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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation
RILEY MABEL LOUISE TR U/WILL

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

City or town, state or province, country, and ZIP or foreign postal code
Pittsburgh PA 15230-0185

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

A Employer identification number
04-6278857

B Telephone number (see instructions)
(617) 722-7772

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 62,870,307

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,271,092	1,258,528		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	167,259			
	b	Gross sales price for all assets on line 6a 4,853,278				
	7	Capital gain net income (from Part IV, line 2)		167,259		
	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)	-566	-566		
	12	**Total.** Add lines 1 through 11	1,437,785	1,425,221	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	213,990	128,394		85,596
	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)	194,224			194,224
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	43,358	26,888		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	83,626	10,221		73,405
	24	**Total operating and administrative expenses.** Add lines 13 through 23	535,198	165,503	0	353,225
	25	Contributions, gifts, grants paid	2,055,710			2,055,710
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,590,908	165,503	0	2,408,935
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,153,123			
	b	**Net investment income** (if negative, enter -0-)		1,259,718		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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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			
	2	Savings and temporary cash investments	836,870	779,679	779,679
	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)	51,164,203	51,035,357	62,090,628
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	959,342		
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	52,960,415	51,815,036	62,870,307
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	52,960,415	51,815,036	
	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)	52,960,415	51,815,036	
	31	**Total liabilities and net assets/fund balances** (see instructions)	52,960,415	51,815,036	

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	52,960,415
2	Enter amount from Part I, line 27a	2	-1,153,123
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	416,117
4	Add lines 1, 2, and 3	4	52,223,409
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	408,373
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	51,815,036

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
b				
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	167,259
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))
2015	3,631,476	63,403,303	0 057276
2014	3,544,663	65,122,276	0 054431
2013	3,072,263	60,806,738	0 050525
2012	3,098,287	56,793,216	0 054554
2011	3,058,760	58,083,242	0 052662

2	**Total** of line 1, column (d)	2	0 269448
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 053890
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	59,862,942
5	Multiply line 4 by line 3	5	3,226,014
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,597
7	Add lines 5 and 6	7	3,238,611
8	Enter qualifying distributions from Part XII, line 4	8	2,408,935

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	25,194
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	25,194
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	25,194
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	66,295		
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	66,295
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	41,101
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 25,194 **Refunded** ▶			11	15,907

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) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *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 2016 or the taxable year beginning in 2016 (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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BNY MELLON, N A Telephone no ▶ (617) 722-7772
Located at ▶ P O BOX 185, PITTSBURGH, PA ZIP+4 ▶ 15230-0185

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

			Yes	No
16	At any time during calendar year 2016, 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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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 2016 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 2016)*		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 2016?		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** X (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? **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
BNY Mellon, N A P O BOX 185 Pittsburgh, PA 15230-0185	CO-TRUSTEE SEE ATTACHED	266,287	NONE	NONE
BNY Mellon, N A P O BOX 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-140,743	N/A	N/A
ROBERT W HOLMES C/O BNY MELLON, N A , PO BOX 185 Pittsburgh, PA	CO-TRUSTEE SEE ATTACHED	44,223		
GRACE F FEY C/O BNY MELLON, N A , PO BOX 185 Pittsburgh, PA	CO-TRUSTEE SEE ATTACHED	44,223		

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	60,168,994
b	Average of monthly cash balances	1b	605,566
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	60,774,560
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	60,774,560
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	911,618
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	59,862,942
6	**Minimum investment return.** Enter 5% of line 5	6	2,993,147

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	2,993,147
2a	Tax on investment income for 2016 from Part VI, line 5	2a	25,194		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	25,194
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,967,953
4	Recoveries of amounts treated as qualifying distributions			4	1,117
5	Add lines 3 and 4			5	2,969,070
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	2,969,070

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	2,408,935
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	2,408,935
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,408,935

