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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 FRIENDSHIP FUND INC		A Employer identification number 13-6089220
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (617) 722-7988
BNY Mellon, N.A. - P.O. BOX 185		
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 ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 4,080,881	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	67,202	66,698		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	415,068			
	b Gross sales price for all assets on line 6a 2,001,149				
	7 Capital gain net income (from Part IV, line 2)		415,068		
	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	482,270	481,766	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	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)	27,188	16,313		10,875
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,434	2,150		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	17,335	9		17,326
	24 Total operating and administrative expenses. Add lines 13 through 23	47,957	18,472	0	28,201
	25 Contributions, gifts, grants paid	248,100			248,100
26 Total expenses and disbursements. Add lines 24 and 25	296,057	18,472	0	276,301	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	186,213				
b Net investment income (if negative, enter -0-)		463,294			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

3P

POSTMARK DATE NOV 13 2013

SCANNED DEC 5 2013

Form 990-PF (2012) FRIENDSHIP FUND INC

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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	6,282	3,088	3,088
	2 Savings and temporary cash investments	166,774	84,477	84,477
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	3,375,468	3,595,278	3,993,316
	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)	3,548,524	3,682,843	4,080,881
	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	3,548,524	3,682,843	
	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)	3,548,524	3,682,843	
	31 Total liabilities and net assets/fund balances (see instructions)	3,548,524	3,682,843	

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	3,548,524
2 Enter amount from Part I, line 27a	2	186,213
3 Other increases not included in line 2 (itemize) ▶ REFUND OF QUALIFIED DISTRIBUTIONS	3	600
4 Add lines 1, 2, and 3	4	3,735,337
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	52,494
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,682,843

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	415,068
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	267,273	3,813,683	0.070083
2010	255,964	4,142,636	0.061788
2009	258,172	3,823,678	0.067519
2008	276,893	3,747,755	0.073882
2007	274,076	5,304,788	0.051666

2 Total of line 1, column (d)	2	0.324938
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	0.064988
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,903,297
5 Multiply line 4 by line 3	5	253,667
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,633
7 Add lines 5 and 6	7	258,300
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	276,301

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	4,633	
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	4,633	
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	4,633	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,361		
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	1,361		
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	3,272		
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 ☐ Refunded ☐	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY AG # 01-12-46		
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 ► (617) 722-7988 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 X	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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

N/A

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? ☐ 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**5b**

N/A

6b

X

7b

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED				

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	3,880,597
b	Average of monthly cash balances	1b	82,141
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,962,738
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	3,962,738
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	59,441
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,903,297
6	Minimum investment return. Enter 5% of line 5	6	195,165

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	195,165
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,633
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,633
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	190,532
4	Recoveries of amounts treated as qualifying distributions	4	600
5	Add lines 3 and 4	5	191,132
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	191,132

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1	
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	276,301
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	276,301
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	4,633
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	271,668

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				191,132
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	16,337			
b From 2008	91,069			
c From 2009	67,292			
d From 2010	51,706			
e From 2011	62,373			
f Total of lines 3a through e	288,777			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 276,301				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				191,132
e Remaining amount distributed out of corpus	85,169			
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	373,946			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	16,337			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	357,609			
10 Analysis of line 9				
a Excess from 2008	91,069			
b Excess from 2009	67,292			
c Excess from 2010	51,706			
d Excess from 2011	62,373			
e Excess from 2012	85,169			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

SEE STATEMENT

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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	248,100
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	67,202	
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	415,068	
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		482,270	0
13 Total. Add line 12, columns (b), (d), and (e)				13	482,270

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

[illegible]

ACCOUNT NAME	ASSET	CUSIP ID	SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
FRIENDSHIP FUND INC	CASH MANAGEMENT VEHICLES	991061052	CRA (BNY MELLON, N.A., MEMBER FDIC)	84,476.94	84,476.94	84,476.94
FRIENDSHIP FUND INC	COMMON STOCK	00206R102	AT&T INC	260.00	9,204.00	7,369.49
FRIENDSHIP FUND INC	COMMON STOCK	00507K103	ACTAVIS INC	170.00	21,457.40	15,368.39
FRIENDSHIP FUND INC	COMMON STOCK	00724F101	ADOBE SYSTEMS INC	460.00	20,957.60	19,398.51
FRIENDSHIP FUND INC	COMMON STOCK	023135106	AMAZON.COM INC	88.00	24,436.72	17,792.89
FRIENDSHIP FUND INC	COMMON STOCK	037833100	APPLE INC	103.00	40,842.59	18,618.72
FRIENDSHIP FUND INC	COMMON STOCK	110122108	BRISTOL-MYERS SQUIBB CO	510.00	22,791.90	24,033.65
FRIENDSHIP FUND INC	COMMON STOCK	111320107	BROADCOM CORP CL A	670.00	22,642.65	23,083.51
FRIENDSHIP FUND INC	COMMON STOCK	14040H105	CAPITAL ONE FINANCIAL CORP	270.00	16,958.70	14,524.38
FRIENDSHIP FUND INC	COMMON STOCK	149123101	CATERPILLAR INC	210.00	17,322.90	13,513.13
FRIENDSHIP FUND INC	COMMON STOCK	150870103	CELANESE CORP -SER A	350.00	15,680.00	15,283.80
FRIENDSHIP FUND INC	COMMON STOCK	15189T107	CENTERPOINT ENERGY INC	830.00	19,496.70	19,457.69
FRIENDSHIP FUND INC	COMMON STOCK	166764100	CHEVRON CORPORATION	264.00	31,241.76	31,901.62
FRIENDSHIP FUND INC	COMMON STOCK	191216100	COCA - COLA CO	550.00	22,060.50	22,081.40
FRIENDSHIP FUND INC	COMMON STOCK	20030N101	COMCAST CORP CL A	390.00	16,282.50	15,853.57
FRIENDSHIP FUND INC	COMMON STOCK	22160K105	COSTCO WHSL CORP NEW	187.00	20,676.59	19,478.85
FRIENDSHIP FUND INC	COMMON STOCK	254687106	WALT DISNEY CO/THE	520.00	32,838.00	23,870.04
FRIENDSHIP FUND INC	COMMON STOCK	260003108	DOVER CORP	290.00	22,521.40	20,959.91
FRIENDSHIP FUND INC	COMMON STOCK	29444U502	EQUINIX INC	108.00	19,949.76	22,514.56
FRIENDSHIP FUND INC	COMMON STOCK	30219G108	EXPRESS SCRIPTS HOLDING CO	430.00	26,548.20	25,158.29
FRIENDSHIP FUND INC	COMMON STOCK	30231G102	EXXON MOBIL CORP	270.00	24,394.50	9,605.61
FRIENDSHIP FUND INC	COMMON STOCK	307000109	FAMILY DLR STORES INC	180.00	11,215.80	10,857.96
FRIENDSHIP FUND INC	COMMON STOCK	35671D857	FREEPORT MCMORAN COPPER & GOLD INC	390.00	10,767.90	12,921.24
FRIENDSHIP FUND INC	COMMON STOCK	369604103	GENERAL ELECTRIC COMPANY	1,080.00	25,045.20	6,718.05
FRIENDSHIP FUND INC	COMMON STOCK	375558103	GILEAD SCIENCES INC	440.00	22,558.80	19,843.56
FRIENDSHIP FUND INC	COMMON STOCK	38259P508	GOOGLE INC - CL A	55.00	48,420.35	43,958.07
FRIENDSHIP FUND INC	COMMON STOCK	437076102	HOME DEPOT INC	440.00	34,086.80	30,315.72
FRIENDSHIP FUND INC	COMMON STOCK	438516106	HONEYWELL INTL INC	320.00	25,388.80	23,957.96
FRIENDSHIP FUND INC	COMMON STOCK	45865V100	INTERCONTINENTAL EXCHANGE INC	154.00	27,375.04	24,914.42
FRIENDSHIP FUND INC	COMMON STOCK	459200101	INTERNATIONAL BUSINESS MACHINES CORP	79.00	15,097.69	16,770.66
FRIENDSHIP FUND INC	COMMON STOCK	46625H100	JP MORGAN CHASE & CO	307.00	16,206.53	6,668.84
FRIENDSHIP FUND INC	COMMON STOCK	478366107	JOHNSON CONTROLS INC	450.00	16,105.50	15,649.73
FRIENDSHIP FUND INC	COMMON STOCK	517834107	LAS VEGAS SANDS CORP	350.00	18,525.50	18,811.60
FRIENDSHIP FUND INC	COMMON STOCK	565849106	MARATHON OIL CORP	600.00	20,748.00	20,523.24
FRIENDSHIP FUND INC	COMMON STOCK	582839106	MEAD JOHNSON NUTRITION	170.00	13,469.10	12,943.55
FRIENDSHIP FUND INC	COMMON STOCK	59156R108	METLIFE INC	680.00	31,116.80	25,928.53
FRIENDSHIP FUND INC	COMMON STOCK	637071101	NATIONAL OILWELL VARCO INC.	280.00	19,292.00	19,380.05
FRIENDSHIP FUND INC	COMMON STOCK	670346105	NUCOR CORP	370.00	16,028.40	16,121.09
FRIENDSHIP FUND INC	COMMON STOCK	674599105	OCCIDENTAL PETROLEUM CORP	160.00	14,276.80	8,883.65
FRIENDSHIP FUND INC	COMMON STOCK	693475105	PNC FINANCIAL SERVICES GROUP	490.00	35,730.80	32,384.62
FRIENDSHIP FUND INC	COMMON STOCK	693656100	P V H CORP	122.00	15,256.10	14,728.15

