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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

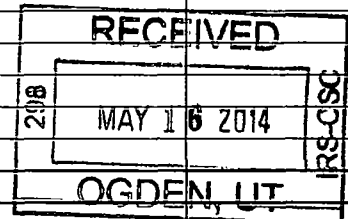
For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation Wabtec Foundation		A Employer identification number 14-1994641						
Number and street (or P.O. box number if mail is not delivered to street address) 1001 Air Brake Avenue		B Telephone number (see instructions) 412-825-1000						
City or town, state or province, country, and ZIP or foreign postal code Wilmerding, PA 15148		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0" style="width:100%;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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"/>
<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							
H Check type of organization: <input 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) ▶ \$ 4,578,604.04 (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 <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) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	171.33	171.33		
4 Dividends and interest from securities	91,102.62	91,102.62		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	270,822.34			
b Gross sales price for all assets on line 6a 1,335,115.53				
7 Capital gain net income (from Part IV, line 2)		270,822.34		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	362,096.29	362,096.29		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) Att. No. 1	117.00			117.00
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) No. 1	30,218.75	30,218.75		
17 Interest				
18 Taxes (attach schedule) (see instructions) Att. No. 1	42.93	42.93		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	30,378.68	30,261.68		117.00
25 Contributions, gifts, grants paid	269,774.50			269,774.50
26 Total expenses and disbursements. Add lines 24 and 25	300,153.18	30,261.68		269,891.50
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	61,943.11			
b Net investment income (if negative, enter -0-)		331,834.61		
c Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		168,456.01	176,931.58	176,931.58
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule) No. 2	2	452,924.25	352,824.75	383,480.75
	b	Investments - corporate stock (attach schedule) Att. No. 2	2	2,341,710.89	2,236,573.84	3,047,010.79
	c	Investments - corporate bonds (attach schedule) Att. No. 2	2	669,683.32	924,138.66	971,180.92
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		3,632,774.47	3,690,468.83	4,578,604.04	
Liabilities	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)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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, . . . ▶ <input type="checkbox"/> check here 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 (see instructions)		3,632,774.47	3,690,468.83	
31	Total liabilities and net assets/fund balances (see instructions)					

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	3,632,774.47
2	Enter amount from Part I, line 27a	2	61,943.11
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,694,717.58
5	Decreases not included in line 2 (itemize) ▶ See Attached Schedule Number 3.	5	4,248.75
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,690,468.83

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 Publicly Traded Securities			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 1,335,115.53		1,064,293.19	270,822.34		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			270,822.34		
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	270,822.34	
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		

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))
2012	146,047.00	4,016,197.79	0.0364
2011	185,742.69	3,868,948.71	0.0480
2010	126,394.68	3,569,670.66	0.0354
2009	161,791.49	3,224,075.53	0.0502
2008	153,030.19	2,441,118.97	0.0627
2 Total of line 1, column (d)			2 0.2327
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 0.0465
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 4,283,582.91
5 Multiply line 4 by line 3			5 199,186.61
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,318.35
7 Add lines 5 and 6			7 202,504.96
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.			8 269,891.50

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	3,318.35
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	
3 Add lines 1 and 2		3	3,318.35
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	3,318.35
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,189.96	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	5,189.96	
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	1,871.61	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 1,871.61 Refunded <input type="checkbox"/>	11		

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)? 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 type="checkbox"/> \$ 0.00 (2) On foundation managers <input type="checkbox"/> \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.00		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> Pennsylvania		
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **►** N/A

14 The books are in care of **►** Keith P. Hildum Telephone no **►** 412-825-1000
 Located at **►** 1001 Air Brake Avenue, Wilmerding, PA ZIP+4 **►** 15148

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

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?	Yes	No
16			X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country **►**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <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 2013? <input type="checkbox"/> ►	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
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) <input checked="" type="checkbox"/> 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 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.) <input checked="" type="checkbox"/> N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> ►	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? <input checked="" type="checkbox"/> N/A	4b	

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)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☒ **5b** ☒ X

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870 **6b** ☒ X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** ☒ X

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 Attachment Schedule Number 4.				

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 ☐ **7**

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 ▶

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	

Total. Add lines 1 through 3 ▶

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	4,169,120.08
b	Average of monthly cash balances	1b	179,695.06
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,348,815.14
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	4,348,815.14
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	65,232.23
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,283,582.91
6	Minimum investment return. Enter 5% of line 5	6	214,179.15

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	214,179.15
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,318.35
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,318.35
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	210,860.80
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	210,860.80
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	210,860.80

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	269,891.50
b	Program-related investments - total from Part IX-B	1b	
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	269,891.50
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	3,318.35
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	266,573.15

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				210,860.80
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			56,033.25	
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				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 269,891.50				
a Applied to 2012, but not more than line 2a			56,033.25	
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				210,860.80
e Remaining amount distributed out of corpus	2,997.45			
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	2,997.45			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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	2,997.45			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	2,997.45			

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

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

See Attached Schedule Number 6.

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

See Attached Schedule Number 6.

c Any submission deadlines:

See Attached Schedule Number 6.

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

See Attached Schedule Number 6.

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

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Schedule Number 5.				269,774.50
Total			3a	269,774.50
b Approved for future payment N/A				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	171.33		
4 Dividends and interest from securities			14	91,102.62		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	270,822.34		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				362,096.29		
13 Total. Add line 12, columns (b), (d), and (e)					13	362,096.29

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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Attachment 1.

Part I, Analysis of Revenue and Expenses

Line 16a., Legal fees.

Legal fees. \$117.00

Total, Line 16a., Legal fees. \$117.00

Line 16c., Other professional fees.

Investment account advisory and management fees \$30,218.75

Total, Line 16c., Other professional fees. \$30,218.75

Line 18., Taxes.

Foreign income tax withholdings from investment income \$42.93

Total, Line 18., Taxes. \$42.93

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Attachment 2.

Part II, Balance Sheets

Line 10a. Investments - U.S. and state government obligations

	End of Year	
	(b) Book Value	(c) Fair Market Value
U S Government Agencies	\$200,326 25	\$220,914.75
Municipal Obligations	152,498 50	162,566 00
Total Line 10a. Investments - U.S. and state government obligations	\$352,824.75	\$383,480.75

Line 10b. Investments - corporate stock

Common Equity Securities	\$1,392,035.67	\$1,971,179 75
Domestic Equity Mutual Funds	433,715.67	598,100 37
International Equity Mutual Funds	391,883.34	454,555.67
Closed End Equity Mutual Fund	18,939.16	23,175 00
Total Line 10b. Investments - corporate stock	\$2,236,573 84	\$3,047,010.79

Line 10c. Investments - corporate bonds

Corporate and Foreign Bonds	\$573,681.88	\$615,883 75
Taxable Fixed Income Funds	350,456.78	355,297 17
Total Line 10c. Investments - corporate bonds	\$924,138.66	\$971,180.92

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Attachment 3.

Part III. Analysis of Changes in Net Assets or Fund Balances

Line 3. Other increases not included in line 2.

Increase as a result of miscellaneous investment equity transactions.	<u><u>\$0.00</u></u>
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Line 5. Decreases not included in line 2.

Decrease as a result of miscellaneous investment equity transactions.	<u><u>\$4,248.75</u></u>
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Wabtec Foundation
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Attachment 4.

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

Line 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
William E. Kassling 1001 Air Brake Avenue Wilmerding, PA 15148	Director 1 hour	\$0 00	\$0 00	\$0 00
Lee B. Foster II 1001 Air Brake Avenue Wilmerding, PA 15148	Director 1 hour	\$0 00	\$0 00	\$0 00
Albert J. Neupaver 1001 Air Brake Avenue Wilmerding, PA 15148	President and Director 1 hour	\$0 00	\$0 00	\$0 00
Scott E. Walstrom 1001 Air Brake Avenue Wilmerding, PA 15148	Vice President and Director 1 hour	\$0 00	\$0 00	\$0 00
David M. Seitz 1001 Air Brake Avenue Wilmerding, PA 15148	Secretary 1 hour	\$0 00	\$0 00	\$0 00
Keith P. Hildum 1001 Air Brake Avenue Wilmerding, PA 15148	Treasurer 1 hour	\$0 00	\$0 00	\$0 00

Wabtec Foundation
Form 990-PF, Return of Private Foundation
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Year Ending December 31, 2013
Attachment 5

Part XV. Supplementary Information (continued)

3. Grants and Contributions Paid During the Year or Approved for Future Payment.

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
United Way of Allegheny County 1250 Penn Avenue Pittsburgh, PA 15222	N/A	Tax exempt	Support	\$41,164 00
Senator John Heinz History Center George Westinghouse Restricted Fund 1212 Smallman Street Pittsburgh, PA 15222	N/A	Tax exempt	Support	\$10,000 00
Florida State University - Seminole Boosters, Inc Attn: Jennifer Tener, Director of Records P O Box 1353 Tallahassee, FL 32302	N/A	Tax exempt	Support	\$950 00
Clarkson University Gift Entry Clerk - Philanthropy Operations PO Box 5510 Potsdam, NY 13699	N/A	Tax exempt	Support	\$100 00
Scholarship America c/o First National Bank P O Box 240 St Peter, MN 56082	N/A	Tax exempt	Support	\$1,306 00
AOG - U.S. Military Academy Attn: Lisa Benitez 698 Mills Road West Point, NY 10996	N/A	Tax Exempt	Support	\$200 00
The Ohio State University Foundation PO Box 710811 Columbus, OH 43271-0811	N/A	Tax Exempt	Support	\$37 50
Pennsylvania State University Attn: Patty Reddington One Old Main University Park, PA 16802	N/A	Tax exempt	Support	\$150 00
Grove City College Attn: Jeffrey D. Prokovich, Advancement 100 Campus Drive Grove City, PA	N/A	Tax exempt	Support	\$100 00
Xavier High School Foundation Attn: Jody Ruff, Executive Director P O Box 10956 Cedar Rapids, IA 52410-0956	N/A	Tax exempt	Support	\$250 00
University of Southern California Attn: Christopher Rael, Gift Services 3551 Trousdale Pkwy AT&T Center, T2500 Los Angeles, CA 90089	N/A	Tax exempt	Support	\$200 00
The College of William & Mary Attn: Christine Ward, Gift Accountant P O Box 1693 Williamsburg, VA 23187	N/A	Tax exempt	Support	\$1,000 00
American Heart Association Attn: South Central Affiliate Finance 8200 Brookrunner Dr Ste. N-100 Dallas, TX 75247	N/A	Tax exempt	Support	\$10,000 00
United Way of Scotland County PO box 742 Laurensburg, NC 28353	N/A	Tax exempt	Support	\$9,369 00
Carnegie Museums of Pittsburgh 4400 Forbes Avenue Pittsburgh, PA 15213-4080	N/A	Tax exempt	Support	\$20,000 00
Family Resources 141 S Highland Avenue Pittsburgh, PA 15206	N/A	Tax exempt	Support	\$3,500 00

Wabtec Foundation
Form 990-PF, Return of Private Foundation
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Attachment 5

Part XV. Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment.

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
Amencan Heart Association Great Rivers Affiliate Four Gateway Center 444 Liberty Avenue, Suite 1300 Pittsburgh, PA 15222-1207		N/A	Tax exempt	Support	\$5,000 00
Frrends of the High Line 529 West 20th Street Ste 8W New York, NY 10011		N/A	Tax exempt	Support	\$5,000 00
Carnegie Institute One Allegheny Avenue Pittsburgh, PA 15212		N/A	Tax exempt	Support	\$4,940 00
Genesis of Pittsburgh, Inc Attn Nancy Egbert 185 Dakota Avenue Pittsburgh, PA 15202		N/A	Tax exempt	Support	\$1,494 00
MIRA Foundation USA 112 N Poplar St Aberdeen, NC 28315		N/A	Tax exempt	Support	\$1,000 00
Geneva College MSOL Department of Leadership Studies 3200 College Avenue Beaver Falls, PA 15010		N/A	Tax exempt	Support	\$2,500 00
Pittsburgh Symphony Orchestra Attn Shannon Capellupo 600 Penn Avenue Pittsburgh, PA 15222		N/A	Tax exempt	Support	\$2,608 00
Pittsburgh Civic Light Opera The Benedum 719 Liberty Avenue Pittsburgh, PA 15222		N/A	Tax exempt	Support	\$2,528 00
Amencan Heart Association Attn Michael Thompson-Pittsburgh Heart Walk 4 Gateway Center 444 Liberty Ave, Suite 1300 Pittsburgh, PA 15222		N/A	Tax exempt	Support	\$1,000 00
Clarkson University Gift Entry Clerk PO Box 5510 Potsdam, NY 13699		N/A	Tax exempt	Support	\$100 00
Clemson University P O Box 1529 Clemson, SC 29633		N/A	Tax exempt	Support	\$1,000 00
USC Moore School of Business Business Partnership FDN, Suite 736 1600 Hampton St Columbia, SC 29208		N/A	Tax exempt	Support	\$100 00
University of Dayton Attn Ann Rush 300 College Park Dayton, OH 45469-2961		N/A	Tax exempt	Support	\$1,000 00
Duke University Box 90581 Durham, NC 27708-0581		N/A	Tax exempt	Support	\$850 00
California University of PA 250 University Avenue, Box 59 California, PA 15419		N/A	Tax exempt	Support	\$1,000 00
Washington & Jefferson College 60 S Lincoln St Washington, PA 15301		N/A	Tax exempt	Support	\$1,000 00

Wabtec Foundation
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Year Ending December 31, 2013
Attachment 5

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)	a Paid during the year				
St. Vincent's Health Foundation Attn: Jane R. Lanier, CFRE President & System Chief Dev Officer 1 Shirliff Way, PO Box 41564 Jacksonville, FL 32203		N/A	Tax exempt	Support	\$5,000 00
Coalition for Chrstian Outreach Attn: Jamie Berliner 5912 Penn Avenue Pittsburgh, PA 15206		N/A	Tax exempt	Support	\$13,680 00
Scholarship Amerca c/o First National Bank Minnesota PO Box 240 St. Peter, MN 56082		N/A	Tax exempt	Support	\$30,734 00
Family Tyes P O Box 112527 Pittsburgh, PA 15241		N/A	Tax exempt	Support	\$2,500 00
Wilmerding YMCA 1 Memorial Field Wilmerding, PA 15148		N/A	Tax exempt	Support	\$2,000 00
University of Pittsburgh Cancer Center (UPCI) Forbes Tower, Suite 8084 3600 Forbes Avenue at Meyran Avenue Pittsburgh, PA 15213		N/A	Tax exempt	Support	\$9,000 00
University of Buffalo Foundation, Inc Attn: Cindy Johannes P O Box 900 Buffalo, NY 14226-0900		N/A	Tax exempt	Support	\$100 00
University of Maryland College Park Foundation Attn: Emi Ayala 4191 Samuel Riggs Alumni Center College Park, MD 20742		N/A	Tax exempt	Support	\$135 00
University of Northern Iowa Foundation Attn: Lisa Althof 1223 West 22nd Street Cedar Falls, IA 50614-0239		N/A	Tax exempt	Support	\$250 00
Clemson University Attn: Jill Richard P O Box 1529 Clemson, SC 29633		N/A	Tax exempt	Support	\$480 00
100 Black Men of Western PA PO Box 254 Pittsburgh, PA 15230		N/A	Tax exempt	Support	\$1,500 00
University of Maryland College Park Foundation Attn: Emi Ayala 4191 Samuel Riggs Alumni Center College Park, MD 20742		N/A	Tax exempt	Support	\$275 00
Azusa Pacific University Attn: Shem Lacy 901 E. Alosta Avenue Azusa, CA 91702		N/A	Tax exempt	Support	\$1,000 00
Elon University Attn: Beverly McQueen, Coordinator of Gift Records Campus Box 2600 Elon, NC 27244		N/A	Tax exempt	Support	\$300 00
Mount Mercy University Attn: Danielle Rings, Office of Development 1330 Elmhurst St. NE Cedar Rapids, IA 52402-4797		N/A	Tax exempt	Support	\$50 00
U.S. Military Academy Attn: Jessica Kuhlman 698 Mills Road West Point, NY 10996		N/A	Tax Exempt	Support	\$50 00

Wabtec Foundation
Form 990-PF, Return of Private Foundation
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Year Ending December 31, 2013
Attachment 5

Part XV. Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)	a Paid during the year				
U S Military Academy Attn Jessica Kuhlman 698 Mills Road West Point, NY 10996		N/A	Tax Exempt	Support	\$100 00
Pittsburgh Civic Light Opera Attn Van Kaplan The Benedum Center 719 Liberty Avenue Pittsburgh, PA 15222		N/A	Tax exempt	Support	\$3,500 00
American Heart Association South West Affiliate - Accts Rec PO Box 4002903 Des Moines, IA 50340-2903		N/A	Tax exempt	Support	\$7,500 00
Autism Connection of Pennsylvania 35 Wilson Street, Suite 100 Pittsburgh, PA 15223		N/A	Tax exempt	Support	\$1,000 00
Leukemia & Lymphoma Society River Walk Corporate Center 333 East Carson Street, Suite 441 Pittsburgh, PA 15219		N/A	Tax exempt	Support	\$1,000 00
Junior Achievement of Western PA One Allegheny Center, Suite 430 Pittsburgh, PA 15212		N/A	Tax exempt	Support	\$3,850 00
United Way of Allegheny County 1250 Penn Avenue Pittsburgh, PA 15222		N/A	Tax exempt	Support	\$52,574 00
Rowan University Foundation Attn Peggy Veacock 201 Mullica Hill Road Glassboro, NJ 08028		N/A	Tax exempt	Support	\$1,000 00
Xavier High School Foundation Attn Jody Ruff, Executive Director P O Box 10956 Cedar Rapids, IA 52410-0956		N/A	Tax exempt	Support	\$250 00
Pittsburgh Ballet Theater Attn Hams Ferns Pittsburgh, PA 15201		N/A	Tax exempt	Support	\$2,500 00
					<u>\$269,774 50</u>

Wabtec Foundation
Return of Private Foundations
Form 990-PF
E.I.N.: 14-1994641
Year Ending December 31, 2013
Attachment 6.
Part XV, Supplementary Information.

Program Schedule

The Foundation operates on a calendar year end from January 1 through December 31. The Foundation is governed by a Board of Directors. The Board of Directors meet at least twice a year (May and December) to consider applications for grants. Minutes of the meeting will be taken noting all actions approved by the Board.

Guidelines

The Board of Directors will consider all applications for potential funding. In general, the Board will only consider requests from organizations that meet the requirements found in Section 501(c)(3) of the Internal Revenue Code. If the requesting entity is non U.S., they must be considered a public charity and explain why they meet such definition.

The Foundation does not award grants to:

- Individuals for personal needs
- Religious organizations
- Organizations that have not been certified as tax exempt under Sec. 501(c)(3) of the U.S. Internal Revenue Code
- Economic development
- Conferences, seminars or symposiums
- Travel

Application Procedure and Selection Process

- A completed grant application must be completed and submitted to the Board for consideration at least one week prior to Foundation Board Meeting.
- Applications should include purpose and reasons why Foundation should consider grant.
- Applications should clearly state if requesting organization is tax-exempt.
- The Board will consider each application carefully.
- Consideration will be given to those entities which can demonstrate some connection to the employees at Wabtec.

Applications Should be Forwarded to:

Scott E. Walhstrom
Wabtec Foundation
1001 Air Brake Avenue
Wilmerding, PA 15148