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Return of Private Foundation

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

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OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, 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) 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 <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		D 1. Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,365,151,629.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Other (specify) _____		

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	209,785	12,295,577		
	4 Dividends and interest from securities	57,171,176	44,784,429		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	197,241,159			
	b Gross sales price for all assets on line 6a	731,273,450			
	7 Capital gain net income (from Part IV, line 2)		235,642,743		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 1	25,873,260	-6,107,151		
	12 Total. Add lines 1 through 11	280,495,380	286,615,598		
	13 Compensation of officers, directors, trustees, etc	1,336,794	438,733		898,061
	14 Other employee salaries and wages	1,038,802	344,945		693,857
	15 Pension plans, employee benefits	877,600	282,579		595,021
	16a Legal fees (attach schedule) ATCH 2	380,377	41,442		338,935
	b Accounting fees (attach schedule) ATCH 3	170,216	56,154		114,062
	c Other professional fees (attach schedule) [4]	7,589,913	7,585,074		4,839
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [5]	3,634,152	411,112		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	148,364			148,364
	21 Travel, conferences, and meetings	112,403	70,094		42,310
	22 Printing and publications	65,620			65,620
	23 Other expenses (attach schedule) ATCH 6	292,447	41,353		251,094
	24 Total operating and administrative expenses. Add lines 13 through 23.	15,646,688	9,271,486		3,152,163
	25 Contributions, gifts, grants paid	111,960,182			105,292,182
	26 Total expenses and disbursements. Add lines 24 and 25	127,606,870	9,271,486	0	108,444,345
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	152,888,510			
	b Net investment income (if negative, enter -0-)		277,344,112		
	c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	3,089,997.	2,152,485.	2,152,485.
	2	Savings and temporary cash investments	96,656,923.	91,663,206.	91,642,555.
	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) [7]	14,832,378.	7,819,807.	7,815,930.
	b	Investments - corporate stock (attach schedule) ATCH 8	835,027,391.	917,582,348.	1,220,061,265.
	c	Investments - corporate bonds (attach schedule) ATCH 9	347,690,839.	373,233,323.	373,675,886.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	509,959,343.	565,838,125.	639,300,508.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 11)	18,085,000.	30,503,000.	30,503,000.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,825,341,871.	1,988,792,294.	2,365,151,629.	
Liabilities	17	Accounts payable and accrued expenses	4,709,743.	1,400,616.	
	18	Grants payable	26,980,124.	14,766,442.	
	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)	13,353,239.	28,724,279.	
23	Total liabilities (add lines 17 through 22)	45,043,106.	44,891,337.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	1,780,298,765.	1,943,900,957.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,780,298,765.	1,943,900,957.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,825,341,871.	1,988,792,294.	

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	1,780,298,765.
2	Enter amount from Part I, line 27a	2	152,888,510.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3	12,213,682.
4	Add lines 1, 2, and 3	4	1,945,400,957.
5	Decreases not included in line 2 (itemize) ▶ ATCH 14	5	1,500,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,943,900,957.

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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	235,642,743.	
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))
2013	104,062,399.	2,196,427,845.	0.047378
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
2 Total of line 1, column (d)			2 0.241955
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 0.048391
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 2,319,923,052.
5 Multiply line 4 by line 3			5 112,263,396.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,773,441.
7 Add lines 5 and 6			7 115,036,837.
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			8 118,444,345.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	2,773,441.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	2,773,441.
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	2,773,441.
6 Credits/Payments.			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	3,454,244.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,750,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	6,204,244.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	567.	
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	3,430,236.	
11 Enter the amount of line 10 to be. Credited to 2015 estimated tax <input checked="" type="checkbox"/> 3,430,236. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-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 ☒ No
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? ☒ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d) **ATCH 15**

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
ATCH 16		1,336,793.	375,532.	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 17		620,208.	260,021.	0

Total number of other employees paid over \$50,000. ☐ 2

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (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 18		2,945,838.
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 POWER OF 32 SITE DEVELOPMENT FUND PARTNERS, LP TO CREATE A REGIONAL FUND TO SPUR DEVELOPMENT OF HIGH PRIORITY REGIONAL SITES	5,000,000.
2 THE CONSERVATION FUND PURCHASE OF PROPERTY IN IRON COUNTY, WISCONSIN	4,000,000.
All other program-related investments See instructions	
3 THE CONSERVATION FUND PURCHASE OF THE CROSS CITY AND HARVARD PROPERTIES	1,000,000.
Total. Add lines 1 through 3	10,000,000.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,870,626,599.
b	Average of monthly cash balances	1b	74,003,322.
c	Fair market value of all other assets (see instructions)	1c	410,621,908.
d	Total (add lines 1a, b, and c)	1d	2,355,251,829.
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	2,355,251,829.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	35,328,777.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,319,923,052.
6	Minimum investment return. Enter 5% of line 5	6	115,996,153.

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	115,996,153.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,773,441.
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,773,441.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	113,222,712.
4	Recoveries of amounts treated as qualifying distributions	4	3,454,252.
5	Add lines 3 and 4	5	116,676,964.
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	116,676,964.

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	108,444,345.
b	Program-related investments - total from Part IX-B	1b	10,000,000.
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	118,444,345.
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	2,773,441.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	115,670,904.

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				116,676,964.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			34,789,516.	
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
3 Excess distributions carryover, if any, to 2014.				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ <u>118,444,345.</u>				
a Applied to 2013, but not more than line 2a			34,789,516.	
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				83,654,829.
e Remaining amount distributed out of corpus				
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				
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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				33,022,135.
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	0			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

NOT APPLICABLE

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

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

[illegible]

- 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 invest-
ment 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 19

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

SEE ATTACHMENT 19

- c Any submission deadlines:**

SEE ATTACHMENT 19

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

SEE ATTACHMENT 19

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a <i>Paid during the year</i> SEE ATTACHMENT 20					105,292,182.
Total				► 3a	105,292,182.
b <i>Approved for future payment</i> SEE ATTACHMENT 21					14,766,442.
Total				► 3b	14,766,442.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	209,785.		
4 Dividends and interest from securities	900099	92,010.	14	57,079,166.		
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	1,117,493.	18	196,123,666.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b ATCH 22		-2,515,977.		28,266,985.		122,252.
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		-1,306,474.		281,679,602.		122,252.
13 Total. Add line 12, columns (b), (d), and (e)					13	280,495,380.

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

[illegible]

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. | | |

[illegible]

- 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


b. If Yes, complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

Sign Here  11/16/15  Director

Signature of officer or trustee Date Title

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 <input type="checkbox"/> if self-employed	PTIN
	MICHELLE MICHALOWSKI		NOV 13 2015		P00755304
	Firm's name ▶ PRICEWATERHOUSECOOPERS LLP	Firm's EIN ▶ 13-4008324			
	Firm's address ▶ 600 13TH STREET NW, SUITE 1000 WASHINGTON, DC	20005-3005	Phone no	202-414-1000	

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 PROPERTY TYPE: SECURITIES				P	48768160.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	186676977.	
		OTHER GAINS PROPERTY TYPE: OTHER				P	496,342.	
		NON-PARTNERSHIP LOSS ON FOREIGN EXCHANGE PROPERTY TYPE: OTHER				P	-298,736.	
TOTAL GAIN(LOSS)							<u>235642743.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME	25,751,008.	-6,107,151.
GRANT REFUND	122,252.	
TOTALS	<u>25,873,260.</u>	<u>-6,107,151.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
REED SMITH LLP	372,577.	33,642.		338,935.
STANHAGEN LEGAL LLC	7,800.	7,800.		
TOTALS	<u>380,377.</u>	<u>41,442.</u>		<u>338,935.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PRICEWATERHOUSECOOPERS LLP	170,216.	56,154.		114,062.
TOTALS	<u>170,216.</u>	<u>56,154.</u>		<u>114,062.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT FEES	6,320,875.	6,320,875.	
CUSTODIAN FEE	1,032,283.	1,032,283.	
CONSULTANTS	236,755.	231,916.	4,839.
TOTALS	<u>7,589,913.</u>	<u>7,585,074.</u>	<u>4,839.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAX PROVISION	3,054,618.	
FEDERAL UBIT PROVISION	168,422.	
FOREIGN INCOME TAXES WITHHELD	411,112.	411,112.
TOTALS	<u>3,634,152.</u>	<u>411,112.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE EXPENSES AND SUPPLIES	135,975.	16,145.	119,830.
COMPUTER EXPENSES	51,520.		51,520.
DUES AND MEMBERSHIPS	26,483.		26,483.
LIABILITY/WORKERS COMP/ INSURANCE	73,180.	23,463.	49,717.
OTHER EXPENSES	5,289.	1,745.	3,544.
TOTALS	<u>292,447.</u>	<u>41,353.</u>	<u>251,094.</u>

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

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US TREASURY 0.75% 03/15/17	2,409,846.	2,414,058.
US TREAS. NOTE 0.25% 01/15/15	3,003,516.	3,000,000.
US TREAS. NOTE 0.375% 04/15/15	2,406,445.	2,401,872.
US OBLIGATIONS TOTAL	<u>7,819,807.</u>	<u>7,815,930.</u>

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK</u> <u>VALUE</u>	<u>ENDING FMV</u>
*MB - Common Stocks	517,725,080	742,851,908
Investments - MB - Annual Report Stocks	69,234	69,234
*BH - Equities	28,791,802	33,564,331
*MFS - Equities	70,426,299	80,176,302
*M - Equities	69,352,416	74,885,319
Investments - FOR - Annual Report Stocks	41,581	41,581
Acorn Investors, LLC	-	54,451,042
GlobeImmune	1,771,583	371,547
Teladoc	1,000,001	1,000,001
Russell Global Equity Plus Fund	228,404,352	232,650,000
Totals - Corporate Stock (Line 10b)	<u>\$917,582,348</u>	<u>\$1,220,061,265</u>

* 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

<u>DESCRIPTION</u>	<u>ENDING BOOK</u> <u>VALUE</u>	<u>ENDING FMV</u>
* MB - Mortgage/Asset Backed, Corporate, International, Other	373,233,323	373,675,886
Totals - Corporate Bonds (Line 10c)	<u>\$373,233,323</u>	<u>\$373,675,886</u>

* 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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
Altira Technology Fund VI, L.P.	707,368	549,944
Axiom International Equity Fund	55,505,105	46,282,228
BBH Credit Value Fund	20,883,386	20,441,688
Bernstein Emerging Markets Value Trust	21,390,431	19,139,120
Brandywine Globalopportunistic Absolute Return	64,275,248	63,318,477
Brentwood Associates IX, L.P.	1,811,680	198,156
Brentwood Associates Private Equity III-A, L.P.	-	401,911
C/R Cobalt Investment Partnership, L.P.	-	1,171,206
C/R II Niska Canada Investment Partnership, L.P.	307,222	88,529
C/R II Niska U.S. Investment Partnership, L.P.	140,126	46,883
C/R Jade Partners, L.P.	739,284	555,232
C/R LNG II Investment Partnership, L.P.	2,059,026	-
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.	1,160,000	1,037,901
Carlyle - CPG (CPL) Partners I, L.P.	-	307,787
Carlyle Asia Growth Partners III, L.P.	3,086,707	2,269,447
Carlyle Asia Growth Partners IV, L.P.	2,865,937	3,944,271
Carlyle Asia Partners II, L.P.	1,693,540	4,563,557
Carlyle Asia Partners IV, L.P.	1,270,358	1,005,487
Carlyle Asia Partners, L.P.	-	310,200
Carlyle B&T Enterprises II, LLC	25,817	35,624
Carlyle Europe Partners II, L.P.	-	2,565,499
Carlyle Europe Partners III, L.P.	2,487,554	6,441,032
Carlyle Europe Partners, L.P.	-	5,349
Carlyle Europe Real Estate Partners II, LP	5,652,808	-
Carlyle Europe Real Estate Partners III, LP	5,311,320	3,589,486
Carlyle International Energy Partners, L.P.	1,490,799	1,109,379
Carlyle Japan International Partners II, L.P.	569,855	407,890
Carlyle Mezzanine Partners II AIV, L.P.	153,179	201,388
Carlyle Mezzanine Partners II, L.P.	410,875	1,091,247
Carlyle Mezzanine Partners, L.P.	415,990	243,141
Carlyle Partners IV Cayman, L.P.	207,590	1,328,046
Carlyle Partners IV Telecommunications, L.P.	-	8,961
Carlyle Partners IV, L.P.	-	1,489,946
Carlyle Partners V Cayman TE Holdings, L.P.	66,299	66,299
Carlyle Partners V Cayman, L.P.	268,288	543,140
Carlyle Partners V Landmark II, L.P.	35,712	35,710
Carlyle Partners V Landmark, L.P.	185,092	185,092
Carlyle Partners V MC, L.P.	-	131,318
Carlyle Partners V Riverdale Holdings, L.P.	-	48,064
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.	143,209	586,238
Carlyle Partners V US, L.P.	-	993,750
Carlyle Partners V, L.P.	3,032,939	5,704,897
Carlyle Partners VI, L.P.	3,541,707	3,568,577
Carlyle Realty Foreign Investors III, L.P.	-	4,301,146
Carlyle Realty Halley Coinvestment IV, L.P.	3,317,484	5,336,156
Carlyle Realty Master Coinvestment IV, L.P.	1,785,473	-
Carlyle Realty Partners III Alt AIV, L.P.	-	8,897
Carlyle Realty Partners III Alternative, L.P.	-	6,369
Carlyle Realty Partners IV AIV, L.P.	695,337	1,773,629
Carlyle Realty Partners IV, L.P.	8,619,042	7,729,464

Carlyle Realty Partners V (Scopel), L.P.	243,715	1,261
Carlyle Realty Partners V AIV, L.P.	-	152,754
Carlyle Realty Partners V, L.P.	-	4,124,184
Carlyle Realty Partners VI, L.P.	3,123,532	5,210,774
Carlyle Realty Partners VII, L.P.	82,082	-
Carlyle Strategic Partners II, L.P.	479,923	1,473,897
Carlyle Venture Partners II Cayman, L.P.	-	7,397
Carlyle Venture Partners II, L.P.	1,495,750	1,351,309
Carlyle Venture Partners III, L.P.	813,277	1,785,187
Carlyle/Riverstone Global Energy & Power Fund II, L.P.	663,931	578,619
Carlyle/Riverstone TE Partners III, L.P.	2,107,180	2,762,361
Clarus Lifesciences III, L.P.	858,000	804,187
DAG Ventures III-QP, L.P.	964,566	2,259,617
DAG Ventures II-QP, L.P.	2,543,412	1,929,014
DAG Ventures QP, L.P.	1,052,425	1,152,275
DAG Ventures VI, L.P.	450,000	404,046
Duff Ackerman & Goodrich, L.P.	1,784,058	151,109
Energy Spectrum Partners V, L.P.	-	207,551
Energy Spectrum Partners VI Azure Midstream, L.P.	2,000,000	2,063,000
Energy Spectrum Partners VI, L.P.	2,084,412	2,379,061
Energy Spectrum Partners VII, L.P.	66,667	-
Energy Trust Partners III, L.P.	1,195,580	2,074,326
Energy Trust Partners IV, L.P.	2,586,646	3,189,388
Flag Asia Partners III, L.P.	2,426,892	2,505,961
Flag International Partners, L.P.	1,177,814	2,819,766
Flag Next Generation Partners V, L.P.	2,403,868	6,768,849
Flag Venture Partners IX, L.P.	400,000	323,425
Flag Venture Partners VI, L.P.	1,868,371	4,991,654
Flag Venture Partners VIII SPV-C, L.P.	505,925	435,297
Flag Venture Partners VIII, L.P.	1,865,258	2,146,702
Harbert European Real Estate Fund II Parallel, L.P.	-	709,786
Harbert Power Fund III, L.L.C.	-	625
Harbinger Independent Power Fund I, LLC	-	64,959
Investments - Alt Inv - Annual Report	1,427,999	1,427,999
Jafco Technology Partners V, L.P.	4,357,482	4,029,575
KKR Energy Income and Growth Fund I-TE, L.P.	1,993,723	1,609,103
Lightstone Ventures, L.P.	870,364	712,532
Lotus China Fund, L.P.	940,830	1,029,039
M/C Partners VII, L.P.	388,021	347,305
M/C Venture Partners V L.P.	-	106,267
M/C Venture Partners VI, L.P.	297,495	4,050,359
Meritech Capital Partners II, L.P.	-	803,615
Meritech Capital Partners III, L.P.	-	6,500,652
Meritech Capital Partners IV, L.P.	4,678,652	6,399,717
Meritech Capital Partners V, L.P.	832,500	760,679
Mondrian Emerging Markets Debt Fund	3,345,092	2,937,106
Mondrian Emerging Markets Equity Fund	24,671,518	23,303,646
Morgenthaler Partners VI, L.P.	3,949,984	364,216
Morgenthaler Partners VII, L.P.	2,762,050	1,528,476
Morgenthaler Partners VIII, L.P.	1,393,898	4,949,242
Morgenthaler Private Equity Partners, L.P.	1,640,125	1,541,873
Morgenthaler Venture Partners V	-	2,475
Morgenthaler Venture Partners IX, L.P.	2,093,452	12,636,017
MTS Health Investors II, L.P.	580,161	2,172,861
MTS Health Investors III, L.P.	746,590	1,888,363
Newbridge Asia III, L.P.	-	11,894
Newbridge Asia IV, L.P.	-	1,694,781
Newbridge Sterling AIV Partners I, L.P.	-	6,374
Oaktree Emerging Market Opportunities Fund, L.P.	2,947,483	2,415,928

Oaktree Opportunities Fund IX, L.P.	8,000,000	8,263,743
Oaktree Principal Fund V, L.P.	1,711,342	2,448,368
Oaktree Real Estate Opportunities Fund IV, L.P.	505,153	3,082,265
Oaktree Real Estate Opportunities Fund V, L.P.	1,953,571	3,736,943
Oaktree Real Estate Opportunities Fund VI, L.P.	7,308,681	8,921,694
Oaktree US Senior Loan Fund	44,532,122	43,757,299
OCM Asia Principal Opportunities Fund, L.P.	2,259,803	2,583,714
OCM European Credit Opportunities Fund, L.P.	18,207,114	302,483
OCM European Principal Opportunities Fund II, L.P.	1,024,406	2,208,441
OCM European Principal Opportunities Fund, L.P.	-	159,161
OCM High Yield Limited Partnership	40,108,575	38,759,369
OCM High Yield Plus Feeder Fund, L.P.	-	2,180,522
OCM Japan Opportunities Fund, L.P.	1,468,465	1,907,401
OCM Opportunities Fund III, L.P.	-	88,402
OCM Opportunities Fund IV, L.P.	-	19,384
OCM Opportunities Fund V, L.P.	-	836,865
OCM Opportunities Fund VI, L.P.	-	693,891
OCM Opportunities Fund VII, L.P.	-	2,056,172
OCM Opportunities Fund VIIIB, L.P.	-	2,314,968
OCM Opportunities Fund VIII Cayman, LTD	1,343,327	3,358,962
OCM Opportunities Fund VIIIB Cayman, L.P.	4,565,376	5,599,099
OCM Principal Opportunities Fund II, L.P.	-	3,632
OCM Principal Opportunities Fund III, L.P.	-	212,847
OCM Principal Opportunities Fund IV, L.P.	-	2,004,287
OCM Real Estate Opportunities Fund II, L.P.	-	3,764
OCM Real Estate Opportunities Fund III, L.P.	-	859,504
OCM/GFI Power Opportunities Fund II, L.P.	-	444,470
PENN Core Opportunistic High Yield Bond Fund	36,305,132	33,982,924
Questmark Partners IV, L.P.	1,054,275	869,357
Redpoint Omega II, L.P.	1,814,816	2,397,048
Redpoint Omega, L.P.	1,186,400	3,402,956
Redpoint Ventures I, L.P.	2,401,504	79,000
Redpoint Ventures II, L.P.	511,423	693,908
Redpoint Ventures III, L.P.	1,375,532	4,160,406
Redpoint Ventures IV, L.P.	2,850,000	3,987,979
Redpoint Ventures V, L.P.	1,587,356	2,093,089
RFE Investment Partners IV L.P.	-	120,949
Riverstone Global Energy & Power Fund V, L.P.	4,617,343	5,972,946
Riverstone/Carlyle TE Partners IV, L.P.	2,919,949	4,446,294
RREEF Global Opportunities Fund II, L.P.	2,724,256	336,568
Sands Capital Private Growth Fund, L.P.	1,399,369	1,875,937
Standish Mellon Emerging Markets Debt LCF	3,362,828	2,871,953
TA IX, L.P.	-	36,213
TA SDF II DO Feeder, L.P.	13,636	11,735
TA SDF II ECM Feeder, L.P.	10,984	10,245
TA Subordinated Debt Fund II AM Feeder, L.P.	8,028	10,765
TA Subordinated Debt Fund II, L.P.	-	1,016,601
TA XI AM-B Feeder, L.P.	-	12,789
TA XI DO Feeder, L.P.	100,035	100,491
TA XI ECM Feeder, L.P.	68,312	126,350
TA XI FS-A Feeder, L.P.	299,176	298,993
TA XI NX AIV, L.P.	60,000	78,359
TA XI SMM Feeder, L.P.	63,431	51,610
TA XI, L.P.	2,175,760	4,227,548
TPG Ariel Partners (Cayman), L.P.	83,812	153,268
TPG Asia V Delaware, L.P.	431,257	333,616
TPG Asia V Devon AIV 2, L.P.	107,705	79,955
TPG Asia V DFI AIV I, L.P.	128,606	277,637
TPG Asia V SF AIV, L.P.	766,740	1,078,311

TPG Asia V, L.P.	1,743,463	1,920,039
TPG Asia VI, L.P.	1,832,549	1,829,352
TPG Biotechnology Partners IV, L.P.	2,226,315	2,943,259
TPG Bluegrass IV - AIV 1, L.P.	-	4,294
TPG Bluegrass V - AIV 1, L.P.	-	14,945
TPG Grocery AIV I, L.P.	37,863	37,846
TPG Izumi AIV 6, L.P. (Newbridge Asia IV AIV)	-	104
TPG Izumi AIV I, L.P.	-	84
TPG Luna V AIV, L.P.	12,094	180,673
TPG Luna, L.P.	8,943	114,222
TPG Media V - AIV 1, L.P.	37,043	245,810
TPG Midwest US V, L.L.C.	65,388	-
TPG Partners III, L.P.	-	104,812
TPG Partners IV, L.P.	-	692,848
TPG Partners V - AIV, L.P.	217,368	163,094
TPG Partners V, L.P.	1,731,457	2,827,832
TPG Partners VI AIV, L.P.	300,433	244,667
TPG Partners VI, L.P.	1,476,129	1,742,738
TPG PEI AIV-B, L.P.	44,450	59,479
TPG Umbrella IV, L.P.	155,327	202,941
TPG V Hamlet AIV, L.P.	511,613	230,367
TPG V VE AIV I, L.P.	15,355	63,748
TPG VI AIV TM I, L.P.	61,400	190,680
TPG VI Cayfir AIV I, L.P.	-	40,509
TPG VI DE AIV I, L.P.	433,987	783,564
TPG VI Delfir AIV I-C, L.P.	92,681	156,596
TPG VI DFI AIV I, L.P.	14,618	15,108
TPG VI OG AIV II, L.P.	-	186,442
TPG VI Ontario 2 AIV, L.P.	8,309	60,299
TPG VI Reef AIV II, L.P.	30,408	19,905
TPG VI Saxo AIV, L.P.	145,132	123,501
TPG VI SF AIV, L.P.	113,101	192,810
TPG VI VE AIV I, L.P.	8,884	38,531
TPG VI X2 AIV I, L.P.	1,701	1,314
TPG Viking AIV I, L.P.	30,595	244,289
Varo Coinvestment, L.P.	1,153,312	1,086,577
Versant Venture Capital I, L.P.	-	889,276
Versant Venture Capital II, L.P.	717,201	2,039,314
Versant Venture Capital III, L.P.	2,446,218	3,764,618
Versant Venture Capital IV, L.P.	2,572,749	3,053,369
Versant Venture Capital V, L.P.	417,778	249,924
Voyager Capital Fund IV, L.P.	916,606	824,187
Warburg Pincus (Bermuda) Private Equity IX, L.P.	-	417,696
Warburg Pincus (Bermuda) Private Equity X, L.P.	127,846	192,235
Warburg Pincus (Callisto II) Private Equity X, L.P.	368,684	412,855
Warburg Pincus (Callisto) Private Eq XI Cayman, L.P.	489,600	574,338
Warburg Pincus Energy, L.P.	226,932	177,332
Warburg Pincus Equity Partners, L.P.	-	352,341
Warburg Pincus Private Equity (E&P) X-B, L.P.	123,000	19,370
Warburg Pincus Private Equity (E&P) XI-B, L.P.	884,160	970,907
Warburg Pincus Private Equity IX, L.P.	-	2,746,150
Warburg Pincus Private Equity VIII, L.P.	-	3,896,777
Warburg Pincus Private Equity X O&G, L.P.	185,926	1,070,285
Warburg Pincus Private Equity X, L.P.	3,331,191	6,112,041
Warburg Pincus Private Equity XI International, L.P.	80,000	79,719
Warburg Pincus Private Equity XI, L.P.	2,850,040	3,678,606
Westwood Global Investment Emerging Markets Fund	23,251,168	25,292,080
Total - Other investments (Line 13)	565,838,125	639,300,508

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PROGRAM RELATED ASSETS	30,503,000.	30,503,000.
TOTALS	<u>30,503,000.</u>	<u>30,503,000.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
APPROPRIATIONS FOR PROGRAM-RELATED ASSETS	32,003,000.
ESTIMATED TAXES PAYABLE	-3,278,721.
TOTALS	<u>28,724,279.</u>

ATTACHMENT 13FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
CHANGE IN GRANTS PAYABLE	12,213,682.
TOTAL	<u>12,213,682.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
APPROVED PRI NOT YET PAID	1,500,000.
TOTAL	<u>1,500,000.</u>

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
\$28,241,500 has been expended. The Richard King Mellon
Foundation's share of committed capital from April 17, 2002 is
\$1,000,000 of which \$1,000,000 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
February 13, 2015 - 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
\$28,241,500 has been expended. The Richard King Mellon
Foundation's share of committed capital from February 5, 2003 is
\$1,000,000 of which \$1,000,000 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
February 13, 2015 - 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
\$28,241,500 has been expended. The Richard King Mellon
Foundation's share of committed capital from May 20, 2004 is
\$1,000,000 of which \$1,000,000 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
February 13, 2015 - 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 - Power of 32 Site Development Partners, LP
11 Stanwix St., 17th Floor
Pittsburgh, PA 15222
2. Date granted - April 14, 2014
Amount - \$5,000,000.00
3. Purpose - To create a regional fund to spur development
of high-priority regional sites
4. Amount spent by grantee - \$4,967,513.00
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
May 28, 2015 - 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 - Phoebe Foundation Inc.
425 W. Third Ave.
Albany, GA 31702
2. Date granted - June 26, 2014
Amount - \$1,000,000.00
3. Purpose - Toward a housing facility for medical and pharmacy students
4. Amount spent by grantee - NONE (Construction set to begin in 2016)
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
June 26, 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.

RICHARD KING MELLON FOUNDATION

25-1127705

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

ATTACHMENT 16

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

RICHARD KING MELLON FOUNDATION

25-1127705

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

ATTACHMENT 16 (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 OFFICER 22.50	313,210.	75,819.	0
LISA M. KUZMA 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	SECRETARY/PROGRAM OFFICER 38.00	197,615.	83,815.	0
JOHN J. TURCIK 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	TRUSTEE/CONTROLLER 12.50	149,415.	55,720.	0
SCOTT D. IZZO 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	TRUSTEE/DIRECTOR 45.00	481,041.	93,066.	0

RICHARD KING MELLON FOUNDATION

25-1127705

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

ATTACHMENT 16 (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	195,512.	67,112.	0
GRAND TOTALS		1,336,793.	375,532.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
BRIAN HILL 500 GRAND STREET PITTSBURGH, PA 15219-2502	PROGRAM OFFICER 38.00	185,541.	84,798. 0
EDWARD J. MORGAN 500 GRANT STREET PITTSBURGH, PA 15219-2502	INVESTMENTS 25.00	166,949.	68,675. 0
STEPHEN P. ERB 500 GRANT STREET PITTSBURGH, PA 15219-2502	INVESTMENTS/TAX 12.50	124,972.	49,730. 0
LISA REED 500 GRANT STREET PITTSBURGH, PA 15219-2502	ADMINISTRATION 38.00	72,022.	25,236. 0
PAUL A. HANNAH 500 GRANT STREET PITTSBURGH, PA 15219-2502	ACCOUNTING 10.00	70,724.	31,582. 0
	TOTAL COMPENSATION	620,208.	260,021. 0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BNY MELLON, N.A. MELLON SQUARE PITTSBURGH, PA 15222	INV. CUSTODY / MGMT.	827,555.
T. ROWE PRICE ASSOCIATES, INC. 100 EAST PRATT STREET BALTIMORE, MD 21202	INVESTMENT MGMT.	571,739.
STERLING CAPITAL MANAGEMENT, LLC 4064 COLONY ROAD CHARLOTTE, NC 28211	INVESTMENT MGMT.	557,942.
SANDS CAPITAL MANAGEMENT 1101 WILSON BLVD, SUITE 2300 ARLINGTON, VA 22209	INVESTMENT MGMT.	550,309.
MFS INVESTMENT MANAGEMENT 111 HUNTINGTON AVE BOSTON, MA 02199	INVESTMENT MGMT.	438,293.
TOTAL COMPENSATION		<u>2,945,838.</u>

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

Allegheny Land Trust	509(a)(1) - PC	\$115,000
Sewickley, PA		
toward support of land conservation efforts in Allegheny County		
American Chestnut Foundation	509(a)(1) - PC	\$50,000
Asheville, NC		
to plant 1,500 chestnut trees at the Flight 93 National Memorial as part of the ongoing improvements to the site		
American Rivers	509(a)(1) - PC	\$337,500
Washington, DC		
toward two-year support to restore rivers in western Pennsylvania and the Flint River in Georgia		
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 ClearWater Conservancy of Central Pennsylvania, Inc.	509(a)(1) - PC	\$250,000
State College, PA		
toward two-year support of watershed restoration efforts		
The Conservation Fund	509(a)(1) - PC	\$300,000
Arlington, VA		
toward three-year support of operations		
The Conservation Fund	509(a)(1) - PC	\$13,300,000
Arlington, VA		
toward purchase of the Cross City, Yankee, and Harvard properties		
The Conservation Fund	509(a)(1) - PC	\$2,000,000
Arlington, VA		
toward purchase of property in Lackawanna and Luzerne counties, Pennsylvania		
The Conservation Fund	509(a)(1) - PC	\$3,000,000
Arlington, VA		
toward purchase of property in Wayne and Glynn counties, Georgia		
The Conservation Fund	509(a)(1) - PC	\$668,000
Arlington, VA		
toward purchase of property in Wayne and Glynn counties, Georgia		
The Conservation Fund	509(a)(1) - PC	\$3,332,000
Arlington, VA		
toward purchase of property in Wayne and Glynn counties, Georgia		
Foundation for California University of Pennsylvania	509(a)(1) - PC	\$362,500
California, PA		
toward two-year support to restore and enhance fish and wildlife habitat on agricultural and forest lands in Pennsylvania and to replace equipment		
Foundation for Pennsylvania Watersheds	509(a)(3) under 170(b)(1)(A)(viii) - SO I	\$362,500
Alexandria, PA		
toward two-year support to improve water quality within western Pennsylvania watersheds		
Friends of Hopital Albert Schweitzer Haiti	509(a)(1) - PC	\$150,000
Pittsburgh, PA		
toward two-year support to restore the environment through reforestation combined with agro-forestry initiatives in the Artibonite region of Haiti		
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		

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

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		
Loyalhanna Watershed Association, Inc.	509(a)(1) - PC	\$675,000
Ligonier, PA		
toward two-year support of operations and to restore a landmark property 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 Audubon Society	509(a)(1) - PC	\$62,500
Audubon, PA		
toward two-year support to improve forest songbird populations on private forest lands in the upper Allegheny River watershed		
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 trout or other important or threatened species, and toward protection and restoration efforts		
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	509(a)(1) - PC	\$10,000
Greensburg, PA		
to reuse waste plastic bottles to create fence and other products		
Pennsylvania Environmental Council, Inc.	509(a)(1) - PC	\$250,000
Pittsburgh, PA		
toward two-year support of conservation efforts involving water resources, sustainable communities, and energy programs		
Pennsylvania Institute for Conservation Education	509(a)(1) - PC	\$40,000
Lewisburg, PA		
toward two-year support of conservation leadership academy programs		
Pennsylvania Land Trust Association	509(a)(1) - PC	\$10,000
Harrisburg, PA		
toward educational opportunities for western Pennsylvania conservation leaders		
Pennsylvania Parks and Forests Foundation	509(a)(1) - PC	\$75,000
Camp Hill, PA		
toward connecting communities with state parks and forests, to support gateway towns as part of a community development strategy, and to document Pennsylvania's conservation history		
Pennsylvania Resources Council, Inc.	509(a)(2) - PC	\$100,000
Pittsburgh, PA		
toward support of operations and programs to protect, preserve, and promote southwestern Pennsylvania's scenic resources		
Pittsburgh Community Broadcasting Corporation	509(a)(1) - PC	\$75,000
Pittsburgh, PA		
toward production of a radio series to cover issues regarding habitat, conservation, and energy development in Pennsylvania		

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

Pittsburgh Community Services, Inc.	509(a)(1) - PC	\$80,000
Pittsburgh, PA		
to implement green infrastructure projects throughout the City of Pittsburgh's 15206 zip code		
Pittsburgh Parks Conservancy	509(a)(1) - PC	\$420,000
Pittsburgh, PA		
toward three-year support of parks management and maintenance and the Watershed Restoration Fund		
Riverlife	509(a)(1) - PC	\$1,050,000
Pittsburgh, PA		
toward completion of fountain renovations at Point State Park		
Susquehanna University	509(a)(1) - PC	\$2,250,000
Selingsgrove, PA		
toward three-year support for aquatic ecology research on the Susquehanna River and watershed, and to create a freshwater institute at the university		
Trout Unlimited	509(a)(1) - PC	\$300,000
Arlington, VA		
toward two-year support to continue the abandoned mine cleanup and stream restoration efforts across the West Branch Susquehanna watershed		
Washington County Watershed Alliance	509(a)(1) - PC	\$250,000
Washington, PA		
toward restoration and preservation of Canonsburg Lake		
Western Pennsylvania Conservancy	509(a)(1) - PC	\$350,000
Pittsburgh, PA		
toward two-year support of operations for land and watershed conservation programs		
<i>Total Conservation (37 items)</i>		\$31,582,500

Education

A+ Schools: Pittsburgh's Community Alliance for Public Education	509(a)(1) - PC	\$150,000
Pittsburgh, PA		
toward two-year support of operations		
A+ Schools: Pittsburgh's Community Alliance for Public Education	509(a)(1) - PC	\$40,000
Pittsburgh, PA		
to engage the public in efforts to improve the performance of Pittsburgh Public Schools		
A+ Schools: Pittsburgh's Community Alliance for Public Education	509(a)(1) - PC	\$150,000
Pittsburgh, PA		
toward two-year support of operations		
Allegheny County Library Association	509(a)(1) - PC	\$300,000
Pittsburgh, PA		
toward three-year support of county-wide youth services staffing and technology, and training for library staff		
Carlow University	509(a)(1) - PC	\$2,000,000
Pittsburgh, PA		
toward renovations to the University Learning Commons		
Central Catholic High School, Inc.	509(a)(1) - PC	\$750,000
Pittsburgh, PA		
toward construction of a new science, technology, engineering and math facility		
Common Sense Media	509(a)(1) - PC	\$30,000
San Francisco, CA		
to provide professional development to Greater Latrobe and Ligonier Valley school districts as they integrate technology devices and digital media learning products in the classroom		
Coro Center for Civic Leadership	509(a)(1) - PC	\$225,000
Pittsburgh, PA		
toward support of operations		

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

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		
The Fred Rogers Company	509(a)(1) - PC	\$750,000
Pittsburgh, PA		
toward production of Daniel Tiger's Neighborhood and other programming		
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		
Jonas Salk Legacy Foundation	509(a)(1) - PC	\$10,000
LaJolla, CA		
toward the Jonas Salk Symposium on Sustainability to be held at the University of Pittsburgh on October 28, 2014		
Linsly School Incorporated	509(a)(1) - PC	\$300,000
Wheeling, WV		
toward expansion of Banes Hall		
Manchester Craftsmen's Guild	509(a)(1) - PC	\$50,000
Pittsburgh, PA		
toward production and distribution of a film celebrating Pittsburgh jazz		
Negro Educational Emergency Drive	509(a)(1) - PC	\$200,000
Pittsburgh, PA		
toward support of operations		
The Neighborhood Academy	509(a)(1) - PC	\$150,000
Pittsburgh, PA		
toward two-year support to expand the 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		
The Pennsylvania State University	509(a)(1) - PC	\$5,000
University Park, PA		
toward expenses associated with the Private Forest Landowners Conference		
The Pittsburgh Promise Foundation	509(a)(3) under 170(b)(1)(A)(viii) - SO I	\$28,383
Pittsburgh, PA		
toward two-year support of college credits or recognized industry credentials earned by Pittsburgh Public School students		
Pittsburgh Voyager	509(a)(1) - PC	\$50,000
Pittsburgh, PA		
toward the fall 2014 environmental science 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	\$525,250
Pittsburgh, PA		
toward renovations of the YMCA building that will become Point Park University's Student and Convocation Center		
Seamen's Church Institute of New York and New Jersey	509(a)(1) - PC	\$450,000
New York, NY		
to upgrade the computer simulator database with Pittsburgh geographical and other information for maritime education and training facilities		

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

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	509(a)(1) - PC	\$10,000
Pittsburgh, PA		
toward support of the Dick Thornburgh Forum for Law & Public Policy's Discussions on Governance series		
University of Pittsburgh at Greensburg	509(a)(1) - PC	\$700,000
Greensburg, PA		
toward technology infrastructure upgrades		
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 ALCOSAN's governance structure		
University of Pittsburgh, School of Medicine	509(a)(1) - PC	\$20,000
Pittsburgh, PA		
toward two-year support of the Mellon Lecture		
Washington and Jefferson College	509(a)(1) - PC	\$600,000
Washington, PA		
toward two-year support to create a resource center that provides access to and interpretation of shale development data		
Westmoreland County Federated Library System	509(a)(2) - PC	\$32,000
Greensburg, PA		
toward technology upgrades		
<i>Total Education (32 items)</i>		\$15,005,633
<u>Human Services</u>		
Allegheny Council to Improve Our Neighborhoods-Housing, Inc.	509(a)(1) - PC	\$675,000
Pittsburgh, PA		
toward affordable housing and new energy conservation initiatives		
Arc Human Services, Inc.	509(a)(1) - PC	\$30,000
Houston, PA		
toward renovation of the sheltered employee facility		
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		
Blind and Vision Rehabilitation Services of Pittsburgh	509(a)(2) - PC	\$500,000
Homestead, PA		
to consolidate operations into a more accessible building in Pittsburgh's Uptown area		
Boy Scouts of America	509(a)(1) - PC	\$250,000
Pittsburgh, PA		
toward two-year support of operations and programs for youth development		

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Boys Hope Girls Hope	509(a)(1) - PC	\$25,000
Coraopolis, PA		
to purchase a vehicle for use in transporting children attending Girls Hope		
Catholic Charities of the Diocese of Pittsburgh, Inc.	509(a)(1) - PC	\$150,000
Pittsburgh, PA		
toward Team HOPE, a program addressing generational poverty		
Center for Victims	509(a)(2) - PC	\$100,000
Pittsburgh, PA		
toward two-year support to provide legal advocacy services and toward implementation of a victim's rights awareness plan		
The Challenge Program, Inc.	509(a)(1) - PC	\$200,000
Johnstown, PA		
toward 18-month support of operations in Allegheny and Westmoreland counties		
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 of the Gallatin School site, and increased services to youth		
Community Foundation of Greater Johnstown	509(a)(1) - PC	\$600,000
Johnstown, PA		
toward a joint grant-making program with the Richard King Mellon Foundation's fields of interest in the Johnstown area and surrounding counties as well as support for renovations to the Johnstown YMCA		
County of Allegheny, Department of Human Services	GOVT/PUBLIC BODY - GOV	\$500,000
Pittsburgh, PA		
toward three-year support to upgrade the technology infrastructure		
County of Allegheny, Department of Human Services	GOVT/PUBLIC BODY - GOV	\$1,000,000
Pittsburgh, PA		
toward three-year support to upgrade the technology infrastructure		
Crisis Center North Incorporation	509(a)(1) - PC	\$75,000
Pittsburgh, PA		
toward two-year support of capacity building efforts		
East End Cooperative Ministry, Inc.	509(a)(1) - PC	\$300,000
Pittsburgh, PA		
toward support of operations		
East Liberty Family Health Care Center, Inc.	509(a)(1) - PC	\$175,000
Pittsburgh, PA		
toward two-year support of operations and capital needs		
East Liberty Family Health Care Center, Inc.	509(a)(1) - PC	\$150,000
Pittsburgh, PA		
toward two-year support of operations and capital needs		
Family Guidance, Inc.	509(a)(1) - PC	\$200,000
Sewickley, PA		
toward support of the Learning and Mentoring Partnership		
Family Tyes, Inc.	509(a)(2) - PC	\$25,000
Pittsburgh, PA		
toward support of operations		
FamilyLinks, Inc.	509(a)(2) - PC	\$350,000
Pittsburgh, PA		
to establish a federally-certified electronic health records system		
FOR Sto-Rox Neighborhood Corp	509(a)(1) - PC	\$250,000
McKees Rocks, PA		
toward two-year support of operations		
The Forbes Funds	509(a)(3) under 170(b)(1)(A)(viii) - SO I	\$150,000
Pittsburgh, PA		
toward management assistance grants for nonprofits experiencing a financial crisis		

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Foundation Center	509(a)(1) - PC	\$250,000
New York, NY		
toward nonprofit capacity building efforts and access to grant information for Pittsburgh-area public schools, students, and the nonprofit community		
Girl Scouts Western Pennsylvania	509(a)(1) - PC	\$50,000
Pittsburgh, PA		
toward two-year support of the urban scouting program in McKees Rocks at the Father Ryan Arts Center		
Goodwill of Southwestern Pennsylvania	509(a)(1) - PC	\$800,000
Pittsburgh, PA		
toward implementation of the strategic plan		
Grant Foundation	509(a)(1) - PC	\$150,000
Pittsburgh, PA		
to strengthen Hopital Albert Schweitzer Haiti's community outreach capacity in Pittsburgh		
Greater Pittsburgh Community Food Bank	509(a)(2) - PC	\$150,000
Duquesne, PA		
toward efforts to reduce dependence on food assistance and toward a client record management program		
Hill House Association	509(a)(1) - PC	\$250,000
Pittsburgh, PA		
toward 18-month support of the youth workforce development program and debt reduction of the Kaufmann Center		
Homewood Children's Village	509(a)(1) - PC	\$750,000
Pittsburgh, PA		
toward support of operations		
Hosanna House, Inc.	509(a)(1) - PC	\$300,000
Wilkinsburg, PA		
toward two-year support of the Child Development Center		
Hosanna Industries, Inc.	509(a)(1) - PC	\$75,000
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	\$20,000
Harrisburg, PA		
toward three-year support of the food bank program		
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		
Lifesteps	509(a)(2) - PC	\$500,000
Butler, PA		
toward two-year support to enhance the agency's technology and communications system		
Ligonier Camp and Conference Center	509(a)(2) - PC	\$100,000
Ligonier, PA		
toward two-year support of renovations to the Lamont Lodge		
Mary and Alexander Laughlin Children's Center	509(a)(2) - PC	\$200,000
Sewickley, PA		
toward expansion to support two new services; dyslexia tutoring and occupational therapy		
McGuire Memorial Foundation	509(a)(3) under 170(b)(1)(A)(viii) - SO I	\$250,000
New Brighton, PA		
toward construction of an early intervention center		

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Milestone Centers, Inc.	509(a)(1) - PC	\$360,000
Pittsburgh, PA		
toward technology upgrades		
North Side Christian Health Center	509(a)(1) - PC	\$250,000
Pittsburgh, PA		
toward two-year support of operations		
Northside Coalition for Fair Housing	509(a)(1) - PC	\$85,000
Pittsburgh, PA		
toward an innovative collaboration with law enforcement and a summer youth employment program		
Outside-In School of Experiential Education, Inc.	509(a)(2) - PC	\$500,000
Greensburg, PA		
to build two 12-bed cabins to meet demand for services		
Pennsylvania Organization for Women in Early Recovery	509(a)(1) - PC	\$100,000
Pittsburgh, PA		
toward two-year support of operations		
Pennsylvania Partnerships for Children	509(a)(1) - PC	\$100,000
Harrisburg, PA		
toward support of operations		
Pittsburgh Association for the Education of Young Children	509(a)(2) - PC	\$405,000
Pittsburgh, PA		
toward support of the Building Family Child Care Homes Alliance		
The Pittsburgh Foundation	509(a)(1) - PC	\$300,000
Pittsburgh, PA		
to support a grantmaking program for Westmoreland County and to leverage match pool funding for the Westmoreland Gives Day of Giving in May 2015		
The Pittsburgh Foundation	509(a)(1) - PC	\$200,000
Pittsburgh, PA		
toward support of the Allegheny County Jail Collaborative		
Pittsburgh Mercy Health System	509(a)(3) under 170(b)(1)(A)(viii) - SO III FI	\$78,000
Pittsburgh, PA		
toward two-year support of an RN care manager to help patients, especially those with barriers, navigate the health care system		
Pittsburgh Soccer in the Community	509(a)(1) - PC	\$50,000
Pittsburgh, PA		
toward support of operations (redirected by SI 12/2014)		
Pittsburgh Soccer in the Community	509(a)(1) - PC	\$50,000
Pittsburgh, PA		
toward support of youth soccer programs for Pittsburgh's inner city neighborhoods		
The Poise Foundation	509(a)(1) - PC	\$50,000
Pittsburgh, PA		
toward support of operations and a matching donation program		
The Poise Foundation	509(a)(1) - PC	\$300,000
Pittsburgh, PA		
toward two-year support of programs and capacity building efforts for Amachi Pittsburgh		
Pressley Ridge	509(a)(1) - PC	\$320,000
Pittsburgh, PA		
to provide education and training to agency staff and families with the ultimate goal of empowering families to become a part of the treatment team		
Primary Care Health Services	509(a)(1) - PC	\$750,000
Pittsburgh, PA		
toward capacity building efforts and upgrades to the Electronic Medical Records system		

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Private Industry Council of Westmoreland/Fayette County, Inc.	509(a)(1) - PC	\$300,000
Greensburg, PA		
toward construction of a new facility in Fayette County to house five Head Start classrooms and other programs supporting low-income families		
Regional Family YMCA of Laurel Highlands	509(a)(1) - PC	\$300,000
Mount Pleasant, PA		
toward expansion and renovation of the fitness center and to build an addition to house childcare and programming space		
Riverview Children's Center	509(a)(1) - PC	\$400,000
Verona, PA		
toward two-year support to upgrade and expand the center		
Saint Margaret Memorial Hospital Foundation	509(a)(1) - PC	\$500,000
Pittsburgh, PA		
toward renovations of the Lawrenceville Family Health Center		
Sarah Heinz House	509(a)(1) - PC	\$125,000
Pittsburgh, PA		
toward support of operations and capacity building		
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		
Sisters of Charity of Seton Hill	509(a)(1) - PC	\$241,000
Greensburg, PA		
to replace outdated chiller equipment for Caritas Christi		
Slippery Rock University Foundation, Inc.	509(a)(1) - PC	\$250,000
Slippery Rock, PA		
toward two-year support to prepare undergraduate students to deliver transition services to young adults with disabilities		
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		
Squirrel Hill Health Center	509(a)(1) - PC	\$100,000
Pittsburgh, PA		
toward two-year support to build administrative capacity		
Student Conservation Association, Inc.	509(a)(1) - PC	\$35,000
Arlington, VA		
to adapt the member application and management system to make it accessible and usable across all web-enabled devices		
Three Rivers Workforce Investment Board	509(a)(1) - PC	\$250,000
Pittsburgh, PA		
toward Pittsburgh Works and its collective impact agenda		
Three Rivers Youth	509(a)(1) - PC	\$200,000
Pittsburgh, PA		
toward two-year support of capacity building for long-range institutional advancement		
Tri-City Life Center, Inc.	509(a)(1) - PC	\$150,000
Lower Burrell, PA		
toward support of operations for the parent-baby program (\$60,000) and to relocate the childcare center (\$90,000)		
United Way of Allegheny County	509(a)(1) - PC	\$100,000
Pittsburgh, PA		
toward three-year support of the United Way Forward campaign		
United Way of Westmoreland County	509(a)(1) - PC	\$450,000
Greensburg, PA		
toward early learning programs and the Mothers Making More initiative		

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United Way of Westmoreland County	509(a)(1) - PC	\$50,000
Greensburg, PA		
toward early learning programs and the Mothers Making More initiative		
University of Pittsburgh, Graduate School of Public Health	509(a)(1) - PC	\$450,000
Pittsburgh, PA		
toward two-year support of the Pittsburgh Violence Prevention Initiative		
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 League of Greater Pittsburgh	509(a)(1) - PC	\$10,000
Pittsburgh, PA		
to establish a cash reserve fund		
Veterans Leadership Program of Western Pennsylvania, Inc.	509(a)(1) - PC	\$300,000
Pittsburgh, PA		
toward two-year support of employment programs and capital needs		
Western Pennsylvania School for the Deaf	509(a)(1) - PC	\$200,000
Pittsburgh, PA		
toward two-year support to construct a new resident hall		
Westmoreland County Department of Human Services	GOVT/PUBLIC BODY - GOV	\$10,000
Greensburg, PA		
toward planning to create an integrated human services agency		
YMCA of Greater Pittsburgh	509(a)(2) - PC	\$750,000
Pittsburgh, PA		
toward two-year support to bridge a financial gap for urban programs		
Young Women's Christian Association of Westmoreland County	509(a)(2) - PC	\$150,000
Greensburg, PA		
toward two-year support of operations and capital needs		
Total Human Services (82 items)		\$19,654,000
<u>Regional Economic Development</u>		
3 Rivers Wet Weather, Inc.	509(a)(1) - PC	\$300,000
Pittsburgh, PA		
toward two-year support to promote sustainable municipal compliance with governmental consent orders for the region's sewer system		
Allegheny Conference on Community Development	509(a)(1) - PC	\$10,000
Pittsburgh, PA		
toward the PowerUp Pittsburgh program		
Allegheny Conference on Community Development	509(a)(1) - PC	\$492,000
Pittsburgh, PA		
toward support of operations and the 2014 Leadership Conference		
Bike Pittsburgh, Inc.	509(a)(1) - PC	\$200,000
Pittsburgh, PA		
to promote walking and biking in Pittsburgh and to enhance safety		
Bricolage	509(a)(2) - PC	\$150,000
Pittsburgh, PA		
toward two-year support of a shared development officer position		
Bridgeway Capital	509(a)(1) - PC	\$2,500,000
Pittsburgh, PA		
toward renovation of a light industrial building		

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Carnegie Institute	509(a)(1) - PC	\$25,000
Pittsburgh, PA		
toward 24 concert performances held throughout 2015 at the Warhol Museum and in Oakland		
Carnegie Mellon University	509(a)(1) - PC	\$150,000
Pittsburgh, PA		
to extend the Traffic21 technology along Penn Avenue to Braddock Avenue and along Center Avenue to Baum Boulevard		
Carnegie Mellon University	509(a)(1) - PC	\$250,000
Pittsburgh, PA		
toward the research and technology phase of the Lunar X competition		
Center for Regional Economic Competitiveness	509(a)(2) - PC	\$10,000
Arlington, VA		
toward costs associated with the Council for Community and Economic Research 2014 conference to be held in Pittsburgh June 2-6		
Center for Sustainable Shale Development, Inc.	509(a)(1) - PC	\$100,000
Pittsburgh, PA		
toward two-year support of a third-party certification program for shale gas drillers, and implementation of a public engagement plan		
Children's Museum of Pittsburgh	509(a)(1) - PC	\$200,000
Pittsburgh, PA		
toward two-year support of operations		
City of Pittsburgh	GOVT/PUBLIC BODY - GOV	\$150,000
Pittsburgh, PA		
toward two-year support of the Bureau of Neighborhood Empowerment		
City of Pittsburgh	GOVT/PUBLIC BODY - GOV	\$400,000
Pittsburgh, PA		
toward three-year support to create a Regional Data Resource Center and to improve internal operations		
City Theatre Company, Inc.	509(a)(1) - PC	\$500,000
Pittsburgh, PA		
toward capital improvements to the City Theatre building, a facilities reserve fund, and toward operations		
The Clemente Collection at Engine House 25	509(a)(1) - PC	\$100,000
Pittsburgh, PA		
toward two-year support of museum operations		
Community Design Center of Pittsburgh, Inc.	509(a)(1) - PC	\$125,000
Pittsburgh, PA		
to assess housing stock, develop a renovation plan, and establish design standards for a seven-block area in the Homewood neighborhood of Pittsburgh		
Community Theater Project Corporation	509(a)(2) - PC	\$10,000
Pittsburgh, PA		
toward support of a roundtable discussion to generate ideas on restructuring programming for the August Wilson Center		
Conemaugh Township	501(c)(3) - PC	\$160,000
Johnstown, PA		
to match a grant from the Pennsylvania Department of Conservation and Natural Resources for enhancements to the Stonycreek Whitewater Park		
Construction Junction	509(a)(2) - PC	\$75,000
Pittsburgh, PA		
to upgrade to energy-efficient lighting		

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County of Allegheny	GOVT/PUBLIC BODY - GOV	\$1,400,000
Pittsburgh, PA		
toward three-year support to create a Regional Data Resource Center and to improve internal operations		
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		
East Liberty Development Incorporated	509(a)(1) - PC	\$50,000
Pittsburgh, PA		
to complete mapping of crime hot spots and to design a strategy to address crime in Homewood		
East Liberty TRID Revitalization Authority - GOV		\$1,500,000
Pittsburgh, PA		
Toward transit-oriented development projects in East Liberty		
Economic Growth Connection of Westmoreland	509(a)(1) - PC	\$400,000
Greensburg, PA		
toward two-year support of operations		
Essential Public Media, Inc.	509(a)(1) - PC	\$750,000
Pittsburgh, PA		
toward two-year support of efforts to generate revenue by increasing memberships, corporate underwriting and major gifts leading to financial sustainability		
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		
Grantmakers of Western Pennsylvania	509(a)(1) - PC	\$23,000
Pittsburgh, PA		
toward support of operations		
Greater Pittsburgh Convention and Visitors Bureau Education Foundation, Inc.	509(a)(3) Type 1 - SO I	\$80,000
Pittsburgh, PA		
toward two-year support of customer service training		
Green Building Alliance	509(a)(1) - PC	\$300,000
Pittsburgh, PA		
toward two-year support of operations		
Green Building Alliance	509(a)(1) - PC	\$30,000
Pittsburgh, PA		
to determine feasibility of a variety of energy and stormwater strategies for Northside Coalition for Fair Housing's planned revitalization project		
Grow Pittsburgh	509(a)(1) - PC	\$100,000
Pittsburgh, PA		
toward support of operations and programs in Homewood		
Historical Society of Western Pennsylvania	509(a)(1) - PC	\$350,000
Pittsburgh, PA		
toward two-year support of major exhibitions and related educational programs		
Historical Society of Western Pennsylvania	509(a)(1) - PC	\$1,000,000
Pittsburgh, PA		
toward two-year support of exhibitions, programs, and capital needs of the Heinz History Center		

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Idea Foundry	509(a)(1) - PC	\$300,000
Pittsburgh, PA		
toward the Accelerators and Transformation Fellowship Program and social enterprise efforts in Homewood		
Johnstown Area Heritage Association	509(a)(1) - PC	\$250,000
Johnstown, PA		
toward two-year support to renovate the Johnstown Flood Museum and to promote cultural tourism in the Johnstown area		
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 the surrounding areas		
Ligonier Township Municipal Authority	GOVT/PUBLIC BODY - GOV	\$500,000
Ligonier, PA		
to expand water service to the Red Rock and Darlington Road areas within Ligonier Township		
Main Street Farmers Market, Inc.	509(a)(1) - PC	\$300,000
Washington, PA		
toward construction of a pavilion to house a farmers market and space for community events in Washington, PA		
Montour Trail Council	509(a)(1) - PC	\$250,000
Bridgeville, PA		
to restore the Library viaduct in South Park Township closing the last significant gap on the Montour Trail in Allegheny and Washington counties		
Mount Washington Community Development Corporation	509(a)(1) - PC	\$200,000
Pittsburgh, PA		
toward two-year support of slope restoration and trail construction in Emerald View Park		
The Mountain Playhouse, Inc.	509(a)(1) - PC	\$25,000
Jennerstown, PA		
toward support of operations and to hire a financial consultant		
The Mountain Playhouse, Inc.	509(a)(1) - PC	\$25,000
Jennerstown, PA		
toward support of operations and to hire a financial consultant		
The Mountain Playhouse, Inc.	509(a)(1) - PC	\$25,000
Jennerstown, PA		
toward support of operations and to hire a financial consultant		
The Mountain Playhouse, Inc.	509(a)(1) - PC	\$25,000
Jennerstown, PA		
toward support of operations and to hire a financial consultant		
The Mountain Playhouse, Inc.	509(a)(1) - PC	\$35,000
Jennerstown, PA		
toward support of operations and to hire a financial consultant		
National Aviary in Pittsburgh, Inc.	509(a)(1) - PC	\$275,000
Pittsburgh, PA		
toward enhancing avian medical programs and facilities		
The National Road Heritage Corridor	509(a)(1) - PC	\$510,000
Uniontown, PA		
toward design, construction, and installation of the interpretive displays at the Laurel Highlands Falls Area Visitor Center		
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		
Operation Better Block, Inc.	509(a)(1) - PC	\$450,000
Pittsburgh, PA		
toward economic development programs in Homewood		

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PA Cleanways of Allegheny County, Inc.	509(a)(1) - PC	\$47,500
Pittsburgh, PA		
toward two-year support of operations		
Phoebe Foundation Inc.	509(a)(3) Type 3 - SO III NFI	\$1,000,000
Albany, GA		
toward a housing facility for medical and pharmacy students		
Pittsburgh Ballet Theatre, Inc.	509(a)(1) - PC	\$300,000
Pittsburgh, PA		
toward support of operations and school expansion		
Pittsburgh Council for International Visitors	509(a)(2) - PC	\$10,000
Pittsburgh, PA		
toward the Global Great Lakes Network, held in Pittsburgh in June 2014, to work on immigrant-related economic development initiatives		
Pittsburgh Council for International Visitors	509(a)(2) - PC	\$100,000
Pittsburgh, PA		
toward two-year support of operations and to expand the base of corporate membership		
Pittsburgh Downtown Partnership	509(a)(1) - PC	\$250,000
Pittsburgh, PA		
toward two-year support of the Downtown Activation and Placemaking Initiative		
Pittsburgh Entertainment Project	509(a)(2) - PC	\$750,000
Pittsburgh, PA		
to develop a sustainable entertainment sector for southwestern Pennsylvania and to develop incubator projects		
Pittsburgh Filmmakers	509(a)(1) - PC	\$200,000
Pittsburgh, PA		
toward three-year support of education programs and the Flight School		
Pittsburgh Filmmakers	509(a)(1) - PC	\$75,000
Pittsburgh, PA		
toward support of the 2014 Biennial		
Pittsburgh Filmmakers	509(a)(1) - PC	\$10,000
Pittsburgh, PA		
toward video production highlighting development of the Rough Diamond Trail		
The Pittsburgh Foundation	509(a)(1) - PC	\$2,350,000
Pittsburgh, PA		
toward purchase of the building located at 980 Liberty Avenue, Pittsburgh		
The Pittsburgh Foundation	509(a)(1) - PC	\$10,000
Pittsburgh, PA		
to develop a land banking approach for the City of Pittsburgh		
The Pittsburgh Foundation	509(a)(1) - PC	\$650,000
Pittsburgh, PA		
toward purchase of the building located at 980 Liberty Avenue, Pittsburgh		
Pittsburgh Gateways Corporation	509(a)(1) - PC	\$5,000,000
Pittsburgh, PA		
toward two-year support of operations and capital support for the Energy Innovation Center		
Pittsburgh Glass Center, Inc.	509(a)(1) - PC	\$200,000
Pittsburgh, PA		
toward support of operations		
Pittsburgh Life Sciences Greenhouse	509(a)(1) - PC	\$250,000
Pittsburgh, PA		
toward support of the Executive-in-Residence program		
Pittsburgh Life Sciences Greenhouse	509(a)(1) - PC	\$1,000,000
Pittsburgh, PA		
toward three-year support of operations		

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Pittsburgh Opera, Inc.	509(a)(1) - PC	\$250,000
Pittsburgh, PA		
toward support of operations (\$250,000) and as a match for a building reserve (\$50,000)		
The Pittsburgh Public Theater Corporation	509(a)(1) - PC	\$250,000
Pittsburgh, PA		
toward support of operations		
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	\$250,000
Pittsburgh, PA		
toward JazzLive International 2014		
The Pittsburgh Trust for Cultural Resources	509(a)(1) - PC	\$500,000
Pittsburgh, PA		
toward two-year support to build the membership base to reach 10,000 members by end of 2015		
Program to Aid Citizen Enterprise	509(a)(1) - PC	\$200,000
Pittsburgh, PA		
toward three-year support of operations (\$300,000) and strategic plan implementation (\$253,000)		
The Progress Fund	509(a)(1) - PC	\$1,187,000
Greensburg, PA		
toward the small business lending program, and real estate strategy and trail town projects along the Great Allegheny Passage		
Quantum Theatre	509(a)(1) - PC	\$10,000
Pittsburgh, PA		
toward neighborhood initiative programs in Homewood		
Regional Trail Corporation	509(a)(1) - PC	\$10,000
West Newton, PA		
toward purchase of a tractor with mowing and snow plowing capabilities for use in maintaining a 10-mile stretch of the Great Allegheny Passage in Westmoreland County		
Renewable Manufacturing Gateway	509(a)(1) - PC	\$785,000
Pittsburgh, PA		
toward support of operations for the 6-month period April thru September 2014 and for consulting services		
RIDC Fund For Economic Growth	509(a)(3) under 170(b)(1)(A)(viii) - SO I	\$190,000
Pittsburgh, PA		
toward operating costs to manage the Almona site		
Riverlife	509(a)(1) - PC	\$450,000
Pittsburgh, PA		
toward two-year support of operations for Three Rivers Park		
Riverlife	509(a)(1) - PC	\$250,000
Pittsburgh, PA		
toward six-month support of operations for the restoration of the riverfronts and creation of trails along Three Rivers Park		
Southern Alleghenies Museum of Art	509(a)(1) - PC	\$10,000
Loretto, PA		
toward support of operations for the Ligonier Valley Museum		

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

Sustainable Pittsburgh	509(a)(3) under 170(b)(1)(A)(viii) - SO I	\$150,000
Pittsburgh, PA		
toward two-year support of programs to encourage municipalities and businesses to make measured reductions in resource consumption and emissions		
Touchstone Center for Crafts	509(a)(1) - PC	\$170,000
Farmington, PA		
toward capital improvements and promotional programming		
The Union Project	509(a)(1) - PC	\$100,000
Pittsburgh, PA		
toward support of operations and capital improvements		
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, Center for Social & Urban Research	509(a)(1) - PC	\$125,000
Pittsburgh, PA		
toward two-year support of the Pittsburgh Regional Indicators project		
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 help ensure the school's long-term sustainability		
Venture Outdoors	509(a)(1) - PC	\$225,000
Pittsburgh, PA		
toward two-year support to provide outdoor activities to local university students, to purchase a passenger van, and toward operations		
Western Pennsylvania Conservancy	509(a)(1) - PC	\$500,000
Pittsburgh, PA		
toward upgrades to Fallingwater's maintenance facility and visitor center		
Westmoreland County	GOVT/PUBLIC BODY - GOV	\$22,500
Greensburg, PA		
to update New Stanton's comprehensive plan in anticipation of upcoming highway interchange replacement		
Westmoreland County Parks & Recreation Citizens Advisory Board	509(a)(1) - PC	\$250,000
Greensburg, PA		
to acquire 9.5 miles of the Turtle Creek Industrial Railroad to extend the Westmoreland Heritage Bike Trail through Turtle Creek		
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	\$576,874
Greensburg, PA		
toward capital and endowment support		
Westmoreland Museum of Art	509(a)(1) - PC	\$290,175
Greensburg, PA		
toward capital and endowment support		
WQED Multimedia	509(a)(1) - PC	\$600,000
Pittsburgh, PA		
to support strategic initiatives including education programs in Westmoreland County		

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

Zoological Society of Pittsburgh	509(a)(1) - PC	\$500,000
Pittsburgh, PA		
toward two-year support to design and implement an innovative visitor experience		
<i>Total Regional Economic Development (98 items)</i>		\$39,050,049
Grand Totals (249 items)		\$105,292,182

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

American Rivers	509(a)(1) - PC	\$337,500
Washington, DC		
toward two-year support to restore rivers in western Pennsylvania and the Flint River in Georgia		
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	\$362,500
California, PA		
toward two-year support to restore and enhance fish and wildlife habitat on agricultural and forest lands in Pennsylvania and to replace equipment		
Foundation for Pennsylvania Watersheds	509(a)(3) - SO I	\$362,500
Alexandria, PA		
toward two-year support to improve water quality within western Pennsylvania watersheds		
National Audubon Society	509(a)(1) - PC	\$62,500
Audubon, PA		
toward two-year support to improve forest songbird populations on private forest lands in the upper Allegheny River watershed		
Pennsylvania Environmental Council, Inc.	509(a)(1) - PC	\$225,000
Pittsburgh, PA		
toward two-year support of conservation efforts involving water resources, sustainable communities, and energy programs		
Pennsylvania Parks and Forests Foundation	509(a)(1) - PC	\$20,000
Camp Hill, PA		
toward connecting communities with state parks and forests, to support gateway towns as part of a community development strategy, and to document Pennsylvania's conservation history		
Pittsburgh Parks Conservancy	509(a)(1) - PC	\$320,000
Pittsburgh, PA		
toward three-year support of parks management and maintenance and the Watershed Restoration Fund		
Pittsburgh Parks Conservancy	509(a)(1) - PC	\$320,000
Pittsburgh, PA		
toward three-year support of parks management and maintenance and the Watershed Restoration Fund		
Trout Unlimited	509(a)(1) - PC	\$300,000
Arlington, VA		
toward two-year support to continue the abandoned mine cleanup and stream restoration efforts across the West Branch Susquehanna watershed		
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		

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

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

Western Pennsylvania Conservancy **509(a)(1) - PC** **\$350,000**
Pittsburgh, PA
toward two-year support of operations for land and watershed conservation programs

Total Conservation (13 items) **\$3,135,000**

Education

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

The Pittsburgh Promise Foundation **509(a)(3) - SO I** **\$571,617**
Pittsburgh, PA
toward two-year support of college credits or recognized industry credentials earned by Pittsburgh Public School students

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

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 ALCOSAN's governance structure

Total Education (4 items) **\$846,617**

Exceptional Opportunities

Friends of Hopital Albert Schweitzer Haiti **509(a)(1) - PC** **\$150,000**
Pittsburgh, PA
toward two-year support to restore the environment through reforestation combined with agro-forestry initiatives in the Artibonite region of Haiti

Total Exceptional Opportunities (1 item) **\$150,000**

Human Services

Center for Victims **509(a)(2) - PC** **\$70,000**
Pittsburgh, PA
toward two-year support to provide legal advocacy services and toward implementation of a victim's rights awareness plan

Crisis Center North Incorporation **509(a)(1) - PC** **\$75,000**
Pittsburgh, PA
toward two-year support of capacity building efforts

FOR Sto-Rox Neighborhood Corp **509(a)(1) - PC** **\$225,000**
McKees Rocks, PA
toward two-year support of operations

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

Girl Scouts Western Pennsylvania	509(a)(1) - PC	\$50,000
Pittsburgh, PA toward two-year support of the urban scouting program in McKees Rocks at the Father Ryan Arts Center		
Hill House Association	509(a)(1) - PC	\$150,000
Pittsburgh, PA toward 18-month support of the youth workforce development program and debt reduction of the Kaufmann Center		
Hill House Association	509(a)(1) - PC	\$500,000
Pittsburgh, PA toward 18-month support of the youth workforce development program and debt reduction of the Kaufmann Center		
Hosanna Industries, Inc.	509(a)(1) - PC	\$75,000
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	\$20,000
Harrisburg, PA toward three-year support of the food bank program		
Hunters Sharing the Harvest, Inc.	509(a)(1) - PC	\$20,000
Harrisburg, PA toward three-year support of the food bank program		
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		
North Side Christian Health Center	509(a)(1) - PC	\$250,000
Pittsburgh, PA toward two-year support of operations		
One Vision One Life, Inc.	509(a)(1) - PC	\$10,000
Pittsburgh, PA toward expenses to dissolve the organization		
Parnassus Area Preservation Partnership	509(a)(1) - PC	\$85,000
New Kensington, PA toward upgrades to meet Americans With Disabilities Act requirements at the historic Logan Ferry Presbyterian Church in New Kensington		
Pittsburgh Mercy Health System	509(a)(3) - SO III FI	\$78,000
Pittsburgh, PA toward two-year support of an RN care manager to help patients, especially those with barriers, navigate the health care system		
The Poise Foundation	509(a)(1) - PC	\$350,000
Pittsburgh, PA toward two-year support as a matching grant to diversify sources of contributed support		
Squirrel Hill Health Center	509(a)(1) - PC	\$100,000
Pittsburgh, PA toward two-year support to build administrative capacity		

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

Three Rivers Youth	509(a)(1) - PC	\$200,000
Pittsburgh, PA		
toward two-year support of capacity building for long-range institutional advancement		
United Way of Allegheny County	509(a)(1) - PC	\$100,000
Pittsburgh, PA		
toward three-year support of the United Way Forward campaign		
United Way of Allegheny County	509(a)(1) - PC	\$100,000
Pittsburgh, PA		
toward three-year support of the United Way Forward campaign		
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	\$200,000
Pittsburgh, PA		
toward two-year support of employment programs and capital needs		
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		
Young Women's Christian Association of Westmoreland County	509(a)(2) - PC	\$85,000
Greensburg, PA		
toward two-year support of operations and capital needs		
Total Human Services (24 items)		\$3,468,000

Regional Economic Development

3 Rivers Wet Weather, Inc.	509(a)(1) - PC	\$300,000
Pittsburgh, PA		
toward two-year support to promote sustainable municipal compliance with governmental consent orders for the region's sewer system		
Animal Rescue League of Western Pennsylvania	509(a)(2) - PC	\$750,000
Pittsburgh, PA		
toward two-year support to design and construct a new, state of the art animal resource center		
Center for Sustainable Shale Development, Inc.	509(a)(1) - PC	\$50,000
Pittsburgh, PA		
toward two-year support of a third-party certification program for shale gas drillers, and implementation of a public engagement plan		
Children's Museum of Pittsburgh	509(a)(1) - PC	\$200,000
Pittsburgh, PA		
toward two-year support of operations		
City Theatre Company, Inc.	509(a)(1) - PC	\$1,200,000
Pittsburgh, PA		
toward capital improvements to the City Theatre building, a facilities reserve fund, and toward operations		
The Clemente Collection at Engine House 25	509(a)(1) - PC	\$100,000
Pittsburgh, PA		
toward two-year support of museum operations		

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

Essential Public Media, Inc.	509(a)(1) - PC	\$250,000
Pittsburgh, PA		
toward two-year support of efforts to generate revenue by increasing memberships, corporate underwriting and major gifts leading to financial sustainability		
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 visitors' learning experience		
Green Building Alliance	509(a)(1) - PC	\$300,000
Pittsburgh, PA		
toward two-year support of operations		
Johnstown Area Heritage Association	509(a)(1) - PC	\$500,000
Johnstown, PA		
toward two-year support to renovate the Johnstown Flood Museum and to promote cultural tourism in the Johnstown area		
Mount Washington Community Development Corporation	509(a)(1) - PC	\$200,000
Pittsburgh, PA		
toward two-year support of slope restoration and trail construction in Emerald View Park		
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		
PA Cleanways of Allegheny County, Inc.	509(a)(1) - PC	\$47,500
Pittsburgh, PA		
toward two-year support of operations		
Pittsburgh Ballet Theatre, Inc.	509(a)(1) - PC	\$500,000
Pittsburgh, PA		
toward support of operations and school expansion		
Pittsburgh Filmmakers	509(a)(1) - PC	\$150,000
Pittsburgh, PA		
toward three-year support of education programs and the Flight School		
Pittsburgh Opera, Inc.	509(a)(1) - PC	\$50,000
Pittsburgh, PA		
toward support of operations (\$250,000) and as a match for a building reserve (\$50,000)		
The Pittsburgh Trust for Cultural Resources	509(a)(1) - PC	\$500,000
Pittsburgh, PA		
toward two-year support to build the membership base to reach 10,000 members by end of 2015		
Program to Aid Citizen Enterprise	509(a)(1) - PC	\$200,000
Pittsburgh, PA		
toward three-year support of operations (\$300,000) and strategic plan implementation (\$253,000)		
Program to Aid Citizen Enterprise	509(a)(1) - PC	\$150,000
Pittsburgh, PA		
toward three-year support of operations (\$300,000) and strategic plan implementation (\$253,000)		

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

University of Pittsburgh, Center for Social & Urban Research	509(a)(1) - PC	\$125,000
Pittsburgh, PA		
toward two-year support of the Pittsburgh Regional Indicators project		
University of Pittsburgh, Graduate School of Public and International Affairs		\$37,500
509(a)(1) - PC		
Pittsburgh, PA		
toward two-year support of CONNECT's ongoing work on shared policy issues affecting the City of Pittsburgh and 36 neighboring communities		
Venture Outdoors	509(a)(1) - PC	\$175,000
Pittsburgh, PA		
toward two-year support to provide outdoor activities to local university students, to purchase a passenger van, and toward operations		
Westmoreland Museum of Art	509(a)(1) - PC	\$1,132,951
Greensburg, PA		
toward capital and endowment support		
Total Regional Economic Development (23 items)		\$7,166,825
Grand Totals (65 items)		\$14,766,442

RICHARD KING MELLON FOUNDATION

25-1127705

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

ATTACHMENT 22

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
PARTNERSHIP INCOME	900099	-2,515,977.	14	28,266,985.	122,252.
GRANT REFUND					
TOTALS		<u>-2,515,977.</u>		<u>28,266,985.</u>	<u>122,252.</u>