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Form **990-PF**

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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning 12/1/2012, and ending 11/30/2013

Name of foundation THE SYLVAN C COLEMAN FOUNDATION		A Employer identification number 13-6091160
Number and street (or P O box number if mail is not delivered to street address) BNY Mellon, N A - P O Box 185		B Telephone number (see instructions) (212) 922-6636
Room/suite		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code Pittsburgh PA 15230-0185		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,684,534		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	71,504	68,880		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	135,710			
b Gross sales price for all assets on line 6a 782,303				
7 Capital gain net income (from Part IV, line 2)		135,710		
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	207,214	204,590	0	
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	20,793	16,634		4,159
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,716	1,716		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	457	207		250
24 Total operating and administrative expenses.				
Add lines 13 through 23	22,966	18,557	0	4,409
25 Contributions, gifts, grants paid	156,000			156,000
26 Total expenses and disbursements. Add lines 24 and 25	178,966	18,557	0	160,409
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	28,248			
b Net investment income (if negative, enter -0-)		186,033		
c Adjusted net income (if negative, enter -0-)			0	

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Revenue APR 29 2014 Operating and Administrative Expenses APR 18 2014

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	251,851	161,513	161,513
	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)	2,562,354	2,707,690	3,523,021
	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)				
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)	2,814,205	2,869,203	3,684,534	
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. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	2,814,205	2,869,203	
	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)	2,814,205	2,869,203		
31	Total liabilities and net assets/fund balances (see instructions)	2,814,205	2,869,203		

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	2,814,205
2	Enter amount from Part I, line 27a	2	28,248
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	3	21,365
4	Add lines 1, 2, and 3	4	2,863,818
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> ISHARES PARTNERSHIP K-1 ADJUSTMENT	5	-5,385
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,869,203

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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0
b			0
c			0
d			0
e			0
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 135,710
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	{ 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	139,531	3,203,860	0.043551
2010	146,946	3,269,023	0.044951
2009	135,376	3,119,421	0.043398
2008	209,405	2,804,568	0.074666
2007			0.000000
2 Total of line 1, column (d)			2 0.206566
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 0.051642
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,463,939
5 Multiply line 4 by line 3			5 178,885
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,860
7 Add lines 5 and 6			7 180,745
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			8 160,409

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter ----- (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	3,721	
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	3,721	
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	3,721	
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,000	
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	1,000	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	2,721	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY AG REG # 00-05-42		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ BNY MELLON, N A Telephone no ▶ (212) 922-6636 Located at ▶ P O BOX 185, PITTSBURGH, PA ZIP+4 ▶ 15230-0185			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶		Yes	No
				X

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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
CLARENCE B COLEMAN 2557 MERCED STREET SAN LEANDRO, CA 94705	TRUSTEE 1-10	NONE	NONE	NONE
JOAN F COLEMAN 5530 FERNHOFF ROAD OAKLAND, CA 94619	TRUSTEE 1-10	NONE	NONE	NONE
.....				
.....				

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

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

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	3,226,044
b	Average of monthly cash balances	1b	290,645
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,516,689
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,516,689
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	52,750
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,463,939
6	Minimum investment return. Enter 5% of line 5	6	173,197

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	173,197
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,721
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,721
3	Distributable amount before adjustments Subtract line 2c from line 1	3	169,476
4	Recoveries of amounts treated as qualifying distributions	4	3,000
5	Add lines 3 and 4	5	172,476
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	172,476

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	160,409
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	160,409
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	160,409

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				172,476
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			152,853	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>160,409</u>				
a Applied to 2011, but not more than line 2a			152,853	
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				7,556
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))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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				164,920
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				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
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)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				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

CLARENCE B COLEMAN 2557 MERCED ST SAN LEANDRO CA 94577

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

LETTER

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total				▶ 3a 156,000
b <i>Approved for future payment</i> NONE				
Total				▶ 3b NONE

THE SYLVAN C COLEMAN FOUNDATION

13-6091160 Page 1 of 7

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

Recipient(s) paid during the year

Name

UCONN NEAG CANCER CENTER

Street

263 FARMINGTON AVE #2874

City

FARMINGTON

State

CT

Zip Code

06030

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

ACCESS/WOMEN'S HEALTH JUSTICE

Street

PO BOX 3609

City

OAKLAND

State

CA

Zip Code

94609

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

ACLU

Street

125 BROAD STREET, 18TH FLOOR

City

NEW YORK

State

NY

Zip Code

10004

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,500

Name

ALAMEDA COUNTY FOOD BANK

Street

7900 EDGEWATER DRIVE

City

OAKLAND

State

CA

Zip Code

94621

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

6,000

Name

ALAMEDA COUNTY MEALS ON WHEELS

Street

8000 EDGEWATER DRIVE

City

OAKLAND

State

CA

Zip Code

94621

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

1,000

Name

ALAMEDA POINT COLLABORATIVE

Street

351 CORPUS CHRISTI ROAD

City

ALAMEDA

State

CA

Zip Code

94501

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

6,000

THE SYLVAN C COLEMAN FOUNDATION

13-6091160 Page 2 of 7

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

Recipient(s) paid during the year

Name

ALAN GUTTMACHER INSTITUTE

Street

125 MAIDEN LANE

City

NEW YORK

State

NY

Zip Code

10038

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

Name

ALIVE! FOUNDATION

Street

3382 COUNTY LINE ROAD

City

SKANEATELES

State

NY

Zip Code

13152

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

GLOBAL JEWISH ADVOCACY

Street

165 E 56TH STREET

City

NEW YORK

State

NY

Zip Code

10022

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

Name

AMERICAN JEWISH WORLD SERVICE

Street

45 WEST 36TH STREET

City

NEW YORK

State

NY

Zip Code

10018

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,000

Name

ANN MARTIN'S CHILDREN'S CENTER

Street

1375 55TH STREET

City

EMERYVILLE

State

CA

Zip Code

94608

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

DR SUSAN LOVE FOUNDATION

Street

2811 WILSHIRE BLVD SUITE 500

City

SANTA MONICA

State

CA

Zip Code

90403

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

1,000

THE SYLVAN C COLEMAN FOUNDATION

13-6091160 Page 3 of 7

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

Recipient(s) paid during the year

Name

BENS EDUCATION

Street**City****State****Zip Code****Foreign Country****Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

