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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE DUBOSE & DOROTHY HEYWARD MEM FD#		A Employer identification number 13-6840999
Number and street (or P O box number if mail is not delivered to street address) BNY Mellon, N A - P O Box 185		B Telephone number (see instructions) (212) 922-6636
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) \$ 11,836,079	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	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				
	4 Dividends and interest from securities	249,864	241,242		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	114,845			
	b Gross sales price for all assets on line 6a 1,773,088				
	7 Capital gain net income (from Part IV, line 2)		114,845		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	778,724	778,724			
12 Total. Add lines 1 through 11	1,143,433	1,134,811	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	117,202	52,741		64,461
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	157,745	110,422		47,323
	b Accounting fees (attach schedule)	1,728			1,728
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	16,977	3,769		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,103	353		750
	24 Total operating and administrative expenses. Add lines 13 through 23	294,755	167,285	0	114,262
	25 Contributions, gifts, grants paid	605,500			605,500
26 Total expenses and disbursements Add lines 24 and 25	900,255	167,285	0	719,762	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	243,178				
b Net investment income (if negative, enter -0-)		967,526			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Form 990-PF (2012) THE DUBOSE & DOROTHY HEYWARD MEM FD#

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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	298,265	563,414	563,414	
	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)	6,107,648	5,997,603	7,307,361	
	c	Investments—corporate bonds (attach schedule)	2,171,258	2,268,945	2,365,304	
	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 ▶ COPYRIGHT-DUBOSE HEYWARD)			1,600,000		
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,577,171	8,829,962	11,836,079		
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	8,577,171	8,829,962		
	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)	8,577,171	8,829,962		
31	Total liabilities and net assets/fund balances (see instructions)	8,577,171	8,829,962			

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	8,577,171
2	Enter amount from Part I, line 27a	2	243,178
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	9,613
4	Add lines 1, 2, and 3	4	8,829,962
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	8,829,962

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	114,845
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	519,164	11,053,763	0.046967
2010	698,180	9,559,614	0.073034
2009	1,079,336	8,246,317	0.130887
2008	579,601	9,363,141	0.061902
2007	597,901	10,569,030	0.056571

2 Total of line 1, column (d)	2	0.369361
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	0.073872
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,397,365
5 Multiply line 4 by line 3	5	841,946
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,675
7 Add lines 5 and 6	7	851,621
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	719,762

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)		1	19,351
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	19,351
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	19,351
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,763	
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	12,763	
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	6,588	
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	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NY AG REG#03-93-21		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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) 922-6636	
	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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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**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?

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	CO-TRUSTEE SEE ATTACHED	111,124	NONE	NONE
BNY MELLON, N A P O BOX 185 PITTSBURGH, PA 15230-0185	TRUSTEE FEE REIMBURSEMENT	-42,347	N/A	N/A
ALBERT J CARDINALI, ESQ 80 TURNBERRY DRIVE MONROE TOWNSHIP	CO-TRUSTEE 5-10 HOURS	48,425	NONE	NONE

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	11,173,794
b	Average of monthly cash balances	1b	397,135
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	11,570,929
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	11,570,929
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	173,564
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,397,365
6	Minimum investment return. Enter 5% of line 5	6	569,868

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	569,868
2a	Tax on investment income for 2012 from Part VI, line 5	2a	19,351
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	19,351
3	Distributable amount before adjustments Subtract line 2c from line 1	3	550,517
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	550,517
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	550,517

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	719,762
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	719,762
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	719,762

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				550,517
2 Undistributed income, if any, as of the end of 2012			0	
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	86,953			
b From 2008	138,286			
c From 2009	683,094			
d From 2010	224,632			
e From 2011				
f Total of lines 3a through e	1,132,965			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 719,762				
a Applied to 2011, but not more than line 2a				
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				550,517
e Remaining amount distributed out of corpus	169,245			
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	1,302,210			
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				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 2007 not applied on line 5 or line 7 (see instructions)	86,953			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,215,257			
10 Analysis of line 9				
a Excess from 2008	138,286			
b Excess from 2009	683,094			
c Excess from 2010	224,632			
d Excess from 2011				
e Excess from 2012	169,245			

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

☐ 4942(1)(3) or ☐ 4942(1)(5)

- b** Check box to indicate whether the foundation is a private operating foundation described in section

- 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

[illegible]

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

EDWIN LAYING C/O BNY MELLON 1290 AVE OF AMERICAS NEW YORK NY 10024

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

LETTER FORM

- c Any submission deadlines**

NONE

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

THEATRE, MUSIC PROGRAMS

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			▶ 3a	605,500
b Approved for future payment NONE				
Total			▶ 3b	NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	249,864	
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	114,845	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a <u>ROYALTY INCOME</u>			15	778,724	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0		1,143,433	0
13 Total. Add line 12, columns (b), (d), and (e)				13	1,143,433

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

[illegible]