FRIENDSHIP FUND INC	COMMON STOCK	713448108	PEPSICO INC	330.00	26,990.70	12,641.07
FRIENDSHIP FUND INC	COMMON STOCK	717081103	PFIZER INC	543.00	15,209.43	7,950.84
FRIENDSHIP FUND INC	COMMON STOCK	742718109	PROCTER & GAMBLE CO	430.00	33,105.70	33,208.22
FRIENDSHIP FUND INC	COMMON STOCK	747252103	QUALCOMM INC	130.00	7,941.70	5,050.17
FRIENDSHIP FUND INC	COMMON STOCK	794661302	SALESFORCE.COM INC	638.00	24,358.84	27,511.22
FRIENDSHIP FUND INC	COMMON STOCK	80004C101	SANDISK CORP	340.00	20,774.00	20,978.62
FRIENDSHIP FUND INC	COMMON STOCK	816851109	SEMPRA ENERGY	240.00	19,622.40	19,147.34
FRIENDSHIP FUND INC	COMMON STOCK	845467109	SOUTHWESTERN ENERGY CO	650.00	23,744.50	24,965.64
FRIENDSHIP FUND INC	COMMON STOCK	857477103	STATE STREET CORP	500.00	32,605.00	29,654.00
FRIENDSHIP FUND INC	COMMON STOCK	89417E109	THE TRAVELERS COMPANIES INC	240.00	19,180.80	20,199.84
FRIENDSHIP FUND INC	COMMON STOCK	907818108	UNION PAC CORP	80.00	12,342.40	11,102.63
FRIENDSHIP FUND INC	COMMON STOCK	913017109	UNITED TECHNOLOGIES CORP	250.00	23,235.00	23,225.81
FRIENDSHIP FUND INC	COMMON STOCK	91913Y100	VALERO ENERGY CORP NEW	610.00	21,209.70	24,203.84
FRIENDSHIP FUND INC	COMMON STOCK	92343V104	VERIZON COMMUNICATIONS INC	360.00	18,122.40	17,661.18
FRIENDSHIP FUND INC	COMMON STOCK	949746101	WELLS FARGO & COMPANY	930.00	38,381.10	22,687.14
FRIENDSHIP FUND INC	COMMON STOCK	984332106	YAHOO INC	1,270.00	31,915.10	28,915.48
FRIENDSHIP FUND INC	COMMON STOCK	988498101	YUM! BRANDS INC	270.00	18,721.80	18,783.20
FRIENDSHIP FUND INC	EQUITY/BALANCED MUTUAL FUNDS	26200C403	DREYFUS OPPORTUNISTIC S/C	2,196.49	72,506.40	49,651.72
FRIENDSHIP FUND INC	EQUITY/BALANCED MUTUAL FUNDS	26203E604	DREYFUS/NEWTON INTERN EQTY-I	5,286.51	99,069.22	80,234.45
FRIENDSHIP FUND INC	EQUITY/BALANCED MUTUAL FUNDS	86271F578	DREYFUS SELECT MGR S/C GR-I	3,483.00	79,203.49	57,365.06
FRIENDSHIP FUND INC	EQUITY/BALANCED MUTUAL FUNDS	86271F677	DREYFUS SELECT MGR S/C VL-I	3,228.19	72,505.17	54,290.02
FRIENDSHIP FUND INC	EQUITY/BALANCED MUTUAL FUNDS	86271F818	DREYFUS PREM STRAT GLBL ST-I	6,029.45	98,280.10	65,649.57
FRIENDSHIP FUND INC	FIXED INCOME MUTUAL FUNDS	261980759	DREYFUS HIGH YIELD-I	5,930.01	38,723.02	34,439.75
FRIENDSHIP FUND INC	FOREIGN COMMON STOCK	37733W105	GLAXO SMITHKLINE PLC SPONS ADR	490.00	24,485.30	23,188.23
FRIENDSHIP FUND INC	FOREIGN COMMON STOCK	806857108	SCHLUMBERGER LTD	210.00	15,048.60	16,971.69
FRIENDSHIP FUND INC	FOREIGN COMMON STOCK	82481R106	SHIRE PLC	210.00	19,973.10	19,215.58
FRIENDSHIP FUND INC	FOREIGN COMMON STOCK	881624209	TEVA PHARMACEUTICAL INDS ADR	650.00	25,480.00	26,104.27
FRIENDSHIP FUND INC	FOREIGN COMMON STOCK	G0408V102	AON PLC	420.00	27,027.00	25,270.32
FRIENDSHIP FUND INC	FOREIGN COMMON STOCK	G1151C101	ACCENTURE PLC-CL A	240.00	17,270.40	17,836.32
FRIENDSHIP FUND INC	FOREIGN COMMON STOCK	G2554F113	COVIDIEN PLC	320.00	20,108.80	15,121.21
FRIENDSHIP FUND INC	FOREIGN COMMON STOCK	G29183103	EATON CORP PLC	378.00	24,876.18	19,525.61
FRIENDSHIP FUND INC	FOREIGN COMMON STOCK	G47791101	INGERSOLL-RAND PLC	420.00	23,318.40	23,299.37
FRIENDSHIP FUND INC	FOREIGN COMMON STOCK	G491BT108	INVERSCO LTD	940.00	29,892.00	26,659.62
FRIENDSHIP FUND INC	MELLON EQUITY/BALANCE MUT FND	05569M509	BNY MELLON M/C MULTI-STRATEGY FUND	29,461.50	378,580.39	366,426.55
FRIENDSHIP FUND INC	MELLON EQUITY/BALANCE MUT FND	05569M855	BNY MELLON EMERGING MKTS-M	55,449.76	505,701.88	487,838.57
FRIENDSHIP FUND INC	MELLON EQUITY/BALANCE MUT FND	05569M871	BNY MELLON INTERNATIONAL-M	5,361.49	58,064.95	54,017.15
FRIENDSHIP FUND INC	MELLON EQUITY/BALANCE MUT FND	999286567	MELLON OPTIMA L/S STRATEGY FD LLC	5,584.96	559,787.40	500,744.26
FRIENDSHIP FUND INC	MELLON FIXED INCOME MUT FUNDS	05569M814	BNY MELLON INTERMEDIATE BD-M	6,168.59	78,896.29	80,670.73
FRIENDSHIP FUND INC	MELLON FIXED INCOME MUT FUNDS	05569M830	BNY MELLON BOND FUND-M	32,665.59	424,652.68	412,390.55
FRIENDSHIP FUND INC	COMMON STOCK	609207105	MONDELEZ INTERNATIONAL	960.00	27,388.80	28,332.48
Total					4,077,793.36	3,679,754.96

The Friendship Fund						
Tax ID #: 13-6089220						
Trustee List as of June 30, 2013						
Name & Address	Title & Avg hours per week	Compensation	Contributions to benefit plan	Expense Account		
Mrs. Diana H. Crane c/o GMA Foundations, Inc. 77 Summer Street, 8th Floor Boston, MA 02110	President/Trustee .50 hours/week	0	0	0		0
Mrs. Ellen D. B. F. Tully c/o GMA Foundations, Inc. 77 Summer Street, 8th Floor Boston, MA 02110	Vice President/Trustee .50 hours/week	0	0	0		0
Mrs. Andrea Erda c/o GMA Foundations, Inc. 77 Summer Street, 8th Floor Boston, MA 02110	Treasurer/Trustee .50 hours/week	0	0	0		0
Ms. Brooke Bradley (resigned August 2012) c/o GMA Foundations, Inc. 77 Summer Street, 8th Floor Boston, MA 02110	Secretary/Trustee .50 hours/week	0	0	0		0
Charles M. Crane, M.D. c/o GMA Foundations, Inc. 77 Summer Street, 8th Floor Boston, MA 02110	Trustee/ Secretary (effective August 2012) .50 hours/week	0	0	0		0
Ms. Bronwen Bradley Ballou c/o GMA Foundations, Inc. 77 Summer Street, 8th Floor Boston, MA 02110	Trustee .50 hours/week	0	0	0		0
Mr. Charles Bradley, Jr. c/o GMA Foundations, Inc. 77 Summer Street, 8th Floor Boston, MA 02110	Trustee .50 hours/week	0	0	0		0
Mr. Thomas S. Crane c/o GMA Foundations, Inc. 77 Summer Street, 8th Floor Boston, MA 02110	Trustee .50 hours/week	0	0	0		0
Ms. Frances Crane Manson c/o GMA Foundations, Inc. 77 Summer Street, 8th Floor Boston, MA 02110	Trustee .50 hours/week	0	0	0		0
Ms. Frances Crane Manson c/o GMA Foundations, Inc. 77 Summer Street, 8th Floor Boston, MA 02110	Trustee .50 hours/week	0	0	0		0
Ms. Lynn Bradley Leapold , (as of August 2012) c/o GMA Foundations, Inc. 77 Summer Street, 8th Floor Boston, MA 02110	Trustee .50 hours/week	0	0	0		0

PART XV, LINE 2

The name, address and telephone number of the person to whom applications should be addressed:

SUSAN HAFF, GMA FOUNDATIONS, 77 SUMMER STREET 8TH FLOOR, BOSTON MA 02110, (617)426-7080.

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

THERE IS NOT A SET FORM OF APPLICATION. HOWEVER, THE APPLICATION SHOULD CONTAIN A CONCISE STATEMENT OF THE PURPOSE FOR WHICH THE GRANT IS SOUGHT.

Any submission deadlines:

THE DEADLINE IS APRIL 1ST FOR CONSIDERATION AT THE ANNUAL MEETING HELD THE FIRST WEEK OF AUGUST.

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

ALL GRANTS MUST BE MADE TO ORGANIZATIONS REGISTERED AS TAX-EXEMPT UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE.

FRIENDSHIP FUND INC

13-6089220 Page 1 of 1

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

Recipient(s) paid during the year

Name

SEE ATTACHED STATEMENT

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount
			248,100

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

The Friendship Fund
Tax ID# 13-6089220
PART XV Schedule

Recipient	Address	Purpose of Grant	Amount
African Wildlife Foundation	1400 Sixteenth Street, N.W., Suite 120, Washington, D.C. 20036-2249	in support of the African Heartlands project	1,458 00
American Prairie Reserve	P.O. Box 908, Bozeman, MT 59711-0908	for program expansion in Northeastern Montana	8,000 00
AMVETS Post 24	P.O. Box 362, Torrington, CT 06790	for replacement of a truck trailer & for fuel	1,250 00
Animal Rescue League Southern RI	P.O. Box 458, Wakefield, RI 02880	in support of neutering for adoption program	1,000 00
Association to Preserve Cape Cod	P.O. Box 398, Barnstable, MA 02630	for intern-the Cape Cod Herring Monitoring Project	5,000 00
Attleboro Public Schools	Early Learning Center, Attleboro, MA 02703	in support of the Early Learning Center's education	1,000 00
Bantam Fire Company	92 Doyle Road, Bantam, CT 06750	in support of the purchase of screens	1,250 00
Build a Better Wilsall Foundation	P.O. Box 141, Wilsall, MT 59086	for general operating support	1,000 00
CANE Child Development Center	281 Post Road, Wakefield, RI 02879	for purchase of equipment for toddler classroom	1,000 00
Center for Constitutional Rights	666 Broadway, 7th Fl., New York, NY 10012	for Gloral Detentions & Renditions Project	4,000 00
Charles City Educational Foundation	10910 Courthouse Road, Charles City, VA 23020	in general operating support	3,334 00
Children's School of Science, Inc	P.O. Box 522, Woods Hole, MA 02543	for printing a book on the history of the School	12,000 00
Chore Service, Inc	P.O. Box 522, Lakeville, CT 06033	for Friendly Visitors & Garden Angels programs	4,000 00
Circle of Women	248 Lowell Mail Center, Cambridge, MA 02138	support for Casa Mantay Project	500 00
CloudBase Foundation, Inc	442 Nautilus Drive, Satellite Beach, FL 32937	in support of two projects, funds to be divided equally	8,000 00
Colorado Music Festival	900 Baseline Road, Cottage 100, Boulder, CO 80302	for general operating support	2,000 00
Colorado Springs Choral Society	P.O. Box 2304, Colorado Springs, CO 80901	for general operating support	2,000 00
Colorado Springs Philharmonic Orchestra	P.O. Box 1266, Colorado Springs, CO 80901-1266	for general operating support	6,000 00
Community Alliance for Learning	P.O. Box 6038, Albany, CA 94706	for the Longfellow Writer Coach Connection Program	5,000 00
Community Health Center of Cape Cod, Inc	107 Commonwealth Street, Mashpee, MA 02649	capital building campaign	10,000 00
Community Music School of the Piedmont	P.O. Box 442, Upperville, VA 20185	in general operating support	2,000 00
Corporate Angel Network, Inc	Westchester County Airport, White Plains, NY 10604	for in general operating support	2,000 00
Courthouse Center for the Arts	P.O. Box 186, West Kingston, RI 02892	\$5,000 in general operating support & \$600 for visual arts	5,600 00
Day One	100 Medway Street, Providence, RI 02903	in support of educational programs	5,000 00
Domestic Violence Resource Center	61 Main Street, Wakefield, RI 02879	in support of your court advocacy program	5,000 00
Dunwoody Nature Center, Inc	P.O. Box 88070, Dunwoody, GA 30356	for general operating support	1,500 00
East Bay Center for the Performing Arts	2201 Broadway, #300, Oakland, CA 94612	in support of the MUSE program	3,500 00
East Bay Center for the Performing Arts	2201 Broadway, #300, Oakland, CA 94612	in support of the Bach Cantata Project	2,000 00
Eco-Cycle, Inc	P.O. Box 19006, Boulder, CO 80308	to support 10-Year Master Zero Waste Plan video	4,000 00
Friends' School, Inc	5465 Pennsylvania Ave, Boulder, CO 80303	in support of the teacher preparation program	1,500 00
Habitat for Humanity of Cape Cod	411 Main Street, Suite 6, Yarmouth Port, MA 02675	for general operating support	2,000 00
Hanover Conservation Council	16 Buck Road, Hanover, NH 03755	for general operating support/Lilla McLean Bradley	1,000 00
Healing Hooves, Inc	2335 Brattleigh Way, Atlanta, GA 30338	for general operating support	1,500 00
Institute for Policy Studies	1112 Sixteenth Street, NW, Suite 600, Washington, D.C. 20036	in support of columnist Donalds Kaul	3,500 00
International Union Against Tuberculosis	61 Broadway, Room 1720, New York, NY 10006	for travel grants to the union's conference in Vancouver	4,000 00
James River Association	9 South 12th Street, Richmond, VA 23219	in general operating support	1,000 00

