S 43- 1

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation: CAPEWELL,I UW HTFD HOSP ETL#3-AE

A Employer identification number: 06-6066755

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- 866-327

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

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 59,009,582.

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,959,607.	1,952,022.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,842,641.			
	b	Gross sales price for all assets on line 6a 19,655,428.				
	7	Capital gain net income (from Part IV, line 2)		2,842,641.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	10,195.	2,198.		STMT 11
	12	**Total.** Add lines 1 through 11	4,812,443.	4,796,861.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	275,953.	165,572.		110,381.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 12	533.	NONE	NONE	533.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 13	90,500.	20,320.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 14		75,722.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	366,986.	261,614.	NONE	110,914.
	25	Contributions, gifts, grants paid	2,635,247.			2,635,247.
	26	**Total expenses and disbursements** Add lines 24 and 25	3,002,233.	261,614.	NONE	2,746,161.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,810,210.			
	b	**Net investment income** (if negative, enter -0-)		4,535,247.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2012)

44- 1

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	974,579.	3,070,825.	3,070,825.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	NONE		
	b	Investments - corporate stock (attach schedule) STMT 15	47,788,695.	47,479,295.	55,938,757.
	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) STMT 16	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)	48,763,274.	50,550,120.	59,009,582.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	48,763,274.	50,550,120.	
	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)	48,763,274.	50,550,120.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	48,763,274.	50,550,120.	

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	48,763,274.
2	Enter amount from Part I, line 27a	2	1,810,210.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 17	3	43,302.
4	Add lines 1, 2, and 3	4	50,616,786.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 18	5	66,666.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	50,550,120.

Form **990-PF** (2012)

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	19,356,215.		16,812,787.	2,543,428.
b	299,213.			299,213.
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				2,543,428.
b				299,213.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 2,842,641.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 3

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,711,523.	55,762,799.	0.048626
2010	2,495,350.	52,610,641.	0.047431
2009	2,044,091.	48,022,756.	0.042565
2008	2,425,644.	54,108,406.	0.044829
2007			

2	Total of line 1, column (d)	2	0.183451
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	0.045863
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	57,430,166.
5	Multiply line 4 by line 3	5	2,633,920.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	45,352.
7	Add lines 5 and 6	7	2,679,272.
8	Enter qualifying distributions from Part XII, line 4	8	2,746,161.

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.

46- 1

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	45,352.
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	45,352.
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	45,352.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	94,868.		
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	94,868.
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	49,516.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 45,352. **Refunded** ▶			11	4,164.

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 ▶ (401)278-6867

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

			Yes	No
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.

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

			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 ▶ ___________ ,__________ ,__________ ,__________

			Yes	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? ☐ Yes ☒ No

			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 ☒ 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)? **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 ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **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? **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 100 FEDERAL STREET, BOSTON, MA 02110	TRUSTEE 1	275,953.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	56,119,207.
b	Average of monthly cash balances	1b	2,185,530.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	58,304,737.
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	58,304,737.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	874,571.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	57,430,166.
6	**Minimum investment return.** Enter 5% of line 5	6	2,871,508.

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

1	Minimum investment return from Part X, line 6			1	2,871,508.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	45,352.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	45,352.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,826,156.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	2,826,156.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,826,156.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,746,161.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,746,161.
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	45,352.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,700,809.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					2,826,156.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				671,650.	
b	Total for prior years 20 10 ,20______, 20______			NONE		
3	Excess distributions carryover, if any, to 2012					
a	From 2007	NONE				
b	From 2008	NONE				
c	From 2009	NONE				
d	From 2010	NONE				
e	From 2011	NONE				
f	**Total** of lines 3a through e		NONE			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 2,746,161.					
a	Applied to 2011, but not more than line 2a				671,650.	
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					2,074,511.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b			NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					751,645.
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			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
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:

06-6066755

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*				
CONNECTICUT HUMANE SOCIETY ATTN: DEVELOPMENT 701 RUSSELL RD NEWINGTON CT 06111-1527	NONE	PC	UNRESTRICTED GENERAL SUPPORT	20.
VILLAGE FOR FAMILIES & CHILDREN MARK D KRITZM 1680 ALBANY AVE HARTFORD CT 06105-1001	NONE	PC	UNRESTRICTED GENERAL SUPPORT	439,151.
CONNECTICUT CHILDRENS MED CTR ATT:MAUREEN LEB 12 CHARTER OAK PL HARTFORD CT 06106-1914	NONE	PC	UNRESTRICTED GENERAL SUPPORT	439,151.
ST FRANCIS HOSPITAL & MED CTR DONNA GILBERT DIR OF ACCTG HARTFORD CT 06105	NONE	PC	UNRESTRICTED GENERAL SUPPORT	439,149.
CONN INST FOR THE BLIND C/O JAMES J JONES - V 120 HOLCOMB ST HARTFORD CT 06112-1529	NONE	PC	UNRESTRICTED GENERAL SUPPORT	219,577.
HARTFORD HOSPITAL JOHN BIANCAMANO, VP 80 SEYMOUR ST HARTFORD CT 06115	NONE	PC	UNRESTRICTED GENERAL SUPPORT	878,300.
HTFD HOSPITAL JEFFERSON H THOMAS MARCHOZZI CFO HARTFORD CT 06115	NONE	PC	UNRESTRICTED GENERAL SUPPORT	219,574.
TRINITY EPISCOPAL CHURCH OF HARTFORD HARTFORD CT 06105-2755	NONE	PC	UNRESTRICTED GENERAL SUPPORT	325.
Total . . . . ▶ 3a				2,635,247.
b *Approved for future payment*				
Total . . . . ▶ 3b				

06-6066755

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,959,607.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,842,641.	
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	2,129.	
c INTERNATIONAL EQUI			1	-402.	
d WEATHERFORD INTL L			1	213.	
e FEDERAL TAX REFUND			1	8,255.	
12 Subtotal Add columns (b), (d), and (e)				4,812,443.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 4,812,443.

