

**Return of Private Foundation**  
 or Section 4947(a)(1) Nonexempt Charitable Trust  
 Treated as a Private Foundation

**2007**

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2007, or tax year beginning , 2007, and ending

G Check all that apply Initial return Final return Amended return Address change Name change

Name of foundation **ALLEGHENY FOUNDATION** Employer identification number **25-6012303**

Number and street (or P O box number if mail is not delivered to street address) Room/suite Telephone number (see page 10 of the instructions)

**301 GRANT STREET** **3900** **(412) 392-2900**

City or town, state, and ZIP code

**PITTSBURGH, PA 15219-6402**

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) ▶ \$ **54,990,394.**

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

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) (see page 11 of the instructions))		(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 (attach schedule) . . . . .	3,000,000.	STMT 1		
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 . . . . .	1,620,611.	1,620,611.		STMT 2
5a	Gross rents . . . . .				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	7,033,557			
b	Gross sales price for all assets on line 6a	10,484,408.			
7	Capital gain net income (from Part IV, line 2) . . . . .		7,573,646.	STMT 14	
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) . . . . .	1,678.	1,678.	NONE	STMT 3
12	<b>Total. Add lines 1 through 11 . . . . .</b>	<b>11,655,846.</b>	<b>9,195,935.</b>	<b>NONE</b>	
13	Compensation of officers, directors, trustees, etc . . . . .	75,800.	10,711.	NONE	65,089.
14	Other employee salaries and wages . . . . .	125,876.	4,764.	NONE	121,112.
15	Pension plans, employee benefits . . . . .	62,629.	4,806.	NONE	57,823.
16a	Legal fees (attach schedule) . . . . . STMT 4	2,026.	NONE	NONE	2,026.
b	Accounting fees (attach schedule) STMT 5	48,697.	24,349.	NONE	24,348.
c	Other professional fees (attach schedule) STMT 6	54,757.	54,757.	NONE	NONE
17	Interest . . . . .				
18	Taxes (attach schedule) (see page 14 of the instructions) *	150,876.	1,218.	NONE	14,658.
19	Depreciation (attach schedule) and depletion . . . . .	8,616.	NONE	NONE	STMT 8A
20	Occupancy . . . . .	56,681.	4,349.	NONE	52,332.
21	Travel, conferences, and meetings . . . . .	11,255.	NONE	NONE	11,255.
22	Printing and publications . . . . .				
23	Other expenses (attach schedule) STMT 8	40,053.	2,999.	NONE	37,054.
24	<b>Total operating and administrative expenses. Add lines 13 through 23 . . . . .</b>	<b>637,266.</b>	<b>107,953.</b>	<b>NONE</b>	<b>385,697.</b>
25	Contributions, gifts, grants paid . STMT 9	4,080,500.			3,195,500.
26	<b>Total expenses and disbursements Add lines 24 and 25</b>	<b>4,717,766.</b>	<b>107,953.</b>	<b>NONE</b>	<b>3,581,197.</b>
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements . . . . .	6,938,080.			
b	Net investment income (if negative, enter -0-) . . . . .		9,087,982.		
c	Adjusted net income (if negative, enter -0-) . . . . .			NONE	

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**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
<b>Assets</b>				
1 Cash - non-interest-bearing . . . . .	13,588.	10,777.	10,777.	
2 Savings and temporary cash investments . . . . .	91,338.	188,477.	188,477.	
3 Accounts receivable ▶ . . . . .	NONE	NONE	NONE	
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 (attach schedule) (see page 16 of the 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 . . . . .	2,053.	2,110.	2,110.	
10 a Investments - U S and state government obligations (attach schedule)				
b Investments - corporate stock (attach schedule) . . . . .	12,594,237.	19,662,941.	51,800,420.	
c Investments - corporate bonds (attach schedule) . . . . .				
11 Investments - land, buildings, and equipment basis ▶ . . . . .				
Less accumulated depreciation ▶ (attach schedule) . . . . .				
12 Investments - mortgage loans . . . . .				
13 Investments - other (attach schedule) . . . . .	2,325,548.	2,986,294.	2,986,294.	
14 Land, buildings, and equipment basis ▶ . . . . .	190,022.			
Less accumulated depreciation ▶ (attach schedule) . . . . .	10,389.	2,316.	2,316.	
15 Other assets (describe ▶ . . . . .)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	15,037,153.	22,852,915.	54,990,394.	
<b>Liabilities</b>				
17 Accounts payable and accrued expenses . . . . .				
18 Grants payable . . . . .	40,000.	925,000.		
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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	40,000.	925,000.		
<b>Net Assets or Fund Balances</b>				
<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
24 Unrestricted . . . . .	14,997,153.	21,927,915.		
25 Temporarily restricted . . . . .				
26 Permanently restricted . . . . .				
<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>				
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 <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	14,997,153.	21,927,915.		
31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	15,037,153.	22,852,915.		

