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

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 03/01, 2012, and ending 02/28, 2013

POSTMARK DATE OCT 04 2013

Name of foundation: **RORABACK LEWIS P TRUST**

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
06-6233067

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
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

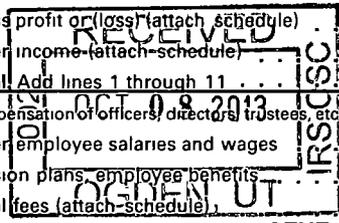
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 28,374,150.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	625,635.	625,635.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,379,594.			
	b Gross sales price for all assets on line 6a	26,952,299.			
	7 Capital gain net income (from Part IV, line 2)		2,379,594.		
	8 Net short-term capital gain				
9 Income modifications					
Operating and Administrative Expenses	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)	211.	171,062.		STMT 4
	12 Total. Add lines 1 through 11	3,005,440.	3,176,291.		
	13 Compensation of officers, directors, trustees, etc.	136,279.	81,767.		54,512.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 5	980.	NONE	NONE	980.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	83,275.	8,503.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule) STMT 7	77.	66,140.			
24 Total operating and administrative expenses. Add lines 13 through 23	220,611.	156,410.	NONE	55,492.	
25 Contributions, gifts, grants paid	1,234,447.			1,234,447.	
26 Total expenses and disbursements. Add lines 24 and 25	1,455,058.	156,410.	NONE	1,289,939.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,550,382.				
b Net investment income (if negative, enter -0-)		3,019,881.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	NONE		
	2	Savings and temporary cash investments	269,021.	246,327.	246,327.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	NONE		
	b	Investments - corporate stock (attach schedule) STMT 8	23,976,006.	23,685,753.	24,633,236.
	c	Investments - corporate bonds (attach schedule)	NONE		
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	NONE		
	12	Investments - mortgage loans	NONE		
	13	Investments - other (attach schedule) STMT 9	1,240,153.	3,132,595.	3,494,587.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	NONE			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	25,485,180.	27,064,675.	28,374,150.	
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	25,485,180.	27,064,675.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	NONE		
30	Total net assets or fund balances (see instructions)	25,485,180.	27,064,675.		
31	Total liabilities and net assets/fund balances (see instructions)	25,485,180.	27,064,675.		

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	25,485,180.
2	Enter amount from Part I, line 27a	2	1,550,382.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	62,842.
4	Add lines 1, 2, and 3	4	27,098,404.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	33,729.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27,064,675.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a PUBLICLY TRADED SECURITIES				
b OTHER GAINS AND LOSSES				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 23,702,807.		21,474,621.	2,228,186.	
b 3,242,800.		3,091,700.	151,100.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			2,228,186.	
b			151,100.	
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	2,379,594.
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	1,335,541.	26,610,436.	0.050189
2010	1,323,490.	25,845,495.	0.051208
2009	839,612.	23,766,015.	0.035328
2008	1,161,054.	24,966,765.	0.046504
2007			
2 Total of line 1, column (d)			0.183229
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			0.045807
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			27,371,825.
5 Multiply line 4 by line 3			1,253,821.
6 Enter 1% of net investment income (1% of Part I, line 27b)			30,199.
7 Add lines 5 and 6			1,284,020.
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			1,289,939.

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)	}	1	30,199.
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		30,199.
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		30,199.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		103,124.
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		103,124.
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		72,925.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 30,200. Refunded <input type="checkbox"/>	11		42,725.

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of PRIVATE BANK TAX SERVICES Telephone no (888) 866-3275
Located at P.O. BOX 1802, PROVIDENCE, RI ZIP+4 02901-1802
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly).
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
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, N.A. PO BOX 1802, PROVIDENCE, RI 02903	TRUSTEE 1	136,279.	-0-	-0-

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

2	

3	

4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	

2	

All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	27,426,954.
b	Average of monthly cash balances	1b	361,701.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	27,788,655.
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	27,788,655.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	416,830.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,371,825.
6	Minimum investment return. Enter 5% of line 5	6	1,368,591.

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	1,368,591.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	30,199.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	2,899.
c	Add lines 2a and 2b	2c	33,098.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,335,493.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,335,493.
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	1,335,493.

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	1,289,939.
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	1,289,939.
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	30,199.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,259,740.

