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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 8/1/2012, and ending 7/31/2013

Name of foundation FRANCES & EDWIN CUMMINGS MEM FD TR U		A Employer identification number 13-6814491
Number and street (or P O box number if mail is not delivered to street address) BNY Mellon, N A - P O Box 185	Room/suite	B Telephone number (see instructions) (212) 922-8143
City or town, state, and ZIP code Pittsburgh PA 15230-0185		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 34,408,951	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,020,647	1,018,281		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	477,651			
	b Gross sales price for all assets on line 6a 6,951,864				
	7 Capital gain net income (from Part IV, line 2)		477,651		
	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	1,498,298	1,495,932	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	146,159	109,619		36,540
	14 Other employee salaries and wages	171,402			171,402
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	21,620	21,620		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	83,570			83,570
	21 Travel, conferences, and meetings	3,631			3,631
	22 Printing and publications				
	23 Other expenses (attach schedule)	37,303	342		36,961
	24 Total operating and administrative expenses. Add lines 13 through 23	463,685	131,581	0	332,104
	25 Contributions, gifts, grants paid	1,494,000			1,494,000
26 Total expenses and disbursements. Add lines 24 and 25	1,957,685	131,581	0	1,826,104	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-459,387				
b Net investment income (if negative, enter -0-)		1,364,351			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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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		289	3,707	3,707
	2	Savings and temporary cash investments		566,240	686,624	686,624
	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)		587,801	573,068	530,256
	b	Investments—corporate stock (attach schedule)		18,675,576	21,099,341	29,810,552
	c	Investments—corporate bonds (attach schedule)		6,270,734	3,278,601	3,377,812
	11	Investments—land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		26,100,640	25,641,341	34,408,951	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds		26,100,640	25,641,341	
	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)		26,100,640	25,641,341	
31	Total liabilities and net assets/fund balances (see instructions)		26,100,640	25,641,341		

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	26,100,640
2	Enter amount from Part I, line 27a	2	-459,387
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	120
4	Add lines 1, 2, and 3	4	25,641,373
5	Decreases not included in line 2 (itemize) ▶ TWC EMERGING MARKETS INCOME FUND-I - RETURN OF	5	32
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	25,641,341

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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) 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	477,651
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	1,853,595	31,318,976	0.059184
2010	1,818,356	32,542,054	0.055877
2009	1,597,694	30,115,811	0.053052
2008	1,557,574	27,650,089	0.056332
2007	1,958,356	39,184,009	0.049978

2 Total of line 1, column (d)	2	0.274423
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	0.054885
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	33,091,727
5 Multiply line 4 by line 3	5	1,816,239
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,644
7 Add lines 5 and 6	7	1,829,883
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	1,826,104

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		1	27,287
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	27,287
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	27,287
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	31,135	
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	31,135	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,848	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 3,848 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)? 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		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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NY AG REG# 03-53-27		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 WWW.CUMMINGSFUND.ORG	13	X	
14	The books are in care of BNY MELLON, N.A. Telephone no (212) 922-8143 Located at P.O. BOX 185, PITTSBURGH, PA ZIP+4 15230-0185			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BNY Mellon, N A P O Box 185 Pittsburgh, PA 15230-0185	TRUSTEE See Attached Stmt	184,006	NONE	NONE
BNY Mellon, N A P O Box 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-95,004	N/A	N/A
J ANDREW LARK, ESQ 501 Fifth Avenue New York, NY 10017	CO-TRUSTEE 35 00	57,157	NONE	NONE
DOROTHY A RILEY-CHEW 501 Fifth Avenue New York, NY 10017	SECRETARY 35 00	43,034	NONE	NONE

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE 501 FIFTH AVENUE, NEW YORK, NY 10017	Executive Director 35 00	116,308	NONE	NONE
	00	0		
	.00	0		
	.00	0		
	.00	0		
	00	0		

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

☒ NONE

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

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

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	32,817,619
b	Average of monthly cash balances	1b	778,043
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	33,595,662
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	33,595,662
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	503,935
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,091,727
6	Minimum investment return. Enter 5% of line 5	6	1,654,586

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	1,654,586
2a	Tax on investment income for 2012 from Part VI, line 5	2a	27,287
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	27,287
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,627,299
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,627,299
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	1,627,299

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	1,826,104
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
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	1,826,104
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	1,826,104

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				1,627,299
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	59,735			
b From 2008	188,784			
c From 2009	134,548			
d From 2010	258,397			
e From 2011	320,478			
f Total of lines 3a through e	961,942			
4 Qualifying distributions for 2012 from Part XII, line 4 $\blacktriangleright$ \$ 1,826,104				
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				1,627,299
e Remaining amount distributed out of corpus	198,805			
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	1,160,747			
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)	59,735			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,101,012			
10 Analysis of line 9				
a Excess from 2008	188,784			
b Excess from 2009	134,548			
c Excess from 2010	258,397			
d Excess from 2011	320,478			
e Excess from 2012	198,805			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

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	1,494,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	NONE

