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 , 2010, 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
RITTENHOUSE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
P.O. BOX 870

Room/suite

City or town
BRYN MAWR

State
PA

ZIP code
19010

A Employer identification number
23-6005622

B Telephone number (see the instructions)
(215) 569-0202

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)*
► $ 1,688,242.

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

		Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)				
	2	Ck ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	75,548.	75,548.		
	5a	Gross rents				
	b	Net rental income or (loss)		L-6a Stmt		
	6a	Net gain/(loss) from sale of assets not on line 10	44,098.			
	b	Gross sales price for all assets on line 6a 381,574.				
	7	Capital gain net income (from Part IV, line 2)		44,098.		
	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/(loss) (att sch)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	119,646.	119,646.		
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	15,000.	7,500.		7,500.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	11,384.	5,692.		5,692.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) L-16b Stmt	6,000.	4,500.		1,500.
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instr) See Line 18 Stmt	1,906.	804.		798.
	19	Depreciation (attach sch) and depletion				
	20	Occupancy	4,221.	2,110.		2,111.
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Line 23 Stmt	5,152.	1,691.		3,461.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	43,663.	22,297.		21,062.
	25	Contributions, gifts, grants paid	61,250.			61,250.
	26	**Total expenses and disbursements.** Add lines 24 and 25	104,913.	22,297.		82,312.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	14,733.			
	b	**Net investment income** (if negative, enter -0-)		97,349.		
	c	**Adjusted net income** (if negative, enter -0-)				

BAA For Paperwork Reduction Act Notice, see the instructions. TEEA0301 07/23/10 Form **990-PF** (2010)

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	68,771.	106,039.	106,039.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	538.	1,578.	1,578.
	10a	Investments – U S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)			
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment. basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) . L-13..Stmt.	1,716,507.	1,693,682.	1,580,625.
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	750.		
	16	**Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	1,786,566.	1,801,299.	1,688,242.
LIABILITIES	17	Accounts payable and accrued expenses	372.	372.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	372.	372.	
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	1,786,194.	1,800,927.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see the instructions)	1,786,194.	1,800,927.	
	31	**Total liabilities and net assets/fund balances** (see the instructions)	1,786,566.	1,801,299.	

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	1,786,194.
2	Enter amount from Part I, line 27a	2	14,733.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,800,927.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,800,927.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	INVESTMENTS - SEE ATTACHED	P	Various	Various
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	381,574.		337,476.	44,098.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a	0.	0.	0.	44,098.
b				
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	44,098.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the 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 (column (b) divided by column (c))
2009	102,516.	1,552,008.	0.066054
2008	115,775.	1,803,095.	0.064209
2007	150,222.	2,192,589.	0.068514
2006	155,774.	2,025,079.	0.076922
2005	145,619.	1,839,040.	0.079182

2	**Total** of line 1, column (d)	2	0.354881
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	0.070976
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,643,464.
5	Multiply line 4 by line 3	5	116,647.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	973.
7	Add lines 5 and 6	7	117,620.
8	Enter qualifying distributions from Part XII, line 4	8	82,312.

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 the instructions)

1 a 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 instr.)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	1,947.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,947.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	1,947.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 1,294.		
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	1,294.
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	653.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	0.
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ► 0.	Refunded ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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 the 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 ► $ ________ **(2)** On foundation managers ► $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ________			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If 'Yes,' attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If 'Yes,' attach the statement required by General Instruction T.			
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, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► PA - Pennsylvania			
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 ► N/A

14 The books are in care of ► RITTENHOUSE FOUNDATION Telephone no. ► (215) 569-0202

Located at ► PO BOX 870 BRYN MAWR PA ZIP + 4 ► 19010

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15

			Yes	No
16	At any time during calendar year 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 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	☒ 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 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	☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .					
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions.)			2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__					
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ 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.)*			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)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **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? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **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 ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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 (see instructions).

