

929-53

EXTENDED TO NOVEMBER 15, 2018

Return of Private Foundation

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

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

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 R.K. MELLON FAMILY FOUNDATION		A Employer identification number 25-1356145
Number and street (or P.O. box number if mail is not delivered to street address) BNY MELLON CENTER, 500 GRANT ST 4106		B Telephone number (412) 392-2800
City or town, state or province, country, and ZIP or foreign postal code PITTSBURGH, PA 15219-2502		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 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 <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) \$ 51,094,574.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received					
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		811,546.	811,546.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,013,128.			
b Gross sales price for all assets on line 6a		3,894,502.			
7 Capital gain net income (from Part IV, line 2)			2,170,984.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,150,275.	268,194.	0.	STATEMENT 2
12 Total. Add lines 1 through 11		2,974,949.	3,250,724.	0.	
13 Compensation of officers, directors, trustees, etc		171,243.	55,721.	0.	115,522.
14 Other employee salaries and wages		70,070.	10,520.	0.	59,550.
15 Pension plans, employee benefits		80,759.	20,073.	0.	60,686.
16a Legal fees STMT 3		16,568.	4,548.	0.	12,019.
b Accounting fees					
c Other professional fees STMT 4		40,423.	40,423.	0.	0.
17 Interest					
18 Taxes STMT 5		73,405.	9,336.	0.	0.
19 Depreciation and depletion					
20 Occupancy		11,271.	0.	0.	11,271.
21 Travel, conferences, and meetings		163.	45.	0.	118.
22 Printing and publications		82.	0.	0.	82.
23 Other expenses STMT 6		38,652.	8,136.	0.	30,516.
24 Total operating and administrative expenses. Add lines 13 through 23		502,636.	148,802.	0.	289,764.
25 Contributions, gifts, grants paid		1,785,000.			1,785,000.
26 Total expenses and disbursements. Add lines 24 and 25		2,287,636.	148,802.	0.	2,074,764.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		687,313.			
b Net investment income (if negative, enter -0-)			3,101,922.		
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					
	2 Savings and temporary cash investments			3,091,939.	1,615,471.	1,615,471.
	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					
	b Investments - corporate stock					
	c Investments - corporate bonds					
	Liabilities	11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 8				27,564,607.	29,740,455.	49,479,103.
14 Land, buildings, and equipment basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)				30,656,546.	31,355,926.	51,094,574.
17 Accounts payable and accrued expenses						
18 Grants payable				365,000.	370,000.	
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 ▶ OTHER LIABILITIES)			-31,408.	13,849.	
23 Total liabilities (add lines 17 through 22)			333,592.	383,849.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input checked="" type="checkbox"/>					
	24 Unrestricted			30,322,954.	30,972,080.	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances			30,322,954.	30,972,080.		
31 Total liabilities and net assets/fund balances			30,656,546.	31,355,929.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	30,322,954.
2 Enter amount from Part I, line 27a	2	687,313.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	31,010,267.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	38,187.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,972,080.

Part IV Capital Gains and Losses for Tax on Investment Income**SEE ATTACHED STATEMENTS**

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a				
b				
c				
d				
e	3,894,502.	2,881,374.	2,170,984.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			2,170,984.	
2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	2,170,984.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	2,080,358.	44,777,118.	.046460
2015	2,435,596.	46,566,124.	.052304
2014	2,073,443.	46,219,452.	.044861
2013	2,117,296.	42,674,009.	.049616
2012	1,893,606.	39,952,175.	.047397
2 Total of line 1, column (d)			2 .240638
3 Average distribution ratio for the 5 year base period divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 .048128
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 48,599,683.
5 Multiply line 4 by line 3			5 2,339,006.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 31,019.
7 Add lines 5 and 6			7 2,370,025.
8 Enter qualifying distributions from Part XII, line 4			8 2,074,764.

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 IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES				
b	ABERDEEN INTERNATIONAL PARTNERS, L.P.	P	VARIOUS	VARIOUS
c	ABERDEEN NEXT GENERATION PARTNERS V, LP	P	VARIOUS	VARIOUS
d	ABERDEEN US PRIVATE EQUITY II LP	P	VARIOUS	VARIOUS
e	ABERDEEN US PRIVATE EQUITY III LP	P	VARIOUS	VARIOUS
f	ABERDEEN US PRIVATE EQUITY VII, LP	P	VARIOUS	VARIOUS
g	ABERDEEN VENTURE PARTNERS V LP	P	VARIOUS	VARIOUS
h	ABERDEEN VENTURE PARTNERS VI, LP	P	VARIOUS	VARIOUS
i	BRANDYWINE GLOBAL UNCONSTRAINED FIXED INCOME FUND	P	VARIOUS	VARIOUS
j	C/R TE PARTNERS III LP	P	VARIOUS	VARIOUS
k	CARLYLE ASIA GROWTH PARTNERS III, L.P.	P	VARIOUS	VARIOUS
l	CARLYLE ASIA PARTNERS II, L.P.	P	VARIOUS	VARIOUS
m	CARLYLE PARTNERS V CAYMAN, L.P.	P	VARIOUS	VARIOUS
n	CARLYLE PARTNERS V, L.P.	P	VARIOUS	VARIOUS
o	CARLYLE REALTY PARTNERS IV LP	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,894,502.		2,881,374.	1,013,128.
b			111,526.
c			26,195.
d			88,418.
e			304,799.
f			-29.
g			148,104.
h			153,668.
i			-10,074.
j			-1,942.
k			-5,345.
l			6,305.
m			-21.
n			63,106.
o			18.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,013,128.
b			111,526.
c			26,195.
d			88,418.
e			304,799.
f			-29.
g			148,104.
h			153,668.
i			-10,074.
j			-1,942.
k			-5,345.
l			6,305.
m			-21.
n			63,106.
o			18.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

R.K. MELLON FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CARLYLE REALTY PARTNERS V LP	P	VARIOUS	VARIOUS
b	CARLYLE REALTY PARTNERS V SCOPEL, L.P.	P	VARIOUS	VARIOUS
c	CRP IV AIV LP	P	VARIOUS	VARIOUS
d	CRP V AIV LP	P	VARIOUS	VARIOUS
e	ENERGY TRUST PARTNERS III LP	P	VARIOUS	VARIOUS
f	GLOBAL EQUITY PLUS FUND	P	VARIOUS	VARIOUS
g	OAKTREE GLOBAL HIGH YIELD BOND FUND, LP	P	VARIOUS	VARIOUS
h	OAKTREE HIGH INCOME CONVERTIBLE FUND II LP	P	VARIOUS	VARIOUS
i	OAKTREE JAPAN OPPORTUNITIES VALUE FUND, LP	P	VARIOUS	VARIOUS
j	OCM OPPORTUNITIES FUND VI L.P.	P	VARIOUS	VARIOUS
k	OCM OPPORTUNITIES FUND VII AIF (DELAWARE), L.P.	P	VARIOUS	VARIOUS
l	OCM OPPORTUNITIES FUND VII, L.P.	P	VARIOUS	VARIOUS
m	OCM OPPORTUNITIES FUND VIIB AIF (CAYMAN), L.P.	P	VARIOUS	VARIOUS
n	OCM OPPORTUNITIES FUND VIIB L.P.	P	VARIOUS	VARIOUS
o	OCM PRINCIPAL OPPORTUNITIES FUND IV AIF DELAWARE	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			-607.
b			-132.
c			30.
d			-808.
e			-1,231.
f			207,877.
g			9,316.
h			44,267.
i			-2,641.
j			-44,932.
k			-3,401.
l			-34,963.
m			-7,173.
n			-1,780.
o			-2,326.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-607.
b			-132.
c			30.
d			-808.
e			-1,231.
f			207,877.
g			9,316.
h			44,267.
i			-2,641.
j			-44,932.
k			-3,401.
l			-34,963.
m			-7,173.
n			-1,780.
o			-2,326.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

2

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	OCM PRINCIPAL OPPORTUNITIES FUND IV, L.P.	P	VARIOUS	VARIOUS
b	REDPOINT VENTURES III LP	P	VARIOUS	VARIOUS
c	RIVERSTONE/CARLYLE TE PARTNERS IV LP	P	VARIOUS	VARIOUS
d	WGI EMERGING MARKETS FUND LLC	P	VARIOUS	VARIOUS
e	DISPOSITION OF CARLYLE REALTY PARTNERS V SCOPEL,	P	VARIOUS	VARIOUS
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			76,890.
b			-474.
c			-5,307.
d			40,524.
e			-1.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			76,890.
b			-474.
c			-5,307.
d			40,524.
e			-1.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,170,984.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	0.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	62,038.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	62,038.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	62,038.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	47,371.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	30,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	77,371.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	80.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	15,253.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> 15,253. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> NONE		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ► N/A		
14 The books are in care of ► JOHN TURCIK Telephone no. ► (412) 392-2800		
Located at ► 500 GRANT ST. 41ST FLOOR, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		X
Organizations relying on a current notice regarding disaster assistance, check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

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

☐

5b

X

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☒ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

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

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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 9		171,243.	49,058.	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
NONE				

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

0

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	34,538,682.
b	Average of monthly cash balances	1b	2,285,499.
c	Fair market value of all other assets	1c	12,515,599.
d	Total (add lines 1a, b, and c)	1d	49,339,780.
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	49,339,780.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	740,097.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	48,599,683.
6	Minimum investment return. Enter 5% of line 5	6	2,429,984.

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

1	Minimum investment return from Part X, line 6	1	2,429,984.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	62,038.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	62,038.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,367,946.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,367,946.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,367,946.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,074,764.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	2,074,764.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,074,764.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,367,946.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			873,694.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 2,074,764.				
a Applied to 2016, but not more than line 2a			873,694.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				1,201,070.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (e).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				1,166,876.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT				1,785,000.
Total			▶ 3a	1,785,000.
b Approved for future payment				
SEE STATEMENT				245,000.
Total			▶ 3b	245,000.

Part XVII

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527?

Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here

Signature of officer or trustee

11/13/18

► DIRECTOR

May the IRS discuss this return with the preparer shown below? See Instr

☒ Yes

**Paid
Preparer
Use Only**

Print/Type preparer's name

RACHEL

HENDERSON-PENNINGTON

Firm's name ▶ DELOITTE TAX LLP

Firm's address ► 111 S. WACKER DR
CHICAGO, IL 60606

Preparer's signature

Date _____

11/12/18

Check	1
self-employed	

PTIN

P01499421

Firm's EIN ► 86-1065772

Phone no. (312) 486-1000

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 1	
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	607,256.	0.	607,256.	607,256.	0.
INTEREST	204,290.	0.	204,290.	204,290.	0.
TO PART I, LINE 4	811,546.	0.	811,546.	811,546.	0.

FORM 990-PF	OTHER INCOME			STATEMENT 2	
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME		
OTHER INCOME FROM PASSTHROUGHS	1,150,275.	268,194.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	1,150,275.	268,194.	0.		

FORM 990-PF	LEGAL FEES			STATEMENT 3	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
REED SMITH LEGAL FEES	16,568.	4,548.	0.	12,019.	
TO FM 990-PF, PG 1, LN 16A	16,568.	4,548.	0.	12,019.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	40,423.	40,423.	0.	0.	
TO FORM 990-PF, PG 1, LN 16C	40,423.	40,423.	0.	0.	

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PROVISION	64,069.	0.	0.	0.
FOREIGN INCOME TAXES	9,336.	9,336.	0.	0.
TO FORM 990-PF, PG 1, LN 18	73,405.	9,336.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	6,455.	0.	0.	6,455.
OTHER EXPENSES	1,942.	275.	0.	1,667.
DIRECTORS & OFFICERS LIABILITY INSURANCE	27,475.	7,542.	0.	19,933.
OTHER INSURANCE	1,161.	319.	0.	842.
DUES AND MEMBERSHIPS	1,619.	0.	0.	1,619.
TO FORM 990-PF, PG 1, LN 23	38,652.	8,136.	0.	30,516.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 7

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT	33,187.
CHANGE IN GRANTS PAYABLE	5,000.
TOTAL TO FORM 990-PF, PART III, LINE 5	38,187.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ABERDEEN NEXT GENERATION V, L.P.	COST	0.	507,737.
CARLYLE PARTNERS V CAYMAN TE HOLDINGS, L.P.	COST	6,219.	4,107.
CARLYLE PARTNERS V CAYMAN, L.P.	COST	4,018.	23,292.
RIVERSTONE/CARLYLE TE PARTNERS IV, L.P.	COST	190,905.	255,397.
BRANDYWINE GLOBAL OPPORTUNISTIC ABSOLUTE FUND	COST	1,707,517.	1,710,531.
CARLYLE PARTNERS IV, L.P.	COST	0.	14,536.
CARLYLE ASIA GROWTH PARTNERS III, L.P.	COST	27,680.	12,813.
ABERDEEN VENTURE PARTNERS X, L.P.	COST	100,947.	81,145.
ABERDEEN VENTURE PARTNERS VI, L.P.	COST	65,921.	1,537,115.
ABERDEEN VENTURE PARTNERS V, L.P.	COST	0.	843,770.
ABERDEEN US PRIVATE EQUITY VI, L.P.	COST	938,670.	1,210,784.
ABERDEEN US PRIVATE EQUITY VII, L.P.	COST	200,000.	200,000.
ABERDEEN US PRIVATE EQUITY III, L.P.	COST	0.	1,173,292.
ABERDEEN US PRIVATE EQUITY II, L.P.	COST	0.	311,687.
ABERDEEN INTERNATIONAL PARTNERS, L.P.	COST	0.	733,638.
CARLYLE ASIA PARTNERS II, L.P.	COST	0.	10,847.
CARLYLE PARTNERS V RIVERDALE HOLDINGS, L.P.	COST	0.	2,342.
CARLYLE PARTNERS V SA3 CAYMAN, L.P.	COST	0.	395.
CARLYLE PARTNERS V, L.P.	COST	0.	82,665.
CARLYLE REALTY PARTNERS IV, L.P.	COST	321,427.	460,452.
CARLYLE REALTY PARTNERS IV AIV, L.P.	COST	0.	108,449.
CARLYLE REALTY PARTNERS V, L.P.	COST	0.	301,176.
CARLYLE REALTY PARTNERS V-AIV, L.P.	COST	0.	38,308.
CARLYLE RIVERSTONE TE PARTNERS III (CAYMAN), L.P.	COST	8,630.	38,866.
ENERGY TRUST PARTNERS III, L.P.	COST	4,926.	11,698.
OCM EUROPEAN CREDIT OPPORTUNITIES FUND, L.P.	COST	228,318.	1,451.
OCM HIGH INCOME CONVERTIBLE FUND II, L.P.	COST	750,000.	2,490,567.

R.K. MELLON FAMILY FOUNDATION

25-1356145

OCM GLOBAL HIGH YIELD BOND FUND, L.P.	COST	1,700,000.	1,844,479.
OCM HIGH YIELD PLUS (CAYMAN) FUND, LTD	COST	0.	60,532.
OCM JAPAN OPPORTUNITIES VALUE FUND, L.P.	COST	0.	34,265.
OCM OPPORTUNITIES FUND VI, L.P.	COST	0.	28.
OCM OPPORTUNITIES FUND VIIB, L.P.	COST	0.	45,251.
OCM OPPORTUNITIES FUND VII, L.P.	COST	0.	53,094.
OCM PRINCIPAL OPPORTUNITIES FUND IV, L.P.	COST	0.	26,745.
REDPOINT VENTURES III, L.P.	COST	2,099.	41,823.
RUSSELL GLOBAL EQUITY PLUS FUND	COST	4,679,503.	5,639,476.
WESTWOOD GLOBAL INVESTMENTS, LLC	COST	583,399.	775,531.
ASHMORE EM TOTAL RETURN FUND	COST	843,574.	924,627.
BERNSTEIN EMERGING MARKETS VALUE FUND	COST	401,625.	483,463.
BLACKROCK EQUITY DIVIDEND	COST	310,735.	451,789.
BLACKROCK STRATEGIC INCOME OPPORTUNITY FUND	COST	1,876,110.	1,890,995.
DELAWARE EMERGING MARKETS FUND I SHARES	COST	592,643.	807,275.
DODGE & COX INTERNATIONAL STOCK FUND	COST	426,938.	789,774.
HARBOR CAPITAL APPRECIATION FUND	COST	198,370.	467,690.
HARBOR INT'L FUND INSTITUTIONAL SHARES	COST	516,229.	743,493.
ISHARES RUSSELL 2000 INDEX	COST	213,869.	783,976.
ISHARES RUSSELL 1000 GROWTH	COST	911,864.	3,529,081.
ISHARES RUSSELL 1000 VALUE	COST	1,013,056.	2,738,122.
J HANCOCK US GLOBAL LEADERS FUND	COST	288,780.	383,280.
LAUDUS MONDRIAN INTERNATIONAL EQUITY FUND INSTITUTIONAL	COST	644,000.	612,318.
MFS INTERNATIONAL GROWTH	COST	664,060.	933,648.
SPDR S&P MID CAP 400 ETF	COST	572,652.	2,257,477.
STERLING CAPITAL MID VAL INST	COST	442,712.	744,813.
T. ROWE PRICE EMERGING MARKERS FUND	COST	513,977.	842,475.
T. ROWE PRICE EQUITY INCOME FUND	COST	322,011.	505,530.
T. ROWE PRICE FLOATING RATE FUND	COST	1,800,020.	1,761,328.
T. ROWE PRICE INTERNATIONAL STOCK FUND	COST	647,060.	851,056.
T. ROWE PRICE MID-CAP GROWTH FUND	COST	336,941.	913,848.
T. ROWE PRICE NEW HORIZONS FUND	COST	161,617.	336,964.
T. ROWE PRICE SMALL-CAP VALUE	COST	122,625.	259,256.
TOUCHSTONE SANDS CAPITAL SELECT GROWTH FUND A	COST	189,728.	341,452.
WILLIAM BLAIR INTERNATIONAL GROWTH	COST	609,060.	868,213.
DODGE & COX INCOME FUND	COST	3,600,020.	3,568,876.
TOTAL TO FORM 990-PF, PART II, LINE 13		29,740,455.	49,479,103.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD P. MELLON P.O. BOX 690 LIGONIER, PA 15658	TRUSTEE/CHAIRMAN 0-1 PER WEEK	0.	0.	0.
SEWARD PROSSER MELLON P.O. BOX 690 LIGONIER, PA 15658	TRUSTEE/PRESIDENT 0-1 PER WEEK	0.	0.	0.
W. RUSSELL G. BYERS, JR. P.O. BOX 690 LIGONIER, PA 15658	TRUSTEE 0-1 PER WEEK	0.	0.	0.
CATHARINE MELLON CATHEY P.O. BOX 690 LIGONIER, PA 15658	TRUSTEE 0-1 PER WEEK	0.	0.	0.
RICHARD A. MELLON P.O. BOX 690 LIGONIER, PA 15658	TRUSTEE 0-1 PER WEEK	0.	0.	0.
BRUCE K. M. HENDERSON P.O. BOX 690 LIGONIER, PA 15658	TRUSTEE 0-1 PER WEEK	0.	0.	0.
CONSTANCE ELIZABETH MELLON KAPP P.O. BOX 690 LIGONIER, PA 15658	TRUSTEE 0-1 PER WEEK	0.	0.	0.
ALISON M. BYERS, PSY.D. P.O. BOX 690 LIGONIER, PA 15658	TRUSTEE 0-1 PER WEEK	0.	0.	0.
ARMOUR N. MELLON P.O. BOX 690 LIGONIER, PA 15658	TRUSTEE 0-1 PER WEEK	0.	0.	0.
SCOTT D. IZZO P.O. BOX 690 LIGONIER, PA 15658	DIRECTOR/TRUSTEE PART TIME/5 HOURS* 66,741.	13,963.	0.	

R.K. MELLON FAMILY FOUNDATION

25-1356145

LISA KUZMA
P.O. BOX 690
LIGONIER, PA 15658

SECRETARY PROGRAM OFFICER
PART TIME/2 HOURS* 11,996. 5,184. 0.

SAM REIMAN
P.O. BOX 690
LIGONIER, PA 15658

ASSOCIATE DIRECTOR
PART TIME/2 HOURS* 12,139. 5,411. 0.

DOUGLAS L. SISSON
P.O. BOX 690
LIGONIER, PA 15658

VICE-PRESIDENT/TREASURER/TRUSTEE
PART TIME/2.5 HOURS* 44,144. 10,730. 0.

JOHN TURCIK
P.O. BOX 690
LIGONIER, PA 15658

CONTROLLER/TRUSTEE
PART TIME/2.5 HOURS* 36,223. 13,770. 0.

LAWRENCE S. BUSCH
P.O. BOX 690
LIGONIER, PA 15658

ASSISTANT TREASURER/TRUSTEE
PART TIME/0-1 HOURS* 0. 0. 0.

*AVERAGE PER WEEK

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

171,243.	49,058.	0.
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FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

RICHARD P. MELLON
SEWARD PROSSER MELLON

R. K. Mellon Family Foundation

History

The R. K. Mellon Family Foundation was created in 1978 through the consolidation of the Loyalhanna, Cassandra Mellon Henderson, Rachelwood, and Landfall Foundations. The four predecessor foundations were established, respectively, by donors Richard P. Mellon, Cassandra Mellon Milbury, the late Constance B. Mellon, and Seward Prosser Mellon.

Policy

The Foundation's grant programs support charitable activities in Western Pennsylvania. The Foundation is interested in a broad range of activities with primary emphasis on the fields of education, health care, social and human services, and conservation.

How to Apply

All inquiries and applications for grants should be addressed to:
Mr. Scott D. Izzo, Director
R. K. Mellon Family Foundation
P.O. Box 690
Ligonier, PA 15658-0690
(724) 238-5269

All proposals should be accompanied by a complete application form (see reverse) and the following information:

1. A two-page executive summary providing an overview of the sponsoring organization, the proposed project, and the problem it seeks to address.
2. The names and affiliations of the Board of Directors or Trustees.
3. Information on the proposed project:
 - The specific purpose and objective for which the funds are sought
 - An indication of the population it will serve
 - The project budget and timetable.
 - Other sources of support for the project.
4. A current operating budget.
5. Audited financial statements for the most recent year.
6. A copy of the latest Internal Revenue Service determination letter indicating tax-exempt status under Section 501(c)(3) and 509(a).

The Foundation will not consider requests on behalf of individuals, and typically does not consider requests for grants to conduit organizations which pass on funds to other organizations.

The Board of Trustees meets twice a year, usually in June and December. Proposals should be submitted to the Foundation prior to April 1 and October 1, respectively, to allow adequate time for review before the meetings.

Board of Trustees

Richard P. Mellon
Seward Prosser Mellon
Alison M. Byers, Psy.D.
W. Russell G. Byers, Jr.
Catharine Mellon Cathey
Bruce King Mellon Henderson
Constance Elizabeth Mellon Kapp
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Lawrence S. Busch
Scott D. Izzo
Douglas L. Sisson
John Turcik

Officers

Richard P. Mellon, Chairman
Seward Prosser Mellon, President and CEO
Scott D. Izzo, Director
Douglas L. Sisson, Vice President
Lawrence S. Busch, Treasurer
Lisa Kuzma, Secretary
John Turcik, Controller

FORM 990-PF
PAGE 10, PART XV, LINE 2

R.K. MELLON FAMILY FOUNDATION
E.I. NO. 25-1356145

Grant Application

Please complete the following

NAME OF ORGANIZATION

ADDRESS

PHONE NUMBER

YEAR ORGANIZATION WAS
FOUNDED:

ADMINISTRATIVE OFFICER

R. K. Mellon Family
Foundation

Ligonier, Pennsylvania

CHAIRMAN OR PRESIDENT OF
BOARD OF TRUSTEES

PURPOSE AND AMOUNT OF
REQUEST

BRIEF DESCRIPTION OF PROJECT.
(Please limit to space provided
below)

MISSION STATEMENT OF
ORGANIZATION.

**R. K. MELLON FAMILY FOUNDATION
E.I. NO. 25-1356145**

**Form 990-PF - 2017
PAGE 6, PART VII-B, Question 5a(4)
Statements regarding activities**

Report regarding expenditure responsibility grant

1. Grantee -Loyalhanna Association, Inc.
P.O. Box 717
Ligonier, PA 15658
2. Date granted - May 15, 2017
Amount - \$2,500.00
3. Purpose - Operating support for community protection.
4. Amount spent by grantee - \$2,500.00 - 2017
5. Statement regarding diversion of grant funds
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.
6. Reports received from grantee
May 15, 2018 - Report of amount spent
7. Independent Verification - The grantor has no reason to doubt the accuracy or reliability of the grantee's report.

**R. K. MELLON FAMILY FOUNDATION
E.I. NO. 25-1356145**

**Form 990-PF - 2017
PAGE 6, PART VII-B, Question 5a(4)
Statements regarding activities**

Report regarding expenditure responsibility grant

1. Grantee - Loyalhanna Association Inc.
P.O. Box 717
Ligonier, PA 15658
2. Date granted - May 15, 2017
Amount - \$5,000.00
3. Purpose - Operating support for community protection
4. Amount spent by grantee - \$5,000.00 - 2017
5. Statement regarding diversion of grant funds
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.
6. Reports received from grantee
May 15, 2018 - Report of amount spent
7. Independent Verification - The grantor has no reason to doubt the accuracy or reliability of the grantee's report.

**R. K. MELLON FAMILY FOUNDATION
E.I. NO. 25-1356145**

**Form 990-PF - 2017
PAGE 6, PART VII-B, Question 5a(4)
Statements regarding activities**

Report regarding expenditure responsibility grant

1. Grantee - Loyalhanna Association Inc.
P.O. Box 717
Ligonier, PA 15658
2. Date granted - May 15, 2017
Amount - \$50,000.00
3. Purpose - Operating support for community protection.
4. Amount spent by grantee - \$50,000.00 - 2017
5. Statement regarding diversion of grant funds
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.
6. Reports received from grantee
May 15, 2018 - Report of amount spent
7. Independent Verification - The grantor has no reason to doubt the accuracy or reliability of the grantee's report.

**R. K. MELLON FAMILY FOUNDATION
E.I. NO. 25-1356145**

**Form 990-PF - 2017
PAGE 6, PART VII-B, Question 5a(4)
Statements regarding activities**

Report regarding expenditure responsibility grant

1. Grantee - Burton Potter Post 185
P.O. Box 103
Greenport, NY 11944
2. Date granted - May 30, 2017
Amount - \$50,000.00
3. Purpose - Operating support for community skating program.
4. Amount spent by grantee - \$50,000.00 - 2017
5. Statement regarding diversion of grant funds
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.
6. Reports received from grantee
May 30, 2017 - Report of amount spent
7. Independent Verification - The grantor has no reason to doubt the accuracy or reliability of the grantee's report.