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

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning

, and ending

Name of foundation RILEY MABEL LOUISE TR U-WILL		A Employer identification number 04-6278857
Number and street (or P.O. box number if mail is not delivered to street address) BNY Mellon, N A - P O BOX 185		B Telephone number (see instructions) (617) 722-7772
City or town, state or province, country, and ZIP or foreign postal code Pittsburgh PA 15230-0185		C If exemption application is pending, check here ☐
Foreign country name Foreign province/state/country Foreign postal code		D 1 Foreign organizations, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		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) \$ 71,095,025	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	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	1,430,259	1,433,906		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,490,415			
	b Gross sales price for all assets on line 6a	7,596,421			
	7 Capital gain net income (from Part IV, line 2)		1,494,364		
	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)	-2,883	653			
12 Total. Add lines 1 through 11	2,917,791	2,928,923			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	232,861	139,717		93,144
	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)	182,429			182,429
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	27,745	27,745		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	71,683	25,084		46,599
	24 Total operating and administrative expenses. Add lines 13 through 23	514,718	192,546	0	322,172
	25 Contributions, gifts, grants paid	2,379,686			2,379,686
26 Total expenses and disbursements. Add lines 24 and 25	2,894,404	192,546	0	2,701,858	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	23,387				
b Net investment income (if negative, enter -0-)		2,736,377			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	779,679	781,872	781,872
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	Liabilities	11	Investments—land, buildings, and equipment basis ▶		
		Less accumulated depreciation (attach schedule) ▶			
12		Investments—mortgage loans			
13		Investments—other (attach schedule)	51,035,357	50,834,407	70,313,153
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)	51,815,036	51,616,279	71,095,025
17		Accounts payable and accrued expenses			
18		Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ▶ ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒			
27	Capital stock, trust principal, or current funds	51,815,036	51,616,279		
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)	51,815,036	51,616,279		
31	Total liabilities and net assets/fund balances (see instructions)	51,815,036	51,616,279		

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	51,815,036
2	Enter amount from Part I, line 27a	2	23,387
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	213,472
4	Add lines 1, 2, and 3	4	52,051,895
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	435,616
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	51,616,279

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Part IV Capital Gains and Losses for Tax on Investment Income

a) List and describe the kind(s) of property sold (for example, 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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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		
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	1,494,364
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 doesn't qualify under section 4940(e) Do not complete this part

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	2,408,935	59,862,942	0.040241
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
2 Total of line 1, column (d)			2 0.257027
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 0.051405
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 66,416,903
5 Multiply line 4 by line 3			5 3,414,161
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 27,364
7 Add lines 5 and 6			7 3,441,525
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 2,701,858

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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			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col (b)			
1			54,728	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		0	
3	Add lines 1 and 2		54,728	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		54,728	
6	Credits/Payments			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	25,194	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	28,861	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		54,055	
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		673	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		0	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ Refunded ☐		0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☐ MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-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? Website address ▶ N/A	13	X
14 The books are in care of ▶ BNY MELLON, N A Telephone no ▶ (617) 722-7772 Located at ▶ P.O. BOX 185, PITTSBURGH, PA ZIP+4 ▶ 15230-0185		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A		
16 At any time during calendar year 2017, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶	16	X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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) 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____	2b	N/A
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 2017 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 2017)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2017?	4a	X
	4b	X

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

- 5a** During the year, did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance, check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b	N/A	
6b		X
7b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and 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	TRUSTEE SEE ATTACHED	290,575	NONE	NONE
BNY Mellon, N.A. P O BOX 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-153,550	N/A	N/A
ROBERT W HOLMES C/O BNY MELLON N A, PO BOX 185 Pittsburgh, PA 1	CO-TRUSTEE SEE ATTACHED	47,918	NONE	NONE
GRACE F FEY C/O BNY MELLON N A, PO BOX 185 Pittsburgh, PA 1	CO-TRUSTEE SEE ATTACHED	47,918	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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	66,587,869
b	Average of monthly cash balances	1b	840,459
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	67,428,328
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	67,428,328
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	1,011,425
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	66,416,903
6	Minimum investment return. Enter 5% of line 5	6	3,320,845

