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

2010

For calendar year 2010, or tax year beginning JUL 1, 2010 , and ending JUN 30, 2011

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: THE BUHL FOUNDATION

A Employer identification number: 25-0378910

Number and street (or P O box number if mail is not delivered to street address): 650 SMITHFIELD SREET — Room/suite: 2300

B Telephone number: (412)566-2711

City or town, state, and ZIP code: PITTSBURGH, PA 15222

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 84,285,449.

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

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).)

		(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	1,792,560.	1,792,560.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	758,280.			
	b Gross sales price for all assets on line 6a 6,900,119.				
	7 Capital gain net income (from Part IV, line 2)		758,280.		
	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	-312,775.	-312,775.		STATEMENT 1
	12 **Total.** Add lines 1 through 11	2,238,065.	2,238,065.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	401,568.	57,116.		344,453.
	14 Other employee salaries and wages	81,180.	28,330.		52,850.
	15 Pension plans, employee benefits	44,856.	11,674.		33,182.
	16a Legal fees STMT 2	1,305.	326.		979.
	b Accounting fees STMT 3	33,362.	30,025.		3,337.
	c Other professional fees STMT 4	133,761.	130,584.		3,177.
	17 Interest				
	18 Taxes STMT 5	19,690.	0.		0.
	19 Depreciation and depletion	10,152.	10,152.		
	20 Occupancy	38,086.	9,521.		28,565.
	21 Travel, conferences, and meetings	2,448.	496.		1,952.
	22 Printing and publications	806.	97.		709.
	23 Other expenses STMT 6	21,623.	7,904.		17,625.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	788,837.	286,225.		486,829.
	25 Contributions, gifts, grants paid	3,661,286.			3,530,038.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,450,123.	286,225.		4,016,867.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,212,058.			
	b **Net investment income** (if negative, enter -0-)		1,951,840.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
JAN 1 8 2012
OGDEN, UT
853
IRS-OSC

SCANNED JAN 2 3 2012

023501
12-07-10 LHA For Paperwork Reduction Act Notice, see the instructions.

Form **990-PF** (2010)

11 GM

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	35,847.	63,821.	63,821.
	2	Savings and temporary cash investments	2,327,000.	1,601,228.	1,601,228.
	3	Accounts receivable ▶ 5,575.			
		Less allowance for doubtful accounts ▶	2,052.	5,575.	5,575.
	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 ▶ 605,611.			
		Less allowance for doubtful accounts ▶ 0.	605,611.	605,611.	605,611.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	48,924.	29,234.	29,234.
	10a	Investments - U S and state government obligations	1,359,300.		
	b	Investments - corporate stock STMT 7	40,542,696.	47,910,486.	47,910,486.
	c	Investments - corporate bonds STMT 8	9,524,110.	10,649,016.	10,649,016.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	19,742,944.	23,414,327.	23,414,327.
	14	Land, buildings, and equipment basis ▶ 132,508.			
		Less accumulated depreciation ▶ 126,357.	12,005.	6,151.	6,151.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	74,200,489.	84,285,449.	84,285,449.
Liabilities	17	Accounts payable and accrued expenses	65,866.	61,960.	
	18	Grants payable	2,811,702.	2,942,950.	
	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)	2,877,568.	3,004,910.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	71,322,921.	81,280,539.	
	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			
	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**	71,322,921.	81,280,539.	
	31	**Total liabilities and net assets/fund balances**	74,200,489.	84,285,449.	

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	71,322,921.
2	Enter amount from Part I, line 27a	2	-2,212,058.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS ON INVESTMENTS	3	12,169,676.
4	Add lines 1, 2, and 3	4	81,280,539.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	81,280,539.

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	VARIOUS FIXED INCOME/SECURITIES	P		
b	PRIVATE EQUITY DISTRIBUTIONS	P		
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	5,193,282.		5,226,925.	-33,643.
b	1,706,837.		914,914.	791,923.
c				
d				
e				

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				-33,643.
b				791,923.
c				
d				
e				

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 } 2 758,280.

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))
2009	3,759,350.	75,068,306.	.050079
2008	2,677,569.	69,565,679.	.038490
2007	4,576,275.	88,355,382.	.051794
2006	4,263,454.	87,677,640.	.048626
2005	4,110,127.	83,419,745.	.049270

2	Total of line 1, column (d)	2	.238259
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	.047652
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	81,616,569.
5	Multiply line 4 by line 3	5	3,889,193.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	19,518.
7	Add lines 5 and 6	7	3,908,711.
8	Enter qualifying distributions from Part XII, line 4	8	4,016,867.

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	19,518.
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	19,518.
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	19,518.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 48,752.		
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	48,752.
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** ▶		10	29,234.
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶	29,234. 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 2010 or the taxable year beginning in 2010 (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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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.BUHLFOUNDATION.ORG

14 The books are in care of ▶ FREDERICK THIEMAN Telephone no ▶ (412)566-2711

Located at ▶ 650 SMITHFIELD STREET, PITTSBURGH, PA ZIP+4 ▶ 15222

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

		Line	Yes	No
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		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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 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 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 ▶ ______, ______, ______, ______				
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 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)*	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 2010?		4b		X

023541
12-07-10

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 10		314,250.	83,448.	3,870.

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
LINDA WEAVER - 650 SMITHFIELD STREET, SUITE 2300, PITTSBURGH, PA	OFFICE MANAGER 40.00	66,783.	21,864.	0.

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

023551
12-07-10

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
NONE		
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 SEE STATEMENT 11	73,225.
2 SEE STATEMENT 12	0.
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	56,810,047.
b	Average of monthly cash balances	1b	2,029,476.
c	Fair market value of all other assets	1c	24,019,938.
d	**Total** (add lines 1a, b, and c)	1d	82,859,461.
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	82,859,461.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,242,892.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	81,616,569.
6	**Minimum investment return** Enter 5% of line 5	6	4,080,828.

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	4,080,828.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 19,518.		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	19,518.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	4,061,310.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,061,310.
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	4,061,310.

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	4,016,867.
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	4,016,867.
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	19,518.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,997,349.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				4,061,310.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,705,199.	
b Total for prior years ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 4,016,867.				
a Applied to 2009, but not more than line 2a			1,705,199.	
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 2010 distributable amount				2,311,668.
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))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				1,749,642.
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 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	(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

THE BUHL FOUNDATION, 412-566-2711
650 SMITHFIELD STREET

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

SEE ATTACHMENT A

c Any submission deadlines

SEE ATTACHMENT A

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

SEE ATTACHMENT A

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT B			SEE ATTACHMENT B	3530038.
Total			▶ 3a	3530038.
b Approved for future payment				
SEE ATTACHMENT B			SEE ATTACHMENT B	2942950.
Total			▶ 3b	2942950.

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	1,792,560.	
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			18	28,251.	
8 Gain or (loss) from sales of assets other than inventory			18	758,280.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a UNRELATED BUSINESS					
b INCOME	900003	-21,674.	01	21,674.	
c PARTNERSHIP NET LOSSES			18	-347,000.	
d CLASS ACTION SETTLEMENT			01	5,974.	
e					
12 Subtotal Add columns (b), (d), and (e)		-21,674.		2,259,739.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,238,065.

(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		

Sign Here

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

▶ [signature] 1/12/12 ▶ PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Elizabeth E. Krisher	Elizabeth E. Krisher	1/11/2012		P01275616

Firm's name ▶ MAHER DUESSEL, CPA'S | Firm's EIN ▶

Firm's address ▶ THREE GATEWAY CENTER, SIX WEST
PITTSBURGH, PA 15222 | Phone no 412-471-5500

023622
04-26-11

FORM 990-PF — OTHER INCOME — STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER	28,251.	28,251.	
PARTNERSHIP NET LOSSES	-347,000.	-347,000.	
CLASS ACTION SETTLEMENT	5,974.	5,974.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-312,775.	-312,775.	

FORM 990-PF — LEGAL FEES — STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS LEGAL SERVICES	1,305.	326.		979.
TO FM 990-PF, PG 1, LN 16A	1,305.	326.		979.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT SERVICES	12,986.	11,687.		1,299.
ACCOUNTING CONSULTING	20,376.	18,338.		2,038.
TO FORM 990-PF, PG 1, LN 16B	33,362.	30,025.		3,337.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER CONSULTING	4,236.	1,059.		3,177.
INVESTMENT CONSULTING	129,525.	129,525.		0.
TO FORM 990-PF, PG 1, LN 16C	133,761.	130,584.		3,177.

FORM 990-PF — TAXES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	19,690.	0.		0.
TO FORM 990-PF, PG 1, LN 18	19,690.	0.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MACHINE MAINTENANCE	212.	53.		159.
TELEPHONE	3,753.	945.		2,808.
OFFICE SUPPLIES	2,890.	723.		2,167.
OFFICE EXPENSES	2,040.	509.		1,531.
INSURANCE	3,222.	3,222.		0.
MEMBERSHIPS	745.	186.		559.
BANK SERVICE CHARGES	100.	100.		0.
BOOKS AND SUBSCRIPTIONS	610.	153.		457.
MISCELLANEOUS EXPENSES	8,051.	2,013.		9,944.
TO FORM 990-PF, PG 1, LN 23	21,623.	7,904.		17,625.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INFLATION ADJUSTED MUTUAL FUNDS	5,054,533.	5,054,533.
INTERNATIONAL STOCKS	4,433,563.	4,433,563.
SMALL CAP STOCKS AND MUTUAL FUNDS	5,440,130.	5,440,130.
LARGE CAP MUTUAL FUNDS	25,232,137.	25,232,137.
GROWTH AND INCOME MUTUAL FUNDS	7,750,123.	7,750,123.
TOTAL TO FORM 990-PF, PART II, LINE 10B	47,910,486.	47,910,486.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	10,649,016.	10,649,016.
TOTAL TO FORM 990-PF, PART II, LINE 10C	10,649,016.	10,649,016.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HEDGE FUNDS	FMV	10,649,135.	10,649,135.
PRIVATE EQUITY FUNDS	FMV	12,765,192.	12,765,192.
TOTAL TO FORM 990-PF, PART II, LINE 13		23,414,327.	23,414,327.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JEAN A. ROBINSON 650 SMITHFIELD ST, SUITE 2300 PITTSBURGH, PA 15222	CHAIRMAN 4.00	7,500.	0.	0.
HELEN S. FAISON 650 SMITHFIELD ST, SUITE 2300 PITTSBURGH, PA 15222	SECRETARY 4.00	7,500.	0.	0.
PETER F. MATHIESON 650 SMITHFIELD ST, SUITE 2300 PITTSBURGH, PA 15222	VICE CHAIRMAN 3.00	7,500.	0.	0.
SALEEM H. GHUBRIL 650 SMITHFIELD ST, SUITE 2300 PITTSBURGH, PA 15222	TREASURER 3.00	7,500.	0.	0.
KIM TILLOTSON FLEMING 650 SMITHFIELD ST, SUITE 2300 PITTSBURGH, PA 15222	DIRECTOR 3.00	6,250.	0.	0.
ALEX JOHNSON 650 SMITHFIELD ST, SUITE 2300 PITTSBURGH, PA 15222	DIRECTOR 3.00	5,000.	0.	0.
FREDERICK W. THEIMAN 650 SMITHFIELD ST, SUITE 2300 PITTSBURGH, PA 15222	PRESIDENT 48.00	210,000.	73,998.	3,870.
CHERYL KUBELICK 650 SMITHFIELD ST, SUITE 2300 PITTSBURGH, PA 15222	VICE PRESIDENT 20.00	63,000.	9,450.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		314,250.	83,448.	3,870.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 11

