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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2011

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

For calendar year 2011 or tax year beginning

JUL 1, 2011

and ending

JUN 30, 2012

Name of foundation

BEACON FOUNDATION INC.

Number and street (or P.O. box number if mail is not delivered to street address)

101 KAPPA DRIVE

Room/suite

City or town, state, and ZIP code

PITTSBURGH, PA 15238

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☒ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

\$ 45,995,018. (Part I, column (d) must be on cash basis)

J Accounting method:

☐ Cash☒ Accrual☐ Other (specify)

A Employer identification number

20-2734721

B Telephone number

(412) 963-6200

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐Foreign organizations meeting the 85% test,
2. check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**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	3,597,726.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	669,218.	669,218.	669,218.	STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,660,892.			
b Gross sales price for all assets on line 6a	16,557,115.			
7 Capital gain net income (from Part IV, line 2)		1,660,892.		
8 Net short-term capital gain			N/A	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	<32,956.>	<32,956.>	<32,956.>	STATEMENT 2
12 Total. Add lines 1 through 11	5,894,880.	2,297,154.	636,262.	
13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees	STMT 3 123,948.	123,948.	0.	0.
17 Interest	74.	74.	0.	0.
18 Taxes	STMT 4 30,828.	30,828.	0.	0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	STMT 5 15.	15.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23	154,865.	154,865.	0.	0.
25 Contributions, gifts, grants paid	4,905,036.			4,905,036.
26 Total expenses and disbursements. Add lines 24 and 25	5,059,901.	154,865.	0.	4,905,036.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	834,979.			
b Net investment income (if negative, enter -0-)		2,142,289.		
c Adjusted net income (if negative, enter -0-)			636,262.	

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	92,509.	15,419,783.	15,419,783.
	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	76,680.	65,852.	65,852.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 6	41,984,871.	27,503,404.	30,509,383.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	42,154,060.	42,989,039.	45,995,018.	
Liabilities	17 Accounts payable and accrued expenses	13,525.	13,525.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	13,525.	13,525.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	42,140,535.	42,975,514.	
30 Total net assets or fund balances	42,140,535.	42,975,514.		
31 Total liabilities and net assets/fund balances	42,154,060.	42,989,039.		

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	42,140,535.
2 Enter amount from Part I, line 27a	2	834,979.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	42,975,514.
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	42,975,514.

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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				
b SEE ATTACHED STATEMENT				
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				
b				
c				
d				
e 16,557,115.		14,961,945.	1,660,892.	
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				
b				
c				
d				
e			1,660,892.	
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	1,660,892.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	45,931.

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))
2010	4,074,604.	44,364,802.	.091843
2009	4,090,206.	34,933,889.	.117084
2008	3,761,851.	30,860,893.	.121897
2007	2,688,676.	33,619,825.	.079973
2006	3,738,268.	32,821,336.	.113897
2 Total of line 1, column (d)			2 .524694
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 .104939
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 37,458,689.
5 Multiply line 4 by line 3			5 3,930,877.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 21,423.
7 Add lines 5 and 6			7 3,952,300.
8 Enter qualifying distributions from Part XII, line 4			8 4,905,036.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	21,423.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	21,423.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	21,423.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	65,852.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6d	
b Exempt foreign organizations - tax withheld at source		7	65,852.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	44,429.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 44,429. Refunded			

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
1b 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
1c 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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?		
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) 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 2011 or the taxable year beginning in 2011 (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 STMT 7		X

N/A

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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>HOWARD PLUNG</u> Telephone no. ► <u>412-281-8771</u> Located at ► <u>4 GATEWAY CENTER, 9TH FLOOR PITTSBURGH, PA</u> ZIP+4 ► <u>15222</u>			
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 <u>N/A</u>			
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?	<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 type="checkbox"/> Yes <input checked="" 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <input type="checkbox"/>	1b
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	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 2011?		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)?

Organizations relying on a current notice regarding disaster assistance check here

☒

5b

X

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870.

6b

X

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

☐ Yes ☒ No

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	24,718,894.
b	Average of monthly cash balances	1b	13,281,362.
c	Fair market value of all other assets	1c	28,870.
d	Total (add lines 1a, b, and c)	1d	38,029,126.
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	38,029,126.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	570,437.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,458,689.
6	Minimum investment return. Enter 5% of line 5	6	1,872,934.

