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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

For calendar year **2013** or tax year beginning , 2013, and ending , 20

Name of foundation
ROBERT H CHAMPLIN TUW

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 or province, country, and ZIP or foreign postal code
PROVIDENCE, RI 02901-1802

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **10,082,667** **J** Accounting method: Cash Accrual Other (specify) _____
(Part I, column (d) must be on cash basis.)

A Employer identification number
05-6011297

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	223,375.	217,912.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	233,275.			
b	Gross sales price for all assets on line 6a 3,758,420.				
7	Capital gain net income (from Part IV, line 2)		233,275.		
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)	-1,691.	267.		STMT 2
12	Total. Add lines 1 through 11	454,959.	451,454.		
13	Compensation of officers, directors, trustees, etc.	83,324.	49,994.		33,330.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	1,250.	NONE	NONE	1,250.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	19,026.	6,519.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 5	50.	4,827.		50.
24	Total operating and administrative expenses. Add lines 13 through 23	103,650.	61,340.	NONE	34,630.
25	Contributions, gifts, grants paid	486,278.			486,278.
26	Total expenses and disbursements Add lines 24 and 25	589,928.	61,340.	NONE	520,908.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-134,969.			
b	Net investment income (if negative, enter -0-)		390,114.		
c	Adjusted net income (if negative, enter -0-)				

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Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	654,604.	290,416.	290,416.
	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) . STMT 6	8,226,489.	8,298,475.	9,021,806.
	c	Investments - corporate bonds (attach schedule) . STMT 7	138,071.	97,963.	112,651.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8	494,635.	702,359.	657,794.
	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)	9,513,799.	9,389,213.	10,082,667.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here . ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/>				
	check here and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	9,513,799.	9,389,213.		
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)	9,513,799.	9,389,213.		
31	Total liabilities and net assets/fund balances (see instructions)	9,513,799.	9,389,213.		

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 9,513,799.
2	Enter amount from Part I, line 27a	2 -134,969.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3 30,065.
4	Add lines 1, 2, and 3	4 9,408,895.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5 19,682.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 9,389,213.



Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)

	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			
b OTHER GAINS AND LOSSES			
c			
d			
e			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,532,587.		1,411,753.	120,834.
b	2,225,833.		2,113,392.	112,441.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			120,834.
b			112,441.
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	233,275.
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))
2012	531,220.	9,320,548.	0.056995
2011	320,354.	9,416,852.	0.034019
2010	222,060.	8,580,316.	0.025880
2009	372,344.	7,653,229.	0.048652
2008	366,828.	8,732,574.	0.042007

2 Total of line 1, column (d)	2	0.207553
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	0.041511
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,675,565.
5 Multiply line 4 by line 3	5	401,642.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,901.
7 Add lines 5 and 6	7	405,543.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	520,908.



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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 3,904, with 4,702 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Includes questions about political campaigns, unrelated business income, and substantial contributors. Includes a table for 'Yes' and 'No' responses.

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A		X	
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 ▶ <input checked="" type="checkbox"/> 15 and enter the amount of tax-exempt interest received or accrued during the year ▶			
16	At any time during calendar year 2013, 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 ▶		Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 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 2013.)	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 2013?	4b	X

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

- 5a During the year did the foundation pay or incur any amount to:
 - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**
- Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **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? Yes No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **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
SEE STATEMENT 20		83,324.		

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

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

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



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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

2	

3	

4	

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

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

2	

All other program-related investments See instructions.	
3 NONE	

Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,382,500.
b	Average of monthly cash balances	1b	440,409.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	9,822,909.
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	9,822,909.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	147,344.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,675,565.
6	Minimum investment return. Enter 5% of line 5	6	483,778.

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	483,778.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,901.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,901.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	479,877.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	479,877.
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	479,877.

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	520,908.
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	520,908.
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	3,901.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	517,007.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				479,877.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			306,285.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <u>520,908.</u>				
a Applied to 2012, but not more than line 2a			306,285.	
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 2013 distributable amount				214,623.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				265,254.
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 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	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 2013, enter the date of the ruling

Empty box for date of ruling

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

Table with columns for Tax year (2013, 2012, 2011, 2010) and Prior 3 years (Total). Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly for active conduct), 3 (Alternative tests: Assets, Endowment, Support).

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 [X] 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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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



Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> KENT CNTY MEM HOSP ATTN GEORGE SHUSTER CHAI WARWICK RI 20886-27	N/A	PC	UNRESTRICTED GENERAL SUPPORT	486,278.
Total ▶ 3a				486,278.
b <i>Approved for future payment</i>				
Total ▶ 3b				



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

Table with 3 columns: (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

Signature of officer or trustee: BANK OF AMERICA, N.A.