(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

	09/19/2013	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	

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AOL TIME WARNER INC DEB	4,575.	4,575.
AT&T INC	34,456.	34,456.
ABBOTT LABORATORIES	10,861.	10,861.
AIR PRODUCTS AND CHEMICALS INC	696.	696.
ALLY MASTER OWNER TR 2011-1 ASSET BACKED	2,374.	2,374.
ALLY AUTO RECEIVABLES TR 2012-SN1 ASSET	62.	62.
ALTRIA GROUP INC	12,275.	12,275.
AMERADA HESS CORP NT	5,110.	5,110.
AMERICA MOVIL S A B DE C V GTD SR NT	5,063.	5,063.
AMERICAN ELECTRIC POWER CO	2,897.	2,897.
AMERICAN ELEC PWR INC SR NT SER D	9,335.	9,335.
AMERICAN EXPRESS CR ACCOUNT MASTER TR 20	7,942.	7,942.
AMERICAN EXPRESS CR CORP UNSCD MTN SER C	6,463.	6,463.
AMGEN INC COM	4,154.	4,154.
ANHEUSER BUSCH INBEV WORLDWIDE INC CO GT	5,031.	5,031.
APPLE INC COM	1,982.	1,982.
ARCELORMITTAL SA LUXEMBOURG SR UNSECD NT	6,650.	6,650.
AUTOMATIC DATA PROCESSING INC	6,364.	6,364.
BB&T CORP SR MEDIUM TERM NT C3/28/14 @10	1,255.	1,255.
BMW VEH LEASE TR 2010-1 ASSET BACKED NT	248.	248.
BNSF FDG TR I GTD TR PFD SECS C1/15/26 @	5,952.	5,952.
BMW VEH OWNER TR 2011-A ASSET BACKED NT	801.	801.
BARCLAYS BANK PLC SR NT UNITED KINGDOM	3,640.	3,640.
BEAR STEARNS COML MTG SECS SER 2002-TOP8	5,144.	5,144.
BEAR STEARNS COMMERCIAL MTG SECS TR MTG	7,021.	7,021.
BEAR STEARNS COML MTG SECS TR 2007-PWR16	10,169.	10,169.
BEAR STEARNS COML MTG SECS TR 2007-TOP28	5.	5.
BEST BUY INC SR UNSECD NT C12/15/20 @100	2,839.	2,839.
BHP BILLITON LIMITED ADR	3,163.	3,163.
BLACKROCK INC CL A	6,501.	6,501.
BOEING CO	3,172.	3,172.
BOSTON PROPERTIES INC SR NT	1,445.	1,445.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BRANDYWINE OPER PARTNERSHIP LP CO GTD NT	11,306.	11,306.
BRISTOL MYERS SQUIBB CO COM	24,510.	24,510.
BRITISH TELECOMMUNICATIONS PLC SR NT UNI	8,925.	8,925.
CD 2007-CD4 COML MTG TR MTG PASSTHRU CTF	7,451.	7,451.
CD 2007-CD5 MTG TR COML MTG PASSTHRU CTF	3,825.	3,825.
CME GROUP INC COM	9,003.	9,003.
CMS ENERGY CORP COM	4,344.	4,344.
CNA FINL CORP SR UNSECD NT	2,633.	2,633.
CNA FINL CORP SR UNSECD NT	3,308.	3,308.
SMALL CAP CTF	50,235.	50,235.
INTERNATIONAL EQUITY CTF	70,289.	70,289.
CNH EQUIP TR 2010-C ASSET BACKED NT CL A	1,173.	1,173.
CSX CORP SR UNSECD NT CALL 11/30/41 @100	3,434.	3,434.
CVS CAREMARK CORP SR UNSECD NT	4,900.	4,900.
CALIFORNIA ST GO BDS-TAXBL	5,663.	5,663.
CANADIAN NAT RES LTD NT CANADA	6,270.	6,270.
CAPITAL ONE FINL CORP SUB NT	6,458.	6,458.
CENTURYLINK INC SR UNSECD NT	1,740.	1,740.
CHEVRONTEXACO CORP COM	16,344.	16,344.
CHRYSLER FINL AUTO SECURITIZA- TION TR 2	1,312.	1,312.
CHUBB CORPORATION	2,982.	2,982.
CITIGROUP INC SR NT	5,933.	5,933.
CITIGROUP INC SR NT	12,740.	12,740.
CITIGROUP INC SR UNSECD NT	5,275.	5,275.
CITIBANK CR CARD ISSUANCE TR CR CARD NT	2,307.	2,307.
COCA COLA CO COM	5,772.	5,772.
COMCAST CORP NEW SR UNSECD NT	5,135.	5,135.
COMCAST CORP NEW CO GUAR	885.	885.
COMERICA INC SR UNSECD NT	4,950.	4,950.
COMMERCIAL MTG TR 2007-GG9 MTG PASSTHRU	2,461.	2,461.
COMMONWEALTH EDISON CO 1ST MTG	2,975.	2,975.
COMMONWEALTH EDISON CO 1ST MTG SER 106	7,073.	7,073.
CONOCO INC NT	6,603.	6,603.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CONOCOPHILLIPS COM	6,768.	6,768.
CORNING INC NT	266.	266.
CREDIT SUISSE FIRST BOSTON MTG 2002-CKN2	686.	686.
CREDIT SUISSE FIRST BOSTON MTG SECS CORP	3,592.	3,592.
CREDIT SUISSE 1ST BOSTON MTG SECS CORP 2	3,717.	3,717.
CREDIT SUISSE COML MTG TR SER 2006-C3 CC	1,477.	1,477.
DAIMLERCHRYSLER AUTO TR 2007-A ASSET BAC	152.	152.
DEERE & COMPANY	3,652.	3,652.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	7,650.	7,650.
DIAGEO CAP PLC GTD NT UNITED KINGDOM	6,500.	6,500.
DIGITAL RLTY TR INC REITS	5,521.	5,068.
DIRECTV HLDGS LLC / DIRECTV FING INC SR	3,740.	3,740.
DIRECTV HLDGS LLC / DIRECTV FING INC CO	288.	288.
DISCOVER CARD EXECUTION NT TR DISCOVERSE	4,071.	4,071.
DISNEY WALT CO	1,440.	1,440.
DISCOVER FINL SVCS NT	7,021.	7,021.
DOMINION RESOURCES INC	4,246.	4,246.
DOVER CORPORATION	3,847.	3,847.
DOW CHEM CO NT	6,240.	6,240.
DR PEPPER SNAPPLE INC CO GTD NT	1,473.	1,473.
DUPONT E I DE NEMOURS & CO COM	9,697.	9,697.
EMBRAER OVERSEAS LTD SR UNSECD GTD NT CA	6,375.	6,375.
ENCANA CORP SR UNSECD NT CANADA	2,582.	2,582.
ENERGY TRANSFER PARTNERS L P UNSECD SR N	1,723.	1,723.
ENTERGY CORP NEW COM	897.	897.
EXPRESS SCRIPTS INC SR UNSECD NT	7,975.	7,975.
EXXON MOBIL CORPORATION	22,070.	22,070.
FPL GROUP CAP INC CO GTD NT	7,200.	7,200.
FEDERAL NATL MTG ASSN POOL #E80870	54.	54.
FGLMC GOLD #E81076 DTD 7/1/2000 8.00% DU	322.	322.
FEDERAL HOME LN MTG CORP POOL #E00881	205.	205.
FEDERAL HOME LN MTG CORP POOL #Q00032	454.	454.
FEDERAL HOME LN MTG CORP POOL #Q01318	211.	211.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL NATL MTG ASSN POOL #470000	10,681.	10,681.
FEDERAL NATL MTG ASSN POOL #517793	275.	275.
FNMA POOL #534000 DTD 4/1/2000 8.00% DUE	246.	246.
FNMA POOL #542353 DTD 7/1/2000 7.50% DUE	57.	57.
FEDERAL NATL MTG ASSN POOL #AH0943	23,923.	23,923.
FEDERAL NATL MTG ASSN POOL #AI1162	12,717.	12,717.
FEDERAL NATL MTG ASSN POOL #AO2097	4,477.	4,477.
FEDERAL NATL MTG ASSN SER 2011-18 CL EM	5,520.	5,520.
FEDERAL NATL MTG ASSN MTN	5,375.	5,375.
FEDERAL HOME LN MTG CORP SER 3536 CL PC	4,940.	4,940.
FEDERAL HOME LN MTG CORP SER 3565 CL XA	981.	981.
FEDERAL NATL MTG ASSN POOL #890200	8,133.	8,133.
FEDERAL NATL MTG ASSN POOL #AB2644	6,372.	6,372.
FEDERAL NATL MTG ASSN POOL #AB3739	8,088.	8,088.
FEDERAL NATL MTG ASSN POOL #AD4117	4,540.	4,540.
FIDELITY INSTITUTIONAL MONEY MARKET #59	3,926.	3,926.
FIFTH THIRD BANCORP DEPOSITARY SH RESTG	5,806.	5,806.
FIFTH THIRD BANCORP SR UNSCED NT	6,344.	6,344.
FORD CR AUTO LEASE TR 2011-A NT CL A-3	1,803.	1,803.
GE CAP CR CARD MASTER NT TR 2009-2 ASSET	3,229.	3,229.
GNMA POOL #433919 DTD 8/1/98 7.00% DUE 8	84.	84.
GNMA POOL #510962 DTD 5/15/99 7.00% DUE	221.	221.
GNMA POOL #780921 DTD 11/1/98 7.00% DUE	101.	101.
GS MTG SECS TR 2006-GG8 MTG PASSTHRU CTF	7,506.	7,506.
GENERAL ELEC CO	4,513.	4,513.
GENERAL ELEC CAP CORP SR UNSECD MTN	5,156.	5,156.
GENERAL MILLS INC	3,921.	3,921.
GENERAL MLS INC SR UNSECD NT CALL 9/15/2	2,564.	2,564.
GLAXO PLC	13,712.	13,712.
GLAXOSMITHKLINE CAP INC GTD NT	3,108.	3,108.
GOLDMAN SACHS GROUP INC NT	5,408.	5,408.
GREENWICH CAP COML FDG CORP SERIES 2005-	4,319.	4,319.
HARBOR INTERNATIONAL FUND INSTL CL	41,432.	41,432.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HEALTH CARE PPTY INVS INC MTN	7,245.	7,245.
HEINZ H J CO	10,492.	10,492.
HEWLETT PACKARD CO SR UNSECD GLOBAL NT	4,175.	4,175.
HOME DEPOT INC	8,354.	8,354.
HONDA AUTO RECEIVABLES 2012-3 OWNER TR A	305.	305.
HONEYWELL INTERNATIONAL INC	6,070.	6,070.
HUNTINGTON BANKSHARES INC SUB	6,300.	6,300.
ILLINOIS ST GO BDS-TAXBL	2,657.	2,657.
ILLINOIS TOOL WORKS INCORPORATED	3,562.	3,562.
INGERSOLL-RAND GLOBAL HLDG CO LTD CO GTD	8,550.	8,550.
INTEL CORPORATION	18,687.	18,687.
INTERNATIONAL BUSINESS MACHS	15,197.	15,197.
INTERNATIONAL BUSINESS MACHS CORP NT	9,425.	9,425.
INTERNATIONAL FLAVORS & FRAGRANCES COM	828.	828.
J P MORGAN CHASE & CO COM	9,737.	9,737.
JPMORGAN CHASE & CO GLOBAL SUB HLDG CO N	8,479.	8,479.
J P MORGAN CHASE COML MTG SECS CORP 2005	7,316.	7,316.
