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

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

FRANCIS P HINDELONG MEMORIAL TRUST P56910006

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

10 S DEARBORN IL1-0117

City or town, state, and ZIP code

CHICAGO, IL 60603

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 **J** Accounting method: Cash Accrual
 of year (from Part II, col. (c), line
 16) ► \$ 146,129. (Part I, column (d) must be on cash basis)

A Employer identification number

13-7224702

B Telephone number (see instructions)

866- 888-5157

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 ►

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input 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	5,013.	5,013.		
5a Gross rents				
b Net rental income or (loss)	48,230.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a 299,915.				
7 Capital gain net income (from Part IV, line 2)		48,230.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	-85.			
12 Total Add lines 1 through 11	53,158.	53,243.		STMT 1 RECEIVED
13 Compensation of officers, directors, trustees, etc	2,091.	1,569.		523.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 2	528.	28.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	2,619.	1,597.		523.
25 Contributions, gifts, grants paid	110,000.			110,000.
26 Total expenses and disbursements Add lines 24 and 25	112,619.	1,597.		110,523.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-59,461.			
b Net investment income (if negative, enter -0-)		51,646.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2012)

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SCANNED JUL 08 2013
Operating and Administrative Expenses

POSTMARK DATE JUN 27 2013

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	3,747.	14,838.	14,838.
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 ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10	a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	167,034.	69,429.	76,388.
	c Investments - corporate bonds (attach schedule)	26,707.	53,773.	54,903.
11	Investments - land, buildings, and equipment: basis			
	Less accumulated depreciation ► (attach schedule)			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis			
	Less accumulated depreciation ► (attach schedule)			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	197,488.	138,040.	146,129.
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
	Foundations that follow SFAS 117, check here ► and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► X			
27	Capital stock, trust principal, or current funds	197,488.	138,040.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	197,488.	138,040.	
31	Total liabilities and net assets/fund balances (see instructions)	197,488.	138,040.	

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	197,488.
2	Enter amount from Part I, line 27a	2	-59,461.
3	Other increases not included in line 2 (itemize) ► ROUNDING ADJUSTMENT	3	13.
4	Add lines 1, 2, and 3	4	138,040.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	138,040.

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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 PUBLICLY TRADED SECURITIES					
b					
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 299,915.		251,685.	48,230.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	48,230.		
a					
b					
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	48,230.	
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	110,161.	139,551.	0.789396
2010	91,414.	195,133.	0.468470
2009	97,533.	264,079.	0.369333
2008	217,996.	437,920.	0.497799
2007	129,680.	477,051.	0.271837
2 Total of line 1, column (d)			2 2.396835
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 0.479367
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 200,674.
5 Multiply line 4 by line 3			5 96,196.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 516.
7 Add lines 5 and 6			7 96,712.
8 Enter qualifying distributions from Part XII, line 4			8 110,523.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	516.
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		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	2 3 4 5	516. NONE 516.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments.	6a 6b 6c 6d	322. NONE 2,150. 6d
a	2012 estimated tax payments and 2011 overpayment credited to 2012		
b	Exempt foreign organizations - tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d	7	2,472.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	8 9 10	1,956. 1,440.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► <input type="checkbox"/> 516 . Refunded ► <input type="checkbox"/> 11		

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		
<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>			
c	Did the foundation file Form 1120-POL for this year?	1b 1c	X X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b	If "Yes," has it filed a tax return on Form 990-T for this year?	3 4a 4b	X X
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>		
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?		
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>	5 6 7	X X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>AL</u>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>		
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>	8b 9	X X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>JP MORGAN CHASE BANK N.A.</u> Telephone no ► <u>(866)888-5157</u> Located at ► <u>10 SOUTH DEARBORN ST IL1-0117, CHICAGO, IL</u> ZIP+4 ► <u>60603</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>		
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 90-221 If "Yes," enter the name of the foreign country ► <u>16</u>	Yes	No

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.

