Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
CAPEWELL,M UW HTFD HOSP ETL#4-AE

A Employer identification number
06-6030605

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P O BOX 1802

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 ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☐ Section 501(c)(3) exempt private foundation
☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 39,464,510.

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,313,096.	1,307,940.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,945,102.			
	b Gross sales price for all assets on line 6a 13,009,386.				
	7 Capital gain net income (from Part IV, line 2)		1,945,102.		
	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)	8,309.	1,487.		STMT 11
	12 **Total.** Add lines 1 through 11	3,266,507.	3,254,529.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	187,954.	112,773.		75,182.
	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	43,736.	13,536.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 14		50,515.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	232,223.	176,824.	NONE	75,715.
	25 Contributions, gifts, grants paid	1,766,843.			1,766,843.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,999,066.	176,824.	NONE	1,842,558.
	27 Subtract line 26 from line 12.				
	a **Excess of revenue over expenses and disbursements**	1,267,441.			
	b **Net investment income** (if negative, enter -0-)		3,077,705.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	NONE		
2	Savings and temporary cash investments	686,658.	2,063,210.	2,063,210.
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)	31,860,816.	31,735,334.	37,401,300.
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)	32,547,474.	33,798,544.	39,464,510.
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. ▶ X			
27	Capital stock, trust principal, or current funds	32,547,474.	33,798,544.	
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)	32,547,474.	33,798,544.	
31	**Total liabilities and net assets/fund balances** (see instructions)	32,547,474.	33,798,544.	

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	32,547,474.
2	Enter amount from Part I, line 27a	2	1,267,441.
3	Other increases not included in line 2 (itemize) ▶ PARTNERSHIP K-1 ADJ	3	27,994.
4	Add lines 1, 2, and 3	4	33,842,909.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 15	5	44,365.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	33,798,544.

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	12,809,253.		11,064,284.	1,744,969.
b	200,133.			200,133.
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				1,744,969.
b				200,133.
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,945,102.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,813,172.	37,341,404.	0.048557
2010	1,671,917.	35,171,263.	0.047536
2009	1,367,100.	32,114,277.	0.042570
2008	1,619,499.	36,128,877.	0.044826
2007			

2 **Total** of line 1, column (d)	2	0.183489
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	0.045872
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	38,410,329.
5 Multiply line 4 by line 3	5	1,761,959.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	30,777.
7 Add lines 5 and 6	7	1,792,736.
8 Enter qualifying distributions from Part XII, line 4	8	1,842,558.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	30,777.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	30,777.
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	30,777.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 44,564.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 18,118.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	62,682.
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	31,905.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 15,390. **Refunded** ▶	11	16,515.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ US TRUST FIDUCIARY TAX SERVICES Telephone no ▶ (888)866-3275			
	Located at ▶ PO BOX 1802, PROVIDENCE, RI ZIP+4 ▶ 02901-1802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ [X] and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? [ ] Yes [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? [ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? [ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [X] 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 [X] No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) [ ] Yes [X] No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? [ ] Yes [X] No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? [ ] Yes [X] No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . [ ] Yes [X] 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 [X] 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 [X] No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . [ ] Yes [ ] No *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . [ ] Yes [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . *If "Yes" to 6b, file Form 8870*	**6b**		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . [ ] Yes [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA 777 MAIN STREET, HARTFORD, CT 06115	TRUSTEE 1	187,954.	-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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	34,597,928.
b	Average of monthly cash balances	1b	4,413,924.
c	Fair market value of all other assets (see instructions)	1c	-16,594.
d	**Total** (add lines 1a, b, and c)	1d	38,995,258.
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	38,995,258.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	584,929.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,410,329.
6	**Minimum investment return.** Enter 5% of line 5	6	1,920,516.

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

1	Minimum investment return from Part X, line 6			1	1,920,516.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	30,777.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	30,777.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,889,739.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,889,739.
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	1,889,739.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,842,558.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,842,558.
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	30,777.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,811,781.

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				1,889,739.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			452,804.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 ...... NONE				
b From 2008 ...... NONE				
c From 2009 ...... NONE				
d From 2010 ...... NONE				
e From 2011 ...... NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,842,558.				
a Applied to 2011, but not more than line 2a			452,804.	
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				1,389,754.
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				499,985.
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)

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

N/A

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

N/A

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

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

a The name, address, and telephone number 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 114 WOODLAND ST HARTFORD CT 06105-1208	NONE	PC	UNRESTRICTED GENERAL SUPPORT	294,415.
CONNECTICUT HUMANE SOCIETY ATTN: DEVELOPMENT 701 RUSSELL RD NEWINGTON CT 06111-1527	NONE	PC	UNRESTRICTED GENERAL SUPPORT	20.
VILLAGE FOR FAMILIES & CHILDREN ED HACKETT CF 1680 ALBANY AVE HARTFORD CT 06105-1001	NONE	PC	UNRESTRICTED GENERAL SUPPORT	294,417.
CT INSTITUTE FOR THE BLIND JAMES T JONES VP F 120 HOLCOMB ST HARTFORD CT 06112-1529	NONE	PC	UNRESTRICTED GENERAL SUPPORT	147,209.
CONN CHILDRENS MEDICAL CENTER PATRICK J. GARV 282 WASHINGTON ST HARTFORD CT 06106-3322	NONE	PC	UNRESTRICTED GENERAL SUPPORT	294,417.
HARTFORD HOSPITAL CAROL WARDELL DIRECTOR HHCC 80 SEYMOUR ST HARTFORD CT 06115-2701	NONE	PC	UNRESTRICTED GENERAL SUPPORT	588,832.
HTFD HOSPITAL JEFFERSON HOUSE CAROL WARDELL D 80 SEYMOUR ST HARTFORD CT 06115-2701	NONE	PC	UNRESTRICTED GENERAL SUPPORT	147,208.
TRINITY EPISCOPAL CH OF HTFD 120 SIGOURNEY ST HARTFORD CT 06105-2755	NONE	PC	UNRESTRICTED GENERAL SUPPORT	325.
Total . . . . . . ▶ **3a**				1,766,843.
***b** Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,313,096.	
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	1,945,102.	
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	1,430.	
c INTERNATIONAL EQUI			1	-268.	
d WEATHERFORD INTL L			1	150.	
e FEDERAL TAX REFUND			1	6,997.	
12 Subtotal Add columns (b), (d), and (e)				3,266,507.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . . 13 3,266,507.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [X] Yes [ ] No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
G CAPEWELL TR 1	4947(A)(1)	COMMON DIRECTORS
G CAPEWELL TR 2	4947(A)(1)	COMMON DIRECTORS
G CAPEWELL TR 3	4947(A)(1)	COMMON DIRECTORS

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Karen J Kiser (signature) | 09/23/2013 | SVP Tax

