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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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

08/01, 2012, and ending

07/31, 2013

Name of foundation

FRANK L PALMER FD TR U/W

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) ► \$ 33,463,416. **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 | 760,301. | 754,296. | | STMT 1 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | | | |
| b Gross sales price for all assets on line 6a | 28,270,608. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 1,758,013. | | |
| 8 Net short-term capital gain | | | 1,758,013. | |
| 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) | 22,794. | 15,000. | | STMT 2 |
| 12 Total Add lines 1 through 11. | 2,541,108. | 2,527,309. | | |
| 13 Compensation of officers, directors, trustees, etc | 148,316. | 88,990. | | 59,327. |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | 1,600. | NONE | NONE | 1,600. |
| b Accounting fees (attach schedule) | 700. | NONE | NONE | 700. |
| c Other professional fees (attach schedule) | 81,685. | | | 81,685. |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see instructions) | 60,036. | 11,036. | | |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) | 1,572. | | | 1,572. |
| 24 Total operating and administrative expenses. | | | | |
| Add lines 13 through 23 | 293,909. | 100,026. | NONE | 144,884. |
| 25 Contributions, gifts, grants paid | 1,418,046. | | | 1,418,046. |
| 26 Total expenses and disbursements Add lines 24 and 25 | 1,711,955. | 100,026. | NONE | 1,562,930. |
| 27 Subtract line 26 from line 12 | | | | |
| a Excess of revenue over expenses and disbursements | 829,153. | | | |
| b Net investment income (if negative, enter -0-) | | 2,427,283. | | |
| c Adjusted net income (if negative, enter -0-) | | | | |

| Part II | Balance Sheets | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year | End of year | |
|-----------------------------|---|---|-------------------|----------------|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | | | | |
| | 2 Savings and temporary cash investments | | 956,908. | 1,357,694. | 1,357,694. |
| | 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) | STMT 8. | | 501,230. | 546,600. |
| | b Investments - corporate stock (attach schedule) | STMT 9. | 29,912,637. | 27,200,761. | 28,971,256. |
| | c Investments - corporate bonds (attach schedule) | | | | |
| Liabilities | 11 Investments - land, buildings, and equipment basis ► | | | | |
| | Less accumulated depreciation ► (attach schedule) | | | | |
| | 12 Investments - mortgage loans | | | | |
| | 13 Investments - other (attach schedule) | STMT 10. | | 2,633,004. | 2,587,866. |
| | 14 Land, buildings, and equipment basis ► | | | | |
| Net Assets or Fund Balances | 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 II) | | 30,869,545. | 31,692,689. | 33,463,416. |
| | 17 Accounts payable and accrued expenses | | | | |
| | 18 Grants payable | | | | |
| Net Assets or Fund Balances | 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 | | 30,869,545. | 31,692,689. | |
| | 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) | | 30,869,545. | 31,692,689. | |
| | 31 Total liabilities and net assets/fund balances (see instructions) | | 30,869,545. | 31,692,689. | |

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 | 30,869,545. |
| 2 Enter amount from Part I, line 27a | 2 | 829,153. |
| 3 Other increases not included in line 2 (itemize) ► | 3 | |
| 4 Add lines 1, 2, and 3 | 4 | 31,698,698. |
| 5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 11 | 5 | 6,009. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 31,692,689. |

Part IV Capital Gains and Losses for Tax on Investment Income

| | | | | | |
|---|---|---|---|--------------------------------------|----------------------------------|
| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.) | | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
| 1a PUBLICLY TRADED SECURITIES | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | |
| a 28,270,608. | | 26,512,595. | 1,758,013. | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | | |
| a | | | 1,758,013. | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | 2 | 1,758,013. | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 | | | 3 | | |

