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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 06/01, 2014, and ending 05/31, 2015

Name of foundation: ENSWORTH CHARITABLE TRUST U/W
Employer identification number: 06-6026018
Telephone number: 888-866-3275

Address: P O BOX 1802, PROVIDENCE, RI 02901-1802

Check type of organization: Section 501(c)(3) exempt private foundation
Check all that apply: Initial return, Final return, Address change, etc.

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include contributions, interest, dividends, rents, capital gain, other income, compensation, and total expenses.

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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	880,357.	344,390.	344,390.
	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)			
	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 7	17,206,044.	18,543,135.	22,975,672.
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)		18,086,401.	18,887,525.	23,320,062.
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	18,086,401.	18,887,525.	
	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)	18,086,401.	18,887,525.		
31	Total liabilities and net assets/fund balances (see instructions)	18,086,401.	18,887,525.		

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 18,086,401.
2	Enter amount from Part I, line 27a	2 788,443.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3 42,632.
4	Add lines 1, 2, and 3	4 18,917,476.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5 29,951.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 18,887,525.

Part IV Capital Gains and Losses for Tax on Investment Income

Table with columns for (a) List and describe the kind(s) of property sold, (b) How acquired, (c) Date acquired, (d) Date sold, (e) Gross sales price, (f) Depreciation allowed, (g) Cost or other basis, (h) Gain or (loss), (i) FMV as of 12/31/69, (j) Adjusted basis, (k) Excess of col. (i) over col. (j), and (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)).

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 [X] No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

Table with columns for (a) Base period years, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, and (d) Distribution ratio. Includes rows for 2013-2009, Total, Average distribution ratio, and other calculations.

3

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 4,337.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and substantial contributors. Includes handwritten 'CT' and '2'.

2

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 N/A 13 X
14 The books are in care of US TRUST FIDUCIARY TAX SERVICES Telephone no. (888) 866-3275 Located at PO BOX 1802, PROVIDENCE, RI ZIP+4 02901-1082
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(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 X 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 X 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 X 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 X 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)

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 12		132,807.		

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	22,971,555.
b	Average of monthly cash balances	1b	733,741.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	23,705,296.
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	23,705,296.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	355,579.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,349,717.
6	Minimum investment return. Enter 5% of line 5	6	1,167,486.

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	1,167,486.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	19,726.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,726.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,147,760.
4	Recoveries of amounts treated as qualifying distributions	4	15,000.
5	Add lines 3 and 4	5	1,162,760.
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	1,162,760.

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	1,151,045.
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	1,151,045.
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	19,726.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,131,319.

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				1,162,760.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			1,021,095.	
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>1,151,045.</u>				
a Applied to 2013, but not more than line 2a			1,021,095.	
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				129,950.
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				1,032,810.
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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

SEE STATEMENT 13

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

N/A

c Any submission deadlines

N/A

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

N/A

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
<p>a <i>Paid during the year</i></p> <p>SEE ATTACHED STATEMENTS</p>	N/A	SEE ATTACH	SEE ATTACHED	1,029,623.
Total ▶ 3a				1,029,623.
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, (2) Purchases of assets, (3) Rental of facilities, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services, c Sharing of facilities, 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

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 (Bank of America, N.A.), Date (10/05/2015), Title (SVP Tax). Box: 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	20.	20.
FOREIGN DIVIDENDS	78,096.	78,096.
NONDIVIDEND DISTRIBUTIONS	5,500.	
DOMESTIC DIVIDENDS	333,536.	333,536.
OTHER INTEREST	156,711.	156,711.
FOREIGN INTEREST	26,130.	26,130.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE NON-TAXABLE FOREIGN INCOME	20,029.	20,029.
FEDERALLY TAXABLE MUNICIPAL INTEREST	1,383.	
NONDISTRIBUTIVE FOREIGN DIVIDENDS	4,565.	4,565.
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	5,908.	5,908.
MARKET DISCOUNT - OTHER INTEREST	8,160.	8,160.
NONQUALIFIED FOREIGN DIVIDENDS	6,556.	6,556.
NONQUALIFIED DOMESTIC DIVIDENDS	1,803.	1,803.
	11,552.	11,552.
TOTAL	659,949.	653,066.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - CHARITABLE	1,130.			1,130.
TOTALS	1,130.	NONE	NONE	1,130.

