Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: RILEY MABEL LOUISE TR U/WILL

A Employer identification number: 04-6278857

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 page 10 of the instructions): (617)722-7772

City or town, state, and ZIP code: Pittsburgh PA

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 54,617,995

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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	0	0		
	4 Dividends and interest from securities	1,252,360	1,041,539		
	5a Gross rents		0		
	b Net rental income or (loss) 0				
	6a Net gain or (loss) from sale of assets not on line 10	90,800			
	b Gross sales price for all assets on line 6a 5,237,259				
	7 Capital gain net income (from Part IV, line 2)		90,800		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances 0				
	b Less Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	-24,466	-35,045	0	
	12 **Total.** Add lines 1 through 11	1,318,694	1,097,294	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	251,305	150,783		100,522
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,054	0	0	1,054
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	31,545	21,190	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	374,872	201,800	0	173,072
	24 **Total operating and administrative expenses.** Add lines 13 through 23	658,776	373,773	0	274,648
	25 Contributions, gifts, grants paid	1,991,725			1,991,725
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,650,501	373,773	0	2,266,373
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-1,331,807			
	b **Net investment income** (if negative, enter -0-)		723,521		
	c **Adjusted net income** (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

(HTA)

RECEIVED NOV 17 2010 OGDEN, UT IRS-OSC

SCANNED NOV 23 2010

NOV 12 2010

GA 5ne

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		0	
	2	Savings and temporary cash investments	1,490,021	1,985,181	1,985,181
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	45,459,066	46,692,925
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	47,109,251	5,516,405	5,939,889
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶ OTHER ASSETS)	6,243,874	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	54,843,146	52,960,652	54,617,995
Liabilities	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	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	54,843,146	52,960,651	
	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 page 17 of the instructions)	54,843,146	52,960,651	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	54,843,146	52,960,651	

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	54,843,146
2	Enter amount from Part I, line 27a	2	-1,331,807
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	189,901
4	Add lines 1, 2, and 3	4	53,701,240
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	740,589
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	52,960,651

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			
c			
d			
e			

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	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	90,800
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 pages 13 and 17 of the 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 page 18 of 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))
2008	3,015,829	59,290,561	0 050865
2007	3,408,521	66,316,584	0 051398
2006	3,258,191	61,119,896	0 053308
2005	3,300,399	57,145,497	0 057754
2004	2,525,588	53,570,821	0 047145

2 **Total** of line 1, column (d)	2	0 260470
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 052094
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	48,060,510
5 Multiply line 4 by line 3	5	2,503,664
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,235
7 Add lines 5 and 6	7	2,510,899
8 Enter qualifying distributions from Part XII, line 4	8	2,266,373

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a 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	14,470
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	14,470
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	14,470
6 Credits/Payments.			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 25,856		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 0		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	25,856
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	11,386
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 11,386 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
*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*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ (617)722-7772

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

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.

			Line	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 page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ 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 page 20 of the instructions)		2b		X
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 2009 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 2009)*		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 2009?		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 page 22 of the 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 page 22 of the 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 (No)

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** X (No)

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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	133,944	0	0
ANDREW C BAILEY	Co-Trustee As Needed	45,898	0	0
ROBERT W HOLMES	Co-Trustee As Needed	35,768	0	0
GRACE F FEY	Co-Trustee As Needed	35,695	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
Total number of others receiving over $50,000 for professional services ▶		0

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 page 24 of the 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 page 24 of the instructions 3 NONE	0
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	47,672,755
b	Average of monthly cash balances	1b	1,119,641
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	48,792,396
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	48,792,396
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	731,886
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	48,060,510
6	**Minimum investment return.** Enter 5% of line 5	6	2,403,026

Part XI Distributable Amount (see page 25 of the 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	2,403,026
2a	Tax on investment income for 2009 from Part VI, line 5	2a	14,470		
b	Income tax for 2009. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	14,470
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,388,556
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,388,556
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,388,556

Part XII Qualifying Distributions (see page 25 of the 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	2,266,373
b	Program-related investments—total from Part IX-B	1b	0
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	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,266,373
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 page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,266,373

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 page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7					2,388,556
2	Undistributed income, if any, as of the end of 2009:					
a	Enter amount for 2008 only				0	
b	Total for prior years 20____, 20____, 20___			0		
3	Excess distributions carryover, if any, to 2009:					
a	From 2004	NONE				
b	From 2005	499,088				
c	From 2006	240,245				
d	From 2007	178,318				
e	From 2008	77,157				
f	**Total** of lines 3a through e		994,808			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 2,266,373					
a	Applied to 2008, but not more than line 2a				0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)		0			
d	Applied to 2009 distributable amount					2,266,373
e	Remaining amount distributed out of corpus		0			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		122,183			122,183
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		872,625			
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 page 27 of the instructions			0		
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		0			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		872,625			
10	Analysis of line 9					
a	Excess from 2005	499,088				
b	Excess from 2006	240,245				
c	Excess from 2007	133,292				
d	Excess from 2008	0				
e	Excess from 2009	0				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **N/A**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