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

		Amount		Totals		Capital Gains/Losses		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss		
		40,054		0		Other sales		1,773,088		1,658,243		114,845		
		0		0		0		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 AT&T INC	00206R102			8/11/2010		11/16/2012	4,629	3,728					901
2	X AT&T INC	00206R102			8/6/2010		11/16/2012	8,265	6,621					1,644
3	X AGILENT TECHNOLOGIES INC	00846U101			12/8/2010		6/4/2012	36,886	36,889					-3
4	X AGILENT TECHNOLOGIES INC	00846U101			12/9/2010		6/4/2012	753	759					-6
5	X AIR PRODS & CHEMS INC	009158106			5/29/2008		4/3/2012	16,487	18,261					-1,774
6	X AON MERGER	037389103			1/1/2012		4/2/2012	50,028	48,826					1,202
7	X APPLE INC	037833100			7/2/2010		3/1/2012	22,293	10,225					12,068
8	X APPLE INC	037833100			7/2/2010		3/15/2012	22,316	9,477					12,839
9	X BB & T CORPORATION	054937107			6/20/2011		7/19/2012	23,575	19,422					4,153
10	X AT&T INC	00206R102			5/29/2008		5/1/2012	5,317	6,294					-977
11	X AT&T INC	00206R102			8/11/2010		5/1/2012	10,302	8,255					2,047
12	X B B & T CORPORATION	054937107			4/26/2011		7/19/2012	19,434	15,871					3,563
13	X BNY MELLON INTERNAT APP	05569M566			6/21/2005		6/28/2012	90,000	99,960					-9,960
14	X BAIDU INC	056752108			3/1/2012		6/27/2012	9,029	11,233					-2,204
15	X BAIDU INC	056752108			6/27/2011		6/27/2012	7,691	9,140					-1,449
16	X BAIDU INC	056752108			6/27/2011		7/2/2012	16,672	20,002					-3,330
17	X BAIDU INC	056752108			6/27/2011		7/11/2012	3,255	3,974					-719
18	X BAIDU INC	056752108			1/9/2012		7/11/2012	12,913	14,356					-1,443
19	X BRISTOL-MYERS SQUIBB CO	110122108			4/19/2012		8/10/2012	38,343	41,053					-2,710
20	X BRISTOL-MYERS SQUIBB CO	110122108			4/19/2012		8/10/2012	190	204					-14
21	X BRISTOL-MYERS SQUIBB CO	110122108			4/19/2012		8/13/2012	17,469	18,796					-1,327
22	X CAMERON INTERNATIONAL C	13342B105			1/24/2011		2/10/2012	7,590	6,918					672
23	X CAMERON INTERNATIONAL C	13342B105			1/25/2011		2/10/2012	14,056	12,570					1,486
24	X CAMERON INTERNATIONAL C	13342B105			1/26/2011		2/10/2012	281	254					27
25	X CAMERON INTERNATIONAL C	13342B105			5/9/2011		2/10/2012	23,614	20,816					2,798
26	X CITIGROUP INC	172967424			3/24/2011		1/27/2012	14,977	21,884					-6,907
27	X CITIGROUP INC	172967424			8/5/2010		1/27/2012	5,723	7,746					-2,023
28	X CITIGROUP INC	172967424			7/2/2010		7/19/2012	34,453	49,416					-14,963
29	X CITIGROUP INC	172967424			8/5/2010		7/19/2012	7,385	11,454					-4,069
30	X COCA - COLA CO	191216100			3/1/2011		6/1/2012	19,734	17,607					2,127
31	X COCA - COLA CO	191216100			10/26/2010		6/1/2012	5,116	4,293					823
32	X COMCAST CORP CL A	20030N101			7/1/2012		10/9/2012	13,501	12,010					1,491
33	X COMCAST CORP CL A	20030N101			7/1/2012		11/19/2012	4,652	4,109					543
34	X COMCAST CORP CL A	20030N101			6/19/2012		11/19/2012	8,945	7,886					1,059
35	X DEERE & CO	244199105			7/2/2010		2/17/2012	53,021	35,411					17,610
36	X E M C CORP MASS	268648102			4/7/2011		11/7/2012	2,216	2,360					-144
37	X EATON CORP ACTION	278058102			1/1/2001		12/5/2012	73,967	53,049					20,918
38	X EXXON MOBIL CORP	30231G102			3/21/990		3/9/2012	43,848	6,091					37,757
39	X HALLIBURTON CO	406216101			3/9/2012		9/21/2012	11,541	11,290					251
40	X INTERNATIONAL BUSINESS M	459200101			9/20/2010		1/10/2012	5,636	4,071					1,565
41	X INTERNATIONAL BUSINESS M	459200101			8/11/2011		1/10/2012	9,635	8,805					830
42	X INTERNATIONAL BUSINESS M	459200101			9/10/2010		1/12/2012	4,909	3,461					1,448
43	X INTERNATIONAL BUSINESS M	459200101			9/10/2010		1/12/2012	11,879	8,460					3,419
44	X INTERNATIONAL BUSINESS M	459200101			3/15/2012		6/1/2012	16,718	18,129					-1,411
45	X JP MORGAN CHASE & CO	46625H107			6/26/2009		10/25/2012	55,034	60,521					-5,487
46	X JPMORGAN CHASE & CO	46625H100			7/2/2010		7/19/2012	28,239	27,239					1,000
47	X JOHNSON & JOHNSON	478160104			9/30/2011		4/19/2012	59,141	60,122					-981
48	X JOHNSON CONTROLS INC	478366107			7/2/2010		7/11/2012	12,883	13,046					-163
49	X HIGHBRIDGE DYNAMIC COM	48121A670			4/29/2011		12/28/2012	62,150	100,000					-37,850
50	X KRAFT FOODS GROUP INC	50076Q106			8/27/2010		10/10/2012	9,122	6,130					2,992
51	X KRAFT FOODS GROUP INC	50076Q106			11/20/2008		10/10/2012	21,629	12,496					9,133
52	X KRAFT FOODS GROUP INC	50076Q106			11/20/2008		10/25/2012	15	9					6
53	X MERCK & CO INC	58933Y105			6/4/2012		9/25/2012	23,504	19,433					4,071
54	X MERCK & CO INC	58933Y105			12/15/2011		9/25/2012	13,108	10,470					2,638
55	X MERCK & CO INC	58933Y105			12/15/2011		9/26/2012	54,320	43,322					10,998
56	X PLAINS EXPLORATION & PR	726505100			9/21/2012		12/6/2012	26,100	23,813					2,287
57	X PLAINS EXPLORATION & PR	726505100			7/2/2010		12/6/2012	2,175	1,942					233
58	X PLAINS EXPLORATION & PR	726505100			7/2/2010		12/12/2012	45,808	21,261					24,547
59	X QEP RESOURCES INC	74733V100			7/2/2010		11/9/2012	20,217	20,776					-559
60	X QEP RESOURCES INC	74733V100			7/2/2010		11/9/2012	11,390	11,852					-462
61	X QEP RESOURCES INC	74733V100			7/2/2010		11/9/2012	285	297					-12
62	X ROVI CORP	779376102			7/19/2011		4/13/2012	5,581	10,821					-5,240
63	X ROVI CORP	779376102			10/19/2010		4/13/2012	9,546	15,948					-6,402
64	X ROVI CORP	779376102			10/19/2010		4/16/2012	16,620	28,216					-11,596
65	X SALESFORCE COM INC	7466L302			7/2/2010		4/16/2012	12,599	10,680					1,919
66	X SCHLUMBERGER LTD	806857108			3/9/2012		9/21/2012	11,935	12,256					-321
67	X SEMPER ENERGY	816851109			7/2/2010		12/12/2012	14,312	9,310					5,002
68	X STATE STREET CORP	857477103			8/12/2011		4/27/2012	18,051	13,733					4,318

