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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue ServiceDo 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

BEELS KENNETH W-CHAR TR

A Employer identification number

25-6770248

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)

(814) 874-5206

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 changeD 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 foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ☐ \$

5,664,594

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	100,240	100,053		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	398,298			
b Gross sales price for all assets on line 6a	1,659,442			
7 Capital gain net income (from Part IV, line 2)		398,298		
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	498,538	498,351	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	70,986	42,592		28,394
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)	7,147	2,256		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	78,133	44,848	0	28,394
25 Contributions, gifts, grants paid	224,900			224,900
26 Total expenses and disbursements. Add lines 24 and 25	303,033	44,848	0	253,294
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	195,505			
b Net investment income (if negative, enter -0-)		453,503		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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Form 990-PF (2013) BEELS KENNETH W-CHAR TR

25-6770248

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	499,746	333,601	333,601	
	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)	4,277,852	4,635,146	5,330,993		
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,777,598	4,968,747	5,664,594		
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	4,777,598	4,968,747		
	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)	4,777,598	4,968,747			
31	Total liabilities and net assets/fund balances (see instructions)	4,777,598	4,968,747			

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	4,777,598
2	Enter amount from Part I, line 27a	2	195,505
3	Other increases not included in line 2 (itemize) <u>WASH SALE ADJUSTMENT</u>	3	605
4	Add lines 1, 2, and 3	4	4,973,708
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	4,961
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,968,747

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	398,298
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	257,812	5,142,957	0.050129
2011	275,945	5,312,313	0.051944
2010	254,890	5,113,309	0.049848
2009	170,886	4,661,772	0.036657
2008	359,352	5,646,731	0.063639
2 Total of line 1, column (d)			2 0.252217
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 0.050443
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 5,418,059
5 Multiply line 4 by line 3			5 273,303
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,535
7 Add lines 5 and 6			7 277,838
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			8 253,294

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			
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	9,070	
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	9,070	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,868	
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	2,868	
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	6,202	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11	0	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ BNY MELLON, N.A. Telephone no ▶ (814) 874-5206 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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				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)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b	N/A		
6b		X	
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	61,427	NONE	NONE
BNY Mellon, N.A. P O Box 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-16,077	N/A	N/A
ROBERT W MCFATE 3178B ROUTE 257 PO BOX 407 SENECA, PA 16346	CO-TRUSTEE 1 00	25,636	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	5,016,743
b	Average of monthly cash balances	1b	483,825
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,500,568
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	5,500,568
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	82,509
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,418,059
6	Minimum investment return. Enter 5% of line 5	6	270,903

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	270,903
2a	Tax on investment income for 2013 from Part VI, line 5	2a	9,070
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,070
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	261,833
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	261,833
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	261,833

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	253,294
b	Program-related investments—total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	253,294
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	253,294

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				261,833
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	18,973			
b From 2009				
c From 2010	2,341			
d From 2011	12,019			
e From 2012	3,532			
f Total of lines 3a through e	36,865			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 253,294				
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				253,294
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))	8,539			8,539
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	28,326			
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)	10,434			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	17,892			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010	2,341			
c Excess from 2011	12,019			
d Excess from 2012	3,532			
e Excess from 2013				

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

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

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

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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	224,900
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	NONE

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

Check "x" to include in Part IV		Amount		CUSIP #	Description	Purchaser	Check "x" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
		Long Term CG Distributions	Short Term CG Distributions														
			37,676														
1	X	ENSCO PLC-CL A		G3157S06				3/24/2011		4/15/2013	9,783	10,371					-588
2	X	ENSCO PLC-CL A		G3157S06				3/23/2011		4/17/2013	3,640	3,984					-344
3	X	ENSCO PLC-CL A		G3157S06				3/24/2011		4/17/2013	8,840	9,795					-955
4	X	AMPHENOL CORP NEW		03209S101				3/7/2013		12/12/2013	5,362	4,572					790
5	X	TYCO INTERNATIONAL LTD		H89128104				12/26/2012		11/19/2013	3,374	2,617					757
6	X	ANADARKO PETROLEUM CORP		032511107				12/27/2012		9/27/2013	945	795					150
7	X	TYCO INTERNATIONAL LTD		H89128104				12/27/2012		11/19/2013	4,873	3,754					1,119
8	X	ANADARKO PETROLEUM CORP		032511107				12/26/2012		9/27/2013	2,834	2,382					452
9	X	TYCO INTERNATIONAL LTD		H89128104				3/16/2009		11/19/2013	5,623	4,128					1,495
10	X	LYONDELLBASELL INDU -CL A		N53745100				4/27/2012		4/15/2013	5,020	4,426					594
11	X	APACHE CORP		037411105				1/31/2007		2/14/2013	11,279	10,145					1,134
12	X	APACHE CORP		037411105				1/31/2007		2/14/2013	10,832	10,145					687
13	X	LYONDELLBASELL INDU -CL A		N53745100				4/27/2012		4/15/2013	2,789	2,301					488
14	X	LYONDELLBASELL INDU -CL A		N53745100				4/27/2012		4/15/2013	1,673	1,324					349
15	X	LYONDELLBASELL INDU -CL A		N53745100				4/27/2012		4/16/2013	3,969	3,090					879
16	X	APPLE INC		037833100				7/8/2008		1/31/2013	12,774	4,955					7,819
17	X	AMERIPRISE FINANCIAL INC		03076C106				1/21/2009		3/27/2013	5,838	1,533					4,305
18	X	APPLE INC		037833100				7/8/2008		3/5/2013	18,012	7,432					10,580
19	X	APPLE INC		037833100				9/4/2009		3/5/2013	3,860	1,512					2,348
20	X	AMERIPRISE FINANCIAL INC		03076C106				12/1/2009		9/27/2013	7,303	1,533					5,770
21	X	APPLE INC		037833100				9/4/2009		9/27/2013	10,132	3,927					6,205
22	X	AMPHENOL CORP NEW		03209S101				3/6/2013		12/12/2013	4,766	4,078					688
23	X	AMPHENOL CORP NEW		03209S101				3/7/2013		12/12/2013	85	73					12
24	X	APPLE INC		037833100				7/28/2008		9/27/2013	965	320					645
25	X	AUTOLIV INC		052800109				1/23/2012		2/22/2013	1,722	1,662					60
26	X	BEAM INC		073730103				12/10/2012		9/27/2013	3,538	3,288					250
27	X	BEAM INC		073730103				2/22/2013		9/27/2013	4,503	4,325					178
28	X	C B R E GROUP INC		12504L109				1/23/2012		4/19/2013	2,116	1,621					495
29	X	BEAM INC		073730103				2/25/2013		9/27/2013	5,790	5,535					255
30	X	BEAM INC		073730103				1/17/2012		9/27/2013	1,801	1,617					184
31	X	BEST BUY INC		086516101				3/18/2013		9/27/2013	12,629	7,376					5,253
32	X	BEST BUY INC		086516101				3/19/2013		9/27/2013	8,988	5,233					3,755
33	X	C B R E GROUP INC		12504L109				12/3/2012		12/12/2013	2,471	1,802					669
34	X	C B R E GROUP INC		12504L109				12/3/2012		12/12/2013	2,841	2,055					786
35	X	C B S CORP-CLASS B		124857202				1/26/2012		9/27/2013	2,232	1,149					1,083
36	X	C B S CORP-CLASS B		124857202				1/27/2012		9/27/2013	3,349	1,723					1,626
37	X	C B S CORP-CLASS B		124857202				5/6/2011		9/27/2013	13,953	6,710					7,243
38	X	C B R E GROUP INC		12504L109				12/10/2012		4/17/2013	1,254	1,019					235
39	X	C B R E GROUP INC		12504L109				12/6/2012		4/17/2013	1,183	938					245
40	X	C B R E GROUP INC		12504L109				12/6/2012		4/18/2013	1,413	1,126					287
41	X	C B R E GROUP INC		12504L109				12/5/2012		4/18/2013	589	468					121
42	X	C B R E GROUP INC		12504L109				12/5/2012		4/19/2013	2,469	1,966					503
43	X	C B R E GROUP INC		12504L109				1/23/2012		12/12/2013	618	446					172
44	X	CIGNA CORP		12509109				6/19/2009		9/27/2013	2,325	745					1,580
45	X	CIGNA CORP		12509109				6/19/2009		9/27/2013	5,424	1,747					3,677
46	X	CIGNA CORP		12509109				6/22/2009		9/27/2013	775	244					531
47	X	CVS CAREMARK CORP		12650100				4/19/2013		9/27/2013	1,675	1,672					3
48	X	CVS CAREMARK CORP		12650100				4/17/2013		9/27/2013	1,213	1,201					12
49	X	CAPITAL ONE FINANCIAL CORP		14040H105				9/30/2010		9/27/2013	17,239	9,898					7,341
50	X	CAPITAL ONE FINANCIAL CORP		14040H105				9/3/2012		9/27/2013	2,758	2,238					520
51	X	CARNIVAL CORP		133658300				7/1/2010		2/25/2013	10,768	9,681					1,087
52	X	CHUBB CORP		171232101				4/18/2013		9/27/2013	996	956					30
53	X	CHUBB CORP		171232101				4/18/2013		9/27/2013	1,882	1,827					55
54	X	CHUBB CORP		171232101				4/19/2013		9/27/2013	4,302	4,214					88
55	X	CHUBB CORP		171232101				1/31/2007		9/27/2013	1,792	1,040					752
56	X	CHUBB CORP		171232101				1/31/2007		9/27/2013	4,659	2,599					2,060
57	X	CISCO SYSTEMS INC		17275R102				1/17/2013		9/27/2013	4,408	3,994					414
58	X	COCA-COLA ENTERPRISES INC		19122T109				2/17/2012		4/23/2013	2,288	1,789					499
59	X	COCA-COLA ENTERPRISES INC		19122T109				2/16/2012		4/23/2013	7,207	5,654					1,553
60	X	COCA-COLA ENTERPRISES INC		19122T109				2/17/2012		4/23/2013	6,467	5,049					1,418
61	X	COCA-COLA ENTERPRISES INC		19122T109				2/17/2012		4/23/2013	17,639	17,408					231
62	X	COGNIZANT TECHNOLOGY S		192446102				1/17/2013		9/27/2013	2,478	2,357					121
63	X	COGNIZANT TECHNOLOGY S		192446102				1/18/2013		9/27/2013	3,304	3,172					132
64	X	COGNIZANT TECHNOLOGY S		192446102				4/28/2012		9/27/2013	3,304	3,290					14
65	X	COGNIZANT TECHNOLOGY S		192446102				3/30/2012		9/27/2013	1,652	1,541					111
66	X	CONAGRA FOODS INC		205887102				11/27/2012		9/27/2013	9,367	9,190					177
67	X	CONAGRA FOODS INC		205887102				12/6/2012		9/27/2013	4,533	4,450					83