ACTIVITY ONE

CONTRIBUTION OF SERVICES FOR GENERAL BENEFIT OF THE COMMUNITY WERE ACHIEVED THROUGH RESPONSIBILITIES OF THE PRESIDENT AS: 1) BOARD MEMBER, YOUTHPLACES; 2) BOARD MEMBER OF A+ SCHOOLS AND MEMBER OF EXECUTIVE COMMITTEE; 3) BOARD MEMBER, CARNEGIE SCIENCE CENTER; 4) ADVISORY COMMITTEE MEMBER, UNIVERSITY OF PITTSBURGH OFFICE OF CHILD DEVELOPMENT; 5) MEMBER, RIVERLIFE BOARD AND EXECUTIVE COMMITTEE; 6) MEMBER, YOUTH FUTURES COMMISSION; 7) MEMBER OF ADVISORY COMMITTEE, DICK THORNBURGH FORUM FOR LAW & PUBLIC POLICY AT THE UNIVERSITY OF PITTSBURGH; 8) BOARD MEMBER AND OFFICER, VIBRANT PITTSBURGH; 9) MEMBER AND COMMITTEE CHAIR, BOARD OF FELLOWS, INSTITUTE OF POLITICS, UNIVERSITY OF PITTSBURGH; 10) MEMBER OF VARIOUS COMMUNITY AWARDS SELECTION COMMITTEES INCLUDING POST-GAZETTE JEFFERSON AWARD FOR COMMUNITY SERVICE AND YWCA AWARD FOR RACIAL JUSTICE; 11) CHAIR, ALLEGHENY COUNTY JAIL COLLABORATIVE CIVIC ADVISORY COMMITTEE; 12) CHAIR, COMMUNITY STAKEHOLDERS COMMITTEE ON PPS/DHS DATA SHARING

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	73,225.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 12

ACTIVITY TWO

OTHER DIRECT CHARITABLE ACTIVITIES OF THE PRESIDENT FOR GENERAL BENEFIT OF THE COMMUNITY INCLUDE FREQUENT CONTRIBUTIONS OF TECHNICAL SERVICES AS AN ADVISOR TO SOCIAL AGENCIES, COMMUNITY-WIDE INITIATIVES AND PARTNER FOUNDATIONS.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	0.

THE BUHL FOUNDATION EIN # 25-0378910
ATTACHMENT A
Part XV Line 2 – b, c, and d
Information Regarding Grant Programs

AREAS OF GIVING

The Buhl Foundation was founded by will of Henry Buhl, Jr. in 1927 and its giving is focused in Southwestern Pennsylvania with an emphasis on Allegheny County and, in particular, upon the City of Pittsburgh and its North Side The Foundation looks to find opportunities that best leverage our dollars and contribute to the sustainability and vitality of the community We carry out the mission, objectives and guiding principles of the Foundation by focusing on the following areas of giving:

- **Education** – Initiatives that foster learning environments critical to building a knowledgeable and talented population Education has always been a cornerstone of our giving Over the course of the Foundation's existence, our educational giving has adapted to the changing needs of our community. Most recently, the Foundation's education giving has been directed primarily for the benefit of K-12 public schools with the goal that students graduate prepared to meet the challenges of the 21st century. Current areas of interest include initiatives that improve quality of instruction, advance the professional development of teachers, develop effective curriculum with a particular emphasis on science and math, integrate arts and culture into curriculum in partnership with community groups, support environments in which youth can learn, encourage community and higher education partnerships that further science, technology, engineering or math education (STEM), and intermediary organizations that improve school quality, governance, leadership and accountability

- **Youth Development** – Projects that provide opportunities for our young people to thrive, to be safe and to live in a nurturing environment. The Pittsburgh region that Mr. Buhl loved will thrive when young people are able to learn and to assume the responsibilities of civic participation and leadership The Buhl Foundation looks for initiatives, particularly in disadvantaged communities, that support young people in out-of-school time activities that develop leadership, enhance learning, encourage community service, provide recreational enjoyment or prevent violence.

- **Human Services** – Strategies where our resources make a difference in addressing persistent community challenges or unmet needs of at-risk neighborhoods. The Foundation funds efforts that support a thriving and diverse community, encourage citizen volunteers or improve access to services. Support is also provided for special projects that improve the effectiveness of such organizations to reach out and meet these human service needs.

- **Economic and Community Development** – Efforts that encourage innovation and entrepreneurial solutions to improve the quality of life. Preference is given to undertakings that support Downtown and North Side revitalization, enhance neighborhood vitality, or encourage use of our parks and recreational opportunities.

Henry C. Frick Educational Fund
Grants are made from the Frick Fund with special concern for strengthening K-12 public school education Projects funded from the Frick Fund align well with the educational interests of the Buhl Foundation Grant procedures for the Frick Fund are the same as the Buhl Foundation.

William and Elizabeth Rodger McCreery Memorial Fund
The McCreery Fund, established by Emilie McCreery in 1955, provides support for musically talented students residing in the Pittsburgh region to further their musical education or to enhance young people's appreciation of music Application processes are the same as to the Buhl Foundation

FUNDING CONSIDERATIONS

A proposal should demonstrate the intersection of all or many of the following considerations which are important to the Buhl Foundation:

- Leadership in education, economic and civic improvement, human services and youth development
- Unique, innovative, timely and creative solutions to meeting community needs
- Collaboration with community partners
- Outreach to diverse populations, especially those who are economically disadvantaged or at-risk
- Preventive solutions that are enduring

The greatest volume of Buhl grants, both in total dollars and in number of proposals funded, fall in the range of $2,500 to $25,000 Buhl's largest grants tend to focus on sustaining regional institutions that play a unique role in our community based on historic relationships with the Foundation and its mission.

The Henry C. Frick Educational Fund supports K-12 public school initiatives and the McCreery Fund focuses on programs that encourage musically gifted and interested students Grant requests to both follow the same mission, guidelines and procedures as the Buhl Foundation.

GRANT PROCEDURES

A written letter of inquiry, not to exceed three pages, should be sent to the President, to be followed by a formal proposal meeting Buhl guidelines, if invited. Electronic inquiries are not accepted.

Staff meets regularly to review letters of inquiry and either a phone call or a letter regarding the inquiry should be expected within 6 weeks, if not sooner. If taken under consideration, an inquiry may be acted upon immediately followed by a request for a proposal or it may be allowed to percolate over time so as to evaluate its potential impact in relation to other funding options in the face of limited resources. Staff will often meet with potential applicants to discuss feasibility and may work with prospective grantees to develop a proposal that appears to have potential for community impact consistent with Buhl's giving priorities. Expression of interest in a proposal, or work with an applicant to assure best possible presentation, should not be construed as an indication of forthcoming grant approval.

If a proposal is invited, staff will work with the applicant to establish a specific time frame for submission of the proposal and consideration by the Board

Interviews or site visits may be carried out by arrangement with the staff.

The Board of Directors of the Foundation usually meets six or seven times a year to act on grant proposals

When a grant has been awarded, the grantee and Foundation agree upon a schedule for grant payments A report on program achievements, including accounting for dollars spent, is required at the conclusion of the program

All letters of inquiry and proposals are reported to the Board of Directors.

PROPOSAL GUIDELINES

A formal proposal when invited should include all of the following:

- Cover Sheet from the Common Grant Application Format (www.gwpa.org)
- Mission of organization
- Short, concise information about the organization
- Purpose of grant request
    - Amount requested/total project need
    - Program description/need/schedule of implementation
    - Audience/population served
    - Impact
    - Evaluation
    - Collaborative partners
- Financials
    - Income/expenditure current year and forecast
    - Budget for project
    - Other funders
    - Most recent audited financials
- Leadership/Board of Directors
- IRS Determination Letter

Applicants may also use the Common Grant Application Form available from Grantmakers of Western Pennsylvania at www gwpa.org.

Proposals are limited to 10 typewritten, double spaced pages. The cover sheet, director lists, evidence of tax status and financial documentation can be attachments and are not included in the ten page limitation.

GRANT LIMITATIONS

Grants are limited to organizations that are located in Southwestern Pennsylvania and are defined as tax-exempt under section 501(c)(3) of the Internal Revenue Code and which are not private or operating foundations as defined in section 509(a) of the Code. The Frick Educational Fund giving is limited to Allegheny, Washington, Greene, Fayette and Westmoreland counties

Grants are not normally made for building funds, overhead costs, accumulated deficits, ordinary operating expenses, general fundraising campaigns, loans, scholarships and fellowships, other foundations, nationally funded organized groups or individuals. Grants are not made for support of propaganda, sectarian religious activities, or efforts to influence legislation. The Foundation does not contribute to political events. Support is not provided for charity events or fundraising benefits, nor does the Foundation purchase tables at such events. Conferences or seminars are not normally funded.