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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		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>					
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?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?					6b
	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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?					7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK, NA 10 SOUTH DEARBORN STREET, CHICAGO, IL 60603	TRUSTEE 40	2,091.	-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

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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
1NONE	
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
1NONE	
2	
All other program-related investments. See instructions	
3NONE	
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	187,529.
b Average of monthly cash balances	1b	16,201.
c Fair market value of all other assets (see instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	203,730.
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	203,730.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,056.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	200,674.
6 Minimum investment return. Enter 5% of line 5	6	10,034.

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	10,034.
2a Tax on investment income for 2012 from Part VI, line 5	2a	516.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	516.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	9,518.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	9,518.
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	9,518.

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	110,523.
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	110,523.
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	516.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	110,007.

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				9,518.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20 10,20 20		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	110,503.			
b From 2008	196,304.			
c From 2009	84,407.			
d From 2010	81,675.			
e From 2011	103,583.			
f Total of lines 3a through e	576,472.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 110,523.				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				9,518.
e Remaining amount distributed out of corpus	101,005.			
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				
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
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)	110,503.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	566,974.			
10 Analysis of line 9				
a Excess from 2008	196,304.			
b Excess from 2009	84,407.			
c Excess from 2010	81,675.			
d Excess from 2011	103,583.			
e Excess from 2012	101,005.			

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

NOT APPLICABLE

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling				►
b	Check box to indicate whether the foundation is a private operating foundation described in section				4942(j)(3) or 4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				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)(ii)				
(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.

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:

SEE STATEMENT 3

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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				
ST PHILIPS ACADEMY 342 CENTER AVENUE NEWARK NJ 07103	NONE	PUBLIC CHA	GENERAL	25,000.
THE IMMIGRANT LEARNING CENTER 442 MAIN STREET MALDEN MA 02148	NONE	PUBLIC CHA	GENERAL	10,000.
WOUNDED WARRIOR PROJECT 370 7TH AVENUE NEW YORK NY 10001	NONE	PUBLIC CHA	GENERAL	10,000.
THE SCHOLARSHIP FUND FOR INNER-CITY CHILDREN 171 CLIFTON AVENUE NEWARK NJ 07104-0500	NONE	PUBLIC CHA	GENERAL	15,000.
ST FRANCIS XAVIER SCHOOL 594 NORTH 7TH ST NEWARK NJ 07107	NONE	PUBLIC CHA	GENERAL	50,000.
Total			► 3a	110,000.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

1 Program service revenue

a _____
 b _____
 c _____
 d _____
 e _____
 f _____

g Fees and contracts from government agencies

2 Membership dues and assessments

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

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

9 Net income or (loss) from special events

10 Gross profit or (loss) from sales of inventory

11 Other revenue a _____

b DEFERRED INCOME
 c _____
 d _____
 e _____

12 Subtotal Add columns (b), (d), and (e)

13 Total. Add line 12, columns (b), (d), and (e)

(See worksheet in line 13 instructions to verify calculations)

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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		48,230.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____		14		-85.	
b DEFERRED INCOME					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				53,158.	
13 Total. Add line 12, columns (b), (d), and (e)				13	53,158.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼ Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)

NOT APPLICABLE

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

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:		1a(1)	X
(1)	Cash		1a(2)	X
(2)	Other assets			
b	Other transactions:		1b(1)	X
(1)	Sales of assets to a noncharitable exempt organization		1b(2)	X
(2)	Purchases of assets from a noncharitable exempt organization		1b(3)	X
(3)	Rental of facilities, equipment, or other assets		1b(4)	X
(4)	Reimbursement arrangements		1b(5)	X
(5)	Loans or loan guarantees		1b(6)	X
(6)	Performance of services or membership or fundraising solicitations			
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.			

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign _____
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

**Sign
Here**

Under penalties of perjury, I declare to be correct, and complete Declaration of pre-

Anthony Ward

1 06/18/2013

TRUST OFFICER

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION

REVENUE
AND
EXPENSES
PER BOOKS

DEFERRED INCOME

-85.

TOTALS

-85.

