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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**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ 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](http://www.irs.gov/form990pf).

**For calendar year 2013 or tax year beginning , and ending**

Name of foundation <b>B K. SIMON FAMILY CHARITABLE FDN-TR</b>			A Employer identification number <b>20-6817430</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>BNY Mellon, N A. - P O Box 185</b>		Room/suite	B Telephone number (see instructions) <b>(412) 234-1584</b>	
City or town <b>Pittsburgh</b>	State <b>PA</b>	ZIP code <b>15230-0185</b>	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"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			D 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>14,194,111</b>		J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>				

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)
<b>Revenue</b>	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	354,250	355,493		
	5a Gross rents	15,974	15,974		
	b Net rental income or (loss) <span style="float: right;">15,974</span>				
	6a Net gain or (loss) from sale of assets not on line 10	871,356			
	b Gross sales price for all assets on line 6a <span style="float: right;">5,548,644</span>				
	7 Capital gain net income (from Part IV, line 2)		871,356		
	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 <b>Total.</b> Add lines 1 through 11	<b>1,241,580</b>	<b>1,242,823</b>	<b>0</b>		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	30,524	18,314		12,209
	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)	20,862	3,919		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	20			20
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	<b>51,406</b>	<b>22,233</b>	<b>0</b>	<b>12,229</b>
	25 Contributions, gifts, grants paid	1,479,000			1,479,000
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	<b>1,530,406</b>	<b>22,233</b>	<b>0</b>	<b>1,491,229</b>	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-288,826				
b Net investment income (if negative, enter -0-)		1,220,590			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	997,613	237,356	237,356
	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)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	11,513,518	11,975,774	13,956,755	
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe )				
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	12,511,131	12,213,130	14,194,111	
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	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	12,511,131	12,213,130	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	12,511,131	12,213,130		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	12,511,131	12,213,130		

**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	12,511,131
2	Enter amount from Part I, line 27a	2	-288,826
3	Other increases not included in line 2 (itemize) <u>See Attached Statement</u>	3	9,517
4	Add lines 1, 2, and 3	4	12,231,822
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	18,692
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	12,213,130

**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	871,356
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	1,146,134	13,596,199	0.084298
2011	2,007,392	14,827,869	0.135380
2010	1,890,646	15,048,344	0.125638
2009	1,423,293	13,856,384	0.102717
2008	2,525,661	18,552,516	0.136136

2 Total of line 1, column (d)	2	0.584169
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	0.116834
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	13,836,464
5 Multiply line 4 by line 3	5	1,616,569
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,206
7 Add lines 5 and 6	7	1,628,775
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	1,491,229

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

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	24,412	
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0	
<b>3</b>	Add lines 1 and 2	<b>3</b>	24,412	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>		
<b>5</b>	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	<b>5</b>	24,412	
<b>6</b>	Credits/Payments			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	9,767	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments Add lines 6a through 6d	<b>7</b>	9,767	
<b>8</b>	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	14,645	
<b>10</b>	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	0	
<b>11</b>	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</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
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> 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
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
<b>5</b> 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
<b>6</b> 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	
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
<b>9</b> 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
<b>10</b> 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) 234-1584 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)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

*If "Yes" to 6b, file Form 8870*

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BNY Mellon, N A P O Box 185 Pittsburgh, PA 15230-0185	TRUSTEE SEE ATTACHED	59,925	NONE	NONE
BNY Mellon, N A P O Box 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-29,401	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				
<b>Total number of other employees paid over \$50,000</b>				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		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>NONE</b>

**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	
<b>Total. Add lines 1 through 3</b>	<b>NONE</b>

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions )

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	13,558,270
<b>b</b>	Average of monthly cash balances	<b>1b</b>	488,902
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	14,047,172
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	14,047,172
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	210,708
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	13,836,464
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	691,823

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	691,823
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	24,412
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI )	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	24,412
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	667,411
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	667,411
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	667,411

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	1,491,229
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	NONE
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,491,229
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,491,229

**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				667,411
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	1,244,797			
b From 2009	737,528			
c From 2010	1,157,791			
d From 2011	1,280,531			
e From 2012	483,082			
f Total of lines 3a through e	4,903,729			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,491,229				
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				667,411
e Remaining amount distributed out of corpus	823,818			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,727,547			
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)	1,244,797			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	4,482,750			
10 Analysis of line 9:				
a Excess from 2009	737,528			
b Excess from 2010	1,157,791			
c Excess from 2011	1,280,531			
d Excess from 2012	483,082			
e Excess from 2013	823,818			

**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)

	Pnor 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2a</b> 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>b</b> 85% of line 2a					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> 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.

DANIEL W PFAFF ONE MELLON CENTER, ROOM 3725 PITTSBURGH, PA 15258-0001 (412) 234-1584

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

PROVIDED UPON INITIAL CONTACT

- c** Any submission deadlines

PROVIDED UPON INITIAL CONTACT

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

PROVIDED UPON INITIAL CONTACT

**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
<p><b>a</b> Paid during the year See Attached Statement</p>				
<p><b>Total</b> . . . . . ▶ <b>3a</b></p>				<p>1,479,000</p>
<p><b>b</b> Approved for future payment NONE</p>				
<p><b>Total</b> . . . . . ▶ <b>3b</b></p>				<p>NONE</p>





