Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 1/1/2010 **, and ending** 12/31/2010

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

Name of foundation: DONLEY FOUNDATION - U/D DTD 12-8-86

A Employer identification number: 23-6859909

Number and street (or P O box number if mail is not delivered to street address): BNY MELLON, N A - P O BOX 185

Room/suite:

B Telephone number (see page 10 of the instructions): (215) 553-1204

City or town, state, and ZIP code: PITTSBURGH PA 15230-0185

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 8,322,398

J Accounting method [X] Cash ☐ Accrual
☐ 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))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	0	0		
	4	Dividends and interest from securities	163,525	163,522		
	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	9,847			
	b	Gross sales price for all assets on line 6a 2,020,103				
	7	Capital gain net income (from Part IV, line 2)		9,847		
	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)	-5,748	-14,624	0	
	12	**Total.** Add lines 1 through 11	167,624	158,745	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	18,492	11,096		7,397
	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)	0	0	0	0
	17	Interest	13,221	13,221		
	18	Taxes (attach schedule) (see page 14 of the instructions)	3,290	2,290	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)	78,292	71,292	0	7,000
	24	**Total operating and administrative expenses.** Add lines 13 through 23	113,295	97,899	0	14,397
	25	Contributions, gifts, grants paid	380,500			380,500
	26	**Total expenses and disbursements** Add lines 24 and 25	493,795	97,899	0	394,897
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-326,171			
	b	**Net investment income** (if negative, enter -0-)		60,846		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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(HTA)

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			0	
	2	Savings and temporary cash investments		120,264	203,998	203,998
	3	Accounts receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	4	Pledges receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	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			
		Less allowance for doubtful accounts ▶	0	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			
		Less accumulated depreciation (attach schedule) ▶	0	0	0	0
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)		7,338,794	6,974,235	8,118,400
	14	Land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	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)		7,459,058	7,178,233	8,322,398
Liabilities	17	Accounts payable and accrued expenses			0	
	18	Grants payable				
	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.**				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		7,459,058	7,178,233	
	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)		7,459,058	7,178,233	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)		7,459,058	7,178,233	

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	7,459,058
2	Enter amount from Part I, line 27a	2	-326,171
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	45,346
4	Add lines 1, 2, and 3	4	7,178,233
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,178,233

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	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	-17,053
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	0

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))
2009	357,720	7,301,342	0 048994
2008	489,474	8,952,373	0 054675
2007	847,497	10,402,918	0 081467
2006	2,067,954	11,028,136	0 187516
2005	2,441,256	12,176,065	0 200496

2	**Total** of line 1, column (d)	2	0 573148
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 114630
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	7,796,567
5	Multiply line 4 by line 3	5	893,720
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	608
7	Add lines 5 and 6	7	894,328
8	Enter qualifying distributions from Part XII, line 4	8	394,897

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

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	1,217
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	1,217
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	1,217
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a 1,500		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c 1,697		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	3,197
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	1,980
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 880 **Refunded** ▶	11	1,100

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?	1a		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)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ 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? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BNY MELLON, N A Telephone no ▶ (215) 553-1204

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ 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 22 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010)*	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 2010?	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)? **5b** N/A

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

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

If "Yes" to 6b, file Form 8870

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

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

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, N A P O BOX 185 PITTSBURGH PA 15230-0185	TRUSTEE SEE ATTACHED	32,112	NONE	NONE
BNY MELLON, N A P O BOX 185 PITTSBURGH PA 15230-0185	FEE REIMBURSEMENT	-13,620	N/A	N/A
	00	0	0	0
	00	0	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 ▶ 0

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
Total number of others receiving over $50,000 for professional services ▶		0

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	
All other program-related investments See page 24 of the instructions 3 NONE	0
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	7,777,449
b	Average of monthly cash balances	1b	137,847
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,915,296
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,915,296
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	118,729
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,796,567
6	**Minimum investment return.** Enter 5% of line 5	6	389,828

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	389,828
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,217		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	1,217
3	Distributable amount before adjustments Subtract line 2c from line 1			3	388,611
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	388,611
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	388,611

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	394,897
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	394,897
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	394,897

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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7					388,611
2	Undistributed income, if any, as of the end of 2010					
a	Enter amount for 2009 only				0	
b	Total for prior years 20____, 20____, 20____			0		
3	Excess distributions carryover, if any, to 2010					
a	From 2005	1,857,967				
b	From 2006	1,544,181				
c	From 2007	349,648				
d	From 2008	44,602				
e	From 2009	0				
f	**Total** of lines 3a through e		3,796,398			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 394,897					
a	Applied to 2009, 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 2010 distributable amount					388,611
e	Remaining amount distributed out of corpus		6,286			
5	Excess distributions carryover applied to 2010 *(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		3,802,684			
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 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		1,857,967			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		1,944,717			
10	Analysis of line 9					
a	Excess from 2006	1,544,181				
b	Excess from 2007	349,648				
c	Excess from 2008	44,602				
d	Excess from 2009	0				
e	Excess from 2010	6,286				

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 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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	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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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

DONLEY FOUNDAITON, C/O KATHY ROCK 1735 MARKET STREET PHILADELPHIA PA 19101

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

PROVIDE UPON INITIAL CONTACT

c Any submission deadlines

PROVIDE UPON INITIAL CONTACT

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

PROVIDE UPON INITIAL CONTACT

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total			▶ 3a	380,500
b *Approved for future payment*				
NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	163,525	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	-212	18	10,059	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a PARTNERSHIP DISTRIBUTIONS	525990	-2,409	01	-3,339	0
b FED TAX REFUND		0	42	8,876	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		-2,621		179,121	0

13 Total. Add line 12, columns (b), (d), and (e) . 13 176,500

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	Not Applicable

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee	Date	Title
[signature]	10/3/2011	VICE PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Shawn P Hanlon	[signature], CPA	10/3/2011		P00965923
Firm's name ▶ PRICEWATERHOUSECOOPERS LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219			Phone no (412) 355-6000	

Form **8868** (Rev January 2011) Department of the Treasury Internal Revenue Service

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

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

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

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

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

Type or print	Name of exempt organization	Employer identification number
File by the due date for filing your return See instructions	DONLEY FOUNDATION - U/D DTD 12-8-86	23-6859909
	Number, street, and room or suite no If a P O box, see instructions BNY Mellon, N A - P O Box 185	
	City, town or post office, state, and ZIP code For a foreign address, see instructions Pittsburgh PA 15230-0185	

Enter the Return code for the return that this application is for (file a separate application for each return) . 04

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

- The books are in the care of ▶ BNY MELLON, N A.

Telephone No ▶ (215)553-1204 FAX No ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2011, 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 1/1/2010, and ending 12/31/2010.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 3,197
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 1,500
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 1,697

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	Name of exempt organization DONLEY FOUNDATION - U/D DTD 12-8-86		**Employer identification number** 23-6859909
File by the extended due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions BNY Mellon, N A - P O Box 185		
	City, town or post office, state, and ZIP code For a foreign address, see instructions Pittsburgh	PA	15230-0185

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

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

- The books are in the care of ▶ BNY MELLON, N A
  Telephone No ▶ (215)553-1204 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15/2011

5 For calendar year ______, or other tax year beginning 1/1/2010 , and ending 12/31/2010

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

7 State in detail why you need the extension MORE TIME IS REQUIRED AND NEEDED TO COMPLETE AND FILE AN ACCURATE RETURN

8a 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**	$	1,217
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**	$	3,197
c **Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$	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 ▶ Title ▶ Date ▶

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
108430E8009	DONLEY FOUNDATI		CASH	0.00	8,622.44	8,622.44
108430E8009	DONLEY FOUNDATI	H89128104	TYCO INTERNATIONAL LTD	1,010.00	41,854.40	24,474.94
108430E8009	DONLEY FOUNDATI	00206R102	AT & T INC	2,040.00	59,935.20	72,286.17
108430E8009	DONLEY FOUNDATI	018581108	ALLIANCE DATA SYS CORP	500.00	35,515.00	30,433.98
108430E8009	DONLEY FOUNDATI	01988P108	ALLSCRIPTS HEALTHCARE SOLUTI	1,280.00	24,665.60	21,866.92
108430E8009	DONLEY FOUNDATI	025816109	AMERICAN EXPRESS CO	1,030.00	44,207.60	43,414.59
108430E8009	DONLEY FOUNDATI	03076C106	AMERIPRISE FINANCIAL INC	590.00	33,954.50	11,309.01
108430E8009	DONLEY FOUNDATI	032346108	AMYLIN PHARMACEUTICALS INC	1,850.00	27,213.50	34,905.07
108430E8009	DONLEY FOUNDATI	032511107	ANADARKO PETROLEUM CORP	360.00	27,417.60	15,313.00
108430E8009	DONLEY FOUNDATI	037411105	APACHE CORP	610.00	72,730.30	42,543.66
108430E8009	DONLEY FOUNDATI	037833100	APPLE INC	394.00	127,088.64	67,934.83
108430E8009	DONLEY FOUNDATI	052800109	AUTOLIV INC	500.00	39,470.00	13,315.09
108430E8009	DONLEY FOUNDATI	05569M509	BNY MELLON MID CAP STK FD CL	20,333.98	249,091.28	205,378.47
108430E8009	DONLEY FOUNDATI	05569M616	BNY MELLON MONEY MARKET FUND	127,761.15	127,761.15	127,761.15
108430E8009	DONLEY FOUNDATI	05569M616	BNY MELLON MONEY MARKET FUND	67,614.56	67,614.56	67,614.56
108430E8009	DONLEY FOUNDATI	05569M814	BNY MELLON INTERMEDIATE BOND	57,959.81	748,840.81	750,000.00
108430E8009	DONLEY FOUNDATI	05569M830	BNY MELLON BOND FD CL M	59,505.69	779,524.62	758,102.57
108430E8009	DONLEY FOUNDATI	05569M855	BNY MELLON EMERGING MARKETS	14,979.70	177,359.73	186,647.15
108430E8009	DONLEY FOUNDATI	060505104	BANK OF AMERICA CORP	5,630.00	75,104.20	75,258.38
108430E8009	DONLEY FOUNDATI	125509109	CIGNA CORP	630.00	23,095.80	15,557.65
108430E8009	DONLEY FOUNDATI	126650100	CVS CAREMARK CORP	370.00	12,864.90	13,462.49
108430E8009	DONLEY FOUNDATI	14040H105	CAPITAL ONE FINANCIAL CORP	1,330.00	56,604.80	54,668.86
108430E8009	DONLEY FOUNDATI	143658300	CARNIVAL CORP	660.00	30,432.60	20,611.67
108430E8009	DONLEY FOUNDATI	149123101	CATERPILLAR INC	460.00	43,083.60	29,600.17
108430E8009	DONLEY FOUNDATI	171232101	CHUBB CORP	630.00	37,573.20	32,952.57
108430E8009	DONLEY FOUNDATI	17275R102	CISCO SYSTEMS INC	1,670.00	33,784.10	2,273.05
108430E8009	DONLEY FOUNDATI	200340107	COMERICA INC	900.00	38,016.00	33,006.16
108430E8009	DONLEY FOUNDATI	20825C104	CONOCOPHILLIPS	910.00	61,971.00	23,390.28
108430E8009	DONLEY FOUNDATI	231021106	CUMMINS INC	570.00	62,705.70	19,443.07
108430E8009	DONLEY FOUNDATI	235851102	DANAHER CORP	590.00	27,830.30	16,103.24
108430E8009	DONLEY FOUNDATI	26203E604	DREYFUS/NEWTON INTERN EQTY-I	19,243.10	340,987.80	300,000.00
108430E8009	DONLEY FOUNDATI	263534109	DU PONT (E I) DE NEMOURS	510.00	25,438.80	13,594.85
108430E8009	DONLEY FOUNDATI	268648102	E M C CORP MASS	1,310.00	29,999.00	18,020.03
108430E8009	DONLEY FOUNDATI	29266R108	ENERGIZER HLDGS INC	360.00	26,244.00	25,413.41
108430E8009	DONLEY FOUNDATI	30231G102	EXXON MOBIL CORP	1,420.00	103,830.40	15,079.68
108430E8009	DONLEY FOUNDATI	345370860	FORD MOTOR CO	1,940.00	32,572.60	31,943.42
108430E8009	DONLEY FOUNDATI	354613101	FRANKLIN RES INC	235.00	26,134.35	12,013.06
108430E8009	DONLEY FOUNDATI	369604103	GENERAL ELECTRIC COMPANY	3,260.00	59,625.40	1,811.54
108430E8009	DONLEY FOUNDATI	38259P508	GOOGLE INC - CL A	135.00	80,185.95	60,503.70
108430E8009	DONLEY FOUNDATI	406216101	HALLIBURTON CO	872.00	35,603.76	26,059.72
108430E8009	DONLEY FOUNDATI	42809H107	HESS CORP	923.00	70,646.42	36,180.06
108430E8009	DONLEY FOUNDATI	437076102	HOME DEPOT INC	840.00	29,450.40	16,059.19
108430E8009	DONLEY FOUNDATI	438516106	HONEYWELL INTL INC	880.00	46,780.80	31,672.96
108430E8009	DONLEY FOUNDATI	441060100	HOSPIRA INC	740.00	41,210.60	29,571.47
108430E8009	DONLEY FOUNDATI	444903108	HUMAN GENOME SCIENCES INC	1,380.00	32,968.20	39,404.88
108430E8009	DONLEY FOUNDATI	45666Q102	INFORMATICA CORP	600.00	26,418.00	18,222.76
108430E8009	DONLEY FOUNDATI	459200101	INTERNATIONAL BUSINESS MACHI	536.00	78,663.36	61,010.46
108430E8009	DONLEY FOUNDATI	46625H100	JPMORGAN CHASE & CO	1,805.00	76,568.10	40,240.52
108430E8009	DONLEY FOUNDATI	532716107	LIMITED BRANDS INC	1,710.00	52,548.30	30,642.90
108430E8009	DONLEY FOUNDATI	58155Q103	MCKESSON CORPORATION	800.00	56,304.00	44,420.01

