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Form **990-PF**

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation ADRIAN H JACKSON CHARITABLE TRUST			A Employer identification number 13-6078615	
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) (412) 234-5565	
City or town Pittsburgh	State PA	ZIP code 15230-0185	C If exemption application is pending, check here <input type="checkbox"/>	
Foreign country name	Foreign province/state/county	Foreign postal code	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			E If private foundation status was terminated under section 507(b)(1)(A), check here <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			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,583,837		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	111,146	110,401		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	203,334			
	b Gross sales price for all assets on line 6a 1,136,338				
	7 Capital gain net income (from Part IV, line 2)		203,334		
	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	314,480	313,735	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	30,281	24,225		6,056
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,712	2,664		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	250			250
	24 Total operating and administrative expenses. Add lines 13 through 23	35,243	26,889	0	6,306
	25 Contributions, gifts, grants paid	246,060			246,060
26 Total expenses and disbursements. Add lines 24 and 25	281,303	26,889	0	252,366	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	33,177				
b Net investment income (if negative, enter -0-)		286,846			
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 (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	119,185	108,404	108,404
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,283,946		
	c	Investments—corporate bonds (attach schedule)	1,277,828		
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)		4,606,130	5,473,186	
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)	4,680,959	4,714,534	5,581,590	
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 ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	4,680,959	4,714,534	
	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) .	4,680,959	4,714,534		
31	Total liabilities and net assets/fund balances (see instructions)	4,680,959	4,714,534		

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	4,680,959
2	Enter amount from Part I, line 27a	2	33,177
3	Other increases not included in line 2 (itemize) ▶ 2012 WASH SALE ADJUSTMENT - FREEPORT-MC	3	924
4	Add lines 1, 2, and 3	4	4,715,060
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	526
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,714,534

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) 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	203,334
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))
2012	233,584	4,795,985	0.048704
2011	264,516	4,964,472	0.053282
2010	251,022	4,794,960	0.052351
2009	208,533	4,353,892	0.047896
2008	178,383	5,270,152	0.033848
2	Total of line 1, column (d)		2 0.236081
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 0.047216
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 5,173,945
5	Multiply line 4 by line 3		5 244,293
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 2,868
7	Add lines 5 and 6		7 247,161
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		8 252,366

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

1a	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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			0
3	Add lines 1 and 2			2,868
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			2,868
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,689	
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			1,689
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			1,179
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			0
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			0

Part VII-A Statements Regarding Activities

	Yes	No
1a 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
4a 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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY AG REG # 00-51-59		
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 <i>General Instruction G</i> ? <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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ BNY MELLON, N.A. Telephone no ▶ (412) 234-5565 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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 2013 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 2013)	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 2013?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BNY Mellon, N A P O Box 185 Pittsburgh, PA 15230-0185	TRUSTEE SEE ATTACHED	57,747	NONE	NONE
BNY Mellon, N A P O Box 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-27,466	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 NONE	
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	5,172,735
b	Average of monthly cash balances	1b	80,001
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,252,736
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	5,252,736
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	78,791
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,173,945
6	Minimum investment return. Enter 5% of line 5	6	258,697

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	258,697
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,868
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,868
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	255,829
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	255,829
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	255,829

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	252,366
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	252,366
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	2,868
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	249,498

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				255,829
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010			13,030	
d From 2011			17,854	
e From 2012				
f Total of lines 3a through e	30,884			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 252,366				
a Applied to 2012, 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 2013 distributable amount				252,366
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	3,463			3,463
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	27,421			
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 2012 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	27,421			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010			9,567	
c Excess from 2011			17,854	
d Excess from 2012				
e Excess from 2013				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a 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 address of the person to whom applications should be addressed

NOT APPLICABLE

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

NOT APPLICABLE

c Any submission deadlines

NOT APPLICABLE

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

NOT APPLICABLE

Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
<p>a <i>Paid during the year</i> See Attached Statement</p>				
Total			▶ 3a	246,060
<p>b <i>Approved for future payment</i> NONE</p>				
Total			▶ 3b	NONE

