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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 MCKENNA PHILIP M FDN		A Employer identification number 25-6082635
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (412) 234-1634
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) \$ 14,248,073	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	339,289	342,666		
5 a Gross rents	1,571	1,571		
b Net rental income or (loss) 1,571				
6 a Net gain or (loss) from sale of assets not on line 10	451,216			
b Gross sales price for all assets on line 6a 7,001,332				
7 Capital gain net income (from Part IV, line 2)		451,216		
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)	-9,357	-9,357		
12 Total. Add lines 1 through 11	782,719	786,096	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	121,505	34,047		87,458
14 Other employee salaries and wages	13,450			13,450
15 Pension plans, employee benefits	32,185			32,185
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	2,380	2,380		
c Other professional fees (attach schedule)	1,162	162		1,000
17 Interest				
18 Taxes (attach schedule) (see instructions)	36,354	3,922		
19 Depreciation (attach schedule) and depletion				
20 Occupancy	18,576			18,576
21 Travel, conferences, and meetings	3,308			3,308
22 Printing and publications				
23 Other expenses (attach schedule)	7,950			7,950
24 Total operating and administrative expenses. Add lines 13 through 23	236,870	40,511	0	163,927
25 Contributions, gifts, grants paid	510,416			510,416
26 Total expenses and disbursements. Add lines 24 and 25	747,286	40,511	0	674,343
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	35,433			
b Net investment income (if negative, enter -0-)		745,585		
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) MCKENNA PHILIP M FDN

25-6082635

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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	28,037	20,400	20,400
	2 Savings and temporary cash investments	344,417	255,423	255,423
	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)	11,825,477	11,959,297	13,566,400
	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)				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ <u>PARTNERSHIP INVESTMENTS</u>)	379,741	379,741	405,850	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	12,577,672	12,614,861	14,248,073	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	12,577,672	12,614,861	
	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)	12,577,672	12,614,861	
31 Total liabilities and net assets/fund balances (see instructions)	12,577,672	12,614,861		

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	12,577,672
2 Enter amount from Part I, line 27a	2	35,433
3 Other increases not included in line 2 (itemize) ▶ <u>See Attached Statement</u>	3	14,065
4 Add lines 1, 2, and 3	4	12,627,170
5 Decreases not included in line 2 (itemize) ▶ <u>COST BASIS ADJUSTMENT</u>	5	12,309
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	12,614,861

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	451,216
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	683,276	13,881,222	0.049223
2010	646,637	13,132,831	0.049238
2009	631,020	11,767,854	0.053622
2008	781,401	14,112,824	0.055368
2007	975,486	16,565,984	0.058885
2 Total of line 1, column (d)			2 0.266336
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 0.053267
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 13,846,366
5 Multiply line 4 by line 3			5 737,554
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,456
7 Add lines 5 and 6			7 745,010
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			8 674,343

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	14,912
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	14,912
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	14,912
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	15,912	
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	15,912	
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	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,000	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 1,000 Refunded ☐	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 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	14,912	
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	14,912	
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	14,912	
6 Credits/Payments.				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	15,912		
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	15,912		
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	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,000		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 1,221 Refunded ☐	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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. ► (412) 234-1634 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)?

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?

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?**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

5b N/A

6b X

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
See Attached Statement	00	0		
	00	0		
	00	0		
	00	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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	13,774,363
b	Average of monthly cash balances	1b	282,861
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	14,057,224
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	14,057,224
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	210,858
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,846,366
6	Minimum investment return. Enter 5% of line 5	6	692,318

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	692,318
2a	Tax on investment income for 2012 from Part VI, line 5	2a	14,912
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	14,912
3	Distributable amount before adjustments Subtract line 2c from line 1	3	677,406
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	677,406
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	677,406

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	674,343
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	674,343
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	674,343

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				677,406
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	191,383			
b From 2008	82,396			
c From 2009	48,177			
d From 2010				
e From 2011	5,127			
f Total of lines 3a through e	327,083			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 674,343				
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				674,343
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))	3,063			3,063
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	324,020			
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)	188,320			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	135,700			
10 Analysis of line 9:				
a Excess from 2008	82,396			
b Excess from 2009	48,177			
c Excess from 2010				
d Excess from 2011	5,127			
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.

[illegible]

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

NOT APPLICABLE

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

NOT APPLICABLE

c Any submission deadlines

NOT APPLICABLE

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

NOT APPLICABLE

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

Recipient	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	510,416
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	339,289	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	1,571	
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	451,216	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a <u>TIMBERVEST PARTNERSHIP L</u>			14	-9,357	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0		782,719	0
13 Total. Add line 12, columns (b), (d), and (e)				782,719	782,719

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

[illegible]

Form **990-PF** (2012)

MCKENNA PHILIP M FDN

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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

ACTON INSTITUTE FOR THE STUDY OF RELIGION AND LIBERTY

Street

161 OTTAWA AVE. NW, SUITE 301

City

GRAND RAPIDS

State

MI

Zip Code

49503

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONS

Amount

1,000

Name

ALLEGHENY INSTITUTE FOR PUBLIC POLICY

Street

305 MT LEBANON BLVD, SUITE 208

City

PITTSBURGH

State

PA

Zip Code

15234

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONS

Amount

15,000

Name

AMERICAN ENTERPRISE INSTITUTE FOR PUBLIC POLICY RESEARCH

Street

1150 17TH ST, NW #1100

City

WASHINGTON

State

DC

Zip Code

20036

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

ROAD TO FREEDOM PROJECT

Amount

10,000

Name

ASHLAND UNIVERSITY, JOHN M. ASHBROOK CENTER FOR PUBLIC AFFAIRS

Street

City

GRAND RAPIDS

State

MI

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

SCHOLARSHIPS FOR MASTERS IN AM. HIST & GOVT

Amount

5,000

Name

CAPITAL RESEARCH CENTER

Street

1513 16TH STREET NORTHWEST

City

WASHINGTON

State

DC

Zip Code

20036

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONS

Amount

10,000

Name

CARNEGIE INSTITUE/CARNEGIE SCIENCE CENTER

Street

1 ALLEGHENY AVENUE

City

PITTSBURGH

State

PA

Zip Code

15212

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

ELEMENTARY SCHOOL PROGRAMMING

Amount

10,000

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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

CLAREMONT INST FOR STUDY OF STATESMANSHIP & POL PHIL

Street

937 WEST FOOTHILL BOULEVARD, SUITE E

City

CLAREMONT

State

CA

Zip Code

91711

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONS

Amount

70,000

Name

COMMONWEALTH FOUNDATION FOR PUBLIC POLICY ALTERNATIVES

Street

225 STATE STREET, SUITE 302

City

HARRISBURG

State

PA

Zip Code

17101

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONS

Amount

80,000

Name

ETHICS AND PUBLIC POLICY CENTER

Street

1730 M STREET N W , SUITE 910

City

WASHINGTON

State

DC

Zip Code

20036

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

CONSTITUTION, COURTS & CULTURE CULTURE PROGRAM

Amount

7,000

Name

FEDERALIST SOCIETY FOR LAW AND PUBLIC POLICY STUDIES

Street

1015 18TH STREET, NW - SUITE 425

City

WASHINGTON

State

DC

Zip Code

20036

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL SUPPORT, FACULTY DIVISION, PA CHAPTERS

Amount

10,000

Name

FOUNDATION FOR FREE ENTERPRISE EDUCATION

Street

3076 WEST 12TH STREET

City

ERIE

State

PA

Zip Code

16505

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

SCHOLARSHIPS

Amount

16,750

Name

FOUNDATION FOR INDIVIDUAL RIGHTS IN EDUCATION

Street

601 WALNUT STREET, SUITE 510

City

PHILADELPHIA

State

PA

Zip Code

19106

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONS

Amount

1,000

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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

FREEDOM WORKS FOUNDATION

Street

400 NORTH CAPITOL STREET, NW, SUITE 765

City

WASHINGTON

State

DC

Zip Code

20001

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONS

Amount

15,000

Name

HERITAGE FOUNDATION

Street

214 MASSACHUSETTS AVE NE

City

WASHINGTON

State

DC

Zip Code

20002

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

FIRST PRINCIPLES INITIATIVE

Amount

20,000

Name

HILLSDALE COLLEGE

Street

33 EAST COLLEGE ST

City

HILLSDALE

State

MI

Zip Code

49242

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

KIRBY CENTER LECTURE SERIES

Amount

5,000

Name

INTERCOLLEGIATE STUDIES INSTITUTE, INC

Street

3901 CENTERVILLE RD

City

WILMINGTON

State

DE

Zip Code

19807

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONS

Amount

80,000

Name

JUNIOR ACHIEVEMENT OF SOUTHWESTERN PA, INC

Street

120 MARSHALL DRIVE

City

WARRENDALE

State

PA

Zip Code

15086

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

ECONOMIC EDUCATION PROGRAMS IN WESTMORELAND COUNTY SCHOOLS

Amount

1,500

Name

LATROBE, CITY OF

Street

P O BOX 829

City

LATROBE

State

PA

Zip Code

15650

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

K-9 UNIT

Amount

7,000

MCKENNA PHILIP M FDN

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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

LATROBE COMMUNITY REVITALIZATION PROGRAM

Street

816 LIGONIER STREET, P.O. BOX 920

City

LATROBE

State

PA

Zip Code

15650

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONS

Amount

10,000

Name

LATROBE-UNITY PARKS & RECREATION

Street

901 JEFFERSON STREET

City

LATROBE

State

PA

Zip Code

15650

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

CARDINAL PARK DEVELOPMENT & GUARDRAIL FOR LEGION KEENER PARK

Amount

6,666

Name

LINCOLN INSTITUTE OF PUBLIC OPINION RESEARCH INC

Street

453 SPRINGLAKE ROAD

City

HARRISBURG

State

PA

Zip Code

17112

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONS

Amount

10,000

Name

LOYALHANNA WATERSHED ASSOCIATION

Street

110 ANDI LN

City

LIGONIER

State

PA

Zip Code

15658

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONS

Amount

1,000

Name

NATIONAL ASSOCIATION OF SCHOLARS

Street

1 AIRPORT PLACE, SUITE 7

City

PRINCETON

State

NJ

Zip Code

08540

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONS

Amount

5,000

Name

PACIFIC RESEARCH INST FOR PUBLIC POLICY

Street

1 EMBARCADERO CENTER, SUITE 350

City

SAN FRANCISCO

State

CA

Zip Code

94111

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

HEALTHCARE POLICY

Amount

45,000

MCKENNA PHILIP M FDN

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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 BUSINESS COUNCIL EDUCATION FOUNDATION

Street

116 PINE STREET, SUITE 201

City

HARRISBURG

State

PA

Zip Code

17101

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

EDUCATION PROGRAMS

Amount

20,000

Name

PHILANTHROPY ROUNDTABLE

Street

1730 M STREET NW, SUITE 601

City

WASHINGTON

State

DC

Zip Code

20036

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONS

Amount

500

Name

ST VINCENT COLLEGE

Street

300 FRASER PURCHASE ROAD

City

LATROBE

State

PA

Zip Code

15650

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

ALEX G. MCKENNA ECONOMIC EDUCATION SERIES

Amount

20,000

Name

ST VINCENT COLLEGE

Street

300 FRASER PURCHASE ROAD

City

LATROBE

State

PA

Zip Code

15650

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GEORGE WASHINGTON FELLOWSHIP PROGRAM

Amount

10,000

Name

ST VINCENT COLLEGE

Street

300 FRASER PURCHASE ROAD

City

LATROBE

State

PA

Zip Code

15650

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONS

Amount

10,000

Name

SERVICE CORPS OF RETIRED EXECUTIVES ASSOCIATION

Street

300 FRASER PURCHASE ROAD

City

LATROBE

State

PA

Zip Code

15650

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONS AND MARKETING

Amount

2,000

MCKENNA PHILIP M FDN

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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

