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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

2014

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning

, and ending

Name of foundation THE DUBOSE & DOROTHY HEYWARD MEM FD			A Employer identification number 13-6840999	
Number and street (or P O box number if mail is not delivered to street address) BNY Mellon, N.A - P O Box 185		Room/suite	B Telephone number (see instructions) (516) 294-2505	
City or town Pittsburgh	State PA	ZIP code 15230-0185		
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 14,471,970		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

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	257,886	244,583		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	807,156			
b Gross sales price for all assets on line 6a 4,383,363				
7 Capital gain net income (from Part IV, line 2)		807,156		
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)	837,984	797,917		
12 Total. Add lines 1 through 11	1,903,026	1,849,656	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	120,684	53,996		66,376
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	184,384	169,069		55,315
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	23,384	4,315		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	1,040	290		750
24 Total operating and administrative expenses. Add lines 13 through 23	329,492	227,670	0	122,441
25 Contributions, gifts, grants paid	384,777			384,777
26 Total expenses and disbursements. Add lines 24 and 25	714,269	227,670	0	507,218
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	1,188,757			
b Net investment income (if negative, enter -0-)		1,621,986		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	663,294	1,410,906	1,410,906	
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)	8,608,141	9,032,868	13,061,064		
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)	9,271,435	10,443,774	14,471,970		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	9,271,435	10,443,774		
	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)	9,271,435	10,443,774		
	31	Total liabilities and net assets/fund balances (see instructions)	9,271,435	10,443,774		

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	9,271,435
2	Enter amount from Part I, line 27a	2	1,188,757
3	Other increases not included in line 2 (itemize) ▶ <u>LOSS ON CURRENT YEAR END SALE OF CUSIP</u>	3	4,409
4	Add lines 1, 2, and 3	4	10,464,601
5	Decreases not included in line 2 (itemize) ▶ <u>See Attached Statement</u>	5	20,827
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,443,774

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			0
b			0
c			0
d			0
e			0

2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$	2	807,156
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 $\left\{ \begin{array}{l} \end{array} \right\}$	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

(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))
2013	534,194	12,530,611	0.042631
2012	719,762	11,397,365	0.063152
2011	519,164	11,053,763	0.046967
2010	698,180	9,559,614	0.073034
2009	1,079,336	8,246,317	0.130887

2 Total of line 1, column (d)	2	0.356671
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	0.071334
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	13,875,644
5 Multiply line 4 by line 3	5	989,805
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,220
7 Add lines 5 and 6	7	1,006,025
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	507,218

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	32,440	
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	32,440	
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	32,440	
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	19,995	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	19,995	
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	12,445	
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 2015 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) NY AG RED # 03-93-21		
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ BNY MELLON, N A Telephone no. ▶ (516) 294-2505			
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 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶				

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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 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 2014)	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 2014?	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 4945(d)(4)(A)? (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?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BNY Mellon, N.A. P O Box 185 Pittsburgh, PA 15230-0185	CO-TRUSTEE SEE ATTACHED	112,849	NONE	NONE
BNY Mellon, N.A. P O Box 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-43,818	N/A	N/A
ALBERT J. CARDINALI, ESQ. 80 TURNBERRY DRIVE MONROE TOWNSHIP, NJ 08851	CO-TRUSTEE 5-10	51,653	NONE	NONE

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

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

Total number of other employees paid over \$50,000

NONE

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	13,088,811
b	Average of monthly cash balances	1b	998,137
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	14,086,948
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	14,086,948
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	211,304
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,875,644
6	Minimum investment return. Enter 5% of line 5	6	693,782

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	693,782
2a	Tax on investment income for 2014 from Part VI, line 5	2a	32,440
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	32,440
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	661,342
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	661,342
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	661,342

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	507,218
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	507,218
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	507,218

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				661,342
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009	683,094			
b From 2010	224,632			
c From 2011				
d From 2012	169,245			
e From 2013				
f Total of lines 3a through e	1,076,971			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 507,218				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2014 distributable amount				507,218
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014. (If an amount appears in column (d), the same amount must be shown in column (a))	154,124			154,124
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	922,847			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	528,970			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	393,877			
10 Analysis of line 9.				
a Excess from 2010	224,632			
b Excess from 2011				
c Excess from 2012	169,245			
d Excess from 2013				
e Excess from 2014				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]Form **990-PF** (2014)

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	384,777
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				Capital Gains/Losses			Other sales		
								Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	Gross Sales	Cost or Other Basis	Valuation Method
	Long Term CG Distributions	Amount															
	Short Term CG Distributions	72,873															
277	X COMCAST CORP CL A	20030N101			1/13/2014		3/21/2014	15,025	13,912					-887	15,025	13,912	
278	X COMCAST CORP CL A	20030N101			1/13/2014		8/13/2014	2,705	2,652					53	2,705	2,652	
279	X COMCAST CORP CL A	20030N101			12/16/2013		8/13/2014	13,526	12,380					1,146	13,526	12,380	
280	X COMCAST CORP CL A	20030N101			12/16/2013		9/19/2014	5,119	4,457					662	5,119	4,457	
281	X COMCAST CORP CL A	20030N101			10/14/2013		9/19/2014	1,138	927					211	1,138	927	
282	X CORNING INC	219350105			1/17/2014		4/8/2014	18,531	16,545					1,986	18,531	16,545	
283	X CORNING INC	219350105			1/17/2014		4/15/2014	17,760	16,357					1,403	17,760	16,357	
284	X CORNING INC	219350105			1/17/2014		7/18/2014	12,776	11,093					1,683	12,776	11,093	
285	X CORNING INC	219350105			1/21/2014		7/18/2014	21,004	18,174					2,830	21,004	18,174	
286	X COSTCO WHSL CORP NEW	22160K105			3/7/2014		6/18/2014	15,688	15,486					202	15,688	15,486	
287	X COSTCO WHSL CORP NEW	22160K105			7/2/2010		6/18/2014	115	55					60	115	55	
288	X COSTCO WHSL CORP NEW	22160K105			7/2/2010		9/19/2014	4,687	2,022					2,665	4,687	2,022	
289	X DEVON ENERGY CORPORAT	25179M103			6/16/2014		9/19/2014	4,238	4,694					-426	4,238	4,694	
290	X DEVON ENERGY CORPORAT	25179M103			6/16/2014		12/10/2014	28,587	40,985					-12,398	28,587	40,985	
291	X DEVON ENERGY CORPORAT	25179M103			6/13/2014		12/11/2014	17,434	24,959					-7,525	17,434	24,959	
292	X DEVON ENERGY CORPORAT	25179M103			6/16/2014		12/11/2014	11,168	16,004					-4,836	11,168	16,004	
293	X WALT DISNEY CO/THE	254687106			7/2/2010		8/13/2014	23,645	8,488					15,157	23,645	8,488	
294	X WALT DISNEY CO/THE	254687106			7/2/2010		9/19/2014	4,531	1,572					2,959	4,531	1,572	
295	X WALT DISNEY CO/THE	254687106			7/2/2010		11/20/2014	16,051	5,659					10,392	16,051	5,659	
296	X DREYFUS ENG MKT DEBT LO	260003108			3/5/2014		9/19/2014	5,120	4,802					318	5,120	4,802	
297	X ELECTRONIC ARTS INC	261980494			8/5/2011		2/3/2014	79,645	92,400					-12,755	79,645	92,400	
298	X EXPRESS SCRIPTS HOLDING	285512109			7/18/2011		9/19/2014	4,425	4,500					-175	4,425	4,500	
299	X EXXON MOBIL CORP	30231G102			10/28/2011		9/19/2014	71,330	45,714					25,616	71,330	45,714	
300	X FACEBOOK INC-A	30303M102			6/18/2014		9/19/2014	5,845	6,148					-303	5,845	6,148	
301	X FACEBOOK INC-A	30303M102			5/22/2014		9/19/2014	6,950	5,492					1,458	6,950	5,492	
302	X FACEBOOK INC-A	30303M102			5/22/2014		10/29/2014	12,139	9,750					2,389	12,139	9,750	
303	X FACEBOOK INC-A	30303M102			5/22/2014		10/29/2014	12,139	9,750					2,389	12,139	9,750	
304	X FACEBOOK INC-A	30303M102			4/8/2014		10/29/2014	4,552	3,502					1,050	4,552	3,502	

THE DUBOSE & DOROTHY HEYWARD MEM FD

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

Recipient(s) paid during the year

Name

NEW YORK CITY CENTER

Street

131 W 55TH STREET

City

NEW YORK

State

NY

Zip Code

10019

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

FOOTLIGHT PLAYERS INC

Street

118 WEST BLVD

City

EAST ROCKAWAY

State

NY

Zip Code

11518

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

GLIMMERGLASS OPERA THEATER, INC

Street

18 CHESTNUT ST

City

COOPERSTOWN

State

NY

Zip Code

13326

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

35,000

Name

TEATRO GRATTACIELO

Street

2 RIVERSIDE DRIVE, 2C

City

NEW YORK

State

NY

Zip Code

10023

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

11,000

Name

LYRIC THEATER

Street

PO BOX 237027

City

NEW YORK

State

NY

Zip Code

10023

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

MCCARTER THEATRE CENTRE

Street

91 UNIVERSITY PLACE

City

PRINCETON

State

NJ

Zip Code

08540

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

THE DUBOSE & DOROTHY HEYWARD MEM FD

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

Recipient(s) paid during the year

Name

SPANISH THEATRE REPERTORY CO

Street

138 E 27TH STREET

City

NEW YORK

State

NY

Zip Code

10016

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

THE METROPOLITAN OPERA ASSOCIATION

Street

LINCOLN CENTER PLAZA

City

NEW YORK

State

NY

Zip Code

10023

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

THE MACDOWELL COLONY, INC

Street

163 E 81ST ST

City

NEW YORK

State

NY

Zip Code

10028

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

70,000

Name

THEATER FOR A NEW AUDIENCE

Street

154 CHRISTOPHER ST

City

NEW YORK

State

NY

Zip Code

10014

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

30,000

Name

LINCOLN CENTER THEATER

Street

150 W 65TH STREET

City

NEW YORK

State

NY

Zip Code

10023

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

SPOLETO FESTIVAL, USA

Street

14 GEORGE ST

City

CHARLESTON

State

SC

Zip Code

29401

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

30,000

THE DUBOSE & DOROTHY HEYWARD MEM FD

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

Recipient(s) paid during the year

Name

THE PEARL THEATRE COMPANY, INC

Street

555 W 42ND STREET

City

NEW YORK

State

NY

Zip Code

10036

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

THE PUBLIC THEATER NEW YORK SHAKESPEARE FESTIVAL

Street

425 LAFAYETTE STREET

City

NEW YORK

State

NY

Zip Code

10003

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

CHARLESTON STAGE COMPANY INC

Street

135 CHURCH STREET

City

CHARLESTON

State

SC

Zip Code

29401

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

GOTHAM CHAMBER OPERA

Street

410 W 42ND STREET

City

NEW YORK

State

NY

Zip Code

10036

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

LINCOLN CENTER FOR THE PERFORMING ARTS

Street

10 LINCOLN CENTER PLAZA

City

NEW YORK

State

NY

Zip Code

10023

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

NATIONAL DANCE INSTITUTE OF NEW MEXICO

Street

1140 ALTO STREET

City

SANTE FE

State

NM

Zip Code

87501

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

THE DUBOSE & DOROTHY HEYWARD MEM FD

13-6840999 Page 4 of 7

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

Recipient(s) paid during the year

Name

THIRTEEN WNET NEW YORK

Street

825 8TH AVENUE

City

NEW YORK

State

NY

Zip Code

10019

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

THALIA SPANISH THEATRE INC

Street

41-17 GREENPOINT AVE

City

SUNNYSIDE

State

NY

Zip Code

11104

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

ARTS & HEALING INITIATIVE

Street

77 STEARNS ROAD

City

BROOKLINE

State

MA

Zip Code

02446-6609

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

MUSICIANS EMERGENCY RELIEF FUND

Street

322 WEST 48TH STREET

City

NEW YORK

State

NY

Zip Code

10036

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

4,777

Name

PAGE SEVENTY THREE PRODUCTIONS INC

Street

138 SOUTH OXFORD STREET, SUITE 4E

City

BROOKLYN

State

NY

Zip Code

11217

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

SALON/SANCTUARY CONCERTS

Street

332 BLEECKER ST, # H45

City

NEW YORK

State

NY

Zip Code

10014

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

THE DUBOSE & DOROTHY HEYWARD MEM FD

13-6840999 Page 5 of 7

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

Recipient(s) paid during the year

Name

ST MARY'S HEALTHCARE SYSTEM FOR CHILDREN INC

Street

29-01 216TH ST

City

BAYSIDE

State

NY

Zip Code

11360

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

THE SCHOOL OF AMERICAN BALLET INC

Street

LINCOLN CENTER, 165 W 65TH STREET

City

NEW YORK

State

NY

Zip Code

10023

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

DANCE THEATRE OF HARLEM

Street

466 W 152ND ST

City

NEW YORK

State

NY

Zip Code

10031

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

CONCERT ARTISTS GUILD INC

Street

859 7TH AVE #1205

City

NEW YORK

State

NY

Zip Code

10019

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

TADA YOUTH THEATER

Street

15 W 28TH ST

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

THE POETRY SOCIETY OF SOUTH CAROLINA

Street

P O BOX 1090

City

CHARLESTON

State

SC

Zip Code

29402

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

THE DUBOSE & DOROTHY HEYWARD MEM FD

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

Recipient(s) paid during the year

Name

FRIENDS OF THE LYRIC, INC

Street

59 SW FLAGLER AVE

City

STAURT

State

FL

Zip Code

34994

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

BROOKLYN ACADEMY OF MUSIC

Street

30 LAFAYETTE AVE

City

BROOKLYN

State

NY

Zip Code

11217

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

COLUMBIA UNIVERSITY - SCHOOL FOR PERFORMING ARTS

Street

MILLER THEATRE, 2960 BROADWAY

City

NEW YORK

State

NY

Zip Code

10027

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

FREE ARTS NYC

Street

1431 BROADWAY

City

NEW YORK

State

NY

Zip Code

10018

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

DOUG VARONE AND DANCERS

Street

260 WEST BROADWAY, SUITE 4

City

NEW YORK

State

NY

Zip Code

10013

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

LYMPHOMA RESEARCH FOUNDATION

Street

115 BROADWAY, SUITE 1301

City

NEW YORK

State

NY

Zip Code

10006

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

THE DUBOSE & DOROTHY HEYWARD MEM FD

13-6840999 Page 7 of 7

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

Recipient(s) paid during the year

Name

LEUKEMIA AND LYMPHOMA SOCIETY

Street

61 BROADWAY, SUITE 400

City

NEW YORK

State

NY

Zip Code

10006

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

BROOKLYN MUSIC SCHOOL

Street

126 ST FELIX ST

City

BROOKLYN

State

NY

Zip Code

11217

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

TENET NYC, INC

Street

262 W 107TH ST, #3B

City

NEW YORK

State

NY

Zip Code

10025

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

ABINGDON THEATRE COMPANY

Street

312 W 36TH ST, #6

City

NEW YORK

State

NY

Zip Code

10018

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

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**

Attachment to Form 990PF Part VIII, Column (b) Title and Average Hours Per Week Devoted To Position

The compensation reported in column (b) paid to BNY Mellon, N.A. as Corporate Trustee is calculated based on market value and current fee schedule. It is not determined on an hourly basis. Corporate Trustee services include administrative responsibilities, grant requirements, recordkeeping, investment management, income collection, statement and accounting services, and regulatory reporting.

Part I, Line 11 (990-PF) - Other Income

		837,984	797,917	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	ROYALTY INCOME	837,984	797,917	

Part I, Line 16a (990-PF) - Legal Fees

		184,384	169,069	0	55,315
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	SUKIN LAW GROUP - LEGAL FEES	184,384	169,069		55,315

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

		23,384	4,315	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	4,315	4,315		
2	FORM 8082 FILING FEE	85			
3	ESTIMATED EXCISE PAYMENTS	18,984			

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

		1,040	290	0	750
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	NY STATE AG FILING FEE	750			750
2	ADR FEES	290	290		