Date: 04/29/2014

Title: SVP Tax

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

Paid Preparer Use Only

Table for Paid Preparer Use Only with fields: Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no

ROBERT H CHAMPLIN TUW

05-6011297

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	2,847.	2,847.
FOREIGN DIVIDENDS	38,705.	38,705.
NONDIVIDEND DISTRIBUTIONS	5,463.	
DOMESTIC DIVIDENDS	58,743.	58,743.
OTHER INTEREST	27,757.	27,757.
FOREIGN INTEREST	2,601.	2,601.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	2,086.	2,086.
US GOVERNMENT INTEREST REPORTED AS QUALI	1,292.	1,292.
NONQUALIFIED FOREIGN DIVIDENDS	14,264.	14,264.
NONQUALIFIED DOMESTIC DIVIDENDS	69,617.	69,617.
TOTAL	223,375.	217,912.

ROBERT H CHAMPLIN TUW

05-6011297

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NON-TAXABLE FOREIGN INCOME	-1,691.	267.
PARTNERSHIP INCOME		
TOTALS	----- -1,691. =====	----- 267. =====

ROBERT H CHAMPLIN TUW

05-6011297

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.

ROBERT H CHAMPLIN TUW

05-6011297

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	4,640.	4,640.
EXCISE TAX - PRIOR YEAR	6,707.	
EXCISE TAX ESTIMATES	5,800.	
FOREIGN TAXES ON QUALIFIED FOR	1,122.	1,122.
FOREIGN TAXES ON NONQUALIFIED	757.	757.
TOTALS	19,026.	6,519.

ROBERT H CHAMPLIN TUW

05-6011297

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	50.		50.
PARTNERSHIP EXPENSES		4,827.	
TOTALS	50.	4,827.	50.



ROBERT H CHAMPLIN TUV

05-6011297

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
464287507 ISHARES CORE S&P MID	184,816.	159,288.	216,638.
464287614 ISHARES RUSSELL 1000	626,674.		
464287655 ISHARES RUSSELL 2000	180,354.	155,730.	221,837.
921943858 VANGUARD FTSE DEVELO	180,617.	216,946.	265,418.
922042858 VANGUARD FTSE EMERGI	363,968.	420,634.	413,622.
466001864 IVY ASSET STRATEGY F	141,138.	268,978.	327,277.
693390841 PIMCO HIGH YIELD FD	274,978.	284,802.	295,604.
722005667 PIMCO COMMODITY REAL	113,212.		
714199106 PERMANENT PORTFOLIO	288,956.	251,622.	222,512.
72200Q182 PIMCO ALL ASSET ALL	616,894.	686,099.	614,841.
202671913 AGGREGATE BOND CTF	1,555,195.	1,066,433.	1,035,173.
207543877 SMALL CAP GROWTH LEA	189,115.	155,027.	210,558.
29099J109 EMERGING MARKETS STO	350,752.	370,222.	402,732.
29699T994 SELECT LARGE CAP GRO	191,604.		
302993993 MID CAP VALUE CTF	283,384.	212,915.	263,835.
303995997 SMALL CAP VALUE CTF	188,925.	169,399.	207,737.
323991307 MID CAP GROWTH CTF	291,705.	227,592.	261,168.
45399C107 DIVIDEND INCOME COMM	822,800.	871,900.	1,022,119.
99Z466163 HIGH QUALITY CORE CO	382,419.	439,715.	512,269.
99Z466197 INTERNATIONAL FOCUSE	456,217.	662,440.	773,627.
99Z466247 REIT COMMON TRUST FU			
922908553 VANGUARD REIT ETF		637,936.	590,466.
880208400 TEMPLETON GLOBAL BD		101,326.	99,529.
99Z501647 STRATEGIC GROWTH COM		939,471.	1,064,844.
TOTALS	8,226,489.	8,298,475.	9,021,806.

ROBERT H CHAMPLIN TUW

05-6011297

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
17275RAC6 CISCO SYS INC NT	14,843.		23,699.
635405AM5 NATIONAL CITY CORP S	15,700.	15,700.	15,506.
74432QBL8 PRUDENTIAL FINL INC	15,104.	15,104.	4,620.
31405BLH2 FEDERAL NATL MTG ASS	7,951.	4,259.	3,492.
31410GME0 FEDERAL NATL MTG ASS	4,995.	3,268.	6,969.
31411E2A4 FEDERAL NATL MTG ASS	11,807.	6,251.	6,749.
31416MFV1 FEDERAL NATL MTG ASS	11,634.	6,495.	4,616.
3128M1TJ8 FEDERAL HOME LN MTG	6,775.	4,251.	4,490.
3128PJTY3 FEDERAL HOME LN MTG	6,959.	4,213.	7,892.
312967W73 FEDERAL HOME LN MTG	11,460.	7,579.	17,500.
20825VAB8 CONOCOPHILLIPS CDA F	15,367.	15,367.	17,118.
25243YAM1 DIAGEO CAP PLC GTD N	15,476.	15,476.	
TOTALS	138,071.	97,963.	112,651.



