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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
ATKINS GRACE UW FBO CHARITIES

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

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

A Employer identification number
06-6138990

B Telephone number (see instructions)
888- 866-3275

G Check all that apply:

<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: 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) ▶ \$ 1,447,415.

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

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

ENVELOPE
POSTMARK DATE
MAY 02 2013

SCANNED MAY 08 2013

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 <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	41,264.	41,264.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	139,269.			
	b Gross sales price for all assets on line 6a	1,214,212.			
	7 Capital gain net income (from Part IV, line 2)		139,269.		
	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)	-311.	-293.		STMT 2	
12 Total. Add lines 1 through 11	180,222.	180,240.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	19,155.	11,493.		7,662.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 3	300.	NONE	NONE	300.
	b Accounting fees (attach schedule) STMT 4	980.	NONE	NONE	980.
	c Other professional fees (attach schedule) STMT 5	15.			15.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	2,429.	1,029.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 7		187.		
	24 Total operating and administrative expenses. Add lines 13 through 23	22,879.	12,709.	NONE	8,957.
	25 Contributions, gifts, grants paid	54,324.			54,324.
26 Total expenses and disbursements Add lines 24 and 25	77,203.	12,709.	NONE	63,281.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	103,019.				
b Net investment income (if negative, enter -0-)		167,531.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	NONE		
	2 Savings and temporary cash investments	41,587.	95,274.	95,274.
	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)	1,312,695.	1,256,686.	1,253,411.
	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 8	NONE	104,982.	98,730.
	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)	1,354,282.	1,456,942.	1,447,415.	
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	1,354,282.	1,456,942.	
	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)	1,354,282.	1,456,942.		
31 Total liabilities and net assets/fund balances (see instructions)	1,354,282.	1,456,942.		

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	1,354,282.
2 Enter amount from Part I, line 27a	2	103,019.
3 Other increases not included in line 2 (itemize) ▶ PARTNERSHIP K-1 ADJ	3	2,972.
4 Add lines 1, 2, and 3	4	1,460,273.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	3,331.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,456,942.



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 81,151.		80,746.	405.			
b 1,133,028.		994,197.	138,831.			
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col (k), but not less than -0- or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any				
a				405.		
b				138,831.		
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	139,269.	
{ 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	56,266.	1,382,979.	0.040685
2010	58,009.	1,324,013.	0.043813
2009	53,846.	1,204,354.	0.044709
2008	64,509.	1,383,388.	0.046631
2007	69,325.	1,587,439.	0.043671
2 Total of line 1, column (d)			2 0.219509
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 0.043902
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,406,431.
5 Multiply line 4 by line 3			5 61,745.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,675.
7 Add lines 5 and 6			7 63,420.
8 Enter qualifying distributions from Part XII, line 4			8 63,281.

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



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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits/payments. Total tax due is 1,499.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and substantial contributors. Includes handwritten 'CT' for question 8a.



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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ US TRUST FIDUCIARY TAX SERVICES Telephone no ▶ (888)866-3275 Located at ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP+4 ▶ 02901-1802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			X
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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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



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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization... (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes... 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... 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? 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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).

Table with 5 columns: (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. Row 1: BANK OF AMERICA, N.A., TRUSTEE, 1, 19,155., -0-

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

Table with 5 columns: (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	1,363,871.
b	Average of monthly cash balances	1b	63,978.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,427,849.
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	1,427,849.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,418.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,406,431.
6	Minimum investment return. Enter 5% of line 5	6	70,322.

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	70,322.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,351.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,351.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	66,971.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	66,971.
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	66,971.

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	63,281.
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	63,281.
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	63,281.

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				66,971.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			11,135.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012.				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 63,281.				
a Applied to 2011, but not more than line 2a			11,135.	
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				52,146.
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				14,825.
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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
SEE STATEMENT 13

b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:
SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT FOR LINE 2



Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT	NONE	PC	SEE ATTACHED STATEMENT	54,324.
Total				3a 54,324.
b Approved for future payment				
Total				3b