STATEMENT 1

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	500.	21.
FOREIGN TAXES ON QUALIFIED FOR	21.	7.
FOREIGN TAXES ON NONQUALIFIED	7.	
TOTALS	528.	28.

FRANCIS P HINDELONG MEMORIAL TRUST P56910006
FORM 990PF, PART XV - LINES 2a - 2d
=====

13-7224702

RECIPIENT NAME:
LAURA J POWER

ADDRESS:
270 PARK AVENUE FLR 16
NEW YORK, NY 10017-2014

FORM, INFORMATION AND MATERIALS:
NONE

SUBMISSION DEADLINES:
NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

STATEMENT 3

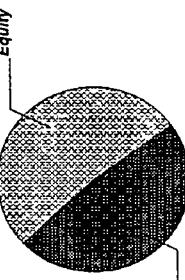
J.P.Morgan

FRANCIS P HINDELONG MEMORIAL TRUST ACCT P56910006
For the Period 12/1/12 to 12/31/12

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	76,957.35	76,387.86	(569.49)	1,022.05	52%
Cash & Fixed Income	66,039.02	67,087.43	1,048.41	2,068.24	48%
Market Value	\$142,996.37	\$143,475.29	\$478.92	\$3,090.29	100%



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value	Cash & Fixed Income
Cash Balance	1,593.44	2,652.65	1,059.21	
Accruals	101.25	120.54	19.29	
Market Value	\$1,694.69	\$2,773.19	\$1,078.50	

PRINCIPAL

Portfolio Activity	Current Period Value	Year-to-Date Value	Current Period Value	Year-to-Date Value
Beginning Market Value	142,996.37	239,056.48	1,593.44	830.24
Withdrawals & Fees		(110,000.00)		(2,591.42)
Net Additions/Withdrawals	\$0.00	(\$110,000.00)	\$0.00	(\$2,591.42)
Income		945.50	1,059.21	4,413.83
Change In Investment Value	478.92	13,473.31		
Ending Market Value	\$143,475.29	\$143,475.29	\$2,652.65	\$2,652.65
Accruals	--	--	120.54	120.54
Market Value with Accruals	--	--	\$2,773.19	\$2,773.19

J.P. Morgan

FRANCIS P HINDELONG MEMORIAL TRUST ACCT. P56910006
For the Period 12/1/12 to 12/31/12

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value	
Domestic Dividends/Distributions	1,015.22	4,576.22	
Interest Income	0.30	4.29	
Taxable Income	\$1,015.52	\$4,580.51	
Tax-Exempt Income	43.69	778.82	
Tax-Exempt Income	\$43.69	\$778.82	
			To-Date Value
			\$8,089.30
			Unrealized Gain/Loss

Cost Summary	Cost
Equity	69,428.51
Cash & Fixed Income	65,957.48
Total	\$135,385.99

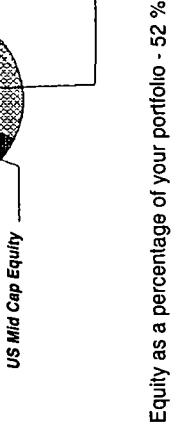
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FRANCIS P HINDELONG MEMORIAL TRUST ACCT P56910006
For the Period 12/1/12 to 12/31/12

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change in Value	Current Allocation
US Large Cap Equity	38,713.40	37,591.73	(1,121.67)	26%
US Mid Cap Equity	10,030.50	10,179.00	148.50	7%
EAFE Equity	14,880.29	15,002.00	121.71	10%
European Large Cap Equity	1,416.00	1,465.20	49.20	1%
Asia ex-Japan Equity	7,566.75	7,670.13	103.38	5%
Emerging Market Equity	4,350.41	4,479.80	129.39	3%
Total Value	\$76,957.35	\$76,387.86	(\$569.49)	52%
Market Value/Cost	Current Period Value			
Market Value	76,387.86			
Tax Cost	69,428.51			
Unrealized Gain/Loss	6,959.35			
Estimated Annual Income	1,022.05			
Accrued Dividends	14.79			
Yield	1.33%			

