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Return of Private Foundation

Department of the Treasury
Internal Revenue Service

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

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

Name of foundation
RHODA M HELLMANN TRUST UW

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) ▶ \$ **10,789,204.**

J Accounting method. Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number
06-6263709

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)
Revenue	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	222,321.	222,321.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,196,601.			
	b Gross sales price for all assets on line 6a 6,157,981.				
	7 Capital gain net income (from Part IV, line 2)		1,196,601.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	11 Other income (attach schedule)	10.	10.		STMT 2
	12 Total. Add lines 10 and 11	1,418,932.	1,418,932.		
	13 Compensation of officers, directors, trustees, etc.	41,556.	24,933.		16,622.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 3	325.	NONE	NONE	325.
	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	9,143.	3,373.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) STMT 6	796.			796.	
24 Total operating and administrative expenses. Add lines 13 through 23	53,070.	28,306.	NONE	18,993.	
25 Contributions, gifts, grants paid	473,766.			473,766.	
26 Total expenses and disbursements Add lines 24 and 25	526,836.	28,306.	NONE	492,759.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	892,096.				
b Net investment income (if negative, enter -0-)		1,390,626.			
c Adjusted net income (if negative, enter -0-)					

SCANNED MAY 29 2014

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	428,695.	721,914.	721,914.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) STMT 7	8,023,571.	8,587,110.	10,067,290.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,452,266.	9,309,024.	10,789,204.		
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	8,452,266.	9,309,024.			
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)	8,452,266.	9,309,024.			
31	Total liabilities and net assets/fund balances (see instructions)	8,452,266.	9,309,024.			

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	8,452,266.
2	Enter amount from Part I, line 27a	2	892,096.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	497.
4	Add lines 1, 2, and 3	4	9,344,859.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	35,835.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,309,024.

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 5,923,360.		4,722,897.	1,200,463.	
b 234,621.		238,483.	-3,862.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			1,200,463.	
b			-3,862.	
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,196,601.
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	438,009.	9,409,364.	0.046550
2011	465,399.	9,431,773.	0.049344
2010	424,679.	8,879,393.	0.047827
2009	331,700.	7,936,955.	0.041792
2008	442,879.	9,182,514.	0.048231

2 Total of line 1, column (d)	2	0.233744
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	0.046749
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	10,116,478.
5 Multiply line 4 by line 3	5	472,935.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,906.
7 Add lines 5 and 6	7	486,841.
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	492,759.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	13,906.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	13,906.
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	13,906.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013		6a	4,600.
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	4,600.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	9,306.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address 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 15
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 Yes No 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
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 X
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 X
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
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? 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 12		41,556.		

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	9,908,459.
b	Average of monthly cash balances	1b	362,077.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	10,270,536.
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	10,270,536.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	154,058.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	10,116,478.
6	Minimum investment return. Enter 5% of line 5	6	505,824.

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	505,824.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	13,906.
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,906.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	491,918.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	491,918.
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	491,918.

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	492,759.
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	492,759.
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	13,906.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	478,853.

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				491,918.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			133,207.	
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 ▶ \$ 492,759.				
a Applied to 2012, but not more than line 2a			133,207.	
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				359,552.
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				132,366.
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

1 a 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			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a 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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ST MARYS HOSPITAL ATTN: LISA BOUDREAU WATERBURY CT 06706-1253	NONE	PC	UNRESTRICTED GENERAL SUPPORT	236,883.
WATERBURY HOSPITAL ATTN BARBARA HALLINAN 64 ROBBINS ST WATERBURY CT 06708-2613	NONE	PC	UNRESTRICTED GENERAL SUPPORT	236,883.
Total ▶ 3a				473,766.
b Approved for future payment				
NONE				
Total ▶ 3b				

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	98.	98.
FOREIGN DIVIDENDS	22,989.	22,989.
DOMESTIC DIVIDENDS	67,058.	67,058.
OTHER INTEREST	71,988.	71,988.
FOREIGN INTEREST	8,414.	8,414.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE)	2,295.	2,295.
FEDERALLY TAXABLE MUNICIPAL INTEREST	3,083.	3,083.
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	2,142.	2,142.
ACCRUED MARKET DISCOUNT INTEREST	1,769.	1,769.
NONQUALIFIED FOREIGN DIVIDENDS	1,901.	1,901.
NONQUALIFIED DOMESTIC DIVIDENDS	40,584.	40,584.
TOTAL	222,321.	222,321.

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

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

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	325.			325.
TOTALS	325.	NONE	NONE	325.

