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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2014

Department of the Treasury
Internal Revenue Service

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

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

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

Open to Public Inspection

For calendar year 2014 or tax year beginning 02/01, 2014, and ending 01/31, 2015

Name of foundation: **UD GEORGE ARENTS JR CERIMON FUND**

Employer identification number: **13-6069576**

Telephone number: **888-866-3275**

Address: **P O BOX 1802**
City or town, state or province, country, and ZIP or foreign postal code: **PROVIDENCE, RI 02901-1802**

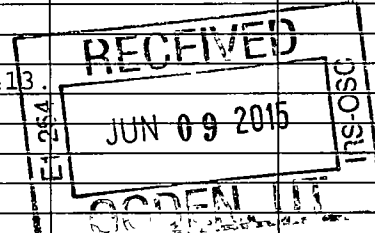
Check all that apply: Initial return, Initial return of a former public charity, Final return, Amended return, Address change, Name change

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

Fair market value of all assets at end of year: **\$ 4,160,333**

Accounting method: Cash, Accrual, Other (specify)

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		90,972	89,943		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		290,413			
b Gross sales price for all assets on line 6a		3,653,550			
7 Capital gain net income (from Part IV, line 2)			290,413		
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)			17		STMT 2
12 Total. Add lines 1 through 11		381,385	380,373		
13 Compensation of officers, directors, trustees, etc.		50,050	30,030		20,020
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule) STMT 3		3,100	NONE	NONE	3,100
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule) STMT 4		3,660	3,660		
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 5		20,856	1,593		
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		270	438		250
24 Total operating and administrative expenses. Add lines 13 through 23		77,936	35,721	NONE	23,370
25 Contributions, gifts, grants paid		184,650			184,650
26 Total expenses and disbursements. Add lines 24 and 25		262,586	35,721	NONE	208,020
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		118,799			
b Net investment income (if negative, enter -0-)			344,652		
c Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	639,356.	250,285.	250,285.
	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	477,255.	1,793,683.	1,840,650.
	c	Investments - corporate bonds (attach schedule) . STMT 10		1,606,329.	1,609,171.
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 11	2,587,611.	336,087.	460,227.	
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)	3,704,222.	3,986,384.	4,160,333.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	3,704,222.	3,986,384.	
	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)	3,704,222.	3,986,384.		
31	Total liabilities and net assets/fund balances (see instructions)	3,704,222.	3,986,384.		

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	3,704,222.
2	Enter amount from Part I, line 27a	2	118,799.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	163,363.
4	Add lines 1, 2, and 3	4	3,986,384.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,986,384.

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 3,628,878.		3,324,561.	304,317.			
b 24,672.		38,576.	-13,904.			
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a			304,317.			
b			-13,904.			
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	290,413.	
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		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		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	191,620.	4,033,081.	0.047512
2012	190,730.	3,850,696.	0.049531
2011	188,161.	3,900,064.	0.048246
2010	173,404.	3,763,413.	0.046076
2009	188,572.	3,528,075.	0.053449
2 Total of line 1, column (d)			2 0.244814
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 0.048963
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 4,101,589.
5 Multiply line 4 by line 3			5 200,826.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,447.
7 Add lines 5 and 6			7 204,273.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 208,020.

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

Table with 11 rows and 2 columns. Row 1: 3,447. Row 2: 2. Row 3: 3,447. Row 4: NONE. Row 5: 3,447. Row 6: 6a 11,112; 6b NONE; 6c NONE; 6d. Row 7: 11,112. Row 8: 8. Row 9: 9. Row 10: 7,665. Row 11: 3,448. Refunded 4,217.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes/No). Row 1a: No. Row 1b: No. Row 1c: No. Row 2: No. Row 3: No. Row 4a: No. Row 4b: No. Row 5: No. Row 6: Yes. Row 7: Yes. Row 8a: FL. Row 8b: Yes. Row 9: No. Row 10: No.

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? Website address NONE 13 X
14 The books are in care of SEE STATEMENT 15 Telephone no. Located at ZIP+4
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
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 Yes No 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.

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

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)? Yes No
 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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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 16		50,050.		

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

2	

3	

4	

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

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

2	

All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,876,721.
b	Average of monthly cash balances	1b	287,329.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,164,050.
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	4,164,050.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	62,461.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,101,589.
6	Minimum investment return. Enter 5% of line 5	6	205,079.

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	205,079.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	3,447.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,447.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	201,632.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	201,632.
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	201,632.

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	208,020.
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	208,020.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,447.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	204,573.

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				201,632.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			169,613.	
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 ▶ \$ <u>208,020.</u>				
a Applied to 2013, but not more than line 2a			169,613.	
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				38,407.
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				163,225.
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)

Table with 5 columns: (a) 2014, (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly for active conduct), 3 (Alternative tests: Assets, Endowment, Support).

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> CERIMON FUND- SEE ATTACHED C/O PATRICIA F DAVIDSON, PO BOX 303 LYME CT	N/A	PC	UNRESTRICTED GENERAL SUPPORT	184,650.
Total ► 3a				184,650.
b <i>Approved for future payment</i>				
Total ► 3b				

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [X] No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here: Signature of officer or trustee, Date 05/08/2015, Title SVP Tax. May the IRS discuss this return with the preparer shown below (see instructions)? [] Yes [X] No

Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Check [] if self-employed PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,120.	1,120.
FOREIGN DIVIDENDS	18,184.	18,184.
NONDIVIDEND DISTRIBUTIONS	1,029.	
DOMESTIC DIVIDENDS	36,186.	36,186.
OTHER INTEREST	7,566.	7,566.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	-35.	-35.
NONQUALIFIED FOREIGN DIVIDENDS	7,038.	7,038.
NONQUALIFIED DOMESTIC DIVIDENDS	19,884.	19,884.
TOTAL	90,972.	89,943.