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only				
Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AOL TIME WARNER INC DEB	3,050.	3,050.
AT&T INC	22,933.	22,933.
ABBOTT LABORATORIES	7,099.	7,099.
AIR PRODUCTS AND CHEMICALS INC	464.	464.
ALLY MASTER OWNER TR 2011-1 ASSET BACKED	1,583.	1,583.
ALLY AUTO RECEIVABLES TR 2012-SN1 ASSET	40.	40.
ALTRIA GROUP INC	8,043.	8,043.
AMERADA HESS CORP NT	3,285.	3,285.
AMERICA MOVIL S A B DE C V GTD SR NT	3,375.	3,375.
AMERICAN ELECTRIC POWER CO	1,899.	1,899.
AMERICAN ELEC PWR INC SR NT SER D	6,125.	6,125.
AMERICAN EXPRESS CR ACCOUNT MASTER TR 20	5,446.	5,446.
AMERICAN EXPRESS CR CORP UNSCD MTN SER C	4,113.	4,113.
AMGEN INC COM	2,774.	2,774.
ANHEUSER BUSCH INBEV WORLDWIDE INC CO GT	3,281.	3,281.
APPLE INC COM	1,320.	1,320.
ARCELORMITTAL SA LUXEMBOURG SR UNSECD NT	4,601.	4,601.
AUTOMATIC DATA PROCESSING INC	4,167.	4,167.
BB&T CORP SR MEDIUM TERM NT C3/28/14 @10	777.	777.
BMW VEH LEASE TR 2010-1 ASSET BACKED NT	159.	159.
BNSF FDG TR I GTD TR PFD SECS C1/15/26 @	3,968.	3,968.
BMW VEH OWNER TR 2011-A ASSET BACKED NT	534.	534.
BARCLAYS BANK PLC SR NT UNITED KINGDOM	2,340.	2,340.
BEAR STEARNS COML MTG SECS SER 2002-TOP8	3,429.	3,429.
BEAR STEARNS COMMERCIAL MTG SECS TR MTG	4,941.	4,941.
BEAR STEARNS COML MTG SECS TR 2007-PWR16	6,973.	6,973.
BEAR STEARNS COML MTG SECS TR 2007-TOP28	3.	3.
BEST BUY INC SR UNSECD NT C12/15/20 @100	1,758.	1,758.
BHP BILLITON LIMITED ADR	1,987.	1,987.
BLACKROCK INC CL A	4,325.	4,325.
BOEING CO	2,133.	2,133.
BOSTON PROPERTIES INC SR NT	963.	963.

