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Form **990-PF**

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning 7/1/2012, and ending 6/30/2013

Name of foundation APPLESTONE FOUNDATION-IMA		A Employer identification number 84-1663629
Number and street (or P O box number if mail is not delivered to street address) Room/suite BNY MELLON TRUST OF DELAWARE - P O. Box 185		B Telephone number (see instructions) (215) 553-2044
City or town, state, and ZIP code Pittsburgh PA 15230-0185		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,867,509		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

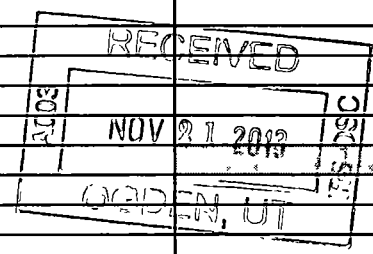
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	84,326	83,953		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	18,523			
	b Gross sales price for all assets on line 6a 864,274				
	7 Capital gain net income (from Part IV, line 2)		18,523		
	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	102,849	102,476	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)	10,810	10,810		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,530	1,637		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	15,381	15,060		321
	24 Total operating and administrative expenses. Add lines 13 through 23	31,721	27,507	0	321
	25 Contributions, gifts, grants paid	184,810			184,810
26 Total expenses and disbursements. Add lines 24 and 25	216,531	27,507	0	185,131	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-113,682				
b Net investment income (if negative, enter -0-)		74,969			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	255,646	235,000	235,000
	3 Accounts receivable <input type="checkbox"/> Less allowance for doubtful accounts <input type="checkbox"/>			
	4 Pledges receivable <input type="checkbox"/> Less allowance for doubtful accounts <input type="checkbox"/>			
	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) <input type="checkbox"/> Less allowance for doubtful accounts <input type="checkbox"/>			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> Less accumulated depreciation (attach schedule) <input type="checkbox"/>			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	3,047,565	2,950,552	3,632,509
	14 Land, buildings, and equipment basis <input type="checkbox"/> Less accumulated depreciation (attach schedule) <input type="checkbox"/>			
15 Other assets (describe <input type="checkbox"/>)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	3,303,211	3,185,552	3,867,509	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe <input type="checkbox"/>)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	3,303,211	3,185,552	
	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)	3,303,211	3,185,552		
31 Total liabilities and net assets/fund balances (see instructions)	3,303,211	3,185,552		

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	3,303,211
2 Enter amount from Part I, line 27a	2	-113,682
3 Other increases not included in line 2 (itemize) <input type="checkbox"/> <u>See Attached Statement</u>	3	2,326
4 Add lines 1, 2, and 3	4	3,191,855
5 Decreases not included in line 2 (itemize) <input type="checkbox"/> <u>GAIN ON CY SALES NOT SETTLED AT YEAR END</u>	5	6,303
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,185,552

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
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	18,523
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	195,551	3,665,513	0.053349
2010	151,356	3,300,932	0.045853
2009	143,500	2,436,030	0.058907
2008	157,102	2,312,422	0.067938
2007	243,856	3,404,735	0.071623
2 Total of line 1, column (d)			2 0.297670
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 0.059534
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,809,328
5 Multiply line 4 by line 3			5 226,785
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 750
7 Add lines 5 and 6			7 227,535
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			8 185,131

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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-)			0
3 Add lines 1 and 2			1,499
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			1,499
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 .	6a	3,197	
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			3,197
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			1,698
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		1,698	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ BNY MELLON, N.A. Telephone no ▶ (215) 553-2044 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			<input type="checkbox"/>
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 ▶		Yes	No X

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

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

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

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here **5b** N/A
- 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 **6b** X
If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b** N/A

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
MICHAEL MORAN P.O. BOX 383 NEWARK RD UNIONVILLE, PA	TRUSTEE	0		

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

	Amount	
1 NONE		
2		
All other program-related investments See instructions		
3 NONE		
Total. Add lines 1 through 3		NONE

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,593,335
b	Average of monthly cash balances	1b	274,003
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,867,338
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	3,867,338
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	58,010
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,809,328
6	Minimum investment return. Enter 5% of line 5	6	190,466

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	190,466
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,499
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,499
3	Distributable amount before adjustments Subtract line 2c from line 1	3	188,967
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	188,967
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	188,967

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	185,131
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	185,131
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	185,131

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				188,967
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	78,347		0	
b	From 2008	43,141			
c	From 2009	35,715			
d	From 2010				
e	From 2011	15,471			
f	Total of lines 3a through e	172,674			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 185,131				
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				185,131
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	3,836			3,836
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	168,838			
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)	74,511			
9	Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	94,327			
10	Analysis of line 9				
a	Excess from 2008	43,141			
b	Excess from 2009	35,715			
c	Excess from 2010				
d	Excess from 2011	15,471			
e	Excess from 2012				

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

N/A

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

NOT APPLICABLE

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

NOT APPLICABLE

c Any submission deadlines

NOT APPLICABLE

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

NOT APPLICABLE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total				▶ 3a 184,810
b <i>Approved for future payment</i> NONE				
Total				▶ 3b NONE