ROBERT H CHAMPLIN TUW

05-6011297

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
73935S105 POWERSHARES DB COMMO	C	494,635.	702,359.	657,794.
TOTALS		494,635.	702,359.	657,794.

=====



ROBERT H CHAMPLIN TUW

05-6011297

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

=====

DESCRIPTION

AMOUNT

CTF ADJUSTMENT

919.

TYE SALES ADJUSTMENT

1,163.

PARTNERSHIP ADJUSTMENT

27,983.

TOTAL

30,065.

=====



ROBERT H CHAMPLIN TUW

05-6011297

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

DESCRIPTION -----	AMOUNT -----
TYE INCOME ADJUSTMENT	12,629.
PARTNERSHIP SALES ADJUSTMENT	6,897.
ACCRUED INCOME ADJUSTMENT	156.

TOTAL	19,682.
	=====

ROBERT H CHAMPLIN TUV
Schedule D Detail of Short-term Capital Gains and Losses

05-6011297

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
7976.88 AGGREGATE BOND CTF	08/10/2012	03/08/2013	135,086.00	137,223.00	-2,137.00
4093.395 AGGREGATE BOND CTF	08/31/2012	03/08/2013	69,320.00	70,501.00	-1,181.00
6459.489 AGGREGATE BOND CTF	09/14/2012	03/08/2013	109,390.00	110,399.00	-1,009.00
3556.168 AGGREGATE BOND CTF	12/21/2012	03/08/2013	60,223.00	60,812.00	-589.00
2875.391 AGGREGATE BOND CTF	12/31/2012	03/08/2013	48,694.00	49,181.00	-487.00
889.173 AGGREGATE BOND CTF	02/08/2013	03/08/2013	15,058.00	15,084.00	-26.00
5303.239 AGGREGATE BOND CTF	08/10/2012	06/07/2013	88,962.00	91,424.00	-2,462.00
2721.397 AGGREGATE BOND CTF	08/31/2012	06/07/2013	45,651.00	46,971.00	-1,320.00
4294.438 AGGREGATE BOND CTF	09/14/2012	06/07/2013	72,039.00	73,554.00	-1,515.00
2364.234 AGGREGATE BOND CTF	12/21/2012	06/07/2013	39,660.00	40,516.00	-856.00
1911.635 AGGREGATE BOND CTF	12/31/2012	06/07/2013	32,068.00	32,767.00	-699.00
591.146 AGGREGATE BOND CTF	02/08/2013	06/07/2013	9,916.00	10,050.00	-134.00
73.046 AGGREGATE BOND CTF	08/10/2012	07/19/2013	1,211.00	1,250.00	-39.00
37.484 AGGREGATE BOND CTF	08/31/2012	07/19/2013	621.00	642.00	-21.00
59.151 AGGREGATE BOND CTF	09/14/2012	07/19/2013	981.00	1,006.00	-25.00
32.564 AGGREGATE BOND CTF	12/21/2012	07/19/2013	540.00	554.00	-14.00
26.33 AGGREGATE BOND CTF	12/31/2012	07/19/2013	436.00	448.00	-12.00
8.144 AGGREGATE BOND CTF	02/08/2013	07/19/2013	135.00	137.00	-2.00
267.46 AGGREGATE BOND CTF	08/10/2012	08/09/2013	4,428.00	4,577.00	-149.00
137.249 AGGREGATE BOND CTF	08/31/2012	08/09/2013	2,272.00	2,351.00	-79.00
216.582 AGGREGATE BOND CTF	09/14/2012	08/09/2013	3,585.00	3,682.00	-97.00
119.236 AGGREGATE BOND CTF	12/21/2012	08/09/2013	1,974.00	2,028.00	-54.00
96.41 AGGREGATE BOND CTF	12/31/2012	08/09/2013	1,596.00	1,640.00	-44.00
29.815 AGGREGATE BOND CTF	02/08/2013	08/09/2013	494.00	503.00	-9.00
350.659 SMALL CAP GROWTH LEADERS CTF	08/10/2012	02/08/2013	5,871.00	5,263.00	608.00
128.837 SMALL CAP GROWTH LEADERS CTF	12/21/2012	02/08/2013	2,157.00	2,010.00	147.00
613.83 SMALL CAP GROWTH LEADERS CTF	08/10/2012	06/07/2013	11,025.00	9,174.00	1,851.00
225.528 SMALL CAP GROWTH LEADERS CTF	12/21/2012	06/07/2013	4,051.00	3,504.00	547.00
3.51 SMALL CAP GROWTH LEADERS CTF	03/08/2013	06/07/2013	63.00	60.00	3.00
441.75 SMALL CAP GROWTH LEADERS CTF	08/10/2012	07/19/2013	8,383.00	6,627.00	1,756.00
162.304 SMALL CAP GROWTH LEADERS CTF	12/21/2012	07/19/2013	3,080.00	2,531.00	549.00
2.526 SMALL CAP GROWTH LEADERS CTF	03/08/2013	07/19/2013	48.00	44.00	4.00
Totals					

