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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

, and ending

Name of foundation KATHERINE K. MCLANE AND HENRY R. MCLANE CHARITABLE TRUST		A Employer identification number 06-6537915
Number and street (or P.O. box number if mail is not delivered to street address) SHIPMAN & GOODWIN LLP, 1 CONSTITUTION PL	Room/suite	B Telephone number (860) 251-5000
City or town, state, and ZIP code HARTFORD, CT 06103-1919		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,048,339. (Part I, column (d) must be on cash basis.)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,787.	1,787.		STATEMENT 1
4 Dividends and interest from securities		133,076.	133,076.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		313,975.			
b Gross sales price for all assets on line 6a		1,377,557.			
7 Capital gain net income (from Part IV, line 2)			313,975.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		543.	0.		STATEMENT 3
12 Total. Add lines 1 through 11		449,381.	448,838.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		49,400.	14,820.		34,580.
b Accounting fees					
c Other professional fees					
17 Interest STMT 5		10,739.	1,920.		0.
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		120.	120.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		60,259.	16,860.		34,580.
25 Contributions, gifts, grants paid		217,000.			217,000.
26 Total expenses and disbursements. Add lines 24 and 25		277,259.	16,860.		251,580.
27 Subtract line 26 from line 12		172,122.			
a Excess of revenue over expenses and disbursements			431,978.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	641.	25,409.	25,409.
	2 Savings and temporary cash investments	455,293.	540,345.	540,345.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	3,556,830.	3,202,374.	4,036,410.
	c Investments - corporate bonds STMT 8	25,995.	442,107.	446,175.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	4,038,759.	4,210,235.	5,048,339.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Liabilities	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,038,759.	4,210,235.	
30 Total net assets or fund balances	4,038,759.	4,210,235.		
31 Total liabilities and net assets/fund balances	4,038,759.	4,210,235.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,038,759.
2 Enter amount from Part I, line 27a	2	172,122.
3 Other increases not included in line 2 (itemize) ▶ ADJUSTMENT TO BEGINNING BOOK VALUE	3	220.
4 Add lines 1, 2, and 3	4	4,211,101.
5 Decreases not included in line 2 (itemize) ▶ BASIS ADJ. -RETURN OF PRINCIPAL	5	866.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,210,235.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SALE OF SECURITIES - DETAIL ATTACHED		08/22/12	12/31/12
b SALE OF SECURITIES - DETAIL ATTACHED			
c CAPITAL GAINS DIVIDENDS			
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 25,209.		25,530.	-321.
b 1,352,293.		1,038,052.	314,241.
c 55.			55.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-321.
b			314,241.
c			55.
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** 313,975.

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)
If (loss), enter -0- in Part I, line 8 } **3** N/A

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	230,580.	4,997,076.	.046143
2010	249,556.	4,601,583.	.054233
2009	228,800.	4,279,278.	.053467
2008	230,000.	5,642,656.	.040761
2007	338,946.	6,938,170.	.048852

2 Total of line 1, column (d) **2** .243456

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** .048691

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 **4** 5,084,408.

5 Multiply line 4 by line 3 **5** 247,565.

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 4,320.

7 Add lines 5 and 6 **7** 251,885.

8 Enter qualifying distributions from Part XII, line 4 **8** 251,580.

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

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

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	8,640.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	8,640.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	8,640.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,920.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	4,920.
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	3,720.
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 definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
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? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A		X	
14	The books are in care of ▶ JAMES T BETTS, SHIPMAN & GOODWIN LLP Telephone no ▶ 860-251-5000 Located at ▶ ONE CONSTITUTION PLAZA, HARTFORD, CT ZIP+4 ▶ 06103-1919			
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 N/A			
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 ▶		Yes	No
		16		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 type="checkbox"/> Yes <input checked="" 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ▶	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

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?

N/A

☐ 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?

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?

N/A

5b

6b

7b

X

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.

