S 79- 2

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

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

A Employer identification number: 06-6066755

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

Room/suite:

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

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

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 61,357,731.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,762,721.	1,722,478.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,401,220.			
	b Gross sales price for all assets on line 6a 59,457,113.				
	7 Capital gain net income (from Part IV, line 2)		5,401,220.		
	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)	927.	99,885.		STMT 2
	12 **Total** Add lines 1 through 11	7,164,868.	7,223,583.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	252,344.	151,407.		100,938.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 3	1,706.	NONE	NONE	1,706.
	b Accounting fees (attach schedule) STMT 4	2,000.	NONE	NONE	2,000.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	117,278.	38,778.		
	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	9,577.	43,212.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	382,905.	233,397.	NONE	104,644.
	25 Contributions, gifts, grants paid	3,091,781.			3,091,781.
	26 **Total expenses and disbursements** Add lines 24 and 25	3,474,686.	233,397.	NONE	3,196,425.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	3,690,182.			
	b **Net investment income** (if negative, enter -0-)		6,990,186.		
	c **Adjusted net income** (if negative, enter -0-)				

ENVELOPE POSTMARK DATE OCT 0 3 2016

SCANNED OCT 1 1 2016

RECEIVED OCT 0 5 2016 OGDEN, UT IRS-OSC

JSA **For Paperwork Reduction Act Notice, see instructions.**
5E1410 1 000
FK3930 L775 09/01/2016 13:21:13

9-36 17

84

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	2,834,013.	2,067,261.	2,067,261.
	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	52,605,575.	57,280,393.	59,290,470.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	55,439,588.	59,347,654.	61,357,731.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	55,439,588.	59,347,654.	
	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)	55,439,588.	59,347,654.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	55,439,588.	59,347,654.	

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	55,439,588.
2	Enter amount from Part I, line 27a	2	3,690,182.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	545,617.
4	Add lines 1, 2, and 3	4	59,675,387.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	327,733.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	59,347,654.

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	57,859,186.		52,531,897.	5,327,289.
b	1,593,928.		1,519,997.	73,931.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				5,327,289.
b				73,931.
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	5,401,220.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	3,167,934.	64,637,805.	0.049011
2013	2,884,576.	61,513,957.	0.046893
2012	2,700,809.	57,430,166.	0.047028
2011	2,711,523.	55,762,799.	0.048626
2010	2,495,350.	52,610,641.	0.047431

2	Total of line 1, column (d)	2	0.238989
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	0.047798
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	63,094,080.
5	Multiply line 4 by line 3	5	3,015,771.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	69,902.
7	Add lines 5 and 6	7	3,085,673.
8	Enter qualifying distributions from Part XII, line 4	8	3,196,425.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b . . .		1	69,902.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		2	
3	Add lines 1 and 2 . . .		3	69,902.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- . . .		5	69,902.
6	Credits/Payments:			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a 87,796.		
b	Exempt foreign organizations - tax withheld at source . . .	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c NONE		
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments. Add lines 6a through 6d . . .		7	87,796.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached . . .		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . ▶		10	17,894.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 17,894. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year? . . .	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* . . .	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year? . . .	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* . . .	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV* . . .	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* . . .	10		X

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

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

Website address ▶ N/A

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

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

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

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

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015.)*	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 2015?	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)? **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		252,344.		

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	61,242,132.
b	Average of monthly cash balances	1b	2,812,772.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	64,054,904.
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	64,054,904.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	960,824.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	63,094,080.
6	**Minimum investment return.** Enter 5% of line 5	6	3,154,704.

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

1	Minimum investment return from Part X, line 6			1	3,154,704.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	69,902.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	69,902.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	3,084,802.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	3,084,802.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	3,084,802.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,196,425.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,196,425.
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	69,902.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,126,523.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				3,084,802.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			794,665.	
b Total for prior years 20 13 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2015:				
a From 2010 ... NONE				
b From 2011 ... NONE				
c From 2012 ... NONE				
d From 2013 ... NONE				
e From 2014 ... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 3,196,425.				
a Applied to 2014, but not more than line 2a			794,665.	
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 2015 distributable amount				2,401,760.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2015 *(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 2014. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				683,042.
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 2010 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2011 ... NONE				
b Excess from 2012 ... NONE				
c Excess from 2013 ... NONE				
d Excess from 2014 ... NONE				
e Excess from 2015 ... 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 2015, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2015	**(b)** 2014	**(c)** 2013	**(d)** 2012	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

