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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
RHODA M HELLMANN TRUST UW

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
06-6263709

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

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) ▶ \$ **9,730,254.**

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 <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	242,363.	242,363.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	237,068.			
	b Gross sales price for all assets on line 6a	3,011,270.			
	7 Capital gain net income (from Part IV, line 2)		237,068.		
	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)	945.	25.		STMT 1	
12 Total. Add lines 1 through 11	480,376.	479,456.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	35,511.	21,307.		14,205.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 2	325.	NONE	NONE	325.
	b Accounting fees (attach schedule) STMT 3	845.	NONE	NONE	845.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	3,179.	3,179.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 5	802.			802.
	24 Total operating and administrative expenses. Add lines 13 through 23	40,662.	24,486.	NONE	16,177.
	25 Contributions, gifts, grants paid	426,382.			426,382.
26 Total expenses and disbursements Add lines 24 and 25	467,044.	24,486.	NONE	442,559.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	13,332.				
b Net investment income (if negative, enter -0-)		454,970.			
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	NONE		
	2	Savings and temporary cash investments	405,739.	428,695.	428,695.
	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 6	8,032,626.	8,023,571.	9,301,559.
	c	Investments - corporate bonds (attach schedule)	NONE		
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶	NONE		
	12	Investments - mortgage loans	NONE		
	13	Investments - other (attach schedule)	NONE		
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	NONE			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	8,438,365.	8,452,266.	9,730,254.	
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	8,438,365.	8,452,266.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds . .	NONE			
30	Total net assets or fund balances (see instructions)	8,438,365.	8,452,266.		
31	Total liabilities and net assets/fund balances (see instructions)	8,438,365.	8,452,266.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,438,365.
2	Enter amount from Part I, line 27a	2	13,332.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	947.
4	Add lines 1, 2, and 3	4	8,452,644.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	378.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,452,266.

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 3,006,214.		2,774,202.	232,012.	
b 5,056.			5,056.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			232,012.	
b			5,056.	
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	237,068.
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	465,399.	9,431,773.	0.049344
2010	424,679.	8,879,393.	0.047827
2009	331,700.	7,936,955.	0.041792
2008	442,879.	9,182,514.	0.048231
2007	452,808.	10,571,790.	0.042832
2 Total of line 1, column (d)			2 0.230026
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 0.046005
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 9,409,364.
5 Multiply line 4 by line 3			5 432,878.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,550.
7 Add lines 5 and 6			7 437,428.
8 Enter qualifying distributions from Part XII, line 4 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			8 442,559.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,550.
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	4,550.	
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	4,550.	
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,380.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,380.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,170.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of US TRUST FIDUCIARY TAX SERVICES Telephone no (888) 866-3275
Located at P.O. BOX 1802, PROVIDENCE, RI ZIP+4 02901-1802
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No 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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

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? Yes No **6b** X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA 777 MAIN STREET, HARTFORD, CT 06115	TRUSTEE 1	35,511.	-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	9,263,786.
b	Average of monthly cash balances	1b	288,868.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	9,552,654.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	9,552,654.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	143,290.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,409,364.
6	Minimum investment return. Enter 5% of line 5	6	470,468.

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	470,468.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,550.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,550.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	465,918.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	465,918.
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	465,918.

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	442,559.
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	442,559.
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	4,550.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	438,009.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				465,918.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			109,848.	
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: ▶ \$ <u>442,559.</u>				
a Applied to 2011, but not more than line 2a			109,848.	
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				332,711.
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				133,207.
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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ST MARYS HOSPITAL ATTN: LISA BOUDREAU WATERBURY CT 06706-1253	NONE	PC	UNRESTRICTED GENERAL SUPPORT	213,191.
WATERBURY HOSPITAL ATTN BARBARA HALLINAN 64 ROBBINS ST WATERBURY CT 06708-2613	NONE	PC	UNRESTRICTED GENERAL SUPPORT	213,191.
Total ▶ 3a				426,382.
b Approved for future payment				
NONE				
Total ▶ 3b				

RHODA M HELLMANN TRUST UW

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
WEATHERFORD INTL LTD CO GTY BERMUDA	25.	25.
FEDERAL TAX REFUND	920.	
	-----	-----
TOTALS	945.	25.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