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

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	59,203.	59,203.
TOTALS	59,203.	59,203.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	5,925.	5,925.
EXCISE TAX ESTIMATES	40,000.	
TOTALS	45,925.	5,925.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	3,358.		3,358.
OTHER CHARITABLE EXPENSES	3,358.		3,358.
OTHER INVESTMENT FEE	184.	184.	
INVTMT EXPENSE	85.	85.	
TOTALS	6,985.	269.	6,716.
	=====	=====	=====

ENSWORTH CHARITABLE TRUST U/W

06-6026018

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

COST/
FMV
C OR F

DESCRIPTION

SEE ATTACHED STATEMENT

C

TOTALS

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

=====

DESCRIPTION -----	AMOUNT -----
YEAR END ACCRUED INTEREST ADJUSTMENT	2,086.
TYE SALES ADJUSTMENT	25,532.
ROUNDING	14.
RECOVERY	15,000.

TOTAL	42,632.
	=====

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

DESCRIPTION	AMOUNT
CTF ADJUSTMENTS	1,523.
SECURITIES ADJ	52.
SALES GAIN/LOSS ADJUSTMENT	25,628.
TYE WASH SALES ADJUSTMENT	2,748.
TOTAL	29,951.

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

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

COMMON TRUST FUNDS 9,644.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED) 9,644.00
=====

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

COMMON TRUST FUNDS 295,259.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED) 295,259.00
=====

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

=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

777 MAIN STREET
HARTFORD, CT 06115

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 132,807.

COMPENSATION EXPLANATION:

SEE FOOTNOTE

TOTAL COMPENSATION:

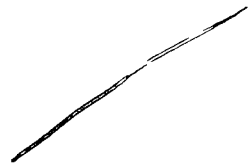
132,807.

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ENSWORTH CHARITABLE TRUST U/W
FORM 990PF, PART XV - LINES 2a - 2d
=====

06-6026018

RECIPIENT NAME:
SEE ATTACHED GUIDELINES & APPLICATION



FEDERAL FOOTNOTES

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

Schedule C

ENSWORTH CHARITABLE FOUNDATION TRUST

The Ensworth Charitable Foundation was established in 1948 under the Will of Antoinette Ensworth. Miss Ensworth's Will stipulates that Connecticut National Bank, as Trustee, is to distribute Trust income to public or charitable organizations in the city of Hartford and neighboring communities.

General guidelines or criteria followed by the Trustee's Distribution Committee are as follows:

- 1) Grants will be made on an annual basis and may be renewable for a total grant period not to exceed two years.
- 2) Grants will be for activities conducted primarily in Hartford and neighboring communities.
- 3) Grants shall be limited to tax-exempt, non-profit organizations.
- 4) Applicants are required to submit audited financial statements for the most recent year for existing organizations. For charities in the formative stage, a projected budget is required.
- 5) The grantee must demonstrate financial responsibility.
- 6) Areas of interest to the Foundation include health and welfare programs, youth activities, enjoyment of the natural environment, relief of human suffering, education, religion and the arts, particularly music.
- 7) Grants in the main will not be for basic operating expenses nor for capital projects.
- 8) No single grantee shall receive all the available funding in any one calendar year.

- 9) Special consideration may be given to grantees whose programs offer the possibility of matching grants.

Grants are made quarterly, in February, May, August and November. Five copies of the application and supporting data must be submitted. The deadline for receipt of applications is the 18th day of the month preceding distribution; i.e. January 18, April 18, July 18 and October 18, for successive quarters. Persons wishing more information should direct inquiries to Ms. *Nancy Jarnet* Connecticut National Bank, 777 Main Street, MSN *242*, Hartford, Connecticut 06115, telephone number 728-*4071*.

L. L. L. C.
THE ENSWORTH CHARITABLE FOUNDATION

Name of organization:

Address:

Amount Requested:

Specific purpose for which it is to be used:

Period of time in which it is to be used:

Anticipated benefits:

Does your organization engage in lobbying activities?

Does organization have United States Internal Revenue Service
exemption letter dated after 1969?

Yes _____ No _____

Please send us a copy of your tax classification letter
under 501 (c) (3) and 509 (a).

Please attach copies of the following:

- 1) most recent audited report.
- 2) operating budget including period of time in which grant will be needed and budgeted sources of income.

