Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, 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

Name of foundation

RITA ALLEN FOUNDATION, INC.

A Employer identification number

13-6116429

Number and street (or P O box number if mail is not delivered to street address) Room/suite

92 NASSAU STREET, 3RD FLOOR

B Telephone number

(609)683-8010

City or town, state, and ZIP code

PRINCETON, NJ 08542

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 ▶☐

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) ▶$ 152,677,857.

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))

	Line	Description	(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	999,810.		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	3,977,005.	3,977,005.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,958,825.			
	b	Gross sales price for all assets on line 6a 46,407,178.				
	7	Capital gain net income (from Part IV, line 2)		2,958,825.		
	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	2,185.	2,097.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	7,937,825.	6,937,927.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	246,507.	0.		246,507.
	14	Other employee salaries and wages	153,536.	0.		153,536.
	15	Pension plans, employee benefits	177,599.	0.		177,599.
	16a	Legal fees STMT 3	11,681.	0.		11,681.
	b	Accounting fees STMT 4	63,913.	0.		63,913.
	c	Other professional fees STMT 5	420,985.	415,537.		5,448.
	17	Interest				
	18	Taxes STMT 6	113,168.	28,168.		0.
	19	Depreciation and depletion				
	20	Occupancy	29,335.	0.		29,335.
	21	Travel, conferences, and meetings	69,499.	0.		69,499.
	22	Printing and publications				
	23	Other expenses STMT 7	400,738.	0.		200,738.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,686,961.	443,705.		958,256.
	25	Contributions, gifts, grants paid	4,857,476.			4,857,476.
	26	**Total expenses and disbursements.** Add lines 24 and 25	6,544,437.	443,705.		5,815,732.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	1,393,388.			
	b	**Net investment income** (if negative, enter -0-)		6,494,222.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2010)

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	8,180,667.	4,902,435.	4,902,435.
	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 STMT 8	14,104,217.	16,910,850.	18,004,637.
	b Investments - corporate stock STMT 9	47,446,269.	48,002,463.	56,540,099.
	c Investments - corporate bonds STMT 10	12,501,240.	13,039,705.	13,597,597.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	51,507,736.	51,807,807.	59,162,832.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ DUE FROM BROKER)	0.	470,257.	470,257.
	16 Total assets (to be completed by all filers)	133,740,129.	135,133,517.	152,677,857.
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	114,524,420.	114,524,420.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	19,215,709.	20,609,097.	
	30 Total net assets or fund balances	133,740,129.	135,133,517.	
	31 Total liabilities and net assets/fund balances	133,740,129.	135,133,517.	

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	133,740,129.
2 Enter amount from Part I, line 27a	2	1,393,388.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	135,133,517.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	135,133,517.

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	SALE OF PUBLIC SECURITIES	P	VARIOUS	VARIOUS
b	CAPITAL GAINS DIVIDENDS			
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	46,407,178.		43,683,117.	2,724,061.
b	234,764.			234,764.
c				
d				
e				

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				2,724,061.
b				234,764.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 2,958,825.

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 X 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))
2009	4,112,165.	121,642,568.	.033805
2008	3,293,038.	113,557,029.	.028999
2007	1,066,334.	37,816,917.	.028197
2006	1,019,652.	19,890,612.	.051263
2005	1,095,824.	19,818,400.	.055293

2 Total of line 1, column (d)	2	.197557
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	.039511
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	141,132,376.
5 Multiply line 4 by line 3	5	5,576,281.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	64,942.
7 Add lines 5 and 6	7	5,641,223.
8 Enter qualifying distributions from Part XII, line 4	8	5,815,732.

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	64,942.
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	64,942.
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	64,942.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 70,033.		
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	70,033.
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	5,091.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 5,091. **Refunded** ▶		11	0.

Part VII-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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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		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? N/A	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) ▶ 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	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 2010 or the taxable year beginning in 2010 (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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	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		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?	13	X	

Website address ▶ WWW.RITAALLEN.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ (609)683-8010

Located at ▶ 92 NASSAU STREET, 3RD FLOOR, PRINCETON, NJ ZIP+4 ▶ 08542

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

			Yes	No
16	At any time during calendar year 2010, 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?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				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 X 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 22 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes X 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 X No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*	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 2010?		4b		X

Part VII-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))?	Yes X 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 X No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes X 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 X 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 X 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	5b		
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 X No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
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?	Yes X No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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 12		246,507.	96,804.	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
LAURA LONGMAN - 92 NASSAU STREET, 3RD FLOOR, PRINCETON, NJ 08542	VP FINANCE AND ADMINISTRATION 40.00	102,481.	40,936.	0.

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
BESSEMER TRUST 222 ROYAL PALM WAY, PALM BEACH, FL 33480	INVESTMENT MANAGEMENT	270,792.
ALEX BROWN INVESTMENT MANAGEMENT - 901 S BOND STREET #400, BALTIMORE, MD 21231-3340	INVESTMENT MANAGEMENT	102,392.
THE BRIDGESPAN GROUP - 112 WEST 34TH STREET, SUITE 1510, NEW YORK, NY 10120	CONSULTING	65,638.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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	138,580,736.
b	Average of monthly cash balances	1b	4,700,864.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	143,281,600.
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	143,281,600.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,149,224.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	141,132,376.
6	**Minimum investment return** Enter 5% of line 5	6	7,056,619.

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	7,056,619.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 64,942.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	64,942.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,991,677.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,991,677.
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	6,991,677.

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	5,815,732.
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	5,815,732.
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	64,942.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,750,790.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				6,991,677.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			4,971,673.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 5,815,732.				
a Applied to 2009, but not more than line 2a			4,971,673.	
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 2010 distributable amount				844,059.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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	0.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				6,147,618.
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 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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 ▶ [X] 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:

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT B	N/A	PUBLIC CHARITIES		4857476.
Total			▶ 3a	4857476.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	3,977,005.	
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			01	2,097.	
8 Gain or (loss) from sales of assets other than inventory			18	2,958,825.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a GRANT REFUNDS			01	88.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		6,938,015.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 6,938,015.

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

Part XVI-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 XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII **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) of the Code (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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (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
N/A		

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

Signature of officer or trustee | Date NOV 10/2011 | Title PRESIDENT AND CEO

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHRISTOPHER PETERMANN		11/3/11		

Firm's name ▶ O'CONNOR DAVIES MUNNS & DOBBINS, LLP | Firm's EIN ▶ 13-3385019

Firm's address ▶ 60 EAST 42ND STREET, 36TH FL. NEW YORK, NY 10165-3698 | Phone no. (212)286-2600

023622 04-26-11

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

2010

Name of the organization	Employer identification number
RITA ALLEN FOUNDATION, INC.	13-6116429

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).

Name of organization: RITA ALLEN FOUNDATION, INC.