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

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

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

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

 Yes No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--|--|--|---|
| 2011 | 1,301,183. | 30,452,186. | 0.042729 |
| 2010 | 823,829. | 31,291,722. | 0.026327 |
| 2009 | 1,337,088. | 28,002,773. | 0.047748 |
| 2008 | 1,383,806. | 24,858,216. | 0.055668 |
| 2007 | 1,743,438. | 33,903,650. | 0.051423 |

- 2 Total of line 1, column (d)** 2 0.223895
- 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 0.044779
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5** 4 32,386,655.
- 5 Multiply line 4 by line 3** 5 1,450,242.
- 6 Enter 1% of net investment income (1% of Part I, line 27b)** 6 24,273.
- 7 Add lines 5 and 6** 7 1,474,515.
- 8 Enter qualifying distributions from Part XII, line 4** 8 1,562,930.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

| | | | | |
|----|--|---|----------|---------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . . | (attach copy of letter if necessary - see instructions) | 1 | 24,273. |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . | | | |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . | | 2 | |
| 3 | Add lines 1 and 2 . . . | | 3 | 24,273. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . | | 4 | NONE |
| 5 | Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . | | 5 | 24,273. |
| 6 | Credits/Payments: | | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . | 6a | 55,694. | |
| b | Exempt foreign organizations - tax withheld at source . . . | 6b | NONE | |
| c | Tax paid with application for extension of time to file (Form 8868) . . . | 6c | NONE | |
| d | Backup withholding erroneously withheld . . . | 6d | | |
| 7 | Total credits and payments. Add lines 6a through 6d . . . | | 7 | 55,694. |
| 8 | Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . | | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . | | 9 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . | | 10 | 31,421. |
| 11 | Enter the amount of line 10 to be Credited to 2013 estimated tax ► | 12,138 | Refunded | 19,283. |

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

| | | | |
|------------------------------|---|----|-------------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X |
| Website address ► <u>N/A</u> | | | |
| 14 | The books are in care of ► <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no ► <u>(888) 866-3275</u> Located at ► <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 ► <u>02901-1802</u> | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <u>15</u> | | |
| 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 90-221 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)? | 1b | X |
| Organizations relying on a current notice regarding disaster assistance check here ► <u> </u> | | | |
| 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 ► <u> </u> , <u> </u> , <u> </u> , <u> </u> , <u> </u> | | | |
| 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 ► <u> </u> , <u> </u> , <u> </u> , <u> </u> , <u> </u> | | |
| 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)? | | | | 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 | | |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | | | 6b | 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 | | |
| b | If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | | | | 7b | |

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. 777 MAIN STREET, HARTFORD, CT 06115 | TRUSTEE 1 | 148,316. | -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 <u>NONE</u> | |
| ----- | |
| 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 <u>NONE</u> | |
| ----- | |
| 2 | |
| ----- | |
| All other program-related investments. See instructions | |
| 3 <u>NONE</u> | |
| ----- | |
| 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 | 31,470,614. |
| b Average of monthly cash balances | 1b | 1,409,239. |
| c Fair market value of all other assets (see instructions) | 1c | NONE |
| d Total (add lines 1a, b, and c) | 1d | 32,879,853. |
| 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 | 32,879,853. |
| 4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 493,198. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 32,386,655. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 1,619,333. |

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

| | | |
|---|----|------------|
| 1 Minimum investment return from Part X, line 6 | 1 | 1,619,333. |
| 2a Tax on investment income for 2012 from Part VI, line 5 | 2a | 24,273. |
| b Income tax for 2012 (This does not include the tax from Part VI) | 2b | |
| c Add lines 2a and 2b | 2c | 24,273. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 1,595,060. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 Add lines 3 and 4 | 5 | 1,595,060. |
| 6 Deduction from distributable amount (see instructions) | 6 | NONE |
| 7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 1,595,060. |

Part XII Qualifying Distributions (see instructions)

| | | |
|---|----|------------|
| 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 1,562,930. |
| b Program-related investments - total from Part IX-B | 1b | |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | NONE |
| 3 Amounts set aside for specific charitable projects that satisfy the: | | |
| a Suitability test (prior IRS approval required) | 3a | NONE |
| b Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,562,930. |
| 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 | 24,273. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,538,657. |

