
	2	Savings and temporary cash investments	118,279.	418,384.	418,384.
	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 6	4,051,676.	3,687,240.	3,688,264.
	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)	4,169,955.	4,105,624.	4,106,648.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	4,169,955.	4,105,624.	
	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)	4,169,955.	4,105,624.		
31	Total liabilities and net assets/fund balances (see instructions)	4,169,955.	4,105,624.		

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	4,169,955.
2	Enter amount from Part I, line 27a	2	-62,709.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,107,246.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	1,622.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,105,624.

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 2,021,396.		1,980,751.	40,645.			
b 477.			477.			
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			40,645.			
b			477.			
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	41,122.	
{ 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	197,679.	4,037,888.	0.048956
2010	193,900.	3,880,643.	0.049966
2009	172,954.	3,486,974.	0.049600
2008	190,873.	4,044,188.	0.047197
2007	193,354.	4,729,717.	0.040881

2 Total of line 1, column (d)	2	0.236600
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	0.047320
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,990,583.
5 Multiply line 4 by line 3	5	188,834.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,334.
7 Add lines 5 and 6	7	190,168.
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	183,395.

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

Table with 11 rows for excise tax calculations. Includes sub-tables for credits/payments (6a-6d) and a total amount owed of 1,334.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes 'Yes' and 'No' columns. Marked 'X' for various activities like political influence, unrelated business income, and substantial contributors.

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? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no ▶ <u>(888) 866-3275</u> Located at ▶ <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 ▶ <u>02901-1802</u>			
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 ▶ <u>15</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	
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))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(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)
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
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)?
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?
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?
7b 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).

Table with 5 columns: (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. Row 1: BANK OF AMERICA, N.A., TRUSTEE, 1, 26,195, -0-

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

Table with 5 columns: (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.

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

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

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	3,623,999.
b	Average of monthly cash balances	1b	427,354.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,051,353.
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	4,051,353.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	60,770.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,990,583.
6	Minimum investment return. Enter 5% of line 5	6	199,529.

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	199,529.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,668.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,668.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	196,861.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	196,861.
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	196,861.

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	183,395.
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	183,395.
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	183,395.

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				196,861.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			30,914.	
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: ▶ \$ <u>183,395.</u>				
a Applied to 2011, but not more than line 2a			30,914.	
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				152,481.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				44,380.
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)

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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).

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.

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

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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
<p>a Paid during the year</p> <p>SEE ATTACHED STATEMENT</p>	NONE	PC	UNRESTRICTED GENERAL SUPPORT	170,100.
Total				3a 170,100.
<p>b Approved for future payment</p>				
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

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here section containing signature of officer or trustee, date, title, and a box for IRS discussion. Below is the Preparer section with fields for name, signature, date, and firm information.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ARTIO GLOBAL HIGH INCOME FUND CL I	2,024.	1,974.
COLUMBIA ACORN FUND CLASS Z SHARES	494.	494.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	1,863.	1,863.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	239.	239.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	14,618.	14,618.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	88.	88.
COLUMBIA SELECT SMALL CAP FUND CLASS Z S	509.	509.
EATON VANCE LARGE-CAP VALUE FUND CL I	2,285.	2,285.
HARBOR INTERNATIONAL FUND INSTL CL	3,742.	3,742.
ISHARES RUSSELL 1000 GROWTH INDEX FUND	2,991.	2,991.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	226.	226.
PIMCO TOTAL RETURN FUND INSTL	70,807.	70,807.
PIMCO COMMODITY REALRETURN STRATEGY FUND	2,464.	2,464.
PIMCO EMERGING MKT CURRENCY FUND INSTL	808.	808.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	2,832.	2,832.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	290.	290.
HIGH QUALITY CORE COMMON TRUST FUND	2,549.	2,549.
	-----	-----
TOTAL	108,829.	108,779.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	750.			750.
TOTALS	750.	NONE	NONE	750.

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 - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES		3.
EXCISE TAX - PRIOR YEAR	5,646.	
EXCISE TAX ESTIMATES	7,100.	
FOREIGN TAXES ON QUALIFIED FOR	229.	229.
FOREIGN TAXES ON NONQUALIFIED	570.	570.
	-----	-----
TOTALS	13,548.	802.
	=====	=====

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER CHARITABLE EXPENSES
OTHER CHARITABLE EXPENSES

380.
437.

380.
437.

