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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

OMB No 1545-0052

2011**For calendar year 2011 or tax year beginning , and ending**

Name of foundation RILEY MABEL LOUISE TR U/WILL		A Employer identification number 04-6278857
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (617) 722-7772
BNY Mellon, N A - P O. BOX 185		
City or town, state, and ZIP code Pittsburgh PA 15230-0185		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ 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) \$ 54,711,393	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	967,699	958,331		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	1,620,602			
	b Gross sales price for all assets on line 6a	16,679,601			
	7 Capital gain net income (from Part IV, line 2)		1,573,230		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	3,473	649	0		
12 Total. Add lines 1 through 11	2,591,774	2,532,210	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	293,025	175,815		117,210
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	1,610	0	0	1,610
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	69,927	30,827	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	353,769	195,511	0	158,258
	24 Total operating and administrative expenses. Add lines 13 through 23	718,330	402,153	0	277,078
	25 Contributions, gifts, grants paid	2,802,983			2,802,983
26 Total expenses and disbursements. Add lines 24 and 25	3,521,313	402,153	0	3,080,061	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-929,539				
b Net investment income (if negative, enter -0-)		2,130,057			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

(HTA)

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Form 990-PF (2011) RILEY MABEL LOUISE TR UWILL

04-6278857

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		0	0	
	2	Savings and temporary cash investments		1,955,617	500,904	500,904
	3	Accounts receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	4	Pledges receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	8	Inventories for sale or use		0	0	
	9	Prepaid expenses and deferred charges			0	
	10 a	Investments—U S and state government obligations (attach schedule)		0	0	0
	b	Investments—corporate stock (attach schedule)		0	0	0
	c	Investments—corporate bonds (attach schedule)		0	0	0
	11	Investments—land, buildings, and equipment basis ▶	0			
	Less accumulated depreciation (attach schedule) ▶	0	0	0	0	
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		43,668,460	45,710,057	48,581,230	
14	Land, buildings, and equipment basis ▶	0				
	Less accumulated depreciation (attach schedule) ▶	0	0	0	0	
15	Other assets (describe ▶ PARTNERSHIP INVESTMENTS)		6,665,683	5,705,458	5,629,259	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		52,289,760	51,916,419	54,711,393	
Liabilities	17	Accounts payable and accrued expenses		0	0	
	18	Grants payable				
	19	Deferred revenue		0	0	
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe ▶)		0	0	
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds		52,289,760	51,916,419	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)		52,289,760	51,916,419		
31	Total liabilities and net assets/fund balances (see instructions)		52,289,760	51,916,419		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	52,289,760
2	Enter amount from Part I, line 27a	2	-929,539
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,235,171
4	Add lines 1, 2, and 3	4	52,595,392
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	678,973
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	51,916,419

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,573,230
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }			3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	2,496,184	54,063,846	0.046171
2009	2,266,373	48,060,510	0.047157
2008	3,015,829	59,290,561	0.050865
2007	3,408,521	66,316,584	0.051398
2006	3,258,191	61,119,896	0.053308
2 Total of line 1, column (d)			2 0.248899
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.049780
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 58,083,242
5 Multiply line 4 by line 3			5 2,891,384
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 21,301
7 Add lines 5 and 6			7 2,912,685
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 3,080,061

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	21,301	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0	
3 Add lines 1 and 2		3	21,301	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	21,301	
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	24,156		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	0		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d	7	24,156		
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,855		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BNY MELLON, N.A. Telephone no ► (617) 722-7772 Located at ► P.O. BOX 185, PITTSBURGH, PA ZIP+4 ► 15230-0185			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, 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 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? ☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 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 2011)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**6b** X**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** N/A**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0

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

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

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

▶ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0

Total number of others receiving over \$50,000 for professional services ► NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	0

Total. Add lines 1 through 3 ► NONE

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	57,695,164
b	Average of monthly cash balances	1b	1,272,594
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	58,967,758
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	58,967,758
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	884,516
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	58,083,242
6	Minimum investment return. Enter 5% of line 5	6	2,904,162

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,904,162
2a	Tax on investment income for 2011 from Part VI, line 5	2a	21,301
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	21,301
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,882,861
4	Recovery of amounts treated as qualifying distributions	4	2,620
5	Add lines 3 and 4	5	2,885,481
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,885,481