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

Recipient(s) paid during the year

Name

MARYWOOD UNIVERSITY

Street

2300 ADAMS AVE

City

SCRANTON

State

PA

Zip Code

18509

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

3,000

Name

PENN STATE UNIVERSITY

Street

201 OLD MAIN

City

UNIVERISTY PARK

State

PA

Zip Code

16802

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

12,000

Name

CALIFORNIA UNIVERSITY OF PA

Street

250 UNIVERSITY AVE

City

CALIFORNIA

State

PA

Zip Code

15419

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

3,000

Name

WEST CHESTER UNIVERSITY

Street

700 S HIGH ST

City

WEST CHESTER

State

PA

Zip Code

19382

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

3,000

Name

MILLERSVILLE UNIVERSITY

Street

1 S GEORGE ST

City

MILLERSVILLE

State

PA

Zip Code

17551

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

6,000

Name

UNION COLLEGE

Street

807 UNION ST

City

SCHENECTADY

State

NY

Zip Code

12308

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

22,000

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

Recipient(s) paid during the year

Name

UNIONVILLE HIGH SCHOOL

Street

750 UNIONVILLE RD

City

KENNETT SQUARE

State

PA

Zip Code

19348

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

21,000

Name

KENNETT CONSOLIDATED SCHOOL DISTRICT

Street

300 EAST SOUTH STREET

City

KENNETT SQUARE

State

PA

Zip Code

19348

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

21,000

Name

BRANDYWINE HEALTH FOUNDATION

Street

50 S 1ST AVE

City

COATESVILLE

State

PA

Zip Code

19320

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

10,000

Name

KENNETT AFTER SCHOOL ASSOCIATION

Street

195 SUNNYDELL RD

City

LANDENBERG

State

PA

Zip Code

19350

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

12,500

Name

KENNETT AREA COMMUNITY SERVICE

Street

136 W CEDAR ST

City

KENNETT SQUARE

State

PA

Zip Code

19348

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

10,000

Name

TICK TOCK EARLY LEARNING CENTER

Street

1694 BALTIMORE PIKE

City

AVONDALE

State

PA

Zip Code

19311

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

10,000

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

Recipient(s) paid during the year

Name

THE GARAGE COMMUNITY & YOUTH CENTER

Street

115 S UNION ST

City

KENNETT SQUARE

State

PA

Zip Code

19348

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

5,000

Name

CHESTER COUNTY EXTENSION

Street

601 WESTTOWN RD, STE 370

City

WEST CHESTER

State

PA

Zip Code

19380-0990

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

6,310

Name

KENNETT AREA YMCA

Street

101 RACE ST

City

KENNETT SQUARE

State

PA

Zip Code

19348

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

10,000

Name

YOUNG MOMS

Street

3725 NATIONAL DRIVE

City

RALEIGH

State

NC

Zip Code

27612

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

10,000

Name

CHESTER COUNTY FOOD BANK

Street

650 PENNSYLVANIA DRIVE

City

EXTON

State

PA

Zip Code

19341

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

7,000

Name

MILLBROOK SCHOOL

Street

131 MILLBROOK SCHOOL RD

City

MILLBROOK

State

NY

Zip Code

12545

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

13,000

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		Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
								Gross Sales	Cost or Other Basis					
	Long Term CG Distributions	19,356						864,285	0					18,523
	Short Term CG Distributions	0						0	0					0
1	INTERNATIONAL BUSINESS M	459200101			4/19/2013		4/19/2013	1,907	2,135				0	-228
2	INTERNATIONAL BUSINESS M	459200101			1/23/2008		4/19/2013	3,011	4,463				0	3,548
3	INTERNATIONAL BUSINESS M	459200101			1/23/2008		1/23/2013	3,265	3,807				0	1,458
4	JP MORGAN CHASE & CO	46625H100			12/1/2004		7/19/2012	5,248	3,399				0	1,849
5	JOHNSON CONTROLS INC	478366107			8/22/2011		7/11/2012	2,415	2,674				0	-259
6	KRAFT FOODS GROUP INC	50076Q106			8/27/2010		10/10/2012	154	104				0	50
7	KRAFT FOODS GROUP INC	50076Q106			9/24/2010		10/10/2012	464	334				0	130
8	KRAFT FOODS GROUP INC	50076Q106			7/22/2009		10/10/2012	2,907	1,836				0	1,071
9	KRAFT FOODS GROUP INC	50076Q106			8/22/2011		10/10/2012	6,030	4,643				0	1,387
10	KRAFT FOODS GROUP INC	50076Q106			7/22/2009		10/25/2012	30	20				0	10