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

Recipient(s) paid during the year

Name

NEW YORK UNIVERSITY MEDICAL CENTER

Street

ONE PARK AVE - 17TH FL

City

NEW YORK

State

NY

Zip Code

10016

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

41,010

Name

ST LUKES ROOSEVELT HOSPITAL

Street

555 W 57TH ST - 18TH FL

City

NEW YORK

State

NY

Zip Code

10019

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

41,010

Name

FUND FOR THE BLIND OF VISIONS

Street

600 5TH AVE

City

NEW YORK

State

NY

Zip Code

10016

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

41,010

Name

THE CHILDREN'S AID SOCIETY OF THE CITY OF NEW YORK

Street

105 E 22ND ST - STE 504

City

NEW YORK

State

NY

Zip Code

10010

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

41,010

Name

SALVATION ARMY

Street

120 W 14TH ST

City

NEW YORK

State

NY

Zip Code

10011-7301

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

41,010

Name

HOSPITAL FOR SPECIAL SURGERY

Street

535 E 70TH ST

City

NEW YORK

State

NY

Zip Code

10021

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

41,010

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	Gross Sales/Losses	Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	Totals	
																	Capital Gains/Losses	Other Sales
	Long Term CG Distributions	64,114								1,136,338				933,004			203,334	0
	Short Term CG Distributions									0				0			0	0
1	X QUALCOMM INC	747525103			3/9/2012		7/3/2013	4,267	4,267	4,494							-227	
2	X QUALCOMM INC	747525103			11/19/2012		7/3/2013	4,267	4,267	4,359							-92	
3	X SALESFORCE COM INC	794661302			1/2/2011		9/20/2013	4,241	4,241	2,818							1,423	
4	X SALESFORCE COM INC	794661302			1/2/2011		10/24/2013	4,879	4,879	3,171							1,708	
5	X SANDISK CORP	80004C101			6/17/2013		7/29/2013	6,329	6,329	9,193							-884	
6	X SANDISK CORP	80004C101			6/18/2013		7/29/2013	7,773	7,773	8,758							-985	
7	X SANDISK CORP	80004C101			6/20/2013		7/29/2013	4,997	4,997	5,489							-492	
8	X SCHLUMBERGER LTD	806857108			1/2/2011		2/13/2013	7,845	7,845	8,348							-503	
9	X SCHLUMBERGER LTD	806857108			10/28/2011		2/13/2013	1,569	1,569	1,361							208	
10	X SHIRE PLC	82481R106			3/11/2012		11/5/2013	6,165	6,165	3,898							2,267	
11	X SOUTHWESTERN ENERGY CO	845467109			9/27/2012		3/22/2013	4,896	4,896	4,540							356	
12	X TAIWAN SEMICONDUCTOR M	874039100			5/26/2013		9/20/2013	6,762	6,762	6,891							-129	
13	X TERADATA CORPORATION	86078W103			1/2/2011		3/12/2013	6,330	6,330	6,530							-200	
14	X TERADATA CORPORATION	86078W103			1/2/2011		3/6/2013	2,359	2,359	1,809							550	
15	X TERADATA CORPORATION	86078W103			4/19/2011		3/5/2013	2,359	2,359	2,035							324	
16	X TERADATA CORPORATION	86078W103			4/19/2011		3/7/2013	4,598	4,598	4,070							528	
17	X TERADATA CORPORATION	86078W103			8/19/2011		3/7/2013	4,598	4,598	3,540							1,058	
18	X THE TRAVELERS COMPANIES	88417E109			7/19/2012		12/9/2013	22,996	22,996	16,546							6,452	
19	X US BANCORP	902973304			1/2/2011		1/17/2013	21,377	21,377	17,335							4,042	
20	X UNION PAC CORP	907818108			1/2/2011		1/29/2013	7,972	7,972	5,889							2,083	
21	X VALERO ENERGY CORP NEW	91913Y100			1/2/2011		2/20/2013	6,322	6,322	3,445							2,877	
22	X VALERO ENERGY CORP NEW	91913Y100			1/2/2011		12/9/2013	4,639	4,639	2,248							2,391	
23	X VALERO ENERGY CORP NEW	91913Y100			1/2/2011		12/12/2013	5,083	5,083	2,473							2,610	
24	X VERIZON COMMUNICATIONS	92343V104			1/2/2011		6/7/2013	3,493	3,493	2,501							992	
25	X VERIZON COMMUNICATIONS	92343V104			1/2/2011		6/7/2013	3,598	3,598	2,501							1,097	
