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

Department of the Treasury
Internal Revenue Service

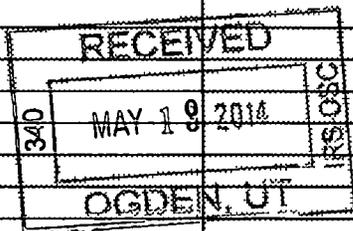
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Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation FRANK S. LUCENTE FOUNDATION		A Employer identification number 23-7949281
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1330	Room/suite	B Telephone number (see instructions)
City or town, state or province, country, and ZIP or foreign postal code SOMERSET PA 15501		C If exemption application is pending, check here ▶ <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 697,806	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 697,806 (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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,225	6,225		
	4 Dividends and interest from securities	11,089	11,089		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	33,562			
	b Gross sales price for all assets on line 6a 179,485				
	7 Capital gain net income (from Part IV, line 2)		33,562		
	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	50,876	50,876	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	4,947	4,947		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	895	895		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) STMT 2	133	133		
	24 Total operating and administrative expenses. Add lines 13 through 23	5,975	5,975	0	0
25 Contributions, gifts, grants paid	31,100			31,100	
26 Total expenses and disbursements. Add lines 24 and 25	37,075	5,975	0	31,100	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	13,801				
b Net investment income (if negative, enter -0-)		44,901			
c Adjusted net income (if negative, enter -0-)			0		



SCANNED MAY 19 2014

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash – non-interest-bearing		544	258	258
	2	Savings and temporary cash investments		17,955	18,835	18,835
	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 (att schedule) ▶ Less allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U.S. and state government obligations (attach schedule) STMT 3		10,697	19,351	19,351
	b	Investments – corporate stock (attach schedule) SEE STMT 4		341,285	413,715	413,715
	c	Investments – corporate bonds (attach schedule) SEE STMT 5		177,610	161,672	161,672
	11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶				
15	Other assets (describe ▶ SEE STATEMENT 6)		92,308	83,975	83,975	
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item 1)		640,399	697,806	697,806	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted		640,399	697,806	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds				
	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)		640,399	697,806		
31	Total liabilities and net assets/fund balances (see instructions)		640,399	697,806		

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	640,399
2	Enter amount from Part I, line 27a	2	13,801
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	43,916
4	Add lines 1, 2, and 3	4	698,116
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	310
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	697,806

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 WORKSHEET			
b			
c			
d			
e			

(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			
b			
c			
d			
e			

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			
b			
c			
d			
e			

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	33,562
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	3,224

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	30,850	626,332	0.049255
2011	29,415	625,670	0.047014
2010	17,600	612,543	0.028733
2009	14,700	385,703	0.038112
2008	14,000	300,611	0.046572

2 Total of line 1, column (d)	2	0.209686
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	0.041937
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	681,209
5 Multiply line 4 by line 3	5	28,568
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	449
7 Add lines 5 and 6	7	29,017
8 Enter qualifying distributions from Part XII, line 4	8	31,100

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	449
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	449
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	449
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	250
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	250
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	199
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	11	

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)? 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		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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	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 General Instruction G? If "No," attach explanation SEE STMT 9		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 ▶ SOMERSET TRUST CO. PO BOX 1330 Located at ▶ SOMERSET PA ZIP+4 ▶ 15501 Telephone no ▶ 814-445-9201			
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		▶ <input type="checkbox"/>
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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?	N/A	1c
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? If "Yes," list the years ▶ 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)? **N/A** **5b**

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** Yes No **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? **N/A** **7b**

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
FRANK E. LUCENTE 315 EAST 52ND STREET NEW YORK NY 10022	TRUSTEE 0.10	0	0	0
SOMERSET TRUST CO. PO BOX 1330 SOMERSET PA 15501	TRUSTEE 0.10	4,947	0	0

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 **0**

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 ▶

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 N/A	
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 N/A	
2	
3 All other program-related investments See instructions	

Total. Add lines 1 through 3 ▶

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	662,938
b	Average of monthly cash balances	1b	28,645
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	691,583
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	691,583
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	10,374
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	681,209
6	Minimum investment return. Enter 5% of line 5	6	34,060