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2011 | (c) 2011 | (d) 2012 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 1,595,060. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | 1,496,597. | |
| b Total for prior years 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 ► \$ 1,562,930. | | | 1,496,597. | |
| a Applied to 2011, but not more than line 2a | | | 1,496,597. | |
| 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 | | | 66,333. | |
| 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 | | | | 1,528,727. |
| 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

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

N/A

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

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 12

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) | | | | |
| a Paid during the year | | | | |
| SEE ATTACHED STATEMENT | NONE | PC | SUPPORTS NAMED ORGANIZATION | 1,418,046. |
| Total | | | ► 3a | 1,418,046. |
| 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 | 760,301. | |
| 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 | 1,758,013. | |
| 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 | | | 1 | 15,000. | |
| b | | | 1 | 7,794. | |
| c FEDERAL TAX REFUND | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | 2,541,108. | |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | 13 | | 2,541,108. |
| (See worksheet in line 12, instructions to verify calculations.) | | | | | |

13 Total. Add line 12, columns (b), (d), and (e) 13 2,541,108.
(See worksheet in line 13 instructions to verify calculations)

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

Form 990-PF (2012)

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

| | | | |
|-----|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) | Cash | 1a(1) | X |
| (2) | Other assets | 1a(2) | X |
| b | Other transactions: | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | X |
| (4) | Reimbursement arrangements | 1b(4) | X |
| (5) | Loans or loan guarantees | 1b(5) | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

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 |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |
| | | |

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign
Here

Frank J. Kiser

09/16/2013

Date

GUIDE

Title

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

| | | | | | |
|---------------------------------------|----------------------------|--|----------------------|--------------|---|
| BANK OF AMERICA, N.A. | | | | | |
| Paid Preparer Use Only | Print/Type preparer's name | | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed |
| | Firm's name ► | | | Firm's EIN ► | |
| | Firm's address ► | | | Phone no | |

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

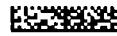
| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|---|-----------------------------|
| INVESTOP INTL GROWTH FUND CL Y | 9,919. | 9,919. |
| COLUMBIA DIVIDEND INCOME FUND CLASS Z SH | 57,878. | 57,878. |
| EAGLE SM CAP GROWTH FUND CL I | 284. | 284. |
| FEDERAL HOME LOAN BANK 11/22/2002 4.5% 1 | 16,951. | 16,951. |
| HARBOR INTERNATIONAL FUND INSTL CL | 16,667. | 16,667. |
| ISHARES RUSSELL 2000 GROWTH INDEX FUND | 1,310. | 1,310. |
| ISHARES 1-3 YR CR BD ETF | 10,632. | 10,632. |
| MFS VALUE FUND CL I | 49,924. | 49,924. |
| METRO WEST T/R BD CL I | 78,469. | 78,469. |
| PIMCO TOTAL RETURN FUND INSTL | 154,040. | 154,040. |
| PIMCO HIGH YIELD FUND | 67,736. | 67,736. |
| PIMCO COMMODITY REALRETURN STRATEGY FUND | 39,263. | 39,263. |
| PIMCO EMERGING MKT CURRENCY FUND INSTL | 1,675. | 1,675. |
| PRUDENTIAL JENNISON MID-CAP GROWTH FUND | 7,187. | 7,187. |
| RIDGEWORTH MID CAP VALUE EQUITY FUND CL | 17,411. | 17,411. |
| TCW SELECT EQUITIES FUND CL I | 5,955. | 5,955. |
| UNITED STATES TREAS NTS DTD 11/15/05 | 22,500. | 22,500. |
| VANGUARD FTSE DEVELOPED MARKETS ETF | 17,240. | 17,240. |
| VANGUARD FTSE EMERGING MKTS ETF | 117,627. | 117,627. |
| VANGUARD REIT ETF | 52,571. | 46,566. |
| VICTORY SMALL CO OPPY FUND CL I SHS | 13,968. | 13,968. |
| BANK OF AMERICA MONEY MARKET SAVINGS ACC | 1,094. | 1,094. |
| TOTAL | 760,301. | 754,296. |

