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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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning 1/1/2010, and ending 12/31/2010

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

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 15230-0185		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 59,335,542	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	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 ☐

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	1,188,483	1,188,914		
5 a	Gross rents		0		
b	Net rental income or (loss)	0			
6 a	Net gain or (loss) from sale of assets not on line 10	373,778			
b	Gross sales price for all assets on line 6a	4,721,372			
7	Capital gain net income (from Part IV, line 2)		274,089		
8	Net short-term capital gain			0	
9	Income modifications				
10 a	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)	23,045	-27,247	0	
12	Total. Add lines 1 through 11	1,585,306	1,435,756	0	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	278,165	166,899		111,266
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)	505	0	0	505
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)	38,870	25,600	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)	377,204	192,901	0	184,303
24	Total operating and administrative expenses. Add lines 13 through 23	694,744	385,400	0	296,074
25	Contributions, gifts, grants paid	2,200,110			2,200,110
26	Total expenses and disbursements Add lines 24 and 25	2,894,854	385,400	0	2,496,184
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-1,309,548			
b	Net investment income (if negative, enter -0-)		1,050,356		
c	Adjusted net income (if negative, enter -0-)			0	

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

(HTA)

Form **990-PF** (2010)

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Form 990-PF (2010) RILEY MABEL LOUISE TR U-WILL

04-6278857

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		0	
	2	Savings and temporary cash investments	1,985,181	1,955,617	1,955,617
	3	Accounts receivable ▶	0		
		Less allowance for doubtful accounts ▶	0	0	0
	4	Pledges receivable ▶	0		
		Less allowance for doubtful accounts ▶	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
	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	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11	Investments—land, buildings, and equipment basis ▶	0		
		Less accumulated depreciation (attach schedule) ▶	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	45,459,066	43,668,460	49,983,716
	14	Land, buildings, and equipment basis ▶	0		
		Less accumulated depreciation (attach schedule) ▶	0	0	0
	15	Other assets (describe ▶ PARTNERSHIP INVESTMENT)	5,516,405	6,665,683	7,396,209
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	52,960,652	52,289,760	59,335,542
	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	52,960,651	52,289,760	
	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)	52,960,651	52,289,760	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	52,960,651	52,289,760	

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	52,960,651
2	Enter amount from Part I, line 27a	2	-1,309,548
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	866,876
4	Add lines 1, 2, and 3	4	52,517,979
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	228,219
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	52,289,760

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

(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	373,778
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.

(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))
2009	2,266,373	48,060,510	0.047157
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

2 Total of line 1, column (d)	2	0.260482
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	0.052096
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	54,063,846
5 Multiply line 4 by line 3	5	2,816,510
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,504
7 Add lines 5 and 6	7	2,827,014
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	2,496,184

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)		1	21,007
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	21,007
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	21,007
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	11,386	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	16,969	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	28,355	
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	7,348	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 7,348 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?		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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
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? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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	☐
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		Yes No X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 22 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2010 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 2010)	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 2010?	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**6b****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see 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
See Attached Statement	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	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

NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see 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
		0
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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	NONE

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	53,531,483
b	Average of monthly cash balances	1b	1,355,670
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	54,887,153
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	54,887,153
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	823,307
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	54,063,846
6	Minimum investment return. Enter 5% of line 5	6	2,703,192

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	2,703,192
2a	Tax on investment income for 2010 from Part VI, line 5	2a	21,007	
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	0	
c	Add lines 2a and 2b	2c	21,007	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,682,185	
4	Recoveries of amounts treated as qualifying distributions	4	100,000	
5	Add lines 3 and 4	5	2,782,185	
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	2,782,185	

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	2,496,184
b	Program-related investments—total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,496,184
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	2,496,184

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,782,185
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	499,088			
b From 2006	240,245			
c From 2007	133,292			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	872,625			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 2,496,184				
a Applied to 2009, 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 2010 distributable amount				2,496,184
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	286,001			286,001
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	586,624			
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 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	213,087			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	373,537			
10 Analysis of line 9				
a Excess from 2006	240,245			
b Excess from 2007	133,292			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			3a	2,200,110
b <i>Approved for future payment</i> NONE				
Total			3b	NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	1,188,483	
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	525990	99,689	18	274,089	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a FEDERAL TAX REFUND		0	42	46,917	0
b	REIMBURSEMENT FOR MA FORM PC		0	42	100	0
c	OTHER INCOME FROM PARTNERSHIPS	525990	-3,275		-20,697	0
d			0		0	0
e			0		0	0
12	Subtotal. Add columns (b), (d), and (e)		96,414		1,488,892	0
13	Total. Add line 12, columns (b), (d), and (e)				13	1,585,306

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

[illegible]

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

										Amount		Totals				Net Gain or Loss	
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	Cost, Other Basis and Expenses		Net Gain or Loss			
												Basis and Expenses	Depreciation				
1	X	ISHARES S&P 500 INDEX FUN	464287200			1/29/2004		9/27/2010	1,499,190	1,481,724				17,466			
2	X	ISHARES BARCLAYS AGGRE	464287226			9/19/2008		3/26/2010	104,021	101,118				2,903			
3	X	ISHARES MSCI EMERGING MI	464287234			9/17/2007		9/27/2010	1,958,432	1,996,949				-38,517			
4	X	ISHARES MSCI EMERGING MI	464287234			7/6/2009		9/27/2010	551,361	393,874				157,487			
5	X	ISHARES MSCI EMERGING MI	464287234			12/16/2009		9/27/2010	374,925	352,410				22,515			
6	X	MELLON OPTIMA S/T LOSS	000000000			1/1/2010		6/30/2010		16,929				-16,929			
7	X	MELLON OPTIMA LT GAIN	000000000			1/1/2009		6/30/2010	43,899					43,899			
8	X	MELLON OPTIMA SEC 1256 LT	000000000			1/1/2009		6/30/2010		4,030				-4,030			
9	X	ISHARES LT LOSS	000000000			1/1/2009		6/30/2010		127				-127			
10	X	UBS PRIVATE EQUITY S/T GA	000000000			1/1/2010		6/30/2010	2,705					2,705			
11	X	UBS PRIVATE EQUITY LT GA	000000000			1/1/2009		6/30/2010	54,368					54,368			
12	X	UBS QUADRANGLE FUND LT	000000000			1/1/2009		6/30/2010	13,128					13,128			
13	X	UBS M2 FUND S/T GAIN	000000000			1/1/2010		6/30/2010	67,244					67,244			
14	X	UBS M2 FUND LT GAIN	000000000			1/1/2009		6/30/2010	23,757					23,757			
15	X	UBS M2 SEC 1256 GAIN	000000000			1/1/2009		6/30/2010	2,197					2,197			
16	X	UBS M2 SEC 1250 GAIN	000000000			1/1/2009		6/30/2010	2					2			
17	X	UBS M2 FUND COLLECTIBLES	000000000			1/1/2009		6/30/2010	374					374			
18	X	UBS M2 FUND SEC 1231 LOSS	000000000			1/1/2009		6/30/2010		433				-433			
										Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss			
Long Term CG Distributions										4,721,372		4,347,594		373,778			
Short Term CG Distributions										0		0		0			
Amount										25,769		0		0			

Line 11 (990-PF) - Other Income

		23,045	-27,247	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	FEDERAL TAX REFUND	46,917	0	
2	REIMBURSEMENT FOR MA FORM PC	100		
3	MELLON OPTIMA ORDINARY INCOME	-13,993	-13,993	
4	MELLON OPTIMA OTHER INCOME	-1,876	-1,876	
5	UBS PRIVATE EQUITY OTHER INCOME	37	37	
6	UBS QUADRANGLE FUND OTHER INCOME	40	40	
7	UBS QUADRANGLE FUND ORDINARY INCOME	-824	-824	
8	UBS QUADRANGLE RENTAL REAL ESTATE INCOME	29	29	
9	UBS M2 FUND ORDINARY INCOME	-20,031	-20,031	
10	UBS M2 FUND OTHER INCOME	12,646	12,646	
11	MELLON OPTIMA ORDINARY UBTI		254	
12	UBS M2 FUND ORDINARY UBTI		-4,113	
13	UBS QUADRANGLE FUND ORDINARY INCOME		584	

Line 16a (990-PF) - Legal Fees

		505	0	0	505
	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	K & L GATES LLP	505			505
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
1	FOREIGN TAXES PAID	23,855	23,855		
2	STATE AND LOCAL TAXES	1,936			
3	FEDERAL TAX WITHHOLDING	3,600			
4	PY EXCISE TAX	7,734			
5	MELLON OPTIMA FOREIGN TAXES PAID	1,000	1,000		
6	UBS PRIVATE EQUITY FOREIGN TAXES PAID	8	8		
7	UBS M2 FUND FOREIGN TAXES PAID	737	737		
8					
9					
10					
		38,870	25,600	0	0

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	MISC EXPENSE	132,355			132,355
3	CONSULTING FEES	25,000			25,000
4	OFFICE MANAGEMENT EXPENSES	17,209			17,209
5	STATE AG FEES	722			722
6	COURT COSTS	800			800
7	OTHER ADMINISTRATIVE COSTS	6,217			6,217
8	MEMBERSHIP EXPENSES-ASSOCIATED GRANT	2,000			2,000
9	MELLON OPTIMA INVESTMENT EXPENSE	16,026	16,026		
10	MELLON OPTIMA PORTFOLIO DEDUCTIONS	30,413	30,413		
11	ISHARES PORTFOLIO DEDUCTIONS	6,941	6,941		
12	UBS PRIVATE EQUITY INVESTMENT EXPENSE	44	44		
13	UBS PRIVATE EQUITY PORTFOLIO DEDUCTION	42,169	42,169		
14	UBS QUADRANGLE FUND INVESTMENT EXPEN	858	858		
15	UBS QUADRANGLE FUND PORTFOLIO DEDUCT	17,349	17,349		
16	UBS M2 FUND INVESTMENT EXPENSES	16,316	16,316		
17	UBS M2 FUND PORTFOLIO DEDUCTIONS	62,785	62,785		
18					
19					
20					

377,204

192,901

0

184,303

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
1			45,459,066	43,668,460	49,983,716
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

		5,516,405	6,665,683	7,396,209
	Description	Beginning Balance	Ending Balance	Fair Market Value
1	PARTNERSHIP INVESTMENT	5,516,405	6,665,683	7,396,209
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	YMCA REPAYMENT OF GRANT DTD JUNE 20, 2005	1	100,000
2	CASH TRANSFER FROM RILEY FDN UBS ACCOUNT	2	450,000
3	COST ADJUSTMENT - CUSIP 425067840 HENDERSON - TO BAL TO SEI	3	12,842
4	COST ADJUSTMENT - CUSIP 813992914 UBS M2 FUND LLC	4	14,049
5	COST ADJUSTMENT - CUSIP 902995901 UBS PRIVATE EQUITY FUND IV	5	210,412
6	COST ADJUSTMENT - CUSIP 999N00177 UBS QUADRANGLE FUND LLC	6	54,422
7	MELLON OPTIMA PARTNERSHIP ADJUSTMENT	7	17,221
8	ISHARES PARTNERSHIP ADJUSTMENT	8	5,946
9	UBS QUADRANGLE FUND PARTNERSHIP ADJUSTMENT	9	1,984
10	Total	10	866,876

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

1	UBS PRIVATE EQUITY PARTNERSHIP ADJUSTMENT	1	156,083
2	UBS M2 FUND PARTNERSHIP ADJUSTMENT	2	72,136
3	Total	3	228,219

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

	Kind(s) of Property Sold	Amount		How Acquired	Date Acquired	Date Sold	Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV 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
		Long Term CG Distributions	Short Term CG Distributions												
		25,769	0					4,695,603		0	348,009	0	0	0	348,009
1	1 SHARES S&P 500 INDEX FUND	464287200			1/29/2004	9/27/2010		1,499,190	0	1,481,724	17,466			0	17,466
2	1 SHARES BARCLAYS AGGREGATE BON	464287226			9/19/2008	3/26/2010		104,021	0	101,118	2,903			0	2,903
3	1 SHARES MSCI EMERGING MKTS INDEX	464287234			9/17/2007	9/27/2010		1,958,432	0	1,996,949	-38,517			0	-38,517
4	1 SHARES MSCI EMERGING MKTS INDEX	464287234			7/6/2009	9/27/2010		551,361	0	393,874	157,487			0	157,487
5	1 SHARES MSCI EMERGING MKTS INDEX	464287234			12/16/2009	9/27/2010		374,925	0	352,410	22,515			0	22,515
6	MELLON OPTIMA S/T LOSS	000000000			1/1/2010	6/30/2010		0	0	16,929	-16,929			0	-16,929
7	MELLON OPTIMA LT GAIN	000000000			1/1/2009	6/30/2010		43,899	0	0	43,899			0	43,899
8	MELLON OPTIMA SEC 1256 LOSS	000000000			1/1/2009	6/30/2010		0	0	4,030	-4,030			0	-4,030
9	1 SHARES LT LOSS	000000000			1/1/2009	6/30/2010		0	0	127	-127			0	-127
10	UBS PRIVATE EQUITY S/T GAIN	000000000			1/1/2010	6/30/2010		2,705	0	0	2,705			0	2,705
11	UBS PRIVATE EQUITY LT GAIN	000000000			1/1/2009	6/30/2010		54,368	0	0	54,368			0	54,368
12	UBS QUADRANGLE FUND LT GAIN	000000000			1/1/2009	6/30/2010		13,128	0	0	13,128			0	13,128
13	UBS M2 FUND S/T GAIN	000000000			1/1/2010	6/30/2010		67,244	0	0	67,244			0	67,244
14	UBS M2 FUND LT GAIN	000000000			1/1/2009	6/30/2010		23,757	0	0	23,757			0	23,757
15	UBS M2 SEC 1256 GAIN	000000000			1/1/2009	6/30/2010		2,197	0	0	2,197			0	2,197
16	UBS M2 SEC 1250 GAIN	000000000			1/1/2009	6/30/2010		2	0	0	2			0	2
17	UBS M2 FUND COLLECTIBLES GAIN	000000000			1/1/2009	6/30/2010		374	0	0	374			0	374
18	UBS M2 FUND SEC 1231 LOSS	000000000			1/1/2009	6/30/2010		0	0	433	-433			0	-433

Part

	0	0	0
	Benefits	Expense Account	Explanation
1	NONE	NONE	
2	N/A	N/A	
3			
4			
5			
6			
7			
8			
9			
10			

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

	Date	Amount
1 Credit from prior year return	1	11,386
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	
7 Total	7	11,386

RILEY MABEL LOUISE TR U/WILL

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

Name

FILMMAKERS COLLABORATIVE, INC

Street

397 MOODY STREET

City

WALTHAM

State

MA

Zip Code

02453

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

80,000

Name

ASSOCIATED GRANT MAKERS

Street

55 COURT STREET, SUITE 520

City

BOSTON

State

MA

Zip Code

02108

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

60,000

Name

BIG BROTHERS BIG SISTERS OF MASSACHUSETTS BAY

Street

75 FEDERAL STREET, 5TH FLOOR

City

BOSTON

State

MA

Zip Code

02110

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

100,000

Name

BOYS AND GIRLS CLUBS OF BOSTON

Street

50 CONGRESS STREET, SUITE 730

City

BOSTON

State

MA

Zip Code

02109

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

75,000

Name

CHELSEA EDUCATION FOUNDATION, INC

Street

299 EVERETT AVENUE

City

CHELSEA

State

MA

Zip Code

02150

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

MASSACHUSETTS GENERAL HOSPITAL

Street

101 MERRIMAC STREET, SUITE 603

City

BOSTON

State

MA

Zip Code

02114

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

RILEY MABEL LOUISE TR U/WILL

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

Name

MORGAN MEMORIAL GOODWILL INDUSTRIES

Street

1010 HARRISON AVENUE

City

BOSTON

State

MA

Zip Code

02118

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

SALESIAN BOYS AND GIRLS CLUB

Street

150 BYRON STREET

City

EAST BOSTON

State

MA

Zip Code

02128

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

128,000

Name

THE FOOD PROJECT

Street

10 LEWIS STREET

City

LINCOLN

State

MA

Zip Code

01773

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

125,000

Name

FAMILY NURTURING CENTER OF MASS

Street

200 BOWDOIN STREET

City

DORCHESTER

State

MA

Zip Code

02122

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

100,000

Name

NORTH BENNET STREET SCHOOL

Street

39 NORTH BENNET STREET

City

BOSTON

State

MA

Zip Code

02113

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

54,000

Name

CAMP HARBOR VIEW FOUNDATION

Street

200 CLARENDON STREET, 60TH FLOOR

City

BOSTON

State

MA

Zip Code

02116-5021

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

RILEY MABEL LOUISE TR U/WILL

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

Name

COLLEGE BOUND DORCHESTER, INC

Street

18 SAMOSET STREET

City

DORCHESTER

State

MA

Zip Code

02124

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

ELIZABETH STONE HOUSE, INC

Street

P O BOX 300039

City

JAMAICA PLAIN

State

MA

Zip Code

02130

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

FRIENDS OF THE CHILDREN-BOSTON, INC

Street

555 AMORY STREET

City

BOSTON

State

MA

Zip Code

02130

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

ROXBURY PREPARATORY CHARTER SCHOOL

Street

120 FISHER AVE

City

ROXBURY

State

MA

Zip Code

02130

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

100,000

Name

EMERALD NECKLACE CONSERVANCY

Street

901 CENTRE STREET

City

JAMAICA PLAIN

State

MA

Zip Code

02130

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

100,000

Name

VINE STREET COMMUNITY CENTER

Street

339 DUDLEY STREET

City

BOSTON

State

MA

Zip Code

02119

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

6,030

RILEY MABEL LOUISE TR U-WILL

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

Name

ST PATRICK'S CHURCH

Street

10 MAGAZINE STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

7,812

Name

MUSEUM OF FINE ARTS

Street

465 HUNTINGTON AVE

City

BOSTON

State

MA

Zip Code

02115

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

250,000

Name

BERKLEE COLLEGE OF MUSIC

Street

1140 BOYLSTON ST

City

BOSTON

State

MA

Zip Code

02215-3693

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

100,000

Name

THE BOSTON FOUNDATION

Street

75 ARLINGTON ST, 10TH FLOOR

City

BOSTON

State

MA

Zip Code

02116

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

75,000

Name

BRIDGE OVER TROUBLED WATERS, INC

Street

47 WEST ST

City

BOSTON

State

MA

Zip Code

02111

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

75,000

Name

INQUILINOS BORICUAS EN ACCION

Street

405 SHAWMUT AVE

City

BOSTON

State

MA

Zip Code

02118

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

RILEY MABEL LOUISE TR UWILL

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

Name

FAMILIES UNITED IN EDUCATIONAL LEADERSHIP

Street

561 BOYLSTON STREET

City

BOSTON

State

MA

Zip Code

02116

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

TOUCHABLE STORIES, INC

Street

859 MASSACHUSETTS AVE

City

CAMBRIDGE

State

MA

Zip Code

02139

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

2,943

Name

CITY MISSION SOCIETY OF BOSTON

Street

14 BEACON STREET, SUITE 203

City

BOSTON

State

MA

Zip Code

02108

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

2,075

Name

NIGERIAN YOUTH ORGANIZATION

Street

P O BOX 191039

City

BOSTON

State

MA

Zip Code

02119

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

4,250

Name

ROXBURY ACTION PROGRAM

Street

16 CENTRE STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

5,000

Name

ACTORS' SHAKESPEARE PROJECT

Street

191 HIGHLAND AVENUE, #2B

City

SOMERVILLE

State

MA

Zip Code

02143

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

RILEY MABEL LOUISE TR U/WILL

04-6278857 Page 6 of 6

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

Name

THE CLOUD FOUNDATION

Street

647 BOYLSTON STREET

City

BOSTON

State

MA

Zip Code

02116

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

SUMMER SEARCH

Street

500 AMORY STREET, SUITE 3

City

JAMAICA PLAIN

State

MA

Zip Code

02130

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

TUFTS MEDICAL CENTER

Street

800 WASHINGTON ST, BOX #231

City

BOSTON

State

MA

Zip Code

02111

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

VIETAID

Street

42 CHARLES ST, SUITE E

City

DORCHESTER

State

MA

Zip Code

02122

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

ZOO NEW ENGLAND

Street

ONE FRANKLIN PARK ROAD

City

BOSTON

State

MA

Zip Code

02121

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0



Mabel Louise Riley Foundation

GUIDELINES

FOR

GRANT APPLICANTS

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

***Riley
Foundation
Trustees***

Andrew C. Bailey
Grace Fey
Robert W. Holmes, Jr.
Celina Miranda *

* Representing Bank of New York Mellon

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, BNY Mellon, N.A. 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 PFSS 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	351,430.64	354,000.00
10109338004	RILEY MABEL LOU 05569M814		BNY MELLON INTERMEDIATE BOND	54,891.30	709,195.63	707,000.00
10109338004	RILEY MABEL LOU 05569M830		BNY MELLON BOND FD CL M	217,917.89	2,854,724.45	2,730,799.14
10109338004	RILEY MABEL LOU 05569M855		BNY MELLON EMERGING MARKETS	267,537.18	3,167,640.29	2,871,968.67
10109338004	RILEY MABEL LOU 261967830		DREYFUS INFLATION ADJUSTED S	49,225.91	632,552.99	610,385.98
10109338004	RILEY MABEL LOU 261980759		DREYFUS PREM LT TRM HI YLD-I	55,508.53	367,466.53	364,136.02
10109338004	RILEY MABEL LOU 26203E604		DREYFUS/NEWTON INTERN EQTY-I	53,576.81	949,381.14	1,037,755.08
10109338004	RILEY MABEL LOU 425067840		HENDERSON INTL OPP FUND-A	174,319.70	3,676,402.66	3,594,896.18
10109338004	RILEY MABEL LOU 46428R107		ISHARES S&P GSCI COMMODITY-I	30,700.00	1,046,870.00	870,394.86
10109338004	RILEY MABEL LOU 464287200		ISHARES S&P 500 INDEX FUND	183,000.00	23,103,750.00	19,812,543.37
10109338004	RILEY MABEL LOU 464287226		ISHARES BARCLAYS AGGREGATE B	19,300.00	2,040,975.00	1,951,583.19
10109338004	RILEY MABEL LOU 464287465		ISHARES MSCI EAFE INDEX FD	25,900.00	1,507,898.00	1,996,226.96