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				1,335,493.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			269,180.	
b Total for prior years 20 <u>10</u> , 20 <u>20</u> , 20 <u>20</u>		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>1,289,939.</u>				
a Applied to 2011, but not more than line 2a			269,180.	
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				1,020,759.
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				314,734.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CONN CHILDRENS MEDICAL CTR ATTN PAT CARTER HARTFORD CT 06106	NONE	PC	UNRESTRICTED GENERAL SUPPORT	127,467.
UNITED WAY INC. 30 LAUREL ST HARTFORD CT 06106-1361	NONE	PC	UNRESTRICTED GENERAL SUPPORT	8,044.
HARTFORD HOSPITAL THOMAS MARCHOZZI HARTFORD CT 06115-2701	NONE	PC	UNRESTRICTED GENERAL SUPPORT	308,612.
THE SALVATION ARMY INC ATTN: RICHARD D. ALLEN WEST NYACK NY 10994-1	NONE	PC	UNRESTRICTED GENERAL SUPPORT	57,700.
UNITED WAY INC. ANTHONY J MASCARO JR HARTFORD CT 06106-1361	NONE	PC	UNRESTRICTED GENERAL SUPPORT	115,401.
SAINT FRANCIS HOSP & MED CENTER DONNA GILBERT DIR OF ACCTG HARTFORD CT 06105	NONE	PC	UNRESTRICTED GENERAL SUPPORT	555,501.
YOUNG MENS CHRISTIAN ASSN HTPD ATTN JOE WEIST VP FINANCE HARTFORD CT 06103-	NONE	PC	UNRESTRICTED GENERAL SUPPORT	61,722.
Total			▶ 3a	1,234,447.
b Approved for future payment				
Total			▶ 3b	

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?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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?
b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here: Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature: BANK OF AMERICA, N.A. Date: 09/18/2013 Title: SVP Tax

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 self-employed if PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

**Gains and Losses From Section 1256
 Contracts and Straddles**

▶ Information about Form 6781 and its instructions is at www.irs.gov/form6781
 ▶ Attach to your tax return.

Name(s) shown on tax return: **RORABACK LEWIS P TRUST** Identifying number: **06-6233067**

Check all applicable boxes (see instructions):

<input type="checkbox"/> A	Mixed straddle election	<input type="checkbox"/> C	Mixed straddle account election
<input type="checkbox"/> B	Straddle-by-straddle identification election	<input type="checkbox"/> D	Net section 1256 contracts loss election

Part I Section 1256 Contracts Marked to Market

(a) Identification of account	(b) (Loss)	(c) Gain
1 SEE STATEMENT 14	6,384.	
2 Add the amounts on line 1 in columns (b) and (c)	2 (6,384.)	
3 Net gain or (loss) Combine line 2, columns (b) and (c)		3 -6,384.
4 Form 1099-B adjustments See instructions and attach statement		4
5 Combine lines 3 and 4		5 -6,384.
<i>Note: If line 5 shows a net gain, skip line 6 and enter the gain on line 7. Partnerships and S corporations, see instructions</i>		
6 If you have a net section 1256 contracts loss and checked box D above, enter the amount of loss to be carried back Enter the loss as a positive number		6
7 Combine lines 5 and 6		7 -6,384.
8 Short-term capital gain or (loss). Multiply line 7 by 40% (40) Enter here and include on the appropriate line of Schedule D (see instructions)		8 -2,554.
9 Long-term capital gain or (loss) Multiply line 7 by 60% (60) Enter here and include on the appropriate line of Schedule D (see instructions)		9 -3,830.

Part II Gains and Losses From Straddles. Attach a separate statement listing each straddle and its components.

Section A - Losses From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Loss If column (e) is more than (d), enter difference Otherwise, enter -0-	(g) Unrecognized gain on offsetting positions	(h) Recognized loss. If column (f) is more than (g), enter difference Otherwise, enter -0-
10							
11a Enter the short-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)							11a ()
b Enter the long-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)							11b ()

Section B - Gains From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain If column (d) is more than (e), enter difference Otherwise, enter -0-
12					
13a Enter the short-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)					13a
b Enter the long-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)					13b

Part III Unrecognized Gains From Positions Held on Last Day of Tax Year. Memo Entry Only (see instructions)

(a) Description of property	(b) Date acquired	(c) Fair market value on last business day of tax year	(d) Cost or other basis as adjusted	(e) Unrecognized gain. If column (c) is more than (d), enter difference Otherwise, enter -0-
14				