The Friendship Fund
Tax ID# 13-6089220
PART XV Schedule

Recipient	Address	Purpose of Grant	Amount
Jonnycake Center	1231 Kingstown Road, Peace Dale, RI 02879	to purchase fresh fruits for Healthy Places by Design Initiative	3,000.00
Land Trust Alliance, Inc	1660 L Street NW, Suite 1100, Washington, D C 20036-5635	for general operating support	2,500.00
Mid Pines Foundation	P O Box 265, Eaton Center, NH 03832	for general operating support	2,500.00
Natural Resources Defense Council	40 West 20th Street, New York, NY 10011	in general operating support	2,000.00
Northwest CT Assn for the Arts, Inc	Warner Theatre, Torrington, CT 06790	to be distributed equally-Dress the Set & Young Audiences Series	4,000.00
Oliver Wolcott Library, Inc	P O Box 187, Litchfield, CT 06759	for purchase of books, videos & CDs	5,500.00
Partners in Health	P O Box 845578, Boston, MA 02284	for TB and HIV care in Lesotho	5,000.00
Partnership for Smarter Growth	2319 East Broad Street, Richmond, VA 23223	in general operating support	9,333.00
Peace Over Violence	1015 Wilshire Boulevard, Suite 200, Los Angeles, CA 90017	in general operating support	2,500.00
Philippine American Guardian Association	3rd Floor, Cattleya Building, 235 Salcedo Street, Legaspi City, Philippines	to be allocated as outlined in award letter	1,000.00
Population Media Center Inc	P O Box 547, Shelburne, VT 05482	for general operating support	2,000.00
Rumsey Hall School	201 Romford Road, Washington, CT 06794	for toward the Lufkin Matching Gift Challenge	2,000.00
Save Our Sandhill Cranes	P O Box 22192, Sacramento, CA 95822	for conservation education	1,000.00
Seabury Academy of Music & the Arts, Inc	60 East Avenue, Norwalk, CT 06851	in support of travel scholarship	5,000.00
Second Wind Foundation	200 Olcott Drive, White River Junction, VT 05001	for capital fund-Willow Grove residence	3,000.00
Shields Valley Foundation	P O Box 308, Clyde Park, MT 59018	for general operating support	1,000.00
St. Michael's Parish	25 South Street, Litchfield, CT 06790	for landscaping on church property	4,000.00
St. Paul's on the Green	60 East Avenue, Norwalk, CT 06851	to support the Member Incorporation Ministry	5,000.00
Thaddeus Stevens School Inc	P O Box 274, Lyndon Center, VT 05850	for general operating support	3,000.00
The 300 Committee, Inc	157 Locust Street, Falmouth, MA 02543	for placement of boundary markers on land trust	2,700.00
The Andréa Rizzo Foundation	10 East Beach Road, Charlestown, RI 02813	in support of the dance therapy program	1,000.00
The Church of the Messiah	13 Church Street, Woods Hole, MA 02543	for construction of pathway between churchyard & cemetery	2,567.00
The Society of Saint John the Evangelist	980 Memorial Drive, Cambridge, MA 02138	in support of renovation of the monastery gardens	2,000.00
The State Ballet of Rhode Island	P O Box 155, Lincoln, RI 02865-0155	for ticket subsidy for Rhode Island school children	1,000.00
The Windy Hill Foundation	P O Box 1593, Middleburg, VA 20118	in support of the Plains Project	10,000.00
Tides Center	1014 Torney Avenue, an Francisco, CA 94129	in support of The List Project	1,000.00
Tropical Forestry Initiative, Inc	25 Corbett Avenue, Binghamton, NY 13903	for general operating support	4,000.00
University Michigan Regents	School of Public Health, Ann Arbor, MI 48108-2029	for an Endowed Fellowship	15,000.00
University of Wisconsin Foundation	1848 University Avenue, Madison, WI 53726-4090	for support the Mary Cornelia Bradley Society	2,000.00
Virginia Commonwealth University	P O Box 842030, Richmond, VA 23284-2030	in support of the Inge and Walter Rice Center	1,000.00
VNS Health Services, Inc	14 Woodruff Avenue, Suite 7, Narragansett, RI 02882	in support of the Olweus Bullying Prevention Program	1,000.00
WCAI	P O Box 82, Woods Hole, MA 02543	to increase the number of commentators	2,333.00
West Central Services, Inc	9 Hanover Street, Lebanon, NH 03766	for general program support	1,000.00
Wildlands Restoration Volunteers	3012 Sterling Circle, Suite 201, Boulder, CO 80301	for general operating support	1,500.00
Woods Hole Child Center, Inc	93 Harbor Hill Road, Woods Hole, MA 02543	for support building of a new fence	1,000.00
Woods Hole Community Association, Inc	P O Box 327, Woods Hole, MA 02543	for reshingling of the west roof	4,000.00
Woods Hole Historical Collection & Museum	P O Box 185, Woods Hole, MA 02543	for reshingling Bradley House & Small Boat Museum roofs	5,775.00
Woods Hole Public Library	P O Box 185, Woods Hole, MA 02543	for landscaping and repair of bell tower	2,000.00
Wounded Warrior Project	4899 Belfort Road, Suite 300, Jacksonville, FL 32256	in general operating support	1,000.00
TOTAL			248,100.00

