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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 7/1/2012, and ending 6/30/2013

Name of foundation <b>BELLA SPEWACK ARTICLE 5TH TR # 492391</b>		A Employer identification number <b>13-3669246</b>
Number and street (or P O box number if mail is not delivered to street address) <b>BNY Mellon, N.A. - P O Box 185</b>	Room/suite	B Telephone number (see instructions) <b>(215) 533-4741</b>
City or town, state, and ZIP code <b>Pittsburgh PA 15230-0185</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 1,311,873</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	31,308	31,161		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	14,653			
	b Gross sales price for all assets on line 6a	132,234			
	7 Capital gain net income (from Part IV, line 2)		14,653		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	45,961	45,814	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	14,378	8,339		6,039
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	827	342		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	250			250
	24 Total operating and administrative expenses. Add lines 13 through 23	15,455	8,681	0	6,289
	25 Contributions, gifts, grants paid	50,000			50,000
26 Total expenses and disbursements. Add lines 24 and 25	65,455	8,681	0	56,289	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-19,494				
b Net investment income (if negative, enter -0-)		37,133			
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) BELLA SPEWACK ARTICLE 5TH TR # 492391

13-3669246

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	66,145	67,261	67,261
	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)	94,372		
	b Investments—corporate stock (attach schedule)	549,886		
	c Investments—corporate bonds (attach schedule)	280,187		
	Liabilities	11 Investments—land, buildings, and equipment basis ▶		
Less accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)			903,730	1,244,612
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)		990,590	970,991	1,311,873
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. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	990,590	970,991	
	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)	990,590	970,991		
31 Total liabilities and net assets/fund balances (see instructions)	990,590	970,991		

## 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	990,590
2 Enter amount from Part I, line 27a	2	-19,494
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	971,096
5 Decreases not included in line 2 (itemize) ▶ LOSS ON PRIOR YEAR SALE SETTLED IN CURRENT YEAR	5	105
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	970,991

**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.)
<b>1a</b> See Attached Statement			
<b>b</b> See Attached Statement			
<b>c</b> See Attached Statement			
<b>d</b> See Attached Statement			
<b>e</b> 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)
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

  

<b>2</b> 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 }	<b>2</b>	14,653
<b>3</b> 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 }	<b>3</b>	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	70,961	1,242,892	0.057093
2010	64,362	1,245,547	0.051674
2009	66,268	1,185,003	0.055922
2008	76,180	1,145,577	0.066499
2007	77,465	1,494,666	0.051828

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.283016
<b>3</b> 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	<b>3</b>	0.056603
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	1,304,308
<b>5</b> Multiply line 4 by line 3	<b>5</b>	73,828
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	371
<b>7</b> Add lines 5 and 6	<b>7</b>	74,199
<b>8</b> 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.	<b>8</b>	56,289

**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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	743	
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	743	
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	743	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	472		
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	472		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	271		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> NY AG REG #04-75-71		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BNY MELLON, N A Telephone no ► (215) 533-4741 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No  
Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BNY Mellon, N A P O Box 185 Pittsburgh, PA 15230-0185 0	TRUSTEE SEE ATTACHED	15,161	NONE	NONE
BNY Mellon, N.A. P O Box 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-4,547	N/A	N/A
MINNA ELIAS 336 WEST END AVENUE, APT 5A NEW YORK	CO-TRUSTEE 1-10	1,882	NONE	NONE
AMOTZ BAR-NOY 336 WEST END AVENUE, APT 5A NEW YORK	CO-TRUSTEE 1-10	1,882	NONE	NONE

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

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

Total number of other employees paid over \$50,000 ☐ NONE

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		NONE

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,263,118
<b>b</b>	Average of monthly cash balances	<b>1b</b>	61,053
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,324,171
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,324,171
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	19,863
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,304,308
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	65,215

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	65,215
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	743
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	743
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	64,472
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	64,472
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	64,472

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	56,289
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	NONE
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	56,289
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	56,289

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				64,472
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007	4,126			
<b>b</b> From 2008	19,529			
<b>c</b> From 2009	7,692			
<b>d</b> From 2010	2,542			
<b>e</b> From 2011	9,756			
<b>f</b> Total of lines 3a through e	43,645			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 56,289				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				56,289
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )	8,183			8,183
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	35,462			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b			0	
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	35,462			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008	15,472			
<b>b</b> Excess from 2009	7,692			
<b>c</b> Excess from 2010	2,542			
<b>d</b> Excess from 2011	9,756			
<b>e</b> Excess from 2012				



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

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			<b>▶ 3a</b>	50,000
<b>b</b> Approved for future payment NONE				
<b>Total</b>			<b>▶ 3b</b>	NONE



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

- |   |       |     |    |
|---|-------|-----|----|
| <p><b>1</b> 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?</p>   |       | Yes | No |
| <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p>  |       |     |    |
| <p>(1) Cash</p>   | 1a(1) |     | X  |
| <p>(2) Other assets</p>   | 1a(2) |     | X  |
| <p><b>b</b> Other transactions:</p>   |       |     |    |
| <p>(1) Sales of assets to a noncharitable exempt organization</p>   | 1b(1) |     | X  |
| <p>(2) Purchases of assets from a noncharitable exempt organization</p>   | 1b(2) |     | X  |
| <p>(3) Rental of facilities, equipment, or other assets</p>   | 1b(3) |     | X  |
| <p>(4) Reimbursement arrangements</p>   | 1b(4) |     | X  |
| <p>(5) Loans or loan guarantees</p>   | 1b(5) |     | X  |
| <p>(6) Performance of services or membership or fundraising solicitations</p>   | 1b(6) |     | X  |
| <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p>  | 1c    |     | X  |
| <p><b>d</b> 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</p> |       |     |    |