J P MORGAN CHASE COML MTG SECS CORP 2005	3,749.	3,749.
J P MORGAN CHASE COML MTG SEC TR 2006-CB	7,391.	7,391.
J P MORGAN CHASE COML MTG SECS TR 2007-C	5,537.	5,537.
JOHNSON & JOHNSON	14,973.	14,973.
JPMORGAN CHASE CAP XVIII CAP SECS SER	2,516.	2,516.
KENTUCKY ASSET / LIABILITY COM FDG NTS-T	5,222.	5,222.
KEYCORP SR UNSECD MEDIUM TERM SR NT SER	5,525.	5,525.
KIMBERLY CLARK CORP COM	11,178.	11,178.
KINDER MORGAN ENERGY PARTNERS L P SR NT	5,895.	5,895.
KINDER MORGAN INC DEL COM	9,261.	9,261.
KRAFT FOODS INC SR UNSECD NT	5,850.	5,850.
KRAFT FOODS INC SR UNSECD NT	1,804.	1,804.
KROGER CO SR NT	4,125.	4,125.
KROGER CO NT	3,510.	3,510.
L-3 COMMUNICATIONS CORP UNSECD SR NT CAL	8.	8.
LB-UBS COML MTG TR SER 2003-C8 COML MTG	4,996.	4,996.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LB-UBS CMBS TR 2007-C7 CL A3	2,053.	2,053.
LIBERTY PPTY LTD PARTNERSHIP SR NT	8,475.	8,475.
LIMITED BRANDS INC COM	5,129.	5,129.
LINCOLN NATL CORP IND UNSECD SR NT	5,250.	5,250.
LLOYDS TSB BK PLC BK GTD NT UNITED KINGD	5,552.	5,552.
LUBRIZOL CORP SR NT	6,600.	6,600.
MACYS INC COM	1,029.	1,029.
MARSH & MCLENNAN COS INC	1,020.	1,020.
MATTEL INC	4,708.	4,708.
MCDONALDS CORP	17,177.	17,177.
MCDONALDS CORP SR UNSECD MTN	3,750.	3,750.
MCGRAW HILL COS INC COM	6,821.	6,821.
MERCK & CO INC NEW COM	9,480.	9,480.
MERRILL LYNCH & CO INC BD	8,520.	8,520.
METLIFE INC	1,850.	1,850.
METLIFE INC NT	6,174.	6,174.
METROPOLITAN TRANSN AUTH N Y R REV BDS-T	6,687.	6,687.
MICROSOFT CORPORATION	16,367.	16,367.
MIDAMERICAN ENERGY HLDGS CO NEW SR BD	4,594.	4,594.
MORGAN STANLEY CAP I TR 2006-IQ- 11 MTG	3,773.	3,773.
MORGAN STANLEY DEAN WITTER CAP I TR 2003	11,182.	11,182.
MORGAN STANLEY SER 2003-T11 CL A4 DTD 8/	3,668.	3,668.
MORGAN STANLEY SER 2002-TOP7 CL A2 DTD 6	527.	527.
MORGAN STANLEY UNSECD SR NT	2,273.	2,273.
MORGAN STANLEY CAP TR I 2007- HQ11 MTG P	5,175.	5,175.
NATIONAL CITY CORP SUB DEB	5,156.	5,156.
NATIONAL CITY CORP SR NT	2,695.	2,695.
NATIONAL FUEL GAS CO	4,759.	4,759.
NATIONAL RURAL UTILS COOP FIN CORP MTN S	4,706.	4,706.
NEW JERSEY ST TPK AUTH TPK REV REV BDS-T	6,747.	6,747.
NEWS AMER INC GTD SR NT	5,568.	5,568.
NEXEN INC NT CANADA	5,581.	5,581.
NEXTERA ENERGY INC COM	4,510.	4,510.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORDSTROM INCORPORATED	3,071.	3,071.
NORFOLK SOUTHERN CORP	2,961.	2,961.
NORTHEAST UTILITIES	2,929.	2,929.
NORTHERN TRUST CORPORATION	5,557.	5,557.
NSTAR - W/I	1,001.	1,001.
NUCOR CORP	4,895.	4,895.
OCCIDENTAL PETROLEUM CORPORATION	7,289.	7,289.
ONCOR ELEC DELIVERY CO SR SECD NT	6,375.	6,375.
ONEOK PARTNERS L P UNIT LTD PARTNERSHIP	6,165.	6,165.
ONTARIO HYDRO CDN$	8,940.	8,940.
ORACLE CORP SR UNSECD NT	4,469.	4,469.
PG&E CORP COM	947.	947.
PIMCO HIGH YIELD FUND	24,514.	24,514.
PNC BK CORP	5,166.	5,166.
PACIFIC GAS & ELEC CO FIRST MTG	5,445.	5,445.
PARKER HANNIFIN CORPORATION	3,333.	3,333.
PENN WEST PETE LTD NEW COM	4,532.	4,532.
PFIZER INC	21,658.	21,658.
PHILIP MORRIS INTL INC COM	17,339.	17,339.
PHILLIPS 66 COM	561.	561.
PLAINS ALL AMERN PIPELINE L P / PAA FIN	5,320.	5,320.
PRICE T ROWE GROUP INC COM	3,038.	3,038.
PRINCIPAL LIFE INCOME FUNDINGS TRS SECD	7,685.	7,685.
PROCTER & GAMBLE CO COM	10,438.	10,438.
PRUDENTIAL FINL INC MTN SER D	3,600.	3,600.
PRUDENTIAL FINL INC SR MTN	5,900.	5,900.
PUBLIC SERVICE ENTERPRISE GROUP INC	1,149.	1,149.
PUBLIC STORAGE INC	3,516.	3,516.
RPM INCORPORATED OHIO	4,648.	4,648.
RAYTHEON CO COM NEW	6,989.	6,989.
REGIONS FINL CORP NEW SR NT	7,750.	7,750.
RESOLUTION FDG CORP FED BOOK ENTRY DTD 7	11,215.	11,215.
ROCKWELL COLLINS INC DEL SR UNSECD NT	2,363.	2,363.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	16,790.	16,790.
S&P DEPOSITARY RECEIPTS SERIES 1	6,884.	6,884.
SAFEWAY INC SR UNSECD NT	4,437.	4,437.
SCHLUMBERGER LIMITED	3,131.	3,131.
SEMPRA ENERGY	6,857.	6,857.
SEMPRA ENERGY SR UNSECD NT	8,125.	8,125.
SHERWIN WILLIAMS COMPANY	5,652.	5,652.
SIMON PPTY GROUP L P SR UNSECD NT CALL 9	3,853.	3,853.
SONOCO PRODUCTS CO	4,396.	4,396.
TJX COMPANIES INCORPORATED NEW	1,983.	1,983.
TARGET CORP	1,311.	1,311.
TELECOM ITALIA CAP CO GTY LUXEMBOURG	7,920.	7,920.
TEXAS INSTRS INC	2,562.	2,562.
TIME WARNER COMPANIES DTD 1/12/98 6.95%	1,043.	1,043.
TIME WARNER INC NEW COM	7,211.	7,211.
TIME WARNER CABLE INC CO GTD NT	5,513.	5,513.
TRANSCANADA PIPELINES LTD JR SUB NT CANA	6,350.	6,350.
TYCO INTL LTD / TYCO INTL FIN S A NT BER	6,136.	6,136.
US BANCORP DEL COM NEW	8,170.	8,170.
UNITED STATES TREAS BD STRIPPED PRIN PMT	16,796.	16,796.
UNITED STATES TREAS BD STRIPPED PRIN PMT	2,733.	2,733.
UNITED STATES TREAS BD DTD 02/15/10 4.62	24,785.	24,785.
UNITED STATES TREAS NT INFLATION INDEX	10,274.	10,274.
UNITED STATES TREAS NT INFLATION INDEX	54,637.	54,637.
UNITED STATES TREAS NT DTD 03/02/09 1.87	6,001.	6,001.
UNITED STATES TREAS NT DTD 06/30/10 0.62	1,350.	1,350.
UNITED STATES TREAS NT DTD 08/16/10 2.62	29,608.	29,608.
UNITED STATES TREAS NT DTD 08/16/10 0.75	1,500.	1,500.
UNITED STATES TREAS BD DTD 11/15/10 2.62	17,825.	17,825.
UNITED STATES TREAS NT DTD 02/28/11 2.12	4,569.	4,569.
UNITED STATES TREAS NT DTD 05/16/11 3.12	3,906.	3,906.
UNITED STATES TREAS NT DTD 06/30/11 1.50	2,191.	2,191.
UNITED STATES TREAS NT DTD 06/15/11 0.75	210.	210.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITED STATES TREAS NT DTD 08/15/11 2.12	4,659.	4,659.
UNITED STATES TREAS NTS DTD 02/15/12 2.0	5,434.	5,434.
UNITED STATES TREAS NT DTD 07/15/12 0.25	205.	205.
UNITED STATES TREAS NT DTD 11/15/12 1.62	-1,167.	-1,167.
UNITED TECHNOLOGIES CORP	6,397.	6,397.
UNITEDHEALTH GROUP INC SR UNSECD NT CALL	2,333.	2,333.
UNUMPROVIDENT CORP	5,899.	5,899.
UNUM GROUP SR NT	6,413.	6,413.
UTAH ST TAXABLE GO BDS-TAXBL	5,920.	5,920.
V F CORPORATION	561.	561.
VALE OVERSEAS LTD NT CAYMAN ISLANDS	7,813.	7,813.
VANGUARD FTSE EMERGING MKTS ETF	45,249.	45,249.
VANGUARD REIT ETF	22,871.	15,739.
VERIZON COMMUNICATIONS	28,162.	28,162.
VERIZON COMMUNICATIONS INC NT	3,300.	3,300.
WFRBS COML MTG TR 2012-C9 MTG PASSTHRU C	371.	371.
WACHOVIA BK COML MTG TR 2005-C20 MTG PAS	10,443.	10,443.
WACHOVIA BK COML MTG TR 2005-C22 COML MT	3,220.	3,220.
WACHOVIA BK COML MTG TR 2005-C22 COML MT	3,804.	3,804.
WACHOVIA BK COML MTG TR SER 2006 -C27 MT	2,594.	2,594.
WACHOVIA CAP TR I BD C 3/15/11 @100 STEP	509.	509.
WAL-MART STORES INCORPORATED	6,611.	6,611.
WASTE MANAGEMENT INC	7,634.	7,634.
WEATHERFORD INTL LTD GTD SR NT BERMUDA	5,100.	5,100.
WELLS FARGO COMPANY	7,871.	7,871.
WELLS FARGO & CO NEW 11/06/2002 5% 11/15	7,250.	7,250.
WELLS FARGO & CO NEW SR UNSECD NT STEP U	1,838.	1,838.
WESTAR ENERGY INC COM	2,426.	2,426.
WISCONSIN ENERGY CORPORATION	3,504.	3,504.
XEROX CORP SR UNSECD NT	6,750.	6,750.
ACCENTURE PLC CL A COM	7,408.	7,408.
ACE LTD COM	6,732.	6,732.
TRANSOCEAN LTD COM	2,102.	2,102.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTAL	1,959,607.	1,952,022.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SMALL CAP CTF	2,129.	2,129.
INTERNATIONAL EQUITY CTF	-402.	-402.
WEATHERFORD INTL LTD GTD SR NT BERMUDA	213.	213.
FEDERAL TAX REFUND	8,255.	
POWERSHARES DB COMMODITY INDEX TRACKING		240.
EXCELSIOR PRIVATE MARKETS FUND II (TE) L		18.
TOTALS	10,195.	2,198.

