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Form **990-PF**

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

OMB No 1545-0052

2012

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

Open to Public Inspection

For calendar year 2012 or tax year beginning 05/01, 2012, and ending 04/30, 2013

Name of foundation: **GEO B WILLIAMS SCHISP FD UW**

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: **02-0682841**

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:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> 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) **\$ 327,781.**

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	9,531.	9,531.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	19,206.			
b	Gross sales price for all assets on line 6a	350,447.			
7	Capital gain net income (from Part IV, line 2)		19,206.		
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)	22.	-90.		STMT 2
12	Total. Add lines 1 through 11	28,759.	28,647.		
13	Compensation of officers, directors, trustees, etc.	4,660.	2,796.		1,864.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	600.	NONE	NONE	600.
b	Accounting fees (attach schedule)	800.	NONE	NONE	800.
c	Other professional fees (attach schedule)	268.			268.
17	Interest				
18	Taxes (attach schedule) (see instructions)	195.	195.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	504.	40.		504.
24	Total operating and administrative expenses. Add lines 13 through 23	7,027.	3,031.	NONE	4,036.
25	Contributions, gifts, grants paid	17,000.			17,000.
26	Total expenses and disbursements Add lines 24 and 25	24,027.	3,031.	NONE	21,036.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	4,732.			
b	Net investment income (if negative, enter -0-)		25,616.		
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	NONE			
	2	Savings and temporary cash investments	12,510.	13,313.	13,313.	
	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	300,465.	272,322.	293,005.	
	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	NONE	23,283.	21,463.	
	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)	312,975.	308,918.	327,781.		
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	312,975.	308,918.		
	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)	312,975.	308,918.			
31	Total liabilities and net assets/fund balances (see instructions)	312,975.	308,918.			

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)	1 312,975.
2	Enter amount from Part I, line 27a	2 4,732.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3 643.
4	Add lines 1, 2, and 3	4 318,350.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5 9,432.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 308,918.



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 54,525.		50,948.	3,577.		
b 295,915.		280,293.	15,622.		
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any			
a			3,577.		
b			15,622.		
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	19,206.	
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	15,525.	301,758.	0.051449
2010	11,617.	299,591.	0.038776
2009	16,935.	281,498.	0.060160
2008	16,765.	275,356.	0.060885
2007	17,273.	353,140.	0.048913
2 Total of line 1, column (d)			0.260183
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			0.052037
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			310,343.
5 Multiply line 4 by line 3			16,149.
6 Enter 1% of net investment income (1% of Part I, line 27b)			256.
7 Add lines 5 and 6			16,405.
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			21,036.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Total tax due is 64.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and substantial contributors. Includes 'Yes' and 'No' columns with 'X' marks.



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 \blacktriangleright N/A	13	X	
14	The books are in care of \blacktriangleright US TRUST FIDUCIARY TAX SERVICES Telephone no \blacktriangleright (888)866-3275 Located at \blacktriangleright P.O. BOX 1802, PROVIDENCE, RI ZIP+4 \blacktriangleright 02901-1802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here \blacktriangleright <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year \blacktriangleright 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 \blacktriangleright	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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here \blacktriangleright <input type="checkbox"/>	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 \blacktriangleright		
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 \blacktriangleright		
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 777 MAIN STREET, HARTFORD, CT 06115	TRUSTEE 1	4,660.	- 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	296,967.
b	Average of monthly cash balances	1b	18,102.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	315,069.
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	315,069.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,726.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	310,343.
6	Minimum investment return. Enter 5% of line 5	6	15,517.

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	15,517.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	256.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	256.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15,261.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	15,261.
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	15,261.

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	21,036.
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	21,036.
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	256.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,780.

