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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

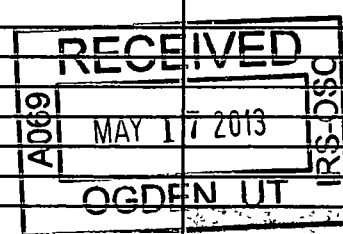
Name of foundation SHARP EMMA O-OCHILTREE FOUNDATION-TR		A Employer identification number 23-7883781
Number and street (or P O box number if mail is not delivered to street address) BNY Mellon, N.A - P O Box 185	Room/suite	B Telephone number (see instructions) (412) 234-2281
City or town, state, and ZIP code Pittsburgh PA 15230-0185		C If exemption application is pending, check here ☐
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 ☐
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 ☐
Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,427,728	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)	324,373			
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	89,243	85,798		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	86,942			
b Gross sales price for all assets on line 6a 563,123				
7 Capital gain net income (from Part IV, line 2)		86,942		
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)				
12 Total. Add lines 1 through 11	500,558	172,740	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	49,668	29,801		19,867
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)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	2,457	1,966		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	439	439		
24 Total operating and administrative expenses. Add lines 13 through 23	52,564	32,206	0	19,867
25 Contributions, gifts, grants paid	155,000			155,000
26 Total expenses and disbursements. Add lines 24 and 25	207,564	32,206	0	174,867
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	292,994			
b Net investment income (if negative, enter -0-)		140,534		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

Form 990-PF (2012) SHARP EMMA O-OCHILTREE FOUNDATION-TR

23-7883781

Page 2

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	469,027	674,368	674,368
	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)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	4,181,611	4,019,280	4,505,913
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ MELLON OPTIMA)		243,104	247,447
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,650,638	4,936,752	5,427,728
	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	4,650,638	4,936,752	
	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)	4,650,638	4,936,752	
	31 Total liabilities and net assets/fund balances (see instructions)	4,650,638	4,936,752	

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	4,650,638
2	Enter amount from Part I, line 27a	2	292,994
3	Other increases not included in line 2 (itemize) ▶ ISHARES PARTNERSHIP ADJUSTMENT	3	450
4	Add lines 1, 2, and 3	4	4,944,082
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	7,330
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,936,752

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	86,942
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.

(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	338,427	4,614,019	0.073348
2010	149,138	4,426,078	0.033695
2009	112,840	2,512,454	0.044912
2008	94,042	1,808,133	0.052011
2007	45,955	808,151	0.056864

2 Total of line 1, column (d)	2	0.260830
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	0.052166
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,111,945
5 Multiply line 4 by line 3	5	266,670
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,405
7 Add lines 5 and 6	7	268,075
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	174,867

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	2,811
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	2,811
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	2,811
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	836	
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	836	
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	1,975	
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) ☐ 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? 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? Website address ► N/A	13	X	
14	The books are in care of ► BNY MELLON, N A Telephone no ► (412) 234-2281 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)?**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BNY Mellon, N.A. P O Box 185 Pittsburgh, PA 15230-0185 0	TRUSTEE SEE ATTACHED	50,978	NONE	NONE
BNY Mellon, N.A. P O Box 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-14,021	N/A	N/A
JOHN C HARMON 120 FIFTH AVENUE Pittsburgh, PA 15222	CO-TRUSTEE 00	12,711	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

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	4,624,997
b	Average of monthly cash balances	1b	564,795
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,189,792
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	5,189,792
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	77,847
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,111,945
6	Minimum investment return. Enter 5% of line 5	6	255,597

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	255,597
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,811
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,811
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	252,786
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	252,786
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	252,786

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	174,867
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	174,867
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	174,867

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				252,786
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				
b From 2008				
c From 2009				
d From 2010				
e From 2011	83,160			
f Total of lines 3a through e	83,160			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 174,867				
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				174,867
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	77,919			77,919
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,241			
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,241			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	5,241			
e Excess from 2012				

N/A

-

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

Form 990-PF (2012)

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	155,000
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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	89,243	
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	86,942	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)		0		176,185	0
13	Total. Add line 12, columns (b), (d), and (e)				13	176,185

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

[illegible]

Form **990-PF** (2012)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2012

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization**Employer identification number**