FORM 990PF, PART I - ACCOUNTING FEES

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

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	11,200.	11,200.
EXCISE TAX ESTIMATES	70,180.	
FOREIGN TAXES ON QUALIFIED FOR	3,698.	3,698.
FOREIGN TAXES ON NONQUALIFIED	5,422.	5,422.
TOTALS	90,500.	20,320.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP EXPENSES		75,722.
TOTALS		75,722.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED		47,479,295.	55,938,757.
	TOTALS	47,479,295.	55,938,757.

Custom Portfolio Holdings Detail

Multiple Accounts

As of: December, 2012
Basis: Settlement Date

Asset Description 2	Cusip	Units	Market Value	Fed Tax Cost	Unrealized Gain/Loss Fed Tax Cost
AT&T INC	00206R102	16,200.000	546,102.00	317,184 48	228917 52
AUTOMATIC DATA PROCESSING INC	053015103	3,675 000	209,217.75	143,635 29	65582.46
BARCLAYS BANK PLC	06739FFZ9	70,000 000	74,481.40	69,918.10	4563 30
BB&T CORP	05531FAJ2	105,000.000	105,659 40	105,089 25	570 15
BEAR STEARNS COML MTG SECS SER	07383FPW2	3,758.980	3,757 59	3,652.82	104 77
BEAR STEARNS COML MTG SECS TR	07388YAE2	175,000 000	207,294.50	155,859 38	51435 12
BEAR STEARNS COMMERCIAL MTG SECS	07388PAE1	135,000.000	154,705 95	126,877 73	27828.22
BHP BILLITON LTD	088606108	1,330 000	104,298 60	54,932 32	49366 28
BLACKROCK INC	09247X101	1,025 000	211,877 75	193,303 22	18574 53
BNSF FDG TR I	05567SAA0	90,000 000	102,037 50	85,500 00	16537 50
BOEING CO	097023105	2,855.000	215,152.80	200,995 56	14157 24
BRISTOL MYERS SQUIBB CO	110122108	16,400 000	534,476 00	344,500 99	189975.01
BRITISH TELECOMMUNICATIONS PLC	11102AAA9	150,000.000	179,257.50	155,424.00	23833 50
CALIFORNIA ST	13063A5G5	75,000.000	108,135 00	69,583 50	38551 50