Equity Detail



J.P.Morgan

J.P.Morgan

FRANCIS P HINDELONG MEMORIAL TRUST ACCT P56910006
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
US Large Cap Equity							
HARTFORD CAPITAL APPRECIATION FUND 416649-30-9 ITIH X	34.38	156.250	5,371.88	5,000.00	377.88	54.06	1.01 %
JPM EQUITY INCOME FD - SEL FUND 3128	10.29	270.603	2,784.50	2,592.38	192.12	102.55	3.68 %
JPM LARGE CAP GROWTH FD - SEL FUND 3118	23.95	117.951	2,824.93	2,618.51	206.42	23.70	0.84 %
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002	22.12	310.508	6,868.44	5,615.58	1,252.86	111.47	1.62 %
MANNING & NAPIER FUND INC EQUITY SERIES 563821-60-2 EXEY X	17.14	327.035	5,605.38	5,413.84	191.54	11.44	0.20 %
PRIMECAP ODYSSEY FUNDS ODYSSEY STK FD 74160Q-30-1 POSK X	15.98	448.369	7,164.94	6,457.40	707.54	110.29	1.54 %
SIT MUT FDS INC DIVIDEND GRWTH 82980D-70-7 SDVG X	14.50	480.804	6,971.66	6,421.01	550.65	120.68	1.73 %
Total US Large Cap Equity			\$37,591.73	\$34,118.72	\$3,473.01	\$534.19	1.42 %
US Mid Cap Equity							
ISHARES RUSSELL MIDCAP INDEX FUND 464287-49-9 IWR	113.10	90.000	10,179.00	9,632.36	546.64	184.68	1.81 %

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FRANCIS P HINDELONG MEMORIAL TRUST ACCT. P56910006
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
EAFE Equity							
ARTISAN INTL VALUE FUND - INV 04314H-8B-1 ARTKX	30.38	253 864	7,712.39	6,535.64		1,176.75	
MFS INTL VALUE-I 55273E-82-2 MINI X	28.17	258 772	7,289.61	6,376.14		913.47	133.00 1.82 %
Total EAFE Equity			\$15,002.00	\$12,911.78		\$2,090.22	\$133.00 0.88 %
 European Large Cap Equity							
VANGUARD MSCI EUROPE ETF 922042-87-4 VGK	48.84	30 000	1,465.20	1,443.13		22.07	44.07 3.01 %
 Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER INSTL FUND 5777-30-83-4 MIPT X	24.41	190 603	4,652.62	4,014.10		638.52	38.50 0.83 %
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	16.81	179.507	3,017.51	2,780.56		236.95	28.72 0.95 %
Total Asia ex-Japan Equity		\$7,670.13	\$6,794.66		\$875.47	\$67.22	0.88 %
 Emerging Market Equity							
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VVWO	44.53	40 000	1,781.20	1,970.60	(189.40)	39.00	2.19 %

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FRANCIS P HINDELONG MEMORIAL TRUST ACCT. P56910006
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
Emerging Market Equity							
VIRTUS INSIGHT TR VIRTUS EMRG FDI	10.31	261.746	2,698.60	2,557.26	141.34	19.89	0.74%
928281-88-9 HIEM X				\$4,527.86	(\$48.06)	\$58.89	1.32%
Total Emerging Market Equity			\$4,479.80				

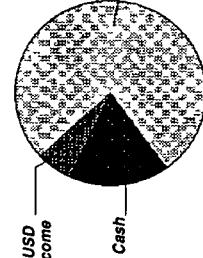
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FRANCIS P HINDELONG MEMORIAL TRUST ACCT. P56910006
For the Period 12/1/12 to 12/31/12

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change in Value	Current Allocation	Asset Categories
Cash	10,955.63	12,184.90	1,229.27	8%	
US Fixed Income	50,786.13	50,583.37	(202.76)	37%	
Foreign Exchange & Non-USD Fixed Income	4,297.26	4,319.16	21.90	3%	
Total Value	\$66,039.02	\$67,087.43	\$1,048.41	48%	<i>Foreign Exchange & Non-USD Fixed Income</i>
Market Value/Cost					<i>Cash</i>
Market Value		67,087.43			
Tax Cost		65,957.48			
Unrealized Gain/Loss		1,129.95			
Estimated Annual Income		2,068.24			
Accrued Interest		105.75			
Yield		3.08%			

