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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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
[X] Amended return [ ] Address change [ ] Name change

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

Name of foundation
STAUNTON FARM FOUNDATION
540-054 DBA STAUNTON FARM FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
650 SMITHFIELD STREET | 210

City or town, state, and ZIP code
PITTSBURGH, PA 15222-3907

A Employer identification number
25-0965573

B Telephone number
(412)281-8020

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: [X] 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) ▶$ 48,783,271.

J Accounting method: [ ] Cash [ ] Accrual
[X] Other (specify) MODIFIED CASH
(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).)

		(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			N/A	
	2 Check ▶[X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,855,451.	1,921,656.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	88,127.			STATEMENT 1
	b Gross sales price for all assets on line 6a 1,975,311.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)				
	11 Other income	368,117.	-12,127.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	2,311,695.	1,909,529.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	196,148.	0.		196,148.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	31,665.	0.		31,665.
	16a Legal fees STMT 4	1,788.	0.		1,788.
	b Accounting fees STMT 5	41,165.	32,117.		8,291.
	c Other professional fees STMT 6	114,920.	112,920.		2,000.
	17 Interest				
	18 Taxes STMT 7	13,929.	793.		13,929.
	19 Depreciation and depletion		40,028.		
	20 Occupancy	16,086.	0.		16,086.
	21 Travel, conferences, and meetings	38,770.	0.		38,770.
	22 Printing and publications	29,975.	0.		29,975.
	23 Other expenses STMT 8	120,813.	232,262.		36,418.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	605,259.	418,120.		375,070.
	25 Contributions, gifts, grants paid	2,778,894.			2,778,894.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,384,153.	418,120.		3,153,964.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,072,458.			
	b **Net investment income** (if negative, enter -0-)		1,491,409.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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4461109 786250 24185-24000 2009.06000 STAUNTON FARM FOUNDATION 54 24185-23

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	649,586.	32,100.	32,100.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	47,723,334.	45,305,546.	44,200,922.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	4,455,316.	5,237,389.	4,550,249.
	16 **Total assets** (to be completed by all filers)	52,828,236.	50,575,035.	48,783,271.
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			
	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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	52,828,236.	50,575,035.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	52,828,236.	50,575,035.	
	31 **Total liabilities and net assets/fund balances**	52,828,236.	50,575,035.	

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	52,828,236.
2	Enter amount from Part I, line 27a	2	-1,072,458.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	51,755,778.
5	Decreases not included in line 2 (itemize) ▶ TAX COST ADJUSTMENT	5	1,180,743.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	50,575,035.

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	TIFF MULTI ASSET FUND	P		
b	CAPITAL GAIN FROM PARTNERSHIP K-1S	P		
c	CAPITAL GAIN FROM PUBLICLY TRADED SECURITIES	P		
d	CAPITAL GAIN	P		
e	CAPITAL GAINS DIVIDENDS			

	(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	1,868,844.		1,960,213.	-91,369.
b	17,685.			17,685.
c	2,358.		655.	1,703.
d	80,476.		87,620.	-7,144.
e	5,948.			5,948.

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				-91,369.
b				17,685.
c				1,703.
d				-7,144.
e				5,948.

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 -73,177.

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).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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 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	3,036,709.	52,465,836.	.057880
2007	3,173,499.	58,439,902.	.054304
2006	2,574,756.	56,234,095.	.045786
2005	1,446,053.	47,544,933.	.030414
2004	2,326,048.	43,933,442.	.052945

2	**Total** of line 1, column (d)	2	.241329
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	.048266
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	44,438,752.
5	Multiply line 4 by line 3	5	2,144,881.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,914.
7	Add lines 5 and 6	7	2,159,795.
8	Enter qualifying distributions from Part XII, line 4	8	3,153,964.

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.

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	14,914.
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	14,914.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	14,914.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 20,114.		
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	20,114.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** U.R. overpayment ▶		10	5,200.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 5,200. **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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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
4a 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? N/A	4b		
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *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)? *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)*

			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 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 ▶ WWW.STAUNTONFARM.ORG

14 The books are in care of ▶ ROBERT MUSCA Telephone no. ▶ (412)281-8020

Located at ▶ 650 SMITHFIELD STREET, NO. 210, PITTSBURGH, PA ZIP+4 ▶ 15222-3907

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.

