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

POSTMARK DATE NOV 14 2011

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

A Employer identification number
23-6207356

Number and street (or P O box number if mail is not delivered to street address)
1600 MARKET STREET

Room/suite
4TH FL

B Telephone number
(215)585-5597

City or town, state, and ZIP code
PHILADELPHIA, PA 19103-7240

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)* ▶$ 10,028,970.

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))	**(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	5,147.		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	168,707.	168,707.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	71,773.			
	b Gross sales price for all assets on line 6a 3,185,704.				
	7 Capital gain net income (from Part IV, line 2)		71,773.		
	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	10,110.	10,110.		STATEMENT 2
	12 **Total** Add lines 1 through 11	255,737.	250,590.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	18,030.	13,522.		4,508.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	1,545.	0.		1,545.
	c Other professional fees STMT 4	16,283.	15,561.		722.
	17 Interest				
	18 Taxes STMT 5	<3,313.>	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	97,935.	844.		97,091.
	24 **Total operating and administrative expenses** Add lines 13 through 23	130,480.	29,927.		103,866.
	25 Contributions, gifts, grants paid	268,000.			268,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	398,480.	29,927.		371,866.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<142,743.>			
	b **Net investment income** (if negative, enter -0-)		220,663.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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THE RIDER-POOL FOUNDATION
C/O PNC BANK N.A., TRUSTEE
23-6207356

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	9,201,690.	9,055,014.	10,028,970.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	9,201,690.	9,055,014.	10,028,970.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	9,201,690.	9,055,014.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	9,201,690.	9,055,014.	
	31	**Total liabilities and net assets/fund balances**	9,201,690.	9,055,014.	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,201,690.
2	Enter amount from Part I, line 27a	2	<142,743.>
3	Other increases not included in line 2 (itemize) ▶ ADJUSTMENT TO BOOK CARRYING VALUE	3	5,334.
4	Add lines 1, 2, and 3	4	9,064,281.
5	Decreases not included in line 2 (itemize) ▶ PARTNERSHIP ADJUSTMENTS	5	9,267.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,055,014.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	3,185,704.		3,113,931.	71,773.

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				
b				
c				
d				
e				71,773.

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 71,773.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	496,825.	8,155,799.	.060917
2008	711,966.	10,283,701.	.069232
2007	555,567.	12,233,316.	.045414
2006	550,635.	11,184,725.	.049231
2005	470,644.	10,448,739.	.045043

2 **Total** of line 1, column (d)	2	.269837
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	.053967
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	9,148,315.
5 Multiply line 4 by line 3	5	493,707.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,207.
7 Add lines 5 and 6	7	495,914.
8 Enter qualifying distributions from Part XII, line 4	8	371,866.

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	4,413.
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	4,413.
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	4,413.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	5,000.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	9,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	4,587.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 4,587. **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) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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? N/A	13		

Website address ▶ N/A

14 The books are in care of ▶ PNC BANK N.A. Telephone no. ▶ 215-585-5597

Located at ▶ 1600 MARKET STREET - TAX DEPARTMENT, PHILADELPHIA ZIP+4 ▶ 19103-7240

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A	1b		
	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 ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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? 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 8		18,030.	0.	0.

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

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

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

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
NONE		

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	9,288,542.
b	Average of monthly cash balances			1b	<913.>
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	9,287,629.
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	9,287,629.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	139,314.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4			5	9,148,315.
6	**Minimum investment return** Enter 5% of line 5			6	457,416.

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	457,416.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,413.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,413.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	453,003.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	453,003.
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	453,003.

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	371,866.
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	371,866.
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	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	371,866.

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					453,003.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
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	30,081.				
e From 2009	92,409.				
f **Total** of lines 3a through e		122,490.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 371,866.					
a Applied to 2009, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2010 distributable amount					371,866.
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).)		81,137.			81,137.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		41,353.			
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					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		41,353.			
10 Analysis of line 9:					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008					
d Excess from 2009	41,353.				
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 ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 9

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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 STATEMENT 10				
Total			▶ 3a	268,000.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	168,707.	
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			14	10,110.	
8 Gain or (loss) from sales of assets other than inventory			18	71,773.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		250,590.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 250,590.

