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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

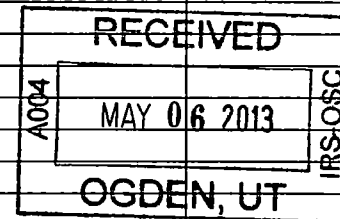
Department of the Treasury
Internal Revenue Service

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

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

Name of foundation FRY W COTR UW - L P FRY MEM TR		A Employer identification number 06-6033612						
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1802		B Telephone number (see instructions) 888- 866-327						
City or town, state, and ZIP code PROVIDENCE, RI 02901-1802		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,302,386.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		129,258.	129,258.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		557,383.			
b Gross sales price for all assets on line 6a 2,482,041.					
7 Capital gain net income (from Part IV, line 2)			557,383.		
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)		16.	16.		STMT 2
12 Total. Add lines 1 through 11		686,657.	686,657.		
13 Compensation of officers, directors, trustees, etc.		92,523.	55,514.		37,009.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 3		7,187.	2,477.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23		99,710.	57,991.		37,009.
25 Contributions, gifts, grants paid		200,000.			200,000.
26 Total expenses and disbursements. Add lines 24 and 25		299,710.	57,991.		237,009.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		386,947.			
b Net investment income (if negative, enter -0-)			628,666.		
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	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	200,415.	338,052.	338,052.
	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)	716,599.	716,599.	848,564.
	b	Investments - corporate stock (attach schedule)	3,897,297.	4,137,343.	4,115,770.
	c	Investments - corporate bonds (attach schedule)	NONE		
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶	NONE		
	12	Investments - mortgage loans	NONE		
	13	Investments - other (attach schedule)	NONE		
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	NONE			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,814,311.	5,191,994.	5,302,386.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	4,814,311.	5,191,994.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	NONE		
	30	Total net assets or fund balances (see instructions)	4,814,311.	5,191,994.	
31	Total liabilities and net assets/fund balances (see instructions)	4,814,311.	5,191,994.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,814,311.
2	Enter amount from Part I, line 27a	2	386,947.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,201,258.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	9,264.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,191,994.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 2,441,591.		1,924,658.	516,933.		
b 40,450.			40,450.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			516,933.		
b			40,450.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	557,383.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	236,983.	5,156,856.	0.045955
2010	225,621.	4,893,381.	0.046107
2009	232,703.	4,549,556.	0.051149
2008	284,630.	5,410,848.	0.052604
2007	325,883.	6,256,748.	0.052085
2 Total of line 1, column (d)			0.247900
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			0.049580
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			5,150,545.
5 Multiply line 4 by line 3			255,364.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6,287.
7 Add lines 5 and 6			261,651.
8 Enter qualifying distributions from Part XII, line 4			237,009.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	12,573.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 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	12,573.
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	12,573.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,400.	
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	3,400.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	9,173.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► <u>NA</u>				
14	The books are in care of ► <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no ► <u>(888)866-3275</u> Located at ► <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 ► <u>02901-1802</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** X

If "Yes" to 6b, file Form 8870

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. 777 MAIN STREET, HARTFORD, CT 06115	CO-TRUSTEE 1	39,235.		- 0 -
VIRGINIA FRY 521 WARREN AVENUE, HAWTHORNE, NY 10532	CO-TRUSTEE 1	26,644.		
WILLIAM PETERSON 644 LAKE AVENUE, GREENWICH, CT 06830	CO-TRUSTEE 1	26,644.		

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE -----	
2 ----- -----	
3 ----- -----	
4 ----- -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE -----	
2 ----- -----	
All other program-related investments See instructions 3 NONE -----	
Total. Add lines 1 through 3	


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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,902,129.
b	Average of monthly cash balances	1b	326,851.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,228,980.
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	5,228,980.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	78,435.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,150,545.
6	Minimum investment return. Enter 5% of line 5	6	257,527.

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	257,527.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	12,573.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,573.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	244,954.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	244,954.
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	244,954.

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	237,009.
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	237,009.
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	237,009.

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				244,954.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20 10, 20 , 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2012.				
a From 2007 10,375.				
b From 2008 16,316.				
c From 2009 7,867.				
d From 2010 NONE				
e From 2011 NONE				
f Total of lines 3a through e	34,558.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 237,009.				
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				237,009.
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))	7,945.			7,945.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	26,613.			
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				
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)	2,430.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	24,183.			
10 Analysis of line 9				
a Excess from 2008 16,316.				
b Excess from 2009 7,867.				
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				
SEE ATTACHED STATEMENT	NONE	SEE ATTACH	SEE ATTACHED STATMENT	200,000.
Total			3a	200,000.
b Approved for future payment				
Total			3b	

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. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

[illegible]

**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

Kasen / Kesen

03/29/2013

► SVP Tax

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

Signature of officer or trustee

Date _____

Title

BANK OF AMERICA, N.A.