FRANCES & EDWIN CUMMINGS MEM FD TR U

13-6814491 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 1,494,000

Name

Street

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

Name

Street

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

Name

Street

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

Name

Street

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

Name

Street

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

**The Frances L. & Edwin L. Cummings Memorial Fund Trust U/W
7-31-13 Fiscal Year 13-6814491**

Form 990-PF

Part XV – Grants and Contributions Paid During the Year

<u>Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
All Saints Community Service and Development Corporation 601 Jackson Street Hoboken, NJ 07030	To support an Education Coordinator and 2 part-time teachers at their Hoboken Jubilee Center	\$30,000
The BELL Foundation 1361 Amsterdam Avenue, Suite 320 New York, NY 10031	In support of a Director of Field Operations for the BELL After School Program	30,000
Blue Engine, Inc. 55 Exchange Place, 6 th Floor New York, NY 10005	To support a new Vice President of Program position	30,000
Bottom Line, Inc. 26 Court Street, Suite 1303 Brooklyn, NY 11242	To support a new Access Program Director for this college access program	25,000
Boys and Girls Club of Union, Inc. 1050 Jeanette Avenue Union, NJ 07083	To support a new Development Associate position	35,000
Catholic Big Sisters and Big Brothers 137 East 2 nd Street New York, NY 10009	To support a bilingual social work counselor to provide family systems counseling for Spanish-speaking families	20,000
Center for Alternative Sentencing and Employment Services, Inc. 346 Broadway, 3 rd Floor New York, NY 10013	To support the salary of a Post-Secondary Education Specialist	25,000
Citizen Schools, Inc. – New York 120 Broadway, Suite 220 New York, NY 10271	To support a second Deputy Campus Director at the Bronx Writing Academy in New York	30,000
City Year, Inc. - New York 20 West 22 nd Street, 3 rd Floor New York, NY 10010	To support the expansion of the Diplomas Now program in New York City	40,000
Classroom, Inc. 245 Fifth Avenue, 20 th Floor New York, NY 10016	To support a new Director of Marketing and Communications position	35,000

Computers for Youth Foundation, Inc. d/b/a CFY – New York City 520 Eighth Avenue, 25 th Floor New York, NY 10018	To support the Stop Summer Slide initiative in New York City	45,000
Court Appointed Special Advocates of Union County 1143-45 East Jersey Street Elizabeth, NJ 07201	For salary support for a full-time Advocate Supervisor position	25,000
DREAM Charter School 232 East 103 rd Street New York, NY 10029	To support a new Academic Dean position for the middle school	30,000
The Eagle Academy Foundation, Inc. 105 East 22 nd Street, Suite 625 New York, NY 10010	To support the Supplemental Opportunities for Academic Readiness (S.O.A.R.) initiative at two of their Eagle Academies for young men	30,000
East Harlem Tutorial Program 2050 Second Avenue New York, NY 10029	To support the new Director of the Out-of-School Time Elementary Program	40,000
East Side House, Inc. 337 Alexander Avenue Bronx, NY 10456	To support the College Placement and Retention Coordinator at the Mott Haven Community High School	35,000
Essex County Court Appointed Special Advocate 212 Washington Street, Room 912 Newark, NJ 07102	For continued support of the Education Specialist position	25,000
Family Life Academy Charter School 14 West 170 th Street Bronx, NY 10452	To support the High School Admissions Counselor position	30,000
Forestdale, Inc. 67-35 112 th Street Forest Hills, NY 11375	To support the Trauma Systems Therapy pilot program	20,000
Fortune Society, Inc. 29-76 Northern Boulevard Long Island City, NY 11101	In support of staffing and program needs for their new Food Initiatives	30,000
Getting Out and Staying Out, Inc. 91 East 116 th Street New York, NY 10029	To support a Project Coordinator for the expansion of the GOSO Job Internship Program	25,000
The GO Project, Inc. 86 Fourth Avenue	For a full-time Director of GO Families	25,000

New York, NY 10003

Grace Outreach, Inc. 378 East 151 st Street Bronx, NY 10455	For the expansion of the GED Prep Program	20,000
Graham Windham 33 Irving Place New York, NY 10003-2385	To support the Solution-Based Casework Coach/Trainer in the Bronx	30,000
Grand Street Settlement, Inc. 80 Pitt Street New York, NY 10002	In support of staffing within the year-round expanded learning time programs for school aged youth in grades K-12	25,000
Hetrick-Martin Institute, Inc. 2 Astor Place New York, NY 10003	In support of the Bilingual Counselor at the HMI: Newark Project	30,000
HOPE Program, Inc. One Smith Street Brooklyn, NY 11201	To support the Business Development Manager responsible for GROCERYworks	30,000
Hudson Guild 441 West 26 th Street New York, NY 10001	For continued support of the Youth Services Social Worker in the GED Plus Program	40,000
iMentor 30 Broad Street, 9 th Floor New York, NY 10004	To provide continued support of the College Transition Program	30,000
Jericho Project 245 West 29 th Street, Suite 902 New York, NY 10001	To support a new Chief Program Officer position	25,000
Lawyers Alliance for New York 171 Madison Avenue, 6 th floor New York, NY 10003	The final installment of a total \$60,000 grant to further develop and formalize a national network of twelve pro bono legal services providers	30,000
Madison Square Boys & Girls Club 317 Madison Avenue, Suite 1110 New York, NY 10017	To support BE GREAT:Graduate which targets youth in grades 4 to 8	35,000
New Alternatives for Children, Inc. 37 West 26 th Street New York, NY 10010	To support the new Education Specialist in the College Bound Program	25,000
New Leaders 30 West 26 th Street New York, NY 10010	For salary support for the New York City Director of Emerging Leaders Program	35,000

New Settlement Apartments 1512 Townsend Avenue Bronx, NY 10452	In support of the Program Director for the the Community-School Partnership program at the New Settlement Community Campus	25,000
New York City Outward Bound Center, Inc. d/b/a New York City Outward Bound Schoolsto lead a 29-46 Northern Boulevard Long Island City, NY 11101	To support a new Director of College Supports a “To and Through College” program	40,000
Northside Center for Child Development, Inc. 1301 Fifth Avenue New York, NY 10029	In support of staffing for the expansion of the Clinics in Schools mental health program	40,000
PENCIL, Inc. 30 West 26 th Street, 5 th Floor New York, NY 10010	In support of the Associate Director of Research and Evaluation position	45,000
Pro Bono Partnership, Inc. 237 Mamaroneck Avenue, Suite 300 White Plains, NY 10605	For a targeted program of outreach and legal assistance to youth and family-serving agencies in five NE New Jersey Counties	30,000
Red Hook Initiative, Inc. 767 Hicks Street Brooklyn, NY 11231	In support of staffing for the Young Adult Program serving 18-24 year olds	30,000
Safe Horizon, Inc. 2 Lafayette Street, 3 rd Floor New York, NY 10007	In support of the adaptation of the Child and Family Traumatic Stress Intervention protocol for children between the ages of three and six	20,000
Sanctuary for Families, Inc. P.O. Box 1406 Wall Street Station New York, NY 10268	In support of a full-time Employment Specialist and program expenses for the Workforce Initiative of the Economic Empowerment Program	40,000
School Leaders Network, Inc. 1100 East Washington Road Hinsdale, MA 01235	To support the Regional Program Director for New York City	40,000
South Asian Youth Action, Inc. 54-05 Seabury Street Elmhurst, NY 11373	In support of a new Manager position to guide the S.A.G.E. – Pathways to Success program	25,000
Uncommon Schools, Inc. 826 Broadway, 9 th Floor New York, NY 10003	In support of salaries of North Star Elementary School IV’s founding leadership in this Newark school’s inaugural year	35,000