For Paperwork Reduction Act Notice, see instructions.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ALLERGAN INCORPORATED	113.	113.
ANADARKO PETROLEUM CORP	292.	292.
APACHE CORPORATION	372.	372.
APPLE INC COM	2,875.	2,875.
BEAM INC COM	611.	611.
BOFA GOVERNMENT RESERVES CAPITAL CLASS	34.	34.
CIGNA CORPORATION	150.	150.
SMALL CAP CTF	4,185.	4,185.
INTERNATIONAL EQUITY CTF	24,219.	24,219.
CELANESE CORP DEL SER A COM	310.	310.
CHEVRONTEXACO CORP COM	9,584.	9,584.
CITIGROUP INC NEW COM	98.	98.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	2,835.	2,835.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	27,515.	27,515.
COLUMBIA SHORT TERM BOND FUND CLASS Z SH	22,228.	22,228.
COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND	11,967.	11,967.
COMCAST CORP NEW CL A COM	1,521.	1,521.
AGGREGATE BOND CTF	58,050.	58,050.
SMALL CAP GROWTH LEADERS CTF	499.	499.
COSTCO WHSL CORP NEW COM	575.	575.
CUMMINS ENGINE INC	797.	797.
DR HORTON	446.	446.
DARDEN RESTAURANTS INC	1,163.	1,163.
DOVER CORPORATION	798.	798.
DOW CHEMICAL COMPANY	1,851.	1,851.
DR PEPPER SNAPPLE INC COM	1,212.	1,212.
EMERGING MARKETS STOCK COMMON TRUST FUND	6,457.	6,457.
EXELON CORP COM	1,833.	1,833.
MID CAP VALUE CTF	15,820.	15,820.
SMALL CAP VALUE CTF	3,402.	3,402.
FIFTH THIRD BANCORP COM	1,305.	1,305.
MID CAP GROWTH CTF	8,022.	8,022.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FRANKLIN RES INC COM	543.	543.
GENERAL ELEC CO	3,845.	3,845.
GOLDMAN SACHS GROUP INC	661.	661.
HALLIBURTON CO	415.	415.
HARTFORD FINANCIAL SVCS GRP	510.	510.
HERSHEY FOODS CORP	1,274.	1,274.
DIVIDEND INCOME COMMON TRUST FUND	24,474.	24,474.
INTEL CORPORATION	3,382.	3,382.
INTUIT INC	561.	561.
ISHARES S&P MIDCAP 400 INDEX FUND	5,169.	5,169.
ISHARES RUSSELL 1000 GROWTH INDEX FUND	22,373.	22,373.
ISHARES TR RUSSELL 2000 INDEX FUND	5,842.	5,842.
ISHARES BARCLAYS INTERMEDIATE GOVT / CR	64,636.	64,636.
IVY ASSET STRATEGY FUND CL I	8,184.	8,184.
J P MORGAN CHASE & CO COM	3,611.	3,611.
JOHNSON & JOHNSON	4,588.	4,588.
JOHNSON CONTROLS INCORPORATED	833.	833.
KBR INC COM	153.	153.
KELLOGG CO	2,234.	2,234.
KRAFT FOODS INC CL A COM	1,608.	1,608.
LIMITED BRANDS INC COM	1,218.	1,218.
LORILLARD INC COM	2,945.	2,945.
MACYS INC COM	1,670.	1,670.
MERCK & CO INC NEW COM	5,848.	5,848.
NATIONAL OILWELL VARCO INC COM	509.	509.
OCCIDENTAL PETROLEUM CORPORATION	1,231.	1,231.
PIMCO HIGH YIELD FUND	66,731.	66,731.
PNC BK CORP	1,799.	1,799.
PPG INDUSTRIES INC	2,257.	2,257.
PARKER HANNIFIN CORPORATION	1,202.	1,202.
PEPSICO INCORPORATED	3,101.	3,101.
PERMANENT PORTFOLIO	2,561.	2,561.
PFIZER INC	5,797.	5,797.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PHILIP MORRIS INTL INC COM	3,902.	3,902.
PIMCO ALL ASSET ALL AUTH FUND INSTL CL	51,801.	51,801.
PRICE T ROWE GROUP INC COM	721.	721.
PUBLIC SERVICE ENTERPRISE GROUP INC	2,053.	2,053.
QUALCOMM INC	1,720.	1,720.
ROCKWELL INTL CORP	723.	723.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	5,327.	5,327.
SEMPRA ENERGY	3,469.	3,469.
UNION PAC CORP COM	1,482.	1,482.
UNITED TECHNOLOGIES CORP	3,255.	3,255.
VANGUARD FTSE DEVELOPED MARKETS ETF	9,281.	9,281.
VANGUARD FTSE EMERGING MKTS ETF	25,062.	25,062.
VERIZON COMMUNICATIONS	5,781.	5,781.
VISA INC CL A COM	663.	663.
VODAFONE GROUP PLC NEW SP ADR	3,883.	3,883.
WELLS FARGO COMPANY	6,714.	6,714.
WILLIAMS COS INC DEL COM	1,505.	1,505.
ZIMMER HLDGS INC COM	413.	413.
HIGH QUALITY CORE COMMON TRUST FUND	10,530.	10,530.
SMALL CAP GROWTH LEADERS COMMON TRUST FU	315.	315.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	3,841.	3,841.
REIT COMMON TRUST FUND	13,110.	13,110.
ACCENTURE PLC CL A COM	1,978.	1,978.
COVIDIEN PLC COM	1,229.	1,229.
MARVELL TECHNOLOGY GROUP LTD COM	323.	323.
XL GROUP PLC COM	1,072.	1,072.
TYCO INTL LTD NEW F COM	1,596.	1,596.
AVAGO TECHNOLOGIES LTD COM	982.	982.
TOTAL	625,635.	625,635.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTERNATIONAL EQUITY CTF	-2,631.	-2,631.
SMALL CAP GROWTH LEADERS CTF	448.	448.
EMERGING MARKETS STOCK COMMON TRUST FUND	-604.	-604.
SMALL CAP VALUE CTF	85.	85.
MID CAP GROWTH CTF	2.	2.
FEDERAL TAX REFUND	2,882.	
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	29.	29.
POWERSHARES DB COMMODITY INDEX TRACKING		467.
GROSVENOR REGISTERED MULTI- STRATEGY FUN		173,264.
EXCELSIOR PRIVATE MARKETS FUND II (TE) L		2.
TOTALS	211.	171,062.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	980.			980.
TOTALS	980.	NONE	NONE	980.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	5,318.	5,318.
EXCISE TAX - PRIOR YEAR	2,572.	
EXCISE TAX ESTIMATES	72,200.	
FOREIGN TAXES ON QUALIFIED FOR	2,073.	2,073.
FOREIGN TAXES ON NONQUALIFIED	1,112.	1,112.
TOTALS	83,275.	8,503.