11	LILLY ELI & CO	532457108			8/10/2012		5/24/2013	14,054	11,344				0	2,710
12	MARATHON OIL CORP	565843106			1/27/2012		2/20/2013	1,388	1,255				0	133
13	MARATHON OIL CORP	565843106			12/22/2011		2/20/2013	1,388	1,388				0	250
14	MARATHON OIL CORP	565843106			1/13/2012		2/20/2013	703	607				0	96
15	MEAD JOHNSON NUTRITION	582839106			8/22/2011		4/4/2013	5,296	4,731				0	565
16	MERCK & CO INC	58933Y105			10/28/2011		4/4/2013	3,027	2,945				0	82
17	MERCK & CO INC	58933Y105			6/4/2012		9/25/2012	4,520	3,737				0	783
18	MERCK & CO INC	58933Y105			6/1/2012		9/25/2012	3,164	2,602				0	546
19	MERCK & CO INC	58933Y105			6/1/2012		9/25/2012	3,164	2,602				0	546
20	MERCK & CO INC	58933Y105			6/1/2012		9/26/2012	4,979	4,088				0	891
21	MERCK & CO INC	58933Y105			12/15/2011		9/26/2012	10,411	8,303				0	2,108
22	MONDELEZ INTERNATIONAL	609207105			10/10/2012		6/4/2013	6,476	6,020				0	456
23	OCCEAN PETROLEUM CO	674599105			12/12/2012		3/6/2013	4,082	3,827				0	255
24	PFIZER INC	717081103			12/1/2004		5/24/2013	1,886	1,787				0	99
25	PFIZER INC	717081103			7/7/2009		5/24/2013	1,161	567				0	574
26	PFIZER INC	717081103			7/7/2009		5/24/2013	725	367				0	358
27	PFIZER INC	717081103			7/7/2009		5/24/2013	4,323	2,191				0	2,132
28	PFIZER INC	717081103			7/8/2009		5/24/2013	232	119				0	114
29	PFIZER INC	717081103			7/8/2009		5/24/2013	841	428				0	413
30	PFIZER INC	717081103			7/8/2009		5/24/2013	3,134	1,591				0	1,543
31	PFIZER INC	717081103			7/7/2009		5/24/2013	2,205	1,113				0	1,092
32	PLAINS EXPLORATION & PR	726505100			9/21/2012		12/6/2012	5,220	4,763				0	457
33	PLAINS EXPLORATION & PR	726505100			8/22/2011		12/6/2012	435	290				0	145
34	VALERO ENERGY CORP NEW	91913Y100			3/24/2011		2/20/2013	940	576				0	364
35	VERIZON COMMUNICATIONS	92343V104			4/19/2013		6/7/2013	2,495	2,601				0	-106
36	VERIZON COMMUNICATIONS	92343V104			4/19/2013		6/7/2013	1,516	1,561				0	-45
37	VERIZON COMMUNICATIONS	92343V104			3/26/2013		6/17/2013	1,011	991				0	20
38	YUM! BRANDS INC	988498101			8/22/2011		7/17/2012	5,581	4,557				0	1,024
39	ACCENTURE PLC-CLA	G1151C101			7/22/2012		9/28/2012	3,498	3,019				0	478
40	ACCENTURE PLC-CLA	G1151C101			3/5/2013		6/5/2013	2,392	2,305				0	87
41	EATON CORP PLC	G28183103			11/30/2012		4/24/2013	2,338	2,066				0	272
42	NOBLE CORPORATION	H8833N103			2/10/2012		9/27/2012	6,039	6,591				0	-552
43	NOBLE CORPORATION	H8833N103			2/10/2012		9/27/2012	8,526	9,305				0	-779
44	NXP SEMICONDUCTORS N V	N6596X109			8/22/2011		11/5/2012	2,835	1,838				0	997
45	NXP SEMICONDUCTORS N V	N6596X109			8/22/2011		3/4/2013	4,747	2,506				0	2,241
46	NXP SEMICONDUCTORS N V	N6596X109			8/22/2011		4/9/2012	5,219	3,175				0	2,044
47	AT&T INC	00206R102			2/22/2007		11/16/2012	2,645	2,968				0	-323
48	ACTAVIS INC	00507K103			10/18/2010		3/6/2013	11,282	6,160				0	5,132
49	TEXAS INSTRUMENTS INC	862508104			1/18/2012		9/27/2012	2,770	3,309				0	-539
50	TEXAS INSTRUMENTS INC	862508104			1/19/2012		9/27/2012	2,770	3,385				0	-615
51	TEXAS INSTRUMENTS INC	862508104			2/10/2012		9/27/2012	831	1,003				0	-172
52	TEXAS INSTRUMENTS INC	862508104			1/14/2011		9/27/2012	1,385	1,595				0	-210
53	TEXAS INSTRUMENTS INC	862508104			1/10/2012		9/27/2012	4,709	5,164				0	-455
54	TEXAS INSTRUMENTS INC	862508104			1/12/2012		9/27/2012	2,770	3,127				0	-357
55	US BANCORP	902973304			8/22/2011		1/17/2013	12,498	8,029				0	4,469
56	UNION PAC CORP	967818108			8/22/2011		1/28/2013	4,650	3,065				0	1,585
57	VALERO ENERGY CORP NEW	91913Y100			3/24/2011		8/15/2012	1,429	1,441				0	-12
58	VALERO ENERGY CORP NEW	91913Y100			8/22/2011		8/15/2012	3,144	2,141				0	1,003
59	VALERO ENERGY CORP NEW	91913Y100			3/24/2011		9/27/2012	1,251	1,153				0	96
60	VALERO ENERGY CORP NEW	91913Y100			8/22/2011		9/27/2012	2,815	1,732				0	1,083
61	VALERO ENERGY CORP NEW	91913Y100			3/24/2011		12/14/2012	999	865				0	134
62	VALERO ENERGY CORP NEW	91913Y100			11/9/2012		12/14/2012	2,664	2,374				0	290
63	VALERO ENERGY CORP NEW	91913Y100			11/9/2012		2/20/2013	2,710	1,760				0	930
64	VALERO ENERGY CORP NEW	91913Y100			8/22/2011		2/20/2013	903	369				0	514
65	COMCAST CORP CL A	20030N101			5/1/2012		6/20/2013	781	614				0	167
66	COMCAST CORP CL A	20030N101			6/27/2012		6/20/2013	781	623				0	158
67	COMCAST CORP CL A	20030N101			4/16/2012		6/20/2013	1,953	1,464				0	469
68	DFA INTERNATIONAL CORE E	233203371			2/26/2013		4/19/2013	49,908	50,000				0	-92