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 -----
EXCISE TAX - PRIOR YEAR	1,170.	
EXCISE TAX ESTIMATES	4,600.	
FOREIGN TAXES ON QUALIFIED FOR	3,242.	3,242.
FOREIGN TAXES ON NONQUALIFIED	131.	131.
TOTALS	9,143.	3,373.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	398.	398.
OTHER CHARITABLE EXPENSES	398.	398.
TOTALS	----- 796. =====	----- 796. =====

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

DESCRIPTION

SEE ATTACHED STATEMENT

TOTALS

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

=====

DESCRIPTION -----	AMOUNT -----
CTF ADJUSTMENT	266.
YEAR END ACCRUED INTEREST PAID	189.
SECURITIES ADJUSTMENT	42.

TOTAL	497.
	=====

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

=====

DESCRIPTION	AMOUNT
-----	-----
ACCRUED INTEREST	52.
INCOME ADJUSTMENT	35,427.
SALES ADJUSTMENT	341.
ROUNDING	7.
SALES GAIN/LOSS ADJUSTMENT	8.

TOTAL	35,835.
	=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====

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

COMMON TRUST FUNDS	-6,556.00	-----
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		----- -6,556.00 =====

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

COMMON TRUST FUNDS	5,550.00	-----
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		----- 5,550.00 =====

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

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

777 MAIN STREET
HARTFORD, CT 06115

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 41,556.

COMPENSATION EXPLANATION:

SEE FOOTNOTE

TOTAL COMPENSATION: 41,556.
=====

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.

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Balance Sheet
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<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Basis</u>	<u>Market Value</u>
	Cash/Cash Equivalent	721913 600	721,913 60	721,913 60
00078H281	ASTON MONTAG & CALDWELL	16545.334	500,000 00	469,060 22
00206RBN1	AT&T INC	5000 000	4,403 55	4,511 30
00287YAH2	ABBVIE INC	15000 000	15,161 55	15,154 20
008117AP8	AETNA INC	15000 000	14,928 30	13,817 25
010392ER5	ALABAMA PWR CO	15000 000	14,345 70	16,276 20
02006GAC8	ALLY AUTO RECEIVABLES TR	6000 000	5,999.50	6,002 40
02006JAB4	ALLY AUTO RECEIVABLES TR 2013-1	10000 000	9,998.86	10,002 70
023551AF1	AMERADA HESS CORP	10000 000	11,235 30	12,743 90
025537AF8	AMERICAN ELEC PWR CO INC	6000 000	6,000 66	5,878 86
03523TBB3	ANHEUSER BUSCH INBEV	15000 000	14,912 70	16,038 75
037833AK6	APPLE INC	15000 000	14,984 10	13,488 15
05531FAJ2	BB&T CORP	10000 000	10,008 50	10,017 70
05567SAA0	BNSF FDG TR I	5000 000	4,750.00	5,481 25
05573WAC9	BMW VEH OWNER TR 2011-A	5034 840	5,043.48	5,039 98
06406HCH0	BANK NEW YORK INC	15000 000	15,000 00	14,977 20
06739FFZ9	BARCLAYS BANK PLC	15000 000	16,737 30	15,374 55
084664BT7	BERKSHIRE HATHAWAY FIN CORP	15000 000	14,922.90	14,379 90
11102AAA9	BRITISH TELECOMMUNICATIONS PLC	15000 000	15,542 40	17,152 05
12513YAF7	CD 2007-CD4 COML MTG TR	10000.000	10,183 59	10,951 10
12514AAE1	CD 2007-CD5 MTG TR	9770 320	9,949 69	10,963 28
126117AL4	CNA FINL CORP	5000 000	5,002 05	5,236 95
126117AP5	CNA FINL CORP	5000 000	5,165.95	6,061 05
126192AD5	COMM 2012-LC4 MTG TR	10000 000	10,639.06	9,834 00
126650BH2	CVS CAREMARK CORP	3000.000	3,016 68	3,402 33
13063A5G5	CALIFORNIA ST	5000 000	4,638 90	6,467 35
136385AK7	CANADIAN NAT RES LTD	15000 000	15,117 30	16,857 30
14040HAN5	CAPITAL ONE FINL CORP	15000 000	15,000 90	16,777 20
172967FT3	CITIGROUP INC	5000 000	5,495 35	5,298 55
17310MAE0	CITIGROUP COML MTG TR 2006-C5	15000 000	15,202 73	16,366 05
197199813	COLUMBIA ACORN INTERNATIONAL	3577 742	129,277.44	167,009.00
19763T889	COLUMBIA INCOME OPPORTUNITIES	34505.601	286,932.19	346,781 29
19765H362	COLUMBIA SHORT TERM BOND FUND	29807 836	295,150.90	296,886 05
19765J830	COLUMBIA MID CAP VALUE FUND	18593.905	166,787 33	333,016 84

