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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of foundation CAPEWELL, G JR UW HTFD HS ET#2-AE		A Employer identification number 06-6030604
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
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 ☐ Final return ☐ Address 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) \$ 51,642,607.		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 Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	1,719,965.	1,713,188.		STMT 1
5a	Gross rents				
	b Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,232,956.			
b	Gross sales price for all assets on line 6a 16,189,450.				
7	Capital gain net income (from Part IV, line 2)		2,232,956.		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	1,719.	1,950.		STMT 11
12	Total. Add lines 1 through 11	3,954,640.	3,948,094.		
13	Compensation of officers, directors, trustees, etc.	243,560.	146,136.		97,424.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 12	533.	NONE	NONE	533.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 13	81,066.	18,066.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 14		66,580.		
24	Total operating and administrative expenses. Add lines 13 through 23	325,159.	230,782.	NONE	97,957.
25	Contributions, gifts, grants paid	2,318,417.			2,318,417.
26	Total expenses and disbursements. Add lines 24 and 25	2,643,576.	230,782.	NONE	2,416,374.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,311,064.			
b	Net investment income (if negative, enter -0-)		3,717,312.		
c	Adjusted net income (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	NONE		
	2	Savings and temporary cash investments	759,148.	2,161,972.	2,161,972.
	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 15	42,101,109.	41,986,015.	49,480,635.
	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)	42,860,257.	44,147,987.	51,642,607.
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	42,860,257.	44,147,987.	
	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)	42,860,257.	44,147,987.	
	31	Total liabilities and net assets/fund balances (see instructions)	42,860,257.	44,147,987.	

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	42,860,257.
2	Enter amount from Part I, line 27a	2	1,311,064.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 16	3	38,290.
4	Add lines 1, 2, and 3	4	44,209,611.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 17	5	61,624.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	44,147,987.

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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 15,923,918.		13,956,494.	1,967,424.
b 265,532.			265,532.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,967,424.
b			265,532.
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	2,232,956.
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	2,378,768.	49,097,993.	0.048449
2010	2,186,084.	46,092,601.	0.047428
2009	1,803,359.	42,128,743.	0.042806
2008	2,113,769.	47,332,611.	0.044658
2007			

2 Total of line 1, column (d)	2	0.183341
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	0.045835
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	50,601,817.
5 Multiply line 4 by line 3	5	2,319,334.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	37,173.
7 Add lines 5 and 6	7	2,356,507.
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	2,416,374.

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	1	37,173.
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		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	2	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
3 Add lines 1 and 2	3	37,173.
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	37,173.
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	83,764.
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	83,764.
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	46,591.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 18,588. Refunded ☒ 28,003.	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)? 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		X
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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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) ☒ CT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

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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 <u>N/A</u>				
14	The books are in care of <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no <u>(888) 866-3275</u> Located at <u>PO 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?	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 <u></u>				

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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	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? ☐ Yes ☒ No If "Yes," list the years <u></u>		
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 <u></u>		
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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b****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 **6b**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA 777 MAIN STREET, HARTFORD, CT 06115	TRUSTEE 1	243,560.	-0-	-0-

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	49,299,520.
b	Average of monthly cash balances	1b	2,072,883.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	51,372,403.
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	51,372,403.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	770,586.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	50,601,817.
6	Minimum investment return. Enter 5% of line 5	6	2,530,091.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	2,530,091.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	37,173.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	37,173.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,492,918.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	2,492,918.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,492,918.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,416,374.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,416,374.
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	37,173.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,379,201.

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				2,492,918.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			598,042.	
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 ▶ \$ 2,416,374.				
a Applied to 2011, but not more than line 2a			598,042.	
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				1,818,332.
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				674,586.
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).)