B. K. SIMON FAMILY CHARITABLE FDN-TR

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

Recipient(s) paid during the year

**Name**

WESTERN PENNSYLVANIA CONSERVANCY

**Street**

800 WATERFRONT DRIVE

**City**

PITTSBURGH

**State**

PA

**Zip Code**

15222

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

343,000

**Name**

THE HERITAGE FOUNDATION

**Street**

214 MASSACHUSETTS AVENUE NE

**City**

WASHINGTON

**State**

DC

**Zip Code**

20002-4999

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

100,000

**Name**

INSTITUTE FOR JUSTICE

**Street**

901 N. GLEBE ROAD, SUITE 900

**City**

ARLINGTON

**State**

VA

**Zip Code**

22203

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

100,000

**Name**

BAPTIST HOMES FOUNDATION

**Street**

489 CASTLE SHANNON BLVD

**City**

PITTSBURGH

**State**

PA

**Zip Code**

15234

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

70,000

**Name**

BISHOP JOHN T WALKER SCHOOL FOR BOYS

**Street**

DIOCESE OF WASHINGTON-MT. ST. ALBANY

**City**

WASHINGTON

**State**

DC

**Zip Code**

20016-5094

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

30,000

**Name**

MEDIA RESEARCH CENTER

**Street**

325 SOUTH PATRICK STREET

**City**

ALEXANDRIA

**State**

VA

**Zip Code**

22314-3580

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

20,000

B. K. SIMON FAMILY CHARITABLE FDN-TR

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

Recipient(s) paid during the year

**Name**

FRENCH HOSPITAL MEDICAL CENTER FDN

**Street**

1911 JOHNSON AVENUE

**City**

SAN LUIS OBISPO

**State**

CA

**Zip Code**

93401

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

30,000

**Name**

ROBERT MORRIS UNIVERSITY

**Street**

6001 UNIVERSITY BLVD

**City**

PITTSBURGH

**State**

PA

**Zip Code**

15108

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

106,000

**Name**

UNIVERSITY OF PITTSBURGH

**Street**

128 CRAIG STREET

**City**

PITTSBURGH

**State**

PA

**Zip Code**

15260

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

270,000

**Name**

CARNEGIE MELLON UNIVERSITY

**Street**

6 PPG PLACE, 14TH FLOOR

**City**

PITTSBURGH

**State**

PA

**Zip Code**

15222

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

180,000

**Name**

DORMONT PUBLIC LIBRARY

**Street**

2950 WEST LIBERTY AVENUE

**City**

PITTSBURGH

**State**

PA

**Zip Code**

15216

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

25,000

**Name**

BRADDOCK PUBLIC LIBRARY

**Street**

419 LIBRARY STREET

**City**

BRADDOCK

**State**

PA

**Zip Code**

15104

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

25,000

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

Recipient(s) paid during the year

**Name**

CATHOLIC CHARITIES-DIOCESE

**Street**

2050 BALLENGER AVNUE, SUITE 400

**City**

ALEXANDRIA

**State**

VA

**Zip Code**

22314

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

100,000

**Name**

UNIVERSITY OF MIAMI

**Street**

1320 S. DIXIE HIGHWAY-SUITE 300

**City**

CORAL GABLES

**State**

FL

**Zip Code**

33146

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

20,000

**Name**

STANFORD LAW SCHOOL

**Street**

559 NATHAN ABBOT WAY

**City**

STANFORD

**State**

CA

**Zip Code**

94305-8610

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

10,000

**Name**

THE CENTER FOR COMMUNITY SERVICES

**Street**

1102 HOWARD DR

**City**

SIMPSONVILLE

**State**

SC

**Zip Code**

29681

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

2,500

**Name**

OAKBROOK ELEMENTARY SCHOOL

**Street**

700 OAKBROOK DRIVE

**City**

FAIRFIELD

**State**

CA

**Zip Code**

94534

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

5,000

**Name**

FOOD BANK COALITION OF SAN LUIS OBISPO COUNTY

**Street**

2212 GOLDEN HILL RD.

**City**

PASO ROBLES

**State**

CA

**Zip Code**

93446

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

5,000

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

Recipient(s) paid during the year

**Name**

FISHER HOUSE

**Street**

111 ROCKVILLE PIKEM SUITE 420

**City**

ROCKVILLE

**State**

MD

**Zip Code**

20850

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

5,000

**Name**

HIGHLAND SCHOOL

**Street**

597 BROADVIEW AVE

**City**

WARRENTON

**State**

VA

**Zip Code**

20186

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

15,000

**Name**

ALPHA BETH MINISTRIES

**Street**

5070 EXPRESSWAY DR SOUTH

**City**

HOLBROOK

**State**

NY

**Zip Code**

11741

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

2,500

**Name**

CHILDRENS HOSPITAL - LA

**Street**

4650 SUNSET BLVD

**City**

LOS ANGELES

**State**

CA

**Zip Code**

90027

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

5,000

**Name**

JACUALYN PALCHAK CANCER FUND

**Street**

P.O BOX 1614

**City**

PISMO BEACH

**State**

CA

**Zip Code**

93448

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

5,000

**Name**

LONG BEACH FREEDOM SCHOOL

**Street**

4433 VILLAGE RD

**City**

LONG BEACH

**State**

CA

**Zip Code**

90808

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

5,000

**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.

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		Gross Sales	Valuation Method	Expense of Sale and Cost of Improvements	Cost, Other Basis and Expenses	Net Gain or Loss
								Capital Gains/Losses	Other sales					
								101,852		5,548,644		4,677,288	871,356	
								Amount						
								Long Term CG Distributions						
								Short Term CG Distributions						
1	X	PNC FINANCIAL SERVICES G			6/20/2011		9/16/2013	15,568		11,951				3,618
2	X	P V H CORP			7/2/2013		9/16/2013	12,607		12,946				-339
3	X	P V H CORP			9/2/2013		9/16/2013	3,214		3,139				75
4	X	PEPSICO INC			9/4/2013		9/16/2013	9,705		9,705				-82
5	X	PEPSICO INC			9/17/2012		9/16/2013	9,705		8,106				1,599
6	X	Pfizer Inc			7/7/2008		2/4/2013	7,388		3,977				3,411
7	X	Pfizer Inc			7/7/2008		2/4/2013	4,635		2,487				2,138
8	X	Pfizer Inc			7/7/2008		2/4/2013	5,561		2,988				2,562
9	X	Pfizer Inc			7/7/2008		2/4/2013	10,484		5,638				4,856
10	X	Pfizer Inc			7/7/2008		2/4/2013	17,689		8,932				8,787
11	X	PHILIP MORRIS INTERNAT			10/29/2011		9/16/2013	12,607		6,443				6,164
12	X	PHILIP MORRIS INTERNAT			7/7/2007		9/16/2013	10,531		1,448				307
13	X	T ROWE PRICE HIGH YIELD F			9/27/2012		2/1/2013	81,744		80,000				1,744
14	X	T ROWE PRICE HIGH YIELD F			16/2011		2/1/2013	51,256		48,788				1,458
15	X	T ROWE PRICE HIGH YIELD F			16/2011		2/1/2013	111,500		107,715				3,785
16	X	T ROWE PRICE HIGH YIELD F			16/2011		9/16/2013	2,500		2,439				61
17	X	T ROWE PRICE HIGH YIELD F			3/17/2008		9/16/2013	12,805		10,807				1,998
18	X	PROCTER & GAMBLE CO			9/6/2012		9/16/2013	10,404		7,699				2,705
19	X	QUALCOMM INC			3/9/2012		2/4/2013	2,836		2,568				268
20	X	QUALCOMM INC			3/9/2012		3/13/2013	12,888		12,197				691
21	X	QUALCOMM INC			11/19/2012		3/13/2013	1,335		1,245				90
22	X	QUALCOMM INC			2/10/2012		4/17/2013	1,925		1,853				72
23	X	QUALCOMM INC			11/9/2012		4/17/2013	9,341		8,095				1,246
24	X	QUALCOMM INC			11/30/2011		4/17/2013	7,058		6,031				1,027
25	X	QUALCOMM INC			11/30/2011		4/25/2013	15,590		13,708				1,882
26	X	QUALCOMM INC			11/30/2011		6/17/2013	618		548				71
27	X	QUALCOMM INC			11/22/2011		6/17/2013	8,046		7,116				930
28	X	QUALCOMM INC			7/22/2011		7/2/2013	18,287		16,421				1,866
29	X	SALESFORCE COM INC			6/7/2013		9/16/2013	9,918		7,869				2,049
30	X	SALESFORCE COM INC			6/22/2010		9/16/2013	10,412		4,937				5,475
31	X	SALESFORCE COM INC			6/22/2010		9/20/2013	6,992		3,056				3,936
32	X	SALESFORCE COM INC			6/22/2010		10/24/2013	3,804		1,653				2,151
33	X	SALESFORCE COM INC			6/22/2010		10/24/2013	3,145		1,328				1,817
34	X	SANDISK CORP			8/28/2010		7/29/2013	17,213		18,998				-1,786
35	X	SANDISK CORP			8/18/2013		7/29/2013	20,019		20,019				-2,251
36	X	SANDISK CORP			8/20/2013		7/29/2013	11,105		12,187				-1,082
37	X	SANDISK CORP			8/20/2013		7/29/2013	12,187		12,187				
38	X	SCHLUMBERGER LTD			3/9/2012		2/13/2013	6,276		6,128				148
39	X	SCHLUMBERGER LTD			12/14/2012		2/13/2013	5,525		5,525				
40	X	SCHLUMBERGER LTD			8/6/85/108		2/13/2013	1,568		1,361				209
41	X	SCHLUMBERGER LTD			10/26/2011		9/16/2013	6,080		4,763				1,317
42	X	SCHLUMBERGER LTD			5/14/2010		9/16/2013	8,685		6,662				2,023
43	X	SEMPRA ENERGY			5/14/2010		9/16/2013	17,859		9,982				7,877
44	X	SERVICE NOW INC			8/15/2013		9/16/2013	7,797		6,957				840
45	X	SHIRE PLC			5/13/2013		9/16/2013	19,930		13,108				6,822
46	X	SHIRE PLC			3/11/2011		9/16/2013	4,112		2,945				1,167
47	X	SHIRE PLC			3/11/2011		11/5/2013	8,768		5,543				3,225
48	X	SOUTHWESTERN ENERGY C			8/27/2012		3/22/2013	4,518		4,190				329
49	X	SOUTHWESTERN ENERGY C			8/23/2013		9/16/2013	12,878		12,859				19
50	X	SOUTHWESTERN ENERGY C			8/27/2012		9/16/2013	1,136		1,048				88
51	X	STATE STREET CORP			7/19/2012		9/16/2013	10,311		7,518				2,793
52	X	STATE STREET CORP			8/5/47/103		9/16/2013	6,240		6,240				
53	X	DREYFUS PRE STRAT INTER			12/31/2012		2/11/2013	12,651		20,172				-7,521
54	X	DREYFUS PRE STRAT INTER			8/27/1768		2/11/2013	21,560		12,564				9,996
55	X	DREYFUS PRE STRAT INTER			8/27/1768		2/11/2013	2,200		1,815				385
56	X	DREYFUS PRE STRAT INTER			8/27/1768		2/11/2013	37,003		30,303				6,700
57	X	DREYFUS PRE STRAT INTER			12/30/2011		7/29/2013	9,741		7,987				1,754
58	X	DREYFUS PRE STRAT INTER			8/20/2008		7/29/2013	93,656		73,304				20,352
59	X	DREYFUS PRE STRAT INTER			10/6/2011		7/29/2013	200,000		163,763				36,237
60	X	DREYFUS PRE STRAT INTER			8/20/2008		11/5/2013	189,000		141,367				47,633
61	X	DREYFUS PRE STRAT INTER			8/20/2008		12/22/2013	231,939		173,175				58,764
62	X	DREYFUS PRE STRAT INTER			7/3/2013		12/22/2013	17,266		10,028				7,238
63	X	TAIWAN SEMICONDUCTOR M			8/27/1768		9/16/2013	17,240		17,794				-554
64	X	TAIWAN SEMICONDUCTOR M			8/27/1768		9/16/2013	1,798		1,798				
65	X	TAIWAN SEMICONDUCTOR M			8/27/1768		9/20/2013	10,576		10,778				-202
66	X	TERADATA CORPORATION			8/6/2013		3/1/2013	15,261		8,208				7,053
67	X	TERADATA CORPORATION			7/16/2010		3/5/2013	2,848		1,578				1,270
68	X	TERADATA CORPORATION			8/11/2010		3/5/2013	7,666		4,008				3,657