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|-------------|---|-----------------------------|
| TOTALS | 22,794. | 15,000. |

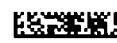
FORM 990PF, PART I - LEGAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|-------------------------|---|-----------------------------|---------------------------|------------------------|
| LEGAL FEES - CHARITABLE | 1,600. | | 1,600. | |
| TOTALS | 1,600. | NONE | NONE | 1,600. |



FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|------------------------------|---|-----------------------------|---------------------------|------------------------|
| ACCOUNTING & TAX PREPARATION | 700. | | 700. | |
| TOTALS | 700. | NONE | NONE | 700. |



FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | CHARITABLE PURPOSES |
|------------------------|---|------------------------|
| GRANTMAKING FEES - BOA | 81,685. | 81,685. |
| TOTALS | 81,685. | 81,685. |



FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--------------------------------|---|-----------------------------|
| EXCISE TAX ESTIMATES | 49,000. | |
| FOREIGN TAXES ON QUALIFIED FOR | 6,379. | 6,379. |
| FOREIGN TAXES ON NONQUALIFIED | 4,657. | 4,657. |
| TOTALS | 60,036. | 11,036. |



FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | CHARITABLE PURPOSES |
|---------------------------|---|------------------------|
| OTHER CHARITABLE EXPENSES | 786. | 786. |
| OTHER CHARITABLE EXPENSES | | |
| TOTALS | | 1,572. |



| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|-------------------------------|----------------------|---------------|
| 912828EN6 UNITED STATES TREAS | 501,230. | 546,600. |
| TOTALS | 501,230. | 546,600. |



FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|----------------------|--------------------|
| 464287648 ISHARES RUSSELL 2000 | 293,484. | 350,400. |
| 921943858 VANGUARD FTSE DEVELO | 606,087. | 661,742. |
| 922042858 VANGUARD FTSE EMERGI | 3,250,340. | 3,036,251. |
| 922908553 VANGUARD REIT ETF | 1,882,600. | 2,018,903. |
| 00078H281 ASTON MONTAG & CALDW | 2,480,451. | 2,522,883. |
| 269858304 EAGLE SM CAP GROWTH | 570,287. | 702,980. |
| 47803W406 JOHN HANCOCK FDS III | 1,640,000. | 1,716,907. |
| 552983694 MFS VALUE FUND CL I | 2,019,273. | 2,578,801. |
| 872234N302 TCW SELECT EQUITIES | 2,260,810. | 2,570,339. |
| 92646A815 VICTORY SMALL CO OPP | 883,543. | 1,046,571. |
| 19765N245 COLUMBIA DIVIDEND IN | 2,136,098. | 2,527,154. |
| 693390700 PIMCO TOTAL RETURN F | 2,615,139. | 2,579,908. |
| 693390841 PIMCO HIGH YIELD FD | 636,074. | 656,360. |
| 04314H204 ARTISAN INTERNATIONA | 781,076. | 850,628. |
| 38142Y401 GOLDMAN SACHS GROWTH | 1,635,499. | 1,743,775. |
| 4812A0573 JPMORGAN INTL VALUE | 820,000. | 828,277. |
| 592905509 METRO WEST T/R BD CL | 2,690,000. | 2,579,377. |
| TOTALS | 27,200,761. | 28,971,256. |



FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION | COST/ FMV C OR F | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|------------------------|----------------------|---------------|
| 73935S105 POWERSHARES DB COMMO | C | 2,633,004. | 2,587,866. |
| TOTALS | | 2,633,004. | 2,587,866. |

2013

FRANK L PALMER FD TR U/W

06-6026043

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

| DESCRIPTION | AMOUNT |
|-----------------------|---------------|
| ADJUST CARRYING VALUE | 6,005. |
| INCOME ADJUSTMENT | 4. |
| TOTAL | 6,009. |

FRANK L PALMER FD TR U/W
FORM 990PF, PART XV - LINES 2a - 2d
=====

06-6026043

RECIPIENT NAME:
BANK OF AMERICA, N.A.