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	34,060
2a	Tax on investment income for 2013 from Part VI, line 5	2a	449
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	449
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	33,611
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	33,611
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	33,611

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	31,100
b	Program-related investments – total from Part IX-B	1b	
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	31,100
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	449
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	30,651

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				33,611
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			31,029	
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				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 31,100				
a Applied to 2012, but not more than line 2a			31,029	
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				71
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))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				33,540
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)

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

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

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

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))
FRANK S. LUCENTE

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
N/A

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
N/A

b The form in which applications should be submitted and information and materials they should include
N/A

c Any submission deadlines
N/A

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

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				
MEYERSDALE BOROUGH 151 CENTER STREET MEYERSDALE PA 15552			PROMOTE COMMUNITY PROGRAMS & SAFETY	3,110
MEYERSDALE MEDICAL CENTER 200 HOSPITAL DRIVE MEYERSDALE PA 15552			PROMOTE HEALTH CARE	18,660
MEYERSDALE PUBLIC LIBRARY BOX 98 MEYERSDALE PA 15552			PROMOTE LITERACY THROUGH READING	3,110
MEYERSDALE VOLUNTEER FIRE GRANT STREET MEYERSDALE PA 15552			PROMOTE PUBLIC SAFETY	1,555
MEYERSDALE AREA AMBULANCE PO BOX 285 MEYERSDALE PA 15552			PROMOTE EMERGENCY HEALTH CARE TRANS.	1,555
ST. PHILIP & JAMES CHURCH 247 HIGH STREET MEYERSDALE PA 15552			PROMOTE RELIGIOUS ACTIVITIES	3,110
Total			▶ 3a	31,100
b Approved for future payment				
N/A				
Total			▶ 3b	

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2013

For calendar year 2013, or tax year beginning

and ending

Name
FRANK S. LUCENTE FOUNDATION

Employer Identification Number
23-7949281

(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.)
(1) EMC	P	01/18/13	05/08/13
(2) EMC	P	07/12/12	05/08/13
(3) EASTMAN CHEMICAL	P	08/13/12	05/02/13
(4) HCA HOLDINGS	P	06/14/13	11/22/13
(5) HUNTINGTON BANCSHARES	P	11/07/12	07/15/13
(6) HUNTINGTON BANCSHARES	P	11/07/12	07/30/13
(7) MONDELEZ INTL	P	11/07/12	05/20/13
(8) SPDR S&P 500	P	05/10/13	05/31/13
(9) SPDR S&P BITECH	P	11/14/12	07/02/13
(10) US BANCORP	P	12/03/12	05/31/13
(11) AT&T	P	03/05/10	08/01/13
(12) AT&T	P	09/12/08	08/01/13
(13) ALLERGAN	P	08/13/09	06/26/13
(14) ALLERGAN	P	03/05/10	06/26/13
(15) AMERICAN TOWER	P	08/13/09	08/12/13

(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)
(1) 1,698		1,768	-70
(2) 4,466		4,492	-26
(3) 3,160		2,620	540
(4) 6,427		5,859	568
(5) 1,475		1,116	359
(6) 1,314		984	330
(7) 2,791		2,410	381
(8) 4,953		4,908	45
(9) 2,607		2,019	588
(10) 5,800		5,291	509
(11) 1,873		1,325	548
(12) 2,509		2,219	290
(13) 2,949		1,868	1,081
(14) 3,209		2,298	911
(15) 346		163	183

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))
(1)			-70
(2)			-26
(3)			540
(4)			568
(5)			359
(6)			330
(7)			381
(8)			45
(9)			588
(10)			509
(11)			548
(12)			290
(13)			1,081
(14)			911
(15)			183

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2013

For calendar year 2013, or tax year beginning

, and ending

Name

FRANK S. LUCENTE FOUNDATION

Employer Identification Number

23-7949281

(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.)
(1) AMERICAN TOWER	P	07/02/12	08/12/13
(2) AMERICAN TOWER	P	03/05/10	08/12/13
(3) AMERICAN TOWER	P	01/11/12	08/12/13
(4) BAXTER INTL	P	02/14/12	05/20/13
(5) CMS ENERGY	P	03/18/11	05/31/13
(6) EXPRESS SCRIPTS	P	03/05/10	07/02/13
(7) EXPRESS SCRIPTS	P	02/06/12	07/02/13
(8) FEDERATED GNMA	P	04/07/08	11/12/13
(9) FEDERATED GNMA	P	01/21/98	11/12/13
(10) FEDERATED INCOME TRUST	P	04/07/08	11/12/13
(11) HEINZ	P	05/13/08	01/18/13
(12) HEINZ	P	05/13/08	02/14/13
(13) HEINZ	P	03/05/10	02/14/13
(14) INTEL	P	03/05/10	01/23/13
(15) INTEL	P	01/08/10	01/23/13

(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)
(1) 1,732		1,781	-49
(2) 2,286		1,438	848
(3) 3,186		2,838	348
(4) 6,772		5,302	1,470
(5) 4,311		3,018	1,293
(6) 747		597	150
(7) 5,479		4,380	1,099
(8) 367		368	-1
(9) 4,833		5,000	-167
(10) 5,200		5,276	-76
(11) 2,150		1,750	400
(12) 2,526		1,702	824
(13) 5,051		3,246	1,805
(14) 336		333	3
(15) 820		808	12

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))
(1)			-49
(2)			848
(3)			348
(4)			1,470
(5)			1,293
(6)			150
(7)			1,099
(8)			-1
(9)			-167
(10)			-76
(11)			400
(12)			824
(13)			1,805
(14)			3
(15)			12

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2013

For calendar year 2013, or tax year beginning

, and ending

Name

FRANK S. LUCENTE FOUNDATION

Employer Identification Number

23-7949281

(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.)
(1) INTEL	P	11/16/09	01/23/13
(2) JPMORGAN CHASE CAP	P	09/26/03	05/08/13
(3) JOHNSON & JOHNSON	P	03/18/04	05/15/13
(4) KBR	P	02/10/11	12/23/13
(5) KBR	P	08/08/11	12/23/13
(6) KBR	P	01/31/12	12/23/13
(7) MICROSOFT	P	03/05/10	08/01/13
(8) MICROSOFT	P	03/31/08	08/01/13
(9) OMNICOM GROUP	P	08/12/11	08/07/13
(10) OMNICOM GROUP	P	07/15/11	08/07/13
(11) ORACLE	P	12/12/11	08/06/13
(12) PEPSICO	P	03/31/08	01/18/13
(13) PHILLIP MORRIS INTL	P	07/15/11	01/18/13
(14) GUGGENHEIM S&P 500 EQUAL WEIGHT	P	05/14/10	07/02/13
(15) SCHLUMBERGER	P	05/14/10	04/23/13

(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)
(1) 2,039		1,968	71
(2) 5,000		5,000	
(3) 10,000		9,976	24
(4) 1,154		1,280	-126
(5) 1,912		1,692	220
(6) 2,246		2,389	-143
(7) 1,655		1,488	167
(8) 5,124		4,589	535
(9) 253		165	88
(10) 6,574		4,933	1,641
(11) 2,340		2,205	135
(12) 2,381		2,379	2
(13) 1,877		1,411	466
(14) 2,057		1,475	582
(15) 2,059		1,883	176

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))
(1)			71
(2)			
(3)			24
(4)			-126
(5)			220
(6)			-143
(7)			167
(8)			535
(9)			88
(10)			1,641
(11)			135
(12)			2
(13)			466
(14)			582
(15)			176

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2013

For calendar year 2013, or tax year beginning

, and ending

Name

Employer Identification Number

FRANK S. LUCENTE FOUNDATION

23-7949281

(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.)
(1) SECTOR SPDR TRUST	P	03/05/10	01/09/13
(2) SECTOR SPDR TRUST	P	04/26/10	01/09/13
(3) TJX COMPANIES	P	05/14/12	08/06/13
(4) TIME WARNER	P	09/09/10	05/02/13
(5) TIME WARNER	P	09/09/10	07/30/13
(6) TIME WARNER	P	09/26/11	07/30/13
(7) TIME WARNER	P	01/31/12	07/30/13
(8) US BANCORP	P	05/14/10	05/08/13
(9) US BANCORP	P	05/14/10	05/31/13
(10) UNITEDHEALTH GROUP	P	11/15/11	05/16/13
(11) UNITEDHEALTH GROUP	P	02/06/12	05/16/13
(12)			
(13)			
(14)			
(15)			

(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)
(1) 774		703	71
(2) 2,977		2,975	2
(3) 5,656		4,373	1,283
(4) 7,927		4,152	3,775
(5) 311		156	155
(6) 3,857		1,858	1,999
(7) 4,355		2,611	1,744
(8) 5,056		3,877	1,179
(9) 460		329	131
(10) 617		469	148
(11) 5,306		4,410	896
(12) 4,145			4,145
(13)			
(14)			
(15)			

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))
(1)			71
(2)			2
(3)			1,283
(4)			3,775
(5)			155
(6)			1,999
(7)			1,744
(8)			1,179
(9)			131
(10)			148
(11)			896
(12)			4,145
(13)			
(14)			
(15)			

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 895	\$ 895	\$	\$
TOTAL	\$ 895	\$ 895	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
ADVERTISING	84	84		
ADMINISTRATION EXPENSE	49	49		
TOTAL	\$ 133	\$ 133	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
10,000 LINN COUNTY IOWA	\$ 10,697	10,156	MARKET	\$ 10,156
10,000 FEDERAL HOME LOAN BANK		9,195	MARKET	9,195
TOTAL	\$ 10,697	\$ 19,351		\$ 19,351

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
400 SHARES CITIZENS NAT'L BANK	\$ 4,920	5,520	MARKET	\$ 5,520
29 SHARES SCHLUMBERGER LTD	2,010		MARKET	
600 SHARES SOMERSET TRUST HOLDING	18,000	21,300	MARKET	21,300
256 SHARES ORACLE	10,896	9,795	MARKET	9,795
200 SHARES JP MORGAN CHASE	5,088		MARKET	
29 SHARES APPLE COMPUTER	15,433	16,270	MARKET	16,270
162 SHARES CMS ENERGY	7,826	4,337	MARKET	4,337

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$	\$		\$
218 SHARES AT&T	11,529	7,665	MARKET	7,665
219 SHARES METLIFE	3,327	11,808	MARKET	11,808
127 SHARES ENSCO PLC	7,529	7,262	MARKET	7,262
76 SHARES CHEVRONTXACO	8,219	9,493	MARKET	9,493
557 SHARES CISCO SYSTEMS	3,714	12,494	MARKET	12,494
116 SHARES PHILLIP MORRIS	11,459	10,107	MARKET	10,107
100 SHARES EXPRESS SCRIPTS	5,400		MARKET	
177 SHARES EXXON MOBIL	15,319	17,912	MARKET	17,912
268 SHARES GENERAL ELECTRIC	5,625	7,512	MARKET	7,512
141 SHARES HEINZ H J	8,133		MARKET	
208 SHARES HOME DEPOT	12,865	17,127	MARKET	17,127
186 SHARES MICROSOFT	8,146	6,958	MARKET	6,958
159 SHARES PEPSICO	11,496	13,187	MARKET	13,187
102 SHARES OMNICOM GROUP	10,492	7,586	MARKET	7,586
96 SHARES UNITEDHEALTH GROUP	5,207		MARKET	
54 SHARES 3M	5,014	7,574	MARKET	7,574
84 SHARES UNITED TECHNOLOGIES	6,889	9,559	MARKET	9,559
270 SHARES TIME WARNER	12,914		MARKET	
79 SHARES VERIZON COMMUNICATIONS	3,418	3,882	MARKET	3,882
330 SHARES US BANCORP	10,540		MARKET	
71 SHARES ALLERGAN	6,513		MARKET	
109 SHARES AMERICAN TOWER	8,422		MARKET	
256 SHARES INTEL	8,413	6,644	MARKET	6,644
212 SHARES INTL PAPER	8,446	10,394	MARKET	10,394
223 SHARES SECTOR SPDR	3,655		MARKET	
259 SHARES JP MORGAN CHASE	11,388	15,146	MARKET	15,146
175 SHARES KBR	5,236		MARKET	
117 SHARES ACCENTURE	5,320	9,620	MARKET	9,620
91 SHARES MONDELEZ INTL	2,316		MARKET	
32 SHARES UNION PACIFIC	2,389	5,376	MARKET	5,376
182 SHARES PFIZER	2,332	5,575	MARKET	5,575
44 SHARES COSTCO	2,567	5,237	MARKET	5,237
93 SHARES BAXTER INTL	6,199		MARKET	
192 SHARES ECM	4,858		MARKET	
53 SHARES EASTMAN CHEMICAL	6,873	4,277	MARKET	4,277
333 SHARES HUNTINGDON BANSHARES	2,128		MARKET	
29 SHARES SPDR S&P BIOTECH	2,374	3,776	MARKET	3,776
49 SHARES PHILLIPS 66	2,602	3,779	MARKET	3,779
110 SHARES TJX	9,169	7,010	MARKET	7,010

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
291 SHARES GUGGENHEIM S&P 500	\$ 8,677	22,427	MARKET	\$ 22,427
100 SHARES AMERISOURCE BERGEN		7,031	MARKET	7,031
296 SHARES KROGER		11,701	MARKET	11,701
115 SHARES DELPHI AUTOMOTIVE		6,915	MARKET	6,915
246 SHARES CITIGROUP		12,819	MARKET	12,819
104 SHARES GILEAD SCIENCE		7,810	MARKET	7,810
86 SHARES STRYKER		6,462	MARKET	6,462
70 SHARES GOLDMAN SACHS		12,408	MARKET	12,408
148 SHARES ROBERT HALF		6,215	MARKET	6,215
444 SHARES STAPLES		7,055	MARKET	7,055
84 SHARES SPDR S&P 500		15,514	MARKET	15,514
84 SHARES WHIRLPOOL		13,176	MARKET	13,176
TOTAL	\$ 341,285	\$ 413,715		\$ 413,715

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
10,000 JOHNSON & JOHNSON	\$ 10,129	5,211	MARKET	\$ 5,211
5,000 GOLDMAN SACHS GROUP	5,391	11,141	MARKET	11,141
10,000 GENERAL ELECTRIC	11,438	11,462	MARKET	11,462
10,000 WELLS FARGO	11,927	11,303	MARKET	11,303
10,000 ARCHER DANIELS	11,971	10,314	MARKET	10,314
10,000 WALMART STORES	10,506	10,267	MARKET	10,267
10,000 AT&T	10,426	10,466	MARKET	10,466
10,000 SHELL OIL	10,681	5,234	MARKET	5,234
5,000 JOHN DEERE	5,338	10,750	MARKET	10,750
10,000 JPMORGAN CHASE	11,288	10,810	MARKET	10,810
10,000 SCHWAB CHARLES	11,301	10,012	MARKET	10,012
10,000 UPS	10,757	10,012	MARKET	10,012
10,000 PEPSICO	10,717	10,192	MARKET	10,192
10,000 MICROSOFT	10,792	10,240	MARKET	10,240
10,000 WESTPAC BANKING	9,870	4,989	MARKET	4,989
5,000 HEWLETT PACKARD	4,845	9,974	MARKET	9,974
10,000 INTL BUSINESS MACHINES	10,106	9,295	MARKET	9,295
10,000 KIMBERLY CLARK	10,127			
TOTAL	\$ 177,610	\$ 161,672		\$ 161,672

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
1047.372 SHARES FEDERATED GNMA TRUST	\$ 17,395	\$ 11,406	\$ 11,406
1902.545 FEDERATED INVT SERIES	18,322	17,656	17,656
894.774 SHARES FEDERATED INCOME	14,887	9,091	9,091
1575.655 SHARES FEDERATED TOTAL RETU	18,010	17,159	17,159
496.287 SHARES FEDERATED KAUFMANN SM	11,737	13,990	13,990
2381.961 SHARES FEDERATED KAUFMAN	11,957	14,673	14,673
TOTAL	\$ 92,308	\$ 83,975	\$ 83,975

Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
UNREALIZED APPRECIATION ON ASSETS	\$ 43,916
TOTAL	\$ 43,916

Statement 8 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
EXCISE TAX	\$ 310
TOTAL	\$ 310

**Statement 9 - Form 990-PF, Part VII-A, Line 8b - Not Filing with Attorney General
Explanation**

Description
EXEMPT - CONTRIBUTIONS LESS THAN \$ 25,000

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
FRANK S. LUCENTE	\$
TOTAL	\$ 0