UD GEORGE ARENTS JR CERIMON FUND

13-6069576

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME		17.
	-----	-----
TOTALS	=====	=====
		17.
		=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	3,100.			3,100.
TOTALS	3,100.	NONE	NONE	3,100.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	3,660.	3,660.
TOTALS	3,660.	3,660.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	187.	187.
EXCISE TAX - PRIOR YEAR	8,151.	
EXCISE TAX ESTIMATES	11,112.	
FOREIGN TAXES ON QUALIFIED FOR	894.	894.
FOREIGN TAXES ON NONQUALIFIED	512.	512.
TOTALS	20,856.	1,593.

UD GEORGE ARENTS JR CERIMON FUND

13-6069576

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	250.		250.
OTHER INVESTMENT FEE	20.	20.	
PARTNERSHIP EXPENSES		418.	
TOTALS	270.	438.	250.

UD GEORGE ARENTS JR CERIMON FUND

13-6069576

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
74460D109 PUBLIC STORAGE INC C	3,100.		
828806109 SIMON PPTY GROUP INC	5,018.		
166764100 CHEVRON CORP COM	10,549.		
20825C104 CONOCOPHILLIPS COM	8,712.		
30231G102 EXXON MOBIL CORP COM	12,193.		
674599105 OCCIDENTAL PETE CORP	2,283.		
718546104 PHILLIPS 66 COM	5,304.		
780259206 ROYAL DUTCH SHELL PL	6,120.		
806857108 SCHLUMBERGER LTD COM	7,712.		
N53745100 LYONDELLBASELL INDUS	4,971.		
263534109 DU PONT E I DE NEMOU	8,848.		
749685103 RPM INTL INC COM	3,924.		
097023105 BOEING CO COM	8,407.		
260003108 DOVER CORP COM	5,027.		
291011104 EMERSON ELEC CO COM	3,018.		
438516106 HONEYWELL INTL INC C	6,672.		
701094104 PARKER HANNIFIN CORP	3,792.		
755111507 RAYTHEON CO COM NEW	6,473.		
911312106 UNITED PARCEL SVC IN	8,715.		
913017109 UNITED TECHNOLOGIES	1,645.		
94106L109 WASTE MGMT INC DEL C	3,302.		
20030N101 COMCAST CORP NEW CL	6,166.		
437076102 HOME DEPOT INC COM	10,396.		
55616P104 MACYS INC COM	7,342.		
580135101 MCDONALDS CORP COM	6,785.		
824348106 SHERWIN WILLIAMS CO	3,927.		
872540109 TJX COS INC NEW COM	1,116.		
887317303 TIME WARNER INC NEW	7,583.		
918204108 V F CORP COM	3,168.		

UD GEORGE ARENTS JR CERIMON FUND

13-6069576

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
02209S103 ALTRIA GROUP INC COM	3,356.		
494368103 KIMBERLY CLARK CORP	6,585.		
718172109 PHILIP MORRIS INTL I	12,640.		
742718109 PROCTER & GAMBLE CO	10,555.		
931142103 WAL-MART STORES INC	4,584.		
002824100 ABBOTT LABS COM	5,355.		
00287Y109 ABBVIE INC COM	10,837.		
031162100 AMGEN INC COM	9,919.		
478160104 JOHNSON & JOHNSON CO	2,939.		
58933Y105 MERCK & CO INC NEW C	11,882.		
717081103 PFIZER INC COM	15,131.		
H0023R105 ACE LTD COM	4,959.		
025816109 AMERICAN EXPRESS CO	3,387.		
09247X101 BLACKROCK INC CL A	7,200.		
12572Q105 CME GROUP INC COM	5,541.		
171232101 CHUBB CORP COM	6,048.		
316773100 FIFTH THIRD BANCORP	5,290.		
46625H100 J P MORGAN CHASE & C	11,100.		
571748102 MARSH & MCLENNAN COS	6,187.		
59156R108 METLIFE INC COM	1,910.		
693475105 PNC FINL SVCS GROUP	6,505.		
74144T108 PRICE T ROWE GROUP I	2,360.		
902973304 US BANCORP DEL COM N	9,606.		
949746101 WELLS FARGO & CO NEW	13,176.		
G1151C101 ACCENTURE PLC CL A C	8,468.		
053015103 AUTOMATIC DATA PROCE	4,129.		
17275R102 CISCO SYS INC COM	10,082.		
268648102 EMC CORP COM	13,064.		
458140100 INTEL CORP COM	7,908.		

UD GEORGE ARENTS JR CERIMON FUND

13-6069576

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
459200101 INTERNATIONAL BUSINE	5,717.		
482480100 KLA-TENCOR CORP COM	6,547.		
594918104 MICROSOFT CORP COM	14,688.		
882508104 TEXAS INSTRS INC COM	5,044.		
00206R102 AT&T INC COM	2,049.		
92343V104 VERIZON COMMUNICATIO	18,493.		
92857W209 VODAFONE GROUP PLC S	9,110.		
025537101 AMERICAN ELEC PWR IN	3,996.		
125896100 CMS ENERGY CORP COM	2,844.		
25746U109 DOMINION RES INC VA	2,890.		
26441C204 DUKE ENERGY CORP NEW	3,119.		
65339F101 NEXTERA ENERGY INC C	4,416.		
816851109 SEMPRA ENERGY COM	2,568.		
976657106 WISCONSIN ENERGY COR	2,803.		
SEE ATTACHED LIST			
TOTALS	477,255.	1,793,683.	1,840,650.

