S 48- 1

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: CAPEWELL,I UW HTFD HOSP ETL#3-AE

A Employer identification number: 06-6066755

Number and street (or P O box number if mail is not delivered to street address): P O BOX 1802

Room/suite:

B Telephone number (see instructions): 888-866-3275

City or town, state or province, country, and ZIP or foreign postal code: PROVIDENCE, RI 02901-1802

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 65,631,882.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis)

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

SEP 21 2015

SCANNED SEP 23 2015

RECEIVED SEP 22 2015 OGDEN, UT 883 IRS-OSC

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 ▶ ☒ if the foundation is **not** required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,883,125.	1,849,119.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,811,109.			
b Gross sales price for all assets on line 6a 24,344,001.				
7 Capital gain net income (from Part IV, line 2)		3,811,109.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)		9,186.		STMT 2
12 **Total.** Add lines 1 through 11	5,694,234.	5,669,414.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	296,149.	177,689.		118,460.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule) STMT 3	850.	NONE	NONE	850.
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	52,359.	21,959.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 6	1,132.	40,275.		828.
24 **Total operating and administrative expenses.** Add lines 13 through 23	351,740.	239,923.	NONE	121,388.
25 Contributions, gifts, grants paid	3,100,841.			3,100,841.
26 **Total expenses and disbursements** Add lines 24 and 25	3,452,581.	239,923.	NONE	3,222,229.
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	2,241,653.			
b **Net investment income** (if negative, enter -0-)		5,429,491.		
c **Adjusted net income** (if negative, enter -0-)				

6/4

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	3,811,575.	2,834,013.	2,834,013.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶ NONE			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) STMT 7	48,998,764.	52,605,575.	62,797,869.
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STMT 8			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	52,810,339.	55,439,588.	65,631,882.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	52,810,339.	55,439,588.	
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)	52,810,339.	55,439,588.	
31 **Total liabilities and net assets/fund balances** (see instructions)	52,810,339.	55,439,588.	

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	52,810,339.
2 Enter amount from Part I, line 27a	2	2,241,653.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	412,612.
4 Add lines 1, 2, and 3	4	55,464,604.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	25,016.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	55,439,588.

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	23,900,194.		20,439,030.	3,461,164.
b	443,807.		93,862.	349,945.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				3,461,164.
b				349,945.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 3,811,109.

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))
2013	2,884,576.	61,513,957.	0.046893
2012	2,700,809.	57,430,166.	0.047028
2011	2,711,523.	55,762,799.	0.048626
2010	2,495,350.	52,610,641.	0.047431
2009	2,044,091.	48,022,756.	0.042565

2	**Total** of line 1, column (d)	2	0.232543
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	0.046509
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	64,637,805.
5	Multiply line 4 by line 3	5	3,006,240.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	54,295.
7	Add lines 5 and 6	7	3,060,535.
8	Enter qualifying distributions from Part XII, line 4	8	3,222,229.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	54,295.
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	54,295.
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	54,295.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 64,518.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 45,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	109,518.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	55,223.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 54,296. **Refunded** ▶	11	927.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

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

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

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

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

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014)*	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 2014?	4b		X

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

				Yes	No
5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (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?		6b		X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		296,149.		

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	62,467,430.
b	Average of monthly cash balances	1b	3,154,707.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	65,622,137.
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	65,622,137.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	984,332.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	64,637,805.
6	**Minimum investment return.** Enter 5% of line 5	6	3,231,890.

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

1	Minimum investment return from Part X, line 6		1	3,231,890.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 54,295.		
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	54,295.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	3,177,595.
4	Recoveries of amounts treated as qualifying distributions		4	NONE
5	Add lines 3 and 4		5	3,177,595.
6	Deduction from distributable amount (see instructions)		6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	3,177,595.