United Neighborhood Houses of New York, Inc. 70 West 36 th Street, 5 th Floor New York, NY 10018	To support the salary of the Deputy Director of Member Services	25,000
Urban Pathways, Inc. 575 Eighth Avenue New York, NY 10018	In support of a strategic planning process led by an outside consultant	30,000
Young Women's Leadership Network, Inc. 322 Eighth Avenue, 14 th Floor New York, NY 10001	In support of a new Chief Program Officer position	40,000
Chautauqua Institution P.O. Box 28 Chautauqua, NY 14722	Board designated gift for the Lecture Program	2,000
Hamilton College Trustees 198 College Hill Road Clinton, NY 13323	Board designated gift for the Annual Fund	2,000
Horizons National Student Enrichment Program One Park Street Norwalk, CT 06851	Board designated gift for general support	2,000
Independent Sector 1602 L Street, NW, Suite 900 Washington, DC 20036	Board designated gift for general support	2,000
Miss Porter's School 60 Main Street Farmington, CT 06032	Board designated gift for general support	4,000
Nonprofit Coordinating Committee 1350 Broadway, Suite 1801 New York, NY 10018	Board designated gift for general support	2,000
Total Grants paid during FYE 7/31/13:		<u>\$1,494,000</u>

ACCOUNT NAME	ASSET	CUSIP ID	SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
FRANCES & EDWIN CUMMINGS MEM FD TUW	FOREIGN COMMON STOCK	G1151C101	ACCENTURE PLC-CL A	1,200.00	88,572.00	97,090.44
FRANCES & EDWIN CUMMINGS MEM FD TUW	FOREIGN COMMON STOCK	G2554F113	COVIDIEN PLC	2,200.00	135,586.00	109,459.09
FRANCES & EDWIN CUMMINGS MEM FD TUW	FOREIGN COMMON STOCK	G29183103	EATON CORP PLC	2,000.00	137,900.00	103,310.00
FRANCES & EDWIN CUMMINGS MEM FD TUW	FOREIGN COMMON STOCK	G5785G107	MALLINCKRODT PLC	275.00	12,619.70	10,866.48
FRANCES & EDWIN CUMMINGS MEM FD TUW	FOREIGN COMMON STOCK	N53745100	LYONDELBASELL INDU -CL A	3,000.00	206,130.00	131,154.90
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	00206R102	AT&T INC	6,000.00	211,620.00	174,109.40
FRANCES & EDWIN CUMMINGS MEM FD TUW	EQUITY/BALANCED MUTUAL FUNDS	00756S302	ADVANTAGE GLOBAL ALPHA-I	25,554.77	356,489.14	325,000.00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	009158106	AIR PRODS & CHEMS INC	2,500.00	271,600.00	161,528.75
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	018581108	ALLIANCE DATA SYS CORP	1,000.00	197,780.00	62,744.90
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	023135106	AMAZON COM INC	1,200.00	361,464.00	232,638.96
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	025818109	AMERICAN EXPRESS CO	8,500.00	627,045.00	239,563.46
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	03076C106	AMERIPRISE FINANCIAL INC	1,250.00	111,250.00	74,002.00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	037833100	APPLE INC	1,900.00	859,807.00	121,664.60
FRANCES & EDWIN CUMMINGS MEM FD TUW	MELLON EQUITY/BALANCE MUT FND	05569M384	BNY MELLON INTL EQUITY INCOME FUND	33,700.83	472,822.69	450,000.00
FRANCES & EDWIN CUMMINGS MEM FD TUW	MELLON EQUITY/BALANCE MUT FND	05569M509	BNY MELLON M/C MULTI-STRATEGY FUND	120,318.18	1,649,562.28	1,348,293.27
FRANCES & EDWIN CUMMINGS MEM FD TUW	MELLON EQUITY/BALANCE MUT FND	05569M855	BNY MELLON EMERGING MKTS-M	258,812.78	2,378,489.49	2,769,666.15
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	073730103	BEAM INC	1,000.00	64,990.00	61,509.90
FRANCES & EDWIN CUMMINGS MEM FD TUW	CORPORATE BONDS	079860A16	BELLSOUTH CORP 5 2% 12/15/16	250,000.00	280,067.50	254,257.50
FRANCES & EDWIN CUMMINGS MEM FD TUW	CORPORATE BONDS	09247XAD3	BLACKROCK INC 3 5% 12/10/14	150,000.00	155,892.00	159,342.00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	110122108	BRISTOL-MYERS SQUIBB CO	2,000.00	86,480.00	94,196.00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	14040H105	CAPITAL ONE FINANCIAL CORP	1,250.00	86,275.00	50,796.50