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

Check "X" to include in Part IV		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss
									Capital Gains/Losses	Other sales	1,773,088	1,658,243	0	0	
		Long Term CG Distributions	Amount												
		Short Term CG Distributions	40,054												
			0												
69	X	TERADATA CORPORATION	88076W103			4/19/2011		2/10/2012	621	509					112
70	X	TERADATA CORPORATION	88076W103			8/19/2011		2/10/2012	14,904	10,619					4,285
71	X	TEXAS INSTRUMENTS INC	882508104			1/10/2012		9/27/2012	18,281	20,049					-1,768
72	X	TEXAS INSTRUMENTS INC	882508104			1/12/2012		9/27/2012	10,803	12,197					-1,394
73	X	VALERO ENERGY CORP NEW	91913Y100			12/21/2010		8/15/2012	16,006	12,470					3,536
74	X	VALERO ENERGY CORP NEW	91913Y100			12/21/2010		9/27/2012	5,631	4,008					1,623
75	X	VALERO ENERGY CORP NEW	91913Y100			7/2/2010		9/27/2012	8,759	4,827					3,932
76	X	TERADATA CORPORATION	88076W103			7/15/2010		2/10/2012	1,863	954					909
77	X	TEXAS INSTRUMENTS INC	882508104			1/18/2012		3/9/2012	4,514	4,632					-118
78	X	TEXAS INSTRUMENTS INC	882508104			1/19/2012		3/9/2012	8,060	8,462					-402
79	X	TEXAS INSTRUMENTS INC	882508104			11/4/2011		3/9/2012	9,027	8,934					93
80	X	TEXAS INSTRUMENTS INC	882508104			11/4/2011		5/17/2012	12,385	13,401					-1,016
81	X	TEXAS INSTRUMENTS INC	882508104			11/4/2011		9/27/2012	16,342	18,826					-2,484
82	X	VALERO ENERGY CORP NEW	91913Y100			11/9/2012		12/14/2012	13,655	12,168					1,489
83	X	VERIZON COMMUNICATIONS	92343V104			5/29/2008		6/19/2012	5,243	4,514					729
84	X	VERIZON COMMUNICATIONS	92343V104			9/27/2011		6/19/2012	11,360	9,652					1,708
85	X	YUM! BRANDS INC	988498101			10/28/2011		7/11/2012	19,224	16,757					2,467
86	X	YUM! BRANDS INC	988498101			7/2/2010		7/11/2012	9,302	5,863					3,439
87	X	ACCENTURE PLC-CL A	G1151C101			10/27/2011		1/9/2012	14,471	17,018					-2,547
88	X	ACCENTURE PLC-CL A	G1151C101			10/27/2011		9/28/2012	3,498	3,039					459
89	X	ACCENTURE PLC-CL A	G1151C101			7/2/2012		9/28/2012	15,392	13,288					2,106
90	X	NOBLE CORPORATION	H5833N103			2/10/2012		9/27/2012	43,338	47,301					-3,963
91	X	NXP SEMICONDUCTORS N V	N6596X109			5/2/2011		3/6/2012	4,257	6,293					-2,036
92	X	NXP SEMICONDUCTORS N V	N6596X109			5/2/2011		3/6/2012	13,218	19,117					-5,899
93	X	NXP SEMICONDUCTORS N V	N6596X109			5/2/2011		11/5/2012	7,731	9,720					-1,989
94	X	NXP SEMICONDUCTORS N V	N6596X109			5/5/2011		11/5/2012	5,927	7,229					-1,302
95	X	DUKE ENERGY CORP	26441C105			9/28/2011		12/27/2012	39,992	38,005					1,987
96	X	E M C CORP MASS	268648102			7/19/2011		1/18/2012	9,245	11,197					-1,952
97	X	E M C CORP MASS	268648102			4/1/2011		11/8/2012	676	805					-129
98	X	E M C CORP MASS	268648102			4/1/2011		11/5/2012	32,170	34,889					-2,719
99	X	E M C CORP MASS	268648102			4/19/2011		11/5/2012	4,702	5,041					-339
100	X	E M C CORP MASS	268648102			4/19/2011		11/7/2012	11,329	12,203					-874
101	X	ISHARES	46428R107			1/1/2010		12/31/2012	0	61					-61