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

Long Term CG Distributions										Amount	
Short Term CG Distributions										34,698	
										0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Net Gain or Loss	
								Gross Sales Price	Cost or Other Basis		
1	X	ADT CORP-WI	00101J106		3/16/2009		3/22/2013	6,133	1,569	0	
2	X	ADT CORP-WI	00101J106		12/28/2012		3/22/2013	1,325	1,218	0	
3	X	ADT CORP-WI	00101J106		12/27/2012		3/22/2013	6,035	5,640	0	
4	X	AT&T INC	00206R102		1/19/2007		12/21/2012	12,413	12,976	0	
5	X	AT&T INC	00206R102		3/5/2013		3/22/2013	7,250	7,339	0	
6	X	AT&T INC	00206R102		1/19/2007		3/22/2013	9,788	9,469	0	
7	X	AIR PRODS & CHEMS INC	009158106		3/22/2013		4/24/2013	12,844	13,138	0	
8	X	ALLIANCE DATA SYS CORP	018581108		5/29/2008		1/17/2013	3,277	1,275	0	
9	X	ALLIANCE DATA SYS CORP	018581108		5/29/2008		1/18/2013	6,526	2,551	0	
10	X	TARGET CORP	87612E106		12/6/2011		3/22/2013	6,155	4,645	0	
11	X	TERADATA CORPORATION	88076W103		3/3/2011		7/6/2012	1,303	1,000	0	
12	X	TERADATA CORPORATION	88076W103		3/3/2011		7/9/2012	3,014	2,300	0	
13	X	TERADATA CORPORATION	88076W103		3/3/2011		7/9/2012	4,193	3,196	0	
14	X	TERADATA CORPORATION	88076W103		3/2/2011		3/22/2013	5,240	4,366	0	
15	X	TERADATA CORPORATION	88076W103		3/3/2011		3/22/2013	2,563	2,243	0	
16	X	TERADATA CORPORATION	88076W103		3/3/2011		3/22/2013	740	649	0	
17	X	TERADATA CORPORATION	88076W103		1/31/2013		3/22/2013	2,848	3,345	0	
18	X	TEXAS INSTRUMENTS INC	882508104		3/5/2013		3/22/2013	11,889	11,883	0	
19	X	UNILEVER PLC ADR	904767704		12/11/2009		3/22/2013	4,600	3,374	0	
20	X	UNILEVER PLC ADR	904767704		12/11/2009		3/22/2013	1,673	1,228	0	
21	X	UNILEVER PLC ADR	904767704		12/14/2009		3/22/2013	5,855	4,327	0	
22	X	UNILEVER PLC ADR	904767704		3/17/2010		3/22/2013	2,509	1,798	0	
23	X	UNILEVER PLC ADR	904767704		5/27/2010		3/22/2013	8,783	5,708	0	
24	X	UNILEVER PLC ADR	904767704		5/27/2010		3/22/2013	8,783	5,700	0	
25	X	VALE SA-SP ADR	91912E105		5/10/2006		12/11/2012	10,001	7,781	0	
26	X	EATON CORP ACTION	278058102		1/1/2012		12/5/2012	9,814	9,312	0	
27	X	EXXON MOBIL CORP	30231G102		9/20/2001		3/22/2013	17,709	7,482	0	
28	X	FACEBOOK INC-A	33033M102		1/31/2013		3/22/2013	8,538	10,351	0	
29	X	FEDEX CORP	31428X106		1/26/2012		3/22/2013	4,775	4,539	0	
30	X	FEDEX CORP	31428X106		1/27/2012		3/22/2013	11,791	11,202	0	
31	X	FEDEX CORP	31428X106		6/20/2012		3/22/2013	3,898	3,684	0	
32	X	FEDEX CORP	31428X106		6/20/2012		3/22/2013	974	915	0	
33	X	FEDEX CORP	31428X106		8/21/2012		3/22/2013	1,462	1,374	0	
34	X	FEDEX CORP	31428X106		8/21/2012		3/22/2013	1,462	1,370	0	
35	X	FLUOR CORP NEW	343412102		10/12/2012		3/22/2013	3,839	3,382	0	
36	X	FLUOR CORP NEW	343412102		10/15/2012		3/22/2013	5,630	5,009	0	
37	X	FLUOR CORP NEW	343412102		10/16/2012		3/22/2013	5,886	5,311	0	
38	X	FORD MOTOR CO	345370860		11/22/2010		1/31/2013	845	1,081	0	
39	X	FORD MOTOR CO	345370860		11/22/2010		1/31/2013	3,136	4,025	0	
40	X	FORD MOTOR CO	345370860		11/22/2010		1/31/2013	1,382	1,777	0	
41	X	FORD MOTOR CO	345370860		11/22/2010		1/31/2013	512	662	0	
42	X	FORD MOTOR CO	345370860		11/22/2010		1/31/2013	5,280	6,777	0	
43	X	FORD MOTOR CO	345370860		1/6/2011		1/31/2013	2,483	3,536	0	
44	X	FORD MOTOR CO	345370860		1/6/2011		1/31/2013	1,370	1,942	0	
45	X	FORD MOTOR CO	345370860		1/6/2011		1/31/2013	1,395	1,987	0	
46	X	GENERAL ELECTRIC COMP	369604103		1/28/2011		12/28/2012	7,468	7,297	0	
47	X	GENERAL ELECTRIC COMP	369604103		1/28/2011		12/27/2012	617	608	0	
48	X	GENERAL ELECTRIC COMP	369604103		9/41/1992		12/27/2012	7,402	2,239	0	
49	X	GILEAD SCIENCES INC	375558103		3/22/2013		5/13/2013	5,972	4,961	0	
50	X	INFORMATICA CORP	45666Q102		8/11/2010		3/22/2013	1,984	1,677	0	
51	X	INFORMATICA CORP	45666Q102		8/11/2010		3/22/2013	310	264	0	
52	X	INFORMATICA CORP	45666Q102		8/12/2010		3/22/2013	1,964	1,688	0	
53	X	INFORMATICA CORP	45666Q102		8/12/2010		3/22/2013	69	59	0	
54	X	INFORMATICA CORP	45666Q102		8/12/2010		3/22/2013	276	236	0	
55	X	INFORMATICA CORP	45666Q102		8/13/2010		3/22/2013	241	213	0	
56	X	INFORMATICA CORP	45666Q102		8/13/2010		3/22/2013	69	61	0	
57	X	INFORMATICA CORP	45666Q102		8/13/2010		3/22/2013	1,276	1,128	0	
58	X	INFORMATICA CORP	45666Q102		8/13/2010		3/22/2013	34	31	0	
59	X	INFORMATICA CORP	45666Q102		8/16/2010		3/22/2013	103	93	0	
60	X	INFORMATICA CORP	45666Q102		8/16/2010		3/22/2013	2,653	2,425	0	
61	X	INFORMATICA CORP	45666Q102		1/31/2013		3/22/2013	2,411	2,582	0	
62	X	INTERNATIONAL BUSINESS M	459200101		1/23/2008		1/17/2013	21,301	11,690	0	
63	X	INTERNATIONAL BUSINESS M	459200101		10/8/2008		1/17/2013	11,619	5,530	0	
64	X	INTERNATIONAL BUSINESS M	459200101		3/17/2010		1/17/2013	3,486	2,317	0	
65	X	INTERNATIONAL BUSINESS M	459200101		9/11/2010		1/17/2013	9,489	6,374	0	
66	X	INTERNATIONAL BUSINESS M	459200101		4/3/2013		4/19/2013	2,289	2,562	0	
67	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/19/2013	22,502	25,050	0	
68	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
69	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
70	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
71	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
72	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
73	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
74	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
75	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
76	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
77	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
78	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
79	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
80	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
81	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
82	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
83	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
84	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
85	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
86	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
87	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
88	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
89	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
90	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
91	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
92	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
93	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
94	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
95	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
96	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
97	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
98	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
99	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
100	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
101	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
102	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
103	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
104	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
105	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
106	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
107	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
108	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
109	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
110	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
111	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
112	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
113	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
114	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
115	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
116	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
117	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
118	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
119	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
120	X	INTERNATIONAL BUSINESS M	459200101		3/22/2013		4/23/2013	5,165	5,732	0	
121	X										

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Gross Sales	Valuation Method	Cost, Other Basis and Expenses		Net Gain or Loss
								Capital Gains/Losses	Other sales					
	Long Term CG Distributions	Amount						34,698	0					
	Short Term CG Distributions							0						
69	X INTUIT	461202103			10/11/2011		3/22/2013	3,902		3,909				833
70	X INTUIT	461202103			10/12/2011		3/22/2013	3,902		3,122				780
71	X INTUIT	461202103			10/12/2011		3/22/2013	4,552		3,647				905
72	X INTUIT	461202103			11/12/2011		3/22/2013	2,601		2,071				530
73	X JP MORGAN CHASE & CO	46625H100			11/18/2002		3/22/2013	1,790		813				977
74	X JP MORGAN CHASE & CO	46625H100			11/19/2002		3/22/2013	14,028		8,357				7,671
75	X JP MORGAN CHASE & CO	46625H100			11/19/2002		3/22/2013	7,884		3,563				4,321
76	X JOHNSON & JOHNSON	478160104			6/14/2012		3/22/2013	12,701		10,472				2,229
77	X JOHNSON & JOHNSON	478160104			6/15/2012		3/22/2013	14,288		11,858				2,430
78	X ALLIANCE DATA SYS CORP	018581108			5/29/2008		3/5/2013	635		243				392
79	X ALLIANCE DATA SYS CORP	018581108			5/28/2008		3/5/2013	1,111		418				693
80	X ALLIANCE DATA SYS CORP	018581108			5/28/2008		3/5/2013	2,547		956				1,591
81	X ALLIANCE DATA SYS CORP	018581108			5/28/2008		3/5/2013	1,433		534				899
82	X ALLIANCE DATA SYS CORP	018581108			5/28/2008		3/22/2013	11,123		4,214				6,909
83	X ALLIANCE DATA SYS CORP	018581108			10/6/2008		3/22/2013	7,833		2,696				5,137
84	X ALLSCRIPTS HEALTHCARE S	01888P108			8/17/2010		3/5/2013	801		1,106				-305
85	X ALLSCRIPTS HEALTHCARE S	01888P108			8/17/2010		3/5/2013	1,592		2,185				-603
86	X ALLSCRIPTS HEALTHCARE S	01888P108			8/17/2010		3/7/2013	359		501				-142
87	X ALLSCRIPTS HEALTHCARE S	01888P108			8/10/2010		3/7/2013	1,212		1,672				-460
88	X ALLSCRIPTS HEALTHCARE S	01888P108			8/10/2010		3/8/2013	238		324				-86
89	X ALLSCRIPTS HEALTHCARE S	01888P108			8/10/2010		3/8/2013	313		427				-114
90	X ALLSCRIPTS HEALTHCARE S	01888P108			8/12/2010		3/8/2013	575		780				-205
91	X ALLSCRIPTS HEALTHCARE S	01888P108			8/11/2010		3/8/2013	975		1,313				-338
92	X ALLSCRIPTS HEALTHCARE S	01888P108			8/11/2010		3/11/2013	654		875				-221
93	X ALLSCRIPTS HEALTHCARE S	01888P108			8/11/2010		3/11/2013	25		34				-9
94	X ALLSCRIPTS HEALTHCARE S	01888P108			8/11/2010		3/12/2013	377		504				-127
95	X AMERICAN EXPRESS CO	025816109			6/21/2010		3/22/2013	1,317		845				472
96	X AMERICAN EXPRESS CO	025816109			6/21/2010		3/22/2013	24,355		15,718				8,637
97	X AMERICAN EXPRESS CO	025816109			7/7/2010		3/22/2013	3,950		2,398				1,554
98	X PRIZER INC	717081103			3/5/1999		3/22/2013	2,911		2,512				399
99	X PRIZER INC	717081103			10/6/2008		3/22/2013	3,858		2,517				1,441
100	X PRIZER INC	717081103			7/8/2009		3/22/2013	396		207				189
101	X PRIZER INC	717081103			7/8/2009		3/22/2013	1,385		722				663
102	X PRIZER INC	717081103			7/8/2009		3/22/2013	5,200		2,711				2,489
103	X PRIZER INC	717081103			3/17/2010		3/22/2013	5,935		3,614				2,321
104	X PRIZER INC	717081103			7/18/2012		3/22/2013	16,392		13,732				2,660
105	X PRIZER INC	717081103			7/7/2009		3/22/2013	4,239		2,205				2,034
106	X PRIZER INC	717081103			7/7/2009		5/24/2013	1,973		998				975
107	X PRIZER INC	717081103			7/7/2009		5/24/2013	1,248		632				616
108	X PRIZER INC	717081103			7/7/2009		5/24/2013	2,860		1,500				1,460
109	X C B E GROUP INC	12504L109			1/23/2012		3/22/2013	1,470		1,071				399
110	X C B E GROUP INC	12504L109			1/23/2012		3/22/2013	3,874		2,702				972
111	X C B E GROUP INC	12504L109			1/24/2012		3/22/2013	289		185				74
112	X C B E GROUP INC	12504L109			1/24/2012		3/22/2013	2,180		1,591				589
113	X CIGNA CORP	125509109			6/18/2009		3/22/2013	1,238		496				742
114	X CIGNA CORP	125509109			6/18/2009		3/22/2013	5,572		2,248				3,328
115	X CIGNA CORP	125509109			8/22/2009		3/22/2013	10,525		4,150				6,375
116	X C S T BRANDS INC	12646R105			3/22/2013		5/3/2013	1,421		1,640				-219
117	X C S T BRANDS INC	12646R105			4/24/2013		5/3/2013	453		498				-48
118	X CAPITAL ONE FINANCIAL CORP	14040H105			4/24/2013		3/22/2013	11		11				0
119	X CAPITAL ONE FINANCIAL CORP	14040H105			3/17/2010		3/22/2013	1,608		1,211				397
120	X CAPITAL ONE FINANCIAL CORP	14040H105			7/7/2010		3/22/2013	538		409				127
121	X CAPITAL ONE FINANCIAL CORP	14040H105			9/30/2010		3/22/2013	12,327		9,108				3,221
122	X CARNIVAL CORP	143553300			7/1/2010		6/21/2013	9,983		9,389				614
123	X CARNIVAL CORP	143553300			3/22/2013		6/21/2013	5,324		5,368				-45
124	X CENTERPOINT ENERGY INC	15188T107			3/22/2013		4/24/2013	7,004		6,798				208
125	X CHUBB CORP	171232101			11/21/2007		3/22/2013	6,011		3,645				2,366
126	X CHUBB CORP	171232101			11/21/2007		3/22/2013	2,576		1,563				1,013
127	X CHUBB CORP	171232101			10/6/2008		3/22/2013	5,152		2,555				2,597
128	X CHUBB CORP	171232101			4/30/2008		3/22/2013	859		393				466
129	X CHUBB CORP	171232101			3/17/2010		3/22/2013	2,576		1,533				1,043
130	X CISCO SYSTEMS INC	17275R102			7/7/2010		3/22/2013	20,490		20,802				-112
131	X PRIZER INC	717081103			7/7/2009		5/24/2013	1,074		542				532
132	X PRAXAIR INC	74005P104			2/4/2005		3/22/2013	13,361		5,293				8,068
133	X PRAXAIR INC	74005P104			2/8/2005		3/22/2013	4,454		1,790				2,664
134	X T ROWE PRICE GROUP INC	74144T108			1/20/2012		3/22/2013	11,791		9,610				2,181
135	X T ROWE PRICE GROUP INC	74144T108			1/20/2012		3/22/2013	5,159		4,201				958
136	X QUALCOMM INC	747525103			1/6/2010		3/15/2013	5,862		4,325				1,537

