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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning 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 BIRMINGHAM FOUNDATION		A Employer identification number 25-0965572
Number and street (or P O box number if mail is not delivered to street address) BRASHEAR CENTER, 2005 SARAH STREET	Room/suite 2ND	B Telephone number 4124812777
City or town, state, and ZIP code PITTSBURGH, PA 15203		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 21,853,838. (Part I, column (d) must be on cash basis)	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received		6,504.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		13,392.	14,406.		
4 Dividends and interest from securities		483,626.	483,626.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,798,102.			
b Gross sales price for all assets on line 6a		9,033,742.			
7 Capital gain net income (from Part IV, line 2)			683,717.		
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		19,008.	<7,455.>		STATEMENT 1
12 Total. Add lines 1 through 11		4,320,632.	1,174,294.		
13 Compensation of officers, directors, trustees, etc		84,872.	4,244.		80,628.
14 Other employee salaries and wages		39,821.	1,991.		37,830.
15 Pension plans, employee benefits		30,098.	1,505.		28,593.
16a Legal fees STMT 2		6,503.	4,877.		1,626.
b Accounting fees STMT 3		13,661.	11,612.		2,049.
c Other professional fees STMT 4		125,889.	120,202.		5,688.
17 Interest					
18 Taxes STMT 5		21,816.	506.		9,605.
19 Depreciation and depletion		4,317.	216.		
20 Occupancy		24,617.	1,231.		23,386.
21 Travel, conferences, and meetings		1,049.	53.		997.
22 Printing and publications		2,920.	146.		2,774.
23 Other expenses STMT 6		32,129.	3,290.		28,839.
24 Total operating and administrative expenses. Add lines 13 through 23		387,692.	149,873.		222,015.
25 Contributions, gifts, grants paid		1,226,000.			1,126,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,613,692.	149,873.		1,348,015.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,706,940.			
b Net investment income (if negative, enter -0-)			1,024,421.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		1,212,997.	827,476.	827,476.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		162,134.	150,134.	150,134.
	10a	Investments - U.S. and state government obligations STMT 7		4,317,007.	4,532,327.	4,532,327.
	b	Investments - corporate stock STMT 8		8,067,257.	9,686,952.	9,686,952.
	c	Investments - corporate bonds STMT 9		884,850.	270,666.	270,666.
11	Investments - land, buildings, and equipment basis ▶	49,435.				
	Less: accumulated depreciation ▶	45,121.	8,631.	4,314.	4,314.	
12	Investments - mortgage loans					
13	Investments - other STMT 10		4,119,533.	5,347,208.	5,347,208.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 11)		569,568.	1,034,761.	1,034,761.	
16	Total assets (to be completed by all filers)		19,341,977.	21,853,838.	21,853,838.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable			100,000.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 12)		295,079.	0.	
23	Total liabilities (add lines 17 through 22)		295,079.	100,000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		19,046,898.	21,753,838.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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		19,046,898.	21,753,838.		
31	Total liabilities and net assets/fund balances		19,341,977.	21,853,838.		

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	19,046,898.
2	Enter amount from Part I, line 27a	2	2,706,940.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	21,753,838.
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	21,753,838.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT 20		P		
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 9,033,742.		8,350,025.	683,717.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			683,717.
b			
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	683,717.
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	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		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	1,229,206.	19,128,305.	.064261
2008	1,119,919.	17,604,849.	.063614
2007	928,878.	23,029,341.	.040335
2006	1,169,313.	22,861,362.	.051148
2005	1,029,462.	21,445,362.	.048004

2 Total of line 1, column (d)	2	.267362
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	.053472
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	20,551,918.
5 Multiply line 4 by line 3	5	1,098,952.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,244.
7 Add lines 5 and 6	7	1,109,196.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,748,015.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	10,244.
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	10,244.
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	10,244.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	10,597.
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	10,597.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	353.
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 353. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address ► WWW.BIRMINGHAMFOUNDATION.ORG	13	X	
14	The books are in care of ► MARK BIBRO Telephone no. ► 412-481-2777 Located at ► BRASHEAR CENTER 2005 SARAH STREET, PITTSBURGH, PA ZIP+4 ► 15203			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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. <input type="checkbox"/>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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

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 13		84,872.	7,643.	0.

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

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

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

0

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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 NOT APPLICABLE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1	
SEE STATEMENT 14	400,000.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	400,000.

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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	20,709,959.
b	Average of monthly cash balances	1b	154,932.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	20,864,891.
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	20,864,891.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	312,973.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,551,918.
6	Minimum investment return. Enter 5% of line 5	6	1,027,596.

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	1,027,596.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	10,244.
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,244.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,017,352.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,017,352.
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	1,017,352.

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	1,348,015.
b	Program-related investments - total from Part IX-B	1b	400,000.
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	1,748,015.
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	10,244.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	1,737,771.

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.