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Cusip	Asset	Units	Basis	Market Value
19765N245	COLUMBIA DIVIDEND INCOME FUND	27624 309	500,000 00	506,353 58
19765N567	COLUMBIA SMALL CAP VALUE I FUND	3750 837	124,028 91	190,617 54
19765P232	COLUMBIA MID CAP GROWTH FUND	9835 137	161,492 95	311,380 44
19765P547	COLUMBIA REAL ESTATE EQUITY	30926 107	419,208 64	402,039 39
19765P596	COLUMBIA SMALL CAP GROWTH I	5743 288	111,706 95	189,069 04
19765Y365	COLUMBIA LARGE CAP GROWTH	17331 408	311,618.72	591,174 33
19765Y688	COLUMBIA SELECT LARGE CAP	32746.138	412,637 39	630,035 70
19765Y852	COLUMBIA EMERGING MARKETS	5081.301	50,000 00	51,829 27
19766J730	COLUMBIA EQUITY VALUE FUND	39111.594	322,675 90	524,877 59
20030NAL5	COMCAST CORP	15000 000	16,334 85	16,565 85
20173VAE0	COMMERCIAL MTG TR 2007-GG11	25000.000	29,083 98	27,919 00
205887BF8	CONAGRA FOODS INC	10000 000	10,772 10	11,851 10
209111EB5	CONSOLIDATED EDISON CO NEW	5000 000	4,970 80	5,506 90
22545DAD9	CREDIT SUISSE COML MTG TR SER	24289 050	23,875 38	26,446 40
25459HAV7	DIRECTV HLDGS LLC / DIRECTV FING	10000 000	10,240 10	10,402 20
26138EAN9	DR PEPPER SNAPPLE INC	10000.000	9,946 15	10,053 50
26441YAW7	DUKE RLTY LTD PARTNERSHIP NEW	10000.000	10,188 80	9,504.20
26442EAC4	DUKE ENERGY OHIO INC	5000.000	5,000 00	5,002 45
292505AK0	ENCANA CORP	5000 000	4,980 30	4,687 50
29250RAH9	ENBRIDGE ENERGY PARTNERS L P	15000 000	15,054 15	16,741 65
29273RAR0	ENERGY TRANSFER PARTNERS L P	5000 000	5,481 90	5,373 75
29379VAV5	ENTERPRISE PRODS OPER LLC	5000 000	5,582.85	5,271.50
294751EY4	EQUITY ONE SER 2004-3 CLASS AV2	1348 430	1,348 43	1,024 19
30161MAF0	EXELON GENERATION CO LLC	10000 000	11,291 10	10,776 70
3128JPLD0	FEDERAL HOME LN MTG CORP	2749 680	2,766 86	2,912 95
3128PP2Y8	FEDERAL HOME LN MTG CORP	6740 040	7,024.91	7,229 30
3128QJ2Z8	FEDERAL HOME LN MTG CORP	2095 630	2,084 33	2,195 17
3129405K1	FEDERAL HOME LN MTG CORP	25732 140	27,621.84	28,641.16
3132GJR27	FEDERAL HOME LN MTG CORP	32833 930	34,403 80	33,828 80
31382PJ73	FEDERAL NATL MTG ASSN	364 870	363.37	366.71
3138AFV23	FEDERAL NATL MTG ASSN	27319 810	28,591 88	29,046 15
3138AKF79	FEDERAL NATL MTG ASSN	26535.500	28,003 27	28,214.67
3138W9MB3	FEDERAL NATL MTG ASSN	64285.710	64,320 86	63,966 85
3138X6DW2	FEDERAL NATL MTG ASSN	29283.930	30,226 51	29,907 97

