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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation: GEO & GRACE LONG FOUNDATION

A Employer identification number: 06-6030953

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

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 ☐ 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: [X] 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)* ▶ $ 10,038,258.

J Accounting method: [X] 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 ▶ ☐

APR 2 2 2013

ENVELOPE POSTMARK DATE

SCANNED MAY 1 2013

RECEIVED APR 2 2 2013 OGDEN, UT

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 ▶ [X] if the foundation is **not** required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	268,937.	268,259.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	293,025.			
b Gross sales price for all assets on line 6a 1,559,057.				
7 Capital gain net income (from Part IV, line 2)		293,025.		
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)	69.	69.		STMT 5
12 **Total.** Add lines 1 through 11	562,031.	561,353.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	45,415.	27,249.		18,166.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) STMT 6	24,325.	NONE	NONE	24,325.
b Accounting fees (attach schedule) STMT 7	1,250.	NONE	NONE	1,250.
c Other professional fees (attach schedule) STMT 8	24,622.			24,622.
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 9	35,795.	4,679.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 10	2,606.	14.		2,592.
24 **Total operating and administrative expenses.** Add lines 13 through 23	134,013.	31,942.	NONE	70,955.
25 Contributions, gifts, grants paid	348,804.			348,804.
26 **Total expenses and disbursements** Add lines 24 and 25	482,817.	31,942.	NONE	419,759.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	79,214.			
b **Net investment income** (if negative, enter -0-)		529,411.		
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	301,971.	118,862.	118,862.
	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)	260,742.	112,191.	110,434.
	b Investments - corporate stock (attach schedule)	8,314,884.	8,563,695.	9,643,496.
	c Investments - corporate bonds (attach schedule)	NONE	157,620.	165,466.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶	NONE		
	12 Investments - mortgage loans	NONE		
	13 Investments - other (attach schedule) STMT 11	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)	8,877,597.	8,952,368.	10,038,258.
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	8,877,597.	8,952,368.	
	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)	8,877,597.	8,952,368.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	8,877,597.	8,952,368.	

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	8,877,597.
2	Enter amount from Part I, line 27a	2	79,214.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	108.
4	Add lines 1, 2, and 3	4	8,956,919.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	4,551.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,952,368.

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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	1,097,705.		896,738.	200,967.
b	461,352.		369,294.	92,058.
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				200,967.
b				92,058.
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** 293,025.

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	434,439.	9,632,655.	0.045101
2010	482,976.	9,318,622.	0.051829
2009	416,505.	8,494,191.	0.049034
2008	537,233.	9,849,687.	0.054543
2007	527,352.	11,426,182.	0.046153

2	**Total** of line 1, column (d) . . .	2	0.246660
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	0.049332
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . .	4	9,761,256.
5	Multiply line 4 by line 3 . . .	5	481,542.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	5,294.
7	Add lines 5 and 6 . . .	7	486,836.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	419,759.

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 ▶ ☐ and enter 1% of Part I, line 27b		1	10,588.
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	10,588.
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	10,588.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a: 16,860.		
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	16,860.
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	6,272.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 6,272. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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? *If "Yes," attach a detailed description of the activities.*	2		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*	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? *If "Yes," attach the statement required by General Instruction T.*	5		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?	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 ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP+4 ▶ 02901-1802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

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

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 [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? . . . . . . **6b** X (No)

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . [ ] Yes [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	45,415.		-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				

Total number of other employees paid over $50,000 . . . . . . ▶

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

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

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

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	9,656,160.
b	Average of monthly cash balances	1b	253,745.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	9,909,905.
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	9,909,905.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	148,649.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,761,256.
6	**Minimum investment return.** Enter 5% of line 5	6	488,063.

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	488,063.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,588.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	10,588.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	477,475.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	477,475.
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	477,475.

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	419,759.
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	419,759.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	419,759.

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				477,475.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			NONE	
b	Total for prior years. 20____,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 NONE				
b	From 2008 7,719.				
c	From 2009 NONE				
d	From 2010 22,189.				
e	From 2011 NONE				
f	**Total** of lines 3a through e	29,908.			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 419,759.				
a	Applied to 2011, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				419,759.
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).)*	29,908.			29,908.
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			NONE	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				27,808.
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:

SEE STATEMENT 16

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT	NONE	SEE ATTACH	SEE ATTACHED STATEMENT	348,804.
Total . . . . ▶ **3a**				348,804.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) 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	268,937.	
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	293,025.	
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	179.	
c INTERNATIONAL EQUI			1	-375.	
d SMALL CAP GROWTH L			1	265.	
e					
12 Subtotal. Add columns (b), (d), and (e)				562,031.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 562,031.

(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? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Karen J Kiser | 03/29/2013 | 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.	