TOTALS

817.
=====

817.
=====

SHEA MARY E EST TR U/W

06-6029604

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
464287614 ISHARES RUSSELL 1000	481,950.	475,130.
197199409 COLUMBIA ACORN FUND	103,707.	100,601.
19765N245 COLUMBIA DIVIDEND IN	730,373.	742,454.
19765P596 COLUMBIA SMALL CAP G	41,483.	32,887.
19765Y589 COLUMBIA SELECT SMAL	31,112.	18,853.
693390700 PIMCO TOTAL RETURN F	1,223,739.	1,266,559.
722005667 PIMCO COMMODITY REAL	103,707.	72,638.
411511306 HARBOR INTERNATIONAL	165,931.	165,292.
197199813 COLUMBIA ACORN INTER	69,338.	82,945.
19765H636 COLUMBIA MARSICO INT	165,931.	165,100.
72201F409 PIMCO EMERGING MKT C	41,483.	40,410.
77956H104 ROWE T PRICE INTL FD	124,448.	124,943.
99Z466163 HIGH QUALITY CORE CO	404,038.	400,452.
TOTALS	3,687,240.	3,688,264.

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

=====

DESCRIPTION

AMOUNT

12 TYE INCOME ADJ
ADJ CARRYING VALUE

1,156.
466.

TOTAL

1,622.

=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

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

COMMON TRUST FUNDS	430.00	

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		430.00

		=====

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

COMMON TRUST FUNDS	47.00	

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		47.00

		=====

RECIPIENT NAME:

BANK OF AMERICA, N.A.

ADDRESS:

777 MAIN STREET

HARTFORD, CT 06115

FORM, INFORMATION AND MATERIALS:

SEE ATTACHED APPLICATION

SUBMISSION DEADLINES:

FEBRUARY 28

RESTRICTIONS OR LIMITATIONS ON AWARDS:

APPLICATIONS ARE ONLY ACCEPTED FROM CHARITABLE ORGANIZATIONS
BASED IN NEW LONDON, CT OR THAT SUPPORT A HIGH PERCENTAGE OF NEW
LONDON RESIDENTS.

THE JAMES P. & MARY E. SHEA PERPETUAL TRUST

Bank of America, Trustee

APPLICATION FOR FUNDING

Application Procedures

Please review the grant application procedures carefully. It is the responsibility of each organization to comply with these procedures. Organizations who do not comply will forfeit their opportunity for funding during the current period and all incomplete applications will be returned. It is also the responsibility of each organization to call or write for an updated application form each time it wishes to apply to the James P. & Mary E. Shea Perpetual Trust.

Application Form

The application form and grant application summary must both be filled out completely. Please include a name and phone number as a contact in the event additional information is needed.

The income and expense statement should show the budget for your main organization. A separate budget for the project or program being proposed must be attached as well. Please be certain it is clear to the Board of Distributors how the grant amount requested relates to the budget for the particular program or project you are seeking funding. Be specific as to what percentage of the project or program will be funded by this grant. Please note: the Board prefers to fund projects with a direct benefit to the New London community as opposed to Capital Improvement projects.

Tax Status

You must enclose a copy of your IRS tax-exempt determination letter, and the 990 return most recently filed. This letter must be specifically for your organization and must state that you are not a private foundation, that you have a 501 (c)(3) status, and are either a 509 (a)(1), 509 (a)(2), 509 (a)(3) or 509(a)(4). Any organization having no such verifiable letter will not be funded. Please note that organizations that do not have their own tax status will not be funded. The Board of Distributors' policy is not to make payments to a "pass-through" organization.

Enclosures

Additional enclosures are: copies of your most recent annual report and a current list of your Board of Trustees. **Please enclose eight copies of your completed grant application, grant application summary, and all other enclosures requested as well as any other information you deem appropriate for inclusion with your application.** If we do not have enough copies of the materials you send for inclusion with your application, the Board will not see those materials. The Trustee does not return any original artwork, videotapes or the like submitted as part of an application for funding.

Deadline

Applicants must have all application materials postmarked by **February 28** to be eligible for grant consideration.