UD GEORGE ARENTS JR CERIMON FUND

13-6069576

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
PLEASE SEE ATTACHED LIST	1,606,329.	1,609,171.
TOTALS	1,606,329.	1,609,171.
	=====	=====

UD GEORGE ARENTS JR CERIMON FUND

13-6069576

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PLEASE STT ATTACHED	C	2,587,611.	336,087.	460,227.
TOTALS		2,587,611.	336,087.	460,227.

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

=====

DESCRIPTION -----	AMOUNT -----
YEAR END PENDING CASH ADJ	149,669.
PARTNERSHIP ADJ	13,694.

TOTAL	163,363.
	=====

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

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

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-13,694.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-13,694.00
=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: US TRUST FIDUCIARY TAX SERVICES

ADDRESS: PO BOX 1802, 1 FINANCIAL PLAZA
PROVIDENCE, RI 02901

TELEPHONE NUMBER: (888)866-3275

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

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

114 W 47TH ST
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 45,065.

COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

OFFICER NAME:

PATRICIA DAVIDSON

ADDRESS:

484 JOSHUATOWN RD
LYME, CT 06371

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

COMPENSATION 4,985.

TOTAL COMPENSATION:

50,050.

=====

FEDERAL FOOTNOTES

=====

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

**FORM 990PF, Part XV, Ln. 3:
 Grants Paid attachment to return :
 GEORGE ARENTS JR CERIMON FUND**

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
2/10/2014	\$ (850 00)	OLD LYME HISTORICAL SOCIETY	N/A	UNRESTRICTED GENERAL SUPPORT	PC
2/10/2014	\$ (80,000 00)	THE NEW YORK PUBLIC LIBRARY	N/A	UNRESTRICTED GENERAL SUPPORT	PC
1/8/2015	\$ (20,000 00)	OLD LYME HISTORICAL SOCIETY, INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC
1/8/2015	\$ (68,800 00)	THE LAWRENCEVILLE SCHOOL	N/A	UNRESTRICTED GENERAL SUPPORT	PC
1/22/2015	\$ (5,000 00)	LYME PUBLIC LIBRARY INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC
1/22/2015	\$ (10,000 00)	OLD LYME HISTORICAL SOCIETY	N/A	UNRESTRICTED GENERAL SUPPORT	PC
TOTAL	\$ (184,650 00)				

Financial 360

**Investment Management, Trust & Custody Accounts
Holdings by Account**

As of Close of Business 05/06/2015

Report Date: January-2015

Account/Security	CUSIP	Quantity	Unit Cost	Fed Tax Cost	Price	Market Value	Accrued Income	Unrealized Gain/(Loss)	Est Annual Income	Yield	% of Account
TOTAL PORTFOLIO				200.00		200.00	351.56	0.00	0.00		100.00
THE CERIMON FUND - HAN-LCC				200.00		200.00	351.56	0.00	0.00		
CASH/CURRENCY				200.00		200.00	0.58	0.00	0.00	0.00	
CASH EQUIVALENTS				0.00		0.00	0.58	0.00	0.00	0.00	
BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (INCOME INVESTMENT)	994458719		0.00	0.00	1.00	0.00	0.00	0.00	0.00	0.00	
BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719		0.00	0.00	1.00	0.00	0.58	0.00	0.00	0.00	
CASH/CURRENCY OTHER				200.00		200.00	0.00	0.00	0.00	0.00	
CASH	000000001	200	1.00	200.00	1.00	200.00	0.00	0.00	0.00	0.00	
EQUITIES				0.00		0.00	350.98	0.00	0.00	0.00	
U S LARGE CAP				0.00		0.00	350.98	0.00	0.00	0.00	
AMERICAN EXPRESS CO COM (AXP)	025816109		0.00	0.00	80.69	0.00	24.18	0.00	0.00	0.00	
J P MORGAN CHASE & CO COM (JPM)	46625H100		0.00	0.00	54.38	0.00	326.80	0.00	0.00	0.00	

† closed account

*SD - settlement date basis account holdings

When viewing Holdings by Account, the Total Portfolio may include more than the aggregated market values of the accounts displayed on the report

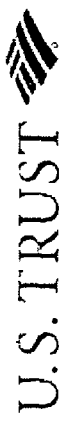
Financial 360

Investment Management, Trust & Custody Accounts Holdings by Account

As of Close of Business 05/06/2015

Report Date: January-2015

Account/Security	CUSIP	Quantity	Unit Cost	Fed Tax Cost	Price	Market Value	Accrued Income	Unrealized Gain/(Loss)	Est Annual Income	Yield	% of Account
TOTAL PORTFOLIO											
IFC LERIMON FUND - SCH-LCV				800,469.05		876,430.62	1,400.86	75,961.57	28,818.01		100.00
CASH/CURRENCY				800,469.05		876,430.62	1,400.86	75,961.57	28,818.01		
CASH EQUIVALENTS				65,092.77		65,092.77	3.49	0.00	39.06	0.06	7.43
BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT (INCOME INVESTMENT)	99Z490460		0.00	65,092.77	1.00	65,092.77	3.49	0.00	39.06	0.06	7.43
BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT	99Z490460		0.00	0.00	1.00	0.00	0.00	0.00	0.00	0.00	0.00
BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	65,092.770	1.00	65,092.77	1.00	65,092.77	3.44	0.00	39.06	0.06	7.43
EQUITIES											
U S LARGE CAP				676,338.10		748,433.83	1,397.37	72,095.73	26,063.11	3.48	85.40
AT&T INC COM (T)	00206R102	869	34.19	455,643.09	32.92	531,544.03	753.78	75,900.94	16,920.38	3.18	60.65
BOEING CO COM (BA)	097023105	72	65.18	29,711.96	145.37	28,607.48	408.43	(1,104.48)	1,633.72	5.71	3.26
CHEVRON CORP COM (CVX)	166764100	281	94.11	4,693.02	102.53	10,466.64	0.00	5,773.62	262.08	2.50	1.19
CISCO SYS INC COM (CSCO)	17275R102	1,049	25.63	26,446.00	26.37	28,810.93	0.00	2,364.93	1,202.68	4.17	3.29
CONOCOPHILLIPS COM (COP)	20825C104	465	69.63	26,888.86	62.98	27,656.89	0.00	768.03	797.24	2.88	3.16
CORNING INC COM (GLW)	219350105	425	23.21	32,376.92	23.77	29,285.70	0.00	(3,091.22)	1,357.80	4.64	3.34
				9,864.33		10,102.25	0.00	237.92	204.00	2.02	1.15