FRANCES & EDWIN CUMMINGS MEM FD TUW	CORPORATE BONDS	14912L4F5	CATERPILLAR FINANCIA 6 125% 2/17/14	150,000.00	154,638.00	169,617.00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	149123101	CATERPILLAR INC	6,500.00	538,915.00	292,590.00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	168784100	CHEVRON CORPORATION	1,500.00	188,835.00	178,420.50
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	171232101	CHUBB CORP	2,000.00	173,000.00	103,594.80
FRANCES & EDWIN CUMMINGS MEM FD TUW	CORPORATE BONDS	17275RAC6	CISCO SYSTEMS INC 5 5% 2/22/16	150,000.00	167,758.50	171,036.00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	17275R102	CISCO SYSTEMS INC	5,000.00	127,950.00	104,525.00
FRANCES & EDWIN CUMMINGS MEM FD TUW	CORPORATE BONDS	17296TEM9	CITIGROUP INC 6 125% 11/21/17	150,000.00	171,733.50	153,940.50
FRANCES & EDWIN CUMMINGS MEM FD TUW	CORPORATE BONDS	191216AK6	COCA-COLA CO 5 35% 11/15/17	100,000.00	115,124.00	112,993.00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	20825C104	CONOCOPHILLIPS	2,500.00	162,150.00	124,856.21
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	254687106	WALT DISNEY CORP	4,000.00	258,600.00	35,840.61
FRANCES & EDWIN CUMMINGS MEM FD TUW	FIXED INCOME MUTUAL FUNDS	261980759	DREYFUS HIGH YIELD-I	158,759.45	1,054,162.80	1,025,000.00
FRANCES & EDWIN CUMMINGS MEM FD TUW	EQUITY/BALANCED MUTUAL FUNDS	261986582	DREYFUS GLOBAL REAL ES SEC-I	87,982.19	731,132.07	675,000.00
FRANCES & EDWIN CUMMINGS MEM FD TUW	EQUITY/BALANCED MUTUAL FUNDS	26200C403	DREYFUS OPPORTUNISTIC S/C	17,814.97	644,367.61	458,568.80
FRANCES & EDWIN CUMMINGS MEM FD TUW	EQUITY/BALANCED MUTUAL FUNDS	26203E604	DREYFUSNEWTON INTERN EQTY-I	48,306.87	936,670.29	760,332.10
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	26441C204	DUKE ENERGY CORP	4,500.00	319,500.00	253,978.91
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	30231G102	EXXON MOBIL CORP	9,750.00	914,062.50	73,061.89
FRANCES & EDWIN CUMMINGS MEM FD TUW	U S AGENCY PASSTHROUGH'S	36213UH45	GNMA POOL # 564651 7% 6/15/2031	24,563.02	28,668.97	24,889.28
FRANCES & EDWIN CUMMINGS MEM FD TUW	U S AGENCY PASSTHROUGH'S	36216GDH8	GNMA POOL # 164004 9 5% 5/15/2016	802.66	806.62	794.12
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	369604103	GENERAL ELECTRIC COMPANY	25,000.00	609,250.00	53,162.92
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	375558103	GILEAD SCIENCES INC	3,000.00	184,200.00	19,998.75
FRANCES & EDWIN CUMMINGS MEM FD TUW	CORPORATE BONDS	381411GFG4	GOLDMAN SACHS GROUP 5 95% 1/18/18	100,000.00	112,870.00	112,123.00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	437076102	HOMER DEPOT INC	2,000.00	158,060.00	60,728.90
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	438516106	HONEYWELL INTL INC	3,000.00	248,940.00	174,473.70
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	459200101	INTERNATIONAL BUSINESS MACHINES CORP	1,500.00	292,560.00	250,641.60
FRANCES & EDWIN CUMMINGS MEM FD TUW	CORPORATE BONDS	46625HGN4	JP MORGAN CHASE & C 6 125% 6/27/17	500,000.00	566,225.00	523,535.00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	46625H100	JOHNSON & JOHNSON	10,500.00	585,165.00	482,212.50
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	478160104	KRAFT FOODS GROUP INC	6,000.00	561,000.00	331,320.00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	50076Q106	LAS VEGAS SANDS CORP	1,500.00	84,870.00	41,829.79
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	517834107	LILLY ELI & CO	2,000.00	111,140.00	110,508.35
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	532457108	LILLY ELI & CO	3,500.00	185,885.00	197,704.50

FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	544147101	LORILLARD INC	4,050 00	172,246 50	144,363 19
FRANCES & EDWIN CUMMINGS MEM FD TUW	CORPORATE BONDS	58013MEB6	MCDONALD'S CORP	100,000 00	116,346 00	115,513 00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	58933Y105	MERCK & CO INC	7,000 00	337,190 00	249,723 13
FRANCES & EDWIN CUMMINGS MEM FD TUW	CORPORATE BONDS	594918AB0	MICROSOFT CORP	150,000 00	153,351 00	155,772 00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	594918104	MICROSOFT CORPORATION	24,000 00	764,160 00	180,750 00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	609207105	MONDELEZ INTERNATIONAL	9,000 00	281,430 00	155,861 91
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	637071101	NATIONAL OILWELL VARCO INC	1,500 00	105,255 00	99,839 85
FRANCES & EDWIN CUMMINGS MEM FD TUW	EQUITY/BALANCED MUTUAL FUNDS	63872T885	ASG GLOBAL ALTERNATIVES FUND-Y	45,164 75	516,233 14	484,619 05
FRANCES & EDWIN CUMMINGS MEM FD TUW	FOREIGN COMMON STOCK	641069406	NESTLE SA SPON ADR REPSTG REG	7,000 00	475,825 00	51,800 00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	65249B208	NEWS CORP - CLASS B	1,625 00	26,146 25	11,312 25
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	65339F101	NEXTERA ENERGY INC	1,500 00	129,915 00	89,507 10
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	654106103	NIKE INC CLASS B	2,000 00	125,840 00	109,019 00
FRANCES & EDWIN CUMMINGS MEM FD TUW	FOREIGN CORPORATE BONDS	66989GAA8	NOVARTIS SECS INVES 5 125% 2/10/19	500,000 00	576,635 00	530,085 00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	674599105	OCCIDENTAL PETROLEUM CORP	1,500 00	133,575 00	122,788 95
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	68389X105	ORACLE CORP	5,000 00	161,750 00	115,099 50
FRANCES & EDWIN CUMMINGS MEM FD TUW	CORPORATE BONDS	68402LAC8	ORACLE CORP	150,000 00	166,143 00	168,474 00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	693475105	PNC FINANCIAL SERVICES GROUP	1,500 00	114,075 00	106,797 60
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	713448108	PEPSICO INC	9,300 00	776,922 00	480,421 89
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	717081103	PFIZER INC	14,500 00	423,835 00	227,438 00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	718172109	PHILIP MORRIS INTERNAT	2,500 00	222,950 00	175,097 75
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	74144T108	T ROWE PRICE GROUP INC	1,500 00	112,860 00	91,085 70
FRANCES & EDWIN CUMMINGS MEM FD TUW	CORPORATE BONDS	742718DN6	PROCTER & GAMBLE CO 4 7% 2/15/19	100,000 00	113,719 00	112,975 00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	742718109	PROCTER & GAMBLE CO	7,700 00	618,310 00	348,278 50
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	747525103	QUALCOMM INC	2,500 00	161,405 00	135,285 10
FRANCES & EDWIN CUMMINGS MEM FD TUW	FOREIGN COMMON STOCK	780259206	ROYAL DUTCH SHELL PLC-ADR	4,700 00	321,245 00	103,626 87
FRANCES & EDWIN CUMMINGS MEM FD TUW	CORPORATE BONDS	78387GAP8	SBC COMMUNICATIONS INC 5 1% 9/15/14	50,000 00	52,511 00	55,086 00
FRANCES & EDWIN CUMMINGS MEM FD TUW	FOREIGN COMMON STOCK	80105N105	SANOFI	2,500 00	128,700 00	108,724 75
FRANCES & EDWIN CUMMINGS MEM FD TUW	FOREIGN COMMON STOCK	806852AH5	SCHLUMBERGER LTD	3,250 00	264,322 50	180,697 75
FRANCES & EDWIN CUMMINGS MEM FD TUW	FOREIGN CORPORATE BONDS	822582AH5	SHELL INTERNATIONAL 3 25% 9/22/15	150,000 00	158,373 00	152,746 50
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	857477103	STATE STREET CORP	2,000 00	139,340 00	130,820 00
FRANCES & EDWIN CUMMINGS MEM FD TUW	EQUITY/BALANCED MUTUAL FUNDS	86271F677	DREYFUS SELECT MGER S/C VL-I	26,254 25	630,364 61	487,669 98
FRANCES & EDWIN CUMMINGS MEM FD TUW	EQUITY/BALANCED MUTUAL FUNDS	86271F768	DREYFUS PRE STRAT INTER ST-I	61,460 59	914,533 67	800,000 00
FRANCES & EDWIN CUMMINGS MEM FD TUW	FIXED INCOME MUTUAL FUNDS	87234N765	TCW EMERGING MARKETS INCOME FUND-I	97,119 01	826,482 78	844,764 93
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	87612E106	TARGET CORP	1,300 00	92,625 00	73,809 06
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	882508104	TEXAS INSTRUMENTS INC	2,500 00	97,950 00	85,199 75
FRANCES & EDWIN CUMMINGS MEM FD TUW	FOREIGN COMMON STOCK	89353D107	TRANSCANADA CORP	2,500 00	114,300 00	106,877 15
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	89417E109	THE TRAVELERS COMPANIES INC	1,250 00	104,437 50	100,112 50
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	90130A200	TWENTY-FIRST CENTURY FOX - B	6,500 00	194,935 00	84,891 00
FRANCES & EDWIN CUMMINGS MEM FD TUW	FOREIGN COMMON STOCK	904767704	UNILEVER PLC ADR	5,000 00	203,150 00	161,909 00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	907818108	UNION PAC CORP	650 00	103,083 50	102,030 50
FRANCES & EDWIN CUMMINGS MEM FD TUW	U S TREASURY/AGCY DEBENTURES	912828BH2	U S TREASURY NOTE 4 25% 8/15/13	500,000 00	500,780 00	547,384 49
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	913017109	UNITED TECHNOLOGIES CORP	7,000 00	738,990 00	360,223 50
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	92343V104	VERIZON COMMUNICATIONS INC	12,000 00	593,760 00	412,869 51
FRANCES & EDWIN CUMMINGS MEM FD TUW	CORPORATE BONDS	92344GAW6	VERIZON GLOBAL FDG COR 4 9% 9/15/15	150,000 00	162,654 00	163,809 00
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	92826C839	VISA INC-CLASS A SHRS	600 00	106,206 00	98,471 94
FRANCES & EDWIN CUMMINGS MEM FD TUW	EQUITY/BALANCED MUTUAL FUNDS	92828T889	VIRTUS EMERGING MKTS OPPOR-I	61,001 59	598,425 67	625,469 24
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	931142103	WAL MART STORES INC	2,000 00	155,880 00	146,838 40
FRANCES & EDWIN CUMMINGS MEM FD TUW	COMMON STOCK	949746101	WELLS FARGO & COMPANY	10,000 00	435,000 00	279,502 40
FRANCES & EDWIN CUMMINGS MEM FD TUW	CORPORATE BONDS	983024AE0	WYETH 5 5% 201/14	150,000 00	153,771 00	167,296 50
FRANCES & EDWIN CUMMINGS MEM FD TUW	CASH MANAGEMENT VEHICLES	991061052	CRA (BNY MELLON, N A, MEMBER FDIC)	679,666 47	679,666 47	679,666 47
FRANCES & EDWIN CUMMINGS MEM FD TUW	CASH MANAGEMENT VEHICLES	991061052	CRA (BNY MELLON, N A, MEMBER FDIC)	6,957 20	6,957 20	6,957 20