THE BUHL FOUNDATION
Statement of Appropriations Authorized - Paid and Unpaid
Year Ending June 30, 2011

Number	Appropriated to	Date Appropriated	Original Amount of Appropriation	Balance Unpaid at June 30, 2010	Current Year: Appropriations net of (Cancellations)	Current Year: (Payments) net of Refunds	Balance Unpaid at June 30 2011
1867	Pittsburgh Foundation $10,000 for three-year support of the Pittsburgh Public Service Fund	6/13/08	10,000 00	3,000 00			3,000 00
1876	The Pittsburgh Project $150,000 to assist with the purchase of a warehouse as part of a longer-term vision to expand impact while stabilizing funding	9/8/08	150,000 00	150,000 00		(150,000 00)	0 00
1896F	Pittsburgh Foundation / The Pittsburgh Promise $165,000 for five-year support of the Pittsburgh Promise	10/20/08	165,000 00	99,000 00		(33,000 00)	66,000 00
1897	Pittsburgh Foundation / The Pittsburgh Promise $1,335,000 for five-year support of the Pittsburgh Promise	10/20/08	1,335,000 00	801,000 00		(267,000 00)	534,000 00
1980F	Pittsburgh Symphony Inc $20,000 to support costs of teacher materials for the "Schooltime" and "Tinytots" programs for the school years 2009-2010 and 2010-2011	11/4/09	20,000 00	10,000 00		(10,000 00)	0 00
1999F	School District of Pittsburgh / Pittsburgh Foundation $100,000 to provide support for a mini-grant program that will empower and enhance the teachers of the PPS ability to create innovations in teaching and learning in celebration of the 100th anniversary of the Henry C Frick Fund	12/11/09	100,000 00	100,000 00		(50,000 00)	50,000 00
2004	Point Park University $250,000 to transform a surface parking lot into a green urban park as part of the University's academic village intiative	12/11/09	250,000 00	250,000 00			250,000 00
2017	Pittsburgh Psychoanalytic Center $5,000 for support of a Pittsburgh-based conference "Reducing Youth Violence"	2/12/10	5,000 00	5,000 00		(5,000 00)	0 00
2020	University of Pittsburgh - Institute of Politics $20,000 for two-year support of the Power of 32 regional visioning effort	2/12/10	20,000 00	10,000 00		(10,000 00)	0 00
2044M	Mendelssohn Choir of Pittsburgh $1,500 to provide musical outreach and educational activities related to the Mendelssohn Junior Choir	6/16/10	1,500 00	1,500 00		(1,500 00)	0 00
2045M	Pittsburgh Youth Chamber Orchestra $1,500 to provide partial support for purchase of two timpani	6/16/10	1,500 00	1,500 00		(1,500 00)	0 00
2046F	Carnegie Mellon Univesity / Pittsburgh Supercomputing Center $7,480 to design and implement a multi-disciplinary bioinformatics course for local high school teachers	6/16/10	7,480 00	7,480 00		(7,480 00)	0 00
2047	Academy Charter School $25,000 for teacher development resources to better instruct at-risk students	6/16/10	25,000 00	25,000 00		(25,000 00)	0 00
2048	Achieva $23,000 for expansion of the webinar project	6/16/10	23,000 00	23,000 00		(23,000 00)	0 00

THE BUHL FOUNDATION
Statement of Appropriations Authorized - Paid and Unpaid
Year Ending June 30, 2011

Number	Appropriated to	Date Appropriated	Original Amount of Appropriation	Balance Unpaid at June 30, 2010	Current Year: Appropriations net of (Cancellations)	Current Year: (Payments) net of Refunds	Balance Unpaid at June 30 2011
2049	Allegheny Conference on Community Development $10,000 to utilize a partnership with the Pittsburgh Penguins as a strategy to retain local talent	6/16/10	10,000 00	10,000 00		(10,000 00)	0 00 0 00
2050F	August Wilson Center for African American Culture $25,000 for continued support for educational programs for young people	6/16/10	25,000 00	25,000 00		(25,000 00)	0 00
2051	August Wilson Center for African American Culture $75,000 for continued support for educational programs for young people	6/16/10	75,000 00	75,000 00		(75,000 00)	0 00
2052	Center of Life $35,000 for a pilot program to assist parents and caregivers in working through homework projects and for improvement of facilities	6/16/10	35,000 00	35,000 00		(35,000 00)	0 00
2053	Community College of Allegheny County Educational Foundation $200,000 to support capital campaign and to build a better workforce in W PA	6/16/10	200,000 00	200,000 00		(200,000 00)	0 00
2054	Community Empowerment Association $1,000 to support the 7th Annual Black Family Reunion and Cultural Arts Weekend	6/16/10	1,000 00	1,000 00		(1,000 00)	0 00
2055	Dress for Success Pittsburgh $9,550 for the purchase of computer software to enhance outreach efforts	6/16/10	9,550 00	9,550 00		(9,550 00)	0 00
2056	East End Cooperative Ministry $150,000 to support capital campaign to build a new centralized location	6/16/10	150,000 00	150,000 00			150,000 00
2057	Family Resources $30,800 to pilot a program that uses genealogy and family history to encourage development of academic skills	6/16/10	30,800 00	30,800 00		(30,800 00)	0 00
2058	First Tee of Pittsburgh $20,000 to support capacity building in programmatic activities with software and technology development	6/16/10	20,000 00	20,000 00		(20,000 00)	0 00
2059	YMCA of Greater Pittsburgh $90,000 to support high school students through the "Check and Connect" program with Homewood Children's Village	6/16/10	90,000 00	90,000 00		(90,000 00)	0 00
2060	Leadership Pittsburgh $30,000 over three years to support new strategic vision	6/16/10	30,000 00	30,000 00		(10,000 00)	20,000 00
2061	Moving the Lives of Kids Arts Center $5,000 to support "Art for the Generations"	6/16/10	5,000 00	5,000 00		(5,000 00)	0 00
2062	Minority & Women Educational Labor Agency $25,000 to support capacity building	6/16/10	25,000 00	25,000 00		(25,000 00)	0 00

THE BUHL FOUNDATION
Statement of Appropriations Authorized - Paid and Unpaid
Year Ending June 30, 2011

Number	Appropriated to	Date Appropriated	Original Amount of Appropriation	Balance Unpaid at June 30, 2010	Current Year: Appropriations net of (Cancellations)	Current Year: (Payments) net of Refunds	Balance Unpaid at June 30 2011
2063	NEED $100,000 to support programmatic activities	6/16/10	100,000 00	100,000 00		(100,000 00)	0 00
2064	Entrepreneuring Youth $25,000 to support a year-long mastery training in entrepreneurship for teachers	6/16/10	25,000 00	25,000 00		(25,000 00)	0 00
2065	North Side Cultural Collaborative $5,000 to cover a series of workshops, staff expenses, marketing materials and programmatic fees for the 7th Annual North Side Celebration in the Park	6/16/10	5,000 00	5,000 00		(5,000 00)	0 00
2066	Pittsburgh OASIS $25,000 to support the OASIS tutoring program	6/16/10	25,000 00	25,000 00		(25,000 00)	0 00
2067	Pennsylvania State University, New Kensington Campus $25,000 to support a STEM outreach to at-risk students in local schools	6/16/10	25,000 00	25,000 00		(25,000 00)	0 00
2068	Pittsburgh Foundation $30,00 over three years to fund the Allegheny County Jail Collaborative	6/16/10	30,000 00	30,000 00		(10,000 00)	20,000 00
2069	Pittsburgh Parks Conservancy $100,000 to support a complete renovation and restoration of Mellon Square	6/16/10	100,000 00	100,000 00			100,000 00
2070	Pittsburgh Partnership for Neighborhood Development $82,500 to support capacity building on Pittsburgh's North Side through a partnership with the CD Collaborative and Northside Leadership Conference	6/16/10	82,500 00	82,500 00			82,500 00
2071	GTECH $25,000 to support a pilot project of SPARC and its partner organizations to utilize green infrastructure investments as a community/neighborhood revitalization strategy	6/16/10	25,000 00	25,000 00		(25,000 00)	0 00
2072	Reading is Fundamental Pittsburgh $30,000 to build out an enhanced website to support RIF's new strategic vision	6/16/10	30,000 00	30,000 00		(30,000 00)	0 00
2073	University of Pittsburgh, University Center for Social and Urban Research $30,000 to support the Regional Indicators program and its new initiative to better inform decision-making in Western PA through enhanced journalism	6/16/10	30,000 00	30,000 00		(30,000 00)	0 00
2074	St Paul Lutheran Church $10,000 a challenge grant to help repair the boiler	6/16/10	10,000 00	10,000 00		(10,000 00)	0 00
2075	Schenley Heights Community Development Program $25,000 to support the afterschool program as it undertakes a new STEM project	6/16/10	25,000 00	25,000 00		(25,000 00)	0 00
2076	Shepherd's Heart $10,000 for Shepherd's Heart to provide interim support for its van ministry to the homeless	6/16/10	10,000 00	10,000 00		(5,700 00)	
	Shepherd's Heart - Cancelled				(4,300 00)		0 00

THE BUHL FOUNDATION
Statement of Appropriations Authorized - Paid and Unpaid
Year Ending June 30, 2011

Number	Appropriated to	Date Appropriated	Original Amount of Appropriation	Balance Unpaid at June 30, 2010	Current Year: Appropriations net of (Cancellations)	Current Year: (Payments) net of Refunds	Balance Unpaid at June 30 2011
2077	United Way of Allegheny County $50,000 to support the Youth Futures Commission to reduce violence and improve outcomes for young people	6/16/10	50,000 00	50,000 00		(50,000 00)	0 00
2078	Young Life Pittsburgh $25,000 to support outreach to at-risk teen moms	6/16/10	25,000 00	25,000 00		(25,000 00)	0 00
2079	Anchorpoint Counseling Ministry $3,522 to cover the costs of new compuers for the Youth Development Program	6/16/10	3,522 00	3,522 00		(3,522 00)	0 00
2080F	World Affairs Council of Pittsburgh $5,000 to support the Summer Institute for Teachers Teaching Contemporary Global Issues	6/18/10	5,000 00	5,000 00		(5,000 00)	0 00
2081F	Carnegie Institute / Carnegie Science Center $3,000 for development of materials and in-class experiences for secondary teachers in preparation for class visits to Carnegie Science Center	6/23/10	3,000 00	3,000 00		(3,000 00)	0 00
2082F	Westmoreland Symphony Orchestra $3,000 to support the Visiting Artists Program in Westmoreland County	8/12/10	3,000 00		3,000 00	(3,000 00)	0 00
2083F	Pittsburgh Chess Club $5,000 for chess activities in the Pittsburgh Public Schools	8/12/10	5,000 00		5,000 00	(5,000 00)	0 00
2084F	Associated Artists of Pittsburgh $10,000 for continuation of "Taking a Closer Look" program	9/10/10	10,000 00		10,000 00	(10,000 00)	0 00
2085F	Pittsburgh Musical Theater $15,000 to support matinees for public schools serving disadvantaged students	9/10/10	15,000 00		15,000 00	(15,000 00)	0 00
2086F	Saltworks Theatre Company $10,000 to support educational plays and related materials on bullying and drug and alcohol abuse prevention presented to Pittsburgh Public School elementary students	9/10/10	10,000 00		10,000 00	(10,000 00)	0 00
2087F	Squonk Opera $10,000 to support educational activities for Pittsburgh Public Schools students in grants four to eight attending "Mayhem and Majesty" at the New Hazlett Theater	9/10/10	10,000 00		10,000 00	(10,000 00)	0 00
2088F	University of Pittsburgh $20,000 for three-year support of the Forum for Western Pennsylvania School Superintendents	9/10/10	20,000 00		20,000 00	(10,000 00)	10,000 00
2089	Allegheny Conference on Community Development $50,000 to support the Agenda Development Fund	9/10/10	50,000 00		50,000 00	(50,000 00)	0 00
2090	Allegheny Youth Development $30,000 to support AYD's outreach to Pittsburgh Schiller on the North Side for at-risk students in grades six through eight	9/10/10	30,000 00		30,000 00	(30,000 00)	0 00

THE BUHL FOUNDATION
Statement of Appropriations Authorized - Paid and Unpaid
Year Ending June 30, 2011

Number	Appropriated to	Date Appropriated	Original Amount of Appropriation	Balance Unpaid at June 30, 2010	Current Year: Appropriations net of (Cancellations)	Current Year: (Payments) net of Refunds	Balance Unpaid at June 30 2011
2091	Children's Museum of Pittsburgh $25,000 to provide transitional support for the Charm Bracelet project as it moves to become self-sustaining	9/10/10	25,000 00		25,000 00	(25,000 00)	0 00
2092	Coro Center for Civic Leadership $35,000 to support Coro Fellows as they learn to channel citizen voices as advocates for change	9/10/10	35,000 00		35,000 00	(35,000 00)	0 00
2093	George Junior Republic $30,000 to support construction of a new Academic Center as GJR celebrates its 100th anniversary	9/10/10	30,000 00		30,000 00	(30,000 00)	0 00
2094	Pittsburgh Foundation $25,000 to support the Day of Giving initiative	9/10/10	25,000 00		25,000 00	(25,000 00)	0 00
2095	Regional Opportunity Center $35,000 to continue Buhl's support of a broad-based community collaborative to increase diversity in Western Pennsylvania	9/10/10	35,000 00		35,000 00	(35,000 00)	0 00
2096	Saint Vincent College/Fred Rogers Center $25,000 to support background research critical for the writing of a biography on Fred Rogers	9/10/10	25,000 00		25,000 00	(25,000 00)	0 00
2097	Smart Futures $25,000 to continue Buhl's support of the regional expansion of PA e-Mentoring	9/10/10	25,000 00		25,000 00	(25,000 00)	0 00
2098	Strong Women Strong Girls $25,000 to provide support for this afterschool mentoring program for girls in grades three through five in Allegheny County	9/10/10	25,000 00		25,000 00	(25,000 00)	0 00
2099F	Young Men and Women's African Heritage Association $3,000 for Pittsburgh Public School students to atend exhibit of Nia Quilt Guild's "Open a Child's Eyes to Art"	9/29/10	3,000 00		3,000 00	(3,000 00)	0 00
2100F	Pittsburgh Dance Alloy $10,000 to support residencies, mentoring relationships and performances for students in five Pittsburgh Public Schools	10/22/10	10,000 00		10,000 00	(10,000 00)	0 00
2101F	Kelly Strayhorn Theater $10,000 for the matinee series entitled artSEEDS for Pittsburgh Public School students	10/22/10	10,000 00		10,000 00	(10,000 00)	0 00
2102F	Mercy Behavioral Health $10,000 for Dancing Classrooms program for Pittsburgh Public Schools fifth grade classes	10/22/10	10,000 00		10,000 00	(10,000 00)	0 00
2103F	University of Pittsburgh, Department of Theatre Arts $10,000 for Shakespeare-in-the-Schools matinees of two science-focused productions for students in economically disadvantaged communities	10/22/10	10,000 00		10,000 00	(10,000 00)	0 00

THE BUHL FOUNDATION

Statement of Appropriations Authorized - Paid and Unpaid

Year Ending June 30, 2011

Number	Appropriated to	Date Appropriated	Original Amount of Appropriation	Balance Unpaid at June 30, 2010	Current Year: Appropriations net of (Cancellations)	Current Year: (Payments) net of Refunds	Balance Unpaid at June 30 2011
2104F	Pittsburgh Association for the Education of Young Children $15,000 to fund the development of a business plan	10/22/10	15,000 00		15,000 00	(15,000 00)	0 00
2105	Pittsburgh Association for the Education of Young Children $10,000 to fund the development of a business plan	10/22/10	10,000 00		10,000 00	(10,000 00)	0 00
2106	Bethlehem Haven $65,000 for two-year support of the Rapid Re-Housing and Permanent Supportive Housing Program	10/22/10	65,000 00		65,000 00	(35,000 00)	30,000 00
2107	Girls Scouts Western Pennsylvania $30,000 to extend the Education Initiative Program to girls on Pittsburgh's North Side	10/22/10	30,000 00		30,000 00	(30,000 00)	0 00
2108	Greater Pittsburgh Community Food Bank $50,000 to continue efforts to assist the Food Bank by building capacity in SW PA	10/22/10	50,000 00		50,000 00	(50,000 00)	0 00
2109	Greater Pittsburgh Literacy Council $25,000 to assist GPLC in providing additional literacy opportunities	10/22/10	25,000 00		25,000 00	(25,000 00)	0 00
2110	Family Hospice and Palliative Care $50,000 to help fund pilot program to increase hospice care to the African American community on Pittsburgh's North Side	10/22/10	50,000 00		50,000 00	(50,000 00)	0 00
2111	STOREHOUSE for Teachers $25,000 to support efforts to provide free resources for teachers and students in at-risk neighborhoods	10/22/10	25,000 00		25,000 00	(25,000 00)	0 00
2112	WQED Multimedia $100,000 to support a new WQED series "It's Pittsburgh and A Lot of Other Stuff"	10/22/10	100,000 00		100,000 00	(100,000 00)	0 00
2113	Pittsburgh Children's Museum $1,000,000 for capital improvements to the "town square" in Allegheny Center Mall	12/10/10	1,000,000 00		1,000,000 00		1,000,000 00
2114M	McKeesport Symphony Orchestra $3,500 to support the Youth Orchestra that serves students in the McKeesport area	12/10/10	3,500 00		3,500 00	(3,500 00)	0 00
2115F	Autumn House Press $10,000 for two-year support for a teacher training process	12/10/10	10,000 00		10,000 00	(5,000 00)	5,000 00
2116F	Duquesne University, School of Education $15,000 to provide start-up support for a professional development program for secondary sciences teachers	12/10/10	15,000 00		15,000 00	(15,000 00)	0 00
2117F	Jewish Community Center of Greater Pittsburgh $2,500 for environmental education materials for public school students	12/10/10	2,500 00		2,500 00	(2,500 00)	0 00
2118F	Jewish Federation of Greater Pittsburgh $2,500 for DVD of Holocaust survisors/liberator testimonies for classroom use in regional public schools	12/10/10	2,500 00		2,500 00	(2,500 00)	0 00

THE BUHL FOUNDATION

Statement of Appropriations Authorized - Paid and Unpaid
Year Ending June 30, 2011

Number	Appropriated to	Date Appropriated	Original Amount of Appropriation	Balance Unpaid at June 30, 2010	Current Year: Appropriations net of (Cancellations)	Current Year: (Payments) net of Refunds	Balance Unpaid at June 30 2011
2119F	Opera Theater of Pittsburgh $5,000 for educational outreach and matinees for "The Gospel of Colonus"	12/10/10	5,000 00		5,000 00	(5,000 00)	0 00
2120F	Pittsburgh Ballet Theatre $5,000 to support arts education curriculum materials for area teachers and students	12/10/,10	5,000 00		5,000 00	(5,000 00)	0 00
2121F	Quantum Theatre $10,000 to support educational theater program in economically disadvantaged school districts	12/10/10	10,000 00		10,000 00	(10,000 00)	0 00
2122	Saint Francis University $10,100 for Rural Outreach Laboratory Learning for disadvantaged school districts	12/10/10	10,100 00		10,100 00	(10,100 00)	0 00
2123	A+ Schools $30,000 to continue School Works	12/10/10	30,000 00		30,000 00	(15,000 00)	15,000 00
2124F	A+ Schools $20,000 to continue School Works	12/10/10	20,000 00		20,000 00	(10,000 00)	10,000 00
2125	August Wilson Center for African American Culture $75,000 for continued support of educational programs for Pittsburgh's young people	12/10/10	75,000 00		75,000 00	(75,000 00)	0 00
2126F	August Wilson Center for African American Culture $25,000 for continued support of educational programs for Pittsburgh's young people	12/10/,10 12/10/10	25,000 00		25,000 00	(25,000 00)	0 00
2127	Carlow University $150,000 to support new learner centered teaching methodology that utilizes technology to increase the competency of women in the STEM arena	12/10/10	150,000 00		150,000 00	(150,000 00)	0 00
2128	Carnegie Mellon University / Saturday Light Brigade $50,000 for the "Hear Me" project to improve teaching and instruction for young people while providing a voice to children	12/10/10	50,000 00		50,000 00	(50,000 00)	0 00
2129	Fred Rogers Company $35,000 to support a partnership between the Fred Rogers Company and the Allegheny Intermediate Unit to develop early childhood curriculum for families experiencing homelessness	12/10/10	35,000 00		35,000 00	(35,000 00)	0 00
2130	Pittsburgh Cultural Trust $5,000 to support and enhance the technology platform for First Night activities	12/10/10	5,000 00		5,000 00	(5,000 00)	0 00
2131	University of Pittsburgh, Institute of Politics $15,000 for regional planning efforts while addressing complex problems	12/10/10	15,000 00		15,000 00	(15,000 00)	0 00
2132	Pittsburgh Social Venture Partners $5,000 for the Fast Pitch Event	12/10/10	5,000 00		5,000 00	(5,000 00)	0 00

THE BUHL FOUNDATION

Statement of Appropriations Authorized - Paid and Unpaid

Year Ending June 30, 2011

Number	Appropriated to	Date Appropriated	Original Amount of Appropriation	Balance Unpaid at June 30, 2010	Current Year Appropriations net of (Cancellations)	Current Year (Payments) net of Refunds	Balance Unpaid at June 30 2011
2133F	Gateway to the Arts $4,500 for professional development for over 140 arts teachers in the Pittsburgh Public Schools in partnership with teaching artists from Gateway to the Arts	1/7/11	4,500 00		4,500 00	(4,500 00)	0 00
2134F	Pittsburgh Youth Symphony Orchestra $2,000 for the creation of small ensemble groups to increase the skill of student musicians and to increase performances in smaller venues in underserved communities	2/16/11	2,000 00		2,000 00	(2,000 00)	0 00
2135F	Attack Theatre $10,000 for a pilot project with Pace School faculty to create a movement curriculum for children with complex social emotion challenges that will be replicated in other special education environments	2/16/11	10,000 00		10,000 00	(10,000 00)	0 00
2136F	Jewish Federation of Greater Pittsburgh $1,500 to support screenings of films for public high school students designed to promote dialogue and cultural understanding	2/16/11	1,500 00		1,500 00	(1,500 00)	0 00
2137F	Keystone Oaks School District / Project Succeed $3,000 to enhance the career fair and differentiated math instruction to help area students who have dropped out of school earn a diploma from their home district	2/16/11	3,000 00		3,000 00	(3,000 00)	0 00
2138F	Pittsburgh Public Theater $$5,000 to enable underserved public school students attend productions with the goal of improving critical thinking and discussion skills	2/16/11	5,000 00		5,000 00	(5,000 00)	0 00
2139	Foundation Center $4,000 to support this national and local resource for foundations and not-for-profits	2/16/11	4,000 00		4,000 00	(4,000 00)	0 00
2140	Leadership Pittsburgh $25,000 to implement Phase II pilot project to determine whether touting Pittsburgh as a retirement destination for "baby boomers" is feasible	2/16/11	25,000 00		25,000 00	(25,000 00)	0 00
2141	Pittsburgh Downtown Partnership $25,000 to develop a "State of Downtown Pittsburgh" report that helps gauge the vitality of the Downtown Pittsburgh core	2/16/11	25,000 00		25,000 00	(25,000 00)	0 00
2142	Pittsburgh Filmmakers $10,000 to help fund the Ken Love documentary on the Maxo Vanka murals at Saint Nicholas Church in Millvale	2/16/11	10,000 00		10,000 00	(10,000 00)	0 00
2143	Pittsburgh Foundation $30,000 to continue participation in a pooled fund supporting the partnership between Allegheny County Department of Human Services and the foundation community for addressing human service needs in Allegheny County	2/16/11	30,000 00		30,000 00	(30,000 00)	0 00
2144	Pittsburgh Foundation $25,000 for participation a pooled fund supporting the partnership between Allegheny County Department of Human Services and the foundation community for support of the Jail Collaborative	2/16/11	25,000 00		25,000 00	(25,000 00)	0 00

THE BUHL FOUNDATION
Statement of Appropriations Authorized - Paid and Unpaid
Year Ending June 30, 2011

Number	Appropriated to	Date Appropriated	Original Amount of Appropriation	Balance Unpaid at June 30, 2010	Current Year: Appropriations net of (Cancellations)	Current Year: (Payments) net of Refunds	Balance Unpaid at June 30 2011
2145	Pittsburgh Foundation $25,000 to support the Pittsburgh is Art Day of Giving initiative	2/16/11	25,000 00		25,000 00	(25,000 00)	0 00
2146	The Program for Offenders $25,000 to purchase an extended option period on a real estate transaction to further the hope of establishing a new treatment center for women	2/16/11	25,000 00		25,000 00	(25,000 00)	0 00
2147	Urban Impact Foundation $25,000 to support development of an integrated database to build capacity for the North Side based afterschool program	2/16/11	25,000 00		25,000 00	(25,000 00)	0 00
2148	University of Pittsburgh / School of Education $73,152 for utilizing virtual conferencing technology to provide professional development and peer support for superintendents and other leaders in public public school districts within Western Pennsylvania	2/16/11	73,152 00		73,152 00	(73,152 00)	0 00
2149M	Chatham Baroque $7,500 to support the Peanut Butter & Jam Sessions	4/13/11	7,500 00		7,500 00	(7,500 00)	0 00
2150M	Children's Festival Chorus $3,500 to support the Educator's Workshop for area elementary and middle school teachers in 2011 entitled "Swing into Spring with Mr Rogers"	4/13/11	3,500 00		3,500 00	(3,500 00)	0 00
2151M	Oakland Service Ministries $3,000 for the Oakland Girls Choir to provide musical exploration and performance opportunities for students in grades K-3	4/13/11	3,000 00		3,000 00	(3,000 00)	0 00
2152F	Pittsburgh Opera, Inc $5,000 to support the K-12 education program which includes a rigorous year-long workshop for teachers	4/13/11	5,000 00		5,000 00	(5,000 00)	0 00
2153F	Carnegie Institute / Carnegie Science Center $20,000 to support programs which enhance appreciation by students and teachers of science and technological innovations in the region	4/13/11	20,000 00		20,000 00	(20,000 00)	0 00
2154F	Pennsylvania Humanities Council $5,000 to pilot strategies to engage local teachers and students in *Humanities on the Road* production of "Steel Towns, Coalfields & the Unbroken Circle"	4/13/11	5,000 00		5,000 00	(5,000 00)	0 00
2155F	Pittsburgh Irish and Classical Theatre $5,000 to support outreach to underserved public schools in the region with the goal of increasing student connection to classical literature through theater	4/13/11	5,000 00		5,000 00	(5,000 00)	0 00
2156F	Pittsburgh Parks Conservancy $5,240 to expand the partnership with public schools and underserved communities near Frick Park by engaging teachers and parents in sessions to design the Environmental Center's education outreach efforts	4/13/11	5,240 00		5,240 00	(5,240 00)	0 00

THE BUHL FOUNDATION
Statement of Appropriations Authorized - Paid and Unpaid
Year Ending June 30, 2011

Number	Appropriated to	Date Appropriated	Original Amount of Appropriation	Balance Unpaid at June 30, 2010	Current Year: Appropriations net of (Cancellations)	Current Year: (Payments) net of Refunds	Balance Unpaid at June 30 2011
2157	Mount Washington Community Development Corporation $5,000 to support the historic preservation plan for Emerald View Park that will provide education about and appreciation for Pittsburgh's hsitory and attract a diversity of visitors including school groups, hikers and tourists	4/13/11	5,000 00		5,000 00	(5,000 00)	0 00
2158	ACLD $10,000 for the second phase of a public outreach campaign to encourage early detection of specific learning disabilities in order to improve educational outcomes	4/13/11	10,000 00		10,000 00	(10,000 00)	0 00
2159	Carnegie Library of Pittsburgh $25,000 to public oureach and education regarding the Carnegie Library and its system of neighborhood libraries	4/13/11	25,000 00		25,000 00	(25,000 00)	0 00
2160	Child Watch of Pittsburgh $10,000 to support Child Watch's role within the Allegheny County Roundtable for addressing truancy, especially among at-risk populations	4/13/11	10,000 00		10,000 00	(10,000 00) #	0 00
2161	Community Design Center of Pittsburgh $25,000 to support the search for a new leader and the realignment to the changing design needs of Pittsburgh	4/13/11	25,000 00		25,000 00	(25,000 00)	0 00
2162	Greater Pittsburgh Nonprofit Summit / Forbes Funds $5,000 to support the 2011 Nonprofit Summit that seeks to strengthen the nonprofit sector for a stronger region	4/13/11	5,000 00		5,000 00	(5,000 00)	0 00
2163	GTECH $15,000 to support GTECH's collaboration with multiple partners on Pittsburgh's North Side to provide educationon and reclamation of vacant lots as a community revitalization strategy	4/13/11	15,000 00		15,000 00	(15,000 00)	0 00
2164	Historical Society of Western Pennsylvania $75,000 for three-year support of educational programming	4/13/11	75,000 00		75,000 00	(25,000 00)	50,000 00
2165	Hosana House $20,000 to support outreach and youth development activities for youth in at-risk situations in Wilkinsburg	4/13/11	20,000 00		20,000 00	(20,000 00)	0 00
2166	Pittsburgh Cultural Trust $7,500 to support the cultural and outreach activities of the Children's International Festival and the Three Rivers Arts Festival	4/13/11	7,500 00		7,500 00	(7,500 00)	0 00
2167	Pittsburgh Filmmakers / Allegheny Observatory project $18,000 for additional support to complete production and educational materials for an impactful documentary on the Allegheny Observatory	4/13/11	18,000 00		18,000 00	(18,000 00)	0 00
2168	Pittsburgh Foundation $5,000 to participate in a funders coalition to study the past effectiveness of and future prospects for neighborhood based community development efforts	4/13/11	5,000 00		5,000 00	(5,000 00)	0 00

THE BUHL FOUNDATION
Statement of Appropriations Authorized - Paid and Unpaid
Year Ending June 30, 2011

Number	Appropriated to	Date Appropriated	Original Amount of Appropriation	Balance Unpaid at June 30, 2010	Current Year: Appropriations net of (Cancellations)	Current Year: (Payments) net of Refunds	Balance Unpaid at June 30 2011
2169	The Pittsburgh Project $25,000 to assist with the purchase of a warehouse as part of a longer-term vision to expand outreach to at-risk neighborhoods and populations	4/13/11	25,000 00		25,000 00	(25,000 00)	0 00
2170	UCP of Pittsburgh $50,000 to support the development of a unique, environmentally sensitute, state-of-the-art Education Center to better serve handicapped populations	4/13/11	50,000 00		50,000 00	(50,000 00)	0 00
2171	United Way of Allegheny County $50,000 to continue support of Youth Futures Commission initiatives in partnership with other funders and the United Way	4/13/11	50,000 00		50,000 00	(50,000 00)	0 00
2172	University of Pittsburgh, Institute of Politics $15,000 to help support a case study analyzing Elsie Hillman's significant impact as a civic leaders in Western Pennsylvania	4/13/11	15,000 00		15,000 00	(15,000 00)	0 00
2173	Urban League of Pittsburgh $40,000 to continue the Black Male Leadership Development Institute as it expands to deepen impact and serve more youth	4/13/11	40,000 00		40,000 00	(40,000 00)	0 00
2174	Venture Outdoors $30,000 for continued support of innovative recreational activities targeting the North Side neighborhood	4/13/11	30,000 00		30,000 00	(30,000 00)	0 00
2175	Women and Girls Foundation of Southwest Pennsylvania $25,000 to support technology and software upgrades to build capacity and organizational effectiveness	4/13/11	25,000 00		25,000 00	(25,000 00)	0 00
2176	YouthPlaces $20,000 to support a summer violence prevention program in Allegheny County's most at-risk neighborhoods	4/13/11	20,000 00		20,000 00	(20,000 00)	0 00
2177M	Pittsburgh Opera $4,000 to provide support for "mock auditions" for high school students	6/15/11	4,000 00		4,000 00		4,000 00
2178F	Carnegie Mellon University / Pittsburgh Supercomputing Center $18,000 for a pilot program entitled "Computation and Science for Teachers"	6/15/11	18,000 00		18,000 00		18,000 00
2179F	Carnegie Mellon University, School of Music $5,000 to improve teaching and learning of music in school districts with high poverty rates	6/15/11	5,000 00		5,000 00		5,000 00
2180F	The Consortium for Public Education $25,000 to support the design and pilot of "My Action Plan for Success" (MAPS)	6/15/11	25,000 00		25,000 00		25,000 00
2181F	World Affairs Council of Pittsburgh $5,000 to support the Summer Institute for Teachers Teaching Contemporary Global Issues	6/15/11	5,000 00		5,000 00		5,000 00

THE BUHL FOUNDATION

Statement of Appropriations Authorized - Paid and Unpaid

Year Ending June 30, 2011

Number	Appropriated to	Date Appropriated	Original Amount of Appropriation	Balance Unpaid at June 30, 2010	Current Year Appropriations net of (Cancellations)	Current Year (Payments) net of Refunds	Balance Unpaid at June 30 2011
2182F	Education Policy and Leadership Center (EPLC) $35,000 for two-year support of EPLC programs in Western Pennsylvania including the Arts and Education Initiative	6/15/11	35,000 00		35,000 00		35,000 00
2183	Education Policy and Leadership Center (EPLC) $15,000 for two-year support of EPLC programs in Western Pennsylvania including the Arts and Education Initiative	6/15/11	15,000 00		15,000 00		15,000 00
2184F	3 Rivers Connect $22,000 for two-year support for the creation of an educational web-based resource connection called the Dynamic Resource Portal (DRP) to enable regional educators to search for quality educational content to support the instruction of their students	6/15/11	22,000 00		22,000 00		22,000 00
2185	3 Rivers Connect $22,000 for two-year support for the creation of an educational web-based resource connection called the Dynamic Resource Portal (DRP) to enable regional educators to search for quality educational content to support the instruction of their students	6/15/2011	22,000 00		22,000 00		22,000 00
2186	Moving the Lives of Kids Arts Center $5,000 to support mural projects that build community spirit and skills in young people in Pittsburgh neighborhoods	6/15/11	5,000 00		5,000 00		5,000 00
2187	And Step, Inc $5,000 to assist with an outreach to at-risk youth in Wilkinsburg and East End communities	6/15/11	5,000 00		5,000 00		5,000 00
2188	Center for Victims of Violence and Crime $25,000 to assist with launching of the Dialogue and Resolution Center	6/15/11	25,000 00		25,000 00		25,000 00
2189	City of Asylum $100,000 to support the development of a new Literary Center on Pittsburgh's North Side which will serve as a communty revitalization anchor	6/15/11	100,000 00		100,000 00		100,000 00
2190	Community Empowerment Association $5,000 for support of a conference to improve the quality, effectiveness and efficiencies of services and treament of African American children, youth and families exposed to violence	6/15/11	5,000 00		5,000 00		5,000 00
2191	Forbes Funds $15,000 to build capacity in and continue outreach to nonprofit organizations by supporting collaboration or merger in these difficult economic times	6/15/11	15,000 00		15,000 00		15,000 00
2192	Franklin Center of Beaver County $5,000 to support a collaborative program with Beaver County Community College encouraging entrepreneurism in young people	6/15/11	5,000 00		5,000 00		5,000 00

THE BUHL FOUNDATION
Statement of Appropriations Authorized - Paid and Unpaid
Year Ending June 30, 2011

Number	Appropriated to	Date Appropriated	Original Amount of Appropriation	Balance Unpaid at June 30, 2010	Current Year: Appropriations net of (Cancellations)	Current Year: (Payments) net of Refunds	Balance Unpaid at June 30 2011
2193	Greater Pittsburgh Community Food Bank $5,000 to support the Legacy Fund, established in the name of Joyce Rothermel, as a way to honor the retiring CEO and Co-Founder of the Food Bank	6/15/11	5,000 00		5,000 00		5,000 00
2163S	GTECH $9,000 for additional funding to support collaboration with multiple partners on Pittsburgh's North Side to provide education on and reclamation of vacant lots as a community revitalization strategy	6/15/11	9,000 00		9,000 00		9,000 00
2194	The Mattress Factory $100,000 for a challenge grant to support costs associated with a new roof and art piece planned for the museum's main facility at 500 Sampsonia Way	6/15/11	100,000 00		100,000 00		100,000 00
2195	North Side Cultural Collaborative $2,500 to support the new "Sundae Market" intended to encourage tourism on Pittsburgh's North Side	6/15/11	2,500 00		2,500 00		2,500 00
2196	POWER $15,000 to build capacity and impact through an integrated telephone system coupled with marketing and outreach to women in at-risk situations	6/15/11	15,000 00		15,000 00		15,000 00
1866S	Pittsburgh Filmmakers $25,000 to support production services and Filmmakers' efforts to build capacity in nonprofit organizations through creative use of media	6/15/11	25,000 00		25,000 00		25,000 00
2197	Pittsburgh Urban Leadership Service Experience (PULSE) $5,000 to support a pilot expansion project to build capacity in not-for-profits through service leadership and volunteerism	6/15/11	5,000 00		5,000 00		5,000 00
2198	Poise Foundation / Rho Boule $5,000 to support African American male leadership development as part of the "Education The Key to Economic Empowerment" Conference	6/15/11	5,000 00		5,000 00		5,000 00
2199	Sustainable Pittsburgh $30,000 to help build capacity by assisting with its business research and convening efforts	6/15/11	30,000 00		30,000 00		30,000 00
2200	Three Rivers Community Foundation $2,500 to support its Annual Conference and its new focus on youth leadership development	6/15/11	2,500 00		2,500 00		2,500 00
2201	University of Pittsburgh, GSPIA / CONNECT $30,000 for two-year support to assist CONNECT in seeking financial stability as it works to improve the efficiency and effectiveness of local municipal governance	6/15/11	30,000 00		30,000 00		30,000 00
				2,801,852 00	3,623,192 00	(3,489,544 00)	2,935,500 00
	Grantmakers of Western Pennsylvania				3,699 00	(3,699 00)	0 00
	Matching Grant Program			9,850 00	34,395 00	(36,795 00)	7,450 00
	Totals			$ 2,811,702 00	$ 3,661,286 00	$ (3,530,038 00)	$ 2,942,950 00

BY-LAWS

OF

THE BUHL FOUNDATION

(a Pennsylvania nonprofit corporation)

Adopted April 20, 1992
Amended December 11, 2007
and June 15, 2011

The June 15, 2011 amendment updated Article VIII, Conflicts of Interest, Best Practices.

Index to By-Laws

ARTICLE VI
MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS

ARTICLE VII
GENERAL PROVISIONS

ARTICLE VIII
CONFLICTS OF INTEREST; BEST PRACTICES

ARTICLE IX
AMENDMENTS

THE BUHL FOUNDATION

By-Laws

ARTICLE I
NAME AND PURPOSE

Section 1.01. Name. The name of the Corporation is The Buhl Foundation (hereinafter referred to as the "Corporation"), incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 effective January ____, 1992.

Section 1.02. Purpose. The Corporation is formed exclusively for religious, charitable, scientific, testing for public safety, literary and educational purposes, fostering amateur sports competition, and the prevention of cruelty to children and animals, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States Internal Revenue Law (the "Code").

ARTICLE II
DIRECTORS

Section 2.01. Board of Directors. The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors which shall constitute the full Board of Directors shall be fixed by the Board of Directors but shall not be less than three.

Section 2.02. Terms of Directors. A full Board of Directors shall be elected at each annual meeting of the Board. Each Director shall hold office from the time of his election, but shall be responsible as a Director from such time only if he consents to his election; otherwise from the time he accepts office or attends his first meeting of the Board. Each Director shall serve until the next annual meeting of the Board, and thereafter until his successor is duly elected, or until his earlier death, resignation or removal.

Section 2.03. Regular Meetings; Notice. Regular meetings of the Board of Directors shall be held at such time and place as shall be designated by the Board of Directors from time to time. There shall be at least four (4) regular meetings of the Board. Notice of such regular meetings shall not be required, except as otherwise expressly required herein or by law, and except that whenever the time or place of regular meetings shall be initially fixed and then changed, notice of such action shall be given promptly by telephone, facsimile, e-mail or otherwise to each Director not participating in such action. Any business may be transacted at any regular meeting.