Signature of Executive Director

Phone number

ENSWORTH CHARITABLE TRUST U/W
06-6026018
Balance Sheet
5/31/2015



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	344389 720	344,389.72	344,389.72
00206RBS0	AT&T INC	60000 000	60,000.00	60,003 60
00206RCM2	AT&T INC	40000 000	39,404.80	39,384 00
00287YAH2	ABBVIE INC	55000 000	55,232 26	55,122.10
00507UAR2	ACTAVIS FDG SCS SR UNSECD	50000.000	50,401.07	50,435 00
00507V109	ACTIVISION BLIZZARD INC	1315.000	30,160 81	33,216.90
009158AP1	AIR PRODS & CHEMS INC	25000.000	24,982.00	27,253 00
015271109	ALEXANDRIA REAL ESTATE EQ INC	360.000	36,433 82	33,382.80
02005AEQ7	ALLY MASTER OWNER TR 2014-5	40000.000	40,000.00	40,028 80
02006JAB4	ALLY AUTO RECEIVABLES TR 2013-1	8983.780	8,982 76	8,987.37
02209S103	ALTRIA GROUP INC	3800 000	90,581.04	194,560 00
02364WAN5	AMERICA MOVIL S A B DE C V	30000.000	29,889 90	32,914.80
025537101	AMERICAN ELEC PWR INC	1150 000	57,799 19	64,733 50
025537AF8	AMERICAN ELEC PWR CO INC	24000 000	23,998 67	24,052.80
0258M0DK2	AMERICAN EXPRESS CR CORP	25000 000	24,960 25	25,150 50
03065KAC5	AMERICREDIT AUTOMOBILE	40000 000	40,000 00	40,020.00
031162100	AMGEN INC	1200 000	71,568 11	187,512.00
031162BV1	AMGEN INC	15000 000	15,647 13	15,353 55
03523TBP2	ANHEUSER BUSCH INBEV	10000.000	9,411.20	9,787.40
03524A108	ANHEUSER BUSCH INBEV SA/NV	540 000	61,554 75	65,102.40
037833100	APPLE INC	3255 000	283,003 76	424,061 40
037833AK6	APPLE INC	30000 000	29,772 90	29,128.50
053015103	AUTOMATIC DATA PROCESSING INC	1655 000	57,883 81	141,519 05
053484101	AVALONBAY CMNTYS INC	275 000	49,686.74	45,787 50
055451AU2	BHP BILLITON FIN USA LTD	30000.000	31,234.40	31,589 70
055622104	BP P L C	1295 000	60,508.51	53,690 70
06406HCH0	BANK NEW YORK INC	60000.000	60,000.00	60,094.80
07388YAE2	BEAR STEARNS COML MTG SECS TR	50000.000	44,531.25	53,648.50
075887BF5	BECTON DICKINSON & CO	15000.000	15,536 70	15,310 20
09247X101	BLACKROCK INC	545 000	105,090 46	199,350 10
097023105	BOEING CO	800.000	56,030 82	112,416.00
110122108	BRISTOL MYERS SQUIBB CO	975.000	59,378.09	62,985 00
11102AAA9	BRITISH TELECOMMUNICATIONS PLC	55000.000	56,725 33	61,223 25
12572Q105	CME GROUP INC	1250.000	78,191 36	117,750.00