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

1	Minimum investment return from Part X, line 6	1	3,320,845
2a	Tax on investment income for 2017 from Part VI, line 5	2a	54,728
b	Income tax for 2017 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	54,728
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,266,117
4	Recoveries of amounts treated as qualifying distributions	4	20,000
5	Add lines 3 and 4	5	3,286,117
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,286,117

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	2,701,858
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	2,701,858
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	2,701,858

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				3,286,117
2 Undistributed income, if any, as of the end of 2017			0	
a Enter amount for 2016 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013	15,840			
c From 2014	437,339			
d From 2015	525,553			
e From 2016				
f Total of lines 3a through e	978,732			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 2,701,858				
a Applied to 2016, 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 2017 distributable amount				2,701,858
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	584,259			584,259
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	394,473			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	394,473			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015	394,473			
d Excess from 2016				
e Excess from 2017				

N/A

- Form
- 990-PF**
- (2017)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total				3a 2,379,686
b Approved for future payment NONE				
Total				3b NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	1,430,259	
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	1,490,415	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a ALPHAKEYS OTHER INCOME			42	597	
b	COMMONFUND CAPITAL OTHER INCOME			42	56	
c	ALPHAKEYS UBTI	525990	12			
d	COMMONFUND UBTI	525990	-3,548			
e						
12	Subtotal Add columns (b), (d), and (e)		-3,536		2,921,327	0
13	Total. Add line 12, columns (b), (d), and (e)				13	2,917,791

(See worksheet in line 13 instructions to verify calculations)

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

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

- | | | |
|---|---|---|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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 | 1 |
| | (2) Other assets | 1 |
| b | Other transactions | |
| | (1) Sales of assets to a noncharitable exempt organization | 1 |
| | (2) Purchases of assets from a noncharitable exempt organization | 1 |
| | (3) Rental of facilities, equipment, or other assets | 1 |
| | (4) Reimbursement arrangements | 1 |
| | (5) Loans or loan guarantees | 1 |
| | (6) Performance of services or membership or fundraising solicitations | 1 |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | |
| 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 | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

