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 10/1/2012 **, and ending** 9/30/2013

Name of foundation: FAY EUGENE F TR U/WILL

A Employer identification number: 04-6091426

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) 722-7121

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)* ▶ $ 1,488,356

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	22,596	22,176		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	141,647			
	b Gross sales price for all assets on line 6a 682,946				
	7 Capital gain net income (from Part IV, line 2)		141,647		
	8 Net short-term capital gain				
	9 Income modifications				
	10a 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	164,243	163,823	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	14,643	8,786		5,857
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	400			400
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,481	643		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	35			35
	24 Total operating and administrative expenses. Add lines 13 through 23	16,559	9,429	0	6,292
	25 Contributions, gifts, grants paid	62,500			62,000
	26 Total expenses and disbursements. Add lines 24 and 25	79,059	9,429	0	68,292
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	85,184			
	b Net investment income (if negative, enter -0-)		154,394		
	c Adjusted net income (if negative, enter -0-)			0	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	54,056	15,394	15,394
	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)	1,215,982	1,339,828	1,514,950
	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)	1,270,038	1,355,222	1,530,344
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	1,270,038	1,355,222	
	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)	1,270,038	1,355,222	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,270,038	1,355,222	

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	1,270,038
2	Enter amount from Part I, line 27a	2	85,184
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,355,222
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	1,355,222

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	141,647
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	83,659	1,466,841	0 057033
2010	83,883	1,568,514	0 053479
2009	68,423	1,462,556	0 046783
2008	70,082	1,288,975	0 054370
2007	103,698	1,707,632	0 060726

2 **Total** of line 1, column (d)	2	0 272391
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 054478
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,487,862
5 Multiply line 4 by line 3	5	81,056
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,544
7 Add lines 5 and 6	7	82,600
8 Enter qualifying distributions from Part XII, line 4	8	68,292

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

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	3,088
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	3,088
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	3,088
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 505		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 2,583		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	3,088
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	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	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*	5		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?	6	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*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BNY MELLON, N A Telephone no ▶ (617) 722-7121
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 ▶ [X]
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** Yes: X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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** No: 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	22,355	NONE	NONE
BNY Mellon, N A. P O BOX 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-7,712	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	1,464,096
b	Average of monthly cash balances		1b	46,424
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,510,520
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	1,510,520
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	22,658
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,487,862
6	**Minimum investment return.** Enter 5% of line 5		6	74,393

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	74,393
2a	Tax on investment income for 2012 from Part VI, line 5	2a 3,088		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	3,088
3	Distributable amount before adjustments Subtract line 2c from line 1		3	71,305
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	71,305
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	71,305

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	68,292
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	68,292
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	68,292

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					71,305
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	1,208				
c	From 2009					
d	From 2010	2,674				
e	From 2011	11,327				
f	**Total** of lines 3a through e		15,209			
4	Qualifying distributions for 2012 from Part XII, line 4 ► $ 68,292					
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					68,292
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*		3,013			3,013
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		12,196			
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		12,196			
10	Analysis of line 9					
a	Excess from 2008					
b	Excess from 2009					
c	Excess from 2010	869				
d	Excess from 2011	11,327				
e	Excess from 2012					

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

MARY ZAREMBA ONE BOSTON PLACE BOSTON, MA 02108 (617) 722-7626

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

CALL MARY ZAREMBA, 617-722-7626

c Any submission deadlines

CALL MARY ZAREMBA, 617-722-7626

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

CALL MARY ZAREMBA, 617-722-7626

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**				62,500
b *Approved for future payment*				
NONE				
Total ▶ **3b**				NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	22,596	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	141,647	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		164,243	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 164,243

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	NOT APPLICABLE

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

			Yes	No
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?			
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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		NOT APPLICABLE	

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

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

Signature of officer or trustee	Date	Title
[signature]	8/14/2014	VICE PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Shawn P. Hanlon	[signature], CPA	8/14/2014		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	