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
1				0	13,061,064
2	COPYRIGHT-DUBOSE HEYWARD		0	0	466,706
3	COPYRIGHT-DUBOSE HEYWARD OBER		0	0	53,801
4	COPYRIGHT-DUBOSE HEYWARD		0	0	449
5	COPYRIGHT-DUBOSE HEYWARD TAMS		0	0	385,539
6	COPYRIGHT-DUBOSE HEYWARD ASCAP		0	0	693,505
7	ACTAVIS PLC		0	41,907	74,906
8	ACCENTURE PLC IRELAND SHS CL A		0	73,357	78,593
9	EATON CORP PLC		0	60,214	80,193
10	INGERSOLL-RAND PLC		0	56,651	101,424
11	INVERSCO LTD		0	49,900	113,027
12	MALLINCKRODT PLC		0	63,050	75,263
13	TE CONNECTIVITY LTD		0	88,547	93,610
14	AVAGO TECHNOLOGIES LTD		0	45,430	108,637
15	AFLAC INC		0	79,395	77,584
16	ALEXION PHARMACEUTICALS INC		0	27,287	32,195
17	AMAZON COM INC		0	52,324	82,863
18	AMGEN INC		0	31,895	43,486
19	ANHEUSER BUSCH INBEV SPN ADR		0	60,393	62,787
20	APPLE COMPUTER INC COM		0	105,445	256,302
21	BNY MELLON INCOME STK FD CL M		0	180,000	275,856
22	MUN OPPORTUNITIES FD CL M		0	283,000	314,734
23	BNY MELLON MID CAP STK FD CL M		0	335,000	539,665
24	BNY MELLON INTL APPR FD CL M		0	490,040	603,556
25	BNY MELLON S/T US GVT SECS FD CL M		0	250,000	240,113
26	BNY MELLON SMALL CAP STK FD CL M S		0	316,125	479,482
27	BNY MELLON BOND FD CL M		0	651,662	640,006
28	BNY MELLON EMERGING MKTS FD CL M		0	547,937	568,864
29	BIAGEN IDEC INC		0	47,061	51,936
30	BRISTOL MYERS SQUIBB CO COM		0	42,412	53,127
31	CAPITAL ONE FINL CORP COM		0	73,136	102,362
32	CARDINAL HEALTH INC COM		0	65,369	74,272
33	CATERPILLAR INC		0	22,993	58,122
34	CELANESE CORP DEL		0	26,327	64,157
35	CELGENE CORP		0	64,984	70,696
36	CENTERPOINT ENERGY INC		0	58,111	68,884
37	CHEESECAKE FACTORY INC		0	29,558	30,689
38	CHEVRONTXACO CORP		0	45,949	72,356
39	COMCAST CORP NEW CL A		0	57,015	98,037
40	COSTCO WHSL CORP NEW		0	30,715	79,664
41	DISNEY (WALT) COMPANY HOLDING CO		0	15,719	47,095
42	DOVER CORPORATION		0	56,777	74,589
43	DOW CHEMICAL COMPANY COMMON		0	67,797	62,942
44	DREYFUS ALTERN DIVERS STR-Y		0	500,000	493,349
45	DREYFUS FLOATING RATE INC-Y		0	115,000	111,730
46	DREYFUS INFL TN ADJ SEC-Y		0	250,000	241,829