(a) Name and address	**(b)** Title and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JUDITH FRANCIS C/O ORGANIZATION BRYN MAWR PA 19010	VICE-PRES. 5.00	7,500.	0.	0.
JOSHUA KLEIN C/O ORGANIZATION BRYN MAWR PA 19010	PRES/TREAS. 2.00	0.	0.	0.
ALEXANDER KLEIN C/O ORGANIZATION BRYN MAWR PA 19010	VICE-PRES 5.00	7,500.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
0				
0				
0				
0				

Total number of other employees paid over $50,000 ► None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 GIVING GRANTS TO NON-PROFIT,TAX EXEMPT ORGANIZATIONS SEE ATTACHED LIST OF ORGANIZATIONS WHO RECEIVED GRANTS	21,061.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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	1,581,086.
b Average of monthly cash balances		1b	87,405.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	1,668,491.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2 Acquisition indebtedness applicable to line 1 assets		2	
3 Subtract line 2 from line 1d		3	1,668,491.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	25,027.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,643,464.
6 **Minimum investment return.** Enter 5% of line 5		6	82,173.

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	82,173.
2a Tax on investment income for 2010 from Part VI, line 5	2a	1,947.		
b Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c Add lines 2a and 2b			2c	1,947.
3 Distributable amount before adjustments. Subtract line 2c from line 1			3	80,226.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	80,226.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	80,226.

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	82,312.
b Program-related investments – total from Part IX-B	1b	
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	82,312.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	82,312.

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					80,226.
2 Undistributed income, if any, as of the end of 2010:					
a Enter amount for 2009 only				0.	
b Total for prior years. 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2010.					
a From 2005	65,307.				
b From 2006	56,452.				
c From 2007	43,624.				
d From 2008	26,302.				
e From 2009	25,220.				
f Total of lines 3a through e		216,905.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► $ 82,312.					
a Applied to 2009, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2010 distributable amount					80,226.
e Remaining amount distributed out of corpus		2,086.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 Enter the net total of each column as indicated below:					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		218,991.			
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					
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 instructions				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)		65,307.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		153,684.			
10 Analysis of line 9.					
a Excess from 2006	56,452.				
b Excess from 2007	43,624.				
c Excess from 2008	26,302.				
d Excess from 2009	25,220.				
e Excess from 2010	2,086.				

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 organization had $5,000 or more in assets at any time during the year – see instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

JUDITH FRANCIS
P.O. BOX 870
BRYN MAWR PA 19010 (215) 569-0202

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

LETTER, GUIDELINES AVAILABLE UPON REQUEST

c Any submission deadlines:

NO

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

NO

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 ATTACHED LIST		EXEMPT	AMOUNTS PAID IN FURTHERANCE OF THE CHARITABLE PURPOSE OF THE ENUMERATING ORGANIZATIONS	61,250.
Total ► 3a				61,250.
b *Approved for future payment*				
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	75,548.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	44,098.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				119,646.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 119,646.

(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) (See the instructions)

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

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

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

5/13/11 Date

▶ President Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if ☐ if self-employed	PTIN
DANIEL J. RUOTOLO CPA MS		5/13/11		

Firm's name ▶ RUOTOLO SPEWAK & CO

Firm's EIN ▶

Firm's address ▶ 101 CHESTNUT AVENUE
MOUNT LAUREL NJ 08054-9405

Phone no (856) 273-1282

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2009

Name	Employer Identification Number
RITTENHOUSE FOUNDATION	23-6005622

Asset Information:

Description of Property:	INVESTMENTS - SEE ATTACHED		
Date Acquired:	Various	How Acquired:	Purchased
Date Sold:	Various	Name of Buyer:	
Sales Price	381,574.	Cost or other basis (do not reduce by depreciation)	337,476.
Sales Expense		Valuation Method:	
Total Gain (Loss):	44,098.	Accumulation Depreciation.	
Description of Property:			
Date Acquired		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation	
Description of Property:			
Date Acquired		How Acquired.	
Date Sold		Name of Buyer:	
Sales Price.		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method	
Total Gain (Loss):		Accumulation Depreciation:	
Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	
Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer.	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method.	
Total Gain (Loss):		Accumulation Depreciation.	
Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	
Description of Property:			
Date Acquired		How Acquired	
Date Sold:		Name of Buyer:	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation.	
Description of Property:			
Date Acquired:		How Acquired	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
PAYROLL	1,596.	798.		798.
990 PF TAXES	304.			
FOREIGN TAXES	6.	6.		
Total	1,906.	804.		798.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
DUES AND SUBSCRIPTIONS	500.	125.		375.
TELEPHONE	535.	107.		428.
OFFICE EXPENSE	3,322.	664.		2,658.
INVESTMENT FEES	795.	795.		
Total	5,152.	1,691.		3,461.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ REBECCA CLARK C/O ORGANIZATION BRYN MAWR PA 19010	DIRECTOR 2.00	0.	0.	0.
Person ... ☒ Business ... ☐ MICHAEL L. TEMIN ESQ. C/O ORGANIZATION BRYN MAWR PA 19010	SECRETARY 2.00	0.	0.	0.
Total		0.	0.	0.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RUOTOLO, SPEWAK & CO.	ACCOUNTING FEES	6,000.	4,500.		1,500.
Total		6,000.	4,500.		1,500.

