11/14/2012 3 50 53 PM - 10100463009 - 411 - BOS - FAY EUGENE F TR U-WILL

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

2011

For calendar year 2011 or tax year beginning 10/1/2011 **, and ending** 9/30/2012

Name of foundation: FAY EUGENE F TR U/WILL

A Employer identification number: 04-6091426

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 instructions): (617) 722-7121

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

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,479,578

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☒ 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	25,495	25,430		
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	34,412			
b	Gross sales price for all assets on line 6a 245,859				
7	Capital gain net income (from Part IV, line 2)		34,412		
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)	0	0	0	
12	**Total.** Add lines 1 through 11	59,907	59,842	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	14,323	8,594		5,729
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)	400	0	0	400
b	Accounting fees (attach schedule)	0	0	0	0
c	Other professional fees (attach schedule)	0	0	0	0
17	Interest				
18	Taxes (attach schedule) (see instructions)	866	741	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)	35	0	0	35
24	**Total operating and administrative expenses** Add lines 13 through 23	15,624	9,335	0	6,164
25	Contributions, gifts, grants paid	78,000			78,000
26	**Total expenses and disbursements** Add lines 24 and 25	93,624	9,335	0	84,164
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-33,717			
b	**Net investment income** (if negative, enter -0-)		50,507		
c	**Adjusted net income** (if negative, enter -0-)			0	

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(HTA)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	0	0	
	2	Savings and temporary cash investments	60,399	54,056	54,056
	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 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	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)	1,243,356	1,215,982	1,425,522
	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)	1,303,755	1,270,038	1,479,578
Liabilities	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	
	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	1,303,755	1,270,038	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,303,755	1,270,038	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,303,755	1,270,038	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,303,755
2	Enter amount from Part I, line 27a	2	-33,717
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,270,038
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	1,270,038

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	34,412
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	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 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))
2010	83,883	1,568,514	0 053479
2009	68,423	1,462,556	0 046783
2008	70,082	1,288,975	0 054370
2007	103,698	1,707,632	0 060726
2006	59,548	1,761,913	0 033797

2 **Total** of line 1, column (d)	2	0 249155
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 049831
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,466,841
5 Multiply line 4 by line 3	5	73,094
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	505
7 Add lines 5 and 6	7	73,599
8 Enter qualifying distributions from Part XII, line 4	8	84,164

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

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

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 ▶ [X] and enter 1% of Part I, line 27b		1	505
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	505
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	505
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 172		
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	172
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	333
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 2012 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?	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 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*	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ BNY MELLON, N A Telephone no ▶ (617) 722-7121
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 ▶ [X]
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | 0

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for 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 [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	[ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	[ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	[X] Yes [ ] No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	[ ] Yes [X] No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	[ ] Yes [X] No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ [ ]			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	[ ] Yes [X] 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 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 [X] No			
b	If "Yes," did it have excess business holdings in 2011 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 2011)*		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 2011?		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 instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** 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** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** 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 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	21,705	NONE	NONE
BNY Mellon, N A P O BOX 185 Pittsburgh PA 15230-0185	FEE REIMBURSEMENT	-7,382	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 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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	0
Total. Add lines 1 through 3 ►	NONE

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,426,030
b	Average of monthly cash balances	1b	63,149
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,489,179
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	1,489,179
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	22,338
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,466,841
6	**Minimum investment return.** Enter 5% of line 5	6	73,342

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

1	Minimum investment return from Part X, line 6			1	73,342
2a	Tax on investment income for 2011 from Part VI, line 5	2a	505		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	505
3	Distributable amount before adjustments Subtract line 2c from line 1			3	72,837
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	72,837
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	72,837

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	84,164
b	Program-related investments—total from Part IX-B	1b	NONE
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	84,164
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	505
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	83,659

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7					72,837
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only				0	
b	Total for prior years 20____, 20____, 20____			0		
3	Excess distributions carryover, if any, to 2011					
a	From 2006	0				
b	From 2007	0				
c	From 2008	1,208				
d	From 2009	0				
e	From 2010	2,674				
f	**Total** of lines 3a through e		3,882			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 84,164					
a	Applied to 2010, but not more than line 2a				0	
b	Applied to undistributed income of prior years (Election required—see instructions)			0		
c	Treated as distributions out of corpus (Election required—see instructions)		0			
d	Applied to 2011 distributable amount					72,837
e	Remaining amount distributed out of corpus		11,327			
5	Excess distributions carryover applied to 2011 *(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		15,209			
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 instructions			0		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		15,209			
10	Analysis of line 9					
a	Excess from 2007	0				
b	Excess from 2008	1,208				
c	Excess from 2009	0				
d	Excess from 2010	2,674				
e	Excess from 2011	11,327				

Part XIV Private Operating Foundations (see 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 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 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 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

