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Return of Private Foundation

OMB No 1545-0052

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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions

Name of foundation
THE RIDER-POOL FOUNDATION
C/O PNC BANK N.A., TRUSTEE

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
1600 MARKET STREET **4TH FL**

City or town, state, and ZIP code
PHILADELPHIA, PA 19103

A Employer identification number
23-6207356

B Telephone number
(215) 585-3997

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 ☐

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)
\$ 9,275,581. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	5,469.		N/A	
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	191,477.	191,477.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<110,763.>			
b	Gross sales price for all assets on line 6a	2,572,264.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	86,183.	191,477.		
13	Compensation of officers, directors, trustees, etc.	14,491.	10,868.		3,623.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	1,449.	0.		1,449.
b	Accounting fees	8,921.	0.		8,921.
c	Other professional fees	12,612.	11,887.		725.
17	Interest				
18	Taxes	<13,910.>	12.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications	1,758.	0.		1,758.
23	Other expenses	105,891.	5.		105,886.
24	Total operating and administrative expenses. Add lines 13 through 23	131,212.	22,772.		122,362.
25	Contributions, gifts, grants paid	376,150.			376,150.
26	Total expenses and disbursements. Add lines 24 and 25	507,362.	22,772.		498,512.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<421,179.>			
b	Net investment income (if negative, enter -0-)		168,705.		
c	Adjusted net income (if negative, enter -0-)			N/A	

916 10

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 7	9,803,865.	9,201,690.	9,275,581.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	9,803,865.	9,201,690.	9,275,581.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	9,803,865.	9,201,690.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	9,803,865.	9,201,690.		
31 Total liabilities and net assets/fund balances	9,803,865.	9,201,690.		

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	9,803,865.
2 Enter amount from Part I, line 27a	2	<421,179.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,382,686.
5 Decreases not included in line 2 (itemize) ▶ ADJUSTMENT TO BOOK CARRYING VALUE	5	180,996.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,201,690.

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				
b SEE ATTACHED STATEMENT				
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 2,572,264.		2,683,027.	<110,763.>	
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			<110,763.>	
2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	<110,763.>
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). If (loss), enter -0- in Part I, line 8			3	N/A

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.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	711,966.	10,283,701.	.069232
2007	555,567.	12,233,316.	.045414
2006	550,635.	11,184,725.	.049231
2005	470,644.	10,448,739.	.045043
2004	349,624.	9,854,766.	.035478
2 Total of line 1, column (d)			2 .244398
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			3 .048880
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 8,155,799.
5 Multiply line 4 by line 3			5 398,655.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,687.
7 Add lines 5 and 6			7 400,342.
8 Enter qualifying distributions from Part XII, line 4			8 498,512.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,687.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,687.
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	1,687.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	10,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	10,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
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	8,313.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 5,000. Refunded ☐	11	3,313.	

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			X
1c Did the foundation file Form 1120-POL for this year?			X
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		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
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	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13		
14	The books are in care of ► PNC BANK N.A. Located at ► 1600 MARKET STREET, PHILADELPHIA, PA	Telephone no. ► 215-585-3997 ZIP+4 ► 19103		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ☐	1b	
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	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. ►		
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		
b	If "Yes," did it have excess business holdings in 2009 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 2009.) N/A	3b	
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 2009?	4b	X

Form 990-PF (2009)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		14,491.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

▶ 0

Form 990-PF (2009)

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	8,280,102.
b Average of monthly cash balances	1b	<103.>
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	8,279,999.
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	8,279,999.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	124,200.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,155,799.
6 Minimum investment return. Enter 5% of line 5	6	407,790.

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

1 Minimum investment return from Part X, line 6	1	407,790.
2a Tax on investment income for 2009 from Part VI, line 5	2a	1,687.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,687.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	406,103.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	406,103.
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 XIII, line 1	7	406,103.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	498,512.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	498,512.
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	5	1,687.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	496,825.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				406,103.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008	30,081.			
f Total of lines 3a through e	30,081.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 498,512.				
a Applied to 2008, 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 2009 distributable amount				406,103.
e Remaining amount distributed out of corpus	92,409.			
5 Excess distributions carryover applied to 2009 (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	122,490.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	122,490.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	30,081.			
e Excess from 2009	92,409.			

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
-----------------	--

N/A

- 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 2009, enter the date of the ruling

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(i)(3) or ☐ 4942(i)(5)

- 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 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).)

NONE

- 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.

NONE

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

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

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

SEE STATEMENT 9

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

- c Any submission deadlines:**

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 10				
Total				376,150.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion 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					
4	Dividends and interest from securities			14	191,477.	
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			18	<110,763.>	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0.		80,714.	0.
13	Total. Add line 12, columns (b), (d), and (e)					80,714.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

OMB No 1545-0047

2009

Name of the organization

THE RIDER-POOL FOUNDATION
C/O PNC BANK N.A., TRUSTEE

Employer identification number

23-6207356

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions 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 990-EZ that received from any one contributor, during the year, 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

THE RIDER-POOL FOUNDATION
C/O PNC BANK N.A., TRUSTEE

Employer identification number

23-6207356

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DOROTHY RIDER POOL 4 T/U/W PNC BANK N.A., 620 LIBERTY AVE. PITTSBURGH, PA 15222-2705	\$ 5,469.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

— 1994

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 ATTACHED GAIN/LOSS FEDERAL REPORT		P	VARIOUS	VARIOUS
b SEE ATTACHED GAIN/LOSS FEDERAL REPORT		P	VARIOUS	VARIOUS
c BLACKROCK FUNDS LONG TERM CAPITAL GAIN DISTRIBUTI		P	VARIOUS	11/30/09
d BLACKROCK FUNDS SHORT TERM CAPITAL GAIN DISTRIBUT		P	VARIOUS	12/23/09
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 491,313.		493,350.	<2,037.>
b 2,078,382.		2,189,677.	<111,295.>
c 2.			2.
d 2,567.			2,567.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<2,037.>
b			<111,295.>
c			2.
d			2,567.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	<110,763.>
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) If (loss), enter "-0-" in Part I, line 8 }		3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DOMESTIC DIVIDEND INCOME	161,952.	0.	161,952.
FOREIGN DIVIDEND INCOME	29,503.	0.	29,503.
ORDINARY DIVIDENDS FROM FORM 1065 K-1, EI# 98-0437848, LAZARD LTD	22.	0.	22.
TOTAL TO FM 990-PF, PART I, LN 4	191,477.	0.	191,477.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GADSDEN SCHNEIDER & WOODWARD LLP - LEGAL FEES	1,449.	0.		1,449.
TO FM 990-PF, PG 1, LN 16A	1,449.	0.		1,449.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AMPER, POLITZER & MATTIA- AUDIT	6,001.	0.		6,001.
CAMPBELL, RAPPORD, & YURASISTS LLP-COMPILE & RECONCILE BOOKS	2,895.	0.		2,895.
DAVID CARUSO- REVIEW ANNUAL REPORT	25.	0.		25.
TO FORM 990-PF, PG 1, LN 16B	8,921.	0.		8,921.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BUCK CONSULTANTS INC- INVESTMENT ADVISORY FEE	8,000.	8,000.		0.	
MANAGED ACCOUNT INVESTMENT SERVICE FEE	3,887.	3,887.		0.	
PHILADELPHIA INSURANCE CO- DIRECTOR'S & OFFICER'S INSURANCE	725.	0.		725.	
TO FORM 990-PF, PG 1, LN 16C	12,612.	11,887.		725.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX ON DIVIDEND INCOME	12.	12.		0.	
REFUND OF 2008 FEDERAL EXCISE TAX	<13,922.>	0.		0.	
TO FORM 990-PF, PG 1, LN 18	<13,910.>	12.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
2009 SHARED OPERATING EXPENSES WITH DOROTHY RIDER POOL HEALTH CARE TRUST	105,828.	0.		105,828.	
US POST OFFICE - MAILING ANNUAL REPORT	26.	0.		26.	
ORPHANS COURT-COURT ACCOUNTING FILING FEE	32.	0.		32.	
FOREIGN DIVIDEND PROCESSING FEE	5.	5.		0.	
TO FORM 990-PF, PG 1, LN 23	105,891.	5.		105,886.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENTS	COST	9,201,690.	9,275,581.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,201,690.	9,275,581.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	8
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PNC BANK N.A 1600 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE 0.00	14,491.	0.	0.
EDWARD J. DONLEY C/O PNC BANK N.A. 1600 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE 1.00	0.	0.	0.
LEON C. HOLT JR. C/O PNC BANK N.A. 1600 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE 1.00	0.	0.	0.
JOHN P. JONES III C/O PNC BANK N.A. 1600 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE 1.00	0.	0.	0.
JOHN E. MCGLADE C/O PNC BANK N.A. 1600 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		14,491.	0.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D	STATEMENT	9
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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

EDWARD F. MEEHAN, M.P.H., EXECUTIVE DIRECTOR
1050 S. CEDAR CREST BOULEVARD, SUITE 202
ALLENTOWN, PA 18103

TELEPHONE NUMBER

(610) 770-9346

FORM AND CONTENT OF APPLICATIONS

IN WRITING WITH ALL INFORMATION INCLUDED AS DETAILED ON THE ATTACHED
APPLICATION GUIDELINE BROCHURE FOR THE RIDER-POOL FOUNDATION