Some of America's finest wealth management

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Investment Management, Trust & Custody Accounts
Holdings by Account

As of Close of Business 05/06/2015

Report Date: January-2015

Account/Security	CUSIP	Quantity	Unit Cost	Fed Tax Cost	Price	Market Value	Accrued Income	Unrealized Gain/(Loss)	Est Annual Income	Yield	% of Account
DU PONT E I DE NEMOURS & CO COM (DD)	263534109	399	65.41	26,098.46	71.21	28,412.79	0.00	2,314.33	750.12	2.64	3.24
GENERAL ELEC CO COM (GE)	369604103	1,201	26.42	31,729.20	23.89	28,691.89	0.00	(3,037.31)	1,104.92	3.85	3.27
INTEL CORP COM (INTC)	458140100	530	19.38	10,269.83	33.04	17,511.20	0.00	7,241.37	508.80	2.91	2.00
J P MORGAN CHASE & CO COM (JPM)	46625H100	468	42.84	20,047.45	54.38	25,449.84	182.00	5,402.39	748.80	2.94	2.90
JOHNSON & JOHNSON COM (JNJ)	478160104	302	38.18	11,529.68	100.14	30,242.28	0.00	18,712.60	845.60	2.80	3.45
KIMBERLY CLARK CORP COM (KIMB)	494368103	211	89.33	18,848.26	107.96	22,779.56	0.00	3,931.30	708.96	3.11	2.60
LILLY ELI & CO COM (LLY)	532457108	416	70.15	29,180.30	72.00	29,952.00	0.00	771.70	832.00	2.78	3.42
MERCK & CO INC NEW COM (MRK)	58933Y105	596	40.46	24,115.62	60.28	35,926.88	0.00	11,811.26	1,072.80	2.99	4.10
METLIFE INC COM (MET)	59156R108	451	49.57	22,354.94	46.50	20,971.50	0.00	(1,383.44)	631.40	3.01	2.39
MICROSOFT CORP COM (MSFT)	594918104	622	29.04	18,061.89	40.40	25,128.80	0.00	7,066.91	771.28	3.07	2.87
NEXTERA ENERGY INC COM (NEE)	65339F101	276	99.89	27,569.28	109.24	30,150.24	0.00	2,580.96	800.40	2.65	3.44
PFIZER INC COM (PFE)	717081103	774	18.96	14,673.19	31.25	24,187.50	0.00	9,514.31	866.88	3.58	2.76
RAYTHEON CO COM NEW (RTN)	755111507	270	71.28	19,246.86	100.05	27,013.50	163.35	7,766.64	653.40	2.42	3.08
3M CO COM (MMM)	88579Y101	149	166.75	24,845.58	162.30	24,182.70	0.00	(662.88)	610.90	2.53	2.76
TRAVELERS COS INC COM (TRV)	89417E109	253	107.08	27,091.46	102.82	26,013.46	0.00	(1,078.00)	556.60	2.14	2.97

Financial 360

Investment Management, Trust & Custody Accounts Holdings by Account

As of Close of Business 05/06/2015

Report Date: January-2015

Account/Security	CUSIP	Quantity	Unit Cost	Fed Tax Cost	Price	Market Value	Accrued Income	Unrealized Gain/(Loss)	Est Annual Income	Yield	% of Account
U S MID CAP				20,197.23		19,231.22	0.00	(966.01)	451.80	2.35	2.19
HALYARD HEALTH INC COM (HYH)	40650V100	13	20.94	272.17	44.57	579.41	0.00	307.24	0.00	0.00	0.07
SYMANTEC CORP COM (SYMC)	871503108	753	26.46	19,925.06	24.77	18,651.81	0.00	(1,273.25)	451.80	2.42	2.13
INTERNATIONAL DEVELOPED				200,497.78		197,658.58	643.59	(2,839.20)	8,690.93	4.40	22.55
ASTRAZENECA PLC SPONSORED ADR UNITED KINGDOM (AZN)	046353108	206	71.05	14,636.57	71.04	14,634.24	0.00	(2.33)	576.80	3.94	1.67
BCE INC NEW COM CANADA (BCE)	05534B760	643	46.30	29,772.60	45.95	29,545.85	331.80	(226.75)	1,327.15	4.49	3.37
CNOOC LTD SPONSORED ADR HONG KONG (CEO)	126132109	181	138.46	25,061.81	133.15	24,100.15	0.00	(961.66)	1,197.50	4.97	2.75
DIAGEO PLC SPONSORED ADR NEW UNITED KINGDOM (DEO)	25243Q205	216	120.04	25,927.90	118.13	25,516.08	0.00	(411.82)	727.92	2.85	2.91
HSBC HLDGS PLC SPON ADR NEW UNITED KINGDOM (HSBC)	404280406	519	47.96	24,893.65	45.72	23,728.68	0.00	(1,164.97)	1,271.55	5.36	2.71
ROYAL DUTCH SHELL PLC SPONSORED ADR CL B UNITED KINGDOM (RDS/B)	780259107	426	70.93	30,216.12	63.99	27,259.74	0.00	(2,956.38)	1,601.76	5.88	3.11
UNILEVER N V NEW YORK SHSADR NETHERLANDS (UN)	904784709	755	39.87	30,100.95	43.37	32,744.35	0.00	2,643.40	967.16	2.95	3.74

