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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 9/1/2010, and ending 8/31/2011

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

SMITH TIMOTHY TR UWILL

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

BNY Mellon, N A - P O BOX 185

City or town state, and ZIP code

Pittsburgh

PA

15230-0185

H Check type of organization ☒ 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) ▶ \$ 14,706,724

J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

A Employer identification number

04-6091666

B Telephone number (see page 10 of the instructions)

(617) 722-7415

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 ▶ ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

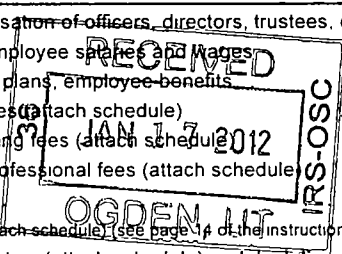
	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments	0	0		
<b>4</b> Dividends and interest from securities	226,621	227,926		
<b>5 a</b> Gross rents		0		
<b>b</b> Net rental income or (loss)	0			
<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	-60,622			
<b>b</b> Gross sales price for all assets on line 6a	1,937,121			
<b>7</b> Capital gain net income (from Part IV, line 2)		0		
<b>8</b> Net short-term capital gain			0	
<b>9</b> Income modifications				
<b>10 a</b> Gross sales less returns and allowances	0			
<b>b</b> Less Cost of goods sold	0			
<b>c</b> Gross profit or (loss) (attach schedule)	0			
<b>11</b> Other income (attach schedule)	-3,388	-4,717	0	
<b>12 Total.</b> Add lines 1 through 11	162,611	223,209	0	
<b>13</b> Compensation of officers, directors, trustees, etc.	29,391	17,634		11,756
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16 a</b> Legal fees (attach schedule)	0	0	0	0
<b>b</b> Accounting fees (attach schedule)	0	0	0	0
<b>c</b> Other professional fees (attach schedule)	0	0	0	0
<b>17</b> Interest	4,761	4,761		
<b>18</b> Taxes (attach schedule) (see page 14 of the instructions)	12,715	9,186	0	0
<b>19</b> Depreciation (attach schedule) and depletion	0	0	0	
<b>20</b> Occupancy				
<b>21</b> Travel, conferences and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule)	9,505	9,035	0	470
<b>24 Total operating and administrative expenses.</b>				
Add lines 13 through 23	56,372	40,616	0	12,226
<b>25</b> Contributions, gifts, grants paid	706,548			706,548
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	762,920	40,616	0	718,774
<b>27</b> Subtract line 26 from line 12				
<b>a</b> Excess of revenue over expenses and disbursements	-600,309			
<b>b</b> Net investment income (if negative, enter -0-)		182,593		
<b>c</b> Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see page 30 of the instructions

(HTA)

Form **990-PF** (2010)ENVELOPE  
POSTMARK DATE JAN 13 2012

SCANNED JAN 23 2012

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2

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash—non-interest-bearing	0	0	
	2	Savings and temporary cash investments	323	188,212	188,212
	3	Accounts receivable	0		
		Less allowance for doubtful accounts	0	0	0
	4	Pledges receivable	0		
		Less allowance for doubtful accounts	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule)	0		
		Less allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use	0	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
<b>Liabilities</b>	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	14,035,651	13,253,254	14,518,512
	14	Land, buildings, and equipment basis	0		
		Less accumulated depreciation (attach schedule)	0	0	0
	15	Other assets (describe )	0	0	0
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	14,035,974	13,441,466	14,706,724
	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
	19	Deferred revenue	0	0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
<b>Net Assets or Fund Balances</b>	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe )	0	0	
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds	14,035,974	13,441,466	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
<b>Net Assets or Fund Balances</b>	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	14,035,974	13,441,466	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	14,035,974	13,441,466	

**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	14,035,974
2	Enter amount from Part I, line 27a	2	-600,309
3	Other increases not included in line 2 (itemize) <b>MELLON OPTIMA L/S STRATEGY PARTNERSHIP K-</b>	3	5,801
4	Add lines 1, 2, and 3	4	13,441,466
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	13,441,466

