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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

OMB No 1545-0052

2013

Open to Public Inspection

Do not enter Social Security numbers on this form as it may be made public.
 Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

MATTHEW T MELLON FOUNDATION-IMA

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

City or town

State

ZIP code

Pittsburgh

PA

15230-0185

Foreign country name

Foreign province/state/county

Foreign postal code

A Employer identification number

31-1734222

B Telephone number (see instructions)

(412) 234-2332

C If exemption application is pending, check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ☐ \$ 3,021,117 (Part I, column (d) must be on cash basis)
 J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

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	39,029	38,931		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	222,431			
b Gross sales price for all assets on line 6a 645,770				
7 Capital gain net income (from Part IV, line 2)		222,431		
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	261,460	261,362	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc				
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)	12,772	7,663		5,109
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,821	1,821		
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	14,593	9,484	0	5,109
25 Contributions, gifts, grants paid	250,560			250,560
26 Total expenses and disbursements. Add lines 24 and 25	265,153	9,484	0	255,669
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-3,693			
b Net investment income (if negative, enter -0-)		251,878		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2013)

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Form 990-PF (2013)

MATTHEW T MELLON FOUNDATION-IMA

31-1734222

Page **2**

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	57,943	5,006	5,006
	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)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,320,534	2,370,460	3,016,111
	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)	2,378,477	2,375,466	3,021,117
	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	2,378,477	2,375,466	
	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)	2,378,477	2,375,466	
	31 Total liabilities and net assets/fund balances (see instructions)	2,378,477	2,375,466	

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	2,378,477
2 Enter amount from Part I, line 27a	2	-3,693
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,231
4 Add lines 1, 2, and 3	4	2,376,015
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	549
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,375,466

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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
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	222,431
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?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.☒ Yes ☐ No

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			0.000000
2011			0.000000
2010			0.000000
2009			0.000000
2008			0.000000

2	Total of line 1, column (d)	2	0.000000
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	0.000000
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7	Add lines 5 and 6	7	0
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	0

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1		5,038
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		0
3	Add lines 1 and 2	3		5,038
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		5,038
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,302	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,736	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		5,038
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		0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11		0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BNY MELLON, N.A. Telephone no ► (412) 234-2332 Located at ► P.O. BOX 185, PITTSBURGH, PA ZIP+4 ► 15230-0185			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ No

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES R MELLON 1107 FIFTH AVE NEW YORK, NY 10128	CO-TRUSTEE 60	0		
VIVIAN R MELLON 1107 FIFTH AVE NEW YORK, NY 10128	CO-TRUSTEE 60	0		
DIANA MELLON 1107 FIFTH AVE NEW YORK, NY 10128	CO-TRUSTEE 60	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

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	2,888,972
b	Average of monthly cash balances	1b	45,780
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,934,752
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	2,934,752
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	44,021
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,890,731
6	Minimum investment return. Enter 5% of line 5	6	144,537

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	144,537
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,038
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,038
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	139,499
4	Recoveries of amounts treated as qualifying distributions	4	1,000
5	Add lines 3 and 4	5	140,499
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	140,499

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	255,669
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	255,669
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	255,669

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				140,499
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			86,798	
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	0			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 255,669				
a Applied to 2012, but not more than line 2a			86,798	
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				140,499
e Remaining amount distributed out of corpus	28,372			
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	28,372			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	28,372			
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	28,372			

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

NOT APPLICABLE

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

NOT APPLICABLE

- c** Any submission deadlines:

NOT APPLICABLE

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

NOT APPLICABLE

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

Recipient 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	250,560
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	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Cost Other Basis and Expenses			Net Gain or Loss
								Capital Gains/Losses	Gross Sales	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	
	Long Term CG Distributions	Amount						Other sales	645,770			423,339		222,431
	Short Term CG Distributions	62,048							0			0		0
1	X A D T CORP	00101J106			3/16/2009		10/25/2013	2,110	608				0	1,501
2	X A D T CORP	00101J106			12/26/2012		10/25/2013	549	581				0	-32
3	X A D T CORP	00101J106			2/27/2012		10/25/2013	2,406	2,592				0	-186
4	X A D T INC	00206R102			2/27/2007		12/31/2013	7,731	8,146				0	-415
5	X A D T INC	00206R102			3/5/2013		12/31/2013	3,514	3,669				0	-155
6	X A D T INC	00206R102			10/25/2013		12/31/2013	3,514	3,476				0	38
7	X ALLIANCE DATA SYS CORP	018581108			5/28/2008		1/17/2013	836	356				0	580
8	X ALLIANCE DATA SYS CORP	018581108			5/28/2008		1/17/2013	1,865	712				0	1,153
9	X H C A HOLDINGS INC	40412C101			4/29/2013		10/25/2013	3,210	2,846				0	364
10	X H C A HOLDINGS INC	40412C101			5/2/2013		10/25/2013	459	405				0	54
11	X H C A HOLDINGS INC	40412C101			5/1/2013		12/12/2013	600	516				0	84
12	X H C A HOLDINGS INC	40412C101			5/2/2013		12/12/2013	2,168	1,901				0	267
13	X INFORMATICA CORP	45666Q102			8/11/2010		12/12/2013	2,537	1,941				0	596
14	X INFORMATICA CORP	45666Q102			8/11/2010		12/12/2013	384	294				0	90
15	X INFORMATICA CORP	45666Q102			8/12/2010		12/12/2013	461	355				0	106
16	X INFORMATICA CORP	45666Q102			8/12/2010		12/12/2013	77	59				0	18
17	X INFORMATICA CORP	45666Q102			8/12/2010		12/12/2013	384	296				0	88
18	X JOHNSON & JOHNSON	478160104			6/14/2012		12/31/2013	6,418	4,581				0	1,837
19	X JOHNSON & JOHNSON	478160104			6/15/2012		12/31/2013	6,418	4,611				0	1,807
20	X JOHNSON & JOHNSON	478160104			3/15/2013		12/31/2013	4,585	3,952				0	633
21	X JOHNSON & JOHNSON	478160104			3/18/2013		12/31/2013	1,834	1,578				0	255
22	X JUNIPER NETWORKS INC	48203R104			1/31/2013		10/25/2013	2,801	3,357				0	-556
23	X JUNIPER NETWORKS INC	48203R104			2/1/2013		10/25/2013	1,120	1,343				0	-223
24	X LILLY ELI & CO	532457106			1/31/2013		10/25/2013	2,516	2,702				0	-186
25	X INFORMATICA CORP	45666Q102			1/31/2013		12/12/2013	1,538	1,476				0	62
26	X INTERNATIONAL EXCHANGE	45865V100			10/19/2011		10/25/2013	2,543	1,612				0	931
27	X INTERNATIONAL BUSINESS M	459200101			1/23/2008		1/17/2013	9,489	5,207				0	4,282
28	X IP MORGAN CHASE & CO	46625H100			10/25/2013		11/19/2013	562	524				0	38
29	X IP MORGAN CHASE & CO	46625H100			11/19/2012		11/19/2013	1,124	437				0	687
30	X IP MORGAN CHASE & CO	46625H100			11/19/2012		12/12/2013	1,692	656				0	1,036
31	X JOHNSON & JOHNSON	478160104			3/15/2013		12/12/2013	920	790				0	130
32	X JOHNSON & JOHNSON	478160104			7/12/2013		12/12/2013	913	790				0	123
33	X MARTIN MARIETTA MATLS IN	573284106			7/15/2013		10/25/2013	397	422				0	-25
34	X MARTIN MARIETTA MATLS IN	573284106			7/15/2013		10/25/2013	783	846				0	-63
35	X MARTIN MARIETTA MATLS IN	573284106			7/16/2013		10/25/2013	397	418				0	-21
36	X MARTIN MARIETTA MATLS IN	573284106			7/17/2013		10/25/2013	297	313				0	-16
37	X MARTIN MARIETTA MATLS IN	573284106			7/17/2013		10/25/2013	892	946				0	-54
38	X MCKESSON CORPORATION	58155Q103			2/4/2009		10/25/2013	3,177	957				0	2,220
39	X MERCK & CO INC	58933Y105			2/7/2007		10/25/2013	7,393	3,948				0	3,445
40	X MOODY'S CORP	615369105			12/5/2012		7/12/2013	1,220	990				0	230
41	X MOODY'S CORP	615369105			12/5/2012		7/15/2013	3,037	2,474				0	563
42	X MOODY'S CORP	615369105			4/3/2012		7/16/2013	1,205	857				0	348
43	X MOODY'S CORP	615369105			12/4/2012		7/16/2013	482	393				0	89
44	X MOODY'S CORP	615369105			12/5/2012		7/16/2013	120	98				0	21
45	X MOODY'S CORP	615369105			3/30/2012		7/17/2013	1,218	842				0	376
46	X MOODY'S CORP	615369105			4/2/2012		7/17/2013	2,436	1,686				0	748
47	X NATIONAL OILWELL VARCO II	637071101			11/27/2011		2/14/2013	705	763				0	-58
48	X NATIONAL OILWELL VARCO II	637071101			11/27/2011		2/14/2013	2,114	2,313				0	-199
49	X PEPSICO INC	713448108			4/19/2013		11/19/2013	596	578				0	18
50	X PEPSICO INC	713448108			4/22/2013		11/19/2013	1,958	1,807				0	51
51	X PEPSICO INC	713448108			11/22/2000		12/12/2013	1,628	895				0	733
52	X PEIZER INC	717081103			7/18/2012		10/25/2013	5,791	4,488				0	1,293
53	X PEIZER INC	717081103			7/18/2012		11/19/2013	2,226	1,657				0	569
54	X PEIZER INC	717081103			7/18/2012		12/12/2013	304	237				0	67
55	X PEIZER INC	717081103			7/17/2009		12/12/2013	1,215	586				0	628
56	X PHILIP MORRIS INTERNAT	718172109			2/25/2013		10/25/2013	7,929	8,362				0	-433
57	X NATIONAL OILWELL VARCO II	637071101			12/6/2011		2/14/2013	705	712				0	-7
58	X NATIONAL OILWELL VARCO II	637071101			12/6/2011		10/25/2013	7,319	6,208				0	1,111
59	X NATIONAL OILWELL VARCO II	637071101			12/6/2011		10/25/2013	813	712				0	101
60	X NEWS CORP - CLASS B	65249B208			6/23/2004		10/25/2013	1,765	837				0	928
61	X NEWS CORP - CLASS B	65249B208			4/28/2005		10/25/2013	353	148				0	205
62	X NEXTERA ENERGY INC	65339F101			8/24/2010		10/25/2013	1,685	1,094				0	601
63	X NEXTERA ENERGY INC	65339F101			8/24/2010		10/25/2013	6,779	4,366				0	2,413
64	X P V H CORP	693656100			11/2/2011		11/3/2011	593	375				0	218
65	X P V H CORP	693656100			11/3/2011		11/3/2011	830	518				0	312
66	X P V H CORP	693656100			11/3/2011		11/3/2011	2,371	1,474				0	897
67	X P V H CORP	693656100			11/3/2011		10/25/2013	238	145				0	93
68	X P V H CORP	693656100			11/3/2011		10/25/2013	4,290	2,692				0	1,639