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

Recipient(s) paid during the year

Name
BROOKLINE POLICE MUTUAL AID ASSOCIATION
Street
350 WASHINGTON STREET

City	State	Zip Code	Foreign Country
BROOKLINE	MA	02146-6851	

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	1,000

Name
BROOKLINE FIREMAN'S RELIEF ASSOCIATION
Street
49 BABCOCK STREET

City	State	Zip Code	Foreign Country
BROOKLINE	MA	02146-6851	

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	1,000

Name
PERKINS SCHOOL FOR THE BLIND
Street
175 N BEACON STREET

City	State	Zip Code	Foreign Country
WATERTOWN	MA	02472	

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	1,000

Name
UNITARIAN UNIVERSALIST ASSOCIATION
Street
P O BOX 843152

City	State	Zip Code	Foreign Country
BOSTON	MA	02284-3152	

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	1,000

Name
BROOKLINE FRIENDLY SOCIETY
Street
40 WEBSTER PL

City	State	Zip Code	Foreign Country
BROOKLINE	MA	02146-7337	

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	1,000

Name
UNITED CHURCH IN WALPOLE
Street
30 COMMON STREET, P O BOX 287

City	State	Zip Code	Foreign Country
WALPOLE	MA	02081-0287	

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	1,000

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

Recipient(s) paid during the year

Name					
FIRST PARISH IN BROOKLINE					
Street					
382 WALNUT ST					
City		**State**	**Zip Code**	**Foreign Country**	
BROOKLINE		MA	02146-7563		
Relationship	**Foundation Status**				
NONE	PUBLIC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING PURPOSES					1,000

Name					
BRIGHAM AND WOMEN'S HOSPITAL INC					
Street					
116 HUNTINGTON AVE - 5TH FLOOR					
City		**State**	**Zip Code**	**Foreign Country**	
BOSTON		MA	02116		
Relationship	**Foundation Status**				
NONE	PUBLIC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING PURPOSES					1,000

Name					
C L CHANDLER CORPS 109 W R C					
Street					
P O BOX 165					
City		**State**	**Zip Code**	**Foreign Country**	
NEW DURHAM		NH	03855-0165		
Relationship	**Foundation Status**				
NONE	PUBLIC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING PURPOSES					1,000

Name					
NEWTON WELLESLEY HOSPITAL					
Street					
2000 WASHINGTON ST					
City		**State**	**Zip Code**	**Foreign Country**	
NEWTON		MA	02158		
Relationship	**Foundation Status**				
NONE	PUBLIC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING PURPOSES					1,000

Name					
THE STONE INSTITUTE AND NEWTON HOME FOR AGED PEOPLE					
Street					
227 ELLIOT ST					
City		**State**	**Zip Code**	**Foreign Country**	
NEWTON		MA	02164-1231		
Relationship	**Foundation Status**				
NONE	PUBLIC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING PURPOSES					1,000

Name					
COMMUNITY RESOURCES FOR JUSTICE					
Street					
355 BOYLSTON ST					
City		**State**	**Zip Code**	**Foreign Country**	
BOSTON		MA	02116-3133		
Relationship	**Foundation Status**				
NONE	PUBLIC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING PURPOSES					1,000

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
REBECCA POMROY FOUNDATION INC						NONE	PRIVATE NON-OPERATING FOUNDATION	GENERAL OPERATING PURPOSES	500
FRIDAY NIGHT SUPPER PROGRAM INC						NONE	PUBLIC	GENERAL OPERATING PURPOSES	5,000
FAMILY NURTURING CENTER						NONE	PUBLIC	GENERAL OPERATING PURPOSES	5,000
SOUTHWEST BOSTON SENIOR SERVICES						NONE	PUBLIC	GENERAL OPERATING PURPOSES	5,000
ELLIS MEMORIAL & ELDREDGE HOUSE INC						NONE	PUBLIC	GENERAL OPERATING PURPOSES	5,000
BOYS AND GIRLS CLUB OF DORCHESTER						NONE	PUBLIC	GENERAL OPERATING PURPOSES	5,000