			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 ▶ ____, ____, ____, ____			
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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
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.)* N/A	3b		
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

Form **990-PF** (2009)

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02-02-10

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

			Yes	No
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)?	☐ 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)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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.

(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
SEE STATEMENT 11		76,988.	13,957.	0.

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
THE INVESTMENT FUND FOR FOUNDATIONS 200 BARR HAROR DR., W CONSHOHOCKEN, PA 19428	INVESTMENT ADVISORY FEES	112,500.
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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	39,809,516.
b	Average of monthly cash balances	1b	755,719.
c	Fair market value of all other assets	1c	4,550,249.
d	**Total** (add lines 1a, b, and c)	1d	45,115,484.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	45,115,484.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	676,732.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	44,438,752.
6	**Minimum investment return.** Enter 5% of line 5	6	2,221,938.

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	2,221,938.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 14,914.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	14,914.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,207,024.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,207,024.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,207,024.

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	3,153,964.
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	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,153,964.
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	5	14,914.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,139,050.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,207,024.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			933,848.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 3,153,964.				
a Applied to 2008, but not more than line 2a			933,848.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				2,207,024.
e Remaining amount distributed out of corpus	13,092.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	13,092.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	13,092.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009 13,092.				

Part XIV Private Operating Foundations (see 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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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 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 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:

JONI S. SCHWAGER, EXECUTIVE DIRECTOR, 412-281-8020
650 SMITHFIELD STREET, SUITE 210, PITTSBURGH, PA 15222

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

PROVIDED UPON INITIAL REQUEST

c Any submission deadlines:

NONE

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

GRANTS ARE LIMITED TO NON-PROFIT ORGANIZATIONS PROVIDING MENTAL HEALTH TREATMENT, CARE AND SUPPORT.

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 STATEMENT 12				
Total			▶ 3a	2778894.
b *Approved for future payment*				
Total SEE STATEMENT 13			▶ 3b	801,183.

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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
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	1,855,451.	
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			41	403,478.	
8 Gain or (loss) from sales of assets other than inventory			18	88,127.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a UBI FROM PARTNERSHIPS	525990	-35,361.			
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-35,361.		2,347,056.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,311,695.

(See worksheet in line 13 instructions 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).

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
		N/A	

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
N/A		

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

Sign Here

Joni Schwager 11/14/11 EXECUTIVE DIRECTOR
Signature of officer or trustee — Date — Title

Paid Preparer's Use Only				
Preparer's signature	Sm Kusich	Date 11/10/11	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	SCHNEIDER DOWNS & CO., INC. 1133 PENN AVENUE PITTSBURGH, PA 15222		EIN 25-1408703	Phone no. (412)261-3644

Form 990-PF (2009)

923622
02-02-10

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TIFF MULTI ASSET FUND	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,868,844.	1,868,844.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN FROM PARTNERSHIP K-1S	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,685.	17,685.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN FROM PUBLICLY TRADED SECURITIES	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,358.	655.	0.	0.	1,703.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
80,476.	0.	0.	0.	80,476.

CAPITAL GAINS DIVIDENDS FROM PART IV	5,948.
TOTAL TO FORM 990-PF, PART I, LINE 6A	88,127.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	1,861,396.	5,948.	1,855,448.
INTEREST INCOME	3.	0.	3.
TOTAL TO FM 990-PF, PART I, LN 4	1,861,399.	5,948.	1,855,451.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
TAXABLE INCOME FROM PARTNERSHIPS	109,545.	-12,127.	
RECOVERY OF GRANT	293,933.	0.	
UBI FROM PARTNERSHIPS	-35,361.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	368,117.	-12,127.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,788.	0.		1,788.
TO FM 990-PF, PG 1, LN 16A	1,788.	0.		1,788.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SERVICES	41,165.	32,874.		8,291.
LESS: PROFESSIONAL FEES ALLOCATED TO UBI	0.	-757.		0.
TO FORM 990-PF, PG 1, LN 16B	41,165.	32,117.		8,291.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MELLON	420.	420.		0.
INVESTMENT ADVISORY FEES	112,500.	112,500.		0.
CONSULTANT	2,000.	0.		2,000.
TO FORM 990-PF, PG 1, LN 16C	114,920.	112,920.		2,000.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	13,929.	0.		13,929.
FOREIGN TAX PAID	0.	793.		0.
TO FORM 990-PF, PG 1, LN 18	13,929.	793.		13,929.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARKING	6,669.	0.		6,669.
INSURANCE	6,712.	0.		6,712.
TELEPHONE	3,247.	0.		3,247.
MISCELLANEOUS	5,673.	0.		5,673.
EQUIPMENT	1,188.	0.		1,188.
OFFICE SUPPLIES & EXPENSE	7,534.	0.		7,534.
MEMBERSHIP DUES	5,395.	0.		5,395.
EXPENSES FROM PASS THROUGH ENTITIES	75,051.	222,918.		0.
TIFF TRANSFER FEES	9,344.	9,344.		0.
TO FORM 990-PF, PG 1, LN 23	120,813.	232,262.		36,418.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TIFF MULTI ASSET FUND	COST	40,666,025.	40,648,388.
TIFF INTERNATIONAL EQUITY	COST	2,079,846.	1,501,348.
TIFF TIFF US EQUITY FUND	COST	2,021,049.	1,512,560.
TIFF SHORT TERM FUND	COST	538,626.	538,626.
TOTAL TO FORM 990-PF, PART II, LINE 13		45,305,546.	44,200,922.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CODE, HENNESSEY & SIMMONS II, LP	11,301.	11,301.	2,020.
CODE, HENNESSEY & SIMMONS III, LP	36,545.	36,545.	3,800.
MELLON PRIVATE EQUITY FUND II, LP	487,529.	487,529.	281,450.
SPROUT CAPITAL VII, LP	54,498.	53,842.	32,920.
TIFF PARTNERS I, LLC	36,314.	22,726.	14,327.
TIFF PARTNERS II, LLC	60,011.	56,137.	46,603.
TIFF PARTNERS III, LLC	162,896.	158,977.	162,283.
TIFF REALTY AND RESOURCES I, LLC	59,269.	64,665.	114,303.
TIFF REALTY AND RESOURCES II, LLC	469,090.	542,679.	478,934.
TIFF REAL ESTATE PARTNERS I, LLC	475,649.	504,775.	446,475.
TIFF PARTNERS V-US, LLC	146,004.	145,228.	174,157.
TIFF PARTNERS V-INTERNATIONAL, LLC	387,433.	403,175.	320,683.
TIFF PRIVATE EQUITY PARTNERS 2005	262,667.	277,688.	281,822.
TIFF PRIVATE EQUITY PARTNERS 2006	1,019,785.	1,085,687.	944,976.
TIFF PRIVATE EQUITY PARTNERS 2007	213,995.	327,076.	305,380.
TIFF REALTY AND RESOURCES III, LLC	241,855.	358,798.	277,363.
TIFF REALTY AND RESOURCES 2008, LLC	136,440.	319,881.	273,235.
TIFF PRIVATE EQUITY PARTNERS 2008	194,035.	380,680.	389,518.
TO FORM 990-PF, PART II, LINE 15	4,455,316.	5,237,389.	4,550,249.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JONI S. SCHWAGER 650 SMITHFIELD STREET PITTSBURGH, PA 15222	EXECUTIVE DIRECTOR 40.00	76,988.	13,957.	0.
LEE C. LUNDBACK 650 SMITHFIELD STREET PITTSBURGH, PA 15222	PRESIDENT (1/1-6/30) 1.00	0.	0.	0.
JAMES E. KNIGHT 650 SMITHFIELD STREET PITTSBURGH, PA 15222	PRESIDENT (7/1-12/31) 1.00	0.	0.	0.
JAMES E. KNIGHT 650 SMITHFIELD STREET PITTSBURGH, PA 15222	VP/TREASURER (1/1-6/30) 1.00	0.	0.	0.
ROBERT B. FERREE, IV 650 SMITHFIELD STREET PITTSBURGH, PA 15222	VP (7/1-12/31) 1.00	0.	0.	0.
MARGARET L. WEAVER 650 SMITHFIELD STREET PITTSBURGH, PA 15222	TREASURER (7/1-12/31) 1.00	0.	0.	0.
LOUISE W. CRAIG 650 SMITHFIELD STREET PITTSBURGH, PA 15222	SECRETARY (7/1-12/31) 1.00	0.	0.	0.
ROBERT B. FERREE, IV 650 SMITHFIELD STREET PITTSBURGH, PA 15222	SECRETARY (1/1-6/30) 1.00	0.	0.	0.
HARRIET D. BAUM 650 SMITHFIELD STREET PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
MOE COLEMAN 650 SMITHFIELD STREET PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
BONNI DUNLAP 650 SMITHFIELD STREET PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.

PHILIP G. GULLEY 650 SMITHFIELD STREET PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
PETER KNIGHT 650 SMITHFIELD STREET PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
NANCY E. KUKOVICH 650 SMITHFIELD STREET PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
LOUISE W. CRAIG 650 SMITHFIELD STREET PITTSBURGH, PA 15222	DIRECTOR (1/1-6/30) 1.00	0.	0.	0.
ANDREA Q. GRIFFITHS 650 SMITHFIELD STREET PITTSBURGH, PA 15222	DIRECTOR (1/1-6/30) 1.00	0.	0.	0.
MARGARET L. WEAVER 650 SMITHFIELD STREET PITTSBURGH, PA 15222	DIRECTOR (1/1-6/30) 1.00	0.	0.	0.
RICHARD L. FREDERICK, III 650 SMITHFIELD STREET PITTSBURGH, PA 15222	DIRECTOR (7/1-12/31) 1.00	0.	0.	0.
PAUL GRIFFITHS 650 SMITHFIELD STREET PITTSBURGH, PA 15222	DIRECTOR (7/1-12/31) 1.00	0.	0.	0.
KATHLEEN C. KNIGHT 650 SMITHFIELD STREET PITTSBURGH, PA 15222	HONORARY DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		76,988.	13,957.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
GILDA'S CLUB 2816 SMALLMAN ST PITTSBURGH, PA 15222	NONE CHILDREN'S PROGRAMMING WITH CHILDREN'S HOSPITAL	501(C)(3)	53,600.
NAMI SOUTHWESTERN PENNSYLVANIA 105 BRAUNLICH DRIVE MCKNIGHT PLAZA, SUITE 200 PITTSBURGH, PA 15237	NONE 2009 NAMI CONFERENCE SUPPORT	501(C)(3)	2,000.
NAMI SOUTHWESTERN PENNSYLVANIA 105 BRAUNLICH DRIVE MCKNIGHT PLAZA, SUITE 200 PITTSBURGH, PA 15237	NONE ANTI-STIGMA EPISODE OF "WHAT'S ON YOUR MIND"	501(C)(3)	13,500.
EAST LIBERTY FAMILY HEALTH CARE 7171 CHURCHLAND ST PITTSBURGH, PA 15206	NONE BIRTH CIRCLE DOULA AGENCY: EXPANSION	501(C)(3)	50,000.
TURTLE CREEK VALLEY MH/MR 723 BRADDOCK AVE BRADDOCK, PA 15104	NONE TRI BORO CASASTART	501(C)(3)	31,000.
CENTER FOR HEARING AND DEAF 1945 FIFTH AVENUE PITTSBURGH, PA 15219	NONE PGH HEALTH INFO WEBSITE	501(C)(3)	25,000.
CENTERS FOR HEALTHY HEARTS AND SOULS 100 N BRADDOCK AVE PITTSBURGH, PA 15208	NONE DEPRESSION PREVENTION OUTREACH AND EDUCATION	501(C)(3)	105,000.
BLACKBURN CENTER P.O. BOX 398 GREENSBURG, PA 15601	NONE TRAINING PROGRAM	501(C)(3)	7,000.

STAIRWAYS BEHAVIORAL HEALTH 2185 W 8TH ST ERIE, PA 16505	NONE FAIRWEATHER LODGE CONFERENCE	501(C)(3)	3,100.
CONSUMER HEALTH COALITION - CENTRE CITY TOWER, STE 2130, 650 SMITHFIELD STREET PITTSBURGH, PA 15222	NONE EMPOWERING PERSONS WITH MENTAL ILLNESS	501(C)(3)	30,000.
LYDIA'S PLACE 710 FIFTH AVE SUITE 2000 PITTSBURGH, PA 15219	NONE EMERGENCY GRANT 2009	501(C)(3)	10,000.
WHYY, INC. 150 NORTH SIXTH STREET PHILADELPHIA, PA 19106	NONE SFF FELLOWSHIP IN BEHAVIORAL HEALTH REPORTING	501(C)(3)	49,367.
THE CHURCH ARMY P.O. BOX 178 LEETSDALE, PA 15056	NONE WORKSHOP RECOVERY MATERIALS	501(C)(3)	2,500.
UPMC WOMEN'S BEHAVIORAL HEALTH 300 HALKET STREET PITTSBURGH, PA 15213	NONE SFF LECTURES AT THE 2009 MARCE CONFERENCE	501(C)(3)	25,000.
ARMSTRONG INDIANA MH MR 124 ARMSDALE RD SUITE 105 KITTANNING, PA 16201	NONE RECOVERY ORIENTED CASE MANAGEMENT INITIATIVE	170(B)(1)(A)(V)	45,000.
ALLEGHENY CTY DEPT. OF HUMAN ONE SMITHFIELD ST SUITE 400 PITTSBURGH, PA 15222	NONE CONTINUUM OF CARE SUPPORTIVE SERVICES FUND	170(B)(1)(A)(V)	100,000.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESARLES ST NW SUITE 404 WASHINGTON, DC 20036	NONE MEMBERSHIP/CONFERENCE HOST COMMITTEE	501(C)(3)	10,000.
MENTORING PARTNERSHIP OF SWPA 2934 SMALLMAN STREET, 2ND FLOOR PITTSBURGH, PA 15201	NONE SUPPORT FOR THE MAGIC OF MENTORING	501(C)(3)	10,000.

BUTLER COUNTY OFFICE OF MENTAL 124 W DIAMOND ST BUTLER, PA 16003	NONE FORENSIC MENTAL HEALTH PROGRAM	170(B)(1) (A)(V)	25,000.
MECHLING-SHAKELY VETERANS CENTER 1413 STATE ROUTE 268 COWANSVILLE, PA 16218	NONE CAPACITY BUILDING	501(C)(3)	20,000.
DEEP DEMOCRACY 4192 E BOULDER SPRINGS WAY TUCSON, AR 85712	NONE VETS4VETS	501(C)(3)	110,000.
UNIVERSITY OF PITTSBURGH P.O. BOX 371220 PITTSBURGH, PA 15251	NONE EFFECTIVENESS OF EVALUATION FOR BUTLER COUNTY JUVENILE COURT SERVICES	501(C)(3)	77,000.
GATEWAY REHABILITATION CENTER COPORATE HEADQUARTERS, 311 ROUSER ROAD MOON TWP, PA 15108-2719	NONE VISION BULLYING PREVENTION PROGRAM	501(C)(3)	35,000.
FAMILYLINKS 250 SHADY AVENUE PITTSBURGH, PA 15206	NONE FAMILY TREATMENT CENTER	501(C)(3)	200,000.
SISTERS PLACE 418 MITCHELL AVE CLAIRTON, PA 15025	NONE CASE MANAGEMENT DEPARTMENT	501(C)(3)	10,000.
NAMI SOUTHWESTERN PENNSYLVANIA 105 BRAUNLICH DRIVE MCKNIGHT PLAZA, SUITE 200 PITTSBURGH, PA 15237	NONE NAMI WALK 2009	501(C)(3)	2,000.
YOGA IN SCHOOLS 928 WM PENN CT PITTSBURGH, PA 15221	NONE YOGA PROGRAMMING AND PRO. DEVELOPMENT	501(C)(3)	10,000.
WESTMORELAND COMMUNITY ACTION 226 S MAPLE AVE GREENSBURG, PA 15601	NONE PATHWAYS PERMANENT SUPPORTIVE HOUSING	501(C)(3)	38,500.

YMCA OF GREATER PGH 420 FORT DUQUESNE BOULEVARD, SUITE 625 PITTSBURGH, PA 15222	NONE PROGRAM PERFORMANCE OUTCOME EVALUATION	501(C)(3)	90,000.
WASHINGTON COUNTY COURT OF COMMON PLEAS 413 FAMILY COURT CENTER WASHINGTON, PA 15301	NONE TREATMENT COURT	170(B)(1)(A)(V)	58,693.
HUMAN SERVICES CENTER 130 W NORTH ST NEW CASTLE, PA 16101	NONE ANIMAL GROOMING BUSINESS	501(C)(3)	23,000.
EVERY CHILD 5401 PENN AVE PITTSBURGH, PA 15206	NONE LGBT YOUTH IN FAMILIES INITIATIVE	501(C)(3)	30,000.
LUTHERAN SERVICE SOCIETY OF WE 3171 BABCOCK BLVD PITTSBURGH, PA 15237	NONE SPRINGBOARD KITCHENS LET OUR VOICES BE HEARD	501(C)(3)	50,000.
MENTAL HEALTH AMERICA OF ALLEGHENY COUNTY 1945 FIFTH AVENUE PITTSBURGH, PA 15219	NONE LET OUR VOICES BE HEARD	170(B)(1)(A)(V)	27,760.
CATHOLIC CHARITIES 212 NINTH STREET PITTSBURGH, PA 15222	NONE FREE HEALTH CARE CENTER FOR MH SERVICES	501(C)(3)	50,000.
PRESSLEY RIDGE SCHOOLS 530 MARSHALL AVE PITTSBURGH, PA 15214	NONE PARTICIPATORY ACTION APPROACH	501(C)(3)	24,950.
FAYETTE CO. BEHAVIORAL HEALTH 215 JACOB MURPHY LANE UNIONTOWN, PA 15401	NONE CANS ASSESSMENT TRAINING	170(B)(1)(A)(V)	6,225.
FAMILY SERVICES OF WESTERN PA 3230 WILLIAM PITT WAY PITTSBURGH, PA 15238	NONE HEALTH RECORDS INTERFACE PROJECT	501(C)(3)	25,000.

COURT APPOINTED SPECIAL ADVOCACY 2 NORTH MAIN ST GREENSBURG, PA 15601	NONE TRAINING MATERIALS AND CLEARANCES	501(C)(3)	1,500.
MENTAL HEALTH ASSOC OF WASHINGTON 575 N MAIN ST WASHINGTON, PA 15301	NONE COMMUNITY SUPPORT PROGRAM PROFESSIONAL TRAINING	501(C)(3)	11,800.
ALLEGHENY YOUTH DEVELOPMENT 2700 SHADELAND AVE PITTSBURGH, PA 15212	NONE SELF-CONTROL PROJECT	501(C)(3)	63,000.
GATEWAY REHABILITATION CENTER CORPORATE HEADQUARTERS, 311 ROUSER ROAD MOON TWP, PA 15108-2719	NONE INTERGRATING EVIDENCE-BASED PRACTICE	501(C)(3)	25,000.
COMMUNITY FOUNDATION OF WESTMORELAND COUNTY 951 OLD SALEM RD GREENSBURG, PA 15601	NONE T-BASE INTERGRATION PROJECT	501(C)(3)	30,000.
WQED 4802 FIFTH AVE PITTSBURGH, PA 15213	NONE TEEN SUICIDE	501(C)(3)	16,457.
UNITED WAY OF ALLEGHENY COUNTY 1250 PENN AVE PITTSBURGH, PA 15222	NONE TOGETHER AS ONE	501(C)(3)	90,500.
PENNSYLVANIA HEALTH LAW PROJECT 123 CHESTNUT ST SUITE 400 PHILADELPHIA, PA 19106	NONE GREENE CO. CONSUMER EMPOWERMENT PROJECT	501(C)(3)	35,000.
PITTSBURGH MERCY FOUNDATION 101 BRADFORD ROAD, SUITE 320 WEXFORD, PA 15090	NONE MBH COGNITIVE ENHANCEMENT THERAPY FACILITATOR TRAINING	501(C)(3)	9,656.
MECHLING-SHAKELY VETERANS CENTER 1413 STATE ROUTE 268 COWANSVILLE, PA 16218	NONE CAPACITY BUILDING	501(C)(3)	10,000.

UNIVERSITY OF PITTSBURGH P.O. BOX 371220 PITTSBURGH, PA 15251	NONE EVALUATING THE SPA INITIATIVE	501(C)(3)	80,000.
SOUTHWEST BEHAVIORAL HEALTH MN 2520 NEW BUTLER RD NEW CASTLE, PA 16101	NONE COLLABORATIVE TO IMPROVE THE IMPLEMENTATION	501(C)(3)	25,000.
JUDGE DAVID L. BAZELON CTR FOR 1101 15TH ST NW SUITE 1212 WASHINGTON, DC 20005	NONE MH LAW FOR CRIMINAL JUSTICE INITIATIVE	501(C)(3)	152,000.
WHYY, INC 150 NORTH SIXTH STREET PHILADELPHIA, PA 19106	NONE SFF FELLOWSHIP IN BEHAVIORAL HEALTH REPORTING	501(C)(3)	49,367.
PATIENT CENTERED PRIMARY CARE 601 13TH ST NW SUITE 400 NORTH WASHINGTON, DC 20005	NONE INTEGRATING BH INTO THE PATIENT CENTERED PRIMARY CARE MOVEMENT	501(C)(3)	7,500.
UNIVERSITY OF PITTSBURGH P.O. BOX 371220 PITTSBURGH, PA 15251	NONE RACE IN AMERICA: RESTRUCTING INEQUALITY CONFERENCE SUPPORT	501(C)(3)	10,000.
THE PITTSBURGH FOUNDATION FIVE PPG PLACE PITTSBURGH, PA 15222	NONE CONSULTANT RESOURCE DIRECTORY	501(C)(3)	5,000.
UPMC WOMEN'S BEHAVIORAL HEALTH 300 HALKET STREET PITTSBURGH, PA 15213	NONE PERINATAL DEPRESSION SCREENING AND TRAINING PROGRAM	501(C)(3)	95,000.
SQUIRREL HILL HEALTH CENTER 200 JHF DRIVE PITTSBURGH, PA 15217	NONE MOBILE BEHAVIORAL HEALTH OPERATING COSTS	501(C)(3)	43,715.
PITTSBURGH MERCY FOUNDATION 101 BRADFORD RD SUITE 320 WEXFORD, PA 15090	NONE ORAL HEALTH MATTERS	501(C)(3)	89,400.

THE PITTSBURGH FOUNDATION FIVE PPG PLACE PITTSBURGH, PA 15222	NONE BUILDING AN EFFECTIVE SYSTEM REINTEGRATION	501(C)(3)	65,000.
THE ENTERTAINMENT INDUSTRIES COUNCIL 1856 OLD RESTON AVENUE SUITE 215 RESTON, VA 20190	NONE IMPROVING PUBLIC AWARENESS ABOUT BEHAVIORIAL HEALTH BY ENGAGING THE MEDIA	501(C)(3)	83,804.
THE NEIGHBORHOOD ACADEMY CHAMPION COMMONS 5231 PENN AVENUE, SUITE 200 PITTSBURGH, PA 15224	NONE COUNSELING SUITE	501(C)(3)	95,000.
JEWISH HEALTHCARE FOUNDATION 650 SMITHFIELD STREET, SUITE 2330 PITTSBURGH, PA 15222	NONE CLOSING THE TREATMENT GAP	501(C)(3)	200,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			2,778,894.