JUNE KFOURY MCNEIL, ONE BOSTON PLACE, BOSTON , MA 02108, (617)722-7121

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

CALL JUNE KFOURY MCNEIL, (617)722-7121

c Any submission deadlines

CALL JUNE KFOURY MCNEIL, (617)722-7121

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

CALL JUNE KFOURY MCNEIL, (617)722-7121

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**	78,000
b *Approved for future payment* NONE				
Total			▶ **3b**	NONE

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 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	25,495	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	34,412	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		59,907	0

13 Total Add line 12, columns (b), (d), and (e) 13 59,907

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	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) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] | Date: 11/14/2012 | Title: VICE PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Shawn P Hanlon	[signature] CPA	11/14/2012		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	

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

Recipient(s) paid during the year

Name					
BOSTON CHINATOWN NEIGHBORHOOD CENTER					
Street					
City		State	Zip Code	Foreign Country	
Relationship: NONE	Foundation Status: PUBLIC				
Purpose of grant/contribution: GENERAL OPERATIONAL					Amount: 5,000

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

Name					
CRITTENTON WOMEN'S UNION					
Street					
City		State	Zip Code	Foreign Country	
Relationship: NONE	Foundation Status: PUBLIC				
Purpose of grant/contribution: GENERAL OPERATIONAL					Amount: 5,000

Name					
FAMILIES FRIST PARENTING PROGRAMS					
Street					
City		State	Zip Code	Foreign Country	
Relationship: NONE	Foundation Status: PUBLIC				
Purpose of grant/contribution: GENERAL OPERATIONAL					Amount: 5,000

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

Name					
FAMILY SERVICE OF GREATER BOSTON					
Street					
City		State	Zip Code	Foreign Country	
Relationship: NONE	Foundation Status: PUBLIC				
Purpose of grant/contribution: GENERAL 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
FRIENDS OF THE CHILDREN-BOSTON
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATIONAL	5,000

Name
HOUSING FAMILIES, INC
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATIONAL	5,000

Name
MORE THAN WORDS
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATIONAL	5,000

Name
NEW CONTENT MANAGEMENT SYSTEM RESPOND, INC
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATIONAL	5,000

Name
YMCA OF GREATER BOSTON
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATIONAL	5,000

Name
BOSTON FOOD BANK
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL 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
FAMILY HEALTH SERVICES OF MA
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATIONAL	5,000

Name
BROOKLINE POLICE MUTUAL AID ASSOCIATION
Street
350 WASHINGTON STREET

City	State	Zip Code	Foreign Country
BROOKLINE	MA	02146-6851	

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATIONAL	1,000

Name
BROOKLINE FIREMEN'S RELIEF ASSOCIATION
Street
49 BABCOCK STREET

City	State	Zip Code	Foreign Country
BROOKLINE	MA	02146-6851	

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATIONAL	1,000

Name
PERKINS SCHOOL FOR THE BLIND
Street
175 N BEACON STREET

City	State	Zip Code	Foreign Country
WATERTOWN	MA	02472	

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATIONAL	1,000

Name
UNITARIAN UNIVERSALIST ASSOCIATION
Street
P O BOX 843152

City	State	Zip Code	Foreign Country
BOSTON	MA	02284-3152	

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATIONAL	1,000

Name
BROOKLINE FRIENDLY SOCIETY
Street
40 WEBSTER PL

City	State	Zip Code	Foreign Country
BROOKLINE	MA	02146-7337	

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATIONAL	1,000

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

Recipient(s) paid during the year

Name UNITED CHURCH IN WALPOLE				
Street 30 COMMON STREET, P O BOX 287				
City WALPOLE		State MA	Zip Code 02081-0287	Foreign Country
Relationship NONE	Foundation Status PUBLIC			
Purpose of grant/contribution GENERAL OPERATIONAL				Amount 1,000

Name FIRST PARISH IN BROOKLINE				
Street 382 WALNUT ST				
City BROOKLINE		State MA	Zip Code 02146-7563	Foreign Country
Relationship NONE	Foundation Status PUBLIC			
Purpose of grant/contribution GENERAL OPERATIONAL				Amount 1,000

Name BRIGHAM AND WOMEN'S HOSPITAL INC				
Street 116 HUNTINGTON AVE - 5TH FLOOR				
City BOSTON		State MA	Zip Code 02116	Foreign Country
Relationship NONE	Foundation Status PUBLIC			
Purpose of grant/contribution GENERAL OPERATIONAL				Amount 1,000

Name C L CHANDLER CORPS 109 W R C				
Street P O BOX 165				
City NEW DURHAM		State NH	Zip Code 03855-0165	Foreign Country
Relationship NONE	Foundation Status PUBLIC			
Purpose of grant/contribution GENERAL OPERATIONAL				Amount 1,000

