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
2012
Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: M V HAGGIN IN MEMORY OF J B A HAGGIN	A Employer identification number: 13-6078494
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): (212) 922-8335
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) ▶ $ 22,503,141 — 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))*

	Line		(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				
	4	Dividends and interest from securities	541,174	539,764		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	150,725			
	b	Gross sales price for all assets on line 6a 1,651,569				
	7	Capital gain net income (from Part IV, line 2)		150,725		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	691,899	690,489	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	79,645	47,787		31,858
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	6,167	1,925		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	750			750
	24	**Total operating and administrative expenses.** Add lines 13 through 23	86,562	49,712	0	32,608
	25	Contributions, gifts, grants paid	1,128,924			1,128,924
	26	**Total expenses and disbursements** Add lines 24 and 25	1,215,486	49,712	0	1,161,532
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-523,587			
	b	**Net investment income** (if negative, enter -0-)		640,777		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,359,832	2,210,533	2,210,533
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	8,221,823	7,780,120	11,380,281
	c	Investments—corporate bonds (attach schedule)	8,511,517	8,578,932	8,912,327
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	19,093,172	18,569,585	22,503,141
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	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	19,093,172	18,569,585	
	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)	19,093,172	18,569,585	
	31	**Total liabilities and net assets/fund balances** (see instructions)	19,093,172	18,569,585	

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	19,093,172
2	Enter amount from Part I, line 27a	2	-523,587
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	18,569,585
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	18,569,585

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 See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

	(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
b				0
c				0
d				0
e				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
b				0
c				0
d				0
e				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	150,725
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))
2011	1,248,750	22,071,109	0 056578
2010	1,105,366	21,109,214	0 052364
2009	1,025,594	19,378,051	0 052926
2008	1,191,790	22,557,487	0 052833
2007	1,231,932	25,864,962	0 047629

2 **Total** of line 1, column (d)	2	0 262330
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 052466
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	22,182,142
5 Multiply line 4 by line 3	5	1,163,808
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,408
7 Add lines 5 and 6	7	1,170,216
8 Enter qualifying distributions from Part XII, line 4	8	1,161,532

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 ▶ ☐ and enter 1% of Part I, line 27b	1	12,816
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	12,816
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	12,816
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 5,017		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	5,017
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	7,799
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 2013 estimated tax** ▶ 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 Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
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) ▶ NY AG REG # 00-29-65			
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 2012 or the taxable year beginning in 2012 (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 ▶ (212) 922-8335 Located at ▶ P O. BOX 185, PITTSBURGH, PA ZIP+4 ▶ 15230-0185			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, 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 ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012)*	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 2012?	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 *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☐ No			
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? *If "Yes" to 6b, file Form 8870*		**6b**		X
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	148,569	NONE	NONE
BNY Mellon, N A P O Box 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-68,924	N/A	N/A

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		
Total number of others receiving over $50,000 for professional services ▶		NONE

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	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	20,065,307
b	Average of monthly cash balances	1b	2,454,634
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	22,519,941
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	22,519,941
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	337,799
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,182,142
6	**Minimum investment return.** Enter 5% of line 5	6	1,109,107

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	1,109,107
2a	Tax on investment income for 2012 from Part VI, line 5	2a	12,816		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	12,816
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,096,291
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,096,291
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	1,096,291

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	1,161,532
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,161,532
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,161,532

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				1,096,291
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			290,990	
b	Total for prior years· 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007 NONE				
b	From 2008 NONE				
c	From 2009 NONE				
d	From 2010 NONE				
e	From 2011 NONE				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,161,532				
a	Applied to 2011, but not more than line 2a			290,990	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				870,542
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				225,749
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 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					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
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
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 or e-mail 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 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	1,128,924
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					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	541,174	
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	150,725	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		691,899	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 691,899