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Total for Trust
Total for Checkbook
Total for Account

34,405,242.45	25,637,633.89
<u>3,707.83</u>	<u>3,707.83</u>
34,408,950.28	25,641,341.72

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

Totals										Capital Gains/Losses		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Amount										Other sales		6,951,864		6,474,213		477,651	
Long Term CG Distributions										0		0		0		0	
Short Term CG Distributions										0							
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss			
69	X	GNMA POOL # 564651 7% 6/1			6/8/2001		6/15/2013	57	58					0	-1		
70	X	GNMA POOL # 564651 7% 6/1	36213UH45		6/8/2001		7/15/2013	62	63					0	-1		
71	X	GNMA POOL 164004 9 5% 5	36216GDH8		6/16/1986		9/15/2012	20	19					0	1		
72	X	GNMA POOL 164004 9 5% 5	36216GDH8		6/16/1986		9/15/2012	20	20					0	0		
73	X	GNMA POOL 164004 9 5% 5	36216GDH8		6/16/1986		10/15/2012	20	20					0	0		
74	X	GNMA POOL 164004 9 5% 5	36216GDH8		6/16/1986		11/15/2012	20	20					0	0		
75	X	GNMA POOL 164004 9 5% 5	36216GDH8		6/16/1986		12/15/2012	20	20					0	0		
76	X	GNMA POOL 164004 9 5% 5	36216GDH8		6/16/1986		12/31/2012	20	20					0	0		
77	X	GNMA POOL # 164004 9 5% 5	36216GDH8		6/16/1986		2/15/2013	21	20		1			0	1		
78	X	GNMA POOL # 164004 9 5% 5	36216GDH8		6/16/1986		3/15/2013	21	21		0			0	0		
79	X	GNMA POOL # 164004 9 5% 5	36216GDH8		6/16/1986		4/15/2013	21	21		0			0	0		
80	X	GNMA POOL # 164004 9 5% 5	36216GDH8		6/16/1986		7/15/2013	21	21		0			0	0		
81	X	GENERAL ELECTRIC 5 0%	369604AY9		6/16/2010		2/12/2013	150,000	160,278					0	-10,278		
82	X	GILEAD SCIENCES INC	375558103		11/10/2003		9/12/2012	59,479	13,332					0	46,147		
83	X	GILEAD SCIENCES INC	375558103		11/10/2003		4/5/2013	46,589	6,666					0	39,923		
84	X	GNMA POOL # 164004 9 5% 5	36216GDH8		6/16/1986		5/15/2013	21	21		0			0	0		
85	X	GNMA POOL # 164004 9 5% 5	36216GDH8		6/16/1986		6/15/2013	21	21		0			0	0		
86	X	IBM CORP 4 75% 11/25	459200BA8		8/21/2010		11/29/2012	150,000	162,608					0	-12,608		
87	X	JP MORGAN CHASE & CO	46625H100		3/24/2008		3/14/2013	50,609	47,665					0	2,944		
88	X	JP MORGAN CHASE & CO	46625H100		3/24/2008		6/14/2013	26,645	23,634					0	2,813		
89	X	JOHNSON & JOHNSON 3 8%	478160AM6		6/21/2010		5/15/2013	150,000	160,634					0	-10,634		
90	X	HIGHBRIDGE DYNAMIC COMM	48121A670		4/12/2011		9/12/2012	75,000	93,873					0	-18,873		
91	X	HIGHBRIDGE DYNAMIC COMM	48121A670		4/12/2011		10/25/2012	25,000	34,365					0	-9,365		
92	X	HIGHBRIDGE DYNAMIC COMM	48121A670		4/12/2011		12/20/2012	249,199	371,762					0	-122,563		
93	X	HIGHBRIDGE DYNAMIC COMM	48121A670		12/15/2011		12/20/2012	1,166	1,473					0	-307		
94	X	HIGHBRIDGE DYNAMIC COMM	48121A670		12/22/2011		12/20/2012	811	989					0	-178		
95	X	HIGHBRIDGE DYNAMIC COMM	48121A670		4/25/2012		12/20/2012	19,695	25,000					0	-5,305		
96	X	HIGHBRIDGE DYNAMIC COMM	48121A670		5/24/2012		12/20/2012	8,543	10,000					0	-1,457		
97	X	JUNIPER NETWORKS INC	48203R104		2/12/2013		6/14/2013	48,049	55,875					0	-7,826		
98	X	KRAFT FOODS GROUP INC	50076Q106		10/10/2008		12/20/2012	69,845	41,830					0	28,015		
99	X	LIMITED BRANDS INC	532716107		11/10/2010		9/12/2012	97,279	63,403					0	33,876		
100	X	MICROSOFT CORPORATION	594918104		6/27/1996		10/25/2012	27,939	7,531					0	20,408		
101	X	MICROSOFT CORPORATION	594918104		6/27/1996		3/14/2013	13,987	3,766					0	10,221		
102	X	MICROSOFT CORPORATION	594918104		6/27/1996		6/14/2013	51,556	11,297					0	40,259		
103	X	MICROSOFT CORPORATION	594918104		6/27/1996		6/27/2013	34,518	7,531					0	26,987		
104	X	MOODY'S CORP	615369105		12/20/2012		6/14/2013	62,502	51,170					0	11,332		
105	X	NYSE EURONEXT 4 8%	629491AA9		6/17/2010		10/5/2012	154,947	161,829					0	-6,882		
106	X	NEXTERA ENERGY INC	65339F101		3/5/2012		6/14/2013	80,084	59,671					0	20,413		
107	X	PEPSICO INC	713448108		5/21/2002		10/25/2012	10,344	7,716					0	2,628		
108	X	PEPSICO INC	713448108		5/21/2002		3/14/2013	23,076	15,433					0	7,643		
109	X	PROCTER & GAMBLE CO	742718109		3/14/2003		3/14/2013	23,157	12,572					0	10,585		
110	X	PUBLIC SVC ENTERPRISE GR	744573106		6/29/2005		10/25/2012	15,625	15,045					0	580		
111	X	PUBLIC SVC ENTERPRISE GR	744573106		6/29/2005		10/25/2012	48,029	45,134					0	2,895		
112	X	PUBLIC SVC ENTERPRISE GR	744573106		6/29/2005		12/20/2012	15,320	15,045					0	275		
113	X	PUBLIC SVC ENTERPRISE GR	744573106		6/29/2005		2/1/2013	140,263	135,401					0	4,862		
114	X	ROYAL BANK OF SCOTLA 4 8%	78010XAC5		8/20/1991		1/8/2013	162,412	155,712					0	6,700		
115	X	ROYAL DUTCH SHELL PLC-A	780259206		8/20/1991		6/27/2013	179,253	55,108					0	124,145		
116	X	ST JUDE MEDICAL INC	790849103		6/22/2011		9/12/2012	60,089	73,680					0	-13,591		
117	X	TERADATA CORPORATION	88076W103		3/5/2012		6/14/2013	42,118	49,521					0	-7,403		
118	X	TERADATA CORPORATION	88076W103		3/14/2013		6/14/2013	14,039	14,570					0	-531		
119	X	VALE SA-SP ADR	91912E105		4/8/2011		12/20/2012	30,209	51,000					0	-20,791		
120	X	VALE SA-SP ADR	91912E105		4/8/2011		2/1/2013	51,099	85,000					0	-33,901		
121	X	VALE SA-SP ADR	91912E105		3/5/2012		2/1/2013	20,440	24,836					0	-4,396		
122	X	VALE SA-SP ADR	91912E105		6/14/2012		2/1/2013	20,440	18,650					0	1,790		
123	X	VALE SA-SP ADR	91912E105		10/25/2012		2/1/2013	10,220	9,072					0	1,148		
124	X	VERIZON COMMUNICATIONS	92343V104		10/16/2007		6/14/2013	51,049	42,011					0	9,038		
125	X	VERIZON COMMUNICATIONS	92343V104		10/16/2007		6/27/2013	50,919	42,011					0	8,908		
126	X	VNWARE INC-CLASS A	928563402		3/5/2012		2/1/2013	39,254	48,965					0	-10,711		
127	X	ZIMMER HOLDINGS INC	98956P102		6/14/2012		10/25/2012	63,141	60,350					0	2,791		
128	X	ENSCO PLC-CL A	G3157S106		7/9/2012		4/30/2013	103,094	84,815					0	18,279		

