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Form **990-PF**

# Return of Private Foundation

OMB No 1545-0052

**2013**

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation <b>UW HAROLD S GENEEN CHARITABLE TR</b>		A Employer identification number <b>13-7163001</b>						
Number and street (or P O box number if mail is not delivered to street address) <b>P O BOX 1802</b>		B Telephone number (see instructions) <b>888-866-3275</b>						
City or town, state or province, country, and ZIP or foreign postal code <b>PROVIDENCE, RI 02901-1802</b>		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="1"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 36,045,388.</b>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .	27,105,552.			
	2 Check <input 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 . . . . .	384,535.	336,434.		STMT 1
	5a Gross rents . . . . .				
	b Net rental income or (loss) . . . . .				
	6a Net gain or (loss) from sale of assets not on line 10 . . . . .	620,447.			
	b Gross sales price for all assets on line 6a <b>5,504,530.</b> . . . . .				
	7 Capital gain net income (from Part IV, line 2) . . . . .		620,447.		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances . . . . .				
Operating and Administrative Expenses	b Less: Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	4,385.	233,274.		STMT 2
	12 Total. Add lines 1 through 11 . . . . .	28,114,919.	1,190,155.		
	13 Compensation of officers, directors, trustees, etc. . . . .	89,873.	53,924.		35,949.
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	37,545.	NONE	NONE	37,545.
	b Accounting fees (attach schedule) . . . . .	1,250.	NONE	- NONE	1,250.
	c Other professional fees (attach schedule) . . . . .	269.	269.		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . .	7,751.	6,671.		
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	250.	79,840.		250.
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	136,938.	140,704.	NONE	74,994.
	25 Contributions, gifts, grants paid . . . . .	277,335.			277,335.
	26 Total expenses and disbursements Add lines 24 and 25 . . . . .	414,273.	140,704.	NONE	352,329.
	27 Subtract line 26 from line 12: . . . . .				
	a Excess of revenue over expenses and disbursements . . . . .	27,700,646.			
	b Net investment income (if negative, enter -0-) . . . . .		1,049,451.		
	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 . . . . .			NONE	
	2	Savings and temporary cash investments . . . . .		283,025.	1,029,844.	1,029,844.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			NONE	
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			NONE	
	5	Grants receivable . . . . .			NONE	
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .			NONE	
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .			NONE	
	9	Prepaid expenses and deferred charges . . . . .			NONE	
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .	STMT 8		5,089,112.	5,050,337.
	b	Investments - corporate stock (attach schedule) . . . . .	STMT 9	4,828,760.	22,299,708.	26,939,121.
	c	Investments - corporate bonds (attach schedule) . . . . .	STMT 12	254,391.	2,946,275.	2,923,735.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans . . . . .			NONE	
	13	Investments - other (attach schedule) . . . . .	STMT 13	72,510.	70,849.	102,351.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			NONE	
15	Other assets (describe ▶) . . . . .	STMT 14		NONE		
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		5,438,686.	31,435,788.	36,045,388.	
Liabilities	17	Accounts payable and accrued expenses . . . . .			NONE	
	18	Grants payable . . . . .			NONE	
	19	Deferred revenue . . . . .			NONE	
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			NONE	
	21	Mortgages and other notes payable (attach schedule) . . . . .			NONE	
	22	Other liabilities (describe ▶) . . . . .			NONE	
23	<b>Total liabilities</b> (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 . . . . .		5,438,686.	31,435,788.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		5,438,686.	31,435,788.	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		5,438,686.	31,435,788.		

### 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	5,438,686.
2	Enter amount from Part I, line 27a . . . . .	2	27,700,646.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	33,139,332.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 15	5	1,703,544.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . .	6	31,435,788.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b OTHER GAINS AND LOSSES</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 5,277,174.		4,884,083.	393,091.		
<b>b</b> 227,356.			227,356.		
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>			393,091.		
<b>b</b>			227,356.		
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			<b>2</b>	620,447.	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			<b>3</b>		

**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	299,819.	5,942,463.	0.050454
2011	302,155.	6,016,472.	0.050221
2010	309,399.	5,719,106.	0.054099
2009	288,550.	5,152,326.	0.056004
2008	277,135.	6,287,831.	0.044075
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.254853
<b>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</b>			<b>3</b> 0.050971
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>			<b>4</b> 20,278,879.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 1,033,635.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 10,495.
<b>7 Add lines 5 and 6</b>			<b>7</b> 1,044,130.
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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.			<b>8</b> 352,329.