10109338004	RILEY MABEL LOU 464287507		ISHARES S & P MIDCAP 400	33,570.00	3,044,463.30	1,912,328.00
10109338004	RILEY MABEL LOU 464287564		ISHARES COHEN & STEERS RLTY	18,095.00	1,189,203.40	774,678.83
10109338004	RILEY MABEL LOU 487300501		KEELEY SMALL CAP VAL FD-A	77,173.42	1,927,020.32	882,735.16
10109338004	RILEY MABEL LOU 813992914		UBS M2 FUND LLC	2,000,000.00	2,423,992.00	2,016,012.92
10109338004	RILEY MABEL LOU 86271F677		DREYFUS SELECT MANAGERS S/C	19,923.24	398,863.34	324,516.96
10109338004	RILEY MABEL LOU 86271F818		DREYFUS PREM STRAT GBL ST-I	81,938.97	1,125,841.50	1,003,292.48
10109338004	RILEY MABEL LOU 902995901		UBS PRIVATE EQUITY FUND IV L	1,887,743.00	1,887,743.00	1,887,743.00
10109338004	RILEY MABEL LOU 922042858		VANGUARD EMERGING MARKETS ET	61,000.00	2,936,906.00	2,739,613.70
10109338004	RILEY MABEL LOU 991061052		CRA (BNY MELLON, N.A., MEMBE	1,701,284.45	1,701,284.45	1,701,284.45
10109338004	RILEY MABEL LOU 991061052		CRA (BNY MELLON, N.A., MEMBE	218,900.37	218,900.37	218,900.37
10109338004	RILEY MABEL LOU 9934AA008		MELLON OPTIMA L/S STRATEGY F	1,646,072.29	1,646,072.29	1,500,000.00
10109338004	RILEY MABEL LOU 999N00177		UBS QUADRANGLE FUND, L.L.C.	391,532.00	391,532.00	391,532.00
TOTAL FOR ACCT#10109338004						59,300,109.30
10109338110	RILEY M FBO FAM 991061052		CRA (BNY MELLON, N.A., MEMBE	34,709.20	34,709.20	34,709.20
10109338110	RILEY M FBO FAM 991061052		CRA (BNY MELLON, N.A., MEMBE	724.17	724.17	724.17
TOTAL FOR ACCT#10109338110						35,433.37
TOTAL FOR ACCT#10109338004						52,254,327.32
TOTAL FOR ACCT#10109338110						35,433.37

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

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

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

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

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

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

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

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	

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

04

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

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

Telephone No ► **(617) 722-7772**

FAX No ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **8/15/2011** to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year _____ or
- ☒ tax year beginning **1/1/2010**, and ending **12/31/2010**

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	23,355
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.	3b	\$	11,386
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	16,969

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.

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

(HTA)

- 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 your return. See instructions.	Name of exempt organization RILEY MABEL LOUISE TR UWILL
	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
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Pittsburgh PA 15230-0185

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

04

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

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

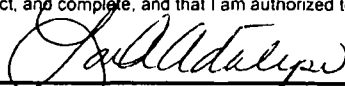
- The books are in the care of **BNY MELLON, N.A. P.O. BOX 185 PITTSBURGH, PA 15230-0185**
Telephone No **(617) 722-7772** FAX No
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit 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.

- I request an additional 3-month extension of time until **11/15/2011**
- For calendar year **2010**, or other tax year beginning , and ending
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension **MORE TIME IS REQUIRED TO ACQUIRE ALL INFORMATION NEEDED TO COMPLETE AND FILE AN ACCURATE RETURN**

8a 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	\$	23,355
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	\$	28,355
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, 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 **7-15-11**