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	3,080,061
b	Program-related investments—total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,080,061
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	21,301
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,058,760

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,885,481
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	240,245			
b From 2007	133,292			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	373,537			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 3,080,061				
a Applied to 2010, but not more than line 2a			0	
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 2011 distributable amount				2,885,481
e Remaining amount distributed out of corpus	194,580			
5 Excess distributions carryover applied to 2011 (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	568,117			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	240,245			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	327,872			
10 Analysis of line 9				
a Excess from 2007	133,292			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	194,580			

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 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(I)(3) or ☐ 4942(I)(5)

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

[illegible]

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 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

SEE ATTACHED GUIDELINES

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

NOT APPLICABLE

c. Any submission deadlines

NOT APPLICABLE

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

NOT APPLICABLE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	2,802,983
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	967,699	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory	525990	47,372	18	1,573,230	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a FEDERAL TAX REFUND		0	42	12,750	0
b	OTHER INCOME FROM PARTNERSHIPS	525990	-9,926	01	649	0
c			0		0	0
d			0		0	0
e			0		0	0
12	Subtotal. Add columns (b), (d), and (e)		37,446		2,554,328	0
13	Total. Add line 12, columns (b), (d), and (e)				13	2,591,774

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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?			Yes	No
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

**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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee Robert C. Bower Date 10/17/12 Title TRUSTEE

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

PTIN

Shawn P. Hanlon

[Signature] CPA

10/16/2012

Check ☒ if
self-employed

P00965923

Firm's name ► PRICEWATERHOUSECOOPERS LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219

Phone no	(412) 355-6000
----------	----------------

Long Term CG Distributions	201,329
Short Term CG Distributions	0

Line 11 (990-PF) - Other Income

		3,473	649	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	FEDERAL TAX REFUND	12,750	0	
2	O'CONNOR FUND OTHER INCOME	-7,872	-7,872	
3	USB FUND IV OTHER INCOME	47	47	
4	UBS QUADRANGLE OTHER INCOME	-1,452	-1,452	
5	UBTI		9,926	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 16a (990-PF) - Legal Fees

		1,610	0	0	1,610
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	K&L GATES LLP	1,610			1,610
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		69,927	30,827	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	30,827	30,827		
2	PY EXCISE TAX	19,469			
3	STATE AND LOCAL TAXES	181			
4	FEDERAL TAX WITHHOLDING	2,466			
5	ESTIMATED EXCISE PAYMENTS	16,984			
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	MISC. EXPENSE	118,829			118,829
2	CONSULTING FEES	25,000			25,000
3	OFFICE MANAGEMENT EXPENSES	8,604			8,604
4	STATE AG FEES	500			500
5	COURT COSTS	400			400
6	OTHER ADMINISTRATIVE COSTS	4,925			4,925
7					
8	ISHARES PORTFOLIO DEDUCTIONS	6,747	6,747		
9	O'CONNOR FUND DEDUCTIONS	112,157	112,157		
10	UBS IV DEDUCTIONS	44,123	44,123		
11	UBS QUADRANGLE DEDUCTIONS	10,714	10,714		
12	VARIOUS MEMBERSHIP FEES	21,770	21,770		
13					
14					

353,769

195,511

0

158,258

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

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	OTHER ASSETS		43,668,460	45,710,057	48,581,230
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

	Description	Beginning Balance	Ending Balance	Fair Market Value
1	PARTNERSHIP INVESTMENTS	6,665,683	5,705,458	5,629,259
2				
3				
4				
5				
6				
7				
8				
9				
10				

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

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

1	COST ADJUSTMENT - CUSIP 425067840 HENDERSON - TO BAL TO SEI	1	23,720
2	COST ADJUSTMENT - CUSIP 902995901 UBS PRIVATE EQUITY FUND IV	2	561,401
3	COST ADJUSTMENT - CUSIP 999N00177 UBS QUADRANGLE FUND LLC	3	21,364
4	COST ADJUSTMENT - CUSIP 999Z88217 O'CONNOR FUND OF FUNDS LONG/SHORT	4	479,584
5	WRITERWAYS PROGRAM REPAYMENT PY GRANT	5	2,620
6	CHECK REVERSAL	6	302
7	COST BASIS ADJUSTMENT	7	2
8	ISHARES COST BASIS ADJUSTMENT	8	146,178
9	Total	9	1,235,171