Custom Portfolio Holdings Detail

Multiple Accounts

As of: December, 2012
Basis: Settlement Date

Asset Description 2	Cusip	Units	Market Value	Fed Tax Cost	Unrealized Gain/Loss Fed Tax Cost
CANADIAN NAT RES LTD	136385AK7	110,000.000	129,576 70	110,860.20	18716 50
CAPITAL ONE FINL CORP	14040HAN5	105,000 000	120,122 10	114,673 65	5448 45
CD 2007-CD4 COML MTG TR	12513YAF7	140,000.000	160,595 40	142,570 31	18025.09
CD 2007-CD5 MTG TR	12514AAE1	64,731 450	76,490 57	65,919 88	10570 69
CENTURYLINK INC	156700AT3	45,000 000	47,029 95	44,063 10	2966 85
CHEVRON CORP	166764100	4,400.000	475,816 00	257,524 51	218291 49
CHUBB CORP	171232101	1,690.000	127,290.80	65,801.17	61489 63
CITIBANK CR CARD ISSUANCE TR	17305EEQ4	150,000.000	159,862 50	162,052 73	(2190 23)
CITIGROUP INC	172967FT3	35,000 000	39,049 50	38,091 55	957.95
CITIGROUP INC	172967FH9	115,000.000	125,551.25	117,658.94	7892 31
CITIGROUP INC	172967ES6	56,000 000	67,110.96	62,437 76	4673 20
CME GROUP INC	12572Q105	2,475.000	125,408 25	146,235 01	(20826.76)
CMS ENERGY CORP	125896100	4,300.000	104,834.00	94,856 69	9977.31
CNA FINL CORP	126117AP5	45,000 000	56,440 80	46,541 70	9899.10
CNA FINL CORP	126117AL4	45,000.000	48,855 60	45,018 45	3837.15
CNH EQUIP TR 2010-C	12619SAC0	42,244 630	42,392 91	42,242 63	150 28
COCA COLA CO	191216100	5,450.000	197,562.50	127,259.96	70302 54

Custom Portfolio Holdings Detail

Multiple Accounts

As of: December, 2012
Basis: Settlement Date

Asset Description 2	Cusip	Units	Market Value	Fed Tax Cost	Unrealized Gain/Loss Fed Tax Cost
COLUMBIA MID CAP GROWTH FUND	19765P232	64,466 854	1,714,818 32	1,650,000 00	64818 32
COLUMBIA SELECT LARGE CAP GROWTH	19765Y688	133,700 769	1,853,092 66	1,600,000 00	253092 66
COMCAST CORP	20030NAL5	15,000 000	17,233 95	15,324 15	1909.80
COMERICA INC	200340AN7	165,000.000	174,225.15	165,508 00	8717.15
COMMERCIAL MTG TR 2007-GG9	20173QAE1	105,000 000	120,930 60	116,074 22	4856 38
COMMONWEALTH EDISON CO	202795HS2	115,000.000	139,434.05	116,110 90	23323.15
COMMONWEALTH EDISON CO	202795HN3	50,000 000	58,272.00	49,931 00	8341.00
CONOCO INC	208251AE8	95,000 000	132,446 15	95,877.80	36568 35
CONOCOPHILLIPS	20825C104	2,430.000	140,915 70	74,933 92	65981 78
CORNING INC	219350AW5	65,000 000	68,450 85	70,509 40	(2058 55)
CREDIT SUISSE COML MTG TR SER	22545DAD9	25,000 000	28,379.75	27,197 27	1182 48
CSX CORP	126408GW7	75,000 000	80,760 00	75,628 50	5131.50
CVS CAREMARK CORP	126650BR0	80,000 000	102,380 80	80,868.80	21512 00
DEERE & CO	244199105	1,250 000	108,025 00	66,872.55	41152 45
DIAGEO CAP	25243YAL3	125,000 000	125,460 00	126,543 75	(1083 75)
DIAGEO PLC	25243Q205	2,550 000	297,279.00	142,345 32	154933 68

Custom Portfolio Holdings Detail

Multiple Accounts

As of: December, 2012
Basis: Settlement Date

Asset Description 2	Cusip	Units	Market Value	Fed Tax Cost	Unrealized Gain/Loss Fed Tax Cost
DIGITAL RLTY TR INC	253868103	1,800 000	122,202 00	95,585 02	26616.98
DIRECTV HLDGS LLC / DIRECTV FING	25459HBG9	65,000.000	65,742 95	67,833.35	(2090 40)
DOMINION RES INC VA NEW	25746U109	1,900 000	98,420 00	97,242.78	1177.22
DOVER CORP	260003108	2,740.000	180,045.40	84,950 73	95094 67
DR PEPPER SNAPPLE INC	26138EAN9	85,000 000	87,654 55	84,560 20	3094 35
DU PONT E I DE NEMOURS & CO	263534109	5,500 000	247,381 75	262,138.25	(14756 50)
DUKE ENERGY CORP	26441C204	909.000	57,994.20	59,105 55	(1111 35)
DUKE RLTY LTD PARTNERSHIP NEW	26441YAW7	90,000 000	91,643 40	91,699 20	(55.80)
EMBRAER OVERSEAS LTD	29081YAC0	100,000.000	115,500 00	99,363.70	16136 30
ENCANA CORP	292505AK0	50,000 000	53,747 50	49,803.00	3944 50
ENERGY TRANSFER PARTNERS L P	29273RAR0	60,000 000	73,460 40	65,322 60	8137 80
EXCELSIOR PRIVATE MARKETS FUND	99Z378921	990 000	817,809 30	660,000 00	157809.30
EXPRESS SCRIPTS INC	302182AE0	110,000 000	140,974 90	113,422 20	27552.70

Custom Portfolio Holdings Detail

Multiple Accounts

As of: December, 2012
Basis: Settlement Date

Asset Description 2	Cusip	Units	Market Value	Fed Tax Cost	Unrealized Gain/Loss Fed Tax Cost
EXXON MOBIL CORP	30231G102	9,550 000	826,552.50	114,496.56	712055 94
FEDERAL HOME LN MTG CORP	31294J6S2	2,052 140	2,191 19	2,081.01	110 18
FEDERAL HOME LN MTG CORP	31398CTX6	84,112.410	89,845 51	87,246 89	2598.62
FEDERAL NATL MTG ASSN	31410K7M0	98,685.870	110,789 69	105,593 88	5195 81
FEDERAL NATL MTG ASSN	31398ADM1	100,000 000	120,248 00	104,824.00	15424.00
FEDERAL NATL MTG ASSN	31397QJ41	134,920 720	137,612 39	139,600.78	(1988 39)
FEDERAL NATL MTG ASSN	31384AGA0	3,421 490	4,170.39	3,400.11	770 28
FEDERAL NATL MTG ASSN	3138LSKK5	189,760.680	202,888.32	197,113 90	5774 42
FEDERAL NATL MTG ASSN	3138A2BM0	563,180 930	618,935 84	563,180 93	55754.91
FEDERAL NATL MTG ASSN	3138AEJG9	252,541.830	274,151.83	270,338.15	3813 68
FEDERAL NATL MTG ASSN	3128GG6F5	614.630	616 38	615 55	0 83
FEDERAL NATL MTG ASSN	31418RSF9	100,768 990	111,878.77	108,673 06	3205 71
FEDERAL NATL MTG ASSN	31416X5E6	128,324 650	140,909.45	137,427 68	3481.77

