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: MATTHEW T MELLON FOUNDATION-IMA

A Employer identification number: 31-1734222

Number and street (or P O box number if mail is not delivered to street address): BNY Mellon, N.A. - P O Box 185 | Room/suite:

B Telephone number (see instructions): (412) 234-2332

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) ▶ $ 2,670,649

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(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	36,815	36,632		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	51,757			
	b Gross sales price for all assets on line 6a 375,873				
	7 Capital gain net income (from Part IV, line 2)		51,757		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	88,572	88,389	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	11,659	6,995		4,664
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,730	1,898		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	7	7		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	16,396	8,900	0	4,664
	25 Contributions, gifts, grants paid	167,000			167,000
	26 **Total expenses and disbursements.** Add lines 24 and 25	183,396	8,900	0	171,664
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-94,824			
	b **Net investment income** (if negative, enter -0-)		79,489		
	c **Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

	Line	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	3,446	57,943	57,943
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,469,577	2,320,534	2,612,706
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,473,023	2,378,477	2,670,649
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	2,473,023	2,378,477	
	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)	2,473,023	2,378,477	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,473,023	2,378,477	

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	2,473,023
2	Enter amount from Part I, line 27a	2	-94,824
3	Other increases not included in line 2 (itemize) ▶ LOSS ON CURRENT YEAR SALES NOT SETTLED AT	3	278
4	Add lines 1, 2, and 3	4	2,378,477
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,378,477

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	51,757
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? [X] 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			0 000000
2010			0.000000
2009			0 000000
2008			0.000000
2007			0 000000

2 Total of line 1, column (d)	2	0 000000
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 000000
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
8 Enter qualifying distributions from Part XII, line 4	8	0

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,590
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	1,590
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	1,590
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 2,892		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	2,892
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	1,302
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,302 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BNY MELLON, N.A Telephone no ▶ (412) 234-2332

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20______ , 20______ , 20______ , 20______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20______ , 20______ , 20______ , 20______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
JAMES R MELLON 1107 FIFTH AVE NEW YORK, NY 10128 0	CO-TRUSTEE 10.00	0		
VIVIAN R MELLON 1107 FIFTH AVE NEW YORK, NY 10128	CO-TRUSTEE 5 00	0		
DIANA MELLON 1107 FIFTH AVE NEW YORK, NY 10128	CO-TRUSTEE 2.00	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	2,639,526
b	Average of monthly cash balances		1b	33,934
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	2,673,460
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	2,673,460
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	40,102
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,633,358
6	**Minimum investment return.** Enter 5% of line 5		6	131,668

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	131,668
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,590		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,590
3	Distributable amount before adjustments Subtract line 2c from line 1			3	130,078
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	130,078
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	130,078

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	171,664
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	171,664
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	171,664

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					130,078
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				128,384	
b Total for prior years 20____, 20____, 20____					
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008					
c From 2009					
d From 2010					
e From 2011					
f **Total** of lines 3a through e		0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 171,664					
a Applied to 2011, but not more than line 2a				128,384	
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					43,280
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount—see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					86,798
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a					
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010					
d Excess from 2011					
e Excess from 2012					

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

NOT APPLICABLE

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

NOT APPLICABLE

c Any submission deadlines

NOT APPLICABLE

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

NOT APPLICABLE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total . . . . ▶ **3a**				167,000
b *Approved for future payment* NONE				
Total . . . . ▶ **3b**				NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	36,815	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	51,757	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		88,572	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 88,572

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		NOT APPLICABLE	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date: 3/29/2013 | Title: VICE PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Shawn P Hanlon	CPA	3/29/2013		P00965923
Firm's name ▶ PRICEWATERHOUSECOOPERS LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219			Phone no (412) 355-6000	

