

SARAH SCAIFE FOUNDATION
Incorporated
One Oxford Centre
301 Grant Street, Suite 3900
Pittsburgh, Pennsylvania 15219-6402
412-392-2900

2014

ANNUAL REPORT

The Sarah Scaife Foundation's grant program is primarily directed toward public policy programs that address major domestic and international issues. The Foundation does not make grants to individuals for any purpose, to nationally organized fundraising groups, or to organizations that are not publicly supported non-profit, charitable organizations. Proposals for the following are routinely declined: 1) event sponsorships, endowments, capital campaigns, and building projects; and 2) support for organizations that are primarily dependent upon government funds, and for government agencies.

Grant proposals to the Foundation must contain a cover letter 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 purpose of the requesting organization and of the specific project or program for which funds are requested (if applicable) along with the following:

- 1) Project or program budget (if applicable)
- 2) Timetable (if applicable)
- 3) Organization's annual budget
- 4) Most recent audited financial statements
- 5) Current Form 990
- 6) Annual Report
- 7) List of officers and directors with their affiliations
- 8) List of key supporters
- 9) IRS determination letter evidencing 501(c)(3) tax-exempt status

Additional information may be requested if needed for further evaluation. Please note that all grant proposals must be submitted in hard copy and that the Foundation will not consider electronic requests.

The Foundation meets four times a year to consider grant proposals. However, proposals may be submitted at any time and will be acted upon as expeditiously as possible. Requests should be addressed to:

Michael W. Gleba
Chairman and CEO
Sarah Scaife Foundation
One Oxford Centre, Suite 3900
301 Grant Street
Pittsburgh, PA 15219-6402

**SARAH SCAIFE FOUNDATION
Incorporated**

**One Oxford Centre, Suite 3900
301 Grant Street
Pittsburgh, PA 16219-6402**

OFFICERS

Richard M. Scaife	-	Chairman*
Michael W. Gleba	-	President** and Treasurer (elected Chairman/CEO 9/18/14)
Yvonne Marie Bly	-	Secretary and Assistant Treasurer

*** through 7/4/14**

**** through 9/18/14**

STATEMENTS OF INVESTMENTS – DECEMBER 31, 2014

	<u>Book Value</u>	<u>Market Value</u>
Cash Equivalents	\$ 1,743,008	\$ 1,743,008
Government Securities	24,976,408	25,985,553
Corporate Stock	124,264,232	289,771,320
Corporate Bonds	16,497,636	16,847,463
Other Investments	<u>6,816,972</u>	<u>6,780,388</u>
	<u>\$174,298,256</u>	<u>\$341,127,732</u>

SARAH SCAIFE FOUNDATION INCORPORATED**SCHEDULE OF GRANTS****AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2014**

	<u>Payable,</u> <u>12/31/13</u>		<u>1/1/14 - 12/31/14</u> <u>Approved</u>	<u>Paid</u>	<u>Payable,</u> <u>12/31/14</u>
Acton Institute for the Study of Religion and Liberty, Grand Rapids, Michigan Project support	\$ -	\$	50,000	\$ 50,000	\$ -
Allegheny Institute for Public Policy, Pittsburgh, Pennsylvania General operating support	-		125,000	125,000	-
American Bar Association Fund for Justice and Education, Chicago, Illinois Standing Committee on Law and National Security	-		150,000	150,000	-
American Civil Rights Institute, Sacramento, California General operating support	-		150,000	150,000	-
American Enterprise Institute for Public Policy Research, Washington, D.C. Program support	-		550,000	550,000	-
Shadow Financial Regulatory Committee	-		25,000	25,000	-
American Foreign Policy Council, Washington, D.C. General operating support	-		175,000	175,000	-
America's Future Foundation, Washington, D.C. General operating support	-		50,000	50,000	-
Atlantic Legal Foundation, Larchmont, New York General operating support	-		75,000	75,000	-
Altas Economic Research Foundation, Washington, D.C. General operating and program support	-		75,000	75,000	-

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Capital Research Center, Washington, D.C. General operating support	\$ -	\$	200,000	\$ 200,000	\$ -
Carnegie Mellon University, Pittsburgh, Pennsylvania Project support	-		50,000	50,000	-
Program on Regulation and the Rule of Law	-		200,000	200,000	-
Cato Institute, Washington, D.C. Domestic Policy Studies Programs	-		50,000	50,000	-
Center for Equal Opportunity, Falls Church, Virginia General operating support	-		75,000	75,000	-
Center for Immigration Studies, Inc., Washington, D.C. General operating support	-		150,000	150,000	-
Center for Individual Rights, Washington, D.C. General operating support	-		110,000	110,000	-
Center for Media and Public Affairs, Washington, D.C. General operating support	-		75,000	75,000	-
Center for Security Policy, Inc., Washington, D.C. General operating support	-		200,000	200,000	-
Center for Strategic and Budgetary Assessments, Washington, D.C. Project support	-		150,000	150,000	-