[illegible]

- 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.

ang

10/30/2013

VICE PRESIDENT  
Title

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 \_\_\_\_\_

PTIN
------

Shawn P Hanlon

*[Signature]* CPA

10/30/2013

Check ☒ if self-employed

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
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BELLA SPEWACK ARTICLE 5TH TR # 492391

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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**

ACTOR'S FUND OF AMERICA

**Street**

729 7TH AVENUE #10

**City**

NEW YORK

**State**

NY

**Zip Code**

10019

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

OPERATIONAL

**Amount**

1,300

**Name**

HASHOMER HATZAIR

**Street**

114 WEST 26TH STREET, SUITE 1001

**City**

NEW YORK

**State**

NY

**Zip Code**

10001

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

OPERATIONAL

**Amount**

3,700

**Name**

THE ISRAEL SPORT CENTER FOR THE DISABLED

**Street**

500 LAKE COOK ROAD, SUITE 350

**City**

DEERFIELD

**State**

IL

**Zip Code**

60015

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

OPERATIONAL

**Amount**

40,000

**Name**

NATIONAL COUNCIL OF JEWISH WOMEN

**Street**

475 RIVERSIDE DRIVE, SUITE 1901

**City**

NEW YORK

**State**

NY

**Zip Code**

10115

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

OPERATIONAL

**Amount**

1,500

**Name**

UJA- FEDERATION OF NY, INC

**Street**

130 EAST 59TH STREET

**City**

NEW YORK

**State**

NY

**Zip Code**

10022

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

OPERATIONAL

**Amount**

1,500

**Name**

VARIETY CHILD LEARNING CENTER

**Street**

47 HUMPHREY DRIVE

**City**

SYOSSET

**State**

NY

**Zip Code**

11791

**Foreign Country****Relationship**

NONE

**Foundation Status**

PUBLIC

**Purpose of grant/contribution**

OPERATIONAL

**Amount**

1,000

BELLA SPEWACK ARTICLE 5TH TR # 492391

13-3669246 Page 2 of 2

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

Recipient(s) paid during the year

Name

WOMEN IN NEED, INC

Street

115 W 31ST STREET

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

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

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount



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

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

ACCOUNT NAME	CUSIP ID	SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
BELLA SPEWACK ART. 5TH 991061052	CRA (BNY MELLON, N.A., MEMBER FDIC)	30,616.11	30,616.11	30,616.11	30,616.11
BELLA SPEWACK ART. 5TH 991061052	CRA (BNY MELLON, N.A., MEMBER FDIC)	36,645.09	36,645.09	36,645.09	36,645.09
BELLA SPEWACK ART. 5TH 002068102	AT&T INC	80.00	2,832.00	2,832.00	2,315.20
BELLA SPEWACK ART. 5TH 005076103	ACTAVIS INC	30.00	3,786.60	3,786.60	1,457.70
BELLA SPEWACK ART. 5TH 00724F101	ADOBE SYSTEMS INC	80.00	3,644.80	3,644.80	3,171.04
BELLA SPEWACK ART. 5TH 00846U101	AGILENT TECHNOLOGIES INC	70.00	2,993.20	2,993.20	2,634.90
BELLA SPEWACK ART. 5TH 023135106	AMAZON.COM INC	20.00	5,553.80	5,553.80	3,919.43
BELLA SPEWACK ART. 5TH 037833100	APPLE INC	300.00	118,959.00	118,959.00	19,242.00
BELLA SPEWACK ART. 5TH 073730103	BEAM INC	50.00	3,155.50	3,155.50	3,074.85
BELLA SPEWACK ART. 5TH 110122108	BRISTOL-MYERS SQUIBB CO	30.00	1,340.70	1,340.70	1,413.74