ADDRESS:
777 MAIN STREET
HARTFORD, CT 06115

FORM, INFORMATION AND MATERIALS:
SEE ATTACHED

SUBMISSION DEADLINES:
MAY 15 AND NOVEMBER 15

RESTRICTIONS OR LIMITATIONS ON AWARDS:
SEE ATTACHED

STATEMENT 12



FRANK L PALMER FD TR U/W

06-6026043

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

Relationship to
substantial
contributor

| Distribution | Relationship to substantial contributor | Purpose | Foundation Status of Recipient | Amount |
|----------------------------------|---|---|-----------------------------------|-----------|
| CRIS RADIO | NONE | SUPPT SERV TO NURSING HOMES/NEW LONDON CITY OF NEW LONDON | PUBLIC CHARITY | 3,500.00 |
| CITY OF NEW LONDON | NONE | REPLACEMENT OF TWO BRIDGES/OLD TOWN MILL | PUBLIC CHARITY | 40,000.00 |
| UNITED WAY OF SECT | NONE | SUPPT: EMERGENCY FOOD & HEATING ASSIST | PUBLIC CHARITY | 45,000.00 |
| VNA OF SECT, INC | NONE | SUPPT: NURSE MANAGED WELLNESS & FOOT CARE | PUBLIC CHARITY | 10,000.00 |
| COVENANT SHELTER OF NEW LONDON | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY | 50,000.00 |
| HABITAT FOR HUMANITY OF SECT | NONE | SUPPT PROPERTY ACQUISITION IN NEW LONDON | PUBLIC CHARITY | 20,000.00 |
| MYSTIC AREA SHELTER & HOSP | NONE | SUPPT EMERGENCY SHELTER FOR HOMELESS | PUBLIC CHARITY | 14,653.00 |
| NEW LONDON DEVELOPMENT CORP | NONE | SUPPT N LONDON DOWN PAYMENT PROGRAM | PUBLIC CHARITY | 12,500.00 |
| THAMES RIVER COMM SERVICE INC | NONE | SUPPT THE CHILD DEVLP PROGRAMMING | PUBLIC CHARITY | 7,000.00 |
| THAME VALLEY COUNCIL COMM ACTION | NONE | SUPPT HOMELESS PREVENTION & RAPID-RE | PUBLIC CHARITY | 50,000.00 |
| CATHOLIC CHARITIES/DIOCESE OF | NONE | SUPPT RENTAL ASSISTANCE & SECURITY | PUBLIC CHARITY | 25,000.00 |
| CENTRO DE LA COMUNIDAD | NONE | SUPPT YOUTH DANCE PROGRAM | PUBLIC CHARITY | 1,728.00 |
| CONN ADOPTION & FAMILY SERV | NONE | SUPPT PROJECT CONNECTICUTS CHILD | PUBLIC CHARITY | 5,000.00 |
| FAMILIES IN CRISIS INC | NONE | NEW LONDON PROGRAM/INTERVENTION PROG | PUBLIC CHARITY | 5,000.00 |