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no.

FRY W COTR UW - L P FRY MEM TR

06-6033612

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
SMALL CAP CTF	2,438.	2,438.
INTERNATIONAL EQUITY CTF	15,224.	15,224.
COLUMBIA ACORN FUND CLASS Z SHARES	932.	932.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	2,446.	2,446.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	11,922.	11,922.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	18,867.	18,867.
MID CAP VALUE CTF	3,571.	3,571.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	3,365.	3,365.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	260.	260.
PIMCO TOTAL RETURN FUND INSTL	28,800.	28,800.
PIMCO COMMODITY REALRETURN STRATEGY FUND	4,955.	4,955.
US TREASURY BONDS 6.25% 8/15/23	12,500.	12,500.
UNITED STATES TREAS NT DTD 02/17/04	4,000.	4,000.
UNITED STATES TREAS NTS DTD 05/15/04	9,500.	9,500.
UNITED STATES TREAS NTS 4.125%	9,281.	9,281.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	244.	244.
REIT COMMON TRUST FUND	953.	953.
	-----	-----
TOTAL	129,258.	129,258.
	=====	=====

FRY W COTR UW - L P FRY MEM TR

06-6033612

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
SMALL CAP CTF	103.	103.
INTERNATIONAL EQUITY CTF	-87.	-87.
	-----	-----
TOTALS	16.	16.
	=====	=====

FRY W COTR UW - L P FRY MEM TR

06-6033612

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES		
EXCISE TAX - PRIOR YEAR	1,721.	1,721.
EXCISE TAX ESTIMATES	1,310.	
	3,400.	
FOREIGN TAXES ON QUALIFIED FOR	726.	726.
FOREIGN TAXES ON NONQUALIFIED	30.	30.
	-----	-----
TOTALS	7,187.	2,477.
	=====	=====

FRY W COTR UW - L P FRY MEM TR

06-6033612

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING	
	BOOK VALUE -----	FMV ----
912810EQ7 UNITED STATES TREAS	199,180.	286,750.
912828CA6 UNITED STATES TREAS	96,504.	104,238.
912828CJ7 UNITED STATES TREAS	201,628.	212,344.
912828DV9 UNITED STATES TREAS	219,287.	245,232.
	-----	-----
TOTALS	716,599.	848,564.
	=====	=====

FRY W COTR UW - L P FRY MEM TR
FORM 990PF, PART II - CORPORATE STOCK
=====

06-6033612

DESCRIPTION -----	ENDING	
	BOOK VALUE -----	FMV ----
197199409 COLUMBIA ACORN FUND	141,802.	189,696.
19765N245 COLUMBIA DIVIDEND IN	955,000.	958,248.
19765Y688 COLUMBIA SELECT LARG	925,000.	907,395.
693390700 PIMCO TOTAL RETURN F	530,000.	540,241.
722005667 PIMCO COMMODITY REAL	175,000.	152,468.
19763T889 COLUMBIA INCOME OPPO	223,885.	215,631.
52106N889 LAZARD EMERGING MKTS	150,000.	154,752.
197199813 COLUMBIA ACORN INTER	93,777.	108,920.
1261291Q8 SMALL CAP CTF	187,491.	179,531.
1261292H7 INTERNATIONAL EQUITY	490,873.	419,271.
302993993 MID CAP VALUE CTF	160,926.	189,865.
99Z466247 REIT COMMON TRUST FU	103,589.	99,752.
TOTALS		=====
	4,137,343.	4,115,770.
	=====	=====



FRY W COTR UW - L P FRY MEM TR

06-6033612

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----CTF ADJ
YE INCOME ADJ9,164.
100.