TAX FOUNDATION

Street

529 14TH STREET, NW, SUITE 420

City

WASHINGTON

State

DC

Zip Code

20045

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONS

Amount

5,000

Name

UNITED WAY OF WESTMORELAND COUNTY

Street

1011 OLD SALEM ROAD, SUITE 101

City

GREENSBURG

State

PA

Zip Code

15601

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

ANNUAL CAMPAIGN

Amount

1,000

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

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

Long Term CG Distributions															Amount	
Short Term CG Distributions															0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss		
1	X	LAS VEGAS SANDS CORP	517834107		11/1/2012		11/27/2012	912	934				22	0		
2	X	LILLY ELI & CO	532457108		11/1/2012		11/27/2012	1,432	1,481				50	1		
3	X	MARATHON OIL CORP	565849106		1/27/2012		1/31/2012	5,331	5,334		-3		0	0		
4	X	MARATHON OIL CORP	565849106		11/6/2012		11/27/2012	1,544	1,569				25	0		
5	X	MEAD JOHNSON NUTRITION	582839106		10/28/2011		1/31/2012	3,701	3,682				19	0		
6	X	MEAD JOHNSON NUTRITION	582839106		12/15/2011		11/27/2012	671	736				66	1		
7	X	MERCK & CO INC	589331105		6/4/2012		9/25/2012	9,944	8,222				351	0		
8	X	MERCK & CO INC	589331105		12/15/2011		9/25/2012	6,328	5,054				1,722	0		
9	X	MERCK & CO INC	589331105		12/15/2011		9/26/2012	23,891	19,134				4,857	0		
10	X	METLIFE INC	59156R108		1/27/2012		1/31/2012	5,668	5,668				0	0		
11	X	METLIFE INC	59156R108		1/27/2012		11/27/2012	329	354				25	0		
12	X	METLIFE INC	59156R108		11/1/2012		11/27/2012	658	704				46	0		
13	X	METLIFE INC	59156R108		10/10/2012		11/27/2012	1,766	1,915				129	0		
14	X	MONDELEZ INTERNATIONAL	609207105		5/4/2011		1/31/2012	2,360	2,547				187	0		
15	X	PNC FINANCIAL SERVICES	693475105		6/20/2011		1/31/2012	5,309	5,122				263	0		
16	X	PNC FINANCIAL SERVICES	693475105		7/19/2012		11/27/2012	2,218	2,481				0	-888		
17	X	PNC FINANCIAL SERVICES	693475105		1/31/2012		5/22/2012	99,312	100,000				0	-5,325		
18	X	DREYFUS MIDCAP INDEX FUND	712223106		2/3/2012		5/22/2012	119,875	125,000				0	261		
19	X	DREYFUS MIDCAP INDEX FUND	712223106		11/3/2010		5/22/2012	6,513	6,252				0	1,864		
20	X	DREYFUS MIDCAP INDEX FUND	712223106		11/3/2010		11/26/2012	18,000	16,136				0	-166		
21	X	DREYFUS MIDCAP INDEX FUND	712223106		5/4/2011		1/31/2012	2,619	2,785				0	869		
22	X	PEPSICO INC	713448108		6/2/1999		1/31/2012	1,964	1,095				0	543		
23	X	PEPSICO INC	713448108		7/5/2011		1/31/2012	5,391	4,848				0	9		
24	X	LAS VEGAS SANDS CORP	517834107		11/1/2012		11/27/2012	1,398	1,389				0	169		
25	X	PEPSICO INC	713448108		5/4/2011		1/31/2012	4,909	4,740				0	169		
26	X	PFIZER INC	717081103		10/22/2010		1/31/2012	4,055	3,344				0	711		
27	X	PFIZER INC	717081103		11/6/2012		11/27/2012	2,186	2,233				47	0		
28	X	PHILIP MORRIS INTERNAT-W	718172109		10/28/2011		1/31/2012	5,232	5,068				0	164		
29	X	PHILIP MORRIS INTERNAT-W	718172109		11/1/2012		11/27/2012	900	884				0	16		
30	X	PLAINS EXPLORATION & PR	728505100		5/4/2011		1/31/2012	2,264	2,134				0	130		
31	X	PLAINS EXPLORATION & PR	728505100		9/24/2009		1/31/2012	1,887	1,288				0	599		
32	X	PLAINS EXPLORATION & PR	728505100		9/21/2012		11/27/2012	994	1,191				197	0		
33	X	PLAINS EXPLORATION & PR	726505100		9/21/2012		12/6/2012	3,045	2,778				0	267		
34	X	PLAINS EXPLORATION & PR	726505100		1/19/2012		1/31/2012	4,512	4,739				226	-1		
35	X	TEXAS INSTRUMENTS INC	882508104		11/4/2011		1/31/2012	1,289	1,276				0	13		
36	X	TEXAS INSTRUMENTS INC	882508104		12/29/2011		3/9/2012	4,514	4,479				0	35		
37	X	TEXAS INSTRUMENTS INC	882508104		11/4/2011		3/9/2012	5,158	5,105				0	53		
38	X	TEXAS INSTRUMENTS INC	882508104		11/4/2011		5/17/2012	5,603	5,603				0	-460		
39	X	TEXAS INSTRUMENTS INC	882508104		11/4/2011		9/27/2012	8,864	10,211				0	-1,347		
40	X	TEXAS INSTRUMENTS INC	882508104		11/4/2011		9/27/2012	3,878	4,253				0	-375		
41	X	TEXAS INSTRUMENTS INC	882508104		11/22/2012		9/27/2012	5,817	6,567				0	-750		
42	X	TEXAS INSTRUMENTS INC	882508104		12/28/2011		9/27/2012	2,216	2,499				0	-283		
43	X	TEXAS INSTRUMENTS INC	882508104		11/12/2012		11/27/2012	1,414	1,432				18	0		
44	X	THE TRAVELERS COMPANIES	89417E109		5/4/2011		1/31/2012	3,103	2,812				0	291		
45	X	US BANCORP	902973304		9/24/2009		1/31/2012	2,257	1,761				0	496		
46	X	US BANCORP	902973304		11/1/2012		11/27/2012	1,614	1,676				62	0		
47	X	US BANCORP	902973304		9/24/2009		1/31/2012	4,906	2,604				0	2,302		
48	X	UNION PAC CORP	907818108		11/12/2012		11/27/2012	1,212	1,257				44	-1		
49	X	UNION PAC CORP	907818108		5/4/2011		1/31/2012	3,124	3,572				0	-448		
50	X	UNITED TECHNOLOGIES CORP	913017109		9/24/2009		1/31/2012	3,124	2,488				0	638		
51	X	UNITED TECHNOLOGIES CORP	913017109		11/6/2012		11/27/2012	1,570	1,601				31	0		
52	X	UNITED TECHNOLOGIES CORP	913017109		5/4/2011		1/31/2012	3,136	3,472				0	-336		
53	X	VALERO ENERGY CORP NEW	919131100		12/21/2010		1/31/2012	2,653	2,450				0	203		
54	X	VALERO ENERGY CORP NEW	919131100		12/21/2010		8/15/2012	3,144	2,450				0	694		
55	X	VALERO ENERGY CORP NEW	919131100		7/25/2011		5/22/2012	14,550	15,076				0	-526		
56	X	T ROWE PRICE HIGH YIELD F	741481105		5/13/2011		1/31/2012	8,803	9,381				0	-578		
57	X	PROCTER & GAMBLE CO	742718109		11/1/2012		11/27/2012	2,075	2,081				5	-1		
58	X	PROCTER & GAMBLE CO	742718109		7/2/2010		1/31/2012	286	296				0	-10		
59	X	QEP RESOURCES INC	74733V100		5/4/2011		1/31/2012	1,718	2,456				0	-738		
60	X	QEP RESOURCES INC	74733V100		2/9/2010		1/31/2012	1,146	1,101				0	45		
61	X	QEP RESOURCES INC	74733V100		2/9/2010		11/9/2012	14,522	14,040				0	482		
62	X	QEP RESOURCES INC	74733V100		11/6/2012		11/9/2012	1,708	1,745				0	-37		
63	X	QEP RESOURCES INC	74733V100		11/6/2012		11/9/2012	1,993	2,026				0	-33		
64	X	QEP RESOURCES INC	74733V100		11/30/2011		1/31/2012	4,709	4,366				0	323		
65	X	QUALCOMM INC	747525103		3/9/2012		11/27/2012	2,503	2,568				65	0		
66	X	QUALCOMM INC	747525103		7/19/2011		1/31/2012	3,502	6,265				0	-2,763		
67	X	ROVI CORP	779376102		10/19/2010		4/13/2012	6,932	11,581				0	-4,649		