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Gross Sales	Cost, Other Basis and Expenses		Net Gain or Loss
								Capital Gains/Losses	Other sales		Depreciation	Expense of Sale and Cost of Improvements	
69	PEPSICO INC	713448108			4/23/2013		10/25/2013	Gross Sales Price		4,700			-71
70	PEPSICO INC	713448108			4/22/2013		10/25/2013	331		332			-1
71	ALLIANCE DATA SYS CORP	018581108			5/28/2008		3/5/2013	635		237			398
72	ALLIANCE DATA SYS CORP	018581108			5/28/2008		3/5/2013	1,433		534			899
73	ALLIANCE DATA SYS CORP	018581108			5/28/2008		10/25/2013	6,391		1,603			4,788
74	ALLIANCE DATA SYS CORP	018581108			5/28/2008		12/12/2013	6,592		1,603			4,989
75	ALLSCRIPTS HEALTHCARE S	01988P108			8/12/2010		3/5/2013	313		424			-111
76	ALLSCRIPTS HEALTHCARE S	01988P108			8/12/2010		3/5/2013	38		51			-13
77	ALLSCRIPTS HEALTHCARE S	01988P108			8/11/2010		3/6/2013	578		774			-196
78	ALLSCRIPTS HEALTHCARE S	01988P108			8/11/2010		3/6/2013	508		823			-219
79	ALLSCRIPTS HEALTHCARE S	01988P108			8/11/2010		3/6/2013	738		993			-255
80	APACHE CORP	037411105			2/7/2007		2/14/2013	4,351		3,738			613
81	APACHE CORP	037411105			2/7/2007		2/14/2013	4,178		3,738			440
82	APPLE INC	037833100			9/4/2008		1/31/2013	3,193		1,176			2,017
83	APPLE INC	037833100			7/28/2008		1/31/2013	1,825		639			1,186
84	APPLE INC	037833100			7/28/2008		3/5/2013	8,148		3,036			5,112
85	APPLE INC	037833100			7/28/2008		10/25/2013	3,721		1,119			2,602
86	AMERIPRISE FINANCIAL INC	03076C106			1/21/2009		10/25/2013	2,993		575			2,418
87	AMERIPRISE FINANCIAL INC	03076C106			8/11/2010		3/8/2013	75		101			-26
88	ALLSCRIPTS HEALTHCARE S	01988P108			8/11/2010		3/11/2013	264		353			-89
89	ALLSCRIPTS HEALTHCARE S	01988P108			8/11/2010		3/12/2013	138		185			-47
90	AMAZON COM INC	023135106			5/2/2011		4/17/2013	4,272		3,216			1,056
91	AMAZON COM INC	023135106			5/2/2011		10/25/2013	6,423		3,618			2,805
92	AMERICAN EXPRESS CO	025816109			6/21/2010		10/25/2013	4,044		2,124			1,920
93	AMERICAN TOWER CORP	03027X100			7/6/2012		11/19/2013	944		851			93
94	AMERICAN TOWER CORP	03027X100			7/6/2012		11/19/2013	1,101		999			102
95	AMERICAN TOWER CORP	03027X100			7/10/2012		11/19/2013	1,101		996			105
96	AMERIPRISE FINANCIAL INC	03076C106			12/1/2009		3/27/2013	2,189		575			1,614
97	AUTOLIV INC	052800109			1/24/2012		2/26/2013	257		250			7
98	AUTOLIV INC	052800109			5/28/2009		2/26/2013	643		259			384
99	AUTOLIV INC	052800109			5/28/2009		2/27/2013	2,586		1,037			1,549
100	BANK OF AMERICA CORP	060505104			5/21/2009		12/31/2013	7,766		5,761			2,005
101	BANK OF AMERICA CORP	060505104			12/21/2012		12/31/2013	6,213		4,521			1,692
102	BANK OF AMERICA CORP	060505104			10/25/2013		12/31/2013	155		142			13
103	BEAM INC	073730103			12/5/2012		10/25/2013	682		573			109
104	APPLE INC	037833100			6/5/2009		10/25/2013	532		145			387
105	APPLE INC	037833100			6/5/2009		12/31/2013	16,181		4,195			11,986
106	AUTOLIV INC	052800109			12/3/2012		2/22/2013	596		575			21
107	AUTOLIV INC	052800109			1/23/2012		2/25/2013	718		703			15
108	AUTOLIV INC	052800109			1/24/2012		2/25/2013	327		318			9
109	AUTOLIV INC	052800109			1/20/2012		2/26/2013	514		501			13
110	AUTOLIV INC	052800109			1/24/2012		2/26/2013	193		190			3
111	C B R E GROUP INC	12504L109			12/7/2012		4/17/2013	710		570			140
112	C B R E GROUP INC	12504L109			12/7/2012		4/18/2013	165		132			33
113	C B R E GROUP INC	12504L109			12/7/2012		4/18/2013	71		57			14
114	C B R E GROUP INC	12504L109			12/6/2012		4/18/2013	495		394			101
115	C B R E GROUP INC	12504L109			12/5/2012		4/18/2013	941		749			192
116	C B R E GROUP INC	12504L109			12/6/2012		4/19/2013	447		357			90
117	C B R E GROUP INC	12504L109			12/3/2012		4/19/2013	235		180			55
118	CIGNA CORP	125509109			6/22/2009		10/25/2013	2,189		732			1,457
119	CVS CAREMARK CORP	126650100			4/19/2013		10/25/2013	618		576			42
120	CAPITAL ONE FINANCIAL CO	14040H105			9/30/2010		10/25/2013	5,641		3,167			2,474
121	CAPITAL ONE FINANCIAL CO	14040H105			5/3/2012		10/25/2013	1,410		1,119			291
122	CARNIVAL CORP	143658300			7/1/2010		2/25/2013	3,821		3,435			386
123	CHUBB CORP	171232101			4/18/2013		10/25/2013	466		434			32
124	CHUBB CORP	171232101			4/18/2013		10/25/2013	653		608			44
125	CONAGRA FOODS INC	205987102			11/23/2011		10/25/2013	1,897		1,780			117
126	CONOCOPHILLIPS	20825C104			11/15/2001		3/18/2013	3,392		1,114			2,268
127	CONOCOPHILLIPS	20825C104			11/15/2001		3/18/2013	2,360		779			1,581
128	CONOCOPHILLIPS	20825C104			11/15/2001		3/19/2013	177		59			118
129	COSTCO WHSL CORP NEW	22160K105			9/6/2013		10/25/2013	9,136		9,045			91
130	COSTCO WHSL CORP NEW	22160K105			9/9/2013		10/25/2013	4,741		4,716			25
131	D T E ENERGY COMPANY	233331107			4/15/2013		11/19/2013	2,756		2,625			-69
132	D T E ENERGY COMPANY	233331107			4/19/2013		10/25/2013	2,067		2,131			-84
133	E O G RES INC	26875P101			11/11/2011		10/25/2013	363		208			155
134	EXPRESS SCRIPTS HOLDING	30219G108			5/1/2013		10/25/2013	554		537			17
135	EXPRESS SCRIPTS HOLDING	30219G108			5/2/2013		10/25/2013	3,138		3,087			51
136	EXPRESS SCRIPTS HOLDING	30219G108			4/29/2013		10/25/2013	2,461		2,343			118

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

Long Term CG Distributions										Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions										62,048		Capital Gains/Losses		645,770		423,339		222,431	
										Other sales		0		0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
137	X	EXXON MOBIL CORP	30231G102		8/5/2003		12/31/2013	19,146	6,791				0	12,355					
138	X	FACEBOOK INC-A	30303M102		1/31/2013		10/25/2013	2,112	1,255				0	857					
139	X	FEDEX CORP	31428X106		12/6/2012		10/25/2013	2,114	1,482				0	632					
140	X	FEDEX CORP	31428X106		12/6/2012		11/19/2013	541	370				0	171					
141	X	FEDEX CORP	31428X106		12/7/2012		11/19/2013	1,758	1,204				0	554					
142	X	FEDEX CORP	31428X106		12/7/2012		12/12/2013	1,370	926				0	444					
143	X	FORD MOTOR CO	345370860		11/22/2010		1/31/2013	819	1,048				0	-229					
144	X	FORD MOTOR CO	345370860		11/22/2010		1/31/2013	3,033	3,894				0	-861					
145	X	FORD MOTOR CO	345370860		11/22/2010		1/31/2013	1,331	1,711				0	-380					
146	X	FORD MOTOR CO	345370860		11/22/2010		1/31/2013	1,344	1,731				0	-387					
147	X	BEAM INC	073730103		12/6/2012		10/25/2013	1,160	999				0	161					
148	X	BEAM INC	073730103		12/6/2012		10/25/2013	205	174				0	31					
149	X	BEAM INC	073730103		12/7/2012		10/25/2013	1,228	1,068				0	159					
150	X	BEAM INC	073730103		12/7/2012		10/25/2013	614	535				0	79					
151	X	BEAM INC	073730103		12/6/2012		10/25/2013	1,569	1,349				0	220					
152	X	BEAM INC	073730103		12/10/2012		10/25/2013	273	238				0	35					
153	X	BEAM INC	073730103		12/10/2012		10/25/2013	1,160	1,016				0	144					
154	X	BEAM INC	073730103		2/22/2013		10/25/2013	2,046	1,854				0	57					
155	X	BEAM INC	073730103		2/22/2013		10/25/2013	1,378	1,432				0	-54					
156	X	D T E ENERGY COMPANY	233331107		4/18/2013		11/19/2013	689	720				0	-31					
157	X	D T E ENERGY COMPANY	233331107		3/11/2005		10/25/2013	2,871	1,090				0	1,781					
158	X	DANAHER CORP	235851102		3/11/2005		11/19/2013	2,973	1,090				0	1,883					
159	X	DANAHER CORP	235851102		10/25/2013		11/19/2013	3,607	3,277				0	330					
160	X	DILLARDS INC CL A	254067101		6/8/2012		10/25/2013	3,460	2,296				0	1,164					
161	X	WALT DISNEY CO/THE	254687106		6/8/2012		12/12/2013	1,392	919				0	473					
162	X	WALT DISNEY CO/THE	254687106		6/8/2012		10/25/2013	2,144	2,229				0	-85					
163	X	E M C CORP MASS	266648102		1/30/2013		10/25/2013	2,046	1,845				0	201					
164	X	BEAM INC	073730103		2/25/2013		10/25/2013	2,046	1,845				0	201					
165	X	BEST BUY INC	086516101		3/18/2013		10/25/2013	4,278	2,215				0	2,063					
166	X	C B S CORP-CLASS B	124857202		12/7/2012		10/25/2013	596	289				0	307					
167	X	C B S CORP-CLASS B	124857202		12/8/2012		12/12/2013	1,167	575				0	592					
168	X	C B S CORP-CLASS B	124857202		12/7/2012		12/12/2013	584	287				0	297					
169	X	C B S CORP-CLASS B	124857202		5/5/2011		12/31/2013	12,708	5,368				0	7,340					
170	X	C B R E GROUP INC	12504L109		12/10/2012		4/17/2013	781	634				0	147					
171	X	C B R E GROUP INC	12504L109		12/11/2012		4/17/2013	639	531				0	108					
172	X	CHUBB CORP	171232101		4/19/2013		10/25/2013	1,879	1,580				0	299					
173	X	CISCO SYSTEMS INC	17275R102		1/17/2013		12/31/2013	9,325	8,829				0	496					
174	X	CISCO SYSTEMS INC	17275R102		1/30/2013		12/31/2013	2,664	2,467				0	197					
175	X	COCACOLA ENTERPRISES IN	19122T109		2/17/2012		4/19/2013	849	684				0	185					
176	X	COCACOLA ENTERPRISES IN	19122T109		2/17/2012		4/22/2013	2,684	2,106				0	578					
177	X	COCACOLA ENTERPRISES IN	19122T109		2/16/2012		4/23/2013	2,254	1,744				0	510					
178	X	COCACOLA ENTERPRISES IN	19122T109		2/17/2012		4/23/2013	2,698	2,106				0	592					
179	X	COGNIZANT TECHNOLOGY S	192446102		1/17/2013		10/25/2013	2,602	2,357				0	245					
180	X	COGNIZANT TECHNOLOGY S	192446102		1/18/2013		10/25/2013	867	793				0	74					
181	X	COGNIZANT TECHNOLOGY S	192446102		3/30/2012		10/25/2013	867	770				0	97					
182	X	CONAGRA FOODS INC	205887102		11/27/2012		10/25/2013	3,477	3,261				0	216					
183	X	ROBERT HALF INTL INC	770323103		12/2/2011		4/17/2013	1,061	813				0	248					
184	X	ROBERT HALF INTL INC	770323103		12/2/2011		4/18/2013	351	271				0	80					
185	X	SANOFI	80105N105		7/20/2012		2/26/2013	185	152				0	33					
186	X	SANOFI	80105N105		7/25/2012		2/26/2013	1,667	1,354				0	313					
187	X	SANOFI	80105N105		7/25/2012		2/27/2013	464	375				0	89					
188	X	SANOFI	80105N105		7/25/2012		2/27/2013	5,054	4,099				0	955					
189	X	SANOFI	80105N105		7/23/2012		2/27/2013	2,828	2,281				0	547					
190	X	SANOFI	80105N105		7/23/2012		8/28/2013	442	337				0	105					
191	X	SANOFI	80105N105		7/24/2012		8/28/2013	1,619	1,218				0	401					
192	X	SANOFI	80105N105		7/24/2012		8/28/2013	4,319	3,256				0	1,063					
193	X	SCHLUMBERGER LTD	808857108		2/14/2013		10/25/2013	926	817				0	109					
194	X	SKYWORKS SOLUTIONS INC	83088M102		12/5/2012		3/15/2013	2,173	2,342				0	-169					
195	X	SKYWORKS SOLUTIONS INC	83088M102		12/5/2012		3/18/2013	2,157	2,342				0	-185					
196	X	TERADATA CORPORATION	88076W103		1/31/2013		10/25/2013	1,360	2,007				0	-647					
197	X	TERADATA CORPORATION	88076W103		3/2/2011		10/25/2013	1,814	1,898				0	-84					
198	X	TRANSCANADA CORP	89333D107		10/19/2011		10/25/2013	5,308	5,122				0	186					
199	X	TWENTY-FIRST CENTURY FO	90130A200		6/23/2004		10/25/2013	13,917	6,284				0	7,633					
200	X	TWENTY-FIRST CENTURY FO	90130A200		4/28/2005		10/25/2013	2,783	1,113				0	1,670					
201	X	UNILEVER PLC ADR	904767704		5/27/2010		2/25/2013	1,069	734				0	335					
202	X	UNILEVER PLC ADR	904767704		5/27/2010		2/26/2013	4,422	3,072				0	1,350					
203	X	UNILEVER PLC ADR	904767704		5/27/2010		2/26/2013	783	543				0	240					
204	X	UNILEVER PLC ADR	904767704		5/27/2010		4/29/2013	1,127	706				0	421					

1

				Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss		
Long Term CG Distributions				82,048		Capital Gains/Losses		645,770		423,339		222,431		
Short Term CG Distributions						Other sales		0		0		0		
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
205	X	UNILEVER PLC ADR	904767704		5/27/2010		4/30/2013	1,210	760				0	450
206	X	UNILEVER PLC ADR	904767704		5/27/2010		5/1/2013	1,127	706				0	421
207	X	UNILEVER PLC ADR	904767704		10/25/2010		10/25/2013	5,620	3,800				0	1,820
208	X	VALERO ENERGY CORP NEW	91913Y100		10/25/2013		11/19/2013	4,731	4,354				0	377
209	X	VMWARE INC-CLASS A	928563402		9/9/2011		1/30/2013	1,479	1,664				0	-185
210	X	VMWARE INC-CLASS A	928563402		9/9/2011		1/30/2013	2,413	2,725				0	-312
211	X	PHILIP MORRIS INTERNAT	718172109		2/26/2013		10/25/2013	1,762	1,834				0	-72
212	X	PHILIP MORRIS INTERNAT	718172109		10/31/2011		11/19/2013	913					0	202
213	X	PRAXAIR INC	74005P104		2/4/2005		10/25/2013	248	88				0	160
214	X	T ROWE PRICE GROUP INC	74144T108		1/20/2012		3/27/2013	2,223	1,802				0	421
215	X	T ROWE PRICE GROUP INC	74144T108		1/20/2012		10/25/2013	759	601				0	158
216	X	QUALCOMM INC	747525103		3/3/2010		3/15/2013	3,257	1,949				0	1,308
217	X	QUALCOMM INC	747525103		3/3/2010		10/25/2013	9,400	5,456				0	3,944
218	X	RALCORP HLDGS INC NEW	751028101		3/28/2012		1/29/2013	1,800	1,470				0	330
219	X	RALCORP HLDGS INC NEW	751028101		3/28/2012		1/29/2013	900	736				0	164
220	X	RALCORP HLDGS INC NEW	751028101		3/29/2012		1/29/2013	900	736				0	162
221	X	RALCORP HLDGS INC NEW	751028101		4/2/2012		1/29/2013	900	738				0	-248
222	X	VMWARE INC-CLASS A	928563402		10/11/2011		1/30/2013	1,557	1,805				0	-307
223	X	WAL MART STORES INC	931142103		4/15/2013		9/6/2013	3,637	3,944				0	107
224	X	WAL MART STORES INC	931142103		2/27/2013		9/6/2013	5,820	5,713				0	61
225	X	WAL MART STORES INC	931142103		2/26/2013		9/9/2013	2,196	2,135				0	54
226	X	WAL MART STORES INC	931142103		2/27/2013		9/9/2013	2,196	2,142				0	20
227	X	WAL MART STORES INC	931142103		10/25/2013		12/1/2013	786	760				0	122
228	X	WELLS FARGO & COMPANY	949746101		3/5/2001		3/27/2013	370	248				0	109
229	X	WELLS FARGO & COMPANY	949746101		9/2/2010		3/27/2013	3,326	2,234				0	1,092
230	X	WELLS FARGO & COMPANY	949746101		9/2/2010		10/25/2013	1,281	745				0	536
231	X	WELLS FARGO & COMPANY	949746101		9/2/2010		11/19/2013	1,306	745				0	561
232	X	XILINX INC	963919101		7/16/2013		10/25/2013	1,347	1,310				0	37
233	X	COVIDIEN PLC	G2554F113		1/3/2011		4/29/2013	3,143	2,360				0	783
234	X	COVIDIEN PLC	G2554F113		1/3/2011		5/1/2013	1,081	803				0	278
235	X	COVIDIEN PLC	G2554F113		1/3/2011		5/2/2013	2,564	1,888				0	676
236	X	COVIDIEN PLC	G2554F113		1/3/2011		5/2/2013	2,756	2,030				0	726
237	X	EATON CORP PLC	G29183103		11/30/2012		4/18/2013	2,061	1,908				0	153
238	X	EATON CORP PLC	G29183103		11/30/2012		4/18/2013	2,389	2,193				0	196
239	X	EATON CORP PLC	G29183103		11/30/2012		4/19/2013	588	540				0	48
240	X	EATON CORP PLC	G29183103		11/30/2012		10/25/2013	6,662	5,018				0	1,644
241	X	ENSCO PLC-CL A	G3157S106		3/24/2011		4/15/2013	3,805	4,033				0	-228
242	X	ENSCO PLC-CL A	G3157S106		3/23/2011		4/17/2013	2,800	2,846				0	-246
243	X	ENSCO PLC-CL A	G3157S106		3/24/2011		4/17/2013	2,080	2,305				0	-225
244	X	TYCO INTERNATIONAL LTD	H89128104		12/26/2012		12/12/2013	1,133	872				0	261
245	X	TYCO INTERNATIONAL LTD	H89128104		12/27/2012		12/12/2013	1,133	1,155				0	356
246	X	TYCO INTERNATIONAL LTD	H89128104		10/25/2013		12/12/2013	378	361				0	17
247	X	TYCO INTERNATIONAL LTD	H89128104		3/16/2009		12/12/2013	756	190				0	566
248	X	LYONDELLBASELL INDU-CL A	N53745100		4/27/2012		4/15/2013	2,789	2,302				0	487
249	X	LYONDELLBASELL INDU-CL A	N53745100		4/27/2012		4/15/2013	558	460				0	98
250	X	LYONDELLBASELL INDU-CL A	N53745100		4/2/2012		4/18/2013	1,701	1,324				0	377

Part I, Line 16c (990-PF) - Other Professional Fees

		12,772	7,663	0	5,109
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	BNY PROFESSIONAL FEES	12,772	7,663		5,109

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

		1,821	1,821	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,821	1,821		

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

		2,320,534		2,370,460		3,016,111	
Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year		
1				0			
2	CENTURYTEL INC		0	2,984	2,866		
3	CHESAPEAKE ENERGY CORP		0	6,337	6,785		
4	CHEVRONTXACO CORP		0	4,104	4,247		
5	CHUBB CORPORATION COM		0	4,165	7,730		
6	CITIGROUP INC		0	1,504	1,563		
7	COCA-COLA CO USD		0	1,550	1,652		
8	COGNIZANT TECHNOLOGY SOLUTIONS		0	6,257	9,088		
9	CONOCOPHILLIPS		0	5,139	4,946		
10	CORRECTIONS CORP AMER NEW		0	6,034	5,131		
11	DANAHER CORP COMMON		0	545	1,544		
12	DILLARD'S INC CL A COM		0	2,458	2,916		
13	DISNEY (WALT) COMPANY HOLDING CO.		0	7,802	12,988		
14	EMC CORP(MASS) USD 0.01		0	5,705	10,060		
15	EOG RES INC		0	4,225	6,881		
16	EATON VANCE SER TR II EMER MKTS CL		0	198,828	191,818		
17	EDISON INTL		0	3,653	3,704		
18	EMERSON ELECTRIC COMPANY		0	1,333	1,404		
19	ENERGIZER HLDGS INC		0	1,949	2,165		
20	EXPRESS SCRIPTS HLDG CO		0	1,171	1,405		
21	FACEBOOK INC		0	3,450	6,011		
22	FEDEX CORPORATION		0	6,161	9,633		
23	FIDELITY CONTRAFUND INC		0	250,000	358,624		
24	FLUOR CORP NEW		0	5,909	8,029		
25	FRANKLIN RES INC COM		0	1,647	1,732		
26	GENERAL ELECTRIC CO		0	9,347	12,894		
27	GOOGLE INC		0	8,254	8,966		
28	GREEN MTN COFFEE INC		0	4,821	5,288		
29	HANESBRANDS INC		0	5,256	5,622		
30	HARBOR INTERNATIONAL FD		0	200,000	224,751		
31	HARRIS ASSOC INVT TR OAKMARK FD		0	250,000	375,265		
32	HERSHEY FOODS CORPORATION COM		0	2,887	2,917		
33	HEWLETT PACKARD COMPANY		0	5,519	6,435		
34	HILLSHIRE BRANDS CO/THE		0	5,177	5,350		
35	HOME DEPOT INC USD 0 05		0	11,073	11,528		
36	HONEYWELL INTL INC		0	8,716	9,137		
37	INTERCONTINENTALEXCHANGE GRO		0	2,847	5,173		
38	INTERNATIONAL BUSINESS MACHINES C		0	2,144	2,251		
39	INTUIT INC COM		0	4,652	6,869		
40	ISHARES TR S & P SMALL CAP 600		0	53,397	122,771		
41	J P MORGAN CHASE & CO		0	5,443	14,678		
42	KROGER COMPANY COMMON		0	1,723	1,581		
43	ELI LILLY & CO COM		0	9,935	10,200		
44	MACYS INC		0	6,315	7,476		
45	THE YACHTMAN FUND		0	250,000	338,803		
46	MARATHON PETROLEUM CORP		0	6,945	9,173		

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
47	MASCO CORPORATION		0	2,574	2,732
48	MATTHEWS INTL FDS PACIFIC TIGER		0	200,000	214,047
49	MCKESSON CORPORATION		0	2,233	7,909
50	MEDTRONIC INC		0	1,148	1,148
51	MERCK & CO INC		0	642	1,301
52	METTLER-TOLEDO INTL INC		0	5,211	5,094
53	MICROSOFT CORP COM		0	5,386	5,612
54	MOODY'S CORP		0	2,488	4,708
55	NEXTERA ENERGY INC		0	6,003	9,418
56	NIKE INC CL B		0	6,004	8,650
57	NORTHROP GRUMMAN CORP		0	214	229
58	OCCIDENTAL PETROLEUM CORPORATION		0	5,663	9,700
59	ORACLE CORPORATION		0	6,418	13,008
60	OSHKOSH TRUCK CORP		0	1,598	1,511
61	PACKAGING CORP AMER		0	6,167	6,328
62	PEPSICO INC		0	8,950	16,588
63	PFIZER INC COM		0	9,020	18,868
64	PHILIP MORRIS INTERNATIONAL		0	6,735	13,070
65	PHILLIPS 66		0	3,173	3,856
66	PRAXAIR INC		0	2,558	7,542
67	PRICE T ROWE GROUP INC		0	3,602	5,026
68	PROCTER & GAMBLE CO COM		0	3,225	3,256
69	PUBLIC STORAGE INC COM		0	7,250	6,773
70	QUALCOMM INC		0	779	1,485
71	RESMED INC		0	4,623	4,237
72	ROBERT HALF INTL INC		0	2,711	4,199
73	ROCKWELL INTL CORP NEW		0	1,331	1,418
74	SLM CORP		0	6,444	6,570
75	SANDISK CORP COM		0	6,294	6,349
76	SCHLUMBERGER LIMITED COM		0	11,360	12,615
77	SIRONA DENTAL SYS INC		0	5,650	5,616
78	STATE ST CORP COM		0	1,364	1,468
79	SYMANTEC CORP		0	6,275	6,602
80	TARGET CORP		0	6,575	7,592
81	TERADATA CORP DEL		0	949	910
82	TEXAS INSTRUMENTS INC		0	5,243	6,586
83	TRAVELERS COS INC		0	1,743	1,811
84	UGI CORP NEW COM		0	5,396	5,390
85	UNION PACIFIC CORP		0	8,469	9,240
86	VALMONT INDS INC		0	2,206	2,386
87	VANGUARD INTL EQUITY INDEX FD		0	196,182	172,788
88	VERISIGN INC		0	2,681	2,989
89	VERIZON COMMUNICATIONS INC		0	11,759	11,794
90	VIACOM INC NEW		0	6,358	6,987
91	VISA INC		0	7,770	10,243
92	WAL MART STORES INC		0	12,249	12,590