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

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	845.			845.
TOTALS	845.	NONE	NONE	845.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	3,139.	3,139.
FOREIGN TAXES ON NONQUALIFIED	40.	40.
TOTALS	3,179.	3,179.
	=====	=====

RHODA M HELLMANN TRUST UW

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	401.	401.
OTHER CHARITABLE EXPENSES	401.	401.
TOTALS	802.	802.
	=====	=====

RHODA M HELLMANN TRUST UW

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION

SEE ATTACHED STATEMENT

TOTALS

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

=====

DESCRIPTION	AMOUNT
-----	-----
CTF ADJUSTMENT	23.
INCOME ADJUSTMENT	924.
TOTAL	----- 947. =====

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

=====

DESCRIPTION -----	AMOUNT -----
ACCRUED INTEREST	8.
SALES ADJUSTMENT	55.
ROUNDING	15.
YEAR END ACCRUED INTEREST PAID	300.

TOTAL	378.
	=====

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

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

COMMON TRUST FUNDS	1,912.00	-----
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		----- 1,912.00 =====

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

COMMON TRUST FUNDS	3,144.00	-----
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		----- 3,144.00 =====

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

RHODA M HELLMANN TRUST UW

06-6263709
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
984121CA9	XEROX CORP	10000.000	11,237.10	11,172.60
947075AF4	WEATHERFORD INTL LTD	10000.000	10,601.00	13,046.40
931142DB6	WAL-MART STORES INC	5000.000	5,989.05	6,547.90
92978PAE9	WACHOVIA BK COML MTG TR COML	15000.000	15,107.81	17,249.10
92977RAC0	WACHOVIA BK COML MTG TR	11209.970	8,694.74	12,079.42
92977QAD0	WACHOVIA BK COML MTG TR SER	15000.000	13,601.37	17,070.15
92976BBQ4	WACHOVIA BK COML MTG TR 2005-C22	5000.000	4,971.88	5,516.30
92976BBN1	WACHOVIA BK COML MTG TR	15000.000	16,429.69	16,726.80
9297664Q3	WACHOVIA BK COML MTG TR	15000.000	15,482.81	16,468.35
92930RBB7	WFRBS COML MTG TR 2012-C9	20000.000	20,499.14	20,626.20
92343VBE3	VERIZON COMMUNICATIONS INC	10000.000	10,036.20	11,342.80
91911TAG8	VALE OVERSEAS LTD	10000.000	10,518.40	11,505.90
917542QR6	UTAH ST	10000.000	10,120.70	11,725.70
91529YAG1	UNUM GROUP	10000.000	10,589.80	11,780.50
912828TZ3	UNITED STATES TREAS NT	40000.000	40,003.13	40,001.60
912828TY6	UNITED STATES TREAS NT	35000.000	35,060.16	34,617.10
912828TD2	UNITED STATES TREAS NT	225000.000	224,740.43	224,631.00
912828RF9	UNITED STATES TREAS NT	10000.000	10,055.47	10,190.60
912803DJ9	UNITED STATES TREAS BD	100000.000	33,609.34	44,229.00
912803CH4	UNITED STATES TREAS BD	20000.000	8,889.05	12,583.60
89352HAC3	TRANSCANADA PIPELINES LTD JR SUB	5000.000	4,991.05	5,359.40
88732JAU2	TIME WARNER CABLE INC	10000.000	10,709.30	12,683.70
885215566	THORNBURG INTL VALUE FUND	21964.821	568,660.50	616,991.82
87938WAF0	TELEFONICA EMISIONES S A U	10000.000	10,000.00	10,035.00
87927VAR9	TELECOM ITALIA CAP	10000.000	9,846.00	10,440.00
828807CG0	SIMON PTY GROUP L P	10000.000	10,173.40	11,106.10
816851AN9	SEMPRA ENERGY	10000.000	10,111.50	11,723.50
786514BU2	SAFEWAY INC	10000.000	10,136.12	10,302.90
76116FAG2	RESOLUTION FDG CORP FED BOOK	35000.000	27,539.16	30,337.30
7591EPAF7	REGIONS FINL CORP	10000.000	9,939.30	11,088.00
74432QBG9	PRUDENTIAL FINL INC	5000.000	5,827.30	6,349.35
74432QAD7	PRUDENTIAL FINL INC	10000.000	9,968.50	10,464.90
743263AL9	PROGRESS ENERGY INC	10000.000	9,555.40	11,312.30
72650RAP7	PLAINS ALL AMERN PIPELINE L P/	10000.000	10,101.40	11,792.30