RORABACK LEWIS P TRUST

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INVESTMENT FEE PARTNERSHIP EXPENSES	77.	77. 66,063.
TOTALS	77.	66,140.

RORABACK LEWIS P TRUST

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
464287507 ISHARES CORE S&P MID	550,694.	631,572.
464287614 ISHARES RUSSELL 1000	2,204,985.	2,303,910.
464287655 ISHARES RUSSELL 2000	440,076.	499,450.
921943858 VANGUARD MSCI EAFE E	274,923.	304,106.
922042858 VANGUARD FTSE EMERGI	949,527.	1,001,920.
922908553 VANGUARD REIT ETF	1,142,675.	1,138,258.
466001864 IVY ASSET STRATEGY F	264,059.	288,811.
693390841 PIMCO HIGH YIELD FD	2,235,000.	2,281,437.
714199106 PERMANENT PORTFOLIO	450,000.	460,004.
72200Q182 PIMCO ALL ASSET ALL	1,050,000.	1,067,062.
202671913 AGGREGATE BOND CTF	6,998,213.	6,958,699.
207543877 SMALL CAP GROWTH LEA	329,997.	361,127.
29099J109 EMERGING MARKETS STO	960,056.	1,066,838.
302993993 MID CAP VALUE CTF	640,922.	793,331.
303995997 SMALL CAP VALUE CTF	340,076.	368,295.
323991307 MID CAP GROWTH CTF	722,137.	739,366.
45399C107 DIVIDEND INCOME COMM	2,216,495.	2,316,976.
99Z466163 HIGH QUALITY CORE CO	1,104,213.	1,167,593.
99Z466197 INTERNATIONAL FOCUSE	811,705.	884,481.
TOTALS	23,685,753.	24,633,236.

RORABACK LEWIS P TRUST

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FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
8EQQ69994 GROSVENOR REGISTERED	C	1,240,152.	1,592,697.
99Z378921 EXCELSIOR PRIVATE MA	C	242,000.	299,863.
73935S105 POWERSHARES DB COMMO	C	1,650,443.	1,602,027.
TOTALS		3,132,595.	3,494,587.

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

DESCRIPTION -----	AMOUNT -----
CTF ADJ	18,454.
RECEIPT ADJUSTMENT	958.
SEC 1256 LOSS FROM PTNR	6,384.
PARTN ADJUSTMENT	37,046.

TOTAL	62,842.
	=====

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

=====

DESCRIPTION -----	AMOUNT -----
COST BASIS ADJUSTMENT	18,045.
ROUNDING	12.
TYE SALES ADJUSTMENT	15,672.

TOTAL	33,729.
	=====

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

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

COMMON TRUST FUNDS	20,889.00	-----
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		----- 20,889.00 =====

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

COMMON TRUST FUNDS	152,121.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-37,046.00	-----
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		----- 115,075.00 =====

RORABACK LEWIS P TRUST

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FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

=====

DESCRIPTION	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
-----	-----	-----
INTERNATIONAL EQUI	1	
SMALL CAP GROWTH L	1	
EMERGING MARKETS S	1	
SMALL CAP VALUE CT	1	
MID CAP GROWTH CTF	1	
FEDERAL TAX REFUND	1	
INTERNATIONAL FOCU	1	
	-2,631.	
	448.	
	-604.	
	85.	
	2.	
	2,882.	
	29.	

FORM 6781, PART I -- SECTION 1256 CONTRACTS MARKED TO MARKET

DESCRIPTION	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR BASIS	LOSS	GAIN
1256 GAINS		OPEN			6,384.	
TOTAL GAINS AND LOSSES					6,384.	

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.