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	1,872,934.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	21,423.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	21,423.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,851,511.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,851,511.
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	1,851,511.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,905,036.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,905,036.
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	21,423.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,883,613.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,851,511.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	2,196,907.			
b From 2007	1,155,739.			
c From 2008	2,251,351.			
d From 2009	2,374,226.			
e From 2010	1,887,192.			
f Total of lines 3a through e	9,865,415.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	4,905,036.			
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				1,851,511.
e Remaining amount distributed out of corpus	3,053,525.			
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	12,918,940.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	2,196,907.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	10,722,033.			
10 Analysis of line 9:				
a Excess from 2007	1,155,739.			
b Excess from 2008	2,251,351.			
c Excess from 2009	2,374,226.			
d Excess from 2010	1,887,192.			
e Excess from 2011	3,053,525.			

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
32 MASONIC LEARNING CENTER FOR CHILDREN 3579 MASONIC WAY PITTSBURGH, PA 15237	NONE	EXEMPT	CHARITABLE	2,500.
ACHIEVEMENT CENTERS FOR CHILDREN 4255 NORTHFIELD ROAD HIGHLAND HILLS, OH 44128	NONE	EXEMPT	CHARITABLE	10,000.
ADAGIO HEALTH 960 PENN AVE, SUITE 600 PITTSBURGH, PA 15222	NONE	EXEMPT	CHARITABLE	5,000.
AGENCY FOR JEWISH LEARNING 2740 BEECHWOOD BLVD PITTSBURGH, PA 15217	NONE	EXEMPT	CHARITABLE	110,000.
AGEWELL PITTSBURGH 5738 FORBES AVENUE PITTSBURGH, PA 15217	NONE	EXEMPT	CHARITABLE	5,000.
Total			SEE CONTINUATION SHEET(S)	4,905,036.
b Approved for future payment				
NONE				
Total				0.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

BEACON FOUNDATION INC.

Employer identification number

20-2734721

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization BEACON FOUNDATION INC.	Employer identification number 20-2734721
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GIANT EAGLE INC. 101 KAPPA DRIVE PITTSBURGH, PA 15238	\$ 3,597,726.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

BEACON FOUNDATION INC.**20-2734721****Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization	Employer identification number
BEACON FOUNDATION INC.	20-2734721

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
AKRON CANTON REGIONAL FOODBANK 350 OPPORTUNITY PARKWAY AKRON, OH 44307	NONE	EXEMPT	CHARITABLE	10,000.
ALEPH INSTITUTE 5804 BEACON STREET PITTSBURGH, PA 15217	NONE	EXEMPT	CHARITABLE	15,000.
ALLEGHENY VALLEY SCHOOL 1996 EWINGS MILL ROAD CORAOPOLIS, PA 15108	NONE	EXEMPT	CHARITABLE	5,000.
ALTA HOUSE 12515 MAYFIELD CLEVELAND, OH 44110	NONE	EXEMPT	CHARITABLE	5,000.
AMERICAN FRIENDS OF BEIT ISSIE SHAPIRO 51 EAST 42ND ST 11TH FLOOR NEW YORK, NY 10017	NONE	EXEMPT	CHARITABLE	15,000.
AMERICAN FRIENDS OF ISRAEL WAR DISABLED FOUNDATION 915 DORSET DRIVE NORTHBROOK, IL 60062	NONE	EXEMPT	CHARITABLE	180.
AMERICAN FRIENDS OF THE UNION 4905 FIFTH AVENUE PITTSBURGH, PA 15213	NONE	EXEMPT	CHARITABLE	10,000.
THE ANIMAL RESCUE LEAGUE OF WESTERN PA INC 6620 HAMILTON AVENUE PITTSBURGH, PA 15206	NONE	EXEMPT	CHARITABLE	5,000.
ANTI-DEFAMATION LEAGUE OF B'NAI B'RITH 50 PUBLIC SQUARE #1904 CLEVELAND, OH 44113	NONE	EXEMPT	CHARITABLE	3,000.
THE AUGUST WILSTON CENTER FOR AFRICAN AMERICAN CULTURE 200 ROSS ST 12TH FLOOR PITTSBURGH, PA 15219	NONE	EXEMPT	CHARITABLE	30,000.
Total from continuation sheets				4,772,536.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BALLOU SKIES, INC 3 PENN CENTER WEST, SUITE 411 PITTSBURGH, PA 15276	NONE	EXEMPT	CHARITABLE	5,000.
BBYO 2020 K STREET NW, 7TH FLOOR WASHINGTON, DC 20006	NONE	EXEMPT	CHARITABLE	10,000.
BEACON STREET PERFORMING ARTS IN MINISTRY PO BOX 21029 CLEVELAND, OH 44121	NONE	EXEMPT	CHARITABLE	7,000.
BIG BROTHERS BIG SISTERS OF CLEVELAND 4614 PROSPECT AVE, STE 410 CLEVELAND, OH 44103	NONE	EXEMPT	CHARITABLE	3,000.
BIRTHRIGHT ISRAEL FOUNDATION PO BOX 1784 NEW YORK, NY 10156	NONE	EXEMPT	CHARITABLE	50,000.
BLESSING HOUSE 5440 GROVE AVENUE LORAIN, OH 44055	NONE	EXEMPT	CHARITABLE	5,000.
BOYS HOPE GIRLS HOPE NE OHIO 9619 GARFIELD BLVD GARFIELD HEIGHTS, OH 44125	NONE	EXEMPT	CHARITABLE	20,000.
THE BRUCE E. HANEY CHARITABLE FUND FIVE PPG PLACE SUITE 250 PITTSBURGH, PA 15222	NONE	EXEMPT	CHARITABLE	20,000.
CANCER CARING CENTER 4117 LIBERTY AVENUE PITTSBURGH, PA 15224	NONE	EXEMPT	CHARITABLE	5,000.
CANTON SYMPHONY ORCHESTRA 1001 MARKET AVENUE N CANTON, OH 44702	NONE	EXEMPT	CHARITABLE	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CARNEGIE MELLON UNIVERSITY 5000 FORBES STREET PITTSBURGH, PA 15213	NONE	EXEMPT	CHARITABLE	305,000.
CARNEGIE MUSEUMS OF PITTSBURGH 4400 FORBES AVENUE PITTSBURGH, PA 15213	NONE	EXEMPT	CHARITABLE	10,000.
CENTER FOR FAMILIES AND CHILDREN 5955 RIDGE ROAD CLEVELAND, OH 44129	NONE	EXEMPT	CHARITABLE	5,000.
CHAGRIN VALLEY RECREATIONAL COUNCIL 400 E. WASHINGTON CHAGRIN FALLS, OH 44022	NONE	EXEMPT	CHARITABLE	3,000.
CHILDREN'S HOSPITAL OF PITTSBURGH 3705 FIFTH AVENUE PITTSBURGH, PA 15213	NONE	EXEMPT	CHARITABLE	100,000.
CHILDREN'S MUSEUM OF CLEVELAND 10730 EUCLID AVENUE CLEVELAND, OH 44106	NONE	EXEMPT	CHARITABLE	5,000.
CITY MISSION 5310 CARNEGIE AVENUE CLEVELAND, OH 44103	NONE	EXEMPT	CHARITABLE	5,000.
CITY THEATRE 1300 BINGHAM STREET PITTSBURGH, PA 15203	NONE	EXEMPT	CHARITABLE	20,000.
CLEVELAND CENTRAL CATHOLIC HIGH SCHOOL 6550 BAXTER AVENUE CLEVELAND, OH 44105	NONE	EXEMPT	CHARITABLE	20,000.
CLEVELAND FOODBANK 1557 EAST 27TH STREET CLEVELAND, OH 44114	NONE	EXEMPT	CHARITABLE	25,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CLEVELAND HEARING AND SPEECH CENTER 11635 EUCLID AVENUE CLEVELAND, OH 44106	NONE	EXEMPT	CHARITABLE	4,000.
CLEVELAND INSTITUTE OF ART 11141 EAST BOULEVARD CLEVELAND, OH 44106	NONE	EXEMPT	CHARITABLE	3,500.
CLEVELAND INSTITUTE OF MUSIC 11021 EAST BOULEVARD CLEVELAND, OH 44106	NONE	EXEMPT	CHARITABLE	3,500.
CLEVELAND MUSEUM OF ART 11150 EAST BOULEVARD CLEVELAND, OH 44106	NONE	EXEMPT	CHARITABLE	10,000.
CLEVELAND MUSEUM OF NATURAL HISTORY 1 WADE OVAL DRIVE CLEVELAND, OH 44106	NONE	EXEMPT	CHARITABLE	5,000.
CLEVELAND ORCHESTRA 1422 EUCLID AVENUE #256 CLEVELAND, OH 44115	NONE	EXEMPT	CHARITABLE	20,000.
CLEVELAND PLAYHOUSE 7401 DETOUR AVENUE CLEVELAND, OH 44103	NONE	EXEMPT	CHARITABLE	5,000.
CLEVELAND RAPE CRISIS CENTER 1370 ONTORIO STREET #420 CLEVELAND, OH 44113	NONE	EXEMPT	CHARITABLE	5,000.
CLEVELAND SIGHT CENTER 1909 EAST 101ST STREET CLEVELAND, OH 44106	NONE	EXEMPT	CHARITABLE	5,000.
COLLEGE NOW GREATER CLEVELAND 200 PUBLIC SQUARE, SUITE 3820 CLEVELAND, OH 44114	NONE	EXEMPT	CHARITABLE	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COMMUNITY CENTER AND LIBRARY 1220 POWER RUND ROAD PITTSBURGH, PA 15238	NONE	EXEMPT	CHARITABLE	15,000.
COMMUNITY DAY SCHOOL OF PITTSBURGH 6401-07 FORBES AVENUE PITTSBURGH, PA 15217	NONE	EXEMPT	CHARITABLE	35,000.
CORNUCOPIA 18120 SLOANE AVENUE LAKEWOOD, OH 44107	NONE	EXEMPT	CHARITABLE	5,000.
CRAY YOUTH AND FAMILY SERVICES 711 N JEFFERSON STREET NEW CASTLE, PA 16101	NONE	EXEMPT	CHARITABLE	5,000.
CROHN'S & COLITIS FOUNDATION 1635 MARKET STREET PHILADELPHIA, PA 19103	NONE	EXEMPT	CHARITABLE	20,000.
DIVERSITY CENTER OF NORTHEAST 3645 WARRENSVILLE CENTER CLEVELAND, OH 44122	NONE	EXEMPT	CHARITABLE	3,000.
DOMESTIC VIOLENCE CENTER 3288 WEST 58TH STREET CLEVELAND, OH 44102	NONE	EXEMPT	CHARITABLE	6,000.
EASTER SEALS WESTERN PA 632 FORT DUQUESNE BLVD PITTSBURGH, PA 15222	NONE	EXEMPT	CHARITABLE	2,000.
EL BARRIO 2001 WEST 65TH STREET CLEVELAND, OH 44102	NONE	EXEMPT	CHARITABLE	5,000.
ESPERANZA, INC. 3104 WEST 25TH STREET CLEVELAND, OH 44109	NONE	EXEMPT	CHARITABLE	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
EXTRA MILE EDUCATION FOUNDATION 111 BOULEVARD OF THE ALLIES PITTSBURGH, PA 15222	NONE	EXEMPT	CHARITABLE	60,000.
FAIRHILL PARTNERS 12200 FAIRHILL ROAD #B414 CLEVELAND, OH 44120	NONE	EXEMPT	CHARITABLE	5,000.
FIELDSTONE FARM 16497 SYNDER ROAD CHGRIN FALLS, OH 44023	NONE	EXEMPT	CHARITABLE	2,500.
FRED ROGERS CENTER FOR EARLY LEARNING AND CHILDRENS MEDIA 300 FRASER PURCHASE ROAD LATROBE, PA 15650	NONE	EXEMPT	CHARITABLE	5,000.
FRIENDS OF BREAKTHROUGH CHARTER SCHOOLS 9711 LAMONT AVENUE CLEVELAND, OH 44106	NONE	EXEMPT	CHARITABLE	10,000.
FRIENDSHIP CIRCLE OF PITTSBURGH 251 CARRON STREET PITTSBURGH, PA 15206	NONE	EXEMPT	CHARITABLE	5,000.
GATEWAY REHABILITATION CENTER 5818 FORBES AVENUE PITTSBURGH, PA 15217	NONE	EXEMPT	CHARITABLE	12,500.
THE GATHERING PLACE 23300 COMMERCE PARK BEECHWOOD, OH 44122	NONE	EXEMPT	CHARITABLE	10,000.
GOODWILL OF SOUTHWESTERN PA 118 52ND STREET PITTSBURGH, PA 15201	NONE	EXEMPT	CHARITABLE	12,500.
GREAT LAKES SCIENCE CENTER 601 ERIESIDE AVENUE CLEVELAND, OH 44114	NONE	EXEMPT	CHARITABLE	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
GREAT LAKES THEATRE 1501 EUCLID AVENUE, STE 300 CLEVELAND, OH 44115	NONE	EXEMPT	CHARITABLE	5,000.
GREATER CLEVELAND HABITAT FOR HUMANITY 2110 W 110TH STREET CLEVELAND, OH 44102	NONE	EXEMPT	CHARITABLE	10,000.
GREATER CLEVELAND VOLUNTEERS 4614 PROSPECT AVE, STE 205 CLEVELAND, OH 44103	NONE	EXEMPT	CHARITABLE	6,500.
HADASSAH GREATER PITTSBURGH CHAPTER 1824 MURRAY AVENUE PITTSBURGH, PA 15217	NONE	EXEMPT	CHARITABLE	5,000.
HALE FARM AND VILLAGE 2686 OAK HILL FARM BATH, OH 44210	NONE	EXEMPT	CHARITABLE	2,500.
HATTIE LARLHAM FOUNDATION 7996 DARROW RD, STE 10 TWINSBURG, OH 44087	NONE	EXEMPT	CHARITABLE	5,000.
HILLEL ACADEMY 5685 BEACON STREET PITTSBURGH, PA 15217	NONE	EXEMPT	CHARITABLE	35,000.
HILLEL JEWISH UNIVERSITY CENTER 4607 FORBES AVENUE PITTSBURGH, PA 15213	NONE	EXEMPT	CHARITABLE	45,000.
HIRAM HOUSE CAMP 33775 HIRAM TRAIL CHAGRIN FALLS, OH 44022	NONE	EXEMPT	CHARITABLE	5,000.
IDEASTREAM CHARITABLE 1375 EUCLID AVENUE CLEVELAND, OH 44115	NONE	EXEMPT	CHARITABLE	6,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
JEWISH ASSISTANCE FUND 5743 BARTLETT STREET PITTSBURGH, PA 15217	NONE	EXEMPT	CHARITABLE	5,000.
JEWISH ASSOCIATION ON AGING 200 JHF DRIVE PITTSBURGH, PA 15217	NONE	EXEMPT	CHARITABLE	10,000.
JEWISH COMMUNITY CENTER OF GREATER PGH 5738 FORBES AVENUE PITTSBURGH, PA 15217	NONE	EXEMPT	CHARITABLE	50,000.
JEWISH FAMILY & CHILDREN'S SERVICES 5743 BARTLETT STREET PITTSBURGH, PA 15217	NONE	EXEMPT	CHARITABLE	16,666.
JEWISH FAMILY SERVICE OF CLEVELAND 24075 COMMERCE PARK ROAD BEACHWOOD, OH 44122	NONE	EXEMPT	CHARITABLE	5,000.
JEWISH FEDERATION OF CLEVELAND 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122	NONE	EXEMPT	CHARITABLE	25,000.
JEWISH FEDERATION OF GREATER PITTSBURGH 234 MCKEE PLACE PITTSBURGH, PA 15213	NONE	EXEMPT	CHARITABLE	2,288,747.
JEWISH NATIONAL FUND 1015 CHESTNUT STREET PHILADELPHIA, PA 19103	NONE	EXEMPT	CHARITABLE	25,000.
JEWISH WOMEN'S LEAGUE 2336 SHADY AVENUE PITTSBURGH, PA 15217	NONE	EXEMPT	CHARITABLE	52,750.
JOB EXPLORATION TRAINING 89 E. HOWE ROAD TALLMADGE, OH 44278	NONE	EXEMPT	CHARITABLE	7,192.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
JOSEPH'S HOME 2412 COMMUNITY COLLEGE AVE CLEVELAND, OH 44115	NONE	EXEMPT	CHARITABLE	7,500.
JUVENILE DIABETES RESEARCH FOUNDATION 6100 ROCKSIDE WOODS BLVD INDEPENDENCE, OH 44131	NONE	EXEMPT	CHARITABLE	5,000.
JUVENILE DIABETES RESEARCH FOUNDATION 960 PENN AVENUE PITTSBURGH, PA 15222	NONE	EXEMPT	CHARITABLE	5,000.
KOLLEL JEWISH LEARNING CENTER 5808 BEACON STREET PITTSBURGH, PA 15217	NONE	EXEMPT	CHARITABLE	25,000.
LADIES HOSPITAL AID SOCIETY 3459 FIFTH AVENUE PITTSBURGH, PA 15213	NONE	EXEMPT	CHARITABLE	3,000.
LAKEWOOD DEPARTMENT OF HUMAN SERVICES 16024 MADISON AVENUE LAKEWOOD, OH 44107	NONE	EXEMPT	CHARITABLE	7,500.
LAUREL HIGHLANDS COUNCIL 1275 BEDFORD AVENUE PITTSBURGH, PA 15219	NONE	EXEMPT	CHARITABLE	5,000.
LEAD PITTSBURGH 625 LIBERTY AVENUE, STE 3110 PITTSBURGH, PA 15222	NONE	EXEMPT	CHARITABLE	12,500.
THE LEUKEMIA & LYMPHOMA SOCIETY 2401 PENNSYLVANIA AVENUE PHILADELPHIA, PA 19130	NONE	EXEMPT	CHARITABLE	3,500.
LIFESHARE 105 CLEVELAND ST ELYRIA, OH 44035	NONE	EXEMPT	CHARITABLE	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LITTLEST HEROES 32000 AURORA ROAD SOLOM, OH 44139	NONE	EXEMPT	CHARITABLE	5,000.
MAGEE-WOMENS HOSPITAL OF UPMC FORBES AVE & HALKET ST PITTSBURGH, PA 15213	NONE	EXEMPT	CHARITABLE	5,000.
MAGNIFICAT HIGH SCHOOL 20770 HILLIARD BLVD ROCKY RIVER, OH 44116	NONE	EXEMPT	CHARITABLE	10,000.
MAJOR STUART ADAM WOLFER CHARITABLE 101 KAPPA DRIVE PITTSBURGH, PA 15238	NONE	EXEMPT	CHARITABLE	300.
MAKE-A-WISH FOUNDATION 1422 EUCLID AVENUE #239 CLEVELAND, OH 44115	NONE	EXEMPT	CHARITABLE	12,500.
MALACHI HOUSE 2810 CLINTON AVENUE CLEVELAND, OH 44113	NONE	EXEMPT	CHARITABLE	6,000.
MATTRESS FACTORY 500 SAMPSONIA WAY PITTSBURGH, PA 15212	NONE	EXEMPT	CHARITABLE	5,000.
MAY DUGAN MULTI-SERVICE CENTER 4115 BRIDGE AVENUE CLEVELAND, OH 44113	NONE	EXEMPT	CHARITABLE	7,500.
MENTAL HEALTH AMERICA - ALLEGHENY COUNTY 1945 FIFTH AVENUE PITTSBURGH, PA 15219	NONE	EXEMPT	CHARITABLE	1,000.
METRO CATHOLIC HIGH SCHOOL 1910 WEST 54TH STREET CLEVELAND, OH 44102	NONE	EXEMPT	CHARITABLE	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
METROHEALTH FOUNDATION 2500 METROHEALTH DRIVE CLEVELAND, OH 44109	NONE	EXEMPT	CHARITABLE	20,000.
MID-OHIO FOODBANK 3960 BROOKHAM DRIVE GROVE CITY, OH 43123	NONE	EXEMPT	CHARITABLE	15,834.
MUSEUM OF CONTEMPORARY ART 11400 EUCLID AVENUE CLEVELAND, OH 44106	NONE	EXEMPT	CHARITABLE	5,000.
NEAR WEST THEATRE 6514 DETROIT AVENUE CLEVELAND, OH 44102	NONE	EXEMPT	CHARITABLE	10,000.
NEW AVENUES TO INDEPENDENCE INC 17608 EUCLID AVENUE CLEVELAND, OH 44112	NONE	EXEMPT	CHARITABLE	2,000.
NOTRE DAME COLLEGE 4545 COLLEGE ROAD SOUTH EUCLID, OH 44121	NONE	EXEMPT	CHARITABLE	12,500.
ONCOLOGY NURSING SOCIETY FOUNDATION 501 HOLIDAY DRIVE PITTSBURGH, PA 15220	NONE	EXEMPT	CHARITABLE	1,000.
ONE ISRAEL FUND 1175 WEST BROADWAY HEWLETT, NY 11557	NONE	EXEMPT	CHARITABLE	15,000.
PITTSBURGH AIDS TASK FORCE 5913 PENN AVENUE PITTSBURGH, PA 15222	NONE	EXEMPT	CHARITABLE	7,500.
PENNSYLVANIA RESOURCES COUNCIL 3606 PROVIDENCE ROAD NEWTOWN SQUARE, PA 19073	NONE	EXEMPT	CHARITABLE	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PERSAD CENTER 5150 PENN AVENUE PITTSBURGH, PA 15224	NONE	EXEMPT	CHARITABLE	10,000.
PHIPPS CONSERVATORY AND BOTANICAL GARDENS SCHENLEY PARK PITTSBURGH, PA 15213	NONE	EXEMPT	CHARITABLE	56,667.
PITTSBURGH AREA JEWISH COMMITTEE 2345 MURRAY AVE, STE 210 PITTSBURGH, PA 15217	NONE	EXEMPT	CHARITABLE	10,000.
PITTSBURGH BALLET THEATRE 1071 WINDERMERE DRIVE SWISSVALE, PA 15218	NONE	EXEMPT	CHARITABLE	30,000.
PITTSBURGH CULTURAL TRUST 223 4TH AVENUE PITTSBURGH, PA 15222	NONE	EXEMPT	CHARITABLE	10,000.
PITTSBURGH OPERA 2425 LIBERTY AVENUE PITTSBURGH, PA 15222	NONE	EXEMPT	CHARITABLE	35,000.
PITTSBURGH PROMISE FIVE PPG PLACE SUITE 250 PITTSBURGH, PA 15222	NONE	EXEMPT	CHARITABLE	100,000.
THE PITTSBURGH PUBLIC THEATRE ONE ALLEGHENY SQUARE PITTSBURGH, PA 15212	NONE	EXEMPT	CHARITABLE	17,500.
PITTSBURGH SYMPHONY ORCHESTRA 600 PENN AVENUE PITTSBURGH, PA 15222	NONE	EXEMPT	CHARITABLE	185,000.
PLAYHOUSE SQUARE FOUNDATION 1501 EUCLID AVENUE, STE 200 CLEVELAND, OH 44115	NONE	EXEMPT	CHARITABLE	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
POLICY MATTERS OHIO 3631 PERKINS AVE SUIT 4C-EAST CLEVELAND, OH 44114	NONE	EXEMPT	CHARITABLE	3,000.
POWER PITTSBURGH 900 FIFTH AVENUE 4TH FLOOR PITTSBURGH, PA 15219	NONE	EXEMPT	CHARITABLE	10,000.
PROJECT LEARN OF CLEVELAND 2728 EUCLID AVENUE, #400 CLEVELAND, OH 44115	NONE	EXEMPT	CHARITABLE	3,000.
PROJECT LOVE 5244 MAYFIELD RD, 2ND FLOOR LYNDHURST, OH 44124	NONE	EXEMPT	CHARITABLE	6,000.
PROVIDENCE HOUSE 2037 W 32ND STREET CLEVELAND, OH 44113	NONE	EXEMPT	CHARITABLE	8,000.
RECOVERY RESOURCES 3950 CHESTER AVENUE CLEVELAND, OH 44114	NONE	EXEMPT	CHARITABLE	3,000.
ROCKY RIVER COMMUNITY SENIORS COUNCIL INC 21014 HILLIARD BLVD ROCKY RIVER, OH 44116	NONE	EXEMPT	CHARITABLE	5,000.
SALVATION ARMY OF CLEVELAND 2507 E. 22ND STREET CLEVELAND, OH 44115	NONE	EXEMPT	CHARITABLE	10,000.
SECOND HARVEST FOODBANK OF MAHONING 2805 SALT SPRINGS ROAD YOUNGSTOWN, OH 44509	NONE	EXEMPT	CHARITABLE	10,000.
SEEDS OF LITERACY 3104 WEST 25TH ST, 3RD FLOOR CLEVELAND, OH 44109	NONE	EXEMPT	CHARITABLE	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SQUIRRELL HILL HEALTH CENTER 200 JHF DRIVE PITTSBURGH, PA 15217	NONE	EXEMPT	CHARITABLE	100,000.
ST. MALACHI CENTER 2416 SUPERIOR VIADUCT CLEVELAND, OH 44113	NONE	EXEMPT	CHARITABLE	5,000.
ST. MALACHI PARISH 2459 WASHINGTON AVE CLEVELAND, OH 44115	NONE	EXEMPT	CHARITABLE	5,000.
ST. MARTIN DES PORRES HIGH SCHOOL 6111 LAUSCHE AVENUE CLEVELAND, OH 44103	NONE	EXEMPT	CHARITABLE	35,000.
STELLA MARIS, INC. 1302 WASHINGTON AVE CLEVELAND, OH 44113	NONE	EXEMPT	CHARITABLE	7,500.
SUSAN G. KOMEN BREAST CANCER FOUNDATION 1133 S BRADDOCK AVENUE PITTSBURGH, PA 15218	NONE	EXEMPT	CHARITABLE	7,500.
THE SPROUT FUND 5423 PENN AVENUE PITTSBURGH, PA 15222	NONE	EXEMPT	CHARITABLE	15,000.
THREE RIVERS ADOPTION COUNCIL 220 GRANT STREET PITTSBURGH, PA 15219	NONE	EXEMPT	CHARITABLE	5,000.
UNITED NEGRO COLLEGE FUND 702 A NORTH 2ND STREET PHILADELPHIA, PA 19123	NONE	EXEMPT	CHARITABLE	2,500.
URBAN COMMUNITY SCHOOL 4909 LORAIN AVENUE CLEVELAND, OH 44102	NONE	EXEMPT	CHARITABLE	12,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
VINTAGE 401 N HIGHLAND AVENUE PITTSBURGH, PA 15206	NONE	EXEMPT	CHARITABLE	10,000.
VOCATIONAL GUIDANCE SERVICES 2239 EAST 55TH STREET CLEVELAND, OH 44103	NONE	EXEMPT	CHARITABLE	5,000.
WARREN CIVIC MUSIC ASSOCIATION 307 4TH AVENUE WARREN, PA 16365	NONE	EXEMPT	CHARITABLE	200.
WEIZMANN INSTITUTE OF SCIENCE 633 THIRD AVENUE NEW YORK, NY 10017	NONE	EXEMPT	CHARITABLE	20,000.
WEST SIDE CATHOLIC CENTER 3135 LORAIN AVENUE CLEVELAND, OH 44113	NONE	EXEMPT	CHARITABLE	15,000.
WEST SIDE ECUMENICAL MINISTRY 5209 DETROIT AVENUE CLEVELAND, OH 44102	NONE	EXEMPT	CHARITABLE	10,000.
WOODLANDS FOUNDATION 134 SHENOT ROAD WEXFORD, PA 15090	NONE	EXEMPT	CHARITABLE	25,000.
WORKING ANIMALS GIVING SERVICE FOR KIDS 112 EAST CENTER STREET BEREA, OH 44017	NONE	EXEMPT	CHARITABLE	3,000.
WORLD AFFAIRS COUNCIL 2640 ONE MELLON CENTER PITTSBURGH, PA 15219	NONE	EXEMPT	CHARITABLE	5,000.
YESHIVA SCHOOLS 2100 WIGHTMAN STREET PITTSBURGH, PA 15217	NONE	EXEMPT	CHARITABLE	35,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

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	MELLON PRIVATE EQUITY FUND IV LP			
b	MELLON PRIVATE EQUITY FUND IV LP			
c	MELLON PRIVATE EQUITY FUND V LP			
d	MELLON PRIVATE EQUITY FUND V LP			
e	57,787 SHARES VANGUARD INFLATION PROTECTED	P	VARIOUS	08/26/11
f	1,410,042 SHARES VANGUARD INFLATION PROTECTED	P	VARIOUS	08/26/11
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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			104.
b			18,163.
c			4,812.
d			42,643.
e	648,713.	607,698.	41,015.
f	15,908,402.	14,354,247.	1,554,155.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 104.
b			18,163.
c			** 4,812.
d			42,643.
e			** 41,015.
f			1,554,155.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	1,660,892.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	45,931.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BNY MELLON BANK, N.A. - DIVIDENDS	583,130.	0.	583,130.
BNY MELLON BANK, N.A. - INTEREST DIVIDENDS FROM PARTNERSHIPS	79,206. 3,451.	0. 0.	79,206. 3,451.
INTEREST FROM PARTNERSHIPS	3,431.	0.	3,431.
TOTAL TO FM 990-PF, PART I, LN 4	669,218.	0.	669,218.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LOSS FROM PARTNERSHIP INTEREST	<31,923.>	<31,923.>	<31,923.>
MISCELLANEOUS LOSS	<1,033.>	<1,033.>	<1,033.>
TOTAL TO FORM 990-PF, PART I, LINE 11	<32,956.>	<32,956.>	<32,956.>

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES - BNY MELLON BANK, N.A.	105,448.	105,448.	0.	0.
MANAGEMENT FEES - YANNI PARTNERS	13,750.	13,750.	0.	0.
MANAGEMENT FEES - OTHER	4,750.	4,750.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	123,948.	123,948.	0.	0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL TAX EXPENSE	30,828.	30,828.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	30,828.	30,828.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PA REGISTRATION FEE	15.	15.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	15.	15.	0.	0.	

FOOTNOTES				STATEMENT	6
FORMERLY GIANT EAGLE FOUNDATION					

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISRAEL BOND DATED 11/15/2006	COST	500,000.	499,980.
ISRAEL BOND DATED 10/15/2005	COST	1,000,000.	1,000,000.
ISRAEL BOND DATED 05/08/2009	COST	920,000.	920,000.
VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	COST	8,163,247.	6,955,290.
VANGUARD TOTAL STOCK MARKET INDEX FUND	COST	16,186,977.	20,089,438.
MELLON PRIVATE EQUITY FUND IV LP	COST	348,497.	477,900.
MELLON PRIVATE EQUITY FUND V LP	COST	384,683.	566,775.
TOTAL TO FORM 990-PF, PART II, LINE 13		27,503,404.	30,509,383.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 8
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
GIANT EAGLE, INC.	101 KAPPA DRIVE PITTSBURGH, PA 15238

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 9
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHARLES PORTER 101 KAPPA DRIVE PITTSBURGH, PA 15238	DIRECTOR	0.	0.	0.
GERALD CHAIT 101 KAPPA DRIVE PITTSBURGH, PA 15238	DIRECTOR	0.	0.	0.
EDWARD MORAVITZ 101 KAPPA DRIVE PITTSBURGH, PA 15238	DIRECTOR	0.	0.	0.
NORMAN WEIZENBAUM 101 KAPPA DRIVE PITTSBURGH, PA 15238	DIRECTOR	0.	0.	0.
DAVID SHAPIRA 101 KAPPA DRIVE PITTSBURGH, PA 15238	DIRECTOR	0.	0.	0.
LOUIS PLUNG 4 GATEWAY CENTER, 9TH FLOOR PITTSBURGH, PA 15222	DIRECTOR	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.