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

	Amount		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	27,568		Capital Gains/Losses	375,873	324,116	51 757
Short Term CG Distributions	0		Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	LIMITED BRANDS INC	532716107			10/5/2009		7/24/2012	1,379	534				0	845
2	X	LIMITED BRANDS INC	532716107			10/5/2009		7/24/2012	2,064	793				0	1,271
3	X	LINCOLN NATL CORP IND	534187109			8/12/2011		1/26/2012	661	720				0	-59
4	X	LINCOLN NATL CORP IND	534187109			8/12/2011		1/27/2012	2,636	2,835				0	-199
5	X	LINCOLN NATL CORP IND	534187109			8/12/2011		1/30/2012	1,715	1,845				0	-130
6	X	LORILLARD INC	544147101			2/16/2012		9/12/2012	1,276	1,390				0	-114
7	X	LORILLARD INC	544147101			8/22/2011		9/12/2012	696	653				0	43
8	X	LORILLARD INC	544147101			8/22/2011		9/13/2012	350	326				0	24
9	X	LORILLARD INC	544147101			8/22/2011		9/13/2012	4,312	4,029				0	283
10	X	MCKESSON CORPORATION	58155Q103			2/4/2009		4/27/2012	1,826	911				0	915
11	X	MCKESSON CORPORATION	58155Q103			2/4/2009		4/30/2012	3,660	1,823				0	1,837
12	X	MERCK & CO INC	58933Y105			5/14/2012		12/21/2012	792	729				0	63
13	X	MERCK & CO INC	58933Y105			2/7/2007		12/21/2012	2,083	1,234				0	849
14	X	MERCK & CO INC	58933Y105			5/14/2012		12/21/2012	5,857	5,411				0	446
15	X	NETAPP INC	64110D104			8/22/2011		6/20/2012	619	712				0	-93
16	X	NETAPP INC	64110D104			8/19/2011		6/20/2012	309	361				0	-52
17	X	NETAPP INC	64110D104			8/23/2011		6/20/2012	1,235	1,476				0	-241
18	X	NETAPP INC	64110D104			10/19/2011		6/20/2012	309	391				0	-82
19	X	NETAPP INC	64110D104			8/22/2011		6/21/2012	1,676	1,995				0	-319
20	X	NETAPP INC	64110D104			8/22/2011		6/21/2012	121	142				0	-21
21	X	NORFOLK SOUTHERN CORP	655844108			11/3/2009		2/16/2012	2,742	1,966				0	776
22	X	NORFOLK SOUTHERN CORP	655844108			11/3/2009		2/16/2012	2,397	1,720				0	677
23	X	NORFOLK SOUTHERN CORP	655844108			11/4/2009		2/16/2012	1,438	1,047				0	391
24	X	NORFOLK SOUTHERN CORP	655844108			11/3/2009		2/16/2012	1,644	1,179				0	465
25	X	OMNICOM GROUP INC	681919106			2/7/2007		1/20/2012	375	420				0	-45
26	X	OMNICOM GROUP INC	681919106			2/7/2007		1/20/2012	1,030	1,154				0	-124
27	X	OMNICOM GROUP INC	681919106			1/7/2011		1/20/2012	702	712				0	-10
28	X	OMNICOM GROUP INC	681919106			1/6/2011		1/23/2012	1,847	1,895				0	-48
29	X	OMNICOM GROUP INC	681919106			1/7/2011		1/23/2012	600	611				0	-11
30	X	OMNICOM GROUP INC	681919106			1/7/2011		1/24/2012	2,903	2,961				0	-58
31	X	OMNICOM GROUP INC	681919106			1/7/2011		1/25/2012	1,801	1,833				0	-32
32	X	ORACLE CORP	68389X105			2/7/2007		3/30/2012	5,248	3,055				0	2,193
33	X	PPL CORP	69351T106			4/4/2011		1/20/2012	2,200	2,069				0	131
34	X	PPL CORP	69351T106			4/5/2011		1/20/2012	3,300	3,094				0	206
35	X	PHILLIPS 66-W/I	718546104			11/15/2001		5/3/2012	126	49				0	77
36	X	PHILLIPS 66-W/I	718546104			11/15/2001		5/3/2012	632	246				0	386
37	X	PHILLIPS 66-W/I	718546104			11/15/2001		5/3/2012	822	321				0	501
38	X	PROCTER & GAMBLE CO	742718109			2/1/2002		3/22/2012	1,350	821				0	529
39	X	PROCTER & GAMBLE CO	742718109			2/1/2002		3/27/2012	3,559	2,176				0	1,383
40	X	PROCTER & GAMBLE CO	742718109			2/1/2002		3/27/2012	269	164				0	105
41	X	PROCTER & GAMBLE CO	742718109			2/1/2002		3/28/2012	268	164				0	104
42	X	PROCTER & GAMBLE CO	742718109			2/1/2002		3/28/2012	2,612	1,602				0	1,010
43	X	RALCORP HLDGS INC NEW	751028101			3/30/2012		11/27/2012	1,776	1,480				0	296
44	X	CITIGROUP INC	172967424			1/31/2011		5/14/2012	142	241				0	-99
45	X	DIRECTV - CLASS A	25490A101			1/20/2012		7/24/2012	1,450	1,335				0	115
46	X	CITIGROUP INC	172967424			1/31/2011		5/14/2012	1,022	1,738				0	-716
47	X	DIRECTV - CLASS A	25490A101			1/20/2012		7/24/2012	2,440	2,240				0	200
48	X	CITIGROUP INC	172967424			1/31/2011		5/14/2012	199	338				0	-139
49	X	DR PEPPER SNAPPLE GROUI	26138E109			6/15/2012		12/6/2012	817	775				0	42
50	X	CITIGROUP INC	172967424			3/22/2012		5/14/2012	738	962				0	-224
51	X	DR PEPPER SNAPPLE GROUI	26138E109			6/14/2012		12/7/2012	636	601				0	35
52	X	CITIGROUP INC	172967424			3/22/2012		5/14/2012	2,640	3,477				0	-837
53	X	DR PEPPER SNAPPLE GROUI	26138E109			6/15/2012		12/7/2012	409	387				0	22
54	X	CUMMINS INC	231021106			5/1/2009		6/7/2012	680	238				0	442
55	X	DR PEPPER SNAPPLE GROUI	26138E109			6/15/2012		12/7/2012	955	902				0	53
56	X	CUMMINS INC	231021106			5/1/2009		6/8/2012	6,075	2,146				0	3,929
57	X	DR PEPPER SNAPPLE GROUI	26138E109			6/15/2012		12/7/2012	318	301				0	17
58	X	DIRECTV - CLASS A	25490A101			1/20/2012		7/20/2012	194	172				0	22
59	X	DR PEPPER SNAPPLE GROUI	26138E109			6/14/2012		12/7/2012	91	86				0	5
60	X	CITIGROUP INC	172967424			1/31/2011		5/14/2012	284	483				0	-199
61	X	DR PEPPER SNAPPLE GROUI	26138E109			6/14/2012		12/10/2012	412	386				0	26
62	X	CITIGROUP INC	172967424			1/31/2011		5/14/2012	539	917				0	-378
63	X	DU PONT (E I) DE NEMOURS	263534109			4/14/2009		3/29/2012	2,468	1,250				0	1,218
64	X	DIRECTV - CLASS A	25490A101			1/20/2012		7/23/2012	3,454	3,145				0	309
65	X	DU PONT (E I) DE NEMOURS	263534109			4/14/2009		3/29/2012	2,259	1,144				0	1,115
66	X	EATON VANCE TAX-MAN EM I	277907606			11/18/2010		12/13/2012	98,000	104,802				0	-6,802
67	X	EATON CORP ACTION	278058102			1/1/2012		12/5/2012	4,132	3,921				0	211
68	X	ELECTRONIC ARTS INC	285512109			8/12/2011		6/14/2012	775	1,243				0	-468