26	X VERIZON COMMUNICATIONS	92343V104			9/27/2011		6/7/2013	1,011	1,011	742							269	
27	X VERIZON COMMUNICATIONS	92343V104			9/27/2011		7/10/2013	4,567	4,567	3,341							1,226	
28	X VERIZON COMMUNICATIONS	92343V104			3/26/2013		7/10/2013	1,015	1,015	991							24	
29	X VERIZON COMMUNICATIONS	92343V104			3/26/2013		7/23/2013	4,025	4,025	3,984							41	
30	X VERIZON COMMUNICATIONS	92343V104			4/3/2013		7/23/2013	1,509	1,509	1,468							41	
31	X VMWARE INC-CLASS A	928563402			7/29/2013		11/26/2013	814	814	819							-5	
32	X VMWARE INC-CLASS A	928563402			7/29/2013		11/26/2013	4,070	4,070	4,130							-60	
33	X YAHOO INC	984332106			11/5/2012		8/9/2013	7,142	7,142	4,518							2,624	
34	X YAHOO INC	984332106			11/5/2012		10/24/2013	6,621	6,621	3,475							3,146	
35	X ALCATEL-LUCENT-SPONSOR	8EE000800			12/19/2012		12/19/2013	888	888	0							888	
36	X ALLEGION PLC	930781009			2/16/2012		12/30/2013	6,574	6,574	3,738							2,836	
37	X ALLEGION PLC	930781009			2/16/2012		12/30/2013	14	14	8							6	
38	X ACCENTURE PLC-CL A	G1151C101			1/2/2011		6/5/2013	3,986	3,986	2,493							1,493	
39	X ACCENTURE PLC-CL A	G1151C101			10/27/2011		6/5/2013	797	797	608							189	
40	X ACCENTURE PLC-CL A	G1151C101			10/27/2011		7/10/2013	6,682	6,682	5,470							1,212	
41	X ACCENTURE PLC-CL A	G1151C101			10/27/2011		10/24/2013	1,469	1,469	1,216							253	
42	X ACCENTURE PLC-CL A	G1151C101			7/2/2012		10/24/2013	3,673	3,673	3,019							654	
43	X COVIDIEN PLC	G2554F113			1/2/2011		10/22/2013	4,485	4,485	2,992							1,493	
44	X COVIDIEN PLC	G2554F113			1/2/2011		12/20/2013	10,062	10,062	6,412							3,650	
45	X COVIDIEN PLC	G2554F113			7/2/2013		12/23/2013	8,028	8,028	5,129							2,899	
46	X COVIDIEN PLC	G2554F113			7/2/2013		12/23/2013	2,007	2,007	1,739							271	
47	X EATON CORP PLC	G29163103			11/30/2012		4/24/2013	3,507	3,507	3,094							413	
48	X MALLINCKRODT PLC	G5785G107			1/2/2011		7/2/2013	1,827	1,827	1,426							401	
49	X MALLINCKRODT PLC	G5785G107			1/2/2011		7/2/2013	22	22	17							5	
50	X NXP SEMICONDUCTORS N V	N6598X109			5/5/2011		2/4/2013	888	888	943							-54	
51	X NXP SEMICONDUCTORS N V	N6598X109			5/12/2011		2/4/2013	3,259	3,259	3,267							-8	
52	X NXP SEMICONDUCTORS N V	N6598X109			5/12/2011		3/4/2013	1,582	1,582	1,485							97	
53	X NXP SEMICONDUCTORS N V	N6598X109			6/28/2011		3/4/2013	2,215	2,215	1,756							459	
54	X NXP SEMICONDUCTORS N V	N6598X109			6/28/2011		4/3/2013	3,297	3,297	3,996							-287	
55	X NXP SEMICONDUCTORS N V	N6598X109			1/18/2012		4/3/2013	5,769	5,769	3,996							1,773	
56	X ACTAVIS INC	00507K103			1/2/2011		3/14/2013	4,566	4,566	2,646							1,920	
57	X ACTAVIS INC	00507K103			1/2/2011		9/18/2013	5,606	5,606	2,170							3,436	
58	X ACTAVIS INC CORP ACTION	00507K103			1/2/2011		10/1/2013	20,017	20,017	7,354							12,663	
59	X ADOBE SYSTEMS INC	00724F101			2/4/2013		10/24/2013	3,254	3,254	2,295							959	
60	X ADOBE SYSTEMS INC	00724F101			2/4/2013		12/16/2013	5,875	5,875	3,626							2,249	
61	X AIR PRODS & CHEMS INC	009158106			1/2/2011		4/24/2013	13,700	13,700	14,187							-487	
62	X APPLE INC	037833100			1/2/2011		2/20/2013	4,068	4,068	3,089							980	
63	X APPLE INC	037833100			1/2/2011		3/1/2013	3,882	3,882	3,089							793	
64	X APPLE INC	037833100			1/2/2011		6/17/2013	9,078	9,078	7,207							1,871	
65	X APPLE INC	037833100			1/2/2011		6/29/2013	1,919	1,919	10,296							-1,623	
66	X BB & T CORPORATION	054937107			6/20/2011		4/15/2013	2,431	2,431	2,081							350	
67	X BB & T CORPORATION	054937107			6/20/2011		4/15/2013	8,510	8,510	7,349							1,161	
68	X BB & T CORPORATION	054937107			11/8/2011		4/15/2013	5,167	5,167	4,085							1,082	