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BOFA GOVERNMENT RESERVES CAPITAL CLASS	4.	4.
LARGE CAP CORE CTF	7,147.	7,147.
SMALL CAP CTF	379.	379.
INTERNATIONAL EQUITY CTF	4,708.	4,708.
AGGREGATE BOND CTF	12,777.	12,777.
SMALL CAP GROWTH LEADERS CTF (FORMERLY S	35.	35.
EMERGING MARKETS STOCK COMMON TRUST FUND	1,428.	1,428.
MID CAP VALUE CTF	790.	790.
SMALL CAP VALUE CTF	207.	207.
MID CAP GROWTH CTF	376.	376.
DIVIDEND INCOME COMMON TRUST FUND	1,070.	1,070.
ISHARES S&P MIDCAP 400 INDEX FUND	255.	255.
ISHARES RUSSELL 1000 GROWTH INDEX FUND	1,211.	1,211.
ISHARES TR RUSSELL 2000 INDEX FUND	357.	357.
IVY ASSET STRATEGY FUND CL I	626.	626.
PIMCO HIGH YIELD FUND	1,451.	1,451.
PERMANENT PORTFOLIO	271.	271.
PIMCO ALL ASSET ALL AUTH FUND INSTL CL	4,655.	4,655.
VANGUARD MSCI EAFE ETF FUND	768.	768.
VANGUARD FTSE EMERGING MKTS ETF	1,373.	1,373.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	8.	8.
HIGH QUALITY CORE COMMON TRUST FUND	406.	406.
SMALL CAP GROWTH LEADERS COMMON TRUST FU	13.	13.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	231.	231.
REIT COMMON TRUST FUND	718.	718.
TOTAL	41,264.	41,264.

ATKINS GRACE UW FBO CHARITIES

06-6138990

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INTERNATIONAL EQUITY CTF	-234.	-234.
SMALL CAP GROWTH LEADERS CTF (FORMERLY S	39.	39.
EMERGING MARKETS STOCK COMMON TRUST FUND	-125.	-125.
SMALL CAP VALUE CTF	7.	7.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	2.	2.
POWERSHARES DB COMMODITY INDEX TRACKING	18.	18.
	-----	-----
TOTALS	-311.	-293.
	=====	=====



ATKINS GRACE UW FBO CHARITIES

06-6138990

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	150.			150.
LEGAL FEES	150.			150.
TOTALS	300.	NONE	NONE	300.

ATKINS GRACE UW FBO CHARITIES

06-6138990

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	980.			980.
TOTALS	980.	NONE	NONE	980.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
GRANTMAKING FEES - BOA	15.	15.
	-----	-----
TOTALS	15.	15.
	=====	=====



FORM 990PF, PART I - TAXES
=====

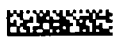
DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	838.	838.
EXCISE TAX ESTIMATES	1,400.	
FOREIGN TAXES ON QUALIFIED FOR	130.	130.
FOREIGN TAXES ON NONQUALIFIED	61.	61.
TOTALS	2,429.	1,029.

ATKINS GRACE UW FBO CHARITIES

06-6138990

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP EXPENSES		187.
TOTALS	-----	187. =====



ATKINS GRACE UW FBO CHARITIES

06-6138990

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
73935S105 POWERSHARES DB COMMO	C	104,982.	98,730.
SEE ATTACHED STATEMENT	C		
TOTALS		104,982.	98,730.
		=====	=====



ATKINS GRACE UW FBO CHARITIES

06-6138990

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

=====

DESCRIPTION -----	AMOUNT -----
CTF ADJ	2,371.
TYE INCOME ADJ	960.

TOTAL	3,331.
	=====

ATKINS GRACE UW FBO CHARITIES
 Schedule D Detail of Long-term Capital Gains and Losses