NONE

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

NONE

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

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

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

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				
ST FRANCIS HOSPITAL DONNA GILBERT DIR OF ACCOUNTING HARTFORD CT	NONE	PC	UNRESTRICTED GENERAL SUPPORT	386,344.
CONNECTICUT HUMANE SOCIETY ATTN: DEVELOPMENT 701 RUSSELL RD NEWINGTON CT 06111-1527	NONE	PC	UNRESTRICTED GENERAL SUPPORT	20.
VILLAGE FOR FAMILIES & CHILDREN ED HACKETT CFO HARTFORD CT 06105-1001	NONE	PC	UNRESTRICTED GENERAL SUPPORT	386,346.
CT INSTITUTE FOR THE BLIND JAMES T JONES VP FINAN & ADMIN HARTFORD CT 0	NONE	PC	UNRESTRICTED GENERAL SUPPORT	193,174.
CONN CHILDRENS MEDICAL CENTER PATRICK J. GARVEY CONTROLLER HARTFORD CT 061	NONE	PC	UNRESTRICTED GENERAL SUPPORT	386,346.
HARTFORD HOSPITAL THOMAS MARCHOZZI CFO HARTFORD CT 06115-2701	NONE	PC	UNRESTRICTED GENERAL SUPPORT	772,690.
HTFD HOSPITAL JEFFERSON HOUSE THOMAS MARCHOZZI CFO HARTFORD CT 06115-2701	NONE	PC	UNRESTRICTED GENERAL SUPPORT	193,172.
TRINITY EPISCOPAL CHURCH OF HARTFORD HARTFORD CT 06105-2755	NONE	PC	UNRESTRICTED GENERAL SUPPORT	325.
Total			3a	2,318,417.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	1,719,965.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	2,232,956.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b SMALL CAP CTF				1	1,889.	
c INTERNATIONAL EQUI				1	-358.	
d WEATHERFORD INTL L				1	188.	
e _____						
12 Subtotal. Add columns (b), (d), and (e)					3,954,640.	
13 Total. Add line 12, columns (b), (d), and (e)						3,954,640.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AOL TIME WARNER INC DEB	3,813.	3,813.
AT&T INC	30,096.	30,096.
ABBOTT LABORATORIES	9,453.	9,453.
AIR PRODUCTS AND CHEMICALS INC	580.	580.
ALLY MASTER OWNER TR 2011-1 ASSET BACKED	1,978.	1,978.
ALLY AUTO RECEIVABLES TR 2012-SN1 ASSET	55.	55.
ALTRIA GROUP INC	10,843.	10,843.
AMERADA HESS CORP NT	4,380.	4,380.
AMERICA MOVIL S A B DE C V GTD SR NT	4,500.	4,500.
AMERICAN ELECTRIC POWER CO	2,551.	2,551.
AMERICAN ELEC PWR INC SR NT SER D	8,076.	8,076.
AMERICAN EXPRESS CR ACCOUNT MASTER TR 20	13,519.	13,519.
AMERICAN EXPRESS CR CORP UNSCD MTN SER C	4,994.	4,994.
AMGEN INC COM	3,652.	3,652.
ANHEUSER BUSCH INBEV WORLDWIDE INC CO GT	4,375.	4,375.
APPLE INC COM	1,744.	1,744.
ARCELOMITTAL SA LUXEMBOURG SR UNSECD NT	6,136.	6,136.
AUTOMATIC DATA PROCESSING INC	5,616.	5,616.
BB&T CORP SR MEDIUM TERM NT C3/28/14 @10	1,076.	1,076.
BMW VEH LEASE TR 2010-1 ASSET BACKED NT	212.	212.
BNSF FDG TR I GTD TR PFD SECS C1/15/26 @	5,290.	5,290.
BMW VEH OWNER TR 2011-A ASSET BACKED NT	993.	993.
BARCLAYS BANK PLC SR NT UNITED KINGDOM	3,120.	3,120.
BEAR STEARNS COML MTG SECS SER 2002-TOP8	4,409.	4,409.
BEAR STEARNS COMMERCIAL MTG SECS TR MTG	5,461.	5,461.
BEAR STEARNS COML MTG SECS TR 2007-PWR16	8,716.	8,716.
BEAR STEARNS COML MTG SECS TR 2007-TOP28	5.	5.
BEST BUY INC SR UNSECD NT C12/15/20 @100	2,434.	2,434.
BHP BILLITON LIMITED ADR	3,185.	3,185.
BLACKROCK INC CL A	5,789.	5,789.
BOEING CO	2,812.	2,812.
BOSTON PROPERTIES INC SR NT	1,285.	1,285.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
BRANDYWINE OPER PARTNERSHIP LP CO GTD NT	9,631.	9,631.
BRISTOL MYERS SQUIBB CO COM	21,599.	21,599.
BRITISH TELECOMMUNICATIONS PLC SR NT UNI	7,735.	7,735.
CD 2007-CD4 COML MTG TR MTG PASSTHRU CTF	6,386.	6,386.
CD 2007-CD5 MTG TR COML MTG PASSTHRU CTF	3,530.	3,530.
CME GROUP INC COM	7,936.	7,936.
CMS ENERGY CORP COM	3,798.	3,798.
CNA FINL CORP SR UNSECD NT	2,340.	2,340.
CNA FINL CORP SR UNSECD NT	2,940.	2,940.
SMALL CAP CTF	44,592.	44,592.
INTERNATIONAL EQUITY CTF	62,539.	62,539.
CNH EQUIP TR 2010-C ASSET BACKED NT CL A	1,009.	1,009.
CVS CAREMARK CORP SR UNSECD NT	3,369.	3,369.
CALIFORNIA ST GO BDS-TAXBL	4,908.	4,908.
CANADIAN NAT RES LTD NT CANADA	5,415.	5,415.
CAPITAL ONE FINL CORP SUB NT	5,535.	5,535.
CENTURYLINK INC SR UNSECD NT	1,547.	1,547.
CHEVRONTXACO CORP COM	14,447.	14,447.
CHRYSLER FINL AUTO SECURITIZA- TION TR 2	1,145.	1,145.
CHUBB CORPORATION	2,632.	2,632.
CITIGROUP INC SR NT	5,435.	5,435.
CITIGROUP INC SR NT	11,679.	11,679.
CITIGROUP INC SR UNSECD NT	5,046.	5,046.
CITIBANK CR CARD ISSUANCE TR CR CARD NT	1,999.	1,999.
COCA COLA CO COM	5,170.	5,170.
COMCAST CORP NEW SR UNSECD NT	4,790.	4,790.
COMCAST CORP NEW CO GUAR	885.	885.
COMERICA INC SR UNSECD NT	4,350.	4,350.
COMMERCIAL MTG TR 2007-GG9 MTG PASSTHRU	2,110.	2,110.
COMMONWEALTH EDISON CO 1ST MTG	2,678.	2,678.
COMMONWEALTH EDISON CO 1ST MTG SER 106	5,843.	5,843.
CONOCO INC NT	5,560.	5,560.
CONOCOPHILLIPS COM	5,786.	5,786.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CORNING INC NT	225.	225.
CREDIT SUISSE FIRST BOSTON MTG 2002-CKN2	571.	571.
CREDIT SUISSE FIRST BOSTON MTG SECS CORP	3,039.	3,039.
CREDIT SUISSE 1ST BOSTON MTG SECS CORP 2	3,145.	3,145.
CREDIT SUISSE COML MTG TR SER 2006-C3 CC	1,477.	1,477.
DAIMLERCHRYSLER AUTO TR 2007-A ASSET BAC	132.	132.
DEERE & COMPANY	3,025.	3,025.
DEERE JOHN CAP CORP SR MTN	6,975.	6,975.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	6,901.	6,901.
DIAGEO CAP PLC GTD NT UNITED KINGDOM	5,720.	5,720.
DIGITAL RLTY TR INC REITS	4,882.	4,481.
DIRECTV HLDGS LLC / DIRECTV FING INC SR	3,272.	3,272.
DIRECTV HLDGS LLC / DIRECTV FING INC CO	244.	244.
DISCOVER CARD EXECUTION NT TR DISCOVERSE	6,252.	6,252.
DISNEY WALT CO	1,260.	1,260.
DISCOVER FINL SVCS NT	6,241.	6,241.
DOMINION RESOURCES INC	3,758.	3,758.
DOVER CORPORATION	3,383.	3,383.
DOW CHEM CO NT	5,930.	5,930.
DR PEPPER SNAPPLE INC CO GTD NT	1,300.	1,300.
DUPONT E I DE NEMOURS & CO COM	8,509.	8,509.
ERP OPER LTD PARTNERSHIP SR NT	5,375.	5,375.
EMBRAER OVERSEAS LTD SR UNSEC GTD NT CA	5,738.	5,738.
ENCANA CORP SR UNSEC NT CANADA	2,324.	2,324.
ENERGY TRANSFER PARTNERS L P UNSEC SR N	1,579.	1,579.
ENERGY CORP NEW COM	797.	797.
EXPRESS SCRIPTS INC SR UNSEC NT	7,250.	7,250.
EXXON MOBIL CORPORATION	19,096.	19,096.
FPL GROUP CAP INC CO GTD NT	6,000.	6,000.
FEDERAL, NATL MTG ASSN POOL #E80870	48.	48.
FGLMC GOLD #E81076 DTD 7/1/2000 8.00% DU	161.	161.
FEDERAL HOME LN MTG CORP POOL #E00881	205.	205.
FEDERAL HOME LN MTG CORP POOL #Q00032	406.	406.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL HOME LN MTG CORP POOL #Q01318	187.	187.
FEDERAL NATL MTG ASSN POOL #470000	9,494.	9,494.
FEDERAL NATL MTG ASSN POOL #517793	240.	240.
FNMA POOL #534000 DTD 4/1/2000 8.00% DUE	232.	232.
FNMA POOL #547048 DTD 7/1/2000 7.50% DUE	71.	71.
FEDERAL NATL MTG ASSN POOL #AH0943	21,023.	21,023.
FEDERAL NATL MTG ASSN POOL #AI1162	11,304.	11,304.
FEDERAL NATL MTG ASSN POOL #AO2097	3,944.	3,944.
FEDERAL NATL MTG ASSN MTN	9,138.	9,138.
FEDERAL HOME LN MTG CORP SER 3536 CL PC	4,391.	4,391.
FEDERAL HOME LN MTG CORP SER 3565 CL XA	872.	872.
FEDERAL NATL MTG ASSN POOL #889072	263.	263.
FEDERAL NATL MTG ASSN POOL #890200	7,213.	7,213.
FEDERAL NATL MTG ASSN POOL #995200	613.	613.
FEDERAL NATL MTG ASSN POOL #AB2644	5,599.	5,599.
FEDERAL NATL MTG ASSN POOL #AB3739	7,125.	7,125.
FEDERAL NATL MTG ASSN POOL #AD4117	4,057.	4,057.
FIDELITY INSTITUTIONAL MONEY MARKET #59	3,699.	3,699.
FIFTH THIRD BANCORP DEPOSITARY SH RESTG	5,194.	5,194.
FIFTH THIRD BANCORP SR UNSCED NT	5,438.	5,438.
FORD CR AUTO LEASE TR 2011-A NT CL A-3	1,236.	1,236.
GE CAP CR CARD MASTER NT TR 2009-2 ASSET	2,798.	2,798.
GNMA POOL #510962 DTD 5/15/99 7.00% DUE	274.	274.
GNMA POOL #780921 DTD 11/1/98 7.00% DUE	101.	101.
GS MTG SECS TR 2006-GG8 MTG PASSTHRU CTF	6,394.	6,394.
GENERAL ELEC CO	3,965.	3,965.
GENERAL ELEC CAP CORP SR UNSECD MTN	4,469.	4,469.
GENERAL MILLS INC	3,441.	3,441.
GENERAL MLS INC SR UNSECD NT CALL 9/15/2	2,307.	2,307.
GLAXO PLC	12,042.	12,042.
GLAXOSMITHKLINE CAP INC GTD NT	2,543.	2,543.
GOLDMAN SACHS GROUP INC NT	4,893.	4,893.
GREENWICH CAP COML FDG CORP SERIES 2005-	3,839.	3,839.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HARBOR INTERNATIONAL FUND INSTL CL	36,935.	36,935.