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Cost, Other Basis and Expenses			Net Gain or Loss		
								Capital Gains/Losses		Gross Sales	Valuation Method	Expense of Sale and Cost of Improvements		Depreciation	Adjustments
								Gross Sales	Other Sales						
69	X	BNY MELLON FOC EQ OPP-M	05569M475		5/13/2010		8/19/2013	75,000	55,448			0	19,552		
70	X	BNY MELLON FOC EQ OPP-M	05569M475		5/13/2010		12/17/2013	100,000	70,222			0	29,778		
71	X	BNY MELLON INTERNAT APP	05569M566		8/22/2005		5/19/2013	50,000	47,238			0	2,762		
72	X	BROADCOM CORP CLA	111320107		9/27/2012		3/22/2013	4,455	4,561			0	-108		
73	X	BROADCOM CORP CLA	111320107		9/27/2012		9/20/2013	4,688	5,927			0	-1,239		
74	X	BROADCOM CORP CLA	111320107		9/27/2012		10/1/2013	2,112	2,789			0	-677		
75	X	BROADCOM CORP CLA	111320107		9/27/2012		10/2/2013	1,582	2,092			0	-510		
76	X	BROADCOM CORP CLA	111320107		10/9/2012		10/2/2013	3,428	4,283			0	-855		
77	X	BROADCOM CORP CLA	111320107		1/17/2012		10/2/2013	3,692	4,310			0	-618		
78	X	BROADCOM CORP CLA	111320107		7/23/2013		10/2/2013	4,483	5,438			0	-955		
79	X	C S T BRANDS INC	12646R105		1/19/2012		5/3/2013	793	616			0	177		
80	X	C S T BRANDS INC	12646R105		4/24/2013		5/3/2013	529	583			0	-54		
81	X	C S T BRANDS INC	12646R105		1/12/2011		5/3/2013	760	490			0	270		
82	X	CARNIVAL CORP	143659300		1/12/2011		9/21/2013	19,305	23,940			0	-4,635		
83	X	BNY MELLON EMERGING MK	05569M855		6/10/2008		6/19/2013	48,269	100,000			0	-51,731		
84	X	BNY MELLON EMERGING MK	05569M855		12/22/2008		6/19/2013	1,731	1,086			0	645		
85	X	CENTERPOINT ENERGY INC	15189T107		9/28/2011		4/24/2013	6,762	5,421			0	1,341		
86	X	CHEVRON CORPORATION	166784100		1/12/2011		9/16/2013	9,193	6,857			0	2,336		
87	X	CITRIX SYS INC	17379T100		7/10/2013		10/14/2013	11,130	12,360			0	-1,230		
88	X	CITRIX SYS INC	17379T100		7/29/2013		10/14/2013	3,515	4,114			0	-599		
89	X	COCA - COLA CO	191218100		1/12/2011		4/4/2013	4,435	3,468			0	967		
90	X	COMCAST CORP CLA	20030N101		4/16/2012		3/26/2013	4,561	3,265			0	1,296		
91	X	COMCAST CORP CLA	20030N101		5/1/2012		3/26/2013	415	307			0	108		
92	X	COMCAST CORP CLA	20030N101		5/1/2012		6/7/2013	4,508	3,379			0	1,127		
93	X	COMCAST CORP CLA	20030N101		5/1/2012		6/20/2013	1,953	1,536			0	417		
94	X	COMCAST CORP CLA	20030N101		6/19/2012		6/20/2013	3,905	3,154			0	751		
95	X	WALT DISNEY COITHE	254687106		1/12/2011		7/2/2013	5,703	3,566			0	2,137		
96	X	WALT DISNEY COITHE	254687106		1/12/2011		8/16/2013	8,724	5,547			0	3,177		
97	X	WALT DISNEY COITHE	254687106		1/12/2011		2/17/2013	4,913	3,566			0	1,347		
98	X	E M C CORP MASS	268648102		4/19/2011		2/7/2013	984	1,061			0	-77		
99	X	E M C CORP MASS	268648102		7/19/2011		2/7/2013	3,198	3,590			0	-392		
100	X	E M C CORP MASS	268648102		7/19/2011		2/12/2013	490	546			0	-56		
101	X	E M C CORP MASS	268648102		6/1/2012		2/12/2013	5,630	5,360			0	270		
102	X	EQUINIX INC	29444J502		3/1/2013		8/14/2013	6,389	7,859			0	-1,470		
103	X	EQUINIX INC	29444J502		3/1/2013		8/15/2013	3,303	4,248			0	-945		
104	X	EQUINIX INC	29444J502		3/4/2013		8/15/2013	2,973	3,929			0	-956		
105	X	EQUINIX INC	29444J502		3/7/2013		8/15/2013	3,984	5,177			0	-1,193		
106	X	EQUINIX INC	29444J502		6/7/2013		8/15/2013	3,303	3,852			0	-549		
107	X	EXPRESS SCRIPTS HOLDING	30219G108		10/28/2011		9/16/2013	9,215	6,531			0	2,684		
108	X	EXXON MOBIL CORP	30231C102		1/12/2011		8/23/2013	6,104	5,318			0	786		
109	X	GILEAD SCIENCES INC	375558103		10/20/2011		7/18/2013	3,686	2,055			0	1,631		
110	X	GILEAD SCIENCES INC	375558103		10/20/2011		9/13/2013	5,972	2,338			0	3,634		
111	X	GILEAD SCIENCES INC	375558103		10/20/2011		9/16/2013	8,794	2,849			0	5,945		
112	X	GLAXO SMITHKLINE PLC SPC	37733W105		2/4/2013		9/16/2013	4,094	3,645			0	449		
113	X	GLAXO SMITHKLINE PLC SPC	37733W105		2/4/2013		11/14/2013	6,248	5,467			0	781		
114	X	GLAXO SMITHKLINE PLC SPC	37733W105		2/4/2013		12/18/2013	8,146	7,289			0	857		
115	X	GLAXO SMITHKLINE PLC SPC	37733W105		3/14/2013		12/18/2013	4,582	4,068			0	514		
116	X	GLAXO SMITHKLINE PLC SPC	37733W105		4/24/2013		12/18/2013	4,582	4,630			0	-48		
117	X	GOOGLE INC - CLA	38259P508		4/17/2013		12/12/2013	3,215	2,339			0	876		
118	X	HALLIBURTON CO	408216101		1/12/2011		2/13/2013	6,114	5,955			0	159		
119	X	HALLIBURTON CO	408216101		1/12/2011		8/23/2013	2,908	2,382			0	526		
120	X	HALLIBURTON CO	408216101		10/29/2011		8/23/2013	4,424	1,750			0	2,674		
121	X	HOME DEPOT INC	437076102		1/12/2011		8/16/2013	9,082	4,192			0	4,890		
122	X	HOME DEPOT INC	437076102		1/12/2011		8/23/2013	5,141	2,445			0	2,696		
123	X	INTERNATIONAL BUSINESS M	459200101		1/12/2011		4/19/2013	19,837	15,438			0	4,399		
124	X	INTERNATIONAL BUSINESS M	459200101		3/6/2012		8/11/2013	3,624	3,156			0	468		
125	X	INTERNATIONAL BUSINESS M	459200101		3/6/2012		4/19/2013	4,005	4,159			0	-154		
126	X	INTERNATIONAL BUSINESS M	459200101		3/15/2012		4/23/2013	1,344	1,386			0	-42		
127	X	INTERNATIONAL BUSINESS M	459200101		3/15/2012		4/23/2013	3,310	4,738			0	-1,428		
128	X	INTERNATIONAL BUSINESS M	459200101		9/26/2012		7/19/2013	3,502	3,502			0	0		
129	X	INTERNATIONAL BUSINESS M	459200101		9/26/2012		7/19/2013	1,947	2,074			0	-127		
130	X	INTERNATIONAL BUSINESS M	459200101		9/26/2012		10/17/2013	3,136	3,733			0	-597		
131	X	INTERNATIONAL BUSINESS M	459200101		3/13/2013		10/17/2013	3,833	4,667			0	-834		
132	X	INTERNATIONAL BUSINESS M	459200101		4/3/2013		10/17/2013	3,658	4,484			0	-826		
133	X	LILLY ELI & CO	55245T108		8/10/2012		4/24/2013	4,508	3,490			0	1,019		
134	X	LILLY ELI & CO	55245T108		5/24/2012		8/10/2013	19,459	15,707			0	3,752		
135	X	MARATHON OIL CORP	565849108		12/21/2011		2/20/2013	2,083	1,669			0	414		
136	X	MARATHON OIL CORP	565849108		12/22/2011		2/20/2013	2,777	2,277			0	500		