**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	14,997,153.
2 Enter amount from Part I, line 27a . . . . .	2	6,938,080.
3 Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4 Add lines 1, 2, and 3 . . . . .	4	21,935,233.
5 Decreases not included in line 2 (itemize) ▶ . . . . .	5	7,318.
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	21,927,915.

**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	STMT 1.4			
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				(l) 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) . . . . .		2	7,573,646.	
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. . . . .			3	

**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))
2006	3,201,056.	47,770,756.	0.06700869461
2005	2,378,527.	45,252,771.	0.05256091389
2004	1,775,190.	38,372,308.	0.04626226809
2003	1,617,097.	32,974,859.	0.04904030067
2002	1,800,741.	36,647,655.	0.04913659551
2	Total of line 1, column (d) . . . . .		0.26400877277
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 . . . . .		0.05280175455
4	Enter the net value of noncharitable-use assets for 2007 from Part X, line 5 . . . . .		53,023,219.
5	Multiply line 4 by line 3 . . . . .		2,799,719.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . . . .		90,880.
7	Add lines 5 and 6 . . . . .		2,890,599.
8	Enter qualifying distributions from Part XII, line 4 . . . . .		3,581,197.

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Total tax due is 44,120.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political activities, tax on political expenditures, and foundation requirements. Most 'No' boxes are marked with 'X'.

Part VII-A Statements Regarding Activities (continued)

11a 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 page 20 of the instructions) . . . . . 11a X
b If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a? . . . . . 11b X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract? . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of ALLEGHENY FOUNDATION 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-F in lieu of Form 1041 - Check here N/A and enter the amount of tax-exempt interest received or accrued during the year 15

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? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? STMT. 15. X Yes 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)? & 16 Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No X
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 page 22 of the instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2007? 1c 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 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? Yes No X
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 page 22 of the instructions) 2b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2007 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 2007) 3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a 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 2007? 4b X

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

5a During the year did the foundation pay or incur any amount to... (1) Carry on propaganda... (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... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 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 page 23 of the 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: SEE STATEMENT 15 & 16, 75,800., 14,500., NONE.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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: NONE.

Total number of other employees paid over \$50,000 . . . . . NONE

**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 page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 17		52,978.

Total number of others receiving over \$50,000 for professional services . . . . . NONE

**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 page 24 of the 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 page 24 of the instructions	
3 NONE	
<b>Total.</b> Add lines 1 through 3 . . . . .	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	53,818,740.
b	Average of monthly cash balances	1b	11,939.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c)	1d	53,830,679.
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	NONE
3	Subtract line 2 from line 1d	3	53,830,679.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	807,460.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	53,023,219.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	2,651,161.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part)

1	Minimum investment return from Part X, line 6	1	2,651,161.
2a	Tax on investment income for 2007 from Part VI, line 5	2a	90,880.
b	Income tax for 2007 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	90,880.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,560,281.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,560,281.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,560,281.

**Part XII Qualifying Distributions** (see page 26 of the 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	3,581,197.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,581,197.
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 page 26 of the instructions)	5	90,880.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	3,490,317.

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7 . . . . .				2,560,281.
2 Undistributed income, if any, as of the end of 2006				
a Enter amount for 2006 only . . . . .				
b Total for prior years . . . . .				
3 Excess distributions carryover, if any, to 2007				
a From 2002 . . . . .	NONE			
b From 2003 . . . . .	NONE			
c From 2004 . . . . .	NONE			
d From 2005 . . . . .	NONE			
e From 2006 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2007 from Part XII, line 4 ▶ \$ <u>3,581,197.</u>				
a Applied to 2006, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see page 27 of the instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see page 27 of the instructions) . . . . .				
d Applied to 2007 distributable amount . . . . .				2,560,281.
e Remaining amount distributed out of corpus . . . . .	1,020,916.	STMT 22		
5 Excess distributions carryover applied to 2007 . (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	1,020,916.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
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 page 27 of the instructions . . . . .		NONE		
e Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .			NONE	
f Undistributed income for 2007 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	3,000,000.	STMT 22		
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .				
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2003 . . . . .				
b Excess from 2004 . . . . .	NONE			
c Excess from 2005 . . . . .	NONE			
d Excess from 2006 . . . . .	NONE			
e Excess from 2007 . . . . .	NONE			