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	7,538.	7,538.
BRISTOL MYERS SQUIBB CO COM	16,059.	16,059.
BRITISH TELECOMMUNICATIONS PLC SR NT UNI	5,950.	5,950.
CD 2007-CD4 COML MTG TR MTG PASSTHRU CTF	4,790.	4,790.
CD 2007-CD5 MTG TR COML MTG PASSTHRU CTF	2,648.	2,648.
CME GROUP INC COM	5,891.	5,891.
CMS ENERGY CORP COM	2,917.	2,917.
CNA FINL CORP SR UNSECD NT	1,755.	1,755.
CNA FINL CORP SR UNSECD NT	2,205.	2,205.
SMALL CAP CTF	33,758.	33,758.
INTERNATIONAL EQUITY CTF	46,768.	46,768.
CNH EQUIP TR 2010-C ASSET BACKED NT CL A	751.	751.
CSX CORP SR UNSECD NT CALL 11/30/41 @100	2,060.	2,060.
CVS CAREMARK CORP SR UNSECD NT	1,531.	1,531.
CALIFORNIA ST GO BDS-TAXBL	3,775.	3,775.
CANADIAN NAT RES LTD NT CANADA	3,990.	3,990.
CAPITAL ONE FINL CORP SUB NT	4,305.	4,305.
CENTURYLINK INC SR UNSECD NT	1,160.	1,160.
CHEVRONTEXACO CORP COM	10,740.	10,740.
CHRYSLER FINL AUTO SECURITIZA- TION TR 2	838.	838.
CHUBB CORPORATION	1,950.	1,950.
CITIGROUP INC SR NT	3,793.	3,793.
CITIGROUP INC SR NT	8,140.	8,140.
CITIGROUP INC SR UNSECD NT	3,670.	3,670.
CITIBANK CR CARD ISSUANCE TR CR CARD NT	1,538.	1,538.
COCA COLA CO COM	3,918.	3,918.
COMCAST CORP NEW SR UNSECD NT	3,319.	3,319.
COMCAST CORP NEW CO GUAR	1,180.	1,180.
COMERICA INC SR UNSECD NT	3,150.	3,150.
COMMERCIAL MTG TR 2007-GG9 MTG PASSTHRU	1,641.	1,641.
COMMONWEALTH EDISON CO 1ST MTG	2,083.	2,083.
COMMONWEALTH EDISON CO 1ST MTG SER 106	4,613.	4,613.
CONOCO INC NT	3,128.	3,128.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CONOCOPHILLIPS COM	4,438.	4,438.
CORNING INC NT	164.	164.
CREDIT SUISSE FIRST BOSTON MTG 2002-CKN2	434.	434.
CREDIT SUISSE FIRST BOSTON MTG SECS CORP	1,658.	1,658.
CREDIT SUISSE 1ST BOSTON MTG SECS CORP 2	2,573.	2,573.
DAIMLERCHRYSLER AUTO TR 2007-A ASSET BAC	99.	99.
DEERE & COMPANY	2,278.	2,278.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	5,046.	5,046.
DIGITAL RLTY TR INC REITS	3,655.	3,355.
DIRECTV HLDGS LLC / DIRECTV FING INC SR	2,337.	2,337.
DIRECTV HLDGS LLC / DIRECTV FING INC CO	200.	200.
DISCOVER CARD EXECUTION NT TR DISCOVERSE	3,132.	3,132.
DISNEY WALT CO	1,080.	1,080.
DISCOVER FINL SVCS NT	4,681.	4,681.
DOMINION RESOURCES INC	2,862.	2,862.
DOVER CORPORATION	2,524.	2,524.
DOW CHEM CO NT	5,045.	5,045.
DR PEPPER SNAPPLE INC CO GTD NT	1,040.	1,040.
DUPONT E I DE NEMOURS & CO COM	6,576.	6,576.
ERP OPER LTD PARTNERSHIP SR NT	4,031.	4,031.
EMBRAER OVERSEAS LTD SR UNSECD GTD NT CA	4,463.	4,463.
ENCANA CORP SR UNSECD NT CANADA	1,808.	1,808.
ENERGY TRANSFER PARTNERS L P UNSECD SR N	1,148.	1,148.
ENTERGY CORP NEW COM	603.	603.
EXPRESS SCRIPTS INC SR UNSECD NT	5,438.	5,438.
EXXON MOBIL CORPORATION	14,413.	14,413.
FPL GROUP CAP INC CO GTD NT	4,800.	4,800.
FGLMC GOLD #E81076 DTD 7/1/2000 8.00% DU	201.	201.
FHLMC GOLD #E81313 DTD 8/1/2000 7.50% DU	80.	80.
FEDERAL HOME LN MTG CORP POOL #E00881	123.	123.
FEDERAL HOME LN MTG CORP POOL #Q00032	311.	311.
FEDERAL HOME LN MTG CORP POOL #Q01318	138.	138.
FEDERAL NATL MTG ASSN POOL #470000	7,121.	7,121.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL NATL MTG ASSN POOL #517793	137.	137.
FNMA POOL #534000 DTD 4/1/2000 8.00% DUE	243.	243.
FNMA POOL #542353 DTD 7/1/2000 7.50% DUE	36.	36.
FEDERAL NATL MTG ASSN POOL #AH0943	15,586.	15,586.
FEDERAL NATL MTG ASSN POOL #AI1162	8,478.	8,478.
FEDERAL NATL MTG ASSN POOL #AO2097	2,985.	2,985.
FEDERAL NATL MTG ASSN SER 2011-18 CL EM	3,680.	3,680.
FEDERAL NATL MTG ASSN MTN	17,469.	17,469.
FEDERAL HOME LN MTG CORP SER 3536 CL PC	3,372.	3,372.
FEDERAL HOME LN MTG CORP SER 3565 CL XA	681.	681.
FEDERAL NATL MTG ASSN POOL #889072	96.	96.
FEDERAL NATL MTG ASSN POOL #890200	5,525.	5,525.
FEDERAL NATL MTG ASSN POOL #995200	220.	220.
FEDERAL NATL MTG ASSN POOL #AB2644	4,248.	4,248.
FEDERAL NATL MTG ASSN POOL #AB3739	5,392.	5,392.
FEDERAL NATL MTG ASSN POOL #AD4117	3,059.	3,059.
FIDELITY INSTITUTIONAL MONEY MARKET #59	2,622.	2,622.
FIFTH THIRD BANCORP DEPOSITARY SH RESTG	3,851.	3,851.
FIFTH THIRD BANCORP SR UNSCED NT	3,988.	3,988.
FORD CR AUTO LEASE TR 2011-A NT CL A-3	1,185.	1,185.
GE CAP CR CARD MASTER NT TR 2009-2 ASSET	2,153.	2,153.
GNMA POOL #422293 DTD 3/1/96 7.00% DUE 3	247.	247.
GNMA POOL #433567 DTD 1/1/98 7.50% DUE 1	325.	325.
GNMA POOL #780921 DTD 11/1/98 7.00% DUE	68.	68.
GS MTG SECS TR 2006-GG8 MTG PASSTHRU CTF	5,004.	5,004.
GENERAL ELEC CO	3,021.	3,021.
GENERAL ELEC CAP CORP SR UNSECD MTN	3,438.	3,438.
GENERAL MILLS INC	2,563.	2,563.
GENERAL MLS INC SR UNSECD NT CALL 9/15/2	1,666.	1,666.
GLAXO PLC	9,179.	9,179.
GLAXOSMITHKLINE CAP INC GTD NT	2,260.	2,260.
GOLDMAN SACHS GROUP INC NT	3,605.	3,605.
GREENWICH CAP COML FDG CORP SERIES 2005-	2,879.	2,879.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HARBOR INTERNATIONAL FUND INSTL CL	27,518.	27,518.
HEALTH CARE PPTY INVS INC MTN	5,040.	5,040.
HEINZ H J CO	6,892.	6,892.
HEWLETT PACKARD CO SR UNSECD GLOBAL NT	2,637.	2,637.
HOME DEPOT INC	5,474.	5,474.
HONDA AUTO RECEIVABLES 2012-3 OWNER TR A	198.	198.
HONEYWELL INTERNATIONAL INC	4,089.	4,089.
HUNTINGTON BANKSHARES INC SUB	4,200.	4,200.
ILLINOIS ST GO BDS-TAXBL	1,827.	1,827.
ILLINOIS TOOL WORKS INCORPORATED	2,448.	2,448.
INGERSOLL-RAND GLOBAL HLDG CO LTD CO GTD	5,225.	5,225.
INTEL CORPORATION	12,458.	12,458.
INTERNATIONAL BUSINESS MACHS	10,775.	10,775.
INTERNATIONAL BUSINESS MACHS CORP NT	6,500.	6,500.
INTERNATIONAL FLAVORS & FRAGRANCES COM	539.	539.
J P MORGAN CHASE & CO COM	6,389.	6,389.
JPMORGAN CHASE & CO GLOBAL SUB HLDG CO N	5,396.	5,396.
J P MORGAN CHASE COML MTG SECS CORP 2005	4,390.	4,390.
J P MORGAN CHASE COML MTG SECS CORP 2005	2,250.	2,250.
J P MORGAN CHASE COML MTG SEC TR 2006-CB	4,986.	4,986.
J P MORGAN CHASE COML MTG SECS TR 2007-C	3,497.	3,497.
JOHNSON & JOHNSON	9,695.	9,695.
JPMORGAN CHASE CAP XVIII CAP SECS SER	1,572.	1,572.
KENTUCKY ASSET / LIABILITY COM FDG NTS-T	3,323.	3,323.
KEYCORP SR UNSECD MEDIUM TERM SR NT SER	3,900.	3,900.
KIMBERLY CLARK CORP COM	7,275.	7,275.
KINDER MORGAN ENERGY PARTNERS L P SR NT	3,603.	3,603.
KINDER MORGAN INC DEL COM	6,067.	6,067.
KRAFT FOODS INC SR UNSECD NT	3,900.	3,900.
KRAFT FOODS INC SR UNSECD NT	1,082.	1,082.
KROGER CO SR NT	2,625.	2,625.
KROGER CO NT	2,535.	2,535.
L-3 COMMUNICATIONS CORP UNSECD SR NT CAL	6.	6.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LB-UBS COML MTG TR SER 2003-C8 COML MTG	3,247.	3,247.
LB-UBS CMBS TR 2007-C7 CL A3	1,467.	1,467.
LIBERTY PPTY LTD PARTNERSHIP SR NT	5,650.	5,650.
LIMITED BRANDS INC COM	3,385.	3,385.
LINCOLN NATL CORP IND UNSECD SR NT	3,500.	3,500.
LLOYDS TSB BK PLC BK GTD NT UNITED KINGD	3,621.	3,621.
LUBRIZOL CORP SR NT	4,125.	4,125.
MACYS INC COM	688.	688.
MARSH & MCLENNAN COS INC	681.	681.
MATTEL INC	3,097.	3,097.
MCDONALDS CORP	11,947.	11,947.
MCDONALDS CORP SR UNSECD MTN	2,500.	2,500.
MCGRAW HILL COS INC COM	4,817.	4,817.
MERCK & CO INC NEW COM	6,199.	6,199.
METLIFE INC	1,258.	1,258.
METLIFE INC NT	4,244.	4,244.
METROPOLITAN TRANSN AUTH N Y R REV BDS-T	4,347.	4,347.
MICROSOFT CORPORATION	10,977.	10,977.
MIDAMERICAN ENERGY HLDGS CO NEW SR BD	3,063.	3,063.
MORGAN STANLEY CAP I TR 2006-IQ- 11 MTG	2,612.	2,612.
MORGAN STANLEY DEAN WITTER CAP I TR 2003	7,430.	7,430.
MORGAN STANLEY SER 2003-T11 CL A4 DTD 8/	2,501.	2,501.
MORGAN STANLEY SER 2002-TOP7 CL A2 DTD 6	362.	362.
MORGAN STANLEY UNSECD SR NT	1,564.	1,564.
MORGAN STANLEY CAP TR I 2007- HQ11 MTG P	3,268.	3,268.
NATIONAL CITY CORP SUB DEB	3,438.	3,438.
NATIONAL CITY CORP SR NT	1,960.	1,960.
NATIONAL FUEL GAS CO	3,104.	3,104.
NATIONAL RURAL UTILS COOP FIN CORP MTN S	2,695.	2,695.
NEW JERSEY ST TPK AUTH TPK REV REV BDS-T	4,261.	4,261.
NEWS AMER INC GTD SR NT	3,930.	3,930.
NEXEN INC NT CANADA	3,819.	3,819.
NEXTERA ENERGY INC COM	2,464.	2,464.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORDSTROM INCORPORATED	2,018.	2,018.
NORFOLK SOUTHERN CORP	1,923.	1,923.
NORTHEAST UTILITIES	1,967.	1,967.
NORTHERN TRUST CORPORATION	3,661.	3,661.
NSTAR - W/I	675.	675.
NUCOR CORP	3,217.	3,217.
OCCIDENTAL PETROLEUM CORPORATION	4,876.	4,876.
ONCOR ELEC DELIVERY CO SR SECD NT	4,781.	4,781.
ONEOK PARTNERS L P UNIT LTD PARTNERSHIP	4,110.	4,110.
ONTARIO HYDRO CDN$	5,960.	5,960.
ORACLE CORP SR UNSECD NT	2,979.	2,979.
PG&E CORP COM	617.	617.
PIMCO HIGH YIELD FUND	16,690.	16,690.
PNC BK CORP	3,413.	3,413.
PACIFIC GAS & ELEC CO FIRST MTG	3,630.	3,630.
PARKER HANNIFIN CORPORATION	2,188.	2,188.
PENN WEST PETE LTD NEW COM	2,993.	2,993.
PFIZER INC	14,569.	14,569.
PHILIP MORRIS INTL INC COM	11,371.	11,371.
PHILLIPS 66 COM	371.	371.
PLAINS ALL AMERN PIPELINE L P / PAA FIN	3,658.	3,658.
PRICE T ROWE GROUP INC COM	1,992.	1,992.
PRINCIPAL LIFE INCOME FUNDINGS TRS SECD	5,300.	5,300.
PROCTER & GAMBLE CO COM	6,828.	6,828.
PRUDENTIAL FINL INC SR MTN	4,056.	4,056.
PUBLIC SERVICE ENTERPRISE GROUP INC	771.	771.
PUBLIC STORAGE INC	2,365.	2,365.
RPM INCORPORATED OHIO	3,029.	3,029.
RAYTHEON CO COM NEW	4,638.	4,638.
REGIONS FINL CORP NEW SR NT	5,425.	5,425.
RESOLUTION FDG CORP FED BOOK ENTRY DTD 7	7,114.	7,114.
ROCKWELL COLLINS INC DEL SR UNSECD NT	1,575.	1,575.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	11,148.	11,148.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
S&P DEPOSITARY RECEIPTS SERIES 1	4,989.	4,989.
SAFEWAY INC SR UNSECD NT	2,802.	2,802.
SCHLUMBERGER LIMITED	2,189.	2,189.
SEMPRA ENERGY	4,411.	4,411.
SEMPRA ENERGY SR UNSECD NT	5,525.	5,525.
SHERWIN WILLIAMS COMPANY	3,733.	3,733.
SIMON PPTY GROUP L P SR UNSECD NT CALL 9	2,637.	2,637.
SONOCO PRODUCTS CO	2,895.	2,895.
TJX COMPANIES INCORPORATED NEW	1,305.	1,305.
TARGET CORP	868.	868.
TELECOM ITALIA CAP CO GTY LUXEMBOURG	4,680.	4,680.
TELEFONICA EMISIONES S A U CO GTY SPAIN	4,977.	4,977.
TEXAS INSTRS INC	1,694.	1,694.
TIME WARNER COMPANIES DTD 1/12/98 6.95%	348.	348.
TIME WARNER INC NEW COM	4,802.	4,802.
TIME WARNER CABLE INC CO GTD NT	4,740.	4,740.
TRANSATLANTIC HLDGS INC SR NT	2,000.	2,000.
TRANSCANADA PIPELINES LTD JR SUB NT CANA	4,128.	4,128.
TYCO INTL LTD / TYCO INTL FIN S A NT BER	6,136.	6,136.
US BANCORP DEL COM NEW	5,479.	5,479.
UNITED STATES TREAS BD STRIPPED PRIN PMT	5,810.	5,810.
UNITED STATES TREAS BD STRIPPED PRIN PMT	1,382.	1,382.
UNITED STATES TREAS BD DTD 02/15/10 4.62	30,019.	30,019.
UNITED STATES TREAS NT INFLATION INDEX	6,766.	6,766.
UNITED STATES TREAS NT INFLATION INDEX	37,012.	37,012.
UNITED STATES TREAS NT DTD 03/02/09 1.87	4,234.	4,234.
UNITED STATES TREAS NT DTD 06/30/10 0.62	1,048.	1,048.
UNITED STATES TREAS NT DTD 08/16/10 2.62	8,952.	8,952.
UNITED STATES TREAS NT DTD 08/16/10 0.75	938.	938.
UNITED STATES TREAS BD DTD 11/15/10 2.62	11,767.	11,767.
UNITED STATES TREAS NT DTD 02/28/11 2.12	1,275.	1,275.
UNITED STATES TREAS NT DTD 05/16/11 3.12	3,280.	3,280.
UNITED STATES TREAS NT DTD 06/30/11 1.50	1,461.	1,461.