(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

JOHN C. REILLY | 9-23-2011 | ASSISTANT VICE PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

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

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

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

Employer identification number
23-6207356

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
THE RIDER-POOL FOUNDATION C/O PNC BANK N.A., TRUSTEE	23-6207356

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DOROTHY RIDER POOL 4 T/U/W PNC BANK N.A., 620 LIBERTY AVE. PITTSBURGH, PA 15222-2705	$ 5,147.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Schedule B (Form 990, 990-EZ, or 990-PF) (2010) Page of of Part II

Name of organization	Employer identification number
THE RIDER-POOL FOUNDATION C/O PNC BANK N.A., TRUSTEE	23-6207356

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
THE RIDER-POOL FOUNDATION C/O PNC BANK N.A., TRUSTEE	23-6207356

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

27-35-001- 0435015

Schedule K-1
(Form 1065)

MAR 0 0 2011

2010

Department of the Treasury
Internal Revenue Service

For calendar year 2010, or tax
year beginning ____________, 2010

502367

Schedule K-1
(Form 1065)

Department of the Treasury
Internal Revenue Service

2010

For calendar year 2010, or tax year beginning ________________

ending ________________

Partner's Share of Income, Deductions, Credits, etc.

► See separate instructions.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED GAIN/LOSS FEDERAL REPORT	P	VARIOUS	VARIOUS
b	SEE ATTACHED GAIN/LOSS FEDERAL REPORT	P	VARIOUS	VARIOUS
c	LONG TERM CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
d	SHORT TERM CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
e	PROCEEDS OF CLASS ACTION SUIT- HCC INSURANCE HOLD	P	01/01/00	03/16/10
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,399,039.		1,359,065.	39,974.
b	1,773,366.		1,754,841.	18,525.
c	3,446.			3,446.
d	9,446.			9,446.
e	407.		25.	382.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				39,974.
b				18,525.
c				3,446.
d				9,446.
e				382.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	71,773.
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

```
REPORT:   TMS-TX-23
BANK     21 PNC BANK (21)                                    GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
REGION  35 PHILADELPHIA                              ACCOUNT 0435015 THE RIDER-POOL FOUNDATION                                  PAGE:        1
OFFICE 001 C & E                                              FROM: 01/01/10 TO: 12/31/10                                       RUN DATE:    01/13/11

                                                                                         G A I N / L O S S   I N F O R M A T I O N
 TAX  ------------------ DATES ------------------                                                          FEDERAL              STATE
CODE  OR-OFF SERIAL   SEQ LOT# ACQUIRED    TRADE            UNITS       PROCEEDS        TAX COST           G/L                  G/L

   ASSET G0219G203 ALLIED WORLD ASSURANCE HOLD
                   EXCH 12/01/10 SEE H01531104
                    ISIN BMG0219G2032
 830       740  40882-00001 00000 01/11/10 06/28/10          15.000         709.78          688.16          21.62 S              .00
                                                       ------------   ------------    ------------   ------------     ------------
                    TOTAL-SHORT                              15.000         709.78          688.16          21.62                .00

   ASSET G491BT108 INVESCO LTD
                    ISIN BMG491BT1088 SEDOL B28XP76
 830       740  40805-00001 00000 02/11/10 04/12/10         515.000      11,370.24        9,525.80       1,844.44 S              .00
                                                       ------------   ------------    ------------   ------------     ------------
                    TOTAL-SHORT                             515.000      11,370.24        9,525.80       1,844.44                .00

   ASSET G54050102 LAZARD LTD CL A
                   SEDOL B081VQ7
                    ISIN BMG540501027
 830       740  40832-00001 00000 08/17/09 05/07/10         175.000       6,364.68        6,318.29          46.39 S              .00
 830       740  40832-00001 00000 03/03/10 05/07/10         120.000       4,364.35        4,524.88         160.53-S              .00
                                                       ------------   ------------    ------------   ------------     ------------
                    TOTAL-SHORT                             295.000      10,729.03       10,843.17         114.14-               .00

   ASSET G5876H105 MARVELL TECHNOLOGY GROUP LTD
 830       740  40707-00001 00000 09/09/09 01/04/10         390.000       8,189.79        6,341.40       1,848.39 S              .00