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	Cost, Other Basis and Expenses		Net Gain or Loss
								Capital Gains/Losses	Other sales		Cost or Other Basis	Valuation Method	
								19,356	0	864,285	845,762	18,523	
69	WAL DISNEY CO/TH	254687106			8/22/2011		2/1/2013	3,275	1,947				1,328
70	E M C CORP MASS	268648102			7/30/2009		11/5/2012	990	624				366
71	E M C CORP MASS	268648102			6/1/2012		11/5/2012	2,227	1,875				352
72	E M C CORP MASS	268648102			6/1/2012		11/5/2012	2,970	2,796				174
73	E M C CORP MASS	268648102			7/16/2009		11/5/2012	742	412				330
74	E M C CORP MASS	268648102			7/16/2009		11/7/2012	1,478	825				653
75	E M C CORP MASS	268648102			7/16/2009		11/7/2012	985	550				435
76	E M C CORP MASS	268648102			7/16/2009		7/17/2013	994	550				434
77	E M C CORP MASS	268648102			7/17/2009		7/17/2013	1,476	823				653
78	E M C CORP MASS	268648102			7/17/2009		2/12/2013	2,937	1,646				1,291
79	E M C CORP MASS	268648102			7/17/2009		2/12/2013	734	410				324
80	EATON CORP ACTION	278058102			11/1/2012		12/5/2012	9,298	8,606				692
81	EATON CORP ACTION	278058102			11/1/2012		12/5/2012	14,463	11,182				3,301
82	EXPRESS SCRIPTS HOLDING	30219G108			11/8/2011		6/26/2013	9,230	7,161				2,069
83	GILEAD SCIENCES INC	375558103			1/3/2012		8/2/2012	2,286	1,792				494
84	GILEAD SCIENCES INC	375558103			1/3/2012		1/15/2013	8,508	4,928				3,580
85	GILEAD SCIENCES INC	375558103			10/20/2011		1/18/2013	2,332	1,221				1,111
86	GILEAD SCIENCES INC	375558103			10/20/2011		5/13/2013	3,258	1,221				2,037
87	HALLIBURTON CO	406216101			3/9/2012		9/21/2012	721	704				17
88	HALLIBURTON CO	406216101			10/26/2011		9/21/2012	1,443	1,400				43
89	HALLIBURTON CO	406216101			10/26/2011		2/13/2013	3,261	2,800				461
90	HALLIBURTON CO	406216101			2/22/2007		2/13/2013	408	310				98
91	HONEYWELL INTL INC	438516106			7/22/2009		9/20/2012	9,071	5,022				4,049
92	INTERNATIONAL BUSINESS M	459200101			4/19/2013		4/19/2013	7,057	7,844				-587
93	INTERNATIONAL BUSINESS M	459200101			2/27/2013		4/19/2013	2,098	2,205				-107
94	INTERNATIONAL BUSINESS M	459200101			8/11/2010		4/19/2013	381	280				121
95	INTERNATIONAL BUSINESS M	459200101			9/28/2012		4/19/2013	2,861	3,111				-250
96	INTERNATIONAL BUSINESS M	459200101			3/13/2013		4/19/2013	2,870	2,970				-300
97	PLAINS EXPLORATION & PR	726505100			8/22/2011		12/12/2012	8,982	5,792				3,190
98	QEP RESOURCES INC	74733V100			8/22/2011		11/9/2012	6,264	7,653				-1,389
99	QUALCOMM INC	747525103			11/19/2012		3/13/2013	2,671	2,491				180
100	QUALCOMM INC	747525103			2/10/2012		3/13/2013	2,671	2,470				201
101	QUALCOMM INC	747525103			2/10/2012		4/17/2013	1,283	1,235				48
102	QUALCOMM INC	747525103			11/30/2011		4/17/2013	3,850	3,290				560
103	QUALCOMM INC	747525103			11/30/2011		4/25/2013	3,118	2,742				376
104	QUALCOMM INC	747525103			11/22/2011		4/25/2013	624	547				77
105	QUALCOMM INC	747525103			11/22/2011		6/17/2013	2,476	2,189				287
106	SALESFORCE COM INC	79466L302			6/21/2010		2/8/2013	1,870	1,063				807
107	SCHLUMBERGER LTD	806857108			3/9/2012		9/21/2012	746	756				-20
108	SCHLUMBERGER LTD	806857108			8/22/2011		9/21/2012	2,238	2,248				-10
109	SCHLUMBERGER LTD	806857108			8/22/2011		2/13/2013	4,707	4,495				212
110	SCHLUMBERGER LTD	806857108			3/9/2012		2/13/2013	6,276	6,128				148
111	SCHLUMBERGER LTD	806857108			12/14/2012		2/13/2013	785	681				94
112	SEMPRA ENERGY	816851109			8/22/2011		12/12/2012	2,862	1,982				880
113	SOUTHWESTERN ENERGY C	845467109			9/27/2012		3/22/2013	1,506	1,397				109
114	SOUTHWESTERN ENERGY C	845467109			9/27/2012		3/22/2013	3,013	2,794				219
115	TERADATA CORPORATION	88076W103			7/27/2011		2/27/2013	2,215	2,215				0
116	TERADATA CORPORATION	88076W103			7/27/2011		2/28/2013	4,064	3,876				188
117	TERADATA CORPORATION	88076W103			8/19/2011		2/28/2013	581	442				139
118	TERADATA CORPORATION	88076W103			3/2/2011		3/17/2013	1,174	949				225
119	TERADATA CORPORATION	88076W103			8/22/2011		3/17/2013	3,522	2,685				837
120	TERADATA CORPORATION	88076W103			8/22/2011		3/5/2013	2,948	2,238				710
121	TERADATA CORPORATION	88076W103			8/22/2011		4/24/2013	5,173	4,028				1,145
122	AIR PRODS & CHEMS INC	009158106			8/22/2011		4/24/2013	8,563	7,691				872
123	APPLE INC	037633100			11/16/2012		2/20/2013	1,908	2,071				-263
124	APPLE INC	037633100			7/8/2008		2/20/2013	452	177				275
125	APPLE INC	037633100			6/1/2012		3/1/2013	863	1,137				-274
126	APPLE INC	037633100			7/22/2009		3/1/2013	1,725	630				1,095
127	APPLE INC	037633100			7/8/2008		3/1/2013	2,588	1,062				1,526
128	APPLE INC	037633100			7/8/2008		6/17/2013	3,458	1,416				2,042
129	APPLE INC	037633100			9/4/2009		6/17/2013	2,161	840				1,321
130	APPLE INC	037633100			7/22/2009		6/18/2013	4,748	1,732				3,016
131	APPLE INC	037633100			9/4/2009		6/26/2013	1,996	840				1,146
132	APPLE INC	037633100			7/28/2008		6/26/2013	5,165	2,077				3,088
133	B B & T CORPORATION	054837107			6/20/2011		7/11/2012	7,091	6,011				1,080
134	B B & T CORPORATION	054837107			8/22/2011		7/19/2012	8,602	5,335				3,267
135	B B & T CORPORATION	054837107			8/22/2011		4/15/2013	9,422	6,123				3,297
136	BNY MEL US CORE EQ 130/30	05569M582			8/23/2011		3/14/2013	45,054	35,000				10,054

