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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

2013Department of the Treasury
Internal Revenue Service

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Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation BEATTY HELEN D GROOME U/W			A Employer identification number 23-6224798	
Number and street (or P O box number if mail is not delivered to street address) BNY Mellon, N.A. - P O Box 185		Room/suite	B Telephone number (see instructions) (215) 553-2363	
City or town Pittsburgh	State PA	ZIP code 15230-0185		
Foreign country name	Foreign province/state/county	Foreign postal code		
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change			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 ☐	
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) ▶ \$ 12,503,917		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	233,603	226,999		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	329,123			
	b Gross sales price for all assets on line 6a 2,602,318				
	7 Capital gain net income (from Part IV, line 2)		329,123		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	562,726	556,122	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	61,568	36,941		24,627
	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)	11,726	2,062		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	73,294	39,003	0	24,627
	25 Contributions, gifts, grants paid	436,000			436,000
26 Total expenses and disbursements. Add lines 24 and 25	509,294	39,003	0	460,627	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	53,432				
b Net investment income (if negative, enter -0-)		517,119			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see Instructions.

Form **990-PF** (2013)

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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	223,673	466,133	466,133
	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) ▶			
Liabilities	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	10,484,565	10,268,913	12,035,450
	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)	10,708,238	10,735,046	12,501,583
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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	
		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	10,708,238	10,735,046	
	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)	10,708,238	10,735,046	
	31	Total liabilities and net assets/fund balances (see instructions)	10,708,238	10,735,046	

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	10,708,238
2	Enter amount from Part I, line 27a	2	53,432
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,761,670
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	26,624
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,735,046

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) FMV 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	329,123
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.

(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	198,835	11,133,548	0.017859
2011	650,341	11,448,298	0.056807
2010	605,308	10,955,399	0.055252
2009	637,507	10,079,597	0.063247
2008	966,705	11,825,159	0.081750

2 Total of line 1, column (d)	2	0.274915
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	0.054983
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,824,668
5 Multiply line 4 by line 3	5	650,156
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,171
7 Add lines 5 and 6	7	655,327
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	460,627

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	10,342	
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	10,342	
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	10,342	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,840	
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	7,840	
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	2,502	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ BNY MELLON, N A Telephone no. ▶ (215) 553-2363 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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	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? ☐ 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	105,684	NONE	NONE
BNY Mellon, N.A. P O Box 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-44,116	N/A	N/A

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services **NONE****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 **NONE**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,590,713
b	Average of monthly cash balances	1b	414,026
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	12,004,739
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	12,004,739
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	180,071
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,824,668
6	Minimum investment return. Enter 5% of line 5	6	591,233

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	591,233
2a	Tax on investment income for 2013 from Part VI, line 5	2a	10,342
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,342
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	580,891
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	580,891
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	580,891

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	460,627
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	460,627
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	460,627

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				580,891
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				18,780
e From 2012				
f Total of lines 3a through e	18,780			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 460,627				
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				460,627
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))	18,780			18,780
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 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				101,484
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

	Tax year	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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	436,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	233,603	
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	329,123	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		562,726	0
13	Total. Add line 12, columns (b), (d), and (e)			13	562,726	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | |
|---|--|----|
| 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 |
| | (2) Other assets | 1a |
| b | Other transactions | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b |
| | (3) Rental of facilities, equipment, or other assets | 1b |
| | (4) Reimbursement arrangements | 1b |
| | (5) Loans or loan guarantees | 1b |
| | (6) Performance of services or membership or fundraising solicitations | 1b |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1 |
| 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. | |

[illegible]

- 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

4/9/2014

VICE PRESIDENT
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Shawn P Hanlon

Preparer's signature

2020 C/M

Date

4/9/2014

Check ☒ if self-employed

PTIN

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

BEATTY HELEN D GROOME U/W

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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

BAPTIST CHILDREN'S SERVICES

Street

57 E ARMAT STREET

City

PHILADELPHIA

State

PA

Zip Code

19144

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

BETHESDA MISSION OF HARRISBURG

Street

PO BOX 3041

City

HARRISBURG

State

PA

Zip Code

17105

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

BRIDGE OF HOPE LANCASTER & CHESTER COUNTIES

Street

1516 OLIVE STREET

City

COATSVILLE

State

PA

Zip Code

19320

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

CALCUTTA HOUSE

Street

1601 WEST GIRARD AVENUE

City

PHILADELPHIA

State

PA

Zip Code

19130

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

CHANNELS FOOD RESCUE

Street

3305 NORTH 6TH STREET

City

HARRISBURG

State

PA

Zip Code

17110

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

20,000

Name

CHESTER COUNTY FOOD BANK

Street

1208 HORSESHOE PIKE

City

DOWNINGTON

State

PA

Zip Code

19335

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

20,000

BEATTY HELEN D GROOME U/W

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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

COMMUNITY VOLUNTEERS IN MEDICINE

Street

300 B LAWRENCE DRIVE

City

WEST CHESTER

State

PA

Zip Code

19380

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

15,000

Name

CRADLES TO CRAYONS

Street

30 CLIPPER ROAD

City

WEST CONSHOHOCKEN

State

PA

Zip Code

19428

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

15,000

Name

DOMESTIC ABUSE PROJECT OF DELAWARE COUNTY, INC

Street

14 W SECOND STREET

City

MEDIA

State

PA

Zip Code

19063

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

EPISCOPAL COMMUNITY SERVICES OF THE DIOCESE OF PENNSYLVANIA

Street

225 SOUTH THIRD STREET

City

PHILADELPHIA

State

PA

Zip Code

19106

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

11,000

Name

FAMILY SERVICES OF MONTGOMERY COUNTY, PA

Street

3125 RIDGE PIKE

City

EAGLEVILLE

State

PA

Zip Code

19403

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

FAMILY SUPPORT SERVICES

Street

201 SOUTH 69TH STREET

City

UPPER DARBY

State

PA

Zip Code

08052

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

20,000

BEATTY HELEN D GROOME U/W

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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

FOOD BANK OF SOUTH JERSEY

Street

1501 JOHN TIPTON BOULEVARD

City

PENNSAUKEN

State

NJ

Zip Code

08110

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

GOOD NEIGHBORS INC.

Street

205 E. STATE STREET

City

KENNETT SQUARE

State

PA

Zip Code

19348

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

HOPE WITHIN COMMUNITY HEALTH CENTER

Street

4748 EAST HARRISBURG PIKE

City

ELIZABETHTOWN

State

PA

Zip Code

17022

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

INTERFAITH HOSPITALITY NETWORK OF THE MAIN LINE

Street

1449 DEKALB STREET

City

NORRISTOWN

State

PA

Zip Code

19401

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

INTER-FAITH HOUSING ALLIANCE

Street

31 SOUTH SPRING GARDEN STREET

City

AMBLER

State

PA

Zip Code

19002

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

KENNETT AREA SENIOR CENTER / CHESTER COUNTY SENIOR CENTER COLLABORATIVE

Street

427 SOUTH WALNUT STREET

City

KENNETT SQUARE

State

PA

Zip Code

19348

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

BEATTY HELEN D GROOME U/W

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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

LAUREL HOUSE

Street

PO BOX 764

City

NORRISTOWN

State

PA

Zip Code

19404

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

LUTHERAN SOCIAL SERVICES OF SOUTH CENTRAL PENNSYLVANIA

Street

1050 PENNSYLVANIA AVENUE

City

YORK

State

PA

Zip Code

17404

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

MATERNAL AND CHILD HEALTH CONSORTIUM OF CHESTER COUNTY

Street

30 W BARNARD STREET, SUITE 1

City

WEST CHESTER

State

PA

Zip Code

19382

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

MATERNITY CARE COALITION

Street

2000 HAMILTON STREET, SUITE 205

City

PHILADELPHIA

State

PA

Zip Code

19130

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

20,000

Name

MAZZONI CENTER

Street

21 S 12TH STREET, 12TH FLOOR

City

PHILADELPHIA

State

PA

Zip Code

19107

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

MENZFIT PHILADELPHIA

Street

1701 SPRUCE STREET, 2ND FLOOR

City

PHILADELPHIA

State

PA

Zip Code

19103

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

BEATTY HELEN D GROOME U/W

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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

METHODIST FAMILY SERVICES OF PHILADELPHIA

Street

4300 MONUMENT ROAD

City

PHILADELPHIA

State

PA

Zip Code

19131

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

NATIONAL MULTIPLE SCLEROSIS, DELAWARE CHAPTER

Street

2 MILL ROAD, SUITE 106

City

WILMINGTON

State

DE

Zip Code

19806

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

NORRISTOWN MINISTRIES INC

Street

530 CHURCH STREET, 1ST FLOOR

City

NORRISTOWN

State

PA

Zip Code

19401-4825

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

NORTH LIGHT COMMUNITY CENTER

Street

175 GREEN LANE

City

PHILADELPHIA

State

PA

Zip Code

19127

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

PROJECT HOME

Street

1515 FAIRMONT AVENUE

City

PHILADELPHIA

State

PA

Zip Code

19130

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

OPERATION WARM, INC

Street

1653 BRINTONS BRIDGE ROAD

City

CHADDS FORD

State

PA

Zip Code

19317

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

20,000

BEATTY HELEN D GROOME U/W

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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

OXFORD AREA NEIGHBORHOOD SERVICES CENTER

Street

35 NORTH THIRD STREET

City

OXFORD

State

PA

Zip Code

19363

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

SAFE HARBOR OF CHESTER COUNTY, INC.

Street

20 N MATLACK STREET

City

WEST CHESTER

State

PA

Zip Code

19380

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

15,000

Name

S A A C OF THE HARLEYSVILLE AREA

Street

312 ALUMNI AVENUE

City

HARLEYSVILLE

State

PA

Zip Code

19438

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

THE SALVATION ARMY YORK, PA

Street

50 E KING STREET

City

YORK

State

PA

Zip Code

17401

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

15,000

Name

SENIOR TO SENIOR COMMUNITY OUTREACH

Street

1331 E WEAVER STREET

City

PHILADELPHIA

State

PA

Zip Code

19150

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

SENIORLAW CENTER

Street

100 SOUTH BROAD STREET, SUITE 1810

City

PHILADELPHIA

State

PA

Zip Code

19110

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

15,000

BEATTY HELEN D GROOME U/W

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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

SURVEY SERVICES FOR SENIORS

Street

28 BRIDGE AVENUE

City

BERWYN

State

PA

Zip Code

19312

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

THE VETERANS GROUP

Street

3209 BARING STREET

City

PHILDELPHIA

State

PA

Zip Code

19104

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

WATER STREET HEALTH SERVICES

Street

210 SOUTH PRINCE STREET

City

LANCASTER

State

PA

Zip Code

17603

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

WEST CHESTER AREA SENIOR CENTER

Street

530 E UNION STREET

City

WEST CHESTER

State

PA

Zip Code

19382

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

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

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

		Amount						Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
		157,512						Capital Gains/Losses		2 602,318		2 273 195		329 123	
		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	GILEAD SCIENCES INC	375558103		12/18/2012		1/18/2013	3,109	3,013				0	96	
2	X	GILEAD SCIENCES INC	375558103		12/18/2012		5/13/2013	3,801	2,836				0	1,165	
3	X	GILEAD SCIENCES INC	375558103		7/19/2013		9/16/2013	7,538	7,202				0	336	
4	X	GILEAD SCIENCES INC	375558103		12/18/2012		9/16/2013	1,884	1,130				0	754	
5	X	GLAXO SMITHKLINE PLC SPC	37733W105		7/19/2013		9/16/2013	4,806	4,607				0	-91	
6	X	GLAXO SMITHKLINE PLC SPC	37733W105		7/19/2013		11/14/2013	3,124	3,131				0	-7	
7	X	GLAXO SMITHKLINE PLC SPC	37733W105		4/24/2013		11/14/2013	2,603	2,573				0	30	
8	X	OCCIDENTAL PETROLEUM CO	614569105		12/18/2012		12/12/2013	912	774				0	138	
9	X	OCCIDENTAL PETROLEUM CO	614569105		12/18/2012		12/18/2013	10,928	9,289				0	1,637	
10	X	PNC FINANCIAL SERVICES GR	693475105		7/19/2013		7/25/2013	8,356	8,489				0	-133	
11	X	PNC FINANCIAL SERVICES GR	693475105		7/19/2013		7/26/2013	757	772				0	-15	
12	X	PNC FINANCIAL SERVICES GR	693475105		12/18/2012		7/30/2013	4,537	3,481				0	1,056	
13	X	PNC FINANCIAL SERVICES GR	693475105		12/18/2012		7/31/2013	3,814	2,900				0	914	
14	X	PFIZER INC	717061103		12/18/2012		2/4/2013	11,994	11,171				0	823	
15	X	PFIZER INC	717061103		12/18/2012		5/24/2013	5,513	4,834				0	679	
16	X	QUALCOMM INC	747525103		12/18/2012		2/4/2013	3,954	3,753				0	202	
17	X	QUALCOMM INC	747525103		12/18/2012		3/13/2013	3,336	3,126				0	212	
18	X	QUALCOMM INC	747525103		12/18/2012		4/17/2013	6,416	6,253				0	163	
19	X	QUALCOMM INC	747525103		12/18/2012		4/25/2013	5,612	5,628				0	-16	
20	X	QUALCOMM INC	747525103		12/18/2012		6/17/2013	2,476	2,501				0	-25	
21	X	QUALCOMM INC	747525103		12/18/2012		7/3/2013	6,705	6,878				0	-173	
22	X	SALESFORCE COM INC	79468L302		7/19/2013		9/20/2013	4,772	3,831				0	941	
23	X	SALESFORCE COM INC	79468L302		7/19/2013		10/24/2013	4,337	3,405				0	932	
24	X	SALESFORCE COM INC	79468L302		12/18/2012		10/24/2013	542	424				0	118	
25	X	SANDISK CORP	80004C101		6/17/2013		7/29/2013	6,106	6,742				0	-636	
26	X	SANDISK CORP	80004C101		6/18/2013		7/29/2013	5,552	6,256				0	-704	
27	X	SANDISK CORP	80004C101		6/20/2013		7/29/2013	3,987	4,289				0	-302	
28	X	SANDISK CORP	80004C101		7/19/2013		7/29/2013	5,552	6,302				0	-750	
29	X	SCHLUMBERGER LTD	806857106		12/18/2012		2/13/2013	7,645	7,018				0	627	
30	X	SHIRE PLC	82481R106		7/19/2013		11/5/2013	5,691	4,417				0	1,274	
31	X	SOUTHWESTERN ENERGY CO	845467109		12/18/2012		3/22/2013	3,768	3,380				0	388	
32	X	VERIZON COMMUNICATIONS	92343V104		3/26/2013		7/10/2013	2,030	1,982				0	48	
33	X	VERIZON COMMUNICATIONS	92343V104		4/3/2013		7/10/2013	1,522	1,468				0	54	
34	X	VERIZON COMMUNICATIONS	92343V104		4/3/2013		7/23/2013	2,019	1,958				0	61	
35	X	VERIZON COMMUNICATIONS	92343V104		7/19/2013		7/23/2013	3,522	3,499				0	23	
36	X	YAHOO INC	984332106		3/7/2013		10/24/2013	4,304	2,961				0	1,343	
37	X	YAHOO INC	984332106		7/19/2013		10/24/2013	2,317	2,048				0	269	
38	X	COMMIT TO PUR MELLON OP	999288880		12/27/2012		1/1/2013	22,690	22,690				0	0	
39	X	ALCATEL-LUCENT-SPONSOR	8E0E00000		12/19/2013		12/19/2013	881	0				0	881	
40	X	ALLEGION PLC	G0178J109		12/18/2012		12/3/2013	4,806	3,284				0	1,585	
41	X	ALLEGION PLC	G0178J109		7/19/2013		12/3/2013	1,575	1,412				0	163	
42	X	ACCENTURE PLC-CL A	G1151C101		3/5/2013		6/5/2013	3,189	3,074				0	115	
43	X	ACCENTURE PLC-CL A	G1151C101		12/18/2012		7/10/2013	5,939	5,664				0	275	
44	X	ACCENTURE PLC-CL A	G1151C101		7/19/2013		10/24/2013	2,938	3,009				0	-71	
45	X	ACCENTURE PLC-CL A	G1151C101		12/18/2012		10/24/2013	1,489	1,416				0	73	
46	X	COVIDIEN PLC	G2554F113		7/19/2013		10/22/2013	5,125	4,802				0	323	
47	X	GLAXO SMITHKLINE PLC SPC	37733W105		2/4/2013		12/18/2013	13,746	12,301				0	1,445	
48	X	GLAXO SMITHKLINE PLC SPC	37733W105		3/14/2013		12/18/2013	3,055	2,712				0	343	
49	X	GLAXO SMITHKLINE PLC SPC	37733W105		4/24/2013		12/18/2013	509	514				0	-5	
50	X	GOOGLE INC - CL A	38259P508		7/19/2013		12/12/2013	4,287	3,580				0	707	
51	X	HALIBURTON CO	406218101		12/18/2012		2/13/2013	4,891	4,052				0	839	
52	X	HALIBURTON CO	406218101		7/19/2013		8/23/2013	5,332	5,036				0	296	
53	X	HOME DEPOT INC	437078102		7/19/2013		8/16/2013	8,325	8,790				0	-465	
54	X	HOME DEPOT INC	437078102		12/18/2012		8/23/2013	5,141	4,409				0	732	
55	X	INTERNATIONAL BUSINESS M	459200101		3/13/2013		4/19/2013	2,861	3,182				0	-321	
56	X	INTERNATIONAL BUSINESS M	459200101		4/3/2013		4/19/2013	3,052	3,416				0	-364	
57	X	INTERNATIONAL BUSINESS M	459200101		12/18/2012		4/19/2013	14,496	14,808				0	-312	
58	X	INTERNATIONAL BUSINESS M	459200101		12/18/2012		4/23/2013	4,417	4,482				0	-65	
59	X	INTERNATIONAL BUSINESS M	459200101		12/18/2012		7/19/2013	4,089	4,092				0	-3	
60	X	INTERNATIONAL BUSINESS M	459200101		12/18/2012		10/17/2013	7,840	8,768				0	-928	
61	X	INTERNATIONAL BUSINESS M	459200101		7/19/2013		10/17/2013	2,613	2,907				0	-294	
62	X	HIGHBRIDGE DYNAMIC COM	48121A670		5/2/2011		8/6/2013	64,322	119,972				0	-55,650	
63	X	HIGHBRIDGE DYNAMIC COM	48121A670		12/15/2011		8/6/2013	256	386				0	-130	
64	X	ACTAVIS INC	00507K103		12/18/2012		9/16/2013	273	177				0	96	
65	X	ACTAVIS INC CORP ACTION	00507K103		12/18/2012		10/1/2013	19,873	12,219				0	7,654	
66	X	ADOBE SYSTEMS INC	00724F101		7/19/2013		10/24/2013	3,796	3,398				0	400	
67	X	ACTAVIS INC	00507K103		12/18/2012		3/14/2013	2,740	2,657				0	83	
68	X	ACTAVIS INC	00507K103		7/19/2013		9/16/2013	5,059	4,650				0	409	

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		157,512								Capital Gains/Losses		2,502,318		2,273,195		329,123	
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			
68	X	ADOBE SYSTEMS INC	00724F101		7/19/2013		12/18/2013	4,113	3,366				0	747			
70	X	AIR PRODS & CHEMS INC	009158108		12/18/2012		4/24/2013	10,275	10,024				0	251			
71	X	APPLE INC	037833100		12/18/2012		2/20/2013	3,165	3,674				0	509			
72	X	APPLE INC	037833100		12/18/2012		3/1/2013	3,019	3,674				0	655			
73	X	APPLE INC	037833100		12/18/2012		6/1/2013	6,484	7,872				0	-1,388			
74	X	APPLE INC	037833100		12/18/2012		6/26/2013	9,139	12,071				0	-2,933			
75	X	B B & T CORPORATION	054937107		12/18/2012		4/15/2013	12,157	11,675				0	482			
76	X	BNY MELLON CORE EQ 130/00	05569M582		2/18/2010		7/1/2013	573,764	422,751				0	151,013			
77	X	BNY MELLON EMERGING MKT	05569M855		4/25/2003		7/19/2013	171,708	217,705				0	-45,999			
78	X	BNY MELLON EMERGING MKT	05569M855		12/22/2008		7/19/2013	177,049	110,800				0	66,249			
78	X	BNY MELLON EMERGING MKT	05569M855		2/19/2009		7/19/2013	181,186	92,819				0	88,367			
80	X	ADOBE SYSTEMS INC	00724F101		3/22/2013		12/18/2013	1,175	859				0	316			
81	X	COVIDIEN PLC	G2554F113		7/2/2013		12/20/2013	1,342	1,158				0	184			
82	X	COVIDIEN PLC	G2554F113		7/19/2013		12/20/2013	671	613				0	58			
83	X	COVIDIEN PLC	G2554F113		12/18/2012		12/20/2013	7,714	8,042				0	1,672			
84	X	COVIDIEN PLC	G2554F113		12/18/2012		12/23/2013	9,700	7,818				0	1,882			
85	X	EATON CORP PLC	G29183103		12/18/2012		4/24/2013	2,338	2,128				0	210			
86	X	MALLINCKRODT PLC	G5785G107		12/18/2012		7/2/2013	1,392	1,335				0	57			
87	X	MALLINCKRODT PLC	G5785G107		12/18/2012		7/22/2013	22	21				0	1			
88	X	NXP SEMICONDUCTORS N V	N8596X109		12/18/2012		2/4/2013	2,863	2,552				0	311			
89	X	NXP SEMICONDUCTORS N V	N8596X109		12/18/2012		3/4/2013	2,848	2,297				0	551			
89	X	NXP SEMICONDUCTORS N V	N8596X109		12/18/2012		4/3/2013	8,868	6,380				0	2,488			
91	X	VMWARE INC-CLASS A	925834402		7/29/2013		11/26/2013	4,884	4,956				0	-72			
92	X	YAHOO INC	88433T108		7/19/2013		8/8/2013	8,868	7,314				0	1,554			
93	X	BNY MELLON EMERGING MKT	05569M855		12/14/2009		7/19/2013	985	1,083				0	-98			
94	X	BNY MELLON EMERGING MKT	05569M855		2/18/2010		7/19/2013	179,006	189,101				0	-10,095			
95	X	BNY MELLON EMERGING MKT	05569M855		3/3/2011		7/19/2013	38,177	48,156				0	-9,979			
96	X	BNY MELLON EMERGING MKT	05569M855		7/7/2011		7/19/2013	9,788	12,782				0	-2,994			
97	X	BNY MELLON EMERGING MKT	05569M855		12/20/2011		7/19/2013	27,904	26,542				0	1,362			
98	X	BNY MELLON EMERGING MKT	05569M855		1/11/2012		7/19/2013	3,832	3,624				0	208			
98	X	BNY MELLON EMERGING MKT	05569M855		8/17/2012		7/19/2013	275,720	282,000				0	-6,280			
100	X	BROADCOM CORP CL A	111320107		12/18/2012		3/22/2013	3,770	3,654				0	116			
101	X	BROADCOM CORP CL A	111320107		7/19/2013		9/20/2013	3,860	4,887				0	-1,027			
102	X	BROADCOM CORP CL A	111320107		12/18/2012		9/20/2013	827	990				0	-163			
103	X	BROADCOM CORP CL A	111320107		12/18/2012		10/1/2013	2,112	2,640				0	-528			
104	X	BROADCOM CORP CL A	111320107		12/18/2012		10/2/2013	8,439	10,560				0	-2,121			
105	X	BROADCOM CORP CL A	111320107		7/23/2013		10/2/2013	4,483	5,438				0	-955			
106	X	C S T BRANDS INC	12848R105		4/24/2013		5/3/2013	390	437				0	-47			
107	X	C S T BRANDS INC	12848R105		12/18/2012		5/3/2013	1,150	1,021				0	129			
108	X	C S T BRANDS INC	12848R105		12/18/2012		5/22/2013	7	6				0	1			
109	X	CARNIVAL CORP	143658300		12/18/2012		6/21/2013	12,312	14,430				0	-2,118			
110	X	CENTERPOINT ENERGY INC	15188T107		12/18/2012		4/24/2013	5,072	4,186				0	886			
111	X	CHEVRON CORPORATION	168784100		7/19/2013		8/16/2013	8,323	8,476				0	-153			
112	X	CHEVRON CORPORATION	168784100		3/6/2013		8/16/2013	621	592				0	29			
113	X	CITRIX SYS INC	177378100		7/19/2013		10/14/2013	8,201	9,107				0	-906			
114	X	CITRIX SYS INC	177378100		7/19/2013		10/14/2013	2,929	3,258				0	-329			
115	X	CITRIX SYS INC	177378100		7/29/2013		10/14/2013	4,101	4,800				0	-699			
116	X	COCA - COLA CO	191216100		12/18/2012		4/4/2013	3,226	3,009				0	217			
117	X	COMCAST CORP CL A	20030N101		12/18/2012		3/26/2013	3,732	3,372				0	360			
118	X	COMCAST CORP CL A	20030N101		7/3/2013		9/20/2013	8,241	6,536				0	1,705			
118	X	TERADATA CORPORATION	88078W103		12/18/2012		3/1/2013	6,457	6,765				0	-308			
120	X	TERADATA CORPORATION	88078W103		12/18/2012		3/5/2013	3,538	3,706				0	-168			
121	X	TERADATA CORPORATION	88078W103		12/18/2012		3/7/2013	8,698	7,413				0	1,285			
122	X	THE TRAVELERS COMPANIES	89417E109		12/18/2012		12/9/2013	17,692	14,846				0	2,846			
123	X	THE TRAVELERS COMPANIES	89417E109		7/19/2013		12/9/2013	5,308	5,082				0	226			
124	X	US BANCORP	902973304		12/18/2012		1/17/2013	16,115	15,789				0	326			
125	X	UNION PAC CORP	907818108		12/18/2012		1/28/2013	5,978	5,643				0	335			
126	X	VALERO ENERGY CORP NEW	91913Y100		12/18/2012		2/20/2013	4,968	3,730				0	1,238			
127	X	VALERO ENERGY CORP NEW	91913Y100		4/24/2013		12/9/2013	4,639	3,844				0	795			
128	X	VALERO ENERGY CORP NEW	91913Y100		4/24/2013		12/12/2013	924	769				0	155			
129	X	VALERO ENERGY CORP NEW	91913Y100		5/3/2013		12/12/2013	1,849	1,518				0	331			
130	X	VALERO ENERGY CORP NEW	91913Y100		7/19/2013		12/12/2013	2,311	1,732				0	579			
131	X	VERIZON COMMUNICATIONS	92343V104		4/18/2013		6/7/2013	2,964	3,122				0	-158			
132	X	VERIZON COMMUNICATIONS	92343V104		4/19/2013		6/7/2013	2,022	2,081				0	-59			
133	X	VERIZON COMMUNICATIONS	92343V104		3/26/2013		6/7/2013	1,516	1,486				0	30			
134	X	COMCAST CORP CL A	20030N101		12/18/2012		6/7/2013	3,277	2,997				0	280			
135	X	COMCAST CORP CL A	20030N101		12/18/2012		6/20/2013	4,886	4,496				0	390			
136	X	WALT DISNEY CO/THE	254887108		12/18/2012		2/1/2013	3,821	3,459				0	362			

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

										Totals	Gross Sales	Cost, Other Basis and Expenses		Net Gain or Loss	
Long Term CG Distributions		Amount								Capital Gains/Losses	2,802,318	2,273,195		329,123	
Short Term CG Distributions		157,512								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	WALT DISNEY CO/THE	254687106		12/18/2012		7/2/2013	3,802	2,965				0	837	
138	X	WALT DISNEY CO/THE	254687106		7/19/2013		8/16/2013	6,855	7,158				0	-303	
139	X	WALT DISNEY CO/THE	254687106		12/18/2012		8/16/2013	1,870	1,483				0	387	
140	X	E M C CORP MASS	268648102		12/18/2012		2/7/2013	3,196	3,323				0	-125	
141	X	E M C CORP MASS	268648102		12/18/2012		2/12/2013	4,650	4,856				0	-206	
142	X	EQUINIX INC	29444U502		3/4/2013		8/14/2013	2,345	2,765				0	-521	
143	X	HIGHBRIDGE DYNAMIC COM	48121A670		12/22/2011		8/9/2013	180	259				0	-79	
144	X	HIGHBRIDGE DYNAMIC COM	48121A670		12/17/2012		8/9/2013	48,550	59,000				0	-10,450	
145	X	LILLY ELI & CO	532457108		12/18/2012		4/24/2013	3,382	2,914				0	468	
146	X	LILLY ELI & CO	532457108		12/18/2012		5/24/2013	14,594	13,113				0	1,481	
147	X	MARATHON OIL CORP	565649106		12/18/2012		2/20/2013	3,471	3,088				0	383	
148	X	MEAD JOHNSON NUTRITION	582839108		12/18/2012		4/4/2013	10,563	9,297				0	1,266	
149	X	MONDELEZ INTERNATIONAL	606207105		12/18/2012		6/4/2013	7,948	7,030				0	918	
150	X	NATIONAL OILWELL VARCO II	637071101		8/18/2013		12/8/2013	5,622	5,616				0	6	
151	X	OCCIDENTAL PETROLEUM CO	874599106		12/18/2012		3/9/2013	4,696	4,644				0	52	
152	X	OCCIDENTAL PETROLEUM CO	874599105		7/18/2013		12/12/2013	4,562	4,610				0	-48	
153	X	EQUINIX INC	29444U502		3/7/2013		8/14/2013	3,281	4,099				0	-818	
154	X	EQUINIX INC	29444U502		3/1/2013		8/14/2013	863	1,062				0	-199	
155	X	EQUINIX INC	29444U502		3/1/2013		8/15/2013	6,276	8,071				0	-1,795	
156	X	EQUINIX INC	29444U502		6/7/2013		8/15/2013	2,478	2,889				0	-411	
157	X	EQUINIX INC	29444U502		7/19/2013		8/15/2013	4,625	5,570				0	-945	
158	X	EXPRESS SCRIPTS HOLDING	30219G108		7/19/2013		9/16/2013	7,241	7,317				0	-76	
159	X	EXPRESS SCRIPTS HOLDING	30219G108		12/18/2012		9/16/2013	1,975	1,860				0	115	
160	X	EXXON MOBIL CORP	30231G102		7/19/2013		8/23/2013	5,232	5,796				0	-564	

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

		11,726	2,062	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	2,062	2,062		
2	PY EXCISE TAX DUE	1,824			
3	ESTIMATED EXCISE PAYMENTS	7,840			

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

			10,484,565	10,268,913	12,035,450
		Basis of	Book Value	Book Value	FMV
		Valuation	Beq. of Year	End of Year	End of Year
1	Asset Description				
2	CENTERPOINT ENERGY INC		0	19,124	21,094
3	CHEVRONTXACO CORP		0	23,134	26,106
4	COCA-COLA CO USD		0	18,430	19,829
5	COMCAST CORP NEW CL A		0	28,406	34,817
6	COSTCO WHSL CORP NEW		0	20,622	23,685
7	DFA EMERG MKTS CORE EQUITY		0	556,000	578,288
8	DISNEY (WALT) COMPANY HOLDING CO		0	16,308	25,212
9	DOVER CORPORATION		0	21,702	29,927
10	DREYFUS INFLATION ADJUSTED SECS F		0	302,382	283,316
11	DREYFUS EMG MKT DEBT LOC C-I		0	105,000	101,302
12	DREYFUS PREM LT TRM HI YLD-R		0	295,000	313,974
13	DREYFUS PR GL R/E SEC FD CL I		0	187,468	222,653
14	DREYFUS GROWTH & VALUE FDS INC		0	124,420	170,851
15	DREYFUS/NEWTON INTERN EQTY-I		0	105,415	136,049
16	EXPRESS SCRIPTS HLDG CO		0	17,705	22,477
17	EXXON MOBIL CORP		0	20,497	23,276
18	FACEBOOK INC		0	8,006	12,023
19	FAMILY DLR STORES INC		0	13,320	12,994
20	FIDELITY NATL TITLE GROUP INC CL A		0	23,783	25,636
21	FREEMPORT-MCMORAN COPPER & GOLD		0	13,343	15,473
22	GENERAL ELECTRIC CO		0	26,067	32,234
23	GILEAD SCIENCES INC		0	12,806	25,534
24	GOOGLE INC		0	46,638	63,880
25	HALLIBURTON COMPANY COM		0	16,091	22,838
26	HARLEY DAVIDSON INC		0	22,909	27,004
27	HOME DEPOT INC USD 0 05		0	17,635	23,055
28	HONEYWELL INTL INC		0	23,027	31,066
29	INTERCONTINENTALEXCHANGE GRO		0	23,287	36,887
30	J P MORGAN CHASE & CO		0	15,363	19,298
31	JOHNSON CONTROLS INC		0	15,312	24,824
32	KLA TENCOR CORP		0	10,975	10,958
33	LAS VEGAS SANDS CORP		0	18,564	29,971
34	MARATHON OIL CORP		0	25,480	27,181
35	METLIFE INC		0	26,599	38,822
36	MONDELEZ INTERNATIONAL INC		0	18,435	24,004
37	NATIONAL-OILWELL INC		0	24,898	27,836
38	ASG MANAGED FUTURES STRAT-Y		0	176,000	190,908
39	ASG GLOBAL ALTERNATIVES FUND-Y		0	30,000	33,389
40	NUCOR CORP		0	17,646	21,352
41	OCWEN FINL CORP		0	17,448	20,516
42	PNC FINANCIAL SERVICES GROUP INC		0	16,823	22,498
43	PVH CORP		0	21,569	23,667
44	PEPSICO INC		0	30,890	34,005
45	PFIZER INC COM		0	31,454	33,693
46	PHILIP MORRIS INTERNATIONAL		0	20,004	20,040

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

		10,484,565	10,268,913	12,035,450
		Book Value	Book Value	FMV
		Beg of Year	End of Year	End of Year
Asset Description	Basis of Valuation			
47 PROCTER & GAMBLE CO COM		0	33,317	37,449
48 SALESFORCE COM INC		0	21,701	28,588
49 SCHLUMBERGER LIMITED COM		0	21,306	25,231
50 SEMPRA ENERGY		0	19,006	22,440
51 SERVICENOW INC		0	23,361	29,685
52 SHIRE PHARMACEUTICALS GROUP		0	18,200	27,128
53 SOUTHWESTERN ENERGY CO		0	29,149	31,857
54 STATE ST CORP COM		0	27,610	38,897
55 DREYFUS SELECT MGRS S/C GROWTH F		0	114,906	175,479
56 DREYFUS SELECT MANAGERS S/C VL-I		0	131,468	178,517
57 DREYFUS U S EQUITY FUND-I		0	509,746	761,751
58 DREYFUS PRE STRAT INTER ST-R		0	195,000	246,570
59 TCW EMERGING MARKETS INCOME FUNI		0	149,922	147,368
60 TAIWAN SEMICONDUCTOR ADR		0	17,816	18,312
61 TEVA PHARMACEUTICAL INDS ADR		0	26,793	27,655
62 THERMO ELECTRON CORP		0	17,785	18,707
63 UNION PACIFIC CORP		0	11,572	14,448
64 UNITED TECHNOLOGIES CORP		0	22,886	30,612
65 VALERO ENERGY CORP NEW		0	14,651	23,184
66 VERIZON COMMUNICATIONS INC		0	8,318	9,337
67 VIRTUS EMERGING MKTS OPPOR-I		0	556,000	531,512
68 VMWARE INC		0	11,556	12,559
69 WELLS FARGO & CO NEW		0	38,516	44,946
70 YAHOO INC		0	17,811	36,396
71 YUM BRANDS INC		0	20,260	21,927
72 MELLON OPTIMA L/S STRATEGY FD LLC		0	803,598	951,409
73 COMMIT TO PUR MELLON OPTIMA L/S FN		0	33,066	33,066
74 ACTAVIS PLC		0	19,873	23,184
76 AON CORP		0	26,816	37,750
76 ACCENTURE PLC IRELAND SHS CL A		0	7,080	8,222
77 EATON CORP PLC		0	23,193	31,209
78 INGERSOLL-RAND PLC		0	24,580	34,496
79 INVESCO LTD		0	27,384	36,400
80 AVAGO TECHNOLOGIES LTD		0	21,266	26,440
81 AT&T INC		0	9,660	9,845
82 ADOBE SYS INC COM		0	17,305	26,347
83 ADVANTAGE GLOBAL ALPHA-R		0	166,208	195,621
84 ALCATEL SPONSORED ADRS		0	20,675	23,452
85 ALLERGAN INC COM		0	20,319	20,883
86 AMAZON COM INC		0	25,284	37,486
87 AMGEN INC		0	28,040	27,379
88 APPLE COMPUTER INC COM		0	65,587	71,811
89 BNY MELLON INCOME STK FD CL M		0	159,562	240,261
90 BNY MELLON CORP BOND-M		0	575,000	565,298
91 BNY MELLON FOCUSED EQUITY OPP-M		0	476,444	699,104
92 BNY MELLON MID CAP STK FD CL M		0	619,750	843,450

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

		10,484,565	10,268,913	12,035,450
Asset Description		Book Value Beg. of Year	Book Value End of Year	FMV End of Year
93	BNY MELLON S/T US GVT SECS FD CL M	0	362,436	352,040
94	BNY MELLON INTERMEDIATE BOND FD C	0	400,698	418,115
95	BNY MELLON BOND FD CL M	0	1,369,998	1,394,713
96	BNY MELLON INTL FD CL M SHSS	0	159,046	282,041
97	BEAM INC	0	23,328	25,182
98	BRISTOL MYERS SQUIBB CO COM	0	26,018	29,764
99	CABOT OIL & GAS CORP	0	20,198	21,706
100	CAPITAL ONE FINL CORP COM	0	17,364	22,983
101	CATERPILLAR INC	0	19,669	19,978
102	CELANESE CORP DEL	0	16,827	21,018

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

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

1	COST BASIS ADJUSTMENT	1	3
2	LOSS OF PY SALES SETTLED IN CY	2	26,429
3	ROC BASIS ADJUSTMENT	3	192
4	Total	4	26,624

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

Long Term CG Distributions		Amount	Short Term CG Distributions		2 444 806		0		0		2 273 195		171,611		0		0		171 611	
		157 512	0																	
Description of Property Sold		CUISIP #	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 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses						
1	GILEAD SCIENCES INC	375558103		12/18/2012	5/13/2013	3 150		0	3 013	136					136					
2	GILEAD SCIENCES INC	375558103		12/18/2012	5/13/2013	3 801		0	2 938	863					863					
3	GILEAD SCIENCES INC	375558103		7/18/2013	9/16/2013	7 538		0	7 202	336					336					
4	GILEAD SCIENCES INC	375558103		12/18/2012	9/16/2013	1 884		0	1 130	754					754					
5	GLAXO SMITHKLINE PLC SPONS ADR	377333W105		7/18/2013	5/16/2013	4 800		0	4 067	-733					-733					
6	GLAXO SMITHKLINE PLC SPONS ADR	377333W105		7/18/2013	1/14/2013	3 124		0	3 131	-7					7					
7	GLAXO SMITHKLINE PLC SPONS ADR	377333W105		4/24/2013	1/14/2013	2 603		0	2 573	30					30					
8	OCCIDENTAL PETROLEUM CORP	074598106		12/18/2012	12/12/2013	912		0	774	138					138					
9	OCCIDENTAL PETROLEUM CORP	074598106		12/18/2012	12/16/2013	10 920		0	9 299	1 621					1 621					
10	PNC FINANCIAL SERVICES GROUP	069475106		7/18/2013	7/24/2013	6 348		0	8 495	-2 147					-2 147					
11	PNC FINANCIAL SERVICES GROUP	069475106		7/18/2013	7/26/2013	757		0	772	-15					15					
12	PNC FINANCIAL SERVICES GROUP	069475106		12/18/2012	7/26/2013	4 537		0	3 481	1 056					1 056					
13	PNC FINANCIAL SERVICES GROUP	069475106		12/18/2012	7/31/2013	3 614		0	2 900	714					714					
14	PFIZER INC	717081103		12/18/2012	2/4/2013	11 984		0	11 171	813					813					
15	PFIZER INC	717081103		12/18/2012	2/4/2013	5 513		0	4 524	989					989					
16	QUALCOMM INC	747525103		12/18/2012	2/4/2013	3 954		0	3 752	202					202					
17	QUALCOMM INC	747525103		12/18/2012	3/13/2013	3 338		0	3 126	212					212					
18	QUALCOMM INC	747525103		12/18/2012	4/17/2013	6 410		0	6 253	157					157					
19	QUALCOMM INC	747525103		12/18/2012	4/26/2013	5 612		0	5 322	290					290					
20	QUALCOMM INC	747525103		12/18/2012	6/17/2013	2 478		0	2 501	-23					23					
21	QUALCOMM INC	747525103		12/18/2012	7/3/2013	8 705		0	8 678	27					27					
22	SALESFORCE COM INC	794661302		7/18/2013	9/20/2013	4 772		0	3 631	1 141					1 141					
23	SALESFORCE COM INC	794661302		7/18/2013	10/3/2013	4 337		0	3 405	932					932					
24	SALESFORCE COM INC	794661302		12/18/2012	10/4/2013	542		0	424	118					118					
25	SANDISK CORP	80004C101		6/17/2013	7/26/2013	6 100		0	6 742	-642					-642					
26	SANDISK CORP	80004C101		6/18/2013	7/26/2013	5 552		0	6 256	-704					-704					
27	SANDISK CORP	80004C101		6/22/2013	7/26/2013	3 887		0	4 299	-382					-382					
28	SANDISK CORP	80004C101		7/18/2013	7/26/2013	5 552		0	6 302	-750					-750					
29	SCULLBERGER LTD	806857104		12/18/2012	2/13/2013	7 845		0	7 016	829					829					
30	SHIRE PLC	82481R108		7/18/2013	1/6/2013	5 891		0	4 417	1 474					1 474					
31	SOUTHWESTERN ENERGY CO	845487109		12/18/2012	3/22/2013	3 786		0	3 360	426					426					
32	VERIZON COMMUNICATIONS INC	82243V104		3/29/2013	7/18/2013	2 030		0	1 412	618					618					
33	VERIZON COMMUNICATIONS INC	82243V104		4/3/2013	7/18/2013	1 577		0	1 486	91					91					
34	VERIZON COMMUNICATIONS INC	82243V104		4/3/2013	7/23/2013	2 013		0	1 958	55					55					
35	VERIZON COMMUNICATIONS INC	82243V104		7/18/2013	7/23/2013	3 522		0	3 499	23					23					
36	YAHOO INC	084333106		3/7/2013	10/24/2013	4 304		0	2 981	1 343					1 343					
37	YAHOO INC	084333106		7/18/2013	10/24/2013	2 317		0	2 048	269					269					
38	COMMIT TO PUR MELLON OPTIMA US	090226080		12/21/2012	1/2/2013	22 590		0	22 000	590					590					
39	ALCATEL-LUCENT-SPONSORED ADR	06E000800		12/18/2012	12/19/2013	681		0	0	681					681					
40	ALLEGION PLC	00178J109		12/18/2012	1/2/2013	4 800		0	3 284	1 516					1 516					
41	ALLEGION PLC	00178J109		7/18/2013	1/2/2013	1 575		0	1 412	163					163					
42	ACCENTURE PLC-CL A	G1151C101		5/5/2013	5/5/2013	3 186		0	3 074	112					112					
43	ACCENTURE PLC-CL A	G1151C101		12/18/2012	7/10/2013	5 939		0	5 064	875					875					
44	ACCENTURE PLC-CL A	G1151C101		7/18/2013	10/24/2013	2 938		0	3 009	-71					71					
45	ACCENTURE PLC-CL A	G1151C101		12/18/2012	10/24/2013	1 486		0	1 416	70					70					
46	COVIEDER PLC	G2554F113		7/18/2013	10/22/2013	5 125		0	4 802	323					323					
47	GLAXO SMITHKLINE PLC SPONS ADR	377333W105		2/4/2013	12/16/2013	13 748		0	12 301	1 445					1 445					
48	GLAXO SMITHKLINE PLC SPONS ADR	377333W105		3/14/2013	12/16/2013	3 055		0	2 712	343					343					
49	GLAXO SMITHKLINE PLC SPONS ADR	377333W105		4/24/2013	12/16/2013	509		0	514	-5					5					
50	GOOGLE INC CL A	38259P908		7/18/2013	12/17/2013	4 287		0	5 580	-1 293					-1 293					
51	HALLIBURTON CO	406218101		12/18/2012	2/13/2013	4 691		0	4 052	639					639					
52	HALLIBURTON CO	406218101		7/18/2013	8/23/2013	5 332		0	5 036	296					296					
53	HOMER DEPOT INC	437078102		7/18/2013	8/16/2013	8 325		0	8 790	-465					-465					
54	HOMER DEPOT INC	437078102		12/18/2012	8/23/2013	5 141		0	4 406	735					735					
55	INTERNATIONAL BUSINESS MACHINES	456200101		8/15/2013	4/16/2013	2 801		0	3 182	-381					-381					
56	INTERNATIONAL BUSINESS MACHINES	456200101		4/2/2013	4/16/2013	3 052		0	3 416	-364					-364					
57	INTERNATIONAL BUSINESS MACHINES	456200101		12/18/2012	4/16/2013	14 496		0	14 808	-312					-312					
58	INTERNATIONAL BUSINESS MACHINES	456200101		12/18/2012	4/23/2013	4 417		0	4 482	-65					65					
59	INTERNATIONAL BUSINESS MACHINES	456200101		12/18/2012	7/18/2013	4 086		0	4 062	24					24					
60	INTERNATIONAL BUSINESS MACHINES	456200101		12/18/2012	10/17/2013	7 840		0	8 758	-918					-918					
61	INTERNATIONAL BUSINESS MACHINES	456200101		7/18/2013	10/17/2013	2 513		0	2 907	-394					-394					
62	HIGHBRIDGE DYNAMIC COMM STRAT	448121A670		5/2/2011	8/9/2013	84 322		0	119 872	-35 550					-35 550					
63	HIGHBRIDGE DYNAMIC COMM STRAT	448121A670		12/18/2012	8/9/2013	256		0	336	-80					80					
64	ACTAVIS INC	00507K103		12/18/2012	9/15/2013	273		0	177	96					96					
65	ACTAVIS INC CORP ACTION	00507K103		12/18/2012	10/7/2013	19 873		0	12 219	7 654					7 654					
66	ADORE SYSTEMS INC	00724F101		7/18/2013	10/24/2013	3 708		0	3 306	402					402					
67	ADORE SYSTEMS INC	00507K103		12/18/2012	3/14/2013	2 740		0	2 657	83					83					
68	ADORE SYSTEMS INC	00507K103		7/18/2013	9/16/2013	5 559		0	4 650	909					909					
69	ADORE SYSTEMS INC	00724F101		7/18/2013	12/16/2013	4 113		0	3 396	717					717					
70	AIR PRODS & CHEMS INC	006158106		12/18/2012	4/24/2013	10 275		0	10 024	251					251					
71	APPLE INC	037833100		12/18/2012	2/25/2013	3 185		0	3 674	-489					-489					
72	APPLE INC	037833100		12/18/2012	3/15/2013	3 016		0	3 674	-658					-658					
73	APPLE INC	037833100		12/18/2012	6/17/2013	6 484		0	7 872	-1 388					-1 388					
74	APPLE INC	037833100		12/18/2012	6/26/2013	9 138		0	12 071	-2 933					-2 933					
75	B & T CORPORATION	084937107		12/18/2012	4/15/2013	12 157		0	11 675	482					482					
76	BNY MELL US CORP EO 13036M	05569M852		2/16/2010	7/2/2013	573 794		0	422 751	151 043					151 043					
77	BNY MELLON EMERGING MKTS-B-M	05569M855		4/25/2003	7/16/2013	171 706		0	217 759	-45 999					-45 999					
78	BNY MELLON EMERGING MKTS-B-M	05569M855		12/22/2008	7/16/2013	177 040		0	110 806	66 240			</							

[illegible]

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

81,568											0	0
	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	105 684	NONE	NONE
2	BNY Mellon N.A.		P O Box 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-44 116	N/A	N/A

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/9/2013	2	1,960
3 Second quarter estimated tax payment	6/11/2013	3	1,960
4 Third quarter estimated tax payment	9/10/2013	4	1,960
5 Fourth quarter estimated tax payment	12/11/2013	5	1,960
6 Other payments		6	
7 Total		7	7,840

**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.