                                                       ------------   ------------    ------------   ------------     ------------
                    TOTAL-SHORT                             390.000       8,189.79        6,341.40       1,848.39                .00

   ASSET H27013103 WEATHERFORD INTL LTD
                   SEDOL B5KL6S7
                    ISIN CH0038838394
 830       740  40719-00001 00000 12/02/09 01/13/10         385.000       7,364.96        6,636.94         728.02 S              .00
 830       740  40719-00001 00000 12/22/09 01/13/10          45.000         860.84          785.70          75.14 S              .00
 830       740  40727-00001 00000 12/22/09 01/22/10         360.000       6,535.14        6,285.60         249.54 S              .00
                                                       ------------   ------------    ------------   ------------     ------------
                    TOTAL-SHORT                             790.000      14,760.94       13,708.24       1,052.70                .00

   ASSET H27178104 FOSTER WHEELER AG
                   SEDOL B4Y5TZ6
                    ISIN CH0018666781
 830       740  40748-00002 00000 11/23/09 02/11/10         305.000       7,968.21        9,830.15       1,861.94-S              .00
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REPORT:   TMS-TX-23
BANK     21 PNC BANK (21)                        GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
REGION  35 PHILADELPHIA                  ACCOUNT 0435015 THE RIDER-POOL FOUNDATION                        PAGE:  '       2
OFFICE 001 C & E                                 FROM: 01/01/10 TO: 12/31/10                              RUN DATE:     01/13/11

                                                                           G A I N / L O S S   I N F O R M A T I O N
 TAX  ----------------- DATES -----------------                                                             FEDERAL          STATE
CODE  OR-OFF SERIAL   SEQ LOT#  ACQUIRED    TRADE          UNITS       PROCEEDS        TAX COST          G/L              G/L
  ASSET H27178104  (CONT'D)
                                                      ------------  -----------   -----------   -----------    -----------
                     TOTAL-SHORT                           305.000       7,968.21      9,830.15      1,861.94-           .00

  ASSET 001084102 AGCO CORP
 830     740  40882-00002 00000 04/16/10 06/28/10           20.000         573.99        763.96        189.97-S          .00
 830     740  40956-00001 00000 04/16/10 09/08/10          175.000       6,359.39      6,684.67        325.28-S          .00
 830     740  40956-00001 00000 04/27/10 09/08/10          230.000       8,358.06      8,742.28        384.22-S          .00
                                                      ------------  -----------   -----------   -----------    -----------
                     TOTAL-SHORT                           425.000      15,291.44     16,190.91        899.47-           .00

  ASSET 00507V109 ACTIVISION BLIZZARD INC
 830     740  40817-00001 00000 04/12/10 04/22/10        1,170.000      13,543.92     14,593.29      1,049.37-S          .00
                                                      ------------  -----------   -----------   -----------    -----------
                     TOTAL-SHORT                         1,170.000      13,543.92     14,593.29      1,049.37-           .00

  ASSET 00758M220 ADVISORS INNER CIRCLE FD ICM
                  SMALL CO INSTL CL
                  FD #1229
 831     000  40802-00001 00000 05/30/03 04/09/10        1,891.506      53,000.00     50,200.57      2,799.43 L          .00
 831     000  40876-00001 00000 05/30/03 06/24/10          968.132      24,000.00     25,694.22      1,694.22-L          .00
                                                      ------------  -----------   -----------   -----------    -----------
                     TOTAL-LONG                          2,859.638      77,000.00     75,894.79      1,105.21            .00

  ASSET 007865108 AEROPOSTALE INC
 830     740  40882-00003 00000 12/22/09 06/28/10           15.000         447.14        330.98        116.16 S          .00
 830     740  40979-00001 00000 12/22/09 10/01/10          300.000       6,959.07      6,619.54        339.53 S          .00
                                                      ------------  -----------   -----------   -----------    -----------
                     TOTAL-SHORT                           315.000       7,406.21      6,950.52        455.69            .00

  ASSET 009363102 AIRGAS INC
 830     740  40754-00001 00000 12/03/09 02/18/10          185.000      11,616.00      8,699.14      2,916.86 S          .00
                                                      ------------  -----------   -----------   -----------    -----------
                     TOTAL-SHORT                           185.000      11,616.00      8,699.14      2,916.86            .00

  ASSET 012653101 ALBEMARLE CORP
 830     740  40882-00005 00000 03/16/10 06/28/10           15.000         613.93        635.29         21.36-S          .00
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REPORT:   TMS-TX-23
BANK      21 PNC BANK (21)                                  GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
REGION   35 PHILADELPHIA                            ACCOUNT 0435015 THE RIDER-POOL FOUNDATION                                   PAGE:   '      3
OFFICE 001 C & E                                            FROM: 01/01/10 TO: 12/31/10                                     RUN DATE:    01/13/11

                                                                                          G A I N / L O S S   I N F O R M A T I O N
 TAX   ----------------- DATES -----------------                                                            FEDERAL             STATE
CODE  OR-OFF SERIAL   SEQ LOT# ACQUIRED    TRADE          UNITS        PROCEEDS        TAX COST             G/L                 G/L
   ASSET 012653101  (CONT'D)
                                                      ------------   -----------    -----------      -----------      -----------
                               TOTAL-SHORT                 15.000        613.93          635.29           21.36-              .00

   ASSET 02744M108 AMERICAN MEDICAL SYS HLDGS
 830      740  40778-00002 00000 12/30/09 03/16/10        360.000      6,870.26        7,002.00          131.74-S             .00
                                                      ------------   -----------    -----------      -----------      -----------
                               TOTAL-SHORT                360.000      6,870.26        7,002.00          131.74-              .00

   ASSET 031100100 AMETEK INC NEW
 830      740  40782-00001 00000 08/26/08 03/18/10        145.000      5,731.47        6,951.17        1,219.70-L             .00
 830      740  40782-00001 00000 07/28/09 03/18/10        130.000      5,138.56        4,334.27          804.29 S             .00
                                                      ------------   -----------    -----------      -----------      -----------
                               TOTAL-SHORT                275.000     10,870.03       11,285.44          804.29               .00
                               TOTAL-LONG                                                            1,219.70-              .00

   ASSET 032095101 AMPHENOL CORP NEW
                  CL A
 830      740  40882-00006 00000 01/24/06 06/28/10         15.000        621.13          369.75          251.38 L             .00
                                                      ------------   -----------    -----------      -----------      -----------
                               TOTAL-LONG                  15.000        621.13          369.75          251.38               .00

   ASSET 03662Q105 ANSYS INC
 830      740  40778-00003 00000 01/24/06 03/16/10         50.000      2,264.57        1,012.16        1,252.41 L             .00
 830      740  40778-00003 00000 09/09/08 03/16/10        110.000      4,982.06        4,713.35          268.71 L             .00
 830      740  41041-00001 00000 10/12/10 12/02/10        169.000      8,593.12        7,299.18        1,293.94 S             .00
                                                      ------------   -----------    -----------      -----------      -----------
                               TOTAL-SHORT                329.000     15,839.75       13,024.69        1,293.94               .00
                               TOTAL-LONG                                                            1,521.12               .00

   ASSET 05561Q201 BOK FINL CORP
                  NEW
 830      740  40882-00007 00000 03/22/10 06/28/10         10.000        495.79          532.64           36.85-S             .00
 830      740  40958-00001 00000 03/22/10 09/10/10        190.000      8,476.61       10,120.16        1,643.55-S             .00
                                                      ------------   -----------    -----------      -----------      -----------
                               TOTAL-SHORT                200.000      8,972.40       10,652.80        1,680.40-              .00

   ASSET 057224107 BAKER HUGHES INC
 830      740  40806-00001 00000 01/13/10 04/13/10        150.000      7,142.56        6,970.50          172.06 S             .00
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REPORT:   TMS-TX-23
BANK     21 PNC BANK (21)                                  GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
REGION  35 PHILADELPHIA                            ACCOUNT 0435015 THE RIDER-POOL FOUNDATION                                PAGE:         4
OFFICE 001 C & E                                           FROM: 01/01/10 TO: 12/31/10                                      RUN DATE:    01/13/11

                                                                                   G A I N / L O S S   I N F O R M A T I O N
 TAX   ------------------ DATES ------------------                                                                  FEDERAL           STATE
CODE  OR-OFF SERIAL    SEQ LOT# ACQUIRED    TRADE            UNITS         PROCEEDS         TAX COST           G/L              G/L
   ASSET 057224107  (CONT'D)
                                                        ------------     -----------      -----------      -----------      -----------
                         TOTAL-SHORT                         150.000         7,142.56         6,970.50           172.06              .00

   ASSET 075811109 BECKMAN COULTER INC
 830      740  40882-00008 00000 03/23/10 06/28/10             5.000           300.64           325.10          24.46-S             .00
 830      740  40923-00001 00000 03/23/10 08/06/10           160.000         7,341.08        10,403.23       3,062.15-S             .00
 830      740  40923-00001 00000 07/06/10 08/06/10            95.000         4,358.76         5,788.31       1,429.55-S             .00
                                                        ------------     -----------      -----------      -----------      -----------
                         TOTAL-SHORT                         260.000        12,000.48        16,516.64        4,516.16-              .00

   ASSET 090572207 BIO RAD LABORATORIES INC
                       CLASS A
 830      740  40882-00009 00000 11/07/08 06/28/10             5.000           437.09           352.06          85.03 L             .00
                                                        ------------     -----------      -----------      -----------      -----------
                         TOTAL-LONG                            5.000           437.09           352.06           85.03               .00

   ASSET 09252M743 BLACKROCK TOTAL RETURN BOND
                       FUND BLACKROCK CLASS
                       FUND #442
 831      000  40790-00002 00000 05/09/06 03/30/10         1,404.494        15,000.00        15,830.51         830.51-L             .00
 831      000  40802-00002 00000 07/01/08 04/09/10         1,176.889        12,592.71        13,016.40         423.69-L             .00
 831      000  40802-00002 00000 08/01/08 04/09/10         1,190.567        12,739.07        12,846.22         107.15-L             .00
 831      000  40802-00002 00000 09/01/08 04/09/10         1,190.333        12,736.56        12,724.66          11.90 L             .00
 831      000  40802-00002 00000 10/01/08 04/09/10         1,187.819        12,709.66        12,068.25         641.41 L             .00
 831      000  40802-00002 00000 11/01/08 04/09/10         1,265.645        13,542.40        12,238.79       1,303.61 L             .00
 831      000  40802-00002 00000 12/01/08 04/09/10           903.890         9,671.62         8,388.10       1,283.52 L             .00
 831      000  40802-00002 00000 01/01/09 04/09/10           577.173         6,175.75         5,558.18         617.57 L             .00
 831      000  40802-00002 00000 02/01/09 04/09/10           560.061         5,992.65         5,370.99         621.66 L             .00
 831      000  40802-00002 00000 03/01/09 04/09/10           542.725         5,807.16         5,058.20         748.96 L             .00
 831      000  40802-00002 00000 04/01/09 04/09/10           606.352         6,487.97         5,748.22         739.75 L             .00
 831      000  40802-00002 00000 05/01/09 04/09/10           656.148         7,020.78         6,318.71         702.07 S             .00
 831      000  40802-00002 00000 06/01/09 04/09/10           541.243         5,791.30         5,374.55         416.75 S             .00
 831      000  40802-00002 00000 07/01/09 04/09/10           422.905         4,525.08         4,220.60         304.48 S             .00
 831      000  40802-00002 00000 08/01/09 04/09/10           409.906         4,386.00         4,213.84         172.16 S             .00
 831      000  40802-00002 00000 09/01/09 04/09/10           431.636         4,618.51         4,506.28         112.23 S             .00
 831      000  40802-00002 00000 10/01/09 04/09/10           382.824         4,096.22         4,038.80          57.42 S             .00
 831      000  40802-00002 00000 11/01/09 04/09/10           494.577         5,291.97         5,267.25          24.72 S             .00
 831      000  40802-00002 00000 12/01/09 04/09/10           486.400         5,204.48         5,204.49            .01-S             .00
 831      000  40802-00002 00000 01/01/10 04/09/10           520.736         5,571.88         5,498.98          72.90 S             .00