Financial 360

**Investment Management, Trust & Custody Accounts
Holdings by Account**

As of Close of Business 05/06/2015

Report Date: January-2015

Account/Security	CUSIP	Quantity	Unit Cost	Fed Tax Cost	Price	Market Value	Accrued Income	Unrealized Gain/(Loss)	Est Annual Income	Yield	% of Account
VODAFONE GROUP PLC NEW SPONSORED ADR NO PAR UNITED KINGDOM (VOD)	92857W308	573	34.71	19,888.18	35.13	20,129.49	311.79	241.31	1,021.09	5.07	2.30
REAL ESTATE				59,038.18		62,904.02	0.00	3,865.84	2,715.84	4.32	7.18
PUBLIC REITS				59,038.18		62,904.02	0.00	3,865.84	2,715.84	4.32	7.18
HCP INC REIT (HCP)	40414L109	663	44.58	29,553.86	47.29	31,353.27	0.00	1,799.41	1,445.34	4.61	3.58
HEALTH CARE REIT INC COM (HCN)	42217K106	385	76.58	29,484.32	81.95	31,550.75	0.00	2,066.43	1,270.50	4.03	3.60

† closed account

*SD - settlement date basis account holdings

When viewing Holdings by Account, the Total Portfolio may include more than the aggregated market values of the accounts displayed on the report

Unless otherwise noted, all views are based on trade date. Historical balances for some accounts may not be available for this period. Previous business day prices when available are displayed for externally held marketable securities. The amounts shown for assets not held by Bank of America and values shown for illiquid and other hard to value assets are for informational purposes only, may vary from values (if any) provided by the issuer or others, and may change. These investments may not be listed on any securities exchange or NASDAQ market, and investors may not be able to sell them or realize the amounts shown upon a sale or liquidation. Bank of America makes no representations as to the accuracy of the value(s) provided.

For those assets where Intraday Pricing is available, Last Updated reflects the valuation time/date. For those assets where Intraday Pricing is not available, the Prior Business Day date is displayed, which does not necessarily reflect the actual valuation date. Quantity is not updated for intraday activity and is based on prior close of business on a trade date basis.

Pending sales for shares not currently held are excluded from all views, reports and portfolio valuations, with the exception of the Activity report.

Portions of the estimated annual income may not reflect actual income received or income for tax reporting purposes.

Income and cost-basis information should not be used to make investment decisions without first consulting your Bank of America professional, personal tax or legal advisor. This information is not intended as an offer to provide trust or investment services in states where Bank of America is not authorized to do so.

Where you maintain investment discretion in your account, we suggest you consult your personal tax advisor before making tax-related investment decisions. Please do not rely on the information in this view to prepare tax returns. This information may change after audits or corrections by Bank of America. Portions of the estimated annual income may not reflect actual income received or income for tax reporting purposes.

U.S. Trust, Bank of America Private Wealth Management operates through Bank of America, N.A. and other subsidiaries of Bank of America Corporation.

Financial 360



Bank of America Private Wealth Management

Investment Management, Trust & Custody Accounts
Holdings by Account

As of Close of Business 05/06/2015

Report Date: January-2015

Account/Security	CUSIP	Quantity	Unit Cost	Price	Market Value	Accrued Income	Unrealized Gain/(Loss)	Est Annual Income	Yield	% of Account
TOTAL PORTFOLIO					198,825.09	60.97	(1,451.50)	3,769.95		100.00
THE VERMONT FUND - SEZ-MCC					198,825.09	60.97	(1,451.50)	3,769.95		
CASH/CURRENCY					8,210.14	3.11	0.00	8.54	0.10	4.13
CASH EQUIVALENTS					14,226.37	3.11	0.00	8.54	0.06	7.16
BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT (INCOME INVESTMENT)	99Z490460		0.00	1.00	0.00	0.00	0.00	0.00	0.00	0.00
BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT	99Z490460		0.00	1.00	0.00	0.32	0.00	0.00	0.00	0.00
BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	14,226.370	1.00	1.00	14,226.37	2.79	0.00	8.54	0.06	7.16
CASH/CURRENCY OTHER					(6,016.23)	0.00	0.00	0.00	0.00	(3.03)
PENDING CASH	999859P13	(6,016.230)	1.00	0.00	(6,016.23)	0.00	0.00	0.00	0.00	(3.03)
EQUITIES					178,629.49	0.00	(1,419.93)	2,712.05	1.52	89.84
U S LARGE CAP					36,950.49	0.00	(855.87)	738.84	2.00	18.58
CIGNA CORP COM (CI)	125509109	71	107.04	106.83	7,584.93	0.00	(14.90)	2.84	0.04	3.81
DISH NETWORK CORP COM CL A (DISH)	25470M109	120	70.06	70.35	8,442.00	0.00	34.50	240.00	2.84	4.25
REGIONS FINL CORP NEW COM (RF)	7591EP100	739	9.01	8.70	6,429.30	0.00	(226.65)	147.80	2.30	3.23