Cash & Fixed Income as a percentage of your portfolio - 48 %



SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio	Market Value	% of Bond Portfolio
0.6 months ¹	67,087.43	100%	Cash	12,184.90
			International Bonds	7,121.93
			Mutual Funds	29,721.40
			Other	18,059.20
			Total Value	\$67,087.43
				100%

¹ The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity.

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FRANCIS P HINDELONG MEMORIAL TRUST ACCT. P56910006
For the Period 12/1/12 to 12/31/12

Note: 1 This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account.

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1.00	12,184.90	12,184.90	12,184.90			
						3.65	0.03%
						0.31	
 US Fixed Income							
JPM STR INC OPP FD	11.83	478.54	5,661.16	5,505.66	155.50	228.26	4.03%
FUND 3844 4812A4-35-1						19.62	
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11.33	616.69	6,987.11	6,882.27	104.84	443.40	6.35%
EATON VANCE FLOATING RATE I 277911-49-1	9.12	618.61	5,641.68	5,493.21	148.47	250.53	4.44%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.14	406.93	3,312.37	3,206.57	105.80	233.98	7.06%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.99	634.07	6,968.44	6,752.86	215.58	104.62	1.50%
JPM INTERMEDIATE TAX FREE BD FD - SEL FUND 685 4812A0-44-1	11.33	1,223.29	13,859.83	13,774.20	85.63	415.91	3.00%
						29.36	

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FRANCIS P HINDELONG MEMORIAL TRUST ACCT. P56910006
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
US Fixed Income							
JPM TR I TAX AWARE REAL RTRN FD -SEL FUND 992 4812A2-54-6 091929-63-8	10.49	400.32	4,199.37	4,191.36	8.01	107.68 6.41	2.56 %
BLACKROCK HIGH YIELD BOND	8.09	488.68	3,953.41	3,680.20	293.21	243.36	6.16 %
Total US Fixed Income			\$50,583.37	\$49,466.33	\$1,117.04	\$2,027.74 \$105.44	4.01 %
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11.27	253.63	2,858.39	2,855.01	3.38	16.48	0.58 %
DREYEUS LAUREL EMG MKT DEBT LOC C-1 261980-49-4	15.34	95.23	1,460.77	1,451.24	9.53	20.37	1.40 %
Total Foreign Exchange & Non-USD Fixed Income			\$4,319.16	\$4,306.25	\$12.91	\$36.85	0.86 %



FRANCIS P HINDELONG MEMORIAL TRUST ACCT P56910006
For the Period 12/1/12 to 12/31/12

Portfolio Activity Summary

	PRINCIPAL		INCOME	
	Current Period Value	Year-To-Date Value*	Current Period Value	Year-To-Date Value*
Transactions				
Beginning Cash Balance	10,955.63	--	1,593.44	--
INFLows				
Income		945.50	1,059.21	4,413.83
Total Inflows	\$0.00	\$945.50	\$1,059.21	\$4,413.83
OUTflows **				
Withdrawals		(110,000.00)		
Fees & Commissions				(2,091.42)
Tax Payments				(500.00)
Total Outflows	\$0.00	(\$110,000.00)	\$0.00	(\$2,591.42)
TRADE ACTIVITY				
Settled Sales/Maturities/Redemptions	1,229.27	299,467.95		
Settled Securities Purchased		(181,144.87)		
Total Trade Activity	\$1,229.27	\$118,323.08	\$0.00	\$0.00
Ending Cash Balance	\$12,184.90	--	\$2,652.65	--
Cost Adjustments				
Cost Adjustments		Current Period Value	Year-To-Date Value*	
Total Cost Adjustments		\$0.00	(1.45)	(\$1.45)

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