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Form **990-PF**

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service (77)

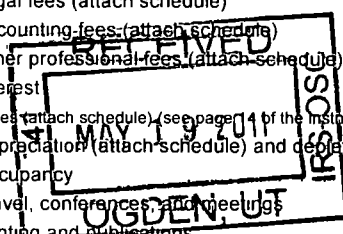
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2009**, or tax year beginning **7/1/2009**, and ending **6/30/2010**

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

Use the IRS label. Otherwise, print or type See Specific Instructions.	Name of foundation APPLESTONE FOUNDATION-IMA		A Employer identification number 84-1663629
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (215)553-2044
	City or town, state, and ZIP code Pittsburgh PA 15230-0185		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation, <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust, <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,908,367		J Accounting method: <input checked="" type="checkbox"/> Cash, <input type="checkbox"/> Accrual, <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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)	60,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	70,327	70,327		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	635,423			
	b Gross sales price for all assets on line 6a	1,314,047			
	7 Capital gain net income (from Part IV, line 2)		635,423		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	524	0	0		
12 Total. Add lines 1 through 11	766,274	705,750	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	4,079	4,079	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	819	819	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10,355	14	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	15,253	4,912	0	0
	25 Contributions, gifts, grants paid	143,500			143,500
26 Total expenses and disbursements. Add lines 24 and 25	158,753	4,912	0	143,500	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	607,521				
b Net investment income (if negative, enter -0-)		700,838			
c Adjusted net income (if negative, enter -0-)			0		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	90,339	76,490	76,490
	2	Savings and temporary cash investments		0	
	3	Accounts receivable ▶	0	0	0
		Less allowance for doubtful accounts ▶	0	0	0
	4	Pledges receivable ▶	0	0	0
		Less allowance for doubtful accounts ▶	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0	0	0
		Less allowance for doubtful accounts ▶	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U.S. and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings and equipment basis ▶	0	0	0
	Less accumulated depreciation (attach schedule) ▶	0	0	0	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	1,767,966	2,815,199	2,831,877	
14	Land, buildings, and equipment basis ▶	0	0	0	
	Less accumulated depreciation (attach schedule) ▶	0	0	0	
15	Other assets (describe ▶)	0	0	0	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,858,305	2,891,689	2,908,367	
Liabilities	17	Accounts payable and accrued expenses		0	
	18	Grants payable		0	
	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,858,305	2,891,689	
	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 page 17 of the instructions)	1,858,305	2,891,689		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,858,305	2,891,689		

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	1,858,305
2	Enter amount from Part I, line 27a	2	607,521
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	433,664
4	Add lines 1, 2, and 3	4	2,899,490
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	7,801
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,891,689

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 See Attached Statement				
b				
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 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
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	635,423	
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }		3	31,647	

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 page 18 of 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))
2008	157,102	2,312,422	0.067938
2007	243,856	3,404,735	0.071623
2006	182,515	3,439,151	0.053070
2005	101,156	1,680,742	0.060185
2004			0.000000
2 Total of line 1, column (d)			0.252816
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			0.063204
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			2,436,030
5 Multiply line 4 by line 3			153,967
6 Enter 1% of net investment income (1% of Part I, line 27b)			7,008
7 Add lines 5 and 6			160,975
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			143,500

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	14,017	
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	0	
3 Add lines 1 and 2	3	14,017	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	14,017	
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	830	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	13,242	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	14,072	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	55	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 55 Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> PA		
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? <i>If "No," attach explanation</i>	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ BNY MELLON TRUST OF DELAWARE Telephone no ▶ (215)553-2044 Located at ▶ P.O. Box 185 Pittsburgh PA ZIP+4 ▶ 15230-0185			
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 N/A			

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
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 page 20 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 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 2009)	3b	N/A
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 2009?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here **5b** N/A

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? **N/A** Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

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

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

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 page 22 of the 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
BNY MELLON TRUST OF DELAWARE P O Box 185 Pittsburgh PA 15230-0185		00	0	0
MICHAEL MORAN P O BOX 383 NEWARK ROAD UNIONVILLE F	TRUSTEE	00	0	0
		00	0	0
		00	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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				

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

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
.....		0
.....		0
.....		0
.....		0
.....		0

Total number of others receiving over \$50,000 for professional services ▶

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 page 24 of the 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	
3 All other program-related investments See page 24 of the instructions	
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	2,358,051
b	Average of monthly cash balances	1b	115,076
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,473,127
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	
3	Subtract line 2 from line 1d	3	2,473,127
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	37,097
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,436,030
6	Minimum investment return. Enter 5% of line 5	6	121,802

Part XI Distributable Amount (see page 25 of the 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	121,802
2a	Tax on investment income for 2009 from Part VI, line 5	2a	14,017	
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b	2c	14,017	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	107,785	
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	107,785	
6	Deduction from distributable amount (see page 25 of the instructions)	6		
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	107,785	

Part XII Qualifying Distributions (see page 25 of the 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	143,500
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	143,500
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 page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	143,500

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				107,785
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	18,777			
c From 2006	19,632			
d From 2007	78,347			
e From 2008	43,141			
f Total of lines 3a through e	159,897			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 143,500				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				107,785
e Remaining amount distributed out of corpus	35,715			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	195,612			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	195,612			
10 Analysis of line 9				
a Excess from 2005	18,777			
b Excess from 2006	19,632			
c Excess from 2007	78,347			
d Excess from 2008	43,141			
e Excess from 2009	35,715			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

N/A

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 2009, 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)

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

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

N/A

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	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
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	143,500
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

APPLESTONE FOUNDATION-IMA

84-1663629

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization APPLESTONE FOUNDATION-IMA	Employer identification number 84-1663629
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	1957 CHARITY FOUNDATION INC-IMA ----- ----- Foreign State or Province ----- Foreign Country -----	\$ ----- 60,000	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	----- ----- Foreign State or Province ----- Foreign Country -----	\$ ----- 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	----- ----- Foreign State or Province ----- Foreign Country -----	\$ ----- 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	----- ----- Foreign State or Province ----- Foreign Country -----	\$ ----- 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	----- ----- Foreign State or Province ----- Foreign Country -----	\$ ----- 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	----- ----- Foreign State or Province ----- Foreign Country -----	\$ ----- 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Net Gain or Loss
Totals													0
Long Term CG Distributions													367
Short Term CG Distributions													0
Securities													635,423
Other sales													0
1	X	JUNIPER NETWORKS INC	48203R104			3/27/2009		1/6/2010	260	159			
2	X	KBR INC	48242W106			2/22/2007		9/2/2009	65	59			
3	X	KBR INC	48242W106			2/22/2007		9/2/2009	87	78			
4	X	KBR INC	48242W106			2/22/2007		9/2/2009	217	195			
5	X	KBR INC	48242W106			2/22/2007		9/3/2009	217	195			
6	X	KBR INC	48242W106			2/22/2007		9/3/2009	65	59			
7	X	KBR INC	48242W106			2/22/2007		9/4/2009	2,407	2,165			
8	X	KOHL'S CORP	500255104			7/22/2009		9/28/2009	1,648	1,444			
9	X	KOHL'S CORP	500255104			7/22/2009		10/13/2009	1,192	963			
10	X	KOHL'S CORP	500255104			7/22/2009		11/3/2009	4,497	3,852			
11	X	LORILLARD INC	544147101			1/21/2009		10/5/2009	5,174	4,235			
12	X	LORILLARD INC	544147101			1/21/2009		10/5/2009	1,651	1,350			
13	X	LORILLARD INC	544147101			1/21/2009		10/6/2009	452	368			
14	X	LORILLARD INC	544147101			1/21/2009		10/6/2009	2,487	2,026			
15	X	MASTERCARD INC-CLASS A	57636Q104			1/12/2009		1/28/2010	1,488	1,321			
16	X	MASTERCARD INC-CLASS A	57636Q104			1/12/2009		4/1/2010	758	660			
17	X	MASTERCARD INC-CLASS A	57636Q104			1/12/2009		6/25/2010	6,230	6,384			
18	X	MCAFEЕ INC	579064106			6/1/2007		7/29/2009	1,339	1,100			
19	X	MCAFEЕ INC	579064106			5/3/2007		7/29/2009	446	366			
20	X	MCAFEЕ INC	579064106			5/3/2007		7/30/2009	5,621	4,762			
21	X	MCAFEЕ INC	579064106			3/27/2009		7/30/2009	432	336			
22	X	MIERCK & CO INC	58933Y105			3/13/2009		12/8/2009	28	21			
23	X	MONSANTO CO NEW	61166W101			7/22/2009		9/10/2009	3,925	3,982			
24	X	NOKIA CORP-SPON ADR	654902204			7/28/2008		7/16/2009	2,000	4,223			
25	X	NOKIA CORP-SPON ADR	654902204			3/27/2009		7/16/2009	400	352			
26	X	NOKIA CORP-SPON ADR	654902204			7/28/2008		7/16/2009	1,865	3,948			
27	X	NOKIA CORP-SPON ADR	654902204			7/28/2008		7/16/2009	133	282			
28	X	OCCIDENTAL PETROLEUM CO	674599105			7/22/2009		4/21/2010	1,712	1,383			
29	X	PNC FINANCIAL SERVICES G	693475105			7/22/2009		8/28/2009	6,842	5,759			
30	X	PARKER HANNIFIN CORP	701094104			12/24/2008		6/18/2010	610	394			
31	X	PARKER HANNIFIN CORP	701094104			12/23/2008		6/18/2010	3,051	1,946			
32	X	PARKER HANNIFIN CORP	701094104			12/23/2008		6/21/2010	5,552	3,502			
33	X	PARKER HANNIFIN CORP	701094104			3/27/2009		6/21/2010	617	353			
34	X	PHILIP MORRIS INTERNAT-W	718172109			7/22/2009		4/14/2010	2,752	2,380			
35	X	PHILIP MORRIS INTERNAT-W	718172109			7/22/2009		5/10/2010	5,117	4,671			
36	X	PLAINS EXPLORATION & PR	726505100			7/22/2009		12/16/2009	5,394	5,914			
37	X	QUALCOMM INC	747525103			11/10/2008		8/21/2009	7,508	5,661			
38	X	QUALCOMM INC	747525103			3/27/2009		8/21/2009	469	391			
39	X	QUALCOMM INC	747525103			12/1/2004		8/21/2009	5,631	3,914			
40	X	QUALCOMM INC	747525103			12/1/2004		9/3/2009	4,264	3,099			
41	X	QUALCOMM INC	747525103			1/6/2010		4/23/2010	6,438	8,170			
42	X	RESEARCH IN MOTION LTD	760975102			7/22/2009		6/21/2010	5,326	6,556			
43	X	RESEARCH IN MOTION LTD	760975102			4/1/2010		6/21/2010	592	700			
44	X	ST JUDE MEDICAL INC	790849103			3/27/2009		10/7/2009	462	529			
45	X	ST JUDE MEDICAL INC	790849103			11/6/2007		10/7/2009	990	1,211			
46	X	ST JUDE MEDICAL INC	790849103			11/6/2007		10/7/2009	1,980	2,412			
47	X	ST JUDE MEDICAL INC	790849103			3/27/2009		10/7/2009	528	605			