ANY SUBMISSION DEADLINES

YEARLY BY APRIL 1ST FOR FUNDING YEARLY ON JUNE 1ST YEARLY BY AUGUST 15TH
FOR FUNDING YEARLY ON NOVEMBER 1ST

RESTRICTIONS AND LIMITATIONS ON AWARDS

RESTRICTIONS PER THE ATTACHED APPLICATION GUIDELINE BROCHURE FOR THE
RIDER-POOL FOUNDATION

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALLENTOWN AREA ECUMENICAL FOOD BANK 534 CHEW STREET ALLENTOWN, PA 18103	N/A GENERAL USE OF ORGANIZATION	PUBLIC	1,000.
ALLENTOWN ART MUSEUM 31 N. FIFTH STREET ALLENTOWN, PA 18101	N/A GENERAL USE OF ORGANIZATION	PUBLIC	20,000.
ALLENTOWN JEWISH COMMUNITY CENTER 702 N. 22ND STREET ALLENTOWN, PA 18104-3999	N/A GENERAL USE OF ORGANIZATION	PUBLIC	500.
ALLENTOWN PUBLIC LIBRARY 1210 HAMILTON STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC	5,000.
ALLENTOWN RESCUE MISSION PO BOX 748 ALLENTOWN, PA 18105	N/A GENERAL USE OF ORGANIZATION	PUBLIC	5,000.
ALLENTOWN SHAKESPEARE IN THE PARK 248 WEST 35TH STREET, STE. 1202 NEW YORK, NJ 10001	N/A GENERAL USE OF ORGANIZATION	PUBLIC	1,500.
ALLENTOWN SYMPHONY ASSOCIATION INC. 23 N. SIXTH STREET ALLENTOWN, PA 18101	N/A GENERAL USE OF ORGANIZATION	PUBLIC	8,000.
ALLIANCE FOR BUILDING COMMUNITIES 830 HAMILTON MALL ALLENTOWN, PA 18101	N/A GENERAL USE OF ORGANIZATION	PUBLIC	5,000.

AMER. RED CROSS/ GREATER LEHIGH VALLEY 2200 AVENUE A BETHLEHEM, PA 18017	N/A GENERAL USE OF ORGANIZATION	PUBLIC	3,500.
AMERICA ON WHEELS INC 5 NORTH FRONT STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC	1,000.
BALLET GUILD OF LEHIGH VALLEY INC. 556 MAIN STREET BETHLEHEM, PA 18018	N/A GENERAL USE OF ORGANIZATION	PUBLIC	5,000.
BAUM SCHOOL OF ART PO BOX 653, 510 LINDEN STREET ALLENTOWN, PA 18105	N/A GENERAL USE OF ORGANIZATION	PUBLIC	7,500.
BOY SCOUTS OF AMER. MINISI TRAILS COUNCIL 991 POSTAL ROAD ALLENTOWN, PA 18103	N/A GENERAL USE OF ORGANIZATION	PUBLIC	3,000.
BOYS & GIRLS CLUB OF ALLENTOWN 720 N. SIXTH STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC	27,500.
CATHOLIC CHARTIES OF DIOCESE OF ALLENTOWN INC. 2141 DOWNEYFLAKE LANE ALLENTOWN, PA 18103-4774	N/A GENERAL USE OF ORGANIZATION	PUBLIC	2,500.
CITYSPACE 457 ALLEN STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC	2,000.
CIVIC THEATRE OF ALLENTOWN 527 N. NINETEENTH STREET ALLENTOWN, PA 18104	N/A GENERAL USE OF ORGANIZATION	PUBLIC	1,000.
CLEAN WATER FUND 1315 WALNUT STREET, SUITE 1650 PHILADELPHIA, PA 19107	N/A GENERAL USE OF ORGANIZATION	PUBLIC	3,000.

COMMUNITY ACT COMM. OF LEHIGH VALLEY 1337 E. FIFTH ST BETHLEHEM, PA 18015	N/A GENERAL USE OF ORGANIZATION	PUBLIC	7,500.
COMMUNITY BIKE WORKS 235 N. MADISON STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC	7,500.
COMMUNITY MUSIC SCHOOL 23 N. 6TH ST., 2ND FL. ALLENTOWN, PA 18101	N/A GENERAL USE OF ORGANIZATION	PUBLIC	1,500.
COMMUNITY SERVICES FOR CHILDREN INC. 1520 HANOVER AVENUE ALLENTOWN, PA 18109	N/A GENERAL USE OF ORGANIZATION	PUBLIC	2,500.
DA VINCI DISCOVERY CTR OF SCIENCE & TECH 3145 HAMILTON BLVD. BYPASS ALLENTOWN, PA 18103-3686	N/A GENERAL USE OF ORGANIZATION	PUBLIC	5,000.
ECONOMICS PENNSYLVANIA 123 N. MARKET STREET SELINGROVE, PA 17870	N/A GENERAL USE OF ORGANIZATION	PUBLIC	1,000.
ELWYN 1347 HAUSMAN ROAD ALLENTOWN, PA 18104	N/A GENERAL USE OF ORGANIZATION	PUBLIC	1,000.
EMBRACE YOUR DREAMS 424 CENTER STREET, ROOM 300 BETHLEHEM, PA 18018	N/A GENERAL USE OF ORGANIZATION	PUBLIC	3,000.
EQUI-LIBRIUM INC. PO BOX 305 SCIOTA, PA 18354	N/A GENERAL USE OF ORGANIZATION	PUBLIC	4,000.
EVERLASTING LIFE MINISTRIES INC. PO BOX 3362 ALLENTOWN, PA 18106-3062	N/A GENERAL USE OF ORGANIZATION	PUBLIC	5,000.

EXEC. SERV. CORPS. OF THE LEHIGH VALLEY 1101 HAMILTON ST ALLENTOWN, PA 18101-1043	N/A GENERAL USE OF ORGANIZATION	PUBLIC	4,000.
FAMILY ANSWERS, INC. 411 WALNUT STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC	10,000.
FAMILY CONNECTION OF EASTON INC 723 COAL STREET EASTON, PA 18042	N/A GENERAL USE OF ORGANIZATION	PUBLIC	1,000.
HABITAT FOR HUMANITY INTERNATIONAL INC 245 N. GRAHAM STREET ALLENTOWN, PA 18109-2191	N/A GENERAL USE OF ORGANIZATION	PUBLIC	5,000.
HUGH MOORE HIST. PARK MUSEUMS INC 30 CENTER SQUARE EASTON, PA 18042-7743	N/A GENERAL USE OF ORGANIZATION	PUBLIC	1,000.
JR ACHIEVEMENT OF LEHIGH VALLEY INC. 1150 GLENLIVET DRIVE, C-35 ALLENTOWN, PA 18106	N/A GENERAL USE OF ORGANIZATION	PUBLIC	2,500.
LEHIGH COUNTY CONFERENCE OF CHURCHES 534 CHEW STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC	10,000.
LEHIGH COUNTY HISTORICAL SOCIETY 432 W. WALNUT STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC	3,000.
LEHIGH UNIVERSITY 111 RESEARCH DRIVE, IACOCCA HALL BETHLEHEM, PA 18015	N/A GENERAL USE OF ORGANIZATION	PUBLIC	5,000.
LEHIGH UNIVERSITY 420 E. PACKER AVENUE BETHLEHEM, PA 18015-3179	N/A GENERAL USE OF ORGANIZATION	PUBLIC	7,500.

LEHIGH VAL. CHILD CARE INC. 1501 LEHIGH STREET, SUITE 208 ALLENTOWN, PA 18103	N/A GENERAL USE OF ORGANIZATION	PUBLIC	5,000.
LEHIGH VAL.COMM. BROAD CASTERS ASSOC. 301 BROADWAY BETHLEHEM, PA 18015	N/A GENERAL USE OF ORGANIZATION	PUBLIC	4,500.
LEHIGH VALLEY MILITARY AFFAIRS COUNCIL PO BOX 22522 LEHIGH VALLEY, PA 18002-2522	N/A GENERAL USE OF ORGANIZATION	PUBLIC	5,000.
LEHIGH VALLEY PUBLIC TELECOMMUNICATIONS CORP 123 SESAME STREET BETHLEHEM, PA 18015-4799	N/A GENERAL USE OF ORGANIZATION	PUBLIC	2,500.
LEHIGH VALLEY STORYTELLING GUILD 4458 COFFEETOWN ROAD SCHNECKSVILLE, PA 18078	N/A GENERAL USE OF ORGANIZATION	PUBLIC	2,000.
LEHIGH VALLEY ZOOLOGICAL SOCIETY 5150 GAME PRESERVE ROAD SCHNECKSVILLE, PA 18078	N/A GENERAL USE OF ORGANIZATION	PUBLIC	2,500.
MANITO LIFE CENTER 2160 N. CEDAR CREST BOULEVARD ALLENTOWN, PA 18104	N/A GENERAL USE OF ORGANIZATION	PUBLIC	2,000.
MAYFAIR INC. 601 W. HAMILTON STREET ALLENTOWN, PA 18101	N/A GENERAL USE OF ORGANIZATION	PUBLIC	9,000.
MEALS ON WHEELS NORTHAMPTON CTY/BETHLEHEM 4240 FRITCH DRIVE BETHLEHEM, PA 18020	N/A GENERAL USE OF ORGANIZATION	PUBLIC	7,400.
MEALS ON WHEELS OF LEHIGH COUNTY INC 4234 DORNEY PARK ROAD ALLENTOWN, PA 18104-5727	N/A GENERAL USE OF ORGANIZATION	PUBLIC	5,000.