Financial 360

Investment Management, Trust & Custody Accounts Holdings by Account

As of Close of Business 05/06/2015

Report Date: January-2015

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WESTERN DIGITAL CORP COM (WDC)	958102105	62	106.25	6,587.49	97.23	6,028.26	0.00	(559.23)	99.20	1.65	3.03
WESTERN UNION CO COM (WU)	959802109	498	17.18	8,555.59	17.00	8,466.00	0.00	(89.59)	249.00	2.94	4.26
U S MID CAP				106,327.96		104,791.93	0.00	(1,536.03)	1,273.01	1.21	52.71
ASSURED GUARANTY LTD COM BERMUDA (AGO)	G0585R106	363	25.00	9,073.26	24.42	8,864.46	0.00	(208.80)	159.72	1.80	4.46
EVEREST RE GROUP LTD COM BERMUDA (RE)	G3223R108	25	167.78	4,194.50	171.38	4,284.50	0.00	90.00	95.00	2.22	2.15
MARVELL TECHNOLOGY GROUP LTD COM BERMUDA (MRVL)	G5876H105	528	15.50	8,182.95	15.49	8,178.72	0.00	(4.23)	126.72	1.55	4.11
AGCO CORP COM (AGCO)	001084102	150	43.48	6,522.00	43.34	6,501.00	0.00	(21.00)	72.00	1.11	3.27
DENBURY RES INC COM NEW (DNR)	247916208	511	6.75	3,449.25	6.90	3,525.90	0.00	76.65	127.75	3.62	1.77
DILLARDS INC CL A (DDS)	254067101	60	115.65	6,939.00	113.60	6,816.00	0.00	(123.00)	14.40	0.21	3.43
DISCOVERY COMMUNICATIONS INC NEW SER C COM (DISCK)	25470F302	208	28.92	6,016.23	27.88	5,799.04	0.00	(217.19)	0.00	0.00	2.92
FIFTH THIRD BANCORP COM (FITB)	316773100	334	18.04	6,025.36	17.30	5,778.20	0.00	(247.16)	173.68	3.01	2.91
HCC INS HLDGS INC COM (HCC)	404132102	106	52.86	5,603.05	53.34	5,654.04	0.00	50.99	125.08	2.21	2.84

Financial 360

Investment Management, Trust & Custody Accounts Holdings by Account

As of Close of Business 05/06/2015

Report Date: January-2015

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LIBERTY BROADBAND-C COM (LBRO K)	530307305	124	48.28	5,986.46	44.40	5,505.60	0.00	(480.86)	0.00	0.00	2.77
LIBERTY MEDIA CORP DELAWARE CL A COM (LMCA)	531229102	143	34.12	4,878.56	34.05	4,869.15	0.00	(9.41)	0.00	0.00	2.45
LIBERTY MEDIA CORP DELAWARE SER C COM (LMCK)	531229300	203	34.27	6,956.73	34.12	6,926.36	0.00	(30.37)	0.00	0.00	3.48
NETAPP INC COM (NTAP)	64110D104	183	38.59	7,061.33	37.80	6,917.40	0.00	(143.93)	120.78	1.75	3.48
SYMANTEC CORP COM (SYMC)	871503108	269	25.02	6,729.41	24.77	6,663.13	0.00	(66.28)	161.40	2.42	3.35
VALMONT INDS INC COM (VMI)	920253101	40	118.20	4,728.00	120.12	4,804.80	0.00	76.80	60.00	1.25	2.42
VISTEON CORP NEW COM (VC)	92839U206	85	98.97	8,412.45	96.95	8,240.75	0.00	(171.70)	0.00	0.00	4.14
ZIONS BANCORPORATION COM (ZION)	989701107	228	24.43	5,569.42	23.96	5,462.88	0.00	(106.54)	36.48	0.67	2.75
U S SMALL CAP											
TESSERA TECHNOLOGIES INC COM (TSRA)	88164L100	273	33.61	9,175.01	37.08	10,122.84	0.00	947.83	109.20	1.08	5.09
INTERNATIONAL DEVELOPED											
ENDO INTERNATIONAL PLC COM IRELAND (ENDP)	G30401106	90	78.31	7,047.90	79.61	7,164.90	0.00	117.00	0.00	0.00	3.60
ENSCO PLC CL A COM (ESV)	G3157S106	197	28.36	5,587.19	28.04	5,523.88	0.00	(63.31)	591.00	10.70	2.78

Financial 360

**Investment Management, Trust & Custody Accounts
Holdings by Account**

As of Close of Business 05/06/2015

Report Date: January-2015

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MALLINCKRODT PLC COM IRELAND (MNK)	G5785G107	68	103.99	7,071.33	105.99	7,207.32	0.00	135.99	0.00	0.00	3.62
EMERGING MARKETS											
CHECK POINT SOFTWARE TECH LTD ORD ISRAEL (CHKP)	M22465104	89	79.03	7,033.67	77.17	6,868.13	0.00	(165.54)	0.00	0.00	3.45
REAL ESTATE											
PUBLIC REITS											
AMERICAN CAP AGY CORP COM (AGNC)	02503X105	263	21.59	5,677.06	21.55	5,667.65	57.86	(9.41)	694.32	12.25	2.85
REDWOOD TR INC COM (RWT)	758075402	317	20.00	6,339.97	19.93	6,317.81	0.00	(22.16)	355.04	5.62	3.18

1 closed account

*SD - settlement date basis account holdings

When viewing Holdings by Account, the Total Portfolio may include more than the aggregated market values of the accounts displayed on the report

Unless otherwise noted, all views are based on trade date. Historical balances for some accounts may not be available for this period. Previous business day prices when available are displayed for externally held marketable securities. The amounts shown for assets not held by Bank of America and values shown for illiquid and other hard to value assets are for informational purposes only, may vary from values (if any) provided by the issuer or others, and may change. These investments may not be listed on any securities exchange or NASDAQ market, and investors may not be able to sell them or realize the amounts shown upon a sale or liquidation. Bank of America makes no representations as to the accuracy of the value(s) provided.

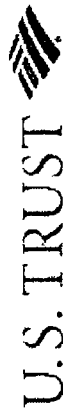
For those assets where Intraday Pricing is available, Last Updated reflects the valuation time/date. For those assets where Intraday Pricing is not available, the Prior Business Day date is displayed, which does not necessarily reflect the actual valuation date. Quantity is not updated for intraday activity and is based on prior close of business on a trade date basis.