(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
		NOT APPLICABLE	

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

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

Signature of officer or trustee	Date	Title
[signature]	4/4/2013	VICE PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Shawn P Hanlon	[signature] CPA	4/4/2013		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	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
ALICE LLOYD COLLEGE	100 PURPOSE RD	PIPPA PASSES	KY	41844		NONE	501 (C)(3) PUBLIC CHARITY	EDUCATIONAL	97,500
UNIVERSITY OF KENTUCKY	800 ROSE STREET	LEXINGTON	KY	40508		NONE	501 (C)(3) PUBLIC CHARITY	EDUCATIONAL	555,304
JAMES B HAGGIN MEMORIAL HOSPITAL	464 LINDEN AVENUE	HARRODSBURG	KY	40330		NONE	501 (C)(3) PUBLIC CHARITY	EDUCATIONAL	214,120
CAMPBELLSVILLE UNIVERSITY	1 UNIVERSITY DRIVE	CAMPBELLSVILLE	KY	42718		NONE	501 (C)(3) PUBLIC CHARITY	EDUCATIONAL	25,000
BEREA COLLEGE	101 CHESTNUT STREET	BEREA	KY	40403		NONE	501 (C)(3) PUBLIC CHARITY	EDUCATIONAL	25,000
FRONTIER NURSING UNIVERSITY	195 SCHOOL STREET	HYDEN	KY	41746		NONE	501 (C)(3) PUBLIC CHARITY	EDUCATIONAL	18,000

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

Recipient(s) paid during the year

Name				
HINDMAN SETTLEMENT SCHOOL				
Street				
71 JUSTICE CENTER DRIVE				
City	**State**	**Zip Code**	**Foreign Country**	
HINDMAN	KY	41822		
Relationship	**Foundation Status**			
NONE	501 (C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
EDUCATIONAL				22,500

Name				
HOSPICE CARE PLUS				
Street				
208 KIDD DRIVE				
City	**State**	**Zip Code**	**Foreign Country**	
BEREA	KY	40403		
Relationship	**Foundation Status**			
NONE	501 (C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
EDUCATIONAL				8,000

Name				
KENTUCKY BLOOD CENTER				
Street				
3121 BEAUMONT CENTRE CIR				
City	**State**	**Zip Code**	**Foreign Country**	
LEXINGTON	KY	40513		
Relationship	**Foundation Status**			
NONE	501 (C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
EDUCATIONAL				20,000

Name				
CENTRE COLLEGE				
Street				
600 W WALNUT STREET				
City	**State**	**Zip Code**	**Foreign Country**	
DANVILLE	KY	40422		
Relationship	**Foundation Status**			
NONE	501 (C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
EDUCATIONAL				25,000

Name				
UNION COLLEGE				
Street				
310 COLLEGE STREET				
City	**State**	**Zip Code**	**Foreign Country**	
BARBOURVILLE	KY	40906		
Relationship	**Foundation Status**			
NONE	501 (C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
EDUCATIONAL				28,000

Name				
GEORGETOWN COLLEGE				
Street				
400 E COLLEGE STREET				
City	**State**	**Zip Code**	**Foreign Country**	
GEORGETOWN	KY	40324		
Relationship	**Foundation Status**			
NONE	501 (C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
EDUCATIONAL				22,500

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

Recipient(s) paid during the year

Name					
CUMBERLAND COLLEGE					
Street 6178 COLLEGE STATION DRIVE					
City WILLIAMSBURG		**State** KY	**Zip Code** 40769	**Foreign Country**	
Relationship NONE	**Foundation Status** 501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution EDUCATIONAL					**Amount** 24,000

Name					
TRANSYLVANIA UNIVERSITY					
Street 300 N BROADWAY ROAD					
City LEXINGTON		**State** KY	**Zip Code** 40508	**Foreign Country**	
Relationship NONE	**Foundation Status** 501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution EDUCATIONAL					**Amount** 24,000

Name					
MIDWAY COLLEGE					
Street 512 E STEPHENS STREET					
City MIDWAY		**State** KY	**Zip Code** 40347	**Foreign Country**	
Relationship NONE	**Foundation Status** 501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution EDUCATIONAL					**Amount** 20,000

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

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

	Amount
Long Term CG Distributions	100,215
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	1,651,569	1,500,844	150,725
Other sales	0	0	0