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Totals		Gross Sales	Cost, Other Basis and Expenses	Valuation Method	Expense of Sale and Cost of Improvements	Net Gain or Loss
								Amount	Other sales					
		Long Term CG Distributions	367						1,314,047	678,624			635,423	
		Short Term CG Distributions	0						0	0			0	
48	X	SCHERING PLOUGH CORP	806605101			2/22/2007			7,560	7,333				
49	X	SCHERING PLOUGH CORP	806605101			3/27/2009			210	206				
50	X	SEMPRA ENERGY	816851109			2/27/2007			6,071	6,910				
51	X	SEMPRA ENERGY	816851109			2/26/2007			2,656	3,010				
52	X	SEMPRA ENERGY	816851109			2/27/2007			5,757	6,540				
53	X	SEMPRA ENERGY	816851109			2/26/2007			377	430				
54	X	SEMPRA ENERGY	816851109			3/27/2009			1,614	1,354				
55	X	SEMPRA ENERGY	816851109			2/26/2007			646	737				
56	X	SEMPRA ENERGY	816851109			2/26/2007			592	676				
57	X	SEMPRA ENERGY	816851109			2/26/2007			161	184				
58	X	STATE STREET CORP	857477103			5/21/2009			3,556	3,874				
59	X	STATE STREET CORP	857477103			5/21/2009			5,214	5,596				
60	X	TAIWAN SEMICONDUCTOR M	874039100			3/27/2009			2	1				
61	X	TAIWAN SEMICONDUCTOR M	874039100			3/3/2009			246	200				
62	X	TAIWAN SEMICONDUCTOR M	874039100			3/3/2009			1,803	1,494				
63	X	TAIWAN SEMICONDUCTOR M	874039100			3/27/2009			94	91				
64	X	TAIWAN SEMICONDUCTOR M	874039100			3/3/2009			530	431				
65	X	TAIWAN SEMICONDUCTOR M	874039100			3/3/2009			462	368				
66	X	TAIWAN SEMICONDUCTOR M	874039100			3/3/2009			973	775				
67	X	U R S CORP NEW	903236107			7/22/2009			4,576	4,823				
68	X	UNION PAC CORP	907818106			7/22/2009			6,220	5,943				
69	X	AOL INC	00184X105			12/4/2008			21	15				
70	X	AOL INC	00184X105			12/4/2008			493	335				
71	X	AOL INC	00184X105			3/27/2009			50	30				
72	X	AKAMAI TECHNOLOGIES INC	00971T101			7/22/2009			4,253	5,236				
73	X	ALLERGAN INC	018490102			3/4/1903			46,021	1				
74	X	ALLERGAN INC	018490102			3/4/1903			508,044	10				
75	X	AMGEN INC	031162100			10/29/2008			1,127	1,203				
76	X	AMGEN INC	031162100			10/28/2008			2,818	2,916				
77	X	APPLE INC	037833100			7/8/2008			7,925	6,724				
78	X	APPLE INC	037833100			7/22/2009			237	157				
79	X	APPLE INC	037833100			7/22/2009			1,096	630				
80	X	APPLE INC	037833100			7/22/2009			1,084	630				
81	X	BNY MELLON MID CAP STK F	05569M509			7/22/2009			15,000	12,775				
82	X	BNY MELLON SMALL CAP ST	05569M806			4/25/2006			83,502	150,000				
83	X	BNY MELLON SMALL CAP ST	05569M806			12/6/2006			14,076	21,453				
84	X	BNY MELLON SMALL CAP ST	05569M806			12/5/2007			17,370	23,626				
85	X	BNY MELLON SMALL CAP ST	05569M806			12/3/2008			201	160				
86	X	BNY MELLON SMALL CAP ST	05569M806			3/27/2009			32	23				
87	X	BNY MELLON SMALL CAP ST	05569M806			3/27/2009			27,120	19,998				
88	X	BNY MELLON BOND FD CL M	05569M830			7/21/2009			60,000	59,352				
89	X	BNY MELLON INTERNATIONAL	05569M871			12/1/2004			107,228	0				
90	X	BEST BUY INC	086516101			3/17/2009			8,693	6,945				
91	X	VERTEX PHARMACEUTICALS	92532F100			3/5/2009			2,031	1,398				
92	X	VERTEX PHARMACEUTICALS	92532F100			3/6/2009			406	282				
93	X	VERTEX PHARMACEUTICALS	92532F100			3/6/2009			1,625	1,116				
94	X	VERTEX PHARMACEUTICALS	92532F100			3/27/2009			813	592				