Long Term CG Distributions
Short Term CG Distributions

Amount
64,114

Gross Sales
1,136,338

Cost, Other Basis and Expenses
933,004

Net Gain or Loss
203,334

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
	Long Term CG Distributions	Amount	64,114											
	Short Term CG Distributions													
137	X MEAD JOHNSON NUTRITION	582839108			8/9/2011		4,670	5,296	4,670					626
138	X MEAD JOHNSON NUTRITION	582839108			10/28/2011		8,636	9,080	8,636					244
139	X MONDELEZ INTERNATIONAL	609207105			1/12/2011		7,403	10,597	7,403					3,194
140	X NATIONAL OILWELL VARCO II	637071101			2/13/2013		3,443	4,016	3,443					573
141	X OCCIDENTAL PETROLEUM CO	674599105			12/12/2012		6,531	6,531	6,123					408
142	X OCCIDENTAL PETROLEUM CO	674599105			12/12/2012		4,592	5,474	4,592					882
143	X OCCIDENTAL PETROLEUM CO	674599105			12/12/2012		9,184	10,926	9,184					1,742
144	X PNC FINANCIAL SERVICES GI	693475105			1/12/2011		6,861	8,356	6,861					1,495
145	X PNC FINANCIAL SERVICES GI	693475105			1/12/2011		624	757	624					133
146	X PNC FINANCIAL SERVICES GI	693475105			1/12/2011		3,742	4,537	3,742					795
147	X PNC FINANCIAL SERVICES GI	693475105			6/20/2011		3,415	4,577	3,415					1,162
148	X PFIZER INC	717081103			1/12/2011		16,355	16,355	10,978					5,377
149	X PFIZER INC	717081103			1/12/2011		4,574	7,254	4,574					2,680
150	X QUALCOMM INC	747525103			1/22/2011		3,832	4,613	3,832					781
151	X QUALCOMM INC	747525103			1/22/2011		3,832	4,674	3,832					842
152	X QUALCOMM INC	747525103			11/30/2011		7,128	8,341	7,128					1,213
153	X QUALCOMM INC	747525103			11/30/2011		1,871	1,871	1,843					228
154	X QUALCOMM INC	747525103			2/10/2012		4,940	4,989	4,940					49
155	X QUALCOMM INC	747525103			2/10/2012		1,235	1,238	1,235					3
156	X QUALCOMM INC	747525103			3/9/2012		3,210	3,095	3,210					-115

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

		4,712	2,664	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	2,664	2,664		
2	PY EXCISE TAX DUE	363			
3	ESTIMATED EXCISE TAX PAYMENTS	1,685			

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

		250	0	0	250
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE AG FEES	250			250