Pending sales for shares not currently held are excluded from all views, reports and portfolio valuations, with the exception of the Activity report.

Portions of the estimated annual income may not reflect actual income received or income for tax reporting purposes.

Income and cost-basis information should not be used to make investment decisions without first consulting your Bank of America professional, personal tax or legal advisor. This information is not intended as an offer to provide trust or investment services in states where Bank of America is not authorized to do so.

Financial 360



Bank of America Private Wealth Management

Investment Management, Trust & Custody Accounts
Holdings by Account

As of Close of Business 05/06/2015

Report Date: January-2015

Account/Security	CUSIP	Quantity	Unit Cost	Fed Tax Cost	Price	Market Value	Accrued Income	Unrealized Gain/(Loss)	Est Annual Income	Yield	% of Account
TOTAL PORTFOLIO				2,814,052.56		2,913,490.42	3,566.04	99,437.86	91,109.21		100.00
WELLS FARGO WELLS FUND				2,814,052.56		2,913,490.42	3,566.04	99,437.86	91,109.21		100.00
CASH/CURRENCY				5,395.97		5,395.97	9.83	0.00	102.46	1.90	0.19
CASH EQUIVALENTS				170,765.47		170,765.47	9.83	0.00	102.46	0.06	5.86
BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT (INCOME INVESTMENT)	99Z490460	11	1.00	11.00	1.00	11.00	0.02	0.00	0.01	0.09	0.00
BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT	99Z490460		0.00	0.00	1.00	0.00	0.05	0.00	0.00	0.00	0.00
BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (INCOME INVESTMENT)	994458719	770.630	1.00	770.63	1.00	770.63	0.10	0.00	0.46	0.06	0.03
BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	169,983.840	1.00	169,983.84	1.00	169,983.84	9.66	0.00	101.99	0.06	5.83
CASH/CURRENCY OTHER				(165,369.50)		(165,369.50)	0.00	0.00	0.00	0.00	(5.68)
PENDING CASH	999859P13	(165,369.500)	1.00	(165,369.50)	0.00	(165,369.50)	0.00	0.00	0.00	0.00	(5.68)
EQUITIES				937,295.27		913,586.10	165.25	(23,709.17)	27,780.59	3.04	31.36
U S LARGE CAP				66,669.34		64,982.50	165.25	(1,686.84)	1,503.07	2.31	2.23
APACHE CORP COM (APA)	037411105		0.00	0.00	62.57	0.00	43.00	0.00	0.00	0.00	0.00
CATERPILLAR INC COM (CAT)	149123101		0.00	0.00	79.97	0.00	56.70	0.00	0.00	0.00	0.00

Financial 360

**Investment Management, Trust & Custody Accounts
Holdings by Account**

As of Close of Business 05/06/2015

Report Date: January-2015

Account/Security	CUSIP	Quantity	Unit Cost	Fed Tax Cost	Price	Market Value	Accrued Income	Unrealized Gain/(Loss)	Est Annual Income	Yield	% of Account
LOWES COS INC COM (LOW)	548661107		0.00	0.00	67.76	0.00	65.55	0.00	0.00	0.00	0.00
OCCIDENTAL PETE CORP DEL COM (OXY)	674599105	189	84.15	15,904.41	80.00	15,120.00	0.00	(784.41)	544.32	3.60	0.52
SPDR S&P 500 ETF TR UNIT SER 1 (SPY)	78462F103	250	203.06	50,764.93	199.45	49,862.50	0.00	(902.43)	958.75	1.92	1.71
U.S. MID CAP				81,830.86		83,102.80	0.00	1,271.94	1,223.11	1.47	2.85
ISHARES RUSSELL MID-CAP ETF (IWR)	464287499	505	162.04	81,830.86	164.56	83,102.80	0.00	1,271.94	1,223.11	1.47	2.85
U.S. SMALL CAP				203,890.82		201,603.05	0.00	(2,287.77)	2,493.72	1.24	6.92
CALIFORNIA RESOURCES CORP COM (CRC)	13057Q107	75	7.59	569.53	5.12	384.00	0.00	(185.53)	0.00	0.00	0.01
ISHARES RUSSELL 2000 ETF (IWM)	464287655	1,065	115.03	122,507.06	115.70	123,220.50	0.00	713.44	1,609.22	1.31	4.23
UNDISCOVERED MANAGERS FDS BEHAVIORAL VALUE FD INSTL CL (UBVLX)	904504842	1,474	54.82	80,814.23	52.91	77,998.55	0.00	(2,815.68)	884.50	1.13	2.68
INTERNATIONAL DEVELOPED				424,377.45		407,817.75	0.00	(16,559.70)	19,056.69	4.67	14.00
ISHARES INTL SELECT DIVIDEND ETF (IDV)	464288448	6,000	34.08	204,497.40	33.73	202,380.00	0.00	(2,117.40)	11,550.00	5.71	6.95
VANGUARD FTSE DEVELOPED MARKETS ETF (VEA)	921943858	5,385	40.83	219,880.05	38.15	205,437.75	0.00	(14,442.30)	7,506.69	3.65	7.05
EMERGING MARKETS				160,526.80		156,080.00	0.00	(4,446.80)	3,504.00	2.25	5.36