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

		21,620	21,620	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	21,620	21,620		

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

		37,303	342	0	36,961
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	342	342		
2	NEW YORK STATE AG FILING FEE	750			750
3	AMERICAN EXPRESS EXPENSES	4,343			4,343
4	HEALTH INSURANCE	12,180			12,180
5	OFFICE SUPPLIES/EXPENSES	5,535			5,535
6	UTILITIES	4,279			4,279
7	PETTY CASH/MISC EXPENSES	485			485
8	PAYROLL - EIB INVOICE	2,046			2,046
9	ANNUAL MEMBERSHIP DUES	6,960			6,960
10	INSURANCE PREMIUM	383			383

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal		State/Local		587,801		573,068		0		530,256	
						0		0		0		0	

Part II, Line 10b (990-PF) - Investments - Corporate Stock

				18,675,576	21,099,341	0	29,810,552
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	
1	SEE ATTACHED STATEMENT			21,099,341		29,810,552	

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		6,270,734		3,278,601		0	3,377,812	
		Book Value Beg of Year	Book Value End of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year		
1	SEE ATTACHED STATEMENT			3,278,601			3,377,812	

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

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

1	OUTSTANDING CHECK FOR FYE 7/31/13	1	90
2	CHECK FROM ZURICH AMER INSUR CO DBL REFUND	2	30
3	Total	3	120

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

1	TWC EMERGING MARKETS INCOME FUND-I - RETURN OF CAPITAL	1	32
2	Total	2	32

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

Long Term CG Distributions	88,294
Short Term CG Distributions	0

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

Long Term CG Distributions																88,294	Amount	
Short Term CG Distributions																0		
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Sales Price	Depreciation Allowed	Adjustments	Cost or Other Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses				
85	GNMA POOL # 164004 9.5% 5/15/2018	38716G0DH8		6/16/1986	6/15/2013	21		0	21	0	0	0	0	0	389,357			
86	IBM CORP	45920D0B48		6/21/2010	11/29/2013	150,000		0	162,608	-12,608	0	0	0	0	-12,608			
87	JP MORGAN CHASE & CO	66625H100		3/24/2008	6/14/2013	50,609		0	47,665	2,944	0	0	0	0	2,944			
88	JP MORGAN CHASE & CO	66625H100		3/24/2008	6/14/2013	26,845		0	23,832	2,813	0	0	0	0	2,813			
89	JOHNSON & JOHNSON 3.8% 5/15/13	6775160A6E		6/21/2010	5/15/2013	150,000		0	160,634	-10,634	0	0	0	0	-10,634			
90	HIGHBRIDGE DYNAMIC COMM STRAT	548121A670		4/12/2011	9/12/2013	75,000		0	93,873	-18,873	0	0	0	0	-18,873			
91	HIGHBRIDGE DYNAMIC COMM STRAT	548121A670		4/12/2011	10/25/2012	25,000		0	34,365	-9,365	0	0	0	0	-9,365			
92	HIGHBRIDGE DYNAMIC COMM STRAT	548121A670		24/9/199	12/20/2012	249,199		0	371,762	-122,563	0	0	0	0	-122,563			
93	HIGHBRIDGE DYNAMIC COMM STRAT	548121A670		12/15/2011	12/20/2012	1,166		0	1,473	-307	0	0	0	0	-307			
94	HIGHBRIDGE DYNAMIC COMM STRAT	548121A670		4/25/2012	12/20/2012	19,695		0	25,000	-5,305	0	0	0	0	-5,305			
95	HIGHBRIDGE DYNAMIC COMM STRAT	548121A670		5/24/2012	12/20/2012	8,543		0	10,000	-1,457	0	0	0	0	-1,457			
96	HIGHBRIDGE DYNAMIC COMM STRAT	548121A670		2/1/2013	6/14/2013	48,049		0	55,875	-7,826	0	0	0	0	-7,826			
97	UNIPER NETWORKS INC	48203R104		10/10/2008	12/20/2012	69,845		0	81,830	28,015	0	0	0	0	28,015			
98	KRAFT FOODS GROUP INC	50076D106		11/10/2010	9/12/2012	97,279		0	63,403	33,876	0	0	0	0	33,876			
99	LIMITED BRANDS INC	532716107		6/27/1996	10/25/2012	27,939		0	7,531	20,408	0	0	0	0	20,408			
100	MICROSOFT CORPORATION	594918104		6/27/1996	6/14/2013	13,987		0	3,766	10,221	0	0	0	0	10,221			
101	MICROSOFT CORPORATION	594918104		6/27/1996	6/14/2013	51,556		0	11,297	40,259	0	0	0	0	40,259			
102	MICROSOFT CORPORATION	594918104		6/27/1996	6/27/2013	34,518		0	7,531	26,987	0	0	0	0	26,987			
103	MICROSOFT CORPORATION	594918104		12/20/2012	6/14/2013	62,502		0	51,170	11,332	0	0	0	0	11,332			
104	MOODY'S CORP	615389105		6/17/2010	10/5/2012	154,947		0	161,829	-6,882	0	0	0	0	-6,882			
