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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

2012

Open to Public Inspection.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation RILEY MABEL LOUISE TR UWILL		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
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) \$ 58,538,112	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)
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					
4 Dividends and interest from securities		1,102,318	1,128,582		
5 a Gross rents					
b Net rental income or (loss)					
6 a Net gain or (loss) from sale of assets not on line 10		997,486			
b Gross sales price for all assets on line 6a 10,958,692					
7 Capital gain net income (from Part IV, line 2)			997,486		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		164,409	164,409		
12 Total. Add lines 1 through 11		2,264,213	2,290,477	0	
13 Compensation of officers, directors, trustees, etc		281,920	169,152		112,768
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)		11,734			11,734
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)		149,993			149,993
17 Interest					
18 Taxes (attach schedule) (see instructions)		42,240	22,932		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		92			92
22 Printing and publications					
23 Other expenses (attach schedule)		178,809	136,169		42,640
24 Total operating and administrative expenses. Add lines 13 through 23		664,788	328,253	0	317,227
25 Contributions, gifts, grants paid		2,800,682			2,800,682
26 Total expenses and disbursements. Add lines 24 and 25		3,465,470	328,253	0	3,117,909
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-1,201,257			
b Net investment income (if negative, enter -0-)			1,962,224		
c Adjusted net income (if negative, enter -0-)				0	

For Paperwork Reduction Act Notice, see instructions.

HTA

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	500,904	14,321	14,321
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	45,710,057	46,385,230	54,366,727
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ PARTNERSHIP INVESTMENTS)	5,705,458	3,836,413	4,157,064
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	51,916,419	50,235,964	58,538,112
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	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	51,916,419	50,235,964	
	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)	51,916,419	50,235,964	
	31 Total liabilities and net assets/fund balances (see instructions)	51,916,419	50,235,964	

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	51,916,419
2 Enter amount from Part I, line 27a	2	-1,201,257
3 Other increases not included in line 2 (itemize) ▶ SEE ATTACHED STATEMENT	3	3,934,388
4 Add lines 1, 2, and 3	4	54,649,550
5 Decreases not included in line 2 (itemize) ▶ SEE ATTACHED STATEMENT	5	4,413,586
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	50,235,964

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 See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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
b			0
c			0
d			0
e			0

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			0
b			0
c			0
d			0
e			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	997,486
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.

1 Enter the appropriate amount in each column for each year, see the 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))
2011	3,058,760	58,083,242	0.052662
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

2 Total of line 1, column (d)	2	0.248253
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	0.049651
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	56,793,216
5 Multiply line 4 by line 3	5	2,819,840
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,622
7 Add lines 5 and 6	7	2,839,462
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	3,117,909

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	19,622	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	19,622	
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	19,622	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	18,855		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	23,855		
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,233		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 4,233 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 Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ _____ (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? 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
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?	N/A	
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	
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? 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 2012, 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012)	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 2012?	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)?

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**

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

☐ Yes ☐ No**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

☐ Yes ☒ No**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?**5b** N/A**6b** X**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see 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		
	00	0		
	00	0		
	00	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		

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	
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	56,597,012
b	Average of monthly cash balances	1b	1,061,075
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	57,658,087
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	57,658,087
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	864,871
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	56,793,216
6	Minimum investment return. Enter 5% of line 5	6	2,839,661

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	2,839,661
2a	Tax on investment income for 2012 from Part VI, line 5	2a	19,622
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	19,622
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,820,039
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,820,039
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	2,820,039

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	3,117,909
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	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,117,909
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	19,622
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,098,287

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,820,039
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	133,292			
b From 2008				
c From 2009				
d From 2010				
e From 2011	194,580			
f Total of lines 3a through e	327,872			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 3,117,909				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				2,820,039
e Remaining amount distributed out of corpus	297,870			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	625,742			
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				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	133,292			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	492,450			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	194,580			
e Excess from 2012	297,870			

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 2012, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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]

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed .

c "Support" alternative test—enter.

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see 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 or e-mail 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	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 See Attached Statement				
Total			3a	2,800,682
b Approved for future payment NONE				
Total			3b	NONE

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

THE SALVATION ARMY

Street

147 BERKELEY STREET

City

BOSTON

State

MA

Zip Code

02116-5197

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

Name

CODMAN ACADEMY FOUNDATION

Street

637 WASHINGTON STREET

City

DORCHESTER

State

MA

Zip Code

02124

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

Name

USS CONSTITUTION MUSEUM

Street

P O BOX 291812

City

BOSTON

State

MA

Zip Code

02129

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

75,000

Name

MUJERES UNIDAS AVANZANDO

Street

54 CLAYTON STREET

City

DORCHESTER

State

MA

Zip Code

02122

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

KIPP MASSACHUSETTS

Street

25 BESSOM STREET

City

LYNN

State

MA

Zip Code

01902

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

Name

BIRD UPHAMS COMMUNITY CENTER

Street

500 COLUMBIA ROAD

City

DORCHESTER

State

MA

Zip Code

02125

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

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

BOSTON SCHOOLYARD FUNDERS COLLABORATIVE

Street

ONE CENTER PLAZA, SUITE 350

City

BOSTON

State

MA

Zip Code

02108

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

Name

CATHOLIC CHARITABLE VUREAU OF THE ARCHDIOCESE OF BOSTON

Street

51 SLEEPER STREET

City

BOSTON

State

MA

Zip Code

02210

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

Name

ENGLISH FOR NEW BOSTONIANS

Street

105 CHAUNCY STREET, 9TH FLOOR

City

BOSTON

State

MA

Zip Code

02111

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

FENWAY HIGH SCHOOL FUND

Street

174 IPSWICH STREET

City

BOSTON

State

MA

Zip Code

02215

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

25,000

Name

FRIENDS OF THE CHILDREN'S TRUST FUND

Street

56 COURT STREET

City

BOSTON

State

MA

Zip Code

02118

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

GREATER BOSTON FOOD BANK

Street

70 SOUTH BAY AVENUE

City

BOSTON

State

MA

Zip Code

02118

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

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

HOME FOR LITTLE WANDERERS

Street

271 HUNTINGTON AVENUE

City

BOSTON

State

MA

Zip Code

02115

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

65,000

Name

MUSEUM OF AFRICAN AMERICAN HISTORY

Street

14 BEACON STREET, SUITE 719

City

BOSTON

State

MA

Zip Code

02108

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

75,000

Name

THE FOOD PROJECT

Street

P O BOX 705

City

LINCOLN

State

MA

Zip Code

01773

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

Name

2012 GRANT DUDLEY YOUTH COUNCIL

Street

504 DUDLEY STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,292

Name

EMORY WASHINGTON FISHING EXPEDITION - VINE STREET COMMUNITY CENTER

Street

339 DUDLEY STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

NIGERIAN YOUTH ORGANIZATION

Street

PO BOX 191039

City

BOSTON

State

MA

Zip Code

02119

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

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

SUMMER JAZZ CONCERTS - ROXBURY ACTION PROGRAM

Street

16 CENTER STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

ASSOCIATED GRANT MAKERS FBO THE SUMMER FUND

Street

55 COURT ST, STE 520

City

BOSTON

State

MA

Zip Code

02108

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

75,000

Name

CAMPAIGN FOR CATHOLIC SCHOOLS FBO 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 OPERATING

Amount

50,000

Name

SMART FROM THE START

Street

60 CLAYTON STREET

City

DORCHESTER

State

MA

Zip Code

02122

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

Name

BIG BROTHERS BIG SISTERS OF MASSACHUSETTS BAY

Street

75 FEDERAL STREET 8TH FLOOR

City

BOSTON

State

MA

Zip Code

02122-1007

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

Name

BOSTON LANDMARKS ORCHESTRA

Street

10 GUEST ST, STE 280

City

BOSTON

State

MA

Zip Code

02135

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

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**

BOSTON PREPARATORY CHARTER PUBLIC SCHOOL

Street

1286 HYDE PARK AVE

City

HYDE PARK

State

MA

Zip Code

02136

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

ORCHARD GARDENS RESIDENT ASSOCIATION - VINE STREET COMMUNITY CENTER

Street

339 DUDLEY STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,250

Name

WE ARE FAMILY - METCO, INC

Street

40 DIMOCK STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

CITY OF SADDLE HORSEBACK RIDING - NEIGHBORHOOD NETWORK CENTER

Street

402-B BLUE HALL AVENUE

City

DORCHESTER

State

MA

Zip Code

02121

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

4,140

Name

BOSTON CHINATOWN NEIGHBORHOOD CENTER

Street

885 WASHINGTON STREET

City

BOSTON

State

MA

Zip Code

02111

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

NORTHEASTERN UNIVERSITY, COLLEGE OF PROFESSIONAL STUDIES

Street

360 HUNTINGTON AVENUE

City

BOSTON

State

MA

Zip Code

02115

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

RILEY MABEL LOUISE TR U-WILL

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

Recipient(s) paid during the year

Name

BOSTON CENTER FOR THE ARTS

Street

539 TREMONT STREET

City

BOSTON

State

MA

Zip Code

02116

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

FAMILIES UNITED IN EDUCATIONAL LEADERSHIP

Street

561 BOYLSTON STREET

City

BOSTON

State

MA

Zip Code

02116

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

HORIZONS FOR HOMELESS CHILDREN

Street

1705 COLUMBUS AVENUE

City

ROXBURY

State

MA

Zip Code

02116

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

MATHPOWER

Street

13 LAKE HALL, 360 HUNTINGTON AVENUE

City

BOSTON

State

MA

Zip Code

02115

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

NORTH BENNET STREET SCHOOL

Street

39 NORTH BENNET STREET

City

BOSTON

State

MA

Zip Code

02113

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

Name

SPORTSMEN'S TENNIS AND ENRICHMENT CENTER

Street

950 BLUE HILL AVENUE

City

DORCHESTER

State

MA

Zip Code

02124

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

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

STREETS SAFE BOSTON

Street

75 ARLINGTON STREET, 10TH FLOOR

City

BOSTON

State

MA

Zip Code

02116

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

RADIO NHA-TERRA - ST. PATRICK'S CHURCH

Street

10 MAGAZINE STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

ST. PATRICK'S YOUTH - SOCCER PROGRAM

Street

10 MAGAZINE STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

BESSIE TARTT WILSON INITIATIVE

Street

142 BERKELEY STREET, 3RD FLOOR

City

BOSTON

State

MA

Zip Code

02116

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

CHELSEA COLLABORATIVE, INC

Street

318 BROADWAY

City

CHELSEA

State

MA

Zip Code

02150

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

CRITTENTON WOMEN'S UNION

Street

ONE WASHINGTON MALL, 2ND FLOOR

City

BOSTON

State

MA

Zip Code

02108

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

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

HYDE SQUARE TASK FORCE

Street

375 CENTRE STREET

City

BOSTON

State

MA

Zip Code

02130

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

75,000

Name

BAY COVE HUMAN SERVICES, INC

Street

66 CANAL STREET

City

BOSTON

State

MA

Zip Code

02108

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

Name

EDVESTORS, INC

Street

140 CLARENDON STREET, SUITE 305

City

BOSTON

State

MA

Zip Code

02116

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

75,000

Name

EPIPHANY SCHOOL, INC

Street

154 CENTRE STREET

City

DORCHESTER

State

MA

Zip Code

02124

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

Name

FROM THE TOP, INC

Street

295 HUNTINGTON AVENUE, SUITE 201

City

BOSTON

State

MA

Zip Code

02115

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

MATCH EDUCATION

Street

1001 COMMONWEALTH AVENUE

City

BOSTON

State

MA

Zip Code

02215

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

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						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	1,102,318	
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	-12,651	18	997,486	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a OTHER INCOME FROM PARTN	525990	2,821	14	164,409	
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		-9,830		2,264,213	0
13	Total. Add line 12, columns (b), (d), and (e)				13	2,254,383

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

[illegible]

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

- | | | |
|---|--------------|----|
| 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

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.

Date _____

Title

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

Print/Type preparer's name

Preparer's signature

Date _____

PTIN

2020 CPA

10/29/2013

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
----------	----------------

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

Long Term CG Distributions										Amount		
Short Term CG Distributions										84,408		
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
								Gross Sales	Net Gain or Loss			
Capital Gains/Losses												
Other sales								10,958,692	0	9,961,206	0	997,486
1	X	BNY MELLON S/T US GOV SEC			12/17/2009		3/26/2012	348,861	354,000			-5,139
2	X	BNY MELLON S/T US GOV SEC			9/22/2011		3/26/2012	651,139	654,869			-3,730
3	X	BNY MELLON S/T US GOV SEC			9/22/2011		6/15/2012	350,000	351,717			-1,717
4	X	BNY MELLON EMERGING MKT			7/7/2003		9/19/2012	349,218	500,000			-150,782
5	X	BNY MELLON EMERGING MKT			12/18/2003		9/19/2012	25,507	44,702			-19,195
6	X	BNY MELLON EMERGING MKT			7/3/2003		9/19/2012	354,237	500,000			-145,763
7	X	BNY MELLON EMERGING MKT			8/15/2003		9/19/2012	98,735	144,482			-45,747
8	X	BNY MELLON EMERGING MKT			12/22/2008		9/19/2012	902,617	530,357			372,260
9	X	BNY MELLON EMERGING MKT			7/8/2009		9/19/2012	519,577	400,000			119,577
10	X	BNY MELLON EMERGING MKT			12/1/2011		9/19/2012	544,625	650,000			-105,375
11	X	BNY MELLON EMERGING MKT			12/20/2011		9/19/2012	99,195	88,588			10,607
12	X	DREYFUS INFLTN ADJ SEC-IN			3/31/2010		6/15/2012	23	20			3
13	X	DREYFUS INFLTN ADJ SEC-IN			4/30/2010		6/15/2012	779	693			86
14	X	DREYFUS INFLTN ADJ SEC-IN			5/28/2010		6/15/2012	2,277	2,016			261
15	X	DREYFUS INFLTN ADJ SEC-IN			6/30/2010		6/15/2012	1,986	1,778			207
16	X	DREYFUS INFLTN ADJ SEC-IN			7/30/2010		6/15/2012	1,110	993			117
17	X	DREYFUS INFLTN ADJ SEC-IN			8/31/2010		6/15/2012	630	574			56
18	X	DREYFUS INFLTN ADJ SEC-IN			9/30/2010		6/15/2012	1,004	920			84
19	X	DREYFUS INFLTN ADJ SEC-IN			10/29/2010		6/15/2012	1,912	1,789			123
20	X	DREYFUS INFLTN ADJ SEC-IN			11/30/2010		6/15/2012	1,748	1,602			146
21	X	DREYFUS INFLTN ADJ SEC-IN			12/31/2010		6/15/2012	1,903	1,706			197
22	X	DREYFUS INFLTN ADJ SEC-IN			1/31/2011		6/15/2012	949	849			100
23	X	DREYFUS INFLTN ADJ SEC-IN			2/28/2011		6/15/2012	1,648	1,485			163
24	X	DREYFUS INFLTN ADJ SEC-IN			3/31/2011		6/15/2012	2,843	2,575			268
25	X	DREYFUS INFLTN ADJ SEC-IN			4/29/2011		6/15/2012	2,791	2,577			214
26	X	DREYFUS INFLTN ADJ SEC-IN			5/31/2011		6/15/2012	4,128	3,803			325
27	X	DREYFUS INFLTN ADJ SEC-IN			6/30/2011		6/15/2012	3,872	3,573			299
28	X	DREYFUS INFLTN ADJ SEC-IN			7/29/2011		6/15/2012	3,318	3,165			153
29	X	DREYFUS INFLTN ADJ SEC-IN			8/31/2011		6/15/2012	2,840	2,723			117
30	X	DREYFUS INFLTN ADJ SEC-IN			9/30/2011		6/15/2012	2,370	2,285			105
31	X	DREYFUS INFLTN ADJ SEC-IN			10/31/2011		6/15/2012	2,285	2,213			72
32	X	DREYFUS INFLTN ADJ SEC-IN			11/30/2011		6/15/2012	1,894	1,842			52
33	X	DREYFUS INFLTN ADJ SEC-IN			12/30/2011		6/15/2012	264	255			9
34	X	DREYFUS INFLTN ADJ SEC-IN			1/31/2012		6/15/2012	318	313			5
35	X	DREYFUS INFLTN ADJ SEC-IN			2/29/2012		6/15/2012	311	306			5
36	X	DREYFUS INFLTN ADJ SEC-IN			3/30/2012		6/15/2012	448	435			13
37	X	DREYFUS INFLTN ADJ SEC-IN			4/30/2012		6/15/2012	1,870	1,848			24
38	X	DREYFUS INFLTN ADJ SEC-IN			5/31/2012		6/15/2012	3,244	3,240			4
39	X	ISHARES BARCLAYS AGGREG			9/19/2008		6/13/2012	550,886	501,345			49,551
40	X	GUGGENHEIM MANAGED FUT			9/22/2011		9/17/2012	1,230,303	1,400,000			-169,697
41	X	DREYFUS PREM STRAT GLBI			9/19/2008		3/26/2012	1,221,405	1,000,000			221,405
42	X	DREYFUS PREM STRAT GLBI			12/31/2010		3/26/2012	3,582	3,292			290
43	X	DREYFUS PREM STRAT GLBI			12/30/2011		3/26/2012	11,471	10,136			1,335
44	X	DREYFUS INFLTN ADJ SEC-IN			3/26/2010		6/15/2012	51,236	44,269			6,967
45	X	ISHARES S&P 500 INDEX FUN			12/22/2003		3/26/2012	1,108,492	854,643			253,849
46	X	ISHARES LT LOSS			1/1/2009		1/1/2012		507			-507
47	X	PARTNERSHIP 1231 GAIN			1/1/2012		5/2/2012		36,571			0
48	X	LT PARTNERSHIP GAIN			1/1/2009		1/1/2012	404,403				-36,571
49	X	HENDERSON GLOBAL INVEST			9/14/2005		9/18/2012	1,631,645	1,500,005			404,403
50	X	HENDERSON GLOBAL INVEST			12/2/2005		9/18/2012	30,625	27,870			131,640
51	X	HENDERSON GLOBAL INVEST			12/2/2005		9/18/2012	35,148	31,986			2,755
52	X	HENDERSON GLOBAL INVEST			12/22/2005		9/18/2012	302,582	286,310			3,162
53	X	HENDERSON GLOBAL INVEST			12/22/2005		9/18/2012					16,272

Part I, Line 11 (990-PF) - Other Income

		164,409	164,409	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	PARTNERSHIP INCOME	164,409	164,409	

Part I, Line 16a (990-PF) - Legal Fees

		11,734	0	0	11,734
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	K&L GATES LLP	592			592
2	ROPES & GRAY LLP	11,142			11,142

Part I, Line 16c (990-PF) - Other Professional Fees

		149,993	0	0	149,993
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GMA FOUNDATION, INC FEES	149,993			149,993
2					
3					
4					

Part I, Line 18 (990-PF) - Taxes

		42,240	22,932	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES WITHHELD	17,725	17,725		
2	FOREIGN TAXES WITHHELD -O'CONNOR	1,181	1,181		
3	PY EXCISE TAX DUE	3,308			
4	ESTIMATED EXCISE PAYMENTS	16,000			
5	FOREIGN TAXES WITHHELD - UBS FINANCIAL	3,843	3,843		
6	FOREIGN TAXES WITHHELD - UBS PRIVATE E	183	183		

Part I, Line 23 (990-PF) - Other Expenses

		178,809	136,169	0	42,640
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	MA FILING FEE 2011 AND 2007	500	0		500
2	CONSULTING FEES	25,000			25,000
3	COURT COSTS	3,500			3,500
4	VARIOUS MEMBERSHIP RENEWAL FEES	13,050			13,050
5	OTHER ADMINISTRATIVE EXPENSES	590			590
6	O'CONNOR FUND PARTNESHIP DEDUCTION	83,376	83,376		
7	UBS PRIVATE EQUITY IV DEDUCTION	39,757	39,757		
8	UBS QUADRANGLE DEDUCTION	9,971	9,971		
9	ISHARES PARTNERSHIP DEDUCTION	3,065	3,065		

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

Asset Description		Basis of Valuation		Book Value		Book Value		FMV	
				Beg of Year		End of Year		End of Year	
1	SEE ATTACHED STATEMENT					46,385,230	46,385,230	54,366,727	54,366,727

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

		5,705,458	3,836,413	4,157,064
		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	PARTNERSHIP INVESTMENTS		3,836,413	4,157,064

RILEY MABEL LOUISE TR U/WILL

EIN: 04-6278857

PART III – CHANGES IN NET ASSETS OR FUND BALANCES

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

1. Mellon Optima PY Adjustment	\$56,115
2. Cash Received from UBS	\$3,875,000
3. iShares Income Adjustment	\$3,273
Total	<u>\$3,934,388</u>

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

1. Excess FMV Over Cost of Assets Contributed	\$3,725,736
2. Mellon Optima Cost Basis Adjustment	\$9,135
3. Cost Basis Adjustment	\$26
4. O'Connor Fund Income Adjustment	\$47,738
5. UBS Private Equity IV Income Adjustment	\$355,222
6. UBS Quadrangle Income Adjustment	\$105,270
7. TCW Emerging Markets Income Fund Tax Cost Adjustment	\$346
8. UBS Private Equity IV Tax Cost Adjustment	\$270
9. Dividends Posted After Year End	\$4,434
10. UBS Financial Services Income Adjustment	\$165,409
Total	<u>\$4,413,586</u>

	Amount
Long Term CG Distributions	84,408
Short Term CG Distributions	0

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

	Date	Amount
1 Credit from prior year return	1	2,855
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	12/10/2012 5	16,000
6 Other payments	6	0
7 Total	7	18,855



Mabel Louise Riley Foundation

GUIDELINES

FOR

GRANT APPLICANTS

5/01/03

General

The Foundation's interests are developed as a result of Trustee field visits and reports from consultants. Grants are usually made to help an organization address an important community-wide concern or a critical issue, or to achieve a broad impact for the public's benefit, rather than to meet routine needs. Applicants should demonstrate how a proposed program will advance the mutual goals and interests of the applicant and the Foundation.

Program Interests

The Foundation has frequently adopted specific themes which have provided a special focus for support, as exemplified by its work with residents of Boston's Dudley Street neighborhood.

The Trustees' current priorities include:

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

Types of Support

- ⌘ Support for new initiatives, pilot projects and capital purposes. Grants which provide multiple benefits, such as, for projects that may be replicated and that serve a broad community, are favored over projects which are narrow in scope.
- ⌘ Collaboration with other funders.

***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 corporations organized 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.
- ⌘ Applicants whose formal grant requests have been denied are expected to 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 in Massachusetts but outside the city of Boston and vicinity is limited.
- ⌘ Grants to defray deficits, for regular operating budgets, or as the sole source of support for an agency will not usually be granted.
- ⌘ Funding efforts that are usually supported by the general public, or which have other sources of funding available, will not usually be granted.
- ⌘ Grants to governmental agencies and grants on behalf of individuals, for personal needs, travel, research publications, loans or scholarships will not be made.
- ⌘ Grants for political or sectarian religious purposes will not be made.

Application Procedures

⌘ Applicants are required to submit a brief summary of their proposal (not more than 2 pages) before submitting a formal grant request. This summary should briefly describe the purposes and objectives of the proposal, why it is important, the history of the applicant and the amount requested from the Foundation. There are no deadlines for these proposal summaries, it is an ongoing process. The Foundation will notify the applicant if a formal grant request will be entertained by the Foundation.

⌘ If the filing of a formal grant request is authorized, it must be made using the Common Proposal Format of the Associated Grant Makers, 55 Court Street, Suite 520, Boston, MA 02108 - (617) 426-2606, and should include a copy of the most recent IRS Form 990, as well as, all other attachments required by the Common Proposal Format.

⌘ Each grant request must contain a clear statement of how the success or failure of the program will be determined.

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. All formal grant proposals must be received at least thirty (30) days prior to the grant meeting.

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
c/o GMA, 8th Floor
Boston, MA 02110-1006

Attn: Nancy A. Saunders
Administrative Manager

Tel. #: (617) 399-1850
Fax #: (617) 399-1851
E-mail: info@rileyfoundation.com

Riley Foundation Trustees

Andrew C. Bailey
Robert W. Holmes, Jr.
Douglas Danner
Margaret B. Harrison
(representing the Mellon Trust of New England)

[illegible]

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.

Balance Sheet Detail
Riley Mabel Louise Tr U/Will

Cusip	Asset Name	Units	FMV	Cost Basis
991061052	CRA (BNY MELLON, N.A., MEMBE	742.11	742.11	742.11
991061052	CRA (BNY MELLON, N.A., MEMBE	13,578.51	13,578.51	13,578.51
Total Cash and Cash Equivalents			14,320.62	14,320.62
007565302	ADVANTAGE GLOBAL ALPHA-I	57,089.91	730,750.86	700,000.00
05569M301	BNY MELLON INCOME STOCK-M	485,876.88	3,517,748.68	3,002,912.85
05569M368	BNY MELLON CORP BOND-M	79,828.67	1,040,167.61	1,003,556.09
05569M475	BNY MELLON FOC EQ OPP-M	197,616.14	2,596,676.17	2,505,007.90
05569M780	BNY MELLON S/T US GOV SECS-M	21,189.11	257,659.69	260,414.27
05569M814	BNY MELLON INTERMEDIATE BD-M	43,537.55	574,695.69	560,786.97
05569M830	BNY MELLON BOND FUND-M	137,338.90	1,865,062.30	1,721,526.56
261967830	DREYFUS INFLTN ADJ SEC-INST	45,581.81	630,852.36	566,221.60
261980494	DREYFUS EMG MKT DEBT LOC C-I	40,205.00	616,744.82	537,496.81
261980759	DREYFUS HIGH YIELD-I	40,945.43	273,106.03	268,602.04
261986582	DREYFUS GLOBAL REAL ES SEC-I	84,434.65	686,453.75	575,000.00
26203E604	DREYFUS/NEWTON INTERN EQTY-I	54,508.79	959,354.86	1,050,886.75
425067840	HENDERSON INTL OPP FUND-A	78,713.81	1,686,836.99	1,788,924.26
464287200	ISHARES CORE S&P 500 ETF	102,080.00	14,611,731.20	10,709,733.81
464287226	ISHARES CORE TOTAL U S BD MK	4,349.00	483,086.92	439,763.49
464287507	ISHARES CORE S&P MID-CAP ETF	36,454.00	3,707,371.80	2,735,114.88
464287564	ISHARES COHEN & STEERS RLTY	7,714.00	605,857.56	328,498.31
48121A670	HIGHBRIDGE DYNAMIC COMM STRA	22,799.68	318,511.66	457,342.17
487300501	KEELEY SMALL CAP VAL FD-A	77,173.42	2,207,159.84	882,735.16
63872729	ASG MANAGED FUTURES STRAT-Y	78,451.88	713,912.14	750,000.00
638727885	ASG GLOBAL ALTERNATIVES FUND	121,832.35	1,306,042.89	1,250,000.00
86271F677	DREYFUS SELECT MGR S/C VL-I	22,892.48	445,029.81	378,392.42
86271F727	DREYFUS US EQUITY FUND-I	184,229.91	2,866,617.54	2,500,000.00
86271F768	DREYFUS PRE STRAT INTER ST-I	89,195.06	1,293,328.49	1,230,000.00
87234N765	TCW EMERGING MARKETS INCOME	77,764.27	724,763.06	639,654.42

922042858	VANGUARD MSCI EMERGING MARKE	120,975.00	5,387,016.75	5,382,093.66
92828T889	VIRTUS EMERGING MKTS OPPOR-I	123,689.82	1,275,242.04	1,203,699.90
991061052	CRA (BNY MELLON, N.A., MEMBE	327,311.66	327,311.66	327,311.66
991061052	CRA (BNY MELLON, N.A., MEMBE	1,032,683.38	1,032,683.38	1,032,683.38
999Z86567	MELLON OPTIMA L/S STRATEGY F	17,467.61	1,593,329.14	1,565,249.63
999Z86880	COMMIT TO PUR MELLON OPTIMA	31,621.30	31,621.30	31,621.30

Total Other Investments	\$	54,366,726.99	\$	46,385,230.29
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46428R107	ISHARES S&P GSCI COMMODITY-I	12,374.00	405,743.46	347,820.77
902995901	UBS PRIVATE EQUITY FUND IV L	1,863,361.00	1,863,361.00	1,863,361.00
999N00177	UBS QUADRANGLE FUND, L.L.C.	377,433.00	377,433.00	377,433.00
999Z88217	O'CONNOR FUND OF FUNDS: LONG	1,000,000.00	1,510,527.00	1,247,798.50

Total Partnership Investments	\$	4,157,064.46	\$	3,836,413.27
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Grand Total	\$	58,538,112.07	\$	50,235,964.18
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Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

► File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions		Employer identification number (EIN) or	
	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		PA 15230-0185	
	Pittsburgh			

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

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

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

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

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2013 to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2012 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	\$	16,686
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	\$	18,855
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	\$	5,000

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. 1-2013)

HTA

Form 8868 (Rev 1-2013)

Page 2

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

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

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

- I request an additional 3-month extension of time until **11/15/2013**
- For calendar year **2012**, or other tax year beginning , and ending
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension. **Additional time is requested to acquire necessary information to file a 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	\$	16,686
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	\$	23,855
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 **[Signature]** Title **EA** Date **8-2-13**
Form 8868 (Rev 1-2013)