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
5/16/2012	-2000	CEDAR HILL CEMETERY FOUNDATION	NONE	SUPP 2012 TOURS & EVENTS SEASON IN HTFD	PUBLIC CHARITY
5/16/2012	-3000	CHARTER OAK CULTURAL CENTER	NONE	SUPP THE YOUTH ARTS INSTITUTE IN HTFD	PUBLIC CHARITY
5/16/2012	-2000	COMMUNITY PARTNERS IN ACTION	NONE	SUPP THE PRISON ARTS PROGRAM IN CT	PUBLIC CHARITY
5/16/2012	-2000	CT RADIO INFORMATION SYSTEM INC	NONE	SUPP THE RADIO PROGRAMMING F/CHILDREN &	PUBLIC CHARITY
5/16/2012	-2000	ARTS COUNCIL OF GRTR NEW HAVEN	NONE	SUPP THE AUDUBON ARTS ON THE EDGE PROG	PUBLIC CHARITY
5/17/2012	-2500	CONNECTICUT SCIENCE CTR INC	NONE	SUPP THE OUTREACH PROG F/WINTHROP ELEM	PUBLIC CHARITY
5/17/2012	-2000	CULTURAL DANCE TROUP OF THE	NONE	SUPP THE EARLY LEARNING THROUGH THE ARTS	PUBLIC CHARITY
5/17/2012	-1500	EASTERN CT BALLET INC	NONE	F/CHILDREN'S PERFORMANCES IN NEW LONDON	PUBLIC CHARITY
5/17/2012	-2000	FLORENCE GRISWOLD MUSEUM	NONE	SUPP THE ART OF FIRST LADY ELLEN AXSON	PUBLIC CHARITY
5/17/2012	-1500	GUILFORD ART CENTER INC	NONE	F/SCHOLARSHIPS F/YOUTH PROG IN GUILFORD	PUBLIC CHARITY
5/17/2012	-2000	HARTBEAT ENSEMBLE INC	NONE	SUPP ARTS IN THE PARK IN HARTFORD	PUBLIC CHARITY
5/17/2012	-3000	GOODSPEED OPERA HOUSE FNDN	NONE	SUPP ARTS EDUC COLLABORATION W/NAYLOR	PUBLIC CHARITY
5/17/2012	-2000	HARTFORD CONSERVATORY	NONE	SUPP TUITION-FREE PERFORMING ARTS PROG	PUBLIC CHARITY
5/17/2012	-3000	HARTFORD STAGE COMPANY	NONE	SUPP THE 2012 BREAKDANCING SHAKESPEARE	PUBLIC CHARITY
5/17/2012	-2000	IVORYTON PLAYHOUSE FOUNDATION	NONE	SUPP 'A CHILD'S CHRISTMAS IN WALES' PERF	PUBLIC CHARITY
5/17/2012	-3000	HILL-STEAD MUSEUM	NONE	SUPP THE SUNKEN GARDEN FESTIVAL PROG	PUBLIC CHARITY
5/17/2012	-1000	MANY COLORS OF A WOMAN INC	NONE	SUPP THE JAZZ FESTIVAL-25 YR CELEBRATION	PUBLIC CHARITY
5/17/2012	-4000	NORTHWEST CT ASSOC FOR THE ARTS	NONE	SUPPORT THE OUTREACH PROG IN TORRINGTON	PUBLIC CHARITY
5/17/2012	-2500	SHORELINE ARTS ALLIANCE	NONE	SUPP THE SHAKESPEARE ON THE SHORELINE	PUBLIC CHARITY
5/17/2012	-4000	JUDY DWORIN PERFORMANCE PROJECT	NONE	SUPP IN THE GARDEN PERFORMANCE IN HTFD	PUBLIC CHARITY
5/17/2012	-2000	SPECTRUM IN MOTION DANCE	NONE	SUPP THE STRETCHING F/LIFE PROG IN HTFD	PUBLIC CHARITY
5/17/2012	-2500	CIRCLE OF CARE FOR FAMILIES	NONE	SUPP THE LIFELINE EMERG FUND IN NEW HAVE	PUBLIC CHARITY
5/17/2012	-3000	ACHIEVEMENT FIRST HTFD ACADEMY	NONE	SUPP THE ACADEMY HIGH START-UP IN HTFD	PUBLIC CHARITY
5/17/2012	-3500	THE CHILDREN'S MUSEUM INC	NONE	SUPPORT SCIENCE ACHIEVEMENT F/ALL IN CT	PUBLIC CHARITY
5/17/2012	-3000	REAL ART WAYS INC	NONE	SUPP THE FILM FIELDTRIPS F/GREATER HTFD	PUBLIC CHARITY
5/17/2012	-2000	CONNECTICUT COLLEGE	NONE	SUPP FAMILY LITERACY PROJ IN NEW LONDON	PUBLIC CHARITY
5/17/2012	-1000	CT YOUTH LEADERSHIP PROJECT	NONE	SUPP 2012 FORUM F/STUDENTS W/DISABILITIE	PUBLIC CHARITY
5/17/2012	-4000	DISCOVERY CENTER INC	NONE	SUPP THE HTFD 5TH GRADERS OF KINSELLA	PUBLIC CHARITY
5/17/2012	-2500	THE PARENT ACADEMY	NONE	SUPP THE FAMILY LITERACY PROG IN HTFD	PUBLIC CHARITY
5/17/2012	-5000	CHRISTIAN ACTIVITIES COUNCIL	NONE	SUPP 2012 ADVENTURES IN THE CITY PROG	PUBLIC CHARITY
5/17/2012	-3000	COMMUNITY SOUP KITCHEN	NONE	SUPP THE COMMUNITY SOUP KITCHN-NEW HAVEN	PUBLIC CHARITY
5/17/2012	-3000	GIFTS OF LOVE INC	NONE	SUPP T/FOOD & NUTRUTION PROG F/GRTR HTFD	PUBLIC CHARITY
5/17/2012	-1000	DANCES WITH WOOD INC	NONE	SUPP THE ADVENTURE LEARNING PROG IN	PUBLIC CHARITY
5/17/2012	-2304	LITTLE BRITCHES THERAPEUTIC	NONE	SUPP THE SUMMER BRIDGES PROG IN WOODBURY	PUBLIC CHARITY
5/17/2012	-3000	TEACH FOR AMERICA INC	NONE	EARMARKED F/RECRUITMENT FOR HARTFORD	PUBLIC CHARITY
5/17/2012	-4000	WATKINSON SCHOOL	NONE	SUPP THE SPHERE SUMMER PROG F/HTFD SCHLS	PUBLIC CHARITY
5/17/2012	-3000	ADELBROOK-CHILDREN'S HOME OF	NONE	SUPP THE SUMMR WORK STUDY F/AT-HIGH-RISK	PUBLIC CHARITY
5/17/2012	-2500	CONNECTICUT LANDMARKS	NONE	SUPP THE YOUTH EMPLOYMENT PROG AT THE	PUBLIC CHARITY
5/17/2012	-4000	KNOX PARKS FOUNDATION INC	NONE	SUPP THE AMERICORPS GREEN CREW IN HTFD	PUBLIC CHARITY
5/17/2012	-1500	MAIN STREET SINGERS INC	NONE	SUPP THE COMMUNITY CHOIRS PROG IN NEW	PUBLIC CHARITY
5/17/2012	-3000	PLANNED PARENTHOOD OF SOUTHERN	NONE	SUPP THE HTFD, BRIDGEPORT & NEW HAVEN FD	PUBLIC CHARITY
5/17/2012	-2500	JOURNEY HOME INC	NONE	SUPP THE UNIVERSAL HOUSING APPLICATION	PUBLIC CHARITY
5/17/2012	-1500	CENTER FOR WOMEN & FAMILIES OF	NONE	SUPP THE FAMILY STRENGTHENING SERVICES	PUBLIC CHARITY
5/17/2012	-2000	CT INSTITUTE F/THE BLIND/OAK HIL	NONE	SUPP THE VOCATIONAL CTR IN HARTFORD	PUBLIC CHARITY
5/17/2012	-2500	CT WOMEN'S EDUCATION & LEGAL FND	NONE	SUPP THE LEGAL EDUC PROG FOR CT RESIDNTS	PUBLIC CHARITY
5/17/2012	-2000	FIDELCO GUIDE DOG FOUNDATION	NONE	SUPP THE 2012 CT GUIDE DOG PROGRAM IN CT	PUBLIC CHARITY
5/17/2012	-2000	REBUILDING TOGETHER NEW BRITAIN	NONE	SUPP DADDARIO HOME REPAIR PROJ-NEW BRITA	PUBLIC CHARITY
5/17/2012	-2500	HOLE IN THE WALL GANG CAMP	NONE	EARMARKED F/CAMPERSHIP F/A CT CHILD	PUBLIC CHARITY
5/17/2012	-2000	MADONNA PLACE INC	NONE	SUPP THE FAMILIES FIRST IN MIDDLETOWN	PUBLIC CHARITY
5/17/2012	-2500	MIDDLESEX HOSPITAL	NONE	SUPP THE CHILD FIRST PROG IN MIDDLETOWN/	PUBLIC CHARITY
5/17/2012	-3000	VOLUNTEERS IN PSYCHOTHERAPY INC	NONE	SUPP THE THERAPY SESSIONS F/GTR HARTFORD	PUBLIC CHARITY
5/17/2012	-3000	CARDINAL SHEHAN CENTER	NONE	SUPP THE SUMMER DAY CAMP IN BRIDGEPORT	PUBLIC CHARITY
5/17/2012	-5000	CITY SLICKERS INC	NONE	SUPP THE CITY SLICKER PROGRM IN WOODBURY	PUBLIC CHARITY
5/17/2012	-2000	WOMEN'S CTR OF SOUTHEASTERN CT	NONE	SUPP THE PHOENIX HOUSE TRANSITIONAL	PUBLIC CHARITY