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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				1,017,352.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			332,731.	
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: ▶ \$ 1,748,015.				
a Applied to 2009, but not more than line 2a			332,731.	
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				1,017,352.
e Remaining amount distributed out of corpus	397,932.			
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	397,932.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	397,932.			
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	397,932.			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]

SEE STATEMENT 17

Part XVII

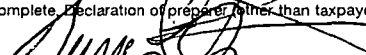


Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		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.		

[illegible]

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 of officer or trustee		11/10/11 Date		 Chairman of the Board Title
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date
	MICHAEL M. COMSTOCK		 M. M. Comstock, CPA		11/3/11
	Firm's name ▶ SISTERSON & CO. LLP		Firm's EIN ▶ 25-1467156		Check <input type="checkbox"/> if self-employed PTIN 200474378
Firm's address ▶ 310 GRANT STREET SUITE 2100 PITTSBURGH, PA 15219					Phone no. 412-281-2025

Form **990-PF** (2010)

FORM 990-PF	OTHER INCOME		STATEMENT	1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
PARTNERSHIP INCOME	19,008.	<7,455.>		
TOTAL TO FORM 990-PF, PART I, LINE 11	19,008.	<7,455.>		

FORM 990-PF	LEGAL FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,503.	4,877.		1,626.
TO FM 990-PF, PG 1, LN 16A	6,503.	4,877.		1,626.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	13,661.	11,612.		2,049.
TO FORM 990-PF, PG 1, LN 16B	13,661.	11,612.		2,049.

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
INVESTMENT/ADVISORY FEES	118,020.	118,020.		0.
INVESTMENT CONSULTATION	2,000.	2,000.		0.
CONSULTING FEES	750.	113.		638.
OTHER PROFESSIONAL FEES	3,745.	0.		3,745.
PAYROLL FEES	1,374.	69.		1,305.
TO FORM 990-PF, PG 1, LN 16C	125,889.	120,202.		5,688.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	10,111.	506.		9,605.
FEDERAL EXCISE AND INCOME TAXES	11,705.	0.		0.
TO FORM 990-PF, PG 1, LN 18	21,816.	506.		9,605.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EDUCATION / DUES & SUBSCRIPTIONS	4,762.	476.		4,286.
OFFICE SUPPLIES	784.	39.		745.
TELECOMMUNICATIONS	2,989.	149.		2,840.
OFFICE EQUIPMENT MAINTENANCE	12,461.	623.		11,838.
MISCELLANEOUS	4,163.	208.		3,955.
INSURANCE	3,194.	1,597.		1,597.
COMMUNITY INITIATIVES (STATEMENT 18)	1,349.	67.		1,282.
OATES ESTATE FEES	1,475.	74.		1,401.
POSTAGE AND DELIVERY	932.	47.		885.
BANK SERVICE CHARGES	20.	10.		10.
TO FORM 990-PF, PG 1, LN 23	32,129.	3,290.		28,839.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE *	FAIR MARKET VALUE
UST INFL IDX AT 3.875% 4/15/29	X		1,872,617.	1,872,617.
UST INFL IDX AT 2.125% 1/15/29	X		594,349.	594,349.
FHLB AT 6% 5/5/2026	X		1,987,500.	1,987,500.
UST AT 2.125% 2/15/2041	X		77,861.	77,861.
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,532,327.	4,532,327.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,532,327.	4,532,327.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE *	FAIR MARKET VALUE
7000 SHS BE AEROSPACE	285,670.	285,670.
9000 SHS FEDERATED INVS PA B	214,560.	214,560.
5000 SHS HEWLETT-PACKARD CO	182,000.	182,000.
5000 SHS HONEYWELL INTL	297,950.	297,950.
25000 SHS KEYCORP INC	208,250.	208,250.
2500 SHS PRECISION CASTPARTS	411,625.	411,625.
3730 SHS KRAFT FOODS, INC	131,408.	131,408.
10000 SHS GENERAL ELECTRIC COMPANY	188,600.	188,600.
10049 SHS TAIWAN SEMICONDUCTOR ADRF SPONSORED ADR	126,718.	126,718.
5100 SHS FRESH DEL MONTE PRODUCE	136,017.	136,017.
10000 SHS INTEL CORP	221,600.	221,600.
10000 SHS PFIZER INC	206,000.	206,000.
5000 SHS WAL-MART STORES INC	265,700.	265,700.
5000 SHS WASTE MANAGEMENT	186,350.	186,350.
2380 SHS AMGEN INC.	138,873.	138,873.
1550 SHS HERSHEY COMPANY	88,118.	88,118.
8870 SHS TELECOM CP	89,587.	89,587.
15000 SHS DELL	250,050.	250,050.
13000 SHS ALCOA	206,180.	206,180.
2070 SHS GLAXOSMITHKLINE PLC ADRF	88,803.	88,803.
3230 SHS LILLY ELI & COMPANY	121,222.	121,222.
1000 SHS PETROCHINA CO ADR	146,030.	146,030.
5000 SHS USX-MARATHON GROUP	263,400.	263,400.
25000 SHS WESTERN ASSET CLAYMORE TIP 2 FUND	313,000.	313,000.
4220 SHS THE SOUTHERN COMPANY	170,404.	170,404.
9440 SHS DUKE ENERGY CORP NEW	177,755.	177,755.
12000 SHS MICROSOFT CORP	312,000.	312,000.