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	3,222,229.
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	3,222,229.
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	54,295.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,167,934.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				3,177,595.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			839,299.	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009 . . . . . . NONE				
b From 2010 . . . . . . NONE				
c From 2011 . . . . . . NONE				
d From 2012 . . . . . . NONE				
e From 2013 . . . . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 3,222,229.				
a Applied to 2013, but not more than line 2a			839,299.	
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 2014 distributable amount				2,382,930.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 *(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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				794,665.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2010 . . . NONE				
b Excess from 2011 . . . NONE				
c Excess from 2012 . . . NONE				
d Excess from 2013 . . . NONE				
e Excess from 2014 . . . 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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HARTFORD HOSPITAL 80 SEYMOUR ST HARTFORD CT 06102-5037	N/A	PC	UNRESTRICTED GENERAL SUPPORT	1,033,499.
ST FRANCIS HOSPITAL JERE CARANGELO - CONTROLL 114 WOODLAND ST HARTFORD CT 06105-1208	NONE	N/A	UNRESTRICTED GENERAL SUPPORT	516,749.
CONNECTICUT HUMANE SOCIETY ATTN: DEVELOPMENT 701 RUSSELL RD NEWINGTON CT 06111-1527	N/A	PC	UNRESTRICTED GENERAL SUPPORT	20.
VILLAGE FOR FAMILIES & CHILDREN MARK D KRITZM 1680 ALBANY AVE HARTFORD CT 06105-1001	N/A	PC	UNRESTRICTED GENERAL SUPPORT	516,749.
CONNECTICUT CHILDRENS MED CTR ATT:MAUREEN LEB 12 CHARTER OAK PL HARTFORD CT 06106-1914	N/A	PC	UNRESTRICTED GENERAL SUPPORT	516,749.
CONN INST FOR THE BLIND C/O JAMES J JONES - V 120 HOLCOMB ST HARTFORD CT 06112-1529	N/A	PC	UNRESTRICTED GENERAL SUPPORT	258,375.
HTFD HOSPITAL JEFFERSON H THOMAS MARCHOZZI CFO HARTFORD CT 06115	N/A	PC	UNRESTRICTED GENERAL SUPPORT	258,375.
TRINITY EPISCOPAL CHURCH OF HARTFORD HARTFORD CT 06105-2755	N/A	PC	UNRESTRICTED GENERAL SUPPORT	325.
Total . . . . ▶ **3a**				3,100,841.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,883,125.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	3,811,109.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				5,694,234.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 5,694,234.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 09/03/2015 Title: SVP Tax

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ Firm's EIN ▶

Firm's address ▶ Phone no

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

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

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

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

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

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

Telephone No ▶ (888)866-3275 FAX No ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/17, 20 15, to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [X] calendar year 2014 or
▶ [ ] tax year beginning ______, 20 __, and ending ______, 20 __

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 109518
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 64518
c	Balance due Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 45000

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

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

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

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

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

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: CAPEWELL,I UW HTFD HOSP ETL#3-AE

Enter filer's identifying number, see instructions

Employer identification number (EIN) or: 06-6066755

Number, street, and room or suite no If a P O box, see instructions: P O BOX 1802

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions: PROVIDENCE, RI 02901-1802

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

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

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

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

Telephone No. ▶ (888)866-3275 Fax No. ▶

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

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

4 I request an additional 3-month extension of time until 11/16 , 20 15 .

5 For calendar year 2014 , or other tax year beginning ______, 20 ____ , and ending ______, 20 ____ .

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

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

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	**8a**	$ 109,061.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 64,518.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**8c**	$ 44,543.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Karen J Kisie Title ▶ SVP, Tax Date ▶ 8/03/2015

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

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	145.	145.
FOREIGN DIVIDENDS	309,536.	309,536.
NONDIVIDEND DISTRIBUTIONS	28,448.	
DOMESTIC DIVIDENDS	645,572.	645,572.
OTHER INTEREST	474,236.	474,236.
FOREIGN INTEREST	76,079.	76,079.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	56,092.	56,092.
NON-TAXABLE FOREIGN INCOME	5,558.	
FEDERALLY TAXABLE MUNICIPAL INTEREST	28,795.	28,795.
NONDISTRIBUTIVE FOREIGN DIVIDENDS	18,748.	18,748.
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	36,618.	36,618.
MARKET DISCOUNT - OTHER INTEREST	33,231.	33,231.
NONQUALIFIED FOREIGN DIVIDENDS	28,360.	28,360.
NONQUALIFIED DOMESTIC DIVIDENDS	141,707.	141,707.
TOTAL	1,883,125.	1,849,119.

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

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		9,186.
TOTALS		9,186.

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

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	850.			850.
TOTALS	850.	NONE	NONE	850.

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

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.

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

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	14,642.	14,642.
EXCISE TAX ESTIMATES	30,400.	
FOREIGN TAXES ON QUALIFIED FOR	6,264.	6,264.
FOREIGN TAXES ON NONQUALIFIED	1,053.	1,053.
TOTALS	52,359.	21,959.

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

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	414.		414.
OTHER CHARITABLE EXPENSES	414.		414.
OTHER INVESTMENT FEE	304.	304.	
PARTNERSHIP EXPENSES		39,971.	
TOTALS	1,132.	40,275.	828.

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

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED		48,998,764.	52,605,575.	62,797,869.
	TOTALS	48,998,764.	52,605,575.	62,797,869.