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

	Amount
Long Term CG Distributions	27,568
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	375,873	324,116	51 757
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
69	X	ELECTRONIC ARTS INC	285512109			8/12/2011		6/15/2012	173	276				0	-103
70	X	ELECTRONIC ARTS INC	285512109			8/12/2011		6/15/2012	136	217				0	-81
71	X	ELECTRONIC ARTS INC	285512109			8/12/2011		6/15/2012	37	59				0	-22
72	X	ELECTRONIC ARTS INC	285512109			8/12/2011		6/15/2012	2,459	3,928				0	-1,469
73	X	ENERGIZER HLDGS INC	29266R108			11/15/2010		6/7/2012	437	424				0	13
74	X	ENERGIZER HLDGS INC	29266R108			11/12/2010		6/8/2012	2,937	2,779				0	158
75	X	ENERGIZER HLDGS INC	29266R108			11/12/2010		6/8/2012	440	414				0	26
76	X	ENERGIZER HLDGS INC	29266R108			11/15/2010		6/8/2012	587	566				0	21
77	X	GENERAL ELECTRIC COMPAI	369604103			2/7/2003		12/26/2012	2,489	2,706				0	-217
78	X	GENERAL ELECTRIC COMPAI	369604103			2/7/2003		12/27/2012	2,879	3,158				0	-279
79	X	GOOGLE INC - CL A	38259P508			6/5/2009		3/22/2012	3,224	2,213				0	1,011
80	X	HESS CORP	42809H107			9/29/2004		1/26/2012	2,143	1,145				0	998
81	X	HESS CORP	42809H107			9/29/2004		1/27/2012	331	176				0	155
82	X	HESS CORP	42809H107			9/29/2004		1/27/2012	2,316	1,233				0	1,083
83	X	HESS CORP	42809H107			9/29/2004		1/27/2012	826	440				0	386
84	X	HONEYWELL INTL INC	438516106			1/14/2004		3/13/2012	9,033	5,399				0	3,634
85	X	LIMITED BRANDS INC	532716107			10/5/2009		7/20/2012	185	69				0	116
86	X	LIMITED BRANDS INC	532716107			10/5/2009		7/23/2012	729	277				0	452
87	X	LIMITED BRANDS INC	532716107			10/5/2009		7/23/2012	1,503	569				0	934
88	X	RALCORP HLDGS INC NEW	751028101			3/30/2012		11/27/2012	1,776	1,480				0	296
89	X	ST JUDE MEDICAL INC	790849103			3/22/2011		7/18/2012	6,269	8,596				0	-2,327
90	X	ST JUDE MEDICAL INC	790849103			3/22/2011		7/18/2012	112	154				0	-42
91	X	TERADATA CORPORATION	88076W103			3/3/2011		7/6/2012	652	499				0	153
92	X	TERADATA CORPORATION	88076W103			3/3/2011		7/9/2012	328	249				0	79
93	X	TERADATA CORPORATION	88076W103			3/2/2011		7/9/2012	2,293	1,661				0	632
94	X	VALE SA-SP ADR	91912E105			5/10/2006		12/4/2012	703	591				0	112
95	X	VALE SA-SP ADR	91912E105			5/10/2006		12/5/2012	3,334	2,724				0	610
96	X	ZIMMER HOLDINGS INC	98956P102			5/10/2011		10/12/2012	1,370	1,519				0	-149
97	X	ZIMMER HOLDINGS INC	98956P102			5/10/2011		10/15/2012	2,133	2,347				0	-214
98	X	ZIMMER HOLDINGS INC	98956P102			5/9/2011		10/16/2012	1,277	1,360				0	-83
99	X	ZIMMER HOLDINGS INC	98956P102			5/10/2011		10/16/2012	894	967				0	-73
100	X	COOPER PLC CORP ACTION	G24140108			1/1/2012		12/3/2012	11,084	8,929				0	2,155
101	X	EATON CORP PLC	G29183103			11/30/2012		12/14/2012	24	24				0	0
102	X	PENTAIR LTD	H6169Q108			3/16/2009		11/2/2012	46	15				0	31
103	X	PENTAIR LTD	H6169Q108			3/16/2009		12/21/2012	1,109	352				0	757
104	X	TYCO INTERNATIONAL LTD	H89128104			3/16/2009		3/29/2012	3,915	1,363				0	2,552
105	X	AT&T INC	00206R102			2/7/2007		12/21/2012	4,026	4,443				0	-417
106	X	BARON ASSET FD SMALL CAI	068278308			6/21/2011		12/13/2012	50,000	50,469				0	-469
107	X	BAXTER INTERNATIONAL INC	071813109			8/17/2011		6/14/2012	1,278	1,392				0	-114
108	X	BAXTER INTERNATIONAL INC	071813109			8/10/2011		6/15/2012	2,951	3,080				0	-129
109	X	BAXTER INTERNATIONAL INC	071813109			8/17/2011		6/15/2012	1,180	1,285				0	-105
110	X	BAXTER INTERNATIONAL INC	071813109			8/18/2011		6/15/2012	3,443	3,673				0	-230
111	X	CATERPILLAR INC	149123101			6/16/2010		12/4/2012	1,094	837				0	257
112	X	CATERPILLAR INC	149123101			6/16/2010		12/5/2012	5,754	4,311				0	1,443
113	X	CHUBB CORP	171232101			11/21/2007		1/20/2012	2,123	1,563				0	560
114	X	CHUBB CORP	171232101			11/21/2007		1/20/2012	1,416	1,042				0	374
115	X	CITIGROUP INC	172967424			1/31/2011		5/14/2012	511	864				0	-353

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		11,659	6,995	0	4,664
	Description				
1	BNY PROFESSIONAL FEES	11,659	6,995		4,664

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		4,730	1,898	0	0
1	FOREIGN TAXES PAID	1,898	1,898		
2	ESTIMATED EXCISE PAYMENTS	2,832			

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		7	7	0	0
	Description				
1	ADR FEES	7	7		