*VALUES ARE RECORDED AT FAIR MARKET VALUE

THE BIRMINGHAM FOUNDATION

25-0965572

4000 SHS TRANSOCEAN	258,240.	258,240.
3170 SHS PROCTOR & GAMBLE	201,517.	201,517.
4000 SHS FREEPORT MCMORAN COPPER	211,600.	211,600.
3000 SHS ISHARES SILVER TRUST	101,520.	101,520.
8150 SHS GOLD FIELDS LTS NEW ADRF	118,909.	118,909.
10000 SHS WESTERN ASSET INFLATION MAMT IMF	174,000.	174,000.
1370 SHS RALCORP HOLDINGS INC	118,615.	118,615.
4240 SHS PP&L RESOURCES INC	117,999.	117,999.
7500 SHS EBAY INC	242,025.	242,025.
3030 SHS FOREST LABORATORIES INC	114,479.	114,479.
45000 SHS MEVC DRAPER FISHER	595,350.	595,350.
7520 SHS PEOPLES UNITED FINANCIAL INC	101,069.	101,069.
5000 SHS BP PLC ADR	221,450.	221,450.
2510 SHS PHILIP MORRIS INTL INC	167,593.	167,593.
2500 SHS GAZPROM NEFT ADR	58,794.	58,794.
4980 SHS CAMPBELL SOUP COMPANY	172,059.	172,059.
9140 SHS GAP INC	165,434.	165,434.
3368 SHS GENERAL MOTORS CO	102,252.	102,252.
4330 SHSTARGET CORPORATION	203,120.	203,120.
6170 SHS MICROSOFT CORP	160,420.	160,420.
12460 SHS CISCO SYSTEMS INC	194,501.	194,501.
1750 SHS COMPUTER SCIENCES CORP	66,430.	66,430.
5030 SHS CVS CORPORATION	189,027.	189,027.
4425 SHS CAMECO CORP	116,599.	116,599.
5830 SHS MARVELL TECH GROUP LTD	86,080.	86,080.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,686,952.	9,686,952.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE *	FAIR MARKET VALUE
KEYBANK AT 5.45% 3/3/16	270,666.	270,666.
TOTAL TO FORM 990-PF, PART II, LINE 10C	270,666.	270,666.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE *	FAIR MARKET VALUE
VANGUARD INDEX TRUST GROWTH	FMV	472,675.	472,675.
VANGUARD INDEX TRUST VALUE	FMV	437,400.	437,400.
H&Q HEALTHCARE FUND	FMV	159,500.	159,500.
VANGUARD EXT MKT INDEX FD	FMV	1,595,160.	1,595,160.
VANGUARD TOTAL INTERNATIONAL STOCK	FMV		
MKT INDEX FUND		2,050,670.	2,050,670.

*VALUES ARE RECORDED AT FAIR MARKET VALUE

DIVIDEND CAP REALTY INCOME	FMV	76,000.	76,000.
LIBERTY ALL STAR EQUITY FUND	FMV	258,500.	258,500.
NUVEEN FLTG RATE INCM FD	FMV	183,000.	183,000.
GENERAL MOTORS CI A 7//10/2016	FMV	65,527.	65,527.
GENERAL MOTORS CI B 7/10/2016	FMV	48,776.	48,776.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,347,208.	5,347,208.

FORM 990-PF	OTHER ASSETS	STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INVESTMENT INCOME	69,043.	55,567.	55,567.
REFUNDABLE FEDERAL EXCISE TAX	525.	230.	230.
REAL ESTATE LIMITED PARTNERSHIP	450,000.	450,000.	450,000.
PROGRAM RELATED INVESTMENT	50,000.	450,000.	450,000.
NOTE RECEIVABLE FROM BROKER FOR UNSETTLED TRADES	0.	78,964.	78,964.
TO FORM 990-PF, PART II, LINE 15	569,568.	1,034,761.	1,034,761.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
AGENCY LIABILITY	47,732.	0.
NET PAYABLE TO BROKER FOR UNSETTLED PURCHASES	247,347.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	295,079.	0.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
FLOYD R. GANASSI BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	CHAIRMAN EMERITUS 0.00	0.	0.	0.
MIHAI MARCU BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	VICE CHAIR 3.00	0.	0.	0.
TERRY WIRGINIS BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	CHAIRMAN 3.00	0.	0.	0.
MARK S. BIBRO BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	EXEC DIR 40.00	84,872.	7,643.	0.
DON GORDON BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	TREASURER 3.00	0.	0.	0.
HUGO CHURCHILL BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	DIRECTOR 2.00	0.	0.	0.
CAREY A. HARRIS BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	CHAIR, GRANTS 3.00	0.	0.	0.
KENNETH MCCRORY BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	DIRECTOR 2.00	0.	0.	0.
WILLIAM T. SIMMONS, ESQ. BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	DIRECTOR 2.00	0.	0.	0.