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
108430E8009	DONLEY FOUNDATI	585055106	MEDTRONIC INC	690.00	25,592.10	35,270.73
108430E8009	DONLEY FOUNDATI	58933Y105	MERCK & CO INC	1,383.00	49,843.32	34,794.89
108430E8009	DONLEY FOUNDATI	594918104	MICROSOFT CORPORATION	2,646.00	73,849.86	69,413.40
108430E8009	DONLEY FOUNDATI	617446448	MORGAN STANLEY	1,160.00	31,563.60	31,234.93
108430E8009	DONLEY FOUNDATI	620076109	MOTOROLA INC	2,580.00	23,400.60	20,643.06
108430E8009	DONLEY FOUNDATI	651229106	NEWELL RUBBERMAID INC	1,700.00	30,906.00	29,815.97
108430E8009	DONLEY FOUNDATI	65248E203	NEWS CORP INC	3,810.00	62,560.20	70,312.18
108430E8009	DONLEY FOUNDATI	65339F101	NEXTERA ENERGY INC	570.00	29,634.30	31,142.69
108430E8009	DONLEY FOUNDATI	655664100	NORDSTROM INC	870.00	36,870.60	29,475.37
108430E8009	DONLEY FOUNDATI	655844108	NORFOLK SOUTHERN CORP	700.00	43,974.00	34,773.37
108430E8009	DONLEY FOUNDATI	674599105	OCCIDENTAL PETROLEUM CORP	990.00	97,119.00	71,728.39
108430E8009	DONLEY FOUNDATI	681919106	OMNICOM GROUP INC	780.00	35,724.00	40,736.20
108430E8009	DONLEY FOUNDATI	68389X105	ORACLE CORP	2,820.00	88,266.00	54,466.16
108430E8009	DONLEY FOUNDATI	713448108	PEPSICO INC	900.00	58,797.00	41,866.94
108430E8009	DONLEY FOUNDATI	717081103	PFIZER INC	4,996.00	87,479.96	54,477.02
108430E8009	DONLEY FOUNDATI	718172109	PHILIP MORRIS INTERNAT-W/I	1,060.00	62,041.80	48,563.22
108430E8009	DONLEY FOUNDATI	74005P104	PRAXAIR INC	360.00	34,369.20	15,948.87
108430E8009	DONLEY FOUNDATI	742718109	PROCTER & GAMBLE CO	720.00	46,317.60	29,567.28
108430E8009	DONLEY FOUNDATI	744573106	PUBLIC SVC ENTERPRISE GROUP	2,100.00	66,801.00	67,787.30
108430E8009	DONLEY FOUNDATI	747525103	QUALCOMM INC	1,250.00	61,862.50	52,817.38
108430E8009	DONLEY FOUNDATI	755111507	RAYTHEON CO	410.00	18,999.40	21,319.14
108430E8009	DONLEY FOUNDATI	808513105	SCHWAB CHARLES CORP NEW	1,030.00	17,623.30	15,677.94
108430E8009	DONLEY FOUNDATI	86271F677	DREYFUS SELECT MANAGERS S/C	5,096.26	102,027.21	90,000.00
108430E8009	DONLEY FOUNDATI	86271F768	DREYFUS PRE STRAT INTER ST-I	24,896.26	341,078.83	300,000.00
108430E8009	DONLEY FOUNDATI	87612E106	TARGET CORP	1,020.00	61,332.60	41,226.09
108430E8009	DONLEY FOUNDATI	883203101	TEXTRON INC	1,530.00	36,169.20	46,794.13
108430E8009	DONLEY FOUNDATI	883556102	THERMO FISHER SCIENTIFIC INC	1,010.00	55,913.60	45,489.03
108430E8009	DONLEY FOUNDATI	887317303	TIME WARNER INC	700.00	22,519.00	13,954.08
108430E8009	DONLEY FOUNDATI	904767704	UNILEVER PLC ADR	1,730.00	53,422.40	50,204.96
108430E8009	DONLEY FOUNDATI	91912E105	VALE SA-SP ADR	1,380.00	47,706.60	19,885.97
108430E8009	DONLEY FOUNDATI	949746101	WELLS FARGO & COMPANY	2,730.00	84,602.70	69,485.86
108430E8009	DONLEY FOUNDATI	9934AA008	MELLON OPTIMA L/S STRATEGY F	1,352,977.38	1,352,977.38	1,250,000.00
108430E8009	DONLEY FOUNDATI	999D90717	LIAB-MELLON PRIVATE EQUITY F	50,000.00	0.00	0.00
108430E8009	DONLEY FOUNDATI	999100373	MELLON PRIVATE EQUITY FUND I	500,000.00	412,900.00	493,504.88
108430E8009	DONLEY FOUNDATI	999137425	MELLON PRIVATE EQUITY FUND V	200,000.00	200,040.00	185,739.43
TOTAL FOR ACCT#108430E8009					8,322,398.23	7,178,232.67

Attachment to Form 990PF Part VIII, Column (b) Title and average hours per week devoted to position

As Trustee, BNY Mellon, N.A. provides administrative services such as acting as investment manager for the named organization. These services require numerous individual bank employees' involvement in the activities of the organization and thus cannot be quantified on an hourly basis. Therefore, the Trustee's fees are not based upon an hourly basis but are calculated based upon factors such as the market value of the account and in accordance with our agreement with the client.

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
ALLENTOWN PUBLIC LIBRARY						NONE	PUBLIC	OPERATIONAL	25,000
BETHLEHEM AREA PUBLIC LIBRARY						NONE	PUBLIC	OPERATIONAL	25,000
BOYS AND GIRLS CLUB OF ALLENTOWN						NONE	PUBLIC	OPERATIONAL	10,000
CASA CENTRAL						NONE	PUBLIC	OPERATIONAL	10,000
CASA GUADALUPE CENTER						NONE	PUBLIC	EDUCATIONAL	5,000
CHILDREN'S LITERACY FOUNDATION						NONE	PUBLIC	OPERATIONAL	10,000

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

Recipient(s) paid during the year

Name					
COMMUNITY BIKE WORKS					
Street					
City		State	Zip Code	Foreign Country	
Relationship: NONE	Foundation Status: PUBLIC				
Purpose of grant/contribution: OPERATIONAL					Amount: 5,000

Name					
THE DA VINCI DISCOVERY CENTER OF SCIENCE AND TECHNOLOGY					
Street					
City		State	Zip Code	Foreign Country	
Relationship: NONE	Foundation Status: PUBLIC				
Purpose of grant/contribution: OPERATIONAL					Amount: 10,000

Name					
THE DREAM PROGRAM					
Street					
City		State	Zip Code	Foreign Country	
Relationship: NONE	Foundation Status: PUBLIC				
Purpose of grant/contribution: OPERATIONAL					Amount: 10,000

Name					
EVANSTON COMMUNITY DEFENDER OFFICES					
Street					
City		State	Zip Code	Foreign Country	
Relationship: NONE	Foundation Status: PUBLIC				
Purpose of grant/contribution: OPERATIONAL					Amount: 10,000

Name					
EVERYBODY WINS! VERMONT					
Street					
City		State	Zip Code	Foreign Country	
Relationship: NONE	Foundation Status: PUBLIC				
Purpose of grant/contribution: OPERATIONAL					Amount: 7,500

Name					
JUNIOR ACHIEVEMENT OF SOUTH					
Street					
City		State	Zip Code	Foreign Country	
Relationship: NONE	Foundation Status: PUBLIC				
Purpose of grant/contribution: OPERATIONAL					Amount: 10,000

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

Recipient(s) paid during the year

Name				
LEHIGH VALLEY SUMMERBRIDGE				
Street				
City	State	Zip Code	Foreign Country	
Relationship: NONE	Foundation Status: PUBLIC			
Purpose of grant/contribution: OPERATIONAL				Amount: 3,000

Name				
MONTSHIRE MUSEUM OF SCIENCE				
Street				
City	State	Zip Code	Foreign Country	
Relationship: NONE	Foundation Status: PUBLIC			
Purpose of grant/contribution: OPERATIONAL				Amount: 15,000

Name				
OPEN BOOKS, LTD				
Street				
City	State	Zip Code	Foreign Country	
Relationship: NONE	Foundation Status: PUBLIC			
Purpose of grant/contribution: OPERATIONAL				Amount: 10,000

Name				
PROVIDENCE ST MEL SCHOOL				
Street				
City	State	Zip Code	Foreign Country	
Relationship: NONE	Foundation Status: PUBLIC			
Purpose of grant/contribution: EDUCATIONAL				Amount: 10,000

Name				
VERMONT HUMANITIES COUNCIL				
Street				
City	State	Zip Code	Foreign Country	
Relationship: NONE	Foundation Status: PUBLIC			
Purpose of grant/contribution: OPERATIONAL				Amount: 10,000

Name				
VERMONT INSTITUTE OF NATURAL SCIENCE				
Street				
City	State	Zip Code	Foreign Country	
Relationship: NONE	Foundation Status: PUBLIC			
Purpose of grant/contribution: OPERATIONAL				Amount: 10,000

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

Recipient(s) paid during the year

Name				
YOUTH VENTURE				
Street				
City		State	Zip Code	Foreign Country
Relationship: NONE	Foundation Status: PUBLIC			
Purpose of grant/contribution: OPERATIONAL				Amount: 5,000

Name				
UNITED WAY OF YORK COUNTY				
Street				
City		State	Zip Code	Foreign Country
Relationship: NONE	Foundation Status: PUBLIC			
Purpose of grant/contribution: OPERATIONAL				Amount: 10,000

Name				
ALLENTOWN ART MUSEUM				
Street				
City		State	Zip Code	Foreign Country
Relationship: NONE	Foundation Status: PUBLIC			
Purpose of grant/contribution: OPERATIONAL				Amount: 5,000

Name				
BAUM SCHOOL OF ART				
Street				
City		State	Zip Code	Foreign Country
Relationship: NONE	Foundation Status: PUBLIC			
Purpose of grant/contribution: OPERATIONAL				Amount: 5,000

Name				
CIVIC THEATRE OF ALLENTOWN PA				
Street				
City		State	Zip Code	Foreign Country
Relationship: NONE	Foundation Status: PUBLIC			
Purpose of grant/contribution: OPERATIONAL				Amount: 10,000

Name				
COMMUNITY ACTION DEVELOPMENT				
Street				
City		State	Zip Code	Foreign Country
Relationship: NONE	Foundation Status: PUBLIC			
Purpose of grant/contribution: OPERATIONAL				Amount: 5,000

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

Recipient(s) paid during the year

Name				
THE FAMILY PLACE				
Street				
City		State	Zip Code	Foreign Country
Relationship: NONE	Foundation Status: PUBLIC			
Purpose of grant/contribution: OPERATIONAL				Amount: 10,000

Name				
GOOD BEGINNINGS OF THE UPPER VALLEY				
Street				
City		State	Zip Code	Foreign Country
Relationship: NONE	Foundation Status: PUBLIC			
Purpose of grant/contribution: OPERATIONAL				Amount: 10,000

Name				
ILLINOIS COLLEGE ADVISING CORPS				
Street				
City		State	Zip Code	Foreign Country
Relationship: NONE	Foundation Status: PUBLIC			
Purpose of grant/contribution: OPERATIONAL				Amount: 10,000