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

2,320,534						2,370,460	3,016,111
Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year		
93	WASATCH ADVISORS FDS INC		0	160,464	203,254		
94	WELLS FARGO & CO NEW		0	8,847	16,344		
95	WYNDHAM WORLDWIDE CORP		0	3,366	3,684		
96	WYNN RESORTS LTD		0	1,665	1,942		
97	XILINX INC		0	5,636	5,970		
98	ACCENTURE PLC IRELAND SHS CL A		0	5,382	5,755		
99	SEAGATE TECHNOLOGY		0	1,960	2,246		
100	XL GROUP PLC		0	1,596	1,592		
101	TYCO INTERNATIONAL LTD		0	761	3,283		
102	LYONDELLBASELL INDU-CL A-W/I		0	3,298	6,422		
103	ABBOTT LABORATORIES		0	8,952	9,199		
104	AECOM TECHNOLOGY CORP DELAWARE		0	1,601	1,472		
105	ALLERGAN INC COM		0	6,484	7,776		
106	ALTRIA GROUP INC		0	3,677	3,839		
107	AMERICAN EXPRESS COMPANY		0	4,913	10,888		
108	AMERICAN INTERNATIONAL GROUP		0	6,760	10,210		
109	AMERIPRISE FINL INC		0	1,342	8,054		
110	AMPHENOL CORP NEW		0	3,632	4,459		
111	ANADARKO PETE CORP		0	5,730	7,932		
112	ARCHER DANIELS MIDLAND CO COM		0	7,028	7,378		
113	BARON SMALL CAP FUND 583		0	99,531	134,160		
114	BERKSHIRE HATHAWAY INC DEL CL B		0	2,924	2,964		
115	BEST BUY INC COM		0	3,534	6,381		
116	CBRE GROUP INC		0	2,683	3,945		
117	CIGNA CORP COM		0	1,953	6,998		
118	CSX CORP COM		0	1,324	1,438		
119	CVS CORP		0	9,141	11,451		
120	CELGENE CORP		0	8,242	8,786		

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

1	RECOVERY OF AMOUNT TREATED AS QUALIFYING DISTRIBUTION	1	1,000
2	WASH SALE ADJUSTMENT - NATIONAL OILWELL VARCO	2	231
3	Total	3	1,231

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

1	LOSS ON PRIOR YEAR SALES SETTLED IN CURRENT YEAR	1	278
2	BASIS CHANGE - LYONDELLBASELL	2	176
3	RETURN OF CAPITAL BASIS ADJUSTMENT	3	95
4	Total	4	549

1

10.383	1.501	32	186	42	155	36	153	163	84	287	966	60	106	18	161	1.637	1.007	633	255	355	356	223	186	62	931	4.262	38	687	130	130	123	25	25	21	54	2.220	3.445	563	230	533	348	89	88	21	21	376	748	58	999	899	4.788	4.089	218	218	312	312	897	613	440	2.017	5.112	1.186
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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Amount		Short Term CG Distributions		Amount							
		82,048				0							
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Costs Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
85 APPLE INC	037833100		7/29/2008	10/25/2013	3,721			1,119	2,602	0	0	0	160,383
86 AMERIPRISE FINANCIAL INC	03076C106		1/21/2009	10/25/2013	2,693			575	2,418	0	0	0	2,602
87 ALLSCRIPTS HEALTHCARE SOLUTIONS	0401888P106		8/11/2010	3/9/2013	75			101	-26	0	0	0	2,418
88 ALLSCRIPTS HEALTHCARE SOLUTIONS	0401888P106		8/11/2010	3/11/2013	264			353	-89	0	0	0	89
89 ALLSCRIPTS HEALTHCARE SOLUTIONS	0401888P106		8/11/2010	3/12/2013	136			185	-47	0	0	0	-47
90 AMAZON COM INC	023135106		5/2/2011	4/17/2013	4,272			3,216	1,056	0	0	0	1,056
91 AMAZON COM INC	023135106		5/2/2011	10/25/2013	6,423			3,618	2,805	0	0	0	2,805
92 AMERICAN EXPRESS CO	025916109		6/21/2010	10/25/2013	4,044			2,124	1,920	0	0	0	1,920
93 AMERICAN EXPRESS CO	025916109		7/6/2012	11/19/2013	944			851	93	0	0	0	93
94 AMERICAN TOWER CORP	03027X100		7/9/2012	11/18/2013	1,101			999	102	0	0	0	102
95 AMERICAN TOWER CORP	03076C106		7/10/2012	11/18/2013	1,101			996	105	0	0	0	105
96 AMERIPRISE FINANCIAL INC	03076C106		1/21/2009	3/27/2013	2,189			575	1,814	0	0	0	1,814
97 AUTOLV INC	052800109		1/24/2012	2/26/2013	257			250	7	0	0	0	7
98 AUTOLV INC	052800109		5/28/2009	2/26/2013	643			259	384	0	0	0	384
99 AUTOLV INC	052800109		5/28/2009	2/27/2013	2,586			1,037	1,549	0	0	0	1,549
100 BANK OF AMERICA CORP	060505104		5/21/2009	12/31/2013	7,766			5,761	2,005	0	0	0	2,005
101 BANK OF AMERICA CORP	060505104		12/21/2012	12/31/2013	6,213			4,521	1,692	0	0	0	1,692
102 BANK OF AMERICA CORP	060505104		10/25/2013	12/31/2013	155			142	13	0	0	0	13
103 BEAM INC	073730103		12/5/2012	10/25/2013	682			573	109	0	0	0	109
104 APPLE INC	037833100		6/5/2009	10/25/2013	532			145	387	0	0	0	387
105 APPLE INC	037833100		6/5/2009	12/31/2013	18,181			4,195	11,986	0	0	0	11,986
106 AUTOLV INC	052800109		1/23/2012	2/22/2013	596			575	21	0	0	0	21
107 AUTOLV INC	052800109		1/23/2012	2/25/2013	718			703	15	0	0	0	15
108 AUTOLV INC	052800109		1/24/2012	2/25/2013	327			316	9	0	0	0	9
109 AUTOLV INC	052800109		1/20/2012	2/26/2013	514			501	13	0	0	0	13
110 AUTOLV INC	052800109		1/24/2012	2/26/2013	193			180	13	0	0	0	13
111 C B R E GROUP INC	125041109		12/7/2012	4/17/2013	710			570	140	0	0	0	140