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

Long Term CG Distributions										Amount	
Short Term CG Distributions										37,676	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Totals		Net Gain or Loss
									Gross Sales	Cost, Other Basis and Expenses	
69	X	CONOCOPHILLIPS			11/15/2001		3/18/2013	8,782	2,894	0	5,888
70	X	C B R E GROUP INC			12/7/2012		4/17/2013	497	395	0	102
71	X	C B R E GROUP INC			12/7/2012		4/17/2013	2,508	2,014	0	494
72	X	CONOCOPHILLIPS			11/15/2001		3/19/2013	1,180	390	0	790
73	X	AUTOLIV INC			12/3/2012		2/25/2013	327	320	0	7
74	X	AUTOLIV INC			12/4/2012		2/25/2013	849	826	0	23
75	X	AUTOLIV INC			12/4/2012		2/25/2013	653	633	0	20
76	X	AUTOLIV INC			1/20/2012		2/25/2013	1,241	1,190	0	51
77	X	AUTOLIV INC			5/29/2009		2/26/2013	643	275	0	368
78	X	AUTOLIV INC			1/20/2012		2/26/2013	321	313	0	8
79	X	AUTOLIV INC			1/24/2012		2/26/2013	771	751	0	20
80	X	AUTOLIV INC			5/28/2009		2/26/2013	2,892	1,167	0	1,725
81	X	AUTOLIV INC			5/28/2009		2/27/2013	7,435	2,961	0	4,454
82	X	BANK OF AMERICA CORP			5/9/2009		9/27/2013	833	819	0	14
83	X	BANK OF AMERICA CORP			6/17/2009		9/27/2013	1,111	1,091	0	20
84	X	BEAM INC			12/5/2012		9/27/2013	129	115	0	14
85	X	BEAM INC			12/6/2012		9/27/2013	4,568	4,164	0	404
86	X	BEAM INC			12/6/2012		9/27/2013	3,217	2,938	0	279
87	X	BEAM INC			12/6/2012		9/27/2013	515	463	0	52
88	X	BEAM INC			12/7/2012		9/27/2013	3,603	3,327	0	276
89	X	BEAM INC			12/7/2012		9/27/2013	1,866	1,725	0	141
90	X	BEAM INC			12/10/2012		9/27/2013	708	655	0	53
91	X	PRAXAIR INC			2/4/2005		9/27/2013	5,655	2,073	0	3,582
92	X	PRAXAIR INC			2/4/2005		10/18/2013	1,242	441	0	801
93	X	T ROWE PRICE GROUP INC			1/20/2012		3/27/2013	5,927	4,805	0	1,122
94	X	QUALCOMM INC			1/6/2010		3/15/2013	5,211	3,845	0	1,366
95	X	QUALCOMM INC			8/11/2010		3/15/2013	3,908	2,361	0	1,547
96	X	QUALCOMM INC			8/11/2010		9/27/2013	3,367	1,963	0	1,404
97	X	QUALCOMM INC			3/3/2010		10/18/2013	18,491	10,523	0	7,968
98	X	QUALCOMM INC			8/11/2010		10/18/2013	2,739	1,569	0	1,170
99	X	QUALCOMM INC			8/11/2010		10/18/2013	685	393	0	292
100	X	QUALCOMM INC			8/11/2010		10/18/2013	4,109	2,354	0	1,755
101	X	RALCORP HLDGS INC NEW			3/27/2012		1/29/2013	3,600	2,940	0	660
102	X	RALCORP HLDGS INC NEW			3/28/2012		1/29/2013	2,700	2,208	0	492
103	X	RALCORP HLDGS INC NEW			3/29/2012		1/29/2013	1,800	1,472	0	328
104	X	RALCORP HLDGS INC NEW			3/30/2012		1/29/2013	2,700	2,219	0	481
105	X	SKYWORKS SOLUTIONS INC			12/5/2012		3/15/2013	5,867	6,322	0	-455
106	X	RALCORP HLDGS INC NEW			4/2/2012		1/29/2013	2,700	2,214	0	486
107	X	ROBERT HALF INTL INC			12/5/2011		4/17/2013	991	783	0	208
108	X	ROBERT HALF INTL INC			12/2/2011		4/17/2013	2,194	1,681	0	513
109	X	ROBERT HALF INTL INC			12/2/2011		4/18/2013	1,403	1,084	0	319
110	X	ROBERT HALF INTL INC			9/27/2013		10/18/2013	407	390	0	17
111	X	ROBERT HALF INTL INC			12/2/2011		10/18/2013	2,847	1,897	0	950
112	X	SANOFI			7/25/2012		2/26/2013	5,558	4,513	0	1,045
113	X	SANOFI			7/23/2012		2/27/2013	10,248	8,265	0	1,983
114	X	SANOFI			80105N105		2/27/2013	1,437	1,163	0	274
115	X	SANOFI			7/25/2012		2/27/2013	9,691	7,860	0	1,831
116	X	SANOFI			7/24/2012		2/27/2013	1,808	1,443	0	365
117	X	SKYWORKS SOLUTIONS INC			12/5/2012		3/18/2013	6,040	6,557	0	-517
118	X	SANOFI			7/24/2012		8/28/2013	5,055	3,803	0	1,252
119	X	TERADATA CORPORATION			1/31/2013		9/27/2013	564	669	0	-105
120	X	TERADATA CORPORATION			3/2/2011		11/19/2013	6,061	6,359	0	-288
121	X	TERADATA CORPORATION			3/3/2011		11/19/2013	1,628	1,795	0	-167
122	X	TERADATA CORPORATION			1/31/2013		11/19/2013	2,714	4,014	0	-1,300
123	X	TESORO CORPORATION			9/27/2013		10/18/2013	4,816	4,483	0	333
124	X	TESORO CORPORATION			9/27/2013		11/19/2013	561	448	0	113
125	X	TRANSCANADA CORP			10/19/2011		9/27/2013	14,567	14,087	0	500
126	X	TWENTY-FIRST CENTURY FO			1/14/2004		9/27/2013	8,636	4,277	0	4,359
127	X	TWENTY-FIRST CENTURY FO			1/15/2004		9/27/2013	12,954	6,425	0	6,529
128	X	TWENTY-FIRST CENTURY FO			6/23/2004		9/27/2013	19,264	9,112	0	10,152
129	X	TWENTY-FIRST CENTURY FO			4/28/2005		9/27/2013	2,657	1,113	0	1,544
130	X	U G I CORP NEW			9/27/2013		10/18/2013	399	390	0	9
131	X	UNILEVER PLC ADR			12/14/2009		2/25/2013	3,010	2,349	0	661
132	X	UNILEVER PLC ADR			12/11/2009		2/26/2013	2,348	1,842	0	506
133	X	UNILEVER PLC ADR			12/14/2009		2/26/2013	9,547	7,541	0	2,006
134	X	UNILEVER PLC ADR			12/11/2009		2/26/2013	2,739	2,147	0	592
135	X	UNILEVER PLC ADR			12/11/2009		4/30/2013	2,990	2,116	0	874
136	X	UNILEVER PLC ADR			12/11/2009		4/30/2013	475	337	0	138

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

Long Term CG Distributions															Amount	
Short Term CG Distributions															37,676	
Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss		
137	X	UNILEVER PLC ADR	904767704		5/27/2010		4/30/2013	2,635	1,658				0	977		
138	X	UNILEVER PLC ADR	904767704		5/27/2010		5/1/2013	2,992	1,876				0	1,116		
139	X	UNILEVER PLC ADR	904767704		5/27/2010		9/27/2013	5,155	3,534				0	1,621		
140	X	UNILEVER PLC ADR	904767704		5/27/2010		9/27/2013	9,914	6,785				0	3,129		
141	X	VALERO ENERGY CORP NEW	91913Y100		9/27/2012		11/19/2013	21,073	16,811				0	4,262		
142	X	SANOI	80105N105		7/24/2012		8/28/2013	11,631	8,769				0	2,862		
143	X	SCHLUMBERGER LTD	806857108		2/14/2013		9/27/2013	5,328	4,901				0	427		
144	X	VERISIGN INC	92343E102		9/27/2013		10/18/2013	4,205	4,090				0	115		
145	X	VIACOM INC-CLASS B	92553P201		8/28/2013		9/27/2013	17,713	16,691				0	1,022		
146	X	VMWARE INC-CLASS A	928563402		9/9/2011		1/30/2013	4,515	5,079				0	-564		
147	X	VMWARE INC-CLASS A	928563402		9/9/2011		1/30/2013	7,161	8,086				0	-925		
148	X	VMWARE INC-CLASS A	928563402		10/11/2011		1/30/2013	3,114	3,610				0	-496		
149	X	WAL MART STORES INC	931142103		4/15/2013		9/6/2013	9,457	10,254				0	-797		
150	X	WAL MART STORES INC	931142103		2/27/2013		9/6/2013	16,731	16,424				0	307		
151	X	WAL MART STORES INC	931142103		2/26/2013		9/9/2013	5,856	5,694				0	162		
152	X	WAL MART STORES INC	931142103		2/27/2013		9/9/2013	7,321	7,141				0	180		
153	X	WELLS FARGO & COMPANY	949746101		9/13/2010		3/27/2013	7,760	5,535				0	2,225		
154	X	WELLS FARGO & COMPANY	949746101		9/27/2010		9/27/2013	1,848	1,249				0	599		
155	X	WELLS FARGO & COMPANY	949746101		9/27/2010		9/27/2013	832	499				0	333		
156	X	WELLS FARGO & COMPANY	949746101		9/27/2010		9/27/2013	2,911	1,745				0	1,166		
157	X	ALLSCRIPTS HEALTHCARE S	01988P108		8/11/2010		3/11/2013	113	151				0	-38		
158	X	ALLSCRIPTS HEALTHCARE S	01988P108		8/11/2010		3/12/2013	377	504				0	-127		
159	X	AMAZON COM INC	023135106		5/2/2011		4/17/2013	11,214	8,443				0	2,771		
160	X	AMAZON COM INC	023135106		5/2/2011		9/27/2013	15,758	10,051				0	5,707		
161	X	AMERICAN EXPRESS CO	025816109		6/21/2010		9/27/2013	10,600	5,948				0	4,652		
162	X	AMERICAN EXPRESS CO	025816109		6/21/2010		10/18/2013	1,603	850				0	753		
163	X	AMERICAN TOWER CORP	03027X100		7/9/2012		9/27/2013	744	714				0	30		
164	X	AMERICAN TOWER CORP	03027X100		7/6/2012		11/19/2013	2,832	2,552				0	280		
165	X	COVIDIEN PLC	G2554F113		1/3/2011		5/1/2013	2,798	2,077				0	721		
166	X	COVIDIEN PLC	G2554F113		1/3/2011		5/2/2013	3,846	2,832				0	1,014		
167	X	AMERICAN TOWER CORP	03027X100		7/9/2012		11/19/2013	1,730	1,571				0	159		
168	X	AMERICAN TOWER CORP	03027X100		7/10/2012		11/19/2013	3,304	2,989				0	315		
169	X	COVIDIEN PLC	G2554F113		1/3/2011		5/2/2013	10,000	7,384				0	2,616		
170	X	WELLS FARGO & COMPANY	949746101		9/2/2010		9/27/2013	1,247	749				0	498		
171	X	EATON CORP PLC	G29183103		11/30/2012		4/18/2013	5,794	5,363				0	431		
172	X	WELLS FARGO & COMPANY	949746101		9/27/2010		9/27/2013	1,247	747				0	500		
173	X	EATON CORP PLC	G29183103		11/30/2012		4/19/2013	4,546	4,172				0	374		
174	X	XILINX INC	983919101		7/12/2013		9/27/2013	3,657	3,356				0	301		
175	X	XILINX INC	983919101		7/12/2013		9/27/2013	2,782	2,580				0	202		
176	X	XILINX INC	983919101		7/15/2013		9/27/2013	4,173	3,898				0	275		
177	X	XILINX INC	983919101		7/16/2013		9/27/2013	3,709	3,493				0	216		
178	X	EATON CORP PLC	G29183103		11/30/2012		4/19/2013	4,637	4,346				0	291		
179	X	XILINX INC	983919101		7/17/2013		9/27/2013	4,637	4,346				0	291		
180	X	EATON CORP PLC	G29183103		11/30/2012		9/27/2013	18,084	13,314				0	4,770		
181	X	ACCENTURE PLC-CL A	G1151C101		4/17/2013		9/27/2013	736	769				0	-33		
182	X	COVIDIEN PLC	G2554F113		1/3/2011		4/29/2013	9,428	7,081				0	2,347		
183	X	A D T CORP	00101J106		3/16/2009		9/27/2013	5,804	1,597				0	4,107		
184	X	A D T CORP	00101J106		12/26/2012		9/27/2013	1,368	1,474				0	-106		
185	X	A D T CORP	00101J106		12/27/2012		9/27/2013	6,094	6,678				0	-584		
186	X	ALLIANCE DATA SYS CORP	018581108		7/23/2008		11/7/2013	1,717	684				0	1,023		
187	X	ALLIANCE DATA SYS CORP	018581108		5/29/2008		11/7/2013	780	304				0	478		
188	X	ALLIANCE DATA SYS CORP	018581108		5/29/2008		11/18/2013	4,972	1,944				0	3,028		
189	X	ALLIANCE DATA SYS CORP	018581108		5/29/2008		3/5/2013	1,904	729				0	1,175		
190	X	ALLIANCE DATA SYS CORP	018581108		5/29/2008		3/6/2013	3,980	1,518				0	2,462		
191	X	ALLIANCE DATA SYS CORP	018581108		5/28/2008		9/27/2013	5,855	1,674				0	4,181		
192	X	ALLIANCE DATA SYS CORP	018581108		5/29/2008		9/27/2013	5,855	1,701				0	4,154		
193	X	ALLIANCE DATA SYS CORP	018581108		5/28/2008		10/18/2013	14,428	4,096				0	10,332		
194	X	ALLIANCE DATA SYS CORP	018581108		5/28/2008		10/18/2013	4,814	1,247				0	3,567		
195	X	ALLSCRIPTS HEALTHCARE S	01988P108		8/17/2010		3/5/2013	826	1,140				0	-314		
196	X	ALLSCRIPTS HEALTHCARE S	01988P108		8/17/2010		3/6/2013	677	933				0	-256		
197	X	ALLSCRIPTS HEALTHCARE S	01988P108		8/10/2010		3/7/2013	1,385	1,911				0	-526		
198	X	ALLSCRIPTS HEALTHCARE S	01988P108		8/10/2010		3/7/2013	247	341				0	-94		
199	X	ALLSCRIPTS HEALTHCARE S	01988P108		8/10/2010		3/8/2013	38	51				0	-13		
200	X	ALLSCRIPTS HEALTHCARE S	01988P108		8/12/2010		3/8/2013	700	950				0	-250		
201	X	ALLSCRIPTS HEALTHCARE S	01988P108		8/10/2010		3/6/2013	977	1,331				0	-354		
202	X	ALLSCRIPTS HEALTHCARE S	01988P108		8/11/2010		3/8/2013	1,438	1,936				0	-498		
203	X	ALLSCRIPTS HEALTHCARE S	01988P108		8/11/2010		3/11/2013	591	791				0	-200		
204	X	PEPSICO INC	713448108		5/13/2011		9/27/2013	801	705				0	95		
Totals									1,659,442	0				398,298		
Capital Gains/Losses									1,261,144	0				0		
Other sales									0	0				0		

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

Amount 37,676														
Long Term CG Distributions														
Short Term CG Distributions														
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
205	X	PEPSICO INC	713448108		4/19/2013		9/27/2013	1,762	1,818				0	-56
206	X	PEPSICO INC	713448108		4/22/2013		9/27/2013	6,567	6,800				0	-233
207	X	PEPSICO INC	713448108		4/23/2013		9/27/2013	13,293	13,932				0	-639
208	X	PEPSICO INC	713448108		2/4/2005		9/27/2013	16,016	11,021				0	4,995
209	X	Pfizer Inc	717081103		5/17/2002		9/27/2013	5,128	4,943				0	185
210	X	Pfizer Inc	717081103		4/29/2005		9/27/2013	1,440	1,333				0	107
211	X	Pfizer Inc	717081103		7/8/2009		9/27/2013	490	251				0	239
212	X	Pfizer Inc	717081103		7/18/2012		9/27/2013	25,061	20,588				0	4,463
213	X	Pfizer Inc	717081103		7/8/2009		9/27/2013	720	369				0	351
214	X	PHILIP MORRIS INTERNAT	718172109		2/25/2013		9/27/2013	22,665	24,157				0	-1,492
215	X	PHILIP MORRIS INTERNAT	718172109		2/26/2013		9/27/2013	3,487	3,668				0	-181
216	X	PHILIP MORRIS INTERNAT	718172109		1/31/2007		9/27/2013	3,487	1,825				0	1,662
217	X	PHILIP MORRIS INTERNAT	718172109		1/31/2007		9/27/2013	18,272	9,583				0	8,689
218	X	PRAXAIR INC	74005P104		2/8/2005		9/27/2013	7,580	2,819				0	4,761
219	X	CONOCOPHILLIPS	20825C104		11/15/2001		9/27/2013	5,429	1,799				0	3,630
220	X	COSTCO WHSL CORP NEW	22160K105		9/6/2013		9/27/2013	25,878	25,646				0	232
221	X	COSTCO WHSL CORP NEW	22160K105		9/9/2013		9/27/2013	13,286	13,228				0	58
222	X	D T E ENERGY COMPANY	233331107		4/17/2013		9/27/2013	3,293	3,579				0	-286
223	X	D T E ENERGY COMPANY	233331107		4/18/2013		9/27/2013	2,634	2,860				0	-246
224	X	D T E ENERGY COMPANY	233331107		4/18/2013		9/27/2013	3,293	3,552				0	-259
225	X	D T E ENERGY COMPANY	233331107		4/15/2013		9/27/2013	7,579	7,769				0	-180
226	X	D T E ENERGY COMPANY	233331107		4/16/2013		9/27/2013	2,756	2,841				0	-85
227	X	DANAHER CORP	235851102		9/27/2013		12/12/2013	744	698				0	46
228	X	DANAHER CORP	235851102		3/14/2005		12/12/2013	3,718	1,369				0	2,348
229	X	DILLARDS INC CL A	254067101		9/27/2013		11/19/2013	15,330	13,440				0	1,890
230	X	WALT DISNEY CO THE	254687106		6/8/2012		9/27/2013	11,059	7,808				0	3,251
231	X	EM C CORP MASS	268648102		7/16/2009		9/27/2013	4,175	2,199				0	1,976
232	X	EM C CORP MASS	268648102		7/16/2009		9/27/2013	4,958	2,612				0	2,346
233	X	EM C CORP MASS	268648102		7/29/2009		9/27/2013	1,305	767				0	538
234	X	EM C CORP MASS	268648102		4/16/2011		9/27/2013	4,436	4,725				0	-289
235	X	EM C CORP MASS	268648102		10/18/2011		9/27/2013	261	242				0	19
236	X	EM C CORP MASS	268648102		1/30/2013		9/27/2013	7,828	7,431				0	397
237	X	EM C CORP MASS	268648102		7/17/2009		9/27/2013	4,958	2,606				0	2,352
238	X	E O G RES INC	26875P101		11/11/2011		9/27/2013	4,091	2,490				0	1,601
239	X	EXPRESS SCRIPTS HOLDING	30219G108		5/2/2013		9/27/2013	2,472	2,421				0	51
240	X	FACEBOOK INC-A	30303M102		1/31/2013		9/27/2013	20,325	12,547				0	7,778
241	X	FEDEX CORP	31428X106		1/26/2012		9/27/2013	1,249	1,019				0	230
242	X	FEDEX CORP	31428X106		1/27/2012		9/27/2013	13,736	11,202				0	2,534
243	X	FLUOR CORP NEW	343412102		10/16/2012		9/27/2013	709	577				0	132
244	X	FORD MOTOR CO	345370860		11/22/2010		9/27/2013	1,190	1,523				0	-333
245	X	FORD MOTOR CO	345370860		11/22/2010		9/27/2013	4,377	5,619				0	-1,242
246	X	FORD MOTOR CO	345370860		11/22/2010		9/27/2013	1,933	2,485				0	-552
247	X	FORD MOTOR CO	345370860		11/22/2010		9/27/2013	1,421	1,836				0	-415
248	X	FORD MOTOR CO	345370860		11/22/2010		9/27/2013	7,334	9,449				0	-2,115
249	X	FORD MOTOR CO	345370860		1/6/2011		9/27/2013	1,280	1,815				0	-535
250	X	H C A HOLDINGS INC	40412C101		4/29/2013		9/27/2013	4,662	4,472				0	190
251	X	H C A HOLDINGS INC	40412C101		4/29/2013		9/27/2013	5,737	4,879				0	858
252	X	H C A HOLDINGS INC	40412C101		5/1/2013		9/27/2013	1,195	992				0	203
253	X	JP MORGAN CHASE & CO	46625H100		11/19/2002		9/27/2013	10,150	3,934				0	6,216
254	X	JP MORGAN CHASE & CO	46625H100		11/19/2002		9/27/2013	10,713	4,165				0	6,548
255	X	JP MORGAN CHASE & CO	46625H100		3/4/2009		9/27/2013	1,071	412				0	659
256	X	JOHNSON & JOHNSON	47816D104		3/15/2013		9/27/2013	10,381	9,484				0	897
257	X	HIGHBRIDGE DYNAMIC COMM	48121A670		12/22/2011		9/27/2013	76	109				0	-33
258	X	HIGHBRIDGE DYNAMIC COMM	48121A670		12/19/2012		9/27/2013	20,280	24,000				0	-3,720
259	X	HIGHBRIDGE DYNAMIC COMM	48121A670		11/3/2011		9/27/2013	31,544	50,000				0	-18,456
260	X	H C A HOLDINGS INC	40412C101		5/2/2013		9/27/2013	5,498	4,652				0	846
261	X	INFORMATICA CORP	45666Q102		1/31/2013		9/27/2013	394	369				0	25
262	X	INFORMATICA CORP	45666Q102		8/12/2010		9/27/2013	2,691	2,073				0	618
263	X	INFORMATICA CORP	45666Q102		8/12/2010		9/27/2013	77	59				0	18
264	X	INFORMATICA CORP	45666Q102		8/12/2010		9/27/2013	384	296				0	88
265	X	INFORMATICA CORP	45666Q102		8/13/2010		9/27/2013	346	274				0	72
266	X	INFORMATICA CORP	45666Q102		8/13/2010		9/27/2013	115	91				0	24
267	X	INFORMATICA CORP	45666Q102		8/13/2010		9/27/2013	1,730	1,372				0	358
268	X	INFORMATICA CORP	45666Q102		8/13/2010		9/27/2013	1,461	1,161				0	300
269	X	INFORMATICA CORP	45666Q102		8/16/2010		9/27/2013	115	93				0	22
270	X	INFORMATICA CORP	45666Q102		8/16/2010		9/27/2013	769	630				0	139
271	X	INFORMATICA CORP	45666Q102		1/31/2013		9/27/2013	4,229	4,058				0	171
272	X	INFORMATICA CORP	45666Q102		8/11/2010		9/27/2013	384	294				0	90
Totals									1,659,442					388,298
Capital Gains/Losses									1,261,144					0
Other sales									0					0

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

Long Term CG Distributions										Amount				
37,676														
Short Term CG Distributions														
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
273	X	INGREDION INC	457187102		9/27/2013		10/18/2013	3,379	3,352				0	27
274	X	INGREDION INC	457187102		9/27/2013		11/19/2013	685	670				0	15
275	X	INTERCONTINENTAL EXCH	45865V100		10/18/2011		9/27/2013	1,814	1,238				0	576
276	X	INTERCONTINENTAL EXCH	45865V100		10/19/2011		9/27/2013	5,078	3,459				0	1,619
277	X	JP MORGAN CHASE & CO	46625H100		11/18/2002		11/19/2013	4,497	1,757				0	2,740
278	X	INTERCONTINENTAL EXCH	45865V100		10/19/2011		9/27/2013	10,882	7,441				0	3,441
279	X	INTERNATIONAL BUSINESS M	459200101		12/3/2008		11/27/2013	25,561	14,028				0	11,533
280	X	INTUIT	481202103		10/12/2011		9/27/2013	665	521				0	144
281	X	JP MORGAN CHASE & CO	46625H100		11/18/2002		9/27/2013	574	242				0	332
282	X	JP MORGAN CHASE & CO	46625H100		11/18/2002		9/27/2013	3,080	1,296				0	1,784
283	X	JP MORGAN CHASE & CO	46625H100		11/18/2002		10/18/2013	1,078	439				0	639
284	X	JP MORGAN CHASE & CO	46625H100		11/18/2002		12/12/2013	3,440	1,340				0	2,100
285	X	HIGHBRIDGE DYNAMIC COM	48121A670		12/15/2011		8/12/2013	110	162				0	-52
286	X	JUNIPER NETWORKS INC	48203R104		13/1/2013		9/27/2013	8,380	9,399				0	-1,019
287	X	JUNIPER NETWORKS INC	48203R104		2/1/2013		9/27/2013	3,192	3,581				0	-389
288	X	LILLY ELI & CO	532457108		13/1/2013		9/27/2013	8,074	8,645				0	-571
289	X	LILLY ELI & CO	532457108		12/21/2012		9/27/2013	5,551	5,454				0	97
290	X	MARTIN MARIETTA MATLS IN	573284106		7/12/2013		9/27/2013	1,162	1,265				0	-103
291	X	MARTIN MARIETTA MATLS IN	573284106		7/15/2013		9/27/2013	2,131	2,326				0	-185
292	X	MARTIN MARIETTA MATLS IN	573284106		7/16/2013		9/27/2013	1,066	1,150				0	-84
293	X	MARTIN MARIETTA MATLS IN	573284106		7/17/2013		9/27/2013	775	835				0	-60
294	X	MARTIN MARIETTA MATLS IN	573284106		7/17/2013		9/27/2013	2,325	2,522				0	-187
295	X	MCKESSON CORPORATION	58155Q103		10/7/2009		9/27/2013	1,293	590				0	703
296	X	MCKESSON CORPORATION	58155Q103		2/4/2009		9/27/2013	1,810	638				0	1,172
297	X	MERCK & CO INC	58933Y105		13/1/2007		9/27/2013	12,888	6,736				0	6,152
298	X	MERCK & CO INC	58933Y105		13/1/2007		10/18/2013	1,398	748				0	650
299	X	MERCK & CO INC	58933Y105		13/1/2007		11/19/2013	5,726	2,994				0	2,732
300	X	MICROSOFT CORPORATION	584918104		9/27/2013		12/12/2013	3,734	3,334				0	400
301	X	MOODY'S CORP	615369105		12/5/2012		7/12/2013	2,440	1,979				0	461
302	X	MOODY'S CORP	615369105		12/4/2012		7/15/2013	1,397	1,179				0	268
303	X	MOODY'S CORP	615369105		12/5/2012		7/15/2013	4,677	3,810				0	867
304	X	MOODY'S CORP	615369105		4/3/2012		7/15/2013	1,822	1,286				0	536
305	X	MOODY'S CORP	615369105		4/2/2012		7/16/2013	2,410	1,714				0	696
306	X	MOODY'S CORP	615369105		4/2/2012		7/16/2013	2,410	1,688				0	722
307	X	MOODY'S CORP	615369105		3/30/2012		7/17/2013	4,873	3,388				0	1,505
308	X	MOODY'S CORP	615369105		4/2/2012		7/17/2013	3,655	2,532				0	1,123
309	X	MOODY'S CORP	615369105		4/2/2012		7/17/2013	2,436	1,684				0	772
310	X	NATIONAL OILWELL VARCO I	637071101		12/9/2011		2/14/2013	1,410	1,451				0	-41
311	X	NATIONAL OILWELL VARCO I	637071101		12/8/2011		2/14/2013	7,753	7,827				0	-74
312	X	NATIONAL OILWELL VARCO I	637071101		11/2/2011		9/27/2013	17,177	15,175				0	2,002
313	X	NATIONAL OILWELL VARCO I	637071101		12/8/2011		9/27/2013	4,685	4,269				0	416
314	X	NEWS CORP - CLASS B	65249B208		1/15/2004		7/16/2013	7	4				0	3
315	X	NEWS CORP - CLASS B	65249B208		1/14/2004		9/27/2013	1,070	570				0	500
316	X	NEWS CORP - CLASS B	65249B208		1/15/2004		9/27/2013	1,597	852				0	745
317	X	NEWS CORP - CLASS B	65249B208		6/23/2004		9/27/2013	2,387	1,214				0	1,173
318	X	NEWS CORP - CLASS B	65249B208		4/28/2005		9/27/2013	329	148				0	181
319	X	NEXTERA ENERGY INC	65339F101		8/24/2010		9/27/2013	15,197	10,369				0	4,828
320	X	NEXTERA ENERGY INC	65339F101		8/24/2010		9/27/2013	13,597	9,302				0	4,295
321	X	NEXTERA ENERGY INC	65339F101		4/4/2011		9/27/2013	7,998	5,603				0	2,395
322	X	NEXTERA ENERGY INC	65339F101		4/5/2011		9/27/2013	7,998	5,622				0	2,376
323	X	NIKE INC CLASS B	654106103		2/25/2013		9/27/2013	1,469	1,093				0	376
324	X	OCCIDENTAL PETROLEUM CO	674599105		6/11/2010		9/27/2013	941	844				0	97
325	X	P V H CORP	693656100		11/3/2011		2/22/2013	2,253	1,407				0	846
326	X	P V H CORP	693656100		11/3/2011		2/22/2013	8,893	5,526				0	3,367
327	X	P V H CORP	693656100		11/3/2011		9/27/2013	591	362				0	229
328	X	P V H CORP	693656100		11/3/2011		9/27/2013	11,576	7,221				0	4,355
Totals									1,659,442	0		1,261,144	0	398,298
Capital Gains/Losses									0	0		0	0	0
Other sales									0	0		0	0	0