5/17/2012	-2000	LITTLE ANGELS PROGRAM	NONE	SUPP THE BICYCLE PROG IN WILLIMANTIC	PUBLIC CHARITY
5/17/2012	-2500	NUTMEG BIG BROTHERS-BIG SISTERS	NONE	SUPP THE COMMUNITY-BASED MENTORING PROG	PUBLIC CHARITY
5/17/2012	-7000	TRINITY COLLEGE	NONE	SUPP THE DREAM CAMP PROG F/HTFD CHILDREN	PUBLIC CHARITY
5/17/2012	-2500	FAMILY REENTRY INC	NONE	SUPP YOUTH MENTORING PROGS IN BRIDGEPORT	PUBLIC CHARITY
5/21/2012	-3000	CONNECTIKIDS, INC	NONE	SUPP THE TUTORING/MENTORING PROG IN HTFD	PUBLIC CHARITY
11/15/2012	-2000	INSPIRICA, INC	NONE	SUPP THE NEW BEGINNINGS PROGRAM	PUBLIC CHARITY
11/15/2012	-2500	LIFE HAVEN, INC	NONE	SUPP THE CHILDCARE PROG IN NEW HAVEN	PUBLIC CHARITY
11/15/2012	-5000	MERCY HOUSING & SHELTER CORP	NONE	SUPPORT THE FRIENDSHIP CENTER	PUBLIC CHARITY
11/15/2012	-2000	NEW BRITAIN YOUTH MUSEUM	NONE	SUPP HEALTHY/WEALTHY/WISE HELPING KIDS	PUBLIC CHARITY
11/15/2012	-2500	NEW HAVEN SYMPHONY ORCHESTRA	NONE	SUPP THE YOUNG PEOPLE'S CONCERTS FOR	PUBLIC CHARITY
11/15/2012	-2000	SAINT JOSEPH PARENTING CTR INC	NONE	SUPP PARENTING PROG F/AT-RISK FAMILIES	PUBLIC CHARITY
11/15/2012	-2500	SUSAN B ANTHONY PROJECT	NONE	SUPP THE REBUILDING LIVES COUNSELING &	PUBLIC CHARITY
11/15/2012	-2500	WAKEMAN BOYS & GIRLS CLUB	NONE	SUPPORT SMILOW-BURROUGHS CLUBHOUSE	PUBLIC CHARITY
11/15/2012	-3500	BRIDGEPORT HOSPITAL	NONE	SUPPORT MEDICALLY UNDERSERVED INITIATIVE	PUBLIC CHARITY
11/15/2012	-3500	THE BRIDGE FAMILY CENTER INC	NONE	FOR 2013 POSITIVE YOUTH DEVLP PROGRAM	PUBLIC CHARITY
11/15/2012	-3000	ACTION F/BRIDGEPORT COMM DEV INC	NONE	TO SUPPORT LIBRARY SPECIAL EVENTS PROG	PUBLIC CHARITY
11/15/2012	-2500	ARCHITECTURE RESOURCE CTR, INC	NONE	SUPPORT NEW HAVEN PUBLIC SCHOOLS	PUBLIC CHARITY
11/15/2012	-5000	HARRIET BEECHER STOWE CENTER	NONE	SUPP THE SEIZING LIBERTY STORIES OF	PUBLIC CHARITY
11/15/2012	-3000	HARTFORD HOSPITAL	NONE	THE TAKE THE TIME" MOBILE MAMMOGRAPHY"	PUBLIC CHARITY
11/15/2012	-5000	THE SALVATION ARMY OF GRTR HTFD	NONE	SUPP THE MARSHALL HOUSE'S HOUSING 1ST	PUBLIC CHARITY
11/15/2012	-3000	SQUASH HAVEN INC	NONE	SUPPORT THE MIDDLE SCH PROG IN NEW HAVEN	PUBLIC CHARITY
11/15/2012	-2500	UNITED WAY OF CTRL & NE CT	NONE	SUPP FAMILY FINANCL STABILITY INITIATIVE	PUBLIC CHARITY
11/15/2012	-3000	UNIV OF CT FOUNDATION INC	NONE	SUPP THE HUSKY SPORT CLARK EXTD DAY PROG	PUBLIC CHARITY
11/15/2012	-2500	YOUTH UNITED FOR SURVIVAL	NONE	SUPP THE BETTER HORIZONS PROGRAMS	PUBLIC CHARITY
11/15/2012	-2500	SHAKESPERIENCE PRODUCTIONS INC	NONE	SUPP 2013 THE SWORD IN THE STONE SHOW	PUBLIC CHARITY
11/15/2012	-3000	HABITAT F/HUMANITY OF COASTAL	NONE	SUPP THE 2012 HABITAT EXPANSION PROJECT	PUBLIC CHARITY
11/15/2012	-2000	NEW BRITAIN YOUTH THEATER	NONE	SUPPORT THE 2012-13 KIDS ON STAGE SEASON	PUBLIC CHARITY
11/15/2012	-2500	N B MUSEUM OF AMERICAN ART	NONE	SUPPORT THE ART ED & ACTIVITIES CHILDREN	PUBLIC CHARITY
11/15/2012	-2500	JEWISH FEDERATION OF GRTR HTFD	NONE	PROMOTE & IMPROVE CHILDHOOD LITERACY	PUBLIC CHARITY
11/15/2012	-3000	PRIMERA IGLESIA BAUTISTA HISPANA	NONE	SUPPORT THE COLLEGE ACCESS PROGRAM	PUBLIC CHARITY
11/15/2012	-8000	ALMADA LODGE-TIMES FARM CAMP COR	NONE	F/SUMMER OVERNIGHT CAMP FOR CT YOUTH	PUBLIC CHARITY
11/15/2012	-3000	BIG BROTHERS BIG SISTERS SW CT	NONE	TO SUPP THE YOUTH MENTORING YOUTH PROG	PUBLIC CHARITY
11/15/2012	-2500	BOYS & GIRLS CLUB OF NEW HAVEN	NONE	FOR 2013 SUMMER FUN & LEARNING PROGRAMS	PUBLIC CHARITY
11/15/2012	-3000	CATHOLIC CHARITIES ARCHDIOCESE	NONE	CONNECTING GENERATIONS PROJ F/HISPANIC	PUBLIC CHARITY
11/15/2012	-4000	CHILDREN IN PLACEMENT	NONE	F/VOLUNTEER GUARDIAN AD ITEM PROG F/HTFD	PUBLIC CHARITY
11/15/2012	-2500	CHILDREN'S LAW CENTER OF CT	NONE	FOR CHILDREN'S LAW LINE IN CONNECTICUT	PUBLIC CHARITY
11/15/2012	-2000	CT ADOPTION AND FAMILY SERVICES	NONE	TO SUPPORT THE PROJECT CT'S CHILD	PUBLIC CHARITY
11/15/2012	-2500	CT BURNS CARE FOUNDATION	NONE	TO SUPPORT ARTHUR C LUF CHILDRENS BURN	PUBLIC CHARITY
11/15/2012	-2500	COVENANT TO CARE FOR CHILDREN	NONE	SUPP THE ADOPT A SOCIAL WORKER PROGRAM	PUBLIC CHARITY
11/15/2012	-2000	FAMILIES IN CRISIS, INC	NONE	TO SUPP THE COUNSELING & CASE MGMT FOR	PUBLIC CHARITY
11/15/2012	-4000	HANDS ON HARTFORD	NONE	TO SUPP THE MANNA BASIC NEEDS PROGRAM	PUBLIC CHARITY
11/15/2012	-2000	HARTFORD CHORALE, INC	NONE	THE VOCAL SECTION LEADERS, SCHOLARSHIP	PUBLIC CHARITY
11/15/2012	-2000	HARTFORD JAZZ SOCIETY INC	NONE	TO SUPPORT THE 2012 CONCERT SERIES	PUBLIC CHARITY
11/15/2012	-3000	HARTFORD SYMPHONY ORCHESTRA INC	NONE	TO SUPP SYMPHONY IN THE SCHOOLS IN HTFD	PUBLIC CHARITY
11/15/2012	-2000	HOCKANUM VALLEY COMMUNITY CNCL	NONE	TO SUPPORT THE FOOD PANTRY	PUBLIC CHARITY
11/15/2012	-2000	HOMES WITH HOPE, INC	NONE	TO SUPPORT THE BACHARACH COMMUNITY	PUBLIC CHARITY
11/15/2012	-4000	HORACE BUSHNELL MEMORIAL HALL	NONE	EARMARKED TO SUPP THE PASSPORT TO THE	PUBLIC CHARITY
11/15/2012	-2000	LITERACY VOLUNTEERS OF GRTR HTFD	NONE	TO SUPP THE JOB READINESS TRAINING	PUBLIC CHARITY
11/15/2012	-2500	LONG WHARF THEATRE	NONE	F/STUDENT THEATRE SERIES/EDUCATOR'S LAB	PUBLIC CHARITY
11/15/2012	-3000	MANCHESTER AREA CONFERENCE OF	NONE	THE EMERGENCY SHELTER & OUTREACH SERVICE	PUBLIC CHARITY
11/15/2012	-3000	MY SISTERS' PLACE INC	NONE	TO SUPP TRANSITIONAL LIVING PROGRAM	PUBLIC CHARITY
11/15/2012	-2500	NEW HAVEN HOME RECOVERY INC	NONE	TO SUPPORT THE SEARCH PROGRAM	PUBLIC CHARITY
11/15/2012	-3000	OPMAD	NONE	TO SUPPORT THE AFTER SCH ENRICHMENT PROG	PUBLIC CHARITY
11/15/2012	-3500	OUR PIECE OF THE PIE, INC	NONE	TO SUPP THE PATHWAYS TO SUCCESS	PUBLIC CHARITY
11/15/2012	-3000	PLAINVILLE COMM FOOD PANTRY	NONE	TO SUPP THE OUTREACH/INTERVENTION/	PUBLIC CHARITY