Name				
KIPP ASCEND CHARTER SCHOOL				
Street				
City		State	Zip Code	Foreign Country
Relationship: NONE	Foundation Status: PUBLIC			
Purpose of grant/contribution: EDUCATIONAL				Amount: 10,000

Name				
LEHIGH COUNTY CONFERENCE OF CHURCHES				
Street				
City		State	Zip Code	Foreign Country
Relationship: NONE	Foundation Status: PUBLIC			
Purpose of grant/contribution: OPERATIONAL				Amount: 10,000

Name				
LEHIGH VALLEY CHILDREN'S CENTERS INC				
Street				
City		State	Zip Code	Foreign Country
Relationship: NONE	Foundation Status: PUBLIC			
Purpose of grant/contribution: OPERATIONAL				Amount: 10,000

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
LITERACY CENTER						NONE	PUBLIC	OPERATIONAL	10,000
LITERACY VOLUNTEERS OF WESTERN COOK COUNTY						NONE	PUBLIC	OPERATIONAL	10,000
LOGOS ACADEMY						NONE	PUBLIC	OPERATIONAL	10,000
NORTHAMPTON AREA PUBLIC LIBRARY						NONE	PUBLIC	OPERATIONAL	5,000
PEACE CORNER YOUTH CENTER						NONE	PUBLIC	OPERATIONAL	10,000
PERFORMING ARTS FOR CHILDREN						NONE	PUBLIC	OPERATIONAL	5,000

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

Recipient(s) paid during the year

Name CHILDREN'S HOSPITAL OF DARTMOUTH				
Street				
City	State	Zip Code	Foreign Country	
Relationship NONE	Foundation Status PUBLIC			
Purpose of grant/contribution OPERATIONAL				Amount 10,000
Name ST LUKE'S NEIGHBORHOOD CENTER				
Street				
City	State	Zip Code	Foreign Country	
Relationship NONE	Foundation Status PUBLIC			
Purpose of grant/contribution OPERATIONAL				Amount 5,000
Name VALLEY YOUTH HOUSE				
Street				
City	State	Zip Code	Foreign Country	
Relationship NONE	Foundation Status PUBLIC			
Purpose of grant/contribution OPERATIONAL				Amount 10,000
Name YMCA OF YORK AND YORK COUNTY				
Street				
City	State	Zip Code	Foreign Country	
Relationship NONE	Foundation Status PUBLIC			
Purpose of grant/contribution OPERATIONAL				Amount 10,000
Name				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution				Amount 0
Name				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution				Amount 0

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

	Amount
Long Term CG Distributions	39,870
Short Term CG Distributions	-13,915

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	2,020,103	2,010,256	9,847
Other sales	0	0	0

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	Depreciation	Net Gain or Loss
1	X	VERTEX PHARMACEUTICALS	92532F100			3/5/2009		1/8/2010	6,906	4,754				2,152
2	X	VERTEX PHARMACEUTICALS	92532F100			3/6/2009		1/8/2010	4,468	3,068				1,400
3	X	VERTEX PHARMACEUTICALS	92532F100			3/6/2009		1/8/2010	2,846	1,972				874
4	X	VERTEX PHARMACEUTICALS	92532F100			3/6/2009		1/11/2010	1,223	837				386
5	X	VERTEX PHARMACEUTICALS	92532F100			3/6/2009		5/17/2010	1,114	837				277
6	X	VERTEX PHARMACEUTICALS	92532F100		X	3/6/2009		6/21/2010	1,101	837				264
7	X	VERTEX PHARMACEUTICALS	92532F100			11/3/2008		6/21/2010	2,935	2,183				752
8	X	VERTEX PHARMACEUTICALS	92532F100			10/30/2008		6/22/2010	5,054	3,434				1,620
9	X	VERTEX PHARMACEUTICALS	92532F100			10/31/2008		6/22/2010	9,746	7,001				2,745
10	X	VERTEX PHARMACEUTICALS	92532F100			11/3/2008		6/22/2010	1,624	1,228				396
11	X	VERTEX PHARMACEUTICALS	92532F100			11/3/2008		6/22/2010	548	409				139
12	X	VISA INC-CLASS A SHRS	92826C839			1/27/2009		5/17/2010	1,499	878				621
13	X	VISA INC-CLASS A SHRS	92826C839			1/27/2009		8/12/2010	11,066	6,669				4,397
14	X	VISA INC-CLASS A SHRS	92826C839			1/27/2009		8/12/2010	1,602	965				637
15	X	VISA INC-CLASS A SHRS	92826C839			1/27/2009		8/13/2010	2,251	1,360				891
16	X	VISA INC-CLASS A SHRS	92826C839			1/27/2009		8/13/2010	5,448	3,291				2,157
17	X	WELLS FARGO & COMPANY	949746101			3/5/2001		5/17/2010	1,871	1,489				382
18	X	WELLS FARGO & COMPANY	949746101			8/10/2010		11/12/2010	3,857	3,914				-57
19	X	WHIRLPOOL CORP	963320106			8/28/2009		5/17/2010	2,937	1,846				1,091
20	X	WHIRLPOOL CORP	963320106			8/28/2009		11/12/2010	1,475	1,319				156
21	X	WHIRLPOOL CORP	963320106			8/28/2009		11/22/2010	3,181	2,769				412
22	X	WHIRLPOOL CORP	963320106			8/28/2009		11/22/2010	833	723				110
23	X	WHIRLPOOL CORP	963320106			8/28/2009		11/22/2010	6,058	5,186				872
24	X	WHIRLPOOL CORP	963320106			8/31/2009		11/22/2010	12,041	10,374				1,667
25	X	WHIRLPOOL CORP	963320106			8/28/2009		11/22/2010	3,050	2,637				413
26	X	XTO ENERGY INC	98385X106			6/8/2004		5/17/2010	3,078	1,084				1,994
27	X	XTO ENERGY INC	98385X106			6/8/2004		6/11/2010	18,823	6,715				12,108
28	X	XTO ENERGY INC	98385X106			6/9/2004		6/11/2010	33,999	12,083				21,916
29	X	ACCENTURE PLC-CL A	G1151C101			2/27/2008		1/6/2010	31,953	27,532				4,421
30	X	ACCENTURE PLC-CL A	G1151C101			2/27/2008		1/6/2010	4,665	4,038				627
31	X	TYCO INTERNATIONAL LTD	H89128104			8/11/2008		5/17/2010	2,646	3,172				-526
32	X	TYCO INTERNATIONAL LTD	H89128104			2/6/2008		9/2/2010	6,533	6,982				-449
33	X	TYCO INTERNATIONAL LTD	H89128104			2/5/2008		9/2/2010	769	808				-39
34	X	TYCO INTERNATIONAL LTD	H89128104			8/11/2008		9/2/2010	3,459	4,078				-619
35	X	TYCO INTERNATIONAL LTD	H89128104			2/6/2008		9/2/2010	1,153	1,232				-79
36	X	TYCO INTERNATIONAL LTD	H89128104			8/11/2008		9/2/2010	3,850	4,531				-681
37	X	TYCO INTERNATIONAL LTD	H89128104			2/5/2008		11/12/2010	1,881	2,019				-138
38	X	AOL INC	00184X105			12/4/2008		1/4/2010	1,914	1,299				615
39	X	AT & T INC	00206R102			1/23/2007		5/17/2010	3,041	4,252				-1,211
40	X	AT & T INC	00206R102			1/23/2007		11/12/2010	3,100	3,898				-798
41	X	ALLIANCE DATA SYS CORP	018581108			7/23/2008		5/17/2010	2,823	2,523				300
42	X	ALLIANCE DATA SYS CORP	018581108			7/23/2008		11/12/2010	1,853	1,893				-40
43	X	ALLSCRIPTS HEALTHCARE S	01988P108			8/17/2010		11/12/2010	1,276	1,210				66
44	X	PEPSICO INC	713448108			2/4/2005		11/12/2010	2,580	2,204				376
45	X	PFIZER INC	717081103			5/17/2002		5/17/2010	3,657	6,387				-2,730
46	X	PFIZER INC	717081103			5/17/2002		11/12/2010	4,549	7,498				-2,949
47	X	PHILIP MORRIS INTERNAT-W	718172109			1/23/2007		5/17/2010	1,836	1,833				3
48	X	PHILIP MORRIS INTERNAT-W	718172109			1/23/2007		11/12/2010	3,560	2,749				811
49	X	PRAXAIR INC	74005P104			2/8/2005		5/17/2010	767	447				320
50	X	PRAXAIR INC	74005P104			2/8/2005		11/12/2010	1,824	895				929

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

	Amount
Long Term CG Distributions	39,870
Short Term CG Distributions	-13,915

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	2,020,103	2,010,256	9,847
Other sales	0	0	0

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	Depreciation	Net Gain or Loss
51	X	PROCTER & GAMBLE CO	742718109			2/1/2002		5/17/2010	2,515	1,643				872
52	X	PROCTER & GAMBLE CO	742718109			2/1/2002		11/12/2010	2,561	1,643				918
53	X	PUBLIC SVC ENTERPRISE GR	744573106			1/5/2010		5/17/2010	1,572	1,682				-110
54	X	PUBLIC SVC ENTERPRISE GR	744573106			1/5/2010		11/12/2010	3,157	3,363				-206
55	X	QUALCOMM INC	747525103			1/6/2010		4/23/2010	23,481	29,795				-6,314
56	X	QUALCOMM INC	747525103			1/6/2010		5/17/2010	1,479	1,922				-443
57	X	QUALCOMM INC	747525103			1/6/2010		11/12/2010	3,294	3,364				-70
58	X	RAYTHEON CO	755111507			10/7/2008		5/17/2010	560	520				40
59	X	RAYTHEON CO	755111507			10/7/2008		11/12/2010	924	1,040				-116
60	X	SCHWAB CHARLES CORP NE	808513105			11/21/2008		5/17/2010	340	304				36
61	X	SCHWAB CHARLES CORP NE	808513105			11/20/2008		5/17/2010	340	304				36
62	X	SCHWAB CHARLES CORP NE	808513105			11/20/2008		11/12/2010	753	761				-8
63	X	SEMPRA ENERGY	816851109			2/27/2007		1/6/2010	28,349	32,234				-3,885
64	X	SEMPRA ENERGY	816851109			2/26/2007		1/6/2010	976	1,106				-130
65	X	SEMPRA ENERGY	816851109			2/27/2007		1/6/2010	19,443	22,065				-2,622
66	X	SEMPRA ENERGY	816851109			2/26/2007		1/7/2010	1,560	1,781				-221
67	X	SEMPRA ENERGY	816851109			2/26/2007		1/7/2010	3,228	3,684				-456
68	X	SEMPRA ENERGY	816851109			2/26/2007		1/7/2010	1,937	2,212				-275
69	X	SEMPRA ENERGY	816851109			2/26/2007		1/7/2010	4,628	5,283				-655
70	X	TARGET CORP	87612E106			6/1/2009		5/17/2010	2,748	2,078				670
71	X	TARGET CORP	87612E106			6/1/2009		8/9/2010	12,781	9,976				2,805
72	X	TARGET CORP	87612E106			6/1/2009		11/12/2010	3,244	2,494				750
73	X	TEXTRON INC	883203101			3/17/2006		5/17/2010	1,087	2,335				-1,248
74	X	TEXTRON INC	883203101			3/17/2006		11/12/2010	1,698	3,736				-2,038
75	X	THERMO FISHER SCIENTIFIC	883556102			1/23/2007		5/17/2010	2,615	2,420				195
76	X	THERMO FISHER SCIENTIFIC	883556102			1/23/2007		11/12/2010	1,041	968				73
77	X	THERMO FISHER SCIENTIFIC	883556102			3/7/2007		11/12/2010	1,561	1,361				200
78	X	TIME WARNER INC	887317303			1/8/2010		7/1/2010	7,989	8,021				-32
79	X	TIME WARNER INC	887317303			1/11/2010		7/1/2010	7,418	7,572				-154
80	X	TIME WARNER INC	887317303			12/4/2008		7/1/2010	4,565	3,190				1,375
81	X	TIME WARNER INC	887317303			12/4/2008		11/12/2010	1,226	797				429
82	X	UNILEVER PLC ADR	904767704			12/14/2009		5/17/2010	1,085	1,236				-151
83	X	UNILEVER PLC ADR	904767704			12/14/2009		11/12/2010	2,677	2,782				-105
84	X	VALE SA-SP ADR	91912E105			5/10/2006		5/17/2010	1,581	865				716
85	X	VALE SA-SP ADR	91912E105			5/10/2006		11/12/2010	2,250	1,009				1,241
86	X	JUNIPER NETWORKS INC	48203R104			10/28/2008		1/6/2010	3,107	2,137				970
87	X	JUNIPER NETWORKS INC	48203R104			2/23/2009		1/6/2010	14,242	8,131				6,111
88	X	JUNIPER NETWORKS INC	48203R104			10/28/2008		1/6/2010	2,078	1,425				653
89	X	KBR INC	48242W106			1/23/2007		5/17/2010	1,114	939				175
90	X	KBR INC	48242W106			1/23/2007		9/7/2010	2,329	1,804				525
91	X	KBR INC	48242W106			1/23/2007		9/8/2010	2,949	2,274				675
92	X	KBR INC	48242W106			1/23/2007		9/9/2010	269	207				62
93	X	KBR INC	48242W106			1/23/2007		9/9/2010	1,715	1,315				400
94	X	KBR INC	48242W106			1/23/2007		9/10/2010	1,735	1,334				401
95	X	KBR INC	48242W106			12/12/2008		9/10/2010	2,810	1,712				1,098
96	X	KBR INC	48242W106			12/12/2008		9/13/2010	10,048	6,132				3,916
97	X	KBR INC	48242W106			12/12/2008		9/13/2010	1,612	967				645
98	X	KBR INC	48242W106			12/12/2008		9/13/2010	2,170	1,310				860
99	X	LIMITED BRANDS INC	532716107			10/6/2009		5/17/2010	1,999	1,446				553
100	X	LIMITED BRANDS INC	532716107			10/6/2009		11/12/2010	1,574	904				670
101	X	LIMITED BRANDS INC	532716107			10/6/2009		11/12/2010	1,574	903				671

