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

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: THE DUBOSE & DOROTHY HEYWARD MEM FD

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:

City or town: Pittsburgh | State: PA | ZIP code: 15230-0185

Foreign country name | Foreign province/state/county | Foreign postal code

A Employer identification number: 13-6840999

B Telephone number (see instructions): (516) 294-2505

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

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

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 13,558,967

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	252,136	235,871		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	512,400			
	b	Gross sales price for all assets on line 6a 2,655,274				
	7	Capital gain net income (from Part IV, line 2)		512,400		
	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)	436,961	467,259		
	12	**Total.** Add lines 1 through 11	1,201,497	1,215,530	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	109,987	49,494		60,493
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	230,150	161,105		69,045
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	31,954	5,191		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,241			1,156
	24	**Total operating and administrative expenses.** Add lines 13 through 23	373,332	215,790	0	130,694
	25	Contributions, gifts, grants paid	403,500			403,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	776,832	215,790	0	534,194
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	424,665			
	b	**Net investment income** (if negative, enter -0-)		999,740		
	c	**Adjusted net income** (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

HTA

SCANNED MAY 19 2014

MAY 08 2014

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	563,414	663,294	663,294
	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)	5,997,603		
	c	Investments—corporate bonds (attach schedule)	2,268,945		
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		8,608,141	12,895,673
	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)	8,829,962	9,271,435	13,558,967
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	8,829,962	9,271,435	
	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)	8,829,962	9,271,435	
	31	**Total liabilities and net assets/fund balances** (see instructions)	8,829,962	9,271,435	

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	8,829,962
2	Enter amount from Part I, line 27a	2	424,665
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	18,375
4	Add lines 1, 2, and 3	4	9,273,002
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,567
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,271,435

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0
b				0
c				0
d				0
e				0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				0
b				0
c				0
d				0
e				0

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	512,400
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	719,762	11,397,365	0 063152
2011	519,164	11,053,763	0 046967
2010	698,180	9,559,614	0 073034
2009	1,079,336	8,246,317	0 130887
2008	579,601	9,363,141	0 061902

2	**Total** of line 1, column (d) .	2	0 375942
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 075188
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	12,530,611
5	Multiply line 4 by line 3 . .	5	942,152
6	Enter 1% of net investment income (1% of Part I, line 27b) . .	6	9,997
7	Add lines 5 and 6 .	7	952,149
8	Enter qualifying distributions from Part XII, line 4 . . .	8	534,194

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	19,995
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	19,995
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	19,995
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	21,006		
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	21,006
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,011
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 1,011 **Refunded** ▶			11	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ _____ **(2)** On foundation managers ▶$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY AG REG # 03-93-21			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BNY MELLON, N A Telephone no ▶ (516) 294-2505

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**	N/A	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BNY Mellon, N A P O Box 185 Pittsburgh, PA 15230-0185	TRUSTEE SEE ATTACHED	101,470	NONE	NONE
BNY Mellon, N A. P O Box 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-37,821	N/A	N/A
ALBERT J CARDINALI, ESQ 80 TURNBERRY DRIVE MONROE TOWNSHIP, NJ 08	CO-TRUSTEE 5-10	46,338	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	12,145,368
b	Average of monthly cash balances		1b	576,064
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	12,721,432
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	12,721,432
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	190,821
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	12,530,611
6	**Minimum investment return.** Enter 5% of line 5		6	626,531

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	626,531
2a	Tax on investment income for 2013 from Part VI, line 5	2a	19,995		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	19,995
3	Distributable amount before adjustments Subtract line 2c from line 1			3	606,536
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	606,536
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	606,536

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	534,194
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	534,194
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	534,194

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					606,536
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	138,286				
b	From 2009	683,094				
c	From 2010	224,632				
d	From 2011					
e	From 2012	169,245				
f	**Total** of lines 3a through e		1,215,257			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 534,194					
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					534,194
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))*		72,342			72,342
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,142,915			
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)		65,944			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		1,076,971			
10	Analysis of line 9					
a	Excess from 2009	683,094				
b	Excess from 2010	224,632				
c	Excess from 2011					
d	Excess from 2012	169,245				
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	Prior 3 years			(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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total			▶ 3a	403,500
b *Approved for future payment*				
NONE				
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	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
NEW YORK CITY CENTER	131 W 55TH STREET	NEW YORK	NY	10019		NONE	PC	GENERAL OPERATING PURPOSES	10,000
FOOTLIGHT PLAYERS INC	118 WEST BLVD	EAST ROCKAWAY	NY	11518		NONE	PC	GENERAL OPERATING PURPOSES	5,000
GLIMMERGLASS OPERA THEATER, INC	18 CHESTNUT ST	COOPERSTOWN	NY	13326		NONE	PC	GENERAL OPERATING PURPOSES	35,000
TEATRO GRATTACIELO	2 RIVERSIDE DRIVE, 2C	NEW YORK	NY	10023		NONE	PC	GENERAL OPERATING PURPOSES	15,000
LYRIC THEATER	PO BOX 237027	NEW YORK	NY	10023		NONE	PC	GENERAL OPERATING PURPOSES	10,000
MCCARTER THEATRE CENTRE	91 UNIVERSITY PLACE	PRINCETON	NJ	08540		NONE	PC	GENERAL OPERATING PURPOSES	10,000

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
NEW YORK CITY BALLET	20 LINCOLN CENTER PLAZA	NEW YORK	NY	10023		NONE	PC	GENERAL OPERATING PURPOSES	5,000
REPERTORIO ESPANOL	138 E 27TH STREET	NEW YORK	NY	10016		NONE	PC	GENERAL OPERATING PURPOSES	5,000
THE METROPOLITAN OPERA ASSOCIATION	LINCOLN CENTER PLAZA	NEW YORK	NY	10023		NONE	PC	GENERAL OPERATING PURPOSES	10,000
THE MACDOWELL COLONY, INC	163 E 81ST ST	NEW YORK	NY	10028		NONE	PC	GENERAL OPERATING PURPOSES	90,000
THEATER FOR A NEW AUDIENCE	154 CHRISTOPHER ST	NEW YORK	NY	10014		NONE	PC	GENERAL OPERATING PURPOSES	40,000
LINCOLN CENTER THEATER	150 W 65TH STREET	NEW YORK	NY	10023		NONE	PC	GENERAL OPERATING PURPOSES	10,000

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

Recipient(s) paid during the year

Name				
SPOLETO FESTIVAL, USA				
Street				
14 GEORGE ST				
City	**State**	**Zip Code**	**Foreign Country**	
CHARLESTON	SC	29401		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				15,000

Name				
THE PEARL THEATRE COMPANY, INC				
Street				
555 W 42ND STREET				
City	**State**	**Zip Code**	**Foreign Country**	
NEW YORK	NY	10036		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				10,000

Name				
THE PUBLIC THEATER NEW YORK SHAKESPEARE FESTIVAL				
Street				
425 LAFAYETTE STREET				
City	**State**	**Zip Code**	**Foreign Country**	
NEW YORK	NY	10003		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				17,500

Name				
CHARLESTON STAGE COMPANY INC				
Street				
135 CHURCH STREET				
City	**State**	**Zip Code**	**Foreign Country**	
CHARLESTON	SC	29401		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				15,000

Name				
GOTHAM CHAMBER OPERA				
Street				
410 W 42ND STREET				
City	**State**	**Zip Code**	**Foreign Country**	
NEW YORK	NY	10036		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				5,000

Name				
LINCOLN CENTER FOR THE PERFORMING ARTS				
Street				
10 LINCOLN CENTER PLAZA				
City	**State**	**Zip Code**	**Foreign Country**	
NEW YORK	NY	10023		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				10,000