 831      000  40802-00002 00000 02/01/10 04/09/10           533.216         5,705.41         5,726.75          21.34-S             .00
 831      000  40802-00002 00000 03/01/10 04/09/10           492.896         5,273.99         5,298.64          24.65-S             .00
 831      000  40802-00002 00000 04/01/10 04/09/10           472.135         5,051.84         5,051.85            .01-S             .00
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                                                                                 G A I N / L O S S   I N F O R M A T I O N
 TAX  ------------------ DATES ------------------                                                        FEDERAL            STATE
CODE  OR-OFF SERIAL     SEQ LOT# ACQUIRED   TRADE          UNITS        PROCEEDS        TAX COST           G/L               G/L
 831    000  40802-00003 00000 05/09/06 04/09/10    23,032.980      246,452.89      259,612.26      13,159.37-L             .00
 831    000  40802-00003 00000 06/01/06 04/09/10       989.011       10,582.42       11,136.21         553.79-L             .00
 831    000  40802-00003 00000 07/01/06 04/09/10     1,019.392       10,907.49       11,466.67         559.18-L             .00
 831    000  40802-00003 00000 08/01/06 04/09/10     1,092.226       11,686.82       12,385.54         698.72-L             .00
 831    000  40802-00003 00000 09/01/06 04/09/10     1,146.286       12,265.26       13,116.13         850.87-L             .00
 831    000  40802-00003 00000 10/01/06 04/09/10     1,130.686       12,098.34       12,989.17         890.83-L             .00
 831    000  40802-00003 00000 11/01/06 04/09/10     1,134.025       12,134.07       13,053.39         919.32-L             .00
 831    000  40802-00003 00000 12/01/06 04/09/10       986.277       10,553.16       11,420.15         866.99-L             .00
 831    000  40802-00003 00000 01/01/07 04/09/10     1,333.239       14,265.66       15,285.69       1,020.03-L             .00
 831    000  40802-00003 00000 02/01/07 04/09/10       979.913       10,485.07       11,178.94         693.87-L             .00
 831    000  40802-00003 00000 03/01/07 04/09/10       974.809       10,430.46       11,231.81         801.35-L             .00
 831    000  40802-00003 00000 04/01/07 04/09/10       982.254       10,510.12       11,272.82         762.70-L             .00
 831    000  40802-00003 00000 05/01/07 04/09/10       997.371       10,671.87       11,457.68         785.81-L             .00
 831    000  40802-00003 00000 05/07/07 04/09/10    19,150.644      204,911.89      220,000.00      15,088.11-L             .00
 831    000  40802-00003 00000 06/01/07 04/09/10     1,070.056       11,449.60       12,134.13         684.53-L             .00
 831    000  40802-00003 00000 07/01/07 04/09/10     1,095.941       11,726.57       12,315.25         588.68-L             .00
 831    000  40802-00003 00000 08/01/07 04/09/10     1,103.363       11,805.98       12,386.07         580.09-L             .00
 831    000  40802-00003 00000 04/01/08 04/09/10     1,223.246       13,088.73       13,847.14         758.41-L             .00
 831    000  40802-00003 00000 05/15/08 04/09/10     7,067.138       75,618.38       80,000.00       4,381.62-L             .00
 831    000  40802-00003 00000 12/24/08 04/09/10       325.523        3,483.10        3,112.00         371.10 L             .00
 831    000  40802-00003 00000 09/30/09 04/09/10    37,914.692      405,687.20      400,000.00       5,687.20 S             .00
 831    000  40802-00003 00000 12/23/09 04/09/10       242.664        2,596.50        2,567.39          29.11 S             .00
                                                  ------------    -----------     -----------     -----------     -----------
                         TOTAL-SHORT              121,442.306     1299,404.59     1331,537.70        7,533.03             .00
                         TOTAL-LONG                                                                39,666.14-             .00

   ASSET 109043109 BRIGGS & STRATTON CORP
 830    740  40811-00003 00000 10/23/09 04/16/10       460.000       10,046.37       10,006.10          40.27 S             .00
 830    740  40811-00003 00000 11/13/09 04/16/10       230.000        5,023.18        4,435.46         587.72 S             .00
                                                  ------------    -----------     -----------     -----------     -----------
                         TOTAL-SHORT                  690.000       15,069.55       14,441.56          627.99             .00

   ASSET 11133T103 BROADRIDGE FINANCIAL SOL
                   W/I
 830    740  40785-00002 00000 07/01/09 03/23/10       310.000        6,729.61        5,214.20       1,515.41 S             .00