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	Fair Market Value
STOCKS AND BONDS	1,691,009.	1,577,952.
GNMA AND OTHER INVESTMENTS	2,673.	2,673.
Total	1,693,682.	1,580,625.

PART IV, PAGE 3 - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

FORM 990-PF, 2010

SUMMARY

		PROCEEDS	COST BASIS	GAIN/(LOSS)
PAGE 2 OF 12	ASTON OPTIMUM	12,500	11,078	1,422
PAGE 2 OF 12	ROYCE PRENNSYLVANIA	12,450	10,803	1,647
PAGE 2 OF 12	HARBOR INTERNATIONAL	10,000	12,812	(2,812)
PAGE 3 OF 12	CLIPPER FUND	19,337	26,849	(7,512)
PAGE 12 OF 12	SANTA BARBARA	96,912	90,068	6,844
	ASHBRIDGE SMALL CAP TRUST - CAPITAL GAINS	195,375	150,866	44,509
	BOND SALES	35,000	35,000	0
	TOTAL	**381,574**	**337,476**	**44,098**

2010 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ASTON OPTIMUM MID CAP FUND CL N: CHTTX	390.5030	03/30/10	12/30/10	$12,500.00	$11,077.89	$1,422.11
Security Subtotal				**$12,500.00**	**$11,077.89**	**$1,422.11**
ROYCE PENNSYLVANIA MUTUAL FD INVESTMENT CL: PENNX	1,066.5530	03/30/10	12/30/10	$12,450.05	$10,803.15	$1,646.90
Security Subtotal				**$12,450.05**	**$10,803.15**	**$1,646.90**
Total Short-Term				**$24,950.05**	**$21,881.04**	**$3,069.01**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
HARBOR INTERNATIONAL FUND INV CL: HIINX	207.5120	07/16/08	06/29/10	$10,000.00	$12,811.92	($2,811.92)
Security Subtotal				**$10,000.00**	**$12,811.92**	**($2,811.92)**
SOUND SHORE FUND INC: SSHFX	27.2820	10/27/05	01/13/10	$804.28	$1,014 16	($209.88)
SOUND SHORE FUND INC: SSHFX	15.7550	10/27/05	01/19/10	$467.76	$585.66	($117.90)
SOUND SHORE FUND INC: SSHFX	32.6480	10/27/05	04/12/10	$1,000.00	$1,213.63	($213.63)

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Schwab One® Account of
RITTENHOUSE FOUNDATION

Account Number
8064-2294

Report Period
January 1 - December 31, 2010

2010 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SOUND SHORE FUND INC: SSHFX	575.1530	10/27/05	06/29/10	$15,000.00	$21,351.07	($6,351.07)
SOUND SHORE FUND INC: SSHFX	34.8540	10/27/05	07/13/10	$964.77	$1,293.86	($329.09)
SOUND SHORE FUND INC: SSHFX	37.4660	10/27/05	10/11/10	$1,100.00	$1,390.83	($290.83)
Security Subtotal				**$19,336.81**	**$26,849.21**	**($7,512.40)**
Total Long-Term				**$29,336.81**	**$39,661.13**	**($10,324.32)**
Total Realized Gain or (Loss)				**$54,286.86**	**$61,542.17**	**($7,255.31)**

Schwab has provided realized gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings See Terms and Conditions.

Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

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2010 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss)

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AKAMAI TECHNOLOGIES: AKAM	35.0000	12/16/09	07/15/10	$1,534.20	$893.32	$640 88
AKAMAI TECHNOLOGIES: AKAM	20.0000	12/16/09	09/21/10	$1,054.38	$510.46	$543.92
AKAMAI TECHNOLOGIES: AKAM	30.0000	12/16/09	11/19/10	$1,469.97	$765.70	$704.27
AKAMAI TECHNOLOGIES: AKAM	5.0000	04/15/10	11/19/10	$244 99	$171.58	$73.41
Security Subtotal				**$4,303.54**	**$2,341.06**	**$1,962.48**
DONALDSON COMPANY INC: DCI	15.0000	03/03/10	09/21/10	$691.94	$632.92	$59.02
Security Subtotal				**$691.94**	**$632.92**	**$59.02**
E M C CORP MASS: EMC	60.0000	12/16/09	09/21/10	$1,235.38	$1,020.05	$215.33
Security Subtotal				**$1,235.38**	**$1,020.05**	**$215.33**
ECOLAB INC: ECL	25.0000	01/20/10	09/21/10	$1,263.73	$1,175.86	$87.87
Security Subtotal				**$1,263.73**	**$1,175.86**	**$87.87**
INTEL CORP: INTC	65.0000	09/18/09	09/15/10	$1,213.86	$1,278.54	($64.68)
Security Subtotal				**$1,213.86**	**$1,278.54**	**($64.68)**

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2010 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PEPSICO INCORPORATED: PEP	10.0000	01/08/10	09/21/10	$663.19	$606.00	$57.19
Security Subtotal				**$663.19**	**$606.00**	**$57.19**
Total Short-Term				**$9,371.64**	**$7,054.43**	**$2,317.21**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ACCENTURE PLC CL A F: ACN	15.0000	01/23/06	09/21/10	$618.89	$459.83	$159.06
Security Subtotal				**$618.89**	**$459.83**	**$159.06**
ACTIVISION BLIZZARD INC: ATVI	150.0000	04/09/09	10/20/10	$1,680.00	$1,606.94	$73.06
ACTIVISION BLIZZARD INC: ATVI	185.0000	09/04/09	10/20/10	$2,072.01	$2,152.23	($80.22)
Security Subtotal				**$3,752.01**	**$3,759.17**	**($7.16)**
ALCON INC F: ACL	25.0000	04/26/06	03/19/10	$4,057.84	$2,502.48	$1,555.36
ALCON INC F: ACL	10.0000	06/16/08	04/15/10	$1,603.16	$1,648.47	($45.31)
ALCON INC F: ACL	15.0000	06/16/08	05/05/10	$2,267.64	$2,472.70	($205.06)
Security Subtotal				**$7,928.64**	**$6,623.65**	**$1,304.99**

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2010 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ALLERGAN INC: AGN	10.0000	05/02/07	09/21/10	$661.09	$593.34	$67.75
ALLERGAN INC: AGN	15.0000	07/12/07	09/21/10	$991.63	$874.10	$117.53
Security Subtotal				**$1,652.72**	**$1,467.44**	**$185.28**
AMPHENOL CORP CL A: APH	15.0000	02/20/09	09/21/10	$716.99	$377.65	$339.34
Security Subtotal				**$716.99**	**$377.65**	**$339.34**
BARD C R INCORPORATED: BCR	20.0000	06/23/06	04/15/10	$1,723.56	$1,445.59	$277.97
Security Subtotal				**$1,723.56**	**$1,445.59**	**$277.97**
BUNGE LIMITED F: BG	20.0000	01/30/08	09/21/10	$1,147.18	$2,296.98	($1,149.80)
Security Subtotal				**$1,147.18**	**$2,296.98**	**($1,149.80)**
BURLINGTON NTH SANTA XXXCASH MERGER @ $100.00/SHEFF 02/16/10: 12189T104	20.0000	03/03/08	02/17/10	$2,000.00	$1,751.62	$248.38
BURLINGTON NTH SANTA XXXCASH MERGER @ $100.00/SHEFF 02/16/10: 12189T104	25.0000	04/04/08	02/17/10	$2,500.00	$2,419.05	$80.95
Security Subtotal				**$4,500.00**	**$4,170.67**	**$329.33**
EMERSON ELECTRIC CO: EMR	75.0000	02/11/08	01/08/10	$3,287.21	$3,856.52	($569.31)

2010 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
EMERSON ELECTRIC CO: EMR	15.0000	03/26/08	09/21/10	$783.14	$775.02	$8.12
Security Subtotal				**$4,070.35**	**$4,631.54**	**($561.19)**
EXPEDITORS INTL WASH: EXPD	20.0000	01/22/08	09/09/10	$860.18	$854.77	$5.41
Security Subtotal				**$860.18**	**$854.77**	**$5.41**
EXPRESS SCRIPTS INC: ESRX	20.0000	10/09/06	09/21/10	$955.18	$344.69	$610.49
Security Subtotal				**$955.18**	**$344.69**	**$610.49**
I T T CORPORATION NEW INDIANA: ITT	60.0000	11/19/07	01/20/10	$3,007.53	$3,695.36	($687.83)
Security Subtotal				**$3,007.53**	**$3,695.36**	**($687.83)**
ILLINOIS TOOL WORKS INC: ITW	30.0000	06/14/05	09/21/10	$1,415.68	$1,235.08	$180.60
Security Subtotal				**$1,415.68**	**$1,235.08**	**$180.60**
INTEL CORP: INTC	40.0000	03/24/06	07/08/10	$797.12	$785.93	$11.19
INTEL CORP: INTC	60.0000	04/04/07	07/08/10	$1,195.68	$1,160.34	$35.34
INTEL CORP: INTC	140.0000	04/04/07	09/15/10	$2,614.46	$2,707.46	($93.00)
Security Subtotal				**$4,607.26**	**$4,653.73**	**($46.47)**

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2010 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
INTUIT INC: INTU	45.0000	03/21/07	08/05/10	$1,823.14	$1,334.79	$488.35
INTUIT INC: INTU	20.0000	03/21/07	09/21/10	$910.78	$593.24	$317.54
Security Subtotal				**$2,733.92**	**$1,928.03**	**$805.89**
MC DONALDS CORP: MCD	15.0000	11/26/08	09/21/10	$1,128.43	$849.62	$278 81
Security Subtotal				**$1,128.43**	**$849.62**	**$278.81**
NIKE INC CLASS B: NKE	10.0000	01/11/08	09/21/10	$774.39	$604.16	$170.23
Security Subtotal				**$774.39**	**$604.16**	**$170.23**
NORFOLK SOUTHERN CORP: NSC	15.0000	07/25/08	09/21/10	$885.59	$1,046.84	($161.25)
Security Subtotal				**$885.59**	**$1,046.84**	**($161.25)**
OMNICOM GROUP INC: OMC	90.0000	06/14/05	03/19/10	$3,523.84	$3,690 00	($166.16)
Security Subtotal				**$3,523.84**	**$3,690.00**	**($166.16)**
PARKER-HANNIFIN CORP: PH	55.0000	09/22/06	03/03/10	$3,459.74	$2,778.79	$680.95
PARKER-HANNIFIN CORP: PH	12.5000	09/22/06	05/12/10	$862.64	$631.54	$231.10

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2010 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PARKER-HANNIFIN CORP: PH	37.5000	04/04/07	05/12/10	$2,587.91	$2,186.68	$401.23
Security Subtotal				**$6,910.29**	**$5,597.01**	**$1,313.28**
PRAXAIR INC: PX	10.0000	04/18/08	09/21/10	$880.19	$916.89	($36.70)
PRAXAIR INC: PX	10.0000	06/04/08	09/21/10	$880.18	$970.51	($90.33)
Security Subtotal				**$1,760.37**	**$1,887.40**	**($127.03)**
QUALCOMM INC: QCOM	25.0000	06/14/05	09/21/10	$1,083.98	$875.98	$208.00
Security Subtotal				**$1,083.98**	**$875.98**	**$208.00**
QUEST DIAGNOSTIC INC: DGX	20.0000	01/23/06	08/26/10	$898.53	$979.80	($81.27)
QUEST DIAGNOSTIC INC: DGX	50.0000	10/04/06	08/26/10	$2,246.34	$2,509.46	($263.12)
Security Subtotal				**$3,144.87**	**$3,489.26**	**($344.39)**
RAYTHEON COMPANY NEW: RTN	10.0000	08/16/07	01/27/10	$528.79	$539.37	($10.58)
RAYTHEON COMPANY NEW: RTN	50.0000	11/07/07	01/27/10	$2,643.97	$3,222.77	($578.80)
Security Subtotal				**$3,172.76**	**$3,762.14**	**($589.38)**