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
NATIONAL DANCE INSTITUTE OF NEW MEXICO	1140 ALTO STREET	SANTE FE	NM	87501		NONE	PC	GENERAL OPERATING PURPOSES	1,000
THIRTEEN WNET NEW YORK	825 8TH AVENUE	NEW YORK	NY	10019		NONE	PC	GENERAL OPERATING PURPOSES	5,000
AMERICAN REPERTORY THEATER	64 BRATTLE ST	CAMBRIDGE	MA	02138		NONE	PC	GENERAL OPERATING PURPOSES	5,000
CARNEGIE HALL	881 7TH AVENUE	NEW YORK	NY	10019		NONE	PC	GENERAL OPERATING PURPOSES	10,000
THE BONE MARROW FOUNDATION	515 MADISON AVENUE #1130	NEW YORK	NY	10022		NONE	PC	GENERAL OPERATING PURPOSES	5,000
LEUKEMIA RESEARCH FOUNDATION, INC	3520 LAKE AVENUE #202	WILMETTE	IL	60091		NONE	PC	GENERAL OPERATING PURPOSES	7,500

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

Recipient(s) paid during the year

Name				
THALIA SPANISH THEATRE INC				
Street				
41-17 GREENPOINT AVE				
City	**State**	**Zip Code**	**Foreign Country**	
SUNNYSIDE	NY	11104		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				5,000

Name				
AMERICAN ACADEMY OF DRAMATIC ARTS				
Street				
120 MADISON AVE				
City	**State**	**Zip Code**	**Foreign Country**	
NEW YORK	NY	10016		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				5,000

Name				
ARTS & HEALING INITIATIVE				
Street				
77 STEARNS ROAD				
City	**State**	**Zip Code**	**Foreign Country**	
BROOKLINE	MA	02446-6609		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				5,000

Name				
MUSICIANS EMERGENCY RELIEF FUND				
Street				
322 WEST 48TH STREET				
City	**State**	**Zip Code**	**Foreign Country**	
NEW YORK	NY	10036		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				5,000

Name				
NEW DRAMATISTS				
Street				
424 W 44TH ST				
City	**State**	**Zip Code**	**Foreign Country**	
NEW YORK	NY	10036		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				5,000

Name				
PAGE SEVENTY THREE PRODUCTIONS INC				
Street				
138 SOUTH OXFORD STREET, SUITE 4E				
City	**State**	**Zip Code**	**Foreign Country**	
BROOKLYN	NY	11217		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				5,000

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

Recipient(s) paid during the year

Name				
QUEST YOUTH ORGANIZATION INC				
Street				
603 HALSEY ST				
City	**State**	**Zip Code**	**Foreign Country**	
BROOKLYN	NY	11233		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				2,500

Name				
SALON/SANCTUARY CONCERTS				
Street				
332 BLEECKER ST , # H45				
City	**State**	**Zip Code**	**Foreign Country**	
NEW YORK	NY	10014		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				5,000

Name				
ST MARY'S HEALTHCARE SYSTEM FOR CHILDREN INC				
Street				
29-01 216TH ST				
City	**State**	**Zip Code**	**Foreign Country**	
BAYSIDE	NY	11360		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				10,000

Name				
THE SCHOOL OF AMERICAN BALLET INC				
Street				
LINCOLN CENTER, 165 W 65TH STREET				
City	**State**	**Zip Code**	**Foreign Country**	
NEW YORK	NY	10023		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				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 XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	252,136	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	512,400	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a ROYALTY INCOME			15	436,961	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		1,201,497	0
13 **Total.** Add line 12, columns (b), (d), and (e)				13	1,201,497

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Signature of officer or trustee | Date 4/28/2014 | ▶ Title VICE PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Shawn P Hanlon		4/28/2014		P00965923

Firm's name ▶ PRICEWATERHOUSECOOPERS LLP Firm's EIN ▶ 13-4008324

Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219 Phone no (412) 355-6000

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

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	37,228	Capital Gains/Losses	2,655,274	2,142,874	512,400
Short Term CG Distributions		Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ACTAVIS INC	00507K103			10/18/2010		3/14/2013	12,786	6,634				0	6,152
2	X	ACTAVIS INC	00507K103			10/18/2010		9/16/2013	16,543	5,733				0	10,810
3	X	ACTAVIS INC CORP ACTION	00507K103			10/18/2010		10/1/2013	60,340	19,849				0	40,491
4	X	ADOBE SYSTEMS INC	00724F101			3/22/2013		10/24/2013	11,389	9,024				0	2,365
5	X	ADOBE SYSTEMS INC	00724F101			3/22/2013		12/16/2013	7,638	5,586				0	2,052
6	X	ADOBE SYSTEMS INC	00724F101			2/12/2013		12/16/2013	8,813	5,861				0	2,952
7	X	AIR PRODS & CHEMS INC	009158106			5/29/2008		4/24/2013	41,957	49,710				0	-7,753
8	X	APPLE INC	037833100			5/17/2012		2/20/2013	10,398	12,319				0	-1,921
9	X	APPLE INC	037833100			11/16/2012		2/20/2013	1,808	2,071				0	-263
10	X	APPLE INC	037833100			11/16/2012		3/1/2013	8,627	10,354				0	-1,727
11	X	APPLE INC	037833100			7/2/2010		3/1/2013	3,019	1,746				0	1,273
12	X	APPLE INC	037833100			7/2/2010		6/17/2013	26,370	15,213				0	11,157
13	X	APPLE INC	037833100			7/2/2010		6/26/2013	36,552	22,944				0	13,608
14	X	B B & T CORPORATION	054937107			4/26/2011		4/15/2013	34,343	29,400				0	4,943
15	X	B B & T CORPORATION	054937107			11/8/2011		4/15/2013	14,284	11,295				0	2,989
16	X	BNY MELLON MUNI OPPORT-	05569M491			1/25/2013		8/1/2013	46,552	50,000				0	-3,448
17	X	BANK AMER CORP 5 125%	060505AU8			11/8/2006		8/14/2013	159,150	148,641				0	10,509
18	X	BROADCOM CORP CL A	111320107			9/27/2012		3/22/2013	14,736	15,086				0	-350
19	X	BROADCOM CORP CL A	111320107			9/27/2012		9/20/2013	13,512	17,084				0	-3,572
20	X	BROADCOM CORP CL A	111320107			9/27/2012		10/1/2013	6,335	8,368				0	-2,033
21	X	BROADCOM CORP CL A	111320107			9/27/2012		10/2/2013	4,220	5,578				0	-1,358
22	X	BROADCOM CORP CL A	111320107			10/9/2012		10/2/2013	10,549	13,179				0	-2,630
23	X	BROADCOM CORP CL A	111320107			11/7/2012		10/2/2013	11,604	13,545				0	-1,941
24	X	BROADCOM CORP CL A	111320107			7/23/2013		10/2/2013	13,450	16,313				0	-2,863
25	X	C S T BRANDS INC	12646R105			7/2/2010		5/3/2013	4,625	2,089				0	2,536
26	X	C S T BRANDS INC	12646R105			4/24/2013		5/3/2013	1,619	1,785				0	-166
27	X	CARNIVAL CORP	143658300			7/2/2010		6/21/2013	48,917	45,700				0	3,217
28	X	CENTERPOINT ENERGY INC	15189T107			9/25/2012		4/24/2013	20,287	17,987				0	2,300
29	X	HALLIBURTON CO	406216101			3/22/2013		8/23/2013	16,480	13,503				0	2,977
30	X	HOME DEPOT INC	437076102			5/24/2004		8/16/2013	27,246	12,492				0	14,754
31	X	HOME DEPOT INC	437076102			5/24/2004		8/23/2013	16,159	7,634				0	8,525
32	X	INTERNATIONAL BUSINESS M	459200101			3/6/2012		4/19/2013	16,785	17,428				0	-643
33	X	INTERNATIONAL BUSINESS M	459200101			3/15/2012		4/19/2013	3,815	4,120				0	-305
34	X	INTERNATIONAL BUSINESS M	459200101			9/28/2012		4/19/2013	16,022	17,420				0	-1,398
35	X	INTERNATIONAL BUSINESS M	459200101			3/13/2013		4/19/2013	13,352	14,850				0	-1,498
36	X	INTERNATIONAL BUSINESS M	459200101			4/3/2013		4/19/2013	11,444	12,812				0	-1,368
37	X	INTERNATIONAL BUSINESS M	459200101			9/10/2010		4/19/2013	20,790	13,971				0	6,819
38	X	INTERNATIONAL BUSINESS M	459200101			9/10/2010		4/23/2013	6,913	4,614				0	2,299
39	X	INTERNATIONAL BUSINESS M	459200101			4/14/2003		10/17/2013	31,709	14,484				0	17,225
40	X	LILLY ELI & CO	532457108			8/10/2012		4/24/2013	13,527	10,471				0	3,056
41	X	LILLY ELI & CO	532457108			8/10/2012		5/24/2013	57,836	46,683				0	11,153
42	X	MARATHON OIL CORP	565849106			1/27/2012		2/20/2013	14,578	13,178				0	1,400
43	X	MEAD JOHNSON NUTRITION	582839106			8/9/2011		4/4/2013	18,916	16,679				0	2,237
44	X	MEAD JOHNSON NUTRITION	582839106			10/28/2011		4/4/2013	23,456	22,827				0	629
45	X	MONDELEZ INTERNATIONAL	609207105			10/10/2012		6/4/2013	31,203	29,003				0	2,200
46	X	NATIONAL OILWELL VARCO I	637071101			9/16/2013		12/9/2013	14,458	14,184				0	274
47	X	OCCIDENTAL PETROLEUM C	674599105			12/12/2012		3/6/2013	20,409	19,134				0	1,275
48	X	OCCIDENTAL PETROLEUM C	674599105			12/12/2012		12/12/2013	13,685	11,480				0	2,205
49	X	OCCIDENTAL PETROLEUM C	674599105			12/12/2012		12/16/2013	34,599	29,083				0	5,516
50	X	PNC FINANCIAL SERVICES G	693475105			7/19/2012		7/25/2013	21,269	17,365				0	3,904
51	X	PNC FINANCIAL SERVICES G	693475105			6/20/2011		7/25/2013	3,038	2,276				0	762
52	X	PNC FINANCIAL SERVICES G	693475105			6/20/2011		7/26/2013	3,027	2,276				0	751
53	X	PNC FINANCIAL SERVICES G	693475105			6/20/2011		7/30/2013	12,856	9,675				0	3,181
54	X	PNC FINANCIAL SERVICES G	693475105			6/20/2011		7/31/2013	13,732	10,244				0	3,488
55	X	PFIZER INC	717081103			8/16/2001		2/4/2013	36,253	54,596				0	-18,343
56	X	PFIZER INC	717081103			10/13/2010		2/4/2013	12,539	8,157				0	4,382
57	X	PFIZER INC	717081103			10/13/2010		5/24/2013	13,927	8,511				0	5,416
58	X	PFIZER INC	717081103			10/22/2010		5/24/2013	7,544	4,576				0	2,968
59	X	QUALCOMM INC	747525103			3/9/2012		2/4/2013	13,838	13,481				0	357
60	X	QUALCOMM INC	747525103			3/9/2012		3/13/2013	8,680	8,345				0	335
61	X	QUALCOMM INC	747525103			11/19/2012		3/13/2013	6,009	5,604				0	405
62	X	QUALCOMM INC	747525103			11/19/2012		4/17/2013	7,699	7,472				0	227
63	X	QUALCOMM INC	747525103			2/10/2012		4/17/2013	16,682	16,056				0	626
64	X	QUALCOMM INC	747525103			2/10/2012		4/25/2013	1,247	1,235				0	12
65	X	QUALCOMM INC	747525103			11/30/2011		4/25/2013	19,955	17,546				0	2,409
66	X	TERADATA CORPORATION	88076W103			7/16/2010		3/5/2013	14,742	7,894				0	6,848
67	X	TERADATA CORPORATION	88076W103			7/16/2010		3/7/2013	9,772	5,368				0	4,404
68	X	TERADATA CORPORATION	88076W103			8/11/2010		3/7/2013	17,244	9,251				0	7,993