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**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)
<b>1a</b> See Attached Statement				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	0	0	0	0
<b>b</b>	0	0	0	0
<b>c</b>	0	0	0	0
<b>d</b>	0	0	0	0
<b>e</b>	0	0	0	0
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k) but not less than -0-) or Losses (from col. (h))
(i) 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		
<b>a</b>	0	0	0	
<b>b</b>	0	0	0	
<b>c</b>	0	0	0	
<b>d</b>	0	0	0	
<b>e</b>	0	0	0	
<b>2</b> Capital gain net income or (net capital loss) <span style="font-size: small;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>	-60,622
<b>3</b> 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			<b>3</b>	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.

(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	629,179	14,301,495	0.043994
2008	854,622	12,655,526	0.067530
2007	879,233	17,581,867	0.050008
2006	792,762	17,831,564	0.044458
2005	513,833	16,500,010	0.031141
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.237131
<b>3</b> 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			<b>3</b> 0.047426
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			<b>4</b> 15,782,900
<b>5</b> Multiply line 4 by line 3			<b>5</b> 748,520
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 1,826
<b>7</b> Add lines 5 and 6			<b>7</b> 750,346
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			<b>8</b> 718,774

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	3,652
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	3,652
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	3,652
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,399	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	3,399	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	253	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 0 Refunded	11	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation (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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes" attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes" complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) MA		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes" attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <b>►</b> N/A				
14	The books are in care of <b>►</b> BNY MELLON, N A Telephone no <b>►</b> (617) 722-7415			
Located at <b>►</b> P O BOX 185, PITTSBURGH, PA ZIP+4 <b>►</b> 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 <b>►</b> 15 N/A			
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	Yes	No
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 <b>►</b>				X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>►</b> <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>►</b> 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 <b>►</b> 20 _____ 20 _____ 20 _____ 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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? ☐ Yes ☐ No **N/A**

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

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

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

If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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 PO BOX 185 PITTSBURGH PA 15230-0185	TRUSTEE SEE ATTACHED	115,707	NONE	NONE
BNY MELLON, N A PO BOX 185 PITTSBURGH PA 15230-0185	FEE REIMBURSEMENT	-86,316	NONE	NONE
		00	0	0
		00	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions).**  
If none, enter "NONE."

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

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

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)***3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

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

▶ NONE

**Part IX-A Summary of Direct Charitable Activities**

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

**Part IX-B Summary of Program-Related Investments** (see 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	▶ NONE

Form 990-PF (2010)



**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc. purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	15,656,521
<b>b</b>	Average of monthly cash balances	<b>1b</b>	366,728
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	16,023,249
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	16,023,249
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	240,349
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	15,782,900
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	789,145

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	789,145
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	3,652
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI.)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,652
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	785,493
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	785,493
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	785,493

**Part XII** Qualifying Distributions (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	718,774
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	NONE
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8 and Part XIII, line 4	<b>4</b>	718,774
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	718,774

**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
<b>1</b> Distributable amount for 2010 from Part XI, line 7				785,493
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			706,548	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005	NONE			
<b>b</b> From 2006	NONE			
<b>c</b> From 2007	NONE			
<b>d</b> From 2008	NONE			
<b>e</b> From 2009	NONE			
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>718,774</u>				
<b>a</b> Applied to 2009, but not more than line 2a			706,548	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
<b>d</b> Applied to 2010 distributable amount				12,226
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				773,267
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
<b>9</b> Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006	0			
<b>b</b> Excess from 2007	0			
<b>c</b> Excess from 2008	0			
<b>d</b> Excess from 2009	0			
<b>e</b> Excess from 2010	0			