BELLA SPEWACK ART. 5TH 111320107	BROADCOM CORP CL A	100.00	3,379.50	3,379.50	3,399.49
BELLA SPEWACK ART. 5TH 14040H105	CAPITAL ONE FINANCIAL CORP	50.00	3,140.50	3,140.50	2,689.70
BELLA SPEWACK ART. 5TH 149123101	CATERPILLAR INC	70.00	5,774.30	5,774.30	5,569.20
BELLA SPEWACK ART. 5TH 150870103	CELANESE CORP -SER A	100.00	4,480.00	4,480.00	3,270.60
BELLA SPEWACK ART. 5TH 15189T107	CENTERPOINT ENERGY INC	160.00	3,758.40	3,758.40	3,150.15
BELLA SPEWACK ART. 5TH 166764100	CHEVRON CORPORATION	50.00	5,917.00	5,917.00	4,332.57
BELLA SPEWACK ART. 5TH 191216100	COCA - COLA CO	80.00	3,208.80	3,208.80	2,475.60
BELLA SPEWACK ART. 5TH 20030N101	COMCAST CORP CL A	70.00	2,922.50	2,922.50	2,076.69
BELLA SPEWACK ART. 5TH 22160K105	COSTCO WHSL CORP NEW	50.00	5,528.50	5,528.50	3,256.50
BELLA SPEWACK ART. 5TH 254687106	WALT DISNEY CO/THE DOVER CORP	100.00	6,315.00	6,315.00	3,306.70
BELLA SPEWACK ART. 5TH 260003108	EQUINIX INC	60.00	4,659.60	4,659.60	3,723.12
BELLA SPEWACK ART. 5TH 29444U502	EXPRESS SCRIPTS HOLDING CO	14.00	2,586.08	2,586.08	2,895.46
BELLA SPEWACK ART. 5TH 30219G108	EXXON MOBIL CORP	80.00	4,939.20	4,939.20	3,731.78
BELLA SPEWACK ART. 5TH 30231G102	FAMILY DLR STORES INC	700.00	63,245.00	63,245.00	10,412.50
BELLA SPEWACK ART. 5TH 307000109	FREEPORT MCMORAN COPPER & GOLD INC	40.00	2,492.40	2,492.40	2,785.68
BELLA SPEWACK ART. 5TH 35671D857	GENERAL ELECTRIC COMPANY	80.00	2,208.80	2,208.80	3,488.40
BELLA SPEWACK ART. 5TH 369604103	GILEAD SCIENCES INC	210.00	4,869.90	4,869.90	3,450.30
BELLA SPEWACK ART. 5TH 375538103	GOOGLE INC - CL A	80.00	4,101.60	4,101.60	1,627.95
BELLA SPEWACK ART. 5TH 38259P508	HALLIBURTON CO	10.00	8,803.70	8,803.70	7,981.92
BELLA SPEWACK ART. 5TH 406216101	HONEYWELL INTL INC	70.00	2,920.40	2,920.40	2,293.52
BELLA SPEWACK ART. 5TH 437076102	INTERCONTINENTAL EXCHANGE INC	100.00	7,747.00	7,747.00	3,178.70
BELLA SPEWACK ART. 5TH 438516106	INTERNATIONAL BUSINESS MACHINES CORP	90.00	7,140.60	7,140.60	3,964.50
BELLA SPEWACK ART. 5TH 45865V100	JP MORGAN CHASE & CO	30.00	5,332.80	5,332.80	3,931.61
BELLA SPEWACK ART. 5TH 459200101	JOHNSON & JOHNSON	15.00	2,866.65	2,866.65	1,551.00
BELLA SPEWACK ART. 5TH 46625H100	JOHNSON CONTROLS INC	60.00	3,167.40	3,167.40	2,331.44
BELLA SPEWACK ART. 5TH 478160104	LAS VEGAS SANDS CORP	600.00	51,516.00	51,516.00	6,748.12
BELLA SPEWACK ART. 5TH 478366107	MARATHON OIL CORP	90.00	3,221.10	3,221.10	2,751.06
BELLA SPEWACK ART. 5TH 517834107	METLIFE INC	80.00	4,234.40	4,234.40	3,525.82
BELLA SPEWACK ART. 5TH 565849106	MONDELEZ INTERNATIONAL	140.00	4,841.20	4,841.20	4,069.29
BELLA SPEWACK ART. 5TH 59156R108	NUCOR CORP	110.00	5,033.60	5,033.60	3,759.97
BELLA SPEWACK ART. 5TH 609207105	OCCIDENTAL PETROLEUM CORP	190.00	5,420.70	5,420.70	4,015.25
BELLA SPEWACK ART. 5TH 670346105	PNC FINANCIAL SERVICES GROUP	70.00	3,032.40	3,032.40	3,049.94
BELLA SPEWACK ART. 5TH 674599105	P V H CORP	30.00	2,676.90	2,676.90	2,296.06
BELLA SPEWACK ART. 5TH 693475105	PEPSICO INC	100.00	7,292.00	7,292.00	5,452.71
BELLA SPEWACK ART. 5TH 693656100	PHILIP MORRIS INTERNAT	23.00	2,876.15	2,876.15	2,776.62
BELLA SPEWACK ART. 5TH 713448108		600.00	49,074.00	49,074.00	8,171.07
BELLA SPEWACK ART. 5TH 717081103		100.00	2,801.00	2,801.00	1,777.00
BELLA SPEWACK ART. 5TH 718172109		50.00	4,331.00	4,331.00	2,802.50