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

	Amount
Long Term CG Distributions	37,228
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	2,655,274	2,142,874	512,400
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	THE TRAVELERS COMPANIES	89417E109			7/19/2012		12/9/2013	68,998	49,642				0	19,356
70	X	US BANCORP	902973304			7/2/2010		1/17/2013	63,803	43,124				0	20,679
71	X	UNION PAC CORP	907818108			7/2/2010		1/28/2013	23,916	12,623				0	11,293
72	X	VALERO ENERGY CORP NEW	91913Y100			11/9/2012		2/20/2013	14,451	9,495				0	4,956
73	X	QUALCOMM INC	747525103			11/22/2011		7/3/2013	25,602	22,990				0	2,612
74	X	INTERNATIONAL BUSINESS M	459200101			4/14/2003		4/23/2013	10,370	4,297				0	6,073
75	X	QUALCOMM INC	747525103			11/30/2011		6/17/2013	6,808	6,031				0	777
76	X	QUALCOMM INC	747525103			11/22/2011		6/17/2013	5,570	4,926				0	644
77	X	INTERNATIONAL BUSINESS M	459200101			4/14/2003		7/19/2013	15,988	6,526				0	9,442
78	X	GUGGENHEIM MANAGED FUT	78356A180			8/10/2011		2/13/2013	15,106	18,000				0	-2,894
79	X	SALESFORCE COM INC	79466L302			6/7/2013		9/20/2013	13,785	10,230				0	3,555
80	X	SALESFORCE COM INC	79466L302			6/7/2013		10/24/2013	3,795	2,754				0	1,041
81	X	SALESFORCE COM INC	79466L302			3/1/2012		10/24/2013	10,843	7,241				0	3,602
82	X	SANDISK CORP	80004C101			6/17/2013		7/29/2013	23,320	25,741				0	-2,421
83	X	SANDISK CORP	80004C101			6/18/2013		7/29/2013	25,541	28,777				0	-3,236
84	X	SANDISK CORP	80004C101			6/20/2013		7/29/2013	15,547	17,076				0	-1,529
85	X	SCHLUMBERGER LTD	806857108			3/9/2012		2/13/2013	10,199	9,958				0	241
86	X	SCHLUMBERGER LTD	806857108			12/14/2012		2/13/2013	14,121	12,431				0	1,690
87	X	SCHLUMBERGER LTD	806857108			10/26/2011		2/13/2013	5,492	4,763				0	729
88	X	SHIRE PLC	82481R106			5/13/2013		11/5/2013	17,125	11,702				0	5,423
89	X	SOUTHWESTERN ENERGY C	845467109			9/27/2012		3/22/2013	14,688	13,619				0	1,069
90	X	TAIWAN SEMICONDUCTOR M	874039100			7/3/2013		9/20/2013	22,018	23,059				0	-1,041
91	X	TERADATA CORPORATION	88076W103			7/15/2010		3/1/2013	10,565	5,727				0	4,838
92	X	TERADATA CORPORATION	88076W103			7/16/2010		3/1/2013	14,087	7,578				0	6,509
93	X	CHEVRON CORPORATION	166764100			3/6/2013		9/16/2013	20,995	20,004				0	991
94	X	CHEVRON CORPORATION	166764100			11/9/2012		9/16/2013	6,460	5,521				0	939
95	X	CITRIX SYS INC	177376100			7/10/2013		10/14/2013	33,390	37,080				0	-3,690
96	X	CITRIX SYS INC	177376100			7/29/2013		10/14/2013	12,887	15,086				0	-2,199
97	X	COCA - COLA CO	191216100			10/26/2010		4/4/2013	12,500	9,506				0	2,994
98	X	COMCAST CORP CL A	20030N101			6/27/2012		6/7/2013	13,110	9,973				0	3,137
99	X	COMCAST CORP CL A	20030N101			6/27/2012		6/20/2013	5,858	4,675				0	1,183
100	X	COMCAST CORP CL A	20030N101			5/1/2012		6/20/2013	12,106	9,522				0	2,584
101	X	WALT DISNEY CO/THE	254687106			7/2/2010		2/1/2013	14,739	8,488				0	6,251
102	X	WALT DISNEY CO/THE	254687106			7/2/2010		7/2/2013	15,842	7,859				0	7,983
103	X	WALT DISNEY CO/THE	254687106			7/2/2010		8/16/2013	26,173	13,204				0	12,969
104	X	E M C CORP MASS	268648102			4/7/2011		2/7/2013	12,300	13,109				0	-809
105	X	E M C CORP MASS	268648102			4/7/2011		2/12/2013	1,713	1,835				0	-122
106	X	E M C CORP MASS	268648102			6/1/2012		2/12/2013	16,889	16,079				0	810
107	X	EQUINIX INC	29444U502			3/7/2013		8/14/2013	12,088	15,101				0	-3,013
108	X	EQUINIX INC	29444U502			3/4/2013		8/14/2013	7,425	9,148				0	-1,723
109	X	EQUINIX INC	29444U502			3/1/2013		8/15/2013	28,244	36,320				0	-8,076
110	X	COMCAST CORP CL A	20030N101			6/19/2012		3/26/2013	11,609	8,832				0	2,777
111	X	COMCAST CORP CL A	20030N101			6/27/2012		3/26/2013	2,902	2,182				0	720
112	X	EQUINIX INC	29444U502			3/4/2013		8/15/2013	2,312	2,978				0	-666
113	X	EQUINIX INC	29444U502			6/7/2013		8/15/2013	10,075	11,747				0	-1,672
114	X	EXPRESS SCRIPTS HOLDING	30219G108			6/4/2012		9/16/2013	13,823	10,694				0	3,129
115	X	EXPRESS SCRIPTS HOLDING	30219G108			10/28/2011		9/16/2013	13,165	9,329				0	3,836
116	X	EXXON MOBIL CORP	30231G102			3/2/1990		8/23/2013	15,695	2,109				0	13,586
117	X	GILEAD SCIENCES INC	375558103			10/20/2011		1/18/2013	12,435	6,512				0	5,923
118	X	GILEAD SCIENCES INC	375558103			10/20/2011		5/13/2013	16,289	6,105				0	10,184
119	X	GILEAD SCIENCES INC	375558103			10/20/2011		9/16/2013	27,010	8,750				0	18,260
120	X	GLAXO SMITHKLINE PLC SPO	37733W105			4/24/2013		9/16/2013	12,282	12,348				0	-66
121	X	GLAXO SMITHKLINE PLC SPO	37733W105			4/24/2013		11/14/2013	1,562	1,543				0	19
122	X	GLAXO SMITHKLINE PLC SPO	37733W105			2/4/2013		11/14/2013	16,140	14,123				0	2,017
123	X	GLAXO SMITHKLINE PLC SPO	37733W105			2/4/2013		12/18/2013	38,184	34,168				0	4,016
124	X	GLAXO SMITHKLINE PLC SPO	37733W105			3/14/2013		12/18/2013	14,255	12,658				0	1,597
125	X	GOOGLE INC - CL A	38259P508			6/5/2013		12/12/2013	13,932	11,162				0	2,770
126	X	HALLIBURTON CO	406216101			3/9/2012		2/13/2013	12,635	10,908				0	1,727
127	X	HALLIBURTON CO	406216101			10/26/2011		2/13/2013	5,706	4,900				0	806
128	X	VERIZON COMMUNICATIONS	92343V104			3/26/2013		6/17/2013	5,559	5,450				0	109
129	X	VERIZON COMMUNICATIONS	92343V104			3/26/2013		7/10/2013	9,134	8,918				0	216
130	X	VERIZON COMMUNICATIONS	92343V104			4/3/2013		7/10/2013	6,597	6,363				0	234
131	X	VERIZON COMMUNICATIONS	92343V104			9/27/2011		7/23/2013	2,516	1,856				0	660
132	X	VERIZON COMMUNICATIONS	92343V104			4/3/2013		7/23/2013	8,554	8,321				0	233
133	X	VERIZON COMMUNICATIONS	92343V104			8/6/2010		7/23/2013	5,535	3,235				0	2,300
134	X	VMWARE INC-CLASS A	928563402			7/29/2013		11/26/2013	14,651	14,867				0	-216
135	X	YAHOO INC	984332106			3/7/2013		8/9/2013	15,109	12,529				0	2,580
136	X	YAHOO INC	984332106			2/7/2013		8/9/2013	6,318	4,649				0	1,669