	Check "X" to include in Part IV	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	Adjustments	Net Gain or Loss
1	X	KRAFT FOODS GROUP INC	50076Q106			8/27/2010		10/25/2012	15	10				0	5
2	X	ROVI CORP	779376102			10/19/2010		4/16/2012	53,688	91,001				0	-37,313
3	X	ROVI CORP	779376102			7/20/2011		4/16/2012	5,773	11,406				0	-5,633
4	X	SALESFORCE COM INC	79466L302			6/30/2010		1/23/2012	72,484	53,837				0	18,647
5	X	TERADATA CORPORATION	88076W103			7/15/2010		2/10/2012	32,820	16,896				0	15,924
6	X	TEXAS INSTRUMENTS INC	882508104			1/23/2012		3/12/2012	24,908	26,166				0	-1,258
7	X	VERIZON COMMUNICATIONS	92343V104			9/28/2011		6/20/2012	25,988	22,256				0	3,732
8	X	VERIZON COMMUNICATIONS	92343V104			1/12/2007		6/20/2012	25,988	20,924				0	5,064
9	X	ACCENTURE PLC-CL A	G1151C101			6/15/2005		1/10/2012	5,732	2,580				0	3,152
10	X	ACCENTURE PLC-CL A	G1151C101			10/28/2011		1/10/2012	31,265	36,822				0	-5,557
11	X	ACCENTURE PLC-CL A	G1151C101			5/20/2005		1/10/2012	4,690	2,058				0	2,632
12	X	AT&T INC	00206R102			8/3/2007		5/3/2012	29,957	36,487				0	-6,530
13	X	AGILENT TECHNOLOGIES INC	00846U101			12/8/2010		6/4/2012	96,179	96,474				0	-295
14	X	AIR PRODS & CHEMS INC	009158106			2/25/2010		4/4/2012	11,774	8,940				0	2,834
15	X	AIR PRODS & CHEMS INC	009158106			9/27/2005		4/4/2012	36,228	22,159				0	14,069
16	X	AON MERGER	037389103			1/1/2012		4/2/2012	121,393	119,471				0	1,922
17	X	BAIDU, INC	056752108			6/27/2011		7/3/2012	34,269	39,855				0	-5,586
18	X	BAIDU, INC	056752108			6/27/2011		7/11/2012	21,724	26,570				0	-4,846
19	X	BAIDU, INC	056752108			1/10/2012		7/11/2012	5,431	6,212				0	-781
20	X	BRISTOL-MYERS SQUIBB CO	110122108			4/19/2012		8/14/2012	78,084	83,995				0	-5,911
21	X	CAMERON INTERNATIONAL C	13342B105			1/24/2011		2/13/2012	72,691	65,480				0	7,211
22	X	CAMERON INTERNATIONAL C	13342B105			5/10/2011		2/13/2012	45,610	39,877				0	5,733
23	X	CITIGROUP INC	172967424			3/24/2011		1/30/2012	12,409	18,327				0	-5,918
24	X	CITIGROUP INC	172967424			11/18/2009		1/30/2012	24,757	35,091				0	-10,334
25	X	CITIGROUP INC	172967424			11/18/2009		7/23/2012	28,242	48,433				0	-20,191
26	X	CITIGROUP INC	172967424			12/22/2009		7/23/2012	22,439	31,036				0	-8,597
27	X	CITIGROUP INC	172967424			8/10/2010		7/23/2012	24,365	39,447				0	-15,082
28	X	COCA - COLA CO	191216100			12/9/2004		6/5/2012	18,316	10,184				0	8,132
29	X	DEERE & CO	244199105			2/25/2010		2/21/2012	115,640	76,258				0	39,382
30	X	DUKE ENERGY CORP	26441C105			9/29/2011		1/30/2012	80,104	76,494				0	3,610
31	X	E M C CORP MASS	268648102			4/1/2011		1/23/2012	59,676	68,056				0	-8,380
32	X	E M C CORP MASS	268648102			4/19/2011		1/23/2012	5,968	6,782				0	-814
33	X	EATON CORP ACTION	278058102			1/1/2001		12/5/2012	107,959	63,306				0	44,653
34	X	EXXON MOBIL CORP	30231G102			8/28/1985		3/13/2012	12,874	970				0	11,904
35	X	INTERNATIONAL BUSINESS M	459200101			8/12/2011		1/10/2012	27,213	25,016				0	2,197
36	X	JOHNSON & JOHNSON	478160104			10/3/2011		4/19/2012	121,047	122,193				0	-1,146
37	X	JOHNSON CONTROLS INC	478366107			3/13/2007		7/11/2012	27,095	32,259				0	-5,164
38	X	JOHNSON CONTROLS INC	478366107			4/23/2009		7/11/2012	26,559	17,516				0	9,043