SEE ATTACHED GUIDELINES

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			► 3a	1,991,725
b *Approved for future payment* NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue·					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,252,360	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory		11,708	18	79,092	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a MELLON OPTIMA	525990	10,249		-34,715	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		21,957		1,296,737	0
13 Total. Add line 12, columns (b), (d), and (e)				13	1,318,694

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
	Not Applicable

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date: NOV. 2, 2010 | Title: TRUSTEE

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☒	Preparer's identifying number (see Signature on page 30 of the instructions) P00965923
Firm's name (or yours if self-employed), address, and ZIP code	PRICEWATERHOUSECOOPERS LLP 600 GRANT STREET, PITTSBURGH, PA 15219		EIN 13-4008324 Phone no 412-355-6000

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

Recipient(s) paid during the year

Name
ST PATRICK'S CHURCH ☐ Person ☐ Business
Street
10 MAGAZINE ST

City	State	Zip code	Foreign Country
ROXBURY	MA	02119	

Relationship: NONE
Foundation Status:
Purpose of grant/contribution: OPERATIONAL
Amount: 12,440

Name
AFRICAN METHODIST EPISCOPAL ZION CHURCH ☐ Person ☐ Business
Street
600 COLUMBUS AVENUE

City	State	Zip code	Foreign Country
BOSTON	MA	02118	

Relationship: NONE
Foundation Status:
Purpose of grant/contribution: OPERATIONAL
Amount: 2,200

Name
SUPPORT FOR SUMMER FUND ASSOCIATED GRANT MAKERS ☐ Person ☐ Business
Street

City	State	Zip code	Foreign Country

Relationship: NONE
Foundation Status:
Purpose of grant/contribution: OPERATIONAL
Amount: 60,000

Name
ISABELLA STEWART GARDNER MUSEUM ☐ Person ☐ Business
Street
280 THE FENWAY

City	State	Zip code	Foreign Country
BOSTON	MA	02115	

Relationship: NONE
Foundation Status:
Purpose of grant/contribution: OPERATIONAL
Amount: 50,000

Name
PROJECT BREAD ☐ Person ☐ Business
Street
145 BORDER STREET

City	State	Zip code	Foreign Country
EAST BOSTON	MA	02128	

Relationship: NONE
Foundation Status:
Purpose of grant/contribution: OPERATIONAL
Amount: 75,000

Name
FIREHOUSE CAPITAL CAMPAIGN ZUMIX ☐ Person ☐ Business
Street
202 MAVERICK STREET

City	State	Zip code	Foreign Country
EAST BOSTON	MA	02128	

Relationship: NONE
Foundation Status:
Purpose of grant/contribution: OPERATIONAL
Amount: 50,000

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

Recipient(s) paid during the year

Name				Person / Business	
VINE STREET COMMUNITY CENTER				☐ Person ☐ Business	
Street: 339 DUDLEY STREET					
City: ROXBURY	State: MA	Zip code: 02119	Foreign Country:		
Relationship: NONE	Foundation Status:				
Purpose of grant/contribution: OPERATIONAL					Amount: 14,255

Name				Person / Business	
ROXBURY ACTION PROGRAM				☐ Person ☐ Business	
Street: 16 CENTRE STREET					
City: ROXBURY	State: MA	Zip code: 02119	Foreign Country:		
Relationship: NONE	Foundation Status:				
Purpose of grant/contribution: OPERATIONAL					Amount: 4,950

Name				Person / Business	
HOT JOBS TO HOMES PILOT PROGRAM-CRITTENTON WOMEN'S UNION				☐ Person ☐ Business	
Street: ONE WASHINGTON MALL					
City: BOSTON	State: MA	Zip code: 02108	Foreign Country:		
Relationship: NONE	Foundation Status:				
Purpose of grant/contribution: OPERATIONAL					Amount: 100,000

Name				Person / Business	
FAMILY NURTURING CENTER				☐ Person ☐ Business	
Street: 60 CLAYTON STREET					
City: DORCHESTER	State: MA	Zip code: 02122	Foreign Country:		
Relationship: NONE	Foundation Status:				
Purpose of grant/contribution: OPERATIONAL					Amount: 100,000

Name				Person / Business	
MUSEUM OF FINE ARTS				☐ Person ☐ Business	
Street: 465 HUNTINGTON AVENUE					
City: BOSTON	State: MA	Zip code: 02115	Foreign Country:		
Relationship: NONE	Foundation Status:				
Purpose of grant/contribution: OPERATIONAL					Amount: 50,000