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

			2,469,577	2,320,534	2,612,706
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	OTHER ASSETS			2,320,534	2,612,706

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

	Amount
Long Term CG Distributions	27,588
Short Term CG Distributions	0

#	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						348,305	0	0	324,116	24,189	0	0	0	24,189
1	LIMITED BRANDS INC	532716107		10/5/2009	7/24/2012	1,379		0	534	845	0	0	0	845
2	LIMITED BRANDS INC	532716107		10/5/2009	7/24/2012	2,064		0	793	1,271	0	0	0	1,271
3	LINCOLN NATL CORP IND	534187109		8/12/2011	1/26/2012	661		0	720	-59	0	0	0	-59
4	LINCOLN NATL CORP IND	534187109		8/12/2011	1/27/2012	2,636		0	2,835	-199	0	0	0	-199
5	LINCOLN NATL CORP IND	534187109		8/12/2011	1/30/2012	1,715		0	1,845	-130	0	0	0	-130
6	LORILLARD INC	544147101		2/16/2012	9/12/2012	1,276		0	1,390	-114	0	0	0	-114
7	LORILLARD INC	544147101		8/22/2011	9/12/2012	696		0	653	43	0	0	0	43
8	LORILLARD INC	544147101		8/22/2011	9/13/2012	350		0	326	24	0	0	0	24
9	LORILLARD INC	544147101		8/22/2011	9/13/2012	4,312		0	4,029	283	0	0	0	283
10	MCKESSON CORPORATION	58155Q103		2/4/2009	4/27/2012	1,826		0	911	915	0	0	0	915
11	MCKESSON CORPORATION	58155Q103		2/4/2009	4/30/2012	3,660		0	1,823	1,837	0	0	0	1,837
12	MERCK & CO INC	58933Y105		5/14/2012	12/21/2012	792		0	729	63	0	0	0	63
13	MERCK & CO INC	58933Y105		2/7/2007	12/21/2012	2,083		0	1,234	849	0	0	0	849
14	MERCK & CO INC	58933Y105		5/14/2012	12/21/2012	5,857		0	5,411	446	0	0	0	446
15	NETAPP INC	64110D104		8/22/2011	6/20/2012	619		0	712	-93	0	0	0	-93
16	NETAPP INC	64110D104		8/19/2011	6/20/2012	309		0	361	-52	0	0	0	-52
17	NETAPP INC	64110D104		8/23/2011	6/20/2012	1,235		0	1,476	-241	0	0	0	-241
18	NETAPP INC	64110D104		10/19/2011	6/20/2012	309		0	391	-82	0	0	0	-82
19	NETAPP INC	64110D104		8/22/2011	6/21/2012	1,676		0	1,995	-319	0	0	0	-319
20	NETAPP INC	64110D104		8/22/2011	6/21/2012	121		0	142	-21	0	0	0	-21
21	NORFOLK SOUTHERN CORP	655844108		11/3/2009	2/16/2012	2,742		0	1,966	776	0	0	0	776
22	NORFOLK SOUTHERN CORP	655844108		11/3/2009	2/16/2012	2,397		0	1,720	677	0	0	0	677
23	NORFOLK SOUTHERN CORP	655844108		11/4/2009	2/16/2012	1,438		0	1,047	391	0	0	0	391
24	NORFOLK SOUTHERN CORP	655844108		11/3/2009	2/16/2012	1,644		0	1,179	465	0	0	0	465
25	OMNICOM GROUP INC	681919106		2/7/2007	1/20/2012	375		0	420	-45	0	0	0	-45
26	OMNICOM GROUP INC	681919106		2/7/2007	1/20/2012	1,030		0	1,154	-124	0	0	0	-124
27	OMNICOM GROUP INC	681919106		1/7/2011	1/20/2012	702		0	712	-10	0	0	0	-10
28	OMNICOM GROUP INC	681919106		1/6/2011	1/23/2012	1,847		0	1,895	-48	0	0	0	-48
29	OMNICOM GROUP INC	681919106		1/7/2011	1/23/2012	600		0	611	-11	0	0	0	-11
30	OMNICOM GROUP INC	681919106		1/7/2011	1/24/2012	2,903		0	2,961	-58	0	0	0	-58
31	OMNICOM GROUP INC	681919106		1/7/2011	1/25/2012	1,801		0	1,833	-32	0	0	0	-32
32	ORACLE CORP	68389X105		2/7/2007	3/30/2012	5,248		0	3,055	2,193	0	0	0	2,193
33	PPL CORP	69351T106		4/4/2011	1/20/2012	2,200		0	2,069	131	0	0	0	131
34	PPL CORP	69351T106		4/5/2011	1/20/2012	3,300		0	3,094	206	0	0	0	206
35	PHILLIPS 66-W/I	718546104		11/15/2001	5/3/2012	126		0	49	77	0	0	0	77
36	PHILLIPS 66-W/I	718546104		11/15/2001	5/3/2012	632		0	246	386	0	0	0	386
37	PHILLIPS 66-W/I	718546104		11/16/2001	5/3/2012	822		0	321	501	0	0	0	501
38	PROCTER & GAMBLE CO	742718109		2/1/2002	3/22/2012	1,350		0	821	529	0	0	0	529
39	PROCTER & GAMBLE CO	742718109		2/1/2002	3/27/2012	3,559		0	2,176	1,383	0	0	0	1,383
40	PROCTER & GAMBLE CO	742718109		2/1/2002	3/27/2012	269		0	164	105	0	0	0	105