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									7,001,332	6,550,116	451,216
	Short Term CG Distributions	0									0	0	0
69	X ROVI CORP	779376102			10/19/2010		4/16/2012	6,186	10,501				0
70	X ROVI CORP	779376102			5/4/2011		4/16/2012	1,445	2,368				-4,315
71	X SALESFORCE.COM INC	794661302			5/4/2011		1/18/2012	2,707	3,422				-923
72	X SALESFORCE.COM INC	794661302			6/22/2010		1/18/2012	4,061	3,668				-715
73	X SALESFORCE.COM INC	794661302			6/22/2010		1/18/2012	4,085	3,291				393
74	X SALESFORCE.COM INC	794661302			1/16/2012		1/17/2012	1,575	1,475				794
75	X SCHLUMBERGER LTD	806857108			10/26/2011		1/31/2012	2,264	2,549				100
76	X SCHLUMBERGER LTD	806857108			3/9/2012		1/31/2012	3,019	2,722				-285
77	X SCHLUMBERGER LTD	806857108			3/9/2012		1/31/2012	2,238	2,298				297
78	X SCHLUMBERGER LTD	806857108			3/9/2012		1/31/2012	1,400	1,532				-60
79	X SEMPR ENERGY	816851109			2/27/2007		1/31/2012	5,117	5,556				132
80	X SEMPR ENERGY	816851109			1/1/2012		1/31/2012	1,330	1,379				0
81	X SEMPR ENERGY	816851109			1/1/2012		1/31/2012	2,147	2,068				-438
82	X SEMPR ENERGY	816851109			1/1/2012		1/31/2012	2,862	2,753				49
83	X SEMPR ENERGY	816851109			1/1/2012		1/31/2012	1,431	1,425				0
84	X SEMPR ENERGY	816851109			1/1/2012		1/31/2012	1,431	1,318				112
85	X SHIRE PLC	82481R106			3/14/2011		1/31/2012	3,960	3,494				466
86	X SOUTHWESTERN ENERGY CO	845467109			1/16/2012		1/31/2012	860	866				0
87	X STATE STREET CORP	857477103			5/4/2011		1/31/2012	1,439	1,449				0
88	X STATE STREET CORP	857477103			5/21/2009		1/31/2012	1,948	2,317				-369
89	X STATE STREET CORP	857477103			5/21/2009		1/31/2012	3,895	4,305				-410
90	X STATE STREET CORP	857477103			5/21/2009		1/31/2012	8,331	7,749				582
91	X DREYFUS US EQUITY FUND-I	86271F727			1/16/2012		1/31/2012	1,792	1,851				59
92	X DREYFUS PRE STRAT INTER	86271F727			5/25/2012		1/31/2012	497,684	478,000				19,684
93	X DREYFUS PRE STRAT INTER	86271F727			2/3/2012		1/31/2012	165,300	171,548				-6,248
94	X DREYFUS PRE STRAT INTER	86271F727			2/3/2012		1/31/2012	3,709	3,452				257
95	X TERADATA CORPORATION	88076W103			1/31/2012		1/31/2012	16,291	14,784				1,507
96	X TERADATA CORPORATION	88076W103			4/19/2011		1/31/2012	533	509				24
97	X TERADATA CORPORATION	88076W103			8/19/2011		1/31/2012	3,187	3,251				-64
98	X TERADATA CORPORATION	88076W103			8/19/2011		1/31/2012	3,730	3,097				633
99	X TERADATA CORPORATION	88076W103			8/19/2011		1/31/2012	3,726	2,655				1,071
100	X TERADATA CORPORATION	88076W103			7/16/2012		1/31/2012	3,726	1,894				1,832
101	X TERADATA CORPORATION	88076W103			1/16/2012		1/31/2012	1,863	1,928				65
102	X TEXAS INSTRUMENTS INC	882508104			1/16/2012		1/31/2012	1,600	1,644				-43
103	X PLAINS EXPLORATION & PR	726505100			1/16/2012		1/31/2012	2,579	2,647				68
104	X PLAINS EXPLORATION & PR	726505100			1/16/2012		1/31/2012	10,440	8,953				1,487
105	X PLAINS EXPLORATION & PR	726505100			8/26/2012		1/31/2012	1,305	1,316				11
106	X PLAINS EXPLORATION & PR	726505100			1/16/2012		1/31/2012	2,175	1,958				317
107	X PLAINS EXPLORATION & PR	726505100			9/24/2009		1/31/2012	21,557	12,368				9,189
108	X PLAINS EXPLORATION & PR	726505100			1/16/2012		1/31/2012	1,347	1,115				232
109	X PLAINS EXPLORATION & PR	726505100			1/16/2012		1/31/2012	3,144	2,445				699
110	X PLAINS EXPLORATION & PR	726505100			7/27/2012		1/31/2012	1,347	1,126				221
111	X VALERO ENERGY CORP NEW	91913Y100			10/16/2009		8/15/2012	1,143	792				351
112	X VALERO ENERGY CORP NEW	91913Y100			10/16/2009		8/15/2012	7,508	4,750				2,758
113	X VALERO ENERGY CORP NEW	91913Y100			1/16/2012		1/31/2012	1,562	1,501				61
114	X VALERO ENERGY CORP NEW	91913Y100			1/16/2012		1/31/2012	1,665	1,501				164
115	X VALERO ENERGY CORP NEW	91913Y100			1/16/2012		1/31/2012	6,661	5,935				726
116	X VANGUARD DIVIDEND APPRE	921908844			1/31/2012		1/31/2012	471,548	449,931				21,617
117	X VANGUARD DIVIDEND APPRE	921908844			5/22/2012		1/31/2012	27,289	26,049				1,240
118	X VANGUARD MSCI EAFE ETF	921943858			11/13/2007		1/31/2012	261,562	406,713				-145,151
119	X VANGUARD MSCI EAFE ETF	921943858			11/13/2007		1/31/2012	161,159	127,600				33,559
120	X VANGUARD MSCI EAFE ETF	921943858			5/4/2011		1/31/2012	1,884	1,885				0
121	X VERIZON COMMUNICATIONS	92343V104			9/27/2011		1/31/2012	1,884	1,856				28
122	X VERIZON COMMUNICATIONS	92343V104			9/27/2011		1/31/2012	4,806	4,084				722
123	X VERIZON COMMUNICATIONS	92343V104			9/24/2009		1/31/2012	1,311	848				463
124	X VERIZON COMMUNICATIONS	92343V104			1/16/2012		1/31/2012	431	450				19
125	X VERIZON COMMUNICATIONS	92343V104			1/16/2012		1/31/2012	431	443				12
126	X WATSON PHARMACEUTICALS	942683103			10/18/2010		1/31/2012	3,526	2,843				683
127	X WATSON PHARMACEUTICALS	942683103			1/17/2012		1/31/2012	865	883				18
128	X WELLS FARGO & COMPANY	949746101			1/27/2012		1/31/2012	4,977	5,027				-50
129	X WELLS FARGO & COMPANY	949746101			5/4/2011		1/31/2012	1,464	1,445				19
130	X WELLS FARGO & COMPANY	949746101			7/19/2012		1/31/2012	2,295	2,404				-108
131	X YAHOO INC	984332106			1/16/2012		1/31/2012	1,130	1,051				79
132	X YUM! BRANDS INC	988488101			10/28/2011		1/31/2012	6,952	5,946				1,006
133	X YUM! BRANDS INC	988488101			5/4/2011		7/11/2012	2,481	2,139				342
134	X YUM! BRANDS INC	988488101			10/28/2011		7/11/2012	3,721	3,243				478
135	X YUM! BRANDS INC	988488101			9/24/2009		7/11/2012	4,341	2,302				2,039
136	X YUM! BRANDS INC	988488101			1/16/2012		1/31/2012	737	728				9

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	Totals				Net Gain or Loss	
									Capital Gains/Losses					
									Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements		Depreciation
137	X AON PLC	G0408V102			11/9/2012		11/27/2012	1,713	1,682					31
138	X ACCENTURE PLC-CLA	G1151C101			10/27/2011		1/9/2012	8,269	9,724					-1,455
139	X ACCENTURE PLC-CLA	G1151C101			10/27/2011		1/3/2012	1,146	1,216					-70
140	X ACCENTURE PLC-CLA	G1151C101			2/27/2008		1/3/2012	2,865	1,835					1,030
141	X ACCENTURE PLC-CLA	G1151C101			7/2/2012		9/28/2012	6,987	6,039					958
142	X ACCENTURE PLC-CLA	G1151C101			11/1/2012		11/27/2012	676	689					0
143	X ACCENTURE PLC-CLA	G1151C101			11/6/2012		11/27/2012	678	686					0
144	X COVIDIEN PLC	G2554F113			5/4/2011		1/3/2012	2,586	2,755					-169
145	X COVIDIEN PLC	G2554F113			7/21/2010		1/3/2012	2,586	1,969					617
146	X COVIDIEN PLC	G2554F113			11/9/2012		11/27/2012	1,707	1,681					26
147	X INGERSOLL-RAND PLC	G47791101			11/6/2012		11/27/2012	1,435	1,441					0
148	X INVESCO LTD	G491BT108			5/4/2011		1/3/2012	3,159	3,442					-283
149	X INVESCO LTD	G491BT108			9/24/2009		1/3/2012	2,482	2,383					99
150	X INVESCO LTD	G491BT108			11/1/2012		11/27/2012	1,727	1,729					0
151	X NOBLE CORPORATION	H5833M103			2/10/2012		9/27/2012	19,183	20,937					-1,754
152	X NXP SEMICONDUCTORS N V	N6596X109			5/2/2011		1/3/2012	2,133	3,312					0
153	X NXP SEMICONDUCTORS N V	N6596X109			5/3/2011		1/3/2012	5,840	5,632					-2,599
154	X NXP SEMICONDUCTORS N V	N6596X109			5/3/2011		3/6/2012	5,825	8,424					0
155	X NXP SEMICONDUCTORS N V	N6596X109			5/4/2011		3/6/2012	1,344	1,909					-565
156	X NXP SEMICONDUCTORS N V	N6596X109			5/5/2011		3/6/2012	672	943					-271
157	X NXP SEMICONDUCTORS N V	N6596X109			5/5/2011		11/5/2012	5,154	6,286					0
158	X NXP SEMICONDUCTORS N V	N6596X109			4/19/2011		11/5/2012	1,804	2,157					0
159	X NXP SEMICONDUCTORS N V	N6596X109			5/1/2011		11/27/2012	950	1,260					1
160	X AT&T INC	00206R102			8/6/2010		1/31/2012	1,472	1,324					148
161	X AT&T INC	00206R102			5/4/2011		1/31/2012	2,649	2,860					-211
162	X AT&T INC	00206R102			3/22/2005		1/31/2012	883	699					184
163	X DREYFUS OPP MIDCAP VALU	00206R102			3/22/2005		5/1/2012	6,978	4,893					2,085
164	X AGILENT TECHNOLOGIES INC	007565310			11/2/2009		11/28/2012	25,000	19,675					5,325
165	X AGILENT TECHNOLOGIES INC	00846U101			5/4/2011		1/31/2012	2,129	2,483					-354
166	X AGILENT TECHNOLOGIES INC	00846U101			12/8/2010		1/31/2012	1,703	1,506					197
167	X AGILENT TECHNOLOGIES INC	00846U101			12/8/2010		6/4/2012	17,314	17,315					-1
168	X AIR PRODS & CHEMS INC	009158106			5/4/2011		1/31/2012	3,516	3,734					-218
169	X AIR PRODS & CHEMS INC	009158106			9/24/2009		1/31/2012	2,637	2,322					315
170	X AIR PRODS & CHEMS INC	009158106			9/24/2009		4/3/2012	7,328	6,192					1,136
171	X AIR PRODS & CHEMS INC	009158106			11/9/2012		11/27/2012	832	799					33
172	X AMAZON COM INC	023135106			6/1/2011		1/31/2012	5,210	5,281					-81
173	X AMAZON COM INC	023135106			11/6/2012		11/27/2012	1,459	1,422					37
174	X AON CORP	037389103			11/6/2012		1/31/2012	4,931	4,822					9
175	X AON MERGER	037389103			11/2/2012		4/2/2012	22,562	21,983					579
176	X APPLE INC	037833100			5/4/2011		1/31/2012	5,018	3,850					1,168
177	X APPLE INC	037833100			7/8/2008		1/31/2012	16,878	6,548					10,330
178	X APPLE INC	037833100			7/8/2008		3/1/2012	10,331	3,362					6,969
179	X APPLE INC	037833100			7/8/2008		3/15/2012	9,884	3,008					6,876
180	X B & T CORPORATION	054937107			11/1/2012		11/27/2012	5,893	6,009					0
181	X B & T CORPORATION	054937107			5/4/2011		1/31/2012	2,443	2,401					42
182	X B & T CORPORATION	054937107			4/26/2011		7/19/2012	9,876	8,065					1,811
183	X BNY MELLON INCOME STOCK	054937107			11/6/2012		11/27/2012	654	877					-23
184	X BNY MELLON INCOME STOCK	05569M301			1/31/2012		10/31/2012	293,006	275,000					18,006
185	X BNY MELLON INCOME STOCK	05569M301			2/3/2012		10/31/2012	162,122	175,000					-11,878
186	X AT&T INC	00206R102			11/1/2012		11/16/2012	2,314	2,433					-119
187	X AT&T INC	00206R102			11/6/2012		11/16/2012	2,645	2,783					-138
188	X AT&T INC	00206R102			11/9/2012		11/16/2012	1,984	2,016					-32
189	X AT&T INC	00206R102			3/22/2005		11/16/2012	1,322	932					390
190	X DREYFUS OPP MIDCAP VALU	00206R102			3/22/2005		11/27/2012	678	466					212
191	X DREYFUS OPP MIDCAP VALU	007565310			12/10/2009		1/31/2012	2,356	2,172					184
192	X DREYFUS OPP MIDCAP VALU	007565310			3/22/2010		1/31/2012	481	504					-23
193	X DREYFUS OPP MIDCAP VALU	007565310			12/16/2011		1/31/2012	98,152	88,776					9,376
194	X DREYFUS OPP MIDCAP VALU	007565310			11/2/2009		1/31/2012	188,918	160,607					28,311
195	X DREYFUS OPP MIDCAP VALU	007565310			5/11/2012		5/22/2012	124	130					-6
196	X DREYFUS OPP MIDCAP VALU	007565310			11/2/2009		5/22/2012	6,376	5,526					850
197	X ISHARES RUSSELL 2000 INDE	464287655			4/29/2009		5/22/2012	51,397	32,991					18,406
198	X ISHARES RUSSELL 2000 INDE	464287655			4/29/2009		11/6/2012	260,918	154,936					105,982
199	X JP MORGAN CHASE & CO	46625H100			11/13/2007		1/31/2012	5,973	7,123					-1,150
200	X JP MORGAN CHASE & CO	46625H100			11/13/2007		7/19/2012	3,464	4,407					-943
201	X JP MORGAN CHASE & CO	46625H100			2/6/2009		7/19/2012	6,682	5,222					1,460
202	X JOHNSON & JOHNSON	478160104			11/6/2012		11/27/2012	818	857					-39
203	X JOHNSON & JOHNSON	478160104			9/30/2011		1/31/2012	6,576	6,396					180
204	X JOHNSON & JOHNSON	478160104			9/30/2011		4/19/2012	27,054	27,503					-449