Name				Person / Business	
CHILDREN'S FOUNDATION				☐ Person ☐ Business	
Street: 1010 MASSACHUSETTS AVENUE					
City: BOSTON	State: MA	Zip code: 02118	Foreign Country:		
Relationship: NONE	Foundation Status:				
Purpose of grant/contribution: OPERATIONAL					Amount: 50,000

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

Recipient(s) paid during the year

Name: BIRD STREET COMMUNITY CENTER ☐ Person ☐ Business
Street: 500 COLUMBIA ROAD
City: DORCHESTER | State: MA | Zip code: 02125 | Foreign Country:
Relationship: NONE | Foundation Status:
Purpose of grant/contribution: OPERATIONAL | Amount: 75,000

Name: DARE FAMILY SERVICE ☐ Person ☐ Business
Street: 265 MEDFORD STREET, SUITE 500
City: SOMERVILLE | State: MA | Zip code: 02143 | Foreign Country:
Relationship: NONE | Foundation Status:
Purpose of grant/contribution: OPERATIONAL | Amount: 50,000

Name: EDUCATIONAL DEVELOPMENT GROUP ☐ Person ☐ Business
Street: 434 MASSACHUSETTS AVENUE, SUITE G1
City: BOSTON | State: MA | Zip code: 02118 | Foreign Country:
Relationship: NONE | Foundation Status:
Purpose of grant/contribution: OPERATIONAL | Amount: 50,000

Name: PARENT-CHILD CENTER ELIZABETH STONE HOUSE ☐ Person ☐ Business
Street: P O BOX 3000039
City: JAMAICA PLAIN | State: MA | Zip code: 02130 | Foreign Country:
Relationship: NONE | Foundation Status:
Purpose of grant/contribution: OPERATIONAL | Amount: 75,000

Name: FRIENDS OF THE CHILDREN ☐ Person ☐ Business
Street: 555 AMORY STREET
City: BOSTON | State: MA | Zip code: 02130 | Foreign Country:
Relationship: NONE | Foundation Status:
Purpose of grant/contribution: OPERATIONAL | Amount: 50,000

Name: NOTRE DAME EDUCATION CENTER ☐ Person ☐ Business
Street: 200 OLD COLONY AVENUE
City: SOUTH BOSTON | State: MA | Zip code: 02127 | Foreign Country:
Relationship: NONE | Foundation Status:
Purpose of grant/contribution: OPERATIONAL | Amount: 86,000

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

Recipient(s) paid during the year

Name				Person	Business
RAISING A READER				☐	☐
Street					
9B HAMILTON PLACE, THIRD FLOOR					
City	State	Zip code	Foreign Country		
BOSTON	MA	02108			
Relationship	Foundation Status				
NONE					
Purpose of grant/contribution				Amount	
OPERATIONAL				50,000	

Name				Person	Business
SOCIEDAD LATINA				☐	☐
Street					
1530 TREMONT STREET					
City	State	Zip code	Foreign Country		
ROXBURY	MA	02120			
Relationship	Foundation Status				
NONE					
Purpose of grant/contribution				Amount	
OPERATIONAL				50,000	

Name				Person	Business
BOSTON COLLEGIATE CHARTER SCHOOL				☐	☐
Street					
11 MAYHEW STREET					
City	State	Zip code	Foreign Country		
DORCHESTER	MA	02125			
Relationship	Foundation Status				
NONE					
Purpose of grant/contribution				Amount	
OPERATIONAL				100,000	

Name				Person	Business
BIG SISTER ASSOCIATION OF GREATER BOSTON				☐	☐
Street					
161 MASSACHUSETTS AVENUE					
City	State	Zip code	Foreign Country		
BOSTON	MA	02115-3050			
Relationship	Foundation Status				
NONE					
Purpose of grant/contribution				Amount	
OPERATIONAL				50,000	

Name				Person	Business
CITY ON A HILL FOUNDATION				☐	☐
Street					
58 CIRCUIT STREET					
City	State	Zip code	Foreign Country		
ROXBURY	MA	02119			
Relationship	Foundation Status				
NONE					
Purpose of grant/contribution				Amount	
OPERATIONAL				100,000	

Name				Person	Business
HUNTINGTON THEATER COMPANY				☐	☐
Street					
264 MASSACHUSETTS AVENUE					
City	State	Zip code	Foreign Country		
BOSTON	MA	02115-4606			
Relationship	Foundation Status				
NONE					
Purpose of grant/contribution				Amount	
OPERATIONAL				50,000	

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

Recipient(s) paid during the year

Name				Person / Business
MUJERES UNIDAS EN ACCIOIN				☐ Person ☐ Business
Street: 54 CLAYTON STREET				
City: DORCHESTER	State: MA	Zip code: 02122	Foreign Country:	
Relationship: NONE	Foundation Status:			
Purpose of grant/contribution: OPERATIONAL				Amount: 100,000

Name				Person / Business
THOMPSON ISLAND OUTWARD BOUND				☐ Person ☐ Business
Street: P.O BOX 127				
City: BOSTON	State: MA	Zip code: 02127	Foreign Country:	
Relationship: NONE	Foundation Status:			
Purpose of grant/contribution: OPERATIONAL				Amount: 50,000

Name				Person / Business
DUDLEY STREET NEIGHBORHOOD-DUDLEY YOUTH COUNCIL				☐ Person ☐ Business
Street: 504 DUDLEY STREET				
City: ROXBURY	State: MA	Zip code: 02119	Foreign Country:	
Relationship: NONE	Foundation Status:			
Purpose of grant/contribution: OPERATIONAL				Amount: 1,880

Name				Person / Business
CENTRO LATINO				☐ Person ☐ Business
Street: 267 BROADWAY				
City: CHELSEA	State: MA	Zip code: 02150	Foreign Country:	
Relationship: NONE	Foundation Status:			
Purpose of grant/contribution: OPERATIONAL				Amount: 30,000

Name				Person / Business
ZOO NEW ENGLAND				☐ Person ☐ Business
Street: ONE FRANKLIN PARK ROAD				
City: BOSTON	State: MA	Zip code: 02121	Foreign Country:	
Relationship: NONE	Foundation Status:			
Purpose of grant/contribution: OPERATIONAL				Amount: 50,000

Name				Person / Business
BAY COVE HUMAN SERVICES				☐ Person ☐ Business
Street: 66 CANAL STREET				
City: BOSTON	State: MA	Zip code: 02114	Foreign Country:	
Relationship: NONE	Foundation Status:			
Purpose of grant/contribution: OPERATIONAL				Amount: 50,000

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

Recipient(s) paid during the year

Name: GREATER BOSTON FOOD BANK				☐ Person ☐ Business
Street: 70 SOUTH BAY AVENUE				
City: BOSTON		State: MA	Zip code: 02118-2700	Foreign Country:
Relationship: NONE	Foundation Status:			
Purpose of grant/contribution: OPERATIONAL				Amount: 75,000

Name: MASSACHUSETTS SOCIETY FOR PREVENTION OF CRUELTY TO CHILDREI				☐ Person ☐ Business
Street: 99 SUMMER STREET				
City: BOSTON		State: MA	Zip code: 02110	Foreign Country:
Relationship: NONE	Foundation Status:			
Purpose of grant/contribution: OPERATIONAL				Amount: 50,000

Name: ROCA INC.				☐ Person ☐ Business
Street: 101 PARK STREET				
City: CHELSEA		State: MA	Zip code: 02150	Foreign Country:
Relationship: NONE	Foundation Status:			
Purpose of grant/contribution: OPERATIONAL				Amount: 50,000

Name: SPORTSMEN'S TENNIS CLUB				☐ Person ☐ Business
Street: 950 BLUE HILLS AVENUE				
City: DORCHESTER		State: MA	Zip code: 02124	Foreign Country:
Relationship: NONE	Foundation Status:			
Purpose of grant/contribution: OPERATIONAL				Amount: 50,000

Name: URBANARTS INSTITUTE				☐ Person ☐ Business
Street: 29 GERMANIA STREET				
City: JAMAICA PLAIN		State: MA	Zip code: 02130	Foreign Country:
Relationship: NONE	Foundation Status:			
Purpose of grant/contribution: OPERATIONAL				Amount: 50,000

Name: RALPH SMITH RESIDENCE ASSOCIATION				☐ Person ☐ Business
Street: 757 SHAWMUT AVE, #1110				
City:		State:	Zip code:	Foreign Country:
Relationship: NONE	Foundation Status:			
Purpose of grant/contribution: OPERATIONAL				Amount: 5,000

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

Recipient(s) paid during the year

Name
THIRD SECTOR NEW ENGLAND ☐ Person ☐ Business
Street
89 SOUTH STREET, SUITE 700

City	State	Zip code	Foreign Country
BOSTON	MA	02111	

Relationship	Foundation Status
NONE	

Purpose of grant/contribution	Amount
OPERATIONAL	75,000

Name
☐ Person ☐ Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
	0

Name
☐ Person ☐ Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
	0

Name
☐ Person ☐ Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
	0

Name
☐ Person ☐ Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
	0

Name
☐ Person ☐ Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
	0

Mabel Louise Riley Foundation

GUIDELINES

FOR

GRANT APPLICANTS

2010

General

The Foundation's interests are developed by the knowledge and experience of the individual Trustees and by Trustee field visits and reports from consultants. Grants are encouraged which help address an important community-wide concern or to achieve a broad impact for the public's benefit, rather than to finance annual expenses.

Program Interests

The Foundation has supported programs designed to benefit a specific neighborhood as shown by its support of the residents of Boston's Dudley Street neighborhood.

The Trustees' current priorities include:

- Collaboration with other funders.
- Education and social services for disadvantaged children and adolescents.
- Preschool reading programs.
- Community development that will benefit low-income and minority neighborhoods, including job development and training, and housing.
- Citywide efforts in Boston and vicinity that promote cultural improvements and the arts.
- Grants that, despite some risk, offer a potential of high impact or significant benefits for a community. The Foundation is especially interested in leveraging its grants by funding new programs that can become self-sufficient or which may serve as a model in other geographic areas.
- Improvement of race relations and neighborhood safety issues.

Funding Availability

- Grants from the Foundation normally range from $50,000 to $100,000. Occasionally, when the Foundation decides to pursue a special initiative, the Trustees will consider smaller or larger funding commitments.
- Multiple year funding may be available, if necessary to fulfill the funding objectives.

Eligibility

- Requests are considered only from 501(c)(3) nonprofit organizations incorporated under the laws of Massachusetts. In recent years, the Foundation's grantmaking has focused on the city of Boston and vicinity with occasional support for projects in other areas of Massachusetts.

- Applicants whose formal grant requests have been denied must wait one full year before reapplying. Grant recipients should expect to wait two full years before submitting a new request.

Areas in which grants are NOT normally made

- Charitable activities outside of Massachusetts will not be funded. Support of projects outside the city of Boston and vicinity is limited.

- Grants to defray annual deficits, for regular operating budgets, or as the sole source of support for an agency will not usually be granted.

- Grants to governmental agencies and grants on behalf of individuals, for personal needs, travel, research, loans or scholarships will not be made.

- Grants for political purposes will not be made.

Application Procedures

- Applicants are required to submit a brief summary of their proposal (not more than 2 pages) without a cover letter before submitting a formal grant request.

  This summary should briefly describe the purposes and objectives of the proposal, the history of the applicant and the amount requested from the Foundation. In addition to the two-page summary, a copy of the IRS 501(c)(3) Determination Letter and a program budget should be included.

  There are no deadlines for these proposal summaries; it is an ongoing process. The Foundation will notify the applicant if the submission of a formal grant request is authorized.

Application Procedures (continued)

- If the filing of a formal grant request is authorized, it must be made using the Common Proposal Form of the Associated Grant Makers, 55 Court Street, Suite 520, Boston, MA 02108 - (617) 426-2606 (www.agmconnect.org). The narrative portion of the formal grant request should not exceed five pages, and the attachments required by the Common Proposal Form must be included:

  - Executive Summary (one page)
  - Current Financial Statements (Balance Sheet and P/L)
  - Most recent audited Financial Statement
  - IRS Form 990, Form 990EZ, or Form 990-N (if applicable)
  - Program Budget (multi-year, if applicable)
  - Organizational Budget (multi-year, if applicable)
  - Board of Trustees/Directors (with affiliations)
  - Resumes of key project personnel
  - Sources of funding with amounts (secured and pending)

- Each formal grant request must contain a clear statement of how the success or failure of the program will be evaluated, including an outcome chart, if applicable.

Proposal Deadlines

- Grant meetings of the Foundation are scheduled for March, June, September, and December. If a formal grant request is authorized, it will be considered by the Trustees at the next quarterly grant meeting held more than thirty (30) days after receipt of the formal grant request.

Contact

- The Foundation has authorized its staff to review all proposals and to represent them in contacts with applicants.

- The Trustees intend to maintain their practice of making selective field visits and/or meetings with the applicants.

For further information, please contact:

MABEL LOUISE RILEY FOUNDATION
77 SUMMER STREET, 8TH FLOOR
BOSTON, MA 02110-1006

Attn: Nancy A. Saunders

Telephone: 617-399-1850
Fax: 617-399-1851
Email: info@rileyfoundation.com

Attachment to Form 990PF
Part VIII, Column (b)
Title and average hours per week devoted to position

Since the founding of the Riley Trust in 1971, the trustees have not been compensated on an hourly basis. Rather their compensation has been based upon the published fee schedule of the corporate trustee for the administration of a charitable foundation. This fee has been divided among the four trustees as agreed upon from time to time and approximates the trust services performed by each trustee.

Attachment to Form 990-PF Part VIII, Column (b) Title and average hours per week devoted to position

As Trustee, the Bank of New York Mellon provides administrative services such as acting as investment manager for the named organization. These services require numerous individual bank employees' involvement in the activities of the organization and thus cannot be quantified on an hourly basis. Therefore, the Trustee's fees are not based upon an hourly basis but are calculated based upon factors such as the market value of the account and in accordance with our agreement with the client.