FORM 990-PF GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALLEGHENY COUNTY DEPARMENT OF HUMAN SERVICES ONE SMITHFIELD STREET, STE 400 PITTSBURGH, PA 15222-2225	NONE CONTINUUM OF CARE SUPPORTIVE SERVICES	170(B)(1)(A)(V)	100,000.
ARMSTRONG-INDIANA MH/MR P.O. BOX 238 10829 US ROUTE 422 SCHELOCTA, PA 15774	NONE RECOVERY ORIENTED CASE MANAGEMENT	170(B)(1)(A)(V)	93,000.
BUTLER COUNTY OFFICE OF MENTAL HEALTH 124 W DIAMOND ST BUTLER, PA 16003	NONE FORENSIC MENTAL HEALTH PROGRAM	170(B)(1)(A)(V)	175,000.
COMMUNITY FOUNDATION OF WESTMORELAND COUNTY 951 OLD SALEM RD GREENSBURG, PA 15601	NONE T-BASE INTEGRATION PROJECT	501(C)(3)	30,000.
EVERY CHILD, INC. 6401 PENN AVE PITTSBURGH, PA 15206	NONE LGBT YOUTH IN FAMILIES INITIATIVE	501(C)(3)	30,000.
MENTAL HEALTH AMERICA OF ALLEGHENY COUNTY 1945 FIFTH AVENUE PITTSBURGH, PA 15219	NONE LET OUR VOICES BE HEARD	501(C)(3)	31,260.
PENNSYLVANIA HEALTH LAW PROJECT 123 CHESTNUT ST SUITE 400 PHILADELPHIA, PA 19106	NONE GREENE COUNTY CONSUMER EMPOWERMENT PROJ	501(C)(3)	35,000.
THE PITTSBURGH FOUNDATION FIVE PPG PLACE PITTSBURGH, PA 15222	NONE BLDG AN EFFECTIVE SYSTEM OF REINTEGRATION	501(C)(3)	130,000.

SQUIRREL HILL HEALTH CENTER 200 JHF DRIVE PITTSBURGH, PA 15217	NONE MOBILE BEHAVIORAL HEALTH	501(C)(3)	43,715.
WASHINGTON COUNTY COURT OF COMMON PLEAS 413 FAMILY COURT CENTER WASHINGTON, PA 15301	NONE TREATMENT COURT	170(B)(1)(A)(V)	45,340.
WESTMORELAND COMMUNITY ACTION 226 S MAPLE AVE GREENSBURG, PA 15601	NONE PATHWAYS PERMANENT SUPPORTIVE HOUSING	501(C)(3)	38,500.
WHYY, INC. 150 NORTH SIXTH STREET PHILADELPHIA, PA 19106	NONE FELLOWSHIP IN BEHAVIORAL HEALTH REPORTING	501(C)(3)	49,368.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			801,183.

GENERAL EXPLANATION STATEMENT 14

THE FORM 990-PF FOR STAUNTON FARM FOUNDATION IS BEING AMENDED FOR THE YEAR ENDED DECEMBER 31, 2009 IN ORDER TO CORRECTLY REPORT THE FAIR MARKET VALUE OF ALL OTHER ASSETS AS REPORTED ON PAGE 8, PART X. THE ORIGINAL FILING INADVERTANTLY UNDERSTATED THE FAIR MARKET VALUE OF ALL OTHER ASSETS BY $409,066. AS A RESULT OF THIS CHANGE, THE FOLLOWING SECTIONS HAVE BEEN ADJUSTED: PART V, PART X, PART XI AND PART XIII.

THE CHANGE DESCRIBED ABOVE HAS NOT AFFECTED PAGE 4, PART VI. THE AMOUNTS REPORTED IN PART VI ARE CONSISTENT WITH WHAT WAS REPORTED ON THE ORIGINALLY FILED RETURN.