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	Totals	
															Capital Gains/Losses	Other Sales
	Long Term CG Distributions	101,852													5,548,644	871,358
	Short Term CG Distributions														0	0
69	X THE TRAVELERS COMPANIES	68417E109			7/19/2012		8/16/2013	13,512	10,183					0	3,329	
70	X THE TRAVELERS COMPANIES	68417E109			7/19/2012		12/9/2013	32,730	23,548					0	9,182	
71	X TERADATA CORPORATION	86078W103			8/11/2010		3/7/2013	19,544	10,484					0	9,060	
72	X TEVA PHARMACEUTICAL, IND	981624209			9/25/2012		9/16/2013	11,343	12,301					0	-858	
73	X US BANCORP	902873304			5/14/2010		1/17/2013	43,412	34,531					0	8,881	
74	X UNION PAC CORP	907818108			5/14/2010		12/8/2013	13,618	7,804					0	6,014	
75	X UNION PAC CORP	907818108			5/14/2010		9/16/2013	11,259	5,403					0	5,856	
76	X UNITED TECHNOLOGIES CORP	913017108			5/14/2010		9/16/2013	18,841	12,473					0	6,368	
77	X VALERO ENERGY CORP NEW	91813Y100			11/8/2012		2/20/2013	11,290	7,418					0	3,872	
78	X VALERO ENERGY CORP NEW	91813Y100			5/14/2010		2/20/2013	4,519	2,051					0	2,468	
79	X VALERO ENERGY CORP NEW	91813Y100			5/14/2010		9/16/2013	12,117	13,453					0	-1,336	
80	X VALERO ENERGY CORP NEW	91813Y100			4/24/2013		9/16/2013	4,155	4,555					0	-400	
81	X VALERO ENERGY CORP NEW	91813Y100			5/14/2010		12/8/2013	1,385	749					0	636	
82	X VALERO ENERGY CORP NEW	91813Y100			5/14/2010		12/8/2013	7,422	2,988					0	4,434	
83	X VALERO ENERGY CORP NEW	91813Y100			5/14/2010		12/12/2013	6,932	2,810					0	4,122	
84	X VANGUARD FTSE EMERGING	922042858			10/22/2007		9/16/2013	135,280	173,409					0	-38,119	
85	X VANGUARD REIT ETF	922908553			9/26/2012		2/17/2013	146,197	139,426					0	6,771	
86	X VANGUARD REIT ETF	922908553			9/26/2012		7/29/2013	14,228	12,900					0	1,328	
87	X VANGUARD REIT ETF	922908553			9/26/2012		9/16/2013	1,675	1,601					0	74	
88	X VERIZON COMMUNICATIONS	92343V104			4/19/2013		6/17/2013	8,088	7,485					0	-318	
89	X VERIZON COMMUNICATIONS	92343V104			3/26/2013		6/17/2013	2,022	8,324					0	-238	
90	X VERIZON COMMUNICATIONS	92343V104			3/26/2013		6/17/2013	10,657	10,404					0	253	
91	X VERIZON COMMUNICATIONS	92343V104			4/9/2013		7/10/2013	507	489					0	18	
92	X VERIZON COMMUNICATIONS	92343V104			4/9/2013		7/23/2013	7,547	7,342					0	205	
93	X VERIZON COMMUNICATIONS	92343V104			5/14/2010		7/23/2013	4,025	2,141					0	1,884	
94	X VERIZON COMMUNICATIONS	92343V104			5/14/2010		9/16/2013	7,227	4,015					0	3,212	
95	X VERIZON COMMUNICATIONS	92343V104			7/29/2013		9/16/2013	13,228	12,389					0	840	
96	X VMWARE INC-CLASS A	928563402			7/29/2013		11/26/2013	6,512	6,608					0	-96	
97	X VMWARE INC-CLASS A	928563402			7/19/2012		9/16/2013	12,884	10,302					0	2,582	
98	X WELLS FARGO & COMPANY	948748101			3/17/2006		9/16/2013	9,782	9,782					0	0	
99	X WELLS FARGO & COMPANY	948748101			3/17/2006		9/16/2013	6,668	5,695					0	3,082	
100	X YAHOO INC	984332106			2/7/2013		9/16/2013	13,575	9,299					0	1,173	
101	X YAHOO INC	984332106			2/7/2013		9/16/2013	8,263	6,378					0	4,276	
102	X YAHOO INC	984332106			11/5/2012		9/16/2013	1,476	868					0	1,885	
103	X YAHOO INC	984332106			11/5/2012		10/24/2013	9,600	5,039					0	4,561	
104	X YAHOO INC	984332106			11/5/2012		9/16/2013	3,626	3,282					0	334	
105	X YUM! BRANDS INC	988498101			2/17/2013		9/16/2013	2,175	1,237					0	938	
106	X YUM! BRANDS INC	988498101			5/14/2010		12/19/2013	1,290	0					0	1,290	
107	X ALCATEL-LUCENT-SPONSOR	9E000600			12/18/2013		12/3/2013	9,150	5,204					0	3,946	
108	X ALLEGION PLC	G0176J108			2/16/2012		12/9/2013	14	8					0	6	
109	X ALLEGION PLC	G0176J108			2/16/2012		9/16/2013	15,184	11,367					0	3,817	
110	X AON PLC	G0408V102			4/27/2012		9/16/2013	4,144	2,943					0	1,201	
111	X AON PLC	G0408V102			11/8/2011		9/16/2013	10,364	9,990					0	374	
112	X ACCENTURE PLC-CLA	G1151C101			9/5/2013		6/5/2013	1,594	1,208					0	386	
113	X ACCENTURE PLC-CLA	G1151C101			7/2/2012		7/10/2013	11,879	6,461					0	5,418	
114	X ACCENTURE PLC-CLA	G1151C101			5/14/2010		7/10/2013	2,970	2,416					0	554	
115	X ACCENTURE PLC-CLA	G1151C101			7/2/2012		9/16/2013	8,892	5,196					0	4,696	
116	X ACCENTURE PLC-CLA	G1151C101			8/11/2010		10/24/2013	6,611	3,597					0	3,014	
117	X ACCENTURE PLC-CLA	G1151C101			7/2/2013		9/16/2013	5,508	5,208					0	300	
118	X COVIDIEN PLC	G2554F113			7/21/2010		9/16/2013	10,408	6,089					0	4,317	
119	X COVIDIEN PLC	G2554F113			7/21/2010		10/22/2013	7,047	3,940					0	3,107	
120	X COVIDIEN PLC	G2554F113			7/21/2010		12/20/2013	14,087	7,521					0	6,566	
121	X COVIDIEN PLC	G2554F113			7/21/2010		12/23/2013	14,048	7,521					0	6,528	
122	X COVIDIEN PLC	G2554F113			7/21/2010		4/24/2013	4,092	3,609					0	483	
123	X EATON CORP PLC	G28183103			11/30/2012		9/16/2013	21,188	15,874					0	5,314	
124	X EATON CORP PLC	G28183103			11/30/2012		9/16/2013	16,997	11,628					0	7,069	
125	X INGERSOLL-RAND PLC	G47781101			2/18/2012		9/16/2013	9,784	6,980					0	2,804	
126	X INVESCO LTD	G4918T108			7/19/2012		9/16/2013	10,100	6,912					0	3,188	
127	X INVESCO LTD	G4918T108			5/14/2010		9/16/2013	3,784	2,475					0	1,309	
128	X MALLINCKRODT PLC	G5785G107			7/21/2010		7/22/2013	22	14					0	8	
129	X MALLINCKRODT PLC	G5785G107			7/21/2010		9/16/2013	8,286	8,316					0	-20	
130	X NXP SEMICONDUCTORS N.V	N8598X109			8/28/2011		2/4/2013	593	502					0	91	
131	X NXP SEMICONDUCTORS N.V	N8598X109			8/28/2011		3/4/2013	8,810	7,715					0	2,039	
132	X NXP SEMICONDUCTORS N.V	N8598X109			8/28/2011		4/3/2013	6,044	5,518					0	526	
133	X NXP SEMICONDUCTORS N.V	N8598X109			1/18/2012		4/3/2013	13,461	9,325					0	4,136	
134	X NXP SEMICONDUCTORS N.V	N8598X109			10/18/2010		9/16/2013	13,393	4,644					0	8,749	
135	X ACTAVIS INC	00507K103			10/18/2010		9/16/2013	12,715	4,407					0	8,308	