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
10109338004	RILEY MABEL LOU	05569M780	BNY MELLON S/T US GVT SECS F	28,548.38	352,287.10	354,000.00
10109338004	RILEY MABEL LOU	05569M814	BNY MELLON INTERMEDIATE BOND	54,891.30	700,413.03	707,000.00
10109338004	RILEY MABEL LOU	05569M830	BNY MELLON BOND FD CL M	217,612.30	2,802,846.42	2,726,838.60
10109338004	RILEY MABEL LOU	05569M855	BNY MELLON EMERGING MARKETS	267,537.18	2,726,203.94	2,871,968.67
10109338004	RILEY MABEL LOU	261980759	DREYFUS PREM LT TRM HI YLD-I	55,508.53	360,250.42	364,136.02
10109338004	RILEY MABEL LOU	26203E604	DREYFUS/NEWTON INTERN EQTY-I	52,779.19	878,773.58	1,023,916.37
10109338004	RILEY MABEL LOU	425067840	HENDERSON INTL OPP FUND-A	173,681.75	3,489,266.44	3,582,054.15
10109338004	RILEY MABEL LOU	46428R107	ISHARES S&P GSCI COMMODITY-I	30,700.00	976,874.00	870,394.86
10109338004	RILEY MABEL LOU	464287200	ISHARES S&P 500 INDEX FUND	196,025.00	21,917,555.25	21,294,267.37
10109338004	RILEY MABEL LOU	464287226	ISHARES BARCLAYS AGGREGATE B	20,300.00	2,094,757.00	2,052,701.49
10109338004	RILEY MABEL LOU	464287234	ISHARES MSCI EMERGING MKTS I	65,400.00	2,714,100.00	2,743,232.95
10109338004	RILEY MABEL LOU	464287465	ISHARES MSCI EAFE INDEX FD	25,900.00	1,431,752.00	1,996,226.96
10109338004	RILEY MABEL LOU	464287507	ISHARES S & P MIDCAP 400	33,570.00	2,430,803.70	1,912,328.00
10109338004	RILEY MABEL LOU	464287564	ISHARES COHEN & STEERS RLTY	18,095.00	950,349.40	774,678.83
10109338004	RILEY MABEL LOU	487300501	KEELEY SMALL CAP VAL FD-A	77,173.42	1,529,577.20	882,735.16
10109338004	RILEY MABEL LOU	813992914	UBS M2 FUND LLC	1,985,951.00	2,315,678.44	2,001,963.92
10109338004	RILEY MABEL LOU	86271F677	DREYFUS SELECT MANAGERS S/C	18,827.80	311,788.50	302,586.33
10109338004	RILEY MABEL LOU	86271F818	DREYFUS PREM STRAT GLBL ST-I	81,699.34	1,025,326.80	1,000,000.00
10109338004	RILEY MABEL LOU	902995901	UBS PRIVATE EQUITY FUND IV L	1,677,331.00	1,677,331.00	1,677,331.00
10109338004	RILEY MABEL LOU	991061052	CRA (BNY MELLON, N.A., MEMBE	211,334.24	211,334.24	211,334.24
10109338004	RILEY MABEL LOU	991061052	CRA (BNY MELLON, N.A., MEMBE	1,760,198.86	1,760,198.86	1,760,198.86
10109338004	RILEY MABEL LOU	9934AA008	MELLON OPTIMA US STRATEGY F	1,609,769.83	1,609,769.83	1,500,000.00
10109338004	RILEY MABEL LOU	999N00177	UBS QUADRANGLE FUND, L L.C.	337,110.00	337,110.00	337,110.00
TOTAL FOR ACCT#10109338004					54,604,347.15	52,947,003.78

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
10109338110	RILEY M FBO FAM	991061052	CRA (BNY MELLON, N.A., MEMBE	709.66	709 66	709.66
10109338110	RILEY M FBO FAM	991061052	CRA (BNY MELLON, N.A., MEMBE	12,937 99	12,937.99	12,937.99
TOTAL FOR ACCT#10109338110					13,647.65	13,647.65

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

	Amount
Long Term CG Distributions	1,163
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	5,237,259	5,146,459	90,800
Other sales	0	0	0

Index	Check "X" if Sale of Security	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
1	X	BNY MELLON BOND FD CL M	05569M830			10/25/2000		12/17/2009	628,789	608,505			
2	X	BNY MELLON BOND FD CL M	05569M830			12/29/2003		12/17/2009	76,469	75,295			
3	X	BNY MELLON BOND FD CL M	05569M830			10/16/2000		12/17/2009	224,743	216,458			
4	X	DREYFUS PREM LT TRM HI Y	261980759			7/1/2008		12/17/2009	134,000	135,864			
5	X	ISHARES S&P 500 INDEX FUN	464287200			1/29/2004		7/6/2009	1,588,663	2,024,928			
6	X	ISHARES S&P 500 INDEX FUN	464287200			1/29/2004		12/16/2009	201,307	204,768			
7	X	ISHARES BARCLAYS AGGRE(	464287226			9/19/2008		12/16/2009	700,531	677,493			
8	X	ISHARES S & P MIDCAP 400	464287507			12/22/2003		12/16/2009	597,585	472,813			
9	X	KEELEY SMALL CAP VAL FD-/	487300501			12/27/2007		12/17/2009	59,839	84,892			
10	X	KEELEY SMALL CAP VAL FD-/	487300501			4/21/1998		12/17/2009	940,161	578,076			
11	X	MELLON OPTIMA-ST CAPITAL							13,996				
12	X	MELLON OPTIMA-LT CAPITAL								65,449			
13	X	MELLON OPTIMA-SEC 1256 L(								1,136			
14	X	UBS-ST CAPITAL							5,172				
15	X	UBS-LT CAPITAL							63,809				
16	X	UBS-NET 1231 GAIN							1,024				
17	X	UBS-SECTION 1256								782			
18	X	ISHARES							8				
19													
20													
21													
22													

Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		-24,466	-35,045	0
1	2008 STATE TAX REFUND	60		
2	2008 FEDERAL TAX REFUND	270		
3	MELLLON OPTIMA-ORDINARY INCOME	-33,064	-33,064	
4	MELLON OPTIMA-OTHER INCOME	-3,154	-3,154	
5	UBS PARTNERSHIPS-ORDINARY INCO	1,705	1,705	
6	UBS PARTNERSHIPS-OTHER INCOME	9,717	9,717	
7	MELLLON OPTIMA-ORDINARY UBTI		756	
8	UBS PARTNERSHIP-ORDINARY UBTI		-11,005	
9				
10				
11				
12				
13				
14				
15				

Line 16a (990-PF) - Legal Fees

		1,054	0	0	1,054
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	KIRKPATRICK & LOCKHART, LLP	1,054			1,054
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		31,545	21,190	0	0
1	Foreign Tax Withheld	13,677	13,677		
2	FED Estimated Tax Payments	3,600			
3	FED Fiduciary Tax	6,755			
4	MELLON OPTIMA-FOREIGN TAXES PAI	521	521		
5	UBS PARTNERSHIPS-FOREIGN TAXES	811	811		
6	UBS FINANCIAL SERVICES-FOREGIN T	6,181	6,181		
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		374,872	201,800	0	173,072
1	Amortization See attached statement	0	0	0	0
2	State AG Fees	1,302			1,302
3	ADMINISTRATIVE EXPENSES	2,121	0		2,121
4	MISC EXPENSE	127,043			127,043
5	CONSULTING FEES	25,397			25,397
6	OFFICE MANAGEMENT EXPENSES	17,209			17,209
7	MELLON OPTIMA-INVESTMENT INTEREST EXPE	21,714	21,714		
8	MELLON OPTIMA-PORTFOLIO 2% FLOOR	29,034	29,034		
9	UBS PARTNERSHIPS-INVESTMENT INTEREST E	21,650	21,650		
10	UBS PARTNERSHIPS-PORTFOLIO 2% FLOOR	126,735	126,735		
11	ISHARES-PORTFOLIO 2% FLOOR	2,667	2,667		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
			0	45,459,066	0	46,692,925
1				45,459,066		46,692,925
2						
3						
4						
5						
6						
7						
8						
9						
10						

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

	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			47,109,251	5,516,405	5,939,889
1	INVESTMENTS-OTHER		47,109,251	5,516,405	5,939,889
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part II, Line 15 (990-PF) - Other Assets

	Description	Beginning Balance	Ending Balance	Fair Market Value
		6,243,874	0	0
1	OTHER ASSETS	6,243,874		
2				
3				
4				
5				
6				
7				
8				
9				
10				

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

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

1	FMV-COST ADJUSTMENT - DISTRIBUTION FROM UBS PRIVATE EQUITY	1	46,626
2	FMV-COST ADJUSTMENT - UBS QUADRANGLE FUND, L L C	2	2,127
3	MELLON OPTIMA ADJUSTMENT	3	19,398
4	UBS PARTNERSHIP ADJUSTMENT	4	119,472
5	ISHARES ADJUSTMENT	5	2,278
6	Total	6	189,901

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

1	FMV-COST ADJUSTMENT - UBS PRIVATE EQUITY - 902995901	1	666,972
2	FMV-COST ADJUSTMENT - UBS QUADRANGLE FUND, L L C - 999N00177	2	46,447
3	FMV-COST ADJUSTMENT - UBS M2 FUND LLC - 813992914	3	14,049
4	FMV-COST ADJUSTMENT - INTEREST IN CHARLES E RILEY - 999004195	4	1
5	UBS FINANCIAL SERVICES ADJUSTMENT	5	13,120
6	Total	6	740,589