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

FORM 990PF, PART II - OTHER INVESTMENTS

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

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2014

Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	2834013 220	2,834,013 22	2,834,013 22
00184AAC9	AOL TIME WARNER INC	60000 000	55,776 00	83,647 80
00206RBH4	AT&T INC	45000 000	38,259 45	42,781 95
00206RBS0	AT&T INC	70000 000	70,000 00	69,999 30
00287Y109	ABBVIE INC	4210 000	102,355 35	275,502 40
00287YAH2	ABBVIE INC	115000 000	115,766 10	115,355 35
00507UAD3	ACTAVIS FDG SCS	70000.000	68,238 80	68,806 50
02005AEQ7	ALLY MASTER OWNER TR 2014-5	100000 000	100,000 00	100,000 00
02006JAB4	ALLY AUTO RECEIVABLES TR 2013-1	39073 690	39,069 22	39,081 11
02209S103	ALTRIA GROUP INC	6200 000	102,005 68	305,474 00
023551AJ3	AMERADA HESS CORP	70000 000	76,517 33	86,968 00
02364WAN5	AMERICA MOVIL S A B DE C V	90000 000	89,669 70	98,811 90
025537101	AMERICAN ELEC PWR INC	1450 000	66,171 93	88,044 00
025537AF8	AMERICAN ELEC PWR CO INC	39000 000	38,997 86	39,010 14
0258M0DK2	AMERICAN EXPRESS CR CORP	85000 000	85,463 87	84,892 90
031162100	AMGEN INC	2890 000	172,349 61	460,348 10
03523TBP2	ANHEUSER BUSCH INBEV	20000 000	18,822 40	19,437 60
035242AE6	ANHEUSER-BUSCH INBEV FIN INC	50000 000	50,193 80	50,201 50
03524A108	ANHEUSER BUSCH INBEV SA/NV	950 000	108,291 12	106,704 00
037833100	APPLE INC	4950 000	405,836 02	546,381 00
037833AL4	APPLE INC	55000 000	47,874 20	55,039 60
053015103	AUTOMATIC DATA PROCESSING INC	3375 000	116,694 65	281,373 75
055622104	BP P L C	2325 000	108,426 71	88,629 00
05565QBZ0	BP CAP MKTS PLC	105000 000	104,899 89	103,219 20
05567SAA0	BNSF FDG TR I	90000 000	85,500 00	101,586 60
064058AB6	BANK NEW YORK MELLON CORP DEP	65000 000	61,525 00	59,922.20
06406HCH0	BANK NEW YORK INC	100000 000	100,000 00	100,008 00
07388PAE1	BEAR STEARNS COMMERCIAL MTG	135000 000	126,877.73	143,064 90
07388YAE2	BEAR STEARNS COML MTG SECS TR	175000 000	155,859 38	188,755 00
075887BE8	BECTON DICKINSON & CO	40000 000	40,000 60	40,526 00
09247X101	BLACKROCK INC	925 000	174,444 37	330,743 00
097023105	BOEING CO	2030 000	142,231.93	263,859 40
12572Q105	CME GROUP INC	2270 000	134,152 48	201,235.50
125896100	CMS ENERGY CORP	3950 000	87,489 52	137,262 50

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2014

Bank of America

Cusip	Asset	Units	Basis	Market Value
125896BK5	CMS ENERGY CORP	100000 000	110,899 76	112,111 00
126117AP5	CNA FINL CORP	45000 000	46,412 65	53,709 75
1261291Q8	SMALL CAP CTF	176968 613	4,770,827 63	4,843,754 82
1261292H7	INTERNATIONAL EQUITY CTF	109463 763	3,537,065.62	2,445,759 80
126192AD5	COMM 2012-LC4 MTG TR	100000 000	106,501 96	103,382 00
126408GW7	CSX CORP	75000 000	75,618 92	82,371 00
126650100	CVS HEALTH CORP	3550 000	245,604 18	341,900 50
13063A5G5	CALIFORNIA ST	75000 000	69,583 50	115,739 25
136385AK7	CANADIAN NAT RES LTD	110000 000	110,774 00	119,244 40
14040HBF1	CAPITAL ONE FINL CORP	100000 000	100,922 14	102,160 00
14041NCQ2	CAPITAL ONE MULTI-ASSET	100000 000	110,429 69	104,665 00
166764100	CHEVRON CORP	3000 000	175,584 89	336,540 00
171232101	CHUBB CORP	1525 000	59,376 79	157,791 75
17275R102	CISCO SYS INC	10725 000	232,872 62	298,315 88
172967HC8	CITIGROUP INC	55000.000	55,461 55	55,642 40
172967HT1	CITIGROUP INC	50000 000	51,123 57	51,062 50
17305EFU4	CITIBANK CR CARD ISSUANCE TR	100000 000	99,985 98	100,632 30
19075DAE1	COBALT CMBS COML MTG TR 2007-C3	31073 070	34,622 22	33,716 14
191216100	COCA COLA CO	3785 000	88,381 46	159,802 70
19122T109	COCA-COLA ENTERPRISES INC	2540 000	110,355 88	112,318 80
19765P232	COLUMBIA MID CAP GROWTH FUND	80624 115	2,168,670 14	2,331,649 41
19765Y688	COLUMBIA SELECT LARGE CAP	142998 636	1,778,240 11	2,549,665 68
19765Y852	COLUMBIA EMERGING MARKETS	191031 196	2,000,000 00	1,891,208 84
20030N101	COMCAST CORP	9875 000	513,783 94	572,848 75
20030NAL5	COMCAST CORP	15000 000	15,294 94	15,903 00
200340AN7	COMERICA INC	165000 000	165,434 20	167,463 45
20047RAG8	COMM 2007-C9 MTG TR	45000 000	50,306 84	48,869.10
202795HN3	COMMONWEALTH EDISON CO	50000 000	49,931 00	53,922 50
202795HS2	COMMONWEALTH EDISON CO	115000 000	116,022.56	129,008 15
205887BR2	CONAGRA FOODS INC	58000 000	56,998 92	56,812 16
20825C104	CONOCOPHILLIPS	1405 000	43,325.99	97,029 30
212015AH4	CONTINENTAL RES INC	20000 000	20,655.38	19,350 00
219350AW5	CORNING INC	65000 000	70,438 69	69,382 30
22545DAD9	CREDIT SUISSE COML MTG TR SER	23446 050	25,506 75	24,499 25

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2014

Bank of America

Cusip	Asset	Units	Basis	Market Value
25459HBG9	DIRECTV HLDGS LLC / DIRECTV FING	65000 000	67,800 43	67,168 40
25746U109	DOMINION RES INC VA NEW	1725 000	88,343 84	132,652 50
260003108	DOVER CORP	2600 000	67,325 28	186,472 00
263534109	DU PONT E I DE NEMOURS & CO	5000 000	238,307 50	369,700 00
264411505	DUKE RLTY CORP	2875 000	51,750 79	58,075 00
26441C204	DUKE ENERGY CORP	1400 000	90,652 84	116,956 00
26441YAW7	DUKE RLTY LTD PARTNERSHIP NEW	90000 000	91,580 16	92,681 10
26442EAC4	DUKE ENERGY OHIO INC	40000 000	40,000 00	39,995.20
268648102	EMC CORP	8150 000	201,174.80	242,381.00
29081YAC0	EMBRAER OVERSEAS LTD	100000 000	99,363 70	110,125.00
292505AK0	ENCANA CORP	50000 000	49,803 00	45,818.00
29273RAR0	ENERGY TRANSFER PARTNERS L P	60000 000	65,278 89	68,967 00
302182AE0	EXPRESS SCRIPTS INC	20000 000	20,249 46	24,013 20
30231G102	EXXON MOBIL CORP	6295 000	215,698 59	581,972 75
302570BD7	FPL GROUP CAP INC	120000 000	122,335 71	136,698 00
3128GG6F5	FEDERAL NATL MTG ASSN	107.000	107 17	107.25
3128GHFR7	FGLMC GOLD #E81076 DTD 7/1/2000	499 710	504 08	506 83
31294J6S2	FEDERAL HOME LN MTG CORP	345 050	349 91	350.74
3130A2TE6	FEDERAL HOME LN BKS	200000 000	200,000 00	199,156.00
3130A3BX1	FEDERAL HOME LN BKS	195000 000	195,429 00	194,902 50
3134G5HV0	FEDERAL HOME LN MTG CORP	100000 000	100,000 00	100,015.00
3136AHEX4	FEDERAL NATL MTG ASSN	233493 790	244,183 42	243,772.19
31384AGA0	FEDERAL NATL MTG ASSN	519 090	515 84	538.08
31384UGH1	FNMA POOL #534000 DTD 4/1/2000	1792 010	1,795 94	1,957 27
3138A2BM0	FEDERAL NATL MTG ASSN	214105 040	214,105 04	230,060 15
3138AEJG9	FEDERAL NATL MTG ASSN	136118 170	145,710 27	147,861.08
31397QJ41	FEDERAL NATL MTG ASSN	37038 460	38,323.24	37,547 74
31398ADM1	FEDERAL NATL MTG ASSN	100000 000	104,279 90	110,557 00
31398CTX6	FEDERAL HOME LN MTG CORP	36337 880	37,692 05	38,255 07
31410K7M0	FEDERAL NATL MTG ASSN	31651.790	33,867 41	36,045.69
31416X5E6	FEDERAL NATL MTG ASSN	75112 070	80,440 35	81,629 54
31418RSF9	FEDERAL NATL MTG ASSN	65795 070	70,955 86	71,948.22
316773100	FIFTH THIRD BANCORP	5300 000	91,096 28	107,987 50
316773CQ1	FIFTH THIRD BANCORP	115000 000	114,837.85	115,172.50

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2014

Bank of America

Cusip	Asset	Units	Basis	Market Value
34528QDE1	FORD CR FLOORPLAN MASTER	60000 000	59,994 76	59,823 00
34530CAC5	FORD CR AUTO LEASE TR 2013-A	27163 680	27,161 01	27,171 56
34530HAC4	FORD CREDIT AUTO OWNER TR	95000 000	94,837 24	94,926 85
36159LCK0	GE DEALER FLOORPLAN MASTER NT	110000 000	110,000 00	109,893 30
36161YAC8	GE EQUIP MIDTICKET LLC SER	51207 200	51,143.19	51,201 06
36198EAE5	GS MTG SECS TR 2013-GC13	55000 000	56,553 02	59,851 55
36207KAU4	GNMA POOL #433919 DTD 8/1/98	1034 660	1,016 63	1,162 04
36211ETT5	GNMA POOL #510962 DTD 5/15/99	2749 430	2,701 54	2,854 59
362332AE8	GS MTG SECS TR	132757 750	131,222 73	140,545 32
36246LAE1	GS MTG SECS TR 2007 GG10	54169.870	59,779 41	58,642 13
369604103	GENERAL ELEC CO	6800 000	168,648 40	171,836 00
369604BH5	GENERAL ELEC CO	45000 000	49,437 45	49,464 90
36962G3M4	GENERAL ELEC CAP CORP	90000 000	99,837 01	96,525 00
36962G6S8	GENERAL ELEC CAP CORP	30000 000	30,024.03	30,374 70
370334104	GENERAL MLS INC	3170 000	97,275 03	169,056 10
404280AL3	HSBC HLDGS PLC	90000 000	100,634 40	100,318 50
410345102	HANESBRANDS INC	1025 000	77,045 94	114,410 50
421915EG0	HEALTH CARE PPTY INVS INC	115000 000	114,863 86	124,473 70
437076102	HOME DEPOT INC	4110 000	113,800 25	431,426 70
43813XAC8	HONDA AUTO RECEIVABLES 2012-3	47430 940	47,430 60	47,440 90
438516106	HONEYWELL INTL INC	4000 000	167,974 63	399,680 00
446150AG9	HUNTINGTON BANKSHARES INC	90000 000	90,665.78	108,317 70
44890QAC7	HYUNDAI AUTO RECEIVABLES TR	30000 000	29,994 66	30,086 40
452308109	ILLINOIS TOOL WKS INC	1600 000	83,044 96	151,520 00
458140100	INTEL CORP	13400 000	248,098 69	486,286 00
459200101	INTERNATIONAL BUSINESS MACHS	1500 000	22,933 13	240,660 00
46625H100	J P MORGAN CHASE & CO	9400 000	262,786 09	588,252 00
46625YNB5	J P MORGAN CHASE COML MTG SECS	644 820	648 01	644 76
46625YUC5	J P MORGAN CHASE COML MTG SECS	75000 000	77,501 95	76,504 50
46627QBB3	J P MORGAN CHASE COML MTG SEC	30980 280	32,529 29	31,367 53
46638UAC0	J P MORGAN CHASE COML MTG SECS	40000 000	41,246 88	39,915.60
46639EAE1	J P MORGAN CHASE COML MTG SECS	50000 000	51,249 80	49,898 50
46640LAD4	JPMBB COML MTG SEC	40000 000	41,199 84	43,530 00
478160104	JOHNSON & JOHNSON	6000.000	244,105 14	627,420 00

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2014

Bank of America

Cusip	Asset	Units	Basis	Market Value
478160BJ2	JOHNSON & JOHNSON	60000.000	64,232 05	67,206 00
48124BAC9	JPMORGAN CHASE & CO	60000 000	57,775 00	56,520 00
482480100	KLA-TENCOR CORP	2355 000	116,723 19	165,603 60
491189FC5	KENTUCKY ASSET / LIABILITY COM	106840 980	106,840 98	109,931 89
49326EEE9	KEYCORP UNSECD MEDIUM TERM	95000 000	94,940 15	95,327 75
494368103	KIMBERLY CLARK CORP	3100 000	133,874 67	358,174 00
49446RAK5	KIMCO RLTY CORP	90000 000	86,993 10	88,177 50
494550BF2	KINDER MORGAN ENERGY PARTNERS	60000 000	63,909 81	68,151 00
49456B101	KINDER MORGAN INC DEL	3985 000	154,082 36	168,605 35
50076Q106	KRAFT FOODS GROUP INC	1875 000	108,092 78	117,487 50
501044BZ3	KROGER CO	55000 000	58,063 02	74,276 95
501044CM1	KROGER CO	90000 000	91,565 63	91,933 20
50177AAG4	LB COML MTG TR 2007-C3	45000 000	50,394 73	48,945 15
50180JAD7	LB-UBS COML MTG TR 2007-C2	16349 910	18,094 73	17,491 46
502413BD8	L-3 COMMUNICATIONS CORP UNSECD	80000 000	80,967 34	80,661 60
534187AX7	LINCOLN NATL CORP IND	60000 000	60,736 94	74,971 80
539473AH1	LLOYDS BK PLC	55000 000	67,207 56	66,110 00
539830109	LOCKHEED MARTIN CORP	1150 000	219,342 83	221,455 50
55616P104	MACYS INC	3070 000	128,816 35	201,852 50
55616XAH0	MACYS RETAIL HLDGS INC	85000 000	82,047 95	82,541 80
571748102	MARSH & MCLENNAN COS INC	5300 000	182,076 95	303,372.00
580135101	MCDONALDS CORP	5150 000	168,693 06	482,555 00
58013MEG5	MCDONALDS CORP	75000 000	76,164 10	83,457 00
58155QAG8	MCKESSON CORP	105000 000	96,885 95	100,289 70
585055106	MEDTRONIC INC	2220 000	144,978 92	160,284 00
585055BC9	MEDTRONIC INC	85000 000	86,435 65	88,233 40
58768DAC5	MERCEDES-BENZ AUTO LSE TR	45000 000	44,997.81	45,018 90
58933Y105	MERCK & CO INC	4750 000	12,798 12	269,752 50
59156R108	METLIFE INC	2065 000	94,433 21	111,695 85
59156RAT5	METLIFE INC	80000 000	80,262 78	96,941 60
59259YDC0	METROPOLITAN TRANSN AUTH N Y R	100000.000	100,873 62	136,590 00
594918104	MICROSOFT CORP	13855.000	289,938 18	643,564 75
59562VAM9	MIDAMERICAN ENERGY HLDGS CO	75000 000	73,175.25	94,224 75
617453AT2	MORGAN STANLEY CAP I TR 2006-IQ-	53410 460	56,030 90	54,866 96

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2014

Bank of America

Cusip	Asset	Units	Basis	Market Value
61751NAF9	MORGAN STANLEY CAP TR I 2007-	95000 000	100,996 88	101,327 00
635405AQ6	NATIONAL CITY CORP	55000 000	46,131 25	55,082 50
64128K868	NEUBERGER BERMAN HIGH INCOME	140130 862	1,285,000 00	1,254,171 21
646139X83	NEW JERSEY ST TPK AUTH TPK REV	95000 000	97,220.59	137,781 35
652482BC3	NEWS AMER INC	85000 000	71,995 85	110,409 05
65334HAG7	NEXEN INC	25000 000	28,375 75	31,138 75
65339F101	NEXTERA ENERGY INC	1500 000	88,399 82	159,435 00
65490BAC9	NISSAN AUTO LEASE TR 2014-B	100000 000	100,000 00	100,004 00
65504LAJ6	NOBLE HLDG INTL LTD	40000 000	40,816 48	35,042 00
65504LAK3	NOBLE HLDG INTL LTD	50000 000	51,596 34	39,442.00
664397106	NORTHEAST UTILS	2450 000	85,523 13	131,124 00
665859104	NORTHERN TR CORP	3200 000	153,646 53	215,680 00
66989HAG3	NOVARTIS CAP CORP	100000 000	102,501 00	104,028 00
674599105	OCCIDENTAL PETE CORP DEL	3020 000	252,810 18	243,442 20
68233DAL1	ONCOR ELEC DELIVERY CO	100000 000	110,674 89	100,144 00
68323ACT9	ONTARIO PROV CDA	115000 000	115,408 82	120,117 50
693475105	PNC FINL SVCS GROUP INC	2825 000	167,584 64	257,724 75
693475AM7	PNC FINL SVCS GROUP INC JR SUB	60000 000	57,356 25	56,629 80
69352PAF0	PPL CAP FDG INC	50000 000	50,046 02	50,094 00
694308GE1	PACIFIC GAS & ELEC CO	90000 000	87,080 48	114,579 00
701094104	PARKER HANNIFIN CORP	1800 000	67,131 15	232,110 00
717081103	PFIZER INC	18000 000	342,944 39	560,700 00
718172109	PHILIP MORRIS INTL INC	4625 000	172,360 01	376,706 25
718546AL8	PHILLIPS 66	50000 000	49,049 50	51,177 50
71BB59993	EXCELSIOR PRIVATE MARKETS FUND	124 703	135,000 00	156,990 30
72650RAR3	PLAINS ALL AMERN PIPELINE L P /	80000 000	78,443.20	99,412 00
73935S105	POWERSHARES DB COMMODITY	56695 000	1,522,690 98	1,046,022 75
74144T108	PRICE T ROWE GROUP INC	1125 000	39,860.54	96,592 50
742718109	PROCTER & GAMBLE CO	4400 000	215,036 53	400,796 00
74432QBG9	PRUDENTIAL FINL INC	80000 000	79,997 60	96,172.00
74460D109	PUBLIC STORAGE INC	710 000	80,842 17	131,243.50
748149AG6	QUEBEC PROV CDA	120000 000	116,954.40	119,853 60
755111507	RAYTHEON CO	3835 000	182,739 86	414,831 95
76116FAA5	RESOLUTION FDG CORP FED	690000 000	622,085 44	627,410 10

Cusip	Asset	Units	Basis	Market Value
76116FAB3	RESOLUTION FDG CORP	115000 000	63,033 56	73,779 40
76116FAD9	RESOLUTION FDG CORP FED PRIN	385000 000	337,401 47	341,957 00
76116FAG2	RESOLUTION FDG CORP FED BOOK	205000 000	157,438 04	180,106 85
771195104	ROCHE HLDG LTD	8730.000	310,168 49	296,409 69
774341AB7	ROCKWELL COLLINS INC DEL	45000 000	45,808 63	50,066 10
780259206	ROYAL DUTCH SHELL PLC	3150 000	174,763 46	210,892 50
78447NAD8	SMART ABS SER 2013-1US TR	50656 240	50,654 56	50,656 24
80283WAC3	SANTANDER DRIVE AUTO	21695.750	21,695 75	21,685 55
806857108	SCHLUMBERGER LTD	3250 000	285,953 50	277,582 50
816851109	SEMPRA ENERGY	1050.000	51,433 28	116,928 00
816851AN9	SEMPRA ENERGY	65000 000	65,608 05	69,801 55
816851AT6	SEMPRA ENERGY	50000 000	49,301 50	49,149 50
816851AU3	SEMPRA ENERGY	43000 000	43,633 58	45,490 13
824348106	SHERWIN WILLIAMS CO	925 000	23,719 70	243,312 00
828806109	SIMON PPTY GROUP INC NEW	600 000	86,425 97	109,266 00
828807CN5	SIMON PPTY GROUP L P	95000 000	90,967 25	93,014.50
83162CVB6	SMALL BUSINESS ADMIN GTD DEV	97295 830	94,019 69	95,506 56
83162CVE0	SMALL BUSINESS ADMIN GTD DEV	66717 120	61,955 71	64,257 93
83162CVH3	SMALL BUSINESS ADMIN GTD DEV	75855 690	76,201 57	74,789 16
83162CVK6	SMALL BUSINESS ADMIN GTD DEV	137990 750	139,327 54	136,196 87
83162CVN0	SMALL BUSINESS ADMIN GTD DEV	95806 250	88,051 93	93,369 90
83162CVR1	SMALL BUSINESS ADMIN GTD DEV	90693 610	90,371 22	93,299 24
83162CWL3	SMALL BUSINESS ADMIN	145000.000	145,079 30	147,163.40
835495102	SONOCO PRODS CO	3200 000	78,450 76	139,840 00
87612EBB1	TARGET CORP	25000 000	25,164 55	25,307 50
87612EBD7	TARGET CORP	80000 000	81,246 29	83,053 60
87938WAH6	TELEFONICA EMISIONES S A U	50000 000	55,969.36	56,903 50
882508104	TEXAS INSTRS INC	4000 000	102,887.55	213,860.00
887315BM0	TIME WARNER COMPANIES	15000 000	14,323.35	19,203 75
887317303	TIME WARNER INC	1265 000	26,252 28	108,056 30
88732JAU2	TIME WARNER CABLE INC	25000 000	26,746 41	32,682 00
89114QAL2	TORONTO DOMINION BK UNSECD	95000 000	95,000 00	95,254 60
89153VAB5	TOTAL CAP INTL SA	115000 000	114,412.75	113,837 35
89236TBU8	TOYOTA MTR CR CORP	100000 000	99,941 95	99,892.00

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2014

Bank of America

Cusip	Asset	Units	Basis	Market Value
89346DAG2	TRANSALTA CORP	95000 000	94,923.90	94,598 15
89352HAC3	TRANSCANADA PIPELINES LTD JR SUB	100000 000	99,821.00	97,000 00
89352HAH2	TRANSCANADA PIPELINES LTD	45000 000	45,043.20	44,874 45
902973304	US BANCORP DEL	9855 000	329,838.67	442,982 25
91086QAW8	UNITED MEXICAN STS	95000 000	107,723.26	107,492 50
911312106	UNITED PARCEL SVC INC	2400 000	187,460.69	266,808 00
912803CH4	UNITED STATES TREAS BD	455000 000	226,298.87	311,447 50
912803EC3	UNITED STATES TREAS BD	75000 000	29,780.23	33,344 25
912803EE9	UNITED STATES TREAS BD	215000 000	71,136.49	94,567 75
912810RH3	UNITED STATES TREAS BD	995000 000	1,034,227.74	1,071,177 20
912828A26	UNITED STATES TREAS NT	300000 000	299,789 06	300,000 00
912828A34	UNITED STATES TREAS NT	30000 000	29,692 97	29,789 10
912828A75	UNITED STATES TREAS NT	30000 000	29,687 11	30,039 90
912828A91	UNITED STATES TREAS NT	135000.000	135,232 29	135,094 50
912828B66	UNITED STATES TREAS NT	110000 000	110,648.98	115,749 70
912828G38	UNITED STATES TREAS NT	230000 000	230,094.53	231,545 60
912828G46	UNITED STATES TREAS NT	180000 000	179,866 41	179,550 00
912828G61	UNITED STATES TREAS NT	210000 000	209,868.75	208,670 70
912828QJ2	UNITED STATES TREAS NT	215000 000	214,529.69	219,401 05
912828QR4	UNITED STATES TREAS NT	105000 000	106,484 86	106,583.40
912828SQ4	UNITED STATES TREAS NT	193406 400	196,204.99	193,557.26
912828UN8	UNITED STATES TREAS NT	140000 000	135,209 38	139,475 00
912828VL1	UNITED STATES TREAS NT	40000 000	40,007 60	40,078 00
912828VZ0	UNITED STATES TREAS NT	105000 000	104,126 37	106,058 40
912828WX4	UNITED STATES TREAS NT	260000 000	260,050 78	260,122 20
912834MZ8	UNITED STATES TREAS SEC	80000 000	24,572 14	34,998 40
913017109	UNITED TECHNOLOGIES CORP	2435 000	157,581 58	280,025 00
91324PBZ4	UNITEDHEALTH GROUP INC	95000 000	91,793 75	93,207.35
91529YAG1	UNUM GROUP	90000.000	94,697 90	98,314 20
917542QR6	UTAH ST	130000 000	131,475 97	146,702.40
918204108	V F CORP	2375.000	97,166 57	177,887 50
91911TAM5	VALE OVERSEAS LTD	105000 000	102,117.75	100,643 55
921943858	VANGUARD FTSE DEVELOPED	66315 000	2,634,965.15	2,512,012 20
922908553	VANGUARD REIT	18250.000	1,215,062 56	1,478,250 00

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2014

Cusip	Asset	Units	Basis	Market Value
92343V104	VERIZON COMMUNICATIONS INC	10940 000	244,200 58	511,773 20
92343VBP8	VERIZON COMMUNICATIONS INC	75000 000	76,318.21	79,254 75
92343VCC6	VERIZON COMMUNICATIONS INC	170000 000	173,989 91	173,746 80
92343VCN2	VERIZON COMMUNICATIONS INC	35000 000	34,894 65	34,518 05
92344XAB5	VERIZON NEW YORK INC	50000 000	57,965 57	62,699 50
92922FAS7	WAMU MTG PASS-THROUGH CTFS	85536 720	86,470.41	87,934 31
92930RBB7	WFRBS COML MTG TR 2012-C9	150000 000	153,743 55	150,273 00
92976BBN1	WACHOVIA BK COML MTG TR	54166 150	59,328 86	55,322 60
92976BBQ4	WACHOVIA BK COML MTG TR 2005-C22	70000 000	69,606 25	72,081 10
931142103	WAL-MART STORES INC	3300 000	213,902 23	283,404 00
94106L109	WASTE MGMT INC DEL	4500 000	82,917 45	230,940 00
949746101	WELLS FARGO & CO	10445 000	224,192 31	572,594 90
949746QU8	WELLS FARGO & CO	50000 000	50,373 19	51,865 00
949746RG8	WELLS FARGO & CO NEW JR SUB NT	55000 000	56,954 12	55,412 50
976657106	WISCONSIN ENERGY CORP	2525 000	87,227 33	133,168 50
984121CA9	XEROX CORP	120000 000	133,363 88	134,864 40
988498AK7	YUM BRANDS INC	55000 000	56,547 77	60,145 25
99Z378921	EXCELSIOR PRIVATE MARKETS FUND	1814 659	1,386,000 00	1,792,688 56
G2554F113	COVIDIEN PLC	1390 000	126,076 06	142,169 20
H0023R105	ACE LTD	2200 000	76,459 59	252,736 00
N53745100	LYONDELLBASELL INDUSTRIES NV	750 000	45,687 37	59,542 50
		Totals	55,439,588 16	65,631,882 45

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

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

DESCRIPTION	AMOUNT
CTF ADJUSTMENT	20,986.
INCOME ADJUSTMENT	3,923.
TRANSACTION ADJUSTMENT	2,658.
SALES ADJUSTMENT	361.
ROUNDING	6.
PARTNERSHIP GAIN ADJUSTMENT	384,678.
TOTAL	412,612.

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

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

DESCRIPTION		AMOUNT
COST ADJUSTMENT		22,084.
ACCRUED INTEREST ADJUSTMENT		2,932.
	TOTAL	25,016.

STATEMENT 10

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

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
3702.196 SMALL CAP CTF	05/31/1990	04/11/2014	100,000.00	93,862.00	6,138.00
TOTAL OTHER GAINS AND LOSSES			100,000.00	93,862.00	6,138.00
Totals			100,000.00	93,862.00	6,138.00

JSA
4F0970 1 000

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

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES		
COMMON TRUST FUNDS	24,295.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		24,295.00
NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES		
COMMON TRUST FUNDS	704,190.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-384,678.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		319,512.00

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

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

OFFICER NAME:
BANK OF AMERICA
ADDRESS:
100 FEDERAL STREET
BOSTON, MA 02110
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 296,149.
COMPENSATION EXPLANATION:
SEE ATTACHED FOOTNOTE

TOTAL COMPENSATION: 296,149.

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.