112 C B R E GROUP INC	125041109		12/7/2012	4/18/2013	71			132	33	0	0	0	33
113 C B R E GROUP INC	125041109		12/7/2012	4/18/2013	71			57	14	0	0	0	14
114 C B R E GROUP INC	125041109		12/6/2012	4/18/2013	495			394	101	0	0	0	101
115 C B R E GROUP INC	125041109		12/5/2012	4/19/2013	941			749	192	0	0	0	192
116 C B R E GROUP INC	125041109		12/6/2012	4/19/2013	447			357	90	0	0	0	90
117 C B R E GROUP INC	125041109		12/3/2012	4/19/2013	235			180	55	0	0	0	55
118 CIGNA CORP	125509106		6/22/2009	10/25/2013	2,189			732	1,457	0	0	0	1,457
119 CVS CAREMARK CORP	126650100		4/19/2013	10/25/2013	618			576	42	0	0	0	42
120 CAPITAL ONE FINANCIAL CORP	14040H105		9/30/2010	10/25/2013	5,641			3,167	2,474	0	0	0	2,474
121 CAPITAL ONE FINANCIAL CORP	14040H105		5/3/2012	10/25/2013	1,410			1,119	291	0	0	0	291
122 CARNIVAL CORP	143668300		7/1/2010	2/25/2013	3,821			3,435	386	0	0	0	386
123 CHUBB CORP	171232101		4/18/2013	10/25/2013	466			434	32	0	0	0	32
124 CHUBB CORP	171232101		4/18/2013	10/25/2013	653			609	44	0	0	0	44
125 CONAGRA FOODS INC	205687102		12/6/2012	10/25/2013	1,897			1,760	117	0	0	0	117
126 CONOCOPHILLIPS	20825C104		11/15/2001	3/18/2013	3,342			1,114	2,268	0	0	0	2,268
127 CONOCOPHILLIPS	20825C104		11/15/2001	3/18/2013	2,380			779	1,581	0	0	0	1,581
128 CONOCOPHILLIPS	20825C104		11/15/2001	3/18/2013	177			59	118	0	0	0	118
129 COSTCO WHSEL CORP NEW	22160K105		9/6/2013	10/25/2013	9,136			9,045	91	0	0	0	91
130 COSTCO WHSEL CORP NEW	22160K105		9/9/2013	11/19/2013	4,741			4,716	25	0	0	0	25
131 DT E ENERGY COMPANY	233331107		4/16/2013	10/25/2013	2,756			2,825	-69	0	0	0	-69
132 DT E ENERGY COMPANY	233331107		11/11/2011	10/25/2013	2,067			2,131	-64	0	0	0	-64
133 E O G RES INC	26875P101		5/1/2013	10/25/2013	363			208	155	0	0	0	155
134 EXPRESS SCRIPTS HOLDING CO	30219G108		5/1/2013	10/25/2013	554			537	17	0	0	0	17
135 EXPRESS SCRIPTS HOLDING CO	30219G108		5/2/2013	10/25/2013	3,138			3,087	51	0	0	0	51
136 EXPRESS SCRIPTS HOLDING CO	30218G108		4/29/2013	10/25/2013	2,461			2,343	118	0	0	0	118
137 EXXON MOBIL CORP	30231G102		8/5/2003	12/31/2013	19,146			6,791	12,355	0	0	0	12,355
138 FACEBOOK INC-A	30303M102		1/31/2013	10/25/2013	2,112			1,255	857	0	0	0	857
139 FEDEX CORP	31428X106		1/26/2012	10/25/2013	2,114			1,482	632	0	0	0	632
140 FEDEX CORP	31428X106		1/26/2012	11/18/2013	541			370	171	0	0	0	171
141 FEDEX CORP	31428X106		1/27/2012	11/19/2013	1,758			1,204	554	0	0	0	554
142 FEDEX CORP	31428X106		1/27/2012	12/12/2013	1,370			826	444	0	0	0	444
143 FORD MOTOR CO	346370860		11/22/2010	1/31/2013	819			1,048	-229	0	0	0	-229
144 FORD MOTOR CO	346370860		11/22/2010	1/31/2013	3,033			3,984	-861	0	0	0	-861
145 FORD MOTOR CO	346370860		11/22/2010	1/31/2013	1,331			1,711	-380	0	0	0	-380
146 FORD MOTOR CO	346370860		11/22/2010	1/31/2013	1,344			1,731	-387	0	0	0	-387
147 BEAM INC	073730103		12/6/2012	10/25/2013	1,160			899	161	0	0	0	161
148 BEAM INC	073730103		12/6/2012	10/25/2013	205			174	31	0	0	0	31
149 BEAM INC	073730103		12/7/2012	10/25/2013	1,228			1,069	159	0	0	0	159
150 BEAM INC	073730103		12/7/2012	10/25/2013	514			535	79	0	0	0	79
151 BEAM INC	073730103		12/6/2012	10/25/2013	1,569			1,349	220	0	0	0	220
152 BEAM INC	073730103		12/10/2012	10/25/2013	273			238	35	0	0	0	35
153 BEAM INC	073730103		12/10/2012	10/25/2013	1,160			1,016	144	0	0	0	144
154 BEAM INC	073730103		12/11/2012	10/25/2013	614			557	57	0	0	0	57
155 BEAM INC	073730103		2/22/2013	10/25/2013	2,046			1,854	192	0	0	0	192
156 DT E ENERGY COMPANY	233331107		4/17/2013	11/19/2013	1,378			1,432	-54	0	0	0	-54
157 DT E ENERGY COMPANY	233331107		4/19/2013	11/19/2013	869			1,090	-1781	0	0	0	-1781
158 DANAHER CORP	236851102		3/11/2005	10/25/2013	2,871			1,720	1,151	0	0	0	1,151
159 DANAHER CORP	236851102		3/11/2005	11/19/2013	2,973			1,090	1,883	0	0	0	1,883
160 DILLARDS INC CL A	254087101		10/25/2013	11/19/2013	3,607			3,277	330	0	0	0	330
161 WALT DISNEY CO THE	254087101		6/8/2012	12/12/2013	3,460			2,296	1,164	0	0	0	1,164
162 WALT DISNEY CO THE	254087101		12/12/2013	12/12/2013	1,352			819	473	0	0	0	473
163 FMC CORP MASS	268648102		2/25/2013	10/25/2013	2,144			2,229	-85	0	0	0	-85
164 BEAM INC	073730103		2/25/2013	10/25/2013	2,046			1,845	201	0	0	0	201
165 BEST BUY INC	124857202		12/7/2012	10/25/2013	596			2,215	2,063	0	0	0	2,063
166 C B S CORP-CLASS B	124857202		12/7/2012	10/25/2013	1,167			289	307	0	0	0	307
167 C B S CORP-CLASS B	124857202		12/7/2012	12/12/2013	596			575	592	0	0	0	592
168 C B S CORP-CLASS B	124857202		12/7/2012	12/12/2013	584			287	287	0	0	0	287