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Net Gain or Loss
95	X	VERTEX PHARMACEUTICALS	92532F100			3/6/2009		1/8/2010	407	282			
96	X	VERTEX PHARMACEUTICALS	92532F100			3/6/2009		1/11/2010	408	279			
97	X	VERTEX PHARMACEUTICALS	92532F100			10/31/2008		6/21/2010	1,101	778			
98	X	VERTEX PHARMACEUTICALS	92532F100			10/30/2008		6/22/2010	2,166	1,472			
99	X	VERTEX PHARMACEUTICALS	92532F100			10/31/2008		6/22/2010	3,068	2,204			
100	X	VERTEX PHARMACEUTICALS	92532F100			10/31/2008		6/22/2010	183	130			
101	X	WYETH	983024100			1/21/2009		7/17/2009	1,578	1,357			
102	X	WYETH	983024100			1/21/2009		7/17/2009	4,062	3,490			
103	X	WYETH	983024100			3/27/2009		7/17/2009	451	431			
104	X	WYETH	983024100			1/21/2009		7/17/2009	2,664	2,288			
105	X	WYETH	983024100			1/21/2009		7/8/2009	1,628	1,396			
106	X	XTO ENERGY INC	98385X106			12/1/2004		6/11/2010	15,929	5,883			
107	X	XTO ENERGY INC	98385X106			3/27/2009		6/11/2010	434	320			
108	X	YUM! BRANDS INC	988498101			7/22/2009		9/24/2009	5,255	5,434			
109	X	CLIFFS NAT RES INC, COMM	999Z60257			6/1/2010		6/1/2010	0	0			
110	X	ACCENTURE PLC-CL A	G1151C101			2/27/2008		1/6/2010	8,521	7,342			
111	X	ACCENTURE PLC-CL A	G1151C101			3/27/2008		1/6/2010	852	557			
112	X	ACCENTURE PLC-CL A	G1151C101			2/27/2008		1/6/2010	1,272	1,101			
113	X	INGERSOLL-RAND PLC	G47791101			6/20/2009		5/10/2010	5,562	4,486			
114	X	INGERSOLL-RAND PLC	G47791101			7/22/2009		5/10/2010	1,483	1,277			
115	X	MARVELL TECH GROUP LTD	G5876H105			7/22/2009		9/22/2009	479	413			
116	X	MARVELL TECH GROUP LTD	G5876H105			7/22/2009		1/8/2010	2,119	1,376			
117	X	ACE LTD	H0023R105			7/22/2009		2/5/2010	4,335	4,133			
118	X	BEST BUY INC.	086516101			7/22/2009		2/5/2010	395	376			
119	X	BROADCOM CORP CL A	111320107			2/23/2009		9/11/2009	6,206	3,851			
120	X	BROADCOM CORP CL A	111320107			3/27/2009		11/3/2009	259	208			
121	X	CVS CAREMARK CORP	126650100			4/24/2007		1/8/2010	679	735			
122	X	CVS CAREMARK CORP	126650100			4/25/2007		1/8/2010	2,036	2,195			
123	X	CVS CAREMARK CORP	126650100			4/25/2007		1/8/2010	1,018	1,097			
124	X	CVS CAREMARK CORP	126650100			4/25/2007		1/11/2010	1,015	1,097			
125	X	CVS CAREMARK CORP	126650100			4/25/2007		1/11/2010	5,418	5,853			
126	X	BNY MELLON INTERNATIONAL	05569M871			12/18/2007		9/22/2009	5,444	7,567			
127	X	BNY MELLON INTERNATIONAL	05569M871			12/16/2007		9/22/2009	7,329	5,869			
128	X	CVS CAREMARK CORP	126650100			4/25/2007		6/21/2010	3,808	4,389			
129	X	CVS CAREMARK CORP	126650100			4/24/2007		6/21/2010	635	728			
130	X	CVS CAREMARK CORP	126650100			4/25/2007		6/21/2010	1,270	1,463			
131	X	CHEVRON CORPORATION	166764100			7/22/2009		6/18/2010	6,788	5,970			
132	X	CISCO SYSTEMS INC	17275R102			3/3/2006		3/3/2010	1,722	1,540			
133	X	CISCO SYSTEMS INC	17275R102			7/23/2008		3/3/2010	935	837			
134	X	CISCO SYSTEMS INC	17275R102			3/31/2006		3/3/2010	541	484			
135	X	CISCO SYSTEMS INC	17275R102			7/23/2008		3/3/2010	1,721	1,541			
136	X	CLIFFS NATS RES INC	18683K101			9/10/2009		2/24/2010	1,074	550			
137	X	COCA COLA ENTERPRISES II	191219104			6/15/2007		5/6/2010	8,796	7,835			
138	X	COCA COLA ENTERPRISES II	191219104			6/18/2007		5/6/2010	259	230			
139	X	COCA COLA ENTERPRISES II	191219104			6/20/2007		5/6/2010	776	703			
140	X	COCA COLA ENTERPRISES II	191219104			3/27/2009		5/6/2010	1,035	528			
141	X	COGNIZANT TECHNOLOGY S	192446102			7/22/2009		9/22/2009	392	292			
Totals													
Securities													635,423
Other sales													0
Amount								367	0		678,624		0
Long Term CG Distributions								1,314,047	0		678,624		0
Short Term CG Distributions								0	0		0		0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals	
												Gross Sales	Cost, Other Basis and Expenses
		Long Term CG Distributions	367						1,314,047	678,624		635,423	
		Short Term CG Distributions	0						0	0		0	
189	X	JPMORGAN CHASE & CO	46625H100			7/22/2009		5/10/2010	8,024	6,895			
190	X	JUNIPER NETWORKS INC	48203R104			2/23/2009		1/6/2010	4,143	2,365			
191	X	JUNIPER NETWORKS INC	48203R104			3/27/2009		1/6/2010	777	477			
192	X	JUNIPER NETWORKS INC	48203R104			10/28/2008		1/6/2010	519	356			
193	X	BNY MELLON INTERNATIONAL	05569M871			12/16/2008		9/22/2009	7,329	5,868			
194	X	BNY MELLON INTERNATIONAL	05569M871			12/18/2007		9/22/2009	5,444	7,567			

Line 16c (990-PF) - Other Fees

		4,079	4,079	4,079	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)	
1	PROFESSIONAL FEES	4,079	4,079			
2						
3						
4						
5						
6						
7						
8						
9						
10						

Line 18 (990-PF) - Taxes

		819	819	819	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	
1	FOREIGN TAXES PAID	819	819			
2						
3						
4						
5						
6						
7						
8						
9						
10						

Line 23 (990-PF) - Other Expenses

		10,355	14	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	ADR FEES	14	14		
3	PROFESSIONAL FEES	10,000			
4	MISC CASH DISB -2009 ANNUAL RENEWAL	341			
5					
6					
7					
8					
9					
10					

Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			1,767,966	2,815,199	2,831,877
2			1,767,966	2,815,199	2,831,877
3					
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances**Line 3 - Other increases not included in Part III, Line 2**

1	CUSIP #05569M509, BOOK TAX COST ADJ	1	30,505
2	CUSIP #05569M814, BOOK TAX COST ADJ	2	71,421
3	CUSIP #05569M855, BOOK TAX COST ADJ	3	77,905
4	CUSIP #05569M871, BOOK TAX COST ADJ	4	249,849
5	TAX COST ADJUSTMENT	5	3,984
6	Total	6	433,664

Line 5 - Decreases not included in Part III, Line 2

1	GAIN ON CY SALES NOT SETTLED AT YEAR END	1	1,550
2	LOSS ON PY SALES SETTLED IN CY	2	6,251
3	Total	3	7,801

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses	Amount	
														Long Term CG Distributions	Short Term CG Distributions
						1,313,680	0	678,624	635,056	0	0	0	0	635,056	
1	JUNIPER NETWORKS INC	48203R104		3/27/2009	1/6/2010	260	0	159	101			0	0	101	
2	KBR INC	48242W106		2/22/2007	9/2/2009	65	0	59	6			0	0	6	
3	KBR INC	48242W106		2/22/2007	9/2/2009	87	0	78	9			0	0	9	
4	KBR INC	48242W106		2/22/2007	9/2/2009	217	0	195	22			0	0	22	
5	KBR INC	48242W106		2/22/2007	9/2/2009	217	0	195	22			0	0	22	
6	KBR INC	48242W106		2/22/2007	9/2/2009	65	0	59	6			0	0	6	
7	KBR INC	48242W106		2/22/2007	9/2/2009	2,407	0	2,165	242			0	0	242	
8	KOHL'S CORP	500255104		7/22/2009	9/28/2009	1,648	0	1,444	204			0	0	204	
9	KOHL'S CORP	500255104		7/22/2009	10/13/2009	1,192	0	963	229			0	0	229	
10	KOHL'S CORP	500255104		7/22/2009	11/3/2009	4,497	0	3,852	645			0	0	645	
11	LORILLARD INC	544147101		1/21/2009	10/5/2009	5,174	0	4,235	939			0	0	939	
12	LORILLARD INC	544147101		1/21/2009	10/5/2009	1,651	0	1,350	301			0	0	301	
13	LORILLARD INC	544147101		1/21/2009	10/6/2009	452	0	368	84			0	0	84	
14	LORILLARD INC	544147101		1/21/2009	10/6/2009	2,487	0	2,026	461			0	0	461	
15	MASTERCARD INC-CLASS A	57636Q104		11/2/2009	1/28/2010	1,488	0	1,321	167			0	0	167	
16	MASTERCARD INC-CLASS A	57636Q104		11/2/2009	4/1/2010	758	0	660	98			0	0	98	
17	MASTERCARD INC-CLASS A	57636Q104		6/25/2010	6/25/2010	6,230	0	6,384	-154			0	0	-154	
18	MCAFEЕ INC	579064106		6/1/2007	7/29/2009	1,339	0	1,100	239			0	0	239	
19	MCAFEЕ INC	579064106		5/31/2007	7/29/2009	446	0	366	80			0	0	80	
20	MCAFEЕ INC	579064106		5/31/2007	7/30/2009	5,621	0	4,762	859			0	0	859	
21	MCAFEЕ INC	579064106		3/27/2009	7/30/2009	432	0	336	96			0	0	96	
22	MERCK & CO INC	58933Y105		3/13/2009	12/8/2009	28	0	21	7			0	0	7	
23	MONSANTO CO NEW	61166W101		7/22/2009	9/10/2009	3,925	0	3,982	-57			0	0	-57	
24	NOKIA CORP-SPON ADR	654902204		7/28/2008	7/16/2009	2,000	0	4,223	-2,223			0	0	-2,223	
25	NOKIA CORP-SPON ADR	654902204		3/27/2009	7/16/2009	400	0	352	48			0	0	48	
26	NOKIA CORP-SPON ADR	654902204		7/28/2008	7/16/2009	1,865	0	3,948	-2,083			0	0	-2,083	
27	NOKIA CORP-SPON ADR	654902204		7/28/2008	7/16/2009	133	0	282	-149			0	0	-149	
28	OCCIDENTAL PETROLEUM CORP	674599105		7/22/2009	4/21/2010	1,712	0	1,383	329			0	0	329	
29	PNC FINANCIAL SERVICES GROUP	693475105		7/22/2009	8/28/2009	6,842	0	5,759	1,083			0	0	1,083	
30	PARKER HANNIFIN CORP	701094104		12/24/2008	6/18/2010	610	0	394	216			0	0	216	
31	PARKER HANNIFIN CORP	701094104		12/23/2008	6/18/2010	3,051	0	1,946	1,105			0	0	1,105	
32	PARKER HANNIFIN CORP	701094104		12/23/2008	6/21/2010	5,552	0	3,502	2,050			0	0	2,050	
33	PARKER HANNIFIN CORP	701094104		3/27/2009	6/21/2010	617	0	353	264			0	0	264	
34	PHILIP MORRIS INTERNAT-WI	718172109		7/22/2009	4/14/2010	2,752	0	2,380	372			0	0	372	
35	PHILIP MORRIS INTERNAT-WI	718172109		7/22/2009	5/10/2010	5,117	0	4,671	446			0	0	446	
36	PLAINS EXPLORATION & PR-WI	726505100		7/22/2009	12/16/2009	5,394	0	5,914	-520			0	0	-520	
37	QUALCOMM INC	747525103		11/10/2008	8/21/2009	7,508	0	5,661	1,847			0	0	1,847	
38	QUALCOMM INC	747525103		3/27/2009	8/21/2009	489	0	391	98			0	0	98	
39	QUALCOMM INC	747525103		12/1/2004	8/21/2009	5,631	0	3,914	1,717			0	0	1,717	
40	QUALCOMM INC	747525103		12/1/2004	9/3/2009	4,264	0	3,059	1,165			0	0	1,165	
41	QUALCOMM INC	747525103		1/6/2010	4/23/2010	6,438	0	8,170	-1,732			0	0	-1,732	
42	RESEARCH IN MOTION LTD	760975102		7/22/2009	6/21/2010	532	0	6,556	-1,230			0	0	-1,230	
43	RESEARCH IN MOTION LTD	760975102		4/1/2010	6/21/2010	592	0	700	-108			0	0	-108	
44	ST JUDE MEDICAL INC	790849103		3/27/2009	10/7/2009	482	0	529	-47			0	0	-47	
45	ST JUDE MEDICAL INC	790849103		11/6/2007	10/7/2009	990	0	1,211	-221			0	0	-221	
46	ST JUDE MEDICAL INC	790849103		3/27/2009	10/7/2009	1,980	0	2,412	-432			0	0	-432	
47	ST JUDE MEDICAL INC	790849103		2/22/2007	11/3/2009	528	0	605	-77			0	0	-77	
48	SCHERING PLOUGH CORP	806605101		3/27/2009	11/3/2009	210	0	7,333	227			0	0	227	
49	SEMPRA ENERGY	816851109		2/27/2007	11/3/2009	210	0	206	4			0	0	4	
50	SEMPRA ENERGY	816851109		2/27/2007	1/6/2010	6,071	0	6,910	-839			0	0	-839	
51	SEMPRA ENERGY	816851109		2/26/2007	16/2010	2,656	0	3,010	-354			0	0	-354	
52	SEMPRA ENERGY	816851109		2/27/2007	16/2010	5,787	0	6,540	-783			0	0	-783	
53	SEMPRA ENERGY	816851109		2/26/2007	17/2010	377	0	430	-53			0	0	-53	
54	SEMPRA ENERGY	816851109		3/27/2009	17/2010	1,614	0	1,354	260			0	0	260	
55	SEMPRA ENERGY	816851109		2/26/2007	17/2010	646	0	737	-91			0	0	-91	
56	SEMPRA ENERGY	816851109		2/26/2007	17/2010	592	0	676	-84			0	0	-84	
57	SEMPRA ENERGY	816851109		2/26/2007	17/2010	161	0	184	-23			0	0	-23	

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount		Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	Long Term CG Distributions	Short Term CG Distributions														
	367	0						1,313,680	0	678,624	635,056	0	0	0	0	635,056
58			STATE STREET CORP	857477103		5/21/2009	12/11/2009		3,556	0	3,874	-318			0	-318
59			STATE STREET CORP	857477103		5/21/2009	12/11/2009		5,214	0	5,596	-382			0	-382
60			TAIWAN SEMICONDUCTOR MFG CO AD	874039100		3/27/2009	9/9/2009		2	0	1	1			0	1
61			TAIWAN SEMICONDUCTOR MFG CO AD	874039100		3/3/2009	11/3/2009		246	0	200	46			0	46
62			TAIWAN SEMICONDUCTOR MFG CO AD	874039100		3/3/2009	11/3/2009		1,803	0	1,494	309			0	309
63			TAIWAN SEMICONDUCTOR MFG CO AD	874039100		3/27/2009	11/3/2009		94	0	91	3			0	3
64			TAIWAN SEMICONDUCTOR MFG CO AD	874039100		3/3/2009	11/3/2009		530	0	431	99			0	99
65			TAIWAN SEMICONDUCTOR MFG CO AD	874039100		3/3/2009	11/4/2009		462	0	358	94			0	94
66			TAIWAN SEMICONDUCTOR MFG CO AD	874039100		3/3/2009	11/4/2009		973	0	775	198			0	198
67			U S CORP NEW	903236107		7/22/2009	8/20/2009		4,576	0	4,823	-247			0	-247
68			UNION PAC CORP	907818108		7/22/2009	9/22/2009		6,220	0	5,943	277			0	277
69			AOL INC	00184X105		12/4/2008	12/29/2009		21	0	15	6			0	6
70			AOL INC	00184X105		12/4/2008	1/4/2010		483	0	335	158			0	158
71			AOL INC	00184X105		3/27/2009	1/4/2010		50	0	30	20			0	20
72			AKAMAI TECHNOLOGIES INC	009711101		7/22/2009	8/4/2009		4,253	0	5,236	-983			0	-983
73			ALLERGAN INC	018490102		3/4/1903	7/16/2009		46,021	0	1	46,020			0	46,020
74			ALLERGAN INC	018490102		3/4/1903	7/16/2009		508,044	0	10	508,034			0	508,034
75			AMGEN INC	031162100		10/29/2008	2/12/2010		1,127	0	1,203	-76			0	-76
76			AMGEN INC	031162100		7/9/2008	2/12/2010		2,818	0	2,916	-98			0	-98
77			APPLE INC	037833100		7/22/2009	4/1/2010		7,925	0	6,724	1,201			0	1,201
78			APPLE INC	037833100		7/22/2009	4/1/2010		237	0	157	80			0	80
79			APPLE INC	037833100		7/22/2009	6/18/2010		1,096	0	630	466			0	466
80			APPLE INC	037833100		7/22/2009	6/23/2010		1,084	0	630	454			0	454
81			BNY MELLON MID CAP STK FD CL M	05569M509		7/21/2009	9/22/2009		15,000	0	12,775	2,225			0	2,225
82			BNY MELLON SMALL CAP STK FD CL M	05569M806		4/25/2006	9/22/2009		83,502	0	150,000	-66,498			0	-66,498
83			BNY MELLON SMALL CAP STK FD CL M	05569M806		12/6/2006	9/22/2009		14,076	0	21,453	-7,377			0	-7,377
84			BNY MELLON SMALL CAP STK FD CL M	05569M806		12/5/2007	9/22/2009		17,370	0	23,626	-6,256			0	-6,256
85			BNY MELLON SMALL CAP STK FD CL M	05569M806		12/3/2008	9/22/2009		201	0	160	41			0	41
86			BNY MELLON SMALL CAP STK FD CL M	05569M806		3/27/2009	9/22/2009		32	0	23	9			0	9
87			BNY MELLON SMALL CAP STK FD CL M	05569M806		3/27/2009	9/22/2009		27,120	0	19,998	7,122			0	7,122
88			BNY MELLON BOND FD CL M	05569M830		7/21/2009	9/22/2009		60,000	0	59,352	648			0	648
89			BNY MELLON INTERNATIONAL FD CL M	05569M871		12/1/2004	9/22/2009		107,228	0	0	107,228			0	107,228
90			BEST BUY INC	086516101		3/17/2009	9/11/2009		8,693	0	6,945	1,748			0	1,748
91			VERTEX PHARMACEUTICALS INC	92532F100		3/5/2009	1/8/2010		2,031	0	1,398	633			0	633
92			VERTEX PHARMACEUTICALS INC	92532F100		3/6/2009	1/8/2010		406	0	282	124			0	124
93			VERTEX PHARMACEUTICALS INC	92532F100		3/6/2009	1/8/2010		1,625	0	1,116	509			0	509
94			VERTEX PHARMACEUTICALS INC	92532F100		3/27/2009	1/8/2010		813	0	592	221			0	221
95			VERTEX PHARMACEUTICALS INC	92532F100		3/6/2009	1/8/2010		407	0	282	125			0	125
96			VERTEX PHARMACEUTICALS INC	92532F100		3/6/2009	1/11/2010		408	0	279	129			0	129
97			VERTEX PHARMACEUTICALS INC	92532F100		10/31/2008	6/21/2010		1,101	0	778	323			0	323
98			VERTEX PHARMACEUTICALS INC	92532F100		10/30/2008	6/22/2010		2,166	0	1,472	694			0	694
99			VERTEX PHARMACEUTICALS INC	92532F100		10/31/2008	6/22/2010		3,068	0	2,204	864			0	864
100			VERTEX PHARMACEUTICALS INC	92532F100		10/31/2008	6/22/2010		183	0	130	53			0	53
101			WYETH	983024100		1/21/2009	7/7/2009		1,578	0	1,357	221			0	221
102			WYETH	983024100		1/21/2009	7/7/2009		4,062	0	3,490	572			0	572
103			WYETH	983024100		3/27/2009	7/7/2009		451	0	431	20			0	20
104			WYETH	983024100		1/21/2009	7/7/2009		2,664	0	2,288	376			0	376
105			WYETH	983024100		1/21/2009	7/8/2009		1,628	0	1,396	232			0	232
106			XTO ENERGY INC	98385X106		12/1/2004	6/11/2010		15,929	0	5,883	10,046			0	10,046
107			XTO ENERGY INC	98385X106		3/27/2009	6/11/2010		434	0	320	114			0	114
108			YUM! BRANDS INC	988498101		7/22/2009	9/24/2009		5,255	0	5,434	-179			0	-179
109			CLIFFS NAT RES INC, COMMON	999Z60257		6/11/2010	6/11/2010		0	0	0	0			0	0
110			ACCENTURE PLC-CL A	G1151C101		2/27/2008	1/6/2010		8,521	0	7,342	1,179			0	1,179
111			ACCENTURE PLC-CL A	G1151C101		2/27/2009	1/6/2010		852	0	557	295			0	295
112			ACCENTURE PLC-CL A	G1151C101		2/27/2008	1/6/2010		1,272	0	1,101	171			0	171
113			INGERSOLL-RAND PLC	G47791101		8/20/2009	5/10/2010		5,562	0	4,496	1,066			0	1,066
114			INGERSOLL-RAND PLC	G47791101		9/22/2009	5/10/2010		1,483	0	1,277	206			0	206