**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)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

**b** 85% of line 2a

**c** Qualifying distributions from Part XII, line 4 for each year listed

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

**e** Qualifying distributions made directly for active conduct of exempt activities  
Subtract line 2d from line 2c

**3** Complete 3a, b, or c for the alternative test relied upon

**a** "Assets" alternative test—enter

**(1)** Value of all assets

**(2)** Value of assets qualifying under section 4942(j)(3)(B)(i)

**b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

**c** "Support" alternative test—enter

**(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

**(2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

**(3)** Largest amount of support from an exempt organization

**(4)** Gross investment income

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0
				0
0				0
				0
0				0
				0
				0
				0
				0

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

NOT APPLICABLE

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

NOT APPLICABLE

**c** Any submission deadlines

NOT APPLICABLE

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

NOT APPLICABLE

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			<b>▶ 3a</b>	706,548
<b>b</b> Approved for future payment NONE				
<b>Total</b>			<b>▶ 3b</b>	NONE

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513 or 514		(e) Related or exempt function income (See page 28 of the instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	226,621	
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	-604	18	-60,018	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a <u>FEDERAL TAX REFUND</u>		0		1,405	0
b	<u>OPTIMA K-1 ORDINARY BUSINESS INCOME</u>	525990	-76		-4,158	0
c	<u>OPTIMA K-1 OTHER BUSINESS INCOME</u>		0		-559	0
d			0		0	0
e			0		0	0
12	Subtotal Add columns (b), (d), and (e)		-680		163,291	0
13	Total. Add line 12, columns (b), (d), and (e)				13	162,611

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

[illegible]

- | 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?  |              | Yes | No |
|--|--------------|-----|----|
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of   |              |     |    |
| (1) Cash   | <b>1a(1)</b> |     | X  |
| (2) Other assets   | <b>1a(2)</b> |     | X  |
| <b>b</b> Other transactions  |              |     |    |
| (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> |     | X  |
| (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> |     | X  |
| (4) Reimbursement arrangements   | <b>1b(4)</b> |     | X  |
| (5) Loans or loan guarantees   | <b>1b(5)</b> |     | X  |
| (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> |     | X  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees  | <b>1c</b>    |     | X  |
| <b>d</b> 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 |              |     |    |

[illegible]

- 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 \_\_\_\_\_

12/14/2011

VICE PRESIDENT  
Title

Title

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Shawn P Hanlon

Preparer's signature

Date \_\_\_\_\_

12/14/2011

Check ☒ if  
self-employed

PTIN

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
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10101150001	SMITH	TIMOTHY	T	05569M103	BNY MELLON LARGE CAP STK-M	390,689.82	3,180,215.19	3,169,411.35
10101150001	SMITH	TIMOTHY	T	05569M442	BNY MELLON SM/MID CAP-M	53,340.80	700,898.13	576,138.37
10101150001	SMITH	TIMOTHY	T	05569M475	BNY MELLON FOC EQ OPP-M	84,563.36	1,018,142.85	877,746.42
10101150001	SMITH	TIMOTHY	T	05569M509	BNY MELLON MID CAP STOCK-M	87,142.51	994,296.11	748,541.39
10101150001	SMITH	TIMOTHY	T	05569M582	BNY MEL US CORE EQ 130/30-M	90,003.84	974,741.66	866,726.28
10101150001	SMITH	TIMOTHY	T	05569M780	BNY MELLON S/T US GOV SECS-M	51,093.88	628,454.83	631,812.28
10101150001	SMITH	TIMOTHY	T	05569M806	BNY MELLON SMALL CAP STK-M	39,201.41	422,591.30	370,160.17
10101150001	SMITH	TIMOTHY	T	05569M814	BNY MELLON INTERMEDIATE BD-M	60,916.44	797,396.32	741,344.40
10101150001	SMITH	TIMOTHY	T	05569M830	BNY MELLON BOND FUND-M	180,345.41	2,413,021.69	2,203,274.34
10101150001	SMITH	TIMOTHY	T	05569M855	BNY MELLON EMERGING MKTS-M	134,244.40	1,429,702.91	1,215,588.79
10101150001	SMITH	TIMOTHY	T	05569M871	BNY MELLON INTERNATIONAL-M	68,414.69	680,042.05	589,875.67
10101150001	SMITH	TIMOTHY	T	261986632	DREYFUS DIVERSIFIED INTL-I	80,544.80	782,895.53	862,634.89
10101150001	SMITH	TIMOTHY	T	991061052	CRA (BNY MELLON, N.A., MEMBE	188,212.41	188,212.41	188,212.41
10101150001	SMITH	TIMOTHY	T	999286567	MELLON OPTIMA L/S STRATEGY F	5,000.11	496,113.61	400,000.00

