Form **990-PF**

Department of the Treasury
Internal Revenue Service

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.

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation

CAPEWELL,I UW HTFD HOSP ETL#3-AE

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

A Employer identification number

06-6066755

B Telephone number (see instructions)

888-866-3275

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ 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
[X] 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)* ▶ $ 64,615,480.

J Accounting method: [X] 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))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,753,705.	1,716,233.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,665,195.			
	b	Gross sales price for all assets on line 6a 21,272,906.				
	7	Capital gain net income (from Part IV, line 2)		3,665,195.		
	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)	4,259.	6,184.		STMT 2
	12	**Total.** Add lines 1 through 11	5,423,159.	5,387,612.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	291,312.	174,787.		116,525.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule) STMT 3	750.	NONE	NONE	750.
	b	Accounting fees (attach schedule) STMT 4	1,250.	NONE	NONE	1,250.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	57,723.	17,223.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 6	1,632.	22,190.		1,632.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	352,667.	214,200.	NONE	120,157.
	25	Contributions, gifts, grants paid	2,816,153.			2,816,153.
	26	**Total expenses and disbursements** Add lines 24 and 25	3,168,820.	214,200.	NONE	2,936,310.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	2,254,339.			
	b	**Net investment income** (if negative, enter -0-)		5,173,412.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,070,825.	3,811,575.	3,811,575.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 7	47,479,295.	48,998,764.	60,803,905.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8			
	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)	50,550,120.	52,810,339.	64,615,480.
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 ▶ ☐ 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.			
	27	Capital stock, trust principal, or current funds	50,550,120.	52,810,339.	
	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)	50,550,120.	52,810,339.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	50,550,120.	52,810,339.	

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	50,550,120.
2	Enter amount from Part I, line 27a	2	2,254,339.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	67,793.
4	Add lines 1, 2, and 3	4	52,872,252.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	61,913.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	52,810,339.

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	19,574,539.		16,869,125.	2,705,414.
b	1,698,367.		738,586.	959,781.
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				2,705,414.
b				959,781.
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 3,665,195.

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	2,700,809.	57,430,166.	0.047028
2011	2,711,523.	55,762,799.	0.048626
2010	2,495,350.	52,610,641.	0.047431
2009	2,044,091.	48,022,756.	0.042565
2008	2,425,644.	54,108,406.	0.044829

2	**Total** of line 1, column (d)	2	0.230479
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	0.046096
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	61,513,957.
5	Multiply line 4 by line 3	5	2,835,547.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	51,734.
7	Add lines 5 and 6	7	2,887,281.
8	Enter qualifying distributions from Part XII, line 4	8	2,936,310.

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 ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	51,734.
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	51,734.
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	51,734.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 85,852.		
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	85,852.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	34,118.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 34,118. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
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*	7	X	
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.*	8b	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ US TRUST FIDUCIARY TAX SERVICES Telephone no ▶ (888)866-3275

Located at ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP+4 ▶ 02901-1802

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Line	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?	☐ Yes	☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?			1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes	☒ 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?	☐ Yes	☒ 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)*

		Yes	No
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? *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*	☐ Yes	☐ No
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? *If "Yes" to 6b, file Form 8870* — **6b**		X
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? — **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 13		291,312.		

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		-0-	-0-	-0-

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	59,340,921.
b	Average of monthly cash balances	1b	3,109,797.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	62,450,718.
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	62,450,718.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	936,761.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	61,513,957.
6	**Minimum investment return.** Enter 5% of line 5	6	3,075,698.

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	3,075,698.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	51,734.		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	51,734.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	3,023,964.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	3,023,964.
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	3,023,964.

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	2,936,310.
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	2,936,310.
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	51,734.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,884,576.