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

**Sign
Here**

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

Signature of officer or trustee Grace Key

Date 10/31/18 Title 10/31/18

Trustee
Title

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

**Paid
Preparer
Use Only**

PnnType preparer's name

Shawn P Hanlon

Preparer's signature

2020 CRA

Date	
------	--

10/18/2018

Check ☒ if self-employed

PTIN	
------	--

P00965923

Firm's name ► PRICEWATERHOUSECOOPERS LLP

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219

Firm's EIN ▶ 13-4008324

Phone no (412) 355-6000

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

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

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

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

RILEY MABEL LOUISE TR UWILL

04-6278857 Page 1 of 8

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

Recipient(s) paid during the year

Name

CARITAS COMMUNITIES

Street

25 BRAINTREE HILL OFFICE PARK, STE 206

City

BRAINTREE

State

MA

Zip Code

02184

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

25,000

Name

MASS COLLEGE OF ART & DESIGN

Street

621 HUNTINGTON AVENUE

City

BOSTON

State

MA

Zip Code

02115

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

WHITTIER ST HEALTH CTR CMMTE INC

Street

1290 TREMONT STREET

City

BOSTON

State

MA

Zip Code

02120

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

YOUNG AUDIENCES OF MASSACHUSETTS

Street

89 SOUTH STREET, STE 603

City

BOSTON

State

MA

Zip Code

02111

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

TEACH FOR AMERICA

Street

60 CANAL STREET, 5TH FL

City

BOSTON

State

MA

Zip Code

02114

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

BOSTON ARTS ACADEMY

Street

174 IPSWICH STREET

City

BOSTON

State

MA

Zip Code

02215

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

RILEY MABEL LOUISE TR UWILL

04-6278857 Page 2 of 8

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

Recipient(s) paid during the year

Name

FUND FOR CATHOLIC SCHOOLS

Street

66 BROOKS DRIVE

City

BRAINTREE

State

MA

Zip Code

02184

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

DOC WAYNE YOUTH SERVICES INC

Street

418 COMMONWEALTH AVENUE

City

BOSTON

State

MA

Zip Code

02215

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

55,000

Name

FAMILIES FIRST PARENTING PROGRAMS

Street

9 GALEN STREET, STE 400

City

WATERTOWN

State

MA

Zip Code

02472

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

75,000

Name

HYDE SQUARE TASK FORCE INC

Street

30 SUNNYSIDE ROAD

City

JAMAICA PLAIN

State

MA

Zip Code

02130

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

75,000

Name

SKILLWORKS

Street

75 ARLINGTON STREET, 10TH FL

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

VINE STREET COMMUNITY CENTER

Street

339 DUDLEY STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

7,639

RILEY MABEL LOUISE TR UWILL

04-6278857 Page 3 of 8

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

Recipient(s) paid during the year

Name

CREATIVE CULTURAL ARTS INC

Street

53 WEST COTTAGE STREET

City

DORCHESTER

State

MA

Zip Code

02125

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

4,997

Name

VISIONS INC

Street

1452 DORCHESTER AVE, 4TH FL

City

BOSTON

State

MA

Zip Code

02122

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

BPE

Street

27-43 WORMWOOD STREET, STE 110

City

BOSTON

State

MA

Zip Code

02210

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

BOSTON BALLET INC

Street

19 CLARENDON STREET

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

BOSTON SCHOOLS FUND INC

Street

31 HEATH STREET

City

BOSTON

State

MA

Zip Code

02130

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

COMMUNITY SERVINGS INC

Street

18 MARBURY TERRACE

City

JAMAICA PLAIN

State

MA

Zip Code

02130

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

RILEY MABEL LOUISE TR UWILL

04-6278857 Page 4 of 8

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