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TOTAL FOR ACCT#10101150001

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14,706,724.59

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13,441,466.76

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**Attachment to Form 990-PF 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.



SMITH TIMOTHY TR U/WILL

04-6091666 Page 1 of 1

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

Recipient(s) paid during the year

Name

CITY OF BOSTON TRUST OFFICE - TIMOTHY SMITH FUND

Street

CITY HALL - ROOM M3

City

BOSTON

State

MA

Zip Code

02201

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

706,548

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

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

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		Totals											
		3,696													
Long Term CG Distributions				Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss
Short Term CG Distributions											Price	Other Basis	Valuation Method	Improvements	
Index	Check "X" if Sale of Security														
1	X	BNY MELLON LARGE CAP ST	05569M103					6/30/1994		2/3/2011	359,712	385,282			-25,570
2	X	BNY MELLON LARGE CAP ST	05569M103					6/30/1994		8/9/2011	45,000	55,364			-10,364
3	X	BNY MELLON SM/MID CAP-M	05569M442					2/3/2011		8/9/2011	10,000	11,706			-1,706
4	X	BNY MELLON FOCUSED EQU	05569M475					2/11/2010		2/3/2011	90,533	72,454			18,079
5	X	BNY MELLON FOC EQ OPP-M	05569M475					2/11/2010		8/9/2011	14,000	12,648			1,352
6	X	BNY MELLON MID CAP STK F	05569M509					12/6/2007		2/3/2011	172,487	171,805			682
7	X	BNY MELLON MID CAP STK F	05569M509					8/7/2008		2/3/2011	23,951	20,711			3,240
8	X	BNY MELLON MID CAP STK F	05569M509					2/9/2010		2/3/2011	1,571	1,141			430
9	X	BNY MELLON MID CAP STK F	05569M509					2/18/2003		2/3/2011	11,020	7,742			3,278
10	X	BNY MELLON MID CAP STOK	05569M509					2/18/2003		8/9/2011	14,000	11,406			2,594
11	X	BNY MELLON U S CORE EQU	05569M582					2/11/2010		2/3/2011	105,304	83,257			22,047
12	X	BNY MEL US CORE EQ 130/30	05569M582					2/11/2010		8/9/2011	14,000	12,865			1,135
13	X	BNY MELLON SMALL CAP ST	05569M806					2/18/2003		2/3/2011	50,325	41,909			8,416
14	X	BNY MELLON SMALL CAP ST	05569M806					2/18/2003		8/9/2011	6,000	5,797			203
15	X	BNY MELLON INTERMEDIATE	05569M814					2/3/2011		8/9/2011	10,000	9,772			228
16	X	BNY MELLON SIT US GOV SE	05569M780					2/11/2010		8/9/2011	8,000	8,039			-39
17	X	BNY MELLON SMALL CAP ST	05569M806					8/7/2008		2/3/2011	36,798	34,258			2,540
18	X	BNY MELLON BOND FUND-M	05569M830					2/3/2011		8/9/2011	30,000	28,998			1,002
19	X	BNY MELLON EMERGING MK	05569M855					12/21/2007		8/9/2011	20,000	39,086			-19,086
20	X	BNY MELLON INTERNATIONAL	05569M871					7/16/2002		2/3/2011	73,538	73,280			258
21	X	BNY MELLON INTERNATIONAL	05569M871					12/15/2004		2/3/2011	32,406	43,598			-11,192
22	X	BNY MELLON INTERNATIONAL	05569M871					7/8/2005		2/3/2011	100,574	135,931			-35,357
23	X	BNY MELLON INTERNATIONAL	05569M871					12/18/2007		2/3/2011	197,511	256,155			-58,644
24	X	BNY MELLON INTERNATIONAL	05569M871					8/7/2008		2/3/2011	192,936	212,484			-19,548
25	X	BNY MELLON INTERNATIONAL	05569M871					2/9/2010		2/3/2011	1,980	1,711			269
26	X	BNY MELLON INTERNATIONAL	05569M871					2/18/2003		2/3/2011	284,570	238,437			46,133
27	X	BNY MELLON INTERNATIONAL	05569M871					2/18/2003		8/9/2011	10,000	9,635			365
28	X	DREYFUS DIVERSIFIED INTL	261986632					2/3/2011		8/9/2011	11,000	12,272			-1,272
29	X	OPTIMA K-1 SHORT TERM	9934AA008								-5,029				5,029
30	X	OPTIMA K-1 LONG TERM	9934AA008								13,039				13,039
31	X	OPTIMA K-1 SEC 1256 GAIN/L	9934AA008								-1,197				-1,197
32	X	OPTIMA K-1 SHORT TERM UB	9934AA008								-604				-604

