



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 9/1/2012, and ending 8/31/2013

Name of foundation LEIGHTON EDWARD K TR U/WILL		A Employer identification number 04-6093555
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) (617) 722-7415
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) \$ 3,996,892	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	63,347	62,077		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	356,014			
	b Gross sales price for all assets on line 6a 1,981,714				
	7 Capital gain net income (from Part IV, line 2)		356,014		
	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	419,361	418,091	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	25,684	15,410		10,274
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,789	1,956		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	29,473	17,366	0	10,274
	25 Contributions, gifts, grants paid	188,736			188,736
26 Total expenses and disbursements. Add lines 24 and 25	218,209	17,366	0	199,010	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	201,152				
b Net investment income (if negative, enter -0-)		400,725			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2012)

24 P

Form 990-PF (2012) LEIGHTON EDWARD K TR U-WILL

04-6093555

Page 2

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	111,223	119,579	119,579
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	3,396,441	3,590,567	3,877,313
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,507,664	3,710,146	3,996,892
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. ▶ ☒			
	27 Capital stock, trust principal, or current funds	3,507,664	3,710,146	
	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)	3,507,664	3,710,146	
	31 Total liabilities and net assets/fund balances (see instructions)	3,507,664	3,710,146	

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	3,507,664
2 Enter amount from Part I, line 27a	2	201,152
3 Other increases not included in line 2 (itemize) ▶ TAX COST ADJUSTMENT	3	1,330
4 Add lines 1, 2, and 3	4	3,710,146
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,710,146

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	356,014
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.

(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	196,841	3,812,063	0.051636
2010	197,353	4,086,912	0.048289
2009	189,774	3,766,086	0.050390
2008	178,194	3,329,110	0.053526
2007			0.000000
2 Total of line 1, column (d)			2 0.203841
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 0.050960
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,945,769
5 Multiply line 4 by line 3			5 201,076
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,007
7 Add lines 5 and 6			7 205,083
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			8 199,010

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	8,015	
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	8,015	
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	8,015	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,455		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	1,455		
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	6,560		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐	11	0		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BNY MELLON, N.A. Telephone no ► (617) 722-7415 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		X
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? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

☐ 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

▶ ☐**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? If "Yes" to 6b, file Form 8870☐ Yes ☒ No**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?

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
BNY Mellon, N.A. P O BOX 185 Pittsburgh, PA 15230-0185	TRUSTEE SEE ATTACHMEN	46,009	NONE	NONE
BNY Mellon, N.A. P O BOX 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-20,325	N/A	N/A

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	3,877,464
b	Average of monthly cash balances	1b	128,393
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,005,857
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	4,005,857
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	60,088
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,945,769
6	Minimum investment return. Enter 5% of line 5	6	197,288

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	197,288
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,015
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,015
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	189,273
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	189,273
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	189,273

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	199,010
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	199,010
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	199,010

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				189,273
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				
b From 2008	8,450			
c From 2009	2,620			
d From 2010				
e From 2011	9,148			
f Total of lines 3a through e	20,218			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 199,010				
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				189,273
e Remaining amount distributed out of corpus	9,737			
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	29,955			
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	29,955			
10 Analysis of line 9:				
a Excess from 2008	8,450			
b Excess from 2009	2,620			
c Excess from 2010				
d Excess from 2011	9,148			
e Excess from 2012	9,737			

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(l)(3) or ☐ 4942(l)(5)

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

[illegible]

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

Form 990-PF (2012)

LEIGHTON EDWARD K TR U/WILL

04-6093555

Page 11

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	188,736
b Approved for future payment NONE				
Total			▶ 3b	NONE

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

- | | | | |
|---|--------------|-----|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| | | | |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions. | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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

**Sign
Here**

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

ang

10/31/2013
Date

VICE PRESIDENT
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Shawn P Hanlon

