

Form **990-PF** Department of the Treasury Internal Revenue Service

EXTENDED TO NOVEMBER 15, 2018

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.

Go to www.irs.gov/Form990PF for instructions and the latest information.

For	caler	ndar year 2017 or tax year beginning	•	, and ending				
Na	me o	f foundation			A Employer identification number			
R	ICH	ARD KING MELLON FOUNDATION	·	·	25-1127705			
•		and street (or P O box number if mail is not delivered to street a	ddress)	Room/suite	B Telephone number			
		GRANT STREET, 41ST FLOOR		,	. (412) 392-2800			
		lown, state or province, country, and ZIP or foreign p SBURGH , PA 15219–2502	ostal code	•	C If exemption application is pe	anding, check here		
		k all that apply: Initial return	Initial return of a f	ormer public charity	D 1. Foreign organizations	, check here ,		
:		Final return 5	Amended return	•	2. Foreign organizations me	eting the 85% test.		
• —		Address change	Name change	·	Foreign organizations me check here and attach cor	mputation		
_ H		type of organization: X Section 501(c)(3) ex		$\rho.\forall$	E If private foundation sta			
بـــــ			Other taxable private found no method: X Cash		under section 507(b)(1)	•		
	,	arket value of all assets at end of year J Accounti Part II, col. (c), line 16) 0	ing method: X Cash ther (specify)	Accrual , /	F If the foundation is in a			
	•\$	2 , 612 , 675 , 734 . (C), line 16)		s.)	under section 507(b)(1)	(B), Check here		
	art I	Analysis of Revenue and Expenses	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements		
<u> </u>		(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	expenses per books	income	income	for charitable purposes (cash basis only)		
	1	Contributions, gifts, grants, etc., received	1	可证据的数据产业	THE STATE OF THE S	CONTRACTOR MANAGE		
	2	Check X if the foundation is not required to attach Sch. 8	美国教育的	THAT HE WAS THE	Frank Mary Took	NAS ASSESSED AND ASSESSED AND ASSESSED ASSESSEDA		
	3	Interest on savings and temporary cash investments	, 694,869.	·, 690,658.		推改是数据处理的		
	4	Dividends and interest from securities	48,077,149.	30;572,477.	, ,	Let Calve at the Calve of the C		
	5a	Gross rents		Sapri e	TIE(EIVED 3		
•	b	Net rental income or (loss)	THE STATE OF THE S	A 450 SA 464 SA		CHARTON		
* 6	6a	Net gain or (loss) from sale of assets not on line 10 - Gross sales price for all	116,706,577.		NOV.	2 0 2016		
` }	, b	assets on line 6a		SAN DAMPERA				
ě	7	Capital gain net income (from Part IV, line 2)	Partie Commission	128,874,288.	OGD	C A		
٥	°	Net short-term capital gain		PRESIDENT	<u> </u>			
	9	Income modifications Gross sales less returns	W. Varrie rade		in Throng Shift Hot Change (1964)	THE RESIDENCE OF THE PROPERTY OF		
		and allowances	Vara Tananto	A STANDARD KALLANDERS V				
	1	Less Cost of goods sold Gross profit or (loss)	SECTION OF SECTION ASSESSMENT AND ASSESSMENT		TO HEROM BY DONAL BROWN CONTROL OF THE			
	111		17,975,502.	19,232,908.	0.	STATEMENT 1		
	12	Total. Add lines 1 through 11	183,454,097.	179,370,331.	0.	SALT PERSONAL PROPERTY AND ADDRESS OF THE PARTY AND ADDRESS OF THE PART		
_	13	Compensation of officers, directors, trustees, etc	1,886,067.	533,017.	0.	1,353,050.		
	14	Other employee salaries and wages	1,462,201.	400,650.	0.	1,061,550.		
	15	Pension plans, employee benefits	1,093,605.	291,841.	0.	801,764.		
	16a	Legal fees STMT 2	133,606.	` 31,639.	0.	101,967.		
	b	Accounting fees STMT 3	287,066.	82,587.	0.	204,479.		
, <u>,</u>	ш	Other professional fees STMT 4	8,906,374.	8,872,688.	0.	33,687.		
· •	21	Interest			•	, ~ 324		
	18	Taxes STMT 5	1,515,258.	121,651.	0.	0.		
<u>؛</u> و	19	Depreciation and depletion \(\)	217 064	0.	· 0.	217.064		
1 2	20	Occupancy '	217,964. 140,352.	72,724.	0.	217,964.		
	921	Travel, conferences, and meetings Printing and publications	70,493.	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	· 0.	70,493.		
	22	Other expenses STMT 6	360,722.	44,601.	0.	316,121		
	- 1	Total operating and administrative		,				
. {		expenses. Add lines 13 through 23	16,073,708.	10,451,398.	` 0.	4,228,702.		
	25	Contributions, gifts, grants paid	115,612,900.	STALL PROPERTY.	MANAGER A	86,655,883.		
,					•	^,		
_	L	Add lines 24 and 25	131,686,608.	10,451,398.	ď.	90,884,585.		
	27		28 (A 1/2 / 1/4 / A 1/		2	TO A PERSONAL PROPERTY.		
	a	Excess of revenue over expenses and disbursements	51,767,489.	SASSESS WARE	are what was			
,	b	Net investment income (if negative, enter -0-)	STATES COMMITTEE	168,918,933.	TO CONTRACTOR OF THE PARTY OF T			
	c	Adjusted net income (if negative, enter -0-)	**************************************	TO DESCRIPTION OF THE	0.			

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2017)

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Form 990-PF (20	KING MELLON	FOUNDATION	

Page 2

*	37	Balance Sheets Antached Schedules and amounts in the description column should be for end-of-year amounts only	beginning of year	EIIU C	Ji yeai
£ .	(ality	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	3,446,499.	3,224,466.	3,224,466
	1	Savings and temporary cash investments	89,688,528.	123,182,321.	123,181,720.
	l	Accounts receivable			
	ľ	Less; allowance for doubtful accounts			
	١.				
	1	Pledges receivable			
	_	Less: allowance for doubtful accounts	^		
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other	, '		
		disqualified persons	Care as the Section has a processible to the analysis of the Section has been been as the section of the section has been been been as the section of the section has been been been been been been been bee	riski (Nadadis esse en server (nom. armiken et en nem en en en en	TOLET - NOVEMBER A BOSTOTO TO THE LIBERT TO THE LP HONEY OF THE PROPERTY
	7	Other notes and loans receivable			
		Less; allowance for doubtful accounts			
ţ	8	Inventories for sale or use			
sse	9	Prepaid expenses and deferred charges			
ë	10a	Investments - U.S. and state government obligations 'STMT 7	16,977,359.	22,558,386.	22,420,119.
	b	investments - corporate stock ' STMT 8	932,122,541.	886,212,974.	1,260,106,248.
	C	Investments - corporate bonds STMT 9	368,056,794.	351,911,870.	353,359,049.
	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	566,235,836.	635,867,351.	757,878,532.
		Land, buildings, and equipment basis	, , ,		
,	'	Less accumulated depreciation			
	45	Other assets (describe PROGRAM RELATED ASSETS	, 63,100,000.	92,505,600.	92,505,600.
		Total assets (to be completed by all filers - see the	, 00,200,000.	22,000,000	22,555,555
	10	· · · · · · · · · · · · · · · · · · ·	2,039,627,557.	2,115,462,968.	2,612,675,734.
_	47	instructions. Also, see page 1, item I)	6,573,917.		2,012,073,734.
		Accounts payable and accrued expenses	39,337,029.	29,854,666.	a de la companya de
	18	Grants payable	39,337,029.	29,034,000.	
es	19	Deferred revenue		•	
iabiliti	20	Loans from officers, directors, trustees, and other disqualified persons			
iab	21	Mortgages and other notes payable			
	22	Other liabilities (describe STATEMENT 11	61,345',228.	90,499,368.	
	-				es a company of the c
_	23	Total liabilities (add lines 17 through 22)	107,256,174.	122,591,736.	
		Foundations that follow SFAS 117, check here			
	٠.	and complete lines 24 through 26, and lines 30 and 31.			
ces	24	Unrestricted	1,932,371,383.	1,992,871,232.	
aŭ	25	Temporarily restricted	4	,	
Bal	26	Permanently restrictéd			27.5
Б		Foundations that do not follow SFAS 117, check here			
or Fund		and complete lines 27 through 31.			77.3
	27	Capital stock, trust principal, or current funds			
Assets	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
Ass	29	Retained earnings, accumulated income, endowment, or other funds			
Net.	ľ	Total net assets or fund balances	1,932,371,383.	1,992,871,232.	
Z		ν	· · · · · · · · · · · · · · · · · · ·	<u> </u>	
	31	Total liabilities and net assets/fund balances	2,039,627,557.	2,115,462,968.	
			· · · · · · · · · · · · · · · · · · ·	L	1
ž,	art	Analysis of Changes in Net Assets or Fund Ba	alarices		
1:	Total	net assets or fund balances at beginning of year - Part II, column (a), line	30		
		it agree with end-of-year figure reported on prior year's return)	, J	1	1,932,371,383.
,		amount from Part I, line 27a		2	51,767,489.
		rincreases not included in line 2 (itemize) CHANGE IN GRANTS	PAYABLE	3	8,732,360.
		lines 1, 2, and 3	<u>-</u>	4	1,992,871,232.
		eases not included in line 2 (itemize)	,	5	0.
		net assets or fund balances at end of year (line 4 minus line 5) - Part II, c	olumo (h). line 30	6	1,992,871,232.
<u> </u>	, 0 (0)	, and account or raine balanees at one of year (line 4 fillings line 5) - Falt II, o	0,0 (0), iii0 00		Form 990-PF (2017)
		,	•		101111 000 1 1 (2017)