1,000

Name

BREAST CANCER ACTION

Street

55 NEW MONTGOMERY ST, SUITE 232

City

SAN FRANCISCO

State

CA

Zip Code

94105

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

6,000

Name

DR BREM FOUNDATION

Street

PO BOX 1891

City

PRINCE FREDERICK

State

MD

Zip Code

20678

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

Name

BUILDING FUTURES WITH WOMEN

Street

1395 BANCROFT AVENUE

City

SAN LEANDRO

State

CA

Zip Code

94577

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

8,000

Name

CENTER FOR REPRODUCTIVE RIGHTS

Street

120 WALL STREET

City

NEW YORK

State

NY

Zip Code

10005

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

CHARLOTTE MAXWELL COMPLEMENTARY CLINIC

Street

610 16TH STREET # 426

City

OAKLAND

State

CA

Zip Code

94612

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

1,000

THE SYLVAN C COLEMAN FOUNDATION

13-6091160 Page 4 of 7

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

Recipient(s) paid during the year

Name

CONNECTICUT CHILDREN'S MEDICAL CENTER

Street

282 WASHINGTON ST

City

HARTFORD

State

CT

Zip Code

06106

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

Name

DANCE PLACE

Street

3225 8TH STREET NE

City

WASHINGTON

State

DC

Zip Code

20017

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

6,000

Name

DOCTORS WITHOUT BORDERS

Street

333 7TH AVENUE, 2ND FLOOR

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

FINCA

Street

1201 15TH STREET NW

City

WASHINGTON

State

DC

Zip Code

20005

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

500

Name

FREEDOM FROM HUNGER

Street

1644 DA VINCI COURT

City

DAVIS

State

CA

Zip Code

95618

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

1,000

Name

FRESH PLACE

Street

993 FARMINGTON AVENUE, SUITE 208

City

WEST HARTFORD

State

CT

Zip Code

06107

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

THE SYLVAN C COLEMAN FOUNDATION

13-6091160 Page 5 of 7

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

Recipient(s) paid during the year

Name

GEORGE MARK CHILDREN'S HOUSE

Street

2121 GEORGE MARK LANE

City

SAN LEANDRO

State

CA

Zip Code

94578

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

500

Name

HOUSE OF RUTH

Street

2201 ARGONNE DRIVE

City

BALTIMORE

State

MD

Zip Code

21218

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

JEWISH FAMILY & CHILDREN'S SERVICES

Street

1430 MAIN STREET

City

WALTHAM

State

MA

Zip Code

02451

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

7,000

Name

JEWISH COMMUNITY FEDERATION OF GREATER EAST BAY

Street

300 GRAND AVENUE

City

OAKLAND

State

CA

Zip Code

94610

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

NARAL- PRO CHOICE AMERICA FOUNDATION

Street

1156 15TH STREET NW, SUITE 700

City

WASHINGTON

State

DC

Zip Code

20005

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

Name

NATIONAL DANCE EDUCATION ORGANIZATION

Street

8609 SECOND AVE, SUITE 203-B

City

SILVER SPRING

State

MD

Zip Code

20910

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,000

THE SYLVAN C COLEMAN FOUNDATION

13-6091160 Page 6 of 7

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

Recipient(s) paid during the year

Name

NATIONAL JEWISH MEDICAL & RESEARCH

Street

1400 JACKSON STREET

City

DENVER

State

CO

Zip Code

80206

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

1,000

Name

NATIONAL WOMEN'S HEALTH NETWORK

Street

1413 K STREET NW, 4TH FLOOR

City

WASHINGTON

State

DC

Zip Code

20005

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

GLOBAL FUND FOR WOMEN

Street

222 SUTTER STREET, SUITE 500

City

SAN FRANCISCO

State

CA

Zip Code

94108

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

1,000

Name

MAR MONTE PLANNED PARENTHOOD

Street

201 29TH STREET # B

City

SACRAMENTO

State

CA

Zip Code

95816

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

7,000

Name

PROJECT HOPE

Street

469 VANDERBILT AVE

City

BROOKLYN

State

NY

Zip Code

11238

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

6,000

Name

A SAFE PLACE

Street

529 6TH AVE SE

City

CEDAR RAPIDS

State

IA

Zip Code

52401

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

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

Recipient(s) paid during the year

Name
STANFORD CANCER CENTER

Street
875 BLAKE WILBUR DRIVE

City STANFORD	State CA	Zip Code 94305	Foreign Country
Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 8,000

Name
TRI-CITY VOLUNTEERS

Street
37350 JOSEPH STREET

City FREMONT	State CA	Zip Code 94536	Foreign Country
Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 1,000

Name
WBGO RADIO STATION

Street
54 PARK PLACE

City NEWARK	State NJ	Zip Code 07102	Foreign Country
Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 500

Name
WOMEN'S CANCER RESOURCE CENTER

Street
5741 TELEGRAPH AVE

City OAKLAND	State CA	Zip Code 94609	Foreign Country
Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY		
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