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	540.	540.
UNITED STATES TREAS NT DTD 08/15/11 2.12	3,727.	3,727.
UNITED STATES TREAS NTS DTD 02/15/12 2.0	3,180.	3,180.
UNITED STATES TREAS NT DTD 07/15/12 0.25	133.	133.
UNITED STATES TREAS NT DTD 11/15/12 1.62	-650.	-650.
UNITED TECHNOLOGIES CORP	4,253.	4,253.
UNITEDHEALTH GROUP INC SR UNSECD NT CALL	1,597.	1,597.
UNUMPROVIDENT CORP	4,113.	4,113.
UNUM GROUP SR NT	4,275.	4,275.
UTAH ST TAXABLE GO BDS-TAXBL	4,099.	4,099.
V F CORPORATION	374.	374.
VALE OVERSEAS LTD NT CAYMAN ISLANDS	5,313.	5,313.
VANGUARD FTSE EMERGING MKTS ETF	30,367.	30,367.
VANGUARD REIT ETF	15,573.	10,717.
VERIZON COMMUNICATIONS	18,529.	18,529.
VERIZON COMMUNICATIONS INC NT	2,475.	2,475.
WFRBS COML MTG TR 2012-C9 MTG PASSTHRU C	247.	247.
WACHOVIA BK COML MTG TR 2005-C20 MTG PAS	6,962.	6,962.
WACHOVIA BK COML MTG TR 2005-C22 COML MT	2,415.	2,415.
WACHOVIA BK COML MTG TR 2005-C22 COML MT	2,720.	2,720.
WACHOVIA BK COML MTG TR SER 2006 -C27 MT	1,729.	1,729.
WACHOVIA CAP TR I BD C 3/15/11 @100 STEP	364.	364.
WAL-MART STORES INCORPORATED	4,372.	4,372.
WASTE MANAGEMENT INC	5,004.	5,004.
WEATHERFORD INTL LTD GTD SR NT BERMUDA	3,600.	3,600.
WELLS FARGO COMPANY	5,255.	5,255.
WELLS FARGO & CO NEW 11/06/2002 5% 11/15	3,500.	3,500.
WELLS FARGO & CO NEW SR UNSECD NT STEP U	1,654.	1,654.
WESTAR ENERGY INC COM	1,614.	1,614.
WISCONSIN ENERGY CORPORATION	2,342.	2,342.
XEROX CORP SR UNSECD NT	4,219.	4,219.
ACCENTURE PLC CL A COM	4,897.	4,897.
ACE LTD COM	4,937.	4,937.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TRANSOCEAN LTD COM		1,444.	1,444.
	TOTAL	1,313,096.	1,307,940.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SMALL CAP CTF	1,430.	1,430.
INTERNATIONAL EQUITY CTF	-268.	-268.
WEATHERFORD INTL LTD GTD SR NT BERMUDA	150.	150.
FEDERAL TAX REFUND	6,997.	
POWERSHARES DB COMMODITY INDEX TRACKING		163.
EXCELSIOR PRIVATE MARKETS FUND II (TE) L		12.
TOTALS	8,309.	1,487.