11/15/2012	-10000	HARTFORD'S CAMP COURANT	NONE	TO SUPP THE HEALTH SERVICES PROGRAM	PUBLIC CHARITY
11/15/2012	-3500	RIVERFRONT RECAPTURE INC	NONE	FOR YOUTH ENRICHMENT PROGRAMS	PUBLIC CHARITY
11/15/2012	-2000	SAFE HAVEN OF GRTR WATERBURY INC	NONE	FOR EMERGENCY SHELTER FOR BATTERED	PUBLIC CHARITY
11/15/2012	-2000	SEA RESEARCH FOUNDATION INC	NONE	SUPP THE ENVRMTL EDUC F/UNDERSERVED	PUBLIC CHARITY
11/15/2012	-4000	SERVCORPS, INC	NONE	T/SUPP THE CONSTRUCTION INTERNSHIPS	PUBLIC CHARITY
11/15/2012	-2500	SOLAR YOUTH INC	NONE	TO SUPPORT THE CITYCOLOGY PROGRAM	PUBLIC CHARITY
11/15/2012	-4000	SOUTH PARK INN, INC	NONE	TO SUPPORT THE EMERGENCY & TEMPORARY	PUBLIC CHARITY
11/15/2012	-3000	ST VINCENT DE PAUL MIDDLETOWN	NONE	FOR MEALS & COMMUNITY ASSISTANCE PROG	PUBLIC CHARITY
11/15/2012	-3000	THAMES RIVER COMM SERVICE INC	NONE	FOR THE CHILD DEVELOPMENT PROGRAM	PUBLIC CHARITY
11/15/2012	-4500	UNIVERSITY OF HARTFORD	NONE	FOR THE EDUCATIONL MAIN ST TUTORING PROG	PUBLIC CHARITY
11/15/2012	-3000	WADSWORTH ATHENEUM MUSEUM OF ART	NONE	SUPP THE 2ND SATURDAYS FOR FAMILIES	PUBLIC CHARITY
11/15/2012	-2500	YALE UNIVERSITY	NONE	SUPP THE WILL POWER] EDUCATIONAL PROG	PUBLIC CHARITY
11/15/2012	-3000	CTR FOR CHILDRENS ADVOCACY INC	NONE	SUPP MEDICAL LEGAL PARTNERSHIPS PROJECT	PUBLIC CHARITY
TOTAL	-348804				