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

Recipient — Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HARTFORD HOSPITAL 80 SEYMOUR ST HARTFORD CT 06102-5037	N/A	PC	UNRESTRICTED GENERAL SUPPORT	1,030,479.
ST FRANCIS HOSPITAL JERE CARANGELO - CONTROLL 114 WOODLAND ST HARTFORD CT 06105-1208	N/A	N/A	UNRESTRICTED GENERAL SUPPORT	515,239.
CONNECTICUT HUMANE SOCIETY ATTN: DEVELOPMENT 701 RUSSELL RD NEWINGTON CT 06111-1527	N/A	PC	UNRESTRICTED GENERAL SUPPORT	20.
VILLAGE FOR FAMILIES & CHILDREN MARK D KRITZM 1680 ALBANY AVE HARTFORD CT 06105-1001	N/A	PC	UNRESTRICTED GENERAL SUPPORT	515,239.
CONNECTICUT CHILDRENS MED CTR ATT:MAUREEN LEB 12 CHARTER OAK PL HARTFORD CT 06106-1914	N/A	PC	UNRESTRICTED GENERAL SUPPORT	515,239.
CONN INST FOR THE BLIND C/O JAMES J JONES - V 120 HOLCOMB ST HARTFORD CT 06112-1529	N/A	PC	UNRESTRICTED GENERAL SUPPORT	257,620.
HTFD HOSPITAL JEFFERSON H THOMAS MARCHOZZI CFO HARTFORD CT 06115	N/A	PC	UNRESTRICTED GENERAL SUPPORT	257,620.
TRINITY EPISCOPAL CHURCH OF HARTFORD HARTFORD CT 06105-2755	N/A	PC	UNRESTRICTED GENERAL SUPPORT	325.
Total . . . . . ▶ **3a**				3,091,781.
b *Approved for future payment*				
Total . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,762,721.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	5,401,220.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b EXCISE TAX REFUND			1	927.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				7,164,868.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 7,164,868.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Karen J Kiser | 09/01/2016 | SVP Tax

Signature of officer or trustee | Date | Title

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

BANK OF AMERICA, N.A.

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	8,009.	8,009.
FOREIGN DIVIDENDS	232,676.	232,676.
NONDIVIDEND DISTRIBUTIONS	46,541.	
DOMESTIC DIVIDENDS	585,486.	585,486.
OTHER INTEREST	292,706.	292,706.
FOREIGN INTEREST	52,386.	52,386.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	52,817.	52,817.
NON-TAXABLE FOREIGN INCOME	-6,298.	
FEDERALLY TAXABLE MUNICIPAL INTEREST	24,259.	24,259.
NONDISTRIBUTIVE FOREIGN DIVIDENDS	2,714.	2,714.
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	21,202.	21,202.
MARKET DISCOUNT - OTHER INTEREST	14,591.	14,591.
US GOVERNMENT INTEREST REPORTED AS QUALI	209.	209.
NONQUALIFIED FOREIGN DIVIDENDS	58,057.	58,057.
NONQUALIFIED DOMESTIC DIVIDENDS	377,366.	377,366.
TOTAL	1,762,721.	1,722,478.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX REFUND		927.	
PARTNERSHIP INCOME			99,885.
	TOTALS	927.	99,885.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	853.			853.
LEGAL FEES - INCOME (ALLOCABLE	853.			853.
TOTALS	1,706.	NONE	NONE	1,706.

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.
ACCOUNTING & TAX PREPARATION	750.			750.
TOTALS	2,000.	NONE	NONE	2,000.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	17,867.	17,867.
EXCISE TAX - PRIOR YEAR	45,000.	
EXCISE TAX ESTIMATES	33,500.	
FOREIGN TAXES ON QUALIFIED FOR	4,975.	4,975.
FOREIGN TAXES ON NONQUALIFIED	15,936.	15,936.
TOTALS	117,278.	38,778.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER ALLOCABLE EXPENSE-PRINCI	4,598.	4,598.
OTHER ALLOCABLE EXPENSE-INCOME	4,598.	4,598.
OTHER INVESTMENT FEE	296.	296.
INVSTMT EXPENSE	85.	85.
PARTNERSHIP EXPENSES		33,635.
TOTALS	9,577.	43,212.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED		52,605,575.	57,280,393.	59,290,470.
	TOTALS	52,605,575.	57,280,393.	59,290,470.