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

Long Term CG Distributions		Amount											160,383		160,383		160,383		160,383		160,383	
Short Term CG Distributions		Amount											0		0		0		0		0	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses									
189 C B S CORP-CLASS B	124857202		5/5/2011	12/31/2013	12,708		0	5,368	7,340	7,340	0	0	7,340									
170 C B R E GROUP INC	125041109		12/10/2012	4/17/2013	634		0	781	147	147	0	0	147									
171 C B R E GROUP INC	125041109		12/11/2012	4/17/2013	639		0	531	108	108	0	0	108									
172 CHUBB CORP	171232101		4/16/2013	10/25/2013	1,679		0	1,560	99	99	0	0	99									
173 CISCO SYSTEMS INC	172758102		11/7/2013	12/31/2013	8,325		0	8,429	496	496	0	0	496									
174 CISCO SYSTEMS INC	172758102		13/02/2013	12/31/2013	2,664		0	2,467	197	197	0	0	197									
175 COCA-COLA ENTERPRISES INC	191221109		2/17/2012	4/19/2013	849		0	664	185	185	0	0	185									
176 COCA-COLA ENTERPRISES INC	191221109		2/17/2012	4/22/2013	2,894		0	2,108	578	578	0	0	578									
177 COCA-COLA ENTERPRISES INC	191221109		2/18/2012	4/23/2013	2,254		0	1,744	510	510	0	0	510									
178 COCA-COLA ENTERPRISES INC	191221109		2/17/2012	4/23/2013	2,658		0	2,106	592	592	0	0	592									
179 COGNIZANT TECHNOLOGY SOLUTIONS	192446102		11/7/2013	10/25/2013	2,682		0	2,357	245	245	0	0	245									
180 COGNIZANT TECHNOLOGY SOLUTIONS	192446102		11/7/2013	10/25/2013	2,682		0	2,357	245	245	0	0	245									
181 COGNIZANT TECHNOLOGY SOLUTIONS	192446102		11/7/2013	10/25/2013	2,682		0	2,357	245	245	0	0	245									
182 CONAGRA FOODS INC	205987102		11/27/2012	10/25/2013	3,477		0	3,261	216	216	0	0	216									
183 ROBERT HALF INTL INC	770323103		12/2/2011	4/17/2013	1,061		0	813	248	248	0	0	248									
184 ROBERT HALF INTL INC	770323103		12/2/2011	4/17/2013	1,061		0	813	248	248	0	0	248									
185 SANOFI	80105N105		7/20/2012	2/26/2013	185		0	152	33	33	0	0	33									
186 SANOFI	80105N105		7/20/2012	2/26/2013	185		0	152	33	33	0	0	33									
187 SANOFI	80105N105		7/25/2012	2/27/2013	1,687		0	1,354	313	313	0	0	313									
188 SANOFI	80105N105		7/25/2012	2/27/2013	1,687		0	1,354	313	313	0	0	313									
189 SANOFI	80105N105		7/25/2012	2/27/2013	1,687		0	1,354	313	313	0	0	313									
190 SANOFI	80105N105		7/25/2012	2/27/2013	1,687		0	1,354	313	313	0	0	313									
191 SANOFI	80105N105		7/25/2012	2/27/2013	1,687		0	1,354	313	313	0	0	313									
192 SANOFI	80105N105		7/25/2012	2/27/2013	1,687		0	1,354	313	313	0	0	313									
193 SCHLUMBERGER LTD	806887108		2/14/2013	10/25/2013	2,173		0	2,342	169	169	0	0	169									
194 SKYWORKS SOLUTIONS INC	83088M102		12/5/2012	3/15/2013	2,157		0	2,342	169	169	0	0	169									
195 SKYWORKS SOLUTIONS INC	83088M102		12/5/2012	3/15/2013	2,157		0	2,342	169	169	0	0	169									
196 SKYWORKS SOLUTIONS INC	83088M102		12/5/2012	3/15/2013	2,157		0	2,342	169	169	0	0	169									
197 TERADATA CORPORATION	88076W103		1/31/2013	10/25/2013	1,360		0	1,898	84	84	0	0	84									
198 TRANS CANADA CORP	88353D107		3/22/2011	10/25/2013	5,308		0	5,122	186	186	0	0	186									
199 TWENTY FIRST CENTURY FOX - B	80130A200		10/19/2011	10/25/2013	13,917		0	6,284	7,633	7,633	0	0	7,633									
200 TWENTY FIRST CENTURY FOX - B	80130A200		4/28/2005	10/25/2013	2,783		0	1,113	1,670	1,670	0	0	1,670									
201 UNILEVER PLC ADR	904787704		5/27/2010	2/25/2013	1,089		0	734	335	335	0	0	335									
202 UNILEVER PLC ADR	904787704		5/27/2010	2/26/2013	4,422		0	3,072	1,350	1,350	0	0	1,350									
203 UNILEVER PLC ADR	904787704		5/27/2010	2/26/2013	4,422		0	3,072	1,350	1,350	0	0	1,350									
204 UNILEVER PLC ADR	904787704		5/27/2010	2/26/2013	4,422		0	3,072	1,350	1,350	0	0	1,350									
205 UNILEVER PLC ADR	904787704		5/27/2010	2/26/2013	4,422		0	3,072	1,350	1,350	0	0	1,350									
206 UNILEVER PLC ADR	904787704		5/27/2010	2/26/2013	4,422		0	3,072	1,350	1,350	0	0	1,350									
207 UNILEVER PLC ADR	904787704		5/27/2010	2/26/2013	4,422		0	3,072	1,350	1,350	0	0	1,350									
208 VALERO ENERGY CORP NEW	918131100		10/25/2013	10/25/2013	5,820		0	3,900	1,820	1,820	0	0	1,820									
209 VIVARE INC-CLASS A	928563402		9/9/2011	11/19/2013	4,731		0	4,354	377	377	0	0	377									
210 VIVARE INC-CLASS A	928563402		9/9/2011	11/19/2013	4,731		0	4,354	377	377	0	0	377									
211 PHILIP MORRIS INTERNAT	718172109		2/26/2013	10/25/2013	1,479		0	1,864	185	185	0	0	185									
212 PHILIP MORRIS INTERNAT	718172109		2/26/2013	10/25/2013	1,479		0	1,864	185	185	0	0	185									
213 PROXAR INC	74005P104		1/20/2012	10/25/2013	2,413		0	2,725	312	312	0	0	312									
214 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
215 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
216 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
217 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
218 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
219 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
220 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
221 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
222 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
223 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
224 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
225 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
226 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
227 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
228 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
229 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
230 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
231 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
232 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
233 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
234 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
235 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
236 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
237 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
238 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
239 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
240 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
241 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
242 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
243 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
244 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
245 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
246 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
247 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
248 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
249 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									
250 T ROWE PRICE GROUP INC	741441T08		2/4/2005	10/25/2013	913		0	1,834	72	72	0	0	72									

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	JAMES R MELLON		1107 FIFTH AVE	NEW YORK	NY	10128		CO-TRUSTEE	0 60	0		
2	VIVIAN R MELLON		1107 FIFTH AVE	NEW YORK	NY	10128		CO-TRUSTEE	0 60	0		
3	DIANA MELLON		1107 FIFTH AVE	NEW YORK	NY	10128		CO-TRUSTEE	0 60	0		

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

	Date	Amount
1 Credit from prior year return	1	1,302
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	
7 Total	7	1,302

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	86,798
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	86,798

MATTHEW T MELLON FOUNDATION-IMA

31-1734222 Page 1 of 3

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

Recipient(s) paid during the year

Name

THE IRISH-AMERICAN PARTNERSHIP

Street

33 BROAD ST

City

BOSTON

State

MA

Zip Code

02109

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

20,000

Name

UNITED JEWISH APPEAL FEDERATION COMMUNITY TRUST

Street

130 E 59TH ST

City

NEW YORK

State

NY

Zip Code

10022

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

6,560

Name

TANZANIA CHILDREN'S FUND

Street

P O BOX 382006

City

CAMBRIDGE

State

MA

Zip Code

02238

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

28,000

Name

ANIMALS ASIA

Street

300 BROADWAY, SUITE 32

City

SAN FRANCISCO

State

CA

Zip Code

94133-4587

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

10,000

Name

NEW YORK TIMES NEEDIEST CASES FUND

Street

4 CHASE METROTECH CENTER, 7TH FLOOR EAST

City

BROOKLYN

State

NY

Zip Code

11245

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

20,000

Name

DOCTOR'S WITHOUT BORDERS

Street

333 7TH AVE, 2ND FLOOR

City

NEW YORK

State

NY

Zip Code

10001-5004

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

20,000

MATTHEW T MELLON FOUNDATION-IMA

31-1734222 Page 2 of 3

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

Recipient(s) paid during the year

Name

FIX GEORGIA PETS

Street

6300 POWERS FERRY ROAD

City

ATLANTA

State

GA

Zip Code

30339

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

1,000

Name

DEMOCRACY NOW!

Street

207 W 25TH ST. FLOOR 11

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

10,000

Name

CITY HARVEST

Street

575 8TH AVENUE, 4TH FLOOR

City

NEW YORK

State

NY

Zip Code

10018

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

20,000

Name

POCA TECH

Street**City****State****Zip Code****Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

15,000

Name

AUDRE LORDE PROJECT

Street

85 S OXFORD ST

City

BROOKLYN

State

NY

Zip Code

11217

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

20,000

Name

EVELYN ALEXANDER WILDLIFE

Street

228 WEST MONTAUK HIGHWAY

City

HAMPTON BAYS

State

NY

Zip Code

11946

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

20,000

MATTHEW T MELLON FOUNDATION-IMA

31-1734222 Page 3 of 3

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

Recipient(s) paid during the year

Name

NEW YORK CITY RESCUE MISSION

Street

90 LAFAYETTE ST

City

NEW YORK

State

NY

Zip Code

10013

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

20,000

Name

ST JUDE'S CHILDREN'S HOSPITAL

Street

262 DANNY THOMAS PLACE

City

MEMPHIS

State

TN

Zip Code

38105

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

20,000

Name

COVENANT HOUSE

Street

460 W 41ST ST

City

NEW YORK

State

NY

Zip Code

10036

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

20,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only. ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions		Employer identification number (EIN) or
	MATTHEW T MELLON FOUNDATION-IMA		31-1734222
	Number, street, and room or suite no. If a P O box, see instructions		Social security number (SSN)
	BNY Mellon, N A - P O Box 185		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	Pittsburgh, PA 15230-0185		

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BNY MELLON, N A

Telephone No ▶ (412) 234-2332

Fax No ▶

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is

for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ▶ ☒ calendar year 2013 or

▶ ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	5,038
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,302
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	3,736

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)

HTA