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	Totals		
															Capital Gains/Losses	Other sales	
														Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss	
	Long Term CG Distributions	Amount													864,285	845,762	18,523
	Short Term CG Distributions	19,356													0	0	0
137	X BNY MELLON S/C CORE EQ 130/30	05569M582			7/21/2009		3/14/2013	49,992	31,500					0	18,492		
138	X BNY MELLON S/C MULTI-STR	05569M806			3/27/2009		2/26/2013	3	2					0	1		
139	X BNY MELLON S/C MULTI-STR	05569M806			9/22/2011		2/26/2013	62,389	50,000					0	12,389		
140	X BNY MELLON INTERNATIONAL	05569M871			12/1/2004		2/26/2013	109,602	249,849					0	-141,247		
141	X BAIDU, INC	056752108			8/22/2011		7/2/2012	3,352	3,961					0	-609		
142	X BAIDU, INC	056752108			8/22/2011		7/11/2012	434	528					0	-94		
143	X BAIDU, INC	056752108			1/9/2012		7/11/2012	2,713	3,016					0	-303		
144	X BRISTOL-MYERS SQUIBB CO	110122108			4/19/2012		8/10/2012	32	34					0	-2		
145	X BRISTOL-MYERS SQUIBB CO	110122108			4/19/2012		8/10/2012	7,605	8,143					0	-538		
146	X BRISTOL-MYERS SQUIBB CO	110122108			4/19/2012		8/13/2012	3,437	3,698					0	-261		
147	X BROADCOM CORP CL A	111320107			9/27/2012		3/22/2013	6,169	6,335					0	-166		
148	X BROADCOM CORP CL A	111320107			2/8/2013		3/22/2013	1,714	1,662					0	52		
149	X BROADCOM CORP CL A	111320107			9/27/2012		3/22/2013	2,399	2,464					0	-65		
150	X C S T BRANDS INC	12646R105			8/22/2011		5/9/2013	892	455					0	437		
151	X C S T BRANDS INC	12646R105			4/24/2013		5/9/2013	297	328					0	-31		
152	X C S T BRANDS INC	12646R105			3/24/2011		5/9/2013	396	299					0	97		
153	X C S T BRANDS INC	12646R105			7/20/2011		5/9/2013	79	54					0	25		
154	X C S T BRANDS INC	12646R105			7/20/2011		5/22/2013	22	13					0	9		
155	X CARNIVAL CORP	143658300			7/17/2010		6/21/2013	3,993	3,748					0	245		
156	X CARNIVAL CORP	143658300			8/22/2011		6/21/2013	998	910					0	88		
157	X CENTERPOINT ENERGY INC	143658300			12/21/2010		6/21/2013	4,659	6,181					0	-1,522		
158	X CENTERPOINT ENERGY INC	15189T107			9/25/2012		4/24/2013	3,864	3,426					0	438		
159	X CENTERPOINT ENERGY INC	15189T107			12/6/2012		4/24/2013	242	199					0	43		
160	X CITIGROUP INC	172967424			8/22/2011		7/19/2012	8,235	8,608					0	-373		
161	X COCA - COLA CO	191216100			8/22/2011		4/4/2013	2,419	2,041					0	378		
162	X COMCAST CORP CL A	20030N101			7/11/2012		10/9/2012	2,132	1,896					0	236		
163	X COMCAST CORP CL A	20030N101			7/11/2012		11/19/2012	1,073	948					0	125		
164	X COMCAST CORP CL A	20030N101			6/19/2012		11/19/2012	1,789	1,577					0	212		
165	X COMCAST CORP CL A	20030N101			6/19/2012		3/26/2013	2,488	1,893					0	595		
166	X COMCAST CORP CL A	20030N101			6/27/2012		3/26/2013	415	312					0	103		
167	X COMCAST CORP CL A	20030N101			6/27/2012		6/7/2013	2,868	2,182					0	686		
168	X COMCAST CORP CL A	20030N101			6/27/2012		6/18/2013	4,438	3,428					0	1,010		
169	X COMCAST CORP CL A	20030N101			4/19/2013		6/18/2013	1,614	1,614					0	0		
170	X ISHARES K-1 LT LOSS				1/17/2010		12/31/2012		8					0	-8		