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

Recipient(s) paid during the year

Name					
BOTTOM LINE INC					
Street					
City	**State**	**Zip Code**	**Foreign Country**		
Relationship NONE	**Foundation Status** PUBLIC				
Purpose of grant/contribution GENERAL OPERATING PURPOSES				**Amount**	5,000

Name					
ADOPTION, FOSTER CARE, MENTORING OUTREACH					
Street					
City	**State**	**Zip Code**	**Foreign Country**		
Relationship NONE	**Foundation Status** PUBLIC				
Purpose of grant/contribution GENERAL OPERATING PURPOSES				**Amount**	5,000

Name					
VICTIMS AND RESPOND INC					
Street					
City	**State**	**Zip Code**	**Foreign Country**		
Relationship NONE	**Foundation Status** PUBLIC				
Purpose of grant/contribution GENERAL OPERATING PURPOSES				**Amount**	5,000

Name					
FRIENDS OF THE CHILDREN-BOSTON					
Street					
City BOSTON	**State** MA	**Zip Code**	**Foreign Country**		
Relationship NONE	**Foundation Status** PUBLIC				
Purpose of grant/contribution GENERAL OPERATING PURPOSES				**Amount**	5,000

Name					
NATIONAL BRAILLE PRESS					
Street					
City	**State**	**Zip Code**	**Foreign Country**		
Relationship NONE	**Foundation Status** PUBLIC				
Purpose of grant/contribution GENERAL OPERATING PURPOSES				**Amount**	5,000

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

ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
FAY EUGENE F TR	05569M434	BNY MELLON TAX-SEN L/C MS-M	38,618.38	578,503.42	510,535 06
FAY EUGENE F TR	05569M442	BNY MELLON SM/MID CAP-M	8,796.66	139,690.96	108,971.14
FAY EUGENE F TR	05569M509	BNY MELLON M/C MULTI-STRATEG	3,796.23	52,995.50	30,683.72
FAY EUGENE F TR	05569M780	BNY MELLON S/T US GOV SECS-M	6,791.65	81,839.47	83,897.33
FAY EUGENE F TR	05569M814	BNY MELLON INTERMEDIATE BD-M	15,368.64	196,718.68	195,447.09
FAY EUGENE F TR	05569M830	BNY MELLON BOND FUND-M	18,805.88	244,100.40	213,449.48
FAY EUGENE F TR	05569M855	BNY MELLON EMERGING MKTS-M	14,252.41	139,388.66	126,874.67
FAY EUGENE F TR	261986632	DREYFUS DIVERSIFIED INTL-I	7,180.39	81,712.88	69,969.54
FAY EUGENE F TR	991061052	CRA (BNY MELLON, N.A., MEMBE	706.61	706.61	706.61
FAY EUGENE F TR	991061052	CRA (BNY MELLON, N.A., MEMBE	14,687.38	14,687.38	14,687.38
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Totals				1,530,343.96	1,355,222.02
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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.