Part I, Line 11 (990-PF) - Other Income

		778,724	778,724	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	ROYALTY INCOME	778,724	778,724	

Part I, Line 16a (990-PF) - Legal Fees

		157,745	110,422	0	47,323
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	157,745	110,422		47,323

Part I, Line 16b (990-PF) - Accounting Fees

		1,728	0	0	1,728
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEE	1,728			1,728

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

		16,977	3,769	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	3,769	3,769		
2	PRIOR YEAR EXCISE TAX PAID	445			
3	ESTIMATED TAX PAYMENTS	12,763			

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

		1,103	353	0	750
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	NY STATE AG FEES	750	0		750
2	ISHARES K-1 FEES	353	353		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		6,107,648	5,997,603	6,584,413	7,307,361
		Book Value	Book Value	FMV	FMV
		Beg of Year	End of Year	Beg of Year	End of Year
1	CORPORATE STOCK	6,107,648	5,997,603	6,584,413	7,307,361

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		2,171,258		2,268,945		2,193,799		2,365,304
		Book Value	Book Value	Book Value	FMV	FMV	FMV	
		Beg of Year	End of Year	Beg of Year	End of Year	Beg of Year	End of Year	
1	CORPORATE BOND	2,171,258	2,268,945	2,193,799	2,365,304			

Part II, Line 15 (990-PF) - Other Assets

		0		0	1,600,000
Asset Description		Book Value Beg of Year	Book Value End of Year	FMV End of Year	
1	COPYRIGHT-DUBOSE HEYWARD				1,600,000

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	ISHARES PARTNERSHIP SALE ADJUSTMENT	1	9,232
2	ISHARES PARTNERSHIP INCOME ADJUSTMENT	2	381
3	Total	3	9,613

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

Long Term CG Distributions		Short Term CG Distributions		Amount	40,054	0	1,733,034	0	0	1,659,243	74,791	0	0	0	0	0	74,791	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0</
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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions										1,733,034		0		1,659,243		74,791		0		0		74,791	
Short Term CG Distributions										Amount		40,094		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 of Losses									
85	YUMI BRANDS INC	988498101		10/28/2010	7/11/2012	19,224			16,757	2,467				2,467									
86	YUMI BRANDS INC	988498101		7/2/2010	7/11/2012	9,302			5,863	3,439				3,439									
87	ACCENTURE PLC-CL A	G1151C101		10/27/2011	9/28/2012	14,471			17,018	-2,547				-2,547									
88	ACCENTURE PLC-CL A	G1151C101		10/27/2011	9/28/2012	3,498			3,039	459				459									
89	ACCENTURE PLC-CL A	G1151C101		7/2/2012	9/28/2012	15,392			13,286	2,106				2,106									
90	NOBLE CORPORATION	H5833N103		2/10/2012	9/27/2012	43,338			47,301	-3,963				-3,963									
91	NXP SEMICONDUCTORS N.V.	N6596X109		5/2/2011	3/6/2012	4,257			6,293	-2,036				-2,036									
92	NXP SEMICONDUCTORS N.V.	N6596X109		5/3/2011	3/6/2012	13,218			19,117	-5,899				-5,899									
93	NXP SEMICONDUCTORS N.V.	N6596X109		5/3/2011	1/5/2012	7,731			9,720	-1,989				-1,989									
94	NXP SEMICONDUCTORS N.V.	N6596X109		5/5/2011	1/5/2012	5,927			7,229	-1,302				-1,302									
95	DUKE ENERGY CORP	26441C105		9/28/2011	1/27/2012	39,892			38,005	1,887				1,887									
96	EM C CORP MASS	268648102		7/19/2011	1/18/2012	9,245			11,197	-1,952				-1,952									
97	EM C CORP MASS	268648102		4/1/2011	1/18/2012	676			805	-129				-129									
98	EM C CORP MASS	268648102		4/1/2011	1/15/2012	32,170			34,889	-2,719				-2,719									
99	EM C CORP MASS	268648102		4/19/2011	1/15/2012	4,702			5,041	-339				-339									
100	EM C CORP MASS	268648102		4/19/2011	1/17/2012	11,329			12,203	-874				-874									
101	SHARES	4642BR107		1/1/2010	12/31/2012	0			61	-61				-61									

Part XVI-A, Lines 11a-11e (990-PF) - Other Revenue

		Unrelated Business Income		Excluded by Section 512, 513, or 514		
	Program Service Revenue	Business Code	Amount	Exclusion Code	Amount	Related or Exempt Function Income
1	ROYALTY INCOME			15	778,724	
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/9/2012	2	3,690
3 Second quarter estimated tax payment	6/11/2012	3	3,691
4 Third quarter estimated tax payment	9/11/2012	4	2,691
5 Fourth quarter estimated tax payment	12/10/2012	5	2,691
6 Other payments		6	
7 Total		7	12,763

THE DUBOSE & DOROTHY HEYWARD MEM FD#

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

Recipient(s) paid during the year

Name

NEW YORK CITY CENTER

Street

131 W 55TH STREET

City

NEW YORK

State
NY**Zip Code**
10019**Foreign Country****Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