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

Long Term CG Distributions										Amount		Short Term CG Distributions									
										34,699											
										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	Cost, Other Basis and Expenses		Net Gain or Loss								
											Gross Sales	2,001,149		1,588,081	0						
137	X	QUALCOMM INC			8/11/2010		3/15/2013	2,605	1,574		Expense of Sale and Cost of Improve-ments	Depreciation	Adjustments	Net Gain or Loss							
138	X	QUALCOMM INC			8/11/2010		3/15/2013	3,257	1,983				0	1,031							
139	X	QUALCOMM INC			8/11/2010		3/15/2013	1,303	785				0	1,284							
140	X	QUALCOMM INC			8/11/2010		4/17/2013	2,566	1,589				0	518							
141	X	QUALCOMM INC			8/11/2010		4/17/2013	1,293	785				0	997							
142	X	QUALCOMM INC			3/22/2013		4/17/2013	3,850	3,957				0	-107							
143	X	QUALCOMM INC			3/20/2010		4/25/2013	6,859	4,287				0	2,572							
144	X	QUALCOMM INC			3/30/2010		6/17/2013	3,095	1,949				0	1,146							
145	X	RALCORP HLDGS INC NEW			3/30/2012		11/27/2012	5,327	4,441				0	886							
146	X	RALCORP HLDGS INC NEW			3/30/2012		11/27/2012	1,776	1,460				0	296							
147	X	RALCORP HLDGS INC NEW			3/27/2013		12/9/2013	3,600	2,940				0	660							
148	X	RALCORP HLDGS INC NEW			3/28/2012		12/9/2013	1,800	1,472				0	328							
149	X	RALCORP HLDGS INC NEW			3/29/2012		1/29/2013	900	736				0	164							
150	X	RALCORP HLDGS INC NEW			3/30/2012		1/29/2013	3,600	2,959				0	641							
151	X	VALE SA-SP ADR			10/8/2008		12/11/2012	1,286	908				0	388							
152	X	VERIZON COMMUNICATIONS			4/18/2013		8/7/2013	3,493	3,642				0	-149							
153	X	VERIZON COMMUNICATIONS			9/23/2013		8/7/2013	2,527	2,601				0	-74							
154	X	VERIZON COMMUNICATIONS			3/26/2013		6/17/2013	2,022	1,992				0	40							
155	X	VMWARE INC-CLASS A			9/9/2011		1/30/2013	3,036	3,415				0	-379							
156	X	VMWARE INC-CLASS A			9/9/2011		1/30/2013	4,748	5,361				0	-613							
157	X	VMWARE INC-CLASS A			10/11/2011		1/30/2013	3,892	4,512				0	-620							
158	X	WELLS FARGO & COMPANY			8/10/2010		3/22/2013	6,885	5,033				0	1,652							
159	X	WELLS FARGO & COMPANY			3/3/2011		3/22/2013	4,086	3,952				0	524							
160	X	WELLS FARGO & COMPANY			9/13/2010		3/22/2013	3,343	2,372				0	971							
161	X	ZIMMER HOLDINGS INC			9/8/2010		10/12/2012	1,868	2,077				0	-209							
162	X	ZIMMER HOLDINGS INC			5/11/2011		10/12/2012	1,743	1,937				0	-194							
163	X	ZIMMER HOLDINGS INC			8/8/2010		10/15/2012	5,144	5,673				0	-529							
164	X	ZIMMER HOLDINGS INC			8/8/2010		10/15/2012	188	207				0	-19							
165	X	ZIMMER HOLDINGS INC			8/8/2010		10/16/2012	1,277	1,360				0	-83							
166	X	ZIMMER HOLDINGS INC			5/9/2011		10/16/2012	4,279	4,626				0	-347							
167	X	CISCO SYSTEMS INC			1/30/2013		3/22/2013	4,810	4,728				0	82							
168	X	COGNIZANT TECHNOLOGY S			10/11/2011		3/22/2013	6,047	5,398				0	649							
169	X	COGNIZANT TECHNOLOGY S			10/11/2011		3/22/2013	3,024	2,702				0	322							
170	X	COGNIZANT TECHNOLOGY S			10/12/2011		3/22/2013	5,281	5,029				0	282							
171	X	COGNIZANT TECHNOLOGY S			10/12/2011		3/22/2013	756	723				0	33							
172	X	COGNIZANT TECHNOLOGY S			3/30/2012		3/22/2013	3,778	3,852				0	-73							
173	X	COGNIZANT TECHNOLOGY S			1/7/2013		3/22/2013	3,779	3,928				0	-149							
174	X	COGNIZANT TECHNOLOGY S			1/18/2013		3/22/2013	2,268	2,379				0	-111							
175	X	COMCAST CORP CL A			3/22/2013		3/28/2013	5,390	5,285				0	105							
176	X	COMCAST CORP CL A			3/22/2013		6/7/2013	4,097	4,065				0	32							
177	X	COMCAST CORP CL A			3/22/2013		6/20/2013	5,077	5,285				0	-208							
178	X	CONAGRA FOODS INC			11/27/2012		3/22/2013	8,790	7,411				0	1,379							
179	X	CONOCOPHILLIPS			11/15/2001		3/18/2013	5,934	1,955				0	3,979							
180	X	CONOCOPHILLIPS			11/15/2001		3/18/2013	2,196	721				0	1,475							
181	X	CONOCOPHILLIPS			11/15/2001		3/19/2013	177	58				0	119							
182	X	CONOCOPHILLIPS			10/14/2002		3/19/2013	5,901	1,774				0	4,127							
183	X	DANAHER CORP			3/11/2005		3/22/2013	9,784	4,360				0	5,424							
184	X	DANAHER CORP			3/11/2005		3/22/2013	2,446	1,091				0	1,355							
185	X	DANAHER CORP			3/14/2005		3/22/2013	1,223	548				0	675							
186	X	DANAHER CORP			4/5/2005		3/22/2013	2,446	1,038				0	1,408							
187	X	WALT DISNEY CO THE			6/8/2012		3/22/2013	2,833	2,286				0	537							
188	X	DIRECTV - CLASS A			1/20/2012		7/20/2012	435	388				0	47							
189	X	DIRECTV - CLASS A			1/20/2012		7/23/2012	6,233	7,495				0	738							
190	X	AMERICAN TOWER CORP			7/6/2012		3/22/2013	2,301	2,127				0	174							
191	X	AMERICAN TOWER CORP			7/9/2012		3/22/2013	2,685	2,489				0	186							
192	X	AMERICAN TOWER CORP			7/10/2012		3/22/2013	2,685	2,491				0	194							
193	X	AMERIPRISE FINANCIAL INC			1/21/2009		3/22/2013	19,170	4,984				0	14,186							
194	X	JOHNSON & JOHNSON			3/15/2013		3/22/2013	9,526	9,984				0	-42							
195	X	JOHNSON & JOHNSON			3/16/2013		3/22/2013	3,175	3,157				0	18							
196	X	JUNIPER NETWORKS INC			1/31/2013		3/22/2013	6,457	7,609				0	-1,152							
197	X	JUNIPER NETWORKS INC			2/1/2013		3/22/2013	2,659	3,133				0	-474							
198	X	LILLY ELI & CO			1/31/2013		3/22/2013	6,634	6,484				0	150							
199	X	LILLY ELI & CO			12/21/2012		3/22/2013	2,784	2,479				0	285							
200	X	LILLY ELI & CO			12/21/2012		4/24/2013	5,072	4,462				0	610							
201	X	LILLY ELI & CO			5/24/2013		5/24/2013	9,729	8,960				0	969							
202	X	LILLY ELI & CO			12/21/2012		7/23/2012	7,567	6,941				0	626							
203	X	LIMITED BRANDS INC			3/17/2010		7/23/2012	648	347				0	301							
204	X	LIMITED BRANDS INC			3/17/2010		7/23/2012	8,610	4,897				0	3,923							