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Cusip	Asset	Units	Basis	Market Value
31398CTX6	FEDERAL HOME LN MTG CORP	6068 510	6,294 66	6,335 52
31410GME0	FEDERAL NATL MTG ASSN	2773 324	2,801 30	2,992 80
31410K7M0	FEDERAL NATL MTG ASSN	5666.490	6,063.16	6,291 79
31418U4M3	FEDERAL NATL MTG ASSN	51412 330	53,523.06	55,456 94
31418UWC4	FEDERAL NATL MTG ASSN	52184 880	55,324.14	57,105 39
31419BDA0	FEDERAL NATL MTG ASSN	53736.980	54,543 04	55,437 22
31419HC59	FEDERAL NATL MTG ASSN	29575.620	29,342 25	30,510 80
316773CK4	FIFTH THIRD BANCORP	20000 000	20,013 15	21,011 80
34530CAC5	FORD CR AUTO LEASE TR 2013-A	5000 000	4,999 51	4,999 85
35177PAS6	FRANCE TELECOM SA	10000 000	10,533 60	10,189 00
36161YAC8	GE EQUIP MIDTICKET LLC SER	15000 000	14,981 25	14,991 90
36198EAE5	GS MTG SECS TR 2013-GC13	15000.000	15,449 67	15,364 95
362332AE8	GS MTG SECS TR	25000.000	24,710 94	27,412 00
36241LT97	GOVERNMENT NATL MTG ASSN	32177 450	34,351 95	34,537 02
36246LAE1	GS MTG SECS TR 2007 GG10	10000 000	11,035 55	10,980 70
36962G4B7	GENERAL ELEC CAP CORP	5000 000	6,106 10	6,428 00
36962G6S8	GENERAL ELEC CAP CORP	20000.000	20,016 80	18,975 20
370334BM5	GENERAL MLS INC	10000 000	10,132 48	9,788 90
404280AL3	HSBC HLDGS PLC	10000 000	10,833 50	10,791.20
446150AG9	HUNTINGTON BANKSHARES INC	10000 000	10,075 00	11,596 40
44890QAC7	HYUNDAI AUTO RECEIVABLES TR	5000 000	4,999 11	5,029 10
46625HJC5	JPMORGAN CHASE & CO	5000.000	4,976 00	5,269 60
46625YUC5	J P MORGAN CHASE COML MTG SECS	5000 000	5,166.80	5,295 55
46629YAC3	J P MORGAN CHASE COML MTG SECS	20000.000	18,871.88	21,979 40
46638UAC0	J P MORGAN CHASE COML MTG SECS	15000 000	15,467 58	14,102 40
48123UAA2	JPMORGAN CHASE CAP XXIII	10000 000	7,875 00	7,200 00
491189FC5	KENTUCKY ASSET / LIABILITY COM	12397.600	12,397 60	12,741 39
494550BF2	KINDER MORGAN ENERGY PARTNERS	10000 000	11,004 50	11,047.60
501044BV2	KROGER CO	5000 000	5,969 80	6,305.60
50180JAD7	LB-UBS COML MTG TR 2007-C2	8289 320	9,173 95	9,131.60
52106N889	LAZARD EMERGING MKTS EQUITY	23908 958	461,604.15	446,380.25
52108HZY3	LB-UBS COML MTG TR 2004-C2	3368.590	3,125 43	3,374.25
52109RBM2	LB-UBS CMBS TR	3791 410	3,809.33	4,204 90
534187AX7	LINCOLN NATL CORP IND	5000 000	5,138 10	6,435.80