06-6138990

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
176.278 LARGE CAP CORE CTF	10/11/2002	01/31/2012	11,142.00	10,302.00	840.00
418.097 LARGE CAP CORE CTF	10/11/2002	07/31/2012	28,070.00	25,500.00	2,570.00
339.603 LARGE CAP CORE CTF	04/30/2008	09/14/2012	24,327.00	23,438.00	889.00
511.102 LARGE CAP CORE CTF	08/13/2004	09/14/2012	36,612.00	33,835.00	2,777.00
1273.006 LARGE CAP CORE CTF	11/15/2002	09/14/2012	91,190.00	83,802.00	7,388.00
4634.657 LARGE CAP CORE CTF	10/11/2002	09/14/2012	331,998.00	287,218.00	44,780.00
696.681 LARGE CAP CORE CTF	10/31/2008	09/14/2012	49,906.00	38,474.00	11,432.00
2571.35 SMALL CAP CTF	08/06/2010	09/14/2012	52,244.00	46,606.00	5,638.00
177.091 INTERNATIONAL EQUITY CTF	04/30/2008	09/14/2012	3,471.00	4,198.00	-727.00
1312.273 INTERNATIONAL EQUITY CTF	06/11/2004	09/14/2012	25,717.00	30,202.00	-4,485.00
48.989 INTERNATIONAL EQUITY CTF	08/13/2004	09/14/2012	960.00	1,076.00	-116.00
3051.412 INTERNATIONAL EQUITY CTF	08/06/2010	09/14/2012	59,800.00	59,315.00	485.00
2581.921 INTERNATIONAL EQUITY CTF	10/31/2008	09/14/2012	50,599.00	32,299.00	18,300.00
4.033 AGGREGATE BOND CTF	08/06/2010	07/31/2012	69.00	68.00	1.00
15895.98 AGGREGATE BOND CTF	08/06/2010	09/14/2012	271,357.00	268,208.00	3,149.00
323.695 EMERGING MARKETS STOCK COMMON TRUST FUND					
308.866 MID CAP VALUE CTF	01/31/2011	09/14/2012	14,852.00	15,257.00	-405.00
322.134 MID CAP GROWTH CTF	06/11/2004	09/14/2012	6,179.00	6,182.00	-3.00
	04/22/2005	09/14/2012	6,445.00	6,142.00	303.00
TOTAL OTHER GAINS AND LOSSES			1,064,938.00	972,122.00	92,816.00
Totals			1,064,938.00	972,122.00	92,816.00



GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====

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

COMMON TRUST FUNDS	11,212.00	-----
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		----- 11,212.00 =====

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

COMMON TRUST FUNDS	36,125.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-2,972.00	-----
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		----- 33,153.00 =====



ATKINS GRACE UW FBO CHARITIES
FORM 990PF, PART XV - LINES 2a - 2d
=====

06-6138990

RECIPIENT NAME:

BANK OF AMERICA, N.A

ADDRESS:

777 MAIN STREET

HARTFORD, CT 06115

FORM, INFORMATION AND MATERIALS:

SCHOLARSHIP APPLICATIONS OBTAINED FROM PUBLIC LIBRARY

OR HIGH SCHOOL GUIDANCE DEPT.

SUBMISSION DEADLINES:

MARCH 15

RESTRICTIONS OR LIMITATIONS ON AWARDS:

RESIDENTS OF BRISTOL, CT ATTENDING A 4 YEAR COLLEGE.

ATKINS GRACE UW FBO CHARITIES

06-6138990

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

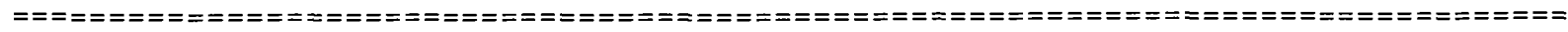
=====

DESCRIPTION	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
-----	-----	-----
INTERNATIONAL EQUI	1	
SMALL CAP GROWTH L	-234.	
EMERGING MARKETS S	39.	
SMALL CAP VALUE CT	-125.	
INTERNATIONAL FOCU	7.	
	2.	