ACCOUNT NO	ACCOUNT NAME	ASSET	CUSIP ID	SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
1083675U000	APPLESTONE FOUNDATION-IMA	CASH MANAGEMENT VEHICLES	991061052	CRA (BNY MELLON, N A, MEMBER FDIC)	158,934.92	158,934.92	158,934.92
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	00206R102	AT&T INC	160.00	5,664.00	5,270.21
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	00507K103	ACTAVIS INC	130.00	16,408.60	8,176.74
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	00724F101	ADOBE SYSTEMS INC	290.00	13,212.40	11,661.66
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	023135106	AMAZON COM INC	56.00	15,550.64	10,933.15
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	037833100	APPLE INC	65.00	25,774.45	9,213.20
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	073730103	BEAM INC	210.00	13,253.10	13,065.37
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	110122108	BRISTOL-MYERS SQUIBB CO	330.00	14,747.70	15,551.18
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	111320107	BROADCOM CORP CL A	330.00	11,152.35	11,172.70
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	14040H105	CAPITAL ONE FINANCIAL CORP	170.00	10,677.70	9,144.98
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	149123101	CATERPILLAR INC	130.00	10,723.70	8,365.27
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	150870103	CELANESE CORP -SER A	220.00	9,856.00	8,740.16
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	15189T107	CENTERPOINT ENERGY INC	530.00	12,449.70	10,334.73
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	166764100	CHEVRON CORPORATION	166.00	19,644.44	16,836.96
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	191216100	COCA - COLA CO	280.00	11,230.80	9,522.52
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	20030N101	COMCAST CORP CL A	240.00	10,020.00	7,118.64
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	22160K105	COSTCO WHSL CORP NEW	120.00	13,268.40	9,118.56
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	254687106	WALT DISNEY CO/THE	320.00	20,208.00	10,386.56
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	260003108	DOVER CORP	180.00	13,978.80	9,237.24
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	29444U502	EQUINIX INC	68.00	12,560.96	14,271.95
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	30219G108	EXPRESS SCRIPTS HOLDING CO	270.00	16,669.80	12,765.76
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	30231G102	EXXON MOBIL CORP	175.00	15,811.25	7,039.27
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	307000109	FAMILY DLR STORES INC	120.00	7,477.20	8,357.04
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	35671D857	FREEMONT MCMORAN COPPER & GOLD INC	240.00	6,626.40	9,958.34
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	369604103	GENERAL ELECTRIC COMPANY	686.00	15,908.34	14,228.35
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	375558103	GILEAD SCIENCES INC	280.00	14,355.60	5,697.84
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	38259P508	GOOGLE INC - CL A	32.00	28,171.84	25,474.93
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	406216101	HALLIBURTON CO	297.00	12,390.84	9,127.76
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	437076102	HOME DEPOT INC	280.00	21,691.60	9,105.04
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	438516106	HONEYWELL INTL INC	205.00	16,264.70	7,185.49
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	45865V100	INTERCONTINENTAL EXCHANGE INC	97.00	17,242.72	12,712.20
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	459200101	INTERNATIONAL BUSINESS MACHINES CORP	51.00	9,746.61	5,159.77
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	46625H100	JP MORGAN CHASE & CO	193.00	10,188.47	4,263.52
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	478366107	JOHNSON CONTROLS INC	290.00	10,379.10	8,615.32
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	517834107	LAS VEGAS SANDS CORP	220.00	11,644.60	9,331.96
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	565849106	MARATHON OIL CORP	380.00	13,140.40	10,652.50
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	59156R108	METLIFE INC	380.00	17,388.80	12,429.15
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	609207105	MONDELEZ INTERNATIONAL	390.00	11,126.70	8,650.91
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	637071101	NATIONAL OILWELL VARCO INC	150.00	10,335.00	10,309.14
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	670346105	NUCOR CORP	240.00	10,396.80	10,456.92
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	674599105	OCCIDENTAL PETROLEUM CORP	100.00	8,923.00	7,653.52
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	693475105	PNC FINANCIAL SERVICES GROUP	310.00	22,605.20	14,782.99
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	693856100	P V H CORP	77.00	9,628.85	9,295.63
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	713448108	PEPSICO INC	235.00	19,220.65	12,931.79
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	717081103	Pfizer Inc	345.00	9,663.45	5,003.35
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	718172109	PHILIP MORRIS INTERNAT	140.00	12,126.80	9,944.39
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	742718109	PROCTER & GAMBLE CO	270.00	20,787.30	11,807.00
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	747525103	QUALCOMM INC	80.00	4,887.20	4,378.96
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	79466L302	SALESFORCE COM INC	398.00	15,195.64	11,942.58
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	80004C101	SANDISK CORP	220.00	13,442.00	13,569.70
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	816851109	SEMPRA ENERGY	150.00	12,264.00	7,430.70
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	845467109	SOUTHWESTERN ENERGY CO	330.00	12,054.90	11,503.38
1083675U000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	857477103	STATE STREET CORP	310.00	20,215.10	10,841.64

