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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 02/01, 2012, and ending 01/31, 2013

Name of foundation: UD GEORGE ARENTS JR CERIMON FUND

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

Room/suite: _____

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

A Employer identification number: 13-6069576

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

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

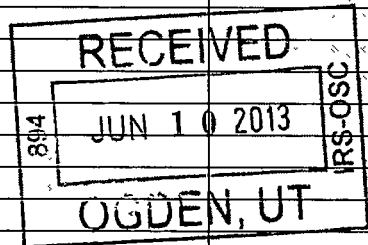
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,929,136.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	114,933.	114,916.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	16,184.			
b	Gross sales price for all assets on line 6a <u>281,988.</u>				
7	Capital gain net income (from Part IV, line 2)		16,184.		
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)				
12	Total. Add lines 1 through 11	131,117.	131,100.		
13	Compensation of officers, directors, trustees, etc.	48,950.	29,370.		19,580.
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 4	7,020.	1,116.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 5	250.			250.
24	Total operating and administrative expenses. Add lines 13 through 23	56,220.	30,486.		19,830.
25	Contributions, gifts, grants paid	170,900.			170,900.
26	Total expenses and disbursements Add lines 24 and 25	227,120.	30,486.		190,730.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-96,003.			
b	Net investment income (if negative, enter -0-)		100,614.		
c	Adjusted net income (if negative, enter -0-)				



ENVELOPE POSTMARK DATE JUN 07 2013 / 2013

SCANNED JUN 11 2013

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	13,392.	86,261.	86,261.
	2	Savings and temporary cash investments	33,214.		
	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)	1,448,530.		
	c	Investments - corporate bonds (attach schedule)	1,732,380.		
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	86,777.	3,250,759.	3,842,875.
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	120,000.			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,434,293.	3,337,020.	3,929,136.	
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	3,434,293.	3,337,020.	
	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)	3,434,293.	3,337,020.		
31	Total liabilities and net assets/fund balances (see instructions)	3,434,293.	3,337,020.		

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	3,434,293.
2	Enter amount from Part I, line 27a	2	-96,003.
3	Other increases not included in line 2 (itemize) ▶ <u>DIGITAL RLTY MUTUAL ADJUSTMENT</u>	3	72.
4	Add lines 1, 2, and 3	4	3,338,362.
5	Decreases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 6</u>	5	1,342.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,337,020.

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 281,988.		265,804.	16,184.			
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				
a			16,184.			
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	16,184.	
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	188,161.	3,900,064.	0.048246
2010	173,404.	3,763,413.	0.046076
2009	188,572.	3,528,075.	0.053449
2008	213,659.	3,919,492.	0.054512
2007	215,131.	4,550,869.	0.047273
2 Total of line 1, column (d)			0.249556
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			0.049911
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			3,850,696.
5 Multiply line 4 by line 3			192,192.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,006.
7 Add lines 5 and 6			193,198.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			190,730.

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	2,012.
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	2,012.
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	2,012.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,672.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,672.
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	1,660.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ▶ 1,660. Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NONE	13	X	
14	The books are in care of SEE STATEMENT 7 Telephone no _____ Located at _____ ZIP+4 _____			
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		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country _____	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? _____ Organizations relying on a current notice regarding disaster assistance check here _____	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? _____	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) _____	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) _____	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? _____	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? _____	4b	X

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

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

(1) Carry on propaganda, 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 No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 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
BANK OF AMERICA 114 W 47TH ST, NEW YORK, NY 10036	CO-TRUSTEE 5	41,330.	- 0 -	- 0 -
PATRICIA DAVIDSON 484 JOSHUATOWN RD, LYME, CT 06371	CO-TRUSTEE 5	7,620.		

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

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

Total number of other employees paid over \$50,000 **NONE**

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,784,408.
b	Average of monthly cash balances	1b	124,928.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,909,336.
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	3,909,336.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58,640.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,850,696.
6	Minimum investment return. Enter 5% of line 5	6	192,535.

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	192,535.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,012.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,012.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	190,523.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	190,523.
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	190,523.

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	190,730.
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	190,730.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	190,730.

