

C&E  
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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](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2017 or tax year beginning

and ending

|   |  |  |
|---|--|--|
| Name of foundation<br><b>RICHARD KING MELLON FOUNDATION</b>   |  | A Employer identification number<br><b>25-1127705</b>  |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>500 GRANT STREET, 41ST FLOOR</b>   |  | B Telephone number<br><b>(412) 392-2800</b>  |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>PITTSBURGH, PA 15219-2502</b>  |  | C If exemption application is pending, check here <input type="checkbox"/>   |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |  | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation   |  | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>  |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16)<br><b>\$ 2,612,675,734</b>   |  | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>   |
| J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____  |  |  |

| Part I Analysis of Revenue and Expenses<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).) |  | (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   |                                    |                           |                         |   |
|   | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B |                                    |                           |                         |   |
|   | 3 Interest on savings and temporary cash investments   | 694,869.                           | 690,658.                  |                         |   |
|   | 4 Dividends and interest from securities   | 48,077,149.                        | 30,572,477.               |                         |   |
|   | 5a Gross rents   |                                    |                           |                         |   |
|   | b Net rental income or (loss)  |                                    |                           |                         |   |
|   | 6a Net gain or (loss) from sale of assets not on line 10                                       | 116,706,577.                       |                           |                         |   |
|   | b Gross sales price for all assets on line 6a  | 551,738,688.                       |                           |                         |   |
|   | 7 Capital gain net income (from Part IV, line 2)   |                                    | 128,874,288.              |                         |   |
|   | 8 Net short-term capital gain  |                                    |                           |                         |   |
|   | 9 Income modifications   |                                    |                           |                         |   |
|   | 10a Gross sales less returns and allowances  |                                    |                           |                         |   |
| Operating and Administrative Expenses   | b Less Cost of goods sold  |                                    |                           |                         |   |
|   | c Gross profit or (loss)   |                                    |                           |                         |   |
|   | 11 Other income  | 17,975,502.                        | 19,232,908.               | 0.                      | STATEMENT 1   |
|   | 12 Total. Add lines 1 through 11   | 183,454,097.                       | 179,370,331.              | 0.                      |   |
|   | 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.  |
|   | c Other professional fees STMT 4   | 8,906,374.                         | 8,872,688.                | 0.                      | 33,687.   |
|   | 17 Interest  |                                    |                           |                         |   |
|   | 18 Taxes STMT 5  | 1,515,258.                         | 121,651.                  | 0.                      | 0.  |
|   | 19 Depreciation and depletion  |                                    |                           |                         |   |
|   | 20 Occupancy   | 217,964.                           | 0.                        | 0.                      | 217,964.  |
|   | 21 Travel, conferences, and meetings   | 140,352.                           | 72,724.                   | 0.                      | 67,627.   |
|   | 22 Printing and publications   | 70,493.                            | 0.                        | 0.                      | 70,493.   |
|   | 23 Other expenses STMT 6   | 360,722.                           | 44,601.                   | 0.                      | 316,121.  |
|   | 24 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.                       |                           |                         | 86,655,883.   |
|   | 26 Total expenses and disbursements. Add lines 24 and 25                                       | 131,686,608.                       | 10,451,398.               | 0.                      | 90,884,585.   |
|   | 27 Subtract line 26 from line 12:  |                                    |                           |                         |   |
|   | a Excess of revenue over expenses and disbursements  | 51,767,489.                        |                           |                         |   |
|   | b Net investment income (if negative, enter -0-)   |                                    | 168,918,933.              |                         |   |
|   | c Adjusted net income (if negative, enter -0-)   |                                    |                           | 0.                      |   |

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| Part II Balance Sheets   |  | Attached schedules and amounts in the description column should be for end-of-year amounts only |                |                       |
|--|--|---|----------------|-----------------------|
|  |  | Beginning of year   | End of year    |                       |
|  |  | (a) Book Value  | (b) Book Value | (c) Fair Market Value |
| Assets   | 1 Cash - non-interest-bearing  | 3,446,499.  | 3,224,466.     | 3,224,466.            |
|  | 2 Savings and temporary cash investments   | 89,688,528.   | 123,182,321.   | 123,181,720.          |
|  | 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 |   |                |                       |
|  | 7 Other notes and loans receivable   |   |                |                       |
|  | 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                              | STMT 7<br>16,977,359.   | 22,558,386.    | 22,420,119.           |
|  | b Investments - corporate stock  | STMT 8<br>932,122,541.  | 886,212,974.   | 1,260,106,248.        |
|  | c Investments - corporate bonds  | STMT 9<br>368,056,794.  | 351,911,870.   | 353,359,049.          |
|  | Liabilities  | 11 Investments - land, buildings, and equipment basis   |                |                       |
| Less: accumulated depreciation   |  |   |                |                       |
| 12 Investments - mortgage loans  |  |   |                |                       |
| 13 Investments - other   |  | STMT 10<br>566,235,836.   | 635,867,351.   | 757,878,532.          |
| 14 Land, buildings, and equipment basis  |  |   |                |                       |
| Less: accumulated depreciation   |  |   |                |                       |
| 15 Other assets (describe <b>PROGRAM RELATED ASSETS</b> )  |  | 63,100,000.   | 92,505,600.    | 92,505,600.           |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) |  | 2,039,627,557.  | 2,115,462,968. | 2,612,675,734.        |
| 17 Accounts payable and accrued expenses   |  | 6,573,917.  | 2,237,702.     |                       |
| 18 Grants payable  |  | 39,337,029.   | 29,854,666.    |                       |
| Net Assets or Fund Balances  | 19 Deferred revenue  |   |                |                       |
|  | 20 Loans from officers, directors, trustees, and other disqualified persons          |   |                |                       |
|  | 21 Mortgages and other notes payable   |   |                |                       |
|  | 22 Other liabilities (describe <b>STATEMENT 11</b> )                                 | 61,345,228.   | 90,499,368.    |                       |
|  | 23 Total liabilities (add lines 17 through 22)                                       | 107,256,174.  | 122,591,736.   |                       |
|  | 24 Unrestricted  | 1,932,371,383.  | 1,992,871,232. |                       |
|  | 25 Temporarily restricted  |   |                |                       |
|  | 26 Permanently restricted  |   |                |                       |
|  | 27 Capital stock, trust principal, or current funds                                  |   |                |                       |
|  | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                    |   |                |                       |
| 29 Retained earnings, accumulated income, endowment, or other funds                              | 1,932,371,383.   | 1,992,871,232.  |                |                       |
| 30 Total net assets or fund balances   |  |   |                |                       |
| 31 Total liabilities and net assets/fund balances  | 2,039,627,557.   | 2,115,462,968.  |                |                       |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 1,932,371,383. |
| 2 Enter amount from Part I, line 27a  | 2 | 51,767,489.    |
| 3 Other increases not included in line 2 (itemize) <b>CHANGE IN GRANTS PAYABLE</b>  | 3 | 8,732,360.     |
| 4 Add lines 1, 2, and 3   | 4 | 1,992,871,232. |
| 5 Decreases not included in line 2 (itemize)  | 5 | 0.             |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30   | 6 | 1,992,871,232. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|---|--|--------------------------------------|----------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>  |  |                                      |                                  |
| <b>b GAIN FROM PARTNERSHIP INVESTMENTS</b>  | P  | VARIOUS                              | VARIOUS                          |
| <b>c GAIN FROM DISPOSITION OF PARTNERSHIP INVESTMENTS</b>   | P  | VARIOUS                              | VARIOUS                          |
| <b>d</b>  |  |                                      |                                  |
| <b>e</b>  |  |                                      |                                  |

  

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>((e) plus (f) minus (g)) |
|-----------------------|--|---|--|
| <b>a</b> 551,738,688. |  | 457,772,859.                                    | 93,965,829.                                    |
| <b>b</b>              |  |   | 34,869,957.                                    |
| <b>c</b>              |  | -38,502.  | 38,502.  |
| <b>d</b>              |  |   |  |
| <b>e</b>              |  |   |  |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

| (i) FMV as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|------------------------|--------------------------------------|---|---|
| <b>a</b>               |                                      |   | 93,965,829.   |
| <b>b</b>               |                                      |   | 34,869,957.   |
| <b>c</b>               |                                      |   | 38,502.   |
| <b>d</b>               |                                      |   |   |
| <b>e</b>               |                                      |   |   |

  

|  |   |          |              |
|--|---|----------|--------------|
| <b>2</b> Capital gain net income or (net capital loss)   | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 | <b>2</b> | 128,874,288. |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 |   | <b>3</b> | 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.

**1** Enter the appropriate amount in each column for each year; see the instructions before making any entries.

| (a) Base period years<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 2016  | 110,662,915.                          | 2,176,391,593.                            | .050847  |
| 2015  | 115,750,501.                          | 2,286,282,731.                            | .050628  |
| 2014  | 115,670,904.                          | 2,319,923,052.                            | .049860  |
| 2013  | 104,062,399.                          | 2,196,427,845.                            | .047378  |
| 2012  | 89,683,343.                           | 1,957,699,291.                            | .045811  |

  

|   |          |                |
|---|----------|----------------|
| <b>2</b> Total of line 1, column (d)  | <b>2</b> | .244524        |
| <b>3</b> 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 | <b>3</b> | .048905        |
| <b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5   | <b>4</b> | 2,386,292,646. |
| <b>5</b> Multiply line 4 by line 3  | <b>5</b> | 116,701,642.   |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)   | <b>6</b> | 1,689,189.     |
| <b>7</b> Add lines 5 and 6  | <b>7</b> | 118,390,831.   |
| <b>8</b> Enter qualifying distributions from Part XII, line 4   | <b>8</b> | 126,290,185.   |

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.  
Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

3 Add lines 1 and 2

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-

6 Credits/Payments:

a 2017 estimated tax payments and 2016 overpayment credited to 2017

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 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 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2018 estimated tax ☒

1,700,969. Refunded ☒

**Part VII Statements Regarding Activities**

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?

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.

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

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

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 there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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 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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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

- 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
- 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
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

|    | Yes | No |
|----|-----|----|
| 11 |     | X  |
| 12 |     | X  |
| 13 | X   |    |

Website address **WWW.FDNCENTER.ORG/GRANTMAKER/RKMELLON**

- 14 The books are in care of **JOHN J. TURCIK** Telephone no. **412 392-2800**  
 Located at **500 GRANT ST., 41ST FL., PITTSBURGH, PA** ZIP+4 **15219-2502**

- 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?

|    | Yes | No |
|----|-----|----|
| 16 |     | X  |

See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country

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

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

- 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?
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
- (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)?
- (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☐ Yes ☒ No☒ Yes ☐ No☐ Yes ☒ No☐ Yes ☒ No☐ 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

- 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

- 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

- 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.)

N/A

- c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

- 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

- 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a

- 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?

4b

**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

Organizations relying on a current notice regarding disaster assistance, check here

▶ ☐

c If the answer is "Yes" to question 5a(1), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? SEE STATEMENT 12

☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

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.

| (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 |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT        |   |   |   |                                       |
|                      |   | 1,886,067.                                | 490,268.  | 0.                                    |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |

**2** Compensation of five highest-paid employees (other than those included on line 1). 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 |
|---|---|------------------|---|---------------------------------------|
| SEE STATEMENT   |   |                  |   |                                       |
|   |   | 768,691.         | 298,766.  | 0.                                    |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |

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

8

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly 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,<br>18TH FL, SEATTLE, WA 98101         | INVESTMENT MGMT.                             | 1,732,855.       |
| BNY MELLON, N.A.<br>MELLON SQUARE, PITTSBURGH, PA 15222                         | INV. CUSTODY / MGMT. INV.<br>CUSTODY / MGMT. | 896,741.         |
| SANDS CAPITAL MANAGEMENT - 1101 WILSON BLVD,<br>SUITE 2300, ARLINGTON, VA 22209 | INVESTMENT MGMT.                             | 536,908.         |
| WESTWOOD GLOBAL INVESTMENTS<br>1 FINANCIAL CTR, FL 16, BOSTON, MA 02111         | INVESTMENT MGMT.                             | 508,058.         |
| MFS INVESTMENT MANAGEMENT<br>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 relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

|        | 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 year on lines 1 and 2.

|  | Amount      |
|--|-------------|
| 1 THE CONSERVATION FUND<br>THREE-YEAR SUPPORT OF OPERATIONS, PURCHASE OF PROPERTY IN<br>TN, NY, VT, MA, AND MCKEAN, POTTER AND CAMERON COUNTIES, PA                        | 33,500,000. |
| 2 ALMONO LP<br>SUPPORT OF OPERATIONS AT THE ALMONO SITE  | 1,155,600.  |
| All other program-related investments. See instructions.   |             |
| 3 THREAD INTERNATIONAL PBC INC<br>ESTABLISH A CUT AND SAW FACILITY (EQUIPMENT, PERSONNEL,<br>SPACE, AND OPERATIONS) TO EMPLOY PITTSBURGHERS FROM THE<br>HOMEWOOD COMMUNITY | 750,000.    |

Total. Add lines 1 through 3

35,405,600.

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

|   |   |    |                |
|---|---|----|----------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |    |                |
| a | Average monthly fair market value of securities   | 1a | 1,879,467,810. |
| b | Average of monthly cash balances  | 1b | 70,788,684.    |
| c | Fair market value of all other assets   | 1c | 472,375,634.   |
| d | <b>Total</b> (add lines 1a, b, and c)   | 1d | 2,422,632,128. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 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 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5  | 2,386,292,646. |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5  | 6  | 119,314,632.   |

**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  | 119,314,632. |
| 2a | Tax on investment income for 2017 from Part VI, line 5  | 2a | 1,689,189.   |
| b  | Income tax for 2017. (This does not include the tax from Part VI.)  | 2b |              |
| 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  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 124,074,026. |

**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 | 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:  |    |              |
| a | Suitability test (prior IRS approval required)  | 3a |              |
| b | Cash distribution test (attach the required schedule)   | 3b |              |
| 4 | <b>Qualifying distributions.</b> 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(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5  | 1,689,189.   |
| 6 | <b>Adjusted qualifying distributions.</b> 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 qualifies for the section 4940(e) reduction of tax in those years.



**Part XIII Undistributed Income** (see instructions)

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









| FORM 990-PF                           | OTHER INCOME                |                                   | STATEMENT 1                   |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>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                | LEGAL FEES                   |                                   |                               | STATEMENT 2                   |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| REED SMITH LLP             | 133,606.                     | 31,639.                           | 0.                            | 101,967.                      |
| TO FM 990-PF, PG 1, LN 16A | 133,606.                     | 31,639.                           | 0.                            | 101,967.                      |

| FORM 990-PF                  | ACCOUNTING FEES              |                                   |                               | STATEMENT 3                   |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| PRICEWATERHOUSECOOPERS LLP   | 283,566.                     | 79,087.                           | 0.                            | 204,479.                      |
| DELOITTE & TOUCHE            | 3,500.                       | 3,500.                            | 0.                            | 0.                            |
| TO FORM 990-PF, PG 1, LN 16B | 287,066.                     | 82,587.                           | 0.                            | 204,479.                      |

| FORM 990-PF                  | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT 4                   |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| INVESTMENT MANAGEMENT FEES   | 7,864,848.                   | 7,864,848.                        | 0.                            | 0.                            |
| CUSTODIAN FEE                | 896,741.                     | 896,741.                          | 0.                            | 0.                            |
| CONSULTANTS                  | 91,765.                      | 58,078.                           | 0.                            | 33,687.                       |
| OTHER PROFESSIONAL FEES      | 53,020.                      | 53,021.                           | 0.                            | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C | 8,906,374.                   | 8,872,688.                        | 0.                            | 33,687.                       |

## FORM 990-PF

## TAXES

## STATEMENT 5

| DESCRIPTION                      | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FEDERAL EXCISE TAX<br>PROVISION  | 886,162.                     | 0.                                | 0.                            | 0.                            |
| FEDERAL UBIT PROVISION           | 507,445.                     | 0.                                | 0.                            | 0.                            |
| FOREIGN INCOME TAXES<br>WITHHELD | 121,651.                     | 121,651.                          | 0.                            | 0.                            |
| TO FORM 990-PF, PG 1, LN 18      | 1,515,258.                   | 121,651.                          | 0.                            | 0.                            |

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 6

| DESCRIPTION                               | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|---|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| OFFICE EXPENSES AND SUPPLIES              | 139,129.                     | 22,020.                           | 0.                            | 117,109.                      |
| COMPUTER EXPENSES                         | 107,862.                     | 0.                                | 0.                            | 107,862.                      |
| DUES AND MEMBERSHIPS                      | 30,772.                      | 0.                                | 0.                            | 30,772.                       |
| LIABILITY/WORKERS COMP/<br>OTHER EXPENSES | 74,120.                      | 20,116.                           | 0.                            | 54,004.                       |
|   | 8,839.                       | 2,465.                            | 0.                            | 6,374.                        |
| TO FORM 990-PF, PG 1, LN 23               | 360,722.                     | 44,601.                           | 0.                            | 316,121.                      |

## FORM 990-PF

## U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

## STATEMENT 7

| DESCRIPTION                                      | U.S.<br>GOV'T | OTHER<br>GOV'T | BOOK VALUE  | FAIR MARKET<br>VALUE |
|--|---------------|----------------|-------------|----------------------|
| US GOVT OBLIGATIONS                              | X             |                | 22,558,386. | 22,420,119.          |
| TOTAL U.S. GOVERNMENT OBLIGATIONS                |               |                | 22,558,386. | 22,420,119.          |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS |               |                |             |                      |
| TOTAL TO FORM 990-PF, PART II, LINE 10A          |               |                | 22,558,386. | 22,420,119.          |

| FORM 990-PF                             | CORPORATE STOCK | 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 BONDS | 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 INVESTMENTS |                   | STATEMENT 10 |
|--|------------------|-------------------|-------------------|--------------|
| DESCRIPTION                            | VALUATION METHOD | BOOK VALUE        | 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 LIABILITIES | STATEMENT 11 |
|---|-------------------|--------------|
| DESCRIPTION                               | BOY AMOUNT        | EOY AMOUNT   |
| UBI TAX PAYABLE                           | -1,655,345.       | -1,142,967.  |
| FEDERAL EXCISE TAX PAYABLE                | -99,427.          | -1,613,265.  |
| APPROPRIATIONS FOR PROGRAM RELATED ASSETS | 63,100,000.       | 93,255,600.  |
| TOTAL TO FORM 990-PF, PART II, LINE 22    | 61,345,228.       | 90,499,368.  |



RICHARD KING MELLON FOUNDATION  
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BALANCE SHEET - ASSETS

|  | End of Year          |                          |
|--|----------------------|--------------------------|
|  | (b)<br>Book Value    | (c) Fair<br>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  | <u>\$886,212,972</u> | <u>\$1,260,106,248</u>   |
| Line 10(c) Corporate Bonds                                       |                      |                          |
| * MB - Mortgage/Asset Backed, Corporate, International,<br>Other | 351,873,393          | 353,320,572              |
| Investments - MB - Annual Report Fixed Income                    | 38,477               | 38,477                   |
| Total Corporate Bonds  | <u>\$351,911,870</u> | <u>\$353,359,049</u>     |

\*See Schedule G Detail

|   | End of Year       |                          |
|---|-------------------|--------------------------|
|   | (b)<br>Book Value | (c) Fair<br>Market Value |
| Summary of investments - Other                  |                   |                          |
| 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.               | 504,734           | 405,718                  |
| Ace Redpoint Ventures China I, L.P.             | 1,750,000         | 1,746,356                |
| Altira 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.               | 0                 | 1,920,071                |
| Carlyle Europe Partners IV, L.P.                | 3,973,221         | 6,105,005                |
| Carlyle Europe Real Estate Partners II, LP      | 5,652,808         | 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.             | 0                 | 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 Coinvestment IV, L.P.     | 0                 | 788,339                  |
| Carlyle Realty Master Coinvestment IV, L.P.     | 1,785,473         | 0                        |
| Carlyle Realty Partners IV AIV, L P.            | 0                 | 1,446,000                |
| Carlyle Realty Partners IV, L.P.                | 4,276,263         | 6,139,357                |
| Carlyle Realty Partners V AIV, L.P.             | 0                 | 459,664                  |
| Carlyle Realty Partners V, L.P.                 | 0                 | 3,615,336                |

RICHARD KING MELLON FOUNDATION  
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|  | End of Year       |                          |
|--|-------------------|--------------------------|
|  | (b)<br>Book Value | (c) Fair<br>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                  |
| Felcis 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.                              | 595,810           | 522,147                  |
| Greenspring Opportunities IV, L.P.                     | 4,955,999         | 5,005,832                |
| Harbert European Real Estate Fund II Parallel, L.P.    | 0                 | 869,087                  |
| 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                  |
| Mentech Capital Partners II, L.P.                      | 0                 | 938,936                  |
| Mentech Capital Partners III, L.P.                     | 0                 | 1,774,848                |
| Mentech Capital Partners IV, L.P.                      | 2,410,424         | 5,422,366                |
| Mentech 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                |

RICHARD KING MELLON FOUNDATION  
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BALANCE SHEET - ASSETS

|  | End of Year       |                          |
|--|-------------------|--------------------------|
|  | (b)<br>Book Value | (c) Fair<br>Market Value |
| Morgenthaler Venture Partners IX, L.P.             | 627,798           | 3,281,138                |
| MTS Health Investors II, L.P.                      | 0                 | 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.                            | 0                 | 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.                   | 0                 | 3,666                    |
| OCM Opportunities Fund IV, L.P.                    | 0                 | 1,718                    |
| OCM Opportunities Fund V, L.P.                     | 0                 | 206,803                  |
| OCM Opportunities Fund VI, L.P.                    | 0                 | 281                      |
| OCM Opportunities Fund VII, L.P.                   | 0                 | 905,051                  |
| OCM Opportunities Fund VIIIB, 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                    |

RICHARD KING MELLON FOUNDATION  
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BALANCE SHEET - ASSETS

|  | End of Year       |                          |
|--|-------------------|--------------------------|
|  | (b)<br>Book Value | (c) Fair<br>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.                                      | 0                 | 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                 | 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                 | (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                 | 81,180                   |
| TPG VI DFI AIV I, L.P.                           | 19,971            | 16,654                   |
| TPG VI OG AIV II, L.P.                           | 0                 | 13,807                   |
| TPG VI Ontano 2 AIV, L.P.                        | 0                 | 1,013                    |
| TPG VI Reef AIV II, L.P.                         | 0                 | 74                       |
| TPG VI Saxo AIV, L.P.                            | 142,318           | 96,871                   |
| TPG VI SF AIV, L.P.                              | 7,458             | 103,980                  |
| TPG VI VE AIV I, L.P.                            | 8,884             | 12,857                   |

RICHARD KING MELLON FOUNDATION  
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BALANCE SHEET - ASSETS

|  | End of Year       |                          |
|--|-------------------|--------------------------|
|  | (b)<br>Book Value | (c) Fair<br>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.                      | 0                 | 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.     | 0                 | 115,355                  |
| Warburg Pincus (Bermuda) Private Equity X, L.P.      | 0                 | 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, L P.                          | 3,273,370         | 3,268,340                |
| Warburg Pincus Equity Partners, L.P.                 | 0                 | 46,123                   |
| Warburg Pincus Private Equity (E&P) X-B , L.P.       | 107,083           | 0                        |
| Warburg Pincus Private Equity (E&P) XI-B , L.P.      | 925,001           | 1,173,442                |
| Warburg Pincus Private Equity IX, L P.               | 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                 | 0                 | 3,480,237                |
| Warburg Pincus Private Equity XI International , L P | 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                |
| Westwood Global Investment Emerging Markets Fund     | 37,442,001        | 47,479,017               |
| Total Other Investments                              | \$635,867,351     | \$757,878,532            |

RICHARD KING MELLON FOUNDATION

2017 FORM 990-PF

25-1127705

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

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

RICHARD KING MELLON FOUNDATION

2017 FORM 990-PF

25-1127705

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

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



RICHARD KING MELLON FOUNDATION

2017 FORM 990-PF

25-1127705

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

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

RICHARD KING MELLON FOUNDATION

2017 FORM 990-PF

25-1127705

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

| <u>NAME AND ADDRESS</u>   | <u>TITLE AND AVERAGE<br/>HOURS PER WEEK<br/>DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS<br/>TO EMPLOYEE<br/>BENEFIT PLANS</u> | <u>EXPENSE ACCT<br/>AND OTHER<br/>ALLOWANCES</u> |
|---|---|---------------------|--|--|
| BRIAN HILL<br>500 GRANT STREET<br>PITTSBURGH, PA 15219-2502       | SENIOR PROGRAM DIRECTOR<br>38.00                                    | 221,852             | 91,041   | 0.   |
| EDWARD J. MORGAN<br>500 GRANT STREET<br>PITTSBURGH, PA 15219-2502 | INVESTMENTS<br>25.00  | 212,582             | 80,978   | 0.   |
| STEPHEN P. ERB<br>500 GRANT STREET<br>PITTSBURGH, PA 15219-2502   | INVESTMENTS/TAX<br>12.50  | 155,103             | 58,119   | 0.   |
| PAUL A. HANNAH<br>500 GRANT STREET<br>PITTSBURGH, PA 15219-250    | ACCOUNTING<br>10.00   | 93,846              | 38,935   | 0.   |
| LISA REED<br>500 GRANT STREET<br>PITTSBURGH, PA 15219-2502        | ADMINISTRATION<br>38.00   | 85,308              | 29,693   | 0.   |
|   | TOTAL COMPENSATION  | <u>768,691</u>      | <u>298,766</u>   | <u>0.</u>  |

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT  
PART VII-B, LINE 5C

STATEMENT 12

GRANTEE'S NAME

THREAD INTERNATIONAL PBC, INC.

GRANTEE'S ADDRESS7800 SUSQUEHANNA ST  
PITTSBURGH, PA 15208

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 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

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.

GRANTEE'S NAME

ALMONO, LP

GRANTEE'S ADDRESS

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

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 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.

GRANTEE'S NAME

ALMONO, LP

GRANTEE'S ADDRESS

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

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 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

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.

GRANTEE'S NAME

ALMONO, LP

GRANTEE'S ADDRESS

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

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 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

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.

GRANTEE'S NAME

POWER OF 32 SITE DEVELOPMENT FUND PARTNERS, LP

GRANTEE'S ADDRESS11 STANWIX STREET, 17TH FLOOR  
PITTSBURGH, PA 15222

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 5,000,000.          | 04/14/14             | 5,000,000.             |

PURPOSE OF GRANTPROGRAM 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 GRANTEETO 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 VERIFICATIONTHE 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.

GRANTEE'S NAME

EAST LIBERTY TRID REVITALIZATION AUTHORITY

GRANTEE'S ADDRESS

200 ROSS STREET  
PITTSBURGH, PA 15219

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 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

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GRANTEE'S NAME

ALMONO, LP

GRANTEE'S ADDRESSC/O REED SMITH, 225 FIFTH AVE  
PITTSBURGH, PA 15222

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 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

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GRANTEE'S NAME

STRATEGIC INVESTMENT FUND PARTNERSHIP

GRANTEE'S ADDRESSREGIONAL ENTERPRISE TOWER, 425 SIXTH AVE, SUITE 1290  
PITTSBURGH, PA 15219-1849

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 1,000,000.          | 04/17/02             | 1,000,000.             |

PURPOSE OF GRANTPROGRAM RELATED INVESTMENT TO PROMOTE ECONOMIC DEVELOPMENT IN THE GREATER  
SOUTHWESTERN PENNSYLVANIA REGIONDATES OF REPORTS BY GRANTEE

02/09/18

ANY DIVERSION BY GRANTEETO THE BEST OF THE GRANTOR'S KNOWLEDGE, THE GRANT FUNDS HAVE NOT BEEN  
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FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS  
MADE.

GRANTEE'S NAME

STRATEGIC INVESTMENT FUND PARTNERSHIP

GRANTEE'S ADDRESS

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

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 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  
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RESULTS OF VERIFICATION

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GRANTEE'S NAME

STRATEGIC INVESTMENT FUND PARTNERSHIP

GRANTEE'S ADDRESSREGIONAL ENTERPRISE TOWER, 425 SIXTH AVE, SUITE 1290  
PITTSBURGH, PA 15219-1849

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 1,000,000.          | 05/20/04             | 1,000,000.             |

PURPOSE OF GRANTPROGRAM RELATED INVESTMENT TO PROMOTE ECONOMIC DEVELOPMENT IN THE GREATER  
SOUTHWESTERN PENNSYLVANIA REGIONDATES OF REPORTS BY GRANTEE

02/09/18

ANY DIVERSION BY GRANTEETO THE BEST OF THE GRANTOR'S KNOWLEDGE, THE GRANT FUNDS HAVE NOT BEEN  
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FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS  
MADE.

GRANTEE'S NAME

REGIONAL INDUSTRIAL DEVELOPMENT CORPORATION

GRANTEE'S ADDRESS

210 SIXTH AVENUE  
PITTSBURGH, PA 15222

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 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

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RICHARD KING MELLON FOUNDATION

## 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's efforts 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 parks

The Foundation gives priority to projects and programs that have clearly defined output, outcomes, and an evaluation component, and has a preference for partnering with donors on initiatives. The Foundation accepts applications throughout the year. Please visit the Foundation's website at [www.fdnweb.org/rkmf/](http://www.fdnweb.org/rkmf/) for information on how to apply. For questions, please contact the Foundation's office at

#### INFORMATION AND GRANTS MANAGER

Richard King Mellon Foundation  
BNY Mellon Center  
Suite 4106, 500 Grant Street  
Pittsburgh, PA 15219-2502

TELEPHONE: 412.392.2800  
FAX: 412.392.2837

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