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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2014Department 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 2014 or tax year beginning**, and ending**

Name of foundation

RILEY MABEL LOUISE TR U/WILL

A Employer identification number

04-6278857

B Telephone number (see instructions)

(617) 722-7772

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

BNY Mellon, N.A. - P O BOX 185

City or town

State

ZIP code

Pittsburgh

PA

15230-0185

Foreign country name

Foreign province/state/county

Foreign postal code

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

Fair market value of all assets at
end of year (from Part II, col (c),
line 16) ▶ \$ 65,734,513

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,811,173	1,803,171		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,830,634			
b Gross sales price for all assets on line 6a 17,097,968				
7 Capital gain net income (from Part IV, line 2)		5,830,634		
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)	56,539	57,007		
12 Total. Add lines 1 through 11	7,698,346	7,690,812	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	237,395	142,437		94,958
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	6,218			6,218
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	154,575			154,575
17 Interest				
18 Taxes (attach schedule) (see instructions)	166,181	33,129		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	137,739	75,752		61,987
24 Total operating and administrative expenses. Add lines 13 through 23	702,108	251,318	0	317,738
25 Contributions, gifts, grants paid	3,301,320			3,301,320
26 Total expenses and disbursements. Add lines 24 and 25	4,003,428	251,318	0	3,619,058
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	3,694,918			
b Net investment income (if negative, enter -0-)		7,439,494		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

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Form 990-PF (2014)

RILEY MABEL LOUISE TR U-WILL

04-6278857

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,477,871	1,830,221	1,830,221
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	44,725,328	50,403,337	62,367,983
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ See Attached Statement)	2,768,597	1,454,312	1,536,309
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	48,971,796	53,687,870	65,734,513
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24	Unrestricted			
Net Assets or Fund Balances	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	48,971,796	53,687,870	
	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)	48,971,796	53,687,870	
Net Assets or Fund Balances	31	Total liabilities and net assets/fund balances (see instructions)	48,971,796	53,687,870	

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	48,971,796
2	Enter amount from Part I, line 27a	2	3,694,918
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,201,190
4	Add lines 1, 2, and 3	4	53,867,904
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	180,034
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	53,687,870

Form 990-PF (2014)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	5,830,634
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.

(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))
2013	3,072,263	60,806,738	0.050525
2012	3,098,287	56,793,216	0.054554
2011	3,058,760	58,083,242	0.052662
2010	2,496,184	54,063,846	0.046171
2009	2,266,373	48,060,510	0.047157
2 Total of line 1, column (d)			2 0.251069
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 0.050214
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 65,122,276
5 Multiply line 4 by line 3			5 3,270,050
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 74,395
7 Add lines 5 and 6			7 3,344,445
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 3,619,058

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	74,395	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3	Add lines 1 and 2	3	74,395	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	74,395	
6	Credits/Payments.			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	116,621	
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	116,621	
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	42,226	
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax 42,226 Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ BNY MELLON, N.A.	Telephone no ▶	(617) 722-7772	
	Located at ▶ P.O. BOX 185, PITTSBURGH, PA	ZIP+4 ▶	15230-0185	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶	15	N/A	
16	At any time during calendar year 2014, 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	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2014 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 2014)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
BNY Mellon, N.A. P.O. BOX 185 Pittsburgh, PA 15230-0185	CO-TRUSTEE SEE ATTACHED	289,296	NONE	NONE
BNY Mellon, N.A. P.O. BOX 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-147,243	N/A	N/A
ROBERT W. HOLMES C/O BNY MELLON, N.A., PO BOX 185 Pittsburgh, PA	CO-TRUSTEE SEE ATTACHED	47,671		
GRACE F. FEY C/O BNY MELLON, N.A., PO BOX 185 Pittsburgh, PA	CO-TRUSTEE SEE ATTACHED	47,671		

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ► NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	

Total. Add lines 1 through 3 ► NONE

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	64,228,490
b	Average of monthly cash balances	1b	1,885,496
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	66,113,986
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	66,113,986
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	991,710
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	65,122,276
6	Minimum investment return. Enter 5% of line 5	6	3,256,114

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	3,256,114
2a	Tax on investment income for 2014 from Part VI, line 5	2a	74,395
b	Income tax for 2014. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	74,395
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,181,719
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,181,719
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	3,181,719

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	3,619,058
b	Program-related investments—total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,619,058
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	74,395
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,544,663

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				3,181,719
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014.				
a From 2009				
b From 2010				
c From 2011				194,580
d From 2012				297,870
e From 2013				83,525
f Total of lines 3a through e	575,975			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 3,619,058				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2014 distributable amount				3,181,719
e Remaining amount distributed out of corpus	437,339			
5 Excess distributions carryover applied to 2014 (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	1,013,314			
b Prior years' undistributed income Subtract line 4b from line 2b			0	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,013,314			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				194,580
c Excess from 2012				297,870
d Excess from 2013				83,525
e Excess from 2014				437,339

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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)

	Prior 3 years				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

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

NONE

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

NONE

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

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

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

SEE ATTACHED

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

SEE ATTACHED

- c** Any submission deadlines

SEE ATTACHED

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

SEE ATTACHED

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total				3a 3,301,320
b <i>Approved for future payment</i> NONE				
Total				3b NONE

RILEY MABEL LOUISE TR UWILL

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

Recipient(s) paid during the year

Name

COMMUNITY ROWING, INC HARRY PARKER BOATHOUSE

Street

20 NONTANTUM ROAD

City

BRIGHTON

State

MA

Zip Code

02135

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

37,500

Name

BOSTON DEBATE LEAGUE

Street

31 STATE STREET, 10TH FLOOR

City

BOSTON

State

MA

Zip Code

02109

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

CITY ON A HILL CHARTER SCHOOL

Street

58 CIRCUIT STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

COURAGEOUS SAILING CENTER OF BOSTON, INC

Street

ONE FIRST AVENUE

City

BOSTON

State

MA

Zip Code

02129

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

FENWAY HIGH SCHOOL

Street

174 IPSWICH STREET

City

BOSTON

State

MA

Zip Code

02474

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

GENERATIONS INCORPORATED

Street

25 KINGSTON STREET, 4TH FLOOR

City

BOSTON

State

MA

Zip Code

02111

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

RILEY MABEL LOUISE TR U-WILL

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

Recipient(s) paid during the year

Name

MORGAN MEMORIAL GOODWILL INDUSTRIES

Street

1010 HARRISON AVENUE

City

BOSTON

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

75,000

Name

ELIZABETH STONE HOUSE

Street

PO BOX 300039

City

JAMAICA PLAIN

State

MA

Zip Code

02130

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

JUNIOR ACHIEVEMENT OF NORTHERN NEW ENGLAND, INC.

Street

PO BOX 300039

City

JAMAICA PLAIN

State

MA

Zip Code

02130

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

MASSACHUSETTS AUDUBON SOCIETY, INC

Street

500 WALK HILL STREET

City

MATTAPAN

State

MA

Zip Code

02126

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

PIERS PARK SAILING CENTER

Street

95 MARGINAL STREET

City

EAST BOSTON

State

MA

Zip Code

02128-2742

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

ROOM TO GROW NATIONAL INC

Street

142 BERKELEY STREET

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

RILEY MABEL LOUISE TR U-WILL

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

Recipient(s) paid during the year

Name

STREETSAFE BOSTON

Street

75 ARLINGTON STREET, 10TH FLOOR

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

TUFTS MEDICAL CENTER

Street

800 WASHINGTON STREET, #231

City

BOSTON

State

MA

Zip Code

02111

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

86,020

Name

YMCA BOSTON

Street

140 CLARENDON STREET, SUITE 403

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

THE CITY SCHOOL

Street

614 COLUMBIA ROAD

City

DORCHESTER

State

MA

Zip Code

02125

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

4,500

Name

DORCHESTER BAY ECONOMIC DEVELOPMENT CORP

Street

594 COLUMBIA ROAD

City

DORCHESTER

State

MA

Zip Code

02125

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

4,000

Name

VINE STREET COMMUNITY CENTER

Street

339 DUDLEY STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

RILEY MABEL LOUISE TR U/WILL

04-6278857 Page 4 of 10

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

Recipient(s) paid during the year

Name

NIGERIAN YOUTH ORG. OF BOSTON, INC

Street

PO BOX 191039

City

BOSTON

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

ROXBURY ACTION PROGRAM

Street

16 CENTRE DUDLEY STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

MA PARENT-CHILD HOME PROGRAM

Street

200 BOWDOIN STREET

City

DORCHESTER

State

MA

Zip Code

02122

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

PINE STREET INN

Street

44 HARRISON AVE

City

BOSTON

State

MA

Zip Code

02118

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

INNERCITY WEIGHTLIFTING INC

Street

PO BOX 171313

City

BOSTON

State

MA

Zip Code

02117

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

75,000

Name

SOUTH COVE MANOR AT QUINCY POINT

Street

120 SHAWMUT AVENUE

City

BOSTON

State

MA

Zip Code

02118

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

RILEY MABEL LOUISE TR U/WILL

04-6278857 Page 5 of 10

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

Recipient(s) paid during the year

Name

ACCION EAST INC

Street

56 ROLAND STREET, SUITE 300

City

BOSTON

State

MA

Zip Code

02129

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

ASSOCIATED GRANT MAKERS

Street

133 FEDERAL STREET, SUITE 802

City

BOSTON

State

MA

Zip Code

02110

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

40,000

Name

BOSTON ASTROS BASEBALL CLUB, INC.

Street

11 WALNUT PARK

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

BOSTON CHILDREN'S CHORUS

Street

112 SHAWMUT AVE, SUITE 5B

City

BOSTON

State

MA

Zip Code

02118

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

75,000

Name

BOSTON HARBOR ISLAND ALLIANCE

Street

12 STATE STREET

City

BOSTON

State

MA

Zip Code

02109

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

BOSTON LANDMARKS ORCHESTRA INC

Street

10 GUEST STREET, SUITE 280

City

BOSTON

State

MA

Zip Code

02135

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

75,000

RILEY MABEL LOUISE TR UWILL

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

Recipient(s) paid during the year

Name

BOY AND GIRLS CLUBS OF BOSTON INC

Street

50 CONGRESS STREET, SUITE 730

City

BOSTON

State

MA

Zip Code

02109

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

GIRLS SCOUTS OF EASTERN MASSACHUSETTS

Street

95 BERKELEY STREET

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

ISABELLA STEWART GARDNER MUSEUM

Street

280 THE FENWAY

City

BOSTON

State

MA

Zip Code

02115

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

KIPP MASSACHUSETTS FUND INC

Street

90 HIGH ROCK STREET

City

LYNN

State

MA

Zip Code

01902

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

MOTHER CAROLINE ACADEMY AND EDUCATION CENTER

Street

515 BLUE HILL AVE

City

DORCHESTER

State

MA

Zip Code

02121

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

TEENSCONNECT

Street

6 SHARON AVE

City

NORFOLK

State

MA

Zip Code

02056

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

RILEY MABEL LOUISE TR U/WILL

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

Recipient(s) paid during the year

Name

MUSEUM OF FINE ARTS, BOSTON

Street

465 HUNTINGTON AVENUE

City

BOSTON

State

MA

Zip Code

02115

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

75,000

Name

SMART FROM THE START INC

Street

69 ANNUNCIATION ROAD

City

BOSTON

State

MA

Zip Code

02120

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

BIG BROTHERS BIG SISTERS

Street

75 FEDERAL STREET, 8TH FLOOR

City

BOSTON

State

MA

Zip Code

02110

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

CRITTENTON WOMEN'S UNION

Street

ONE WASHINGTON MALL

City

BOSTON

State

MA

Zip Code

02130

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

FRIENDS OF THE CHILDREN- BOSTON INC

Street

555 AMORY STREET

City

BOSTON

State

MA

Zip Code

02130

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

25,000

Name

FUTURE CHEFS

Street

89 SOUTH STREET, SUITE 700

City

NORTHBROUGH

State

MA

Zip Code

01532

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

RILEY MABEL LOUISE TR U-WILL

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

Recipient(s) paid during the year

Name

ROSE KENNEDY GREENWAY CONSERVANCY

Street

185 KNEELAND STREET, 7TH FLOOR

City

BOSTON

State

MA

Zip Code

02127

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

THOMPSON ISLAND OUTWARD BOUND

Street

PO BOX 127

City

BOSTON

State

MA

Zip Code

02127

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

ZOO NEW ENGLAND

Street

ONE FRANKLIN PARK ROAD

City

BOSTON

State

MA

Zip Code

02121

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

DUDLEY SQUARE NEIGHBORHOOD INITIATIVE

Street

504 DUDLEY STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

15,000

Name

FUND FOR BOSTON NEIGHBORHOODS INC

Street

PO BOX 961555

City

BOSTON

State

MA

Zip Code

02196

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

25,000

Name

MASSACHUSETTS GOLF ASSOCIATION INC

Street

300 ARNOLD PALMER BOULEVARD

City

NORTON

State

MA

Zip Code

02766

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

75,000

RILEY MABEL LOUISE TR UWILL

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

Recipient(s) paid during the year

Name

BIRTHDAY WISHES INC

Street

PO BOX 590645

City

NEWTON

State

MA

Zip Code

02459

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

CAMPAIGN FOR CATHOLIC SCHOOLS

Street

66 BROOKS DRIVE

City

BRAintree

State

MA

Zip Code

02184

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

COMMUNITY MUSIC CENTER

Street

34 WARREN AVENUE

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

COMPANY ONE INC

Street

539 TREMONT STREET, STUDIO 202

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

60,000

Name

EXCEL ACADEMY CHARTER SCHOOLS

Street

1150 SARATOGA STREET

City

BOSTON

State

MA

Zip Code

02128

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

FORSYTHE INSTITUTE

Street

245 1ST STREET

City

CAMBRIDGE

State

MA

Zip Code

02142

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

RILEY MABEL LOUISE TR U-WILL

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

Recipient(s) paid during the year

Name

FUEL EDUCATION INC

Street

ONE FRANKLIN PARK ROAD

City

BOSTON

State

MA

Zip Code

02121

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

75,000

Name

GREATER BOSTON FOOD BANK

Street

70 SOUTH BAY AVENUE

City

BOSTON

State

MA

Zip Code

02118

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

NEW ENGLAND AQUARIUM

Street

CENTRAL WHARF

City

BOSTON

State

MA

Zip Code

02110

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

YOUNG AUDIENCES OF MASSACHUSETTS INC

Street

89 SOUTH STREET

City

BOSTON

State

MA

Zip Code

02111

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

MINI MARVELS TODDLER PLAYGROUP

Street

504 DUDLEY STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

1,350

Name

THE PARADIGM SHIFT, ST PATRICKS CHURCH

Street

10 MAGAZINE STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

12,950



Mabel Louise Riley Foundation

GUIDELINES

FOR

GRANT APPLICANTS

5/01/03

General

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

Program Interests

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

The Trustees' current priorities include:

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

Types of Support

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

***Funding
Availability***

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

Eligibility

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

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

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

Application Procedures

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

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

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

Proposal Deadlines

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

Contact

⌘ The Foundation has authorized its staff to review all proposals and to represent them in contacts with applicants.

⌘ The Trustees intend to maintain their practice of making selective field visits and/or meetings with the applicants.

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

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

Attn: Nancy A. Saunders
Administrative Manager

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

Riley Foundation Trustees

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

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

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

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

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

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

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

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

		56,539	57,007	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	PARTNERSHIP OTHER INCOME	56,539	56,539	
2	UBTI PARTNERSHIP		468	

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

		6,218	0	0	6,218
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	6,218			6,218

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

		154,575	0	0	154,575
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GMA FOUNDATION	154,575			154,575

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

		166,181	33,129	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	32,550	32,550		
2	PY EXCISE TAX DUE	18,242			
3	ESTIMATED EXCISE PAYMENTS	114,810			
4	PARTNERSHIP FOREIGN TAXES PAID	579	579		

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

		137,739	75,752	0	61,987
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	COURT FEES	3,500			3,500
2	CONSULTING FEES	25,000			25,000
3	VARIOUS MEMBERSHIP FEES	23,550			23,550
4	MA FILING FEE	750			750
5	OTHER EXPENSES	9,187			9,187
6	PARTNERSHIP MISC. EXPENSES	75,752	75,752		

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

Asset Description		Basis of Valuation	44,725,328		50,403,337		62,367,983	
			Book Value Beg. of Year	Book Value End of Year	Book Value End of Year	FMV End of Year		
1					0			
2	ADVANTAGE DYN TOTAL RET -Y				700,000		904,368	
3	BNY MELLON INCOME STK FD CL M		0		2,917,766		4,241,483	
4	BNY MELLON CORP BOND-M		0		912,650		926,201	
5	BNY MELLON FOCUSED EQUITY OPP-M		0		3,380,106		3,839,382	
6	BNY MELLON INTERMEDIATE BOND FD C		0		1,264,544		1,250,154	
7	BNY MELLON BOND FD CL M		0		2,014,302		2,055,995	
8	DFA EMERG MKTS CORE EQUITY		0		5,174,832		4,820,670	
9	DREYFUS INFL TN ADJ SEC-Y		0		587,486		587,045	
10	DREYFUS PREM LT TRM HI YLD-R		0		594,574		575,626	
11	DREYFUS GLOBAL REAL ES SEC-Y		0		430,658		571,438	
12	DREYFUS/NEWTON INTERN EQTY-Y		0		2,232,640		2,102,657	
13	ISHARES S&P 500 INDEX FUND		0		6,887,856		13,891,320	
14	ISHARES BARCLAYS AGGREGATE BOND		0		439,763		478,912	
15	ISHARES MSCI EAFE INDEX FD		0		6,780,957		6,424,704	
16	ISHARES TR S&P MIDCAP 400 INDEX FD		0		1,854,588		3,627,240	
17	ISHARES TR COHEN & STEERS REALTY		0		241,120		548,502	
18	ASG MANAGED FUTURES STRAT-Y		0		843,848		958,665	
19	ASG GLOBAL ALTERNATIVES FUND-Y		0		1,645,726		1,764,491	
20	DREYFUS SELECT MGR S/C GR-Y		0		522,907		500,523	
21	DREYFUS INTENATION STOCK-Y		0		2,143,504		2,145,991	
22	DREYFUS US EQUITY FUND-Y		0		2,689,671		3,826,235	
23	DREYFUS SELECT MGR S/C VL-Y		0		1,966,158		1,969,478	
24	TCW EMERGING MARKETS INCOME FUND		0		800,410		791,255	
25	VAN ECK CM COMMODITY INDX-I		0		500,000		476,780	
26	VIRTUS EMERGING MKTS OPPOR-I		0		1,217,077		1,236,252	
27	MELLON OPTIMA L/S STRATEGY FD LLC		0		1,660,194		1,852,616	

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

		2,768,597	1,454,312	1,536,309
		Book Value	Book Value	FMV End
		Beg of Year	End of Year	of Year
1	UBS PRIVATE EQUITY FUND IV L	1,271,900	1,164,788	1,164,788
2	UBS QUADRANGLE FUND LLC	248,899	189,524	189,524
3	A & Q LONG/SHORT STRATEGIES	1,247,798	100,000	181,997

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

1	MELLON OPTIMA PRIOR YEAR ADJUSTMENT	1	22,486
2	PARTNERSHIP DISTRIBUTIONS	2	875,000
3	FEDERAL TAX REFUND	3	2,500
4	COST BASIS ADJUSTMENT	4	866
5	UBS PRIVATE EQUITY - CUSIP 902995901 - COST BASIS ADJUSTMENT	5	172,850
6	UBS QUADRANGLE FUND LLC - CUSIP 999N00177 - COST BASIS ADJUSTMENT	6	45,491
7	A & Q LONG/SHORT STRATEGIES - CUSIP 999Z88217 - COST BASIS ADJUSTMENT	7	81,997
8	Total	8	1,201,190

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

1	A & Q LONG/SHORT STRATEGIES PARTNERSHIP ADJUSTMENT	1	58,444
2	RETURN OF CAPITAL ADJUSTMENT	2	5,964
3	UBS PRIVATE EQUITY IV PARTNERSHIP ADJUSTMENT	3	25,400
4	UBS QUADRANGLE PARTNERSHIP ADJUSTMENT	4	90,226
5	Total	5	180,034

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

Long Term CG Distributions	1,414,751
Short Term CG Distributions	0

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										237,395	0	0
1	BNY Mellon, N.A.	X	P O BOX 185	Pittsburgh	PA	15230-0185		CO-TRUSTEE	SEE ATTAC	289,296	NONE	NONE
2	BNY Mellon, N.A.	X	P O BOX 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-147,243	N/A	N/A
3	ROBERT W HOLMES		C/O BNY MELLON, N.A., PO BOX 18Pittsburgh	Pittsburgh	PA	15230-0185		CO-TRUSTEE	SEE ATTAC	47,671	0	0
4	GRACE F FEY		C/O BNY MELLON, N.A., PO BOX 18Pittsburgh	Pittsburgh	PA	15230-0185		CO-TRUSTEE	SEE ATTAC	47,671	0	0

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

	Date	Amount
1 Credit from prior year return		1 1,811
2 First quarter estimated tax payment		2
3 Second quarter estimated tax payment	6/11/2014	3 4,590
4 Third quarter estimated tax payment	9/10/2014	4 60,650
5 Fourth quarter estimated tax payment	12/9/2014	5 49,570
6 Other payments		6
7 Total		7 116,621