COLUMBIA UNIVERSITY THE SCHOOL OF PERFORMING ARTS

Street

2960 BROADWAY

City

NEW YORK

State
NY**Zip Code**
10027**Foreign Country****Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

CONCERT ARTISTS GUILD

Street

850 7TH AVENUE

City

NEW YORK

State
NY**Zip Code**
10019**Foreign Country****Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

FOOTLIGHT PLAYERS INC

Street

118 WEST BLVD

City

EAST ROCKAWAY

State
NY**Zip Code**
11518**Foreign Country****Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

GLIMMERGLASS OPERA THEATER, INC

Street

18 CHESTNUT ST

City

COOPERSTOWN

State
NY**Zip Code**
13326**Foreign Country****Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

35,000

Name

TEATRO GRATTACIELO

Street

2 RIVERSIDE DRIVE, 2C

City

NEW YORK

State
NY**Zip Code**
10023**Foreign Country****Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

20,000

THE DUBOSE & DOROTHY HEYWARD MEM FD#

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

Recipient(s) paid during the year

Name

LYRIC THEATER

Street

PO BOX 237027

City

NEW YORK

State

NY

Zip Code

10023

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

MCCARTER THEATRE CENTRE

Street

91 UNIVERSITY PLACE

City

PRINCETON

State

NJ

Zip Code

08540

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

NEW YORK CITY BALLET

Street

20 LINCOLN CENTER PLAZA

City

NEW YORK

State

NY

Zip Code

10023

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

REPETORIO ESPANOL

Street

138 E 27TH STREET

City

NEW YORK

State

NY

Zip Code

10016

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

THE METROPOLITAN OPERA ASSOCIATION

Street

LINCOLN CENTER PLAZA

City

NEW YORK

State

NY

Zip Code

10023

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

THE MACDOWELL COLONY, INC

Street

163 E 81ST ST

City

NEW YORK

State

NY

Zip Code

10028

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

140,000

THE DUBOSE & DOROTHY HEYWARD MEM FD#

13-6840999 Page 3 of 8

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

Recipient(s) paid during the year

Name

THEATER FOR A NEW AUDIENCE

Street

154 CHRISTOPHER ST

City

NEW YORK

State

NY

Zip Code

10014

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

80,000

Name

LINCOLN CENTER THEATER

Street

150 W 65TH STREET

City

NEW YORK

State

NY

Zip Code

10023

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

15,000

Name

SPOLETO FESTIVAL, USA

Street

14 GEORGE ST

City

CHARLESTON

State

SC

Zip Code

29401

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

20,000

Name

THE PEARL THEATRE COMPANY, INC

Street

555 W 42ND STREET

City

NEW YORK

State

NY

Zip Code

10036

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

20,000

Name

THE PUBLIC THEATER NEW YORK SHAKESPEARE FESTIVAL

Street

425 LAFAYETTE STREET

City

NEW YORK

State

NY

Zip Code

10003

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

20,000

Name

CHARLESTON STAGE COMPANY INC

Street

135 CHURCH STREET

City

CHARLESTON

State

SC

Zip Code

29401

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

THE DUBOSE & DOROTHY HEYWARD MEM FD#

13-6840999 Page 4 of 8

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

Recipient(s) paid during the year

Name

COLUMBIA UNIVERSITY

Street

BROADWAY

City

NEW YORK

State

NY

Zip Code

10027

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

8,000

Name

DANCE THEATER OF HARLEM INC

Street

466 W 152ND STREET

City

NEW YORK

State

NY

Zip Code

10031

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

GEORGE STREET PLAYHOUSE

Street

9 LIVINGSTON AVE

City

NEW BRUNSWICK

State

NJ

Zip Code

08901

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

GOTHAM CHAMBER OPERA

Street

410 W 42ND STREET

City

NEW YORK

State

NY

Zip Code

10036

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

JAZZ AT LINCOLN CENTER

Street

3 COLUMBUS CIRCLE #12

City

NEW YORK

State

NY

Zip Code

10019

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

LINCOLN CENTER FOR THE PERFORMING ARTS

Street

10 LINCOLN CENTER PLAZA

City

NEW YORK

State

NY

Zip Code

10023

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

15,000

THE DUBOSE & DOROTHY HEYWARD MEM FD#

13-6840999 Page 5 of 8

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

Recipient(s) paid during the year

Name

NATIONAL DANCE INSTITUTE OF NEW MEXICO

Street

1140 ALTO STREET

City

SANTE FE

State

NM

Zip Code

87501

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,500

Name

NEW YORK PHILHARMONIC

Street

10 LINCOLN SQUARE #132

City

NEW YORK

State

NY

Zip Code

10023

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

THIRTEEN WNET NEW YORK

Street

825 8TH AVENUE

City

NEW YORK

State

NY

Zip Code

10019

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

AMERICAN REPERTORY THEATER

Street

64 BRATTLE ST

City

CAMBRIDGE

State

MA

Zip Code

02138

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

BROOKLYN ACADEMY OF MUSIC

Street

30 LAFAYETTE AVENUE

City

BROOKLYN

State

NY

Zip Code

11217

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

CARNEGIE HALL

Street

881 7TH AVENUE

City

NEW YORK

State

NY

Zip Code

10019

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

15,000

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

Recipient(s) paid during the year

Name

CHARLESTON BALLET THEATRE

Street

615 JOHNNIE DODDS BLVD

City

MT PLEASANT

State

SC

Zip Code

29464

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

HOSPITAL AUDIENCES, INC

Street

548 BROADWAY

City

NEW YORK

State

NY

Zip Code

10012

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

15,000

Name

FRIENDS OF KAREN

Street

116 E 16TH STREET

City

NEW YORK

State

NY

Zip Code

10003

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

THE BONE MARROW FOUNDATION

Street

515 MADISON AVENUE #1130

City

NEW YORK

State

NY

Zip Code

10022

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

7,500

Name

BREAST CANCER ACTION

Street

60 E 56TH STREET 8TH FL

City

NEW YORK

State

NY

Zip Code

10022

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

NATIONAL WOMEN'S HEALTH NETWORK

Street

1413 K STREET NW, 4TH FL

City

WASHINGTON

State

DC

Zip Code

20005

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

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

LEUKEMIA & LYMPHOMA SOCIETY

Street

1311 MAMARONECK AVE, STE 310

City

WHITE PLAINS

State

NY

Zip Code

10605

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

COLUMBIA CLASSICAL BALLET CO

Street

2418 DEVINE ST

City

COLUMBIA

State

SC

Zip Code

29205

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

12,500

Name

THALIA SPANISH THEATER

Street

41-17 GREENPOINT AVE

City

SUNNYSIDE

State

NY

Zip Code

11104

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

NEW JERSEY FOUNDATION OF AGING

Street

176 W STATE ST

City

TRENTON

State

NJ

Zip Code

08608

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

ROSIE'S THEATER KIDS

Street

445 W 45TH ST

City

NEW YORK

State

NY

Zip Code

10036

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

FREE ARTS NYC

Street

1431 BROADWAY

City

NEW YORK

State

NY

Zip Code

10018

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

THE DUBOSE & DOROTHY HEYWARD MEM FD#

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

Recipient(s) paid during the year

Name

LEARNING THROUGH AN EXPANDED ARTS

Street

441 WEST END AVE, SUITE 2G

City

NEW YORK

State

NY

Zip Code

10024

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

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

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Zip Code

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Foundation Status

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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