Section 2.04. Annual Meeting of the Board. A regular meeting of the Board of Directors shall be designated as the annual meeting and held as such date, time and place as may be fixed by the Board of Directors. Such regular meeting shall be the annual organization meeting at which the Board shall organize itself and elect the Executive Officers of the Corporation for the ensuing year and may transact any other business.

Section 2.05. Special Meetings; Notice. Special meetings of the Board of Directors may be called at any time by the Board itself, or by the Chairman or the President, or by at least one-fourth of the Directors, to be held at such place and day and hour as shall be specified by the person or persons calling the meeting. Notice of every special meeting of the Board of Directors shall be given by the Secretary to each Director at least three days before the meeting. Any business may be transacted at any special meeting regardless of whether the notice calling such meeting contains a reference thereto, except as otherwise required by law.

Section 2.06. Organization. At all meetings of the Board of Directors, the presence of at least a majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is not present at any meeting, the meeting may be adjourned from time to time by a majority of the Directors present until a quorum as aforesaid shall be present, but notice of the time and place to which such meeting is adjourned shall be given to any Directors not present either by being sent by facsimile or e-mail or given personally or by telephone at least eight hours prior to the hour of reconvening. Resolutions of the Board shall be adopted, and any action of the Board upon any matter shall be valid and effective, with the affirmative vote of a majority of the Directors present at a meeting duly convened and at which a quorum is present. The Chairman of the Board, if one has been elected and is present, or if not, the President, if he is a Director and is present, or if not, a Director designated by the Board, shall preside at each meeting of the Board. The Secretary, or in his absence any Assistant Secretary, shall take the minutes at all meetings of the Board of Directors. In the absence of the Secretary and an Assistant Secretary, the presiding officer shall designate any person to take the minutes of the meeting.

Section 2.07. Meetings by Telephone. One or more Directors may participate in any regular or special meeting of the Board of Directors or of a committee of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner by a Director will be considered to be attendance in person for all purposes under these By-Laws.

Section 2.08. Presumption of Assent. Minutes of each meeting of the Board shall be made available to each Director at or before the next succeeding meeting. Each Director shall be presumed to have assented to such minutes unless his objection thereto shall be made to the Secretary at or within two days after such succeeding meeting.

Section 2.09. Catastrophe. Notwithstanding any other provisions of the Pennsylvania Nonprofit Corporation Law of 1988, the Articles or these By-Laws, if any emergency resulting from warlike damage or an attack on the United States or any nuclear or atomic disaster, or any other national or local disaster, causes a majority of the Board to be incapable of acting as such because of death or other physical disability or difficulties of communication or transportation, the other Director or Directors shall constitute a quorum for the sole purpose of electing Directors to replace the Directors so incapable of acting. The Directors so elected shall serve until such replaced Directors are able to attend meetings of the Board or until the Board acts to elect Directors for such purpose. Questions as to the existence of such an emergency or disaster or as to the fact of such incapacity shall be conclusively determined by such other Director or Directors.

Section 2.10. Resignations. Any Director may resign by submitting his resignation to the Secretary. Such resignation shall become effective upon its receipt by the Secretary or as otherwise specified therein.

Section 2.11. Removal. A Director may be removed for any cause or no cause upon the affirmative vote of at least two-thirds of the Directors then in office.

Section 2.12. Vacancies. Any vacancy that shall occur in the Board of Directors by reasons of death, resignation, removal, increase in the number of Directors or any other cause whatever shall be filled by a majority of the then members of the Board, whether or not a quorum, and each person so elected shall be a Director until he or his successor is elected at the next annual meeting of the Board or until his prior death, resignation or removal.

ARTICLE III.
COMMITTEES

Section 3.01. Committees. By resolution adopted by a majority of the whole Board, standing or temporary committees, which may include an Executive Committee, consisting of at least two Directors may be appointed by the Board of Directors from time to time. Each such committee shall have and exercise such authority of the Board of Directors in the management of the business and affairs of the Corporation as the Board may specify from time to time, which may include any action which the Pennsylvania Nonprofit Corporation Law of 1988 provides shall or may be taken by the Board of Directors. The Board may designate one or more Directors as alternate members of any committee to replace any absent or disqualified member at any meeting of the committee, and in the event of such absence or disqualification, the member or members of such committee present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member. Any action taken by any committee shall be subject to alteration or revocation by the Board of Directors; provided, however, that third parties shall not be prejudiced by such alteration or revocation.

ARTICLE IV
LIABILITY AND INDEMNIFICATION

Section 4.01. Personal Liability of Directors.

(a) Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.

(b) Nature and Extent of Rights. The provisions of this Section shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Section is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any Bylaw or provision of the Articles of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or provision.

Section 4.02. Indemnification.

(a) Right to Indemnification.

(1) As used herein, the word "Action" shall mean any action, suit, proceeding, or claim, administrative, investigative or other, (i) to which such person is a party or prospective party (other than an action by the Corporation) or (ii) in connection with which such person is not a party or prospective party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a Director or officer of the Corporation.

(2) Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code, result in the Corporation's failure to be described in Section 501(c)(3) of the Code, or result in an excise tax under Chapter 42 of the Code or its successor or equivalent, and except as prohibited by law, each Director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.

(3) A person who is not a Director or officer of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board at any time designates such person as entitled to the benefits of this Section.

(4) As used in this Section, "indemnitee" shall include each Director and each officer of the Corporation and each other person designated by the Board as entitled to the benefits of this Section; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section (c) hereof that the indemnitee was entitled to indemnification for expenses in respect of an Action brought under that Section.

(b) Right to Advancement of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code, result in the Corporation's failure to be described in Section 501(c)(3) of the Code, or result in the imposition of an excise tax under Chapter 42 of the Code or its successor or equivalent, every indemnitee shall be entitled as of right to have his or her expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

(c) Right of Indemnitee to Initiate Action; Defenses.

(1) If a written request for payment under paragraph (a) or paragraph (b) of this Section is not paid in full by the Corporation within thirty days after such request has been received by the Corporation, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the request and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

(2) The only defenses to an action to recover a request for indemnification otherwise properly asserted under paragraph (a) shall be (i) that the indemnitee's conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code, result in the Corporation's failure to be described in Section 501(c)(3) of the Code, or result in the imposition of an excise tax under Chapter 42 of the Code or its successor or equivalent, but the burden of proving any such defense shall be on the Corporation.

(3) The only defense to an action to recover a request for advancement of expenses otherwise properly asserted under paragraph (b) shall be (i) that advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code, result in the Corporation's failure to be described in Section 501(c)(3) of the Code, or result in the imposition of an excise tax under Chapter 42 of the Code or its successor or equivalent, or (ii) that the indemnitee failed to provide the undertaking required by paragraph (b), but the burden of proving any such defense shall be on the Corporation.

(d) Non Exclusivity; Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Section shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Section is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Section), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he or she was entitled or was designated as entitled to indemnification under this Section and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

ARTICLE V
OFFICERS AND EMPLOYEES

Section 5.01. Executive Officers. The Executive Officers of the Corporation shall be the President, the Secretary and the Treasurer, and may include a Chairman of the Board and one or more Vice Presidents as the Board may from time to time determine, all of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person. Each Executive Officer shall hold office at the pleasure of the Board of Directors, or until his death or resignation.

Section 5.02. Additional Officers; Other Agents and Employees. The Board of Directors may from time to time appoint or employ such additional officers, assistant officers, agents, employees and independent contractors as the Board deems advisable; the Board or the President shall prescribe their duties, conditions of employment and compensation; and the Board shall have the right to dismiss them at any time, without prejudice to their contract rights, if any. The President may employ from time to time such other agents, employees and independent contractors as he may deem advisable for the prompt and orderly transaction of the business of the Corporation, and he may prescribe their duties and the conditions of their employment, fix their compensation and dismiss them at any time, without prejudice to their contract rights, if any.

Section 5.03. The Chairman. If there shall be a Chairman of the Board, he shall be elected from among the Directors, shall preside at all meetings of the Board as provided herein, and shall have such other powers and duties as from time to time may be prescribed by the Board.

Section 5.04. The President. The President shall be the chief executive officer of the Corporation. Subject to the control of the Board of Directors, the President shall have general supervision of and general management and executive powers over all the property, operations, business, affairs and employees of the Corporation, and shall see that the policies and programs adopted or approved by the Board are carried out. The President shall exercise such further powers and duties as from time to time may be prescribed in these By-Laws or by the Board of Directors. The compensation of the President shall be fixed annually and in advance by the Board of Directors, taking into account such laws, rules and practices as may be necessary or advisable to determine an appropriate and reasonable compensation.

Section 5.05. The Vice President. The Vice Presidents may be given by resolution of the Board general executive powers, subject to the control of the President, concerning one or more or all segments of the operations of the Corporation. The Vice Presidents shall exercise such further powers and duties as from time to time may be prescribed in these By-Laws or by the Board of Directors or the President. At the request of the President, or in his absence or disability, the senior Vice President shall exercise the powers and duties of the President.

Section 5.06. The Secretary and Assistant Secretaries. It shall be the duty of the Secretary (a) to keep an original or duplicate record of the proceedings of the Board of Directors and a copy of the Articles and of the By-Laws; (b) to give such notices as may be required by law or these By-Laws; (c) to be custodian of the corporate records and of the seal of the Corporation and see that the seal is affixed to such documents as may be necessary or advisable; and (d) to exercise all powers and duties incident to the office of Secretary; and such further powers and duties as from time to time may be prescribed in these By-Laws or by the Board of Directors or the President. The Secretary by virtue of his office shall be an Assistant Treasurer. Each officer of the Corporation by virtue of his office shall be an Assistant Secretary. The Assistant Secretaries shall assist the Secretary in the performance of his duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Board of Directors, the President or the Secretary. At the direction of the Secretary or in his absence or disability, an Assistant Secretary shall exercise the powers and duties of the Secretary.