**Line 11 (990-PF) - Other Income**

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	2009 FEDERAL TAX REFUND	1,405	0	
2	OPTIMA K-1 ORDINARY BUSINESS INC	-4,234	-4,234	
3	OPTIMA K-1 OTHER INCOME	-559	-483	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	
		-3,388	-4,717	0

**Line 18 (990-PF) - Taxes**

		12,715	9,186	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	8,890	8,890		
2	OPTIMA K-1 FOREIGN TAX WITHHELD	296	296		
3	2009 FEDERAL EXCISE TAX DUE	130			
4	2010 FEDERAL TAX ESTIMATES	3,399			
5					
6					
7					
8					
9					
10					

**Line 23 (990-PF) - Other Expenses**

	Description	9,505 Revenue and Expenses per Books	9,035 Net Investment Income	Adjusted Net Income	0	470 Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0		0
2	MASSACHUSETTS STATE FILING FEE	70				70
3	PROBATE COURT FEE	400				400
4	MELLON OPTIMA K-1 PORTFOLIO DEDUCTIONS	9,035	9,035			
5						
6						
7						
8						
9						
10						

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

			14,035,651	13,253,254	14,518,512
	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED		14,035,651	13,253,254	14,518,512
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

Long Term CG Distributions		Amount		Totals												1,933,425		1,997,743		-64,318		0		0		Gains Minus Excess	
		Short Term CG Distributions		3,696		0		Date		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		Basis or Losses			
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		Basis or Losses			
1	BNY MELLON LARGE CAP STK FD CL M	05569M103				6/30/1994	2/3/2011			359,712		0		385,282		-25,570						0		-25,570			
2	BNY MELLON LARGE CAP STK-M	05569M103				6/30/1994	8/9/2011			45,000		0		55,364		-10,364						0		-10,364			
3	BNY MELLON SMMID CAP-M	05569M442				2/3/2011	8/9/2011			10,000		0		11,706		-1,706						0		-1,706			
4	BNY MELLON FOCUSED EQUITY OPP-M	05569M475				2/11/2010	2/3/2011			90,533		0		72,454		18,079						0		18,079			
5	BNY MELLON FOC EQ OPP-M	05569M475				2/11/2010	8/9/2011			14,000		0		12,648		1,352						0		1,352			
6	BNY MELLON MID CAP STK FD CL M	05569M509				12/6/2007	2/3/2011			172,487		0		171,805		682						0		682			
7	BNY MELLON MID CAP STK FD CL M	05569M509				8/7/2008	2/3/2011			23,951		0		20,711		3,240						0		3,240			
8	BNY MELLON MID CAP STK FD CL M	05569M509				2/9/2010	2/3/2011			1,571		0		1,141		430						0		430			
9	BNY MELLON MID CAP STK FD CL M	05569M509				2/18/2003	2/3/2011			11,020		0		7,742		3,278						0		3,278			
10	BNY MELLON MID CAP STOCK-M	05569M509				2/18/2003	8/9/2011			14,000		0		11,406		2,594						0		2,594			
11	BNY MELLON U S CORE EQUITY 130/30	05569M582				2/11/2010	2/3/2011			105,304		0		83,257		22,047						0		22,047			