Preparer's signature

[Signature] CPA

Date _____

10/31/2013

Check ☒ if self-employed

PTIN

P00965923

Firm's name ► PRICEWATERHOUSECOOPERS LLP

Firm's EIN ► 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219

Phone no	(412) 355-6000
----------	----------------

LEIGHTON EDWARD K TR UWILL

04-6093555 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

GOOD WILL HOME ASSOCIATION

Street

C/O THE HINCKLEY SCHOOL FARM, PO BOX 159

City

HINCKLEY

State

ME

Zip Code

04944

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATION

Amount

188,736

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

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	Totals		
											Capital Gains/Losses		
											Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions	Amount									1,981,714	1,625,700	356,014
	Short Term CG Distributions	45,748									0	0	0
1	X BNY MELLON LARGE CAP ST	05569M103			12/19/2007		9/18/2012	2,163	2,257				-94
2	X BNY MELLON LARGE CAP ST	05569M103			12/19/2007		10/15/2012	2,223	2,369				-146
3	X BNY MELLON LARGE CAP ST	05569M103			12/19/2007		11/16/2012	2,300	2,576				-276
4	X BNY MELLON LARGE CAP ST	05569M103			12/19/2007		12/4/2013	36,948	37,780				-832
5	X BNY MELLON LARGE CAP ST	05569M103			12/19/2007		12/19/2013	187,682	200,567				-12,875
6	X BNY MELLON LARGE CAP ST	05569M103			8/7/2008		12/4/2013	79,050	73,374				5,676
7	X BNY MELLON LARGE CAP ST	05569M103			12/17/2008		12/4/2013	26,188	16,492				9,696
8	X BNY MELLON LARGE CAP ST	05569M103			2/12/2009		12/4/2013	377,670	223,040				154,630
9	X BNY MELLON LARGE CAP ST	05569M103			3/22/2012		12/4/2013	6,428	6,332				96
10	X BNY MELLON LARGE CAP ST	05569M103			12/13/2012		12/4/2013	32,965	37,359				-4,394
11	X BNY MELLON TAX-SEN L/C M	05569M434			12/4/2013		2/19/2013	4,190	4,116				74
12	X BNY MELLON TAX-SEN L/C M	05569M434			12/4/2013		3/19/2013	4,635	4,512				123
13	X BNY MELLON TAX-SEN L/C M	05569M434			12/4/2013		4/16/2013	4,420	4,259				161
14	X BNY MELLON TAX-SEN L/C M	05569M434			12/4/2013		5/17/2013	4,428	3,999				429
15	X BNY MELLON TAX-SEN L/C M	05569M434			12/4/2013		6/18/2013	4,406	4,074				332
16	X BNY MELLON TAX-SEN L/C M	05569M434			12/4/2013		8/19/2013	4,557	4,149				408
17	X BNY MELLON SMMD CAP-M	05569M442			2/3/2011		3/19/2013	1,091	1,130				-39
18	X BNY MELLON SMMD CAP-M	05569M442			2/3/2011		4/16/2013	1,040	1,094				-54
19	X BNY MELLON SMMD CAP-M	05569M442			2/3/2011		5/17/2013	1,042	1,015				27
20	X BNY MELLON SMMD CAP-M	05569M442			2/3/2011		6/19/2013	1,037	1,033				4
21	X BNY MELLON SMMD CAP-M	05569M442			2/3/2011		8/19/2013	1,072	1,039				33
22	X BNY MELLON FOC EQ OPP-M	05569M475			3/22/2012		11/16/2012	1,022	1,066				-44
23	X BNY MELLON FOC EQ OPP-M	05569M475			2/11/2010		12/4/2013	313,696	237,157				76,539
24	X BNY MELLON FOC EQ OPP-M	05569M475			12/13/2011		12/4/2013	724	580				144
25	X BNY MELLON FOC EQ OPP-M	05569M475			3/22/2012		12/4/2013	19,449	18,557				892
26	X BNY MELLON FOC EQ OPP-M	05569M509			12/7/2012		12/4/2013	5,865	5,495				370
27	X BNY MELLON CORE EQ 130/30	05569M582			3/22/2012		11/16/2012	1,022	1,053				-31
28	X BNY MELLON CORE EQ 130/30	05569M582			2/11/2010		12/4/2013	311,395	234,276				77,119
29	X BNY MELLON CORE EQ 130/30	05569M582			12/4/2013		12/4/2013	24,591	23,294				1,297
30	X BNY MELLON INTERMEDIATE	05569M814			12/4/2013		5/17/2013	1,664	1,671				-7
31	X BNY MELLON INTERMEDIATE	05569M814			12/4/2013		5/17/2013	1,758	1,766				-8
32	X BNY MELLON INTERMEDIATE	05569M814			12/4/2013		6/19/2013	1,750	1,789				-39
33	X BNY MELLON INTERMEDIATE	05569M814			12/4/2013		8/19/2013	1,809	1,876				-67
34	X BNY MELLON BOND FUND-M	05569M830			2/11/2010		9/18/2012	2,763	2,612				151
35	X BNY MELLON BOND FUND-M	05569M830			2/11/2010		10/15/2012	2,640	2,673				-33
36	X BNY MELLON BOND FUND-M	05569M830			2/11/2010		11/16/2012	2,938	2,767				171
37	X BNY MELLON BOND FUND-M	05569M830			12/17/2012		12/4/2013	7,442	7,431				11
38	X BNY MELLON BOND FUND-M	05569M830			2/11/2010		12/4/2013	236,404	225,944				10,460
39	X BNY MELLON BOND FUND-M	05569M830			2/11/2010		3/19/2013	2,095	2,014				81
40	X BNY MELLON BOND FUND-M	05569M830			2/11/2010		4/16/2013	2,317	2,220				97
41	X BNY MELLON BOND FUND-M	05569M830			2/11/2010		5/17/2013	2,210	2,106				104
42	X BNY MELLON BOND FUND-M	05569M830			12/16/2010		5/17/2013	739	711				28
43	X BNY MELLON BOND FUND-M	05569M830			11/30/1989		5/17/2013	1,348	1,297				51
44	X BNY MELLON BOND FUND-M	05569M830			11/30/1989		6/19/2013	128	121				7
45	X BNY MELLON BOND FUND-M	05569M830			12/4/2013		3/19/2013	2,203	2,135				68
46	X BNY MELLON INTERMEDIATE	05569M814			12/4/2013		4/16/2013	1,840	1,842				-2
47	X BNY MELLON BOND FUND-M	05569M830			12/4/2013		8/19/2013	1,755	1,752				3
48	X BNY MELLON BOND FUND-M	05569M830			11/30/1989		10/15/2012	2,279	2,263				16
49	X BNY MELLON EMERGING MKT	05569M855			12/21/2007		11/16/2012	1,081	1,112				-31
50	X BNY MELLON EMERGING MKT	05569M855			12/21/2007		11/16/2012	1,150	1,150				0
51	X BNY MELLON EMERGING MKT	05569M855			12/21/2007		2/19/2013	1,232	1,232				0
52	X BNY MELLON EMERGING MKT	05569M855			12/21/2007		3/19/2013	1,363	1,363				0
53	X BNY MELLON EMERGING MKT	05569M855			12/21/2007		4/16/2013	1,302	1,302				0
54	X BNY MELLON EMERGING MKT	05569M855			12/21/2007		5/17/2013	1,302	1,302				0
55	X BNY MELLON EMERGING MKT	05569M855			12/21/2007		6/19/2013	1,068	1,068				0
56	X BNY MELLON EMERGING MKT	05569M855			12/21/2007		8/19/2013	228	498				-270
57	X BNY MELLON EMERGING MKT	05569M855			12/21/2007		8/19/2013	1,340	2,849				-1,509
58	X DREYFUS DIVERSIFIED INTL	28196632			2/3/2011		9/18/2012	1,081	1,164				-83
59	X DREYFUS DIVERSIFIED INTL	28196632			2/3/2011		10/15/2012	1,112	1,211				-99
60	X DREYFUS DIVERSIFIED INTL	28196632			2/3/2011		11/16/2012	1,150	1,287				-137
61	X DREYFUS DIVERSIFIED INTL	28196632			2/3/2011		1/24/2013	181,755	185,921				-4,166
62	X DREYFUS DIVERSIFIED INTL	28196632			2/3/2011								

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

		3,789	1,956	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,956	1,956		
2	PY EXCISE TAX DUE	378			
3	ESTIMATED EXCISE PAYMENTS	1,455			

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

		3,396,441		3,590,567		3,877,313
		Book Value	Book Value	Book Value	FMV	
		Beg. of Year	End of Year	End of Year	End of Year	
1	OTHER INVESTMENTS	3,396,441	3,590,567	3,590,567	3,877,313	

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

Long Term CG Distributions															45,748	0
Short Term CG Distributions															Amount	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses	310,268	310,266	
1 BNY MELLON LARGE CAP STK-M	05569M103		12/18/2007	9/18/2012	2,163	0	0	2,257	-94	0	0	0	-94	0	-94	
2 BNY MELLON LARGE CAP STK-M	05569M103		12/18/2007	10/15/2012	2,223	0	0	2,369	-146	0	0	0	-146	0	-146	
3 BNY MELLON LARGE CAP STK-M	05569M103		12/18/2007	11/16/2012	2,300	0	0	2,576	-276	0	0	0	-276	0	-276	
4 BNY MELLON LARGE CAP STK-M	05569M103		12/31/2007	12/4/2013	36,948	0	0	37,780	-832	0	0	0	-832	0	-832	
5 BNY MELLON LARGE CAP STK-M	05569M103		8/7/2008	12/4/2013	187,692	0	0	200,587	-12,895	0	0	0	-12,895	0	-12,895	
6 BNY MELLON LARGE CAP STK-M	05569M103		2/12/2009	12/4/2013	78,050	0	0	73,374	4,676	0	0	0	4,676	0	4,676	
7 BNY MELLON LARGE CAP STK-M	05569M103		2/12/2009	12/4/2013	26,168	0	0	16,492	9,676	0	0	0	9,676	0	9,676	
8 BNY MELLON LARGE CAP STK-M	05569M103		2/12/2009	12/4/2013	377,670	0	0	223,040	154,630	0	0	0	154,630	0	154,630	
9 BNY MELLON LARGE CAP STK-M	05569M103		3/22/2012	12/4/2013	6,429	0	0	6,332	97	0	0	0	97	0	97	
10 BNY MELLON LARGE CAP STK-M	05569M103		12/13/2012	12/4/2013	32,885	0	0	31,359	1,526	0	0	0	1,526	0	1,526	
11 BNY MELLON LARGE CAP STK-M	05569M103		12/4/2013	3/19/2013	4,190	0	0	4,116	74	0	0	0	74	0	74	
12 BNY MELLON LARGE CAP STK-M	05569M103		12/4/2013	3/19/2013	4,635	0	0	4,512	123	0	0	0	123	0	123	
13 BNY MELLON LARGE CAP STK-M	05569M103		12/4/2013	3/19/2013	4,420	0	0	4,259	161	0	0	0	161	0	161	
14 BNY MELLON LARGE CAP STK-M	05569M103		12/4/2013	3/19/2013	4,420	0	0	3,999	429	0	0	0	429	0	429	
15 BNY MELLON LARGE CAP STK-M	05569M103		12/4/2013	3/19/2013	4,406	0	0	4,074	332	0	0	0	332	0	332	
16 BNY MELLON LARGE CAP STK-M	05569M103		12/4/2013	3/19/2013	4,557	0	0	4,149	408	0	0	0	408	0	408	
17 BNY MELLON LARGE CAP STK-M	05569M103		2/3/2011	3/19/2013	1,091	0	0	1,130	-39	0	0	0	-39	0	-39	
18 BNY MELLON LARGE CAP STK-M	05569M103		2/3/2011	3/19/2013	1,040	0	0	1,094	-54	0	0	0	-54	0	-54	
19 BNY MELLON LARGE CAP STK-M	05569M103		2/3/2011	3/19/2013	1,042	0	0	1,015	27	0	0	0	27	0	27	
20 BNY MELLON LARGE CAP STK-M	05569M103		2/3/2011	3/19/2013	1,037	0	0	1,033	4	0	0	0	4	0	4	
21 BNY MELLON LARGE CAP STK-M	05569M103		3/22/2012	11/16/2012	1,022	0	0	1,039	-17	0	0	0	-17	0	-17	
22 BNY MELLON LARGE CAP STK-M	05569M103		3/22/2012	11/16/2012	313,696	0	0	237,157	76,539	0	0	0	76,539	0	76,539	
23 BNY MELLON LARGE CAP STK-M	05569M103		12/17/2012	12/4/2013	724	0	0	580	144	0	0	0	144	0	144	
24 BNY MELLON LARGE CAP STK-M	05569M103		3/22/2012	12/4/2013	19,449	0	0	18,557	892	0	0	0	892	0	892	
25 BNY MELLON LARGE CAP STK-M	05569M103		3/22/2012	12/4/2013	5,965	0	0	5,495	470	0	0	0	470	0	470	
26 BNY MELLON LARGE CAP STK-M	05569M103		3/22/2012	11/16/2012	1,022	0	0	1,053	-31	0	0	0	-31	0	-31	