Employer identification number: 13-6116429

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LUCETTE CASSEL TRUST C/O NICHOLAS TARRANT, 122 EAST 42ND STREET NEW YORK, NY 10168	$ 999,810.	Person [X] 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)

Name of organization	Employer identification number
RITA ALLEN FOUNDATION, INC.	13-6116429

Part II Noncash Property (see instructions)

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

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

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

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

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

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

Name of organization	Employer identification number
RITA ALLEN FOUNDATION, INC.	13-6116429

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of $1,000 or less for the year (Enter this information once. See instructions) ▶ $

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GAIN DISTRIBUTIONS	234,764.	234,764.	0.
DIVIDENDS	2,769,892.	0.	2,769,892.
INTEREST	1,123,088.	0.	1,123,088.
MARKET DISCOUNT	84,025.	0.	84,025.
TOTAL TO FM 990-PF, PART I, LN 4	4,211,769.	234,764.	3,977,005.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION SETTLEMENTS	2,097.	2,097.	
GRANT REFUNDS	88.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,185.	2,097.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	11,681.	0.		11,681.
TO FM 990-PF, PG 1, LN 16A	11,681.	0.		11,681.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	63,913.	0.		63,913.
TO FORM 990-PF, PG 1, LN 16B	63,913.	0.		63,913.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BESSEMER TRUST	270,792.	270,792.		0.
ALEX BROWN INVESTMENT MANAGEMENT	102,391.	102,391.		0.
REINHART	42,204.	42,204.		0.
BANK FEES	150.	150.		0.
MISCELLANEOUS	5,448.	0.		5,448.
TO FORM 990-PF, PG 1, LN 16C	420,985.	415,537.		5,448.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	85,000.	0.		0.
FOREIGN TAX WITHHELD	28,168.	28,168.		0.
TO FORM 990-PF, PG 1, LN 18	113,168.	28,168.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,999.	0.		1,999.
GOVERNANCE PLANNING	70,422.	0.		70,422.
OFFICE EXPENSES	16,225.	0.		16,225.
MEMBERSHIPS AND DUES	5,545.	0.		5,545.
ANNUAL REPORT FILING	1,525.	0.		1,525.
SCIENTIFIC ADVISORY HONORARIA	33,000.	0.		33,000.
IT SERVICE & WEB DESIGN	3,838.	0.		3,838.
PAYROLL SERVICE	1,718.	0.		1,718.
STRATEGIC PLANNING	10,000.	0.		10,000.
GRANT SOFTWARE	19,200.	0.		19,200.
OFFICE FURNITURE AND EQUIPMENT	7,516.	0.		7,516.
WRITE OFF OF NOTE RECEIVABLE	200,000.	0.		0.
PROGRAM/COMMUNICATIONS EXPENSE	29,750.	0.		29,750.
TO FORM 990-PF, PG 1, LN 23	400,738.	0.		200,738.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVT & AGENCY BONDS - SEE ATTACHMENT A	X		15,360,850.	16,455,564.
MUNICIPAL BONDS - SEE ATTACHMENT A		X	1,550,000.	1,549,073.
TOTAL U.S. GOVERNMENT OBLIGATIONS			15,360,850.	16,455,564.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,550,000.	1,549,073.
TOTAL TO FORM 990-PF, PART II, LINE 10A			16,910,850.	18,004,637.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - SEE ATTACHMENT A	48,002,463.	56,540,099.
TOTAL TO FORM 990-PF, PART II, LINE 10B	48,002,463.	56,540,099.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT A	13,039,705.	13,597,597.
TOTAL TO FORM 990-PF, PART II, LINE 10C	13,039,705.	13,597,597.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHMENT A	FMV	51,807,807.	59,162,832.
TOTAL TO FORM 990-PF, PART II, LINE 13		51,807,807.	59,162,832.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ARISTIDES W. GEORGANTAS 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08542	CHAIRMAN OF THE BOARD 10.00	7,000.	0.	0.
ELIZABETH G. CHRISTOPHERSON 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08542	PRESIDENT AND CEO 40.00	210,007.	96,804.	0.
HENRY H. HITCH 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08542	TREASURER 1.00	4,000.	0.	0.
ANNE O'NEILL GATES 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08542	SECRETARY 2.00	3,500.	0.	0.
ROBERT E. CAMPBELL 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08542	DIRECTOR 1.00	4,000.	0.	0.
WILLIAM F. GADSDEN 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08542	DIRECTOR 1.00	3,500.	0.	0.
MOORE GATES, JR. 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08542	DIRECTOR 2.00	4,000.	0.	0.
LANDON JONES 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08542	DIRECTOR 1.00	4,000.	0.	0.
JON CUMMINGS 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08542	DIRECTOR 1.00	3,000.	0.	0.
SAM WANG 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08542	DIRECTOR 1.00	3,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		246,507.	96,804.	0.

Rita Allen Foundation, Inc.
EIN #13-6116429
Schedule of Investments
December 31, 2010

Common Stocks				
See Attachment A-1	$	23,888,120		
See Attachment A-2		93,616		
See Attachment A-3		15,963,803		
See Attachment A-4		8,056,924		
			$	48,002,463
Corporate Bonds				
See Attachment A-5	$	13,039,704		
			$	13,039,704
Mutual Funds				
See Attachment A-6	$	51,807,803		
			$	51,807,803
U.S. Government Obligations				
See Attachment A-7	$	15,360,850		
			$	15,360,850
Municipal Bonds				
See Attachment A-8	$	1,550,000		
			$	1,550,000

Rita Allen Foundation, Inc.
EIN #13-6116429

Common Stock	Tax cost	Market value
DISNEY (WALT) HOLDING CO (DIS)	$ 649,931	$ 789,848
GENERAL MOTORS CO (GM)	492,592	534,470
KOHL'S CORP (KSS)	748,184	998,606
LOWES COS INC (LOW)	455,240	612,729
ARCHER-DANIELS-MIDLAND CO (ADM)	799,834	812,160
KRAFT FOODS INC (KFT)	881,710	898,035
PROCTER & GAMBLE CO (PG)	555,134	698,752
WAL-MART STORES INC (WMT)	744,553	839,959
APACHE CORP (APA)	614,335	864,417
HESS CORP (HES)	660,861	918,480
NATIONAL OILWELL VARCO INC (NOV)	933,418	1,445,875
ACE LIMITED	758,293	902,625
AMERICAN EXPRESS (AXP)	830,245	986,172
JPMORGAN CHASE & CO (JPM)	996,248	954,450
MORGAN STANLEY GRP INC (MS)	937,435	857,115
T ROWE PRICE GROUP INC (TROW)	572,770	806,750
PFIZER INC (PFE)	835,680	857,990
ST JUDE MEDICAL INC (STJ)	972,560	1,068,750
TEVA PHARM INDS LTD ADR	746,471	832,411
BOEING COMPANY (BA)	576,704	554,710
GENERAL ELECTRIC CO (GE)	1,071,015	1,225,430
HONEYWELL INTL INC (HON)	741,502	903,720
INGERSOLL-RAND PUBLIC LTD	919,697	1,200,795
CISCO SYSTEMS INC (CSCO)	809,841	663,159
EMC CORP (EMC)	430,418	785,676
GOOGLE INC (GOOG)	607,816	827,400
MASTERCARD CL A (MA)	779,044	784,385
MICROSOFT CORP (MSFT)	1,098,358	1,144,310
MOTOROLA INC (MOT)	518,572	548,735
QUALCOMM INC (QCOM)	607,961	717,605
INTERNATIONAL PAPER (IP)	797,390	898,920
PG & E CORP (PCG)	744,308	765,440
Total Common Stock	$ 23,888,120	$ 27,699,879

Rita Allen Foundation, Inc.
EIN #13-6116429

Common Stock	Tax cost	Market value
DISNEY (WALT) HOLDING CO (DIS)	$ 1,511 00	$ 2,288.00
GENERAL MOTORS CO (GM)	2,038	2,211
KOHL'S CORP (KSS)	2,352	2,825
LOWES COS INC (LOW)	1,949	2,558
ARCHER-DANIELS-MIDLAND CO (ADM)	2,886	3,008
KRAFT FOODS INC (KFT)	3,870	3,938
PROCTER & GAMBLE CO (PG)	2,474	3,152
WAL-MART STORES INC (WMT)	3,250	3,451
APACHE CORP (APA)	2,312	3,338
HESS CORP (HES)	2,759	3,827
NATIONAL OILWELL VARCO INC (NOV)	3,865	6,052
ACE LIMITED	3,134	3,735
AMERICAN EXPRESS (AXP)	3,021	3,991
JPMORGAN CHASE & CO (JPM)	3,972	3,817
MORGAN STANLEY GRP INC (MS)	3,692	3,401
T ROWE PRICE GROUP INC (TROW)	2,228	3,291
PFIZER INC (PFE)	3,588	3,677
ST JUDE MEDICAL INC (STJ)	4,090	4,488
TEVA PHARM INDS LTD ADR	2,392	2,762
BOEING COMPANY (BA)	2,378	2,284
GENERAL ELECTRIC CO (GE)	4,980	5,487
HONEYWELL INTL INC (HON)	3,087	3,721
INGERSOLL-RAND PUBLIC LTD	4,254	5,650
CISCO SYSTEMS INC (CSCO)	2,668	2,892
EMC CORP (EMC)	1,798	3,297
GOOGLE INC (GOOG)	2,124	2,969
MASTERCARD CL A (MA)	3,332	3,361
MICROSOFT CORP (MSFT)	4,375	4,465
MOTOROLA INC (MOT)	2,144	2,267
QUALCOMM INC (QCOM)	2,323	2,721
INTERNATIONAL PAPER (IP)	1,816	3,486
PG & E CORP (PCG)	2,954	3,109
Total Common Stock	$ 93,616	$ 111,519