TOTAL

9,264.
=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

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

COMMON TRUST FUNDS

2,613.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

2,613.00

=====

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

COMMON TRUST FUNDS

37,837.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

37,837.00

=====

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

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
4/30/2012	-3000	THE SALVATION ARMY OF GRTR HTFD	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-6000	SOCIETY OF THE THIRD ST MUSIC	NONE	TO SUPP TUITION ASSISTANCE AND SCHOLARSHIPS F/SUMMER PROGRAMS	PC
4/30/2012	-6000	QUEENS COMMUNITY HOUSE INC	NONE	T/SUPP THE SUMMR SIGHTS PHOTOGRAPHY CAMP	PC
4/30/2012	-5000	VENTURE CREW/BOY SCOUT TROOP 729	NONE	T/SUPP SAMOSET HIGH ADVENTURE BASE 2012	PC
4/30/2012	-3500	YMCA - FLATBUSH	NONE	T/SUPP THE FLATBUSH YMCA SUMMER DAY CAMP	PC
4/30/2012	-3500	YMCA CAMP MOHAWK	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-3500	YMCA OF METROPOLITAN HTFD INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-3500	ST. CHRISTOPHER'S INC	NONE	TO SUPPORT THE SUMMER DAY CAMP 2012	PC
4/30/2012	-6000	YOUNG MARINERS FOUNDATION INC	NONE	TO SUPPORT THE BLUE WATER BOUND SUMMER	PC
4/30/2012	-4000	YWCA OF GREENWICH	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-2500	YWCA OF NEW NEW BRIATIN INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-3000	ALMADA LODGE-TIMES FARM CAMP	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-5000	ARTISTS COLLECTIVE INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-4800	AMERICAN SCHOOL FOR THE DEAF	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-8000	GREENWICH BOYS AND GIRLS CLUB	NONE	SUPP BOYS/GIRLS CLUB SUMMER CAMP PROG	PC
4/30/2012	-3000	BRIDGEPORT YMCA	NONE	SUPP BRIDGEPORT YMCA SUMMER DAY CAMP	PC
4/30/2012	-4000	BANK STREET COLLEGE OF EDUCATION	NONE	SUPPORT SUMMER WILDERNESS ADVENTURE GRP	PC
4/30/2012	-3000	ADELBROOK-THE CHILDREN'S HOME OF	NONE	SUPP SUMMER CAMP EXPRNC F/AT-RISK YOUTH	PC
4/30/2012	-4000	CITY SLICKERS INC	NONE	SUPP CITY SLICKERS SUMMER CAMP	PC
4/30/2012	-8000	COLONY SO BROOKLYN HOUSES INC	NONE	SUPP THE COLONY-SOUTH BROOKLYN HOUSE	PC
4/30/2012	-3000	CT INSTITUT F/THE BLIND/OAK HILL	NONE	TO SUPPORT THE OAK HILL CAMP	PC
4/30/2012	-4000	CAMP HAZEN YMCA	NONE	SUPP FINANCIAL ASSIST PROG F/SUMMER CAMP	PC
4/30/2012	-6000	CASITA MARIA INC	NONE	SUPPORT SMART KIDS SUMMER PROGRAM	PC
4/30/2012	-4000	CARDINAL SHEHAN CENTER	NONE	SUPPORT THE SUMMER DAY CAMP	PC
4/30/2012	-3000	CHILD INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-3000	CT RIVERS COUNCIL-BOY SCOUTS OF	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-3000	DOUBLE H-HOLE IN THE WOODS RANCH	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-3000	FAMILY CENTERS INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-1200	FAMILY SERVICES OF WESTCHESTER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-3000	FAMILY SERVICE LEAGUE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-5000	FRESH AIR FUND	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-6000	GLEN HIGHLAND FARM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-4000	GODDARD RIVERSIDE COMMUNITY CTR	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-5000	GODDARD RIVERSIDE COMMUNITY CTR	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-7500	FRIENDS OF GREEN CHIMNEYS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-4000	HAPPINESS IS CAMPING INC	NONE	2012 SUMMER CAMP SCHOLARSHIP PROGRAM	PC
4/30/2012				UNRESTRICTED GENERAL SUPPORT	PC

4/30/2012	-3000	HARTFORD'S CAMP COURANT	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-3000	THE HOLE IN THE WALL GANG CAMP	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-3000	INCARNATION CENTER INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-3000	KIDS IN CRISIS INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-3000	HARC INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-4000	NEW LIFE OF NEW YORK CITY INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-3000	OUR TIME THEATRE COMPANY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-3000	PARTNERSHIP WITH CHILDREN INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-6000	POLICE ATHLETIC LEAGUE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2012	-5000	LENOX HILL NEIGHBORHOOD HOUSE	NONE	T/SUPPORT THE REALARTS SUMMER CAMP	PC
4/30/2012	-4000	THE REGIONAL YMCA OF WESTERN CT	NONE	TO SUPP THE ESCAPE TO THE ARTS, SUMMER	PC
4/30/2012	-3000	RIVERFRONT RECAPTURE INC	NONE	T/SUPP RIVERFRONT HIGH SCH ROWING CAMP	PC
10/25/2012	-3000	CENTER F/ALTERNATIVE SENTENCING	NONE	UNRESTRICTED GENERAL SUPPORT	PC
TOTAL					
					-200000