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

	Amount
Long Term CG Distributions	37,228
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	2,655,274	2,142,874	512,400
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
137	X	YAHOO INC	984332106			2/7/2013		10/24/2013	12,248	7,480				0	4,768
138	X	YAHOO INC	984332106			11/5/2012		10/24/2013	7,614	3,996				0	3,618
139	X	VALERO ENERGY CORP NEW	91913Y100			7/2/2010		2/20/2013	4,064	1,551				0	2,513
140	X	VALERO ENERGY CORP NEW	91913Y100			4/24/2013		12/9/2013	14,844	12,300				0	2,544
141	X	VERIZON COMMUNICATIONS	92343V104			4/19/2013		6/7/2013	12,475	13,006				0	-531
142	X	VALERO ENERGY CORP NEW	91913Y100			4/24/2013		12/12/2013	7,856	6,534				0	1,322
143	X	VERIZON COMMUNICATIONS	92343V104			4/19/2013		6/17/2013	8,086	8,324				0	-238
144	X	VALERO ENERGY CORP NEW	91913Y100			5/3/2013		12/12/2013	6,470	5,314				0	1,156
145	X	ALCATEL-LUCENT-SPONSOR	9EE000600			12/19/2013		12/19/2013	2,717	0				0	2,717
146	X	ALLEGION PLC	G0176J109			2/16/2012		12/3/2013	19,589	11,141				0	8,448
147	X	ALLEGION PLC	G0176J109			2/16/2012		12/9/2013	27	16				0	11
148	X	ACCENTURE PLC-CL A	G1151C101			3/5/2013		6/5/2013	14,350	13,832				0	518
149	X	ACCENTURE PLC-CL A	G1151C101			7/2/2012		7/10/2013	4,455	3,623				0	832
150	X	ACCENTURE PLC-CL A	G1151C101			3/5/2013		7/10/2013	742	768				0	-26
151	X	ACCENTURE PLC-CL A	G1151C101			5/27/2005		7/10/2013	16,333	5,115				0	11,218
152	X	ACCENTURE PLC-CL A	G1151C101			5/27/2005		10/24/2013	13,956	4,417				0	9,539
153	X	COVIDIEN PLC	G2554F113			7/2/2013		10/22/2013	6,407	5,788				0	619
154	X	COVIDIEN PLC	G2554F113			10/26/2010		10/22/2013	7,688	4,409				0	3,279
155	X	COVIDIEN PLC	G2554F113			10/26/2010		12/20/2013	2,012	1,102				0	910
156	X	COVIDIEN PLC	G2554F113			7/21/2010		12/20/2013	27,771	14,827				0	12,944
157	X	COVIDIEN PLC	G2554F113			7/21/2010		12/23/2013	29,837	15,974				0	13,863
158	X	EATON CORP PLC	G29183103			11/30/2012		4/24/2013	9,937	8,766				0	1,171
159	X	MALLINCKRODT PLC	G5785G107			10/26/2010		7/2/2013	815	547				0	268
160	X	MALLINCKRODT PLC	G5785G107			7/21/2010		7/2/2013	4,664	3,051				0	1,613
161	X	MALLINCKRODT PLC	G5785G107			7/21/2010		7/22/2013	11	7				0	4
162	X	NXP SEMICONDUCTORS N V	N6596X109			5/5/2011		2/4/2013	5,630	5,972				0	-342
163	X	NXP SEMICONDUCTORS N V	N6596X109			5/12/2011		2/4/2013	6,222	6,237				0	-15
164	X	NXP SEMICONDUCTORS N V	N6596X109			5/12/2011		3/4/2013	7,595	7,128				0	467
165	X	NXP SEMICONDUCTORS N V	N6596X109			6/28/2011		3/4/2013	4,430	3,511				0	919
166	X	NXP SEMICONDUCTORS N V	N6596X109			6/28/2011		4/3/2013	10,714	9,782				0	932
167	X	NXP SEMICONDUCTORS N V	N6596X109			1/18/2012		4/3/2013	16,208	11,228				0	4,980

Part I, Line 11 (990-PF) - Other Income

		436,961	467,259	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	ROYALTY INCOME	436,961	467,259	

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		230,150	161,105	0	69,045
	Description				
1	SUKIN LAW GROUP - LEGAL FEES	230,150	161,105		69,045