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ROBERT H CHAMPLIN TUV
Schedule D Detail of Short-term Capital Gains and Losses

05-6011297

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
135.861 SMALL CAP GROWTH LEADERS CTF	08/10/2012	08/09/2013	2,615.00	2,040.00	575.00
49.917 SMALL CAP GROWTH LEADERS CTF	12/21/2012	08/09/2013	961.00	779.00	182.00
.777 SMALL CAP GROWTH LEADERS CTF	03/08/2013	08/09/2013	15.00	13.00	2.00
32.997 SMALL CAP GROWTH LEADERS CTF	12/21/2012	08/23/2013	630.00	515.00	115.00
.514 SMALL CAP GROWTH LEADERS CTF	03/08/2013	08/23/2013	10.00	9.00	1.00
.09 EMERGING MARKETS STOCK COMMON TRUST FUND	08/10/2012	02/08/2013	4.00	4.00	
.14 EMERGING MARKETS STOCK COMMON TRUST FUND	08/31/2012	02/08/2013	7.00	6.00	1.00
.088 EMERGING MARKETS STOCK COMMON TRUST FUND	09/14/2012	02/08/2013	4.00	4.00	
.015 EMERGING MARKETS STOCK COMMON TRUST FUND	12/21/2012	02/08/2013	1.00	1.00	
10.761 EMERGING MARKETS STOCK COMMON	08/10/2012	06/07/2013	513.00	477.00	36.00
16.762 EMERGING MARKETS STOCK COMMON	08/31/2012	06/07/2013	799.00	731.00	68.00
10.579 EMERGING MARKETS STOCK COMMON	09/14/2012	06/07/2013	504.00	491.00	13.00
1.863 EMERGING MARKETS STOCK COMMON TRUST FUND	12/21/2012	06/07/2013	89.00	91.00	-2.00
.105 EMERGING MARKETS STOCK COMMON TRUST FUND	12/31/2012	06/07/2013	5.00	5.00	
.103 EMERGING MARKETS STOCK COMMON TRUST FUND	03/08/2013	06/07/2013	5.00	5.00	
17.327 EMERGING MARKETS STOCK COMMON	08/31/2012	08/23/2013	755.00	738.00	17.00
10.935 EMERGING MARKETS STOCK COMMON	09/14/2012	08/23/2013	477.00	497.00	-20.00
1.926 EMERGING MARKETS STOCK COMMON TRUST FUND	12/21/2012	08/23/2013	84.00	92.00	-8.00
.108 EMERGING MARKETS STOCK COMMON TRUST FUND	12/31/2012	08/23/2013	5.00	5.00	
.104 EMERGING MARKETS STOCK COMMON TRUST FUND	03/08/2013	08/23/2013	5.00	5.00	
3.955 EMERGING MARKETS STOCK COMMON TRUST FUND	07/19/2013	08/23/2013	172.00	179.00	-7.00
.075 EMERGING MARKETS STOCK COMMON TRUST FUND	08/09/2013	08/23/2013	3.00	3.00	
527.144 MID CAP VALUE CTF	04/20/2012	02/08/2013	11,448.00	10,256.00	1,192.00
Totals					