BELLA SPEWACK ART. 5TH 742718109	PROCTER & GAMBLE CO	682.00	52,507.18	12,223.75
BELLA SPEWACK ART. 5TH 747525103	QUALCOMM INC	30.00	1,832.70	1,642.11
BELLA SPEWACK ART. 5TH 79466L302	SALESFORCE.COM INC	96.00	3,665.28	2,762.40
BELLA SPEWACK ART. 5TH 80004C101	SANDISK CORP	10.00	611.00	609.84
BELLA SPEWACK ART. 5TH 816851109	SEMPRA ENERGY	50.00	4,088.00	2,689.50
BELLA SPEWACK ART. 5TH 845467109	SOUTHWESTERN ENERGY CO	100.00	3,653.00	3,488.87
BELLA SPEWACK ART. 5TH 857477103	STATE STREET CORP	100.00	6,521.00	3,838.24
BELLA SPEWACK ART. 5TH 89417E109	THE TRAVELERS COMPANIES INC	50.00	3,996.00	3,182.18
BELLA SPEWACK ART. 5TH 907818108	UNION PAC CORP	16.00	2,468.48	1,311.04
BELLA SPEWACK ART. 5TH 913017109	UNITED TECHNOLOGIES CORP	70.00	6,505.80	4,228.70
BELLA SPEWACK ART. 5TH 91913Y100	VALERO ENERGY CORP NEW	120.00	4,172.40	2,325.28
BELLA SPEWACK ART. 5TH 92343V104	VERIZON COMMUNICATIONS INC	80.00	4,027.20	3,145.18
BELLA SPEWACK ART. 5TH 949746101	WELLS FARGO & COMPANY	190.00	7,841.30	5,074.48
BELLA SPEWACK ART. 5TH 984332106	YAHOO INC	200.00	5,026.00	3,696.65
BELLA SPEWACK ART. 5TH 988498101	YUM! BRANDS INC	50.00	3,467.00	2,517.94
BELLA SPEWACK ART. 5TH 98956P102	ZIMMER HOLDINGS INC	80.00	5,995.20	4,019.90
BELLA SPEWACK ART. 5TH 007565302	ADVANTAGE GLOBAL ALPHA-I	819.06	10,975.43	11,000.00
BELLA SPEWACK ART. 5TH 26201H500	DREYFUS EMERGING MARKETS - I	2,116.17	19,024.40	27,023.64
BELLA SPEWACK ART. 5TH 48121A670	HIGHBRIDGE DYNAMIC COMM STRAT FUND-E	585.91	7,001.67	12,560.19
BELLA SPEWACK ART. 5TH 261980759	DREYFUS HIGH YIELD-I	6,689.71	43,683.87	50,157.69
BELLA SPEWACK ART. 5TH 37733W105	GLAXO SMITHKLINE PLC SPONS ADR	80.00	3,997.60	3,637.56
BELLA SPEWACK ART. 5TH 806857108	SCHLUMBERGER LTD	40.00	2,866.40	2,415.20
BELLA SPEWACK ART. 5TH 82481R106	SHIRE PLC	40.00	3,804.40	3,534.61
BELLA SPEWACK ART. 5TH 881624209	TEVA PHARMACEUTICAL INDS ADR	130.00	5,096.00	5,198.45
BELLA SPEWACK ART. 5TH G0408V102	AON PLC	90.00	5,791.50	4,466.68
BELLA SPEWACK ART. 5TH G1151C101	ACCENTURE PLC-CL A	40.00	2,878.40	1,681.99
BELLA SPEWACK ART. 5TH G2554F113	COVIDIEN PLC	70.00	4,398.80	2,807.80
BELLA SPEWACK ART. 5TH G29183103	EATON CORP PLC	70.00	4,606.70	3,615.85
BELLA SPEWACK ART. 5TH G47791101	INGERSOLL-RAND PLC	90.00	4,996.80	3,666.20
BELLA SPEWACK ART. 5TH G4918T108	INVESCO LTD	190.00	6,042.00	4,102.29
BELLA SPEWACK ART. 5TH 05569M442	BNY MELLON SM/MID CAP-M	1,685.77	24,814.56	25,000.00
BELLA SPEWACK ART. 5TH 05569M566	BNY MELLON INTERNAT APPREC-M	6,311.81	75,489.25	93,179.22
BELLA SPEWACK ART. 5TH 05569M806	BNY MELLON S/C MULTI-STRATEGY FUND	7,391.56	104,073.21	87,226.50
BELLA SPEWACK ART. 5TH 05569M814	BNY MELLON INTERMEDIATE BD-M	7,748.28	99,100.54	94,372.46
BELLA SPEWACK ART. 5TH 05569M830	BNY MELLON BOND FUND-M	18,420.87	239,471.43	232,028.12
			1,311,873.38	970,991.06