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

Totals										Capital Gains/Losses		Cost, Other Basis and Expenses		Net Gain or Loss	
Amount										Other sales		6,550,116		451,216	
Long Term CG Distributions										7,001,332		0		0	
Short Term CG Distributions										0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
205	X	JOHNSON CONTROLS INC	478066107		5/4/2011		1/31/2012	3,166	3,990					0	-824
206	X	JOHNSON CONTROLS INC	478366107		9/24/2009		1/31/2012	2,533	2,024					0	509
207	X	JOHNSON CONTROLS INC	478366107		9/24/2009		1/31/2012	4,026	3,785					0	231
208	X	JOHNSON CONTROLS INC	478366107		1/6/2012		1/27/2012	1,079	1,068					0	11
209	X	KRAFT FOODS INC CL A	50075N104		5/4/2011		1/31/2012	4,200	3,724					0	476
210	X	KRAFT FOODS INC CL A	50075N104		9/24/2009		1/31/2012	3,054	2,120					0	934
211	X	KRAFT FOODS GROUP INC	50076Q106		9/24/2009		10/10/2012	14,054	8,413					0	5,641
212	X	KRAFT FOODS GROUP INC	50076Q106		9/24/2009		10/25/2012	15	9					0	6
213	X	BNY MELLON INCOME STOCK	05569M301		2/29/2012		10/31/2012	961	929					0	32
214	X	BNY MELLON INCOME STOCK	05569M301		3/30/2012		10/31/2012	1,621	1,596					0	25
215	X	BNY MELLON INCOME STOCK	05569M301		4/30/2012		10/31/2012	136	133					0	3
216	X	BNY MELLON INCOME STOCK	05569M301		5/22/2012		10/31/2012	37,641	34,750					0	2,891
217	X	BNY MELLON INCOME STOCK	05569M301		5/22/2012		10/31/2012	2,286	2,088					0	198
218	X	BNY MELLON INCOME STOCK	05569M301		6/29/2012		10/31/2012	2,665	2,531					0	134
219	X	BNY MELLON INCOME STOCK	05569M301		7/31/2012		10/31/2012	302	281					0	11
220	X	BNY MELLON INCOME STOCK	05569M301		8/31/2012		10/31/2012	1,490	1,455					0	35
221	X	BNY MELLON INCOME STOCK	05569M301		9/28/2012		10/31/2012	2,397	2,407					0	-9
222	X	BNY MELLON INCOME STOCK	05569M301		9/28/2012		11/2/2012	146	147					0	-1
223	X	BNY MELLON BOND FUND-M	05569M830		8/1/2011		7/13/2012	273,600	271,168					0	2,432
224	X	BNY MELLON BOND FUND-M	05569M830		7/28/2011		7/13/2012	3,912	3,832					0	80
225	X	BNY MELLON BOND FUND-M	05569M830		7/28/2011		7/13/2012	346,088	337,727					0	8,361
226	X	BNY MELLON BOND FUND-M	05569M830		7/28/2011		11/28/2012	40,000	38,635					0	1,165
227	X	BNY MELLON EMERGING MKT	05569M855		5/4/2011		5/22/2012	37,400	50,242					0	-12,842
228	X	BNY MELLON EMERGING MKT	05569M855		4/29/2009		10/31/2012	226,242	154,341					0	71,901
229	X	BNY MELLON EMERGING MKT	05569M855		12/21/2010		10/31/2012	1,030	1,232					0	-202
230	X	BNY MELLON EMERGING MKT	05569M855		5/4/2011		10/31/2012	47,806	59,758					0	-11,952
231	X	BNY MELLON EMERGING MKT	05569M855		12/20/2011		10/31/2012	15,180	13,791					0	1,389
232	X	BAIDU INC	056752108		6/27/2011		1/31/2012	4,714	4,901					187	0
233	X	BAIDU INC	056752108		3/1/2012		6/27/2012	4,124	5,131					0	-1,007
234	X	BAIDU INC	056752108		6/27/2011		7/2/2012	1,763	2,119					0	-336
235	X	BAIDU INC	056752108		6/27/2011		7/2/2012	8,492	10,067					0	-1,575
236	X	BAIDU INC	056752108		6/27/2011		7/11/2012	977	1,192					0	-215
237	X	BAIDU INC	056752108		1/9/2012		7/11/2012	3,255	3,619					0	-364
238	X	BAIDU INC	056752108		6/5/2011		7/11/2012	4,015	4,651					0	-636
239	X	BAIDU INC	056752108		4/19/2012		8/10/2012	17,429	18,660					0	-1,231
240	X	BRISTOL-MYERS SQUIBB CO	110122108		4/19/2012		8/10/2012	63	68					0	-5
241	X	BRISTOL-MYERS SQUIBB CO	110122108		4/19/2012		8/13/2012	8,135	8,753					156	0
242	X	BROADCOM CORP CL A	111320107		9/27/2012		11/27/2012	1,804	1,760					0	44
243	X	CAMERON INTERNATIONAL C	13342B105		12/4/2011		1/31/2012	903	871					0	32
244	X	B & T CORPORATION	054937107		6/20/2011		1/31/2012	5,157	4,987					0	170
245	X	B & T CORPORATION	054937107		6/20/2011		7/19/2012	7,327	6,037					0	1,290
246	X	CAMERON INTERNATIONAL C	13342B105		1/26/2011		1/31/2012	159	152					0	7
247	X	CAMERON INTERNATIONAL C	13342B105		1/25/2011		1/31/2012	2,657	2,514					0	143
248	X	CAMERON INTERNATIONAL C	13342B105		1/25/2011		2/10/2012	5,060	4,525					0	535
249	X	CAMERON INTERNATIONAL C	13342B105		5/4/2011		2/10/2012	2,811	2,456					0	355
250	X	CAMERON INTERNATIONAL C	13342B105		5/9/2011		2/10/2012	12,931	11,399					0	1,532
251	X	CARNIVAL CORP	143658300		4/5/2010		1/31/2012	4,216	5,553					0	-1,337
252	X	CARNIVAL CORP	143658300		4/5/2010		11/27/2012	1,543	1,587					44	0
253	X	CATERPILLAR INC	149123101		9/24/2009		1/31/2012	6,760	3,186					0	3,574
254	X	CATERPILLAR INC	149123101		1/16/2012		11/27/2012	844	882					38	0
255	X	CELANESE CORP -SER A	150870103		5/4/2011		1/31/2012	2,934	2,847					0	87
256	X	CELANESE CORP -SER A	150870103		4/14/2010		1/31/2012	2,445	1,708					0	737
257	X	CELANESE CORP -SER A	150870103		1/16/2012		11/27/2012	780	810					20	0
258	X	CENTERPOINT ENERGY INC	151891107		9/28/2011		1/31/2012	3,687	3,872					0	-185
259	X	CENTERPOINT ENERGY INC	151891107		11/1/2012		11/27/2012	1,172	1,304					132	0
260	X	CHEVRON CORPORATION	166764100		8/24/2009		1/31/2012	3,094	3,140					0	-46
261	X	CHEVRON CORPORATION	166764100		9/24/2009		1/31/2012	2,888	1,976					0	912
262	X	CHEVRON CORPORATION	166764100		11/1/2012		11/27/2012	1,879	1,783					105	1
263	X	CITIGROUP INC	172967424		3/24/2011		1/27/2012	7,276	10,631					0	-3,355
264	X	CITIGROUP INC	172967424		5/4/2011		1/27/2012	3,866	5,751					0	-1,885
265	X	CITIGROUP INC	172967424		11/18/2009		1/27/2012	731	1,032					0	-301
266	X	CITIGROUP INC	172967424		11/18/2009		1/31/2012	4,608	6,450					0	-1,842
267	X	CITIGROUP INC	172967424		11/18/2009		7/19/2012	1,594	2,580					0	-986
268	X	CITIGROUP INC	172967424		12/21/2009		7/19/2012	8,633	11,082					0	-2,449
269	X	CITIGROUP INC	172967424		8/5/2010		7/19/2012	8,766	13,596					0	-4,830
270	X	COCA - COLA CO	191216100		5/4/2011		1/31/2012	4,716	4,717					0	-1
271	X	COCA - COLA CO	191216100		3/1/2011		1/31/2012	3,369	3,261					0	108
272	X	COCA - COLA CO	191216100		10/26/2010		6/1/2012	2,183	1,840					0	353