MORAVIAN ACADEMY 4313 GREEN POND ROAD BETHLEHEM, PA 18020	N/A GENERAL USE OF ORGANIZATION	PUBLIC	6,000.
MOSSER VILLAGE FAMILY CENTER 614 S. CARLISLE STREET ALLENTOWN, PA 18109	N/A GENERAL USE OF ORGANIZATION	PUBLIC	5,000.
MUHLENBERG COLLEGE 2400 CHEW STREET ALLENTOWN, PA 18104-5586	N/A GENERAL USE OF ORGANIZATION	PUBLIC	2,000.
NORTHAMPTON COUNTY COMM COLLEGE FDN 3835 GREEN POND ROAD BETHLEHEM, PA 18020	N/A GENERAL USE OF ORGANIZATION	PUBLIC	2,000.
OLD ALLENTOWN PRESV. ASSOC. INC 147 N. 10TH STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC	5,000.
PA. SHAKESPEARE FEST. DESALES UV. 2755 STATION AVE. CENTER VALLEY, PA 18034	N/A GENERAL USE OF ORGANIZATION	PUBLIC	7,000.
PENNSYLVANIA PARTNERSHIPS FOR CHILDREN 116 PINE STREET. SUITE 430 HARRISBURG, PA 17101	N/A GENERAL USE OF ORGANIZATION	PUBLIC	4,000.
PENNSYLVANIA SINFONIA ORCHESTRA 1524 LINDEN STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC	4,500.
PENNSYLVANIA YOUTH THEATRE 25 W. 3RD STREET BETHLEHEM, PA 18015-1214	N/A GENERAL USE OF ORGANIZATION	PUBLIC	2,500.
PINEBROOK FAMILY SERVICES 402 N. FULTON ST ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC	5,000.

PROJECT OF EASTON INC 320 FERRY STREET EASTON , PA 18042	N/A GENERAL USE OF ORGANIZATION	PUBLIC	3,000.
RENEW LEHIGH VALLEY CACLV, 1337 E.FIFTH STREET BETHLEHEM, PA 18015	N/A GENERAL USE OF ORGANIZATION	PUBLIC	14,000.
REPERTORY DANCE THEATRE 1402 LINDEN STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC	6,500.
SATORI LTD 2985 FAIRFIELD DRIVE NORTH ALLENTOWN, PA 18103	N/A GENERAL USE OF ORGANIZATION	PUBLIC	3,500.
SKILLS USA COUNCIL 1601 UNION BOULEVARD ALLENTOWN, PA 18109	N/A GENERAL USE OF ORGANIZATION	PUBLIC	2,000.
ST. LUKE'S NEIGHBORHOOD CENTER 435 NORTH SEVENTH STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC	1,000.
STEPHEN'S PLACE 729 RIDGE STREET BETHLEHEM, PA 18015	N/A GENERAL USE OF ORGANIZATION	PUBLIC	3,000.
STITCHES OF LOVE, INC 15 TIMBER DRIVE ALBURTIS, PA 18011	N/A GENERAL USE OF ORGANIZATION	PUBLIC	1,000.
THE ARC OF LEHIGH AND NORTHAMPTON COUNTIES, INC. 2289 AVENUE A BETHLEHEM, PA 18017	N/A GENERAL USE OF ORGANIZATION	PUBLIC	3,000.
THE CHILDREN'S HOME OF EASTON 2000 S. TWENTY-FIFTH STREET EASTON, PA 18042-6031	N/A GENERAL USE OF ORGANIZATION	PUBLIC	3,000.

THE MIRACLE LEAGUE OF LEHIGH VALLEY PO BOX 180 WHITEHALL, PA 18052	N/A GENERAL USE OF ORGANIZATION	PUBLIC	1,000.
THE PROGRAM FOR WOMEN & FAM, INC. 1030 WALNUT ST ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC	5,000.
THE SALVATION ARMY - ALLENTOWN 144 NORTH 8TH STREET ALLENTOWN, PA 18101	N/A GENERAL USE OF ORGANIZATION	PUBLIC	25,000.
TOUCHSTONE THEATRE 321 E. FOURTH STREET BETHLEHEM, PA 18015	N/A GENERAL USE OF ORGANIZATION	PUBLIC	2,500.
TURNING POINT OF LEHIGH VALLEY, INC 444 E. SUSQUEHANNA STREET ALLENTOWN, PA 18103	N/A GENERAL USE OF ORGANIZATION	PUBLIC	5,000.
VALLEY YOUTH HOUSE 829 LINDEN STREET ALLENTOWN, PA 18101	N/A GENERAL USE OF ORGANIZATION	PUBLIC	10,000.
WILDLANDS CONSERVANCY, INC. 3701 ORCHARD PLACE EMMAUS, PA 18049-1637	N/A GENERAL USE OF ORGANIZATION	PUBLIC	2,000.
WILDLIFE INFORMATION CENTER INC. PO BOX 198 SLATINGTON, PA 18080-0198	N/A GENERAL USE OF ORGANIZATION	PUBLIC	4,750.
YMCA OF EASTON PHILLISBURG & VICINITY 1225 W. LAFAYETTE STREET EASTON, PA 18042-1498	N/A GENERAL USE OF ORGANIZATION	PUBLIC	3,000.
YOUNG AUDIENCES OF EASTERN PA, INC. 208 DEKALB STREET, 2ND FLOOR NORRISTOWN, PA 19401	N/A GENERAL USE OF ORGANIZATION	PUBLIC	1,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

376,150.

T • H • E
RIDER-POOL
FOUNDATION

TRUSTEES:

EDWARD DONLEY

Former Chairman
Air Products and Chemicals, Inc.

LEON C. HOLT, JR.

Former Vice-Chairman
Air Products and Chemicals, Inc.

JOHN P. JONES III

President and Chief Operating Officer
Air Products and Chemical, Inc.

CORPORATE TRUSTEE:

PNC Bank, N.A.

EDWARD F. MEEHAN, M.P.H.

Executive Director
The Rider-Pool Foundation
Suite 202, 1050 S. Cedar Crest Boulevard
Allentown, PA 18103
Phone: (610) 770-9346
Fax: (610) 770-9361
E-mail: edmond@riderpoolfoundation.org

OBJECTIVES OF THE TRUST

In 1957, Leonard Parker Pool and his wife, Dorothy Rider Pool, established The Rider-Pool Foundation as a private, general purpose foundation and on her death in 1967, Dorothy Rider Pool left her estate as the principal funding of the Foundation. The late Leonard Parker Pool and subsequently the named Trustees of the Foundation have carried forth Dorothy Rider Pool's wishes and are particularly sensitive to her interests in education, disadvantaged children and the development of future leadership in our society. Since the Pools resided in Allentown, Pennsylvania, the particular geographic interest of the Foundation lies within the Lehigh Valley area of Pennsylvania.

Consistent with Dorothy Rider Pool's wishes and in keeping with the interests of Leonard Parker Pool and Dorothy Rider Pool in their lifetimes, The Rider-Pool Foundation's intent is to serve as a means to improve the quality of life in the community, to build on the community's strengths and add to its vitality, and to increase the capacity of the community to serve the needs of all its citizens. Within this objective, the Foundation's funding program is focused on:

- ▲ Education
- ▲ Health and Welfare
- ▲ Culture and Art
- ▲ Community Development

Occasionally, the Foundation will engage in other special projects to be determined at the discretion of the Trustees.

APPLICATION PROCEDURES

Historically, Foundation grant awards have not exceeded \$100,000. Projects are generally funded for one year but multi-year requests may be submitted where appropriate. The overwhelming majority of this support has been within the Lehigh Valley of Pennsylvania. The Foundation is restricted from providing funds to:

- 1) individuals;
- 2) legislative or lobbying efforts;
- 3) political or fraternal organizations;
- 4) organizations outside the United States or its territories.

The foundation as a policy does not provide operating or capital funds to:

- 1) sectarian institutions, organizations or programs in which funds will be used primarily for the propagation of religion;
- 2) hospitals;
- 3) United Way member agencies.

Further, the Foundation does not underwrite:

- 1) charitable or testimonial dinners;
- 2) fund-raising events or related advertising or;
- 3) the subsidization of books, mailings or articles in professional journals.

All requests are reviewed and evaluated by the Foundation's Executive Director. Final approval is determined by the Foundation's Board of Trustees. Proposals are accepted throughout the calendar year. Awards are made for unsolicited proposals twice a year. For consideration for funding by June 1st, proposals must be submitted by April 1st. For consideration for funding by November 1st, proposals must be submitted by August 15th. Requests should be as concise as possible and include:

- 1) a description of need;
- 2) specific objectives;
- 3) a work plan for accomplishing objectives, including a time schedule;
- 4) a proposed method of evaluating project effectiveness;
- 5) a budget fully defined and including all sources of financial support, committed and pending;
- 6) evidence of the organization's not-for-profit tax status; and
- 7) current Board of Directors.

Inquiries and proposals can be made to the Foundation's Executive Director.

REPORT: TMS-TX-23
BANK 21 PNC BANK (21)
REGION 35 PHILADELPHIA
OFFICE 001 C & E

GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
ACCOUNT 0435015 THE RIDER-POOL FOUNDATION
FROM: 01/01/09 TO: 12/31/09

PAGE: 1-
RUN DATE: 04/29/10

TAX CODE	OR-OFF	SERIAL	SEQ	LOT#	DATES	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET G0450A105 ARCH CAPITAL GROUP LTD												
830	740	40619-00001	00000	06/15/06	10/13/09			65.000	4,482.85	3,632.95	849.90 L	.00
830	740	40619-00001	00000	01/18/07	10/13/09			30.000	2,069.01	1,961.18	107.83 L	.00
830	740	40692-00001	00000	01/18/07	12/22/09			95.000	6,802.02	6,210.42	591.60 L	.00
TOTAL-LONG									13,353.88	11,804.55	1,549.33	.00
ASSET G2554F105 COVIDIEN PLC												
SEDOL: B3QN1M2												
ISIN: IE00B3QN1M21												
830	740	40597-00001	00000	06/12/09	09/21/09			245.000	10,169.74	8,857.46	1,312.28 S	.00
TOTAL-SHORT									10,169.74	8,857.46	1,312.28	.00
ASSET H50430232 LOGITECH INTERNATIONAL												
SEDOL B1921K0												
ISIN CH0025751329												
830	740	40456-00001	00000	08/15/07	05/01/09			345.000	4,873.48	8,970.00	4,096.52-L	.00
830	740	40456-00001	00000	08/20/07	05/01/09			20.000	282.52	524.69	242.17-L	.00
830	740	40456-00001	00000	06/12/08	05/01/09			25.000	353.15	744.25	391.10-S	.00
TOTAL-SHORT									5,509.15	10,238.94	391.10-	.00
TOTAL-LONG											4,338.69-	.00
ASSET N22717107 CORE LABORATORIES N V												
830	740	40597-00002	00000	07/01/09	09/21/09			65.000	6,767.44	5,601.73	1,165.71 S	.00
TOTAL-SHORT									6,767.44	5,601.73	1,165.71	.00
ASSET 00508Y102 ACUTY BRANDS INC												
830	740	40664-00001	00000	06/22/09	11/24/09			310.000	10,255.19	8,814.51	1,440.68 S	.00
TOTAL-SHORT									10,255.19	8,814.51	1,440.68	.00
ASSET 00758M220 ADVISORS INNER CIRCLE FD ICM												
SMALL CO INSTL CL												
FD #1229												
831	000	40605-00002	00000	10/31/02	10/01/09			50.453	1,157.39	1,179.09	21.70-L	.00
831	000	40605-00002	00000	12/19/02	10/01/09			64.409	1,477.54	1,533.57	56.03-L	.00
831	000	40605-00002	00000	12/19/02	10/01/09			330.711	7,586.51	7,874.22	287.71-L	.00
831	000	40605-00002	00000	05/30/03	10/01/09			1,516.066	34,778.56	40,236.39	5,457.83-L	.00

REPORT: TMS-TX-23
BANK 21 PNC BANK (21)
REGION 35 PHILADELPHIA
OFFICE 001 C & E

GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
ACCOUNT 0435015 THE RIDER-POOL FOUNDATION
FROM: 01/01/09 TO: 12/31/09

PAGE: 3
RUN DATE: 04/29/10

TAX OR-OFF SERIAL SEQ LOT# ACQUIRED TRADE
ASSET 067383109 (CONT'D)

G A I N / L O S S I N F O R M A T I O N

DATES
TOTAL-LONG

TOTAL-LONG

ASSET 09252M743 BLACKROCK TOTAL RETURN BOND
FUND BLACKROCK CLASS

FUND #442

831	000	40468-00002	00000	01/10/06	05/15/09
831	000	40605-00005	00000	01/10/06	10/01/09
831	000	40605-00005	00000	02/01/06	10/01/09
831	000	40605-00005	00000	03/01/06	10/01/09
831	000	40605-00005	00000	04/01/06	10/01/09
831	000	40605-00005	00000	05/01/06	10/01/09
831	000	40605-00005	00000	05/09/06	10/01/09

TOTAL-LONG

ASSET 12541W209 C.H.ROBINSON WORLDWIDE INC

830	740	40436-00001	00000	12/22/08	04/13/09
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TOTAL-SHORT

ASSET 12572Q105 CME GROUP INC

A DERIVATIVES EXCHANGE

830	740	40650-00002	00000	07/23/09	11/10/09
830	740	40650-00002	00000	08/24/09	11/10/09

TOTAL-SHORT

ASSET 139594105 CAPELLA EDUCATION CO

830	740	40630-00001	00000	07/01/09	10/22/09
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TOTAL-SHORT

ASSET 205768203 COMSTOCK RESOURCES INC

830	740	40559-00001	00000	02/11/09	08/12/09
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TOTAL-SHORT

ASSET 242370104 DEAN FOODS CO NEW

830	740	40379-00001	00000	02/06/08	02/12/09
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UNIT	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
135.000	9,986.93	12,285.01	2,298.08-	.00

21,610.942	213,300.00	248,756.15	35,456.15-L	.00
7,764.738	82,228.57	89,377.24	7,148.67-L	.00
589.778	6,245.75	6,768.60	522.85-L	.00
872.661	9,241.48	10,015.07	773.59-L	.00
911.974	9,657.81	10,351.92	694.11-L	.00
916.650	9,707.32	10,363.21	655.89-L	.00
936.645	9,919.07	10,557.23	638.16-L	.00

33,603.388	340,300.00	386,189.42	45,889.42-	.00
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135.000	6,319.03	6,961.95	642.92-S	.00
135.000	6,319.03	6,961.95	642.92-	.00

22.000	6,858.12	6,067.05	791.07 S	.00
14.000	4,364.25	3,776.04	588.21 S	.00
36.000	11,222.37	9,843.09	1,379.28	.00

140.000	10,240.36	8,476.09	1,764.27 S	.00
140.000	10,240.36	8,476.09	1,764.27	.00

145.000	5,433.74	5,527.70	93.96-S	.00
145.000	5,433.74	5,527.70	93.96-	.00

565.000	11,146.77	15,462.13	4,315.36-L	.00
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REPORT: TMS-TX-23
BANK 21 PNC BANK (21)
REGION 35 PHILADELPHIA
OFFICE 001 C & E

GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
ACCOUNT 0435015 THE RIDER-POOL FOUNDATION
FROM: 01/01/09 TO: 12/31/09

PAGE: 4
RUN DATE: 04/29/10

TAX CODE	OR-OFF	SERIAL	SEQ LOT#	DATES (CONT'D)	ACQUIRED	TRADE	G A I N / L O S S				I N F O R M A T I O N	
ASSET 242370104							UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L	
TOTAL-LONG							565.000	11,146.77	15,462.13	4,315.36-	.00	
ASSET 247916208 DENBURY RES INC COM NEW							435.000	5,823.59	6,589.29	765.70-S	.00	
830	740	40671-	00002	00000	10/09/09	12/02/09	435.000	5,823.59	6,589.29	765.70-	.00	
TOTAL-SHORT												
ASSET 251893103 DEVRY INC							20.000	1,059.24	1,012.17	47.07 S	.00	
830	740	40339-	00002	00000	04/21/08	01/06/09	110.000	4,750.90	5,566.96	816.06-L	.00	
830	740	40483-	00001	00000	04/21/08	05/28/09						
TOTAL-SHORT							130.000	5,810.14	6,579.13	47.07	.00	
TOTAL-LONG										816.06-	.00	
ASSET 278865100 ECOLAB INC							175.000	6,617.40	5,787.32	830.08 S	.00	
830	740	40535-	00002	00000	02/13/09	07/21/09	155.000	7,112.95	5,125.91	1,987.04 S	.00	
830	740	40591-	00001	00000	02/13/09	09/15/09						
TOTAL-SHORT							330.000	13,730.35	10,913.23	2,817.12	.00	
ASSET 296315104 ESCO TECHNOLOGIES INC							160.000	5,123.37	6,195.87	1,072.50-S	.00	
830	740	40652-	00003	00000	08/05/09	11/13/09	160.000	5,123.37	6,195.87	1,072.50-	.00	
TOTAL-SHORT												
ASSET 302491303 FMC CORPORATION NEW							205.000	11,295.21	11,047.78	247.43 S	.00	
830	740	40619-	00003	00000	09/14/09	10/13/09	205.000	11,295.21	11,047.78	247.43	.00	
TOTAL-SHORT												
ASSET 361448103 GATX CORP							175.000	3,760.01	8,231.23	4,471.22-S	.00	
830	740	40440-	00001	00000	06/19/08	04/15/09	190.000	4,082.29	8,502.56	4,420.27-S	.00	
830	740	40440-	00001	00000	07/24/08	04/15/09						
TOTAL-SHORT							365.000	7,842.30	16,733.79	8,891.49-	.00	
ASSET 36467W109 GAMESTOP CORP CL A							365.000	10,161.54	8,468.73	1,692.81 S	.00	
830	740	40421-	00003	00000	12/10/08	03/27/09						

REPORT: TMS-TX-23
BANK 21 PNC BANK (21)
REGION 35 PHILADELPHIA
OFFICE 001 C & E

GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
ACCOUNT 0435015 THE RIDER-POOL FOUNDATION
FROM: 01/01/09 TO: 12/31/09

PAGE: 5-
RUN DATE: 04/29/10

TAX CODE OR-OFF SERIAL SEQ LOT# ACQUIRED TRADE
ASSET 36467W109 (CONT'D)

G A I N / L O S S I N F O R M A T I O N

UNITS PROCEEDS TAX COST FEDERAL G/L STATE G/L

365.000 10,161.54 8,468.73 1,692.81 .00

TOTAL-SHORT

ASSET 384313102 GRAFTECH INTERNATIONAL LTD

830 740 40587-00002 00000 07/10/09 09/09/09
830 740 40587-00002 00000 08/28/09 09/09/09

TOTAL-SHORT

ASSET 410867105 HANOVER INSURANCE GROUP INC

830 740 40674-00001 00000 10/08/08 12/07/09

TOTAL-LONG

ASSET 411511306 HARBOR FUND
INTERNATIONAL FUND
FD #11

831 000 40503-00001 00000 09/02/03 06/19/09
831 000 40503-00001 00000 12/30/03 06/19/09
831 000 40503-00001 00000 12/30/03 06/19/09
831 000 40503-00001 00000 03/22/04 06/19/09
831 000 40503-00001 00000 12/30/04 06/19/09
831 000 40503-00001 00000 12/20/05 06/19/09
831 000 40671-00002 00000 12/20/05 12/04/09
831 000 40671-00002 00000 05/25/06 12/04/09

TOTAL-LONG

ASSET 423452101 HELMERICH & PAYNE INC

830 740 40617-00002 00000 08/28/09 10/08/09

TOTAL-SHORT

ASSET 443683107 HUDSON CITY BANCORP INC

830 740 40542-00002 00000 04/15/09 07/28/09

TOTAL-SHORT

ASSET 445658107 HUNT J B TRANSPORT SERVICES INC

830 740 40563-00001 00000 08/21/08 08/18/09
830 740 40563-00001 00000 10/08/08 08/18/09

7,692.401 331,004.01 247,541.46 83,462.55 L .00
29.029 1,249.12 1,060.71 188.41 L .00
385.397 16,583.63 14,082.39 2,501.24 L .00
885.148 38,087.92 32,600.00 5,487.92 L .00
98.662 4,245.43 4,218.78 26.65 L .00
274.922 11,829.89 13,396.94 1,567.05-L .00
327.132 18,371.71 15,941.14 2,430.57 L .00
46.800 2,628.29 2,589.91 38.38 L .00

9,739.491 424,000.00 331,431.33 92,568.67 .00

180.000 7,458.58 6,152.54 1,306.04 S .00

180.000 7,458.58 6,152.54 1,306.04 .00

650.000 8,979.58 7,949.89 1,029.69 S .00

650.000 8,979.58 7,949.89 1,029.69 .00

235.000 6,703.58 8,283.84 1,580.26-S .00
100.000 2,852.59 2,875.22 22.63-S .00

REPORT: TMS-TX-23
BANK 21 PNC BANK (21)
REGION 35 PHILADELPHIA
OFFICE 001 C & E

GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
ACCOUNT 0435015 THE RIDER-POOL FOUNDATION
FROM: 01/01/09 TO: 12/31/09

PAGE: 6-
RUN DATE: 04/29/10

TAX CODE	OR-OFF SERIAL	SEQ LOT#	DATES ACQUIRED	TRADE (CONT'D)	UNITS	PROCEEDS	G A I N / L O S S TAX COST	I N F O R M A T I O N FEDERAL G/L	STATE G/L
ASSET	445658107				335.000	9,556.17	11,159.06	1,602.89-	.00
TOTAL-SHORT									
ASSET	450828108				130.000	5,837.86	6,104.80	266.94-S	.00
830	740	40617-00003	00000	07/29/09 10/08/09	130.000	5,837.86	6,104.80	266.94-	.00
TOTAL-SHORT									
ASSET	45865V100				65.000	5,885.40	8,456.50	2,571.10-L	.00
830	740	40531-00001	00000	06/25/08 07/15/09	70.000	6,338.13	6,091.91	246.22 S	.00
830	740	40531-00001	00000	07/15/08 07/15/09					
TOTAL-SHORT					135.000	12,223.53	14,548.41	246.22	.00
TOTAL-LONG								2,571.10-	.00
ASSET	46113M108				315.000	1,485.31	3,548.63	2,063.32-S	.00
830	740	40408-00001	00000	09/23/08 03/16/09	115.000	542.26	1,264.85	722.59-S	.00
830	740	40408-00001	00000	09/23/08 03/16/09	240.000	1,361.56	2,639.69	1,278.13-S	.00
830	740	40440-00003	00000	09/23/08 04/15/09					
TOTAL-SHORT					670.000	3,389.13	7,453.17	4,064.04-	.00
TOTAL-LONG									
ASSET	461202103				240.000	7,039.86	5,498.40	1,541.46 S	.00
830	740	40552-00002	00000	12/05/08 08/05/09	240.000	7,039.86	5,498.40	1,541.46	.00
TOTAL-SHORT									
ASSET	465685105				100.000	4,155.05	5,632.49	1,477.44-S	.00
830	740	40367-00002	00000	06/11/08 02/03/09	130.000	5,840.07	7,322.24	1,482.17-L	.00
830	740	40626-00002	00000	06/11/08 10/20/09					
TOTAL-SHORT					230.000	9,995.12	12,954.73	1,477.44-	.00
TOTAL-LONG								1,482.17-	.00
ASSET	48273U102				275.000	4,005.82	6,046.37	2,040.55-S	.00
830	740	40408-00002	00000	10/22/08 03/16/09					

REPORT: TMS-TX-23
BANK 21 PNC BANK (21)
REGION 35 PHILADELPHIA
OFFICE 001 C & E

GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
ACCOUNT 0435015 THE RIDER-POOL FOUNDATION
FROM: 01/01/09 TO: 12/31/09

PAGE: 8.
RUN DATE: 04/29/10

TAX CODE	OR-OFF SERIAL	SEQ LOT#	DATES (CONT'D)	TRADE ACQUIRED	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET	594901100				340.000	5,772.59	10,258.96	4,486.37-	.00
TOTAL-SHORT									
ASSET	595017104				250.000	6,802.98	7,877.57	1,074.59-L	.00
830	740	40546-00002	00000	01/29/08	07/30/09	551.40	630.21	78.81-L	.00
830	740	40587-00003	00000	01/29/08	09/09/09	5,100.49	5,783.56	683.07-L	.00
830	740	40587-00003	00000	03/10/08	09/09/09	275.70	318.60	42.90-L	.00
830	740	40587-00003	00000	06/12/08	09/09/09				.00
TOTAL-LONG									
ASSET	62886E108				465.000	12,730.57	14,609.94	1,879.37-	.00
830	740	40419-00001	00000	08/26/08	03/25/09	2,913.10	8,114.98	5,201.88-S	.00
TOTAL-SHORT									
ASSET	636518102				305.000	2,913.10	8,114.98	5,201.88-	.00
830	740	40374-00002	00000	12/14/06	02/10/09	2,281.72	3,184.50	902.78-L	.00
830	740	40374-00002	00000	07/25/07	02/10/09	2,489.14	4,153.19	1,664.05-L	.00
830	740	40374-00002	00000	06/12/08	02/10/09	207.43	310.40	102.97-S	.00
TOTAL-SHORT									
ASSET	637071101				240.000	4,978.29	7,648.09	102.97-	.00
830	740	40384-00002	00000	10/15/08	02/18/09	4,233.31	4,151.37	81.94 S	.00
830	740	40419-00002	00000	10/15/08	03/25/09	6,695.12	5,157.76	1,537.36 S	.00
TOTAL-SHORT									
ASSET	655044105				370.000	10,928.43	9,309.13	1,619.30	.00
830	740	40629-00003	00000	05/26/09	10/21/09	8,257.77	6,385.73	1,872.04 S	.00
TOTAL-SHORT									
ASSET	67020Q107				115.000	8,257.77	6,385.73	1,872.04	.00
830	740	40554-00001	00000	11/20/07	08/07/09	4,927.17	8,815.97	3,888.80-L	.00
830	740	40554-00001	00000	06/12/08	08/07/09	3,464.41	6,385.48	2,921.07-L	.00

REPORT: TMS-TX-23
BANK 21 PNC BANK (21)
REGION 35 PHILADELPHIA
OFFICE 001 C & E

ACCOUNT 0435015 THE RIDER-POOL FOUNDATION
GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
FROM: 01/01/09 TO: 12/31/09

PAGE: 9
RUN DATE: 04/29/10

TAX CODE	OR-OFF SERIAL	SEQ LOT#	DATES ACQUIRED	TRADE DATE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 67020Q107 (CONT'D)									
TOTAL-LONG					545.000	8,391.58	15,201.45	6,809.87-	.00
ASSET 686091109 O REILLY AUTOMOTIVE INC									
830	740	40546-00003	00000	02/10/09	100.000	4,224.30	2,853.57	1,370.73 S	.00
830	740	40570-00003	00000	02/10/09	100.000	3,798.02	2,853.57	944.45 S	.00
830	740	40570-00003	00000	06/17/09	110.000	4,177.83	4,064.64	113.19 S	.00
TOTAL-SHORT					310.000	12,200.15	9,771.78	2,428.37	.00
ASSET 690768403 OWENS ILL INC									
NEW									
830	740	40339-00003	00000	09/09/08	325.000	8,515.15	12,500.31	3,985.16-S	.00
830	740	40400-00001	00000	09/09/08	330.000	3,443.30	12,692.63	9,249.33-S	.00
TOTAL-SHORT					655.000	11,958.45	25,192.94	13,234.49-	.00
ASSET 695257105 PACTIV CORPORATION									
830	740	40546-00004	00000	09/06/07	20.000	514.07	579.08	65.01-L	.00
830	740	40546-00004	00000	12/14/07	350.000	8,996.17	8,997.07	.90-L	.00
TOTAL-LONG					370.000	9,510.24	9,576.15	65.91-	.00
ASSET 707569109 PENN NATL GAMING INC									
830	740	40574-00001	00000	05/12/09	180.000	5,530.09	5,618.99	88.90-S	.00
TOTAL-SHORT					180.000	5,530.09	5,618.99	88.90-	.00
ASSET 716495106 PETROHAWK ENERGY CORP									
830	740	40654-00002	00000	10/14/09	250.000	5,636.23	6,729.38	1,093.15-S	.00
TOTAL-SHORT					250.000	5,636.23	6,729.38	1,093.15-	.00
ASSET 716768106 PETSMART INC									
830	740	40562-00002	00000	05/14/09	260.000	5,503.64	5,492.21	11.43 S	.00
TOTAL-SHORT					260.000	5,503.64	5,492.21	11.43	.00
ASSET 729251108 PLUM CREEK TIMBER CO INC									
830	740	40503-00002	00000	02/06/08	185.000	5,436.42	7,559.10	2,122.68-L	.00

REPORT: TMS-TX-23
BANK 21 PNC BANK (21)
REGION 35 PHILADELPHIA
OFFICE 001 C & E

ACCOUNT 0435015 THE RIDER-POOL FOUNDATION
GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
FROM: 01/01/09 TO: 12/31/09

PAGE: 10
RUN DATE: 04/29/10

TAX CODE OR-OFF SERIAL SEQ LOT# ACQUIRED TRADE
ASSET 729251108 (CONT'D)

G A I N / L O S S I N F O R M A T I O N
FEDERAL G/L STATE G/L

TOTAL-LONG

ASSET 741479109 T ROWE PRICE GROWTH STOCK

FD # 40

831 000 40604-00004 00000 09/27/04 09/30/09
831 000 40605-00006 00000 09/27/04 10/01/09

TOTAL-LONG

ASSET 776696106 ROPER INDS INC NEW

830 740 40570-00004 00000 03/17/08 08/25/09

TOTAL-LONG

ASSET 781258108 RUDDICK CORP

830 740 40630-00003 00000 06/11/08 10/22/09
830 740 40630-00003 00000 06/12/08 10/22/09
830 740 40630-00003 00000 01/30/09 10/22/09

TOTAL-SHORT
TOTAL-LONG

ASSET 808513105 SCHWAB CHARLES CORP NEW

830 740 40441-00001 00000 03/19/09 04/16/09
830 740 40458-00003 00000 03/19/09 05/05/09

TOTAL-SHORT

ASSET 817565104 SERVICE CORP INTERNATIONAL

830 740 40344-00002 00000 08/20/07 01/09/09
830 740 40344-00002 00000 08/22/07 01/09/09
830 740 40344-00002 00000 08/28/07 01/09/09
830 740 40344-00002 00000 04/02/08 01/09/09

TOTAL-SHORT
TOTAL-LONG

ASSET 82028K200 SHAW COMMUNICATIONS INC CL

830 740 40371-00001 00000 11/25/08 02/05/09

UNITS

PROCEEDS

TAX COST

FEDERAL G/L

STATE G/L

185.000

5,436.42

7,559.10

2,122.68-

.00

20,118.812
1,128.310

508,000.00
27,700.00

479,431.29
26,887.63

28,568.71 L
812.37 L

.00
.00

21,247.122

535,700.00

506,318.92

29,381.08

.00

150.000

6,987.12

8,288.22

1,301.10-L

.00

150.000

6,987.12

8,288.22

1,301.10-

.00

240.000
5.000
20.000

6,666.48
138.88
555.54

8,855.78
186.45
445.24

2,189.30-L
47.57-L
110.30 S

.00
.00
.00

265.000

7,360.90

9,487.47

110.30
2,236.87-

.00
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375.000
305.000

6,545.91
5,682.06

5,388.45
4,382.61

1,157.46 S
1,299.45 S

.00
.00

680.000

12,227.97

9,771.06

2,456.91

.00

295.000
70.000
335.000
920.000

1,545.11
366.64
1,754.62
4,818.66

3,486.66
829.50
4,020.00
9,430.00

1,941.55-L
462.86-L
2,265.38-L
4,611.34-S

.00
.00
.00
.00

1,620.000

8,485.03

17,766.16

4,611.34-
4,669.79-

.00
.00

400.000

6,627.64

6,780.20

152.56-S

.00

REPORT: TMS-TX-23
BANK 21 PNC BANK (21)
REGION 35 PHILADELPHIA
OFFICE 001 C & E

ACCOUNT 0435015 THE RIDER-POOL FOUNDATION
FROM: 01/01/09 TO: 12/31/09
GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY

PAGE: 11
RUN DATE: 04/29/10

TAX CODE	OR-OFF SERIAL	SEQ LOT#	DATES	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET	82028K200	(CONT'D)								
TOTAL-SHORT										
ASSET 82669G104	SIGNATURE BK NEW YORK N Y									
830	740	40629-00004	00000	07/13/09	10/21/09	205.000	6,143.49	5,678.21	465.28 S	.00
TOTAL-SHORT										
ASSET 827048109	SILGAN HLDGS INC									
830	740	40447-00002	00000	07/20/07	04/22/09	285.000	14,308.43	16,612.39	2,303.96-L	.00
830	740	40631-00002	00000	07/20/07	10/23/09	15.000	818.01	874.34	56.33-L	.00
830	740	40631-00002	00000	09/10/07	10/23/09	85.000	4,635.38	4,183.30	452.08 L	.00
830	740	40631-00002	00000	09/12/07	10/23/09	10.000	545.34	491.81	53.53 L	.00
830	740	40631-00002	00000	05/04/09	10/23/09	65.000	3,544.70	3,078.50	466.20 S	.00
830	740	40675-00002	00000	05/04/09	12/08/09	60.000	3,197.81	2,841.70	356.11 S	.00
830	740	40675-00002	00000	06/25/09	12/08/09	100.000	5,329.68	4,824.37	505.31 S	.00
TOTAL-SHORT										
TOTAL-LONG										
ASSET 833034101	SNAP ON INC					620.000	32,379.35	32,906.41	1,327.62	.00
830	740	40667-00002	00000	07/21/09	11/30/09	290.000	10,558.83	8,828.62	1,730.21 S	.00
TOTAL-SHORT										
TOTAL-LONG										
ASSET 858912108	STERICYCLE INC					290.000	10,558.83	8,828.62	1,730.21	.00
830	740	40602-00001	00000	04/16/09	09/24/09	80.000	3,757.50	4,087.81	330.31-S	.00
TOTAL-SHORT										
TOTAL-LONG										
ASSET 872540109	TJX COMPANIES INC NEW					80.000	3,757.50	4,087.81	330.31-	.00
830	740	40539-00002	00000	10/17/08	07/23/09	220.000	7,944.00	5,973.44	1,970.56 S	.00
TOTAL-SHORT										
TOTAL-LONG										
ASSET 879360105	TELEDYNE TECHNOLOGIES INC					220.000	7,944.00	5,973.44	1,970.56	.00
830	740	40569-00002	00000	01/22/09	08/24/09	195.000	6,746.38	5,720.87	1,025.51 S	.00

REPORT: TMS-TX-23
BANK 21 PNC BANK (21)
REGION 35 PHILADELPHIA
OFFICE 001 C & E

GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
ACCOUNT 0435015 THE RIDER-POOL FOUNDATION
FROM: 01/01/09 TO: 12/31/09

PAGE: 12
RUN DATE: 04/29/10

TAX CODE	OR-OFF	SERIAL	SEQ LOT#	DATES (CONT'D)	ACQUIRED	TRADE	G A I N / L O S S I N F O R M A T I O N					STATE G/L
							UNITS	PROCEEDS	TAX COST	FEDERAL G/L		
ASSET 879360105							195.000	6,746.38	5,720.87	1,025.51		.00
TOTAL-SHORT												
ASSET 886547108 TIFFANY & CO NEW							355.000	9,188.51	8,312.57	875.94 S		.00
830	740	40469-00002	00000	04/13/09	05/14/09		355.000	9,188.51	8,312.57	875.94		.00
TOTAL-SHORT												
ASSET 903914109 ULTRA PETE CORP							150.000	5,336.43	6,959.37	1,622.94-S		.00
830	740	40408-00003	00000	11/10/08	03/16/09		5.000	177.88	180.78	2.90-S		.00
830	740	40408-00003	00000	12/08/08	03/16/09		155.000	6,790.75	5,604.32	1,186.43 S		.00
TOTAL-SHORT							310.000	12,305.06	12,744.47	439.41-		.00
ASSET 91529Y106 UNUM GROUP							295.000	2,353.61	5,887.79	3,534.18-S		.00
830	740	40400-00002	00000	01/06/09	03/06/09		295.000	2,353.61	5,887.79	3,534.18-		.00
TOTAL-SHORT												
ASSET 921937868 VANGUARD TOTAL BOND MARKET							6,357.553	66,500.00	61,795.42	4,704.58 S		.00
831	000	40608-00001	00000	11/13/08	10/02/09		6,357.553	66,500.00	61,795.42	4,704.58		.00
TOTAL-SHORT												
ASSET 922018304 VANGUARD WINDSOR II FUND							12,075.180	469,000.00	592,529.09	123,529.09-L		.00
831	000	40605-00009	00000	05/03/04	10/01/09		577.421	22,300.00	28,334.05	6,034.05-L		.00
831	000	40608-00002	00000	05/03/04	10/02/09		12,652.601	491,300.00	620,863.14	129,563.14-		.00
TOTAL-LONG												
ASSET 92343E102 VERISIGN INC							385.000	8,154.09	8,368.75	214.66-S		.00
830	740	40587-00005	00000	05/04/09	09/09/09							

REPORT: TMS-TX-23
BANK 21 PNC BANK (21)
REGION 35 PHILADELPHIA
OFFICE 001 C & E

GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
ACCOUNT 0435015 THE RIDER-POOL FOUNDATION
FROM: 01/01/09 TO: 12/31/09

PAGE: 13-
RUN DATE: 04/29/10

TAX CODE	OR-OFF SERIAL	SEQ LOT#	DATES ACQUIRED	TRADE (CONT'D)	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 92343E102					385.000	8,154.09	8,368.75	214.66-	.00
TOTAL-SHORT									
ASSET 939640108 WASHINGTON POST CO									
CLASS B									
830	740	40465-00003	00000	10/09/07 05/12/09	15.000	5,420.61	12,042.59	6,621.98-L	.00
830	740	40465-00003	00000	02/01/08 05/12/09	20.000	7,227.48	14,938.60	7,711.12-L	.00
TOTAL-LONG					35.000	12,648.09	26,981.19	14,333.10-	.00
ASSET 941053100 WASTE CONNECTIONS INC									
CLASS B									
830	740	40526-00005	00000	01/24/06 07/10/09	280.000	6,974.62	6,425.07	549.55 L	.00
830	740	40526-00005	00000	01/08/08 07/10/09	35.000	871.83	1,062.89	191.06-L	.00
TOTAL-LONG					315.000	7,846.45	7,487.96	358.49	.00
ASSET 959802109 WESTERN UNION CO - W/I									
CLASS A									
830	740	40674-00003	00000	07/21/09 12/07/09	340.000	6,205.55	5,908.42	297.13 S	.00
TOTAL-SHORT					340.000	6,205.55	5,908.42	297.13	.00
ASSET 968223206 WILEY JOHN A SONS INC									
CLASS A									
830	740	40559-00006	00000	01/24/06 08/12/09	105.000	3,218.09	4,063.50	845.41-L	.00
830	740	40559-00006	00000	02/09/06 08/12/09	165.000	5,057.01	6,268.35	1,211.34-L	.00
TOTAL-LONG					270.000	8,275.10	10,331.85	2,056.75-	.00
LISTED SALES-TOTAL SHORT					21,784.553	491,312.90	493,349.65		.00 L
LONG					86,357.241	2078,382.47	2189,676.86		.00 L
CAPITAL GAIN DISTRIBUTIONS								2.06 L	.00 L
GRAND TOTAL-SHORT					108,141.794	2569,695.37	2683,026.51		.00 L
-LONG								2,036.75-	.00 L
CARRYOVER(CURRENT)								111,292.33-	.00 L
								.00 S	.00 L
								.00 M	.00 L
								.00 L	.00 L

SUMMARY OF INVESTMENTS

AS OF 12/31/09

ACCOUNT
21-35-501-0435015

THE RIDER-POOL FOUNDATION CONS

PAGE 1

	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET
PRINCIPAL CASH						
CASH EQUIVALENTS	41,547.38	41,547.38	41,547.38	.468		
FIXED INCOME						
MUTUAL FUNDS - FIXED	2,420,000.65	2,410,100.88	2,414,257.20	27.171	109,969.11	4.555
EQUITIES						
COMMON STOCK	588,429.52	589,362.11	646,940.47	7.281	6,449.97	.997
MUTUAL FUNDS - EQUITY	5,771,282.39	6,188,008.58	5,782,688.20	65.081	81,061.36	1.402
TOTAL EQUITIES	6,359,711.91	6,777,370.69	6,429,628.67	72.361	87,511.33	1.361
TOTAL PRINCIPAL ASSETS	8,821,259.94	9,229,018.95	8,885,433.25	100.000	197,480.44	2.223
CASH EQUIVALENTS	20,491.61	20,491.61	20,491.61	5.252		
FIXED INCOME						
MUTUAL FUNDS - FIXED	182,858.10	182,858.10	188,917.04	48.422	9,241.32	4.892
EQUITIES						
MUTUAL FUNDS - EQUITY	177,080.48	177,080.48	180,738.64	46.326	3,332.78	1.844
ACCOUNT TOTAL	9,201,690.13	9,609,449.14	9,275,580.54		210,054.54	2.265

STATEMENT OF INVESTMENTS

AS OF 12/31/09

PAGE 2

ACCOUNT
21-35-501-0435015

THE RIDER-POOL FOUNDATION CONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
CASH EQUIVALENTS								
1,603.530	BLACKROCK FUNDS MONEY MARKET INSTITUTIONAL SHARES #01 (INCOME INVESTMENT) ACCOUNT 21-35-740-0435015	1,603.53	1,603.53	1,603.53	.017			1.000
36,987.350	BLACKROCK FUNDS MONEY MARKET INSTITUTIONAL SHARES #01 ACCOUNT 21-35-740-0435015	36,987.35	36,987.35	36,987.35	.399			1.000
4,560.030	BLACKROCK FUNDS MONEY MARKET INSTITUTIONAL SHARES #01 ACCOUNT 21-35-001-0435015	4,560.03	4,560.03	4,560.03	.049			1.000
18,888.080	BLACKROCK FUNDS MONEY MARKET INSTITUTIONAL SHARES #01 (INCOME INVESTMENT) ACCOUNT 21-35-001-0435015	18,888.08	18,888.08	18,888.08	.204			1.000
TOTAL CASH EQUIVALENTS		62,038.99	62,038.99	62,038.99	.669			
COMMON STOCK								
390.000	MARVELL TECHNOLOGY GROUP LTD	6,341.40	6,341.40	8,092.50	.087			20.750
180.000	SYBASE INC.	6,483.56	6,483.56	7,812.00	.084			43.400
150.000	MCKESSON CORPORATION	6,002.10	6,591.39	9,375.00	.101	72.00	.768	62.500



STATEMENT OF INVESTMENTS

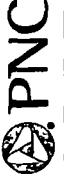
AS OF 12/31/09

PAGE 3

ACCOUNT
21-35-501-0435015

THE RIDER-POOL FOUNDATION CONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
235.000	RUDDICK CORP	6,917.96	5,231.60	6,046.55	.065	112.80	1.866	25.730
230.000	NEUTRAL TANDEM INC	6,275.99	6,275.99	5,232.50	.056			22.750
475.000	FIRST HORIZON NATL CORP	6,636.04	6,636.04	6,365.00	.069	380.00	5.970	13.400
790.000	WEATHERFORD INTL LTD SEDOL B5KL6S7 ISIN CH0036838394	13,708.24	13,708.24	14,148.90	.153			17.910
90.000	LORILLARD INC	6,963.21	6,963.21	7,220.70	.078	360.00	4.986	80.230
80.000	ENSTAR GROUP LTD ISIN BMG3075P1014 SEDOL B1Q76J2	5,089.62	5,089.62	5,841.60	.063			73.020
175.000	LAZARD LTD CL A SEDOL B081VQ7 ISIN BMG540501027 ACCOUNT 21-35-740-0435015	6,318.29	6,318.29	6,644.75	.072	87.50	1.317	37.970
305.000	FOSTER WHEELER AG SEDOL B4Y5T26 ISIN CH0018666781 ACCOUNT 21-35-740-0435015	9,830.15	9,830.15	8,979.20	.097			29.440
210.000	AEROPOSTALE INC ACCOUNT 21-35-740-0435015	6,950.52	6,950.52	7,150.50	.077			34.050
185.000	AIRGAS INC ACCOUNT 21-35-740-0435015	8,699.14	8,699.14	8,806.00	.095	133.20	1.513	47.600
275.000	AMETEK INC NEW ACCOUNT 21-35-740-0435015	9,808.71	11,285.44	10,516.00	.113	66.00	.628	38.240



STATEMENT OF INVESTMENTS

AS OF 12/31/09

PAGE 9

ACCOUNT
21-35-501-0435015

THE RIDER-POOL FOUNDATION CONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
385.000	AMPHENOL CORP NEW CL A	9,490.25	9,490.25	17,779.30	.192	23.10	.130	46.180
	ACCOUNT 21-35-740-0435015							
160.000	ANSYS INC	4,085.41	5,725.51	6,953.60	.075			43.460
	ACCOUNT 21-35-740-0435015							
80.000	BIO RAD LABORATORIES INC CLASS A	5,633.01	5,633.01	7,716.80	.083			96.460
	ACCOUNT 21-35-740-0435015							
690.000	BRIGGS & STRATTON CORP ACCOUNT 21-35-740-0435015	14,441.56	14,441.56	12,909.90	.139	303.60	2.352	18.710
310.000	BROADRIDGE FINANCIAL SOL W/I	5,214.20	5,214.20	6,993.60	.075	173.60	2.482	22.560
	ACCOUNT 21-35-740-0435015							
300.000	CONTECH TELECOMMUNICATIONS CORP ACCOUNT 21-35-740-0435015	11,050.62	11,050.62	10,512.00	.113			35.040
630.000	CROWN HOLDINGS INC ACCOUNT 21-35-740-0435015	17,549.35	17,549.35	16,115.40	.174			25.580
605.000	DISCOVERY COMMUNICATIONS CL A	15,319.04	15,319.04	18,555.35	.200			30.670
	ACCOUNT 21-35-740-0435015							
215.000	DOLBY LABORATORIES INC CLASS A	8,599.05	8,599.05	10,261.95	.111			47.730
	ACCOUNT 21-35-740-0435015							
265.000	DREAMWORKS ANIMATION SKG CL A	8,108.95	8,108.95	10,586.75	.114			39.950
	ACCOUNT 21-35-740-0435015							



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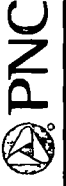
AS OF 12/31/09

PAGE 5

ACCOUNT
21-35-501-0435015

THE RIDER-POOL FOUNDATION CONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
355.000	EXCO RESOURCES INC ACCOUNT 21-35-740-0435015	6,585.53	6,585.53	7,536.65	.081	35.50	.471	21.230
280.000	FLIR SYSTEM INC ACCOUNT 21-35-740-0435015	6,021.18	6,021.18	9,164.40	.099			32.730
160.000	FTI CONSULTING INC ACCOUNT 21-35-740-0435015	6,736.00	6,736.00	7,545.60	.081	149.28	1.978	47.160
340.000	FISERV INC ACCOUNT 21-35-740-0435015	14,535.71	14,535.71	16,483.20	.178			48.480
640.000	FLOWERS FOODS INC ACCOUNT 21-35-740-0435015	15,124.22	15,124.22	15,206.40	.164	448.00	2.946	23.760
490.000	GRUPO TELEVISIA SA DE CV SPONSORED ADR REPSTG ORD PARTN CTF	9,925.44	9,925.44	10,172.40	.110	571.34	5.617	20.760
240.000	IDEXX LABS INC ACCOUNT 21-35-740-0435015	8,305.46	8,305.46	12,828.00	.138			53.450
285.000	IHS INC CLASS A ACCOUNT 21-35-740-0435015	17,699.51	17,689.55	15,620.85	.168			54.810
125.000	INTERCONTINENTAL EXCHANGE INC ACCOUNT 21-35-740-0435015	13,566.99	13,566.99	14,037.50	.151			112.300
865.000	INTERVAL LEISURE GROUP - W/I ACCOUNT 21-35-740-0435015	7,299.14	5,499.65	10,786.55	.116			12.470
90.000	LABORATORY CORP OF AMERICA HLDG ACCOUNT 21-35-740-0435015	6,566.57	6,280.20	6,735.60	.073			74.840



STATEMENT OF INVESTMENTS

AS OF 12/31/09

ACCOUNT
21-35-501-0435015

THE RIDER-POOL FOUNDATION CONS

PAGE 6

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
415.000	LEUCADIA NATIONAL CORP ACCOUNT 21-35-740-0435015	9,760.43	9,760.43	9,872.85	.106	103.75	1.051	23.790
265.000	MERIDIAN BIOSCIENCE INC ACCOUNT 21-35-740-0435015	5,086.49	5,108.83	5,710.75	.062	201.40	3.527	21.550
629.000	MONOTYPE IMAGING HOLDINGS INC ACCOUNT 21-35-740-0435015	9,367.50	9,367.50	5,679.87	.061			9.030
435.000	NALCO HLDG CO ACCOUNT 21-35-740-0435015	10,036.54	10,036.54	11,096.85	.120	60.90	.549	25.510
300.000	NASDAQ OMX GROUP INC ACCOUNT 21-35-740-0435015	6,569.94	6,569.94	5,946.00	.064			19.820
115.000	NOBLE ENERGY INC ACCOUNT 21-35-740-0435015	6,623.36	6,860.99	8,190.30	.088	82.80	1.011	71.220
200.000	NORTHERN TRUST CORP ACCOUNT 21-35-740-0435015	10,477.66	10,477.66	10,480.00	.113	224.00	2.137	52.400
120.000	OCEANEERING INTERNATIONAL INC ACCOUNT 21-35-740-0435015	6,720.59	6,720.59	7,022.40	.076			58.520
440.000	PENSKE AUTO GROUP INC ACCOUNT 21-35-740-0435015	6,535.98	6,535.98	6,679.20	.072	158.40	2.372	15.180
655.000	PHASE FORWARD INC ACCOUNT 21-35-740-0435015	9,375.28	9,375.28	10,047.70	.108			15.340
125.000	PROASSURANCE CORPORATION ACCOUNT 21-35-740-0435015	5,627.50	5,627.50	6,713.75	.072			53.710
165.000	RAYONIER INC ACCOUNT 21-35-740-0435015	5,728.55	5,728.55	6,956.40	.075	330.00	4.744	42.160



STATEMENT OF INVESTMENTS

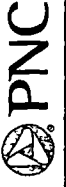
AS OF 12/31/09

PAGE 7

THE RIDER-POOL FOUNDATION CONS

ACCOUNT
21-35-501-0435015

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
175.000	REINSURANCE GROUP OF AMERICA ACCOUNT 21-35-740-0435015	8,956.40	8,956.40	8,338.75	.090	63.00	.756	47.650
270.000	ROCK-TENN CO CL A	12,984.84	12,984.84	13,610.70	.147	162.00	1.190	50.410
220.000	ROPER INDS INC NEW ACCOUNT 21-35-740-0435015	11,957.62	11,957.62	11,521.40	.124	83.60	.726	52.370
355.000	ROVI CORP ACCOUNT 21-35-740-0435015	10,197.94	10,197.94	11,313.85	.122			31.870
330.000	SEI INVESTMENT CO ACCOUNT 21-35-740-0435015	6,171.30	6,171.30	5,781.60	.062	59.40	1.027	17.520
470.000	SOLERA HOLDINGS INC ACCOUNT 21-35-740-0435015	12,506.31	12,506.31	16,924.70	.182	117.50	.694	36.010
1,000.000	SOLUTIA INC ACCOUNT 21-35-740-0435015	12,182.85	12,182.85	12,700.00	.137			12.700
865.000	STEEL DYNAMICS INC ACCOUNT 21-35-740-0435015	13,590.45	13,590.45	15,327.80	.165	259.50	1.693	17.720
135.000	STERICYCLE INC ACCOUNT 21-35-740-0435015	6,898.17	6,898.17	7,447.95	.080			55.170
295.000	SYNOPSIS INC ACCOUNT 21-35-740-0435015	5,682.02	5,682.02	6,572.60	.071			22.280
100.000	TECHNE CORP ACCOUNT 21-35-740-0435015	5,236.20	5,236.20	6,856.00	.074	104.00	1.517	68.560



STATEMENT OF INVESTMENTS

AS OF 12/31/09

PAGE 8

ACCOUNT
21-35-501-0435015

THE RIDER-POOL FOUNDATION CONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
200.000	TELEDYNE TECHNOLOGIES INC ACCOUNT 21-35-740-0435015	5,691.70	5,520.23	7,672.00	.083			38.360
110.000	V-F CORP ACCOUNT 21-35-740-0435015	7,902.25	7,902.25	8,056.40	.087	264.00	3.277	73.240
325.000	VALSPAR CORP ACCOUNT 21-35-740-0435015	6,437.37	6,437.37	8,820.50	.095	208.00	2.358	27.140
345.000	WASHINGTON FEDERAL INC ACCOUNT 21-35-740-0435015	6,766.07	6,766.07	6,672.30	.072	69.00	1.034	19.340
270.000	WASTE CONNECTIONS INC ACCOUNT 21-35-740-0435015	7,231.49	8,199.47	9,001.80	.097			33.340
125.000	WHITTING PETROLEUM CORP ACCOUNT 21-35-740-0435015	6,189.83	6,189.83	8,931.25	.096			71.450
195.000	WILEY JOHN A SONS INC CLASS A ACCOUNT 21-35-740-0435015	7,455.88	7,408.05	8,166.60	.088	109.20	1.337	41.880
440.000	WOLVERINE WORLD WIDE INC ACCOUNT 21-35-740-0435015	10,879.09	10,879.09	11,976.80	.129	193.60	1.616	27.220
340.000	ZENITH NATIONAL INSURANCE CORP ACCOUNT 21-35-740-0435015	13,719.80	13,719.80	10,118.40	.109	680.00	6.720	29.760
	TOTAL COMMON STOCK	588,429.52	589,362.11	646,940.47	6.972	6,449.97	.997	
	MUTUAL FUNDS - FIXED							



STATEMENT OF INVESTMENTS

AS OF 12/31/09

PAGE 9

ACCOUNT 21-35-501-0435015 THE RIDER-POOL FOUNDATION CONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
13,027.093	BLACKROCK TOTAL RETURN BOND FUND BLACKROCK CLASS FUND #442 (INCOME INVESTMENT) ACCOUNT 21-35-001-0435015	132,162.53	132,162.53	137,566.10	1.483	7,208.50	5.240	10.560
106,396.230	BLACKROCK TOTAL RETURN BOND FUND BLACKROCK CLASS FUND #442 ACCOUNT 21-35-001-0435015	1,188,686.25	1,177,798.95	1,123,544.19	12.113	58,873.97	5.240	10.560
4,961.443	VANGUARD TOTAL BOND MARKET INDEX FUND CL SIG FD #1351 (INCOME INVESTMENT) ACCOUNT 21-35-001-0435015	50,695.57	50,695.57	51,350.94	.554	2,032.82	3.959	10.350
124,706.571	VANGUARD TOTAL BOND MARKET INDEX FUND CL SIG FD #1351 ACCOUNT 21-35-001-0435015	1,231,314.40	1,232,301.93	1,290,713.01	13.915	51,095.14	3.959	10.350
TOTAL MUTUAL FUNDS - FIXED		2,602,858.75	2,592,958.98	2,603,174.24	28.065	119,210.43	4.579	
MUTUAL FUNDS - EQUITY								
28,197.760	ADVISORS INNER CIRCLE FD ICH SHALL CO INSTL CL FD #1229 ACCOUNT 21-35-001-0435015	748,465.63	838,188.67	698,176.54	7.527	5,639.55	.808	24.760
208.691	ADVISORS INNER CIRCLE FD ICH SHALL CO INSTL CL FD #1229 (INCOME INVESTMENT)	4,573.35	4,573.35	5,167.19	.056	41.74	.808	24.760



STATEMENT OF INVESTMENTS

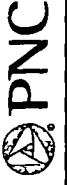
AS OF 12/31/09

PAGE 10

ACCOUNT
21-35-501-0435015

THE RIDER-POOL FOUNDATION CONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
3,176.072	HARBOR FUND INTERNATIONAL FUND FD #11 (INCOME INVESTMENT) ACCOUNT 21-35-001-0435015	171,253.99	171,253.99	174,271.07	1.879	3,271.35	1.877	54.870
38,699.202	HARBOR FUND INTERNATIONAL FUND FD #11 ACCOUNT 21-35-001-0435015	1,935,889.76	2,214,619.79	2,123,425.21	22.893	39,860.18	1.877	54.870
56.245	RS EMERGING MARKETS FUND CLASS A (INCOME INVESTMENT) ACCOUNT 21-35-001-0435015	1,253.14	1,253.14	1,300.38	.014	19.69	1.514	23.120
4,262.394	RS EMERGING MARKETS FUND CLASS A ACCOUNT 21-35-001-0435015	80,000.00	80,000.00	98,546.55	1.062	1,491.84	1.514	23.120
53,116.058	T ROME PRICE GROWTH STOCK FD # 40 ACCOUNT 21-35-001-0435015	1,307,657.59	1,329,304.89	1,461,222.76	15.753	1,062.32	.073	27.510
33,340.879	VANGUARD WINDSOR II FUND ADM FD #573 ACCOUNT 21-35-001-0435015	1,699,269.41	1,725,895.23	1,401,317.14	15.108	33,007.47	2.355	42.030
	TOTAL MUTUAL FUNDS - EQUITY	5,948,362.87	6,365,089.06	5,963,426.84	64.292	84,394.14	1.415	



STATEMENT OF INVESTMENTS

AS OF 12/31/09

PAGE 11

ACCOUNT
21-35-501-0435015

THE RIDER-POOL FOUNDATION CONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
		9,201,690.13	9,609,449.14	9,275,580.54	100.000	210,054.54	2.264	
TOTAL INVESTMENTS								