GEO & GRACE LONG FOUNDATION 06-6030953

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADT CORP COM	83.	
ABBOTT LABORATORIES	2,010.	2,010.
AIR PRODUCTS AND CHEMICALS INC	750.	750.
ALLEGHENY TECHNOLOGIES INC COM	311.	311.
ALLERGAN INCORPORATED	160.	160.
AMERICAN TOWER CORP COM	531.	531.
ANADARKO PETROLEUM CORP	99.	99.
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	710.	710.
APACHE CORPORATION	165.	165.
APPLE INC COM	1,405.	1,405.
BERKSHIRE HATHAWAY INC DEL SR UNSECD NT	633.	633.
BOFA CASH RESERVES CAPITAL CLASS	462.	462.
BOMBARDIER INC CL B	1,095.	1,095.
SMALL CAP CTF	4,231.	4,231.
INTERNATIONAL EQUITY CTF	3,059.	3,059.
CELANESE CORP DEL SER A COM	74.	74.
CHEVRONTEXACO CORP COM	2,036.	2,036.
COACH INC COM	613.	613.
COCA COLA CO COM	1,472.	1,472.
COLUMBIA ACORN FUND CLASS Z SHARES	1,027.	1,027.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	32,930.	32,930.
COLUMBIA MID CAP INDEX FUND CLASS Z SHAR	2,803.	2,803.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	30,914.	30,914.
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z	1,916.	1,916.
SMALL CAP GROWTH LEADERS CTF (FORMERLY S	1,562.	1,562.
COSTCO WHSL CORP NEW COM	6,452.	6,452.
DEERE & COMPANY	322.	322.
DISNEY WALT CO	1,560.	1,560.
ONEX CORP COM	105.	105.
EXELON CORP COM	966.	966.
EXXON MOBIL CORPORATION	2,515.	2,515.
MORTGAGE-BACKED SEC CTF	11,580.	11,580.

GEO & GRACE LONG FOUNDATION 06-6030953

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FREEPORT-MCMORAN COPPER & GOLD INC COM	938.	938.
GENERAL ELEC CO	1,137.	1,137.
GENERAL ELEC CAP CORP MTN	2,188.	2,188.
GOLDMAN SACHS GROUP INC	858.	858.
HARTFORD FINANCIAL SVCS GRP	267.	267.
HEWLETT PACKARD CO COM	228.	228.
HUMANA INC	311.	311.
HUNT J B TRANSPORT SERVICES INC COM	337.	337.
HUSSMAN INVT STRATEGIC GROWTH FUND	1,305.	1,305.
INTEL CORPORATION	1,740.	1,740.
INTERNATIONAL BUSINESS MACHS	1,799.	1,799.
INTUIT INC	527.	527.
ISHARES INC MSCI AUSTRALIA INDEX	2,182.	2,182.
ISHARES INC MSCI BRAZIL FREE INDEX FUND	1,084.	489.
ISHARES INC MSCI SINGAPORE INDEX FUND	1,776.	1,776.
ISHR MSCI HONG KONG INDEX FUND	1,181.	1,181.
ISHARES MSCI EMERGING MKTS INDEX FUND	8,608.	8,608.
J P MORGAN CHASE & CO COM	1,961.	1,961.
JPMORGAN ALERIAN MLP INDEX ETN	4,987.	4,987.
LAS VEGAS SANDS CORP	4,270.	4,270.
LEUCADIA NATIONAL CORP	41.	41.
BAYERISCHE MOTOREN WERKE AG	977.	977.
MASTERCARD INC CL A COM	82.	82.
MCDONALDS CORP	294.	294.
MICROSOFT CORPORATION	2,926.	2,926.
MONSANTO CO NEW COM	653.	653.
LI & FUNG LTD COM	425.	425.
FAST RETAILING CO LTD COM	811.	811.
FANUC CORP JPY50	483.	483.
JARDINE STRATEGIC HLDGS LTD COM	353.	353.
NEXTERA ENERGY INC COM	2,160.	2,160.
NIDEC CORP COM	428.	428.
NOVO-NORDISK A S ADR	828.	828.

GEO & GRACE LONG FOUNDATION 06-6030953

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SHINSEI BK LTD COM	298.	298.
OCCIDENTAL PETROLEUM CORPORATION	2,008.	2,008.
OCEANEERING INTL INC COM	500.	500.
UTD O/S BANK SGD1	825.	825.
PIMCO TOTAL RETURN FUND INSTL	13,383.	13,383.
PNC BK CORP	1,672.	1,672.
PARKER HANNIFIN CORPORATION	956.	956.
INDUSTRIA DE DISENO TEXTIL S A COM	145.	145.
PEPSICO INCORPORATED	3,039.	3,039.
PHILIP MORRIS INTL INC COM	4,546.	4,546.
PIMCO COMMODITY REALRETURN STRATEGY FUND	8,056.	8,056.
PIMCO ALL ASSET ALL AUTH FUND INSTL CL	2,504.	2,504.
PRICE T ROWE GROUP INC COM	2,443.	2,443.
PROCTER & GAMBLE CO COM	1,473.	1,473.
PRUDENTIAL FINL INC COM	1,600.	1,600.
QUALCOMM INC	362.	362.
QUESTAR CORP	1,180.	1,180.
QUESTCOR PHARMACEUTICALS INC	215.	215.
REPUBLIC SERVICES INC CL A	178.	178.
RIO TINTO PLC SPONSORED ADR	1,341.	1,341.
ROCKWELL INTL CORP	557.	557.
ROLLS-ROYCE PLC SPONSORED ADR	389.	389.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	3,095.	3,095.
SCHLUMBERGER LIMITED	450.	450.
TJX COMPANIES INCORPORATED NEW	853.	853.
TARGET CORP	1,530.	1,530.
THERMO ELECTRON CORP	392.	392.
UNITED PARCEL SERVICE CL B	1,040.	1,040.
UNITED STATES TREAS BOND DTD 05/15/86 7.	5,975.	5,975.
UNITED TECHNOLOGIES CORP	3,636.	3,636.
VANGUARD FTSE EMERGING MKTS ETF	10,764.	10,764.
VERIZON COMMUNICATIONS	2,589.	2,589.
WELLS FARGO COMPANY	2,024.	2,024.