Part I, Line 18 (990-PF) - Taxes

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		6,167	1,925	0	0
	Description				
1	FOREIGN TAXES WITHHELD	1,925	1,925		
2	ESTIMATED EXCISE TAXES PAID	4,242			
3					

Part I, Line 23 (990-PF) - Other Expenses

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		750	0	0	750
1	NY AG REG FILING FEE	750	0		750

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

	Amount
Long Term CG Distributions	100,215
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	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
						1,551,354	0	0	1,500,844	50,510	0	0	0	50,510
1	KRAFT FOODS GROUP INC	50076Q106		8/27/2010	10/25/2012	15		0	10	5	0	0	0	5
2	ROVI CORP	779376102		10/19/2010	4/16/2012	53,688		0	91,001	-37,313	0	0	0	-37,313
3	ROVI CORP	779376102		7/20/2011	4/16/2012	5 773		0	11,406	-5,633	0	0	0	-5 633
4	SALESFORCE COM INC	79466L302		6/30/2010	1/23/2012	72 484		0	53,837	18,647	0	0	0	18 647
5	TERADATA CORPORATION	88076W103		7/15/2010	2/10/2012	32,820		0	16 896	15 924	0	0	0	15,924
6	TEXAS INSTRUMENTS INC	882508104		1/23/2012	3/12/2012	24 908		0	26,166	-1,258	0	0	0	-1,258
7	VERIZON COMMUNICATIONS INC	92343V104		9/28/2011	6/20/2012	25,988		0	22,256	3,732	0	0	0	3,732
8	VERIZON COMMUNICATIONS INC	92343V104		1/12/2007	6/20/2012	25,988		0	20 924	5,064	0	0	0	5,064
9	ACCENTURE PLC-CL A	G1151C101		6/15/2005	1/10/2012	5,732		0	2,580	3,152	0	0	0	3,152
10	ACCENTURE PLC-CL A	G1151C101		10/28/2011	1/10/2012	31,265		0	36,822	-5,557	0	0	0	-5,557
11	ACCENTURE PLC-CL A	G1151C101		5/20/2005	1/10/2012	4,690		0	2 058	2,632	0	0	0	2,632
12	AT&T INC	00206R102		8/3/2007	5/3/2012	29,957		0	36,487	6 530	0	0	0	-6,530
13	AGILENT TECHNOLOGIES INC	00846U101		12/8/2010	6/4/2012	96,179		0	96,474	-295	0	0	0	-295
14	AIR PRODS & CHEMS INC	009158106		2/25/2010	4/4/2012	11,774		0	8,940	2,834	0	0	0	2,834
15	AIR PRODS & CHEMS INC	009158106		9/27/2005	4/4/2012	36,228		0	22,159	14,069	0	0	0	14,069
16	AON MERGER	037389103		1/1/2012	4/2/2012	121,393		0	119,471	1,922	0	0	0	1,922
17	BAIDU, INC	056752108		6/27/2011	7/3/2012	34 269		0	39,855	-5,586	0	0	0	-5,586
18	BAIDU, INC	056752108		6/27/2011	7/11/2012	21,724		0	26,570	-4,846	0	0	0	-4,846
19	BAIDU, INC	056752108		1/10/2012	7/11/2012	5,431		0	6 212	781	0	0	0	-781
20	BRISTOL-MYERS SQUIBB CO	110122108		4/19/2012	8/14/2012	78,084		0	83,995	-5,911	0	0	0	-5,911
21	CAMERON INTERNATIONAL CORP	13342B105		1/24/2011	2/13/2012	72,691		0	65,480	7,211	0	0	0	7,211
22	CAMERON INTERNATIONAL CORP	13342B105		5/10/2011	2/13/2012	45,610		0	39 877	5,733	0	0	0	5,733
23	CITIGROUP INC	172967424		3/24/2011	1/30/2012	12,409		0	18,327	-5 918	0	0	0	-5,918
24	CITIGROUP INC	172967424		11/18/2009	1/30/2012	24,757		0	35 091	-10 334	0	0	0	-10 334
25	CITIGROUP INC	172967424		11/18/2009	7/23/2012	28,242		0	48 433	-20 191	0	0	0	-20,191
26	CITIGROUP INC	172967424		12/22/2009	7/23/2012	22 439		0	31 036	-8 597	0	0	0	-8 597
27	CITIGROUP INC	172967424		8/10/2010	7/23/2012	24,365		0	39,447	-15,082	0	0	0	-15,082
28	COCA - COLA CO	191216100		12/9/2004	6/5/2012	18,316		0	10,184	8,132	0	0	0	8,132
29	DEERE & CO	244199105		2/25/2010	2/21/2012	115 640		0	76 258	39,382	0	0	0	39,382
30	DUKE ENERGY CORP	26441C105		9/29/2011	1/30/2012	80,104		0	76,494	3,610	0	0	0	3,610
31	E M C CORP MASS	268648102		4/1/2011	1/23/2012	59,676		0	68,056	-8,380	0	0	0	8,380
32	E M C CORP MASS	268648102		4/19/2011	1/23/2012	5,968		0	6,782	814	0	0	0	-814
33	EATON CORP ACTION	278058102		1/1/2001	12/5/2012	107,959		0	63 306	44,653	0	0	0	44,653
34	EXXON MOBIL CORP	30231G102		8/28/1985	3/13/2012	12,874		0	970	11,904	0	0	0	11,904
35	INTERNATIONAL BUSINESS MACHINES	459200101		8/12/2011	1/10/2012	27,213		0	25,016	2,197	0	0	0	2,197
36	JOHNSON & JOHNSON	478160104		10/3/2011	4/19/2012	121,047		0	122,193	-1,146	0	0	0	-1,146
37	JOHNSON CONTROLS INC	478366107		3/13/2007	7/11/2012	27,095		0	32,259	-5,164	0	0	0	-5,164
38	JOHNSON CONTROLS INC	478366107		4/23/2009	7/11/2012	26,559		0	17,516	9,043	0	0	0	9,043

