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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 DONLEY FOUNDATION - U/D DTD 12-8-86		A Employer identification number 23-6859909
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (215) 553-1204
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) \$ 7,884,976	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	148,773	148,403		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	199,345			
	b Gross sales price for all assets on line 6a	1,077,020			
	7 Capital gain net income (from Part IV, line 2)		199,345		
	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)	14,054	1,507			
12 Total. Add lines 1 through 11	362,172	349,255	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	14,283	8,570		5,713
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	3,700	2,220		1,480
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	23,798	3,798		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	77,492	16,225		61,267
	24 Total operating and administrative expenses. Add lines 13 through 23	119,273	30,813	0	68,460
	25 Contributions, gifts, grants paid	419,500			419,500
26 Total expenses and disbursements. Add lines 24 and 25	538,773	30,813	0	487,960	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-176,601				
b Net investment income (if negative, enter -0-)		318,442			
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) DONLEY FOUNDATION - U/D DTD 12-8-86

23-6859909

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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	15,747	14,746	14,746
	2 Savings and temporary cash investments	346,966	316,167	316,167
	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)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	7,222,582	7,010,302	7,554,063	
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)	7,585,295	7,341,215	7,884,976	
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 ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒			
	27 Capital stock, trust principal, or current funds	7,585,295	7,341,215	
	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)	7,585,295	7,341,215	
	31 Total liabilities and net assets/fund balances (see instructions)	7,585,295	7,341,215	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,585,295
2 Enter amount from Part I, line 27a	2	-176,601
3 Other increases not included in line 2 (itemize) ☐ See Attached Statement	3	49,639
4 Add lines 1, 2, and 3	4	7,458,333
5 Decreases not included in line 2 (itemize) ☐ See Attached Statement	5	117,118
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,341,215

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) FMV 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	199,345
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	460,945	8,074,220	0.057088
2010	394,897	7,796,567	0.050650
2009	357,720	7,301,342	0.048994
2008	489,474	8,952,373	0.054675
2007	847,497	10,402,918	0.081467

2 Total of line 1, column (d)	2	0.292874
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	0.058575
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,797,550
5 Multiply line 4 by line 3	5	456,741
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,184
7 Add lines 5 and 6	7	459,925
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	487,960

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	3,184	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	3,184	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,184	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,902		
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	2,902		
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	282		
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)? <i>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</i>		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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? Website address ► N/A	13	X	
14	The books are in care of ► BNY MELLON, N.A. Telephone no ► (215) 553-1204 Located at ► P.O. BOX 185, PITTSBURGH, PA ZIP+4 ► 15230-0185			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				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)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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	36,272	NONE	NONE
BNY Mellon, N.A. P O Box 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-21,989	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	7,554,893
b	Average of monthly cash balances	1b	361,400
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	7,916,294
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,916,294
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	118,744
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,797,550
6	Minimum investment return. Enter 5% of line 5	6	389,877

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	389,877
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,184
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,184
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	386,693
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	386,693
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	386,693

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	487,960
b	Program-related investments—total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	487,960
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	3,184
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	484,776

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				386,693
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	349,648			
b From 2008	44,602			
c From 2009				
d From 2010	6,286			
e From 2011	77,609			
f Total of lines 3a through e	478,145			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 487,960				
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				386,693
e Remaining amount distributed out of corpus	101,267			
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	579,412			
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)	349,648			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	229,764			
10 Analysis of line 9				
a Excess from 2008	44,602			
b Excess from 2009				
c Excess from 2010	6,286			
d Excess from 2011	77,609			
e Excess from 2012	101,267			

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	419,500
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	148,773	
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	199,345	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a MPEF INCOME			41	278	
b OTHER TAXABLE INCOME			41	1,229	
c FEDERAL TAX REFUND			41	12,547	
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0		362,172	0
13 Total. Add line 12, columns (b), (d), and (e)				362,172	362,172

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

Long Term CG Distributions										Amount		Short Term CG Distributions				
										42,138	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	Totals		Net Gain or Loss	
													Capital Gains/Losses			Net Gain or Loss
													Gross Sales	Other sales		
1	X	HOME DEPOT INC	437076102		1/28/2011		8/10/2012	10,554	7,596				0	2,958	199,345	
2	X	HOME DEPOT INC	437076102		4/28/2011		8/10/2012	3,694	2,826				0	1,068	0	
3	X	HONEYWELL INTL INC	438516106		12/8/2011		6/19/2012	11,879	11,720				0	159	0	
4	X	HONEYWELL INTL INC	438516106		4/28/2011		6/19/2012	3,394	3,674				0	-280	0	
5	X	INTERNATIONAL BUSINESS M	459200101		8/11/2011		7/10/2012	2,909	2,658				0	251	0	
6	X	INTERNATIONAL BUSINESS M	459200101		12/3/2008		1/10/2012	3,272	1,913				0	1,359	0	
7	X	INTERNATIONAL BUSINESS M	459200101		12/3/2008		1/12/2012	3,600	2,125				0	1,475	0	
8	X	INTERNATIONAL BUSINESS M	459200101		3/15/2012		6/1/2012	4,180	4,532				0	-352	0	
9	X	INVERSCO MORTGAGE CAPITAL	461318100		8/18/2011		3/28/2012	1,561	1,580				0	-29	0	
10	X	JP MORGAN CHASE & CO	46625H100		11/19/2002		7/19/2012	5,073	3,169				0	1,904	0	
11	X	JP MORGAN CHASE & CO	46625H100		3/3/2009		7/19/2012	2,624	1,624				0	1,000	0	
12	X	JOHNSON & JOHNSON	478160104		9/30/2011		4/19/2012	16,987	17,269				0	-282	0	
13	X	JOHNSON CONTROLS INC	478366107		8/8/2011		7/11/2012	4,028	4,743				0	-717	0	
14	X	KELLOGG CO	487836108		4/28/2011		3/19/2012	2,630	2,842				0	-212	0	
15	X	COVIDIEN PLC	G2554F113		4/28/2011		10/24/2012	2,206	2,251				0	-45	0	
16	X	COVIDIEN PLC	G2554F113		12/8/2011		10/24/2012	3,961	3,345				0	516	0	
17	X	COVIDIEN PLC	G2554F113		1/28/2011		10/25/2012	5,536	4,779				0	757	0	
18	X	SEAGATE TECHNOLOGY	G7945M107		4/11/2011		3/28/2012	812	478				0	334	0	
19	X	SEAGATE TECHNOLOGY	G7945M107		4/11/2011		3/28/2012	8,927	5,259				0	3,668	0	
20	X	VALIDUS HOLDINGS LTD	G9319H102		12/21/2011		6/19/2012	3,438	3,338				0	100	0	
21	X	VALIDUS HOLDINGS LTD	G9319H102		12/21/2011		6/20/2012	5,285	5,159				0	127	0	
22	X	NOBLE CORPORATION	H5833N103		2/10/2012		9/27/2012	12,433	13,570				0	-1,137	0	
23	X	NXP SEMICONDUCTORS NV	N6586X109		1/18/2012		3/6/2012	4,257	3,618				0	641	0	
24	X	NXP SEMICONDUCTORS NV	N6586X109		8/8/2011		1/15/2012	4,123	2,156				0	1,967	0	
25	X	AT&T INC	00206R102		12/3/2007		5/1/2012	4,985	5,315				0	-330	0	
26	X	AT&T INC	00206R102		9/26/2012		10/15/2012	1,410	1,535				31	-84	0	
27	X	AT&T INC	00206R102		9/26/2012		10/15/2012	1,763	1,818				0	-155	0	
28	X	AT&T INC	00206R102		12/3/2007		11/16/2012	3,967	4,252				0	-285	0	
29	X	AGILENT TECHNOLOGIES INC	00846U101		8/8/2011		6/4/2012	11,292	10,679				0	613	0	
30	X	AIR PRODS & CHEMS INC	009158106		8/8/2011		4/3/2012	4,560	4,025				0	555	0	
31	X	AMERICAN CAPITAL AGENCY	02503X105		3/28/2012		9/21/2012	3,167	2,633				0	534	0	
32	X	ANALOG DEVICES INC	032654105		1/18/2012		9/26/2012	2,708	2,747				0	-39	0	
33	X	ANALOG DEVICES INC	032654105		1/18/2012		9/26/2012	193	196				0	-1,146	0	
34	X	ANALY CAPITAL MANAGEMENT	035710408		12/8/2011		3/28/2012	7,318	8,464				0	-3	0	
35	X	ANALY CAPITAL MANAGEMENT	035710408		4/28/2011		3/28/2012	2,180	2,503				0	-323	0	
36	X	AON MERGER	037399103		1/1/2012		4/2/2012	15,205	14,843				0	362	0	
37	X	APPLE INC	037833100		8/8/2011		3/1/2012	1,631	1,083				0	548	0	
38	X	APPLE INC	037833100		9/4/2009		3/1/2012	5,437	1,980				0	3,757	0	
39	X	APPLE INC	037833100		9/4/2009		3/15/2012	7,047	2,016				0	5,031	0	
40	X	B & T CORPORATION	054937107		1/18/2012		7/19/2012	4,460	3,364				0	1,096	0	
41	X	COCA - COLA CO	191216100		8/8/2011		6/1/2012	7,309	6,639				0	673	0	
42	X	COMCAST CORP CL A	20030N101		7/11/2012		10/8/2012	4,264	3,793				0	471	0	
43	X	COMCAST CORP CL A	20030N101		7/11/2012		11/19/2012	1,073	948				0	125	0	
44	X	COMCAST CORP CL A	20030N101		6/19/2012		11/19/2012	2,862	2,523				0	339	0	
45	X	DEERE & CO	244199105		8/8/2011		2/16/2012	15,740	13,201				0	2,539	0	
46	X	DIGITAL REALTY TRUST INC	253868103		4/28/2011		6/19/2012	3,014	2,415				0	599	0	
47	X	DUKE ENERGY CORP	26441C105		9/28/2011		12/2/2012	12,061	11,462				0	599	0	
48	X	E M C CORP MASS	268648102		5/2/2011		1/18/2012	3,157	3,675				0	-818	0	
49	X	E M C CORP MASS	268648102		5/2/2011		1/15/2012	1,732	1,987				0	-255	0	
50	X	E M C CORP MASS	268648102		6/1/2012		1/15/2012	4,207	3,981				0	246	0	
51	X	E M C CORP MASS	268648102		8/8/2011		11/5/2012	4,207	3,786				0	411	0	
52	X	E M C CORP MASS	268648102		8/8/2011		11/7/2012	1,478	1,340				0	138	0	
53	X	E M C CORP MASS	268648102		8/8/2011		11/7/2012	2,708	1,509				0	1,200	0	
54	X	EATON CORP ACTION	278058102		1/1/2001		12/5/2012	15,083	15,605				0	-722	0	
55	X	EATON CORP ACTION	278058102		1/1/2001		12/5/2012	22,212	18,562				0	3,650	0	
56	X	EXXON MOBIL CORP	30231G102		8/6/2011		3/8/2012	1,666	1,455				0	231	0	
57	X	EXXON MOBIL CORP	30231G102		3/11/1988		3/8/2012	11,805	1,487				0	10,318	0	
58	X	GENUINE PARTS CO	372460105		4/28/2011		9/14/2012	2,538	2,151				0	387	0	
59	X	GENUINE PARTS CO	372460105		12/8/2011		9/14/2012	635	522				0	113	0	
60	X	GENUINE PARTS CO	372460105		12/8/2011		9/21/2012	6,228	5,216				0	1,013	0	
61	X	GENUINE PARTS CO	372460105		12/8/2011		9/21/2012	4,975	4,173				0	802	0	
62	X	HALLIBURTON CO	408216101		3/9/2012		9/21/2012	3,246	3,167				0	79	0	
63	X	COCA - COLA CO	191216100		4/28/2011		6/1/2012	3,654	3,373				0	281	0	
64	X	HOME DEPOT INC	437076102		12/8/2011		6/8/2012	4,661	3,418				0	1,243	0	
65	X	B & T CORPORATION	054937107		8/8/2011		7/19/2012	8,920	6,298				0	2,621	0	
66	X	BAIDU INC	056752108		3/1/2012		6/27/2012	2,564	3,190				0	-626	0	
67	X	BAIDU INC	056752108		8/8/2011		6/27/2012	2,452	2,832				0	-480	0	
68	X	BAIDU INC	056752108		8/8/2011		7/2/2012	5,140	6,130				0	-990	0	