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

	Amount
Long Term CG Distributions	1,163
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M.V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	5,236,096	0	5,146,459	89,637	0	0	0	89,637
1	BNY MELLON BOND FD CL M	05569M830		10/25/2000	12/17/2009	628,789	0	608,505	20,284			0	20,284
2	BNY MELLON BOND FD CL M	05569M830		12/29/2003	12/17/2009	76,469	0	75,295	1,174			0	1,174
3	BNY MELLON BOND FD CL M	05569M830		10/16/2000	12/17/2009	224,743	0	216,458	8,285			0	8,285
4	DREYFUS PREM LT TRM HI YLD-I	261980759		7/1/2008	12/17/2009	134,000	0	135,864	-1,864			0	-1,864
5	ISHARES S&P 500 INDEX FUND	464287200		1/29/2004	7/6/2009	1,588,663	0	2,024,928	-436,265			0	-436,265
6	ISHARES S&P 500 INDEX FUND	464287200		1/29/2004	12/16/2009	201,307	0	204,768	-3,461			0	-3,461
7	ISHARES BARCLAYS AGGREGATE BON	464287226		9/19/2008	12/16/2009	700,531	0	677,493	23,038			0	23,038
8	ISHARES S & P MIDCAP 400	464287507		12/22/2003	12/16/2009	597,585	0	472,813	124,772			0	124,772
9	KEELEY SMALL CAP VAL FD-A	487300501		12/27/2007	12/17/2009	59,839	0	84,892	-25,053			0	-25,053
10	KEELEY SMALL CAP VAL FD-A	487300501		4/21/1998	12/17/2009	940,161	0	578,076	362,085			0	362,085
11	MELLON OPTIMA-ST CAPITAL GAIN					13,996	0	0	13,996			0	13,996
12	MELLON OPTIMA-LT CAPITAL LOSS					0	0	65,449	-65,449			0	-65,449
13	MELLON OPTIMA-SEC 1256 LOSS					0	0	1,136	-1,136			0	-1,136
14	UBS-ST CAPITAL					5,172	0	0	5,172			0	5,172
15	UBS-LT CAPITAL					63,809	0	0	63,809			0	63,809
16	UBS-NET 1231 GAIN					1,024	0	0	1,024			0	1,024
17	UBS-SECTION 1256					0	0	782	-782			0	-782
18	ISHARES					8	0	0	8			0	8
19						0	0	0	0			0	0
20						0	0	0	0			0	0
21						0	0	0	0			0	0
22						0	0	0	0			0	0

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

251,305

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	BNY Mellon, N A		P O BOX 185	Pittsburgh	PA	15230-0185		Co-Trustee	See Attach	133,944
2	ANDREW C BAILEY							Co-Trustee	As Needed	45,898
3	ROBERT W HOLMES							Co-Trustee	As Needed	35,768
4	GRACE F FEY							Co-Trustee	As Needed	35,695
5										
6										
7										
8										
9										
10										

Part XVI-A, Lines 11a-11e (990-PF) - Other Revenue

		Unrelated Business Income		Excluded by Section 512, 513, or 514		
	Program Service Revenue	Business Code	Amount	Exclusion Code	Amount	Related or Exempt Function Income
1	MELLON OPTIMA	525990	10,249		-34,715	
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						

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

		Date		Amount
1	Credit from prior year return		1	25,856
2	First quarter estimated tax payment		2	0
3	Second quarter estimated tax payment		3	0
4	Third quarter estimated tax payment		4	0
5	Fourth quarter estimated tax payment		5	0
6	Other payments		6	0
7	Total		7	25,856

Form **8868**
(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . ▶ ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization RILEY MABEL LOUISE TR U/WILL		**Employer identification number** 04-6278857
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O. box, see instructions BNY Mellon, N.A. - P O. BOX 185		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Pittsburgh	PA	15230-0185

Check type of return to be filed (file a separate application for each return):

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☒ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ BNY Mellon, N.A. P O. BOX 185 Pittsburgh PA 15230-0185

Telephone No. ▶ 412-234-8833 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box. . . . ▶ ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 2009 or
▶ ☐ tax year beginning ______ , and ending ______

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3 a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 21,279
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 25,856
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 0

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization RILEY MABEL LOUISE TR U/WILL	**Employer identification number** 04-6278857
	Number, street, and room or suite no. If a P O box, see instructions. BNY Mellon, N.A. - P O. BOX 185	For IRS use only
	City, town or post office state and ZIP code For a foreign address see instructions Pittsburgh PA 15230-0185	

Check type of return to be filed (File a separate application for each return)

[ ] Form 990	[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ BNY Mellon, N.A. P.O BOX 185 Pittsburgh PA 15230-0185

  Telephone No ▶ 412-234-8833 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15/2010

5 For calendar year 2009, or other tax year beginning ______, and ending ______.

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension More time is requested to acquire all information needed to complete and file an accurate return.

8 a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$	19,183
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$	25,856
c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	**8c**	$	0

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ Date ▶ 7/29/10