**Part XIV Private Operating Foundations** (see page 27 of the 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 2007, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

**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 page 28 of the 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) )

NOT APPLICABLE

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

NOT APPLICABLE

**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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 19

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

SEE STATEMENT 19

c Any submission deadlines

SEE STATEMENT 19

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

SEE STATEMENT 19

**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> SEE STATEMENT 20				3,195,500.
<b>Total . . . . .</b> ▶ <b>3a</b>				3,195,500.
b <i>Approved for future payment</i> SEE STATEMENT 20				925,000.
<b>Total . . . . .</b> ▶ <b>3b</b>				925,000.



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) 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. Row 1 contains 'N/A' in columns (b) and (d).

2 a 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 (other than section 501(c)(3)) or in section 527? Yes No

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

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee (handwritten signature), Preparer's signature (handwritten signature), Firm's name (or yours if self-employed), address, and ZIP code: WTAS LLC, 335 COMMERCE DRIVE, FORT WASHINGTON, PA

**Schedule B**

(Form 990, 990-EZ, or 990-PF)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

Supplementary Information for  
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

**2007**

Name of organization

ALLEGHENY FOUNDATION

Employer identification number

25-6012303

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 organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II )

**Special Rules -**

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3 % support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II )

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *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 a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to 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 of \$5,000 or more during the year ) . . . . . ▶ \$ \_\_\_\_\_

**Caution:** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2007)

Name of organization ALLEGHENY FOUNDATION

Employer identification number

25-6012303

**Part I** Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	RICHARD M. SCAIFE ONE OXFORD CTR, 301 GRANT ST, STE 3900 PITTSBURGH, PA 15219-6402	\$ 3,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

=====

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
-----	----	-----
RICHARD M. SCAIFE ONE OXFORD CTR, 301 GRANT ST, STE 3900 PITTSBURGH, PA 15219-6402	09/01/2007	3,000,000.
TOTAL CONTRIBUTION AMOUNTS		----- 3,000,000. =====



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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDEND INCOME	1,545,117.	1,545,117.
INTEREST INCOME	75,494.	75,494.
	-----	-----
TOTAL	1,620,611.	1,620,611.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
-----	-----	-----	-----
OTHER INCOME	1,678.	1,678.	NONE
	-----	-----	-----
TOTALS	1,678.	1,678.	NONE
	=====	=====	=====

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	2,026.	NONE	NONE	2,026.
TOTALS	2,026.	NONE	NONE	2,026.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT, COMPILATION AND TAX	48,697.	24,349.	NONE	24,348.
TOTALS	48,697.	24,349.	NONE	24,348.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FISCAL AGENTS	54,757.	54,757.	NONE	NONE
TOTALS	54,757.	54,757.	NONE	NONE

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
PAYROLL TAXES	15,876.	1,218.	NONE	14,658.
FEDERAL EXCISE TAX	135,000.	NONE	NONE	NONE
	-----	-----	-----	-----
TOTALS	150,876.	1,218.	NONE	14,658.
	=====	=====	=====	=====

ALLEGHENY FOUNDATION  
EIN. 25-6012303  
YEAR ENDED: 12/31/2007

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FORM 990-PF

STATEMENT 8A

PART I, LINE 19- DEPRECIATION  
PART II, LINE 14- LAND, BUILDINGS, AND EQUIPMENT  
PART II, LINE 14- ACCUMULATED DEPRECIATION

DESCRIPTION	AMOUNT
FURNITURE AND EQUIPMENT	125,448
LEASEHOLD IMPROVEMENTS	64,574
SUBTOTAL FIXED ASSETS	<u>190,022</u>
LESS: ACCUMULATED DEPRECIATION	<u>(187,706)</u>
NET FIXED ASSETS	<u><u>2,316</u></u>

DEPRECIATION AND AMORTIZATION EXPENSE FOR 12/31/07 WAS \$8,616

STATEMENT 8A

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
INSURANCE	5,098.	391.	NONE	4,707.
OFFICE EXPENSES	6,375.	558.	NONE	5,817.
SECURITY	18,820.	1,444.	NONE	17,376.
TELEPHONE	1,251.	96.	NONE	1,155.
DUES AND SUBSCRIPTIONS	858.	NONE	NONE	858.
COMPUTER MAINTENANCE	1,000.	NONE	NONE	1,000.
OFFICE TEMP	6,651.	510.	NONE	6,141.
TOTALS	----- 40,053. =====	----- 2,999. =====	----- NONE =====	----- 37,054. =====



FORM 990PF, PART I - CONTRIBUTIONS, GIFTS, GRANTS PAID  
 =====

RECIPIENT NAME AND ADDRESS -----	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT -----	PURPOSE OF GRANT OR CONTRIBUTION -----	AMOUNT -----
<b>GRANTS PAID</b> =====			
SEE STATEMENT 20			3,195,500.
<b>TOTAL CONTRIBUTIONS PAID</b>			----- 3,195,500. =====
<b>GRANTS ACCRUED</b> =====			
SEE STATEMENT 20			925,000.
<b>TOTAL APPROVED CONTRIBUTIONS ACCRUED</b>			----- 925,000. =====

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PREPAID INSURANCE	2,053.	2,110.	2,110.
TOTALS	2,053.	2,110.	2,110.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE STATEMENT 18	12,594,237.	19,662,941.	51,800,420.
TOTALS	12,594,237.	19,662,941.	51,800,420.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUNDS SEE STATEMENT 18	2,325,548.	2,986,294.	2,986,294.
TOTALS	2,325,548.	2,986,294.	2,986,294.

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

DESCRIPTION  
-----

AMOUNT  
-----

REMOVAL OF PRIOR PERIOD FEDERAL  
EXCISE TAX

7,318.

TOTAL

-----  
7,318.  
=====

**Allegheny Foundation**

Schedule of Gains (Losses) for Tax on Investment Income  
For the Year Ended December 31, 2007

(a)	(b)	(c)	(d)	(e)	(f)	(h)	(i)	(j)	(k)	(l)	(m)
Kind of Property	Description	How Acquired P-Purchase D-Donated	Date Acquired	Date Sold/ Matured	Gross Sales Price	Cost or Other Basis and Expense of Sale	Gain (loss) (f) less (h)	Fair Market Value as of December 31, 1969	Adjusted Cost Basis	Excess of (j) over (k)	Losses from column (j) and gains (excess (l) over (i))
Security	BP PLC ADR	P	03/24/83	01/04/07	\$ 6,590,381	\$ 763,648	\$ 5,826,733	N/A	N/A	N/A	\$ 5,826,733
Security	Hershey Foods Corporation	D	01/08/79	03/23/07	544,007	8,397	535,610	N/A	N/A	N/A	535,610
Security	Fortune Brands Inc.	P	03/13/79	03/23/07	442,839	21,344	421,495	N/A	N/A	N/A	421,495
Security	Fortune Brands Inc.	D	03/13/79 04/25/78 04/27/78 04/28/78 05/31/78	03/23/07	1,576,111	73,021	1,503,090	N/A	N/A	N/A	1,503,090
Security	Kraft Foods, Inc.		01/30/78	04/04/07	30	1	29	N/A	N/A	N/A	29
Security	National City Corp.		01/11/07 01/29/04	10/18/07	663,860	989,740	(325,880)	N/A	N/A	N/A	(325,880)
Security	Citigroup Inc.		01/11/07 03/05/04		<u>667,180</u>	<u>1,054,611</u>	<u>(387,431)</u>	N/A	N/A	N/A	<u>(387,431)</u>
					<u>\$ 10,484,408</u>	<u>\$ 2,910,762</u>	<u>\$ 7,573,646</u>	N/A	N/A	N/A	<u>\$ 7,573,646</u>

See independent accountants' compilation report.

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
RICHARD M. SCAIFE ONE OXFORD CENTRE 301 GRANT STREET, SUITE 3900 PITTSBURGH, PA 15219-6401	CHAIRMAN & TRUSTEE 1.00	1,500.	NONE	NONE
JOANNE B. BEYER ONE OXFORD CENTRE 301 GRANT STREET, SUITE 3900 PITTSBURGH, PA 15219-6401	TRUSTEE 1.00	1,500.	NONE	NONE
RALPH H. GOETTLER ONE OXFORD CENTRE 301 GRANT STREET, SUITE 3900 PITTSBURGH, PA 15219-6401	TRUSTEE 1.00	1,500.	NONE	NONE
MATTHEW A. GROLL ONE OXFORD CENTRE 301 GRANT STREET, SUITE 3900 PITTSBURGH, PA 15219-6401	EXECUTIVE DIRECTOR 25.00	66,800.	14,500.	NONE
DORIS O'DONNELL ONE OXFORD CENTRE 301 GRANT STREET, SUITE 3900 PITTSBURGH, PA 15219-6401	TRUSTEE 1.00	1,500.	NONE	NONE
JANE ROESCH ONE OXFORD CENTRE 301 GRANT STREET, SUITE 3900 PITTSBURGH, PA 15219-6401	TRUSTEE 1.00	1,500.	NONE	NONE
ARTHUR P. ZIEGLER, JR.	TRUSTEE 1.00	1,500.	NONE	NONE

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ONE OXFORD CENTRE 301 GRANT STREET, SUITE 3900 PITTSBURGH, PA 15219-6401	TRUSTEE	NONE	NONE	NONE
GEORGE A. WEYMOUTH ONE OXFORD CENTRE 301 GRANT STREET, SUITE 3900 PITTSBURGH, PA 15219-6401				
	GRAND TOTALS	75,800.	14,500.	NONE



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

NAME AND ADDRESS -----	TYPE OF SERVICE -----	COMPENSATION -----
OXFORD DEVELOPMENT COMPANY 301 GRANT STREET, ONE OXFORD CENTRE PITTSBURGH, PA 15219	FACILITY RENTAL	52,978.
TOTAL COMPENSATION		----- 52,978. =====

**ALLEGHENY FOUNDATION**

Schedule of Investments  
December 31, 2007

<u>Investments</u>	<u>Shares or Par Value</u>	<u>Cost</u>	<u>Market Value</u>
<b>Money markets:</b>			
Fifth Third Bank Money Market	64,721	\$ 64,721	\$ 64,721
Schwab U.S. Treasury Money Fund	123,756	123,756	123,756
Schwab Value Advantage	2,986,294	<u>2,986,294</u>	<u>2,986,294</u>
<b>Total money markets</b>		<u><b>3,174,771</b></u>	<u><b>3,174,771</b></u>
<b>Common stocks:</b>			
Abbott Laboratories, Inc.	25,000	325,811	1,403,750
Allergan, Inc.	20,000	75,828	1,284,800
Altria Group, Inc.	157,100	1,893,270	11,873,618
Bank of America Corp.	22,500	1,012,285	928,350
Brown Forman Corp.	22,000	731,278	1,630,420
Chevron Corp.	15,000	948,279	1,399,950
Coca-Cola Co.	20,000	332,693	1,227,400
Dominion Resources, Inc.	6,800	97,627	322,660
Dow Chemical Corporation	14,000	560,150	551,880
Du Pont E.I. De Nemoure Co.	12,000	554,410	529,080
Duke Energy Corporation	68,000	470,730	1,371,560
Emerson Electric Company	6,000	256,021	339,960
Erie Indemnity Co.	10,000	529,706	518,900
Exxon Mobil Corp.	14,700	618,017	1,377,243
FPL Group, Inc.	50,000	862,881	3,389,000
Fortune Brands Inc.	25,000	236,636	1,809,000
General Dynamics Corp.	3,400	257,426	302,566
General Mills, Inc.	20,000	49,791	1,140,000
GlaxoSmithKline ADR	44,000	144,195	2,217,160
Hartford Financial Services Group	6,000	546,090	523,140
Hershey Foods Corp.	10,000	97,656	394,000
Honeywell International	24,000	1,103,182	1,477,680
International Business Machines Corp.	16,000	436,903	1,729,600
Johnson & Johnson	8,000	533,850	533,600
JP Morgan Chase & Co.	22,000	1,017,430	960,300
Kimberly-Clark Corp.	14,500	1,001,167	1,005,430
Kraft Foods, Inc.	108,716	592,636	3,547,403
Northrop Grumman Corp.	3,500	252,052	275,240
Procter & Gamble	16,000	1,019,174	1,174,720
Progress Energy, Inc.	20,000	375,707	968,600

See independent accountants' compilation report.

**ALLEGHENY FOUNDATION**

**Schedule of Investments  
December 31, 2007**

<u>Investments</u>	<u>Shares or Par Value</u>	<u>Cost</u>	<u>Market Value</u>
Raytheon Company New	5,000	\$ 264,560	\$ 303,500
Spector Energy Corp.	34,000	339,337	877,880
United Technologies Corp.	16,000	1,020,437	1,224,640
Wells Fargo & Co. New	28,000	943,008	845,320
Wyeth	53,000	<u>162,719</u>	<u>2,342,070</u>
Total common stocks		<u>19,662,942</u>	<u>51,800,420</u>
TOTAL INVESTMENTS		<u>\$ 22,837,713</u>	<u>\$ 54,975,191</u>

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See independent accountants' compilation report.

**ALLEGHENY FOUNDATION**

**Form 990-PF**

**EIN: 25-6012303**

**YEAR ENDED: 12/31/2007**

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**Information Regarding Grant and Loan Program**

The Allegheny Foundation concentrates its giving in the Western Pennsylvania area and confines most of its grant awards to the programs for historic preservation, civic development, education, youth development, and animal welfare. The Foundation does not make grants to individuals.

Initial inquiries to the Foundation should be in letter form signed by the Organization's President, or authorized representative, and have the approval of the Organization's Board of Directors. The letter should include a concise description of the specific program for which funds are requested. Additional information must include a budget for the program and for the organization, the latest audited financial statement and annual report. A copy of the Organization's current ruling letter evidencing tax exemption under Section 501(c)(3) and 509(a) of the Internal Revenue Code is required. Additional information may be requested, if needed, for further evaluation.

The Foundation normally considers grants at an annual meeting held in December. However, requests may be submitted at any time and will be acted upon as expeditiously as possible.

Grant applications should be addressed to

Mr. Matthew A. Groll  
Executive Director  
Allegheny Foundation  
301 Grant Street  
One Oxford Centre  
Suite 3900  
Pittsburgh, Pennsylvania 15219-6401

FEDERAL FOOTNOTES

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GRANTS PAID ALL OF THE GRANTEES SHOWN ON THE ATTACHED STATEMENT OF GRANTS ARE EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3) AND HAVE THE STATUS OF PUBLIC CHARITIES WITHIN THE MEANING OF INTERNAL REVENUE CODE SECTION 509(A)(1) OR (2).

**ALLEGHENY FOUNDATION**

**Schedule of Grants  
As of and for the Year Ended December 31, 2007**

	<u>Payable, 12/31/06</u>	January 1 to December 31, 2007	<u>Payable, 12/31/07</u>
		<u>Approved</u> <u>Paid</u>	
Allegheny Institute for Public Policy, Pittsburgh, Pennsylvania General operating support	\$ -	\$ 125,000 \$ 125,000	\$ -
Alliance for School Choice, Phoenix, Arizona General operating support	-	10,000 10,000	-
American Legislative Exchange Council, Washington, D.C. Report Card on American Education	-	50,000 50,000	-
Auberle, McKeesport, Pennsylvania General operating support	-	25,000 25,000	-
Bach Choir of Pittsburgh, Inc., Pittsburgh, Pennsylvania General operating support	-	10,000 10,000	-
Bay Area Electric Railway Association, Suisun, California Project support	-	87,500 87,500	-
Bill of Rights Institute, Arlington, Virginia Program support	30,000	30,000 60,000	-
Boys & Girls Clubs of Western Pennsylvania, Pittsburgh, Pennsylvania Capital campaign and summer program	-	440,000 440,000	-
Braddock's Field Historical Society, Braddock, Pennsylvania Project support	-	40,000 40,000	-
Brownsville Area Revitalization Corporation, Brownsville, Pennsylvania Project and capital support	-	50,000 50,000	-
Carnegie Library of Homestead, Munhall, Pennsylvania Project support	-	30,000 30,000	-

See independent accountants' compilation report.

**ALLEGHENY FOUNDATION**

Schedule of Grants  
As of and for the Year Ended December 31, 2007

	<u>Payable,</u> <u>12/31/06</u>		<u>January 1 to December 31, 2007</u> <u>Approved</u>		<u>Paid</u>		<u>Payable,</u> <u>12/31/07</u>
Carnegie Library of McKeesport, McKeesport, Pennsylvania Project support	\$ -	\$	25,000	\$	25,000	\$	-
Children Requiring a Caring Kommunity, Harrisburg, North Carolina Program support	-		50,000		50,000		-
Cleveland Police Historical Society, Inc., Cleveland, Ohio Project support	-		36,000		36,000		-
Commonwealth Education Organization, Pittsburgh, Pennsylvania General operating support	-		45,000		-		45,000
Crossroads Foundation, Pittsburgh, Pennsylvania General operating support	-		50,000		50,000		-
Doctors Without Borders USA, Inc., New York, New York General operating support	-		10,000		10,000		-
East End United Community Center, Uniontown, Pennsylvania Capital support	-		100,000		100,000		-
The Extra Mile Education Foundation, Inc., Pittsburgh, Pennsylvania Operation support	-		250,000		250,000		-
Fayette County Community Action, Uniontown, Pennsylvania Food Bank	-		25,000		25,000		-
The Frick Art & Historical Center, Inc., Pittsburgh, Pennsylvania Program support	-		50,000		50,000		-
The Glen Montessori School, Emsworth, Pennsylvania Program support	10,000		-		10,000		-

See independent accountants' compilation report.

## ALLEGHENY FOUNDATION

### Schedule of Grants As of and for the Year Ended December 31, 2007

	<u>Payable,</u> <u>12/31/06</u>		<u>January 1 to December 31, 2007</u> <u>Approved</u>	<u>Paid</u>	<u>Payable,</u> <u>12/31/07</u>
Goodwill Industries of Pittsburgh, Pittsburgh, Pennsylvania General support	\$ -	\$	25,000	\$ 25,000	\$ -
Greater Pittsburgh Community Food Bank, Duquesne, Pennsylvania General support	-		125,000	50,000	75,000
Guiding Eyes for the Blind, Inc., Yorktown Heights, New York Program support	-		10,000	10,000	-
The Heritage Foundation, Washington, D.C. General support	-		100,000	100,000	-
Historical Society of Carnegie Pennsylvania, Carnegie, Pennsylvania Project support	-		50,000	50,000	-
David Horowitz Freedom Center, Los Angeles, California General support	-		100,000	100,000	-
Imani Christian Academy, Pittsburgh, Pennsylvania Operation support	-		595,000	250,000	345,000
Light of Life Rescue Mission, Inc., Pittsburgh, Pennsylvania General support	-		35,000	35,000	-
Ligonier Valley Rail Road Association, Ligonier, Pennsylvania Capital support	-		100,000	100,000	-
Project support	-		100,000	-	100,000
Lincoln Institute of Public Opinion Research, Inc., Harrisburg, Pennsylvania General support	-		50,000	50,000	-
Loyalhanna Watershed Association, Ligonier, Pennsylvania Land acquisition	-		275,000	275,000	-

See independent accountants' compilation report.



## ALLEGHENY FOUNDATION

### Schedule of Grants As of and for the Year Ended December 31, 2007

	<u>Payable,</u> <u>12/31/06</u>		<u>January 1 to December 31, 2007</u> <u>Approved</u>		<u>Payable,</u> <u>12/31/07</u>
McKeesport Heritage Center, McKeesport, Pennsylvania General support	\$ -	\$	5,000	\$	5,000 \$ -
McKeesport Symphony Society, Inc., McKeesport, Pennsylvania General support	-		50,000		25,000 25,000
Mountain Watershed Association, Melcroft, Pennsylvania General operating and project support	-		25,000		25,000 -
Pennsylvania Trolley Museum, Inc., Washington, Pennsylvania Capital support	-		50,000		50,000 -
Project support	-		212,000		212,000 -
Philanthropy Roundtable, Washington, D.C. General support	-		10,000		10,000 -
The Pittsburgh Project, Pittsburgh, Pennsylvania General operating support	-		10,000		10,000 -
Pittsburgh Urban Leadership Service Experience (PULSE), Pittsburgh, Pennsylvania General support	-		10,000		10,000 -
River City Brass Band, Pittsburgh, Pennsylvania General operating support	-		50,000		50,000 -
Rosedale Block Cluster, Inc., Pittsburgh, Pennsylvania Project support	-		25,000		25,000 -
Saint Vincent College, Latrobe, Pennsylvania Capital support	-		35,000		35,000 -
Seton Hill University, Greensburg, Pennsylvania Project support	-		300,000		- 300,000

See independent accountants' compilation report.

**ALLEGHENY FOUNDATION**

**Schedule of Grants  
As of and for the Year Ended December 31, 2007**

	<u>Payable, 12/31/06</u>	<u>January 1 to December 31, 2007 Approved</u>	<u>Paid</u>	<u>Payable, 12/31/07</u>
Tutwiler Community Education Center, Inc., Tutwiler, Mississippi Program support	\$ -	\$ 15,000	\$ 15,000	\$ -
Westmoreland County Food Bank, Delmont, Pennsylvania Operating support	-	75,000	50,000	25,000
Westmoreland Museum of Art, Greensburg, Pennsylvania Exhibition support	-	95,000	95,000	-
Woodlawn Foundation, Mount Vernon, Virginia Capital improvement project	<u>-</u>	<u>10,000</u>	<u>-</u>	<u>10,000</u>
<b>Total Grants</b>	<b><u>\$ 40,000</u></b>	<b><u>\$ 4,080,500</u></b>	<b><u>\$ 3,195,500</u></b>	<b><u>\$ 925,000</u></b>

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See independent accountants' compilation report.

FEDERAL FOOTNOTES  
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EXPENSE ALLOCATION COMPENSATION OF OFFICERS, TRUSTEES, AND OTHER EMPLOYEES AS WELL AS THE RELATED EMPLOYEE BENEFITS ARE ALLOCATED BASED ON TIME SPENT IN CARRYING OUT THE FOUNDATION'S EXEMPT PURPOSE VERSUS TIME SPENT IN THE PRODUCTION OF INCOME. PROFESSIONAL FEES ARE ALLOCATED BASED ON SERVICES PERFORMED FOR THE FOUNDATION. DEPRECIATION IS TAKEN ON PROPERTY USED IN PRODUCING INCOME. THE REMAINING EXPENSES ARE CLASSIFIED BASED ON THE SALARY ALLOCATION DESCRIBED ABOVE.

ALLEGHENY FOUNDATION  
Form 990-PF  
EIN: 25-6012303  
YEAR ENDED: 12/31/2007

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STATEMENT 22

Qualifying Distribution Election

Pursuant to authority contained in Internal Revenue Code Section 4942(g)(3) and Regulations Section 53.4942(a)-3(d)(2), Allegheny Foundation hereby elects to have \$3,000,000 of its 2007 qualifying distributions treated as distributions out of corpus. Attached to this election is a statement of grants and qualifying distributions.

In accordance with Regulations Section 53.4942(a)-3(d)(2), this election is filed as an attachment to the 2007 Form 990-PF of Allegheny Foundation.

The person making this declaration is a foundation manager with the meaning of Section 4946(b)(1) of the Internal Revenue Code.

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Mr. Matthew A. Groll, Executive Director

STATEMENT 22

**ALLEGHENY FOUNDATION**

Form 990-PF

EIN: 25-6012303

YEAR ENDED: 12/31/2007

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**STATEMENT 23**

The Foundation has made the following distributions during 2007 and 2008 so that all gifts received during 2007 and all distributable amounts were paid by March 15, 2008

Distributable amount for calendar year 2007	2,560,281	
Prior Year Underdistribution of Gifts	-	
Gifts Received during 2007	<u>3,000,000</u>	
Amount to be distributed	5,560,281	
Distributions during 2007	3,581,197	
Less amount paid by March 15, 2007 and elected to be treated as a 2006 distribution	(998,088)	
Amount paid by March 15, 2008 and elected to be treated as a calendar 2007 distribution	<u>2,977,172</u>	<b>STATEMENT 24</b>
Distributions for 2007	5,560,281	

**STATEMENT 23**

ALLEGHENY FOUNDATION  
Form 990-PF  
EIN: 25-6012303  
YEAR ENDED: 12/31/2007

STATEMENT 24

Grants Paid January 1 - March 15, 2008

<u>Date Paid</u>	<u>Grantee</u>	<u>Amount Paid</u>
1/18/2008	Commonwealth Education Organization	\$ 15,000
1/18/2008	Greater Pittsburgh Community Food Bank	75,000
1/18/2008	Imani Christian Academy	115,000
1/18/2008	Ligonier Valley Rail Road Association	100,000
1/18/2008	Seton Hill University (formerly College)	300,000
1/18/2008	Westmoreland Community Food Bank	25,000
1/18/2008	Woodlawn Foundation	10,000
3/12/2008	Andrew Carnegie Free Library	100,000
3/12/2008	Archdiocese of Washington	250,000
3/12/2008	Brandywine Conservancy, Inc.	100,000
3/12/2008	Extra Mile Education Foundation	250,000
3/12/2008	Family Guidance, Inc. (formerly Youth Guidance, Inc.)	50,000
3/12/2008	Family House, Inc.	50,000
3/12/2008	Gilda's Club Western Pennsylvania	100,000
3/12/2008	Hill House Association	100,000
3/12/2008	Imani Christian Academy	250,000
3/12/2008	Manchester Bidwell Corporation	150,000
3/12/2008	Pittsburgh History & Landmarks Foundation	500,000
3/12/2008	Pittsburgh Project, The	100,000
3/12/2008	Remote Area Medical Foundation, Inc.	50,000
3/12/2008	Salvation Army of Pittsburgh, The	75,000
3/12/2008	Westmoreland County Historical Society	250,000
	TOTAL	<u>\$ 3,015,000</u>

\*\*\*The taxpayer elects to apply \$2,977,172 of the above \$3,015,000 distribution to 2007 to satisfy the conduit election. (See Statement 23)

STATEMENT 24