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				190,523.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			170,897.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ <u>190,730.</u>				
a Applied to 2011, but not more than line 2a			170,897.	
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				19,833.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE	
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE	
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				170,690.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMISTAD ACADEMY DIRECTOR OF EXTERNAL RELATION 403 JAMES STREET NEW HAVEN CT 06513	NONE	PC	UNRESTRICTED GENERAL SUPPORT	31,800.
THE LAWRENCENVILLE SCHOOL DIRECTOR OF ALUMNI BOX 6125 LAWRENCENVILLE NJ 08648	NONE	PC	UNRESTRICTED GENERAL SUPPORT	66,225.
LYME PUBLIC HALL ASSOCIATION 249 HUMBURG RD OLD LYME CT 06371	NONE	PC	UNRESTRICTED GENERAL SUPPORT	875.
ISLAND INSTITUTE 348 MAIN STREET; PO BOX 648 ROCKLAND ME 0484	NONE	PC	UNRESTRICTED GENERAL SUPPORT	15,000.
TEACHERS AND WRITERS 520 EIGHTH AVE SUITE 2020 NEW YORK NY 10011-	NONE	PC	UNRESTRICTED GENERAL SUPPORT	57,000.
Total ▶ 3a				170,900.
b Approved for future payment				
Total ▶ 3b				

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	2,982.	2,982.
ABBOTT LABORATORIES	416.	416.
ALLSTATE CORP SR NT	7,500.	7,500.
ALTRIA GROUP INC	488.	488.
AMERICAN ELECTRIC POWER CO	265.	265.
AMERICAN EXPRESS CO	152.	152.
AMGEN INC COM	167.	167.
APPLE INC COM	37.	37.
AUTOMATIC DATA PROCESSING INC	279.	279.
BHP BILLITON LIMITED ADR	172.	172.
BLACKROCK INC CL A	240.	240.
BOEING CO	175.	175.
BRISTOL MYERS SQUIBB CO COM	815.	815.
CME GROUP INC COM	478.	478.
CMS ENERGY CORP COM	129.	129.
CHEVRONTEXACO CORP COM	895.	895.
CHUBB CORPORATION	218.	218.
COLUMBIA ACORN FUND CLASS Z SHARES	283.	283.
CMG ULTRA SHORT TERM BOND FUND	2,295.	2,295.
COLUMBIA SHORT TERM BOND FUND CLASS Z SH	4,723.	4,723.
COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND	7,791.	7,791.
COLUMBIA PACIFIC/ASIA FUND CLASS Z SHARE	1,700.	1,700.
COLUMBIA BOND FUND CLASS Z SHARES	8,719.	8,719.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	372.	372.
DIGITAL RLTY TR INC REITS	213.	196.
DOMINION RESOURCES INC	122.	122.
DOVER CORPORATION	278.	278.
DUPONT E I DE NEMOURS & CO COM	4,373.	4,373.
EMERSON ELEC CO	188.	188.
EXXON MOBIL CORPORATION	652.	652.
FIDELITY ADVISOR FLOATING RATE HIGH INCO	3,052.	3,052.
FRANKLIN FTLG RATE DAILY ACCESS FUND CL	3,808.	3,808.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GALLAGHER ARTHUR J & CO	205.	205.