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 #	Amount		Purchaser	Check "x" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Capital Gains/Losses		Net Gain or Loss
			Long Term CG Distributions	Short Term CG Distributions									Gross Sales	Cost, Other Basis and Expenses	
1	PNC FINANCIAL SERVICES G	693475105	14,967	0			1/5/2011	7/30/2013	4,537	3,840			0	897	
2	PNC FINANCIAL SERVICES G	693475105					1/5/2011	7/31/2013	3,814	3,033			0	781	
3	Pfizer Inc	717081103					8/22/1995	2/4/2013	15,537	3,056			0	12,481	
4	PLAINS EXPLORATION & PR	726505100					9/21/2012	12/6/2012	7,830	7,144			0	686	
5	PLAINS EXPLORATION & PR	726505100					1/5/2011	12/12/2012	870	642			0	228	
6	QUALCOMM INC	747525103					3/9/2012	2/4/2013	4,613	4,494			0	119	
7	QUALCOMM INC	747525103					3/9/2012	3/13/2013	2,671	2,568			0	103	
8	QUALCOMM INC	747525103					11/19/2012	3/13/2013	2,003	1,868			0	135	
9	QUALCOMM INC	747525103					11/19/2012	4/17/2013	1,925	1,968			0	57	
10	QUALCOMM INC	747525103					2/10/2012	4/17/2013	5,133	4,940			0	193	
11	QUALCOMM INC	747525103					2/10/2012	4/25/2013	624	616			0	6	
12	QUALCOMM INC	747525103					11/30/2011	4/25/2013	6,236	5,483			0	753	
13	US BANCORP	902873304					1/5/2011	1/17/2013	20,062	16,200			0	3,862	
14	UNION PAC CORP	907818108					3/26/2009	1/28/2013	7,839	2,827			0	5,012	
15	VALERO ENERGY CORP NEW	919137100					11/9/2012	12/14/2012	4,330	3,858			0	472	
16	VALERO ENERGY CORP NEW	919137100					1/5/2011	2/20/2013	4,516	2,967			0	1,549	
17	VALERO ENERGY CORP NEW	919137100					1/5/2011	2/20/2013	1,355	694			0	661	
18	VERIZON COMMUNICATIONS	92343V104					4/19/2013	6/7/2013	3,493	3,642			0	-149	
19	VERIZON COMMUNICATIONS	92343V104					4/19/2013	6/17/2013	3,032	3,122			0	-90	
20	VERIZON COMMUNICATIONS	92343V104					3/26/2013	7/10/2013	1,011	991			0	20	
21	VERIZON COMMUNICATIONS	92343V104					3/26/2013	7/10/2013	3,552	3,468			0	84	
22	VERIZON COMMUNICATIONS	92343V104					4/3/2013	7/10/2013	1,522	1,468			0	54	
23	VERIZON COMMUNICATIONS	92343V104					4/3/2013	7/23/2013	2,447	2,447			0	69	
24	VERIZON COMMUNICATIONS	92343V104					1/5/2011	11/26/2013	2,516	1,858			0	658	
25	VMWARE INC-CLASS A	928563402					3/7/2013	8/9/2013	4,884	4,956			0	-72	
26	YAHOO INC	984332106					2/7/2013	8/9/2013	4,945	4,100			0	845	
27	YAHOO INC	984332106					1/5/2011	9/14/2013	1,648	1,213			0	435	
28	ACTAVIS INC	005078103					1/5/2011	9/16/2013	3,653	2,640			0	1,013	
29	ACTAVIS INC	005078103					1/5/2011	10/1/2013	5,606	2,091			0	3,515	
30	ACTAVIS INC	005078103					1/5/2011	10/1/2013	18,576	6,576			0	12,000	
31	ADOBE SYSTEMS INC	00724F101					3/22/2013	10/24/2013	2,712	2,148			0	564	
32	AIR PRODS & CHEMS INC	009156106					1/5/2011	4/24/2013	12,844	13,324			0	-480	
33	APPLE INC	037833100					5/17/2012	2/20/2013	3,165	3,749			0	-584	
34	APPLE INC	037833100					11/16/2012	2/20/2013	452	518			0	-66	
35	APPLE INC	037833100					11/16/2012	3/7/2013	2,888	3,106			0	-218	
36	APPLE INC	037833100					11/22/2006	6/26/2013	11,522	2,605			0	8,917	
37	B & T CORPORATION	054937107					4/26/2011	4/15/2013	10,333	8,846			0	1,487	
38	B & T CORPORATION	054937107					11/8/2011	4/15/2013	4,863	3,845			0	1,018	
39	BROADCOM CORP CL A	111320107					9/27/2012	3/22/2013	3,770	3,871			0	-101	
40	BROADCOM CORP CL A	111320107					9/27/2012	9/30/2013	4,136	5,279			0	-1,143	
41	BROADCOM CORP CL A	111320107					9/27/2012	10/1/2013	1,848	2,464			0	-616	
42	BROADCOM CORP CL A	111320107					9/27/2012	10/2/2013	2,110	2,816			0	-706	
43	BROADCOM CORP CL A	111320107					10/9/2012	10/2/2013	2,901	3,660			0	-759	
44	BROADCOM CORP CL A	111320107					11/7/2012	10/2/2013	3,428	4,045			0	-617	
45	BROADCOM CORP CL A	111320107					7/23/2013	10/2/2013	3,956	4,814			0	-858	
46	BROADCOM CORP CL A	111320107					5/3/2013	5/3/2013	1,407	546			0	-861	
47	C S T BRANDS INC	12646R105					1/5/2011	5/3/2013	1,407	853			0	554	
48	C S T BRANDS INC	12646R105					1/5/2011	5/22/2013	15	8			0	7	
49	C S T BRANDS INC	12646R105					1/5/2011	6/21/2013	15,307	21,854			0	-6,547	
50	CARNIVAL CORP	143658300					9/25/2012	4/24/2013	6,279	5,667			0	612	
51	CENTERPOINT ENERGY INC	15189T107					3/6/2012	9/16/2013	5,963	5,682			0	281	
52	CHEVRON CORPORATION	166764100					11/9/2012	9/16/2013	2,236	1,911			0	325	
53	CHEVRON CORPORATION	166764100					10/2/2013	10/14/2013	10,544	11,710			0	-1,166	
54	CITRIX SYS INC	177376100					7/29/2003	10/14/2013	4,101	4,800			0	-699	
55	CITRIX SYS INC	177376100					7/29/2003	4/4/2013	4,435	2,485			0	1,950	
56	COCA - COLA CO	191216100					7/30/2003	3/26/2013	3,732	2,839			0	893	
57	COMCAST CORP CL A	20030N101					6/19/2012	3/26/2013	829	623			0	206	
58	COMCAST CORP CL A	20030N101					6/19/2012	3/26/2013	4,097	3,117			0	980	
59	COMCAST CORP CL A	20030N101					6/27/2012	6/20/2013	1,562	1,247			0	315	
60	COMCAST CORP CL A	20030N101					6/27/2012	6/20/2013	3,805	3,072			0	733	
61	COMCAST CORP CL A	20030N101					5/1/2012	6/20/2013	4,913	3,072			0	1,841	
62	COMCAST CORP CL A	20030N101					7/30/2003	2/1/2013	5,069	1,951			0	3,118	
63	WALT DISNEY CO/THE	254687106					7/30/2003	7/2/2013	8,101	1,734			0	6,367	
64	WALT DISNEY CO/THE	254687106					7/30/2003	8/16/2013	8,101	2,818			0	5,283	
65	WALT DISNEY CO/THE	254687106					4/7/2011	2/12/2013	3,690	3,933			0	-243	
66	E M C CORP MASS	266648102					4/7/2011	2/12/2013	734	787			0	-53	
67	E M C CORP MASS	266648102					6/1/2012	2/12/2013	5,140	4,894			0	246	
68	E M C CORP MASS	266648102											0		

Totals: Capital Gains/Losses: 135,710; Other sales: 0; Gross Sales: 787,768; Cost, Other Basis and Expenses: 652,058; Net Gain or Loss: 135,710