HARLEY DAVIDSON MOTORCYCLE TR 2012-1 CON	264.	264.
HEALTH CARE PPTY INVS INC MTN	6,300.	6,300.
HEINZ H J CO	9,251.	9,251.
HEWLETT PACKARD CO SR UNSEC'D GLOBAL NT	3,516.	3,516.
HOME DEPOT INC	7,306.	7,306.
HONDA AUTO RECEIVABLES 2012-3 OWNER TR A	264.	264.
HONEYWELL INTERNATIONAL INC	5,411.	5,411.
HUNTINGTON BANKSHARES INC SUB	5,600.	5,600.
ILLINOIS ST GO BDS-TAXBL	2,325.	2,325.
ILLINOIS TOOL WORKS INCORPORATED	3,291.	3,291.
INGERSOLL-RAND GLOBAL HLDG CO LTD CO GTD	7,125.	7,125.
INTEL CORPORATION	16,550.	16,550.
INTERNATIONAL BUSINESS MACHS	9,274.	9,274.
INTERNATIONAL BUSINESS MACHS CORP NT	8,450.	8,450.
INTERNATIONAL FLAVORS & FRAGRANCES COM	713.	713.
J P MORGAN CHASE & CO COM	8,549.	8,549.
JPMORGAN CHASE & CO GLOBAL SUB HLDG CO N	7,457.	7,457.
J P MORGAN CHASE COM'L MTG SECS CORP 2005	5,853.	5,853.
J P MORGAN CHASE COM'L MTG SECS CORP 2005	2,999.	2,999.
J P MORGAN CHASE COM'L MTG SEC TR 2006-CB	6,589.	6,589.
J P MORGAN CHASE COM'L MTG SECS TR 2007-C	4,662.	4,662.
JOHNSON & JOHNSON	11,366.	11,366.
JPMORGAN CHASE CAP XVIII CAP SECS SER	2,202.	2,202.
KENTUCKY ASSET / LIABILITY COM FDG NTS-T	4,589.	4,589.
KEYCORP SR UNSEC'D MEDIUM TERM SR NT SER	4,875.	4,875.
KIMBERLY CLARK CORP COM	9,354.	9,354.
KINDER MORGAN ENERGY PARTNERS L P SR NT	4,913.	4,913.
KINDER MORGAN INC DEL COM	8,221.	8,221.
KRAFT FOODS INC SR UNSEC'D NT	5,200.	5,200.
KRAFT FOODS INC SR UNSEC'D NT	1,443.	1,443.
KROGER CO SR NT	4,125.	4,125.
KROGER CO NT	2,925.	2,925.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
L-3 COMMUNICATIONS CORP UNSECD SR NT CAL	8.	8.
LB-UBS COML MTG TR SER 2003-C8 COML MTG	4,247.	4,247.
LB-UBS CMBS TR 2007-C7 CL A3	1,760.	1,760.
LIBERTY PPTY LTD PARTNERSHIP SR NT	7,063.	7,063.
LIMITED BRANDS INC COM	4,471.	4,471.
LINCOLN NATL CORP IND UNSECD SR NT	4,813.	4,813.
LLOYDS TSB BK PLC BK GTD NT UNITED KINGD	4,828.	4,828.
LUBRIZOL CORP SR NT	5,500.	5,500.
MACYS INC COM	927.	927.
MARSH & MCLENNAN COS INC	903.	903.
MATTEL INC	4,133.	4,133.
MCDONALDS CORP	15,267.	15,267.
MCDONALDS CORP SR UNSECD MTN	3,500.	3,500.
MCGRAW HILL COS INC COM	6,232.	6,232.
MERCK & CO INC NEW COM	8,333.	8,333.
METLIFE INC	1,680.	1,680.
METLIFE INC SR UNSECD NT	3,038.	3,038.
METROPOLITAN TRANSN AUTH N Y R REV BDS-T	5,684.	5,684.
MICROSOFT CORPORATION	14,521.	14,521.
MIDAMERICAN ENERGY HLDGS CO NEW SR BD	3,981.	3,981.
MORGAN STANLEY CAP I TR 2006-IQ- 11 MTG	3,483.	3,483.
MORGAN STANLEY DEAN WITTER CAP I TR 2003	9,792.	9,792.
MORGAN STANLEY SER 2002-TOP7 CL A2 DTD 6	461.	461.
MORGAN STANLEY UNSECD SR NT	1,979.	1,979.
MORGAN STANLEY CAP TR I 2007- HQ11 MTG P	4,630.	4,630.
NATIONAL CITY CORP SR NT	2,450.	2,450.
NATIONAL FUEL GAS CO	4,220.	4,220.
NATIONAL RURAL UTILS COOP FIN CORP MTN S	4,022.	4,022.
NEW JERSEY ST TPK AUTH TPK REV REV BDS-T	5,682.	5,682.
NEWS AMER INC GTD SR NT	4,913.	4,913.
NEXEN INC NT CANADA	4,994.	4,994.
NEXTERA ENERGY INC COM	3,264.	3,264.
NORDSTROM INCORPORATED	2,718.	2,718.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
NORFOLK SOUTHERN CORP	2,576.	2,576.
NORTHEAST UTILITIES	2,578.	2,578.
NORTHERN TRUST CORPORATION	4,912.	4,912.
NSTAR - W/I	878.	878.
NUCOR CORP	4,334.	4,334.
OCCIDENTAL PETROLEUM CORPORATION	6,393.	6,393.
ONCOR ELEC DELIVERY CO SR SECD NT	6,375.	6,375.
ONEOK PARTNERS L P UNIT LTD PARTNERSHIP	5,138.	5,138.
ONTARIO HYDRO CDN\$	7,823.	7,823.
ONTARIO PROV CDA US\$ GLOBAL BD CANADA	3,713.	3,713.
ORACLE CORP SR UNSECD NT	3,250.	3,250.
PG&E CORP COM	828.	828.
PIMCO HIGH YIELD FUND	21,906.	21,906.
PNC BK CORP	4,548.	4,548.
PACIFIC GAS & ELEC CO FIRST MTG	4,840.	4,840.
PARKER HANNIFIN CORPORATION	2,912.	2,912.
PENN WEST PETE LTD NEW COM	3,996.	3,996.
PEPSICO INC SR NT	4,500.	4,500.
PFIZER INC	19,327.	19,327.
PHILIP MORRIS INTL INC COM	15,339.	15,339.
PHILLIPS 66 COM	472.	472.
PLAINS ALL AMERN PIPELINE L P / PAA FIN	4,655.	4,655.
PRICE T ROWE GROUP INC COM	2,715.	2,715.
PRINCIPAL LIFE INCOME FUNDINGS TRS SECD	6,890.	6,890.
PROCTER & GAMBLE CO COM	8,993.	8,993.
PRUDENTIAL FINL INC MTN SER D	3,300.	3,300.
PRUDENTIAL FINL INC SR MTN	5,163.	5,163.
PUBLIC SERVICE ENTERPRISE GROUP INC	1,023.	1,023.
PUBLIC STORAGE INC	3,164.	3,164.
QUEBEC PROV CDA BD CANADA	3,700.	3,700.
RPM INCORPORATED OHIO	4,098.	4,098.
RAYTHEON CO COM NEW	6,223.	6,223.
REGIONS FINL CORP NEW SR NT	6,588.	6,588.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
RESOLUTION FDG CORP FED BOOK ENTRY DTD 7	9,332.	9,332.
ROCKWELL COLLINS INC DEL SR UNSECD NT	2,100.	2,100.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	14,696.	14,696.
S&P DEPOSITARY RECEIPTS SERIES 1	5,854.	5,854.
SAFEWAY INC SR UNSECD NT	3,737.	3,737.
SCHLUMBERGER LIMITED	2,775.	2,775.
SEMPRA ENERGY	5,998.	5,998.
SEMPRA ENERGY SR UNSECD NT	7,150.	7,150.
SHERWIN WILLIAMS COMPANY	4,967.	4,967.
SIMON PPTY GROUP L P SR UNSECD NT CALL 9	3,448.	3,448.
SONOCO PRODUCTS CO	3,871.	3,871.
TJX COMPANIES INCORPORATED NEW	1,757.	1,757.
TARGET CORP	1,160.	1,160.
TELECOM ITALIA CAP CO GTY LUXEMBOURG	6,480.	6,480.
TEXAS INSTRS INC	2,294.	2,294.
TIME WARNER COMPANIES DTD 1/12/98 6.95%	695.	695.
TIME WARNER INC NEW COM	6,386.	6,386.
TIME WARNER CABLE INC CO GTD NT	5,925.	5,925.
TRANSCANADA PIPELINES LTD JR SUB NT CANA	5,398.	5,398.
TYCO INTL LTD / TYCO INTL FIN S A NT BER	7,840.	7,840.
US BANCORP DEL COM NEW	7,201.	7,201.
UNITED STATES TREAS BD STRIPPED PRIN PMT	15,719.	15,719.
UNITED STATES TREAS BD STRIPPED PRIN PMT	7,826.	7,826.
UNITED STATES TREAS BD DTD 02/15/10 4.62	12,455.	12,455.
UNITED STATES TREAS NT INFLATION INDEX	9,272.	9,272.
UNITED STATES TREAS NT INFLATION INDEX	47,588.	47,588.
UNITED STATES TREAS NT DTD 03/02/09 1.87	8,190.	8,190.
UNITED STATES TREAS NT DTD 06/30/10 0.62	2,065.	2,065.
UNITED STATES TREAS NT DTD 08/16/10 2.62	11,083.	11,083.
UNITED STATES TREAS BD DTD 11/15/10 2.62	3,806.	3,806.
UNITED STATES TREAS NT DTD 02/28/11 2.12	1,381.	1,381.
UNITED STATES TREAS NT DTD 05/16/11 3.12	1,193.	1,193.
UNITED STATES TREAS NT DTD 06/30/11 1.50	1,983.	1,983.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
UNITED STATES TREAS NT DTD 06/15/11 0.75	984.	984.
UNITED STATES TREAS NT DTD 08/15/11 2.12	7,321.	7,321.
UNITED STATES TREAS NT DTD 11/15/11 2.00	9,936.	9,936.
UNITED STATES TREAS NTS DTD 02/15/12 2.0	4,778.	4,778.
UNITED STATES TREAS NT DTD 07/15/12 0.25	175.	175.
UNITED STATES TREAS NT DTD 11/15/12 1.62	-715.	-715.
UNITED TECHNOLOGIES CORP	5,579.	5,579.
UNITEDHEALTH GROUP INC SR UNSECD NT CALL	2,088.	2,088.
UNUMPROVIDENT CORP	6,589.	6,589.
UNUM GROUP SR NT	5,700.	5,700.
UTAH ST TAXABLE GO BDS-TAXBL	5,237.	5,237.
V F CORPORATION	496.	496.
VALE OVERSEAS LTD NT CAYMAN ISLANDS	6,875.	6,875.
VANGUARD FTSE EMERGING MKTS ETF	40,461.	40,461.
VANGUARD REIT ETF	20,445.	14,069.
VERIZON COMMUNICATIONS INC NT	31,872.	31,872.
WFRBS COMML MTG TR 2012-C9 MTG PASSTHRU C	3,850.	3,850.
WACHOVIA BK COMML MTG TR 2005-C20 MTG PAS	321.	321.
WACHOVIA BK COMML MTG TR 2005-C22 COMML MT	8,951.	8,951.
WACHOVIA BK COMML MTG TR 2005-C22 COMML MT	2,683.	2,683.
WACHOVIA BK COMML MTG TR 2005-C22 COMML MT	3,262.	3,262.
WACHOVIA BK COMML MTG TR SER 2006 -C27 MT	2,306.	2,306.
WACHOVIA CAP TR I BD C 3/15/11 @100 STEP	473.	473.
WAL-MART STORES INCORPORATED	5,976.	5,976.
WASTE MANAGEMENT INC	6,673.	6,673.
WEATHERFORD INTL LTD GTD SR NT BERMUDA	4,500.	4,500.
WELLS FARGO COMPANY	6,930.	6,930.
WELLS FARGO & CO NEW 11/06/2002 5% 11/15	6,250.	6,250.
WESTAR ENERGY INC COM	2,112.	2,112.
WISCONSIN ENERGY CORPORATION	3,062.	3,062.
XEROX CORP SR UNSECD NT	5,906.	5,906.
ACCENTURE PLC CL A COM	6,439.	6,439.
ACE LTD COM	5,219.	5,219.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
TRANSOCEAN LTD COM	1,931.	1,931.
	-----	-----
TOTAL	1,719,965.	1,713,188.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
SMALL CAP CTF	1,889.	1,889.
INTERNATIONAL EQUITY CTF	-358.	-358.
WEATHERFORD INTL LTD GTD SR NT BERMUDA	188.	188.
POWERSHARES DB COMMODITY INDEX TRACKING		215.
EXCELSIOR PRIVATE MARKETS FUND II (TE) L		16.
	-----	-----
TOTALS	1,719.	1,950.
	=====	=====