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			0	4,606,130	5,473,186
2	ACCENTURE PLC IRELAND SHS CL A		0	7,026	8,222
3	EATON CORP PLC		0	21,902	32,275
4	INGERSOLL-RAND PLC		0	20,857	35,112
5	INVERSCO LTD		0	25,117	37,492
6	AVAGO TECHNOLOGIES LTD		0	21,266	26,440
7	AT&T INC		0	7,876	9,845
8	ADOBE SYS INC COM		0	17,543	26,347
9	ALCATEL SPONSORED ADRS		0	20,833	23,628
10	ALLERGAN INC COM		0	20,643	21,216
11	AMAZON COM INC		0	18,617	37,885
12	AMGEN INC		0	28,040	27,379
13	APPLE COMPUTER INC COM		0	55,467	72,372
14	BNY MELLON SMALL/MID CAP FUND-M		0	248,165	316,048
15	BNY MELLON FOCUSED EQUITY OPP-M		0	239,382	338,242
16	BNY MELLON MID CAP STK FD CL M		0	349,613	470,424
17	BNY MELLON INTL APPR FD CL M		0	479,933	538,139
18	BNY MELLON SMALL CAP STK FD CL M S		0	100,000	121,071
19	BNY MELLON INTERMEDIATE BOND FD C		0	667,453	656,794
20	BNY MELLON BOND FD CL M		0	465,824	446,534
21	BNY MELLON EMERGING MKTS FD CL M		0	399,363	404,346
22	BEAM INC		0	22,403	24,502
23	BRISTOL MYERS SQUIBB CO COM		0	26,861	30,296
24	CABOT OIL & GAS CORP		0	19,834	21,318
25	CAPITAL ONE FINL CORP COM		0	16,138	22,983
26	CATERPILLAR INC		0	21,508	20,705
27	CELANESE CORP DEL		0	16,471	21,018
28	ACTAVIS PLC		0	20,017	23,352
29	AON CORP		0	22,360	37,750
30	CENTERPOINT ENERGY INC		0	18,730	21,557
31	CHEVRONTXACO CORP		0	21,477	26,481
32	COCA-COLA CO USD		0	15,642	20,242
33	COMCAST CORP NEW CL A		0	25,512	35,336
34	COSTCO WHSL CORP NEW		0	14,273	23,804
35	DISNEY (WALT) COMPANY HOLDING CO		0	13,074	25,212
36	DOVER CORPORATION		0	19,236	29,927
37	DREYFUS PREM LT TRM HI YLD-R		0	155,225	168,809
38	EXPRESS SCRIPTS HLDG CO		0	15,693	23,179
39	EXXON MOBIL CORP		0	17,472	23,276
40	FACEBOOK INC		0	8,370	12,569
41	FAMILY DLR STORES INC		0	13,928	12,994
42	FIDELITY NATL TITLE GROUP INC CL A		0	22,879	24,662
43	FREEMONT-MCMORAN COPPER & GOLD		0	23,211	15,700
44	GENERAL ELECTRIC CO		0	23,191	32,795
45	GILEAD SCIENCES INC		0	7,122	26,285
46	GOOGLE INC		0	45,575	63,880

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
47	HALLIBURTON COMPANY COM		0	16,357	22,838
48	HARLEY DAVIDSON INC		0	22,895	27,004
49	HOME DEPOT INC USD 0 05		0	9,780	23,055
50	HONEYWELL INTL INC		0	19,090	31,980
51	INTERCONTINENTALEXCHANGE GRO		0	21,886	37,562
52	J P MORGAN CHASE & CO		0	15,200	19,298
53	JOHNSON CONTROLS INC		0	19,942	25,137
54	KLA TENCOR CORP		0	11,613	11,603
55	LAS VEGAS SANDS CORP		0	16,748	29,971
56	MARATHON OIL CORP		0	23,393	27,181
57	METLIFE INC		0	24,947	38,822
58	MONDELEZ INTERNATIONAL INC		0	16,772	24,357
59	NATIONAL-OILWELL INC		0	25,830	28,631
60	NUCOR CORP		0	17,864	21,886
61	OCWEN FINL CORP		0	18,400	21,626
62	PNC FINANCIAL SERVICES GROUP INC		0	16,752	22,498
63	PVH CORP		0	21,622	24,076
64	PEPSICO INC		0	29,215	34,835
65	PFIZER INC COM		0	26,950	33,999
66	PHILIP MORRIS INTERNATIONAL		0	14,476	20,911
67	PROCTER & GAMBLE CO COM		0	30,668	38,263
68	SALESFORCE COM INC		0	19,051	29,030
69	SCHLUMBERGER LIMITED COM		0	21,926	26,132
70	SEMPRA ENERGY		0	13,018	22,440
71	SERVICENOW INC		0	23,361	29,685
72	SHIRE PHARMACEUTICALS GROUP		0	17,194	27,552
73	SOUTHWESTERN ENERGY CO		0	30,543	33,430
74	STATE ST CORP COM		0	22,428	39,631
75	TAIWAN SEMICONDUCTOR ADR		0	18,466	18,486
76	TEVA PHARMACEUTICAL INDS ADR		0	28,312	28,056
77	THERMO ELECTRON CORP		0	17,890	18,818
78	UNION PACIFIC CORP		0	8,540	14,616
79	UNITED TECHNOLOGIES CORP		0	21,510	30,726
80	VALERO ENERGY CORP NEW		0	15,003	23,688
81	VERIZON COMMUNICATIONS INC		0	9,700	9,337
82	VMWARE INC		0	12,389	13,456
83	WELLS FARGO & CO NEW		0	31,957	45,400
84	YAHOO INC		0	17,323	36,800
85	YUM BRANDS INC		0	15,997	21,927