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	Capital Gains/Losses		Cost, Other Basis and Expenses		Net Gain or Loss
								Gross Sales Price	Other sales	Gross Sales	Other Basis	
	Long Term CG Distributions	101,852										
	Short Term CG Distributions											
137	ACTAVIS INC CORP ACTION	00507K103			10/18/2010		10/17/2013	28,658	9,427	5,548,644	0	871,356
138	ADOBE SYSTEMS INC	00724F101			8/6/2010		9/16/2013	3,368	3,008			360
139	AT&T INC	00206R102			10/18/2010		9/16/2013	7,926	6,092			1,834
140	ACTAVIS INC	00507K103			2/12/2013		3/14/2013	6,393	3,317			3,076
141	ADOBE SYSTEMS INC	00724F101			2/12/2013		9/16/2013	481	391			90
142	ADOBE SYSTEMS INC	00724F101			2/12/2013		10/24/2013	5,966	4,298			1,668
143	ADOBE SYSTEMS INC	00724F101			2/12/2013		12/16/2013	7,638	5,079			2,559
144	AIR PRODS & CHEMS INC	009158108			5/14/2010		4/24/2013	38,532	31,884			6,648
145	AMAZON COM INC	023135106			6/1/2011		9/16/2013	17,454	11,562			5,892
146	APPLE INC	037833100			5/17/2012		9/16/2013	6,470	8,034			-1,564
147	APPLE INC	037833100			11/16/2012		3/1/2013	863	1,035			-172
148	APPLE INC	037833100			11/16/2012		6/17/2013	4,323	5,177			-854
149	APPLE INC	037833100			2/20/2013		6/17/2013	1,297	1,358			-61
150	APPLE INC	037833100			9/3/2008		6/17/2013	13,833	5,322			8,511
151	APPLE INC	037833100			9/3/2008		6/26/2013	6,357	2,661			3,696
152	APPLE INC	037833100			7/28/2008		6/26/2013	18,865	7,980			11,875
153	APPLE INC	037833100			7/28/2008		9/16/2013	27,336	9,747			17,589
154	B & T CORPORATION	054937107			4/26/2011		4/15/2013	20,970	17,662			3,308
155	B & T CORPORATION	054937107			1/18/2011		4/15/2013	11,853	9,372			2,481
156	BNY MELLON BOND FUND-M	05569M830			9/27/2012		5/30/2013	3,844	3,942			-98
157	BNY MELLON BOND FUND-M	05569M830			11/6/2012		12/2/2013	132,000	139,531			-7,531
158	BNY MELLON BOND FUND-M	05569M830			6/4/2013		9/16/2013	9,163	9,138			25
159	BEAM INC	073730103			4/4/2013		9/16/2013	1,309	1,230			79
160	BEAM INC	073730103			5/24/2013		9/16/2013	19,973	19,782			191
161	BRISTOL-MYERS SQUIBB CO	110122108			9/27/2012		9/16/2013	343	351			-8
162	BROADCOM CORP CL A	111320107			9/27/2012		9/16/2013	14,490	18,927			-4,437
163	BROADCOM CORP CL A	111320107			9/27/2012		9/20/2013	6,618	8,368			-1,750
164	BROADCOM CORP CL A	111320107			9/27/2012		10/1/2013	1,848	2,441			-593
165	BROADCOM CORP CL A	111320107			10/9/2012		10/1/2013	1,056	1,318			-262
166	BROADCOM CORP CL A	111320107			10/9/2012		10/2/2013	527	659			-132
167	BROADCOM CORP CL A	111320107			11/7/2012		10/2/2013	8,703	10,159			-1,456
168	BROADCOM CORP CL A	111320107			10/2/2013		10/2/2013	9,484	11,515			-2,031
169	BROADCOM CORP CL A	111320107			7/23/2013		5/3/2013	1,156	1,275			-119
170	C S T BRANDS INC	12646R105			4/24/2013		5/3/2013	3,333	1,761			1,572
171	C S T BRANDS INC	12646R105			5/14/2010		5/2/2013	2	2			0
172	C S T BRANDS INC	12646R105			5/14/2010		9/16/2013	12,159	9,683			2,476
173	CAPITAL ONE FINANCIAL CORP	14040H105			4/15/2013		9/16/2013	33,277	38,730			-5,453
174	CARNIVAL INC	143658300			5/14/2010		6/21/2013	12,196	9,218			2,978
175	CATERPILLAR INC	149123101			5/14/2010		9/16/2013	11,950	7,102			4,848
176	CELANESE CORP SER A	150870103			9/25/2012		4/24/2013	8,694	7,708			985
177	CENTERPOINT ENERGY INC	15189T107			9/25/2012		9/16/2013	4,795	4,497			288
178	CENTERPOINT ENERGY INC	15189T107			12/6/2012		9/16/2013	8,904	7,770			1,134
179	CENTERPOINT ENERGY INC	15189T107			9/28/2011		9/16/2013	1,827	1,548			279
180	CENTERPOINT ENERGY INC	15189T107			3/6/2013		9/16/2013	12,027	11,482			545
181	CHEVRON CORPORATION	166764100			11/9/2012		9/16/2013	6,571	5,627			944
182	CHEVRON CORPORATION	166764100			11/9/2012		9/16/2013	3,975	3,397			578
183	CHEVRON CORPORATION	166764100			5/14/2010		9/16/2013	13,044	8,241			4,803
184	CHEVRON CORPORATION	166764100			7/28/2013		9/16/2013	11,785	10,972			813
185	CITRIX SYS INC	177376100			7/10/2013		10/14/2013	1,471	1,301			170
186	CITRIX SYS INC	177376100			7/10/2013		10/14/2013	22,260	24,720			-2,460
187	CITRIX SYS INC	177376100			9/30/2010		4/4/2013	5,645	4,100			1,545
188	COCA-COLA CO	191216100			9/30/2010		9/16/2013	14,360	10,837			3,523
189	COCA-COLA CO	191216100			7/11/2012		3/28/2013	829	632			197
190	COMCAST CORP CL A	20030N101			6/19/2012		9/16/2013	12,853	9,778			3,075
191	COMCAST CORP CL A	20030N101			6/19/2012		9/16/2013	2,048	1,577			471
192	COMCAST CORP CL A	20030N101			6/27/2012		9/16/2013	7,784	5,922			1,862
193	COMCAST CORP CL A	20030N101			6/27/2012		9/20/2013	6,939	5,298			1,641
194	COMCAST CORP CL A	20030N101			5/17/2012		6/20/2013	6,248	4,915			1,333
195	COMCAST CORP CL A	20030N101			5/17/2012		9/16/2013	7,981	5,529			2,452
196	COMCAST CORP CL A	20030N101			4/16/2012		9/16/2013	5,771	3,858			1,912
197	COSTCO WHSL CORP NEW	22160K105			2/11/2009		9/16/2013	14,406	7,081			7,325
198	DIAGEO CAPITAL PLC 5.2%	25243VAL3			2/1/2013		2/1/2013	100,000	103,036			-3,036
199	WALT DISNEY CO/THE	254687108			5/14/2010		7/2/2013	3,821	2,434			1,387
200	WALT DISNEY CO/THE	254687108			5/14/2010		7/2/2013	14,574	7,997			6,577
201	WALT DISNEY CO/THE	254687108			5/14/2010		9/16/2013	19,118	10,779			8,339
202	WALT DISNEY CO/THE	254687108			5/14/2010		9/16/2013	15,389	7,997			7,392
203	DOVER CORP	2600003108			7/27/2011		9/16/2013	19,002	12,410			6,592