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

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

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	9,923.	9,923.
EXCISE TAX ESTIMATES	63,000.	
FOREIGN TAXES ON QUALIFIED FOR	3,304.	3,304.
FOREIGN TAXES ON NONQUALIFIED	4,839.	4,839.
	-----	-----
TOTALS	81,066.	18,066.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP EXPENSES		66,580.
TOTALS	-----	-----
	=====	=====

CAPEWELL,G JR UW HTFD HS ET#2-AE
FORM 990PF, PART II - CORPORATE STOCK
=====

06-6030604

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED STATEMENT	42,101,109.	41,986,015.	49,480,635.
	-----	-----	-----
TOTALS	42,101,109.	41,986,015.	49,480,635.
	=====	=====	=====

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

SECURITIES ADJ

1,543.

PARTNERSHIP GAIN/LOSS ADJ

36,747.

TOTAL

38,290.
=====

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

DESCRIPTION -----	AMOUNT -----
CTF ADJUSTMENT	42,494.
INCOME ADJUST	7,355.
ACCRUED INTEREST	4,105.
TYE SALES ADJ	7,668.
ROUNDING	2.

TOTAL	61,624.
	=====

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

COMMON TRUST FUNDS	38,436.00	
	-----	-----
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		38,436.00
		=====

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

COMMON TRUST FUNDS	263,843.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-36,747.00	
	-----	-----
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		227,096.00
		=====

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.

SECURITIES	CUSIP	Quantity	Fed Tax Cost	Market Value
BB&T CORP SR MEDIUM TERM NT C3/28/14 @100 DTD 04/28/11 VAR RT DUE 04/28/14	05531FAJ2	90000	\$ 90,076.50	\$ 90,565.20
FIDELITY INSTITUTIONAL MONEY MARKET #59	316175207	65062 63	\$ 65,062 63	\$ 65,062.63
FIDELITY INSTITUTIONAL MONEY MARKET #59	316175207	712 5	\$ 712 50	\$ 712 50
FIDELITY INSTITUTIONAL MONEY MARKET #59	316175207	2744 2	\$ 2,744 20	\$ 2,744 20
FIDELITY INSTITUTIONAL MONEY MARKET #59	316175207	881472 14	\$ 881,472 14	\$ 881,472 14
FIDELITY INSTITUTIONAL MONEY MARKET #59	316175207	1147546 97	\$ 1,147,546 97	\$ 1,147,546 97
FIDELITY INSTITUTIONAL MONEY MARKET #59	316175207	64433.94	\$ 64,433.94	\$ 64,433.94
PENDING CASH	999859P13	-280032.81	\$ (280,032 81)	\$ (280,032 81)
PENDING CASH	999859P13	74419.04	\$ 74,419.04	\$ 74,419 04
ACCENTURE PLC CL A COM IRELAND	G1151C101	4245	\$ 201,258 88	\$ 282,292.50
ACE LTD COM SWITZERLAND	H0023R105	1790	\$ 84,023.40	\$ 142,842 00
AT&T INC COM	00206R102	14500	\$ 285,558 41	\$ 488,795 00
ABBOTT LABS COM	002824100	5989	\$ 310,858.66	\$ 392,279.50
ALTRIA GROUP INC COM	02209S103	6000	\$ 96,883.50	\$ 188,640 00
AMERICAN ELEC PWR INC COM	025537101	1357	\$ 61,760 06	\$ 57,916 76
AMGEN INC COM	031162100	3621	\$ 245,034.18	\$ 312,130 20
APPLE INC COM	037833100	320	\$ 199,660 29	\$ 170,295 33
AUTOMATIC DATA PROCESSING INC COM	053015103	3300	\$ 128,875 33	\$ 187,869 00
BHP BILLITON LTD SPONSORED ADR AUSTRALIA	088606108	1350	\$ 55,758 37	\$ 105,867 00
BLACKROCK INC CL A	09247X101	925	\$ 174,444 36	\$ 191,206 75
BOEING CO COM	097023105	2550	\$ 179,596 93	\$ 192,168 00
BRISTOL MYERS SQUIBB CO COM	110122108	14800	\$ 311,310 60	\$ 482,332.00
CME GROUP INC COM	12572Q105	2200	\$ 130,019 41	\$ 111,474 00
CMS ENERGY CORP COM	125896100	3825	\$ 84,381 25	\$ 93,253 50
SMALL CAP CTF	1261291Q8	160939.758	\$ 3,324,107 19	\$ 3,295,869.21
INTERNATIONAL EQUITY CTF	1261292H7	86760.388	\$ 2,316,876 29	\$ 1,731,902 19
CHEVRON CORP COM	166764100	3950	\$ 231,186 78	\$ 427,153.00
CHUBB CORP COM	171232101	1520	\$ 59,182 11	\$ 114,486 40
COCA COLA CO COM	191216100	4900	\$ 114,813 12	\$ 177,625 00
COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES	19765P232	56938 119	\$ 1,450,000 00	\$ 1,514,553 97
COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES	19765Y688	118685 754	\$ 1,400,000 00	\$ 1,644,984 55
CONOCOPHILLIPS COM	20825C104	2100	\$ 64,757 71	\$ 121,779 00
DEERE & CO COM	244199105	1125	\$ 48,748 79	\$ 97,222 50
DIAGEO PLC SPONSORED ADR NEW UNITED KINGDOM	25243Q205	2300	\$ 128,390.93	\$ 268,134 00
DOMINION RES INC VA NEW COM	25746U109	1725	\$ 88,295 55	\$ 89,355 00
DOVER CORP COM	260003108	2450	\$ 75,963.60	\$ 160,989 50
DU PONT E I DE NEMOURS & CO COM	263534109	4830	\$ 230,205.05	\$ 217,246 16

SECURITIES	CUSIP	Quantity	Fed Tax Cost	Market Value
DUKE ENERGY CORP NEW COM	26441C204	940	\$ 60,898.34	\$ 59,972.00
EXXON MOBIL CORP COM	30231G102	8400	\$ 100,709.02	\$ 727,020.00
FIFTH THIRD BANCORP DEPOSITARY SH RESTG 1/25TH CONV PFD 8 500% SER G	316773209	600	\$ 89,189.58	\$ 83,760.00
GENERAL MLS INC COM	370334104	2525	\$ 71,585.20	\$ 102,060.50
GLAXOSMITHKLINE PLC SPONSORED ADR UNITED KINGDOM	37733W105		\$ -	\$ -
HARBOR INTERNATIONAL FUND INSTL CL	411511306	26266.624	\$ 1,550,000.00	\$ 1,631,682.68
HEINZ H J CO COM	423074103	3500	\$ 164,081.96	\$ 201,880.00
HOME DEPOT INC COM	437076102	6000	\$ 191,438.02	\$ 371,100.00
HONEYWELL INTL INC COM	438516106	3900	\$ 163,085.06	\$ 247,533.00
ILLINOIS TOOL WKS INC COM	452308109	1700	\$ 88,235.27	\$ 103,377.00
INTEL CORP COM	458140100	19200	\$ 398,398.20	\$ 395,904.00
INTERNATIONAL BUSINESS MACHS COM	459200101	2650	\$ 20,320.88	\$ 507,607.50
J P MORGAN CHASE & CO COM	46625H100	6980	\$ 127,602.36	\$ 306,904.32
JOHNSON & JOHNSON COM	478160104	6022	\$ 286,696.39	\$ 422,142.20
KIMBERLY CLARK CORP COM	494368103	2900	\$ 129,729.34	\$ 244,847.00
KINDER MORGAN INC DEL COM	49456B101	5900	\$ 166,676.31	\$ 208,447.00
MACYS INC COM	55616P104	2310	\$ 93,497.46	\$ 90,136.20
MARSH & MCLENNAN COS INC COM	571748102	5400	\$ 185,856.28	\$ 186,138.00
MATTEL INC COM	577081102	3200	\$ 80,810.55	\$ 117,184.00
MCDONALDS CORP COM	580135101	5100	\$ 161,359.81	\$ 449,871.00
MCGRAW HILL FINL INC COM	580645109	1750	\$ 119,785.93	\$ 95,672.50
MERCK & CO INC NEW COM	58933Y105	4635	\$ 11,533.18	\$ 189,756.90
METLIFE INC COM	59156R108	2270	\$ 110,028.87	\$ 74,773.80
MICROSOFT CORP COM	594918104	17650	\$ 387,582.23	\$ 471,426.21
NATIONAL FUEL GAS CO N J COM	636180101	677	\$ 20,391.77	\$ 34,317.13
NEXTERA ENERGY INC COM	65339F101	1300	\$ 76,585.94	\$ 89,947.00
NORDSTROM INC COM	655664100	2400	\$ 69,853.20	\$ 128,400.00
NORTHEAST UTILS COM	664397106	2400	\$ 83,766.85	\$ 93,792.00
NORTHERN TR CORP COM	665859104	3100	\$ 148,654.38	\$ 155,496.00
OCCIDENTAL PETE CORP DEL COM	674599105	2350	\$ 150,297.58	\$ 180,033.50
PNC FINL SVCS GROUP INC COM	693475105	2750	\$ 165,311.73	\$ 160,352.50
PARKER HANNIFIN CORP COM	701094104	1725	\$ 61,789.68	\$ 146,728.50
PFIZER INC COM	717081103	21200	\$ 425,223.87	\$ 531,681.16
PHILIP MORRIS INTL INC COM	718172109	4500	\$ 168,287.23	\$ 376,380.00
PHILLIPS 66 COM	718546104	2000	\$ 63,442.61	\$ 106,200.00
PRICE T ROWE GROUP INC COM	74144T108	1125	\$ 39,860.55	\$ 73,256.74
PROCTER & GAMBLE CO COM	742718109	3800	\$ 172,487.18	\$ 257,982.00
RPM INTL INC COM	749685103	3600	\$ 54,861.84	\$ 105,696.00
RAYTHEON CO COM NEW	755111507	3255	\$ 149,223.18	\$ 187,357.80
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A DUTCH LISTING	780259206	4700	\$ 295,246.68	\$ 324,065.00
SPDR S&P 500 ETF TR UNIT SER 1	78462F103	1450	\$ 132,072.23	\$ 206,494.50
SEMPRA ENERGY COM	816851109	2200	\$ 108,761.68	\$ 156,068.00
SHERWIN WILLIAMS CO COM	824348106	2825	\$ 73,156.95	\$ 434,541.50