ACCOUNT NO	ACCOUNT NAME	ASSET	CUSIP ID	SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
108367SU000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	89417E109	THE TRAVELERS COMPANIES INC	150.00	11,988.00	9,546.53
108367SU000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	907818108	UNION PAC CORP	51.00	7,868.28	4,465.46
108367SU000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	913017109	UNITED TECHNOLOGIES CORP	160.00	14,870.40	11,031.68
108367SU000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	91913V100	VALERO ENERGY CORP NEW	390.00	13,560.30	9,399.56
108367SU000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	92343V104	VERIZON COMMUNICATIONS INC	230.00	11,578.20	9,370.55
108367SU000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	949746101	WELLS FARGO & COMPANY	586.00	24,184.22	15,303.94
108367SU000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	984332106	YAHOO INC	800.00	20,104.00	14,835.11
108367SU000	APPLESTONE FOUNDATION-IMA	COMMON STOCK	988498101	YUM! BRANDS INC	170.00	11,787.80	9,214.99
108367SU000	APPLESTONE FOUNDATION-IMA	EQUITY/BALANCED MUTUAL FUNDS	233203421	DFA EMERG MKTS CORE EQUITY	2,552.32	46,758.56	50,000.00
108367SU000	APPLESTONE FOUNDATION-IMA	EQUITY/BALANCED MUTUAL FUNDS	26203E604	DREYFUS/NEWTON INTERN EQTY-I	4,995.26	93,611.23	82,471.61
108367SU000	APPLESTONE FOUNDATION-IMA	EQUITY/BALANCED MUTUAL FUNDS	86271F677	DREYFUS SELECT MGR S/C VL-I	6,386.61	143,443.26	106,993.82
108367SU000	APPLESTONE FOUNDATION-IMA	EQUITY/BALANCED MUTUAL FUNDS	86271F768	DREYFUS PRE STRAT INTER ST-I	5,004.17	72,110.09	60,000.00
108367SU000	APPLESTONE FOUNDATION-IMA	EQUITY/BALANCED MUTUAL FUNDS	92828T889	VIRTUS EMERGING MKTS OPPOR-I	4,887.58	47,751.72	50,000.00
108367SU000	APPLESTONE FOUNDATION-IMA	FIXED INCOME MUTUAL FUNDS	26196T830	DREYFUS INFELN ADJ SEC-INST	2,574.62	32,826.43	31,681.27
108367SU000	APPLESTONE FOUNDATION-IMA	FIXED INCOME MUTUAL FUNDS	261980759	DREYFUS HIGH YIELD-I	5,963.99	38,944.87	31,549.52
108367SU000	APPLESTONE FOUNDATION-IMA	FIXED INCOME MUTUAL FUNDS	87234N765	TCW EMERGING MARKETS INCOME FUND-I	5,359.05	45,980.71	50,000.00
108367SU000	APPLESTONE FOUNDATION-IMA	FOREIGN COMMON STOCK	37733W105	GLAXO SMITHKLINE PLC SPONS ADR	4,000.00	199,880.00	-
108367SU000	APPLESTONE FOUNDATION-IMA	FOREIGN COMMON STOCK	806857108	SCHLUMBERGER LTD	140.00	10,032.40	9,900.60
108367SU000	APPLESTONE FOUNDATION-IMA	FOREIGN COMMON STOCK	82481R106	SHIRE PLC	140.00	13,315.40	13,067.49
108367SU000	APPLESTONE FOUNDATION-IMA	FOREIGN COMMON STOCK	881624209	TEVA PHARMACEUTICAL INDS ADR	410.00	16,072.00	16,578.73
108367SU000	APPLESTONE FOUNDATION-IMA	FOREIGN COMMON STOCK	G0408V102	AON PLC	270.00	17,374.50	13,242.83
108367SU000	APPLESTONE FOUNDATION-IMA	FOREIGN COMMON STOCK	G1151C101	ACCENTURE PLC-CL A	150.00	10,794.00	7,289.70
108367SU000	APPLESTONE FOUNDATION-IMA	FOREIGN COMMON STOCK	G2554F113	COVIDIEN PLC	200.00	12,568.00	9,441.34
108367SU000	APPLESTONE FOUNDATION-IMA	FOREIGN COMMON STOCK	G29183103	EATON CORP PLC	240.00	15,794.40	12,397.20
108367SU000	APPLESTONE FOUNDATION-IMA	FOREIGN COMMON STOCK	G47791101	INGERSOLL-RAND PLC	270.00	14,990.40	10,998.58
108367SU000	APPLESTONE FOUNDATION-IMA	FOREIGN COMMON STOCK	G4918T108	INVESCO LTD	600.00	19,080.00	10,511.69
108367SU000	APPLESTONE FOUNDATION-IMA	MELLON EQUITY/BALANCE MUT FND	05569M509	BNY MELLON M/C MULTI-STRATEGY FUND	15,688.50	201,597.28	177,462.70
108367SU000	APPLESTONE FOUNDATION-IMA	MELLON EQUITY/BALANCE MUT FND	05569M855	BNY MELLON EMERGING MKTS-M	15,680.13	143,002.85	185,792.23
108367SU000	APPLESTONE FOUNDATION-IMA	MELLON FIXED INCOME MUT FUNDS	05569M814	BNY MELLON INTERMEDIATE BD-M	39,115.82	500,291.36	474,525.55
108367SU000 Total						2,689,448.18	2,172,736.22
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	CASH MANAGEMENT VEHICLES	991061052	CRA (BNY MELLON, N A, MEMBER FDIC)	37,494.84	37,494.84	37,494.84
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	00724F101	ADOBE SYSTEMS INC	170.00	7,745.20	6,766.48
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	037833100	APPLE INC	15.00	5,947.95	2,361.55
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	149123101	CATERPILLAR INC	100.00	8,249.00	5,435.61
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	150870103	CELANESE CORP -SER A	160.00	7,168.00	5,772.40
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	254687106	WALT DISNEY CO/THE	160.00	10,104.00	4,613.56
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	260003108	DOVER CORP	100.00	7,766.00	6,747.47
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	30219G108	EXPRESS SCRIPTS HOLDING CO	150.00	9,261.00	7,161.45
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	38259P508	GOOGLE INC - CL A	12.00	10,564.44	9,657.24
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	406216101	HALLIBURTON CO	210.00	8,761.20	6,617.76
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	478366107	JOHNSON CONTROLS INC	230.00	8,231.70	5,678.68
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	517834107	LAS VEGAS SANDS CORP	140.00	7,410.20	5,870.73
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	548661107	LOWE'S COMPANIES INC	220.00	8,998.00	5,925.57
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	565849106	MARATHON OIL CORP	210.00	7,261.80	5,959.75
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	59156R108	METLIFE INC	250.00	11,440.00	8,277.42
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	609207105	MONDELEZ INTERNATIONAL	350.00	9,985.50	7,557.17
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	637071101	NATIONAL OILWELL VARCO INC	100.00	6,890.00	6,886.07
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	693475105	PNC FINANCIAL SERVICES GROUP	120.00	8,750.40	7,369.28
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	713448108	PEPSICO INC	130.00	10,632.70	8,781.20
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	742718109	PROCTER & GAMBLE CO	100.00	7,699.00	5,988.13
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	79466L302	SALESFORCE COM INC	180.00	6,872.40	4,309.09
108367SU010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	80004C101	SANDISK CORP	140.00	8,554.00	8,758.12