**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	20,989.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b. . . .			
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	20,989.
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	20,989.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a	2,360.	
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	2,360.	
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	18,629.	
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)? . . . 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.		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? . . . If "Yes," attach a detailed description of the activities.		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 . . .		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? . . . If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address <b>▶</b> N/A				
14	The books are in care of <b>▶</b> US TRUST FIDUCIARY TAX SERVICES Telephone no. <b>▶</b> (888) 866-3275			
Located at <b>▶</b> P.O. BOX 1802, PROVIDENCE, RI ZIP+4 <b>▶</b> 02901-1802				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	15		
and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>▶</b>				
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
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <b>▶</b>				

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	1b	X
Organizations relying on a current notice regarding disaster assistance check here . . . . . <b>▶</b>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? . . . . .	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <b>▶</b> . . . . .		
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. <b>▶</b> . . . . .		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? . . . . .	4b	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No**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**7b****b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. 114 W 47TH ST, NEW YORK, NY 10036	TRUSTEE 1	65,553.	-0-	-0-
JUNE GENEEN RTE 1 BOX 30 740 JOCKEY HILL ROAD, LISBON, NH 03585-5	TRUSTEE 5	-0-	-0-	-0-
ALLEN KEESEE 1124 TREESIDE LN, HERNDON, VA 20170-3809	TRUSTEE 25	12,501.	-0-	-0-
THOMAS SILBINGER C/O CAMERON & HORNBOSTEL, LLP, NEW YORK, NY 10017-182	TRUSTEE 1	11,819.	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		-0-	-0-	-0-

Total number of other employees paid over \$50,000 ☐

NONE

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

	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 . . . . .	

Form 990-PF (2013)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	20,022,651.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	565,043.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	20,587,694.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	20,587,694.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	308,815.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	20,278,879.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,013,944.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,013,944.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	20,989.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	20,989.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	992,955.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	992,955.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	992,955.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	352,329.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	352,329.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	352,329.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				992,955.
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only . . . . .			277,369.	
<b>b</b> Total for prior years 20 <u>11</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .	NONE			
<b>b</b> From 2009 . . . . .	NONE			
<b>c</b> From 2010 . . . . .	NONE			
<b>d</b> From 2011 . . . . .	NONE			
<b>e</b> From 2012 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>352,329.</u>				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			277,369.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2013 distributable amount . . . . .				74,960.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				917,995.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009 . . . . .	NONE			
<b>b</b> Excess from 2010 . . . . .	NONE			
<b>c</b> Excess from 2011 . . . . .	NONE			
<b>d</b> Excess from 2012 . . . . .	NONE			
<b>e</b> 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(1)(5)

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

Tax year

**Prior 3 years**

(c) 2011

**(d) 2010**

**(e) Total**

**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(i)(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

(3) Largest amount of support from an exempt organization. . . .

(4) Gross investment income .

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

### **1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

**a The name, address, and telephone number or e-mail 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<b>a Paid during the year</b>				
NATIONAL URBAN FELLOWS INC NEW YORK NY	N/A	PC	UNDISTRIBUTED GENERAL SUPPORT	62,500.
BENTLEY UNIVERSITY 175 FOREST STREET WALTHAM MA 02154	N/A	PC	CORP GOVERNANCE & DOCTORATE FELLOWSHIPS	150,000.
HEALTH RESOURCES IN ACTION 95 BERKELEY STREET BOSTON MA 02116	N/A	PC	REGENERATE MUSCLE POST MYOCARDIAL INFARCTION	64,835.
<b>Total</b>			<b>3a</b>	<b>277,335.</b>
<b>b Approved for future payment</b>				
N/A				
<b>Total</b>			<b>3b</b>	

## 18

## 19

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

**2013**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)**Name of the organization****Employer identification number**

UW HAROLD S GENEEN CHARITABLE TR

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**Organization type** (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐
- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use
- exclusively*
- for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an
- exclusively*
- religious, charitable, etc., purpose. Do not complete any of the parts unless the
- General Rule**
- applies to this organization because it received
- nonexclusively*
- religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization  
UW HAROLD S GENEEN CHARITABLE TR

Employer identification number  
13-7163001

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	UW HS GENEEN FBO JUNE GENEEN ----- ----- -----	\$ 26,940,552.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	UW HS GENEEN FBO JUNE GENEEN ----- ----- -----	\$ 165,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