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				Net Gain or Loss
								Capital Gains/Losses			Other sales	
								Gross Sales	Price	Cost or Other Basis		
273	X COCA - COLA CO	191216100			3/12/2011		6/12/2012	5,847	5,217			630
274	X COCA - COLA CO	191216100			11/6/2012		11/27/2012	1,497	1,498			1
275	X COMCAST CORP CL A	20030N101			11/1/2012		11/19/2012	716	753		38	1
276	X COMCAST CORP CL A	20030N101			11/6/2012		11/19/2012	6,441	6,714		121	-152
277	X COMCAST CORP CL A	20030N101			11/9/2012		11/19/2012	1,073	1,086		0	-13
278	X COMCAST CORP CL A	20030N101			10/22/2012		11/27/2012	728	761		0	-33
279	X COMCAST CORP CL A	20030N101			10/27/2012		11/27/2012	1,457	1,508		0	-51
280	X COSTCO WHSL CORP NEW	22160K105			5/4/2011		13/12/2012	2,457	2,413		0	44
281	X COSTCO WHSL CORP NEW	22160K105			11/10/2009		13/12/2012	1,638	1,200		0	438
282	X COSTCO WHSL CORP NEW	22160K105			11/6/2012		11/27/2012	1,825	1,978		54	1
283	X DEERE & CO	244199105			5/4/2011		13/12/2012	2,580	2,797		0	-217
284	X DEERE & CO	244199105			2/24/2010		13/12/2012	2,580	1,675		0	905
285	X DEERE & CO	244199105			2/24/2010		2/16/2012	24,025	16,196		0	7,829
286	X WALT DISNEY CO THE	254687106			5/4/2011		13/12/2012	4,260	4,687		0	-427
287	X WALT DISNEY CO THE	254687106			9/24/2009		13/12/2012	3,098	2,222		0	876
288	X WALT DISNEY CO THE	254687106			11/6/2012		11/27/2012	2,452	2,522		0	0
289	X DOVER CORP	260003108			7/27/2011		13/12/2012	5,711	5,585		0	126
290	X DOVER CORP	260003108			7/27/2011		11/27/2012	1,271	1,241		0	30
291	X DREYFUS INFLTN ADJ SEC-IN	261967830			5/22/2012		10/31/2012	75,000	73,808		0	1,192
292	X DREYFUS INFLTN ADJ SEC-IN	261967830			5/22/2012		11/26/2012	25,000	24,739		0	261
293	X DREYFUS EMG MKT DEBT LO	261980494			7/25/2011		10/31/2012	29,664	30,000		0	-336
294	X DREYFUS EMG MKT DEBT LO	261980494			7/27/2011		10/31/2012	29,489	30,000		0	-511
295	X DREYFUS EMG MKT DEBT LO	261980494			7/28/2011		10/31/2012	29,547	30,000		0	-453
296	X DREYFUS EMG MKT DEBT LO	261980494			8/12/2011		10/31/2012	17,916	18,250		0	-334
297	X DREYFUS EMG MKT DEBT LO	261980494			12/21/2011		10/31/2012	908	801		0	107
298	X DREYFUS EMG MKT DEBT LO	261980494			5/22/2012		10/31/2012	8,094	7,350		0	744
299	X DREYFUS OPPORTUNISTIC S	26200C403			5/14/2010		13/12/2012	61,876	65,743		0	-3,867
300	X DREYFUS OPPORTUNISTIC S	26200C403			5/14/2010		5/22/2012	55,325	61,047		0	-5,722
301	X DREYFUS OPPORTUNISTIC S	26200C403			5/14/2010		11/26/2012	25,000	25,484		0	-484
302	X DREYFUS SMALL CAP STOCK	26200Q204			10/30/2008		5/22/2012	19,175	14,123		0	5,052
303	X DREYFUS SMALL CAP STOCK	26200Q204			5/3/2001		5/22/2012	40,125	27,628		0	12,497
304	X DREYFUSSTANDISH MELLON	26203E109			8/12/2011		5/22/2012	283,259	275,000		0	8,259
305	X DREYFUSSTANDISH MELLON	26203E109			7/28/2011		5/22/2012	27,441	26,441		0	1,000
306	X DUKE ENERGY CORP	26441C105			9/28/2011		12/7/2012	22,006	20,913		0	1,093
307	X E M C CORP MASS	268648102			5/4/2011		1/18/2012	3,833	4,670		0	-837
308	X E M C CORP MASS	268648102			7/19/2011		1/18/2012	1,578	1,912		0	-334
309	X E M C CORP MASS	268648102			7/19/2011		13/12/2012	3,601	3,823		0	-222
310	X E M C CORP MASS	268648102			4/12/2011		13/12/2012	2,829	2,852		0	-123
311	X E M C CORP MASS	268648102			4/12/2011		11/5/2012	13,610	14,781		1,151	0
312	X E M C CORP MASS	268648102			4/19/2011		11/5/2012	5,444	5,836		89	-303
313	X E M C CORP MASS	268648102			4/2/2011		11/7/2012	2,955	3,296		0	-341
314	X E M C CORP MASS	268648102			3/28/2011		11/7/2012	4,879	5,187		0	-508
315	X E M C CORP MASS	268648102			3/28/2011		11/27/2012	494	546		0	-52
316	X EATON CORP	278058102			5/4/2011		13/12/2012	2,443	2,625		181	-1
317	X EATON CORP	278058102			12/7/2012		13/12/2012	4,398	4,478		0	-80
318	X EATON CORP	278058102			4/30/2011		11/27/2012	1,541	1,602		81	0
319	X EATON CORP ACTION	302182100			10/28/2011		12/5/2012	44,527	32,252		0	12,275
320	X EXPRESS SCRIPTS INC	302182100			11/2001		13/12/2012	5,610	5,131		0	479
321	X EXPRESS SCRIPTS HOLDING	302182100			11/17/2012		11/27/2012	1,541	1,875		334	0
322	X EXXON MOBIL CORP	30231G102			9/20/2009		13/12/2012	1,256	582		0	684
323	X EXXON MOBIL CORP	30231G102			8/5/2003		13/12/2012	10,470	4,468		0	6,002
324	X EXXON MOBIL CORP	30231G102			8/5/2003		3/9/2012	19,394	8,221		0	11,173
325	X EXXON MOBIL CORP	30231G102			11/6/2012		11/27/2012	883	917		34	0
326	X FAMILY DLR STORES INC	307000109			7/11/2012		11/27/2012	698	696		0	2
327	X FREEMORT MEMORAN COPP	35671D857			9/24/2009		13/12/2012	2,305	2,572		0	-267
328	X FREEMORT MEMORAN COPP	35671D857			8/24/2009		13/12/2012	1,844	1,364		0	480
329	X FREEMORT MEMORAN COPP	35671D857			11/6/2012		11/27/2012	1,160	1,210		48	-1
330	X GENERAL ELECTRIC COMPAN	369604103			2/7/2003		13/12/2012	4,496	5,412		0	-916
331	X GENERAL ELECTRIC COMPAN	369604103			2/7/2003		11/27/2012	1,052	1,128		74	-2
332	X GILEAD SCIENCES INC	375558103			10/20/2011		13/12/2012	4,392	3,663		0	729
333	X GILEAD SCIENCES INC	375558103			11/17/2012		11/27/2012	2,238	2,034		0	204
334	X HALLIBURTON CO	408216101			5/4/2011		13/12/2012	1,853	2,378		0	-525
335	X HALLIBURTON CO	408216101			10/26/2011		13/12/2012	3,335	3,150		0	185
336	X HALLIBURTON CO	408216101			3/9/2012		9/21/2012	1,802	1,759		0	43
337	X HALLIBURTON CO	408216101			3/9/2012		11/27/2012	1,280	1,408		127	-1
338	X HOME DEPOT INC	437076102			9/11/2009		13/12/2012	5,762	3,525		0	2,237
339	X HOME DEPOT INC	437076102			11/6/2012		11/27/2012	1,920	1,879		0	41
340	X HONEYWELL INTL INC	438516106			5/4/2011		13/12/2012	3,473	3,628		0	-155

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

Totals										Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Capital Gains/Losses										7,001,332		6,550,116		451,216	
Other sales										0		0		0	
Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
341	X HONEYWELL INTL INC	438516108			10/3/2008		1/31/2012	2,894	2,083					0	811
342	X HONEYWELL INTL INC	438516108			11/6/2012		11/27/2012	1,819	1,908					39	0
343	X INTERNATIONAL BUSINESS M	459200101			8/11/2011		1/10/2012	5,272	4,818					0	454
344	X INTERNATIONAL BUSINESS M	459200101			9/10/2010		1/10/2012	5,818	4,102					0	1,716
345	X INTERNATIONAL BUSINESS M	459200101			9/10/2010		1/12/2012	6,659	4,743					0	1,916
346	X INTERNATIONAL BUSINESS M	459200101			9/10/2010		1/31/2012	1,536	1,025					0	511
347	X INTERNATIONAL BUSINESS M	459200101			12/3/2008		1/31/2012	7,102	3,932					0	3,170
348	X INTERNATIONAL BUSINESS M	459200101			3/15/2012		6/1/2012	1,709	1,854					0	-145
349	X INTERNATIONAL BUSINESS M	459200101			9/28/2012		11/27/2012	2,689	2,903					214	0
350	X SHARES RUSSELL 1000 INDE	464287622			3/22/2005		1/31/2012	194,278	169,929					0	24,349
351	X SHARES RUSSELL 1000 INDE	464287622			5/4/2011		1/31/2012	215,702	222,417					0	-6,715
352	X SHARES RUSSELL 1000 INDE	464287622			3/24/2005		1/31/2012	113,289	98,748					0	14,550
353	X SHARES RUSSELL 1000 INDE	464287622			3/24/2005		5/22/2012	467,138	403,854					0	63,284
354	X TIMBERVEST SEC 1231 GAIN				1/1/2012		12/31/2012	2,882						0	2,882

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

		-9,357	-9,357	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	TIMBERLAND PARTNERSHIP ORDINARY LOSS	-9,357	-9,357	

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

		2,380	2,380	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEES	2,380	2,380		0

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

		1,162	162	0	1,000
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	BANK CHARGE	162	162		0
2	CONSULTANT FEES	1,000			1,000

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

		36,354	3,922	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	3,922	3,922		
2	PY EXCISE TAX DUE	11,000			
3	ESTIMATED EXCISE PAYMENTS	13,299			
4	FICAI TAX	7,719			
5	PA-UCF PA TAX	414			

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

		7,950	0	0	7,950
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	CLEANING SERVICE	530	0		530
2	EQUIPMENT/REPAIRS	1,668			1,668
3	INSURANCE-OFFICE	816			816
4	MAINTENANCE CONTRACTS	539			539
5	MISCELLANEOUS	899			899
6	POSTAGE	558			558
7	SUBSCRIPTIONS/DUES	889			889
8	SUPPLIES	387			387
9	TELEPHONE & INTERNET	1,664			1,664

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

		379,741	379,741	405,850
		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	PARTNERSHIP INVESTMENTS	379,741	379,741	405,850