ENSWORTH CHARITABLE TRUST U/W
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Cusip	Asset	Units	Basis	Market Value
125896100	CMS ENERGY CORP	2140 000	48,633 99	73,059 60
125896BK5	CMS ENERGY CORP	30000 000	33,088.46	33,467.70
126117AP5	CNA FINL CORP	15000.000	15,444.94	17,878.80
1261291Q8	SMALL CAP CTF	65890.701	1,865,653.48	1,844,201.65
1261292H7	INTERNATIONAL EQUITY CTF	22877.449	702,145.24	546,114 45
126192AD5	COMM 2012-LC4 MTG TR	40000 000	42,600 78	42,003 20
126650100	CVS HEALTH CORP	2000.000	139,449.08	204,760 00
126650CC2	CVS CAREMARK CORP	25000 000	25,665 64	26,262 25
136385AK7	CANADIAN NAT RES LTD	35000 000	35,035.91	37,703 05
13645RAK0	CANADIAN PAC RY CO	15000 000	16,674.75	16,433 70
14912L6B2	CATERPILLAR FINL SVCS CORP	25000.000	24,944 75	25,304 75
15135UAJ8	CENOVUS ENERGY INC	20000.000	19,420.20	20,038 60
166764100	CHEVRON CORP	1625.000	95,108 49	167,375 00
171232101	CHUBB CORP	825 000	36,543 33	80,437 50
17275R102	CISCO SYS INC	5825 000	129,302 40	170,730.75
172967HC8	CITIGROUP INC	25000 000	25,185 59	25,445 25
172967HT1	CITIGROUP INC	20000 000	20,449 43	20,616.40
19122T109	COCA-COLA ENTERPRISES INC	1975 000	85,908 08	87,354 25
20030N101	COMCAST CORP	4600 000	236,750 45	268,916.00
20030NAL5	COMCAST CORP	25000 000	26,774 92	26,013 50
200474BC7	COMM 2015-LC19 MTG TR	25000 000	25,748 51	25,547.25
20047RAG8	COMM 2007-C9 MTG TR	25000 000	27,948.24	26,914 50
202795HS2	COMMONWEALTH EDISON CO	40000.000	40,332.93	44,342 00
205887BR2	CONAGRA FOODS INC	26000.000	25,551 24	25,204 92
20825C104	CONOCOPHILLIPS	790 000	24,361 24	50,307 20
22822V101	CROWN CASTLE INTL CORP	355 000	30,357.54	28,950 25
24422ESU4	DEERE JOHN CAP CORP	15000.000	15,000 00	15,038 40
25243YAJ8	DIAGEO CAP PLC	50000.000	49,870 50	53,071.50
25459HBF1	DIRECTV HLDGS LLC / DIRECTV FING	40000 000	39,018 00	41,115.20
254687106	DISNEY WALT CO	700 000	13,353.52	77,259.00
25746U109	DOMINION RES INC VA NEW	950 000	50,607 70	66,994 00
260003108	DOVER CORP	1005 000	26,026 80	75,777 00
263534109	DU PONT E I DE NEMOURS & CO	750.000	35,746 12	53,257 50
264411505	DUKE RLTY CORP	1650.000	29,686.58	32,274.00

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<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Basis</u>	<u>Market Value</u>
26441YAW7	DUKE RLTY LTD PARTNERSHIP NEW	30000 000	30,500.83	31,054 80
268648102	EMC CORP	3210 000	77,836.08	84,551 40
277432100	EASTMAN CHEM CO	810 000	61,007 04	62,183 70
29081YAC0	EMBRAER OVERSEAS LTD	35000 000	34,785.30	38,500 00
29099J109	EMERGING MARKETS STOCK	1558 600	75,779.32	76,586 33
29250RAH9	ENBRIDGE ENERGY PARTNERS L P	50000 000	50,160 87	53,171 00
29273RAQ2	ENERGY TRANSFER PARTNERS L P	15000.000	15,831 20	16,038 15
297178105	ESSEX PPTY TR INC	145 000	32,637 18	32,279 90
30040W108	EVERSOURCE ENERGY	1400 000	51,752 86	68,950 00
30231G102	EXXON MOBIL CORP	3500 000	149,498 61	298,200.00
302993993	MID CAP VALUE CTF	11602 102	373,022 80	352,737.55
3128GHFR7	FGLMC GOLD #E81076 DTD 7/1/2000	52 930	53 40	53.08
3128MBA56	FEDERAL HOME LN MTG CORP	9064 080	8,897 68	9,788 84
3128QJDA1	FEDERAL HOME LN MTG CORP	6866 745	6,888 22	7,198.41
31292HAT1	FHLMC GOLD #C00918 DTD 12/1/1999	758 410	784.94	863 97
3130A4B84	FEDERAL HOME LN BKS	80000 000	80,032.00	80,084 80
3134G5HV0	FEDERAL HOME LN MTG CORP	40000 000	40,000 00	40,028.00
3136AHEX4	FEDERAL NATL MTG ASSN	107410 410	112,327 81	113,642 36
31371MJ40	FEDERAL NATL MTG ASSN	370 390	369 76	388 74
31381KUB3	FEDERAL NATL MTG ASSN	85000.000	85,584 38	94,601 60
31383FDJ4	FNMA POOL #501505 DTD 10/1/99	1086 630	1,108.38	1,091 06
31384VLL4	FEDERAL NATL MTG ASSN	1540 220	1,559.61	1,884 20
3138A2BM0	FEDERAL NATL MTG ASSN	69308 000	69,308 00	74,662 04
31396LLV0	FEDERAL NATL MTG ASSN	16663 069	16,728.15	16,761 55
31398CTX6	FEDERAL HOME LN MTG CORP	9546 820	9,902.60	10,063 97
31410GME0	FEDERAL NATL MTG ASSN	3208.520	3,240.86	3,446 62
31410K7M0	FEDERAL NATL MTG ASSN	9279.410	9,928 98	10,681 81
31410PP23	FEDERAL NATL MTG ASSN	2370 603	2,392.94	2,498 16
31413JFD1	FEDERAL NATL MTG ASSN	1896 550	1,905.49	2,036 08
31416X5E6	FEDERAL NATL MTG ASSN	30364 260	32,518 23	33,106 46
31418RSF9	FEDERAL NATL MTG ASSN	30565 820	32,963 29	33,522 45
316773100	FIFTH THIRD BANCORP	3000.000	52,095 88	60,720.00
316773CQ1	FIFTH THIRD BANCORP	70000 000	69,901.30	70,640 50
323991307	MID CAP GROWTH CTF	12552 686	378,598 34	370,830 19