(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
JAMES T BETTS	TRUSTEE			
SHIPMAN & GOODWIN, 1 CONSTITUTION PLZ				
HARTFORD, CT 06103	1.00	0.	0.	0.
HENRY R MCLANE, III	TRUSTEE			
SHIPMAN & GOODWIN, 1 CONSTITUTION PLZ				
HARTFORD, CT 06103	1.00	0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,544,819.
b	Average of monthly cash balances	1b	617,017.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,161,836.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,161,836.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	77,428.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,084,408.
6	Minimum investment return. Enter 5% of line 5	6	254,220.

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	254,220.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,640.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,640.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	245,580.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	245,580.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	245,580.

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	251,580.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	251,580.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	251,580.

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.

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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				245,580.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				1,506.
e From 2011				
f Total of lines 3a through e	1,506.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 251,580.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				245,580.
e Remaining amount distributed out of corpus	6,000.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,506.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	7,506.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				1,506.
d Excess from 2011				
e Excess from 2012				6,000.

Form 990-PF (2012)

CHARITABLE TRUST

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

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)

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

Tax year

Prior 3 years

(a) 2012

(b) 2011

(c) 2010

(d) 2009

(e) Total

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))

NONE

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

NONE

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

JAMES T BETTS, TRUSTEE, (860)251-5000

SHIPMAN & GOODMAN LLP, ONE CONSTITUTION PLAZA, HARTFORD, CT 06103

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

BY WRITTEN REQUEST

c Any submission deadlines

APPLICATIONS CONSIDERED ON A ROLLING BASIS IN THE ORDER RECEIVED

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

ONLY ORGANIZATIONS DESCRIBED IN SECTION 501(C)(3) OF IRS CODE AND

QUALIFYING AS PUBLIC CHARITIES UNDER SECTION 509(A) ARE ELIGIBLE FOR GRANTS

KATHERINE K. MCLANE AND HENRY R. MCLANE
CHARITABLE TRUST

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Form 990-PF (2012)

Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
AFRICAN WILDLIFE FOUNDATION 1400 16TH STREET NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
AMERICAN NATIONAL RED CROSS P O BOX 37243 WASHINGTON, DC 20013	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
CHARTER OAK CHAPTER, AMERICAN RED CROSS 209 FARMINGTON AVENUE FARMINGTON, CT 06032	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
COMPASSION AND CHOICES P O BOX 10810 DENVER, CO 80250-1810	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
CONNECTICUT AUDUBON SOCIETY, INC. 2325 BURR STREET FAIRFIELD, CT 06430	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
Total	SEE CONTINUATION SHEET(S) ▶ 3a			217,000.
b Approved for future payment				
NONE				
Total	▶ 3b			0.

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	1,787.		
4 Dividends and interest from securities			14	133,076.		
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	313,975.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a EXCISE TAX REFUND			01	543.		
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		449,381.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	449,381.

[illegible]

CHARITABLE TRUST



Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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?		
		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b. If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	 Signature of officer or trustee	5.14.13 Date	TRUSTEE Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	BRYON W. HARMON		5/9/13		P00237150
Preparer Use Only	Firm's name ▶ SHIPMAN & GOODWIN LLP			Firm's EIN ▶ 06-0640174	
	Firm's address ▶ ONE CONSTITUTION PLAZA HARTFORD, CT 06103-1919			Phone no 860-2515000	