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

Long Term CG Distributions										Amount		Totals										Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions										2,014		Capital Gains/Losses Other sales										132,234		117,581		14,653	
										0												0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss													
1	ACTAVIS INC	00507K103			11/2/2010		3/14/2013	2,738	1,450				0	1,278													
2	AIR PRODS & CHEMS INC	009158106			9/29/2010		4/24/2013	2,569	2,490				0	79													
3	BB & T CORPORATION	054937107			6/20/2011		7/19/2012	1,912	1,575				0	337													
4	BB & T CORPORATION	054937107			4/26/2011		7/19/2012	956	781				0	175													
5	BB & T CORPORATION	054937107			4/26/2011		4/15/2013	2,735	2,342				0	393													
6	BB & T CORPORATION	054937107			11/8/2011		4/15/2013	304	240				0	64													
7	BAIDU INC	056752108			6/27/2011		7/2/2012	1,117	1,325				0	-208													
8	BAIDU INC	056752108			6/27/2011		7/11/2012	217	265				0	-48													
9	BAIDU INC	056752108			1/9/2012		7/11/2012	760	844				0	-84													
10	BROADCOM CORP CL A	111320107			9/27/2012		3/22/2013	685	704				0	-19													
11	C S T BRANDS INC	12646R105			11/9/2012		5/3/2013	66	51				0	15													
12	C S T BRANDS INC	12646R105			9/29/2010		5/3/2013	291	130				0	161													
13	C S T BRANDS INC	12646R105			9/29/2010		5/22/2013	7	3				0	4													
14	CARNIVAL CORP	143658300			9/29/2010		6/21/2013	3,993	4,677				0	-684													
15	CENTERPOINT ENERGY INC	15189T107			9/25/2012		4/24/2013	483	428				0	55													
16	CHEVRON CORPORATION	166764100			9/29/2010		11/9/2012	849	845				0	204													
17	CITIGROUP INC	172967424			9/29/2010		7/19/2012	2,736	4,022				0	-1,286													
18	Coca-Cola Co	191216100			11/2/2010		4/4/2013	3,226	2,476				0	750													
19	COMCAST CORP CL A	20030N101			7/11/2012		10/9/2012	1,068	948				0	118													
20	COMCAST CORP CL A	20030N101			7/11/2012		11/19/2012	716	632				0	84													
21	COMCAST CORP CL A	20030N101			7/11/2012		3/26/2013	829	632				0	197													
22	COMCAST CORP CL A	20030N101			6/19/2012		3/26/2013	415	315				0	100													
23	PFIZER INC	717081103			11/2/2010		5/24/2013	1,451	888				0	563													
24	PLAINS EXPLORATION & PR	726505100			9/29/2010		12/6/2012	870	512				0	358													
25	PLAINS EXPLORATION & PR	726505100			9/29/2010		12/12/2012	2,695	1,536				0	1,159													
26	QUALCOMM INC	747525103			21/02/2012		4/17/2013	1,283	1,235				0	48													
27	QUALCOMM INC	747525103			11/30/2011		4/17/2013	642	548				0	94													
28	QUALCOMM INC	747525103			11/30/2011		4/25/2013	1,247	1,097				0	150													
29	GUGGENHEIM MANAGED FUT	78356A160			4/27/2011		3/26/2013	10,562	13,000				0	-2,438													
30	SEMPRA ENERGY	816951109			9/29/2010		12/12/2012	2,147	1,614				0	533													
31	SOUTHWESTERN ENERGY C	845467109			9/27/2012		3/22/2013	377	349				0	28													
32	TERADATA CORPORATION	88076W103			9/29/2010		3/5/2013	2,359	1,543				0	816													
33	TERADATA CORPORATION	88076W103			9/29/2010		3/7/2013	1,724	1,158				0	566													
34	TEXAS INSTRUMENTS INC	882508104			11/4/2011		9/27/2012	2,216	2,553				0	-337													
35	TEXAS INSTRUMENTS INC	882508104			11/02/2012		9/27/2012	1,385	1,519				0	-134													
36	TEXAS INSTRUMENTS INC	882508104			11/2/2012		9/27/2012	554	625				0	-71													
37	TEXAS INSTRUMENTS INC	882508104			11/8/2012		9/27/2012	277	331				0	-54													
38	TEXAS INSTRUMENTS INC	882508104			11/8/2012		9/27/2012	554	677				0	-123													
39	US BANCORP	902973304			9/29/2010		11/7/2013	5,262	3,474				0	1,788													
40	UNION PAC CORP	907818108			9/29/2010		12/8/2013	1,860	1,147				0	713													
41	VALERO ENERGY CORP NEW	91913Y100			12/21/2010		8/15/2012	1,143	891				0	252													
42	VALERO ENERGY CORP NEW	91913Y100			9/29/2010		8/15/2012	857	512				0	345													
43	VALERO ENERGY CORP NEW	91913Y100			9/29/2010		9/27/2012	938	512				0	426													
44	VALERO ENERGY CORP NEW	91913Y100			11/9/2012		12/14/2012	966	593				0	73													
45	VERIZON COMMUNICATIONS	92343V104			4/19/2013		6/7/2013	499	520				0	-21													
46	YUM! BRANDS INC	988498101			10/28/2011		7/11/2012	1,240	1,081				0	159													
47	YUM! BRANDS INC	988498101			9/29/2010		7/11/2012	1,240	930				0	310													
48	ACCENTURE PLC-CL A	G1151C101			9/29/2010		9/28/2012	700	604				0	96													
49	ACCENTURE PLC-CL A	G1151C101			3/5/2013		6/5/2013	797	768				0	29													
50	ACCENTURE PLC-CL A	G1151C101			9/29/2010		6/5/2013	797	420				0	377													
51	EATON CORP PLC	G29183103			11/30/2012		4/24/2013	1,169	1,033				0	136													
52	INVESCO LTD	G491BT108			9/29/2010		7/19/2012	671	648				0	23													
53	NOBLE CORPORATION	H5833N103			21/02/2012		9/27/2012	1,776	1,939				0	-163													
54	NXP SEMICONDUCTORS N V	N6596X109			5/3/2011		11/5/2012	773	972				0	-189													
55	NXP SEMICONDUCTORS N V	N6596X109			5/5/2011		11/5/2012	258	314				0	-56													
56	NXP SEMICONDUCTORS N V	N6596X109			5/12/2011		2/4/2013	889	891				0	-2													
57	NXP SEMICONDUCTORS N V	N6596X109			5/12/2011		3/4/2013	633	594				0	39													
58	QEP RESOURCES INC	74733V100			9/29/2010		11/9/2012	2,563	2,691				0	-128													
59	QUALCOMM INC	747525103			11/19/2012		3/13/2013	666	623				0	45													
60	COMCAST CORP CL A	20030N101			6/19/2012		6/7/2013	410	315				0	95													
61	COMCAST CORP CL A	20030N101			6/27/2012		6/7/2013	410	312				0	98													
62	COMCAST CORP CL A	20030N101			5/1/2012		6/20/2013	1,172	921				0	251													
63	WALT DISNEY CO/THE	254687106			9/29/2010		21/7/2013	3,275	1,984				0	1,291													
64	E M C CORP MASS	268648102			4/1/2011		11/5/2012	1,485	1,610				0	-125													
65	E M C CORP MASS	268648102			4/1/2011		11/7/2012	493	537				0	-44													
66	E M C CORP MASS	268648102			4/19/2011		11/7/2012	246	265				0	-19													
67	E M C CORP MASS	268648102			4/19/2011		21/7/2013	984	1,061				0	-77													
68	E M C CORP MASS	268648102			4/7/2011		21/2/2013	979	1,048				0	-70													