SECURITIES	CUSIP	Quantity	Fed Tax Cost	Market Value
SONOCO PRODS CO COM	835495102	3150	\$ 76,790 07	\$ 93,649 50
TJX COS INC NEW COM	872540109	3850	\$ 56,761 90	\$ 163,432.50
TEXAS INSTRS INC COM	882508104	3100	\$ 74,732 25	\$ 95,759 00
TIME WARNER INC NEW COM	887317303	5900	\$ 145,381 88	\$ 282,197.00
US BANCORP DEL COM NEW	902973304	9600	\$ 319,802 88	\$ 306,624 00
UNITED PARCEL SVC INC CL B	911312106	1225	\$ 87,408 43	\$ 90,319 25
UNITED TECHNOLOGIES CORP COM	913017109	1100	\$ 11,609 81	\$ 90,211 00
UNUM GROUP COM	91529Y106	13500	\$ 276,484 66	\$ 281,070 00
V F CORP COM	918204108	570	\$ 93,156 39	\$ 86,052 90
VANGUARD FTSE EMERGING MKTS ETF	922042858	37180	\$ 1,676,143 74	\$ 1,655,625 40
VERIZON COMMUNICATIONS INC COM	92343V104	14800	\$ 325,408 32	\$ 640,396 00
WAL-MART STORES INC COM	931142103	2850	\$ 132,925 12	\$ 194,455 50
WASTE MGMT INC DEL COM	94106L109	4400	\$ 81,074 84	\$ 148,456 00
WELLS FARGO & CO NEW COM	949746101	7775	\$ 138,127 49	\$ 265,749 50
WESTAR ENERGY INC COM	95709T100	3050	\$ 86,591 93	\$ 87,291 00
WISCONSIN ENERGY CORP COM	976657106	2450	\$ 84,536 70	\$ 90,282 50
AOL TIME WARNER INC DEB DTD 04/19/01 7 625% DUE 04/15/31	00184AAC9	50000	\$ 46,480 00	\$ 68,834 00
AETNA INC SR UNSECD NT CALL 08/15/22 @100 DTD 11/07/12 2.750% DUE 11/15/22	008117AP8	90000	\$ 89,569 80	\$ 89,259.30
ALLY MASTER OWNER TR 2011-1 ASSET BACKED CTF CL A-2 DTD 01/20/11 2.150% DUE 01/15/16	02005ABC1	125000	\$ 127,578 13	\$ 127,043 75
ALLY AUTO RECEIVABLES TR 2012-SN1 ASSET BACKED NT CL A-3 DTD 09/19/12 0 570% DUE 08/20/15	02006GAC8	38000	\$ 37,996 82	\$ 38,039 14
AMERADA HESS CORP NT DTD 08/15/01 7 300% DUE 08/15/31	023551AJ3	60000	\$ 65,681.40	\$ 80,803 80
AMERICA MOVIL S A B DE C V GTD SR NT DTD 10/30/07 5.625% DUE 11/15/17	02364WAN5	80000	\$ 79,706.40	\$ 95,780.00
AMERICAN ELEC PWR CO INC SR UNSECD NT CALL 11/15/17 @100 DTD 12/03/12 1 650% DUE 12/15/17	025537AF8	36000	\$ 36,003.96	\$ 36,126.00
AMERICAN EXPRESS CR CORP UNSCD MTN SER C DTD 06/02/08 5 875% DUE 05/02/13	0258M0CW7	85000	\$ 84,708 45	\$ / 86,535 10
ANHEUSER BUSCH INBEV WORLDWIDE INC CO GTD NT DTD 01/27/11 4 375% DUE 02/15/21	03523TBB3	100000	\$ 99,418 00	\$ 116,359 00
BNSF FDG TR I GTD TR PFD SECS C1/15/26 @100 DTD 12/15/05 6.613% DUE 12/15/55	05567SAA0	80000	\$ 76,000 00	\$ 90,700 00
BARCLAYS BANK PLC SR NT UNITED KINGDOM DTD 07/10/09 5 200% DUE 07/10/14	06739FFZ9	60000	\$ 59,929.80	\$ 63,841.20
BEAR STEARNS COML MTG SECS SER 2002-TOP8 CLASS A2 DTD 10/1/2002 4 83% DUE 8/15/2038	07383FPW2	3222	\$ 3,131 01	\$ 3,220.81

SECURITIES	CUSIP	Quantity	Fed Tax Cost	Market Value
BEAR STEARNS COMMERCIAL MTG SECS TR MTG PASSTHRU CTF CL A-4 DTD 12/01/06 5.201% DUE 12/01/38	07388PAE1	105000	\$ 98,375.39	\$ 120,326.85
BEAR STEARNS COML MTG SECS TR 2007-PWR16 MTG PASSTHRU CL A-4 DTD 06/01/07 VAR RT DUE 06/11/40	07388YAE2	150000	\$ 133,593.75	\$ 177,681.00
BRITISH TELECOMMUNICATIONS PLC SR NT UNITED KINGDOM DTD 12/12/07 5.950% DUE 01/15/18	11102AAA9	130000	\$ 134,700.80	\$ 155,356.50
CD 2007-CD4 COML MTG TR MTG PASSTHRU CTF CL A-4 DTD 03/01/07 5.322% DUE 12/11/49	12513YAF7	120000	\$ 122,203.13	\$ 137,653.20
CD 2007-CD5 MTG TR COML MTG PASSTHRU CTF CL A-4 DTD 11/01/07 5.886% DUE 11/15/44	12514AAE1	59752.11	\$ 60,849.12	\$ 70,606.68
CNA FINL CORP SR UNSECD NT DTD 12/15/04 5.850% DUE 12/15/14	126117AL4	40000	\$ 40,016.40	\$ 43,427.20
CNA FINL CORP SR UNSECD NT DTD 11/13/09 7.350% DUE 11/15/19	126117AP5	40000	\$ 41,375.75	\$ 50,169.60
CNH EQUIP TR 2010-C ASSET BACKED NT CL A-3 DTD 11/17/10 1.170% DUE 05/15/15	12619SAC0	36330.39	\$ 36,328.68	\$ 36,457.91
CVS CAREMARK CORP SR UNSECD NT DTD 09/11/09 6.125% DUE 09/15/39	126650BR0	55000	\$ 55,597.30	\$ 70,386.80
CALIFORNIA ST GO BDS-TAXBLS DTD 04/28/09 07.550% DUE 04/01/39 NON- CALLABLE FIXED RT NO SINK FUND A1/A	13063A5G5	65000	\$ 60,305.70	\$ 93,717.00
CANADIAN NAT RES LTD NT CANADA DTD 03/19/07 5.700% DUE 05/15/17	136385AK7	95000	\$ 95,742.90	\$ 111,907.15
CAPITAL ONE FINL CORP SUB NT DTD 08/29/06 6.150% DUE 09/01/16	14040HAN5	90000	\$ 98,291.70	\$ 102,961.80
CENTURYLINK INC SR UNSECD NT DTD 03/12/12 7.650% DUE 03/15/42	156700AT3	40000	\$ 39,167.20	\$ 41,804.40
CITIGROUP INC SR NT DTD 05/12/08 6.125% DUE 05/15/18	172967ES6	51000	\$ 56,862.96	\$ 61,118.91
CITIGROUP INC SR UNSECD NT DTD 12/15/10 4.587% DUE 12/15/15	172967FH9	110000	\$ 112,560.06	\$ 120,092.50
CITIBANK CR CARD ISSUANCE TR CR CARD NT CL 2009-A4 DTD 06/25/09 4.900% DUE 06/23/16	17305EEQ4	130000	\$ 140,445.70	\$ 138,547.50
COMCAST CORP NEW SR UNSECD NT DTD 11/14/05 6.500% DUE 11/15/35	20030NAK7	40000	\$ 37,688.05	\$ 51,322.00
COMCAST CORP NEW CO GUAR DTD 03/02/06 5.900% DUE 03/15/16	20030NAL5	15000	\$ 15,324.15	\$ 17,233.95
COMERICA INC SR UNSECD NT DTD 09/16/10 3.000% DUE 09/16/15	200340AN7	145000	\$ 145,434.10	\$ 153,106.95
COMMERCIAL MTG TR 2007-GG9 MTG PASSTHRU CTF CL A-4 DTD 03/01/07 5.444% DUE 03/10/39	20173QAE1	90000	\$ 99,492.19	\$ 103,654.80