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

Long Term CG Distributions										Amount			
Short Term CG Distributions										34,899			
										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	Totals				
									Capital Gains/Losses		Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
									2,001,149	1,586,081	415,068		
									0	0	0		
205	X LIMITED BRANDS INC	532716107			3/17/2010		7/24/2012	5,293	2,951			0	2,342
206	X LIMITED BRANDS INC	532716107			3/17/2010		7/24/2012	7,989	4,414			0	3,575
207	X MCKESSON CORPORATION	581550103			2/4/2009		3/22/2013	13,910	5,924			0	7,986
208	X MCKESSON CORPORATION	581550103			10/7/2009		3/22/2013	2,140	1,180			0	960
209	X MCKESSON CORPORATION	581550103			10/7/2009		3/22/2013	2,140	1,182			0	958
210	X MERCK & CO INC	589331105			5/14/2012		12/21/2012	7,685	7,099			0	586
211	X MERCK & CO INC	589331105			1/19/2007		12/21/2012	7,893	4,753			0	3,140
212	X MERCK & CO INC	589331105			5/14/2012		12/21/2012	7,707	7,099			0	608
213	X MERCK & CO INC	589331105			4/30/2009		3/22/2013	440	244			0	196
214	X MERCK & CO INC	589331105			1/19/2007		3/22/2013	15,543	8,844			0	6,699
215	X MERCK & CO INC	589331105			10/8/2008		3/22/2013	2,788	950			0	1,839
216	X MOODY'S CORP	615369105			3/30/2012		3/22/2013	3,091	2,526			0	565
217	X MOODY'S CORP	615369105			4/2/2012		3/22/2013	4,122	3,376			0	746
218	X MOODY'S CORP	615369105			4/3/2012		3/22/2013	3,091	2,572			0	519
219	X MOODY'S CORP	615369105			4/27/2012		3/22/2013	1,030	831			0	199
220	X MOODY'S CORP	615369105			4/27/2012		3/22/2013	3,606	2,912			0	694
221	X MOODY'S CORP	615369105			4/30/2012		3/22/2013	3,091	2,483			0	608
222	X MOODY'S CORP	615369105			4/30/2012		3/22/2013	1,030	827			0	203
223	X AMERIPRISE FINANCIAL INC	03076C106			1/5/2011		3/22/2013	864	538			0	326
224	X AMERIPRISE FINANCIAL INC	03076C106			1/5/2011		3/22/2013	1,475	1,196			0	279
225	X AMERIPRISE FINANCIAL INC	03076C106			1/6/2011		3/22/2013	3,023	2,465			0	558
226	X AMPHENOL CORP NEW	032095101			3/5/2013		3/22/2013	730	725			0	5
227	X AMPHENOL CORP NEW	032095101			3/6/2013		3/22/2013	3,283	3,275			0	8
228	X AMPHENOL CORP NEW	032095101			3/7/2013		3/22/2013	4,742	4,717			0	25
229	X ANADARKO PETROLEUM CO	032511107			6/18/2010		3/22/2013	13,851	6,806			0	7,045
230	X ANADARKO PETROLEUM CO	032511107			1/26/2012		3/22/2013	4,328	3,989			0	359
231	X ANADARKO PETROLEUM CO	032511107			1/27/2012		3/22/2013	3,463	3,180			0	283
232	X APACHE CORP	037411105			1/19/2007		2/14/2013	10,877	9,133			0	1,744
233	X APACHE CORP	037411105			1/19/2007		2/15/2013	10,368	9,085			0	1,303
234	X APPLE INC	037833100			3/17/2010		1/31/2013	4,562	2,257			0	2,305
235	X APPLE INC	037833100			7/8/2008		1/31/2013	16,423	6,371			0	10,052
236	X APPLE INC	037833100			7/8/2008		3/5/2013	7,720	3,165			0	4,555
237	X APPLE INC	037833100			9/4/2008		3/5/2013	4,289	1,680			0	2,609
238	X APPLE INC	037833100			7/28/2008		3/5/2013	7,291	2,716			0	4,575
239	X APPLE INC	037833100			3/22/2013		6/17/2013	9,510	10,032			0	-522
240	X APPLE INC	037833100			3/22/2013		6/26/2013	7,946	9,120			0	-1,174
241	X AUTOLIV INC	052800109			7/28/2008		3/20/2013	3,178	1,278			0	1,900
242	X AUTOLIV INC	052800109			8/12/2009		3/20/2013	9,690	4,779			0	4,911
243	X NATIONAL OILWELL VARCO II	637071101			12/9/2011		2/14/2013	4,934	5,079			0	-145
244	X NATIONAL OILWELL VARCO II	637071101			12/9/2011		2/14/2013	5,638	5,692			0	-54
245	X NEWS CORP INC	65248E203			1/14/2004		3/22/2013	9,875	5,985			0	3,710
246	X NEWS CORP INC	65248E203			1/15/2004		3/22/2013	9,070	5,601			0	3,469
247	X NEWS CORP INC	65248E203			6/23/2004		3/22/2013	18,745	11,038			0	7,707
248	X NEWS CORP INC	65248E203			4/5/2005		3/22/2013	1,512	867			0	645
249	X NEWS CORP INC	65248E203			4/29/2005		3/22/2013	3,023	1,577			0	1,446
250	X NEWS CORP INC	65248E203			10/9/2008		3/22/2013	5,744	1,940			0	3,804
251	X NEWS CORP INC	65248E203			3/17/2010		3/22/2013	3,023	1,658			0	1,365
252	X NEXTERA ENERGY INC	65339F101			8/24/2010		3/22/2013	10,609	7,640			0	2,969
253	X NEXTERA ENERGY INC	65339F101			8/24/2010		3/22/2013	8,335	6,019			0	2,316
254	X NEXTERA ENERGY INC	65339F101			4/4/2011		3/22/2013	4,925	3,642			0	1,283
255	X NEXTERA ENERGY INC	65339F101			4/5/2011		3/22/2013	10,381	7,702			0	2,679
256	X NEXTERA ENERGY INC	65339F101			4/6/2011		3/22/2013	5,153	3,842			0	1,311
257	X NIKE INC CLASS B	654108103			3/20/2013		3/22/2013	17,730	16,377			0	1,353
258	X OCCIDENTAL PETROLEUM CO	674598105			3/17/2010		3/22/2013	1,570	1,670			0	-100
259	X OCCIDENTAL PETROLEUM CO	674598105			6/11/2010		3/22/2013	707	752			0	-45
260	X OCCIDENTAL PETROLEUM CO	674598105			6/11/2010		3/22/2013	3,219	3,462			0	-243
261	X OCCIDENTAL PETROLEUM CO	674598105			4/23/2009		3/22/2013	2,355	1,666			0	689
262	X ORACLE CORP	68399X105			1/19/2007		3/22/2013	20,602	11,100			0	9,502
263	X AUTOLIV INC	052800109			1/20/2012		3/20/2013	1,384	1,252			0	132
264	X AUTOLIV INC	052800109			1/23/2012		3/20/2013	3,530	3,260			0	270
265	X AUTOLIV INC	052800109			1/24/2012		3/20/2013	761	698			0	62
266	X AUTOLIV INC	052800109			1/24/2012		3/20/2013	554	506			0	48
267	X AUTOLIV INC	052800109			1/24/2012		3/20/2013	892	626			0	266
268	X B & T CORPORATION	054937107			3/22/2012		4/15/2013	14,892	15,042			0	-150
269	X BNY MELLON M/C MULTI-STR	05569M509			4/4/2006		9/10/2012	10,000	12,790			0	-2,790
270	X BNY MELLON INTERNATIONAL	05569M871			5/21/2003		7/11/2012	70,000	80,873			0	-10,873
271	X BNY MELLON INTERNATIONAL	05569M871			5/21/2003		8/9/2012	40,000	43,781			0	-3,781
272	X BANK OF AMERICA CORP	060505104			5/21/2009		3/22/2013	12,596	11,637			0	959

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

		Amount		Long Term CG Distributions		Short Term CG Distributions		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
		34,699		0				Capital Gains/Losses Other sales		2,001,149		1,588,081		415,068	
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	
273	X	BANK OF AMERICA CORP	060505104		6/15/2009		3/22/2013	2,245	2,391				0	-146	
274	X	BANK OF AMERICA CORP	060505104		6/15/2009		3/22/2013	624	675				0	-51	
275	X	BANK OF AMERICA CORP	060505104		12/21/2012		3/22/2013	12,098	10,992				0	1,106	
276	X	BEST BUY INC	086516101		3/18/2013		3/22/2013	6,262	6,224				0	38	
277	X	BEST BUY INC	086516101		3/19/2013		3/22/2013	7,108	7,043				0	65	
278	X	CBS CORP-CLASS B W/	124857202		5/5/2011		3/22/2013	22,555	13,151				0	9,404	
279	X	CBS CORP-CLASS B W/	124857202		12/28/2012		3/22/2013	3,222	2,011				0	1,211	
280	X	CBS CORP-CLASS B W/	124857202		12/17/2012		3/22/2013	1,381	866				0	515	
281	X	CBS CORP-CLASS B W/	124857202		12/17/2012		3/22/2013	2,762	1,723				0	1,039	
282	X	CBS CORP-CLASS B W/	125041109		12/20/2012		3/22/2013	1,960	1,418				0	542	
283	X	ORACLE CORP	68389X105		10/8/2008		3/22/2013	3,541	1,881				0	1,660	
284	X	PVH CORP	693556100		11/2/2011		3/22/2013	1,575	1,058				0	517	
285	X	PVH CORP	693556100		11/2/2011		3/22/2013	4,163	2,774				0	1,389	
286	X	PVH CORP	693556100		11/3/2011		3/22/2013	1,688	1,111				0	577	
287	X	PVH CORP	693556100		11/3/2011		3/22/2013	450	290				0	160	
288	X	PVH CORP	693556100		11/3/2011		3/22/2013	12,377	8,105				0	4,272	
289	X	PEPSICO INC	713448108		1/28/2004		3/22/2013	773	466				0	307	
290	X	PEPSICO INC	713448108		4/5/2005		3/22/2013	773	529				0	244	
291	X	PEPSICO INC	713448108		12/17/1998		3/22/2013	3,866	1,917				0	1,949	
292	X	TYCO INTERNATIONAL LTD	H89128104		12/27/2012		3/22/2013	3,408	3,177				0	231	
293	X	LYONDELLBASELL INDU -CL	N53745100		3/29/2012		3/22/2013	1,937	1,285				0	652	
294	X	LYONDELLBASELL INDU -CL	N53745100		3/30/2012		3/22/2013	3,874	2,602				0	1,272	
295	X	LYONDELLBASELL INDU -CL	N53745100		3/30/2012		3/22/2013	5,165	3,490				0	1,675	
296	X	LYONDELLBASELL INDU -CL	N53745100		4/2/2012		3/22/2013	5,811	3,973				0	1,838	
297	X	LYONDELLBASELL INDU -CL	N53745100		4/2/2012		3/22/2013	8,394	5,984				0	2,410	
298	X	LYONDELLBASELL INDU -CL	N53745100		4/2/2012		3/22/2013	2,583	1,841				0	742	
299	X	NXP SEMICONDUCTORS NV	N6596X109		3/22/2013		4/3/2013	8,241	8,938				0	-895	
300	X	DIRECTV - CLASS A	25490A101		12/20/2012		7/24/2012	5,817	5,342				0	475	
301	X	DIRECTV - CLASS A	25490A101		12/20/2012		7/24/2012	3,415	3,145				0	270	
302	X	DR PEPPER SNAPPLE GROUP	26138E109		6/14/2012		3/22/2013	1,151	1,071				0	80	
303	X	DR PEPPER SNAPPLE GROUP	26138E109		6/14/2012		3/22/2013	1,519	1,416				0	103	
304	X	DR PEPPER SNAPPLE GROUP	26138E109		6/15/2012		3/22/2013	2,946	2,754				0	192	
305	X	DR PEPPER SNAPPLE GROUP	26138E109		6/15/2012		3/22/2013	2,348	2,181				0	157	
306	X	DR PEPPER SNAPPLE GROUP	26138E109		6/15/2012		3/22/2013	783	730				0	53	
307	X	DREYFUS OPPORTUNISTIC S	26200C403		12/14/2010		9/10/2012	890	974				0	-84	
308	X	DREYFUS OPPORTUNISTIC S	26200C403		12/23/2010		9/10/2012	2,210	2,489				0	-278	
309	X	DREYFUS OPPORTUNISTIC S	26200C403		6/18/2010		9/10/2012	1,901	1,674				0	227	
310	X	DREYFUSNEWTON INTERN E	26203E604		10/9/2008		8/9/2012	30,000	28,429				0	1,571	
311	X	E M C CORP MASS	268648102		7/16/2009		3/22/2013	3,394	1,924				0	1,470	
312	X	E M C CORP MASS	268648102		7/16/2009		3/22/2013	970	550				0	420	
313	X	E M C CORP MASS	268648102		7/17/2009		3/22/2013	8,485	4,800				0	3,685	
314	X	E M C CORP MASS	268648102		7/17/2009		3/22/2013	1,212	684				0	528	
315	X	E M C CORP MASS	268648102		5/2/2011		3/22/2013	5,576	6,530				0	-954	
316	X	E M C CORP MASS	268648102		13/2/2013		3/22/2013	6,545	6,688				0	-143	
317	X	E O G RES INC	26875P101		11/1/2011		3/22/2013	4,594	3,639				0	755	
318	X	E O G RES INC	26875P101		11/1/2011		3/22/2013	8,195	6,791				0	1,404	
319	X	DREYFUS PREM STRAT GLB	86271F818		10/8/2008		8/9/2012	29,025	19,580				0	9,445	
320	X	TARGET CORP	87612E106		11/18/2011		3/22/2013	7,523	5,838				0	1,684	
321	X	TARGET CORP	87612E106		11/21/2011		3/22/2013	4,103	3,126				0	877	
322	X	RALCORP HLDGS INC NEW	751028101		4/2/2012		7/29/2013	1,800	1,476				0	324	
323	X	ROBERT HALF INTL INC	770323103		12/2/2011		3/22/2013	10,738	8,023				0	2,715	
324	X	ROBERT HALF INTL INC	770323103		12/5/2011		3/22/2013	2,322	1,788				0	533	
325	X	RYDEX MANAGED FUTURES	78356A160		8/1/2011		8/9/2012	60,942	70,000				0	-9,058	
326	X	ST JUDE MEDICAL INC	780849103		3/22/2011		7/18/2012	375	518				0	-143	
327	X	ST JUDE MEDICAL INC	780849103		3/22/2011		7/18/2012	8,258	11,323				0	-3,065	
328	X	ST JUDE MEDICAL INC	780849103		4/25/2011		7/18/2012	1,464	2,031				0	-567	
329	X	ST JUDE MEDICAL INC	780849103		4/27/2011		7/18/2012	5,781	8,147				0	-2,366	
330	X	SANOFI	80105N105		7/23/2012		3/22/2013	552	419				0	133	
331	X	SANOFI	80105N105		7/23/2012		3/22/2013	8,584	6,395				0	2,189	
332	X	SANOFI	80105N105		7/24/2012		3/22/2013	10,693	7,881				0	2,812	
333	X	SANOFI	80105N105		7/24/2012		3/22/2013	3,966	2,817				0	1,049	
334	X	SANOFI	80105N105		7/25/2012		3/22/2013	1,205	900				0	305	
335	X	SANOFI	80105N105		7/25/2012		3/22/2013	17,671	13,238				0	4,433	
336	X	SANOFI	80105N105		2/14/2013		3/22/2013	10,345	11,435				0	-1,090	
337	X	DREYFUS SELECT MGR S/C	86271F578		12/20/2010		9/10/2012	5,000	4,321				0	679	
338	X	DREYFUS SELECT MGR S/C	86271F577		12/23/2010		9/10/2012	2,587	2,763				0	-176	
339	X	DREYFUS SELECT MGR S/C	86271F677		12/31/2010		9/10/2012	2,413	2,423				0	-10	

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Cost, Other Basis and Expenses		Net Gain or Loss					
								Capital Gains/Losses		Other sales	Gross Sales	Price		Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments
341	X DREYFUS PREM STRAT GLBL	86271F818			12/30/2011		8/9/2012	975	875				100					
342	X COMMIT TO PUR MELLON OP	999Z66860			12/27/2012		1/1/2013	9,916	9,916				0					
343	X ACCENTURE PLC-CL A	G1151C101			3/22/2013		6/5/2013	4,783	4,459				324					
344	X COOPER PLC CORP ACTION	G24140108			1/1/2012		12/3/2012	28,502	22,961				5,541					
345	X COVIDIEN PLC	G2554F113			1/4/2011		3/22/2013	4,654	3,331				1,323					
346	X EATON CORP PLC	G29183103			11/30/2012		12/14/2012	48	48				0					
347	X EATON CORP PLC	G29183103			11/30/2012		3/22/2013	1,885	1,550				335					
348	X EATON CORP PLC	G29183103			11/30/2012		4/24/2013	3,507	3,099				408					
349	X ENSCO PLC-CL A	G3157S108			3/23/2011		3/22/2013	2,916	2,846				70					
350	X ENSCO PLC-CL A	G3157S108			3/24/2011		3/22/2013	19,826	19,589				237					
351	X PENTAIR LTD	H6169Q108			3/16/2009		11/2/2012	45	15				30					
352	X PENTAIR LTD	H6169Q108			3/16/2009		12/1/2012	2,846	904				1,942					
353	X TYCO INTERNATIONAL LTD	H89128104			3/16/2009		3/22/2013	7,745	2,379				5,366					
354	X TYCO INTERNATIONAL LTD	H89128104			12/26/2012		3/22/2013	2,169	2,036				133					
								Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss				
Long Term CG Distributions								Capital Gains/Losses		2,001,149		1,586,081		415,068				
Short Term CG Distributions								Other sales		0		0		0				
Amount								34,699										

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

		27,188	16,313	0	10,875
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	OTHER PROFESSIONAL FEES	27,188	16,313		10,875

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

		3,434	2,150	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	2,150	2,150		
2	ESTIMATED EXCISE PAYMENTS	1,284			

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

		17,335	9	0	17,326
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	9	9		
2	STATE AG FEES	250			250
3	PROFESSIONAL SERVICES RENDERED	16,168			16,168
4	MEETING EXPENSE	723			723
5	BANK CHARGES	38			38
6	POSTAGE CHARGES	147			147
7					

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

		3,375,468	3,595,278	3,993,316
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
Asset Description	Basis of Valuation			
1 OTHER INVESTMENTS		3,542,242	3,595,278	3,993,316