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

	Amount
Long Term CG Distributions	39,870
Short Term CG Distributions	-13,915

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	2,020,103	2,010,256	9,847
Other sales	0	0	0

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	Depreciation	Net Gain or Loss
102	X	LIMITED BRANDS INC	532716107			10/6/2009		11/22/2010	6,250	3,431				2,819
103	X	MCKESSON CORPORATION	58155Q103			1/5/2010		5/17/2010	2,027	1,905				122
104	X	MCKESSON CORPORATION	58155Q103			1/5/2010		11/12/2010	2,595	2,540				55
105	X	MEDTRONIC INC	585055106			5/6/2004		5/17/2010	1,259	1,534				-275
106	X	MEDTRONIC INC	585055106			5/6/2004		11/12/2010	1,381	2,045				-664
107	X	MERCK & CO INC	58933Y105			3/13/2009		5/17/2010	3,233	2,744				489
108	X	MERCK & CO INC	58933Y105			3/13/2009		9/20/2010	2,763	2,086				677
109	X	MERCK & CO INC	58933Y105			3/13/2009		9/20/2010	13,227	9,990				3,237
110	X	MERCK & CO INC	58933Y105			3/13/2009		11/12/2010	337	267				70
111	X	MERCK & CO INC	58933Y105			1/23/2007		11/12/2010	2,434	1,768				666
112	X	MICROSOFT CORPORATION	594918104			1/21/2010		5/17/2010	3,442	3,621				-179
113	X	MICROSOFT CORPORATION	594918104			1/21/2010		11/12/2010	3,664	4,225				-561
114	X	MORGAN STANLEY	617446448			5/21/2009		5/17/2010	1,866	1,971				-105
115	X	MORGAN STANLEY	617446448			5/21/2009		11/12/2010	1,529	1,689				-160
116	X	MOTOROLA INC	620076109			8/12/2010		11/12/2010	716	725				-9
117	X	NEWELL RUBBERMAID INC	651229106			9/20/2010		11/12/2010	1,539	1,579				-40
118	X	NEWS CORP INC	65248E203			11/6/2007		5/17/2010	3,061	4,265				-1,204
119	X	NEWS CORP INC	65248E203			11/6/2007		11/12/2010	3,180	4,490				-1,310
120	X	NEXTERA ENERGY INC	65339F101			8/24/2010		11/12/2010	1,604	1,641				-37
121	X	NORDSTROM INC	655664100			8/9/2010		11/12/2010	1,237	1,049				188
122	X	NORFOLK SOUTHERN CORP	655844108			11/4/2009		5/17/2010	1,138	997				141
123	X	NORFOLK SOUTHERN CORP	655844108			11/4/2009		11/12/2010	2,423	1,994				429
124	X	NORTEL NETWORKS CORP	656568508			7/25/2008		4/12/2010	17	0				17
125	X	OCCIDENTAL PETROLEUM C(	674599105			4/23/2009		5/17/2010	795	555				240
126	X	OCCIDENTAL PETROLEUM C(	674599105			6/11/2010		11/12/2010	4,328	4,222				106
127	X	OMNICOM GROUP INC	681919106			1/23/2007		5/17/2010	1,622	2,089				-467
128	X	OMNICOM GROUP INC	681919106			1/23/2007		11/12/2010	1,834	2,089				-255
129	X	ORACLE CORP	68389X105			1/23/2007		5/17/2010	2,582	1,885				697
130	X	ORACLE CORP	68389X105			9/30/2010		11/12/2010	4,233	4,058				175
131	X	PARKER HANNIFIN CORP	701094104			12/24/2008		5/17/2010	2,602	1,575				1,027
132	X	PARKER HANNIFIN CORP	701094104			12/24/2008		6/18/2010	3,051	1,969				1,082
133	X	PARKER HANNIFIN CORP	701094104			12/23/2008		6/18/2010	7,933	5,059				2,874
134	X	PARKER HANNIFIN CORP	701094104			12/23/2008		6/21/2010	20,358	12,841				7,517
135	X	PEPSICO INC	713448108			2/4/2005		5/17/2010	3,982	3,306				676
136	X	AMERICAN EXPRESS CO	025816109			6/21/2010		11/12/2010	2,554	2,549				5
137	X	AMERIPRISE FINANCIAL INC	03076C106			1/21/2009		5/17/2010	1,274	575				699
138	X	AMERIPRISE FINANCIAL INC	03076C106			1/21/2009		11/12/2010	1,577	575				1,002
139	X	AMGEN INC	031162100			10/29/2008		2/12/2010	12,961	13,832				-871
140	X	AMGEN INC	031162100			10/28/2008		2/12/2010	2,254	2,333				-79
141	X	AMGEN INC	031162100			10/28/2008		5/17/2010	1,086	1,166				-80
142	X	AMGEN INC	031162100			10/28/2008		8/10/2010	7,249	7,582				-333
143	X	AMGEN INC	031162100			10/28/2008		8/11/2010	1,615	1,750				-135
144	X	AMGEN INC	031162100			4/24/2009		8/11/2010	17,228	15,851				1,377
145	X	AMGEN INC	031162100			4/24/2009		8/11/2010	3,230	2,928				302
146	X	AMYLIN PHARMACEUTICALS	032346108			5/6/2010		5/17/2010	501	552				-51
147	X	AMYLIN PHARMACEUTICALS	032346108			6/21/2010		11/12/2010	1,327	1,968				-641
148	X	ANADARKO PETROLEUM COF	032511107			6/18/2010		11/12/2010	1,266	851				415
149	X	APACHE CORP	037411105			1/23/2007		5/17/2010	1,874	1,395				479
150	X	APACHE CORP	037411105			1/23/2007		11/12/2010	3,265	2,092				1,173
151	X	APPLE INC	037833100			7/8/2008		1/21/2010	31,282	26,544				4,738
152	X	APPLE INC	037833100			4/23/2010		5/17/2010	4,749	5,142				-393

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

	Amount
Long Term CG Distributions	39,870
Short Term CG Distributions	-13,915

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	2,020,103	2,010,256	9,847
Other sales	0	0	0

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	Depreciation	Net Gain or Loss
153	X	APPLE INC	037833100			4/23/2010		11/12/2010	6,462	5,683				779
154	X	AUTOLIV INC	052800109			6/10/2009		5/17/2010	1,451	942				509
155	X	AUTOLIV INC	052800109			6/10/2009		9/20/2010	10,475	5,340				5,135
156	X	AUTOLIV INC	052800109			6/10/2009		9/20/2010	4,312	2,199				2,113
157	X	AUTOLIV INC	052800109			5/29/2009		11/12/2010	1,450	549				901
158	X	BNY MELLON SMALL CAP STI	05569M806			1/12/2001		7/23/2010	89,369	111,251				-21,882
159	X	BNY MELLON INTERNATIONA	05569M871			11/16/1994		7/23/2010	106,611	134,613				-28,002
160	X	BNY MELLON INTERNATIONA	05569M871			1/17/1995		7/23/2010	83,711	101,426				-17,715
161	X	BNY MELLON INTERNATIONA	05569M871			5/16/1995		7/23/2010	77,850	99,804				-21,954
162	X	GAP INC	364760108			1/12/2010		7/7/2010	9,601	9,863				-262
163	X	GENERAL ELECTRIC COMPAI	369604103			3/17/1980		5/17/2010	3,087	100				2,987
164	X	GENERAL ELECTRIC COMPAI	369604103			3/17/1980		11/12/2010	2,735	94				2,641
165	X	GOOGLE INC - CL A	38259P508			8/21/2009		5/17/2010	4,002	3,714				288
166	X	GOOGLE INC - CL A	38259P508			8/21/2009		11/12/2010	4,216	3,250				966
167	X	HALLIBURTON CO	406216101			1/23/2007		5/17/2010	1,354	1,494				-140
168	X	HALLIBURTON CO	406216101			1/23/2007		11/12/2010	1,775	1,494				281
169	X	HESS CORP	42809H107			3/17/2009		5/17/2010	2,171	2,459				-288
170	X	HESS CORP	42809H107			3/17/2009		11/12/2010	3,467	3,074				393
171	X	HEWLETT PACKARD CO	428236103			9/4/2009		5/17/2010	3,283	3,133				150
172	X	HEWLETT PACKARD CO	428236103			8/21/2009		8/11/2010	25,725	27,963				-2,238
173	X	HEWLETT PACKARD CO	428236103			8/21/2009		8/11/2010	8,558	9,321				-763
174	X	HEWLETT PACKARD CO	428236103			8/21/2009		8/12/2010	18,470	20,418				-1,948
175	X	HEWLETT PACKARD CO	428236103			9/3/2009		8/12/2010	4,015	4,435				-420
176	X	HOME DEPOT INC	437076102			8/28/2009		5/17/2010	3,468	2,772				696
177	X	HOME DEPOT INC	437076102			8/28/2009		5/20/2010	6,902	5,822				1,080
178	X	HOME DEPOT INC	437076102			8/28/2009		5/20/2010	4,957	4,158				799
179	X	HOME DEPOT INC	437076102			9/11/2009		5/20/2010	12,557	10,429				2,128
180	X	HOME DEPOT INC	437076102			9/11/2009		5/20/2010	5,618	4,655				963
181	X	HOME DEPOT INC	437076102			9/11/2009		5/27/2010	5,835	4,639				1,196
182	X	HOME DEPOT INC	437076102			9/11/2009		5/27/2010	3,432	2,720				712
183	X	HOME DEPOT INC	437076102			9/11/2009		5/27/2010	8,924	7,049				1,875
184	X	HOME DEPOT INC	437076102			9/11/2009		5/27/2010	2,059	1,643				416
185	X	HOME DEPOT INC	437076102			11/20/2008		5/27/2010	2,059	1,152				907
186	X	HOME DEPOT INC	437076102			11/20/2008		11/12/2010	1,567	960				607
187	X	HONEYWELL INTL INC	438516106			1/14/2004		5/17/2010	2,243	1,800				443
188	X	HONEYWELL INTL INC	438516106			1/14/2004		11/12/2010	2,359	1,800				559
189	X	HOSPIRA INC	441060100			6/1/2007		5/17/2010	2,601	2,034				567
190	X	HOSPIRA INC	441060100			6/1/2007		11/12/2010	2,320	1,627				693
191	X	HUMAN GENOME SCIENCES	444903108			2/12/2010		5/17/2010	1,939	2,320				-381
192	X	HUMAN GENOME SCIENCES	444903108			2/12/2010		11/12/2010	1,668	2,030				-362
193	X	INFORMATICA CORP	45666Q102			8/16/2010		11/12/2010	1,187	945				242
194	X	INTERNATIONAL BUSINESS M	459200101			1/23/2008		5/17/2010	3,102	2,550				552
195	X	INTERNATIONAL BUSINESS M	459200101			8/11/2010		11/12/2010	3,880	3,512				368
196	X	JPMORGAN CHASE & CO	46625H100			2/6/2009		5/17/2010	3,506	2,460				1,046
197	X	JPMORGAN CHASE & CO	46625H100			2/6/2009		11/12/2010	3,942	2,734				1,208
198	X	EXXON MOBIL CORP	30231G102			3/11/1988		11/12/2010	4,934	743				4,191
199	X	FEDEX CORP	31428X106			10/31/2008		5/17/2010	844	654				190
200	X	FEDEX CORP	31428X106			10/31/2008		6/16/2010	22,095	18,326				3,769
201	X	FEDEX CORP	31428X106			11/20/2008		6/16/2010	6,313	4,730				1,583
202	X	FEDEX CORP	31428X106			11/21/2008		6/16/2010	1,578	1,128				450
203	X	FIRST HORIZON NATIONAL C	320517105			10/14/2008		1/19/2010	3,211	2,465				746