SECURITIES	CUSIP	Quantity	Fed Tax Cost	Market Value
COMMONWEALTH EDISON CO 1ST MTG DTD 08/28/06 5.950% DUE 08/15/16	202795HN3	45000	\$ 44,937.90	\$ 52,444.80
COMMONWEALTH EDISON CO 1ST MTG SER 106 DTD 09/10/07 6.150% DUE 09/15/17	202795HS2	95000	\$ 95,917.70	\$ 115,184.65
CONOCO INC NT DTD 04/20/99 6.950% DUE 04/15/29	208251AE8	80000	\$ 80,739.20	\$ 111,533.60
CORNING INC NT DTD 02/21/12 4.750% DUE 03/15/42	219350AW5	55000	\$ 59,661.80	\$ 57,919.95
CREDIT SUISSE COML MTG TR SER 2006- C3 CCOML MTG PASSTHRU CL A3 DTD 06/01/06 VAR RT DUE 06/15/38	22545DAD9	25000	\$ 27,197.27	\$ 28,379.75
DEERE JOHN CAP CORP SR MTN DTD 04/03/08 4.500% DUE 04/03/13	24422EQQ5	155000	\$ 154,155.25	\$ 156,633.70
DIAGEO CAP PLC GTD NT UNITED KINGDOM DTD 10/26/07 5.200% DUE 01/30/13	25243YAL3	110000	\$ 111,358.50	\$ 110,404.80
DIRECTV HLDGS LLC / DIRECTV FING INC CO GTD SR NT DTD 03/08/12 5.150% DUE 03/15/42	25459HBG9	55000	\$ 57,397.45	\$ 55,628.65
DOW CHEM CO NT DTD 05/13/09 8.550% DUE 05/15/19	260543BX0	40000	\$ 41,020.80	\$ 54,003.20
DR PEPPER SNAPPLE INC CO GTD NT DTD 11/15/11 2.600% DUE 01/15/19	26138EAN9	75000	\$ 74,614.05	\$ 77,342.25
DUKE RLTY LTD PARTNERSHIP NEW SR UNSECD NT CALL 7/15/22 @100 DTD 09/19/12 3.875% DUE 10/15/22	26441YAW7	80000	\$ 81,510.40	\$ 81,460.80
ERP OPER LTD PARTNERSHIP SR NT DTD 01/19/06 5.375% DUE 08/01/16	26884AAU7	100000	\$ 96,012.50	\$ 113,838.00
EMBRAER OVERSEAS LTD SR UNSECD GTD NT CAYMAN ISLANDS DTD 10/08/09 6.375% DUE 01/15/20	29081YAC0	90000	\$ 89,437.15	\$ 103,950.00
ENCANA CORP SR UNSECD NT CANADA DTD 11/14/11 5.150% DUE 11/15/41	292505AK0	45000	\$ 44,822.70	\$ 48,372.75
ENERGY TRANSFER PARTNERS L P UNSECD SR NT CALL 8/1/14 @100 DTD 01/17/12 6.500% DUE 02/01/42	29273RAR0	55000	\$ 59,879.05	\$ 67,338.70
EXPRESS SCRIPTS INC SR UNSECD NT DTD 06/09/09 7.250% DUE 06/15/19	302182AE0	100000	\$ 103,073.30	\$ 128,159.00
FPL GROUP CAP INC CO GTD NT DTD 03/09/09 6.000% DUE 03/01/19	302570BD7	100000	\$ 102,084.00	\$ 118,014.00
FEDERAL NATL MTG ASSN POOL #E80870 DTD 06/01/00 7.500% DUE 06/01/15	3128GG6F5	553.08	\$ 553.92	\$ 554.65
FGLMC GOLD #E81076 DTD 7/1/2000 8.00% DUE 7/1/2015	3128GHFR7	1594.52	\$ 1,608.49	\$ 1,699.25

SECURITIES	CUSIP	Quantity	Fed Tax Cost	Market Value
FEDERAL HOME LN MTG CORP POOL #E00881 DTD 09/01/00 8.000% DUE 09/01/15	31294J6S2	2052 14	\$ 2,081 01	\$ 2,191 19
FEDERAL NATL MTG ASSN POOL #AI1162 DTD 04/01/11 4 500% DUE 04/01/41	3138AEJG9	224481 62	\$ 240,300 56	\$ 243,690.51
FEDERAL NATL MTG ASSN POOL #AH0943 DTD 12/01/10 4 000% DUE 12/01/40	3138A2BM0	494916 58	\$ 494,916 58	\$ 543,913.32
FEDERAL NATL MTG ASSN POOL #AO2097 DTD 04/01/12 3.500% DUE 05/01/42	3138LSKK5	167170 14	\$ 173,647.99	\$ 178,734.97
FEDERAL NATL MTG ASSN POOL #517793 DTD 11/01/99 7 500% DUE 11/01/29	31384AGA0	2993 77	\$ 2,975 06	\$ 3,649.05
FNMA POOL #534000 DTD 4/1/2000 8 00% DUE 4/1/2030	31384UGH1	2847 48	\$ 2,853 73	\$ 3,506 98
FNMA POOL #547048 DTD 7/1/2000 7 50% DUE 7/1/2015	31385KWH4	695.59	\$ 60,733 02	\$ 737 25
FEDERAL NATL MTG ASSN MTN DTD 06/08/07 5 375% DUE 06/12/17	31398ADM1	170000	\$ 178,200 80	\$ 204,421 60
FEDERAL HOME LN MTG CORP SER 3536 CL PC DTD 05/01/09 4.500% DUE 05/15/39	31398CTX6	74766 55	\$ 77,552.76	\$ 79,862.64
FEDERAL NATL MTG ASSN POOL #890200 DTD 04/01/10 6 500% DUE 10/01/39	31410K7M0	87513 88	\$ 93,639 85	\$ 98,247 46
FEDERAL NATL MTG ASSN POOL #AB2644 DTD 04/01/11 4 500% DUE 05/01/41	31416X5E6	112770 15	\$ 120,769 79	\$ 123,829 52
FEDERAL NATL MTG ASSN POOL #AD4117 DTD 05/01/10 4 500% DUE 05/01/40	31418RSF9	90048 88	\$ 97,112 09	\$ 99,976 77
FIFTH THIRD BANCORP SR UNSCED NT DTD 01/25/11 3 625% DUE 01/25/16	316773CK4	150000	\$ 150,117.00	\$ 160,263.00
FORD CR AUTO LEASE TR 2011-A NT CL A-3 DTD 07/05/11 1.030% DUE 07/15/14	34529QAC7	120000	\$ 119,996 10	\$ 120,243 60
FRANCE TELECOM SA SR UNSECD NT FRANCE DTD 07/07/09 4 375% DUE 07/08/14	35177PAS6	65000	\$ 68,468 40	\$ 68,407 95
GNMA POOL #510962 DTD 5/15/99 7 00% DUE 5/15/2029	36211ETT5	3827	\$ 3,760 31	\$ 4,575.48
GNMA POOL #780921 DTD 11/1/98 7 00% DUE 11/15/2013	36225BAW8	670 66	\$ 690 36	\$ 687.33
GS MTG SECS TR 2006-GG8 MTG PASSTHRU CTF CL A-4 DTD 10/01/06 5 560% DUE 11/10/39	362332AE8	115000	\$ 113,670 31	\$ 132,645 60