| OPERATION FUEL INC | NONE | SUPPT LOW INCOME EMERGENCY ENERGY | PUBLIC CHARITY | 5,000.00 |
| THE RIVERFRONT CHILDREN'S CTR | NONE | SUPPT SCHOLAR DOLLARS TUITION TO | PUBLIC CHARITY | 14,000.00 |
| S.T.E.P.S | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY | 5,000.00 |
| SAFE FUTURES INC | NONE | SUPPT VIOLENCE PREVENTION ED | PUBLIC CHARITY | 30,000.00 |
| UNITED COMMUNITY & FAMILY SERVIC | NONE | SUPPT INCREASING ACCESS TO BEHAVIORAL | PUBLIC CHARITY | 10,000.00 |
| AMERICAN RED CROSS CT CHAPTER | NONE | SUPPT DISASTER SERVICES/NEW LONDON | PUBLIC CHARITY | 15,000.00 |
| NEW LONDON COMM BOATING INC | NONE | SUPPT FREE SAILING LESSONS TO | PUBLIC CHARITY | 9,000.00 |
| BIG BROTHER BIG SISTER OF SECT | NONE | SUPPT MILITARY MENTORING PROG | PUBLIC CHARITY | 10,000.00 |
| GIRL SCOUTS OF CONN INC | NONE | SUPPT LIVE HEALTHY, LEAD HEALTHY PROG | PUBLIC CHARITY | 6,000.00 |
| CITY OF NEW LONDON/YOUTH AFFAIR | NONE | SUPPT EARLY CHILDHOOD FAM CENTER | PUBLIC CHARITY | 15,000.00 |
| FLOCK THEATRE COMPANY | NONE | SUPPT 2013-2014 SEASON | PUBLIC CHARITY | 35,000.00 |
| THE COLONIAL THEATRE SCHOOL INC | NONE | SUPPT SHAKESPEARE TO GO SCHOOOL | PUBLIC CHARITY | 10,000.00 |
| NATIONAL THEATRE OF THE DEAF | NONE | SUPPT SEE OUR SIGNS PROGRAM/NEW LONDON | PUBLIC CHARITY | 9,340.00 |
| CONNECTICUT COLLEGE | NONE | SUPPT INITIATIVE TO IMPACT NEW LONDON | PUBLIC CHARITY | 25,000.00 |
| EASTERN CONN COMM GARDEN ASSOC | NONE | SUPPT COMM GARDENS IN CITY OF NEW LONDON | PUBLIC CHARITY | 15,000.00 |
| CONNECTICUT LANDMARKS | NONE | SUPPT HEMPSTEAD UNCHAINED PROGRAM | PUBLIC CHARITY | 10,000.00 |
| CONNECTICUT LYRIC OPERA | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY | 5,000.00 |
| CONN SCIENCE CENTER INC | NONE | SUPPT NEW LONDON STEM ED PROGRAM | PUBLIC CHARITY | 7,500.00 |
| CONN STORYTELLING CENTER | NONE | SUPPT LITTLEST LISTENERS PRESCHOOL | PUBLIC CHARITY | 10,000.00 |