Financial 360

**Investment Management, Trust & Custody Accounts
Holdings by Account**

As of Close of Business 05/06/2015

Report Date: January-2015

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ISHARES MSCI EMERGING MARKETS ETF (EEM)	464287234	4,000	40.13	160,526.80	39.02	156,080.00	0.00	(4,446.80)	3,504.00	2.25	5.36
FIXED INCOME											
INVESTMENT GRADE TAXABLE											
AT&T INC SR UNSECD NT DTD 04/29/11 2.950% DUE 05/15/16 (T 16)	00206RAW 2	50,000	102.53	51,266.93	102.62	51,308.00	311.38	41.07	1,475.00	2.87	1.76
BB&T CORP UNSECD SR MTN CALL 05/19/18 @100 DTD 06/19/13 2.050% DUE 06/19/18 (BBT 18)	05531FAN3	50,000	101.21	50,602.61	101.47	50,736.00	119.58	133.39	1,025.00	2.02	1.74
CISCO SYS INC SR UNSECD NT DTD 03/16/11 3.150% DUE 03/14/17 (CSCO17)	17275RAK8	50,000	105.06	52,527.76	104.88	52,438.50	0.00	(89.26)	1,575.00	3.00	1.80
CISCO SYS INC SR UNSECD NT DTD 03/03/14 3.625% DUE 03/04/24 (CSCO24)	17275RAN2	50,000	108.76	54,381.50	109.43	54,717.00	0.00	335.50	1,812.50	3.31	1.88
CMG ULTRA SHORT TERM BOND FUND (CMGU X)	19765E823	9,146.250	8.99	82,224.79	8.99	82,224.79	46.44	0.00	292.68	0.36	2.82
COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES (NSTM X)	19765H362	23,348.009	9.85	229,977.89	9.96	232,546.17	189.12	2,568.28	2,614.98	1.12	7.98
COLUMBIA BOND FUND CLASS Z SHARES (UMMG X)	19765Y886	20,597	9.20	189,466.41	9.03	185,990.91	358.61	(3,475.50)	3,769.25	2.03	6.38

Financial 360

Investment Management, Trust & Custody Accounts Holdings by Account

As of Close of Business 05/06/2015

Report Date: January-2015

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DEERE JOHN CAP CORP MTN DTD 06/07/11 2.250% DUE 06/07/16 (DE 16)	24422ERC5	50,000	102.31	51,157.19	102.35	51,175.00	168.75	17.81	1,125.00	2.20	1.76
DOUBLELINE TOTAL RETURN BD FUND CL (DBLT X)	258620103	13,537.906	11.08	150,000.00	11.09	150,135.38	0.00	135.38	6,931.41	4.62	5.15
GENERAL ELEC CAP CORP MTN DTD 04/21/08 5.625% DUE 05/01/18 (GE 18)	36962G3U6	50,000	112.87	56,434.47	113.18	56,590.00	703.12	155.53	2,812.50	4.97	1.94
ISHARES US PFD STK ETF (PFF)	464288687	1,850	39.50	73,071.16	39.96	73,926.00	0.00	854.84	4,586.15	6.20	2.54
JPMORGAN CHASE & CO UNSEC SR NT DTD 01/25/13 3.200% DUE 01/25/23 (JPM 23)	46625HJH4	50,000	101.12	50,558.78	102.34	51,170.00	26.67	611.22	1,600.00	3.13	1.76
PEPSICO INC SR NT DTD 01/14/10 4.500% DUE 01/15/20 (PEP 20)	713448BN7	50,000	112.44	56,220.00	112.72	56,358.50	0.00	138.50	2,250.00	3.99	1.93
TOYOTA MTR CR CORP SR UNSEC MTN DTD 01/12/12 2.050% DUE 01/12/17 (TM 17)	89233P5S1	50,000	102.25	51,123.17	102.36	51,180.50	54.10	57.33	1,025.00	2.00	1.76
UNITED STATES TREASNTS DTD 08/15/14 2.375% DUE 08/15/24 (UNIT24)	912828D56	50,000	104.58	52,291.08	106.22	53,109.50	548.57	818.42	1,187.50	2.24	1.82
UNITED STATES TREAS NT DTD 02/16/10 3.625% DUE 02/15/20 (UNIT20)	912828MP2	50,000	111.15	55,574.54	111.85	55,926.00	837.29	351.46	1,812.50	3.24	1.92

Financial 360

**Investment Management, Trust & Custody Accounts
Holdings by Account**

As of Close of Business 05/06/2015

Report Date: January-2015

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WACHOVIA CORP NEW NT DTD 06/08/07 5.750% DUE 06/15/17 (WFC 17)	929903DT6	50,000	110.46	55,230.00	110.50	55,248.50	0.00	18.50	2,875.00	5.20	1.90
INTERNATIONAL DEVELOPED BONDS				85,000.00		85,000.00	27.33	0.00	2,037.83	2.40	2.92
PIMCO FOREIGN BD US\$HD INSTL (PFOR X)	693390882	7,748.405	10.97	85,000.00	10.97	85,000.00	27.33	0.00	2,037.83	2.40	2.92
GLOBAL HIGH YIELD TAXABLE				159,221.15		159,390.00	0.00	168.85	8,497.50	5.33	5.47
SPDR BARCLAYS SHORT TERM HIGH YIELD BD ETF (SJNK)	78468R408	5,500	28.95	159,221.15	28.98	159,390.00	0.00	168.85	8,497.50	5.33	5.47
REAL ESTATE				265,031.89		385,337.60	0.00	120,305.71	13,921.36	3.61	13.23
PUBLIC REITS				265,031.89		385,337.60	0.00	120,305.71	13,921.36	3.61	13.23
PLUM CREEK TIMBER CO INC COM (PCL)	729251108	3,795	16.07	60,971.93	44.52	168,953.40	0.00	107,981.47	6,679.20	3.95	5.80
SPDR DJ WILSHIRE INTL REAL ESTATE ETF (RWX)	78463X863	1,970	41.48	81,709.69	43.06	84,828.20	0.00	3,118.51	2,805.28	3.31	2.91
VANGUARD REIT ETF (VNQ)	922908553	1,520	80.49	122,350.27	86.55	131,556.00	0.00	9,205.73	4,436.88	3.37	4.52

f closed account

*SD - settlement date basis account holdings

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