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

	Amount
Long Term CG Distributions	39,870
Short Term CG Distributions	-13,915

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	2,020,103	2,010,256	9,847
Other sales	0	0	0

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	Depreciation	Net Gain or Loss
204	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		1/19/2010	2,581	2,045				536
205	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		1/19/2010	9,810	7,788				2,022
206	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		1/19/2010	280	223				57
207	X	FIRST HORIZON NATIONAL C	320517105			10/14/2008		1/19/2010	3,336	2,587				749
208	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		1/19/2010	3,939	3,151				788
209	X	FIRST HORIZON NATIONAL C	320517105			10/14/2008		1/19/2010	2,685	2,074				611
210	X	FIRST HORIZON NATIONAL C	320517105			10/14/2008		1/19/2010	1,816	1,391				425
211	X	FIRST HORIZON NATIONAL C	320517105			10/14/2008		1/28/2010	9	7				2
212	X	FRANKLIN RES INC	354613101			1/21/2009		5/17/2010	1,364	665				699
213	X	FRANKLIN RES INC	354613101			1/21/2009		11/12/2010	1,410	613				797
214	X	GAP INC	364760108			1/11/2010		5/17/2010	1,822	1,647				175
215	X	GAP INC	364760108			1/8/2010		7/7/2010	10,127	10,618				-491
216	X	GAP INC	364760108			1/8/2010		7/7/2010	604	630				-26
217	X	GAP INC	364760108			1/11/2010		7/7/2010	9,465	9,945				-480
218	X	GAP INC	364760108			1/11/2010		7/7/2010	1,168	1,235				-67
219	X	BNY MELLON INTERNATIONA	05569M871			1/12/2001		7/23/2010	363,169	488,620				-125,451
220	X	BANK OF AMERICA CORP	060505104			5/6/2010		5/17/2010	3,675	3,733				-58
221	X	BANK OF AMERICA CORP	060505104			5/6/2010		11/12/2010	3,500	4,707				-1,207
222	X	BLACKROCK INC	09247X101			4/24/2009		5/17/2010	1,846	1,654				192
223	X	BLACKROCK INC	09247X101			4/24/2009		9/13/2010	3,025	3,007				18
224	X	BLACKROCK INC	09247X101			4/24/2009		9/13/2010	2,860	2,856				4
225	X	BLACKROCK INC	09247X101			4/24/2009		9/14/2010	5,535	5,412				123
226	X	BLACKROCK INC	09247X101			4/24/2009		9/14/2010	6,749	6,615				134
227	X	CIGNA CORP	125509109			6/19/2009		5/17/2010	994	749				245
228	X	CIGNA CORP	125509109			6/19/2009		11/12/2010	1,115	749				366
229	X	CVS CAREMARK CORP	126650100			10/30/2007		1/8/2010	9,162	11,190				-2,028
230	X	CVS CAREMARK CORP	126650100			10/30/2007		1/8/2010	4,073	4,974				-901
231	X	CVS CAREMARK CORP	126650100			4/25/2007		1/11/2010	3,044	3,292				-248
232	X	CVS CAREMARK CORP	126650100			4/24/2007		1/11/2010	2,709	2,938				-229
233	X	CVS CAREMARK CORP	126650100			10/30/2007		1/11/2010	10,158	12,434				-2,276
234	X	CVS CAREMARK CORP	126650100			4/25/2007		1/11/2010	5,079	5,487				-408
235	X	CVS CAREMARK CORP	126650100			4/25/2007		5/17/2010	1,767	1,829				-62
236	X	CVS CAREMARK CORP	126650100			4/25/2007		6/21/2010	14,913	17,192				-2,279
237	X	CVS CAREMARK CORP	126650100			4/25/2007		6/21/2010	637	732				-95
238	X	CVS CAREMARK CORP	126650100			4/25/2007		6/21/2010	3,174	3,658				-484
239	X	CVS CAREMARK CORP	126650100			4/25/2007		8/17/2010	7,196	9,145				-1,949
240	X	CVS CAREMARK CORP	126650100			4/24/2007		8/17/2010	2,878	3,639				-761
241	X	CVS CAREMARK CORP	126650100			4/24/2007		11/12/2010	601	728				-127
242	X	CAPITAL ONE FINANCIAL COR	14040H105			1/19/2010		5/17/2010	1,247	1,282				-35
243	X	CAPITAL ONE FINANCIAL COR	14040H105			1/19/2010		11/12/2010	2,718	2,992				-274
244	X	CATERPILLAR INC	149123101			6/16/2010		11/12/2010	2,410	1,930				480
245	X	CHUBB CORP	171232101			1/23/2007		5/17/2010	1,541	1,580				-39
246	X	CHUBB CORP	171232101			1/23/2007		11/12/2010	1,739	1,580				159
247	X	CISCO SYSTEMS INC	17275R102			7/18/2008		3/3/2010	11,072	9,741				1,331
248	X	CISCO SYSTEMS INC	17275R102			7/23/2008		3/3/2010	5,409	4,844				565
249	X	CISCO SYSTEMS INC	17275R102			7/18/2008		11/12/2010	7,555	8,010				-455
250	X	CISCO SYSTEMS INC	17275R102			10/26/1993		11/12/2010	5,105	340				4,765
251	X	CISCO SYSTEMS INC	17275R102			7/18/2008		11/12/2010	9,455	9,958				-503
252	X	CISCO SYSTEMS INC	17275R102			10/26/1993		11/12/2010	1,806	122				1,684
253	X	COCA COLA ENTERPRISES IN	191219104			6/15/2007		5/6/2010	21,474	19,127				2,347
254	X	COCA COLA ENTERPRISES IN	191219104			6/18/2007		5/6/2010	1,294	1,151				143

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

	Amount
Long Term CG Distributions	39,870
Short Term CG Distributions	-13,915

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	2,020,103	2,010,256	9,847
Other sales	0	0	0

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	Depreciation	Net Gain or Loss
255	X	COCA COLA ENTERPRISES IN	191219104			6/19/2007		5/6/2010	14,229	12,832				1,397
256	X	COMERICA INC	200340107			9/9/2010		11/12/2010	1,861	1,872				-11
257	X	CONOCOPHILLIPS	20825C104			11/15/2001		5/17/2010	2,175	1,029				1,146
258	X	CONOCOPHILLIPS	20825C104			11/15/2001		11/12/2010	3,095	1,286				1,809
259	X	CUMMINS INC	231021106			5/1/2009		5/17/2010	1,244	615				629
260	X	CUMMINS INC	231021106			5/1/2009		5/17/2010	829	410				419
261	X	CUMMINS INC	231021106			5/1/2009		9/7/2010	8,510	3,584				4,926
262	X	CUMMINS INC	231021106			5/1/2009		9/7/2010	810	341				469
263	X	CUMMINS INC	231021106			5/1/2009		9/7/2010	406	171				235
264	X	CUMMINS INC	231021106			5/1/2009		11/12/2010	2,791	1,024				1,767
265	X	DANAHER CORP	235851102			3/14/2005		5/17/2010	837	548				289
266	X	DANAHER CORP	235851102			3/14/2005		11/12/2010	1,303	821				482
267	X	DU PONT (E I) DE NEMOURS	263534109			4/14/2009		5/17/2010	1,108	804				304
268	X	DU PONT (E I) DE NEMOURS	263534109			4/14/2009		11/12/2010	1,391	804				587
269	X	E M C CORP MASS	268648102			4/23/2010		5/17/2010	2,957	3,197				-240
270	X	E M C CORP MASS	268648102			4/23/2010		9/30/2010	2,436	2,398				38
271	X	E M C CORP MASS	268648102			7/30/2009		9/30/2010	34,104	26,200				7,904
272	X	E M C CORP MASS	268648102			4/23/2010		9/30/2010	4,467	4,396				71
273	X	E M C CORP MASS	268648102			7/30/2009		11/12/2010	1,295	936				359
274	X	ENERGIZER HLDGS INC	29266R108			11/12/2010		11/12/2010	1,386	1,390				-4
275	X	EXELON CORP	30161N101			1/17/2001		5/17/2010	1,638	1,181				457
276	X	EXELON CORP	30161N101			1/17/2001		8/24/2010	886	650				236
277	X	CISCO SYSTEMS INC	17275R102			7/18/2008		3/3/2010	246	216				30
278	X	CISCO SYSTEMS INC	17275R102			7/18/2008		5/17/2010	3,431	3,031				400
279	X	EXELON CORP	30161N101			1/17/2001		8/24/2010	1,970	1,447				523
280	X	EXELON CORP	30161N101			1/17/2001		8/24/2010	29,276	21,523				7,753
281	X	EXXON MOBIL CORP	30231G102			3/11/1988		5/17/2010	4,374	743				3,631
282														
283														
284														

Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		-5,748	-14,624	0
1	FED TAX REFUND	8,876		
2	MELLON OPTIMA - ORDINARY BUSINE	-13,047	-13,047	
3	PRIVATE EQUITY FUND - ORDINARY B	-1,577	-1,577	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 18 (990-PF) - Taxes

		3,290	2,290	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	2,290	2,290		
2	PY TAXES PAID	1,000			
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		78,292	71,292	0	7,000
1	Amortization See attached statement	0	0	0	0
2	ADR FEES	32,507	32,507		
3	PARTNERSHIP EXPENSES	45,785	38,785		7,000
4					
5					
6					
7					
8					
9					
10					

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

			7,338,794	6,974,235	8,118,400
	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	OTHER ASSETS	AT COST	7,338,794	6,974,235	8,118,400
2					
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	PARTNERSHIP DISTRIBUTIONS	1	42,013
2	PARTNER BASIS ADJUSTMENT	2	3,333
3	Total	3	45,346

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

	Amount
Long Term CG Distributions	39,870
Short Term CG Distributions	-13,915

	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	F M V 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
					Totals	1,967,250	0	2,010,258	-43,008	0	0	0	-43,008
1	VERTEX PHARMACEUTICALS INC	92532F100		3/5/2009	1/8/2010	6,906	0	4,754	2,152			0	2,152
2	VERTEX PHARMACEUTICALS INC	92532F100		3/6/2009	1/8/2010	4,468	0	3,068	1,400			0	1,400
3	VERTEX PHARMACEUTICALS INC	92532F100		3/6/2009	1/8/2010	2,846	0	1,972	874			0	874
4	VERTEX PHARMACEUTICALS INC	92532F100		3/6/2009	1/11/2010	1,223	0	837	386			0	386
5	VERTEX PHARMACEUTICALS INC	92532F100		3/6/2009	5/17/2010	1,114	0	837	277			0	277
6	VERTEX PHARMACEUTICALS INC	92532F100		3/6/2009	6/21/2010	1,101	0	837	264			0	264
7	VERTEX PHARMACEUTICALS INC	92532F100		11/3/2008	6/21/2010	2,935	0	2,183	752			0	752
8	VERTEX PHARMACEUTICALS INC	92532F100		10/30/2008	6/22/2010	5,054	0	3,434	1,620			0	1,620
9	VERTEX PHARMACEUTICALS INC	92532F100		10/31/2008	6/22/2010	9,746	0	7,001	2,745			0	2,745
10	VERTEX PHARMACEUTICALS INC	92532F100		11/3/2008	6/22/2010	1,624	0	1,228	396			0	396
11	VERTEX PHARMACEUTICALS INC	92532F100		11/3/2008	6/22/2010	548	0	409	139			0	139
12	VISA INC-CLASS A SHRS	92826C839		1/27/2009	5/17/2010	1,499	0	878	621			0	621
13	VISA INC-CLASS A SHRS	92826C839		1/27/2009	8/12/2010	11,066	0	6,669	4,397			0	4,397
14	VISA INC-CLASS A SHRS	92826C839		1/27/2009	8/12/2010	1,602	0	965	637			0	637
15	VISA INC-CLASS A SHRS	92826C839		1/27/2009	8/13/2010	2,251	0	1,360	891			0	891
16	VISA INC-CLASS A SHRS	92826C839		1/27/2009	8/13/2010	5,448	0	3,291	2,157			0	2,157
17	WELLS FARGO & COMPANY	949746101		3/5/2001	5/17/2010	1,871	0	1,489	382			0	382
18	WELLS FARGO & COMPANY	949746101		8/10/2010	11/12/2010	3,857	0	3,914	-57			0	-57
19	WHIRLPOOL CORP	963320106		8/28/2009	5/17/2010	2,937	0	1,846	1,091			0	1,091
20	WHIRLPOOL CORP	963320106		8/28/2009	11/12/2010	1,475	0	1,319	156			0	156
21	WHIRLPOOL CORP	963320106		8/28/2009	11/22/2010	3,181	0	2,769	412			0	412
22	WHIRLPOOL CORP	963320106		8/28/2009	11/22/2010	833	0	723	110			0	110
23	WHIRLPOOL CORP	963320106		8/28/2009	11/22/2010	6,058	0	5,186	872			0	872
24	WHIRLPOOL CORP	963320106		8/31/2009	11/22/2010	12,041	0	10,374	1,667			0	1,667
25	WHIRLPOOL CORP	963320106		8/28/2009	11/22/2010	3,050	0	2,637	413			0	413
26	XTO ENERGY INC	98385X106		6/8/2004	5/17/2010	3,078	0	1,084	1,994			0	1,994
27	XTO ENERGY INC	98385X106		6/8/2004	6/11/2010	18,823	0	6,715	12,108			0	12,108
28	XTO ENERGY INC	98385X106		6/9/2004	6/11/2010	33,999	0	12,083	21,916			0	21,916
29	ACCENTURE PLC-CL A	G1151C101		2/27/2008	1/6/2010	31,953	0	27,532	4,421			0	4,421
30	ACCENTURE PLC-CL A	G1151C101		2/27/2008	1/6/2010	4,665	0	4,038	627			0	627
31	TYCO INTERNATIONAL LTD	H89128104		8/11/2008	5/17/2010	2,646	0	3,172	-526			0	-526
32	TYCO INTERNATIONAL LTD	H89128104		2/6/2008	9/2/2010	6,533	0	6,982	-449			0	-449
33	TYCO INTERNATIONAL LTD	H89128104		2/5/2008	9/2/2010	769	0	808	-39			0	-39
34	TYCO INTERNATIONAL LTD	H89128104		8/11/2008	9/2/2010	3,459	0	4,078	-619			0	-619
35	TYCO INTERNATIONAL LTD	H89128104		2/6/2008	9/2/2010	1,153	0	1,232	-79			0	-79
36	TYCO INTERNATIONAL LTD	H89128104		8/11/2008	9/2/2010	3,850	0	4,531	-681			0	-681
37	TYCO INTERNATIONAL LTD	H89128104		2/5/2008	11/12/2010	1,881	0	2,019	-138			0	-138
38	AOL INC	00184X105		12/4/2008	1/4/2010	1,914	0	1,299	615			0	615
39	AT & T INC	00206R102		1/23/2007	5/17/2010	3,041	0	4,252	-1,211			0	-1,211
40	AT & T INC	00206R102		1/23/2007	11/12/2010	3,100	0	3,898	-798			0	-798
41	ALLIANCE DATA SYS CORP	018581108		7/23/2008	5/17/2010	2,823	0	2,523	300			0	300
42	ALLIANCE DATA SYS CORP	018581108		7/23/2008	11/12/2010	1,853	0	1,893	-40			0	-40
43	ALLSCRIPTS HEALTHCARE SOLUTIONS	01988P108		8/17/2010	11/12/2010	1,276	0	1,210	66			0	66
44	PEPSICO INC	713448108		2/4/2005	11/12/2010	2,580	0	2,204	376			0	376
45	PFIZER INC	717081103		5/17/2002	5/17/2010	3,657	0	6,387	-2,730			0	-2,730
46	PFIZER INC	717081103		5/17/2002	11/12/2010	4,549	0	7,498	-2,949			0	-2,949
47	PHILIP MORRIS INTERNAT-W/I	718172109		1/23/2007	5/17/2010	1,836	0	1,833	3			0	3
48	PHILIP MORRIS INTERNAT-W/I	718172109		1/23/2007	11/12/2010	3,560	0	2,749	811			0	811
49	PRAXAIR INC	74005P104		2/8/2005	5/17/2010	767	0	447	320			0	320
50	PRAXAIR INC	74005P104		2/8/2005	11/12/2010	1,824	0	895	929			0	929
51	PROCTER & GAMBLE CO	742718109		2/1/2002	5/17/2010	2,515	0	1,643	872			0	872
52	PROCTER & GAMBLE CO	742718109		2/1/2002	11/12/2010	2,561	0	1,643	918			0	918
53	PUBLIC SVC ENTERPRISE GROUP INC	744573106		1/5/2010	5/17/2010	1,572	0	1,682	-110			0	-110
54	PUBLIC SVC ENTERPRISE GROUP INC	744573106		1/5/2010	11/12/2010	3,157	0	3,363	-206			0	-206
55	QUALCOMM INC	747525103		1/6/2010	4/23/2010	23,481	0	29,795	-6,314			0	-6,314
56	QUALCOMM INC	747525103		1/6/2010	5/17/2010	1,479	0	1,922	-443			0	-443
57	QUALCOMM INC	747525103		1/6/2010	11/12/2010	3,294	0	3,364	-70			0	-70

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

	Amount
Long Term CG Distributions	39,870
Short Term CG Distributions	-13,915

	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	F M V 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
					Totals	1,967,250	0	2,010,258	-43,008	0	0	0	-43,008
58	RAYTHEON CO	755111507		10/7/2008	5/17/2010	560	0	520	40			0	40
69	RAYTHEON CO	755111507		10/7/2008	11/12/2010	924	0	1,040	-116			0	-116
60	SCHWAB CHARLES CORP NEW	808513105		11/21/2008	5/17/2010	340	0	304	36			0	36
61	SCHWAB CHARLES CORP NEW	808513105		11/20/2008	5/17/2010	340	0	304	36			0	36
62	SCHWAB CHARLES CORP NEW	808513105		11/20/2008	11/12/2010	753	0	761	-8			0	-8
63	SEMPRA ENERGY	816851109		2/27/2007	1/6/2010	28,349	0	32,234	-3,885			0	-3,885
64	SEMPRA ENERGY	816851109		2/26/2007	1/6/2010	976	0	1,106	-130			0	-130
65	SEMPRA ENERGY	816851109		2/27/2007	1/6/2010	19,443	0	22,065	-2,622			0	-2,622
66	SEMPRA ENERGY	816851109		2/26/2007	1/7/2010	1,560	0	1,781	-221			0	-221
67	SEMPRA ENERGY	816851109		2/26/2007	1/7/2010	3,228	0	3,684	-456			0	-456
68	SEMPRA ENERGY	816851109		2/26/2007	1/7/2010	1,937	0	2,212	-275			0	-275
69	SEMPRA ENERGY	816851109		2/26/2007	1/7/2010	4,628	0	5,283	-655			0	-655
70	TARGET CORP	87612E106		6/1/2009	5/17/2010	2,748	0	2,078	670			0	670
71	TARGET CORP	87612E106		6/1/2009	8/9/2010	12,781	0	9,976	2,805			0	2,805
72	TARGET CORP	87612E106		6/1/2009	11/12/2010	3,244	0	2,494	750			0	750
73	TEXTRON INC	883203101		3/17/2006	5/17/2010	1,087	0	2,335	-1,248			0	-1,248
74	TEXTRON INC	883203101		3/17/2006	11/12/2010	1,698	0	3,736	-2,038			0	-2,038
75	THERMO FISHER SCIENTIFIC INC	883556102		1/23/2007	5/17/2010	2,615	0	2,420	195			0	195
76	THERMO FISHER SCIENTIFIC INC	883556102		1/23/2007	11/12/2010	1,041	0	968	73			0	73
77	THERMO FISHER SCIENTIFIC INC	883556102		3/7/2007	11/12/2010	1,561	0	1,361	200			0	200
78	TIME WARNER INC	887317303		1/8/2010	7/1/2010	7,989	0	8,021	-32			0	-32
79	TIME WARNER INC	887317303		1/11/2010	7/1/2010	7,418	0	7,572	-154			0	-154
80	TIME WARNER INC	887317303		12/4/2008	7/1/2010	4,565	0	3,190	1,375			0	1,375
81	TIME WARNER INC	887317303		12/4/2008	11/12/2010	1,226	0	797	429			0	429
82	UNILEVER PLC ADR	904767704		12/14/2009	5/17/2010	1,085	0	1,236	-151			0	-151
83	UNILEVER PLC ADR	904767704		12/14/2009	11/12/2010	2,677	0	2,782	-105			0	-105
84	VALE SA-SP ADR	91912E105		5/10/2006	5/17/2010	1,581	0	865	716			0	716
85	VALE SA-SP ADR	91912E105		5/10/2006	11/12/2010	2,250	0	1,009	1,241			0	1,241
86	JUNIPER NETWORKS INC	48203R104		10/28/2008	1/6/2010	3,107	0	2,137	970			0	970
87	JUNIPER NETWORKS INC	48203R104		2/23/2009	1/6/2010	14,242	0	8,131	6,111			0	6,111
88	JUNIPER NETWORKS INC	48203R104		10/28/2008	1/6/2010	2,078	0	1,425	653			0	653
89	KBR INC	48242W106		1/23/2007	5/17/2010	1,114	0	939	175			0	175
90	KBR INC	48242W106		1/23/2007	9/7/2010	2,329	0	1,804	525			0	525
91	KBR INC	48242W106		1/23/2007	9/8/2010	2,949	0	2,274	675			0	675
92	KBR INC	48242W106		1/23/2007	9/9/2010	269	0	207	62			0	62
93	KBR INC	48242W106		1/23/2007	9/9/2010	1,715	0	1,315	400			0	400
94	KBR INC	48242W106		1/23/2007	9/10/2010	1,735	0	1,334	401			0	401
95	KBR INC	48242W106		12/12/2008	9/10/2010	2,810	0	1,712	1,098			0	1,098
96	KBR INC	48242W106		12/12/2008	9/13/2010	10,048	0	6,132	3,916			0	3,916
97	KBR INC	48242W106		12/12/2008	9/13/2010	1,612	0	967	645			0	645
98	KBR INC	48242W106		12/12/2008	9/13/2010	2,170	0	1,310	860			0	860
99	LIMITED BRANDS INC	532716107		10/6/2009	5/17/2010	1,999	0	1,446	553			0	553
100	LIMITED BRANDS INC	532716107		10/6/2009	11/12/2010	1,574	0	904	670			0	670
101	LIMITED BRANDS INC	532716107		10/6/2009	11/12/2010	1,574	0	903	671			0	671
102	LIMITED BRANDS INC	532716107		10/6/2009	11/22/2010	6,250	0	3,431	2,819			0	2,819
103	MCKESSON CORPORATION	58155Q103		1/5/2010	5/17/2010	2,027	0	1,905	122			0	122
104	MCKESSON CORPORATION	58155Q103		1/5/2010	11/12/2010	2,595	0	2,540	55			0	55
105	MEDTRONIC INC	585055106		5/6/2004	5/17/2010	1,259	0	1,534	-275			0	-275
106	MEDTRONIC INC	585055106		5/6/2004	11/12/2010	1,381	0	2,045	-664			0	-664
107	MERCK & CO INC	58933Y105		3/13/2009	5/17/2010	3,233	0	2,744	489			0	489
108	MERCK & CO INC	58933Y105		3/13/2009	9/20/2010	2,763	0	2,086	677			0	677
109	MERCK & CO INC	58933Y105		3/13/2009	9/20/2010	13,227	0	9,990	3,237			0	3,237
110	MERCK & CO INC	58933Y105		3/13/2009	11/12/2010	337	0	267	70			0	70
111	MERCK & CO INC	58933Y105		1/23/2007	11/12/2010	2,434	0	1,768	666			0	666
112	MICROSOFT CORPORATION	594918104		1/21/2010	5/17/2010	3,442	0	3,621	-179			0	-179
113	MICROSOFT CORPORATION	594918104		1/21/2010	11/12/2010	3,664	0	4,225	-561			0	-561
114	MORGAN STANLEY	617446448		5/21/2009	5/17/2010	1,866	0	1,971	-105			0	-105

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

	Amount
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Short Term CG Distributions	-13,915

	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	F M V 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
					Totals	1,967,250	0	2,010,258	-43,008	0	0	0	-43,008
115	MORGAN STANLEY	617446448		5/21/2009	11/12/2010	1,529	0	1,689	-160			0	-160
116	MOTOROLA INC	620076109		8/12/2010	11/12/2010	716	0	725	-9			0	-9
117	NEWELL RUBBERMAID INC	651229106		9/20/2010	11/12/2010	1,539	0	1,579	-40			0	-40
118	NEWS CORP INC	65248E203		11/6/2007	5/17/2010	3,061	0	4,265	-1,204			0	-1,204
119	NEWS CORP INC	65248E203		11/6/2007	11/12/2010	3,180	0	4,490	-1,310			0	-1,310
120	NEXTERA ENERGY INC	65339F101		8/24/2010	11/12/2010	1,604	0	1,641	-37			0	-37
121	NORDSTROM INC	655664100		8/9/2010	11/12/2010	1,237	0	1,049	188			0	188
122	NORFOLK SOUTHERN CORP	655844108		11/4/2009	5/17/2010	1,138	0	997	141			0	141
123	NORFOLK SOUTHERN CORP	655844108		11/4/2009	11/12/2010	2,423	0	1,994	429			0	429
124	NORTEL NETWORKS CORP	656568508		7/25/2008	4/12/2010	17	0	0	17			0	17
125	OCCIDENTAL PETROLEUM CORP	674599105		4/23/2009	5/17/2010	795	0	555	240			0	240
126	OCCIDENTAL PETROLEUM CORP	674599105		6/11/2010	11/12/2010	4,328	0	4,222	106			0	106
127	OMNICOM GROUP INC	681919106		1/23/2007	5/17/2010	1,622	0	2,089	-467			0	-467
128	OMNICOM GROUP INC	681919106		1/23/2007	11/12/2010	1,834	0	2,089	-255			0	-255
129	ORACLE CORP	68389X105		1/23/2007	5/17/2010	2,582	0	1,885	697			0	697
130	ORACLE CORP	68389X105		9/30/2010	11/12/2010	4,233	0	4,058	175			0	175
131	PARKER HANNIFIN CORP	701094104		12/24/2008	5/17/2010	2,602	0	1,575	1,027			0	1,027
132	PARKER HANNIFIN CORP	701094104		12/24/2008	6/18/2010	3,051	0	1,969	1,082			0	1,082
133	PARKER HANNIFIN CORP	701094104		12/23/2008	6/18/2010	7,933	0	5,059	2,874			0	2,874
134	PARKER HANNIFIN CORP	701094104		12/23/2008	6/21/2010	20,358	0	12,841	7,517			0	7,517
135	PEPSICO INC	713448108		2/4/2005	5/17/2010	3,982	0	3,306	676			0	676
136	AMERICAN EXPRESS CO	025816109		6/21/2010	11/12/2010	2,554	0	2,549	5			0	5
137	AMERIPRISE FINANCIAL INC	03076C106		1/21/2009	5/17/2010	1,274	0	575	699			0	699
138	AMERIPRISE FINANCIAL INC	03076C106		1/21/2009	11/12/2010	1,577	0	575	1,002			0	1,002
139	AMGEN INC	031162100		10/29/2008	2/12/2010	12,961	0	13,832	-871			0	-871
140	AMGEN INC	031162100		10/28/2008	2/12/2010	2,254	0	2,333	-79			0	-79
141	AMGEN INC	031162100		10/28/2008	5/17/2010	1,086	0	1,166	-80			0	-80
142	AMGEN INC	031162100		10/28/2008	8/10/2010	7,249	0	7,582	-333			0	-333
143	AMGEN INC	031162100		10/28/2008	8/11/2010	1,615	0	1,750	-135			0	-135
144	AMGEN INC	031162100		4/24/2009	8/11/2010	17,228	0	15,851	1,377			0	1,377
145	AMGEN INC	031162100		4/24/2009	8/11/2010	3,230	0	2,928	302			0	302
146	AMYLIN PHARMACEUTICALS INC	032346108		5/6/2010	5/17/2010	501	0	552	-51			0	-51
147	AMYLIN PHARMACEUTICALS INC	032346108		6/21/2010	11/12/2010	1,327	0	1,968	-641			0	-641
148	ANADARKO PETROLEUM CORP	032511107		6/18/2010	11/12/2010	1,266	0	851	415			0	415
149	APACHE CORP	037411105		1/23/2007	5/17/2010	1,874	0	1,395	479			0	479
150	APACHE CORP	037411105		1/23/2007	11/12/2010	3,265	0	2,092	1,173			0	1,173
151	APPLE INC	037833100		7/8/2008	1/21/2010	31,282	0	26,544	4,738			0	4,738
152	APPLE INC	037833100		4/23/2010	5/17/2010	4,749	0	5,142	-393			0	-393
153	APPLE INC	037833100		4/23/2010	11/12/2010	6,462	0	5,683	779			0	779
154	AUTOLIV INC	052800109		6/10/2009	5/17/2010	1,451	0	942	509			0	509
155	AUTOLIV INC	052800109		6/10/2009	9/20/2010	10,475	0	5,340	5,135			0	5,135
156	AUTOLIV INC	052800109		6/10/2009	9/20/2010	4,312	0	2,199	2,113			0	2,113
157	AUTOLIV INC	052800109		5/29/2009	11/12/2010	1,450	0	549	901			0	901
158	BNY MELLON SMALL CAP STK FD CL M	05569M806		1/12/2001	7/23/2010	89,369	0	111,251	-21,882			0	-21,882
159	BNY MELLON INTERNATIONAL FD CL M	05569M871		11/16/1994	7/23/2010	106,611	0	134,613	-28,002			0	-28,002
160	BNY MELLON INTERNATIONAL FD CL M	05569M871		1/17/1995	7/23/2010	83,711	0	101,426	-17,715			0	-17,715
161	BNY MELLON INTERNATIONAL FD CL M	05569M871		5/16/1995	7/23/2010	77,850	0	99,804	-21,954			0	-21,954
162	GAP INC	364760108		1/12/2010	7/7/2010	9,601	0	9,863	-262			0	-262
163	GENERAL ELECTRIC COMPANY	369604103		3/17/1980	5/17/2010	3,087	0	100	2,987			0	2,987
164	GENERAL ELECTRIC COMPANY	369604103		3/17/1980	11/12/2010	2,735	0	94	2,641			0	2,641
165	GOOGLE INC - CL A	38259P508		8/21/2009	5/17/2010	4,002	0	3,714	288			0	288
166	GOOGLE INC - CL A	38259P508		8/21/2009	11/12/2010	4,216	0	3,250	966			0	966
167	HALLIBURTON CO	406216101		1/23/2007	5/17/2010	1,354	0	1,494	-140			0	-140
168	HALLIBURTON CO	406216101		1/23/2007	11/12/2010	1,775	0	1,494	281			0	281
169	HESS CORP	42809H107		3/17/2009	5/17/2010	2,171	0	2,459	-288			0	-288
170	HESS CORP	42809H107		3/17/2009	11/12/2010	3,467	0	3,074	393			0	393
171	HEWLETT PACKARD CO	428236103		9/4/2009	5/17/2010	3,283	0	3,133	150			0	150

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

	Amount
Long Term CG Distributions	39,870
Short Term CG Distributions	-13,915

	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	F M V 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
					Totals	1,967,250	0	2,010,258	-43,008	0	0	0	-43,008
172	HEWLETT PACKARD CO	428236103		8/21/2009	8/11/2010	25,725	0	27,963	-2,238			0	-2,238
173	HEWLETT PACKARD CO	428236103		8/21/2009	8/11/2010	8,558	0	9,321	-763			0	-763
174	HEWLETT PACKARD CO	428236103		8/21/2009	8/12/2010	18,470	0	20,418	-1,948			0	-1,948
175	HEWLETT PACKARD CO	428236103		9/3/2009	8/12/2010	4,015	0	4,435	-420			0	-420
176	HOME DEPOT INC	437076102		8/28/2009	5/17/2010	3,468	0	2,772	696			0	696
177	HOME DEPOT INC	437076102		8/28/2009	5/20/2010	6,902	0	5,822	1,080			0	1,080
178	HOME DEPOT INC	437076102		8/28/2009	5/20/2010	4,957	0	4,158	799			0	799
179	HOME DEPOT INC	437076102		9/11/2009	5/20/2010	12 557	0	10,429	2,128			0	2,128
180	HOME DEPOT INC	437076102		9/11/2009	5/20/2010	5,618	0	4,655	963			0	963
181	HOME DEPOT INC	437076102		9/11/2009	5/27/2010	5,835	0	4,639	1,196			0	1,196
182	HOME DEPOT INC	437076102		9/11/2009	5/27/2010	3,432	0	2,720	712			0	712
183	HOME DEPOT INC	437076102		9/11/2009	5/27/2010	8,924	0	7,049	1,875			0	1,875
184	HOME DEPOT INC	437076102		9/11/2009	5/27/2010	2,059	0	1,643	416			0	416
185	HOME DEPOT INC	437076102		11/20/2008	5/27/2010	2,059	0	1,152	907			0	907
186	HOME DEPOT INC	437076102		11/20/2008	11/12/2010	1,567	0	960	607			0	607
187	HONEYWELL INTL INC	438516106		1/14/2004	5/17/2010	2,243	0	1,800	443			0	443
188	HONEYWELL INTL INC	438516106		1/14/2004	11/12/2010	2,359	0	1,800	559			0	559
189	HOSPIRA INC	441060100		6/1/2007	5/17/2010	2,601	0	2,034	567			0	567
190	HOSPIRA INC	441060100		6/1/2007	11/12/2010	2,320	0	1,627	693			0	693
191	HUMAN GENOME SCIENCES INC	444903108		2/12/2010	5/17/2010	1,939	0	2,320	-381			0	-381
192	HUMAN GENOME SCIENCES INC	444903108		2/12/2010	11/12/2010	1,668	0	2,030	-362			0	-362
193	INFORMATICA CORP	45666Q102		8/16/2010	11/12/2010	1,187	0	945	242			0	242
194	INTERNATIONAL BUSINESS MACHINES	459200101		1/23/2008	5/17/2010	3,102	0	2,550	552			0	552
195	INTERNATIONAL BUSINESS MACHINES	459200101		8/11/2010	11/12/2010	3,880	0	3,512	368			0	368
196	JPMORGAN CHASE & CO	46625H100		2/6/2009	5/17/2010	3,506	0	2,460	1,046			0	1,046
197	JPMORGAN CHASE & CO	46625H100		2/6/2009	11/12/2010	3,942	0	2,734	1,208			0	1,208
198	EXXON MOBIL CORP	30231G102		3/11/1988	11/12/2010	4,934	0	743	4,191			0	4,191
199	FEDEX CORP	31428X106		10/31/2008	5/17/2010	844	0	654	190			0	190
200	FEDEX CORP	31428X106		10/31/2008	6/16/2010	22,095	0	18,326	3,769			0	3,769
201	FEDEX CORP	31428X106		11/20/2008	6/16/2010	6,313	0	4,730	1,583			0	1,583
202	FEDEX CORP	31428X106		11/21/2008	6/16/2010	1,578	0	1,128	450			0	450
203	FIRST HORIZON NATIONAL CORP	320517105		10/14/2008	1/19/2010	3,211	0	2,465	746			0	746
204	FIRST HORIZON NATIONAL CORP	320517105		10/15/2008	1/19/2010	2,581	0	2,045	536			0	536
205	FIRST HORIZON NATIONAL CORP	320517105		10/15/2008	1/19/2010	9,810	0	7,788	2,022			0	2,022
206	FIRST HORIZON NATIONAL CORP	320517105		10/15/2008	1/19/2010	280	0	223	57			0	57
207	FIRST HORIZON NATIONAL CORP	320517105		10/14/2008	1/19/2010	3,336	0	2,587	749			0	749
208	FIRST HORIZON NATIONAL CORP	320517105		10/15/2008	1/19/2010	3,939	0	3,151	788			0	788
209	FIRST HORIZON NATIONAL CORP	320517105		10/14/2008	1/19/2010	2,685	0	2,074	611			0	611
210	FIRST HORIZON NATIONAL CORP	320517105		10/14/2008	1/19/2010	1,816	0	1,391	425			0	425
211	FIRST HORIZON NATIONAL CORP	320517105		10/14/2008	1/28/2010	9	0	7	2			0	2
212	FRANKLIN RES INC	354613101		1/21/2009	5/17/2010	1,364	0	665	699			0	699
213	FRANKLIN RES INC	354613101		1/21/2009	11/12/2010	1,410	0	613	797			0	797
214	GAP INC	364760108		1/11/2010	5/17/2010	1,822	0	1,647	175			0	175
215	GAP INC	364760108		1/8/2010	7/7/2010	10,127	0	10,618	-491			0	-491
216	GAP INC	364760108		1/8/2010	7/7/2010	604	0	630	-26			0	-26
217	GAP INC	364760108		1/11/2010	7/7/2010	9,465	0	9,945	-480			0	-480
218	GAP INC	364760108		1/11/2010	7/7/2010	1,168	0	1,235	-67			0	-67
219	BNY MELLON INTERNATIONAL FD CL M	05569M871		1/12/2001	7/23/2010	363,169	0	488,620	-125,451			0	-125,451
220	BANK OF AMERICA CORP	060505104		5/6/2010	5/17/2010	3,675	0	3,733	-58			0	-58
221	BANK OF AMERICA CORP	060505104		5/6/2010	11/12/2010	3,500	0	4,707	-1,207			0	-1,207
222	BLACKROCK INC	09247X101		4/24/2009	5/17/2010	1,846	0	1,654	192			0	192
223	BLACKROCK INC	09247X101		4/24/2009	9/13/2010	3,025	0	3,007	18			0	18
224	BLACKROCK INC	09247X101		4/24/2009	9/13/2010	2,860	0	2,856	4			0	4
225	BLACKROCK INC	09247X101		4/24/2009	9/14/2010	5,535	0	5,412	123			0	123
226	BLACKROCK INC	09247X101		4/24/2009	9/14/2010	6,749	0	6,615	134			0	134
227	CIGNA CORP	125509109		6/19/2009	5/17/2010	994	0	749	245			0	245
228	CIGNA CORP	125509109		6/19/2009	11/12/2010	1,115	0	749	366			0	366