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	DREYFUS PREM LT TRM HI YLD-R		0	209,155	184,667
48	DREYFUS GLOBAL REAL ES SEC-Y		0	401,515	336,997
49	DREYFUS DIVERSIFIED EM MK-Y		0	100,000	105,518
50	ELECTRONIC ARTS		0	69,290	86,508
51	EXXON MOBIL CORP		0	27,670	82,280
52	FACEBOOK INC		0	65,329	101,426
53	FNF GROUP		0	55,938	77,168
54	GILEAD SCIENCES INC		0	15,893	73,617
55	GOOGLE INC		0	57,005	68,455
56	GOOGLE INC		0	23,532	31,584
57	HCA HOLDINGS INC		0	48,003	65,317
58	HALLIBURTON COMPANY COM		0	44,912	54,275
59	HARLEY DAVIDSON INC		0	56,088	63,274
60	HARTFORD FINL SVCS GROUP INC COM		0	70,041	80,045
61	HERSHEY FOODS CORPORATION COM		0	56,904	56,642
62	HOME DEPOT INC USD 0 05		0	26,329	82,926
63	HONEYWELL INTL INC		0	37,222	97,922
64	ILLINOIS TOOL WORKS INC COM		0	72,038	78,601
65	INTEL CORPORATION		0	110,933	116,128
66	INTERCONTINENTALEXCHANGE GRO		0	74,300	119,732
67	AT&T INC		0	14,037	17,803
68	ABBOTT LABORATORIES		0	67,459	79,235
69	ABBVIE INC		0	91,235	108,630
70	ADOBE SYS INC COM		0	34,557	65,430
71	J P MORGAN CHASE & CO		0	84,274	116,399
72	JOHNSON CONTROLS INC		0	37,236	66,226
73	LAM RESH CORP COM		0	68,547	74,580
74	LAS VEGAS SANDS CORP		0	38,957	52,344
75	MARATHON OIL CORP		0	66,053	60,258
76	MONSTER BEVERAGE CORP		0	58,006	91,014
77	NUCOR CORP		0	50,106	56,408
78	OUTFRONT MEDIA INC		0	68,201	56,948
79	PNC FINANCIAL SERVICES GROUP INC		0	45,727	74,809
80	PVH CORP		0	62,975	66,777
81	PEPSICO INC		0	68,907	110,635
82	PFIZER INC COM		0	40,771	65,571
83	PHILIP MORRIS INTERNATIONAL		0	29,269	53,757
84	PHILLIPS 66		0	51,395	50,190
85	PROCTER & GAMBLE CO COM		0	24,717	51,010
86	SALESFORCE COM INC		0	39,728	90,151
87	SCHLUMBERGER LIMITED COM		0	41,488	70,805
88	SEMPRA ENERGY		0	19,784	47,328
89	SERVICENOW INC		0	72,486	106,524
90	SOUTHWESTERN ENERGY CO		0	80,534	66,315
91	STATE ST CORP COM		0	52,437	117,750
92	TCW EMERGING MARKETS INCOME FUNI		0	91,611	84,823

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	THERMO ELECTRON CORP		0	50,985	60,390
94	TIME WARNER INC.		0	87,402	98,233
95	TWITTER INC		0	61,496	44,479
96	UNION PACIFIC CORP		0	27,398	72,669
97	UNITED TECHNOLOGIES CORP		0	33,717	88,090
98	VALERO ENERGY CORP NEW		0	33,122	70,785
99	VERIZON COMMUNICATIONS INC		0	15,716	25,261
100	WELLS FARGO & CO NEW		0	51,267	110,736
101	YUM BRANDS INC		0	52,965	76,492
102	MEAD JOHNSON NUTRITION CO-A		0	62,591	68,367
103	MERCK & CO INC		0	75,133	81,778

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

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

1	LOSS ON CURRENT YEAR END SALE OF CUSIP - 845467109	1	4,409
2	Total	2	4,409

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

1	ROC COST ADJ ON SALE OF CUSIP - G29183103	1	118
2	ROC COST ADJ ON CUSIP - 517834107	2	756
3	ROC COST ADJ ON CUSIP - 87234N765	3	789
4	ROC COST ADJ ON CUSIP - G29183103	4	789
5	REVERSAL OF 2013 ROYALTY CHECK FROM DREAMWORKS II	5	18,375
6	Total	6	20,827

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252 APPLE INC	037833100		10/24/2013	9/19/2014	0	10 769	3 895	0	3 895
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Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

		Check "X" if Business		Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
											120,684	0	0
1	BNY Mellon, N A	X	P O Box 185	Pittsburgh	PA	15230-0185			CO-TRUSTEE	SEE ATTAC	112,849	NONE	NONE
2	BNY Mellon, N A	X	P O Box 185	Pittsburgh	PA	15230-0185			FEE	REIMBURS	-43,818	N/A	N/A
3	ALBERT J CARDINALI, ESQ		80 TURNBERRY DRIVE	MONROE TOWNSHIP	NJ	08831			CO-TRUSTEE	5-10	51,653	NONE	NONE

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

	Date		Amount
1 Credit from prior year return		1	1,011
2 First quarter estimated tax payment	5/9/2014	2	4,746
3 Second quarter estimated tax payment	6/11/2014	3	4,746
4 Third quarter estimated tax payment	9/10/2014	4	4,746
5 Fourth quarter estimated tax payment	12/9/2014	5	4,746
6 Other payments		6	
7 Total		7	19,995