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										79,645	0	0
1	BNY Mellon, N A		P O Box 185	Pittsburgh	PA	15230-0185		TRUSTEE	SEE ATTAC	148,569	NONE	NONE
2	BNY Mellon, N A		P O Box 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-68,924	N/A	N/A

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

		Date		Amount
1	Credit from prior year return		1	775
2	First quarter estimated tax payment	5/9/2012	2	1,060
3	Second quarter estimated tax payment	6/11/2012	3	1,060
4	Third quarter estimated tax payment	9/11/2012	4	1,061
5	Fourth quarter estimated tax payment	12/10/2012	5	1,061
6	Other payments		6	
7	Total		7	5,017

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

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	290,990
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total .	10	290,990

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.

ACCOUNT NAME	INVESTMENT TYPE	CUSIP	INVESTMENT NAME	UNITS	FMV	TAX COST
M V HAGGIN IN MEMORY OF J B A HAGGIN	FOREIGN COMMON STOCK	G0408V102	AON PLC	2475	137634 75	121392 56
M V HAGGIN IN MEMORY OF J B A HAGGIN	FOREIGN COMMON STOCK	G1151C101	ACCENTURE PLC-CL A	1450	96425	42718 05
M V HAGGIN IN MEMORY OF J B A HAGGIN	FOREIGN COMMON STOCK	G2554F113	COVIDIEN PLC	1930	111438 2	76290 98
M V HAGGIN IN MEMORY OF J B A HAGGIN	FOREIGN COMMON STOCK	G29183103	EATON CORP PLC	2090	113236 2	107958 95
M V HAGGIN IN MEMORY OF J B A HAGGIN	FOREIGN COMMON STOCK	G47791101	INGERSOLL-RAND PLC	1850	88726	75642 61
M V HAGGIN IN MEMORY OF J B A HAGGIN	FOREIGN COMMON STOCK	G491BT108	INVESCO LTD	3690	96272 1	92892 43
M V HAGGIN IN MEMORY OF J B A HAGGIN	FOREIGN COMMON STOCK	H5833N103	NOBLE CORPORATION	1650	57453	64816 79
M V HAGGIN IN MEMORY OF J B A HAGGIN	FOREIGN COMMON STOCK	N6596X109	NXP SEMICONDUCTORS N V	4800	126336 48	144788 51
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	00206R102	AT&T INC	2400	80904	64599 45
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	9158106	AIR PRODS & CHEMS INC	900	75618	49857 57
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	23135106	AMAZON COM INC	500	125435	97289 85
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	37833100	APPLE INC	1290	686503 17	83016 75
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	54937107	B B & T CORPORATION	4825	140455 75	126459 67
M V HAGGIN IN MEMORY OF J B A HAGGIN	MELLON EQUITY/BALANCE MUT FND	05569M509	BNY MELLON M/C MULTI-STRATEGY FUND	43626 38	488615 47	485000
M V HAGGIN IN MEMORY OF J B A HAGGIN	MELLON EQUITY/BALANCE MUT FND	05569M566	BNY MELLON INTERNAT APPREC-M	53453 15	621125 64	621942 71
M V HAGGIN IN MEMORY OF J B A HAGGIN	MELLON EQUITY/BALANCE MUT FND	05569M806	BNY MELLON S/C MULTI-STRATEGY FUND	34505 68	411307 73	300000
M V HAGGIN IN MEMORY OF J B A HAGGIN	MELLON FIXED INCOME MUT FUNDS	05569M830	BNY MELLON BOND FUND-M	621203 37	8435941 81	8087931 69
M V HAGGIN IN MEMORY OF J B A HAGGIN	FOREIGN COMMON STOCK	143658300	CARNIVAL CORP	2970	109206 9	117738 74
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	149123101	CATERPILLAR INC	1400	125451 9	63490
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	150870103	CELANESE CORP -SER A	2350	104645 5	81367 81
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	15189T107	CENTERPOINT ENERGY INC	3900	75075	76569 48
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	166764100	CHEVRON CORPORATION	1340	144907 6	89313 15
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	191216100	COCA - COLA CO	8470	307037 5	172509 76
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	20030N101	COMCAST CORP CL A	4430	165504 8	136112 79
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	22160K105	COSTCO WHSL CORP NEW	1320	130323 6	78155 85