RHODA M HELLMANN TRUST UW

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Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
65473QBB8	NISOURCE FIN CORP	5000.000	4,993.20	5,292.55
65334HAE2	NEXEN INC	10000.000	7,453.70	12,361.70
652482BC3	NEWS AMER INC	10000.000	10,039.80	12,036.20
646139X83	NEW JERSEY ST TPK AUTH TPK REV	15000.000	15,355.20	21,619.95
637432LR4	NATIONAL RURAL UTILS COOP FIN	15000.000	16,045.50	22,173.30
635405AQ6	NATIONAL CITY CORP	10000.000	8,387.50	10,782.80
61747WAL3	MORGAN STANLEY	10000.000	9,731.80	11,353.70
61746WXN5	MORGAN STANLEY	14312.500	13,805.97	14,308.49
617453AT2	MORGAN STANLEY CAP I TR 2006-IQ-	10000.000	10,490.63	11,289.00
59259YDC0	METROPOLITAN TRANSN AUTH N Y R	10000.000	10,088.40	12,909.20
59156RAU2	METLIFE INC	5000.000	4,988.15	5,921.75
59156RAT5	METLIFE INC	10000.000	10,035.00	13,110.10
59018YN56	MERRILL LYNCH & CO INC	15000.000	15,050.10	15,240.75
55616XAE7	MACYS RETAIL HLDGS INC	5000.000	5,935.25	5,824.70
534187AX7	LINCOLN NATL CORP IND	5000.000	5,138.10	6,686.50
52109RBM2	LB-UBS CMBS TR	5000.000	5,023.63	5,961.15
52108HZY3	LB-UBS COML MTG TR 2004-C2	15000.000	13,917.19	15,533.55
52108HXM1	LB-UBS COML MTG TR SER 2003-C8	25000.000	25,124.24	25,565.50
52106N889	LAZARD EMERGING MKTS EQUITY	23908.958	461,604.15	467,181.04
501044BV2	KROGER CO	5000.000	5,969.80	6,681.60
50075NAS3	KRAFT FOODS INC	5000.000	4,970.70	6,106.90
494550BF2	KINDER MORGAN ENERGY PARTNERS	10000.000	11,004.50	12,531.80
49326EEB5	KEYCORP SR	10000.000	9,112.50	10,214.60
491189FC5	KENTUCKY ASSET / LIABILITY COM	15000.000	15,000.00	15,702.75
46638UAC0	J P MORGAN CHASE COML MTG SECS	15000.000	15,467.58	15,375.60
46630VAD4	J P MORGAN CHASE COML MTG SECS	15000.000	16,131.45	17,591.70
46629YAC3	J P MORGAN CHASE COML MTG SECS	20000.000	18,871.88	23,019.00
46625YUC5	J P MORGAN CHASE COML MTG SECS	5000.000	5,166.80	5,438.45
46625MA58	J P MORGAN CHASE COML MTG SECS	1411.090	1,418.08	1,420.05
46625HJC5	JPMORGAN CHASE & CO	5000.000	4,976.00	5,591.20
45687AAE2	INGERSOLL-RAND GLOBAL HLDG CO	5000.000	5,841.25	5,533.55
4521518T3	ILLINOIS ST	5000.000	5,000.00	5,000.00
446150AG9	HUNTINGTON BANKSHARES INC	10000.000	10,075.00	12,234.60
404280AL3	HSBC HLDGS PLC	10000.000	10,833.50	11,605.70