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

1	MELLON OPTIMA CAPITAL GAIN DISTRIBUTION	1	56,115
2	ISHARES ADJUSTMENT	2	242,890
3	O'CONNOR FUND PARTNERSHIP ADJUSTMENT	3	197,763
4	UBS PRIVATE EQUITY IV PARTNERSHIP ADJUSTMENT	4	160,783
5	UBS QUADRANGLE FUND PARTNERSHIP ADJUSTMENT	5	21,422
6	Total	6	678,973

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

		Amount		Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
		Long Term CG Distributions	Short Term CG Distributions									
		201,329	0		16,478,272	0	15,106,371	1,371,901	0	0	0	1,371,901
	Kind(s) of Property Sold											
1	BNY MELLON INTERMEDIATE BD-M	05569M814		12/17/2009	9/20/2011	150,000	0	147,256	2,744		0	2,744
2	BNY MELLON BOND FUND-M	05569M830		10/16/2000	9/20/2011	1,000,000	0	934,426	65,574		0	65,574
3	BNY MELLON BOND FUND-M	05569M830		12/16/2010	9/20/2011	4,101	0	3,961	140		0	140
4	BNY MELLON BOND FUND-M	05569M830		10/16/2000	9/20/2011	95,899	0	89,610	6,289		0	6,289
5	BNY MELLON EMERGING MKTS-M	05569M855		12/21/2007	9/20/2011	241,758	0	498,131	-256,373		0	-256,373
6	BNY MELLON EMERGING MKTS-M	05569M855		12/22/2006	9/20/2011	23,684	0	50,134	-26,450		0	-26,450
7	BNY MELLON EMERGING MKTS-M	05569M855		12/21/2007	9/20/2011	36,944	0	76,122	-39,178		0	-39,178
8	BNY MELLON EMERGING MKTS-M	05569M855		12/18/2003	9/20/2011	72,613	0	128,041	-55,428		0	-55,428
9	DREYFUS HIGH YIELD-I	261980759		7/1/2008	9/20/2011	90,000	0	95,534	-5,534		0	-5,534
10	ISHARES S&P 500 INDEX FUND	464287200		1/29/2004	1/19/2011	511,658	0	449,352	62,306		0	62,306
11	ISHARES S&P 500 INDEX FUND	464287200		1/30/2004	1/19/2011	5,756,478	0	5,042,162	714,316		0	714,316
12	ISHARES S&P 500 INDEX FUND	464287200		1/30/2004	9/20/2011	1,577,146	0	1,459,086	118,050		0	118,050
13	ISHARES S&P 500 INDEX FUND	464287200		12/22/2003	9/20/2011	1,454,384	0	1,297,556	156,828		0	156,828
14	ISHARES BARCLAYS AGGREGATE BON	464287226		9/19/2008	9/20/2011	1,100,828	0	1,010,475	90,353		0	90,353
15	ISHARES MSCI EAFE INDEX FD	464287465		9/17/2007	9/20/2011	1,296,581	0	1,996,228	-699,647		0	-699,647
16	ISHARES S & P MIDCAP 400	464287507		12/22/2003	9/20/2011	1,007,301	0	665,982	341,319		0	341,319
17	ISHARES COHEN & STEERS RLTY	464287564		6/21/2002	9/20/2011	413,550	0	263,663	149,887		0	149,887
18	ISHARES COHEN & STEERS RLTY	464287564		6/18/2002	9/20/2011	290,808	0	182,518	108,290		0	108,290
19	ISHARES S&P GSCI COMMODITY-IND	46428R107		7/6/2009	9/20/2011	458,495	0	536,899	-80,404		0	-80,404
20	ISHARES S&P GSCI COMMODITY-IND	46428R107		12/16/2009	9/20/2011	98,524	0	91,770	6,754		0	6,754
21	ISHARES S&P GSCI COMMODITY-IND	46428R107		7/6/2009	9/20/2011	48,832	0	40,083	8,749		0	8,749
22	ISHARES ST GAIN	46428R107		1/1/2011	12/31/2011	10,429	0	0	10,429		0	10,429
23	ISHARES LT GAIN	46428R107		1/1/2010	12/31/2011	238,232	0	0	238,232		0	238,232
24	O'CONNOR FUND ST GAIN	999999999		1/1/2011	12/31/2011	80,274	0	0	80,274		0	80,274
25	O'CONNOR FUND LT GAIN	999999999		1/1/2010	12/31/2011	197,392	0	0	197,392		0	197,392
26	USB IV LT GAIN	999999999		1/1/2010	12/31/2011	194,575	0	0	194,575		0	194,575
27	UBS QUADRANGLE LT GAIN	999999999		1/1/2010	12/31/2011	29,441	0	0	29,441		0	29,441
28	UBTI	999999999		4/5/2011	6/5/2011	2,345	0	47,372	-45,027		0	-45,027
29						0	0	0	0		0	0
30						0	0	0	0		0	0
31						0	0	0	0		0	0
32						0	0	0	0		0	0
33						0	0	0	0		0	0
34						0	0	0	0		0	0