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

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
3/15/2012	-1800	NICOLE MORBY	NONE	REIMBURSEMENT OF BOOKS	PC
3/27/2012	-3937.61	BRISTOL HOSPITAL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
3/27/2012	-3937.61	FORESTVILLE CEMETERY ASSOC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/6/2012	-3711.67	BANK OF AMERICA	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/6/2012	-3711.67	GRACE ATKINS SCHOLARSHIP FUND	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/6/2012	3711.67	GRACE ATKINS SCHOLARSHIP FUND	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/7/2012	-3711.67	FORESTVILLE CEMETERY ASSOC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/27/2012	-3937.61	BRISTOL HOSPITAL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/27/2012	-3937.61	FORESTVILLE CEMETERY ASSOC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/28/2012	-400	MERRIMACK COLLEGE	NONE	SCHOLARSHIP F/B/O A PASTYRNAK JR	PC
6/28/2012	-1500	KEENE STATE COLLEGE	NONE	SCHOLARSHIP F/B/O STEVEN M ROGERS	PC
6/28/2012	-775	BOSTON UNIVERSITY	NONE	SCHOLARSHIP F/B/O KARA LEMIEUX	PC
6/28/2012	-400	MERRIMACK COLLEGE	NONE	SCHOLARSHIP F/B/O JOHN PASTYRNAK	PC
7/3/2012	-400	SPRINGFIELD COLLEGE	NONE	SCHOLARSHIP F/B/O SCOTT MORNEAULT	PC
7/3/2012	-1500	LOYOLA UNIVERSITY MARYLAND	NONE	SCHOLARSHIP F/B/O EILEEN PASTYRNAK	PC
7/3/2012	-400	UNIVERSITY OF CONNECTICUT	NONE	SCHOLARSHIP F/B/O KRISTEN WEGLARZ	PC
7/9/2012	-400	WENWORTH INSTITUTE OF TECHNOLOGY	NONE	SCHOLARSHIP F/B/O CHRISTINA STRID	PC
7/9/2012	-400	LINCOLN COLLEGE OF NEW ENGLAND	NONE	SCHOLARSHIP F/B/O REBECCA DONOVAN	PC
7/9/2012	-1500	WORCESTER POLYTECHNIC	NONE	SCHOLARSHIP F/B/O KEVIN TRUC	PC
7/16/2012	-400	ST. JOSEPH COLLEGE	NONE	SCHOLARSHIP F/B/O CLAIRE CONSONNI	PC
7/16/2012	-775	ROGER WILLIAMS UNIVERSITY	NONE	SCHOLARSHIP F/B/O SARAH WOJTUSIK	PC
7/16/2012	-775	ASSUMPTION COLLEGE	NONE	SCHOLARSHIP F/B/O CORINNE MALLEY	PC
7/16/2012	-1500	WPI	NONE	SCHOLARSHIP F/B/O CHELSEA CONLON	PC
7/25/2012	-775	FAIRFIELD UNIVERSITY	NONE	SCHOLARSHIP F/B/O SABRAE BOISVERT	PC
7/25/2012	-500	SOUTHERN CT STATE UNIVERSITY	NONE	SCHOLARSHIP F/B/O A CORTES	PC
7/25/2012	-400	UNIVERSITY OF NEW HAVEN	NONE	SCHOLARSHIP F/B/O B BEAUDOIN	PC
7/25/2012	-400	ROGER WILLIAMS UNIVERSITY	NONE	SCHOLARSHIP F/B/O M BOUNAFEDE	PC
7/25/2012	-400	CCSU	NONE	SCHOLARSHIP F/B/O JOSE LAPAAN	PC
9/27/2012	-3937.61	FORESTVILLE CEMETERY ASSOC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/27/2012	-3937.61	BRISTOL HOSPITAL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/27/2012	-3937.61	FORESTVILLE CEMETERY ASSOC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/27/2012	-3937.61	BRISTOL HOSPITAL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
TOTAL	-54324.22				

ATKINS GRACE UW FBO CHARITIES
06-6138990
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
202671913	AGGREGATE BOND CTF	14256.298	240,254.28	244,194.70
45399C107	DIVIDEND INCOME COMMON TRUST	3179.755	122,818.13	119,649.73
29099J109	EMERGING MARKETS STOCK	1167.421	54,509.72	56,504.46
99Z466163	HIGH QUALITY CORE COMMON TRUST	5517.196	57,728.81	56,217.47
99Z466197	INTERNATIONAL FOCUSED EQUITY	7238.496	71,839.25	73,462.05
464287507	ISHARES CORE S&P MID CAP ETF	283.000	29,110.80	28,781.10
464287614	ISHARES RUSSELL 1000 GROWTH	1807.000	123,246.26	118,340.43
464287655	ISHARES RUSSELL 2000 INDEX	337.000	29,151.89	28,415.10
466001864	IVY ASSET STRATEGY FUND	815.944	21,279.81	21,271.66
323991307	MID CAP GROWTH CTF	2261.309	40,921.48	43,429.12
302993993	MID CAP VALUE CTF	2212.689	42,014.96	44,113.72
714199106	PERMANENT PORTFOLIO	1004.778	50,459.94	48,872.40
72200Q182	PIMCO ALL ASSET ALL AUTH FUND	8183.059	92,959.55	90,750.12
693390841	PIMCO HIGH YIELD FD	4468.445	42,897.07	43,075.81
73935S105	POWERSHARES DB COMMODITY	3554.000	104,982.30	98,730.12
99Z466247	REIT COMMON TRUST FUND	8681.465	89,968.11	87,756.59
207543877	SMALL CAP GROWTH LEADERS CTF	1860.244	29,747.44	29,070.96
303995997	SMALL CAP VALUE CTF	1639.686	30,098.24	29,715.54
921943858	VANGUARD MSCI EAFE ETF	836.000	29,067.14	29,452.28
922042858	VANGUARD MSCI EMERGING MKTS	1355.000	58,613.50	60,338.15
	Cash/Cash Equivalent	95273.610	95,273.61	95,273.61
		Totals:	1,456,942.29	1,447,415.12