RHODA M HELLMANN TRUST UW

06-6263709
 Balance Sheet
 12/31/2012



Cusip	Asset	Units	Basis	Market Value
370334BM5	GENERAL MLS INC	10000.000	10,132.48	10,452.90
36962G4B7	GENERAL ELEC CAP CORP	5000.000	6,106.10	6,796.50
362332AE8	GS MTG SECS TR	25000.000	24,710.94	28,836.00
35177PAS6	FRANCE TELECOM SA	10000.000	10,533.60	10,524.30
337997993	MORTGAGE-BACKED SEC CTF	23711.139	239,997.28	247,629.65
316773CK4	FIFTH THIRD BANCORP	20000.000	20,013.15	21,368.40
31419HC59	FEDERAL NATL MTG ASSN	34872.810	34,597.65	38,325.22
31419E2B4	FEDERAL NATL MTG ASSN	46747.200	48,164.22	51,375.17
31419BDA0	FEDERAL NATL MTG ASSN	63852.280	64,810.07	70,173.66
31418UWC4	FEDERAL NATL MTG ASSN	64248.540	68,113.50	71,323.59
31418U4M3	FEDERAL NATL MTG ASSN	64891.390	67,555.50	71,552.49
31417WSQ5	FEDERAL NATL MTG ASSN	48324.760	51,798.09	52,506.30
31416XQU7	FEDERAL NATL MTG ASSN	41415.090	42,916.38	45,515.18
31410K7M0	FEDERAL NATL MTG ASSN	11172.000	11,954.04	12,542.25
31410GME0	FEDERAL NATL MTG ASSN	4238.414	4,281.13	4,580.62
31398CTX6	FEDERAL HOME LN MTG CORP	9345.790	9,694.07	9,982.80
3138AKF79	FEDERAL NATL MTG ASSN	33736.170	35,602.22	37,455.58
3138AFV23	FEDERAL NATL MTG ASSN	33607.290	35,172.14	37,312.49
3138A2BM0	FEDERAL NATL MTG ASSN	11092.950	11,212.55	12,191.15
31382PJ73	FEDERAL NATL MTG ASSN	1892.280	1,884.44	1,952.15
3132GJR27	FEDERAL HOME LN MTG CORP	39285.880	41,164.24	43,032.57
3129405K1	FEDERAL HOME LN MTG CORP	33698.460	36,173.20	37,179.85
3128QJ2Z8	FEDERAL HOME LN MTG CORP	5698.060	5,667.35	6,182.68
3128PP2Y8	FEDERAL HOME LN MTG CORP	9747.300	10,159.28	10,480.49
3128JPLD0	FEDERAL HOME LN MTG CORP	3374.090	3,395.17	3,621.31
30161MAF0	EXELON GENERATION CO LLC	10000.000	11,291.10	11,336.40
294751EY4	EQUITY ONE SER 2004-3 CLASS AV2	1348.790	1,348.79	1,058.73
29379VAV5	ENTERPRISE PRODS OPER LLC	5000.000	5,582.85	5,855.80
29273RAR0	ENERGY TRANSFER PARTNERS L P	5000.000	5,481.90	6,121.70
29250RAH9	ENBRIDGE ENERGY PARTNERS L P	15000.000	15,054.15	17,341.50
292505AK0	ENCANA CORP	5000.000	4,980.30	5,374.75
277905642	EATON VANCE LARGE-CAP VALUE	47034.101	852,545.81	919,516.67
26441YAW7	DUKE RLTY LTD PARTNERSHIP NEW	10000.000	10,188.80	10,182.60
26138EAN9	DR PEPPER SNAPPLE INC	10000.000	9,946.15	10,312.30

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Cusip	Asset	Units	Basis	Market Value
25459HAV7	DIRECTV HLDGS LLC / DIRECTV FING	10000.000	10,240.10	10,472.30
2515A0NY5	DEUTSCHE BK AG	5000.000	4,993.20	5,086.80
22545DAD9	CREDIT SUISSE COML MTG TR SER	25000.000	24,574.22	28,379.75
209111EB5	CONSOLIDATED EDISON CO NEW	5000.000	4,970.80	6,154.30
205887BF8	CONAGRA FOODS INC	10000.000	10,772.10	12,309.30
20030NAL5	COMCAST CORP	15000.000	16,334.85	17,233.95
19765Y688	COLUMBIA SELECT LARGE CAP	66746.900	848,025.92	925,112.03
19765Y365	COLUMBIA LARGE CAP GROWTH	33055.583	618,270.58	910,350.76
19765P596	COLUMBIA SMALL CAP GROWTH I	5743.288	111,706.95	157,768.12
19765P547	COLUMBIA REAL ESTATE EQUITY	27082.909	369,208.64	389,181.40
19765P232	COLUMBIA MID CAP GROWTH FUND	9835.137	161,492.95	261,614.64
19765N567	COLUMBIA SMALL CAP VALUE I FUND	3750.837	124,028.91	164,286.66
19765M247	COLUMBIA LARGE CAP VALUE FUND	77012.487	719,091.53	919,529.09
19765J830	COLUMBIA MID CAP VALUE FUND	18593.905	166,787.33	275,561.67
19765H362	COLUMBIA SHORT TERM BOND FUND	24787.756	245,150.90	247,877.56
19763T889	COLUMBIA INCOME OPPORTUNITIES	39355.262	331,613.66	396,701.04
197199813	COLUMBIA ACORN INTERNATIONAL	3577.742	129,277.44	146,114.98
17310MAE0	CITIGROUP COML MTG TR 2006-C5	15000.000	15,202.73	17,212.35
172967FT3	CITIGROUP INC	10000.000	10,474.90	11,157.00
172967EU1	CITIGROUP INC	5000.000	4,759.65	5,173.00
172967ES6	CITIGROUP INC	7000.000	7,804.72	8,388.87
156700AT3	CENTURYLINK INC	5000.000	4,895.90	5,225.55
14040HAN5	CAPITAL ONE FINL CORP	15000.000	15,000.90	17,160.30
136385AK7	CANADIAN NAT RES LTD	15000.000	15,117.30	17,669.55
13063A5G5	CALIFORNIA ST	5000.000	4,638.90	7,209.00
126650BH2	CVS CAREMARK CORP	3000.000	3,016.68	3,586.71
126408GD9	CSX CORP	15000.000	15,657.00	15,421.35
12619SAC0	CNH EQUIP TR 2010-C	5914.260	5,913.98	5,935.02
126117AP5	CNA FINL CORP	5000.000	5,165.95	6,271.20
126117AL4	CNA FINL CORP	5000.000	5,002.05	5,428.40
12514AAE1	CD 2007-CD5 MTG TR	9958.670	10,141.50	11,767.76
12513YAF7	CD 2007-CD4 COML MTG TR	20000.000	20,367.19	22,942.20
11102AAA9	BRITISH TELECOMMUNICATIONS PLC	15000.000	15,542.40	17,925.75
084664BT7	BERKSHIRE HATHAWAY FIN CORP	15000.000	14,922.90	15,627.75

RHODA M HELLMANN TRUST UW

06-6263709
 Balance Sheet
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Cusip	Asset	Units	Basis	Market Value
07383FPW2	BEAR STEARNS COML MTG SECS	537.000	521.83	536.80
06739FFZ9	BARCLAYS BANK PLC	15000.000	16,737.30	15,960.30
05573WAC9	BMW VEH OWNER TR 2011-A	15000.000	15,025.78	15,050.40
05567SAA0	BNSF FDG TR I	5000.000	4,750.00	5,668.75
05531FAJ2	BB&T CORP	10000.000	10,008.50	10,062.80
03523TBB3	ANHEUSER BUSCH INBEV	15000 000	14,912 70	17,453.85
025537AF8	AMERICAN ELEC PWR CO INC	6000 000	6,000.66	6,021.00
023551AF1	AMERADA HESS CORP	10000 000	11,235 30	13,903.90
02006GAC8	ALLY AUTO RECEIVABLES TR	6000.000	5,999 50	6,006.18
010392ER5	ALABAMA PWR CO	15000.000	14,345.70	16,750.50
008117AP8	AETNA INC	15000.000	14,928.30	14,876.55
00206RAS1	AT&T INC	10000 000	9,869.45	13,141.10
	Cash/Cash Equivalent	428694.710	428,694.71	428,694.71
		Totals:	8,452,265.85	9,730,253.75