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				3,023,964.
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			751,645.	
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 ▶ $ 2,936,310.				
a	Applied to 2012, but not more than line 2a			751,645.	
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				2,184,665.
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				839,299.
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 . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ▶ [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 Paid during the year				
HARTFORD HOSPITAL CAROL WARDELL DIRECTOR HHCC HARTFORD CT 0611	N/A	PC	unrestricted general support	823,927.
CONNECTICUT HUMANE SOCIETY ATTN: DEVELOPMENT 701 RUSSELL RD NEWINGTON CT 06111-1527	N/A	PC	UNRESTRICTED GENERAL SUPPORT	20.
VILLAGE FOR FAMILIES & CHILDREN MARK D KRITZM 1680 ALBANY AVE HARTFORD CT 06105-1001	N/A	PC	UNRESTRICTED GENERAL SUPPORT	469,301.
CONNECTICUT CHILDRENS MED CTR ATT:MAUREEN LEB 12 CHARTER OAK PL HARTFORD CT 06106-1914	N/A	PC	UNRESTRICTED GENERAL SUPPORT	469,301.
ST FRANCIS HOSPITAL & MED CTR DONNA GILBERT DIR OF ACCTG HARTFORD CT 06105	N/A	PC	UNRESTRICTED GENERAL SUPPORT	469,301.
CONN INST FOR THE BLIND C/O JAMES J JONES - V 120 HOLCOMB ST HARTFORD CT 06112-1529	N/A	PC	UNRESTRICTED GENERAL SUPPORT	234,651.
HARTFORD HOSPITAL JOHN BIANCAMANO, VP 80 SEYMOUR ST HARTFORD CT 06115	N/A	PC	UNRESTRICTED GENERAL SUPPORT	114,676.
HTFD HOSPITAL JEFFERSON H THOMAS MARCHOZZI CFO HARTFORD CT 06115	N/A	PC	UNRESTRICTED GENERAL SUPPORT	234,651.
TRINITY EPISCOPAL CHURCH OF HARTFORD HARTFORD CT 06105-2755	N/A	PC	UNRESTRICTED GENERAL SUPPORT	325.
Total ▶ 3a				2,816,153.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

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	1,753,705.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	3,665,195.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b OTHER INCOME			1	95.	
c EXCISE TAX REFUND			1	4,164.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				5,423,159.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 5,423,159.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	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

(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.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Karen J. Kiser | 08/25/2014 | SVP Tax

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
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
USGI REPORTED AS NONQUALIFIED DIVIDENDS	544.	544.
FOREIGN DIVIDENDS	155,871.	155,871.
NONDIVIDEND DISTRIBUTIONS	20,285.	
DOMESTIC DIVIDENDS	634,421.	634,421.
OTHER INTEREST	556,335.	556,335.
FOREIGN INTEREST	88,372.	88,372.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	56,389.	56,389.
NON-TAXABLE FOREIGN INCOME	17,187.	
FEDERALLY TAXABLE MUNICIPAL INTEREST	31,114.	31,114.
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	18,133.	18,133.
MARKET DISCOUNT ¿‰OTHER INTEREST	19,841.	19,841.
NONQUALIFIED FOREIGN DIVIDENDS	31,088.	31,088.
NONQUALIFIED DOMESTIC DIVIDENDS	124,125.	124,125.
TOTAL	1,753,705.	1,716,233.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME		95.	95.
EXCISE TAX REFUND		4,164.	
PARTNERSHIP INCOME			6,089.
	TOTALS	4,259.	6,184.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	750.			750.
TOTALS	750.	NONE	NONE	750.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	10,882.	10,882.
EXCISE TAX ESTIMATES	40,500.	
FOREIGN TAXES ON QUALIFIED FOR	3,528.	3,528.
FOREIGN TAXES ON NONQUALIFIED	2,813.	2,813.
TOTALS	57,723.	17,223.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	816.		816.
OTHER CHARITABLE EXPENSES	816.		816.
PARTNERSHIP EXPENSES		22,190.	
TOTALS	1,632.	22,190.	1,632.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED		47,479,295.	48,998,764.	60,803,905.
	TOTALS	47,479,295.	48,998,764.	60,803,905.