Custom Portfolio Holdings Detail

Multiple Accounts

As of: December, 2012
Basis: Settlement Date

Asset Description 2	Cusip	Units	Market Value	Fed Tax Cost	Unrealized Gain/Loss Fed Tax Cost
FGLMC GOLD #E81076 DTD 7/1/2000	3128GHFR7	3,188.990	3,398.44	3,216 87	181 57
FIDELITY INSTITUTIONAL MONEY	316175207	1,174,506 680	1,174,506 68	1,174,506 68	0.00
FIDELITY INSTITUTIONAL MONEY	316175207	251,753 250	251,753 25	251,753 25	0.00
FIDELITY INSTITUTIONAL MONEY	316175207	1,644,564 690	1,644,564.69	1,644,564 69	0.00
FIFTH THIRD BANCORP	316773209	660 000	92,136 00	98,074.01	(5938 01)
FIFTH THIRD BANCORP	316773CK4	175,000 000	186,973 50	175,142 44	11831.06
FNMA POOL #534000 DTD 4/1/2000	31384UGH1	3,025 510	3,726 25	3,032 14	694 11
FORD CR AUTO LEASE TR 2011-A	34529QAC7	175,000 000	175,355.25	174,994 31	360.94
FPL GROUP CAP INC	302570BD7	120,000 000	141,616.80	122,500 80	19116 00
FRANCE TELECOM SA	35177PAS6	75,000 000	78,932.25	79,002 00	(69 75)
GENERAL ELEC CAP CORP	36962G4B7	75,000 000	101,947.50	67,684 50	34263 00
GENERAL MLS INC	370334BM5	100,000 000	104,529 00	101,788.00	2741 00
GENERAL MLS INC	370334104	2,825 000	114,186.50	80,087 63	34098.87

Custom Portfolio Holdings Detail

Multiple Accounts

As of: December, 2012
Basis: Settlement Date

Asset Description 2	Cusip	Units	Market Value	Fed Tax Cost	Unrealized Gain/Loss Fed Tax Cost
GLAXOSMITHKLINE CAP INC	377372AD9	55,000 000	66,992 20	54,966 45	12025 75
GLAXOSMITHKLINE PLC	37733W105	2,622 000	113,978 34	115,231 01	(1252 67)
GNMA POOL #433919 DTD 8/1/98	36207KAU4	1,173 900	1,404 44	1,153 45	250.99
GNMA POOL #510962 DTD 5/15/99	36211ETT5	3,084.300	3,687 53	3,030 58	656 95
GNMA POOL #780921 DTD 11/1/98	36225BAW8	670.660	687 33	690 36	(3 03)
GOLDMAN SACHS GROUP INC	38143UAB7	105,000 000	109,505 55	104,602 05	4903 50
GREENWICH CAP COML FDG CORP	396789JU4	90,000 000	96,317 10	95,639 06	678.04
GS MTG SECS TR	362332AE8	135,000.000	155,714.40	133,439 06	22275.34
HARBOR INTERNATIONAL FUND	411511306	29,464 577	1,830,339 52	1,750,000 00	80339 52
HEALTH CARE PPTY INVS INC	421915EG0	115,000 000	132,698 50	114,876 55	17821 95
HEINZ H J CO	423074103	3,900 000	224,952.00	182,695 06	42256 94
HOME DEPOT INC	437076102	6,800 000	420,580.00	216,816 49	203763 51
HONDA AUTO RECEIVABLES 2012-3	43813XAC8	140,000 000	140,158 20	139,998 99	159 21

Custom Portfolio Holdings Detail

Multiple Accounts

As of: December, 2012
Basis: Settlement Date

Asset Description 2	Cusip	Units	Market Value	Fed Tax Cost	Unrealized Gain/Loss Fed Tax Cost
HONEYWELL INTL INC	438516106	4,330 000	274,825 10	184,865 32	89959 78
HUNTINGTON BANKSHARES INC	446150AG9	90,000.000	110,111.40	90,727.50	19383.90
ILLINOIS ST	4521518T3	80,000 000	80,000.00	80,000.00	0 00
ILLINOIS TOOL WKS INC	452308109	1,800 000	109,458 00	93,425.58	16032 42
INGERSOLL-RAND GLOBAL HLDG CO	45687AAE2	90,000 000	99,603.90	105,172.30	(5568 40)
INTEL CORP	458140100	21,000 000	433,020 00	429,954 93	3065 07
INTERNATIONAL BUSINESS MACHS	459200101	4,300.000	823,665 00	65,741.62	757923.38
INTERNATIONAL BUSINESS MACHS	459200GN5	145,000 000	152,054 25	145,891 75	6162 50
INTERNATIONAL EQUITY CTF	1261292H7	97,511.016	1,946,505 15	2,616,881 23	(670376 08)
J P MORGAN CHASE & CO	46625H100	7,800.000	342,958 98	142,592 89	200366 09
J P MORGAN CHASE COML MTG SEC TR	46627QBB3	108,284.570	116,024 75	113,698 79	2325 96
J P MORGAN CHASE COML MTG SECS	46625YUC5	75,000.000	81,576.75	77,501 95	4074 80
J P MORGAN CHASE COML MTG SECS	46625YNB5	129,966.000	130,422 18	130,609 22	(187 04)

Custom Portfolio Holdings Detail

Multiple Accounts

As of: December, 2012
Basis: Settlement Date

Asset Description 2	Cusip	Units	Market Value	Fed Tax Cost	Unrealized Gain/Loss Fed Tax Cost
J P MORGAN CHASE COML MTG SECS	46639EAE1	50,000 000	51,084 65	51,249 80	(165 15)
J P MORGAN CHASE COML MTG SECS	46638UAC0	40,000 000	41,001 60	41,246 88	(245.28)
J P MORGAN CHASE COML MTG SECS	46630VAD4	95,000 000	111,414 10	98,373 24	13040 86
JOHNSON & JOHNSON	478160104	6,646 000	465,884 60	289,791 44	176093 16
JPMORGAN CHASE & CO	46625HBV1	85,000 000	90,400 90	93,095 40	(2694 50)
KENTUCKY ASSET / LIABILITY COM	491189FC5	165,000 000	172,730 25	165,000.00	7730 25
KEYCORP SR	49326EEB5	85,000 000	86,824 10	77,884 10	8940 00
KIMBERLY CLARK CORP	494368103	3,400 000	287,062 00	152,096 48	134965 52
KINDER MORGAN ENERGY PARTNERS	494550BF2	90,000.000	112,786.20	95,926 50	16859 70
KINDER MORGAN INC DEL	49456B101	6,500 000	229,645 00	183,591.98	46053 02
KRAFT FOODS INC	50075NAS3	90,000 000	109,924 20	90,989.00	18935 20
KROGER CO	501044BZ3	55,000.000	71,371.30	58,125.10	13246 20
KROGER CO	501044CM1	90,000 000	97,120.80	91,816 20	5304 60
L-3 COMMUNICATIONS CORP	502413BA4	60,000 000	67,698 60	66,074 40	1624 20