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount		Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	Long Term CG Distributions	Short Term CG Distributions														
	367	0						1,313,680	0	678,624	635,056	0	0	0	0	635,056
115	MARVELL TECH GROUP LTD	G5876H105	1/8/2010	9/22/2009	7/22/2009	9/22/2009	479	2,119	0	413	66	743	0	0	0	96
116	MARVELL TECH GROUP LTD	G5876H105	2/5/2010	7/22/2009	7/22/2009	7/22/2009	4,335	4,335	0	1,376	743	202	0	0	0	743
117	ACE LTD	H0023R105	11/3/2009	2/23/2009	2/23/2009	11/3/2009	395	395	0	4,133	19	2,355	0	0	0	202
118	BEST BUY INC	086516101	11/3/2009	3/27/2009	3/27/2009	11/3/2009	6,206	6,206	0	376	19	2,355	0	0	0	19
119	BROADCOM CORP CL A	111320107	1/8/2010	4/24/2007	4/24/2007	1/8/2010	259	259	0	208	51	51	0	0	0	51
120	BROADCOM CORP CL A	126650100	1/8/2010	4/25/2007	4/25/2007	1/8/2010	679	679	0	2,195	-56	-56	0	0	0	-56
121	CVS CAREMARK CORP	126650100	1/11/2010	4/25/2007	4/25/2007	1/11/2010	2,036	2,036	0	1,097	-79	-79	0	0	0	-79
122	CVS CAREMARK CORP	126650100	1/11/2010	4/25/2007	4/25/2007	1/11/2010	1,018	1,018	0	1,097	-82	-82	0	0	0	-82
123	CVS CAREMARK CORP	126650100	1/11/2010	4/25/2007	4/25/2007	1/11/2010	1,015	1,015	0	5,853	-435	-435	0	0	0	-435
124	CVS CAREMARK CORP	126650100	1/11/2010	4/25/2007	4/25/2007	1/11/2010	5,418	5,418	0	7,567	-2,123	-2,123	0	0	0	-2,123
125	CVS CAREMARK CORP	126650100	1/11/2010	4/25/2007	4/25/2007	1/11/2010	5,418	5,418	0	5,853	-435	-435	0	0	0	-435
126	BNY MELLON INTERNATIONAL FD CL M05569M871	126650100	9/22/2009	9/22/2009	12/16/2008	9/22/2009	4,444	4,444	0	7,567	1,460	1,460	0	0	0	1,460
127	BNY MELLON INTERNATIONAL FD CL M05569M871	126650100	6/21/2010	4/25/2007	4/25/2007	6/21/2010	3,808	3,808	0	4,389	-581	-581	0	0	0	-581
128	CVS CAREMARK CORP	126650100	6/21/2010	4/25/2007	4/25/2007	6/21/2010	635	635	0	728	-93	-93	0	0	0	-93
129	CVS CAREMARK CORP	126650100	6/21/2010	4/25/2007	4/25/2007	6/21/2010	1,270	1,270	0	1,463	-193	-193	0	0	0	-193
130	CVS CAREMARK CORP	126650100	6/21/2010	4/25/2007	4/25/2007	6/21/2010	6,788	6,788	0	5,970	818	818	0	0	0	818
131	CHEVRON CORPORATION	166764100	3/3/2010	3/3/2010	3/3/2010	3/3/2010	1,722	1,722	0	1,540	182	182	0	0	0	182
132	CISCO SYSTEMS INC	17275R102	3/3/2010	7/23/2008	7/23/2008	3/3/2010	935	935	0	837	98	98	0	0	0	98
133	CISCO SYSTEMS INC	17275R102	3/3/2010	3/3/2010	3/3/2010	3/3/2010	541	541	0	484	57	57	0	0	0	57
134	CISCO SYSTEMS INC	17275R102	3/3/2010	7/23/2008	7/23/2008	3/3/2010	1,721	1,721	0	1,541	180	180	0	0	0	180
135	CISCO SYSTEMS INC	17275R102	3/3/2010	7/23/2008	7/23/2008	3/3/2010	1,721	1,721	0	1,541	180	180	0	0	0	180
136	CLIFFS NATS RES INC	18683K101	5/6/2010	9/10/2009	9/10/2009	5/6/2010	1,074	1,074	0	550	524	524	0	0	0	524
137	COCA COLA ENTERPRISES INC	191219104	5/6/2010	6/15/2007	6/15/2007	5/6/2010	258	258	0	7,835	951	951	0	0	0	951
138	COCA COLA ENTERPRISES INC	191219104	5/6/2010	6/15/2007	6/15/2007	5/6/2010	776	776	0	703	73	73	0	0	0	73
139	COCA COLA ENTERPRISES INC	191219104	5/6/2010	6/20/2007	6/20/2007	5/6/2010	1,035	1,035	0	528	507	507	0	0	0	507
140	COCA COLA ENTERPRISES INC	191219104	5/6/2010	3/27/2009	3/27/2009	5/6/2010	392	392	0	292	100	100	0	0	0	100
141	COGNIZANT TECHNOLOGY SOLUTIONS	192446102	9/22/2009	7/22/2009	7/22/2009	9/22/2009	8,475	8,475	0	6,427	2,048	2,048	0	0	0	2,048
142	COGNIZANT TECHNOLOGY SOLUTIONS	192446102	9/22/2009	7/22/2009	7/22/2009	9/22/2009	2,691	2,691	0	2,872	-181	-181	0	0	0	-181
143	COLGATE-PALMOLIVE CO	194162103	8/28/2009	8/8/2008	8/8/2008	8/28/2009	509	509	0	542	-33	-33	0	0	0	-33
144	COLGATE-PALMOLIVE CO	194162103	8/28/2009	8/8/2008	8/8/2008	8/28/2009	2,104	2,104	0	2,247	-143	-143	0	0	0	-143
145	COLGATE-PALMOLIVE CO	194162103	8/28/2009	8/8/2008	8/8/2008	8/28/2009	1,089	1,089	0	1,162	-73	-73	0	0	0	-73
146	COLGATE-PALMOLIVE CO	194162103	8/28/2009	8/8/2008	8/8/2008	8/28/2009	1,579	1,579	0	1,704	-125	-125	0	0	0	-125
147	COLGATE-PALMOLIVE CO	194162103	8/28/2009	8/8/2008	8/8/2008	8/28/2009	144	144	0	152	-8	-8	0	0	0	-8
148	COLGATE-PALMOLIVE CO	194162103	8/28/2009	8/7/2008	8/7/2008	8/28/2009	1,225	1,225	0	1,291	-66	-66	0	0	0	-66
149	COLGATE-PALMOLIVE CO	194162103	8/28/2009	8/7/2008	8/7/2008	8/28/2009	502	502	0	532	-30	-30	0	0	0	-30
150	COLGATE-PALMOLIVE CO	194162103	8/28/2009	8/7/2008	8/7/2008	8/28/2009	287	287	0	304	-17	-17	0	0	0	-17
151	COLGATE-PALMOLIVE CO	194162103	8/28/2009	3/27/2009	3/27/2009	8/28/2009	717	717	0	594	123	123	0	0	0	123
152	COLGATE-PALMOLIVE CO	194162103	8/28/2009	11/10/2008	11/10/2008	8/28/2009	10,000	10,000	0	8,450	1,550	1,550	0	0	0	1,550
153	DREYFUS PREM LT TRM HI YLD-I	261980759	6/16/2010	10/31/2008	10/31/2008	6/16/2010	6,313	6,313	0	5,236	1,077	1,077	0	0	0	1,077
154	FEDEX CORP	31428X106	6/16/2010	11/20/2008	11/20/2008	6/16/2010	2,367	2,367	0	1,774	593	593	0	0	0	593
155	FEDEX CORP	31428X106	6/16/2010	11/20/2008	11/20/2008	6/16/2010	789	789	0	456	333	333	0	0	0	333
156	FEDEX CORP	31428X106	6/16/2010	10/15/2008	10/15/2008	6/16/2010	12	12	0	9	3	3	0	0	0	3
157	FIRST HORIZON NATIONAL CORP	320517105	10/29/2009	10/15/2008	10/15/2008	10/29/2009	5	5	0	5	0	0	0	0	0	0
158	FIRST HORIZON NATIONAL CORP	320517105	10/29/2009	10/15/2008	10/15/2008	10/29/2009	5	5	0	5	0	0	0	0	0	0
159	KBR INC	48242W106	9/3/2009	2/22/2007	2/22/2007	9/3/2009	1,274	1,274	0	1,151	123	123	0	0	0	123
160	FIRST HORIZON NATIONAL CORP	320517105	1/19/2010	10/14/2008	10/14/2008	1/19/2010	1,305	1,305	0	1,012	293	293	0	0	0	293
161	FIRST HORIZON NATIONAL CORP	320517105	1/19/2010	3/27/2009	3/27/2009	1/19/2010	48	48	0	37	9	9	0	0	0	9
162	FIRST HORIZON NATIONAL CORP	320517105	1/19/2010	10/14/2008	10/14/2008	1/19/2010	1,575	1,575	0	1,217	358	358	0	0	0	358
163	FIRST HORIZON NATIONAL CORP	320517105	1/19/2010	10/15/2008	10/15/2008	1/19/2010	80	80	0	64	16	16	0	0	0	16
164	FIRST HORIZON NATIONAL CORP	320517105	1/19/2010	10/15/2008	10/15/2008	1/19/2010	109	109	0	86	23	23	0	0	0	23
165	FIRST HORIZON NATIONAL CORP	320517105	1/19/2010	3/27/2009	3/27/2009	1/19/2010	654	654	0	512	142	142	0	0	0	142
166	FIRST HORIZON NATIONAL CORP	320517105	1/19/2010	10/14/2008	10/14/2008	1/19/2010	946	946	0	726	220	220	0	0	0	220
167	FIRST HORIZON NATIONAL CORP	320517105	1/19/2010	10/15/2008	10/15/2008	1/19/2010	451	451	0	1,931	501	501	0	0	0	501
168	FIRST HORIZON NATIONAL CORP	320517105	1/19/2010	10/15/2008	10/15/2008	1/19/2010	451	451	0	358	93	93	0	0	0	93
169	FIRST HORIZON NATIONAL CORP	320517105	1/19/2010	10/14/2008	10/14/2008	1/19/2010	534	534	0	409	125	125	0	0	0	125
170	FIRST HORIZON NATIONAL CORP	320517105	1/19/2010	10/14/2008	10/14/2008	1/19/2010	0	0	0	0	0	0	0	0	0	0
171	GILEAD SCIENCES INC	375558103	12/1/2009	1/21/2009	1/21/2009	12/1/2009	6,070	6,070	0	6,385	-315	-315	0	0	0	-315