41	PROCTER & GAMBLE CO	742718109		2/1/2002	3/28/2012	268		0	164	104	0	0	0	104
42	PROCTER & GAMBLE CO	742718109		2/1/2002	3/28/2012	2,612		0	1,602	1,010	0	0	0	1,010
43	RALCORP HLDGS INC NEW	751028101		3/30/2012	11/27/2012	1,776		0	1,480	296	0	0	0	296
44	CITIGROUP INC	172967424		1/31/2011	5/14/2012	142		0	241	-99	0	0	0	-99
45	DIRECTV - CLASS A	25490A101		1/20/2012	7/24/2012	1,450		0	1,335	115	0	0	0	115
46	CITIGROUP INC	172967424		1/31/2011	5/14/2012	1,022		0	1,738	-716	0	0	0	-716
47	DIRECTV - CLASS A	25490A101		1/20/2012	7/24/2012	2,440		0	2,240	200	0	0	0	200
48	CITIGROUP INC	172967424		1/31/2011	5/14/2012	199		0	338	-139	0	0	0	-139
49	DR PEPPER SNAPPLE GROUP-W/I	26138E109		6/15/2012	12/6/2012	817		0	775	42	0	0	0	42
50	CITIGROUP INC	172967424		3/22/2012	5/14/2012	738		0	962	-224	0	0	0	-224
51	DR PEPPER SNAPPLE GROUP-W/I	26138E109		6/14/2012	12/7/2012	636		0	601	35	0	0	0	35
52	CITIGROUP INC	172967424		3/22/2012	5/14/2012	2,640		0	3,477	-837	0	0	0	-837
53	DR PEPPER SNAPPLE GROUP-W/I	26138E109		6/15/2012	12/7/2012	409		0	387	22	0	0	0	22
54	CUMMINS INC	231021106		5/1/2009	6/7/2012	680		0	238	442	0	0	0	442
55	DR PEPPER SNAPPLE GROUP-W/I	26138E109		6/15/2012	12/7/2012	955		0	902	53	0	0	0	53
56	CUMMINS INC	231021106		5/1/2009	6/8/2012	6,075		0	2,146	3,929	0	0	0	3,929
57	DR PEPPER SNAPPLE GROUP-W/I	26138E109		6/15/2012	12/7/2012	318		0	301	17	0	0	0	17
58	DIRECTV - CLASS A	25490A101		1/20/2012	7/20/2012	194		0	172	22	0	0	0	22
59	DR PEPPER SNAPPLE GROUP-W/I	26138E109		6/14/2012	12/7/2012	91		0	86	5	0	0	0	5
60	CITIGROUP INC	172967424		1/31/2011	5/14/2012	284		0	483	-199	0	0	0	-199
61	DR PEPPER SNAPPLE GROUP-W/I	26138E109		6/14/2012	12/10/2012	412		0	386	26	0	0	0	26
62	CITIGROUP INC	172967424		1/31/2011	5/14/2012	539		0	917	-378	0	0	0	-378
63	DU PONT (E I) DE NEMOURS	263534109		4/14/2009	3/29/2012	2,468		0	1,250	1,218	0	0	0	1,218
64	DIRECTV - CLASS A	25490A101		1/20/2012	7/23/2012	3,454		0	3,145	309	0	0	0	309
65	DU PONT (E I) DE NEMOURS	263534109		4/14/2009	3/28/2012	2,259		0	1,144	1,115	0	0	0	1,115
66	EATON VANCE TAX-MAN EM MK-IN	277907606		11/18/2010	12/13/2012	98,000		0	104,802	-6,802	0	0	0	-6,802
67	EATON CORP ACTION	278058102		1/1/2012	12/5/2012	4,132		0	3,921	211	0	0	0	211
68	ELECTRONIC ARTS INC	285512109		8/12/2011	6/14/2012	775		0	1,243	-468	0	0	0	-468
69	ELECTRONIC ARTS INC	285512109		8/12/2011	6/15/2012	173		0	276	-103	0	0	0	-103
70	ELECTRONIC ARTS INC	285512109		8/12/2011	6/15/2012	136		0	217	-81	0	0	0	-81
71	ELECTRONIC ARTS INC	285512109		8/12/2011	6/15/2012	37		0	59	-22	0	0	0	-22
72	ELECTRONIC ARTS INC	285512109		8/12/2011	6/15/2012	2,459		0	3,928	-1,469	0	0	0	-1,469
73	ENERGIZER HLDGS INC	29266R108		11/15/2010	6/7/2012	437		0	424	13	0	0	0	13
74	ENERGIZER HLDGS INC	29266R108		11/12/2010	6/8/2012	2,937		0	2,779	158	0	0	0	158
75	ENERGIZER HLDGS INC	29266R108		11/12/2010	6/8/2012	440		0	414	26	0	0	0	26
76	ENERGIZER HLDGS INC	29266R108		11/15/2010	6/8/2012	587		0	566	21	0	0	0	21
77	GENERAL ELECTRIC COMPANY	369604103		2/7/2003	12/28/2012	2,489		0	2,706	-217	0	0	0	-217
78	GENERAL ELECTRIC COMPANY	369604103		2/7/2003	12/27/2012	2,879		0	3,158	-279	0	0	0	-279
79	GOOGLE INC - CL A	38259P508		6/5/2009	3/22/2012	3,224		0	2,213	1,011	0	0	0	1,011
80	HESS CORP	42809H107		9/29/2004	1/26/2012	2,143		0	1,145	998	0	0	0	998
81	HESS CORP	42809H107		9/29/2004	1/27/2012	331		0	176	155	0	0	0	155
82	HESS CORP	42809H107		9/29/2004	1/27/2012	2,316		0	1,233	1,083	0	0	0	1,083
83	HESS CORP	42809H107		9/29/2004	1/27/2012	826		0	440	386	0	0	0	386
84	HONEYWELL INTL INC	438516106		1/14/2004	3/13/2012	9,033		0	5,399	3,634	0	0	0	3,634