## 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, Other Basis and Expenses	Depreciation		
Long Term CG Distributions									Amount	2,014	14,653		
Short Term CG Distributions										0	0		
69	X EATON CORP ACTION	278058102			1/1/2001		12/5/2012	4,649				0	1,421
70	X GENERAL ELECTRIC COMPAN	369604103			9/29/2010		1/28/2013	448	3,228			0	119
71	X GILEAD SCIENCES INC	375558103			10/20/2011		1/18/2013	1,554	814			0	740
72	X GILEAD SCIENCES INC	375558103			10/20/2011		5/13/2013	1,086	407			0	679
73	X INTERNATIONAL BUSINESS M	459200101			3/6/2012		4/18/2013	854	990			0	-36
74	X INTERNATIONAL BUSINESS M	459200101			9/28/2012		4/19/2013	572	622			0	-50
75	X INTERNATIONAL BUSINESS M	459200101			3/13/2013		4/18/2013	572	636			0	-64
76	X INTERNATIONAL BUSINESS M	459200101			4/3/2013		4/18/2013	763	854			0	-81
77	X INTERNATIONAL BUSINESS M	459200101			4/1/2002		4/19/2013	1,907	1,034			0	873
78	X INTERNATIONAL BUSINESS M	459200101			4/1/2002		4/23/2013	960	517			0	443
79	X JP MORGAN CHASE & CO	46625H100			9/29/2010		7/19/2012	2,099	2,331			0	-232
80	X JOHNSON CONTROLS INC	478366107			9/29/2010		7/11/2012	1,879	2,140			0	-261
81	X KRAFT FOODS GROUP INC	50076Q106			9/29/2010		10/10/2012	2,597	1,840			0	757
82	X KRAFT FOODS GROUP INC	50076Q106			9/29/2010		10/25/2012	30	22			0	8
83	X MEAD JOHNSON NUTRITION	582839106			8/9/2011		4/4/2013	757	687			0	90
84	X MEAD JOHNSON NUTRITION	582839106			10/28/2011		4/4/2013	2,270	2,209			0	61
85	X MERCK & CO INC	58933Y105			12/15/2011		9/25/2012	1,808	1,444			0	384
86	X MERCK & CO INC	58933Y105			12/15/2011		9/26/2012	2,716	2,166			0	550
87	X OCCIDENTAL PETROLEUM CO	674599105			12/12/2012		3/6/2013	1,633	1,551			0	102
88	X PFIZER INC	717081103			9/21/1999		2/4/2013	5,179	6,918			0	-1,739
89	X PFIZER INC	717081103			11/2/2010		2/4/2013	273	178			0	95
90	X NXP SEMICONDUCTORS N V	N6596X109			6/28/2011		4/3/2013	824	752			0	72
91	X NXP SEMICONDUCTORS N V	N6596X109			1/18/2012		4/3/2013	824	571			0	253

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

		827	342	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	342	342		
2	PY EXCISE TAX DUE	13			
3	ESTIMATED EXCISE PAYMENTS	472			

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

		250	0	0	250
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	NY AG REG FILING FEE	250	0		250

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

		0		903,730		1,244,612
		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year	
1	OTHER ASSETS			903,730	1,244,612	