**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	CUSIP ID	SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
DUBOSE & DOROTHY HEYWARD MEM FUND	G0408V102	AON PLC	1360	75,629.60	67,595.33
DUBOSE & DOROTHY HEYWARD MEM FUND	G1151C101	ACCENTURE PLC-CL A		51,870.00	20,362.97
DUBOSE & DOROTHY HEYWARD MEM FUND	G2554F113	COVIDIEN PLC	1010	58,317.40	39,917.37
DUBOSE & DOROTHY HEYWARD MEM FUND	G29183103	EATON CORP PLC	1430	77,477.40	73,866.65
DUBOSE & DOROTHY HEYWARD MEM FUND	G47791101	INGERSOLL-RAND PLC	1370	65,705.20	55,807.64
DUBOSE & DOROTHY HEYWARD MEM FUND	G491BT108	INVECO LTD	3050	79,574.50	54,177.70
DUBOSE & DOROTHY HEYWARD MEM FUND	N6596X109	NXP SEMICONDUCTORS N V	1760	46,323.38	43,857.90
DUBOSE & DOROTHY HEYWARD MEM FUND	00206R102	AT&T INC	840	28,316.40	22,247.57
DUBOSE & DOROTHY HEYWARD MEM FUND	009158106	AIR PRODS & CHEMS INC	490	41,169.80	49,710.50
DUBOSE & DOROTHY HEYWARD MEM FUND	023135106	AMAZON COM INC	282	70,745.34	55,264.00
DUBOSE & DOROTHY HEYWARD MEM FUND	037833100	APPLE INC	458	243,735.23	127,242.26
DUBOSE & DOROTHY HEYWARD MEM FUND	054937107	B B & T CORPORATION	1600	46,576.00	40,694.37
DUBOSE & DOROTHY HEYWARD MEM FUND	05569M301	BNY MELLON INCOME STOCK-M	30821.91	223,150.69	180,000.00
DUBOSE & DOROTHY HEYWARD MEM FUND	05569M491	BNY MELLON MUNI OP-PORT-M	23682	319,233.48	283,000.00
DUBOSE & DOROTHY HEYWARD MEM FUND	05569M509	BNY MELLON M/C MULTI-STRATEGY FUND	35977.69	402,950.14	335,000.00
DUBOSE & DOROTHY HEYWARD MEM FUND	05569M566	BNY MELLON INTERNAT APPREC-M	48284.46	561,065.44	490,039.52
DUBOSE & DOROTHY HEYWARD MEM FUND	05569M780	BNY MELLON ST US GOV SECS-M	20177.56	245,359.17	250,000.00
DUBOSE & DOROTHY HEYWARD MEM FUND	05569M806	BNY MELLON S/C MULTI-STRATEGY FUND	27361.52	326,149.43	295,346.19
DUBOSE & DOROTHY HEYWARD MEM FUND	05569M830	BNY MELLON BOND FUND-M	48732.46	661,786.92	641,402.81
DUBOSE & DOROTHY HEYWARD MEM FUND	05569M855	BNY MELLON EMERGING MKTS-M	71698.8	734,912.75	650,000.00
DUBOSE & DOROTHY HEYWARD MEM FUND	060505AU8	BANK AMER CORP 5 125% 11/15/1	150000	159,967.50	149,641.00
DUBOSE & DOROTHY HEYWARD MEM FUND	111320107	BROADCOM CORP CL A	2160	71,733.60	73,457.68
DUBOSE & DOROTHY HEYWARD MEM FUND	143658300	CARNIVAL CORP	1470	54,051.90	45,700.24
DUBOSE & DOROTHY HEYWARD MEM FUND	149123101	CATERPILLAR INC	680	60,933.78	25,010.15
DUBOSE & DOROTHY HEYWARD MEM FUND	150870103	CELANESE CORP -SER A	1140	50,764.20	28,049.13
DUBOSE & DOROTHY HEYWARD MEM FUND	15189T107	CENTERPOINT ENERGY INC	3620	69,685.00	72,272.75
DUBOSE & DOROTHY HEYWARD MEM FUND	166764100	CHEVRON CORPORATION	689	74,508.46	50,464.67
DUBOSE & DOROTHY HEYWARD MEM FUND	191216100	COCA - COLA CO	1780	64,525.00	52,987.38
DUBOSE & DOROTHY HEYWARD MEM FUND	20030N101	COMCAST CORP CL A	2420	90,411.20	73,651.65
DUBOSE & DOROTHY HEYWARD MEM FUND	22160K105	COSTCO WHSL CORP NEW	600	59,238.00	32,791.92
DUBOSE & DOROTHY HEYWARD MEM FUND	254687106	WALT DISNEY CO/THE	1940	96,592.60	60,988.36
DUBOSE & DOROTHY HEYWARD MEM FUND	260003108	DOVER CORP	930	61,110.30	57,708.36
DUBOSE & DOROTHY HEYWARD MEM FUND	261967830	DREYFUS INFLTN ADJ SEC-INST	19455.25	269,260.70	250,000.00
DUBOSE & DOROTHY HEYWARD MEM FUND	261980494	DREYFUS EMG MKT DEBT LOC C-I	6103.03	93,620.60	92,400.00
DUBOSE & DOROTHY HEYWARD MEM FUND	261980759	DREYFUS HIGH YIELD-I	28597.48	190,745.22	208,940.06
DUBOSE & DOROTHY HEYWARD MEM FUND	261986582	DREYFUS GLOBAL REAL ES SEC-I	37070.58	301,383.86	399,991.62
DUBOSE & DOROTHY HEYWARD MEM FUND	268648102	E M C CORP MASS	1260	31,878.00	31,023.12
DUBOSE & DOROTHY HEYWARD MEM FUND	30219G108	EXPRESS SCRIPTS HOLDING CO	1390	75,060.00	65,737.41
DUBOSE & DOROTHY HEYWARD MEM FUND	30231G102	EXXON MOBIL CORP	880	76,164.00	10,308.33
DUBOSE & DOROTHY HEYWARD MEM FUND	307000109	FAMILY DLR STORES INC	600	38,046.00	41,785.20
DUBOSE & DOROTHY HEYWARD MEM FUND	35671D857	FREEPORT MCMORAN COPPER & GOLD INC	1250	42,750.00	22,921.60
DUBOSE & DOROTHY HEYWARD MEM FUND	369604103	GENERAL ELECTRIC COMPANY	2440	51,215.60	9,099.17
DUBOSE & DOROTHY HEYWARD MEM FUND	375558103	GILEAD SCIENCES INC	1050	77,122.50	42,733.85
DUBOSE & DOROTHY HEYWARD MEM FUND	38143UA87	GOLDMAN SACHS GROUP 5 15% 1/15/1	150000	156,436.50	151,996.50
DUBOSE & DOROTHY HEYWARD MEM FUND	406216101	HALLIBURTON CO	1770	61,401.30	52,134.23
DUBOSE & DOROTHY HEYWARD MEM FUND	437076102	HOME DEPOT INC	1420	87,827.00	48,190.48
DUBOSE & DOROTHY HEYWARD MEM FUND	438516106	HONEYWELL INTL INC	1050	66,643.50	39,880.36
DUBOSE & DOROTHY HEYWARD MEM FUND	459200101	INTERNATIONAL BUSINESS MACHINES COR	655	125,465.25	82,860.35
DUBOSE & DOROTHY HEYWARD MEM FUND	46625H100	JP MORGAN CHASE & CO	1000	43,969.10	36,318.60
DUBOSE & DOROTHY HEYWARD MEM FUND	478366107	JOHNSON CONTROLS INC	1460	44,778.20	39,681.63
DUBOSE & DOROTHY HEYWARD MEM FUND	517834107	LAS VEGAS SANDS CORP	1150	53,084.00	50,683.61
DUBOSE & DOROTHY HEYWARD MEM FUND	532457108	LILLY ELI & CO	1310	64,609.20	57,154.51

ACCOUNT NAME	CUSIP ID	SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
DUBOSE & DOROTHY HEYWARD MEM FUND	565849106	MARATHON OIL CORP	2360	72,357.60	68,269.09
DUBOSE & DOROTHY HEYWARD MEM FUND	582839106	MEAD JOHNSON NUTRITION	560	36,898.40	39,506.47
DUBOSE & DOROTHY HEYWARD MEM FUND	59156R108	METLIFE INC	1670	55,009.80	57,107.98
DUBOSE & DOROTHY HEYWARD MEM FUND	609207105	MONDELEZ INTERNATIONAL-W/I	3120	79,413.98	65,636.55
DUBOSE & DOROTHY HEYWARD MEM FUND	63872T885	ASG GLOBAL ALTERNATIVES FUND-Y	17500	187,600.00	183,750.00
DUBOSE & DOROTHY HEYWARD MEM FUND	674599105	OCCIDENTAL PETROLEUM CORP	780	59,755.80	59,697.46
DUBOSE & DOROTHY HEYWARD MEM FUND	693475105	PNC FINANCIAL SERVICES GROUP	1580	92,129.80	90,396.60
DUBOSE & DOROTHY HEYWARD MEM FUND	713448108	PEPSICO INC	1050	71,851.50	59,120.77
DUBOSE & DOROTHY HEYWARD MEM FUND	717081103	PFIZER INC	4345	108,969.56	107,700.36
DUBOSE & DOROTHY HEYWARD MEM FUND	718172109	PHILIP MORRIS INTERNAT-W/I	720	60,220.80	33,613.00
DUBOSE & DOROTHY HEYWARD MEM FUND	742718109	PROCTER & GAMBLE CO	1390	94,367.10	77,984.88
DUBOSE & DOROTHY HEYWARD MEM FUND	747525103	QUALCOMM INC	1770	109,491.49	103,686.74
DUBOSE & DOROTHY HEYWARD MEM FUND	78356A160	GUGGENHEIM MANAGED FUTURE-Y	697.4	14,931.42	18,000.00
DUBOSE & DOROTHY HEYWARD MEM FUND	79466L302	SALESFORCE COM INC	445	74,804.50	43,575.01
DUBOSE & DOROTHY HEYWARD MEM FUND	806857108	SCHLUMBERGER LTD	1070	74,149.50	54,254.67
DUBOSE & DOROTHY HEYWARD MEM FUND	816851109	SEMPRA ENERGY	760	53,914.40	35,377.92
DUBOSE & DOROTHY HEYWARD MEM FUND	82481R106	SHIRE PLC	550	50,699.00	47,188.51
DUBOSE & DOROTHY HEYWARD MEM FUND	845467109	SOUTHWESTERN ENERGY CO	2100	70,161.00	73,231.77
DUBOSE & DOROTHY HEYWARD MEM FUND	857477103	STATE STREET CORP	1610	75,686.10	57,013.49
DUBOSE & DOROTHY HEYWARD MEM FUND	87234N765	TCW EMERGING MARKETS INCOME FUND-I	10523.91	98,082.92	92,400.00
DUBOSE & DOROTHY HEYWARD MEM FUND	88076W103	TERADATA CORPORATION	1140	70,554.60	35,816.69
DUBOSE & DOROTHY HEYWARD MEM FUND	881624209	TEVA PHARMACEUTICAL INDS ADR	1790	66,838.60	73,109.47
DUBOSE & DOROTHY HEYWARD MEM FUND	89417E109	THE TRAVELERS COMPANIES INC	780	56,019.60	49,641.93
DUBOSE & DOROTHY HEYWARD MEM FUND	902973304	US BANCORP	1940	61,963.60	43,124.46
DUBOSE & DOROTHY HEYWARD MEM FUND	907818108	UNION PAC CORP	440	55,316.80	30,857.38
DUBOSE & DOROTHY HEYWARD MEM FUND	913017109	UNITED TECHNOLOGIES CORP	820	67,248.20	36,093.53
DUBOSE & DOROTHY HEYWARD MEM FUND	91913Y100	VALERO ENERGY CORP NEW	1810	61,757.20	35,181.31
DUBOSE & DOROTHY HEYWARD MEM FUND	92343VAC8	VERIZON COMMUNICATION 5 55% 2/15/1	150000	170,811.00	150,166.50
DUBOSE & DOROTHY HEYWARD MEM FUND	92343V104	VERIZON COMMUNICATIONS INC	740	32,019.80	21,983.11
DUBOSE & DOROTHY HEYWARD MEM FUND	942683103	WATSON PHARMACEUTICALS INC	680	58,480.00	32,220.64
DUBOSE & DOROTHY HEYWARD MEM FUND	949746101	WELLS FARGO & COMPANY	3000	102,540.00	81,954.87
DUBOSE & DOROTHY HEYWARD MEM FUND	984332106	YAHOO INC	2970	59,103.00	51,602.86
DUBOSE & DOROTHY HEYWARD MEM FUND	988498101	YUM! BRANDS INC	670	44,488.00	26,187.89
DUBOSE & DOROTHY HEYWARD MEM FUND	991061052	CRA (BNY MELLON, N.A., MEMBER FDIC)	148779.2	148,779.20	148,779.20
DUBOSE & DOROTHY HEYWARD MEM FUND	991061052	CRA (BNY MELLON, N.A., MEMBER FDIC)	354720.85	354,720.85	354,720.85
DUBOSE & DOROTHY HEYWARD MEM FND-SUB	909995617	COPYRIGHT-DUBOSE HEYWARD	1.00	466,706.00	-
DUBOSE & DOROTHY HEYWARD MEM FND-SUB	909995625	COPYRIGHT-DUBOSE HEYWARD	1.00	53,801.00	-
DUBOSE & DOROTHY HEYWARD MEM FND-SUB	909995641	COPYRIGHT-DUBOSE HEYWARD	1.00	449.00	-
DUBOSE & DOROTHY HEYWARD MEM FND-SUB	909995757	COPYRIGHT-DUBOSE HEYWARD	1.00	385,539.00	-
DUBOSE & DOROTHY HEYWARD MEM FND-SUB	909995765	COPYRIGHT-DUBOSE HEYWARD	1.00	693,505.00	-
DUBOSE & DOROTHY HEYWARD MEM FND-SUB	991061052	CRA (BNY MELLON, N.A., MEMBER FDIC)	59,913.63	59,913.63	59,913.63
TOTAL				11,836,079.09	8,829,962.29