EILEEN O. SMITH
BRASHEAR CENTER, 2ND FLOOR 2005
SARAH STREET
PITTSBURGH, PA 15203

SECRETARY

3.00

0.

0.

0.

DUANE W. SWAGER II
BRASHEAR CENTER, 2ND FLOOR 2005
SARAH STREET
PITTSBURGH, PA 15203

ASST. TREASURER

3.00

0.

0.

0.

BETH MARCELLO
BRASHEAR CENTER, 2ND FLOOR 2005
SARAH STREET
PITTSBURGH, PA 15203

DIRECTOR

2.00

0.

0.

0.

MAURITA BRYANT
BRASHEAR CENTER, 2ND FLOOR 2005
SARAH STREET
PITTSBURGH, PA 15203

DIRECTOR

2.00

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

84,872.

7,643.

0.

FORM 990-PF

SUMMARY OF PROGRAM-RELATED INVESTMENTS

STATEMENT 14

DESCRIPTION

CONSISTED OF A REVOLVING CREDIT COMMITMENT TO AN UNRELATED
ENTITY IN WHICH THE PROCEEDS WILL BE USED FOR THE
ACQUISITION OF RESIDENTIAL PROPERTIES IN BLIGHTED OR
DISTRESSED AREAS OF THE SOUTH PITTSBURGH COMMUNITY AND
REHABILITATE THESE PROPERTIES TO TRANSFORM STREETS AND
IMPROVE NEIGHBORHOODS.

AMOUNT

TO FORM 990-PF, PART IX-B, LINE 1

400,000.

THE BIRMINGHAM FOUNDATION			
EIN 25-0965572			
FORM 990-PF, PART XV(a)			
FOR THE YEAR ENDED JUNE 30, 2011			
Organization Name	Project Title	Grant Amount	Project Description
<u>Improving Youth Outcomes</u>			
Amachi Pittsburgh	Mentoring for Children of Incarcerated parents	\$10,000	Locate children and youth in targeted areas and conduct full assessments of their strengths and needs, and identify, train, and match mentors to children in need
Big Brothers Big Sisters	One-to-One Youth Mentoring	\$20,000	Provide community-based and site-based mentoring programs in South Pittsburgh. In the community-based program, youth are paired with mentors and meet for 3-5 hours twice a month in community settings and engage in activities of interest. In the site-based program, youth and mentors meet once a week during the academic year to participate in structured activities, engage in conversation, play board games, and work on homework.
Brashear Association	Holiday Assistance Program	\$20,000	Holiday assistance for low-income families, will provide food gift certificates from Giant Eagle for holiday distribution and food for food pantries.
Brashear Association	South Pittsburgh Coalition for Peace	\$20,000	To continue the Coalition's work in South Pittsburgh by empowering and unifying residents through community education strategies to deal with the challenges faced by children and adolescents in urban communities, which often lead to violence. The Coalition will provide four trainings throughout the year on topics related to the prevention of violence.
Carnegie Library of Pittsburgh	Early Literacy Community Outreach Services	\$20,000	To support critical early literacy outreach services for children in the Carrick and Knoxville neighborhoods, through an early learning outreach initiative that will focus on linking reading, literacy, and learning with social and emotional learning, and teaching parents how to support their children's early learning experiences.
CASA of Allegheny County	Advocacy for Abused and Neglected Children	\$20,000	Provide CASA advocates to children in the court system in South Pittsburgh. CASA advocates review all medical records, and meet with doctors and mental health professionals to serve as a true advocate for all medical and mental health issues.
Compassionate Friends	Contribution	\$2,000	Contribution by request through Thomas Alton Fund.
Divine Intervention Ministries	Divine Intervention Ministries Outreach	\$10,000	Provide current and formerly incarcerated youth and adults with strong, reliable mentors to facilitate a community re-entry and reintegration process.
Junior Achievement	South Pittsburgh Impact Initiative	\$20,000	Introduce to students in South Pittsburgh Junior Achievement's concepts of work readiness, financial literacy, and entrepreneurship, so students learn the tools that will make them successful in the workplace and in life.