Rita Allen Foundation, Inc.
EIN #13-6116429

Common Stock	Tax cost	Market value
PUBLIC STORAGE 6.875%	$ 82,395	$ 82,083
AARON'S INC CL A (AAN)	116,321	138,835
CARMAX INC (KMX)	91,986	218,378
DISNEY (WALT) HOLDING CO (DIS)	218,264	330,088
GENERAL MOTORS CO (GM)	107,800	115,003
LOWES COS INC (LOW)	221,562	245,784
MCDONALD'S CORP (MCD)	206,199	207,252
NORDSTROM INC (JWN)	130,699	131,378
SCRIPPS NETWORKS INTRA CLA (SNI)	82,628	190,543
TIME WARNER CABLE (TWC)	447,819	495,225
TJX COMPANIES INC (TJX)	109,467	208,899
COCA-COLA COMPANY (KO)	280,410	282,811
COSTCO WHSL CORP NEW (COST)	124,691	209,409
KRAFT FOODS INC (KFT)	607,683	686,918
PEPSICO INC (PEP)	448,709	516,107
PROCTER & GAMBLE CO (PG)	220,014	218,722
WAL-MART STORES INC (WMT)	466,861	479,977
CANADIAN NATURAL RES	77,312	133,260
DIAMOND OFFSHORE DRILLING (DO)	465,257	504,534
EXXON MOBIL CORP (XOM)	417,376	446,397
KINDER MORGAN MGNT (KMR)	84,390	169,273
OCCIDENTAL PETROLEUM (OXY)	152,130	304,110
TOTAL SA ADR	659,299	700,588
TRANSOCEAN LTD	176,182	191,847
AMERICAN EXPRESS (AXP)	229,355	307,951
ARTIO GLB INV INC (ART)	280,536	159,005
BANK NEW YORK MELLON CORP (BK)	150,638	172,140
BANK OF AMERICA CORP (BAC)	223,040	267,133
BERKSHIRE HATHAWAY CL B (BRK)	298,887	463,756
CINCINNATI FINANCIAL CORP (CINF)	224,520	221,830
ERIE INDEMNITY CO CL A (ERIE)	226,862	229,145
FRANKLIN RES INC (BEN)	178,707	278,025
GOLDMAN SACHS GROUP (GS)	149,209	172,364
M&T BANK CORP (MTB)	85,434	87,050
PLUM CREEK TIMBER CO (PCL)	210,226	209,720
REDWOOD TRUST INC (RWT)	107,487	104,510
WELLS FARGO & CO NEW (WFC)	250,629	413,282
ABBOTT LABORATORIES (ABT)	285,510	287,460
INTUITIVE SURGICAL (ISRG)	115,666	114,698
JOHNSON & JOHNSON (JNJ)	272,401	531,910
MEDTRONIC INC (MDT)	452,601	459,916
MERCK & CO INC NEW (MRK)	562,092	576,640
PFIZER INC (PFE)	526,758	519,609
WELLPOINT INC (WLP)	220,929	284,300
3M CO (MMM)	216,925	215,750
CANADIAN NATL RAILWAY	177,992	385,526
HLTH CARE SERVICES GRP (HCSG)	115,108	113,890
UNITED TECHNOLOGIES (UTX)	308,614	519,552
AUTOMATIC DATA PROCESSING (ADP)	297,628	296,192
BROADRIDGE FINL SOLUTIONS (BR)	152,383	153,510
GOOGLE INC (GOOG)	417,641	560,707

Rita Allen Foundation, Inc.
EIN #13-6116429

Common Stock	Tax cost	Market value
INTERNATIONAL BUS MACHINES (IBM)	102,419	117,408
LENDER PROCESSING SERVICES (LPS)	143,347	112,176
MASTERCARD CL A (MA)	289,787	610,251
MICROSOFT CORP (MSFT)	625,125	710,169
QUALCOMM INC (QCOM)	255,897	348,409
AIR PRODUCTS & CHEMICALS (APD)	227,127	227,375
SHERWIN-WILLIAMS CO (SHW)	318,764	434,243
CENTURYLINK INC (CTL)	185,960	184,680
MILLICOM INTL CELL NEW	164,158	219,880
WINDSTREAM CORP (WIN)	142,898	139,400
CONSOLIDATED EDISON INC (ED)	308,881	307,334
DOMINION RESOURCES NEW (D)	258,817	256,320
WISCONSIN ENERGY CORP (WEC)	207,391	206,010
Total Common Stock	$ 15,963,803	$ 19,186,647

Rita Allen Foundation, Inc.
EIN #13-6116429

Common Stock	Tax cost	Market value
ADVANCE AUTO PARTS (AAP)	$ 115,314	$ 185,220
GUESS INC (GES)	84,505	182,182
LIBERTY MEDIA -STARZ SER A (LSTZ)	193,042	199,440
MCGRAW-HILL COMPANIES INC (MHP)	201,930	265,793
OMNICOM GROUP INC (OMC)	170,855	210,680
PETSMART INC (PETM)	104,290	175,208
KROGER CO (KR)	189,673	185,588
MCCORMICK & CO NON VTG (MKC)	80,973	127,957
DENBURY RESOURCES INC (DNR)	176,908	234,807
EQT CORP (EQT)	138,732	154,698
NOBLE ENERGY INC (NBL)	108,310	154,944
WEATHERFORD INTL LTD	88,940	139,080
AMERICAN FINL GRP INC OHIO (AFG)	197,470	258,320
BOK FINANCIAL CORP (BOKF)	185,484	208,260
CULLEN FROST BANKERS (CFR)	131,173	165,024
FEDERATED INVS INC PA CL B (FII)	232,237	230,296
FULTON FINL CORP PA COM (FULT)	223,252	258,500
HCC INS HLDGS INC (HCC)	176,777	188,110
LIBERTY PROPERTY TR (LRY)	157,922	175,560
PLUM CREEK TIMBER CO (PCL)	205,037	205,975
REALTY INCOME CORP (O)	116,813	147,060
REINSURANCE GROUP AMER (RGA)	215,147	236,324
TD-AMERITRADE HLDGS (AMTD)	238,872	250,668
WEINGARTEN RLTY INVS (WRI)	147,351	178,200
WILLIS GROUP HLDGS PLC	147,720	190,465
HOLOGIC INC (HOLX)	265,425	272,890
PATTERSON COS INC (PDCO)	222,658	224,517
PERKINELMER INC (PKI)	160,174	206,560
QUEST DIAGNOSTICS INC (DGX)	163,884	178,101
AECOM TECHNOLOGY CORP (ACM)	218,840	223,760
ALEXANDER & BALDWIN INC (ALEX)	197,760	216,162
CARLISLE COS (CSL)	141,087	182,804
IRON MOUNTAIN INC PA (IRM)	165,591	192,577
PALL CORP (PLL)	102,229	153,698
ANIXTER INTL INC (AXE)	139,409	167,244
DST SYSTEMS INC (DST)	174,630	181,835
LENDER PROCESSING SERVICES (LPS)	221,900	218,448
MOLEX INC NON VTG CL A (MOLX)	221,944	235,875
PLEXUS CORP (PLXS)	213,172	216,580
VARIAN SEMICOND EQUIPMT (VSEA)	179,378	229,214
ZEBRA TECHNOLOGIES CP CL A (ZBRA)	119,782	163,357
ASHLAND INC NEW (ASH)	217,161	208,526
BEMIS CO INC (BMS)	119,513	133,906
FMC CORP COM NEW (FMC)	118,207	215,703
SIGMA ALDRICH CORP (SIAL)	81,122	126,464
AGL RES INC (AGL)	166,677	172,080
GREAT PLAINS ENERGY INC (GXP)	171,444	174,510
NORTHEAST UTILITIES (NU)	134,909	200,844
SCANA CORP NEW (SCG)	111,301	138,040
Total Common Stock	$ 8,056,924	$ 9,542,054

Rita Allen Foundation, Inc.
EIN #13-6116429

Corporate Bonds	Tax cost	Market value
AMGEN INC 0.125 % Due 02/01/2011 A3 /A+	$ 187,500	$ 199,750
CLEAR CHANNEL COMMUN 4.400 % Due 05/15/2011 Ca /CC-	48,725	49,750
GENERAL ELEC CAP CORP 5 250 % Due 10/19/2012 Aa2 /AA+	1,150,369	1,175,658
WAL-MART STORES INC 4.250 % Due 04/15/2013 Aa2 /AA	498,795	537,180
IBM CORP 2.100 % Due 05/06/2013 Aa3 /A+	849,311	870,638
3M COMPANY 4 375 % Due 08/15/2013 Aa2 /AA-	865,080	870,336
AMER EXPRESS CREDIT CO 7.300 % Due 08/20/2013 A2 /BBB+	698,845	788,802
NOVARTIS CAPITAL CORP 4.125 % Due 02/10/2014 Aa2 /AA-	799,176	853,752
MARSH & MCLENNAN COS INC 5.375 % Due 07/15/2014 Baa2 /BBB-	49,264	53,190
JPMORGAN CHASE & CO 3.700 % Due 01/20/2015 Aa3 /A+	798,304	827,912
PNC FUNDING CORP 3.625 % Due 02/08/2015 A3 /A	877,896	904,706
PROCTER & GAMBLE CO 3.500 % Due 02/15/2015 Aa3 /AA-	796,640	839,936
MEDTRONIC INC 3.000 % Due 03/15/2015 A1 /AA-	819,926	841,467
PFIZER INC 5.350 % Due 03/15/2015 A1 /AA	799,000	899,328
BANK OF NEW YORK MELLON 2 950 % Due 06/18/2015 Aa2 /AA-	599,226	607,698
FPL GROUP CAPITAL INC 2.600 % Due 09/01/2015 Baa1 /BBB+	605,121	587,556
SHELL INTERNATIONAL FIN 4.000 % Due 03/21/2014 Aa1 /AA	799,784	851,280
DEUTSCHE BANK AG 3 450 % Due 03/30/2015 Aa3 /NR	598,962	614,712
CA ONTARIO (PROVINCE OF) 2.700 % Due 06/16/2015 Aa1 /AA-	599,725	610,824
TYCO INTERNATIONAL FINAN 3.375 % Due 10/15/2015 Baa1 /A-	598,056	613,122
Total Corporate Bonds	$ 13,039,705	$ 13,597,597

Rita Allen Foundation, Inc.
EIN #13-6116429

Mutual Funds	Tax cost	Market value
OLD WESTBURY NON–US LC FD BOOK COST 14,697,266	$ 14,633,185	$ 17,687,069
OLD WEST GL SM & MD CAP FD BOOK COST 9,158,622	9,410,967	12,271,022
OLD WESTBURY GL OPPTIES FD BOOK COST 17,500,000	17,500,000	19,858,609
OLD WESTBURY REAL RETRN FD BOOK COST 9,942,328	10,015,130	9,056,171
OLD WESTBURY NON–US LC FD BOOK COST 44,999	44,999	54,816
OLD WEST GL SM & MD CAP FD BOOK COST 49,355	49,355	71,495
OLD WESTBURY GL OPPTIES FD BOOK COST 50,000	50,000	59,039
OLD WESTBURY REAL RETRN FD BOOK COST 25,882	25,882	25,936
OLD WESTBURY FIXED INC FD BOOK COST 78,285	78,285	78,675
Total Mutual Funds	$ 51,807,803	$ 59,162,832

Rita Allen Foundation, Inc.
EIN #13-6116429

US Government	Tax cost	Market value
FEDERAL HOME LOAN BK NT 5.625 % Due 11/15/2011	$ 49,830	$ 52,257
FEDERAL HOME LOAN BANK 1 375 % Due 06/08/2012	145,793	146,792
US TREASURY NOTES 4.000 % Due 02/15/2014	2,989,218	3,268,140
UNITED STATES TREAS NTS 4.250 % Due 11/15/2014	1,906,177	2,095,017
FEDERAL HOME LOAN BANK 2.750 % Due 12/12/2014	3,134,341	3,270,062
FEDERAL HOME LOAN BANK 2.750 % Due 03/13/2015	476,078	493,097
US TREASURY NOTES 4.125 % Due 05/15/2015	3,222,682	3,452,167
US TREASURY NOTES 2.375 % Due 03/31/2016	1,079,244	1,063,293
US TREASURY BOND 7.500 % Due 11/15/2016	43,937	64,261
US TREASURY NOTES 4.625 % Due 11/15/2016	2,300,366	2,531,200
US TREASURY BOND 7.500 % Due 11/15/2016	13,184	19,278
Total U.S. Government Obligations	$ 15,360,850	$ 16,455,564

Attachment A-7

Rita Allen Foundation, Inc.
EIN #13-6116429

Municipal Bonds	Tax cost	Market value
NEW YORK ST URBAN DEV CP TAXABLE-ST PIT Not callable 2.626 % Due 12/15/2014 NR /AAA	$ 600,000	$ 595,236
OHIO ST MAJOR NEW ST INFRA BAB-TAXABLE-SER 2 Not callable 3.643 % Due 06/15/2016 Aa1 /AA	$ 800,000	$ 799,304
NYS ENVIRONMENTAL FACS TAX ST CLEAN WTR REV Not callable 4.005 % Due 06/15/2017 Aa1 /AA+	$ 150,000	$ 154,533
Total Municipal Bonds	$ 1,550,000	$ 1,549,073