GEO & GRACE LONG FOUNDATION 06-6030953

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WHOLE FOODS MKT INC COM	1,210.	1,210.
WILEY JOHN & SONS INC CL A	394.	394.
GOVERNMENT CREDIT CTF	18,829.	18,829.
HUABAO INTERNATIONAL HOLDINGS LT COM	835.	835.
NOBLE GROUP LTD COM	492.	492.
COLOPLAST A/S - B COM	387.	387.
OLAM INTL LTD COM	625.	625.
CHINA HIGH PRECISION AUTOMATION GROUP LT	67.	67.
NOVOZYMES A/S SER B COM	340.	340.
ACCENTURE PLC CL A COM	356.	356.
RENAISSANCERE HOLDINGS LTD COM	90.	90.
SHIP FIN INTL LTD COM	1,326.	1,326.
PENTAIR LTD COM	70.	70.
TYCO INTL LTD NEW F COM	1,202.	1,202.
TOTAL	268,937.	268,259.

GEO & GRACE LONG FOUNDATION 06-6030953

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SMALL CAP CTF	179.	179.
INTERNATIONAL EQUITY CTF	-375.	-375.
SMALL CAP GROWTH LEADERS CTF (FORMERLY S	265.	265.
TOTALS	69.	69.

GEO & GRACE LONG FOUNDATION 06-6030953

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	24,325.			24,325.
TOTALS	24,325.	NONE	NONE	24,325.

GEO & GRACE LONG FOUNDATION 06-6030953

FORM 990PF, PART I - ACCOUNTING FEES

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

GEO & GRACE LONG FOUNDATION 06-6030953

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	24,622.	24,622.
TOTALS	24,622.	24,622.

GEO & GRACE LONG FOUNDATION 06-6030953

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,130.	2,130.
EXCISE TAX - PRIOR YEAR	14,256.	
EXCISE TAX ESTIMATES	16,860.	
FOREIGN TAXES ON QUALIFIED FOR	1,655.	1,655.
FOREIGN TAXES ON NONQUALIFIED	894.	894.
TOTALS	35,795.	4,679.

GEO & GRACE LONG FOUNDATION 06-6030953

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	1,296.		1,296.
OTHER CHARITABLE EXPENSES	1,296.		1,296.
OTHER INVESTMENT FEE	14.	14.	
TOTALS	2,606.	14.	2,592.

GEO & GRACE LONG FOUNDATION 06-6030953

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
SEE ATTACHED STATEMENTS	C
TOTALS	

GEO & GRACE LONG FOUNDATION 06-6030953

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

DESCRIPTION	AMOUNT
ROUNDING	6.
REFUND OF FOREIGN TAX WITHHELD	90.
NEGATIVE INTEREST ADJUSTMENT	12.
TOTAL	108.

GEO & GRACE LONG FOUNDATION 06-6030953

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

DESCRIPTION		AMOUNT
CTF ADJUSTMENT		3,599.
TYE INCOME ADJUSTMENT		952.
	TOTAL	4,551.

GEO & GRACE LONG FOUNDATION 06-6030953

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
7026.53 INTERNATIONAL EQUITY CTF	12/30/1994	03/16/2012	135,000.00	123,115.00	11,885.00
5470.07 INTERNATIONAL EQUITY CTF	12/30/1994	07/06/2012	96,728.00	96,575.00	153.00
16742.621 GOVERNMENT CREDIT CTF	06/22/2001	07/06/2012	138,247.00	138,206.00	41.00
1423.344 GOVERNMENT CREDIT CTF	06/30/2004	07/06/2012	11,753.00	11,398.00	355.00
TOTAL OTHER GAINS AND LOSSES			381,728.00	369,294.00	12,434.00
Totals			381,728.00	369,294.00	12,434.00

JSA
2F0970 1 000

GEO & GRACE LONG FOUNDATION 06-6030953

GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

COMMON TRUST FUNDS	12,616.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		12,616.00

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

COMMON TRUST FUNDS	67,008.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		67,008.00

GEO & GRACE LONG FOUNDATION 06-6030953
FORM 990PF, PART XV - LINES 2a - 2d
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RECIPIENT NAME:
BANK OF AMERICA C/O AMY LYNCH
ADDRESS:
777 MAIN STREET
HARTFORD, CT
FORM, INFORMATION AND MATERIALS:
SEE ATTACHMENT
SUBMISSION DEADLINES:
MARCH 15 & SEPTEMBER 15
RESTRICTIONS OR LIMITATIONS ON AWARDS:
RESTRICTED TO ORGANIZATIONS IN CONNECTICUT

STATEMENT 16

PART XV - SUPPLEMENTARY INFORMATION

Schedule C

GEORGE A. LONG AND GRACE L. LONG FOUNDATION
GRANT APPLICATION INFORMATION

1. The George A. Long and Grace L. Long Foundation Trust was established by the late George A. Long in his will dated the 5th day of June, 1958 and admitted to Probate in the Probate Court for the District of Hartford, Connecticut It is a private foundation as defined in Internal Revenue Code Section 509. In his said will Mr. Long set up the rest and residue of his estate in a charitable trust and named Hartford National Bank and Trust Company now Connecticut National Bank, Isabelle C. Shea (now deceased) and J. Harold Williams to administer the trust to be known as the George A. Long and Grace L. Long Foundation. The Co-Trustees are authorized to distribute the net income accruing to the trust annually, semi-annually or oftener as the Truste may determine to such religious, charitable, scientific and educational corporations or associations, or both, having an office in the State of Connecticut, as the Trustees or their successors may select. As Mr. and Mrs. Long lived in the Greater Hartford Area and the Co-Trustees receive so many requests for financial aid from public foundations in that area grants in aid are normally confined to requests coming from that area.

2. Preference is given to proposals for support for specific programs or projects. Grants are not normally made for defic financing or annual giving; nor for financial assistance or scholarships to individual applicants.

3. The following information should be included on the grant application:

a) What the need is that will be met by the actions for which funds are requested;

b) How the need will be met by the project or program proposed;

c) Why the organization requesting a grant is the logical one to carry out the project;

d) What the qualifications are of its staff leadership;

e) What the budget for the project is and what other potential sources of support may be forthcoming;

f) What evaluation of the project is planned;

g) How the program will be supported after the requested grant would expire;

h) Additional information:

Brief background on the organization;

Identification of its Board members;

Organization's most recent audited financial statement;

A copy of the organization's current operating budget;

Evidence of tax-exempt status including its status under IRS Code 509(a) (The Federal Tax Reform Act of and 501(c)(3).

4. Conferences with grant applicants or site visits will be arrange when considered appropriate.

5. The Co-Trustees are in frequent communication with each other by mail and telephone and make distributions of funds twice per calendar year, usually in April and October. The deadline for the April distribution is March 15. The deadline for the October distribution is September 15.