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

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

1	2012 WASH SALE ADJUSTMENT - FREEPORT-MCMORAN COPPER & GOLD INC CL B (CUSIP 356711	1	924
2	Total	2	924

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

1	BROADCOM CORP CL A	1	14
2	BROADCOM CORP CL A	2	56
3	BROADCOM CORP CL A	3	27
4	BROADCOM CORP CL A	4	128
5	EATON CORP PLC	5	6
6	BASIS CHANGE ON DIVS - INGERSOLL-RAND PLC	6	295
7	Total	7	526

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

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	FMV as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses
85 CENTERPOINT ENERGY INC	15181107		9/28/2011	4/24/2013	6,762			5,421	1,341				1,341
85 CHEVRON CORPORATION	169764100		7/12/2011	9/15/2013	9,193			12,380	(3,187)				(3,187)
87 CITRIX SYS INC	17378100		7/10/2013	10/14/2013	1,130			4,114	(2,984)				(2,984)
88 CITRIX SYS INC	17378100		7/29/2013	10/14/2013	3,515			12,380	(8,865)				(8,865)
89 COCA-COLA CO	19216100		1/12/2011	4/4/2013	4,435			3,285	1,150				1,150
90 COMCAST CORP CL A	20030N101		4/15/2012	3/26/2013	4,951			3,077	1,874				1,874
91 COMCAST CORP CL A	20030N101		5/12/2012	3/26/2013	4,151			3,379	772				772
92 COMCAST CORP CL A	20030N101		5/12/2012	6/7/2013	4,506			3,379	1,127				1,127
93 COMCAST CORP CL A	20030N101		5/12/2012	6/20/2013	1,953			1,536	417				417
94 COMCAST CORP CL A	20030N101		6/19/2012	6/20/2013	3,905			1,536	2,369				2,369
95 WALT DISNEY COITHE	254897106		1/12/2011	7/22/2013	5,703			3,566	2,137				2,137
96 WALT DISNEY COITHE	254897106		1/12/2011	8/16/2013	8,724			5,547	3,177				3,177
97 WALT DISNEY COITHE	254897106		1/12/2011	2/12/2013	4,913			3,566	1,347				1,347
98 E M C CORP MASS	268648102		4/19/2011	2/7/2013	994			1,061	(67)				(67)
99 E M C CORP MASS	268648102		7/19/2011	2/7/2013	3,198			3,550	(352)				(352)
100 E M C CORP MASS	268648102		7/19/2011	2/7/2013	490			546	(56)				(56)
101 E M C CORP MASS	268648102		6/12/2012	2/12/2013	5,630			5,360	270				270
102 EQUINIX INC	29444U502		3/12/2013	8/14/2013	6,389			7,859	(1,470)				(1,470)
103 EQUINIX INC	29444U502		3/12/2013	8/15/2013	3,303			4,248	(945)				(945)
104 EQUINIX INC	29444U502		3/4/2013	8/15/2013	2,873			3,829	(956)				(956)
105 EQUINIX INC	29444U502		3/7/2013	8/15/2013	3,964			5,177	(1,213)				(1,213)
106 EQUINIX INC	29444U502		6/7/2013	8/15/2013	3,303			3,852	(549)				(549)
107 EXPRESS SCRIPTS HOLDING CO	30231G102		10/28/2011	9/23/2013	9,215			6,531	2,684				2,684
108 ILEXON MOBIL CORP	10202011		10/20/2011	1/18/2013	3,886			5,318	(1,432)				(1,432)
109 GILEAD SCIENCES INC	375558103		10/20/2011	5/13/2013	5,872			2,035	3,837				3,837
110 GILEAD SCIENCES INC	375558103		10/20/2011	9/16/2013	8,794			2,849	5,945				5,945
111 GILEAD SCIENCES INC	375558103		2/4/2013	9/16/2013	4,094			3,645	449				449
112 GLAXO SMITHKLINE PLC SPONS ADR	37733W105		2/4/2013	1/14/2013	6,248			5,467	781				781
113 GLAXO SMITHKLINE PLC SPONS ADR	37733W105		2/4/2013	12/18/2013	8,146			7,289	857				857
114 GLAXO SMITHKLINE PLC SPONS ADR	37733W105		3/14/2013	12/18/2013	4,562			4,068	494				494
115 GLAXO SMITHKLINE PLC SPONS ADR	37733W105		4/24/2013	12/18/2013	4,562			4,068	494				494
116 GLAXO SMITHKLINE PLC SPONS ADR	37733W105		4/17/2013	12/12/2013	3,215			2,339	876				876
117 GOOGLE INC - CL A	38259P508		1/12/2011	2/13/2013	6,114			5,955	159				159
118 HALLIBURTON CO	406216101		1/12/2011	8/23/2013	2,908			2,382	526				526
119 HALLIBURTON CO	406216101		10/26/2011	8/23/2013	2,424			1,750	674				674
120 HALLIBURTON CO	406216101		1/12/2011	8/23/2013	9,082			4,192	4,890				4,890
121 HOME DEPOT INC	437076102		1/12/2011	8/23/2013	5,141			2,445	2,696				2,696