ACCOUNT NO	ACCOUNT NAME	ASSET	CUSIP ID	SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
1083675U010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	845467109	SOUTHWESTERN ENERGY CO	180 00	6,575 40	6,283 40
1083675U010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	91913Y100	VALERO ENERGY CORP NEW	160 00	5,563 20	4,244.18
1083675U010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	949746101	WELLS FARGO & COMPANY	270 00	11,142 90	8,137 92
1083675U010	APPLESTONE FOUNDATION-IMA-SUB ACCT	COMMON STOCK	984332106	YAHOO INC	360 00	9,046 80	8,351 72
1083675U010	APPLESTONE FOUNDATION-IMA-SUB ACCT	EQUITY/BALANCED CLOSED END FDS	46428R107	ISHARES S&P GSCI COMMODITY-IND	242 00	7,453 60	6,988 96
1083675U010	APPLESTONE FOUNDATION-IMA-SUB ACCT	EQUITY/BALANCED MUTUAL FUNDS	261986632	DREYFUS DIVERSIFIED INTL-I	6,104 65	63,915 70	52,500 00
1083675U010	APPLESTONE FOUNDATION-IMA-SUB ACCT	EQUITY/BALANCED MUTUAL FUNDS	86271F677	DREYFUS SELECT MGER S/C VL-I	1,491 62	33,501 85	24,988 92
1083675U010	APPLESTONE FOUNDATION-IMA-SUB ACCT	FIXED INCOME MUTUAL FUNDS	261967830	DREYFUS INFELTN ADJ SEC-INST	429 10	5,471 09	5,280 21
1083675U010	APPLESTONE FOUNDATION-IMA-SUB ACCT	FIXED INCOME MUTUAL FUNDS	261980759	DREYFUS HIGH YIELD-I	1,264 75	8,258 86	7,500 00
1083675U010	APPLESTONE FOUNDATION-IMA-SUB ACCT	FOREIGN COMMON STOCK	3773W105	GLAXO SMITHKLINE PLC SPONS ADR	220 00	10,993 40	9,825 16
1083675U010	APPLESTONE FOUNDATION-IMA-SUB ACCT	FOREIGN COMMON STOCK	82481R106	SHIRE PLC	80 00	7,608 80	7,966 68
1083675U010	APPLESTONE FOUNDATION-IMA-SUB ACCT	FOREIGN COMMON STOCK	881624209	TEVA PHARMACEUTICAL INDS ADR	230 00	9,016 00	9,353 12
1083675U010	APPLESTONE FOUNDATION-IMA-SUB ACCT	FOREIGN COMMON STOCK	G29183103	EATON CORP PLC	180 00	11,845 80	9,297 90
1083675U010	APPLESTONE FOUNDATION-IMA-SUB ACCT	FOREIGN COMMON STOCK	G4918T108	INVESCO LTD	310 00	9,858 00	5,909 66
1083675U010	APPLESTONE FOUNDATION-IMA-SUB ACCT	MELLON EQUITY/BALANCE MUT FND	05569M509	BNY MELLON M/C MULTI-STRATEGY FUND	4,978 09	63,968 50	39,725 18
1083675U010	APPLESTONE FOUNDATION-IMA-SUB ACCT	MELLON EQUITY/BALANCE MUT FND	05569M855	BNY MELLON EMERGING MKTS-M	4,159 62	37,935 81	35,500 00
1083675U010	APPLESTONE FOUNDATION-IMA-SUB ACCT	MELLON FIXED INCOME MUT FUNDS	05569M814	BNY MELLON INTERMEDIATE BD-M	4,170 76	53,344 14	53,596 81
1083675U010	APPLESTONE FOUNDATION-IMA-SUB ACCT	MELLON FIXED INCOME MUT FUNDS	05569M830	BNY MELLON BOND FUND-M	5,727 14	74,452 85	73,479 23
1083675U010 Total					645,740 03	542,918 62	

ACCOUNT NO	ACCOUNT NAME	ASSET	CUSIP ID	SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
1083675U020	APPLESTONE FOUNDATION-IMA-SUB	CASH MANAGEMENT VEHICLES	991061052	CRA (BNY MELLON, N.A., MEMBER FDIC)	38,570 10	38,570 10	38,570 10
1083675U020	APPLESTONE FOUNDATION-IMA-SUB	EQUITY/BALANCED MUTUAL FUNDS	2619866541	DREYFUS L/C EQUITY FUND-IN	5,725 97	75,983 64	56,000 00
1083675U020	APPLESTONE FOUNDATION-IMA-SUB	EQUITY/BALANCED MUTUAL FUNDS	261986632	DREYFUS DIVERSIFIED INTL-I	4,766 94	49,909 96	45,000 00
1083675U020	APPLESTONE FOUNDATION-IMA-SUB	EQUITY/BALANCED MUTUAL FUNDS	86271F727	DREYFUS US EQUITY FUND-I	3,881 98	67,274 85	50,000 00
1083675U020	APPLESTONE FOUNDATION-IMA-SUB	MELLON EQUITY/BALANCE MUT FND	05569M301	BNY MELLON INCOME STOCK-M	1,657 00	13,703 40	10,009 93
1083675U020	APPLESTONE FOUNDATION-IMA-SUB	MELLON EQUITY/BALANCE MUT FND	05569M442	BNY MELLON SM/MID CAP-M	4,429 86	65,207 55	54,000 00
1083675U020	APPLESTONE FOUNDATION-IMA-SUB	MELLON EQUITY/BALANCE MUT FND	05569M475	BNY MELLON FOC EQ OPP-M	4,030 73	59,090 53	45,102 14
1083675U020	APPLESTONE FOUNDATION-IMA-SUB	MELLON EQUITY/BALANCE MUT FND	05569M855	BNY MELLON EMERGING MKTS-M	4,835 00	44,095 21	49,453 54
1083675U020	APPLESTONE FOUNDATION-IMA-SUB	MELLON FIXED INCOME MUT FUNDS	05569M780	BNY MELLON S/T US GOV SECS-M	2,276 42	27,453 66	28,000 00
1083675U020	APPLESTONE FOUNDATION-IMA-SUB	MELLON FIXED INCOME MUT FUNDS	05569M814	BNY MELLON INTERMEDIATE BD-M	1,757 58	22,479 47	23,042 10
1083675U020	APPLESTONE FOUNDATION-IMA-SUB	MELLON FIXED INCOME MUT FUNDS	05569M830	BNY MELLON BOND FUND-M	5,273 28	68,552 73	70,718 95
1083675U020 Total					532,321 10	469,896 76	

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

		10,810	10,810	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	OTHER PROFESSIONAL FEES	10,810	10,810		

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

		5,530	1,637	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,637	1,637		
2	PY EXCISE TAX PAID	696			
3	ESTIMATED EXCISE PAYMENTS	3,197			

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

		15,381	15,060	0	321
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	2012 ANNUAL RENEWAL FOR DE STATUTE	321			321
2	ISHARES PORTFOLIO DEDUCTIONS	60	60		
3	GEORGE H ELSER, ATTY AT LAW	15,000	15,000		

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

Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1 SEE ATTACHED		3,047,565	2,950,552	3,632,509

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

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

1	ISHARES COST BASIS ADJUSTMENT	1	64
2	GAIN ON PY SALES SETTLED IN CY	2	328
3	CARNIVAL CORP COST BASIS ADJUSTMENT	3	1,934
4	Total	4	2,326

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

1	GAIN ON CY SALES NOT SETTLED AT YEAR END	1	6,303
2	Total	2	6,303

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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment		
3 Second quarter estimated tax payment	12/10/2012	500
4 Third quarter estimated tax payment	3/12/2013	1,897
5 Fourth quarter estimated tax payment	6/11/2013	800
6 Other payments		
7 Total		3,197