Applications should be mailed to:

**James P. & Mary E. Shea Perpetual Trust
c/o Bank of America - CT2-102-22-02
Attn: Amy R. Lynch
777 Main Street
Hartford, CT 06115**

****Remember to complete the Grant Application, Grant Application Summary and Main Organization's Income and Expense Statement (attached) as well as composing the Application Narrative as outlined on page seven of the application. The Narrative summarizes, once again, all information which needs to be included in your application and the necessary enclosures.**

REMEMBER TO INCLUDE

- ◆ **IRS Determination Letter**
- ◆ **Most recent 990 filed with the IRS**
- ◆ **Most recent Annual Report / Financial Statement**
- ◆ **List of Board of Trustees**
- ◆ **A specific budget for the project or program for which you are requesting funding**
- ◆ **Eight (8) sets of your completed application, including all enclosures and supporting materials**

THE JAMES P. & MARY E. SHEA PERPETUAL TRUST

APPLICATION NARRATIVE & ATTACHMENTS

Please provide the following information Remember to include original and seven (7) copies for a total of eight (8) copies

A. NARRATIVE: *Please limit to five (5) pages*

1. Organization Information:

Brief summary of organization's history
Brief statement of organization's mission and goals
Description of current programs, activities, accomplishments
Organizational chart
Board membership list with names and affiliations
Population the agency benefits: socio-economic status, language, age, physical abilities and/or other descriptions, as appropriate
How this agency uses volunteers; total number of volunteers
How this agency works with others providing similar services and how it is unique

2. Purpose of Grant

Statement of issues to be addressed; description of target population and how they will benefit
Description of project goals and objectives and statement as to whether this is a new or ongoing part of the sponsoring organization
Description of how the people expected to benefit from this project will become involved in its development and implementation
Project activities and timetable
Anticipated outcomes and results
List of key individuals involved in the project; brief summaries of their qualifications (*no resumes*)
How this agency will work with other organization(s) if this is a collaborative proposal
Long-term strategies for funding this project beyond this grant period

3. Evaluation

Plans for evaluation including how success will be defined and measured
How evaluation results will be used and/or disseminated

B: Attachments *(Please provide the dates each document covers):*

1. Finances

Budget for this grant request showing income and expenses
Organization's annual operating budget and actual income and expenses for most recently completed fiscal year
Organization's annual operating budget and actual year-to-date income and expenses for current year
Most recent annual financial statement (*audited, if available*)
Listing of the funding sources (foundations, corporations, others) solicited for this request (indicate the amount requested and status of your proposal with each one)

2. Other Supporting Materials

Copy of IRS determination letter and/or explanation of your tax-exempt status (*(501(c)(3) Status is mandatory for funding approval*)
Annual Report
Letters of agreement, if this is a collaborative proposal

EXTRACT FROM THE WILL OF MARY E. SHEA

"I hereby authorize and direct said trustee to hold, manage, invest and reinvest the principal or corpus of said trust estate and to pay, apply and distribute the net income and avails thereof, remaining after the deduction of such charges against income as are hereinafter set forth, to such public and/or charitable uses and purposes in the City of New London as may be selected and determined by a majority set forth for the purpose of assisting charitable and educational institutions promoting education and scientific research, the care of children, the needy, sick, aged or helpless, the betterment of living and working conditions, recreation for all classes and for such other public and/or charitable uses and purposes as in the opinion of said Board of Distributors will best promote the mental, moral and physical improvement of the residents of said City of New London or contribute to the public welfare of said City."

**THE JAMES P. & MARY E. SHEA PERPETUAL TRUST
GRANT APPLICATION SUMMARY**

Date Received: _____ **Date Organization Established:** _____
Organization: _____ **Tax Status:** _____
_____ **Tax ID#** _____
Address: _____

Description or Organization/Agency:

Principals/Titles(Exec. Dir. and President of Board):

E:mail address:

Shea Amount Request:

Purpose:

Served: _____ **% City of New London**

Grants Received for this project by the Applicant (within the last 12 months):

<u>Date Received</u>	<u>Amount Requested</u>	<u>Funds Provided By</u>
----------------------	-------------------------	--------------------------

Grants for the Project Applied for:

<u>Date:</u>	<u>Amount Requested</u>	<u>Organization Application(s) is Pending:</u>
--------------	-------------------------	--

Financial Summary:

	<u>Prior FY</u>	<u>Current FY</u>
Cash and Cash Equivalents		
Total Assets		
Total Liabilities		
Unrestricted Fund Balance		
Restricted Funds		

Brief Financial Analysis:

THE JAMES P. & MARY E. SHEA PERPETUAL TRUST
GRANT APPLICATION

Date:

Name of Organization and address of principal office*:

Phone: _____ FAX: _____

E:mail _____

*If local chapter of a National Organization, please note _____

Salaried Executive Director or Secretary (if any, state title):

Number of
full-time employees: _____ part time employees: _____ volunteers _____

Principal services and purposes of Organization:

Number of clients served annually and percentage breakdown by geographic area:

Number of persons served annually _____

Number served by current proposal _____

City of New London _____% New London County _____%

Balance of Connecticut _____% (please specify region) _____

Please answer briefly:

State amount requested: \$ _____

For what specific purposes, and during what period of time will this amount be used?