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Cusip	Asset	Units	Basis	Market Value
34530CAC5	FORD CR AUTO LEASE TR 2013-A	2415.410	2,415.17	2,415.51
34530HAC4	FORD CREDIT AUTO OWNER TR	30000.000	29,995.54	30,030.60
34540RAA4	FORD MTR CR CO LLC	30000 000	29,836.80	29,924.40
349631AL5	FORTUNE BRANDS INC	4000 000	3,985 60	4,107.76
36161YAC8	GE EQUIP MIDTICKET LLC SER	2863.690	2,860 11	2,863.75
36198EAE5	GS MTG SECS TR 2013-GC13	30000 000	30,835 49	33,149 70
362332AE8	GS MTG SECS TR	40667 940	40,197 72	42,381.28
369604103	GENERAL ELEC CO	3800 000	94,229 69	103,626 00
36962G4D3	GENERAL ELEC CAP CORP	45000 000	45,309 77	52,435.80
36962G6S8	GENERAL ELEC CAP CORP	25000 000	25,019.08	25,644.75
370334104	GENERAL MLS INC	1700 000	58,042.30	95,455.00
373334GA3	GEORGIA PWR CO	50000 000	49,268 00	51,260.50
375558103	GILEAD SCIENCES INC	1460.000	144,061.03	163,914.20
38013PAB5	GM FINL AUTOMOBILE LEASING TR	35000.000	34,997.92	35,105 70
410345102	HANESBRANDS INC	2250 000	42,292 79	71,685 00
421915EG0	HEALTH CARE PPTY INVS INC	55000.000	56,907.53	58,517 80
42809HAB3	HESS CORP	35000.000	43,310.21	41,997 90
437076102	HOME DEPOT INC	2300 000	70,586 69	256,266.00
438516106	HONEYWELL INTL INC	2175 000	104,000.31	226,635.00
438516AX4	HONEYWELL INTL INC	5000 000	5,092.36	5,550 00
446150AG9	HUNTINGTON BANKSHARES INC	35000 000	35,250 52	41,855 80
44890QAC7	HYUNDAI AUTO RECEIVABLES TR	13769 530	13,767 08	13,806 57
44890YAC0	HYUNDAI AUTO RECEIVABLES TR	25000.000	25,000.00	25,005 00
452308109	ILLINOIS TOOL WKS INC	775 000	40,224 90	72,718 25
458140100	INTEL CORP	3725 000	60,945.01	128,363 50
459200101	INTERNATIONAL BUSINESS MACHS	395 000	4,781.66	67,011 75
46625H100	J P MORGAN CHASE & CO	5200.000	155,607 36	342,056 00
46625HHS2	JPMORGAN CHASE & CO	40000 000	42,861 14	43,662 80
46625YA29	J P MORGAN CHASE COML MTG SECS	30000 000	32,076 56	30,616 80
46625YUC5	J P MORGAN CHASE COML MTG SECS	25000.000	25,833 98	25,108 00
46627QBB3	J P MORGAN CHASE COML MTG SEC	6685.050	7,019 30	6,728.10
46630VAE2	J P MORGAN CHASE COML MTG SECS	37829.310	38,017 26	39,112 86
46638UAC0	J P MORGAN CHASE COML MTG SECS	20000 000	20,623 44	20,338 20
46639EAE1	J P MORGAN CHASE COML MTG SECS	30000 000	30,749 88	30,549 00