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

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								Capital Gains/Losses	Other sales							
Long Term CG Distributions																
Short Term CG Distributions																
Amount																
101,852																
203	X	DREYFUS INTIMED TERM INC			9/27/2012		7/28/2013	218,800	228,202	5,548,644	0	0	0	0	0	-9,402
206	X	DREYFUS INTIMED TERM INC			9/27/2012		9/16/2013	130,000	136,896	0	0	0	0	0	0	-6,896
207	X	DREYFUS GLOBAL REAL ES			2/11/2013		7/28/2013	14,150	13,848	0	0	0	0	0	0	302
208	X	DREYFUS SMALL CAP STOCK			7/28/2013		9/16/2013	1	1	0	0	0	0	0	0	-599
209	X	E M C CORP MASS			4/7/2011		2/7/2013	9,102	9,701	0	0	0	0	0	0	-599
210	X	E M C CORP MASS			6/1/2012		2/12/2013	11,014	10,486	0	0	0	0	0	0	-528
211	X	E M C CORP MASS			3/7/2013		8/14/2013	6,388	7,882	0	0	0	0	0	0	-1,593
212	X	EQUINIX INC			3/4/2013		8/14/2013	3,972	4,893	0	0	0	0	0	0	-921
213	X	EQUINIX INC			3/7/2013		8/15/2013	17,508	22,514	0	0	0	0	0	0	-5,006
214	X	EQUINIX INC			3/4/2013		8/15/2013	3,799	4,893	0	0	0	0	0	0	-1,094
215	X	EQUINIX INC			6/7/2013		9/16/2013	7,598	8,859	0	0	0	0	0	0	-1,261
216	X	EQUINIX INC			2/4/2013		9/16/2013	15,775	11,195	0	0	0	0	0	0	4,580
217	X	EXPRESS SCRIPTS HOLDING			6/4/2012		9/16/2013	7,898	6,111	0	0	0	0	0	0	1,788
218	X	EXPRESS SCRIPTS HOLDING			10/28/2011		9/16/2013	7,898	5,598	0	0	0	0	0	0	2,301
219	X	EXPRESS SCRIPTS HOLDING			30219G108		8/23/2013	6,718	3,558	0	0	0	0	0	0	3,161
220	X	EXXON MOBIL CORP			30231G102		9/16/2013	15,042	6,049	0	0	0	0	0	0	8,993
221	X	FACEBOOK INC-A			30303M102		9/16/2013	853	728	0	0	0	0	0	0	125
222	X	FAMILY DLR STORES INC			307000108		9/16/2013	9,445	9,053	0	0	0	0	0	0	392
223	X	GENERAL ELECTRIC COMPA			368604103		9/16/2013	14,948	16,863	0	0	0	0	0	0	-1,915
224	X	GILEAD SCIENCES INC			375558103		1/16/2013	3,109	1,628	0	0	0	0	0	0	1,481
225	X	GILEAD SCIENCES INC			375558103		5/13/2013	14,860	5,484	0	0	0	0	0	0	9,376
226	X	GILEAD SCIENCES INC			375558103		9/16/2013	15,103	4,884	0	0	0	0	0	0	10,219
227	X	GILEAD SCIENCES INC			375558103		9/16/2013	20,728	6,715	0	0	0	0	0	0	14,013
228	X	GILAXO SMITHKLINE PLC SPC			37733W105		9/16/2013	6,143	6,174	0	0	0	0	0	0	-31
229	X	GILAXO SMITHKLINE PLC SPC			37733W105		9/16/2013	4,607	4,673	0	0	0	0	0	0	-66
230	X	GILAXO SMITHKLINE PLC SPC			37733W105		9/16/2013	6,143	6,174	0	0	0	0	0	0	-31
231	X	GILAXO SMITHKLINE PLC SPC			37733W105		9/16/2013	3,071	2,733	0	0	0	0	0	0	338
232	X	GILAXO SMITHKLINE PLC SPC			37733W105		1/14/2013	8,330	7,289	0	0	0	0	0	0	1,041
233	X	GILAXO SMITHKLINE PLC SPC			37733W105		12/18/2013	17,818	15,945	0	0	0	0	0	0	1,874
234	X	GILAXO SMITHKLINE PLC SPC			37733W105		12/18/2013	7,128	6,328	0	0	0	0	0	0	799
235	X	GOOGLE INC - C L A			3/14/2013		9/16/2013	13,281	12,214	0	0	0	0	0	0	1,067
236	X	GOOGLE INC - C L A			4/23/2013		9/16/2013	12,405	12,020	0	0	0	0	0	0	385
237	X	GOOGLE INC - C L A			6/5/2013		9/16/2013	10,633	9,757	0	0	0	0	0	0	876
238	X	GOOGLE INC - C L A			4/25/2013		12/12/2013	7,502	5,692	0	0	0	0	0	0	1,810
239	X	HALLIBURTON CO			3/9/2012		2/13/2013	8,152	7,038	0	0	0	0	0	0	1,114
240	X	HALLIBURTON CO			10/26/2011		2/13/2013	2,038	1,750	0	0	0	0	0	0	288
241	X	HALLIBURTON CO			4/23/2013		9/16/2013	969	784	0	0	0	0	0	0	172
242	X	HALLIBURTON CO			2/7/2007		9/16/2013	1,643	978	0	0	0	0	0	0	665
243	X	HALLIBURTON CO			10/26/2011		9/16/2013	3,982	2,800	0	0	0	0	0	0	1,182
244	X	HALLIBURTON CO			3/22/2013		9/16/2013	966	794	0	0	0	0	0	0	172
245	X	HALLIBURTON CO			5/14/2010		9/16/2013	9,309	5,445	0	0	0	0	0	0	3,864
246	X	HARLEY DAVIDSON INC			8/23/2013		9/16/2013	8,239	7,778	0	0	0	0	0	0	460
247	X	HARLEY DAVIDSON INC			8/16/2013		9/16/2013	3,168	2,921	0	0	0	0	0	0	248
248	X	HOME DEPOT INC			1/20/2009		9/16/2013	15,693	4,032	0	0	0	0	0	0	11,661
249	X	HOME DEPOT INC			11/20/2008		8/23/2013	11,017	2,880	0	0	0	0	0	0	8,137
250	X	HOME DEPOT INC			1/20/2008		9/16/2013	15,092	3,840	0	0	0	0	0	0	11,252
251	X	HONEYWELL INTL INC			3/17/2008		9/16/2013	18,700	9,408	0	0	0	0	0	0	9,291
252	X	INTERNATIONAL BUSINESS M			1/17/2013		9/16/2013	18,613	13,630	0	0	0	0	0	0	4,983
253	X	INTERNATIONAL BUSINESS M			3/8/2012		4/19/2013	10,872	11,269	0	0	0	0	0	0	-397
254	X	INTERNATIONAL BUSINESS M			3/15/2012		4/19/2013	2,670	2,884	0	0	0	0	0	0	-214
255	X	INTERNATIONAL BUSINESS M			9/28/2012		4/19/2013	7,820	8,503	0	0	0	0	0	0	-683
256	X	INTERNATIONAL BUSINESS M			3/13/2013		4/19/2013	12,599	14,002	0	0	0	0	0	0	-1,413
257	X	INTERNATIONAL BUSINESS M			4/3/2013		4/19/2013	10,681	11,958	0	0	0	0	0	0	-1,277
258	X	INTERNATIONAL BUSINESS M			1/23/2008		4/19/2013	11,253	6,270	0	0	0	0	0	0	4,983
259	X	INTERNATIONAL BUSINESS M			1/23/2008		4/23/2013	12,482	6,908	0	0	0	0	0	0	5,574
260	X	INTERNATIONAL BUSINESS M			1/23/2008		7/19/2013	11,879	6,482	0	0	0	0	0	0	5,397
261	X	INTERNATIONAL BUSINESS M			1/23/2008		9/16/2013	8,474	4,676	0	0	0	0	0	0	3,798
262	X	INTERNATIONAL BUSINESS M			1/23/2008		10/17/2013	14,983	9,138	0	0	0	0	0	0	5,844
263	X	ISHARES BARCLAYS TIPS BO			8/20/2008		2/11/2013	43,863	38,660	0	0	0	0	0	0	5,303
264	X	ISHARES BARCLAYS TIPS BO			9/27/2012		2/11/2013	31,316	31,678	0	0	0	0	0	0	-360
265	X	ISHARES BARCLAYS TIPS BO			11/13/2008		2/11/2013	36,134	28,365	0	0	0	0	0	0	7,769
266	X	ISHARES TIPS BOND ETF			4/8/2011		7/29/2013	67,241	56,728	0	0	0	0	0	0	10,512
267	X	ISHARES TIPS BOND ETF			11/13/2008		9/16/2013	11,004	9,455	0	0	0	0	0	0	1,549
268	X	ISHARES TIPS BOND ETF			1/13/2008		12/2/2013	11,208	84,548	0	0	0	0	0	0	-10,660
269	X	ISHARES MSCI EMERGING M			8/15/2012		9/16/2013	90,414	13,117	0	0	0	0	0	0	77,297
270	X	ISHARES MSCI EMERGING M			7/29/2013		9/16/2013	20,785	18,775	0	0	0	0	0	0	2,010
271	X	ISHARES MSCI EMERGING M			4/8/2011		9/16/2013	24,942	19,640	0	0	0	0	0	0	5,302
272	X	ISHARES MSCI EMERGING M			3/21/2006		9/16/2013	19,640	19,640	0	0	0	0	0	0	0