SHARP EMMA O-OCHILTREE FOUNDATION-TR

23-7883781

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization SHARP EMMA O-OCHILTREE FOUNDATION-TR	Employer identification number 23-7883781
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SHARP EMMA O FBO OCHILTREE FDN-CLUT C/O BNY MELLON, N A , P O BOX 185 PITTSBURGH PA 15230-0185 Foreign State or Province Foreign Country	\$ 324,373	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
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			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization SHARP EMMA O-OCHILTREE FOUNDATION-TR	Employer identification number 23-7883781
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Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Name of organization SHARP EMMA O-OCHILTREE FOUNDATION-TR	Employer identification number 23-7883781
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions.) ► \$0
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
			
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
			
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
			
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
			
	For Prov	Country	

	Amount
Long Term CG Distributions	42,652
Short Term CG Distributions	0

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

Check "X" to include in Part IV		Long Term CG Distributions		Amount		CUSIP #		Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss		
		Short Term CG Distributions		42,652											Totals		Basis and Expenses		Net Gain or Loss		
				0		0										563,123		476,181		86,942	
				0		0										0		0		0	

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

Totals												
Capital Gains/Losses												
Other sales												
Amount												
Long Term CG Distributions												
Short Term CG Distributions												
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Part I, Line 18 (990-PF) - Taxes

		2,457	1,966	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	1,966	1,966		
2	ESTIMATED EXCISE PAYMENTS	491			

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

		439	439	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	18	18		
2	ISHARES 2% PORTFOLIO DEDUCTIONS	421	421		

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

		4,181,611	4,019,280	4,505,913	
Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	OTHER ASSETS			4,019,280	4,505,913

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

		0	243,104	247,447
		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	MELLON OPTIMA		243,104	247,447

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 ADJUSTMENT	1	450
2	Total	2	450

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

1	GAIN ON CURRENT YEAR SALES NOT SETTLED AT YEAR END	1	432
2	MELLON OPTIMA TAX COST ADJUSTMENT	2	6,898
3	Total	3	7,330

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

Line	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	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1	CUMMINS INC	231021106		10/18/2009	6/8/2012	14,753		0	7,753	6,998				6,998
2	DIRECTV - CLASS A	25400A101		1/20/2012	7/20/2012	431		0	431					431
3	DIRECTV - CLASS A	25400A101		1/20/2012	7/20/2012	8,848		0	8,848					8,848
4	DIRECTV - CLASS A	25400A101		1/20/2012	7/20/2012	6,266		0	6,266					6,266
5	DIRECTV - CLASS A	25400A101		1/20/2012	7/20/2012	3,696		0	3,696					3,696
6	DR PEPPER SNAPPLE GROUP-WI	26136E106		6/15/2012	12/6/2012	2,160		0	2,066	94				94
7	DR PEPPER SNAPPLE GROUP-WI	26136E106		6/15/2012	12/6/2012	1,862		0	1,862					1,862
8	DR PEPPER SNAPPLE GROUP-WI	26136E106		6/15/2012	12/6/2012	1,000		0	947	53				53
9	DR PEPPER SNAPPLE GROUP-WI	26136E106		6/15/2012	12/6/2012	2,591		0	2,449	142				142
10	DR PEPPER SNAPPLE GROUP-WI	26136E106		6/15/2012	12/6/2012	818		0	773	45				45
11	DR PEPPER SNAPPLE GROUP-WI	26136E106		6/15/2012	12/6/2012	162		0	171	11				11
12	DR PEPPER SNAPPLE GROUP-WI	26136E106		6/15/2012	12/6/2012	1,100		0	1,026	72				72
13	DU PONT (E) DE NEMOURS	263534109		7/24/1969	3/6/2012	6,301		0	133	6,168				6,168
14	CAVON CORP ACTION	278958102		1/7/2012	1/5/2012	10,331		0	9,802	529				529
15	ELECTRONIC ARTS INC	283512109		8/12/2011	6/14/2012	1,993		0	3,196	1,205				1,205
16	ELECTRONIC ARTS INC	283512109		8/12/2011	6/15/2012	6,365		0	10,166	3,801				3,801
17	ELECTRONIC ARTS INC	283512109		8/12/2011	6/15/2012	357		0	372	215				215
18	ELECTRONIC ARTS INC	283512109		8/12/2011	6/15/2012	432		0	691	259				259
19	ELECTRONIC ARTS INC	283512109		8/12/2011	6/15/2012	110		0	178	68				68
20	ENERGIZER HLDGS INC	29266R108		11/15/2010	6/7/2012	1,165		0	1,135	30				30
21	ENERGIZER HLDGS INC	29266R108		11/15/2010	6/8/2012	2,202		0	2,084	118				118
22	ENERGIZER HLDGS INC	29266R108		11/15/2010	6/8/2012	284		0	276	8				8
23	ENERGIZER HLDGS INC	29266R108		11/15/2010	6/8/2012	4,258		0	4,100	158				158
24	ENERGIZER HLDGS INC	29266R108		11/15/2010	6/8/2012	3,818		0	3,689	129				129
25	GENERAL ELECTRIC COMPANY	369604103		1/26/2011	12/6/2012	6,431		0	6,263	168				168
26	GENERAL ELECTRIC COMPANY	369604103		1/26/2011	12/27/2012	2,879		0	2,838	41				41
27	GENERAL ELECTRIC COMPANY	369604103		4/19/2010	12/27/2012	4,318		0	3,927	391				391
28	GOOGLE INC - CL A	36259P508		4/19/2010	3/2/2012	9,026		0	7,648	1,378				1,378
29	GOOGLE INC - CL A	36259P508		4/19/2010	3/2/2012	5,660		0	6,334	674				674
30	HESS CORP	42806H107		10/18/2009	12/7/2012	6,177		0	6,688	511				511
31	HESS CORP	42806H107		10/18/2009	12/7/2012	773		0	861	88				88
32	HESS CORP	42806H107		10/18/2009	12/7/2012	2,256		0	2,521	265				265
33	HONEYWELL INTL INC	438516106		10/18/2009	3/13/2012	16,260		0	10,394	5,866				5,866
34	HONEYWELL INTL INC	438516106		10/18/2009	3/13/2012	4,171		0	5,444	1,273				1,273
35	LIMITED BRANDS INC	532716107		10/18/2009	7/20/2012	4,171		0	175	3,996				3,996
36	LIMITED BRANDS INC	532716107		10/18/2009	7/20/2012	5,654		0	2,433	3,221				3,221
37	LIMITED BRANDS INC	532716107		10/18/2009	7/20/2012	3,468		0	1,951	1,517				1,517
38	LIMITED BRANDS INC	532716107		10/18/2009	7/20/2012	5,296		0	2,297	2,999				2,999
39	LINCOLN NATL CORP IND	534187109		8/12/2011	1/27/2012	6,925		0	7,448	523				523
40	LINCOLN NATL CORP IND	534187109		8/12/2011	1/27/2012	1,715		0	1,868	153				153
41	DU PONT (E) DE NEMOURS	263534109		7/24/1969	3/6/2012	3,677		0	2,709	968				968
42	DU PONT (E) DE NEMOURS	263534109		7/24/1969	3/6/2012	2,101		0	44	2,057				2,057
43	DU PONT (E) DE NEMOURS	263534109		8/12/2011	1/20/2012	4,516		0	4,861	345				345
44	DU PONT (E) DE NEMOURS	263534109		8/12/2011	1/20/2012	3,827		0	4,169	342				342
45	LORELLARD INC	544147101		8/22/2011	8/13/2012	1,508		0	1,415	93				93
46	LORELLARD INC	544147101		8/22/2011	8/13/2012	563		0	543	20				20
47	LORELLARD INC	544147101		8/22/2011	8/13/2012	11,771		0	10,994	777				777
48	MCKESSON CORPORATION	581550103		4/19/2010	4/27/2012	4,564		0	3,214	1,350				1,350
49	MCKESSON CORPORATION	581550103		4/19/2010	4/27/2012	5,446		0	3,856	1,590				1,590
50	MCKESSON CORPORATION	581550103		15/2010	4/20/2012	5,449		0	3,810	1,639				1,639
51	MERCK & CO INC	58833Y105		4/19/2010	12/20/2012	2,916		0	2,495	421				421
52	MERCK & CO INC	58833Y105		5/14/2012	12/20/2012	2,708		0	2,482	226				226
53	MERCK & CO INC	58833Y105		10/19/2009	12/20/2012	2,500		0	2,002	498				498
54	MERCK & CO INC	58833Y105		5/14/2012	12/20/2012	16,409		0	15,138	1,271				1,271
55	NETAPPS INC	641100104		8/23/2011	6/20/2012	888		0	885	3				3
56	NETAPPS INC	641100104		8/23/2011	6/20/2012	835		0	836	1				1
57	NETAPPS INC	641100104		8/23/2011	6/20/2012	246		0	285	39				39
58	NETAPPS INC	641100104		10/19/2011	6/20/2012	2,779		0	3,560	781				781
59	NETAPPS INC	641100104		8/23/2011	6/20/2012	926		0	1,172	246				246
60	NETAPPS INC	641100104		8/23/2011	6/20/2012	333		0	1,566	1,233				1,233
61	NETAPPS INC	641100104		8/22/2011	6/21/2012	4,520		0	5,378	858				858
62	NETAPPS INC	641100104		8/22/2011	6/21/2012	333		0	392	659				659
63	NORFOLK SOUTHERN CORP	655844108		4/19/2010	2/16/2012	6,850		0	5,882	968				968
64	NORFOLK SOUTHERN CORP	655844108		4/19/2010	2/16/2012	7,535		0	5,483	2,052				2,052
65	NORFOLK SOUTHERN CORP	655844108		11/3/2009	2/16/2012	2,125		0	1,523	602				602
66	NORFOLK SOUTHERN CORP	655844108		11/3/2009	2/16/2012	1,165		0	1,523	358				358
67	OMNICOM GROUP INC	681818106		1/7/2011	1/20/2012	3,565		0	2,992	573				573
68	OMNICOM GROUP INC	681818106		1/6/2011	1/20/2012	235		0	712	477				477
69	OMNICOM GROUP INC	681818106		1/6/2011	1/20/2012	1,639		0	237	1,402				1,402
70	OMNICOM GROUP INC	681818106		1/7/2011	1/20/2012	2,809		0	1,658	1,151				1,151
71	OMNICOM GROUP INC	681818106		1/7/2011	1/20/2012	2,538		0	2,820	282				282
72	OMNICOM GROUP INC	681818106		4/18/2010	1/23/2012	3,832		0	2,585	1,247				1,247
73	OMNICOM GROUP INC	681818106		4/18/2010	1/23/2012	1,705		0	3,376	1,671				1,671
74	OMNICOM GROUP INC	681818106		10/18/2009	1/24/2012	5,852		0	3,105	2,747				2,747
75	OMNICOM GROUP INC	681818106		10/18/2009	1/24/2012	4,757		0	4,913	156				156
76	OMNICOM GROUP INC	681818106		9/30/2010	3/30/2012	9,036		0	3,985	5,051				5,051
77	ORACLE CORP	68389X105		4/19/2010	3/30/2012	3,499		0	6,367	2,868				2,868
78	ORACLE CORP	68389X105		4/19/2010	3/30/2012	10,724		0	3,134	7,590				7,590
79	PPL CORP	693511106		4/5/2011	1/20/2012	3,025		0	2,835	190				190
80	PPL CORP	693511106		4/5/2011	1/20/2012	314		0	255	59				59
81	PHILIPS 66 WII	718540104		10/18/2009	5/3/2012	3,792		0	3,057	735				735
82	PHILIPS 66 WII	718540104		10/18/2009	5/3/2012	7,427		0	3,779	3,648				3,648
83	PROCTER & GAMBLE CO	742718109		4/18/2010	3/27/2012	2,015		0	1,889	126				126
84	PROCTER & GAMBLE CO	742718109		4/18/2010	3/27/2012	2,015		0	1,889	126				126

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

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers												49,668	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account		
1	BNY Mellon, N A		P O Box 185	Pittsburgh	PA	15230-0185		TRUSTEE	SEE ATTAC	50,978	NONE	NONE		
1	BNY Mellon, N A		P O Box 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-14,021	N/A	N/A		
2	JOHN C HARMON		120 FIFTH AVENUE	Pittsburgh	PA	15222		CO-TRUSTEE	0 00	12,711	NONE	NONE		
3														

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

	Date		Amount
1 Credit from prior year return		1	345
2 First quarter estimated tax payment	5/9/2012	2	491
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	
7 Total		7	836

SHARP EMMA O-OCHILTREE FOUNDATION-TR

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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

THE MOOREFIELDS FOUNDATION

Street

2201 MOOREFIELDS ROAD

City

HILLSBOROUGH

State

NC

Zip Code

27278

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

10,000

Name

MADISON OGLETHORPE ANIMAL SHELTER

Street

1888 COLBERT DANIELSVILLE RD

City

DANIELSVILLE

State

GA

Zip Code

30633

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

20,000

Name

TRIANGLE LAND CONSERVANCY

Street**City****State****Zip Code****Foreign Country****Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

25,000

Name

NATIONAL PARKS FOUNDATION

Street**City****State****Zip Code****Foreign Country****Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

10,000

Name

SIERRA CLUB OF NORTH CAROLINA

Street

19 W HARGETT ST #210

City

RALEIGH

State

NC

Zip Code

27601

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

5,000

Name

NATIONAL SIERRA CLUB

Street**City****State****Zip Code****Foreign Country****Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

5,000

SHARP EMMA O-OCHILTREE FOUNDATION-TR

23-7883781 Page 2 of 3

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

Recipient(s) paid during the year

Name

ENVIROMENT NC RESEARCH & POLICY CNT

Street

112 S. BLOUNT ST

City

RALEIGH

State

NC

Zip Code

27601

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

2,000

Name

THE BOYS AND GIRLS CLUB

Street

501 MARTIN LUTHER KING JR BLVD.

City

JACKSONVILLE

State

TX

Zip Code

75766

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

3,000

Name

ORANGE COUNTY DDS

Street**City****State****Zip Code****Foreign Country****Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

5,000

Name

WORLD WILDLIFE FUND

Street**City****State****Zip Code****Foreign Country****Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

5,000

Name

UNC DEPT OF ILS

Street

216 LENOIR DRIVE

City

CHAPEL HILL

State

NC

Zip Code

27599

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

30,000

Name

CENTRE COLLEGE

Street

600 WEST WALNUT STREET

City

DANVILLE

State

KY

Zip Code

40422

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

2,500

SHARP EMMA O-OCHILTREE FOUNDATION-TR

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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

FIRST PRESBYTERIAN CHURCH

Street

237 2ND STREET NORTHWEST

City

HICKORY

State

NC

Zip Code

28601

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

10,000

Name

CAMP MERRIE WOODE

Street

100 MERRIE-WOODE ROAD

City

SAPPHIRE

State

NC

Zip Code

28774

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

2,500

Name

WOODWARD ACADEMY

Street

1662 RUGBY AVENUE

City

COLLEGE PARK

State

GA

Zip Code

30337

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

20,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

**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 PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
---	SHARP EMMA O-OC		CASH	0.00	13,165.74	13,165.74
	SHARP EMMA O-OC	G2554F113	COVIDIEN PLC	400.00	23,096.00	18,924.12
	SHARP EMMA O-OC	G29183103	EATON CORP PLC	494.00	26,764.92	25,517.58
	SHARP EMMA O-OC	G31575106	ENSCO PLC-CL A	410.00	24,304.80	23,587.31
	SHARP EMMA O-OC	H89128104	TYCO INTERNATIONAL LTD	350.00	10,237.50	7,054.99
	SHARP EMMA O-OC	N33745100	LYONDELBASELL INDU -CL A	450.00	25,690.50	20,045.59
	SHARP EMMA O-OC	001011106	A D T CORP-W/I	166.00	7,717.34	4,516.73
	SHARP EMMA O-OC	00206R102	AT&T INC	600.00	20,226.00	15,644.34
	SHARP EMMA O-OC	018581108	ALLIANCE DATA SYS CORP	220.00	31,847.20	14,962.89
	SHARP EMMA O-OC	01988P108	ALLSCRIPTS HEALTHCARE SOLUTI	550.00	5,181.00	9,398.09
	SHARP EMMA O-OC	023135106	AMAZON.COM INC	89.00	22,327.43	17,890.96
	SHARP EMMA O-OC	025816109	AMERICAN EXPRESS CO	460.00	26,440.80	19,410.10
	SHARP EMMA O-OC	026874784	AMERICAN TOWER CORP	540.00	19,062.00	18,252.70
	SHARP EMMA O-OC	03027X100	AMERICAN INTERNATIONAL GROUP	110.00	8,499.70	7,828.05
	SHARP EMMA O-OC	03076C106	AMERIPRISE FINANCIAL INC	340.00	21,294.20	15,144.80
	SHARP EMMA O-OC	032511107	ANADARKO PETROLEUM CORP	260.00	19,320.60	14,748.79
	SHARP EMMA O-OC	037411105	APACHE CORP	271.00	21,273.50	28,066.33
	SHARP EMMA O-OC	037833100	APPLE INC	175.00	93,130.28	37,278.09
	SHARP EMMA O-OC	052800109	AUTOLIV INC	250.00	16,847.50	12,242.56
	SHARP EMMA O-OC	05569M103	BNY MELLON LARGE CAP STK-M	45,539.61	407,124.11	411,269.23
	SHARP EMMA O-OC	05569M509	BNY MELLON M/C MULTI-STRATEG	17,984.42	201,425.52	208,773.32
	SHARP EMMA O-OC	05569M616	BNY MELLON MONEY MARKET FUND	660,952.03	660,952.03	660,952.03
	SHARP EMMA O-OC	05569M616	BNY MELLON MONEY MARKET FUND	250.00	250.00	250.00
	SHARP EMMA O-OC	05569M780	BNY MELLON S/T US GOV SECS-M	9,345.17	113,637.30	113,509.40
	SHARP EMMA O-OC	05569M806	BNY MELLON S/C MULTI-STRATEG	3,431.87	40,907.95	41,385.03
	SHARP EMMA O-OC	05569M814	BNY MELLON INTERMEDIATE BD-M	37,994.80	501,531.44	486,492.44
	SHARP EMMA O-OC	05569M830	BNY MELLON BOND FUND-M	33,275.87	451,886.37	415,000.00
	SHARP EMMA O-OC	05569M855	BNY MELLON EMERGING MKTS-M	33,957.03	348,059.63	345,000.00
	SHARP EMMA O-OC	060505104	BANK OF AMERICA CORP	2,470.00	28,676.70	34,565.84
	SHARP EMMA O-OC	073730103	BEAM INC	300.00	18,327.00	17,752.15
	SHARP EMMA O-OC	124857202	C B S CORP-CLASS B W/I	670.00	25,493.50	18,268.81
	SHARP EMMA O-OC	12504L109	C B R E GROUP INC	920.00	18,308.00	17,048.21
	SHARP EMMA O-OC	12509109	CIGNA CORP	280.00	14,968.80	8,663.08
	SHARP EMMA O-OC	14040H105	CAPITAL ONE FINANCIAL CORP	280.00	16,220.40	12,231.12
	SHARP EMMA O-OC	143658300	CARNIVAL CORP	300.00	11,031.00	9,368.94
	SHARP EMMA O-OC	171232101	CHUBB CORP	220.00	16,570.40	11,460.75
	SHARP EMMA O-OC	19122T109	COCA-COLA ENTERPRISES INC	590.00	18,720.70	16,979.23
	SHARP EMMA O-OC	192446102	COGNIZANT TECHNOLOGY SOLUTIO	260.00	19,209.40	18,474.52
	SHARP EMMA O-OC	205887102	CONAGRA FOODS INC	410.00	12,095.00	12,158.13
	SHARP EMMA O-OC	20825C104	CONOCOPHILLIPS	260.00	15,077.40	10,504.49
	SHARP EMMA O-OC	235851102	DANAHER CORP	260.00	14,534.00	9,458.50
	SHARP EMMA O-OC	254687106	WALT DISNEY CO/THE	610.00	30,371.90	28,002.76
	SHARP EMMA O-OC	261986632	DREYFUS DIVERSIFIED INTL-I	15,182.18	155,313.76	150,000.00

SHARP	EMMA	O-OC	268648102	E M C CORP MASS	1,000.00	25,300.00	21,747.53
SHARP	EMMA	O-OC	26875P101	E O G RES INC	99.00	11,958.21	10,216.65
SHARP	EMMA	O-OC	30231G102	EXXON MOBIL CORP	870.00	75,298.50	1,621.05
SHARP	EMMA	O-OC	31428X106	FEDEX CORP	300.00	27,516.00	27,650.66
SHARP	EMMA	O-OC	34341I102	FLUOR CORP NEW	250.00	14,685.00	14,274.80
SHARP	EMMA	O-OC	345370860	FORD MOTOR CO	1,320.00	17,094.00	22,535.57
SHARP	EMMA	O-OC	369604103	GENERAL ELECTRIC COMPANY	1,590.00	33,374.10	12,220.78
SHARP	EMMA	O-OC	45666Q102	INFORMATICA CORP	260.00	7,883.20	7,910.25
SHARP	EMMA	O-OC	45865V100	INTERCONTINENTALEXCHANGE INC	95.00	11,775.63	11,775.63
SHARP	EMMA	O-OC	459200101	INTERNATIONAL BUSINESS MACHI	128.00	24,518.40	15,867.26
SHARP	EMMA	O-OC	461202103	INTUIT	240.00	14,274.10	12,428.70
SHARP	EMMA	O-OC	46428R107	ISHARES S&P GSCI COMMODITY-I	1,700.00	55,743.00	53,634.83
SHARP	EMMA	O-OC	46625H100	JP MORGAN CHASE & CO	800.00	35,175.28	36,525.64
SHARP	EMMA	O-OC	478160104	JOHNSON & JOHNSON	380.00	26,638.00	24,956.20
SHARP	EMMA	O-OC	532457108	LILLY ELI & CO	510.00	25,153.20	25,213.59
SHARP	EMMA	O-OC	58155Q103	MCKESSON CORPORATION	180.00	17,452.80	11,133.33
SHARP	EMMA	O-OC	58933Y105	MERCK & CO INC	487.00	19,937.78	14,689.69
SHARP	EMMA	O-OC	615369105	MOODY'S CORP	590.00	29,688.80	26,389.25
SHARP	EMMA	O-OC	637071101	NATIONAL OILWELL VARCO INC.	400.00	27,340.00	28,167.85
SHARP	EMMA	O-OC	65248E203	NEWS CORP INC	1,270.00	33,324.80	19,499.39
SHARP	EMMA	O-OC	65339F101	NEXTERA ENERGY INC	540.00	37,362.60	29,971.11
SHARP	EMMA	O-OC	674599105	OCCIDENTAL PETROLEUM CORP	270.00	20,684.70	22,527.39
SHARP	EMMA	O-OC	68389X105	ORACLE CORP	810.00	26,989.20	18,694.34
SHARP	EMMA	O-OC	693656100	P V H CORP	190.00	21,091.90	14,078.81
SHARP	EMMA	O-OC	713448108	PEPSICO INC	560.00	38,320.80	36,606.43
SHARP	EMMA	O-OC	717081103	PFIZER INC	2,440.00	61,193.49	47,372.41
SHARP	EMMA	O-OC	718172109	PHILIP MORRIS INTERNAT-W/I	420.00	35,128.80	23,963.08
SHARP	EMMA	O-OC	74005P104	PRAXAIR INC	160.00	17,512.00	13,621.29
SHARP	EMMA	O-OC	74144T108	T ROWE PRICE GROUP INC	250.00	16,279.28	15,012.71
SHARP	EMMA	O-OC	747525103	QUALCOMM INC	560.00	34,641.38	23,236.83
SHARP	EMMA	O-OC	751028101	RALCORP HLDGS INC NEW	150.00	13,447.50	11,062.38
SHARP	EMMA	O-OC	770323103	ROBERT HALF INTL INC	380.00	12,091.60	10,356.96
SHARP	EMMA	O-OC	78356A160	GUGGENHEIM MANAGED FUTURE-Y	3,920.03	83,927.86	100,000.00
SHARP	EMMA	O-OC	80105N105	SANOFI	920.00	43,589.60	34,364.60
SHARP	EMMA	O-OC	83088M102	SKYWORKS SOLUTIONS INC	550.00	11,165.00	12,878.86
SHARP	EMMA	O-OC	86271F677	DREYFUS SELECT MGER S/C VL-I	7,252.51	140,988.91	125,000.00
SHARP	EMMA	O-OC	86271F818	DREYFUS PREM STRAT GLBL ST-I	19,560.16	304,942.96	248,000.00
SHARP	EMMA	O-OC	87612E106	TARGET CORP	270.00	15,975.90	14,330.96
SHARP	EMMA	O-OC	88076W103	TERADATA CORPORATION	170.00	10,521.30	8,249.78
SHARP	EMMA	O-OC	89353D107	TRANSCANADA CORP	320.00	15,142.40	13,677.27
SHARP	EMMA	O-OC	904767704	UNILEVER PLC ADR	1,010.00	39,107.20	30,005.18
SHARP	EMMA	O-OC	928563402	VMMARE INC-CLASS A	190.00	17,886.60	17,088.69
SHARP	EMMA	O-OC	949746101	WELLS FARGO & COMPANY	1,350.00	46,143.00	38,931.59
SHARP	EMMA	O-OC	999286567	MELLON OPTIMA L/S STRATEGY F	2,712.75	247,446.87	243,103.70
SHARP	EMMA	O-OC	999286880	COMMIT TO PUR MELLON OPTIMA	4,910.84	4,910.84	4,910.84

TOTAL

5,427,728 13

4,936,751 60