122 INTERNATIONAL BUSINESS MACHINES	459200101		1/12/2011	4/19/2013	19,937			15,438	4,499				4,499
123 INTERNATIONAL BUSINESS MACHINES	459200101		8/11/2011	4/19/2013	3,624			3,156	468				468
124 INTERNATIONAL BUSINESS MACHINES	459200101		3/6/2012	4/23/2013	4,005			4,159	(154)				(154)
125 INTERNATIONAL BUSINESS MACHINES	459200101		3/6/2012	4/23/2013	1,344			1,386	(42)				(42)
126 INTERNATIONAL BUSINESS MACHINES	459200101		3/15/2012	4/23/2013	4,417			4,738	(321)				(321)
127 INTERNATIONAL BUSINESS MACHINES	459200101		3/15/2012	7/19/2013	3,310			3,502	(192)				(192)
128 INTERNATIONAL BUSINESS MACHINES	459200101		9/28/2012	7/19/2013	1,947			2,074	(127)				(127)
129 INTERNATIONAL BUSINESS MACHINES	459200101		9/28/2012	10/17/2013	3,136			3,733	(597)				(597)
130 INTERNATIONAL BUSINESS MACHINES	459200101		3/13/2013	10/17/2013	3,833			4,667	(834)				(834)
131 INTERNATIONAL BUSINESS MACHINES	459200101		4/3/2013	10/17/2013	3,659			4,484	(825)				(825)
132 INTERNATIONAL BUSINESS MACHINES	459200101		8/10/2012	4/24/2013	4,509			3,490	1,019				1,019
133 LILLY ELI & CO	532457108		8/10/2012	5/24/2013	19,459			15,707	3,752				3,752
134 LILLY ELI & CO	532457108		12/21/2011	2/20/2013	2,083			1,669	414				414
135 MARATHON OIL CORP	565849106		12/22/2011	2/20/2013	2,777			2,277	500				500
136 MARATHON OIL CORP	565849106		8/9/2011	4/4/2013	5,966			4,670	1,296				1,296
137 MEAD JOHNSON NUTRITION	582839106		10/28/2011	4/4/2013	9,080			8,556	524				524
138 MEAD JOHNSON NUTRITION	582839106		11/2/2011	4/4/2013	10,597			7,403	3,194				3,194
139 MONDELEZ INTERNATIONAL	637071101		11/2/2011	12/9/2013	4,016			3,443	573				573
140 NATIONAL OILWELL VARCO INC	674599105		12/12/2012	3/6/2013	6,531			4,667	1,864				1,864
141 OCCIDENTAL PETROLEUM CORP	874599105		12/12/2012	3/13/2013	5,321			4,952	370				370
142 OCCIDENTAL PETROLEUM CORP	874599105		12/12/2012	12/15/2013	10,528			9,184	1,344				1,344
143 OCCIDENTAL PETROLEUM CORP	874599105		12/12/2012	7/8/2013	8,356			6,861	1,495				1,495
144 PNC FINANCIAL SERVICES GROUP	693475105		1/12/2011	7/8/2013	4,337			6,24	(1,907)				(1,907)
145 PNC FINANCIAL SERVICES GROUP	693475105		1/12/2011	7/8/2013	4,537			3,742	795				795
146 PNC FINANCIAL SERVICES GROUP	693475105		6/26/2011	7/8/2013	4,577			3,415	1,162				1,162
147 PNC FINANCIAL SERVICES GROUP	693475105		1/12/2011	2/4/2013	16,356			10,978	5,378				5,378
148 PRIZER INC	717081103		1/12/2011	2/4/2013	7,254			4,574	2,680				2,680
149 PRIZER INC	717081103		1/12/2011	2/4/2013	4,513			3,832	681				681
150 QUALCOMM INC	747525103		1/12/2011	2/4/2013	4,674			3,832	842				842
151 QUALCOMM INC	747525103		1/12/2011	3/13/2013	8,341			7,128	1,213				1,213
152 QUALCOMM INC	747525103		1/13/2011	4/23/2013	1,871			1,645	226				226
153 QUALCOMM INC	747525103		2/10/2012	4/23/2013	4,989			4,940	49				49
154 QUALCOMM INC	747525103		2/10/2012	6/17/2013	1,238			1,235	3				3
155 QUALCOMM INC	747525103		3/9/2012	6/17/2013	3,095			3,210	(115)				(115)

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

	<u>Date</u>		<u>Amount</u>
1 Credit from prior year return		1	4
2 First quarter estimated tax payment	5/9/2013	2	165
3 Second quarter estimated tax payment	6/11/2013	3	1,260
4 Third quarter estimated tax payment	9/10/2013	4	260
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	1,689

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	BNY Mellon, N A		P O Box 185	Pittsburgh	PA	15230-0185		TRUSTEE	SEE ATTAC	57,747	NONE	NONE
2	BNY Mellon, N A		P O Box 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-27,466	N/A	N/A
										30,281	0	0

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.