Recipient(s) paid during the year

Name

COURAGEOUS SAILING CTR YOUTH INC

Street

ONE FIRST AVENUE, PIER 4

City

BOSTON

State

MA

Zip Code

02129

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

DUDLEY ST NEIGHBORHOOD INITIATIVE

Street

504 DUDLEY STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

MOTHERS FOR JUSTICE & EQUALITY INC

Street

ONE FRANKLIN PARK ROAD

City

BOSTON

State

MA

Zip Code

02121

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

SCHOOLS FOR CHILDREN INC

Street

18 MARBURY TERRACE

City

JAMAICA PLAIN

State

MA

Zip Code

02130

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

SCIENCE CLUB FOR GIRLS INC

Street

136 MAGAZINE STREET

City

CAMBRIDGE

State

MA

Zip Code

02139

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

BOSTON CHILDREN'S CHORUS INC

Street

20 OLD COLONY AVENUE

City

BOSTON

State

MA

Zip Code

02127

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

75,000

RILEY MABEL LOUISE TR UWILL

04-6278857 Page 5 of 8

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

Recipient(s) paid during the year

Name

GREATER BOSTON FOOD BANK

Street

45 MILK STREET, 6TH FL

City

BOSTON

State

MA

Zip Code

02109

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

75,000

Name

NORTH BENNET STREET SCHOOL

Street

150 NORTH BENNET STREET

City

BOSTON

State

MA

Zip Code

02109

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

75,000

Name

NEW ENGLAND AQUARIUM CORP

Street

CENTRAL WHARF

City

BOSTON

State

MA

Zip Code

02110

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

75,000

Name

SMART FROM THE START

Street

68 ANNUNCIATION ROAD

City

BOSTON

State

MA

Zip Code

02120

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

FIRST NIGHT INC

Street

ONE DESIGN CENTER PLACE, STE 718

City

BOSTON

State

MA

Zip Code

02210

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

MSPCC

Street

3815 WASHINGTON STREET, STE 2

City

BOSTON

State

MA

Zip Code

02130

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

RILEY MABEL LOUISE TR UWILL

04-6278857 Page 6 of 8

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

Recipient(s) paid during the year

Name

THE SPORTS MUSEUM OF NEW ENGLAND

Street

100 LEGENDS WAY

City

BOSTON

State

MA

Zip Code

02114

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

CITY YEAR BOSTON

Street

287 COLUMBUS AVENUE

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

NEIGHBORHOOD VOICES

Street

504 DUDLEY STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,050

Name

HEALTH LAW ADVOCATES INC

Street

ONE FEDERAL STREET, 5TH FL

City

BOSTON

State

MA

Zip Code

02110

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

30,000

Name

SPORTSMEN'S TENNIS & ENRICHMENT CTR

Street

50 BLUE HILL AVENUE

City

DORCHESTER

State

MA

Zip Code

02124

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

75,000

Name

YOUTH GUIDANCE

Street

200 CLARENDON STREET, 44TH FL

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

75,000

RILEY MABEL LOUISE TR UWILL

04-6278857 Page 7 of 8

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

Recipient(s) paid during the year

Name

STEPPINGSTONE FOUNDATION

Street

ONE APPLETON STREET, 4TH FL

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

ARTSEMERSON

Street

120 BOYLSTON STREET

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

BOSTON CASA INC

Street

85 MERRIMAC STREET, STE 401

City

BOSTON

State

MA

Zip Code

02114

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

CARDINAL CUSHING CENTERS INC

Street

405 WASHINGTON STREET

City

HANOVER

State

MA

Zip Code

02339

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

CATHOLIC CHARITABLE BUREAU OF THE ARCH OF BOSTON

Street

275 WEST BROADWAY

City

BOSTON

State

MA

Zip Code

02127

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

COLLEGE FOR SOCIAL INNOVATION

Street

89 SOUTH STREET, STE 407

City

BOSTON

State

MA

Zip Code

02111

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

RILEY MABEL LOUISE TR UWILL

04-6278857 Page 8 of 8

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

Recipient(s) paid during the year

Name

INQUILINOS BORICUAS EN ACCION

Street

405 SHAWMUT AVENUE

City

BOSTON

State

MA

Zip Code

02118

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

INSTITUTE OF CONTEMPORARY ART

Street

25 HARBOR SHORE DRIVE

City

BOSTON

State

MA

Zip Code

02210

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

NOONAN SCHOLARS

Street

50 MILK STREET

City

BOSTON

State

MA

Zip Code

02109

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

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	Totals		Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments			Net Gain or Loss
									Capital Gains/Losses	Other sales	7,600,370	Valuation Method	Expense of Sale and Cost of Improvements	Adjustments	
Long Term CG Distributions	Amount														
Short Term CG Distributions	769,357														
	0														
1 BNY MELLON FOC EQ OPP-M	05569M475	X				12/3/2015	5/1/2017	169,217			149,128				20,089
2 BNY MELLON FOC EQ OPP-M	05569M475	X				12/7/2016	5/1/2017	273,415			239,753				33,662
3 BNY MELLON FOC EQ OPP-M	05569M475	X				12/1/2011	5/1/2017	1,257,369			1,001,472				255,897
4 BNY MELLON INTERMEDIATE	05569M814	X				12/17/2009	5/1/2017	51,549			53,031				-1,482
5 BNY MELLON INTERMEDIATE	05569M814	X				4/1/2014	5/1/2017	490,211			500,000				-9,789
6 BNY MELLON INTERMEDIATE	05569M814	X				7/12/2016	5/1/2017	262,240			262,984				-744
7 DREYFUS GLOBAL REAL ES	261986277	X				12/26/2014	5/1/2017	2,459			2,583				-124
8 DREYFUS GLOBAL REAL ES	261986277	X				12/28/2015	5/1/2017	16,353			16,202				151
9 DREYFUS GLOBAL REAL ES	261986277	X				12/27/2016	5/1/2017	6,070			5,832				238
10 DREYFUS GLOBAL REAL ES	261986277	X				3/21/2017	5/1/2017	3,183			3,135				48
11 DREYFUS GLOBAL REAL ES	261986277	X				9/20/2011	5/1/2017	71,936			56,309				15,627
12 DREYFUS INTL SMALL CAP-X	26201F777	X				6/30/2015	5/1/2017	300,000			280,298				19,702
13 DREYFUS NEWTON INTERN	26203F695	X				7/3/2014	5/1/2017	450,000			483,205				-33,205
14 SHARES CORE S&P 500 ETF	464287200	X				12/18/2015	5/1/2017	492,973			419,897				73,076
15 SHARES CORE S&P 500 ETF	464287200	X				12/18/2015	6/22/2017	50,341			41,950				8,391
16 SHARES CORE S&P 500 ETF	464287200	X				12/18/2015	9/12/2017	301,421			245,793				55,628
17 SHARES CORE S&P 500 ETF	464287200	X				9/21/2016	5/1/2017	303,626			312,924				-9,298
18 SHARES CORE U.S. AGGREG	464287226	X				5/1/2017	9/12/2017	296,303			292,876				3,427
19 SHARES CORE S&P MID-CAP	464287507	X				11/10/2015	9/12/2017	56,123			46,813				9,310
20 SHARES CORE S&P MID-CAP	464287507	X				11/10/2015	12/6/2017	205,075			159,339				45,736
21 SHARES CORE S&P MID-CAP	464287507	X				6/18/2002	5/1/2017	9,885			4,258				5,627
22 SHARES COHEN & STEERS	86271F529	X				6/29/2015	9/12/2017	50,611			49,171				1,440
23 DREYFUS SELECT MGR S/C	86271F529	X				6/29/2015	12/6/2017	136,857			125,489				11,368
24 DREYFUS SELECT MGR S/C	86271F580	X				7/9/2014	9/12/2017	120,785			125,440				-4,655
25 DREYFUS SELECT MGR S/C	999286587	X				6/29/2006	7/31/2017	509,620			502,831				6,789
26 MELLON OPTIMA U/S STRATE	999286587	X				12/30/2011	7/31/2017	59,570			56,445				3,125
27 MELLON OPTIMA U/S STRATE	999286587	X				1/1/2013	7/31/2017	32,262			31,821				441
28 MELLON OPTIMA U/S STRATE	999286587	X				1/1/2014	7/31/2017	57,123			63,245				-6,122
29 MELLON OPTIMA U/S STRATE	999286587	X				1/1/2015	7/31/2017	109,732			117,506				-7,774
30 MELLON OPTIMA U/S STRATE	999286587	X				12/30/2015	7/31/2017	107,461			106,654				807
31 MELLON OPTIMA U/S STRATE	999286587	X				12/31/2016	7/31/2017	19,683			18,784				899
32 MELLON OPTIMA U/S STRATE	999286587	X				12/30/2005	7/31/2017	54,548			51,030				3,518
33 COMMIT TO PUR MELLON OF	999286880	X				12/27/2017	12/31/2017	82,299			82,299				0
34 ALPHAKEYS PE FUND IV GAI		X						113,163			0				113,163
35 ALPHAKEYS QUADRANGLE F		X						53,998			0				53,998
36 COMMONFUND CAPITAL PA		X						1,592			0				1,592
37 COMMONFUND UBITI GAIN		X						-5,451			0				-5,451
38 COMMONFUND UBITI GAIN								1,502			0				1,502

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

		-2,883	653	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	ALPHAKEYS QUADRANGLE OTHER INCOME	597	597	
2	COMMONFUND CAPITAL PARTNERS VI OTHER INCOME	56	56	
3	ALPHAKEYS QUADRANGLE UBTI	12		
4	COMMONFUND CAPITAL PARTNERS VI UBTI	-3,548		

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

		182,429	0	0	182,429
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GMA FOUNDATION EXPENSES	182,429			182,429

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

		27,745	27,745	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES WITHHELD	27,735	27,735		
2	COMMONFUND CAPITAL FOREIGN TAXES	10	10		

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

		71,683	25,084	0	46,599
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	MEMBERSHIP RENEWAL	8,000	0		8,000
2	COURT COSTS	6,406	0		6,406
3	CONSULTING FEES	31,500	0		31,500
4	STATE AG FEES	500	0		500
5	OTHER MISC FEES	193	0		193
6	PARTNERSHIP EXPENSES	25,084	25,084		

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

1	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
2	ADVANTAGE DYN TOTAL RET -Y		0	1,485,007	1,719,186
3	BNY MELLON INCOME STK FD CL M		0	3,737,207	5,089,402
4	BNY MELLON CORP BOND-M		0	912,653	935,595
5	BNY MELLON FOCUSED EQUITY OPP-M		0	1,724,471	2,213,904
6	BNY MELLON INTERMEDIATE BOND FD C		0	660,779	646,940
7	BNY MELLON BOND FD CL M		0	3,259,739	3,263,325
8	DFA EMERG MKTS CORE EQUITY		0	2,973,929	3,392,283
9	DREYFUS INFL TN ADJ SEC-Y		0	658,092	662,237
10	DREYFUS PREM LT TRM HI YLD-R		0	1,345,115	1,310,406
11	DREYFUS GLOBAL REAL ES SEC-Y		0	379,190	499,920
12	DREYFUS INTL SMALL CAP-Y		0	1,771,051	2,156,782
13	DREYFUS/NEWTON INTERN EQTY-Y		0	1,901,087	2,155,574
14	ISHARES S&P 500 INDEX FUND		0	7,167,701	17,719,903
15	ISHARES BARCLAYS AGGREGATE BOND		0	662,346	694,683
16	ISHARES MSCI EAFE INDEX FD		0	7,077,392	8,043,464
17	ISHARES TR S&P MIDCAP 400 INDEX FD		0	4,229,348	7,888,585
18	ISHARES TR COHEN & STEERS REALTY		0	236,941	563,744
19	ASG MANAGED FUTURES STRAT-Y		0	1,669,473	1,727,809
20	ASG GLOBAL ALTERNATIVES FUND-Y		0	1,704,668	1,816,309
21	DREYFUS SELECT MGER S/C GR-Y		0	1,067,230	1,151,923
22	DREYFUS SELECT MGER S/C VL-Y		0	2,879,564	3,151,800
23	LIAB-COMMONFUND CAPITAL VI		0	0	0
24	COMMONFUND CAPITAL VI		0	363,644	419,849
25	ALPHAKEYS PRIVATE EQUITY IV LLC		0	299,077	299,077
26	ALPHAKEYS QUADRANGLE LLC		0	75,175	75,175
27	VAN ECK CM COMMODITY INDX-I		0	800,000	706,739
28	VIRTUS EMERGING MKTS OPPOR-I		0	756,285	932,445
29	MELLON OPTIMA L/S STRATEGY FD LLC		0	954,944	993,795
30	COMMIT TO PUR MELLON OPTIMA L/S FN		0	82,299	82,299

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

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

1	RECOVERY OF AMOUNTS TREATED AS QUALIFYING DISTRIBUTIONS	1	20,000
2	COMMONFUND CAPITAL VI PARTNERSHIP DISTRIBUTION	2	4,843
3	CASH RECEIVED FROM UBS	3	150,000
4	REIMBURSEMENT FOR OVERPAYMENT OF EXPENSE	4	27,500
5	COMMONFUND CAPITAL VI PARTNERSHIP INCOME ADJUSTMENT	5	11,129
6	Total	6	213,472

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

1	ALPHAKEYS PRIVATE EQUITY FUND BASIS ADJUSTMENT	1	254,995
2	ALPHAKEYS QUADRANGLE FUND BASIS ADJUSTMENT	2	23,676
3	ALPHAKEYS PRIVATE EQUITY FUND IV PARTNERSHIP INCOME ADJUSTMENT	3	104,615
4	ALPHAKEYS QUADRANGLE FUND PARTNERSHIP INCOME ADJUSTMENT	4	52,330
5	Total	5	435,616

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

Long Term CG Distributions										Short Term CG Distributions										Amount	
769,357										0										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 12/31/169	Adjusted Basis as of 12/31/169	Excess of FMV Over Adjusted Basis	0	725,007	Gains Minus Excess FMV Over Adj Basis or Losses	725,007				
1	BNY MELLON FOC EQ OPP-M	05569M475		12/3/2015	5/11/2017	169,217		0	149,128	20,089	0	0	0	0	20,089	20,089					
2	BNY MELLON FOC EQ OPP-M	05569M475		12/7/2016	5/11/2017	273,415		0	239,753	33,662	0	0	0	0	33,662	33,662					
3	BNY MELLON FOC EQ OPP-M	05569M475		1/21/2011	5/11/2017	1,257,369		0	1,001,472	255,897	0	0	0	0	255,897	255,897					
4	BNY MELLON INTERMEDIATE	05569M814		12/17/2009	5/11/2017	51,549		0	53,031	-1,482	0	0	0	0	-1,482	-1,482					
5	BNY MELLON INTERMEDIATE	05569M814		4/11/2014	5/11/2017	490,211		0	500,000	-9,789	0	0	0	0	-9,789	-9,789					
6	BNY MELLON INTERMEDIATE	05569M814		7/12/2016	5/11/2017	262,984		0	262,984	-4,744	0	0	0	0	-4,744	-4,744					
7	DREYFUS GLOBAL REAL ES	261986277		12/26/2014	5/11/2017	2,459		0	2,583	-124	0	0	0	0	-124	-124					
8	DREYFUS GLOBAL REAL ES	261986277		12/28/2015	5/11/2017	16,353		0	16,202	151	0	0	0	0	151	151					
9	DREYFUS GLOBAL REAL ES	261986277		12/27/2016	5/11/2017	6,070		0	5,832	238	0	0	0	0	238	238					
10	DREYFUS GLOBAL REAL ES	261986277		3/21/2017	5/11/2017	3,183		0	3,135	48	0	0	0	0	48	48					
11	DREYFUS GLOBAL REAL ES	261986277		9/20/2011	5/11/2017	71,936		0	56,309	15,627	0	0	0	0	15,627	15,627					
12	DREYFUS INTL SMALL CAP-Y	26201F777		6/30/2015	5/11/2017	300,000		0	280,298	19,702	0	0	0	0	19,702	19,702					
13	DREYFUS NEWTON INTERN	26203E695		7/3/2014	5/11/2017	450,000		0	483,205	-33,205	0	0	0	0	-33,205	-33,205					
14	ISHARES CORE S&P 500 ETF	464287200		12/18/2015	5/11/2017	492,973		0	419,897	73,076	0	0	0	0	73,076	73,076					
15	ISHARES CORE S&P 500 ETF	464287200		12/18/2015	6/22/2017	50,341		0	41,990	8,351	0	0	0	0	8,351	8,351					
16	ISHARES CORE S&P 500 ETF	464287200		12/18/2015	9/12/2017	301,421		0	245,793	55,628	0	0	0	0	55,628	55,628					
17	ISHARES CORE S&P 500 ETF	464287200		12/18/2015	12/6/2017	255,960		0	197,659	58,301	0	0	0	0	58,301	58,301					
18	ISHARES CORE U S AGGREG	464287226		9/21/2016	5/11/2017	312,924		0	312,924	-9,298	0	0	0	0	-9,298	-9,298					
19	ISHARES CORE S&P MID-CAP	464287507		5/11/2017	9/12/2017	296,303		0	292,876	3,427	0	0	0	0	3,427	3,427					
20	ISHARES CORE S&P MID-CAP	464287507		11/10/2015	9/12/2017	56,123		0	46,813	9,310	0	0	0	0	9,310	9,310					
21	ISHARES CORE S&P MID-CAP	464287507		11/10/2015	12/6/2017	205,075		0	159,339	45,736	0	0	0	0	45,736	45,736					
22	ISHARES COHEN & STEERS	464287564		6/18/2002	5/11/2017	9,885		0	4,258	5,627	0	0	0	0	5,627	5,627					
23	DREYFUS SELECT MGR S/C	86271F529		6/29/2015	5/11/2017	50,611		0	49,171	1,440	0	0	0	0	1,440	1,440					
24	DREYFUS SELECT MGR S/C	86271F529		6/29/2015	12/6/2017	136,857		0	125,489	11,368	0	0	0	0	11,368	11,368					
25	DREYFUS SELECT MGR S/C	86271F560		7/9/2014	9/12/2017	120,785		0	125,440	-4,655	0	0	0	0	-4,655	-4,655					
26	MELLON OPTIMA U/S STRATE	999286567		6/29/2006	7/31/2017	509,620		0	502,831	6,789	0	0	0	0	6,789	6,789					
27	MELLON OPTIMA U/S STRATE	999286567		12/30/2011	7/31/2017	59,570		0	56,445	3,125	0	0	0	0	3,125	3,125					
28	MELLON OPTIMA U/S STRATE	999286567		1/1/2013	7/31/2017	32,262		0	31,621	641	0	0	0	0	641	641					
29	MELLON OPTIMA U/S STRATE	999286567		1/1/2014	7/31/2017	57,123		0	63,245	-6,122	0	0	0	0	-6,122	-6,122					
30	MELLON OPTIMA U/S STRATE	999286567		1/1/2015	7/31/2017	109,732		0	117,506	-7,774	0	0	0	0	-7,774	-7,774					
31	MELLON OPTIMA U/S STRATE	999286567		12/30/2015	7/31/2017	107,461		0	106,654	807	0	0	0	0	807	807					
32	MELLON OPTIMA U/S STRATE	999286567		12/31/2016	7/31/2017	19,683		0	18,794	889	0	0	0	0	889	889					
33	MELLON OPTIMA U/S STRATE	999286567		12/30/2005	7/31/2017	54,548		0	51,030	3,518	0	0	0	0	3,518	3,518					
34	COMMIT TO PUR MELLON OF	999286580		12/27/2017	12/31/2017	82,299		0	82,299	0	0	0	0	0	0	0					
35	ALPHAKEYS PE FUND IV GAI					113,163			0	113,163	0	0	0	0	113,163	113,163					
36	ALPHAKEYS QUADRANGLE F					53,998			0	53,998	0	0	0	0	53,998	53,998					
37	COMMONFUND CAPITAL PAR					1,592			0	1,592	0	0	0	0	1,592	1,592					

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

232,861												0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	BNY Mellon, N.A.	X	P O BOX 185	Pittsburgh	PA	15230-0185		TRUSTEE	SEE ATTAC	290,575	NONE	NONE
2	BNY Mellon, N.A.	X	P O BOX 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-153,550	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	47,918	NONE	NONE
4	GRACE F FEY		C/O BNY MELLON N.A., PO BOX 18	Pittsburgh	PA	15230-0185		CO-TRUSTEE	SEE ATTAC	47,918	NONE	NONE

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

	Date	Amount
1 Credit from prior year return	1	25,194
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	0
7 Total	7	25,194