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

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

1	TIMBERVEST PARTNERSHIP ADJUSTMENT	1	3,596
2	DISALLOWED LOSS DUE TO WASH SALES	2	10,469
3	Total	3	14,065

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

1	COST BASIS ADJUSTMENT	1	12,309
2	Total	2	12,309

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

Long Term CG Distributions										Amount	Short Term CG Distributions										Amount
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis of Losses								
1 LAS VEGAS SANDS CORP	517834107		11/1/2012	11/2/2012	912		22	934	0	0	0	0	389,560								
2 LILLY ELI & CO	532457108		11/1/2012	11/2/2012	1,432		50	1,481	1	0	0	0	0								
3 MARATHON OIL CORP	565948106		11/2/2012	11/2/2012	5,331		1	5,332	-3	0	0	0	0								
4 MARATHON OIL CORP	565948106		11/2/2012	11/2/2012	1,544		25	1,569	0	0	0	0	0								
5 MEAD JOHNSON NUTRITION	582838108		10/29/2011	11/2/2012	3,701		19	3,682	19	0	0	0	0								
6 MEAD JOHNSON NUTRITION	582838108		10/29/2011	11/2/2012	671		66	738	1	0	0	0	0								
7 MERCK & CO INC	589337105		12/15/2011	11/2/2012	5,768		0	5,768	0	0	0	0	351								
8 MERCK & CO INC	589337105		6/4/2012	8/25/2012	9,944		0	9,944	0	0	0	0	1,722								
9 MERCK & CO INC	589337105		12/15/2011	8/25/2012	6,328		0	6,328	0	0	0	0	1,274								
10 MERCK & CO INC	589337105		12/15/2011	8/26/2012	23,991		0	19,134	4,857	0	0	0	1,274								
11 METLIFE INC	591568108		12/7/2012	11/2/2012	5,666		0	5,666	-2	0	0	0	4,857								
12 METLIFE INC	591568108		12/7/2012	11/2/2012	328		25	353	0	0	0	0	0								
13 METLIFE INC	591568108		11/1/2012	11/2/2012	658		46	704	0	0	0	0	0								
14 MONDELEZ INTERNATIONAL-WI	609207105		10/10/2012	11/2/2012	1,788		129	1,915	0	0	0	0	0								
15 PNC FINANCIAL SERVICES GROUP	683475105		5/4/2011	1/31/2012	2,360		0	2,360	-187	0	0	0	-187								
16 PNC FINANCIAL SERVICES GROUP	683475105		6/20/2011	1/31/2012	5,309		0	5,309	0	0	0	0	0								
17 PNC FINANCIAL SERVICES GROUP	683475105		7/19/2012	11/2/2012	2,218		263	2,481	0	0	0	0	0								
18 DREYFUS MIDCAP INDEX FUND	712223106		1/31/2012	5/22/2012	99,312		0	100,000	-688	0	0	0	688								
19 DREYFUS MIDCAP INDEX FUND	712223106		2/3/2012	5/22/2012	110,675		0	125,000	-5,325	0	0	0	5,325								
20 DREYFUS MIDCAP INDEX FUND	712223106		11/3/2010	5/22/2012	6,513		0	6,513	281	0	0	0	281								
21 DREYFUS MIDCAP INDEX FUND	712223106		11/3/2010	11/26/2012	18,000		0	16,136	1,864	0	0	0	1,864								
22 PEPSICO INC	821988106		5/4/2011	1/31/2012	2,819		0	2,785	34	0	0	0	34								
23 PEPSICO INC	713448108		8/21/2009	1/31/2012	1,964		0	1,964	0	0	0	0	0								
24 LAS VEGAS SANDS CORP	517834107		7/5/2011	1/31/2012	5,381		0	4,848	533	0	0	0	533								
25 PEPSICO INC	717081103		5/4/2011	1/31/2012	4,909		0	4,909	0	0	0	0	0								
26 PEPSICO INC	717081103		10/22/2010	1/31/2012	4,055		0	4,055	0	0	0	0	0								
27 PEPSICO INC	717081103		11/8/2012	11/2/2012	2,186		47	2,233	47	0	0	0	47								
28 PHILIP MORRIS INTERNAT-WI	718172108		10/8/2012	1/31/2012	2,136		0	2,136	0	0	0	0	0								
29 PHILIP MORRIS INTERNAT-WI	718172108		11/1/2012	11/2/2012	5,232		0	5,068	164	0	0	0	164								
30 PHILIP MORRIS INTERNAT-WI	718172108		5/4/2011	1/31/2012	894		0	894	0	0	0	0	0								
31 PLAINS EXPLORATION & PR-WI	726905100		5/4/2011	1/31/2012	2,384		0	2,134	250	0	0	0	250								
32 PLAINS EXPLORATION & PR-WI	726905100		8/24/2009	1/31/2012	1,887		0	1,748	139	0	0	0	139								
33 PLAINS EXPLORATION & PR-WI	726905100		9/2/2012	11/2/2012	984		187	1,171	588	0	0	0	588								
34 PLAINS EXPLORATION & PR-WI	726905100		8/2/2012	12/6/2012	3,045		228	2,778	267	0	0	0	267								
35 TEXAS INSTRUMENTS INC	862508104		11/6/2012	1/31/2012	4,512		0	4,512	0	0	0	0	0								
36 TEXAS INSTRUMENTS INC	862508104		11/4/2011	1/31/2012	1,289		0	1,278	11	0	0	0	11								
37 TEXAS INSTRUMENTS INC	862508104		11/4/2011	1/31/2012	4,514		0	4,478	36	0	0	0	36								
38 TEXAS INSTRUMENTS INC	862508104		3/9/2012	3/9/2012	5,158		0	5,105	53	0	0	0	53								
39 TEXAS INSTRUMENTS INC	862508104		11/4/2011	5/17/2012	5,603		0	6,063	-460	0	0	0	-460								
40 TEXAS INSTRUMENTS INC	862508104		11/4/2011	9/27/2012	8,864		0	10,211	-1,347	0	0	0	-1,347								
41 TEXAS INSTRUMENTS INC	862508104		1/10/2012	9/27/2012	3,878		0	4,253	-375	0	0	0	-375								
42 TEXAS INSTRUMENTS INC	862508104		1/12/2012	9/27/2012	5,817		0	6,587	-750	0	0	0	-750								
43 TEXAS INSTRUMENTS INC	862508104		12/28/2011	9/27/2012	2,216		0	2,489	-283	0	0	0	-283								
44 US BANCORP	902873304		11/1/2012	11/2/2012	1,414		18	1,432	0	0	0	0	0								
45 US BANCORP	902873304		5/4/2011	1/31/2012	3,103		0	2,812	291	0	0	0	291								
46 US BANCORP	902873304		9/24/2009	1/31/2012	2,257		0	1,761	496	0	0	0	496								
47 US BANCORP	902873304		11/1/2012	11/2/2012	1,614		62	1,676	0	0	0	0	0								
48 UNION PAC CORP	907818108		9/24/2009	1/31/2012	4,906		0	2,604	2,302	0	0	0	2,302								
49 UNION PAC CORP	907818108		11/1/2012	11/2/2012	1,212		44	1,257	-1	0	0	0	-1								
50 UNITED TECHNOLOGIES CORP	913017109		5/4/2011	1/31/2012	3,124		0	3,572	-448	0	0	0	-448								
51 UNITED TECHNOLOGIES CORP	913017109		9/24/2009	1/31/2012	3,124		0	2,486	638	0	0	0	638								
52 UNITED TECHNOLOGIES CORP	913017109		11/6/2012	11/2/2012	1,570		31	1,601	0	0	0	0	0								
53 VALERO ENERGY CORP NEW	919137100		5/4/2011	1/31/2012	3,136		0	3,472	-336	0	0	0	-336								
54 VALERO ENERGY CORP NEW	919137100		12/21/2010	1/31/2012	2,653		0	2,450	203	0	0	0	203								
55 VALERO ENERGY CORP NEW	919137100		12/21/2010	8/15/2012	3,144		0	2,450	694	0	0	0	694								
56 T ROWE PRICE HIGH YIELD FD INC	741481105		7/25/2011	5/22/2012	14,550		0	15,078	-528	0	0	0	-528								
57 PROCTER & GAMBLE CO	742718109		5/13/2011	1/31/2012	8,803		0	9,381	-578	0	0	0	-578								
58 PROCTER & GAMBLE CO	742718109		11/1/2012	11/2/2012	2,075		5	2,081	-1	0	0	0	-1								
59 OEP RESOURCES INC	747333100		7/22/2010	1/31/2012	286		0	296	-10	0	0	0	-10								
60 OEP RESOURCES INC	747333100		5/4/2011	1/31/2012	1,718		0	2,456	-738	0	0	0	-738								
61 OEP RESOURCES INC	747333100		2/9/2010	1/31/2012	1,146		0	1,101	45	0	0	0	45								
62 OEP RESOURCES INC	747333100		2/9/2010	11/6/2012	14,522		0	14,040	482	0	0	0	482								
63 OEP RESOURCES INC	747333100		11/1/2012	11/6/2012	1,708		0	1,745	-37	0	0	0	-37								
64 OEP RESOURCES INC	747333100		11/6/2012	11/6/2012	1,983		0	2,028	-33	0	0	0	-33								
65 OEP RESOURCES INC	747333100		11/6/2012	11/6/2012	4,708		0	4,708	0	0	0	0	0								
66 OEP RESOURCES INC	747333100		3/9/2012	11/2/2012	2,503		65	2,568	0	0	0	0	0								
67 OEP RESOURCES INC	747333100		7/19/2012	11/2/2012	3,502		0	6,265	-2,763	0	0	0	-2,763								
68 ROVI CORP	779378102		10/19/2010	4/13/2012	6,832		0	11,581	-4,749	0	0	0	-4,749								
69 ROVI CORP	779378102		10/19/2010	4/13/2012	6,186		0	10,501	-4,315	0	0	0	-4,315								
70 ROVI CORP	779378102		5/4/2011	4/13/2012	1,445		0	2,368	-923	0	0	0	-923								
71 SALESFORCE COM INC	794661302		5/4/2011	11/8/2012	2,707		0	3,472	-765	0	0	0	-765								
72 SALESFORCE COM INC	794661302		8/22/2010	10/8/2012	4,061		0	3,866	195	0	0	0	195								
73 SALESFORCE COM INC	794661302		11/6/2012	11/2/2012	1,575		0	1,475	100	0	0	0	100								
74 SALESFORCE COM INC	794661302		5/4/2012	1/31/2012	2,261		0	2,543	-282	0	0	0	-282								
75 SCHLUMBERGER LTD	909571108		10/26/2011	1/31/2012	3,018		0	2,729	289	0	0	0	289								
76 SCHLUMBERGER LTD	909571108		3/9/2012	9/21/2012	2,218		0	2,085	133	0	0	0	133								
77 SCHLUMBERGER LTD	909571108		3/9/2012	11/2/2012	1,400		132	1,532	-132	0	0	0	-132								
78 SCHLUMBERGER LTD	909571108		2/27/2007	1/31/2012	5,177		0	5,356	-179	0	0	0	-179								
79 SEMPR ENERGY	916851108		11/1/2012	11/2/2012	2,330		48	2,378	0	0	0	0	0								
80 SEMPR ENERGY	916851108		11/1/2012	11/2/2012	2,457		0	2,093	364	0	0	0	364								
81 SEMPR ENERGY	916851108		11/1/2012	11/2/2012	2,882		0	2,733	149	0	0	0	149								
82 SEMPR ENERGY	916851108		10/1/2012	12/12/2012	1,431		0	1,431	0	0	0	0	0								
83 SEMPR ENERGY	916851108		11/9/2012	12/12/2012	1,431		0	1,319	112	0	0	0	112								
84 SEMPR ENERGY	916851108		11/9/2012	12/12/2012	1,431		0	1,319	112	0	0	0	112								