Employer identification number

13-7163001

## Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____1_____  -----  -----	SECURITIES-SEE ATTACHED STATEMENT  -----  -----	\$ _____26,940,552._____  -----	____12/31/2013____  -----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----  -----	-----  -----  -----	\$ -----  -----	-----  -----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----  -----	-----  -----  -----	\$ -----  -----	-----  -----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----  -----	-----  -----  -----	\$ -----  -----	-----  -----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----  -----	-----  -----  -----	\$ -----  -----	-----  -----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----  -----	-----  -----  -----	\$ -----  -----	-----  -----

UW HAROLD S GENEEN CHARITABLE TR

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	225.	225.
FOREIGN DIVIDENDS	51,448.	51,448.
NONDIVIDEND DISTRIBUTIONS	6,198.	
DOMESTIC DIVIDENDS	217,545.	217,545.
OTHER INTEREST	32,395.	32,395.
FOREIGN INTEREST	3,371.	3,371.
EXEMPT INTEREST NOT SUBJECT TO AMT - STA	41,903.	
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	2,441.	2,441.
NONQUALIFIED FOREIGN DIVIDENDS	3,915.	3,915.
NONQUALIFIED DOMESTIC DIVIDENDS	25,094.	25,094.
	-----	-----
TOTAL	384,535.	336,434.
	=====	=====

UW HAROLD S GENEEN CHARITABLE TR

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NON-TAXABLE FOREIGN INCOME	-1,453.	
OTHER INCOME	5,838.	5,838.
PARTNERSHIP INCOME		227,436.
	-----	-----
TOTALS	4,385.	233,274.
	=====	=====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
LEGAL FEES - CHARITABLE	37,545.			37,545.
	-----	-----	-----	-----
TOTALS	37,545.	NONE	NONE	37,545.
	=====	=====	=====	=====

UW HAROLD S GENEEN CHARITABLE TR

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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.
	=====	=====	=====	=====

UW HAROLD S GENEEN CHARITABLE TR

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FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PBG MGMT FEES - BOA	269.	269.
	-----	-----
TOTALS	269.	269.
	=====	=====

UW HAROLD S GENEEN CHARITABLE TR

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FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	6,671.	6,671.
EXCISE TAX ESTIMATES	1,080.	
	-----	-----
TOTALS	7,751.	6,671.
	=====	=====

UW HAROLD S GENEEN CHARITABLE TR

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	250.		250.
PARTNERSHIP EXPENSES		79,840.	
TOTALS	250.	79,840.	250.
	=====	=====	=====



UW HAROLD S GENEEN CHARITABLE TR

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FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS  
=====

DESCRIPTION -----	ENDING	
	BOOK VALUE -----	FMV ---
192450VF8 COHASSET MASS GO MUN	555,266.	535,660.
353838SZ9 FRANKLIN MASS GO MUN	559,976.	547,025.
4367046A3 HOLYOKE MASS ST QUAL	256,791.	250,803.
562158AN5 MANCHESTER ESSEX REG	538,610.	538,075.
572835YM2 MARSHFIELD MASS GO M	303,398.	304,122.
574650FS1 MASCONOMET MASS REGL	274,426.	270,480.
57582PFD7 MASSACHUSETTS ST GO	528,102.	529,340.
576000AV5 MASSACHUSETTS ST SCH	214,738.	215,216.
6421693Z7 NEW BEDFORD MASS ST	325,672.	323,163.
83710D6B9 SOUTH CAROLINA ST GO	311,273.	311,901.
837718NW1 SOUTH ESSEX MASS SEW	105,413.	105,335.
899559ND6 TULSA CNTY OKLA INDP	205,472.	207,082.
961165ZJ9 WESTON MASS REF GO B	602,783.	603,648.
9622006S5 WEYMOUTH MASS GO MUN	307,192.	308,487.
	-----	-----
TOTALS	5,089,112.	5,050,337.
	=====	=====