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

	Amount
Long Term CG Distributions	27,568
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						348,305	0	0	324,116	24,189	0	0	0	24 189
85	LIMITED BRANDS INC	532716107		10/5/2009	7/20/2012	185		0	69	116	0	0	0	116
86	LIMITED BRANDS INC	532716107		10/5/2009	7/23/2012	729		0	277	452	0	0	0	452
87	LIMITED BRANDS INC	532716107		10/5/2009	7/23/2012	1,503		0	569	934	0	0	0	934
88	RALCORP HLDGS INC NEW	751028101		3/30/2012	11/27/2012	1,776		0	1,480	296	0	0	0	296
89	ST JUDE MEDICAL INC	790849103		3/22/2011	7/18/2012	6,269		0	8,596	-2,327	0	0	0	-2 327
90	ST JUDE MEDICAL INC	790849103		3/22/2011	7/18/2012	112		0	154	-42	0	0	0	-42
91	TERADATA CORPORATION	88076W103		3/3/2011	7/6/2012	652		0	499	153	0	0	0	153
92	TERADATA CORPORATION	88076W103		3/3/2011	7/9/2012	328		0	249	79	0	0	0	79
93	TERADATA CORPORATION	88076W103		3/2/2011	7/9/2012	2,293		0	1,661	632	0	0	0	632
94	VALE SA-SP ADR	91912E105		5/10/2006	12/4/2012	703		0	591	112	0	0	0	112
95	VALE SA-SP ADR	91912E105		5/10/2006	12/5/2012	3,334		0	2,724	610	0	0	0	610
96	ZIMMER HOLDINGS INC	98956P102		5/10/2011	10/12/2012	1,370		0	1,519	-149	0	0	0	-149
97	ZIMMER HOLDINGS INC	98956P102		5/10/2011	10/15/2012	2,133		0	2,347	-214	0	0	0	-214
98	ZIMMER HOLDINGS INC	98956P102		5/9/2011	10/16/2012	1,277		0	1,360	-83	0	0	0	-83
99	ZIMMER HOLDINGS INC	98956P102		5/10/2011	10/16/2012	894		0	967	-73	0	0	0	-73
100	COOPER PLC CORP ACTION	G24140108		1/1/2012	12/3/2012	11,084		0	8,929	2,155	0	0	0	2 155
101	EATON CORP PLC	G29183103		11/30/2012	12/14/2012	24		0	24	0	0	0	0	0
102	PENTAIR LTD	H6169Q108		3/16/2009	11/2/2012	46		0	15	31	0	0	0	31
103	PENTAIR LTD	H6169Q108		3/16/2009	12/21/2012	1,109		0	352	757	0	0	0	757
104	TYCO INTERNATIONAL LTD	H89128104		3/16/2009	3/29/2012	3,915		0	1,363	2,552	0	0	0	2,552
105	AT&T INC	00206R102		2/7/2007	12/21/2012	4,026		0	4,443	-417	0	0	0	-417
106	BARON ASSET FD SMALL CAP FD	068278308		6/21/2011	12/13/2012	50,000		0	50,469	-469	0	0	0	-469
107	BAXTER INTERNATIONAL INC	071813109		8/17/2011	6/14/2012	1,278		0	1,392	-114	0	0	0	-114
108	BAXTER INTERNATIONAL INC	071813109		8/10/2011	6/15/2012	2,951		0	3,080	-129	0	0	0	-129
109	BAXTER INTERNATIONAL INC	071813109		8/17/2011	6/15/2012	1,180		0	1,285	-105	0	0	0	-105
110	BAXTER INTERNATIONAL INC	071813109		8/18/2011	6/15/2012	3,443		0	3,673	-230	0	0	0	-230
111	CATERPILLAR INC	149123101		6/16/2010	12/4/2012	1,094		0	837	257	0	0	0	257
112	CATERPILLAR INC	149123101		6/16/2010	12/5/2012	5,754		0	4,311	1,443	0	0	0	1,443
113	CHUBB CORP	171232101		11/21/2007	1/20/2012	2,123		0	1,563	560	0	0	0	560
114	CHUBB CORP	171232101		11/21/2007	1/20/2012	1,416		0	1,042	374	0	0	0	374
115	CITIGROUP INC	172967424		1/31/2011	5/14/2012	511		0	864	-353	0	0	0	-353

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

										0	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	JAMES R MELLON		1107 FIFTH AVE	NEW YORK	NY	10128		CO-TRUSTEE	10 00	0	0	0
2	VIVIAN R MELLON		1107 FIFTH AVE	NEW YORK	NY	10128		CO-TRUSTEE	5 00	0	0	0
3	DIANA MELLON		1107 FIFTH AVE	NEW YORK	NY	10128		CO-TRUSTEE	2 00	0	0	0

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

		Date		Amount
1	Credit from prior year return		1	60
2	First quarter estimated tax payment	5/9/2012	2	708
3	Second quarter estimated tax payment	6/11/2012	3	708
4	Third quarter estimated tax payment	9/11/2012	4	708
5	Fourth quarter estimated tax payment	12/10/2012	5	708
6	Other payments		6	
7	Total		7	2,892

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

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	128,384
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	128,384