Long Term CG Distributions	61,656
Short Term CG Distributions	0

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

Long Term CG Distributions										Amount		Short Term CG Distributions									
										61,958		0									
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj Basis	0	389,560	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses					
169 AIR PRODS & CHEMS INC	009158106		9/24/2009	1/1/2012	2,837			2,322	315							389,560					
170 AIR PRODS & CHEMS INC	009158106		9/24/2009	4/30/2012	7,329			6,192	1,136							1,136					
171 AIR PRODS & CHEMS INC	009158106		11/9/2012	11/2/2012	852			799	53							53					
172 AMAZON COM INC	023135106		6/1/2011	1/1/2012	5,210			5,291	-81							-81					
173 AMAZON COM INC	023135106		11/6/2012	11/2/2012	1,459			1,422	37							37					
174 AON CORP	037388103		11/8/2011	1/1/2012	4,831			4,822	9							9					
175 AON MERGER	037388103		11/2/2012	4/2/2012	22,562			21,983	579							579					
176 APPLE INC	037833100		5/4/2011	1/1/2012	5,018			3,950	1,068							1,068					
177 APPLE INC	037833100		7/8/2008	1/1/2012	16,878			6,548	10,330							10,330					
178 APPLE INC	037833100		7/8/2008	3/1/2012	10,331			3,362	6,969							6,969					
179 APPLE INC	037833100		7/8/2008	3/1/2012	9,984			3,008	6,976							6,976					
180 APPLE INC	037833100		11/1/2012	11/2/2012	5,883		116	6,009	0							0					
181 B & T CORPORATION	054937107		5/4/2011	1/1/2012	2,443			2,401	42							42					
182 B & T CORPORATION	054937107		4/26/2011	7/1/2012	9,876			8,065	1,811							1,811					
183 B & T CORPORATION	054937107		11/6/2012	11/2/2012	854		23	877	0							0					
184 BNY MELLON INCOME STOCK-M	055698301		1/1/2012	10/1/2012	283,006			275,000	8,006							8,006					
185 BNY MELLON INCOME STOCK-M	055698301		2/2/2012	10/1/2012	182,122			175,000	7,122							7,122					
186 A T&T INC	002068102		11/1/2012	11/6/2012	2,314			2,433	-119							-119					
187 A T&T INC	002068102		11/6/2012	11/6/2012	2,645			2,783	-138							-138					
188 A T&T INC	002068102		11/6/2012	11/6/2012	1,984			2,016	-32							-32					
189 A T&T INC	002068102		3/22/2005	11/6/2012	1,322			932	380							380					
190 A T&T INC	002068102		3/22/2005	11/2/2012	6,822			466	212							212					
191 DREYFUS OPP MIDCAP VALUE-I	464287655		9/10/2011	1/1/2012	2,349			2,172	177							177					
192 DREYFUS OPP MIDCAP VALUE-I	464287655		3/22/2012	1/1/2012	481			504	-23							-23					
193 DREYFUS OPP MIDCAP VALUE-I	464287655		12/16/2011	1/1/2012	88,152			88,776	-624							-624					
194 DREYFUS OPP MIDCAP VALUE-I	464287655		11/2/2009	1/1/2012	186,918			180,607	6,311							6,311					
195 DREYFUS OPP MIDCAP VALUE-I	464287655		5/11/2012	5/22/2012	6,376			130	-124							-124					
196 DREYFUS OPP MIDCAP VALUE-I	464287655		11/2/2009	5/22/2012	31,387			32,981	-1,594							-1,594					
197 SHARES RUSSELL 2000 INDEX FD	464287655		4/29/2009	5/22/2012	280,918			154,936	125,982							125,982					
198 JP MORGAN CHASE & CO	46625H100		11/13/2007	7/1/2012	5,973			7,123	-1,150							-1,150					
199 JP MORGAN CHASE & CO	46625H100		11/13/2007	7/1/2012	3,464			4,407	-943							-943					
200 JP MORGAN CHASE & CO	46625H100		2/6/2009	7/1/2012	6,882			5,222	1,660							1,660					
201 JP MORGAN CHASE & CO	46625H100		11/6/2012	11/2/2012	819		40	837	-2							-2					
202 JOHNSON & JOHNSON	478160104		9/30/2011	1/1/2012	6,576			6,396	180							180					
203 JOHNSON & JOHNSON	478160104		9/30/2011	4/1/2012	27,054			27,503	-449							-449					
204 JOHNSON CONTROLS INC	478368107		5/4/2011	1/1/2012	3,166			3,690	-524							-524					
205 JOHNSON CONTROLS INC	478368107		9/24/2009	1/1/2012	2,533			2,024	509							509					
206 JOHNSON CONTROLS INC	478368107		9/24/2009	7/1/2012	4,028			3,785	243							243					
207 JOHNSON CONTROLS INC	478368107		11/6/2012	11/2/2012	1,079			1,068	11							11					
208 KRAFT FOODS INC CL A	50075H104		5/4/2011	1/1/2012	4,200			3,724	476							476					
209 KRAFT FOODS INC CL A	50075H104		9/24/2009	1/1/2012	3,054			2,120	934							934					
210 KRAFT FOODS GROUP INC	50076C106		9/24/2009	10/10/2012	14,054			8,413	5,641							5,641					
211 KRAFT FOODS GROUP INC	50076C106		2/28/2012	10/1/2012	15			8	7							7					
212 BNY MELLON INCOME STOCK-M	055698301		9/28/2012	10/1/2012	981			928	53							53					
213 BNY MELLON INCOME STOCK-M	055698301		3/30/2012	10/1/2012	1,621			1,596	25							25					
214 BNY MELLON INCOME STOCK-M	055698301		4/30/2012	10/1/2012	136			133	3							3					
215 BNY MELLON INCOME STOCK-M	055698301		5/22/2012	10/1/2012	37,641			34,750	2,891							2,891					
216 BNY MELLON INCOME STOCK-M	055698301		6/29/2012	10/1/2012	2,286			2,088	198							198					
217 BNY MELLON INCOME STOCK-M	055698301		7/31/2012	10/1/2012	2,665			2,531	134							134					
218 BNY MELLON INCOME STOCK-M	055698301		8/31/2012	10/1/2012	302			291	11							11					
219 BNY MELLON INCOME STOCK-M	055698301		9/28/2012	10/1/2012	1,480			1,455	25							25					
220 BNY MELLON INCOME STOCK-M	055698301		9/28/2012	10/1/2012	2,397			2,407	-10							-10					
221 BNY MELLON INCOME STOCK-M	055698301		9/28/2012	11/2/2012	146			147	-1							-1					
222 BNY MELLON BOND FUND-M	055698303		8/1/2011	5/22/2012	273,600			271,168	2,432							2,432					
223 BNY MELLON BOND FUND-M	055698303		8/1/2011	7/13/2012	3,912			3,832	80							80					
224 BNY MELLON BOND FUND-M	055698303		7/8/2011	7/13/2012	346,086			337,727	8,359							8,359					
225 BNY MELLON BOND FUND-M	055698303		7/8/2011	11/26/2012	40,000			38,635	1,365							1,365					
226 BNY MELLON EMERGING MKTS-M	055698855		5/4/2011	5/22/2012	37,400			50,242	-12,842							-12,842					
227 BNY MELLON EMERGING MKTS-M	055698855		4/29/2009	10/1/2012	228,242			154,341	71,901							71,901					
228 BNY MELLON EMERGING MKTS-M	055698855		1/21/2010	10/1/2012	1,030			1,232	-202							-202					
229 BNY MELLON EMERGING MKTS-M	055698855		5/4/2011	10/1/2012	47,908			58,758	-10,850							-10,850					
230 BNY MELLON EMERGING MKTS-M	055698855		1/26/2011	10/1/2012	15,190			13,761	1,429							1,429					
231 BNY MELLON EMERGING MKTS-M	055698855		9/27/2011	7/1/2012	4,714			4,901	-187							-187					
232 BNY MELLON EMERGING MKTS-M	055698855		9/27/2011	6/27/2012	1,783			2,119	-336							-336					
233 BNY MELLON EMERGING MKTS-M	055698855		9/27/2011	7/22/2012	8,492			10,907	-2,415							-2,415					
234 BNY MELLON EMERGING MKTS-M	055698855		1/9/2012	7/1/2012	3,235			3,416	-181							-181					
235 BNY MELLON EMERGING MKTS-M	055698855		6/5/2011	7/1/2012	17,429			16,680	749							749					
236 BNY MELLON EMERGING MKTS-M	055698855		4/19/2012	8/1/2012	63			68	-5							-5					
237 BNY MELLON EMERGING MKTS-M	055698855		4/19/2012	8/1/2012	8,135			8,753	-618							-618					
238 BNY MELLON EMERGING MKTS-M	055698855		9/27/2012	11/2/2012	1,604			1,760	-156							-156					

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

Long Term CG Distributions										Amount		Short Term CG Distributions										Amount																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																						
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Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	0	389,560	6,560,584	10,488	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0</

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

Long Term CG Distributions		Short Term CG Distributions		Amount		6,939,676		10,468		6,560,594		389,560		0		Adjusted Basis as of 12/31/69		F M V as of 12/31/69		Gain or Loss		Cost or Other Basis Plus Expense of Sale		Excess of FMV Over Adj Basis		Gain Minus Excess of FMV Over Adj Basis or Losses		
				61,656																								
				0																								
Description of Property Sold		CUSIP #		How Acquired		Date Acquired		Date Sold		Gross Sales Price		Depreciation Allowed		Adjustments		Cost or Other Basis Plus Expense of Sale		Gain or Loss		F M V as of 12/31/69		Adjusted Basis as of 12/31/69		Excess of FMV Over Adj Basis		Gain Minus Excess of FMV Over Adj Basis or Losses		
337	HALLIBURTON CO	406216101				3/6/2012		11/27/2012		1,280				127		1,408		-1		0		0		0		0		-1
338	HOMER DEPOT INC	437076102				9/11/2009		1/31/2012		5,792						3,525		2,237		0		0		0		0		2,237
339	HOMER DEPOT INC	437076102				11/6/2012		11/27/2012		1,920						1,879		41		0		0		0		0		41
340	HONEYWELL INTL INC	438516106				5/4/2011		1/31/2012		3,473						3,628		-155		0		0		0		0		-155
341	HONEYWELL INTL INC	438516106				10/3/2006		1/31/2012		2,894						2,083		811		0		0		0		0		811
342	HONEYWELL INTL INC	438516106				11/6/2012		11/27/2012		1,819				89		1,908		-89		0		0		0		0		-89
343	INTERNATIONAL BUSINESS MACHINES	459200101				8/11/2011		1/10/2012		5,272						4,818		454		0		0		0		0		454
344	INTERNATIONAL BUSINESS MACHINES	459200101				9/10/2010		1/10/2012		5,818						4,102		1,716		0		0		0		0		1,716
345	INTERNATIONAL BUSINESS MACHINES	459200101				9/10/2010		1/12/2012		6,659						4,743		1,916		0		0		0		0		1,916
346	INTERNATIONAL BUSINESS MACHINES	459200101				9/10/2010		1/31/2012		1,536						1,025		511		0		0		0		0		511
347	INTERNATIONAL BUSINESS MACHINES	459200101				1/23/2008		1/31/2012		7,102						3,932		3,170		0		0		0		0		3,170
348	INTERNATIONAL BUSINESS MACHINES	459200101				3/15/2012		6/1/2012		1,709						1,854		-145		0		0		0		0		-145
349	INTERNATIONAL BUSINESS MACHINES	459200101				9/28/2012		11/27/2012		2,689				214		2,903		-214		0		0		0		0		-214
350	SHARES RUSSELL 1000 INDEX FD	464287622				3/22/2005		1/31/2012		184,278						169,929		14,349		0		0		0		0		14,349
351	SHARES RUSSELL 1000 INDEX FD	464287622				5/4/2011		1/31/2012		215,702						222,417		-6,715		0		0		0		0		-6,715
352	SHARES RUSSELL 1000 INDEX FD	464287622				3/24/2005		1/31/2012		113,298						96,748		16,550		0		0		0		0		16,550
353	SHARES RUSSELL 1000 INDEX FD	464287622				3/24/2005		5/22/2012		467,136						403,854		63,284		0		0		0		0		63,284
354	TIMBERVEST SEC 1231 GAIN					1/1/2012		12/31/2012		2,882						0		2,882		0		0		0		0		2,882

[illegible]

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

	Date	Amount
1 Credit from prior year return		2,613
2 First quarter estimated tax payment		
3 Second quarter estimated tax payment		
4 Third quarter estimated tax payment	9/11/2012	9,974
5 Fourth quarter estimated tax payment	12/10/2012	3,325
6 Other payments		
7 Total		15,912

**Attachment to Form 990-PF Part VIII, Column (b) Title and average hours
per week devoted to position**

As Trustee, BNY Mellon, N.A. provides administrative services such as acting as investment manager for the named organization. These services require numerous individual bank employees' involvement in the activities of the organization and thus cannot be quantified on an hourly basis. Therefore, the Trustee's fees are not based upon an hourly basis but are calculated based upon factors such as the market value of the account and in accordance with our agreement with the client.