GENERAL ELEC CAP CORP SR UNSECD MTN CALL	7,500.	7,500.
GLAXO PLC	710.	710.
HEINZ H J CO	405.	405.
HOME DEPOT INC	507.	507.
HONEYWELL INTERNATIONAL INC	306.	306.
INTEL CORPORATION	709.	709.
INTERNATIONAL BUSINESS MACHS	446.	446.
ISHARES MSCI PACIFIC EX-JAPAN INDEX FUND	2,458.	2,458.
J P MORGAN CHASE & CO COM	462.	462.
JOHNSON & JOHNSON	2,863.	2,863.
KIMBERLY CLARK CORP COM	408.	408.
KINDER MORGAN INC DEL COM	374.	374.
LIMITED BRANDS INC COM	214.	214.
MACYS INC COM	59.	59.
MCDONALDS CORP	471.	471.
MERCK & CO INC 02/18/2003 4.375% 02/15/2	4,375.	4,375.
MERCK & CO INC NEW COM	711.	711.
MEREDITH CORP	200.	200.
METLIFE INC	75.	75.
MICROSOFT CORPORATION	617.	617.
NEXTERA ENERGY INC COM	211.	211.
NORDSTROM INCORPORATED	103.	103.
NORFOLK SOUTHERN CORP	140.	140.
NUCOR CORP	180.	180.
OCCIDENTAL PETROLEUM CORPORATION	257.	257.
PNC BK CORP	267.	267.
PARKER HANNIFIN CORPORATION	104.	104.
PENN WEST PETE LTD NEW COM	174.	174.
PFIZER INC	795.	795.
PHILIP MORRIS INTL INC COM	1,085.	1,085.
PIMCO COMMODITY REALRETURN STRATEGY FUND	2,901.	2,901.
PRICE T ROWE GROUP INC COM	255.	255.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PROCTER & GAMBLE CO COM	369.	369.
PUBLIC SERVICE ENTERPRISE GROUP INC	156.	156.
PUBLIC STORAGE INC	172.	172.
RPM INCORPORATED OHIO	212.	212.
RAYTHEON CO COM NEW	301.	301.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	980.	980.
SEMPRA ENERGY	350.	350.
SHERWIN WILLIAMS COMPANY	144.	144.
TJX COMPANIES INCORPORATED NEW	67.	67.
TARGET CORP	54.	54.
TEMPLETON GLOBAL BD FUND ADVISOR CL	2,388.	2,388.
TEXAS INSTRS INC	143.	143.
TIME WARNER INC NEW COM	278.	278.
UGI CORPORATION NEW	6,420.	6,420.
US BANCORP DEL COM NEW	335.	335.
UNITED STATES TREAS NT DTD 07/02/07 4.87	1,828.	1,828.
UNITED STATES TREAS NT DTD 10/31/07 3.87	3,875.	3,875.
UNITED TECHNOLOGIES CORP	235.	235.
V F CORPORATION	22.	22.
VANGUARD FTSE EMERGING MKTS ETF	2,726.	2,726.
VERIZON COMMUNICATIONS	1,149.	1,149.
WAL-MART STORES INCORPORATED	169.	169.
WAL MART STORES INC 04/29/2003 4.55% 05/	6,825.	6,825.
WASTE MANAGEMENT INC	199.	199.
WELLS FARGO COMPANY	295.	295.
WESTAR ENERGY INC COM	129.	129.
WISCONSIN ENERGY CORPORATION	102.	102.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	97.	97.
ACCENTURE PLC CL A COM	285.	285.
ACE LTD COM	27.	27.
TRANSOCEAN LTD COM	77.	77.
TOTAL	114,933.	114,916.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	173.	173.
EXCISE TAX - PRIOR YEAR	2,232.	
EXCISE TAX ESTIMATES	3,672.	
FOREIGN TAXES ON QUALIFIED FOR	610.	610.
FOREIGN TAXES ON NONQUALIFIED	333.	333.
	-----	-----
TOTALS	7,020.	1,116.
	=====	=====