6. Requests for grants should be addressed to J. Harold Williams, Co-Trustee, One Financial Plaza, Hartford, Connecticut 06103, Area Code 203 278-1420 or Mrs. Maxine R. Dean, Community Action Officer, Connecticut National Bank, 777 Main Street, Hartford, Connecticut 06115, Area Code 203 728-2274.

GEORGE A. LONG AND GRACE L. LONG FOUNDATION

Name of organization:

Address:

Amount Requested:

Specific purpose for which it is to be used:

Period of time in which it is to be used:

Anticipated benefits:

Does your organization engage in lobbying activities?

Does organization have United States Internal Revenue Service exemption letter dated after 1969?

Yes_____ No_____

Please send us a copy of your tax classification letter under 501(c)(3) and 509(a).

Please attach copies of the following:

1) most recent audited report.

2) operating budget in including period of time in which grant will be needed and budgeted sources of income.

Signature of Executive Director

Phone number

GEO & GRACE LONG FOUNDATION 06-6030953

FEDERAL FOOTNOTES

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

GEO & GRACE LONG FOUNDATION

Bank of America

06-6030953

Balance Sheet

12/31/2012

Cusip	Asset	Units	Basis	Market Value
H89128104	TYCO INTL LTD	1335.000	22,865.39	39,048.75
H6169Q108	PENTAIR LTD	320 000	8,170.09	15,728 00
G81075106	SHIP FIN INTL LTD	1282 000	19,844.86	21,319 66
G7496G103	RENAISSANCERE HOLDINGS LTD	333 000	26,281.12	27,059.58
G3075P101	ENSTAR GROUP LTD	226.000	22,597 57	25,307 48
G1151C101	ACCENTURE PLC	240 000	14,034.00	15,960 00
B8FMRX8#5	COLOPLAST A/S - B	550 000	15,502.29	26,872.64
B798FW0#8	NOVOZYMES A/S	1008 000	28,878 15	28,356.73
B6T0T05#5	AUSTRALIAN GOVT SR UNSECD	100000 000	112,190.91	110,434 32
B5VZ053#9	SALVATORE FERRAGAMO ITALIA SPA	317 000	7,185.39	6,954.40
B4QL6N9#8	CHINA HIGH PRECISION AUTOMATION	25932 000	4,025.19	4,149 12
B3DCZF3#5	COMPAGNIE FINANCIERE RICHEMONT	367.000	24,837.20	28,627.08
B06S4F0#1	RHJ INTL	413 000	1,567.03	2,172 55
B05Q3L4#0	OLAM INTL LTD	10247.000	16,238.20	13,044.64
B01CLC3#6	NOBLE GROUP LTD	36536 000	32,869 12	34,546.61
B011JK4#4	GEMALTO NV	266.000	23,563.05	23,847 22
993361880	GOVERNMENT CREDIT CTF	52817.032	429,951.01	439,596.16
966837106	WHOLE FOODS MKT INC	500 000	42,946 50	45,580.00
962166104	WEYERHAEUSER CO	2500 000	55,983.25	69,550.00
949746101	WELLS FARGO & CO	2300.000	46,871.12	78,614 00
92343V104	VERIZON COMMUNICATIONS INC	1285.000	34,029.90	55,601 95
922042858	VANGUARD MSCI EMERGING MKTS	9891.000	400,930 01	440,446 23
91911K102	VALEANT PHARMACEUTICALS INTL INC	573.000	28,658.85	34,248.21
913017109	UNITED TECHNOLOGIES CORP	1791 000	11,105.54	146,879.91
911312106	UNITED PARCEL SVC INC	456.000	26,021.64	33,620.88
883556102	THERMO FISHER SCIENTIFIC CORP	1005.000	45,692.33	64,098.90
87612E106	TARGET CORP	1159 000	63,563.62	68,578 03
872540109	TJX COS INC NEW	1700.000	53,367.25	72,165 00
81724Q107	SENOMYX INC	2295.000	8,889.46	3,855 60
806857108	SCHLUMBERGER LTD	545.000	39,705 98	37,767.74
78463V107	SPDR GOLD TR	325.000	51,027 87	52,656.63
780259206	ROYAL DUTCH SHELL PLC	905 000	64,350.03	62,399 75
775781206	ROLLS-ROYCE HLDGS PLC	444 000	25,250 28	31,520 89
773903109	ROCKWELL AUTOMATION INC	369.000	27,276 70	30,992 31

GEO & GRACE LONG FOUNDATION

Bank of America

06-6030953

Balance Sheet

12/31/2012

Cusip	Asset	Units	Basis	Market Value
767204100	RIO TINTO PLC	810 000	39,920 85	47,052.90
75886F107	REGENERON PHARMACEUTICALS	239.000	12,379 00	40,885 73
74835Y101	QUESTCOR PHARMACEUTICALS INC	658.000	24,019.15	17,581 76
748356102	QUESTAR CORP	1775 000	33,716 13	35,074 00
747525103	QUALCOMM INC	375 000	20,413 13	23,197.35
744320102	PRUDENTIAL FINL INC	1000 000	50,568 60	53,330 00
742718109	PROCTER & GAMBLE CO	500 000	5,194 94	33,945 00
741503403	PRICELINE COM INC	75.000	35,589 38	46,529 25
74144T108	PRICE T ROWE GROUP INC	1035 000	58,617 23	67,396 20
72200Q182	PIMCO ALL ASSET ALL AUTH FUND	4655.493	50,000 00	51,629.42
722005667	PIMCO COMMODITY REALRETURN	35761 450	299,486 26	237,456 03
718172109	PHILIP MORRIS INTL INC	1000 000	75,395.00	83,640 00
713448108	PEPSICO INC	1297.000	34,241 61	88,753 71
7111314#6	INDUSTRIA DE DISENO TEXTIL S A	133.000	16,469 09	18,499 13
7110388#9	ROCHE HLDGS AG-GENUSSCHEIN	119.000	21,487 80	23,920 90
701094104	PARKER HANNIFIN CORP	590 000	47,208 85	50,185 40
693475105	PNC FINL SVCS GROUP INC	1079 000	56,783 78	62,916.49
693390700	PIMCO TOTAL RETURN FUND	21298.104	233,640.20	239,390 69
675232102	OCEANEERING INTL INC	725 000	34,483 11	38,997 75
674599105	OCCIDENTAL PETE CORP DEL	610 000	31,187.77	46,732.10
6730936#2	SHINSEI BK LTD	24498.000	25,785.20	48,448 96
670100205	NOVO-NORDISK A S	249 000	27,725 28	40,639 29
6640682#9	NIDEC CORP	100 000	5,989.65	5,805 82
65339F101	NEXTERA ENERGY INC	900.000	40,560 75	62,271 00
6531827#6	GEELY AUTOMOBILE HOLDINGS LTD	30173 000	14,321.37	14,286.61
6490995#1	KEYENCE CORP	100.000	26,436 18	27,606 55
6472960#0	JARDINE STRATEGIC HLDGS LTD	1467 000	40,406 06	52,107 84
641069406	NESTLE S A	1050.000	63,136.50	68,367 60
6356934#8	FANUC CORP	212 000	33,761.93	39,033.60
6332439#9	FAST RETAILING CO LTD	235 000	40,173 41	59,358 12
61166W101	MONSANTO CO	519 000	35,932 20	49,123 35
594918104	MICROSOFT CORP	3000 000	78,440 00	80,129 10
57636Q104	MASTERCARD INC	66 000	23,910 81	32,424 48
5529191#9	KUKA AG	707 000	22,204 85	25,791 45