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	Cost Other Basis and Expenses			Net Gain or Loss	
											Expense of Sale and Cost of Improvements	Depreciation	Adjustments		
Long Term CG Distributions								Totals		Gross Sales		Net Gain or Loss			
Short Term CG Distributions								Capital Gains/Losses		Other sales		652,058		135,710	
								14,967		787,768		0		0	
69	X	EATON CORP ACTION	278058102		1/1/2011		12/9/2012	23,038	22,687					351	
70	X	APPLE INC	037833100		11/22/2006		3/1/2013	1,294	269					1,025	
71	X	APPLE INC	037833100		11/22/2006		6/17/2013	8,213	1,706					6,507	
72	X	EQUINIX INC	28444U502		3/7/2013		8/14/2013	3,626	4,530					-904	
73	X	EQUINIX INC	28444U502		3/4/2013		8/14/2013	2,418	2,978					-560	
74	X	EQUINIX INC	28444U502		3/1/2013		8/15/2013	8,754	11,257					-2,503	
75	X	EQUINIX INC	28444U502		3/4/2013		8/15/2013	661	851					-190	
76	X	EQUINIX INC	28444U502		6/7/2013		8/15/2013	3,138	3,659					-521	
77	X	EXPRESS SCRIPTS HOLDING	30219G106		6/4/2012		9/16/2013	3,949	3,055					894	
78	X	EXPRESS SCRIPTS HOLDING	30219G106		10/28/2011		9/16/2013	3,949	2,799					1,150	
79	X	GILEAD SCIENCES INC	375558103		10/20/2011		5/13/2013	5,430	2,035					3,395	
80	X	GILEAD SCIENCES INC	375558103		10/20/2011		9/16/2013	8,794	2,849					5,945	
81	X	GLAXO SMITHKLINE PLC SPO	37733W105		4/24/2013		9/16/2013	3,071	3,087					-16	
82	X	GLAXO SMITHKLINE PLC SPO	37733W105		1/5/2011		8/23/2013	5,232	4,484					748	
83	X	GLAXO SMITHKLINE PLC SPO	37733W105		10/20/2011		1/18/2013	3,886	2,035					1,851	
84	X	GLAXO SMITHKLINE PLC SPO	37733W105		4/24/2013		11/14/2013	521	514					7	
85	X	HALLIBURTON CO	406216101		2/4/2013		11/14/2013	4,686	4,100					586	
86	X	HALLIBURTON CO	406216101		1/5/2013		2/13/2013	5,706	5,506					200	
87	X	HALLIBURTON CO	406216101		3/22/2013		8/23/2013	4,962	3,574					1,388	
88	X	HOME DEPOT INC	437076102		1/5/2011		8/16/2013	8,325	3,808					4,517	
89	X	INTERNATIONAL BUSINESS M	459200101		1/5/2011		8/23/2013	5,141	2,423					2,718	
90	X	INTERNATIONAL BUSINESS M	459200101		3/6/2012		4/19/2013	5,150	5,347					-197	
91	X	INTERNATIONAL BUSINESS M	459200101		3/15/2012		4/19/2013	1,335	1,442					-107	
92	X	INTERNATIONAL BUSINESS M	459200101		9/28/2012		4/19/2013	4,768	5,184					-416	
93	X	INTERNATIONAL BUSINESS M	459200101		3/13/2013		4/19/2013	4,196	4,967					-771	
94	X	INTERNATIONAL BUSINESS M	459200101		4/19/2013		4/19/2013	3,624	4,081					-433	
95	X	INTERNATIONAL BUSINESS M	459200101		1/26/1987		4/19/2013	6,485	1,081					5,404	
96	X	INTERNATIONAL BUSINESS M	459200101		1/26/1987		4/23/2013	5,377	890					4,487	
97	X	INTERNATIONAL BUSINESS M	459200101		1/26/1987		7/19/2013	5,063	826					4,237	
98	X	INTERNATIONAL BUSINESS M	459200101		1/26/1987		10/17/2013	9,757	1,780					7,977	
99	X	HIGHBRIDGE DYNAMIC COMM	48121A570		4/29/2011		12/28/2012	22,374	36,000					-13,626	
100	X	LILLY ELI & CO	532457108		8/10/2012		4/24/2013	3,945	3,054					891	
101	X	LILLY ELI & CO	532457108		8/10/2012		5/24/2013	17,837	14,398					3,439	
102	X	MARATHON OIL CORP	565849106		1/27/2012		2/20/2013	4,512	4,079					433	
103	X	MEAD JOHNSON NUTRITION	582839106		8/9/2011		4/4/2013	5,296	4,670					626	
104	X	MEAD JOHNSON NUTRITION	582839106		10/28/2011		4/4/2013	8,323	8,100					223	
105	X	MONDELEZ INTERNATIONAL	609207105		10/10/2012		6/4/2013	10,009	9,303					706	
106	X	OCCEAN PETROLEUM CO	674959105		12/12/2012		3/6/2013	5,715	5,357					358	
107	X	PNC FINANCIAL SERVICES GR	693475105		7/19/2012		7/29/2013	6,077	4,961					1,116	
108	X	PNC FINANCIAL SERVICES GR	693475105		1/5/2011		7/29/2013	1,519	1,213					306	
109	X	PNC FINANCIAL SERVICES GR	693475105		1/5/2011		7/29/2013	757	607					150	
110	X	QUALCOMM INC	747525103		11/30/2011		6/17/2013	1,857	1,645					212	
111	X	QUALCOMM INC	747525103		11/22/2011		6/17/2013	1,857	1,642					215	
112	X	QUALCOMM INC	747525103		11/22/2011		7/3/2013	7,924	7,116					808	
113	X	GUGENHEIM MANAGED FUT	78356A160		8/10/2011		2/13/2013	53,458	-63,700					-10,242	
114	X	SALESFORCE COM INC	79466L302		6/7/2013		9/20/2013	3,711	2,754					957	
115	X	SALESFORCE COM INC	79466L302		6/7/2013		10/24/2013	1,084	787					297	
116	X	SALESFORCE COM INC	79466L302		3/1/2012		10/24/2013	3,253	2,172					1,081	
117	X	SANDISK CORP	80004C101		6/17/2013		7/29/2013	7,773	8,580					-807	
118	X	SANDISK CORP	80004C101		6/18/2013		7/29/2013	7,218	8,134					-916	
119	X	SANDISK CORP	80004C101		6/20/2013		7/29/2013	4,997	5,489					-492	
120	X	SCHLUMBERGER LTD	806857108		3/9/2012		2/13/2013	3,138	3,064					74	
121	X	SCHLUMBERGER LTD	806857108		12/14/2012		2/13/2013	3,923	3,453					470	
122	X	SEMPRA ENERGY	816851109		3/21/2007		2/13/2013	1,569	1,365					204	
123	X	SHIRE PLC	82481R106		5/13/2013		12/12/2012	4,294	3,121					1,173	
124	X	SOUTHWESTERN ENERGY CO	845467109		9/27/2012		11/5/2013	5,480	3,745					1,735	
125	X	TAIWAN SEMICONDUCTOR M	874039100		7/3/2013		3/22/2013	4,519	4,190					329	
126	X	TERADATA CORPORATION	88076W103		9/27/2010		9/20/2013	6,762	7,081					-319	
127	X	TERADATA CORPORATION	88076W103		9/27/2010		3/1/2013	8,217	5,313					2,904	
128	X	TERADATA CORPORATION	88076W103		9/27/2010		3/5/2013	4,128	2,656					1,472	
129	X	TERADATA CORPORATION	88076W103		9/27/2010		3/7/2013	8,622	5,692					2,930	
130	X	YAHOO INC	984332106		2/7/2013		10/24/2013	3,972	2,426					1,546	
131	X	YAHOO INC	984332106		11/5/2012		10/24/2013	2,317	1,216					1,101	
132	X	ACCENTURE PLC-CLA	G1151C101		3/5/2012		6/5/2013	3,966	3,842					144	
133	X	ACCENTURE PLC-CLA	G1151C101		7/2/2012		7/10/2013	1,485	1,208					277	
134	X	ACCENTURE PLC-CLA	G1151C101		1/5/2011		7/10/2013	5,197	3,369					1,828	
135	X	ACCENTURE PLC-CLA	G1151C101		1/5/2011		10/24/2013	4,407	2,888					1,519	
136	X	COVIDIEN PLC	G2554F113		7/2/2013		10/22/2013	1,922	1,736					186	