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER CHARITABLE EXPENSES

250.

250.

TOTALS

250.
=====

250.
=====

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

=====

DESCRIPTION

AMOUNT

SECURITIES ADJUSTMENT

1,340.

ROUNDING ADJUSTMENT

2.

TOTAL

1,342.

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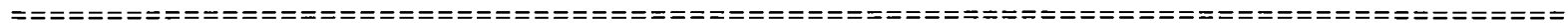
FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: US TRUST FIDUCIARY TAX SERVICES

ADDRESS: PO BOX 1802, 111 WESTMINSTER ST
PROVIDENCE, RI 02901

TELEPHONE NUMBER: (888)866-3275

FEDERAL FOOTNOTES



THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

Custom Portfolio Holdings Detail Report

As of: January 31, 2013

UD GEORGE ARENTS JR CERIMON FUND

Federal ID# 13-6069576

Asset Description 2	Cusip	Market Value	Fed Tax Cost	Unrealized Gain/Loss	Fed Tax Cost	Accrual
ABBOTT LABS	002824100	9,825.20	13,226.87	(3,401.67)	40.60	
ABBVIE INC	00287Y109	10,163.13	2,423.67		7,739.46	110.80
ACCENTURE PLC	G1151C101	13,802.88	9,200.06		4,602.82	0.00
ACE LTD	H0023R105	7,423.71	6,753.47		670.24	0.00
ALLSTATE CORP	020002AR2	159,642.00	148,933.50		10,708.50	3,458.33
ALTRIA GROUP INC	02209S103	9,666.16	4,622.21		5,043.95	0.00
AMERICAN ELEC PWR INC	025537101	6,385.89	5,470.07		915.82	0.00
AMERICAN EXPRESS CO	025816109	11,467.95	4,606.91		6,861.04	39.00
AMGEN INC	031162100	16,066.48	12,755.82		3,310.66	0.00
APPLE INC	037833100	6,376.86	8,785.72		(2,408.86)	0.00
AT&T INC	00206R102	22,474.34	5,909.29		16,565.05	290.70
AT&T INC	00206R102	34,616.05	9,101.76		25,514.29	447.75
AUTOMATIC DATA PROCESSING INC	053015103	10,197.88	5,681.28		4,516.60	0.00
BANK OF AMERICA MONEY MARKET	994458719	86,261.27	86,261.27		0.00	12.57
BANK OF AMERICA MONEY MARKET	994458719	9,951.14	9,951.14		0.00	0.82
BHP BILLITON LTD	088606108	6,061.44	3,586.55		2,474.89	0.00
BLACKROCK INC	09247X101	9,451.20	6,578.56		2,872.64	0.00
BOEING CO	097023105	11,228.24	10,448.66		779.58	0.00
BRISTOL MYERS SQUIBB CO	110122108	22,840.48	13,458.84		9,381.64	209.65
CHEVRON CORP	166764100	29,363.25	17,354.02		12,009.23	0.00
CHUBB CORP	171232101	10,600.92	8,139.14		2,461.78	0.00
CME GROUP INC	12572Q105	7,808.40	7,620.28		188.12	0.00
CMG ULTRA SHORT TERM BOND	19765E823	245,517.15	244,972.16		544.99	135.12
CMS ENERGY CORP	125896100	4,600.30	3,856.54		743.76	0.00
COLUMBIA ACORN FUND	197199409	61,070.28	54,764.41		6,305.87	0.00
COLUMBIA BOND FUND	19765Y886	234,250.00	231,000.00		3,250.00	445.06
COLUMBIA MULTI-ADVISOR INTL	19765H677	205,983.69	287,799.70		(81,816.01)	0.00
COLUMBIA PACIFIC/ASIA FUND	19765Y720	69,360.35	92,366.95		(23,006.60)	0.00
COLUMBIA SELECT LARGE CAP GROWTH	19765Y688	155,243.13	114,229.58		41,013.55	0.00
COLUMBIA SHORT TERM BOND FUND	19765H362	324,995.46	320,345.49		4,649.97	288.46
DIAGEO PLC	25243Q205	15,986.20	9,001.59		6,984.61	0.00
DIGITAL RLTY TR INC	253868103	6,655.18	5,171.07		1,484.11	0.00
DOMINION RES INC VA NEW	25746U109	4,166.47	3,903.46		263.01	0.00
DOVER CORP	260003108	14,458.62	9,818.42		4,640.20	0.00
DU PONT E I DE NEMOURS & CO	263534109	10,771.15	11,954.96		(1,183.81)	0.00
DU PONT E I DE NEMOURS & CO	263534109	113,880.00	105,397.36		8,482.64	0.00