27 BNY MELLON LARGE CAP STK-M	05569M103		3/22/2012	12/4/2013	311,395	0	0	234,276	77,119	0	0	0	77,119	0	77,119	
28 BNY MELLON LARGE CAP STK-M	05569M103		3/22/2012	12/4/2013	24,591	0	0	23,284	1,307	0	0	0	1,307	0	1,307	
29 BNY MELLON LARGE CAP STK-M	05569M103		12/4/2013	5/17/2013	1,664	0	0	1,671	-7	0	0	0	-7	0	-7	
30 BNY MELLON LARGE CAP STK-M	05569M103		12/4/2013	5/17/2013	1,758	0	0	1,766	-8	0	0	0	-8	0	-8	
31 BNY MELLON LARGE CAP STK-M	05569M103		12/4/2013	5/17/2013	1,750	0	0	1,789	-39	0	0	0	-39	0	-39	
32 BNY MELLON LARGE CAP STK-M	05569M103		12/4/2013	5/17/2013	1,809	0	0	1,876	-67	0	0	0	-67	0	-67	
33 BNY MELLON LARGE CAP STK-M	05569M103		2/11/2010	10/16/2012	2,763	0	0	2,612	151	0	0	0	151	0	151	
34 BNY MELLON LARGE CAP STK-M	05569M103		2/11/2010	10/16/2012	2,840	0	0	2,675	165	0	0	0	165	0	165	
35 BNY MELLON LARGE CAP STK-M	05569M103		2/11/2010	10/16/2012	2,938	0	0	2,787	151	0	0	0	151	0	151	
36 BNY MELLON LARGE CAP STK-M	05569M103		2/11/2010	10/16/2012	2,442	0	0	2,431	11	0	0	0	11	0	11	
37 BNY MELLON LARGE CAP STK-M	05569M103		2/11/2010	10/16/2012	2,064	0	0	2,253	-189	0	0	0	-189	0	-189	
38 BNY MELLON LARGE CAP STK-M	05569M103		2/11/2010	10/16/2012	2,095	0	0	2,014	81	0	0	0	81	0	81	
39 BNY MELLON LARGE CAP STK-M	05569M103		2/11/2010	10/16/2012	2,317	0	0	2,229	88	0	0	0	88	0	88	
40 BNY MELLON LARGE CAP STK-M	05569M103		2/11/2010	10/16/2012	2,210	0	0	2,106	104	0	0	0	104	0	104	
41 BNY MELLON LARGE CAP STK-M	05569M103		2/11/2010	10/16/2012	1,739	0	0	1,711	28	0	0	0	28	0	28	
42 BNY MELLON LARGE CAP STK-M	05569M103		12/16/2010	5/17/2013	1,348	0	0	1,297	51	0	0	0	51	0	51	
43 BNY MELLON LARGE CAP STK-M	05569M103		11/30/1989	5/17/2013	1,78	0	0	1,21	157	0	0	0	157	0	157	
44 BNY MELLON LARGE CAP STK-M	05569M103		12/4/2013	3/19/2013	2,203	0	0	2,135	68	0	0	0	68	0	68	
45 BNY MELLON LARGE CAP STK-M	05569M103		12/4/2013	3/19/2013	1,840	0	0	1,842	-2	0	0	0	-2	0	-2	
46 BNY MELLON LARGE CAP STK-M	05569M103		11/30/1989	5/17/2013	1,755	0	0	1,752	3	0	0	0	3	0	3	
47 BNY MELLON LARGE CAP STK-M	05569M103		12/21/2007	10/16/2012	1,081	0	0	2,217	-1,136	0	0	0	-1,136	0	-1,136	
48 BNY MELLON LARGE CAP STK-M	05569M103		12/21/2007	10/16/2012	1,112	0	0	2,304	-1,192	0	0	0	-1,192	0	-1,192	
49 BNY MELLON LARGE CAP STK-M	05569M103		12/21/2007	10/16/2012	1,150	0	0	2,447	-1,297	0	0	0	-1,297	0	-1,297	
50 BNY MELLON LARGE CAP STK-M	05569M103		12/21/2007	10/16/2012	1,363	0	0	2,388	-1,025	0	0	0	-1,025	0	-1,025	
51 BNY MELLON LARGE CAP STK-M	05569M103		12/21/2007	10/16/2012	1,300	0	0	2,741	-1,441	0	0	0	-1,441	0	-1,441	
52 BNY MELLON LARGE CAP STK-M	05569M103		12/21/2007	10/16/2012	1,302	0	0	2,538	-1,236	0	0	0	-1,236	0	-1,236	
53 BNY MELLON LARGE CAP STK-M	05569M103		12/21/2007	10/16/2012	1,068	0	0	2,358	-1,290	0	0	0	-1,290	0	-1,290	
54 BNY MELLON LARGE CAP STK-M	05569M103		12/21/2007	10/16/2012	228	0	0	488	-260	0	0	0	-260	0	-260	
55 BNY MELLON LARGE CAP STK-M	05569M103		12/21/2007	10/16/2012	1,340	0	0	2,949	-1,609	0	0	0	-1,609	0	-1,609	
56 BNY MELLON LARGE CAP STK-M	05569M103		2/3/2011	10/16/2012	1,081	0	0	1,164	-83	0	0	0	-83	0	-83	
57 BNY MELLON LARGE CAP STK-M	05569M103		2/3/2011	10/16/2012	1,112	0	0	1,211	-99	0	0	0	-99	0	-99	
58 BNY MELLON LARGE CAP STK-M	05569M103		2/3/2011	10/16/2012	1,150	0	0	1,287	-137	0	0	0	-137	0	-137	
59 BNY MELLON LARGE CAP STK-M	05569M103		2/3/2011	10/16/2012	181,755	0	0	185,921	-4,166	0	0	0	-4,166	0	-4,166	