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	Totals		Net Gain or Loss
									Capital Gains/Losses Other sales	Gross Sales	
	Long Term CG Distributions	Amount	14,967								
	Short Term CG Distributions	Amount	0								
								787,768	652,068	135,710	0
137	X COVIDIEN PLC	G2554F113			1/5/2011		10/22/2013	3,203			1,089
138	X EATON CORP PLC	G29183103			11/30/2012		4/24/2013	3,507			408
139	X MALLINCKRODT PLC	G5785G107			1/5/2011		7/2/2013	1,740			384
140	X NXP SEMICONDUCTORS N V	N6596X109			5/5/2011		2/4/2013	1,778			-108
141	X NXP SEMICONDUCTORS N V	N6596X109			5/12/2011		2/4/2013	2,074			-5
142	X NXP SEMICONDUCTORS N V	N6596X109			5/12/2011		3/4/2013	2,215			136
143	X NXP SEMICONDUCTORS N V	N6596X109			6/28/2011		3/4/2013	1,582			327
144	X NXP SEMICONDUCTORS N V	N6596X109			1/18/2012		4/3/2013	3,287			286
145	X ISHARES S&P GSCI COMMOD	4642BR107			6/29/2009		10/30/2013	4,945			1,519
146	X ISHARES S&P GSCI COMMOD	4642BR107			6/29/2009		10/30/2013	0			-5,430
147	X ISHARES S&P GSCI COMMOD	4642BR107			6/29/2009		10/30/2013	0			-36

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

		20,793	16,634	0	4,159
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	BNY MELLON N A	37,718	16,634		4,159
2	BNY MELLON, N A - FEE REIMBURSEMENT	-16,925			

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

		1,716	1,716	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES WITHHELD	1,716	1,716		
2					

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

		457	207	0	250
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE AG FILING FEE	250	0		250
2	ISHARES OTHER DEDUCTIONS	207	207		

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

1	Description	Num Shares/ Face Value	Book Value	Book Value	Book Value	FMV	FMV
			End of Year	End of Year	End of Year	End of Year	End of Year
			2,562,354	2,707,690	2,707,690	3,192,021	3,523,021
			2,562,354	2,707,690	2,707,690	3,192,021	3,523,021

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

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

1	FEDERAL TAX REFUND FROM TAX YEAR 11/30/11	1	18,293
2	PENDING SALE OF CUSIP 928563402	2	72
3	REALLOCATION OF GRANTS PAID IN PRIOR YEAR	3	3,000
4	Total	4	21,365
1	ISHARES PARTNERSHIP K-1 ADJUSTMENT	1	-224
2	ISHARES SALES ADJUSTMENT FOR PRIOR YEAR	2	-5,430
3	INGERSOLL-RAND PLC	3	269
4	Total	4	-5,385