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2013

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	3811574.940	3,811,574 94	3,811,574.94
00184AAC9	AOL TIME WARNER INC	60000.000	55,776 00	75,934.20
00206R102	AT&T INC	6050 000	114,833.56	212,718.00
00206RBN1	AT&T INC	140000.000	123,299 40	126,316.40
00206RBS0	AT&T INC	70000 000	70,000 00	69,864.90
002824100	ABBOTT LABS	6120.000	149,874.67	234,579 60
00287Y109	ABBVIE INC	8640 000	252,227 68	456,278.40
00287YAH2	ABBVIE INC	115000.000	116,238 55	116,182.20
02005ABC1	ALLY MASTER OWNER TR	150000.000	153,093.75	150,088 50
02006GAC8	ALLY AUTO RECEIVABLES TR	43000 000	42,996.40	43,017.20
02006JAB4	ALLY AUTO RECEIVABLES TR 2013-1	50000.000	49,994 28	50,013 50
02209S103	ALTRIA GROUP INC	6090.000	97,469.89	233,795.10
023551AJ3	AMERADA HESS CORP	70000 000	76,628.30	85,488 90
02364WAN5	AMERICA MOVIL S A B DE C V	90000.000	89,669 70	101,377.80
025537101	AMERICAN ELEC PWR INC	1425.000	64,854.88	66,604.50
025537AF8	AMERICAN ELEC PWR CO INC	39000 000	39,004.29	38,212.59
031162100	AMGEN INC	3700.000	242,575 10	422,096 00
03523TBB3	ANHEUSER BUSCH INBEV	65000.000	64,621.70	69,501 25
037833AK6	APPLE INC	100000 000	99,894.00	89,921.00
053015103	AUTOMATIC DATA PROCESSING INC	3330.000	130,006 30	269,060.67
053484101	AVALONBAY CMNTYS INC	770 000	104,566 30	91,037 10
05531FAJ2	BB&T CORP	105000.000	105,089.25	105,185 85
05567SAA0	BNSF FDG TR I	90000.000	85,500.00	98,662.50
06406HCH0	BANK NEW YORK INC	100000 000	100,000 00	99,848.00
06739FFZ9	BARCLAYS BANK PLC	70000.000	69,918 10	71,747 90
07388PAE1	BEAR STEARNS COMMERCIAL MTG	135000.000	126,877.73	147,465 90
07388YAE2	BEAR STEARNS COML MTG SECS TR	175000.000	155,859.38	196,250.25
09247X101	BLACKROCK INC	930.000	175,387 31	294,317.10
097023105	BOEING CO	3060.000	222,106.87	417,659 40
110122108	BRISTOL MYERS SQUIBB CO	8105 000	169,084.21	430,780 75
11102AAA9	BRITISH TELECOMMUNICATIONS PLC	150000.000	155,424 00	171,520.50
12513YAF7	CD 2007-CD4 COML MTG TR	80000 000	81,468.75	87,608 80
12514AAE1	CD 2007-CD5 MTG TR	63507.140	64,673.10	71,261 36
12572Q105	CME GROUP INC	2250.000	132,710 33	176,535.00

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2013

Cusip	Asset	Units	Basis	Market Value
125896100	CMS ENERGY CORP	3900 000	86,018 89	104,403 00
125896BK5	CMS ENERGY CORP	100000 000	111,730 00	107,957 00
126117AL4	CNA FINL CORP	45000.000	45,018 45	47,132 55
126117AP5	CNA FINL CORP	45000.000	46,541 70	54,549.45
1261291Q8	SMALL CAP CTF	171674 948	4,210,681.99	4,688,116.65
1261292H7	INTERNATIONAL EQUITY CTF	109463 763	3,209,836.59	2,562,043.16
126192AD5	COMM 2012-LC4 MTG TR	100000 000	106,501.96	98,340.00
126408GW7	CSX CORP	75000.000	75,628 50	71,243 25
126650100	CVS CAREMARK CORP	1710.000	103,930.21	122,384 70
126650BR0	CVS CAREMARK CORP	80000.000	80,868.80	90,729 60
13063A5G5	CALIFORNIA ST	75000 000	69,583.50	97,010 25
136385AK7	CANADIAN NAT RES LTD	110000.000	110,860 20	123,620 20
14040HAN5	CAPITAL ONE FINL CORP	105000 000	114,673 65	117,440 40
14041NCQ2	CAPITAL ONE MULTI-ASSET	100000.000	110,429 69	108,937.00
166764100	CHEVRON CORP	3995.000	233,820.55	499,015.45
171232101	CHUBB CORP	1535 000	59,766.15	148,327 05
17275R102	CISCO SYS INC	12825 000	284,591.11	287,664.75
172967FT3	CITIGROUP INC	50000 000	54,953 50	52,985 50
172967HC8	CITIGROUP INC	55000.000	55,538 45	55,277 75
17305EEQ4	CITIBANK CR CARD ISSUANCE TR	150000.000	162,052 73	153,217 50
191216100	COCA COLA CO	4940 000	115,351.23	204,071 40
19765P232	COLUMBIA MID CAP GROWTH FUND	80632.185	2,170,000.00	2,552,814.98
19765Y688	COLUMBIA SELECT LARGE CAP	151697 639	1,945,000.00	2,918,662.57
20030N101	COMCAST CORP	2990.000	143,815.64	155,375.35
20030NAL5	COMCAST CORP	15000.000	15,324 15	16,565.85
200340AN7	COMERICA INC	165000.000	165,508 00	171,256.80
20173QAE1	COMMERCIAL MTG TR 2007-GG9	105000.000	116,074.22	115,336.20
20173VAE0	COMMERCIAL MTG TR 2007-GG11	95000 000	110,177.73	106,092 20
202795HN3	COMMONWEALTH EDISON CO	50000 000	49,931.00	55,900.50
202795HS2	COMMONWEALTH EDISON CO	115000 000	116,110 90	132,887 10
205887BQ4	CONAGRA FOODS INC	81000.000	81,561.03	79,515 27
208251AE8	CONOCO INC	95000.000	95,877.80	120,211.10
20825C104	CONOCOPHILLIPS	3580 000	152,694.25	252,927.00
219350AW5	CORNING INC	65000 000	70,509 40	62,601.50