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

Long Term CG Distributions															Amount	
Short Term CG Distributions															2014	
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			
1 ACTAVIS INC	00507K103		11/2/2010	3/14/2013	2,738			1,460	1,278				0	12,639		
2 AIR PRODS & CHEMS INC	008158106		9/29/2010	4/24/2013	2,569			2,490	79				0	12,639		
3 B & T CORPORATION	054937107		6/20/2011	7/19/2012	1,812			1,575	237				0	12,639		
4 B & T CORPORATION	054637107		4/26/2011	7/19/2012	956			781	175				0	12,639		
5 B & T CORPORATION	054937107		4/26/2011	4/15/2012	2,735			2,242	393				0	12,639		
6 B & T CORPORATION	054637107		11/6/2011	4/15/2013	304			240	64				0	12,639		
7 BAIDU INC	056752108		6/27/2011	7/22/2012	1,117			1,325	-208				0	12,639		
8 BAIDU INC	056752108		6/27/2011	7/11/2012	217			265	-48				0	12,639		
9 BAIDU INC	056752108		1/6/2012	7/11/2012	760			844	-84				0	12,639		
10 BROADCOM CORP CL A	111320107		9/27/2012	3/22/2013	685			704	-19				0	12,639		
11 C S T BRANDS INC	12846R105		1/16/2012	5/3/2013	291			130	161				0	12,639		
12 C S T BRANDS INC	12846R105		9/29/2010	5/3/2013	7			4	3				0	12,639		
13 C S T BRANDS INC	12846R105		9/29/2010	5/22/2013	7			4,677	-684				0	12,639		
14 CARNIVAL CORP	143958300		9/29/2010	6/21/2013	3,993			428	55				0	12,639		
15 CENTERPOINT ENERGY INC	151887107		9/25/2012	4/24/2013	483			645	204				0	12,639		
16 CHEVRON CORPORATION	166764100		9/29/2010	7/19/2012	2,738			4,022	-1,286				0	12,639		
17 CI GROUP INC	172967424		9/29/2010	7/19/2012	3,228			2,476	750				0	12,639		
18 COCA - COLA CO	191216100		11/2/2010	4/4/2013	1,068			948	118				0	12,639		
19 COMCAST CORP CL A	20303N101		7/11/2012	1/19/2013	716			632	84				0	12,639		
20 COMCAST CORP CL A	20303N101		7/11/2012	3/28/2013	829			315	197				0	12,639		
21 COMCAST CORP CL A	20303N101		8/18/2012	3/28/2013	415			888	563				0	12,639		
22 COMCAST CORP CL A	20303N101		11/2/2010	5/24/2013	1,451			512	358				0	12,639		
23 PLAINS EXPLORATION & PR-WI	728505100		9/29/2010	12/6/2012	870			1,538	-1,159				0	12,639		
24 PLAINS EXPLORATION & PR-WI	728505100		9/29/2010	12/12/2012	2,695			48	48				0	12,639		
25 PLAINS EXPLORATION & PR-WI	728505100		2/10/2012	4/17/2013	1,283			1,235	48				0	12,639		
26 QUALCOMM INC	747525103		11/30/2011	4/17/2013	642			548	94				0	12,639		
27 QUALCOMM INC	747525103		11/30/2011	4/25/2013	1,247			1,097	150				0	12,639		
28 QUALCOMM INC	747525103		4/27/2011	9/28/2012	10,562			13,000	-2,438				0	12,639		
29 SEMPRA ENERGY	845467108		9/29/2010	12/12/2012	2,147			1,614	533				0	12,639		
30 SOUTHWESTERN ENERGY CO	845467108		9/27/2012	3/22/2013	377			349	28				0	12,639		
31 TERADATA CORPORATION	88076W103		9/29/2010	3/7/2013	2,359			1,543	816				0	12,639		
32 TERADATA CORPORATION	88076W103		9/29/2010	3/7/2013	1,724			1,158	566				0	12,639		
33 TEXAS INSTRUMENTS INC	892508104		11/4/2011	9/27/2012	2,216			2,553	-337				0	12,639		
34 TEXAS INSTRUMENTS INC	892508104		1/10/2012	9/27/2012	1,385			1,519	-134				0	12,639		
35 TEXAS INSTRUMENTS INC	892508104		1/12/2012	9/27/2012	554			625	-71				0	12,639		
36 TEXAS INSTRUMENTS INC	892508104		1/16/2012	9/27/2012	277			331	-54				0	12,639		
37 TEXAS INSTRUMENTS INC	892508104		1/19/2012	9/27/2012	554			677	-123				0	12,639		
38 US BANCORP	902871304		9/29/2010	1/17/2013	5,262			3,474	1,788				0	12,639		
39 VALERO ENERGY CORP NEW	91913Y100		12/21/2010	8/15/2012	1,143			891	252				0	12,639		
40 VALERO ENERGY CORP NEW	91913Y100		9/29/2010	8/15/2012	857			512	345				0	12,639		
41 VALERO ENERGY CORP NEW	91913Y100		9/29/2010	9/27/2012	938			512	426				0	12,639		
42 VALERO ENERGY CORP NEW	91913Y100		11/6/2012	12/14/2012	666			593	73				0	12,639		
43 VERIZON COMMUNICATIONS INC	92343V104		4/19/2013	6/7/2013	489			520	-21				0	12,639		
44 YUM! BRANDS INC	888498101		10/26/2011	7/11/2012	1,240			1,081	159				0	12,639		
45 YUM! BRANDS INC	888498101		9/29/2010	7/11/2012	1,240			930	310				0	12,639		
46 ACCENTURE PLC-CL A	G1151C101		7/22/2012	9/28/2012	700			604	96				0	12,639		
47 ACCENTURE PLC-CL A	G1151C101		3/5/2013	9/5/2013	797			788	29				0	12,639		