Custom Portfolio Holdings Detail

Multiple Accounts

As of: December, 2012
Basis: Settlement Date

Asset Description 2	Cusip	Units	Market Value	Fed Tax Cost	Unrealized Gain/Loss Fed Tax Cost
LB-UBS CMBS TR	52109RBM2	35,000 000	41,728 05	35,165 43	6562 62
LB-UBS COML MTG TR SER 2003-C8	52108HXM1	100,000 000	102,262 00	105,156.25	(2894 25)
LIBERTY PPTY LTD PARTNERSHIP	53117CAH5	150,000 000	160,275 00	155,089 50	5185 50
LINCOLN NATL CORP IND	534187AX7	60,000.000	80,238 00	60,816 30	19421 70
LUBRIZOL CORP	549271AE4	120,000 000	130,075 20	111,517 20	18558 00
MACYS INC	55616P104	2,480.000	96,769.60	100,354 69	(3585 09)
MARSH & MCLENNAN COS INC	571748102	6,100 000	210,267 00	209,948 97	318 03
MATTEL INC	577081102	3,600 000	131,832 00	90,911 30	40920 70
MCDONALDS CORP	580135101	5,600 000	493,976 00	179,006 84	314969 16
MCDONALDS CORP	58013MEG5	75,000 000	87,366.75	76,236 00	11130 75
MCGRAW HILL FINL INC	580645109	1,900 000	103,873 00	130,053 30	(26180 30)
MERCK & CO INC	58933Y105	5,175 000	211,864 50	10,916 98	200947 52
METLIFE INC	59156R108	2,500 000	82,350 00	126,327 45	(43977 45)
METLIFE INC	59156RAT5	80,000 000	104,880 80	80,280 00	24600 80
METROPOLITAN TRANSN AUTH N Y R	59259YDC0	100,000 000	129,092 00	100,884 00	28208 00
MICROSOFT CORP	594918104	19,250.000	514,161 73	417,198 98	96962 75
MIDAMERICAN ENERGY HLDGS CO	59562VAM9	75,000 000	94,675 50	73,175 25	21500 25

Custom Portfolio Holdings Detail

Multiple Accounts

As of: December, 2012
Basis: Settlement Date

Asset Description 2	Cusip	Units	Market Value	Fed Tax Cost	Unrealized Gain/Loss Fed Tax Cost
MORGAN STANLEY CAP I TR 2006-IQ-	617453AT2	65,000.000	73,378.50	68,189 06	5189.44
MORGAN STANLEY CAP TR I 2007-	61751NAF9	95,000.000	109,800.05	100,996 88	8803 17
MORGAN STANLEY SER 2003-T11 CL	61746WH29	96,528.760	97,807 77	100,329 58	(2521.81)
NATIONAL CITY CORP	635405AQ6	55,000 000	59,305 40	46,131 25	13174.15
NATIONAL CITY CORP	635405AM5	75,000 000	93,568 50	68,250 00	25318.50
NATIONAL FUEL GAS CO N J	636180101	960 000	48,662.40	28,915.98	19746 42
NEW JERSEY ST TPK AUTH TPK REV	646139X83	95,000 000	136,926.35	97,249.60	39676 75
NEWS AMER INC	652482BC3	85,000.000	102,307 70	71,995 85	30311 85
NEXEN INC	65334HAE2	95,000.000	117,436 15	87,748 65	29687 50
NEXTERA ENERGY INC	65339F101	1,775 000	122,812.25	105,026.32	17785 93
NISOURCE FIN CORP	65473QBB8	55,000 000	58,218 05	54,925 20	3292 85
NORDSTROM INC	655664100	2,700.000	144,450 00	78,584 85	65865 15
NORTHEAST UTILS	664397106	2,700 000	105,516.00	94,232 86	11283 14
NORTHERN TR CORP	665859104	3,500 000	175,560 00	167,827.30	7732 70
OCCIDENTAL PETE CORP DEL	674599105	2,625 000	201,101 25	166,951 26	34149 99

Custom Portfolio Holdings Detail

Multiple Accounts

As of: December, 2012
Basis: Settlement Date

Asset Description 2	Cusip	Units	Market Value	Fed Tax Cost	Unrealized Gain/Loss Fed Tax Cost
ONCOR ELEC DELIVERY CO	68233DAL1	100,000 000	110,362 00	111,346 00	(984 00)
ONEOK PARTNERS L P	68268NAD5	90,000 000	114,650.10	92,024 10	22626 00
ONTARIO HYDRO	683078FY0	120,000.000	122,052.00	134,498 40	(12446 40)
PACIFIC GAS & ELEC CO	694308GE1	90,000 000	115,956.00	87,081 60	28874.40
PARKER HANNIFIN CORP	701094104	1,950 000	165,867.00	69,849.20	96017.80
PFIZER INC	717081103	23,300.000	584,347 69	464,913 88	119433 81
PHILIP MORRIS INTL INC	718172109	5,000 000	418,200 00	184,009 05	234190.95
PHILLIPS 66	718546104	2,255.000	119,740 50	69,589 68	50150.82
PIMCO HIGH YIELD FD	693390841	122,395 833	1,179,895 83	1,175,000 00	4895 83
PLAINS ALL AMERN PIPELINE L P /	72650RAR3	80,000 000	104,764 00	78,443 20	26320 80
PNC FINL SVCS GROUP INC	693475105	3,070 000	179,011.70	183,814.42	(4802 72)
POWERSHARES DB COMMODITY INDEX	73935S105	40,655.000	1,129,395.90	1,174,510.75	(45114 85)
PRICE T ROWE GROUP INC	74144T108	1,250 000	81,396 38	44,289.50	37106 88
PRINCIPAL LIFE INCOME FUNDINGS	74254PYE6	145,000.000	147,074 95	132,675.00	14399 95

Custom Portfolio Holdings Detail

Multiple Accounts

As of: December, 2012
Basis: Settlement Date

Asset Description 2	Cusip	Units	Market Value	Fed Tax Cost	Unrealized Gain/Loss Fed Tax Cost
PROCTER & GAMBLE CO	742718109	4,340 000	294,642 60	196,887 86	97754.74
PRUDENTIAL FINL INC	74432QBG9	80,000 000	101,589 60	79,997.60	21592 00
PRUDENTIAL FINL INC	74432QBC8	60,000 000	71,992 80	59,613 60	12379 20
PUBLIC STORAGE INC	74460D109	770.000	111,619 20	87,301 12	24318.08
RAYTHEON CO	755111507	3,595.000	206,928 20	163,699 54	43228 66
REGIONS FINL CORP	7591EPAF7	100,000 000	110,880.00	99,433 70	11446.30
RESOLUTION FDG CORP FED BOOK	76116FAG2	205,000.000	177,689.90	145,503.82	32186 08
ROCKWELL COLLINS INC DEL	774341AB7	45,000 000	53,896 95	45,852.75	8044 20
ROYAL DUTCH SHELL PLC	780259206	5,300 000	365,435 00	332,478 41	32956.59
RPM INTL INC	749685103	4,000 000	117,440 00	60,957 60	56482 40
SAFEWAY INC	786514BU2	95,000.000	97,877.55	96,300 34	1577 21
SEMPRA ENERGY	816851109	2,700 000	191,538.00	134,629 04	56908 96
SEMPRA ENERGY	816851AN9	125,000 000	146,543 75	126,387 50	20156 25
SHERWIN WILLIAMS CO	824348106	3,200 000	492,224 00	82,572 36	409651 64
SIMON PPTY GROUP INC NEW	828806109	660.000	104,339 40	101,252 30	3087 10

Custom Portfolio Holdings Detail

Multiple Accounts

As of: December, 2012
Basis: Settlement Date

Asset Description 2	Cusip	Units	Market Value	Fed Tax Cost	Unrealized Gain/Loss Fed Tax Cost
SIMON PPTY GROUP L P	828807CG0	95,000 000	105,507.95	96,647.30	8860 65
SMALL CAP CTF	1261291Q8	181,304 899	3,712,924 90	3,746,582.11	(33657 21)
SONOCO PRODS CO	835495102	3,500 000	104,055 00	85,322 30	18732 70
SPDR S&P 500 ETF TR	78462F103	2,000 000	284,820 00	182,168 60	102651 40
TELECOM ITALIA CAP	87927VAR9	110,000 000	114,840 00	108,306 00	6534 00
TEXAS INSTRS INC	882508104	3,380 000	104,408 20	81,481 86	22926 34
TIME WARNER CABLE INC	88732JAU2	25,000 000	31,709 25	26,773 25	4936 00
TIME WARNER COMPANIES	887315BM0	15,000.000	19,516 05	14,323 35	5192.70
TIME WARNER INC	887317303	6,550.000	313,286 50	169,344 86	143941 64
TJX COS INC NEW	872540109	4,275 000	181,473.75	63,027 82	118445 93
TRANSCANADA PIPELINES LTD JR SUB	89352HAC3	100,000 000	107,188.00	99,821 00	7367 00
UNITED PARCEL SVC INC	911312106	1,385 000	102,116 05	98,825 23	3290 82
UNITED STATES TREAS BD	912803DJ9	138,000.000	61,036 02	36,717 20	24318 82
UNITED STATES TREAS BD	912803CH4	575,000.000	361,778 50	264,077 15	97701.35