Organization Name	Project Title	Grant Amount	Project Description
Lighthouse Cathedral	Lighthouse Youth Enrichment Program	\$80,000	Provide a year-round after-school and Saturday program for at-risk students ages 4-14 in South Pittsburgh, will provide after-school tutoring and assistance, violence prevention program, drug and alcohol education, health and nutrition education, and cultural and community development programs
Mercy Behavioral Health	Summer Healthy Hope Camp	\$1,500	Thomas Brown Alton Fund grant To support a child from South Pittsburgh to attend the Summer Healthy Hope Camp
My Brother's Keeper	Youth Development Program	\$40,000	Program to target at-risk youth ages 14-19 and expose them to different trades and enhance their academic backgrounds Youth are also provided with life skills training such as anger management, how to manage a budget, and job skills and expectations
One Vision One Life	Violence Prevention	\$50,000	Employ a network of culturally competent community coordinators charged with intervening in and mediating street conflicts as well as proactively identifying the individuals most likely to be involved in incidents of violence, as a perpetrator or victim
Pittsburgh Promise	Post-Secondary Education for South Pittsburgh Youth	\$50,000	The Pittsburgh Promise provides scholarships to help students graduating from the Pittsburgh Public Schools to pursue further education after high school, and to enhance the growth, stability, and economic development of the Pittsburgh region
Reading is FUNDamental Pittsburgh	Everybody Wins! And Storymobile	\$20,000	Everybody Wins! is a lunchtime literacy and mentoring program, Storymobile is a library-on-wheels bringing stories, books and parenting resources to housing communities
Reading is FUNDamental Pittsburgh	Books for Keeps and Read to Your Family Programs	\$35,000	Books for Keeps program will provide more than 10,000 books to more than 3,350 children in South Pittsburgh communities, Read to Your Family program gives parents and caregivers a vehicle to integrate reading into everyday life
REAM Recreation Center	REAM Recreation Center Programs	\$25,000	Provide arts, sports, recreation and counseling at the REAM Recreation Center Also, looking to add educational resources, a community garden, and community initiatives to get youth involved in the community
Saltworks Theater	Bully Prevention Programs	\$10,000	Students in grades 3-5 of Pittsburgh Public School will learn to identify bully behavior, how to react if they become a victim, and, most importantly, bystanders will be encouraged to get involved to stop the incident
Strong Women, Strong Girls	South Pittsburgh Program Growth	\$20,000	Group mentoring program that engages 10-12 at-risk girls in grades 3-5 with a team of 2-3 college women to study historical and contemporary female role models and skill-building activities

Organization Name	Project Title	Grant Amount	Project Description
Student Conservation Association	Hilltop Community Conservation Crews	\$30,000	Engage 20 high school students, ages 15-19, from the Hilltop communities in Community Conservation Crews and perform hands-on conservation service projects. Will provide experiential education opportunities, career and financial literacy training, and positive alternatives to risky behaviors that lead to delinquency, truancy, and youth violence.
Urban Youth Action, Inc	Youth Development Program Operation	\$50,000	Funding for the overall operation of the Youth Development Program. Urban Youth Action provides youth workforce development, academic enrichment, financial literacy/entrepreneurship, youth leadership and community service.
Youthplaces	Trade and Educational Mentoring Program	\$30,000	Program aims to provide South Pittsburgh youth, especially ex-offenders, ex-drug dealers, ex-drug users, and ex-gang members ages 18-30 with a quality trade and education program which will prepare them for business and industry occupations.
Youthplaces	Together As One	\$30,000	A comprehensive violence prevention strategy for youth and young adults, ages 16-24. Will target youth most at risk for escalating violence and will address issues contributing to youth violence, provide resources for career and leadership development, and implement community service projects in their neighborhoods.
Youthplaces	Voices Against Violence In-School Programs	\$50,000	The Voices Against Violence program assists at-risk youth attending Brashear and Carrick high schools through in-class assistance, mentoring, parent-teacher conferences, conflict resolution, mediation, and home visits.
Youthplaces	Voices Against Violence Summer Program	\$90,000	A free, safe, and structured summer program at the McKinley Recreation Center for youth ages 6-17, to decrease unsupervised time over the summer months. Breakfast, lunch, and snack provided, as well as sports, activities and field trips.
YouthWorks, Inc	Ready to Work Internship Program	\$37,500	Will provide paid summer internships to YouthWorks participants in South Pittsburgh as part of YouthWorks' programming to provide career exploration, internships, and year-round mentorship.
<u>Improving Health Care Outcomes:</u>			
Catholic Charities Free Health Care Center	Catholic Charities Free Health Care Center	\$30,000	Funding for the Free Health Care Center, which offers medical and dental care to uninsured individuals from South Side, Mt Oliver, and Mt. Washington.
Familylinks	Wellness Program at Allentown Family Treatment Center	\$10,000	Provide a wellness program for women with substance abuse issues at the Family Treatment Center in Allentown. Participants will learn good nutrition, how to cook healthy meals, and will have access to physical fitness facilities.
Greater Pittsburgh Community Food Bank	Pantry Credit and Fresh Produce Programs	\$50,000	Support grocery and fresh produce lines of credit for food assistance agencies in neighborhoods south of Pittsburgh, as well as purchase and distribute additional fresh produce into the community through the Produce to People program.