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

Long Term CG Distributions										Amount		Totals				Net Gain or Loss	
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	Cost, Other Basis and Expenses		Net Gain or Loss		
													Gross Sales	Other sales			
69	X BAIDU, INC	056752108			8/8/2011		7/11/2012	868	1,066						-198		
70	X BAIDU, INC	056752108			1/9/2012		7/11/2012	4,015	4,464						-449		
71	X BRISTOL-MYERS SQUIBB CO	110122108			4/19/2012		8/10/2012	2,852	3,088						-236		
72	X BRISTOL-MYERS SQUIBB CO	110122108			12/16/2011		8/10/2012	4,753	5,142						-389		
73	X BRISTOL-MYERS SQUIBB CO	110122108			12/16/2011		8/10/2012	32	34						-2		
74	X BRISTOL-MYERS SQUIBB CO	110122108			4/19/2012		8/10/2012	63	68						-5		
75	X BRISTOL-MYERS SQUIBB CO	110122108			4/19/2012		8/10/2012	10,774	11,536						-762		
76	X BRISTOL-MYERS SQUIBB CO	110122108			4/19/2012		8/13/2012	4,982	5,381						-379		
77	X BRISTOL-MYERS SQUIBB CO	110122108			12/16/2011		2/10/2012	3,437	3,736						-299		
78	X CAMERON INTERNATIONAL CORP	133428105			8/6/2011		2/10/2012	13,494	11,085						2,409		
79	X CITIGROUP INC PFD	172967416			12/9/2011		3/28/2012	1,761	2,307						-546		
80	X CITIGROUP INC 7.5%	172967416			12/9/2011		6/19/2012	3,493	5,429						-1,936		
81	X CITIGROUP INC 7.5%	172967416			12/9/2011		9/13/2012	3,236	4,479						-1,243		
82	X CITIGROUP INC 7.5%	172967416			4/28/2011		9/13/2012	2,157	2,877						-720		
83	X CITIGROUP INC 7.5%	172967416			6/15/2011		9/13/2012	3,138	3,546						-408		
84	X CITIGROUP INC	172967424			1/31/2011		12/7/2012	122	193						-71		
85	X CITIGROUP INC	172967424			1/31/2011		12/7/2012	1,492	2,372						-880		
86	X CITIGROUP INC	172967424			1/31/2011		12/7/2012	426	672						-246		
87	X CITIGROUP INC	172967424			1/31/2011		12/7/2012	244	388						-142		
88	X CITIGROUP INC	172967424			1/31/2011		12/7/2012	183	290						-107		
89	X CITIGROUP INC	172967424			1/31/2011		12/7/2012	487	773						-286		
90	X CITIGROUP INC	172967424			1/31/2011		12/7/2012	822	1,308						-486		
91	X CITIGROUP INC	172967424			1/31/2011		12/7/2012	274	437						-163		
92	X CITIGROUP INC	172967424			1/31/2011		12/7/2012	122	193						-71		
93	X CITIGROUP INC	172967424			1/31/2011		12/7/2012	883	1,400						-517		
94	X CITIGROUP INC	172967424			1/31/2011		12/7/2012	761	1,210						-449		
95	X CITIGROUP INC	172967424			1/31/2011		12/7/2012	426	676						-250		
96	X CITIGROUP INC	172967424			1/31/2011		12/7/2012	244	388						-145		
97	X CITIGROUP INC	172967424			8/8/2011		12/7/2012	213	221						-8		
98	X CITIGROUP INC	172967424			8/8/2011		7/19/2012	12,564	14,952						-2,388		
99	X COCA - COLA CO	191216100			12/8/2011		6/11/2012	13,156	11,308						1,848		
100	X KELLOGG CO	487636108			3/21/2011		3/19/2012	2,630	2,711						-81		
101	X KELLOGG CO	487636108			3/21/2011		7/18/2012	5,762	6,508						-744		
102	X KIMBERLY CLARK CORP	494368103			4/28/2011		12/12/2012	3,426	2,628						800		
103	X KIMCO REALTY CORP	494468109			4/28/2011		7/18/2012	387	388						-1		
104	X KIMCO REALTY CORP	494468109			12/8/2011		7/18/2012	4,449	4,135						314		
105	X KINDER MORGAN INC	494568101			2/14/2011		4/3/2012	3,941	3,109						832		
106	X KOHL'S CORP	500255104			8/10/2012		12/13/2012	12,259	14,255						-1,996		
107	X KRAFT FOODS GROUP INC	500760106			8/8/2011		10/10/2012	9,418	7,227						2,189		
108	X KRAFT FOODS GROUP INC	500760106			8/8/2011		10/25/2012	15	12						3		
109	X KRAFT FOODS GROUP INC	500760106			10/15/2012		10/25/2012	30	32						-2		
110	X LINEAR TECHNOLOGY CORP	535678106			7/18/2012		9/26/2012	126	124						2		
111	X LINEAR TECHNOLOGY CORP	535678106			7/18/2012		9/26/2012	1,894	1,859						35		
112	X MATEL INC	577081102			4/28/2011		7/24/2012	2,060	1,829						431		
113	X MERCK & CO INC	58933Y105			6/4/2012		9/25/2012	7,232	5,979						1,253		
114	X MERCK & CO INC	58933Y105			12/15/2011		9/25/2012	4,068	3,248						819		
115	X MERCK & CO INC	58933Y105			12/15/2011		9/26/2012	18,296	12,998						3,298		
116	X MERCK & CO INC	58933Y105			12/16/2011		10/24/2012	2,285	1,810						485		
117	X MERCK & CO INC	58933Y105			11/10/2011		10/24/2012	4,130	3,154						976		
118	X MICROCHIP TECHNOLOGY INC	595017104			4/28/2011		9/26/2012	368	405						-37		
119	X MICROCHIP TECHNOLOGY INC	595017104			4/28/2011		9/26/2012	163	194						-31		
120	X MICROCHIP TECHNOLOGY INC	595017104			4/28/2011		9/26/2012	1,468	1,748						-280		
121	X MICROCHIP TECHNOLOGY INC	595017104			1/18/2012		9/26/2012	489	545						-56		
122	X NATIONAL GRID PLC-SP ADR	636274300			4/28/2011		11/29/2012	3,388	3,073						315		
123	X NATIONAL GRID PLC-SP ADR	636274300			2/11/2011		11/30/2012	1,681	1,382						309		
124	X YUM! BRANDS INC	988498101			10/28/2011		7/11/2012	5,581	4,865						716		
125	X YUM! BRANDS INC	988498101			8/8/2011		7/11/2012	3,101	2,496						605		
126	X MELLON OPTIMA US STRATEGY	999296567			6/29/2008		9/29/2012	200,000	197,910						2,090		
127	X ACCENTURE PLC-CL A	G1151C101			10/27/2011		19/2012	4,651	5,470						-819		
128	X ACCENTURE PLC-CL A	G1151C101			10/27/2011		9/28/2012	700	608						92		
129	X ACCENTURE PLC-CL A	G1151C101			7/2/2012		9/28/2012	4,188	3,623						575		
130	X VALERO ENERGY CORP NEW	91913Y100			8/8/2011		8/15/2012	4,859	3,273						1,586		
131	X VALERO ENERGY CORP NEW	91913Y100			8/8/2011		9/27/2012	4,380	2,695						1,685		
132	X VALERO ENERGY CORP NEW	91913Y100			11/6/2012		12/14/2012	3,997	3,561						436		
133	X VERIZON COMMUNICATIONS	92343V104			4/28/2011		1/18/2012	2,332	2,299						33		
134	X VERIZON COMMUNICATIONS	92343V104			1/28/2011		1/18/2012	3,498	3,276						222		
135	X VERIZON COMMUNICATIONS	92343V104			9/27/2011		6/19/2012	3,932	3,341						591		
136	X VERIZON COMMUNICATIONS	92343V104			8/6/2011		6/19/2012	1,311	1,023						288		