ENSWORTH CHARITABLE TRUST UW
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Cusip	Asset	Units	Basis	Market Value
46640LAD4	JPMBB COML MTG SEC	15000 000	15,449 94	16,503 75
478160104	JOHNSON & JOHNSON	3175 000	128,177.23	317,944.50
491189FC5	KENTUCKY ASSET / LIABILITY COM	30087.000	30,087.00	31,027 22
494368103	KIMBERLY CLARK CORP	1300 000	55,739 84	141,518 00
49446RAK5	KIMCO RLTY CORP	35000 000	33,830 65	34,374 90
494550BE5	KINDER MORGAN ENERGY PARTNERS	35000 000	37,537.02	38,456 95
494550BT2	KINDER MORGAN ENERGY PARTNERS	20000 000	19,891.20	20,025 80
49456B101	KINDER MORGAN INC DEL	2255 000	87,191.99	93,559 95
50177AAG4	LB COML MTG TR 2007-C3	25000 000	27,997 07	27,124 75
50180JAD7	LB-UBS COML MTG TR 2007-C2	24464.490	25,770.30	25,931 87
50247VAA7	LYB INTL FINANCE BV	20000.000	20,794 95	21,030 40
534187AX7	LINCOLN NATL CORP IND	20000.000	20,284.10	24,962 80
539473AH1	LLOYDS BK PLC	25000 000	30,204 70	29,701 75
539830109	LOCKHEED MARTIN CORP	650 000	123,976.89	122,330 00
55616P104	MACYS INC	1700 000	72,748 21	113,815.00
55616XAF4	MACYS RETAIL HLDGS INC	30000.000	31,557.00	31,749 00
571748102	MARSH & MCLENNAN COS INC	2900.000	103,665.41	168,867 00
580135101	MCDONALDS CORP	920 000	28,321 46	88,255 60
581557BE4	MCKESSON CORP	25000.000	26,299 95	25,818 00
585055AZ9	MEDTRONIC INC	20000 000	19,772 80	19,781 40
58933Y105	MERCK & CO INC	4000 000	108,775 66	243,560.00
59156RAT5	METLIFE INC	30000 000	30,093 11	36,099.00
59156RAU2	METLIFE INC	15000 000	14,984 74	15,877.65
594918104	MICROSOFT CORP	8250 000	206,638.33	386,595 00
595017104	MICROCHIP TECHNOLOGY INC	680.000	30,432.58	33,408 40
61746BDJ2	MORGAN STANLEY	35000.000	36,117 90	36,133 30
61751NAF9	MORGAN STANLEY CAP TR I 2007-	40000.000	42,525 00	42,204 40
635405AM5	NATIONAL CITY CORP	25000 000	22,750 00	29,223 25
65339F101	NEXTERA ENERGY INC	700 000	45,847 51	71,638 00
65474VAH4	NISSAN MASTER OWNER TR RECVBL	30000 000	30,000.00	30,047 10
65490BAC9	NISSAN AUTO LEASE TR 2014-B	40000 000	40,000.00	40,002 00
65504LAF4	NOBLE HLDG INTL LTD	29000 000	27,017 63	28,826 00
65504LAJ6	NOBLE HLDG INTL LTD	12000.000	11,470.14	11,065.68
665859104	NORTHERN TR CORP	1500.000	71,986 15	111,825 00