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	Totals	
															Capital Gains/Losses	Other Sales
	Long Term CG Distributions	Amount													Gross Sales	Net Gain or Loss
	Short Term CG Distributions	101,852													5,548,644	871,356
273	JP MORGAN CHASE & CO	46925H100			3/3/2009		9/16/2013	11,189	4,549						4,549	6,600
274	JOHNSON CONTROLS INC	478366107			5/14/2010		9/16/2013	12,789	9,428						9,428	3,363
275	LAS VEGAS SANDS CORP	517634107			7/5/2011		9/16/2013	15,259	10,489						10,489	4,760
276	LILLY ELI & CO	532457108			8/10/2012		5/24/2013	6,200	4,799						4,799	1,401
277	LILLY ELI & CO	532457108			8/10/2012		5/24/2013	42,161	34,031						34,031	8,130
278	MARATHON OIL CORP	565549108			12/7/2012		2/20/2013	6,595	5,962						5,962	633
279	MARATHON OIL CORP	565549108			12/7/2012		9/16/2013	1,413	1,235						1,235	158
280	MARATHON OIL CORP	565549108			12/22/2011		9/16/2013	15,548	12,623						12,623	3,023
281	MEAD JOHNSON NUTRITION	562839106			10/28/2011		4/4/2013	15,890	14,011						14,011	1,879
282	MEAD JOHNSON NUTRITION	562839106			8/9/2011		9/16/2013	12,863	6,843						6,843	345
283	METLIFE INC	59156R108			2/20/2013		9/16/2013	9,356	3,051						3,051	2,513
284	METLIFE INC	59156R108			8/12/2011		9/16/2013	4,432	3,051						3,051	1,381
285	MONDELEZ INTERNATIONAL	609207105			10/10/2012		6/4/2013	19,134	17,765						17,765	1,369
286	MONDELEZ INTERNATIONAL	609207105			10/10/2012		9/16/2013	3,814	3,283						3,283	531
287	MONDELEZ INTERNATIONAL	609207105			5/14/2010		9/16/2013	12,395	7,692						7,692	4,703
288	NATIONAL OILWELL VARCO	637071101			9/16/2013		12/16/2013	12,598	12,608						12,608	-12
289	NATIONAL OILWELL VARCO	637071101			9/16/2013		12/16/2013	7,228	7,092						7,092	137
290	NUCOR CORP	670348105			4/24/2013		9/16/2013	14,223	12,635						12,635	1,588
291	OCCIDENTAL PETROLEUM CO	674599105			12/12/2012		9/16/2013	11,429	10,715						10,715	714
292	OCCIDENTAL PETROLEUM CO	674599105			12/12/2012		9/16/2013	11,635	9,950						9,950	1,685
293	OCCIDENTAL PETROLEUM CO	674599105			12/12/2012		12/12/2013	6,386	5,357						5,357	1,029
294	OCCIDENTAL PETROLEUM CO	674599105			12/12/2012		12/16/2013	16,389	13,776						13,776	2,613
295	OCWEN FINANCIAL CORP	675748309			7/1/2013		9/16/2013	10,114	8,583						8,583	1,531
296	PNC FINANCIAL SERVICES G	693475105			5/14/2010		7/25/2013	12,154	10,677						10,677	1,477
297	PNC FINANCIAL SERVICES G	693475105			4/20/2010		7/25/2013	1,518	1,310						1,310	208
298	PNC FINANCIAL SERVICES G	693475105			4/20/2010		7/25/2013	757	655						655	102
299	PNC FINANCIAL SERVICES G	693475105			6/11/2010		7/30/2013	4,537	3,743						3,743	794
300	PNC FINANCIAL SERVICES G	693475105			7/19/2012		7/30/2013	5,294	4,341						4,341	953
301	PNC FINANCIAL SERVICES G	693475105			7/19/2012		7/30/2013	8,155	7,442						7,442	1,713
302	PNC FINANCIAL SERVICES G	693475105			6/20/2011		7/30/2013	763	569						569	184
303	GROTECH PARTNERS								7,025						7,025	-7,025

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

		20,862	3,919	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	3,919	3,919		
2	PY EXCISE TAX DUE	8,643			
3	ESTIMATED EXCISE PAYMENTS	8,300			

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

		20	0	0	20
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	OTHER EXPENSES FROM GROTECH PARTNER	20			20

## 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			11,513,518	11,975,774	13,956,755
2	ACTAVIS PLC		0	28,656	33,432
3	AON CORP		0	31,388	53,690
4	ACCENTURE PLC IRELAND SHS CL A		0	5,593	11,511
5	EATON CORP PLC		0	30,991	45,672
6	INGERSOLL-RAND PLC		0	29,405	49,280
7	INVESCO LTD		0	31,318	52,780
8	AVAGO TECHNOLOGIES LTD		0	30,557	38,073
9	AT&T INC		0	10,592	14,064
10	ADOBE SYS INC COM		0	24,284	37,724
11	ALCATEL SPONSORED ADRS		0	30,250	34,320
12	ALLERGAN INC COM		0	29,180	29,992
13	AMAZON COM INC		0	26,454	53,837
14	AMGEN INC		0	40,422	39,472
15	APPLE COMPUTER INC COM		0	50,947	102,106
16	BNY MELLON INCOME STK FD CL M		0	1,531,954	1,587,725
17	BNY MELLON BOND FD CL M		0	617,815	595,204
18	BEAM INC		0	32,591	36,072
19	BRISTOL MYERS SQUIBB CO COM		0	38,171	43,052
20	CABOT OIL & GAS CORP		0	29,564	31,783
21	CAPITAL ONE FINL CORP COM		0	23,131	32,942
22	CATERPILLAR FINANCIA 6 125% 2/17/14		0	100,664	100,701
23	CATERPILLAR INC		0	21,401	29,513
24	CELANESE CORP DEL		0	15,974	29,867
25	CENTERPOINT ENERGY INC		0	25,554	30,598
26	CHEVRONTXACO CORP		0	23,700	37,723
27	COCA-COLA CO USD		0	20,207	28,504
28	COMCAST CORP NEW CL A		0	35,320	50,406
29	COSTCO WHSL CORP NEW		0	16,170	34,159
30	DISNEY (WALT) COMPANY HOLDING CO		0	16,690	36,672
31	DOVER CORPORATION		0	27,300	42,478
32	DREYFUS INTM TERM INCOME-INS		0	2,579,753	2,614,463
33	DREYFUS BASIC S&P 500 STK I		0	1,152,040	1,419,935
34	DREYFUS PR GL R/E SEC FD CL I		0	198,652	194,804
35	DREYFUS SMALL CAP STOCK INDEX		0	512,739	720,849
36	EXPRESS SCRIPTS HLDG CO		0	21,458	32,310
37	EXXON MOBIL CORP		0	11,741	33,396
38	FACEBOOK INC		0	12,373	18,581
39	FAMILY DLR STORES INC		0	19,500	18,192
40	FIDELITY NATL TITLE GROUP INC CL A		0	34,014	36,668
41	FREEMONT-MCMORAN COPPER & GOLD		0	25,441	27,324
42	GENERAL ELECTRIC CO		0	42,256	46,530
43	GILEAD SCIENCES INC		0	10,175	37,550
44	GOOGLE INC		0	63,631	90,778
45	HALLIBURTON COMPANY COM		0	18,724	32,632
46	HARLEY DAVIDSON INC		0	32,682	38,774