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	254687106	WALT DISNEY CO/THE	4080	203143 2	79601 32
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	260003108	DOVER CORP	1800	118278	111523 32
M V HAGGIN IN MEMORY OF J B A HAGGIN	FIXED INCOME MUTUAL FUNDS	261980759	DREYFUS HIGH YIELD-I	71422	476384 79	491000
M V HAGGIN IN MEMORY OF J B A HAGGIN	EQUITY/BALANCED MUTUAL FUNDS	261986491	DREYFUS LARGE CAP GROWTH - I	73513 95	559441 22	523585 12
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	268648102	E M C CORP MASS	4000	101200	104989 57
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	30219G108	EXPRESS SCRIPTS HOLDING CO	2025	109350	96467 85
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	30231G102	EXXON MOBIL CORP	8500	735675	54979 06
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	307000109	FAMILY DLR STORES INC	850	53898 5	59263 79
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	35671D857	FREEPORT MCMORAN COPPER & GOLD INC	2140	73188	96369 55
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	369604103	GENERAL ELECTRIC COMPANY	15600	327444	11623 67
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	375558103	GILEAD SCIENCES INC	2000	146900	83000
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	406216101	HALLIBURTON CO	2945	102162 05	87318 77
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	437076102	HOME DEPOT INC	2660	164521	117378 09
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	438516106	HONEYWELL INTL INC	2430	154232 1	91305 06
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	459200101	INTERNATIONAL BUSINESS MACHINES CORP	1135	217409 25	139119 51
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	46625H100	JP MORGAN CHASE & CO	2900	127510 39	125709 11
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	478366107	JOHNSON CONTROLS INC	2220	68087 4	39277 57
M V HAGGIN IN MEMORY OF J B A HAGGIN	EQUITY/BALANCED MUTUAL FUNDS	48121A670	HIGHBRIDGE DYNAMIC COMM STRAT FUND-E	1055 23	14741 58	23500
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	50076Q106	KRAFT FOODS GROUP INC	1333	60611 51	41531 07
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	517834107	LAS VEGAS SANDS CORP	2150	99244	93747 31
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	532457108	LILLY ELI & CO	2900	143028	124211 93
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	565849106	MARATHON OIL CORP	1675	51355 5	47878 2
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	582839106	MEAD JOHNSON NUTRITION	825	54359 25	56590 92
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	58933Y105	MERCK & CO INC	2890	118316 6	106125 76
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	59156R108	METLIFE INC	2700	88938	90809 91
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	609207105	MONDELEZ INTERNATIONAL-W/I	4000	101812 8	77393 75
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	693475105	PNC FINANCIAL SERVICES GROUP	2045	119243 95	101944 43
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	713448108	PEPSICO INC	1525	104355 75	77907 41
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	717081103	PFIZER INC	8890	222954 98	257890 68
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	718172109	PHILIP MORRIS INTERNAT-W/I	1160	97022 4	48857 92
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	726505100	PLAINS EXPLORATION & PR-W/I	2050	96227	52813 79
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	742718109	PROCTER & GAMBLE CO	2800	190092	127864 89
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	74733V100	QEP RESOURCES INC	2490	75372 3	68866 29
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	747525103	QUALCOMM INC	2165	133926 03	95774 66
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	79466L302	SALESFORCE COM INC	500	84050	43416 75

