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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 Service

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning 7/1/2013, and ending 6/30/2014

Name of foundation <b>APPLESTONE FOUNDATION-IMA</b>			A Employer identification number <b>84-1663629</b>		
Number and street (or P O box number if mail is not delivered to street address) <b>BNY MELLON TRUST OF DELAWARE - P O Box 185</b>		Room/suite	B Telephone number (see instructions) <b>(215) 553-2044</b>		
City or town <b>Pittsburgh</b>	State <b>PA</b>	ZIP code <b>15230-0185</b>	C If exemption application is pending, check here <input type="checkbox"/>		
Foreign country name	Foreign province/state/county	Foreign postal code	D 1. Foreign organizations, check here <input type="checkbox"/>		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity			D 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>		
<input type="checkbox"/> Final return <input type="checkbox"/> Amended return			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>		
<input type="checkbox"/> Address change <input type="checkbox"/> Name change			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation					
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 4,329,881</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	89,037	88,892		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	193,283			
	b Gross sales price for all assets on line 6a <b>814,805</b>				
	7 Capital gain net income (from Part IV, line 2)		193,283		
	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 <b>Total. Add lines 1 through 11</b>	<b>282,320</b>	<b>282,175</b>	<b>0</b>		
<b>Operating and Administrative Expenses</b>	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)	30,966	30,966		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,659	1,659		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	387	50		337
	24 <b>Total operating and administrative expenses. Add lines 13 through 23</b>	<b>33,012</b>	<b>32,675</b>	<b>0</b>	<b>337</b>
	25 Contributions, gifts, grants paid	198,635			198,635
26 <b>Total expenses and disbursements. Add lines 24 and 25</b>	<b>231,647</b>	<b>32,675</b>	<b>0</b>	<b>198,972</b>	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	50,673				
b Net investment income (if negative, enter -0-)		249,500			
c <b>Adjusted net income</b> (if negative, enter -0-)			<b>0</b>		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013) 20 m

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<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing			
	<b>2</b> Savings and temporary cash investments	235,000	110,304	110,304
	<b>3</b> Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	<b>4</b> Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	<b>5</b> Grants receivable			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	<b>8</b> Inventories for sale or use			
	<b>9</b> Prepaid expenses and deferred charges			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule)			
	<b>c</b> Investments—corporate bonds (attach schedule)			
	<b>11</b> Investments—land, buildings, and equipment basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
<b>12</b> Investments—mortgage loans				
<b>13</b> Investments—other (attach schedule)	2,950,552	3,132,350	4,219,577	
<b>14</b> Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
<b>15</b> Other assets (describe ▶ )				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	3,185,552	3,242,654	4,329,881	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses			
	<b>18</b> Grants payable			
	<b>19</b> Deferred revenue			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule)			
	<b>22</b> Other liabilities (describe ▶ )			
	<b>23 Total liabilities</b> (add lines 17 through 22)	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input type="checkbox"/>			
	<b>24</b> Unrestricted			
	<b>25</b> Temporarily restricted			
	<b>26</b> Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>			
	<b>27</b> Capital stock, trust principal, or current funds	3,185,552	3,242,654	
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds			
<b>30 Total net assets or fund balances</b> (see instructions)	3,185,552	3,242,654		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions)	3,185,552	3,242,654		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>			
<b>1</b> 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)		<b>1</b>	3,185,552
<b>2</b> Enter amount from Part I, line 27a		<b>2</b>	50,673
<b>3</b> Other increases not included in line 2 (itemize) ▶ See Attached Statement		<b>3</b>	6,429
<b>4</b> Add lines 1, 2, and 3		<b>4</b>	3,242,654
<b>5</b> Decreases not included in line 2 (itemize) ▶		<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30		<b>6</b>	3,242,654

**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) 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	193,283
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	185,131	3,809,328	0.048599
2011	195,551	3,665,513	0.053349
2010	151,356	3,300,932	0.045853
2009	143,500	2,436,030	0.058907
2008	157,102	2,312,422	0.067938
2	Total of line 1, column (d)		2 0.274646
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 0.054929
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 4,140,975
5	Multiply line 4 by line 3		5 227,460
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 2,495
7	Add lines 5 and 6		7 229,955
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.		8 198,972

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	4,990	
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0	
<b>3</b>	Add lines 1 and 2	<b>3</b>	4,990	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	4,990	
<b>6</b>	<b>Credits/Payments</b>			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	1,698	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	1,698	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	3,292	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	0	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>1b</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
<b>1c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>2</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
<b>2</b> 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
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>4b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> 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
<b>6</b> 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	
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE		
<b>8b</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	
<b>9</b> 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
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ BNY MELLON, N.A. Telephone no ▶ (215) 553-2044 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		X
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		X
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		X
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		X
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		X
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		X
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 ▶ <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

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

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

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

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

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL MORAN P O. BOX 383 NEWARK RD UNIONVILLE, PA 19375	TRUSTEE	00	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		
.....		
.....		
.....		
.....		
.....		
<b>Total number of others receiving over \$50,000 for professional services</b>		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		
<b>Total. Add lines 1 through 3</b>		NONE

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	3,975,536
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	228,500
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	4,204,036
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	4,204,036
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	63,061
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	4,140,975
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	207,049

**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 )

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	207,049
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5 . . . . .	<b>2a</b>	4,990
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI ) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	4,990
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1 . . . . .	<b>3</b>	202,059
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	202,059
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	202,059

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	198,972
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	NONE
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	198,972
<b>5</b>	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) . . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	198,972

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				202,059
<b>2</b> Undistributed income, if any, as of the end of 2013.				
<b>a</b> Enter amount for 2012 only			0	
<b>b</b> Total for prior years. 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008	43,141			
<b>b</b> From 2009	35,715			
<b>c</b> From 2010				
<b>d</b> From 2011	15,471			
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	94,327			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 198,972				
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2013 distributable amount				198,972
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a).)	3,087			3,087
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	91,240			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions				
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	40,054			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	51,186			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2009	35,715			
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011	15,471			
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

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

<b>1a</b> 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>b</b> Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2a</b> 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	
<b>b</b> 85% of line 2a					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> 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
<p><b>a</b> <i>Paid during the year</i> See Attached Statement</p>				
<p><b>Total</b> . . . . . ▶ <b>3a</b></p>				<p>198,635</p>
<p><b>b</b> <i>Approved for future payment</i> NONE</p>				
<p><b>Total</b> . . . . . ▶ <b>3b</b></p>				<p>NONE</p>