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				15,261.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			9,769.	
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 ▶ \$ _____ 21,036.				
a Applied to 2011, but not more than line 2a			9,769.	
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				11,267.
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				3,994.
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)

Table with columns for Tax year (2012) and Prior 3 years (2011, 2010, 2009) and a Total column. Rows include 2a (Adjusted net income), b (85% of line 2a), c (Qualifying distributions from Part XII), d (Amounts included in line 2c), e (Qualifying distributions made directly for active conduct), 3 (Alternative tests: Assets, Endowment, Support, 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:

SEE STATEMENT 16

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2



Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a Paid during the year</p> <p>SEE STATEMENT 20</p>				17,000.
Total				17,000.
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... 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? Yes No

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... Signature: [Handwritten Signature], Date: 05/29/2013, Title: SVP Tax, Bank of America, N.A. Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BOFA GOVERNMENT RESERVES CAPITAL CLASS	2.	2.
LARGE CAP CORE CTF	1,832.	1,832.
INTERM GOVT/CREDIT BOND CTF	1,145.	1,145.
INTERNATIONAL EQUITY CTF	1,053.	1,053.
AGGREGATE BOND CTF	1,439.	1,439.
SMALL CAP GROWTH LEADERS CTF	40.	40.
EMERGING MARKETS STOCK COMMON TRUST FUND	42.	42.
MID CAP VALUE CTF	144.	144.
SMALL CAP VALUE CTF	88.	88.
MID CAP GROWTH CTF	99.	99.
DIVIDEND INCOME COMMON TRUST FUND	249.	249.
ISHARES S&P MIDCAP 400 INDEX FUND	75.	75.
ISHARES RUSSELL 1000 GROWTH INDEX FUND	370.	370.
ISHARES TR RUSSELL 2000 INDEX FUND	99.	99.
IVY ASSET STRATEGY FUND CL I	133.	133.
PIMCO HIGH YIELD FUND	480.	480.
PERMANENT PORTFOLIO	60.	60.
PIMCO ALL ASSET ALL AUTH FUND INSTL CL	1,181.	1,181.
TEMPLETON GLOBAL BD FUND ADVISOR CL	20.	20.
VANGUARD MSCI EAFE ETF FUND	198.	198.
VANGUARD FTSE EMERGING MKTS ETF	305.	305.
VANGUARD REIT ETF	147.	147.
HIGH QUALITY CORE COMMON TRUST FUND	91.	91.
SMALL CAP GROWTH LEADERS COMMON TRUST FU	3.	3.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	54.	54.
REIT COMMON TRUST FUND	182.	182.
TOTAL	9,531.	9,531.

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FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTERNATIONAL EQUITY CTF	-101.	-101.
SMALL CAP GROWTH LEADERS CTF	8.	8.
EMERGING MARKETS STOCK COMMON TRUST FUND	-4.	-4.
SMALL CAP VALUE CTF	2.	2.
FEDERAL TAX REFUND	116.	
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	1.	1.
POWERSHARES DB COMMODITY INDEX TRACKING	4.	4.
TOTALS	22.	-90.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	600.			600.
TOTALS	600.	NONE	NONE	600.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	800.			800.
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	268.	268.
TOTALS	268.	268.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	154.	154.
FOREIGN TAXES ON QUALIFIED FOR	28.	28.
FOREIGN TAXES ON NONQUALIFIED	13.	13.
TOTALS	195.	195.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	252.		252.
OTHER CHARITABLE EXPENSES	252.		252.
PARTNERSHIP EXPENSES		40.	
TOTALS	504.	40.	504.

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
464287507	5,892.	6,946.
464287614	30,470.	33,525.
464287655	6,162.	7,058.
921943858	5,876.	6,861.
922042858	11,658.	12,734.
922908553	19,150.	20,777.
466001864	9,117.	9,684.
693390841	9,023.	9,375.
880208400	3,171.	3,218.
714199106	7,899.	7,847.
72200Q182	20,624.	20,824.
1261291M7	1,057.	1,085.
202671913	36,595.	37,464.
1261292H7	2,186.	3,290.
207543877	6,233.	6,542.
29099J109	11,131.	12,228.
302993993	6,727.	8,056.
303995997	6,488.	6,724.
323991307	6,491.	8,029.
45399C107	30,892.	33,298.
99Z466163	15,387.	16,144.
99Z466197	20,093.	21,296.
-----		-----
TOTALS	272,322.	293,005.
=====		=====

GEO B WILLIAMS SCHISP FD UW

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FORM 990PF, PART II - OTHER INVESTMENTS

COST/
FMV
C OR F

ENDING
BOOK VALUE

ENDING
FMV

73935S105 POWERSHARES DB COMMO

C

23,283.