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

	Amount
Long Term CG Distributions	17,206
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	682,946	541,299	141,647
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	BNY MELLON LARGE CAP STI	05569M103			8/7/2008		1/24/2013	27,487	25,513				0	1,974
2	X	BNY MELLON LARGE CAP STI	05569M103			12/17/2008		1/24/2013	10,453	6,588				0	3,865
3	X	BNY MELLON LARGE CAP STI	05569M103			2/12/2009		1/24/2013	118,200	69,805				0	48,395
4	X	BNY MELLON LARGE CAP STI	05569M103			3/22/2012		1/24/2013	5,915	5,827				0	88
5	X	BNY MELLON LARGE CAP STI	05569M103			12/13/2012		1/24/2013	12,338	11,729				0	609
6	X	BNY MELLON FOC EQ OPP-M	05569M475			2/11/2010		1/24/2013	114,958	86,909				0	28,049
7	X	BNY MELLON FOC EQ OPP-M	05569M475			12/13/2011		1/24/2013	265	213				0	52
8	X	BNY MELLON FOC EQ OPP-M	05569M475			3/22/2012		1/24/2013	6,854	6,540				0	314
9	X	BNY MELLON M/C MULTI-STR	05569M509			12/7/2012		1/24/2013	3,375	3,109				0	266
10	X	BNY MEL US CORE EQ 130/30	05569M582			2/11/2010		1/24/2013	114,103	85,845				0	28,258
11	X	BNY MEL US CORE EQ 130/30	05569M582			3/22/2012		1/24/2013	8,798	8,331				0	467
12	X	BNY MELLON BOND FUND-M	05569M830			12/17/2012		1/24/2013	2,823	2,819				0	4
13	X	BNY MELLON BOND FUND-M	05569M830			2/11/2010		1/24/2013	94,343	90,169				0	4,174
14	X	DREYFUS DIVERSIFIED INTL-	261986632			2/3/2011		1/24/2013	29,553	30,230				0	-677
15	X	HIGHBRIDGE DYNAMIC COMM	48121A670			9/24/2012		8/14/2013	11,283	15,000				0	-3,717
16	X	BNY MELLON LARGE CAP STI	05569M103			11/30/1981		1/24/2013	30,968	31,700				0	-732
17	X	BNY MELLON LARGE CAP STI	05569M103			10/31/1982		1/24/2013	54,233	41,412				0	12,821
18	X	BNY MELLON LARGE CAP STI	05569M103			12/31/2001		1/24/2013	15,388	15,735				0	-347
19	X	BNY MELLON LARGE CAP STI	05569M103			7/11/2003		1/24/2013	4,403	3,825				0	578

Part I, Line 16a (990-PF) - Legal Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		400	0	0	400
	Description				
1	PROBATE COURT FEES	400			400

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

		1,481	643	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	643	643		
2	PRIOR YEAR TAXES PAID	333			
3	ESTIMATED TAXES PAID	505			
4					

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		35	0	0	35
	Description				
1	MA FILING FEE	35	0		35

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			1,215,982	1,339,828	1,514,950
1				0	
2	DREYFUS DIVERSIFIED INTL-I		0	69,970	81,713
3	BNY MELLON TAX-SENSITIVE LARGE CAF		0	510,535	578,503
4	BNY MELLON SMALL/MID CAP FUND-M		0	108,971	139,691
5	BNY MELLON MID CAP STK FD CL M		0	30,684	52,996
6	BNY MELLON EMERGING MKTS FD CL M		0	126,875	139,389
7	BNY MELLON S/T US GVT SECS FD CL M		0	83,897	81,839
8	BNY MELLON INTERMEDIATE BOND FD C		0	195,447	196,719
9	BNY MELLON BOND FD CL M		0	213,449	244,100