Section 5.07. The Treasurer and Assistant Treasurers. It shall be the duty of the Treasurer (a) to keep the Corporation's contracts, insurance policies, leases, deeds and other business records; (b) to see that the corporation's lists, books, reports, statements, tax returns, certificates and other documents and records required by law are properly prepared, kept and filed; (c) to be the principal officer in charge of tax and financial matters, budgeting and accounting of the Corporation; (d) to have charge and custody of and be responsible for the Corporation's funds, securities and investments; (e) to receive and give receipts for checks, notes, obligations, funds and securities of the Corporation; and deposit monies and other valuable effects in the name and to the credit of the Corporation, in such depositories as shall be designated by the Board of Directors; (f) to cause the funds of the Corporation to be disbursed by payment in cash or by checks or drafts upon the authorized depositories of the Corporation, and to cause to be taken and preserved proper vouchers for such disbursements; (g) to render to the president and the Board of Directors whenever they may require it an account of all his transactions as Treasurer, and reports as to the financial position and operations of the Corporation; (h) to keep appropriate, complete and accurate books and records of account of all the Corporation's business and transactions; and (i) to exercise all powers and duties incident to the office of Treasurer; and such further duties from time to time as may be prescribed in these By-Laws or by the Board of Directors or the President. The Assistant Treasurers shall assist the Treasurer in the performance of his duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Board of Directors, the President or the Treasurer. At the direction of the Treasurer or in his absence or disability, an Assistant Treasurer shall exercise the powers and duties of the Treasurer.

Section 5.08. Vacancies. Any vacancies in any office or position by reason of death, resignation, removal, disqualification, disability, or other cause shall be filled in the manner provided in this Article V for regular election or appointment to such office.

Section 5.09. Delegation of Duties. The Board of Directors may in its discretion delegate for the time being the powers and duties, or any of them, of any officer to any other person whom it may select.

ARTICLE VI
MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS

Section 6.01. Execution of Notes, Checks, Contracts and Other Instruments. All notes, bonds, drafts, acceptances, checks, endorsements (other than for deposit), guarantees and all evidences of indebtedness of the Corporation whatsoever, and all deeds, mortgages, contracts and other instruments requiring execution by the Corporation, may be signed by the President, any Vice President or the Treasurer, and authority to sign any of the foregoing, which may be general or confined to specific instances, may be conferred by the Board of Directors upon any other person or persons. Any person having authority to sign on behalf of the Corporation may delegate, from time to time, by instrument in writing, all or any part of such authority to any other person or persons if authorized to do so by the Board of Directors, which authority may be general or confined to specific instances. Facsimile signatures on checks may be used if authorized by the Board of Directors.

Section 6.02. Voting Securities Owned by Corporation. Securities owned by the Corporation and having voting power in any other corporation shall be voted by the President or any Vice President, unless the Board confers authority to vote with respect thereto, which may be general or confined to specific investments, upon some other person. Any person authorized to vote such securities shall have the power to appoint proxies, with general power of substitution.

ARTICLE VII
GENERAL PROVISIONS

Section 7.01. Offices. The principal business office of the Corporation shall be at Center City Tower, Pittsburgh, Pennsylvania 15222. The Corporation may also have offices at such other places within or without the Commonwealth of Pennsylvania as the business of the Corporation may require.

Section 7.02. Corporate Seal. The Board of Directors shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Corporation and the year and state of incorporation.

Section 7.03. <u>Fiscal Year</u>. The fiscal year of the Corporation shall end on such day as shall be fixed by the Board of Directors.

Section 7.04. <u>Annual Report</u>. The President and Treasurer shall present an annual report to the Board of Directors in accordance with Section 5553 of the Pennsylvania Nonprofit Corporation Law of 1988.

ARTICLE VIII
<u>CONFLICT OF INTERESTS</u>

Section 8.01 – <u>Purpose</u>. The corporation shall adopt and maintain such conflict of interest policies as are consistent with best practices of Chapter 42 of the Internal Revenue Code, or any other laws applicable to private foundations or, to the extent possible replicate best practice as developed by the non-profit and foundation industry thought leaders. At all times, and in all ways, the Corporations seeks to operate at the highest levels of ethics and governance.

The purpose of this conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of any member of senior management, any officer or any director or might result in a possible excess benefit transaction.

This policy is intended to assist the Corporation, its officers, directors and senior management in satisfying their fiduciary duties and to supplement, but not replace, any applicable state and federal law governing conflicts of interest applicable to nonprofit and charitable organizations

Section 8.02 – Definitions.

(a) Interested Person. Any member of the board of directors, any officer or any member of senior management who has a direct or indirect financial interest, as defined below, is an "interested person."

(b) Financial Interest. A person has a "financial interest" if the person has, directly or indirectly, through business, investment, or family:

(1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

(2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

(3) An actual or potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

(a) Other Interest. A person has an "other interest" if:

(1) The person or a member of his or her family serves as director or officer of an organization with which the Corporation has or is negotiating a transaction or arrangement; or

(2) The person is or may be unable to act in the best interest of the Corporation on any issue because of a personal situation or other reason.

(b) Conflict of Interest. A conflict of interest exists when the procedures set forth herein result in a determination that a transaction or proposed transaction between the

Corporation and an Interested person involves a conflict of interest, or that an activity, relationship, interest or situation involves a conflict of interest.

(c) Family. Family includes spouse, children and their spouses, parents and their spouses, siblings and their spouses, grandparents and their spouses, and grandchildren and their spouses.

Section 8.03 - Annual Disclosures and Duty to Disclose. Each member of the board of directors, each officer and each member of senior management must complete an annual disclosure statement reflecting his or her interests. The executive director (in consultation with the executive committee, as appropriate) is responsible for reviewing the disclosure statements so that he or she is familiar with and can report actual or potential conflicts of interest.

In addition, each Individual board member, officer or member of senior management is personally responsible for disclosing his/her actual or potential conflicts, and for bringing attention to actual or potential conflicts of other officers, members of senior management or other board members at the time GWP is considering a transaction that may involve a conflict or appearance of a conflict.

Section 8.04 - Determining Whether a Conflict of Interest Exists. A director, officer or employee shall raise a personal conflict of any type, held by that individual or known to be held by another director, officer or employee, and shall disclose all material facts and shall recuse themselves from any vote on the matter at issue where a disclosure involves a financial interest, or other interest such that more than recusal from the vote is potentially appropriate, all material facts shall be discussed and the affected officer, member of senior management or board member shall leave the room while the President of the Board and other members determine whether an actual conflict of interest exists in the particular circumstance. If the possible conflict involves the Board President, this discussion shall be chaired by the Vice President.

Section 8.05 - Procedures for Addressing the Conflict of Interest. In the event the Board President concludes that a conflict of interest exists, the following procedures shall be followed:

(a) The affected officer, member of senior management or board member may make a presentation to the Board considering the transaction or arrangement, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the conflict of interest.

(b) The majority of disinterested Directors present shall then determine whether they currently possess sufficient information, based upon their personal knowledge and data provided to them, as to whether the proposed transaction or arrangement satisfies the requirements set forth in section 3) below. If those responsible for making a final determination as to whether a conflict of interest exists do not have sufficient information, reasonable steps shall be taken by the President or disinterested Trustees appointed by the President to obtain comparable information with respect to the transaction or arrangement such as appraisals, valuations, competing offers or bids, compensation surveys, reports of experts and similar data. The President of the Board or the board member chairing the determination may also appoint a disinterested person or committee to investigate the matter.

(c) When considering a transaction or arrangement involving a conflict of interest, the Board may approve such transaction or arrangement only after determining by majority vote of the disinterested members of the Board (a) that the transaction or arrangement is in the Corporation's best interest and for its own benefit, (b) that it is fair and reasonable to the

Corporation, and (c) after exercising due diligence, the Corporation would not obtain a more advantageous transaction with reasonable efforts under the circumstances.

Section 8.06 – Compensation. When setting compensation for disqualified persons (anyone who has had, during the last 5 years, substantial influence over the Corporation- including board members, officers and senior management), the board or committee so responsible shall set a reasonable compensation level based upon levels of compensation set for comparable positions by similar organizations for positions with similar responsibilities and shall periodically review updated comparable compensation information and shall always exclude from the decision making body the applicable disqualified person and any persons they supervise.

Section 8.07 - Violations of the Conflict of Interest Policy.

(a) If the governing board or committee has reasonable cause to believe a person covered by this duty has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the person's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 8.08 – Minutes. The minutes of all meetings shall reflect (i) the name of each person who disclosed or otherwise was found to have a potential conflict of interest; (ii) the nature of the interest and any analysis taken to determine whether an actual conflict existed; (iii) the determination as to whether an actual conflict of interest existed; (iv) the names of the persons who were present for discussions and votes relating to the transaction or arrangement; (v) the content of the discussions, including any alternatives to the proposed transaction or arrangement and the basis for the determination of the Board, including any comparability data; (vi) the voting record, including any abstention from voting; and (vii) any action to be taken.

ARTICLE IX
AMENDMENTS

Section 9.01. Amendments. These By-Laws may be amended, altered or repealed and new by-laws may be adopted, by the Board of Directors at any regular or special meeting. No provision of these By-Laws shall vest any property or contact right in any person.

Form **8868** (Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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	Employer identification number
	THE BUHL FOUNDATION	25-0378910
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. 650 SMITHFIELD SREET, NO. 2300	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PITTSBURGH, PA 15222	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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 ▶ FREDERICK THIEMAN 650 SMITHFIELD STREET - PITTSBURGH, PA 15222
  Telephone No. ▶ (412)566-2711 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 FEBRUARY 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year ______ or
▶ [X] tax year beginning JUL 1, 2010, and ending JUN 30, 2011.

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	$ 0.
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	$ 0.
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	$ 0.

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

LHA **For Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2011)

023841
01-03-11

Form **8868** (Rev. January 2011) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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 ▶ [X]

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 THE BUHL FOUNDATION	**Employer identification number** 25-0378910
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. 650 SMITHFIELD SREET, NO. 2300	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PITTSBURGH, PA 15222	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 7

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 ▶ FREDERICK THIEMAN 650 SMITHFIELD STREET - PITTSBURGH, PA 15222
  Telephone No.▶ (412)566-2711 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 MAY 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year ______ or

▶ [X] tax year beginning JUL 1, 2010 , and ending JUN 30, 2011 .

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**	$ 0.
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**	$ 0.
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**	$ 0.

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