ACCOUNT NAME	INVESTMENT TYPE	CUSIP	INVESTMENT NAME	UNITS	FMV	TAX COST
M V HAGGIN IN MEMORY OF J B A HAGGIN	FOREIGN COMMON STOCK	806857108	SCHLUMBERGER LTD	1515	104987 38	23337 23
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	816851109	SEMPRA ENERGY	2160	153230 4	124964 86
M V HAGGIN IN MEMORY OF J B A HAGGIN	FOREIGN COMMON STOCK	82481R106	SHIRE PLC	790	72822 2	68606 37
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	857477103	STATE STREET CORP	3125	146906 25	117525 16
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	88076W103	TERADATA CORPORATION	1700	105213	53337 06
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	882508104	TEXAS INSTRUMENTS INC	2925	90353 25	91321 43
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	902973304	US BANCORP	4220	134786 8	106911 22
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	907818108	UNION PAC CORP	1080	135777 6	45953 58
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	913017109	UNITED TECHNOLOGIES CORP	1720	141057 2	77554 71
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	91913Y100	VALERO ENERGY CORP NEW	3690	125902 8	73162 37
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	92343V104	VERIZON COMMUNICATIONS INC	1050	45433 5	32611 05
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	942683103	WATSON PHARMACEUTICALS INC	1800	154800	85862 5
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	949746101	WELLS FARGO & COMPANY	3600	123048	105237 36
M V HAGGIN IN MEMORY OF J B A HAGGIN	COMMON STOCK	988498101	YUM! BRANDS INC	1630	108232	45174 01
M V HAGGIN IN MEMORY OF J B A HAGGIN	CASH MANAGEMENT VEHICLES	991061052	CRA (BNY MELLON, N A , MEMBER FDIC)	573939 91	573939 91	573939 91
M V HAGGIN IN MEMORY OF J B A HAGGIN	CASH MANAGEMENT VEHICLES	991061052	CRA (BNY MELLON, N A , MEMBER FDIC)	1636593 2	1636593 17	1636593 17
Total					$ 22,503,141.11	$ 18,569,585.17