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	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		
											Capital Gains/Losses		
											Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions	Amount									1,077,020	877,875	199,345
	Short Term CG Distributions	0									0	0	0
137	X VERIZON COMMUNICATIONS	92343V104			9/28/2012		10/15/2012	1,338	1,375				-25
138	X VERIZON COMMUNICATIONS	92343V104			9/28/2012		10/15/2012	1,784	1,833				-49
139	X YUMI BRANDS INC	989498101			1/28/2011		5/15/2012	11,225	7,643				3,582
140	X YUMI BRANDS INC	989498101			4/28/2011		5/15/2012	2,805	2,116				689
141	X SEMPRA ENERGY	816851109			8/8/2011		12/12/2012	4,294	2,889				1,425
142	X SEMPRA ENERGY CORP-WI	847560109			12/8/2011		6/8/2012	10,303	9,845				658
143	X SPECTRA ENERGY CORP-WI	847560109			4/28/2011		6/8/2012	557	577				-20
144	X STATE STREET CORP	857477103			8/8/2011		4/27/2012	5,554	4,650				904
145	X TERADATA CORPORATION	86076W103			8/8/2011		2/10/2012	4,968	4,152				816
146	X TEXAS INSTRUMENTS INC	882508104			1/19/2012		3/9/2012	1,290	1,323				-33
147	X TEXAS INSTRUMENTS INC	882508104			1/19/2012		3/9/2012	2,257	2,369				-112
148	X TEXAS INSTRUMENTS INC	882508104			1/14/2011		3/9/2012	2,257	2,234				23
149	X TEXAS INSTRUMENTS INC	882508104			1/14/2011		5/17/2012	3,539	3,829				-290
150	X TEXAS INSTRUMENTS INC	882508104			1/14/2011		9/27/2012	5,263	6,063				-800
151	X TEXAS INSTRUMENTS INC	882508104			1/10/2012		9/27/2012	5,540	6,076				-536
152	X TEXAS INSTRUMENTS INC	882508104			1/12/2012		9/27/2012	3,047	3,440				-393
153	X NEXTERA ENERGY INC	65339F101			4/28/2011		6/22/2012	49	50				-1
154	X NEXTERA ENERGY INC	65339F101			12/8/2011		9/14/2012	12,022	11,666				356
155	X NEXTERA ENERGY INC	65339F101			4/28/2011		9/14/2012	3,087	3,069				18
156	X P P G INDUSTRIES INC	693506107			12/8/2011		3/28/2012	11,355	10,124				1,231
157	X P P G INDUSTRIES INC	693506107			4/28/2011		3/28/2012	2,839	2,827				12
158	X PFIZER INC	717081103			4/28/2011		4/19/2012	2,920	2,920				0
159	X PLAINS EXPLORATION & PR	726505100			9/21/2012		12/6/2012	7,395	6,747				648
160	X PLAINS EXPLORATION & PR	726505100			8/8/2011		12/6/2012	870	629				241
161	X PLAINS EXPLORATION & PR	726505100			8/8/2011		12/12/2012	13,922	9,749				4,173
162	X OEP RESOURCES INC	74733V100			8/8/2011		11/9/2012	9,681	12,328				-2,648
163	X ROVI CORP	778376102			8/8/2011		4/13/2012	4,582	7,149				-2,567
164	X ROVI CORP	778376102			8/8/2011		4/16/2012	5,029	7,973				-2,944
165	X ROYAL DUTCH SHELL PLC-A	780259206			4/28/2011		4/12/2012	2,724	3,105				-381
166	X ROYAL DUTCH SHELL PLC-A	780259206			12/8/2011		4/12/2012	1,362	1,409				-47
167	X SALESFORCE COM INC	794661302			8/8/2011		4/12/2012	3,644	4,623				-979
168	X SCHLUMBERGER LTD	806857108			8/8/2011		9/21/2012	3,730	3,851				-121
169	X MPEF IV ST CAP GAIN							122					122
170	X MPEF IV LT CAP GAIN							58,133					58,133
171	X MPEF V SECTION 1231 LOSS								6				-6
172	X MPEF V ST CAP GAIN							25					25
173	X MPEF V LT CAP GAIN							40,945					40,945

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

		14,054	1,507	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	MPEF INCOME	278	278	
2	OTHER INCOME	1,229	1,229	
3	FEDERAL TAX REFUND	12,547		

Part I, Line 16c (990-PF) - Other Professional Fees

		3,700	2,220	0	1,480
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	INVESTMENT ADVISORY AND MANAGEMENT	3,700	2,220		1,480

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

		23,798	3,798	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	3,798	3,798		
2	PY EXCISE TAX DUE	20,000			

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

		77,492	16,225	0	61,267
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	MISC MANAGEMENT FEES	42,000	0		42,000
2	OTHER MISC FEES	19,267			19,267
3	MPEF PORTFOLIO DEDUCTIONS	16,225	16,225		