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

	Amount
Long Term CG Distributions	17,206
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						665,740	0	0	541,299	124,441	0	0	0	124,441
1	BNY MELLON LARGE CAP STK-M	05569M103		8/7/2008	1/24/2013	27,487		0	25,513	1,974	0	0	0	1,974
2	BNY MELLON LARGE CAP STK-M	05569M103		12/17/2008	1/24/2013	10 453		0	6,588	3,865	0	0	0	3,865
3	BNY MELLON LARGE CAP STK-M	05569M103		2/12/2009	1/24/2013	118,200		0	69,805	48,395	0	0	0	48,395
4	BNY MELLON LARGE CAP STK-M	05569M103		3/22/2012	1/24/2013	5,915		0	5,827	88	0	0	0	88
5	BNY MELLON LARGE CAP STK-M	05569M103		12/13/2012	1/24/2013	12,338		0	11,729	609	0	0	0	609
6	BNY MELLON FOC EQ OPP-M	05569M475		2/11/2010	1/24/2013	114,958		0	86,909	28,049	0	0	0	28,049
7	BNY MELLON FOC EQ OPP-M	05569M475		12/13/2011	1/24/2013	265		0	213	52	0	0	0	52
8	BNY MELLON FOC EQ OPP-M	05569M475		3/22/2012	1/24/2013	6,854		0	6,540	314	0	0	0	314
9	BNY MELLON M/C MULTI-STRATEGY FU	05569M509		12/7/2012	1/24/2013	3,375		0	3,109	266	0	0	0	266
10	BNY MEL US CORE EQ 130/30-M	05569M582		2/11/2010	1/24/2013	114,103		0	85,845	28,258	0	0	0	28,258
11	BNY MEL US CORE EQ 130/30-M	05569M582		3/22/2012	1/24/2013	8,798		0	8,331	467	0	0	0	467
12	BNY MELLON BOND FUND-M	05569M830		12/17/2012	1/24/2013	2,823		0	2,819	4	0	0	0	4
13	BNY MELLON BOND FUND-M	05569M830		2/11/2010	1/24/2013	94,343		0	90,169	4,174	0	0	0	4,174
14	DREYFUS DIVERSIFIED INTL-I	261986632		2/3/2011	1/24/2013	29,553		0	30,230	-677	0	0	0	-677
15	HIGHBRIDGE DYNAMIC COMM STRAT F	48121A870		9/24/2012	8/14/2013	11,283		0	15,000	-3,717	0	0	0	-3,717
16	BNY MELLON LARGE CAP STK-M	05569M103		11/30/1981	1/24/2013	30,968		0	31,700	-732	0	0	0	-732
17	BNY MELLON LARGE CAP STK-M	05569M103		10/31/1982	1/24/2013	54,233		0	41,412	12,821	0	0	0	12,821
18	BNY MELLON LARGE CAP STK-M	05569M103		12/31/2001	1/24/2013	15,388		0	15,735	-347	0	0	0	-347
19	BNY MELLON LARGE CAP STK-M	05569M103		7/11/2003	1/24/2013	4,403		0	3,825	578	0	0	0	578

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	Compensation	Benefits	Expense Account
										14,643	0	0
1	BNY Mellon, N.A	X	P O BOX 185	Pittsburgh	PA	15230-0185		TRUSTEE	SEE ATTAC	22,355	NONE	NONE
2	BNY Mellon, N A	X	P O BOX 185	Pittsburgh	PA	15230-0185		FEE	REIMBURSI	-7,712	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	2/11/2013	2	505
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	
7	Total		7	505

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization	Employer identification number (EIN) or
	FAY EUGENE F TR U/WILL	04-6091426
File by the due date for filing your return See Instructions	Number, street, and room or suite no If a P O box, see instructions	Social security number (SSN)
	BNY Mellon, N.A - P.O BOX 185	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Pittsburgh PA 15230-0185	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ BNY MELLON, N.A
  Telephone No ▶ 412-234-8833 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box . . . ▶ [ ]. If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 8/15/2014.

5 For calendar year ______, or other tax year beginning 10/1/2012, and ending 9/30/2013.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO OBTAIN THE NECESSARY INFORMATION REQUIRED FOR FILING AN ACCURATE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 3,088
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 3,088
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [signature] Title ▶ EA Date ▶ 5-5-14

Form **8868** (Rev January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	FAY EUGENE F TR U/WILL	04-6091426
	Number, street, and room or suite no If a P O box, see instructions	Social security number (SSN)
	BNY Mellon, N A - P O BOX 185	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	Pittsburgh PA 15230-0185	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BNY MELLON, N A

  Telephone No ▶ 412-234-8833 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 5/15/2014, to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [ ] calendar year _____ or

▶ [X] tax year beginning 10/1/2012, and ending 9/30/2013

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 3,088
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 505
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 2,583

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions