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OMB No 1545-0052

2013

Open to Public Inspection

Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private FoundationDepartment 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.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

SHARP EMMA O-OCHILTREE FOUNDATION-TR

A Employer identification number

23-7883781

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

BNY Mellon, N A - P O Box 185

B Telephone number (see instructions)

(412) 234-2281

City or town

State

ZIP code

Pittsburgh

PA

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) ▶ \$

6,286,972

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)
1 Contributions, gifts, grants, etc., received (attach schedule)	345,175			
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	122,375	122,375		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	489,603			
b Gross sales price for all assets on line 6a 1,488,878				
7 Capital gain net income (from Part IV, line 2)		489,603		
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	957,153	611,978	0	
13 Compensation of officers, directors, trustees, etc	53,993	32,396		21,597
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)	6,278	2,194		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	414	414		
24 Total operating and administrative expenses. Add lines 13 through 23	60,685	35,004	0	21,597
25 Contributions, gifts, grants paid	267,000			267,000
26 Total expenses and disbursements. Add lines 24 and 25	327,685	35,004	0	288,597
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	629,468			
b Net investment income (if negative, enter -0-)		576,974		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2013)

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Operating and Administrative Expenses

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Form 990-PF (2013) SHARP EMMA O-OCHILTREE FOUNDATION-TR

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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		22,140	22,140
	2 Savings and temporary cash investments	674,368	769,411	769,411
	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)	4,019,280	4,778,554	5,495,421
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	243,104		
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,936,752	5,570,105	6,286,972
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,936,752	5,570,105	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	4,936,752	5,570,105	
	31 Total liabilities and net assets/fund balances (see instructions)	4,936,752	5,570,105	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,936,752
2 Enter amount from Part I, line 27a	2	629,468
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	4,369
4 Add lines 1, 2, and 3	4	5,570,589
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	484
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,570,105

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	489,603
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	174,867	5,111,945	0.034208	
2011	338,427	4,614,019	0.073348	
2010	149,138	4,426,078	0.033695	
2009	112,840	2,512,454	0.044912	
2008	94,042	1,808,133	0.052011	
2 Total of line 1, column (d)			2	0.238174
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	0.047635
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4	5,778,558
5 Multiply line 4 by line 3			5	275,262
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	5,770
7 Add lines 5 and 6			7	281,032
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	288,597

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		5,770
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		5,770
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		5,770
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,109	
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		2,109
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		3,661
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
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
2 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
4b 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		
8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BNY MELLON, N A Telephone no. ► (412) 234-2281 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	54,813	NONE	NONE
BNY Mellon, N.A. P O Box 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT SEE ATTACHED	-14,523	N/A	N/A
JOHN C HARMON 120 FIFTH AVENUE PITTSBURGH, PA 15222	CO-TRUSTEE 00	13,703	NONE	NONE

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

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

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

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

Total number of others receiving over \$50,000 for professional services

▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	▶ NONE

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	5,122,075
b	Average of monthly cash balances	1b	744,481
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,866,556
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,866,556
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	87,998
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,778,558
6	Minimum investment return. Enter 5% of line 5	6	288,928

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	288,928
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,770
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,770
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	283,158
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	283,158
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	283,158

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	288,597
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	NONE
b	Program-related investments—total from Part IX-B		
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	288,597
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	5,770
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	282,827

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				283,158
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				5,241
e From 2012				
f Total of lines 3a through e	5,241			
4 Qualifying distributions for 2013 from Part XII, line 4 $\blacktriangleright$ \$ 288,597				
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				283,158
e Remaining amount distributed out of corpus	5,439			
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	10,680			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	10,680			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				5,241
d Excess from 2012				
e Excess from 2013				5,439

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

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a. The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

NOT APPLICABLE

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

NOT APPLICABLE

- c** Any submission deadlines

NOT APPLICABLE

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

NOT APPLICABLE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total				3a 267,000
b Approved for future payment 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	122,375	
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	489,603	
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		611,978	0
13	Total. Add line 12, columns (b), (d), and (e)				13 611,978	

(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 | |
| 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. | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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

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 and correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign
Here**


Signature of officer or trustee

5/5/2014

▶ **VICE PRESIDENT**

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Shawn P. Hanlon

Preparer's signature

[Signature] *CP*

Date _____

5/5/2014

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
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Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2013▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

SHARP EMMA O-OCHILTREE FOUNDATION-TR

Employer identification number

23-7883781

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization SHARP EMMA O-OCHILTREE FOUNDATION-TR	Employer identification number 23-7883781
--	--

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Name of organization SHARP EMMA O-OCHILTREE FOUNDATION-TR	Employer identification number 23-7883781
--	--

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions.) ► \$0
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
			
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
			
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
			
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
			
	For Prov	Country	

SHARP EMMA O-OCHILTREE FOUNDATION-TR

23-7883781 Page 1 of 4

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

Recipient(s) paid during the year

Name

THE MOOREFIELDS FOUNDATION

Street

2201 MOOREFIELDS ROAD

City

HILLSBOROUGH

State

NC

Zip Code

27278

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

15,000

Name

MADISON OGLETHORPE ANIMAL SHELTER

Street

1888 COLBERT DANIELSVILLE RD

City

DANIELSVILLE

State

GA

Zip Code

30633

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

TRIANGLE LAND CONSERVANCY

Street

514 SOUTH DUKE STREET

City

DURHAM

State

NC

Zip Code

27701

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

25,000

Name

NATIONAL PARKS FOUNDATION

Street

1201 EYE STREET, NW, SUITE 550B

City

WASHINGTON

State

DC

Zip Code

20005

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

THE SIERRA CLUB FOUNDATION

Street

85 SECOND STREET, SUITE 750

City

SAN FRANCISCO

State

CA

Zip Code

94105

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

NATIONAL SIERRA CLUB

Street

1807 2ND STREET, STE 45

City

SANTA FE

State

NM

Zip Code

87505

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

SHARP EMMA O-OCHILTREE FOUNDATION-TR

23-7883781 Page 2 of 4

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

Recipient(s) paid during the year

Name

ENVIROMENT NC RESEARCH & POLICY CNT

Street

112 S BLOUNT ST.

City

RALEIGH

State

NC

Zip Code

27601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

Name

THE BOYS AND GIRLS CLUB

Street

501 MARTIN LUTHER KING JR BLVD

City

JACKSONVILLE

State

TX

Zip Code

75766

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

ORANGE COUNTY DSS

Street

200 S CAMERON STREET, P O BOX 8181

City

HILLSBOROUGH

State

NC

Zip Code

27278

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

WORLD WILDLIFE FUND

Street

1250 24TH STREET, N W

City

WASHINGTON

State

DC

Zip Code

20037

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

UNC DEPT OF ILS

Street

216 LENOIR DRIVE

City

CHAPEL HILL

State

NC

Zip Code

27599

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

30,000

Name

CENTRE COLLEGE

Street

600 WEST WALNUT STREET

City

DANVILLE

State

KY

Zip Code

40422

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

SHARP EMMA O-OCHILTREE FOUNDATION-TR

23-7883781 Page 3 of 4

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

Recipient(s) paid during the year

Name

FIRST PRESBYTERIAN CHURCH

Street

237 2ND STREET NORTHWEST

City

HICKORY

State

NC

Zip Code

28601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

15,000

Name

CAMP MERRIE WOODE

Street

100 MERRIE-WOODE ROAD

City

SAPPHIRE

State

NC

Zip Code

28774

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

WOODWARD ACADEMY

Street

1662 RUGBY AVENUE

City

COLLEGE PARK

State

GA

Zip Code

30337

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

60,000

Name

CHAUTAUQUA FOUNDATION, INC

Street

P.O. BOX 28 ONE AMES AVE

City

CHAUTAUQUA

State

NY

Zip Code

14722

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

30,000

Name

HABITAT FOR HUMANITY OF ORANGE COUNTY

Street

88 VILCOM CENTER DRIVE, STE L110

City

CHAPEL HILL

State

NC

Zip Code

27514

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

PINK RIBBON STORY FOUNDATION

Street

2221 PEACHTREE ROAD, STE D600

City

ATLANTA

State

GA

Zip Code

30309

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

SHARP EMMA O-OCHILTREE FOUNDATION-TR

23-7883781 Page 4 of 4

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

Recipient(s) paid during the year

Name

ANNANDALE AT SUWANEE

Street

3500 ANNANDALE LANE

City

SUWANEE

State

GA

Zip Code

30024

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

20,000

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

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

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

**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 18 (990-PF) - Taxes

		6,278	2,194	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	2,194	2,194		
2	PY Excise Tax Due	1,975			
3	Estimated Excise Payments	2,109			

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

		414	414	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	OTHER MISC FEES- PARTNERSHIP K-1	414	414		

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

		4,019,280	4,778,554	5,495,421
Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1			0	
2 HILLSHIRE BRANDS CO/THE		0	13,251	14,379
3 HOME DEPOT INC USD 0 05		0	29,802	31,289
4 HONEYWELL INTL INC		0	22,696	24,670
5 INTERCONTINENTAL EXCHANGE GRO		0	7,678	13,945
6 INTERNATIONAL BUSINESS MACHINES C		0	5,945	6,002
7 INTUIT INC COM		0	12,429	18,317
8 ISHARES GSCI COMMODITY-INDEXED		0	53,635	54,723
9 J P MORGAN CHASE & CO		0	31,461	40,351
10 JOHNSON & JOHNSON COM		0	39,965	52,206
11 KROGER COMPANY COMMON		0	4,044	3,953
12 ELI LILLY & CO COM		0	26,834	27,540
13 MACYS INC		0	16,369	20,292
14 MARATHON PETROLEUM CORP		0	17,320	24,767
15 MASCO CORPORATION		0	8,576	9,108
16 MCKESSON CORPORATION		0	8,170	21,466
17 MEDTRONIC INC		0	3,735	4,017
18 MERCK & CO INC		0	2,268	3,854
19 METTLER-TOLEDO INTL INC		0	13,953	13,828
20 MICROSOFT CORP COM		0	13,484	15,338
21 MOODYS CORP		0	6,636	12,555
22 NEXTERA ENERGY INC		0	16,462	25,686
23 NIKE INC CL B		0	16,920	24,378
24 NORTHROP GRUMMAN CORP		0	506	573
25 OCCIDENTAL PETROLEUM CORPORATION		0	21,683	24,726
26 ORACLE CORPORATION		0	22,334	35,199
27 OSHKOSH TRUCK CORP		0	3,394	3,527
28 PACKAGING CORP AMER		0	15,466	17,086
29 PEPSICO INC		0	35,901	45,617
30 PFIZER INC COM		0	29,546	51,458
31 PHILIP MORRIS INTERNATIONAL		0	22,541	34,852
32 PHILLIPS 66		0	6,914	9,256
33 PRAXAIR INC		0	13,535	20,675
34 PRICE T ROWE GROUP INC		0	10,208	14,241
35 PROCTER & GAMBLE CO COM		0	9,167	9,769
36 PUBLIC STORAGE INC COM		0	19,336	18,684
37 QUALCOMM INC		0	2,338	4,455
38 RESMED INC		0	12,676	11,299
39 ROBERT HALF INTL INC		0	7,047	10,917
40 ROCKWELL INTL CORP NEW		0	3,652	4,017
41 RYDEX MANAGED FUTURES STRATEGY F		0	100,000	87,809
42 SLM CORP		0	17,226	18,133
43 SANDISK CORP COM		0	17,218	17,635
44 SCHLUMBERGER LIMITED COM		0	30,842	34,242
45 SIRONA DENTAL SYS INC		0	14,034	14,742
46 STATE ST CORP COM		0	3,955	4,403

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

		4,019,280	4,778,554	5,495,421
Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
47 DREYFUS SELECT MANAGERS S/C VL-I		0	125,000	180,080
48 DREYFUS PREM STRAT GLBL ST-I		0	248,000	358,342
49 SYMANTEC CORP		0	17,480	18,392
50 TARGET CORP		0	17,542	20,246
51 TERADATA CORP DEL		0	3,322	3,184
52 TEXAS INSTRUMENTS INC		0	14,085	17,564
53 TRAVELERS COS INC		0	3,392	3,622
54 UGI CORP NEW COM		0	13,970	14,926
55 UNION PACIFIC CORP		0	23,536	25,200
56 VALMONT INDS INC		0	6,174	6,561
57 VERISIGN INC		0	6,116	7,174
58 VERIZON COMMUNICATIONS INC		0	32,483	32,924
59 VIACOM INC NEW		0	17,533	19,215
60 VISA INC		0	21,386	27,835
61 WAL MART STORES INC		0	31,188	33,050
62 WELLS FARGO & CO NEW		0	26,750	44,038
63 WYNDHAM WORLDWIDE CORP		0	9,140	11,054
64 WYNN RESORTS LTD		0	4,444	5,438
65 XILINX INC		0	15,607	16,531
66 MELLON OPTIMA L/S STRATEGY FD LLC		0	248,015	282,605
67 COMMIT TO PUR MELLON OPTIMA L/S FN		0	9,822	9,822
68 ACCENTURE PLC IRELAND SHS CL A		0	15,347	16,444
69 SEAGATE TECHNOLOGY		0	4,767	6,178
70 XL GROUP PLC		0	3,988	4,139
71 TYCO INTERNATIONAL LTD		0	3,853	9,029
72 ABBOTT LABORATORIES		0	21,390	24,531
73 AECOM TECHNOLOGY CORP DELAWARE		0	3,760	3,532
74 ALLERGAN INC COM		0	17,200	21,105
75 ALTRIA GROUP INC		0	9,709	10,365
76 AMERICAN EXPRESS COMPANY		0	13,463	29,034
77 AMERICAN INTERNATIONAL GROUP		0	18,740	28,078
78 AMERIPRISE FINL INC		0	7,516	23,010
79 AMPHENOL CORP NEW		0	10,896	13,377
80 ANADARKO PETE CORP		0	14,749	20,623
81 APPLE COMPUTER INC COM		0	14,927	44,321
82 ARCHER DANIELS MIDLAND CO COM		0	19,018	19,964
83 BNY MELLON LARGE CAP STK FD CL M		0	624,645	512,736
84 BNY MELLON MID CAP STK FD CL M		0	221,172	273,615
85 BNY MELLON S/T US GVT SECS FD CL M		0	113,509	112,236
86 BNY MELLON SMALL CAP STK FD CL M S		0	41,385	58,960
87 BNY MELLON INTERMEDIATE BOND FD C		0	486,492	481,394
88 BNY MELLON BOND FD CL M		0	415,000	423,269
89 BNY MELLON EMERGING MKTS FD CL M S		0	345,000	337,533
90 BANK AMER CORP		0	35,537	39,548
91 BERKSHIRE HATHAWAY INC DEL CL B		0	7,740	8,062
92 BEST BUY INC COM		0	9,719	17,547

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
93	CBS CORP NEW		0	14,818	35,057
94	CBRE GROUP INC		0	7,345	10,783
95	CIGNA CORP COM		0	6,526	19,246
96	CSX CORP COM		0	3,617	4,028
97	CVS CORP		0	25,726	32,206
98	CELGENE CORP		0	22,112	23,993
99	LYONDELLBASELL INDU-CL A-W/I		0	9,546	18,464
100	AT&T INC		0	34,369	39,731
101	CENTURYTEL INC		0	7,528	7,644
102	CHESAPEAKE ENERGY CORP		0	16,730	17,912
103	CHEVRONTXACO CORP		0	11,320	11,617
104	CHUBB CORPORATION COM		0	10,939	20,292
105	CISCO SYS INC		0	30,876	32,972
106	CITIGROUP INC		0	3,883	4,169
107	COCA-COLA CO USD		0	4,185	4,544
108	COGNIZANT TECHNOLOGY SOLUTIONS		0	16,934	24,235
109	CONOCOPHILLIPS		0	13,258	13,424
110	CORRECTIONS CORP AMER NEW		0	15,236	14,111
111	DANAHER CORP COMMON		0	1,399	3,088
112	DILLARD'S INC CL A COM		0	6,287	7,777
113	DISNEY (WALT) COMPANY HOLDING CO		0	21,113	35,144
114	DREYFUS DIVERSIFIED INTL-I		0	150,000	177,480
115	EMC CORP(MASS) USD 0 01		0	22,721	26,910
116	EOG RES INC		0	12,083	18,462
117	EDISON INTL		0	9,132	9,260
118	EMERSON ELECTRIC COMPANY		0	3,894	4,211
119	ENERGIZER HLDGS INC		0	4,669	5,412
120	EXPRESS SCRIPTS HLDG CO		0	3,514	4,214
121	EXXON MOBIL CORP		0	932	50,600
122	FACEBOOK INC		0	9,410	16,395
123	FEDEX CORPORATION		0	16,631	26,022
124	FLUOR CORP NEW		0	14,985	20,875
125	FRANKLIN RES INC COM		0	4,043	4,618
126	GENERAL ELECTRIC CO		0	5,697	35,038
127	GOOGLE INC		0	21,019	24,656
128	GREEN MTN COFFEE INC		0	12,947	14,353
129	HANESBRANDS INC		0	14,874	16,162
130	HERSHEY FOODS CORPORATION COM		0	7,476	7,778
131	HEWLETT PACKARD COMPANY		0	15,121	20,146

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

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

1	GAIN ON PY SALES SETTLED IN CY	1	432
2	PARTNERSHIP ADJUSTMENT	2	3,937
3	Total	3	4,369

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

1	LYONDELLBASELL BASIS ADJUSTMENT	1	467
2	ADT CORP BASIS ADJUSTMENT	2	17
3	Total	3	484

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

Long Term CG Distributions		Short Term CG Distributions		Amount													
		218,830	0														
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/59	Adjusted Basis as of 12/31/59	Excess of FMV Over Adj Basis	0	272,773	272,773	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1	INFORMATICA CORP	45666Q102	8/16/2010	12/12/2013	77			0	63	15	0	0	0	0	0	0	15
2	INFORMATICA CORP	45666Q102	9/16/2010	12/12/2013	344			0	2,40	63	0	0	0	0	0	0	63
3	INFORMATICA CORP	45666Q102	9/16/2010	12/12/2013	493			0	427	186	0	0	0	0	0	0	186
4	INFORMATICA CORP	45666Q102	9/16/2010	12/12/2013	587			0	387	0	0	0	0	0	0	0	387
5	INTERCONTINENTAL EXCHANGE INC	45665V100	10/18/2011	9/30/2013	346			0	2,31	1,012	0	0	0	0	0	0	1,012
6	INTERCONTINENTAL EXCHANGE INC	45665V100	10/18/2011	9/30/2013	2,68			0	1,68	678	0	0	0	0	0	0	678
7	INTERCONTINENTAL EXCHANGE INC	45665V100	10/18/2011	9/30/2013	597			0	372	219	0	0	0	0	0	0	219
8	INTERNATIONAL BUSINESS MACHINES	459200101	10/19/2009	11/7/2013	21,301			0	13,526	7,775	0	0	0	0	0	0	7,775
9	INTERNATIONAL BUSINESS MACHINES	459200101	8/11/2010	11/7/2013	3,486			0	2,942	1,144	0	0	0	0	0	0	1,144
10	JP MORGAN CHASE & CO	46825H100	9/30/2013	11/18/2013	1,668			0	1,559	127	0	0	0	0	0	0	127
11	JP MORGAN CHASE & CO	46825H100	9/30/2013	11/18/2013	2,249			0	1,842	407	0	0	0	0	0	0	407
12	JP MORGAN CHASE & CO	46825H100	10/19/2009	12/12/2013	3,947			0	3,223	724	0	0	0	0	0	0	724
13	JOHNSON & JOHNSON	478160104	3/15/2013	9/30/2013	1,730			0	1,581	149	0	0	0	0	0	0	149
14	JOHNSON & JOHNSON	478160104	3/15/2013	10/18/2013	1,825			0	1,581	244	0	0	0	0	0	0	244
15	JOHNSON & JOHNSON	478160104	3/15/2013	12/12/2013	3,653			0	3,161	492	0	0	0	0	0	0	492
16	JUNIPER NETWORKS INC	48203R104	1/21/2013	9/30/2013	8,205			0	9,175	-970	0	0	0	0	0	0	-970
17	JUNIPER NETWORKS INC	48203R104	2/1/2013	9/30/2013	3,202			0	3,381	-379	0	0	0	0	0	0	-379
18	LILLY ELI & CO	53245T108	1/21/2013	9/30/2013	1,007			0	1,081	-74	0	0	0	0	0	0	-74
19	LILLY ELI & CO	53245T108	1/21/2013	10/18/2013	5,426			0	5,943	-517	0	0	0	0	0	0	-517
20	MARTIN MARIETTA MATLS INC	573284106	7/12/2013	10/18/2013	1,169			0	1,265	-96	0	0	0	0	0	0	-96
21	MARTIN MARIETTA MATLS INC	573284106	7/15/2013	10/18/2013	2,143			0	2,226	183	0	0	0	0	0	0	183
22	MARTIN MARIETTA MATLS INC	573284106	7/16/2013	10/18/2013	1,072			0	1,150	-78	0	0	0	0	0	0	-78
23	MARTIN MARIETTA MATLS INC	573284106	7/17/2013	10/18/2013	779			0	835	-56	0	0	0	0	0	0	-56
24	MARTIN MARIETTA MATLS INC	573284106	7/17/2013	10/18/2013	2,338			0	2,522	-184	0	0	0	0	0	0	-184
25	MCKESSON CORPORATION	58155Q103	1/4/2010	9/30/2013	2,565			0	1,264	1,301	0	0	0	0	0	0	1,301
26	MCKESSON CORPORATION	58155Q103	1/5/2010	9/30/2013</													

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

Long Term CG Distributions										Amount				
Short Term CG Distributions										216,830	0			
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	of FMV Over Adjusted Basis or Losses	Gains Minus Excess of FMV Over Adjusted Basis or Losses
85 APPLE INC	037833100		4/19/2010	3/5/2013	17,983			9,997	7,986				7,986	272,777
86 APPLE INC	037833100		10/19/2009	3/5/2013	3,860			1,701	2,159				2,159	
87 AUTOLIV INC	052800109		12/02/2012	2/25/2013	1,414			1,378	36				36	
88 AUTOLIV INC	052800109		12/24/2012	2/25/2013	450			443	7				7	
89 AUTOLIV INC	052800109		10/4/2012	2/25/2013	707			689	18				18	
90 AUTOLIV INC	052800109		2/25/2013	2/25/2013	1,894			1,091	793				793	
91 AUTOLIV INC	052800109		10/19/2009	2/27/2013	7,177			1,713	3,026				3,026	
92 BEAM INC	073730103		12/5/2012	9/30/2013	1,923			1,636	339				339	
93 BEAM INC	073730103		12/6/2012	9/30/2013	2,615			2,844	241				241	
94 BEAM INC	073730103		12/6/2012	9/30/2013	2,068			406	441				441	
95 BEAM INC	073730103		12/6/2012	9/30/2013	3,077			2,852	225				225	
96 BEAM INC	073730103		12/7/2012	9/30/2013	3,003			1,487	1,516				1,516	
97 BEAM INC	073730103		12/7/2012	9/30/2013	641			595	46				46	
98 BEAM INC	073730103		12/10/2012	9/30/2013	3,141			2,929	212				212	
99 BEAM INC	073730103		7/6/2012	9/30/2013	741			714	27				27	
100 AMERICAN TOWER CORP	03027X100		7/6/2012	11/19/2013	2,566			2,339	227				227	
101 AMERICAN TOWER CORP	03027X100		7/6/2012	11/19/2013	1,539			1,485	54				54	
102 BEAM INC	073730103		12/11/2012	9/30/2013	4,487			4,325	162				162	
103 BEAM INC	073730103		2/22/2013	9/30/2013	2,119			1,637	482				482	
104 PEPPER INC	717081103		7/18/2012	10/18/2013	6,559			4,735	1,824				1,824	
105 PEPPER INC	717081103		7/18/2012	10/18/2013	3,037			2,368	669				669	
106 PEPPER INC	717081103		10/19/2009	12/12/2013	911			543	368				368	
107 PHILIP MORRIS INTERNAT	718172109		2/25/2013	9/30/2013	17,344			18,582	-1,238				-1,238	
108 PHILIP MORRIS INTERNAT	718172109		2/25/2013	9/30/2013	4,351			4,846	-495				-495	
109 PHILIP MORRIS INTERNAT	718172109		2/26/2013	10/18/2013	1,740			1,834	-94				-94	
110 PHILIP MORRIS INTERNAT	718172109		2/26/2013	10/18/2013	1,926			1,834	-8				-8	
111 PHILIP MORRIS INTERNAT	718172109		12/5/2011	4/17/2013	2,371			1,873	498				498	
112 ROBERT HALF INTL INC	770323103		10/31/2011	11/19/2013	1,828			1,422	404				404	
113 PHILIP MORRIS INTERNAT	718172109		4/19/2010	9/30/2013	120			86	34				34	
114 PRAXAIR INC	74005P104		12/02/2012	3/27/2013	5,187			4,204	983				983	
115 T ROWE PRICE GROUP INC	74144T108		12/02/2012	9/30/2013	717			601	116				116	
116 T ROWE PRICE GROUP INC	74144T108		12/02/2012	9/30/2013	3,908									

Long Term CG Distributions	Amount
	216,830

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

Part VII, Line 1 (550-1) - Compensation of Officers, Directors, Trustees and Foundation Managers													53,993	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account		
	BNY Mellon, N A		P O Box 185	Pittsburgh	PA	15230-0185		TRUSTEE	SEE ATTAC	54,813	NONE	NONE		
1	BNY Mellon, N A		P O Box 185	Pittsburgh	PA	15230-0185		FEE REIMBURSEMENT CO-TRUSTEE	SEE ATTAC	-14,523	N/A	N/A		
2	JOHN C HARMON		120 FIFTH AVENUE	PITTSBURGH	PA	15222			0 00	13,703	NONE	NONE		
3														

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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment		
3 Second quarter estimated tax payment	7/9/2013	703
4 Third quarter estimated tax payment	10/6/2013	703
5 Fourth quarter estimated tax payment	1/9/2014	703
6 Other payments		
7 Total		2,109