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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

FRANCIS P HINDELONG MEMORIAL TRUST P56910006

A Employer identification number

13-7224702

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

Room/suite

B Telephone number (see instructions)

10 S DEARBORN IL1-0117

866- 888-5157

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

of year (from Part II, col. (c), line

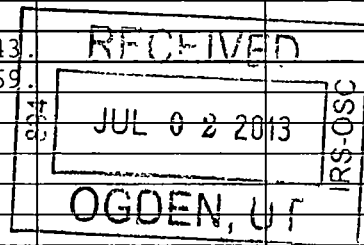
16) ▶ \$ 146,129.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input 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)				
6a Net gain or (loss) from sale of assets not on line 10	48,230.			
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.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	2,091.	1,569.		
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-)				



SCANNED JUL 08 2013

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ENVELOPE JUN 27 2013
POSTMARK DATE

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	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.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	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) ▶ <u>ROUNDING ADJUSTMENT</u>	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.

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) 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			48,230.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	48,230.	
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	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 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	516.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	516.
6 Credits/Payments.			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	322.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	2,150.	
d Backup withholding erroneously withheld	6d		
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	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,956.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ▶ 516. Refunded ▶	11	1,440.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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) ▶ AL		
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		
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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ JP MORGAN CHASE BANK N.A. Telephone no ▶ (866) 888-5157			
Located at ▶ 10 SOUTH DEARBORN ST IL 1-0117, CHICAGO, IL ZIP+4 ▶ 60603				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶	15		
and enter the amount of tax-exempt interest received or accrued during the year ▶				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	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? <input type="checkbox"/>	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/>	2b	X
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) <input type="checkbox"/>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	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)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
1 NONE	
2	
3	
4	

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

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

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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	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 <u>10</u> , 20 <u> </u> , 20 <u> </u>		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 ▶ \$ <u>110,523.</u>				
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	677,477.			
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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ST 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 WARRIORS 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	

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated

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

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

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION

REVENUE
AND
EXPENSES
PER BOOKS

DEFERRED INCOME

-85.

TOTALS

-85.
=====

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

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



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

Account Summary

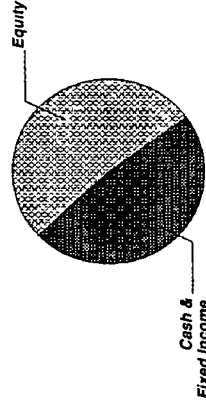
PRINCIPAL

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 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

Asset Allocation



PRINCIPAL

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	142,996.37	239,056.48
Withdrawals & Fees		(110,000.00)
Net Additions/Withdrawals	\$0.00	(\$110,000.00)
Income		945.50
Change In Investment Value	478.92	13,473.31
Ending Market Value	\$143,475.29	\$143,475.29
Accruals	--	--
Market Value with Accruals	--	--

INCOME

	Current Period Value	Year-to-Date Value
	1,593.44	830.24
		(2,591.42)
	\$0.00	(\$2,591.42)
	1,059.21	4,413.83
	\$2,652.65	\$2,652.65
	120.54	120.54
	\$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

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

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	1,229.27	1,231.32
ST Realized Gain/Loss		12,535.17
LT Realized Gain/Loss		34,018.07
Realized Gain/Loss	\$1,229.27	\$47,784.56
Unrealized Gain/Loss		\$8,089.30



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

Equity Summary

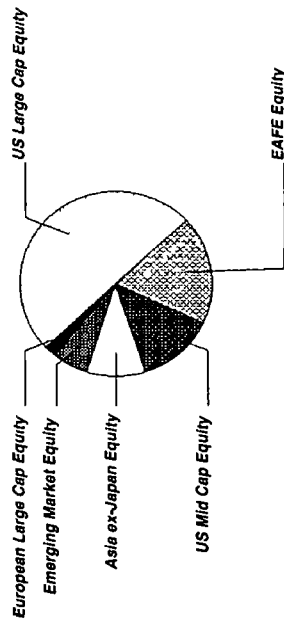
Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	38,713.40	37,591.73	(1,121.67)	26%
US Mid Cap Equity	10,030.50	10,179.00	148.50	7%
EAFE Equity	14,880.29	15,002.00	121.71	10%
European Large Cap Equity	1,416.00	1,465.20	49.20	1%
Asia ex-Japan 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

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

Asset Categories



Equity as a percentage of your portfolio - 52 %

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 ITHI X	34.38	156.250	5,371.88	5,000.00	371.88	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%
4812C0-49-8 HLIE X						14.16	
JPM LARGE CAP GROWTH FD - SEL							
FUND 3118	23.95	117.951	2,824.93	2,618.51	206.42	23.70	0.84%
4812C0-53-0 SEEG X						0.63	
JPM US LRGE CAP CORE PLUS FD - SEL							
FUND 1002	22.12	310.508	6,868.44	5,615.58	1,252.86	111.47	1.62%
4812A2-38-9 JLPS X							
MANNING & NAPIER FUND INC							
EQUITY SERIES	17.14	327.035	5,605.38	5,413.84	191.54	11.44	0.20%
563821-60-2 EXEY X							
PRIMECAP ODYSSEY FUNDS							
ODYSSEY STK FD	15.98	448.369	7,164.94	6,457.40	707.54	110.29	1.54%
74160Q-30-1 POSK X							
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%
						\$14.79	
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%



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-88-1 ARTK X	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 577130-83-4 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 VWO	44.53	40 000	1,781 20	1,970.60	(189 40)	39 00	2 19%



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 FD I 92828T-88-9 HIEM X	10.31	261.746	2,698.60	2,557.26	141.34	19.89	0.74%
Total Emerging Market Equity			\$4,479.80	\$4,527.86	(\$48.06)	\$58.89	1.32%

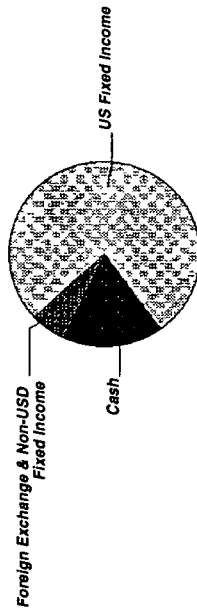


FRANCIS P HINDELONG MEMORIAL TRUST ACCT. P56910006
For the Period 12/1/12 to 12/31/12

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
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%

Market Value/Cost	Current Period Value
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 MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	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.

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	12,184.90	18%
International Bonds	7,121.93	10%
Mutual Funds	29,721.40	46%
Other	18,059.20	26%
Total Value	\$67,087.43	100%



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 0.31	0.03% ¹
US Fixed Income							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11.83	478.54	5,661.16	5,505.66	155.50	228.26 19.62	4.03%
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 20.65	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 21.16	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 8.24	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 29.36	3.00%



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

	Price	Quantity	Value	Adjusted Tax Cost		Unrealized Gain/Loss	Est. Annual Income		Yield
				Original Cost			Accrued Interest		
US Fixed Income									
JPM TRI TAX AWARE REAL RTRN FD -SEL FUND 992 4812A2-54-6	10.49	400.32	4,199.37	4,191.36		8.01	107.68 6.41		2.56%
BLACKROCK HIGH YIELD BOND 091929-63-8	8.09	488.68	3,953.41	3,660.20		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%
DREYFUS 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

Transactions	PRINCIPAL		INCOME	
	Current Period Value	Year-To-Date Value*	Current Period Value	Year-To-Date Value*
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		(1.45)		
Total Cost Adjustments	\$0.00	(\$1.45)		

J.P.Morgan