DUKE ENERGY CORP	26441C204	4,399.36	4,158.25	241.11	0.00
EMERSON ELEC CO	291011104	6,698.25	4,158.40	2,539.85	0.00
EXXON MOBIL CORP	30231G102	27,260.91	21,035.01	6,225.90	0.00
FIDELITY ADVISOR FLOATING RATE	315807552	83,587.46	83,000.00	587.46	224.93
FRANKLIN FTLG RATE DAILY ACCESS	353612781	82,550.38	83,000.00	(449.62)	282.60
GENERAL ELEC CAP CORP	36962GH23	150,226.50	149,812.50	414.00	2,520.83
HEINZ H J CO	423074103	12,126.00	8,891.24	3,234.76	0.00
HOME DEPOT INC	437076102	28,909.44	16,154.64	12,754.80	0.00
HONEYWELL INTL INC	438516106	13,648.00	9,397.00	4,251.00	0.00
INTEL CORP	458140100	17,147.60	15,817.22	1,330.38	0.00
INTERNATIONAL BUSINESS MACHS	459200101	27,414.45	12,364.56	15,029.89	0.00
ISHARES MSCI PACIFIC EX-JAPAN	464286665	60,011.70	61,432.60	(1,420.90)	0.00
J P MORGAN CHASE & CO	46625H100	18,114.25	13,235.94	4,878.31	0.00
JOHNSON & JOHNSON	478160104	21,806.40	8,155.57	13,650.83	0.00
JOHNSON & JOHNSON	478160104	73,920.00	2,131.25	71,788.75	0.00
KIMBERLY CLARK CORP	494368103	12,352.38	8,864.07	3,488.31	0.00
KINDER MORGAN INC DEL	49456B101	10,451.34	8,504.92	1,946.42	103.23
MACYS INC	55616P104	3,911.49	3,983.86	(72.37)	0.00
MARSH & MCLENNAN COS INC	571748102	8,550.68	8,284.41	266.27	55.43
MCDONALDS CORP	580135101	15,627.56	9,268.88	6,358.68	0.00
MERCK & CO INC	58933Y105	18,035.25	12,962.20	5,073.05	0.00
MERCK & CO INC	589331AH0	100,115.00	99,317.00	798.00	2,017.36
MEREDITH CORP	589433101	4,750.06	2,178.23	2,571.83	0.00
METLIFE INC	59156R108	3,808.68	2,625.18	1,183.50	0.00
MICROSOFT CORP	594918104	20,258.10	19,601.31	656.79	0.00
NEXTERA ENERGY INC	65339F101	6,340.40	5,978.19	362.21	0.00
NORDSTROM INC	655664100	5,246.85	2,756.18	2,490.67	0.00
OCCIDENTAL PETE CORP DEL	674599105	10,504.13	6,405.24	4,098.89	0.00
PARKER HANNIFIN CORP	701094104	5,950.08	5,163.07	787.01	0.00
PFIZER INC	717081103	24,633.84	17,877.13	6,756.71	216.72
PHILIP MORRIS INTL INC	718172109	29,180.96	16,540.02	12,640.94	0.00
PIMCO COMMODITY REALRETURN	722005667	87,695.10	120,000.00	(32,304.90)	0.00
PLUM CREEK TIMBER CO INC	729251108	231,023.10	77,324.62	153,698.48	0.00
PNC FINL SVCS GROUP INC	693475105	10,629.60	9,523.15	1,106.45	68.80
PRICE T ROWE GROUP INC	74144T108	7,712.28	3,328.58	4,383.70	0.00
PROCTER & GAMBLE CO	742718109	12,551.72	10,554.82	1,996.90	93.85
PUBLIC STORAGE INC	74460D109	6,003.27	4,281.18	1,722.09	0.00
RAYTHEON CO	755111507	9,377.04	7,743.88	1,633.16	89.00
ROYAL DUTCH SHELL PLC	780259206	20,450.80	14,655.49	5,795.31	0.00
RPM INTL INC	749685103	7,521.61	5,342.22	2,179.39	0.00
SEMPRA ENERGY	816851109	6,529.35	4,297.20	2,232.15	0.00
SHERWIN WILLIAMS CO	824348106	15,403.30	6,253.39	9,149.91	0.00
SIMON PPTY GROUP INC NEW	828806109	4,164.68	4,062.29	102.39	0.00
TEMPLETON GLOBAL BD FUND	880208400	40,107.30	42,000.00	(1,892.70)	0.00

TEXAS INSTRS INC	882508104	6,582.92	5,044.02	1,538.90	41.79
TIME WARNER INC	887317303	13,488.84	10,277.53	3,211.31	0.00
TJX COS INC NEW	872540109	6,867.36	1,515.24	5,352.12	0.00
UGI CORP NEW	902681105	211,440.00	41,422.40	170,017.60	0.00
UNITED TECHNOLOGIES CORP	913017109	4,553.64	2,192.84	2,360.80	0.00
US BANCORP DEL	902973304	14,199.90	13,568.21	631.69	0.00
V F CORP	918204108	3,689.50	4,225.12	(535.62)	0.00
VANGUARD FTSE EMERGING MKTS ETF	922042858	111,622.80	123,433.38	(11,810.58)	0.00
VERIZON COMMUNICATIONS INC	92343V104	24,857.70	22,540.31	2,317.39	293.55
WAL-MART STORES INC	931142103	7,414.70	6,164.00	1,250.70	0.00
WAL-MART STORES INC	931142BT9	151,501.50	153,300.00	(1,798.50)	1,706.24
WASTE MGMT INC DEL	94106L109	5,093.20	4,574.79	518.41	0.00
WELLS FARGO & CO	949746101	12,155.67	11,274.56	881.11	87.25
WESTAR ENERGY INC	95709T100	5,893.72	5,734.08	159.64	0.00
WISCONSIN ENERGY CORP	976657106	4,455.59	3,862.49	593.10	0.00
		\$ 3,929,136.54	\$ 3,337,020.64	\$	13,280.44

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