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

CUSIP #	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expenses of Sale	Gain or Loss	F M V. as of 12/31/169	Adjusted Basis as of 12/31/169	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
693475105	PNC FINANCIAL SERVICES GROUP		1/5/2011	7/30/2013	4,537			3,640	897				120,743
717081103	PNC FINANCIAL SERVICES GROUP		1/5/2011	7/31/2013	3,814			3,033	781				897
717081103	PNC FINANCIAL SERVICES GROUP		8/22/1995	2/12/2013	15,537			3,056	12,481				781
728505100	PLAINS EXPLORATION & PR-WI		9/21/2012	12/6/2012	7,930			7,144	686				12,481
728505100	PLAINS EXPLORATION & PR-WI		1/5/2011	12/6/2012	870			642	228				5,441
747525103	QUALCOMM INC		3/9/2012	2/12/2013	14,371			10,275	4,096				686
747525103	QUALCOMM INC		3/9/2012	3/13/2013	2,671			4,494	1,823				228
747525103	QUALCOMM INC		11/19/2012	3/13/2013	2,003			2,568	565				4,096
747525103	QUALCOMM INC		11/19/2012	4/17/2013	1,925			1,868	57				119
747525103	QUALCOMM INC		2/10/2012	4/17/2013	5,133			4,940	193				103
747525103	QUALCOMM INC		2/10/2012	4/25/2013	624			618	6				135
902973304	US BANCORP		1/5/2011	1/17/2013	20,062			16,200	3,862				153
907818106	VALERO ENERGY CORP NEW		3/26/2009	1/28/2013	7,839			5,483	2,356				753
919131100	VALERO ENERGY CORP NEW		1/19/2012	12/14/2012	4,330			3,858	472				3,862
919131100	VALERO ENERGY CORP NEW		1/19/2012	2/20/2013	4,516			2,967	1,549				5,252
923331004	VERIZON COMMUNICATIONS INC		1/5/2011	8/7/2013	1,355			694	661				472
923331004	VERIZON COMMUNICATIONS INC		4/19/2013	6/17/2013	3,493			3,842	-149				1,549
923331004	VERIZON COMMUNICATIONS INC		3/26/2013	6/17/2013	3,032			3,122	991				-149
923331004	VERIZON COMMUNICATIONS INC		3/26/2013	7/10/2013	1,011			991	20				20
923331004	VERIZON COMMUNICATIONS INC		4/30/2013	7/10/2013	3,552			3,468	84				84
923331004	VERIZON COMMUNICATIONS INC		4/30/2013	7/23/2013	2,516			2,447	69				54
923331004	VERIZON COMMUNICATIONS INC		1/5/2011	7/23/2013	2,516			1,859	658				658
928563402	MVARE INC-CLASS A		7/29/2011	11/26/2013	4,884			4,100	784				-72
984332106	YAHOO INC		3/7/2013	8/9/2013	4,845			4,100	745				745
984332106	YAHOO INC		2/7/2013	8/9/2013	1,548			1,213	335				335
00507K103	ACTAVIS INC		1/5/2011	3/14/2013	3,553			2,040	1,513				1,513
00507K103	ACTAVIS INC		1/5/2011	9/16/2013	5,606			2,091	3,515				3,515
00507K103	ACTAVIS INC		1/5/2011	10/12/2013	18,576			6,576	12,000				12,000
0074F101	ADOBE SYSTEMS INC		3/22/2013	10/24/2013	2,712			2,148	564				564
009158106	AIR PRODS & CHEMS INC		1/5/2011	4/24/2013	12,844			13,324	-480				-480
057833100	APPLE INC		5/17/2012	2/20/2013	3,165			3,749	-584				-584
057833100	APPLE INC		11/16/2012	2/20/2013	452			518	-66				-66
057833100	APPLE INC		11/16/2012	3/7/2013	2,888			3,106	-218				-218
057833100	APPLE INC		11/22/2006	6/26/2013	11,522			2,605	8,917				8,917
054937107	B & T CORPORATION		4/26/2011	4/15/2013	10,333			8,846	1,487				1,487
054937107	B & T CORPORATION		1/18/2011	4/15/2013	4,863			3,845	1,018				1,018
111320107	BROADCOM CORP CL A		9/27/2012	3/22/2013	3,770			3,971	-101				-101
111320107	BROADCOM CORP CL A		9/27/2012	10/11/2013	1,848			5,279	-1,143				-1,143
111320107	BROADCOM CORP CL A		9/27/2012	10/2/2013	2,901			2,816	85				85
111320107	BROADCOM CORP CL A		10/9/2012	10/2/2013	2,901			3,960	-1,059				-1,059
111320107	BROADCOM CORP CL A		1/7/2012	10/2/2013	3,428			4,814	-1,386				-1,386
111320107	BROADCOM CORP CL A		7/23/2013	10/2/2013	3,556			4,814	-1,258				-1,258
12646R105	C S T BRANDS INC		4/24/2011	5/9/2013	496			545	-49				-49
12646R105	C S T BRANDS INC		1/5/2011	5/9/2013	1,407			853	554				554
143658300	CARNIVAL CORP		1/5/2011	5/22/2013	15			8	7				7
151891707	CHEVRON CORPORATION		9/25/2012	6/21/2013	15,307			21,854	-6,547				-6,547
166764100	CHEVRON CORPORATION		3/6/2013	9/16/2013	5,963			5,567	396				396
166764100	CHEVRON CORPORATION		1/19/2012	9/16/2013	2,236			1,911	325				325
177376100	CITRIX SYS INC		7/10/2013	10/14/2013	10,444			11,710	-1,266				-1,266
177376100	CITRIX SYS INC		7/29/2013	10/14/2013	4,101			4,800	-699				-699
191216100	COCA-COLA CO		7/30/2003	4/4/2013	4,335			2,485	1,850				1,850
20030N101	COMCAST CORP CL A		6/19/2012	3/26/2013	3,732			2,839	893				893
20030N101	COMCAST CORP CL A		6/17/2012	3/26/2013	829			623	206				206
20030N101	COMCAST CORP CL A		6/17/2012	6/7/2013	4,097			3,117	980				980
20030N101	COMCAST CORP CL A		6/17/2012	6/20/2013	1,562			1,247	315				315
20030N101	COMCAST CORP CL A		5/17/2012	6/20/2013	3,905			3,072	833				833
254687106	WALT DISNEY COITHE		7/30/2003	3/7/2013	4,913			1,951	2,962				2,962
254687106	WALT DISNEY COITHE		7/30/2003	7/2/2013	5,069			1,734	3,335				3,335
266648102	E M C CORP MASS		4/7/2011	8/16/2013	8,101			3,933	4,168				4,168
266648102	E M C CORP MASS		4/7/2011	2/12/2013	734			53	681				681
266648102	E M C CORP MASS		8/17/2012	2/12/2013	5,140			4,894	246				246
278058102	EATON CORP ACTION		1/7/2001	12/5/2012	23,038			22,697	341				341
037833100	APPLE INC		11/22/2006	3/17/2013	1,294			269	1,025				1,025
037833100	APPLE INC		3/7/2013	8/14/2013	8,213			1,708	6,505				6,505
284441502	EQUINIX INC		3/4/2013	8/14/2013	3,626			4,530	-904				-904
284441502	EQUINIX INC		3/1/2013	8/15/2013	2,418			2,978	-560				-560
284441502	EQUINIX INC		3/4/2013	8/15/2013	8,754			11,257	-2,503				-2,503
284441502	EQUINIX INC		6/7/2012	8/15/2013	661			851	-190				-190
302195108	EXPRESS SCRIPTS HOLDING CO		6/47/2012	9/16/2013	3,138			3,659	-521				-521
302195108	EXPRESS SCRIPTS HOLDING CO		10/28/2011	9/16/2013	3,949			2,799	1,150				1,150
375558103	GILEAD SCIENCES INC		10/20/2011	9/16/2013	5,430			2,035	3,395				3,395
37733W105	GLAXO SMITHKLINE PLC SPONS ADR		4/24/2011	9/16/2013	8,794			2,849	5,945				5,945
382315102	GLAXO SMITHKLINE PLC SPONS ADR		1/5/2011	8/23/2013	3,071			3,087	-16				-16
375558103	GLAXO SMITHKLINE PLC SPONS ADR		10/20/2011	1/14/2013	3,886			2,035	1,851				1,851
37733W105	GLAXO SMITHKLINE PLC SPONS ADR		4/24/2013	1/14/2013	521			514	7				7