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	7,446.	7,446.
EXCISE TAX ESTIMATES	30,200.	
FOREIGN TAXES ON QUALIFIED FOR	2,475.	2,475.
FOREIGN TAXES ON NONQUALIFIED	3,615.	3,615.
TOTALS	43,736.	13,536.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP EXPENSES		50,515.
TOTALS		50,515.

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

DESCRIPTION	AMOUNT
CTF ADJUSTMENTS	31,856.
TYE INCOME ADJ	6,375.
SECURITIES ADJ	4,348.
TYE SALES ADJUSTMENT	1,775.
ROUNDING	11.
TOTAL	44,365.

GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

COMMON TRUST FUNDS	29,166.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		29,166.00

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

COMMON TRUST FUNDS	198,961.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-27,994.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		170,967.00

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.

CAPEWELL M UW HTFD HOSP ETL#4-AE
06-6030605
Balance Sheet
12/31/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
002824100	ABBOTT LABS	4379.000	225,059.33	286,824 50
G1151C101	ACCENTURE PLC	3200.000	152,274.07	212,800.00
H0023R105	ACE LTD	1800 000	61,365 79	143,640.00
008117AP8	AETNA INC	70000.000	69,665 40	69,423 90
02006GAC8	ALLY AUTO RECEIVABLES TR	28000.000	27,997 66	28,028 84
02005ABC1	ALLY MASTER OWNER TR	100000.000	102,062.50	101,635.00
02209S103	ALTRIA GROUP INC	4400.000	70,741.67	138,336.00
023551AJ3	AMERADA HESS CORP	45000.000	49,261 05	60,602 85
02364WAN5	AMERICA MOVIL S A B DE C V	60000.000	59,779 80	71,835.00
025537AF8	AMERICAN ELEC PWR CO INC	18000.000	18,001 98	18,063 00
025537101	AMERICAN ELEC PWR INC	1010 000	45,967.32	43,106 80
0258M0CW7	AMERICAN EXPRESS CR CORP	70000 000	69,759 90	71,264.20
031162100	AMGEN INC	2683.000	180,585 44	231,274.60
03523TBB3	ANHEUSER BUSCH INBEV	75000 000	74,563 50	87,269 25
00184AAC9	AOL TIME WARNER INC	40000.000	37,184.00	55,067 20
037833100	APPLE INC	240 000	149,745 22	127,721 50
00206R102	AT&T INC	10800 000	211,255.74	364,068 00
053015103	AUTOMATIC DATA PROCESSING INC	2435.000	95,304.94	138,624.55
06739FFZ9	BARCLAYS BANK PLC	45000.000	44,947 35	47,880.90
05531FAJ2	BB&T CORP	65000.000	65,055 25	65,408 20
07383FPW2	BEAR STEARNS COML MTG SECS	2505 980	2,435.21	2,505 05
07388YAE2	BEAR STEARNS COML MTG SECS TR	120000 000	106,875.00	142,144 80
07388PAE1	BEAR STEARNS COMMERCIAL MTG	95000 000	90,257.42	108,867 15
088606108	BHP BILLITON LTD	825 000	34,074 57	64,696.50
09247X101	BLACKROCK INC	675.000	127,297 24	139,529.25
05567SAA0	BNSF FDG TR I	60000 000	57,000 00	68,025 00
097023105	BOEING CO	1920 000	135,184 86	144,691 20
110122108	BRISTOL MYERS SQUIBB CO	10850.000	228,039 67	353,601.50
11102AAA9	BRITISH TELECOMMUNICATIONS PLC	100000 000	103,616.00	119,505 00
13063A5G5	CALIFORNIA ST	50000.000	46,389 00	72,090 00
136385AK7	CANADIAN NAT RES LTD	70000 000	70,547 40	82,457 90
14040HAN5	CAPITAL ONE FINL CORP	70000 000	76,449 10	80,081 40
12513YAF7	CD 2007-CD4 COML MTG TR	90000.000	91,652.34	103,239 90
12514AAE1	CD 2007-CD5 MTG TR	44814.080	45,636.83	52,955 01

CAPEWELL M UW HTFD HOSP ETL#4-AE
06-6030605
Balance Sheet
12/31/2012

Cusip	Asset	Units	Basis	Market Value
156700AT3	CENTURYLINK INC	30000 000	29,375 40	31,353 30
166764100	CHEVRON CORP	2900 000	169,732.07	313,606 00
171232101	CHUBB CORP	1110.000	43,218.51	83,605 20
17305EEQ4	CITIBANK CR CARD ISSUANCE TR	100000.000	108,035.16	106,575 00
172967ES6	CITIGROUP INC	36000.000	40,138.56	43,142.76
172967FH9	CITIGROUP INC	80000.000	81,864.25	87,340.00
172967FT3	CITIGROUP INC	15000 000	16,324 95	16,735 50
12572Q105	CME GROUP INC	1600.000	94,498 93	81,072 00
125896100	CMS ENERGY CORP	2900.000	63,973.69	70,702 00
126117AL4	CNA FINL CORP	30000.000	30,012.30	32,570 40
126117AP5	CNA FINL CORP	30000.000	31,027.80	37,627 20
12619SAC0	CNH EQUIP TR 2010-C	27036.560	27,035.28	27,131.46
191216100	COCA COLA CO	3700.000	86,687 96	134,125.00
19765P232	COLUMBIA MID CAP GROWTH FUND	42902.311	1,075,000 00	1,141,201.47
19765Y688	COLUMBIA SELECT LARGE CAP	89758.901	1,050,000 00	1,244,058.37
20030NAK7	COMCAST CORP	30000.000	28,345 05	38,491.50
20030NAL5	COMCAST CORP	20000.000	20,432.20	22,978.60
200340AN7	COMERICA INC	105000 000	105,317.80	110,870 55
20173QAE1	COMMERCIAL MTG TR 2007-GG9	70000 000	77,382.81	80,620 40
202795HN3	COMMONWEALTH EDISON CO	35000 000	34,951.70	40,790 40
202795HS2	COMMONWEALTH EDISON CO	75000.000	75,724 50	90,935 25
208251AE8	CONOCO INC	45000.000	45,415.80	62,737 65
20825C104	CONOCOPHILLIPS	1600.000	49,339 20	92,784 00
219350AW5	CORNING INC	40000 000	43,390 40	42,123 60
126408GW7	CSX CORP	45000 000	45,377 10	48,456.00
126650BR0	CVS CAREMARK CORP	25000 000	25,271 50	31,994.00
244199105	DEERE & CO	850 000	37,124.05	73,457.00
25243Q205	DIAGEO PLC	1650 000	92,105 41	192,357 00
253868103	DIGITAL RLTY TR INC	1200 000	63,729 91	81,468 00
25459HBG9	DIRECTV HLDGS LLC / DIRECTV FING	45000.000	46,961 55	45,514 35
25746U109	DOMINION RES INC VA NEW	1300.000	66,538 59	67,340 00
260003108	DOVER CORP	1810 000	56,118 96	118,935.10
260543BX0	DOW CHEM CO	59000 000	60,505.68	79,654 72
26138EAN9	DR PEPPER SNAPPLE INC	60000.000	59,688 85	61,873 80

CAPEWELL M UW HTFD HOSP ETL#4-AE
06-6030605
Balance Sheet
12/31/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
263534109	DU PONT E I DE NEMOURS & CO	3700 000	176,347.54	166,420.45
26441C204	DUKE ENERGY CORP	607 000	39,468 12	38,726.60
26441YAW7	DUKE RLTY LTD PARTNERSHIP NEW	60000.000	61,132.80	61,095 60
29081YAC0	EMBRAER OVERSEAS LTD	70000.000	69,550.90	80,850 00
292505AK0	ENCANA CORP	35000 000	34,862.10	37,623 25
29273RAR0	ENERGY TRANSFER PARTNERS L P	40000 000	43,548 40	48,973 60
26884AAU7	ERP OPER LTD PARTNERSHIP	75000.000	72,041.80	85,378.50
99Z378921	EXCELSIOR PRIVATE MARKETS FUND	660 000	440,000.00	545,206 20
302182AE0	EXPRESS SCRIPTS INC	75000 000	77,408 90	96,119 25
30231G102	EXXON MOBIL CORP	6200 000	74,332.84	536,610 00
31294J6S2	FEDERAL HOME LN MTG CORP	1231.350	1,248.65	1,314.79
31398CTX6	FEDERAL HOME LN MTG CORP	57410.030	59,549 47	61,323 10
31384AGA0	FEDERAL NATL MTG ASSN	1710 770	1,703 67	2,085 22
3138A2BM0	FEDERAL NATL MTG ASSN	366920.940	366,920.94	403,246.11
3138AEJG9	FEDERAL NATL MTG ASSN	168361.220	180,225.43	182,767.89
3138LSKK5	FEDERAL NATL MTG ASSN	126507.120	131,409 26	135,258 88
31397QJ41	FEDERAL NATL MTG ASSN	89947 130	93,067 16	91,741 57
31398ADM1	FEDERAL NATL MTG ASSN	325000 000	342,708 70	390,806 00
31410K7M0	FEDERAL NATL MTG ASSN	67031.900	71,724.13	75,253.36
31416X5E6	FEDERAL NATL MTG ASSN	85549 750	91,618.43	93,939.61
31418RSF9	FEDERAL NATL MTG ASSN	67894 000	73,219 45	75,379 31
3128GHFR7	FGLMC GOLD #E81076 DTD 7/1/2000	1992 860	2,010 30	2,123 75
3128GHN64	FHLMC GOLD #E81313 DTD 8/1/2000	890.300	891 69	904 35
316773209	FIFTH THIRD BANCORP	440.000	65,392 94	61,424 00
316773CK4	FIFTH THIRD BANCORP	110000 000	110,090.70	117,526.20
31384UGH1	FNMA POOL #534000 DTD 4/1/2000	2989 440	3,001.96	3,681.82
34529QAC7	FORD CR AUTO LEASE TR 2011-A	115000.000	114,996 26	115,233 45
302570BD7	FPL GROUP CAP INC	80000 000	81,667 20	94,411 20
35177PAS6	FRANCE TELECOM SA	50000 000	52,668.00	52,621 50
36962G4B7	GENERAL ELEC CAP CORP	50000 000	45,123.00	67,965 00
370334104	GENERAL MLS INC	1850 000	52,408 09	74,777 00
370334BM5	GENERAL MLS INC	65000 000	66,162 20	67,943 85
377372AD9	GLAXOSMITHKLINE CAP INC	40000 000	39,975.60	48,721 60
37733W105	GLAXOSMITHKLINE PLC	1763.000	77,477 30	76,637.61

CAPEWELL M UW HTFD HOSP ETL#4-AE
06-6030605
Balance Sheet
12/31/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
36206VC62	GNMA POOL #422293 DTD 3/1/96	3339.930	3,402.03	3,962.06
36207JTY9	GNMA POOL #433567 DTD 1/1/98	4258.210	4,395 29	5,161.67
36225BAW8	GNMA POOL #780921 DTD 11/1/98	451 290	464 54	462.50
38143UAB7	GOLDMAN SACHS GROUP INC	70000 000	69,734.70	73,003 70
396789JU4	GREENWICH CAP COML FDG CORP	60000 000	63,759 38	64,211 40
362332AE8	GS MTG SECS TR	90000 000	88,959 38	103,809 60
411511306	HARBOR INTERNATIONAL FUND	19569.457	1,150,000.00	1,215,654.67
421915EG0	HEALTH CARE PPTY INVS INC	80000.000	79,749 40	92,312.00
423074103	HEINZ H J CO	2550.000	119,475.43	147,084.00
437076102	HOME DEPOT INC	4500 000	144,240.84	278,325.00
43813XAC8	HONDA AUTO RECEIVABLES 2012-3	91000.000	90,999.34	91,102 83
438516106	HONEYWELL INTL INC	2900.000	120,414.50	184,063 00
446150AG9	HUNTINGTON BANKSHARES INC	60000.000	60,476.25	73,407 60
4521518T3	ILLINOIS ST	55000.000	55,000 00	55,000.00
452308109	ILLINOIS TOOL WKS INC	1250 000	64,878 88	76,012.50
45687AAE2	INGERSOLL-RAND GLOBAL HLDG CO	55000.000	64,231.65	60,869.05
458140100	INTEL CORP	14000 000	289,117.44	288,680.00
459200101	INTERNATIONAL BUSINESS MACHS	3075 000	35,706.03	589,016 25
459200GN5	INTERNATIONAL BUSINESS MACHS	100000.000	100,615.00	104,865 00
1261292H7	INTERNATIONAL EQUITY CTF	64881.449	1,741,208.82	1,288,045 99
46625H100	J P MORGAN CHASE & CO	5150.000	94,147.87	226,440 87
46627QBB3	J P MORGAN CHASE COML MTG SEC	73059.480	76,712.46	78,281 77
46625YNB5	J P MORGAN CHASE COML MTG SECS	77979 590	78,365.52	78,253 30
46625YUC5	J P MORGAN CHASE COML MTG SECS	45000 000	46,501.17	48,946.05
46630VAD4	J P MORGAN CHASE COML MTG SECS	60000 000	62,130 47	70,366 80
46638UAC0	J P MORGAN CHASE COML MTG SECS	30000 000	30,935 16	30,751 20
46639EAE1	J P MORGAN CHASE COML MTG SECS	30000.000	30,749 88	30,630 03
478160104	JOHNSON & JOHNSON	4421.000	195,048 51	309,912.10
46625HBV1	JPMORGAN CHASE & CO	55000.000	60,238 20	58,494 70
491189FC5	KENTUCKY ASSET / LIABILITY COM	105000 000	105,000 00	109,919.25
49326EEB5	KEYCORP SR	60000 000	55,009 10	61,287 60
494368103	KIMBERLY CLARK CORP	2200 000	98,415 37	185,746 00
494550BF2	KINDER MORGAN ENERGY PARTNERS	55000 000	58,621.75	68,924 90
49456B101	KINDER MORGAN INC DEL	4300.000	121,464.20	151,919 00

CAPEWELL M UW HTFD HOSP ETL#4-AE
06-6030605
Balance Sheet
12/31/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
50075NAS3	KRAFT FOODS INC	60000 000	60,596 15	73,282.80
501044BZ3	KROGER CO	35000.000	36,988 70	45,418.10
501044CM1	KROGER CO	65000.000	66,311.70	70,142 80
502413BA4	L-3 COMMUNICATIONS CORP	40000 000	44,049.60	45,132 40
52109RBM2	LB-UBS CMBS TR	25000.000	25,118.17	29,805 75
52108HXM1	LB-UBS COML MTG TR SER 2003-C8	65000.000	68,351 56	66,470 30
53117CAH5	LIBERTY PPTY LTD PARTNERSHIP	100000.000	103,393 00	106,850 00
534187AX7	LINCOLN NATL CORP IND	40000.000	40,501.60	53,492.00
549271AE4	LUBRIZOL CORP	75000.000	69,698 25	81,297.00
55616P104	MACYS INC	1650 000	66,768.10	64,383.00
571748102	MARSH & MCLENNAN COS INC	4075.000	140,252.21	140,465 25
577081102	MATTEL INC	2350.000	59,344 62	86,057 00
580135101	MCDONALDS CORP	3900.000	124,736 96	344,019 00
58013MEG5	MCDONALDS CORP	50000.000	50,824 00	58,244.50
580645109	MCGRAW HILL COS INC	1350.000	92,406 28	73,804.50
58933Y105	MERCK & CO INC	3405 000	51,113 62	139,400 70
59156R108	METLIFE INC	1700.000	82,089.03	55,998 00
59156RAT5	METLIFE INC	55000.000	55,192.50	72,105.55
59259YDC0	METROPOLITAN TRANSN AUTH N Y R	65000.000	65,574.60	83,909.80
594918104	MICROSOFT CORP	13000.000	283,325.21	347,226 10
59562VAM9	MIDAMERICAN ENERGY HLDGS CO	50000 000	48,783.50	63,117 00
617453AT2	MORGAN STANLEY CAP I TR 2006-IQ-	45000 000	47,207.81	50,800 50
61751NAF9	MORGAN STANLEY CAP TR I 2007-	60000 000	63,787.50	69,347 40
61746WH29	MORGAN STANLEY SER 2003-T11 CL	65815 070	68,406.53	66,687 12
635405AM5	NATIONAL CITY CORP	50000 000	45,500.00	62,379 00
635405AQ6	NATIONAL CITY CORP	40000 000	33,550.00	43,131 20
636180101	NATIONAL FUEL GAS CO N J	640.000	19,277 31	32,441 60
646139X83	NEW JERSEY ST TPK AUTH TPK REV	60000.000	61,420 80	86,479 80
652482BC3	NEWS AMER INC	60000.000	50,820 60	72,217 20
65334HAE2	NEXEN INC	65000 000	60,038 55	80,351.05
65339F101	NEXTERA ENERGY INC	975 000	57,407 14	67,460 25
65473QBB8	NISOURCE FIN CORP	35000.000	34,952.40	37,047 85
655664100	NORDSTROM INC	1750.000	50,934.63	93,625.00
664397106	NORTHEAST UTILS	1800 000	62,819 09	70,344.00