105	NYSE EURONEXT	4 8% 6/28/13		3/5/2012	6/14/2013	80,084		0	59,671	20,413	0	0	0	0	20,413			
106	NEXTERA ENERGY INC	55339F101		5/21/2002	10/25/2012	10,344		0	7,716	2,628	0	0	0	0	2,628			
107	PEPSICO INC	713448108		5/21/2002	3/14/2013	23,076		0	15,433	7,643	0	0	0	0	7,643			
108	PROCTER & GAMBLE CO	742718109		3/14/2003	3/14/2013	23,157		0	15,625	10,585	0	0	0	0	10,585			
109	PUBLIC SVC ENTERPRISE GROUP INC	744573106		6/29/2005	9/12/2012	15,625		0	15,045	580	0	0	0	0	580			
110	PUBLIC SVC ENTERPRISE GROUP INC	744573106		6/29/2005	10/25/2012	48,028		0	45,134	2,895	0	0	0	0	2,895			
111	PUBLIC SVC ENTERPRISE GROUP INC	744573106		6/29/2005	12/20/2012	15,320		0	15,045	275	0	0	0	0	275			
112	PUBLIC SVC ENTERPRISE GROUP INC	744573106		6/29/2005	2/1/2013	140,263		0	135,401	4,862	0	0	0	0	4,862			
113	ROYAL BANK OF SCOTLA 4.875% 3/15/78	10104XC5		6/4/2010	1/9/2013	162,412		0	155,712	6,700	0	0	0	0	6,700			
114	ROYAL DUTCH SHELL PLC-ADR	780289206		8/20/1981	9/27/2013	179,253		0	55,108	124,145	0	0	0	0	124,145			
115	ST JUDE MEDICAL INC	790849103		6/22/2011	9/12/2012	60,089		0	73,690	-13,591	0	0	0	0	-13,591			
116	TERADATA CORPORATION	86075W103		3/4/2012	6/14/2013	42,118		0	49,521	-7,403	0	0	0	0	-7,403			
117	TERADATA CORPORATION	86075W103		3/4/2012	6/14/2013	14,039		0	14,570	-531	0	0	0	0	-531			
118	VALE SA-SP ADR	91912E105		4/8/2011	12/20/2012	30,208		0	51,000	-20,791	0	0	0	0	-20,791			
119	VALE SA-SP ADR	91912E105		4/8/2011	2/1/2013	51,099		0	85,000	-33,901	0	0	0	0	-33,901			
120	VALE SA-SP ADR	91912E105		12/20/2012	2/1/2013	20,440		0	24,836	-4,396	0	0	0	0	-4,396			
121	VALE SA-SP ADR	91912E105		6/14/2012	2/1/2013	20,440		0	18,650	1,790	0	0	0	0	1,790			
122	VALE SA-SP ADR	91912E105		10/25/2012	2/1/2013	10,220		0	9,072	1,148	0	0	0	0	1,148			
123	VALE SA-SP ADR	91912E105		10/25/2012	6/14/2013	51,049		0	42,011	9,038	0	0	0	0	9,038			
124	VERIZON COMMUNICATIONS INC	92343V104		10/16/2007	6/27/2013	50,919		0	42,011	8,908	0	0	0	0	8,908			
125	VERIZON COMMUNICATIONS INC	92343V104		10/16/2007	6/27/2013	39,254		0	49,965	-10,711	0	0	0	0	-10,711			
126	VMWARE INC-CLASS A	98956P102		3/4/2012	2/1/2013	63,141		0	60,350	2,791	0	0	0	0	2,791			
127	ZIMMER HOLDINGS INC	53157S108		6/14/2012	10/25/2012	103,094		0	84,815	18,279	0	0	0	0	18,279			
128	ENSCO PLC-CL A			7/9/2012	4/30/2013			0			0	0	0	0				

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week See Attache	Compensation	Benefits	Expense Account
1	BNY Mellon, N.A	X	P O Box 185	Pittsburgh	PA	15230-0185		TRUSTEE		184,006	NONE	NONE
2	BNY Mellon, N.A	X	P O Box 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-95,004	N/A	N/A
3	J ANDREW LARK, ESQ		501 Fifth Avenue	New York	NY	10017		CO-TRUSTEE	35 00	57,157	NONE	NONE
4	DOROTHY A RILEY-CHEW		501 Fifth Avenue	New York	NY	10017		SECRETARY	35 00	43,034	NONE	NONE
										189,193	0	0

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

	Date	Amount
1 Credit from prior year return	1	31,135
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	31,135

Part VIII, Line 2 (990-PF) - Compensation of Five Highest-Paid Employees

Name and address of each employee paid more than \$50,000		Title, and average hours per week devoted to position	Compensation	Contributions to employee benefit plans and deferred compensation	Expense account, other allowances
1. Name <u>ELIZABETH HARRISON COSTAS</u> Street <u>501 FIFTH AVENUE</u> City <u>NEW YORK</u> ST <u>NY</u> ZIP <u>10017</u> Foreign Country _____		Title <u>Executive Director</u> Hr/WK <u>35.00</u>	<u>116,308</u>	<u>NONE</u>	<u>NONE</u>
2. Name _____ Street _____ City _____ ST _____ ZIP _____ Foreign Country _____		Explanation _____ Title _____ Hr/WK _____			
3. Name _____ Street _____ City _____ ST _____ ZIP _____ Foreign Country _____		Explanation _____ Title _____ Hr/WK _____			
4. Name _____ Street _____ City _____ ST _____ ZIP _____ Foreign Country _____		Explanation _____ Title _____ Hr/WK _____			
5. Name _____ Street _____ City _____ ST _____ ZIP _____ Foreign Country _____		Explanation _____ Title _____ Hr/WK _____			