| Distribution | Relationship to substantial contributor | Purpose | Foundation Status of Recipient | Amount |
|---|---|--|-----------------------------------|-----------|
| EASTERN CONN BALLET INC | NONE | SUPPT THE NUTCRACKER PERFORMANCE | PUBLIC CHARITY | 5,000.00 |
| EASTERN CONN SYMPHONY INC | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY | 15,000.00 |
| EUGENE O'NEILL THEATER CENTER | NONE | SUPPT 14TH ANNUAL CELEBRATION | PUBLIC CHARITY | 8,000.00 |
| EXPRESSIONES CULTURAL CENTER INC | NONE | SUPPORT ARTVENTURE | PUBLIC CHARITY | 15,000.00 |
| FLORENCE GRISWOLD MUSEUM | NONE | SUPPT 2013 ART COLONY CAMP | PUBLIC CHARITY | 5,000.00 |
| HELEN KELLER INTERNATIONAL HYGIENIC ART | NONE | NEW LONDON CHILD SIGHT PROGRAM | PUBLIC CHARITY | 5,000.00 |
| LYMAN ALLYN ART MUSEUM | NONE | SUPPT: ART PARK SUMMER FEST EVENT | PUBLIC CHARITY | 35,000.00 |
| LYME ACADEMY COLLEGE OF FINE ART | NONE | EXHIBITION SUPPORT, ED PROGRAMS FOR | PUBLIC CHARITY | 25,000.00 |
| MYSTIC ART ASSOCIATION, INC | NONE | SUPPT ACADEMY COLLEGE PROGRAM | PUBLIC CHARITY | 5,000.00 |
| MYSTIC BALLET INC | NONE | SUPPT EDUCATION OUTREACH/NEW LONDON | PUBLIC CHARITY | 9,000.00 |
| NEW LONDON COUNTY HISTORICAL | NONE | SUPPT LITERACY IN MONTION DANCE PROJ | PUBLIC CHARITY | 7,500.00 |
| NEW LONDON LANDMARKS INC | NONE | SUPPT SHAW MANSION WINDOW RESTORATION | PUBLIC CHARITY | 20,000.00 |
| NEW LONDON MARITIME SOCIETY INC | NONE | SUPPT NEW LONDON YEAR OF SURPRISE | PUBLIC CHARITY | 7,575.00 |
| NEW LONDON MUSIC FESTIVAL INC | NONE | SUPPT ORIENTATION FILM & RESTORATION | PUBLIC CHARITY | 22,200.00 |
| SURFERS ALUMNI ASSOCIATION INC | NONE | SUPPT 2013 SUMMER SEASON PRODUCTION | PUBLIC CHARITY | 20,000.00 |
| THE WRITERS BLOCK INK, INC | NONE | SUPPT EXPANSION OF MEMBERSHIP PROG | PUBLIC CHARITY | 10,000.00 |
| YOUNG AUDIENCES OF CONN INC | NONE | SUPPT THE 2013 PROGRAMMING | PUBLIC CHARITY | 5,000.00 |
| CONNECTICUT LEGAL SERVICES | NONE | SUPPT MUSIC IN THE SCHOOLS-NEW LONDON | PUBLIC CHARITY | 10,000.00 |
| UNITED CEREBRAL PALSY OF EASTERN | NONE | SUPPT THE DEFERRED ACTION LEGAL SERV | PUBLIC CHARITY | 10,000.00 |
| CHILD & FAMILY AGENCY OF SECT | NONE | SUPPT DISABILITY SUPPT PROGRAM/NEW LONDO | PUBLIC CHARITY | 12,000.00 |
| HISTORICALLY BLACK COLLEGE | NONE | SUPPT BP LEARNED MISSION STAFFING | PUBLIC CHARITY | 3,000.00 |
| LEARN COMM COALITION F/ CHILDREN | NONE | SUPPT HBCA COLLEGE BUS TOUR | PUBLIC CHARITY | 4,000.00 |
| MITCHELL COLLEGE | NONE | SUPPT COMM COALESCING FOR CHILDRENS | PUBLIC CHARITY | 15,000.00 |
| NEW LONDON PUBLIC SCHOOLS | NONE | SUPPT SCHOLARSHIP FUNDING FOR | PUBLIC CHARITY | 2,000.00 |
| NEW LONDON PUBLIC SCHOOLS | NONE | SUPPT THE CULINARY ARTS PROGRAM | PUBLIC CHARITY | 12,500.00 |
| NEW LONDON PUBLIC SCHOOLS | NONE | SUPPT THE BENNIE DOVER CHORAL PROGRAM | PUBLIC CHARITY | 1,250.00 |
| PRIMERA IGLESIA BAUTISTA HISPANA | NONE | SUPPT THE EMPTY BOWLS PROJECT | PUBLIC CHARITY | 12,000.00 |
| READ TO GROW INC | NONE | SUPPT THE COLLEGE ACCESS PROGRAM | PUBLIC CHARITY | 7,000.00 |
| THAMES VALLEY MUSIC SCHOOL | NONE | SUPPT READ TO GROW NEW LONDON PROG | PUBLIC CHARITY | 5,000.00 |
| WATERFORD COUNTRY SCHOOL | NONE | SUPPT ARTS CAMP SCHOLARSHIPS | PUBLIC CHARITY | 15,000.00 |
| OIC OF NEW LONDON | NONE | SUPPT CAMP CUHECA SCHOLARSHIPS | PUBLIC CHARITY | 20,000.00 |
| DENISON PEQUOTSEPOS NATURE CTR | NONE | SUPPT ENHANCED ACADEMIC SUPPT PROGRAM | PUBLIC CHARITY | 15,800.00 |
| | | SUPPT NEW LONDON ECOSYSTEMS-EDUCATING | PUBLIC CHARITY | |

