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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

For calendar year 2012 or tax year beginning

07/01, 2012, and ending

06/30, 2013

Name of foundation

LUCY D NISBET CHARITABLE FUND

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

Room/suite

P O BOX 1802

City or town, state, and ZIP code

PROVIDENCE, RI 02901-1802

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) ► \$ 3,253,497. J Accounting method: Cash Accrual
 Other (specify) _____

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

A Employer identification number

06-6519058

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 ►

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		65,358.	65,336.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		142,740.			
b Gross sales price for all assets on line 6a	816,793.				
7 Capital gain net income (from Part IV, line 2)			142,740.		
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)		1,535.			STMT 5
12 Total. Add lines 1 through 11		209,633.	208,076.		
		37,100.	22,260.		14,840.
Revenue	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	7,200.	NONE	NONE	7,200.
Operating and Administrative Expenses	b Accounting fees (attach schedule)	1,250.	NONE	NONE	1,250.
	c Other professional fees (attach schedule)	6,409.			6,409.
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	832.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10.	10.		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	52,801.	23,102.		29,699.
	25 Contributions, gifts, grants paid	118,000.			118,000.
	26 Total expenses and disbursements. Add lines 24 and 25	170,801.	23,102.		147,699.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	38,832.			
	b Net investment income (if negative, enter -0-)		184,974.		
	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.)		
Assets	Beginning of year		End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value	
	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	106,891.	24,914.	24,914.
	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)	2,613,088.	2,742,452.	3,228,583.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,719,979.	2,767,366.	3,253,497.
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 ►)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)			NONE
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
Net Assets or Fund Balances	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	2,719,979.	2,767,366.	
Net Assets or Fund Balances	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)	2,719,979.	2,767,366.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,719,979.	2,767,366.	

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	2,719,979.
2 Enter amount from Part I, line 27a	2	38,832.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 15	3	8,675.
4 Add lines 1, 2, and 3	4	2,767,486.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 16	5	120.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,767,366.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How required 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 799,754.		674,053.	125,701.		
b 17,039.			17,039.		
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) 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			125,701.		
b			17,039.		
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	142,740.	
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	103,086.	2,955,803.	0.034876
2010	148,729.	3,005,963.	0.049478
2009	153,360.	2,768,033.	0.055404
2008	166,336.	2,616,876.	0.063563
2007	93,323.	3,414,350.	0.027333
2 Total of line 1, column (d)			2 0.230654
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.046131
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,172,918.
5 Multiply line 4 by line 3			5 146,370.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,850.
7 Add lines 5 and 6			7 148,220.
8 Enter qualifying distributions from Part XII, line 4			8 147,699.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)		
<p>1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.</p> <p>Date of ruling or determination letter. _____ (attach copy of letter if necessary - see instructions)</p> <p>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</p> <p>c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).</p> <p>2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p> <p>3 Add lines 1 and 2</p> <p>4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p> <p>5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-</p> <p>6 Credits/Payments:</p> <p>a 2012 estimated tax payments and 2011 overpayment credited to 2012 6a 1,228.</p> <p>b Exempt foreign organizations - tax withheld at source 6b NONE</p> <p>c Tax paid with application for extension of time to file (Form 8868) 6c NONE</p> <p>d Backup withholding erroneously withheld 6d</p> <p>7 Total credits and payments. Add lines 6a through 6d 7 1,228.</p> <p>8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached</p> <p>9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ► 9 2,471.</p> <p>10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10</p> <p>11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ► NONE Refunded ► 11</p>	<p>1 3,699.</p> <p>2</p> <p>3 3,699.</p> <p>4 NONE</p> <p>5 3,699.</p> <p>7 1,228.</p> <p>8</p> <p>9 2,471.</p> <p>10</p> <p>11</p>	

Part VII-A Statements Regarding Activities

<p>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?</p> <p>1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?</p> <p>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.</p> <p>1c Did the foundation file Form 1120-POL for this year?</p> <p>d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:</p> <p>(1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____</p> <p>e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____</p> <p>2 Has the foundation engaged in any activities that have not previously been reported to the IRS?</p> <p>If "Yes," attach a detailed description of the activities.</p> <p>3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes</p> <p>4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?</p> <p>b If "Yes," has it filed a tax return on Form 990-T for this year?</p> <p>5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?</p> <p>If "Yes," attach the statement required by General Instruction T.</p> <p>6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:</p> <ul style="list-style-type: none"> ● 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? <p>7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV</p> <p>8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►</p> <p>VT</p> <p>b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation</p> <p>9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV</p> <p>10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses</p>	<p>1a X</p> <p>1b X</p> <p>1c X</p> <p>2 X</p> <p>3 X</p> <p>4a X</p> <p>4b</p> <p>5 X</p> <p>6 X</p> <p>7 X</p> <p>8b X</p> <p>9 X</p> <p>10 X</p>	
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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14 The books are in care of ► US TRUST FIDUCIARY TAX SERVICES Telephone no. ► (888) 866-3275 Located at ► PO 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 and enter the amount of tax-exempt interest received or accrued during the year.		
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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? 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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			X
	If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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. 200 GLASTONBURY BLVD, GLASTONBURY, CT 06033	TRUSTEE 1	20,106.	-0-	-0-
WARD CLEARY ESQ. 666 SUMMER STREET, STAMFORD, CT 06901-1486	CO-TRUSTEE 1	16,994.		

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services ►		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

1NONE
2
3
4
Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1NONE
2

All other program-related investments. See instructions.

3NONE
Total. Add lines 1 through 3 ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,117,789.
b	Average of monthly cash balances	1b	103,448.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,221,237.
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	3,221,237.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	48,319.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,172,918.
6	Minimum investment return. Enter 5% of line 5	6	158,646.

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	158,646.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,699.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,699.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	154,947.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	154,947.
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	154,947.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	147,699.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	NONE
3	Amounts set aside for specific charitable projects that satisfy the:	3b	NONE
a	Suitability test (prior IRS approval required)	4	147,699.
b	Cash distribution test (attach the required schedule)	5	N/A
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	147,699.
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				154,947.
2 Undistributed income, if any, as of the end of 2012:			117,611.	
a Enter amount for 2011 only		NONE		
b Total for prior years 20____, 20____, 20____				
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 ► \$ 147,699.			117,611.	
a Applied to 2011, but not more than line 2a				
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				30,088.
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				124,859.
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 ►				4942(j)(3) or	4942(j)(5)																																			
b	Check box to indicate whether the foundation is a private operating foundation described in section																																								
2a	<table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2012</th> <th>(b) 2011</th> <th>(c) 2010</th> <th>(d) 2009</th> </tr> </thead> <tbody> <tr> <td>1 or the minimum investment return from Part X for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>85% of line 2a</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Qualifying distributions from Part XI, line 4 for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Amounts included in line 2c not used directly for active conduct of exempt activities</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c</td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>					Tax year	Prior 3 years			(e) Total	(a) 2012	(b) 2011	(c) 2010	(d) 2009	1 or the minimum investment return from Part X for each year listed					85% of line 2a					Qualifying distributions from Part XI, line 4 for each year listed					Amounts included in line 2c not used directly for active conduct of exempt activities					Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c						
Tax year	Prior 3 years			(e) Total																																					
	(a) 2012	(b) 2011	(c) 2010		(d) 2009																																				
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Amounts included in line 2c not used directly for active conduct of exempt activities																																									
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	<table border="1"> <tr> <td>"Assets" alternative test - enter</td> <td colspan="4"></td> </tr> <tr> <td>(1) Value of all assets</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(2) Value of assets qualifying under section 4942(j)(3)(B)(i)</td> <td></td> <td></td> <td></td> <td></td> </tr> </table>					"Assets" alternative test - enter					(1) Value of all assets					(2) Value of assets qualifying under section 4942(j)(3)(B)(i)																									
"Assets" alternative test - enter																																									
(1) Value of all assets																																									
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)																																									
b	<table border="1"> <tr> <td>"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> </table>					"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed																																			
"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed																																									
c	<table border="1"> <tr> <td>"Support" alternative test - enter</td> <td colspan="4"></td> </tr> <tr> <td>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(3) Largest amount of support from an exempt organization</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(4) Gross investment income</td> <td></td> <td></td> <td></td> <td></td> </tr> </table>					"Support" alternative test - enter					(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					(3) Largest amount of support from an exempt organization					(4) Gross investment income															
"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)																																									
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(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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 18

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:

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 22				118,000.
Total			► 3a	118,000.
b Approved for future payment				
Total			► 3b	

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions.)	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	65,358.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			18	142,740.	
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b	FEDERAL TAX REFUND			1	1,535.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				209,633.	

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

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

NOT APPLICABLE

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

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

b If "Yes," complete the following schedule.

(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, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

10/29/2013

Date

▶ SVP Tax

Title

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

**Paid
Preparer
Use Only**

BANK OF AMERICA, N.A.

Print/Type preparer's

11. *What is the name of the author of the book you are reading?*

Preparer's signature

Dot

Check if **PTIN**
self-employed

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADT CORP COM	66.	44.
ABBOTT LABORATORIES	61.	61.
AETNA INC NEW COM	95.	95.
AIRGAS INC 00	68.	68.
ALLERGAN INCORPORATED	11.	11.
ANADARKO PETROLEUM CORP	60.	60.
ANALOG DEVICES INC	102.	102.
APACHE CORPORATION	29.	29.
APPLE INC COM	764.	764.
BOEING CO	97.	97.
BOFA MONEY MARKET RESERVES INSTITUTIONAL	49.	49.
BOFA MONEY MARKET RESERVES CAPITAL CLASS	66.	66.
CIGNA CORPORATION	4.	4.
INTERM GOVT/CREDIT BOND CTF	20,356.	20,356.
CVS CAREMARK CORP COM	187.	187.
CAPITAL ONE FINANCIAL CORPORATION	35.	35.
CARDINAL HEALTH INCORPORATED	185.	185.
CELANESE CORP DEL SER A COM	23.	23.
CHEVRONTEXACO CORP COM	611.	611.
CISCO SYSTEMS INCORPORATED	273.	273.
CITIGROUP INC NEW COM	15.	15.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	2,864.	2,864.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	1,592.	1,592.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	3,881.	3,881.
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z	1,407.	1,407.
COLUMBIA SMALL CAP CORE FUND CLASS Z SHA	2,593.	2,593.
COLUMBIA BOND FUND CLASS Z SHARES	4,139.	4,139.
COMCAST CORP NEW CL A COM	261.	261.
CONOCOPHILLIPS COM	152.	152.
CYTEC INDUSTRIES INCORPORATED	13.	13.
DISH NETWORK CORP COM CL A	265.	265.
DOW CHEMICAL COMPANY	365.	365.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DR PEPPER SNAPPLE INC COM	54.	54.
EOG RESOURCES INC	30.	30.
FEDEX CORP	18.	18.
FIFTH THIRD BANCORP COM	130.	130.
FORD MTR CO DEL COM	68.	68.
FRANKLIN RES INC COM	309.	309.
GAP INCORPORATED	163.	163.
GENERAL ELEC CO	624.	624.
GOLDMAN SACHS GROUP INC	120.	120.
HALLIBURTON CO	89.	89.
HARBOR INTERNATIONAL FUND INSTL CL	2,162.	2,162.
HARTFORD FINANCIAL SVCS GRP	23.	23.
HERSHEY FOODS CORP	32.	32.
HOLLYFRONTIER CORP COM	371.	371.
HONEYWELL INTERNATIONAL INC	242.	242.
HUNT J B TRANSPORT SERVICES INC COM	62.	62.
INTEL CORPORATION	144.	144.
INTERNATIONAL BUSINESS MACHS	109.	109.
INTERPUBLIC GROUP COS INC	41.	41.
J P MORGAN CHASE & CO COM	626.	626.
JOHNSON & JOHNSON	1,046.	1,046.
JOHNSON CONTROLS INCORPORATED	36.	36.
KBR INC COM	8.	8.
KRAFT FOODS GROUP INC COM	310.	310.
ESTEE LAUDER COMPANIES CL A	30.	30.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	1,948.	1,948.
LIMITED BRANDS INC COM	213.	213.
LORILLARD INC COM	202.	202.
LOWES COMPANIES INCORPORATED	245.	245.
MACY'S INC COM	176.	176.
MARATHON PETE CORP COM	33.	33.
MCDONALDS CORP	478.	478.
MERCK & CO INC NEW COM	909.	909.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	446.
MICROSOFT CORPORATION	446.		446.
NATIONAL OILWELL VARCO INC COM	40.	40.	40.
OCCIDENTAL PETROLEUM CORPORATION	111.		111.
PNC BK CORP	334.	334.	334.
PPG INDUSTRIES INC	121.		121.
PALL CORPORATION	111.	111.	111.
PARKER HANNIFIN CORPORATION	70.	70.	70.
PEPSICO INCORPORATED	567.	567.	567.
PFIZER INC	289.	289.	289.
PHILIP MORRIS INTL INC COM	764.	764.	764.
PIMCO COMMODITY REALRETURN STRATEGY FUND	2,079.	2,079.	2,079.
PIONEER NATURAL RESOURCES CO	3.	3.	3.
PRECISION CASTPARTS CORPORATION	1.	1.	1.
PROCTER & GAMBLE CO COM	419.	419.	419.
PRUDENTIAL FINL INC COM	288.	288.	288.
PUBLIC SERVICE ENTERPRISE GROUP INC	92.	92.	92.
QUALCOMM INC	333.	333.	333.
QUESTAR CORP	224.	224.	224.
RANGE RES CORP	3.	3.	3.
RIO TINTO PLC SPONSORED ADR	128.	128.	128.
ROCKWELL INTL CORP	174.	174.	174.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	644.	644.	644.
ST JUDE MEDICAL INCORPORATED	85.	85.	85.
SCHLUMBERGER LIMITED	112.	112.	112.
SEMPRA ENERGY	476.	476.	476.
SIMON PPTY GROUP INC NEW COM	244.	244.	244.
STARBUCKS CORP COM	29.	29.	29.
THERMO ELECTRON CORP	17.	17.	17.
TIME WARNER INC NEW COM	194.	194.	194.
UNION PAC CORP COM	132.	132.	132.
UNITED TECHNOLOGIES CORP	305.	305.	305.
V F CORPORATION	70.	70.	70.
VERIZON COMMUNICATIONS	1,033.	1,033.	1,033.
RV3629 L775 10/29/2013 13:05:53			

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VIACOM INC CL B COM	239.	239.
VISA INC CL A COM	101.	101.
VODAFONE GROUP PLC NEW SP ADR	520.	520.
WAL-MART STORES INCORPORATED	266.	266.
WELLS FARGO COMPANY	848.	848.
WILLIAMS COS INC DEL COM	322.	322.
ZIMMER HLDS INC COM	93.	93.
ACCENTURE PLC CL A COM	259.	259.
COVIDIEN PLC COM	144.	144.
EATON CORP PLC COM	149.	149.
ENSCO PLC CL A COM	144.	144.
ACE LTD COM	98.	98.
PENTAIR LTD COM	19.	19.
TYCO INTL LTD NEW F COM	252.	252.
AVAGO TECHNOLOGIES LTD COM	226.	226.
TOTAL	65,358.	65,336.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION

FEDERAL TAX REFUND

TOTALS

REVENUE
AND
EXPENSES
PER BOOKS

1,535.

1,535.

=====

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	7,200.			7,200.
TOTALS	7,200.	NONE		NONE

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	6,409.	6,409.
TOTALS	6,409.	6,409.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	97.	97.
FOREIGN TAXES ON QUALIFIED FOR	530.	530.
FOREIGN TAXES ON NONQUALIFIED	205.	205.
TOTALS	832.	832.

LUCY D NISBET CHARITABLE FUND

06-6519058

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INVESTMENT FEE	10.	10.
TOTALS	10.	10.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
828806109 SIMON PPTY GROUP INC	8,991.	8,686.
G3157S106 ENSCO PLC CL A COM	6,073.	6,103.
032511107 ANADARKO PETE CORP C	10,885.	12,890.
166764100 CHEVRON CORP COM	12,160.	19,526.
20825C104 CONOCOPHILLIPS COM	13,412.	13,915.
26875P101 EOG RES INC COM	9,598.	11,193.
406216101 HALLIBURTON CO COM	14,984.	14,811.
56585A102 MARATHON PETE CORP C	7,900.	6,751.
75281A109 RANGE RES CORP COM	6,372.	6,572.
780259206 ROYAL DUTCH SHELL PL	13,019.	11,803.
150870103 CELANESE CORP DEL SE	6,885.	6,272.
61166W101 MONSANTO CO NEW COM	9,881.	9,386.
767204100 RIO TINTO PLC SPONSO	7,773.	5,751.
G29183103 EATON CORP PLC COM	12,309.	14,807.
H89128104 TYCO INTL LTD NEW F	8,114.	11,697.
097023105 BOEING CO COM	15,132.	20,488.
31428X106 FEDEX CORP COM	13,307.	12,323.
369604103 GENERAL ELEC CO COM	15,621.	19,016.
42805T105 HERTZ GLOBAL HLDGS I	3,547.	4,588.
438516106 HONEYWELL INTL INC C	15,153.	19,438.
445658107 HUNT J B TRANS SVCS	8,014.	10,114.
696429307 PALL CORP COM	7,566.	8,968.
907818108 UNION PAC CORP COM	8,838.	9,257.
20030N101 COMCAST CORP NEW CL	5,184.	12,525.
254687106 DISNEY WALT CO COM D	21,323.	21,787.
25470M109 DISH NETWORK CORP CO	6,632.	11,268.
344849104 FOOT LOCKER INC COM	7,917.	8,607.
364760108 GAP INC DEL COM	8,067.	12,936.
460690100 INTERPUBLIC GROUP CO	3,449.	4,001.

LUCY D NISBET CHARITABLE FUND

06-6519058

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
548661107 LOWES COS INC COM	16,624.	20,859.
580135101 McDONALDS CORP COM	24,220.	25,245.
92553P201 VIACOM INC CL B COM	16,657.	20,409.
126650100 CVS CAREMARK CORP CO	10,055.	12,866.
50076Q106 KRAFT FOODS GROUP IN	9,798.	12,012.
518439104 LAUDER ESTEE COS INC	11,436.	10,852.
713448108 PEPSICO INC COM	17,130.	21,265.
718172109 PHILIP MORRIS INTL I	10,097.	19,923.
742718109 PROCTER & GAMBLE CO	24,760.	27,716.
002824100 ABBOTT LABS COM	15,104.	15,173.
00287Y109 ABBVIE INC COM	16,527.	15,296.
00817Y108 AETNA INC NEW COM	6,093.	10,484.
04033A100 ARIAD PHARMACEUTICAL	2,689.	2,624.
125509109 CIGNA CORP COM	3,779.	7,611.
14149Y108 CARDINAL HEALTH INC	15,036.	16,520.
30219G108 EXPRESS SCRIPTS HLDG	12,019.	12,965.
375558103 GILEAD SCIENCES INC	7,326.	11,279.
478160104 JOHNSON & JOHNSON CO	27,706.	36,061.
58933Y105 MERCK & CO INC NEW C	12,588.	16,722.
683399109 ONYX PHARMACEUTICALS	5,158.	5,209.
883556102 THERMO FISHER SCIENT	8,034.	9,309.
92532F100 VERTEX PHARMACEUTICA	3,072.	6,405.
98956P102 ZIMMER HLDGS INC COM	7,449.	9,368.
H0023R105 ACE LTD COM	17,354.	17,896.
084670702 BERKSHIRE HATHAWAY I	11,749.	16,228.
172967424 CITIGROUP INC NEW CO	17,951.	23,889.
354613101 FRANKLIN RES INC COM	8,170.	10,202.
38141G104 GOLDMAN SACHS GROUP	9,058.	11,344.
46625H100 J P MORGAN CHASE & C	29,936.	36,425.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
693475105 PNC FINL SVCS GROUP	17,343.	21,511.
949746101 WELLS FARGO & CO NEW	18,838.	31,159.
G1151C101 ACCENTURE PLC CL A C	7,526.	11,514.
Y0486S104 AVAGO TECHNOLOGIES L	10,669.	11,588.
00507V109 ACTIVISION BLIZZARD	5,442.	5,276.
037833100 APPLE INC COM	4,890.	21,809.
17227R102 CISCO SYS INC COM	15,937.	21,415.
177376100 CITRIX SYS INC COM	9,034.	8,450.
268648102 EMC CORP COM	8,766.	13,582.
285512109 ELECTRONIC ARTS INC	5,130.	6,667.
315616102 F5 NETWORKS INC COM	11,819.	8,600.
38259P508 GOOGLE INC CL A COM	17,372.	30,813.
458140100 INTEL CORP COM	15,035.	15,507.
459200101 INTERNATIONAL BUSINE	22,061.	21,978.
594918104 MICROSOFT CORP COM	10,276.	12,091.
68389X105 ORACLE CORP COM	16,238.	15,355.
747525103 QUALCOMM INC COM	19,418.	19,854.
92343V104 VERIZON COMMUNICATIO	17,975.	25,422.
92857W209 VODAFONE GROUP PLC S	9,219.	9,773.
748356102 QUESTAR CORP COM	8,811.	10,256.
816851109 SEMPRA ENERGY COM	8,630.	13,899.
19765J830 COLUMBIA MID CAP VAL	120,000.	191,344.
19765N245 COLUMBIA DIVIDEND IN	142,525.	178,394.
19765P232 COLUMBIA MID CAP GRO	97,541.	178,961.
19765P547 COLUMBIA REAL ESTATE	68,875.	82,636.
19765P810 COLUMBIA SMALL CAP C	175,532.	247,324.
19765Y688 COLUMBIA SELECT LARG	95,251.	137,317.
722005667 PIMCO COMMODITY REAL	85,000.	58,725.
19765Y886 COLUMBIA BOND FUND C	125,000.	121,002.

LUCY D NISBET CHARITABLE FUND

06-6519058

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
411511306 HARBOR INTERNATIONAL	85,515.	95,862.
52106N89 LAZARD EMERGING MKTS	84,146.	82,037.
197199813 COLUMBIA ACORN INTER	85,515.	102,169.
1261291M7 INTERM GOVT/CREDIT B	651,442.	618,657.
TOTALS	2,742,452.	3,228,583.

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STATEMENT 14

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

DESCRIPTION	AMOUNT
-----	-----
CTF ADJUSTMENT	8,627.
NONTAXABLE RECEIPTS - REFUNDED FOREIGN TAX WITHHELD	48.
TOTAL	8,675.
=====	=====

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

DESCRIPTION	AMOUNT
ADJUST CARRY VALUE	114.
ROUNDING	6.
TOTAL	120.

STATEMENT 16

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

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

COMMON TRUST FUNDS	4,101.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)	4,101.00
	=====

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

COMMON TRUST FUNDS	12,938.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)	12,938.00
	=====

STATEMENT 17

LUCY D NISBET CHARITABLE FUND
FORM 990PF, PART XV - LINES 2a - 2d
=====

06-6519058

RECIPIENT NAME:
Bank of America
FORM, INFORMATION AND MATERIALS:
www.bankofamerica.com/grantmaking

STATEMENT 18

LUCY D NISBET CHARITABLE FUND

06-6519058

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

=====

RECIPIENT NAME:

AUDUBON VERMONT

ADDRESS:

255 SHERMAN HOLLOW ROAD

Huntington, VT 05462

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OPENING NEW EYES NATURE ED.

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

CLARINA HOWARD NICHOLS

CENTER

ADDRESS:

CLARINA HOWARD NICHOLS

Morrisville, VT 05661

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ADVOCACY FOR FAMILIES AT RISK

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

RIVER ARTS OF MORRISVILLE

ADDRESS:

74 PLEASANT STREET

Morrisville, VT 05661

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ARTS FOR EVERYONE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

STATEMENT 19

LUCY D NISBET CHARITABLE FUND
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

06-6519058

RECIPIENT NAME:
VERMONT FOODBANK
ADDRESS:
33 PARKER ROAD
BARRE, VT 05641
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT COMMUNITY KITCHEN ACADEMY PROG
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 13,000.

RECIPIENT NAME:
FOOD WORKS AT TWO RIVERS CENTER
ADDRESS:
64 MAIN STREET
Montpelier, VT 05602
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS FARM TO TABLE PROGRAM IN CENTRAL VT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
VERMONT HISTORICAL SOCIETY
ADDRESS:
60 WASHINGTON STREET
BARRE, VT 05641
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE INTERACTIVE WHITEBOARD, LAPTOP, ETC.
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

STATEMENT 20

LUCY D NISBET CHARITABLE FUND
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
THE MENTOR CONNECTOR
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS ARTS MENTORS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
CENTRAL VERMONT ADULT BASIC ED
ADDRESS:
46 WASHINGTON STREET
BARRE, VT 05641
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FUNCTIONAL LITERACY PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
OTTAUQUECHEE HEALTH CENTER
ADDRESS:
32 PLEASANT STREET
Woodstock, VT 05091
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GOOD NEIGHBOR GRANT PROGAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

LUCY D NISBET CHARITABLE FUND
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
RESOURCE
ADDRESS:
266 PINE ST
Burlington, VT 05401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MORRISVILLE HOUSEHOLD GOODS & JOB TRAINING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
HUNGER FREE VERMONT
ADDRESS:
38 EASTWOOD DRIVE
South Burlington, VT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS OUT OF SCHOOL TIME NUTRITION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
HOME SHARE NOW
ADDRESS:
155 N MAIN STREET
BARRE, VT 05641-4042
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

TOTAL GRANTS PAID: 118,000.
=====

STATEMENT 22

FEDERAL FOOTNOTES

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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