Organization Name	Project Title	Grant Amount	Project Description
Mission Vision, Inc	Vision of Hope Mobile Eye Clinic	\$10,000	Funding to provide a mobile eye care clinic, which provides free vision screenings and eyewear at Birmingham Clinic and Hilltop Community Health Care Center
Pittsburgh Action Against Rape	Continuation of Core Services and Programs	\$20,000	Help support comprehensive services to sexual assault survivors and their families, and prevention programs for the residents of the South Pittsburgh community
SIDS of PA	SIDS and Sleep Beliefs	\$35,000	Continue to explore why the rate of sleep-related infant death is higher in South Pittsburgh communities than in any other Pittsburgh community, and research on the knowledge, values, and beliefs about safe sleep of infants will yield an intervention specific to South Pittsburgh in order to better serve those families and communities
Venture Outdoors	Youth and Family Programs	\$15,000	Provide families and young people from neighborhoods in South Pittsburgh with healthy outdoor activities, increase family involvement in and support of outdoor activities, and to develop the region's next generation of environmental stewards, civic leaders, and compassionate citizens
<u>Strategy for Neighborhood Development</u>			
Brashear Association	Minority Emergency Preparedness Task Force	\$3,000	Support activities in Arlington Heights in September including, trainings, survey implementation, analysis and project evaluation, Red Cross Ready Kits, CPR kits, CERT kits, and neighborhood Block Watch implementation
Brashear Association	Comprehensive Community Services	\$100,000	Support for comprehensive community services provided to low income residents in South Pittsburgh communities. Programs include the Family Assistance Program, which includes food, holiday, and utility assistance services, the Neighborhood Employment Center, and the Children's Education Program, which provides school-year and summer programs to children enrolled in elementary schools in South Pittsburgh
The Forbes Funds	Nonprofit Summit 2011	\$1,000	Provide \$1,000 in scholarships for South Pittsburgh nonprofit Execs and/or employees to attend the 2011 Nonprofit Summit.
Hilltop Alliance	Wireless Neighborhoods Computer Lab Renovations	\$6,000	Renovations to the computer lab located at 500 Brownsville Road. Renovations include office renovations, access accommodations, and accessible restrooms
Hilltop Economic Development Corporation	Ormsby Park Playground Soil Cleanup Project	\$5,000	Soil testing and cleanup prior to renovation of Ormsby Park Playground
NeighborWorks Western PA	Early Action for Communities in the Hilltop (EACH)	\$25,000	Support to build organizational staff and marketing capacity to meet the challenges associated with foreclosure and the larger housing crisis affecting the Hilltop communities and Mt. Oliver
Pittsburgh Parks Conservancy	McKinley Park Restoration Project	\$25,000	Restore stone wall and stairway, improve a portion of connected walkway, new plantings and grading and drainage improvements, and install park entry signage, bike rack, and trash receptacle
		\$1,126,000	

Applying for a Grant

The grant process will now be conducted through the online system on the foundation's website (<http://foundationcenter.org/grantmaker/birminghamfdn/apply.html>). Grant applicants will first submit a letter of inquiry, and if accepted, will receive email notification to complete a grant application. Grant applicants will be able to copy and paste and/or upload documents straight to the grant application. Applications can also be saved and completed later if not all information is available.

Limitations

Grants are limited to organizations, which qualify as public charity for 501(c)(3) tax exemption.

Grants are not normally made for operating budgets, deficits, fund-raising campaigns, general research, scholarships, political campaigns, or loans.

Grants are not made to individuals, to other private foundations, for sectarian religious activities, or for the efforts to influence legislation unless grant-related.

Grants are awarded for a limited period of time, such as 1-3 years.

Most grant awards will be in the range of \$2,500 to \$50,000.

For more information, contact:

Mark Bibro, Executive Director
The Birmingham Foundation
Brashear Center
2005 Sarah Street, 2nd Floor
Pittsburgh, PA 15203
Phone: (412) 481-2777
Fax: (412) 481-2727
Website: birminghamfoundation.org
Email: info@birmfoundpgh.org

Birmingham Foundation

Grant Guidelines

Grant Criteria

Vision

The Birmingham Foundation was created as a private foundation in May 1996 with assets from the sale of the South Side Hospital. The Foundation seeks grantees who will match its vision and priorities as it invests in the health of the local community. The Foundation serves as a change agent for improved health and wellness in South Pittsburgh through the dynamic use of resources such as grantmaking, information sharing, partnering, and leveraging of assets.

Geographic Focus

The Birmingham Foundation is dedicated to health-related and human services grantmaking in the south communities of Pittsburgh, Pennsylvania, which are served by three zip codes: 15203 (South Side), 15210, (Mt. Oliver and Hilltop communities), and 15211 (Mt. Washington). The neighborhoods in its target area include: Allentown, Arlington, Arlington Heights, Beltzhoover, Bon Air, Carrick, Duquesne Heights, Knoxville, Mt. Oliver, Mt. Washington, and South Side.

Priorities

- > Improve youth outcomes
- > Improve health care outcomes
- > Strategy for neighborhood development

Cross-cutting areas: health disparities and vulnerable populations

The Foundation is dedicated to health and human services grantmaking and it continues to learn from the community and its grantees. As a result, specific initiatives and new priorities may be developed – check the website or contact the office.