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

		7,222,582		7,010,302		7,554,063
		Book Value	Book Value	Book Value	FMV	
		Beg. of Year	End of Year	End of Year	End of Year	
1	OTHER INVESTMENTS - SEE ATTACHED	7,222,582	7,010,302	7,554,063		

Part III (990-PF) - Changes in Net Assets or Fund Balances**Line 3 - Other increases not included in Part III, Line 2**

1	PY MELLON OPTIMA ADJUSTMENT	1	36,139
2	MELLON PRIVATE EQUITY FUNDS INCOME ADJUSTMENT	2	12,738
3	TAX COST ADJUSTMENT	3	108
4	NON-REPORTABLE INCOME ADJUSTMENT	4	654
5	Total	5	49,639

Line 5 - Decreases not included in Part III, Line 2

1	WASH SALE ADJUSTMENT	1	43
2	CY MELLON OPTIMA ADJUSTMENT	2	7,528
3	MELLON PRIVATE EQUITY FUNDS BASIS ADJUSTMENT	3	65,456
4	COST BASIS ADJUSTMENT	4	44,091
5	Total	5	117,118

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

Long Term CG Distributions		Amount		1,034,884										877,718		157,209		0		Gains Minus Excess of FMV Over Adjusted Basis or Losses	
Short Term CG Distributions				42,136	0	CUSIP #		How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	43	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj. Basis		
1	HOME DEPOT INC		437076102	1/28/2011	8/10/2012	10,554	7,598	0	0	0	2,956	0	0	0	0	0	0	0	157,209		
2	HOME DEPOT INC		437076102	4/28/2011	8/10/2012	3,694	2,628	0	0	0	1,066	0	0	0	0	0	0	0	2,858		
3	HONEYWELL INTL INC		438516106	1/28/2011	8/19/2012	11,879	1,1720	0	0	0	1,068	0	0	0	0	0	0	0	1,068		
4	HONEYWELL INTL INC		438516106	4/28/2011	8/19/2012	3,364	3,874	0	0	0	548	0	0	0	0	0	0	0	159		
5	INTERNATIONAL BUSINESS MACHINES		459200101	8/11/2011	1/10/2012	2,909	2,688	0	0	0	251	0	0	0	0	0	0	0	280		
6	INTERNATIONAL BUSINESS MACHINES		459200101	1/23/2008	1/10/2012	3,272	1,913	0	0	0	1,359	0	0	0	0	0	0	0	251		
7	INTERNATIONAL BUSINESS MACHINES		459200101	1/23/2008	1/12/2012	3,600	2,125	0	0	0	1,475	0	0	0	0	0	0	0	1,359		
8	INTERNATIONAL BUSINESS MACHINES		459200101	3/15/2012	8/10/2012	4,180	4,532	0	0	0	352	0	0	0	0	0	0	0	352		
9	INVESTOR MORTGAGE CAPITAL		481318100	8/18/2011	3/28/2012	1,561	1,580	0	0	0	28	0	0	0	0	0	0	0	28		
10	JP MORGAN CHASE & CO		46623H100	1/19/2009	7/19/2012	5,073	3,169	0	0	0	1,904	0	0	0	0	0	0	0	1,904		
11	JP MORGAN CHASE & CO		46623H100	3/5/2009	7/19/2012	2,824	1,824	0	0	0	1,000	0	0	0	0	0	0	0	1,000		
12	JOHNSON & JOHNSON		478160104	9/30/2011	4/19/2012	16,987	17,269	0	0	0	282	0	0	0	0	0	0	0	282		
13	JOHNSON CONTROLS INC		478366107	9/6/2011	7/11/2012	4,028	4,743	0	0	0	717	0	0	0	0	0	0	0	717		
14	KELLOGG CO		478366107	4/28/2011	3/19/2012	2,630	2,842	0	0	0	212	0	0	0	0	0	0	0	212		
15	COVIDIEN PLC		G2554F113	4/28/2011	10/24/2012	2,208	2,251	0	0	0	43	0	0	0	0	0	0	0	43		
16	COVIDIEN PLC		G2554F113	1/28/2011	10/24/2012	3,861	3,945	0	0	0	84	0	0	0	0	0	0	0	84		
17	SEAGATE TECHNOLOGY		G7845M107	1/28/2011	10/25/2012	5,538	4,778	0	0	0	757	0	0	0	0	0	0	0	757		
18	SEAGATE TECHNOLOGY		G7845M107	4/11/2011	3/28/2012	812	478	0	0	0	334	0	0	0	0	0	0	0	334		
19	SEAGATE TECHNOLOGY		G7845M107	4/11/2011	3/28/2012	8,927	5,259	0	0	0	3,668	0	0	0	0	0	0	0	3,668		
20	VALIDUS HOLDINGS LTD		G9318H102	1/21/2011	8/19/2012	3,438	3,338	0	0	0	100	0	0	0	0	0	0	0	100		
21	VALIDUS HOLDINGS LTD		G9318H102	1/21/2011	8/19/2012	5,285	5,158	0	0	0	127	0	0	0	0	0	0	0	127		
22	NOBLE CORPORATION		H5833N103	2/10/2012	9/27/2012	12,433	13,570	0	0	0	1,137	0	0	0	0	0	0	0	1,137		
23	NXP SEMICONDUCTORS N.V.		N6596X109	1/18/2012	3/6/2012	4,257	3,818	0	0	0	441	0	0	0	0	0	0	0	441		
24	NXP SEMICONDUCTORS N.V.		N6596X109	8/8/2011	1/15/2012	4,985	2,156	0	0	0	2,829	0	0	0	0	0	0	0	2,829		
25	AT&T INC		00206R102	1/23/2007	5/1/2012	1,410	1,535	0	0	0	124	0	0	0	0	0	0	0	124		
26	AT&T INC		00206R102	9/29/2012	10/15/2012	1,763	1,918	0	0	0	155	0	0	0	0	0	0	0	155		
27	AT&T INC		00206R102	1/23/2007	1/16/2012	3,987	4,252	0	0	0	265	0	0	0	0	0	0	0	265		
28	AGILENT TECHNOLOGIES INC		00946U101	8/8/2011	6/4/2012	11,292	10,878	0	0	0	413	0	0	0	0	0	0	0	413		
29	AIR PRODS & CHEMS INC		00915B106	8/8/2011	4/2/2012	4,590	4,025	0	0	0	565	0	0	0	0	0	0	0	565		
30	AMERICAN CAPITAL AGENCY CORP		02503X105	3/28/2012	9/21/2012	3,167	2,633	0	0	0	534	0	0	0	0	0	0	0	534		
31	ANALOG DEVICES INC		032954105	1/18/2012	9/28/2012	2,708	2,747	0	0	0	39	0	0	0	0	0	0	0	39		
32	ANALOG DEVICES INC		032954105	1/18/2012	9/28/2012	163	186	0	0	0	23	0	0	0	0	0	0	0	23		
33	ANALOG DEVICES INC		032954105	1/28/2011	3/28/2012	7,318	8,484	0	0	0	1,146	0	0	0	0	0	0	0	1,146		
34	ANALOG DEVICES INC		032954105	4/28/2011	3/28/2012	2,160	2,503	0	0	0	323	0	0	0	0	0	0	0	323		
35	ANALOG DEVICES INC		032954105	1/17/2012	4/29/2012	15,205	14,843	0	0	0	362	0	0	0	0	0	0	0	362		
36	APPLE INC		037833100	8/8/2011	3/1/2012	1,831	1,083	0	0	0	748	0	0	0	0	0	0	0	748		
37	APPLE INC		037833100	8/8/2011	3/1/2012	5,437	1,880	0	0	0	3,557	0	0	0	0	0	0	0	3,557		
38	APPLE INC		037833100	8/8/2011	3/1/2012	7,047	2,018	0	0	0	5,031	0	0	0	0	0	0	0	5,031		
39	APPLE INC		037833100	8/8/2011	3/1/2012	4,460	3,364	0	0	0	1,096	0	0	0	0	0	0	0	1,096		
40	APPLE INC		037833100	8/8/2011	3/1/2012	7,309	6,938	0	0	0	371	0	0	0	0	0	0	0	371		
41	COCA-COLA CO		181216100	1/16/2011	7/19/2012	3,014	2,415	0	0	0	599	0	0	0	0	0	0	0	599		
42	CONCAST CORP CL A		20030N101	7/11/2012	8/10/2012	4,284	3,793	0	0	0	471	0	0	0	0	0	0	0	471		
43	CONCAST CORP CL A		20030N101	7/11/2012	8/10/2012	2,862	2,523	0	0	0	339	0	0	0	0	0	0	0	339		
44	CONCAST CORP CL A		20030N101	8/8/2011	1/16/2012	1,073	1,321	0	0	0	248	0	0	0	0	0	0	0	248		
45	DEERE & CO		244188105	8/8/2011	2/16/2012	15,762	13,201	0	0	0	2,560	0	0	0	0	0	0	0	2,560		
46	DIGITAL REALTY TRUST INC		28441G105	4/28/2011	6/19/2012	3,014	2,415	0	0	0	599	0	0	0	0	0	0	0	599		
47	DUKE ENERGY CORP		253988103	9/28/2011	12/7/2012	12,061	11,402	0	0	0	659	0	0	0	0	0	0	0	659		
48	E M C CORP MASS		288848102	5/2/2011	1/18/2012	3,157	3,975	0	0	0	818	0	0	0	0	0	0	0	818		
49	E M C CORP MASS		288848102	5/2/2011	1/15/2012	1,732	1,987	0	0	0	255	0	0	0	0	0	0	0	255		
50	E M C CORP MASS		288848102	6/1/2012	1/15/2012	4,207	3,951	0	0	0	246	0	0	0	0	0	0	0	246		
51	E M C CORP MASS		288848102	8/8/2011	1/15/2012	2,207	3,988	0	0	0	1,781	0	0	0	0	0	0	0	1,781		
52	E M C CORP MASS		288848102	8/8/2011	1/17/2012	1,478	1,340	0	0	0	138	0	0	0	0	0	0	0	138		
53	E M C CORP MASS		288848102	7/11/2009	1/17/2012	2,709	1,509	0	0	0	1,200	0	0	0	0	0	0	0	1,200		
54	EATON CORP ACTION		278058102	1/1/2001	12/5/2012	15,083	15,805	0	0	0	722	0	0	0	0	0	0	0	722		
55	EATON CORP ACTION		278058102	1/1/2001	12/5/2012	22,212	18,962	0	0	0	3,250	0	0	0	0	0	0	0	3,250		
56	EXXON MOBIL CORP		30231G102	8/8/2011	3/6/2012	1,886	1,455	0	0	0	431	0	0	0	0	0	0	0	431		
57	EXXON MOBIL CORP		30231G102	3/11/1988	3/6/2012	11,805	1,457	0	0	0	10,318	0	0	0	0						