Account Name	Asset	Cusip ID	Short Name	Shares	Market Value	Federal Tax Cost
MCKENNA PHILIP M FDN	CASH		CASH		9,839.25	9,839.25
MCKENNA PHILIP M FDN	FOREIGN COMMON STOCK	G0408V102	AON PLC	820.00	45,600.20	41,891.82
MCKENNA PHILIP M FDN	FOREIGN COMMON STOCK	G1151C101	ACCENTURE PLC-CL A	470.00	31,255.00	20,668.67
MCKENNA PHILIP M FDN	FOREIGN COMMON STOCK	G2554F113	COVIDIEN PLC	610.00	35,221.40	26,474.37
MCKENNA PHILIP M FDN	FOREIGN COMMON STOCK	G29183103	EATON CORP PLC	862.00	46,703.16	44,526.61
MCKENNA PHILIP M FDN	FOREIGN COMMON STOCK	G47791101	INGERSOLL-RAND PLC	820.00	39,327.20	34,724.16
MCKENNA PHILIP M FDN	FOREIGN COMMON STOCK	G4918T108	INVESCO LTD	1,830.00	47,744.70	40,989.58
MCKENNA PHILIP M FDN	FOREIGN COMMON STOCK	N6596X109	NXP SEMICONDUCTORS N V	1,050.00	27,636.11	30,162.40
MCKENNA PHILIP M FDN	COMMON STOCK	00206R102	AT&T INC	500.00	16,855.00	11,650.00
MCKENNA PHILIP M FDN	EQUITY/BALANCED MUTUAL	007565310	DREYFUS OPP MIDCAP VALI	8,982.43	285,551.51	215,310.26
MCKENNA PHILIP M FDN	COMMON STOCK	009158106	AIR PRODS & CHEMS INC	290.00	24,465.80	21,855.91
MCKENNA PHILIP M FDN	COMMON STOCK	023135106	AMAZON.COM INC	171.00	42,898.77	34,978.51
MCKENNA PHILIP M FDN	COMMON STOCK	037833100	APPLE INC	275.00	146,347.58	79,919.13
MCKENNA PHILIP M FDN	COMMON STOCK	054937107	B B & T CORPORATION	960.00	27,945.60	24,873.60
MCKENNA PHILIP M FDN	CASH MANAGEMENT VEHICL	05569M616	BNY MELLON MONEY MARKE	255,422.89	255,422.89	255,422.89
MCKENNA PHILIP M FDN	MELLON FIXED INCOME MU	05569M830	BNY MELLON BOND FUND-M	74,004.00	1,004,974.43	984,896.44
MCKENNA PHILIP M FDN	COMMON STOCK	111320107	BROADCOM CORP CL A	1,300.00	43,173.00	43,087.32
MCKENNA PHILIP M FDN	FOREIGN COMMON STOCK	143658300	CARNIVAL CORP	880.00	32,357.60	34,714.36
MCKENNA PHILIP M FDN	COMMON STOCK	149123101	CATERPILLAR INC	410.00	36,739.49	24,647.29
MCKENNA PHILIP M FDN	COMMON STOCK	150870103	CELANESE CORP -SER A	690.00	30,725.70	24,502.12
MCKENNA PHILIP M FDN	COMMON STOCK	15189T107	CENTERPOINT ENERGY INC	2,170.00	41,772.50	43,904.00
MCKENNA PHILIP M FDN	COMMON STOCK	166764100	CHEVRON CORPORATION	413.00	44,661.82	34,510.25
MCKENNA PHILIP M FDN	COMMON STOCK	191216100	COCA - COLA CO	1,060.00	38,425.00	32,262.75
MCKENNA PHILIP M FDN	COMMON STOCK	20030N101	COMCAST CORP CL A	1,450.00	54,172.00	44,810.76
MCKENNA PHILIP M FDN	COMMON STOCK	22160K105	COSTCO WHSL CORP NEW	360.00	35,542.80	24,174.71
MCKENNA PHILIP M FDN	COMMON STOCK	254687106	WALT DISNEY CO/THE	1,160.00	57,756.40	38,308.20
MCKENNA PHILIP M FDN	COMMON STOCK	260003108	DOVER CORP	560.00	36,797.60	34,515.68
MCKENNA PHILIP M FDN	FIXED INCOME MUTUAL	FUI261967830	DREYFUS INFLTN ADJ SEC	23,682.21	327,761.83	325,196.44
MCKENNA PHILIP M FDN	FIXED INCOME MUTUAL	FUI261980668	DREYFUS INTERNATNL BONI	12,962.40	224,508.79	222,493.56
MCKENNA PHILIP M FDN	FIXED INCOME MUTUAL	FUI261980759	DREYFUS HIGH YIELD-I	77,787.88	518,845.16	495,150.00
MCKENNA PHILIP M FDN	EQUITY/BALANCED MUTUAL	261986582	DREYFUS GLOBAL REAL ES	34,093.94	277,183.73	252,920.00
MCKENNA PHILIP M FDN	EQUITY/BALANCED MUTUAL	26200C403	DREYFUS OPPORTUNISTIC	5,753.10	157,807.53	145,605.82
MCKENNA PHILIP M FDN	EQUITY/BALANCED MUTUAL	26200Q204	DREYFUS SMALL CAP STOCI	22,990.85	504,649.25	415,557.37
MCKENNA PHILIP M FDN	FIXED INCOME MUTUAL	FUI26203E109	DREYFUS/STANDISH MELLOI	62,670.38	1,416,350.68	1,323,559.18
MCKENNA PHILIP M FDN	COMMON STOCK	268648102	E M C CORP MASS	760.00	19,228.00	19,982.83
MCKENNA PHILIP M FDN	COMMON STOCK	30219G108	EXPRESS SCRIPTS HOLDING	840.00	45,360.00	41,777.85
MCKENNA PHILIP M FDN	COMMON STOCK	30231G102	EXXON MOBIL CORP	535.00	46,304.25	26,221.79
MCKENNA PHILIP M FDN	COMMON STOCK	307000109	FAMILY DLR STORES INC	360.00	22,827.60	24,461.70
MCKENNA PHILIP M FDN	COMMON STOCK	35671D857	FREEMPORT MCMORAN COPPEI	750.00	25,650.00	27,534.13
MCKENNA PHILIP M FDN	COMMON STOCK	369604103	GENERAL ELECTRIC COMPAI	1,460.00	30,645.40	32,164.93
MCKENNA PHILIP M FDN	COMMON STOCK	375558103	GILEAD SCIENCES INC	620.00	45,539.00	28,887.79
MCKENNA PHILIP M FDN	COMMON STOCK	406216101	HALLIBURTON CO	1,060.00	36,771.40	33,781.04
MCKENNA PHILIP M FDN	COMMON STOCK	437076102	HOME DEPOT INC	850.00	52,572.50	24,814.36
MCKENNA PHILIP M FDN	COMMON STOCK	438516106	HONEYWELL INTL INC	625.00	39,668.75	29,216.62
MCKENNA PHILIP M FDN	COMMON STOCK	459200101	INTERNATIONAL BUSINESS	393.00	75,279.15	58,856.81
MCKENNA PHILIP M FDN	EQUITY/BALANCED CLOSED	464287234	ISHARES MSCI EMERGING I	14,200.00	629,770.00	622,319.29
MCKENNA PHILIP M FDN	EQUITY/BALANCED CLOSED	464287622	ISHARES RUSSELL 1000 I	28,775.00	2,277,541.25	1,863,432.42
MCKENNA PHILIP M FDN	COMMON STOCK	46625H100	JP MORGAN CHASE & CO	599.00	26,337.49	15,797.47
MCKENNA PHILIP M FDN	COMMON STOCK	478366107	JOHNSON CONTROLS INC	870.00	26,682.90	22,113.72
MCKENNA PHILIP M FDN	COMMON STOCK	517834107	LAS VEGAS SANDS CORP	690.00	31,850.40	30,585.70
MCKENNA PHILIP M FDN	COMMON STOCK	532457108	LILLY ELI & CO	800.00	39,456.00	35,951.36
MCKENNA PHILIP M FDN	COMMON STOCK	565849106	MARATHON OIL CORP	1,410.00	43,230.60	41,431.68
MCKENNA PHILIP M FDN	COMMON STOCK	582839106	MEAD JOHNSON NUTRITION	340.00	22,402.60	23,401.37

MCKENNA PHILIP M FDN	COMMON STOCK	59156R108	METLIFE INC	1,000.00	32,940.00	34,069.98
MCKENNA PHILIP M FDN	COMMON STOCK	609207105	MONDELEZ INTERNATIONAL	1,870.00	47,597.48	41,655.10
MCKENNA PHILIP M FDN	COMMON STOCK	674599105	OCCIDENTAL PETROLEUM CI	460.00	35,240.60	35,206.19
MCKENNA PHILIP M FDN	COMMON STOCK	693475105	PNC FINANCIAL SERVICES	940.00	54,811.40	50,553.78
MCKENNA PHILIP M FDN	EQUITY/BALANCED MUTUAL	712223106	DREYFUS MIDCAP INDEX FI	28,931.08	836,976.17	647,765.38
MCKENNA PHILIP M FDN	COMMON STOCK	713448108	PEPSICO INC	635.00	43,453.05	33,455.53
MCKENNA PHILIP M FDN	COMMON STOCK	717081103	PFIZER INC	2,590.00	64,955.39	44,617.94
MCKENNA PHILIP M FDN	COMMON STOCK	718172109	PHILIP MORRIS INTERNAT	430.00	35,965.20	24,449.67
MCKENNA PHILIP M FDN	FIXED INCOME MUTUAL FU	741481105	T ROME PRICE HIGH YIEL	74,366.76	519,080.02	503,899.60
MCKENNA PHILIP M FDN	COMMON STOCK	742718109	PROCTER & GAMBLE CO	840.00	57,027.60	52,713.77
MCKENNA PHILIP M FDN	COMMON STOCK	747525103	QUALCOMM INC	1,060.00	65,571.18	62,521.41
MCKENNA PHILIP M FDN	COMMON STOCK	79466L302	SALESFORCE.COM INC	266.00	44,714.60	29,742.18
MCKENNA PHILIP M FDN	FOREIGN COMMON STOCK	806857108	SCHLUMBERGER LTD	650.00	45,044.09	43,171.97
MCKENNA PHILIP M FDN	COMMON STOCK	816851109	SEMPRA ENERGY	460.00	32,632.40	27,729.42
MCKENNA PHILIP M FDN	FOREIGN COMMON STOCK	82481R106	SHIRE PLC	330.00	30,419.40	28,222.19
MCKENNA PHILIP M FDN	COMMON STOCK	845467109	SOUTHWESTERN ENERGY CO	1,260.00	42,096.60	43,991.65
MCKENNA PHILIP M FDN	COMMON STOCK	857477103	STATE STREET CORP	960.00	45,129.60	39,308.66
MCKENNA PHILIP M FDN	EQUITY/BALANCED MUTUAL	86271F768	DREYFUS PRE STRAT INTEI	50,342.23	729,962.38	550,064.16
MCKENNA PHILIP M FDN	FIXED INCOME MUTUAL FU	87234N765	TCW EMERGING MARKETS II	24,686.05	230,073.99	225,635.60
MCKENNA PHILIP M FDN	COMMON STOCK	88076W103	TERADATA CORPORATION	680.00	42,085.20	26,553.63
MCKENNA PHILIP M FDN	FOREIGN COMMON STOCK	881624209	TEVA PHARMACEUTICAL INI	1,080.00	40,327.20	44,158.74
MCKENNA PHILIP M FDN	COMMON STOCK	89417E109	THE TRAVELERS COMPANIE	470.00	33,755.40	31,429.74
MCKENNA PHILIP M FDN	COMMON STOCK	902973304	US BANCORP	1,160.00	37,050.40	28,677.49
MCKENNA PHILIP M FDN	COMMON STOCK	907818108	UNION PAC CORP	263.00	33,064.36	19,949.91
MCKENNA PHILIP M FDN	COMMON STOCK	913017109	UNITED TECHNOLOGIES COI	490.00	40,184.90	32,448.10
MCKENNA PHILIP M FDN	COMMON STOCK	91913Y100	VALERO ENERGY CORP NEW	1,090.00	37,190.80	24,924.31
MCKENNA PHILIP M FDN	EQUITY/BALANCED CLOSED	922042858	VANGUARD MSCI EMERGING	14,090.00	627,427.70	666,626.99
MCKENNA PHILIP M FDN	EQUITY/BALANCED CLOSED	922908553	VANGUARD REIT ETF	4,025.00	264,845.00	253,065.33
MCKENNA PHILIP M FDN	COMMON STOCK	92343V104	VERIZON COMMUNICATIONS	440.00	19,038.80	13,438.90
MCKENNA PHILIP M FDN	COMMON STOCK	942683103	WATSON PHARMACEUTICALS	410.00	35,260.00	23,417.37
MCKENNA PHILIP M FDN	COMMON STOCK	949746101	WELLS FARGO & COMPANY	1,800.00	61,524.00	53,600.07
MCKENNA PHILIP M FDN	COMMON STOCK	984332106	YAHOO INC	1,790.00	35,621.00	31,123.20
MCKENNA PHILIP M FDN	COMMON STOCK	988498101	YUM! BRANDS INC	400.00	26,560.00	15,534.89
MCKENNA PHILIP M FDN	LIMITED PARTNERSHIPS	999W14244	TIMBERVEST PRTRNS II CI	1.00	405,850.42	379,741.32

Total

14,237,513.10

12,604,300.44

MCKENNA PHILIP M FDN

Taxpayer ID - 25-6082635

Attachment to Amended Form 990-PF for Tax Year 2012

The return is being amended to accurately report the compensation of officers, directors, trustee etc. on Line 13 between Net Investment Income and Disbursements for charitable purposes. Also, corrected the reporting of the other professional fees on Line 16c between Net Investment Income and Disbursements for charitable purposes.