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Cusip	Asset	Units	Basis	Market Value
539473AH1	LLOYDS BK PLC	10000.000	12,369 70	11,791 90
552983694	MFS VALUE FUND	33025.099	1,000,000 00	1,101,717 30
55616XAE7	MACYS RETAIL HLDGS INC	5000 000	5,935 25	5,509 25
55616XAF4	MACYS RETAIL HLDGS INC	5000 000	4,993 65	4,928 40
55616XAH0	MACYS RETAIL HLDGS INC	5000 000	4,819 40	4,525 10
59156RAT5	METLIFE INC	10000 000	10,035 00	12,395 10
59156RAU2	METLIFE INC	5000 000	4,988 15	5,685 15
59259YDC0	METROPOLITAN TRANSN AUTH N Y R	10000 000	10,088 40	11,712 80
617453AT2	MORGAN STANLEY CAP I TR 2006-IQ-	8711 320	9,138 74	9,341 67
61747WAL3	MORGAN STANLEY	10000 000	9,731 80	11,174 60
635405AQ6	NATIONAL CITY CORP	10000 000	8,387 50	10,453 70
637432LR4	NATIONAL RURAL UTILS COOP FIN	15000.000	16,045 50	20,285 70
646139X83	NEW JERSEY ST TPK AUTH TPK REV	15000 000	15,355 20	19,101 60
652482BC3	NEWS AMER INC	10000.000	10,039 80	11,369 60
65334HAE2	NEXEN INC	10000.000	7,453.70	10,679 70
65473QBB8	NISOURCE FIN CORP	5000 000	4,993.20	4,859 20
69352PAF0	PPL CAP FDG INC	15000 000	15,015.00	13,957 35
72650RAP7	PLAINS ALL AMERN PIPELINE L P/	10000 000	10,101.40	11,243 90
743263AL9	PROGRESS ENERGY INC	10000 000	9,555 40	10,885 20
74432QAD7	PRUDENTIAL FINL INC	10000.000	9,968 50	10,105 90
74432QBG9	PRUDENTIAL FINL INC	5000 000	5,827 30	6,138 45
7591EPAF7	REGIONS FINL CORP	3000 000	2,969 58	3,165 15
76116FAA5	RESOLUTION FDG CORP FED	25000 000	22,021 29	21,707 75
76116FAG2	RESOLUTION FDG CORP FED BOOK	35000.000	28,365 43	28,454 30
78447NAD8	SMART ABS SER 2013-1US TR	10000.000	9,999 67	9,994 00
786514BU2	SAFEWAY INC	10000.000	10,136 12	10,041 70
816851AN9	SEMPRA ENERGY	10000.000	10,111 50	11,252 00
828807CG0	SIMON PPTY GROUP L P	10000.000	10,173 40	10,345 00
83162CVK6	SMALL BUSINESS ADMIN GTD DEV	19585 740	19,775 48	18,307.18
83162CVL4	SMALL BUSINESS ADMIN GTD DEV	24438 400	24,614 05	22,590 37
87234N302	TCW SELECT EQUITIES FUND	17387 944	450,000 00	439,393 34
87938WAH6	TELEFONICA EMISIONES S A U	10000 000	11,297.60	11,151 00
885215566	THORNBURG INTL VALUE FUND	21964 821	568,660.50	704,192 16
88732JAU2	TIME WARNER CABLE INC	10000 000	10,709.30	9,417.00

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Cusip	Asset	Units	Basis	Market Value
89114QAL2	TORONTO DOMINION BK UNSECD	15000 000	15,000 00	15,044 25
89352HAC3	TRANSCANADA PIPELINES LTD JR SUB	5000 000	4,991 05	5,136 05
91086QAW8	UNITED MEXICAN STS	25000 000	28,802 50	28,875 00
912803DJ9	UNITED STATES TREAS BD	35000 000	9,782 66	12,211 15
912810RC4	UNITED STATES TREAS BD	40000 000	38,518 75	37,775 20
912828A34	UNITED STATES TREAS NT	25000 000	24,744 14	24,464 75
912828TD2	UNITED STATES TREAS NT	345000 000	344,409 18	345,013 80
912828UZ1	UNITED STATES TREAS NT	10000 000	9,989 84	9,643 80
912828WD8	UNITED STATES TREAS NT	25000 000	24,882.81	24,509 75
912828WE6	UNITED STATES TREAS NT	85000 000	84,943 55	83,153 80
912828WF3	UNITED STATES TREAS NT	25000.000	25,052 73	24,923 75
912834MZ8	UNITED STATES TREAS SEC	15000.000	4,422 52	4,352 25
91529YAG1	UNUM GROUP	10000 000	10,589 80	11,327 40
917542QR6	UTAH ST	10000 000	10,120 70	10,594 50
91911TAG8	VALE OVERSEAS LTD	10000 000	10,518 40	11,091 40
92343VBE3	VERIZON COMMUNICATIONS INC	10000 000	10,036 20	9,348 40
92343VBP8	VERIZON COMMUNICATIONS INC	15000 000	15,406 23	15,878 40
92930RBB7	WFRBS COML MTG TR 2012-C9	20000 000	20,499.14	18,753 60
9297664Q3	WACHOVIA BK COML MTG TR	14111 560	14,565 78	14,871 04
92976BBN1	WACHOVIA BK COML MTG TR	15000.000	16,429 69	15,967 50
92976BBQ4	WACHOVIA BK COML MTG TR 2005-C22	5000 000	4,971 88	5,311 15
92977RAC0	WACHOVIA BK COML MTG TR	8830 520	6,849 17	9,295 62
931142DB6	WAL-MART STORES INC	5000 000	5,989 05	5,677 35
947075AF4	WEATHERFORD INTL LTD	10000 000	10,601 00	12,848 60
984121CA9	XEROX CORP	10000 000	11,237 10	11,027 20
988498AJ0	YUM BRANDS INC	15000 000	14,906 55	14,509.35
		Totals	9,309,023 71	10,789,204 38