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	Amount		How Acquired	Totals		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	635,056
		Long Term CG Distributions	Short Term CG Distributions		Date Acquired	Date Sold									
		367	0				1,313,680	0	678,624	635,056	0	0	0	0	635,056
172	GILEAD SCIENCES INC	375558103		1/21/2009	12/2/2009		1,814	0	1,901	-87			0		-87
173	GILEAD SCIENCES INC	375558103		3/27/2009	12/2/2009		465	0	449	16			0		16
174	GILEAD SCIENCES INC	375558103		8/4/2009	4/7/2010		3,627	0	3,868	-241			0		-241
175	GILEAD SCIENCES INC	375558103		8/10/2009	4/7/2010		907	0	920	-13			0		-13
176	GILEAD SCIENCES INC	375558103		1/28/2010	4/7/2010		1,360	0	1,413	-53			0		-53
177	HOME DEPOT INC	437076102		8/28/2009	5/20/2010		2,313	0	1,941	372			0		372
178	HOME DEPOT INC	437076102		9/11/2009	5/20/2010		3,635	0	3,019	616			0		616
179	HOME DEPOT INC	437076102		9/11/2009	5/20/2010		1,322	0	1,095	227			0		227
180	HOME DEPOT INC	437076102		8/28/2009	5/20/2010		2,301	0	1,941	360			0		360
181	HOME DEPOT INC	437076102		3/27/2009	5/27/2010		343	0	234	109			0		109
182	HOME DEPOT INC	437076102		9/11/2009	5/27/2010		1,716	0	1,365	351			0		351
183	HOME DEPOT INC	437076102		9/11/2009	5/27/2010		1,030	0	816	214			0		214
184	HOME DEPOT INC	437076102		9/11/2009	5/27/2010		2,746	0	2,169	577			0		577
185	HOME DEPOT INC	437076102		9/11/2009	5/27/2010		1,030	0	821	209			0		209
186	INTERNATIONAL BUSINESS MACHINES	459200101		1/23/2008	8/21/2009		10,774	0	9,564	1,210			0		1,210
187	JPMORGAN CHASE & CO	46625H100		7/22/2009	8/10/2009		854	0	726	128			0		128
188	JPMORGAN CHASE & CO	46625H100		7/22/2009	2/5/2010		1,910	0	1,814	96			0		96
189	JPMORGAN CHASE & CO	46625H100		7/22/2009	5/10/2010		8,024	0	6,895	1,129			0		1,129
190	JUNIPER NETWORKS INC	48203R104		2/23/2009	1/6/2010		4,143	0	2,365	1,778			0		1,778
191	JUNIPER NETWORKS INC	48203R104		3/27/2009	1/6/2010		777	0	477	300			0		300
192	JUNIPER NETWORKS INC	48203R104		10/28/2008	1/6/2010		519	0	356	163			0		163
193	BNY MELLON INTERNATIONAL FD CL	M05569M871		12/16/2008	9/22/2009		7,329	0	5,868	1,461			0		1,461
194	BNY MELLON INTERNATIONAL FD CL	M05569M871		12/18/2007	9/22/2009		5,444	0	7,567	-2,123			0		-2,123

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	BNY MELLON TRUST OF DE		P O Box 185	Pittsburgh	PA	15230-0185			0	0
2	MICHAEL MORAN		P O BOX 383 NEWARK ROAD	UNIONVILLE	PA	19375		TRUSTEE		
3										
4										
5										
6										
7										
8										
9										
10										

0

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	1	Amount
1 Credit from prior year return			830
2 First quarter estimated tax payment			0
3 Second quarter estimated tax payment			0
4 Third quarter estimated tax payment			0
5 Fourth quarter estimated tax payment			0
6 Other payments			0
7 Total			830

APPLESTONE FOUNDATION-IMA

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name UPLAND SCHOOL				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 390 NORTH EUCLID AVENUE					
City UPLAND	State CA	Zip code 91786	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution CHARITABLE					Amount 10,000

Name WESTMINSTER SCHOOL				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 995 HOPMEADOW STREET					
City SIMSBURY	State CT	Zip code 06070-1880	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution CHARITABLE					Amount 7,500

Name IMMACULATA UNIVERSITY				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 1145 KING ROAD					
City IMMACULATA	State PA	Zip code 19345	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution CHARITABLE					Amount 3,000

Name KENNETT CONSOLIDATED SCHOOL DISTRICT				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 300 EAST SOUTH STREET					
City KENNETT SQUARE	State PA	Zip code 19348	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution CHARITABLE					Amount 18,000

Name UNIONVILLE HIGH SCHOOL				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 750 UNIONVILLE ROAD					
City KENNETT SQUARE	State PA	Zip code 19348	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution CHARITABLE					Amount 18,000

Name KENNETT AREA COMMUNITY SERVICE FOOD CUPBOARD				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 136 W CEDAR STREET					
City KENNETT SQUARE	State PA	Zip code 19348-3244	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution CHARITABLE					Amount 10,000

APPLESTONE FOUNDATION-IMA

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name GARAGE YOUTH CENTER				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 115 SOUTH UNION STREET					
City KENNETT SQUARE		State PA	Zip code 19348	Foreign Country	
Relationship NONE		Foundation Status PUBLIC			
Purpose of grant/contribution CHARITABLE					Amount 10,000

Name KENNETT AFTER SCHOOL ASSOCIATION				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 195 SUNNYDELL ROAD					
City LANDENBERG		State PA	Zip code 19350	Foreign Country	
Relationship NONE		Foundation Status PUBLIC			
Purpose of grant/contribution CHARITABLE					Amount 10,000

Name MILLBROOK SCHOOL				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 131 MILLBROOK SCHOOL ROAD					
City MILLBROOK		State NY	Zip code 12545	Foreign Country	
Relationship NONE		Foundation Status PUBLIC			
Purpose of grant/contribution CHARITABLE					Amount 20,000

Name MILLERSVILLE UNIVERSITY				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street PO BOX 1002 1 SOUTH GEORGE STREET					
City MILLERSVILLE		State PA	Zip code 17551	Foreign Country	
Relationship NONE		Foundation Status PUBLIC			
Purpose of grant/contribution CHARITABLE					Amount 3,000

Name MILLBROOK SCHOOL				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 131 MILLBROOK SCHOOL ROAD					
City MILLBROOK		State NY	Zip code 12545	Foreign Country	
Relationship NONE		Foundation Status PUBLIC			
Purpose of grant/contribution CHARITABLE					Amount 1,000

Name WEST CHESTER UNIVERSITY				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street					
City WEST CHESTER		State PA	Zip code 19383	Foreign Country	
Relationship NONE		Foundation Status PUBLIC			
Purpose of grant/contribution CHARITABLE					Amount 3,000

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name KENNETT AREA YMCA				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 101 RACE STREET					
City KENNETT SQUARE		State PA	Zip code 19348	Foreign Country	
Relationship NONE		Foundation Status PUBLIC			
Purpose of grant/contribution CHARITABLE				Amount 10,000	

Name GARAGE COMMUNITY AND YOUTH CENTER				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 115 SOUTH UNION STREET					
City KENNETT SQUARE		State PA	Zip code 19348	Foreign Country	
Relationship NONE		Foundation Status PUBLIC			
Purpose of grant/contribution CHARITABLE				Amount 5,000	

Name BRIDGE OF HOPE				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 311 NATIONAL ROAD					
City EXTON		State PA	Zip code 19341	Foreign Country	
Relationship NONE		Foundation Status PUBLIC			
Purpose of grant/contribution CHARITABLE				Amount 5,000	

Name UNION COLLEGE				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 807 UNION STREET					
City SCHENECTADY		State NY	Zip code 12308	Foreign Country	
Relationship NONE		Foundation Status PUBLIC			
Purpose of grant/contribution CHARITABLE				Amount 10,000	

Name				<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street					
City		State	Zip code	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution				Amount 0	

Name				<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street					
City		State	Zip code	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution				Amount 0	

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
108367SU000	APPLESTONE FOUN	H89128104	TYCO INTERNATIONAL LTD	460	16,205 80	12,998 49
108367SU000	APPLESTONE FOUN	00206R102	AT & T INC	670	16,207 30	24,189 84
108367SU000	APPLESTONE FOUN	018581108	ALLIANCE DATA SYS CORP	160	9,523 20	9,107 98
108367SU000	APPLESTONE FOUN	025816109	AMERICAN EXPRESS CO	290	11,513 00	12,315 71
108367SU000	APPLESTONE FOUN	03076C106	AMERIPRISE FINANCIAL INC	190	6,864 70	3,641 88
108367SU000	APPLESTONE FOUN	031162100	AMGEN INC	170	8,942 00	8,794 00
108367SU000	APPLESTONE FOUN	032346108	AMYLIN PHARMACEUTICALS INC	600	11,280 00	11,345 74
108367SU000	APPLESTONE FOUN	032511107	ANADARKO PETROLEUM CORP	120	4,330 80	5,104 33
108367SU000	APPLESTONE FOUN	037411105	APACHE CORP	200	16,838 00	13,936 09
108367SU000	APPLESTONE FOUN	037833100	APPLE INC	127	31,944 31	21,544 59
108367SU000	APPLESTONE FOUN	052800109	AUTOLIV INC	230	11,005 50	6,469 55
108367SU000	APPLESTONE FOUN	05569M509	BNY MELLON MID CAP STK FD CL	15,989 70	145,826 14	198,997 03
108367SU000	APPLESTONE FOUN	05569M616	BNY MELLON MONEY MARKET FUND	64,447 60	64,447 60	64,447 60
108367SU000	APPLESTONE FOUN	05569M806	BNY MELLON SMALL CAP STK FD	0 22	2 03	1 55
108367SU000	APPLESTONE FOUN	05569M814	BNY MELLON INTERMEDIATE BOND	42,487 71	551,490 54	516,729 54
108367SU000	APPLESTONE FOUN	05569M855	BNY MELLON EMERGING MARKETS	14,078 80	132,340 76	171,078 33
108367SU000	APPLESTONE FOUN	05569M871	BNY MELLON INTERNATIONAL FD	10,574 64	94,748 81	249,848 68
108367SU000	APPLESTONE FOUN	060505104	BANK OF AMERICA CORP	1,630 00	23,423 10	22,012 23
108367SU000	APPLESTONE FOUN	09247X101	BLACKROCK INC	40	5,736 00	6,013 52
108367SU000	APPLESTONE FOUN	125509109	CIGNA CORP	200	6,212 00	4,935 38
108367SU000	APPLESTONE FOUN	126650100	CVS CAREMARK CORP	230	6,743 60	7,882 85
108367SU000	APPLESTONE FOUN	14040H105	CAPITAL ONE FINANCIAL CORP	200	8,060 00	8,517 36
108367SU000	APPLESTONE FOUN	149123101	CATERPILLAR INC	150	9,010 50	9,652 23
108367SU000	APPLESTONE FOUN	171232101	CHUBB CORP	200	10,002 00	10,236 56
108367SU000	APPLESTONE FOUN	17275R102	CISCO SYSTEMS INC	878	18,710 18	18,555 76
108367SU000	APPLESTONE FOUN	20825C104	CONOCOPHILLIPS	300	14,727 00	8,158 95
108367SU000	APPLESTONE FOUN	231021106	CUMMINS INC	220	14,328 60	7,505 67
108367SU000	APPLESTONE FOUN	235851102	DANAHER CORP	180	6,681 60	4,965 55
108367SU000	APPLESTONE FOUN	261967830	DREYFUS INFLATION ADJUSTED S	2,452 98	31,520 84	30,000 00
108367SU000	APPLESTONE FOUN	261980759	DREYFUS PREM LT TRM HI YLD-I	7,561 43	47,334 60	40,000 00
108367SU000	APPLESTONE FOUN	26203E604	DREYFUS/NEWTON INTERN EQTY-I	4,836 75	71,342 20	80,000 00
108367SU000	APPLESTONE FOUN	263534109	DU PONT (E I) DE NEMOURS	170	5,880 30	4,532 64
108367SU000	APPLESTONE FOUN	268648102	E M C CORP MASS	1,030 00	18,849 00	15,923 43
108367SU000	APPLESTONE FOUN	30161N101	EXELON CORP	250	9,492 50	6,903 46
108367SU000	APPLESTONE FOUN	30231G102	EXXON MOBIL CORP	455	25,966 85	18,599 56
108367SU000	APPLESTONE FOUN	354613101	FRANKLIN RES INC	80	6,895 20	4,126 10
108367SU000	APPLESTONE FOUN	364760108	GAP INC	490	9,535 40	9,956 66
108367SU000	APPLESTONE FOUN	369604103	GENERAL ELECTRIC COMPANY	1,066 00	15,371 72	32,496 00
108367SU000	APPLESTONE FOUN	37733W105	GLAXO SMITHKLINE PLC SPONS A	4,600 00	156,446 00	0
108367SU000	APPLESTONE FOUN	38259P508	GOOGLE INC - CL A	40	17,798 00	17,918 98

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
108367SU000	APPLESTONE FOUN	406216101	HALLIBURTON CO	287	7,045.85	8,469.69
108367SU000	APPLESTONE FOUN	42809H107	HESS CORP	298	15,001.32	12,414.35
108367SU000	APPLESTONE FOUN	428236103	HEWLETT PACKARD CO	430	18,610.40	19,101.38
108367SU000	APPLESTONE FOUN	437076102	HOME DEPOT INC	270	7,578.90	5,166.68
108367SU000	APPLESTONE FOUN	438516106	HONEYWELL INTL INC	285	11,123.55	10,068.61
108367SU000	APPLESTONE FOUN	441060100	HOSPIRA INC	240	13,788.00	9,392.03
108367SU000	APPLESTONE FOUN	444903108	HUMAN GENOME SCIENCES INC	430	9,743.80	12,278.38
108367SU000	APPLESTONE FOUN	459200101	INTERNATIONAL BUSINESS MACHI	110	13,582.80	11,429.70
108367SU000	APPLESTONE FOUN	46625H100	JPMORGAN CHASE & CO	593	21,709.73	13,849.28
108367SU000	APPLESTONE FOUN	48242W106	KBR INC	306	6,224.04	4,848.41
108367SU000	APPLESTONE FOUN	532716107	LIMITED BRANDS INC	600	13,242.00	10,784.53
108367SU000	APPLESTONE FOUN	58155Q103	MCKESSON CORPORATION	260	17,461.60	14,529.51
108367SU000	APPLESTONE FOUN	585055106	MEDTRONIC INC	225	8,160.75	11,217.25
108367SU000	APPLESTONE FOUN	58933Y105	MERCK & CO INC	586	20,492.42	14,639.59
108367SU000	APPLESTONE FOUN	594918104	MICROSOFT CORPORATION	809	18,615.09	23,385.25
108367SU000	APPLESTONE FOUN	617446448	MORGAN STANLEY	380	8,819.80	10,264.29
108367SU000	APPLESTONE FOUN	65248E203	NEWS CORP INC	1,238.00	17,146.30	21,488.92
108367SU000	APPLESTONE FOUN	655844108	NORFOLK SOUTHERN CORP	230	12,201.50	11,428.46
108367SU000	APPLESTONE FOUN	674599105	OCCIDENTAL PETROLEUM CORP	310	23,916.50	22,703.37
108367SU000	APPLESTONE FOUN	681919106	OMNICOM GROUP INC	250	8,575.00	12,683.44
108367SU000	APPLESTONE FOUN	68389X105	ORACLE CORP	680	14,592.80	11,683.27
108367SU000	APPLESTONE FOUN	713448108	PEPSICO INC	295	17,980.25	12,677.56
108367SU000	APPLESTONE FOUN	717081103	PFIZER INC	1,625.00	23,172.50	34,624.34
108367SU000	APPLESTONE FOUN	718172109	PHILIP MORRIS INTERNAT-W/I	350	16,044.00	15,265.96
108367SU000	APPLESTONE FOUN	74005P104	PRAXAIR INC	114	8,662.86	5,088.01
108367SU000	APPLESTONE FOUN	742718109	PROCTER & GAMBLE CO	240	14,395.20	9,953.96
108367SU000	APPLESTONE FOUN	744573106	PUBLIC SVC ENTERPRISE GROUP	670	20,991.10	21,644.83
108367SU000	APPLESTONE FOUN	747525103	QUALCOMM INC	300	9,852.00	13,236.03
108367SU000	APPLESTONE FOUN	755111507	RAYTHEON CO	130	6,290.70	6,632.43
108367SU000	APPLESTONE FOUN	808513105	SCHWAB CHARLES CORP NEW	330	4,679.40	5,021.70
108367SU000	APPLESTONE FOUN	86271F677	DREYFUS SELECT MANAGERS S/C	5,250.46	87,052.73	85,796.51
108367SU000	APPLESTONE FOUN	86271F768	DREYFUS PRE STRAT INTER ST-I	5,004.17	57,247.70	60,000.00
108367SU000	APPLESTONE FOUN	87612E106	TARGET CORP	410	20,159.70	16,672.04
108367SU000	APPLESTONE FOUN	883203101	TEXTRON INC	540	9,163.80	15,617.44
108367SU000	APPLESTONE FOUN	883556102	THERMO FISHER SCIENTIFIC INC	330	16,186.50	14,703.31
108367SU000	APPLESTONE FOUN	887317303	TIME WARNER INC	463	13,385.33	10,970.29
108367SU000	APPLESTONE FOUN	904767704	UNILEVER PLC ADR	560	14,968.80	16,308.80
108367SU000	APPLESTONE FOUN	91912E105	VALE SA-SP ADR	450	10,957.50	6,472.54
108367SU000	APPLESTONE FOUN	92826C839	VISA INC-CLASS A SHRS	90	6,367.50	3,949.01