Part I	V Capital Gains	and Lo	sses for lax on inv	vestment	Income							
			s) of property sold (for exan or common stock, 200 shs.		te,	I. b	How ac - Purcl - Dona	hace I '	c) Date a		(d) Date (mo., day	
	LICLY TRADED SECUR											
	N FROM PARTNERSHIP							P	VARIO	υs	VARIOU	S
c GAI	N FROM DISPOSITION	OF PA	RTNERSHIP INVESTME	NTS			1	P	VARIO	บร	VARIOU	S
d			<u></u>			_						
e						L						
(0	e) Gross sales price	(f)	Depreciation allowed (or allowable)		st or other basis expense of sale				(h) Gain or (loss) ((e) plus (f) minus (g))			
<u>a</u>	551,738,688.				457,772,8	59.					93,965	,829.
<u>b</u>		ļ										9,957.
<u> </u>					-38,5	02.					38	3,502.
<u>d</u>		ļ										
е		<u> </u>										
Com	plete only for assets showing	ng gain in	column (h) and owned by t	ho foundation	on 12/31/69.					ol. (h) gain		
(i)	FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69		cess of col. (i) col. (j), if any					ot less thar from col. (I		
a	-										93,965	,829.
b											34,869	957.
С			_								38	3,502.
d												
е												
2 Capita	I gain net income or (net ca	apıtal loss	If gain, also enter If (loss), enter -0-	in Part I, line	7	}	2				128,874	1,288.
3 Noteh	iort-term capital gain or (los	cc) ac dafi	ined in sections 1222(5) and					-				
	, also enter in Part I, line 8,	•	` ,	u (U).]						
	s), enter -0- in Part I, line 8			n. 1		Ш	3					0.
Part \			ection 4940(e) for					ent incor	ne			
(For optio	nal use by domestic private	o foundation	ons subject to the section 4	940(a) tax on	not invoctment in	come	.)					
If section	4940(d)(2) applies, leave th	his part bl	ank.									
											_	
			tax on the distributable ame		•	iod?					Yes 🖸	<u>⊀</u> No
			ection 4940(e). Do not com mn for each year; see the in:			*****						
1 Enter	(a)	each colui	, ,	structions bei	ore making any er				<u> </u>		(4)	
Calend	Base period years ar year (or tax year beginnii	no in/	(b) Adjusted qualifying dist	ributions	Net value of no	(c) Inchai		use assets	,	Distrib	(d) ution ratio ided by col. (c	-11
Odiciiu	2016	''y '''/	· · · · · · · · · · · · · · · · · · ·	662,915.				391,593.	 	cor. (b) div)50847
	2015		-	750,501.				282,731.	 			50628
	2014	+	•	670,904.				923,052.	1			49860
	2013			062,399.				427,845.				47378
	2012			683,343.				699,291.	†	-		45811
				·			· · · · ·					
2 Total	of line 1, column (d)								2		. 2	244524
	, , ,	5 year bas	se period divido the total o	n line 2 by 5.6	O, or by the numbe	er of v	oars/					
	undation has been in exister				-,,	,	,		3		.0	48905
			•									
4 Enter	the net value of noncharitab	le-use as:	sets for 2017 from Part X, li	ne 5					4		2,386,292	646.
5 Multip	ly line 4 by line 3								5		116,701	.,642.
6 Enter	1% of net investment incom	ne (1% of	Part I, line 27b)						6		1,689	,189.
									_1		_	
7 Add III	nes 5 and 6								7		118,390	,831.
_												
	qualifying distributions fron	•							8		126,290	,185.
	8 is equal to or greater than e Part VI instructions.	n line 7, ct	neck the box in Part VI, line	1b, and comp	lete that part usin	g a 1°	% tax ra	ate.				
200 111	v. art vi mondodollo.		· · · · · · · · · · · · · · · · · · ·		 			-			000 D	

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	Form 990-PF	(2017)	RICHARD KI	NG MELLON	FOUNDATION				4	25-	112770!	5		Page 4	
Date or fulling or determination letter:	Part VI					(Section 4940	(a), 49	940(b), 4940(e), or 49	48 -	see ins	truc			
Date or fulling or determination letter:	1a Exempt								1		ACCOMMAN		ie numas		
of Part I, line 27b of Nat J, line 27b of Nat J, line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, eol. (b). 2 Tax under section 511 (domestic section 4947(a)(1) trists and taxable foundations only, others, enter -0-) 3 Add lines 1 and 2 3 1, 699, 189. 3 1, 699, 189. 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 6 Exempt foreign organizations - tax withheld at source the line 5 the sero of line 5 and 6 line 5 and	-				. , . , .		essary-	see instructions)							
e All other domectac foundations entor 2% of Inn c27b. Ceremot foreign organizations, enter 4% of Part I, limit 12, col. (b). 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-) 3 Add lines 1 and 2 4 Subtitle A (income) bix (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3.1 trans or less, enter -0- 5 Credits/Payments: 6 Tax based with investment income. Subtract line 4 from line 3.1 trans or less, enter -0- 6 Credits/Payments: 6 Tax based with application for extension of time to file (Form 8668) 6 Extensity foreign organizations - tax withheld at source 6 Tax paid with application for extension of time to file (Form 8668) 6 Extensity foreign organizations of time to file (Form 8668) 6 Extensity penalty for undersyment of estimated bix Check here (∑ if Form 2220 is attached 7 Total credits and payments. Add lines 5 and 8 is more than line 7, enter amount owed 8 Tax due, If the total of lines 5 and 8 is more than line 7, enter amount owed 9 Tax due, If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Coverayment. Him 7 is more than the total of lines 5 and 8, criter the amount of line total or be. Credited to 2018 estimated tax 11 Dismright to tax year, did the foundation attempt to influence any national, clasts, or local legicistion or did it participate or intervene in any political campaign? 11 Dismright to tax year, did the foundation attempt to militerate and the file of the credit of the Credited to 2018 estimated tax 12 Dismright to tax year, did the foundation attempt to militerate any national, clasts, or local legicistion or did it participate or intervene in any political campaign? 12 Did to the foundation. So the foundation of the activities. 13 Did to the foundation in common of the activities. 14 Did to the foundation in the common of the activities. 15 Did the foundation none of the activities. 16 Di		-			 ,			•)	1		1,	689,	189.	
2 Tax under section \$11 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-) 3 Add times 1 and 2 4 Subhtle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-) 5 Tax based on investment income. Subtract firm 4 from time 3.1 trax or less, enter -0-) 6 Tax based on investment income. Subtract firm 4 from time 3.1 trax or less, enter -0-) 6 Tax based on investment income. Subtract firm 4 from time 3.1 trax or less, enter -0-) 6 Tax paid with application for extension of time to file (Form 8868) 6 D O Tax paid with application for extension of time to file (Form 8868) 6 D O Tax paid with application for extension of time to file (Form 8868) 6 D O Tax paid with application for extension of time to file (Form 8868) 7 Total credits and payments. Add lines 6a through 64 8 Enter any penalty for undergayment of estimated tax. Check here [X] if Form 2220 is attached 9 Tax due. If the total innes 5 and 8 is more than line 7, enter amount owed 10 Oversyament. If line 7 is more than the total of lines 5 and 8, enter the amount owerpaid 10 Oversyament. If line 7 is more than the total of lines 5 and 8, enter the amount owerpaid 11 Total credits and payments. Add lines 5 and 8, enter the amount owerpaid 12 Total credits and payments. Add lines 5 and 8, enter the amount owerpaid 13 Total credits and payments. Add lines 5 and 8, enter the amount owerpaid 14 Center the more time of the 10 to be Credited to 2018 estimated tax. Yellow 1 to 10 to 10 to be Credited 2018 estimated tax. Yellow 1 to 10 to 10 to be Credited 2018 estimated tax. Yellow 1 to 10				• • • • • • • • • • • • • • • • • • • •	•					700 K			1.13		
3 Add lives 1 and 2 4 Subbits A (encome) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-) 5 Tax has de on investment inceme. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax has de on investment inceme. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax has de on investment inceme. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax has de on investment inceme. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax has de on investment or properties and 2016 overpayment credited to 2017 6 Backup withholding erroneously withheld 6 D. 0. 6 B. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0.	 All other 	domestic foi	indations enter 2%	of line 27b. Ex	empt foreign or	ganizations, enter 4%	of Part	I, line 12, col. (b).	J			֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓			
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 3.1 tzero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3.1 tzero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3.1 tzero or less, enter -0- 6 Tax based on investment income. Subtract line 4 from line 3.1 tzero or less, enter -0- 6 Tax based on investment income. Subtract line 4 from line 3.1 tzero or less, enter -0- 6 Tax based on investment and 2016 overpayment credited to 2017 6 Tax based with application for extension of time to file (Form 8668) 6 Tax based with application for extension of time to file (Form 8668) 6 Total credits and payments. Add lines 6a through 6d 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 68, enter the amount owed 9 Tax due, If the total of lines 5 and 68, enter the amount owed 10 Overpayment. If film 0 /z more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If film 0 /z more than the total of lines 5 and 8, enter the amount overpaid 11 Total credits and of the 10 time 5 credited to 2018 estimated tax. 12 Total pend more than 5100 during the year (either directly) for political expendence of the difference of the difference of distributed by the foundation more than 5100 during the year (either directly) for political purposes? Sc the instructions for the diffinition of the difference of the condition of the participation of the diffinition of the diffinition of the condition in the form 1120-POL for this year? 10 On the foundation Nie Form 1120-POL for this year? 11 Yes, attach the statement required by General instruction 7 12 Was the foundation name any changes, not previously senting the year or political expenditure tax imposed on foundation managers. ▶ \$ 2 A total the foundation have unrivialed business gross mome	2 Tax unde	er section 51	l (domestic sectioi	n 4947(a)(1) tru	ists and taxable	foundations only; oth	ers, ent	er -0-)		2				0.	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 6 Credits Payments: a 2017 estimated tax payments and 2016 overpayment credited to 2017 b Exempt foreign organizations - Tax withheld at source a Tax paid with application for extension of time to like (Form 8868) 6 Backup withholding erroneously withheld 6 Cary 1 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check hese	3 Add line	s 1 and 2								3		1,	689,	189.	
6 Credits-Payments: a 2017 estimated tax payments and 2016 overpayment credited to 2017 be memp foreign organizations - tax withheld at source c Tax pard with application for extension of time to file (Form 8868) be c	4 Subtitle	A (income) ta	x (domestic section	n 4947(a)(1) tr	usts and taxable	e foundations only; oth	ners, en	ter -0-)		4				<u> 0.</u>	
a 2017 estimated tax payments and 2016 overpayment credited to 2017 b Exempt foreign organizations - tax withheld at source a Tax paid with application for extension of time to file (Ferm 8868) b Backup withholding erroneously withheld 7 7 3,390,158, b Enter any penalty for underpayment of estimated tax. Check here ☑ if Form 2220 is attached 7 7 3,390,158, c 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 10 Overpayment, Illino 7 or more than the total of lines 5 and 8, enter the amount of the 10 to be; Credited to 2018 estimated tax ▶ 10 1,700,969, left-inded ▶ 10 1,700,969. 11 Enter the amount of line 10 to be; Credited to 2018 estimated tax ▶ 1,700,969, left-inded ▶ 11 0,700,969. 12 During the tax year, did the foundation attempt to influence any national, state, or local legiclation or did it participate or intervene in any political campaign? 13 During the tax year, did the foundation and established description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. 14 During the foundation in connection with the activities. 2 During the foundation in connection with the activities. 3 During the foundation in connection with the activities. 4 During the foundation in connection with the activities. 5 During the foundation in connection with the activities. 6 During the foundation in connection with the activities. 7 During the foundation in connection with the activities. 8 During the foundation in connection with the activities. 9 Use the foundation in diagnostic expenditures (section 4955) imposed during the year: 1 (1) On the foundation in Program of the activities. 1 State the amount (if any) of tax on political expenditures (section 4955) imposed during the year: 1 (1) On the foundation make any entry time during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0. 2 Has the foundation m	5 Tax base	ed on investr	nent income. Sub	tract line 4 fron	n line 3. If zero (or less, enter -0-				5	١	1,	689,	189.	
b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8668) dec	6 Credits/F	Payments:			•										
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bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year? 5 Was thore a liquidation, termination, dissolution, or substantial contraction during the year? 5 Was thore a liquidation, termination, dissolution, or substantial contraction during the year? 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? 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 8a Enter the states to which the foundation reports or with which it is registered. See instructions. PA b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation 9 Is the foundation claiming-status-as-a private-operating-foundation-within-the-meaning of-section-1912(j)(3)-or-1912(j)(5)-for-calendar year 2017 or the tax year beginning in 2017? See the 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	-		•												
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If "Yes," attach the statement required by General Instruction T 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? 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	-				•						ŀ				
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10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10 X			•			-			o) for care	iuui —		22	-		V
to did uny persona accome decome decimations during the tax year in 165, attache schedule issuing the harries and accome	-	-	• •			•			200	· ·	ŀ		,	\vdash	
	is bluarly	poraviia uecu	Substantial CUI	minutora uuliil	y and tax year	. res, anach a scheduli	, nemig i	HOW HATTES BITC BOOT 95	-,,,,		Forr)-PF		

723531 01-03-18

Pa	rt VII-A	Statements Regarding Activities (continued)				
				£37.5	Yes	No
11	At any time of	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		х
12	Did the foun	idation make a distribution to a donor advised fund over which the foundation or a disqualified person had advi	sory privileges?			
	If "Yes," attac	ch statement. See instructions		12		х
13	Did the foun	ndation comply with the public inspection requirements for its annual returns and exemption application?		13	х	<u> </u>
		iress www.fdncenter.org/grantmaker/rkmellon				
14			e no.▶ <u>412 392</u> -			
	Located at	500 GRANT ST., 41ST FL., PITTSBURGH, PA	ZIP+4 ▶ <u>15</u>	219-25	502	
15	Section 4947	7(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here			•	· 🔲
		e amount of tax-exempt interest received or accrued during the year	▶ 15	N/		
16	-	during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank,		<u></u>	Yes	No
		or other financial account (in a foreign country?		16	CALCARETA CALCARETA	X
		ructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the	•			
`Da	foreign coun	Statements Regarding Activities for Which Form 4720 May Be Required		(a) / 1/4/ 3	49.7%	3.5.30
N . 5				Gride .	Yes	No
1.		4720 if any item is checked in the "Yes" column, unless an exception applies. /ear, did the foundation (either directly or indirectly):		30.00	3 ply.	11. W
14	= -	in the sale or exchange, or leasing of property with a disqualified person?	Yes X No		1. W.	
		money from, lend money to, or otherwise extend credit to (or accept it from)				
	• •	alified person?	Yes X No	300		
		•	X Yes No			
		mpensation to, or pay or reimburse the expenses of, a disqualified person?	Yes X No			
		r any income or assets to a disqualified person (or make any of either available		32.3	2	
	for the b	benefit or use of a disqualified person)?	Yes X No			
	(6) Agree to	o pay money or property to a government official? (Exception. Check "No"		(30) H		
	if the fo	oundation agreed to make a grant to or to employ the official for a period after				
	terminat	ition of government service, if terminating within 90 days.)	Yes X No			
Ď	If any answe	er is "Yec" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations		ning termin	nipoppa i,	72.23.00
		1941(d)-3 or in a current notice regarding disaster assistance? See instructions	. —	1b	. *77*	X
		ns relying on a current notice regarding disaster assistance, check here	▶∟			
C		idation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not correct	ed			
٠		rst day of the tax year beginning in 2017?		1c	** 1.2	X \$036969
2		lure to distribute income (section 4942) (does not apply for years the foundation was a private operating found	ation			
_		ection 4942(j)(3) or 4942(j)(5)): If the year 2017, did the foundation have any undistributed income (lease 6d and 6a, Bart VIII) for the year(s) ha	ainnina	\$ 16 M		交易
a	before 2017	f tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) be ?	Yes X No	15.6	* * ****	
	If "Yes," list t		165 110			
h		by years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to inc	couract			100
ŭ	-	assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and			55 - 12 m	
		see instructions.)	N/A	2b	.1614	المتعضيت
c		ions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		1 ×11.0		
,	▶ .					7
3a	Did the found	idatión hold more than a 2% direct or indirect interest in any business enterprise at any time				
	during the ye	ear?	X Yes No			
b	If "Yes," did i	it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified perso	ons after	18 x	4 83	
	May 26, 196	69; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7))) to dispose	7.7	246	(1) (A)
	_	acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedu	le C,	100 C		اثقتم
		to determine if the foundation had excess business holdings in 2017.)		3b		X
		idation invest during the year any amount in a manner that would jeopardize its charitable purposes?		48	12.45°	X
b		idation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable p	urpose that			
	nad not been	n removed from jeopardy before the first day of the tax year beginning in 2017?		4b		X
			F	orm 99 0)-PF	(2017)

Form 990-PF (2017) RICHARD KING MELLON FOUNDATION			25-1127705	Page 6
Part-VII-B Statements Regarding Activities for Which F	orm 4720 May Be R	equired _{(contin}	ued)	
5a During the year, did the foundation pay or incur any amount to:				Yes No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	4945(e))?	Y	es 🗵 No 🛭 🖟	
(2) Influence the outcome of any specific public election (see section 4955); or	to carry on, directly or indire	ectly,		
any voter registration drive?			es 🗓 No 🍴	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	•	Y	es X No	
(4) Provide a grant to an organization other than a charitable, etc., organization	described in section			
4945(d)(4)(A)? See instructions		[X] Y	es 🔲 No 📑	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or f			
the prevention of cruelty to children or animals?			s X No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify unc	•	n Regulations	2	
section 53.4945 or in a current notice regarding disaster assistance? See instru				5b X
Organizations relying on a current notice regarding disaster assistance, check h				
o If the answer is "Yes" to question 5a(1), does the foundation claim exemption from the control of the control				
onpositions tooperations, for the grant	E STATEMENT 12	X Y	es No	
If "Yes," attach the statement required by Regulations section 53.4945-5(d).	anu promuumo ca		15	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to p	ay premiums on		es X No	Tam's addingto monoment
a personal benefit contract? b Did the foundation, during the year, pay promiums, directly or indirectly, on a pi	prennal honefit contract?	¥•	s in No	6b X
If "Yes" to 6b, file Form 8870.	arsonal benefit contract.		<u> </u>	7 0 5 mm 1 20 24
7a At any time during the tax year, was the foundation a party to a prohibited tax si	naltar transaction?	V	:3 🗓 No 🖟	(조) (조리 - 21 년
b If "Yes," did the foundation receive any proceeds or have any net income attribut			N/A	7b
Part VIII Information About Officers, Directors, Truste		nagers. Highly	- 123	
Paid Employees, and Contractors		94,9,		
1 List all officers, directors, trustees, and foundation managers and th	eir compensation.			
	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Expense
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	and deferred compensation	account, other allowances
SEE STATEMENT	· - ··· · · · · · · · · · · · · · · · · 			
		1,886,067.	490,268.	0.
	-			
·		`		
· · · · · · · · · · · · · · · · · · ·				
				1
		I HALONE II		<u> </u>
2 Compensation of five highest-paid employees (other than those incl	(b) Title, and average	enter "NONE."	(d) Contributions to	(e) Expense
(a) Name and address of each employee paid more than \$50,000	hours per week	(c) Compensation	employee benefit plans and deferred	account, other
CDE CONTRACTOR	devoted to position		compensation	/ allowances
SEE STATEMENT		768,691.	200 766	١ ,
		768,631.	298,766.	0.
				
)
	·	-	· · · · · · · · · · · · · · · · · · ·	
	· ·			
				1
Total number of other employees paid over \$50,000			>	8

Form 990-PF (2017) RICHARD KING MELLON FOUNDATION Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

Paid Employees, and Contractors (continued)		
3 Five highest-paid independent contractors for professional services. If none	, enter "NONE."	*
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
RUSSELL INVESTMENTS - 1301 SECOND AVENUE		
18TH FL, SEATTLE, WA 98101	INVESTMENT MGMT.	1,732,855.
BNY MELLON, N.A.	INV. CUSTODY / MGMT.INV.	
MELLON SQUARE, PITTSBURGH, PA 15222	CUSTODY / MGMT.	896,741.
SANDS CAPITAL MANAGEMENT - 1101 WILSON BLVD,		
SUITE 2300, ARLINGTON, VA 22209	INVESTMENT MGMT.	536,908.
WESTWOOD GLOBAL INVESTMENTS		
1 FINANCIAL CTR, FL 16, BOSTON, MA 02111	INVESTMENT MGMT.	508,058.
MFS INVESTMENT MANAGEMENT		
111 HUNTINGTON AVE, BOSTON, MA 02199	INVESTMENT MGMT.	465,737.
Total number of others receiving over \$50,000 for professional services		▶ 22
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevar number of organizations and other beneficiaries cerved, conferences convened, research paper.		Expenses
1 NONE		
		0.
2		
3		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax y	year on lines 1 and 2.	Amount
1 THE CONSERVATION FUND		
THREE-YEAR SUPPORT OF OPERATIONS, PURCHASE OF PROPERTY IN		
TN, NY, VT, MA, AND MCKEAN, POTTER AND CAMERON COUNTIES, PA		33,500,000.
2 ALMONO LP		
SUPPORT OF OPERATIONS AT THE ALMONO SITE		
		1,155,600.
All other program-related investments. See instructions.	1	
3 THREAD INTERNATIONAL PBC INC		
ESTABLISH A CUT AND SAW FACILITY (EQUIPMENT, PERSONNEL,		
SPACE, AND OPERATIONS) TO EMPLOY PITTSBURGHERS FROM THE		
HOMEWOOD COMMUNITY		
		750,000.
Total. Add lines 1 through 3	<u> </u>	35,405,600.

Form 990-PF (2017)

Page 8

25-1127705

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	ndations, s	see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
·a	Average monthly fair market value of securities	1a	1,879,467,810.
b	Average of monthly cash balances	1b	70,788,684.
c	Fair market value of all other assets	1c	472,375,634.
d	Total (add lines 1a, b, and c)	1d	2,422,632,128.
	Roduction claimed for blockage or other factors reported on lines 1a and	mentana	
	1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,422,632,128.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	36,339,482.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,386,292,646.
6	Minimum investment return. Enter 5% of line 5	6	119,314,632.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are	nd certain	
	foreign organizations, check here and do not complete this part.)		
1	Minimum investment return from Part X, line 6	1	119,314,632.
2a	Tax on investment income for 2017 from Part VI, line 5		
b	Income tax for 2017. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	1,689,189.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	117,625,443.
4	Recoveries of amounts treated as qualifying distributions	4	6,448,583.
5	Add lines 3 and 4	5	124,074,026.
6	Deduction from distributable amount (see instructions)	6	. 0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	124,074,026.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	opposite (IIII)	
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	90,884,585.
b	Program-related investments - total from Part IX-B	1b	35,405,600.
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:		
а	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	126,290,185.
5	Foundations that qualify under section 4940(c) for the reduced rate of tax on net investment		
	income. Enter 1% of Part I, line 27b	5	. 1,689,189.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	124,600,996.
	Note: The amount on line 6 will be used in Part V. column (b), in subsequent years when calculating whether the foundation of	qualifies for	the section

Form **990-PF** (2017)

4940(e) reduction of tax in those years.

Page 9

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,				124 024 026
line 7				124,074,026.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only	. ""		33,485,591.	
b Total for prior years:		0.		,
3 Excess distributions carryover, if any, to 2017:		0.		
•				ı
a From 2012				
b From 2013				!
c From 2014				ι
d From 2015				
e From 2016	- 0.			1
f Total of lines 3a through e	<u> </u>			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 126,290,185.				
` <u> </u>			33,485,591.	
a Applied to 2016, but not more than line 2a			33,463,331.	
b Applied to undistributed income of prior		0.		ı
years (Election required - see instructions)				
c Treated as distributions out of corpus	0.			
(Election required - see instructions)	····			92,804,594.
d Applied to 2017 distributable amount	0.			92,004,394.
e Remaining amount distributed out of corpus	0.			
Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.	· · · · · · · · · · · · · · · · · · ·	, y,. ,, ,	0.
6 Enter the net total of each column as indicated below:				,
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	ō.	•		
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				1
assessed		0.		,
d Subtract line 6c from line 6b. Taxable				-
amount - see instructions		0.		
e Undistributed income for 2016. Subtract line				,
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract	-			
lines 4d and 5 from line 1. This amount must				
be distributed in 2018				31,269,432.
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)	0.	, , , , ,		
8 Excess distributions carryover from 2012				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018.				
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				<u>'</u>
b Excess from 2014				
c Excess from 2015				'
d Excess from 2016				
e Excess from 2017				

	NG MELLON FOUNDAT				127705 Page 10
Part XIV Private Operating F	oundations (see in	structions and Part VII	-A, question 9)	N/A	
1 a If the foundation has received a ruling of	r determination letter tha	t it is a private operating			
foundation, and the ruling is effective fo	•	•	▶ ∟_		
b Check box to indicate whether the found		ng foundation described i		4942(j)(3) or	4012(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		/
income from Part I or the minimum	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
investment return from Part X for					
each year listed					/
b 85% of line 2a					
c Qualifying distributions from Part XII,					
line 4 for each year listed					
d Amounts included in line 2c not					
used directly for active conduct of					
exempt activities					
e Qualifying distributions made directly					
for active conduct of exempt activities.			/		
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the		· ··· · · · · · · · · · · · · · · · ·	/		
alternative test relied upon:			· // '	,	
a "Assets" alternative test - enter: (1) Value of all assets			/		
			/		
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)			/		
b "Endowment" alternative test - enter		 	<u> </u>		
2/3 of minimum investment return					
shown in Part X, line 6 for each year		/			
listed		/			+
c "Support" alternative test - enter:		/			
(1) Total support other than gross investment income (interest,		/			
dividends, rents, payments on		/			
securities loans (section		/			
512(a)(5)), or royalties)		/		-	
(2) Support from general public and 5 or more exempt	/	1			
organizations as provided in	/				
section 4942(j)(3)(B)(iii)			ļ. <u></u>		
(3) Largest amount of support from	/				
an exempt organization					
(4) Gross investment income	<u> </u>	<u> </u>			<u> </u>
Part XV Supplementary Info			t the foundation	had \$5,000 or mo	ore in assets
at any time during t	ne year-see instr	uctions.)			
1 Information Regarding Foundation	n Managers:				
a Lict any managers of the foundation wh			ibutions received by the	e foundation before the ele	isc of any tax
year (but only if they have contributed n	nore than \$5,000). (See s	ection 507(d)(2).)			
NONE			· · · · · · · · · · · · · · · · · · ·	-	
b List any managers of the foundation wh		, ,	or an equally large port	ion of the ownership of a p	partnership or
other entity) of which the foundation ha	s a 10% or greater interes	st.			
NONE					
2 Information Regarding Contribute	on, Grant, Gift, Loan,	Scholarship, etc., Pre	ograms:		
Check here 🕨 🔙 if the foundation of	only makes contributions	to preselected charitable i	organizations and does	not accept unsolicited req	uests for funds. If
the foundation makes gifts, grants, etc.,	to individuals or organiza	ations under other conditi	ons, complete items 2a	, b, c, and d.	
a The name, address, and telephone number	per or email address of th	e person to whom applica	ations should be addres	poed:	
SEE STATEMENT					
					
b The form in which applications should b	e submitted and informat	tion and materials they sh	ould include:		
SEE STATEMENT	·				
c Any submission deadlines:					
SEE STATEMENT	a guah ao hu sasasashar	al arana abardabla fialda	lundo of metalistics	ather feature:	
d Any restrictions or limitations on awards SEE STATEMENT	s, such as by geographica	u areas, charitable ficios,	kinds of institutions, of	other factors;	
					,

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Form **990-PF** (2017)

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Y	ear or Approved for Future F	ayment	Г	
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
a Paid during the year				
SEE STATEMENT				
				86,655,883
	ì			
· · · · · · · · · · · · · · · · · · ·				
í				
`				
Total			► 3a	86,655,883
b Approved for future payment			- Vu	· · · · · · · · · · · · · · · · · · ·
, pp. even is. isino paymon.				
GER GRAMINEN				
SEE STATEMENT				15,978,000
	<u> </u>			13,370,000
		· · · · · · · · · · · · · · · · · · ·		
			[
Total			▶ 3b	15,978,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income			ided by section 512, 513, or 514	(e)
	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:	Code				
b			 	``````````````````````````````````````	
			l		
		 	····		
0			 		
e			_		
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments			14	694,869.	1
4 Dividends and interest from securities	900099		14	48,077,149.	
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	900099	-2,666,102.	14	20,641,604.	
8 Gain or (loss) from sales of assets other	-	2,000,102.		20,041,004.	
than inventory	900099	803,372.	18	115,903,205.	
9 Net income or (loss) from special events	-	000,072.	-10	113,303,203.	
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a PARTNERSHIP INCOME	900099		14		0.
b					
c					
d			-		
е					
12 Subtotal. Add columns (b), (d), and (e)		-1,862,730.		185,316,827.	0.
13 Total. Add line 12, columns (b), (d), and (e)		· · · · · · · · · · · · · · · · · · ·		13	
(See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities to	the Acco	mplishment of Exe	mpt	Purposes	
Line No. Explain below how each activity for which incom	no ic reported i	n column (a) of Part VIIIA	contrib	uited importantly to the seese	nlichment of
the foundation's exempt purposes (other than by			COTILITE	inten importantly to the accom	huzument or
, , , , , , , , , , , , , , , , , , ,	, providing to				······································
					·
					-
					· · · · · · · · · · · · · · · · · · ·
	•	·		·· ·· ·	
					· · · · · · · · · · · · · · · · · · ·
,					

orm 99		KING MELLON FOUN		25- d Relationships With Nonc	1127705	Pa	ige 13
rait	Exempt Organ		s to and Transactions and	u nelationships with Nonc	mantable		
1 Di			following with any other organization	described in section 501(c)		Yes	No
	•	, , ,	, relating to political organizations?	. 333511332 111 3332311 33 1(0)	-	,	
	ansfers from the reporting found	•			'		١.
) Cash		. •		1a(1)		x
(2) Other assets				1a(2)		х
b 01	ther transactions					and Berry	
(1) Sales of assets to a noncharita	able exempt organization			1b(1)		х
(2) Purchases of assets from a no	oncharitable exempt organiz	zation		1b(2)		х
(3) Rental of facilities, equipment	, or other assets			1b(3)		x
(4) Reimbursement arrangements	5			1b(4)		x
•) Loans or loan guarantees				1b(5)		х
) Performance of services or m				1b(6)		Х
	naring of facilities, equipment, m	• .	· · ·		1c		X
				ays show the fair market value of the g		ets,	
				in any transaction or sharing arrangen	nent, show in		
a)Line	lumn (d) the value of the goods,		haritable exempt organization	(d) Description of transfers, transaction		 -	
w/ =	(b) Amount mitored	 	N/A	(u) Description of Vansiers, Vansaction	is, and sharing arre	ingemen	11.5
		<u> </u>	·//				
				 · · · · · · · · · · · · · · · · · · ·			
		<u> </u>					
	·			<u> </u>			

2a Is	the foundation directly or indirec	Lity affiliated with, or related	to, one or more tax-exempt organization	ations described			
	section 501(c) (other than section "Yes," complete the following sch	· · · · · ·	527?		Yes	X] No
9 "	(a) Name of or		(b) Type of organization	(c) Description of re	lationship		
_	N/A		1,,,,,,				
			including accompanying schedules and state		May the IRS o	iscuss t	his
Sign	P. Valle	Deciaration of preparer (c	other than taxpayer) is based on all information		return with the	prepare	97
Here		Ŋ	11/13/18	DIRECTOR	X Yes	3.2.0	No
	Signature of officer of truster	· /	Date	Title			

Date

11/13/18

Check

self- employed

Firm's EIN 🕨

PTIN

P01499421

86-1065772

Preparer's signature

Phone no 312-486-1000 form 990-PF (2017)

Paid

Preparer

Use Only

Print/Type preparer's name

RACHEL HENDERSON-PENNINGTON

Firm's address ► 111 SOUTH WACKER DRIVE

CHICAGO , IL 60606

Firm's name DELOITTE TAX LLP

FORM 990-PF	OTHER	INCOME		STATEMENT 1
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME/ (LOSS)	_	17,975,502.	19,232,908.	0.
TOTAL TO FORM 990-PF, PART I,	LINE 11 =	17,975,502.	19,232,908.	, 0.
FORM 990-PF	LEGA	L FEES		STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REED SMITH LLP	133,606	31,639	. 0	101,967.
TO FM 990-PF, PG 1, LN 16A	133,606	5. 31,639	. 0	101,967.
=	\			
FORM 990-PF	ACCOUNT	ING FEES		STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRICEWATERHOUSECOOPERS LLP DELOITTE & TOUCHE	283,566 3,500	•		204,479. 0. 0.
TO FORM 990-PF, PG 1, LN 16B	287,066	82,587	. 0	204,479.
FORM 990-PF (THER PROFE	SSIONAL FEES		STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES CUSTODIAN FEE CONSULTANTS OTHER PROFESSIONAL FEES	7,864,848 896,741 91,765 53,020	1. 896,741 5. 58,078		0. 0. 0. 33,687.
TO FORM 990-PF, PG 1, LN 16C	8,906,374			33,687.
= 10 10 1, IN 10C			·	

TAX	ES (STATEMENT 5		
(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
886,162.		0.	0.	
507,445.	0.	0.	0.	
121,651.	121,651.	0.	0.	
1,515,258.	121,651.	0.	0.	
OTHER EXPENSES		STATEMENT 6		
(A) EXPENSES	(B) NET INVEST-	(C) ADJUSTED	(D) CHARITABLE	
PER BOOKS	MENT INCOME	NET INCOME	PURPOSES	
139,129.	22,020.	0.	117,109.	
139,129. 107,862.	22,020.	0.	117,109. 107,862.	
139,129.	22,020.	0.	117,109.	
139,129. 107,862. 30,772.	22,020. 0. 0. 20,116.	0. 0. 0.	117,109. 107,862. 30,772.	
	EXPENSES PER BOOKS 886,162. 507,445. 121,651. 1,515,258. OTHER E.	EXPENSES NET INVEST- PER BOOKS MENT INCOME 886,162. 0. 507,445. 0. 121,651. 121,651. 1,515,258. 121,651. OTHER EXPENSES (A) (B)	EXPENSES NET INVEST- PER BOOKS MENT INCOME 886,162. 0. 0. 507,445. 0. 0. 121,651. 121,651. 0. 1,515,258. 121,651. 0. OTHER EXPENSES ST	

FORM 990-PF	U.S.	AND	STATE	CITY	GOV	ERNMENT	OBLIGAT	IONS	STATEMENT	· 7
DESCRIPTION					S. 7'T	OTHER GOV'T	BOOK V	ALUE	FAIR MARK VALUE	ET
US GOVT OBLIGATI	IONS		,		<u> </u>		22	,558,386.	22,42	20,119.
TOTAL U.S. GOVER	RNMENT OB	LIGA	TIONS			-	22	,558,386.	22,42	20,119.
TOTAL STATE AND	MUNICIPA	L GC	VERNME	ENT OF	BLIG	ATIONS				
TOTAL TO FORM 99	00-PF, PA	RT I	I, LIN	NE 102	Ā	-	22	,558,386.	22,42	20,119.
						-				

TOTAL TO FORM 990-PF, PART II, LINE 22

FORM 990-PF	CORPORATE STO	OCK	STATEMENT 8
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT		886,212,974.	1,260,106,248
TOTAL TO FORM 990-PF, PART II,	LINE 10B	886,212,974.	1,260,106,248
FORM 990-PF	CORPORATE BON	TDS	STATEMENT 9
DESCRIPTION)	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	,	351,911,870.	353,359,049
TOTAL TO FORM 990-PF, PART II,	LINE 10C	351,911,870.	353,359,049
`		}	
FORM 990-PF	OTHER INVESTME	NTS	STATEMENT 10
DESCRIPTION	VALUATI METHOD		FAIR MARKET VALUE
SEE ATTACHED STATEMENT	COST	635,867,351.	757,878,532
TOTAL TO FORM 990-PF, PART II,	LINE 13	635,867,351.	757,878,532
FORM 990-PF	OTHER LIABILIT	·ies	STATEMENT 11
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
UBI TAX PAYABLE FEDERAL EXCISE TAX PAYABLE		-1,655,345. -99,427.	-1,142,967 -1,613,265
APPROPRIATIONS FOR PROGRAM REI	ATED		
ASSETS		63,100,000.	93,255,600

90,499,368.

61,345,228.



RICHARD KING MELLON FOUNDATION E I No 25-1127705 BALANCE SHEET - ASSETS



	End of Year		
•	(b)	(c) Fair	
	Book Value	Market Value	
Line 10(b) Corporate Stock			
*MB - Common Stocks	441,931,140	671,546,850	
Investments - MB - Annual Report Stocks	722,690	722,690	
*BH - Equities	30,467,804	36,801,339	
*MFS - Equities	60,646,489	90,114,046	
*M - Equities	75,375,463	84,918,006	
Investments - FOR - Annual Report Stocks	265,201	265,201	
Acorn Investors, LLC	0	45,313,408	
Earlens Corp	2,000,000	2,000,000	
Metavention Inc	1,500,000	1,500,000	
Progyny	2,566,949	2,566,949	
Taulia	1,981,003	1,981,003	
Trevi Therapeutics Inc	2,000,000	2,000,000	
Rapid Micro Inc	2,152,223	2,152,223	
Zephyr Health	3,224,533	3,224,533	
Russell Global Equity Plus Fund	261,379,477	315,000,000	
Total Corporate Stock	\$886,212,972	\$1,260,106,248	
Line 10(c) Corporate Bonds			
* MB - Mortgage/Asset Backed,Corporate, International,			
Other	351,873,393	353,320,572	
Investments - MB - Annual Report Fixed Income	38,477	38,477	
Total Corporate Bonds	\$351,911,870	\$353,359,049	

^{*}See Schedule G Detail

RICHARD KING MELLON FOUNDATION E I. No. 25-1127705 BALANCE SHEET - ASSETS



	End of Year		
	(b) Book Value	(c) Fair Market Value	
Summary of investments - Other	Book Value	Warter Value	
Investments In Limited Partnerships			
Aberdeen Asia Partners III, L.P.	4,225,104	5,688,447	
Aberdeen International Partners, L P	0	2,200,888	
Aberdeen Next Generation Partners V, L.P	0	4,569,644	
Aberdeen Venture Partners IX, L.P.	3,120,663	3,404,905	
Aberdeen Venture Partners VI, L.P	131,842	3,074,232	
Aberdeen Venture Partners VIII SPV-C, L.P	1,238,922	2,537,879	
Aberdeen Venture Partners VIII, L P	3,113,999	4,520,014	
Aberdeen Venture Partners X, L.P. Ace Redpoint Ventures China I, L.P.	504,734 1,750,000	405,718 1,746,356	
Altıra Technology Fund VI, L.P.	3,082,760	3,127,482	
Axiom International Equity Fund	49,378,080	46,772,547	
BBH Credit Value Fund	20,055,366	19,790,044	
Bernstein Emerging Markets Value Trust	21,797,591	24,167,831	
Brandywine Global Opportunistic Absolute Return	68,870,515	67,122,216	
Brentwood Associates IX, L P.	1,811,680	180,562	
Brentwood Associates Private Equity III-A, L P	0	5,425	
C/R Cobalt Investment Partnership, L P.	0	8,124	
C/R Jade Partners, L.P.	471,675	372,585	
Canvas Venture Fund 2, L.P.	1,459,213	1,350,924	
Canvas Venture Fund, L P.	2,568,509	3,957,322	
Carlyle Asia Growth Partners III, L.P	885,791	409,903	
Carlyle Asia Growth Partners IV, L.P	873,326	2,527,879	
Carlyle Asia Growth Partners V, L.P.	3,042,182	3,137,619	
Carlyle Asia Partners II, L.P.	0	347,106	
Carlyle Asia Partners IV, L P.	3,707,152	6,149,319	
Carlyle Europe Partners II, L.P.	0	190,267	
Carlyle Europe Partners III, L.P. Carlyle Europe Partners IV, L.P.	0 3,973,221	1,920,071	
Carlyle Europe Real Estate Partners II, LP	5,652,808	6,105,005 0	
Carlyle Europe Real Estate Partners III, LP	1,957,756	822,099	
Carlyle International Energy Partners, L.P.	2,153,300	2,935,313	
Carlyle Japan International Partners II, L P	45,683	97,111	
Carlyle Mezzanine Partners II AIV, L.P.	29,891	50,458	
Carlyle Mezzanine Partners II, L.P.	Ô	184,789	
Carlyle Partners IV, L.P.	0	193,868	
Carlyle Partners V Cayman TE Holdings, L.P.	110,887	110,887	
Carlyle Partners V Cayman, L P.	80,224	465,828	
Carlyle Partners V Riverdale Holdings, L.P	0	46,845	
Carlyle Partners V SA1 Cayman, L.P.	1,773	1,773	
Carlyle Partners V, L.P.	0	1,622,481	
Carlyle Partners VI, L P.	8,824,833	12,816,281	
Carlyle Realty Foreign Investors III, L.P.	0	6,690,546	
Carlyle Realty Halley Convestment IV, L.P	4 705 472	788,339	
Carlyle Realty Master Coinvestment IV, L.P.	1,785,473	1 446 000	
Carlyle Realty Partners IV AIV, L P. Carlyle Realty Partners IV, L.P	0 4,276,263	1,446,000 6 130 357	
Carlyle Realty Partners IV, L.P.	4,276,263	6,139,357 459,664	
Carlyle Realty Partners V, L.P.	0	3,615,336	
Carry to recarry i districts v, E.F.	3	3,013,330	

RICHARD KING MELLON FOUNDATION E I No 25-1127705 BALANCE SHEET - ASSETS



End of Year

	End of	
	(b)	(c) Fair
	Book Value	Market Value
Carlyle Realty Partners VI, L P.	0	1,738,002
Carlyle Realty Partners VII, L P.	6,489,509	7,884,506
Carlyle Realty Partners VIII, L.P.	52,816	0
Carlyle Strategic Partners II, L.P	0	158,573
Carlyle US Equity Opportunity Fund II, L.P	3,253,649	3,526,551
Carlyle Venture Partners II, L.P.	711,008	1,036,736
Carlyle Venture Partners III, L.P	0	266,749
Carlyle/Riverstone Global Energy & Power Fund II, L.P	671,677	553,645
Carlyle/Riverstone TE Partners III, L P.	539,805	1,243,681
Clarus Lifesciences III, L.P.	2,835,622	3,193,875
DAG Ventures III-QP, L.P.	216,044	909,183
DAG Ventures II-QP, L P.	1,746,808	650,876
DAG Ventures QP, L.P.	999,159	1,088,208
DAG Ventures VI, L.P.	2,246,004	2,040,992
Energy Spectrum Partners V, L P	22,505	97,504
Energy Spectrum Partners VI Azure Midstream, L P	2,075,993	1,193,410
Energy Spectrum Partners VI, L P.	1,844,783	2,236,007
Energy Spectrum Partners VII, L.P.	4,740,278	6,460,312
Energy Trust Partners III, L.P.	93,528	234,961
Energy Trust Partners IV, L.P.	803,841	2,192,318
Energy Trust Partners V, L.P.	1,013,865	892,739
Felicis Venture V, L P.	2,400,000	2,496,801
Frazier Life Sciences VIII, L P.	2,012,000	2,552,236
Genesis Capital I, L P.	3,636,323	4,650,081
Greenspring Micro I, L.P.		
Greenspring Opportunities IV, L.P.	595,810 4,955,999	522,147 5,005,832
	4,955,999	869,087
Harbert European Real Estate Fund II Parallel, L.P		
ICON Ventures V. L.P	7,289,547	6,303,235
ICON Ventures VI, L.P.	2,000,000	1,826,247
Investments - Alt Inv - Annual Report	1,287,456	1,287,456
KKR Americas Fund XII, L.P.	106,152	106,152
KKR Energy Income and Growth Fund I-TE, L.P.	4,474,232	5,085,056
KKR Special Situations Fund II, L.P.	4,256,463	4,226,638
KPCB Digital Growth Fund III, LLC	2,925,000	2,718,882
KPCB XVII, LLC	1,350,000	1,282,585
KSL Capital Part Credit Opp Fnd II, L P	210,203	189,334
KSL Capital Partners IV, L.P.	2,102,543	1,999,085
Lazard EM Debt Blend	23,447,410	24,317,473
Lightstone Ventures II, L.P.	539,281	467,134
Lightstone Ventures, L P	2,304,561	3,876,898
M/C Partners VII, L.P.	3,640,928	5,339,834
M/C Venture Partners V L.P.	0	21,248
M/C Venture Partners VI, L.P.	0	36,539
Mayfield Select, L P.	480,000	475,172
Mayfield XV, L P.	340,000	368,832
Meritech Capital Partners II, L P.	0	938,936
Meritech Capital Partners III, L.P.	0	1,774,848
Meritech Capital Partners IV, L.P	2,410,424	5,422,366
Meritech Capital Partners V, L P.	6,862,500	7,216,035
Mondrian Emerging Markets Equity Fund	25,043,045	27,587,360
Morgenthaler Partners VII, L.P.	1,741,899	62,936
Morgenthaler Partners VIII, L.P.	0	4,086,620
Morgenthaler Private Equity Partners II, L.P	2,742,379	3,044,484
Morgenthaler Private Equity Partners, L.P.	4,193,720	5,544,182
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RICHARD KING MELLON FOUNDATION E I No 25-1127705 BALANCE SHEET - ASSETS



E	n	d	0	ľ	e/	ar	

•	(b)	(c) Fair
	Book Value	Market Value
Morgenthaler Venture Partners IX, L P.	627,798	3,281,138
MTS Health Investors II, L.P.	027,730	290,294
MTS Health Investors III, L.P.	62,495	7,112,266
MTS Health Investors IV, L.P	4,531,967	4,143,198
MTS-MKG, LLC	1,902,883	1,902,807
Newbridge Asia IV, L.P.	1,302,003	616,285
NFX Capital Fund I, L.P.	360,000	316,852
NGP Natural Resources XI, L P	5,430,491	7,121,739
NGP Natural Resources XII, L.P.	1,150,764	1,106,173
Oaktree Emerging Market Opportunities Fund, L.P.	1,567,171	3,194,474
Oaktree Opportunities Fund IX, L.P.	6,815,987	7,774,264
Oaktree Opportunities Fund X, L.P	4,876,068	6,351,519
Oaktree Principal Fund V, L.P.	1,024,061	1,471,292
Oaktree Real Estate Opportunities Fund IV, L P	0	582,854
Oaktree Real Estate Opportunities Fund V, L P	0	748,138
Oaktree Real Estate Opportunities Fund VI, L.P	3,984,282	7,258,642
Oaktree Real Estate Opportunities Fund VII, L.P	832,533	1,363,386
Oaktree US Senior Loan Fund	40,179,376	41,271,469
OCM Asia Principal Opportunities Fund, L.P	754,225	145,701
OCM European Credit Opportunities Fund, L.P	18,134,854	114,692
OCM European Principal Opportunities Fund II, L.P	49,230	545,998
OCM High Yield Limited Partnership	40,124,159	39,034,535
OCM High Yield Plus Feeder Fund, L.P.	0	1,698,480
OCM Japan Opportunities Fund, L.P.	0	342,668
OCM Opportunities Fund III, L.P.	Ö	3,666
OCM Opportunities Fund IV, L.P.	Ō	1,718
OCM Opportunities Fund V, L P.	Ō	206,803
OCM Opportunities Fund VI, L P.	0	281
OCM Opportunities Fund VII, L.P.	0	905,051
OCM Opportunities Fund VIIB, L.P.	0	1,061,993
OCM Opportunities Fund VIII Cayman, LTD	0	911,145
OCM Opportunities Fund VIIIB Cayman, L.P.	1,416,337	2,677,218
OCM Principal Opportunities Fund III, L.P.	0	7,890
OCM Principal Opportunities Fund IV, L.P	0	427,958
OCM Real Estate Opportunities Fund III, L.P	0	14,046
Openview Venture Partners V, L.P	918,000	839,580
Questmark Partners IV, L.P.	3,531,022	4,075,600
Redpoint Omega II, L.P.	2,774,207	3,315,868
Redpoint Omega, L.P.	0	3,745,995
Redpoint Ventures II, L.P.	96,699	274,265
Redpoint Ventures III, L.P.	48,116	949,355
Redpoint Ventures IV, L.P.	1,927,499	3,133,738
Redpoint Ventures V, L.P.	2,200,563	4,116,056
Redpoint Ventures VI, L.P.	4,020,000	4,642,746
Riverstone Global Energy & Power Fund V, L.P	4,671,839	5,126,516
Riverstone Global Energy & Power Fund VI, L.P	5,024,044	6,648,141
Riverstone/Carlyle TE Partners IV, L.P.	3,053,675	4,086,051
RREEF Global Opportunities Fund II, L.P.	2,423,249	37,695
Sands Capital Private Growth Fund II, L.P	4,159,207	3,767,623
Sands Capital Private Growth Fund II-MB	600,000	591,878
Sands Capital Private Growth Fund, L.P.	1,865,809	2,913,407
TA SDF II DO Feeder, L.P	13,636	37,517
TA SDF II ECM Feeder, L.P.	10,984	6,703
TA Subordinated Debt Fund II AM Feeder, L.P	8,028	9,996
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RICHARD KING MELLON FOUNDATION E I. No 25-1127705 BALANCE SHEET - ASSETS



End of Year

	End of Year		
•	(b)	(c) Fair	
	Book Value	Market Value	
TA Subordinated Debt Fund II, L.P.	0	143,836	
TA XI AM-B Feeder, L.P.	0	677	
TA XI DO Feeder, L.P.	11,235	251,148	
TA XI ECM Feeder, L.P	22,712	63,696	
TA XI FS-A Feeder, L.P	203,776	240,432	
TA XI NX AIV, L P.	60,000	112,395	
TA XI SMM Feeder, L.P.	56,831	26,745	
TA XI, L P	· o	4,012,869	
TPG Ariel Partners (Cayman), L P.	0	57,983	
TPG Asia V Delaware, L.P.	426,066	443,004	
TPG Asia V Devon AIV 2, L.P.	60,782	. 12	
TPG Asia V DFI AIV I, L.P.	0	569	
TPG Asia V SF AIV, L.P.	0	655,244	
TPG Asia V, L.P.	720,007	1,205,052	
TPG Asia VI, L P.	5,372,693	6,324,651	
TPG Biotech Part Engage Therapeutics	1,500,000	1,496,429	
TPG Biotech Part Entasis Therapeutics	2,000,000	1,991,361	
TPG Biotech Part IV Rapid Micro 2nd Bridge, L.P	328,660	328,660	
TPG Biotech Part IV Rapid Micro 3rd Bridge, L.P.	109,553	109,553	
TPG Biotech Part IV Rapid Micro Bridge, L P	218,346	218,346	
TPG Biotech Part IV Unchained Labs	1,824,000	1,816,391	
TPG Biotechnology Partners IV, L P	3,284,741	4,557,971	
TPG Biotechnology Partners V, L.P.	2,032,679	1,784,655	
TPG Bluegrass IV - AIV 1, L.P	0	4,192	
TPG Bluegrass V - AIV 1, L.P.	0	2,715	
TPG Grocery AIV I, L.P.	37,863	51,559	
TPG Growth III, L.P.	3,579,200	4,135,250	
TPG Izumi AIV 6, L P. (Newbridge Asia IV AIV)	0,373,200	4,752	
TPG Izumi AIV I, L.P.	0	(2,181)	
TPG Luna V AIV, L P.	12,094	155,589	
TPG Luna, L.P.	8,943	102,556	
✓ TPG Media V - AIV 1, L.P.	37,043	182,715	
TPG Partners III, L.P.	0	8,963	
TPG Partners IV, L P.	0	31,221	
TPG Partners V - AIV, L.P.	0	1,918	
TPG Partners V, L.P.	0	705,904	
TPG Partners VI, L.P.	406,647	965,563	
TPG Partners VII, L.P.	5,080,751	6,033,582	
TPG PEI AIV-B, L.P	0,000,731	(38)	
TPG Real Estate Partners II, L.P.	1,561,388	2,860,234	
TPG Umbrella IV, L.P.	155,327	157,803	
TPG V Hamlet AIV, L.P.	511,613	189,082	
TPG V VE AIV I, L.P.	15,355	19,060	
TPG VI AIV TM I, L.P.	0	124,502	
TPG VI Cayfir AIV I, L.P.	0	49,498	
TPG VI DE AIV I, L.P.	87,505	674,871	
TPG VI Delfir AIV I-C, L P.	0,505		
TPG VI DEIIII AIV I-C, E.F.	· 19,971	81,180 16,654	
TPG VI OG AIV II, L.P.	19,971	13,807	
TPG VI OG AIV II, E.P. TPG VI Ontano 2 AIV, L P.	_		
TPG VI Ontano 2 AIV, E.P. TPG VI Reef AIV II, L.P.	0	1,013 74	
TPG VI Reel AIV II, L.P. TPG VI Saxo AIV, L.P.	142,318	96,871	
TPG VI SAXO AIV, L.P. TPG VI SF AIV, L.P			
TPG VI VE AIV I, L.P.	7,458 8,884	103,980	
IT O VI VE AIV I, E.F.	0,004	12,857	

Form 990-PF - 2017 Page 2, Part II

Westwood Global Investment Emerging Markets Fund

Total Other Investments

RICHARD KING MELLON FOUNDATION E I No. 25-1127705 BALANCE SHEET - ASSETS



37,442,001

\$635,867,351

47,479,017

\$757,878,532

End of Year (b) (c) Fair **Book Value** Market Value TPG VI X2 AIV I, L P 3,402 115 Unicorn Partners Fund I, L.P. 2,113,772 2,048,004 Valpoint Energy Partners II, L P. 1,175,598 1,135,347 Varo Coinvestment, L.P. 799,241 2,780,890 Versant Venture Capital I, L.P. 64,182 Versant Venture Capital II, L.P. 344,792 617,819 Versant Venture Capital III, L.P. 1,876,218 2,439,739 Versant Venture Capital IV, L.P. 1,103,203 3,970,266 Versant Venture Capital V, L P. 6,603,405 9,681,725 Versant Venture Capital VI, L.P. 1,275,423 1,119,986 Voyager Capital Fund IV, L.P. 2,496,373 2,990,796 Warburg Pincus (Bermuda) Private Equity IX, L.P. 115,355 Warburg Pincus (Bermuda) Private Equity X, L.P 138 Warburg Pincus (Callisto II) Private Equity X, L P 269,580 249,618 Warburg Pincus (Callisto)Private Eq XI Cayman, L.P. 573,424 950,070 Warburg Pincus China, L.P. 1,878,000 2,002,986 Warburg Pincus Energy, LP. 3,273,370 3,268,340 Warburg Pincus Equity Partners, L.P. 46,123 Warburg Pincus Private Equity (E&P) X-B, L.P. 107,083 Warburg Pincus Private Equity (E&P) XI-B, L.P. 925,001 1,173,442 Warburg Pincus Private Equity IX, LP. 0 969,000 Warburg Pincus Private Equity VIII, L P. 0 1,141,211 Warburg Pincus Private Equity X O&G, L.P. 337,373 1,020,574 Warburg Pincus Private Equity X, L.P. 3,480,237 Warburg Pincus Private Equity XI International, LP 111,760 211,674 Warburg Pincus Private Equity XI, L.P. 2,247,208 4,997,313 Warburg Pincus Private Equity XII, L.P. 5,149,440 5,393,909

RICHARD KING MELLON FOUNDATION

2017 FORM 990-PF

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	AND OTHER
SEWARD PROSSER MELLON 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE/CHAIRMAN/CEO .50	0.	0.	0.
ALISON M. BYERS, PSY.D. 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE .50	0.	0.	0.
W. RUSSELL G. BYERS, JR. 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE .50	0.	0.	.0,
CATHARINE MELLON CATHEY 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE .50	0.	0.	0.
CONSTANCE ELIZABETH MELLON KAPP 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE .50,	0.	0.	0.
ARMOUR N. MELLON 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	. TRUSTEE / PRESIDENT	0.	0.	0.

2017 FORM 990-PF

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
RICHARD A. MELLON 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE .50	0.	0.	0.
BRUCE K.M. HENDERSON 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE .50	0.	0.	0.
DOUGLAS L. SISSON 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	TRUSTEE/VP/TREAS./INVSMT OFF. 22.50	399,358	77,794	0.
LISA M. KUZMA 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	SECRETARY/PROGRAM OFFICER 38.00	234,787	87,720	0.
JOHN J. TURCIK 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	TRUSTEE/CONTROLLER 12.50	182,698	64,501	0.
SCOTT D. IZZO 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	TRUSTEE/DIRECTOR 45.00	606,760	94,338	0.

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2017 FORM 990-PF

25-1127705

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LAWRENCE S. BUSCH 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	TRUSTEE/ASST TREAS/ADMIN OFFCR 21.00	231,003	74,147	0
SAM REIMAN 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	ASSOCIATE DIRECTOR 38.00	231,461	91,768	0.
	GRAND TOTALS	<u>1,886,067</u>	490,268	0.

2017 FORM 990-PF

25-1127705

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

				
NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	AND OTHER
BRIAN HILL 500 GRANT STREET PITTSBURGH, PA 15219-2502	SENIOR PROGRAM DIRECTOR 38.00	221,852	91,041	0.
EDWARD J. MORGAN 500 GRANT STREET PITTSBURGH, PA 15219-2502	INVESTMENTS 25.00	212,582	80,978	0.
STEPHEN P. ERB 500 GRANT STREET PITTSBURGH, PA 15219-2502	INVESTMENTS/TAX 12.50	155,103	58,119	0.
PAUL A. HANNAH 500 GRANT STREET PITTSBURGH, PA 15219-250	ACCOUNTING 10.00	93,846	38,935	0.
LISA REED 500 GRANT STREET PITTSBURGH, PA 15219-2502	ADMINISTRATION 38.00	85,308	29,693	0.
	TOTAL COMPENSATION	768,691	<u>298,76</u> 6	0.

RICHARD KING MELLON FOUNDATION

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT PART VII-B, LINE 5C

STATEMENT 12

GRANTEE'S NAME

THREAD INTERNATIONAL PBC, INC.

GRANTEE'S ADDRESS

7800 SUSQUEHANNA ST PITTSBURGH, PA 15208

GRANT AMOUNT

DATE OF GRANT

AMOUNT EXPENDED

750,000.

12/15/17

750,000.

PURPOSE OF GRANT

PROGRAM RELATED INVESTMENT TO ESTABLISH A CUT AND SEW FACILITY (EQUIPMENT, PERSONNEL, SPACE, AND OPERATIONS) TO EMPLOYEE PITTSBURGHERS FROM THE HOMEWOOD COMMUNITY.

DATES OF REPORTS BY GRANTEE

11/09/18

ANY DIVERSION BY GRANTEE

TO THE BEST OF THE GRANTOR'S KNOWLEDGE, THE GRANT FUNDS HAVE NOT BEEN EXPENDED FOR ANY PURPOSE OTHER THAN THE INTENDED PURPOSE OF THE GRANT.

RESULTS OF VERIFICATION

25-1127705

GRANTEE'S NAME

ALMONO, LP

GRANTEE'S ADDRESS

C/O REED SMITH, 225 FIFTH AVE PITTSBURGH, PA 15222

GRANT AMOUNT

DATE OF GRANT

AMOUNT EXPENDED

1,703,000.

04/23/13

1,703,000. `

PURPOSE OF GRANT

PROGRAM RELATED INVESTMENT TOWARD CAPITAL PROJECTS FOR THE ALMONO SITE.

DATES OF REPORTS BY GRANTEE

04/30/18

ANY DIVERSION BY GRANTEE

TO THE BEST OF THE GRANTOR'S KNOWLEDGE, THE GRANT FUNDS HAVE NOT BEEN EXPENDED FOR ANY PURPOSE OTHER THAN THE INTENDED PURPOSE OF THE GRANT.

RESULTS OF VERIFICATION

THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.

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GRANTEE'S NAME

ALMONO, LP

GRANTEE'S ADDRESS

C/O REED SMITH, 225 FIFTH AVE PITTSBURGH, PA 15222

GRANT AMOUNT

DATE OF GRANT AMO

AMOUNT EXPENDED

4,000,000.

03/30/15

4,000,000.

PURPOSE OF GRANT

PROGRAM RELATED INVESTMENT TOWARD PURCHASING A TWENTY PERCENT OWNERSHIP INTEREST IN THE ALMONO LIMITED PARTNERSHIP.

DATES OF REPORTS BY GRANTEE

6/1/18

ANY DIVERSION BY GRANTEE

TO THE BEST OF THE GRANTOR'S KNOWLEDGE, THE GRANT FUNDS HAVE NOT BEEN EXPENDED FOR ANY PURPOSE OTHER THAN THE INTENDED PURPOSE OF THE GRANT.

RESULTS OF VERIFICATION

25-1127705

GRANTEE'S NAME

ALMONO, LP

GRANTEE'S ADDRESS

C/O REED SMITH, 225 FIFTH AVE PITTSBURGH, PA 15222

GRANT AMOUNT

DATE OF GRANT

AMOUNT EXPENDED

797,000.

12/14/15

797,000.

PURPOSE OF GRANT

PROGRAM RELATED INVESTMENT TOWARD CAPITAL PROJECTS FOR THE ALMONO SITE.

DATES OF REPORTS BY GRANTEE

5/1/17

ANY DIVERSION BY GRANTEE

TO THE BEST OF THE GRANTOR'S KNOWLEDGE, THE GRANT FUNDS HAVE NOT BEEN EXPENDED FOR ANY PURPOSE OTHER THAN THE INTENDED PURPOSE OF THE GRANT.

RESULTS OF VERIFICATION

RICHARD KING MELLON FOUNDATION

GRANTEE'S NAME

POWER OF 32 SITE DEVELOPMENT FUND PARTNERS, LP

GRANTEE'S ADDRESS

11 STANWIX STREET, 17TH FLOOR PITTSBURGH, PA 15222

GRANT AMOUNT

DATE OF GRANT

AMOUNT EXPENDED

5,000,000.

04/14/14

5,000,000.

PURPOSE OF GRANT

PROGRAM RELATED INVESTMENT TO CREATE A REGIONAL FUND TO SPUR DEVELOPMENT OF HIGH PRIORITY REGIONAL SITES.

DATES OF REPORTS BY GRANTEE

06/30/17

ANY DIVERSION BY GRANTEE

TO THE BEST OF THE GRANTOR'S KNOWLEDGE, THE GRANT FUNDS HAVE NOT BEEN EXPENDED FOR ANY PURPOSE OTHER THAN THE INTENDED PURPOSE OF THE GRANT.

RESULTS OF VERIFICATION

RICHARD KING MELLON FOUNDATION

GRANTEE'S NAME

EAST LIBERTY TRID REVITALIZATION AUTHORITY

GRANTEE'S ADDRESS

200 ROSS STREET PITTSBURGH, PA 15219

GRANT AMOUNT

DATE OF GRANT

AMOUNT EXPENDED

1,500,000.

04/14/14

1,500,000.

PURPOSE OF GRANT

PROGRAM RELATED INVESTMENT TOWARD TRANSIT-ORIENTED DEVELOPMENT PROJECTS IN EAST LIBERTY.

DATES OF REPORTS BY GRANTEE

07/01/17

ANY DIVERSION BY GRANTEE

TO THE BEST OF THE GRANTOR'S KNOWLEDGE, THE GRANT FUNDS HAVE NOT BEEN EXPENDED FOR ANY PURPOSE OTHER THAN THE INTENDED PURPOSE OF THE GRANT.

RESULTS OF VERIFICATION

RICHARD KING MELLON FOUNDATION

GRANTEE'S NAME

ALMONO, LP

GRANTEE'S ADDRESS

C/O REED SMITH, 225 FIFTH AVE PITTSBURGH, PA 15222

GRANT AMOUNT

DATE OF GRANT

AMOUNT EXPENDED

1,155,600.

06/19/17

1,155,600.

PURPOSE OF GRANT

PROGRAM RELATED INVESTMENT TOWARD THE SUPPORT OF OPERATIONS AT THE ALMONO SITE.

DATES OF REPORTS BY GRANTEE

11/13/18

ANY DIVERSION BY GRANTEE

TO THE BEST OF THE GRANTOR'S KNOWLEDGE, THE GRANT FUNDS HAVE NOT BEEN EXPENDED FOR ANY PURPOSE OTHER THAN THE INTENDED PURPOSE OF THE GRANT.

RESULTS OF VERIFICATION

25-1127705

GRANTEE'S NAME

STRATEGIC INVESTMENT FUND PARTNERSHIP

GRANTEE'S ADDRESS

REGIONAL ENTERPRISE TOWER, 425 SIXTH AVE, SUITE 1290 PITTSBURGH, PA 15219-1849

GRANT AMOUNT

DATE OF GRANT

AMOUNT EXPENDED

1,000,000.

04/17/02

1,000,000.

PURPOSE OF GRANT

PROGRAM RELATED INVESTMENT TO PROMOTE ECONOMIC DEVELOPMENT IN THE GREATER SOUTHWESTERN PENNSYLVANIA REGION

DATES OF REPORTS BY GRANTEE

02/09/18

ANY DIVERSION BY GRANTEE

TO THE BEST OF THE GRANTOR'S KNOWLEDGE, THE GRANT FUNDS HAVE NOT BEEN EXPENDED FOR ANY PURPOSE OTHER THAN THE INTENDED PURPOSE OF THE GRANT.

RESULTS OF VERIFICATION

25-1127705

GRANTEE'S NAME

STRATEGIC INVESTMENT FUND PARTNERSHIP

GRANTEE'S ADDRESS

REGIONAL ENTERPRISE TOWER, 425 SIXTH AVE, SUITE 1290 PITTSBURGH, PA 15219-1849

DATE OF GRANT AMOUNT EXPENDED

1,000,000. 02/05/03 1,000,000.

PURPOSE OF GRANT

PROGRAM RELATED INVESTMENT TO PROMOTE ECONOMIC DEVELOPMENT IN THE GREATER SOUTHWESTERN PENNSYLVANIA REGION

DATES OF REPORTS BY GRANTEE

02/09/18

ANY DIVERSION BY GRANTEE

TO THE BEST OF THE GRANTOR'S KNOWLEDGE, THE GRANT FUNDS HAVE NOT BEEN EXPENDED FOR ANY PURPOSE OTHER THAN THE INTENDED PURPOSE OF THE GRANT.

RESULTS OF VERIFICATION

RICHARD KING MELLON FOUNDATION

GRANTEE'S NAME

STRATEGIC INVESTMENT FUND PARTNERSHIP

GRANTEE'S ADDRESS

REGIONAL ENTERPRISE TOWER, 425 SIXTH AVE, SUITE 1290 PITTSBURGH, PA 15219-1849

GRANT AMOUNT

DATE OF GRANT

AMOUNT EXPENDED

1,000,000.

05/20/04

1,000,000.

PURPOSE OF GRANT

PROGRAM RELATED INVESTMENT TO PROMOTE ECONOMIC DEVELOPMENT IN THE GREATER SOUTHWESTERN PENNSYLVANIA REGION

DATES OF REPORTS BY GRANTEE

02/09/18

ANY DIVERSION BY GRANTEE

TO THE BEST OF THE GRANTOR'S KNOWLEDGE, THE GRANT FUNDS HAVE NOT BEEN EXPENDED FOR ANY PURPOSE OTHER THAN THE INTENDED PURPOSE OF THE GRANT.

RESULTS OF VERIFICATION

RICHARD KING MELLON FOUNDATION

GRANTEE'S NAME

REGIONAL INDUSTRIAL DEVELOPMENT CORPORATION

GRANTEE'S ADDRESS

210 SIXTH AVENUE PITTSBURGH, PA 15222

GRANT AMOUNT

DATE OF GRANT AMOUNT EXPENDED

10,000,000.

12/15/16

NONE.

PURPOSE OF GRANT

PROGRAM RELATED INVESTMENT TOWARD CAPITAL PROJECTS FOR THE ALMONO LTV **PROJECT**

DATES OF REPORTS BY GRANTEE

06/04/18

ANY DIVERSION BY GRANTEE

TO THE BEST OF THE GRANTOR'S KNOWLEDGE, THE GRANT FUNDS HAVE NOT BEEN EXPENDED FOR ANY PURPOSE OTHER THAN THE INTENDED PURPOSE OF THE GRANT.

RESULTS OF VERIFICATION

Policy and Grant Guidelines

The following grantmaking objectives and grant program priorities were approved by the Trustees in April 2016 for the five-year period ending December 31, 2021

Program Priorities Southwestern Pennsylvania

Regional Economic Development

- Strengthen the capacity of arts organizations to attract visitors to the region and improve quality of life
- Improve housing crime and safety and economic opportunities in distressed communities
- Support development and improvement of regional infrastructure
- Cultivate and support the link between innovation and manufacturing
- Increase economic opportunities in rural communities
- Enhance Pittsburgh's national reputation as a destination city for creating attracting and retaining start-up companies and entrepreneurial talent

Education

- Improve capacity of educational and workforce programs via community-based organizations
- Improve infrastructure of higher education institutions and educational and workforce programs
- Improve institutional infrastructure and educational outcomes for children in the lowest-performing public schools

Mission

The Foundation seeks to improve the competitive position of the region, strengthen the vitality of southwestern Pennsylvania, particularly the City of Pittsburgh and its neighborhoods; and protect precious green and natural infrastructure, particularly in western Pennsylvania.

Human Services

- Invest in programs designed to achieve holistic and broadscale outcomes
- Capitalize on innovations by the Department of Human Services and others to serve at-risk children and foster youth and improve early childcare quality
- Support efforts by hospitals health centers and public agencies to develop innovative means to reduce chronic diseases and obesity explore interventions for community-wide epidemics, and support the community sefforts to reduce the growing violence problems
- Encourage and improve alignment of workforce training programs with market demand

Western Pennsylvania

Conservation

- Protect critical forested ecosystems and provide sustainable economic development for communities
- Leverage partnerships and data to conduct habitat restoration in 11 key western Pennsylvania landscapes
- Protect regional natural assets such as rivers trails
 and earlier

The Louisdanon gives priority to projects and property and participation of the property and participation accepts. The Foundation accepts applications throughout the year. Please visit, the Foundation website at www.fdnweb.org/rkm/6/50/indagion swebsite at www.fdnweb.org/rkm/6/50/indagion.

please concact the Foundation's office at

INFORMATION AND GRANTS MANAGER

Richard Kiris Mellon Foundation BNVMetton Center Suite 4106/500 Grant Street Pittsburghe A152/9-2502

i The Foundation does not consider requests on the behalf of individuals or from outside the United States The Foundation does not encourage.