Period of time in which funds will be spent: from _____ to _____

Benefits expected from grant (1) to applicant; (2) to community:

Signature

Chairman or President of the Board

Title

Date

Contact for further information:

Name: _____ Title _____

Phone _____

MAIN ORGANIZATION'S
Income and Expense Statement

Latest Fiscal Year ____ Anticipated Fiscal Year ____

INCOME

Fees For Service

Federal Government _____ \$ _____ \$ _____
State Government _____
Local Government _____
Clients _____
Other (If significant, note source) _____
Total _____ \$ _____ \$ _____

Contributions and Grants

Government _____ \$ _____ \$ _____
Corporate _____
Foundations _____
Individuals: Local _____
 Other _____
United Way _____
Total _____ \$ _____ \$ _____

Investment Income

Trust Income (third party trustee) _____ \$ _____ \$ _____
Income from Restricted Endowment _____
Recent Market Value \$ _____ Date _____
Income From Unrestricted Endowment _____
Recent Market Value \$ _____ Date _____
Other Investment Income _____
Total _____ \$ _____ \$ _____

Other Income (if significant, note source) _____

TOTAL INCOME _____ \$ _____ \$ _____

EXPENSES (Provide any details you deem important)

Personnel _____ \$ _____ \$ _____
Operations _____
Other Expenses _____
TOTAL EXPENSES _____ \$ _____ \$ _____

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

Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient	Amount
CATHOLIC CHARITIES, DIOCESE OF	NONE	SUPP THE EMERGENCY BASIC NEEDS & CASE	PUBLIC CHARITY	11,000.00
CHILD AND FAMILY AGENCY OF SE CT	NONE	SUPP THE BP LEARNED MISSION AFTERSCHOOL/	PUBLIC CHARITY	11,000.00
CHILD AND FAMILY AGENCY OF SE CT	NONE	SUPP THE COST OF A TEACHER F/NEW LONDON	PUBLIC CHARITY	5,000.00
NEW LONDON AMERICAN LEGION	NONE	PROV STARTUP COSTS TO ADD A JR PROG TO	PUBLIC CHARITY	1,100.00
NEW LONDON COMMUNITY BOATING INC	NONE	SUPP SCHOLARSHIPS F/10 CHILDREN FROM	PUBLIC CHARITY	6,200.00
NEW LONDON COMMUNITY MEAL CTR	NONE	TO PROVIDE ASSISTANCE WITH UTILITY BILLS	PUBLIC CHARITY	10,000.00
NEW LONDON HOMELESS HOSPITALITY	NONE	TO SUPPORT THE RAPID RE-HOUSING PROGRAM	PUBLIC CHARITY	17,000.00
NEW LONDON/CITY OF, OFF OF YOUTH	NONE	TO SUPPORT THE TEEN AND YOUTH CENTER	PUBLIC CHARITY	4,600.00
OIC OF NEW LONDON COUNTY INC	NONE	TO SUPPORT THE CERTIFIED NURSING ASSIST	PUBLIC CHARITY	18,000.00
PUBLIC LIBRARY OF NEW LONDON	NONE	TO PROVIDE OPERATIONAL SUPP F/WEEKEND	PUBLIC CHARITY	30,000.00
ST MARY STAR OF THE SEA CHURCH	NONE	TO SUPP CAPITAL REPAIRS FOR THE CHURCH	PUBLIC CHARITY	25,000.00
UNITED COMMUNITY & FAMILY SERV	NONE	TO SUPP BEHAVIORAL HLTH SRVCS F/NEW	PUBLIC CHARITY	2,500.00
WOMEN'S CTR OF SE CT INC	NONE	SUPP LATINA VICTIMS OF DOMESTIC VIOLENCE	PUBLIC CHARITY	10,000.00
CT ADOPTION & FAMILY SERVICES	NONE	SUPP THE PROJECT CT'S CHILD (PCC) PROG	PUBLIC CHARITY	3,000.00
COVENANT SHELTER OF NEW LONDON	NONE	SUPP EMERG SHELTER & CASE MANAGEMENT	PUBLIC CHARITY	9,500.00
EASTERN CT SYMPHONY INC	NONE	SUPP NEW LONDON 'MUSIC IN THE SCHOOLS'	PUBLIC CHARITY	4,200.00
KENTE ENTERPRISES INC	NONE	SUPPORT THE YOUTH BOOK CLUB	PUBLIC CHARITY	2,000.00

170,100.00