APPLESTONE FOUNDATION-IMA

84-1663629 Page 1 of 4

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

Recipient(s) paid during the year

**Name**

BLOOMSBURG UNIVERSITY

**Street**

400 E 2ND ST

**City**

BLOOMSBURG

**State**

PA

**Zip Code**

17815

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

2,635

**Name**

CALIFORNIA UNIVERSITY OF PA

**Street**

250 UNIVERSITY AVE

**City**

CALIFORNIA

**State**

PA

**Zip Code**

15419

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

3,000

**Name**

DELAWARE COUNTY COMMUNITY COLLEGE

**Street**

901 MEDIA LINE RD

**City**

MEDIA

**State**

PA

**Zip Code**

19063

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

3,000

**Name**

MILLERSVILLE UNIVERSITY

**Street**

1 S GEORGE ST

**City**

MILLERSVILLE

**State**

PA

**Zip Code**

17551

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

3,000

**Name**

PENN STATE UNIVERSITY

**Street**

UNIVERSITY PARK

**City**

STATE COLLEGE

**State**

PA

**Zip Code**

16801

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

18,000

**Name**

ELIZABETHTOWN COLLEGE

**Street**

1 ALPHA DR

**City**

ELIZABETHTOWN

**State**

PA

**Zip Code**

17022

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

3,000

APPLESTONE FOUNDATION-IMA

84-1663629 Page 2 of 4

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

Recipient(s) paid during the year

**Name**

UNIONVILLE HIGH SCHOOL

**Street**

750 UNIONVILLE RD

**City**

KENNETT SQUARE

**State**

PA

**Zip Code**

19348

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

21,000

**Name**

KENNETT CONCOLIDATED SCHOOL DISTRICT

**Street**

100 E SOUTH ST

**City**

KENNETT SQUARE

**State**

PA

**Zip Code**

19348

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

21,000

**Name**

CHESTER COUNTY EXTENSION 4-H PONY PARTNERS

**Street**

601 WESTTOWN ROAD, SUITE 370

**City**

WEST CHESTER

**State**

PA

**Zip Code**

19380

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

10,000

**Name**

KENNETT AFTER SCHOOL ASSOCIATION

**Street**

195 SUNNY DELL ROAD

**City**

LANDENBERG

**State**

PA

**Zip Code**

19350

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

10,000

**Name**

KENNETT AREA COMMUNITY SERVICE

**Street**

136 W CEDAR ST

**City**

KENNETT SQUARE

**State**

PA

**Zip Code**

19348

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

21,000

**Name**

KENNETT AREA YMCA

**Street**

101 RACE ST

**City**

KENNETT SQUARE

**State**

PA

**Zip Code**

19348

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

10,000

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

Recipient(s) paid during the year

**Name**

TICK TOCK LEARNING CENTER

**Street**

1694 BALTIMORE PIKE

**City**

AVONDALE

**State**

PA

**Zip Code**

19311

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

7,000

**Name**

UPLAND COUNTY DAY SCHOOL

**Street**

420 WEST STREET ROAD

**City**

KENNETT SQUARE

**State**

PA

**Zip Code**

19348

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

7,000

**Name**

MILLBROOK SCHOOL

**Street**

131 MILLBROOK SCHOOL RD

**City**

MILLBROOK

**State**

NY

**Zip Code**

12545

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

13,000

**Name**

COATESVILLE YOUTH INITIATIVE

**Street**

50 1ST AVE

**City**

COATESVILLE

**State**

PA

**Zip Code**

19320

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

10,000

**Name**

TENTON CALLEY COMMUNITY FOUNDATION

**Street**

PO BOX 1523 175 N MAIN STREET

**City**

DRIGGS

**State**

ID

**Zip Code**

83422

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

7,000

**Name**

LATINO RESOURCE CENTER

**Street**

515 GARDEN ROAD

**City**

DEKALB

**State**

IL

**Zip Code**

60115

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

16,000

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

Recipient(s) paid during the year

**Name**

CHESTER COUNTY FOOD BANK

**Street**

650 PENNSYLVANIA DR

**City**

EXTON

**State**

PA

**Zip Code**

19341

**Foreign Country**

**Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

7,000

**Name**

UNION COLLEGE

**Street**

807 UNION STREET

**City**

SCHENECTADY

**State**

NY

**Zip Code**

12308

**Foreign Country**

**Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATIONAL

**Amount**

6,000

**Name**

**Street**

**City**

**State**

**Zip Code**

**Foreign Country**

**Relationship**

**Foundation Status**

**Purpose of grant/contribution**

**Amount**

**Name**

**Street**

**City**

**State**

**Zip Code**

**Foreign Country**

**Relationship**

**Foundation Status**

**Purpose of grant/contribution**

**Amount**

**Name**

**Street**

**City**

**State**

**Zip Code**

**Foreign Country**

**Relationship**

**Foundation Status**

**Purpose of grant/contribution**

**Amount**

**Name**

**Street**

**City**

**State**

**Zip Code**

**Foreign Country**

**Relationship**

**Foundation Status**

**Purpose of grant/contribution**

**Amount**

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	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	Totals		
															Capital Gains/Losses	Other sales	
														Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss	
															814,805	621,522	193,283
															0	0	0
1	X	OCCEAN PETROLEUM CO			12/12/2012		12/12/2013	6,374	5,356					0	0	1,018	
2	X	PNC FINANCIAL SERVICES G			7/19/2012		7/25/2013	4,558	3,721					0	0	837	
3	X	PNC FINANCIAL SERVICES G			8/22/2011		7/25/2013	760	442					0	0	318	
4	X	PNC FINANCIAL SERVICES G			8/22/2011		7/28/2013	757	442					0	0	315	
5	X	PNC FINANCIAL SERVICES G			8/22/2011		7/30/2013	3,025	1,770					0	0	1,255	
6	X	PNC FINANCIAL SERVICES G			7/11/2012		7/31/2013	2,289	1,327					0	0	962	
7	X	PNC FINANCIAL SERVICES G			7/11/2012		8/2/2013	8,524	6,734					0	0	1,790	
8	X	PNC FINANCIAL SERVICES G			2/20/2013		8/2/2013	775	636					0	0	139	
9	X	PRIZER INC			1/15/2013		4/11/2014	300	312					0	0	-12	
10	X	PRIZER INC			1/15/2013		6/4/2014	2,662	2,805					0	0	-143	
11	X	PRIZER INC			10/22/2013		6/4/2014	592	615					0	0	-23	
12	X	PHILIP MORRIS INTERNAT			10/22/2013		11/25/2013	3,458	3,500					0	0	-42	
13	X	PHILIP MORRIS INTERNAT			10/22/2013		4/17/2014	6,588	7,001					0	0	-413	
14	X	PROCTER & GAMBLE CO			3/27/2009		5/30/2014	806	486					0	0	320	
15	X	PROCTER & GAMBLE CO			8/22/2011		5/30/2014	2,419	1,853					0	0	566	
16	X	METLIFE INC			9/15/2011		1/21/2014	5,791	3,567					0	0	2,224	
17	X	METLIFE INC			2/20/2013		1/21/2014	2,632	1,801					0	0	831	
18	X	METLIFE INC			9/15/2011		1/22/2014	4,725	2,919					0	0	1,806	
19	X	METLIFE INC			2/20/2013		1/22/2014	525	360					0	0	165	
20	X	METLIFE INC			8/22/2011		1/22/2014	1,050	842					0	0	208	
21	X	METLIFE INC			8/22/2011		6/9/2014	6,567	3,851					0	0	2,716	
22	X	METLIFE INC			7/22/2009		10/2/2013	5,786	3,457					0	0	2,329	
23	X	MONDELEZ INTERNATIONAL			9/24/2010		10/2/2013	305	184					0	0	121	
24	X	MONDELEZ INTERNATIONAL			9/24/2010		10/2/2013	915	623					0	0	292	
25	X	MONDELEZ INTERNATIONAL			10/10/2012		10/2/2013	3,660	3,283					0	0	377	
26	X	MONDELEZ INTERNATIONAL			2/13/2013		12/11/2013	791	689					0	0	102	
27	X	NATIONAL OILWELL VARCO II			12/9/2013		6/18/2014	3,106	2,914					0	0	192	
28	X	NATIONAL OILWELL VARCO II			2/13/2013		6/18/2014	777	621					0	0	156	
29	X	NATIONAL OILWELL VARCO II			2/13/2013		6/24/2014	7,197	5,590					0	0	1,607	
30	X	NATIONAL OILWELL VARCO II			4/29/2014		6/24/2014	1,599	1,434					0	0	165	
31	X	NATIONAL OILWELL VARCO II			4/29/2014		6/3/2014	173	156					0	0	17	
32	X	NOW INC/DE			2/13/2013		6/3/2014	760	594					0	0	166	
33	X	NOW INC/DE			2/13/2013		6/11/2014	1,012	810					0	0	202	
34	X	NOW INC/DE			2/20/2013		6/11/2014	253	201					0	0	52	
35	X	NOW INC/DE			12/9/2013		6/11/2014	321	301					0	0	20	
36	X	NOW INC/DE			2/13/2013		6/12/2014	17	14					0	0	3	
37	X	NOW INC/DE			12/9/2013		6/12/2014	16	16					0	0	0	
38	X	NOW INC/DE			12/12/2012		12/12/2013	2,737	2,286					0	0	441	
39	X	OCCEAN PETROLEUM CO			12/12/2012		5/30/2014	806	412					0	0	394	
40	X	PROCTER & GAMBLE CO			12/12/2012		6/18/2014	8,766	4,528					0	0	4,238	
41	X	PROCTER & GAMBLE CO			12/12/2012		6/18/2014	8,766	4,528					0	0	4,238	
42	X	QUALCOMM INC			1/12/2011		7/3/2013	4,877	4,379					0	0	498	
43	X	SALSFORCE COM INC			8/7/2013		9/20/2013	2,851	1,967					0	0	884	
44	X	SALSFORCE COM INC			8/22/2011		10/24/2013	2,711	1,433					0	0	1,278	
45	X	SALSFORCE COM INC			8/22/2011		1/27/2014	2,870	1,433					0	0	1,437	
46	X	SALSFORCE COM INC			7/22/2013		2/28/2014	646	423					0	0	223	
47	X	SALSFORCE COM INC			6/21/2010		2/28/2014	1,291	463					0	0	808	
48	X	SANDISK CORP			6/17/2013		7/29/2013	4,997	5,516					0	0	-519	
49	X	SANDISK CORP			6/17/2013		7/29/2013	4,442	5,005					0	0	-563	
50	X	SANDISK CORP			6/20/2013		7/29/2013	2,776	3,049					0	0	-273	
51	X	ACTAVIS INC CORP ACTION			8/22/2011		10/1/2013	18,721	6,175					0	0	10,546	
52	X	ADOBE SYSTEMS INC			2/28/2013		10/18/2013	526	398					0	0	128	
53	X	ADOBE SYSTEMS INC			2/28/2013		12/16/2013	598	545					0	0	53	
54	X	ADOBE SYSTEMS INC			3/22/2013		12/16/2013	2,350	1,183					0	0	631	
55	X	ADOBE SYSTEMS INC			10/2/2013		2/18/2014	1,368	1,183					0	0	175	
56	X	ADOBE SYSTEMS INC			2/28/2013		2/18/2014	684	398					0	0	286	
57	X	ADOBE SYSTEMS INC			3/22/2013		3/20/2014	2,748	1,719					0	0	1,029	
58	X	ALCATEL-LUCENT-SPONSOR			10/22/2013		2/6/2014	2,998	2,700					0	0	298	
59	X	ALCATEL-LUCENT-SPONSOR			10/22/2013		5/16/2014	2,772	2,857					0	0	-85	
60	X	ALCATEL-LUCENT-SPONSOR			10/22/2013		5/22/2014	2,670	2,778					0	0	-109	
61	X	ALCATEL-LUCENT-SPONSOR			10/14/2013		6/3/2014	75	77					0	0	-2	
62	X	ALCATEL-LUCENT-SPONSOR			10/14/2013		6/3/2014	2,273	2,289					0	0	-15	
63	X	ALCATEL-LUCENT-SPONSOR			12/20/2013		6/3/2014	8,928	5,836					0	0	3,092	
64	X	ALLERGAN INC			12/20/2013		6/4/2014	8,928	5,836					0	0	3,092	
65	X	ALLERGAN INC			12/20/2013		1/24/2014	8,639	8,421					0	0	218	
66	X	AMGEN INC			7/22/2009		1/30/2014	7,500	2,382					0	0	5,118	
67	X	AMGEN INC			5/24/2013		2/4/2014	4,406	4,241					0	0	165	

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	Capital Gains/Losses		Totals		Gross Sales	Cost, Other Basis and Expenses		Net Gain or Loss
								Gross Sales Price	Other sales	Gross Sales	814,805		821,522	0	
68	Long Term CG Distributions	28,760													193,283
69	Short Term CG Distributions														0
70	APPLE INC	037833100			10/10/2013		1/30/2014	1,000	977						23
71	APPLE INC	037833100			10/18/2013		1/30/2014	1,000	1,016						-16
72	BNY MELLON M/C MULTI-STR	05668M509			3/28/2006		6/4/2014	1	1						0
73	BRISTOL-MYERS SQUIBB CO	110122108			6/26/2013		8/11/2014	8,900	8,825						75
74	BNY MELLON M/C MULTI-STR	05668M509			4/23/2008		6/4/2014	27,388	28,413						-1,025
75	BNY MELLON M/C MULTI-STR	05668M509			12/16/2013		6/4/2014	2,611	2,444						167
76	BEAM INC	073730103			6/4/2013		3/7/2014	3,323	2,611						712
77	BEAM INC	073730103			4/4/2013		3/7/2014	2,493	1,845						648
78	BRISTOL-MYERS SQUIBB CO	110122108			9/19/2013		4/4/2014	11,655	8,610						3,045
79	BRISTOL-MYERS SQUIBB CO	110122108			9/19/2013		1/24/2014	1,540	1,419						121
80	BRISTOL-MYERS SQUIBB CO	110122108			9/19/2013		6/11/2014	1,405	1,419						-14
81	BROADCOM CORP CL A	111320107			5/24/2013		6/19/2014	3,344	3,299						45
82	BROADCOM CORP CL A	111320107			9/27/2012		9/20/2013	2,482	3,138						-656
83	BROADCOM CORP CL A	111320107			9/27/2012		10/1/2013	1,320	1,743						-423
84	BROADCOM CORP CL A	111320107			10/9/2012		10/2/2013	1,319	1,743						-424
85	BROADCOM CORP CL A	111320107			11/7/2012		10/2/2013	1,977	1,977						-395
86	BROADCOM CORP CL A	111320107			7/23/2013		10/2/2013	2,110	2,483						-505
87	EQUINIX INC	29444U502			6/7/2013		10/2/2013	1,817	2,118						-301
88	EXPRESS SCRIPTS HOLDING	30219G108			10/28/2011		4/8/2014	16,741	10,728						6,012
89	EXPRESS SCRIPTS HOLDING	30219G108			6/4/2012		4/8/2014	2,911	2,037						874
90	EXXON MOBIL CORP	30231G102			12/12/2004		8/23/2013	3,488	1,609						1,879
91	FAMILY DLR STORES INC	307000109			7/11/2012		4/24/2014	4,460	5,432						-972
92	FAMILY DLR STORES INC	307000109			11/12/2011		4/25/2014	2,408	2,625						-217
93	GILEAD SCIENCES INC	375558103			10/20/2011		4/8/2014	9,098	9,245						-147
94	GLAXO SMITHKLINE PLC SPC	37733W105			3/6/2013		9/19/2013	11,068	9,825						1,241
95	GOOGLE INC - CL A	38259P508			8/2/2013		12/17/2013	1,071	904						167
96	GOOGLE INC - CL A	38259P508			6/18/2013		12/17/2013	1,071	892						179
97	GOOGLE INC - CL A	38259P508			6/5/2013		1/7/2014	2,271	1,717						554
98	GOOGLE INC - CL A	38259P508			4/23/2013		1/7/2014	2,271	1,628						643
99	GOOGLE INC - CL A	38259P508			4/19/2013		1/8/2014	11,404	7,873						3,531
100	GOOGLE INC - CL A	38259P508			6/18/2013		1/8/2014	1,144	892						252
101	GOOGLE INC - CL A	38259P508			4/23/2013		1/3/2014	1,145	814						331
102	GOOGLE INC - CL A	38259P508			4/25/2013		1/3/2014	2,289	1,626						663
103	GOOGLE INC - CL A	38259P508			4/25/2013		1/21/2014	2,310	1,626						684
104	GOOGLE INC - CL A	38259P508			4/19/2013		1/21/2014	1,155	787						368
105	GOOGLE INC - CL A	38259P508			3/22/2013		1/27/2014	5,514	3,837						1,677
106	HALLIBURTON CO	406216101			10/26/2011		8/23/2013	1,939	1,599						350
107	HALLIBURTON CO	406216101			10/26/2011		8/26/2013	1,469	1,050						419
108	HALLIBURTON CO	406216101			1/13/2014		3/7/2014	3,364	3,006						358
109	HALLIBURTON CO	406216101			2/4/2014		3/7/2014	1,121	986						135
110	HALLIBURTON CO	406216101			11/3/2014		4/29/2014	1,917	1,504						413
111	CABOT OIL & GAS CORP CL A	127097103			12/12/2013		6/13/2014	3,113	3,277						-164
112	CABOT OIL & GAS CORP CL A	127097103			12/19/2013		6/13/2014	1,038	1,072						-34
113	CABOT OIL & GAS CORP CL A	127097103			12/16/2013		6/16/2014	4,849	5,005						-156
114	CABOT OIL & GAS CORP CL A	127097103			3/7/2014		6/16/2014	5,185	5,294						-89
115	CITRIX SYS INC	177376100			7/28/2013		10/10/2013	6,483	7,543						-1,060
116	CITRIX SYS INC	177376100			7/10/2013		10/14/2013	6,444	7,166						-712
117	CITRIX SYS INC	177376100			7/29/2013		10/14/2013	1,757	2,057						-300
118	COCA - COLA CO	191216100			8/22/2011		10/13/2014	11,092	9,523						1,569
119	COMCAST CORP CL A	20030N101			1/13/2014		3/21/2014	3,005	3,182						-177
120	CORNING INC	218350105			1/17/2014		4/8/2014	3,159	2,820						339
121	CORNING INC	218350105			1/17/2014		4/15/2014	3,268	3,008						259
122	COSCO WHSL CORP NEW	22160K105			3/7/2014		6/18/2014	1,615	1,594						21
123	COSCO WHSL CORP NEW	22160K105			8/22/2011		6/18/2014	1,269	836						433
124	WALT DISNEY CO/THE	254687106			8/22/2011		7/2/2013	3,168	1,623						1,545
125	WALT DISNEY CO/THE	254687106			9/24/2009		8/16/2013	4,985	2,597						2,388
126	WALT DISNEY CO/THE	254687106			9/4/2013		9/4/2013	9,147	4,192						4,955
127	WALT DISNEY CO/THE	254687106			3/7/2013		6/14/2013	610	422						188
128	EQUINIX INC	29444U502			3/4/2013		8/14/2013	2,245	2,804						-559
129	EQUINIX INC	29444U502			3/12/13		8/14/2013	1,554	1,915						-361
130	EQUINIX INC	29444U502			3/12/13		8/15/2013	5,451	7,009						-1,558
131	EQUINIX INC	29444U502			12/22/2011		1/14/2014	330	425						-95
132	MARATHON OIL CORP	565849106			2/4/2014		4/30/2014	1,891	1,478						413
133	HALLIBURTON CO	406216101			4/19/2013		4/10/2014	2,709	1,971						738
134	GOOGLE INC-CL C	406216101			3/22/2013		7/26/2013	1,379	1,191						188
135	HALLIBURTON CO	406216101			2/22/2007		4/30/2014	3,152	1,551						1,601

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	Capital Gains/Losses		Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
								Other sales	Other sales							
Totals																
Long Term CG Distributions																
Short Term CG Distributions																
Amount: 29,760																
Gross Sales: 814,805																
Cost, Other Basis and Expenses: 821,522																
Net Gain or Loss: 193,283																
137	X	HOME DEPOT INC			8/22/2011		8/16/2013	6,055	2,601							3,454
138	X	HOME DEPOT INC			8/22/2011		8/23/2013	2,938	1,301							1,637
139	X	INTERNATIONAL BUSINESS M			1/23/2008		7/19/2013	3,310	1,807							1,503
140	X	MARATHON OIL CORP			1/13/2012		2/6/2014	952	910							42
141	X	INTERNATIONAL BUSINESS M			1/29/2008		10/17/2013	2,439	1,488							951
142	X	INTERNATIONAL BUSINESS M			3/27/2009		10/17/2013	3,484	1,865							1,619
143	X	K.L.A. - TENCOR CORP			10/17/2013		1/7/2014	623	638							-15
144	X	KNOWLES CORP			8/22/2011		3/5/2014	2,738	1,558							1,180
145	X	KNOWLES CORP			2/14/2011		3/5/2014	1,521	1,138							383
147	X	LAS VEGAS SANDS CORP			1/25/2013		1/25/2013	1,405	1,197							208
148	X	LAS VEGAS SANDS CORP			5/20/2011		1/14/2014	703	418							287
149	X	LAS VEGAS SANDS CORP			8/22/2011		1/14/2014	3,171	1,697							1,474
150	X	MARATHON OIL CORP			1/29/2013		1/14/2014	1,715	1,823							-108
151	X	MARATHON OIL CORP			12/11/2013		2/6/2014	694	723							-89
152	X	MARATHON OIL CORP			12/22/2011		3/24/2014	5,478	4,554							924
153	X	MARATHON OIL CORP			12/21/2011		3/24/2014	685	556							129
154	X	MARATHON OIL CORP			12/21/2011		3/24/2014	1,369	1,113							256
155	X	MARATHON OIL CORP			12/22/2011		3/24/2014	3,078	2,562							517
156	X	MARATHON OIL CORP			8/15/2012		3/24/2014	1,711	1,375							336
157	X	MARATHON OIL CORP			12/21/2011		3/27/2014	2,413	1,947							466
158	X	MARATHON OIL CORP			8/15/2012		3/27/2014	3,792	3,028							768
159	X	MELIFE INC			1/27/2012		1/21/2014	1,579	1,063							516
160	X	MELIFE INC			2/20/2013		1/21/2014	1,053	728							324
161	X	SANDISK CORP			8/00/2013		7/28/2013	7,773	8,758							-985
162	X	SCHLUMBERGER LTD			1/29/2013		4/30/2014	2,030	1,761							269
163	X	SCHLUMBERGER LTD			8/22/2011		4/30/2014	1,421	1,049							372
164	X	SEMPRA ENERGY			8/22/2011		2/4/2014	3,644	1,982							1,662
165	X	SERVICENOW INC			12/12/2013		1/30/2014	1,968	1,471							497
166	X	SERVICENOW INC			12/12/2013		3/20/2014	669	480							178
167	X	SERVICENOW INC			8/15/2013		3/20/2014	2,007	1,304							703
168	X	SHIRE PLC			8/22/2011		1/15/2014	4,110	2,913							1,197
169	X	SHIRE PLC			8/22/2011		1/14/2014	2,915	1,942							973
170	X	SHIRE PLC			1/16/2013		1/24/2014	291	200							91
171	X	SHIRE PLC			8/22/2011		5/21/2014	3,571	2,038							1,532
172	X	SOUTHWESTERN ENERGY C			1/16/2013		6/18/2014	2,683	1,397							1,286
173	X	SOUTHWESTERN ENERGY C			8/23/2013		4/9/2014	1,851	1,523							328
174	X	SOUTHWESTERN ENERGY C			8/26/2013		4/9/2014	926	773							153
175	X	SOUTHWESTERN ENERGY C			8/23/2013		4/10/2014	3,724	3,049							675
176	X	SOUTHWESTERN ENERGY C			8/23/2013		4/10/2014	466	387							79
177	X	SOUTHWESTERN ENERGY C			12/11/2013		4/10/2014	1,397	1,156							241
178	X	SOUTHWESTERN ENERGY C			8/23/2013		6/25/2014	914	782							132
179	X	SOUTHWESTERN ENERGY C			9/27/2012		6/25/2014	3,197	2,444							753
180	X	SOUTHWESTERN ENERGY C			9/27/2012		6/25/2014	1,370	1,048							322
181	X	SPLUNK INC			3/20/2014		4/30/2014	2,181	3,582							-1,401
182	X	SPLUNK INC			3/20/2014		5/1/2014	1,128	1,781							-663
183	X	SPLUNK INC			3/21/2014		5/1/2014	1,692	2,557							-865
184	X	SPLUNK INC			3/21/2014		5/1/2014	2,235	2,923							-688
185	X	DREYFUS SELECT MGR S/C			12/31/2010		6/4/2014	7,576	6,116							1,460
186	X	DREYFUS SELECT MGR S/C			8/27/1F877		6/4/2014	11	8							3
187	X	DREYFUS SELECT MGR S/C			8/27/1F877		6/4/2014	7,672	6,014							1,658
188	X	DREYFUS SELECT MGR S/C			8/27/1F877		6/4/2014	65	57							8
189	X	DREYFUS SELECT MGR S/C			8/27/1F877		6/4/2014	13,571	13,587							-16
190	X	DREYFUS SELECT MGR S/C			3/19/2014		6/4/2014	37	37							0
191	X	DREYFUS SELECT MGR S/C			12/30/2011		6/4/2014	6,069	4,251							1,818
192	X	TAIWAN SEMICONDUCTOR M			7/3/2013		9/20/2013	4,161	4,358							-197
193	X	TAIWAN SEMICONDUCTOR M			7/3/2013		4/16/2014	402	363							39
194	X	TAIWAN SEMICONDUCTOR M			6/26/2013		4/16/2014	2,613	2,297							316
195	X	TAIWAN SEMICONDUCTOR M			6/26/2013		4/23/2014	2,845	2,474							371
196	X	TAIWAN SEMICONDUCTOR M			6/26/2013		5/2/2014	2,954	2,297							257
197	X	TAIWAN SEMICONDUCTOR M			7/19/2013		5/2/2014	3,636	2,897							639
198	X	TEVA PHARMACEUTICAL IND			9/25/2012		1/14/2014	3,314	3,280							34
199	X	TEVA PHARMACEUTICAL IND			9/25/2012		1/24/2014	431	410							21
200	X	TEVA PHARMACEUTICAL IND			8/16/24/209		1/24/2014	1,293	1,230							63
201	X	TEVA PHARMACEUTICAL IND			8/16/24/209		1/24/2014	1,724	1,631							93
202	X	TEVA PHARMACEUTICAL IND			8/16/24/209		2/4/2014	2,652	2,446							206
203	X	THE TRAVELERS COMPANIES			7/19/2012		12/9/2013	13,289	9,547							3,722
204	X	VALERO ENERGY CORP NEW			4/24/2013		12/9/2013	2,783	2,306							477



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

		30,966	30,966	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	OTHER PROFESSIONAL FEES	18,750	18,750		0
2	BNYM MANAGEMENT FEES	12,216	12,216		

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

		1,659	1,659	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,659	1,659		

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

		387	50	0	337
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	2013 ANNUAL RENEWAL FOR DE STATUTE	337			337
2	ADR FEES	50	50		

## 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
			2,950,552	3,132,350	4,219,577
1			0	0	
2	GILEAD SCIENCES INC		0	3,052	12,436
3	GLAXO SMITHKLINE PLC		0	0	213,920
4	GOOGLE INC		0	15,137	18,709
5	GOOGLE INC		0	4,707	6,903
6	HCA HOLDINGS INC		0	11,371	11,840
7	HALLIBURTON COMPANY COM		0	5,988	14,699
8	HARLEY DAVIDSON INC		0	12,914	15,367
9	HOME DEPOT INC USD 0 05		0	5,203	12,954
10	HONEYWELL INTL INC		0	7,185	19,055
11	INTERCONTINENTALEXCHANGE GRO		0	14,429	20,023
12	J P MORGAN CHASE & CO		0	10,362	17,459
13	JOHNSON & JOHNSON COM		0	10,827	11,508
14	JOHNSON CONTROLS INC		0	8,615	14,480
15	LAS VEGAS SANDS CORP		0	7,635	13,720
16	MEAD JOHNSON NUTRITION CO-A		0	11,962	12,112
17	MERCK & CO INC		0	15,316	16,776
18	MICRON TECHNOLOGY		0	18,443	26,360
19	MONDELEZ INTERNATIONAL INC		0	8,651	14,668
20	MONSTER BEVERAGE CORP		0	13,134	13,496
21	NATIONAL-OILWELL INC		0	8,677	11,529
22	NUCOR CORP		0	10,457	11,820
23	OCWEN FINL CORP		0	14,445	12,243
24	PNC FINANCIAL SERVICES GROUP INC		0	7,080	14,248
25	PVH CORP		0	14,889	14,225
26	PEPSICO INC		0	15,576	23,675
27	PFIZER INC COM		0	6,847	12,020
28	PHILIP MORRIS INTERNATIONAL		0	5,944	11,803
29	PROCTER & GAMBLE CO COM		0	4,528	8,645
30	SALESFORCE COM INC		0	9,841	17,308
31	SCHLUMBERGER LIMITED COM		0	8,852	14,862
32	SEMPRA ENERGY		0	5,449	11,518
33	SERVENOW INC		0	12,108	16,729
34	SHIRE PHARMACEUTICALS GROUP		0	6,173	16,249
35	SOUTHWESTERN ENERGY CO		0	9,059	11,827
36	STATE ST CORP COM		0	10,842	20,851
37	DREYFUS SELECT MANAGERS S/C VL-I		0	90,548	142,740
38	DREYFUS PRE STRAT INTER ST-R		0	135,000	155,679
39	TCW EMERGING MARKETS INCOME FUNI		0	50,000	47,106
40	TEVA PHARMACEUTICAL INDS ADR		0	7,991	10,484
41	UNION PACIFIC CORP		0	4,465	10,174
42	UNITED TECHNOLOGIES CORP		0	11,032	18,472
43	VALERO ENERGY CORP NEW		0	7,311	14,028
44	VERIZON COMMUNICATIONS INC		0	3,887	5,382
45	VIRTUS EMERGING MKTS OPPOR-I		0	50,460	51,149
46	WELLS FARGO & CO NEW		0	11,440	24,493

## 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	YAHOO INC		0	2,954	4,219,577
48	YUM BRANDS INC		0	12,294	17,052
49	EATON CORP PLC		0	9,298	13,892
50	INVESCO LTD		0	5,910	11,702
51	NABORS INDUSTRIES LTD COM		0	8,872	10,573
52	AVAGO TECHNOLOGIES LTD		0	8,677	13,693
53	ADOBE SYS INC COM		0	5,970	10,854
54	BNY MELLON MID CAP STK FD CL M		0	39,725	76,215
55	BNY MELLON INTERMEDIATE BOND FD C		0	53,957	53,623
56	BNY MELLON BOND FD CL M		0	73,479	74,453
57	BNY MELLON EMERGING MKTS FD CL M		0	35,500	44,009
58	CAPITAL ONE FINL CORP COM		0	10,180	11,564
59	CATERPILLAR INC		0	5,436	10,867
60	CELANESE CORP DEL		0	5,772	10,285
61	COMCAST CORP NEW CL A		0	10,634	10,736
62	DEVON ENERGY CORPORATION NEW		0	8,693	8,734
63	DOVER CORPORATION		0	6,410	10,004
64	DREYFUS INFLATION ADJUSTED SECS F		0	5,280	5,565
65	DREYFUS PREM LT TRM HI YLD-R		0	7,500	8,714
66	DREYFUS DIVERSIFIED INTL-I		0	52,500	74,416
67	HCA HOLDINGS INC		0	12,127	12,404
68	HALLIBURTON COMPANY COM		0	4,376	10,652
69	HARLEY DAVIDSON INC		0	10,088	11,176
70	INTERCONTINENTALEXCHANGE GRO		0	11,869	11,712
71	ISHARES GSCI COMMODITY-INDEXED		0	6,989	8,209
72	JOHNSON CONTROLS INC		0	5,679	11,484
73	LAS VEGAS SANDS CORP		0	5,450	9,909
74	LINKEDIN CORP - A		0	9,830	9,945
75	LOWES COMPANIES INC COM		0	5,926	10,558
76	MERCK & CO INC		0	10,902	12,148
77	MICRON TECHNOLOGY		0	10,537	14,498
78	MONSTER BEVERAGE CORP		0	6,729	7,103
79	PEPSICO INC		0	8,781	11,614
80	PROCTER & GAMBLE CO COM		0	8,563	10,217
81	SALESFORCE COM INC		0	5,501	11,035
82	SHIRE PHARMACEUTICALS GROUP		0	6,370	15,071
83	SOUTHWESTERN ENERGY CO		0	5,236	6,824
84	DREYFUS SELECT MANAGERS S/C VL-I		0	28,171	41,855
85	TEVA PHARMACEUTICAL INDS ADR		0	8,943	11,532
86	VALERO ENERGY CORP NEW		0	6,833	10,020
87	WELLS FARGO & CO NEW		0	8,138	14,191
88	BNY MELLON INCOME STK FD CL M		0	10,524	16,820
89	BNY MELLON SMALL/MID CAP FUND-M		0	58,085	80,078
90	BNY MELLON FOCUSED EQUITY OPP-M		0	50,026	77,999
91	BNY MELLON S/T US GVT SECS FD CL M		0	28,000	27,249
92	BNY MELLON INTERMEDIATE BOND FD C		0	23,194	22,597

## 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 BNY MELLON BOND FD CL M		0	71,668	69,521
94 BNY MELLON EMERGING MKTS FD CL M		0	49,454	51,154
95 DREYFUS PR LRGE CAP EQ FD CL I		0	56,000	96,483
96 DREYFUS DIVERSIFIED INTL-I		0	45,000	58,109
97 DREYFUS U S EQUITY FUND-I		0	50,314	79,046
98 ACTAVIS PLC		0	8,353	12,937
99 AON CORP		0	8,338	15,315
100 EATON CORP PLC		0	12,397	18,523
101 INGERSOLL-RAND PLC		0	11,426	20,003
102 INVESCO LTD		0	10,512	22,650
103 NABORS INDUSTRIES LTD COM		0	17,291	20,853
104 SEAGATE TECHNOLOGY		0	12,200	11,932
105 TE CONNECTIVITY LTD		0	13,065	13,605
106 AVAGO TECHNOLOGIES LTD		0	14,469	23,062
107 AFLAC INC		0	13,283	13,072
108 AT&T INC		0	5,270	5,658
109 ABBOTT LABORATORIES		0	13,055	13,906
110 ADOBE SYS INC COM		0	11,271	18,814
111 ALEXION PHARMACEUTICALS INC		0	5,489	5,469
112 AMAZON COM INC		0	10,933	18,188
113 AMGEN INC		0	6,335	6,392
114 ANHEUSER BUSCH INBEV SPN ADR		0	11,885	12,643
115 APPLE COMPUTER INC COM		0	19,798	46,837
116 BNY MELLON MID CAP STK FD CL M		0	157,421	221,317
117 BNY MELLON INTERMEDIATE BOND FD C		0	477,901	502,906
118 BNY MELLON EMERGING MKTS FD CL M		0	185,792	165,896
119 BIOGEN IDEC INC		0	9,228	9,459
120 BRISTOL MYERS SQUIBB CO COM		0	8,011	8,247
121 CAPITAL ONE FINL CORP COM		0	12,781	18,172
122 CARDINAL HEALTH INC COM		0	12,791	12,341
123 CATERPILLAR INC		0	8,365	14,127
124 CELANESE CORP DEL		0	8,740	14,142
125 CENTERPOINT ENERGY INC		0	11,291	14,558
126 CHEVRONTXACO CORP		0	18,722	23,630
127 COMCAST CORP NEW CL A		0	14,396	20,935
128 CORNING INC COM		0	5,441	6,366
129 COSTCO WHSL CORP NEW		0	8,283	12,552
130 DFA EMERG MKTS CORE EQUITY		0	50,000	53,088
131 DEVON ENERGY CORPORATION NEW		0	14,048	14,292
132 DISNEY (WALT) COMPANY HOLDING CO		0	6,167	16,291
133 DOVER CORPORATION		0	10,080	19,100
134 DREYFUS INFLATION ADJUSTED SECS F		0	31,681	33,393
135 DREYFUS PREM LT TRM HI YLD-R		0	31,550	41,092
136 DREYFUS/NEWTON INTERN EQTY-I		0	82,472	105,750
137 EXXON MOBIL CORP		0	9,324	17,418
138 FACEBOOK INC		0	12,502	17,495

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

		2,950,552	3,132,350	4,219,577
		Book Value	Book Value	FMV
		End of Year	End of Year	End of Year
Asset Description	Basis of Valuation	Book Value	Book Value	FMV
		End of Year	End of Year	End of Year
139 FIDELITY NATL TITLE GROUP INC CL A		0	9,631	10,483
140 FREEPORT-MCMORAN COPPER & GOLD		0	9,958	8,760
141 GENERAL ELECTRIC CO		0	14,228	18,028

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

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

1	GAIN ON PY SALES SETTLED IN CY	1	6,303
2	RETURN OF CAPITAL ADJUSTMENT	2	126
3	Total	3	6,429

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

CUSIP #	Description of Property Sold	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 Adjusted Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses	183,523
674599105	1 OCCIDENTAL PETROLEUM CORP		12/16/2013	12/16/2013	6,374			5,356	1,018	0	0	0	1,018	183,523
693475105	2 PNC FINANCIAL SERVICES GROUP		7/19/2012	7/19/2012	4,588			3,721	837	0	0	0	837	183,523
693475105	3 PNC FINANCIAL SERVICES GROUP		8/22/2011	7/25/2013	760			442	318	0	0	0	318	183,523
693475105	4 PNC FINANCIAL SERVICES GROUP		8/22/2011	7/25/2013	757			442	315	0	0	0	315	183,523
693475105	5 PNC FINANCIAL SERVICES GROUP		8/22/2011	7/25/2013	3,025			1,770	1,255	0	0	0	1,255	183,523
693475105	6 PNC FINANCIAL SERVICES GROUP		8/22/2011	7/25/2013	2,289			1,327	962	0	0	0	962	183,523
693475105	7 PNC FINANCIAL SERVICES GROUP		7/11/2012	8/22/2013	6,524			6,734	1,790	0	0	0	1,790	183,523
693475105	8 PNC FINANCIAL SERVICES GROUP		2/20/2013	8/22/2013	775			639	139	0	0	0	139	183,523
717081103	9 PFIZER INC		11/5/2013	4/11/2014	300			312	-12	0	0	0	-12	183,523
717081103	10 PFIZER INC		11/5/2013	4/11/2014	2,662			2,805	-143	0	0	0	-143	183,523
717081103	11 PFIZER INC		10/22/2013	8/4/2014	592			615	-23	0	0	0	-23	183,523
71812109	12 PHILIP MORRIS INTERNAT		10/22/2013	4/17/2014	3,458			3,500	-42	0	0	0	-42	183,523
71812109	13 PHILIP MORRIS INTERNAT		10/22/2013	4/17/2014	6,588			7,001	-413	0	0	0	-413	183,523
742718108	14 PROCTER & GAMBLE CO		3/27/2008	5/30/2014	806			806	320	0	0	0	320	183,523
742718108	15 PROCTER & GAMBLE CO		9/22/2011	5/30/2014	2,418			1,853	566	0	0	0	566	183,523
591568108	16 METLIFE INC		9/15/2011	1/11/2014	5,791			3,567	2,224	0	0	0	2,224	183,523
591568108	17 METLIFE INC		2/20/2013	1/11/2014	1,801			2,832	-1,031	0	0	0	-1,031	183,523
591568108	18 METLIFE INC		9/15/2011	1/11/2014	4,725			2,818	1,908	0	0	0	1,908	183,523
591568108	19 METLIFE INC		2/20/2013	1/22/2014	525			360	165	0	0	0	165	183,523
591568108	20 METLIFE INC		6/22/2011	1/22/2014	1,050			642	408	0	0	0	408	183,523
591568108	21 METLIFE INC		6/22/2011	6/9/2014	6,587			3,951	2,716	0	0	0	2,716	183,523
591568108	22 METLIFE INC		7/22/2008	10/7/2013	9,890			5,778	4,114	0	0	0	4,114	183,523
695207105	23 MONDELEZ INTERNATIONAL		8/27/2010	10/2/2013	305			111	194	0	0	0	194	183,523
695207105	24 MONDELEZ INTERNATIONAL		8/27/2010	10/2/2013	915			623	292	0	0	0	292	183,523
695207105	25 MONDELEZ INTERNATIONAL		10/10/2012	10/2/2013	3,960			3,283	677	0	0	0	677	183,523
637071101	26 NATIONAL OILWELL VARCO INC		1/13/2013	1/21/2013	791			689	102	0	0	0	102	183,523
637071101	27 NATIONAL OILWELL VARCO INC		1/29/2013	6/18/2014	3,106			2,914	192	0	0	0	192	183,523
637071101	28 NATIONAL OILWELL VARCO INC		2/13/2013	6/18/2014	777			821	-156	0	0	0	-156	183,523
637071101	29 NATIONAL OILWELL VARCO INC		2/13/2013	6/24/2014	7,197			5,590	1,607	0	0	0	1,607	183,523
637071101	30 NATIONAL OILWELL VARCO INC		4/29/2014	8/24/2014	1,998			1,834	164	0	0	0	164	183,523
637071101	31 NATIONAL OILWELL VARCO INC		8/29/2014	8/29/2014	173			156	17	0	0	0	17	183,523
67011P100	32 NOW INC		6/21/2010	8/12/2013	760			594	168	0	0	0	168	183,523
67011P100	33 NOW INC		2/13/2013	8/12/2013	1,012			810	202	0	0	0	202	183,523
67011P100	34 NOW INC		2/20/2013	8/11/2014	253			201	52	0	0	0	52	183,523
67011P100	35 NOW INC		1/29/2013	8/11/2014	321			301	20	0	0	0	20	183,523
67011P100	36 NOW INC		2/13/2013	8/12/2013	17			14	3	0	0	0	3	183,523
67011P100	37 NOW INC		1/29/2013	8/12/2013	17			16	1	0	0	0	1	183,523
674599105	38 OCCIDENTAL PETROLEUM CORP		12/16/2013	12/16/2013	2,737			2,286	441	0	0	0	441	183,523
