Form **990-PF** | **Return of Private Foundation** or Section 4947(a)(1) Trust Treated as Private Foundation | OMB No 1545-0052 **2013**

Department of the Treasury Internal Revenue Service

▶ 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.

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: RICHARD KING MELLON FOUNDATION

A Employer identification number: 25-1127705

Number and street (or P O box number if mail is not delivered to street address) | Room/suite: 500 GRANT STREET, 41ST FLOOR

B Telephone number (see instructions): (412) 392-2800

City or town, state or province, country, and ZIP or foreign postal code: PITTSBURGH, PA 15219-2502

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: [X] 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) ▶ $ 2,343,064,597.

J Accounting method: [X] 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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	322,627.	11,220,517.		
	4 Dividends and interest from securities	53,916,401.	41,433,562.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	87,821,145.			
	b Gross sales price for all assets on line 6a 2,083,570,200.				
	7 Capital gain net income (from Part IV, line 2)		121,094,589.		
	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) ATCH 1	31,601,557.	-4,304,420.		
	12 Total. Add lines 1 through 11	173,661,730.	169,444,248.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,243,506.	402,271.		841,235.
	14 Other employee salaries and wages	968,525.	315,773.		652,753.
	15 Pension plans, employee benefits	887,908.	280,369.		607,540.
	16a Legal fees (attach schedule) ATCH 2	162,157.	52,636.		109,521.
	b Accounting fees (attach schedule) ATCH 3	163,302.	53,008.		110,294.
	c Other professional fees (attach schedule) *	7,353,093.	7,322,466.		30,627.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	1,810,012.	560,408.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	145,317.			145,317.
	21 Travel, conferences, and meetings	110,594.	66,122.		44,471.
	22 Printing and publications	50,537.			50,537.
	23 Other expenses (attach schedule) ATCH 6	245,261.	26,548.		218,709.
	24 Total operating and administrative expenses. Add lines 13 through 23	13,140,212.	9,079,601.		2,811,004.
	25 Contributions, gifts, grants paid	102,855,041.			99,152,041.
	26 Total expenses and disbursements Add lines 24 and 25	115,995,253.	9,079,601.	0	101,963,045.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	57,666,477.			
	b Net investment income (if negative, enter -0-)		160,364,647.		
	c Adjusted net income (if negative, enter -0-)				

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JSA For Paperwork Reduction Act Notice, see instructions. *ATCH 4 Form 990-PF (2013)

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Part II Balance Sheets Attacheɑ ɜdules 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	4,084,781.	3,089,997.	3,089,997.
	2 Savings and temporary cash investments	99,646,971.	96,656,923.	96,671,127.
	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)**	102,318,146.	14,832,378.	14,809,947.
	b Investments - corporate stock (attach schedule) ATCH 8	774,499,497.	835,027,391.	1,254,712,165.
	c Investments - corporate bonds (attach schedule) ATCH 9	304,487,539.	347,690,839.	354,356,323.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 10	468,026,045.	509,959,343.	601,340,038.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 11)	14,382,000.	18,085,000.	18,085,000.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,767,444,979.	1,825,341,871.	2,343,064,597.
Liabilities	17 Accounts payable and accrued expenses	3,081,932.	4,709,743.	
	18 Grants payable	16,957,015.	26,980,124.	
	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 ▶ ATCH 12)	14,750,635.	13,353,239.	
	23 **Total liabilities** (add lines 17 through 22)	34,789,582.	45,043,106.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,732,655,397.	1,780,298,765.	
	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			
	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)	1,732,655,397.	1,780,298,765.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,767,444,979.	1,825,341,871.	

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	1,732,655,397.
2	Enter amount from Part I, line 27a	2	57,666,477.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,790,321,874.
5	Decreases not included in line 2 (itemize) ▶ ATCH 13	5	10,023,109.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,780,298,765.

**ATCH 7

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 PART IV SCHEDULE			
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				
b				
c				
d				
e				

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

	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	121,094,589.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	89,683,343.	1,957,699,291.	0.045811
2011	97,282,679.	1,925,585,857.	0.050521
2010	89,441,327.	1,802,603,333.	0.049618
2009	79,420,608.	1,633,277,974.	0.048627
2008	65,381,588.	1,782,706,499.	0.036675

2	**Total** of line 1, column (d)	2	0.231252
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	0.046250
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,196,427,845.
5	Multiply line 4 by line 3	5	101,584,788.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,603,646.
7	Add lines 5 and 6	7	103,188,434.
8	Enter qualifying distributions from Part XII, line 4	8	105,666,045.

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

Part VI Excise Tax Based o... vestment 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 ▶ [X] and enter 1% of Part I, line 27b	1	1,603,646.
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	1,603,646.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,603,646.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 3,287,890.		
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	3,287,890.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	1,684,244.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 1,684,244. **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regar...g Activities *(continued)*

		Line	Yes	No
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 ▶ WWW.FDNCENTER.ORG/GRANTMAKER/RKMELLON

14 The books are in care of ▶ JOHN J. TURCIK Telephone no ▶ 412 392-2800
Located at ▶ 500 GRANT ST., 41ST FL., PITTSBURGH, PA ZIP+4 ▶ 15219-2502

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

		Line	Yes	No
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?	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 ▶ UNITED KINGDOM

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.

		Line	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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 ▶ ____, ____, ____, ____			
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		
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? ☒ 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		X
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 Regar‹ .g Activities for Which Form 4720 May Be R‹.,uired *(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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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)	[X] 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 [X] 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		X
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? ATCH 14	[X] 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 [X] 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 [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		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
ATCH 15		1,243,506.	375,254.	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
ATCH 16		572,338.	251,759.	0

Total number of other employees paid over $50,000 ▶ 2

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
ATCH 17		2,975,513.
Total number of others receiving over $50,000 for professional services ▶		14

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 THE CONSERVATION FUND PURCHASE OF PROPERTY KNOWN AS SUCCESS POND IN COOS COUNTY, NEW HAMPSHIRE	2,000,000.
2 RIDC ALMONO, LP CAPITAL PROJECTS FOR THE ALMONO SITE	1,703,000.
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	3,703,000.

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	1,696,756,008.
b	Average of monthly cash balances	1b	85,178,295.
c	Fair market value of all other assets (see instructions)	1c	447,941,682.
d	**Total** (add lines 1a, b, and c)	1d	2,229,875,985.
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	2,229,875,985.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	33,448,140.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,196,427,845.
6	**Minimum investment return.** Enter 5% of line 5	6	109,821,392.

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	109,821,392.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,603,646.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	745,272.		
c	Add lines 2a and 2b			2c	2,348,918.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	107,472,474.
4	Recoveries of amounts treated as qualifying distributions			4	29,562.
5	Add lines 3 and 4			5	107,502,036.
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	107,502,036.

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	101,963,045.
b	Program-related investments - total from Part IX-B	1b	3,703,000.
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	105,666,045.
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	1,603,646.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	104,062,399.

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

Form 990-PF (2013) Page 9

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				107,502,036.
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only			32,953,525.	
b Total for prior years 20 11 ,20 10 ,20 09				
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	0			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 105,666,045.				
a Applied to 2012, but not more than line 2a			32,953,525.	
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				72,712,520.
e Remaining amount distributed out of corpus				
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				
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				34,789,516.
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	0			
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				

Form **990-PF** (2013)

Part XIV **Private Operating Fc..dations** (see instructions and Part VII-A, ques..on 9) NOT APPLICABLE

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	Prior 3 years			(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					
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:

ATCH 18

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

SEE ATTACHMENT 18

c Any submission deadlines:

SEE ATTACHMENT 18

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

SEE ATTACHMENT 18

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 *Paid during the year*				
SEE ATTACHMENT 19				99,152,041.
Total . . . . ▶ **3a**				99,152,041.
b *Approved for future payment*				
SEE ATTACHMENT 20				26,980,124.
Total . . . . ▶ **3b**				26,980,124.

Part XVI-A Analysis of Income-Producing Activities

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	322,627.	
4 Dividends and interest from securities	900099	134,168.	14	53,782,233.	
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	900099	1,326,441.	18	86,494,704.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b ATCH 21		976,030.		30,595,965.	29,562.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		2,436,639.		171,195,529.	29,562.

13 Total. Add line 12, columns (b), (d), and (e) 13 173,661,730.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 11-17-2014 Title: DIRECTOR

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT W. FRIZ	[signature]	11/14/2014		P00438748

Firm's name ▶ PRICEWATERHOUSECOOPERS LLP Firm's EIN ▶ 13-4008324

Firm's address ▶ 2 COMMERCE SQ, #1700, 2001 MARKET ST PHILADELPHIA, PA 19103 Phone no 267-330-3000

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PARTNERSHIP INVESTEMENTS - ATTACHMENT 22 PROPERTY TYPE: SECURITIES				P	44843438.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	75814167.	
		OTHER GAINS PROPERTY TYPE: OTHER				P	519,594.	
		NON-PARTNERSHIP LOSS ON FOREIGN EXCHANGE PROPERTY TYPE: OTHER				P	-82,610.	
TOTAL GAIN(LOSS)							121094589.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		31,571,995.	-4,304,420.
GRANT REFUND		29,562.	
	TOTALS	31,601,557.	-4,304,420.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
REED SMITH LLP	160,448.	52,081.		108,367.
LOVETT BOOKMAN HARMON MARKS	1,709.	555.		1,154.
TOTALS	162,157.	52,636.		109,521.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PRICEWATERHOUSECOOPERS LLP	163,302.	53,008.		110,294.
TOTALS	163,302.	53,008.		110,294.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	6,114,836.	6,114,836.	
CUSTODIAN FEE	1,041,191.	1,041,191.	
CONSULTANTS	197,066.	166,439.	30,627.
TOTALS	7,353,093.	7,322,466.	30,627.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX PROVISION	1,406,353.	
FEDERAL UBIT PROVISION	-156,749.	
FOREIGN INCOME TAXES WITHHELD	560,408.	560,408.
TOTALS	1,810,012.	560,408.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE EXPENSES AND SUPPLIES	91,036.	1,374.	89,662.
COMPUTER EXPENSES	59,037.		59,037.
DUES AND MEMBERSHIPS	13,082.		13,082.
LIABILITY/WORKERS COMP/ INSURANCE	75,288.	22,962.	52,326.
OTHER EXPENSES	6,818.	2,212.	4,602.
TOTALS	245,261.	26,548.	218,709.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US TREASURY 0.125% 04/30/15	548,711.	549,357.
US TREAS. NOTE 0.125% 07/31/14	1,500,591.	1,500,180.
US TREAS. NOTE 0.25% 02/28/14	4,278,855.	4,275,983.
US TREAS. NOTE 0.875% 12/31/16	1,586,039.	1,578,449.
US TREAS. NOTE 1% 11/30/19	2,601,238.	2,560,437.
US TREAS. NOTE 2% 11/15/21	1,988,121.	1,956,623.
US TREAS. NOTE 2.875% 05/15/43	203,502.	194,513.
US TREAS. NOTE 3% 05/15/42	189,516.	163,525.
US TREAS. NOTE 4.5% 05/15/38	448,431.	449,044.
OVERSEAS P INV 5.142% 12/15/23	1,487,374.	1,581,836.
US OBLIGATIONS TOTAL	14,832,378.	14,809,947.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
*MB - Pages 63-84 - Common Stocks	661,511,522	984,638,894
Investments - MB - Annual Report Stocks	3,931,832	3,092,966
*BH - Pages 7-24 - Equities	27,915,917	35,818,752
*MFS - Pages 7-30 - Equities	70,423,054	85,052,840
*M - Pages 8-19 - Equities	65,257,173	77,965,406
Acorn Investors, LLC	4,341,310	66,496,724
GlobeImmune	1,646,583	1,646,583
Totals - Corporate Stock (Line 10b)	$835,027,391	$1,254,712,165

* Note:
See detail statements in Schedule G. Statement references are as follows:
MB-Mellon Bank Statements;
M-Mondrian Inv Partners LTD; BH-Barrow Hanley; MFS-MFS

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
* MB - Pages 12-63,85-87 - Mortgage/Asset Backed, Corporate, International, Other	346,886,046	353,634,197
Investments - MB - Annual Report Fixed Income	804,793	722,126
Totals - Corporate Bonds (Line 10c)	$347,690,839	$354,356,323

* Note:
See detail statements in Schedule G. Statement references are as follows:
MB-Mellon Bank Statements;
M-Mondrian Inv Partners LTD; BH-Barrow Hanley; MFS-MFS

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
Axiom International Equity Fund	48,047,255	47,975,582
Bernstein Emerging Markets Value Trust	20,720,010	18,827,980
Birchmere Ventures II, L.P.	0	701
Brandywine Globalopportunistic Absolute Return	40,000,000	40,445,151
Brentwood Associates IX, L.P.	1,811,680	198,156
Brentwood Associates Private Equity III-A, L.P.	0	521,039
Brentwood Associates VIII L.P.	0	158,944
C/R Cobalt Investment Partnership, L.P.	0	2,167,194
C/R II Niska Canada Investment Partnership, L.P.	307,222	381,658
C/R II Niska U.S. Investment Partnership, L.P.	140,126	163,568
C/R Jade Partners, L.P.	804,885	413,532
C/R LNG II Investment Partnership, L.P.	2,059,026	503,494
C/R Stallion Investment Partnership, L.P.	1,287,788	37,634
C/R TE Partners III (Cayman), L.P.	154,204	447,506
Canvas Venture Fund, L.P.	240,000	219,754
Carlyle - CPG (CPL) Partners I, L.P.	0	875,930
Carlyle - USIS Partners II, L.P.	0	575
Carlyle - USIS Partners, L.P.	0	14
Carlyle Asia Growth Partners III, L.P.	5,358,140	4,768,430
Carlyle Asia Growth Partners IV, L.P.	2,777,726	3,630,513
Carlyle Asia Partners II, L.P.	1,958,777	4,893,586
Carlyle Asia Partners, L.P.	0	809,277
Carlyle B&T Enterprises II, LLC	25,817	35,624
Carlyle Europe Partners II, L.P.	0	3,880,055
Carlyle Europe Partners III, L.P.	6,737,709	8,419,210
Carlyle Europe Partners, L.P.	0	6,429
Carlyle Europe Real Estate Partners II, LP	5,652,808	0
Carlyle Europe Real Estate Partners III, LP	6,406,634	5,080,273
Carlyle Japan International Partners II, L.P.	662,545	533,293
Carlyle Mezzanine Partners II AIV, L.P.	153,179	201,388
Carlyle Mezzanine Partners II, L.P.	1,338,755	1,890,665
Carlyle Mezzanine Partners, L.P.	642,476	558,108
Carlyle Partners II, L.P.	0	34,344
Carlyle Partners III Telecommunications, L.P.	0	797
Carlyle Partners III, L.P.	0	14,518
Carlyle Partners IV Cayman, L.P.	882,000	1,628,573
Carlyle Partners IV Telecommunications, L.P.	20,204	1,353,790
Carlyle Partners IV, L.P.	0	2,945,436
Carlyle Partners V Cayman TE Holdings, L.P.	66,299	66,299
Carlyle Partners V Cayman, L.P.	442,411	688,057
Carlyle Partners V Landmark II, L.P.	30,743	30,741
Carlyle Partners V Landmark, L.P.	173,013	164,419
Carlyle Partners V MC, L.P.	0	240,749
Carlyle Partners V Riverdale Holdings, L.P.	369,035	365,992
Carlyle Partners V RPK, L.P.	7,253	7,253
Carlyle Partners V SA1 Cayman, L.P.	1,773	1,773
Carlyle Partners V SA3 Cayman, L.P.	566,599	739,394
Carlyle Partners V US, L.P.	0	1,083,956
Carlyle Partners V, L.P.	3,927,212	5,402,738
Carlyle Realty Foreign Investors III, L.P.	0	3,580,262
Carlyle Realty Halley Coinvestment IV, L.P.	3,269,520	4,074,937
Carlyle Realty Master Coinvestment IV, L.P.	1,785,473	0
Carlyle Realty Partners III Alternative, L.P.	0	6,595
Carlyle Realty Partners IV AIV, L.P.	701,274	1,664,012
Carlyle Realty Partners IV, L.P.	8,979,092	6,496,963
Carlyle Realty Partners V (Scopel), L.P.	243,715	1,261
Carlyle Realty Partners V AIV, L.P.	216,302	436,190
Carlyle Realty Partners V, L.P.	776,611	4,569,860
Carlyle Realty Partners VI, L.P.	3,344,562	4,220,152
Carlyle Strategic Partners II Cayman, L.P.	976,994	1,054,982

Carlyle Strategic Partners II RPK, L.P.	462	42,705
Carlyle Strategic Partners II, L.P.	0	1,004,449
Carlyle Strategic Partners, L.P.	0	42,499
Carlyle SWM Partners, L.P.	0	4,039
Carlyle Venture Partners II Cayman, L.P.	0	13,493
Carlyle Venture Partners II, L.P.	1,964,289	908,485
Carlyle Venture Partners III (Cayman), L.P.	0	13,198
Carlyle Venture Partners III, L.P.	1,535,604	2,327,562
Carlyle/Riverstone Global Energy & Power Fund II, L.P.	599,041	59,578
Carlyle/Riverstone TE Partners III, L.P.	2,215,038	3,584,311
CEVP P&I, L.P.	0	486
DAG Ventures III-QP, L.P.	2,588,358	6,627,913
DAG Ventures II-QP, L.P.	2,637,978	2,356,793
DAG Ventures QP, L.P.	1,052,425	1,206,583
Duff Ackerman & Goodrich QP Fund II, L.P.	1,008,318	649,050
Duff Ackerman & Goodrich, L.P.	1,881,983	225,288
Energy Spectrum Partners V, L.P.	0	1,406,418
Energy Spectrum Partners VI Azure Midstream, L.P.	2,000,000	1,991,918
Energy Spectrum Partners VI, L.P.	2,611,254	2,547,218
Energy Trust Partners III, L.P.	1,371,249	2,406,000
Energy Trust Partners IV, L.P.	2,153,415	1,923,673
Flag Asia Partners III, L.P.	1,476,892	1,476,892
Flag International Partners, L.P.	1,801,906	2,775,562
Flag Next Generation Partners V, L.P.	2,958,671	4,813,426
Flag Venture Partners VI, L.P.	2,917,499	4,263,358
Flag Venture Partners VIII SPV-C, L.P.	142,486	96,100
Flag Venture Partners VIII, L.P.	1,045,661	999,664
Harbert European Real Estate Fund II Parallel, L.P.	852,203	1,721,528
Harbert Power Fund III, L.L.C.	2,577,620	2,578,002
Harbinger Independent Power Fund I, LLC	0	1,216,256
Harbinger Independent Power Fund II, LLC	0	10,294
Investments - Alt Inv - Annual Report	917,423	917,423
Jafco Technology Partners V, L.P.	2,340,000	6,929,601
Lightstone Ventures, L.P.	625,000	573,602
Lotus China Fund, L.P.	1,516,746	2,397,082
M/C Venture Partners V L.P.	0	127,001
M/C Venture Partners VI, L.P.	697,081	2,792,391
Meritech Capital Partners II, L.P.	0	1,294,042
Meritech Capital Partners III, L.P.	0	10,124,222
Meritech Capital Partners IV, L.P.	3,238,652	5,034,046
Mondrian Emerging Markets Debt Fund	3,364,976	3,110,170
Mondrian Emerging Markets Equity Fund	23,027,697	23,147,553
Morgenthaler Partners VI, L.P.	4,133,762	457,790
Morgenthaler Partners VII, L.P.	3,222,392	2,225,799
Morgenthaler Partners VIII, L.P.	3,614,572	5,928,397
Morgenthaler Private Equity Partners, L.P.	835,936	818,715
Morgenthaler Venture Partners IX, L.P.	2,245,400	6,804,336
MTS Health Investors II, L.P.	751,816	1,695,330
MTS Health Investors III, L.P.	2,455,487	3,126,146
Newbridge Asia III, L.P.	0	35,448
Newbridge Asia IV, L.P.	0	4,717,542
Newbridge Sterling AIV Partners I, L.P.	0	6,488
Oaktree Emerging Market Opportunities Fund, L.P.	402,500	394,552
Oaktree Opportunities Fund IX, L.P.	3,500,000	3,676,773
Oaktree Principal Fund V, L.P.	1,952,537	2,477,181
Oaktree Real Estate Opportunities Fund IV, L.P.	2,056,056	3,918,918
Oaktree Real Estate Opportunities Fund V, L.P.	3,501,783	4,515,477
Oaktree Real Estate Opportunities Fund VI, L.P.	3,708,681	3,767,590
Oaktree US Senior Loan Fund	42,402,534	43,194,341
OCM Asia Principal Opportunities Fund, L.P.	2,786,680	2,782,352
OCM European Credit Opportunities Fund, L.P.	18,207,114	291,569
OCM European Principal Opportunities Fund II, L.P.	2,035,029	3,333,454
OCM European Principal Opportunities Fund, L.P.	0	945,630
OCM High Yield Limited Partnership	42,614,099	40,315,527
OCM High Yield Plus Feeder Fund, L.P.	0	3,027,604

OCM Japan Opportunities Fund, L.P.	2,615,842	2,503,077
OCM Opportunities Fund II, L.P.	0	9,690
OCM Opportunities Fund III, L.P.	0	131,035
OCM Opportunities Fund IV, L.P.	0	29,542
OCM Opportunities Fund V, L.P.	0	1,257,334
OCM Opportunities Fund VI, L.P.	0	1,779,727
OCM Opportunities Fund VII, L.P.	0	2,491,725
OCM Opportunities Fund VIIB, L.P.	0	3,640,860
OCM Opportunities Fund VIII Cayman, LTD	2,482,496	4,396,438
OCM Opportunities Fund VIIIB Cayman, L.P.	4,750,000	5,625,174
OCM Principal Opportunities Fund II, L.P.	0	6,387
OCM Principal Opportunities Fund III, L.P.	0	317,761
OCM Principal Opportunities Fund IV, L.P.	433,282	2,352,447
OCM Real Estate Opportunities Fund A, L.P.	0	72,405
OCM Real Estate Opportunities Fund II, L.P.	0	13,138
OCM Real Estate Opportunities Fund III, L.P.	0	1,158,320
OCM/GFI Power Opportunities Fund II, L.P.	0	630,626
PENN Core Opportunistic High Yield Bond Fund	34,186,728	34,759,899
Redpoint Omega II, L.P.	1,428,957	1,442,329
Redpoint Omega, L.P.	1,735,769	2,976,002
Redpoint Ventures I, L.P.	2,599,184	657,207
Redpoint Ventures II, L.P.	552,076	1,122,458
Redpoint Ventures III, L.P.	2,443,519	4,398,336
Redpoint Ventures IV, L.P.	2,505,000	2,729,201
Redpoint Ventures V, L.P.	900,000	847,580
RFE Investment Partners IV L.P.	0	70,169
Riverstone Global Energy & Power Fund V, L.P.	3,558,625	4,523,466
Riverstone/Carlyle TE Partners IV, L.P.	3,631,273	6,378,878
RREEF Global Opportunities Fund II, L.P.	2,962,625	580,648
Standish Mellon Emerging Markets Debt LCF	3,269,304	3,080,390
TA IX, L.P.	0	276,447
TA SDF II ECM Feeder, L.P.	10,984	8,555
TA Subordinated Debt Fund II AM Feeder, L.P.	8,028	3,584
TA Subordinated Debt Fund II, L.P.	160,988	1,312,239
TA XI AM-B Feeder, L.P.	173,286	241,788
TA XI ECM Feeder, L.P.	68,312	117,351
TA XI FS-A Feeder, L.P.	299,176	330,662
TA XI NX AIV, L.P.	60,000	65,289
TA XI SMM Feeder, L.P.	63,431	59,526
TA XI, L.P.	2,560,795	3,641,427
TPG Ariel Partners (Cayman), L.P.	84,302	119,330
TPG Asia V Delaware, L.P.	431,257	260,980
TPG Asia V Devon AIV 2, L.P.	184,615	176,406
TPG Asia V DFI AIV I, L.P.	337,304	381,506
TPG Asia V SF AIV, L.P.	1,289,149	1,458,764
TPG Asia V, L.P.	1,744,996	1,524,286
TPG Bluegrass IV - AIV 1, L.P.	0	85,717
TPG Bluegrass V - AIV 1, L.P.	0	107,984
TPG Izumi AIV 6, L.P. (Newbridge Asia IV AIV)	409,614	683,086
TPG Izumi AIV I, L.P.	311,403	618,508
TPG Luna V AIV, L.P.	90,261	338,820
TPG Luna, L.P.	66,545	213,578
TPG Media V - AIV 1, L.P.	37,043	171,411
TPG Midwest US V, L.L.C.	74,510	9,506
TPG Partners III, L.P.	0	261,230
TPG Partners IV, L.P.	0	1,175,980
TPG Partners V - AIV, L.P.	243,407	117,244
TPG Partners V, L.P.	2,177,635	2,524,718
TPG Partners VI AIV, L.P.	187,438	114,382
TPG Partners VI, L.P.	1,594,245	1,411,287
TPG Umbrella IV, L.P.	155,327	138,301
TPG V Hamlet AIV, L.P.	511,613	297,463
TPG V VE AIV I, L.P.	35,072	85,958
TPG VI AIV TM I, L.P.	61,400	227,962
TPG VI Cayfir AIV I, L.P.	11,193	53,411

TPG VI DE AIV I, L.P.	232,688	503,258
TPG VI Delfir AIV I-C, L.P.	121,828	160,658
TPG VI DFI AIV I, L.P.	12,923	11,946
TPG VI OG AIV II, L.P.	0	256,803
TPG VI Ontario 2 AIV, L.P.	144,123	147,611
TPG VI PEI AIV, L.P.	32,569	32,548
TPG VI Reef AIV II, L.P.	30,408	41,775
TPG VI Saxo AIV, L.P.	145,132	130,747
TPG VI SF AIV, L.P.	121,426	179,984
TPG VI VE AIV I, L.P.	25,800	56,408
TPG Viking AIV I, L.P.	34,909	187,954
Versant Venture Capital I, L.P.	0	996,439
Versant Venture Capital II, L.P.	1,751,496	2,516,788
Versant Venture Capital III, L.P.	2,261,218	2,914,587
Versant Venture Capital IV, L.P.	2,471,927	2,800,852
Voyager Capital Fund IV, L.P.	320,000	191,732
Warburg Pincus (Bermuda) Private Equity IX, L.P.	0	489,089
Warburg Pincus (Bermuda) Private Equity X, L.P.	457,684	474,261
Warburg Pincus (Callisto II) Private Equity X, L.P.	397,994	499,310
Warburg Pincus (Callisto)Private Eq XI Cayman , L.P.	340,000	339,291
Warburg Pincus Equity Partners, L.P.	0	232,667
Warburg Pincus Private Equity (E&P) X-B , L.P.	123,000	73,380
Warburg Pincus Private Equity (E&P) XI-B , L.P.	340,960	401,476
Warburg Pincus Private Equity IX, L.P.	0	4,128,022
Warburg Pincus Private Equity VIII, L.P.	0	6,266,407
Warburg Pincus Private Equity X O&G, L.P.	245,753	1,701,907
Warburg Pincus Private Equity X, L.P.	4,829,724	6,746,751
Warburg Pincus Private Equity XI, L.P.	1,491,840	1,634,326
Westwood Global Investment Emerging Markets Fund	22,914,780	25,509,987
Total - Other investments (Line 13)	509,959,343	601,340,038

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PROGRAM RELATED ASSETS	18,085,000.	18,085,000.
TOTALS	18,085,000.	18,085,000.

ATTACHMENT 12

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
APPROPRIATIONS FOR PROGRAM-RELATED ASSETS		18,085,000.
ESTIMATED TAXES PAYABLE		-4,731,761.
	TOTALS	13,353,239.

ATTACHMENT 13

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
DECREASE IN GRANTS PAYABLE		10,023,109.
	TOTAL	10,023,109.

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Report regarding expenditure responsibility grant

1. Grantee - Strategic Investment Fund Partnership
   Regional Enterprise Tower
   425 Sixth Avenue, Suite 1290
   Pittsburgh, PA 15219-1849

2. Date granted - April 17, 2002
   Amount - $1,000,000.00

3. Purpose - To promote economic development in the greater southwestern Pennsylvania region

4. Amount spent by grantee - The Strategic Investment Fund Partnership has committed capital from all investors of $28,241,500 of which $27,474,000 has been expended. The Richard King Mellon Foundation's share of committed capital is $3,000,000 of which $2,910,000 has been expended.

5. Statement regarding diversion of grant funds
   To the best of the grantor's knowledge, the grant funds have not been expended for any purpose other than the intended purpose of the grant.

6. Reports received from grantee
   January 29, 2014 - Report of amount spent and unexpended amount

7. Independent Verification - The grantor has no reason to doubt the accuracy or reliability of the grantee's report.

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Report regarding expenditure responsibility grant

1. Grantee - Strategic Investment Fund Partnership
   Regional Enterprise Tower
   425 Sixth Avenue, Suite 1290
   Pittsburgh, PA 15219-1849

2. Date granted - February 5, 2003
   Amount - $1,000,000.00

3. Purpose - To promote economic development in the greater southwestern Pennsylvania region

4. Amount spent by grantee - The Strategic Investment Fund Partnership has committed capital from all investors of $28,241,500 of which $27,474,000 has been expended. The Richard King Mellon Foundation's share of committed capital is $3,000,000 of which $2,910,000 has been expended.

5. Statement regarding diversion of grant funds
   To the best of the grantor's knowledge, the grant funds have not been expended for any purpose other than the intended purpose of the grant.

6. Reports received from grantee
   January 29, 2014 - Report of amount spent and unexpended amount

7. Independent Verification - The grantor has no reason to doubt the accuracy or reliability of the grantee's report.

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Report regarding expenditure responsibility grant

1. Grantee - Strategic Investment Fund Partnership
   Regional Enterprise Tower
   425 Sixth Avenue, Suite 1290
   Pittsburgh, PA 15219-1849

2. Date granted - May 20, 2004
   Amount - $1,000,000.00

3. Purpose - To promote economic development in the greater southwestern Pennsylvania region

4. Amount spent by grantee - The Strategic Investment Fund Partnership has committed capital from all investors of $28,241,500 of which $27,474,000 has been expended. The Richard King Mellon Foundation's share of committed capital is $3,000,000 of which $2,910,000 has been expended.

5. Statement regarding diversion of grant funds
   To the best of the grantor's knowledge, the grant funds have not been expended for any purpose other than the intended purpose of the grant.

6. Reports received from grantee
   January 29, 2014 - Report of amount spent and unexpended amount

7. Independent Verification - The grantor has no reason to doubt the accuracy or reliability of the grantee's report.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SEWARD PROSSER MELLON 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE/CHAIRMAN/CEO .50	0	0	0
ALISON M. BYERS, PSY.D. 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE .50	0	0	0
W. RUSSELL G. BYERS, JR. 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE/PRESIDENT .50	0	0	0
CATHARINE MELLON CATHEY 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE .50	0	0	0
CONSTANCE ELIZABETH MELLON KAPP 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE .50	0	0	0
ARMOUR N. MELLON 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE .50	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
RICHARD A. MELLON 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE .50	0	0	0
BRUCE K.M. HENDERSON 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE .50	0	0	0
DOUGLAS L. SISSON 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	VP/TREASURER/INVESTMENT OFFICR 22.50	286,236.	75,546.	0
LISA KUZMA 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	SECRETARY/PROGRAM OFFICER 38.00	188,180.	83,325.	0
JOHN J. TURCIK 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	TRUSTEE/CONTROLLER 12.50	137,940.	54,308.	0
SCOTT D. IZZO 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	TRUSTEE/DIRECTOR 45.00	446,489.	96,430.	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LAWRENCE S. BUSCH 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	TRUSTEE/ASST TREAS/ADMIN OFFCR 20.00	184,661.	65,645.	0
	GRAND TOTALS	1,243,506.	375,254.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 16

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
BRIAN HILL 500 GRAND STREET PITTSBURGH, PA 15219-2502	PROGRAM OFFICER 38.00	174,455.	84,429.	0
EDWARD J. MORGAN 500 GRANT STREET PITTSBURGH, PA 15219-2502	INVESTMENTS 25.00	151,706.	65,777.	[illegible]
STEPHEN P. ERB 500 GRANT STREET PITTSBURGH, PA 15219-2502	INVESTMENTS/TAX 12.50	115,802.	47,870.	0
LISA REED 500 GRANT STREET PITTSBURGH, PA 15219-2502	ADMINISTRATION 38.00	67,010.	23,760.	0
PAUL A. HANNAH 500 GRANT STREET PITTSBURGH, PA 15219-2502	ACCOUNTING 10.00	63,365.	29,923.	0
	TOTAL COMPENSATION	572,338.	251,759.	

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 17

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
BNY MELLON, N.A. MELLON SQUARE PITTSBURGH, PA 15222	INV. CUSTODY / MGMT.	789,605.
T. ROWE PRICE ASSOCIATES, INC. 100 EAST PRATT STREET BALTIMORE, MD 21202	INVESTMENT MGMT.	718,130.
BLACKROCK FINANCIAL MANAGEMENT 40 EAST 52ND STREET NEW YORK, NY 10022	INVESTMENT MGMT.	575,179.
STERLING CAPITAL MANAGEMENT, LLC 4064 COLONY ROAD CHARLOTTE, NC 28211	INVESTMENT MGMT.	455,745.
SANDS CAPITAL MANAGEMENT 1101 WILSON BLVD, SUITE 2300 ARLINGTON, VA 22209	INVESTMENT MGMT.	436,854.
	TOTAL COMPENSATION	2,975,513.

Funding Policy

Approved in December 2009 and effective January 1, 2010, the Trustees established the following program priorities:

REGIONAL FOCUS FOR PENNSYLVANIA

Conservation

- Land preservation
- Watershed protection and restoration

SOUTHWESTERN PENNSYLVANIA

Regional Economic Development

- Downtown and Neighborhood Development
- Building a Research and Technology Economy
- Business Stimulus Initiatives and Workforce Development
- Rural Economic Development

Education

- Higher Education
- Independent and Parochial Schools
- Early Childhood Education

Human Services

- Broad Scale System Reform
- Nonprofit Capacity Building
- After School Programs

The Foundation gives priority to projects and programs that have clearly defined outcomes and an evaluation component. Applicants must have valid IRS tax identification number and a current charitable status designation. The Foundation does not consider requests on behalf of individuals, or from outside the Untied States and does not encourage requests from outside Pennsylvania.

All proposals must be accompanied by a complete application form and addressed to:

Information & Grants Manager
Richard King Mellon Foundation
BNY Mellon Center
500 Grant Street, Suite 4106
Pittsburgh, PA 15219-2502

History, Program Interests, and Geographic Focus | Funding Policy
Grants Approved in 2014 | 2013 | 2012 | 2011 | 2010 | 2009
Grant Application Process & Form | Trustees, Officers and Program Staff
HOME

Application Process & Form

If research determines that the project or program falls within the Foundation's funding priorities:

- Complete and follow instructions for the Common Grant Application Format (accompanied by the required attachments) available on-line through the Grantmakers of Western Pennsylvania. The web address is: www.gwpa.org.

  The application form is available in Adobe Acrobat/PDF format, which can be viewed and printed out using Adobe's Acrobat Reader, which is available from the Adobe web site free of charge.

- Attach one copy of the proposal.
- Include all required attachments listed on the common grant application form.
- Proposals may be submitted at any time during the year.
- Video tapes should not be sent unless specifically requested.
- Electronic requests are not accepted.

Submit to:

Information & Grants Manager
Richard King Mellon Foundation
BNY Mellon Center
500 Grant Street, Suite 4106
Pittsburgh, PA 15219-2502

All proposals will be acknowledged in writing. The Foundation will make every effort to move as expeditiously as possible on all requests.

History, Program Interests, and Geographic Focus | Funding Policy
Grants Approved in 2014 | 2013 | 2012 | 2011 | 2010 | 2009
Grant Application Process & Form | Trustees, Officers and Program Staff
HOME

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Conservation

Allegheny Land Trust 509(a)(1) - PC $110,000
Sewickley, PA
toward land conservation efforts in Allegheny County

American Chestnut Foundation 509(a)(1) - PC $50,000
Asheville, NC
to restore 1,500 Chestnuts to the Flight 93 National Memorial

American Rivers 509(a)(1) - PC $333,333
Washington, DC
toward three-year support of dam removal and restoration of free-flowing rivers in western Pennsylvania and to protect the Flint River in Georgia

Carnegie Institute 509(a)(1) - PC $650
Pittsburgh, PA
toward costs associated with a forum on watershed and habitat restoration

The Chesapeake Bay Foundation, Inc. 509(a)(1) - PC $375,000
Annapolis, MD
toward support of the Pennsylvania Watershed Restoration Program, which provides outreach and technical assistance to farmers and landowners in Pennsylvania

Chesapeake Conservancy, Inc. 509(a)(1) - PC $50,000
Annapolis, MD
to develop GIS and other information to increase land protection in the southern Susquehanna River Basin in Pennsylvania and to engage key private and public decision makers in plans for the future

The Conservation Fund 509(a)(1) - PC $2,500,000
Arlington, VA
to help implement a strategy to protect and preserve the Rocky Mountain Front ecosystem

The Conservation Fund 509(a)(1) - PC $3,000,000
Arlington, VA
toward purchase of property known as Success Pond in Coos County, New Hampshire

The Conservation Fund 509(a)(1) - PC $300,000
Arlington, VA
toward three-year support of operations

Foundation for California University of Pennsylvania 509(a)(1) - PC $300,000
California, PA
toward two-year support to restore and enhance fish and wildlife habitat on agricultural lands in Pennsylvania

Foundation for Pennsylvania Watersheds 509(a)(3) under 170(b)(1)(A)(viii) – SO I $400,000
Alexandria, PA
to improve water quality within western Pennsylvania watersheds, to continue restoration objectives within the Kiski-Conemaugh basin, to complete a capacity building program with watershed groups, and to update technology and the strategic plan

Friends of the Pittsburgh Urban Forest 509(a)(1) - PC $145,000
Pittsburgh, PA
toward two-year support to implement the 2012 Urban Forest Master Plan and for general operations

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Health Effects Institute 509(a)(1) - PC $400,000
Boston, MA
to apply sound science and research to impacts of unconventional natural gas development

Land Trust Alliance, Inc. 509(a)(1) - PC $100,000
Washington, DC
toward two-year support for technical assistance and training programs to serve land trusts in western Pennsylvania

Loyalhanna Watershed Association, Inc. 509(a)(1) - PC $45,000
Ligonier, PA
toward two-year support of operations

Loyalhanna Watershed Association, Inc. 509(a)(1) - PC $180,000
Ligonier, PA
to address erosion pollution concerns in the upper Loyalhanna Creek Watershed and increase recreational tourism in the Ligonier Valley

Mountain Watershed Association, Inc. 509(a)(1) - PC $150,000
Melcroft, PA
toward two-year support to implement the Comprehensive Restoration Plan for Indian Creek and Jacob's Creek watersheds

National Fish and Wildlife Foundation 509(a)(1) - PC $150,000
Washington, DC
toward two-year support to survey unassessed coldwater streams in Pennsylvania to determine if they are home to important and threatened trout species and toward protection and restoration

National Fish and Wildlife Foundation 509(a)(1) - PC $175,000
Washington, DC
to assist in the development of a strategic approach for western Pennsylvania that establishes numeric goals for habitat improvement and populations of key species

National Wildlife Federation 509(a)(2) - PC $480,000
Reston, VA
toward two-year support to develop resources for parents to motivate children to connect with the outdoors

Natural Lands Trust 509(a)(1) - PC $5,000
Media, PA
toward a forest regeneration conference to be held at The Pennsylvania State University in October 2014

The Nature Conservancy, Inc. 509(a)(1) - PC $250,000
Harrisburg, PA
toward two-year support to promote siting tools and standards for shale gas development in the Central Appalachians

Nine Mile Run Watershed Association, Inc. 509(a)(1) - PC $137,500
Pittsburgh, PA
toward two-year support of the runoff mitigation project, watershed monitoring, and efforts to improve public programs and funding for green infrastructure

PA Cleanways of Allegheny County, Inc. 509(a)(1) - PC $42,500
Pittsburgh, PA
toward two-year support of operations

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Pennsylvania Environmental Council, Inc. 509(a)(1) - PC Harrisburg, PA to support work on water resources, community development based on natural amenities, and energy programs in western Pennsylvania	$200,000
Pennsylvania Institute for Conservation Education 509(a)(1) - PC Lewisburg, PA toward two-year support of conservation leadership academy programs	$60,000
Pennsylvania Resources Council, Inc. 509(a)(2) - PC Pittsburgh, PA toward support of the Scenic Pittsburgh project and to diversify funding	$120,000
Pittsburgh Community Broadcasting Corporation 509(a)(1) - PC Pittsburgh, PA to develop a corporate sponsorship and marketing plan and to develop a business plan for Allegheny Front	$25,000
Pittsburgh Community Broadcasting Corporation 509(a)(1) - PC Pittsburgh, PA toward production of a radio series to cover issues regarding habitat, conservation, and energy development in Pennsylvania, and to develop signature segments to help elevate the program's brand	$95,000
Pittsburgh Parks Conservancy 509(a)(1) - PC Pittsburgh, PA toward a strategic alliance plan with the Allegheny Commons Initiative	$29,000
Regional Trail Corporation 509(a)(1) - PC West Newton, PA to complete the final link in the Pittsburgh to Washington, D.C. bike trail system	$600,000
Ruffed Grouse Society 509(a)(2) - PC Coraopolis, PA toward improvements to information systems and technology, private forest landowner outreach, and habitat management equipment	$275,000
Soldiers & Sailors Memorial Hall & Museum Trust, Inc. 509(a)(1) - PC Pittsburgh, PA to place a green roof on the building	$150,000
Trout Unlimited 509(a)(1) - PC Arlington, VA toward two-year support to continue the abandoned mine cleanup and stream restoration efforts across the West Branch Susquehanna	$300,000
Western Pennsylvania Conservancy 509(a)(1) - PC Pittsburgh, PA toward purchase of property in Fayette County and toward purchase of agricultural easements in the Ligonier Valley	$144,064
Western Pennsylvania Conservancy 509(a)(1) - PC Pittsburgh, PA toward support of a multi-organizational/public partnership to advance land and water conservation in the French Creek watershed, and to assist the partnership in developing a long-term development plan for ongoing work in the watershed	$220,000

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Western Pennsylvania Conservancy 509(a)(1) - PC $195,707
Pittsburgh, PA
toward purchase of property in Fayette County and toward purchase of agricultural easements in the Ligonier Valley

Western Pennsylvania Conservancy 509(a)(1) - PC $26,285
Pittsburgh, PA
toward purchase of property in Fayette County and toward purchase of agricultural easements in the Ligonier Valley

Western Pennsylvania Conservancy 509(a)(1) - PC $90,000
Pittsburgh, PA
toward purchase of property in Westmoreland County in Ligonier Township, the ABC Motel

Western Pennsylvania Conservancy 509(a)(1) - PC $70,000
Pittsburgh, PA
toward costs associated with the transfer and stewardship of a conservation easement over approximately 724 acres located in Allegheny Township, Somerset County, site of the International Conservation Center

Western Pennsylvania Conservancy 509(a)(1) - PC $5,007
Pittsburgh, PA
toward purchase of property in Fayette County and toward purchase of agricultural easements in the Ligonier Valley

Western Pennsylvania Conservancy 509(a)(1) - PC $125,000
Pittsburgh, PA
toward three-year support of the French Creek Collaborative for watershed restoration, land protection, and public education, as well as for strengthening the local land trust, The French Creek Valley Conservancy

Total Conservation (42 items) $12,409,046

Education

A+ Schools: Pittsburgh's Community Alliance for Public Education 509(a)(1) - PC $150,000
Pittsburgh, PA
toward two-year support of operations

Braddock Carnegie Library Association 509(a)(1) - PC $100,000
Braddock, PA
toward two-year support of operations

Carnegie Mellon University 509(a)(1) - PC $30,000
Pittsburgh, PA
to engage Carnegie Mellon University students in a variety of outdoor recreation and service-based activities in Pittsburgh

Colorado Uplift 509(a)(1) - PC $50,000
Denver, CO
toward a matching grant to replicate the Colorado Uplift model in other cities

Coro Center for Civic Leadership 509(a)(1) - PC $135,000
Pittsburgh, PA
toward support of programs and operations

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

EDSYS, Inc. 509(a)(1) - PC Pittsburgh, PA toward two-year support of outdoor recreational opportunities for students at the City Charter High School	$35,000
Fox Chapel Country Day School, Inc. 509(a)(1) - PC Pittsburgh, PA toward three-year support to hire a marketing and development director	$100,000
Fund for Advancement of Minorities Through Education 509(a)(1) - PC Pittsburgh, PA toward two-year support of phase II to expand The Fame Academy	$200,000
Greater Latrobe Partners in Education Foundation, Inc. 509(a)(1) - PC Latrobe, PA toward renovations of the Junior High School to serve the arts program, and to purchase, install and train for use of technology for the Global Classroom Initiative	$1,000,000
Grove City College 509(a)(1) - PC Grove City, PA toward construction of the science, engineering, and mathematics building	$2,000,000
Higher Achievement Program, Inc. 509(a)(1) - PC Pittsburgh, PA toward two-year support for the Bridge to College program and Higher Achievement's programs in Homewood	$325,000
Indian Creek Valley Christian Family & Children's Center 509(a)(1) - PC Champion, PA toward improvements to roads and parking areas at the North Campus	$200,000
Kiskiminetas Springs School 509(a)(1) - PC Saltsburg, PA toward upgrade of campus facilities	$1,750,000
Kiskiminetas Springs School 509(a)(1) - PC Saltsburg, PA toward upgrade of campus facilities	$250,000
Ligonier Valley School District GOVT/PUBLIC BODY- PC Ligonier, PA toward three-year support to migrate to technology-supported instructional practices and assessments	$1,000,000
Local Government Academy 509(a)(1) - PC Pittsburgh, PA toward three-year support to educate local communities on managing Marcellus Shale development	$20,000
Manchester Craftsmen's Guild 509(a)(1) - PC Pittsburgh, PA toward production and distribution of a film celebrating Pittsburgh jazz	$250,000
The Neighborhood Academy 509(a)(1) - PC Pittsburgh, PA toward two-year support to expand the individual and corporate giving programs	$200,000
Oakland Catholic High School 509(a)(1) - PC Pittsburgh, PA toward scholarships and renovations of buildings and classrooms	$500,000

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

The Pennsylvania State University   509(a)(1) - PC $5,000
University Park, PA
toward expenses associated with a conference focused on promoting the vitality, productivity and enjoyment of Pennsylvania's nearly 12 million acres of private forests

The Pennsylvania State University   509(a)(1) - PC $50,000
University Park, PA
toward construction costs of the outdoor pavilion for educational and meeting purposes for Penn State Extension and neighboring agencies in Westmoreland County

Pittsburgh Voyager   509(a)(1) - PC $255,000
Pittsburgh, PA
toward support of operations and development of a river robotics program

Planned Parenthood of Western Pennsylvania, Inc.   509(a)(2) - PC $55,000
Pittsburgh, PA
toward three-year support of the pregnancy prevention programs

Point Park University   509(a)(1) - PC $575,700
Pittsburgh, PA
toward renovations of the YMCA building that will become Point Park University's Student and Convocation Center

Robert Morris University   509(a)(1) - PC $20,000
Moon Township, PA
toward preliminary consultant work on the America's Most Livable City documentary

Robert Morris University   509(a)(1) - PC $170,000
Moon Township, PA
toward production costs for the documentary entitled America's Most Livable City

Seton Hill University   509(a)(1) - PC $2,500,000
Greensburg, PA
toward renovation of the Lynch Hall Science Building and construction of a new health, science, and technology center

Sewickley Academy   509(a)(1) - PC $50,000
Sewickley, PA
toward three-year support of operations for Summerbridge Pittsburgh

Somerset County Campus Foundation for Allegany Community College   509(a)(1) - PC $250,000
Somerset, PA
toward campus upgrades including renovations to the George S. Cook Founders Hall and the installation of two distance learning labs

Storehouse for Teachers   509(a)(1) - PC $72,000
Pittsburgh, PA
toward purchase of graphing calculators for students in grades six through twelve

University Economic Development Association, Inc.   509(a)(2) - PC $5,000
Pittsburgh, PA
toward registration costs for southwestern Pennsylvania students to attend the 2013 Summit which brings together thought leaders to share ideas and best practices in university economic development

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

University of Pittsburgh, Graduate School of Public and International Affairs 509(a)(1) - PC $150,000
Pittsburgh, PA
toward three-year support of the Nonprofit Clinic and the Leadership Portfolio Program

University of Pittsburgh, Institute of Politics 509(a)(1) - PC $110,000
Pittsburgh, PA
toward three-year support of the Institute's education and public policy agenda, including a special project around combined sewage overflows in Allegheny County

University of Pittsburgh, Office of Child Development 509(a)(1) - PC $100,000
Pittsburgh, PA
toward three-year support of the Something Worth Giving research-based communication strategy project and for general operating support

University of Pittsburgh, School of Medicine 509(a)(1) - PC $10,000
Pittsburgh, PA
toward support of the 2013 Mellon Lecture

University of the Cumberlands, Inc. 509(a)(1) - PC $100,000
Williamsburg, KY
to satisfy a challenge grant to meet the housing needs for students in the Physician Assistant program

Westmoreland County Community College Educational Foundation, Inc. 509(a)3 (Functionally Integrated) – SO III FI $2,000,000
Youngwood, PA
toward the Advanced Technology Center

Winchester Thurston School 509(a)(1) - PC $1,000,000
Pittsburgh, PA
toward renovation of facilities at the City Campus

Wireless Neighborhoods 509(a)(1) - PC $300,000
Pittsburgh, PA
toward two-year support to provide a credit recovery program to Pittsburgh Public School high school students who are at risk of not graduating

Total Education (39 items) $16,072,700

Human Services

Achieva 509(a)(1) - PC $750,000
Pittsburgh, PA
to upgrade facilities implementing energy-efficient practices

Adonai Center for Black Males 509(a)(1) - PC $35,000
Pittsburgh, PA
toward support of operations

The Albert Schweitzer Fellowship 509(a)(1) - PC $50,000
Pittsburgh, PA
toward two-year support of operations

Allegheny Council to Improve Our Neighborhoods-Housing, Inc. 509(a)(1) - PC $600,000
Pittsburgh, PA
toward affordable housing projects that demonstrate energy conservation, making the

homes sustainable for low-income individuals and for housing for youth aging out of the foster care system

Allegheny Youth Development 509(a)(1) - PC $50,000
Pittsburgh, PA
toward two-year support to increase enrollment and enhance services of afterschool programs

Angels' Place, Inc. 509(a)(1) - PC $300,000
Pittsburgh, PA
toward support of operations

Bethany Baptist Church 501(c)(3) - PC $100,000
Pittsburgh, PA
to build a new church sanctuary that will house youth programs

Bethlehem Haven of Pittsburgh 509(a)(1) - PC $132,000
Pittsburgh, PA
toward two-year support of operations and to hire a consultant

Bible Center Church, Inc. 509(a)(1) - PC $200,000
Pittsburgh, PA
toward two-year support of out-of-school time programs in Homewood and for capacity building

Big Brothers Big Sisters of Greater Pittsburgh 509(a)(1) - PC $65,000
Pittsburgh, PA
to institute supportive services for early-stage matches in the Community-Based Program

Boy Scouts of America 509(a)(1) - PC $250,000
Pittsburgh, PA
toward two-year support of operations and programs for youth development

Bridge To Independence, Inc. 509(a)(1) - PC $75,000
Braddock, PA
toward three-year support to match funds for homeless support programming

CASA of Allegheny County 509(a)(1) - PC $30,000
Pittsburgh, PA
to recruit, screen, and train 10 new volunteers

Center for Hope 509(a)(1) - PC $200,000
Ambridge, PA
toward improvements to the facility to expand services

Center of Life 509(a)(1) - PC $50,000
Pittsburgh, PA
toward two-year support of academic after school programming

The Center That C.A.R.E.S. 509(a)(1) - PC $150,000
Pittsburgh, PA
toward building renovations for a community center that will house after-school programming for middle and high school students of Pittsburgh's Hill District

Children's Institute of Pittsburgh 509(a)(1) - PC $1,000,000
Pittsburgh, PA
toward two-year support of capital costs associated with the establishment of a medical home and telemedicine program for children and youth with special health care needs

Christian Camps of Pittsburgh, Inc. 509(a)(2) - PC $150,000
Boswell, PA
toward two-year support for expansion of number of urban youth in Citikidz

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

City Mission-Living Stones, Inc. 509(a)(1) - PC $100,000
Uniontown, PA
as a challenge grant toward support of capital needs including increasing permanent supportive housing, renovation needs for the Gallatin School site, and increased services to youth

City Mission-Living Stones, Inc. 509(a)(1) - PC $100,000
Uniontown, PA
as a challenge grant toward support of capital needs including increasing permanent supportive housing, renovation needs for the Gallatin School site, and increased services to youth

Community Foundation of Greater Johnstown 509(a)(1) - PC $450,000
Johnstown, PA
toward a joint grantmaking program with the Richard King Mellon Foundation's field of interest in the Johnstown area and surrounding counties

County of Allegheny, Department of Human Services GOVT/PUBLIC BODY- PC $41,000
Pittsburgh, PA
to implement an evidence-based model for youth involved in both the child welfare and juvenile justice systems

Crisis Center North Incorporation 509(a)(1) - PC $75,000
Pittsburgh, PA
toward support to increase financial and volunteer resources and awareness of agency services

DePaul School for Hearing and Speech 509(a)(1) - PC $100,000
Pittsburgh, PA
toward building renovations to create a speech therapy suite and an outreach and development office

East Liberty Family Health Care Center, Inc. 509(a)(1) - PC $175,000
Pittsburgh, PA
toward two-year support of operations and capital needs

Family Resources 509(a)(1) - PC $140,000
Pittsburgh, PA
toward two-year support of capacity building initiatives

Family Services of Western Pennsylvania 509(a)(1) - PC $375,000
Pittsburgh, PA
toward two-year support of technology improvements

The Forbes Funds 509(a)(3) under 170(b)(1)(A)(viii) – SO I $110,000
Pittsburgh, PA
toward management assistance grants to human service agencies

George Junior Republic 509(a)(1) - PC $700,000
Grove City, PA
to implement energy and water conservation projects on the George Junior campus

Greater Pittsburgh Community Food Bank 509(a)(2) - PC $150,000
Duquesne, PA
toward start up capital for Pittsburgh Community Kitchen

Homewood Children's Village 509(a)(1) under 170(b)(1)(A)(viii) - PC $750,000
Pittsburgh, PA
toward support of operations

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Homewood Renaissance Association 509(a)(1) - PC $250,000
Pittsburgh, PA
toward afterschool and summer STEM-based learning activities and support of operations

Hosanna House, Inc. 509(a)(1) - PC $500,000
Wilkinsburg, PA
toward increased capacity at Sherwood Recreational Facility

Hosanna Industries, Inc. 509(a)(1) - PC $150,000
Rochester, PA
toward two-year support to provide home repairs for low-income households in southwestern Pennsylvania

Hunters Sharing the Harvest, Inc. 509(a)(1) - PC $15,000
Harrisburg, PA
toward three-year support of operations

Jefferson Awards for Public Service 509(a)(1) - PC $60,000
Wilmington, DE
toward three-year support to expand the Pittsburgh youth initiative

Jeremiah's Place 509(a)(1) - PC $100,000
Pittsburgh, PA
toward start up of a crisis nursery

Jewish Healthcare Foundation of Pittsburgh 509(a)(1) - PC $10,000
Pittsburgh, PA
toward a study on the fiscal and economic impacts of Medicaid Expansion in Pennsylvania

Kingsley Association 509(a)(1) - PC $100,000
Pittsburgh, PA
toward support of operations and to increase revenue generation

Latrobe Area Hospital Charitable Foundation 509(a)(3) under 170(b)(1)(A)(viii)- SO I $52,169
Latrobe, PA
as a challenge grant for digital mammography and ambulance equipment

Laurel Area Interfaith Volunteer Caregivers, Inc. 509(a)(1) - PC $25,000
Latrobe, PA
toward three-year support to implement the succession plan

Ligonier Valley Learning Center, Inc. 509(a)(1) - PC $25,000
Ligonier, PA
toward capital needs

Ligonier Valley Meals On Wheels 509(a)(2) - PC $5,000
Ligonier, PA
to purchase a commercial range

Ligonier Valley Young Men's Christian Association of Pa, Inc. 509(a)(2) - PC $2,000,000
Ligonier, PA
toward construction of a health and wellness center

Manchester Craftsmen's Guild 509(a)(1) - PC $200,000
Pittsburgh, PA
toward two-year support of jazz and youth and arts programming

Manchester Youth Development Center, Inc. 509(a)(1) - PC $400,000
Pittsburgh, PA
toward two-year support of operations and programs

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

National Council for Urban Peace and Justice 509(a)(1) - PC Pittsburgh, PA toward a series of violence prevention and intervention forums being held throughout the Pittsburgh area	$5,000
National Organization on Disability 509(a)(1) - PC New York, NY toward two-year support to assist the most severely wounded soldiers and their families in their transition to civilian careers	$100,000
Neighbors in the Strip, Inc. 509(a)(1) - PC Pittsburgh, PA toward pedestrian safety enhancements on Smallman Street	$5,500
North Side Christian Health Center 509(a)(1) - PC Pittsburgh, PA toward two-year support of revenue building activities	$250,000
NorthShore Community Alliance 509(a)(1) - PC Pittsburgh, PA toward two-year support of programs to help youth and families in need in Allegheny County	$200,000
Northside Coalition for Fair Housing 509(a)(1) - PC Pittsburgh, PA toward two-year support of programs	$100,000
Northside Coalition for Fair Housing 509(a)(1) - PC Pittsburgh, PA toward support of a summer youth work program	$10,000
Ohio Valley General Hospital 509(a)(1) - PC McKees Rocks, PA toward two-year support to modernize the community hospital to provide care for residents in the communities of McKees Rocks, Stowe, and Kennedy Township	$400,000
Pennsylvania Organization for Women in Early Recovery 509(a)(1) - PC Pittsburgh, PA toward two-year support of operations	$100,000
Pittsburgh Association for the Education of Young Children 509(a)(2) - PC Pittsburgh, PA to build capacity of family child care providers for high-quality care in a sustainable manner	$317,000
The Pittsburgh Foundation 509(a)(1) - PC Pittsburgh, PA toward support of needs in Westmoreland County	$300,000
The Pittsburgh Foundation 509(a)(1) - PC Pittsburgh, PA toward support of the Human Service Integration Fund ($300,000) and the Allegheny County Jail Collaborative ($100,000)	$400,000
The Poise Foundation 509(a)(1) - PC Pittsburgh, PA toward support of operations and a matching donation program	$200,000
Providence Connections, Inc. 509(a)(1) - PC Pittsburgh, PA toward support of general operations	$100,000

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Rebuilding Together Pittsburgh 509(a)(1) - PC Pittsburgh, PA to renovate homes for low-income homeowners in the Homewood area	$500,000
Rosedale Block Cluster, Inc. 509(a)(1) - PC Pittsburgh, PA toward support of operations	$35,000
Rosedale Block Cluster, Inc. 509(a)(1) - PC Pittsburgh, PA toward support of operations	$15,000
Seton Hill Child Services, Inc. 509(a)(1) - PC Greensburg, PA for transitional working capital	$40,000
Shepherd's Heart Fellowship and Ministries 509(a)(1) - PC Pittsburgh, PA toward a commercial kitchen	$375,000
Sisters of Charity of Seton Hill 509(a)(1) - PC Greensburg, PA toward upgrades of security and alert systems, medical supplies and transport, and technology	$300,000
Small Seeds Development, Inc. 509(a)(1) - PC Pittsburgh, PA toward improving employment outcomes for underserved individuals	$100,000
Sojourner House Moms 509(a)(1) - PC Pittsburgh, PA toward two-year support of program expansion with the acquisition of 21 housing units	$100,000
St. Paul of the Cross Monastery and Retreat Center GROUP RULING – CHURCH - PC Pittsburgh, PA toward services for men and women recovering from addictions	$40,000
Student Conservation Association, Inc. 509(a)(1) - PC Arlington, VA to support high school youth and college intern programs	$300,000
Three Rivers Rowing Association 509(a)(1) - PC Pittsburgh, PA to engage Pittsburgh's urban high school girls and other youth in a community rowing program	$57,000
Uniontown Hospital 509(a)(1) - PC Uniontown, PA toward renovation of the Family Beginnings Birthing Center	$150,000
United Way of Allegheny County 509(a)(1) - PC Pittsburgh, PA toward support of United for Women, and to increase corporate involvement in the fitUnited and WorkReady Pittsburgh initiatives	$200,000
United Way of Westmoreland County 509(a)(1) - PC Greensburg, PA toward two-year support of direct services	$500,000

University of Pittsburgh, Graduate School of Public Health 509(a)(1) - PC $150,000
Pittsburgh, PA
toward two-year support of the Center for the Prevention of Community Violence

University of Pittsburgh, Office of Child Development 509(a)(1) - PC $90,000
Pittsburgh, PA
toward two-year support of the HealthyINFANTS initiative

Urban Impact Foundation 509(a)(1) - PC $100,000
Pittsburgh, PA
toward three-year support of the Impact Urban Youth and Schools initiative

Veterans Leadership Program of Western Pennsylvania, Inc. 509(a)(1) - PC $400,000
Pittsburgh, PA
toward support of operations

The Western Pennsylvania Hospital Foundation 509(a)3 Type 1- SO I $350,000
Pittsburgh, PA
toward two-year support of the expansion of the Simulation, Teaching and Academic Research Center

Westmoreland County Food Bank, Inc. 509(a)(1) - PC $100,000
Delmont, PA
toward support of operations and equipment

Wilkinsburg Community Ministry 509(a)(1) - PC $15,000
Wilkinsburg, PA
to provide nutritious, hot meals to at-risk youth and youth with developmental challenges during summer and after-school programs, as well as at a special needs school

Young Men's Christian Association of Pittsburgh 509(a)(2) - PC $1,500,000
Pittsburgh, PA
toward two-year support to bridge the financial gap for the urban programs

Young Men's Christian Association of Uniontown 509(a)(1) - PC $75,000
Uniontown, PA
toward construction of an activity room for 8 to 13 year olds

Young Women's Christian Association of Pittsburgh 509(a)(2) - PC $25,000
Pittsburgh, PA
toward an energy audit and sustainability assessment for the Homewood Brushton Community Center

Total Human Services (84 items) $19,349,669

Regional Economic Development

AIA Legacy, Inc. 509(a)(1) - PC $50,000
Washington, DC
toward the 2013 Remaking Cities Congress held in Pittsburgh October 16-18, 2013

Allegheny Conference on Community Development 509(a)(1) - PC $100,000
Pittsburgh, PA
toward the TechBelt Initiative to promote industry research partnerships that generate jobs and growth in the region

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Allegheny Conference on Community Development 509(a)(1) - PC $467,000
Pittsburgh, PA
toward support of operations

Aspinwall Riverfront Park, Inc. 509(a)(1) - PC $750,000
Pittsburgh, PA
toward development of a riverfront park in Aspinwall

Bike Pittsburgh, Inc. 509(a)(1) - PC $300,000
Pittsburgh, PA
to establish a bike share program in Pittsburgh ($200,000) and to promote biking, walking, and associated safety programs ($100,000)

Bridgeway Capital 509(a)(1) - PC $200,000
Pittsburgh, PA
toward purchase of 7800 Susquehanna Street in Homewood ($1,500,000) and to expand the micro-loan program ($200,000)

Bridgeway Capital 509(a)(1) - PC $1,500,000
Pittsburgh, PA
toward purchase of 7800 Susquehanna Street in Homewood ($1,500,000) and to expand the micro-loan program ($200,000)

Brownsville Area Revitalization Corporation 509(a)(1) - PC $400,000
Brownsville, PA
toward LEED certification aspects of the renovation of 27 Market Street in Brownsville

Carnegie Mellon University 509(a)(1) - PC $6,000,000
Pittsburgh, PA
toward five-year support to establish a world class energy research institute that will enhance the region's reputation as a leader on energy issues

Carnegie Mellon University 509(a)(1) - PC $24,000,000
Pittsburgh, PA
toward five-year support to establish a world class energy research institute that will enhance the region's reputation as a leader on energy issues

Carnegie Mellon University 509(a)(1) - PC $150,000
Pittsburgh, PA
to assist Green Building Alliance with efforts to encourage Pittsburgh's class A, B, and C office owners to invest in energy efficiency

City of Pittsburgh, Department of City Planning GOVT/PUBLIC BODY - PC $75,000
Pittsburgh, PA
toward the Pro Walk/Pro Bike conference to be held in Pittsburgh in 2014 and to establish a scholarship for regional participants

City Theatre Company, Inc. 509(a)(1) - PC $50,000
Pittsburgh, PA
toward support of operations and an individual donor challenge

The Clemente Collection at Engine House 25 509(a)(1) - PC $100,000
Pittsburgh, PA
toward two-year support to accelerate the development of 30 business plan activities

Community Theater Project Corporation/Kelly Strayhorn Theater 509(a)(2) - PC $300,000
Pittsburgh, PA
toward support of operations

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

East Liberty Development Incorporated 509(a)(1) - PC $175,000
Pittsburgh, PA
toward two-year support for Thrill Mill to open an early-stage business incubator in East Liberty that will house at least 15 entrepreneurs annually

Flax Scutching Festival 509(a)(2) - PC $10,000
Stahlstown, PA
toward two-year support of festival programs

Fort Ligonier Association 509(a)(2) - PC $9,000
Ligonier, PA
toward participation in events for the 250th anniversary of the signing of the 1763 Paris Treaty

Fort Ligonier Association 509(a)(2) - PC $250,000
Ligonier, PA
toward support of operations

Frick Art & Historical Center 509(a)(1) - PC $2,500,000
Pittsburgh, PA
toward three-year support of the renovation plan to expand Frick's educational capacities and enrich the visitor learning experience

Frick Art & Historical Center 509(a)(1) - PC $244,825
Pittsburgh, PA
toward three-year support of the renovation plan to expand Frick's educational capacities and enrich the visitor learning experience

Frick Art & Historical Center 509(a)(1) - PC $56,301
Pittsburgh, PA
toward three-year support of the renovation plan to expand Frick's educational capacities and enrich the visitor learning experience

Friends of the Riverfront 509(a)(1) - PC $75,000
Pittsburgh, PA
toward support of land and water trail development and usage, and stewardship programs

Grantmakers of Western Pennsylvania 509(a)(1) - PC $23,000
Pittsburgh, PA
toward support of operations

Green Building Alliance 509(a)(1) - PC $400,000
Pittsburgh, PA
toward two-year support of operations, the development of a green LEED-ND neighborhood project in Larimer, the Green Building Products Initiative, and the green building technical assistance program

Greensburg Community Development Corporation 509(a)(1) - PC $28,000
Greensburg, PA
to move the Westmoreland County Veterans Monument to the Greensburg Courthouse

Grow Pittsburgh 509(a)(1) - PC $95,000
Pittsburgh, PA
toward support of operations, including expansion of programs in Homewood

Hill House Association 509(a)(1) - PC $250,000
Pittsburgh, PA
toward support of operations

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Historical Society of Western Pennsylvania 509(a)(1) - PC Pittsburgh, PA toward two-year support of major exhibitions and related educational programs	$350,000
The Jannetta Neuroscience Foundation, Inc. 509(a)(1) - PC Pittsburgh, PA toward two-year support of operations	$200,000
Ligonier Valley Historical Society 509(a)(1) - PC Laughlintown, PA toward two-year support to implement a strategic development plan	$125,000
The Mattress Factory, Ltd. 509(a)(1) - PC Pittsburgh, PA toward two year support of facilities improvements	$500,000
Mount Washington Community Development Corporation 509(a)(1) - PC Pittsburgh, PA toward two-year support of hillside restoration on Mount Washington and trail construction in Emerald View Park	$200,000
The Mountain Playhouse, Inc. 509(a)(1) - PC Jennerstown, PA toward two-year support of operations	$80,000
Mountain Watershed Association, Inc. 509(a)(1) - PC Melcroft, PA toward construction of a bridge in Donegal Township, along the Indian Creek Trail	$10,000
The National Road Heritage Corridor 509(a)(1) - PC Uniontown, PA toward development of the Sheepskin Trail, a 34-mile bike trail through Fayette County which will link the Great Allegheny Passage to West Virginia's Mon River Trail system	$120,000
New Hazlett Center for the Performing Arts 509(a)(1) - PC Pittsburgh, PA toward two-year support of operations and a fund development challenge	$185,000
Operation Better Block, Inc. 509(a)(1) - PC Pittsburgh, PA toward economic development programs in Homewood	$400,000
Passive House Institute US, Inc. 509(a)(1) - PC Urbana, IL toward costs associated with the 2013 North American Passive House Conference held in Pittsburgh	$35,000
Pennsylvania Cross Country Skiers Association 509(a)(1) - PC Pittsburgh, PA toward cross country skiing grooming equipment and a storage shed for trail maintenance in Laurel Mountain State Park and Forbes State Forest	15,000
Pittsburgh Entertainment Project 509(a)(2) - PC Pittsburgh, PA to develop a sustainable entertainment sector for southwestern Pennsylvania	$400,000
Pittsburgh Filmmakers 509(a)(1) - PC Pittsburgh, PA toward three-year support of education programs and the Flight School	$200,000

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Pittsburgh Filmmakers 509(a)(1) - PC $150,000
Pittsburgh, PA
toward one-year support of Public Source programming

The Pittsburgh Foundation 509(a)(1) - PC $105,000
Pittsburgh, PA
to establish a process to identify qualified applicants for positions within local government and to establish a citizen oversight committee

Pittsburgh Middle East Institute, Inc. 509(a)(1) - PC $50,000
Pittsburgh, PA
toward hosting conferences and events to promote Pittsburgh business and industry to Middle East delegates

Pittsburgh Musical Theater 509(a)(2) - PC $500,000
Pittsburgh, PA
toward purchase and renovation of the James Centre in the West End

Pittsburgh Opera, Inc. 509(a)(1) - PC $350,000
Pittsburgh, PA
toward support of operations

The Pittsburgh Public Theater Corporation 509(a)(1) - PC $275,000
Pittsburgh, PA
toward support of operations

Pittsburgh Symphony, Inc. 509(a)(2) - PC $1,000,000
Pittsburgh, PA
toward support of Heinz Hall renovations

Pittsburgh Symphony, Inc. 509(a)(2) - PC $300,000
Pittsburgh, PA
toward support of operations

The Pittsburgh Trust for Cultural Resources 509(a)(1) - PC $500,000
Pittsburgh, PA
toward three-year support of expansion of the donor base

The Pittsburgh Trust for Cultural Resources 509(a)(1) - PC $325,000
Pittsburgh, PA
toward support of JazzLive 2013 and the International of Firsts Festival

Pittsburgh Water and Sewer Authority GOVT/PUBLIC BODY- PC $100,000
Pittsburgh, PA
toward use of green infrastructure in Pittsburgh and nearby communities

Port of Pittsburgh Commission GOVT/PUBLIC BODY- PC $75,000
Pittsburgh, PA
toward a feasibility study to launch the Clean Fuels/Clean Rivers initiative to build a natural gas marine corridor that extends from Morgantown through Pennsylvania and down the Ohio River to Huntington, West Virginia

The Progress Fund 509(a)(1) - PC $181,000
Greensburg, PA
to support the small business lending program and spur investment along the Great Allegheny Passage

The Progress Fund 509(a)(1) - PC $300,000
Greensburg, PA
toward purchase and restoration of a historical structure in Laughlintown

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

The Progress Fund 509(a)(1) - PC Greensburg, PA to support the small business lending program and spur investment along the Great Allegheny Passage	$350,000
Renewable Manufacturing Gateway 509(a)(1) - PC Pittsburgh, PA toward support of operations for the 9-month period July 2013 through March 2014	$750,000
RIDC Fund For Economic Growth 509(a)(3) under 170(b)(1)(A)(viii)- SO I Pittsburgh, PA toward operational costs to manage the LTV and Almono sites	$750,000
Riverlife 509(a)(1) - PC Pittsburgh, PA toward two-year support of operations for work on Three Rivers Park	$525,000
Service Corps of Retired Executives 509(a)(1) - PC Latrobe, PA toward support of a marketing program targeting new businesses and improving existing businesses in Westmoreland County	$10,000
Smart Growth Partnership of Westmoreland County, Inc. 509(a)(1) - PC Greensburg, PA toward support of operations	$85,000
Southern Alleghenies Museum of Art 509(a)(1) - PC Loretto, PA toward replacement of the HVAC unit at the Ligonier Valley Museum	$10,000
Sustainable Pittsburgh 509(a)3 Type 1 – SO I Pittsburgh, PA toward two-year support of programs targeted to municipalities and businesses to make measured reductions in resource consumption and emissions	$195,000
ToonSeum 509(a)(1) - PC Pittsburgh, PA toward support of events held during the 2013 National Cartoonists Society Conference being held in Pittsburgh	$10,000
ToonSeum 509(a)(1) - PC Pittsburgh, PA toward planning efforts to bring the International Cartoon Art Museum Conference to Pittsburgh in 2014	$10,000
University of Pittsburgh, Center for Social & Urban Research 509(a)(1) - PC Pittsburgh, PA toward two-year support of the Pittsburgh Regional Indicators project and the journalism program	$125,000
University of Pittsburgh, Graduate School of Public and International Affairs 509(a)(1) - PC Pittsburgh, PA toward two-year support of CONNECT's ongoing work on shared policy issues of the City of Pittsburgh and 36 neighboring communities	$37,500

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Urban Innovation 21 509(a)(1) - PC Pittsburgh, PA toward two-year support to expand economic growth in Pittsburgh's underserved communities	$275,000
Venture Outdoors 509(a)(1) - PC Pittsburgh, PA toward support of general operations	$175,000
Westmoreland County Parks & Recreation Citizens Advisory Board 509(a)(1) - PC Greensburg, PA to develop recreational opportunities at Twin Lakes Park serving Westmoreland County	$250,000
Westmoreland Cultural Trust 509(a)(1) - PC Greensburg, PA toward three-year support of audience development, ticketing service outreach and enhancement, operations, and a facility fund	$500,000
Westmoreland Symphony Orchestra 509(a)(1) - PC Greensburg, PA toward artistic and administrative equipment needs	$34,000
WQED Multimedia 509(a)(1) - PC Pittsburgh, PA toward three-year support to create a fund to incubate television production in Pittsburgh and to attract new talent and Pittsburgh ex-patriates	$450,000
WQED Multimedia 509(a)(1) - PC Pittsburgh, PA to serve the community through multimedia civic journalism platforms and highlight issues of importance to the region	$400,000
WQED Multimedia 509(a)(1) - PC Pittsburgh, PA to serve the community through multimedia civic journalism platforms and highlight issues of importance to the region	$150,000
WQED Multimedia 509(a)(1) - PC Pittsburgh, PA toward an implementation plan for the WQED Center for Innovation and Entrepreneurship in Public Media, Radio Futures and Strategic Plan Scorecard	$30,000
WQED Multimedia 509(a)(1) - PC Pittsburgh, PA toward support of operations	$600,000
Zoological Society of Pittsburgh 509(a)(1) - PC Pittsburgh, PA to develop a roadmap to enhance the visitor experience at the zoo	$10,000
Total Regional Economic Development (79 items)	$51,320,626
Grand Totals (244 items)	$99,152,041

FORM 990-PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

Conservation

The Chesapeake Bay Foundation, Inc. ***509(a)(1) - PC*** $375,000
Annapolis, MD
toward support of the Pennsylvania Watershed Restoration Program, which provides outreach and technical assistance to farmers and landowners in Pennsylvania

The Conservation Fun ***509(a)(1) – PC*** $300,000
Arlington, VA
toward three-year support of operations

The Conservation Fund ***509(a)(1) – PC*** $300,000
Arlington, VA
toward three-year support of operations

Friends of the Pittsburgh Urban Forest ***509(a)(1) - PC*** $145,000
Pittsburgh, PA
toward two-year support to implement the 2012 Urban Forest Master Plan and for general operations

Keystone Elk Country Alliance ***509(a)(1) - PC*** $100,000
Benezette, PA
toward two-year support of operations, to expand marketing efforts, and to diversify funding

Land Trust Alliance, Inc. ***509(a)(1) - PC*** $50,000
Washington, DC
toward two-year support for technical assistance and training programs to serve land trusts in western Pennsylvania

Mountain Watershed Association, Inc. ***509(a)(1) – PC*** $150,000
Melcroft, PA
toward two-year support to implement the Comprehensive Restoration Plan for Indian Creek and Jacob's Creek watersheds

National Fish and Wildlife Foundation ***509(a)(1) – PC*** $150,000
Washington, DC
toward two-year support to survey unassessed coldwater streams in Pennsylvania to determine if they are home to important and threatened trout species and toward protection and restoration

The Nature Conservancy, Inc. ***509(a)(1) – PC*** $250,000
Harrisburg, PA
toward two-year support to promote siting tools and standards for shale gas development in the Central Appalachians

Nine Mile Run Watershed Association, Inc. ***509(a)(1) – PC*** $137,500
Pittsburgh, PA
toward two-year support of the runoff mitigation project, watershed monitoring, and efforts to improve public programs and funding for green infrastructure

Pennsylvania Institute for Conservation Education ***509(a)(1) – PC*** $40,000
Lewisburg, PA
toward two-year support of conservation leadership academy programs

Riverlife ***509(a)(1) – PC*** $1,050,000
Pittsburgh, PA
toward completion of fountain renovations at Point State Park

FORM 990-PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

Western Pennsylvania Conservancy ***509(a)(1) – PC*** $100,000
Pittsburgh, PA
toward three-year support of the French Creek Collaborative for watershed restoration, land protection, and public education, as well as for strengthening the local land trust, The French Creek Valley Conservancy

Western Pennsylvania Conservancy ***509(a)(1) – PC*** $75,000
Pittsburgh, PA
toward three-year support of the French Creek Collaborative for watershed restoration, land protection, and public education, as well as for strengthening the local land trust, The French Creek Valley Conservancy

Total Conservation (14 items) $3,222,500

Education

A+ Schools: Pittsburgh's Community Alliance for Public Education ***509(a)(1) – PC*** $150,000
Pittsburgh, PA
toward two-year support of operations

Carlow University ***509(a)(1) – PC*** $2,000,000
Pittsburgh, PA
toward renovations to the University Learning Commons

EDSYS, Inc. ***509(a)(1) – PC*** $30,000
Pittsburgh, PA
toward two-year support of outdoor recreational opportunities for students at the City Charter High School

Grove City College ***509(a)(1) – PC*** $2,000,000
Grove City, PA
toward construction of the science, engineering, and mathematics building

Higher Achievement Program, Inc. ***509(a)(1) – PC*** $325,000
Pittsburgh, PA
toward two-year support for the Bridge to College program and Higher Achievement's programs in Homewood

Manchester Craftsmen's Guild ***509(a)(1) – PC*** $50,000
Pittsburgh, PA
toward production and distribution of a film celebrating Pittsburgh jazz

The Neighborhood Academy ***509(a)(1) – PC*** $150,000
Pittsburgh, PA
toward two-year support to expand individual and corporate giving programs

Oakland Catholic High School ***509(a)(1) – PC*** $500,000
Pittsburgh, PA
toward scholarships and renovations of buildings and classrooms

Planned Parenthood of Western Pennsylvania, Inc. ***509(a)(2) – PC*** $55,000
Pittsburgh, PA
toward three-year support of the pregnancy prevention programs

Planned Parenthood of Western Pennsylvania, Inc. ***509(a)(2) – PC*** $55,000
Pittsburgh, PA
toward three-year support of the pregnancy prevention programs

FORM 990-PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

Point Park University ***509(a)(1) – PC*** $525,250
Pittsburgh, PA
toward renovations of the YMCA building that will become Point Park University's Student and Convocation Center

Seton Hill University ***509(a)(1) – PC*** $2,500,000
Greensburg, PA
toward renovation of the Lynch Hall Science Building and construction of a new health, science, and technology center

Seton Hill University ***509(a)(1) – PC*** $2,000,000
Greensburg, PA
toward renovation of the Lynch Hall Science Building and construction of a new health, science, and technology center

University of Pittsburgh, Institute of Politics ***509(a)(1) – PC*** $70,000
Pittsburgh, PA
toward three-year support of the Institute's education and public policy agenda, including a special project around combined sewage overflows in Allegheny County

University of Pittsburgh, Institute of Politics ***509(a)(1) – PC*** $70,000
Pittsburgh, PA
toward three-year support of the Institute's education and public policy agenda, including a special project around combined sewage overflows in Allegheny County

Total Education (15 items) $10,480,250

Human Services

Bethlehem Haven of Pittsburgh ***509(a)(1) – PC*** $100,000
Pittsburgh, PA
toward two-year support of operations and to hire a consultant

Bible Center Church, Inc. ***509(a)(1) - PC*** $200,000
Pittsburgh, PA
toward two-year support of out-of-school time programs in Homewood and for capacity building

Big Brothers Big Sisters of Greater Pittsburgh ***509(a)(1) - PC*** $60,000
Pittsburgh, PA
to institute supportive services for early-stage matches in the Community-Based Program

Boy Scouts of America ***509(a)(1) - PC*** $250,000
Pittsburgh, PA
toward two-year support of operations and programs for youth development

City Mission-Living Stones, Inc. ***509(a)(1) - PC*** $100,000
Uniontown, PA
as a challenge grant toward support of capital needs including increasing permanent supportive housing, renovation needs for the Gallatin School site, and increased services to youth

East Liberty Family Health Care Center, Inc. ***509(a)(1) - PC*** $175,000
Pittsburgh, PA
toward two-year support of operations and capital needs

FORM 990-PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

East Liberty Family Health Care Center, Inc. ***509(a)(1) – PC*** $150,000
Pittsburgh, PA
toward two-year support of operations and capital needs

Jefferson Awards for Public Service ***509(a)(1) – PC*** $35,000
Wilmington, DE
toward three-year support to expand the Pittsburgh youth initiative

Laurel Area Interfaith Volunteer Caregivers, Inc. ***509(a)(1) – PC*** $25,000
Latrobe, PA
toward three-year support to implement the succession plan

Laurel Area Interfaith Volunteer Caregivers, Inc. ***509(a)(1) – PC*** $25,000
Latrobe, PA
toward three-year support to implement the succession plan

Ligonier Valley Young Men's Christian Association of Pa, Inc. ***509(a)(2) – PC*** $500,000
Ligonier, PA
toward construction of a health and wellness center

One Vision One Life, Inc. ***509(a)(1) – PC*** $10,000
Pittsburgh, PA
toward expenses to dissolve the organization

Pennsylvania Organization for Women in Early Recovery ***509(a)(1) – PC*** $100,000
Pittsburgh, PA
toward two-year support of operations

Pittsburgh Soccer in the Community ***509(a)(1) – PC*** $50,000
Pittsburgh, PA
toward lighting installation at the Shady Side Academy Senior School

The Poise Foundation ***509(a)(1) – PC*** $50,000
Pittsburgh, PA
toward support of operations and a matching donation program

Saint Margaret Memorial Hospital Foundation ***509(a)(1) – PC*** $500,000
Pittsburgh, PA
toward relocation of the Lawrenceville Family Health Center

Schenley Heights Community Development Program ***509(a)(1) – PC*** $75,000
Pittsburgh, PA
toward two-year support of the A-STEP and Weil Elementary afterschool programs

Sojourner House Moms ***509(a)(1) – PC*** $100,000
Pittsburgh, PA
toward two-year support of program expansion with the acquisition of 21 housing units

University of Pittsburgh, Office of Child Development ***509(a)(1) – PC*** $90,000
Pittsburgh, PA
toward two-year support of the HealthyINFANTS initiative

Urban Impact Foundation ***509(a)(1) – PC*** $100,000
Pittsburgh, PA
toward three-year support of the Impact Urban Youth and Schools initiative

Urban Impact Foundation ***509(a)(1) – PC*** $100,000
Pittsburgh, PA
toward three-year support of the Impact Urban Youth and Schools initiative

FORM 990-PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

Young Men's Christian Association of the Sewickley Valley ***509(a)2 – PC*** $100,000
Sewickley, PA
$500,000 toward renovations of the childcare center building and $100,000 as a challenge grant

Total Human Services (22 items) $2,895,000

Regional Economic Development

Conemaugh Township GOVT/PUBLIC BODY- PC $160,000
Johnstown, PA
as a match for a grant from the Pennsylvania Department of Conservation and Natural Resources for enhancements to the Stonycreek Whitewater Park

East Liberty Development Incorporated ***509(a)(1) – PC*** $175,000
Pittsburgh, PA
toward two-year support for Thrill Mill to open an early-stage business incubator in East Liberty that will house at least 15 entrepreneurs annually

Flax Scutching Festival ***509(a)(2) – PC*** $5,000
Stahlstown, PA
toward two-year support of festival programs

Fort Ligonier Days, Inc. ***509(a)(2) – PC*** $6,000
Ligonier, PA
toward three-year support of the performance of the Marine Field Band at Fort Ligonier Days

Frick Art & Historical Center ***509(a)(1) – PC*** $198,874
Pittsburgh, PA
toward three-year support of the renovation plan to expand Frick's educational capacities and enrich the visitor learning experience

Historical Society of Western Pennsylvania ***509(a)(1) – PC*** $350,000
Pittsburgh, PA
toward two-year support of major exhibitions and related educational programs

Kiva Microfunds ***509(a)(1) – PC*** $100,000
San Francisco, CA
to expand access to micro-credit for small business owners and entrepreneurs in Pittsburgh and its surrounding areas

New Hazlett Center for the Performing Arts ***509(a)(1) – PC*** $175,000
Pittsburgh, PA
toward two-year support of operations and a fund development challenge

New Hazlett Center for the Performing Arts ***509(a)(1) – PC*** $50,000
Pittsburgh, PA
toward two-year support of operations and a fund development challenge

Pittsburgh Filmmakers ***509(a)(1) – PC*** $200,000
Pittsburgh, PA
toward three-year support of education programs and the Flight School

FORM 990-PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

Pittsburgh Filmmakers ***509(a)(1) – PC*** $150,000
Pittsburgh, PA
toward three-year support of education programs and the Flight School

The Pittsburgh Foundation ***509(a)(1) – PC*** $3,000,000
Pittsburgh, PA
toward purchase of the building located at 980 Liberty Avenue in Pittsburgh

Riverlife ***509(a)(1) - PC*** $450,000
Pittsburgh, PA
toward two-year support of operations for work on Three Rivers Park

Sustainable Pittsburgh ***509(a)(3) Type 1 – SO I*** $150,000
Pittsburgh, PA
toward two-year support of programs targeted to municipalities and businesses to make measured reductions in resource consumption and emissions

University of Pittsburgh ***509(a)(1) - PC*** $1,000,000
Pittsburgh, PA
toward support of the Center for Energy at the University of Pittsburgh, with a particular focus on advance materials and energy delivery and reliability, to recruit talented faculty and researchers, to expand existing and stimulate new commercial activities, and to help make western Pennsylvania a national center for energy research and education

University of Pittsburgh, Graduate School of Public and International Affairs ***509(a)(1) - PC*** $37,500
Pittsburgh, PA
toward two-year support of CONNECT's ongoing work on shared policy issues of the City of Pittsburgh and 36 neighboring communities

Urban Innovation 21 ***509(a)(1) – PC*** $275,000
Pittsburgh, PA
toward two-year support to expand economic growth in Pittsburgh's underserved communities

Valley School of Ligonier ***509(a)(1) – PC*** $1,400,000
Ligonier, PA
to Valley School's Real Estate Fund, which secures critical regional properties that in turn help ensure the long-term sustainability of the school

Westmoreland Cultural Trust ***509(a)(1) - PC*** $500,000
Greensburg, PA
toward three-year support of audience development, ticketing service outreach and enhancement, operations, and a facility fund

Westmoreland Museum of Art ***509(a)(1) - PC*** $2,000,000
Greensburg, PA
toward capital and endowment support

Total Regional Economic Development (20 items) $10,382,374

Grand Totals (72 items) $26,980,124

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 21

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INCOME	900099	976,030.	14	30,595,965.	
GRANT REFUND					29,562.
TOTALS		976,030.		30,595,965.	29,562.

FORM 990PF, PART IV - CAPITAL GAINS AND LOSSES

PARTNERSHIP INVESTMENT - DESCRIPTION	GAIN OR (LOSS)
ACORN INVESTORS	11,126,604
AXIOM INTERNATIONAL EQUITY FUND	4,500,790
BERNSTEIN EMERGING MARKETS VALUE TRUST	(1,168,885)
BIRCHMERE VENTURES II, L.P.	(242,229)
BRANDYWINE GLOBAL OPPORTUNISTIC ABSOLUTE RETURN FUND	(151,024)
BRENTWOOD ASSOCIATES IX, L.P.	634,919
BRENTWOOD ASSOCIATES PRIVATE EQUITY III-A, L.P.	20,226
BRENTWOOD ASSOCIATES VIII, L.P.	(4,873)
C/R COBALT INVESTMENT PARNTERSHIP, L.P.	1,827,357
C/R GLOBAL ENERGY & POWER FUND (CAYMAN), L.P.	(30,897)
C/R TE PARTNERS III (CAYMAN), L.P.	(45,308)
CARLYLE ASIA GROWTH PARTNERS III, L.P.	367,979
CARLYLE ASIA GROWTH PARTNERS IV, L.P.	168,701
CARLYLE ASIA PARTNERS II, L.P.	665,660
CARLYLE ASIA PARTNERS, L.P.	1,599,791
CARLYLE ASIA VENTURE PARTNERS II, L.P.	(388,811)
CARLYLE CPL PARTNER I, L.P.	1,851,910
CARLYLE EUROPE PARTNERS II, L.P.	(143,358)
CARLYLE EUROPE PARTNERS III, L.P.	404,262
CARLYLE EUROPE REAL ESTATE PARTNERS II, L.P.	(68,597)
CARLYLE JAPAN INTERNATIONAL PARTNERS II, L.P.	87,704
CARLYLE MEZZANINE PARTNERS II (CAYMAN), L.P.	(26,675)
CARLYLE MEZZANINE PARTNERS II, L.P.	(153,953)
CARLYLE MEZZANINE PARTNERS, L.P.	(47,343)
CARLYLE PARTNERS III LOEWS, LP	136
CARLYLE PARTNERS III, L.P.	1,600
CARLYLE PARTNERS IV CAYMAN, L.P.	358,505
CARLYLE PARTNERS IV TELECOMMUNICATIONS, LP	848,286
CARLYLE PARTNERS IV, L.P.	1,511,883
CARLYLE PARTNERS V CAYMAN, L.P.	180,666
CARLYLE PARTNERS V GW, L.P.	132,302
CARLYLE PARTNERS V SA3 CAYMAN LP	27,337
CARLYLE PARTNERS V US, L.P.	32,853
CARLYLE PARTNERS V, L.P.	17,206
CARLYLE REALTY HALLEY COINVESTMENT IV, L.P.	63,917
CARLYLE REALTY MASTER COINVESTMENT IV, L.P.	2,456
CARLYLE REALTY PARTNERS III ALTERNATIVE, L.P.	(3,930)
CARLYLE REALTY PARTNERS IV, L.P.	47,503
CARLYLE REALTY PARTNERS V SCOPEL, L.P.	(229,171)
CARLYLE REALTY PARTNERS V, L.P.	1,308,106
CARLYLE REALTY PARTNERS VI, L.P.	89,561
CARLYLE STRATEGIC PARNTERS II (CAYMAN), L.P.	9,235
CARLYLE STRATEGIC PARTNERS II, L.P.	191,760
CARLYLE STRATEGIC PARTNERS, L.P.	65,187
CARLYLE VENTURE PARTNERS II, L.P.	(131,496)
CEP II U.S. INVESTMENTS, L.P.	259,964
CMC-HERTZ PARTNERS, L.P.	290,225
CMP II AIV, L.P.	(8)
CREREP III, L.P.	13,171
CRP III ALTERNATIVE AIV, L.P.	34,930
CRP IV AIV, L.P.	(5,758)

CRP V AIV, L.P.	(3,422)
DAG VENTURES III QP, L.P.	305,798
DAG VENTURES II-OP, L.P.	(176,033)
DAG VENTURES QP, L.P.	122,989
DUFF ACKERMAN & GOODRICH, L.P.	42,155
ENERGY SPECTRUM PARTNERS V, L.P.	(5,180)
ENERGY SPECTRUM PARTNERS VI, L.P.	89
ENERGY TRUST PARTNERS III, L.P.	422,503
ENERGY TRUST PARTNERS IV, L.P.	7,150
FLAG ASIA PARTNERS III, LP	9,657
FLAG INTERNATIONAL PARTNERS, L.P.	190,109
FLAG VENTURE PARTNERS VI, L.P.	250,736
FLAG VENTURE PARTNERS VIII SPV-C	13
FLAG VENTURE PARTNERS VIII, L.P.	292
HARBERT EUROPEAN REAL ESTATE FUND II PARALLEL, L.P.	124,215
HARBINGER INDEPENDENT POWER FUND II, LLC - COMMON EQUITY	(25,705)
LOTUS CHINA FUND, L.P.	(142,550)
MC VENTURE PARTNERS V, L.P.	129,893
MC VENTURE PARTNERS VI, L.P.	891,203
MERITECH CAPITAL PARTNERS II, L.P.	228,905
MERITECH CAPITAL PARTNERS III, L.P.	814,147
MERITECH CAPITAL PARTNERS IV, L.P.	425,486
MERITECH CAPITAL PARTNERS, L.P.	(647,285)
MONDRIAN EMERGING MARKETS DEBT FUND, L.P.	25,577
MONDRIAN EMERGING MARKETS EQUITY FUND, L.P.	853,719
MORGENTHALER PARTNERS VI, L.P.	(154,965)
MORGENTHALER PARTNERS VII, L.P.	(13,145)
MORGENTHALER PARTNERS VIII, L.P.	434,709
MORGENTHALER VENTURE PARTNERS IX, L.P.	888,176
MORGENTHALER VENTURE PARTNERS V, L.P.	268
NEWBRIDGE ASIA III, L.P.	5,097
NEWBRIDGE ASIA IV, L.P.	819,762
NEXT GENERATION PARTNERS V, L.P.	223,369
OAKTREE HIGH YIELD FUND, L.P.	791,657
OAKTREE JAPAN OPPORTUNITIES VALUE FUND, L.P.	708
OAKTREE OPPORTUNITIES FUND IX, LP	(52,702)
OAKTREE PRINCIPAL FUND V, L.P.	150,198
OAKTREE REAL ESTATE OPPORTUNITIES FUND IV, L.P.	288,360
OAKTREE REAL ESTATE OPPORTUNITIES FUND V, L.P.	79,815
OAKTREE REAL ESTATE OPPORUNITIES FUND VI, L.P.	(68,785)
OAKTREE SENIOR LOAN FUND, L.P.	458,310
OCM ASIA PRINCIPAL OPPORTUNITIES FUND, L.P.	203,666
OCM EUROPEAN PRINCIPAL OPPORTUNITIES FUND II, L.P.	441,175
OCM EUROPEAN PRINCIPAL OPPORTUNITIES FUND, L.P.	1,101,659
OCM OPPORTUNITIES FUND II, L.P.	546
OCM OPPORTUNITIES FUND III, L.P.	1,318
OCM OPPORTUNITIES FUND IV, L.P.	5
OCM OPPORTUNITIES FUND V, L.P.	67,476
OCM OPPORTUNITIES FUND VI AIF (CAYMAN), L.P.	1,152,028
OCM OPPORTUNITIES FUND VI AIF (DELAWARE), L.P.	4,837
OCM OPPORTUNITIES FUND VI, L.P.	445,706
OCM OPPORTUNITIES FUND VII, L.P.	431,210
OCM OPPORTUNITIES FUND VIIB AIF (DELAWARE), L.P.	96,053
OCM OPPORTUNITIES FUND VIIB, L.P.	240,299
OCM PRINCIPAL OPPORTUNITIES FUND II, L.P.	(60,086)
OCM PRINCIPAL OPPORTUNITIES FUND III, L.P.	2,750

OCM PRINCIPAL OPPORTUNITIES FUND IV AIF (DELAWARE), L.P.	(1,804)
OCM PRINCIPAL OPPORTUNITIES FUND IV, L.P.	344,375
OCM REAL ESTATE OPPORTUNITIES FUND A, L.P.	(163,281)
OCM REAL ESTATE OPPORTUNITIES FUND II, L.P.	1,487
OCM REAL ESTATE OPPORTUNITIES FUND III, L.P.	(485,583)
OCM/GFI POWER OPPORTUNITIES FUND II, L.P.	(7,149)
PENN CORE OPPORTUNITIES HIGH YIELD BOND FUND, L.P.	861,398
REDPOINT OMEGA, L.P.	11,412
REDPOINT VENTURES I, L.P.	77,676
REDPOINT VENTURES II, L.P.	62,840
REDPOINT VENTURES III, L.P.	487,887
REDPOINT VENTURES IV, L.P.	(80,001)
RREEF GO FUND II, LLC	(161,714)
TA IX, L.P.	(23,793)
TA SUBORDINATED DEBT FUND II, L.P.	16,557
TA SUBORDINATED DEBT FUND, L.P.	(7,016)
TA XI, L.P.	86,396
TPG ASIA V SF AIV, L.P.	(13,474)
TPG BLUEGRASS IV-AIV 1, L.P.	67,779
TPG BLUEGRASS V-AIV 1, L.P.	56,447
TPG PARTNERS III, L.P.	121,424
TPG PARTNERS IV, L.P.	196,582
TPG PARTNERS IV-AIV, L.P.	1,029
TPG PARTNERS V, L.P.	69,374
TPG PARTNERS VI, L.P.	28,832
TPG PARTNERS VI-AIV, L.P.	(75,418)
TPG VI DE AIV I, L.P.	39,014
TPG VI DELFIR AIV I-C, L.P.	469
TPG VI OG AIV II, L.P.	7,547
TPG VI SF AIV, L.P.	33
TPG VIKING AIV I, L.P.	35,475
VERSANT VENTURE CAPITAL I, L.P.	14,179
VERSANT VENTURE CAPITAL II, L.P.	(370,518)
VERSANT VENTURE CAPITAL III, L.P.	139,022
VERSANT VENTURE CAPITAL IV, L.P.	322,600
WARBURG PINCUS (BERMUDA) PRIVATE EQUITY IX, L.P.	343,313
WARBURG PINCUS EQUITY PARTNERS LIQUIDATING TRUST	(1,363)
WARBURG PINCUS PRIVATE EQUITY IX, L.P.	2,143,368
WARBURG PINCUS PRIVATE EQUITY X O&G, L.P.	4,932
WARBURG PINCUS PRIVATE EQUITY X, L.P.	564,467
WARBURG PINCUS PRIVATE EQUITY XI, L.P.	(554)
WARBURG, PINCUS PRIVATE EQUITY VIII, L.P.	1,155,463
WGI EMERGING MARKETS FUND, LLC	1,249,419
Totals - PARTNERSHIP INVESTMENTS	44,843,438

SCHEDULE G

12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	ANTERO RESOURCES CORP	58,016.59	133,224.00	75,207.41
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	BAKER HUGHES INC	969,226.65	933,694.00	35,532.65
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	CHEVRON CORPORATION	2,855,730.52	5,698,354.20	2,842,563.68
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	CONCHO RESOURCES INC	530,948.81	669,600.00	138,651.19
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	CONOCOPHILLIPS	714,802.34	1,909,663.50	1,194,847.16
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	CONSOL ENERGY INC	616,554.38	722,160.00	105,605.62
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	E Q T CORP	827,731.57	1,580,128.00	752,396.43
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	EXXON MOBIL CORP	5,149,262.31	6,567,880.00	1,418,617.69
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	FMC TECHNOLOGIES INC	1,544,465.48	2,735,804.00	1,191,338.52
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	HALLIBURTON CO	1,263,269.42	1,512,350.00	249,080.58
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	KINDER MORGAN INC	400,031.56	380,520.00	-19,511.56
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	MARATHON OIL CORP	1,989,400.83	2,310,738.00	321,337.17
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	MARATHON PETROLEUM CORP	324,345.32	562,222.20	237,876.88
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	MURPHY OIL CORP	1,267,706.48	1,751,760.00	484,053.52
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	NATIONAL OILWELL VARCO INC	5,454,200.74	6,770,358.90	1,316,158.16
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	OCCIDENTAL PETROLEUM CORP	1,802,228.19	1,843,038.00	40,809.81
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	PHILLIPS 66	107,942.11	221,363.10	113,420.99
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	PIONEER NATURAL RESOURCES CO	368,473.06	736,280.00	367,806.94
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	RANGE RESOURCES CORP	746,310.25	1,357,391.00	611,080.75
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	SCHLUMBERGER LTD	6,593,703.56	8,124,494.40	1,530,790.84
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	SOUTHWESTERN ENERGY CO	2,968,584.88	3,248,658.00	280,073.12
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	SPECTRA ENERGY CORP	234,532.86	263,944.20	29,411.34
12/31/2013	002 - Equities	010 - U.S. Large Cap - 001 - Energy	VALERO ENERGY CORP NEW	458,034.76	488,880.00	30,845.24
12/31/2013	002 - Equities	010 - U.S. Large Cap - 002 - Materials	CELANESE CORP SER A	680,646.65	835,181.00	154,534.35
12/31/2013	002 - Equities	010 - U.S. Large Cap - 002 - Materials	CF INDUSTRIES HOLDINGS INC	368,013.40	466,080.00	98,066.60
12/31/2013	002 - Equities	010 - U.S. Large Cap - 002 - Materials	DOW CHEMICAL CO	300,801.83	383,172.00	82,370.17
12/31/2013	002 - Equities	010 - U.S. Large Cap - 002 - Materials	DU PONT (E I) DE NEMOURS	767,862.70	937,517.10	169,654.40
12/31/2013	002 - Equities	010 - U.S. Large Cap - 002 - Materials	ECOLAB INC	2,349,276.93	3,612,955.50	1,263,678.57
12/31/2013	002 - Equities	010 - U.S. Large Cap - 002 - Materials	INTERNATIONAL PAPER CO	414,868.06	436,367.00	21,498.94
12/31/2013	002 - Equities	010 - U.S. Large Cap - 002 - Materials	LYONDELLBASELL INDU -CL A	962,205.74	1,212,229.00	250,021.26
12/31/2013	002 - Equities	010 - U.S. Large Cap - 002 - Materials	MARTIN MARIETTA MATLS INC	639,085.07	599,640.00	-39,445.07
12/31/2013	002 - Equities	010 - U.S. Large Cap - 002 - Materials	MONSANTO CO NEW	5,832,325.80	7,619,805.90	1,787,480.10
12/31/2013	002 - Equities	010 - U.S. Large Cap - 002 - Materials	NEWMONT MINING CORP	402,691.89	211,876.00	-190,815.89
12/31/2013	002 - Equities	010 - U.S. Large Cap - 002 - Materials	PACKAGING CORP AMER	754,693.04	1,309,888.00	555,195.96
12/31/2013	002 - Equities	010 - U.S. Large Cap - 002 - Materials	PRAXAIR INC	2,939,094.29	3,603,131.30	664,037.01
12/31/2013	002 - Equities	010 - U.S. Large Cap - 002 - Materials	SOUTHERN COPPER CORP	165,166.72	152,163.00	-13,003.72
12/31/2013	002 - Equities	010 - U.S. Large Cap - 002 - Materials	WESTLAKE CHEMICAL CORP	404,997.83	427,245.00	22,247.17
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	3M CO	408,905.88	639,137.50	231,231.62
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	AECOM TECHNOLOGY CORP	281,820.99	244,269.00	-37,551.99
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	AMETEK INC NEW	298,974.86	1,316,750.14	1,017,775.28
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	DEERE & CO	858,959.64	948,918.70	89,959.06
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	DELTA AIR LINES INC	341,443.72	516,436.00	174,992.28
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	EQUIFAX INC	757,531.11	1,022,532.00	265,000.89
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	FASTENAL CO	3,809,801.52	4,628,424.20	818,622.68
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	GENERAL DYNAMICS CORP	1,367,409.67	1,996,995.00	629,585.33
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	GENERAL ELECTRIC CO	1,257,147.42	1,835,434.40	578,286.98
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	HERTZ GLOBAL HOLDINGS INC	1,784,613.24	2,953,584.00	1,168,970.75
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	HONEYWELL INTL INC	484,468.55	707,203.80	222,735.25
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	HUNT J B TRANSPORT SERVICES INC	534,695.98	788,460.00	253,764.02
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	KANSAS CITY SOUTHERN	452,264.73	928,725.00	476,460.27
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	L-3 COMMUNICATIONS HLDGS INC	1,471,979.01	1,880,736.00	408,756.99
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	LOCKHEED MARTIN CORP	165,055.00	327,052.00	161,997.00
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	NORTHROP GRUMMAN CORP	1,540,675.72	2,781,584.70	1,240,908.98
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	OSHKOSH CORPORATION	637,531.50	740,586.00	103,054.50
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	PALL CORP	936,977.24	1,655,790.00	718,812.76
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	RAYTHEON CO	2,033,218.32	3,254,316.00	1,221,097.68
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	ROCKWELL AUTOMATION, INC	162,548.31	238,683.20	76,134.89
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	ROPER INDUSTRIES INC	183,973.53	1,372,932.00	1,188,958.47
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	SOUTHWEST AIRLS CO	482,223.84	633,024.00	150,800.16
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	TEXTRON INC	1,084,579.61	1,849,028.00	764,448.39
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	UNION PAC CORP	342,440.73	522,480.00	180,039.27
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	UNITED PARCEL SERVICE CL B	525,452.20	674,613.60	149,161.40
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	UNITED TECHNOLOGIES CORP	386,086.06	1,001,440.00	615,353.94
12/31/2013	002 - Equities	010 - U.S. Large Cap - 003 - Industrials	VERISK ANALYTICS INC-CLASS A	413,905.36	946,365.00	532,459.64
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	AMAZON COM INC	1,247,556.20	8,175,195.00	6,927,638.80
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	AUTOZONE INC	941,890.69	1,194,850.00	252,959.31
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	BEST BUY INC	1,407,266.58	1,531,392.00	124,125.42
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	CARMAX INC	664,251.58	1,718,230.00	1,051,878.42
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	CHARTER COMMUNICATIONS INC	678,855.49	1,203,486.00	524,630.51
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	CHICOS FAS INC	276,047.54	333,352.00	57,304.46
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	CHIPOTLE MEXICAN GRILL INC -CL A	2,462,652.02	5,327,600.00	2,864,947.98
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	COACH INC	614,840.33	628,656.00	13,815.67
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	COMCAST CORP SPL CL A	978,312.99	1,488,424.00	510,111.01
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	DELPHI AUTOMOTIVE PLC	715,872.50	751,825.00	35,952.50
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	DISCOVERY COMMUNICATIONS-C	41,647.42	306,089.00	264,441.58
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	DOLLAR GENERAL CORP	532,548.48	1,357,200.00	824,553.52
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	DOLLAR TREE INC	663,014.71	908,362.00	245,347.29
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	FORD MOTOR CO	1,345,987.80	1,305,378.00	40,609.80
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	GAP INC	131,283.64	257,928.00	126,644.36
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	HARLEY DAVIDSON INC	513,155.96	858,576.00	345,420.04
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	HOME DEPOT INC	859,554.24	1,390,722.60	531,168.36
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	JOHNSON CONTROLS INC	223,285.68	349,353.00	126,067.32
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	KOHLS CORP	2,366,436.57	2,792,100.00	425,663.43
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	LAS VEGAS SANDS CORP	353,664.91	3,563,020.00	3,209,355.09
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	L BRANDS INC	433,081.58	457,690.00	24,608.42
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	LOWES COMPANIES INC	3,530,850.00	4,435,220.50	904,370.50
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	MARRIOTT INTL INC NEW CL A	346,453.22	978,827.73	632,374.51
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	MATTEL INC	270,889.07	377,309.40	106,420.33
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	MC DONALD S CORPORATION	819,446.05	805,349.00	-14,097.05
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	NETFLIX COM INC	132,210.11	699,523.00	567,312.89
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	NIKE INC CLASS B	1,556,025.27	3,837,632.00	2,281,606.73
12/31/2013	002 - Equities	010 - U.S. Large Cap - 004 - Consumer Discretionary	OMNICOM GROUP INC	2,346,900.90	4,506,822.00	2,159,921.10

RICHARD KING MELLON FOUNDATION

25-1127705

12/31/2013	002 - Equities	010 - US Large Cap - 004 - Consumer Discretionary	O'REILLY AUTOMOTIVE INC	173,519.51	1,177,649.00	1,004,129.49
12/31/2013	002 - Equities	010 - US Large Cap - 004 - Consumer Discretionary	PRICELINE COM INC	2,939,852.81	6,276,956.00	3,337,103.19
12/31/2013	002 - Equities	010 - US Large Cap - 004 - Consumer Discretionary	STARBUCKS CORP	1,823,967.72	5,375,985.20	3,552,018.48
12/31/2013	002 - Equities	010 - US Large Cap - 004 - Consumer Discretionary	STARWOOD HOTELS & RESORTS WORLDWIDE	2,532,473.16	3,410,788.50	878,315.34
12/31/2013	002 - Equities	010 - US Large Cap - 004 - Consumer Discretionary	TESLA MOTORS INC	192,605.78	315,920.90	123,315.12
12/31/2013	002 - Equities	010 - US Large Cap - 004 - Consumer Discretionary	TIFFANY & CO NEW	1,773,336.34	2,130,124.20	356,787.86
12/31/2013	002 - Equities	010 - US Large Cap - 004 - Consumer Discretionary	TRIPADVISOR INC	116,164.05	231,924.00	115,759.95
12/31/2013	002 - Equities	010 - US Large Cap - 004 - Consumer Discretionary	V F CORP	412,923.28	690,727.20	277,803.92
12/31/2013	002 - Equities	010 - US Large Cap - 004 - Consumer Discretionary	VIACOM INC CLASS B	1,253,622.88	3,465,214.50	2,211,591.62
12/31/2013	002 - Equities	010 - US Large Cap - 004 - Consumer Discretionary	WALT DISNEY CO THE	3,312,134.83	3,778,048.00	465,913.17
12/31/2013	002 - Equities	010 - US Large Cap - 004 - Consumer Discretionary	WHIRLPOOL CORP	321,392.41	627,440.00	306,047.59
12/31/2013	002 - Equities	010 - US Large Cap - 004 - Consumer Discretionary	YUM BRANDS INC	4,049,459.06	4,364,209.20	314,750.14
12/31/2013	002 - Equities	010 - US Large Cap - 005 - Consumer Staples	ALTRIA GROUP INC	267,827.23	320,615.40	52,788.17
12/31/2013	002 - Equities	010 - US Large Cap - 005 - Consumer Staples	ARCHER DANIELS MIDLAND CO	392,390.74	412,300.00	19,909.26
12/31/2013	002 - Equities	010 - US Large Cap - 005 - Consumer Staples	COCA COLA CO	617,384.65	685,159.10	67,774.45
12/31/2013	002 - Equities	010 - US Large Cap - 005 - Consumer Staples	COLGATE PALMOLIVE CO	3,552,163.04	4,187,094.94	634,931.90
12/31/2013	002 - Equities	010 - US Large Cap - 005 - Consumer Staples	GENERAL MILLS INC	389,572.76	489,118.00	99,545.24
12/31/2013	002 - Equities	010 - US Large Cap - 005 - Consumer Staples	GREEN MOUNTAIN COFFEE ROASTE	341,674.55	513,672.00	171,997.45
12/31/2013	002 - Equities	010 - US Large Cap - 005 - Consumer Staples	HERSHEY CO	1,152,977.35	1,312,605.00	159,627.65
12/31/2013	002 - Equities	010 - US Large Cap - 005 - Consumer Staples	KIMBERLY CLARK CORP	355,273.82	455,140.40	109,831.58
12/31/2013	002 - Equities	010 - US Large Cap - 005 - Consumer Staples	KRAFT FOODS GROUP INC	205,520.97	275,254.45	69,733.48
12/31/2013	002 - Equities	010 - US Large Cap - 005 - Consumer Staples	KROGER CO	794,169.08	1,446,795.30	652,626.22
12/31/2013	002 - Equities	010 - US Large Cap - 005 - Consumer Staples	LORILLARD INC	1,856,637.45	2,029,027.20	172,389.75
12/31/2013	002 - Equities	010 - US Large Cap - 005 - Consumer Staples	MONDELEZ INTERNATIONAL	453,650.39	618,103.00	164,452.61
12/31/2013	002 - Equities	010 - US Large Cap - 005 - Consumer Staples	NU SKIN ENTERPRISES INC CL A	919,397.02	1,713,928.00	794,530.98
12/31/2013	002 - Equities	010 - US Large Cap - 005 - Consumer Staples	PHILIP MORRIS INTERNAT	925,313.01	953,014.30	27,701.29
12/31/2013	002 - Equities	010 - US Large Cap - 005 - Consumer Staples	PROCTER & GAMBLE CO	587,652.59	702,503.30	114,850.71
12/31/2013	002 - Equities	010 - US Large Cap - 005 - Consumer Staples	TYSON FOODS INC CLASS A	296,928.00	401,520.00	104,592.00
12/31/2013	002 - Equities	010 - US Large Cap - 005 - Consumer Staples	WAL MART STORES INC	261,634.33	331,284.90	69,650.57
12/31/2013	002 - Equities	010 - US Large Cap - 005 - Consumer Staples	WHOLE FOODS MKT INC	256,173.90	734,441.00	478,267.10
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	ABBOTT LABORATORIES	153,881.81	198,165.10	44,283.29
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	ABBVIE INC	167,559.11	273,027.70	105,468.59
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	AGILENT TECHNOLOGIES INC	650,607.75	1,023,856.00	373,248.25
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	ALEXION PHARMACEUTICALS INC	1,215,155.83	4,371,883.50	3,156,727.67
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	AMERISOURCEBERGEN CORP	810,721.74	1,510,099.00	699,377.26
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	AMGEN INC	1,131,062.65	1,551,488.00	420,425.35
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	BECTON DICKINSON & CO	1,673,233.61	2,345,150.25	671,916.64
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	BIOGEN IDEC INC	3,750,203.00	5,507,568.20	1,757,365.20
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	BIOMARIN PHARMACEUTICAL INC	1,053,082.88	1,779,855.00	726,772.12
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	BRISTOL MYERS SQUIBB CO	700,245.81	1,023,515.50	323,269.69
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	CARDINAL HEALTH INC	1,893,769.72	1,977,575.00	83,805.28
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	CAREFUSION CORPORATION	678,781.70	1,254,330.00	575,548.30
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	CATAMARAN CORP	20,951.66	61,700.00	40,748.34
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	CELGENE CORP	1,225,359.69	1,605,196.00	379,836.31
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	CERNER CORP	3,798,374.90	6,232,846.80	2,434,471.90
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	CIGNA CORP	1,493,187.94	1,985,796.00	492,608.06
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	COVANCE INC	708,134.12	1,312,094.00	603,959.88
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	HOSPIRA INC	713,124.19	734,784.00	21,659.81
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	HUMANA INC	980,711.73	1,352,182.00	371,470.27
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	ILLUMINA INC	308,869.23	718,835.00	409,965.77
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	INCYTE CORPORATION	231,018.22	556,900.00	325,881.78
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	INTUITIVE SURGICAL INC	1,743,471.36	2,496,520.00	753,048.64
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	JOHNSON & JOHNSON	706,977.15	964,442.70	257,465.55
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	MALLINCKRODT PLC	1,678,159.80	2,059,014.01	380,854.21
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	MCKESSON CORPORATION	1,011,048.95	1,614,000.00	602,951.05
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	MERCK & CO INC	894,852.19	1,111,110.00	216,257.81
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	METTLER TOLEDO INTL INC	180,728.20	266,849.00	86,120.80
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	PERRIGO CO PLC	3,890,359.80	3,913,491.60	23,131.80
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	PFIZER INC	1,007,418.38	1,343,125.50	335,707.12
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	REGENERON PHARMACEUTICALS INC	2,575,445.09	4,930,374.12	2,354,929.03
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	SANOFI	3,112,924.65	3,360,294.91	247,370.26
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	SCHEIN HENRY INC	574,180.57	1,154,026.00	579,845.43
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	SIRONA DENTAL SYSTEMS INC	170,569.02	175,500.00	4,930.98
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	VERTEX PHARMACEUTICALS INC	430,892.27	646,410.00	215,517.73
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	WELLPOINT INC	3,458,226.93	5,053,733.00	1,595,506.07
12/31/2013	002 - Equities	010 - US Large Cap - 006 - Healthcare	ZIMMER HOLDINGS INC	1,022,344.41	1,831,183.50	808,839.09
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	ACE LTD	512,178.49	763,016.10	250,837.61
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	ALLSTATE CORP	1,483,480.56	1,957,986.00	474,505.44
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	AMERICAN EXPRESS CO	3,087,247.04	4,849,518.60	1,762,271.56
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	AMERICAN INTERNATIONAL GROUP	2,501,849.29	2,649,493.00	147,643.71
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	AMERICAN TOWER CORP	208,262.05	213,119.40	4,857.35
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	AMERIPRISE FINANCIAL INC	124,701.04	425,685.00	300,983.96
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	ANNALY CAPITAL MANAGEMENT INC	3,423,223.78	2,350,297.50	-1,072,926.28
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	BANK OF AMERICA CORP	588,510.90	569,862.00	-18,648.90
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	CAPITAL ONE FINANCIAL CORP	1,864,105.50	2,022,544.00	158,438.50
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	C B R E GROUP INC	167,295.48	202,510.00	35,214.52
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	CHUBB CORP	1,874,693.74	2,627,369.70	752,675.96
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	CITIGROUP INC	638,347.94	713,907.00	75,559.06
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	COMERICA INC	700,349.18	774,902.00	74,552.82
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	DISCOVER FINANCIAL SERVICES	1,368,663.03	2,058,000.00	689,336.97
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	FIDELITY NATIONAL FINANCIAL INC	1,233,460.61	1,551,110.00	317,649.39
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	FIFTH THIRD BANCORP	2,001,205.94	2,619,917.40	618,711.46
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	INTERCONTINENTALEXCHANGE GRO	348,535.79	809,712.00	461,176.21
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	JP MORGAN CHASE & CO	1,805,632.48	2,811,133.80	1,005,501.32
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	KEYCORP NEW	1,348,834.90	1,833,546.00	484,711.10
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	LEUCADIA NATL CORP	2,696,343.64	3,767,803.00	1,071,459.36
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	LINCOLN NATL CORP IND	1,377,557.24	2,821,033.00	1,443,475.76
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	MARKEL CORP	3,766,273.23	4,399,151.25	632,878.02
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	MCGRAW HILL FINANCIAL INC	320,549.05	351,900.00	31,350.95
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	METLIFE INC	237,752.06	274,992.00	37,239.94
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	M & T BK CORP	114,462.34	152,510.20	38,047.86
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	PNC FINANCIAL SERVICES GROUP	838,797.87	1,093,879.00	255,081.13
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	PROGRESSIVE CORP OHIO	682,995.47	878,094.30	195,098.83
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	PRUDENTIAL FINANCIAL INC	804,932.02	1,152,760.00	347,827.98
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	SCHWAB CHARLES CORP NEW	2,787,603.80	3,159,540.00	371,936.20
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	SLM CORP	1,634,151.69	1,723,968.00	89,816.31
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	STATE STREET CORP	2,354,725.10	4,173,680.30	1,818,955.20
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	SUNTRUST BANKS INC	722,954.35	879,759.90	156,805.55
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	TD AMERITRADE HOLDING CORP	509,121.62	1,093,976.00	584,854.38
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	THE TRAVELERS COMPANIES INC	2,117,923.33	2,857,442.40	739,519.07
12/31/2013	002 - Equities	010 - US Large Cap - 007 - Financials	UNUM GROUP	483,005.65	617,409.00	134,403.35

SCHEDULE G

12/31/2013	002 - Equities	010 - U.S. Large Cap - 007 - Financials	US BANCORP	712 013 24	921 260 00	197 249 76
12/31/2013	002 - Equities	010 - U.S. Large Cap - 007 - Financials	WELLS FARGO & COMPANY	2 292 041 44	4 542 264 00	2 250 422 56
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	ANALOG DEVICES INC	864 542 14	1 174 782 00	310 239 86
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	ALTERA CORP	471 962 40	603 021 70	131 059 30
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	APPLE INC	1 781 113 00	4 578 905 50	2 797 792 50
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	ARM HLDGS PLC	3 029 857 43	3 995 343 31	965 875 88
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	AUTOMATIC DATA PROCESSING INC	3 357 167 23	4 616 655 11	1 259 487 82
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	AVAGO TECHNOLOGIES LTD	439 512 69	655 094 60	215 581 91
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	BAIDU INC	4 185 508 02	7 132 559 00	2 947 049 98
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	CA INC	391 203 59	451 125 00	59 921 41
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	EBAY INC	3 749 709 50	4 883 533 65	1 133 784 15
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	FACEBOOK INC A	3 050 470 59	9 618 224 01	6 567 753 42
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	FIDELITY NATL INFORMATION SVCS INC	1 704 321 31	3 225 165 00	1 521 843 69
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	FISERV INC	957 473 42	2 073 560 00	1 096 086 57
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	GOOGLE INC - CL A	9 552 720 89	14 570 981 50	5 018 260 61
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	INTEL CORP	519 649 19	571 019 00	51 629 15
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	INTERNATIONAL BUSINESS MACHINES CORP	433 012 31	909 714 50	476 702 19
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	LINKEDIN CORP A	4 967 272 92	4 953 209 70	-14 063 22
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	MARVELL TECH GROUP LTD	1 513 587 36	1 814 770 00	301 182 64
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	MICROCHIP TECHNOLOGY INC	155 257 08	465 400 00	310 142 92
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	MICROSOFT CORPORATION	754 972 32	877 638 60	122 666 28
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	MOTOROLA SOLUTIONS INC	1 773 779 38	1 850 500 00	355 720 62
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	QUALCOMM INC	3 194 033 99	4 391 620 00	1 397 583 01
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	RED HAT INC	675 723 83	1 470 850 00	795 032 17
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	SALESFORCE COM INC	3 019 443 02	9 560 452 50	6 550 968 48
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	SANDISK CORP	1,362 819 60	1 678 852 00	316 032 40
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	SERVICENOW INC	327,581 60	634 524 00	306 652 10
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	SPLUNK INC	1 745 279 11	2 657 529 00	912 249 89
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	SYMANTEC CORP	1 080 542 22	1 735 488 00	654 945 78
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	TRIMBLE NAV LTD	193 979 28	614 190 00	420 210 72
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	TWITTER INC	59 300 00	146 095 00	86 795 00
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	VERISIGN INC	963 669 81	1 261 359 00	297 689 19
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	VISA INC CLASS A SHRS	4 637 635 05	13 084 676 80	8 447 041 75
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	WESTERN DIGITAL CORP	1 318 040 94	1,838 140 00	520 099 06
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	WESTERN UNION CO	1 919 709 29	1 788 825 00	-130 884 29
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	WORKDAY INC CLASS A	150,027 76	390 852 00	240 824 24
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	XEROX CORP	2,576 823 47	3 537,519 00	960 695 53
12/31/2013	002 - Equities	010 - U.S. Large Cap - 008 - Information Technology	XILINX INC	456 346 40	918 400 00	462 053 60
12/31/2013	002 - Equities	010 - U.S. Large Cap - 009 - Telecommunications Services	AT&T INC	1 062 297 40	1 514 341 20	452 043 80
12/31/2013	002 - Equities	010 - U.S. Large Cap - 009 - Telecommunications Services	FRONTIER COMMUNICATIONS CORP	329 725 54	337 560 00	7 834 46
12/31/2013	002 - Equities	010 - U.S. Large Cap - 009 - Telecommunications Services	VERIZON COMMUNICATIONS INC	2 057,857 91	2 425 550 40	367 692 49
12/31/2013	002 - Equities	010 - U.S. Large Cap - 010 - Utilities	A E S CORP	1 459 169 55	1 691 606 00	232,636 45
12/31/2013	002 - Equities	010 - U.S. Large Cap - 010 - Utilities	AMERICAN ELECTRIC POWER INC	1 487,391 51	1 734 054 00	246 662 49
12/31/2013	002 - Equities	010 - U.S. Large Cap - 010 - Utilities	CALPINE CORP	445 764 40	727 723 00	281 958 60
12/31/2013	002 - Equities	010 - U.S. Large Cap - 010 - Utilities	DOMINION RES INC VA NEW	435 332 77	560 916 20	115 583 43
12/31/2013	002 - Equities	010 - U.S. Large Cap - 010 - Utilities	DUKE ENERGY CORP	216 442 59	234 150 93	17 708 34
12/31/2013	002 - Equities	010 - U.S. Large Cap - 010 - Utilities	EDISON INTERNATIONAL	1 835 657 14	2 033 033 00	197,375 86
12/31/2013	002 - Equities	010 - U.S. Large Cap - 010 - Utilities	ENTERGY CORP	1 887 635 23	1 569,095 00	-318 533 23
12/31/2013	002 - Equities	010 - U.S. Large Cap - 010 - Utilities	NEXTERA ENERGY INC	423,684 32	576 222 00	152 528 68
12/31/2013	002 - Equities	010 - U.S. Large Cap - 010 - Utilities	NORTHEAST UTILITIES	199,763 67	224 657 00	24 903 33
12/31/2013	002 - Equities	010 - U.S. Large Cap - 010 - Utilities	PPL CORP	369 354 73	355 071 00	-10 663 73
12/31/2013	002 - Equities	010 - U.S. Large Cap - 010 - Utilities	PUBLIC SVC ENTERPRISE GROUP INC	752,372 93	762 231 60	9 858 67
12/31/2013	002 - Equities	010 - U.S. Large Cap - 010 - Utilities	SEMPRA ENERGY	202,127 74	289 924 80	87 797 06
12/31/2013	002 - Equities	010 - U.S. Large Cap - 020 - U.S. Large Cap Funds	SPDR S&P 500 ETF TRUST	159 081 282 70	237 957 270 00	77 875 987 30
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 001 - Energy	BARRETT BILL CORP	216,392 20	214 240 00	-2,152 20
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 001 - Energy	BRISTOW GROUP INC	376 095 11	917 608 50	541 513 39
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 001 - Energy	DIAMOND OFFSHORE DRILLING INC	1 280,602 38	1,064 404 00	-216 198 38
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 001 - Energy	GULFMARK OFFSHORE INC - CL A	686 075 39	894 291 75	208,216 36
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 001 - Energy	KEY ENERGY SVCS INC	532 772 84	487 430 00	-45 342 84
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 001 - Energy	LAREDO PETROLEUM HOLDINGS INC	61 295 00	263 055 00	201 760 00
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 001 - Energy	SM ENERGY COMPANY	2 228 751 00	2 842 362 00	613 611 00
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 002 - Materials	BALL CORP	525 727 05	835 418 00	309 690 95
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 002 - Materials	CALGON CARBON CORP	372 990 86	563 618 00	190 627 14
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 002 - Materials	CLIFFS NATS RES INC	479 372 30	509 611 00	30 238 70
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 002 - Materials	MEADWESTVACO CORP	286 474 21	374 100 90	87 626 69
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 002 - Materials	MINERALS TECHNOLOGIES INC	302 250 94	633 735 50	331 487 56
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 002 - Materials	ROCK TENN CO CLASS A	523 750 13	600 058 00	76 307 87
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 002 - Materials	ROCKWOOD HOLDINGS INC	829 540 91	1 157 912 00	328 371 09
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	ACUITY BRANDS INC	424 834 82	754 308 00	329 473 18
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	ADVISORY BRD CO	678 325 10	812,429 20	134 104 10
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	ALASKA AIR GROUP INC	290 696 60	528 264 00	237 567 40
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	ALLIANT TECHSYSTEMS INC	1 425 438 42	1,727 856 00	302 417 58
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	BABCOCK & WILCOX COMPANY	880 741 92	1 405 209 60	524 467 68
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	BARNES GROUP INC	280 090 30	600 509 25	320 418 95
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	BEACON ROOFING SUPPLY INC	523 379 39	1 087 560 00	564 180 61
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	BRINKS CO	95 507 13	143 388 00	45 020 87
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	CLARCOR INC	340 011 95	522 543 75	182 531 80
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	COLFAX CORP	472 549 37	840 768 00	368 058 03
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	COSTAR GROUP INC	303 502 65	1 424 175 10	1 120,672 45
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	DIGITAL GLOBE INC	822 455 38	995,330 00	172 874 62
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	ENPRO INDS INC	302 293 41	518 850 00	216 556 59
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	EXELIS INC	1 372 373 13	1,565 844 00	203 470 81
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	FORWARD AIR CORP	267 631 99	443 491 00	175 859 01
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	FRANKLIN ELECTRIC INC	151 376 30	480 596 00	329 219 70
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	G A T X CORP	412 825 25	661 254 75	248 429 50
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	G & K SERVICES INC CLASS A	191,441 09	256 266 75	184 825 66
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	HARSCO CORP	531,705 18	552 191 00	20 485 81
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	HUNTINGTON INGALLS INGALLS INDUSTRIE	1 338 025 22	1 755 195 00	417 169 78
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	IDEX CORP	823 316 60	1 675 395 00	847 078 40
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	IHS INC CLASS A	870 833 85	1,915,200 00	1 044 366 25
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	I T T CORP	120 134 70	182,364 00	62 229 30
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	KNIGHT TRANSN INC	466 303 78	530 026 00	43 717 22
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	MANPOWERGROUP INC	457 798 61	1 287 900 00	830 101 39
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	MOBILE MINI INC	290 118 74	1 137 391 60	847 272 86
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	NORDSON CORP	355 829 15	328,260 00	-27 569 15
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	PROTO LABS INC	497 531 16	781,759 50	284 228 34
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	QUANTA SVCS INC	811 334 34	1 312 560 00	513 525 66
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	REXNORD CORP	304 225 70	399 749 00	95 352 70
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	ROADRUNNER TRANSPORTATION SY	820 742 14	627 935 00	-7 195 96
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	ROLLINS INC	612,199 12	1 243 664 40	731,465 28
12/31/2013	002 - Equities	011 - U.S. Mid Cap - 003 - Industrials	TORO CO	257 635 48	658 260 00	300 324 52

SCHEDULE G

12/31/2013	002 - Equities	011 - US Mid Cap - 003 - Industrials	UNITED STATIONERS INC	215,292.26	362,531.00	147,238.74
12/31/2013	002 - Equities	011 - US Mid Cap - 003 - Industrials	URS CORP NEW	588,449.51	741,860.00	153,410.49
12/31/2013	002 - Equities	011 - US Mid Cap - 003 - Industrials	WABCO HOLDINGS INC	176,305.21	700,075.01	523,769.80
12/31/2013	002 - Equities	011 - US Mid Cap - 003 - Industrials	WASTE CONNECTIONS INC	365,083.77	471,204.00	106,120.23
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	ARAMARK HOLDINGS CORP	244,196.53	317,282.00	73,085.47
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	ASCENA RETAIL GROUP INC	2,194,865.55	2,729,640.00	534,774.45
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	CHEESECAKE FACTORY INC THE	518,209.34	1,011,015.15	492,805.81
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	CHOICE HOTELS INTL INC	429,863.54	653,163.00	223,299.46
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	DSW INC CLASS A	733,250.07	837,528.00	104,277.93
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	FIVE BELOW	328,222.58	392,453.82	64,231.24
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	GAMESTOP CORP CL A	1,172,334.10	1,704,396.00	532,061.90
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	GENTEX CORP	635,966.06	1,051,303.46	415,337.40
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	G-III APPAREL GROUP LTD	352,719.19	887,472.00	534,752.81
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	GOODYEAR TIRE & RUBBER CO	961,727.32	1,159,110.00	197,382.68
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	GRAND CANYON EDUCATION INC	742,893.10	1,670,577.60	927,684.50
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	GROUPON INC	395,118.48	668,252.00	273,133.52
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	HARMAN INTERNATIONAL INDS INC NEW	492,694.82	720,030.00	227,335.18
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	INTERPUBLIC GROUP COS INC	1,528,413.76	3,447,960.00	1,919,546.24
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	JACK IN THE BOX INC	318,240.38	721,538.50	403,298.12
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	LEAR CORP	1,254,782.23	1,667,992.00	413,209.77
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	MATTHEWS INTL CORP CL A	264,128.30	355,793.50	91,665.20
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	MONRO MUFFLER BRAKE INC	351,229.55	508,649.00	157,419.45
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	NEWS CORP - CLASS B	1,713,594.84	1,931,611.00	218,016.16
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	PANERA BREAD CO CL A	104,243.13	353,383.00	249,139.87
12/31/2013	002 - Equities	011 - US Mid Cap - 004 - Consumer Discretionary	ULTA SALON COSMETICS & FRAGR	2,452,352.27	2,702,560.00	250,207.73
12/31/2013	002 - Equities	011 - US Mid Cap - 005 - Consumer Staples	CASEYS GENERAL STORES INC	447,125.07	759,093.75	311,968.68
12/31/2013	002 - Equities	011 - US Mid Cap - 005 - Consumer Staples	DEANS FOODS CO	457,931.89	428,890.50	29,041.39
12/31/2013	002 - Equities	011 - US Mid Cap - 005 - Consumer Staples	FRESH MARKET INC THE	476,165.30	602,732.50	13,415.89
12/31/2013	002 - Equities	011 - US Mid Cap - 005 - Consumer Staples	RITE AID CORP	511,455.18	455,400.00	-56,055.18
12/31/2013	002 - Equities	011 - US Mid Cap - 005 - Consumer Staples	SPROUTS FARMERS MARKETS INC	21,600.00	46,116.00	24,516.00
12/31/2013	002 - Equities	011 - US Mid Cap - 005 - Consumer Staples	TREEHOUSE FOODS INC	990,388.73	1,340,494.00	350,105.27
12/31/2013	002 - Equities	011 - US Mid Cap - 005 - Consumer Staples	UNITED NAT FOODS INC	565,189.34	1,380,013.95	814,824.61
12/31/2013	002 - Equities	011 - US Mid Cap - 005 - Consumer Staples	WHITEWAVE FOODS CO-A	644,632.00	865,761.17	221,129.17
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	ALNYLAM PHARMACEUTICALS INC	236,957.53	315,070.00	78,112.47
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	ANALOGIC CORP	575,705.87	637,780.00	62,074.13
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	ATHENAHEALTH INC	1,425,643.74	2,951,252.50	1,525,608.76
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	BRUKER CORPORATION	539,840.69	735,444.00	195,603.31
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	CEPHEID INC	857,262.45	1,765,085.37	907,822.92
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	CHEMED CORP NEW	842,442.67	1,333,976.00	491,533.33
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	CLOVIS ONCOLOGY INC	30,713.50	260,245.86	229,532.36
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	COOPER COS INC	324,858.59	866,850.00	541,991.41
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	CUBIST PHARMACEUTICALS INC	624,358.36	771,314.00	146,955.64
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	CENTERPLY INTERNATIONAL INC	1,067,302.18	1,488,944.00	421,641.82
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	ENVISION HEALTHCARE HOLDINGS	279,377.34	385,096.00	105,718.66
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	GREATBATCH INC	561,333.00	947,842.00	386,509.00
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	HAEMONETICS CORP MASS	484,768.05	640,376.00	155,607.95
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	IDEXX LABS INC	2,005,918.27	2,780,702.90	774,784.63
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	IPC THE HOSPITALIST CO	454,432.31	832,944.75	378,512.44
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	LABORATORY CORP AMER HLDGS	2,919,149.86	3,090,590.25	171,440.39
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	MEDNAX INC	1,023,041.18	1,835,738.20	812,697.02
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	NEOGEN CORP	402,672.76	1,146,704.40	744,031.64
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	OMNICARE INC	2,673,398.67	4,065,828.00	1,392,429.33
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	PHARMACYCLICS INC	293,242.48	388,386.00	95,143.52
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	PUMA BIOTECHNOLOGY INC	226,845.24	258,825.00	31,979.76
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	QUESTCOR PHARMACEUTICALS	526,215.69	511,830.00	14,385.69
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	QUEST DIAGNOSTICS INC	262,904.77	230,222.00	32,682.77
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	TECHNE CORP	591,195.27	895,578.20	304,382.93
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	TELEFLEX INC	520,582.03	601,318.00	80,735.97
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	UNITED THERAPEUTICS CORP DEL	1,221,316.85	1,877,125.00	655,808.15
12/31/2013	002 - Equities	011 - US Mid Cap - 006 - Healthcare	UNIVERSAL HEALTH SERVICES CL B	514,181.22	877,609.00	363,427.78
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	AMERICAN EQUITY INVT LIFE HLDG CO	201,655.18	606,080.50	404,425.32
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	AMERICAN FINL GROUP INC OHIO	911,805.68	1,299,700.00	387,894.32
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	ASSURANT INC	1,290,209.93	1,672,524.00	382,314.07
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	BANK OF THE OZARKS INC	205,452.78	683,324.25	477,871.47
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	CBOE HOLDINGS INC	1,299,457.89	1,590,065.00	290,593.11
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	E*TRADE FINANCIAL CORP	2,311,455.77	3,618,176.00	1,306,720.23
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	EVEREST RE GROUP LTD	1,207,780.09	1,652,222.00	444,441.91
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	FINANCIAL ENGINES INC	332,015.06	1,247,304.96	915,289.90
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	FIRST FINL BANKSHARES INC	172,101.41	355,671.80	183,570.39
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	FIRST MIDWEST BANCORP INC DEL	323,985.20	353,444.75	29,459.55
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	FIRST NIAGARA FINL GROUP INC	153,173.85	185,912.00	-6,261.85
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	F N B CORP PA	342,327.03	425,284.00	82,956.97
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	H C C INSURANCE HOLDINGS INC	633,252.04	918,186.00	284,933.96
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	HUNTINGTON BANCSHARES INC	1,381,290.49	1,781,300.00	400,009.51
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	JONES LANG LASALLE INC	759,054.51	860,793.00	101,738.49
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	MSCI INC A	301,179.42	773,844.00	472,664.58
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	PACWEST BANCORP	329,360.17	539,660.50	210,300.33
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	PORTFOLIO RECOVERY ASSOCS INC	579,754.32	1,459,602.18	879,847.86
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	REINSURANCE GROUP OF AMERICA	649,834.79	695,849.00	46,014.21
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	SELECTIVE INS GROUP INC	376,432.37	650,116.50	273,684.13
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	SIGNATURE BANK	107,421.69	435,051.00	327,629.31
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	UMB FINANCIAL CORP	319,949.42	547,987.00	228,037.58
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	UMPQUA HLDGS CORP	391,535.48	557,979.50	166,444.02
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	UNITED BANKSHARES INC W VA	241,495.04	285,408.75	43,913.71
12/31/2013	002 - Equities	011 - US Mid Cap - 007 - Financials	WADDELL & REED FINANCIAL INC CLASS A	1,276,404.85	1,419,616.00	143,211.15
12/31/2013	002 - Equities	011 - US Mid Cap - 008 - Information Technology	AMDOCS LTD	1,372,842.31	1,633,104.00	260,261.69
12/31/2013	002 - Equities	011 - US Mid Cap - 008 - Information Technology	ANIXTER INTL INC	166,942.49	325,670.00	158,727.51
12/31/2013	002 - Equities	011 - US Mid Cap - 008 - Information Technology	ARROW ELECTRS INC	740,349.50	759,503.00	19,153.50
12/31/2013	002 - Equities	011 - US Mid Cap - 008 - Information Technology	ATMEL CORP	834,519.91	625,617.00	-208,902.91
12/31/2013	002 - Equities	011 - US Mid Cap - 008 - Information Technology	AVNET INC	938,464.18	1,261,546.00	323,081.82
12/31/2013	002 - Equities	011 - US Mid Cap - 008 - Information Technology	CABOT MICROELECTRONICS CORP	676,448.93	850,842.60	174,393.67
12/31/2013	002 - Equities	011 - US Mid Cap - 008 - Information Technology	CARDTRONICS INC	557,927.79	1,071,042.50	513,114.71
12/31/2013	002 - Equities	011 - US Mid Cap - 008 - Information Technology	CONCUR TECHNOLOGIES INC	426,409.63	897,666.00	471,256.37
12/31/2013	002 - Equities	011 - US Mid Cap - 008 - Information Technology	CORELOGIC INC	626,903.45	792,319.00	165,415.55
12/31/2013	002 - Equities	011 - US Mid Cap - 008 - Information Technology	CREE INC	101,747.05	306,348.00	204,600.95
12/31/2013	002 - Equities	011 - US Mid Cap - 008 - Information Technology	DEALERTRACK TECHNOLOGIES INC	479,936.17	1,213,058.40	733,122.23
12/31/2013	002 - Equities	011 - US Mid Cap - 008 - Information Technology	DIODES INC	313,698.46	372,837.00	59,138.54
12/31/2013	002 - Equities	011 - US Mid Cap - 008 - Information Technology	D S T SYS INC DEL	600,269.16	1,487,208.60	886,939.44
12/31/2013	002 - Equities	011 - US Mid Cap - 008 - Information Technology	FACTSET RESEARCH SYSTEMS INC	599,226.61	1,074,942.00	475,715.39
12/31/2013	002 - Equities	011 - US Mid Cap - 008 - Information Technology	FEI CO	172,203.16	196,552.00	24,348.84
12/31/2013	002 - Equities	011 - US Mid Cap - 008 - Information Technology	FIREEYE INC	18,000.00	39,249.00	21,249.00

12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	GARTNER INC	558 872 07	1 403 793 00	874 911 93
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	GLOBAL PMTS INC	2 719 063 81	4 279 342 03	1 557 278 33
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	INGRAM MICRO INC CL A	1 379 875 66	1 541 322 00	161 446 34
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	IPG PHOTONICS CORP	431 610 63	558 792 00	127 181 37
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	JDS UNIPHASE CORP	622 442 66	984 253 00	361 810 34
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	MAXIMUS INC	591 511 49	1 455 660 00	931 148 31
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	MICROS SYS INC	2 103 565 04	2 651 408 25	741 439 21
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	MICROSTRATEGY INC CL A	1 559 645 95	2 339 439 03	879 793 75
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	NATIONAL INSTRS CORP	961 327 33	1 372 857 50	411 530 17
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	NUANCE COMMUNICATIONS INC	571 118 13	1 318 320 00	745 201 [illegible]
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	PEGASYSTEMS INC	510 944 10	818 355 23	307 411 13
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	PLEXUS CORP	527 532 70	724 025 25	196 692 55
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	POWER INTEGRATIONS INC	458 340 21	809 379 00	351 040 79
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	PROGRESS SOFTWARE CORP	453 132 09	573 426 00	120 293 35
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	RACKSPACE HOSTING INC	340 846 09	293 475 00	-47 371 09
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	SEMTECH CORP	480 534 28	818,060 80	337 526 52
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	SPS COMMERCE INC	828 272 40	1 105 920 00	277 649 40
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	SYNOPSYS INC	522 193 55	543 635 00	21 444 45
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	ULTIMATE SOFTWARE GROUP INC	453 727 15	1 765 860 50	1 312 133 35
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	VANTIV INC CL A	609 882 60	925 124 00	316 241 40
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	VEEVA SYSTEMS INC-CLASS A	20 000 00	32 100 00	12 100 00
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	VERINT SYS INC	376 208 38	661 276 00	285 067 62
12/31/2013	002 - Equities	011 - U S Mid Cap - 008 - Information Technology	ZEBRA TECHNOLOGIES CORP CL A	408 502 59	542 175 00	133 653 01
12/31/2013	002 - Equities	011 - U S Mid Cap - 010 - Utilities	AMER CAN WATER WORKS CO INC	301 374 32	370 197 50	68 823 28
12/31/2013	002 - Equities	011 - U S Mid Cap - 010 - Utilities	AVISTA CORP	209 447 17	314 215 50	104 877 33
12/31/2013	002 - Equities	011 - U S Mid Cap - 010 - Utilities	BLACK HILLS CORP	224 598 43	424 018 25	193 121 82
12/31/2013	002 - Equities	011 - U S Mid Cap - 010 - Utilities	CLECO CORP NEW	398 572 55	721 444 50	322 871 95
12/31/2013	002 - Equities	011 - U S Mid Cap - 010 - Utilities	EL PASO ELEC CO	450 165 65	446,774 75	-3 391 90
12/31/2013	002 - Equities	011 - U S Mid Cap - 010 - Utilities	ITC HOLDINGS CORP	125 363 75	155 225 40	29 856 35
12/31/2013	002 - Equities	011 - U S Mid Cap - 010 - Utilities	NORTHWESTERN CORP	415 788 04	625 974 00	210 185 56
12/31/2013	002 - Equities	011 - U S Mid Cap - 010 - Utilities	WISCONSIN ENERGY CORP	189 280 47	227 370 00	38 089 53
12/31/2013	002 - Equities	013 - U S Small Cap - 001 - Energy	FOREST OIL CORP	1 082 351 90	344 213 50	-738 138 40
12/31/2013	002 - Equities	013 - U S Small Cap - 002 - Materials	KOPPERS HOLDINGS INC	398 939 28	585 600 00	186 660 72
12/31/2013	002 - Equities	013 - U S Small Cap - 003 - Industrials	ALTRA INDUSTRIAL MOTION CORP	185 592 11	207 031 00	21 438 83
12/31/2013	002 - Equities	013 - U S Small Cap - 003 - Industrials	BLOUNT INTL INC	467 284 45	484 383 25	17 098 80
12/31/2013	002 - Equities	013 - U S Small Cap - 003 - Industrials	ECHO GLOBAL LOGISTICS INC	281 581 51	488 712 96	207 131 45
12/31/2013	002 - Equities	013 - U S Small Cap - 003 - Industrials	ESCO TECHNOLOGIES INC	603 471 59	576 424 00	-27 047 49
12/31/2013	002 - Equities	013 - U S Small Cap - 003 - Industrials	INNERWORKINGS INC	265 068 83	313 158 00	48 089 40
12/31/2013	002 - Equities	013 - U S Small Cap - 003 - Industrials	KNOLL INC	347 472 92	387 531 15	40 058 23
12/31/2013	002 - Equities	013 - U S Small Cap - 003 - Industrials	RUSH ENTERPRISES INC CL A	334 492 10	519 618 25	185 124 15
12/31/2013	002 - Equities	013 - U S Small Cap - 004 - Consumer Discretionary	CATO CORP NEW	413 123 79	570 015 00	156 891 21
12/31/2013	002 - Equities	013 - U S Small Cap - 004 - Consumer Discretionary	K12 INC	565 855 17	529 747 50	27 107 07
12/31/2013	002 - Equities	013 - U S Small Cap - 004 - Consumer Discretionary	STAGE STORES INC	580 171 05	579 942 00	229 05
12/31/2013	002 - Equities	013 - U S Small Cap - 004 - Consumer Discretionary	TILE SHOP HLDGS INC	485,157 82	533 405 33	48 210 51
12/31/2013	002 - Equities	013 - U S Small Cap - 004 - Consumer Discretionary	UNIVERSAL TECHNICAL INST INC	830 532 15	544 659 56	285 872 59
12/31/2013	002 - Equities	013 - U S Small Cap - 004 - Consumer Discretionary	ZULILY INC CL A	25 209 00	56 268 00	31 059 00
12/31/2013	002 - Equities	013 - U S Small Cap - 006 - Healthcare	ABAXIS INC	303 473 20	534 310 24	230 837 04
12/31/2013	002 - Equities	013 - U S Small Cap - 006 - Healthcare	BIO-REFERENCE LABS INC	529 260 64	638 321 22	109 060 58
12/31/2013	002 - Equities	013 - U S Small Cap - 006 - Healthcare	INTERMUNE INC	223 683 24	147 300 00	-76 383 24
12/31/2013	002 - Equities	013 - U S Small Cap - 006 - Healthcare	KYTHERA BIOPHARMACEUTICALS I	93 573 49	472 925 70	379 352 21
12/31/2013	002 - Equities	013 - U S Small Cap - 006 - Healthcare	SCIQUEST INC	380,882 75	738 628 80	357 745 65
12/31/2013	002 - Equities	013 - U S Small Cap - 006 - Healthcare	SOLTA MEDICAL INC	1,000 222 22	677 405 55	-322 816 67
12/31/2013	002 - Equities	013 - U S Small Cap - 008 - Information Technology	CASS INFORMATION SYS INC	316 533 55	800 454 75	483 921 20
12/31/2013	002 - Equities	013 - U S Small Cap - 008 - Information Technology	CHANNELADVISOR CORP	584 614 10	705 524 65	120 910 55
12/31/2013	002 - Equities	013 - U S Small Cap - 008 - Information Technology	DICE HOLDINGS INC	1 555 959 68	1 431 965 75	154 020 33
12/31/2013	002 - Equities	013 - U S Small Cap - 008 - Information Technology	DIGI INTL INC	370 394 65	497 263 60	123 858 95
12/31/2013	002 - Equities	013 - U S Small Cap - 008 - Information Technology	EARTHLINK INC	1 861 628 96	1,159 153 50	-702 465 37
12/31/2013	002 - Equities	013 - U S Small Cap - 008 - Information Technology	EBIX INC	410 667 68	329 768 78	80 598 58
12/31/2013	002 - Equities	013 - U S Small Cap - 008 - Information Technology	SYKES ENTERPRISES INC	344 907 21	485 381 35	140 474 34
12/31/2013	002 - Equities	018 - Developed Int'l - Large Cap	BCE INC	165 371 64	176 623 00	11 251 36
12/31/2013	002 - Equities	018 - Developed Int'l - Large Cap	COVIDIEN PLC	1 111 703 33	2,121 248 00	1 009 546 64
12/31/2013	002 - Equities	018 - Developed Int'l - Large Cap	DFCFO ORD 28 101/105P	0 00	713 643 75	713,643 75
12/31/2013	002 - Equities	018 - Developed Int'l - Large Cap	NOVO NORDISK A/S ADR	1,723 773 14	1 982 474 83	258 701 69
12/31/2013	002 - Equities	018 - Developed Int'l - Large Cap	ROYAL DUTCH SHELL PLC A SHS	0 00	153 887 91	153 887 91
12/31/2013	002 - Equities	018 - Developed Int'l - Large Cap	SAP AKTIENGESELLSCHAFT ADR	2 710 519 40	3,311 320 00	600 801 60
12/31/2013	002 - Equities	018 - Developed Int'l - Large Cap	TOTAL S A ADR	729 378 64	855 941 90	126,565 06
12/31/2013	002 - Equities	018 - Developed Int'l - Large Cap	T ROWE PRICE INSTL EMERGING MKT EQTY	19,507 474 12	21 981 052 30	2 473,578 18
12/31/2013	002 - Equities	018 - Developed Int'l - Large Cap	UNILEVER NV NEW YORK SHS ADR NEW	276 641 65	322,242 30	45 600 65
12/31/2013	002 - Equities	019 - Developed Int'l - Mid Cap	VALEANT PHARMACEUTICALS INTL INC	42 113 63	465 181 19	423 077 56
12/31/2013	002 - Equities	019 - Developed Int'l - Mid Cap	AGNICO EAGLE MINES LIMITED	630 205 27	481 650 00	-188 555 27
12/31/2013	002 - Equities	019 - Developed Int'l - Mid Cap	ALKERMES PLC	488 562.09	1 065 292 00	576 729 91
12/31/2013	002 - Equities	019 - Developed Int'l - Mid Cap	ALLIED WORLD ASSURANCE CO	1,039 110 17	1 229 628 00	190 518 83
12/31/2013	002 - Equities	019 - Developed Int'l - Mid Cap	ASPEN INSURANCE HOLDINGS LTD	2 077,702 29	3 493 793 25	1 416 090 96
12/31/2013	002 - Equities	019 - Developed Int'l - Mid Cap	ASSURED GUARANTY LTD	845 782 20	1 476 734 00	630 951 80
12/31/2013	002 - Equities	019 - Developed Int'l - Mid Cap	AXIS CAPITAL HOLDINGS LTD	1,464 657 21	1 541 258 00	76,593 79
12/31/2013	002 - Equities	019 - Developed Int'l - Mid Cap	ENDURANCE SPECIALTY HLDGS	2 230 848 70	3,643 407 00	1 412 558 30
12/31/2013	002 - Equities	019 - Developed Int'l - Mid Cap	FRANCO-NEVADA CORP	643 014 75	607,025 00	-35 989.75
12/31/2013	002 - Equities	019 - Developed Int'l - Mid Cap	HERBALIFE LTD	816,833 02	975 880 00	159 046 98
12/31/2013	002 - Equities	019 - Developed Int'l - Mid Cap	NORWEGIAN CRUISE LINE HOLDIN	764 310 22	951,784 00	200 473,78
12/31/2013	002 - Equities	019 - Developed Int'l - Mid Cap	PARTNERRE LTD	546 394 62	569 222 00	22 827 38
12/31/2013	002 - Equities	019 - Developed Int'l - Mid Cap	RITCHIE BROS AUCTIONEERS INC	1 066 745 53	1,232,577 31	166 131 69
12/31/2013	002 - Equities	019 - Developed Int'l - Mid Cap	SENSATA TECHNOLOGIES HOLDING	777 340 78	868 448 00	91 107 72
12/31/2013	002 - Equities	019 - Developed Int'l - Mid Cap	TIM HORTONS INC	380 241 02	648 018 00	267 776 98
12/31/2013	002 - Equities	019 - Developed Int'l - Mid Cap	WILLIS GROUP HOLDINGS PUBLIC LTD	2 731 028 31	3 871 554 00	1 140 525 69
12/31/2013	002 - Equities	021 - Developed Int'l - Small Cap	AERCAP HOLDINGS NV	95 957 82	332 645 00	237 687 18
12/31/2013	002 - Equities	021 - Developed Int'l - Small Cap	ARGO GROUP INTERNATIONALHOLDINGS	354 602 56	623 522 95	268 919 39
12/31/2013	002 - Equities	021 - Developed Int'l - Small Cap	ENSTAR GROUP LTD	957 866 32	1 450,720 40	492 854 08
12/31/2013	002 - Equities	021 - Developed Int'l - Small Cap	FABRINET	509 438 03	629,136 00	120 597 97
12/31/2013	002 - Equities	021 - Developed Int'l - Small Cap	HELEN OF TROY CORP	277 723 28	402 447 00	124 718 62
12/31/2013	002 - Equities	021 - Developed Int'l - Small Cap	UTI WORLDWIDE INC	1 334 570 84	1 718 246 00	383 675 16
12/31/2013	002 - Equities	022 - Developed Int'l - Other	A S M L HOLDING N V NY REG SHS	2 348 432 92	4 232 090 01	1 883 657 09
12/31/2013	002 - Equities	022 - Developed Int'l - Other	BHP LIMITED	325,784 93	884 701 22	41 093 14
12/31/2013	002 - Equities	022 - Developed Int'l - Other	ENBRIDGE INC	676 568 84	736 444 80	63 855 96
12/31/2013	002 - Equities	022 - Developed Int'l - Other	STRATASYS LTD	533 922 13	955 261 10	421 338 97
12/31/2013	002 - Equities	022 - Developed Int'l - Other	TORONTO DOMINION BANK	523 778 70	590 055 56	67 277 10
12/31/2013	002 - Equities	045 - Equity REITs	CHESAPEAKE LODGING TRUST	178 218 95	182 720 25	4 501 27
12/31/2013	002 - Equities	045 - Equity REITs	DUPONT FABROS TECHNOLOGY	343 103 54	338 991 00	-4 112 54
12/31/2013	002 - Equities	045 - Equity REITs	EDUCATION REALTY TRUST INC	477,358 58	400 648 50	-76 710 08
12/31/2013	002 - Equities	045 - Equity REITs	EQUITY LIFESTYLE PPTYS INC	686 531 53	653 370 00	151 53
12/31/2013	002 - Equities	045 - Equity REITs	FIRST INDUSTRIAL REALTY TR	179 011 92	179 647 75	635 83
12/31/2013	002 - Equities	045 - Equity REITs	GRANITE REAL ESTATE INVESTME	768 14	8 392 70	7 594 56

12/31/2013	002 - Equities	049 - Equity	HEALTHCARE REALTY TRUST INC	518,872.12	521,029.50	2,157.38
12/31/2013	002 - Equities	049 - Equity REITs	MID-AMERICA APARTMENT COMMUNITYS INC	311,109.13	349,255.00	38,145.87
12/31/2013	002 - Equities	049 - Equity REITs	PS BUSINESS PARKS INC	324,756.99	459,088.00	134,331.01
12/31/2013	002 - Equities	049 - Equity REITs	RYMAN HOSPITALITY PPTYS INC	1,846,779.65	2,201,806.00	355,026.35
12/31/2013	002 - Equities	049 - Equity REITs	WEYERHAEUSER CO	173,955.44	225,664.10	75,709.53
12/31/2013	002 - Equities	049 - Other Equity	ALEXANDRIA REAL ESTATE E PFD	660,733.00	624,910.00	-35,823.00
12/31/2013	002 - Equities	049 - Other Equity	BANK OF AMERICA CORP PFD CONV	1,214,513.10	1,167,100.00	-47,413.10
12/31/2013	002 - Equities	049 - Other Equity	CITIGROUP CAPITAL XIII 7.875%	1,204,350.00	1,250,750.00	136,400.00
12/31/2013	002 - Equities	049 - Other Equity	COMMONWEALTH REIT 6.5%	777,104.61	861,225.02	85,870.51
12/31/2013	002 - Equities	049 - Other Equity	E P R PROPERTIES CONV PFD	609,627.55	675,045.00	65,417.45
12/31/2013	002 - Equities	049 - Other Equity	EXCEL TRUST INC PFD	500,519.98	468,000.00	-32,519.98
12/31/2013	002 - Equities	049 - Other Equity	LUCENT TECH CAP TRUS 7.75%	487,417.50	560,790.00	73,372.50
12/31/2013	002 - Equities	049 - Other Equity	NY COMMUNITY CAP TRU 6%	875,990.00	874,952.00	-1,038.00
12/31/2013	002 - Equities	049 - Other Equity	WELLS FARGO & COMPANY 7.5%	842,595.59	844,710.00	2,114.41
	002 Equities Total			681,511,521.85	804,638,893.61	123,127,371.76

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * CASH * *	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) CURRENCY
U. S. DOLLAR			
U. S. DOLLAR	602,000.61	602,000.61 0.00	0.00
TOTAL CASH	602,000.61	602,000.61 0.00	0.00

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
BRAZILIAN REAL 2.359250				
EQUITIES				
COMMON STOCK				
BROOKFIELD INCORPORACOES SA NPV B1FY4S9	3.6504 1.15 152,100	555,223.25 271,315.00 0.00	174,915.00 74,140.09 0.00 0.00	(380,308.25) (197,174.91) (161,198.78) (35,976.13)
TOTAL COMMON STOCK		555,223.25 271,315.00 0.00	174,915.00 74,140.09 0.00 0.00	(380,308.25) (197,174.91) (161,198.78) (35,976.13)
TOTAL EQUITIES		555,223.25 271,315.00 0.00	174,915.00 74,140.09 0.00 0.00	(380,308.25) (197,174.91) (161,198.78) (35,976.13)
TOTAL BRAZILIAN REAL		555,223.25 271,315.00 0.00	174,915.00 74,140.09 0.00 0.00	(380,308.25) (197,174.91) (161,198.78) (35,976.13)

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FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
BRITISH POUND 0.603774				
EQUITIES				
COMMON STOCK				
ANGLO AMERICAN ORD USD0.54945 B1XZS82	19.8707 13.20 16,600	329,853.77 508,240.71 USD 0.00	219,120.00 362,917.50 0.00 0.00	(110,733.77) (145,323.21) (183,402.80) 38,079.59
BARCLAYS ORD GBP0.25 3134865	1.8882 2.7195 113,200	213,740.03 335,975.52 0.00	307,847.40 509,872.25 0.00 0.00	94,107.37 173,896.73 155,865.33 18,031.40
BP ORD USD0.25 0798059	4.0351 4.8805 130,700	527,391.17 812,822.51 USD 0.00	637,881.35 1,056,490.98 0.00 0.00	110,490.18 243,668.47 182,999.36 60,669.11
CRH ORD EUR0.32 0182704	14.2460 15.23 29,900	425,954.36 645,447.67 EUR 0.00	455,377.00 754,218.15 0.00 0.00	29,422.64 108,770.48 48,731.24 60,039.24
DAIRY CREST GROUP ORD GBP0.25 0250281	3.2095 5.40 61,900	198,668.24 306,223.98 0.00	334,260.00 553,618.12 0.00 0.00	135,591.76 247,394.14 224,573.85 22,820.29
GLAXOSMITHKLINE ORD GBP0.25 0925288	16.2569 16.115 23,700	385,288.21 630,898.32 0.00	381,925.50 632,564.10 0.00 0.00	(3,362.71) 1,665.78 (5,569.50) 7,235.28
IMPERIAL TOBACCO GROUP GBP0.10 0454492	23.5910 23.38 27,400	646,392.66 996,070.04 0.00	640,612.00 1,061,013.62 0.00 0.00	(5,780.66) 64,943.58 (9,574.22) 74,517.80
NATIONAL GRID ORD GBP0.113953 B08SNH3	6.5822 7.88 66,700	439,030.02 676,645.53 15,795.23	525,596.00 870,518.37 9,664.83 16,007.37	86,565.98 193,872.84 143,374.91 50,497.93

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
SAGE GROUP ORD GBP0.01051948 B8C3BL0	3.3719 4.0314 0.8037	2.71 4.19 0.00	3.24 5.37 0.00 0.00	0.53 1.18 0.88 0.30
SMITH(DS) ORD GBP0.10 0822011	1.7042 3.32 169,100	288,184.11 448,809.53 0.00	561,412.00 929,838.62 0.00 0.00	273,227.89 481,029.09 452,533.69 28,495.40
TOTAL COMMON STOCK		3,454,505.28 5,361,138.00 15,795.23	4,064,034.49 6,731,057.08 9,664.83 16,007.37	609,529.21 1,369,919.08 1,009,532.74 360,386.34
TOTAL EQUITIES		3,454,505.28 5,361,138.00 15,795.23	4,064,034.49 6,731,057.08 9,664.83 16,007.37	609,529.21 1,369,919.08 1,009,532.74 360,386.34
TOTAL BRITISH POUND		3,454,505.28 5,361,138.00 15,795.23	4,064,034.49 6,731,057.08 9,664.83 16,007.37	609,529.21 1,369,919.08 1,009,532.74 360,386.34

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DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
DANISH KRONE 5.414100				
EQUITIES				
COMMON STOCK				
DANSKE BANK A/S DKK10 4588825	94.1625 124.40 31,800	2,994,367.82 522,695.82 0.00	3,955,920.00 730,669.92 0.00 0.00	961,552.18 207,974.10 177,601.50 30,372.60
TDC A/S DKK1 5698790	45.1424 52.60 77,900	3,516,595.87 616,420.12 0.00	4,097,540.00 756,827.54 0.00 0.00	580,944.13 140,407.42 107,302.09 33,105.33
TOTAL COMMON STOCK		**6,510,963.69** 1,139,115.94 0.00	**8,053,460.00** 1,487,497.46 0.00 0.00	**1,542,496.31** 348,381.52 284,903.59 63,477.93
TOTAL EQUITIES		6,510,963.69 1,139,115.94 0.00	8,053,460.00 1,487,497.46 0.00 0.00	1,542,496.31 348,381.52 284,903.59 63,477.93
TOTAL DANISH KRONE		6,510,963.69 1,139,115.94 0.00	8,053,460.00 1,487,497.46 0.00 0.00	1,542,496.31 348,381.52 284,903.59 63,477.93

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
EURO 0.725716				
EQUITIES				
COMMON STOCK				
AEGON NV EURO.12 5927375	4.8877 6.862 99,500	486,321.64 631,838.82 4,362.41	682,769.00 940,821.54 3,346.20 4,610.89	196,447.36 308,982.72 270,694.64 38,288.08
ARCELORMITTAL SA NPV BO3XPL1	11.9712 12.97 24,600	294,492.67 383,503.98 USD 0.00	319,062.00 439,651.48 0.00 0.00	24,569.33 56,147.50 33,855.31 22,292.19
BANCO SANTANDER SA EURO.50 5705946	5.0321 6.506 101,000	508,241.17 651,512.97 836.17	657,106.00 905,459.21 641.14 883.46	148,864.83 253,946.24 205,128.30 48,817.94
CASINO GUICHARD-PERRACHON EUR1.53 4178419	67.9352 83.77 7,900	536,687.83 667,464.29 0.00	661,783.00 911,903.88 0.00 0.00	125,095.17 244,439.59 172,374.90 72,064.69
DAIMLER AG ORD NPV(REGD) 5529027	44.8179 62.90 12,400	555,741.38 745,410.28 9,673.15	779,960.00 1,074,745.88 7,369.18 10,154.36	224,218.62 329,335.60 308,962.05 20,373.55
DELTA LLOYD NV NPV B574ZGO	12.7032 18.04 37,300	473,830.69 623,010.15 7,789.64	672,892.00 927,211.53 5,942.55 8,188.54	199,061.31 304,201.38 274,296.55 29,904.83
DEUTSCHE BOERSE AG NPV 7021963	43.1129 60.20 10,000	431,129.03 534,287.63 7,297.50	602,000.00 829,525.90 5,649.53 7,784.77	170,870.97 295,238.27 235,451.67 59,786.60
ENI NPV 7145056	15.5853 17.49 20,500	319,499.54 396,074.18 0.00	358,545.00 494,057.08 0.00 0.00	39,045.46 97,982.90 53,802.68 44,180.22

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DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
ERSTE GROUP BANK AG	20.2111	444,644.13	557,260.00	112,615.87
5289837	25.33	567,971.88	767,876.41	199,904.53
	22,000		900.00	155,179.03
		1,158.88	1,240.15	44,725.50
ROYAL DUTCH SHELL 'A'ORD EURO.07	0.00	0.00	0.00	0.00
B09CBL4E	0.00	0.00	0.00	0.00
	0		2,557.56	0.00
		3,302.80	3,524.19	0.00
ROYAL DUTCH SHELL PLC COMMON STOCK GBP O	25.1748	619,299.34	637,263.00	17,963.66
B09CBL4	25.905	767,689.12	878,116.55	110,427.43
	24,600	USD	4,638.70	24,753.03
		4,638.70	4,638.70	85,674.40
SANOFI EUR2	45.9986	469,185.31	786,624.00	317,438.69
5671735	77.12	628,626.24	1,083,928.54	455,302.30
	10,200		0.00	437,414.64
		0.00	0.00	17,887.66
SNAM SPA	3.2325	365,921.25	460,271.20	94,349.95
7251470	4.066	453,657.24	634,230.70	180,573.46
	113,200		0.00	130,009.52
		0.00	0.00	50,563.94
TOTAL COMMON STOCK		**5,504,993.98**	**7,175,535.20**	**1,670,541.22**
		7,051,046.78	9,887,528.70	2,836,481.92
			26,406.16	2,301,922.32
		39,059.25	41,025.06	534,559.60
GDR				
ING GROEP N.V. CVA EURO.24	4.8641	372,100.10	772,650.00	400,549.90
7154182	10.10	466,482.92	1,064,673.06	598,190.14
	76,500		0.00	551,937.73
		0.00	0.00	46,252.41
TOTAL GDR		**372,100.10**	**772,650.00**	**400,549.90**
		466,482.92	1,064,673.06	598,190.14
			0.00	551,937.73
		0.00	0.00	46,252.41
TOTAL EQUITIES		5,877,094.08	7,948,185.20	2,071,091.12
		7,517,529.70	10,952,201.76	3,434,672.06
			26,406.16	2,853,860.05
		39,059.25	41,025.06	580,812.01

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
TOTAL EURO		5,877,094.08 7,517,529.70 39,059.25	7,948,185.20 10,952,201.76 26,406.16 41,025.06	2,071,091.12 3,434,672.06 2,853,860.05 580,812.01

JPMorgan Chase Bank N.A.
270 Park Ave.
New York, NY 10017

J.P.Morgan

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DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
HONG KONG DOLLAR 7.753750				
EQUITIES				
COMMON STOCK				
DONGYUE GROUP LTD COMMON STOCK HKD 0.1 B29MXW3	5.0247 3.07 482,000	2,421,920.96 312,242.61 0.00	1,479,740.00 190,841.85 0.00 0.00	(942,180.96) (121,400.76) (121,512.93) 112.17
GUANGDONG INVESTMENT HKD0.50 6913168	6.7142 7.58 109,300	733,862.24 94,640.10 0.00	828,494.00 106,850.75 0.00 0.00	94,631.76 12,210.65 12,204.66 5.99
YUE YUEN INDUSTRIAL HLDGS HKD0.25 6586537	24.0870 25.90 106,600	2,567,669.25 330,892.42 0.00	2,760,940.00 356,078.03 0.00 0.00	193,270.75 25,185.61 24,926.10 259.51
TOTAL COMMON STOCK		5,723,452.45 737,775.13 0.00	5,069,174.00 653,770.63 0.00 0.00	(654,278.45) (84,004.50) (84,382.17) 377.67
TOTAL EQUITIES		5,723,452.45 737,775.13 0.00	5,069,174.00 653,770.63 0.00 0.00	(654,278.45) (84,004.50) (84,382.17) 377.67
TOTAL HONG KONG DOLLAR		5,723,452.45 737,775.13 0.00	5,069,174.00 653,770.63 0.00 0.00	(654,278.45) (84,004.50) (84,382.17) 377.67

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
INDONESIAN RUPIAH 12170.000000				
EQUITIES				
COMMON STOCK				
TELEKOMUNIKASI INDONESIA PERSERO TBK PT STOCK 50 BD4T6W7	2,051.5082 2,150.00 571,900	1,173,257,537.47 118,059.67 0.00	1,229,585,000.00 101,034.10 0.00 0.00	56,327,462.53 (17,025.57) 4,628.38 (21,653.95)
TOTAL COMMON STOCK		1,173,257,537.47 118,059.67 0.00	1,229,585,000.00 101,034.10 0.00 0.00	56,327,462.53 (17,025.57) 4,628.38 (21,653.95)
TOTAL EQUITIES		1,173,257,537.47 118,059.67 0.00	1,229,585,000.00 101,034.10 0.00 0.00	56,327,462.53 (17,025.57) 4,628.38 (21,653.95)
TOTAL INDONESIAN RUPIAH		1,173,257,537.47 118,059.67 0.00	1,229,585,000.00 101,034.10 0.00 0.00	56,327,462.53 (17,025.57) 4,628.38 (21,653.95)

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JPMorgan Chase Bank N.A.
270 Park Ave.
New York, NY 10017

J.P.Morgan

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DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
JAPANESE YEN 105.105000				
EQUITIES				
COMMON STOCK				
AMADA CO NPV 6022105	446.9104 927.00 93,000	41,562,663 520,665.10 0.00	86,211,000 820,236.91 0 0.00	44,648,337 299,571.81 424,797.47 (125,225.66)
CANON INC NPV 6172323	3,176.1366 3,330.00 21,900	69,557,391 851,234.34 12,624.28	72,927,000 693,849.01 1,321,762 12,575.63	3,369,609 (157,385.33) 32,059.46 (189,444.79)
ITOCHU CORP NPV 6467803	851.9378 1,299.00 59,700	50,860,684 646,079.04 0.00	77,550,300 737,836.45 0 0.00	26,689,616 91,757.41 253,932.88 (162,175.47)
MABUCHI MOTOR CO NPV 6551030	4,052.3298 6,250.00 12,200	49,438,423 574,139.47 7,898.27	76,250,000 725,465.01 826,949 7,867.84	26,811,577 151,325.54 255,093.27 (103,767.73)
SUMITOMO CORP NPV 6858946	1,058.9675 1,321.00 48,100	50,936,337 645,926.58 0.00	63,540,100 604,539.27 0 0.00	12,603,763 (41,387.31) 119,915.92 (161,303.23)
YOKOGAWA ELECTRIC CORP NPV 6986427	751.0025 1,615.00 8,100	6,083,120 76,029.40 0.00	13,081,500 124,461.25 0 0.00	6,998,380 48,431.85 66,584.66 (18,152.81)
TOTAL COMMON STOCK		268,438,618 3,314,073.93 20,522.55	389,559,900 3,706,387.90 2,148,711 20,443.47	121,121,282 392,313.97 1,152,383.66 (760,069.69)
TOTAL EQUITIES		268,438,618 3,314,073.93 20,522.55	389,559,900 3,706,387.90 2,148,711 20,443.47	121,121,282 392,313.97 1,152,383.66 (760,069.69)

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
TOTAL JAPANESE YEN		268,438,618 3,314,073.93 20,522.55	389,559,900 3,706,387.90 2,148,711 20,443.47	121,121,282 392,313.97 1,152,383.66 (760,069.69)

JPMorgan Chase Bank N.A.
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FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
NEW TAIWAN DOLLAR 29.803500				
EQUITIES				
COMMON STOCK				
TECO ELECTRIC & MACHINERY CO LTD TWD10 6879851	19.2849 34.15 421,800	8,134,356.63 271,485.26 0.00	14,404,470.00 483,314.71 0.00 0.00	6,270,113.37 211,829.45 210,381.76 1,447.69
TOTAL COMMON STOCK		8,134,356.63 271,485.26 0.00	14,404,470.00 483,314.71 0.00 0.00	6,270,113.37 211,829.45 210,381.76 1,447.69
TOTAL EQUITIES		8,134,356.63 271,485.26 0.00	14,404,470.00 483,314.71 0.00 0.00	6,270,113.37 211,829.45 210,381.76 1,447.69
TOTAL NEW TAIWAN DOLLAR		8,134,356.63 271,485.26 0.00	14,404,470.00 483,314.71 0.00 0.00	6,270,113.37 211,829.45 210,381.76 1,447.69

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
NORWEGIAN KRONE 6.066850				
EQUITIES				
COMMON STOCK				
DNB ASA 4263304	56.3745 108.50 52,300	2,948,386.42 483,317.01 0.00	5,674,550.00 935,337.12 0.00 0.00	2,726,163.58 452,020.11 449,354.05 2,666.06
MARINE HARVEST ASA COMMON STOCK NOK 7.5 B02L486	4.0521 7.385 453,700	1,838,431.59 306,595.11 0.00	3,350,574.50 552,275.81 0.00 0.00	1,512,142.91 245,680.70 249,246.78 (3,566.08)
ORKLA ASA NOK1.25 B1VQF42	41.7225 47.32 60,000	2,503,351.13 410,303.88 0.00	2,839,200.00 467,985.86 0.00 0.00	335,848.87 57,681.98 55,358.03 2,323.95
TOTAL COMMON STOCK		7,290,169.14 1,200,216.00 0.00	11,864,324.50 1,955,598.79 0.00 0.00	4,574,155.36 755,382.79 753,958.86 1,423.93
TOTAL EQUITIES		7,290,169.14 1,200,216.00 0.00	11,864,324.50 1,955,598.79 0.00 0.00	4,574,155.36 755,382.79 753,958.86 1,423.93
TOTAL NORWEGIAN KRONE		7,290,169.14 1,200,216.00 0.00	11,864,324.50 1,955,598.79 0.00 0.00	4,574,155.36 755,382.79 753,958.86 1,423.93

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DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
SINGAPORE DOLLAR 1.262600				
EQUITIES				
COMMON STOCK				
JARDINE CYCLE & CARRIAGE NPV 6242260	42.5822 35.95 31,000	1,320,048.04 1,025,520.58 USD 0.00	1,114,450.00 882,662.76 0.00 0.00	(205,598.04) (142,857.82) (162,837.03) 19,979.21
UNITED OVERSEAS BANK NPV 6916781	17.4358 21.24 40,000	697,433.11 541,553.70 0.00	849,600.00 672,897.20 0.00 0.00	152,166.89 131,343.50 120,518.68 10,824.82
TOTAL COMMON STOCK		2,017,481.15 1,567,074.28 0.00	1,964,050.00 1,555,559.96 0.00 0.00	(53,431.15) (11,514.32) (42,318.35) 30,804.03
TOTAL EQUITIES		2,017,481.15 1,567,074.28 0.00	1,964,050.00 1,555,559.96 0.00 0.00	(53,431.15) (11,514.32) (42,318.35) 30,804.03
TOTAL SINGAPORE DOLLAR		2,017,481.15 1,567,074.28 0.00	1,964,050.00 1,555,559.96 0.00 0.00	(53,431.15) (11,514.32) (42,318.35) 30,804.03

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
SOUTH KOREAN WON 1055.350000				
EQUITIES				
COMMON STOCK				
HANKOOK TIRE CO LTD(NEW) KRW500 B7T5KQ0	62,549.9124 60,700.00 8,400	525,419,264.00 490,840.94 0.00	509,880,000.00 483,138.30 0.00 0.00	(15,539,264.00) (7,702.64) (14,724.26) 7,021.62
SHINHAN FINANCIAL GROUP KRW5000 6397502	38,064.5487 47,300.00 14,350	546,226,273.38 463,922.27 0.00	678,755,000.00 643,156.30 0.00 0.00	132,528,726.62 179,234.03 125,577.98 53,656.05
TOTAL COMMON STOCK		1,071,645,537.38 954,763.21 0.00	1,188,635,000.00 1,126,294.60 0.00 0.00	116,989,462.62 171,531.39 110,853.72 60,677.67
TOTAL EQUITIES		1,071,645,537.38 954,763.21 0.00	1,188,635,000.00 1,126,294.60 0.00 0.00	116,989,462.62 171,531.39 110,853.72 60,677.67
TOTAL SOUTH KOREAN WON		1,071,645,537.38 954,763.21 0.00	1,188,635,000.00 1,126,294.60 0.00 0.00	116,989,462.62 171,531.39 110,853.72 60,677.67

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DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
SWISS FRANC 0.889350				
EQUITIES				
COMMON STOCK				
ABB LTD CHF1.03 7108899	14.7914 23.48 26,600	393,451.75 410,406.35 0.00	624,568.00 702,274.70 0.00 0.00	231,116.25 291,868.35 259,870.98 31,997.37
CREDIT SUISSE GROUP AG CHF0.04 7171589	26.7898 27.27 25,814	691,552.17 731,230.81 0.00	703,947.78 791,530.65 0.00 0.00	12,395.61 60,299.84 13,937.83 46,362.01
HELVETIA HLDG AG CHF10 7189292	259.2391 447.50 900	233,315.15 240,791.62 573.40	402,750.00 452,858.83 540.00 607.19	169,434.85 212,067.21 190,515.38 21,551.83
LONZA GROUP AG CHF1(REGD) 7333378	69.0330 84.60 6,100	421,101.04 448,382.94 0.00	516,060.00 580,266.49 0.00 0.00	94,958.96 131,883.55 106,773.46 25,110.09
NOVARTIS AG CHF0.50(REGD) 7103065	51.1079 71.20 14,600	746,175.79 769,449.74 7,407.41	1,039,520.00 1,168,853.66 6,900.00 7,758.48	293,344.21 399,403.92 329,841.13 69,562.79
SWISS LIFE HOLDING AG CHF17(EXH OFFER) 7437805	175.1631 185.20 2,500	437,907.66 476,120.55 0.00	463,000.00 520,604.94 0.00 0.00	25,092.34 44,484.39 28,214.24 16,270.15
ZURICH INSURANCE GROUP LTD CHF0.10 5983816	195.3175 258.50 2,500	488,293.76 510,595.04 0.00	646,250.00 726,654.30 0.00 0.00	157,956.24 216,059.26 177,608.64 38,450.62
TOTAL COMMON STOCK		3,411,797.32 3,586,977.05 7,980.81	4,396,095.78 4,943,043.57 7,440.00 8,365.67	984,298.46 1,356,066.52 1,106,761.66 249,304.86

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
TOTAL EQUITIES		3,411,797.32 3,586,977.05 7,980.81	4,396,095.78 4,943,043.57 7,440.00 8,365.67	984,298.46 1,356,066.52 1,106,761.66 249,304.86
TOTAL SWISS FRANC		3,411,797.32 3,586,977.05 7,980.81	4,396,095.78 4,943,043.57 7,440.00 8,365.67	984,298.46 1,356,066.52 1,106,761.66 249,304.86

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DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY, MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
U. S. DOLLAR				
EQUITIES				
COMMON STOCK				
JOY GLOBAL INC USD1 481165108	53.1313 58.49 3,300	175,333.38	193,017.00 0.00	17,683.62
PHILIP MORRIS INTERNATIONAL INC NPV 718172109	85.8767 87.13 1,325	113,786.65	115,447.25 1,245.50	1,660.60
SEADRILL LTD USD2 G7945E105	33.3382 41.08 6,500	216,698.15	267,020.00 0.00	50,321.85
TOTAL COMMON STOCK		505,818.18	575,484.25 1,245.50	69,666.07
ADR				
ABB LTD ADR EACH REPR I CHF2.50(SPON) 000375204	16.2091 26.56 2,000	32,418.10	53,120.00 0.00	20,701.90
EMBRAER SA ADR EACH REP 4 COM STK SHS 29082A107	28.3628 32.18 18,200	516,202.16	585,676.00 2,363.12	69,473.84
TATA MOTORS ADR EACH REPR 1 ORD 876568502	28.5812 30.80 11,900	340,116.84	366,520.00 0.00	26,403.16
TEVA PHARMACEUTICAL INDUSTRIES ADR EACH ORD 881624209	38.9307 40.08 8,600	334,803.92	344,688.00 0.00	9,884.08
TOTAL ADR		1,223,541.02	1,350,004.00 2,363.12	126,462.98

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
GDR				
ROSNEFT OAO GDR USD B17FSC2	9.0762 7.615 16,200	147,034.45	123,363.00 0.00	(23,671.45)
TOTAL GDR		147,034.45	123,363.00 0.00	(23,671.45)
TOTAL EQUITIES		1,876,393.65	2,048,851.25 3,608.62	172,457.60
TOTAL U. S. DOLLAR		1,876,393.65	2,048,851.25 3,608.62	172,457.60
TOTAL SECURITIES		27,915,916.82	35,818,751.90 89,450.19	7,902,835.08 7,371,822.72 531,012.36

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FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - BARROW, HANLEY,
MEWHINNEY & STRAUSS, LLC
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SUMMARY * *	BASE COST	BASE MARKET VALUE	UNREALIZED GAIN(LOSS) TOTAL BASE MARKET CURRENCY
CASH	602,000.61	602,000.61	0.00 - 0.00
SECURITIES	27,915,916.82	35,818,751.90	7,902,835.08 7,371,822.72 531,012.36
RECEIVABLES	86,966.46	89,450.19	2,483.73 - 2,483.73
TOTAL NET ASSETS	28,604,883.89	36,510,202.70	7,905,318.81 7,371,822.72 533,496.09

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * CASH * *

	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) CURRENCY
BRITISH POUND 0.603774			
BRITISH POUND	0.01 0.02 0.00	0.01 0.02 0.00 0.00	- 0.00
EURO 0.725716			
EURO	321,453.32 440,167.02 0.00	321,453.32 442,946.60 0.00 0.00	- 2,779.58
SOUTH KOREAN WON 1055.350000			
SOUTH KOREA WON	191.00 0.18 0.00	191.00 0.18 0.00 0.00	- 0.00
U. S. DOLLAR			
U. S. DOLLAR	116,720.61	116,720.61 0.00	0.00
TOTAL CASH	556,887.83	559,667.41 0.00	2,779.58

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FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
AUSTRALIAN DOLLAR 1.117756				
EQUITIES				
COMMON STOCK				
RIO TINTO LIMITED NPV 6220103	63.4249 68.18 16,454	1,043,593.81 1,072,472.87 0.00	1,121,833.72 1,003,648.52 0.00 0.00	78,239.91 (68,824.35) 69,997.35 (138,821.70)
TOTAL COMMON STOCK		1,043,593.81 1,072,472.87 0.00	1,121,833.72 1,003,648.52 0.00 0.00	78,239.91 (68,824.35) 69,997.35 (138,821.70)
TOTAL EQUITIES		1,043,593.81 1,072,472.87 0.00	1,121,833.72 1,003,648.52 0.00 0.00	78,239.91 (68,824.35) 69,997.35 (138,821.70)
TOTAL AUSTRALIAN DOLLAR		1,043,593.81 1,072,472.87 0.00	1,121,833.72 1,003,648.52 0.00 0.00	78,239.91 (68,824.35) 69,997.35 (138,821.70)

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
BRAZILIAN REAL 2.359250				
EQUITIES				
COMMON STOCK				
BM&F BOVESPA SA BOLSA DE VALORES ME COM B2RHNV9	11.9412 11.06 107,200	1,280,095.65 627,307.72 0.00	1,185,632.00 502,546.15 0.00 0.00	(94,463.65) (124,761.57) (40,039.72) (84,721.85)
CIA HERING COM B01OV16	41.7241 29.90 30,100	1,255,896.04 608,982.48 0.00	899,990.00 381,472.93 0.00 0.00	(355,906.04) (227,509.55) (150,855.60) (76,653.95)
LOJAS RENNER SA COM NPV B0CGYD6	62.8238 61.00 7,600	477,460.79 253,362.90 1,361.08	463,600.00 196,503.13 3,001.85 1,272.37	(13,860.79) (56,859.77) (5,875.08) (50,984.69)
LPS BRASIL - CONSULTORIA DE MOVEI COM NP B1L86W3	18.3411 14.44 12,800	234,766.57 126,349.71 0.00	184,832.00 78,343.54 0.00 0.00	(49,934.57) (48,006.17) (21,165.44) (26,840.73)
M DIAS BRANCO SA IND COM NPV B1FRH89	76.2861 100.00 9,600	732,346.42 359,545.97 3,654.81	960,000.00 406,908.98 8,434.75 3,575.18	227,653.58 47,363.01 96,494.04 (49,131.03)
TOTAL COMMON STOCK		3,980,565.47 1,975,548.78 5,015.89	3,694,054.00 1,565,774.73 11,436.60 4,847.55	(286,511.47) (409,774.05) (121,441.80) (288,332.25)
TOTAL EQUITIES		3,980,565.47 1,975,548.78 5,015.89	3,694,054.00 1,565,774.73 11,436.60 4,847.55	(286,511.47) (409,774.05) (121,441.80) (288,332.25)
TOTAL BRAZILIAN REAL		3,980,565.47 1,975,548.78 5,015.89	3,694,054.00 1,565,774.73 11,436.60 4,847.55	(286,511.47) (409,774.05) (121,441.80) (288,332.25)

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FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *

	UNIT COST / MARKET PRICE / SHARES/PAR	LOCAL COST / BASE COST / / BASE ACCRUAL	LOCAL MARKET VALUE / BASE MARKET VALUE / LOCAL ACCRUAL / BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL / TOTAL BASE / MARKET / CURRENCY
BRITISH POUND 0.603774				
EQUITIES				
COMMON STOCK				
ABERDEEN ASSET MANAGEMENT PLC ORD GBP0.1	2.7036	142,402.06	263,360.00	120,957.94
0003128	5.00	224,283.29	436,190.00	211,906.71
	52,672		5,267.20	200,336.60
		8,608.18	8,723.80	11,570.11
BELLWAY GBP0.125	8.3267	110,678.20	208,684.40	98,006.20
0090498	15.70	174,570.78	345,633.53	171,062.75
	13,292		2,791.32	162,322.77
		4,568.69	4,623.12	8,739.98
BG GROUP ORD GBP0.10	12.5673	779,086.58	804,359.18	25,272.60
0876289	12.975	1,235,620.20	1,332,219.88	96,599.68
	61,993		0.00	41,857.76
		0.00	0.00	54,741.92
CAPITA PLC ORD GBP0.02066667	7.3549	485,235.35	684,810.12	199,574.77
B23K0M2	10.38	771,866.35	1,134,216.75	362,350.40
	65,974		0.00	330,545.71
		0.00	0.00	31,804.69
COMPASS GROUP ORD GBP0.10	6.6701	923,338.36	1,340,002.40	416,664.04
0533153	9.68	1,456,199.18	2,219,378.96	763,179.78
	138,430		0.00	690,099.81
		0.00	0.00	73,079.97
CRODA INTERNATIONAL PLC ORD GBP0.10	23.6547	345,334.40	358,697.43	13,363.03
0233527	24.57	542,405.99	594,092.61	51,686.62
	14,599		0.00	22,132.50
		0.00	0.00	29,554.12
DIAGEO ORD GBP0.28 101/108	15.8535	778,948.18	982,680.00	203,731.82
0237400	20.00	1,230,657.30	1,627,563.74	396,906.44
	49,134		0.00	337,430.82
		0.00	0.00	59,475.62
EXPERIAN PLC COMMON STOCK GBP 0.1	8.7408	418,874.45	533,851.08	114,976.63
B19NLV4	11.14	668,756.50	884,190.84	215,434.34
	47,922	USD	5,511.03	190,430.04
		5,511.03	5,511.03	25,004.30

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
HSBC HLDGS ORD USD0.50 0540528	5.9893 6.624 74,914	448,684.10 702,891.26 USD 0.00	496,230.34 821,881.49 0.00 0.00	47,546.24 118,990.23 78,748.46 40,241.77
INTERTEK GROUP ORD GBP0.01 3163836	26.7092 31.48 10,928	291,877.78 458,054.21 0.00	344,013.44 569,772.26 0.00 0.00	52,135.66 111,718.05 86,349.70 25,368.35
RECKITT BENCKISER GROUP PLC COMMON STOCK B24CGK7	36.1158 47.93 18,145	655,320.74 1,033,336.60 0.00	869,689.85 1,440,423.80 0.00 0.00	214,369.11 407,087.20 355,048.84 52,038.36
ROLLS-ROYCE HLDGS PLC ORD GBP0.20 B63H849	8.9889 12.75 58,292	523,980.46 831,740.98 0.00	743,223.00 1,230,963.08 0.00 0.00	219,242.54 399,222.10 363,120.47 36,101.63
STANDARD CHARTERED PLC COMMON STOCK GBP 0408284	14.5657 13.60 43,159	628,639.52 996,289.73 USD 0.00	586,962.40 972,156.47 0.00 0.00	(41,677.12) (24,133.26) (69,027.72) 44,894.46
WEIR GROUP ORD GBP0.125 0946580	17.8021 21.32 29,030	516,794.10 826,155.75 0.00	618,919.60 1,025,085.58 0.00 0.00	102,125.50 198,929.83 169,145.35 29,784.48
WHITBREAD ORD GBP0.76797385 B1KJJ40	28.4605 37.51 12,400	352,910.27 538,079.00 4,375.56	465,124.00 770,361.62 2,721.29 4,507.14	112,213.73 232,282.62 185,854.01 46,428.61
TOTAL COMMON STOCK		7,402,104.55 11,690,907.12 23,063.46	9,300,607.24 15,404,130.61 10,779.81 23,365.09	1,898,502.69 3,713,223.49 3,144,395.12 568,828.37
PREFERRED STOCK				
ROLLS-ROYCE HLDGS PLC C SHS ENTITLEMENT BCKFJS9	0.00 0.001 5,046,480	0.00 0.00 0.00	5,046.48 8,358.23 0.00 0.00	5,046.48 8,358.23 8,358.23 0.00

JPMorgan Chase Bank N.A.
270 Park Ave.
New York, NY 10017

J.P.Morgan

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FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT
MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
TOTAL PREFERRED STOCK		0.00 0.00 0.00	5,046.48 8,358.23 0.00 0.00	5,046.48 8,358.23 8,358.23 0.00
TOTAL EQUITIES		7,402,104.55 11,690,907.12 23,063.46	9,305,653.72 15,412,488.84 10,779.81 23,365.09	1,903,549.17 3,721,581.72 3,152,753.35 568,828.37
TOTAL BRITISH POUND		7,402,104.55 11,690,907.12 23,063.46	9,305,653.72 15,412,488.84 10,779.81 23,365.09	1,903,549.17 3,721,581.72 3,152,753.35 568,828.37

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
CANADIAN DOLLAR 1.062500				
EQUITIES				
COMMON STOCK				
DOLLARAMA INC NPV B4TP9G2	69.4142 88.21 10,020	695,530.55 678,033.36 0.00	883,864.20 831,872.19 0.00 0.00	188,333.65 153,838.83 177,255.23 (23,416.40)
SUNCOR ENERGY INC(NEW) NPV B3NB1P2	31.4960 37.24 16,468	518,675.30 515,334.51 0.00	613,268.32 577,193.71 0.00 0.00	94,593.02 61,859.20 89,028.73 (27,169.53)
TOTAL COMMON STOCK		1,214,205.85 1,193,367.87 0.00	1,497,132.52 1,409,065.90 0.00 0.00	282,926.67 215,698.03 266,283.96 (50,585.93)
TOTAL EQUITIES		1,214,205.85 1,193,367.87 0.00	1,497,132.52 1,409,065.90 0.00 0.00	282,926.67 215,698.03 266,283.96 (50,585.93)
TOTAL CANADIAN DOLLAR		1,214,205.85 1,193,367.87 0.00	1,497,132.52 1,409,065.90 0.00 0.00	282,926.67 215,698.03 266,283.96 (50,585.93)

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FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET.PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
DANISH KRONE 5.414100				
EQUITIES				
COMMON STOCK				
CARLSBERG 'B'DKK20 4169219	480.4075 600.00 10,617	5,100,486.49 895,022.63 0.00	6,370,200.00 1,176,594.45 0.00 0.00	1,269,713.51 281,571.82 234,519.80 47,052.02
CHR.HANSEN HLDGS A/S DKK10 B573M11	195.0095 215.40 16,129	3,145,307.42 557,350.10 2,205.03	3,474,186.60 641,692.36 12,116.10 2,237.88	328,879.18 84,342.26 60,744.94 23,597.32
NOVO NORDISK A/S COMMON STOCK DKK 0.2 7077524	688.7341 994.00 4,743	3,266,665.85 576,952.92 0.00	4,714,542.00 870,789.60 0.00 0.00	1,447,876.15 293,836.68 267,426.92 26,409.76
TOTAL COMMON STOCK		11,512,459.76 2,029,325.65 2,205.03	14,558,928.60 2,689,076.41 12,116.10 2,237.88	3,046,468.84 659,750.76 562,691.66 97,059.10
TOTAL EQUITIES		11,512,459.76 2,029,325.65 2,205.03	14,558,928.60 2,689,076.41 12,116.10 2,237.88	3,046,468.84 659,750.76 562,691.66 97,059.10
TOTAL DANISH KRONE		11,512,459.76 2,029,325.65 2,205.03	14,558,928.60 2,689,076.41 12,116.10 2,237.88	3,046,468.84 659,750.76 562,691.66 97,059.10

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
EURO 0.725716				
EQUITIES				
COMMON STOCK				
ADIDAS AG NPV 4031976	82.8630 92.64 7,811	647,243.00 859,384.51 1,633.33	723,611.04 997,099.83 1,247.29 1,718.70	76,368.04 137,715.32 105,231.34 32,483.98
AIR LIQUIDE(L') EUR5.50 B1YXBJ7	89.6546 102.80 5,711	512,017.29 668,617.84 0.00	587,090.80 808,981.76 0.00 0.00	75,073.51 140,363.92 103,447.53 36,916.39
AKZO NOBEL NV EUR2 5458314	42.0289 56.34 7,901	332,070.17 430,680.77 2,949.89	445,142.34 613,383.88 2,223.76 3,064.23	113,072.17 182,703.11 155,807.78 26,895.33
AMADEUS IT HLDG SA EURO.01 A B3MSM28	14.7615 31.105 11,023	162,715.62 212,018.32 0.00	342,870.42 472,458.29 0.00 0.00	180,154.80 260,439.97 248,244.29 12,195.68
BAYER AG NPV 5069211	63.0177 101.95 11,614	731,887.52 968,316.74 6,091.42	1,184,047.30 1,631,557.97 4,649.94 6,407.38	452,159.78 663,241.23 623,053.58 40,187.65
BAYERISCHE MOTOREN WERKE AG EUR1 5756029	0.00 0.00 0	0.00 0.00 5,707.63	0.00 0.00 4,437.59 6,114.78	0.00 0.00 0.00 0.00
BRENNTAG AG NPV B4YVF56	91.2429 134.75 6,006	548,005.04 715,741.82 5,087.26	809,308.50 1,115,186.64 3,861.30 5,320.68	261,303.46 399,444.82 360,063.11 39,381.71
DANONE COMMON STOCK EUR 0.25 B1Y9TB3	51.3890 52.32 31,514	1,619,473.99 2,114,909.37 0.00	1,648,812.48 2,271,981.15 0.00 0.00	29,338.49 157,071.78 40,426.96 116,644.82

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FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *

	UNIT COST / MARKET PRICE / SHARES/PAR	LOCAL COST / BASE COST / BASE ACCRUAL	LOCAL MARKET VALUE / BASE MARKET VALUE / LOCAL ACCRUAL / BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL / TOTAL BASE / MARKET / CURRENCY
DASSAULT SYSTEMES COMMON STOCK EUR 1	74.2896	345,818.06	420,020.65	74,202.59
5330047	90.23	459,097.46	578,767.45	119,669.99
	4,655		0.00	102,247.47
		0.00	0.00	17,422.52
ESSILOR INTERNATIONAL SA COMMON STOCK EU	67.4387	427,696.07	490,109.76	62,413.69
7212477	77.28	558,313.41	675,346.74	117,033.33
	6,342		0.00	86,002.95
		0.00	0.00	31,030.38
FRESENIUS MEDICAL CARE AG & CO.KGAA NPV	51.9779	329,280.04	327,709.55	(1,570.49)
5129074	51.73	432,012.93	451,567.37	19,554.44
	6,335		2,418.46	(2,164.06)
		3,101.43	3,332.52	21,718.50
HEINEKEN NV EUR1.60	42.3594	500,941.77	580,420.08	79,478.31
7792559	49.08	653,472.63	799,789.85	146,317.22
	11,826		2,420.29	109,517.15
		3,199.26	3,335.04	36,800.07
INDUSTRIA DE DISENO TEXTIL SA EURO.15	73.3375	399,689.18	652,910.00	253,220.82
7111314	119.80	545,109.37	899,677.33	354,567.96
	5,450		0.00	348,925.63
		0.00	0.00	5,642.33
JERONIMO MARTINS SGPS EUR1.	14.8402	226,831.91	217,276.28	(9,555.63)
B1Y1SQ7	14.215	305,899.26	299,395.85	(6,503.41)
	15,285		0.00	(13,167.18)
		0.00	0.00	6,663.77
KONE OYJ NPV ORD 'B'	21.3332	220,926.44	339,676.80	118,750.36
B09M9D2	32.80	288,268.12	468,057.64	179,789.52
	10,356		0.00	163,632.05
		0.00	0.00	16,157.47
L'OREAL EURO.20	110.2449	453,106.58	524,847.00	71,740.42
4057808	127.70	587,187.92	723,212.92	136,025.00
	4,110		0.00	98,854.71
		0.00	0.00	37,170.29
LEGRAND PROMESSE EUR4	26.3292	195,310.31	297,165.08	101,854.77
B11ZRK9	40.06	255,352.35	409,478.62	154,126.27
	7,418		0.00	140,350.77
		0.00	0.00	13,775.50

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT
MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
LINDE AG NPV 5740817	130.0299 152.05 7,695	1,000,580.34 1,306,681.49 7,338.35	1,170,024.75 1,612,235.60 5,565.26 7,668.65	169,444.41 305,554.11 233,485.94 72,068.17
LVMH MOET-HENNESSY LOUIS VUITTON EURO.30 4061412	127.6798 132.60 12,363	1,578,504.78 2,054,643.61 0.00	1,639,333.80 2,258,920.00 0.00 0.00	60,829.02 204,276.39 83,819.34 120,457.05
PADDY POWER ORD EURO.10 0258810	58.6310 62.00 6,295	369,081.86 503,322.63 0.00	390,290.00 537,800.10 0.00 0.00	21,208.14 34,477.47 29,223.75 5,253.72
PERNOD-RICARD EUR1.55 4682329	77.2618 82.81 14,206	1,097,581.60 1,454,831.96 0.00	1,176,398.86 1,621,018.80 0.00 0.00	78,817.26 166,186.84 108,606.25 57,580.59
PRYSMIAN SPA EURO.10 B1W4V69	16.2978 18.71 26,208	427,133.21 554,736.98 0.00	490,351.68 675,680.09 0.00 0.00	63,218.47 120,943.11 87,111.87 33,831.24
PUBLICIS GROUPE SA EURO.40 4380429	43.8752 66.51 15,859	695,817.27 934,933.91 0.00	1,054,782.09 1,453,436.98 0.00 0.00	358,964.82 518,503.07 494,635.57 23,867.50
SAIPEM EUR1 4768768	31.3952 15.56 30,065	943,896.18 1,236,899.29 0.00	467,811.40 644,620.72 0.00 0.00	(476,084.78) (592,278.57) (656,021.04) 63,742.47
SAP AG ORD NPV 4846288	50.3733 62.31 11,962	602,564.82 784,011.15 3,564.47	745,352.22 1,027,058.09 2,723.88 3,753.37	142,787.40 243,046.94 196,753.92 46,293.02
SCHNEIDER ELECTRIC EUR8 4834108	43.5157 63.40 11,998	522,101.73 706,152.58 0.00	760,673.20 1,048,169.63 0.00 0.00	238,571.47 342,017.05 328,739.57 13,277.48

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT
MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
SYMRISE AG NPV B1JB4K8	22.1890 33.50 19,638	435,747.12 568,829.37 4,435.19	657,873.00 906,516.10 3,448.29 4,751.57	222,125.88 337,686.73 306,078.36 31,608.37
TECHNIP NPV 4874160	81.7918 69.86 5,893	481,999.28 636,582.94 0.00	411,684.98 567,281.32 0.00 0.00	(70,314.30) (69,301.62) (96,889.60) 27,587.98
TOTAL COMMON STOCK		15,808,021.18 20,796,008.73 43,108.23	18,555,594.06 25,568,680.72 32,996.06 45,466.92	2,747,572.88 4,772,671.99 3,786,018.01 986,653.98
TOTAL EQUITIES		15,808,021.18 20,796,008.73 43,108.23	18,555,594.06 25,568,680.72 32,996.06 45,466.92	2,747,572.88 4,772,671.99 3,786,018.01 986,653.98
TOTAL EURO		15,808,021.18 20,796,008.73 43,108.23	18,555,594.06 25,568,680.72 32,996.06 45,466.92	2,747,572.88 4,772,671.99 3,786,018.01 986,653.98

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *

	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
HONG KONG DOLLAR 7.753750				
EQUITIES				
COMMON STOCK				
AIA GROUP LTD NPV B4TX8S1	28.2423 38.90 245,600	6,936,309.50 893,490.98 0.00	9,553,840.00 1,232,157.34 0.00 0.00	2,617,530.50 338,666.36 337,582.52 1,083.84
CHINA UNICOM(HONG KONG)LTD HKD0.10 6263830	13.5873 11.60 602,000	8,179,553.25 1,054,019.47 0.00	6,983,200.00 900,622.28 0.00 0.00	(1,196,353.25) (153,397.19) (154,293.50) 896.31
GUANGZHOU AUTOMOBILE GROUP 'H' CNY1 B433995	7.0211 8.48 350,000	2,457,372.38 316,645.89 0.00	2,968,000.00 382,782.52 0.00 0.00	510,627.62 66,136.63 65,855.57 281.06
LI & FUNG HKD0.0125 6286257	14.6367 10.00 752,000	11,006,799.64 1,418,262.33 0.00	7,520,000.00 969,853.30 0.00 0.00	(3,486,799.64) (448,409.03) (449,692.07) 1,283.04
SANDS CHINA LTD USD0.01 B5B23W2	30.8239 63.35 82,400	2,539,892.40 327,261.14 0.00	5,220,040.00 673,227.79 0.00 0.00	2,680,147.60 345,966.65 345,658.24 308.41
TOTAL COMMON STOCK		31,119,927.17 4,009,679.81 0.00	32,245,080.00 4,158,643.23 0.00 0.00	1,125,152.83 148,963.42 145,110.76 3,852.66
TOTAL EQUITIES		31,119,927.17 4,009,679.81 0.00	32,245,080.00 4,158,643.23 0.00 0.00	1,125,152.83 148,963.42 145,110.76 3,852.66
TOTAL HONG KONG DOLLAR		31,119,927.17 4,009,679.81 0.00	32,245,080.00 4,158,643.23 0.00 0.00	1,125,152.83 148,963.42 145,110.76 3,852.66

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
INDONESIAN RUPIAH				
EQUITIES				
COMMON STOCK				
BANK RAKYAT INDONESIA IDR250 6709099	0.00 0.00 0	0.00 0.00 1,211.72	0.00 0.00 11,907,143.15 978.40	0.00 0.00 0.00 0.00
TOTAL COMMON STOCK		0.00 0.00 1,211.72	0.00 0.00 11,907,143.15 978.40	0.00 0.00 0.00 0.00
TOTAL EQUITIES		0.00 0.00 1,211.72	0.00 0.00 11,907,143.15 978.40	0.00 0.00 0.00 0.00
TOTAL INDONESIAN RUPIAH		0.00 0.00 1,211.72	0.00 0.00 11,907,143.15 978.40	0.00 0.00 0.00 0.00

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
JAPANESE YEN 105.105000				
EQUITIES				
COMMON STOCK				
AEON FINANCIAL SERVICE CO LTD 6037734	3,175.5774 2,820.00 6,800	21,593,926 222,901.69 0.00	19,176,000 182,446.13 0 0.00	(2,417,926) (40,455.56) (23,004.85) (17,450.71)
HONDA MOTOR CO NPV 6435145	2,988.4432 4,330.00 47,700	142,548,742 1,706,315.75 8,460.54	206,541,000 1,965,092.05 885,818 8,427.94	63,992,258 258,776.30 608,841.23 (350,064.93)
INPEX CORPORATION NPV B10RB15	1,284.3560 1,348.00 61,700	79,244,768 942,913.32 0.00	83,171,600 791,319.16 0 0.00	3,926,832 (151,594.16) 37,361.05 (188,955.21)
JAPAN TOBACCO INC NPV 6474535	2,331.9628 3,420.00 53,200	124,060,421 1,528,448.96 0.00	181,944,000 1,731,068.93 0 0.00	57,883,579 202,619.97 550,721.46 (348,101.49)
LAWSON NPV 6266914	5,346.3859 7,870.00 11,600	62,018,076 764,535.13 0.00	91,292,000 868,579.04 0 0.00	29,273,924 104,043.91 278,520.74 (174,476.83)
OBIC NPV 6136749	1,651.2846 3,105.00 30,400	50,199,052 617,105.54 0.00	94,392,000 898,073.36 0 0.00	44,192,948 280,967.82 420,464.75 (139,496.93)
SANTEN PHARMACEUTICAL CO NPV 6776606	3,458.3774 4,905.00 8,500	29,396,208 361,103.53 0.00	41,692,500 396,674.75 0 0.00	12,296,292 35,571.22 116,990.56 (81,419.34)
SOFTBANK CORP NPV 6770620	7,005.6853 9,200.00 7,700	53,943,777 543,005.21 0.00	70,840,000 673,992.67 0 0.00	16,896,223 130,987.46 160,755.65 (29,768.19)

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FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
SUNDRUG CO NPV 6817895	3,161.8953 4,705.00 11,600	36,677,986 438,244.20 0.00	54,578,000 519,271.20 0 0.00	17,900,014 81,027.00 170,306.02 (89,279.02)
TOYOTA MOTOR CORP NPV 6900643	6,108.7497 6,420.00 10,000	61,087,497 626,589.12 0.00	64,200,000 610,817.75 0 0.00	3,112,503 (15,771.37) 29,613.27 (45,384.64)
UNI.CHARM CORP NPV 6911485	4,362.7589 6,000.00 12,200	53,225,659 655,662.74 0.00	73,200,000 696,446.41 0 0.00	19,974,341 40,783.67 190,041.78 (149,258.11)
YAHOO JAPAN CORPORATION NPV 6084848	309.4408 585.00 169,900	52,574,000 607,206.20 0.00	99,391,500 945,640.07 0 0.00	46,817,500 338,433.87 445,435.51 (107,001.64)
TOTAL COMMON STOCK		766,570,112 9,014,031.39 8,460.54	1,080,418,600 10,279,421.52 885,818 8,427.94	313,848,488 1,265,390.13 2,986,047.17 (1,720,657.04)
TOTAL EQUITIES		766,570,112 9,014,031.39 8,460.54	1,080,418,600 10,279,421.52 885,818 8,427.94	313,848,488 1,265,390.13 2,986,047.17 (1,720,657.04)
TOTAL JAPANESE YEN		766,570,112 9,014,031.39 8,460.54	1,080,418,600 10,279,421.52 885,818 8,427.94	313,848,488 1,265,390.13 2,986,047.17 (1,720,657.04)

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
SOUTH KOREAN WON 1055.350000				
EQUITIES				
COMMON STOCK				
NAVER CORP COMMON STOCK KRW 500 6560393	343,179.5762 724,000.00 794	272,484,583.49 250,151.00 0.00	574,856,000.00 544,706.50 0.00 0.00	302,371,416.51 294,555.50 286,512.95 8,042.55
SAMSUNG ELECTRONICS CO KRW5000 6771720	1157,744.8741 1372,000.00 735	850,942,482.49 756,181.31 0.00	1,008,420,000.00 955,531.34 0.00 0.00	157,477,517.51 199,350.03 149,218.30 50,131.73
TOTAL COMMON STOCK		1,123,427,065.98 1,006,332.31 0.00	1,583,276,000.00 1,500,237.84 0.00 0.00	459,848,934.02 493,905.53 435,731.25 58,174.28
TOTAL EQUITIES		1,123,427,065.98 1,006,332.31 0.00	1,583,276,000.00 1,500,237.84 0.00 0.00	459,848,934.02 493,905.53 435,731.25 58,174.28
TOTAL SOUTH KOREAN WON		1,123,427,065.98 1,006,332.31 0.00	1,583,276,000.00 1,500,237.84 0.00 0.00	459,848,934.02 493,905.53 435,731.25 58,174.28

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FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
SWEDISH KRONA 6.422600				
EQUITIES				
COMMON STOCK				
TELEFONAKTIEBOLAGET LM ERICSSON COMMON S 5959378	66.1467 78.50 67,511	4,465,629.84 662,181.97 0.00	5,299,613.50 825,150.80 0.00 0.00	833,983.66 162,968.83 129,851.40 33,117.43
TOTAL COMMON STOCK		4,465,629.84 662,181.97 0.00	5,299,613.50 825,150.80 0.00 0.00	833,983.66 162,968.83 129,851.40 33,117.43
TOTAL EQUITIES		4,465,629.84 662,181.97 0.00	5,299,613.50 825,150.80 0.00 0.00	833,983.66 162,968.83 129,851.40 33,117.43
TOTAL SWEDISH KRONA		4,465,629.84 662,181.97 0.00	5,299,613.50 825,150.80 0.00 0.00	833,983.66 162,968.83 129,851.40 33,117.43

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
SWISS FRANC 0.889350				
EQUITIES				
COMMON STOCK				
CIE FINANCIERE RICHEMONT SA COMMON STOCK	57.1630	504,292.09	783,393.60	279,101.51
BCRWZ18	88.80	544,419.72	880,860.85	336,441.13
	8,822		0.00	313,826.39
		0.00	0.00	22,614.74
CIE FINANCIERE RICHEMONT SA COMMON STOCK	0.00	0.00	0.00	0.00
B3DCZF3	0.00	0.00	0.00	0.00
	0		3,029.72	0.00
		3,245.40	3,406.66	0.00
JULIUS BAER GRUPPE AG CHF0.02 (REGD)	30.8078	528,816.18	735,348.60	206,532.42
B4R2R50	42.84	612,574.85	826,838.25	214,263.40
	17,165		0.00	232,228.52
		0.00	0.00	(17,965.12)
KUEHNE & NAGEL INTERNATIONAL AG CHF1(REG	110.8370	474,382.17	501,188.00	26,805.83
B142S60	117.10	504,902.93	563,544.16	58,641.23
	4,280		4,347.00	30,140.94
		4,540.66	4,887.84	28,500.29
NESTLE SA CHF0.10	57.3391	2,080,664.58	2,369,541.10	288,876.52
7123870	65.30	2,260,520.26	2,664,351.61	403,831.35
	36,287		11,417.68	324,817.60
		12,279.72	12,838.23	79,013.75
ROCHE HLDG AG GENUSSCHEINE NPV	152.4313	759,107.63	1,241,016.00	481,908.37
7110388	249.20	859,405.81	1,395,419.13	536,013.32
	4,980		7,855.68	541,865.83
		8,317.29	8,833.06	(5,852.51)
SCHINDLER HLDG AG PTG CERT CHF0.10	111.2600	380,286.57	448,783.40	68,496.83
B11TCY0	131.30	411,934.56	504,619.55	92,684.99
	3,418		2,031.92	77,018.97
		2,145.75	2,284.72	15,666.02
SONOVA HLDGS AG CHF0.05	97.5566	936,348.22	1,151,760.00	215,411.78
7156036	120.00	1,003,003.88	1,295,058.19	292,054.31
	9,598		0.00	242,212.59
		0.00	0.00	49,841.72

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FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT
MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
UBS AG CHF0.10 B18YFJ4	19.0702 16.92 44,994	858,046.00 926,033.49 0.00	761,298.48 856,016.73 0.00 0.00	(96,747.52) (70,016.76) (108,784.53) 38,767.77
TOTAL COMMON STOCK		8,521,943.44 7,122,795.50 30,528.82	7,992,329.18 8,986,708.47 28,682.00 32,250.51	1,470,385.74 1,863,912.97 1,653,326.31 210,586.66
TOTAL EQUITIES		6,521,943.44 7,122,795.50 30,528.82	7,992,329.18 8,986,708.47 28,682.00 32,250.51	1,470,385.74 1,863,912.97 1,653,326.31 210,586.66
TOTAL SWISS FRANC		6,521,943.44 7,122,795.50 30,528.82	7,992,329.18 8,986,708.47 28,682.00 32,250.51	1,470,385.74 1,863,912.97 1,653,326.31 210,586.66

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
U. S. DOLLAR				
EQUITIES				
COMMON STOCK				
ACCENTURE PLC CLS'A'USD0.0000225 G1151C101	61.8746 82.22 19,500	1,206,554.46	1,603,290.00 0.00	396,735.54
CANADIAN NATIONAL RAILWAY CO COM NPV 136375102	37.9268 57.02 27,280	1,034,643.97	1,555,505.60 0.00	520,861.63
COPA HOLDINGS SA NPV CLASS 'A' P31076105	82.7069 160.11 7,898	653,218.91	1,264,548.78 0.00	611,329.87
CREDICORP USD5 G2519Y108	130.6269 132.73 7,616	994,854.31	1,010,871.68 0.00	16,017.37
DAIRY FARM INTERNATIONAL HLDGS ORD USD0. CENTS 6180274	10.3530 9.50 27,000	279,529.99	256,500.00 0.00	(23,029.99)
METTLER TOLEDO USD0.01 592688105	184.4190 242.59 3,855	710,935.12	935,184.45 0.00	224,249.33
TOTAL COMMON STOCK		4,879,736.76	6,625,900.51 0.00	1,746,163.75
ADR				
AMBEV SA ADR USD 0 02319V103	8.2178 7.35 43,450	357,062.15	319,357.50 0.00	(37,704.65)
BANCO SANTANDER CHILE SA ADR REPR 400 CO 05965X109	31.0649 23.57 16,074	499,336.81	378,864.18 0.00	(120,472.63)
HDFC BANK ADR EACH REPR 3 ORD INR10(MGT) 40415F101	34.6079 34.44 21,950	759,643.46	755,958.00 0.00	(3,685.46)

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
ITAU UNIBANCO HLDG SA ADR EACH REPR 1 PR 465562106	15.1135 13.57 58,105	878,170.11	788,484.85 4,677.51	(89,685.26)
NICE SYSTEMS ADR EACH REPR 1 ORD ILS1 653656108	37.8230 40.96 18,310	692,539.73	749,977.60 0.00	57,437.87
SBERBANK OF RUSSIA ADR EACH REPR 4 ORD S B5SC091	13.8040 12.58 40,687	561,644.45	511,842.46 0.00	(49,801.99)
TAIWAN SEMICONDUCTOR MANUFACTURING ADS E INTO 5 ORD SHS 874039100	13.9912 17.44 87,360	1,222,268.42	1,523,558.40 0.00	301,289.98
TOTAL ADR		4,970,665.13	5,028,042.99 4,677.51	57,377.86
TOTAL EQUITIES		9,850,401.89	11,653,943.50 4,677.51	1,803,541.61
TOTAL U. S. DOLLAR		9,850,401.89	11,653,943.50 4,677.51	1,803,541.61
TOTAL SECURITIES		70,423,053.89	85,052,840.48 122,251.80	14,629,786.59 14,869,911.03 (240,124.44)

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT MANAGEMENT
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SUMMARY * *	BASE COST	BASE MARKET VALUE	UNREALIZED GAIN(LOSS) TOTAL BASE MARKET CURRENCY
CASH	556,887.83	559,667.41	2,779.58 - 2,779.58
SECURITIES	70,423,053.89	85,052,840.48	14,629,786.59 14,869,911.03 (240,124.44)
RECEIVABLES	118,271.20	122,251.80	3,980.60 - 3,980.60
TOTAL NET ASSETS	71,098,212.92	85,734,759.69	14,636,546.77 14,869,911.03 (233,364.26)

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FD408
SUMMARY STATEMENT OF NET
REALIZED GAINS AND (LOSSES)

RICHARD KING MELLON FOUNDATION - MFS INVESTMENT
MANAGEMENT
BASE CURRENCY: USD

P 76034
DECEMBER 31,2012
THROUGH DECEMBER 31,2013

	PROCEEDS COST	NET REALIZED GAIN(LOSS) TOTAL	MARKET	CURRENCY
AUSTRALIAN DOLLAR				
CURRENCY	167,153.30 (167,934.60)	(781.30)	-	(781.30)
SPOT CURRENCY CONTRACTS	(46,529.16) 46,546.02	16.86	-	16.86
FORWARD CURRENCY CONTRACTS	(381,388.95) 378,415.80	(2,973.15)	-	(2,973.15)
SECURITIES	508,451.26 (857,190.68)	(348,739.42)	(275,483.69)	(73,255.73)
RECEIVABLES/PAYABLES	377,826.05 (374,823.00)	3,003.05	-	3,003.05
TOTAL AUSTRALIAN DOLLAR	625,512.50 (974,986.46)	(349,473.96)	(275,483.69)	(73,990.27)
BRAZILIAN REAL				
CURRENCY	498,271.11 (498,403.51)	(132.40)	-	(132.40)
SPOT CURRENCY CONTRACTS	212,449.58 (211,423.58)	1,026.00	-	1,026.00
FORWARD CURRENCY CONTRACTS	53,309.21 (52,480.09)	829.12	-	829.12
SECURITIES	552,438.89 (698,682.56)	(146,243.67)	(50,064.06)	(96,179.61)
RECEIVABLES/PAYABLES	(329,498.08) 326,393.23	(3,104.85)	-	(3,104.85)
TOTAL BRAZILIAN REAL	986,970.71 (1,134,596.51)	(147,625.80)	(50,064.06)	(97,561.74)
BRITISH POUND				
CURRENCY	707,224.18 (707,366.70)	(142.52)	-	(142.52)
SPOT CURRENCY CONTRACTS	(179,187.15) 177,953.11	(1,234.04)	-	(1,234.04)

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION
MONDRIAN INV PARTNERS LTD
BASE CURRENCY: USD

PAGE 6
P 82089
AS OF DECEMBER 31,2013

* * CASH * *	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) CURRENCY
AUSTRALIAN DOLLAR 1.117756			
AUSTRALIAN DOLLAR	0.48 0.44 0.00	0.48 0.43 0.00 0.00	- (0.01)
BRITISH POUND 0.603774			
BRITISH POUND	0.61 1.00 0.00	0.61 1.01 0.00 0.00	- 0.01
EURO 0.725716			
EURO	20,148.41 27,600.86 0.00	20,148.41 27,763.50 0.00 0.00	- 162.64
SINGAPORE DOLLAR 1.262600			
SINGAPORE DOLLAR	0.76 0.59 0.00	0.76 0.60 0.00 0.00	- 0.01
SWISS FRANC 0.889350			
SWISS FRANC	0.02 0.02 0.00	0.02 0.02 0.00 0.00	- 0.00
U. S. DOLLAR			
U. S. DOLLAR	861,040.52	861,040.52 0.00	0.00
TOTAL CASH	888,643.43	888,806.08 0.00	162.65

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION
MONDRIAN INV PARTNERS LTD
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
AUSTRALIAN DOLLAR 1.117756				
EQUITIES				
COMMON STOCK				
AMP NPV(POST RECON) 6709958	4.8277 4.39 236,321	1,140,885.53 1,203,511.40 0.00	1,037,449.19 928,153.90 0.00 0.00	(103,436.34) (275,357.50) (92,539.32) (182,818.18)
QBE INSURANCE GROUP NPV 6715740	21.1637 11.51 75,070	1,588,760.20 1,477,172.20 0.00	864,055.70 773,027.42 0.00 0.00	(724,704.50) (704,144.78) (648,356.89) (55,787.89)
TOTAL COMMON STOCK		2,729,645.73 2,680,683.60 0.00	1,901,504.89 1,701,181.32 0.00 0.00	(828,140.84) (979,502.28) (740,896.21) (238,606.07)
TOTAL EQUITIES		2,729,645.73 2,680,683.60 0.00	1,901,504.89 1,701,181.32 0.00 0.00	(828,140.84) (979,502.28) (740,896.21) (238,606.07)
TOTAL AUSTRALIAN DOLLAR		2,729,645.73 2,680,683.60 0.00	1,901,504.89 1,701,181.32 0.00 0.00	(828,140.84) (979,502.28) (740,896.21) (238,606.07)

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JPMorgan Chase Bank N.A.
270 Park Ave.
New York, NY 10017

J.P.Morgan

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DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION
MONDRIAN INV PARTNERS LTD
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *

	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
BRITISH POUND 0.603774				
EQUITIES				
COMMON STOCK				
AMEC PLC GBP0.50 0028262	10.4591 10.88 58,180	608,510.69 919,583.57 12,784.84	632,998.40 1,048,403.59 7,854.30 13,008.68	24,487.71 128,820.02 40,557.76 88,262.26
BG GROUP ORD GBP0.10 0876289	6.4049 12.975 76,725	491,418.49 761,415.12 0.00	995,506.88 1,648,808.26 0.00 0.00	504,088.39 887,393.14 834,896.39 52,496.75
COMPASS GROUP ORD GBP0.10 0533153	4.2288 9.68 113,659	480,636.56 796,133.14 0.00	1,100,219.12 1,822,237.90 0.00 0.00	619,582.56 1,026,104.76 1,026,183.60 (78.84)
GLAXOSMITHKLINE ORD GBP0.25 0925288	13.0525 16.115 84,207	1,099,109.23 1,852,974.24 24,499.69	1,356,995.81 2,247,524.29 15,322.36 25,377.66	257,886.58 394,550.05 427,124.64 (32,574.59)
G4S PLC ORD GBP0.25 B01FLG6	2.3333 2.625 266,084	620,848.49 957,866.71 0.00	698,470.50 1,156,841.76 0.00 0.00	77,622.01 198,975.05 128,561.46 70,413.59
NATIONAL GRID ORD GBP0.113953 B08SNH3	7.0324 7.88 159,509.4100	1,121,729.91 1,759,885.79 37,773.43	1,256,934.15 2,081,797.17 23,112.91 38,280.76	135,204.24 321,911.38 223,932.02 97,979.36
TESCO ORD GBP0.05 0884709	3.9577 3.3435 395,659	1,565,917.07 2,483,668.83 0.00	1,322,885.87 2,191,029.70 0.00 0.00	(243,031.20) (292,639.13) (402,520.42) 109,881.29
UNILEVER ORD GBP0.031111 B1ORZP7	17.9943 24.82 55,015	989,955.02 1,704,164.12 0.00	1,365,472.30 2,261,563.48 0.00 0.00	375,517.28 557,399.36 621,950.48 (64,551.12)

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION
MONDRIAN INV PARTNERS LTD
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
VODAFONE GROUP ORD USD0.11428571 B16GWD5	1.4629 2.37 475,662	695,847.03 1,149,120.40 27,150.84	1,127,318.94 1,867,121.98 16,790.87 27,809.88	431,471.91 718,001.58 714,625.36 3,376.22
TOTAL COMMON STOCK		7,673,972.49 12,384,811.92 102,208.80	9,856,801.97 16,325,328.13 63,080.44 104,476.98	2,182,829.48 3,940,516.21 3,615,311.29 325,204.92
TOTAL EQUITIES		7,673,972.49 12,384,811.92 102,208.80	9,856,801.97 16,325,328.13 63,080.44 104,476.98	2,182,829.48 3,940,516.21 3,615,311.29 325,204.92
TOTAL BRITISH POUND		7,673,972.49 12,384,811.92 102,208.80	9,856,801.97 16,325,328.13 63,080.44 104,476.98	2,182,829.48 3,940,516.21 3,615,311.29 325,204.92

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FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION
MONDRIAN INV PARTNERS LTD
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST / MARKET PRICE / SHARES/PAR	LOCAL COST / BASE COST / BASE ACCRUAL	LOCAL MARKET VALUE / BASE MARKET VALUE / LOCAL ACCRUAL / BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL / TOTAL BASE / MARKET / CURRENCY
EURO 0.725716				
EQUITIES				
COMMON STOCK				
BANCO SANTANDER SA EURO.50	6.4585	690,494.62	695,571.55	5,076.93
5705946	6.506	945,520.33	958,462.81	12,942.48
	106,912.3200		1,446.09	6,995.77
		1,984.72	1,992.64	5,946.71
CARREFOUR EUR2.5	17.4282	177,384.18	293,228.18	115,844.00
5641567	28.81	239,220.78	404,053.77	164,832.99
	10,178		0.00	159,627.24
		0.00	0.00	5,205.75
COMPAGNIE DE ST-GOBAIN EUR4	29.4764	983,522.29	1,333,821.44	350,299.15
7380482	39.975	1,333,800.62	1,837,939.25	504,138.63
	33,366.3900		0.00	482,694.71
		0.00	0.00	21,443.92
DAIMLER AG ORD NPV(REGD)	35.6614	462,385.34	815,561.40	353,176.06
5529027	62.90	589,966.38	1,123,802.83	533,836.45
	12,966		7,523.52	486,658.96
		9,875.75	10,367.03	47,177.49
DEUTSCHE TELEKOM AG NPV(REGD)	10.1549	1,523,410.97	1,864,723.74	341,312.77
5842359	12.43	2,089,534.18	2,569,496.07	479,961.89
	150,018		0.00	470,311.95
		0.00	0.00	9,649.94
ENI NPV	16.5329	1,565,548.05	1,656,180.57	90,632.52
7145056	17.49	2,135,699.77	2,282,134.01	146,434.24
	94,693		0.00	124,887.08
		0.00	0.00	21,547.16
GDF SUEZ EUR1	21.9965	509,218.62	395,749.25	(113,469.37)
B0C2CQ3	17.095	726,978.65	545,322.68	(181,655.97)
	23,150		0.00	(156,355.11)
		0.00	0.00	(25,300.86)
GDF SUEZ VVPR STRIP	0.00	0.00	12.58	12.58
B3B9KQ2	0.001	0.00	17.33	17.33
	12,579		0.00	17.33
		0.00	0.00	0.00

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION
MONDRIAN INV PARTNERS LTD
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
GEA GROUP AG NPV 4557104	25.4033 34.60 17,449	443,262.41 579,649.43 0.00	603,735.40 831,917.19 0.00 0.00	160,472.99 252,267.76 221,123.75 31,144.01
IBERDROLA SA EURO.75 B288C92	4.0374 4.635 406,034	1,639,330.37 2,181,896.13 2,251.89	1,881,967.59 2,593,257.23 1,593.76 2,196.13	242,637.22 411,361.10 334,341.95 77,019.15
INTESA SANPAOLO SPA EURO.52 4076836	0.00 0.00 0	0.00 0.00 32,665.31	0.00 0.00 23,262.54 32,054.62	0.00 0.00 0.00 0.00
KONINKLIJKE AHOLD NV EURO.30 5252602	9.5825 13.05 123,292	1,181,440.99 1,605,482.17 10,836.44	1,608,960.60 2,217,067.25 8,283.79 11,414.65	427,519.61 611,585.08 589,100.64 22,484.44
ORANGE EUR4 5176177	13.3327 9.00 138,669	1,848,830.60 2,520,404.52 0.00	1,248,021.00 1,719,710.53 0.00 0.00	(600,809.60) (800,693.99) (827,885.58) 27,191.59
REED ELSEVIER NV EURO.07 4148810	10.2734 15.40 60,115	617,584.10 809,188.05 6,508.47	925,771.00 1,275,666.14 4,922.46 6,782.90	308,186.90 466,478.09 424,666.14 41,811.95
ROYAL DUTCH SHELL 'A'ORD EURO.07 B09CBL4E	0.00 0.00 0	0.00 0.00 2,699.86	0.00 0.00 2,088.69 2,878.11	0.00 0.00 0.00 0.00
ROYAL DUTCH SHELL PLC COMMON STOCK GBP O B09CBL4	22.8957 25.905 54,384.6800	1,245,174.07 1,691,617.96 USD 0.77	1,408,835.14 1,941,304.37 0.77 0.77	163,661.07 249,686.41 225,516.77 24,169.64
RWE AG(NEU) NPV'A' 4768962	28.5468 26.605 26,651	760,799.65 1,051,373.57 87,760.29	709,049.86 977,035.25 64,828.04 89,329.79	(51,749.79) (74,338.32) (71,308.63) (3,029.69)

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FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION
MONDRIAN INV PARTNERS LTD
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
SANOFI EUR2	54.3651	1,238,110.93	1,756,330.88	518,219.95
5671735	77.12	1,670,666.25	2,420,136.13	749,469.88
	22,774		0.00	714,081.17
		0.00	0.00	35,388.71
SAP AG ORD NPV	55.2159	867,220.39	978,640.86	111,420.47
4846288	62.31	1,146,660.82	1,348,518.17	201,857.35
	15,706		0.00	153,531.83
		0.00	0.00	48,325.52
SOCIETE GENERALE EUR1.25	21.9606	323,919.36	622,745.00	298,825.64
5966516	42.22	456,194.40	858,111.47	401,917.07
	14,750		0.00	411,766.79
		0.00	0.00	(9,849.72)
TELEFONICA SA EUR1	13.1044	1,679,606.41	1,516,903.79	(162,702.62)
5732524	11.835	2,159,839.64	2,090,217.57	(69,622.07)
	128,171		3,451.17	(224,196.08)
		4,745.70	4,755.54	154,574.01
TOTAL SA COMMON STOCK EUR 2.5	43.2552	1,908,894.71	1,965,153.43	56,258.72
B15C557	44.53	2,169,572.13	2,707,883.16	538,311.03
	44,131		0.00	77,521.70
		0.00	0.00	460,789.33
UNICREDIT SPA EURO.50	0.00	0.00	0.00	0.00
4232445	0.00	0.00	0.00	0.00
	0		8,209.68	0.00
		11,578.57	11,312.53	0.00
VALLOUREC(USIN A TUB DE LOR ESCAUT) EUR2	43.0291	503,052.73	462,963.60	(40,089.13)
B197DR6	39.60	659,379.41	637,940.69	(21,438.72)
	11,691		0.00	(55,240.81)
		0.00	0.00	33,802.09
VINCI EUR2.5	36.3056	758,394.51	996,831.67	238,437.16
B1XH026	47.72	1,025,633.84	1,373,584.19	347,950.35
	20,889.1800		0.00	328,554.49
		0.00	0.00	19,395.86
TOTAL COMMON STOCK		20,927,585.30	23,740,758.53	2,813,173.23
		27,788,279.03	32,713,578.09	4,925,299.06
			125,609.74	3,876,412.06
		170,907.77	173,084.71	1,048,887.00

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION
MONDRIAN INV PARTNERS LTD
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
ADR				
AGEAS SA/NV NPV VVPR STRIP B83COQ4	0.1298 0.0010 1,828.3000	237.24 337.46 0.00	1.83 2.52 0.00 0.00	(235.41) (334.94) (324.38) (10.56)
TOTAL ADR		237.24 337.46 0.00	1.83 2.52 0.00 0.00	(235.41) (334.94) (324.38) (10.56)
TOTAL EQUITIES		20,927,822.54 27,788,616.49 170,907.77	23,740,760.36 32,713,580.61 125,609.74 173,084.71	2,812,937.82 4,924,964.12 3,876,087.68 1,048,876.44
TOTAL EURO		20,927,822.54 27,788,616.49 170,907.77	23,740,760.36 32,713,580.61 125,609.74 173,084.71	2,812,937.82 4,924,964.12 3,876,087.68 1,048,876.44

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JPMorgan Chase Bank N.A.
270 Park Ave.
New York, NY 10017

J.P.Morgan

FD408
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION
MONDRIAN INV PARTNERS LTD
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
HONG KONG DOLLAR 7.753750				
EQUITIES				
COMMON STOCK				
CHINA MOBILE LTD HKD0.10 6073556	82.8855 80.40 104,500	8,661,534.87 1,115,744.07 0.00	8,401,800.00 1,083,578.91 0.00 0.00	(259,734.87) (32,165.16) (33,497.97) 1,332.81
TOTAL COMMON STOCK		8,661,534.87 1,115,744.07 0.00	8,401,800.00 1,083,578.91 0.00 0.00	(259,734.87) (32,165.16) (33,497.97) 1,332.81
TOTAL EQUITIES		8,661,534.87 1,115,744.07 0.00	8,401,800.00 1,083,578.91 0.00 0.00	(259,734.87) (32,165.16) (33,497.97) 1,332.81
TOTAL HONG KONG DOLLAR		8,661,534.87 1,115,744.07 0.00	8,401,800.00 1,083,578.91 0.00 0.00	(259,734.87) (32,165.16) (33,497.97) 1,332.81

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION
MONDRIAN INV PARTNERS LTD
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
JAPANESE YEN 105.105000				
EQUITIES				
COMMON STOCK				
ASTELLAS PHARMA INC NPV 6985383	3,126.4010 6,230.00 24,400	76,284,185 893,241.79 0.00	152,012,000 1,446,287.05 0 0.00	75,727,815 553,045.26 720,496.80 (167,451.54)
CANON INC NPV 6172323	3,276.5344 3,330.00 68,800	225,425,570 2,441,018.40 39,659.85	229,104,000 2,179,763.09 4,152,386 39,507.03	3,678,430 (261,255.31) 34,997.66 (296,252.97)
HOYA CORP NPV 6441506	1,668.3312 2,922.00 38,600	64,397,583 794,287.98 0.00	112,789,200 1,073,109.75 0 0.00	48,391,617 278,821.77 460,412.15 (181,590.38)
KAO CORP NPV 6483809	2,685.2036 3,310.00 56,300	151,176,961 1,472,580.24 15,977.46	186,353,000 1,773,017.46 1,672,840 15,915.89	35,176,039 300,437.22 334,675.23 (34,238.01)
NTT DOCOMO INC NPV 6129277	1,644.0076 1,725.00 18,700	30,742,942 299,639.43 0.00	32,257,500 306,907.38 0 0.00	1,514,558 7,267.95 14,409.95 (7,142.00)
SEVEN & I HOLDINGS CO LTD NPV B0FS5D6	2,034.7774 4,180.00 36,900	75,083,285 902,820.88 0.00	154,242,000 1,467,503.92 0 0.00	79,158,715 564,683.04 753,139.39 (188,456.35)
TAKEDA PHARMACEUTICAL CO NPV 6870445	4,313.0612 4,825.00 35,500	153,113,671 1,668,821.40 0.00	171,287,500 1,629,679.84 0 0.00	18,173,829 (39,141.56) 172,911.18 (212,052.74)
TOKIO MARINE HOLDINGS INC 6513126	2,824.0364 3,515.00 41,200	116,350,300 1,215,726.65 0.00	144,818,000 1,377,841.21 0 0.00	28,467,700 162,114.56 270,850.10 (108,735.54)

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION
MONDRIAN INV PARTNERS LTD
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
TOKYO ELECTRON NPV 6895675	3,769.2557 5,760.00 15,100	56,915,761 716,975.31 0.00	86,976,000 827,515.34 0 0.00	30,060,239 110,540.03 286,001.98 (175,461.95)
TOTAL COMMON STOCK		949,490,258 10,405,112.08 55,637.31	1,269,839,200 12,081,625.04 5,825,226 55,422.92	320,348,942 1,676,512.96 3,047,894.44 (1,371,381.48)
TOTAL EQUITIES		949,490,258 10,405,112.08 55,637.31	1,269,839,200 12,081,625.04 5,825,226 55,422.92	320,348,942 1,676,512.96 3,047,894.44 (1,371,381.48)
TOTAL JAPANESE YEN		949,490,258 10,405,112.08 55,637.31	1,269,839,200 12,081,625.04 5,825,226 55,422.92	320,348,942 1,676,512.96 3,047,894.44 (1,371,381.48)

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION
MONDRIAN INV PARTNERS LTD
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
SINGAPORE DOLLAR 1.262600				
EQUITIES				
COMMON STOCK				
SEMBCORP INDUSTRIES NPV B08X163	4.9646 5.49 179,000	888,669.86 714,146.00 0.00	982,710.00 778,322.51 0.00 0.00	94,040.14 64,176.51 74,481.35 (10,304.84)
SINGAPORE TELECOMMUNICATIONS NPV(BOARD L B02PY22	2.9150 3.66 351,000	1,023,171.64 758,603.74 18,830.03	1,284,660.00 1,017,471.88 23,868.00 18,903.85	261,488.36 258,868.14 207,103.09 51,765.05
UNITED OVERSEAS BANK NPV 6916781	13.5648 21.24 63,812	865,597.69 623,198.17 0.00	1,355,366.88 1,073,472.90 0.00 0.00	489,769.19 450,274.73 387,905.27 62,369.46
TOTAL COMMON STOCK		2,777,439.19 2,095,947.91 18,830.03	3,622,736.88 2,869,267.29 23,868.00 18,903.85	845,297.69 773,319.38 669,489.71 103,829.67
TOTAL EQUITIES		2,777,439.19 2,095,947.91 18,830.03	3,622,736.88 2,869,267.29 23,868.00 18,903.85	845,297.69 773,319.38 669,489.71 103,829.67
TOTAL SINGAPORE DOLLAR		2,777,439.19 2,095,947.91 18,830.03	3,622,736.88 2,869,267.29 23,868.00 18,903.85	845,297.69 773,319.38 669,489.71 103,829.67

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FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION
MONDRIAN INV PARTNERS LTD
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST / MARKET PRICE / SHARES/PAR	LOCAL COST / BASE COST / BASE ACCRUAL	LOCAL MARKET VALUE / BASE MARKET VALUE / LOCAL ACCRUAL / BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL / TOTAL BASE / MARKET / CURRENCY
SWISS FRANC 0.889350				
EQUITIES				
COMMON STOCK				
ABB LTD CHF1.03	16.4857	1,258,795.27	1,792,862.36	534,067.09
7108899	23.48	1,347,350.00	2,015,924.39	668,574.39
	76,357		0.00	600,513.96
		0.00	0.00	68,060.43
NESTLE SA CHF0.10	65.6930	1,059,168.98	1,052,831.90	(6,337.08)
7123870	65.30	1,173,612.01	1,183,821.78	10,209.77
	16,123		0.00	(7,125.53)
		0.00	0.00	17,335.30
NOVARTIS AG CHF0.50(REGD)	56.8760	1,697,292.85	2,124,750.40	427,457.55
7103065	71.20	1,631,076.96	2,389,104.85	758,027.89
	29,842		13,317.00	480,640.42
		14,296.30	14,973.86	277,387.47
ZURICH INSURANCE GROUP LTD CHF0.10	205.7672	1,454,568.08	1,827,336.50	372,768.42
5983816	258.50	1,530,780.27	2,054,687.69	523,907.42
	7,069		0.00	419,147.02
		0.00	0.00	104,760.40
TOTAL COMMON STOCK		5,469,825.18	6,797,781.16	1,327,955.98
		5,682,819.24	7,643,538.71	1,960,719.47
			13,317.00	1,493,175.87
		14,296.30	14,973.86	467,543.60
TOTAL EQUITIES		5,469,825.18	6,797,781.16	1,327,955.98
		5,682,819.24	7,643,538.71	1,960,719.47
			13,317.00	1,493,175.87
		14,296.30	14,973.86	467,543.60
TOTAL SWISS FRANC		5,469,825.18	6,797,781.16	1,327,955.98
		5,682,819.24	7,643,538.71	1,960,719.47
			13,317.00	1,493,175.87
		14,296.30	14,973.86	467,543.60

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION
MONDRIAN INV PARTNERS LTD
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
U. S. DOLLAR				
EQUITIES				
COMMON STOCK				
JARDINE MATHESON HLDGS ORD USD0.25(USD) 6472119	14.9430 52.31 12,600	188,282.36	659,106.00 0.00	470,823.64
TOTAL COMMON STOCK		188,282.36	659,106.00 0.00	470,823.64
ADR				
TAIWAN SEMICONDUCTOR MANUFACTURING ADS E INTO 5 ORD SHS 874039100	11.6371 17.44 37,600	437,556.67	655,744.00 0.00	218,187.33
TEVA PHARMACEUTICAL INDUSTRIES ADR EACH ORD 881624209	44.4811 40.08 55,700	2,477,598.42	2,232,456.00 0.00	(245,142.42)
TOTAL ADR		2,915,155.09	2,888,200.00 0.00	(26,955.09)
TOTAL EQUITIES		3,103,437.45	3,547,306.00 0.00	443,868.55
TOTAL U. S. DOLLAR		3,103,437.45	3,547,306.00 0.00	443,868.55
TOTAL SECURITIES		65,257,172.76	77,965,406.01 366,862.32	12,708,233.25 12,371,433.36 336,799.89

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JPMorgan Chase Bank N.A.
270 Park Ave.
New York, NY 10017

J.P.Morgan

FD406
DETAIL STATEMENT OF
ASSETS AND LIABILITIES

RICHARD KING MELLON FOUNDATION
MONDRIAN INV PARTNERS LTD
BASE CURRENCY: USD

AS OF DECEMBER 31,2013

* * SUMMARY * *	BASE COST	BASE MARKET VALUE	UNREALIZED GAIN(LOSS) TOTAL BASE MARKET CURRENCY
CASH	888,643.43	888,806.08	162.65 - 162.65
SECURITIES	65,257,172.76	77,965,406.01	12,708,233.25 12,371,433.36 336,799.89
RECEIVABLES	5,214,714.80	5,211,902.73	(2,812.07) - (2,812.07)
PAYABLES	(4,852,834.59)	(4,749,022.38)	103,812.21 - 103,812.21
TOTAL NET ASSETS	66,507,696.40	79,317,092.44	12,809,396.04 12,371,433.36 437,962.68

12/31/2013	005 - Alternative Investments	071 - Private Equity	YRC WORLDWIDE INC 10% 3/31/15	206,017.15	225,191.50	19,174.35
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	ALASKA COMM SYSTEMS 6.25% 5/01/18	508,452.75	583,840.00	75,387.25
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	AMERICAN RESIDENTIAL 3.25% 11/15/18	215,000.00	223,331.25	8,331.25
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	ARES CAPITAL CORP 4.375% 1/15/19	281,762.50	296,279.55	14,517.05
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	B2GOLD CORP 3.25% 10/01/18	401,952.93	387,000.00	-14,952.93
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	BLACKROCK KELSO CAPITA 5.5% 2/15/18	977,649.43	996,937.50	19,288.07
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	CAL DIVE INTERNATIONAL 5.0% 7/15/17	160,442.50	174,385.20	13,942.30
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	CAMPUS CREST COMMUNIT 4.75% 10/15/18	577,272.23	582,906.25	5,634.02
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	CBIZ INC 4.875% 10/01/15	193,803.18	255,000.93	61,197.75
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	CEMEX SAB DE CV 7.25% 1/15/21	650,000.00	672,750.00	22,750.00
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	CLEARWIRE COMM FIN 8.25% 12/01/40	764,293.75	862,500.00	98,206.25
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	COX COMMUNICATIONS 9.375% 1/15/19	1,277,730.00	1,258,110.00	-19,620.00
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	COX COMMUNICATIONS IN 2.95% 6/30/23	857,730.00	873,840.50	16,110.50
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	ENEL FINANCE INTL NV 6.8% 9/15/37	966,771.00	1,010,607.00	43,836.00
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	GSV CAPITAL CORP 144A 5.25% 9/15/18	372,232.50	365,925.00	6,307.50
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	JAMES RIVER COAL CO 10.0% 4/01/15	224,471.45	331,127.49	153,343.55
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	JINKOSOLAR HLDG CO LT 4.0% 5/15/16	166,625.00	301,668.75	135,043.75
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	KINGDOM OF SPAIN 4.0% 3/06/18	611,228.00	609,900.00	-1,328.00
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	LAS OPER PARTNERSHIP 5.0% 3/15/18	1,086,051.10	1,021,899.30	-64,151.80
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	MDC INVESTMENT CORP 9.0% 4/01/63	432,262.50	452,275.00	20,012.50
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	MYRIAD INT HOLDINGS BV 6.0% 7/18/20	640,500.00	642,000.00	1,500.00
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	NORTHSTAR REAL TY FIN 7.25% 6/15/27	322,760.00	319,882.80	-2,877.20
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	OWENS-BROCKWAY 3.0% 6/01/15	381,754.81	428,631.48	46,876.67
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	PENNYMAC CORP 5.375% 5/01/20	1,049,392.02	1,001,893.75	-47,498.27
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	RENESOLA LTD 4.125% 3/15/18	419,025.00	430,550.00	11,525.00
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	SILVER STD RES 2.875% 2/01/33	126,287.45	128,806.25	2,518.80
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	VANTAGE DRLLNG CO 144 5.5% 7/15/43	240,000.00	258,000.00	18,000.00
12/31/2013	005 - Alternative Investments	072 - Other Direct/Private Investment	ZAIS FINANCIAL CORP 8.0% 11/15/16	415,000.00	415,000.00	0.00
	005 - Alternative Investments Total			14,656,477.75	14,980,639.43	324,161.68

12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	AOL TIME WARNER INC 7.625% 4/15/31	771,373.00	784,623.40	13,250.40
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	AOL TIME WARNER INC 7.7% 5/01/32	1,128,825.00	1,155,573.00	26,748.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	APPLE INC 2.4% 5/03/23	139,699.60	139,377.55	322.05
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	AT&T INC 6.55% 2/15/39	930,221.40	943,434.30	13,212.90
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	BAC CAPITAL TRUST XI 6.625% 5/23/36	1,278,533.50	1,292,467.00	14,068.50
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	BANK OF AMERICA CORP 7.625% 6/01/19	1,538,960.00	1,550,412.50	11,452.50
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	BANK OF MONTREAL 1.3% 7/15/16	69,936.30	70,587.30	651.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	BANK OF NOVA SCOTIA 1.375% 7/15/16	34,968.15	35,385.00	416.85
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	BAPTIST HEALTH SOUTH 4.59% 8/15/21	140,000.00	144,348.40	4,348.40
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	BERKSHIRE HATHAWAY FIN 1.6% 5/15/17	44,965.35	45,431.80	466.45
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	BERKSHIRE HATHAWAY IN 1.55% 2/09/18	49,930.50	49,437.00	-493.50
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	BOSTON PROPERTIES LP 3.85% 2/01/23	974,460.00	977,050.00	5,000.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	BOSTON PROPERTIES LP 4.125% 5/15/21	252,513.00	250,937.25	-1,575.75
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	CANADIAN IMPERIAL BAN 1.35% 7/18/16	69,956.60	70,499.80	543.20
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	CAPITAL ONE FINANCIA 3.5% 6/15/23	1,269,972.00	1,267,258.50	2,713.50
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	CATHOLIC HEALTH INITIA 2.6% 8/01/18	39,983.20	40,131.20	148.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	CHUBB CORP 5.75% 5/15/18	135,719.10	143,678.75	7,959.65
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	CIGNA CORP 6.15% 11/15/36	631,812.50	619,778.50	12,034.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	CIGNA CORP 7.65% 3/01/23	249,190.00	241,736.00	-7,454.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	CIGNA CORP 5.5% 5/31/19	706,189.00	702,685.50	3,503.50
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	CITIGROUP INC 4.05% 7/30/22	314,086.50	321,379.50	7,293.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	CITIGROUP INC 6.125% 11/21/17	634,458.00	633,990.50	-467.50
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	DOW CHEMICAL CO 7.375% 11/01/29	630,675.00	642,555.00	11,880.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	DOW CHEMICAL CO 8.55% 5/15/19	1,277,290.00	1,291,150.00	13,860.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	DRYSHIPS INC 5.0% 12/01/14	822,785.78	937,864.64	115,078.86
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	ERP OPERATING LP 3.0% 4/15/23	924,530.00	913,140.00	11,390.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	EXPORT IMPORT BK KOR 4.125% 9/09/15	399,920.00	420,232.00	20,312.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	EXPORT IMPORT BK KOREA 4.0% 1/11/17	374,276.25	397,271.25	22,995.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	FORD MOTOR CREDIT CO 5.875% 8/02/21	2,221,580.00	2,267,420.00	45,840.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	GENERAL ELEC CAP CORP 4.65% 10/17/21	650,054.75	626,433.75	23,621.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	GENERAL ELEC CAP CORP 5.5% 1/08/20	1,042,388.75	1,002,015.00	-40,373.75
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	HCA INC 6.5% 2/15/16	1,867,875.00	1,859,375.00	8,500.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	HEALTH NET INC 6.375% 6/01/17	375,812.50	377,125.00	1,312.50
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	HOME INNS HTL MNGMT IN 2.0% 12/15/15	499,703.35	579,281.25	79,577.90
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	H S B C HOLDINGS PLC 4.0% 3/30/22	99,348.00	102,785.00	3,437.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	HSBC HOLDINGS PLC 5.1% 4/05/21	332,387.25	361,221.25	28,834.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	HSBC HOLDINGS PLC 6.5% 5/02/36	1,278,652.50	1,332,596.25	53,943.75
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	HSBC USA INC 2.375% 2/13/15	69,850.90	71,425.90	1,575.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	JAIPRAKASH ASSOCIATES 5.75% 9/08/17	174,000.00	171,100.00	2,900.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 - Corporate	JPMORGAN CHASE & CO 3.375% 5/01/23	639,534.00	652,400.00	12,866.00

12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	LEGG MASON INC 5.5% 5/21/19	653,404.00	655,352.00	2,567.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	MACYS RETAIL HLDGS INC 6.9% 04/01/29	1,251,552.00	1,248,255.00	3,024.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	MACYS RETAIL HLDGS INC 6.5% 1/15/22	600,778.50	629,491.50	1,457.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	N T C ... AUSTRALIA 8.13% 7/25/16	74,064.75	75,418.00	-47.25
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	NEWS AMER CAP INC 6.15% 3/01/37	531,358.75	631,378.75	320.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	PETROBRAS INTL FIN CO 5.375% 1/27/21	1,616,658.00	1,583,541.00	33,117.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	PRC [illegible] COMPANIES 7.25% 3/15/23	324,753.00	316,206.00	-8,517.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	PROVIDENCE HLTH & SVC 4.379% 10/01/23	50,000.00	50,097.50	97.50
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	REED ELSEVIER CAP 8.625% 1/15/19	153,738.50	156,038.00	2,653.50
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	REED ELSEVIER CAPITAL 3.125% 10/15/22	534,246.34	535,367.75	1,120.41
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	ROYAL BK OF SCOTLAND 6.125% 1/11/21	616,921.50	622,523.00	5,601.50
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	ROYAL BK SCOTLND GRP 6.0% 12/19/23	272,519.50	276,953.00	4,433.50
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	ROYAL BK SCOTLND GRP 6.125% 12/15/22	1,001,359.05	1,006,890.00	5,531.05
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	SE[illegible] 5.0% 10/01/17	232,596.10	233,423.05	505.45
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	SHELL INTERNATIONAL FI 5.2% 3/22/17	1,926,455.31	1,725,091.92	55,433.69
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	S L M CORP 4.625% 9/25/17	1,268,750.00	1,297,525.00	[illegible]
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	SVENSKA HANDELSBANKEN 2.875% 4/04/17	203,427.50	203,415.00	12.50
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	TELECOM ITALIA CAP 7.175% 6/18/19	1,418,593.55	1,435,800.00	18,206.45
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	TELECOM ITALIA CAP 7.721% 6/04/38	225,720.00	220,500.00	4,250.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	TIME WARNER CABLE INC 7.3% 7/01/38	611,255.00	598,305.00	-12,950.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	TIME WARNER CABLE INC 8.0% 4/01/19	1,879,805.00	1,874,400.00	5,405.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	TOTAL CAPITAL INTL SA 1.5% 2/17/17	49,729.40	50,109.20	371.40
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	TOTAL CAPITAL INTL SA 1.55% 6/28/17	70,867.29	71,014.94	147.65
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	VERIZON COMMUNICATION 5.15% 9/15/23	1,557,350.50	1,575,550.00	18,200.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	VERIZON COMMUNICATION 6.55% 9/15/43	1,123,040.00	1,163,960.00	40,920.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	VULCAN MATERIALS 7.5% 6/15/21	957,312.50	969,000.00	11,687.50
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	WACHOVIA CORP 5.75% 2/01/18	160,374.25	172,862.00	12,487.75
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	WELLPOINT INC 5.875% 6/15/17	970,657.50	958,702.00	11,975.50
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 062 Corporate	XEROX CORPORATION 4.5% 5/15/21	2,242,584.50	2,212,573.50	29,911.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD A84623 6.5% 8/01/37	452,051.49	463,730.41	11,678.92
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD C51402 4.0% 10/01/31	542,293.33	535,081.50	-4,211.83
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD E02359 6.0% 8/01/22	344,764.05	372,702.92	27,537.94
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD E90227 6.0% 6/01/17	85,514.29	84,450.38	935.09
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD E90315 6.0% 7/01/17	80,252.08	80,335.48	83.50
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD G01749 5.5% 1/01/35	373,217.73	373,291.88	3,074.15
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD C01761 6.5% 12/01/32	438,574.21	481,024.64	44,450.43
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD G02050 6.0% 3/01/37	41,113.32	41,093.35	-19.97
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD G02855 6.5% 4/01/37	25,934.89	25,237.59	-675.50
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD G03657 6.0% 10/1/39	419,951.55	427,397.20	7,412.64
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD # G03720 6.0% 12/01/37	211,974.20	216,198.55	4,224.35
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD G04642 6.0% 11/01/28	44,063.50	45,099.37	1,035.47
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD G05375 5.5% 10/01/38	340,547.84	343,312.37	2,764.53
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD G06232 6.0% 3/01/40	607,483.91	609,481.15	1,997.24
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD G07491 4.5% 3/01/42	2,448,131.58	2,432,944.05	15,187.53
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD G07534 4.5% 7/01/41	1,260,939.95	1,265,227.95	4,603.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD G07515 4.5% 5/01/41	681,946.72	674,353.33	-7,593.39
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD G11450 5.5% 12/01/17	105,392.53	106,324.02	931.50
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD G11574 6% 2/1/19	102,416.58	104,272.04	1,855.46
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD G11575 6.5% 7/01/17	201,094.49	202,947.70	1,853.21
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD G11611 6% 9/1/18	205,423.39	206,347.73	924.34
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD G11673 6.0% 1/01/20	91,156.14	92,696.15	1,543.31
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD G14305 4.0% 11/01/28	2,201,811.53	2,187,958.15	[illegible]
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD G30542 5.5% 7/1/28	50,508.77	50,365.37	-141.40
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD H09203 6.0% 6/01/38	170,528.71	171,871.96	1,343.25
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD H09212 5.5% 5/01/38	380,540.75	383,664.28	3,123.53
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD J12293 4.5% 5/01/25	509,699.24	512,786.53	3,087.29
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC GOLD Z40001 6.5% 10/01/36	20,524.64	20,333.99	190.65
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC POOL # 1B1150 2.435% 9/1/33	229,915.20	243,066.75	13,031.55
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC POOL # 1B7?06 2.783% 11/1/35	895,978.93	974,976.60	78,997.62
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC POOL # 1G0169 2.935% 4/1/35	607,408.31	659,651.63	52,213.32
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC POOL # 1G0782 2.604% 3/1/36	334,942.83	337,153.37	2,210.54
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC POOL # 1J1359 2.561% 12/1/36	25,459.60	27,024.89	1,565.29
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC POOL # 1J1727 2.27% 6/1/37	13,030.93	13,512.69	481.76
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC POOL # 1J2537 2.526% 9/1/37	44,457.70	46,468.03	2,010.33
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC POOL # 1N0323 2.115% 12/1/35	4,409.52	4,624.73	215.21
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC POOL # 1Q0072 2.61% 4/1/38	13,526.39	14,091.04	564.65
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC POOL #G1-4868 4.0% 12/01/25	526,515.81	534,408.72	2,373.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FHLMC REMIC 4283 F 6.8156% 12/15/43	2,553,946.75	1,801,372.45	[illegible]
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 252442 6.5% 5/1/19	188,587.14	200,226.76	11,639.62
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 254003 6.0% 12/01/16	165,110.58	167,795.57	315.11
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 254296 6.5% 4/01/23	253,907.78	270,421.74	16,513.96
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 254441 6.5% 8/01/22	269,097.54	285,681.05	16,563.51
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 256260 6.5% 6/01/37	124,023.13	132,572.38	8,493.25
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 256933 7% 10/1/2037	340,065.27	365,449.27	25,384.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 257195 6.0% 2/01/38	271,015.55	253,601.55	2,274.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 310049 6.5% 2/01/35	144,052.33	146,266.53	2,214.20
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 313104 5.5% 8/01/37	83,511.50	83,342.72	-168.78
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 545621 8.5% 5/01/17	187,220.29	188,338.46	1,118.17
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 555025 6.0% 10/01/17	128,004.17	129,345.08	1,340.91
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 7.0% 3/01/37	537,577.84	539,555.15	2,078.34
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 725229 6.0% 3/01/34	100,816.06	102,375.85	1,559.49
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 725416 6.0% 1/01/19	153,677.61	153,745.77	68.16
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 725693 2.311% 10/1/33	519,015.57	554,786.40	35,770.83
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 725773 5.5% 9/01/34	65,024.22	65,342.50	318.28
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 735417 6.5% 3/01/35	612,348.27	642,582.74	30,234.47
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 735593 6.0% 8/01/19	548,630.68	556,220.60	7,589.92
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 745676 5.0% 7/01/35	146,248.59	146,425.92	176.53
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 735893 5.0% 12/01/35	65,695.23	65,745.64	50.41
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 745525 2.405% 9/1/36	11,634.67	12,259.95	625.28
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 745342 6.0% 4/01/34	1,178,098.47	1,313,169.57	135,071.10
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 888005 2.355% 3/1/38	10,261.92	10,749.62	487.70
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 888366 7% 4/1/2037	679,699.30	697,423.39	17,724.09
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 889069 7.0% 3/01/37	535,691.90	537,234.62	1,457.28
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 898379 2.325% 12/1/36	876,602.09	931,094.92	54,492.83
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 988251 5.525% 4/01/19	1,750,115.95	1,916,694.50	84,578.55
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 889673 6.0% 4/01/25	282,143.18	317,577.51	35,434.65
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 889157 6.0% 2/01/29	166,261.71	180,033.43	13,771.72
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 889324 6.5% 3/01/38	537,573.34	564,652.71	27,052.37
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 889505 6.0% 3/01/37	88,710.02	89,182.40	527.82
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # 890241 6.0% 5/01/40	90,247.03	90,851.73	604.70
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 Mortgage Backed Securities	FNMA POOL # [illegible] 2.402% [illegible]/1/36	23,334.53	24,506.91	1,172.38

12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA POOL #904281 2.68% 11/1/37	41,261.55	41,070.90	705.34
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA POOL #93 593 5.5% 4/01/23	47,262.22	47,668.91	405.92
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA POOL #952323 6.5% 10/01/37	175,343.01	185,237.49	10,874.48
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA POOL #965766 5% 10/1/22	894,214.44	956,456.57	62,452.13
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA POOL #993724 6.0% 5/01/39	814,243.95	824,644.57	10,370.42
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA POOL #AD5149 5.5% 10/01/39	53,416.31	54,329.67	913.36
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA POOL #995173A 5.5% 5/01/37	54,116.37	54,324.99	208.62
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA POOL #AD0103 6.5% 5/01/39	393,235.50	401,063.25	7,827.75
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA POOL #AL0198 5.5% 9/01/35	101,174.46	101,628.83	454.37
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA POOL #AD4651 6.0% 9/01/37	74,514.55	75,018.90	504.34
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA POOL #AE0964 5.5% 11/01/39	1,497,517.70	1,518,320.79	20,713.09
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA POOL #AE0442 6.5% 10/1/39	711,403.79	703,270.65	2,135.11
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA POOL #AE3467 5.5% 3/01/24	422,072.31	429,243.91	7,171.60
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA POOL #AE3?6 5.0% 3/01/40	422,236.28	426,406.86	4,170.58
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA POOL #AL0779 6.5% 1/01/49	232,023.16	245,017.75	7,005.51
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA POOL #AL4147 4.5% 1/01/25	415,845.37	417,111.19	1,265.82
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA POOL #AL4165 4.5% 1/01/31	1,673,955.29	1,654,374.56	-19,581.73
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA POOL #MA1815 4.0% 3/01/31	1,232,567.42	1,279,757.35	23,110.54
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA POOL #MA1834 4.0% 9/01/33	877,229.59	820,023.59	[illegible]
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA REMIC 2003 34 AT 6.0% 4/25/43	491,597.37	421,436.92	-70,160.45
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 063 - Mortgage Backed Securities	FNMA REMIC 2012 133 0.51451% 2/25/42	1,259,165.35	1,250,737.85	-8,457.50
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	AMCAR 2011 1 D 2.19% 1/08/16	125,351.96	125,868.61	516.65
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	AMOT 2010 4 A 1.0551% 8/15/17	150,530.64	151,501.50	944.86
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	AMOT 2012 5 A 1.54% 9/15/19	99,977.48	99,445.00	428.48
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	BACCT 2004 7 A7 0.3251% 12/15/16	125,595.11	149,548.50	23,952.72
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	CCCIT 2007-A8 A8 5.65% 9/20/19	98,435.00	114,515.00	15,080.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	CCCIT 2008 A1 A1 5.35% 2/07/20	132,793.67	142,405.00	9,611.33
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	CHAIT 2007 A3 A3 5.23% 4/15/19	163,355.34	190,573.40	27,187.48
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	CHAIT 2012 A5 A5 0.54% 10/16/17	1,350,220.24	1,378,191.20	2,029.18
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	HART 2011 A B 2.45% 4/15/16	149,975.01	152,700.00	2,724.99
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	JCPL 2002 A A4 6.16% 6/05/19	1,149,056.90	1,111,768.97	37,327.93
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	NCSEA 2012 1 A 1.0017% 7/25/39	83,685.21	84,720.59	1,035.38
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	NHHEL 2011 1 A2 1.652% 10/25/25	97,452.19	100,335.00	2,842.81
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	SBAP 2004 20K 1 4.83% 11/01/24	357,641.43	335,544.94	23,903.46
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	SBAP 2007 20E 1 5.31% 5/01/27	413,193.27	457,027.81	37,828.54
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	SBAP 2007 20F 1 5.71% 6/01/27	1,101,127.59	1,045,483.35	-55,603.63
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	SBAP 2009 20H 1 5.11% 8/01/25	1,151,933.48	1,129,196.55	52,736.03
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	SBAP 2009-20J 1 5.09% 10/01/25	1,021,061.37	962,675.16	58,386.21
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	SBA PART CERTFS CMO 4.35% 7/01/23	257,428.99	272,951.59	15,523.60
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	SDART 2010-1 A4 2.43% 5/15/17	149,957.93	150,835.50	877.60
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	SLMA 2012 C A2 3.31% 10/15/46	953,775.31	955,525.88	2,248.43
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	SMALL BUS ADMIN GTD 4.54% 5/01/23	243,351.72	261,904.71	18,552.99
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	SMALL BUSINESS AD 8.14% 1/01/22	88,293.15	90,358.10	1,561.42
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	SMALL BUSINESS ADMIN 4.82% 10/01/23	303,856.40	325,995.81	22,009.43
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	SMALL BUSINESS ADMIN 6.3% 5/01/18	19,934.65	20,054.23	119.54
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	SMALL BUSINESS ADMIN 7.1% 2/01/17	48,970.50	47,552.10	-1,418.49
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	SMALL BUSINESS ADMIN 7.15% 3/01/17	24,855.46	23,889.00	633.46
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	SMALL BUSINESS ADMIN 7.15% 12/01/19	50,207.29	50,191.23	-16.06
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	SMAT 2012-4US A4A 1.25% 8/14/18	109,865.11	109,511.56	353.55
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	SMAT 2013-2US A4A 1.18% 2/14/19	149,994.44	148,155.00	-1,839.44
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	STHEA 2012 1 A2 1.0951% 10/1/24	95,606.54	99,583.00	2,887.48
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	UNION PACIFIC CORP 6.65% 1/02/19	400,957.37	404,552.77	3,595.40
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 064 - Asset Backed Securities	USBR 2011-1 A2 1.163% 5/01/29	97,378.91	101,359.00	3,980.09
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	BALTIMORE MD BRD OF 1.25% 12/15/24	89,378.80	81,483.00	-8,035.80
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	BNSF RAILWAY CO 20 5.342% 4/01/24	277,087.59	314,332.85	38,305.24
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	BURLINGTN NO SF 00 1 8.251% 1/15/21	1,616,725.65	1,561,850.75	-54,874.90
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	BURLINGTN NO SF 01 1 6.727% 7/15/22	305,605.54	312,457.14	6,851.60
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	BURLINGTN NO SF 05 4.967% 4/01/23	201,932.59	200,036.50	1,906.09
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	BURLINGTON NO SF 99 2 7.57% 1/02/21	179,825.28	178,918.22	907.06
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	CALIFORNIA ST 7.625% 3/01/40	2,840,507.00	2,850,647.00	10,320.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	DETROIT MICH CITY SC 7.747% 5/01/39	224,447.02	223,009.50	-1,437.52
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	FHLMC STRCTD PASSTHRU 5.5% 10/25/43	1,409,220.09	1,509,415.35	100,195.29
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	FHS 317 F3 0.6556% 11/15/43	1,063,445.57	1,051,850.74	1,595.17
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	FNA 2012 M3 1A2 3.011% 1/25/20	1,312,950.56	1,268,358.00	-44,592.85
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	FNGT 2001 T4 A1 7.5% 7/25/41	195,682.50	221,312.70	25,629.71
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	FNW 2001 W3 A 7.0% 9/25/41	567,099.31	596,251.46	29,153.15
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	ILLINOIS ST 5.665% 3/01/18	2,229,493.00	2,234,863.00	5,371.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	ISLLC 2011 1 A 1.4953% 6/25/42	118,112.65	128,940.19	9,808.54
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	LOS ANGELES CALIF UN 5.75% 7/01/34	853,231.00	905,275.50	54,034.50
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	NCUA GUARANTEED NOTE 1.4% 6/12/15	484,134.25	482,329.25	-1,805.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	NEW JERSEY ECONOMIC 3.169% 9/01/14	110,000.00	112,037.20	2,037.20
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	NEW VALLEY GENERATIO 4.687% 1/15/22	272,011.34	260,434.49	11,577.45
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	PENNSYLVANIA ST TPK 5.846% 12/01/37	75,242.00	82,420.80	4,178.80
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	SMALL BUSINESS ADMIN 6.0% 9/01/18	31,111.37	31,825.73	[illegible]
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	SMALL BUSINESS ADMIN 7.25% 11/01/20	12,264.24	12,257.65	-6.59
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	SOUTHERN CALIF PUB P 5.943% 7/01/40	80,000.00	85,848.00	5,848.00
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	UNION PACIFIC RAILRO 5.082% 1/02/29	693,822.43	766,150.05	72,327.62
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 069 - Other Individual Taxable Bonds	UNP RR CO 2003 PASS 6% 1/10/21	1,348,222.65	1,273,607.40	-74,615.25
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 070 - Taxable Funds	BLACKROCK STRAT INC OPP INS	100,000,000.00	101,503,607.21	1,503,607.21
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 070 - Taxable Funds	T ROWE PRICE INST FLOAT RATE	38,252,060.30	39,561,278.73	1,309,218.43
12/31/2013	003 - Fixed Income - All Other FI	050 - Taxable Fixed Income - 070 - Taxable Funds	T ROWE PRICE INST HIGH YIELD	39,547,790.80	40,692,345.47	1,144,554.67
12/31/2013	003 - Fixed Income - All Other FI	051 - Tax Exempt Fixed Income - 033 - General Obligation	MASSACHUSETTS ST 3.06% 12/01/30	128,125.00	130,500.00	5,625.00
12/31/2013	003 - Fixed Income - All Other FI	051 - Tax Exempt Fixed Income - 034 - Hospital	CALIFORNIA HEALTH FAC 5.25% 8/15/24	83,627.25	94,451.15	10,823.90
12/31/2013	003 - Fixed Income - All Other FI	051 - Tax Exempt Fixed Income - 034 - Hospital	CHATHAM CNTY GA HOSP 5.0% 1/01/25	73,693.68	68,619.40	-5,074.28
12/31/2013	003 - Fixed Income - All Other FI	051 - Tax Exempt Fixed Income - 034 - Hospital	GREENVILLE SC HOSP 6 5.0% 5/01/26	159,945.36	154,900.60	5,745.76
12/31/2013	003 - Fixed Income - All Other FI	051 - Tax Exempt Fixed Income - 044 - Transportation	BROWARD CNTY FL ARPT 5.0% 10/01/24	163,634.56	160,094.35	-3,540.21
12/31/2013	003 - Fixed Income - All Other FI	051 - Tax Exempt Fixed Income - 044 - Transportation	GREATER ORLANDO AVIAT 5.25% 10/01/18	69,149.10	75,302.20	5,253.10
12/31/2013	003 - Fixed Income - All Other FI	051 - Tax Exempt Fixed Income - 040 - Other Individual Municipal Bonds	NEW JERSEY ECON DEV 5.25% 12/15/15	125,745.78	131,226.00	5,480.22
12/31/2013	003 - Fixed Income - All Other FI	053 - Developed Intl - Fixed Income	361 DEGREES INTERNATIO 4.5% 4/03/17	477,250.00	481,250.00	2,000.00
12/31/2013	003 - Fixed Income - All Other FI	053 - Developed Intl - Fixed Income	ESSAR ENERGY INVEST 4.25% 2/01/16	82,375.00	73,000.00	9,375.00
12/31/2013	003 - Fixed Income - All Other FI	053 - Developed Intl - Fixed Income	EUROMAV SA 6.5% 6/03/18	200,875.00	262,924.00	62,049.00
12/31/2013	003 - Fixed Income - All Other FI	053 - Developed Intl - Fixed Income	FRONTLINE BERMUDA LTD 4.5% 4/14/15	75,875.00	75,000.00	875.00
12/31/2013	003 - Fixed Income - All Other FI	053 - Developed Intl - Fixed Income	GOLAR LNG LTD 3.75% 3/07/17	596,021.80	602,190.00	6,168.20
12/31/2013	003 - Fixed Income - All Other FI	053 - Developed Intl - Fixed Income	GOLDEN AGRI RESOURCES 2.5% 10/04/17	370,000.00	377,700.00	7,700.00
12/31/2013	003 - Fixed Income - All Other FI	053 - Developed Intl - Fixed Income	GOLDEN STAR RESOURCE 5.0% 6/01/17	193,968.75	134,532.30	59,435.45
12/31/2013	003 - Fixed Income - All Other FI	053 - Developed Intl - Fixed Income	INTEROIL CORP 2.75% 11/15/15	236,563.70	229,687.50	6,876.20
12/31/2013	003 - Fixed Income - All Other FI	053 - Developed Intl - Fixed Income	JKX OIL & GAS JERSEY 8% 2/19/18	219,500.00	220,720.00	1,220.00
12/31/2013	003 - Fixed Income - All Other FI	053 - Developed Intl - Fixed Income	PETROMINERALES LTD 2.625% 8/25/16	168,875.00	199,000.00	30,125.00
12/31/2013	003 - Fixed Income - All Other FI	053 - Developed Intl - Fixed Income	PETROMINERALES LTD 3.25% 6/12/17	395,655.10	497,500.00	101,843.35
12/31/2013	003 - Fixed Income - All Other FI	053 - Developed Intl - Fixed Income	SHIP FINANCE INTL LTD 3.75% 2/10/16	408,750.00	519,000.00	110,250.00
12/31/2013	003 - Fixed Income - All Other FI	053 - Developed Intl - Fixed Income	SOLARFUN POWER HOLDING 3.5% 1/15/18	625,001.53	632,925.45	5,973.15

12/31/2013	003 - Fixed Income - All Other FI	053 - Cash [illegible] Fixed Income	STUDENT TRANSPORTATIO 6.25% 6.30	[illegible]	102,750 00	978 75
12/31/2013	003 - Fixed Income - All Other FI	054 - Emerging [illegible] Fixed Income	ASHMORE EMERG MKT TOT RETURN	12 363 209 72	12,160,931 00	207 555 72
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	A A R CORP 2.25% 3/01/15	550 853 75	631 195 25	80 342 50
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	ACCURAY INC 3.75% 8/01/16	152 825 22	185 003 25	32 173 53
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	A K STEEL CORP 5.0% 11/15/19	310 903 72	537 553 54	226 654 82
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	ALPHA NATURAL RESOURC 3.75% 12/15/17	73 217 03	77 756 00	4 539 07
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	AMER CAN RLTY CAP PPTY 3.0% 8/01/18	569 350 43	554 643 70	-14 710 73
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	AMERLY CAPITAL MGMT 5% 6/15/15	581 297 52	583 309 75	2 012 24
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	APOLLO INVESTMENT CORP 5.75% 1/15/16	26 343 75	26 593 75	250 00
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	ARES CAPITAL CORP 4.875% 3/15/17	179 796 59	192,191 06	12 735 47
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	ARES CAPITAL CORPORAT 4.75% 1/15/18	428 799 38	448 642 75	19 843 37
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	A R E S COML REAL ESTATE 7% 12/15/15	707 271 88	711,125 00	3 853 12
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	AU OPTRONICS CORP 0.0% 10/13/15	611,062 50	619 500 00	8 437 50
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	AVATAR HOLDINGS INC 7.5% 2/15/16	410 055 00	429 345 00	19 290 00
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	B G C PARTNERS INC 4.5% 7/15/16	935 071 44	1 032 640 00	97 568 56
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	BPZ RESOURCES INC 6.5% 3/01/15	119 943 10	131 225 00	11 281 90
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	BPZ RESOURCES INC 8.5% 10/01/17	337 500 00	326 488 25	-11 011 75
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	BRIGUS GOLD CORP 6.5% 3/31/16	274 527 05	332,427 00	57,899 95
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	CENVEO CORP 7.0% 5/15/17	21,450 00	22 275 00	825 00
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	CHESAPEAKE ENERGY CORP 2.25% 12/15/38	745,549 05	760 920 00	15 370 95
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	CHESAPEAKE ENERGY CORP 2.5% 5/15/37	295 825 00	319 725 00	23 900 00
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	CHIQUITA BRANDS INTL 4.25% 2/15/16	633 405 13	688 703 00	55 231 87
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	COBALT INTL ENERGY 2.625% 12/01/19	371 593 50	376 064 00	4 470 50
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	D F C GLOBAL CORP 2.875% 6/30/27	243 875 00	232 575 00	-11 300 00
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	DFC GLOBAL CORP 3.25% 4/15/17	236 716 99	226 512 50	-10 204 49
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	ENDEAVOUR INTERNATIONA 5.5% 7/15/16	348 887 50	377 762 50	28 875 00
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	FIFTH STR FIN CORP 5.375% 4/01/16	292 938 28	355 100 00	62 161 72
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	GLOBALSTAR INC 8% 6/15/19	182 754 63	297 675 47	114 920 84
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	GOODRICH PETROLEUM CORP 5.0% 10/01/32	265 593 50	254 375 00	-11 218 50
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	GREENBRIER COS INC 3.5% 4/01/18	251,146 41	357 027 50	105 881 09
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	HEADWATERS INC 8.75% 2/01/16	356 079 92	362 390 00	6 310 08
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	HOLOGIC INC 0.0% 12/15/43	731 756 70	729 750 00	-2 006 70
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	INTEGRA LIFESCIENCES 1.625% 12/15/16	202 560 00	226 561 25	24 001 25
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	INTERMUNE INC 2.5% 9/15/18	176 871 01	200 298 05	23 427 04
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	JAKKS PAC INC 4.5% 11/01/14	49 348 00	45 750 00	-3 598 00
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	LEAP WIRELESS INTL INC 4.5% 7/15/14	210 977 50	211 873 75	896 25
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	MERITOR INC 4.0% 2/15/27	614 078 75	716 616 88	102 538 13
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	METALICO INC 7.0% 4/30/28	247,200 00	343 745 28	96 545 28
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	MGIC INVESTMENT CORP 5.0% 5/01/17	33,525 00	50 850 00	17 325 00
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	MOLYCORP INC 6.0% 9/01/17	255 040 61	253 181 25	-1 859 36
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	MOLYCORP INC DEL 3.25% 6/15/16	163 425 00	153 900 00	-9 525 00
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	MORGANS HOTEL GROUP 2.375% 10/15/14	557,005 75	555 810 00	-1,195 75
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	NUANCE COMMUNICATIONS 2.75% 11/01/31	624 387 50	644,740 80	20 353 30
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	NUVASIVE INC 2.75% 7/01/17	181,350 00	268 618 24	87 268 24
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	PHOTRONICS INC 3.25% 4/01/16	274 564 89	328 542 50	53,977 61
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	POLARCUS LTD 2.875% 4/27/16	393 000 00	386 680 00	-6 320 00
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	PROSPECT CAPITAL CORP 5.375% 10/15/17	245 393 75	246 343 45	949 70
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	PROSPECT CAPITAL CORP 5.75% 3/15/18	319 421 25	334 038 75	14 617 50
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	PROSPECT CAPITAL CORP 5.5% 8/15/16	375 847 91	423 190 00	47,342 09
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	PROVIDENCE SERVICE CORP 6.5% 5/15/14	373 833 00	498 546 25	124 713 25
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	REDWOOD TRUST INC 4.625% 4/15/18	224 409 00	228 368 60	3 959 60
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	RESOURCE CAP CORP 6.0% 12/01/18	601,299 25	597,870 87	-3 428 38
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	TECHNOLOGY INVESTMENT 7.5% 11/01/17	943 943 27	1 006 293 75	62,350 48
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	TELECOMMUNICATION SYS 7.75% 6/30/18	331,924 45	332,925 00	1,000 55
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	TITAN MACHINERY INC 3.75% 5/01/19	452,533 85	435 000 00	-17,533 85
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	TMK BONDS SA 5.25% 2/11/15	202 675 00	202 600 00	-75 00
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	TOWER GROUP INC 5.0% 9/15/14	375 895 00	315 039 36	-60 855 64
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	TTM TECHNOLOGIES INC 3.25% 5/15/15	367 226 12	378 010 00	10 783 88
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	US STEEL CORP 4.0% 5/15/14	190 763 75	197,487 50	6 723,75
12/31/2013	003 - Fixed Income - All Other FI	055 - Other Fixed Income	WEBMD HEALTH CORP 2.5% 1/31/18	118 489 28	138 532 50	20 043 22
	003 - Fixed Income - All Other FI Total			332 229 553 29	338,651 558 47	6 423 993 18

SCHEDULE G

Form **8868**

(Rev January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868.*

OMB No 1545 1709

• 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. RICHARD KING MELLON FOUNDATION	Employer identification number (EIN) or 25-1127705
	Number, street, and room or suite no If a P O. box, see instructions 500 GRANT STREET, 41ST FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PITTSBURGH, PA 15219	

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 ▶ JOHN TURCIK

Telephone No. ▶ 412-392-2800 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 AUGUST 15 , 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 20 13 or

▶ ☐ tax year beginning ______, 20 ___, and ending ______, 20 ___

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**	$ 3,287,890
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**	$ 3,287,890
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**	$ 0.00

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

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. RICHARD KING MELLON FOUNDATION	Employer identification number (EIN) or 25-1127705
	Number, street, and room or suite no If a P.O. box, see instructions. 500 GRANT STREET, 41ST FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. PITTSBURGH, PA 15219	

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 ▶ JOHN TURCIK

Telephone No. ▶ 412-392-2800 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 NOVEMBER 17, 20 14 .

5 For calendar year 2013, or other tax year beginning ______, 20 ___, and ending ______, 20 ___.

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 AWAITING INFORMATION FROM THIRD PARTIES WHICH IS NECESSARY TO PREPARE 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	$ 3,287,890
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	$ 3,287,890
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	$ 0.00

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 ▶ Katrina Walker Title ▶ TAX MANAGER Date ▶ 8/15/2014