Name NEWTON-WELLESLEY HOSPITAL				
Street 2000 WASHINGTON ST				
City NEWTON		State MA	Zip Code 02158	Foreign Country
Relationship NONE	Foundation Status PUBLIC			
Purpose of grant/contribution GENERAL OPERATIONAL				Amount 1,000

Name THE STONE INSTITUTE AND NEWTON HOME FOR AGED PEOPLE				
Street 227 ELLIOT ST				
City NEWTON		State MA	Zip Code 02164-1231	Foreign Country
Relationship NONE	Foundation Status PUBLIC			
Purpose of grant/contribution GENERAL OPERATIONAL				Amount 1,000

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

Recipient(s) paid during the year

Name	COMMUNITY RESOURCES FOR JUSTICE
Street	355 BOYLSTON ST
City	BOSTON
State	MA
Zip Code	02116-3133
Foreign Country	
Relationship	NONE
Foundation Status	PUBLIC
Purpose of grant/contribution	GENERAL OPERATIONAL
Amount	1,000

Name	REBECCA POMROY FOUNDATION INC
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	NONE
Foundation Status	PUBLIC
Purpose of grant/contribution	GENERAL OPERATIONAL
Amount	1,000

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

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	7,138
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	245,859	211,447	34,412
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	DREYFUS DIVERSIFIED INTL-	261986632			2/3/2011		9/24/2012	42,000	45,299				-3,299
2	X	BNY MELLON INTERNATIONA	05569M871			2/12/2009		3/22/2012	25,717	19,590				6,127
3	X	BNY MELLON INTERNATIONA	05569M871			12/16/2008		3/22/2012	3,494	3,029				465
4	X	BNY MELLON INTERNATIONA	05569M871			2/12/2003		3/22/2012	23,501	22,324				1,177
5	X	BNY MELLON BOND FUND-M	05569M830			2/11/2010		9/24/2012	10,000	9,419				581
6	X	BNY MELLON BOND FUND-M	05569M830			2/11/2010		3/22/2012	14,359	13,846				513
7	X	BNY MELLON BOND FUND-M	05569M830			12/15/2011		3/22/2012	783	774				9
8	X	BNY MELLON INTERMEDIATE	05569M814			2/3/2011		3/22/2012	2,592	2,548				44
9	X	BNY MELLON INTERMEDIATE	05569M814			12/15/2011		3/22/2012	6	6				0
10	X	BNY MELLON SMALL CAP STK	05569M806			3/27/2009		3/22/2012	17	10				7
11	X	BNY MELLON SMALL CAP STK	05569M806			2/12/2009		3/22/2012	8,363	5,161				3,202
12	X	BNY MELLON SMALL CAP STK	05569M806			12/3/2008		3/22/2012	90	57				33
13	X	BNY MELLON SMALL CAP STK	05569M806			8/7/2008		3/22/2012	3,396	3,262				134
14	X	BNY MELLON SMALL CAP STK	05569M806			2/12/2003		3/22/2012	33,273	27,990				5,283
15	X	BNY MELLON S/T US GOV SE	05569M780			2/11/2010		3/22/2012	502	509				-7
16	X	BNY MEL US CORE EQ 130/30	05569M582			3/22/2012		9/24/2012	6,000	5,735				265
17	X	BNY MELLON MID CAP STOCK	05569M509			2/12/2003		3/22/2012	43,897	31,620				12,277
18	X	BNY MELLON MID CAP STOCK	05569M509			12/8/2011		3/22/2012	2,731	2,441				290
19	X	BNY MELLON FOC EQ OPP-M	05569M475			3/22/2012		9/24/2012	6,000	5,788				212
20	X	BNY MELLON LARGE CAP STK	05569M103			11/30/1981		9/24/2012	12,000	12,039				-39

Line 16a (990-PF) - Legal Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		400	0	0	400
1	PROBATE COURT FEES	400			400
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		866	741	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	741	741		
2	ESTIMATED EXCISE PAYMENTS	125			
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		35	0	0	35
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	MA FILING FEES	35			35
2					
3					
4					
5					
6					
7					
8					
9					

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

			1,243,356	1,215,982	1,425,522
	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS		1,243,356	1,215,982	1,425,522
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