ROBERT H CHAMPLIN TUV
Schedule D Detail of Short-term Capital Gains and Losses

05-6011297

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
92.736 MID CAP VALUE CTF	12/21/2012	02/08/2013	2,014.00	1,856.00	158.00
1994.811 MID CAP VALUE CTF	04/20/2012	03/08/2013	44,180.00	39,026.00	5,154.00
350.93 MID CAP VALUE CTF	12/21/2012	03/08/2013	7,772.00	7,062.00	710.00
131.054 MID CAP VALUE CTF	12/21/2012	06/07/2013	3,050.00	2,716.00	334.00
46.715 MID CAP VALUE CTF	12/21/2012	07/19/2013	1,130.00	979.00	151.00
26.844 MID CAP VALUE CTF	12/21/2012	08/09/2013	647.00	564.00	83.00
3.571 MID CAP VALUE CTF	12/21/2012	08/23/2013	85.00	75.00	10.00
150.559 SMALL CAP VALUE CTF	08/10/2012	02/08/2013	2,908.00	2,637.00	271.00
75.809 SMALL CAP VALUE CTF	08/31/2012	02/08/2013	1,464.00	1,336.00	128.00
74.209 SMALL CAP VALUE CTF	12/21/2012	02/08/2013	1,433.00	1,356.00	77.00
27.527 SMALL CAP VALUE CTF	08/10/2012	03/08/2013	542.00	486.00	56.00
13.86 SMALL CAP VALUE CTF	08/31/2012	03/08/2013	273.00	246.00	27.00
13.569 SMALL CAP VALUE CTF	12/21/2012	03/08/2013	267.00	250.00	17.00
347.898 SMALL CAP VALUE CTF	08/10/2012	06/07/2013	7,213.00	6,256.00	957.00
175.171 SMALL CAP VALUE CTF	08/31/2012	06/07/2013	3,632.00	3,169.00	463.00
171.474 SMALL CAP VALUE CTF	12/21/2012	06/07/2013	3,555.00	3,213.00	342.00
267.567 SMALL CAP VALUE CTF	08/10/2012	07/19/2013	5,948.00	4,876.00	1,072.00
134.723 SMALL CAP VALUE CTF	08/31/2012	07/19/2013	2,995.00	2,470.00	525.00
131.88 SMALL CAP VALUE CTF	12/21/2012	07/19/2013	2,932.00	2,503.00	429.00
67.538 SMALL CAP VALUE CTF	08/10/2012	08/09/2013	1,482.00	1,245.00	237.00
34.006 SMALL CAP VALUE CTF	08/31/2012	08/09/2013	746.00	630.00	116.00
33.29 SMALL CAP VALUE CTF	12/21/2012	08/09/2013	730.00	639.00	91.00
3.971 SMALL CAP VALUE CTF	08/31/2012	08/23/2013	86.00	74.00	12.00
3.888 SMALL CAP VALUE CTF	12/21/2012	08/23/2013	84.00	75.00	9.00
136.377 MID CAP GROWTH CTF	08/10/2012	02/08/2013	2,786.00	2,603.00	183.00
68.177 MID CAP GROWTH CTF	08/31/2012	02/08/2013	1,393.00	1,302.00	91.00
131.998 MID CAP GROWTH CTF	09/14/2012	02/08/2013	2,697.00	2,630.00	67.00
82.37 MID CAP GROWTH CTF	12/21/2012	02/08/2013	1,683.00	1,585.00	98.00
774.041 MID CAP GROWTH CTF	08/10/2012	03/08/2013	16,122.00	14,807.00	1,315.00
386.958 MID CAP GROWTH CTF	08/31/2012	03/08/2013	8,059.00	7,410.00	649.00
749.189 MID CAP GROWTH CTF	09/14/2012	03/08/2013	15,604.00	14,964.00	640.00
467.503 MID CAP GROWTH CTF	12/21/2012	03/08/2013	9,737.00	9,018.00	719.00
282.012 MID CAP GROWTH CTF	08/10/2012	06/07/2013	6,103.00	5,496.00	607.00
140.983 MID CAP GROWTH CTF	08/31/2012	06/07/2013	3,051.00	2,750.00	301.00
272.958 MID CAP GROWTH CTF	09/14/2012	06/07/2013	5,907.00	5,549.00	358.00
Totals					

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ROBERT H CHAMPLIN TUV
Schedule D Detail of Short-term Capital Gains and Losses

05-6011297

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
170.33 MID CAP GROWTH CTF	12/21/2012	06/07/2013	3,686.00	3,346.00	340.00
142.013 MID CAP GROWTH CTF	08/10/2012	07/19/2013	3,217.00	2,801.00	416.00
70.995 MID CAP GROWTH CTF	08/31/2012	07/19/2013	1,608.00	1,402.00	206.00
137.454 MID CAP GROWTH CTF	09/14/2012	07/19/2013	3,114.00	2,827.00	287.00
85.774 MID CAP GROWTH CTF	12/21/2012	07/19/2013	1,943.00	1,706.00	237.00
67.983 MID CAP GROWTH CTF	08/10/2012	08/09/2013	1,565.00	1,352.00	213.00
33.986 MID CAP GROWTH CTF	08/31/2012	08/09/2013	783.00	676.00	107.00
65.801 MID CAP GROWTH CTF	09/14/2012	08/09/2013	1,515.00	1,364.00	151.00
41.062 MID CAP GROWTH CTF	12/21/2012	08/09/2013	946.00	823.00	123.00
21.326 MID CAP GROWTH CTF	08/31/2012	08/23/2013	485.00	427.00	58.00
41.29 MID CAP GROWTH CTF	09/14/2012	08/23/2013	938.00	860.00	78.00
25.767 MID CAP GROWTH CTF	12/21/2012	08/23/2013	586.00	519.00	67.00
202.843 DIVIDEND INCOME COMMON TRUST	08/10/2012	02/08/2013	8,040.00	7,696.00	344.00
105.531 DIVIDEND INCOME COMMON TRUST	08/31/2012	02/08/2013	4,183.00	3,979.00	204.00
131.061 DIVIDEND INCOME COMMON TRUST	09/14/2012	02/08/2013	5,195.00	5,067.00	128.00
4.88 DIVIDEND INCOME COMMON TRUST FUND	12/21/2012	02/08/2013	193.00	184.00	9.00
815.095 DIVIDEND INCOME COMMON TRUST	08/10/2012	06/07/2013	35,464.00	31,197.00	4,267.00
424.062 DIVIDEND INCOME COMMON TRUST	08/31/2012	06/07/2013	18,451.00	16,129.00	2,322.00
526.648 DIVIDEND INCOME COMMON TRUST	09/14/2012	06/07/2013	22,914.00	20,537.00	2,377.00
19.605 DIVIDEND INCOME COMMON TRUST	12/21/2012	06/07/2013	853.00	745.00	108.00
276.819 DIVIDEND INCOME COMMON TRUST	03/08/2013	06/07/2013	12,044.00	11,320.00	724.00
101.925 DIVIDEND INCOME COMMON TRUST	08/10/2012	07/19/2013	4,506.00	3,926.00	580.00
53.028 DIVIDEND INCOME COMMON TRUST	08/31/2012	07/19/2013	2,344.00	2,030.00	314.00
65.856 DIVIDEND INCOME COMMON TRUST	09/14/2012	07/19/2013	2,911.00	2,584.00	327.00
2.451 DIVIDEND INCOME COMMON TRUST	12/21/2012	07/19/2013	108.00	94.00	14.00
34.617 DIVIDEND INCOME COMMON TRUST	03/08/2013	07/19/2013	1,530.00	1,424.00	106.00
61.904 DIVIDEND INCOME COMMON TRUST	08/10/2012	08/09/2013	2,722.00	2,398.00	324.00
32.206 DIVIDEND INCOME COMMON TRUST	08/31/2012	08/09/2013	1,416.00	1,240.00	176.00
39.997 DIVIDEND INCOME COMMON TRUST	09/14/2012	08/09/2013	1,758.00	1,578.00	180.00
1.489 DIVIDEND INCOME COMMON TRUST	12/21/2012	08/09/2013	65.00	57.00	8.00
21.026 DIVIDEND INCOME COMMON TRUST	03/08/2013	08/09/2013	924.00	870.00	54.00
1405. POWERSHARES DB COMMODITY INDEX	08/10/2012	02/07/2013	40,028.00	38,336.00	1,692.00
1387. POWERSHARES DB COMMODITY INDEX	08/29/2012	02/07/2013	39,515.00	38,410.00	1,105.00
2713. POWERSHARES DB COMMODITY INDEX	09/14/2012	02/07/2013	77,292.00	78,815.00	-1,523.00
1784. POWERSHARES DB COMMODITY INDEX	12/21/2012	02/07/2013	50,825.00	47,834.00	2,991.00
Totals					

ROBERT H CHAMPLIN TUV
Schedule D Detail of Short-term Capital Gains and Losses

05-6011297

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
1444. POWERSHARES DB COMMODITY INDEX	12/28/2012	02/07/2013	41,139.00	39,037.00	2,102.00
76. POWERSHARES DB COMMODITY INDEX					
TRACKING FUND UNIT BEN INT	08/29/2012	08/20/2013	1,998.00	2,105.00	-107.00
149. POWERSHARES DB COMMODITY INDEX	09/14/2012	08/20/2013	3,916.00	4,329.00	-413.00
97. POWERSHARES DB COMMODITY INDEX					
TRACKING FUND UNIT BEN INT	12/21/2012	08/20/2013	2,550.00	2,601.00	-51.00
79. POWERSHARES DB COMMODITY INDEX					
TRACKING FUND UNIT BEN INT	12/28/2012	08/20/2013	2,076.00	2,136.00	-60.00
244. POWERSHARES DB COMMODITY INDEX	03/08/2013	08/20/2013	6,413.00	6,443.00	-30.00
187. POWERSHARES DB COMMODITY INDEX	06/03/2013	08/20/2013	4,915.00	4,768.00	147.00
137. POWERSHARES DB COMMODITY INDEX	07/17/2013	08/20/2013	3,601.00	3,481.00	120.00
20. POWERSHARES DB COMMODITY INDEX					
TRACKING FUND UNIT BEN INT	08/08/2013	08/20/2013	526.00	494.00	32.00
445.583 HIGH QUALITY CORE COMMON TRUST					
FUND	08/10/2012	02/08/2013	4,809.00	4,477.00	332.00
224.684 HIGH QUALITY CORE COMMON TRUST					
FUND	08/31/2012	02/08/2013	2,425.00	2,262.00	163.00
222.959 HIGH QUALITY CORE COMMON TRUST					
FUND	09/14/2012	02/08/2013	2,406.00	2,333.00	73.00
7.947 HIGH QUALITY CORE COMMON TRUST	12/21/2012	02/08/2013	86.00	81.00	5.00
1142.369 HIGH QUALITY CORE COMMON TRUST FUND					
576.038 HIGH QUALITY CORE COMMON TRUST	08/10/2012	06/07/2013	12,993.00	11,564.00	1,429.00
FUND	08/31/2012	06/07/2013	6,552.00	5,844.00	708.00
571.615 HIGH QUALITY CORE COMMON TRUST					
FUND	09/14/2012	06/07/2013	6,502.00	6,024.00	478.00
20.37 HIGH QUALITY CORE COMMON TRUST	12/21/2012	06/07/2013	232.00	209.00	23.00
553.907 HIGH QUALITY CORE COMMON TRUST					
FUND	03/08/2013	06/07/2013	6,300.00	6,080.00	220.00
60.818 HIGH QUALITY CORE COMMON TRUST					
FUND	08/10/2012	07/19/2013	708.00	618.00	90.00
30.667 HIGH QUALITY CORE COMMON TRUST					
FUND	08/31/2012	07/19/2013	357.00	312.00	45.00
30.432 HIGH QUALITY CORE COMMON TRUST					
FUND	09/14/2012	07/19/2013	354.00	322.00	32.00
Totals					

ROBERT H CHAMPLIN TUW
Schedule D Detail of Short-term Capital Gains and Losses

05-6011297

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
1.084 HIGH QUALITY CORE COMMON TRUST	12/21/2012	07/19/2013	13.00	11.00	2.00
29.492 HIGH QUALITY CORE COMMON TRUST FUND	03/08/2013	07/19/2013	343.00	325.00	18.00
305.062 HIGH QUALITY CORE COMMON TRUST FUND	08/10/2012	08/09/2013	3,558.00	3,104.00	454.00
153.827 HIGH QUALITY CORE COMMON TRUST FUND	08/31/2012	08/09/2013	1,794.00	1,569.00	225.00
152.646 HIGH QUALITY CORE COMMON TRUST FUND	09/14/2012	08/09/2013	1,780.00	1,617.00	163.00
5.439 HIGH QUALITY CORE COMMON TRUST	12/21/2012	08/09/2013	63.00	56.00	7.00
147.919 HIGH QUALITY CORE COMMON TRUST FUND	03/08/2013	08/09/2013	1,725.00	1,631.00	94.00
34.562 HIGH QUALITY CORE COMMON TRUST FUND	08/31/2012	08/23/2013	399.00	352.00	47.00
34.296 HIGH QUALITY CORE COMMON TRUST FUND	09/14/2012	08/23/2013	396.00	363.00	33.00
1.222 HIGH QUALITY CORE COMMON TRUST	12/21/2012	08/23/2013	14.00	13.00	1.00
33.236 HIGH QUALITY CORE COMMON TRUST FUND	03/08/2013	08/23/2013	384.00	367.00	17.00
513.893 INTERNATIONAL FOCUSED EQUITY	08/10/2012	02/08/2013	5,422.00	4,889.00	533.00
156.217 INTERNATIONAL FOCUSED EQUITY	08/31/2012	02/08/2013	1,648.00	1,489.00	159.00
264.46 INTERNATIONAL FOCUSED EQUITY	09/14/2012	02/08/2013	2,790.00	2,625.00	165.00
63.095 INTERNATIONAL FOCUSED EQUITY	12/21/2012	02/08/2013	666.00	640.00	26.00
660.775 INTERNATIONAL FOCUSED EQUITY	08/10/2012	06/07/2013	6,988.00	6,259.00	729.00
200.867 INTERNATIONAL FOCUSED EQUITY	08/31/2012	06/07/2013	2,124.00	1,907.00	217.00
340.049 INTERNATIONAL FOCUSED EQUITY	09/14/2012	06/07/2013	3,596.00	3,362.00	234.00
81.126 INTERNATIONAL FOCUSED EQUITY	12/21/2012	06/07/2013	858.00	820.00	38.00
662.361 INTERNATIONAL FOCUSED EQUITY	03/08/2013	06/07/2013	7,005.00	7,042.00	-37.00
295.701 INTERNATIONAL FOCUSED EQUITY	08/10/2012	08/09/2013	3,219.00	2,775.00	444.00
89.889 INTERNATIONAL FOCUSED EQUITY	08/31/2012	08/09/2013	979.00	845.00	134.00
152.174 INTERNATIONAL FOCUSED EQUITY	09/14/2012	08/09/2013	1,657.00	1,491.00	166.00
36.304 INTERNATIONAL FOCUSED EQUITY	12/21/2012	08/09/2013	395.00	364.00	31.00
296.41 INTERNATIONAL FOCUSED EQUITY	03/08/2013	08/09/2013	3,227.00	3,126.00	101.00
12.383 INTERNATIONAL FOCUSED EQUITY	07/19/2013	08/09/2013	135.00	132.00	3.00
145.496 INTERNATIONAL FOCUSED EQUITY	08/31/2012	08/23/2013	1,578.00	1,369.00	209.00
Totals					