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2013

Cusip	Asset	Units	Basis	Market Value
22545DAD9	CREDIT SUISSE COML MTG TR SER	24289 050	26,423.83	26,446 40
25459HBG9	DIRECTV HLDGS LLC / DIRECTV FING	65000.000	67,833 35	58,376 50
25746U109	DOMINION RES INC VA NEW	1720.000	88,001 26	111,266.80
260003108	DOVER CORP	2600 000	80,600 12	251,004 00
26138EAN9	DR PEPPER SNAPPLE INC	85000.000	84,560.20	85,454 75
263534109	DU PONT E I DE NEMOURS & CO	5000.000	238,307 50	324,850 00
26441C204	DUKE ENERGY CORP	1430 000	92,613.32	98,684 30
26441YAW7	DUKE RLTY LTD PARTNERSHIP NEW	90000 000	91,699 20	85,537.80
26442EAC4	DUKE ENERGY OHIO INC	40000 000	40,000.00	40,019.60
268648102	EMC CORP	11755 000	292,081.65	295,638 25
29081YAC0	EMBRAER OVERSEAS LTD	100000 000	99,363 70	109,500 00
292505AK0	ENCANA CORP	50000.000	49,803 00	46,875 00
29273RAR0	ENERGY TRANSFER PARTNERS L P	60000 000	65,322.60	64,485 00
302182AE0	EXPRESS SCRIPTS INC	110000 000	113,422.20	133,426.70
30231G102	EXXON MOBIL CORP	5325 000	63,842 33	538,890.00
302570BD7	FPL GROUP CAP INC	120000.000	122,500 80	135,946 80
3128GG6F5	FEDERAL NATL MTG ASSN	373 520	374.08	374 76
3128GHFR7	FGLMC GOLD #E81076 DTD 7/1/2000	1762 500	1,777.90	1,823 84
31294J6S2	FEDERAL HOME LN MTG CORP	1037.240	1,051 85	1,076.55
31384AGA0	FEDERAL NATL MTG ASSN	1611 870	1,601.79	1,825.97
31384UGH1	FNMA POOL #534000 DTD 4/1/2000	1848 170	1,852 22	2,058.62
3138A2BM0	FEDERAL NATL MTG ASSN	477130 240	477,130.24	492,217.10
3138AEJG9	FEDERAL NATL MTG ASSN	164782.540	176,394 58	174,608 52
31397QJ41	FEDERAL NATL MTG ASSN	62214 900	64,372.97	64,146 05
31398ADM1	FEDERAL NATL MTG ASSN	100000 000	104,824.00	114,351 00
31398CTX6	FEDERAL HOME LN MTG CORP	54616.850	56,652.18	57,019 99
31410K7M0	FEDERAL NATL MTG ASSN	50053.770	53,557.53	55,577.20
31416X5E6	FEDERAL NATL MTG ASSN	87784 600	94,011 83	93,035.00
31418RSF9	FEDERAL NATL MTG ASSN	78060.090	84,182 93	82,987.24
316773100	FIFTH THIRD BANCORP	7530.000	130,967.96	158,355 90
316773CK4	FIFTH THIRD BANCORP	175000.000	175,142.44	183,853.25
34530CAC5	FORD CR AUTO LEASE TR 2013-A	45000.000	44,995 58	44,998.65
35177PAS6	FRANCE TELECOM SA	75000.000	79,002 00	76,417.50
36161YAC8	GE EQUIP MIDTICKET LLC SER	125000 000	124,843.75	124,932 50