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		31,954	5,191	0	0
1	FOREIGN TAXES WITHHELD	4,360	4,360		
2	PRIOR YEAR EXCISE TAXES DUE	6,588			
3	ESTIMATED EXCISE TAX PAYMENTS	21,006			
4	ASCAP - ROYALTY FOREIGN TAXES WITHHEL	0	831		

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,241	0	0	1,156
1	NY AG REG FILING FEE	750			750
2	U S TREASURY REIMBURSEMENT TO CO-TRUS	85			
3	MEETING EXP REIMBURSEMENT TO CO-TRUST	406			406

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
			0	8,608,141	12,895,673
1				0	
2	CABOT OIL & GAS CORP		0	62,356	67,055
3	CAPITAL ONE FINL CORP COM		0	48,415	68,949
4	CATERPILLAR INC		0	25,010	61,751
5	CELANESE CORP DEL		0	28,049	63,053
6	CENTERPOINT ENERGY INC		0	54,286	64,440
7	CHEVRONTEXACO CORP		0	44,944	79,568
8	COCA-COLA CO USD		0	43,481	60,726
9	COMCAST CORP NEW CL A		0	74,780	106,528
10	COSTCO WHSL CORP NEW		0	32,792	71,412
11	DISNEY (WALT) COMPANY HOLDING CO		0	31,437	76,400
12	DOVER CORPORATION		0	57,708	89,782
13	DREYFUS INFLATION ADJUSTED SECS FI		0	250,000	242,218
14	DREYFUS EMG MKT DEBT LOC C-I		0	92,400	84,649
15	DREYFUS PREM LT TRM HI YLD-R		0	208,940	193,033
16	DREYFUS PR GL R/E SEC FD CL I		0	399,992	300,272
17	EXPRESS SCRIPTS HLDG CO		0	45,714	68,835
18	EXXON MOBIL CORP		0	8,200	70,840
19	FACEBOOK INC		0	26,201	39,347
20	FAMILY DLR STORES INC		0	41,785	38,982
21	FIDELITY NATL TITLE GROUP INC CL A		0	71,932	77,556
22	FREEPORT-MCMORAN COPPER & GOLD		0	22,922	47,175
23	GENERAL ELECTRIC CO		0	33,151	98,385
24	GILEAD SCIENCES INC		0	21,367	78,855
25	GOLDMAN SACHS GROUP INC		0	151,996	150,228
26	GOOGLE INC		0	136,729	192,762
27	HALLIBURTON COMPANY COM		0	37,914	69,020
28	HARLEY DAVIDSON INC		0	69,251	81,703
29	HOME DEPOT INC USD 0 05		0	28,064	69,166
30	HONEYWELL INTL INC		0	39,880	95,938
31	INTERCONTINENTALEXCHANGE GRO		0	65,527	112,460
32	J P MORGAN CHASE & CO		0	36,319	58,480
33	JOHNSON CONTROLS INC		0	39,682	74,898
34	KLA TENCOR CORP		0	34,878	34,808
35	LAS VEGAS SANDS CORP		0	50,684	90,700
36	MARATHON OIL CORP		0	69,672	82,602
37	METLIFE INC		0	75,476	117,546
38	MONDELEZ INTERNATIONAL INC		0	36,633	72,718
39	NATIONAL-OILWELL INC		0	75,807	85,892
40	ASG GLOBAL ALTERNATIVES FUND-Y		0	183,750	200,025
41	NUCOR CORP		0	53,156	65,124
42	OCWEN FINL CORP		0	54,714	64,322
43	PNC FINANCIAL SERVICES GROUP INC		0	48,560	67,495
44	PVH CORP		0	64,612	71,955
45	PEPSICO INC		0	74,616	102,846
46	PFIZER INC COM		0	79,771	102,457

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

			0	8,608,141	12,895,673
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
47	PHILIP MORRIS INTERNATIONAL		0	33,613	62,734
48	PROCTER & GAMBLE CO COM		0	77,985	113,160
49	SALESFORCE COM INC		0	36,334	87,200
50	SCHLUMBERGER LIMITED COM		0	42,074	77,495
51	BEAM INC		0	69,168	75,547
52	BRISTOL MYERS SQUIBB CO COM		0	80,112	90,355
53	SEMPRA ENERGY		0	35,378	68,218
54	SERVICENOW INC		0	71,475	90,736
55	SHIRE PHARMACEUTICALS GROUP		0	50,465	82,655
56	SOUTHWESTERN ENERGY CO		0	91,629	100,292
57	STATE ST CORP COM		0	57,013	118,158
58	TCW EMERGING MARKETS INCOME FUNI		0	92,400	88,401
59	TAIWAN SEMICONDUCTOR ADR		0	54,733	55,459
60	TEVA PHARMACEUTICAL INDS ADR		0	85,286	84,569
61	THERMO ELECTRON CORP		0	54,308	57,123
62	UNION PACIFIC CORP		0	18,234	43,680
63	UNITED TECHNOLOGIES CORP		0	36,094	93,316
64	VALERO ENERGY CORP NEW		0	22,804	71,568
65	VERIZON COMMUNICATIONS INC		0	150,166	164,043
66	VERIZON COMMUNICATIONS INC		0	16,892	28,501
67	VMWARE INC		0	36,306	39,472
68	WELLS FARGO & CO NEW		0	81,955	136,200
69	YAHOO INC		0	47,607	110,806
70	YUM BRANDS INC		0	40,671	67,293
71	COPYRIGHT-DUBOSE HEYWARD		0	0	466,706
72	COPYRIGHT-DUBOSE HEYWARD OBER		0	0	53,801
73	COPYRIGHT-DUBOSE HEYWARD		0	0	449
74	COPYRIGHT-DUBOSE HEYWARD TAMS		0	0	385,539
75	COPYRIGHT-DUBOSE HEYWARD ASCAP		0	0	693,505
76	ACTAVIS PLC		0	60,340	70,392
77	AON CORP		0	67,595	114,090
78	ACCENTURE PLC IRELAND SHS CL A		0	7,207	25,488
79	EATON CORP PLC		0	65,085	95,911
80	INGERSOLL-RAND PLC		0	62,810	105,336
81	INVESCO LTD		0	54,178	111,020
82	AVAGO TECHNOLOGIES LTD		0	65,421	81,434
83	AT&T INC		0	22,248	29,534
84	ADOBE SYS INC COM		0	51,728	80,238
85	ALCATEL SPONSORED ADRS		0	63,727	72,292
86	ALLERGAN INC COM		0	62,254	63,982
87	AMAZON COM INC		0	55,265	112,459
88	AMGEN INC		0	84,588	82,594
89	APPLE COMPUTER INC COM		0	135,879	218,237
90	BNY MELLON INCOME STK FD CL M		0	180,000	282,637
91	MUN OPPORTUNITIES FD CL M		0	283,000	292,710
92	BNY MELLON MID CAP STK FD CL M		0	335,000	521,677

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

			0	8,608,141	12,895,673
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
93	BNY MELLON INTL APPR FD CL M		0	490,040	661,980
94	BNY MELLON S/T US GVT SECS FD CL M		0	250,000	242,333
95	BNY MELLON SMALL CAP STK FD CL M S		0	295,346	470,071
96	BNY MELLON BOND FD CL M		0	650,175	628,635
97	BNY MELLON EMERGING MKTS FD CL M		0	650,000	712,686

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

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

1	RECEIPT OF DREAMWORKS II CHECK REVERSED IN 2014	1	18,375
2	Total	2	18,375

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

1	ROC COST ADJ ON SALE OF CUSIP 111320107 - BROADCOM CORP CL	1	674
2	ROC COST ADJ ON SALE OF CUSIP G29183103 - EATON CORP PLC	2	16
3	ROC ADJ ON CUSIP G47791101 - INGERSOLL-RAND	3	877
4	Total	4	1,567

4/28/2014 11:46:40 AM - 1637 - 101 - THE DUBOSE & DOROTHY HEYWARD MEM FD#

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

	Amount
Long Term CG Distributions	37,228
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						2,618,046	0	0	2,142,874	475,172	0	0	0	475,172
1	ACTAVIS INC	00507K103		10/18/2010	3/14/2013	12 786		0	6,634	6,152	0	0	0	6,152
2	ACTAVIS INC	00507K103		10/18/2010	9/16/2013	16,543		0	5,733	10,810	0	0	0	10,810
3	ACTAVIS INC CORP ACTION	00507K103		10/18/2010	10/1/2013	60,340		0	19 849	40,491	0	0	0	40,491
4	ADOBE SYSTEMS INC	00724F101		3/22/2013	10/24/2013	11,389		0	9 024	2,365	0	0	0	2,365
5	ADOBE SYSTEMS INC	00724F101		3/22/2013	12/16/2013	7,838		0	5,586	2,052	0	0	0	2,052
6	ADOBE SYSTEMS INC	00724F101		2/12/2013	12/16/2013	8,813		0	5,861	2,952	0	0	0	2,952
7	AIR PRODS & CHEMS INC	009158106		5/29/2008	4/24/2013	41,957		0	49,710	-7,753	0	0	0	-7,753
8	APPLE INC	037833100		5/17/2012	2/20/2013	10,398		0	12 319	-1,921	0	0	0	-1,921
9	APPLE INC	037833100		11/16/2012	2/20/2013	1,808		0	2,071	-263	0	0	0	-263
10	APPLE INC	037833100		11/16/2012	3/1/2013	8,627		0	10,354	-1 727	0	0	0	-1,727
11	APPLE INC	037833100		7/2/2010	3/1/2013	3,019		0	1,746	1,273	0	0	0	1,273
12	APPLE INC	037833100		7/2/2010	6/17/2013	26,370		0	15,213	11 157	0	0	0	11,157
13	APPLE INC	037833100		7/2/2010	6/26/2013	36,552		0	22,944	13,608	0	0	0	13,608
14	B B & T CORPORATION	054937107		4/26/2011	4/15/2013	34,343		0	29,400	4,943	0	0	0	4,943
15	B B & T CORPORATION	054937107		11/8/2011	4/15/2013	14,284		0	11,295	2 989	0	0	0	2,989
16	BNY MELLON MUNI OPPORT-M	05569M491		1/25/2013	8/1/2013	46,552		0	50,000	-3,448	0	0	0	-3,448
17	BANK AMER CORP 5 125% 11/15/14	060505AU8		11/8/2006	8/14/2013	159 150		0	148 641	10 509	0	0	0	10,509
18	BROADCOM CORP CL A	111320107		9/27/2012	3/22/2013	14,736		0	15 086	-350	0	0	0	-350
19	BROADCOM CORP CL A	111320107		9/27/2012	9/20/2013	13,512		0	17,084	-3,572	0	0	0	-3,572
20	BROADCOM CORP CL A	111320107		9/27/2012	10/1/2013	6,335		0	8 368	-2 033	0	0	0	-2,033
21	BROADCOM CORP CL A	111320107		9/27/2012	10/2/2013	4 220		0	5 578	-1 358	0	0	0	-1,358
22	BROADCOM CORP CL A	111320107		10/9/2012	10/2/2013	10,549		0	13,179	-2,630	0	0	0	-2,630
23	BROADCOM CORP CL A	111320107		11/7/2012	10/2/2013	11,604		0	13,545	-1,941	0	0	0	-1,941
24	BROADCOM CORP CL A	111320107		7/23/2013	10/2/2013	13,450		0	16,313	-2,863	0	0	0	-2,863
25	C S T BRANDS INC	12646R105		7/2/2010	5/3/2013	4,625		0	2,089	2,536	0	0	0	2,536
26	C S T BRANDS INC	12646R105		4/24/2013	5/3/2013	1 619		0	1,785	-166	0	0	0	-166
27	CARNIVAL CORP	143658300		7/2/2010	6/21/2013	48,917		0	45,700	3,217	0	0	0	3,217
28	CENTERPOINT ENERGY INC	15189T107		9/25/2012	4/24/2013	20,287		0	17,987	2,300	0	0	0	2 300
29	HALLIBURTON CO	406216101		3/22/2013	8/23/2013	16,480		0	13,503	2,977	0	0	0	2,977
30	HOME DEPOT INC	437076102		5/24/2004	8/16/2013	27,246		0	12,492	14,754	0	0	0	14,754
31	HOME DEPOT INC	437076102		5/24/2004	8/23/2013	16,159		0	7,634	8,525	0	0	0	8,525
32	INTERNATIONAL BUSINESS MACHINES	459200101		3/6/2012	4/19/2013	16,785		0	17,428	-643	0	0	0	-643
33	INTERNATIONAL BUSINESS MACHINES	459200101		3/15/2012	4/19/2013	3,815		0	4,120	-305	0	0	0	-305
34	INTERNATIONAL BUSINESS MACHINES	459200101		9/28/2012	4/19/2013	16,022		0	17,420	-1,398	0	0	0	-1,398
35	INTERNATIONAL BUSINESS MACHINES	459200101		3/13/2013	4/19/2013	13 352		0	14,850	-1,498	0	0	0	-1,498
36	INTERNATIONAL BUSINESS MACHINES	459200101		4/3/2013	4/19/2013	11,444		0	12 812	-1,368	0	0	0	-1,368
37	INTERNATIONAL BUSINESS MACHINES	459200101		9/10/2010	4/19/2013	20,790		0	13 971	6,819	0	0	0	6,819
38	INTERNATIONAL BUSINESS MACHINES	459200101		9/10/2010	4/23/2013	6,913		0	4,614	2,299	0	0	0	2,299
39	INTERNATIONAL BUSINESS MACHINES	459200101		4/14/2003	10/17/2013	31,709		0	14,484	17,225	0	0	0	17,225
40	LILLY ELI & CO	532457108		8/10/2012	4/24/2013	13,527		0	10,471	3,056	0	0	0	3,056
41	LILLY ELI & CO	532457108		8/10/2012	5/24/2013	57,836		0	46,683	11,153	0	0	0	11 153
42	MARATHON OIL CORP	565849106		1/27/2012	2/20/2013	14,578		0	13,178	1,400	0	0	0	1,400
43	MEAD JOHNSON NUTRITION	582839106		8/9/2011	4/4/2013	18,916		0	16 679	2 237	0	0	0	2,237
44	MEAD JOHNSON NUTRITION	582839106		10/28/2011	4/4/2013	23,456		0	22,827	629	0	0	0	629
45	MONDELEZ INTERNATIONAL	609207105		10/10/2012	6/4/2013	31 203		0	29,003	2,200	0	0	0	2,200
46	NATIONAL OILWELL VARCO INC	637071101		9/16/2013	12/9/2013	14 458		0	14,184	274	0	0	0	274
47	OCCIDENTAL PETROLEUM CORP	674599105		12/12/2012	3/6/2013	20,409		0	19,134	1,275	0	0	0	1 275
48	OCCIDENTAL PETROLEUM CORP	674599105		12/12/2012	12/12/2013	13,685		0	11,480	2 205	0	0	0	2,205
49	OCCIDENTAL PETROLEUM CORP	674599105		12/12/2012	12/16/2013	34,599		0	29 083	5,516	0	0	0	5 516
50	PNC FINANCIAL SERVICES GROUP	693475105		7/19/2012	7/25/2013	21,269		0	17 365	3,904	0	0	0	3,904
51	PNC FINANCIAL SERVICES GROUP	693475105		6/20/2011	7/25/2013	3,038		0	2,276	762	0	0	0	762
52	PNC FINANCIAL SERVICES GROUP	693475105		6/20/2011	7/26/2013	3,027		0	2,276	751	0	0	0	751
53	PNC FINANCIAL SERVICES GROUP	693475105		6/20/2011	7/30/2013	12,856		0	9,675	3,181	0	0	0	3,181
54	PNC FINANCIAL SERVICES GROUP	693475105		6/20/2011	7/31/2013	13 732		0	10,244	3,488	0	0	0	3,488
55	PFIZER INC	717081103		8/16/2001	2/4/2013	36,253		0	54,596	-18 343	0	0	0	-18,343
56	PFIZER INC	717081103		10/13/2010	2/4/2013	12,539		0	8,157	4,382	0	0	0	4,382
57	PFIZER INC	717081103		10/13/2010	5/24/2013	13,927		0	8,511	5,416	0	0	0	5,416
58	PFIZER INC	717081103		10/22/2010	5/24/2013	7,544		0	4,576	2 968	0	0	0	2,968
59	QUALCOMM INC	747525103		3/9/2012	2/4/2013	13,838		0	13,481	357	0	0	0	357
60	QUALCOMM INC	747525103		3/9/2012	3/13/2013	8,680		0	8,345	335	0	0	0	335
61	QUALCOMM INC	747525103		11/19/2012	3/13/2013	6,009		0	5,604	405	0	0	0	405
62	QUALCOMM INC	747525103		11/19/2012	4/17/2013	7,699		0	7,472	227	0	0	0	227
63	QUALCOMM INC	747525103		2/10/2012	4/17/2013	16 682		0	16,056	626	0	0	0	626
64	QUALCOMM INC	747525103		2/10/2012	4/25/2013	1 247		0	1 235	12	0	0	0	12
65	QUALCOMM INC	747525103		11/30/2011	4/25/2013	19 955		0	17 546	2,409	0	0	0	2,409
66	TERADATA CORPORATION	88076W103		7/16/2010	3/5/2013	14 742		0	7,894	6,848	0	0	0	6,848
67	TERADATA CORPORATION	88076W103		7/16/2010	3/7/2013	9,772		0	5,368	4,404	0	0	0	4,404
68	TERADATA CORPORATION	88076W103		8/11/2010	3/7/2013	17 244		0	9,251	7,993	0	0	0	7,993
69	THE TRAVELERS COMPANIES INC	89417E109		7/19/2012	12/9/2013	68,998		0	49,642	19,356	0	0	0	19,356
70	US BANCORP	902973304		7/2/2010	1/17/2013	63,803		0	43,124	20,679	0	0	0	20,679
71	UNION PAC CORP	907818108		7/2/2010	1/28/2013	23 916		0	12,623	11,293	0	0	0	11,293
72	VALERO ENERGY CORP NEW	91913Y100		11/9/2012	2/20/2013	14,451		0	9,495	4,956	0	0	0	4,956
73	QUALCOMM INC	747525103		11/22/2011	7/3/2013	25 602		0	22,990	2,612	0	0	0	2,612
74	INTERNATIONAL BUSINESS MACHINES	459200101		4/14/2003	4/23/2013	10,370		0	4,297	6 073	0	0	0	6,073
75	QUALCOMM INC	747525103		11/30/2011	6/17/2013	6,808		0	6,031	777	0	0	0	777
76	QUALCOMM INC	747525103		11/22/2011	6/17/2013	5,570		0	4,926	644	0	0	0	644
77	INTERNATIONAL BUSINESS MACHINES	459200101		4/14/2003	7/19/2013	15,968		0	6,526	9,442	0	0	0	9,442
78	GUGGENHEIM MANAGED FUTURE-Y	78356A160		8/10/2011	2/13/2013	15,106		0	18 000	-2,894	0	0	0	-2,894
79	SALESFORCE COM INC	79466L302		6/7/2013	9/20/2013	13,785		0	10 230	3,555	0	0	0	3,555
80	SALESFORCE COM INC	79466L302		6/7/2013	10/24/2013	3,795		0	2,754	1,041	0	0	0	1,041
81	SALESFORCE COM INC	79466L302		3/1/2012	10/24/2013	10,843		0	7,241	3,602	0	0	0	3,602
82	SANDISK CORP	80004C101		6/17/2013	7/29/2013	23,320		0	25,741	-2,421	0	0	0	-2,421
83	SANDISK CORP	80004C101		6/18/2013	7/29/2013	25,541		0	28,777	-3 236	0	0	0	-3,236
84	SANDISK CORP	80004C101		6/20/2013	7/29/2013	15,547		0	17 076	-1 529	0	0	0	-1,529

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

	Amount
Long Term CG Distributions	37,228
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						2,618,046	0	0	2,142 874	475,172	0	0	0	475,172
85	SCHLUMBERGER LTD	806857108		3/9/2012	2/13/2013	10,199		0	9,958	241	0	0	0	241
86	SCHLUMBERGER LTD	806857108		12/14/2012	2/13/2013	14,121		0	12,431	1,690	0	0	0	1,690
87	SCHLUMBERGER LTD	806857108		10/26/2011	2/13/2013	5,492		0	4,763	729	0	0	0	729
88	SHIRE PLC	82481R106		5/13/2013	11/5/2013	17,125		0	11,702	5 423	0	0	0	5,423
89	SOUTHWESTERN ENERGY CO	845467109		9/27/2012	3/22/2013	14,688		0	13,619	1,069	0	0	0	1,069
90	TAIWAN SEMICONDUCTOR MFG CO AD	874039100		7/3/2013	9/20/2013	22,018		0	23,059	-1,041	0	0	0	-1,041
91	TERADATA CORPORATION	88076W103		7/15/2010	3/1/2013	10,565		0	5,727	4,838	0	0	0	4,838
92	TERADATA CORPORATION	88076W103		7/16/2010	3/1/2013	14 087		0	7,578	6,509	0	0	0	6,509
93	CHEVRON CORPORATION	166764100		3/6/2013	9/16/2013	20,995		0	20,004	991	0	0	0	991
94	CHEVRON CORPORATION	166764100		11/9/2012	9/16/2013	6 460		0	5,521	939	0	0	0	939
95	CITRIX SYS INC	177376100		7/10/2013	10/14/2013	33,390		0	37,080	-3,690	0	0	0	-3,690
96	CITRIX SYS INC	177376100		7/29/2013	10/14/2013	12,887		0	15,086	-2,199	0	0	0	-2,199
97	COCA - COLA CO	191216100		10/26/2010	4/4/2013	12,500		0	9,506	2,994	0	0	0	2,994
98	COMCAST CORP CL A	20030N101		6/27/2012	6/7/2013	13,110		0	9,973	3,137	0	0	0	3,137
99	COMCAST CORP CL A	20030N101		6/27/2012	6/20/2013	5,858		0	4,675	1,183	0	0	0	1,183
100	COMCAST CORP CL A	20030N101		5/1/2012	6/20/2013	12,106		0	9 522	2,584	0	0	0	2,584
101	WALT DISNEY CO/THE	254687106		7/2/2010	2/1/2013	14,739		0	8,488	6,251	0	0	0	6,251
102	WALT DISNEY CO/THE	254687106		7/2/2010	7/2/2013	15,842		0	7,859	7,983	0	0	0	7,983
103	WALT DISNEY CO/THE	254687106		7/2/2010	8/16/2013	26,173		0	13,204	12,969	0	0	0	12,969
104	E M C CORP MASS	268648102		4/7/2011	2/7/2013	12,300		0	13,109	-809	0	0	0	-809
105	E M C CORP MASS	268648102		4/7/2011	2/12/2013	1,713		0	1,835	-122	0	0	0	-122
106	E M C CORP MASS	268648102		6/1/2012	2/12/2013	16,889		0	16,079	810	0	0	0	810
107	EQUINIX INC	29444U502		3/7/2013	8/14/2013	12,088		0	15,101	-3,013	0	0	0	-3,013
108	EQUINIX INC	29444U502		3/4/2013	8/14/2013	7,425		0	9,148	-1,723	0	0	0	-1,723
109	EQUINIX INC	29444U502		3/1/2013	8/15/2013	28,244		0	36,320	-8,076	0	0	0	-8,076
110	COMCAST CORP CL A	20030N101		6/19/2012	3/26/2013	11,609		0	8,832	2,777	0	0	0	2,777
111	COMCAST CORP CL A	20030N101		6/27/2012	3/26/2013	2,902		0	2,182	720	0	0	0	720
112	EQUINIX INC	29444U502		3/4/2013	8/15/2013	2,312		0	2,978	-666	0	0	0	-666
113	EQUINIX INC	29444U502		6/7/2013	8/15/2013	10,075		0	11,747	-1,672	0	0	0	-1,672
114	EXPRESS SCRIPTS HOLDING CO	30219G108		6/4/2012	9/16/2013	13,823		0	10,694	3,129	0	0	0	3,129
115	EXPRESS SCRIPTS HOLDING CO	30219G108		10/28/2011	9/16/2013	13,165		0	9,329	3,836	0	0	0	3,836
116	EXXON MOBIL CORP	30231G102		3/2/1990	8/23/2013	15,695		0	2,109	13,586	0	0	0	13,586
117	GILEAD SCIENCES INC	375558103		10/20/2011	1/18/2013	12,435		0	6,512	5 923	0	0	0	5,923
118	GILEAD SCIENCES INC	375558103		10/20/2011	5/13/2013	16,289		0	6,105	10,184	0	0	0	10,184
119	GILEAD SCIENCES INC	375558103		10/20/2011	9/16/2013	27,010		0	8,750	18,260	0	0	0	18,260
120	GLAXO SMITHKLINE PLC SPONS ADR	37733W105		4/24/2013	9/16/2013	12,282		0	12,348	-66	0	0	0	-66
121	GLAXO SMITHKLINE PLC SPONS ADR	37733W105		4/24/2013	11/14/2013	1,562		0	1,543	19	0	0	0	19
122	GLAXO SMITHKLINE PLC SPONS ADR	37733W105		2/4/2013	11/14/2013	16,140		0	14,123	2,017	0	0	0	2,017
123	GLAXO SMITHKLINE PLC SPONS ADR	37733W105		2/4/2013	12/18/2013	38,184		0	34,168	4,016	0	0	0	4,016
124	GLAXO SMITHKLINE PLC SPONS ADR	37733W105		3/14/2013	12/18/2013	14,255		0	12,658	1,597	0	0	0	1,597
125	GOOGLE INC - CL A	38259P508		6/5/2013	12/12/2013	13,932		0	11,162	2,770	0	0	0	2,770
126	HALLIBURTON CO	406216101		3/9/2012	2/13/2013	12,635		0	10 908	1,727	0	0	0	1,727
127	HALLIBURTON CO	406216101		10/26/2011	2/13/2013	5,706		0	4,900	806	0	0	0	806
128	VERIZON COMMUNICATIONS INC	92343V104		3/26/2013	6/17/2013	5,559		0	5,450	109	0	0	0	109