SECURITIES	CUSIP	Quantity	Fed Tax Cost	Market Value
GENERAL ELEC CAP CORP SR UNSECD MTN DTD 01/09/09 6.875% DUE 01/10/39	36962G4B7	65000	\$ 58,659.90	\$ 88,354.50
GENERAL MLS INC SR UNSECD NT CALL 9/15/21 @100 DTD 11/28/11 3.150% DUE 12/15/21	370334BM5	90000	\$ 91,609.20	\$ 94,076.10
GLAXOSMITHKLINE CAP INC GTD NT DTD 05/13/08 5.650% DUE 05/15/18	377372AD9	45000	\$ 44,972.55	\$ 54,811.80
GOLDMAN SACHS GROUP INC NT DTD 01/13/04 5.150% DUE 01/15/14	38143UAB7	95000	\$ 94,639.95	\$ 99,076.45
GREENWICH CAP COML FDG CORP SERIES 2005-GG3 CLASS A4 DTD 2/1/05 4.799% DUE 8/10/42	396789JU4	80000	\$ 85,012.50	\$ 85,615.20
HARLEY DAVIDSON MOTORCYCLE TR 2012-1 CONTRACT BKD NT CL A-3 DTD 07/25/12 0.680% DUE 04/17/17	41283TAC2	100000	\$ 99,982.52	\$ 100,311.00
HEALTH CARE PPTY INVS INC MTN DTD 09/19/06 6.300% DUE 09/15/16	421915EG0	100000	\$ 99,869.40	\$ 115,390.00
HONDA AUTO RECEIVABLES 2012-3 OWNER TR ASSET BACKED NT CL A-3 DTD 07/25/12 0.560% DUE 05/15/16	43813XAC8	121000	\$ 120,999.13	\$ 121,136.73
HUNTINGTON BANKSHARES INC SUB DTD 12/17/10 7.000% DUE 12/15/20	446150AG9	80000	\$ 80,637.50	\$ 97,876.80
ILLINOIS ST GO BDS-TAXBL DTD 01/15/10 03.321 DUE 01/01/13 NON-CALLABLE FIXED RT NO SINK FUND A2/A	4521518T3	70000	\$ 70,000.00	\$ 70,000.00
INGERSOLL-RAND GLOBAL HLDG CO LTD CO GTD SR NT BERMUDA DTD 04/03/09 9.500% DUE 04/15/14	45687AAE2	75000	\$ 87,585.60	\$ 83,003.25
INTERNATIONAL BUSINESS MACHS CORP NT DTD 10/15/08 6.500% DUE 10/15/13	459200GN5	130000	\$ 130,799.50	\$ 136,324.50
JPMORGAN CHASE & CO GLOBAL SUB HLDG CO NT DTD 09/15/04 5.125% DUE 09/15/14	46625HBV1	55000	\$ 60,238.20	\$ 58,494.70
J P MORGAN CHASE COML MTG SECS CORP 2005-LDP2 MTG PASSTHRU A-3 DTD 06/01/05 4.697% DUE 07/15/42	46625YNB5	103972.81	\$ 104,487.38	\$ 104,337.75
J P MORGAN CHASE COML MTG SECS CORP 2005-LDP4 MTG PASSTHRU CTF DTD 09/01/05 4.999% DUE 10/15/42 CL A-M	46625YUC5	60000	\$ 62,001.56	\$ 65,261.40
J P MORGAN CHASE COML MTG SEC TR 2006-CB15 MTG PASSTHRU CL ASB DTD 06/01/06 5.790% DUE 06/12/43	46627QBB3	96542.85	\$ 101,370.01	\$ 103,443.73
J P MORGAN CHASE COML MTG SECS TR 2007-CIBC19 PASSTHRU CL A-4 DTD 06/01/07 5.747% DUE 02/12/49	46630VAD4	80000	\$ 82,840.62	\$ 93,822.40

SECURITIES	CUSIP	Quantity	Fed Tax Cost	Market Value
J P MORGAN CHASE COML MTG SECS TR 2012-C8 COML MTG PASSTHRU A-3 DTD 10/01/12 2.829% DUE 10/15/45	46638UAC0	30000	\$ 30,935.16	\$ 30,751.20
J P MORGAN CHASE COML MTG SECS TR 2012-LC9 MTG PASSTHRU CTF A-5 DTD 12/01/12 2.840% DUE 12/15/47	46639EAE1	50000	\$ 51,249.80	\$ 51,084.65
KENTUCKY ASSET / LIABILITY COM FDG NTS-TAXBL DTD 08/26/10 03.165 DUE 04/01/18 NON-CALLABLE FIXED RT SINK 04/01/14 AA3/A+	491189FC5	145000	\$ 145,000.00	\$ 151,793.25
KEYCORP SR UNSECD MEDIUM TERM SR NT SER H DTD 05/14/08 6.500% 05/14/13	49326EEB5	75000	\$ 68,721.60	\$ 76,609.50
KINDER MORGAN ENERGY PARTNERS L P SR NT DTD 05/19/10 6.550% DUE 09/15/40	494550BF2	75000	\$ 79,938.75	\$ 93,988.50
KRAFT FOODS INC SR UNSECD NT DTD 08/13/07 6.500% DUE 08/11/17	50075NAS3	80000	\$ 80,858.05	\$ 97,710.40
KROGER CO SR NT DTD 05/11/01 7.500% DUE 04/01/31	501044BZ3	55000	\$ 58,125.10	\$ 71,371.30
KROGER CO NT DTD 10/01/09 3.900% DUE 10/01/15	501044CM1	75000	\$ 76,513.50	\$ 80,934.00
L-3 COMMUNICATIONS CORP UNSECD SR NT CALL 11/15/20 @100 DTD 02/07/11 4.950% DUE 02/15/21	502413BA4	55000	\$ 60,568.20	\$ 62,057.05
LB-UBS COML MTG TR SER 2003-C8 COML MTG PASSTHRU CTF CL A-4 DTD 11/11/03 5.124% DUE 11/15/32	52108HXM1	85000	\$ 89,382.81	\$ 86,922.70
LB-UBS CMBS TR 2007-C7 CL A3 DTD 11/11/07 5.866% DUE 09/15/45	52109RBM2	30000	\$ 30,141.80	\$ 35,766.90
LIBERTY PPTY LTD PARTNERSHIP SR NT DTD 08/10/04 5.650% DUE 08/15/14	53117CAH5	125000	\$ 129,241.25	\$ 133,562.50
LINCOLN NATL CORP IND UNSECD SR NT DTD 06/22/09 8.750% DUE 07/01/19	534187AX7	55000	\$ 55,813.30	\$ 73,551.50
LUBRIZOL CORP SR NT DTD 09/28/04 5.500% DUE 10/01/14	549271AE4	100000	\$ 92,931.00	\$ 108,396.00
MCDONALDS CORP SR UNSECD MTN DTD 01/16/09 5.000% DUE 02/01/19	58013MEG5	70000	\$ 71,153.60	\$ 81,542.30
METLIFE INC SR UNSECD NT DTD 05/29/09 6.750% DUE 06/01/16	59156RAU2	45000	\$ 44,975.70	\$ 53,295.75
METROPOLITAN TRANSN AUTH N Y R REV BDS-TAXBL DTD 07/07/10 06.687 DUE 11/15/40 NON-CALLABLE FIXED RT SINK 11/15/31 A2/A	59259YDC0	85000	\$ 85,751.40	\$ 109,728.20
MIDAMERICAN ENERGY HLDGS CO NEW SR BD DTD 10/01/06 6.125% DUE 04/01/36	59562VAM9	65000	\$ 63,418.55	\$ 82,052.10
MORGAN STANLEY CAP I TR 2006-IQ- 11 MTG PASSTHRU CTFS CL A-4 DTD 06/01/06 5.945% DUE 10/15/42	617453AT2	60000	\$ 62,943.75	\$ 67,734.00

SECURITIES	CUSIP	Quantity	Fed Tax Cost	Market Value
MORGAN STANLEY CAP TR I 2007- HQ11 MTG PASSTHRU CTF CL A-4 DTD 02/01/07 5.447% DUE 02/12/44	61751NAF9	85000	\$ 90,365.63	\$ 98,242.15
NATIONAL CITY CORP SR NT DTD 01/12/05 4.900% DUE 01/15/15	635405AQ6	50000	\$ 41,937.50	\$ 53,914.00
NEW JERSEY ST TPK AUTH TPK REV REV BDS-TAXBLL DTD 12/15/10 07 102 DUE 01/01/41 NON-CALLABLE FIXED RT SINK 01/01/35 A3/A+	646139X83	80000	\$ 81,894.40	\$ 115,306.40
NEWS AMER INC GTD SR NT DTD 09/15/03 6.550% DUE 03/15/33	652482BC3	75000	\$ 63,525.75	\$ 90,271.50
NEXEN INC NT CANADA DTD 03/10/05 5.875% DUE 03/10/35	65334HAE2	85000	\$ 78,511.95	\$ 105,074.45
NISOURCE FIN CORP SR UNSECD NT DTD 06/14/12 5.250% DUE 02/15/43	65473QBB8	45000	\$ 44,938.80	\$ 47,632.95
ONCOR ELEC DELIVERY CO SR SECD NT DTD 07/15/03 6.375% DUE 01/15/15	68233DAL1	100000	\$ 111,346.00	\$ 110,362.00
ONEOK PARTNERS L P UNIT LTD PARTNERSHIP DTD 09/28/07 6.850% DUE 10/15/37	68268NAD5	75000	\$ 76,686.75	\$ 95,541.75
ONTARIO HYDRO US\$ BD CANADA DTD 03/31/93 7.450% DUE 03/31/13	683078FY0	105000	\$ 117,686.10	\$ 106,795.50
ONTARIO PROV CDA US\$ GLOBAL BD CANADA DTD 11/28/06 4.950% DUE 11/28/16	683234YU6	75000	\$ 86,646.00	\$ 87,000.00
ORACLE CORP SR UNSECD NT DTD 07/08/09 5.000% DUE 07/08/19	68389XAG0	65000	\$ 65,897.65	\$ 78,057.85
PIMCO HIGH YIELD FD INSTL CL	693390841	109375	\$ 1,050,000.00	\$ 1,054,375.00
PACIFIC GAS & ELEC CO FIRST MTG DTD 03/23/04 6.050% DUE 03/01/34	694308GE1	80000	\$ 77,433.50	\$ 103,072.00
PEPSICO INC SR NT DTD 01/14/10 4.500% DUE 01/15/20	713448BN7	100000	\$ 100,480.60	\$ 115,644.00
PLAINS ALL AMERN PIPELINE L P / PAA FIN CORP SR NT DTD 07/15/07 6.650% DUE 01/15/37	72650RAR3	70000	\$ 68,637.80	\$ 91,668.50
PRINCIPAL LIFE INCOME FUNDINGS TRS SECD MTN DTD 04/24/08 5.300% DUE 04/24/13	74254PYE6	130000	\$ 118,950.00	\$ 131,860.30
PRUDENTIAL FINL INC MTN SER D DTD 12/03/07 6.000% DUE 12/01/17	74432QBC8	55000	\$ 54,645.80	\$ 65,993.40
PRUDENTIAL FINL INC SR MTN DTD 06/08/09 7.375% DUE 06/15/19	74432QBG9	70000	\$ 69,997.90	\$ 88,890.90
QUEBEC PROV CDA BD CANADA DTD 05/14/08 4.625% DUE 05/14/18	748148RT2	80000	\$ 78,456.00	\$ 93,928.00
REGIONS FINL CORP NEW SR NT DTD 11/10/09 7.750% DUE 11/10/14	7591EPAF7	85000	\$ 84,504.40	\$ 94,248.00
RESOLUTION FDG CORP FED BOOK ENTRY DTD 7/15/1991 DUE 1/15/2021	76116FAG2	240000	\$ 174,894.81	\$ 208,027.20

