

CPB  
990

EXTENDED TO NOVEMBER 15, 2019

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

2018

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2018 or tax year beginning

, and ending

Name of foundation

RICHARD KING MELLON FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

500 GRANT STREET, 41ST FLOOR

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

PITTSBURGH, PA 15219-2502

G Check all that apply:

☐ Initial return

☐ Final return

☐ Address change

☐ Initial return of a former public charity

☐ Amended return

☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 2,453,031,404.

J Accounting method:

☒ Cash

☐ Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

25-1127705

B Telephone number

(412) 392-2800

C If exemption application is pending, check here

D 1. Foreign organizations, check here

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

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

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

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 ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

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

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees STMT 2

b Accounting fees STMT 3

c Other professional fees STMT 4

17 Interest

18 Taxes STMT 5

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses STMT 6

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -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			3,224,466.	2,448,687.	2,448,687.
	2	Savings and temporary cash investments			123,182,321.	60,447,448.	60,444,249.
	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		22,558,386.	10,361,854.	10,405,885.
	b	Investments - corporate stock	STMT 8		886,212,974.	922,006,404.	1,095,594,263.
	c	Investments - corporate bonds	STMT 9		351,911,870.	364,362,031.	348,819,419.
	Liabilities	11	Investments - land, buildings, and equipment basis				
		Less: accumulated depreciation					
12		Investments - mortgage loans					
13		Investments - other	STMT 10		635,867,351.	712,359,888.	830,622,736.
14		Land, buildings, and equipment basis					
		Less: accumulated depreciation					
15		Other assets (describe <b>PROGRAM RELATED ASSETS</b> )			92,505,600.	104,696,165.	104,696,165.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			2,115,462,968.	2,176,682,477.	2,453,031,404.
17		Accounts payable and accrued expenses			2,237,702.	1,259,281.	
18		Grants payable			29,854,666.	30,448,871.	
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> )			90,499,368.	102,141,406.	
	23	Total liabilities (add lines 17 through 22)			122,591,736.	133,849,558.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> <b>X</b>					
		and complete lines 24 through 26, and lines 30 and 31.					
	24	Unrestricted			1,992,871,232.	2,042,832,919.	
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here <input type="checkbox"/>					
		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			1,992,871,232.	2,042,832,919.	
	31	Total liabilities and net assets/fund balances			2,115,462,968.	2,176,682,477.	

**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	1,992,871,232.
2	Enter amount from Part I, line 27a	2	50,555,892.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	2,043,427,124.
5	Decreases not included in line 2 (itemize) <b>CHANGE IN GRANTS PAYABLE</b>	5	594,205.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,042,832,919.

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

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<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 (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
<b>a</b> 459,068,923.		371,026,697.	88,042,226.
<b>b</b>		-51,024,384.	51,024,384.
<b>c</b>		-55,942.	55,942.
<b>d</b>			
<b>e</b>			

  

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			88,042,226.
<b>b</b>			51,024,384.
<b>c</b>			55,942.
<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 If (loss), enter -0- in Part I, line 7	<b>2</b>	139,122,552.
<b>3</b> 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		<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 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))
2017	124,600,996.	2,386,292,646.	.052215
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

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	.250928
<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>	.050186
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	<b>4</b>	2,477,568,272.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	124,339,241.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,737,157.
<b>7</b> Add lines 5 and 6	<b>7</b>	126,076,398.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	131,041,783.

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 2018 estimated tax payments and 2017 overpayment credited to 2018

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 2019 estimated tax** ☐ **Refunded** ☐

1	1,737,157.
2	0.
3	1,737,157.
4	0.
5	1,737,157.
6a	3,775,969.
6b	0.
6c	0.
6d	0.
7	3,775,969.
8	0.
9	
10	2,038,812.
11	0.

**Part VII-A 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 2018 or the tax year beginning in 2018? 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

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a	X	
9		X
10		X

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

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		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? Website address <b>WWW.FDNCENTER.ORG/GRANTMAKER/RKMELLON</b>	X	
14 The books are in care of <b>JOHN J. TURCIK</b> Telephone no. <b>412 392-2800</b> Located at <b>500 GRANT ST., 41ST FL., PITTSBURGH, PA</b> ZIP+4 <b>15219-2502</b>		
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 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 checked="" type="checkbox"/> Yes <input 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 Organizations relying on a current notice regarding disaster assistance, check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?		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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2018 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 2018.)		X
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 2018?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☒ Yes ☐ No

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

☐ Yes ☒ No

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

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? SEE STATEMENT 13

☒ 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

N/A

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?

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**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 12		2064178	467569.	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
BRIAN HILL - 500 GRANT STREET, PITTSBURGH, PA 15219-2502	SENIOR PROGRAM DIRECTOR 38.00	245,322.	88,375.	0.
EDWARD J. MORGAN - 500 GRANT STREET, PITTSBURGH, PA 15219-2502	INVESTMENTS 25.00	232,198.	84,501.	0.
STEPHEN P. ERB - 500 GRANT STREET, PITTSBURGH, PA 15219-2502	INVESTMENTS/TAX 12.50	166,802.	60,729.	0.
LYNNE VENTRESS - 500 GRANT STREET, PITTSBURGH, PA 15219-2502	SENIOR PROGRAM ASSOCIATE 38.00	132,492.	38,825.	0.
PAUL A. HANNAH - 500 GRANT STREET, PITTSBURGH, PA 15219-2502	ACCOUNTING 10.00	102,434.	41,329.	0.

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

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
RUSSELL INVESTMENTS - 1301 SECOND AVENUE, 18TH FL, SEATTLE, WA 98101	INVESTMENT MGMT.	1,919,755.
BNY MELLON, N.A. MELLON SQUARE, PITTSBURGH, PA 15222	INV. CUSTODY / MGMT. INV. CUSTODY / MGMT.	859,476.
T ROWE PRICE 100 E PRATT ST, BALTIMORE, MD 21202	INVESTMENT MGMT.	663,236.
WESTWOOD GLOBAL INVESTMENTS 1 FINANCIAL CTR, FL 16, BOSTON, MA 02111	INVESTMENT MGMT.	657,277.
SANDS CAPITAL MANAGEMENT - 1101 WILSON BLVD, SUITE 2300, ARLINGTON, VA 22209	INVESTMENT MGMT.	557,866.
<b>Total</b> number of others receiving over \$50,000 for professional services		21

**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 SEE STATEMENT 14	23,000,000.
2 ALMONO LP SUPPORT OF OPERATIONS AT THE ALMONO SITE	1,190,565.
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3	24,190,565.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,863,412,580.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	85,209,996.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	566,675,162.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,515,297,738.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,515,297,738.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	37,729,466.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,477,568,272.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	123,878,414.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	123,878,414.
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5	<b>2a</b>	1,737,157.
<b>b</b>	Income tax for 2018. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,737,157.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	122,141,257.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	13,973,045.
<b>5</b>	Add lines 3 and 4	<b>5</b>	136,114,302.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	136,114,302.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	106,851,218.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	24,190,565.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	<b>4</b>	131,041,783.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	1,737,157.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	129,304,626.

**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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				136,114,302.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			31,269,432.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018.				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 131,041,783.				
a Applied to 2017, but not more than line 2a			31,269,432.	
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 2018 distributable amount				99,772,351.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				36,341,951.
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 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				









**Richard King Mellon Foundation**  
**25-1127705**  
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**Corporate Stock**

<b>Description</b>	<b>Book Value</b>	<b>Fair Market Value</b>
ANADARKO PETROLEUM CORP	1,271,013	809,593
APERGY CORP	285,169	251,167
BP PLC SPONS ADR	2,876,146	3,090,404
CABOT OIL & GAS CORP CL A	413,006	393,360
CHEVRON CORPORATION	2,822,064	2,905,019
CONCHO RESOURCES INC	589,099	529,882
CONOCOPHILLIPS	3,174,201	3,900,491
CONTINENTAL RESOURCES INC	283,953	249,178
DEVON ENERGY CORPORATION NEW	1,130,086	1,018,808
HALLIBURTON CO	1,122,227	571,470
HOLLYFRONTIER CORP	604,457	506,497
KINDER MORGAN INC	745,255	616,738
MARATHON PETROLEUM CORP	1,490,212	1,581,468
OCCIDENTAL PETROLEUM CORP	1,768,461	1,337,654
PHILLIPS 66	2,126,598	1,805,962
POPULAR INC	1,264,958	1,295,717
SCHLUMBERGER LTD	3,091,806	1,858,120
VALERO ENERGY CORP NEW	868,938	1,422,331
AIR PRODS & CHEMS INC	622,181	815,615
BALL CORP	554,066	1,057,540
DOWDUPONT INC	845,897	882,420
EASTMAN CHEM CO	979,241	950,430
ECOLAB INC	2,330,883	4,898,651
FREEPORT-MCMORAN INC	411,257	407,245
HUNTSMAN CORP	516,137	518,901
LINDE PLC	3,399,222	3,404,481
LYONDELLBASELL INDU -CL A	978,667	1,183,866
MARTIN MARIETTA MATLS INC	221,700	346,318
AMERICAN AIRLINES GROUP INC	1,733,576	1,468,390
COSTAR GROUP INC	2,903,509	3,577,491
DELTA AIR LINES INC	2,893,385	2,843,102
EQUIFAX INC	289,266	351,473
FORTIVE CORP	565,287	709,753
HARRIS CORP	730,395	1,121,904
HEICO CORP	155,972	422,653
HUNT J B TRANSPORT SERVICES INC	149,413	195,291
IDEX CORP	216,243	911,218
IHS MARKIT LTD	317,695	452,069
JACOBS ENGR GROUP INC	797,785	1,147,278
KANSAS CITY SOUTHERN	314,497	481,068
L3 TECHNOLOGIES INC	259,794	236,178
MASCO CORP	1,908,667	1,556,825
QUANTA SVCS INC	1,180,533	1,055,818
ROPER TECHNOLOGIES INC	76,305	845,668
TEXTRON INC	521,722	1,191,969
TRANSUNION	367,420	575,441
UNITED CONTINENTAL HOLDINGS INC	1,880,276	1,894,894
VERISK ANALYTICS INC-COMMON	185,012	811,912
XYLEM INC	354,731	627,168
AMAZON COM INC	4,668,362	12,690,145
APTIV PLC	872,485	581,837
BOOKING HOLDINGS INC	4,171,709	6,893,125
BURLINGTON STORES INC	234,776	562,025

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Description	Book Value	Fair Market Value
CARMAX INC	2,267,152	2,485,425
DARDEN RESTAURANTS INC	183,155	209,706
DOLLAR GENERAL CORP	1,158,292	2,400,241
DOLLAR TREE INC	578,856	623,208
D R HORTON INC	889,273	880,364
EBAY INC	3,164,437	3,091,265
FOOT LOCKER INC	528,884	523,754
GENERAL MOTORS CO	2,734,934	2,471,955
HILTON WORLDWIDE HOLDINGS IN	488,078	462,248
LOWE'S COMPANIES INC	1,351,049	3,270,006
LULULEMON ATHLETICA INC	706,705	623,981
MARRIOTT INTL INC NEW CL A	89,015	554,199
MGM RESORTS INTERNATIONAL	731,598	713,244
MOHAWK INDS INC	1,284,469	1,099,424
NIKE INC CLASS B	2,914,009	3,911,626
NORWEGIAN CRUISE LINE HOLDIN	1,564,858	1,767,578
O'REILLY AUTOMOTIVE INC	8,617	423,870
PULTE GROUP INC	694,620	735,517
TAPESTRY INC	1,169,602	1,022,490
T J X COMPANIES INC	2,839,265	3,468,334
ULTA BEAUTY, INC	1,961,434	2,210,660
VAIL RESORTS INC	502,173	582,074
YUM! BRANDS INC	6,670,639	7,302,584
ALTRIA GROUP INC	354,614	318,615
ARCHER DANIELS MIDLAND CO	177,487	144,460
CONAGRA BRANDS INC	451,858	265,676
ESTEE LAUDER COMPANIES CLASS A	4,894,429	4,695,049
HERBALIFE NUTRITION LTD	484,703	532,377
KROGER CO	1,234,761	1,156,320
LAMB WESTON HOLDINGS INC	737,955	913,689
MOLSON COORS BREWING CO-B	1,781,794	1,314,144
MONDELEZ INTERNATIONAL	3,117,195	3,391,662
MONSTER BEVERAGE CORP	3,001,406	3,209,144
PEPSICO INC	1,727,068	1,917,601
PHILIP MORRIS INTERNAT	514,405	494,358
TYSON FOODS INC CLASS A	2,020,628	1,745,486
ABBOTT LABORATORIES	4,205,974	4,524,965
ABIOMED INC	717,901	795,373
AGILENT TECHNOLOGIES INC	1,443,945	2,121,482
ALEXION PHARMACEUTICALS INC	523,511	1,596,704
ALIGN TECHNOLOGY INC	2,663,730	2,178,072
BAXTER INTERNATIONAL INC	783,813	993,487
BECTON DICKINSON & CO	3,709,619	3,811,062
BIOMARIN PHARMACEUTICAL INC	848,102	1,788,150
BRISTOL-MYERS SQUIBB CO	1,876,152	1,679,266
CELGENE CORP	792,923	448,630
COOPER COS INC	556,194	1,440,725
CVS HEALTH CORPORATION	1,139,939	976,248
EDWARDS LIFESCIENCES CORP	2,126,211	3,767,982
ELANCO ANIMAL HEALTH INC	62,169	73,465
EXACT SCIENCES CORP	218,454	271,330
GILEAD SCIENCES INC	798,292	600,480
HOLOGIC INC	1,115,433	1,319,146

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Description	Book Value	Fair Market Value
HUMANA INC	1,443,013	1,617,753
IDEXX LABS INC	310,224	438,263
ILLUMINA INC	1,970,015	3,779,118
INCYTE CORPORATION	241,399	330,096
IQVIA HOLDINGS INC	128,021	285,546
JOHNSON & JOHNSON	2,667,011	3,467,315
LABORATORY CORP AMER HLDGS	1,186,728	1,715,337
LILLY ELI & CO	937,197	1,303,817
MCKESSON CORPORATION	3,313,726	2,588,754
MERCK & CO INC	2,985,672	3,762,352
MYLAN NV	1,054,923	641,160
PFIZER INC	3,348,946	4,285,775
REGENERON PHARMACEUTICALS INC	3,784,384	6,518,696
SEATTLE GENETICS INC /WA	252,074	247,491
TELEFLEX INC	650,594	1,782,737
UNITEDHEALTH GROUP INC	2,941,916	4,574,341
WELLCARE HEALTH PLANS INC	598,222	718,658
ZIMMER BIOMET HOLDINGS, INC	1,377,432	2,323,328
ZOETIS INC	877,778	827,428
ALLSTATE CORP	923,164	1,958,248
ALLY FINANCIAL INC	1,868,848	1,623,226
AMERIPRISE FINANCIAL INC	1,023,396	774,634
ASSURANT INC	386,928	357,760
BANK OF AMERICA CORP	3,415,512	5,429,621
BERKSHIRE HATHAWAY INC DEL CL B	1,279,058	1,866,818
BLACKSTONE GROUP LP/THE	1,753,709	1,588,873
CAPITAL ONE FINANCIAL CORP	2,336,531	1,859,514
CBOE GLOBAL MARKETS INC	168,863	608,796
CITIGROUP INC	4,517,053	4,331,600
CITIZENS FINANCIAL GROUP INC	1,518,601	1,685,334
E*TRADE FINANCIAL CORP	843,859	2,495,675
FIFTH THIRD BANCORP	553,990	473,918
F N F GROUP	393,610	705,168
HARTFORD FINL SVCS GROUP INC	1,584,505	1,508,944
JEFFERIES FINANCIAL GROUP IN	2,797,229	2,449,045
JP MORGAN CHASE & CO	1,293,408	3,515,687
KKR & CO INC	2,741,263	2,465,528
LINCOLN NATL CORP IND	1,407,655	2,099,605
L P L FINANCIAL HOLDINGS INC	112,260	131,322
MARKEL CORP	757,366	1,806,207
PROGRESSIVE CORP OHIO	615,619	737,353
PRUDENTIAL FINANCIAL INC	2,030,345	1,956,140
RADIAN GROUP INC	663,215	554,375
S & P GLOBAL INC	1,301,958	1,626,156
SYNCHRONY FINANCIAL	1,695,629	1,441,265
TD AMERITRADE HOLDING CORP	318,335	1,019,445
T ROWE PRICE GROUP INC	1,292,294	1,574,056
WILLIS TOWERS WATSON PLC	891,650	1,201,213
ADOBE INC	1,574,695	5,180,896
ALLIANCE DATA SYS CORP	3,152,922	2,344,400
AMDOCS LTD	600,720	601,617
ASPEN TECHNOLOGY INC	342,926	812,267
ATLASSIAN CORP PLC-CLASS A	1,172,313	1,695,959



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<b>Description</b>	<b>Book Value</b>	<b>Fair Market Value</b>
AUTODESK INC	2,886,488	4,120,793
AUTOMATIC DATA PROCESSING INC	1,360,908	3,348,280
CADENCE DESIGN SYS INC	84,493	105,048
C D K GLOBAL INC	299,713	227,430
C D W CORP/DE	625,737	573,348
CISCO SYSTEMS INC	948,159	1,289,284
CITRIX SYS INC	1,117,475	1,491,408
CORNING INC	787,341	760,174
FIDELITY NATL INFORMATION SVCS INC	688,604	2,288,916
FIRST DATA CORP- CLASS A	2,373,199	2,373,200
FISERV INC	111,919	730,564
FLEETCOR TECHNOLOGIES INC	3,384,206	4,485,881
GARTNER INC	81,682	320,623
GLOBAL PMTS INC	34,000	318,156
H P INC	2,185,057	1,893,696
INTEL CORP	416,782	412,702
INTUIT	4,781,824	5,037,982
JUNIPER NETWORKS INC	167,619	160,922
MARVELL TECH GROUP LTD	492,586	463,487
MAXIM INTEGRATED PRODS INC	551,901	475,498
MICROCHIP TECHNOLOGY INC	681,486	1,362,381
MICRON TECHNOLOGY INC	1,785,459	2,286,876
MICROSOFT CORPORATION	5,136,645	5,459,489
PALO ALTO NETWORKS INC	2,106,173	2,768,745
RED HAT INC	30,189	550,983
SALESFORCE COM INC	2,072,838	10,571,619
SERVICENOW INC	3,723,051	6,935,048
SKYWORKS SOLUTIONS INC	512,235	375,312
SPLUNK INC	1,132,057	2,684,684
SS&C TECHNOLOGIES HOLDINGS INC	219,530	310,853
SYMANTEC CORP	715,268	500,756
TABLEAU SOFTWARE INC-CL A	248,717	802,080
TERADATA CORPORATION	426,614	439,030
VERISIGN INC	565,162	1,363,527
VISA INC-CLASS A SHRS	1,476,316	12,545,119
WORKDAY INC-CLASS A	2,127,972	2,972,284
WORLDPAY INC	340,789	1,012,621
XILINX INC	159,088	527,287
ACTIVISION BLIZZARD INC	2,339,274	1,648,578
ALPHABET INC/CA-CL A	2,141,107	6,655,350
ALPHABET INC-CL C	1,736,834	5,345,819
AT&T INC	2,782,432	2,234,682
C B S CORP-CLASS B	1,405,905	1,400,133
CENTURYLINK INC	1,072,537	942,027
ELECTRONIC ARTS INC	79,207	78,673
FACEBOOK INC-A	5,254,993	13,740,329
IAC INTERACTIVECORP	771,633	1,160,291
MATCH GROUP INC	1,843,498	1,984,528
NETFLIX COM INC	2,588,875	5,861,754
OMNICOM GROUP INC	592,157	1,180,629
VERIZON COMMUNICATIONS INC	3,528,106	4,108,614
VIACOM INC-CLASS B	632,448	483,623
WALT DISNEY CO/THE	3,970,707	3,986,435

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Description	Book Value	Fair Market Value
A E S CORP	836,164	1,180,413
ATMOS ENERGY CORP	222,538	252,198
EXELON CORP	2,047,041	2,198,941
PUBLIC SVC ENTERPRISE GROUP INC	669,863	868,194
SEMPRA ENERGY	548,861	544,088
U G I CORP NEW	1,507,656	1,559,794
KEYSIGHT TECHNOLOGIES IN	561,682	1,318,020
C B R E GROUP INC	2,873,204	3,822,899
HOST HOTELS & RESORTS INC	43,242	35,674
CENTENNIAL RESOURCE DEV INC	247,759	153,178
CVR ENERGY INC	213,023	202,122
HELMERICH & PAYNE INC	574,367	532,134
OCEANEERING INTL INC	629,955	338,800
P B F ENERGY INC	525,051	503,445
PEABODY ENERGY CORP	476,404	334,884
SOUTHWESTERN ENERGY CO	1,916,323	958,892
S R C ENERGY INC	362,298	190,444
AVERY DENNISON CORP	232,719	224,575
CABOT CORP	742,516	596,866
CROWN HLDGS INC	3,412,218	3,082,416
DOMTAR CORPORATION	890,703	664,484
EAGLE MATERIALS INC	250,069	198,958
MINERALS TECHNOLOGIES INC	136,771	244,635
RELIANCE STEEL & ALUMINUM	1,589,825	1,254,015
RPM INTERNATIONAL INC	448,414	595,500
SEALED AIR CORP NEW	471,017	425,048
STEEL DYNAMICS INC	1,458,394	966,747
VALVOLINE INC	364,441	338,025
AIR LEASE CORP	1,560,698	1,333,349
ALASKA AIR GROUP INC	186,344	182,550
ARCOSA INC - W/I	281,785	291,880
BARNES GROUP INC	103,817	311,532
BEACON ROOFING SUPPLY INC	379,318	396,627
B W X TECHNOLOGIES INC	446,097	311,078
COLFAX CORP	474,237	312,267
DYCOM INDS INC	341,359	223,401
EMCOR GROUP INC	1,049,037	791,012
ENERSYS	284,707	286,226
ENPRO INDS INC	73,527	153,556
ESCO TECHNOLOGIES INC	352,337	654,224
EXPONENT INC	236,398	446,857
FRANKLIN ELECTRIC INC	196,957	236,912
GARDNER DENVER HOLDINGS INC	546,206	438,346
HARSCO CORP	324,621	252,719
H D SUPPLY HOLDINGS INC	1,798,782	1,617,900
HEALTHCARE SERVICES GROUP INC	501,279	671,327
HILLENBRAND INC	374,883	275,486
HUB GROUP INC	221,718	212,596
I T T INC	309,666	443,119
JETBLUE AWYS CORP	330,649	314,214
KAR AUCTION SERVICES INC	365,189	474,671
KNIGHT-SWIFT TRANSN HLDGS INC	292,849	231,095
KORN FERRY INTL	234,966	300,504

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Description	Book Value	Fair Market Value
MATTHEWS INTL CORP CL A	126,565	162,683
MCGRATH RENTCORP	168,466	247,361
MOBILE MINI INC	284,299	530,606
MOOG INC CL A	392,049	356,176
MUELLER WATER PRODUCTS INC-A	312,476	254,345
PROTO LABS INC	406,542	1,027,517
ROBERT HALF INTL INC	916,232	918,117
RUSH ENTERPRISES INC -CL A	176,128	311,010
SAIA INC	141,981	271,285
SPIRIT AIRLINES INC	419,457	390,612
STERICYCLE INC	691,360	380,659
TRINITY INDUSTRIES INC	698,949	651,159
WAGEWORKS INC	462,861	201,989
WESCO INTL INC	130,902	104,352
AARON'S, INC	363,269	395,438
ARAMARK	296,575	355,954
BRUNSWICK CORP	1,101,183	771,581
CHEESECAKE FACTORY INC/THE	500,153	545,180
CHEGG INC	395,129	406,378
DANA INCORPORATED	995,585	581,674
DECKERS OUTDOOR CORP	779,452	835,258
DENNYS CORP	288,124	462,958
DORMAN PRODUCTS INC	370,804	629,870
DUNKIN' BRANDS GROUP INC	350,918	400,622
FIVE BELOW	256,330	731,076
FLOOR & DECOR HOLDINGS INC-A	2,710,860	1,709,789
FRONTDOOR INC	204,992	165,222
GENTEX CORP	1,579,441	2,376,211
GRAND CANYON EDUCATION INC	629,677	1,067,539
MICHAELS COS INC/THE	179,196	142,536
NEWS CORP - CLASS B	1,515,254	1,203,510
OXFORD INDUSTRIES INC	137,056	175,824
SERVICEMASTER GLOBAL HOLDING	322,070	375,409
TRI POINTE GROUP INC	251,261	196,576
TUPPERWARE BRANDS CORP	999,965	640,871
VISTEON CORP	302,116	162,756
WOLVERINE WORLD WIDE INC	227,891	285,097
BOSTON BEER INC	302,534	239,636
CALAVO GROWERS INC	285,213	390,044
CASEYS GENERAL STORES INC	896,963	987,575
FRESHPET INC	79,758	424,866
INGREDION INC	1,346,652	1,262,874
NU SKIN ENTERPRISES INC CL A	497,043	710,815
PERFORMANCE FOOD GROUP CO	408,928	426,609
SANDERSON FARMS INC	307,603	275,530
SPECTRUM BRANDS HLDGS INC NEW	2,693,049	1,349,465
SPROUTS FARMERS MARKETS INC	772,943	763,135
TREEHOUSE FOODS INC	502,655	445,944
USANA HEALTH SCIENCES INC	481,629	432,658
ACADIA HEALTHCARE CO INC	494,088	244,733
ALNYLAM PHARMACEUTICALS INC	144,767	226,823
AMNEAL PHARMACEUTICALS INC	371,664	248,952
AMN HEALTHCARE SVCS INC	364,966	324,548

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Description	Book Value	Fair Market Value
ATHENAHEALTH INC	81,793	93,538
BIO-TECHNE CORP	196,724	480,470
BRUKER CORPORATION	932,273	1,331,374
CATALENT INC	497,681	605,547
CHEMED CORP NEW	173,042	861,171
EVOLANT HEALTH INC-A	378,787	408,855
GLAUKOS CORP	55,348	362,184
ICU MED INC	307,591	293,926
INOVALON HOLDINGS INC- A	202,005	167,820
JAZZ PHARMACEUTICALS PLC	463,006	359,484
LHC GROUP LLC	363,952	613,318
LIGAND PHARMACEUTICALS-CL B	341,228	305,461
LOXO ONCOLOGY INC	788,530	1,430,955
MEDNAX INC	259,148	247,863
NEOGEN CORP	65,085	308,313
PORTOLA PHARMACEUTICALS INC	401,553	206,912
PREMIER INC-CLASS A	140,390	133,265
SAGE THERAPEUTICS INC	170,118	107,381
SAREPTA THERAPEUTICS INC	1,474,624	1,124,039
TELADOC HEALTH INC	470,365	1,238,060
U S PHYSICAL THERAPY INC	427,670	609,187
WEST PHARMACEUTICAL SERVICE INC	215,135	371,044
AFFILIATED MANAGERS GROUP INC	3,113,864	2,317,123
AMERICAN EQUITY INVT LIFE HLDG CO	89,994	286,804
COLUMBIA BKG SYS INC	267,664	361,811
CONSECO FINANCIAL GROUP INC	915,160	625,406
CVB FINANCIAL CORP	190,947	244,480
F C B FINANCIAL HOLDINGS INC	230,867	171,090
FIRST FINANCIAL BANCORP	353,461	310,495
FIRST MIDWEST BANCORP INC DEL	208,859	262,879
F N B CORP PA	161,780	159,506
HANOVER INSURANCE GROUP INC	689,128	718,836
HOPE BANCORP INC	254,030	204,763
IBERIABANK CORP	320,524	288,424
INDEPENDENT BANK GROUP INC	399,316	292,836
LAZARD LTD -CL A	1,100,945	927,733
MARKETAXESS HLDGS INC	233,989	251,670
M G I C INVT CORP WIS	451,853	401,664
NAVIENT CORP	674,513	441,857
OLD REPUBLIC INTL CORP	587,819	577,688
ONEMAIN HOLDINGS, INC	521,925	514,948
P R A GROUP INC	685,923	629,940
REINSURANCE GROUP OF AMERICA	1,398,533	1,740,395
RENASANT CORP	270,481	242,496
SANDY SPRING BANCORP INC	262,882	207,628
SANTANDER CONSUMER USA HOLDI	668,866	758,129
SELECTIVE INS GROUP INC	131,079	547,851
SLM CORP	2,830,234	2,080,766
SOUTH STATE CORP	278,012	279,667
TOWNE BANK	322,264	252,409
UMB FINANCIAL CORP	150,678	248,148
UMPQUA HLDGS CORP	182,489	226,814
UNITED BANKSHARES INC W VA	164,209	192,104

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**Corporate Stock**

Description	Book Value	Fair Market Value
UNITED COMMUNITY BANKS INC/GA	228,479	277,478
WEBSTER FINL CORP WATERBURY CONN	227,370	216,876
WINTRUST FINL CORP	834,616	663,238
2U INC	529,578	1,035,767
ALARM COM HOLDINGS INC	493,484	729,085
ALTERYX INC - CLASS A	24,624	123,162
AMKOR TECHNOLOGY INC	283,319	163,895
AVNET INC	1,014,190	831,888
BLACK KNIGHT INC	219,422	511,161
BLACKLINE INC	508,779	601,351
CABOT MICROELECTRONICS CORP	102,055	276,992
CACI INTL INC	434,811	413,366
CERIDIAN HCM HOLDING INC	71,269	68,221
CLOUDERA INC	111,403	224,971
COHERENT INC	317,128	158,248
COMMVault SYSTEMS INC	333,650	285,700
CORELOGIC INC	454,789	503,873
COUPA SOFTWARE INC	35,103	272,750
DIODES INC	136,737	245,821
DOCUSIGN INC	417,908	970,698
ELLIE MAE INC	304,131	306,359
EXLSERVICE HOLDINGS INC	273,004	301,513
GUIDEWIRE SOFTWARE INC	78,377	141,365
INTEGRATED DEVICE TECHNOLOGY INC	404,980	771,732
IPG PHOTONICS CORP	898,928	747,714
J 2 GLOBAL INC	481,188	403,306
JABIL INC	883,462	779,596
KNOWLES CORP	1,644,951	899,091
MANHATTAN ASSOCS INC	164,418	147,490
MANTECH INTL CORP	327,886	528,702
MAXIMUS INC	111,134	487,524
NATIONAL INSTRS CORP	558,530	978,710
N C R CORP NEW	2,523,180	2,416,476
PAYLOCITY HOLDING CORP	436,319	687,959
PEGASYSTEMS INC	217,146	578,743
PLEXUS CORP	241,615	410,172
POWER INTEGRATIONS INC	162,058	312,827
PROGRESS SOFTWARE CORP	162,599	282,855
PROS HOLDINGS INC	332,343	492,258
SPS COMMERCE INC	133,339	626,582
ULTIMATE SOFTWARE GROUP INC	43,012	607,278
VERINT SYS INC	165,881	289,612
VISHAY INTERTECHNOLOGY INC	210,448	193,337
WORKIVA INC	337,299	557,372
ZUORA INC-CLASS A	80,356	469,427
CINEMARK HOLDINGS INC	627,389	559,017
MADISON SQUARE GARDEN CO/	151,324	148,306
SCHOLASTIC CORP	325,497	362,139
SINCLAIR BROADCAST GROUP INC CL A	445,715	373,238
TEGNA INC	400,892	326,220
TELEPHONE AND DATA SYSTEMS	678,763	812,361
UNITED STATES CELLULAR CORP	432,024	405,834
WILEY (JOHN) & SONS INC CLASS A	457,799	404,036

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**Corporate Stock**

Description	Book Value	Fair Market Value
ZILLOW GROUP INC	39,996	45,699
ZILLOW GROUP INC - C	200,236	126,320
AVISTA CORP	80,022	180,965
BLACK HILLS CORP	108,196	244,214
EL PASO ELEC CO	215,262	307,297
NORTHWESTERN CORP	181,191	415,188
PORTLAND GENERAL ELECTRIC CO	1,025,813	1,034,651
SOUTHWEST GAS HOLDINGS INC	1,170,939	1,140,845
JONES LANG LASALLE INC	1,247,255	1,080,151
REALOGY HOLDINGS CORP	2,167,021	1,193,117
RING ENERGY INC	453,817	158,008
GLATFELTER	332,726	168,233
RAYONIER ADVANCED MATERIALS	1,637,327	855,067
INTERFACE INC	277,056	190,380
KNOLL INC	204,342	210,450
LYDALL INC	226,791	92,614
TRUEBLUE INC	296,285	314,059
EAGLE PHARMACEUTICALS INC	340,496	209,105
HEALTHSTREAM INC	324,719	325,397
HESKA CORP	348,141	401,140
ORTHOPEDIATRICS CORP	153,689	194,386
TRUPANION INC	210,110	158,972
CASS INFORMATION SYS INC	106,270	286,721
DIGI INTL INC	125,647	145,246
D H I GROUP INC	660,527	135,622
BNP PARIBAS SP ADR	646,875	446,292
NOVO NORDISK A/S ADR	3,093,590	3,702,692
T ROWE PRICE INSTL EMERGING MKT EQTY	19,674,612	25,681,571
AERCAP HOLDINGS NV	716,325	946,440
ALIBABA GROUP HOLDING-SP ADR	4,148,013	6,702,723
ALKERMES PLC	307,660	442,266
ALLEGION PLC	378,347	497,709
ARDAGH GROUP SA	43,012	26,370
ARGO GROUP INTERNATIONALHOLDINGS	172,471	605,788
AXALTA COATING SYSTEMS LTD	2,347,632	2,149,019
AXIS CAPITAL HOLDINGS LTD	274,716	253,036
BANCO SANTANDER SA	998,292	952,000
CANADIAN NAT RES LTD	2,401,431	1,954,530
CIVEO CORP	550,238	180,824
ENSTAR GROUP LTD	668,117	1,256,775
FARFETCH LTD -CLASS A	20,020	17,728
FERRARI NV	41,160	80,646
FRANCO-NEVADA CORP	236,779	369,585
FRESH DEL MONTE PRODUCE INC	274,332	247,165
GLOBANT SA	417,322	548,106
HORIZON PHARMA PLC	276,233	369,306
INVESCO LTD	1,155,477	739,908
MAGNA INTL INC CL A	1,553,270	1,563,480
MAXAR TECHNOLOGIES LTD	194,300	59,848
PERRIGO CO PLC	432,893	240,250
RITCHIE BROS AUCTIONEERS INC	535,843	767,153
SENSATA TECHNOLOGIES HOLDING	2,679,585	3,200,365
SHOPIFY INC-A W/I	101,714	135,958

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Description	Book Value	Fair Market Value
TRITON INTERNATIONAL LTD/BER	15,019	40,577
WASTE CONNECTIONS INC	300,239	503,564
APARTMENT INVT & MGMT CO REIT CL A	280,971	264,991
BRIXMOR PROPERTY GROUP INC	612,519	566,255
EMPIRE STATE REALTY TRUST -A	239,609	212,596
EQUINIX INC	3,028,967	4,021,299
FIRST INDUSTRIAL REALTY TR	174,523	290,765
HEALTHCARE REALTY TRUST INC	205,918	335,876
HOSPITALITY PROPERTIES TR	437,521	374,964
KITE REALTY GROUP TRUST	221,351	129,431
PARK HOTELS & RESORTS INC-WI	521,587	443,401
PEBBLEBROOK HOTEL TRUST	292,736	230,443
PS BUSINESS PARKS INC	167,288	404,135
SPIRIT RLTY CAP INC NEW	485,270	446,230
S T A G INDUSTRIAL INC	321,463	303,536
VEREIT INC	133,477	122,301
BANK OF AMERICA CORP PFD CONV	387,365	375,750
AP MOLLER - MAERSK A/S	950,249	816,150
DANSKE BANK A/S	515,402	333,843
KBC GROUP NV	270,839	196,519
ANHEUSER-BUSCH INBEV SA/NV	252,313	160,612
VOLKSWAGEN AG	1,030,051	796,651
SIEMENS AG	554,247	464,538
BANKIA SA	363,236	225,680
BOUYGUES SA	385,723	278,478
PUBLICIS GROUPE SA	998,154	816,828
SCHNEIDER ELECTRIC SE	923,984	741,605
SANOFI	193,004	301,074
CREDIT AGRICOLE SA	454,771	283,652
TOTAL SA	314,531	300,748
VALLOUREC SA	331,691	105,725
SCOR SE	360,969	423,152
REXEL SA	1,231,694	834,652
ENEL SPA	583,309	737,714
TELECOM ITALIA SPA/MILANO	275,831	176,439
SAIPEM SPA	521,205	427,097
UNICREDIT SPA	277,182	143,664
KONINKLIJKE KPN NV	455,153	423,044
ROYAL DUTCH SHELL PLC	687,489	637,492
ING GROEP NV	272,761	376,679
CHINA MOBILE LTD	321,042	322,405
LENOVO GROUP LTD	774,714	1,029,710
CHINA RESOURCES POWER HOLDINGS	494,704	519,353
MITSUBISHI UFJ FINANCIAL GROUP	541,571	371,625
FUJITSU LTD	894,052	948,589
HITACHI METALS LTD	681,454	621,565
HONDA MOTOR CO LTD	902,048	688,570
ISUZU MOTORS LTD	615,828	558,908
SUMITOMO MITSUI FINANCIAL GROU	543,676	415,281
MITSUMI & CO LTD	310,672	315,866
TOYOTA MOTOR CORP	183,252	157,647
INPEX CORP	1,114,645	800,822
MS&AD INSURANCE GROUP HOLDINGS	270,265	239,792

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**Corporate Stock**

Description	Book Value	Fair Market Value
DAI-ICHI LIFE HOLDINGS INC	359,258	286,555
IIDA GROUP HOLDINGS CO LTD	348,062	330,940
HON HAI PRECISION INDUSTRY CO	551,070	361,175
AVIVA PLC	455,507	320,476
STANDARD CHARTERED PLC	789,305	608,915
IMPERIAL BRANDS PLC	368,608	309,607
HSBC HOLDINGS PLC	787,324	663,274
TRAVIS PERKINS PLC	1,136,789	823,988
TESCO PLC	827,890	712,633
BARCLAYS PLC	456,608	326,551
J SAINSBURY PLC	447,178	440,834
JOHN WOOD GROUP PLC	855,152	679,607
ROYAL BANK OF SCOTLAND GROUP P	631,070	450,469
WPP PLC	362,661	219,215
VODAFONE GROUP PLC	732,891	505,855
DBS GROUP HOLDINGS LTD	560,151	451,900
WILMAR INTERNATIONAL LTD	577,940	586,688
POSCO	473,888	348,232
HANA FINANCIAL GROUP INC	361,508	262,762
TELEFONAKTIEBOLAGET LM ERICSSO	683,849	931,224
NOVARTIS AG	249,392	379,535
ABB LTD	367,508	285,963
ROCHE HOLDING AG	925,554	987,624
CREDIT SUISSE GROUP AG	401,325	348,058
UBS GROUP AG	549,669	369,867
NEWS CORP	373,075	268,995
WILLIS TOWERS WATSON PLC	361,624	364,464
MYLAN NV	918,596	646,640
CALTEX AUSTRALIA LTD	427,242	316,999
OIL SEARCH LTD	780,217	678,878
BRAMBLES LTD	902,578	806,903
RITCHIE BROS AUCTIONEERS INC	794,678	792,651
SUNCOR ENERGY INC	460,964	435,851
ELEMENT FLEET MANAGEMENT CORP	392,451	228,625
KOMERCNI BANKA AS	268,065	246,567
NOVO NORDISK A/S	343,687	692,093
GEA GROUP AG	1,033,954	682,349
SAP SE	1,976,388	2,512,076
BAYER AG	1,955,115	1,489,535
FRESENIUS MEDICAL CARE AG & CO	1,013,322	928,098
SYMRISE AG	275,154	689,110
BRENNTAG AG	529,573	581,979
LINDE PLC	1,292,743	1,777,537
QIAGEN NV	721,728	851,678
AMADEUS IT GROUP SA	400,384	846,901
L'OREAL SA	1,530,654	2,212,387
LVMH MOET HENNESSY LOUIS VUITT	1,235,574	2,088,266
PUBLICIS GROUPE SA	697,402	557,090
PERNOD RICARD SA	1,282,279	2,111,391
SCHNEIDER ELECTRIC SE	1,461,373	1,498,708
KERING SA	405,729	1,041,732
ESSILORLUXOTTICA SA	1,426,377	1,601,999
LEGRAND SA	249,911	373,987



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**Corporate Stock**

Description	Book Value	Fair Market Value
DANONE SA	1,954,833	2,022,475
AIR LIQUIDE SA	1,032,974	1,329,008
PRYSMIAN SPA	586,900	562,696
AKZO NOBEL NV	1,202,929	1,424,617
CHINA RESOURCES GAS GROUP LTD	309,302	380,108
CHINA RESOURCES BEER HOLDINGS	529,573	635,774
AIA GROUP LTD	1,339,047	2,686,558
AEON FINANCIAL SERVICE CO LTD	776,375	678,553
OBIC CO LTD	157,731	595,844
HITACHI LTD	1,383,611	1,030,094
JAPAN TOBACCO INC	1,059,893	915,769
KAO CORP	795,312	951,294
SOFTBANK GROUP CORP	200,389	213,061
SUNDRUG CO LTD	501,802	737,297
TERUMO CORP	541,683	1,049,483
TOTO LTD	559,278	600,766
BANDAI NAMCO HOLDINGS INC	404,783	525,202
GRUPO FINANCIERO BANORTE SAB D	800,975	708,408
GRUPO MEXICO SAB DE CV	290,913	204,712
GRUPO FINANCIERO INBURSA SAB D	187,427	166,921
MEDIATEK INC	578,698	276,263
DIAGEO PLC	1,253,330	1,794,629
INTERTEK GROUP PLC	295,133	459,107
BURBERRY GROUP PLC	600,470	559,811
EXPERIAN PLC	750,771	1,134,495
RECKITT BENCKISER GROUP PLC	1,534,985	1,828,921
ROLLS-ROYCE HOLDINGS PLC	1,456,792	1,223,812
WPP PLC	1,118,539	611,313
COMPASS GROUP PLC	407,153	755,258
JUST EAT PLC	129,599	134,642
PADDY POWER BETFAIR PLC	636,769	582,881
CRODA INTERNATIONAL PLC	510,470	784,338
DBS GROUP HOLDINGS LTD	886,812	1,167,988
NAVER CORP	566,196	624,105
NOVARTIS AG	2,263,154	1,947,975
ROCHE HOLDING AG	3,142,402	3,413,476
NESTLE SA	3,122,306	3,857,243
JULIUS BAER GROUP LTD	507,621	511,939
SIKA AG	329,196	513,037
UBS GROUP AG	1,573,728	1,112,618
ALIBABA GROUP HOLDING LTD	256,096	491,807
AMBEV SA	620,682	390,189
BAIDU INC	2,073,906	1,605,191
CANADIAN NATIONAL RAILWAY CO	918,923	1,812,508
51JOB INC	259,967	238,646
HDFC BANK LTD	635,405	1,841,416
INFOSYS LTD	665,521	645,999
METTLER-TOLEDO INTERNATIONAL I	132,786	472,825
NICE LTD	211,568	629,349
TAIWAN SEMICONDUCTOR MANUFACTU	1,141,543	2,721,706
YUM CHINA HOLDINGS INC	739,064	728,305
ACCENTURE PLC	444,338	1,146,270
CREDICORP LTD	321,618	581,884

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**Corporate Stock**

Description	Book Value	Fair Market Value
LUXOFT HOLDING INC	304,307	240,592
MELLANOX TECHNOLOGIES LTD	350,661	553,633
QBE INSURANCE GROUP LTD	1,910,413	998,044
ISS A/S	1,541,794	1,270,232
ALLIANZ SE	1,417,325	1,782,081
DAIMLER AG	1,757,251	1,509,120
BAYERISCHE MOTOREN WERKE AG	649,962	592,820
DEUTSCHE TELEKOM AG	1,121,642	1,543,420
EVONIK INDUSTRIES AG	1,121,497	888,970
BANCO SANTANDER SA	1,829,299	1,459,514
TELEFONICA SA	2,003,071	1,259,821
IBERDROLA SA	1,233,098	2,299,365
SANOFI	1,643,277	2,063,669
SOCIETE GENERALE SA	715,901	687,378
CIE DE SAINT-GOBAIN	1,772,578	1,630,024
ENEL SPA	2,026,740	2,567,754
ENI SPA	2,653,008	2,078,162
ROYAL DUTCH SHELL PLC	1,148,812	1,173,658
KONINKLIJKE AHOLD DELHAIZE NV	674,692	1,188,368
CHINA MOBILE LTD	1,872,207	1,703,456
WH GROUP LTD	1,248,563	1,164,125
CK HUTCHISON HOLDINGS LTD	2,656,069	2,031,433
COCA-COLA BOTTLERS JAPAN HOLDI	469,567	529,959
FUJIFILM HOLDINGS CORP	1,703,742	1,654,058
FUJITSU LTD	974,822	954,829
HONDA MOTOR CO LTD	2,397,631	1,976,011
ISUZU MOTORS LTD	572,926	643,591
TOKIO MARINE HOLDINGS INC	920,380	1,627,376
MITSUBISHI ELECTRIC CORP	1,006,892	1,052,234
SECOM CO LTD	844,879	955,302
SEKISUI CHEMICAL CO LTD	1,167,982	996,008
SUMITOMO ELECTRIC INDUSTRIES L	1,197,948	1,046,047
TAKEDA PHARMACEUTICAL CO LTD	2,438,934	1,884,328
OTSUKA HOLDINGS CO LTD	373,185	356,279
KYUSHU RAILWAY CO	579,473	744,930
TAIWAN SEMICONDUCTOR MANUFACTU	171,835	249,439
TRAVIS PERKINS PLC	401,136	382,974
SSE PLC	1,846,094	1,420,153
BP PLC	1,569,482	1,690,432
LLOYDS BANKING GROUP PLC	2,861,732	2,084,077
TESCO PLC	2,118,261	1,597,351
GLAXOSMITHKLINE PLC	2,175,648	1,909,923
KINGFISHER PLC	2,187,154	1,158,864
G4S PLC	1,732,781	1,174,718
ROYAL DUTCH SHELL PLC	115,075	134,981
ROYAL DUTCH SHELL PLC	587,135	837,145
JOHN WOOD GROUP PLC	2,356,478	1,129,327
WPP PLC	1,960,393	1,250,477
NATIONAL GRID PLC	792,797	650,398
ASCENDAS REAL ESTATE INVESTMEN	687,696	756,104
UNITED OVERSEAS BANK LTD	1,491,967	2,210,110
SINGAPORE TELECOMMUNICATIONS L	1,065,322	995,297
TELIA CO AB	2,913,492	2,350,442

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**Corporate Stock**

<b>Description</b>	<b>Book Value</b>	<b>Fair Market Value</b>
ZURICH INSURANCE GROUP AG	1,003,548	1,450,337
NOVARTIS AG	943,624	1,569,548
ABB LTD	1,406,275	1,543,219
TAIWAN SEMICONDUCTOR MANUFACTU	220,334	782,787
JARDINE MATHESON HOLDINGS LTD	136,506	800,170
BAYERISCHE MOTOREN WERKE AG	172,787	171,511
Acorn Investors, LLC	-	39,879,999
Earlens Corp	2,476,630	2,476,630
Metavention Inc	1,500,000	1,500,000
Progyny	2,775,029	2,775,029
Relievant Medsystems Inc	1,250,000	1,250,000
Taulia	1,981,003	1,981,003
Trevi Therapeutics Inc	2,000,000	2,000,000
Rapid Micro Inc	2,797,384	2,797,384
Zephyr Health	3,335,216	3,335,216
Russell Global Equity Plus Fund	248,079,726	254,191,216
Other Corporate Stocks	345,211	140,163
<b>Total to 990-PF, Part II, Line 10b</b>	<b>922,006,404</b>	<b>1,095,594,263</b>

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**Corporate Bonds**

Description	Book Value	Fair Market Value
RIO OIL FINANCE TRUS 9 25% 7/06/24	916,418	988,138
RIO OIL FINANCE TRUS 9 75% 1/06/27	709,656	772,645
ARBOR RLTY TR INC 5 25% 7/01/21	536,859	520,373
BAYER US FINANCE II 4 25% 12/15/25	224,575	218,984
BAYER US FINANCE II 4.375% 12/15/28	626,530	596,719
BAYER US FIN II LLC 3 875% 12/15/23	199,348	196,372
B N P PARIBAS 4 375% 5/12/26	294,144	288,696
BNP PARIBAS 4 375% 9/28/25	272,388	267,209
CEMEX FINANCE LLC 6 0% 4/01/24	500,938	521,714
CEMEX SAB DE CV 6 125% 5/05/25	664,660	658,274
COX COMMUNICATIONS IN 2.95% 6/30/23	857,730	962,230
COX COMMUNICATIONS INC 3 5% 8/15/27	912,125	852,813
CRH AMERICA INC 3 875% 5/18/25	349,570	336,389
D H T HOLDINGS INC 4 5% 10/01/19	220,047	233,384
DIAMOND 1 FIN/DIAMOND 5 45% 6/15/23	399,828	407,056
DOW CHEMICAL CO/THE 5 55% 11/30/48	308,019	304,185
ELANCO ANIMAL HLTH 3 912% 8/27/21	75,000	75,467
ELANCO ANIMAL HLTH 4 272% 8/28/23	75,000	74,936
ELANCO ANIMAL HLTH 4 9% 8/28/28	151,063	152,637
EMPIRE STATE REALTY 2 625% 8/15/19	144,375	144,153
ENEL FINANCE INTL NV 4.625% 9/14/25	189,710	191,896
ENEL FINANCE INTL NV 6.8% 9/15/37	966,771	1,046,458
ENSCO JERSEY FIN LTD 3 0% 1/31/24	43,288	36,369
GRANITE PT MTG TR IN 5 625% 12/01/22	399,338	398,072
HALFMOON PARENT INC 3 75% 7/15/23	723,780	722,586
HALFMOON PARENT INC 4 125% 11/15/25	124,896	124,824
HCI GROUP INC 4.25% 3/01/37	40,034	45,391
IMPERIAL TOBACCO FINA 4.25% 7/21/25	1,515,365	1,475,370
KKR REAL ESTATE FIN 6.125% 5/15/23	717,178	704,876
MYRIAD INT HOLDINGS BV 6 0% 7/18/20	640,500	615,936
MYRIAD INT'L HOLDINGS 4.85% 7/06/27	200,000	191,552
MYRIAD INTL HOLDINGS 5 5% 7/21/25	749,628	755,033
NOVAVAX INC 3.75% 2/01/23	157,903	153,638
N R G YIELD INC 3 5% 2/01/19	451,129	449,873
SCORPIO TANKERS INC 2.375% 7/01/19	383,427	390,932
TELECOM ITALIA SPA 5 303% 5/30/24	518,406	498,750
ULTRAPAR INTERNATIONAL 5 25% 10/06/26	318,815	315,660
21ST CENTURY FOX AME 6 15% 3/01/37	631,057	705,289
AT&T INC 4 5% 3/09/48	1,140,860	1,138,950
AT&T INC 4 75% 5/15/46	199,288	177,578
A T & T INC 5 65% 2/15/47	299,298	299,592
BANK OF AMERICA CORP 3 004% 12/20/23	1,201,896	1,057,547
BANK OF AMERICA CORP 4.183% 11/25/27	317,996	312,380
BANK OF AMERICA CORP 4 2% 8/26/24	184,865	183,483
BANK OF AMERICA CORP 4.45% 3/03/26	124,251	123,575
BANK ONE CORP 8.75% 9/01/30	332,318	302,623
BARCLAYS PLC 4 375% 9/11/24	424,163	401,226

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Description	Book Value	Fair Market Value
BARCLAYS PLC 4 836% 5/09/28	200,000	183,614
B N P PARIBAS 4 25% 10/15/24	1,298,785	1,285,245
BOSTON PROPERTIES LP 3 85% 2/01/23	610,288	626,113
BOSTON PROPERTIES LP 4.125% 5/15/21	282,513	278,726
CANADIAN SOLAR INC 4 25% 2/15/19	264,737	267,179
CAPITAL ONE FINANCIA 3 5% 6/15/23	446,842	466,483
CAPITAL ONE FINANCIAL 4 2% 10/29/25	326,618	312,692
CEMEX SAB DE CV 3 72% 3/15/20	439,973	425,024
CHARTER COMM OPT LLC 4 908% 7/23/25	299,010	298,308
CHARTER COMM OPT LLC 5 375% 5/01/47	149,952	135,926
CHARTER COMM OPT LLC 6 484% 10/23/45	1,593,403	1,516,212
CHARTER COMMUNICATIONS 4 2% 3/15/28	124,696	117,750
CIGNA CORP 7 65% 3/01/23	249,190	230,062
CIGNA CORP 7 875% 5/15/27	160,462	149,085
COMCAST CORP 3 95% 10/15/25	124,846	126,480
COMCAST CORP NEW 3 969% 11/01/47	309,425	312,848
CVS HEALTH CORP 3 7% 3/09/23	671,493	667,778
CVS HEALTH CORP 4 1% 3/25/25	123,776	123,753
C V S HEALTH CORP 4 3% 3/25/28	271,742	268,843
C V S HEALTH CORP 4 78% 3/25/38	147,021	143,739
DOMINION RESOURCES 4 104% 4/01/21	175,123	176,012
DOMINION RESOURCES I 2 962% 7/01/19	200,198	199,288
DOMINION RESOURCES IN 5.75% 10/01/54	629,250	599,106
DOW CHEMICAL CO 7.375% 11/01/29	630,675	609,580
ERP OPERATING LP 3 0% 4/15/23	577,831	614,756
FORD MOTOR CR CO LLC 3 813% 10/12/21	425,204	412,756
FORD MOTOR CREDIT CO 2.681% 1/09/20	325,115	319,615
FORD MOTOR CREDIT CO 4 375% 8/06/23	196,564	189,448
FORD MOTOR CREDIT CO 5 875% 8/02/21	971,941	897,374
H S B C HOLDINGS PLC 4 3% 3/08/26	249,638	246,605
HSBC HOLDINGS PLC 6.5% 5/02/36	1,555,208	1,564,530
JPMORGAN CHASE & CO 3.797% 7/23/24	651,677	651,177
JPMORGAN CHASE & CO 3.875% 9/10/24	326,573	319,794
JPMORGAN CHASE & CO 4 25% 10/01/27	289,113	270,713
KINDER MORGAN ENER PA 4 15% 2/01/24	305,700	297,321
KINDER MORGAN ENER PAR 5 4% 9/01/44	757,886	812,515
KINDER MORGAN ENER PAR 6 5% 9/01/39	343,137	373,282
LLOYDS BANKING GROUP 4 05% 8/16/23	299,838	296,376
LLOYDS BANKING GROUP 4 5% 11/04/24	624,822	603,519
LLOYDS BANKING GROUP 4 65% 3/24/26	325,535	305,562
MACYS RETAIL HLDGS INC 6 9% 04/01/29	644,641	619,028
PETROBRAS GLOBAL FIN 5 999% 1/27/28	538,907	517,831
PETROBRAS GLOBAL FIN 7 25% 3/17/44	144,188	147,827
PETROLEOS MEXICANOS 4.875% 1/18/24	315,900	279,600
PETROLEOS MEXICANOS 6.35% 2/12/48	494,614	333,600
PETROLEOS MEXICANOS 6.375% 1/23/45	903,974	784,875
PETROLEOS MEXICANOS 6 5% 3/13/27	386,915	376,000

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Description	Book Value	Fair Market Value
PETROLEOS MEXICANOS 6 625% 6/15/35	233,000	174,600
PETROLEOS MEXICANOS 6.875% 8/04/26	174,676	170,100
PROVIDENT COMPANIES 7 25% 3/15/28	324,753	322,548
RELX CAPITAL INC 3.5% 3/16/23	622,363	620,044
ROYAL BK SCOTLND GRP 6 0% 12/19/23	614,790	607,260
ROYAL BK SCOTLND GRP 6 125% 12/15/22	1,027,823	1,033,729
SILVER STD RES 2.875% 2/01/33	876,441	896,495
TELECOM ITALIA CAPIT 7 175% 6/18/19	1,418,594	1,288,883
TELECOM ITALIA CAPIT 7 721% 6/04/38	480,001	471,737
TIME WARNER CABLE INC 7 3% 7/01/38	380,674	379,421
TIME WARNER CABLE INC 8 25% 4/01/19	1,321,740	1,137,623
TRANSCANADA TRUST 5 3% 3/15/77	420,156	366,830
TRANSCANADA TRUST 5 625% 5/20/75	625,350	563,281
TRANSCANADA TRUST 5 875% 8/15/76	225,000	211,635
UNITED TECHNOLOGIES 3 35% 8/16/21	124,848	124,661
UNITED TECHNOLOGIES 3 65% 8/16/23	499,955	498,040
VERIZON COMMUNICATIO 4 272% 1/15/36	1,540,835	1,565,166
VERIZON COMMUNICATIO 5 012% 4/15/49	389,355	339,772
WELLS FARGO BANK NA 2 15% 12/06/19	798,896	792,744
WELLS FARGO BANK NA 3 3889% 12/06/19	400,000	400,976
WELLS FARGO BANK NA 3 55% 8/14/23	625,709	622,356
WELLS FARGO & COMPANY 4 3% 7/22/27	624,740	614,794
XEROX CORPORATION 4 5% 5/15/21	938,367	878,022
ZOETIS INC 4 5% 11/13/25	657,885	667,121
FHLMC GOLD A64639 6 5% 8/01/37	49,376	50,118
FHLMC GOLD C91377 4.5% 6/01/31	350,256	340,253
FHLMC GOLD C91402 4 0% 10/01/31	323,947	316,571
FHLMC GOLD C91925 3 5% 4/01/37	2,604,220	2,544,924
FHLMC GOLD E02388 6.0% 9/01/22	64,010	65,462
FHLMC GOLD G01749 5 5% 1/01/35	108,349	107,543
FHLMC GOLD G01767 6 5% 12/01/32	152,952	166,830
FHLMC GOLD G06447 4.5% 5/01/41	303,710	295,558
FHLMC GOLD G07504 4 5% 7/01/41	412,633	406,305
FHLMC GOLD G07515 4 5% 9/01/41	44,755	43,754
FHLMC GOLD G08759 4 5% 4/01/47	615,750	595,949
FHLMC GOLD G08768 4 5% 6/01/47	1,270,223	1,229,720
FHLMC GOLD G08772 4 5% 7/1/47	2,842,661	2,738,445
FHLMC GOLD G11574 6% 2/1/19	-	0
FHLMC GOLD G11673 6.0% 1/01/20	160	154
FHLMC GOLD H09203 6 0% 6/01/38	22,994	22,649
FHLMC GOLD H09212 5 5% 5/01/38	55,757	55,487
FHLMC GOLD J12293 4.5% 5/01/25	116,867	113,036
FHLMC GOLD POOL #G0760 4.5% 3/01/42	218,408	214,878
FHLMC GOLD V83115 4 5% 3/1/47	589,749	569,816
FHLMC POOL # 1B1150 4 529% 9/1/33	77,461	80,988
FHLMC POOL # 1B7006 4 89% 11/1/35	197,146	217,539
FHLMC POOL # 1G0169 3 64% 4/1/35	175,794	183,297

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Description	Book Value	Fair Market Value
FHLMC POOL # 1G0782 3 755% 3/1/36	72,916	76,585
FHLMC POOL # 2B2558 2 998% 5/1/44	299,370	290,641
FHLMC POOL # 2B3821 2 707% 2/1/45	642,358	622,398
FHLMC POOL # 2B4962 2 882% 12/1/45	713,691	701,576
FHLMC POOL # 840423 2 693% 10/01/46	731,103	708,288
FHLMC POOL # 849254 4 141% 1/1/42	131,972	132,737
FHLMC POOL # 849399 3 099% 5/1/44	540,808	529,566
FHLMC POOL # 849402 2 901% 7/1/44	289,291	281,119
FHLMC POOL # 849626 3 338% 8/1/44	512,777	496,168
FHLMC POOL # 849885 2 9% 12/1/45	215,750	211,561
FHLMC REMIC 4283 EW 4.5% 12/15/43	1,278,149	1,222,780
FNMA POOL # 256939 7% 10/1/2037	74,422	80,127
FNMA POOL # 310048 6 5% 2/01/38	26,516	26,947
FNMA POOL # 725416 6 0% 1/01/19	-	0
FNMA POOL # 725693 4 453% 10/1/33	156,613	163,556
FNMA POOL # 735417 6.5% 3/01/35	227,679	247,196
FNMA POOL # 735593 6 0% 8/01/19	16	15
FNMA POOL # 745942 6 0% 4/01/34	455,731	493,158
FNMA POOL # 888379 4 384% 12/1/36	264,375	276,450
FNMA POOL # 888673 6 0% 4/01/35	94,243	103,072
FNMA POOL # 968066 6% 10/1/22	149,668	151,286
FNMA POOL # AD0130 6 5% 8/01/39	85,828	89,284
FNMA POOL # AD0964 5.5% 11/01/39	442,959	436,491
FNMA POOL # AE0442 6 5% 1/01/39	166,446	170,601
FNMA POOL # AE0467 5 5% 3/01/24	73,117	70,180
FNMA POOL # AL0778 6.5% 1/01/49	56,364	57,186
FNMA POOL # AL4147 4 5% 1/01/25	105,027	101,859
FNMA POOL # AL4165 4 5% 1/01/31	509,686	497,972
FNMA POOL # AL5145 4 0% 10/01/33	559,558	543,086
FNMA POOL # AL5281 2 464% 5/1/44	216,576	218,136
FNMA POOL # AL5441 4 5% 9/01/41	212,256	204,400
FNMA POOL # AL5749 4 5% 7/01/42	417,612	403,546
FNMA POOL # AL5931 3 5% 9/01/28	91,885	87,821
FNMA POOL # AL7384 4 5% 9/01/45	346,848	330,650
FNMA POOL # AL8618 4 0% 6/01/36	474,292	453,905
FNMA POOL # AL8840 4 5% 6/01/46	1,078,022	1,027,275
FNMA POOL # AL9063 3 5% 2/01/31	704,323	672,812
FNMA POOL # AL9128 4 5% 2/01/46	175,758	167,682
FNMA POOL # AL9407 4 5% 9/01/42	195,582	186,500
FNMA POOL # AL9781 4 5% 2/1/46	556,439	540,668
FNMA POOL # AO4105 4 372% 6/1/42	407,564	408,619
FNMA POOL # AX3721 3.5% 7/01/27	548,220	522,123
FNMA POOL # AX5628 2 882% 9/1/45	476,905	468,778
FNMA POOL # BA3527 2 654% 12/1/45	1,105,304	1,086,989
FNMA POOL # BC0442 2 88% 12/1/45	376,946	370,838
FNMA POOL # BJ0420 3 019% 9/1/47	624,760	615,113
FNMA POOL # BJ2763 4 5% 5/01/48	1,320,591	1,321,890

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Description	Book Value	Fair Market Value
FNMA POOL #BJ9262 4 5% 6/01/48	860,168	855,804
FNMA POOL # BK0922 4 5% 7/1/48	593,788	592,004
FNMA POOL # BK4770 4 5% 8/01/48	606,034	604,297
FNMA POOL # BK5326 3 353% 7/1/48	569,596	574,417
FNMA POOL # BM1357 4 5% 1/01/43	635,755	614,440
FNMA POOL # CA1710 4.5% 5/1/48	3,171,207	3,191,432
FNMA POOL # CA1909 4 5% 6/01/48	974,278	986,908
FNMA POOL # MA0587 4 0% 12/01/30	298,163	286,242
FNMA POOL #MA0634 4 5% 1/01/31	82,729	79,804
FNMA POOL # MA0818 4 0% 8/01/31	409,964	395,425
FNMA POOL # MA2508 4 0% 1/01/36	388,650	373,021
FNMA POOL # MA2923 3 5% 3/01/37	502,681	488,528
FNMA POOL # MA3894 4 0% 9/01/31	288,370	277,738
FNMA REMIC 2003-34 A1 6 0% 4/25/43	369,748	230,512
GNMA REM 2017-H17 FQ 3 0978% 9/20/67	1,236,397	1,240,745
GNMA REMIC 18-H04 FK 2 6% 3/20/68	914,215	904,048
GNMA REMIC 2018-H01 2 29% 12/20/67	1,551,892	1,552,340
BACCT 2018-A1 A1 2 7% 7/17/23	1,266,825	1,262,451
SBAP 2003-20J 1 4 92% 10/01/23	52,436	54,252
SBAP 2004-20K 1 4.88% 11/01/24	93,578	96,735
SBAP 2007-20E 1 5 31% 5/01/27	105,138	110,433
SBAP 2007-20F 1 5 71% 6/01/27	278,948	252,502
SBAP 200S-20H 1 5 11% 8/01/25	234,418	213,395
SBAP 200S-20J 1 5 09% 10/01/25	205,825	188,047
SBA PART CERTFS CMO 4.35% 7/01/23	44,346	45,350
SLCLT 2005-2 A4 2 9482% 12/15/39	2,513,484	2,499,943
SLMA 2005-5 A5 3 2399% 10/25/40	623,195	617,904
SLMA 2006-8 A6 2 6499% 1/25/41	3,415,679	3,429,373
SMALL BUS ADMIN 7 19% 12/01/19	2,905	2,671
SMALL BUS ADMIN GTD 4 64% 5/01/23	44,185	45,439
SMALL BUSINESS AD 6.14% 1/01/22	14,108	13,575
BNSF RAILWAY CO 20 5 342% 4/01/24	149,675	158,511
BURLINGTN NO SF 00-1 8 251% 1/15/21	524,117	442,248
CALIFORNIA ST 7 625% 3/01/40	1,090,139	1,174,627
CITIGROUP CAPITAL XI 7 875%	1,332,096	1,279,212
FHLMC STRCTRD PASSTHRU 6 5% 10/25/43	807,142	912,494
FNA 2012-M3 1A2 3.044% 1/25/22	1,292,157	1,288,291
FNGT 2001-T4 A1 7 5% 7/25/41	103,878	113,386
FNW 2001-W3 A 7% 9/25/41	227,473	223,269
ILLINOIS ST 5.1% 6/01/33	620,110	619,730
LOS ANGELES CALIF UNI 5 75% 7/01/34	568,854	650,821
NEW JERSEY ST TPK AU 7 102% 1/01/41	657,338	648,883
SMALL BUSINESS ADMIN 7 59% 1/01/20	1,003	918
UNION PACIFIC RAILRO 5 082% 1/02/29	410,435	430,124
VIDEOCON INDUSTRIES 12/31/19	32,977	6,770
BLACKROCK STRAT INC OPP-INST	114,864,293	110,451,836
T ROWE PRICE INST FLOAT RATE	38,252,060	36,793,143



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Description	Book Value	Fair Market Value
T ROWE PRICE INST HIGH YIELD	40,798,273	35,528,233
JUST ENERGY GROUP INC 6 5% 7/29/19	204,000	201,816
ASHMORE EMERG MKT TOT RETURN	23,490,688	20,864,128
ACORDA THERAPEUTICS 1 75% 6/15/21	242,195	232,494
AKAMAI TECHNOLOGIES INC 2/15/19	890,615	891,977
APOLLO CMMRL REAL 4.75% 8/23/22	696,160	654,467
ARES CAP CORP 4 375% 1/15/19	993,890	986,319
BLACKROCK CAPITAL INVE 5.0% 6/15/22	329,240	324,530
BLACKSTONE MORTGAGE 4 375% 5/05/22	340,943	336,696
B W GROUP LTD 1 75% 9/10/19	180,662	193,866
CALAMP CORP 1 625% 5/15/20	176,834	175,991
CARDTRONICS INC 1 0% 12/01/20	716,113	715,929
CLOVIS ONCOLOGY INC 2 5% 9/15/21	124,700	121,065
COLONY CAPITAL INC 3.875% 1/15/21	913,449	890,852
COWEN INC 3.0% 3/15/19	184,896	183,154
CTRIPO COM INTL LTD 1 25% 9/15/22	567,035	560,802
DEPOMED INC 2 5% 9/01/21	213,581	171,646
DOREL INDUSTRIES INC 5 5% 11/30/19	269,629	288,090
ECHO GLOBAL LOGISTICS 2.5% 5/01/20	60,553	60,992
ELECTRONICS FOR IMAGI 0 75% 9/01/19	533,706	529,606
ENCORE CAPITAL GROUP 2.875% 3/15/21	369,150	355,304
EZCORP INC 2.125% 6/15/19	468,411	554,884
FINISAR CORP 0 5% 12/15/36	525,708	545,802
FIREEYE INC 1.0% 6/01/35	420,056	417,886
FORESTAR GROUP INC 3 75% 3/01/20	525,227	538,544
GLOBAL EAGLE ENTERTM 2 75% 2/15/35	110,744	106,852
GNC HOLDINGS INC 1 5% 8/15/20	185,773	176,605
GOLDEN OCEAN GROUP LT 3 07% 1/30/19	383,000	375,500
GOLDMAN SACHS BDC INC 4 5% 4/01/22	473,274	459,605
GREEN PLAINS INC 4.125% 9/01/22	481,617	435,338
HANNON ARMSTRONG SUS 4.125% 9/01/22	362,096	341,585
H C I GROUP, INC 3 875% 3/15/19	502,168	539,686
HELIX ENERGY SOL GR I 4 25% 5/01/22	201,666	191,022
HERCULES TECHNOLOGY 4 375% 2/01/22	386,130	366,257
HURON CONSULTING GROU 1 25% 10/01/19	920,730	956,373
INTERCEPT PHARMAS 3.25% 7/01/23	39,713	45,148
K B HOME 1 375% 2/01/19	713,304	710,531
MACQUARIE INFRA CORP 2.0% 10/01/23	172,418	167,003
MACQUARIE INFRASTRUC 2 875% 7/15/19	865,725	866,470
NAVISTAR INTL CORP 4.75% 4/15/19	512,897	551,612
NEW MTN FIN CORP 5 0% 6/15/19	724,409	721,872
NEW YORK MORTGAGE TRU 6 25% 1/15/22	402,578	409,444
PANDORA MEDIA INC 1.75% 12/01/20	622,075	647,440
PATTERN ENERGY GROUP 4 0% 7/15/20	797,811	788,504
P D L BIOPHARMA INC 2.75% 12/01/21	154,224	182,282
PENNYMAC CORP 5 375% 5/01/20	690,990	721,890
P R A GROUP INC 3 0% 8/01/20	694,424	697,449

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Description	Book Value	Fair Market Value
PRETIUM RES INC 2 25% 3/15/22	213,431	207,437
PROSPECT ENERGY CORPO 4 75% 4/15/20	117,593	116,719
RESOURCE CAPITAL CORP 4 5% 8/15/22	142,000	137,040
ROYAL GOLD INC 2 875% 6/15/19	397,280	399,011
R W T HLDGS INC 5 625% 11/15/19	869,992	882,850
SEACOR HOLDINGS INC 3 0% 11/15/28	852,815	887,032
SHIP FINANCE INT'L 5 75% 10/15/21	233,312	218,320
SIBANYE GOLD LTD 1 875% 9/26/23	163,000	147,240
SOLARCITY CORP 1 625% 11/01/19	537,346	537,316
SPIRIT REALTY CAPITA 2 875% 5/15/19	931,593	932,132
SUNPOWER CORP 4 0% 1/15/23	82,253	81,802
SYNCHRONOSS TECHNOLOG 0.75% 8/15/19	63,686	65,404
T C P CAP CORP 5 25% 12/15/19	557,031	554,011
TEVA PHARM FIN CONV 0 25% 2/01/26	449,813	459,373
TITAN MACHINERY INC 3 75% 5/01/19	306,955	389,304
T P G SPECIALTY LENDIN 4 5% 12/15/19	444,938	452,750
TWITTER INC 0 25% 9/15/19	1,011,663	1,030,352
TWO HBRS INVT CORP 6 25% 1/15/22	233,065	227,271
VECTOR GROUP LTD 1 75% 4/15/20	424,631	411,279
VEECO INSTRUMENTS INC 2 7% 1/15/23	114,660	110,859
VITAMIN SHOPPE INC 2 25% 12/01/20	241,938	259,188
WHITING PETROLEUM CO 1 25% 4/01/20	795,302	831,970
WSTRN ASSET MTG CAP 6 75% 10/01/22	293,000	268,828
Other Corporate Bonds	0	31,845
<b>Total to 990-PF, Part II, Line 10c</b>	<b>364,362,031</b>	<b>348,819,419</b>

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**Investments - Other**

<b>Description</b>	<b>Book Value</b>	<b>Fair Market Value</b>
Aberdeen Asia Partners III, L P	3,971,880	5,860,186
Aberdeen International Partners, L P	-	2,114,938
Aberdeen Next Generation Partners V, L P	-	3,643,714
Aberdeen Venture Partners IX, L P	4,029,852	4,995,623
Aberdeen Venture Partners VI, L P	-	2,552,089
Aberdeen Venture Partners VIII SPV-C, L P	776,363	2,174,227
Aberdeen Venture Partners VIII, L P	2,928,747	5,929,563
Aberdeen Venture Partners X, L P	2,239,459	2,188,160
Aberdeen Venture Partners XI, L P	200,000	174,606
Ace Redpoint Ventures China I, L P	3,500,000	4,608,577
Altira Technology Fund VI, L P	4,077,122	5,118,634
Axiom International Equity Fund	53,565,096	38,734,967
BBH Credit Value Fund	19,596,189	19,418,938
Bellwether Co-Invest, L P	2,500,000	2,498,766
Bernstein Emerging Markets Value Trust	23,226,340	19,691,545
Brandywine Global Opportunistic Absolute Return	70,703,509	64,843,520
Brentwood Associates IX, L P	1,811,680	180,562
C/R Jade Partners, L P	471,675	551,645
Canvas Venture Fund 2, L P	2,300,953	2,067,584
Canvas Venture Fund, L P	2,848,509	7,072,085
Carlyle Asia Growth Partners III, L P	885,791	181,047
Carlyle Asia Growth Partners IV, L P	391,299	1,407,507
Carlyle Asia Growth Partners V, L P	2,764,833	2,915,694
Carlyle Asia Partners II, L P	-	79,478
Carlyle Asia Partners IV, L P	5,480,704	6,890,929
Carlyle Asia Partners V, L P	502,432	412,892
Carlyle Europe Partners II, L P	-	130,950
Carlyle Europe Partners III, L P	-	836,745
Carlyle Europe Partners IV, L P	5,694,555	7,276,387
Carlyle Europe Real Estate Partners III, LP	1,546,811	390,762
Carlyle International Energy Partners, L P.	4,413,981	6,222,298
Carlyle Japan International Partners II, L P.	4,008	27,031
Carlyle Mezzanine Partners II AIV, L P	29,891	-
Carlyle Mezzanine Partners II, L P	-	99,746
Carlyle Partners IV, L P	-	210,499
Carlyle Partners V, L P.	-	1,678,239
Carlyle Partners VI, L P.	6,974,904	11,903,971
Carlyle Partners VII, L P.	380,598	90,758
Carlyle Realty Foreign Investors III, L P.	-	3,720,654
Carlyle Realty Halley Coinvestment IV, L P	-	40,652
Carlyle Realty Master Coinvestment IV, L.P	1,785,473	-
Carlyle Realty Partners IV AIV, L P	-	653,809
Carlyle Realty Partners IV, L P	3,809,645	2,649,248
Carlyle Realty Partners V AIV, L P	-	553,489
Carlyle Realty Partners V, L P	-	2,728,102
Carlyle Realty Partners VI, L P	-	1,032,611
Carlyle Realty Partners VII, L.P	3,540,779	6,099,031

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**Investments - Other**

<b>Description</b>	<b>Book Value</b>	<b>Fair Market Value</b>
Carlyle Realty Partners VIII, L P	659,309	446,138
Carlyle Strategic Partners II, L.P.	-	144,426
Carlyle US Equity Opportunity Fund II, L P	3,774,372	3,962,769
Carlyle Venture Partners II, L P.	711,008	1,092,990
Carlyle Venture Partners III, L P	-	79,755
Carlyle/Riverstone Global Energy & Power Fund II, L.P	671,677	504,744
Carlyle/Riverstone TE Partners III, L P	550,066	1,411,708
Clarus IV, L P	711,000	581,361
Clarus Lifesciences III, L P	3,452,077	4,659,524
DAG Ventures III-QP, L P	-	593,525
DAG Ventures II-QP, L P	1,746,808	484,759
DAG Ventures QP, L P	999,159	569,810
DAG Ventures VI, L P	3,802,160	3,783,446
Energy Spectrum Partners V, L P	28,530	54,165
Energy Spectrum Partners VI Azure Midstream, L P	2,075,993	1,384,441
Energy Spectrum Partners VI, L P	74,057	1,406,239
Energy Spectrum Partners VII, L P	3,366,161	4,550,718
Energy Trust Partners III, L P	81,136	186,000
Energy Trust Partners IV, L P	975,234	2,333,610
Energy Trust Partners V, L P	2,825,679	2,850,835
Felicis Venture V, L P	4,260,000	4,724,577
Felicis Venture VI, L P.	900,000	846,691
Frazier Life Sciences IX, L P	1,092,000	1,017,503
Frazier Life Sciences VIII, L P	3,093,392	3,437,599
Genesis Capital I, L P	5,172,774	9,215,873
Greenspring Micro I, L P	1,345,810	1,303,936
Greenspring Micro II, L P	660,000	599,636
Greenspring Opportunities IV, L.P	6,635,999	7,502,338
Greenspring Opportunities V, L P	2,030,000	2,226,001
Harbert European Real Estate Fund II Parallel, L P	-	8,246
High Alpha Capital Fund II, L P	320,000	271,026
Highland Capital Partners 10, L.P	360,000	313,149
ICON Ventures V, L.P.	7,636,666	5,718,957
ICON Ventures VI, L P.	3,341,517	3,519,364
Investments - Alt Inv - Annual Report	1,191,601	1,191,601
KKR Americas Fund XII, L.P.	2,449,045	2,408,794
KKR Asian Fund III, L.P.	1,050,055	1,150,171
KKR Energy Income and Growth Fund I-TE, L P	5,356,494	5,487,922
KKR Health Care Strategic Growth Fund, L P	889,727	984,499
KKR Special Situations Fund II, L.P	4,972,638	5,334,671
KPCB Digital Growth Fund III, LLC	7,906,572	8,201,457
KPCB XVII, LLC	3,840,000	3,721,316
KSL Capital Part Credit Opp Fnd II, L P	645,207	633,555
KSL Capital Partners IV, L P	2,497,106	3,221,096
Lazard EM Debt Blend	23,514,274	22,475,874
Lightstone Ventures II, L P.	326,700	534,461
Lightstone Ventures, L P	2,313,767	4,139,261

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**Investments - Other**

<b>Description</b>	<b>Book Value</b>	<b>Fair Market Value</b>
M/C Partners VII, L P	1,951,635	4,454,142
M/C Venture Partners V L P	-	1,557
M/C Venture Partners VI, L P	-	3,482
Mayfield Select, L P	700,000	1,210,059
Mayfield XV, L P	740,000	1,016,265
Meritech Capital Partners II, L P	-	338,886
Meritech Capital Partners III, L P	-	45,341
Meritech Capital Partners IV, L P	220,335	4,944,573
Meritech Capital Partners V, L.P	7,039,935	10,674,588
Meritech Capital Partners VI, L P	2,025,000	1,903,438
Mondrian Emerging Markets Equity Fund	25,807,305	23,933,547
Morgenthaler Partners VII, L P	1,741,899	18,239
Morgenthaler Partners VIII, L P	-	1,594,317
Morgenthaler Private Equity Partners II, L P	2,742,379	3,131,528
Morgenthaler Private Equity Partners, L P	2,173,439	5,189,627
Morgenthaler Venture Partners IX, L P.	627,798	3,564,923
MTS-MKG, LLC	1,816,585	3,070,397
Newbridge Asia IV, L.P	-	141,443
NFX Capital Fund I, L P	1,485,000	1,599,758
NGP Natural Resources XI, L P	5,978,747	7,803,157
NGP Natural Resources XII, L.P	2,268,459	2,268,963
Oaktree Emerging Market Opportunities Fund II, L P	1,230,000	1,178,625
Oaktree Emerging Market Opportunities Fund, L P	-	1,259,443
Oaktree Opportunities Fund IX, L P	6,815,987	7,931,158
Oaktree Opportunities Fund X, L P.	8,176,068	10,332,885
Oaktree Opportunities Fund Xb, L P	1,875,000	1,763,656
Oaktree Principal Fund V, L P	935,995	1,378,280
Oaktree Real Estate Opportunities Fund IV, L P	-	436,275
Oaktree Real Estate Opportunities Fund V, L P.	-	417,344
Oaktree Real Estate Opportunities Fund VI, L P.	1,392,427	4,859,198
Oaktree Real Estate Opportunities Fund VII, L P	4,062,533	5,255,129
Oaktree US Senior Loan Fund	41,152,125	41,626,180
OCM Asia Principal Opportunities Fund, L P	754,225	125,510
OCM European Credit Opportunities Fund, L.P	18,134,854	106,673
OCM European Principal Opportunities Fund II, L P.	49,230	146,187
OCM High Yield Limited Partnership	40,693,953	35,911,860
OCM High Yield Plus Feeder Fund, L P	-	1,708,274
OCM Japan Opportunities Fund, L.P	-	203,714
OCM Opportunities Fund V, L P	-	118,441
OCM Opportunities Fund VI, L P	-	1,211
OCM Opportunities Fund VII, L P	-	485,564
OCM Opportunities Fund VIIB, L.P.	-	428,425
OCM Opportunities Fund VIII Cayman, LTD	-	300,788
OCM Opportunities Fund VIIB Cayman, L P.	1,273,617	2,852,805
OCM Principal Opportunities Fund III, L P	-	16,266
OCM Principal Opportunities Fund IV, L P	-	78,798
Openview Venture Partners V, L P	2,539,700	3,180,215

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**Investments - Other**

Description	Book Value	Fair Market Value
Pioneer Square Ventures Fund I, L P	1,000,000	943,890
Questmark Partners IV, L P	3,349,348	4,926,385
Redpoint Omega II, L P	2,779,885	4,414,926
Redpoint Omega III, L P	1,436,363	1,426,977
Redpoint Omega, L P	-	4,963,157
Redpoint Ventures II, L P.	-	139,164
Redpoint Ventures III, L P	48,116	988,580
Redpoint Ventures IV, L P	1,722,416	2,739,029
Redpoint Ventures V, L P.	1,987,444	4,503,169
Redpoint Ventures VI, L P	5,160,000	5,917,165
Redpoint Ventures VII, L.P	1,505,000	1,545,533
Resurgens Technology Partners, L P	1,634,101	1,648,020
Riverstone Global Energy & Power Fund V, L P	5,596,038	5,686,552
Riverstone Global Energy & Power Fund VI, L P	5,773,630	6,299,450
Riverstone/Carlyle TE Partners IV, L P	2,704,321	3,183,074
RREEF Global Opportunities Fund II, L P	2,423,249	36,341
Sands Capital Private Growth Fund II, L P	3,353,751	7,527,807
Sands Capital Private Growth Fund III, L P	888,460	868,846
Sands Capital Private Growth Fund II-MB	600,000	590,304
Sands Capital Private Growth Fund, L P.	1,581,433	3,115,366
TA SDF II DO Feeder, L P	-	54,070
TA SDF II ECM Feeder, L P	10,984	-
TA Subordinated Debt Fund II, L P	-	165,469
TA XI DO Feeder, L P	-	366,735
TA XI ECM Feeder, L P	22,712	35,517
TA XI FS-A Feeder, L P	203,776	257,500
TA XI NX AIV, L P	-	54,903
TA XI SMM Feeder, L P	56,831	23,260
TA XI, L P	-	3,853,296
TPG Asia V Delaware, L.P	426,066	410,242
TPG Asia V Devon AIV 2, L P	60,782	-
TPG Asia V DFI AIV I, L P	-	569
TPG Asia V SF AIV, L P	-	339,005
TPG Asia V, L P	116,880	666,961
TPG Asia VI, L P	5,259,168	6,747,479
TPG Asia VII, L P.	1,598,568	1,511,674
TPG Biotech Part Engage Therapeutics	1,500,000	1,494,090
TPG Biotech Part Entasis Therapeutics	2,875,130	905,279
TPG Biotech Part IV Unchained Labs	2,637,600	2,629,991
TPG Biotechnology Partners IV, L P	3,645,414	3,709,557
TPG Biotechnology Partners V, L P	2,902,506	2,636,184
TPG Bluegrass V - AIV 1, L P	-	597
TPG Growth III, L P	3,010,026	4,595,878
TPG Growth IV, L P.	1,405,459	1,306,935
TPG Luna V AIV, L P	12,094	82,384
TPG Media V - AIV 1, L P	37,043	94,535
TPG Partners III, L P	-	6,599

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**Investments - Other**

<b>Description</b>	<b>Book Value</b>	<b>Fair Market Value</b>
TPG Partners IV, L P	-	10,132
TPG Partners V - AIV, L P.	-	1,793
TPG Partners V, L P	-	261,946
TPG Partners VI, L P	7,453	1,457,822
TPG Partners VII, L P	8,465,960	10,367,087
TPG Real Estate Partners II, L P.	1,750,407	3,476,443
TPG Umbrella IV, L P	155,327	81,488
TPG V Hamlet AIV, L.P	414,760	51,331
TPG V VE AIV I, L P	15,355	16,509
Unicorn Partners Fund I, L P	3,796,778	5,091,492
Unicorn Partners Fund II, L P	1,495,857	1,620,108
Valpoint Energy Partners II, L P	1,500,000	1,692,715
Varo Coinvestment, L P	567,973	2,607,881
Versant Venture Capital I, L P	-	39,045
Versant Venture Capital II, L P	304,292	380,095
Versant Venture Capital III, L P.	1,494,285	1,741,894
Versant Venture Capital IV, L P	914,534	3,069,539
Versant Venture Capital V, L P	7,482,258	17,239,395
Versant Venture Capital VI, L P	4,090,322	5,226,531
Versant Venture Capital VII, L P	542,000	504,744
Voyager Capital Fund IV, L.P	2,736,373	3,821,799
Voyager Capital Fund V, L.P.	209,262	176,650
Warburg Pincus (Bermuda) Private Equity IX, L P	-	87,958
Warburg Pincus (Callisto II) Private Equity X, L P	214,700	173,157
Warburg Pincus China, L.P.	4,104,000	4,991,500
Warburg Pincus Energy, L P.	3,546,196	4,163,494
Warburg Pincus Equity Partners, L P	-	28,997
Warburg Pincus Private Equity IX, L P.	-	503,436
Warburg Pincus Private Equity VIII, L P	-	465,128
Warburg Pincus Private Equity X O&G, L P	321,213	522,736
Warburg Pincus Private Equity X, L P	-	3,241,813
Warburg Pincus Private Equity XI, L P	3,111,536	7,552,883
Warburg Pincus Private Equity XII, L P	7,274,632	8,480,302
Westwood Global Investment Emerging Markets Fund	38,003,582	42,590,773
Windrose Health Investors II, L P	-	94,472
Windrose Health Investors III, L P	-	13,825,395
Windrose Health Investors IV, L P	6,853,161	8,617,680
<b>Total to 990-PF, Part II, Line 13</b>	<b>712,359,888</b>	<b>830,622,736</b>

FORM 990-PF	OTHER INCOME		STATEMENT 1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME/ (LOSS)	16,714,080.	15,033,523.	0.
SECTION 965(A) INCOME INCLUSION	0.	253,522.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	16,714,080.	15,287,045.	0.

FORM 990-PF	LEGAL FEES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REED SMITH LLP	102,646.	26,811.	0.	75,835.
TO FM 990-PF, PG 1, LN 16A	102,646.	26,811.	0.	75,835.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRICEWATERHOUSECOOPERS LLP	82,211.	22,131.	0.	60,080.
DELOITTE TAX, LLP	218,306.	0.	0.	119,081.
DELOITTE & TOUCHE	7,000.	7,000.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	307,517.	29,131.	0.	179,161.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	8,825,661.	8,825,661.	0.	0.
CUSTODIAN FEE	859,476.	859,476.	0.	0.
CONSULTANTS	171,061.	75,863.	0.	95,199.
OTHER PROFESSIONAL FEES	1,294.	1,294.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	9,857,492.	9,762,294.	0.	95,199.



## FORM 990-PF

## TAXES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX PROVISION	1,526,473.	0.	0.	0.
FOREIGN INCOME TAXES WITHHELD	120,696.	120,696.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,647,169.	120,696.	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 AND SUPPLIES	179,830.	60,064.	0.	119,765.
COMPUTER EXPENSES	67,312.	140.	0.	67,172.
DUES AND MEMBERSHIPS	80,045.	0.	0.	80,045.
LIABILITY/WORKERS COMP/ OTHER EXPENSES	74,705.	19,557.	0.	55,148.
	10,118.	2,724.	0.	7,395.
TO FORM 990-PF, PG 1, LN 23	412,010.	82,485.	0.	329,525.

## FORM 990-PF

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

## STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIGATIONS	X		10,361,854.	10,405,885.
TOTAL U.S. GOVERNMENT OBLIGATIONS			10,361,854.	10,405,885.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			10,361,854.	10,405,885.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	922,006,404.	1,095,594,263.
TOTAL TO FORM 990-PF, PART II, LINE 10B	922,006,404.	1,095,594,263.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	364,362,031.	348,819,419.
TOTAL TO FORM 990-PF, PART II, LINE 10C	364,362,031.	348,819,419.

FORM 990-PF		OTHER INVESTMENTS	STATEMENT 10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	COST	712,359,888.	830,622,736.
TOTAL TO FORM 990-PF, PART II, LINE 13		712,359,888.	830,622,736.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
UBI TAX PAYABLE	-1,142,967.	-1,142,967.
FEDERAL EXCISE TAX PAYABLE	-1,613,265.	-2,161,792.
APPROPRIATIONS FOR PROGRAM RELATED ASSETS	93,255,600.	105,446,165.
TOTAL TO FORM 990-PF, PART II, LINE 22	90,499,368.	102,141,406.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LAWRENCE S. BUSCH 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	TRUSTEE/ASST 21.00	TREAS/ADMIN 244,693.	OFFCR 70,912.	0.
SCOTT D. IZZO 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	TRUSTEE/DIRECTOR 45.00	648,930.	82,203.	0.
LISA M. KUZMA 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	SECRETARY/PROGRAM OFFICER 38.00	250,987.	81,698.	0.
SAM REIMAN 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	ASSOCIATE DIRECTOR 38.00	290,406.	94,052.	0.
DOUGLAS L. SISSON 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	TRUSTEE/VP/TREAS./INVSMT OFF. 22.50	431,269.	78,415.	0.
JOHN J. TURCIK 500 GRANT STREET, 41ST FLOOR PITTSBURGH, PA 15219-2502	TRUSTEE/CONTROLLER 12.50	197,893.	60,289.	0.
SEWARD PROSSER MELLON 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE/CHAIRMAN/CEO 0.50	0.	0.	0.
ALISON M. BYERS, PSY.D 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE 0.50	0.	0.	0.
W. RUSSELL G. BYERS, JR. 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE 0.50	0.	0.	0.
CATHARINE MELLON CATHEY 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE 0.50	0.	0.	0.

RICHARD KING MELLON FOUNDATION

25-1127705

CONSTANCE ELIZABETH MELLON KAPP  
500 GRANT STREET, SUITE 4106  
PITTSBURGH, PA 15219-2502

TRUSTEE  
0.50

0. 0. 0.

ARMOUR N. MELLON  
500 GRANT STREET, SUITE 4106  
PITTSBURGH, PA 15219-2502

TRUSTEE/PRESIDENT  
0.50

0. 0. 0.

RICHARD A. MELLON  
500 GRANT STREET, SUITE 4106  
PITTSBURGH, PA 15219-2502

TRUSTEE  
0.50

0. 0. 0.

BRUCE K.M. HENDERSON  
500 GRANT STREET, SUITE 4106  
PITTSBURGH, PA 15219-2502

TRUSTEE  
0.50

0. 0. 0.

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

2,064,178.

467,569.

0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT  
PART VII-B, LINE 5C

STATEMENT 13

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>
1,703,000.	04/23/13	1,703,000.

PURPOSE OF GRANT

PROGRAM RELATED INVESTMENT TOWARD CAPITAL PROJECTS FOR THE ALMONO SITE.

DATES OF REPORTS BY GRANTEE

4/30/18, 7/26/19

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

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>
4,000,000.	03/30/15	4,000,000.

PURPOSE OF GRANTPROGRAM RELATED INVESTMENT TOWARD PURCHASING A TWENTY PERCENT OWNERSHIP  
INTEREST IN THE ALMONO LIMITED PARTNERSHIP.DATES OF REPORTS BY GRANTEE

6/1/18, 7/26/19

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

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, 7/26/19

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  
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MADE.

GRANTEE'S NAME

POWER OF 32 SITE DEVELOPMENT FUND PARTNERS, LP

GRANTEE'S ADDRESS

11 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 GRANT

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

DATES OF REPORTS BY GRANTEE

06/30/17, 8/26/19

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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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, 07/09/19

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 ADDRESS

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

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
1,155,600.	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, 7/26/19

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 ADDRESS

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

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
1,190,565.	03/26/18	1,190,565.

PURPOSE OF GRANT

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

DATES OF REPORTS BY GRANTEE

7/26/19

ANY DIVERSION BY GRANTEE

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RESULTS OF VERIFICATION

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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	5,300,000.

PURPOSE OF GRANT

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

DATES OF REPORTS BY GRANTEE

6/4/18, 7/26/19

ANY DIVERSION BY GRANTEE

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RESULTS OF VERIFICATION

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GRANTEE'S NAME

STRATEGIC INVESTMENT FUND PARTNERSHIP

GRANTEE'S ADDRESS

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

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

PURPOSE OF GRANT

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

DATES OF REPORTS BY GRANTEE

2/9/18, 7/26/19

ANY DIVERSION BY GRANTEE

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RESULTS OF VERIFICATION

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MADE.

GRANTEE'S NAME

STRATEGIC INVESTMENT FUND PARTNERSHIP

GRANTEE'S ADDRESS

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

<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

2/9/18, 7/26/19

ANY DIVERSION BY GRANTEE

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RESULTS OF VERIFICATION

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MADE.

GRANTEE'S NAME

STRATEGIC INVESTMENT FUND PARTNERSHIP

GRANTEE'S ADDRESS

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

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

PURPOSE OF GRANT

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

DATES OF REPORTS BY GRANTEE

2/9/18, 7/26/19

ANY DIVERSION BY GRANTEE

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RESULTS OF VERIFICATION

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MADE.

GRANTEE'S NAME

THREAD INTERNATIONAL PBC, INC.

GRANTEE'S ADDRESS

7800 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

11/9/18, 11/6/19

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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FORM 990-PF

SUMMARY OF PROGRAM-RELATED INVESTMENTS

STATEMENT 14

DESCRIPTION

## THE CONSERVATION FUND

PURCHASE OF PROPERTY IN PENNSYLVANIA WILDS, KNOWN AS CLARION  
JUNCTION AND PLUM GROVE, LOCATED IN SOUTHERN NEW YORK AND  
NORTHWESTERN PENNSYLVANIA

AMOUNT

TO FORM 990-PF, PART IX-B, LINE 1

23,000,000.

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.rkmf.org/rkmf/](http://www.rkmf.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  
BNV 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.

# RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

## GRANTS PAID DURING 2018

### Conservation

Allegheny County Parks Foundation 509(a)(1) PC Pittsburgh, PA toward two-year support of operations	\$250,000
Allegheny Land Trust 509(a)(1) PC Sewickley, PA toward two-year support of land conservation in Allegheny County	\$110,000
American Chestnut Foundation 509(a)(1) PC Asheville, NC to restore 1,500 chestnut trees at the Flight 93 National Memorial and 10,000 trees in at least six of the focal geographies identified by the Richard King Mellon Foundation	\$100,000
American Rivers, Inc. 509(a)(1) PC Washington, DC toward two-year support of river restoration in 11 key landscapes in western Pennsylvania and Georgia's Flint River	\$200,000
Appalachian Mountain Club 509(a)(1) PC Boston, MA to acquire the 26,750-acre Pleasant River Headwaters parcel in Maine's 100-Mile Wilderness Region and establish it as a certified, sustainable working forest	\$2,000,000
Appalachian Mountain Club 509(a)(1) PC Boston, MA to acquire the Pleasant River Headwaters Forest parcel in Maine's 100-Mile Wilderness Region and establish it as a certified, sustainable working forest	\$8,000,000
Carnegie Institute 509(a)(1) PC Pittsburgh, PA to remedy flood damage at Powdermill Nature Reserve	\$50,000
Chesapeake Bay Foundation, Inc. 509(a)(1) PC Annapolis, MD toward three-year support to improve the water quality of Pennsylvania's rivers and streams by reducing agricultural nutrient and sediment pollution	\$300,000
The Conservation Fund 509(a)(1) PC Arlington, VA toward purchase of property in the Pennsylvania Wilds known as Clarion Junction	\$5,000,000
Flint River Quarum, Inc. 509(a)(2) PC Albany, GA toward capital improvements related to life safety systems, equipment replacement, and energy efficient upgrades	\$275,000
Foundation for California University of Pennsylvania 509(a)(1) PC California, PA toward two-year support to conserve and restore fish and wildlife habitat in the Foundation's 11 focal geographies	\$400,000
Foundation for Pennsylvania Watersheds 509(a)(3) under 170(b)(1)(A)(viii) SO-I Alexandria, PA toward watershed restoration and planning within the 11 priority landscapes in western Pennsylvania	\$500,000
Foundation for Pennsylvania Watersheds 509(a)(3) under 170(b)(1)(A)(viii) SO-I Alexandria, PA toward stream assessments within the 11 priority landscapes in western Pennsylvania	\$125,000
Friends of the Pittsburgh Urban Forest 509(a)(1) PC Pittsburgh, PA toward two-year support of operations (\$200,000) and expansion of the municipal technical assistance program (\$50,000)	\$100,000

# RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

## GRANTS PAID DURING 2018

Friends of the Pittsburgh Urban Forest Pittsburgh, PA	509(a)(1) PC	\$50,000
toward two-year support of operations (\$200,000) and expansion of the municipal technical assistance program (\$50,000)		
Girl Scouts Western Pennsylvania Pittsburgh, PA	509(a)(1) PC	\$766,500
toward a partnership with the Student Conservation Association that will increase the number of girls who are confident outdoor citizens and environmental stewards		
Loyalhanna Watershed Association, Inc. Ligonier, PA	509(a)(1) PC	\$173,000
toward two-year support of operations and to update the 2005 Loyalhanna Watershed Assessment Plan		
Mountain Watershed Association, Inc. Melcroft, PA	509(a)(1) PC	\$75,000
toward two-year support of restoration efforts in Indian Creek and Jacob's Creek watersheds and to provide energy updates to the office building		
National Fish and Wildlife Foundation Washington, DC	509(a)(1) PC	\$283,334
toward three-year support of restoration projects in the 11 focal geographies to achieve the forest and freshwater habitat and species goals detailed in the Western Pennsylvania Restoration Plan		
Natural Areas Association Ligonier, PA	509(a)(2) PC	\$35,000
toward costs associated with sending Pennsylvania natural area managers to the 2019 Natural Areas Conference in Pittsburgh, and to publish a special Pennsylvania issue of the Natural Areas Journal		
Nine Mile Run Watershed Association, Inc. Pittsburgh, PA	509(a)(1) PC	\$175,000
toward two-year support of restoration efforts of Nine Mile Run Watershed and to offer expertise to regional organizations		
PA Cleanways Greensburg, PA	509(a)(1) PC	\$100,000
to perform a comprehensive litter study, develop a community guide to building convenience centers, and conduct a strategic review of the organization		
Pennsylvania Environmental Council, Inc. Pittsburgh, PA	509(a)(1) PC	\$650,000
toward two-year support of land and water conservation efforts in western Pennsylvania and to revitalize the PA Organization for Watersheds and Rivers		
Pennsylvania Federation of Sportsmen's Clubs Endowment Foundation Harrisburg, PA	509(a)(3) SO-I	\$50,000
to hire an outside consultant to review the organizational structure of Pennsylvania Federation of Sportsmen's Clubs		
Pennsylvania Parks and Forests Foundation Camp Hill, PA	509(a)(1) PC	\$240,000
toward support of the Outdoor Corps and evaluation of the Conservation Landscapes Program		
Pennsylvania Resources Council, Inc. Pittsburgh, PA	509(a)(2) PC	\$60,000
to define and execute a leadership transition/strategic plan and develop a recycled paper cooperative in western Pennsylvania		
Pennsylvania Resources Council, Inc. Pittsburgh, PA	509(a)(2) PC	\$50,000
toward three-year support of a collaboration among five conservation nonprofits to share financial services		

# RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

## GRANTS PAID DURING 2018

Pennsylvania State University Philanthropic Fund University Park, PA	509(a)(1) PC	\$5,000
toward expenses associated with the Private Forest Landowners Conference		
Pittsburgh Community Broadcasting Corporation Pittsburgh, PA	509(a)(1) PC	\$65,000
toward production of a radio series covering issues regarding native species, habitat, restoration, and conservation in western Pennsylvania		
Pittsburgh Parks Conservancy Pittsburgh, PA	509(a)(1) PC	\$50,000
to complete data collection and conduct a comprehensive public listening tour to create an equitable park investment strategy to restore Pittsburgh's parks		
Regional Trail Corporation West Newton, PA	509(a)(1) PC	\$7,000
toward the purchase of excavator attachments for trail maintenance		
Rivers of Steel Heritage Corporation Homestead, PA	509(a)(1) PC	\$250,000
to support the integration of the Explorer riverboat and its educational programming into the organization		
Ruffed Grouse Society Coraopolis, PA	509(a)(2) PC	\$100,000
to implement early successional habitat management plans; automate four major business processes; leverage GIS technology data; and conduct a national search for a CEO and achieve methodical transition		
Scenic Amenca Washington, DC	509(a)(1) PC	\$90,000
to develop a pilot with Scenic Pittsburgh that will promote affiliate sustainability, create a scalable affiliate model, and develop a joint communication strategy and web presence		
Trout Unlimited Arlington, VA	509(a)(1) PC	\$322,500
toward two-year support of planning, implementation, and technical services to reconnect and restore coldwater habitat across western Pennsylvania focal geographies, and updating data on Eastern Brook Trout habitat in key landscapes		
Trust for Public Land San Francisco, CA	509(a)(1) PC	\$20,000
toward two-year support to manage and update the Western Pennsylvania Business Plan for Restoration of Healthy Forests and Freshwater Habitat Analysis, the website, and project decision support tool		
US Water Alliance Washington, DC	509(a)(1) PC	\$10,000
to support a Pittsburgh Water Leaders Delegation at the 2018 One Water Summit		
Western Pennsylvania Conservancy Pittsburgh, PA	509(a)(1) PC	\$615,000
toward acquisition, protection, and restoration of property in the Loyalhanna watershed to improve water quality and the corridor along Route 30		
Western Pennsylvania Conservancy Pittsburgh, PA	509(a)(1) PC	\$1,615,000
toward two-year support to implement Pittsburgh's Street Tree Management Plan; to purchase and protect several properties in the Laurel Highlands; and advance the Western Pennsylvania Business Plan for Restoration of Forests and Freshwater Habitats		
Western Pennsylvania Conservancy Pittsburgh, PA	509(a)(1) PC	\$135,000
toward two-year support to implement Pittsburgh's Street Tree Management Plan; to purchase and protect several properties in the Laurel Highlands; and advance the Western Pennsylvania Business Plan for Restoration of Forests and Freshwater Habitats		

# RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

## GRANTS PAID DURING 2018

Western Pennsylvania Conservancy	509(a)(1) PC	\$13,465
Pittsburgh, PA		
toward three-year support of the French Creek Collaborative (\$275,000) and toward a land conservation fund (\$450,000) for work in that watershed		
Western Pennsylvania Conservancy	509(a)(1) PC	\$176,422
Pittsburgh, PA		
toward three-year support of the French Creek Collaborative (\$275,000) and toward a land conservation fund (\$450,000) for work in that watershed		
Western Pennsylvania Conservancy	509(a)(1) PC	\$500,000
Pittsburgh, PA		
toward purchase of property in the City of Pittsburgh for creation of a park		
Westmoreland Cleanways	509(a)(1) PC	\$10,000
Latrobe, PA		
to develop a strategic plan for the design and construction of a regional recycling center		
Wildlife Leadership Academy	509(a)(1) PC	\$125,000
Lewisburg, PA		
toward two-year support of the Wildlife Leadership Academy		
Wildlife Management Institute, Inc.	509(a)(1) PC	\$50,000
Cabot, VT		
to increase young forest habitat in regional focal geographic areas of the Foundation's conservation business plan		
<b>Total Conservation (46 items)</b>		<b>\$24,277,221</b>

### Education

Carlow University	509(a)(1) PC	\$250,000
Pittsburgh, PA		
toward two-year support to establish the Hub for Workforce Development and Innovation		
CCBC Foundation	509(a)(1) PC	\$1,000,000
Monaca, PA		
toward expansion/capital to support the process technology program		
Chatham University	509(a)(1) PC	\$766,000
Pittsburgh, PA		
toward three-year support to launch the Kitchen Innovation Lab and GIS mapping for agricultural and food businesses in the region		
The Citizen Science Lab	509(a)(1) PC	\$575,000
Pittsburgh, PA		
toward two-year support to open a revenue generating community wetlab in Pittsburgh's South Hills		
Communities In Schools of Pittsburgh-Allegheny County, Inc.	509(a)1 PC	\$50,000
Pittsburgh, PA		
toward Integrated Student Support services within the Sto-Rox school district		
Coro Center for Civic Leadership	509(a)(1) PC	\$300,000
Pittsburgh, PA		
toward support of operations		
Duquesne University of the Holy Spirit	509(a)1 PC	\$4,000,000
Pittsburgh, PA		
toward renovations to Rockwell Hall		
EDSYS, Inc	509(a)(1) PC	\$35,000
Pittsburgh, PA		
toward two-year support of outdoor recreational opportunities for students at City Charter High School		

# RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

## GRANTS PAID DURING 2018

Fund for Advancement of Minorities Through Education Pittsburgh, PA toward two-year support of operations	509(a)(1) PC	\$325,000
Holy Family Institute Pittsburgh, PA toward two-year support of operations for Nazareth Prep High School	509(a)(1) PC	\$375,000
Imani Christian Academy Pittsburgh, PA toward two-year support of operations	509(a)(1) PC	\$250,000
Imani Christian Academy Pittsburgh, PA toward two-year support of operations	509(a)(1) PC	\$250,000
Ligonier Valley School District Ligonier, PA toward two-year support of operations	GOVT/PUBLIC BODY GOV	\$355,000
toward the purchase of literacy and student learning management software licensing, technology hardware, retrofit a media center, and reformat classroom space in four school buildings		
Pennsylvania Treasury Department Harrisburg, PA toward two-year support of a demonstration project to establish new PA 529 college saving accounts in Westmoreland County	GOVT/PUBLIC BODY GOV	\$250,000
Robert Morris University Moon Township, PA toward three-year support to renovate the John Jay School of Engineering, Mathematics, and Science building	509(a)(1) PC	\$5,000,000
Seton Hill University Greensburg, PA toward three-year support to establish an Office of Academic Innovation and Planning	509(a)(1) PC	\$166,666
St. Edmund's Academy Pittsburgh, PA toward construction of the Signature Experience Flex Lab	509(a)(1) PC	\$500,000
University of Pittsburgh Pittsburgh, PA to support the Manufacturing Assistance Center in Homewood via staffing and scholarships for low-income individuals	509(a)(1) PC	\$100,000
University of Pittsburgh Pittsburgh, PA to support the Manufacturing Assistance Center in Homewood via staffing and scholarships for low-income individuals	509(a)(1) PC	\$58,500
University of Pittsburgh Pittsburgh, PA to engage a consultant to assist with the distribution and marketing of "Burden of Genius: Dr. Thomas Starzl's Journey into Organ Transplantation"	509(a)(1) PC	\$100,000
University of Pittsburgh Pittsburgh, PA to fabricate removable complete dental prosthesis using three currently acceptable forms of manufacturing	509(a)(1) PC	\$295,000
University of Pittsburgh Pittsburgh, PA to develop a feature film and memorial statue as part of the Dr. Thomas Starzl Archives Initiative	509(a)(1) PC	\$100,000
University of Pittsburgh, School of Social Work Pittsburgh, PA toward two-year support of the Pitt Assisted Communities and Schools program in Homewood	509(a)(1) PC	\$335,000

# RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

## GRANTS PAID DURING 2018

Valley School of Ligonier	509(a)(1) PC	\$1,250,000
Ligonier, PA		
toward two-year support of operations (\$1,000,000) and capital needs (\$250,000)		
Westminster College	509(a)(1) PC	\$1,000,000
New Wilmington, PA		
toward three-year support to expand the Hoyt Science Center		
Westmoreland County Community College Educational Foundation, Inc.	509(a)(3) SO-III FI	\$600,000
Youngwood, PA		
toward capital and technology needs for the Science Innovation Center		
Wireless Neighborhoods	509(a)(1) PC	\$150,000
Pittsburgh, PA		
toward two-year support for educational out-of-school programs, which serve primarily minority and lower income Pittsburgh Public School students		
<b>Total Education (27 items)</b>		<b>\$18,436,166</b>
<b>Human Services</b>		
Adelphi Foundation	509(a)(1) PC	\$1,800,000
Latrobe, PA		
toward two-year support of construction of the Youth and Family Center		
Albert Schweitzer Fellowship - Pittsburgh	509(a)(1) PC	\$75,000
Pittsburgh, PA		
toward two-year support of capacity building efforts		
Amachi Pittsburgh	509(a)(1) PC	\$200,000
Pittsburgh, PA		
toward support of operations and capacity building efforts		
Arc Human Services, Inc.	509(a)(1) PC	\$400,000
Washington, PA		
to implement five key technology platforms		
Auberle	509(a)(1) PC	\$250,000
McKeesport, PA		
toward two-year support to scale three very successful and innovative programs: the Employment Institute, the 412 Youth Zone, and SNAP		
Bethlehem Haven of Pittsburgh	509(a)(1) PC	\$125,000
Pittsburgh, PA		
toward two-year support of operations and capacity building efforts		
Bethlen Home of the Hungarian Reformed Federation of America	509(a)(2) PC	\$45,000
Ligonier, PA		
toward two-year support of the InterGenerational Wellness Program		
The Board of Trustees of the Leland Stanford Junior University	509(a)(1) PC	\$427,661
Palo Alto, CA		
toward three-year support to develop PretermConnect, a mobile-digital application to reduce infant mortality rates in Allegheny County, Pennsylvania		
Boys and Girls Clubs of Western Pennsylvania	509(a)1 PC	\$125,000
Pittsburgh, PA		
toward two-year support to consolidate youth programming at Hosanna House in Wilkesburg		
C. R. Jrs. Chip, Inc.	509(a)(1) PC	\$250,000
Pittsburgh, PA		
toward two-year support to construct a new learning center at The Bob O'Connor Golf Course in Schenley Park		
C. R. Jrs. Chip, Inc.	509(a)(1) PC	\$250,000
Pittsburgh, PA		
toward two-year support to construct a new learning center at The Bob O'Connor Golf Course in Schenley Park		



# RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

## GRANTS PAID DURING 2018

Catalyst Connection 509(a)(1) PC Pittsburgh, PA toward programs to increase advanced manufacturing and robotics careers (\$250,000) and operating support (\$500,000)	\$125,000
Catalyst Connection 509(a)(1) PC Pittsburgh, PA toward programs to increase advanced manufacturing and robotics careers (\$250,000) and operating support (\$500,000)	\$500,000
Center for Hope 509(a)(1) PC Ambridge, PA toward three-year support of The Wellness Center, a collaboration between Center For Hope and the Robert Morris University School of Nursing	\$365,000
The Center That C.A.R.E S. 509(a)(1) PC Pittsburgh, PA toward costs associated with the renovation of the community center (\$150,000) and as match funds to establish a building maintenance reserve fund (\$50,000)	\$50,000
The Challenge Program, Inc. 509(a)(1) PC Johnstown, PA toward two-year support of the Step Up program connecting 11th and 12th grade career and technology center students to employers	\$125,000
Chestnut Ridge Community Volunteer Fire Department 509(a)(1) PC Stahlstown, PA toward replacement of a rescue truck	\$175,000
Children's Aid Home Programs of Somerset County, Inc 509(a)(2) PC Somerset, PA toward comprehensive mental health treatment for youth	\$250,000
Children's Hospital of Pittsburgh Foundation 509(a)(1) PC Pittsburgh, PA toward the Supportive Care Program at UPMC Children's Hospital	\$20,000
City Mission-Living Stones, Inc. 509(a)(1) PC Uniontown, PA toward two-year support of operations	\$100,000
The Coalition for a Brighter Greene 509(a)(2) PC Waynesburg, PA toward start-up and operating support (\$25,000), and a matching gift to launch an annual campaign (\$50,000)	\$25,000
Community Empowerment Association, Inc. 509(a)(1) PC Pittsburgh, PA toward support of a work-readiness training program	\$100,000
Community Empowerment Association, Inc. 509(a)(1) PC Pittsburgh, PA toward a pilot work readiness and training program in partnership with Community College of Allegheny County for credit/certificate courses	\$54,459
Community Empowerment Association, Inc. 509(a)(1) PC Pittsburgh, PA toward a pilot work readiness and training program in partnership with Community College of Allegheny County for credit/certificate courses	\$34,011
Community Empowerment Association, Inc. 509(a)(1) PC Pittsburgh, PA toward a pilot work readiness and training program in partnership with Community College of Allegheny County for credit/certificate courses	\$11,530
Computer Reach 509(a)(1) PC Pittsburgh, PA toward support of operations	\$50,000

# RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

## GRANTS PAID DURING 2018

Conservation Consultants, Inc. 509(a)(1) PC Pittsburgh, PA to deliver energy-efficient, healthy homes to low-income Pittsburgh residents and the elderly residing in the neighborhoods of Larimer and Homewood	\$175,000
County of Allegheny, Department of Human Services GOVT/PUBLIC BODY GOV Pittsburgh, PA toward two-year support of the Home-Based Family Recovery Program	\$450,000
DePaul School for Hearing and Speech 509(a)(1) PC Pittsburgh, PA to create a new, safe, and secure entryway for the school	\$250,000
East End Cooperative Ministry 509(a)(1) PC Pittsburgh, PA toward support of operations	\$500,000
East Liberty Family Health Care Center, Inc. 509(a)(1) PC Pittsburgh, PA toward renovations and relocation of the Lincoln Lemington facility	\$1,000,000
Easter Seals Western and Central Pennsylvania 509(a)(2) PC Pittsburgh, PA toward purchase of accounting and donor management software	\$66,000
Every Child, Inc. 509(a)(1) PC Pittsburgh, PA toward technology infrastructure upgrades	\$130,000
Family Pathways 509(a)(1) PC Butler, PA toward construction of a state-of-the-art training facility to serve the needs of Butler County individuals, families, non-profits, and businesses	\$350,000
FOR Sto-Rox Neighborhood Corporation 509(a)(1) PC McKees Rocks, PA toward two-year support of operations	\$275,000
The Forbes Funds 509(a)(3) SO-I Pittsburgh, PA toward capacity building services for community-based nonprofits (\$100,000) and to pilot a new cohort-based program, LEAP Ambassadors/PIOSA, designed to foster organizational development (\$25,000)	\$25,000
The Forbes Funds 509(a)(3) SO-I Pittsburgh, PA toward capacity building services for community-based nonprofits (\$100,000) and to pilot a new cohort-based program, LEAP Ambassadors/PIOSA, designed to foster organizational development (\$25,000)	\$25,000
Greene County Memorial Hospital Foundation 509(a)(1) PC Waynesburg, PA toward construction of a recreation center (\$250,000) and support of operations (\$250,000)	\$500,000
Habitat for Humanity of Greater Pittsburgh 509(a)(1) PC Pittsburgh, PA toward support of operations (\$100,000) and Pittsburgh's Affordable Homeownership Program (\$400,000)	\$500,000
Higher Achievement Program, Inc. 509(a)(1) PC Pittsburgh, PA toward programs serving Homewood students	\$280,000
Homewood Children's Village 509(a)(1) PC Pittsburgh, PA toward support of operations	\$750,000
Hosanna House, Inc. 509(a)(1) PC Wilkinsburg, PA toward support of operations and kitchen improvements at the Sherwood Campus	\$350,000

# RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

## GRANTS PAID DURING 2018

Jeremiah's Place - Pittsburgh Relief Nursery Pittsburgh, PA toward two-year support of operations	509(a)(1) PC	\$150,000
Laurel Area Interfaith Volunteer Caregivers, Inc. Latrobe, PA toward three-year support of operations to build financial sustainability and strengthen organizational capacity	509(a)(1) PC	\$25,000
Manchester Youth Development Center, Inc. Pittsburgh, PA toward two-year support of operations	509(a)(1) PC	\$300,000
Milestone Centers, Inc Pittsburgh, PA to improve client outcomes and agency efficiencies through data analytics	509(a)(1) PC	\$300,000
Mount Ararat Community Activity Center, Inc. Pittsburgh, PA toward support of operations	509(a)(1) PC	\$100,000
Open Hand Ministries, Inc. Pittsburgh, PA toward a three-year effort to improve home ownership rates for low- to moderate-income minority families in Pittsburgh's East End	509(a)(1) PC	\$150,000
Pennsylvania Organization for Women in Early Recovery Pittsburgh, PA toward support of operations	509(a)(1) PC	\$220,000
The Pittsburgh Foundation Pittsburgh, PA toward support of the Community Foundation of Westmoreland County's Healthy Communities Program	509(a)(1) PC	\$300,000
The Pittsburgh Foundation Pittsburgh, PA toward support of the Community Foundation of Westmoreland County's Healthy Communities Program	509(a)(1) PC	\$25,000
Pittsburgh Mercy Health System Pittsburgh, PA toward two-year support of care manager services	509(a)(3) SO-II	\$78,000
The Poise Foundation Pittsburgh, PA to develop an education program to build African-American executive leadership	509(a)(1) PC	\$100,000
Presbyterian SeniorCare Oakmont, PA toward two-year support to spark interest in careers in the healthcare economy in middle and high school students	509(a)(2) PC	\$362,500
Pressley Ridge Pittsburgh, PA toward construction of a new School for Autism and School for the Deaf	509(a)(1) PC	\$1,500,000
Program to Aid Citizen Enterprise Pittsburgh, PA to perform a review Amachi Pittsburgh's financial infrastructure and facilitate a process of implementing financial management policies and procedures	509(a)(1) PC	\$15,000

# RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

## GRANTS PAID DURING 2018

RAND Corporation	509(a)(1) PC	\$135,000
Pittsburgh, PA		
to assess whether Grow Pittsburgh's Learning Garden Program increases students' fruit and vegetable preferences, willingness to taste, knowledge, and consumption at school		
Rebuilding Together Pittsburgh	509(a)(1) PC	\$250,000
Pittsburgh, PA		
to rehabilitate housing for low-income homeowners in Homewood		
Small Seeds Development, Inc.	509(a)(1) PC	\$130,000
Pittsburgh, PA		
toward support of the Mother to Son program in Jeanette, PA and a pilot Father and Son program		
Sojourner House	509(a)(1) PC	\$100,000
Pittsburgh, PA		
toward two-year support of operations		
Specialty Outreach Services, Inc.	509(a)(1) PC	\$20,000
Butler, PA		
toward the purchase of vehicles that will support the transportation needs of clients		
St. Clair Memorial Hospital Foundation	509(a)(1) PC	\$1,000,000
Pittsburgh, PA		
toward three-year support to construct a new, state-of-the-art outpatient center to meet growing patient demand and address national trends in medical care		
Thomas and Sandra Usher Camp	PRIVATE FOUNDATION POF	\$150,000
Rector, PA		
toward two-year support of operations and camper scholarships		
Three Rivers Rowing Association	509(a)(1) PC	\$60,000
Pittsburgh, PA		
toward an after-school rowing mentorship program for low-income, at-risk female youth attending Pittsburgh Public middle, high, and charter schools (\$36,000) and one-time support of boathouse renovations (\$24,000)		
Three Rivers Youth	509(a)(1) PC	\$400,000
Pittsburgh, PA		
toward debt-relief strategies		
Tri-City Life Center, Inc.	509(a)(1) PC	\$120,000
Lower Burrell, PA		
toward purchase of a mobile health clinic and three-year support of capacity building efforts		
Trying Together	509(a)(2) PC	\$425,000
Pittsburgh, PA		
to support operations at the Homewood Early Learning Hub (\$400,000) and pilot the Family Check-Up Intervention with 75 Homewood families (\$25,000)		
United Way of Southwestern Pennsylvania	509(a)(1) PC	\$600,000
Pittsburgh, PA		
toward improving education, financial stability, and health outcomes for individuals in Westmoreland, Fayette, and Armstrong counties		
University of Pittsburgh	509(a)(1) PC	\$446,000
Pittsburgh, PA		
toward two-year support to develop a predictive model for opioid overdoses in Allegheny County		
University of Pittsburgh, Graduate School of Public Health	509(a)(1) PC	\$212,500
Pittsburgh, PA		
toward two-year support of the Pittsburgh Violence Prevention Initiative		
Vision To Learn	509(a)(1) PC	\$150,000
Los Angeles, CA		
to provide free eye exams and glasses to students in the Pittsburgh Public Schools, and districts in Westmoreland County		

# RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

## GRANTS PAID DURING 2018

Wesley Family Services	509(a)(2)	PC	\$1,375,000
Pittsburgh, PA			
toward two-year support of costs associated with the merger of Wesley Family Services (\$1,375,000) and construction of an affordable housing/commercial office project (\$2,900,000) in New Kensington			
Wesley Family Services	509(a)(2)	PC	\$2,900,000
Pittsburgh, PA			
toward two-year support of costs associated with the merger of Wesley Family Services (\$1,375,000) and construction of an affordable housing/commercial office project (\$2,900,000) in New Kensington			
Western Pennsylvania School for the Deaf	509(a)(1)	PC	\$250,000
Pittsburgh, PA			
to create additional classrooms and teaching space for the Children's Center			
Women's Center and Shelter of Greater Pittsburgh	509(a)(1)	PC	\$50,000
Pittsburgh, PA			
toward support of operations and capacity building efforts			
<b>Total Human Services (75 items)</b>			<b>\$23,957,661</b>
<b>Regional Economic Development</b>			
African American Cultural Center	509(a)(1)	PC	\$750,000
Pittsburgh, PA			
toward programming for the August Wilson Center			
African American Cultural Center	509(a)(1)	PC	\$600,000
Pittsburgh, PA			
toward support of operations			
Allegheny Cemetery Historical Association	509(a)(1)	PC	\$250,000
Pittsburgh, PA			
toward two-year support of the restoration and preservation of Allegheny Cemetery			
Allegheny Conference on Community Development	509(a)(1)	PC	\$200,000
Pittsburgh, PA			
toward support of a PGHQ2 partnership, housed at Allegheny Conference, to coordinate the efforts of all local jurisdictions, businesses, universities, and foundations working together to secure Amazon's Pittsburgh expansion			
Allegheny Conference on Community Development	509(a)(1)	PC	\$494,000
Pittsburgh, PA			
toward programs to improve the Pittsburgh region's economy and quality of life by fostering business investment and addressing issues affecting its competitiveness			
Bible Center Church, Inc.	509(a)(1)	PC	\$175,000
Pittsburgh, PA			
toward support of Every Day Cafe and the development of Homewood's food-based entrepreneurial ecosystem			
Bricolage	509(a)(2)	PC	\$75,000
Pittsburgh, PA			
toward two-year support to increase audience reach and grow Bricolage's regional and national presence			
Bridgeway Capital	509(a)(1)	PC	\$315,000
Pittsburgh, PA			
to expand the Craft Business Accelerator program			
Carnegie Free Library	509(a)(2)	PC	\$200,000
Connellsville, PA			
toward capital improvements to parking and storage, and installation of an ADA-compliant restroom			

# RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

## GRANTS PAID DURING 2018

Carnegie Mellon University Pittsburgh, PA toward three-year support to launch the Manufacturing Futures Initiative at the Almonzo Mill Building	509(a)(1) PC	\$7,510,000
Children's Museum of Pittsburgh Pittsburgh, PA toward exhibit development	509(a)(1) PC	\$375,000
City Theatre Company, Inc. Pittsburgh, PA toward support of operations	509(a)(1) PC	\$310,000
The Clemente Collection at Engine House 25 Pittsburgh, PA toward two-year support of museum operations	509(a)(1) PC	\$200,000
Community Foundation of Greater Johnstown Johnstown, PA toward a joint grantmaking program with the Richard King Mellon Foundation	509(a)(1) PC	\$450,000
Community Theater Project Corporation Pittsburgh, PA toward support of operations	509(a)(2) PC	\$250,000
East Liberty Development Incorporated Pittsburgh, PA toward two-year support of operations to complete the East Liberty Community Plan	509(a)(1) PC	\$250,000
EcoDistricts Portland, OR toward scholarship support for Pittsburgh-area EcoDistricts Summit attendees	509(a)(1) PC	\$10,000
Economic Growth Connection of Westmoreland Greensburg, PA toward two-year support of program expenses and entrepreneurial real estate initiatives in New Kensington	509(a)(1) PC	\$1,500,000
Fort Ligonier Association Ligonier, PA toward two-year support of operations	509(a)(2) PC	\$250,000
Fort Ligonier Days, Inc. Ligonier, PA toward support of operations and Fort Ligonier Days	509(a)(2) PC	\$45,000
Forward Cities, Inc. Cleveland, OH toward membership in the Forward Cities Network and Community Innovation Accelerators to help advance local inclusive innovation efforts	509(a)(1) PC	\$230,000
Friends of the Riverfront Pittsburgh, PA toward support of operations pertaining to recruitment and deployment of volunteers to provide clean, safe, and well-cared for land and water trails	509(a)(1) PC	\$50,000
Grantmakers of Western Pennsylvania Pittsburgh, PA toward support of operations	509(a)(1) PC	\$23,000

# RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

## GRANTS PAID DURING 2018

Greater Pittsburgh Convention and Visitors Bureau Education Foundation, Inc. Pittsburgh, PA toward two-year support of customer service training	509(a)(3) SO-I	\$50,000
Green Building Alliance Pittsburgh, PA toward support of operations and programs, as well as options to fund one-time furniture replacement, website redevelopment, and continuation of the Pittsburgh Green Story	509(a)(1) PC	\$475,000
Grow Pittsburgh Pittsburgh, PA toward support of operations to expand work in Homewood and to complete a feasibility study for a new greenhouse	509(a)(1) PC	\$143,000
Hazelwood Initiative, Inc. Pittsburgh, PA toward two-year support to purchase and renovate commercial properties in the Hazelwood Business District, and acquire residential properties	509(a)(1) PC	\$1,100,744
The Homewood Cemetery Historical Fund Pittsburgh, PA toward two-year support of the restoration and preservation of the Homewood Cemetery	509(a)(1) PC	\$250,000
Ligonier Borough Ligonier, PA to redevelop the historic Ligonier Diamond Park	GOVT/PUBLIC BODY GOV	\$3,035,000
Ligonier Valley Historical Society Laughlintown, PA toward purchase of a historical property and demolition of a structure on the property	509(a)(1) PC	\$100,000
Manchester Craftsmen's Guild Pittsburgh, PA toward three-year support to catalog, preserve, and disseminate the jazz archival collection	509(a)(1) PC	\$100,000
The Mountain Playhouse, Inc. Jennerstown, PA toward support of operations and a feasibility study for the 80th anniversary capital campaign	509(a)(1) PC	\$245,000
National Aviary Pittsburgh, Inc. Pittsburgh, PA toward two-year support to construct a building to house events and programming (\$1M), and a strategic plan focused on developing resources for conservation efforts (\$75K)	509(a)(1) PC	\$1,075,000
New Hazlett Center for the Performing Arts Pittsburgh, PA toward support of operations and programs	509(a)(1) PC	\$200,000
Northside Industrial Development Company Pittsburgh, PA toward two-year support of operations	509(a)(2) PC	\$475,000
Operation Better Block, Inc. Pittsburgh, PA toward support of operations (\$450,000), capital projects at the James Givner Building (\$125,000), and residential rehab projects (\$100,000)	509(a)(1) PC	\$450,000
PA Cleanways of Allegheny County, Inc. Pittsburgh, PA toward two-year support of operations, website development, business plan development, and storage and moving expenses	509(a)(1) PC	\$40,000
The Pennsylvania State University University Park, PA toward three-year support to facilitate the placement of renewable generation in up to five qualifying municipal water treatment or other public authorities located in the counties of Washington, Greene, Fayette, Westmoreland, Armstrong, and Indiana	509(a)(1) PC	\$50,000

# RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

## GRANTS PAID DURING 2018

Phipps Conservatory, Inc	509(a)(1) PC	\$3,000,000
Pittsburgh, PA		
toward capital projects to complete the Living Campus as well as restore the nineteenth-century glasshouse complex		
Pittsburgh Ballet Theatre, Inc.	509(a)(1) PC	\$100,000
Pittsburgh, PA		
toward a collaboration between the Pittsburgh Ballet Theatre and the Dance Theatre of Harlem to perform at the August Wilson Center		
Pittsburgh Ballet Theatre, Inc.	509(a)(1) PC	\$350,000
Pittsburgh, PA		
toward support of operations and a merchandising partnership with local makers		
Pittsburgh Community Reinvestment Group	509(a)(1) PC	\$10,000
Pittsburgh, PA		
toward support of community leaders and advocates to attend Rail~Volution 2018 and learn and incorporate state-of-the-art tools to create livable communities through transit		
The Pittsburgh Foundation	509(a)(1) PC	\$10,000
Pittsburgh, PA		
to create a strategic plan for the National Society of Minorities in Hospitality		
Pittsburgh Gateways Corporation	509(a)(1) PC	\$225,000
Pittsburgh, PA		
toward two-year support of facilities improvements to the Energy Innovation Center		
Pittsburgh Gateways Corporation	509(a)(1) PC	\$1,000,000
Pittsburgh, PA		
toward two-year support of facilities improvements to the Energy Innovation Center		
Pittsburgh Glass Center, Inc.	509(a)(1) PC	\$300,000
Pittsburgh, PA		
toward support of operations (\$250,000) and capital improvements (\$50,000)		
Pittsburgh Hispanic Development Corporation	509(a)(1) PC	\$62,500
Pittsburgh, PA		
toward two-year support of the Hispanic business incubator project and housing initiative (\$125,000), and to build out the interior of the Beechview incubator space (\$250,000)		
Pittsburgh Opera, Inc.	509(a)(1) PC	\$400,000
Pittsburgh, PA		
toward support of operations		
Pittsburgh Parks Conservancy	509(a)(1) PC	\$350,000
Pittsburgh, PA		
toward two-year support of watershed restoration, green infrastructure, and park management projects		
Pittsburgh Partnership for Neighborhood Development	509(a)(3) SO-I	\$250,000
Pittsburgh, PA		
toward two-year support of the North Homewood Avenue Transformation Initiative		
Pittsburgh Playwrights Theatre Company	509(a)(1) PC	\$25,000
Pittsburgh, PA		
toward production of August Wilson's King Hedley II to take place at the childhood home of August Wilson, April 27th - June 3rd		
The Pittsburgh Public Theater Corporation	509(a)(1) PC	\$300,000
Pittsburgh, PA		
toward support of operations		
Pittsburgh Symphony, Inc.	509(a)(2) PC	\$400,000
Pittsburgh, PA		
toward support of operations and evaluation of leadership candidates for the POPS concert series		



# RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

## GRANTS PAID DURING 2018

Pittsburgh Symphony, Inc.	509(a)(2) PC	\$15,000
Pittsburgh, PA		
to engage a consultant to undertake a financial analysis and provide direction to maximize revenues of the capital asset of Heinz Hall		
Pittsburgh Symphony, Inc.	509(a)(2) PC	\$10,000
Pittsburgh, PA		
to engage a consultant to undertake a financial analysis and provide direction to maximize revenues of the capital asset of Heinz Hall		
Pittsburgh Trust for Cultural Resources	509(a)(1) PC	\$50,000
Pittsburgh, PA		
to conduct a series of risk assessments for organizations located in the Cultural District to determine cybersecurity status and identify gaps		
Pittsburgh Trust for Cultural Resources	509(a)(1) PC	\$150,000
Pittsburgh, PA		
toward support of the 2018 Pittsburgh International Festival of Firsts		
The Progress Fund	509(a)(1) PC	\$300,000
Greensburg, PA		
toward lending and investments in economic opportunities for rural communities and small towns in southwestern Pennsylvania		
The Progress Fund	509(a)(1) PC	\$350,000
Greensburg, PA		
toward two-year support to expand lending activities to bring Trail Town expertise to opportunities within the Pittsburgh urban core		
PublicSource, Inc	509(a)(1) PC	\$375,000
Pittsburgh, PA		
toward support of operations		
Redevelopment Authority of the City of Connellsville	GOVT/PUBLIC BODY GOV	\$550,000
Connellsville, PA		
toward two-year support of a property acquisition/stabilization and demolition program		
Riverlife	509(a)(1) PC	\$250,000
Pittsburgh, PA		
toward six-month support of operations and to recruit a new CEO		
Scenic Pittsburgh	509(a)(1) PC	\$120,000
Pittsburgh, PA		
toward support of operations and programs to protect, preserve, and promote southwestern Pennsylvania's scenic resources		
Smart Growth Partnership of Westmoreland County, Inc.	509(a)(1) PC	\$42,500
Greensburg, PA		
toward two-year support of operations and capacity building		
Southern Alleghenies Museum of Art	509(a)(1) PC	\$15,000
Loretto, PA		
to purchase equipment to improve the auditory experience for visitors		
Thrill Mill, Inc.	509(a)(1) PC	\$350,000
Pittsburgh, PA		
toward 18-month support of operations for the One America Pittsburgh/Ascender pilot program to attract company expansion to Pittsburgh		
Touchstone Center for Crafts	509(a)(1) PC	\$65,000
Farmington, PA		
to install fiber optic technology		
The Union Project	509(a)(1) PC	\$350,000
Pittsburgh, PA		
to build a new kiln shelter to improve capacity so Union Project artists can explore projects with Bridgeway Capital's Craft Business Accelerator		

# RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

## GRANTS PAID DURING 2018

University of Pittsburgh, Center for Social & Urban Research Pittsburgh, PA	509(a)1 PC	\$150,000
toward two-year support of the Pittsburgh Regional Indicators project		
Urban Innovation 21 Pittsburgh, PA	509(a)(1) PC	\$250,000
toward support of bridge financing		
Urban Manufacturing Alliance Brooklyn, NY	509(a)(1) PC	\$20,000
toward support of the "Building Coalitions to Create Equitable Manufacturing Ecosystems" gathering in Pittsburgh in September 2018		
Urban Redevelopment Authority of Pittsburgh Pittsburgh, PA	GOVT/PUBLIC BODY GOV	\$650,000
toward construction of a new park at the intersection of the Larimer and East Liberty neighborhoods with the use of green infrastructure to reduce storm flows		
Venture Outdoors Pittsburgh, PA	509(a)(1) PC	\$200,000
toward two-year support of programs and a one-time capital project		
Washington and Jefferson College Washington, PA	509(a)(1) PC	\$200,000
toward two-year support to provide access to and interpretation of shale development data and to conduct an economic impact study of the ethane cracker plant slated to be built in Beaver County, Pennsylvania		
Washington Area Humane Society Eighty Four, PA	509(a)(2) PC	\$350,000
toward construction of a new 10,000 square foot facility		
Westmoreland County Parks & Recreation Citizens Advisory Board Greensburg, PA	509(a)(1) PC	\$250,000
to rehabilitate and develop two recreational sites within Cedar Creek Park		
Westmoreland Cultural Trust Greensburg, PA	509(a)(1) PC	\$250,000
to build out four apartments on the third floor of the Palace Theatre Apartments		
Westmoreland Museum of Art Greensburg, PA	509(a)(1) PC	\$1,000,000
toward two-year support of operations and in recognition of Judy O'Toole's 25 years of service		
<b>Total Regional Economic Development (78 items)</b>		<b>\$35,395,744</b>
<b>Grand Totals (226 items)</b>		<b>\$102,066,792</b>

# RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

## GRANTS APPROVED FOR FUTURE PAYMENT

### Conservation

Allegheny Land Trust	509(a)(1) PC	\$110,000
Sewickley, PA		
toward two-year support of land conservation in Allegheny County		
Foundation for California University of Pennsylvania	509(a)(1) PC	\$400,000
California, PA		
toward two-year support to conserve and restore fish and wildlife habitat in the Foundation's 11 focal geographies		
Friends of the Pittsburgh Urban Forest	509(a)(1) PC	\$100,000
Pittsburgh, PA		
toward two-year support of operations (\$200,000) and expansion of the municipal technical assistance program (\$50,000)		
The Living Desert	509(a)(2) PC	\$250,000
Palm Desert, CA		
toward two-year support of Phase II of the Crossroads of Conservation project		
National Fish and Wildlife Foundation	509(a)(1) PC	\$283,333
Washington, DC		
toward three-year support of restoration projects in the 11 focal geographies to achieve the forest and freshwater habitat and species goals detailed in the Western Pennsylvania Restoration Plan		
National Fish and Wildlife Foundation	509(a)(1) PC	\$283,333
Washington, DC		
toward three-year support of restoration projects in the 11 focal geographies to achieve the forest and freshwater habitat and species goals detailed in the Western Pennsylvania Restoration Plan		
Regional Trail Corporation	509(a)(1) PC	\$50,000
West Newton, PA		
toward two-year support to document the history of the building of the Great Allegheny Passage		
Trout Unlimited	509(a)(1) PC	\$312,500
Arlington, VA		
toward two-year support of planning, implementation, and technical services to reconnect and restore coldwater habitat across western Pennsylvania focal geographies, and updating data on Eastern Brook Trout habitat in key landscapes		
Western Pennsylvania Conservancy	509(a)(1) PC	\$5,000
Pittsburgh, PA		
to conduct due diligence for the 47-acre property owned by Riverfront 47 along the Allegheny River spanning Aspinwall, O'Hara, and Sharpsburg		
<b>Total Conservation (9 items)</b>		<b>\$1,794,166</b>

# RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

## GRANTS APPROVED FOR FUTURE PAYMENT

### Education

Fund for Advancement of Minorities Through Education 509(a)(1) PC \$325,000  
Pittsburgh, PA

toward two-year support of operations

Holy Family Institute 509(a)(1) PC \$375,000  
Pittsburgh, PA

toward two-year support of operations for Nazareth Prep High School

University of Pittsburgh 509(a)(1) PC \$41,500  
Pittsburgh, PA

to support the Manufacturing Assistance Center in Homewood via staffing and  
scholarships for low-income individuals

***Total Education (3 items)*** **\$741,500**

### Human Services

Auberle 509(a)(1) PC \$250,000  
McKeesport, PA

toward two-year support to scale three very successful and innovative  
programs: the Employment Institute, the 412 Youth Zone, and SNAP

The Board of Trustees of the Leland Stanford Junior University 509(a)(1) PC \$409,597  
Palo Alto, CA

toward three-year support to develop PretermConnect, a mobile-digital  
application to reduce infant mortality rates in Allegheny County, Pennsylvania

The Board of Trustees of the Leland Stanford Junior University 509(a)(1) PC \$324,239  
Palo Alto, CA

toward three-year support to develop PretermConnect, a mobile-digital  
application to reduce infant mortality rates in Allegheny County, Pennsylvania

The Challenge Program, Inc. 509(a)(1) PC \$125,000  
Johnstown, PA

toward two-year support of the Step Up program connecting 11th and 12th  
grade career and technology center students to employers

# RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

## GRANTS APPROVED FOR FUTURE PAYMENT

City Mission-Living Stones, Inc. Uniontown, PA toward two-year support of operations	509(a)(1) PC	\$100,000
The Coalition for a Brighter Greene Waynesburg, PA toward start-up and operating support (\$25,000), and a matching gift to launch an annual campaign (\$50,000)	509(a)(2) PC	\$50,000
Conservation Consultants, Inc. Pittsburgh, PA to deliver energy-efficient, healthy homes to low-income Pittsburgh residents and the elderly residing in the neighborhoods of Larimer and Homewood	509(a)(1) PC	\$100,000
County of Allegheny, Department of Human Services Pittsburgh, PA toward two-year support of the Home-Based Family Recovery Program	GOVT/PUBLIC GOV BODY	\$450,000
The Forbes Funds Pittsburgh, PA toward capacity building services for community-based nonprofits (\$100,000) and to pilot a new cohort-based program, LEAP Ambassadors/PIOSA, designed to foster organizational development (\$25,000)	509(a)(3) SO-I	\$75,000
Goodwill of Southwestern Pennsylvania Pittsburgh, PA toward the purchase of the headquarters campus in Lawrenceville	509(a)(1) PC	\$2,000,000
Jeremiah's Place - Pittsburgh Relief Nursery Pittsburgh, PA toward two-year support of operations	509(a)(1) PC	\$150,000
Laurel Area Interfaith Volunteer Caregivers, Inc. Latrobe, PA toward three-year support of operations to build financial sustainability and strengthen organizational capacity	509(a)(1) PC	\$25,000
Laurel Area Interfaith Volunteer Caregivers, Inc. Latrobe, PA toward three-year support of operations to build financial sustainability and strengthen organizational capacity	509(a)(1) PC	\$25,000
Manchester Youth Development Center, Inc. Pittsburgh, PA toward two-year support of operations	509(a)(1) PC	\$300,000

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## GRANTS APPROVED FOR FUTURE PAYMENT

Open Hand Ministries, Inc. Pittsburgh, PA	509(a)(1) PC	\$150,000
toward a three-year effort to improve home ownership rates for low- to moderate-income minority families in Pittsburgh's East End		
Open Hand Ministries, Inc. Pittsburgh, PA	509(a)(1) PC	\$150,000
toward a three-year effort to improve home ownership rates for low- to moderate-income minority families in Pittsburgh's East End		
RAND Corporation Pittsburgh, PA	509(a)(1) PC	\$135,000
to assess whether Grow Pittsburgh's Learning Garden Program increases students' fruit and vegetable preferences, willingness to taste, knowledge, and consumption at school		
University of Pittsburgh, Graduate School of Public Health Pittsburgh, PA	509(a)(1) PC	\$212,500
toward two-year support of the Pittsburgh Violence Prevention Initiative		
<b>Total Human Services (18 items)</b>		<b>\$5,031,336</b>
<b><u>Regional Economic Development</u></b>		
Allegheny Conference on Community Development Pittsburgh, PA	509(a)(1) PC	\$500,000
toward production of a film highlighting post-industrial Pittsburgh		
The Clemente Collection at Engine House 25 Pittsburgh, PA	509(a)(1) PC	\$200,000
toward two-year support of museum operations		
Delmont Public Library, Inc. Delmont, PA	509(a)(1) PC	\$400,000
toward construction of a new library and community center		
East Liberty Development Incorporated Pittsburgh, PA	509(a)(1) PC	\$250,000
toward two-year support of operations to complete the East Liberty Community Plan		
Fort Ligonier Association Ligonier, PA	509(a)(2) PC	\$250,000
toward two-year support of operations		
Hazelwood Initiative, Inc. Pittsburgh, PA	509(a)(1) PC	\$1,999,256
toward two-year support to purchase and renovate commercial properties in the Hazelwood Business District, and acquire residential properties		

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E.I. No. 25-1127705

## GRANTS APPROVED FOR FUTURE PAYMENT

Northside Industrial Development Company Pittsburgh, PA toward two-year support of operations	509(a)(2) PC	\$475,000
Operation Better Block, Inc. Pittsburgh, PA toward support of operations (\$450,000), capital projects at the James Givner Building (\$125,000), and residential rehab projects (\$100,000)	509(a)(1) PC	\$225,000
Pittsburgh Partnership for Neighborhood Development Pittsburgh, PA toward two-year support of the North Homewood Avenue Transformation Initiative	509(a)(3) SO-I	\$250,000
The Progress Fund Greensburg, PA toward two-year support to assemble real estate holdings, rehab historic properties, and construct new industrial space in Hazelwood	509(a)(1) PC	\$3,400,000
The Progress Fund Greensburg, PA toward two-year support to assemble real estate holdings, rehab historic properties, and construct new industrial space in Hazelwood	509(a)(1) PC	\$1,100,000
RIDC Southwestern Pennsylvania Growth Fund Pittsburgh, PA toward support of a solar array to provide energy for the Mill 19 building at Hazelwood Green	509(a)(3) SO-I	\$5,100,000
Smart Growth Partnership of Westmoreland County, Inc. Greensburg, PA toward two-year support of operations and capacity building	509(a)(1) PC	\$42,500
Venture Outdoors Pittsburgh, PA toward two-year support of programs and a one-time capital project	509(a)(1) PC	\$200,000
Venture Outdoors Pittsburgh, PA toward two-year support of programs and a one-time capital project	509(a)(1) PC	\$100,000
Wilksburg Community Development Corporation Wilksburg, PA to renovate the Lohr Building to create retail and office space	509(a)(1) PC	\$1,000,000
<b>Total Regional Economic Development (16 items)</b>		<b>\$15,491,756</b>
<b>Grand Totals (46 items)</b>		<b>\$23,058,758</b>