1

5/

Part

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

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

	Date	Amount
1 Credit from prior year return		1 7,172
2 First quarter estimated tax payment	5/10/2011	2 4,242
3 Second quarter estimated tax payment	6/9/2011	3 6,371
4 Third quarter estimated tax payment	9/12/2011	4 6,371
5 Fourth quarter estimated tax payment		5
6 Other payments		6
7 Total		7 24,156

RILEY MABEL LOUISE TR UWILL

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

Name

CHELSEA EDUCATION FOUNDATION

Street

500 BROADWAY

City

CHELSEA

State

MA

Zip Code

02150

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

100,000

Name

GIRL SCOUTS OF EASTERN MASSACHUSETTS

Street

95 BERKLEY ST

City

BOSTON

State

MA

Zip Code

02116

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

75,000

Name

CODMAN ACADEMY FOUNDATION

Street

637 WASHINGTON ST

City

DORCHESTER

State

MA

Zip Code

02124

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

100,000

Name

FRIENDS OF EXCEL ACADEMY, INC

Street

1150 SARATOGA ST

City

EAST BOSTON

State

MA

Zip Code

02128

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

GENERATIONS INCORPORATED

Street

25 KINGSTON ST, 4TH FLOOR

City

BOSTON

State

MA

Zip Code

02111

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

60,000

Name

ISABELLA STEWART GARDNER MUSEUM

Street

2 PALACE ROAD

City

BOSTON

State

MA

Zip Code

02115

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

RILEY MABEL LOUISE TR U/WILL

04-6278857 Page 2 of 8

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

METROPOLITAN BOSTON HOUSING PARTNERSHIP

Street

125 LINCOLN ST, 5TH FLOOR

City

BOSTON

State

MA

Zip Code

02111

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

THE SUMMER FUND

Street

55 COURT ST, STE 250

City

BOSTON

State

MA

Zip Code

02108

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

75,000

Name

POPE JOHN PAUL II CATHOLIC ACADEMY

Street

66 BROOKS DRIVE

City

BRAintree

State

MA

Zip Code

02184

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

DORCHESTER BAY ECONOMIC DEVELOPMENT CORP

Street

594 COLUMBIA RD, STE 302

City

DORCHESTER

State

MA

Zip Code

02125

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

100,000

Name

ELIZABETH STONE HOUSE

Street

P.O. BOX 300039

City

JAMAICA PLAIN

State

MA

Zip Code

02130

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

FRANKLIN PARK COALITION

Street

P.O. BOX 302333

City

BOSTON

State

MA

Zip Code

02130

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

75,000

RILEY MABEL LOUISE TR U-WILL

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

Name

PAUL REVERE MEMORIAL ASSOCIATION

Street

19 NORTH SQUARE

City

BOSTON

State

MA

Zip Code

02113

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

75,000

Name

PINE STREET INN

Street

444 HARRISON AVE

City

BOSTON

State

MA

Zip Code

02118

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

ROSE FITZGERALD KENNEDY GREENWAY CONSERVANCY

Street

185 KNEELAND ST

City

BOSTON

State

MA

Zip Code

02111

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

100,000

Name

FAMILY NURTURING CENTER OF MASS

Street

200 BOWDOIN ST

City

DORCHESTER

State

MA

Zip Code

02122

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

170,000

Name

FRIENDS OF DUDLEY BRANCH LIBRARY INC

Street

36 WENONAH ST

City

DORCHESTER

State

MA

Zip Code

02121

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

1,615

Name

ST PATRICK'S CHURCH

Street

10 MAGAZINE ST

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

8,800

RILEY MABEL LOUISE TR UWILL

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

Name

VINE STREET COMMUNITY CENTER

Street

3399 DUDLEY ST

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

5,000

Name

MADISON PARK DEVELOPMENT CORP

Street

184 DUDLEY ST, STE 102

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

5,000

Name

FOUNDATION FOR A GREEN FUTURE INC

Street

4 ARCHDALE ROAD

City

BOSTON

State

MA

Zip Code

02131

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

2,568

Name

MUSEUM OF FINE ARTS, BOSTON

Street

465 HUNTINGTON AVE

City

BOSTON

State

MA

Zip Code

02115

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

250,000

Name

A BETTER TOMORROW SERVICES, INC

Street

3 CHARLTON ST

City

EVERETT

State

MA

Zip Code

02149

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

25,000

Name

BOSTON CHINATOWN NEIGHBORHOOD CENTER

Street

885 WASHINGTON ST

City

BOSTON

State

MA

Zip Code

02111

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

RILEY MABEL LOUISE TR U/WILL

04-6278857 Page 5 of 8

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

THE BOSTON FOUNDATION

Street

75 ARLINGTON ST

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

75,000

Name

BOSTON RENAISSANCE CHARTER SCHOOL

Street

1415 HYDE PARK AVE

City

HYDE PARK

State

MA

Zip Code

02136

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

COMMUNITY MUSIC CENTER OF BOSTON INC

Street

34 WARREN AVE, SOUTH END

City

BOSTON

State

MA

Zip Code

02136

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

HUNTINGTON THEATRE COMPANY

Street

264 HUNTINGTON AVE

City

BOSTON

State

MA

Zip Code

02115

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

MASSACHUSETTS COLLEGE OF ART AND DESIGN

Street

621 HUNTINGTON AVE

City

BOSTON

State

MA

Zip Code

02115

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

100,000

Name

NORTHEASTERN UNIVERSITY COLLEGE OF PROFESSIONAL STUDIES

Street

360 HUNTINGTON AVE

City

BOSTON

State

MA

Zip Code

02115

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

RILEY MABEL LOUISE TR UWILL

04-6278857 Page 6 of 8

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

Name

UNIVERSITY OF MASSACHUSETTS FOUNDATION INC

Street

100 MORRISSET BLVD

City

BOSTON

State

MA

Zip Code

02125

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

ZUMIX, INC

Street

260 SUMNER ST

City

EAST BOSTON

State

MA

Zip Code

02128

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

75,000

Name

ACTORS' SHAKESPEARE PROJECT

Street

191 HIGHLAND AVE, #2B

City

SOMERVILLE

State

MA

Zip Code

02143

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

INNERCITY WEIGHTLIFTING

Street

P.O. BOX 171313

City

BOSTON

State

MA

Zip Code

02117

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

75,000

Name

BESSIE TART WILSON INITIATIVE FOR CHILDREN

Street

42 BERKLEY ST, 3RD FLOOR

City

BOSTON

State

MA

Zip Code

02116

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

HOME FUNDERS COLLABORATIVE LLC

Street

75 ARLINGTON ST

City

BOSTON

State

MA

Zip Code

02115

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

100,000

RILEY MABEL LOUISE TR U-WILL

04-6278857 Page 7 of 8

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

Name

NATIVITY-BOSTON INC

Street

39 LAMARTINE ST

City

JAMAICA PLAIN

State

MA

Zip Code

02130

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

RAISING A READER MA

Street

9 B HAMILTON PLACE, 3RD FLOOR

City

BOSTON

State

MA

Zip Code

02108

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

YWCA BOSTON

Street

140 CLARENDON ST, STE 403

City

BOSTON

State

MA

Zip Code

02116

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

HYDE SQUARE TASK FORCE

Street

375 CENTER ST

City

BOSTON

State

MA

Zip Code

02116

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

75,000

Name

CRITTENTON WOMEN'S UNION

Street

318 BROADWAY

City

CHELSEA

State

MA

Zip Code

02150

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

100,000

Name

BRIDGE OVER TROUBLED WATERS, INC

Street

47 WEST ST

City

BOSTON

State

MA

Zip Code

02111

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

75,000

RILEY MABEL LOUISE TR UWILL

04-6278857 Page 8 of 8

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

Recipient(s) paid during the year

Name

CENTER FOR TEEN EMPOWERMENT, INC

Street

48 RUTLAND ST

City

BOSTON

State

MA

Zip Code

02118

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATIONAL

Amount

50,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0



Mabel Louise Riley Foundation

GUIDELINES

FOR

GRANT APPLICANTS

General

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

Program Interests

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

The Trustees' current priorities include:

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

Funding Availability

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

Eligibility

- ☒ Requests are considered only from 501(c)(3) nonprofit organizations incorporated under the laws of Massachusetts. In recent years, the Foundation's grantmaking has focused on the city of Boston and vicinity with occasional support for projects in other areas of Massachusetts.
- ☒ Applicants whose formal grant requests have been denied must wait one full year before reapplying. Grant recipients should expect to wait two full years before submitting a new request.

Areas in which grants are NOT normally made

- ☒ Charitable activities outside of Massachusetts will not be funded. Support of projects outside the city of Boston and vicinity is limited.
- ☒ Grants to defray annual deficits, for regular operating budgets, or as the sole source of support for an agency will not usually be granted.
- ☒ Grants to governmental agencies and grants on behalf of individuals for personal needs, travel, research, loans or scholarships will not be made.
- ☒ Grants for political purposes will not be made.

Application Procedures

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

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

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

***Application
Procedures
(continued)***

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

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

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

***Proposal
Deadlines***

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

Contact

- ☞ The Foundation has authorized its staff to review all proposals and to represent them in contacts with applicants
- ☞ The Trustees intend to maintain their practice of making selective field visits and/or meetings with the applicants.

***For further
information,
please contact:***

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

Attn: Nancy A. Saunders

Telephone: 617-399-1850

Fax: 617-399-1851

Email: info@rileyfoundation.com

*Riley
Foundation
Trustees*

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

* Representing Bank of New York Mellon

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

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

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

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

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
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10109338004	RILEY MABEL LOU 007565302		ADVANTAGE GLOBAL ALPHA-I	26,178 01	308,115 19	300,000 00
10109338004	RILEY MABEL LOU 05569M301		BNY MELLON INCOME STOCK-M	344,827 58	2,255,172 41	2,000,000 00
10109338004	RILEY MABEL LOU 05569M475		BNY MELLON FOC EQ OPP-M	197,616 14	2,219,229 33	2,505,007 90
10109338004	RILEY MABEL LOU 05569M780		BNY MELLON S/T US GOV SECS-M	131,640 33	1,612,594 05	1,621,000 00
10109338004	RILEY MABEL LOU 05569M814		BNY MELLON INTERMEDIATE BD-M	43,461 05	566,297 48	559,778 68
10109338004	RILEY MABEL LOU 05569M830		BNY MELLON BOND FUND-M	136,238 13	1,814,691 92	1,706,622 12
10109338004	RILEY MABEL LOU 05569M855		BNY MELLON EMERGING MKTS-M	294,677 11	2,607,892 45	2,858,129 10
10109338004	RILEY MABEL LOU 261967830		DREYFUS INFILTN ADJ SEC-INST	51,376 53	711,564 98	639,159 78
10109338004	RILEY MABEL LOU 261980494		DREYFUS EMG MKT DEBT LOC C-I	40,205 00	529,097 91	537,496 81
10109338004	RILEY MABEL LOU 261980759		DREYFUS HIGH YIELD-I	40,945 43	254,680 59	268,602 04
10109338004	RILEY MABEL LOU 261986582		DREYFUS GLOBAL REAL ES SEC-I	84,434 65	569,933 92	575,000 00
10109338004	RILEY MABEL LOU 26203E604		DREYFUS/NEWTON INTERN EQTY-I	54,508 79	792,557 94	1,050,886 75
10109338004	RILEY MABEL LOU 425067840		HENDERSON INTL OPP FUND-A	175,440 67	3,131,616 08	3,618,615 86
10109338004	RILEY MABEL LOU 46428R107		ISHARES S&P GSCI COMMODITY-I	12,374 00	408,094 52	347,820 77
10109338004	RILEY MABEL LOU 464287200		ISHARES S&P 500 INDEX FUND	109,891 00	13,841,870 36	11,564,376 96
10109338004	RILEY MABEL LOU 464287226		ISHARES BARCLAYS AGGREGATE B	9,307 00	1,026,096 75	941,108 02
10109338004	RILEY MABEL LOU 464287507		ISHARES S & P MIDCAP 400	21,879 00	1,916,819 19	1,246,345 68
10109338004	RILEY MABEL LOU 464287564		ISHARES COHEN & STEERS RLTY	7,714 00	541,677 08	328,498 31
10109338004	RILEY MABEL LOU 48121A670		HIGHBRIDGE DYNAMIC COMM STRA	22,799 68	390,558 67	457,342 17
10109338004	RILEY MABEL LOU 487300501		KEELEY SMALL CAP VAL FD-A	77,173 42	1,786,564 70	882,735 16
10109338004	RILEY MABEL LOU 63872T885		ASG GLOBAL ALTERNATIVES FUND	121,832 35	1,259,746 59	1,250,000 00
10109338004	RILEY MABEL LOU 78356A160		RYDEX MANAGED FUTURES STRATE	56,565 65	1,361,535 39	1,400,000 00
10109338004	RILEY MABEL LOU 86271F677		DREYFUS SELECT MGER S/C VL-I	21,781 60	378,346 39	356,796 60
10109338004	RILEY MABEL LOU 86271F727		DREYFUS US EQUITY FUND-I	184,229 91	2,610,537 95	2,500,000 00
10109338004	RILEY MABEL LOU 86271F818		DREYFUS PREM STRAT GLBL ST-I	82,706 26	1,092,549 69	1,013,428 33
10109338004	RILEY MABEL LOU 87234N765		TCW EMERGING MARKETS INCOME	77,764 27	640,777 64	640,000 00
10109338004	RILEY MABEL LOU 902995901		UBS PRIVATE EQUITY FUND IV L	2,449,144 00	2,449,144 00	2,449,144 00
10109338004	RILEY MABEL LOU 922042858		VANGUARD MSCI EMERGING MARKE	74,700 00	2,854,287 00	3,389,126 59
10109338004	RILEY MABEL LOU 991061052		CRA (BNY MELLON, N A , MEMBE	359,794 29	359,794 29	359,794 29
10109338004	RILEY MABEL LOU 991061052		CRA (BNY MELLON, N A , MEMBE	126,694 94	126,694 94	126,694 94
10109338004	RILEY MABEL LOU 999N00177		UBS QUADRANGLE FUND, L L C	412,896 00	412,896 00	412,896 00
10109338004	RILEY MABEL LOU 999Z86567		MELLON OPTIMA L/S STRATEGY F	16,835 42	1,506,418 32	1,500,000 00
10109338004	RILEY MABEL LOU 999Z88217		O'CONNOR FUND OF FUNDS LONG	2,000,000 00	2,359,124 00	2,495,597 00

TOTAL FOR ACCT#10109338004

54,696,977 72 51,902,003 86

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
10109338110	RILEY M FBO FAM 991061052		CRA (BNY MELLON, N A , MEMBE	738 93	738 93	738 93
10109338110	RILEY M FBO FAM 991061052		CRA (BNY MELLON, N A , MEMBE	13,676 06	13,676 06	13,676 06
TOTAL FOR ACCT#10109338110				14,414 99	14,414 99	

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return. See instructions	RILEY MABEL LOUISE TR UWILL	☒ 04-6278857
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	BNY Mellon, N.A. - P O BOX 185	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Pittsburgh PA 15230-0185	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

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

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

Telephone No ► (617) 722-7772 FAX No ► _____

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2011 or

► ☐ tax year beginning _____, and ending _____

- 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	\$	21,301
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	\$	24,156
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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

(HTA)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

Enter filer's identifying number, see instructions

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

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

04

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

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

- The books are in the care of ☒ BNY MELLON, N A
Telephone No ☒ (617) 722-7772 FAX No ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/15/2012
- 5 For calendar year 2011, or other tax year beginning _____, and ending _____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension **ADDITIONAL TIME IS REQUESTED TO ACQUIRE THE INFORMATION REQUIRED TO COMPLETE AND ACCURATE RETURN**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$	27,464
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	27,464
c Balance due Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0

Signature and Verification must be completed for Part II only.

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

Signature  Title ☒ EA Date ☒ 7/26/12