SECURITIES	CUSIP	Quantity	Fed Tax Cost	Market Value
ROCKWELL COLLINS INC DEL SR UNSECD NT DTD 05/06/09 5 250% DUE 07/15/19	774341AB7	40000	\$ 40,758.00	\$ 47,908.40
SAFEWAY INC SR UNSECD NT DTD 12/05/11 4 750% DUE 12/01/21	786514BU2	80000	\$ 81,094.72	\$ 82,423.20
SEMPRA ENERGY SR UNSECD NT DTD 05/15/09 6 500% DUE 06/01/16	816851AN9	110000	\$ 111,221.50	\$ 128,958.50
SIMON PPTY GROUP L P SR UNSECD NT CALL 9/1/21 @100 DTD 11/16/11 4 125% DUE 12/01/21	828807CG0	85000	\$ 86,473.90	\$ 94,401.85
TELECOM ITALIA CAP CO GTY LUXEMBOURG DTD 07/18/06 7 200% DUE 07/18/36	87927VAR9	90000	\$ 88,614.00	\$ 93,960.00
TIME WARNER COMPANIES DTD 1/12/98 6 95% DUE 1/15/28 F/K/A TIME WARNER INC.	887315BM0	10000	\$ 9,548.90	\$ 13,010.70
TIME WARNER CABLE INC CO GTD NT DTD 06/29/09 6 750% DUE 06/15/39	88732JAU2	50000	\$ 53,546.50	\$ 63,418.50
TRANSCANADA PIPELINES LTD JR SUB NT CANADA CALL 5/15/17 @100 DTD 05/03/07 VAR RT DUE 05/15/67	89352HAC3	85000	\$ 84,847.85	\$ 91,109.80
UNITED STATES TREAS BD STRIPPED PRIN PMT 6.250% DTD 02/15/00 ZR CPN DUE 05/15/30	912803CH4	815000	\$ 400,516.28	\$ 512,781.70
UNITED STATES TREAS BD STRIPPED PRIN PMT 4 375% DTD 11/16/09 ZR CPN DUE 11/15/39	912803DJ9	327000	\$ 86,848.27	\$ 144,628.83
UNITED STATES TREAS BD DTD 08/15/12 2 750% DUE 08/15/42	912810QX9	320000	\$ 317,387.50	\$ 309,001.60
UNITED STATES TREAS NT INFLATION INDEX DTD 07/15/04 2 000% DUE 07/15/14	912828CP3	227028.3	\$ 247,372.84	\$ 239,567.07
UNITED STATES TREAS NT DTD 08/16/10 2.625% DUE 08/15/20	912828NT3	306000	\$ 308,280.47	\$ 336,027.78
UNITED STATES TREAS BD DTD 11/15/10 2 625% DUE 11/15/20	912828PC8	145000	\$ 138,356.64	\$ 159,137.50
UNITED STATES TREAS NT DTD 02/28/11 2 125% DUE 02/29/16	912828QJ2	65000	\$ 64,857.81	\$ 68,539.25
UNITED STATES TREAS NT DTD 06/30/11 1 500% DUE 06/30/16	912828QR4	95000	\$ 96,688.48	\$ 98,473.20
UNITED STATES TREAS NT DTD 11/15/12 1.625% DUE 11/15/22	912828TY6	935000	\$ 936,607.03	\$ 924,771.10
UNITED STATES TREAS NT DTD 11/30/12 0 250% DUE 11/30/14	912828TZ3	640000	\$ 640,060.94	\$ 640,025.60
UNITEDHEALTH GROUP INC SR UNSECD NT CALL 9/30/21 @100 DTD 11/10/11 3 375% DUE 11/15/21	91324PBT8	85000	\$ 89,021.35	\$ 90,556.45
UNUM GROUP SR NT DTD 09/30/09 7 125% DUE 09/30/16	91529YAG1	80000	\$ 84,718.40	\$ 94,244.00

SECURITIES	CUSIP	Quantity	Fed Tax Cost	Market Value
UTAH ST TAXABLE GO BDS-TAXBL DTD 09/29/09 04 554 DUE 07/01/24 NON- CALLABLE FIXED RT SINK 07/01/20 AAA/AAA	917542QR6	115000	\$ 116,388 05	\$ 134,845.55
VALE OVERSEAS LTD NT CAYMAN ISLANDS DTD 11/21/06 6 250% DUE 01/23/17	91911TAG8	110000	\$ 115,702 40	\$ 126,564.90
VERIZON COMMUNICATIONS INC NT DTD 04/03/07 5 500% DUE 04/01/17	92343VAG9	70000	\$ 69,167 85	\$ 82,145.00
WFRBS COML MTG TR 2012-C9 MTG PASSTHRU CTF CL A3 DTD 10/01/12 2 870% DUE 11/15/45	92930RBB7	130000	\$ 133,244 41	\$ 134,070 30
WACHOVIA BK COML MTG TR 2005-C22 COML MTG PASSTHRU CL A4 DTD 12/01/05 5 440% DUE 12/15/44	92976BBN1	50000	\$ 54,765 63	\$ 55,756.00
WACHOVIA BK COML MTG TR 2005-C22 COML MTG PASSTHRU CTF CL A-M DTD 12/01/05 5.493% DUE 12/15/44	92976BBQ4	60227	\$ 59,888 22	\$ 66,446 04
WACHOVIA BK COML MTG TR SER 2006 - C27 MTG PASSTHROUGH CTF CL A-3 DTD 08/01/06 5 765% DUE 07/15/45	92977QAD0	40000	\$ 36,187 50	\$ 45,520 40
WEATHERFORD INTL LTD GTD SR NT BERMUDA DTD 03/25/08 6.000% DUE 03/15/18	947075AD9	75000	\$ 66,911 10	\$ 85,692.75
WELLS FARGO & CO NEW SUB NT DTD 11/06/02 5 000% DUE 11/15/14	949746CR0	125000	\$ 116,913 75	\$ 134,098 75
XEROX CORP SR UNSECD NT DTD 12/04/09 5 625% DUE 12/15/19	984121CA9	105000	\$ 117,989 55	\$ 117,312 30
EXCELSIOR PRIVATE MARKETS FUND II (TE) LLC	99Z378921	870	\$ 580,000 00	\$ 718,680 90
DIGITAL RLTY TR INC REITS	253868103	1600	\$ 84,977 05	\$ 108,624 00
PUBLIC STORAGE INC COM (REIT)	74460D109	700	\$ 79,442 65	\$ 101,472 00
SIMON PPTY GROUP INC NEW COM	828806109	580	\$ 88,978 44	\$ 91,692 20
VANGUARD REIT ETF	922908553	15465	\$ 1,048,372 35	\$ 1,017,597 00
POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT	73935S105	36335	\$ 1,049,707 25	\$ 1,009,386 30
TOTAL PORTFOLIO			\$ 44,147,987 35	\$ 51,642,606 92

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

CAPEWELL, G JR UW HTFD HS ET#2-AE

06-6030604

Number, street, and room or suite no. If a P O box, see instructions

Social security number (SSN)

P O BOX 1802

City, town or post office, state, and ZIP code. For a foreign address, see instructions

PROVIDENCE, RI 02901-1802

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► US TRUST FIDUCIARY TAX SERVICES

Telephone No. ► (888) 866-3275FAX No. ► 401-278-8944

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ **X** calendar year 20 12 or
- ☐ tax year beginning , 20 , and ending , 20

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	<u>94,764.</u>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	<u>83,764.</u>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	<u>11,000.</u>

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)

JSA

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• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	CAPEWELL, G JR UW HTFD HS ET#2-AE	06-6030604
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	P O BOX 1802	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	PROVIDENCE, RI 02901-1802	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868

- The books are in the care of **US TRUST FIDUCIARY TAX SERVICES**
Telephone No. **(888) 866-3275** FAX No. **401-278-8944**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until 11/15, 2013
- For calendar year 2012, or other tax year beginning _____, 20____, and ending _____, 20____.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME REQUESTED TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	94,764.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	94,764.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature *Karen J. Kiser* Title _____ Date _____