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

	Amount
Long Term CG Distributions	39,870
Short Term CG Distributions	-13,915

	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	F M V 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
					Totals	1,967,250	0	2,010,258	-43,008	0	0	0	-43,008
229	CVS CAREMARK CORP	126650100		10/30/2007	1/8/2010	9,162	0	11,190	-2,028			0	-2,028
230	CVS CAREMARK CORP	126650100		10/30/2007	1/8/2010	4,073	0	4,974	-901			0	-901
231	CVS CAREMARK CORP	126650100		4/25/2007	1/11/2010	3,044	0	3,292	-248			0	-248
232	CVS CAREMARK CORP	126650100		4/24/2007	1/11/2010	2,709	0	2,938	-229			0	-229
233	CVS CAREMARK CORP	126650100		10/30/2007	1/11/2010	10,158	0	12,434	-2,276			0	-2,276
234	CVS CAREMARK CORP	126650100		4/25/2007	1/11/2010	5,079	0	5,487	-408			0	-408
235	CVS CAREMARK CORP	126650100		4/25/2007	5/17/2010	1,767	0	1,829	-62			0	-62
236	CVS CAREMARK CORP	126650100		4/25/2007	6/21/2010	14,913	0	17,192	-2,279			0	-2,279
237	CVS CAREMARK CORP	126650100		4/25/2007	6/21/2010	637	0	732	-95			0	-95
238	CVS CAREMARK CORP	126650100		4/25/2007	6/21/2010	3,174	0	3,658	-484			0	-484
239	CVS CAREMARK CORP	126650100		4/25/2007	8/17/2010	7,196	0	9,145	-1,949			0	-1,949
240	CVS CAREMARK CORP	126650100		4/24/2007	8/17/2010	2,878	0	3,639	-761			0	-761
241	CVS CAREMARK CORP	126650100		4/24/2007	11/12/2010	601	0	728	-127			0	-127
242	CAPITAL ONE FINANCIAL CORP	14040H105		1/19/2010	5/17/2010	1,247	0	1,282	-35			0	-35
243	CAPITAL ONE FINANCIAL CORP	14040H105		1/19/2010	11/12/2010	2,718	0	2,992	-274			0	-274
244	CATERPILLAR INC	149123101		6/16/2010	11/12/2010	2,410	0	1,930	480			0	480
245	CHUBB CORP	171232101		1/23/2007	5/17/2010	1,541	0	1,580	-39			0	-39
246	CHUBB CORP	171232101		1/23/2007	11/12/2010	1,739	0	1,580	159			0	159
247	CISCO SYSTEMS INC	17275R102		7/18/2008	3/3/2010	11,072	0	9,741	1,331			0	1,331
248	CISCO SYSTEMS INC	17275R102		7/23/2008	3/3/2010	5,409	0	4,844	565			0	565
249	CISCO SYSTEMS INC	17275R102		7/18/2008	11/12/2010	7,555	0	8,010	-455			0	-455
260	CISCO SYSTEMS INC	17275R102		10/26/1993	11/12/2010	5,105	0	340	4,765			0	4,765
251	CISCO SYSTEMS INC	17275R102		7/18/2008	11/12/2010	9,455	0	9,958	-503			0	-503
252	CISCO SYSTEMS INC	17275R102		10/26/1993	11/12/2010	1,806	0	122	1,684			0	1,684
253	COCA COLA ENTERPRISES INC	191219104		6/15/2007	5/6/2010	21,474	0	19,127	2,347			0	2,347
254	COCA COLA ENTERPRISES INC	191219104		6/18/2007	5/6/2010	1,294	0	1,151	143			0	143
255	COCA COLA ENTERPRISES INC	191219104		6/19/2007	5/6/2010	14,229	0	12,832	1,397			0	1,397
266	COMERICA INC	200340107		9/9/2010	11/12/2010	1,861	0	1,872	-11			0	-11
267	CONOCOPHILLIPS	20825C104		11/15/2001	5/17/2010	2,175	0	1,029	1,146			0	1,146
258	CONOCOPHILLIPS	20825C104		11/15/2001	11/12/2010	3,095	0	1,286	1,809			0	1,809
259	CUMMINS INC	231021106		5/1/2009	5/17/2010	1,244	0	615	629			0	629
260	CUMMINS INC	231021106		5/1/2009	5/17/2010	829	0	410	419			0	419
261	CUMMINS INC	231021106		5/1/2009	9/7/2010	8,510	0	3,584	4,926			0	4,926
262	CUMMINS INC	231021106		5/1/2009	9/7/2010	810	0	341	469			0	469
263	CUMMINS INC	231021106		5/1/2009	9/7/2010	406	0	171	235			0	235
264	CUMMINS INC	231021106		5/1/2009	11/12/2010	2,791	0	1,024	1,767			0	1,767
265	DANAHER CORP	235851102		3/14/2005	5/17/2010	837	0	548	289			0	289
266	DANAHER CORP	235851102		3/14/2005	11/12/2010	1,303	0	821	482			0	482
267	DU PONT (E I) DE NEMOURS	263534109		4/14/2009	5/17/2010	1,108	0	804	304			0	304
268	DU PONT (E I) DE NEMOURS	263534109		4/14/2009	11/12/2010	1,391	0	804	587			0	587
269	E M C CORP MASS	268648102		4/23/2010	5/17/2010	2,957	0	3,197	-240			0	-240
270	E M C CORP MASS	268648102		4/23/2010	9/30/2010	2,436	0	2,398	38			0	38
271	E M C CORP MASS	268648102		7/30/2009	9/30/2010	34,104	0	26,200	7,904			0	7,904
272	E M C CORP MASS	268648102		4/23/2010	9/30/2010	4,467	0	4,396	71			0	71
273	E M C CORP MASS	268648102		7/30/2009	11/12/2010	1,295	0	936	359			0	359
274	ENERGIZER HLDGS INC	29266R108		11/12/2010	11/12/2010	1,386	0	1,390	-4			0	-4
275	EXELON CORP	30161N101		1/17/2001	5/17/2010	1,638	0	1,181	457			0	457
276	EXELON CORP	30161N101		1/17/2001	8/24/2010	886	0	650	236			0	236
277	CISCO SYSTEMS INC	17275R102		7/18/2008	3/3/2010	246	0	216	30			0	30
278	CISCO SYSTEMS INC	17275R102		7/18/2008	5/17/2010	3,431	0	3,031	400			0	400
279	EXELON CORP	30161N101		1/17/2001	8/24/2010	1,970	0	1,447	523			0	523
280	EXELON CORP	30161N101		1/17/2001	8/24/2010	29,276	0	21,523	7,753			0	7,753
281	EXXON MOBIL CORP	30231G102		3/11/1988	5/17/2010	4,374	0	743	3,631			0	3,631
282						0	0	0	0			0	0
283						0	0	0	0			0	0
284						0	0	0	0			0	0

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

18,492

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	BNY MELLON, N.A.	X	P O. BOX 185	PITTSBURGH	PA	15230-0185		TRUSTEE	SEE ATTA	32,112
2	BNY MELLON, N.A.	X	P.O BOX 185	PITTSBURGH	PA	15230-0185		FEE	REIMBUR	-13,620
3										
4										
5										
6										
7										
8										
9										
10										

Part

	Benefits	Expense Account	Explanation
	0	0	
1	NONE	NONE	
2	N/A	N/A	
3			
4			
5			
6			
7			
8			
9			
10			

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

		Date		Amount
1	Credit from prior year return		1	1,500
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	1,500

Name(s) shown on return Do not enter name and social security number if shown on other side: DONLEY FOUNDATION - U/D DTD 12-8-86

Your social security number: 23-6859909

Caution. The IRS compares amounts reported on your tax return with amounts shown on Schedule(s) K-1

Part II Income or Loss From Partnerships and S Corporations

Note. If you report a loss from an at-risk activity for which **any** amount is **not** at risk, you **must** check the box in column **(e)** on line 28 and attach **Form 6198**. See page E-2

27 Are you reporting any loss not allowed in a prior year due to the at-risk or basis limitations, a prior year unallowed loss from a passive activity (if that loss was not reported on Form 8582), or unreimbursed partnership expenses? If you answered "Yes," see page E-7 before completing this section ☐ Yes ☒ No

28	(a) Name	(b) Enter P for partnership, S for S corporation	(c) Check if foreign partnership	(d) Employer identification number	(e) Check if any amount is not at risk
A	MELLON OPTIMA L/S	P	☐		☐
B	PRIVATE EQUITY FUND IV & V	P	☐		☐
C			☐		☐
D			☐		☐

	Passive Income and Loss		Nonpassive Income and Loss		
	(f) Passive loss allowed (attach Form 8582 if required)	(g) Passive income from Schedule K-1	(h) Nonpassive loss from Schedule K-1	(i) Section 179 expense deduction from Form 4562	(j) Nonpassive income from Schedule K-1
A					25,463
B			307		
C					
D					
29 a Totals					25,463
b Totals			307		

30	Add columns (g) and (j) of line 29a	30	25,463
31	Add columns (f), (h), and (i) of line 29b	31	(307)
32	**Total partnership and S corporation income or (loss).** Combine lines 30 and 31 Enter the result here and include in the total on line 41 below	32	25,156

Part III Income or Loss From Estates and Trusts

33	(a) Name	(b) Employer identification number
A		
B		

	Passive Income and Loss		Nonpassive Income and Loss	
	(c) Passive deduction or loss allowed (attach Form 8582 if required)	(d) Passive income from Schedule K-1	(e) Deduction or loss from Schedule K-1	(f) Other income from Schedule K-1
A				
B				
34 a Totals				
b Totals				

35	Add columns (d) and (f) of line 34a	35	
36	Add columns (c) and (e) of line 34b	36	( )
37	**Total estate and trust income or (loss).** Combine lines 35 and 36 Enter the result here and include in the total on line 41 below	37	0

Part IV Income or Loss From Real Estate Mortgage Investment Conduits (REMICs)—Residual Holder

38 (a) Name	(b) Employer identification number	(c) Excess inclusion from Schedules Q, line 2c (see page E-8)	(d) Taxable income (net loss) from Schedules Q, line 1b	(e) Income from Schedules Q, line 3b

39	Combine columns (d) and (e) only Enter the result here and include in the total on line 41 below	39	0

Part V Summary

40	Net farm rental income or (loss) from **Form 4835** Also, complete line 42 below	40	
41	**Total income or (loss).** Combine lines 26, 32, 37, 39, and 40 Enter the result here and on Form 1040, line 17, or Form 1040NR, line 18 ▶	41	25,156
42	**Reconciliation of farming and fishing income.** Enter your **gross** farming and fishing income reported on Form 4835, line 7, Schedule K-1 (Form 1065), box 14, code B, Schedule K-1 (Form 1120S), box 17, code U, and Schedule K-1 (Form 1041), line 14, code F (see page E-8)	42	
43	**Reconciliation for real estate professionals.** If you were a real estate professional (see page E-2), enter the net income or (loss) you reported anywhere on Form 1040 or Form 1040NR from all rental real estate activities in which you materially participated under the passive activity loss rules	43	