| Distribution | Relationship to substantial contributor | Purpose | Foundation Status of Recipient | Amount |
|----------------------------------|---|--|-----------------------------------|---------------------|
| SEA RESEARCH FOUNDATION INC | NONE | SUPPT WHERE THE CITY MEETS THE SEA | PUBLIC CHARITY | 10,000.00 |
| FRESH NEW LONDON | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY | 20,000.00 |
| NEW LONDON COMM MEAL CENTER | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY | 10,000.00 |
| ST JAMES EPISCOPAL CHURCH | NONE | SUPPT SATURDAY COMMUNITY MEAL | PUBLIC CHARITY | 3,000.00 |
| COMM PARTNERSHIPS-L & M HOSPITAL | NONE | SUPPT LATINO PARENT POWER & B TRU 2 | PUBLIC CHARITY | 10,000.00 |
| CONN COMMUNITY CARE INC | NONE | SUPPT EASTERN REGION INDEPENDENT | PUBLIC CHARITY | 3,000.00 |
| HIGH HOPES THERAPEUTIC RIDING | NONE | SUPPT SCHOLARSHIP SUPPORT/RESIDENT | PUBLIC CHARITY | 10,000.00 |
| PLANNED PARENTHOOD OF SOUTHERN | NONE | SUPPT NEW LONDON FUND FOR ACCESS | PUBLIC CHARITY | 30,000.00 |
| NEW LONDON HOMELESS HOSP CENTER | NONE | SUPPT THE EMERGENCY SHELTER OPERATIONS | PUBLIC CHARITY | 80,000.00 |
| THE CENTER A DROP IN COMM LEARN | NONE | SUPPT RENTAL ASSISTANCE & SECURITY | PUBLIC CHARITY | 60,000.00 |
| THAMES VALLEY MUSIC SCHOOL | NONE | SUPPT NEW LONDON MUSIC SCH SCHOLARSHIP | PUBLIC CHARITY | 5,000.00 |
| CONNECTICUT COLLEGE | NONE | 1ST PAYMENT/SUPPORT RENOVATIONS TO | PUBLIC CHARITY | 30,000.00 |
| NONPROFIT FINANCE FUND | NONE | FINANCIAL CONSULTATION FOR DROP IN | PUBLIC CHARITY | 50,000.00 |
| NONPROFIT FINANCE FUND | NONE | FINANCIAL CONSULTATION FOR OIC | PUBLIC CHARITY | 50,000.00 |
| ST. JAMES EPISCOPAL CHURCH | NONE | SUPPORT HEATING REPLACEMENT AND JOIST | PUBLIC CHARITY | 25,000.00 |
| LAWRENCE & MEMORIAL HOSPITAL | NONE | SUPPT CARDIAC REHABILITATION PROGRAM FOR | PUBLIC CHARITY | 100,000.00 |
| CONNECTICUT BALLET | NONE | NEW LONDON SCHOOLS ANNUAL ASSEMBLY | PUBLIC CHARITY | 3,000.00 |
| TOTAL | | | | 1,418,046.00 |