

Return of Private Foundation

2014

Department of the Treasury
Internal Revenue Service

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.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation
SARAH SCAIFE FOUNDATION INCORPORATED

Number and street (or P O box number if mail is not delivered to street address) Room/suite
301 GRANT ST., ONE OXFORD CENTRE

City or town, state or province, country, and ZIP or foreign postal code
PITTSBURGH, PA 15219-6402

A Employer identification number
25-1113452

B Telephone number (see instructions)
(412) 392-2900

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

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change 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) **\$ 705,137,867.**

J Accounting method Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	364,000,000.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	8,776,262.	8,776,262.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,618,205.			
	b Gross sales price for all assets on line 6a	36,018,103.			
	7 Capital gain-net income (from Part IV, line 2)		3,695,994.		ATCH 24
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH. 2	-36,468.	-36,468.			
12 Total. Add lines 1 through 11	376,357,999.	12,435,788.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc ATCH 22	471,250.	86,984.		384,266.
	14 Other employee salaries and wages	242,742.			242,742.
	15 Pension plans, employee benefits	248,060.	30,221.		217,839.
	16a Legal fees (attach schedule) ATCH 3	29,657.			29,657.
	b Accounting fees (attach schedule) ATCH 4	75,893.	37,946.		37,947.
	c Other professional fees (attach schedule) [5]	275,030.	275,030.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [6]	298,000.			
	19 Depreciation (attach schedule) and depletion	2,024.			ATCH 19
	20 Occupancy	225,036.	27,416.		197,620.
	21 Travel, conferences, and meetings	44,693.			44,693.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	50,971.	5,159.		45,812.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,963,356.	462,756.		1,200,576.
	25 Contributions, gifts, grants paid	12,855,000.		ATCHS 17 & 21	13,405,000.
26 Total expenses and disbursements. Add lines 24 and 25	14,818,356.	462,756.	0	14,605,576.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	361,539,643.				
b Net investment income (if negative, enter -0-)		11,973,032.			
c Adjusted net income (if negative, enter -0-)					

SCANNED NOV 19 2015

RECEIVED
NOV 19 2015
CODEN, UT
IRS-OSC

9

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year		End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	22,362.	3,026.	3,026.	
	2	Savings and temporary cash investments	3,035,394.	1,739,982.	1,739,982.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable		364,000,000.	364,000,000.	
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges ATCH 8	8,380.	8,132.	8,123.	
	10 a	Investments - U S and state government obligations (attach schedule)[9]	25,340,615.	24,976,408.	25,985,553.	
	b	Investments - corporate stock (attach schedule) ATCH 10	130,247,399.	124,264,232.	289,771,320.	
	c	Investments - corporate bonds (attach schedule) ATCH 11	13,470,707.	16,497,636.	16,847,463.	
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) ATCH 12	5,407,501.	6,816,972.	6,780,388.	
	14	Land, buildings, and equipment basis ▶ ATCH 19 758,248. Less accumulated depreciation ▶ ATCH 19 756,236.	3,336.	2,012.	2,012.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	177,535,694.	538,308,400.	705,137,867.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable	2,175,000.	1,625,000.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)	2,175,000.	1,625,000.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	175,360,694.	536,683,400.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ <input type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	175,360,694.	536,683,400.			
31	Total liabilities and net assets/fund balances (see instructions)	177,535,694.	538,308,400.			

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)	175,360,694.
2	Enter amount from Part I, line 27a	361,539,643.
3	Other increases not included in line 2 (itemize) ▶	
4	Add lines 1, 2, and 3	536,900,337.
5	Decreases not included in line 2 (itemize) ▶ ATCH 13	216,937.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	536,683,400.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV ATCH 24			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,695,994.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	15,903,123.	296,269,290.	0.053678
2012	14,889,510.	270,806,352.	0.054982
2011	17,095,730.	258,236,025.	0.066202
2010	15,801,171.	238,028,993.	0.066383
2009	15,829,884.	222,911,082.	0.071014
2	Total of line 1, column (d)		0.312259
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		0.062452
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		324,828,887.
5	Multiply line 4 by line 3		20,286,214.
6	Enter 1% of net investment income (1% of Part I, line 27b)		119,730.
7	Add lines 5 and 6		20,405,944.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions		14,605,576.

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

Table with 11 rows for excise tax calculations. Line 1: 239,461. Line 2: 239,461. Line 3: 239,461. Line 4: 0. Line 5: 239,461. Line 6a: 283,359. Line 7: 283,359. Line 10: 43,898. Line 11: 43,898.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: No (X). Row 1b: No (X). Row 1c: No (X). Row 2: No (X). Row 3: No (X). Row 4a: Yes (X). Row 4b: Yes (X). Row 5: No (X). Row 6: Yes (X). Row 7: Yes (X). Row 8b: Yes (X). Row 9: No (X). Row 10: No (X).

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of SARAH SCAIFE FOUNDATION INC. Telephone no 412-392-2900 Located at 301 GRANT STREET, SUITE 3900, PITTSBURGH, PA ZIP+4 15219-6402
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.
16 At any time during calendar year 2014, 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, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country.

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ATCH 14
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).
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.
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 2014?
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years.
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions).
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?
b If "Yes," did it have excess business holdings in 2014 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 2014).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?

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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... 5b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?... 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?...

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

Table with 5 columns: (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. Row 1: ATCH 14, 471,250, 58,000, 0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

Table with 5 columns: (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. Row 1: ATCH 15, 123,813, 25,229, 0.

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 16		215,245.

Total number of others receiving over \$50,000 for professional services ▶

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 NOT APPLICABLE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NOT APPLICABLE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	329,763,563.
b	Average of monthly cash balances	1b	11,957.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	329,775,520.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	329,775,520.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,946,633.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	324,828,887.
6	Minimum investment return. Enter 5% of line 5	6	16,241,444.

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

1	Minimum investment return from Part X, line 6	1	16,241,444.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	239,461.
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	239,461.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	16,001,983.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	16,001,983.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	16,001,983.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	14,605,576.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	14,605,576.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,605,576.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				16,001,983.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
3 Excess distributions carryover, if any, to 2014				
a From 2009	4,827,740.			
b From 2010	4,187,129.			
c From 2011	4,395,233.			
d From 2012	1,691,075.			
e From 2013	1,363,264.			
f Total of lines 3a through e	16,464,441.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>14,605,576.</u>				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				14,605,576.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	1,396,407.			1,396,407.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	15,068,034.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	3,431,333.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	11,636,701.			
10 Analysis of line 9				
a Excess from 2010	4,187,129.			
b Excess from 2011	4,395,233.			
c Excess from 2012	1,691,075.			
d Excess from 2013	1,363,264.			
e Excess from 2014				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2014, (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly for active conduct), 3 (Alternative tests: Assets, Endowment, Support).

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here [] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

N/A

b The form in which applications should be submitted and information and materials they should include

ATTACHMENT 20

c Any submission deadlines

ATTACHMENT 20

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

ATTACHMENT 20

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ATCH 17				
Total ▶ 3a				13,405,000.
b <i>Approved for future payment</i> ATCH 18				
Total ▶ 3b				1,625,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Gain from sales, and Subtotal.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All entries are N/A.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All entries are blank.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of Michael W. Gelber, Date 11/16/15, Title CHAIRMAN/CEO.

Paid Preparer Use Only Print/Type preparer's name ANDREA KYZYMA, Preparer's signature [Signature], Date 11/16/15, Check [] if self-employed, PTIN P01273279, Firm's name GRANT THORNTON LLP, Firm's address 2001 MARKET STREET, SUITE 700 PHILADELPHIA, PA 19103, Firm's EIN 36-6055558, Phone no 215-561-4200.

Schedule of Contributors

2014

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

SARAH SCAIFE FOUNDATION INCORPORATED

Employer identification number

25-1113452

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ -----

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization SARAH SCAIFE FOUNDATION INCORPORATED	Employer identification number 25-1113452
--	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD M. SCAIFE ----- ONE OXFORD CTR, 301 GRANT ST, STE 3900 ----- PITTSBURGH, PA 15219-6402 -----	\$ 364,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization SARAH SCAIFE FOUNDATION INCORPORATED

Employer identification number

25-1113452

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----

Name of organization SARAH SCAIFE FOUNDATION INCORPORATED

Employer identification number

25-1113452

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
36018103.		SEE PART VI SCHEDULE AND ATTACHMENT 24 PROPERTY TYPE: SECURITIES 32322109.				P	12/01/2012	12/04/2014
						3,695,994.		
TOTAL GAIN (LOSS)							<u>3,695,994.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	970,895.	970,895.
DIVIDEND INCOME	7,805,367.	7,805,367.
TOTAL	<u>8,776,262.</u>	<u>8,776,262.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
VENTURE INCOME	-65,054.	-65,054.
OTHER INCOME	28,586.	28,586.
TOTALS	<u>-36,468.</u>	<u>-36,468.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	29,657.			29,657.
TOTALS	<u>29,657.</u>			<u>29,657.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT, COMPLIANCE, AND TAX SRV	75,893.	37,946.		37,947.
TOTALS	<u>75,893.</u>	<u>37,946.</u>		<u>37,947.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FISCAL AGENT FEES	275,030.	275,030.
TOTALS	<u>275,030.</u>	<u>275,030.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAX	298,000.
TOTALS	<u>298,000.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
COMPUTER MAINTENANCE	3,108.			3,108.
INSURANCE	19,446.	2,369.		17,077.
DUES & SUBSCRIPTIONS	5,514.			5,514.
OFFICE EXPENSES	22,903.	2,790.		20,113.
TOTALS	<u>50,971.</u>	<u>5,159.</u>		<u>45,812.</u>

ATTACHMENT 8

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INSURANCE	8,132.	8,123.
TOTALS	<u>8,132.</u>	<u>8,123.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOVERNMENT SECURITIES	24,932,523.	25,937,561.
MUNICIPAL BONDS SEE ATTACHMENT 23	43,885.	47,992.
US OBLIGATIONS TOTAL	<u>24,976,408.</u>	<u>25,985,553.</u>

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COMMON STOCK INVESTMENTS SEE ATTACHMENT 23	124,264,232.	289,771,320.
TOTALS	<u>124,264,232.</u>	<u>289,771,320.</u>

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BOND INVESTMENTS SEE ATTACHMENT 23	16,497,636.	16,847,463.
TOTALS	<u>16,497,636.</u>	<u>16,847,463.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VENTURE FUNDS	1,016,972.	1,173,449.
MUTUAL FUNDS SEE ATTACHMENT 23	5,800,000.	5,606,939.
TOTALS	<u>6,816,972.</u>	<u>6,780,388.</u>

ATTACHMENT 13FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR PERIOD ADJUSTMENT	216,937.
TOTAL	<u>216,937.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
RICHARD M. SCAIFE 301 GRANT ST., ONE OXFORD CENTRE 3900 PITTSBURGH, PA 15219-6402 MR. SCAIFE SERVED AS THE CHAIRMAN AND TRUSTEE FOR SARAH SCAIFE FOUNDATION, INC. FROM JANUARY 2014 UNTIL HIS DEATH IN JULY 2014.	CHAIRMAN/TRUSTEE 3.00	0	0	0
MICHAEL W. GLEBA 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6402 MR. GLEBA WAS ELECTED CHAIRMAN FOR SARAH SCAIFE FOUNDATION ON SEPTEMBER 18, 2014.	PRESIDENT/TREASURER/TRUSTEE 32.00	348,750.	41,000.	0
YVONNE MARIE BLY 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6402	ASST. TREASURER/SECRETARY 32.00	82,000.	17,000.	0
T. KENNETH CRIBB, JR. 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6402	TRUSTEE 3.00	6,000.	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
EDWIN J. FEULNER, JR. 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6402	TRUSTEE 3.00	3,000.	0	0
ROGER KIMBALL 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6402	TRUSTEE 3.00	6,000.	0	0
ALLAN H. MELTZER 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6402	TRUSTEE 3.00	6,000.	0	0
E. VAN R. MILBURY 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6402	TRUSTEE (UNTIL 11/20/2014) 3.00	0	0	0
ROGER W. ROBINSON, JR. 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6402	TRUSTEE 3.00	3,000.	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JAMES C. RODDEY 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6402	TRUSTEE 3.00	6,000.	0	0
CHRISTINE J. TORETTI 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6402	TRUSTEE 3.00	6,000.	0	0
JAMES M. WALTON 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6402	TRUSTEE 3.00	4,500.	0	0
	GRAND TOTALS	<u>471,250.</u>	<u>58,000.</u>	<u>0</u>

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

ATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MATT GROLL 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219	EMPLOYEE 8.00	56,200.	10,250.	0
COLLEEN XENAKIS 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219	EMPLOYEE 8.00	67,613.	14,979.	0
	TOTAL COMPENSATION	<u>123,813.</u>	<u>25,229.</u>	<u>0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
OXFORD DEVELOPMENT COMPANY/GRANT ST. ONE OXFORD CTR-PLAZA LEVEL, 301 GRANT ST PITTSBURGH, PA 15219	FACILITY RENTAL	215,245.
	TOTAL COMPENSATION	<u>215,245.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ACTON INSTITUTE - STUDY OF RELIGION & LIBERTY 98 E FULTON STREET GRAND RAPIDS, MI 49503	NONE PC	PROJECT SUPPORT	50,000
ALLEGHENY INSTITUTE FOR PUBLIC POLICY 305 MT LEBANON BLVD , SUITE 208 PITTSBURGH, PA 15234	NONE PC	GENERAL OPERATING SUPPORT	125,000.
AMERICAN BAR ASSOCIATION FUND FOR JUSTICE AND EDU 1050 CONNECTICUT AVE , NW SUITE 400 CHICAGO, IL 20036	NONE SO-DP	STANDING COMMITTEE ON LAW AND NATIONAL SECURITY	150,000
AMERICAN CIVIL RIGHTS INSTITUTE P O BOX 188350 SACRAMENTO, CA 95818	NONE PC	GENERAL OPERATING SUPPORT	150,000
AMERICAN ENTERPRISE INSTITUTE FOR PUBLIC POLICY RE 1150 SEVENTEENTH ST , NW WASHINGTON, DC 20036	NONE PC	PROGRAM SUPPORT	550,000
AMERICAN ENTERPRISE INSTITUTE FOR PUBLIC POLICY RE 1150 SEVENTEENTH ST , NW WASHINGTON, DC 20036	NONE PC	SHADOW FINANCIAL REGULATORY COMMITTEE	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
AMERICAN FOREIGN POLICY COUNCIL 509 C STREET, NE WASHINGTON, DC 20002	NONE PC	GENERAL OPERATING SUPPORT	175,000
AMERICA'S FUTURE FOUNDATION 1513 16TH STREET, NW WASHINGTON, DC 20036	NONE PC	GENERAL OPERATING SUPPORT	50,000
ATLANTIC LEGAL FOUNDATION 2039 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	NONE PC	GENERAL OPERATING SUPPORT	75,000
ATLAS ECONOMIC RESEARCH FOUNDATION 1201 L STREET, NW, SUITE 200 WASHINGTON, DC 20005	NONE PC	GENERAL OPERATING AND PROGRAM SUPPORT	75,000
CAPITAL RESEARCH CENTER 1513 16TH STREET, NW WASHINGTON, DC 20036	NONE PC	GENERAL OPERATING SUPPORT	200,000
CARNEGIE MELLON UNIVERSITY 5000 FORBES AVENUE PITTSBURGH, PA 15213	NONE PC	PROJECT SUPPORT	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CARNEGIE MELLON UNIVERSITY 5000 FORBES AVENUE PITTSBURGH, PA 15213	NONE PC	PROGRAM ON REGULATION AND THE RULE OF LAW	200,000
CATO INSTITUTE 1000 MASSACHUSETTS AVE , NW WASHINGTON, DC 20001	NONE PC	DOMESTIC POLICY STUDIES PROGRAMS	50,000
CENTER FOR EQUAL OPPORTUNITY 7700 LEESBURG PIKE, SUITE 231 FALLS CHURCH, VA 22043	NONE PC	GENERAL OPERATING SUPPORT	75,000
CENTER FOR IMMIGRATION STUDIES, INC 1629 K STREET, NW, SUITE 600 WASHINGTON, DC 20006	NONE PC	GENERAL OPERATING SUPPORT	150,000
CENTER FOR INDIVIDUAL RIGHTS 1233 20TH STREET, NW, SUITE 300 WASHINGTON, DC 20036	NONE PC	GENERAL OPERATING SUPPORT	110,000.
CENTER FOR MEIDA AND PUBLIC AFFAIRS 933 N KENMORE ST , SUITE 405 WASHINGTON, DC 22201	NONE PC	GENERAL OPERATING SUPPORT	75,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CENTER FOR SECURITY POLICY INC 1901 PENNSYLVANIA AVE., NW, SUITE 201 WASHINGTON, DC 20006	NONE PC	GENERAL OPERATING SUPPORT	200,000
CENTER FOR STRATEGIC AND BUDGETARY ASSESSMENTS 1667 K ST NW, SUITE 900 WASHINGTON, DC 20006	NONE PC	PROJECT SUPPORT	150,000
CENTER FOR STRATEGIC & INTERNATIONAL STUDIES, INC 1616 RHODE ISLAND AVE , NW WASHINGTON, DC 20036	NONE PC	PROJECT SUPPORT	400,000
CITIZENS' COUNCIL FOR HEALTH FREEDOM 161 ST ANTHONY AVE , SUITE 923 ST PAUL, MN 55103	NONE PC	GENERAL OPERATING SUPPORT	150,000
CLAREMONT INSTITUTE FOR THE STUDY OF STATESMANSHIP 937 WEST FOOTHILL BLVD , SUITE E CLAREMONT, CA 91711	NONE PC	GENERAL OPERATING SUPPORT	300,000
COLLEGIATE NETWORK, INC 3901 CENTERVILLE ROAD WILMINGTON, DE 19807	NONE PC	GENERAL OPERATING AND PROGRAM SUPPORT	240,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
THE COMMONWEALTH FDN - PUBLIC POLICY ALTERNATIVES 225 STATE STREET, SUITE 302 HARRISBURG, PA 17101	NONE PC	GENERAL OPERATING SUPPORT	175,000
COMPETITIVE ENTERPRISE INSTITUTE 1899 L STREET, NW, 12TH FLR WASHINGTON, DC 20036	NONE PC	GENERAL OPERATING SUPPORT	175,000
COMPETITIVE ENTERPRISE INSTITUTE 1899 L STREET, NW, 12TH FLR WASHINGTON, DC 20036	NONE PC	PROJECT SUPPORT	175,000
COUNTERTERRORISM & SECURITY EDUCATION AND RESEARCH P O BOX 100688 ARLINGTON, VA 22210	NONE PC	PROJECT SUPPORT	100,000
DAVID HOROWITZ FREEDOM CENTER 14724 VENTURA BLVD , SUITE 820 SHERMAN OAKS, CA 91403	NONE PC	GENERAL OPERATING SUPPORT	200,000
THE DEFENSE FORUM FOUNDATION, INC 3014 CASTLE ROAD FALLS CHURCH, VA 22044	NONE PC	PROGRAM SUPPORT	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ETHICS AND PUBLIC POLICY CENTER, INC 1730 M STREET, NW, SUITE 910 WASHINGTON, DC 20036	NONE PC	GENERAL OPERATING AND PROGRAM SUPPORT	175,000
THE FEDERALIST SOCIETY - LAW & PUBLIC POLICY STUDY 1015 18TH STREET, NW, SUITE 425 WASHINGTON, DC 20036	NONE PC	GENERAL OPERATING SUPPORT	300,000
FOUNDATION FOR CALIFORNIA UNIVERSITY OF PA 250 UNIVERSITY AVENUE, BOX 20 CALIFORNIA, PA 15419	NONE PC	GOVERNMENT AGENCY COORDINATION OFFICE	130,000
FOUNDATION FOR CULTURAL REVIEW, INC 900 BROADWAY, SUITE 602 NEW YORK, NY 10003	NONE PC	GENERAL OPERATING SUPPORT	200,000
FOUNDATION FOR CULTURAL REVIEW, INC 900 BROADWAY, SUITE 602 NEW YORK, NY 10003	NONE PC	PROJECT SUPPORT	35,000
FOUNDATION FOR INDIVIDUAL RIGHTS IN EDUCATION, INC 170 S INDEPENDENCE MALL W, SUITE 510 PHILADELPHIA, PA 19106	NONE PC	GENERAL OPERATING SUPPORT	130,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
FRANKLIN CENTER FOR GOVERNMENT & PUBLIC INTEGRITY 1229 KING STREET ALEXANDRIA, VA 22314	NONE PC	JOURNALISM PROGRAMS	35,000
FREE TO CHOOSE NETWORK 2002 FILMORE AVE, SUITE 1 ERIE, PA 16506	NONE PC	PROJECT SUPPORT	50,000.
FREEDOMWORKS FOUNDATION 400 N CAPITOL ST , NW, SUITE 765 WASHINGTON, DC 20001	NONE PC	GENERAL OPERATING SUPPORT	125,000
GALEN INSTITUTE, INC P O BOX 320010 ALEXANDRIA, VA 22320	NONE PC	GENERAL OPERATING SUPPORT	50,000
GEORGE C MARSHALL INSTITUTE 1601 N KENT STREET, SUITE 802 ARLINGTON, VA 22209	NONE PC	GENERAL OPERATING SUPPORT	150,000
GEORGE MASON UNIVERSITY FOUNDATION, INC. 4400 UNIVERSITY DRIVE FAIRFAX, VA 22030	NONE PC	CENTER FOR STUDY OF PUBLIC CHOICE	115,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GEORGE MASON UNIVERSITY FOUNDATION, INC. 4400 UNIVERSITY DRIVE FAIRFAX, VA 22030	NONE PC	LAW AND ECONOMICS CENTER	150,000
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE , NE WASHINGTON, DC 20002	NONE PC	GENERAL OPERATING SUPPORT	600,000
HUDSON INSTITUTE INC 1015 15TH STREET, NW, SIXTH FLOOR WASHINGTON, DC 20005	NONE PC	PROJECT SUPPORT	50,000
HUDSON INSTITUTE INC 1015 15TH STREET, NW, SIXTH FLOOR WASHINGTON, DC 20005	NONE PC	CENTER FOR RELIGIOUS FREEDOM	100,000
HUMAN RIGHTS FOUNDATION INC EMPIRE STATE BLDG, #4515 NEW YORK, NY 10118	NONE PC	GENERAL OPERATING SUPPORT	75,000
INSTITUTE FOR FOREIGN POLICY ANALYSIS, INC 675 MASSACHUSETTS AVE , 10TH FLOOR CAMBRIDGE, MA 2139	NONE PC	ECONOMIC SECURITY PROGRAM	160,000

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
INSTITUTE FOR FOREIGN POLICY ANALYSIS, INC 675 MASSACHUSETTS AVE., 10TH FLOOR CAMBRIDGE, MA 2139	NONE PC	GENERAL OPERATING SUPPORT	375,000
INSTITUTE FOR HUMANE STUDIES 3351 FAIRFAX DRIVE ARLINGTON, VA 22201	NONE PC	GENERAL OPERATING SUPPORT	100,000.
INSTITUTE FOR JUSTICE 901 N GLEBE RD , SUITE 900 ARLINGTON, VA 22203	NONE PC	GENERAL OPERATING SUPPORT	125,000
THE INSTITUTE OF WORLD POLITICS 1521 16TH STREET, NW WASHINGTON, DC 20036	NONE PC	PROJECT SUPPORT	200,000.
THE INSTITUTE ON RELIGION AND PUBLIC LIFE, INC 35 EAST 21ST ST , 6TH FLOOR NEW YORK, NY 10010	NONE PC	GENERAL OPERATING SUPPORT AND PUBLICATION SUPPORT	75,000
INTERCOLLEGIATE STUDIES INSTITUTE, INC 3901 CENTERVILLE ROAD WILMINGTON, DE 19807	NONE PC	GENERAL OPERATING SUPPORT	300,000

ATTACHMENT 17

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
INTERNATIONAL FREEDOM EDUCATIONAL FOUNDATION P O BOX 9925 MCLEAN, VA 22102	NONE PC	CENTER FOR SECURE FREE SOCIETY	75,000.
JAMESTOWN FOUNDATION 1111 16TH STREET, NW, SUITE 320 WASHINGTON, DC 20036	NONE PC	GENERAL OPERATING SUPPORT	150,000
JOHNS HOPKINS UNIV THE PAUL H NITZE SCHOOL 1740 MASSACHUSETTS AVE , NW WASHINGTON, DC 20036	NONE PC	RESEARCH AND WRITING PROJECTS	60,000
JUDICIAL WATCH, INC 425 THIRD STREET, SW, SUITE 800 WASHINGTON, DC 20024	NONE PC	GENERAL OPERATING SUPPORT	225,000
LANDMARK LEGAL FOUNDATION 19415 DEERFIELD AVE , SUITE 312 KANSAS CITY, MO 20176	NONE PC	GENERAL OPERATING SUPPORT	250,000
MANHATTAN INSTITUTE FOR POLICY RESEARCH INC 52 VANDERBILT AVE NEW YORK, NY 10017	NONE PC	GENERAL OPERATING SUPPORT	150,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
MANHATTAN INSTITUTE FOR POLICY RESEARCH INC 52 VANDERBILT AVE. NEW YORK, NY 10017	NONE PC	PROJECT SUPPORT	50,000
MEDIA RESEARCH CENTER, INC 1900 CAMPUS COMMONS DR , SUITE 600 ALEXANDRIA, VA 20191	NONE PC	GENERAL OPERATING SUPPORT	300,000
MERCATUS CENTER INC 3351 NORTH FAIRFAX DR., 4TH FLOOR FAIRFAX, VA 22201	NONE PC	GENERAL OPERATING SUPPORT	100,000
MISSOURI STATE UNIVERSITY FOUNDATION 9302 LEE HIGHWAY, SUITE 760 SPRINGFIELD, MO 22031	NONE PC	DEPARTMENT OF DEFENSE AND STRATEGIC STUDIES	150,000
MOVING PICTURE INSTITUTE 375 GREENWICH STREET NEW YORK, NY 10013	NONE PC	GENERAL OPERATING SUPPORT	50,000
NATIONAL ASSOCIATION OF SCHOLARS, INC 8 WEST 38TH STREET, SUITE 503 NEW YORK, NY 10018	NONE PC	GENERAL OPERATING SUPPORT	200,000

ATTACHMENT 17

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NATIONAL INSTITUTE FOR PUBLIC POLICY 9302 LEE HIGHWAY, SUITE 750 FAIRFAX, VA 22031	NONE PC	PROGRAM SUPPORT	250,000
NEW ENGLAND LEGAL FOUNDATION 150 LINCOLN STREET BOSTON, MA 2111	NONE PC	GENERAL OPERATING SUPPORT	50,000
PACIFIC LEGAL FOUNDATION 930 G STREET SACRAMENTO, CA 95814	NONE PC	GENERAL OPERATING SUPPORT	150,000
PACIFIC RESEARCH INSTITUTE FOR PUBLIC POLICY ONE EMBARCADERO CENTER, SUITE 350 SAN FRANCISCO, CA 94111	NONE PC	GENERAL OPERATING SUPPORT	150,000
PRINCETON UNIVERSITY 83 PROSPECT AVENUE PRINCETON, NJ 8540	NONE PC	JAMES MADISON PROGRAM IN AMERICAN IDEALS AND	85,000
REASON FOUNDATION 5737 MESMER AVENUE LOS ANGELES, CA 90230	NONE PC	GENERAL OPERATING SUPPORT INSTITUTIONS	100,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
REASON FOUNDATION 5737 MESMER AVENUE LOS ANGELES, CA 90230	NONE PC	ENVIRONMENT PROGRAM	75,000
SAINT VINCENT COLLEGE 300 FRASER PURCHASE ROAD LATROBE, PA 15650	NONE PC	CENTER FOR POLITICAL AND ECONOMIC THOUGHT	50,000
SOCIAL PHILOSOPHY AND POLICY FOUNDATION P O BOX 938 BOWLING GREEN, OH 43402	NONE PC	GENERAL OPERATING SUPPORT	400,000
SOUTHEASTERN LEGAL FOUNDATION INC 2255 SEWELL MILL ROAD, SUITE 320 MARIETTA, GA 30062	NONE PC	GENERAL OPERATING SUPPORT	50,000
STANFORD U HOOVER INST ON WAR REVOLUTION & PEACE 434 GALVEZ MALL STANFORD, CA 94305	NONE PC	BOOK PROJECT	50,000
STANFORD U HOOVER INST ON WAR REVOLUTION & PEACE 434 GALVEZ MALL STANFORD, CA 94305	NONE PC	RESEARCH PROGRAMS AND HOOVER FELLOWS SUPPORT	300,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
TAX FOUNDATION 529 14TH STREET, NW, SUITE 420 WASHINGTON, DC 20045	NONE PC	GENERAL OPERATING SUPPORT	250,000
TUFTS UNIVERSITY, THE FLETCHER SCHOOL OF LAW 419 BOSTON AVE MEDFORD, MA 2155	NONE PC	INTERNATIONAL SECURITY STUDIES PROGRAM	280,000
TWENTY-FIRST CENTURY INITIATIVES 1730 RHODE ISLAND AVE , NW SUITE 300 WASHINGTON, DC 20036	NONE PC	PROJECT SUPPORT	100,000
UNIVERSITY OF CHICAGO 1111 EAST 60TH STREET CHICAGO, IL 60637	NONE PC	COASE-SANDOR INSTITUTE FOR LAW AND ECONOMICS	100,000
UNIVERSITY OF KENTUCKY 343 WALLER AVENUE, SUITE 301 LEXINGTON, KY 40504	NONE PC	THE NEW UNIVERSITY OF KENTUCKY ALBERT B CHANDLER HOSPITAL AUDITORIUM	500,000
UNIVERSITY OF VIRGINIA LAW SCHOOL FOUNDATION 580 MASSIE ROAD CHARLOTTESVILLE, VA 22903	NONE PC	CENTER FOR NATIONAL SECURITY LAW	250,000

TOTAL CONTRIBUTIONS PAID 13,405,000

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 18

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CITIZENS' COUNCIL FOR HEALTH FREEDOM 161 ST ANTHONY AVE , SUITE 923 ST PAUL, MN 55103	NONE PC	GENERAL OPERATING SUPPORT	75,000
STANFORD U HOOVER INST ON WAR REVOLUTION & PEACE 434 GALVEZ MALL STANFORD, CA 94305	NONE PC	BOOK PROJECT	50,000
UNIVERSITY OF KENTUCKY 343 WALLER AVENUE, SUITE 301 LEXINGTON, KY 40504	NONE PC	THE NEW UNIVERSITY OF KENTUCKY ALBERT B. CHANDLER HOSPITAL AUDITORIUM	1,500,000
TOTAL CONTRIBUTIONS APPROVED			<u>1,625,000</u>