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
36198EAE5	GS MTG SECS TR 2013-GC13	55000.000	56,553.02	56,338.15
36207KAU4	GNMA POOL #433919 DTD 8/1/98	1110.120	1,090 77	1,244.91
36211ETT5	GNMA POOL #510962 DTD 5/15/99	2907 870	2,857 22	3,034.16
362332AE8	GS MTG SECS TR	135000.000	133,439 06	148,024.80
36246LAE1	GS MTG SECS TR 2007 GG10	60000.000	66,213 28	65,884 20
36962G4B7	GENERAL ELEC CAP CORP	75000 000	67,684.50	96,420 00
36962G6S8	GENERAL ELEC CAP CORP	70000.000	70,058 80	66,413 20
370334104	GENERAL MLS INC	3110.000	93,993 55	155,220.10
370334BM5	GENERAL MLS INC	100000 000	101,788.00	97,889.00
377372AD9	GLAXOSMITHKLINE CAP INC	55000 000	54,966.45	63,312.70
38143UAB7	GOLDMAN SACHS GROUP INC	105000.000	104,602 05	105,159 60
396789JU4	GREENWICH CAP COML FDG CORP	90000.000	95,639 06	92,338 20
421915EG0	HEALTH CARE PPTY INVS INC	115000 000	114,876.55	129,502 65
437076102	HOME DEPOT INC	6180.000	193,072.97	508,861 20
43813XAC8	HONDA AUTO RECEIVABLES 2012-3	140000.000	139,998 99	140,182.00
438516106	HONEYWELL INTL INC	3925 000	161,015 03	358,627.25
446150AG9	HUNTINGTON BANKSHARES INC	90000 000	90,727.50	104,367 60
44890QAC7	HYUNDAI AUTO RECEIVABLES TR	30000.000	29,994 66	30,174 60
452308109	ILLINOIS TOOL WKS INC	1635.000	84,861 57	137,470 80
458140100	INTEL CORP	13590 000	252,504.16	352,728.45
459200101	INTERNATIONAL BUSINESS MACHS	1730.000	26,449.54	324,496.10
46625H100	J P MORGAN CHASE & CO	7085.000	129,521.87	414,330.80
46625HBV1	JPMORGAN CHASE & CO	85000.000	93,095 40	87,572 95
46625YNB5	J P MORGAN CHASE COML MTG SECS	77749 760	78,134 56	79,062 18
46625YUC5	J P MORGAN CHASE COML MTG SECS	75000.000	77,501.95	79,433 25
46627QBB3	J P MORGAN CHASE COML MTG SEC	70222.760	73,733.89	73,066.08
46638UAC0	J P MORGAN CHASE COML MTG SECS	40000.000	41,246 88	37,606.40
46639EAE1	J P MORGAN CHASE COML MTG SECS	50000 000	51,249 80	46,753.50
46640LAD4	JPMBB COML MTG SEC	40000.000	41,199.84	40,962 00
478160104	JOHNSON & JOHNSON	6150.000	254,629.19	563,278 50
48123UAA2	JPMORGAN CHASE CAP XXIII	85000.000	66,937.50	61,200.00
482480100	KLA-TENCOR CORP	3515 000	182,640 39	226,576.90
491189FC5	KENTUCKY ASSET / LIABILITY COM	136373.570	136,373 57	140,155.21
49326EEE9	KEYCORP UNSECD MEDIUM TERM	95000.000	94,940.15	94,311.25

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
494368103	KIMBERLY CLARK CORP	3085.000	138,005.19	322,259.10
494550BF2	KINDER MORGAN ENERGY PARTNERS	90000 000	95,926.50	99,428.40
501044BZ3	KROGER CO	55000 000	58,125.10	66,765.05
501044CM1	KROGER CO	90000.000	91,816.20	94,735 80
50180JAD7	LB-UBS COML MTG TR 2007-C2	29012.600	32,108.79	31,960 57
502413BA4	L-3 COMMUNICATIONS CORP	60000.000	66,074.40	62,757.00
52109RBM2	LB-UBS CMBS TR	26539 820	26,665 24	29,434.25
53117CAH5	LIBERTY PPTY LTD PARTNERSHIP	150000.000	155,089 50	154,291.50
534187AX7	LINCOLN NATL CORP IND	60000.000	60,816.30	77,229.60
539473AH1	LLOYDS BK PLC	55000 000	68,033.35	64,855 45
549271AE4	LUBRIZOL CORP	120000.000	111,517 20	124,466 40
55616P104	MACYS INC	4355.000	191,635.13	232,557.00
55616XAF4	MACYS RETAIL HLDGS INC	30000.000	29,961 90	29,570.40
55616XAH0	MACYS RETAIL HLDGS INC	55000.000	53,019.00	49,776.10
571748102	MARSH & MCLENNAN COS INC	5550.000	190,771.29	268,398.00
577081102	MATTEL INC	3260.000	82,319 60	155,110 80
580135101	MCDONALDS CORP	5085 000	162,108 61	493,397 55
58013MEG5	MCDONALDS CORP	75000 000	76,236.00	84,513 00
58768DAC5	MERCEDES-BENZ AUTO LSE TR	45000.000	44,997 81	44,963.55
58933Y105	MERCK & CO INC	4700.000	9,914 94	235,235 00
59156R108	METLIFE INC	2270 000	113,117 74	122,398.40
59156RAT5	METLIFE INC	80000 000	80,280.00	99,160.80
59259YDC0	METROPOLITAN TRANSN AUTH N Y R	100000.000	100,884.00	117,128.00
594918104	MICROSOFT CORP	13600.000	279,712.75	508,776 00
59562VAM9	MIDAMERICAN ENERGY HLDGS CO	75000.000	73,175 25	85,204 50
617453AT2	MORGAN STANLEY CAP I TR 2006-IQ-	56623 610	59,401 70	60,720 89
61751NAF9	MORGAN STANLEY CAP TR I 2007-	95000.000	100,996 88	103,841.65
635405AM5	NATIONAL CITY CORP	75000.000	68,250.00	88,870.50
635405AQ6	NATIONAL CITY CORP	55000.000	46,131.25	57,495.35
646139X83	NEW JERSEY ST TPK AUTH TPK REV	95000 000	97,249.60	120,976 80
652482BC3	NEWS AMER INC	85000.000	71,995 85	96,641 60
65334HAE2	NEXEN INC	95000.000	87,748.65	101,457.15
65339F101	NEXTERA ENERGY INC	1610.000	95,046.69	137,848.20
65473QBB8	NISOURCE FIN CORP	55000.000	54,925.20	53,451 20

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Bank of America

Cusip	Asset	Units	Basis	Market Value
664397106	NORTHEAST UTILS	2445 000	85,298.50	103,643 55
665859104	NORTHERN TR CORP	3175 000	152,138.74	196,500 75
674599105	OCCIDENTAL PETE CORP DEL	1230 000	73,756.32	116,973.00
68233DAL1	ONCOR ELEC DELIVERY CO	100000 000	111,346.00	105,501.00
68268NAD5	ONEOK PARTNERS L P	90000.000	92,024.10	102,418.20
693390841	PIMCO HIGH YIELD FD	132385.318	1,270,000.00	1,272,222 91
693475105	PNC FINL SVCS GROUP INC	2790.000	164,625.12	216,448 20
69352PAF0	PPL CAP FDG INC	100000 000	100,100.00	93,049 00
694308GE1	PACIFIC GAS & ELEC CO	90000.000	87,081.60	103,094 10
701094104	PARKER HANNIFIN CORP	1770.000	63,401.58	227,692 80
717081103	PFIZER INC	21120.000	412,488.81	646,905 60
718172109	PHILIP MORRIS INTL INC	4540.000	164,839.26	395,570 20
718546104	PHILLIPS 66	2395.000	77,612.21	184,726 35
71BB59993	EXCELSIOR PRIVATE MARKETS FUND	27.000	27,000 00	27,000.00
72650RAR3	PLAINS ALL AMERN PIPELINE L P /	80000 000	78,443.20	93,500.80
73935S105	POWERSHARES DB COMMODITY	25065 000	722,290.25	643,167.90
74144T108	PRICE T ROWE GROUP INC	1135 000	40,214 86	95,078.95
742718109	PROCTER & GAMBLE CO	3940 000	176,588 58	320,755 40
74432QBC8	PRUDENTIAL FINL INC	60000 000	59,613 60	68,994.00
74432QBG9	PRUDENTIAL FINL INC	80000 000	79,997 60	98,215 20
74460D109	PUBLIC STORAGE INC	700 000	79,140 20	105,364 00
749685103	RPM INTL INC	3090.000	47,089 75	128,265 90
755111507	RAYTHEON CO	3765.000	175,958.69	341,485 50
7591EPAF7	REGIONS FINL CORP	29000.000	28,705 94	30,596 45
76116FAA5	RESOLUTION FDG CORP FED	180000 000	158,553 30	156,295 80
76116FAG2	RESOLUTION FDG CORP FED BOOK	205000.000	151,357 15	166,660.90
774341AB7	ROCKWELL COLLINS INC DEL	45000.000	45,852 75	50,771.70
780259206	ROYAL DUTCH SHELL PLC	3110.000	171,615 03	221,649.70
78447NAD8	SMART ABS SER 2013-1US TR	75000.000	74,997 51	74,955.00
78462F103	SPDR S&P 500 ETF TR	1810.000	164,862 58	334,288.90
786514BU2	SAFEWAY INC	95000.000	96,300 34	95,396.15
806857108	SCHLUMBERGER LTD	2295 000	189,930.84	206,802.45
816851109	SEMPRA ENERGY	1280.000	62,706 36	114,892 80
816851AN9	SEMPRA ENERGY	125000.000	126,387.50	140,650 00

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Balance Sheet
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Bank of America