Custom Portfolio Holdings Detail

Multiple Accounts

As of: December, 2012
Basis: Settlement Date

Asset Description 2	Cusip	Units	Market Value	Fed Tax Cost	Unrealized Gain/Loss Fed Tax Cost
UNITED STATES TREAS BD	912810QX9	730,000 000	704,909 90	721,031 45	(16121 55)
UNITED STATES TREAS NT	912828CP3	251,571 900	265,466 22	274,115 85	(8649 63)
UNITED STATES TREAS NT	912828QJ2	215,000 000	226,706.75	214,529 69	12177 06
UNITED STATES TREAS NT	912828NU0	200,000 000	200,750 00	199,039 06	1710 94
UNITED STATES TREAS NT	912828TZ3	650,000 000	650,026.00	650,050 78	(24 78)
UNITED STATES TREAS NT	912828TY6	1,500,000.000	1,483,590 00	1,502,578.12	(18988 12)
UNITED STATES TREAS NT	912828QR4	105,000.000	108,838 80	106,866 21	1972 59
UNITED STATES TREAS NT	912828QN3	125,000 000	141,747 50	127,207 03	14540 47
UNITED TECHNOLOGIES CORP	913017109	1,275 000	104,562.75	13,456 83	91105.92
UNITEDHEALTH GROUP INC	91324PBT8	95,000 000	101,210.15	99,494 45	1715 70
UNUM GROUP	91529YAG1	90,000.000	106,024 50	95,308 20	10716 30
UNUM GROUP	91529Y106	11,900 000	247,758 00	234,673 65	13084 35
US BANCORP DEL	902973304	10,650.000	340,161 00	354,781 31	(14620 31)
UTAH ST	917542QR6	130,000.000	152,434 10	131,569 10	20865 00

Custom Portfolio Holdings Detail

Multiple Accounts

As of: December, 2012
Basis: Settlement Date

Asset Description 2	Cusip	Units	Market Value	Fed Tax Cost	Unrealized Gain/Loss Fed Tax Cost
V F CORP	918204108	645 000	97,375 65	105,416.34	(8040 69)
VALE OVERSEAS LTD	91911TAG8	125,000.000	143,823.75	131,480 00	12343 75
VANGUARD FTSE EMERGING MKTS ETF	922042858	41,580 000	1,851,557.40	1,876,358 81	(24801 41)
VANGUARD REIT	922908553	17,300 000	1,138,340 00	1,172,767 00	(34427 00)
VERIZON COMMUNICATIONS INC	92343VAG9	60,000 000	70,410 00	59,161.05	11248 95
VERIZON COMMUNICATIONS INC	92343V104	12,800.000	553,856 00	293,115 80	260740 20
WACHOVIA BK COML MTG TR	92976BBN1	60,000 000	66,907.20	65,718.75	1188 45
WACHOVIA BK COML MTG TR SER 2006	92977QAD0	45,000 000	51,210 45	40,710.94	10499.51
WACHOVIA BK COML MTG TR 2005-C22	92976BBQ4	70,227 000	77,478 64	69,831 97	7646 67
WAL-MART STORES INC	931142103	3,100 000	211,513 00	153,664 84	57848 16
WASTE MGMT INC DEL	94106L109	5,000.000	168,700.00	92,130 50	76569 50

Custom Portfolio Holdings Detail

Multiple Accounts

As of: December, 2012
Basis: Settlement Date

Asset Description 2	Cusip	Units	Market Value	Fed Tax Cost	Unrealized Gain/Loss Fed Tax Cost
WEATHERFORD INTL LTD	947075AD9	85,000 000	97,118.45	75,834 80	21283.65
WELLS FARGO & CO	949746QU8	50,000.000	54,055 00	50,461 22	3593.78
WELLS FARGO & CO	949746101	8,675 000	296,511.50	150,252.59	146258.91
WELLS FARGO & CO NEW	949746CR0	145,000 000	155,554.55	135,619 95	19934 60
WESTAR ENERGY INC	95709T100	3,425.000	98,023 50	97,217 37	806.13
WFRBS COML MTG TR 2012-C9	92930RBB7	150,000 000	154,696.50	153,743 55	952.95
WISCONSIN ENERGY CORP	976657106	2,770.000	102,074.50	95,570.24	6504 26
XEROX CORP	984121CA9	120,000 000	134,071 20	134,845 20	(774 00)
			59,009,581 69	50,550,120 08	

Please do not rely on reports generated from this website to prepare tax returns This information may change after audits or corrections by Bank of America. Portions of the estimated annual income may not reflect actual income received or income for tax reporting purposes. Income and cost-basis information should not be used to make investment decisions without first consulting your relationship manager, personal tax or legal advisor This information is not intended as an offer to provide trust or investment services in states where Bank of America is not authorized to do so.

Assets for which Bank of America Has Limited or No Responsibility

This statement may include assets that are not held and not managed by Bank of America Assets that are not held and not managed by Bank of America are listed solely for the convenience of the client Bank of America has no responsibility to manage, maintain, safekeep, monitor or value such assets This statement may also include other assets for which Bank of America has limited or no management responsibility and/or no valuation responsibility pursuant to the terms of the governing document, or client agreements or directions

Oil, Gas and Mineral Interests

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

FORM 990PF, PART II - OTHER INVESTMENTS

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

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

DESCRIPTION		AMOUNT
RECEIPT ADJUSTMENT		2,187.
PARTNERSHIP GAIN ADJUSTMENT		41,115.
	TOTAL	43,302.

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

DESCRIPTION		AMOUNT
CTF ADJUSTMENT		47,784.
INCOME ADJUSTMENT		8,476.
INFLATIONARY INDEX ADJUSTMENT		9.
COST ADJUSTMENT		1,302.
ACCRUED INTEREST ADJUSTMENT		7,836.
SALES ADJUSTMENT		1,258.
ROUNDING		1.
	TOTAL	66,666.

GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

COMMON TRUST FUNDS	43,320.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		43,320.00

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

COMMON TRUST FUNDS	297,008.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-41,115.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		255,893.00

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

Form **8868** (Rev January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: CAPEWELL,I UW HTFD HOSP ETL#3-AE

Employer identification number (EIN) or: 06-6066755

Number, street, and room or suite no If a P O box, see instructions: P O BOX 1802

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions: PROVIDENCE, RI 02901-1802

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

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

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

Telephone No ▶ (401)278-6867 FAX No ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ ☒ calendar year 20 12 or

▶ ☐ tax year beginning ______, 20 ___, and ending ______, 20 ___

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 46,085.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 94,868.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions CAPEWELL,I UW HTFD HOSP ETL#3-AE	Employer identification number (EIN) or 06-6066755
	Number, street, and room or suite no If a P O box, see instructions P O BOX 1802	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. PROVIDENCE, RI 02901-1802	

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

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

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

- The books are in the care of ▶ US TRUST FIDUCIARY TAX SERVICES
  Telephone No. ▶ (401)278-6867 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

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

5 For calendar year 2012 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

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

7 State in detail why you need the extension ADDITIONAL TIME REQUESTED TO FILE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 46,085.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 94,868.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ Date ▶