ENSWORTH CHARITABLE TRUST U/W
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Cusip	Asset	Units	Basis	Market Value
66989HAG3	NOVARTIS CAP CORP	40000 000	40,956.60	41,684.80
674599105	OCCIDENTAL PETE CORP DEL	1710 000	139,978.64	133,704.90
67766WQL9	OHIO ST WTR DEV AUTH WTR POLLU	90000 000	90,000 00	96,356 70
683234YU6	ONTARIO PROV CDA	15000 000	16,796 91	15,935.10
68323ACT9	ONTARIO PROV CDA	55000 000	55,186 62	58,278.55
68389XAP0	ORACLE CORP	40000 000	37,465 60	39,371.20
68389XBB0	ORACLE CORP	40000.000	39,744 40	39,458.40
69331C108	PG&E CORP	1125 000	61,070 86	60,153.75
693390841	PIMCO HIGH YIELD FD	4008 667	37,000 00	37,160.34
693390882	PIMCO FOREIGN BD US\$HD INSTL	3357 532	37,000 00	35,992 74
693475105	PNC FINL SVCS GROUP INC	1400 000	86,484 08	133,966 00
69352PAF0	PPL CAP FDG INC	25000 000	25,023.00	25,304 00
701094104	PARKER HANNIFIN CORP	800.000	28,656 08	96,344.00
713448108	PEPSICO INC	1800 000	173,305 15	173,574.00
717081103	PFIZER INC	7800 000	138,958 55	271,050.00
718172109	PHILIP MORRIS INTL INC	2800 000	132,386 26	232,596.00
72650RAP7	PLAINS ALL AMERN PIPELINE L P/	35000 000	35,284 83	37,555.70
73935S105	POWERSHARES DB COMMODITY	2115.000	36,625 04	37,456 65
74144T108	PRICE T ROWE GROUP INC	875.000	35,480 01	70,603.75
742718109	PROCTER & GAMBLE CO	2450 000	137,917 34	192,055.50
74432QBC8	PRUDENTIAL FINL INC	20000.000	19,900 45	22,227 60
74432QBG9	PRUDENTIAL FINL INC	20000 000	19,999.40	23,974 20
74460D109	PUBLIC STORAGE INC	705.000	112,323.76	136,445.70
748148RT2	QUEBEC PROV CDA	20000 000	19,614.00	21,959.60
748149AG6	QUEBEC PROV CDA	55000 000	53,604 10	56,188 55
755111507	RAYTHEON CO	2100 000	114,411 49	216,846 00
76116FAA5	RESOLUTION FDG CORP FED	190000.000	171,768.84	176,593 60
76116FAD9	RESOLUTION FDG CORP FED PRIN	75000 000	66,177.06	68,326 50
771195104	ROCHE HLDG LTD	2550 000	89,139 20	93,324 90
780259206	ROYAL DUTCH SHELL PLC	1710 000	102,497 64	102,121.20
78447NAD8	SMART ABS SER 2013-1US TR	10585 620	10,585.26	10,586.68
78462F103	SPDR S&P 500 ETF TR	750 000	68,313.22	158,355 00
80283WAC3	SANTANDER DRIVE AUTO	5733.370	5,733 37	5,730.90
80284BAC8	SANTANDER DRIVE AUTO	50000.000	50,000 00	50,000.00

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Cusip	Asset	Units	Basis	Market Value
806857108	SCHLUMBERGER LTD	1850.000	164,710.78	167,924.50
816851109	SEMPRA ENERGY	575.000	28,171.66	61,795.25
816851AN9	SEMPRA ENERGY	20000.000	20,187.09	21,127.40
816851AT6	SEMPRA ENERGY	30000.000	29,986.15	29,809.50
822582BG6	SHELL INTL FIN B V	25000.000	24,947.00	25,117.75
824348106	SHERWIN WILLIAMS CO	535.000	13,840.08	154,176.30
828806109	SIMON PPTY GROUP INC NEW	350.000	52,583.13	63,490.00
83162CUK7	SMALL BUSINESS ADMIN GTD DEV	37688.650	38,125.90	38,720.19
83162CVH3	SMALL BUSINESS ADMIN GTD DEV	45167.550	45,373.04	44,772.33
83162CVL4	SMALL BUSINESS ADMIN GTD DEV	43988.710	44,304.88	43,207.47
83162CVN0	SMALL BUSINESS ADMIN GTD DEV	39653.510	36,444.05	39,005.97
83162CWL3	SMALL BUSINESS ADMIN	34106.690	34,125.34	34,853.63
835495102	SONOCO PRODS CO	1525.000	37,621.33	68,655.50
842587107	SOUTHERN CO	1035.000	31,091.93	45,219.15
872540109	TJX COS INC NEW	540.000	35,794.62	34,765.20
87612EBB1	TARGET CORP	5000.000	5,032.91	5,095.70
87938WAH6	TELEFONICA EMISIONES S A U	25000.000	27,739.13	28,498.75
882508104	TEXAS INSTRS INC	2200.000	59,808.21	123,024.00
887317303	TIME WARNER INC	1875.000	110,805.95	158,400.00
88732JAX6	TIME WARNER CABLE INC	30000.000	27,825.60	31,135.20
89114QAL2	TORONTO DOMINION BK UNSECD	50000.000	50,000.00	50,176.50
89153VAB5	TOTAL CAP INTL SA	10000.000	9,921.10	10,145.30
89236TBG9	TOYOTA MTR CR CORP	30000.000	29,966.10	29,996.10
89346DAG2	TRANSALTA CORP	30000.000	29,975.25	29,925.00
89352HAH2	TRANSCANADA PIPELINES LTD	30000.000	30,021.74	29,970.90
902973304	US BANCORP DEL	2900.000	96,607.12	125,019.00
907818108	UNION PAC CORP	845.000	91,529.57	85,268.95
907818DB1	UNION PAC CORP	40000.000	40,762.27	48,082.00
91086QAW8	UNITED MEXICAN STS	55000.000	61,672.78	62,342.50
911312106	UNITED PARCEL SVC INC	1300.000	104,734.82	128,986.00
912828A26	UNITED STATES TREAS NT	95000.000	94,933.21	95,059.85
912828A34	UNITED STATES TREAS NT	105000.000	103,925.39	105,484.05
912828G20	UNITED STATES TREAS NT	240000.000	240,051.17	240,600.00
912828H78	UNITED STATES TREAS NT	180000.000	180,108.64	179,958.60