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										25,684	0	0
	1	BNY Mellon, N A	P O BOX 185	Pittsburgh	PA	15230-0185		TRUSTEE	SEE ATTAQ	46,009	NONE	NONE
	2	BNY Mellon, N A	P O BOX 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-20,325	N/A	N/A

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

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	1/9/2013 2	364
3 Second quarter estimated tax payment	2/11/2013 3	364
4 Third quarter estimated tax payment	5/9/2013 4	364
5 Fourth quarter estimated tax payment	8/9/2013 5	363
6 Other payments	6	
7 Total	7	1,455

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

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

Account Title	Cusip ID	Asset Short Name	Shares	Market Value	Federal Tax Cost
LEIGHTON EDWARD K TR U/WILL	991061052	CRA (BNY MELLON, N.A., MEMBER FDIC)	0.41	0.41	0.41
LEIGHTON EDWARD K TR U/WILL	991061052	CRA (BNY MELLON, N.A., MEMBER FDIC)	119,578.25	119,578.25	119,578.25
LEIGHTON EDWARD K TR U/WILL	261986632	DREYFUS DIVERSIFIED INTL-I	19,288.75	205,810.97	189,352.55
LEIGHTON EDWARD K TR U/WILL	05569M434	BNY MELLON TAX-SEN L/C MS-M	101,791.33	1,470,884.83	1,345,681.48
LEIGHTON EDWARD K TR U/WILL	05569M442	BNY MELLON SM/MID CAP-M	23,257.29	350,952.57	288,574.81
LEIGHTON EDWARD K TR U/WILL	05569M509	BNY MELLON M/C MULTI-STRATEGY FUND	10,191.83	135,857.13	81,749.48
LEIGHTON EDWARD K TR U/WILL	05569M855	BNY MELLON EMERGING MKTS-M	37,480.37	341,446.23	335,210.73
LEIGHTON EDWARD K TR U/WILL	05569M780	BNY MELLON S/T US GOV SECS-M	18,235.64	219,374.77	225,192.53
LEIGHTON EDWARD K TR U/WILL	05569M814	BNY MELLON INTERMEDIATE BD-M	40,453.90	514,978.22	515,477.41
LEIGHTON EDWARD K TR U/WILL	05569M830	BNY MELLON BOND FUND-M	49,496.37	638,008.30	609,327.58
Total for Account				3,996,891.68	3,710,145.23