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

Asset Description		11,513,518	11,975,774	13,956,755
	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
47	HOME DEPOT INC USD 0 05	0	7,612	32,936
48	HONEYWELL INTL INC	0	21,384	45,685
49	INTERCONTINENTALEXCHANGE GRO	0	31,060	53,306
50	ISHARES BARCLAYS TIPS BOND FUND	0	283,645	329,700
51	ISHARES MSCI EMERGING MKTS INDEX F	0	327,328	417,950
52	ISHARES MSCI EAFE INDEX FD	0	419,525	466,310
53	J P MORGAN CHASE & CO	0	10,180	27,486
54	JOHNSON CONTROLS INC	0	21,680	35,397
55	KLA TENCOR CORP	0	16,127	16,115
56	LAS VEGAS SANDS CORP	0	23,799	42,590
57	MARATHON OIL CORP	0	32,206	38,830
58	METLIFE INC	0	35,261	56,077
59	MONDELEZ INTERNATIONAL INC	0	18,784	34,241
60	NATIONAL-OILWELL INC	0	35,331	40,560
61	NUCOR CORP	0	25,271	30,960
62	PVH CORP	0	30,301	34,141
63	PEOPLES DREYFUS S&P MIDCAP INDEX	0	881,493	1,153,118
64	PEPSICO INC	0	36,333	48,935
65	PFIZER INC COM	0	34,821	48,089
66	PHILIP MORRIS INTERNATIONAL	0	15,267	29,624
67	T ROWE PRICE HIGH YIELD FUND INC	0	440,912	461,540
68	PROCTER & GAMBLE CO COM	0	39,085	53,731
69	SALESFORCE COM INC	0	16,994	40,951
70	SCHLUMBERGER LIMITED COM	0	28,149	36,044
71	SEMPRA ENERGY	0	17,060	32,314
72	SERVICENOW INC	0	33,542	42,568
73	SHIRE PHARMACEUTICALS GROUP	0	23,531	38,855
74	SOUTHWESTERN ENERGY CO	0	41,840	47,196
75	STATE ST CORP COM	0	27,655	55,776
76	TAIWAN SEMICONDUCTOR ADR	0	25,403	26,160
77	TEVA PHARMACEUTICAL INDS ADR	0	40,573	40,080
78	THERMO ELECTRON CORP	0	25,512	26,835
79	UNION PACIFIC CORP	0	9,230	20,664
80	UNITED TECHNOLOGIES CORP	0	28,138	44,154
81	VALERO ENERGY CORP NEW	0	12,365	33,264
82	VANGUARD EUROPE PACIFIC ETF	0	246,300	250,080
83	VANGUARD INTL EQUITY INDEX FD	0	433,413	411,400
84	VANGUARD INDEX TR	0	185,149	185,610
85	VERIZON COMMUNICATIONS INC	0	7,184	13,268
86	VERIZON GLOBAL FDG CORP	0	99,331	106,813
87	VMWARE INC	0	17,323	18,839
88	WELLS FARGO & CO NEW	0	45,389	64,468
89	OCWEN FINL CORP	0	25,901	30,498
90	PNC FINANCIAL SERVICES GROUP INC	0	22,691	31,808
91	YAHOO INC	0	22,413	52,168
92	YUM BRANDS INC	0	17,321	31,756

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

		11,513,518	11,975,774	13,956,755
Asset Description		Book Value	Book Value	FMV
	Basis of Valuation	Beg. of Year	End of Year	End of Year
93	N T I GROTECH III LP	0	9,365	164
94	FIRST CAPITAL HOUSING PARTNERS V L	0	15,175	71,563

**Part III (990-PF) - Changes in Net Assets or Fund Balances****Line 3 - Other increases not included in Part III, Line 2**

1	PARTNERSHIP DISTRIBUTIONS	1	1,876
2	TC 924 WASH SALE ADJUSTMENT	2	625
3	GROTECH PARTNERSHIP ADJUSTMENT	3	7,016
4	Total	4	9,517

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

1	INGERSOLL RAND BASIS CHANGE ON ROC	1	595
2	VANGUARD BASIS CHANGE ON ROC	2	1,304
3	FED/STATE ADJUSTMENT	3	651
4	COST BASIS ADJUSTMENT	4	167
5	FIRST CAPITAL CORPORATION PARTNERSHIP ADJUSTMENT	5	15,975
6	Total	6	18,692

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

Long Term CG Distributions		Short Term CG Distributions		Amount		Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis of Losses	
101,852	0	0	0	769,504	4,877,288															769,504
1						PNC FINANCIAL SERVICES GROUP	693475105		6/20/2013	9/16/2013	15,589				3,818					
2						P V H CORP	693356100		7/2/2013	9/16/2013	12,807				12,946					
3						P V H CORP	693356100		6/21/2013	9/16/2013	3,214				3,139					
4						PEPSICO INC	713448108		6/4/2013	9/16/2013	9,705				9,797					
5						PEPSICO INC	713448108		6/1/2012	9/16/2013	9,705				6,106					
6						PRIZER INC	717081103		7/7/2009	2/4/2013	7,388				3,977					
7						PRIZER INC	717081103		7/7/2009	2/4/2013	4,635				2,497					
8						PRIZER INC	717081103		7/7/2009	2/4/2013	5,981				2,989					
9						PRIZER INC	717081103		7/7/2009	2/4/2013	10,494				8,932					
10						PRIZER INC	717081103		7/7/2009	2/4/2013	12,807				6,164					
11						PRIZER INC	717081103		7/7/2009	2/4/2013	17,699				3,077					
12						PHILIP MORRIS INTERNAT	718172109		10/29/2011	9/16/2013	17,555				1,448					
13						PHILIP MORRIS INTERNAT	718172109		2/7/2007	9/16/2013	10,531				5,389					
14						T ROWE PRICE HIGH YIELD FD INC	741481105		9/27/2012	2/11/2013	81,744				90,000					
15						T ROWE PRICE HIGH YIELD FD INC	741481105		1/6/2011	2/11/2013	51,256				48,798					
16						T ROWE PRICE HIGH YIELD FD INC	741481105		1/6/2011	7/28/2013	117,500				107,715					
17						T ROWE PRICE HIGH YIELD FD INC	741481105		1/6/2011	9/16/2013	2,500				61					
18						PROCTER & GAMBLE CO	742718109		5/6/2011	9/16/2013	12,605				10,807					
19						PROCTER & GAMBLE CO	742718109		3/17/2008	9/16/2013	10,404				7,699					
20						QUALCOMM INC	747525103		3/9/2012	2/4/2013	2,538				68					
21						QUALCOMM INC	747525103		3/9/2012	3/13/2013	12,686				489					
22						QUALCOMM INC	747525103		11/19/2012	4/17/2013	1,335				12,197					
23						QUALCOMM INC	747525103		2/10/2012	4/17/2013	1,925				1,245					
24						QUALCOMM INC	747525103		11/30/2011	4/17/2013	8,341				8,095					
25						QUALCOMM INC	747525103		11/30/2011	4/17/2013	7,058				248					
26						QUALCOMM INC	747525103		11/30/2011	4/25/2013	15,590				10,271					
27						QUALCOMM INC	747525103		11/22/2011	6/17/2013	6,119				548					
28						QUALCOMM INC	747525103		11/22/2011	7/3/2013	8,948				7,116					
29						QUALCOMM INC	747525103		6/27/2013	9/16/2013	18,287				16,421					
30						SALESFORCE COM INC	784661302		6/22/2010	9/16/2013	9,916				1,666					
31						SALESFORCE COM INC	784661302		6/22/2010	10/12/2013	10,412				2,087					
32						SALESFORCE COM INC	784661302		6/22/2010	6/20/2013	8,892				4,937					
33						SALESFORCE COM INC	784661302		6/22/2010	10/24/2013	3,904				3,056					
34						SALESFORCE COM INC	784661302		6/28/2010	10/24/2013	3,145				1,693					
35						SANDISK CORP	80044C101		6/17/2013	7/28/2013	17,313				13,328					
36						SANDISK CORP	80044C101		6/18/2013	7/28/2013	17,768				18,999					
37						SANDISK CORP	80044C101		6/20/2013	7/28/2013	11,105				12,197					
38						SCHLUMBERGER LTD	809857108		3/9/2012	2/13/2013	8,276				6,128					
39						SCHLUMBERGER LTD	809857108		12/14/2012	2/13/2013	8,276				5,525					
40						SCHLUMBERGER LTD	809857108		10/29/2011	2/13/2013	1,568				1,391					
41						SCHLUMBERGER LTD	809857108		10/29/2011	9/16/2013	6,980				4,763					
42						SCHLUMBERGER LTD	809857108		6/22/2010	9/16/2013	8,965				6,682					
43						SEMPRA ENERGY	816851109		5/14/2010	9/16/2013	17,559				9,952					
44						SERVICE NOW INC	816851109		8/15/2013	9/16/2013	7,797				6,857					
45						SHIRE PLC	82481R106		3/11/2011	9/16/2013	18,930				13,106					
46						SHIRE PLC	82481R106		3/11/2011	1/5/2013	8,768				2,945					
47						SHIRE PLC	82481R106		3/11/2011	1/5/2013	8,768				1,167					
48						SOUTHWESTERN ENERGY CO	845487106		6/27/2012	3/22/2013	4,518				4,190					
49						SOUTHWESTERN ENERGY CO	845487106		8/23/2012	9/16/2013	12,878				12,859					
50						SOUTHWESTERN ENERGY CO	845487106		9/27/2012	9/16/2013	1,136				7,518					
51						STATE STREET CORP	857477103		5/14/2010	9/16/2013	12,373				6,240					
52						STATE STREET CORP	857477103		7/18/2012	9/16/2013	10,311				4,854					
53						STATE STREET CORP	857477103		9/1/2012	2/11/2013	21,560				20,172					
54						STREYUS PRE STRAT INTER S14	89271F768		12/6/2012	2/11/2013	12,651				12,564					
55						STREYUS PRE STRAT INTER S14	89271F768		10/6/2011	2/11/2013	2,360				1,915					
56						STREYUS PRE STRAT INTER S14	89271F768		12/30/2011	7/29/2013	37,003				30,303					
57						STREYUS PRE STRAT INTER S14	89271F768		8/20/2009	7/29/2013	9,741				7,857					
58						STREYUS PRE STRAT INTER S14	89271F768		10/6/2011	7/29/2013	93,659				73,304					
59						STREYUS PRE STRAT INTER S14	89271F768		8/20/2009	7/29/2013	200,000				163,783					
60						STREYUS PRE STRAT INTER S14	89271F768		8/20/2009	1/5/2013	189,000				141,387					
61						STREYUS PRE STRAT INTER S14	89271F768		8/20/2009	1/5/2013	23,039				47,613					
62						STREYUS PRE STRAT INTER S14	89271F768		12/1/2008	1/2/2013	17,246				173,175					
63						TAMAK SEMICONDUCTOR CO LTD	814339100		7/2/2013	9/16/2013	17,346				17,784					
64						TAMAK SEMICONDUCTOR CO LTD	814339100		6/26/2013	9/16/2013	1,755				1,787					
65						TAMAK SEMICONDUCTOR CO LTD	814339100		7/18/2013	9/16/2013	10,578				10,776					
66						TERADATA CORPORATION	89278M103		7/18/2010	3/1/2013	15,281				7,052					
67						TERADATA CORPORATION	89278M103		7/18/2010	3/1/2013	2,848				1,366					
68						TERADATA CORPORATION	89278M103		6/11/2010	3/1/2013	669				3,657					
69						THE TRAVELERS COMPANIES INC	80411E109		7/19/2012	9/16/2013	13,912				10,193					
70						THE TRAVELERS COMPANIES INC	80411E109		7/19/2012	9/16/2013	32,702				23,548					
71						THE TRAVELERS COMPANIES INC	80411E109		6/11/2010	3/7/2013	15,844				10,484					
72						TEVA PHARMACEUTICAL INDS ADR	80878J104		8/25/2013	9/16/2013	11,343				8,981					
73																				