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Cusip	Asset	Units	Basis	Market Value
912828J27	UNITED STATES TREAS NT	249000 000	249,216 58	246,898 44
912828J43	UNITED STATES TREAS NT	75000 000	74,591 80	74,601 75
912828J68	UNITED STATES TREAS NT	25000.000	25,049 81	25,076 25
912828K58	UNITED STATES TREAS NT	670000 000	664,422 27	667,018.50
912828NT3	UNITED STATES TREAS NT	62000 000	61,805.25	65,366 60
912828SF8	UNITED STATES TREAS NTS	30000 000	29,540.62	30,363 30
912828VL1	UNITED STATES TREAS NT	260000.000	260,576 03	260,793 00
912828WF3	UNITED STATES TREAS NT	215000.000	214,411 14	215,520.30
912828WP1	UNITED STATES TREAS NT	20000.000	19,959 38	20,100 00
913017109	UNITED TECHNOLOGIES CORP	1615.000	133,843 54	189,229 55
913017BM0	UNITED TECHNOLOGIES CORP	40000.000	40,778 32	44,124 80
91324PBZ4	UNITEDHEALTH GROUP INC	35000 000	33,818 75	35,019 25
91529YAG1	UNUM GROUP	30000.000	31,423 57	32,259 90
918204108	V F CORP	1300 000	57,819 42	91,559 00
922908553	VANGUARD REIT	425 000	36,371 63	33,634.50
92343V104	VERIZON COMMUNICATIONS INC	5600 000	154,270 63	276,864.00
92343VBJ2	VERIZON COMMUNICATIONS INC	37000 000	35,855 33	35,378.29
92343VCC6	VERIZON COMMUNICATIONS INC	35000 000	35,763 84	36,264.20
92343VCN2	VERIZON COMMUNICATIONS INC	8000 000	7,975 92	8,045 76
92922FAS7	WAMU MTG PASS-THROUGH CTFS	23372 180	23,766 58	23,988 27
92930RBB7	WFRBS COML MTG TR 2012-C9	70000 000	71,746 99	71,422 40
92976BBN1	WACHOVIA BK COML MTG TR	19130.450	20,953 81	19,259 77
92976BBQ4	WACHOVIA BK COML MTG TR 2005-C22	40000 000	39,775.00	40,532 00
92977RAC0	WACHOVIA BK COML MTG TR	10368 070	8,041 74	10,511 15
931142103	WAL-MART STORES INC	1355.000	82,950 48	100,635 85
931142DH3	WAL-MART STORES INC	25000.000	25,259 84	24,917 00
94106L109	WASTE MGMT INC DEL	1825 000	38,536.70	90,611 25
949746101	WELLS FARGO & CO	5750 000	150,285.46	321,770.00
94989CAX9	WELLS FARGO COML MTG TR	30000.000	30,899 28	30,441 90
969457BU3	WILLIAMS COS INC	14000.000	13,482 76	13,661 62
976657106	WISCONSIN ENERGY CORP	1400 000	48,320 06	67,592 00
984121CA9	XEROX CORP	15000 000	16,670 49	16,915 35
988498AJ0	YUM BRANDS INC	40000.000	39,750.80	39,809 20
99Z466197	INTERNATIONAL FOCUSED EQUITY	22365 542	274,535 38	287,352.48

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<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Basis</u>	<u>Market Value</u>
G5960L103	MEDTRONIC PLC	1975.000	151,976 25	150,732 00
H0023R105	ACE LTD	1050 000	39,385 51	111,804.00
H2906T109	GARMIN LTD	610 000	30,121 34	27,742 80
N53745100	LYONDELLBASELL INDUSTRIES NV	430 000	26,194 09	43,473.00
Y0486S104	AVAGO TECHNOLOGIES LTD	240.000	30,060 98	35,536 80
		Totals:	18,887,524 50	23,320,061.76