12	BNY MELL US CORE EQ 130/30-M	05569M582				2/11/2010	8/9/2011			14,000		0		12,865		1,135						0		1,135			
13	BNY MELLON SMALL CAP STK FD CL M	05569M806				2/18/2003	2/3/2011			50,325		0		41,909		8,416						0		8,416			
14	BNY MELLON SMALL CAP STK-M	05569M806				2/18/2003	8/9/2011			6,000		0		5,797		203						0		203			
15	BNY MELLON INTERMEDIATE BD-M	05569M814				2/3/2011	8/9/2011			10,000		0		9,772		228						0		228			
16	BNY MELLON S/T US GOV SECS-M	05569M780				2/11/2010	8/9/2011			8,000		0		8,039		-39						0		-39			
17	BNY MELLON SMALL CAP STK FD CL M	05569M806				8/7/2008	2/3/2011			36,798		0		34,258		2,540						0		2,540			
18	BNY MELLON BOND FUND-M	05569M830				2/3/2011	8/9/2011			30,000		0		28,998		1,002						0		1,002			
19	BNY MELLON EMERGING MKTS-M	05569M855				12/21/2007	8/9/2011			20,000		0		39,086		-19,086						0		-19,086			
20	BNY MELLON INTERNATIONAL FD CL M	05569M871				7/16/2002	2/3/2011			73,538		0		73,280		258						0		258			
21	BNY MELLON INTERNATIONAL FD CL M	05569M871				12/15/2004	2/3/2011			32,406		0		43,598		-11,192						0		-11,192			
22	BNY MELLON INTERNATIONAL FD CL M	05569M871				7/8/2005	2/3/2011			100,574		0		135,931		-35,357						0		-35,357			
23	BNY MELLON INTERNATIONAL FD CL M	05569M871				12/18/2007	2/3/2011			197,511		0		256,155		-58,644						0		-58,644			
24	BNY MELLON INTERNATIONAL FD CL M	05569M871				8/7/2008	2/3/2011			192,936		0		212,484		-19,548						0		-19,548			
25	BNY MELLON INTERNATIONAL FD CL M	05569M871				2/9/2010	2/3/2011			1,980		0		1,711		269						0		269			
26	BNY MELLON INTERNATIONAL FD CL M	05569M871				2/18/2003	2/3/2011			284,570		0		238,437		46,133						0		46,133			
27	BNY MELLON INTERNATIONAL-M	05569M871				2/18/2003	8/9/2011			10,000		0		9,635		365						0		365			
28	O'REYFUS DIVERSIFIED INTL-I	261986632				2/3/2011	8/9/2011			11,000		0		12,272		-1,272						0		-1,272			
29	OPTIMA K-1 SHORT TERM	9934AA008								-5,029		0		0		-5,029						0		-5,029			
30	OPTIMA K-1 LONG TERM	9934AA008								13,039		0		0		13,039						0		13,039			
31	OPTIMA K-1 SEC 1256 GAIN/LOSS	9934AA008								-1,197		0		0		-1,197						0		-1,197			
32	OPTIMA K-1 SHORT TERM UBTI	9934AA008								-604		0		0		-604						0		-604			





**Part**

	0	0	0
	Benefits	Expense Account	Explanation
1	NONE	NONE	
2	NONE	NONE	
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	0
2 First quarter estimated tax payment	1/11/2011	2	836
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment	8/9/2011	5	2,563
6 Other payments		6	
7 Total		7	3,399

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

1	Distributable amounts for 2009 that remained undistributed at the beginning of the 2010 tax year	1	706,548
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	706,548