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

		7,147	2,256	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	2,256	2,256		
2	PY EXCISE TAX DUE	2,023			
3	ESTIMATED TAX PAYMENTS	2,868			

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

		4,277,852		4,635,146		5,330,993	
Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year		
1				0			
2	ACCENTURE PLC IRELAND SHS CL A		0	15,377	16,444		
3	SEAGATE TECHNOLOGY		0	15,666	20,218		
4	XL GROUP PLC		0	7,754	7,960		
5	TYCO INTERNATIONAL LTD		0	1,237	5,335		
6	LYONDELLBASELL INDU-CL A-W/I		0	11,707	20,873		
7	AGCO CORP		0	15,307	14,798		
8	AT&T INC		0	41,569	40,082		
9	ABBOTT LABORATORIES		0	21,600	24,914		
10	AE COM TECHNOLOGY CORP DELAWARE		0	10,319	9,712		
11	ALLERGAN INC COM		0	18,202	22,216		
12	ALTRIA GROUP INC		0	12,431	12,669		
13	AMEREN CORP		0	4,191	4,339		
14	AMERICAN EXPRESS COMPANY		0	12,955	28,126		
15	AMERICAN INTERNATIONAL GROUP		0	18,929	28,588		
16	AMERIPRISE FINL INC		0	3,834	23,010		
17	AMGEN INC		0	26,922	27,151		
18	AMPHENOL CORP NEW		0	2,176	2,675		
19	ANADARKO PETE CORP		0	11,257	18,244		
20	APPLE COMPUTER INC COM		0	11,854	43,760		
21	ARCHER DANIELS MIDLAND CO COM		0	8,622	9,114		
22	BNY MELLON CORP BOND-M		0	100,024	96,711		
23	BNY MELLON LARGE CAP MARKET OPP F		0	132,774	172,638		
24	BNY MELLON SMALL/MID CAP FUND-M		0	176,549	211,542		
25	BNY MELLON MID CAP STK FD CL M		0	193,218	240,429		
26	BNY MELLON SMALL CAP STK FD CL M S		0	172,701	233,698		
27	BNY MELLON INTERMEDIATE BOND FD C		0	544,257	541,912		
28	BNY MELLON BOND FD CL M		0	588,680	575,532		
29	BNY MELLON EMERGING MKTS FD CL M		0	372,977	377,089		
30	BNY MELLON INTL FD CL M SHSS		0	271,794	312,014		
31	BANK AMER CORP		0	29,443	38,302		
32	BERKSHIRE HATHAWAY INC DEL CL B		0	8,254	8,536		
33	BEST BUY INC COM		0	3,091	5,583		
34	CBS CORP NEW		0	9,662	22,946		
35	CBRE GROUP INC		0	3,199	4,734		
36	CIGNA CORP COM		0	4,150	14,872		
37	CVS CORP		0	22,848	28,628		
38	CELGENE CORP		0	15,878	17,066		
39	CENTURYTEL INC		0	7,644	7,644		
40	CHESAPEAKE ENERGY CORP		0	14,962	15,470		
41	CHEVRONTXACO CORP		0	12,153	12,366		
42	CHUBB CORPORATION COM		0	7,797	14,494		
43	CISCO SYS INC		0	26,960	28,935		
44	CITIGROUP INC		0	25,348	26,055		
45	COCA-COLA CO USD		0	12,705	13,632		
46	COGNIZANT TECHNOLOGY SOLUTIONS		0	17,274	25,245		

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

		4,277,852		4,635,146		5,330,993	
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year		
47	CONOCOPHILLIPS		0	23,142	23,314		
48	CORRECTIONS CORP AMER NEW		0	15,873	14,432		
49	COVANCE INC		0	4,260	4,403		
50	DANAHER CORP COMMON		0	6,002	16,984		
51	DENBURY RES INC NEW		0	3,456	3,286		
52	DISNEY (WALT) COMPANY HOLDING CO		0	21,570	35,908		
53	DREYFUS INFLATION ADJUSTED SECS F		0	202,265	179,945		
54	DREYFUS PREM LT TRM HI YLD-R		0	60,000	60,538		
55	DREYFUS PR GL R/E SEC FD CL I		0	54,499	62,001		
56	EMC CORP(MASS) USD 0 01		0	3,564	6,539		
57	EOG RES INC		0	8,956	14,602		
58	EDISON INTL		0	18,466	18,057		
59	ENERGIZER HLDGS INC		0	14,844	17,318		
60	EXPRESS SCRIPTS HLDG CO		0	17,818	21,072		
61	EXXON MOBIL CORP		0	19,985	52,624		
62	FEDEX CORPORATION		0	16,322	25,591		
63	FRANKLIN RES INC COM		0	8,630	9,814		
64	GAP INC		0	10,570	10,161		
65	GENERAL ELECTRIC CO		0	29,074	35,878		
66	GOOGLE INC		0	42,080	51,553		
67	GREEN MTN COFFEE INC		0	15,335	17,374		
68	HANESBRANDS INC		0	17,593	19,676		
69	HERSHEY FOODS CORPORATION COM		0	8,361	8,751		
70	HILLSHIRE BRANDS CO/THE		0	13,265	14,379		
71	HOME DEPOT INC USD 0 05		0	29,587	32,113		
72	HONEYWELL INTL INC		0	5,019	5,482		
73	INFORMATICA CORP		0	2,059	2,905		
74	INTERNATIONAL BUSINESS MACHINES C		0	33,733	34,513		
75	INTUIT INC COM		0	12,917	19,080		
76	ISHARES GSCI COMMODITY-INDEXED		0	20,004	19,314		
77	J P MORGAN CHASE & CO		0	4,570	12,339		
78	JOHNSON & JOHNSON COM		0	37,450	49,459		
79	KIMBERLY-CLARK CORP COM		0	4,744	5,223		
80	KROGER COMPANY COMMON		0	12,605	12,254		
81	ELI LILLY & CO COM		0	20,748	21,420		
82	LOWES COMPANIES INC COM		0	21,461	22,298		
83	MACYS INC		0	9,598	11,748		
84	MARATHON PETROLEUM CORP		0	16,971	23,850		
85	MASCO CORPORATION		0	4,255	4,554		
86	MCKESSON CORPORATION		0	7,109	25,178		
87	MEDTRONIC INC		0	3,712	4,017		
88	MERCK & CO INC		0	1,821	3,654		
89	METTLER-TOLEDO INTL INC		0	16,324	16,496		
90	MICROSOFT CORP COM		0	14,338	16,086		
91	MONSANTO CO NEW		0	9,759	10,373		
92	MOODYS CORP		0	6,633	12,555		

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	NETAPP INC		0	17,370	17,279
94	NEUSTAR INC		0	4,415	4,487
95	NIKE INC CL B		0	17,463	25,165
96	NORTHROP GRUMMAN CORP		0	19,241	22,922
97	OCCIDENTAL PETROLEUM CORPORATION		0	15,562	25,677
98	ORACLE CORPORATION		0	18,228	36,347
99	OSHKOSH TRUCK CORP		0	3,980	4,030
100	PACKAGING CORP AMER		0	6,925	7,594
101	PEPSICO INC		0	18,260	31,517
102	PFIZER INC COM		0	20,516	42,821
103	PHILIP MORRIS INTERNATIONAL		0	8,214	15,683
104	PHILLIPS 66		0	19,824	26,224
105	PINNACLE WEST CAP CORP COM		0	14,807	14,288
106	PRAXAIR INC		0	1,897	5,591
107	PRICE T ROWE GROUP INC		0	10,807	15,079
108	PROCTER & GAMBLE CO COM		0	9,267	9,769
109	PUBLIC STORAGE INC COM		0	19,455	18,664
110	PULTE HOMES INC		0	13,715	16,907
111	ROBERT HALF INTL INC		0	5,150	7,978
112	RYDEX MANAGED FUTURES STRATEGY F		0	71,869	67,358
113	SLM CORP		0	16,623	17,345
114	SANDISK CORP COM		0	17,063	19,046
115	SANOFI-SYNTHELABO		0	17,780	18,770
116	SCHLUMBERGER LIMITED COM		0	28,377	31,538
117	SCOTTS COMPANY		0	16,103	16,799
118	SIRONA DENTAL SYS INC		0	5,360	5,616
119	FLUOR CORP NEW		0	14,812	20,875
120	STARWOOD HOTELS & RESORTS		0	4,018	4,767
121	STATE ST CORP COM		0	17,890	19,815
122	SYMANTEC CORP		0	10,798	11,083
123	TARGET CORP		0	17,415	20,246
124	TEXAS INSTRUMENTS INC		0	14,433	18,003
125	UGI CORP NEW COM		0	3,515	3,731
126	UNION PACIFIC CORP		0	24,305	26,544
127	VERIZON COMMUNICATIONS INC		0	31,838	33,415
128	VISA INC		0	21,839	28,726
129	WAL MART STORES INC		0	30,443	32,263
130	WELLPOINT INC COM		0	5,337	5,543
131	WELLS FARGO & CO NEW		0	23,441	44,946
132	WHIRLPOOL CORPORATION COM		0	4,418	4,706
133	WYNDHAM WORLDWIDE CORP		0	4,311	5,158
134	TIME WARNER INC		0	5,284	5,578
135	TYSON FOODS INC CL A		0	5,180	5,688

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

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

1	WASH SALE ADJUSTMENT	1	605
2	Total	2	605

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

1	COST BASIS ADJUSTMENT	1	59
2	LYONDELLBASEBALL	2	489
3	LOSS ON CY SALES NOT SETTLED AT YEAR END	3	4,193
4	ROC BASIS ADJUSTMENT	4	220
5	Total	5	4,961

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

Long Term CG Distributions													37,678	0
Short Term CG Distributions														
CUSIP #	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expenses 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	Gain Minus Excess of FMV Over Adjusted Basis or Losses	
85	BEAM INC		12/6/2012	9/27/2013	4,568			4,164	404				380,622	
86	BEAM INC		12/6/2012	9/27/2013	3,217			2,938	279				404	
87	BEAM INC		12/6/2012	9/27/2013	3,603			3,427	176				279	
88	BEAM INC		12/7/2012	9/27/2013	515			3,327	276				32	
89	BEAM INC		12/7/2012	9/27/2013	1,668			1,728	141				61	
90	BEAM INC		12/10/2012	9/27/2013	708			655	53				141	
91	PRAXAIR INC		2/4/2005	9/27/2013	5,655			2,073	3,582				61	
92	PRAXAIR INC		2/4/2005	10/19/2013	1,242			441	801				801	
93	PRAXAIR INC		12/20/2012	9/27/2013	5,927			4,805	1,122				1,122	
94	QUALCOMM INC		1/6/2010	3/15/2013	5,211			3,845	1,366				1,366	
95	QUALCOMM INC		8/11/2010	3/15/2013	3,908			2,381	1,527				1,527	
96	QUALCOMM INC		8/11/2010	9/27/2013	3,367			1,983	1,404				1,404	
97	QUALCOMM INC		3/3/2010	10/19/2013	18,491			10,523	7,968				7,968	
98	QUALCOMM INC		8/11/2010	10/19/2013	2,739			1,589	1,170				1,170	
99	QUALCOMM INC		8/11/2010	10/19/2013	665			393	272				272	
100	QUALCOMM INC		8/11/2010	10/19/2013	4,109			2,354	1,755				1,755	
101	RALCORP HLDGS INC NEW		3/27/2012	1/29/2013	3,600			2,940	660				660	
102	RALCORP HLDGS INC NEW		3/28/2012	1/29/2013	2,700			2,208	492				492	
103	RALCORP HLDGS INC NEW		3/29/2012	1/29/2013	1,800			1,472	328				328	
104	RALCORP HLDGS INC NEW		3/30/2012	1/29/2013	2,700			2,219	481				481	
105	SKYWORKS SOLUTIONS INC		12/5/2012	3/15/2013	5,867			8,322	-455				-455	
106	SKYWORKS SOLUTIONS INC		4/2/2012	1/29/2013	2,700			2,214	486				486	
107	ROBERT HALF INTL INC		12/5/2011	4/17/2013	991			783	208				208	
108	ROBERT HALF INTL INC		12/22/2011	4/17/2013	2,194			1,681	513				513	
109	ROBERT HALF INTL INC		12/22/2011	4/18/2013	1,403			1,084	319				319	
110	ROBERT HALF INTL INC		9/27/2013	10/19/2013	4,071			390	3,681				3,681	
111	ROBERT HALF INTL INC		7/25/2012	2/26/2013	5,558			4,513	1,045				1,045	
112	SANOPI		7/23/2012	2/27/2013	10,248			8,265	1,983				1,983	
113	SANOPI		7/23/2012	2/27/2013	1,437			1,163	274				274	
114	SANOPI		7/25/2012	2/27/2013	9,691			7,860	1,831				1,831	
115	SANOPI		7/24/2012	2/27/2013	1,808			1,443	365				365	
116	SKYWORKS SOLUTIONS INC		1/31/2011	9/27/2013	6,040			6,557	-517				-517	
117	SKYWORKS SOLUTIONS INC		12/5/2012	3/18/2013	5,055			3,803	1,252				1,252	
118	SANOPI		7/24/2012	8/28/2013	564			669	-105				-105	
119	TERADATA CORPORATION		3/2/2011	11/19/2013	6,061			8,359	-298				-298	
120	TERADATA CORPORATION		3/3/2011	11/19/2013	1,628			1,795	-187				-187	
121	TERADATA CORPORATION		1/31/2013	11/19/2013	2,714			4,014	-1,300				-1,300	
122	TERADATA CORPORATION		9/27/2013	10/19/2013	4,818			4,483	333				333	
123	TESORO CORPORATION		9/27/2013	11/19/2013	561			448	113				113	
124	TESORO CORPORATION		881669101	9/27/2013	14,587			14,087	500				500	
125	TRANSCANADA CORP		90130A200	9/27/2013	8,636			4,277	4,359				4,359	
126	TWENTY-FIRST CENTURY FOX - B		90130A200	1/14/2004	12,954			8,425	6,229				6,229	
127	TWENTY-FIRST CENTURY FOX - B		90130A200	1/15/2004	12,954			9,112	10,152				10,152	
128	TWENTY-FIRST CENTURY FOX - B		6/23/2004	9/27/2013	19,264			1,113	1,544				1,544	
129	TWENTY-FIRST CENTURY FOX - B		4/28/2005	9/27/2013	2,657			1,113	9				9	
130	U G I CORP NEW		902681105	9/27/2013	399			390	--				--	
131	UNILEVER PLC ADR		12/14/2009	2/25/2013	3,010			2,349	661				661	
132	UNILEVER PLC ADR		12/11/2009	2/26/2013	2,348			1,842	506				506	
133	UNILEVER PLC ADR		12/14/2009	2/26/2013	9,547			7,541	2,006				2,006	
134	UNILEVER PLC ADR		12/11/2009	2/26/2013	2,739			2,147	592				592	
135	UNILEVER PLC ADR		12/11/2009	4/29/2013	2,980			2,116	874				874	
136	UNILEVER PLC ADR		12/11/2009	4/20/2013	475			337	138				138	
137	UNILEVER PLC ADR		5/27/2010	4/30/2013	2,635			1,658	977				977	
138	UNILEVER PLC ADR		5/27/2010	5/17/2013	2,992			1,876	1,118				1,118	
139	UNILEVER PLC ADR		5/27/2010	9/27/2013	5,155			3,534	1,621				1,621	
140	UNILEVER PLC ADR		5/27/2010	9/27/2013	9,914			6,785	3,129				3,129	
141	VALERO ENERGY CORP NEW		9/27/2013	11/19/2013	21,073			18,811	4,262				4,262	
142	SANOPI		7/24/2012	8/28/2013	11,631			8,769	2,862				2,862	
143	SCHLUMBERGER LTD		2/14/2013	9/27/2013	5,328			4,801	427				427	
144	VERISIGN INC		9/27/2013	10/19/2013	4,205			4,080	115				115	
145	VIACOM INC-CLASS B		8/28/2013	9/27/2013	17,713			16,691	1,022				1,022	
146	VMWARE INC-CLASS A		9/9/2011	1/30/2013	4,515			5,079	-564				-564	
147	VMWARE INC-CLASS A		9/9/2011	1/30/2013	7,161			8,086	-925				-925	
148	VMWARE INC-CLASS A		9/28/563402	10/11/2011	9,285			3,610	-496				-496	
149	WAL MART STORES INC		931142103	4/15/2013	9,457			10,254	-797				-797	
150	WAL MART STORES INC		22/27/2013	9/6/2013	16,731			16,424	307				307	
151	WAL MART STORES INC		22/26/2013	9/9/2013	5,656			5,694	182				182	
152	WAL MART STORES INC		931142103	9/9/2013	7,321			7,141	180				180	
153	WELLS FARGO & COMPANY		949746101	9/13/2010	3/27/2013	7,760		5,535	2,225				2,225	
154	WELLS FARGO & COMPANY		949746101	9/2/2010	3/27/2013	1,848		1,448	599				599	
155	WELLS FARGO & COMPANY		949746101	9/2/2010	9/27/2013	832		498	333				333	
156	WELLS FARGO & COMPANY		949746101	9/2/2010	9/27/2013	2,911		1,745	1,166				1,166	
157	ALLSCRIPTS HEALTHCARE SOLUTIONS		01988P108	8/11/2010	3/11/2013	113		151	-38				-38	
158	ALLSCRIPTS HEALTHCARE SOLUTIONS		01988P108	8/11/2010	3/12/2013	377		504	-127				-127	
159	AMAZON COM INC		5/2/2011	4/17/2013	11,214			8,443	2,771				2,771	
160	AMAZON COM INC		023135108	9/27/2013	15,758			10,051	5,707				5,707	
161	AMERICAN EXPRESS CO		025816109	6/21/2010	9/27/2013	10,600		5,948	4,652				4,652	
162	AMERICAN EXPRESS CO		025816109	6/21/2010	10/19/2013	1,603		850	753				753	
163	AMERICAN TOWER CORP		03027X100	7/9/2012	9/27/2013	744		714	30				30	
164	AMERICAN TOWER CORP		03027X100	7/6/2012	11/19/2013	2,832		2,552	280				280	
165	COVIDIEN PLC		1/3/2011	5/1/2013	2,798			2,077	721				721	
166	COVIDIEN PLC		G3554F113	1/3/2011	5/2/2013	3,846		2,832	1,014				1,014	
167	AMERICAN TOWER CORP		03027X100	7/9/2012	11/19/2013	1,730		1,571	159				159	
168	AMERICAN TOWER CORP		03027X100	7/10/2012	11/19/2013	3,304		2,989	315				315	

Long Term CG Distributions	37.676
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Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

70,986													0	
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week SEE ATTAC	Compensation	Benefits	Expense Account		
1	BNY Mellon N A		P O Box 185	Pittsburgh	PA	15230-0185		TRUSTEE		61,427	NONE	NONE		
2	BNY Mellon, N A		P O Box 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-16,077	N/A	N/A		
3	ROBERT W MCFATE		3178B ROUTE 257 PO BOX 407	SENECA	PA	16346		CO-TRUSTEE	1 00	25,636	NONE	NONE		

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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	5/9/2013	717
3 Second quarter estimated tax payment	6/11/2013	717
4 Third quarter estimated tax payment	9/10/2013	717
5 Fourth quarter estimated tax payment	12/11/2013	717
6 Other payments		
7 Total		2,868

BEELS KENNETH W-CHAR TR

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

Recipient(s) paid during the year

Name

EDENBURG PRESBYTERIAN CHURCH

Street

PO BOX 458

City

KNOX

State

PA

Zip Code

16232

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

22,490

Name

CLARION UNIVERSITY FOUNDATION

Street

840 WOOD STREET - HASKELL HOUSE

City

CLARION

State

PA

Zip Code

16214

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

22,490

Name

WESTMINSTER COLLEGE

Street

BUSINESS OFFICE

City

NEW WILMINGTON

State

PA

Zip Code

16172-0001

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

87,711

Name

ROTARY FOUNDATION

Street

1560 SHERMAN AVENUE

City

EVANSTON

State

IL

Zip Code

60201

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

4,498

Name

PENNSYLVANIA STATE UNIVERSITY

Street

103 INNOVATION BLVD., SUITE 212

City

UNIVERSITY PARK

State

PA

Zip Code

16802

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

65,221

Name

ST MARK'S UNITED CHURCH OF CHRIST

Street

PO BOX 637

City

KNOX

State

PA

Zip Code

16232

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

22,490

**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.