	Amount
Long Term CG Distributions	7,138
Short Term CG Distributions	0

	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	238,721	0	211,447	27,274	0	0	0	27,274
1	DREYFUS DIVERSIFIED INTL-I	261986632		2/3/2011	9/24/2012	42,000	0	45,299	-3,299			0	-3,299
2	BNY MELLON INTERNATIONAL-M	05569M871		2/12/2009	3/22/2012	25,717	0	19 590	6,127			0	6 127
3	BNY MELLON INTERNATIONAL-M	05569M871		12/16/2008	3/22/2012	3,494	0	3,029	465			0	465
4	BNY MELLON INTERNATIONAL-M	05569M871		2/12/2003	3/22/2012	23,501	0	22 324	1,177			0	1,177
5	BNY MELLON BOND FUND-M	05569M830		2/11/2010	9/24/2012	10,000	0	9 419	581			0	581
6	BNY MELLON BOND FUND-M	05569M830		2/11/2010	3/22/2012	14,359	0	13,846	513			0	513
7	BNY MELLON BOND FUND-M	05569M830		12/15/2011	3/22/2012	783	0	774	9			0	9
8	BNY MELLON INTERMEDIATE BD-M	05569M814		2/3/2011	3/22/2012	2,592	0	2,548	44			0	44
9	BNY MELLON INTERMEDIATE BD-M	05569M814		12/15/2011	3/22/2012	6	0	6	0			0	0
10	BNY MELLON SMALL CAP STK-M	05569M806		3/27/2009	3/22/2012	17	0	10	7			0	7
11	BNY MELLON SMALL CAP STK-M	05569M806		2/12/2009	3/22/2012	8,363	0	5,161	3,202			0	3,202
12	BNY MELLON SMALL CAP STK-M	05569M806		12/3/2008	3/22/2012	90	0	57	33			0	33
13	BNY MELLON SMALL CAP STK-M	05569M806		8/7/2008	3/22/2012	3,396	0	3,262	134			0	134
14	BNY MELLON SMALL CAP STK-M	05569M806		2/12/2003	3/22/2012	33,273	0	27,990	5,283			0	5,283
15	BNY MELLON S/T US GOV SECS-M	05569M780		2/11/2010	3/22/2012	502	0	509	-7			0	-7
16	BNY MEL US CORE EQ 130/30-M	05569M582		3/22/2012	9/24/2012	6,000	0	5,735	265			0	265
17	BNY MELLON MID CAP STOCK-M	05569M509		2/12/2003	3/22/2012	43,897	0	31,620	12,277			0	12,277
18	BNY MELLON MID CAP STOCK-M	05569M509		12/8/2011	3/22/2012	2,731	0	2,441	290			0	290
19	BNY MELLON FOC EQ OPP-M	05569M475		3/22/2012	9/24/2012	6,000	0	5,788	212			0	212
20	BNY MELLON LARGE CAP STK-M	05569M103		11/30/1981	9/24/2012	12,000	0	12,039	-39			0	-39

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

14,323

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	BNY Mellon, N A		P O BOX 185	Pittsburgh	PA	15230-0185		TRUSTEE	SEE ATTA	21,705
2	BNY Mellon, N A		P O BOX 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-7,382
3										
4										
5										
6										
7										
8										
9										
10										

Part

	Benefits (0)	Expense Account (0)	Explanation
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	47
2	First quarter estimated tax payment	2/9/2012	2	125
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	172

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

10100463009 - BS
TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
10100463009	FAY EUGENE F TR	05569M103	BNY MELLON LARGE CAP STK-M	28,622.45	269,337.25	200,407.24
10100463009	FAY EUGENE F TR	05569M442	BNY MELLON SM/MID CAP-M	7,766.74	102,288.04	94,861.32
10100463009	FAY EUGENE F TR	05569M475	BNY MELLON FOC EQ OPP-M	8,891.32	119,054.80	93,661.75
10100463009	FAY EUGENE F TR	05569M509	BNY MELLON M/C MULTI-STRATEG	3,750.32	44,478.87	30,179.60
10100463009	FAY EUGENE F TR	05569M582	BNY MEL US CORE EQ 130/30-M	9,601.66	120,212.87	94,175.57
10100463009	FAY EUGENE F TR	05569M780	BNY MELLON S/T US GOV SECS-M	6,319.46	77,097.42	78,155.43
10100463009	FAY EUGENE F TR	05569M814	BNY MELLON INTERMEDIATE BD-M	7,084.40	94,010.08	86,178.09
10100463009	FAY EUGENE F TR	05569M830	BNY MELLON BOND FUND-M	25,763.36	353,988.66	303,618.43
10100463009	FAY EUGENE F TR	05569M855	BNY MELLON EMERGING MKTS-M	13,550.97	132,122.04	119,544.61
10100463009	FAY EUGENE F TR	261986632	DREYFUS DIVERSIFIED INTL-I	10,002.98	97,829.21	100,199.52
10100463009	FAY EUGENE F TR	48121A670	HIGHBRIDGE DYNAMIC COMM STRA	929.36	15,102.23	15,000.00
10100463009	FAY EUGENE F TR	991061052	CRA (BNY MELLON, N.A., MEMBE	54,056.42	54,056.42	54,056.42
TOTAL FOR ACCT#10100463009					1,479,577.89	1,270,037.98