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
10260442570	MATTHEW T MELLO	G2554F113	COVIDIEN PLC	150.00	8,661.00	7,080.84
10260442570	MATTHEW T MELLO	G29183103	EATON CORP PLC	188.00	10,185.84	9,711.12
10260442570	MATTHEW T MELLO	G3157S106	ENSCO PLC-CL A	160.00	9,484.80	9,183.54
10260442570	MATTHEW T MELLO	H89128104	TYCO INTERNATIONAL LTD	130.00	3,802.50	1,823.99
10260442570	MATTHEW T MELLO	N53745100	LYONDELLBASELL INDU -CL A	170.00	9,705.30	7,560.60
10260442570	MATTHEW T MELLO	00101J106	A D T CORP-W/I	63.00	2,928.87	1,213.89
10260442570	MATTHEW T MELLO	00206R102	AT&T INC	220.00	7,416.20	8,145.53
10260442570	MATTHEW T MELLO	018581108	ALLIANCE DATA SYS CORP	85.00	12,304.60	5,045.43
10260442570	MATTHEW T MELLO	01988P108	ALLSCRIPTS HEALTHCARE SOLUTI	220.00	2,072.40	3,705.62
10260442570	MATTHEW T MELLO	023135106	AMAZON.COM INC	34.00	8,529.58	6,834.75
10260442570	MATTHEW T MELLO	025816109	AMERICAN EXPRESS CO	170.00	9,771.60	7,037.06
10260442570	MATTHEW T MELLO	026874784	AMERICAN INTERNATIONAL GROUP	200.00	7,060.00	6,760.26
10260442570	MATTHEW T MELLO	03027X100	AMERICAN TOWER CORP	40.00	3,090.80	2,846.60
10260442570	MATTHEW T MELLO	03076C106	AMERIPRISE FINANCIAL INC	130.00	8,141.90	2,491.82
10260442570	MATTHEW T MELLO	032511107	ANADARKO PETROLEUM CORP	100.00	7,431.00	5,729.78
10260442570	MATTHEW T MELLO	037411105	APACHE CORP	108.00	8,478.00	7,476.61
10260442570	MATTHEW T MELLO	037833100	APPLE INC	67.00	35,655.59	10,309.28
10260442570	MATTHEW T MELLO	052800109	AUTOLIV INC	90.00	6,065.10	3,833.26
10260442570	MATTHEW T MELLO	05569M616	BNY MELLON MONEY MARKET FUND	57,942.53	57,942.53	57,942.53
10260442570	MATTHEW T MELLO	060505104	BANK OF AMERICA CORP	900.00	10,449.00	10,281.21
10260442570	MATTHEW T MELLO	068278308	BARON ASSET FD SMALL CAP FD	3,856.28	101,111.77	99,530.69
10260442570	MATTHEW T MELLO	073730103	BEAM INC	110.00	6,719.90	6,510.27
10260442570	MATTHEW T MELLO	124857202	C B S CORP-CLASS B W/I	240.00	9,132.00	6,518.10
10260442570	MATTHEW T MELLO	12504L109	C B R E GROUP INC	340.00	6,766.00	6,286.04
10260442570	MATTHEW T MELLO	125509109	CIGNA CORP	110.00	5,880.60	2,685.21
10260442570	MATTHEW T MELLO	14040H105	CAPITAL ONE FINANCIAL CORP	100.00	5,793.00	4,286.41
10260442570	MATTHEW T MELLO	143658300	CARNIVAL CORP	110.00	4,044.70	3,435.27
10260442570	MATTHEW T MELLO	171232101	CHUBB CORP	80.00	6,025.60	4,165.41
10260442570	MATTHEW T MELLO	19122T109	COCA-COLA ENTERPRISES INC	230.00	7,297.90	6,619.07
10260442570	MATTHEW T MELLO	192446102	COGNIZANT TECHNOLOGY SOLUTIO	100.00	7,388.23	7,027.61
10260442570	MATTHEW T MELLO	205887102	CONAGRA FOODS INC	170.00	5,015.00	5,041.04
10260442570	MATTHEW T MELLO	20825C104	CONOCOPHILLIPS	100.00	5,799.00	1,952.33
10260442570	MATTHEW T MELLO	235851102	DANAHER CORP	100.00	5,590.00	2,724.75
10260442570	MATTHEW T MELLO	254687106	WALT DISNEY CO/THE	240.00	11,949.60	11,017.48
10260442570	MATTHEW T MELLO	268648102	E M C CORP MASS	380.00	9,614.00	5,210.10
10260442570	MATTHEW T MELLO	26875P101	E O G RES INC	43.00	5,193.97	4,432.16
10260442570	MATTHEW T MELLO	277907606	EATON VANCE TAX-MAN EM MK-IN	3,931.51	190,992.80	198,828.14
10260442570	MATTHEW T MELLO	30231G102	EXXON MOBIL CORP	190.00	16,444.50	6,790.87
10260442570	MATTHEW T MELLO	31428X106	FEDEX CORP	110.00	10,089.20	10,143.06
10260442570	MATTHEW T MELLO	316071109	FIDELITY CONTRAFUND INC	3,730.23	289,353.94	250,000.00
10260442570	MATTHEW T MELLO	343412102	FLUOR CORP NEW	90.00	5,286.60	5,140 68
10260442570	MATTHEW T MELLO	345370860	FORD MOTOR CO	510.00	6,604.50	8,384.69
10260442570	MATTHEW T MELLO	369604103	GENERAL ELECTRIC COMPANY	600.00	12,594.00	12,503.55