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

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	43	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
Long Term CG Distributions	42,138													
Short Term CG Distributions	0													
85 CITIGROUP INC	172687424		1/31/2011	1/27/2012	1,492				2,372	-880				157,209
86 CITIGROUP INC	172687424		1/31/2011	1/27/2012	426				972	-246				-880
87 CITIGROUP INC	172687424		1/31/2011	1/27/2012	244				386	-142				-246
88 CITIGROUP INC	172687424		1/31/2011	1/27/2012	183				280	-107				-142
89 CITIGROUP INC	172687424		1/31/2011	1/27/2012	487				773	-286				-107
90 CITIGROUP INC	172687424		1/31/2011	1/27/2012	522				1,308	-486				-286
91 CITIGROUP INC	172687424		1/31/2011	1/27/2012	274				437	-163				-486
92 CITIGROUP INC	172687424		1/31/2011	1/27/2012	863				1,400	-517				-163
93 CITIGROUP INC	172687424		1/31/2011	1/27/2012	761				1,210	-449				-517
94 CITIGROUP INC	172687424		1/31/2011	1/27/2012	426				678	-250				-449
95 CITIGROUP INC	172687424		1/31/2011	1/27/2012	244				389	-145				-250
96 CITIGROUP INC	172687424		1/31/2011	1/27/2012	213				322	-8				-145
97 CITIGROUP INC	172687424		1/31/2011	1/27/2012	13,156				14,952	-2,388				-388
98 CITIGROUP INC	172687424		1/31/2011	1/27/2012	2,630				11,308	1,948				1,948
99 COCA - COLA CO	191216100		3/21/2011	3/18/2012	2,630				2,711	-81				-81
100 KELLOGG CO	487636108		3/21/2011	7/18/2012	3,426				6,508	-744				-744
101 KIMBERLY CLARK CORP	49446R109		4/28/2011	12/12/2012	387				2,628	800				800
102 KIMCO REALTY CORP	49446R109		4/28/2011	7/18/2012	4,449				388	-1				-1
103 KIMCO REALTY CORP	49446R109		4/28/2011	7/18/2012	3,941				4,135	314				314
104 KIMCO REALTY CORP	49446R109		4/28/2011	7/18/2012	12,256				12,988	3,298				3,298
105 KIMCO REALTY CORP	49446R109		4/28/2011	7/18/2012	9,416				3,108	832				832
106 KRAFT FOODS GROUP INC	500760106		8/8/2011	10/10/2012	15				14,255	-1,896				-1,896
107 KRAFT FOODS GROUP INC	500760106		8/8/2011	10/10/2012	30				7,227	2,189				2,189
108 KRAFT FOODS GROUP INC	500760106		8/8/2011	10/10/2012	124				32	-2				-2
109 KRAFT FOODS GROUP INC	500760106		8/8/2011	10/10/2012	1,894				1,859	35				35
110 LINEAR TECHNOLOGY CORP	535678106		7/18/2012	9/26/2012	2,080				1,629	-431				-431
111 LINEAR TECHNOLOGY CORP	535678106		7/18/2012	9/26/2012	2,080				5,978	1,253				1,253
112 MATEL INC	58933Y105		6/4/2012	9/25/2012	4,088				3,249	-818				-818
113 MERCK & CO INC	58933Y105		12/15/2011	9/25/2012	16,296				12,988	3,298				3,298
114 MERCK & CO INC	58933Y105		12/15/2011	9/25/2012	16,296				1,810	485				485
115 MERCK & CO INC	58933Y105		12/15/2011	9/25/2012	4,300				3,154	-976				-976
116 MERCK & CO INC	58933Y105		12/15/2011	9/25/2012	366				405	-37				-37
117 MICROCHIP TECHNOLOGY INC	585017104		4/28/2011	4/3/2012	163				184	-21				-21
118 MICROCHIP TECHNOLOGY INC	585017104		4/28/2011	9/26/2012	1,468				1,748	-280				-280
119 MICROCHIP TECHNOLOGY INC	585017104		4/28/2011	9/26/2012	488				545	-56				-56
120 MICROCHIP TECHNOLOGY INC	585017104		4/28/2011	9/26/2012	3,388				3,073	-315				-315
121 NATIONAL GRID PLC-SP ADR	638274300		2/11/2011	11/30/2012	1,691				1,382	-309				-309
122 NATIONAL GRID PLC-SP ADR	638274300		2/11/2011	11/30/2012	5,581				4,865	-716				-716
123 YUMI BRANDS INC	89488101		8/8/2011	7/11/2012	3,101				2,486	-605				-605
124 YUMI BRANDS INC	89488101		8/8/2011	7/11/2012	200,000				187,910	-2,090				-2,090
125 MELLON OPTIMA US STRATEGY FDL	698268587		8/26/2012	9/26/2012	4,851				5,470	-619				-619
126 ACCENTURE PLC-CL A	G1151C101		10/27/2011	1/8/2012	700				608	-92				-92
127 ACCENTURE PLC-CL A	G1151C101		10/27/2011	9/28/2012	4,180				3,623	-557				-557
128 ACCENTURE PLC-CL A	G1151C101		10/27/2011	9/28/2012	4,859				3,273	-1,586				-1,586
129 VALERO ENERGY CORP NEW	91913Y100		8/8/2011	8/15/2012	4,360				2,665	-1,695				-1,695
130 VALERO ENERGY CORP NEW	91913Y100		8/8/2011	8/15/2012	3,997				3,651	-354				-354
131 VALERO ENERGY CORP NEW	91913Y100		8/8/2011	8/15/2012	3,997				2,958	-33				-33
132 VALERO ENERGY CORP NEW	91913Y100		8/8/2011	8/15/2012	3,997				2,958	-33				-33
133 VERIZON COMMUNICATIONS INC	92343Y104		4/28/2011	1/18/2012	3,486				3,276	-222				-222
134 VERIZON COMMUNICATIONS INC	92343Y104		4/28/2011	1/18/2012	3,486				3,276	-222				-222
135 VERIZON COMMUNICATIONS INC	92343Y104		4/28/2011	1/18/2012	3,486				3,276	-222				-222
136 VERIZON COMMUNICATIONS INC	92343Y104		4/28/2011	1/18/2012	3,486				3,276	-222				-222
137 VERIZON COMMUNICATIONS INC	92343Y104		4/28/2011	1/18/2012	3,486				3,276	-222				-222
138 VERIZON COMMUNICATIONS INC	92343Y104		4/28/2011	1/18/2012	3,486				3,276	-222				-222
139 VERIZON COMMUNICATIONS INC	92343Y104		4/28/2011	1/18/2012	3,486				3,276	-222				-222
140 YUMI BRANDS INC	89488101		8/8/2011	7/11/2012	3,101				2,486	-605				-605
141 SEMPER ENERGY	847580109		8/8/2011	7/11/2012	3,101				2,486	-605				-605
142 SPECTRA ENERGY CORP-WI	847580109		8/8/2011	7/11/2012	3,101				2,486	-605				-605
143 SPECTRA ENERGY CORP-WI	847580109		8/8/2011	7/11/2012	3,101				2,486	-605				-605
144 STATE STREET CORP	88076W103		4/28/2011	6/8/2012	557				577	-20				-20
145 TERADATA CORPORATION	88076W103		4/28/2011	6/8/2012	557				577	-20				-20
146 TEXAS INSTRUMENTS INC	882508104		8/8/2011	2/10/2012	4,988				4,152	-836				-836
147 TEXAS INSTRUMENTS INC	882508104		8/8/2011	2/10/2012	4,988				4,152	-836				-836
148 TEXAS INSTRUMENTS INC	882508104		8/8/2011	2/10/2012	4,988				4,152	-836				-836
149 TEXAS INSTRUMENTS INC	882508104		8/8/2011	2/10/2012	4,988				4,152	-836				-836
150 TEXAS INSTRUMENTS INC	882508104		8/8/2011	2/10/2012	4,988				4,152	-836				-836
151 TEXAS INSTRUMENTS INC	882508104		8/8/2011	2/10/2012	4,988				4,152	-836				-836
152 TEXAS INSTRUMENTS INC	882508104		8/8/2011	2/10/2012	4,988				4,152	-836				-836
153 NEXTERA ENERGY INC	65339F101		4/28/2011	6/22/2012	48				50	-2				-2
154 NEXTERA ENERGY INC	65339F101		4/28/2011	6/22/2012	48				50	-2				-2
155 NEXTERA ENERGY INC	65339F101		4/28/2011	6/22/2012	48				50	-2				-2
156 P P G INDUSTRIES INC	65339F101		4/28/2011	6/22/2012	48				50	-2				-2
157 P P G INDUSTRIES INC	65339F101		4/28/2011	6/22/2012	48				50	-2				-2
158 PFIZER INC	717081103		4/28/2011	3/9/2012	2,257				2,369	-112				-112
159 PLAINS EXPLORATION & PR-WI	78505100		1/18/2012	3/9/2012	2,257				2,369	-112				-112
160 PLAINS EXPLORATION & PR-WI	78505100		1/18/2012	3/9/2012	2,257				2,369	-112				-112
161 PLAINS EXPLORATION & PR-WI	78505100		1/18/2012	3/9/2012	2,257				2,369	-112				-112
162 ROYAL DUTCH SHELL PLC-ADR	778376102		8/8/2011	12/12/2012	13,922				9,748	-4,173				-4,173
163 ROYAL DUTCH SHELL PLC-ADR	778376102		8/8/2011	12/12/2012	13,922				9,748	-4,173				-4,173
164 ROYAL DUTCH SHELL PLC-ADR	778376102		8/8/2011	12/12/2012	13,922				9,748	-4,173				-4,173
165 ROYAL DUTCH SHELL PLC-ADR	778376102		8/8/2011	12/12/2012	13,922				9,748	-4,173				-4,173
166 SALESFORCE.COM INC	794661302		8/8/2011	1/18/2012	3,644				4,623	-978				-978
167 SALESFORCE.COM INC	794661302		8/8/2011	1/18/2012	3,644				4,623	-978				-978
168 SCHLUMBERGER LTD	806857108		8/8/2011	9/21/2012	3,730				3,851	-121				-121