742718108	39 PROCTER & GAMBLE CO		12/16/2013	5/30/2014	808			412	394	0	0	0	394	183,523
742718108	40 PROCTER & GAMBLE CO		12/16/2013	6/18/2014	6,768			4,528	2,238	0	0	0	2,238	183,523
747525103	41 QUALCOMM INC		11/22/2011	7/9/2013	4,871			4,379	498	0	0	0	498	183,523
794681302	42 SALESFORCE COM INC		6/7/2013	9/20/2013	2,651			1,967	684	0	0	0	684	183,523
794681302	43 SALESFORCE COM INC		8/22/2011	10/24/2013	2,870			1,433	1,437	0	0	0	1,437	183,523
794681302	44 SALESFORCE COM INC		1/22/2013	2/28/2014	846			423	423	0	0	0	423	183,523
794681302	45 SALESFORCE COM INC		9/21/2010	2/28/2014	1,291			883	408	0	0	0	408	183,523
80004C101	46 SANDISK CORP		8/17/2013	7/29/2013	4,997			5,516	-519	0	0	0	-519	183,523
80004C101	47 SANDISK CORP		8/18/2013	7/29/2013	4,442			5,005	-563	0	0	0	-563	183,523
00507K103	48 ACTAVIS INC CORP ACTION		6/22/2011	10/1/2013	2,776			3,049	-273	0	0	0	-273	183,523
ADBE SYSTEMS INC	49 ADOBE SYSTEMS INC		2/28/2013	10/18/2013	18,721			8,175	10,546	0	0	0	10,546	183,523
ADBE SYSTEMS INC	50 ADOBE SYSTEMS INC		8/22/2011	10/24/2013	2,711			1,937	774	0	0	0	774	183,523
ADBE SYSTEMS INC	51 ADOBE SYSTEMS INC		1/22/2013	2/28/2014	2,870			423	1,437	0	0	0	1,437	183,523
ADBE SYSTEMS INC	52 ADOBE SYSTEMS INC		9/21/2010	2/28/2014	1,291			883	408	0	0	0	408	183,523
ADBE SYSTEMS INC	53 ADOBE SYSTEMS INC		8/17/2013	7/29/2013	4,997			5,516	-519	0	0	0	-519	183,523
ADBE SYSTEMS INC	54 ADOBE SYSTEMS INC		8/18/2013	7/29/2013	4,442			5,005	-563	0	0	0	-563	183,523
ADBE SYSTEMS INC	55 ADOBE SYSTEMS INC		6/22/2011	10/1/2013	2,776			3,049	-273	0	0	0	-273	183,523
ADBE SYSTEMS INC	56 ADOBE SYSTEMS INC		2/28/2013	10/18/2013	18,721			8,175	10,546	0	0	0	10,546	183,523
ADBE SYSTEMS INC	57 ADOBE SYSTEMS INC		8/22/2011	10/24/2013	2,711			1,937	774	0	0	0	774	183,523
ADBE SYSTEMS INC	58 ADOBE SYSTEMS INC		1/22/2013	2/28/2014	2,870			423	1,437	0	0	0	1,437	183,523
ADBE SYSTEMS INC	59 ADOBE SYSTEMS INC		9/21/2010	2/28/2014	1,291			883	408	0	0	0	408	183,523
ALCATEL LUCENT SPONSORED ADR	60 ALCATEL LUCENT SPONSORED ADR		3/22/2013	3/20/2014	2,748			2,709	39	0	0	0	39	183,523
ALCATEL LUCENT SPONSORED ADR	61 ALCATEL LUCENT SPONSORED ADR		10/25/2013	6/16/2014	2,998			2,709	289	0	0	0	289	183,523
ALCATEL LUCENT SPONSORED ADR	62 ALCATEL LUCENT SPONSORED ADR		10/25/2013	6/16/2014	2,772			2,657	115	0	0	0	115	183,523
ALCATEL LUCENT SPONSORED ADR	63 ALCATEL LUCENT SPONSORED ADR		10/14/2013	6/22/2014	75			121	-46	0	0	0	-46	183,523
ALCATEL LUCENT SPONSORED ADR	64 ALCATEL LUCENT SPONSORED ADR		10/14/2013	6/22/2014	1,139			1,121	18	0	0	0	18	183,523
ALCATEL LUCENT SPONSORED ADR	65 ALCATEL LUCENT SPONSORED ADR		10/14/2013	6/22/2014	2,273			2,239	34	0	0	0	34	183,523
ALCATEL LUCENT SPONSORED ADR	66 ALCATEL LUCENT SPONSORED ADR		12/30/2013	6/4/2014	828			5,635	-4,807	0	0	0	-4,807	183,523
ALCATEL LUCENT SPONSORED ADR	67 ALCATEL LUCENT SPONSORED ADR		9/19/2013	1/24/2014	9,638			6,421	3,217	0	0	0	3,217	183,523
APPLE INC	68 APPLE INC		7/22/2009	7/30/2014	7,500			2,362	5,138	0	0	0	5,138	183,523
APPLE INC	69 APPLE INC		8/24/2013	2/4/2014	4,408			4,241	167	0	0	0	167	183,523
APPLE INC	70 APPLE INC		10/10/2013	7/30/2014	1,000			977	23	0	0	0	23	183,523
APPLE INC	71 APPLE INC		3/29/2008	6/4/2014	1,000			1,016	-16	0	0	0	-16	183,523
APPLE INC	72 APPLE INC		9/29/2013	6/11/2014	8,900			8,625	275	0	0	0	275	183,523
APPLE INC	73 APPLE INC		4/25/2006	6/4/2014	27,388			28,413	-1,025	0	0	0	-1,025	183,523
APPLE INC	74 APPLE INC		12/15/2013	6/4/2014	2,611			2,444	167	0	0	0	167	183,523
APPLE INC	75 APPLE INC		6/4/2013	2/9/2014	3,323			2,611	712	0	0	0	712	183,523
APPLE INC	76 APPLE INC		4/4/2013	3/7/2014	2,493			1,845	648	0	0	0	648	183,523
APPLE INC	77 APPLE INC		4/4/2013	4/14/2014	11,655			8,610	3,045	0	0	0	3,045	183,523
APPLE INC	78 APPLE INC		9/19/2013	1/24/2014	1,540			1,419	121	0	0	0	121	183,523
APPLE INC	79 APPLE INC		8											





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

Line	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	MICHAEL MORAN		P O BOX 383 NEWARK RD	UNIONVILLE	PA	19375		TRUSTEE	0 00	0	0	

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

	Date		Amount
1 Credit from prior year return . . . . .	7/1/2013	1	1,698
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	1,698