10260442570	MATTHEW T MELLO	411511306	HARBOR FD INTL FD	3,165.05	196,613.40	200,000.00
10260442570	MATTHEW T MELLO	413838103	HARRIS ASSOC INVT TR OAKMARK	5,897.61	286,211.35	250,000.00
10260442570	MATTHEW T MELLO	45666Q102	INFORMATICA CORP	100.00	3,032.00	2,944.98
10260442570	MATTHEW T MELLO	45865V100	INTERCONTINENTALEXCHANGE INC	36.00	4,457.16	4,458.94
10260442570	MATTHEW T MELLO	459200101	INTERNATIONAL BUSINESS MACHI	49.00	9,385.95	5,207.23
10260442570	MATTHEW T MELLO	461202103	INTUIT	90.00	5,352.79	4,651.53
10260442570	MATTHEW T MELLO	464287804	ISHARES CORE S&P SMALL-CAP E	1,125.00	87,862.50	53,396 70
10260442570	MATTHEW T MELLO	46625H100	JP MORGAN CHASE & CO	301.00	13,234.70	6,535.71
10260442570	MATTHEW T MELLO	478160104	JOHNSON & JOHNSON	140.00	9,814.00	9,192.81
10260442570	MATTHEW T MELLO	532457108	LILLY ELI & CO	190.00	9,370.80	9,394.91
10260442570	MATTHEW T MELLO	561709478	THE YACKTMAN FUND	14,392.63	275,187.10	250,000.00
10260442570	MATTHEW T MELLO	577130107	MATTHEWS PACIFIC TIGER FD I	8,565.31	209,164.87	200,000.00
10260442570	MATTHEW T MELLO	58155Q103	MCKESSON CORPORATION	70.00	6,787.20	3,189.87
10260442570	MATTHEW T MELLO	58933Y105	MERCK & CO INC	186.00	7,614.84	4,589.94
10260442570	MATTHEW T MELLO	615369105	MOODYS CORP	220.00	11,070.40	9,830.39
10260442570	MATTHEW T MELLO	637071101	NATIONAL OILWELL VARCO INC.	150.00	10,252.50	10,476.98
10260442570	MATTHEW T MELLO	65248E203	NEWS CORP INC	480.00	12,595.20	8,382.97
10260442570	MATTHEW T MELLO	65339F101	NEXTERA ENERGY INC	210.00	14,529.90	11,463.52
10260442570	MATTHEW T MELLO	674599105	OCCIDENTAL PETROLEUM CORP	102.00	7,814.22	5,662.75
10260442570	MATTHEW T MELLO	68389X105	ORACLE CORP	300.00	9,996.00	5,091.66
10260442570	MATTHEW T MELLO	693656100	P V H CORP	70.00	7,770.70	5,164.39
10260442570	MATTHEW T MELLO	713448108	PEPSICO INC	220.00	15,054.60	9,844.45
10260442570	MATTHEW T MELLO	717081103	PFIZER INC	926.00	23,223.43	15,997.94
10260442570	MATTHEW T MELLO	718172109	PHILIP MORRIS INTERNAT-W/I	160.00	13,382.40	7,446.30
10260442570	MATTHEW T MELLO	74005P104	PRAXAIR INC	60.00	6,567.00	2,646.50
10260442570	MATTHEW T MELLO	74144T108	T ROWE PRICE GROUP INC	100.00	6,511.71	6,005.00
10260442570	MATTHEW T MELLO	747525103	QUALCOMM INC	210.00	12,990.52	8,184.23
10260442570	MATTHEW T MELLO	751028101	RALCORP HLDGS INC NEW	50.00	4,482.50	3,680.20
10260442570	MATTHEW T MELLO	770323103	ROBERT HALF INTL INC	140.00	4,454.80	3,794.80
10260442570	MATTHEW T MELLO	80105N105	SANOFI	350.00	16,583.00	13,073.01
10260442570	MATTHEW T MELLO	83088M102	SKYWORKS SOLUTIONS INC	200.00	4,060.00	4,683.22
10260442570	MATTHEW T MELLO	87612E106	TARGET CORP	100.00	5,917.00	5,293.78
10260442570	MATTHEW T MELLO	88076W103	TERADATA CORPORATION	60.00	3,713.40	2,847.28
10260442570	MATTHEW T MELLO	89353D107	TRANSCANADA CORP	120.00	5,678.40	5,122.50
10260442570	MATTHEW T MELLO	904767704	UNILEVER PLC ADR	380.00	14,713.60	10,319.34
10260442570	MATTHEW T MELLO	922042858	VANGUARD MSCI EMERGING MARKE	4,200.00	187,026.00	196,182.00
10260442570	MATTHEW T MELLO	928563402	VMWARE INC-CLASS A	70.00	6,589.80	6,193.00
10260442570	MATTHEW T MELLO	936772102	WASATCH SMALL CAP GROWTH FUN	3,873.72	159,946.19	160,463.77
10260442570	MATTHEW T MELLO	949746101	WELLS FARGO & COMPANY	520.00	17,773.60	12,817.85
TOTAL FOR ACCT#10260442570					2,670,648.95	2,378,477.10

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
THE IRISH-AMERICAN PARTNERSHIP	33 BROAD ST	BOSTON	MA	02109		NONE	PUBLIC	GENERAL OPERATIONAL	45,000
DIOCESE OF HELENA; GUATEMALA MISSION	P O. BOX 1729	HELENA	MT	59624		NONE	PUBLIC	GENERAL OPERATIONAL	2,000
TANZANIA CHILDREN'S FUND	P.O. BOX 382006	CAMBRIDGE	MA	02238		NONE	PUBLIC	GENERAL OPERATIONAL	20,000
ANIMALS ASIA	300 BROADWAY, SUITE 32	SAN FRANCISCO	CA	94133-4587		NONE	PUBLIC	GENERAL OPERATIONAL	15,000
NEW YORK TIMES NEEDIEST CASES FUND	4 CHASE METROTECH CENTER, 7TH FLOOR EAST	BROOKLYN	NY	11245		NONE	PUBLIC	GENERAL OPERATIONAL	15,000
DOCTOR'S WITHOUT BORDERS	333 7TH AVE, 2ND FLOOR	NEW YORK	NY	10001-5004		NONE	PUBLIC	GENERAL OPERATIONAL	15,000

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

Recipient(s) paid during the year

Name
SOUTHAMPTON FRESH AIR FUND
Street
36 BARKERS ISLAND RD

City	State	Zip Code	Foreign Country
SOUTHAMPTON	NY	11968	

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATIONAL	15,000

Name
CITY MEALS ON WHEELS
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATIONAL	10,000

Name
CITY HARVEST
Street
575 8TH AVENUE, 4TH FLOOR

City	State	Zip Code	Foreign Country
NEW YORK	NY	10018	

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATIONAL	10,000

Name
WILDLIFE RESCUE CENTER
Street
22 W. MONTAUK HIGHWAY

City	State	Zip Code	Foreign Country
HAMPTON BAYS	NY	11946	

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATIONAL	10,000

Name
ANIMAL RESCUE FUND
Street
228 WEST MONTAUK HIGHWAY

City	State	Zip Code	Foreign Country
HAMPTON BAYS	NY	11946	

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATIONAL	10,000

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount