ENVELOPE POSTMARK DATE MAY 16 2016

SCANNED MAY 26 2016

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter social security numbers on this form as it may be made public.**

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation: WALTON R ETAL TRS WALTON FAM FND-AGY

A Employer identification number: 25-6568399

Number and street (or P O box number if mail is not delivered to street address): BNY Mellon, N A - P O Box 185 | Room/suite:

B Telephone number (see instructions): (412) 234-5436

City or town: Pittsburgh | State: PA | ZIP code: 15230-0185

Foreign country name | Foreign province/state/county | Foreign postal code

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 4,517,760

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	91,503	96,912		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	195,024			
	b	Gross sales price for all assets on line 6a 195,039				
	7	Capital gain net income (from Part IV, line 2)		194,755		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	2,135			
	12	**Total.** Add lines 1 through 11	288,662	291,667	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	11,561	5,704		5,857
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,174	2,174		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	13,735	7,878	0	5,857
	25	Contributions, gifts, grants paid	260,000			260,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	273,735	7,878	0	265,857
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	14,927			
	b	**Net investment income** (if negative, enter -0-)		283,789		
	c	**Adjusted net income** (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

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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	48,616	52,807	52,807
	2	Savings and temporary cash investments	106,851	141,068	141,068
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,255,975	4,255,975	4,323,416
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,411,442	4,449,850	4,517,291
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	4,411,442	4,449,850	
	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)	4,411,442	4,449,850	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,411,442	4,449,850	

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	4,411,442
2	Enter amount from Part I, line 27a	2	14,927
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	25,489
4	Add lines 1, 2, and 3	4	4,451,858
5	Decreases not included in line 2 (itemize) ▶ PARTNERSHIP ADJUSTMENT	5	877
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,450,981

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				
b				
c				
d				
e	Capital Gains Distributions			

	(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				194,755

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				194,755

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	194,755
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))
2014	263,419	5,054,109	0 052120
2013	224,638	4,608,587	0 048743
2012	220,754	4,204,842	0 052500
2011	220,000	4,336,710	0 050730
2010	174,500	4,254,167	0 041019

2	**Total** of line 1, column (d)	2	0 245112
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 049022
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	4,852,989
5	Multiply line 4 by line 3	5	237,903
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,838
7	Add lines 5 and 6	7	240,741
8	Enter qualifying distributions from Part XII, line 4	8	265,857

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ____________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	2,838
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	2,838
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,838
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 2,894		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	2,894
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	56
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 56 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BNY MELLON, N A Telephone no. ▶ (412) 234-5436
Located at ▶ P.O BOX 185, PITTSBURGH, PA ZIP+4 ▶ 15230-0185

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly).				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARY WALTON 3 EAST 77TH STREET NEW YORK, NY 10075	TRUSTEE 1 00	0	NONE	NONE
FARLEY WALTON WHETZEL 525 WILLIAM PENN PLACE, STE 3102 PITTSBURGH	TRUSTEE 5 00	0	NONE	NONE
JAMES M WALTON 525 WILLIAM PENN PLACE, STE 3102 PITTSBURGH	TRUSTEE 5 00	0	NONE	NONE
WILLIAM C WALTON 423 BRUNN SCHOOL RAOD SANTE FE, NM 87505	TRUSTEE 1 00	0	NONE	NONE

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

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

Total number of other employees paid over $50,000 ▶ NONE

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	NONE

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	4,737,728
b	Average of monthly cash balances	1b	189,164
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,926,892
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,926,892
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	73,903
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,852,989
6	**Minimum investment return.** Enter 5% of line 5	6	242,649

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	242,649
2a	Tax on investment income for 2015 from Part VI, line 5	2a	2,838		
b	Income tax for 2015. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,838
3	Distributable amount before adjustments Subtract line 2c from line 1			3	239,811
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	239,811
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	239,811

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	265,857
b	Program-related investments—total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	265,857
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	2,838
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	263,019

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 2014	(c) 2014	(d) 2015
1	Distributable amount for 2015 from Part XI, line 7					239,811
2	Undistributed income, if any, as of the end of 2015					
a	Enter amount for 2014 only				0	
b	Total for prior years: 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2015					
a	From 2010					
b	From 2011	7,063				
c	From 2012	13,624				
d	From 2013	11,817				
e	From 2014	13,502				
f	**Total** of lines 3a through e		46,006			
4	Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 265,857					
a	Applied to 2014, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2015 distributable amount					239,811
e	Remaining amount distributed out of corpus		26,046			
5	Excess distributions carryover applied to 2015. *(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		72,052			
b	Prior years' undistributed income Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount—see instructions				0	
f	Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)					
8	Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		72,052			
10	Analysis of line 9.					
a	Excess from 2011	7,063				
b	Excess from 2012	13,624				
c	Excess from 2013	11,817				
d	Excess from 2014	13,502				
e	Excess from 2015	26,046				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

NOT APPLICABLE

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

NOT APPLICABLE

c Any submission deadlines:

NOT APPLICABLE

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

NOT APPLICABLE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total			▶ **3a**	260,000
b *Approved for future payment*				
NONE				
Total			▶ **3b**	NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	91,503	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	195,024	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a	900099	2,135			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		2,135		286,527	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 288,662

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	NOT APPLICABLE

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		NOT APPLICABLE	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Janet M. Walton 5/3/2016 VICE PRESIDENT

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 ☒ if self-employed	PTIN
Shawn P Hanlon		5/3/2016		P00965923

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

Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219 — Phone no (412) 355-6000

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

Recipient(s) paid during the year

Name				
THE ERIC CARLE MUSEUM OF PICTURE BOOK ART				
Street 125 WEST BAY RD				
City AMHERST	**State** MA	**Zip Code** 01002	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution				**Amount** 10,000

Name				
STOREFRONT ACADEMY HARLEM				
Street 70 E 129TH STREET				
City NEW YORK	**State** NY	**Zip Code** 10035	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution				**Amount** 15,000

Name				
TANZANIA CHILREN'S FUND				
Street 45 EXCHANGE STREET				
City PORTLAND	**State** ME	**Zip Code** 04101	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution				**Amount** 27,000

Name				
THE GRANT FOUNDATION				
Street P.O BOX 81046				
City PITTSBURGH	**State** PA	**Zip Code** 15217	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution				**Amount** 35,000

Name				
THE RECIPROCITY FOUNDATION				
Street 255 W 26TH STREET, SUITE 1204				
City NEW YORK	**State** NY	**Zip Code** 10018	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution				**Amount** 15,000

Name				
CONNECT INC				
Street PO BOX 20217 GREELY SQUARE STATION				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution				**Amount** 15,000

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

Recipient(s) paid during the year

Name					
THE NATURE CONSERVANCY					
Street: 42269 MOREL ROAD					
City: JOHNSTOWN		**State**: NE	**Zip Code**: 69214	**Foreign Country**:	
Relationship: NONE	**Foundation Status**: PC				
Purpose of grant/contribution					**Amount**: 10,000

Name					
LOYALHANNA WATERSHED ASSOCIATION					
Street: 110 ANDI LANE					
City: LIGONIER		**State**: PA	**Zip Code**: 15658	**Foreign Country**:	
Relationship: NONE	**Foundation Status**: PC				
Purpose of grant/contribution					**Amount**: 12,500

Name					
FRIENDS OF THE WISSAHICKON					
Street: 8708 GERMANTOWN AVENUE					
City: PHILADELPHIA		**State**: PA	**Zip Code**: 19118	**Foreign Country**:	
Relationship: NONE	**Foundation Status**: PC				
Purpose of grant/contribution					**Amount**: 7,000

Name					
MAGEE-WOMENS RESEARCH INSTITUTE					
Street: 204 CRAFT AVE					
City: PITTSBURGH		**State**: PA	**Zip Code**: 15213	**Foreign Country**:	
Relationship: NONE	**Foundation Status**: PC				
Purpose of grant/contribution					**Amount**: 10,000

Name					
NATIONAL PSORIASIS FOUNDATION					
Street: 6600 SW 92ND AVE , SUITE 300					
City: PORTLAND		**State**: OR	**Zip Code**: 97223-7195	**Foreign Country**:	
Relationship: NONE	**Foundation Status**: PC				
Purpose of grant/contribution					**Amount**: 25,000

Name					
NEW JERSEY STATE GOLF ASSOCIATION					
Street: 3 GOLF DRIVE, SUITE 2-6					
City: KENILWORTH		**State**: NJ	**Zip Code**: 07033	**Foreign Country**:	
Relationship: NONE	**Foundation Status**: PC				
Purpose of grant/contribution					**Amount**: 5,000

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

Recipient(s) paid during the year

Name				
ST PAUL'S EPISCOPAL CHURCH				
Street				
188 SOUTH SWINTON AVENUE				
City	**State**	**Zip Code**	**Foreign Country**	
DELRAY BEACH	FL	33444		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
				5,000

Name				
PITTSBURGH MUSKOKA FOUNDATION				
Street				
525 WILLIAM PENN PLACE, RM 3102				
City	**State**	**Zip Code**	**Foreign Country**	
PITTSBURGH	PA	15219		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
				5,000

Name				
WORLD WOMEN WORK				
Street				
8 COLE LANE				
City	**State**	**Zip Code**	**Foreign Country**	
SANTA FE	NM	87508		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
				10,000

Name				
AMERICAN HOSPITAL OF PARIS FOUNDATION				
Street				
1441 BROADWAY, 5TH FLOOR				
City	**State**	**Zip Code**	**Foreign Country**	
NEW YORK	NY	10018		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
				10,000

Name				
FRENCH-AMERICAN FOUNDATION				
Street				
28 WEST 44TH STREET SUITE 1420				
City	**State**	**Zip Code**	**Foreign Country**	
NEW YORK	NY	10036		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
				10,000

Name				
EAST LIBERTY PRESBYTERIAN CHURCH				
Street				
116 S HIGHLAND AVENUE				
City	**State**	**Zip Code**	**Foreign Country**	
PITTSBURGH	PA	15206		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
				10,000

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

Recipient(s) paid during the year

Name	State	Zip Code	Foreign Country	Amount

Name
LIGONIER VALLEY HISTORICAL SOCIETY
Street
PO BOX 167

City	State	Zip Code	Foreign Country
LUAGHLINTOWN	PA	15655	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
	2,500

Name
YELLOWSTONE TO YUKON
Street
PO BOX 157

City	State	Zip Code	Foreign Country
BOZEMAN	MT	59771-0157	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
	10,000

Name
CHILDREN'S HOSPITAL OF PITTSBURGH
Street
4401 PENN AVENUE

City	State	Zip Code	Foreign Country
PITTSBURGH	PA		

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
	5,000

Name
ACADEMY OF MUSIC
Street
ONE SOUTH BROAD STREET 14TH FLR

City	State	Zip Code	Foreign Country
PHILADELPHIA	PA	19107	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
	1,000

Name
PERC INC
Street
153 WEST SHORE ROAD

City	State	Zip Code	Foreign Country
GRAND ISLE	VT	05458	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
	5,000

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

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

	Amount
Long Term CG Distributions	194,755
Short Term CG Distributions	0

Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Capital Gains/Losses	194,755	0	194,755
Other sales	284	15	269

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	SECTION 1231 GAIN FROM P	000000000								15					-15
2	LONG TERM GAIN FROM PAR	000000000					1/1/2000	1/1/2015	284						284

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		2,135	0	0
1	ORDINARY INCOME FROM PARTNERSHIPS	2,135		

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

		11,561	5,704	0	5,857
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	CONTRACT ADMINISTRATION FEES	2,054			2,054
2	OTHER TRUSTEE FEES	9,507	5,704		3,803

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		2,174	2,174	0	0
1	FOREIGN TAX WITHHELD	2,174	2,174		

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
			4,255,975	4,255,975	4,323,416
1				0	
2	VANGUARD FIXED INCOME SECS FD		0	58,836	58,695
3	VANGUARD INTL EQUITY INDEX FD		0	228,609	181,540
4	BNY MELLON LARGE CAP STK FD CL M		0	1,176,400	893,330
5	BNY MELLON BOND FD CL M		0	367,279	355,391
6	BNY MELLON EMERGING MKTS FD CL M		0	107,977	104,855
7	DODGE & COX FDS INTL STK FD		0	225,788	229,555
8	DREYFUS FLOATING RATE INC-Y		0	80,000	74,358
9	DREYFUS BASIC S&P 500 STK I		0	500,000	556,268
10	DREYFUS SMALL CAP STOCK INDEX		0	57,949	87,214
11	ENTERPRISE PRODS PARTNERS L P		0	36,597	76,740
12	ISHARES HIGH DIVIDEND EQUITY FUND		0	249,968	351,267
13	MAGELLAN MIDSTREAM PARTNERS LP		0	40,840	135,840
14	PEOPLES DREYFUS S&P MIDCAP INDEX		0	255,479	377,150
15	PLAINS ALL AMERN PIPELINE L P UNIT		0	50,736	46,200
16	T ROWE PRICE HIGH YIELD FUND INC		0	116,422	107,991
17	DREYFUS INTENATION STOCK-Y		0	168,263	198,537
18	DREYFUS US EQUITY FUND-Y		0	250,000	210,560
19	DREYFUS SELECT MGER S/C VL-Y		0	181,378	184,303
20	TCW EMERGING MARKETS INCOME FUN		0	103,454	93,622

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	PARTNERSHIP DISTRIBUTIONS	1	15,870
2	FEDERAL TAX REFUND	2	9,619
3	Total	3	25,489

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

1	PARTNERSHIP ADJUSTMENT	1	877
2	Total	2	877

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

	Amount
Long Term CG Distributions	194,755
Short Term CG Distributions	0

Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
					0	0	0	0	0	0	0	0	0

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

										0	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	MARY WALTON		3 EAST 77TH STREET	NEW YORK	NY	10075		TRUSTEE	1 00	0	NONE	NONE
2	FARLEY WALTON WHETZEL		525 WILLIAM PENN PLACE, STE 31	PITTSBURGH	PA			TRUSTEE	5 00	0	NONE	NONE
3	JAMES M WALTON		525 WILLIAM PENN PLACE, STE 31	PITTSBURGH	PA			TRUSTEE	5 00	0	NONE	NONE
4	WILLIAM C WALTON		423 BRUNN SCHOOL RAOD	SANTE FE	NM	87505		TRUSTEE	1 00	0	NONE	NONE

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

		Date		Amount
1	Credit from prior year return		1	2,894
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	
7	Total		7	2,894