21,463.

TOTALS

23,283.

21,463.



GEO B WILLIAMS SCHISP FD UW

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

=====

DESCRIPTION -----	AMOUNT -----
PARTNERSHIP GAIN ADJ	642.
ROUNDING	1.

TOTAL	643.
	=====

~~CONFIDENTIAL~~

GEO B WILLIAMS SCHISP FD UW

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

=====

DESCRIPTION -----	AMOUNT -----
CTF ADJUSTMENTS	6,369.
TYE SALES ADJ	3,063.

TOTAL	9,432.
	=====

GEO B WILLIAMS SCHISP FD UW
 Schedule D Detail of Long-term Capital Gains and Losses

02 - 0682841

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
123.242 LARGE CAP CORE CTF	06/13/2003	07/20/2012	8,190.00	8,779.00	-589.00
1411.333 LARGE CAP CORE CTF	06/13/2003	09/07/2012	99,349.00	101,878.00	-2,529.00
34. LARGE CAP CORE CTF	11/30/2005	09/07/2012	2,393.00	2,395.00	-2.00
3.797 LARGE CAP CORE CTF	04/22/2005	09/07/2012	267.00	259.00	8.00
109.723 LARGE CAP CORE CTF	08/31/2009	09/07/2012	7,724.00	7,241.00	483.00
17.944 LARGE CAP CORE CTF	05/31/2009	09/07/2012	1,263.00	1,108.00	155.00
78.412 LARGE CAP CORE CTF	08/31/2011	09/07/2012	5,520.00	4,837.00	683.00
302.045 LARGE CAP CORE CTF	11/30/2008	09/07/2012	21,262.00	16,219.00	5,043.00
242.015 INTERM GOVT/CREDIT BOND CTF	06/13/2003	07/20/2012	3,134.00	3,201.00	-67.00
1504.65 INTERM GOVT/CREDIT BOND CTF	06/13/2003	09/07/2012	19,495.00	20,086.00	-591.00
9.906 INTERM GOVT/CREDIT BOND CTF	11/30/2010	09/07/2012	128.00	129.00	-1.00
607.294 INTERM GOVT/CREDIT BOND CTF	02/28/2011	09/07/2012	7,868.00	7,822.00	46.00
137.375 INTERM GOVT/CREDIT BOND CTF	05/31/2009	09/07/2012	1,780.00	1,718.00	62.00
457.327 INTERM GOVT/CREDIT BOND CTF	11/30/2005	09/07/2012	5,925.00	5,664.00	261.00
142.729 INTERM GOVT/CREDIT BOND CTF	02/28/2006	09/07/2012	1,849.00	1,765.00	84.00
435.924 INTERM GOVT/CREDIT BOND CTF	05/31/2007	09/07/2012	5,648.00	5,382.00	266.00
105.498 INTERNATIONAL EQUITY CTF	05/14/2004	07/20/2012	1,861.00	2,307.00	-446.00
854.196 INTERNATIONAL EQUITY CTF	05/14/2004	09/07/2012	16,123.00	18,820.00	-2,697.00
108.275 INTERNATIONAL EQUITY CTF	08/31/2011	09/07/2012	2,044.00	2,043.00	1.00
525.66 INTERNATIONAL EQUITY CTF	11/30/2008	09/07/2012	9,922.00	6,513.00	3,409.00
183.023 AGGREGATE BOND CTF	06/13/2003	07/20/2012	3,144.00	3,206.00	-62.00
878.378 AGGREGATE BOND CTF	06/13/2003	02/28/2013	14,953.00	15,453.00	-500.00
24.171 SMALL CAP GROWTH LEADERS CTF	06/13/2003	07/20/2012	362.00	446.00	-84.00
6.734 SMALL CAP GROWTH LEADERS CTF	06/13/2003	09/07/2012	109.00	126.00	-17.00
186.742 SMALL CAP GROWTH LEADERS CTF	05/14/2004	09/07/2012	3,010.00	3,461.00	-451.00
37.354 SMALL CAP GROWTH LEADERS CTF	08/31/2011	09/07/2012	602.00	565.00	37.00
140.603 SMALL CAP GROWTH LEADERS CTF	11/30/2008	09/07/2012	2,266.00	1,736.00	530.00
21.74 MID CAP VALUE CTF	05/14/2004	07/20/2012	398.00	426.00	-28.00
102.252 MID CAP VALUE CTF	06/13/2003	02/28/2013	2,205.00	1,875.00	330.00
11.496 SMALL CAP VALUE CTF	05/14/2004	07/20/2012	194.00	222.00	-28.00
38.701 MID CAP GROWTH CTF	04/22/2005	07/20/2012	717.00	733.00	-16.00
201.216 MID CAP GROWTH CTF	04/22/2005	09/07/2012	3,966.00	3,837.00	129.00
Totals					