Rita Allen Foundation - Audit 2010

Private Foundation - Grants and Contributions Paid

Grants and Contributions Paid

Recipient's Name	If Individual	Street	City	State	ZIP Code	Foundation Status of Recipient	Purpose of Grant or Contribution	Relationship of Recipient	Amount
92nd Street Y	no	1395 Lexington Avenue	New York	NY	10128	public charity	Tisch Center for the Arts	grantee	25,000 00
African Leadership Foundation	no	P O Box 7408	New York	NY	10150	public charity	General Operating Support	grantee	25,000 00
Alfredo Santiago Scholarship Fund	no	321 Cooper S	Camden	NJ	08102	public charity	General Operating Support	grantee	5,000 00
American Rivers	no	1101 14th Street NW, Suite 1400	Washington	D C	20005	public charity	General Operating Support	grantee	5,000 00
Arts Council of Princeton	no	102 Witherspoon St	Princeton	NJ	08542	public charity	General Operating Support	grantee	5,000 00
Boys & Girls Clubs of America	no	1275 Peachtree Street NE	Atlanta	GA	30309 3506	public charity	Triple Play Program 3rd fo 4 payments	grantee	250,000 00
Boys & Girls Clubs of America	no	1275 Peachtree Street NE	Atlanta	GA	30309-3506	public charity	Triple Play Program 4th and final payment	grantee	250,000 00
Boys & Girls Clubs Trenton/Mercer County	no	212 Centre St	Trenton	NJ	08611	public charity	General Operating Support	grantee	5,000 00
Branch Brook Park Alliance	no	115 Clifton Avenue	Newark	NJ	7104	public charity	To support the Concourse Hill Urban Farm project	grantee	39,200 00
Brandeis University	no	415 South Street, Mailstop 111	Waltham	MA	2454	public charity - educational institution	general purpose of Brandeis University	grantee	101,167 00
Brigham and Women's Hospital	no	1620 Tremont St	Boston	MA	2120	public charity	Doris and Howard Hiatt Residency in Global Health Equity	grantee	25,000 00
California Institute of Technology	no	1200 E California Blvd M/C 5-32	Pasadena	CA	91125	public charity - educational institution	medical research- neuro	grantee	110,000 00
Cancer Institute of NJ	no	120 Albany St	New Brunswick	NJ	08901	public charity - educational institution	General Operating Support	grantee	15,000 00
Cancer Institute of NJ	no	120 Albany St	New Brunswick	NJ	08901	public charity	General Operating Support- To support correlative laboratory studies for CINJ's Autophagy Clinical Trials	grantee	20,000 00
Center for Civic Responsibility	no	450 Main Street 2nd Floor	Metuchen	NJ	8840	public charity	Jersey Call to Service Hyperlocal News Sites Project	grantee	165,690 00
Columbia University	no	615 W 131st Street, 4th Floor	New York	NY	10027	public charity - educational institution	medical research neuro	grantee	100,000 00
Council of New Jersey Grantmakers	no	101 West State St	Trenton	NJ	8608	public charity	2010 Dues	grantee	3,000 00
Council of New Jersey Grantmakers	no	101 West State St	Trenton	NJ	8608	public charity	2011 Dues	grantee	3,000 00
Council on Foundations	no	2121 Crystal Drive, Suite 700	Arlington	VA	22202	public charity	2010 Dues	grantee	8,790 00
Council on Foundations	no	2121 Crystal Drive, Suite 700	Arlington	VA	22202	public charity	2011 Dues	grantee	13,520 00
Crisis Ministry of Princeton/Trenton	no	123 E Hanover St	Trenton	NJ	08608	public charity	General Operating Support	grantee	5,000 00
Drexel University College of Medicine	no	3201 Arch Street, Suite 100	Philadelphia	PA	19104-2875	public charity - educational institution	medical research- pain	grantee	50,000 00
Earth Justice	no	26 17th St, 6th Flr	Oakland	CA	94612	public charity	General Operating Support	grantee	15,000 00
Facing History and Ourselves	no	16 Hurd Rd	Brookline	MA	2445	public charity	To improve the online resources and tools provided to teachers and the efficiencies for staff usage	grantee	111,675 00
Ginnie's House	no	4 High Street, PO Box 3156	Newton	NJ	07860	public charity	General Operating Support	grantee	5,000 00
Heifer International	no	1 World Avenue	Little Rock	AR	72202	public charity	2010 grant for Haiti	grantee	25,000 00
Institute for Advanced Study	no	Einstein Drive	Princeton	NJ	8540	public charity	The Simons Center for Systems Biology	grantee	50,000 00
Isles, Inc.	no	10 Wood Street	Trenton	NJ	8618	public charity	Urban Agriculture	grantee	115,000 00
Johns Hopkins Hospital	no	Meyer Bldg, Room 7-113 600 N Wolfe St	Baltimore	MD	21287	public charity - educational institution	Department of Neurosurgery	grantee	10,000 00
Kent Place School	no	42 Norwood Ave	Summit	NJ	07902-0308	public charity - educational institution	General Operating Support	grantee	10,000 00
Massachusetts Institute of Technology	no	600 Memorial Drive	Cambridge	MA	02139-	public charity - educational institution	medical research - cancer	grantee	100,000 00
McCarter Theater	no	91 University Place	Princeton	NJ	08540	public charity	General Operating Support	grantee	5,000 00
Memorial Sloan Kettering Cancer Center	no	633 Third Ave , 28th Floor	New York	NY	10017-	public charity - educational institution	medical research - cancer	grantee	100 000 00
National Psoriasis Foundation	no	6600 SW 92nd Ave , Suite 300	Portland	OR	97223-7195	public charity	General Operating Support	grantee	10,000 00
New Canaan Country School	no	545 Ponus Ridge, P O Box 997	New Canaan	CT	6840	public charity - educational institution	General Operating Support	grantee	5,000 00
NJPAC	no	One Center St	Newark	NJ	07102	public charity	General Operating Support	grantee	5,000 00
PACF	no	15 Princess Rd	Lawrenceville	NJ	08648	public charity	General Operating Support - Fund for Women and Girls	grantee	5,000 00
PACF	no	15 Princess Rd	Lawrenceville	NJ	08648	public charity	General Operating Support	grantee	5,000 00
Partners in Health	no	P O Box 845578	Boston	MA	02284 5578	public charity	grant for Haiti	grantee	25,000 00
Partners in Health	no	P O Box 845578	Boston	MA	02284-5578	public charity	General Support	grantee	25 000 00
Philanthropy New York	no	79 Fifth Avenue, 4th Floor	New York	NY	10003-3076	public charity	2011 Membership Dues	grantee	350 00
Pingry School	no	P O Box 366	Martinsville	NJ	08836	public charity	General Operating Support	grantee	5,000 00
Planet Care/ Global Health Access Program	no	801 Cedar Street, Suite 200	Berkeley	CA	94710	public charity	General Operating Support	grantee	5,000 00
PopTech	no	P O Box 1405	Camden	ME	4843	public charity	2010 CeaseFire Project	grantee	100,000 00
PopTech	no	P O Box 1405	Camden	ME	4843	public charity	2011 Science Fellows	grantee	100,000 00
President and Fellows of Harvard College	no	Holyoke Center, Suite 600, 1350 Massachusettes Ave	Cambridge	MA	02138	public charity - educational institution	medical research - neuro	grantee	110,000 00
Princeton AlumniCorps	no	12 Stockton St	Princeton	NJ	08540	public charity	General Operating Support	grantee	5,000 00
Princeton Public Library Foundation	no	65 Witherspoon St	Princeton	NJ	08542	public charity	General Operating Support	grantee	5,000 00
Regents of the University of California	no	1855 Folsom Street, Box 0897	San Francisco	CA	94143-	public charity - educational institution	medical research - cancer	grantee	100,000 00
Salk Institute for Biological Studies	no	10010 North Torrey Pines Road	La Jolla	CA	92037-1099	public charity - educational institution	medical research- Immunology	grantee	100 000 00
South Kent School	no	40 Bulls Bridge Rd	South Kent	CT	06785	public charity - educational institution	General Operating Support	grantee	15,000 00
Stanford University	no	P O Box 44253	San Francisco	CA	94144-4253	public charity - educational institution	medical research - cancer	grantee	100,000 00
Stony Brook Millstone	no	31 Titus Mill Rd	Pennington	NJ	08534	public charity	General Operating Support	grantee	10,000 00
Stony Brook Millstone	no	31 Titus Mill Road	Pennington	NJ	8534	public charity	cutting edge wastewater treatment project	grantee	100 000 00
The Hill School	no	717 East High St	Pottstown	PA	19464	public charity - educational institution	General Operating Support	grantee	5,000 00
The Joan & Sanford I Weill Medical College of Cornell Univ	no	100 Broadway	New York	NY	10005-	public charity - educational institution	medical research - neuro	grantee	100,000 00
The Juilliard School	no	60 Lincoln Center Plaza	New York	NY	10023	public charity - educational institution	Milton Cassel Woodwind Endowment	grantee	500,000 00
The Juilliard School	no	60 Lincoln Center Plaza	New York	NY	10023	public charity - educational institution	Final payment in fulfillment of the 2008 grant for the Milton Cassel Woodwind Endowment Fund	grantee	500,000 00
The Maritime Aquarium	no	10 N Water St	Norwalk	CT	06854	public charity	General Operating Support	grantee	10,000 00
The Metropolitan Opera	no	Lincoln Center	New York	NY	10023	public charity	Support the Met Broadcasts Campaign in 2010	grantee	100 000 00
The Metropolitan Opera	no	Lincoln Center	New York	NY	10023	public charity	Support the Met Broadcasts Campaign in 2011	grantee	100,000 00
The Nature Conservancy in Montana	no	32 South Ewing St	Helena	MT	59601	public charity	General Operating Support	grantee	5,000 00
The Rockefeller University	no	1230 York Avenue, Box 259	New York	NY	10065	public charity - educational institution	medical research - cancer	grantee	100,000 00
The Rockefeller University	no	1230 York Avenue, Box 259	New York	NY	10065	public charity - educational institution	medical research cancer	grantee	100,000 00
Trenton Area Soup Kitchen	no	P O Box 872	Trenton	NJ	08605	public charity	General Operating Support	grantee	5,000 00
Trustees Univ of Pennsylvania	no	2525 Market Street, Suite 750	Philadelphia	PA	19104	public charity - educational institution	General Operating Support- Weldon FOP Research Fund	grantee	10,000 00
Trustees Univ of Pennsylvania	no	3451 Walnut Street	Philadelphia	PA	19148-6205	public charity - educational institution	medical research - cancer	grantee	100,000 00
Trustees Univ of Pennsylvania	no	3451 Walnut Street	Philadelphia	PA	19148-6205	public charity - educational institution	medical research - cancer	grantee	100 000 00

ATTACHMENT B

Rita Allen Foundation - Audit 2010

Private Foundation - Grants and Contributions Paid

Grants and Contributions Paid

Recipient's Name	If Individual	Street	City	State	ZIP Code	Foundation Status of Recipient	Purpose of Grant or Contribution	Relationship of Recipient	Amount
UJA Federation	no	130 East 59th Street	New York	NY	10022	public charity	Direct support of homes for the aged	grantee	51,084 00
Univ of North Carolina at Chapel Hill	no	P O Box 402420	Atlanta	GA	30384-2420	public charity - educational institution	medical research - cancer	grantee	100,000 00
Univ of Washington School of Medicine	no	12455 Collections Drive	Chicago	IL	60693	public charity - educational institution	Medical research- cancer	grantee	100,000 00
Univ of Washington School of Medicine	no	12455 Collections Drive	Chicago	IL	60693-	public charity - educational institution	medical research - neuro	grantee	100,000 00
University of Arizona	no	P O Box 3520	Tuscon	AZ	85722 3520	public charity educational institution	medical research pain	grantee	50,000 00
University of California, Berkeley	no	2195 Hearst Ave, Rm 130	Berkeley	CA	94720-1103	public charity educational institution	medical research- pain	grantee	50,000 00
University of Notre Dame	no	1100 Grace Hall	Notre Dame	IN	46556	public charity - educational institution	General Operating Support	grantee	10,000 00
University of Pittsburgh	no	P O Box 371220	Pittsburgh	PA	15251-7220	public charity - educational institution	medical research - pain	grantee	50,000 00
								Total Part I, Line 25	$ 4,857,476

ATTACHMENT B

Form 990-PF, Page 4, Part VII-A, Line 3

AMENDED AND RESTATED BYLAWS OF RITA ALLEN FOUNDATION, INC.

A New York Not-For-Profit Corporation

Effective Date: December 14, 2010

AMENDED AND RESTATED BYLAWS
OF
RITA ALLEN FOUNDATION, INC.
A NEW YORK NOT-FOR-PROFIT CORPORATION

ARTICLE I.
NAME, OFFICES AND PURPOSES

Section 1.1. Name.

The name of this corporation is Rita Allen Foundation, Inc. (hereinafter referred to as "the corporation").

Section 1.2. Principal Office.

The principal office of the corporation shall be located within or without the State of New York, at such place as the corporation's Board of Directors (the "Board") shall from time to time determine. The Board is granted full power and authority to change the principal office from one location to another.

Section 1.3. Other Offices.

Branch or subordinate offices may be established at any time by the Board at any place or places.

Section 1.4. Purposes.

The corporation is a Type B corporation within the definition of the New York Not-For-Profit Corporation Law (the "Law"). The purposes for which the corporation is to be formed are exclusively charitable, to wit:

(a) To accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust) and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for exclusively charitable purposes.

(b) To give, convey or assign any of its property outright, or upon lawful terms regarding the use thereof, to other organizations, provided that: (1) such organizations shall be organized and operated exclusively for charitable, scientific, or educational purposes, the encouragement of art and the prevention of cruelty to children; (2) transfers of property to such organization shall, to the extent then permitted under the statutes of the United States Government, be exempt from gift, succession, inheritance, estate or death taxes (by whatever name called) imposed by the United States Government; and (3) such organizations shall, to the extent then permitted under the statutes of the United States Government, be exempt from income taxes imposed by the United States Government; to make contributions to such organizations furnishing assistance to needy persons associated with the theatre and voluntarily to make contributions directly to, or for, such persons.

(c) To the extent permitted by law, to exercise its rights, powers and privileges, to hold meetings of its Board of Directors, to have one or more offices, and to keep the books of the corporation, in any part of the world.

Nothing herein contained shall be deemed to authorize the corporation to establish or maintain any institution or agency mentioned in Section II of the Membership Corporation Law of the State of New York or in Section 35 of the Social Welfare Law of the State of New York.

ARTICLE II. MEMBERSHIP

Section 2.1. Eligibility.

Any person may become a member of this corporation.

Section 2.2. Election of Members.

The persons who from time to time serve as Directors of the corporation shall also be the Members of the corporation. When an individual ceases to be a Director he shall also cease to be a Member of the corporation.

Section 2.3. Meetings.

All meetings of the Directors held in the manner provided herein shall also be deemed to be meetings of the Members. All actions taken by the Directors at such meetings shall also be deemed to be actions taken by the Members.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1. Powers.

Subject to the limitations in the Certificate or these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, management company, or Board Committee however composed; *provided, however,* that the Board shall have the ultimate responsibility for all activities and affairs of the corporation. Without limiting its general powers, the Board shall have the following specific powers:

(a) To appoint and remove all officers, agents, and employees of the corporation and prescribe appropriate powers, duties, and terms for them.

(b) To conduct, manage, and control the strategic and day-to-day affairs and activities of the corporation, and to make appropriate rules and regulations therefore.

(c) To establish and maintain appropriate bank, investment, and trust accounts.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

Section 3.2. Number of Directors.

The number of Directors of the corporation shall be not less than three (3) nor more than eleven (11) until changed by amendment of these Bylaws.

Section 3.3. Selection of Directors and Term of Office.

(a) The Directors shall be elected at the annual meeting of the Board of Directors, by the vote of a majority of the Board then in office, from an election slate prepared by the Nominating Committee. The Nominating Committee shall agree upon a complete slate of nominees at least ten (10) days prior to the date of the annual meeting of the Board.

(b) Directors shall serve for a term of two (2) years or until their successors shall be duly elected and qualified. Directors' terms of office shall be staggered so they expire in successive years. The Board of Directors shall be authorized to develop a transition plan from time to time to achieve and maintain such staggered terms.

Section 3.4. Interested Persons.

(a) No contract or other transaction between the corporation and one or more of its Directors or officers, or between the corporation and any other corporation, firm, association, or other entity in which one or more of its Directors or officers are members, directors, or officers, or have a substantial financial interest, shall be either void or voidable for the reason of substantial financial interest alone or because such person is present at the meeting of the Board, a designated Board Committee, or officers, which authorizes such contract or transaction, or that his, her, or its votes are counted for such purpose; *provided, however,* that the material facts as to such Director's or officer's interest in such contract or transaction and as to any such financial interest are disclosed in good faith or known to the relevant voting group, and the relevant voting group authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officer.

(b) Interested Directors or officers may be counted in determining the presence of a quorum at a meeting of the relevant voting group which authorizes such contract or transaction.

Section 3.5. Removal.

Anyone or more of the Directors may be removed, either with or without cause, at any time, by a vote of the Directors provided there is a quorum at the meeting of the Board at which such action is taken.

Section 3.6. Resignation.

A Director may resign by giving written notice (including by e-mail) to the Chairman of the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of the written notice or at any later time specified in the resignation.

Section 3.7. Vacancies.

(a) A vacancy or vacancies on the Board shall be deemed to exist in the case of death, resignation, or removal (without replacement) of any Director, or if the Board by resolution declares vacant the office of a Director who has been declared of unsound mind by an order of court, has been convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty arising under Section 717 of the Law.

(b) Whenever any vacancy shall occur in the Board by death, resignation, or otherwise, so long as at least three (3) Directors are then serving, the same may be filled without undue delay by a majority vote by ballot of the remaining members of the Board at a special meeting which shall be called for that purpose. Such election shall be held within sixty (60) days after the occurrence of such vacancy. The person so chosen shall hold office until the next annual meeting of the Board, and until his successor is elected and qualified. The Board shall fill a vacancy in the manner described above if only two (2) Directors are then serving.

ARTICLE IV.
MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1. Annual Meeting.

An annual meeting of the Board shall be held each year at a time and place to be determined by the Board. At the annual meeting, the Board shall appoint the officers of the corporation and shall conduct such other business as is appropriate. Annual meetings shall be held at the principal office of the corporation unless the Board sets another place for the meeting.

Section 4.2. Special Meetings.

Special meetings of the Board shall be held at the times and places designated by the Board by written notice sent to the Directors by the Chairman of the Board, the President or the Secretary. In the absence of a contrary designation, special meetings shall be held at the principal office of the corporation.

Section 4.3. Notice of Meetings.

Notice of the time and place of meetings of the Board shall be given to each Director by the Chairman of the Board, the President or the Secretary by one of the following methods: (a) personal delivery of written notice; (b) first-class mail, postage paid; (c) telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; (d) email; or (e) facsimile. All such notices shall be given or sent to the Director's address, telephone number, email address, or facsimile number as shown on the records of the corporation. The notice shall specify the time and place of the meeting. Notices shall be given at least ten (10) days before the time set for the meeting.

Section 4.4. Meetings by Conference Telephone.

Directors may participate in any meeting through the use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another. All Directors participating in a meeting pursuant to this Section 3.4 shall be deemed to be present in person at any such meeting.

Section 4.5. Waiver of Notice.

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present; and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 4.6. Quorum; Voting.

(a) A majority of existing Directors (excluding vacancies) and including Directors as provided in Section 3.4(b) above (related to financial conflicts) shall constitute a quorum for the transaction of business or of any specified item of business, except to adjourn as provided in

Section 4.7. Unless otherwise provided in these Bylaws, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by Law or by the Certificate and except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

(b): The following actions shall require an affirmative two-thirds (2/3) vote of the Board:

(i) indefinite suspension, discontinuance, liquidation, or dissolution of the business of the corporation;

(ii) sale, disposition, mortgage, loans, or encumbrances with respect to a substantial portion of the assets of the corporation, including any intellectual property rights;

(iii) exclusive transactions with respect to material rights, leases, and licenses;

(iv) material acquisitions of assets including intellectual property rights;

(v) mergers, combinations, or joint ventures with other organizations;

(vi) commencement, settlement, or disposition of material legal proceedings including litigation;

(vii) change of or from nonprofit or tax-exempt status; or

(viii) amendment of the Certification of Incorporation or these Bylaws.

Section 4.7. Adjournment.

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting.

Section 4.8. Notice of Recommencement.

Notice of the time and place of recommencing an adjourned or suspended meeting need not be given, unless the meeting is adjourned or suspended for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned or suspended meeting to the Directors who were not present at the time of the adjournment or suspension.

Section 4.9. Action Without Meeting by Written Consent.

Any action required or permitted to be taken by the Board or a Board Committee may be taken without a meeting, if all members of the Board or the Committee consent in writing to the adoption of a resolution authorizing the action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board or the Board Committee. Written consents shall be filed with the minutes of the proceedings of the Board or the Board Committee.

ARTICLE V.
COMMITTEES

Section 5.1. Establishment of Board Committees.

The Board Committees shall be the standing committees and special committees established by resolution of the Board in accordance with these Bylaws.

Section 5.2. Executive Committee.

Subject to the provisions of Section 5.5, the Board may, by resolution adopted by a majority of the number of Directors then in office, establish an executive committee (the "Executive Committee") consisting of at least three (3) Directors which, except when the Board is in session, and except as its powers may be otherwise limited by the Board, shall have and may exercise the powers of the Board in the management of the business and affairs of the corporation.

(a) The Executive Committee shall also have the power of general supervision, management, and control of the business of the corporation and over its several officers.

(b) Appointments to the Executive Committee shall be by a majority vote of the Directors then in office. A majority of all the members of the Executive Committee may determine its rules of procedure unless the Board shall otherwise provide. The Board shall have the power to change the members of the Executive Committee at any time, either with or without cause and to fill vacancies; *provided* that all appointments to the Executive Committee shall be by majority vote of the Directors then in office.

(c) Any action which may be taken at a meeting of the Executive Committee, may be taken without a meeting if authorized by a writing signed by all members of the Executive Committee who would be entitled to vote at a meeting for such purpose and filed with the Secretary of the corporation.

Section 5.3. Nominating Committee.

Subject to the provisions of Section 5.5, the Board may, by resolution adopted by a majority of the number of Directors then in office, establish a nominating Committee (the "Nominating Committee") consisting of at least three (3) Directors, which shall nominate a slate of nominees pursuant to Section 2.3(a) of these Bylaws.

Section 5.4. Standing or Special Committees.

(a) In the event that the Board determines that the management of the corporation would be benefited by the establishment of one or more standing or special committees in addition to the Executive Committee and the Nominating Committee, the Board may from time to time establish one or more such committees.

(b) The establishment of a standing or special committee shall be effected by the affirmative vote of the majority of the Directors then in office, and the Board's resolution shall specifically set forth the powers and duties delegated to such committee. Each such committee shall include three (3) or more Directors and shall be presided over by a Director selected by the Board.

(c) The term "standing committee" or "special committee" shall mean any Board Committee that is authorized by specific delegation, without further Board action, to take action, or make and implement decisions on behalf of the Board, or to implement, with some degree of discretion, decisions of the Board pursuant to guidelines established by the Board. Notice of, and procedures for, meetings of standing or special committees shall be as prescribed by the Chairman of each such standing or special committee, and meetings of standing or special Committees may be called by the Board or the chairman of the standing or special committee.

Section 5.5. Composition of Board Committees.

Standing committees of the Board shall be composed of Directors. The Committee Chairs shall be elected by the Board to serve for a term of two (2) years and for no more than two (2) consecutive terms.

Special committees are not limited to Directors but may, by resolution of the Board, include persons who are not Directors. The Board may appoint alternate members of any Board Committee, who shall act on behalf of a Board Committee member who is absent from a Board Committee meeting. The Board or the Board Committee may invite other persons, whether or not Directors, to attend meetings of the Board Committee and to participate in the discussion and activities of the Board Committee; *provided, however,* that such additional persons attending the Board Committee meeting shall not be entitled to vote and shall attend only as permitted by the Board Committee. The President and the Chairman of the Board, if any, shall be ex officio nonvoting members of each Board Committee, unless expressly provided otherwise by the Board.

Section 5.6. Limitations upon Board Committees.

(a) *Prohibited Powers.* No standing committee of the Board, excluding the Executive Committee, shall have the authority to:

(i) Take any final action on matters which, under the Certificate, these Bylaws, or the Law, also requires Directors' approval;

(ii) Fill vacancies on the Board or on any Board Committee;

(iii) Fix compensation of any Director or member of a Board Committee;

(iv) Amend or repeal the Certificate or these Bylaws; or

(v) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable.

(b) *Special Committees.* The Board may authorize any special committee to provide such advice and recommendations as the Board shall require, but no special committee shall have the power to manage or direct the affairs of the corporation.

Section 5.7. Meetings and Actions of Board Committees.

(a) Meetings and actions of Board Committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws concerning meetings of the Board, with such changes in the content of these Bylaws as are necessary to substitute the Board Committee and its members for the Board and its Directors. The time for a meeting of a Board Committee may be determined either by resolution of the Board or by resolution of the Board Committee. Notice of meetings of Board Committees shall also be given to any and all alternate members, who shall have the right to attend such meetings, subject to subparagraph (c) of this Section 5.7. Minutes shall be kept of meetings of Board Committees and shall be filed with the corporate records. The Board may adopt rules for the governance of any Board Committee not inconsistent with the provisions of these Bylaws.

(b) Each Board Committee may establish such subcommittees as it desires, and the members of such subcommittees need not be members of the Board. The recommendations of such a subcommittee shall become the actions of the Board Committee upon adoption of such recommendations by the Board Committee.

(c) Each Board Committee may determine that a meeting of the Board Committee shall be limited to members of the Board Committee only in the event that a matter to be discussed by the Board Committee concerns a labor or personnel issue, a contract negotiation, or litigation.

Section 5.8. Fees and Compensation.

(a) Directors and members of Board Committees shall receive compensation for their services as determined by the Board, and may receive reimbursement for expenses under procedures that shall be determined by the Board.

(b) Notwithstanding the foregoing, this corporation shall not make any loans to any Director or officer.

ARTICLE VI.
OFFICERS

Section 6.1. Officers.

The officers of the corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have other officers, at the discretion of the Board, such as a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 6.3. Any number of offices may be held by the same person except that the Secretary may not serve concurrently as the President or Chairman of the Board.

Section 6.2. Election.

The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 6.3 or Section 6.5, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 6.3. Subordinate Officers.

The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 6.4. Removal and Resignation.

(a) Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

(b) Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.5. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office; *provided, however,* that such vacancies shall be filled as they occur and not on an annual basis.

Section 6.6. Chairman of the Board.

The Chairman of the Board, if any, shall preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

The Chairman shall be elected to serve a term of two (2) years for no more than three (3) consecutive terms.

Section 6.7. Vice Chairman of the Board.

The Vice Chairman of the Board, if any, shall, in the absence of the Chairman of the Board, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

Section 6.8. President.

Subject to such powers, if any, as may be given by the Board to the Chairman of the Board, if any, the President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the corporation. In the absence of the Chairman of the Board and Vice Chairman of the Board, the President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 6.9. Vice Presidents.

In the absence or disability of the President, the Secretary, and in the absence or disability of the Secretary, the Vice Presidents, if any, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 6.10. Secretary.

(a) The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and Board Committees, with the time and place of holding, how authorized, the notice thereof given, the names of those present at Board and Board Committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal business office of the corporation the original or a copy of the Certificate and these Bylaws, as amended to date.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board and Board Committees required by the Law or by these Bylaws to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 6.11. Treasurer.

The Treasurer of the corporation shall be a Director and have supervisory responsibility for all funds and securities of the corporation. The Treasurer shall perform such other duties as may from time to time be prescribed by the Board or the Executive Committee, if any.

Section 6.12. Chief Financial Officer.

The Board may designate a person, who need not be a member of the Board, to serve as the Chief Financial Officer of the corporation. In the absence of such a designation, the Treasurer shall serve as the Chief Financial Officer of the corporation.

ARTICLE VII.
OTHER PROVISIONS

Section 7.1. Endorsement of Documents; Contracts.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chairman of the Board, the President, or any Vice President and the Secretary, any Assistant Secretary, the Treasurer, or any Assistant Treasurer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 7.2. Representation of Shares of Other Corporations.

The President, or any other officer or officers authorized by the Board or the President, are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing the name of the corporation. The authority herein granted may be exercised either by such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 7.3. Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Law shall govern the construction of these Bylaws.

Section 7.4. Amendments.

These Bylaws may be amended or repealed by the approval of 2/3 vote of the Board.

Section 7.5. Maintenance of Certain Records.

The accounting books, records, and minutes of proceedings of the Board and the Executive Committee, if any, shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal business office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form, or in any other form capable of being converted into written, typed, or printed form.

Section 7.6. Annual Report.

The Board shall prepare an annual report, verified by the President and the Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board. The annual report shall contain in appropriate detail the following:

Form 990-PF, Page 4, Part VII-A, Line 3

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

ARTICLE VIII.
INDEMNIFICATION

Section 8.1. Indemnification.
The corporation shall, to the maximum extent the Law, indemnify each of its Directors and officers against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any arising by reason of (a) the acts or obligations of the corporation or (b) the fact any such person is or was a Director or officer of the corporation. In both circumstances, the corporation shall advance to such Director or officer expenses incurred in defending any such proceeding to the maximum extent permitted by the Law. For purposes of this Section 8.1, a "Director," or "officer" of the corporation includes any person who is or was a Director or officer of the corporation, or is or was serving at the request of the corporation as a member, director, or officer of another corporation, or other enterprise, or was a Director or officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation. The Board may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other agents of the corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Law.

Furthermore, subject to Section 726 of the Law, this corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors and officers, to cover any liability asserted against or incurred by any Director or officer in such capacity or arising from the Director's or officer's status as such.

Certification

I, ____________________________, Secretary of Rita Allen Foundation, Inc., hereby certify that the attached amended Bylaws were duly adopted by its Board on __________________.

____
Secretary

Form **8868** (Rev January 2011) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶**File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization	Employer identification number
File by the due date for filing your return See instructions	RITA ALLEN FOUNDATION, INC.	13-6116429
	Number, street, and room or suite no If a P O. box, see instructions 12 STOCKTON STREET	
	City, town or post office, state, and ZIP code For a foreign address, see instructions PRINCETON NJ 08540	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ RITA ALLEN FOUNDATION

Telephone No. ▶ (609) 683-8010 FAX No. ▶ (609) 683-8025

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

▶ [X] calendar year 2010 or

▶ [ ] tax year beginning ______, and ending ______

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 64,944
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 70,033
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print File by the extended due date for filing your return See instructions	Name of exempt organization RITA ALLEN FOUNDATION, INC.	Employer identification number 13-6116429
	Number, street, and room or suite no. If a P.O. box, see instructions 12 STOCKTON STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PRINCETON, NJ 08540	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE FOUNDATION 12 STOCKTON STREET - PRINCETON, NJ 08540

Telephone No. ▶ (609)683-8010 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2011.

5 For calendar year 2010 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 87,033.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 87,033.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	**8c**	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Virginia Mason Title ▶ CPA Date ▶ 8-2-11

023842
01-24-11

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