## UW HAROLD S GENEEN CHARITABLE TR

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
166764100 CHEVRON CORP COM	38,237.	450,765.	499,640.
25179M103 DEVON ENERGY CORP NE	27,388.	209,285.	235,106.
30231G102 EXXON MOBIL CORP COM	62,678.	711,823.	860,200.
674599105 OCCIDENTAL PETE CORP	38,919.	181,961.	209,220.
806857108 SCHLUMBERGER LTD COM	45,276.	225,264.	288,352.
847560109 SPECTRA ENERGY CORP	41,150.	428,875.	534,300.
867224107 SUNCOR ENERGY INC NE	13,327.	147,097.	175,250.
088606108 BHP BILLITON LTD SPO	16,063.	111,718.	119,350.
61166W101 MONSANTO CO NEW COM	32,680.	215,360.	291,375.
670346105 NUCOR CORP COM	60,275.	179,285.	224,196.
B01CLC3#6 NOBLE GROUP LTD COM	46,141.		
149123101 CATERPILLAR INC COM	54,071.	438,034.	490,374.
291011104 EMERSON ELEC CO COM	36,967.	281,342.	421,080.
302130109 EXPEDITORS INTL WASH	42,669.		
384802104 GRAINGER W W INC COM	13,843.	501,420.	664,092.
438516106 HONEYWELL INTL INC C	46,800.	290,540.	475,124.
775781206 ROLLS-ROYCE HLDGS PL	51,207.	281,547.	485,700.
94106L109 WASTE MGMT INC DEL C	36,205.	260,608.	367,934.
548661107 LOWES COS INC COM	32,527.	345,877.	569,825.
855030102 STAPLES INC COM	34,357.		
87612E106 TARGET CORP COM	21,350.	275,250.	291,042.
887317303 TIME WARNER INC NEW	39,570.	454,200.	718,116.
968223206 WILEY JOHN & SONS IN	20,628.	453,685.	607,200.
988498101 YUM BRANDS INC COM	37,804.	272,794.	355,367.
03524A108 ANHEUSER BUSCH INBEV	57,180.	497,193.	638,760.
171340102 CHURCH & DWIGHT INC	31,794.	258,825.	357,912.
23636T100 DANONE SPONSORED ADR	46,424.	288,424.	360,475.
50076Q106 KRAFT FOODS GROUP IN	14,780.	83,125.	98,763.
582839106 MEAD JOHNSON NUTRITI	26,086.	206,049.	251,280.

UW HAROLD S GENEEN CHARITABLE TR  
FORM 990PF, PART II - CORPORATE STOCK  
=====

13-7163001

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
609207105 MONDELEZ INTL INC CO	63,333.	327,885.	441,250.
713448108 PEPSICO INC COM	43,899.	471,564.	563,992.
742718109 PROCTER & GAMBLE CO	69,801.	379,851.	455,896.
002824100 ABBOTT LABS COM	56,304.	136,211.	160,986.
03073E105 AMERISOURCEBERGEN CO	27,786.	225,561.	492,170.
670100205 NOVO-NORDISK A S ADR	7,969.	551,322.	757,516.
771195104 ROCHE HLDG LTD SPONS	47,400.	282,400.	420,306.
881624209 TEVA PHARMACEUTICAL	54,331.		
H0023R105 ACE LTD COM	54,251.	365,471.	517,650.
629491101 NYSE EURONEXT COM	126,412.		
6303866#2 SINGAPORE EXCHANGE L	41,975.		
6916781#3 UTD O/S BANK SGD1	41,028.		
037833100 APPLE INC COM	64,537.	64,537.	98,179.
17275R102 CISCO SYS INC COM	64,269.	310,067.	370,095.
219350105 CORNING INC COM	45,862.	243,150.	329,670.
594918104 MICROSOFT CORP COM	66,244.	508,144.	654,675.
595017104 MICROCHIP TECHNOLOGY	56,369.		
654902204 NOKIA CORP SPONSORED	47,471.		
68389X105 ORACLE CORP COM	21,018.	205,638.	271,646.
704326107 PAYCHEX INC COM	57,712.		
747525103 QUALCOMM INC COM	74,122.	409,457.	534,600.
983919101 XILINX INC COM	34,012.	201,437.	298,480.
00130H105 AES CORP COM	48,323.	48,223.	36,275.
748356102 QUESTAR CORP COM	51,494.	375,974.	436,810.
780905691 ROYCE OPPORTUNITY FU	304,997.	685,247.	785,504.
693390841 PIMCO HIGH YIELD FD	143,220.	143,220.	148,955.
722005667 PIMCO COMMODITY REAL	77,230.	214,318.	132,591.
19766J607 COLUMBIA US GOVT MTG	55,800.	286,600.	268,500.
722005626 PIMCO ALL ASSET FUND	111,143.		