Grant Considerations

- > clearly demonstrate the health-related unmet needs of vulnerable populations
- > promote the awareness, safety and strengths of South Pittsburgh residents
- > develop and implement responsive, well-planned and unique programs
- > demonstrate realistic expectations and assure measurable outcomes
- > provide assurance of commitment to the South Pittsburgh community

The Foundation will not be able to fund all the worthwhile proposals it receives.

The Birmingham Foundation

Form 990-PF

Tax year beginning July 1, 2010 and ending June 30, 2011

Other Expenses

Community Initiatives

As part of its vision and mission and in addition to its grantmaking, the Birmingham Foundation also dedicates resources to a number of other evolving initiatives that respond to community needs. During this year, that included:

Houses its biannual report “**Commitment to Change**” in an online, interactive format on the Home page of its website at www.birminghamfoundation.org. The report highlights the work of several grantee organizations the Foundation has funded over the previous 2 years.

Houses an enhanced, up-to-date online edition of the **Birmingham Directory**, a resource guide to health and human services providers in South Pittsburgh on the Foundation’s website www.birminghamfoundation.org.

Creation and publication of the **2011 Summer Fun in the South Guide** for local children, youth and teens is created in partnership with a local providers network (South Consortium) to increase awareness and access to positive summer activities. The Foundation publishes the guide as an insert in the local newspaper, and distributes an additional 6,000 copies to local schools and nonprofit organizations.

The Foundation was fiduciary agent for the **Hilltop Alliance**, a group of service providers that collaborate to create a shared vision and voice for the Hilltop communities.

The Foundation also hosts meetings for the **Minority Emergency Preparedness Task Force**, which assesses the emergency preparedness needs of Hilltop communities.

Technical assistance is also provided on an ongoing basis to grantees, other nonprofit organizations, local officials and community leaders with the purpose of increasing capacity, networking and leveraging other resources.



BIRMINGHAM FOUNDATION

Mark Stephen Bibro,
Executive Director

Board of Directors

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Roberta F. Smith,
Director Emeritus

A grantmaking
organization
dedicated to improved
health & wellness
in South Pittsburgh

Brashear Center
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2nd Floor
Pittsburgh, PA 15203

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info@bfpgh.org
www.birminghamfoundation.org

BIRMINGHAM FOUNDATION Brief Overview

The Birmingham Foundation is a private (independent) community-focused foundation dedicated to health-related and human services grantmaking in South Pittsburgh. Our Board of Directors is guided by this vision statement: *The Foundation serves as a change agent for improved health and wellness in South Pittsburgh through the dynamic use of resources such as grantmaking, information-sharing, partnering and leveraging of assets.*

Founded in 1996 as a private foundation with assets from the sale of South Side Hospital to UPMC, the Birmingham Foundation has awarded over \$9.7 million in grants to over 145 organizations since grantmaking began in 1997. Our target area includes 14 communities, among which are Allentown, Arlington, Beltzhoover, Carrick, Knoxville, Mt. Oliver, Mt. Washington, St. Clair Village and the South Side (zip codes 15203, 15210 and 15211).

Our priority areas include: children's well-being, health access and promotion, senior safety and wellness, capacity-building for organizations, and community life. Focus areas also include vulnerable populations and health disparities. Letters of interest are accepted year-round with grants awarded in March, June & November. Visit our website at www.birminghamfoundation.org or request a copy of *Reflections on a Decade*, our ten-year report, for grant guidelines and award history.

In addition to grantmaking, the Foundation serves as a resource partner to develop and share information and promote collaboration on health-related issues through summits, convening groups, and publications. The latter include, *The Birmingham Directory*, a resource guide to health, human services and community services in South Pittsburgh, *Reweaving the Social Fabric*, a community health assessment, an annual *Summer Fun in the South* youth program guide, and biannual reports. The Foundation has played a role in the formation of several local efforts, including the South Pittsburgh Coalition for Peace and Hilltop Health Ministries Consortium.

The Birmingham Foundation is the recipient of the 2001 Outstanding Foundation Award from the Association of Fundraising Professionals (Western PA.) and the 2001 Community Philanthropic Award from the Mental Health Association of Allegheny County.

The Foundation is ably guided by a very active 11-member Board of Directors which represents the community in making decisions regarding both our grantmaking investments and our financial investments. Board members average 21 site visits annually. Chairman Terry Wirginis, one of five founding members whose commitment continues, leads the Board. Directors include Hugo Churchill, Emeritus Chairmen Floyd Ganassi and Daniel Goetz, Don Gordon, Carey Harris, Mike Marcu, Kenneth McCrory, William Simmons, Eileen Smith, and Biff Swager. Roberta Smith is a *Director Emeritus*.

Foundation staff includes Executive Director Mark Bibro and Administrative Assistant, Chris Mason.

