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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation RILEY MABEL LOUISE TR UWILL			A Employer identification number 04-6278857	
Number and street (or P O box number if mail is not delivered to street address) BNY Mellon, N A. - P.O. BOX 185		Room/suite	B Telephone number (see instructions) (617) 722-7772	
City or town Pittsburgh	State PA	ZIP code 15230-0185		
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 65,148,724		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,328,025	1,304,431		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,544,958			
	b Gross sales price for all assets on line 6a 12,824,254				
	7 Capital gain net income (from Part IV, line 2)		1,544,958		
	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) (attach schedule)					
11 Other income (attach schedule)	88,772	91,192			
12 Total. Add lines 1 through 11	2,961,755	2,940,581	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	299,378	179,626		119,752
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	734			734
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	146,567			146,567
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	55,286	18,407		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	159,799	115,380		44,419
	24 Total operating and administrative expenses. Add lines 13 through 23	661,764	313,413	0	311,472
	25 Contributions, gifts, grants paid	2,760,791			2,760,791
26 Total expenses and disbursements. Add lines 24 and 25	3,422,555	313,413	0	3,072,263	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-460,800				
b Net investment income (if negative, enter -0-)		2,627,168			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	14,321	1,477,871	1,477,871
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	46,385,230	44,725,328	60,437,271
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ PARTNERSHIP INVESTMENTS)	3,836,413	2,768,597	3,233,582
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	50,235,964	48,971,796	65,148,724
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	50,235,964	48,971,796	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	50,235,964	48,971,796	
	31 Total liabilities and net assets/fund balances (see instructions)	50,235,964	48,971,796	

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	50,235,964
2 Enter amount from Part I, line 27a	2	-460,800
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	615,068
4 Add lines 1, 2, and 3	4	50,390,232
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,418,436
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	48,971,796

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,544,958
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part☐ Yes ☒ No

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))
2012	3,098,287	56,793,216	0.054554
2011	3,058,760	58,083,242	0.052662
2010	2,496,184	54,063,846	0.046171
2009	2,266,373	48,060,510	0.047157
2008	3,015,829	59,290,561	0.050865

2 Total of line 1, column (d)	2	0.251409
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050282
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	60,806,738
5 Multiply line 4 by line 3	5	3,057,484
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26,272
7 Add lines 5 and 6	7	3,083,756
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	3,072,263

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	52,543	
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	52,543	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	52,543	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	36,112	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	18,242	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	54,354	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,811	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 1,811 Refunded	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 the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
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? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BNY MELLON, N A Telephone no ► (617) 722-7772 Located at ► P.O. BOX 185, PITTSBURGH, PA ZIP+4 ► 15230-0185			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 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 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here	☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
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 ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	NONE	
2		
3		
4		

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

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

Amount

1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		NONE

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	60,743,246
b	Average of monthly cash balances	1b	989,483
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	61,732,729
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	61,732,729
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	925,991
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	60,806,738
6	Minimum investment return. Enter 5% of line 5	6	3,040,337

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	3,040,337
2a	Tax on investment income for 2013 from Part VI, line 5	2a	52,543
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	52,543
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,987,794
4	Recoveries of amounts treated as qualifying distributions	4	944
5	Add lines 3 and 4	5	2,988,738
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,988,738

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	3,072,263
b	Program-related investments—total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,072,263
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,072,263

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,988,738
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				194,580
e From 2012				297,870
f Total of lines 3a through e	492,450			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,072,263				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				2,988,738
e Remaining amount distributed out of corpus	83,525			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	575,975			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	575,975			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				194,580
d Excess from 2012				297,870
e Excess from 2013				83,525

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**N/A**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

SEE ATTACHED

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

SEE ATTACHED

- c** Any submission deadlines

SEE ATTACHED

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

SEE ATTACHED

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	2,760,791
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	NONE

RILEY MABEL LOUISE TR U-WILL

04-6278857 Page 1 of 8

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

Recipient(s) paid during the year

Name

FRIENDS OF THE CHILDREN-BOSTON, INC

Street

555 AMORY STREET

City

BOSTON

State
MA**Zip Code**
02130**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

75,000

Name

GENERATIONS INCORPORATED

Street

25 KINGSTON STREET, 4TH FLOOR

City

BOSTON

State
MA**Zip Code**
02111**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

NEIGHBORHOOD HOUSE CHARTER SCHOOL

Street

21 QUEEN STREET

City

DORCHESTER

State
MA**Zip Code**
02122**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

75,000

Name

BOSTON DEBATE LEAGUE

Street

31 STATE STREET

City

BOSTON

State
MA**Zip Code**
02109**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

KIPP MASSACHUSETTS

Street

25 BESSOM STREET

City

LYNN

State
MA**Zip Code**
01902**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

Name

COURAGEOUS SAILING CENTER OF BOSTON INC

Street

ONE FIRST AVENUE

City

CHARLESTOWN

State
MA**Zip Code**
02129**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

RILEY MABEL LOUISE TR U/WILL

04-6278857 Page 2 of 8

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

Recipient(s) paid during the year

Name

BOSTON SCHOOLYARD FUNDERS COLLABORATIVE

Street

ONE CENTER PLAZA, SUITE 350

City

BOSTON

State

MA

Zip Code

02108

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

INSTITUTE OF CONTEMPORARY ART

Street

100 NORTHERN AVENUE

City

BOSTON

State

MA

Zip Code

02210

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

FENWAY HIGH SCHOOL FUND

Street

174 IPSWICH STREET

City

BOSTON

State

MA

Zip Code

02215

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

ROXBURY PREP CHARTER SCHOOL

Street

120 FISHER AVENUE

City

ROXBURY

State

MA

Zip Code

02120

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

PROSPECT HILL ACADEMY CHARTER SCHOOL

Street

50 ESSEX STREET

City

BOSTON

State

MA

Zip Code

02111

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

75,000

Name

CITY ON A HILL CHARTER SCHOOL

Street

58 CIRCUIT STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

RILEY MABEL LOUISE TR U-WILL

04-6278857 Page 3 of 8

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

Recipient(s) paid during the year

Name

MORGAN MEMORIAL GOODWILL INDUSTRIES,

Street

1010 HARRISON AVENUE

City

BOSTON

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

75,000

Name

ONE FUND BOSTON, INC

Street

P O BOX 990009

City

BOSTON

State

MA

Zip Code

02199

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

INQUILINOS BORICUAS EN ACCION

Street

405 SHAWMUT AVENUE

City

BOSTON

State

MA

Zip Code

02118

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

CAMP HARBOR VIEW C/O CONNORS FAMILY OFFICE

Street

200 CLARENDON STREET, 60TH FLOOR

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

METROPOLITAN BOSTON HOUSING

Street

569 COLUMBUS AVENUE

City

BOSTON

State

MA

Zip Code

02118

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

SUMMER JAZZ CONCERTS - ROXBURY ACTION PROGRAM

Street

16 CENTER STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

RILEY MABEL LOUISE TR U-WILL

04-6278857 Page 4 of 8

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

Recipient(s) paid during the year

Name

ASSOCIATED GRANT MAKERS FBO THE SUMMER FUND

Street

55 COURT ST, STE 520

City

BOSTON

State

MA

Zip Code

02108

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

75,000

Name

CITY YEAR BOSTON

Street

287 COLUMBUS AVENUE

City

BRAintree

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

150,000

Name

SMART FROM THE START

Street

60 CLAYTON STREET

City

DORCHESTER

State

MA

Zip Code

02122

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

Name

BIG BROTHERS BIG SISTERS OF MASSACHUSETTS BAY

Street

75 FEDERAL STREET 8TH FLOOR

City

BOSTON

State

MA

Zip Code

02122-1007

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

MISSION OF DEEDS, INC.

Street

6 CHAPIN AVENUE

City

READING

State

MA

Zip Code

01867

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

60,000

Name

MORE THAN WORDS, INC

Street

376 MOODY STREET

City

WALTHAM

State

MA

Zip Code

02453

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

RILEY MABEL LOUISE TR U-WILL

04-6278857 Page 5 of 8

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

Recipient(s) paid during the year

Name

SKILL WORKS PTNRS FOR A PRODUCTIVE WORKFORCE

Street

75 ARLINGTON STREET, 10TH FLOOR

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

75,000

Name

INNERCITY WEIGHTLIFTING, INC.

Street

P.O. BOX 171313

City

BOSTON

State

MA

Zip Code

02117

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

Name

SOUTH COVE MANOR

Street

120 SHAWMUT AVENUE

City

BOSTON

State

MA

Zip Code

02118

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

Name

JEWISH VOCATIONAL SERVICE, INC

Street

105 CHAUNCY STREET

City

BOSTON

State

MA

Zip Code

02111

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

TENACITY, INC

Street

38 EVERETT STREET

City

BOSTON

State

MA

Zip Code

02134

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

BABY UNIVERSITY

Street

51 INMAN STREET

City

CAMBRIDGE

State

MA

Zip Code

02139

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

56,200

RILEY MABEL LOUISE TR U-WILL

04-6278857 Page 6 of 8

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

Recipient(s) paid during the year

Name

SOCIEDAD LATINA, INC.

Street

1530 TREMONT STREET

City

ROXBURY

State

MA

Zip Code

02120

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

Name

COMPANY ONE, INC.

Street

539 TREMONT STREET

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

BETHEL INSTITUTE FOR SOCIAL JUSTICE

Street

40 WALK HILL ROAD

City

JAMAICA PLAIN

State

MA

Zip Code

02130

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

Name

EDUCATIONAL DEVELOPMENT GROUP, INC

Street

434 MASSACHUSETTS AVENUE, SUITE G1

City

BOSTON

State

MA

Zip Code

02118

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

FAMILIES UNITED IN EDUCATIONAL LEADERSHIP (FUEL)

Street

561 BOYLSTON STREET, 4TH FLOOR

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

75,000

Name

JUMPSTART FOR YOUNG CHILDREN, INC

Street

308 CONGRESS STREET, 6TH FLOOR

City

BOSTON

State

MA

Zip Code

02110

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

RILEY MABEL LOUISE TR UWILL

04-6278857 Page 7 of 8

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

Recipient(s) paid during the year

Name

MUSEUM OF FINE ARTS, BOSTON

Street

465 HUNTINGTON AVENUE

City

BOSTON

State

MA

Zip Code

02115

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

75,000

Name

MUSEUM OF SCIENCE

Street

1 SCIENCE PARK

City

BOSTON

State

MA

Zip Code

02114

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

60,000

Name

BPE

Street

27-43 WORMWOOD STREET, SUITE 110

City

BOSTON

State

MA

Zip Code

02210

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

75,000

Name

OLD STURBRIDGE VILLAGE

Street

1 OLD STURBRIDGE VILLAGE ROAD

City

BOSTON

State

MA

Zip Code

01566

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

25,000

Name

FUND FOR BOSTON NEIGHBORHOODS, INC

Street

P.O BOX 2559

City

BOSTON

State

MA

Zip Code

02208

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

ST. PATRICK'S CHURCH ATTN MONIQUE HUBBARD

Street

10 MAGAZINE STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

11,491

RILEY MABEL LOUISE TR U-WILL

04-6278857 Page 8 of 8

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

Recipient(s) paid during the year

Name

THE CITY SCHOOL F/B/O CAPEOIRA COMMUNITY RETREAT AND GROUP

Street

614 COLUMBIA ROAD

City

BOSTON

State

MA

Zip Code

02125

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,100

Name

EDWARD L. COOPER COMMUNITY GARDEN AND EDUCATION CENTER

Street

140 CLARENDON STREET, SUITE 305

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

NIGERIAN YOUTH ORGANIZATION

Street

P O BOX 191039

City

BOSTON

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

VINE STREET COMMUNITY CENTER

Street

339 DUDLEY STREET

City

BOSTON

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

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

										Totals	Gross Sales	Cost, Other Basis and Expenses		Net Gain or Loss	
										Capital Gains/Losses	12,824,254	11,278,298		1,545,956	
										Other sales	0	0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
1	X	BNY MELLON CORP BOND-M	05569M368		12/17/2012		3/13/2013	3,553	3,556				0	-3	
2	X	BNY MELLON CORP BOND-M	05569M368		6/15/2012		3/13/2013	286,447	287,526				0	8,921	
3	X	BNY MELLON BOND FUND-M	05569M430		12/15/2011		3/13/2013	3,872	3,820				0	52	
4	X	BNY MELLON BOND FUND-M	05569M430		12/17/2012		3/13/2013	14,827	14,904				0	-77	
5	X	BNY MELLON BOND FUND-M	05569M430		10/18/2000		3/13/2013	181,301	168,783				0	12,518	
6	X	BNY MELLON BOND FUND-M	05569M430		10/18/2000		6/27/2013	150,000	144,470				0	5,530	
7	X	DREYFUSNEWTON INTERN S	26203E804		9/18/2008		6/27/2013	150,000	156,964				0	-6,964	
8	X	HENDERSON INTL OPP FUND	425067840		12/22/2005		3/14/2013	174,060	151,447				0	22,613	
9	X	HENDERSON INTL OPP FUND	425067840		12/2/2005		3/14/2013	35,225	31,886				0	3,339	
10	X	HENDERSON INTL OPP FUND	425067840		12/2/2005		3/14/2013	33,306	27,870				0	5,436	
11	X	HENDERSON INTL OPP FUND	425067840		12/19/2006		3/14/2013	944,772	1,000,000				0	-55,228	
12	X	HENDERSON INTL OPP FUND	425067840		2/12/2007		3/14/2013	105,182	105,633				0	-451	
13	X	HENDERSON INTL OPP FUND	425067840		12/6/2007		3/14/2013	239,960	296,032				0	-56,072	
14	X	HENDERSON INTL OPP FUND	425067840		12/6/2007		3/14/2013	68,703	81,893				0	-13,190	
15	X	HENDERSON INTL OPP FUND	425067840		12/6/2008		3/14/2013	55,804	34,175				0	21,629	
16	X	HENDERSON INTL OPP FUND	425067840		12/6/2008		3/14/2013	23,580	14,441				0	9,139	
17	X	HENDERSON INTL OPP FUND	425067840		12/6/2008		3/14/2013	39	24				0	15	
18	X	HENDERSON INTL OPP FUND	425067840		12/31/2009		3/14/2013	14,188	12,842				0	1,346	
19	X	HENDERSON INTL OPP FUND	425067840		12/30/2010		3/14/2013	24,930	23,720				0	1,210	
20	X	HENDERSON INTL OPP FUND	425067840		12/29/2011		3/14/2013	23,861	18,862				0	4,999	
21	X	HENDERSON INTL OPP FUND	425067840		12/28/2012		3/14/2013	12,130	11,552				0	578	
22	X	ISHARES CORE S&P 500 ETF	464287200		12/22/2003		3/13/2013	901,533	629,466				0	272,067	
23	X	ISHARES MSCI EAFE INDEX F	464287465		3/15/2013		6/27/2013	288,218	300,626				0	-12,408	
24	X	ISHARES MSCI EAFE INDEX F	464287465		3/20/2013		6/27/2013	8,784	9,084				0	-300	
25	X	ISHARES CORE S&P MID-CAP	464287507		9/17/2012		3/13/2013	1,002,737	902,761				0	99,976	
26	X	ISHARES S&P GSCI COMMOD	46428R107		7/6/2009		9/19/2013	407,397	393,637				0	13,760	
27	X	HIGHBRIDGE DYNAMIC COMA	48121A670		4/29/2011		9/19/2013	2,748	5,000				0	-2,252	
28	X	HIGHBRIDGE DYNAMIC COMA	48121A670		5/20/2011		9/19/2013	277,831	450,000				0	-172,169	
29	X	HIGHBRIDGE DYNAMIC COMA	48121A670		12/15/2011		9/19/2013	975	1,401				0	-426	
30	X	HIGHBRIDGE DYNAMIC COMA	48121A670		12/22/2011		9/19/2013	878	941				0	-63	
31	X	KEELEY SMALL CAP VAL FD	481300501		4/21/1998		3/14/2013	700,000	256,681				0	443,319	
32	X	DREYFUS PRE STRAT INTER	06271F758		3/28/2012		6/27/2013	300,000	286,496				0	13,504	
33	X	VANGUARD FTSE EMERGING	922042858		9/27/2010		3/13/2013	2,643,893	2,739,614				0	-95,721	
34	X	VANGUARD FTSE EMERGING	922042858		1/21/2011		3/13/2013	593,747	649,613				0	-55,866	
35	X	VANGUARD FTSE EMERGING	922042858		9/17/2012		3/13/2013	2,005,523	1,892,967				0	112,556	
36	X	COMMIT TO PUR MELLON OP	999266880		12/27/2012		1/1/2013	31,621	31,621				0	0	
37	X	ISHARES S/T LOSS	999999999		1/1/2009		1/1/2013		347					-347	
38	X	ISHARES L/T LOSS	999999999		1/1/2009		1/1/2013		30,888					-30,888	
39	X	S/T PARTNERSHIP GAIN	999999999		1/1/2013		12/31/2013	86,007						86,007	
40	X	L/T PARTNERSHIP GAIN	999999999		1/1/2009		1/1/2013	513,188						513,188	
41	X	UBS FINANCIAL SERVICES LG	425067840		12/29/2011		3/14/2014		11,753					-11,753	

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

		88,772	91,192	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	PARTNERSHIP INCOME	88,772	88,772	
2	PARTNERSHIP UBTI		2,420	

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

		734	0	0	734
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	K & L GATES LLP	616			616
2	NUTTER, MCCLENNEN & FISH LLP	118			118

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

		146,567	0	0	146,567
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GMA FOUNDATION, INC FEES	146,567			146,567

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

		55,286	18,407	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	17,556	17,556		
2	FOREIGN TAX WITHHELD-O'CONNOR	694	694		
3	FOREIGN TAX WITHHELD-UBS PRIVATE EQUI	157	157		
4	PRIOR YEAR EXCISE TAX DUE	5,000			
5	ESTIMATED EXCISE PAYMENTS	31,879			

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

		159,799	115,380	0	44,419
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	MA FILING FEE 2012	250			250
2	CONSULTING FEES	38,013			38,013
3	COURT COSTS	3,500			3,500
4	VARIOUS MEMBERSHIP RENEWAL FEES	2,500			2,500
5	OTHER ADMINISTRATIVE EXPENSES	156			156
6	ISHARES PARTNERSHIP DEDUCTION	2,280	2,280		
7	O'CONNOR FUND PARTNERSHIP DEDUCTION	68,314	68,314		
8	UBS PRIVATE EQUITY IV DEDUCTION	36,334	36,334		
9	UBS QUADRANGLE DEDUCTION	8,452	8,452		

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

		46,385,230	44,725,328	60,437,271	
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	ADVANTAGE GLOBAL ALPHA-R		0	700,000	835,225
3	BNY MELLON INCOME STK FD CL M		0	3,153,778	4,610,237
4	BNY MELLON CORP BOND-M		0	712,650	711,516
5	BNY MELLON FOCUSED EQUITY OPP-M		0	2,746,396	3,459,775
6	BNY MELLON S/T US GVT SECS FD CL M		0	260,414	254,481
7	BNY MELLON INTERMEDIATE BOND FD C		0	564,544	555,372
8	BNY MELLON BOND FD CL M		0	1,409,523	1,431,486
9	DFA EMERG MKTS CORE EQUITY		0	7,500,000	7,177,341
10	DREYFUS INFLATION ADJUSTED SECS F		0	575,115	575,977
11	DREYFUS EMG MKT DEBT LOC C-I		0	540,182	560,325
12	DREYFUS PREM LT TRM HI YLD-R		0	768,603	776,382
13	DREYFUS PR GL R/E SEC FD CL I		0	575,000	683,921
14	DREYFUS/NEWTON INTERN EQTY-I		0	893,923	945,902
15	ISHARES S&P 500 INDEX FUND		0	10,080,267	17,883,108
16	ISHARES BARCLAYS AGGREGATE BOND		0	439,763	462,864
17	ISHARES MSCI EAFE INDEX FD		0	1,499,660	1,694,618
18	ISHARES TR S&P MIDCAP 400 INDEX FD		0	1,832,354	3,695,297
19	ISHARES TR COHEN & STEERS REALTY		0	328,498	576,390
20	KEELEY SMALL CAP VAL FD-A		0	626,054	2,134,761
21	ASG MANAGED FUTURES STRAT-Y		0	750,000	804,916
22	ASG GLOBAL ALTERNATIVES FUND-Y		0	1,362,457	1,506,524
23	DREYFUS SELECT MANAGERS S/C VL-I		0	427,320	617,377
24	DREYFUS U S EQUITY FUND-I		0	2,514,886	3,684,746
25	DREYFUS PRE STRAT INTER ST-R		0	943,504	1,065,975
26	TCW EMERGING MARKETS INCOME FUN		0	656,374	668,305
27	VIRTUS EMERGING MKTS OPPOR-I		0	1,203,947	1,181,489
28	MELLON OPTIMA L/S STRATEGY FD LLC		0	1,596,871	1,819,716
29	COMMIT TO PUR MELLON OPTIMA L/S FN		0	63,245	63,245
30			0		

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

		3,836,413	2,768,597	3,233,582
Asset Description		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	PARTNERSHIP INVESTMENTS	3,836,413	2,768,597	3,233,582

Part III (990-PF) - Changes in Net Assets or Fund Balances**Line 3 - Other increases not included in Part III, Line 2**

1	CASH RECEIVED FROM UBS	1	500,000
2	ISHARES PARTNERSHIP BASIS ADJUSTMENT	2	45,816
3	MELLON OPTIMA PRIOR YEAR ADJUSTMENT	3	9,135
4	UBS QUADRANGLE ADJUSTMENT	4	8,999
5	ISHARES PARTNERSHIP ADJUSTMENT	5	39,401
6	TAX COST ADJUSTMENT	6	27
7	UBS 1099 ADJUSTMENT	7	11,690
8	Total	8	615,068

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

1	COST BASIS ADJUSTMENT	1	2,123
2	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	2	692,995
3	MELLON OPTIMA COST ADJUSTMENT	3	22,486
4	O'CONNOR ADJUSTMENT	4	114,890
5	UBS IV ADJUSTMENT	5	585,942
6	Total	6	1,418,436

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

Long Term CG Distributions		Amount		12,327,810		0		0		11,279,296		1,048,514		0		0		1,048,514	
Short Term CG Distributions		498,444		0		0		0		0		0		0		0		0	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M.V. as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj. Basis	Gain or Loss	Excess of FMV Over Adj. Basis	Gain or Loss	Excess of FMV Over Adj. Basis	Gain or Loss	Excess of FMV Over Adj. Basis	
1 BNY MELLON CORP BOND-M	055994368		12/17/2013	3/13/2013	3,333		0	3,333	-3		0	0	-3						
2 BNY MELLON CORP BOND-M	055994368		8/15/2012	3/13/2013	288,447		0	287,528	8,921		0	0	8,921						
3 BNY MELLON BOND FUND-M	055994430		12/15/2011	3/13/2013	3,872		0	3,820	52		0	0	52						
4 BNY MELLON BOND FUND-M	055994430		12/17/2013	3/13/2013	14,827		0	14,804	23		0	0	23						
5 BNY MELLON BOND FUND-M	055994430		10/16/2000	3/13/2013	181,301		0	188,783	12,518		0	0	12,518						
6 BNY MELLON BOND FUND-M	055994430		10/16/2000	8/27/2013	150,000		0	144,470	5,530		0	0	5,530						
7 DREYFUS NEWTON INTERN EQTY-I	282032604		8/19/2008	8/27/2013	150,000		0	158,964	-8,964		0	0	-8,964						
8 HENDERSON INTL OPP FUND-A	425067840		12/22/2008	3/14/2013	174,080		0	151,447	22,633		0	0	22,633						
9 HENDERSON INTL OPP FUND-A	425067840		12/2/2005	3/14/2013	58,228		0	31,888	6,239		0	0	6,239						
10 HENDERSON INTL OPP FUND-A	425067840		12/2/2005	3/14/2013	33,306		0	27,870	6,436		0	0	6,436						
11 HENDERSON INTL OPP FUND-A	425067840		12/19/2008	3/14/2013	944,772		0	1,000,000	-55,228		0	0	-55,228						
12 HENDERSON INTL OPP FUND-A	425067840		2/15/2007	3/14/2013	108,182		0	105,833	3,339		0	0	3,339						
13 HENDERSON INTL OPP FUND-A	425067840		13/6/2007	3/14/2013	239,960		0	286,032	-46,072		0	0	-46,072						
14 HENDERSON INTL OPP FUND-A	425067840		12/6/2007	3/14/2013	68,703		0	81,893	-13,190		0	0	-13,190						
15 HENDERSON INTL OPP FUND-A	425067840		12/9/2008	3/14/2013	55,804		0	34,178	21,626		0	0	21,626						
16 HENDERSON INTL OPP FUND-A	425067840		12/6/2008	3/14/2013	23,560		0	14,441	9,119		0	0	9,119						
17 HENDERSON INTL OPP FUND-A	425067840		12/9/2008	3/14/2013	39		0	24	15		0	0	15						
18 HENDERSON INTL OPP FUND-A	425067840		12/31/2009	3/14/2013	14,188		0	12,842	1,346		0	0	1,346						
19 HENDERSON INTL OPP FUND-A	425067840		12/30/2010	3/14/2013	24,930		0	23,720	1,210		0	0	1,210						
20 HENDERSON INTL OPP FUND-A	425067840		12/28/2011	3/14/2013	23,881		0	18,862	4,999		0	0	4,999						
21 HENDERSON INTL OPP FUND-A	425067840		12/28/2012	3/14/2013	12,130		0	11,552	578		0	0	578						
22 iSHARES CORE S&P 500 ETF	484287240		12/22/2013	3/13/2013	801,343		0	624,468	277,087		0	0	277,087						
23 iSHARES MSCI EAFE INDEX FID	484287465		3/15/2013	8/27/2013	288,218		0	300,628	-12,408		0	0	-12,408						
24 iSHARES MSCI EAFE INDEX FID	484287465		3/20/2013	8/27/2013	8,784		0	9,084	-300		0	0	-300						
25 iSHARES CORE S&P MID-CAP ETF	484287507		8/17/2012	3/13/2013	1,002,737		0	802,761	199,976		0	0	199,976						
26 iSHARES S&P 500 COMMODITY FID	484287107		7/8/2010	9/19/2013	407,397		0	347,837	59,560		0	0	59,560						
27 HIGHBRIDGE DYNAMIC COMM STRAT	48121A870		4/29/2011	9/19/2013	2,748		0	5,000	-2,252		0	0	-2,252						
28 HIGHBRIDGE DYNAMIC COMM STRAT	48121A870		9/20/2011	9/19/2013	277,831		0	450,000	-172,369		0	0	-172,369						
29 HIGHBRIDGE DYNAMIC COMM STRAT	48121A870		12/15/2011	9/19/2013	975		0	1,401	-426		0	0	-426						
30 HIGHBRIDGE DYNAMIC COMM STRAT	48121A870		12/22/2011	9/19/2013	678		0	941	-263		0	0	-263						
31 KEENEY SMALL CAP VAL FID-A	487300501		4/21/1988	3/14/2013	700,000		0	258,681	441,319		0	0	441,319						
32 DREYFUS PRE STRAT INTER ST-I	86271F788		3/26/2012	8/27/2013	300,000		0	286,490	13,504		0	0	13,504						
33 VANGUARD FTSE EMERGING MARKET	922042858		8/27/2010	3/13/2013	2,643,893		0	2,739,614	-95,921		0	0	-95,921						
34 VANGUARD FTSE EMERGING MARKET	922042858		1/21/2011	3/13/2013	583,747		0	649,513	-65,766		0	0	-65,766						
35 VANGUARD FTSE EMERGING MARKET	922042858		9/17/2013	3/13/2013	2,005,525		0	1,982,987	22,538		0	0	22,538						
36 COMMIT TO PUR MELLON OPTIMA L/S	096286880		12/27/2012	1/1/2013	31,821		0	31,621	200		0	0	200						
37 iSHARES S/T LOSS	999999999		1/1/2009	1/1/2013			0	347	-347		0	0	-347						
38 iSHARES S/T LOSS	999999999		1/1/2009	1/1/2013			0	36,888	-36,888		0	0	-36,888						
39 S/T PARTNERSHIP GAIN	999999999		1/1/2013	12/31/2013	86,807		0	0	86,807		0	0	86,807						
40 S/T PARTNERSHIP GAIN	999999999		1/1/2009	1/1/2013	513,198		0	0	513,198		0	0	513,198						
41 UBS FINANCIAL SERVICES LONG TERM	425067840		12/29/2011	3/14/2014			0	11,753	-11,753		0	0	-11,753						

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

269,378											0	0
	Name	Check "X" If Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	BNY Mellon, N.A.	X	P O BOX 185	Pittsburgh	PA	15230-0185		TRUSTEE	SEE ATTAC	262,124	NONE	NONE
2	BNY Mellon, N.A.	X	P O BOX 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-125,712	N/A	N/A
3	ANDREW C BAILEY		C/O BNY Mellon, N.A., P O Box 185	Pittsburgh	PA	15230-0185		CO-TRUSTEE	SEE ATTAC	74,322		
4	ROBERT W HOLMES		C/O BNY Mellon, N.A. P O Box 185	Pittsburgh	PA	15230-0185		CO-TRUSTEE	SEE ATTAC	44,322		
5	GRACE F FEY		C/O BNY Mellon, N.A. P O Box 185	Pittsburgh	PA	15230-0185		CO-TRUSTEE	SEE ATTAC	44,322		

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

	Date	Amount
1 Credit from prior year return		1 4,233
2 First quarter estimated tax payment	5/9/2013	2 21,300
3 Second quarter estimated tax payment	6/11/2013	3 10,579
4 Third quarter estimated tax payment		4
5 Fourth quarter estimated tax payment		5
6 Other payments		6
7 Total		7 36,112

Attachment to Form 990PF

Part VIII, Column (b)

Title and average hours per week devoted to position

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

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

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

10



Mabel Louise Riley Foundation

GUIDELINES

FOR

GRANT APPLICANTS

5/01/03

General

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

Program Interests

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

The Trustees' current priorities include:

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

Types of Support

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

***Funding
Availability***

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

Eligibility

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

***Areas in which
Grants are NOT
Normally Made***

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

Application Procedures

- ⌘ Applicants are required to submit a brief summary of their proposal (not more than 2 pages) before submitting a formal grant request. This summary should briefly describe the purposes and objectives of the proposal, why it is important, the history of the applicant and the amount requested from the Foundation. There are no deadlines for these proposal summaries, it is an ongoing process. The Foundation will notify the applicant if a formal grant request will be entertained by the Foundation.
- ⌘ If the filing of a formal grant request is authorized, it must be made using the Common Proposal Format of the Associated Grant Makers, 55 Court Street, Suite 520, Boston, MA 02108 - (617) 426-2606, and should include a copy of the most recent IRS Form 990, as well as, all other attachments required by the Common Proposal Format.
- ⌘ Each grant request must contain a clear statement of how the success or failure of the program will be determined.

Proposal Deadlines

- ⌘ Grant meetings of the Foundation are scheduled for March, June, September, and December. If a formal grant request is authorized, it will be considered by the Trustees at the next quarterly grant meeting. All formal grant proposals must be received at least thirty (30) days prior to the grant meeting.

Contact

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

***For Further Information,
Please Contact***

MABEL LOUISE RILEY FOUNDATION
77 Summer Street
c/o GMA, 8th Floor
Boston, MA 02110-1006

Attn: Nancy A. Saunders
Administrative Manager

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

Riley Foundation Trustees

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

Form **8868**

(Rev. January 2014)

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

OMB No 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

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

Enter filer's identifying number, see instructions

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

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

04

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

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

Telephone No ► (617) 722-7772

Fax No ►

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2014 to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☒ calendar year 2013 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	54,354
b If this application is for Forms 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	\$	36,112
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	\$	18,242

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

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

Form **8868** (Rev. 1-2014)

HTA

Form 8868 (Rev 1-2014)

Page **2**

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

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

Type or print	Enter filer's identifying number, see instructions	
Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
RILEY MABEL LOUISE TR U-WILL	04-6278857	
Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)	
BNY Mellon, N.A. - P.O. BOX 185		
City, town or post office, state, and ZIP code. For a foreign address, see instructions		
Pittsburgh, PA 15230-0185		

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

04

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

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

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

- 4 I request an additional 3-month extension of time until **11/15/2014**
- 5 For calendar year **2013**, 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 REQUIRED TO OBTAIN INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	54,354
b If this application is for Forms 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	\$	54,354
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

Date

Form 8868 (Rev 1-2014)