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 1-10	Compensation	Benefits	Expense Account
1	CLARENCE B COLEMAN		2657 MERCED STREET	SAN LEANDRO	CA	94577		TRUSTEE		NONE	NONE	NONE
2	JOAN F COLEMAN		5530 FERNHOFF ROAD	OAKLAND	CA	94619		TRUSTEE		NONE	NONE	NONE

0 0 0

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

	Date	Amount
1 Credit from prior year return		1,000
2 First quarter estimated tax payment		
3 Second quarter estimated tax payment		
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments		0
7 Total		1,000

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	152,853
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	152,853

ACCOUNT NAME	ASSET	CUSIP ID	SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	G0083B108	ACTAVIS PLC	129 00	21,036 03	18,577 29
THE SYLVAN C COLEMAN FOUNDATION	FOREIGN COMMON STOCK	G0408V102	AON PLC	410 00	33,472 40	20,371 46
THE SYLVAN C COLEMAN FOUNDATION	FOREIGN COMMON STOCK	G1151C101	ACCENTURE PLC-CL A	90 00	6,972 30	4,331 52
THE SYLVAN C COLEMAN FOUNDATION	FOREIGN COMMON STOCK	G2554F113	COVDIEN PLC	270 00	18,430 20	11,523 84
THE SYLVAN C COLEMAN FOUNDATION	FOREIGN COMMON STOCK	G29183103	EATON CORP PLC	386 00	28,046 76	19,938 83
THE SYLVAN C COLEMAN FOUNDATION	FOREIGN COMMON STOCK	G47791101	INGERSOLL-RAND PLC	420 00	29,996 40	16,840 11
THE SYLVAN C COLEMAN FOUNDATION	FOREIGN COMMON STOCK	G491BT108	INVESSOL LTD	960 00	33,456 00	22,993 77
THE SYLVAN C COLEMAN FOUNDATION	FOREIGN COMMON STOCK	Y0486S104	AVAGO TECHNOLOGIES LTD	470 00	21,023 10	19,984 32
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	00206R102	AT&T INC	260 00	9,154 60	7,763 08
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	00724F101	ADOBE SYSTEMS INC	500 00	28,390 00	19,536 68
THE SYLVAN C COLEMAN FOUNDATION	FOREIGN COMMON STOCK	013904305	ALCATEL-LUCENT-SPONSORED ADR	5,070 00	21,851 70	19,664 61
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	023135106	AMAZON COM INC	88 00	34,638 56	17,245 50
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	031162100	AMGEN INC	219 00	24,983 52	25,586 41
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	037833100	APPLE INC	110 00	61,167 70	24,434 37
THE SYLVAN C COLEMAN FOUNDATION	MELLON EQUITY/BALANCE MUT FND	05569M301	BNY MELLON INCOME STOCK-M	10,907 53	100,458 39	63,700 00
THE SYLVAN C COLEMAN FOUNDATION	MELLON FIXED INCOME MUT FUNDS	05569M491	BNY MELLON MUNI OPPORT-M	7,388 11	93,385 76	100,700 00
THE SYLVAN C COLEMAN FOUNDATION	MELLON EQUITY/BALANCE MUT FND	05569M509	BNY MELLON M/C MULTI-STRATEGY FUND	18,814 31	277,511 09	185,000 00
THE SYLVAN C COLEMAN FOUNDATION	MELLON EQUITY/BALANCE MUT FND	05569M566	BNY MELLON INTERNAT APPREC-M	7,787 27	107,230 72	112,010 01
THE SYLVAN C COLEMAN FOUNDATION	MELLON EQUITY/BALANCE MUT FND	05569M806	BNY MELLON S/C MULTI-STRATEGY FUND	5,910 67	98,826 45	75,000 00
THE SYLVAN C COLEMAN FOUNDATION	MELLON FIXED INCOME MUT FUNDS	05569M814	BNY MELLON INTERMEDIATE BD-M	20,032 05	257,011 23	250,000 00
THE SYLVAN C COLEMAN FOUNDATION	MELLON EQUITY/BALANCE MUT FND	05569M855	BNY MELLON EMERGING MKTS-M	38,262 02	389,124 79	360,000 00
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	073730103	BEAM INC	340 00	22,960 20	21,173 24
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	110122108	BRISTOL-MYERS SQUIBB CO	520 00	26,717 60	24,504 90
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	14040H105	CAPITAL ONE FINANCIAL CORP	280 00	20,056 40	15,062 32
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	149123101	CATERPILLAR INC	210 00	17,766 00	13,122 48
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	150870103	CELANESE CORP -SER A	360 00	20,206 80	14,950 08
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	151891107	CENTERPOINT ENERGY INC	860 00	20,149 80	16,795 16
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	166764100	CHEVRON CORPORATION	197 00	24,120 68	18,023 31
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	191216100	COCA - COLA CO	450 00	18,085 50	10,167 75
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	20030N101	COMCAST CORP CL A	530 00	26,431 10	17,956 87
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	22160K105	COSTCO WHSL CORP NEW	190 00	23,831 70	13,681 52
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	254687106	WALT DISNEY CO/THE	310 00	21,867 40	6,720 93
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	260003108	DOVER CORP	290 00	26,314 60	17,995 08
THE SYLVAN C COLEMAN FOUNDATION	FIXED INCOME MUTUAL FUNDS	261980494	DREYFUS EMG MKT DEBT LOC C-I	2,153 23	30,037 64	32,600 00
THE SYLVAN C COLEMAN FOUNDATION	FIXED INCOME MUTUAL FUNDS	261980759	DREYFUS HIGH YIELD-I	10,141 26	68,453 55	74,767 43
THE SYLVAN C COLEMAN FOUNDATION	EQUITY/BALANCED MUTUAL FUNDS	261986582	DREYFUS GLOBAL REAL ES SEC-I	4,160 88	34,618 59	30,000 00
THE SYLVAN C COLEMAN FOUNDATION	EQUITY/BALANCED MUTUAL FUNDS	26203E604	DREYFUS/NEWTON INTERN EQTY-I	3,353 45	68,846 41	50,000 00
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	30219G108	EXPRESS SCRIPTS HOLDING CO	300 00	20,205 00	13,994 19
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	30231G102	EXXON MOBIL CORP	220 00	20,565 60	16,440 16
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	30303MT02	FACEBOOK INC-A	220 00	10,342 20	8,005 91
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	307000109	FAMILY DLR STORES INC	180 00	12,568 60	12,535 56
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	35671D857	FREEMONT COPPER & GOLD INC	396 00	13,390 05	10,998 05
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	363604103	GENERAL ELECTRIC COMPANY	1,090 00	29,059 40	9,389 85
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	375558103	GILEAD SCIENCES INC	320 00	23,939 20	6,511 83
THE SYLVAN C COLEMAN FOUNDATION	FOREIGN COMMON STOCK	37733W105	GLAXO SMITHKLINE PLC SPONS ADR	320 00	16,934 40	14,550 24
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	38259F508	GOOGLE INC - CL A	54 00	57,217 86	43,089 49
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	406216101	HALLIBURTON CO	420 00	22,125 60	15,172 65
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	412822108	HARLEY DAVIDSON INC	360 00	24,127 20	21,127 88
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	437076102	HOME DEPOT INC	260 00	20,974 20	9,000 68
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	438516106	HONEYWELL INTL INC	330 00	29,208 30	9,426 86
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	45866F104	INTERCONTINENTAL EXCHANGE GRO	155 00	33,059 95	20,313 31
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	46625H100	JP MORGAN CHASE & CO	310 00	17,738 20	9,393 00
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	479366107	JOHNSON CONTROLS INC	450 00	22,729 50	13,580 51
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	482480100	K L A - TENCOR CORP	160 00	10,219 20	10,328 56

THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	517834107	LAS VEGAS SANDS CORP	360 00	25,804 80	15,866 17
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	565849106	IMARATHON OIL CORP	600 00	21,624 00	17,083 54
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	591566108	METLIFE INC	670 00	34,967 30	23,169 92
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	609207105	MONDELEZ INTERNATIONAL	640 00	21,459 20	13,202 78
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	637071101	NATIONAL OILWELL VARCO INC	380 00	30,970 00	27,107 93
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	670346105	NUCOR CORP	380 00	19,402 80	16,556 79
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	674599105	OCCIDENTAL PETROLEUM CORP	170 00	16,143 20	13,010 99
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	675746309	OCWEN FINANCIAL CORP	350 00	19,831 00	16,502 58
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	693475105	PNC FINANCIAL SERVICES GROUP	270 00	20,776 50	15,920 23
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	693656100	P V H CORP	164 00	21,962 88	20,033 97
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	713448108	PEPSICO INC	380 00	32,094 80	26,108 28
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	717081103	PFIZER INC	1,030 00	32,681 90	17,712 97
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	718172109	PHILIP MORRIS INTERNAT	220 00	18,818 80	13,612 26
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	742718109	PROCTER & GAMBLE CO	440 00	37,056 80	16,473 25
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	794661302	SALESFORCE COM INC	492 00	25,628 28	16,965 09
THE SYLVAN C COLEMAN FOUNDATION	FOREIGN COMMON STOCK	806857108	SCHLUMBERGER LTD	220 00	19,452 40	14,996 16
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	816851109	SEMPRA ENERGY	240 00	21,225 60	12,484 32
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	81762P102	SERVENOW INC	400 00	21,244 00	17,220 52
THE SYLVAN C COLEMAN FOUNDATION	FOREIGN COMMON STOCK	82481R106	SHIRE PLC	180 00	24,445 80	15,521 25
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	845467109	SOUTHWESTERN ENERGY CO	790 00	30,541 40	28,384 55
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	857477103	STATE STREET CORP	500 00	36,305 00	20,749 61
THE SYLVAN C COLEMAN FOUNDATION	EQUITY/BALANCED MUTUAL FUNDS	86271F578	DREYFUS SELECT MGER S/C GR-I	1,726 12	46,674 34	30,000 00
THE SYLVAN C COLEMAN FOUNDATION	EQUITY/BALANCED MUTUAL FUNDS	86271F677	DREYFUS SELECT MGER S/C VL-I	1,675 04	44,472 37	30,000 00
THE SYLVAN C COLEMAN FOUNDATION	EQUITY/BALANCED MUTUAL FUNDS	86271F768	DREYFUS PRE STRAT INTER ST-I	3,993 61	62,819 49	50,000 00
THE SYLVAN C COLEMAN FOUNDATION	FIXED INCOME MUTUAL FUNDS	87234N765	TCW EMERGING MARKETS INCOME FUND-I	3,712 98	31,189 07	32,600 00
THE SYLVAN C COLEMAN FOUNDATION	FOREIGN COMMON STOCK	874039100	TAIWAN SEMICONDUCTOR MFG CO ADR	980 00	17,375 40	16,874 61
THE SYLVAN C COLEMAN FOUNDATION	FOREIGN COMMON STOCK	881624209	TEVA PHARMACEUTICAL INDS ADR	650 00	26,494 00	26,269 05
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	89417E109	THE TRAVELERS COMPANIES INC	240 00	21,777 60	15,274 44
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	907818108	UNION PAC CORP	81 00	13,125 24	3,550 98
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	913017109	UNITED TECHNOLOGIES CORP	260 00	28,823 60	11,514 10
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	91913Y100	VALERO ENERGY CORP NEW	630 00	28,803 60	16,743 92
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	92343V104	VERIZON COMMUNICATIONS INC	180 00	8,931 60	6,686 25
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	928563402	VNWARE INC-CLASS A	190 00	15,319 70	15,685 73
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	949746101	WELLS FARGO & COMPANY	930 00	40,938 60	29,519 86
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	984332106	YAHOO INC	840 00	31,063 20	14,594 75
THE SYLVAN C COLEMAN FOUNDATION	COMMON STOCK	988498101	YUM! BRANDS INC	280 00	21,750 40	14,401 95
THE SYLVAN C COLEMAN FOUNDATION	CASH MANAGEMENT VEHICLES	991061052	CRA (BNY MELLON, N A, MEMBER FDIC)	107,210 85	107,210 85	107,210 85
THE SYLVAN C COLEMAN FOUNDATION	CASH MANAGEMENT VEHICLES	991061052	CRA (BNY MELLON, N A, MEMBER FDIC)	54,302 48	54,302 48	54,302 48
TOTAL					3,684,534.42	2,869,203.73