(revised 6/23/08)

The Birmingham Foundation
Form 990 PF
For the year ended June 30, 2011

EIN : 25-0965572

Description of Stock	Shares/\$ Disposed During Yr	Disposal Cost	Proceeds	Realized Gain/(Loss) on Disposals
MUTUAL FUNDS				
VANGUARD EXTENDED MARKET	(1,321)	(30,477)	60,386	29,909
VANGUARD TOTAL INTL	(9,500)	(69,350)	147,630	78,280
SUBTOTAL	(10,821)	(99,827)	208,016	108,189
COMMON STOCKS				
AT&T CORPORATION	(6,600)	(170,175)	185,963	15,788
THE SOUTHERN COMPANY	(480)	(17,085)	18,533	1,448
RALCORP HOLDINGS INC	(1,400)	(77,820)	88,620	10,800
DUKE ENERGY CORP	(1,160)	(16,011)	21,455	5,444
PP&L RESOURCES INC	(540)	(15,161)	13,853	(1,309)
KRAFT FOODS INC	(220)	(6,640)	6,972	332
VALERO ENERGY CORP	(2,920)	(141,898)	48,343	(93,555)
SARA LEE CORP	(680)	(12,715)	10,030	(2,685)
DELL COMPUTER CORP	(10,000)	(176,314)	151,888	(24,426)
AMGEN INCORPORATED	(180)	(11,840)	9,733	(2,107)
MICROSOFT CORP	(360)	(8,333)	9,375	1,042
COMPUTER SCIENCES CORP	(140)	(6,483)	6,940	457
WENDYS ARBYS GROUP CORP	(32,852)	(232,001)	156,917	(75,084)
LILLY ELI & COMPANY	(660)	(34,473)	23,471	(11,002)
PROCTOR AND GAMBLE	(380)	(20,102)	23,442	3,339
HERSHEY COMPANY	(950)	(44,882)	51,607	6,725
WALT DISNEY	(3,800)	(72,646)	153,362	80,715
HECLA MINING COMPANY	(12,000)	(107,629)	98,030	(9,598)
DEVON ENERGY CORP	(1,700)	(130,835)	133,237	2,402
ENSCO PLC ADR	(1,640)	(89,514)	86,666	(2,849)
ENCANA CORPORATION	(4,240)	(129,757)	142,040	12,284
ARCH COAL INC	(4,070)	(118,111)	112,312	(5,799)
EXELON CORPORATION	(3,230)	(129,221)	129,500	279
ELECTRONIC ARTS INC	(6,650)	(125,272)	158,860	33,588
COSTCO WHOLESALE CORP	(1,670)	(75,072)	92,136	17,063
FOREST LABORATORIES INC	(120)	(3,170)	3,959	789
MOSAIC COMPANY	(2,050)	(71,376)	139,845	68,470
GOOGLE INC CLASS A	(500)	(218,134)	222,196	4,062
KBR INC	(2,800)	(37,740)	72,011	34,272
ISHARES SILVER TRUST	(12,000)	(177,493)	440,415	262,922
SMITHFIELD FOODS	(8,810)	(129,447)	202,629	73,183
ANNALY MTG MANAGEMENT	(7,450)	(119,397)	129,004	9,608
FRESH DEL MONT PRF ORDF	(820)	(20,947)	22,095	1,148
GOLD FIELDS LTD NEW ADRF	(3,270)	(29,650)	47,451	17,801
PEOPLES UNITED FINANCIAL INC	(980)	(15,328)	12,829	(2,499)
CVS CORPORATION	(420)	(13,859)	14,985	1,127
CAMECO CORP	(320)	(9,911)	9,757	(154)
BROWN GROUP INC	(1,660)	(127,257)	102,673	(24,584)
MEMO ELECTRONIC MATERIALS	(12,370)	(151,451)	129,303	(22,148)
DEAN FOODS CO	(6,710)	(179,036)	49,622	(129,414)
PHILIP MORRIS INTL INC	(120)	(5,291)	7,902	2,610
ABB LTD ADR	(5,500)	(63,747)	112,975	49,228
GLAXOSMITHKLINE PIC ADRF	(140)	(7,335)	5,552	(1,782)
TELECOM CORP OF NEW ZEALAND	(2,060)	(35,239)	16,020	(19,219)
NOKIA CORP SPON ADR	(4,490)	(127,820)	44,686	(83,134)
TAIWAN SEMICONDUCTR ADR	-	-	3	3
SUBTOTAL	(171,112)	(3,513,618)	3,719,196	205,578
CORPORATE				
NATIONAL CITY	(360,000)	(138,128)	417,348	279,220
GOLDMAN SACHS	(1,500)	(37,119)	36,156	(963)
SUBTOTAL	(361,500)	(175,247)	453,504	278,257
US GOVERNMENT				
FHLB 6 5% RANGE NOTE	(2,000,000)	(1,984,033)	2,000,000	15,967
US TREASURY 1.25% TIP 7/15/2020	(2,000,000)	(2,031,870)	2,085,142	53,272
US TREASURY TIP 2 125% 2/15/2010	(500,000)	(545,430)	567,883	22,453
SUBTOTAL	(4,500,000)	(4,561,333)	4,653,026	91,692
TOTAL		(8,350,025)	9,033,742	683,717