KATHERINE K. MCLANE AND HENRY R. MCLANE
CHARITABLE TRUST

06-6537915

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CONNECTICUT HUMANE SOCIETY 701 RUSSELL ROAD NEWINGTON, CT 06111	NONE	PUBLIC CHARITY	UNRESTRICTED	9,000.
CONNECTICUT NATIONAL GUARD FOUNDATION, INC. 360 BROAD STREET HARTFORD, CT 06105-3795	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
ECO HEALTH ALLIANCE 460 WEST 34TH STREET NEW YORK, NY 10001-2320	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
FIDELCO GUIDE DOG FOUNDATION 103 OLD IRON ORE ROAD BLOOMFIELD, CT 06002	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
GREATER HARTFORD ACADEMY OF THE ARTS 15 VERNON STREET HARTFORD, CT 06106	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
HARTFORD HOSPITAL P O BOX 5037 HARTFORD, CT 06102	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
HARTFORD STAGE COMPANY 50 CHURCH STREET HARTFORD, CT 06103	NONE	PUBLIC CHARITY	UNRESTRICTED	50,000.
HARTFORD SYMPHONY ORCHESTRA 100 PEARL STREET HARTFORD, CT 06103	NONE	PUBLIC CHARITY	UNRESTRICTED	15,000.
HPPG, INC. 10 COLUMBUS BOULEVARD HARTFORD, CT 06106	NONE	PUBLIC CHARITY	UNRESTRICTED	15,000.
HPPG, INC. 10 COLUMBUS BOULEVARD HARTFORD, CT 06106	NONE	PUBLIC CHARITY	ENDOWMENT FUND	2,000.
Total from continuation sheets				192,000.

KATHERINE K. MCLANE AND HENRY R. MCLANE
CHARITABLE TRUST

06-6537915

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MARK TWAIN HOUSE 351 FARMINGTON AVENUE HARTFORD, CT 06105	NONE	PUBLIC CHARITY	UNRESTRICTED	15,000.
NATIONAL WILDLIFE FOUNDATION 11100 WILDLIFE CENTER DRIVE RESTON, VA 20190	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
NATURAL RESOURCES DEFENSE COUNCIL, INC. 40 WEST 20TH STREET NEW YORK, NY 10011	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
OUR COMPANIONS P O BOX 673 BLOOMFIELD, CT 06002	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
ROARING BROOK NATURE CENTER 70 GRACEY ROAD CANTON, CT 06019	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
SMITH FUND OF SMITH COLLEGE 33 ELM STREET NORTHAMPTON, MA 01063	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
THEATER WORKS 233 PEARL STREET HARTFORD, CT 06103	NONE	PUBLIC CHARITY	UNRESTRICTED	2,000.
UNITED WAY OF THE CAPITAL AREA 30 LAUREL STREET HARTFORD, CT 06106	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
WADSWORTH ATHENEUM 600 MAIN STREET HARTFORD, CT 06103	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
WGBY PUBLIC TELEVISION 44 HAMPDEN STREET SPRINGFIELD, MA 01103	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CORPORATE BOND INTEREST	1,787.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,787.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS CORPORATE STOCK	133,131.	55.	133,076.
TOTAL TO FM 990-PF, PART I, LN 4	133,131.	55.	133,076.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EXCISE TAX REFUND	543.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	543.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SHIPMAN & GOODWIN LLP	49,400.	14,820.		34,580.
TO FM 990-PF, PG 1, LN 16A	49,400.	14,820.		34,580.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	4,920.	0.		0.
FEDERAL EXCISE TAX BALANCE 2011	3,899.	0.		0.
FOREIGN TAXES	1,920.	1,920.		0.
TO FORM 990-PF, PG 1, LN 18	10,739.	1,920.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEES	20.	20.		0.
ACCOUNT MAINTENANCE FEES	100.	100.		0.
TO FORM 990-PF, PG 1, LN 23	120.	120.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - DETAIL ATTACHED	3,202,374.	4,036,410.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,202,374.	4,036,410.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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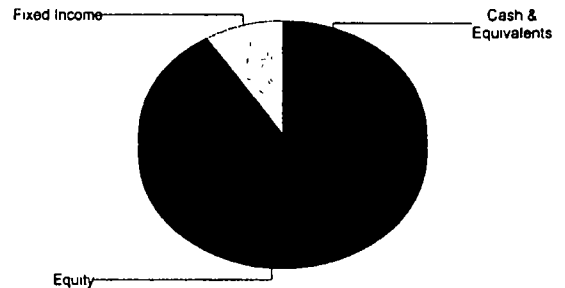
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS -DETAIL ATTACHED	442,107.	446,175.
TOTAL TO FORM 990-PF, PART II, LINE 10C	442,107.	446,175.

**KATHARINE K MCLANE & HENRY R MCLANE
CHARITABLE TRUST HENRY R MCLANE III & JAMES T
BETTS, TRUSTEES**

Account: 33088560
Report Period: From 12/31/2012 To 12/31/2012
Your Contact: JAMES T BETTS
(860) 251-5150
Administrator: EMMA K GARCIA
(860) 251-5130

Portfolio Summary

	Market Value as of 12/31/12	% of Total	Estimated Income
Cash Equivalents	565,754 24	11 21	0 00
Fixed Income	446,175 00	8 84	25,518 00
Equity	4,036,410 40	79 96	123,153 49
Total Assets	5,048,339 64	100 00	148,671.49
Total Assets	5,048,339.64	100.00	148,671.49



Asset Detail Summary

	Cost Basis	% Cost	Market Value	% Mkt	Unrealized Gain/Loss	Estimated Annual Income	Yield At Mkt
CASH & EQUIVALENTS							
MONEY MARKET FUNDS	540,344 94	12 91	540,344 94	10 70	0 00	0 00	0 0
TOTAL CASH & EQUIVALENTS	540,344 94	12 91	540,344 94	10 70	0 00	0 00	0 0
FIXED INCOME							
CORPORATE BOND FUNDS - ETF	442,106 81	10 56	446,175 00	8 84	4,068 19	25,518 00	5 7
TOTAL FIXED INCOME	442,106 81	10 56	446,175 00	8 84	4,068 19	25,518 00	5 7
EQUITY							
COMMON STOCK	2,957,495 96	70 67	3,741,953 00	74 12	784,457 04	114,519 00	3 1
EMERGING MARKETS - ETF	106,287 00	2 54	133,590 00	2 65	27,303 00	1,350 00	1 0
REAL ESTATE INVESTMENT TRUSTS	137,589 81	3 29	160,840 00	3 19	23,250 19	7,285 00	4 5
RIGHTS & WARRANTS	1,001 00	0 02	27 40	0 00	(973 60)	0 00	0 0
TOTAL EQUITY	3,202,373 77	76 52	4,036,410 40	79 96	834,036 63	123,154 00	3 1
Cash							
Principal Cash			25,309 30				
Income Cash			100 00				
Total Cash			25,409 30	0 50			

KATHARINE K MCLANE & HENRY R MCLANE
CHARITABLE TRUST HENRY R MCLANE III & JAMES T
BETTS, TRUSTEES



Account 33088560
Report Period. From 12/31/2012 To 12/31/2012

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Gains and Losses Summary

	Year To Date
Long Term	314,296.08
Short Term	(174.00)
Total Realized Gain/Loss on Cost	314,122.08

KATHARINE K MCLANE & HENRY R MCLANE
CHARITABLE TRUST HENRY R MCLANE III & JAMES T
BETTS, TRUSTEES



Account: 33088560
Report Period From 12/31/2012 To 12/31/2012

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Asset Statement

Units	Description	Cost Basis	Unit Price	Market Value	% Acct	Unrealized Gain/Loss	Estimated Annual Income	Yield At Mkt
<u>CASH & EQUIVALENTS</u>								
Money Markets								
535,477 27	FEDERATED US TREAS CASH - PRINCIPAL	535,477 27	1 00	535,477 27	10 61	0 00	0 00	0 00
4,867 67	FEDERATED US TREAS CASH - INCOME	4,867 67	1 00	4,867 67	0 10	0 00	0 00	0 00
TOTAL Money Markets		540,344.94		540,344.94	10.70	0.00	0.00	0.00
Cash								
	Principal Cash	25,309 30		25,309 30				
	Income Cash	100 00		100 00				
	Total Cash	25,409 30		25,409 30	0 50			
TOTAL CASH & EQUIVALENTS		565,754.24		565,754.24	11.21	0.00	0.00	0.00
<u>FIXED INCOME</u>								
Exchange Traded Funds								
8,000	GUGGENHEIM HI YIELD ETF 2015	211,637 00	26 60	212,800 00	4 22	1,163 00	10,848 00	5 10
2,500	ISHARES IBOXX HIGH YIELD BOND	230,469 81	93 35	233,375 00	4 62	2,905 19	14,670 00	6 29
TOTAL Exchange Traded Funds		442,106.81		446,175.00	8.84	4,068.19	25,518.00	5.72
TOTAL FIXED INCOME		442,106.81		446,175.00	8.84	4,068.19	25,518.00	5.72
<u>EQUITY</u>								
Common Stock								
Consumer Discretionary								
1,000	DARDEN RESTAURANTS INC	40,694 00	45 07	45,070 00	0 89	4,376 00	2,000 00	4 44
1,000	WAL-MART STORES INC	74,320 00	68 23	68,230 00	1 35	(6,090 00)	1,590 00	2 33
TOTAL Consumer Discretionary		115,014.00		113,300.00	2.24	(1,714.00)	3,590.00	3.17
Consumer Staples								
3,000	PEPSICO INC	129,643 89	68 43	205,290 00	4 07	75,646 11	6,450 00	3 14
3,000	PROCTER & GAMBLE	144,007 50	67 89	203,670 00	4 03	59,662 50	6,744 00	3 31
4,000	WALGREEN CO	118,021 25	37 01	148,040 00	2 93	30,018 75	4,400 00	2 97
TOTAL Consumer Staples		391,672.64		557,000.00	11.03	165,327.36	17,594.00	3.16
Energy								
2,000	CHEVRON CORP	73,950 00	108 14	216,280 00	4 28	142,330 00	7,200 00	3 33
3,000	EXXON MOBIL CORP	105,427 00	86 55	259,650 00	5 14	154,223 00	6,840 00	2 63
1,849	NATIONAL OILWELL VARCO INC	112,951 75	68 35	126,379 15	2 50	13,427 40	961 49	0 76
2,000	ROYAL DUTCH SHELL ADR A	88,910 00	68 95	137,900 00	2 73	48,990 00	5,848 00	4 24
TOTAL Energy		381,238.75		740,209.15	14.66	358,970.40	20,849.49	2.82
Financial								
2,000	CHUBB CORP	61,381 83	75 32	150,640 00	2 98	89,258 17	3,280 00	2 18

KATHARINE K MCLANE & HENRY R MCLANE
CHARITABLE TRUST HENRY R MCLANE III & JAMES T
BETTS, TRUSTEES



Account 33088560
Report Period From 12/31/2012 To 12/31/2012

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Asset Statement(Cont'd)

Units	Description	Cost Basis	Unit Price	Market Value	% Acct	Unrealized Gain/Loss	Estimated Annual Income	Yield At Mkt
1,500	JPMORGAN CHASE & CO	59,670 00	43 97	65,953 65	1 31	6,283 65	1,800 00	2 73
TOTAL Financial		121,051.83		216,593.65	4.29	95,541.82	5,080.00	2.35
	Health Care							
3,400	ABBOTT LABORATORIES	170,003 00	65 50	222,700 00	4 41	52,697 00	6,936 00	3 11
3,000	JOHNSON & JOHNSON	153,144 00	70 10	210,300 00	4 17	57,156 00	7,320 00	3 48
14,000	MERRIMACK PHARMACEUTICALS	99,059 60	6 09	85,260 00	1 69	(13,799 60)	0 00	0 00
10,000	PFIZER INC	247,324 50	25 08	250,793 00	4 97	3,468 50	8,800 00	3 51
TOTAL Health Care		669,531.10		769,053.00	15.23	99,521.90	23,056.00	3.00
	Industrials							
1,500	BOEING CO	105,435 00	75 36	113,040 00	2 24	7,605 00	2,640 00	2 34
900	DEERE & CO	69,208 27	86 42	77,778 00	1 54	8,569 73	1,656 00	2 13
6,900	GENERAL ELECTRIC CO	198,996 00	20 99	144,831 00	2 87	(54,165 00)	5,244 00	3 62
1,000	LOCKHEED MARTIN CORP	92,390 00	92 29	92,290 00	1 83	(100 00)	4,600 00	4 98
1,500	UNITED TECHNOLOGIES CORP	123,328 00	82 01	123,015 00	2 44	(313 00)	3,210 00	2 61
TOTAL Industrials		589,357.27		550,954.00	10.91	(38,403.27)	17,350.00	3.15
	Information Technology							
1,500	AUTOMATIC DATA PROCESSING	50,065 08	56 93	85,395 00	1 69	35,329 92	2,610 00	3 06
8,000	INTEL CORP	181,160 00	20 62	164,960 00	3 27	(16,200 00)	7,200 00	4 36
500	IBM	82,298 00	191 55	95,775 00	1 90	13,477 00	1,700 00	1 77
6,000	MICROSOFT CORP	147,685 83	26 71	160,258 20	3 17	12,572 37	5,520 00	3 44
2,000	ORACLE CORP	65,043 50	33 32	66,640 00	1 32	1,596 50	480 00	0 72
TOTAL Information Technology		526,252.41		573,028.20	11.35	46,775.79	17,510.00	3.06
	Materials							
1,000	BHP BILLITON PLC ADR	62,236 70	70 37	70,370 00	1 39	8,133 30	2,280 00	3 24
TOTAL Materials		62,236.70		70,370.00	1.39	8,133.30	2,280.00	3.24
	Real Estate Investment Trusts							
4,000	REALTY INCOME CORPORATION	137,589 81	40 21	160,840 00	3 19	23,250 19	7,284 00	4 53
TOTAL Real Estate Investment Trusts		137,589.81		160,840.00	3.19	23,250.19	7,284.00	4.53
	Telecommunication Services							
3,500	VERIZON COMMUNICATIONS INC	101,141 26	43 27	151,445 00	3 00	50,303 74	7,210 00	4 76
TOTAL Telecommunication Services		101,141.26		151,445.00	3.00	50,303.74	7,210.00	4.76
TOTAL Common Stock		3,095,085.77		3,902,793.00	77.31	807,707.23	121,803.49	3.12
	Exchange Traded Funds							
	Emerging Markets - ETF							
3,000	VANGUARD FTSE EMERGING MKTS ETF	106,287 00	44 53	133,590 00	2 65	27,303 00	1,350 00	1 01
TOTAL Emerging Markets - ETF		106,287.00		133,590.00	2.65	27,303.00	1,350.00	1.01

KATHARINE K MCLANE & HENRY R MCLANE
CHARITABLE TRUST HENRY R MCLANE III & JAMES T
BETTS, TRUSTEES



Account: 33088560
Report Period From 12/31/2012 To 12/31/2012

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Asset Statement(Cont'd)

Units	Description	Cost Basis	Unit Price	Market Value	% Acct	Unrealized Gain/Loss	Estimated Annual Income	Yield At Mkt
TOTAL Exchange Traded Funds		106,287.00		133,590.00	2.65	27,303.00	1,350.00	1.01
Other								
Rights & Warrants								
274	MARINA BIOTECH INC WARRANT EXP 25OCT15	1,000.00	0.10	27.40	0.00	(972.60)	0.00	0.00
67	MARINA BIOTECH INC WTS EXPIRES 11/08/2015	1.00	0.00	0.00	0.00	(1.00)	0.00	0.00
TOTAL Rights & Warrants		1,001.00		27.40	0.00	(973.60)	0.00	0.00
TOTAL Other		1,001.00		27.40	0.00	(973.60)	0.00	0.00
TOTAL EQUITY		3,202,373.77		4,036,410.40	79.96	834,036.83	123,153.49	3.05
GRAND TOTAL ASSETS		4,210,234.82		5,048,339.64	100.00	838,104.82	148,671.49	2.94

Gains and Losses Worksheet

Account: 33088560

KATHARINE K MCLANE & HENRY R MCLANE CHARITABLE TRUST
HENRY R MCLANE III & JAMES T BETTS, TRUSTEES

From 1/1/2012 To 12/31/2012

Tax ID: XX-XXX7915



SCHEDULE OF CAPITAL GAINS AND LOSSES

TRANSACTION DESCRIPTION UNITS

CAPITAL GAINS/LOSSES

COACH INC

900 0000

100 0000

COACH INC

1,100 0000

400 0000

EXXON MOBIL CORP

500 0000

ROYAL DUTCH SHELL ADR A

700 0000

CANADIAN NATIONAL RAILWAY CO

1,000 0000

CHEVRON CORP

540 0000

COLUMBIA SHORT TERM BOND FD Z

7,522 5680

EXXON MOBIL CORP

1,000 0000

JOHNSON & JOHNSON

1,000 0000

PEPSICO INC

1,000 0000

SYNGENTA AG SPONSORED ADR

1,000 0000

COLUMBIA SHORT TERM BOND FD Z

37,048 2330

DATE ACQ.	DATE SOLD	PROCEEDS	COST	SHORT TERM GAIN/LOSS	LONG TERM GAIN/LOSS
12/21/07	05/09/12	62,389 31	(28,206 00)		34,183 31
12/24/07	05/09/12	6,932 15	(3,144 70)		3,787 45
12/21/07	08/01/12	54,451 01	(34,474 00)		19,977 01
12/27/07	08/01/12	19,800 37	(12,335 60)		7,464 77
08/15/06	08/02/12	43,028 12	(22,231 61)		20,796 51
11/21/03	08/02/12	48,206 91	(31,118 50)		17,088 41
06/07/11	08/23/12	90,940 96	(76,778 70)		14,162 26
11/21/03	08/23/12	60,123 25	(19,966 50)		40,156 75
11/21/03	08/24/12	75,000 00	(75,084 05)		(84 05)
08/15/06	08/23/12	87,368 04	(44,463 23)		42,904 81
11/21/03	08/23/12	67,728 48	(51,048 00)		16,680 48
11/21/03	08/23/12	72,708 36	(47,435 50)		25,272 86
06/07/11	09/06/12	69,412 15	(67,867 20)		1,544 95
11/21/03	09/13/12	370,111 85	(369,784 82)		327 03

Gains and Losses Worksheet

Account: 33088560

KATHARINE K MCLANE & HENRY R MCLANE CHARITABLE TRUST HENI

From 1/1/2012 To 12/31/2012

Tax ID: XX-XXX7915



TRANSACTION DESCRIPTION UNITS	DATE ACQ.	DATE SOLD	PROCEEDS	COST	SHORT TERM GAIN/LOSS	LONG TERM GAIN/LOSS
CAPITAL GAINS/LOSSES CONTINUED						
3M CO						
840 0000	11/21/03	09/13/12	76,277.28	(64,881.60)		11,395.68
360 0000	11/21/03	09/13/12	32,690.27	(27,806.40)		4,883.87
AMERICAN EXPRESS CO DTD 05/18/09 7 25% 05/20/14						
25,000 0000	06/05/09	11/09/12	27,320.00	(25,995.25)		1,324.75
EXXON MOBIL CORP						
1,000 0000	11/21/03	12/06/12	87,804.03	(35,430.00)		52,374.03
ASSET CALLED GUGGENHEIM HI YIELD ETF 2012						
1,000 0000	08/22/12	12/31/12	25,209.30	(25,530.00)	(320.70)	
			1,377,501.84	(1,063,581.66)	(320.70)	314,240.88
TOTAL CAPITAL GAINS/LOSSES						
CAPITAL GAIN DISTRIBUTIONS						
CAPITAL GAIN - LONG TERM GUGGENHEIM HI YIELD ETF 2012						
\$0.0552 PER SHARE ON 1,000 SHARES		12/31/12	55.20			55.20
			55.20			55.20
TOTAL CAPITAL GAIN DISTRIBUTIONS						
GRAND TOTAL			1,377,557.04	(1,063,581.66)	(320.70)	314,296.08