Cusip	Asset	Units	Basis	Market Value
824348106	SHERWIN WILLIAMS CO	1635.000	42,086.91	300,022.50
828806109	SIMON PPTY GROUP INC NEW	600.000	91,926.88	91,296 00
828807CG0	SIMON PPTY GROUP L P	95000 000	96,647.30	98,277 50
83162CVH3	SMALL BUSINESS ADMIN GTD DEV	81888 270	82,262 90	76,694.91
83162CVK6	SMALL BUSINESS ADMIN GTD DEV	146893.070	148,316 10	137,303.89
83162CVN0	SMALL BUSINESS ADMIN GTD DEV	102187 990	93,917.15	94,227.54
83162CVR1	SMALL BUSINESS ADMIN GTD DEV	95000 000	94,662 30	93,257 70
835495102	SONOCO PRODS CO	3175.000	77,399 51	132,461 00
872540109	TJX COS INC NEW	3880.000	57,204 19	247,272.40
87938WAH6	TELEFONICA EMISIONES S A U	90000 000	101,678.40	100,359.00
882508104	TEXAS INSTRS INC	4370 000	115,661.91	191,886.70
887315BM0	TIME WARNER COMPANIES	15000.000	14,323 35	17,697 45
887317303	TIME WARNER INC	5945 000	147,716 75	414,485 40
88732JAU2	TIME WARNER CABLE INC	25000 000	26,773.25	23,542.50
89114QAL2	TORONTO DOMINION BK UNSECD	95000 000	95,000 00	95,280.25
89352HAC3	TRANSCANADA PIPELINES LTD JR SUB	100000.000	99,821 00	102,721.00
902973304	US BANCORP DEL	9675 000	322,301 33	390,870 00
91086QAW8	UNITED MEXICAN STS	170000 000	195,855.00	196,350 00
911312106	UNITED PARCEL SVC INC	2360 000	183,299.68	247,988 80
912803CH4	UNITED STATES TREAS BD	455000.000	216,253 44	243,302.15
912810RC4	UNITED STATES TREAS BD	700000 000	674,078 13	661,066.00
912828A26	UNITED STATES TREAS NT	300000 000	299,789.06	299,403 00
912828A34	UNITED STATES TREAS NT	120000.000	118,771.88	117,430.80
912828QJ2	UNITED STATES TREAS NT	215000.000	214,529.69	222,843 20
912828QR4	UNITED STATES TREAS NT	105000 000	106,866 21	107,420.25
912828TZ3	UNITED STATES TREAS NT	330000 000	330,015 43	330,297.00
912828VL1	UNITED STATES TREAS NT	40000.000	40,009 38	40,050.00
912828VZ0	UNITED STATES TREAS NT	360000.000	358,693.75	351,900.00
912828WD8	UNITED STATES TREAS NT	340000 000	338,459 38	333,332 60
912828WE6	UNITED STATES TREAS NT	600000 000	599,601.56	586,968.00
912828WF3	UNITED STATES TREAS NT	300000.000	300,632.81	299,085.00
912834MZ8	UNITED STATES TREAS SEC	80000.000	23,586.78	23,212.00
913017109	UNITED TECHNOLOGIES CORP	1155 000	12,190 31	131,439.00
91324PBT8	UNITEDHEALTH GROUP INC	95000.000	99,494 45	93,827.70

CAPEWELL I UW HTFD HOSP ETL#3-AE
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Balance Sheet
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Bank of America