FORM 990PF, PART II - OTHER INVESTMENTS

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

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2015

Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	2067260 970	2,067,260 97	2,067,260.97
00206RBS0	AT&T INC	20000.000	20,000 00	19,991.20
00287Y109	ABBVIE INC	1170 000	74,855.43	69,310.80
00507UAP6	ACTAVIS FDG SCS SR UNSECD	15000.000	15,075.60	14,988.15
00507UAR2	ACTAVIS FDG SCS SR UNSECD	15000 000	14,926.65	15,016.35
00507V109	ACTIVISION BLIZZARD INC	3745.000	93,823 12	144,968 95
010392FN3	ALABAMA PWR CO	20000.000	19,128 80	19,297.60
02005AEQ7	ALLY MASTER OWNER TR 2014-5	30000.000	30,000 00	29,904.30
02006JAB4	ALLY AUTO RECEIVABLES TR 2013-1	3762.260	3,761.83	3,761.13
02209S103	ALTRIA GROUP INC	5015 000	86,416.54	291,923.15
02364WAN5	AMERICA MOVIL S A B DE C V	30000.000	29,889.90	32,011.50
025537101	AMERICAN ELEC PWR INC	1550.000	71,780.68	90,318 50
025537AF8	AMERICAN ELEC PWR CO INC	15000.000	14,982 60	14,889 00
0258M0DK2	AMERICAN EXPRESS CR CORP	25000 000	25,107.16	24,997 50
026874CY1	AMERICAN INTL GROUP INC	20000.000	21,024.20	20,538.20
03065KAC5	AMERICREDIT AUTOMOBILE	15721.490	15,721.49	15,714.73
031162100	AMGEN INC	460 000	24,803 39	74,671.80
031162BV1	AMGEN INC	10000 000	10,410 43	9,996.30
032511BJ5	ANADARKO PETE CORP UNSECD	3000.000	2,581 62	2,665 02
037833100	APPLE INC	3695.000	288,275 67	388,935 70
053015103	AUTOMATIC DATA PROCESSING INC	2140.000	74,972.80	181,300 80
053484101	AVALONBAY CMNTYS INC	453.000	82,140.92	83,410.89
05565QCP1	BP CAP MKTS P L C	20000.000	20,587.27	19,989.60
05567SAA0	BNSF FDG TR I	30000.000	28,500 00	33,450.00
064058AB6	BANK NEW YORK MELLON CORP DEP	20000.000	18,775.00	18,300.00
06406HCH0	BANK NEW YORK INC	30000.000	30,000 00	29,998.20
075887BK4	BECTON DICKINSON & CO	17000.000	16,875 39	16,799.06
09247X101	BLACKROCK INC	695.000	133,727 18	236,661 40
097023105	BOEING CO	1040 000	74,553.10	150,373.60
110122108	BRISTOL MYERS SQUIBB CO	3235 000	201,540 94	222,535 65
12189LAX9	BURLINGTON NORTHN SANTA FE LLC	5000 000	5,033.90	4,989 15
12572Q105	CME GROUP INC	1725 000	104,217.53	156,285.00
125896100	CMS ENERGY CORP	2755.000	61,715.13	99,400.40
125896BK5	CMS ENERGY CORP	30000.000	32,903.82	32,626 20

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2015

Bank of America

Cusip	Asset	Units	Basis	Market Value
126117AP5	CNA FINL CORP	15000.000	15,405 10	17,269.95
1261291Q8	SMALL CAP CTF	137301.990	4,044,651.41	3,548,309 06
1261292H7	INTERNATIONAL EQUITY CTF	208337 496	6,019,325 16	4,805,012 67
126192AD5	COMM 2012-LC4 MTG TR	25000.000	26,597.66	25,550 00
126650100	CVS HEALTH CORP	3205 000	229,557 43	313,352 85
126650CN8	CVS CAREMARK CORP	15000.000	15,053.15	15,801 45
13063A5G5	CALIFORNIA ST	25000.000	23,194.50	36,312.75
136385AK7	CANADIAN NAT RES LTD	35000.000	35,213.03	35,747.60
136385AV3	CANADIAN NAT RES LTD SR UNSECD	5000.000	4,699.70	4,362.50
13645RAK0	CANADIAN PAC RY CO	10000.000	11,063.19	10,609 40
13645RAU8	CANADIAN PAC RY CO NEW UNSECD	5000.000	5,052 50	4,866 35
14040HBF1	CAPITAL ONE FINL CORP	30000 000	30,226.36	30,194.10
14912L6N6	CATERPILLAR FINL SVCS CORP	15000.000	14,986 65	14,998.95
15135UAF6	CENOVUS ENERGY INC	15000.000	17,708 36	14,263 35
166764100	CHEVRON CORP	1690.000	103,449 17	152,032 40
167486VV8	CHICAGO ILL	5000.000	4,965.45	5,283.60
171232101	CHUBB CORP	1235.000	54,669 42	163,810 40
171232AP6	CHUBB CORP DIRECTLY ISSUED SUB	20000 000	21,388.54	19,206.60
171798AC5	CIMAREX ENERGY CO	15000.000	14,675.37	13,307.25
17275R102	CISCO SYS INC	8800.000	195,076.42	238,964.00
172967HM6	CITIGROUP INC	15000 000	15,132.90	15,060 90
172967HT1	CITIGROUP INC	25000.000	25,504.52	25,448 75
191216BS8	COCA COLA CO	10000.000	9,984.50	9,858.50
19122T109	COCA-COLA ENTERPRISES INC	2080.000	90,601.65	102,419 20
19765P232	COLUMBIA MID CAP GROWTH FUND	144750.106	4,188,670.14	3,766,397.76
19765Y688	COLUMBIA SELECT LARGE CAP	64120 753	703,404 66	1,081,075.90
19765Y852	COLUMBIA EMERGING MARKETS	377250.475	3,945,776.88	3,391,481.77
20030N101	COMCAST CORP	5750 000	286,906.26	324,472.50
200474BC7	COMM 2015-LC19 MTG TR	30000 000	30,898.22	29,415.90
20047RAG8	COMM 2007-C9 MTG TR	45000 000	50,306.84	47,100 15
202795HS2	COMMONWEALTH EDISON CO	25000 000	25,193.44	26,839.75
202795JG6	COMMONWEALTH EDISON CO	15000 000	14,967 60	15,098.55
205887BN1	CONAGRA FOODS INC	15000 000	17,462.57	16,162 65
22545DAD9	CREDIT SUISSE COML MTG TR SER	20669 510	22,486 18	20,708.78

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2015

Bank of America

Cusip	Asset	Units	Basis	Market Value
22822V101	CROWN CASTLE INTL CORP	480.000	40,713 41	41,496 00
24422ESU4	DEERE JOHN CAP CORP	10000.000	10,000.00	9,962 90
25459HBG9	DIRECTV HLDGS LLC / DIRECTV FING	25000.000	25,548 01	23,308.50
254709AG3	DISCOVER FINL SVCS	10000.000	10,702 45	10,693.40
25746U109	DOMINION RES INC VA NEW	1230 000	63,496.97	83,197 20
25746UCE7	DOMINION RES INC VA NEW	20000.000	20,399 55	20,020 80
260003108	DOVER CORP	1315 000	35,962 27	80,622.65
264411505	DUKE RLTY CORP	2135 000	38,459.96	44,877.70
26441YAW7	DUKE RLTY LTD PARTNERSHIP NEW	25000.000	25,395.41	25,115 25
26442UAB0	DUKE ENERGY PROGRESS INC	5000 000	5,101 90	4,926.15
277432100	EASTMAN CHEM CO	1040.000	77,866.71	70,210 40
29273RAR0	ENERGY TRANSFER PARTNERS L P	20000.000	21,733.47	16,266.00
297178105	ESSEX PPTY TR INC	255.000	56,380.17	61,049.55
30040W108	EVERSOURCE ENERGY	1810.000	63,914 03	92,436 70
30231G102	EXXON MOBIL CORP	5760.000	154,842 50	448,992 00
302570BD7	FPL GROUP CAP INC	20000 000	20,345 68	21,903 40
3136AHEX4	FEDERAL NATL MTG ASSN	68999.855	72,158.75	71,566.65
3136G2GU5	FEDERAL NATL MTG ASSN	60000.000	59,910 00	59,662 20
31384AGA0	FEDERAL NATL MTG ASSN	466.350	463.40	479.23
31384UGH1	FNMA POOL #534000 DTD 4/1/2000	1725.460	1,729.26	1,869.02
31397QJ41	FEDERAL NATL MTG ASSN	4248 440	4,395.81	4,252.14
31398ADM1	FEDERAL NATL MTG ASSN	30000.000	31,103.15	31,862.40
31398CTX6	FEDERAL HOME LN MTG CORP	22511 340	23,350 25	23,468 30
31410K7M0	FEDERAL NATL MTG ASSN	22178 390	23,730 87	25,346 57
31416X5E6	FEDERAL NATL MTG ASSN	20945 580	22,431 41	22,667.94
31418RSF9	FEDERAL NATL MTG ASSN	19187.190	20,692 18	20,960.66
31428XBE5	FEDEX CORP	18000.000	17,488 44	17,833.68
316773CQ1	FIFTH THIRD BANCORP	65000 000	65,107.85	65,152.10
34528QDE1	FORD CR FLOORPLAN MASTER	25000 000	24,997 82	24,908.00
34530HAC4	FORD CREDIT AUTO OWNER TR	20372.140	20,248.00	20,351 77
34540RAA4	FORD MTR CR CO LLC	30000.000	29,836.80	29,790.30
36159LCR5	GE DEALER FLOORPLAN MASTER NT	25000 000	24,869.14	24,877.75
36198EAE5	GS MTG SECS TR 2013-GC13	20000.000	20,503.80	21,315.20
36207KAU4	GNMA POOL #433919 DTD 8/1/98	953 350	936.74	1,055.96

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2015

Bank of America

Cusip	Asset	Units	Basis	Market Value
36211ETT5	GNMA POOL #510962 DTD 5/15/99	2582.160	2,537.18	2,662.64
362332AE8	GS MTG SECS TR	25166.760	24,875 77	25,123 47
36246LAE1	GS MTG SECS TR 2007 GG10	17918 980	19,774 58	18,411.39
36250VAD4	GS MTG SECS TR 2015-GC34	30000.000	30,141.80	30,006.30
369550108	GENERAL DYNAMICS CORP	1435.000	204,335 40	197,111 60
369604103	GENERAL ELEC CO	10780.000	271,527.89	335,797.00
369604BH5	GENERAL ELEC CO	15000.000	16,459.39	15,436 95
36962G6S8	GENERAL ELEC CAP CORP	30000.000	30,021.74	30,450 30
370334104	GENERAL MLS INC	2770.000	95,760.47	159,718 20
372460105	GENUINE PARTS CO	990.000	84,963.92	85,031.10
373334JX0	GEORGIA PWR CO	20000.000	19,744 40	19,640.20
375558103	GILEAD SCIENCES INC	1885.000	184,710.62	190,743.15
375558BD4	GILEAD SCIENCES INC	15000.000	15,106.95	15,180.45
38013PAB5	GM FINL AUTOMOBILE LEASING TR	25614.900	25,613 38	25,566 23
38145C646	GOLDMAN SACHS STRATEGIC	423762 376	4,280,000.00	4,076,594 06
404280AL3	HSBC HLDGS PLC	30000 000	33,133.95	32,907 00
40429CGD8	HSBC FIN CORP	10000.000	11,672.27	11,476.80
421915EG0	HEALTH CARE PPTY INVS INC	35000.000	34,770 15	36,185 10
437076102	HOME DEPOT INC	2945 000	79,399.43	389,476.25
437076BK7	HOME DEPOT INC	15000 000	15,357 45	15,327.90
438516106	HONEYWELL INTL INC	3140.000	130,934 57	325,209.80
446150AG9	HUNTINGTON BANKSHARES INC	30000 000	30,000.00	34,933.80
44890QAC7	HYUNDAI AUTO RECEIVABLES TR	14630.520	14,627.91	14,628.18
44890YAC0	HYUNDAI AUTO RECEIVABLES TR	17463 510	17,463 51	17,448 67
458140100	INTEL CORP	4850 000	72,668.08	167,082.50
464287655	ISHARES RUSSELL 2000 ETF	23470.000	3,002,751.80	2,643,191.40
466001864	IVY ASSET STRATEGY FUND	111320.045	2,960,000.00	2,467,965.40
46625H100	J P MORGAN CHASE & CO	6670 000	126,710.45	440,420.10
46625HHS2	JPMORGAN CHASE & CO	10000.000	10,754 40	10,673.80
46638UAC0	J P MORGAN CHASE COML MTG SECS	40000 000	41,246.88	39,510.80
46640LAD4	JPMBB COML MTG SEC	40000.000	41,199.84	42,300 40
478160104	JOHNSON & JOHNSON	4545.000	209,325.10	466,862.40
478160BJ2	JOHNSON & JOHNSON	20000 000	21,359.13	22,059.60
48124BAC9	JPMORGAN CHASE & CO	20000 000	19,225.00	18,900 00

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2015

Bank of America

Cusip	Asset	Units	Basis	Market Value
482480100	KLA-TENCOR CORP	1100.000	72,925.68	76,285.00
491189FC5	KENTUCKY ASSET / LIABILITY COM	23143.840	23,143 84	23,451.88
49326EEE9	KEYCORP UNSECD MEDIUM TERM	30000.000	29,981.10	30,044 70
494368103	KIMBERLY CLARK CORP	1115.000	50,072.43	141,939.50
49446RAK5	KIMCO RLTY CORP	25000.000	24,164.75	24,204.50
494550BF2	KINDER MORGAN ENERGY PARTNERS	5000.000	5,320.65	4,250.95
494550BR6	KINDER MORGAN ENERGY PARTNERS	9000.000	8,302.50	8,320 23
49456BAD3	KINDER MORGAN INC DEL	14000.000	13,104 42	13,488.86
49456BAJ0	KINDER MORGAN INC DEL	12000 000	8,848.92	8,899 32
50076QAX4	KRAFT FOODS GROUP INC	15000 000	16,679 65	16,469.10
501044BZ3	KROGER CO	15000.000	15,811.23	19,105 80
50177AAG4	LB COML MTG TR 2007-C3	45000.000	50,394.73	47,234.70
50180JAD7	LB-UBS COML MTG TR 2007-C2	24367 190	26,018.63	25,007.80
50247VAA7	LYB INTL FINANCE BV	17000.000	17,545.02	16,946.79
534187AX7	LINCOLN NATL CORP IND	20000.000	20,015.41	24,020.40
539473AH1	LLOYDS BK PLC	15000.000	17,913 18	17,614.20
539830109	LOCKHEED MARTIN CORP	1135 000	218,510 22	246,465 25
539830AY5	LOCKHEED MARTIN CORP	20000.000	20,498 29	20,488.60
548661DJ3	LOWES COS INC	10000.000	9,923.90	10,277.80
55616XAH0	MACYS RETAIL HLDGS INC	20000.000	18,499 20	18,125.00
571748102	MARSH & MCLENNAN COS INC	3785 000	131,766.66	209,878.25
580135101	MCDONALDS CORP	1185.000	40,445.25	139,995.90
58013MEG5	MCDONALDS CORP	25000.000	25,345.38	27,010 75
581557BE4	MCKESSON CORP	20000.000	20,972.73	20,104 60
58155QAG8	MCKESSON CORP	10000 000	9,691.50	9,593.60
585055BR6	MEDTRONIC INC	30000 000	30,470 40	30,327 60
58769AAD8	MERCEDES-BENZ AUTO LEASE TR	20000 000	19,999.24	19,907.20
58933Y105	MERCK & CO INC	7165.000	139,083.86	378,455 30
59156RAT5	METLIFE INC	25000 000	25,072 89	29,045.25
59156RBQ0	METLIFE INC	10000 000	10,067.30	10,070.30
59259YDC0	METROPOLITAN TRANSN AUTH N Y R	30000 000	30,258.27	39,575.10
594918104	MICROSOFT CORP	11650.000	267,395 25	646,342.00
594918BL7	MICROSOFT CORP	13000 000	13,160.68	13,405.86
595017104	MICROCHIP TECHNOLOGY INC	875 000	39,051.55	40,722.50

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2015

Bank of America

Cusip	Asset	Units	Basis	Market Value
59562VAM9	MIDAMERICAN ENERGY HLDGS CO	20000 000	19,513 40	23,322.80
60871RAD2	MOLSON COORS BREWING CO	5000 000	4,606 80	4,815 00
61746BDJ2	MORGAN STANLEY	25000 000	25,770.25	25,606 75
61751NAF9	MORGAN STANLEY CAP TR I 2007-	30000.000	31,893.75	30,681.30
64128K868	NEUBERGER BERMAN HIGH INCOME	146331.538	1,340,000 00	1,179,432.20
646139X83	NEW JERSEY ST TPK AUTH TPK REV	30000 000	30,691.43	41,233.80
65339F101	NEXTERA ENERGY INC	910.000	54,904 68	94,539.90
65473QBA0	NISOURCE FIN CORP	10000.000	10,452 30	10,194.20
65474VAH4	NISSAN MASTER OWNER TR RECVBL	25000.000	25,000.00	25,019.00
65490BAC9	NISSAN AUTO LEASE TR 2014-B	18624.400	18,624.40	18,609 87
65504LAF4	NOBLE HLDG INTL LTD	22000.000	20,357.26	15,481.18
65504LAK3	NOBLE HLDG INTL LTD	10000 000	10,258 48	5,544 60
65504LAM9	NOBLE HLDG INTL LTD	5000.000	4,989.35	4,527 60
665859104	NORTHERN TR CORP	2300 000	122,639.86	165,807 00
66989GAA8	NOVARTIS SECS INVEST LTD	4000 000	4,456.00	4,385.52
66989HAJ7	NOVARTIS CAP CORP	30000 000	29,830.50	29,581.20
674599105	OCCIDENTAL PETE CORP DEL	1895 000	131,871.18	128,120 95
68233JAR5	ONCOR ELEC DELIVERY CO LLC 1ST	15000 000	15,687.60	15,588 30
68233JAZ7	ONCOR ELEC DELIVERY CO LLC 1ST	10000.000	9,445.90	9,395.30
69331C108	PG&E CORP	1460 000	79,147.75	77,657.40
693475105	PNC FINL SVCS GROUP INC	2285 000	141,650.19	217,783 35
693475AM7	PNC FINL SVCS GROUP INC JR SUB	20000.000	19,025.00	18,752.60
69352PAF0	PPL CAP FDG INC	15000.000	15,012 46	14,951.10
694308GE1	PACIFIC GAS & ELEC CO	25000.000	24,120.25	29,456.00
701094104	PARKER HANNIFIN CORP	1035.000	39,163.48	100,374.30
713448108	PEPSICO INC	2330.000	223,809 45	232,813.60
717081103	PFIZER INC	10415 000	198,030 52	336,196.20
718172109	PHILIP MORRIS INTL INC	3875 000	150,154 13	340,651.25
71BB59993	EXCELSIOR PRIVATE MARKETS FUND	203 153	243,000.00	277,279 06
72650RAR3	PLAINS ALL AMERN PIPELINE L P /	25000 000	24,513 50	22,084 25
73935S105	POWERSHARES DB COMMODITY	111965 000	2,253,632.81	1,495,852.40
74144T108	PRICE T ROWE GROUP INC	1230 000	47,269 86	87,932 70
742718109	PROCTER & GAMBLE CO	2790.000	122,489 30	221,553 90
74432QBG9	PRUDENTIAL FINL INC	25000 000	24,999.25	29,013.00

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2015

Bank of America

Cusip	Asset	Units	Basis	Market Value
74460D109	PUBLIC STORAGE INC	795.000	97,547.33	196,921 50
76116FAB3	RESOLUTION FDG CORP	53000.000	34,262.45	33,525 68
76116FAG2	RESOLUTION FDG CORP FED BOOK	50000.000	38,281 62	44,748 00
774341AB7	ROCKWELL COLLINS INC DEL	15000 000	15,241.12	16,328 10
775109BE0	ROGERS COMMUNICATIONS INC	20000.000	19,883.60	19,672.20
78462F103	SPDR S&P 500 ETF TR	450 000	94,506.75	91,741.50
80284BAC8	SANTANDER DRIVE AUTO	22846 330	22,846 33	22,832.39
806857108	SCHLUMBERGER LTD	3245.000	257,418 89	226,338 75
811065AG6	SCRIPPS NETWORKS INTERACTIVE INC	25000.000	24,946 25	23,900.25
816851109	SEMPRA ENERGY	745 000	37,826 14	70,037.45
816851AN9	SEMPRA ENERGY	15000.000	15,113.40	15,272.40
816851AT6	SEMPRA ENERGY	30000 000	29,580 90	29,030.40
822582BM3	SHELL INTL FIN B V	20000 000	19,934.20	19,889.80
824348106	SHERWIN WILLIAMS CO	405.000	10,267 67	105,138.00
828806109	SIMON PPTY GROUP INC NEW	520 000	75,447 03	101,108 80
828807CN5	SIMON PPTY GROUP L P	30000 000	28,726 50	29,315.40
83162CVB6	SMALL BUSINESS ADMIN GTD DEV	27563.800	26,635.67	27,219.53
83162CVE0	SMALL BUSINESS ADMIN GTD DEV	60382 130	56,072 83	58,611.12
83162CVK6	SMALL BUSINESS ADMIN GTD DEV	21233.230	21,438 93	20,951 89
835495102	SONOCO PRODS CO	2000.000	49,731.89	81,740.00
842400FR9	SOUTHERN CA EDISON CO	25000 000	26,543.67	26,449.75
872540109	TJX COS INC NEW	1275.000	85,761.81	90,410.25
87612EAZ9	TARGET CORP	15000 000	15,373.95	15,257.10
87938WAH6	TELEFONICA EMISIONES S A U	15000 000	16,493 55	16,485.45
882508104	TEXAS INSTRS INC	2805 000	69,911 11	153,742 05
887315BM0	TIME WARNER COMPANIES	15000 000	14,323.35	17,789.70
887317303	TIME WARNER INC	2425 000	123,079.38	156,824.75
889175BD6	TOLEDO EDISON CO	5000 000	5,798.01	5,628 20
89114QAL2	TORONTO DOMINION BK UNSECD	30000.000	30,000.00	30,027.60
89153VAB5	TOTAL CAP INTL SA	35000 000	34,723.85	34,785.45
89236TCR4	TOYOTA MTR CR CORP	30000.000	30,049.49	29,908.80
89346DAG2	TRANSALTA CORP	30000.000	29,973.30	29,135 70
89352HAH2	TRANSCANADA PIPELINES LTD	15000.000	15,005.44	14,999.70
90131HBD6	21ST CENTY FOX AMER INC	20000.000	16,940.20	22,793.40

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2015

Bank of America

Cusip	Asset	Units	Basis	Market Value
902973304	US BANCORP DEL	3760 000	126,435 67	160,439 20
907818DK1	UNION PAC CORP SR UNSECD NT	10000.000	10,780 00	10,812.50
907818DN5	UNION PAC CORP	5000.000	4,928 55	4,944 15
91086QBB3	UNITED MEXICAN STS	26000 000	24,839 54	23,686.00
911312106	UNITED PARCEL SVC INC	2415.000	196,029 49	232,395 45
91159JAA4	U S BANCORP	7000 000	6,979.70	6,959.68
912803CH4	UNITED STATES TREAS BD	60000 000	30,678.29	41,434.20
912803EE9	UNITED STATES TREAS BD	195000.000	67,830.38	83,130 45
912810RN0	UNITED STATES TREAS BD	344000 000	332,374 18	334,096 24
912828D64	UNITED STATES TREAS NT	60000 000	60,100 78	59,932.20
912828M56	UNITED STATES TREAS NT	157000 000	156,882 53	156,649.89
912828M64	UNITED STATES TREAS NT	30000 000	30,120 58	29,953 20
912828M72	UNITED STATES TREAS NT	44000 000	43,948.44	43,872 84
912828M80	UNITED STATES TREAS NT	120000 000	120,071 09	119,343 60
912828M98	UNITED STATES TREAS NT	604000 000	603,244.61	600,412.24
912828QR4	UNITED STATES TREAS NT	30000 000	30,313.76	30,138 30
913017BV0	UNITED TECHNOLOGIES CORP	30000 000	30,495.70	30,532.50
91529YAG1	UNUM GROUP	30000 000	31,276 86	31,186 50
917542QR6	UTAH ST	40000 000	40,424 19	44,960.80
918204108	V F CORP	1145 000	46,322.79	71,276.25
91913Y100	VALERO ENERGY CORP NEW	1850 000	113,047.76	130,813 50
921943858	VANGUARD FTSE DEVELOPED	119540 000	4,833,863.31	4,389,508 80
922908553	VANGUARD REIT	51130 000	3,752,999 08	4,076,594 90
92343V104	VERIZON COMMUNICATIONS INC	7075 000	111,487 65	327,006 50
92343VBJ2	VERIZON COMMUNICATIONS INC	20000.000	19,087.12	18,931 60
92343VBR4	VERIZON COMMUNICATIONS INC	10000.000	11,058.80	10,993.30
92343VCC6	VERIZON COMMUNICATIONS INC	50000 000	51,007 64	51,154 50
92344XAB5	VERIZON NEW YORK INC	15000 000	17,308 69	16,933 35
92826CAD4	VISA INC	30000 000	30,009.00	30,037.20
92922FAS7	WAMU MTG PASS-THROUGH CTFS	68603 040	69,250 99	70,246.77
92930RBB7	WFRBS COML MTG TR 2012-C9	30000.000	30,748.71	29,712 00
92939U106	WEC ENERGY GROUP INC	1805 000	63,437.68	92,614 55
931142103	WAL-MART STORES INC	1065.000	52,791.30	65,284.50
931142DH3	WAL-MART STORES INC	15000 000	14,473 80	14,793 00

CAPEWELL I UW HTFD HOSP ETL#3-AE
06-6066755
Balance Sheet
12/31/2015

Bank of America

Cusip	Asset	Units	Basis	Market Value
94106L109	WASTE MGMT INC DEL	2360.000	46,011.89	125,953.20
949746101	WELLS FARGO & CO	7455.000	114,044.51	405,253.80
949746QU8	WELLS FARGO & CO	15000 000	15,061.76	15,187.50
949746RG8	WELLS FARGO & CO NEW JR SUB NT	15000.000	15,468.75	15,131.25
94974BGH7	WELLS FARGO & CO	10000.000	9,621.20	9,726 60
94989CAX9	WELLS FARGO COML MTG TR	20000.000	20,599.52	19,550 80
976656CJ5	WISCONSIN ELEC PWR CO	15000.000	14,956 65	15,339.00
99Z378921	EXCELSIOR PRIVATE MARKETS FUND	2055.693	1,650,000 00	2,250,462.51
99Z453393	EXCELSIOR PRIVATE MARKETS FUND	132000.000	132,000 00	132,000 00
99Z510804	EXCELSIOR PRIVATE MARKETS FUND	27000 000	27,000.00	27,000.00
G5960L103	MEDTRONIC PLC	950.000	73,102 50	73,074.00
H0023R105	ACE LTD	1830 000	90,454 61	213,835 50
N53745100	LYONDELLBASELL INDUSTRIES NV	805.000	54,918.41	69,954.50
		Totals:	59,347,654.43	61,357,731 04

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

DESCRIPTION		AMOUNT
TRANSACTION ADJUSTMENT		47,424.
ACCRUED INTEREST ADJUSTMENT		8,407.
ROUNDING		3.
PARTNERSHIP GAIN ADJUSTMENT		489,783.
	TOTAL	545,617.

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

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

DESCRIPTION	AMOUNT
CTF ADJUSTMENT	16,661.
INCOME ADJUSTMENT	10,461.
COST ADJUSTMENT	299,846.
SALES ADJUSTMENT	765.
TOTAL	327,733.

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
3139.915 SMALL CAP CTF	05/31/1990	01/09/2015	85,000.00	85,925.00	-925.00
36526.708 SMALL CAP CTF	05/31/1990	07/10/2015	1,010,000.00	1,035,393.00	-25,393.00
21520. POWERSHARES DB COMMODITY INDEX					
TRACKING FUND UNIT BEN INT	09/18/2012	01/09/2015	380,680.00	398,679.00	-17,999.00
TOTAL OTHER GAINS AND LOSSES			1,475,680.00	1,519,997.00	-44,317.00
Totals			1,475,680.00	1,519,997.00	-44,317.00

JSA
5F0970 1 000

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

GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

COMMON TRUST FUNDS	48,117.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		48,117.00

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

COMMON TRUST FUNDS	559,914.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-489,783.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		70,131.00

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

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

OFFICER NAME:
BANK OF AMERICA
ADDRESS:
100 FEDERAL STREET
BOSTON, MA 02110
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 252,344.
COMPENSATION EXPLANATION:
SEE ATTACHED FOOTNOTE

TOTAL COMPENSATION: 252,344.