GEO B WILLIAMS SCHISP FD UW

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GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

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

COMMON TRUST FUNDS	3,143.00	

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		3,143.00
		=====

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

COMMON TRUST FUNDS	8,834.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-642.00	

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		8,192.00
		=====



GEO B WILLIAMS SCHISP FD UW
FORM 990PF, PART XV - LINES 2a - 2d
=====

02-0682841

RECIPIENT NAME:

GUIDANCE DEPARTMENT OF NEWINGTON HIGH SCHOOL

FORM, INFORMATION AND MATERIALS:

SEE ATTACHED

SUBMISSION DEADLINES:

SEE ATTACHED

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SCHOLARSHIPS ARE AWARDED AS GIFTS TO THE GRADUATING SENIORS FROM
NEWINGTON HIGH SCHOOL TO ASSIST THEM WITH THEIR FIRST YEAR AT AN
ACCREDITED 4 YEAR COLLEGE



GEO B WILLIAMS SCHISP FD UW

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FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

BAY PATH COLLEGE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

GORDON COLLEGE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

QUINNIPIAC UNIVERSITY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

SACRED HEART UNIVERSITY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.



GEO B WILLIAMS SCHISP FD UW

02-0682841

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

UNIVERSITY OF SOUTH ALABAMA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

CENTRAL STATE UNIVERSITY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

LESLEY UNIVERSITY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

UConn

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,000.



GEO B WILLIAMS SCHISP FD UW

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FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

CLARK UNIVERSITY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

EMBRY RIDDLE AERONAUTICAL UNIV

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

SAINT MICHAEL'S COLLEGE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

CORNELL UNIVERSITY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.



GEO B WILLIAMS SCHISP FD UW

02-0682841

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

UNIVERSITY OF HARTFORD

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID: 17,000.

=====

GEO B WILLIAMS SCHISP FD UW

02-0682841

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	-101.
EMERGING MARKETS S	1	8.
SMALL CAP VALUE CT	1	-4.
FEDERAL TAX REFUND	1	2.
INTERNATIONAL FOCU	1	116.
	1	1.



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.

SCHOLARSHIP APPLICATION
(Incomplete applications may not be considered.)

8. I have applied to these colleges: (List in order of preference)	Application Status (Accepted, Denied, Wait-Listed)	Intended Course of Study
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. List extra-curricular activities and offices held in high school and in the community (including length of time involved) **OR ATTACH RESUME.**

<u>High School</u>	<u>Community</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

10. How is your time spent outside of school hours (on a regular basis)? _____

11. Has your family had any unusual financial responsibilities in the past five years? Any immediately anticipated? If so, please explain.

12. Any other relevant information to assist the committee?

PLEASE ATTACH A 250 (MAX) WORD ESSAY:

What are your reasons for wanting to continue your education?

SIGNATURE OF APPLICANT _____ DATE _____

SIGNATURE OF PARENT OR GUARDIAN _____ DATE _____