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Center for Strategic and International Studies, Inc., Washington, D.C. Project support	\$ -	\$ 400,000	\$ 400,000	\$ -
Citizens' Council for Health Freedom, St. Paul, Minnesota General operating support	75,000	150,000	150,000	75,000
Claremont Institute for the Study of Statesmanship and Political Philosophy, Claremont, California General operating support	-	300,000	300,000	-
Collegiate Network, Inc., Wilmington, Delaware General operating and program support	-	240,000	240,000	-
The Commonwealth Foundation for Public Policy Alternatives, Harrisburg, Pennsylvania General operating support	-	175,000	175,000	-
Competitive Enterprise Institute, Washington, D.C. Project support	-	175,000	175,000	-
General operating support	-	175,000	175,000	-
Counterterrorism & Security Education and Research Foundation, Washington, D.C. Project support	-	100,000	100,000	-
David Horowitz Freedom Center, Sherman Oaks, California General operating support	-	200,000	200,000	-
The Defense Forum Foundation, Inc., Falls Church, Virginia Program support	-	50,000	50,000	-

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Ethics and Public Policy Center, Inc., Washington, D.C. General operating and program support	\$ -	\$ 175,000	\$ 175,000	\$ -
The Federalist Society for Law & Public Policy Studies, Washington, D.C. General operating support	-	300,000	300,000	-
Foundation for California University of Pennsylvania, California, Pennsylvania Government Agency Coordination Office	-	130,000	130,000	-
Foundation for Cultural Review, Inc., New York, New York General operating support	-	200,000	200,000	-
Project support	-	35,000	35,000	-
Foundation for Individual Rights in Education, Inc., Philadelphia, Pennsylvania General operating support	-	130,000	130,000	-
Franklin Center for Government and Public Integrity, Alexandria, Virginia Journalism programs	-	35,000	35,000	-
Free to Choose Network, Erie, Pennsylvania Project support	-	50,000	50,000	-
FreedomWorks Foundation, Washington, D.C. General operating support	-	125,000	125,000	-
Galen Institute, Inc., Alexandria, Virginia General operating support	-	50,000	50,000	-

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		<u>Approved</u>	<u>Paid</u>	
George C. Marshall Institute, Arlington, Virginia General operating support	\$ -	\$ 150,000	\$ 150,000	\$ -
George Mason University Foundation, Inc. Fairfax, Virginia Law and Economics Center	-	150,000	150,000	-
Center for Study of Public Choice	-	115,000	115,000	-
Heritage Foundation, Washington, D.C. General operating support	-	600,000	600,000	-
Hudson Institute, Inc., Washington, D.C. Center for Religious Freedom	-	100,000	100,000	-
Project support	-	50,000	50,000	-
Human Rights Foundation, Inc., New York, New York General operating support	-	75,000	75,000	-
Institute for Foreign Policy Analysis, Inc., Cambridge, Massachusetts General operating support	-	375,000	375,000	-
Economic Security Program	-	160,000	160,000	-
Institute for Humane Studies, Arlington, Virginia General operating support	-	100,000	100,000	-
Institute for Justice, Arlington, Virginia General operating support	-	125,000	125,000	-
The Institute of World Politics, Washington, D.C. Project support	-	200,000	200,000	-

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The Institute on Religion and Public Life, Inc., New York, New York General operating and publication support	\$ -	\$	75,000	\$ 75,000	\$ -
Intercollegiate Studies Institute, Inc., Wilmington, Delaware General operating support	-		300,000	300,000	-
International Freedom Educational Foundation, McLean, Virginia Center for Secure Free Society	-		75,000	75,000	-
Jamestown Foundation, Washington, D.C. General operating support	-		150,000	150,000	-
Johns Hopkins University, The Paul H. Nitze School of Advanced International Studies Washington, D.C. Research and writing projects	-		60,000	60,000	-
Judicial Watch, Inc., Washington, D.C. General operating support	-		225,000	225,000	-
Landmark Legal Foundation, Kansas City, Missouri General operating support	-		250,000	250,000	-
Manhattan Institute for Policy Research, Inc., New York, New York General operating support	-		150,000	150,000	-
Project support	-		50,000	50,000	-
Media Research Center, Inc., Alexandria, Virginia General operating support	-		300,000	300,000	-

SARAH SCAIFE FOUNDATION INCORPORATED

SCHEDULE OF GRANTS

AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2014

	<u>Payable,</u> <u>12/31/13</u>	<u>1/1/14 - 12/31/14</u>		<u>Payable,</u> <u>12/31/14</u>
		<u>Approved</u>	<u>Paid</u>	
Mercatus Center, Inc., Fairfax, Virginia General operating support	\$ -	\$ 100,000	\$ 100,000	\$ -
Missouri State University Foundation, Springfield, Missouri Department of Defense and Strategic Studies	-	150,000	150,000	-
Moving Picture Institute, New York, New York General operating support	-	50,000	50,000	-
National Association of Scholars, Inc., New York, New York General operating support	-	200,000	200,000	-
National Institute for Public Policy, Fairfax, Virginia Program support	-	250,000	250,000	-
New England Legal Foundation, Boston, Massachusetts General operating support	-	50,000	50,000	-
Pacific Legal Foundation, Sacramento, California General operating support	-	150,000	150,000	-
Pacific Research Institute for Public Policy, San Francisco, California General operating support	-	150,000	150,000	-
Princeton University, Princeton, New Jersey James Madison Program in American Ideals and Institutions	-	85,000	85,000	-
Reason Foundation, Los Angeles, California General operating support	-	100,000	100,000	-
Environment Program	-	75,000	75,000	-

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SCHEDULE OF GRANTS

AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2014

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		<u>Approved</u>	<u>Paid</u>	
Saint Vincent College, Latrobe, Pennsylvania Center for Political and Economic Thought	\$ -	\$ 50,000	\$ 50,000	\$ -
Social Philosophy and Policy Foundation, Bowling Green, Ohio General operating support	-	400,000	400,000	-
Southeastern Legal Foundation, Inc., Marietta, Georgia General operating support	-	50,000	50,000	-
Stanford University, Hoover Institution on War, Revolution and Peace, Stanford, California Book project	100,000	-	50,000	50,000
Research programs and Hoover Fellows support	-	300,000	300,000	-
Tax Foundation, Washington, D.C. General operating support	-	250,000	250,000	-
Tufts University, The Fletcher School of Law and Diplomacy, Medford, Massachusetts International Security Studies Program	-	280,000	280,000	-
Twenty First Century Initiatives, Washington, D.C. Project support	-	100,000	100,000	-
University of Chicago, Chicago, Illinois Coase-Sandor Institute for Law and Economics	-	100,000	100,000	-
University of Kentucky, Lexington, Kentucky The New University of Kentucky Albert B. Chandler Hospital Auditorium	2,000,000	-	500,000	1,500,000

SARAH SCAIFE FOUNDATION INCORPORATED

SCHEDULE OF GRANTS

AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2014

	<u>Payable,</u> <u>12/31/13</u>	<u>1/1/14 - 12/31/14</u> <u>Approved</u>	<u>Paid</u>	<u>Payable,</u> <u>12/31/14</u>
University of Virginia Law School Foundation, Charlottesville, Virginia Center for National Security Law	\$ -	\$ 250,000	\$ 250,000	\$ -
Total	<u>\$ 2,175,000</u>	<u>\$ 12,855,000</u>	<u>\$ 13,405,000</u>	<u>\$ 1,625,000</u>

Form **990-PF****Return of Private Foundation**

OMB No. 1545-0052

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.**2014**

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation SARAH SCAIFE FOUNDATION INCORPORATED		A Employer identification number 25-1113452
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (412) 392-2900
301 GRANT ST., ONE OXFORD CENTRE		
City or town, state or province, country, and ZIP or foreign postal code PITTSBURGH, PA 15219-6402		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 705,137,867.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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				
Operating and Administrative Expenses	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.		
	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-)				

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.
	10a	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 (attach schedule) ▶ 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)	1	175,360,694.
2	Enter amount from Part I, line 27a	2	361,539,643.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	536,900,337.
5	Decreases not included in line 2 (itemize) ▶ ATCH 13	5	216,937.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	536,683,400.

Form 990-PF (2014)

<p>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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p>		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

[illegible]

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 (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.


(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Print/Type preparer's name ANDREA KYZYMA	Preparer's signature 	Date 11/11/05	Check <input type="checkbox"/> if self-employed	PTIN P01273279
Firm's name ▶ GRANT THORNTON LLP	Firm's EIN ▶ 36-6055558			
Firm's address ▶ 2001 MARKET STREET, SUITE 700 PHILADELPHIA, PA 19103	Phone no. 215-561-4200			