CAPEWELL M UW HTFD HOSP ETL#4-AE
06-6030605
Balance Sheet
12/31/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
665859104	NORTHERN TR CORP	2300.000	110,287 44	115,368.00
674599105	OCCIDENTAL PETE CORP DEL	1775.000	113,339 82	135,982.75
68233DAL1	ONCOR ELEC DELIVERY CO	75000.000	83,509.50	82,771 50
68268NAD5	ONEOK PARTNERS L P	60000.000	61,349.40	76,433 40
683078FY0	ONTARIO HYDRO	80000 000	89,665 60	81,368 00
694308GE1	PACIFIC GAS & ELEC CO	60000 000	58,137.30	77,304.00
701094104	PARKER HANNIFIN CORP	1290 000	46,207 92	109,727.40
717081103	PFIZER INC	15750.000	313,043.59	394,998.98
718172109	PHILIP MORRIS INTL INC	3300.000	121,502 71	276,012.00
718546104	PHILLIPS 66	1505.000	46,468 30	79,915.50
693390841	PIMCO HIGH YIELD FD	83333.333	800,000.00	803,333 33
72650RAR3	PLAINS ALL AMERN PIPELINE L P /	55000 000	53,929.70	72,025 25
693475105	PNC FINL SVCS GROUP INC	2040 000	122,148.07	118,952 40
73935S105	POWERSHARES DB COMMODITY	27680 000	799,666.90	768,950 40
74144T108	PRICE T ROWE GROUP INC	825 000	29,231 07	53,721 61
74254PYE6	PRINCIPAL LIFE INCOME FUNDINGS	100000.000	91,500 00	101,431 00
742718109	PROCTER & GAMBLE CO	2850.000	129,115.11	193,486.50
74432QBG9	PRUDENTIAL FINL INC	55000.000	54,998.35	69,842.85
74460D109	PUBLIC STORAGE INC	520 000	58,989 85	75,379.20
755111507	RAYTHEON CO	2425 000	111,168 27	139,583 00
7591EPAF7	REGIONS FINL CORP	70000 000	69,575.10	77,616 00
76116FAG2	RESOLUTION FDG CORP FED BOOK	170000.000	123,735.74	147,352 60
774341AB7	ROCKWELL COLLINS INC DEL	30000 000	30,568.50	35,931.30
780259206	ROYAL DUTCH SHELL PLC	3500.000	219,882.53	241,325.00
749685103	RPM INTL INC	2600.000	39,622.44	76,336 00
786514BU2	SAFEWAY INC	60000.000	60,822.48	61,817 40
816851109	SEMPRA ENERGY	1675.000	82,933 87	118,824 50
816851AN9	SEMPRA ENERGY	85000 000	85,944.00	99,649 75
824348106	SHERWIN WILLIAMS CO	2100 000	54,168.49	323,022 00
828806109	SIMON PPTY GROUP INC NEW	440 000	67,502.17	69,559 60
828807CG0	SIMON PPTY GROUP L P	65000.000	66,127 10	72,189 65
1261291Q8	SMALL CAP CTF	121836 665	2,517,698 40	2,486,381 74
835495102	SONOCO PRODS CO	2350 000	57,287 83	69,865 50
78462F103	SPDR S&P 500 ETF TR	1400.000	127,518 02	199,374.00

CAPEWELL M UW HTFD HOSP ETL#4-AE
06-6030605
Balance Sheet
12/31/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
87927VAR9	TELECOM ITALIA CAP	65000 000	63,999 00	67,860.00
87938WAG8	TELEFONICA EMISIONES S A U	80000.000	80,000 00	89,000.00
882508104	TEXAS INSTRS INC	2250.000	54,241.00	69,502 50
88732JAU2	TIME WARNER CABLE INC	40000 000	42,837 20	50,734.80
887315BM0	TIME WARNER COMPANIES	5000 000	4,774 45	6,505.35
887317303	TIME WARNER INC	4400.000	111,263 86	210,452 00
872540109	TJX COS INC NEW	2825.000	41,649.96	119,921.25
893521AB0	TRANSATLANTIC HLDGS INC	25000 000	28,584.50	33,292.50
89352HAC3	TRANSCANADA PIPELINES LTD JR SUB	65000 000	64,883 65	69,672.20
911312106	UNITED PARCEL SVC INC	925.000	66,002.43	68,200 25
912803CH4	UNITED STATES TREAS BD	65000.000	28,889 40	40,896 70
912803DJ9	UNITED STATES TREAS BD	20000.000	5,683 53	8,845 80
912810QX9	UNITED STATES TREAS BD	655000 000	649,652 54	632,487.65
912828CP3	UNITED STATES TREAS NT	165669.300	180,515 31	174,819 22
912828KF6	UNITED STATES TREAS NT	75000 000	77,548.83	76,444 50
912828NU0	UNITED STATES TREAS NT	125000 000	124,399 41	125,468 75
912828QJ2	UNITED STATES TREAS NT	60000.000	59,868.75	63,267 00
912828QR4	UNITED STATES TREAS NT	70000.000	71,244.14	72,559.20
912828TJ9	UNITED STATES TREAS NT	150000 000	149,894.53	149,016.00
912828TY6	UNITED STATES TREAS NT	840000 000	841,443.75	830,810 40
912828TZ3	UNITED STATES TREAS NT	150000 000	150,011 72	150,006 00
913017109	UNITED TECHNOLOGIES CORP	850.000	8,971 22	69,708 50
91324PBT8	UNITEDHEALTH GROUP INC	65000 000	68,075 15	69,249.05
91529Y106	UNUM GROUP	8300 000	164,301 45	172,806.00
91529YAG1	UNUM GROUP	60000 000	63,538.80	70,683.00
902973304	US BANCORP DEL	7200 000	239,852 16	229,968.00
917542QR6	UTAH ST	90000.000	91,086 30	105,531.30
918204108	V F CORP	430 000	70,274 46	64,917 10
91911TAG8	VALE OVERSEAS LTD	85000 000	89,406 40	97,800 15
922042858	VANGUARD MSCI EMERGING MKTS	27905.000	1,250,860 00	1,242,609 65
922908553	VANGUARD REIT	11780.000	798,566 20	775,124.00
92343V104	VERIZON COMMUNICATIONS INC	8500 000	206,148 36	367,795.00
92343VAG9	VERIZON COMMUNICATIONS INC	45000 000	44,418 60	52,807 50
92976BBN1	WACHOVIA BK COML MTG TR	45000.000	49,289 06	50,180 40

CAPEWELL M UW HTFD HOSP ETL#4-AE
06-6030605
Balance Sheet
12/31/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
92976BBQ4	WACHOVIA BK COML MTG TR 2005-C22	50227.000	49,944.47	55,413.44
92977QAD0	WACHOVIA BK COML MTG TR SER	30000.000	27,140 63	34,140 30
931142103	WAL-MART STORES INC	2050 000	101,617 06	139,871.50
94106L109	WASTE MGMT INC DEL	3300 000	60,806 12	111,342.00
947075AD9	WEATHERFORD INTL LTD	60000 000	53,531.10	68,554.20
949746101	WELLS FARGO & CO	5825.000	103,364.35	199,098.50
949746QU8	WELLS FARGO & CO	45000.000	45,401.77	48,649.50
949746CR0	WELLS FARGO & CO NEW	70000 000	65,471 70	75,095 30
95709T100	WESTAR ENERGY INC	2300 000	65,290 47	65,826 00
92930RBB7	WFRBS COML MTG TR 2012-C9	100000.000	102,495.70	103,131.00
976657106	WISCONSIN ENERGY CORP	1850.000	63,828.11	68,172.50
984121CA9	XEROX CORP	75000.000	84,278.25	83,794.50
	Cash/Cash Equivalent	2063209.810	2,063,209.81	2,063,209.81
		Totals.	33,798,543 91	39,464,510.43

- 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).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions CAPEWELL,M UW HTFD HOSP ETL#4-AE	Employer identification number (EIN) or 06-6030605
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions P O BOX 1802	Social security number (SSN)
	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. ▶
- 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.

4 I request an additional 3-month extension of time until 11/15 , 20 13 .

5 For calendar year 2012 , or other tax year beginning ________ , 20 ____ , and ending ________ , 20 ____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 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**	$ 62,682.
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**	$ 62,682.
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 ▶

JSA
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