Part IV (980-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 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis of Losses
253 INTERNATIONAL BUSINESS MACHINES	459200101		3/6/2012	4/19/2013	10,672			11,289	-417				-417
254 INTERNATIONAL BUSINESS MACHINES	459200101		3/15/2012	4/19/2013	2,670			2,894	-214				-214
255 INTERNATIONAL BUSINESS MACHINES	459200101		8/28/2012	4/19/2013	7,620			8,503	-883				-883
256 INTERNATIONAL BUSINESS MACHINES	459200101		3/13/2013	4/19/2013	12,889			14,002	-1,113				-1,113
257 INTERNATIONAL BUSINESS MACHINES	459200101		4/3/2013	4/19/2013	10,081			11,058	-977				-977
258 INTERNATIONAL BUSINESS MACHINES	459200101		1/23/2008	4/19/2013	11,253			12,482	-1,229				-1,229
259 INTERNATIONAL BUSINESS MACHINES	459200101		1/23/2008	4/19/2013	12,482			13,711	-1,229				-1,229
260 INTERNATIONAL BUSINESS MACHINES	459200101		1/23/2008	4/19/2013	11,879			13,108	-1,229				-1,229
261 INTERNATIONAL BUSINESS MACHINES	459200101		1/23/2008	4/19/2013	8,474			9,703	-1,229				-1,229
262 INTERNATIONAL BUSINESS MACHINES	459200101		8/20/2008	10/17/2013	14,683			16,212	-1,529				-1,529
263 ISHARES BARCLAYS TIPS BOND FD	464281716		8/27/2012	2/11/2013	31,318			34,000	-2,682				-2,682
264 ISHARES BARCLAYS TIPS BOND FD	464281716		8/27/2012	2/11/2013	38,134			41,816	-3,682				-3,682
265 ISHARES TIPS BOND ETF	464281716		1/11/2008	7/28/2013	67,241			73,000	-5,759				-5,759
266 ISHARES TIPS BOND ETF	464281716		1/11/2008	7/28/2013	11,004			12,000	-996				-996
267 ISHARES TIPS BOND ETF	464281716		1/11/2008	7/28/2013	11,208			12,200	-992				-992
268 ISHARES MSCI EMERGING MKTS INDE	464281724		8/15/2012	2/11/2013	14,205			15,500	-1,295				-1,295
269 ISHARES MSCI EMERGING MKTS INDE	464281724		8/15/2012	2/11/2013	90,414			98,783	-8,369				-8,369
270 ISHARES MSCI EMERGING MKTS INDE	464281724		7/28/2013	9/16/2013	20,765			22,442	-1,677				-1,677
271 ISHARES MSCI EMERGING MKTS INDE	464281724		3/21/2009	9/16/2013	11,149			12,442	-1,293				-1,293
272 JP MORGAN CHASE & CO	46625H100		5/14/2010	9/16/2013	12,789			14,011	-1,222				-1,222
273 JOHNSON CONTROLS INC	478368107		7/5/2011	9/16/2013	15,258			16,813	-1,555				-1,555
274 LAS VEGAS SANDS CORP	517834107		8/10/2012	4/24/2013	6,200			6,843	-643				-643
275 LILLY ELI & CO	532457108		8/10/2012	4/24/2013	42,101			45,962	-3,861				-3,861
276 MARATHON OIL CORP	565848106		1/27/2012	2/20/2013	6,595			7,255	-660				-660
277 MARATHON OIL CORP	565848106		1/27/2012	2/20/2013	1,413			1,555	-142				-142
278 MARATHON OIL CORP	565848106		1/27/2012	2/20/2013	15,546			17,023	-1,477				-1,477
279 MEAD JOHNSON NUTRITION	582639106		10/29/2011	9/16/2013	12,863			14,011	-1,148				-1,148
280 MEAD JOHNSON NUTRITION	582639106		8/9/2011	4/4/2013	15,890			17,785	-1,895				-1,895
281 METLIFE INC	58156R108		2/20/2013	9/16/2013	9,356			10,499	-1,143				-1,143
282 METLIFE INC	58156R108		8/12/2011	9/16/2013	4,432			4,999	-567				-567
283 MONDELEZ INTERNATIONAL	609207105		10/10/2012	9/16/2013	19,134			21,518	-2,384				-2,384
284 MONDELEZ INTERNATIONAL	609207105		6/9/2012	9/16/2013	3,814			4,381	-567				-567
285 MONDELEZ INTERNATIONAL	609207105		5/14/2010	9/16/2013	12,395			13,962	-1,567				-1,567
286 NATIONAL OILWELL VARCO INC	637071101		8/16/2013	9/16/2013	12,596			13,808	-1,212				-1,212
287 NATIONAL OILWELL VARCO INC	637071101		8/16/2013	9/16/2013	7,228			7,992	-764				-764
288 NATIONAL OILWELL VARCO INC	637071101		4/24/2013	9/16/2013	14,223			15,895	-1,672				-1,672
289 OCCIDENTAL PETROLEUM CORP	674589105		12/12/2012	3/6/2013	11,035			12,115	-1,080				-1,080
290 OCCIDENTAL PETROLEUM CORP	674589105		12/12/2012	3/6/2013	6,368			7,023	-655				-655
291 OCCIDENTAL PETROLEUM CORP	674589105		12/12/2012	3/6/2013	16,369			18,138	-1,769				-1,769
292 OCCIDENTAL PETROLEUM CORP	674589105		12/12/2012	3/6/2013	10,114			11,111	-997				-997
293 OCWEN FINANCIAL CORP	675748309		5/14/2010	7/25/2013	12,154			13,310	-1,156				-1,156
294 PNC FINANCIAL SERVICES GROUP	683475105		4/20/2010	7/25/2013	757			855	-98				-98
295 PNC FINANCIAL SERVICES GROUP	683475105		8/31/2010	7/25/2013	4,537			5,028	-491				-491
296 PNC FINANCIAL SERVICES GROUP	683475105		7/19/2012	7/30/2013	5,294			5,833	-539				-539
297 PNC FINANCIAL SERVICES GROUP	683475105		7/19/2012	7/30/2013	9,155			10,028	-873				-873
298 PNC FINANCIAL SERVICES GROUP	683475105		6/20/2011	7/31/2013	783			859	-76				-76
299 GROTECH PARTNERS								7,025	-7,025				-7,025

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
1	BNY Mellon, N A		P O Box 185	Pittsburgh	PA	15230-0185		TRUSTEE	SEE ATTAC	59,925	NONE	NONE
2	BNY Mellon, N A		P O Box 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-29,401	N/A	N/A
										30,524	0	0

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

	Date	Amount
1 Credit from prior year return . . . . .		1,467
2 First quarter estimated tax payment . . . . .		
3 Second quarter estimated tax payment . . . . .	6/11/2013	8,300
4 Third quarter estimated tax payment . . . . .		
5 Fourth quarter estimated tax payment . . . . .		
6 Other payments . . . . .		
7 Total . . . . .		9,767