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2010 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ROSS STORES INC: ROST	15.0000	06/11/09	09/21/10	$801.59	$586.65	$214.94
Security Subtotal				**$801.59**	**$586.65**	**$214.94**
SCHLUMBERGER LTD F: SLB	25.0000	01/14/08	02/24/10	$1,515.65	$2,394.81	($879.16)
SCHLUMBERGER LTD F: SLB	5.0000	01/29/08	02/24/10	$303.13	$390.70	($87.57)
Security Subtotal				**$1,818.78**	**$2,785.51**	**($966.73)**
STANLEY BLACK & DECKER: SWK	55.0000	11/07/07	05/12/10	$3,430.71	$2,935.08	$495.63
Security Subtotal				**$3,430.71**	**$2,935.08**	**$495.63**
STANLEY WORKS: SWK	50.0000	01/19/07	02/10/10	$2,690.51	$2,644.58	$45.93
STANLEY WORKS: SWK	20 0000	11/07/07	02/10/10	$1,076 20	$1,067.30	$8.90
Security Subtotal				**$3,766.71**	**$3,711.88**	**$54.83**
TEVA PHARM INDS LTD ADRFSPONSORED ADR 1 ADR REP 10: TEVA	10.0000	08/08/08	09/21/10	$552.49	$472.20	$80.29
TEVA PHARM INDS LTD ADRFSPONSORED ADR 1 ADR REP 10: TEVA	25.0000	09/19/08	09/21/10	$1,381.23	$1,151.31	$229.92
Security Subtotal				**$1,933.72**	**$1,623.51**	**$310.21**

2010 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
VARIAN MEDICAL SYSTEMS: VAR	30.0000	02/02/07	09/21/10	$1,808 07	$1,440.78	$367.29
Security Subtotal				**$1,808.07**	**$1,440.78**	**$367.29**
WASTE MANAGEMENT INC DEL: WM	100.0000	01/25/07	11/10/10	$3,523.41	$3,741.73	($218.32)
WASTE MANAGEMENT INC DEL: WM	25.0000	10/26/07	11/10/10	$880.85	$898.38	($17.53)
Security Subtotal				**$4,404.26**	**$4,640.11**	**($235.85)**
WATERS CORP: WAT	10.0000	05/15/09	09/21/10	$702.19	$433.20	$268.99
Security Subtotal				**$702.19**	**$433.20**	**$268.99**
WESTERN UNION COMPANY: WU	45.0000	01/09/07	09/21/10	$777.59	$991.87	($214.28)
Security Subtotal				**$777.59**	**$991.87**	**($214.28)**
XTO ENERGY INC: XTO	106.0000	06/14/05	02/24/10	$4,873.03	$2,749.22	$2,123.81

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2010 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
XTO ENERGY INC: XTO	25.0000	01/11/08	02/24/10	$1,149.30	$1,368.97	($219.67)
Security Subtotal				**$6,022.33**	**$4,118.19**	**$1,904.14**
Total Long-Term				**$87,540.56**	**$83,013.37**	**$4,527.19**
Total Realized Gain or (Loss)				**$96,912.20**	**$90,067.80**	**$6,844.40**

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.

Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

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Academy of Music, 300 S. Broad St., Phila., PA 19102	6,000
American Cancer Society, 3709 W. Jetton Ave., Tampa, FL 33629	200
Anti-Defamation League, 1500 Market St., Suite 2415 West, Phila., PA 19102	200
Athenaeum, 219 S. 6th St., Phila., PA 19106	400
BABC, 200 S. Broad St., Phila, PA 19102	200
Boys and Girls Clubs of Phila., 1518 Walnut St., Suite 712, Phila., PA 19102	1,000
Bristol Riverside Theater, 120 Radcliffe St., Bristol, PA 19007	500
Bryn Mawr Film Institute, 824 W. Lancaster Ave., Bryn Mawr, PA 19010	1,200
Chabad of the Main Line, 625 Montgomery Ave., Merion, PA 19066	250
Children's Scholarship Fund, 1616 Walnut St., Suite 312, Phila., PA 19103	1,000
Consumer Bankruptcy Assistance Project, 42 S. 15th St., 4th floor, Phila., PA 19103	500
Curtis Institute of Music, 1726 Locust St., Phila., PA 19103	1,500
English Speaking Union, 215 S. 16th St., Suite 14, Phila., PA 19102	500
Fairmount Park Historic Preservation Trust, 2020 Chamounix Dr., Phila., PA 19131	500
Female Hebrew Benevolent Society, 2125 Delancey St., Phila., PA 19103	300
Fireman's Hall Museum, 147 N. 2nd St., Phila., PA 19106	300
Franklin Institute, 222 N. 20th St., Phila., PA 19103	3,000
Friends' Central School; 1101 City Ave., Wynnewood, PA 19096	5,850
Golden Slipper Charities, 215 N. Presidential Blvd., Bala Cynwyd, PA 19004	250
Harcum College, 750 Montgomery Ave., Bryn Mawr, PA 19010	3,500
Har Zion Temple, 1500 Hagys Ford Rd.; Penn Valley, PA 19072	3,500
Independence Charter School, 1600 Lombard St., Phila., PA 19146	1,000
International Visitors Council; One Parkway, 1515 Arch St., 12th floor, Phila., PA 19102	500
JEVS, 1845 Walnut St., Phila., PA 19103	500
John Bartram Assoc., 54th St. & Lindbergh Blvd., Phila., PA 19143	300
KenCrest Centers, 502 W. Germantown Pike, Suite 200, Plymouth Meeting, PA 19462	1,000
Magee Rehab, 1513 Race St., Phila., PA 19103	500
Mann Center for the Performing Arts, 123 S. Broad St., Suite 1930, Phila., PA 19109	3,000
Moonstone Inc., 750 S. 11th St., Phila., PA 19147	500
Moore College of Art; 1916 Race St., Phila., PA 19103	200
National Liberty Museum, 321 Chestnut St., Phila., PA 19106	2,000
Orpheus Club, 254 S. Van Pelt St., Phila., PA 19103	300
Parkinson's Council, 111 Presidential Blvd., Suite 250, Bala Cynwyd, PA 19004	500
Pa. Horticultural Society, 100 N. 20th St., Phila., PA 19103	2,000

Philadelphia Foundation, 1234 Market St., Suite 1800, Phila., PA 19107	500
Philadelphia Hospitality, 123 S. Broad St., Suite 1710, Phila., PA 19109	250
Philadelphia Museum of Art, P.O. Box 7646, Phila., PA 19130	300
Philadelphia Orchestra, 260 S. Broad St., Phila., PA 19172	2,500
Philadelphia Youth Network, 714 Market St., Suite 304, Phila., PA 19106	3,000
Plays and Players, 1714 Delancey Pl., Phila., PA 19103	1,300
Please Touch Museum, 4231 Avenue of the Republic, Phila., PA 19131	1,000
PMA Craft Show, 26th & Parkway, Phila., PA 19130	500
Powell House, 224 S. 3rd St., Phila., PA 19106	300
Project Forward Leap, 1706 Race St. 2nd floor, Phila., PA 19103	1,000
Ronald McDonald House, P.O. Box 8036, Phila., PA 19101	500
Rotary Foundation, 1560 Sherman Ave., Evanston, IL 60201	500
Studio Incamminiti; 340 N. 12th St., Phila., PA 19107	300
Temple Beth Zion-Beth Israel; 18th & Spruce Sts., Phila., PA 19103	5,000
Temple University, 334 Annenberg Hall, 2020 N. 13th St., Phila., PA 19122	300
USF Foundation, 4202 E. Fowler Ave., Tampa, FL 33620	250
Washington Square West Civic Association, 1209 Locust St., Phila., PA 19107	300
Wistar Institute, 3601 Spruce St., Phila., PA 19104	300
WRTI-FM, 1509 Cecil B. Moore Ave., 3rd Floor, Phila., PA 19121	200
total	61,250