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

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

1	REFUND OF QUALIFIED DISTRIBUTIONS	1	600
2	Total	2	600

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

1	GAIN ON CY SALES NOT SETTLED AT YEAR END	1	726
2	MELLON OPTIMA ADJUSTMENT	2	51,768
3	Total	3	52,494

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

Long Term CG Distributions		Amount	Short Term CG Distributions		Amount	Long Term CG Distributions		Amount	Short Term CG Distributions		Amount				
Description of Property Sold		CUSIP #	How Acquired		Date Acquired	Date	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
1	A D T CORP-WI	001011J108	3/16/2009	3/22/2013	6,133	1,588,081	380,389	0	0	1,588,081	380,389	0	0	0	380,389
2	A D T CORP-WI	001011J108	12/26/2012	3/22/2013	1,325	1,218	1,077	0	0	1,325	1,077	0	0	0	248
3	A D T CORP-WI	001011J108	12/27/2012	3/22/2013	6,035	5,640	395	0	0	6,035	5,640	0	0	0	395
4	A T&T INC	002068R102	1/19/2007	1/21/2012	12,413	12,976	-563	0	0	12,413	-563	0	0	0	-563
5	A T&T INC	002068R102	3/5/2011	3/22/2013	7,250	7,338	-88	0	0	7,250	-88	0	0	0	-88
6	A T&T INC	002068R102	1/19/2007	3/22/2013	9,788	9,489	319	0	0	9,788	319	0	0	0	319
7	AIR PRODS & CHEMS INC	009158T08	3/22/2013	4/24/2013	12,844	13,138	-292	0	0	13,138	-292	0	0	0	-292
8	ALLIANCE DATA SYS CORP	018581T08	5/29/2008	1/17/2013	3,277	1,275	2,002	0	0	1,275	2,002	0	0	0	-2,002
9	ALLIANCE DATA SYS CORP	018581T08	5/29/2008	1/18/2013	6,526	2,551	3,975	0	0	2,551	3,975	0	0	0	-3,975
10	TARGET CORP	87612E108	1/29/2011	7/6/2012	6,155	4,845	1,310	0	0	4,845	1,310	0	0	0	-1,310
11	TERADATA CORPORATION	88076W103	3/5/2011	7/6/2012	1,303	1,000	303	0	0	1,000	303	0	0	0	-303
12	TERADATA CORPORATION	88076W103	3/5/2011	7/6/2012	3,014	2,300	714	0	0	2,300	714	0	0	0	-714
13	TERADATA CORPORATION	88076W103	3/5/2011	7/6/2012	4,183	3,186	997	0	0	3,186	997	0	0	0	-997
14	TERADATA CORPORATION	88076W103	3/5/2011	7/6/2012	5,240	4,366	874	0	0	4,366	874	0	0	0	-874
15	TERADATA CORPORATION	88076W103	3/5/2011	7/6/2012	2,563	2,243	320	0	0	2,243	320	0	0	0	-320
16	TERADATA CORPORATION	88076W103	3/5/2011	7/6/2012	2,848	2,449	399	0	0	2,449	399	0	0	0	-399
17	TERADATA CORPORATION	88076W103	3/5/2011	7/6/2012	11,689	3,345	8,344	0	0	3,345	8,344	0	0	0	-8,344
18	TEXAS INSTRUMENTS INC	882508T04	3/5/2013	3/22/2013	11,689	11,883	-194	0	0	11,883	-194	0	0	0	194
19	UNILEVER PLC ADR	904787T04	12/11/2009	3/22/2013	4,600	3,374	1,226	0	0	3,374	1,226	0	0	0	-1,226
20	UNILEVER PLC ADR	904787T04	12/11/2009	3/22/2013	1,873	1,873	0	0	0	1,873	0	0	0	0	0
21	UNILEVER PLC ADR	904787T04	12/11/2009	3/22/2013	5,855	4,327	1,528	0	0	4,327	1,528	0	0	0	-1,528
22	UNILEVER PLC ADR	904787T04	3/17/2010	3/22/2013	2,508	1,788	711	0	0	1,788	711	0	0	0	-711
23	UNILEVER PLC ADR	904787T04	5/27/2010	3/22/2013	8,783	3,075	5,708	0	0	3,075	5,708	0	0	0	-3,075
24	UNILEVER PLC ADR	904787T04	5/27/2010	3/22/2013	8,783	3,083	5,700	0	0	3,083	5,700	0	0	0	-3,083
25	VALE S&P ADR	91912E105	5/19/2008	12/11/2012	10,001	7,781	2,220	0	0	7,781	2,220	0	0	0	-2,220
26	EATON CORP ACTION	278058T02	1/1/2012	12/5/2012	8,814	9,312	-502	0	0	9,312	-502	0	0	0	502
27	EXXON MOBIL CORP	30231G102	9/20/2001	3/22/2013	17,709	7,482	10,217	0	0	7,482	10,217	0	0	0	-10,217
28	FACEBOOK INC-A	30303M102	1/28/2012	3/22/2013	8,538	10,351	-1,813	0	0	10,351	-1,813	0	0	0	1,813
29	FEDEX CORP	31428X106	1/28/2012	3/22/2013	4,775	4,539	236	0	0	4,539	236	0	0	0	-236
30	FEDEX CORP	31428X106	1/27/2012	3/22/2013	11,761	11,202	559	0	0	11,202	559	0	0	0	-559
31	FEDEX CORP	31428X106	6/20/2012	3/22/2013	3,898	3,864	34	0	0	3,864	34	0	0	0	-34
32	FEDEX CORP	31428X106	6/20/2012	3/22/2013	974	915	59	0	0	915	59	0	0	0	-59
33	FEDEX CORP	31428X106	6/21/2012	3/22/2013	1,482	1,374	88	0	0	1,374	88	0	0	0	-88
34	FEDEX CORP	31428X106	6/21/2012	3/22/2013	1,482	1,374	88	0	0	1,374	88	0	0	0	-88
35	FLUOR CORP NEW	343412102	10/1/2012	3/22/2013	3,839	3,382	457	0	0	3,382	457	0	0	0	-457
36	FLUOR CORP NEW	343412102	10/1/2012	3/22/2013	5,630	3,382	2,248	0	0	3,382	2,248	0	0	0	-2,248
37	FLUOR CORP NEW	343412102	10/1/2012	3/22/2013	5,886	5,311	575	0	0	5,311	575	0	0	0	-575
38	FORD MOTOR CO	345370860	1/1/2010	1/31/2013	845	1,081	-236	0	0	1,081	-236	0	0	0	236
39	FORD MOTOR CO	345370860	1/1/2010	1/31/2013	3,136	4,025	-889	0	0	4,025	-889	0	0	0	889
40	FORD MOTOR CO	345370860	1/1/2010	1/31/2013	1,382	1,777	-395	0	0	1,777	-395	0	0	0	395
41	FORD MOTOR CO	345370860	1/1/2010	1/31/2013	512	682	-170	0	0	682	-170	0	0	0	170
42	FORD MOTOR CO	345370860	1/1/2010	1/31/2013	526	6,777	-6,251	0	0	6,777	-6,251	0	0	0	6,251
43	FORD MOTOR CO	345370860	1/6/2011	1/31/2013	2,483	3,536	-1,053	0	0	3,536	-1,053	0	0	0	1,053
44	FORD MOTOR CO	345370860	1/6/2011	1/31/2013	1,370	1,942	-572	0	0	1,942	-572	0	0	0	572
45	FORD MOTOR CO	345370860	1/6/2011	1/31/2013	1,395	1,987	-592	0	0	1,987	-592	0	0	0	592
46	GENERAL ELECTRIC COMPANY	369804103	1/28/2011	12/26/2012	7,488	7,297	191	0	0	7,297	191	0	0	0	-191
47	GENERAL ELECTRIC COMPANY	369804103	1/28/2011	12/27/2012	917	608	309	0	0	608	309	0	0	0	-309
48	GENERAL ELECTRIC COMPANY	369804103	8/4/1992	12/27/2012	7,402	2,239	5,163	0	0	2,239	5,163	0	0	0	-5,163
49	GLEAD SCIENCES INC	375558T03	8/11/2010	5/13/2013	5,972	4,961	1,011	0	0	4,961	1,011	0	0	0	-1,011
50	INFORMATICA CORP	45668Q102	8/11/2010	3/22/2013	1,984	1,877	107	0	0	1,877	107	0	0	0	-107
51	INFORMATICA CORP	45668Q102	8/11/2010	3/22/2013	310	284	26	0	0	284	26	0	0	0	-26
52	INFORMATICA CORP	45668Q102	8/11/2010	3/22/2013	1,984	1,888	96	0	0	1,888	96	0	0	0	-96
53	INFORMATICA CORP	45668Q102	8/12/2010	3/22/2013	69	59	10	0	0	59	10	0	0	0	-10
54	INFORMATICA CORP	45668Q102	8/12/2010	3/22/2013	278	238	40	0	0	238	40	0	0	0	-40
55	INFORMATICA CORP	45668Q102	8/13/2010	3/22/2013	241	213	28	0	0	213	28	0	0	0	-28
56	INFORMATICA CORP	45668Q102	8/13/2010	3/22/2013	69	61	8	0	0	61	8	0	0	0	-8
57	INFORMATICA CORP	45668Q102	8/13/2010	3/22/2013	1,275	1,128	147	0	0	1,128	147	0	0	0	-147
58	INFORMATICA CORP	45668Q102	8/13/2010	3/22/2013	34	31	3	0	0	31	3	0	0	0	-3
59	INFORMATICA CORP	45668Q102	8/16/2010	3/22/2013	103	93	10	0	0	93	10	0	0	0	-10
60	INFORMATICA CORP	45668Q102	8/16/2010	3/22/2013	2,653	2,411	242	0	0	2,411	242	0	0	0	-242
61	INFORMATICA CORP	45668Q102	1/31/2013	3/22/2013	2,411	2,582	-171	0	0	2,582	-171	0	0	0	171
62	INTERNATIONAL BUSINESS MACHINES	459200101	1/23/2008	1/17/2013	21,301	11,890	9,411	0	0	11,890	9,411	0	0	0	-9,411
63	INTERNATIONAL BUSINESS MACHINES	459200101	10/8/2008	1/17/2013	11,819	5,530	6,289	0	0	5,530	6,289	0	0	0	-6,289
64	INTERNATIONAL BUSINESS MACHINES	459200101	3/17/2010	1/17/2013	3,488	2,317	1,189	0	0	2,317	1,189	0	0	0	-1,189
65	INTERNATIONAL BUSINESS MACHINES	459200101	4/29/2013	4/19/2013	9,488	6,374	3,115	0	0	6,374	3,115	0	0	0	-3,115
66	INTERNATIONAL BUSINESS MACHINES	459200101	3/22/2013	4/19/2013	2,288	2,562	-273	0	0	2,562	-273	0	0	0	273
67	INTERNATIONAL BUSINESS MACHINES	459200101	3/22/2013	4/19/2013	22,502	25,050	-2,548	0	0	25,050	-2,548	0	0	0	2,548
68	INTERNATIONAL BUSINESS MACHINES	459200101	3/22/2013	4/23/2013	5,185	5,732	-547	0	0	5,732	-547	0	0	0	547
69	INTUIT	461202T03	10/1/2011	3/22/2013	3,902	3,069	833	0	0	3,069	833	0	0	0	-833
70	INTUIT	461202T03	10/1/2011	3/22/2013	3,902	3,122	780	0	0	3,122	780	0	0	0	-780
71	INTUIT	461202T03	10/1/2011	3/22/2013	4,552	3,947	605	0	0	3,947	605	0	0	0	-605
72	INTUIT	461202T03	10/1/2011	3/22/2013	2,601	2,071	530	0	0	2,071	530	0	0	0	-530
73	JIP MORGAN CHASE & CO	46625H100	1/1/2002	3/22/2013	1,760	813	947	0	0	813	947	0	0	0	-947
74	JIP MORGAN CHASE & CO	46625H100	1/1/2002	3/22/2013	14,028	6,357	7,671	0	0	6,357	7,671	0	0	0	-7,671
75	JIP MORGAN CHASE & CO	46625H100	1/1/2002	3/22/2013	7,884	3,563	4,321	0	0	3,563	4,321	0	0	0	-4,321
76	JOHNSON & JOHNSON	476160T04	8/1/2012	3/22/2013	12,701	10,472	2,229	0	0	10,472	2,229	0	0	0	-2,229
77	JOHNSON & JOHNSON	476160T04	8/1/2012	3/22/2013	14,288	11,856	2,430	0	0	11,856	2,430	0	0	0	-2,430
78	ALLIANCE DATA SYS CORP	018581T08	5/29/2008	3/5/2013	635	243	392	0	0	243	392	0	0	0	-392
79	ALLIANCE DATA SYS CORP	018581T08	5/29/2008	3/5/2013	1,111	418	693	0	0	418	693	0	0	0	-693
80	ALLIANCE DATA SYS CORP	018581T08	5/29/2008	3/5/2013	2,547	1,591									

91817E105	VALE S-P ADP ADR
91243V104	VERIZON COMMUNICATIONS INC
91243V104	VERIZON COMMUNICATIONS INC
91243V104	VERIZON COMMUNICATIONS INC
9285656	VNMARE INC-CLASS A
9285656	VNMARE INC-CLASS A
9285656	VNMARE INC-CLASS A
9497487	WELLS FARGO & COMPANY
9487487	WELLS FARGO & COMPANY
9497487	WELLS FARGO & COMPANY
9497487	ZIMMER HOLDINGS INC
88956P102	ZIMMER HOLDINGS INC
88956P102	ZIMMER HOLDINGS INC
88956P102	ZIMMER HOLDINGS INC
88956P102	ZIMMER HOLDINGS INC
88956P102	ZIMMER HOLDINGS INC
88956P102	ZIMMER HOLDINGS INC
17725R102	CISCO SYSTEMS INC
1924444	COGNIZANT TECHNOLOGY SOLUTIONS

CUSIP #		Long Term CG Distributions		Short Term CG Distributions	
169	COGNIZANT TECHNOLOGY SOLUTIONS	192446102	34,659,000		
170	COGNIZANT TECHNOLOGY SOLUTIONS	192446102			
171	COGNIZANT TECHNOLOGY SOLUTIONS	192446102			
172	COGNIZANT TECHNOLOGY SOLUTIONS	192446102			
173	COGNIZANT TECHNOLOGY SOLUTIONS	192446102			
174	COGNIZANT TECHNOLOGY SOLUTIONS	192446102			
175	COMCAST CORP CL A	20030N101			
176	COMCAST CORP CL A	20030N101			
177	COMCAST CORP CL A	20030N101			
178	CONAGRA FOODS INC	20825C104			
179	CONOCOPHILIPS	20825C104			
180	CONOCOPHILIPS	20825C104			
181	CONOCOPHILIPS	20825C104			
182	CONOCOPHILIPS	20825C104			
183	CONOCOPHILIPS	20825C104			
184	DANHEHER CORP	235681102			
185	DANHEHER CORP	235681102			
186	DANHEHER CORP	235681102			
187	DANHEHER CORP	235681102			
188	DANHEHER CORP	235681102			
189	DIRECTV, CLASS A	25400A101			
190	DIRECTV, CLASS A	25400A101			
191	AMERICAN TOWER CORP	03077X100			
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419	AMERICAN TOWER CORP	03077X100			

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

	Date		Amount
1 Credit from prior year return		1	77
2 First quarter estimated tax payment	11/9/2012	2	321
3 Second quarter estimated tax payment	12/10/2012	3	321
4 Third quarter estimated tax payment	3/12/2013	4	321
5 Fourth quarter estimated tax payment	6/11/2013	5	321
6 Other payments		6	
7 Total		7	1,361