Cusip	Asset	Units	Basis	Market Value
91529Y106	UNUM GROUP	10800 000	212,959 65	378,864 00
91529YAG1	UNUM GROUP	90000.000	95,308.20	101,946 60
917542QR6	UTAH ST	130000.000	131,569.10	137,728 50
918204108	V F CORP	2360 000	96,224.79	147,122 40
91911TAG8	VALE OVERSEAS LTD	125000 000	131,480 00	138,642.50
921943858	VANGUARD FTSE DEVELOPED	62690.000	2,494,766 82	2,612,919.20
922042858	VANGUARD FTSE EMERGING MKTS	31290.000	1,366,266 21	1,287,270 60
922908553	VANGUARD REIT	19635.000	1,320,303.93	1,267,635.60
92343V104	VERIZON COMMUNICATIONS INC	11435 000	245,570.26	561,915.90
92343VAG9	VERIZON COMMUNICATIONS INC	60000.000	59,161.05	67,639.80
92343VBE3	VERIZON COMMUNICATIONS INC	25000 000	25,990 25	23,371.00
92343VBP8	VERIZON COMMUNICATIONS INC	245000.000	251,488 31	259,347.20
92857W209	VODAFONE GROUP PLC	5725.000	202,886 46	225,049 75
92930RBB7	WFRBS COML MTG TR 2012-C9	150000 000	153,743.55	140,652.00
92976BBN1	WACHOVIA BK COML MTG TR	60000 000	65,718.75	63,870 00
92976BBQ4	WACHOVIA BK COML MTG TR 2005-C22	70000 000	69,606.25	74,356 10
931142103	WAL-MART STORES INC	2815 000	139,537.58	221,512 35
94106L109	WASTE MGMT INC DEL	4525.000	83,378 10	203,036.75
947075AD9	WEATHERFORD INTL LTD	85000 000	75,834 80	95,394 65
949746101	WELLS FARGO & CO	10250 000	214,400 73	465,350 00
949746CR0	WELLS FARGO & CO NEW	145000 000	135,619.95	150,475 20
949746QU8	WELLS FARGO & CO	50000 000	50,461.22	53,237 00
976657106	WISCONSIN ENERGY CORP	2510.000	86,552.01	103,763.40
984121CA9	XEROX CORP	120000.000	134,845.20	132,326.40
988498AJ0	YUM BRANDS INC	95000.000	94,408 15	91,892.55
99Z378921	EXCELSIOR PRIVATE MARKETS FUND	1468 456	1,056,000 00	1,301,523.87
G1151C101	ACCENTURE PLC	4415 000	203,282.59	363,001.30
G3157S106	ENSCO PLC	1735 000	101,218.03	99,207.30
H0023R105	ACE LTD	2179.000	74,286.69	225,591 87
N53745100	LYONDELLBASELL INDUSTRIES NV	1705.000	104,305.26	136,877 40
		Totals:	52,810,339.24	64,615,480 48

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
SEE ATTACHED STATEMENT	C
TOTALS	

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

DESCRIPTION	AMOUNT
INCOME ADJUSTMENT	1,097.
SALES ADJUSTMENT	2,603.
PARTNERSHIP GAIN ADJUSTMENT	64,093.
TOTAL	67,793.

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

DESCRIPTION		AMOUNT
CTF ADJUSTMENT		10,659.
INFLATIONARY INDEX ADJUSTMENT		35.
COST ADJUSTMENT		49,392.
ACCRUED INTEREST ADJUSTMENT		1,821.
ROUNDING		6.
	TOTAL	61,913.

CAPEWELL,I UW HTFD HOSP ETL#3-AE 06-6066755

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
9629.951 SMALL CAP CTF	05/31/1990	12/06/2013	260,000.00	234,243.00	25,757.00
2601.175 INTERNATIONAL EQUITY CTF	09/30/2007	12/06/2013	60,000.00	78,612.00	-18,612.00
16170. POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT	09/18/2012	10/07/2013	421,059.00	425,731.00	-4,672.00
TOTAL OTHER GAINS AND LOSSES			741,059.00	738,586.00	2,473.00
Totals			741,059.00	738,586.00	2,473.00

JSA
3F0970 1 000

GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

COMMON TRUST FUNDS	127,129.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		127,129.00

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

COMMON TRUST FUNDS	894,272.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-64,093.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		830,179.00

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

OFFICER NAME:
BANK OF AMERICA
ADDRESS:
100 FEDERAL STREET
BOSTON, MA 02110
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 291,312.
COMPENSATION EXPLANATION:
SEE ATTACHED FOOTNOTE

TOTAL COMPENSATION: 291,312.

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.

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at www irs gov/form8868

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions: CAPEWELL,I UW HTFD HOSP ETL#3-AE	Employer identification number (EIN) or: 06-6066755
	Number, street, and room or suite no If a P O box, see instructions: P O BOX 1802	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions: PROVIDENCE, RI 02901-1802	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ US TRUST FIDUCIARY TAX SERVICES

Telephone No. ▶ (401)278-6867 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 20 13 or

▶ [ ] tax year beginning ______ , 20 __ , and ending ______ , 20 __ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**3a**	$ 51,815.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	**3b**	$ 85,852.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ -0-

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	CAPEWELL,I UW HTFD HOSP ETL#3-AE	06-6066755
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	P O BOX 1802	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	PROVIDENCE, RI 02901-1802	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	[illegible]	[illegible]
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ US TRUST FIDUCIARY TAX SERVICES

Telephone No ▶ (401)278-6867 Fax No ▶

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/17 , 20 14 .

5 For calendar year 2013 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME REQUESTED TO FILE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 51815
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 85852
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ -0-

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [illegible] Title ▶ SVP Date ▶ 7/28/14

JSA

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