UW HAROLD S GENEEN CHARITABLE TR  
FORM 990PF, PART II - CORPORATE STOCK  
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13-7163001

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
1261291M7 INTERM GOVT/CREDIT B	757,367.	777,653.	773,958.
1261292H7 INTERNATIONAL EQUITY	175,223.	835,334.	797,388.
29099J109 EMERGING MARKETS STO	118,416.	843,412.	936,002.
29699T994 SELECT LARGE CAP GRO	352,443.	442,978.	379,254.
847413101 SMALL CAP ENHANCED C	400,603.	471,600.	445,638.
902973817 US BANCORP DEL PRFD		198,912.	205,275.
40414L109 HCP INC REIT		246,704.	217,920.
G65431101 NOBLE CORP PLC COM		258,707.	243,555.
G29183103 EATON CORP PLC COM		268,082.	304,480.
911312106 UNITED PARCEL SVC IN		330,570.	472,860.
00287Y109 ABBVIE INC COM		147,709.	221,802.
071813109 BAXTER INTL INC COM		258,505.	243,425.
66987V109 NOVARTIS A G SPONSOR		249,180.	321,520.
717081103 PFIZER INC COM		406,000.	490,080.
38141G104 GOLDMAN SACHS GROUP		238,401.	265,890.
949746101 WELLS FARGO & CO NEW		235,690.	249,700.
032654105 ANALOG DEVICES INC C		116,685.	152,790.
268648102 EMC CORP COM		270,173.	251,500.
459200101 INTERNATIONAL BUSINE		313,830.	281,355.
535678106 LINEAR TECHNOLOGY CO		194,490.	273,300.
156700106 CENTURYLINK INC COM		355,770.	286,650.
197199805 COLUMBIA ACORN USA F		352,700.	359,000.
TOTALS	4,828,760.	22,299,708.	26,939,121.

## UW HAROLD S GENEEN CHARITABLE TR

13-7163001

FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
084670BB3 BERKSHIRE HATHAWAY I	50,820.	260,437.	258,225.
36962G4G6 GENERAL ELEC CAP COR	51,950.	51,950.	51,496.
59156RAW8 METLIFE INC SR UNSEC	50,239.	254,722.	250,453.
89233P4B9 TOYOTA MTR CR CORP M	51,029.	51,029.	51,997.
055451AP3 BHP BILLITON FIN USA	50,353.	255,183.	250,678.
084670BH0 BERKSHIRE HATHAWAY I		149,144.	148,311.
172967GP0 CITIGROUP INC SR UNS		248,910.	250,580.
36962G4L5 GENERAL ELEC CAP COR		213,590.	208,724.
36962G6Z2 GENERAL ELEC CAP COR		251,503.	252,643.
59156RBE7 METLIFE INC UNSEC S		250,888.	247,348.
718172AN9 PHILIP MORRIS INTL I		253,515.	250,303.
89233P5N2 TOYOTA MTR CR CORP S		203,033.	201,662.
94974BFL9 WELLS FARGO & CO NEW		251,418.	251,855.
25243YAR0 DIAGEO CAP PLC CO GT		250,953.	249,460.
TOTALS	254,391.	2,946,275.	2,923,735.
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UW HAROLD S GENEEN CHARITABLE TR

13-7163001

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
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30Z998996 JONES LANG LASALLE I	C	72,510.		42,430.
99C083724 CINCINNATI DOWNTOWN	C		70,849.	59,921.
8EOT39993 JONES LANG LASALLE I	C	-----	-----	-----
TOTALS		72,510.	70,849.	102,351.
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UW HAROLD S GENEEN CHARITABLE TR  
FORM 990PF, PART II - OTHER ASSETS  
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13-7163001

DESCRIPTION  
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9918222222 BAROR INTERNATIONAL  
9918222230 ST MARTIN'S PRESS BO

TOTALS





UW HAROLD S GENEEN CHARITABLE TR

13-7163001

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

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DESCRIPTION

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AMOUNT

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INCOME ADJ

17,986.

ADJ CARRYING VALUE

17,634.

ADJUST FMV TO TAX COST

1,667,924.

TOTAL

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1,703,544.

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UW HAROLD S GENEEN CHARITABLE TR

13-7163001

## GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

COMMON TRUST FUNDS 35,141.00

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TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-----  
35,141.00

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

COMMON TRUST FUNDS 192,215.00

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TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-----  
192,215.00

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## FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.