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 2015	(c) 2015	(d) 2016
1	Distributable amount for 2016 from Part XI, line 7					2,969,070
2	Undistributed income, if any, as of the end of 2016					
a	Enter amount for 2015 only				0	
b	Total for prior years 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2016					
a	From 2011	194,580				
b	From 2012	297,870				
c	From 2013	83,525				
d	From 2014	437,339				
e	From 2015	525,553				
f	**Total** of lines 3a through e		1,538,867			
4	Qualifying distributions for 2016 from Part XII, line 4 ► $ 2,408,935					
a	Applied to 2015, 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 2016 distributable amount					2,408,935
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*		560,135			560,135
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		978,732			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f	Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					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 2011 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		978,732			
10	Analysis of line 9					
a	Excess from 2012					
b	Excess from 2013	15,840				
c	Excess from 2014	437,339				
d	Excess from 2015	525,553				
e	Excess from 2016					

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	(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

SEE ATTACHED

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

SEE ATTACHED

c Any submission deadlines

SEE ATTACHED

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

SEE ATTACHED

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total			▶ **3a**	2,055,710
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	1,271,092	
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	167,259	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a PARTNERSHIP OTHER INCO			42	-566	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		1,437,785	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,437,785

(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

Grace K. Fey 10/22/17 Trustee

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: Shawn P Hanlon	Preparer's signature	Date: 10/11/2017	Check ☒ if self-employed	PTIN: 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	

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

	Amount
Long Term CG Distributions	363,177
Short Term CG Distributions	0

Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Capital Gains/Losses	4,853,278	4,686,019	167,259
Other sales	0	0	0

	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	BNY MELLON FOC EQ OPP-M	05569M475	X				12/11/2013	9/21/2016	224,577	241,388				0	-16,811
2	BNY MELLON FOC EQ OPP-M	05569M475	X				12/4/2014	9/21/2016	602,666	633,710				0	-31,044
3	BNY MELLON FOC EQ OPP-M	05569M475	X				12/3/2015	9/21/2016	172,758	166,470				0	6,288
4	BNY MELLON INTERMEDIATE	05569M814	X				12/17/2009	9/21/2016	300,000	303,774				0	-3,774
5	DREYFUS INTL SMALL CAP-Y	26201F777	X				6/30/2015	7/7/2016	400,000	449,146				0	-49,146
6	DREYFUS INTL SMALL CAP-Y	26201F777	X				6/30/2015	9/21/2016	100,000	101,545				0	-1,545
7	ISHARES CORE S&P 500 ETF	464287200	X				12/18/2015	7/7/2016	601,251	583,759				0	17,492
8	ISHARES CORE S&P 500 ETF	464287200	X				12/18/2015	9/21/2016	303,322	286,759				0	16,563
9	ISHARES MSCI EAFE ETF	464287465	X				4/11/2014	7/7/2016	1,001,592	1,213,769				0	-212,177
10	ISHARES MSCI EAFE ETF	464287465	X				4/11/2014	9/21/2016	202,338	228,825				0	-26,487
11	ISHARES CORE S&P MID-CA	464287507	X				6/25/2015	7/7/2016	351,349	361,031				0	-9,682
12	ISHARES CORE S&P MID-CA	464287507	X				6/25/2015	9/21/2016	36,893	36,715				0	178
13	ISHARES CORE S&P MID-CA	464287507	X				11/10/2015	9/21/2016	63,794	60 334				0	3,460
14	COMMIT TO PUR MELLON OF	999Z86880	X				12/27/2016	12/31/2016	18,794	18,794				0	0
15	PARTNERSHIP LT GAIN/LOSS		X				1/1/2015	12/31/2016	110,730						110,730
16	PARTNERSHIP ST GAIN/LOSS		X				12/30/2015	12/31/2016	37						37

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		-566	-566	0
1	PARTNERSHIP OTHER INCOME	-566	-566	

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		194,224	0	0	194,224
	Description				
1	GMA FOUNDATION	194,224			194,224

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

		43,358	26,888	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	26,888	26,888		
2	ESTIMATED EXCISE PAYMENTS	16,470			

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

		83,626	10,221	0	73,405
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	MA FILING FEE	500	0		500
2	COURT FEES	3,500	0		3,500
3	CONSULTING FEES	46,825	0		46,825
4	VARIOUS MEMBERSHIP FEES	22,202	0		22,202
5	OTHER MISC FEES	378	0		378
6	PARTNERSHIP PORTFOLIO DEDUCTIONS	10,221	10,221		0

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
			51,164,203	51,035,357	62,090,628
1				0	
2	ADVANTAGE DYN TOTAL RET -Y		0	1,202,602	1,402,239
3	BNY MELLON INCOME STK FD CL M		0	3,388,313	4,511,173
4	BNY MELLON CORP BOND-M		0	912,650	918,977
5	BNY MELLON FOCUSED EQUITY OPP-M		0	2,893,889	3,182,925
6	BNY MELLON INTERMEDIATE BOND FD C		0	1,456,789	1,425,591
7	BNY MELLON BOND FD CL M		0	2,921,121	2,897,620
8	DFA EMERG MKTS CORE EQUITY		0	2,523,954	2,157,353
9	DREYFUS INFL TN ADJ SEC-Y		0	594,600	600,744
10	DREYFUS PREM LT TRM HI YLD-R		0	594,574	555,100
11	DREYFUS GLOBAL REAL ES SEC-Y		0	452,693	557,960
12	DREYFUS INTL SMALL CAP-Y		0	1,949,309	1,815,118
13	DREYFUS/NEWTON INTERN EQTY-Y		0	2,232,640	1,969,564
14	ISHARES S&P 500 INDEX FUND		0	8,073,040	15,823,547
15	ISHARES BARCLAYS AGGREGATE BOND		0	925,209	940,014
16	ISHARES MSCI EAFE INDEX FD		0	6,327,472	5,963,509
17	ISHARES TR S&P MIDCAP 400 INDEX FD		0	4,435,500	7,107,140
18	ISHARES TR COHEN & STEERS REALTY		0	241,200	564,361
19	ASG MANAGED FUTURES STRAT-Y		0	1,369,473	1,324,353
20	ASG GLOBAL ALTERNATIVES FUND-Y		0	1,704,668	1,649,571
21	DREYFUS SELECT MGER S/C GR-Y		0	819,556	757,174
22	DREYFUS SELECT MGER S/C VL-Y		0	2,078,828	2,186,780
23	LIAB-COMMONFUND CAPITAL VI		0	0	0
24	COMMONFUND CAPITAL VI		0	175,000	190,178
25	ALPHAKEYS PRIVATE EQUITY IV LLC		0	554,072	554,072
26	ALPHAKEYS QUADRANGLE LLC		0	98,851	98,851
27	VAN ECK CM COMMODITY INDX-I		0	500,000	376,161
28	VIRTUS EMERGING MKTS OPPOR-I		0	706,285	656,933
29	MELLON OPTIMA L/S STRATEGY FD LLC		0	1,884,275	1,884,826
30	COMMIT TO PUR MELLON OPTIMA L/S FN		0	18,794	18,794

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

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

1	RETURNED GRANT	1	1,117
2	CASH RECEIVED FROM UBS AND ALPHAKEYS	2	415,000
3	Total	3	416,117

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

1	ALPHAKEYS QUADRANGLE FUND COST BASIS ADJUSTMENT	1	34,576
2	ALPHAKEYS PE FUND IV COST BASIS ADJUSTMENT	2	271,843
3	PARTNERSHIP ADJUSTMENT	3	101,954
4	Total	4	408,373

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

	Amount
Long Term CG Distributions	363,177
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
						4,490,101	0	0	4,686,019	-195,918	0	0	0	-195,918
1	BNY MELLON FOC EQ OPP-M	05569M475		12/11/2013	9/21/2016	224,577		0	241,388	-16,811	0	0	0	-16,811
2	BNY MELLON FOC EQ OPP-M	05569M475		12/4/2014	9/21/2016	602,666		0	633,710	-31,044	0	0	0	-31,044
3	BNY MELLON FOC EQ OPP-M	05569M475		12/3/2015	9/21/2016	172,758		0	166,470	6,288	0	0	0	6,288
4	BNY MELLON INTERMEDIATE	05569M814		12/17/2009	9/21/2016	300 000		0	303 774	-3,774	0	0	0	-3 774
5	DREYFUS INTL SMALL CAP-Y	26201F777		6/30/2015	7/7/2016	400,000		0	449 146	-49,146	0	0	0	-49,146
6	DREYFUS INTL SMALL CAP-Y	26201F777		6/30/2015	9/21/2016	100,000		0	101,545	-1,545	0	0	0	-1,545
7	ISHARES CORE S&P 500 ETF	464287200		12/18/2015	7/7/2016	601 251		0	583,759	17,492	0	0	0	17,492
8	ISHARES CORE S&P 500 ETF	464287200		12/18/2015	9/21/2016	303,322		0	286,759	16,563	0	0	0	16,563
9	ISHARES MSCI EAFE ETF	464287465		4/11/2014	7/7/2016	1,001,592		0	1 213 769	-212 177	0	0	0	-212,177
10	ISHARES MSCI EAFE ETF	464287465		4/11/2014	9/21/2016	202,338		0	228,825	-26,487	0	0	0	-26,487
11	ISHARES CORE S&P MID-CAI	464287507		6/25/2015	7/7/2016	351,349		0	361,031	-9,682	0	0	0	-9,682
12	ISHARES CORE S&P MID-CAI	464287507		6/25/2015	9/21/2016	36,893		0	36,715	178	0	0	0	178
13	ISHARES CORE S&P MID-CAI	464287507		11/10/2015	9/21/2016	63,794		0	60,334	3,460	0	0	0	3,460
14	COMMIT TO PUR MELLON OF	999Z86880		12/27/2016	12/31/2016	18,794		0	18,794	0	0	0	0	0
15	PARTNERSHIP LT GAIN/LOSS			1/1/2015	12/31/2016	110,730			0	110,730	0	0	0	110,730
16	PARTNERSHIP ST GAIN/LOSS			12/30/2015	12/31/2016	37			0	37	0	0	0	37

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										213,990	0	0
1	BNY Mellon N A	X	P O BOX 185	Pittsburgh	PA	15230-0185		CO-TRUSTEE	SEE ATTAC	266,287	NONE	NONE
2	BNY Mellon N A	X	P O BOX 185	Pittsburgh	PA	15230-0185		FEE	REIMBURSI	-140 743	N/A	N/A
3	ROBERT W HOLMES		C/O BNY MELLON N A PO BOX 18	Pittsburgh	PA	15230-0185		CO-TRUSTEE	SEE ATTAC	44 223	0	0
4	GRACE F FEY		C/O BNY MELLON, N A PO BOX 18	Pittsburgh	PA	15230-0185		CO-TRUSTEE	SEE ATTAC	44,223	0	0

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

		Date		Amount
1	Credit from prior year return		1	49,825
2	First quarter estimated tax payment	5/10/2016	2	300
3	Second quarter estimated tax payment	6/9/2016	3	5,720
4	Third quarter estimated tax payment	9/9/2016	4	7,600
5	Fourth quarter estimated tax payment	12/8/2016	5	2,850
6	Other payments		6	
7	Total		7	66,295

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

Recipient(s) paid during the year

Name
CENTER FOR WOMEN & ENTERPRISE INC
Street
24 SCHOOL STREET, SUITE 700

City	State	Zip Code	Foreign Country
BOSTON	MA	02108	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	50,000

Name
MASSACHUSETTS ART FOUNDATION
Street
621 HUNTINGTON AVENUE

City	State	Zip Code	Foreign Country
BOSTON	MA	02115	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	50,000

Name
BOSTON CHILDREN'S MUSEUM
Street
308 CONGRESS STREET

City	State	Zip Code	Foreign Country
BOSTON	MA	02210	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	50,000

Name
COMMON WEALTH KITCHEN
Street
196 QUINCY STREET

City	State	Zip Code	Foreign Country
DORCHESTER	MA	02121	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	75,000

Name
BOSTON ALGEBRA IN MIDDLE SCHOOLS - MATHPOWER
Street
360 HUNTINGTON AVENUE

City	State	Zip Code	Foreign Country
BOSTON	MA	02115	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	50,000

Name
MUSEUM OF SCIENCE
Street
SCIENCE PARK

City	State	Zip Code	Foreign Country
BOSTON	MA	02114	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	99,680

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

Recipient(s) paid during the year

Name
PROJECT HOPE
Street
45 MAGNOLIA STREET

City	State	Zip Code	Foreign Country
DORCHESTER	MA	02125	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	50,000

Name
URBAN FARMING INSTITUTE OF BOSTON
Street
34 LINWOOD STREET

City	State	Zip Code	Foreign Country
ROXBURY	MA	02119	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	50,000

Name
VICTORY PROGRAMS INC
Street
965 MASSACHUSETTS AVENUE

City	State	Zip Code	Foreign Country
BOSTON	MA	02118	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	50,000

Name
TOUCHABLE STORIES INC
Street
319 HURLEY STREET, #3

City	State	Zip Code	Foreign Country
CAMBRIDGE	MA	02141	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	2,718

Name
CREATIVE CULTURAL ARTS INC
Street
53 W COTTAGE STREET

City	State	Zip Code	Foreign Country
DORCHESTER	MA	02125	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	5,000

Name
ST PATRICKS CHURCH
Street
10 MAGAZINE STREET

City	State	Zip Code	Foreign Country
ROXBURY	MA	02119	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	5,000

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

Recipient(s) paid during the year

Name
SUMMER JAZZ CONCERTS IN ELIOT SQUARE
Street
1452 DORCHESTER AVENUE, 4TH FLOOR

City	State	Zip Code	Foreign Country
BOSTON	MA	02122	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	5,000

Name
INNERCITY WEIGHTLIFTING
Street
PO BOX 171313

City	State	Zip Code	Foreign Country
BOSTON	MA	02117	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	150,000

Name
ART EMERSON
Street
120 BOYLSTON STREET

City	State	Zip Code	Foreign Country
BOSTON	MA	02116	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	50,000

Name
BIG BROTHERS BIG SISTERS OF MASSACHUSETTS BAY
Street
75 FEDERAL STREET, 8TH FLOOR

City	State	Zip Code	Foreign Country
BOSTON	MA	02110	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	50,000

Name
BOSTON DEBATE LEAGUE
Street
225 FRIEND STREET, SUITE 401

City	State	Zip Code	Foreign Country
BOSTON	MA	02114	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	50,000

Name
CATHOLIC SCHOOLS FOUNDATION
Street
67 BATTERYMARCH STREET, 6TH FLOOR

City	State	Zip Code	Foreign Country
BOSTON	MA	02110	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	50,000

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

Recipient(s) paid during the year

Name
MASSACHUSETTS AUDUBON SOCIETY
Street
207 SOUTH GREAT ROAD

City	State	Zip Code	Foreign Country
LINCOLN	MA	01773	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	50,000

Name
SQUASHBUSTERS INC
Street
795 COLUMBUS AVENUE

City	State	Zip Code	Foreign Country
ROXBURY	MA	02120	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	50,000

Name
YMCA OF GREATER BOSTON
Street
316 HUNTINGTON AVENUE

City	State	Zip Code	Foreign Country
BOSTON	MA	02115	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	50,000

Name
SAVE R STREETS
Street
2010 COLUMBUS AVENUE

City	State	Zip Code	Foreign Country
ROXBURY	MA	02119	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	4,655

Name
EMORY WASHINGTON FISHING EXPEDITION
Street
339 DUDLEY STREET

City	State	Zip Code	Foreign Country
ROXBURY	MA	02119	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	5,000

Name
YOUTH VIOLENCE PREVENTION WORKSHOPS
Street
339 DUDLEY STREET

City	State	Zip Code	Foreign Country
ROXBURY	MA	02119	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	5,000

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
SMART FROM THE START	68 ANNUNCIATION ROAD	ROXBURY	MA	02119		NONE	PC	GENERAL OPERATING PURPOSES	100,000
KIPP MASSACHUSETTS, INC	90 HIGH ROCK STREET	LYNN	MA	01902		NONE	PC	GENERAL OPERATING PURPOSES	100,000
BOSTON CELEBRATIONS INC	ONE DESIGN CENTER PLACE, SUITE 718	BOSTON	MA	02210		NONE	PC	GENERAL OPERATING PURPOSES	25,000
EDVESTORS INCORPORATED	140 CLARENDON STREET, SUITE 305	BOSTON	MA	02116		NONE	PC	GENERAL OPERATING PURPOSES	50,000
FRIENDS OF THE CHILDREN - BOSTON	555 AMORY STREET	JAMAICA PLAIN	MA	02130		NONE	PC	GENERAL OPERATING PURPOSES	50,000
FUTURE CHEFS	560 ALBANY STREET	BOSTON	MA	02118		NONE	PC	GENERAL OPERATING PURPOSES	50,000

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

Recipient(s) paid during the year

Name					
HUNTINGTON THEATRE COMPANY INC					
Street					
264 HUNTINGTON AVENUE					
City		**State**	**Zip Code**	**Foreign Country**	
BOSTON		MA	02115		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING PURPOSES					50,000

Name					
THE BASE - BOSTON ASTROS BASEBALL CLUB					
Street					
11 WALNUT PARK					
City		**State**	**Zip Code**	**Foreign Country**	
BOSTON		MA	02119		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING PURPOSES					75,000

Name					
MASS INSIGHT EDUCATION AND RESEARCH INSTITUTE					
Street					
18 TREMONT STREET, SUITE 1010					
City		**State**	**Zip Code**	**Foreign Country**	
BOSTON		MA	02108		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING PURPOSES					100,000

Name					
BIG SISTER ASSOCATION OF GREATER BOSTON					
Street					
20 PARK PLAZZA, SUITE 1420					
City		**State**	**Zip Code**	**Foreign Country**	
BOSTON		MA	02116		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING PURPOSES					46,157

Name					
ENGLISH FOR NEW BOSTONIANS					
Street					
105 CHAUNCY STREET, 7TH FLOOR					
City		**State**	**Zip Code**	**Foreign Country**	
BOSTON		MA	02111		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING PURPOSES					50,000

Name					
MATCH SCHOOL FOUNDATION INC					
Street					
1001 COMMONWEALTH AVENUE					
City		**State**	**Zip Code**	**Foreign Country**	
BOSTON		MA	02215		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING PURPOSES					50,000

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

Recipient(s) paid during the year

Name YEAR UP				
Street 45 MILK STREET, 6TH FLOOR				
City BOSTON		**State** MA	**Zip Code** 02109	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL OPERATING PURPOSES				**Amount** 50,000
Name ZOO NEW ENGLAND				
Street ONE FRANKLIN PARK ROAD				
City BOSTON		**State** MA	**Zip Code** 02121	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL OPERATING PURPOSES				**Amount** 50,000
Name CITIZEN SCHOOL				
Street 308 CONGRESS STREET				
City BOSTON		**State** MA	**Zip Code** 02210	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL OPERATING PURPOSES				**Amount** 75,000
Name INVERSANT INC				
Street 561 BOYLSTON STREET, 4TH FLOOR				
City BOSTON		**State** MA	**Zip Code** 02116	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL OPERATING PURPOSES				**Amount** 75,000
Name UNION CAPITAL BOSTON INC				
Street 3353 WASHINGTON STREET, 2ND FLOOR				
City JAMAICA PLAIN		**State** MA	**Zip Code** 02130	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL OPERATING PURPOSES				**Amount** 2,500
Name				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Mabel Louise Riley Foundation

GUIDELINES

FOR

GRANT APPLICANTS

2017

General

The Foundation's interests are developed by the knowledge and experience of the individual trustees and by reports from consultants. Grants are encouraged which help address an important community-wide concern or to achieve a broad impact for the public's benefit, rather than to finance general operating expenses.

Program Interests

Categories of funding:
Arts and Culture
Community Development and Housing
Education and Training
Human Services
Urban Environment
Prevention of Cruelty to Children or Animals
Religious or Scientific

The trustees' current priorities include:

- Literacy and afterschool programs for disadvantaged children and adolescents.
- Programs focused on the character building of children and adolescents.
- Community development that will benefit low-income and minority neighborhoods, including job development and training, and housing.
- Citywide efforts in Boston and vicinity that promote cultural improvements and the arts.
- Grants that, despite some risk, offer a potential of high impact or significant benefits for a community. The Foundation is especially interested in leveraging its grants by funding new programs that can become self-sufficient or which may serve as a model in other geographic areas.

Funding Availability

- Grants from the Foundation normally range from $50,000 to $100,000. Occasionally, when the Foundation decides to pursue a special initiative, the trustees will consider other funding commitments.
- Multiple year funding is no longer available; only one-year grant

requests will be considered.

Eligibility

- Requests are considered only from 501(c)(3) nonprofit organizations incorporated under the laws of Massachusetts and operating exclusively for charitable purposes. The registered address of the organization must be in Massachusetts and, if not, a fiscal agent must be obtained.

- The Foundation's grantmaking is focused on the Commonwealth of Massachusetts, however, the Trustees will consider grants submitted on behalf of Massachusetts organized charities that focus on the categories of funding noted above.

- **Applicants whose formal grant requests have been denied must wait one full year before reapplying.**

- **Grant recipients should expect to wait two full years before submitting a new concept paper request with budget.**

Grant requests that are not normally approved

- Grants to defray annual deficits; for general operating budgets; or as the sole source of support for an agency will not be granted.

- Grants on behalf of individuals for personal needs, travel, research, loans or scholarships will not be made.

- Grants to governmental agencies will not be made.

- Grants for political purposes will not be made.

Application Procedures

- Applicants are required to submit a brief summary (Letter of Intent - LOI) of their proposal (not more than 2 pages) without a cover letter. Unsolicited formal grant requests will not be accepted or reviewed.

  The LOI should briefly describe the purposes and objectives of the proposal, a brief history of the applicant and the amount requested. In addition, a copy of the IRS 501(c)(3) Determination Letter and a program budget relative to the request should be included. LOIs should be emailed to: info@rileyfoundation.com with each of the components as a separate attachment within the email.

Application Procedures (continued)

- There are no deadlines for LOIs; the process is ongoing. Please allow at least 60 days for review and feedback on your LOI submission.

- The applicant will be notified if a formal grant proposal is invited and a deadline will be provided. Generally, all formal proposals must be received 45 days prior to a quarterly grant meeting. Grant meetings are scheduled mid-month (March, June, September and December).

- If the submission of a formal grant proposal is authorized, it must be made using the Common Proposal Form of the Associated Grant Makers, 133 Federal Street, Suite 802, Boston, MA 02110 - (617) 426-2606 (www.agmconnect.org).

  The narrative portion of the formal grant request should be submitted in word format.

  The following attachments must be included with the narrative:

  - AGM Cover Summary
  - Executive Summary (one-page snapshot of proposal)
  - Current Financial Statements (Balance Sheet and P/L)
  - Most recent Audited Financial Statement
  - IRS Form 990, Form 990EZ, or Form 990-N
  - Program Budget
  - Organizational Budget
  - Board of Trustees/Directors (with affiliations)
  - Resumes of Key Project Personnel
  - Sources of Funding with Amounts (secured and pending)
  - Proposal Outcome Chart (provided by the Riley Foundation)

- Each formal grant request must contain a clear statement of how the success or failure of the program will be evaluated.

- Formal proposals should be emailed to: info@rileyfoundation.com Please forward the proposal and attachments as separate files within the email.

Proposal Deadlines

- Grant meetings of the Foundation are scheduled for March, June, September, and December. If a formal grant proposal is invited, it will be considered by the trustees at the next quarterly grant meeting. All formal grant proposals should be submitted at least forty-five (45) days prior to the scheduled quarterly grant meeting.

Contact

- The Foundation has authorized its staff to review all proposals and to represent them in contacts with applicants.
- The trustees intend to maintain their practice of making selective field visits and/or meetings with applicants and grant recipients.

For further information, please contact:

MABEL LOUISE RILEY FOUNDATION
77 SUMMER STREET, 8TH FLOOR
BOSTON, MA 02110-1006

Attn: Nancy A. Saunders
Administrative Director

Telephone: 617-399-1850
Fax: 617-399-1851
Email: info@rileyfoundation.com

Riley Foundation Trustees

Mabel Louise Riley Foundation

GUIDELINES

FOR

GRANT APPLICANTS

2017

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BOSTON, MA 02110-1006

Attn: Nancy A. Saunders
Administrative Director

Telephone: 617-399-1850
Fax: 617-399-1851
Email: info@rileyfoundation.com

Riley Foundation Trustees

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

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

Attachment to Form 990PF
Part VIII, COLUMN (B)
Title and Average hours per week devoted to position

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