129	VERIZON COMMUNICATIONS INC	92343V104		3/26/2013	7/10/2013	9,134		0	8,918	216	0	0	0	216
130	VERIZON COMMUNICATIONS INC	92343V104		4/3/2013	7/10/2013	6,597		0	6 363	234	0	0	0	234
131	VERIZON COMMUNICATIONS INC	92343V104		9/27/2011	7/23/2013	2 516		0	1,856	660	0	0	0	660
132	VERIZON COMMUNICATIONS INC	92343V104		4/3/2013	7/23/2013	8,554		0	8 321	233	0	0	0	233
133	VERIZON COMMUNICATIONS INC	92343V104		8/6/2010	7/23/2013	5,535		0	3,235	2,300	0	0	0	2,300
134	VMWARE INC-CLASS A	928563402		7/29/2013	11/26/2013	14,651		0	14 867	-216	0	0	0	-216
135	YAHOO INC	984332106		3/7/2013	8/9/2013	15,109		0	12 529	2,580	0	0	0	2,580
136	YAHOO INC	984332106		2/7/2013	8/9/2013	6,318		0	4,649	1,669	0	0	0	1,669
137	YAHOO INC	984332106		2/7/2013	10/24/2013	12 248		0	7,480	4,768	0	0	0	4,768
138	YAHOO INC	984332106		11/5/2012	10/24/2013	7,614		0	3,996	3,618	0	0	0	3,618
139	VALERO ENERGY CORP NEW	91913Y100		7/2/2010	2/20/2013	4,064		0	1,551	2,513	0	0	0	2,513
140	VALERO ENERGY CORP NEW	91913Y100		4/24/2013	12/9/2013	14,844		0	12 300	2,544	0	0	0	2,544
141	VERIZON COMMUNICATIONS INC	92343V104		4/19/2013	6/7/2013	12,475		0	13,006	-531	0	0	0	-531
142	VALERO ENERGY CORP NEW	91913Y100		4/24/2013	12/12/2013	7,856		0	6,534	1,322	0	0	0	1,322
143	VERIZON COMMUNICATIONS INC	92343V104		4/19/2013	6/17/2013	8,086		0	8,324	-238	0	0	0	-238
144	VALERO ENERGY CORP NEW	91913Y100		5/3/2013	12/12/2013	6,470		0	5,314	1,156	0	0	0	1,156
145	ALCATEL-LUCENT-SPONSORED ADR	9EE000600		12/19/2013	12/19/2013	2,717		0	0	2,717	0	0	0	2,717
146	ALLEGION PLC	G0176J109		2/16/2012	12/3/2013	19,589		0	11,141	8,448	0	0	0	8,448
147	ALLEGION PLC	G0176J109		2/16/2012	12/9/2013	27		0	16	11	0	0	0	11
148	ACCENTURE PLC-CL A	G1151C101		3/5/2013	6/5/2013	14,350		0	13,832	518	0	0	0	518
149	ACCENTURE PLC-CL A	G1151C101		7/2/2012	7/10/2013	4,455		0	3,623	832	0	0	0	832
150	ACCENTURE PLC-CL A	G1151C101		3/5/2013	7/10/2013	742		0	768	-26	0	0	0	-26
151	ACCENTURE PLC-CL A	G1151C101		5/27/2005	7/10/2013	16,333		0	5,115	11,218	0	0	0	11,218
152	ACCENTURE PLC-CL A	G1151C101		5/27/2005	10/24/2013	13,956		0	4,417	9,539	0	0	0	9,539
153	COVIDIEN PLC	G2554F113		7/2/2013	10/22/2013	6,407		0	5,788	619	0	0	0	619
154	COVIDIEN PLC	G2554F113		10/26/2010	10/22/2013	7 688		0	4,409	3,279	0	0	0	3,279
155	COVIDIEN PLC	G2554F113		10/26/2010	12/20/2013	2,012		0	1,102	910	0	0	0	910
156	COVIDIEN PLC	G2554F113		7/21/2010	12/20/2013	27,771		0	14,827	12,944	0	0	0	12,944
157	COVIDIEN PLC	G2554F113		7/21/2010	12/23/2013	29,837		0	15,974	13,863	0	0	0	13,863
158	EATON CORP PLC	G29183103		11/30/2012	4/24/2013	9,937		0	8,766	1,171	0	0	0	1,171
159	MALLINCKRODT PLC	G5785G107		10/26/2010	7/2/2013	815		0	547	268	0	0	0	268
160	MALLINCKRODT PLC	G5785G107		7/21/2010	7/2/2013	4,664		0	3 051	1,613	0	0	0	1,613
161	MALLINCKRODT PLC	G5785G107		7/21/2010	7/22/2013	11		0	7	4	0	0	0	4
162	NXP SEMICONDUCTORS N V	N6596X109		5/5/2011	2/4/2013	5,630		0	5,972	-342	0	0	0	-342
163	NXP SEMICONDUCTORS N V	N6596X109		5/12/2011	2/4/2013	6,222		0	6,237	-15	0	0	0	-15
164	NXP SEMICONDUCTORS N V	N6596X109		5/12/2011	3/4/2013	7,595		0	7,128	467	0	0	0	467
165	NXP SEMICONDUCTORS N V	N6596X109		6/28/2011	3/4/2013	4,430		0	3,511	919	0	0	0	919
166	NXP SEMICONDUCTORS N V	N6596X109		6/28/2011	4/3/2013	10,714		0	9,782	932	0	0	0	932
167	NXP SEMICONDUCTORS N V	N6596X109		1/18/2012	4/3/2013	16,208		0	11,228	4,980	0	0	0	4,980

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										109,987	0	0
1	BNY Mellon, N A	X	P O Box 185	Pittsburgh	PA	15230-0185		TRUSTEE	SEE ATTAC	101,470	NONE	NONE
2	BNY Mellon, N A	X	P O Box 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-37,821	N/A	N/A
3	ALBERT J CARDINALI, ESQ		80 TURNBERRY DRIVE	MONROE TOWNSHIP	NJ	08831		CO-TRUSTEE	5-10	46,338	NONE	NONE

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment	6/11/2013	3	4,838
4	Third quarter estimated tax payment	9/10/2013	4	11,330
5	Fourth quarter estimated tax payment	12/11/2013	5	4,838
6	Other payments		6	
7	Total		7	21,006

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.