48 ACCENTURE PLC-CL A	G1151C101		9/29/2010	9/5/2013	797			420	377				0	12,639		
49 EATON CORP PLC	G28183103		11/30/2012	4/24/2013	1,169			1,033	136				0	12,639		
50 INVESCO LTD	H4633N103		2/10/2012	7/19/2012	671			648	23				0	12,639		
51 NXP SEMICONDUCTORS N V	N5568X109		5/6/2011	11/5/2012	1,773			1,939	-163				0	12,639		
52 NXP SEMICONDUCTORS N V	N5568X109		5/6/2011	11/5/2012	258			314	-56				0	12,639		
53 NXP SEMICONDUCTORS N V	N5568X109		5/12/2011	24/2013	889			891	-2				0	12,639		
54 NXP SEMICONDUCTORS N V	N5568X109		5/12/2011	34/2013	633			594	39				0	12,639		
55 OP RESOURCES INC	74733V100		9/29/2010	11/9/2012	2,563			2,891	-128				0	12,639		
56 OP RESOURCES INC	74733V100		1/19/2012	3/13/2013	668			623	45				0	12,639		
57 COMCAST CORP CL A	20303N101		6/19/2012	6/7/2013	410			315	95				0	12,639		
58 COMCAST CORP CL A	20303N101		6/27/2012	6/7/2013	410			312	98				0	12,639		
59 COMCAST CORP CL A	20303N101		5/7/2012	6/20/2013	1,172			921	251				0	12,639		
60 COMCAST CORP CL A	20303N101		9/29/2010	2/1/2013	3,275			1,984	1,291				0	12,639		
61 WALT DISNEY COITHE	268848102		4/1/2011	11/5/2012	1,485			1,910	-125				0	12,639		
62 M C CORP MASS	268848102		4/1/2011	11/7/2012	493			537	-44				0	12,639		
63 M C CORP MASS	268848102		4/19/2011	11/7/2012	246			265	-19				0	12,639		
64 M C CORP MASS	268848102		4/19/2011	2/7/2013	984			1,081	-77				0	12,639		
65 M C CORP MASS	268848102		4/7/2011	2/12/2013	979			1,049	-70				0	12,639		
66 EATON CORP ACTION	276058102		1/1/2001	12/5/2012	4,649			3,228	1,421				0	12,639		
67 GENERAL ELECTRIC COMPANY	711913103		9/29/2010	1/28/2013	448			329	119				0	12,639		
68 GENERAL ELECTRIC COMPANY	711913103		10/20/2011	1/19/2013	1,554			814	740				0	12,639		
69 GLAD SCIENCES INC	375558103		10/20/2011	5/13/2013	1,085			407	679				0	12,639		
70 GLAD SCIENCES INC	375558103		10/20/2011	5/13/2013	1,085			407	679				0	12,639		
71 INTERNATIONAL BUSINESS MACHINES	458200101		3/6/2012	4/19/2013	954			690	264				0	12,639		
72 INTERNATIONAL BUSINESS MACHINES	458200101		9/29/2010	4/19/2013	572			622	-50				0	12,639		
73 INTERNATIONAL BUSINESS MACHINES	458200101		4/2/2013	4/19/2013	763			636	-84				0	12,639		
74 INTERNATIONAL BUSINESS MACHINES	458200101		4/2/2013	4/19/2013	763			636	-84				0	12,639		
75 INTERNATIONAL BUSINESS MACHINES	458200101		4/2/2013	4/19/2013	763			636	-84				0	12,639		
76 INTERNATIONAL BUSINESS MACHINES	458200101		4/2/2013	4/19/2013	763			636	-84				0	12,639		
77 INTERNATIONAL BUSINESS MACHINES	458200101		4/2/2013	4/19/2013	763			636	-84				0	12,639		
78 INTERNATIONAL BUSINESS MACHINES	458200101		4/2/2013	4/19/2013	763			636	-84				0	12,639		
79 JPMORGAN CHASE & CO	46625H100		9/29/2010	7/18/2012	2,099			2,331	-232				0	12,639		
80 JOHNSON CONTROLS INC	500760106		9/29/2010	7/11/2012	1,879			2,140	-261				0	12,639		
81 KRAFT FOODS GROUP INC	500760106		9/29/2010	10/10/2012	2,997			1,940	757				0	12,639		
82 KRAFT FOODS GROUP INC	500760106		9/29/2010	10/25/2012	30			22	8				0	12,639		
83 MEAD JOHNSON NUTRITION	582839106		6/6/2011	4/4/2013	667			757	90				0	12,639		
84 MEAD JOHNSON NUTRITION	582839106		10/26/2011	4/4/2013	2,270			2,209	61				0	12,639		

Long Term CG Distributions	2,014
Short Term CG Distributions	0

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

Part VIII, Line 1 (350-r-r) - Compensation of Officers, Directors, Trustees and Management													14,378	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account		
	BNY Mellon, N A	X	P O Box 185	Pittsburgh	PA	15230-0185		TRUSTEE	SEE ATTAC	15,161	NONE	NONE		
1	BNY Mellon, N A	X	P O Box 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-4,547	N/A	N/A		
2	MINNA ELIAS		338 WEST END AVENUE, APT 5A	NEW YORK	NY	10023		CO-TRUSTEE	1-10	1,882	NONE	NONE		
3	AMOTZ BAR-NOY		338 WEST END AVENUE, APT 5A	NEW YORK	NY	10023		CO-TRUSTEE	1-10	1,882	NONE	NONE		
4														

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	11/9/2012	2	118
3 Second quarter estimated tax payment	12/10/2012	3	118
4 Third quarter estimated tax payment	3/12/2013	4	118
5 Fourth quarter estimated tax payment	6/11/2013	5	118
6 Other payments		6	
7 Total		7	472