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

Long Term CG Distributions		Short Term CG Distributions		Amount																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																									
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Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

		Check "X" if Business		Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
											14,283	0	0
1	BNY Mellon, N A			P O Box 185	Pittsburgh	PA	15230-0185		TRUSTEE	SEE ATTAC	36,272	NONE	NONE
2	BNY Mellon, N A			P O Box 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-21,988	N/A	N/A

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

	Date	Amount
1 Credit from prior year return	1	2,902
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	2,902

DONLEY FOUNDATION - U/D DTD 12-8-86

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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

COMMUNITIES IN SCHOOLS OF THE LEHIGH VALLEY, INC.

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

Name

COMMUNITY BIKE WORKS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

Name

JAMES B. MORAN CENTER FOR YOUTH ADVOCACY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

Name

JUDITH'S READING ROOM

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

Name

MONTSHIRE MUSEUM OF SCIENCE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 16,000

Name

THE POSSE FOUNDATION, INC.

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

DONLEY FOUNDATION - U/D DTD 12-8-86

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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

ST. LUKE'S HOSPITAL & HEALTH NETWORK

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

Name

UPPER VALLEY HAVEN, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 10,000

Name

VALLEY YOUTH HOUSE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 10,000

Name

VERMONT HUMANITIES COUNCIL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 7,000

Name

CHANGING WORLDS LITERACY & CULTURAL CONNECTIONS PROGRAM

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 1,000

Name

VERMONT INSTITUTE OF NATURAL SCIENCE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

DONLEY FOUNDATION - U/D DTD 12-8-86

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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

COMMUNITY SERVICES FOR CHILDREN, INC.

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 50,000

Name

UNITED WAY OF YORK COUNTY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 10,000

Name

AMERICA SCORES

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 1,000

Name

JUNIOR ACHIEVEMENT WORLDWIDE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 10,000

Name

MORAVIAN ACADEMY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

Name

PINEBROOK SERVICES FOR CHILDREN & YOUTH

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

DONLEY FOUNDATION - U/D DTD 12-8-86

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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

URBAN STUDENTS EMPOWERED FOUNDATION

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

CASA GUADALUPE CENTER

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

CHILDREN'S LITERACY FOUNDATION

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

8,000

Name

CIVIC THEATRE OF ALLENTOWN, PA

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,000

Name

CLUSTER TUTORING PROGRAM

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

THE DREAM PROGRAM, INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

8,000

DONLEY FOUNDATION - U/D DTD 12-8-86

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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

EVERYBODY WINS! VERMONT

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 7,000

Name

THE FAMILY PLACE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 10,000

Name

GIRL SCOUTS OF EASTERN PENNSYLVANIA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

Name

GOOD BEGINNINGS OF THE UPPER VALLEY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 8,000

Name

UNIVERSITY OF ILLINOIS FOUNDATIONS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 15,000

Name

KIPP CHICAGO

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 8,000

DONLEY FOUNDATION - U/D DTD 12-8-86

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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

LEHIGH VALLEY CHILDREN'S CENTERS, INC.

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 10,000
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Name

THE LITERACY CENTER

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 8,000
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Name

LITERACY VOLUNTEERS OF WESTERN COOK COUNTY

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 8,000
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Name

MARTIN LIBRARY ASSOCIATION

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 8,000
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Name

OPEN BOOKS, LTD.

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 10,000
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Name

PEACE CORNER YOUTH CENTER

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 10,000
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DONLEY FOUNDATION - U/D DTD 12-8-86

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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

PENNSYLVANIA PARTNERSHIPS FOR CHILDREN

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 15,000

Name

STAGE THE PAGE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 3,000

Name

PROMISE NEIGHBORHOODS OF THE LEHIGH VALLEY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 10,000

Name

PROVIDENCE ST. MEL SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 7,500

Name

SALVATION ARMY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 10,000

Name

ST. LUKE'S NEIGHBORHOOD CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

DONLEY FOUNDATION - U/D DTD 12-8-86

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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

REACH OUT AND READ

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

8,000

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

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

DONLEY FOUNDATION - U/D DTD 12-8-86

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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

ACCESS COMMUNITY HEALTH NETWORK

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

Name

ALLENTOWN PUBLIC LIBRARY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 25,000

Name

EL CUARTO A O HIGH SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

Name

BOYS & GIRLS CLUB OF ALLENTOWN

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 10,000

Name

CASA CENTRAL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 10,000

Name

THE CHILDREN'S CLINIC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

**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.

TAX MARKET VALUE DETAIL REPORT FOR PFSD TO MOBIUS

ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
DONLEY FOUNDATI		CASH	0.00	14,745.55	14,745.55
DONLEY FOUNDATI	G0408V102	AON PLC	410.00	22,800.10	20,371.46
DONLEY FOUNDATI	G1151C101	ACCENTURE PLC-CL A	240.00	15,960.00	13,364.54
DONLEY FOUNDATI	G2554F113	COVIDIEN PLC	310.00	17,899.40	14,649.61
DONLEY FOUNDATI	G29183103	EATON CORP PLC	430.00	23,297.40	22,211.65
DONLEY FOUNDATI	G47791101	INGERSOLL-RAND PLC	400.00	19,184.00	16,294.20
DONLEY FOUNDATI	G4918T108	INVESCO LTD	890.00	23,220.10	17,394.18
DONLEY FOUNDATI	N6596X109	NXP SEMICONDUCTORS N V	530.00	13,949.65	7,143.34
DONLEY FOUNDATI	O0206R102	AT&T INC	250.00	8,427.50	8,858.60
DONLEY FOUNDATI	O09138106	AIR PRODS & CHEMS INC	150.00	12,603.00	12,076.20
DONLEY FOUNDATI	O23135106	AMAZON.COM INC	86.00	21,574.82	17,230.85
DONLEY FOUNDATI	O37833100	APPLE INC	137.00	72,907.70	26,005.42
DONLEY FOUNDATI	O54937107	B & T CORPORATION	480.00	13,972.80	10,799.04
DONLEY FOUNDATI	O5569M509	BNY MELLON M/C MULTI-STRATEG	20,333.98	227,740.60	205,378.47
DONLEY FOUNDATI	O5569M616	BNY MELLON MONEY MARKET FUND	168,862.01	168,862.01	168,862.01
DONLEY FOUNDATI	O5569M616	BNY MELLON MONEY MARKET FUND	71,739.80	71,739.80	71,739.80
DONLEY FOUNDATI	O5569M814	BNY MELLON INTERMEDIATE BD-M	65,747.97	867,873.30	850,000.00
DONLEY FOUNDATI	O5569M830	BNY MELLON BOND FUND-M	59,505.69	808,087.35	758,102.37
DONLEY FOUNDATI	O5569M855	BNY MELLON EMERGING MKTS-M	74,911.21	767,839.93	886,647.15
DONLEY FOUNDATI	111320107	BROADCOM CORP CL A	640.00	21,254.40	21,763.91
DONLEY FOUNDATI	143658300	CARNIVAL CORP	450.00	16,546.50	13,985.05
DONLEY FOUNDATI	149123101	CATERPILLAR INC	210.00	18,817.79	14,384.31
DONLEY FOUNDATI	150870103	CELANESE CORP -SER A	350.00	15,585.50	14,510.30
DONLEY FOUNDATI	15189T107	CENTERPOINT ENERGY INC	1,080.00	20,790.00	21,541.42
DONLEY FOUNDATI	166764100	CHEVRON CORPORATION	208.00	22,493.12	19,944.61
DONLEY FOUNDATI	191216100	COCA - COLA CO	540.00	27,272.80	22,214.26
DONLEY FOUNDATI	20030N101	COMCAST CORP CL A	730.00	17,771.40	13,566.24
DONLEY FOUNDATI	22160K105	COSTCO WHSL CORP NEW	180.00	29,376.10	20,141.42
DONLEY FOUNDATI	254687106	WALT DISNEY CO/THE	590.00	18,398.80	14,920.64
DONLEY FOUNDATI	260003108	DOVER CORP	280.00	338,678.63	300,000.00
DONLEY FOUNDATI	26203E604	DREYFUS/NEWTON INTERN EQTY-I	19,243.10	9,614.00	5,208.65
DONLEY FOUNDATI	268648102	E M C CORP MASS	380.00	22,680.00	19,805.60
DONLEY FOUNDATI	30219G108	EXPRESS SCRIPTS HOLDING CO	420.00	23,368.50	2,867.26
DONLEY FOUNDATI	307000109	EXXON MOBIL CORP	270.00	11,413.80	12,535.56
DONLEY FOUNDATI	35671D857	FAMILY DLR STORES INC	180.00	12,654.00	15,787.68
DONLEY FOUNDATI	369604103	FREEPORT MCMORAN COPPER & GO	370.00	15,532.60	411.21
DONLEY FOUNDATI	375558103	GENERAL ELECTRIC COMPANY	740.00	22,769.50	12,616.66
DONLEY FOUNDATI	406216101	GILEAD SCIENCES INC	310.00	18,455.08	17,041.33
DONLEY FOUNDATI	437076102	HALLIBURTON CO	532.00	26,595.50	12,972.24
DONLEY FOUNDATI	438516106	HOME DEPOT INC	320.00	20,310.40	11,517.44
DONLEY FOUNDATI	459200101	HONEYWELL INTL INC	320.00	37,352.25	26,071.21
DONLEY FOUNDATI	46625H100	INTERNATIONAL BUSINESS MACHI	195.00	13,410.58	6,606.30
DONLEY FOUNDATI	478366107	JP MORGAN CHASE & CO	305.00	13,494.80	13,911.92
DONLEY FOUNDATI	48121A670	JOHNSON CONTROLS INC	440.00	76,199.99	120,000.00
DONLEY FOUNDATI	517834107	HIGHBRIDGE DYNAMIC COMM STRA	5,454.54	16,156.00	13,684.06
DONLEY FOUNDATI	532457108	LAS VEGAS SANDS CORP	350.00	18,248.40	16,142.88
DONLEY FOUNDATI	565849106	LILLY ELI & CO	370.00	21,768.60	20,535.00
DONLEY FOUNDATI	582839106	MARATHON OIL CORP	710.00	11,201.30	12,033.80
DONLEY FOUNDATI	59156R108	MEAD JOHNSON NUTRITION	170.00	16,470.00	17,089.35
DONLEY FOUNDATI	609207105	METLIFE INC	500.00	24,180.54	22,790.15
DONLEY FOUNDATI	674599105	MONDELEZ INTERNATIONAL-W/I	950.00	17,620.30	17,603.10
DONLEY FOUNDATI	693475105	OCCIDENTAL PETROLEUM CORP	230.00	27,988.80	25,632.08
DONLEY FOUNDATI	713448108	PNC FINANCIAL SERVICES GROUP	480.00	21,897.60	16,921.75
DONLEY FOUNDATI		PEPSICO INC	320.00		

TAX MARKET VALUE DETAIL REPORT FOR PFSD IO MOBILUS

ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
DONLEY FOUNDATI	717081103	PFIZER INC	1,316.00	33,004.36	7,284.60
DONLEY FOUNDATI	718172109	PHILIP MORRIS INTERNAT-W/I	220.00	18,400.80	11,408.44
DONLEY FOUNDATI	742718109	PROCTER & GAMBLE CO	420.00	28,513.80	20,379.86
DONLEY FOUNDATI	747525103	QUALCOMM INC	530.00	32,785.59	31,051.99
DONLEY FOUNDATI	78356A160	GUGGENHEIM MANAGED FUTURE-Y	11,316.63	242,289.20	300,000.00
DONLEY FOUNDATI	79466L302	SALESFORCE.COM INC	135.00	22,693.50	18,123.07
DONLEY FOUNDATI	806857108	SCHLUMBERGER LTD	320.00	22,175.55	23,582.30
DONLEY FOUNDATI	816851109	SEMPRA ENERGY	230.00	16,316.20	10,998.14
DONLEY FOUNDATI	82481R106	SHIRE PLC	170.00	15,670.60	14,963.04
DONLEY FOUNDATI	845467109	SOUTHWESTERN ENERGY CO	630.00	21,048.30	21,969.06
DONLEY FOUNDATI	857477103	STATE STREET CORP	490.00	23,034.90	18,756.13
DONLEY FOUNDATI	86271F578	DREYFUS SELECT MGER S/C GR-I	4,294.14	81,288.22	80,000.00
DONLEY FOUNDATI	86271F677	DREYFUS SELECT MGER S/C VL-I	5,096.26	99,071.37	90,000.00
DONLEY FOUNDATI	86271F768	DREYFUS PRE STRAT INTER ST-I	38,882.50	563,796.37	495,247.95
DONLEY FOUNDATI	88076W103	TERADATA CORPORATION	350.00	21,661.50	16,963.08
DONLEY FOUNDATI	881624209	TEVA PHARMACEUTICAL INDS ADR	550.00	20,537.00	22,464.03
DONLEY FOUNDATI	89417E109	THE TRAVELERS COMPANIES INC	240.00	17,236.80	15,274.44
DONLEY FOUNDATI	902973304	US BANCORP	590.00	18,844.60	13,733.02
DONLEY FOUNDATI	90781R108	UNION PAC CORP	130.00	16,343.60	11,588.51
DONLEY FOUNDATI	913017109	UNITED TECHNOLOGIES CORP	250.00	20,502.50	17,862.68
DONLEY FOUNDATI	91913V100	VALERO ENERGY CORP NEW	550.00	18,766.00	11,631.28
DONLEY FOUNDATI	92343V104	VERIZON COMMUNICATIONS INC	220.00	9,519.40	7,499.36
DONLEY FOUNDATI	942683103	WATSON PHARMACEUTICALS INC	210.00	18,060.00	13,126.68
DONLEY FOUNDATI	949746101	WELLS FARGO & COMPANY	910.00	31,103.80	24,327.65
DONLEY FOUNDATI	984332106	YAHOO INC	830.00	16,517.00	14,421.00
DONLEY FOUNDATI	988498101	YUM! BRANDS INC	200.00	13,280.00	9,983.60
DONLEY FOUNDATI	999D90717	LIAB-MELLON PRIVATE EQUITY F	31,250.00	0.00	0.00
DONLEY FOUNDATI	999Z86567	MELLON OPTIMA L/S STRATEGY F	9,041.76	824,755.44	810,029.44
DONLEY FOUNDATI	999Z86880	COMMIT TO PUR MELLON OPTIMA	16,368.15	16,368.15	16,368.15
DONLEY FOUNDATI	999100373	MELLON PRIVATE EQUITY FUND I	500,000.00	399,100.00	297,117.25
DONLEY FOUNDATI	999137425	MELLON PRIVATE EQUITY FUND V	218,750.00	235,134.38	136,992.91
TOTAL					6,659,696.35

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
DONLEY FOUNDATI	G29183103	EATON CORP PLC	292.00	15,820.56	15,083.26
DONLEY FOUNDATI	H2906T109	GARMIN LTD	240.00	9,780.00	11,361.96
DONLEY FOUNDATI	00206R102	AT&T INC	350.00	11,798.50	12,236.31
DONLEY FOUNDATI	009138106	AIR PRODS & CHEMS INC	140.00	11,762.80	12,391.32
DONLEY FOUNDATI	02503X105	AMERICAN CAPITAL AGENCY CORP	360.00	10,404.00	10,533.86
DONLEY FOUNDATI	032654105	ANALOG DEVICES INC	325.00	13,669.50	12,563.47
DONLEY FOUNDATI	037411808	APACHE CORP CONV PFD	290.00	13,253.00	17,193.30
DONLEY FOUNDATI	05569M616	BNY MELLON MONEY MARKET FUND	43,873.93	43,873.93	43,873.93
DONLEY FOUNDATI	05569M616	BNY MELLON MONEY MARKET FUND	31,691.66	31,691.66	31,691.66
DONLEY FOUNDATI	143658300	CARNIVAL CORP	350.00	12,869.50	13,553.39
DONLEY FOUNDATI	149123101	CATERPILLAR INC	148.00	13,262.06	14,724.43
DONLEY FOUNDATI	15189T107	CENTERPOINT ENERGY INC	760.00	14,630.00	12,643.28
DONLEY FOUNDATI	166764100	CHEVRON CORPORATION	136.00	14,707.04	13,233.83
DONLEY FOUNDATI	18683K101	CLIFFS NATS RES INC	200.00	7,714.00	13,618.84
DONLEY FOUNDATI	237194105	DARDEN RESTAURANTS INC	270.00	12,168.90	13,965.64
DONLEY FOUNDATI	253868103	DIGITAL REALTY TRUST INC	170.00	11,541.30	9,651.28
DONLEY FOUNDATI	263534109	DU PONT (E I) DE NEMOURS	230.00	10,345.06	11,805.74
DONLEY FOUNDATI	26441C204	DUKE ENERGY CORP	230.00	14,674.00	12,633.52
DONLEY FOUNDATI	30161N101	EXELON CORP	360.00	10,706.40	14,762.98
DONLEY FOUNDATI	363576109	GALLAGHER ARTHUR J & CO	300.00	10,395.00	11,178.24
DONLEY FOUNDATI	369604103	GENERAL ELECTRIC COMPANY	780.00	16,372.20	15,959.04
DONLEY FOUNDATI	461318100	INVESCO MORTGAGE CAPITAL	480.00	9,460.80	7,934.17
DONLEY FOUNDATI	494368103	KIMBERLY CLARK CORP	160.00	13,508.80	10,423.68
DONLEY FOUNDATI	49448R109	KIMCO REALTY CORP	490.00	9,466.80	8,514.04
DONLEY FOUNDATI	49456B101	KINDER MORGAN INC	400.00	14,132.00	12,339.08
DONLEY FOUNDATI	50076Q106	KRAFT FOODS GROUP INC	226.00	10,276.22	8,545.18
DONLEY FOUNDATI	517834107	LAS VEGAS SANDS CORP	270.00	12,463.20	12,347.72
DONLEY FOUNDATI	532457108	LILLY ELI & CO	310.00	15,289.20	13,954.83
DONLEY FOUNDATI	535678106	LINEAR TECHNOLOGY CORP	286.00	9,809.80	8,860.22
DONLEY FOUNDATI	539830109	LOCKHEED MARTIN CORP	150.00	13,843.50	11,918.40
DONLEY FOUNDATI	544147101	LORILLARD INC	128.00	14,933.76	14,912.80
DONLEY FOUNDATI	548661107	LOWE'S COMPANIES INC	370.00	13,142.40	11,083.38
DONLEY FOUNDATI	577081102	MATTEL INC	360.00	13,183.20	8,821.28
DONLEY FOUNDATI	58933Y105	MERCK & CO INC	240.00	9,825.60	8,411.98
DONLEY FOUNDATI	595017104	MICROCHIP TECHNOLOGY INC	275.00	8,962.25	10,255.08
DONLEY FOUNDATI	609207105	MONDELEZ INTERNATIONAL-W/I	440.00	11,199.41	8,929.16
DONLEY FOUNDATI	636274300	NATIONAL GRID PLC-SP ADR	220.00	12,636.80	10,137.67
DONLEY FOUNDATI	65339F887	NEXTERA ENERGY INC CONV PFD	300.00	15,018.00	15,075.00
DONLEY FOUNDATI	693475105	PNC FINANCIAL SERVICES GROUP	240.00	13,994.40	10,907.06
DONLEY FOUNDATI	69351T114	PPL CORPORATION 8.75%	280.00	15,044.40	15,069.21
DONLEY FOUNDATI	713448108	PEPSICO INC	240.00	16,423.20	16,211.45
DONLEY FOUNDATI	717081103	PFIZER INC	570.00	14,295.20	12,784.20
DONLEY FOUNDATI	718172109	PHILIP MORRIS INTERNAT-W/I	160.00	13,382.40	9,122.88
DONLEY FOUNDATI	742718109	PROCTER & GAMBLE CO	230.00	15,614.70	14,722.88
DONLEY FOUNDATI	780259206	ROYAL DUTCH SHELL PLC-ADR	150.00	10,342.50	10,531.55
DONLEY FOUNDATI	842587107	SOUTHERN CO	280.00	11,986.80	10,703.84
DONLEY FOUNDATI	855718105	STARWOOD PROPERTY TRUST INC	590.00	13,546.40	12,461.84

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
DONLEY FOUNDATI	881624209	TEVA PHARMACEUTICAL INDS ADR	360.00	13,442.40	14,672.77
DONLEY FOUNDATI	89151E109	TOTAL S.A. ADR	240.00	12,482.40	10,447.25
DONLEY FOUNDATI	911312106	UNITED PARCEL SERVICE CL B	170.00	12,534.10	12,456.46
DONLEY FOUNDATI	913017117	UNITED TECHNOLOGIES 7.5%	280.00	15,598.80	14,817.60
DONLEY FOUNDATI	92343V104	VERIZON COMMUNICATIONS INC	260.00	11,250.20	9,487.36
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TOTAL				708,529.05	681,519.06
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