Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0047

2023

Open to Public Inspection

For calendar year 2023, or tax year beginning 01-01-2023 , and ending 12-31-2023

Name of foundation
THE ANDREW W MELLON FOUNDATION

A Employer identification number
13-1879954

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
140 EAST 62ND STREET

B Telephone number (see instructions)
(212) 838-8400

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10065

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here..... ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ... ▶ ☐

H Check type of organization: ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), *line 16)* ▶$ 8,107,807,053

J Accounting method: ☐ Cash ☑ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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 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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	1,740,281	1,740,281		
	4	Dividends and interest from securities	32,334,054	69,967,803		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	416,354,929			
	b	Gross sales price for all assets on line 6a 2,032,655,000				
	7	Capital gain net income (from Part IV, line 2)		245,626,002		
	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)	2,945	-21,648,201	0	
	12	**Total.** Add lines 1 through 11	450,432,209	295,685,885	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	5,979,429	3,240,789	0	3,561,514
	14	Other employee salaries and wages	34,762,277	10,919,101	0	28,985,680
	15	Pension plans, employee benefits	15,363,825	3,051,756	0	11,504,043
	16a	Legal fees (attach schedule)	1,724,856	143,411	0	1,451,778
	b	Accounting fees (attach schedule)	629,818	125,964	0	503,854
	c	Other professional fees (attach schedule)	9,461,676	3,197,334	0	5,505,432
	17	Interest	5,632,150	0	0	5,563,225
	18	Taxes (attach schedule) (see instructions)	9,211,169	0	0	0
	19	Depreciation (attach schedule) and depletion	5,077,518	0	0	
	20	Occupancy	4,039,765	708,145	0	3,331,620
	21	Travel, conferences, and meetings	3,043,183	329,085	0	2,714,098
	22	Printing and publications	208,301	0	0	208,301
	23	Other expenses (attach schedule)	9,618,392	1,524,297	0	8,094,095
	24	**Total operating and administrative expenses.** Add lines 13 through 23	104,752,359	23,239,882	0	71,423,640
	25	Contributions, gifts, grants paid	549,292,394			524,690,293
	26	**Total expenses and disbursements.** Add lines 24 and 25	654,044,753	23,239,882	0	596,113,933
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-203,612,544			
	b	**Net investment income** (if negative, enter -0-)		272,446,003		
	c	**Adjusted net income** (if negative, enter -0-)			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	1,623,127	2,326,673	2,326,673
	2	Savings and temporary cash investments	320,585,968	94,797,493	94,797,493
	3	Accounts receivable ▶ 4,537,947			
		Less: allowance for doubtful accounts ▶	4,423,309	4,537,947	4,537,947
	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 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			
	10a	Investments—U.S. and state government obligations (attach schedule)	340,056,468	311,280,258	311,280,258
	b	Investments—corporate stock (attach schedule)	142,131,007	69,354,977	69,354,977
	c	Investments—corporate bonds (attach schedule)	220,883,226	207,142,000	207,142,000
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	7,075,010,660	7,261,794,807	7,261,794,807
	14	Land, buildings, and equipment: basis ▶ 109,704,389			
		Less: accumulated depreciation (attach schedule) ▶ 55,107,029	54,247,750	54,597,360	130,720,159
	15	Other assets (describe ▶)	30,927,106	22,162,706	25,852,739
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	8,189,888,621	8,027,994,221	8,107,807,053
Liabilities	17	Accounts payable and accrued expenses	23,556,482	15,062,141	
	18	Grants payable	279,474,814	305,081,960	
	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 ▶)	374,650,000	399,640,000	
	23	**Total liabilities**(add lines 17 through 22)	677,681,296	719,784,101	
Net Assets or Fund Balances		**Foundations that follow FASB ASC 958, check here** ▶ ☑ **and complete lines 24, 25, 29 and 30.**			
	24	Net assets without donor restrictions	7,512,207,325	7,308,210,120	
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here ▶ ☐ **and complete lines 26 through 30.**			
	26	Capital stock, trust principal, or current funds			
	27	Paid-in or capital surplus, or land, bldg., and equipment fund			
	28	Retained earnings, accumulated income, endowment, or other funds			
	29	**Total net assets or fund balances** (see instructions)	7,512,207,325	7,308,210,120	
	30	**Total liabilities and net assets/fund balances** (see instructions)	8,189,888,621	8,027,994,221	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	7,512,207,325
2	Enter amount from Part I, line 27a	2	-203,612,544
3	Other increases not included in line 2 (itemize) ▶	3	10,000
4	Add lines 1, 2, and 3	4	7,308,604,781
5	Decreases not included in line 2 (itemize) ▶	5	394,661
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29	6	7,308,210,120

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.)
1 a	PUBLICLY TRADED SECURITIES			
b	SCHEDULE K1 REPORTED INVESTMENTS	P		
c	FOREIGN INVESTMENTS NON-K1 REPORTED	P		
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	392,630,539		413,870,417	-21,239,878
b				129,774,775
c				137,091,105
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				-21,239,878
b				129,774,775
c				137,091,105
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	245,626,002
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	3	0

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary–see instructions)			1	3,786,999
b	All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations enter 4% (0.04) of Part I, line 12, col. (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0
3	Add lines 1 and 2			3	3,786,999
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	3,786,999
6	Credits/Payments:				
a	2023 estimated tax payments and 2022 overpayment credited to 2023	6a	6,233,415		
b	Exempt foreign organizations—tax withheld at source	6b	0		
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,500,000		
d	Backup withholding erroneously withheld	6d	0		
7	Total credits and payments. Add lines 6a through 6d			7	12,733,415
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	8,946,416
11	Enter the amount of line 10 to be: **Credited to 2024 estimated tax** ▶ 4,946,416 **Refunded** ▶			11	4,000,000

Part VI-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition.	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0 **(2)** On foundation managers. ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XIV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2023 or the taxable year beginning in 2023? See the instructions for Part XIII. If "Yes," complete Part XIII	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
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	12	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶ WWW.MELLON.ORG

14 The books are in care of ▶ SEPIDEH SEPASI CFO TREASURER Telephone no. ▶ (212) 838-8400

Located at ▶ 140 EAST 62ND STREET NEW YORK NY ZIP+4 ▶ 10065

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year 15

			Yes	No
16	At any time during calendar year 2023, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶ AR, BR, CH, EZ, EN, GR, IN, JA, MX, MY, PE, KS, TW, TU, AE	16	Yes	

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

			Yes	No
	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?	1a(1)		No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)		No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)		No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)	Yes	
	(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)?	1a(5)		No
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	1a(6)		No
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		No
c	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
d	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 2023?	1d		No
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 2023, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2023?	2a		No
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	Yes	
b	If "Yes," did it have excess business holdings in 2023 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 2023.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2023?	4b		No

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	5a(1)		No
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	5a(2)		No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	5a(3)		No
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	5a(4)	Yes	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	5a(5)		No
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	5b		No
c	Organizations relying on a current notice regarding disaster assistance check ▶ ☐			
d	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	5d	Yes	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	6a		No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	7a		No
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment during the year?	8	Yes	

Part VII 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

(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
SCOTT TAYLOR 140 EAST 62ND STREET NEW YORK, NY 10065	CHIEF INVESTMENT OFFICER 45.00	3,011,212	1,049,082	0
ELIZABETH ALEXANDER 140 EAST 62ND STREET NEW YORK, NY 10065	PRESIDENT 45.00	1,433,722	429,715	145,256
SHEREE CARTER-GALVAN 140 EAST 62ND STREET NEW YORK, NY 10065	CHIEF LEGAL OFFICER 45.00	737,776	106,890	0
CARTER STEWART 140 EAST 62ND STREET NEW YORK, NY 10065	EVP, PROGRAMS & RESEARCH 45.00	588,755	123,686	0
KATHRYN HALL 140 EAST 62ND STREET NEW YORK, NY 10065	TRUSTEE, BOARD CHAIR 6.00	75,000	0	0
JOSHUA S FRIEDMAN 140 EAST 62ND STREET NEW YORK, NY 10065	TRUSTEE 5.00	60,000	0	0
HEATHER GERKEN 140 EAST 62ND STREET NEW YORK, NY 10065	TRUSTEE 5.00	53,333	0	0
JONATHAN HOLLOWAY 140 EAST 62ND STREET NEW YORK, NY 10065	TRUSTEE 5.00	53,333	0	0
KELLY ANN GRANAT 140 EAST 62ND STREET NEW YORK, NY 10065	TRUSTEE 5.00	40,000	0	0
SHERRILYN IFILL 140 EAST 62ND STREET NEW YORK, NY 10065	TRUSTEE 5.00	40,000	0	0
THELMA GOLDEN 140 EAST 62ND STREET NEW YORK, NY 10065	TRUSTEE 5.00	40,000	0	0
GLENN LOWRY 140 EAST 62ND STREET NEW YORK, NY 10065	TRUSTEE (THRU 03/2023) 5.00	20,000	0	0
RICHARD BRODHEAD 140 EAST 62ND STREET NEW YORK, NY 10065	TRUSTEE (THRU 03/2023) 5.00	20,000	0	0
GAURAV KAPADIA 140 EAST 62ND STREET NEW YORK, NY 10065	TRUSTEE (AS OF 09/2023) 5.00	13,334	0	0
MELISSA GILLIAM 140 EAST 62ND STREET NEW YORK, NY 10065	TRUSTEE (AS OF 09/2023) 5.00	13,334	0	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
ABIGAIL ARCHIBALD 140 EAST 62ND STREET NEW YORK,NY 10065	SENIOR PORTFOLIO MGR 40.00	1,475,918	368,226	0
MICHELLE KNUDSEN 140 EAST 62ND STREET NEW YORK,NY 10065	SENIOR PORTFOLIO MGR 40.00	1,476,639	363,736	0
YINDENG JIANG 140 EAST 62ND STREET NEW YORK,NY 10065	SENIOR PORTFOLIO MGR 40.00	1,155,015	337,634	0
EMILY HICKMAN 140 EAST 62ND STREET NEW YORK,NY 10065	PORTFOLIO MANAGER 40.00	648,908	224,324	0
LAURA JUNG WHA KIM 140 EAST 62ND STREET NEW YORK,NY 10065	PORTFOLIO MANAGER 40.00	628,820	211,438	0

Total number of other employees paid over $50,000 ▶ 172

Part VII **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
ARCHITECTURE RESEARCH OFFICE LLC 170 VARICK STREET 7TH FLOOR NEW YORK,NY 10013	CONSTRUCTION	1,289,740
WORKANDCO INTERNATIONAL INC (WORK & CO) 231 FRONT STREET 5TH FLOOR BROOKLYN,NY 11201	WEBSITE	1,073,098
EVENSONBEST LLC 55 FIFTH AVENUE 12TH FLOOR NEW YORK,NY 10003	CONSTRUCTION	1,025,739
JP MORGAN INVESTMENT MANAGEMENT INC 277 PARK AVENUE 2ND FLOOR NEW YORK,NY 10172	INVESTMENT MANAGEMENT	783,613
ALLIED SECURITY HOLDINGS LLC 161 WASHINGTON ST STE 600 CONSHOHOCKEN,PA 19428	SECURITY	723,304

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

52

Part VIII- 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 MEMBERS OF THE FOUNDATION STAFF CONDUCT RESEARCH TO PROVIDE ACCESS TO KNOWLEDGE, INFORMATION, AND DATA TO INFORM AND IMPROVE STRATEGIES TO HELP BUILD JUST COMMUNITIES ENRICHED BY MEANING AND EMPOWERED BY CRITICAL THINKING, WHERE IDEAS AND IMAGINATION CAN THRIVE.	3,055,080
2	
3	
4	

Part VIII- 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 NONE	0
2	
All other program-related investments. See instructions. 3	0
Total. Add lines 1 through 3 . . . . . ▶	0

Part IX 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	7,986,384,294
b	Average of monthly cash balances			1b	8,379,405
c	Fair market value of all other assets (see instructions)			1c	15,700,000
d	**Total** (add lines 1a, b, and c)			1d	8,010,463,699
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0		
2	Acquisition indebtedness applicable to line 1 assets			2	0
3	Subtract line 2 from line 1d			3	8,010,463,699
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)			4	120,156,955
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3			5	7,890,306,744
6	**Minimum investment return.** Enter 5% (0.05) of line 5			6	394,515,337

Part X 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 IX, line 6			1	394,515,337
2a	Tax on investment income for 2022 from Part V, line 5	2a	3,786,999		
b	Income tax for 2022. (This does not include the tax from Part V.)	2b			
c	Add lines 2a and 2b			2c	3,786,999
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	390,728,338
4	Recoveries of amounts treated as qualifying distributions			4	4,612,623
5	Add lines 3 and 4			5	395,340,961
6	Deduction from distributable amount (see instructions)			6	0
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1			7	395,340,961

Part XI 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	596,113,933
b	Program-related investments—total from Part VIII-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	6,061,091
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 XII, line 4	4	602,175,024

Part XII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				395,340,961
2 Undistributed income, if any, as of the end of 2022:				
a Enter amount for 2022 only.			0	
b Total for prior years: 20 ___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2022:				
a From 2018.				
b From 2019. 7,759,954				
c From 2020. 115,307,887				
d From 2021. 46,917,993				
e From 2022. 151,454,964				
f **Total** of lines 3a through e	321,440,798			
4 Qualifying distributions for 2023 from Part XI, line 4: ▶ $ 602,175,024				
a Applied to 2022, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2023 distributable amount				395,340,961
e Remaining amount distributed out of corpus	206,834,063			
5 Excess distributions carryover applied to 2023. *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	528,274,861			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount —see instructions		0		
e Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2018 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2024.** Subtract lines 7 and 8 from line 6a	528,274,861			
10 Analysis of line 9:				
a Excess from 2019 7,759,954				
b Excess from 2020 115,307,887				
c Excess from 2021. . . . 46,917,993				
d Excess from 2022 151,454,964				
e Excess from 2023 206,834,063				

Part XIII Private Operating Foundations (see instructions and Part VI-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2023, enter the date of the ruling . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2023	**(b)** 2022	**(c)** 2021	**(d)** 2020	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed					
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, 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 IX, 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 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).)

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.

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

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

THE ANDREW W MELLON FOUNDATION
140 EAST 62ND STREET
NEW YORK,NY 10065
(212) 838-8400
HTTPS://MELLON.FLUXX.IO/

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

SEE STATEMENT 26

c Any submission deadlines:

SEE STATEMENT 27

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

ACTIVITIES SUPPORTED BY FOUNDATION GRANTS MUST BE CHARITABLE, EDUCATIONAL OR SCIENTIFIC UNDER THE PROVISIONS OF THE U.S. INTERNAL REVENUE CODE AND THE TREASURY REGULATIONS.

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,740,281	
4 Dividends and interest from securities			14	32,334,054	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	901101	-17,006,307	18	433,361,236	0
9 Net income or (loss) from special events:					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OTHER REVENUE			15	2,945	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-17,006,307		467,438,516	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 450,432,209

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)	Yes	
(2) Other assets	1a(2)		No
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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.

(a) Line No.	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
1a(1)	339,625	EMPLOYER VEBA TRUST	HEALTH AND WELFARE BENEFITS

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☑ Yes ☐ No

b If "Yes," complete the following schedule.

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
EMPLOYER VEBA TRUST	501(C)(9) ORG	SPONSORING ORGANIZATION

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 officer or trustee | Date 2024-11-14 | Title

May the IRS discuss this return with the preparer shown below? See instructions. ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
SCOTT THOMPSETT				P00741490

Firm's name ▶ GRANT THORNTON ADVISORS LLC — Firm's EIN ▶ 99-1856619

Firm's address ▶ 757 THIRD AVENUE 3RD FLOOR NEW YORK, NY 100172013 — Phone no. (212) 599-0100

Additional Data

Return to Form

Software ID:

Software Version:

Form 990PF - Special Condition Description:

Special Condition Description

TY 2023 IRS 990 e-File Render

Name: THE ANDREW W MELLON FOUNDATION

EIN: 13-1879954

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT/TAX FEES	629,818	125,964	0	503,854

TY 2023 IRS 990 e-File Render

Name: THE ANDREW W MELLON FOUNDATION

EIN: 13-1879954

Category	Amount
NONE	0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2023 IRS 990 e-File Render

Name: THE ANDREW W MELLON FOUNDATION

EIN: 13-1879954

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
CANADIAN CENTRE FOR ARCHITECTURE INC	1920 RUE BAILE MONTREAL, QUEBEC CA	2017-02-06	750,000	TO SUPPORT INITIATIVES AT THE INTERSECTION OF ARCHITECTURE, URBANISM, AND THE HUMANITIES.	422,667	NONE	NARRATIVE & FINANCIAL - 3/31/23		NARRATIVE AND FINANCIAL REPORTS OF EXPENDITURES ON THIS GRANT WERE RECEIVED ON MARCH 31, 2023. AS OF THIS FINANCIAL REPORT, APPROXIMATELY $422,667 OF THE GRANT FUNDS HAVE BEEN SPENT. THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.
LOS ANGELES COUNTY PUBLIC LIBRARY FOUNDATION	7400 EAST IMPERIAL HIGHWAY DOWNEY, CA 90242	2019-03-27	100,000	TO SUPPORT THE CREATIVE CULTIVATION PROJECT AT CLAREMONT LIBRARY.	65,115	NONE	NARRATIVE & FINANCIAL - 3/31/23		NARRATIVE AND FINANCIAL REPORTS OF EXPENDITURES ON THIS GRANT WERE RECEIVED ON MARCH 31, 2023. AS OF THIS FINANCIAL REPORT, APPROXIMATELY $65,115 OF THE GRANT FUNDS HAVE BEEN SPENT. THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.
FLAMBOYAN FOUNDATION INC	1730 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20036	2021-01-15	1,147,500	TO SUPPORT INDIVIDUAL FELLOWSHIPS FOR PUERTO RICAN WRITERS ACROSS GENRES	1,146,334	NONE	NARRATIVE & FINANCIAL - 9/29/23		NARRATIVE AND FINANCIAL REPORTS OF EXPENDITURES ON THIS GRANT WERE RECEIVED ON SEPTEMBER 29, 2023. AS OF THIS FINANCIAL REPORT, APPROXIMATELY $1,146,334 OF THE GRANT FUNDS HAVE BEEN SPENT. THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.
THEATER OF WAR PRODUCTIONS LIMITED LIABILITY COMPANY	49 EAST 1ST STREET 1E NEW YORK, NY 10003	2021-03-24	1,000,000	TO SUPPORT DEVELOPMENT OF THE DIGITAL AMPHITHEATER	471,045	NONE	NARRATIVE & FINANCIAL - 2/25/23		A $1,000,000 GRANT WAS AWARDED TO THE THEATER OF WAR PRODUCTIONS LIMITED LIABILITY COMPANY IN MARCH 2021; $335,000 WAS PAID IN MARCH 2021, $335,000 WAS PAID IN APRIL 2022, AND $330,000 WAS PAID IN MAY 2023. NARRATIVE AND FINANCIAL REPORTS OF EXPENDITURES ON THIS GRANT WERE RECEIVED ON FEBRUARY 25, 2023. AS OF THIS FINANCIAL REPORT, APPROXIMATELY $471,045 OF THE GRANT FUNDS HAVE BEEN SPENT. THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.
HBCU LIBRARY ALLIANCE INC	111 JAMES P BRAWLEY DRIVE SW ATLANTA, GA 30314	2022-01-13	1,000,000	TO SUPPORT NEW BUSINESS MODEL DEVELOPMENT THROUGH CHANGE-CAPITAL FUNDING	103,451	NONE	NARRATIVE & FINANCIAL - 9/28/23		NARRATIVE AND FINANCIAL REPORTS OF EXPENDITURES ON THIS GRANT AND THE USE OF THE PRINCIPAL AND INCOME FROM THE ENDWOMENT/CASH RESERVE ($130,000 OF THE GRANT WAS DESIGNATED AS ENDOWMENT/CASH RESERVE) WERE RECEIVED ON SEPTEMBER 28, 2023. AS OF THIS FINANCIAL REPORT, APPROXIMATELY $103,451 OF THE GRANT FUNDS HAVE BEEN SPENT; HBCU LIBRARY ALLIANCE, INC. ALSO REPORTED ON THE USE OF THE PRINCIPAL AND INCOME FROM THE ENDWOMENT/CASH RESERVE. THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.
KAMAU STUDIOS LLC	192 FRONT STREET NEW YORK, NY 10038	2022-01-13	300,000	TO SUPPORT KAMAU STUDIOS, A VISUAL STORYTELLING STUDIO, AND THE BLACK GOTHAM EXPERIENCE PROJECT.	192,480	NONE	NARRATIVE & FINANCIAL - 3/1/23		NARRATIVE AND FINANCIAL REPORTS OF EXPENDITURES ON THIS GRANT WERE RECEIVED ON MARCH 1, 2023. AS OF THIS FINANCIAL REPORT, APPROXIMATELY $192,480 OF THE GRANT FUNDS HAVE BEEN SPENT. THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.
LIBRARIES WITHOUT BORDERS	660 NORTH CAPITOL STREET NW WASHINGTON, DC 20001	2022-01-13	200,000	TO SUPPORT PLANNING FOR A COMMUNITY ARCHIVE PROJECT IN LOIZA, PUERTO RICO.	200,000	NONE	NARRATIVE & FINANCIAL - 10/30/23		NARRATIVE AND FINANCIAL REPORTS OF EXPENDITURES ON THIS GRANT WERE RECEIVED ON OCTOBER 30, 2023. AS OF THIS FINANCIAL REPORT, ALL OF THE GRANT FUNDS HAVE BEEN SPENT. THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.
Z SMITH REYNOLDS FOUNDATION INC	102 WEST THIRD ST STE 1110 WINSTONSALEM, NC 27101	2022-01-21	1,000,000	TO SUPPORT THE INCLUSIVE PUBLIC ART INITIATIVE	96,137	NONE	NARRATIVE & FINANCIAL - 3/27/23		A $1,000,000 GRANT WAS AWARDED TO Z. SMITH REYNOLDS FOUNDATION, INC. IN DECEMBER 2021; $100,000 WAS PAID IN JANUARY 2022; $400,000 WAS PAID IN JANUARY 2023; AND $500,000 WAS APPROVED FOR FUTURE PAYMENT. NARRATIVE AND FINANCIAL REPORTS OF EXPENDITURES ON THIS GRANT WERE RECEIVED ON MARCH 27, 2023. AS OF THIS FINANCIAL REPORT, APPROXIMATELY $96,137 OF THE GRANT FUNDS HAVE BEEN SPENT. THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.
LEEWAY FOUNDATION	1315 WALNUT STREET SUITE 832 PHILADELPHIA, PA 19107	2022-06-22	800,000	TO SUPPORT PROGRAMS THAT MODEL INCLUSIVE PHILANTHROPIC PRACTICES AND HONOR ARTISTS AS THE CULTURAL LIFEBLOOD OF COMMUNITIES	12,500	NONE	NARRATIVE & FINANCIAL - 2/27/23		AN $800,000 GRANT WAS AWARDED TO LEEWAY FOUNDATION IN JUNE 2022; $150,000 WAS PAID IN JUNE 2022, $250,000 WAS PAID IN MARCH 2023, AND $400,000 WAS APPROVED FOR FUTURE PAYMENT. NARRATIVE AND FINANCIAL REPORTS OF EXPENDITURES ON THIS GRANT WERE RECEIVED ON FEBRUARY 27, 2023. AS OF THIS FINANCIAL REPORT, APPROXIMATELY $12,500 OF THE GRANT FUNDS HAVE BEEN SPENT. THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.
VOICES UNDERGROUND	455 BIRCH STREET KENNETT SQUARE, PA 19348	2022-06-22	750,000	TO SUPPORT ARCHIVE CREATION AND RESEARCH PERSONNEL, EXPANDED PUBLIC PROGRAMMING, AND CULTURAL LANDSCAPE PLANNING AND DESIGN.	174,086	NONE	NARRATIVE & FINANCIAL - 4/10/23		A $750,000 GRANT WAS AWARDED TO VOICES UNDERGROUND IN JUNE 2022; $375,000 WAS PAID IN JUNE 2022, AND $375,000 WAS APPROVED FOR FUTURE PAYMENT. NARRATIVE AND FINANCIAL REPORTS OF EXPENDITURES ON THIS GRANT WERE RECEIVED ON APRIL 10, 2023. AS OF THIS FINANCIAL REPORT, APPROXIMATELY $174,086 OF THE GRANT FUNDS HAVE BEEN SPENT. THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.
FLAMBOYAN FOUNDATION INC	1730 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20036	2022-12-01	2,000,000	TO SUPPORT HURRICANE FIONA RESPONSE IN PUERTO RICO	387,038	NONE	NARRATIVE & FINANCIAL - 9/29/23		A $2,000,000 GRANT WAS AWARDED TO THE FLAMBOYAN FOUNDATION, INC. IN NOVEMBER 2022; $1,500,000 WAS PAID IN DECEMBER 2022 AND $500,000 WAS PAID IN JULY 2023. NARRATIVE AND FINANCIAL REPORTS OF EXPENDITURES ON THIS GRANT WERE RECEIVED ON SEPTEMBER 29, 2023. AS OF THIS FINANCIAL REPORT, APPROXIMATELY $387,038 OF THE GRANT FUNDS HAVE BEEN SPENT. THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.
AGORA CULTURAL ARCHITECTS	351 BOYLSTON STREET BOSTON, MA 02116	2023-01-11	700,000	TO SUPPORT THE BORI-CORRIDOR MAPPING AND TOURING INITIATIVE.	0	NONE			A GRANT TO GORA CULTURAL ARCHITECTS WAS PAID IN JANUARY 2023. GORA CULTURAL ARCHITECTS WAS NOT SCHEDULED TO SUBMIT NARRATIVE AND FINANCIAL REPORTS OF ITS EXPENDITURES ON THIS GRANT UNTIL ON OR BEFORE MARCH 31, 2024. NO REPORT WAS RECEIVED IN 2023.
EAST BAY	1428 FRANKLIN	2023-01-	1,300,000	TO SUPPORT CAPACITY	0	NONE			A $1,300,000 GRANT WAS AWARDED TO EAST BAY PERMANENT REAL ESTATE

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
PERMANENT REAL ESTATE COOPERATIVE	STREET OAKLAND, CA 94612	11		BUILDING FOR MEMBER ORGANIZATIONS OF THE CULTURAL REFORESTATION PROJECT IN OAKLAND.					COOPERATIVE IN JANUARY 2023; $600,000 WAS PAID IN JANUARY 2023 AND $700,000 WAS SCHEDULED FOR FUTURE PAYMENT. EAST BAY PERMANENT REAL ESTATE COOPERATIVE WAS NOT SCHEDULED TO SUBMIT NARRATIVE AND FINANCIAL REPORTS OF ITS EXPENDITURES ON THIS GRANT UNTIL ON OR BEFORE MARCH 31, 2024. NO REPORT WAS RECEIVED IN 2023.
NOAH PURIFOY FOUNDATION	63030 BLAIR LANE JOSHUA TREE, CA 92252	2023-01-26	500,000	TO SUPPORT THE CONSERVATION AND PRESERVATION OF THE NOAH PURIFOY OUTDOOR DESERT ART MUSEUM.	0	NONE			A $500,000 GRANT WAS AWARDED TO NOAH PURIFOY FOUNDATION IN JANUARY 2023; $360,000 WAS PAID IN JANUARY 2023 AND $140,000 WAS SCHEDULED FOR FUTURE PAYMENT. NOAH PURIFOY FOUNDATION WAS NOT SCHEDULED TO SUBMIT NARRATIVE AND FINANCIAL REPORTS OF ITS EXPENDITURES ON THIS GRANT UNTIL ON OR BEFORE MARCH 31, 2024. NO REPORT WAS RECEIVED IN 2023.
THE OFFICE PERFORMING ARTS FILM	130 JANE STREET SUITE 5J NEW YORK, NY 10014	2023-01-11	800,000	TO SUPPORT CAPACITY BUILDING.	0	NONE			AN $800,000 GRANT WAS AWARDED TO THE OFFICE PERFORMING ARTS + FILM IN JANUARY 2023; $550,000 WAS PAID IN JANUARY 2023 AND $250,000 WAS PAID IN DECEMBER 2023. THE OFFICE PERFORMING ARTS + FILM WAS NOT SCHEDULED TO SUBMIT NARRATIVE AND FINANCIAL REPORTS OF ITS EXPENDITURES ON THIS GRANT UNTIL ON OR BEFORE MARCH 31, 2024. NO REPORT WAS RECEIVED IN 2023.
WISE REAGON ARTS LLC	315 FLATBUSH AVENUE 131 NEW YORK, NY 11217	2023-01-11	650,000	TO SUPPORT THE DEVELOPMENT OF A SUSTAINABLE COMMUNITY ENGAGEMENT INFRASTRUCTURE MODELED AFTER THE VALUES EMBEDDED IN TOSHI REAGONS LATEST OPERA, PARABLE OF THE SOWER.	0	NONE			A $650,000 GRANT WAS AWARDED TO WISE REAGON ARTS LLC IN JANUARY 2023; $200,000 WAS PAID IN JANUARY 2023, $250,000 WAS PAID IN DECEMBER 2023, AND $200,000 WAS SCHEDULED FOR FUTURE PAYMENT. WISE REAGON ARTS LLC WAS NOT SCHEDULED TO SUBMIT NARRATIVE AND FINANCIAL REPORTS OF ITS EXPENDITURES ON THIS GRANT UNTIL ON OR BEFORE MARCH 31, 2024. NO REPORT WAS RECEIVED IN 2023.

TY 2023 IRS 990 e-File Render

Name: THE ANDREW W MELLON FOUNDATION

EIN: 13-1879954

Identifier	Return Reference	Explanation
	FORM 990-PF, PART I, COLUMN B	CONSISTENT WITH THE ACCOUNTING METHOD UTILIZED FOR OUR BOOKS AND RECORDS, AS WELL AS AUDITED FINANCIAL STATEMENTS, PART I, COLUMN B DISCLOSES AMOUNTS ON THE ACCRUAL BASIS, WITH THE EXCEPTION OF CERTAIN COMPENSATION EXPENSES. COMPENSATION INCLUDES CERTAIN DEFERRALS THAT ARE EXPENSED ON OUR BOOKS, BUT ARE SUBJECT TO A SUBSTANTIAL RISK OF FORFEITURE PRIOR TO PAYMENT, AND THEREFORE MAY NOT ULTIMATELY BE PAID. THE FOUNDATION FEELS THESE AMOUNTS SHOULD ONLY BE TAKEN AS EXPENSES TO OFFSET INVESTMENT INCOME WHEN ACTUALLY PAID, THEREFORE HAVE TAKEN THE CONSERVATIVE STANCE TO ADJUST OUR BOOK EXPENSE IN COLUMN B FOR THE DEFERRED AMOUNTS UNTIL SUCH TIME THEY ARE NO LONGER SUBJECT TO RISK OF FORFEITURE AND ARE TREATED AS TAXABLE TO THE INDIVIDUALS RECEIVING SUCH COMPENSATION.
NET LAND AND DEPRECIABLE ASSETS ADDITIONAL DETAILS	FORM 990-PF, PART I, LINE 19, COLUMN B	OFFICE BUILDINGS LOCATIONS:140-146 EAST 62ND STREET, NEW YORK, NY151, 153 AND 155 EAST 61ST STREET, NEW YORK, NYLEASED OFFICE BUILDING LOCATIONS:499 PARK AVE, NEW YORK, NYLAND LOCATION:140-146 EAST 62ND STREET, NEW YORK, NY151, 153 AND 155 EAST 61ST STREET, NEW YORK, NYTHE OFFICE BUILDINGS IN USE ARE DEPRECIATED ON A STRAIGHT-LINE BASIS OVER THEIR USEFUL LIVES, GENERALLY 25-28 YEARS. BUILDING IMPROVEMENTS ARE DEPRECIATED OVER THE REMAINING USEFUL LIFE OF THE BUILDING. FURNITURE AND EQUIPMENT ARE DEPRECIATED ON A STRAIGHT-LINE BASIS OVER 5-7 YEARS. THE PORTION OF THE 2023 DEPRECIATION EXPENSE ALLOCATED TOWARDS INVESTMENT INCOME WAS $196,542. (PART I, LINE 19, COLUMN B).BUILDINGS AND IMPROVEMENTS $135,198FURNISHINGS AND EQUIPMENT $61,344PART I, LINE 19, COLUMN B TOTAL $196,542
	FORM 990-PF, PART VII	THE FOLLOWING OFFICERS WORK, AT A MINIMUM, A FULL TIME SCHEDULE OF 40 HOURS PER WEEK AND FREQUENTLY MORE: SCOTT TAYLOR, CHIEF INVESTMENT OFFICERELIZABETH ALEXANDER, PRESIDENTSHEREE CARTER-GALVAN, CHIEF LEGAL OFFICERCARTER STEWART, EVP, PROGRAMS & RESEARCH*CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS REPORTED INCLUDES DEFERRED COMPENSATION FOR SCOTT TAYLOR, ELIZABETH ALEXANDER, AND SHEREE CARTER-GALVAN.*INCLUDED IN CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS AND DEFERRED COMPENSATION IS A BONUS THAT WAS AWARDED FOR SERVICES PERFORMED IN 2023 AND WHICH WAS PAID IN 2024 IN THE AMOUNT OF $925,000 AND $100,000 FOR SCOTT TAYLOR AND ELIZABETH ALEXANDER, RESPECTIVELY. THE FOLLOWING TRUSTEES PROVIDE AN AVERAGE OF 3-5 HOURS PER WEEK ATTENDING MEETINGS AND PROVIDING SERVICES TO THE FOUNDATION IN ADVANCE OF AND BETWEEN MEETINGS: JOSHUA S. FRIEDMAN, TRUSTEEHEATHER GERKEN, TRUSTEEJONATHAN HOLLOWAY, TRUSTEEKELLY ANN GRANAT, TRUSTEESHERRILYN IFILL, TRUSTEE THELMA GOLDEN, TRUSTEEGLENN LOWRY, TRUSTEE (THRU 03/2023)RICHARD BRODHEAD, TRUSTEE (THRU 03/2023)GAURAV KAPADIA, TRUSTEE (AS OF 09/2023)MELISSA GILLIAM, TRUSTEE (AS OF 09/2023)THE CHAIR OF THE BOARD OF TRUSTEES PROVIDES AN AVERAGE OF 3-6 HOURS PER WEEK ATTENDING MEETINGS AND PROVIDING SERVICES TO THE FOUNDATION IN ADVANCE OF AND BETWEEN MEETINGS: KATHRYN HALL, TRUSTEE, BOARD CHAIRADDITIONAL INFORMATION PERTAINING TO EMPLOYEES INCLUDES THE FOLLOWING: MICHELLE KNUDSEN, SENIOR PORTFOLIO MGRABIGAIL ARCHIBALD, SENIOR PORTFOLIO MGRYINDENG JIANG, SENIOR PORTFOLIO MGREMILY HICKMAN, PORTFOLIO MANAGERLAURA JUNG WHA KIM, PORTFOLIO MANAGER*CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS REPORTED INCLUDES DEFERRED COMPENSATION*INCLUDED IN CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS AND DEFERRED COMPENSATION IS A BONUS THAT WAS AWARDED FOR SERVICES PERFORMED IN 2023 AND WHICH WAS PAID IN 2024 IN THE AMOUNT OF $244,800, $244,800, $213,750, $102,375, AND $111,000 FOR ABIGAIL ARCHIBALD, MICHELLE KNUDSEN, YINDENG JIANG, EMILY HICKMAN, AND LAURA JUNG WHA KIM, RESPECTIVELY.
FORM AND CONTENT OF APPLICATIONS	FORM 990-PF, PART XIV, LINE 2B	GRANT APPLICATIONS ARE REVIEWED THROUGHOUT THE YEAR AND SHOULD BE SUBMITTED THROUGH THE FOUNDATION'S GRANTS PORTAL. THE FOUNDATION MAKES GRANTS IN FOUR CORE PROGRAM AREAS: HIGHER LEARNING; ARTS AND CULTURE; PUBLIC KNOWLEDGE; AND HUMANITIES IN PLACE. THE PRESIDENT'S OFFICE ALSO MAKES GRANTS THAT ALIGN WITH THE FOUNDATION'S STRATEGIC PRINCIPLES AND VISION THROUGH SIGNATURE PRESIDENTIAL INITIATIVES. THE OFFICE OF THE EXECUTIVE VICE PRESIDENT, PROGRAMS ALSO HAS A SMALL GRANTMAKING PROGRAM. COLLABORATIVE PLANNING BY THE FOUNDATION AND ITS GRANTEE ORGANIZATIONS GENERALLY PRECEDES AWARDS AND IS AN INTEGRAL PART OF GRANTMAKING. WHILE MELLON DOES NOT ACCEPT UNSOLICITED PROPOSALS, WE WELCOME UNSOLICITED INQUIRIES FROM ORGANIZATIONS WHOSE WORK ALIGNS WITH OUR CURRENT STRATEGIES. ADDITIONALLY, WE OCCASIONALLY ISSUE OPEN CALLS FOR CONCEPTS OR PROPOSALS.
	FORM 990-PF, PART XIV, LINE 2C	EXCEPT FOR OPEN CALLS FOR CONCEPTS OR PROPOSALS, MELLON INVITES AND ACCEPTS GRANT PROPOSALS ON A ROLLING BASIS.

TY 2023 IRS 990 e-File Render

Name: THE ANDREW W MELLON FOUNDATION

EIN: 13-1879954

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	207,142,000	207,142,000

TY 2023 IRS 990 e-File Render

Name: THE ANDREW W MELLON FOUNDATION

EIN: 13-1879954

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PUBLICLY TRADED SECURITIES	69,354,977	69,354,977

TY 2023 IRS 990 e-File Render

Name:	THE ANDREW W MELLON FOUNDATION
EIN:	13-1879954
US Government Securities - End of Year Book Value:	311,280,258
US Government Securities - End of Year Fair Market Value:	311,280,258
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2023 IRS 990 e-File Render

Name: THE ANDREW W MELLON FOUNDATION

EIN: 13-1879954

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DIVERSIFIED STRATEGIES	FMV	1,642,244,979	1,642,244,979
PRIVATE EQUITY	FMV	3,963,253,709	3,963,253,709
PUBLIC EQUITY	FMV	665,363,142	665,363,142
REDEMPTION PROCEEDS RECEIVABLES	FMV	850,253,448	850,253,448
SUBSCRIPTIONS PAID IN ADVANCE	FMV	140,679,529	140,679,529

TY 2023 IRS 990 e-File Render

Name: THE ANDREW W MELLON FOUNDATION

EIN: 13-1879954

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND & BUILDINGS	100,123,954	49,846,752	50,277,202	126,400,000
FURNISHINGS & EQUIPMENT	5,890,455	3,246,402	2,644,053	2,644,053
IT HARDWARE/SOFTWARE	3,689,980	2,013,875	1,676,105	1,676,106

TY 2023 IRS 990 e-File Render

Name: THE ANDREW W MELLON FOUNDATION

EIN: 13-1879954

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT RELATED	143,411	143,411	0	0
PROGRAM GRANTS	1,407,486	0	0	1,292,082
GRANT MAKING	166,052	0	0	152,437
DIR CHARITABLE ACTIVITIES	7,907	0	0	7,259

TY 2023 IRS 990 e-File Render

Name: THE ANDREW W MELLON FOUNDATION

EIN: 13-1879954

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OTHER ASSETS - ARTWORK	9,949,238	12,009,967	15,700,000
EMPLOYEE BENEFIT PLAN INVESTMENT	3,120,835	3,851,823	3,851,823
BOND CAPITALIZATION COSTS	1,061,222	843,130	843,130
PROGRAM RELATED INVESTMENTS	3,922,750	315,172	315,172
DEPOSITS	48,656	47,861	47,861
TAXES RECEIVABLE/(PAYABLE)	8,645,995	2,110,175	2,110,175
RIGHT OF USE ASSET	4,178,410	2,984,578	2,984,578

TY 2023 IRS 990 e-File Render

Name: THE ANDREW W MELLON FOUNDATION

EIN: 13-1879954

Description	Amount
NET UNREALIZED LOSSES ON INVESTMENTS	394,661

TY 2023 IRS 990 e-File Render

Name: THE ANDREW W MELLON FOUNDATION

EIN: 13-1879954

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TECHNOLOGY EXPENSES	3,823,551	615,594	0	3,207,957
INSURANCE	911,836	182,367	0	729,469
OCCUPANCY	129,665	21,599	0	108,067
OFFICE SUPPLIES	590,778	91,334	0	499,444
DATA ACQUISITION	231,603	138,024	0	93,579
TEMPORARY HELP	1,104,252	311,792	0	792,459
RECRUITING	920,339	75,814	0	844,525
CONVENINGS	909,448	27,061	0	882,387
CORP/INDIVIDUAL MEMBERSHIPS	375,361	7,955	0	367,406
ARTS PROGRAM TICKETS	52,241	0	0	52,241
PROFESSIONAL DEVELOPMENT	85,026	13,202	0	71,824
MISCELLANEOUS	484,292	39,555	0	444,737

TY 2023 IRS 990 e-File Render

Name: THE ANDREW W MELLON FOUNDATION

EIN: 13-1879954

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INVESTMENTS	0	-30,440,435	0
SUBPART F INCOME	0	8,789,289	0
OTHER REVENUE	2,945	2,945	0

TY 2023 IRS 990 e-File Render

Name: THE ANDREW W MELLON FOUNDATION

EIN: 13-1879954

Description	Amount
BENEFIT FOR DECREASE IN DEFERRED TAXES	10,000

TY 2023 IRS 990 e-File Render

Name: THE ANDREW W MELLON FOUNDATION

EIN: 13-1879954

Description	Beginning of Year - Book Value	End of Year - Book Value
2020 SERIES FIXED RATE BONDS	300,000,000	300,000,000
2008 SERIES VARIABLE RATE BONDS	44,350,000	44,350,000
REVOLVING LINE OF CREDIT	0	25,000,000
DEFERRED FEDERAL EXCISE TAX	30,300,000	30,290,000

TY 2023 IRS 990 e-File Render

Name: THE ANDREW W MELLON FOUNDATION

EIN: 13-1879954

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODY FEES	213,773	213,773	0	0
INVESTMENT ADVISORS	2,697,238	1,756,257	0	0
CONSULTANTS	6,550,665	1,227,304	0	5,505,432

TY 2023 IRS 990 e-File Render

Name: THE ANDREW W MELLON FOUNDATION

EIN: 13-1879954

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE/INCOME TAX NET EXPENSE	9,211,169	0	0	0