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
108367SU000	APPLESTONE FOUN	949746101	WELLS FARGO & COMPANY	396	10,137 60	9,816 12
108367SU000	APPLESTONE FOUN	963320106	WHIRLPOOL CORP	110	9,660 20	7,186 59
TOTAL FOR ACCT#108367SU000					2,338,565 20	2,342,887 68

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
108367SU010	APPLESTONE FOUN	G0585R106	ASSURED GUARANTY LTD	320	4,246.40	6,308.48
108367SU010	APPLESTONE FOUN	G2554F105	COVIDIEN PLC	120	4,821.60	4,292.40
108367SU010	APPLESTONE FOUN	G491BT108	INVESSCO LTD	290	4,880.70	5,475.20
108367SU010	APPLESTONE FOUN	G5876H105	MARVELL TECH GROUP LTD	430	6,776.80	5,916.80
108367SU010	APPLESTONE FOUN	001055102	AFLAC INC	120	5,120.40	5,708.48
108367SU010	APPLESTONE FOUN	002824100	ABBOTT LABORATORIES	90	4,210.20	4,003.65
108367SU010	APPLESTONE FOUN	009158106	AIR PRODS & CHEMS INC	80	5,184.80	5,533.23
108367SU010	APPLESTONE FOUN	018490102	ALLERGAN INC	90	5,243.40	5,736.10
108367SU010	APPLESTONE FOUN	037833100	APPLE INC	51	12,828.03	8,029.29
108367SU010	APPLESTONE FOUN	054303102	AVON PRODUCTS INC	190	5,035.00	5,471.49
108367SU010	APPLESTONE FOUN	05569M509	BNY MELLON MID CAP STK FD CL	4,978.09	45,400.21	39,725.18
108367SU010	APPLESTONE FOUN	05569M582	BNY MELLON U S CORE EQUITY 1	3,781.51	35,621.85	31,500.00
108367SU010	APPLESTONE FOUN	05569M616	BNY MELLON MONEY MARKET FUND	12,041.83	12,041.83	12,041.83
108367SU010	APPLESTONE FOUN	05569M814	BNY MELLON INTERMEDIATE BOND	5,836.57	75,758.76	75,000.00
108367SU010	APPLESTONE FOUN	05569M830	BNY MELLON BOND FD CL M	6,480.72	85,415.90	83,147.65
108367SU010	APPLESTONE FOUN	05569M855	BNY MELLON EMERGING MARKETS	4,159.62	39,100.50	35,500.00
108367SU010	APPLESTONE FOUN	149123101	CATERPILLAR INC	100	6,007.00	5,435.61
108367SU010	APPLESTONE FOUN	18683K101	CLIFFS NATS RES INC	130	6,130.80	3,574.45
108367SU010	APPLESTONE FOUN	192446102	COGNIZANT TECHNOLOGY SOLUTIO	120	6,007.20	6,381.22
108367SU010	APPLESTONE FOUN	22160K105	COSTCO WHSL CORP NEW	117	6,415.11	6,820.83
108367SU010	APPLESTONE FOUN	254687106	WALT DISNEY CO/THE	240	7,560.00	6,733.76
108367SU010	APPLESTONE FOUN	261967830	DREYFUS INFLATION ADJUSTED S	408.83	5,253.48	5,000.00
108367SU010	APPLESTONE FOUN	261980759	DREYFUS PREM LT TRM HI YLD-I	1,264.75	7,917.37	7,500.00
108367SU010	APPLESTONE FOUN	261986632	DREYFUS DIVERSIFIED INTL-I	6,104.65	52,622.09	52,500.00
108367SU010	APPLESTONE FOUN	30231G102	EXXON MOBIL CORP	100	5,707.00	6,322.49
108367SU010	APPLESTONE FOUN	38259P508	GOOGLE INC - CL A	20	8,899.00	8,494.70
108367SU010	APPLESTONE FOUN	406216101	HALLIBURTON CO	220	5,401.00	6,479.60
108367SU010	APPLESTONE FOUN	438516106	HONEYWELL INTL INC	200	7,806.00	6,596.26
108367SU010	APPLESTONE FOUN	459902102	INTERNATIONAL GAME TECHNOLOG	300	4,710.00	6,329.13
108367SU010	APPLESTONE FOUN	46428R107	ISHARES S&P GSCI COMMODITY-I	242	6,725.18	6,988.96

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
108367SU010	APPLESTONE FOUN	478366107	JOHNSON CTLS INC	230	6,180 10	5,678 68
108367SU010	APPLESTONE FOUN	50075N104	KRAFT FOODS INC CL A	190	5,320 00	5,312 69
108367SU010	APPLESTONE FOUN	548661107	LOWE'S COMPANIES INC	270	5,513 40	5,660.09
108367SU010	APPLESTONE FOUN	617446448	MORGAN STANLEY	270	6,266 70	7,756.26
108367SU010	APPLESTONE FOUN	674599105	OCCIDENTAL PETROLEUM CORP	80	6,172 00	5,533 35
108367SU010	APPLESTONE FOUN	748356102	QUESTAR CORP	150	6,823 50	4,835 99
108367SU010	APPLESTONE FOUN	79466L302	SALESFORCE COM INC	70	6,007 40	6,724.89
108367SU010	APPLESTONE FOUN	845467109	SOUTHWESTERN ENERGY CO	180	6,955 20	7,404 08

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
108367SU010	APPLESTONE FOUN	86271F677	DREYFUS SELECT MANAGERS S/C	1,226 27	20,331 57	20,038 19
108367SU010	APPLESTONE FOUN	881624209	TEVA PHARMACEUTICAL INDS ADR	90	4,679 10	4,456.19
108367SU010	APPLESTONE FOUN	902973304	US BANCORP	300	6,705 00	6,753.87
TOTAL FOR ACCT#108367SU010					569,801 58	548,801 07

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

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

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

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization APPLESTONE FOUNDATION-IMA	Employer identification number 84-1663629
	Number, street, and room or suite no. If a P O box, see instructions BNY MELLON TRUST OF DELAWARE - P O Box 185	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Pittsburgh PA 15230-0185	

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ BNY MELLON TRUST OF DELAWARE P O Box 185 Pittsburgh PA Pittsburgh P.

Telephone No ▶ (215)553-2044 FAX No ▶ _____

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

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 2/15/2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ▶ calendar year _____ or
 ▶ tax year beginning 7/1/2009, and ending 6/30/2010

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3 a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	14,072
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	830
c	Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	13,242

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization APPLESTONE FOUNDATION-IMA	Employer identification number 84-1663629
	Number, street, and room or suite no. If a P O box, see instructions BNY MELLON TRUST OF DELAWARE - P O Box 185	For IRS use only
	City, town or post office state and ZIP code For a foreign address, see instructions Pittsburgh PA 15230-0185	

Check type of return to be filed (File a separate application for each return)

- | | | | |
|--------------------------------------|--|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

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

- The books are in the care of **BNY MELLON TRUST OF DELAWARE P.O. Box 185 Pittsburgh PA Pittsburgh**
Telephone No **(215)553-2044** FAX No
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 5/15/2011

5 For calendar year _____, or other tax year beginning 7/1/2009, and ending 6/30/2010

6 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

7 State in detail why you need the extension More time is requested to acquire all information needed to complete and file an accurate return

8 a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$	14,017
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	14,072
c	Balance Due. Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0

Signature and Verification

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

Signature *Jane A. Adeline* Title *EA* Date *2-8-11*