ROBERT H CHAMPLIN TUV
 Schedule D Detail of Short-term Capital Gains and Losses

05-6011297

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
246.311 INTERNATIONAL FOCUSED EQUITY	09/14/2012	08/23/2013	2,671.00	2,415.00	256.00
58.763 INTERNATIONAL FOCUSED EQUITY	12/21/2012	08/23/2013	637.00	589.00	48.00
479.774 INTERNATIONAL FOCUSED EQUITY	03/08/2013	08/23/2013	5,203.00	5,061.00	142.00
20.042 INTERNATIONAL FOCUSED EQUITY	07/19/2013	08/23/2013	217.00	214.00	3.00
233.776 REIT COMMON TRUST FUND	08/10/2012	02/08/2013	2,464.00	2,343.00	121.00
229.939 REIT COMMON TRUST FUND	09/14/2012	02/08/2013	2,424.00	2,410.00	14.00
68.976 REIT COMMON TRUST FUND	12/21/2012	02/08/2013	727.00	696.00	31.00
38.414 REIT COMMON TRUST FUND	12/31/2012	02/08/2013	405.00	390.00	15.00
23012.036 REIT COMMON TRUST FUND	08/10/2012	03/08/2013	245,628.00	242,489.00	3,139.00
22634.329 REIT COMMON TRUST FUND	09/14/2012	03/08/2013	241,597.00	248,828.00	-7,231.00
6789.777 REIT COMMON TRUST FUND	12/21/2012	03/08/2013	72,473.00	72,003.00	470.00
3781.162 REIT COMMON TRUST FUND	12/31/2012	03/08/2013	40,360.00	40,285.00	75.00
399.655 STRATEGIC GROWTH COMMON TRUST FUND	06/07/2013	08/09/2013	4,320.00	4,121.00	199.00
370.877 STRATEGIC GROWTH COMMON TRUST FUND	07/19/2013	08/09/2013	4,009.00	3,972.00	37.00
474.258 STRATEGIC GROWTH COMMON TRUST FUND	06/07/2013	08/23/2013	5,080.00	4,879.00	201.00
440.107 STRATEGIC GROWTH COMMON TRUST FUND	07/19/2013	08/23/2013	4,714.00	4,704.00	10.00
TOTAL OTHER GAINS AND LOSSES			2,116,649.00	2,079,327.00	37,322.00
Totals			2,116,649.00	2,079,327.00	37,322.00

ROBERT H CHAMPLIN TUV
 Schedule D Detail of Long-term Capital Gains and Losses

05-6011297

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
89.811 SMALL CAP GROWTH LEADERS CTF	08/10/2012	08/23/2013	1,716.00	1,350.00	366.00
11.124 EMERGING MARKETS STOCK COMMON	08/10/2012	08/23/2013	485.00	482.00	3.00
744.955 MID CAP VALUE CTF	04/20/2012	06/07/2013	17,335.00	15,022.00	2,313.00
265.539 MID CAP VALUE CTF	04/20/2012	07/19/2013	6,422.00	5,414.00	1,008.00
152.585 MID CAP VALUE CTF	04/20/2012	08/09/2013	3,677.00	3,118.00	559.00
20.297 MID CAP VALUE CTF	04/20/2012	08/23/2013	484.00	415.00	69.00
7.887 SMALL CAP VALUE CTF	08/10/2012	08/23/2013	171.00	146.00	25.00
42.66 MID CAP GROWTH CTF	08/10/2012	08/23/2013	969.00	852.00	117.00
76. POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT	08/10/2012	08/20/2013	1,998.00	2,074.00	-76.00
68.541 HIGH QUALITY CORE COMMON TRUST FUND	08/10/2012	08/23/2013	792.00	698.00	94.00
478.627 INTERNATIONAL FOCUSED EQUITY	08/10/2012	08/23/2013	5,191.00	4,494.00	697.00
TOTAL OTHER GAINS AND LOSSES			39,240.00	34,065.00	5,175.00
Totals			39,240.00	34,065.00	5,175.00



ROBERT H CHAMPLIN TUW

05-6011297

GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

COMMON TRUST FUNDS	27,032.00	-----
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		----- 27,032.00 =====

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

COMMON TRUST FUNDS	70,895.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-27,983.00	-----
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		----- 42,912.00 =====



ROBERT H CHAMPLIN TUW

05-6011297

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

225 FRANKLIN STREET

BOSTON, MA 02110

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 83,324.

COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

TOTAL COMPENSATION:

83,324.

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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.