GEO & GRACE LONG FOUNDATION

06-6030953

Balance Sheet

12/31/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
527288104	LEUCADIA NATL CORP	774.000	18,354.51	18,413 46
517834107	LAS VEGAS SANDS CORP	1156 000	47,711 82	53,360.96
46625H365	JPMORGAN ALERIAN MLP INDEX ETN	2465.000	91,881.89	94,803 90
46625H100	J P MORGAN CHASE & CO	1705 000	60,727 84	74,967.32
464287234	ISHARES MSCI EMERGING MKTS INDEX	9817 000	397,090.14	435,383 95
464286871	ISHR MSCI HONG KONG INDEX	2350 000	36,201 75	45,637 00
464286673	ISHARES MSCI SINGAPORE INDEX	3260 000	36,626.10	44,629 40
464286400	ISHARES INC MSCI BRAZIL FREE	620 000	36,614.10	34,682 80
464286103	ISHARES INC MSCI AUSTRALIA INDEX	1605 000	36,361.28	40,349 70
46120E602	INTUITIVE SURGICAL INC	44 000	22,843.82	21,576.28
461202103	INTUIT	850 000	44,756.75	50,554 09
459200101	INTERNATIONAL BUSINESS MACHS	545.000	105,520 18	104,394.75
45865V100	INTERCONTINENTAL EXCHANGE INC	355 000	43,185 47	43,952.55
458140100	INTEL CORP	2000.000	73,878.50	41,240 00
4511809#2	HANNOVER RUECKVERSICHERU AG	169 000	12,244 78	13,136 86
45104G104	ICICI BK LTD	570 000	17,341.52	24,857.70
448108100	HUSSMAN INVT STRATEGIC GROWTH	8598.452	100,000.00	92,089 42
445658107	HUNT J B TRANS SVCS INC	475.000	21,092 38	28,362 25
444859102	HUMANA INC	305.000	26,368.78	20,932 15
416515104	HARTFORD FINL SVCS GROUP INC	890 000	15,241.25	19,971.60
41587B100	HARRY WINSTON DIAMOND CORP	1730 000	23,873.60	24,341.10
38259P508	GOOGLE INC	114.000	70,989.10	80,641 32
38141G104	GOLDMAN SACHS GROUP INC	485.000	48,051 38	61,866 60
375558103	GILEAD SCIENCES INC	1200.000	54,281.88	88,140 00
36962G4R2	GENERAL ELEC CAP CORP	100000 000	106,742 00	111,605 00
369604103	GENERAL ELEC CO	1672 000	2,091.89	35,095 28
35671D857	FREEPORT-MCMORAN COPPER &	1500.000	51,823 05	51,300 00
337997993	MORTGAGE-BACKED SEC CTF	36709 210	374,094 28	383,376 31
30231G102	EXXON MOBIL CORP	1134.000	28,522 39	98,147 70
30161N101	EXELON CORP	460.000	24,255.89	13,680.40
268648102	EMC CORP	2549 000	37,929 12	64,489 70
2659518#3	ONEX CORP	813 000	25,609.03	34,365 51
254687106	DISNEY WALT CO	1000 000	34,575.68	49,790 00
244199105	DEERE & CO	700 000	56,479 50	60,494 00

GEO & GRACE LONG FOUNDATION

BankofAmerica

06-6030953

Balance Sheet

12/31/2012

Cusip	Asset	Units	Basis	Market Value
22160K105	COSTCO WHSL CORP NEW	800 000	67,300 00	78,984 00
207543877	SMALL CAP GROWTH LEADERS CTF	13133 545	295,646 76	205,244 47
19765P547	COLUMBIA REAL ESTATE EQUITY	7637.474	142,110 89	109,750 50
19765N468	COLUMBIA INTERMEDIATE BOND	74716.451	650,000 00	707,564 79
19765J608	COLUMBIA MID CAP INDEX FUND	15486 797	190,003.29	182,744 20
19763T889	COLUMBIA INCOME OPPORTUNITIES	62299 446	615,000 00	627,978 42
197199409	COLUMBIA ACORN FUND	6870.339	120,501.41	209,201 82
191216100	COCA COLA CO	1650.000	64,989.38	59,812 50
189754104	COACH INC	545.000	33,678.28	30,252.95
166764100	CHEVRON CORP	580 000	60,415 70	62,721 20
151020104	CELGENE CORP	835.000	52,542.38	65,522 45
1261291Q8	SMALL CAP CTF	15271 261	312,372.10	311,648 26
099724106	BORG WARNER INC	267 000	16,987 87	19,122.54
097751200	BOMBARDIER INC	10745.000	37,794.21	40,938.45
084670BF4	BERKSHIRE HATHAWAY INC DEL	50000.000	50,877.50	53,860 50
084670702	BERKSHIRE HATHAWAY INC DEL	339 000	25,615.82	30,408 30
037833100	APPLE INC	265 000	88,794 91	141,025 82
037411105	APACHE CORP	250 000	25,781.75	19,625.00
03524A108	ANHEUSER BUSCH INBEV SA/NV	366 000	21,072.45	31,992.06
032511107	ANADARKO PETE CORP	275.000	21,531.13	20,435 25
03027X100	AMERICAN TOWER CORP	590.000	34,429 45	45,589 30
023135106	AMAZON COM INC	304.000	48,477.03	76,264 48
018490102	ALLERGAN INC	800.000	65,062.49	73,384 00
015351109	ALEXION PHARMACEUTICALS INC	308.000	19,772.06	28,871 92
009158106	AIR PRODS & CHEMS INC	300.000	24,589 50	25,206.00
002824100	ABBOTT LABS	1000.000	53,997.50	65,500.00
00101J106	ADT CORP	667 000	14,942.61	31,008 83
	Cash/Cash Equivalent	118861 890	118,861.89	118,861 89
		Totals:	8,952,366 98	10,038,257.51