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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 THE GRABLE FOUNDATION		A Employer identification number 25-1309888
Number and street (or P O box number if mail is not delivered to street address) 650 SMITHFIELD STREET	Room/suite 240	B Telephone number (412) 471-4550
City or town, state, and ZIP code PITTSBURGH, PA 15222		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 264,974,279.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		2,833,150.	6,386,439.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,638,987.			
b Gross sales price for all assets on line 6a		14,082,907.			
7 Capital gain net income (from Part IV, line 2)			9,706,132.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		18,556,712.	92,876.		STATEMENT 2
12 Total. Add lines 1 through 11		26,028,849.	16,185,447.		
13 Compensation of officers, directors, trustees, etc.		240,000.	7,200.		232,800.
14 Other employee salaries and wages		669,092.	20,073.		649,019.
15 Pension plans, employee benefits		270,027.	8,101.		261,926.
16a Legal fees		1,989.	0.		1,989.
b Accounting fees		33,605.	1,008.		32,597.
c Other professional fees		367,012.	364,252.		2,760.
17 Interest			32,089.		
18 Taxes		272,327.	59,595.		70,157.
19 Depreciation and depletion					
20 Occupancy		121,898.	3,657.		118,241.
21 Travel, conferences, and meetings		70,040.	4,035.		65,941.
22 Printing and publications		2,200.	0.		2,200.
23 Other expenses		174,841.	1,926,320.		172,224.
24 Total operating and administrative expenses. Add lines 13 through 23		2,223,031.	2,426,330.		1,609,854.
25 Contributions, gifts, grants paid		8,737,979.			10,883,346.
26 Total expenses and disbursements. Add lines 24 and 25		10,961,010.	2,426,330.		12,493,200.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		15,067,839.			
b Net investment income (if negative, enter -0-)			13,759,117.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

18181106 798870 05A0ZR

2012.04040 THE GRABLE FOUNDATION

05A0ZR_1

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,828,762.	2,591,996.	2,591,996.
	3 Accounts receivable ▶ 109,414.			
	Less: allowance for doubtful accounts ▶	134,911.	109,414.	109,414.
	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			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	91,768,614.	94,038,506.	94,038,506.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment, basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	156,082,218.	166,565,270.	166,565,270.
	14 Land, buildings, and equipment, basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ OTHER ASSET)	1,110,188.	1,669,093.	1,669,093.
	16 Total assets (to be completed by all filers)	251,924,693.	264,974,279.	264,974,279.
	17 Accounts payable and accrued expenses	144,931.	272,040.	
	18 Grants payable	5,715,962.	3,570,600.	
	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)	5,860,893.	3,842,640.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	246,063,800.	261,131,639.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	246,063,800.	261,131,639.	
	31 Total liabilities and net assets/fund balances	251,924,693.	264,974,279.	

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	246,063,800.
2 Enter amount from Part I, line 27a	2	15,067,839.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	261,131,639.
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	261,131,639.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT 11	P	VARIOUS	VARIOUS
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 14,082,907.		4,376,775.	9,706,132.
b			
c			
d			
e			

(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			9,706,132.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	9,706,132.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	12,155,332.	250,779,219.	.048470
2010	11,341,186.	234,998,446.	.048261
2009	10,202,474.	210,453,590.	.048478
2008	12,715,220.	262,344,002.	.048468
2007	13,672,219.	282,307,774.	.048430

2 Total of line 1, column (d)	2	.242107
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	.048421
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	251,615,530.
5 Multiply line 4 by line 3	5	12,183,476.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	137,591.
7 Add lines 5 and 6	7	12,321,067.
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	13,052,105.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	137,591.
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	137,591.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	137,591.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	168,474.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	75,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	243,474.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	105,883.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 105,883. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ► WWW.GRABLE.ORG	13	X	
14	The books are in care of ► STEVEN E. BURKE Telephone no. ► 412-471-4550 Located at ► 650 SMITHFIELD STREET, SUITE 240, PITTSBURGH, PA ZIP+4 ► 15222			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? 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 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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 ☐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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		240,000.	47,756.	6,166.

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
D'ANN SWANSON	PROGRAM OFFICER			
650 SMITHFIELD ST, #240, PGH, PA 15222	40.00	110,000.	31,222.	2,578.
KRISTEN BURNS	PROGRAM OFFICER			
650 SMITHFIELD ST, #240, PGH, PA 15222	40.00	110,000.	31,908.	1,151.
CHARLES R. BURKE JR.	PROGRAM DIRECTOR			
650 SMITHFIELD ST, #240, PGH, PA 15222	40.00	100,000.	27,596.	212.
DANA LAMENZA	FINANCIAL ADMINISTRATOR			
650 SMITHFIELD ST, #240, PGH, PA 15222	40.00	60,000.	25,540.	80.
TERESA SERRAO	ADMINISTRATIVE ASSISTANT			
650 SMITHFIELD ST, #240, PGH, PA 15222	40.00	70,000.	14,995.	266.
Total number of other employees paid over \$50,000				2

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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
MERCER - 701 MARKET STREET, SUITE 1100, ST. LOUIS, MO 63105	INVESTMENT MANAGER	303,590.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NOT APPLICABLE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 NOT APPLICABLE	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
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	122,810,015.
b	Average of monthly cash balances	1b	2,140,238.
c	Fair market value of all other assets	1c	130,496,986.
d	Total (add lines 1a, b, and c)	1d	255,447,239.
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	255,447,239.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,831,709.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	251,615,530.
6	Minimum investment return. Enter 5% of line 5	6	12,580,777.

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	12,580,777.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	137,591.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	137,591.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,443,186.
4	Recoveries of amounts treated as qualifying distributions	4	5.
5	Add lines 3 and 4	5	12,443,191.
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	12,443,191.

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	12,493,200.
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	558,905.
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	13,052,105.
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	137,591.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,914,514.

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.

Form 990-PF (2012)

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				12,443,191.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,536,187.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 13,052,105.				
a Applied to 2011, but not more than line 2a			1,536,187.	
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 2012 distributable amount				11,515,918.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				927,273.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE STATEMENT 12				10,883,346.
Total			3a	10,883,346.
<i>b Approved for future payment</i> SEE STATEMENT 13				3,570,600.
Total			3b	3,570,600.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARTISAN INTERNATIONAL	157,658.	0.	157,658.
G.E. INTEREST PLUS	102.	0.	102.
GMO	222,862.	0.	222,862.
I-SHARES	175,871.	0.	175,871.
JENSEN	129,691.	0.	129,691.
NORTHERN TRUST	27,860.	0.	27,860.
PIMCO	1,280,450.	0.	1,280,450.
PRISA	192,708.	0.	192,708.
STONE HARBOR	230,093.	0.	230,093.
VANGUARD DIVIDEND	210,802.	0.	210,802.
VANGUARD INDEX INSTL	204,396.	0.	204,396.
VANGUARD PRIME	657.	0.	657.
TOTAL TO FM 990-PF, PART I, LN 4	2,833,150.	0.	2,833,150.

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
PARTNERSHIP INCOME	0.	92,803.	
FOREIGN EXCHANGE GAIN	0.	73.	
UNREALIZED LOSS ON SECURITIES	12,255,243.	0.	
PARTNERSHIP INCOME	6,301,469.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	18,556,712.	92,876.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,989.	0.		1,989.
TO FM 990-PF, PG 1, LN 16A	1,989.	0.		1,989.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING, AUDIT AND TAX FEES	33,605.	1,008.		32,597.
TO FORM 990-PF, PG 1, LN 16B	33,605.	1,008.		32,597.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	367,012.	364,252.		2,760.
TO FORM 990-PF, PG 1, LN 16C	367,012.	364,252.		2,760.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	72,327.	2,170.		70,157.
FEDERAL EXCISE TAXES	200,000.	0.		0.
FOREIGN TAXES	0.	57,425.		0.
TO FORM 990-PF, PG 1, LN 18	272,327.	59,595.		70,157.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	10,860.	326.		10,534.
DUES	6,950.	636.		6,314.
REFERENCE MATERIALS	1,673.	40.		1,633.
POSTAGE & SHIPPING	5,933.	172.		5,761.
TELEPHONE	14,529.	376.		14,153.
FURNITURE & EQUIPMENT	14,392.	432.		13,960.
SOFTWARE SUPPORT	12,764.	383.		12,381.
SUPPLIES	8,404.	252.		8,152.
GRANT SUPPORT MATERIALS	99,336.	0.		99,336.
PARTNERSHIP EXPENSES	0.	1,923,703.		0.
TO FORM 990-PF, PG 1, LN 23	174,841.	1,926,320.		172,224.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INTERNATIONAL EQUITY	3,456.	3,456.
MUTUAL FUNDS - EQUITY	59,428,397.	59,428,397.
MUTUAL FUNDS - FIXED INCOME	34,606,653.	34,606,653.
TOTAL TO FORM 990-PF, PART II, LINE 10B	94,038,506.	94,038,506.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIMITED PARTNERSHIPS	FMV	99,136,391.	99,136,391.
ALTERNATIVE INVESTMENTS	FMV	67,428,879.	67,428,879.
TOTAL TO FORM 990-PF, PART II, LINE 13		166,565,270.	166,565,270.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PATRICIA G. BURKE 650 SMITHFIELD STREET SUITE 240 PITTSBURGH, PA 15222	SECRETARY & TRUSTEE 4.00	0.	0.	0.
CHARLES R. BURKE, JR. 650 SMITHFIELD STREET SUITE 240 PITTSBURGH, PA 15222	CHAIRMAN & TRUSTEE 4.00	0.	0.	0.
STEVEN E. BURKE 650 SMITHFIELD STREET SUITE 240 PITTSBURGH, PA 15222	TREASURER & TRUSTEE 4.00	0.	0.	0.
MARION G. NICHOLSON 650 SMITHFIELD STREET SUITE 240 PITTSBURGH, PA 15222	TRUSTEE 4.00	0.	0.	0.
JAN NICHOLSON 650 SMITHFIELD STREET SUITE 240 PITTSBURGH, PA 15222	PRESIDENT & TRUSTEE 4.00	0.	0.	0.
BARBARA MCFADYEN 650 SMITHFIELD STREET SUITE 240 PITTSBURGH, PA 15222	TRUSTEE 4.00	0.	0.	0.
GREGG BEHR 650 SMITHFIELD STREET SUITE 240 PITTSBURGH, PA 15222	EXECUTIVE DIRECTOR 40.00	240,000.	47,756.	6,166.
SUSAN BROWNLEE 650 SMITHFIELD STREET SUITE 240 PITTSBURGH, PA 15222	TRUSTEE 4.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		240,000.	47,756.	6,166.

THE GRABLE FOUNDATION
EIN # 25-1309888
2012 TAX RETURN

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>Description</u>	<u>Method acquired</u>	<u>Date acquired</u>	<u>Date sold</u>	<u>Gross sales price</u>	<u>Cost basis</u>	<u>Gain (Loss)</u>
ARTISAN INTERNATIONAL	P	VARIOUS	VARIOUS	3,500,000	3,094,097	405,903
JENSEN MUTUAL	P	VARIOUS	07/31/12	750,000	618,955	131,045
VANGUARD FUNDS	P	VARIOUS	VARIOUS	3,752,117	3,687,036	65,081
GMO	P	VARIOUS	12/10/12	503,383	542,564	(39,181)
PIMCO (CGD)	P	VARIOUS	12/12/12	338,874	-	338,874
SANFORD BERNSTEIN	P	VARIOUS	VARIOUS	55,203	60,558	(5,355)
STONE HARBOR	P	VARIOUS	VARIOUS	1,000,000	952,696	47,304
509,101 SHS ZYNGA INC	X	VARIOUS	5/29/12	3,216,820	50,719	3,166,101
6,679 SHS TANGOE, INC	X	VARIOUS	VARIOUS	126,442	15,273	111,169
6,398 SHS SPLUNK INC	X	VARIOUS	10/16/2012	198,044	2,673	195,371
5,481 SHS VIRTUSA CORP	X	VARIOUS	VARIOUS	90,314	29,138	61,176
3,066 SHS RESPONSYS	X	VARIOUS	3/1/12	34,890	5,522	29,368
1,709 SHS IMPERVA INC	X	VARIOUS	VARIOUS	48,861	9,194	39,667
979 SHS VALUECLICK	X	VARIOUS	2/16/12	18,925	2,829	16,096
2,089 SHS ATRICURE INC	X	VARIOUS	VARIOUS	16,407	8,211	8,196
5,950 SHS GUIDEWIRE SOFTWARE INC	X	VARIOUS	VARIOUS	178,309	1,607	176,702
350 SHS MAXLINEAR	X	VARIOUS	5/16/12	1,474	1,645	(171)
WILLIAMS PARTNERS LP	X	VARIOUS	VARIOUS	235,178	33,869	201,309
DISSOLUTION OF FRONTENAC VII LIMITED PARTNERSHIP	X	VARIOUS	12/31/12	5,516	34,629	(29,113)
DISSOLUTION OF NEWBURY VENTURES, LP	X	VARIOUS	12/31/12	12,151	197,845	(185,694)
FLOWTHROUGH FROM PARTNERSHIPS						
AMERICAN SECURITIES ALTERNATIVE	D				(120,374)	120,374
AVALON VENTURES VIII	D				43,427	(43,427)
AVALON VENTURES IX, LP	D				935	(935)
BC EUROPEAN CAPITAL IX-4	D				(4,677)	4,677
CHL MEDICAL PARTNERS, LP	D				975	(975)
COLCHESTER	D				(47,662)	47,662
COLONY REALITY PARTNERS III	D				(6,331)	6,331
COMMONFUND CAPITAL VI	D				(163,751)	163,751
COMMONFUND CAPITAL VII	D				(16,155)	16,155
COMMONFUND CAPITAL VIII	D				(27,217)	27,217
COMMONFUND CAPITAL IX	D				(808)	808
EIF UNITED STATES POWER FUND IV, LP	D				175	(175)
FLAG PRIVATE EQUITY II, L P	D				(512,879)	512,879
FLAG INTERNATIONAL	D				(408,193)	408,193
FRONTENAC VII LIMITED PARTNERSHIP	D				(4,904)	4,904
GEOCAPITAL V LP	D				(56,195)	56,195
GREAT HILL EQUITY PARTNERS IV	D				(366,492)	366,492
INTECH	D				(960,916)	960,916
KING STREET CAPITAL, LP	D				1,218	(1,218)
MENLO VENTURES IX, LP	D				(11,042)	11,042
NEWBURY SECONDARY	D				(213,692)	213,692
NEWBURY VENTURES, LP	D				(7,474)	7,474
NEWBURY VENTURES III, LP	D				(5,335)	5,335
OAKTREE OPPORTUNITIES FUND VIII	D				(137,500)	137,500
OAKTREES OPPORTUNITIES FUND VIII AIF (CAYMAN)	D				(12,773)	12,773
OAKTREES OPPORTUNITIES FUND VIII AIF (DELAWARE)	D				(8,318)	8,318
PARKSTREET VIII	D				(321,965)	321,965
PARKSTREET IX	D				(68,344)	68,344
PRIVATE ADVISORS SMALL COMPANY BUYOUT FUND II LP	D				(493,191)	493,191
RESERVOIR	D				(44,797)	44,797
RIVERSIDE FUND IV	D				(3,434)	3,434
SEVIN ROSEN FUND VI, LP	D				26,125	(26,125)
SEVIN ROSEN FUND VIII, LP	D				(18,634)	18,634
SIGMA PARTNERS IV, LP	D				(348)	348
SIGMA PARTNERS V, LP	D				(20,853)	20,853
SIGMA PARTNERS VI, LP	D				12,040	(12,040)
THE SILCHESTER INTERNATIONAL INVESTORS	D				(747,802)	747,802
U S VENTURE PARTNERS VIII, LP	D				(60,882)	60,882
WLR RECOVERY FUND V LP	D				(30,923)	30,923
WEXFORD	D				(153,319)	153,319

Total Net Gain (Loss) per Tax Return

9,706,132

P = Purchased

D = Flowthrough from partnership

X = Distribution from partnership

THE GRABLE FOUNDATION - Grants Paid in 2012

<u>Payee Organization</u>	<u>Request Project Title</u>	<u>Request Project Description</u>	<u>Amount</u>	<u>Date</u>
A+ Schools 1901 Centre Avenue, Suite 302A Pittsburgh, PA 15219	Operating Support	To support an education reform organization focused on improving student achievement in the Pittsburgh Public Schools	\$100,000	12/14/2012
Adagio Health, Inc 960 Penn Avenue, Suite 600 Pittsburgh, PA 15222	Health & Wellness of Youth A Primary Prevention Project	To support educational programs designed to prevent risky behaviors among youth	\$60,000	4/24/2012
Adonai Center 1426 Pennsylvania Avenue, Suite 1 Pittsburgh, PA 15233	Adonai Project	To support mentoring and character-building activities for males in middle and high school	\$15,000	12/14/2012
Aliquippa Impact, Inc P O Box 227 Aliquippa, PA 15001	City Camp Program	To support summer programming for children in Aliquippa, Pennsylvania	\$10,000	5/22/2012
Allegheny College 520 North Main Street Meadville, PA 16335	Creek Connections Program	To support a watershed education program in conjunction with K-12 schools	\$10,000	4/11/2012
Allegheny County Department of Human Services One Smithfield Street, Suite 400 Pittsburgh, PA 15222	DHS/PPS Partnership Afterschool Program	To support afterschool programming for students involved in Department of Human Services programming	\$30,000	12/14/2012
Allegheny County Department of Human Services One Smithfield Street, Suite 400 Pittsburgh, PA 15222	Family Support Program (Allegheny County Jail)	To support services that strengthen relationships between jail inmates and their families	\$25,000	8/23/2012
Allegheny County Library Association 22 Wabash Street, Suite 203 Pittsburgh, PA 15220	Summer Game	To support the creation of a web-based interactive game for children	\$75,000	4/13/2012
Allegheny Intermediate Unit 475 East Waterfront Drive Homestead, PA 15120	Principals Leadership Academy	To support leadership training for principals and assistant principals in southwestern Pennsylvania	\$65,100	8/28/2012
Allegheny Intermediate Unit 475 East Waterfront Drive Homestead, PA 15120	STEAM Grants	To support grantmaking to local school districts for STEAM learning for students and teachers in grades pre-K to 12	\$250,000	5/8/2012
Allegheny Intermediate Unit 475 East Waterfront Drive Homestead, PA 15120	STEAM Grants	To support grantmaking to local school districts for STEAM learning for students and teachers in grades pre-K to 12	\$225,000	12/14/2012
Allegheny Intermediate Unit 475 East Waterfront Drive Homestead, PA 15120	TransformED a Digital Playground for Teachers	To support the creation of a technology-rich learning classroom designed for educators to engage with technology, incorporating the ethos of 'play' and 'linking' (i.e., digital and maker learning)	\$218,000	8/15/2012
Alumni Theater Company 911 S Braddock Avenue Pittsburgh, PA 15221	I Am Artist	To provide support for young artists to write and perform theatrical works representing the perspective of youth growing up in an urban environment	\$6,000	11/8/2012
Andrew Carnegie Free Library & Music Hall 300 Beechwood Avenue Carnegie, PA 15106	Math4U	To support Math4U, a numeracy skills-building program for incoming kindergarten students	\$12,000	10/31/2012
Andy Warhol Museum 117 Sandusky Street Pittsburgh, PA 15212	Educational Programming	To support arts education and outreach through the Warhol's Education Fund	\$25,000	12/14/2012
Art Expression Inc 31 Spalding Circle Pittsburgh, PA 15228	ARTchitecture Building Bridges	To support an arts and engineering education program (and corresponding teacher professional development) for students of varying abilities	\$5,000	12/19/2012
Artists Image Resource 518 Foreland Street Pittsburgh, PA 15212	Artist and School Partnership Middle School Program	To support efforts to expand the Artist and School Partnership Program to middle school students at Pittsburgh CAPA and Obama as well as provide open studio time for students	\$10,000	2/3/2012
Arts Education Collaborative Regional Enterprise Tower 425 Sixth Avenue, Suite 2650 Pittsburgh, PA 15219-1819	Operating Support	To support an initiative to enhance arts education across the Pittsburgh region	\$115,000	12/21/2012
ArtsCenter (The) 300-G East Main Street Carrboro, NC 27510	Arts in Education Programming	To support arts education programming for youth in the Triangle area of North Carolina	\$45,000	8/20/2012

<u>Payee Organization</u>	<u>Request Project Title</u>	<u>Request Project Description</u>	<u>Amount</u>	<u>Date</u>
ASSET, Inc 2403 Sidney Street, Suite 800 Pittsburgh, PA 15203	Science Education in Southwestern Pennsylvania	To support professional development and project-based learning in science	\$75,000	12/14/2012
Attack Theatre, Inc 2425 Liberty Avenue Pittsburgh, PA 15222	Education Programs	To support arts education and outreach programming for youth	\$17,500	12/14/2012
August Wilson Center for African American Culture 980 Liberty Avenue Pittsburgh, PA 15222-3736	Theatre Academy Pilot Project	To support professional training in performance and technical theater for youth	\$10,347	12/14/2012
Beaver Valley Intermediate Unit 147 Poplar Drive Monaca, PA 15061	Beaver County Planning Grant	To support a collaborative, multi-district planning process	\$10,000	6/12/2012
Berks County Intermediate Unit P O Box 16050 Reading, PA 19612-6050	PA Early Childhood Initiatives	To support early education initiatives related to public engagement, quality, and digital media	\$230,000	8/15/2012
Big Brothers Big Sisters of Beaver County 1475 Third Avenue New Brighton, PA 15066	Enhanced School-Based Mentoring	To support school-based mentoring	\$8,000	12/14/2012
Big Brothers Big Sisters of Greater Pittsburgh, Inc 5989 Penn Circle South Pittsburgh, PA 15206-3828	Support Network for Adolescents Facing Adversity	To support mentoring programs for high-risk adolescent youth	\$35,000	4/24/2012
Brashear Association, Inc 2005 Sarah Street Pittsburgh, PA 15203	Summer Youth Programs	To provide summer arts programming for children in Pittsburgh's South Side communities	\$21,130	5/2/2012
Enclave Production Company P O Box 42336 Pittsburgh, PA 15203	Walk the Talk	To support a partnership with local high schools to connect students with theater performances and associated academic topics	\$3,000	1/20/2012
Bridge to Independence 20 Holland Avenue Braddock, PA 15104	Children's Programs and Play Areas	To support children's programming and play areas at a transitional housing facility for families	\$15,000	9/21/2012
Butler County Family YMCA 339 North Washington Street Butler, PA 16001-5261	Child Care Expansion Project	To support improvements at an early education center	\$30,000	4/11/2012
Carlynton School District 435 King's Highway Carnegie, PA 15106-1098	Carnegie Towers' Power Hours	To support a district-led initiative to help parents and children work together to promote academic achievement	\$10,000	11/2/2012
Carnegie Library of Pittsburgh (The) 4400 Forbes Avenue Pittsburgh, PA 15213-4080	My StoryMaker + Digital Librarian	To support a digital learning librarian for teen services at the library and an online program that allows children to create and share their own stories	\$65,000	12/14/2012
Carnegie Mellon University Office of Corporate & Foundation Relations Carnegie Mellon University 5000 Forbes Avenue Pittsburgh, PA 15213-3890	C-MITES Program	To support summer and Saturday educational programming for academically talented elementary students	\$15,000	8/15/2012
Carnegie Mellon University National Robotics Engineering Center 40th Street Pittsburgh, PA 15201	Girls of Steel	To support programming associated with this all-girls, FIRST robotics team that draws students from 18 regional high schools	\$12,500	11/14/2012
Carnegie Mellon University National Robotics Engineering Center 40th Street Pittsburgh, PA 15201	Hear Me	To support the dissemination of technology, story-archiving, editing, and publishing infrastructure via new organizational relationships throughout the region to disseminate broadly the ideas, hopes, and dreams of youth	\$100,000	12/14/2012
Carnegie Mellon University Department of Physics Pittsburgh, PA 15213	Physics Concepts Program	To support an afterschool tutoring program at CMU pairing CMU physics students with middle school students	\$15,000	8/15/2012
Carnegie Mellon University 5000 Forbes Avenue, NSH 3601 Pittsburgh, PA 15213	Playpower Labs	To support the production of high-impact, broadly-scalable educational games for children that take advantage of a learner's social surroundings to enhance motivation and learning	\$63,545	12/14/2012
Carnegie Mellon University 700 Technology Drive Pittsburgh, PA 15219	PROGRESS	To support a program that teaches girls the value of, and skills for, negotiation	\$25,000	4/13/2012

<u>Payee Organization</u>	<u>Request Project Title</u>	<u>Request Project Description</u>	<u>Amount</u>	<u>Date</u>
Carnegie Mellon University Climate and Energy Decision Making Center 129 Baker Hall 5000 Forbes Avenue Pittsburgh, PA 15213	SUCCEED	To support a summer workshop for ninth graders and teachers focusing on energy issues and the environment and encouraging pursuit of STEM-related careers	\$5,550	7/27/2012
Carnegie Mellon University National Robotics Engineering Center 40th Street Pittsburgh, PA 15201	Urban Music Education Project	To support the integration of keyboard and drumming lessons into the curriculum for students of the Pittsburgh and Wilksburg school districts	\$45,000	4/12/2012
Carnegie Museum of Art 4400 Forbes Avenue Pittsburgh, PA 15213-4080	Engaging Teachers and Students in Visual Arts Learning	To support visual arts-based interdisciplinary programs at the Museum of Art for local school children	\$30,000	7/6/2012
Carnegie Museums 4400 Forbes Avenue Pittsburgh, PA 15213-4080	Digital Media Specialist	To support a digital media specialist who will establish a centralized digital innovation team to support Carnegie Museums' capacity to utilize digital media in engaging and communicating with broad audiences	\$60,000	8/15/2012
Carnegie Science Center One Allegheny Avenue Pittsburgh, PA 15212-5850	Girls Math and Science Partnership	To support programs that encourage girls to pursue their interests in math, science, and engineering	\$25,000	12/14/2012
Carnegie Science Center One Allegheny Avenue Pittsburgh, PA 15212-5850	Regional SciTech Initiative	To support a semi-annual festival of science and technology and the annual Pittsburgh Regional Science and Engineering Fair	\$8,500	8/15/2012
CASA of Allegheny County 564 Forbes Avenue, Suite 902 Pittsburgh, PA 15219	Operating Support	To support educational advocacy for abused and neglected children in Allegheny County	\$22,500	12/14/2012
Center for Victims 410 Ninth Avenue McKeesport, PA 15132	Expect Respect	To support a teen dating violence prevention program	\$30,000	12/17/2012
Center of Life 161 Hazelwood Avenue Pittsburgh, PA 15207	Operating Support	To support youth programming focusing on jazz, hip-hop, and visual arts	\$25,000	12/14/2012
Central Susquehanna Intermediate Unit 90 Lawton Lane Milton, PA 17847	Pennsylvania Statewide Afterschool/Youth Development Network (PSAYDN)	To support a statewide partnership to enhance afterschool programming in Pennsylvania	\$50,000	12/14/2012
Chapel Hill/Carrboro School District Blue Ribbon Mentor-Advocate 750 S Meritt Mill Road Chapel Hill, NC 27516	Blue Ribbon Mentor-Advocate Coordinator	To support an academic intervention program for struggling, low-income students	\$30,000	9/5/2012
Children's Institute of Pittsburgh 1405 Shady Avenue Pittsburgh, PA 15217-1396	Store and Forward Project	To support the development of a technology-based classroom management tool and related resources, to be shared with public school districts	\$75,000	8/15/2012
Children's Institute of Pittsburgh 1405 Shady Avenue Pittsburgh, PA 15217-1396	Teens on the Eco-Scene	To support afterschool activities designed to educate teens about environmentally healthy choices	\$5,000	3/16/2012
Children's Museum of Pittsburgh 10 Children's Way Pittsburgh, PA 15212	MakeShop	To support MakeShop - a space dedicated to nurturing learning opportunities at the intersection of digital media and learning and do-it-yourself practices	\$100,000	8/17/2012
Children's Museum of Pittsburgh 10 Children's Way Pittsburgh, PA 15212	MakeShop Makers	To support a program of the Children's Museum that will provide micro grants and museum resources to organizations that encourage children and youth makers	\$7,225	2/7/2012
Citizens to Abolish Domestic Apartheid, Inc P O Box 80 North Versailles, PA 15137-0080	Non-School Hours Programming	To provide afterschool and summer programming for children living in the North Versailles neighborhood of Crestas Terrace	\$15,000	11/14/2012
City Theatre Company, Inc 1300 Bingham Street Pittsburgh, PA 15203	Education and Outreach Programs	To support educational activities in the dramatic arts	\$12,500	12/14/2012
Clairton City School District 502 Mitchell Avenue Clairton, PA 15025	Professional Development to Improve Student Achievement	To support professional development for administrators and teachers to improve student achievement	\$55,000	12/14/2012
Common Sense Media 650 Townsend Street, Suite 435 San Francisco, CA 94103	Quality Media for Learning	To support partnerships among educational organizations and schools to create resources for educators, parents, and other caregivers on digital media and digital learning	\$121,785	12/14/2012
Communities in Schools of Pittsburgh - Allegheny County 6435 Frankstown Avenue Pittsburgh, PA 15206	Educational Programs	To support afterschool programming and alternative education opportunities for at-risk students	\$50,000	4/11/2012

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Communities in Schools of Pittsburgh - Allegheny County 6435 Frankstown Avenue Pittsburgh, PA 15206	Hip Hop on L O C K Project	To support a mentoring and educational program based on participation in a mock record label	\$20,000	12/13/2012
Community College of Allegheny County Educational Foundation 808 Ridge Avenue, Byers Hall, Room 102 Pittsburgh, PA 15212	Allegheny Traditional Academy Enrichment Program	To support an academic enrichment program for middle school students	\$10,000	5/14/2012
Contemporary Art Foundation, Inc P O Box 19609 Raleigh, NC 27619	CAM Education Program	To support educational programs at Raleigh's Contemporary Art Museum that will serve children and youth across the Triangle region of North Carolina	\$20,000	8/17/2012
Cooper-Siegel Community Library Sharpsburg Community Library 1212 Main Street Sharpsburg, PA 15215	Sharpsburg Community Library	To support the operations of a new library branch in an underserved community	\$10,000	10/16/2012
Cornell School District 1099 Maple Street Coraopolis, PA 15108	PRIDE Afterschool Program	To support academic and enrichment support for elementary students in the Cornell School District	\$7,000	11/8/2012
Cornell School District 1099 Maple Street Coraopolis, PA 15108	PRIDE Afterschool Program	To support academic and enrichment support for elementary students in the Cornell School District	\$3,500	3/27/2012
CORO Pittsburgh 33 Terminal Way Suite 429A Pittsburgh, PA 15219-1840	Leaders in Learning	To support Leaders in Learning, a training program for community advocates advancing education reform	\$30,000	8/15/2012
Crossroads Foundation 2915 Webster Avenue Pittsburgh, PA 15219	Extended School Year Program	To support summer programming for high school students	\$7,000	5/9/2012
Duquesne University 600 Forbes Avenue Pittsburgh, PA 15282	Inquiry-Based Science Teaching	To support a professional development program for science teachers using inquiry-based teaching methods	\$10,000	8/28/2012
Durham P R O U D Program, Inc (The) 212 Corcoran Street Durham, NC 27701	Operating Expenses	To support efforts to deter court-referred youth from becoming repeat offenders and to decrease the dropout rate of students in Durham	\$20,000	12/14/2012
Durham P R O U D Program, Inc (The) 212 Corcoran Street Durham, NC 27701	Summer Programming	To support a summer program for youth ages seven through twelve	\$10,000	6/22/2012
East Liberty Presbyterian Church 116 South Highland Avenue Pittsburgh, PA 15206-3985	Hope Academy of Music and the Arts	To support music and arts instruction for young people	\$14,000	12/14/2012
Education Partnership (The) 281 Corliss Street Pittsburgh, PA 15220-4813	Storehouse for Teachers	To address educational inequities by providing and enabling access to tools and resources necessary to support teachers and enhance their students' ability to learn and succeed	\$75,000	10/1/2012
Elizabeth Forward School District 401 Rock Run Road Elizabeth, PA 15037	Entertainment Technology Academy	To support the creation of a technology-rich library and other learning spaces for high school students in the Elizabeth Forward School District	\$164,032	4/13/2012
Fight Crime Invest in Kids Pennsylvania 300 North Second Street, Suite 1101 Harrisburg, PA 17101	Operating Support	To support public engagement efforts related to high-quality early education and family strengthening programs	\$20,000	8/15/2012
First United Presbyterian Church of Craffon Heights 12 Stratmore Street Pittsburgh, PA 15205	The Open Door Community Outreach Program	To support the operations of a community-based organization providing youth programming in the West End of Pittsburgh	\$25,000	8/15/2012
Focus on Renewal 701 Chartiers Avenue McKees Rocks, PA 15136	Operating Support for Father Ryan Arts Center and Sto-Rox Library	To support the Father Ryan Arts Center and Sto-Rox Children's Library	\$50,000	4/11/2012
Focus on Renewal 701 Chartiers Avenue McKees Rocks, PA 15136	Operating Support for Father Ryan Arts Center and Sto-Rox Library	To support the Father Ryan Arts Center and Sto-Rox Children's Library	\$50,000	12/14/2012
Fox Chapel Area School District 611 Field Club Road Pittsburgh, PA 15238	Western Pennsylvania STEM Academy	To support a regional summer program for high school students interested in science, technology, engineering, math and medicine	\$6,000	5/16/2012
Fred Rogers Company (The) 2100 Wharton Street Pittsburgh, PA 15203	Daniel Tiger's Neighborhood	To support an animated children's television series and educational outreach materials that will extend Fred Rogers' values for living and learning to a new generation of children and families	\$150,000	12/14/2012

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Fred Rogers Company (The) 2100 Wharton Street Pittsburgh, PA 15203	WordPlay	To support an initiative that encourages interaction between children and adult caregivers through participation in a cell-phone interactive word game featured on posters at bus shelters throughout Pittsburgh	\$15,000	8/27/2012
Frick Art & Historical Center, Inc 7227 Reynolds Street Pittsburgh, PA 15208-2923	Education and Orientation Center	To support the construction of a new visitor Orientation Center and expansion and relocation of the museum's Education Center	\$250,000	12/14/2012
Frick Art & Historical Center, Inc 7227 Reynolds Street Pittsburgh, PA 15208-2923	Education and Orientation Center	To support the construction of a new visitor Orientation Center and expansion and relocation of the museum's Education Center	\$250,000	12/14/2012
Frick Art & Historical Center, Inc 7227 Reynolds Street Pittsburgh, PA 15208-2923	Education and Orientation Center	To support the construction of a new visitor Orientation Center and expansion and relocation of the museum's Education Center	\$500,000	12/14/2012
Friendship Circle of Pittsburgh (The) 5872 Northumberland Street Pittsburgh, PA 15217	Sunday Circle Program	To support a weekly program for special-needs children that teaches them about art, music and the importance of physical fitness	\$10,000	4/13/2012
Gateway to the Arts 6101 Penn Avenue, Suite 301 Pittsburgh, PA 15206	Professional Development for Educators and Teaching Artists	To support artists' residencies in schools and professional development activities for educators and teaching artists in the region	\$25,000	12/14/2012
Girls Hope of Pittsburgh, Inc 1020 State Street Baden, PA 15005	Summer Enrichment Program	To support summer programming for at-risk girls	\$5,000	5/1/2012
Grantmakers for Education 720 SW Washington Street Suite 605 Portland, OR 97205	Creativity & Digital Learning Member Briefing	To support a conference to encourage participants to invest in creativity and digital learning as core components of our region's education landscape	\$20,000	2/2/2012
Grantmakers for Education 720 SW Washington Street Suite 605 Portland, OR 97205	Operating Expenses	To support projects and initiatives to improve educational opportunities	\$2,000	1/17/2012
Grantmakers of Western Pennsylvania 650 Smithfield Street - Suite 210 Pittsburgh, PA 15222	2012 Operating Expenses	To support projects and initiatives to improve philanthropy in the region	\$14,260	1/11/2012
Greater Pittsburgh Arts Council 810 Penn Avenue, Suite 200 Pittsburgh, PA 15222	2013 American for the Arts Annual Convention		\$5,000	11/7/2012
Greater Pittsburgh Arts Council 810 Penn Avenue, Suite 200 Pittsburgh, PA 15222	Operating Support	To support programs and services that strengthen the arts and culture sector in the Greater Pittsburgh region	\$25,000	8/15/2012
Greater Pittsburgh Literacy Council 411 7th Avenue, Suite 550 Pittsburgh, PA 15219	Families for Learning	To support literacy needs of local refugee families while promoting parents' involvement in their children's education	\$30,000	12/14/2012
Grove City College 100 Campus Drive Grove City, PA 16127	BEST Robotics Program	To support a program to inspire middle and high school students to pursue STEM careers through participation in a hands-on, real-world engineering-based robotics competition	\$10,000	3/7/2012
Grow Pittsburgh 6587 Hamilton Avenue, #2W Pittsburgh, PA 15206	Edible Schoolyard Program	To support urban gardening outreach activities for school-age children and their teachers	\$30,000	4/11/2012
Higher Achievement Program, Inc 1701 K Street NW, Suite 1000 Washington, DC 20006	Afterschool Program	To support the expansion of a national afterschool program to the Pittsburgh area	\$40,000	12/14/2012
Historical Society of Western Pennsylvania 1212 Smallman Street Pittsburgh, PA 15222-4200	Educational Programs for Students and Teachers	To support the creation of interactive tours and classes, educator training sessions, online resource materials, and exhibit-related programming	\$75,000	8/20/2012
Hopebound Ministries, Inc 2008 E Euclid Avenue Milwaukee, WI 53207	Mooncrest Children's Program	To support afterschool and summer programming for youth in the Mooncrest neighborhood	\$20,000	12/14/2012
Hosanna House, Inc 807 Wallace Avenue Wilkesburg, PA 15221	Quantum Opportunities Program	To support youth programming in the Wilkesburg community	\$25,000	8/15/2012
Hosanna Industries, Inc 109 Rinard Lane Rochester, PA 15074	Summer Educational Program	To support a summer reading program for elementary students	\$3,000	5/3/2012
Independent Sector 1602 L Street, NW Suite 900 Washington, DC 20036	2012 Operating Expenses	To support a nonprofit infrastructure and advocacy organization	\$10,000	1/23/2012

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Jefferson Awards for Public Service 100 West 10th Street, Suite 215 Wilmington, DE 19801	Youth Service Initiatives	To support The Jefferson Awards for youth in the Pittsburgh region	\$15,000	2/6/2012
Jewish Community Center of Greater Pittsburgh 5738 Forbes Avenue Pittsburgh, PA 15217	Early Childhood Development Center	To support renovations to an early care and education center	\$30,000	12/14/2012
JFilm The Pittsburgh Jewish Film Forum 234 McKee Place Pittsburgh, PA 15213	Education and Outreach Programs	To support a film festival and related activities to promote student dialog and understanding of culture and history	\$5,000	2/9/2012
Josh Gibson Foundation 2217 Bedford Avenue Pittsburgh, PA 15219	Business of Sports Academy	To support a college-level course for at-risk high school juniors and seniors to encourage an interest in careers in sports management, marketing, media and the law	\$15,000	4/13/2012
Keystone Oaks School District 1000 Kelton Avenue Pittsburgh, PA 15216-2487	Project Succeed	To support a dropout recovery program for adults ages 19 through 61	\$8,000	7/11/2012
Leadership Pittsburgh Inc 535 Smithfield Street, Suite 1125 Pittsburgh, PA 15222	Educational Leaders Fellowship	To support fellowships for school district leaders to participate in civic leadership training	\$15,000	12/14/2012
Leadership Pittsburgh Inc 535 Smithfield Street, Suite 1125 Pittsburgh, PA 15222	Educational Leaders Fellowship	To support fellowships for school district leaders to participate in civic leadership training	\$16,000	4/13/2012
Leadership Pittsburgh Inc 535 Smithfield Street, Suite 1125 Pittsburgh, PA 15222	TEDx	To support the convening of business and community leaders to expose them to a broad spectrum of learning concepts in a unique format that will spark new connections and innovations in our region	\$75,000	12/14/2012
LeMoyné Community Center P O Box 1241 Washington, PA 15301	Camp Challenge	To support summer programming for youth in Washington County	\$10,000	5/4/2012
Ligonier Valley YMCA of Pennsylvania 110 West Church Street Ligonier, PA 15658	Middle School Initiative and Summer Camp	To support afterschool activities and summer programming	\$10,000	5/14/2012
Luminan, Inc P O Box 81603 Pittsburgh, PA 15217	I Want to be an Ambassador! 2012	To support a diplomacy skills summer camp for teens	\$3,000	5/7/2012
Manchester Craftsmen's Guild 1815 Metropolitan Street Pittsburgh, PA 15233	MCG Youth & Arts Programming	To support arts programming for middle and high school students during out-of-school time	\$60,000	8/15/2012
Manlynn G Rabb Foundation 145 44th Street Pittsburgh, PA 15201	Murals Afterschool Arts Program	To support arts-based afterschool programs for youth	\$12,000	4/11/2012
Manlynn G Rabb Foundation 145 44th Street Pittsburgh, PA 15201	Murals Afterschool Arts Program	To support arts-based afterschool programs for youth	\$12,000	12/17/2012
Mattress Factory 500 Sampsonia Way Pittsburgh, PA 15212-4444	Education Program	To support arts programming for K-12 teachers, students, and families	\$35,000	8/15/2012
McKeesport Symphony Society P O Box 354 McKeesport, PA 15134-0354	Youth Orchestra	To support the acquisition of music scores and related materials for the youth symphony	\$2,500	3/23/2012
Mentoring Partnership of Southwestern Pennsylvania (The) One Hope Square 1901 Centre Avenue, Suite 103 Pittsburgh, PA 15219	Expansion and Support of Quality Mentoring Partnership	To support the delivery of technical assistance and training services to local mentoring programs, mentors, and mentees	\$65,000	12/14/2012
Millvale Library 902 Hansen Street Pittsburgh, PA 15209	Start-Up Expenses	To support the completion of a new community library in Millvale	\$67,000	8/15/2012
Mission Readiness Pennsylvania 300 North Second Street, Suite 1101 Harrisburg, PA 17101	PA Early Education Initiative	To support statewide efforts to educate and inform the community about the value of early education	\$15,000	12/14/2012
Mount Saint Peter Church 100 Freeport Road New Kensington, PA 15068	Peace Camp	To support a summer camp program for elementary and middle school students	\$3,000	5/1/2012
Moving Lives of Kids Arts Center 7008 Bennett Street Pittsburgh, PA 15208	Art for My Future	To support youth arts programming in partnership with three community organizations	\$25,000	7/9/2012
National Aviary in Pittsburgh, Inc Allegheny Commons West Pittsburgh, PA 15212-5248	Education Programs	To support high quality environmental science programs for children in grades K-12 and to continue to build mutually-beneficial working relationships with educators	\$15,000	11/7/2012

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National Summer Learning Association 575 S Charles Street, Suite 310 Baltimore, MD 21201	2012 National Conference	To support a national conference on summer learning highlighting best practices and professional development for educators	\$5,000	9/18/2012
NEED The Law & Finance Building 429 Fourth Avenue, 20th Floor Pittsburgh, PA 15219	Access to College and Career Education (ACE)	To support the Access to College and Career Education program to promote college access for Pittsburgh Public School students	\$50,000	4/11/2012
NEED The Law & Finance Building 429 Fourth Avenue, 20th Floor Pittsburgh, PA 15219	Search for President and CEO	To support a national search for a new president and chief executive officer	\$4,000	12/4/2012
Neighborhood Academy (The) 709 North Aiken Avenue Pittsburgh, PA 15206	2012 Summer Session	To enable currently-enrolled students to attend a summer session college camp	\$14,000	5/9/2012
New Sun Rising 902 Hansen Street Pittsburgh, PA 15209	Pyrotopia The First Annual Festival of Fire Arts	To support a family festival showcasing the use of fire, electricity, and light as artistic media	\$4,500	3/22/2012
North Carolina Arts in Action P O Box 51277 Durham, NC 27717	Operating Support	To use dance as a catalyst for learning, motivating children towards excellence in all areas of their academic and personal lives	\$20,000	12/14/2012
North Carolina Public Radio (WUNC 91.5) 120 Friday Center Drive Chapel Hill, NC 27517	WUNC American Graduate Project	To support a public radio initiative addressing the dropout crisis and educational challenges occurring in North Carolina	\$25,000	12/14/2012
North Carolina Public Radio (WUNC 91.5) 120 Friday Center Drive Chapel Hill, NC 27517	WUNC Youth Radio Summer Institute	To support youth reports and mentors to create engaging public radio news reports told from the perspective of young people from diverse backgrounds	\$10,000	5/8/2012
Norwin School District 281 McMahon Drive North Huntingdon, PA 15642	The Robotic Knights	To support a robotics program for elementary students and related professional development activities for educators	\$16,000	3/15/2012
Pace School 2432 Greensburg Pike Pittsburgh, PA 15221	Building and Landscape Improvements	To support improvements to the school's interior and exterior spaces to offer better experiences for students and to increase the building's efficiency	\$100,000	12/14/2012
Pace School 2432 Greensburg Pike Pittsburgh, PA 15221	Building and Landscape Improvements	To support improvements to the school's interior and exterior spaces to offer better experiences for students and to increase the building's efficiency	\$100,000	12/14/2012
Penland School of Crafts P O Box 37 Penland, NC 28765-0037	Teaching Artist Initiative	To support outreach programs in arts education	\$20,000	8/15/2012
Pennsylvania Association for the Education of Young Children 333 Market Street 1st Floor Harrisburg, PA 17101	Quality Early Learning Grassroots Outreach	To support a grassroots community awareness strategy	\$15,000	8/15/2012
Pennsylvania League of Cities and Municipalities 414 North Second Street Harrisburg, PA 17101	Allegheny Commons Playground Build	To support the construction of a KaBoom playground on Pittsburgh's North Side	\$20,000	6/12/2012
Pennsylvania Partnerships for Children 116 Pine Street, Suite 430 Harrisburg, PA 17101-1633	Operating Support	To support statewide public engagement on early childhood, afterschool, and youth development issues	\$40,000	8/15/2012
Pennsylvania State University - New Kensington Campus 3550 Seventh Street Road Route 780 New Kensington, PA 15068-1798	Kids in College	To support summer programming for children and youth	\$12,500	5/22/2012
Phipps Conservatory and Botanical Gardens Inc One Schenley Park Pittsburgh, PA 15213-3830	Bringing Eco-Science to Life	To support an education program that stimulates the understanding and appreciation of environmental sciences among middle and high school students through engaging, interscholastic competitions and hands-on internships	\$45,000	12/14/2012
Phipps Conservatory and Botanical Gardens Inc One Schenley Park Pittsburgh, PA 15213-3830	Center for Sustainable Landscapes	To support efforts to create a sustainable, eco-friendly environmental education center at Phipps Conservatory	\$25,000	8/23/2012
Pittsburgh Arts & Lectures 301 S Craig Street, Suite 200 Pittsburgh, PA 15213	Black, White & Read All Over	To support a lecture series and community outreach of award-winning children's authors	\$12,500	8/28/2012

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Pittsburgh Association for the Education of Young Children 5604 Solway Street Pittsburgh, PA 15217	Keystone STARS Challenge Grants	To support a mini-grant initiative to assist child care facilities with quality improvement efforts	\$20,000	8/15/2012
Pittsburgh Association for the Education of Young Children 5604 Solway Street Pittsburgh, PA 15217	Operating Support	To support professional development and public engagement efforts related to early childhood issues	\$80,000	12/14/2012
Pittsburgh Association for the Education of Young Children 5604 Solway Street Pittsburgh, PA 15217	PAEYC/Family Support Conference	To support an annual regional conference for early learning professionals	\$5,000	9/11/2012
Pittsburgh Ballet Theatre, Inc 2900 Liberty Avenue Pittsburgh, PA 15201-1500	Creative Movement Residency Program	To support the development of an in-school dance curriculum that begins with pre-kindergarten children and extends to third grade	\$15,000	12/14/2012
Pittsburgh Cares 3505 Butler Street, Suite 1 Pittsburgh, PA 15201	Youth Engaged in Service	To support programs for children and families	\$20,000	7/9/2012
Pittsburgh Chess Club (The) 4101 Windsor Street Pittsburgh, PA 15217	Chess for Pittsburgh Youth Program	To support chess clubs and tournaments for students in the Pittsburgh Public Schools	\$15,000	9/18/2012
Pittsburgh Civic Light Opera The Benedum Center 719 Liberty Avenue Pittsburgh, PA 15222	Creative Vision Program	To support a musical theater program to engage students in performance and learning	\$20,000	4/11/2012
Pittsburgh Community Broadcasting Corporation 91 3FM WYEP 67 Bedford Square Pittsburgh, PA 15203	News Vision and Re(Imagine) Media	To support two outreach programs for teens	\$25,000	4/12/2012
Pittsburgh Cultural Trust (The) 803 Liberty Avenue Pittsburgh, PA 15222	Children and Family Programming	To support regional cultural festivals and programming for children and families	\$50,000	12/14/2012
Pittsburgh Foundation (The) Five PPG Place Suite 250 Pittsburgh, PA 15222-5414	Fund for Excellence	To support the reform agenda of Pittsburgh Superintendent Linda Lane and the Board of Education	\$500,000	8/15/2012
Pittsburgh Harlequins Rugby Football Association, The 101 Eisele Road Cheswick, PA 15024	Youth Mentoring Programs	To support a mentoring program to engage youth in positive interaction with peers and adults	\$24,000	4/13/2012
Pittsburgh Musical Theater 327 South Main Street Pittsburgh, PA 15220	Educational Programs	To support educational and performance opportunities for students in the field of musical theater	\$20,000	12/14/2012
Pittsburgh Musical Theater 327 South Main Street Pittsburgh, PA 15220	Educational Programs	To support educational and performance opportunities for students in the field of musical theater	\$25,000	4/11/2012
Pittsburgh Opera Theater, Inc Stephen Foster Center 286 Main Street, Third Floor Pittsburgh, PA 15201-2808	Education and Outreach Programs	To support an introduction to opera through outreach and educational programming for young people	\$18,000	12/14/2012
Pittsburgh Opera, Inc 2425 Liberty Avenue Pittsburgh, PA 15222	Education and Community Programming	To support partnerships that offer experiences with opera to students, families, and teachers in the Pittsburgh region	\$30,000	12/14/2012
Pittsburgh Parks Conservancy 2000 Technology Drive, Suite #300 Pittsburgh, PA 15219	Environmental Center Programming	To support the expansion of inquiry-based environmental education using local parks as classrooms	\$40,000	12/14/2012
Pittsburgh Project (The) 2801 North Charles Street Pittsburgh, PA 15222	Youth Programs	To support educational and leadership opportunities during out-of-school hours for at-risk children on Pittsburgh's North Side	\$50,000	12/14/2012
Pittsburgh Promise Foundation 1901 Centre Avenue, Suite 204 Pittsburgh, PA 15219	Pittsburgh Promise	To support scholarships for students graduating from Pittsburgh Public Schools to pursue higher education	\$1,000,000	12/14/2012
Pittsburgh Public Schools 341 South Bellefield Street Pittsburgh, PA 15213	Arts Initiative	To support an integrated and systematic approach to arts education in the Pittsburgh Public School District	\$123,762	7/12/2012
Pittsburgh Public Schools 341 South Bellefield Street Pittsburgh, PA 15213	CAPA Across Time	To support CAPA students and faculty to offer afterschool, arts-based programming in selected PPS elementary schools	\$10,000	5/25/2012
Pittsburgh Public Theater Corporation at the O'Reilly Theater 621 Penn Avenue Pittsburgh, PA 15222-3204	Education and Outreach	To support education and outreach programming for youth	\$25,000	8/15/2012

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Pittsburgh Soccer in the Community 34 Brucewood Drive Pittsburgh, PA 15228	Youth Programs	To support soccer and life skills instruction during afterschool hours	\$20,000	12/14/2012
Pittsburgh Social Venture Partners P O Box 95 Allison Park, PA 15101	Solutions for Society	To support a conference for civic leaders and the public on the value of Positive Deviance	\$1,500	11/14/2012
Pittsburgh Supercomputing Center Carnegie Mellon University 300 South Craig Street Pittsburgh, PA 15213	Computation and Science for Teachers (CAST) 2012 Summer Institute	To support the development of materials and associated professional development for high school math and science teachers to integrate modeling and simulation tools in their teaching	\$15,000	5/7/2012
Pittsburgh Symphony Orchestra 600 Penn Avenue Heinz Hall for the Performing Arts Pittsburgh, PA 15222	Schooltime and Tiny Tots Education Programs	To support performances and educational activities for young people	\$25,000	12/14/2012
Pittsburgh Three Rivers Marathon 810 River Avenue Pittsburgh, PA 15212	Pittsburgh Marathon	To support a children's program encouraging physical fitness	\$10,000	8/15/2012
Pittsburgh Youth Leadership, Inc 1034 Fifth Avenue, Suite 400 Pittsburgh, PA 15219	Summer Bicycle Adventure	To support an intensive summer biking experience for underserved youth	\$4,000	5/22/2012
Planned Parenthood of Western Pennsylvania, Inc 933 Liberty Avenue, 2nd Floor Pittsburgh, PA 15222	Peer Education Program	To support training for peer educators to help reduce teen pregnancy and prevent school dropout in local middle and high schools	\$65,000	12/14/2012
Prime Stage Theatre P O Box 99446 Pittsburgh, PA 15233	Education and Outreach Programs	To support programming designed to promote literacy through theatrical performances	\$15,000	12/14/2012
Propel Schools Foundation 3447 East Carson Street, Suite 200 Pittsburgh, PA 15203	Growth & Expansion	To support the growth and expansion of Propel Charter Schools	\$50,000	12/14/2012
PTA Thrift Shop, Inc (The) 115 West Main Street Carrboro, NC 27510	Community Building Campaign	To support a redevelopment project that will increase revenue for a parent-teacher association that supports the Chapel Hill-Carrboro Public Schools	\$50,000	8/15/2012
Quaker Valley School District 203 Graham Street Sewickley, PA 15143-1181	Community Youth Worker	To support a community youth worker who will counsel the district's at-risk youth as well as create afterschool and summer programming	\$5,000	8/15/2012
Quantum Theatre, Inc 218 N Highland Avenue, SW Pittsburgh, PA 15206	Educational Program	To support in-school residencies linking high school students with theatrical productions	\$15,000	12/14/2012
Reading is FUNDamental Pittsburgh 10 Children's Way Suite 300 Pittsburgh, PA 15212	Operating Support	To support operations and program support for Books for Keeps and Read to Your Family programs	\$65,000	4/24/2012
River City Brass BNY Mellon Center 500 Grant Street, Suite 2720 Pittsburgh, PA 15219	Bridge the Gap Program	To support instrumental and vocal music instruction for Pittsburgh Public School District students	\$25,000	12/14/2012
RiverQuest 1501 Reedsdale Street Cardello Building, Suite 2001 Pittsburgh, PA 15233	Educational Programs	To support river-based environmental education for students	\$25,000	12/14/2012
Saint Vincent College 300 Fraser Purchase Road Latrobe, PA 15650-2690	2012 Fred Forward Conference	To support a conference that will serve as a forum for consensus building and action planning toward quality in children's digital media	\$20,000	2/14/2012
Saint Vincent College 300 Fraser Purchase Road Latrobe, PA 15650-2690	Partnership with PAEYC	To support a digital learning position jointly shared by the Fred Rogers Center for Early Learning and Children's Media and the Pittsburgh Association for the Education of Young Children	\$82,530	12/14/2012
Saltworks Theatre Company 569 North Neville Street Pittsburgh, PA 15213	Bullying Prevention and Drug and Alcohol Prevention	To support social issue educational performances for elementary school students in Pittsburgh Public Schools	\$10,000	12/14/2012
Sarah Heinz House Association One Heinz Street Pittsburgh, PA 15212	Education Programming	To support afterschool education programming	\$30,000	12/14/2012
Schenley Heights Community Development Program 3171 Ewart Drive Pittsburgh, PA 15219	Afterschool Program	To support afterschool programming for youth in the Hill District	\$45,000	12/14/2012

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SEEDS 706 Gilbert Street Durham, NC 27701	DIG and SEEDlings	To support urban gardening programs for youth in Durham, NC	\$15,000	6/12/2012
Shaler Area School District 1800 Mount Royal Boulevard Glenshaw, PA 15116	Dream Flight Adventures	To support the creation of a themed, interactive classroom simulator that teaches elementary school students teamwork, critical thinking, and problem solving while increasing their interest in STEM topics, creativity, and art	\$80,000	9/7/2012
Sisters of St. Joseph 1020 State Street Baden, PA 15005	Peace Camp	To support a summer arts camp in McKees Rocks	\$7,500	4/25/2012
SLB Radio Productions, Inc P O Box 100092 Pittsburgh, PA 15233	Operating Support	To support a community radio program, workshops and other initiatives that amplify voices, ideas, and feelings of children and youth	\$50,000	12/14/2012
Smart Futures Arrott Building 401 Wood Street, Suite 902 Pittsburgh, PA 15222	PA eMentoring	To support the continued expansion of an internet-based college and career mentoring program for teens	\$25,000	12/14/2012
Society for Contemporary Craft 2100 Smallman Street Pittsburgh, PA 15222	Museum/School Partnership	To support a Museum/School Partnership at Pittsburgh South Brook Middle School	\$15,000	8/15/2012
Southern Alleghenies Museum of Art P O Box 9 Loretto, PA 15940	Education Programs	To support museum programming for school districts throughout rural southwestern Pennsylvania	\$16,000	8/15/2012
St. Margaret Foundation Suite 100 Medical Arts Building 815 Freeport Road Pittsburgh, PA 15215	Reach Out and Read	To support early literacy programming in partnership with pediatricians	\$4,550	5/25/2012
Steeltown Entertainment Project 2100 Wharton Street Suite 708 Pittsburgh, PA 15203	Youth and Media Program	To support youth by providing access to digital media creation and developing youth-friendly programming	\$50,000	4/19/2012
Sto-Rox School District 600 Russellwood Avenue McKees Rocks, PA 15136	Professional Development to Prepare for Major State Initiatives	To support professional development for administrators and teachers to improve student achievement	\$55,000	12/14/2012
Strong Women, Strong Girls 1901 Centre Avenue Pittsburgh, PA 15219	Operating Support	To support afterschool programming and mentoring for elementary school girls	\$30,000	12/14/2012
Student Conservation Association, Inc (The) 689 River Road P O Box 550 Charlestown, NH 03603	Youth Programs	To support environmental and leadership programming for youth	\$30,000	4/11/2012
Student U 3116 Academy Road Durham, NC 27707	Operating Support	To support a multi-year program targeting at-risk middle and high school students attending Durham Public Schools in North Carolina	\$20,000	12/14/2012
Sweetwater Center for the Arts 200 Broad Street Sewickley, PA 15143	Youth Outreach Program	To support arts education and cultural experiences for economically disadvantaged children	\$8,500	7/24/2012
The Consortium for Public Education 410 Ninth Street McKeesport, PA 15132-4001	Engaging and Empowering Students and Schools	To support programs and projects to improve teaching and learning in school districts in the region	\$150,000	8/15/2012
The Forbes Funds One PPG Place, 30th Floor Pittsburgh, PA 15222-5401	Operating Support	To support efforts to build the capacity of the nonprofit sector through grantmaking, applied research and sector leadership initiatives	\$50,000	12/13/2012
The Heartwood Institute 1133 South Braddock Avenue, Suite C Pittsburgh, PA 15218	Operating Support	To support operating and administration expense of The Heartwood Institute	\$25,000	9/5/2012
The Magic Woods 436 7th Avenue The Koppers Building, Suite 2210 Pittsburgh, PA 15219	Operating Support	To support informal nature science education for young children in schools and libraries by supplying materials produced by The Magic Woods	\$7,500	6/12/2012
The Sprout Fund 5423 Penn Avenue Pittsburgh, PA 15206	Spark	To support Pittsburgh Kids+Creativity, a network of innovators and organizations empowering children and youth by creating relevant learning opportunities through the compelling use of technology, media and the arts	\$300,000	12/14/2012

<u>Payee Organization</u>	<u>Request Project Title</u>	<u>Request Project Description</u>	<u>Amount</u>	<u>Date</u>
University of Pittsburgh Cathedral of Learning 4200 Fifth Avenue Pittsburgh, PA 15260	Something Worth Giving	To support community-based organizations in developing capacity to apply research-based communication and engagement strategies as an integral part of their efforts to improve the lives of children and youth	\$34,405	12/14/2012
University of Pittsburgh Johnson Institute for Responsible Leadership 3809 Wesley W Posvar Hall 230 South Bouquet Street Pittsburgh, PA 15260	The Philanthropy Forum	To support public forums, courses, and interactive, multimedia vignettes based on oral histories compiled from local philanthropic and civic leaders	\$10,000	3/6/2012
University of Pittsburgh 5510 Forbes Quad 230 South Bouquet Street Pittsburgh, PA 15260	Western Pennsylvania Forum for School Superintendents	To support a professional development program for superintendents in western Pennsylvania	\$22,000	8/15/2012
University of Pittsburgh 5510 Forbes Quad 230 South Bouquet Street Pittsburgh, PA 15260	Western Pennsylvania Forum for School Superintendents Retreat	To support a regional retreat for school superintendents Retreat	\$12,500	10/5/2012
University of Pittsburgh at Greensburg 150 Finch Drive Greensburg, PA 15601	Summer Science and Math Experience (SSME)	To support a week-long, residential camp for regional middle school students interested in STEM learning	\$7,500	4/24/2012
UPMC McKeesport 1500 Fifth Avenue McKeesport, PA 15132	Health for Life Summer Camp	To support summer programming activities for at-risk youth in Braddock	\$10,000	5/4/2012
Urban Impact Foundation 801 Union Place, Suite 406 Pittsburgh, PA 15212	Summer Day Camp	To support summer programming for at-risk youth from North Side neighborhoods	\$15,000	5/1/2012
Venture Outdoors 33 Terminal Way, Suite 537E Pittsburgh, PA 15219	Youth and Family Programs	To support outdoor programming for children and families	\$40,000	12/14/2012
Westminster College 319 South Market Street New Wilmington, PA 16172	Center for Excellence in Teaching and Learning	To support professional development programs for teachers as well as educational programs that enrich learning for school-age children	\$50,000	12/14/2012
Westmoreland Museum of American Art 221 North Main Street Greensburg, PA 15601-1898	Programming for Children & Youth	To support programming and outreach for children and families	\$50,000	12/12/2012
Wireless Neighborhoods d/b/a Neighborhood Learning Alliance 5429 Penn Avenue Pittsburgh, PA 15206	Community LEARNS	To support training programs to improve the quality of out-of-school programs	\$60,000	12/17/2012
Women and Girls Foundation of Southwest Pennsylvania 100 W Station Square Drive, Suite 315 Pittsburgh, PA 15219	GirlGov Program	To support a civics education summer program for high school girls	\$7,500	6/8/2012
Women's Center & Shelter of Greater Pittsburgh P O Box 9024 Pittsburgh, PA 15224	Children's Programs	To support services for children who have witnessed or been victims of domestic violence	\$25,000	4/11/2012
Woodland Hills School District 2430 Greensburg Pike Pittsburgh, PA 15221-3666	College Access Center	To support the Woodland Hills Career and College Readiness Center	\$50,000	12/18/2012
World Affairs Council of Pittsburgh 2640 BNY Mellon Center 500 Grant Street Pittsburgh, PA 15219	One Young World Programming	To support educational programming concurrent to and following the One Young World 2012 Summit in Pittsburgh that targets youth in regional, national, and international classroom settings	\$12,500	10/26/2012
World Affairs Council of Pittsburgh 2640 BNY Mellon Center 500 Grant Street Pittsburgh, PA 15219	Understanding the Causes and Consequences of Globalization	To support a program to promote understanding of contemporary global issues among teachers and students	\$20,000	8/15/2012
WQED Multimedia 4802 Fifth Avenue Pittsburgh, PA 15213	iQ Kids Radio	To support a commercial-free and educational radio station for kids and families	\$50,000	12/14/2012
WQED Multimedia 4802 Fifth Avenue Pittsburgh, PA 15213	Kidsburgh	To support a micro-site, URL, and e-newsletter published by PopCity Media that features local content pertaining to kids in the Pittsburgh region	\$78,825	8/15/2012
Youth Investment Program 3407 Maryland Avenue North Versailles, PA 15137	Afterschool Program	To support out-of-school programming focused on life skills training and healthy decision making	\$5,000	5/1/2012

<u>Payee Organization</u>	<u>Request Project Title</u>	<u>Request Project Description</u>	<u>Amount</u>	<u>Date</u>
YouthPlaces 711 West Commons, 2nd Floor Pittsburgh, PA 15212	Teen Afterschool Program	To support a network of neighborhood-based afterschool programs serving high-risk teens in the Pittsburgh area	\$150,000	8/15/2012
		TOTAL	\$10,883,346	

The Grable Foundation
TIN #25-1309888

	C or U	2013	2014	990PF Total
A+ Schools	U			-
Adagio Health	U	50,000		50,000
Allegheny College	U	10,000	10,000	20,000
Allegheny County Department of Human	U			-
Allegheny Intermediate Unit	U	65,100		65,100
Andy Warhol	U			-
Arts Education Collaborative	U	125,000		125,000
ASSET	U	50,000	50,000	100,000
Attack Theatre	U			-
Berks County Intermediate Unit	U	200,000		200,000
Big Brothers	U	35,000		35,000
Carnegie Mellon University	U			-
Carnegie Mellon University	U	35,000	25,000	60,000
CASA of Allegheny County	U	22,500		22,500
Center of Life	U	25,000	25,000	50,000
Chapel Hill	U	25,000		25,000
Children's Institute	U	5,000	5,000	10,000
Citizens to Abolish Domestic Apartheid	U	15,000		15,000
City Theatre	U	15,000	15,000	30,000
Clairton City School District	U	55,000		55,000
Communities in Schools	U	20,000		20,000
Consortium for Public Education	U	125,000		125,000
Cornell School District	U	7,000		7,000
Durham PROUD	U	20,000		20,000
East End Cooperative Ministry	U	60,000		60,000
Education Partnership	U	75,000		75,000
Fight Crime Invest in Kids	U	20,000		20,000
Focus on Renewal	U			-
Fred Rogers Company	U			-
Frick Art & Historical Center	U	25,000		25,000
Gateway to the Arts	U			-
Greater PGH Literacy Council	U			-
Greater Pittsburgh Art Council	U	25,000		25,000
Higher Achievement	U			-
Hopebound Ministries	U	20,000	20,000	40,000
Hosanna House	U	25,000		25,000
Jfilm (Jewish Federation)	U	5,000		5,000
Keystone Oaks School District	U	8,000	8,000	16,000
Leadership Pittsburgh	U		15,000	15,000
Leadership Pittsburgh	U	50,000		50,000
Manchester Craftsmen's Guild	U	30,000		30,000
Manlyn G Rabb Foundation	U		12,000	12,000
Mattress Factory	U	35,000	35,000	70,000
Mentoring Partnership	U			-
Mission Readiness	U			-
National Aviary	U	15,000		15,000
North Carolina Arts in Action	U			-
Penland School of Crafts	U	20,000	20,000	40,000
Pennsylvania Partnerships for Children	U	40,000	40,000	80,000
Phipps Conservatory	U	45,000		45,000
Pirates Charities	U	20,000		20,000
Pittsburgh Arts & Lectures	U	12,500		12,500
Pittsburgh Association for Advancement	U			-
Pittsburgh Ballet Theatre	U	15,000		15,000
Pittsburgh Chess Club	U	15,000		15,000
Pittsburgh Civic Light Opera	U	20,000	20,000	40,000
Pittsburgh Cultural Trust	U	50,000	50,000	100,000
Pittsburgh Foundation - PGH Promise	U			-
Pittsburgh Harlequins	U	24,000		24,000
Pittsburgh Musical Theater	U		15,000	15,000
Pittsburgh Opera Theater	U	18,000	18,000	36,000
Pittsburgh Parks Conservancy	U	30,000		30,000

The Grable Foundation
TIN #25-1309888

	C or U	2013	2014	990PF Total
Pittsburgh Symphony	U			-
Pittsburgh Three Rivers Marathon	U	10,000	10,000	20,000
Prime Stage Theatre	U	15,000	15,000	30,000
Propel Schools	U			-
PTA Thrift Shop	U	50,000	50,000	100,000
Quantum Theatre	U	15,000		15,000
Sarah Heinz House	U	30,000		30,000
Schenley Heights	U	30,000	20,000	50,000
SLB Radio	U	50,000		50,000
Smart Futures	U	25,000		25,000
Sto-Rox School District	U	55,000		55,000
Strong Women, Strong Girls	U	30,000	30,000	60,000
Student Conservation	U	30,000	30,000	60,000
The Pittsburgh Project	U	50,000		50,000
The Sprout Fund	U		300,000	300,000
Tickets for Kids Charities	U	15,000	15,000	30,000
ToonSeum	U	30,000	30,000	60,000
Touchstone Center for Crafts	U	35,000	20,000	55,000
Trinity Area School District	U	60,000	50,000	110,000
Union Project	U	30,000		30,000
United Way of Allegheny County	U	62,500	50,000	112,500
United Way of Westmoreland County	U	50,000		50,000
University of Pittsburgh	U			-
Urban League of Pittsburgh	U	40,000		40,000
Venture Outdoors	U	40,000		40,000
Westminster College	U	50,000		50,000
Westmoreland Museum of American Art	U	50,000		50,000
Wireless Neighborhoods	U	60,000		60,000
Women's Center & Shelter	U	25,000		25,000
World Affairs Council	U	20,000		20,000
Youth Investment Program	U	2,000	1,000	3,000
As of 12/28/2012		2,566,600.00	1,004,000.00	3,570,600.00
Per PC Gifts as of 12/28/2012		2,566,600.00	1,004,000.00	3,570,600.00
Difference				0
Adjusted Balance		2,566,600.00	1,004,000.00	3,570,600.00

The Grable Foundation
Form 990-PF
TIN 25-1309888
For the Year Ended December 31, 2012

HISTORY: Minnie K. Grable, widow of Errett M. Grable, founded the Grable Foundation in 1976. It is presently governed by eight Trustees: Patricia G. Burke, Charles R. Burke, Jr., Steven E. Burke, Marion G. Nicholson, Jan Nicholson, Barbara N. McFadyen, William Isler, and Susan Brownlee. Mrs. Grable, who passed away on December 6, 1990, has funded the Foundation to date through periodic intervivos gifts.

GRANT POLICY: There are five priority areas for Foundation grantmaking:

- Focusing on quality pre-collegiate education as a key to the ultimate rescue of children and teenagers in a growing underprivileged population;
- Reaching these youngsters by strengthening the family unit, supporting family planning, and encouraging viable family structures and formats;
- Integrating and fostering the arts, particularly the visual arts, to enrich school experiences and provide another avenue for expression and learning;
- Strengthening the non-profit sector by encouraging volunteerism as a way to build the capacities of agencies; and supporting promising research on schizophrenia with the objective of understanding the pathology of illness and finding a means of treatment and containment.

HOW TO APPLY: Address all inquiries and application for grants to Gregg Behr, Executive Director, The Grable Foundation, Suite 240, 650 Smithfield Street, Pittsburgh, Pennsylvania 15222. The telephone number is 412-471-4550.

There are no special forms for applying for a grant. Applications may be in letter form and should include, so far as applicable, the following:

Each proposal submitted must be expressive of a project or program clearly identified with one of the Foundation's indicated fields of interest. It should include:

- A one or two-page summary of the proposal,
- Information about the applicant organization,
- Statement of need for the proposed project,
- Description of the project and rationale for its approach,
- Qualifications of the organization, the project supervisor and staff,
- Project budget, showing committed and anticipated funds,
- Organization's current operating budget,
- Description of how the project will be sustained after the grant has ended,
- List of board members and/or advisors,
- Letters of support from the applicant's board and collaborating organizations, and,
- Copy of IRS tax-exempt certification

The Foundation does not consider requests on behalf of individuals or requests to conduit organizations, which pass on funds to other organizations.

**Application for Extension of Time To File an
Exempt Organization Return**

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

OFFICE COPY
OMB No. 1545-1109
SISTERSON & CO. LLP

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

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

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

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

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

Part I only

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE GRABLE FOUNDATION	Employer identification number (EIN) or 25-1309888
	Number, street, and room or suite no. If a P.O. box, see instructions. 650 SMITHFIELD STREET, NO. 240	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PITTSBURGH, PA 15222	

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

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

STEVEN E. BURKE

- The books are in the care of ► **650 SMITHFIELD STREET, SUITE 240 - PITTSBURGH, PA 15222**
Telephone No. ► **412-471-4550** FAX No. ► **412-471-2267**
- 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 **AUGUST 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	\$	243,474.
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	\$	168,474.
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	\$	75,000.

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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

- 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 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
	THE GRABLE FOUNDATION	25-1309888
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	650 SMITHFIELD STREET, NO. 240	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	PITTSBURGH, PA 15222	

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

STEVEN E. BURKE

- The books are in the care of **650 SMITHFIELD STREET, SUITE 240 - PITTSBURGH, PA 15222**
Telephone No. **412-471-4550** FAX No. **412-471-2267**

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO PREPARE 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	\$	243,474.
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	\$	243,474.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **▶**

Title **▶ CPA**

Date **▶**

Form 8868 (Rev. 1-2013)