                                                  ------------    -----------     -----------     -----------     -----------
                         TOTAL-SHORT                  310.000        6,729.61        5,214.20        1,515.41             .00

   ASSET 116794108 BRUKER CORP
 830    740  40882-00010 00000 05/10/10 06/28/10        20.000          258.39          279.95          21.56-S             .00
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                                                                      G A I N / L O S S   I N F O R M A T I O N
 TAX   ------------------ DATES ------------------                                                      FEDERAL           STATE
CODE  OR-OFF SERIAL    SEQ LOT# ACQUIRED    TRADE        UNITS       PROCEEDS        TAX COST             G/L             G/L
  ASSET 116794108  (CONT'D)
                                                    ------------   -----------     -----------     -----------     -----------
                           TOTAL-SHORT                    20.000         258.39          279.95          21.56-            .00

  ASSET 12572Q105 CME GROUP INC
                    A DERIVATIVIES EXCHANGE
 830      740  41057-00001 00000 05/20/10 12/20/10        39.000      12,544.92       12,174.39          370.53 S          .00
                                                    ------------   -----------     -----------     -----------     -----------
                           TOTAL-SHORT                    39.000      12,544.92       12,174.39          370.53            .00

  ASSET 14170T101 CAREFUSION CORP
 830      740  40763-00001 00000 01/22/10 03/01/10       305.000       7,926.79        8,434.93          508.14-S          .00
                                                    ------------   -----------     -----------     -----------     -----------
                           TOTAL-SHORT                   305.000       7,926.79        8,434.93          508.14-           .00

  ASSET 205826209 COMTECH TELECOMMUNICATIONS CORP
 830      740  40742-00001 00000 01/09/09 02/08/10       195.000       5,892.30        8,562.12        2,669.82-L          .00
 830      740  40742-00001 00000 03/10/09 02/08/10       105.000       3,172.77        2,488.50          684.27 S          .00
                                                    ------------   -----------     -----------     -----------     -----------
                           TOTAL-SHORT                   300.000       9,065.07       11,050.62          684.27            .00
                           TOTAL-LONG                                                              2,669.82-           .00

  ASSET 228368106 CROWN HOLDINGS INC
 830      740  40789-00001 00000 10/13/09 03/25/10       320.000       8,726.70        9,164.86          438.16-S          .00
 830      740  40882-00011 00000 10/13/09 06/28/10        30.000         749.99          859.21          109.22-S          .00
 830      740  40882-00011 00000 10/15/09 06/28/10        10.000         249.99          268.76           18.77-S          .00
 830      740  40965-00001 00000 10/15/09 09/17/10       270.000       7,704.78        7,256.52          448.26 S          .00
 830      740  40965-00001 00000 04/21/10 09/17/10        90.000       2,568.26        2,440.61          127.65 S          .00
                                                    ------------   -----------     -----------     -----------     -----------
                           TOTAL-SHORT                   720.000      19,999.72       19,989.96            9.76            .00

  ASSET 25470F104 DISCOVERY COMMUNICATIONS
                    CL A
 830      740  40767-00002 00000 07/01/09 03/03/10       155.000       4,790.23        3,589.69        1,200.54 S          .00
 830      740  40789-00002 00000 07/01/09 03/25/10       240.000       8,066.83        5,558.24        2,508.59 S          .00
 830      740  40796-00001 00000 07/01/09 03/31/10        10.000         337.76          231.59          106.17 S          .00
 830      740  40796-00001 00000 09/18/09 03/31/10       200.000       6,755.12        5,939.52          815.60 S          .00
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REPORT:   TMS-TX-23
BANK      21 PNC BANK (21)                          GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
REGION   35 PHILADELPHIA                    ACCOUNT 0435015 THE RIDER-POOL FOUNDATION                                    PAGE:  '       7
OFFICE 001 C & E                                     FROM: 01/01/10 TO: 12/31/10                                          RUN DATE:    01/13/11

                                                                                 G A I N / L O S S   I N F O R M A T I O N
 TAX   ------------------ DATES ------------------                                                             FEDERAL            STATE
CODE  OR-OFF SERIAL   SEQ LOT#  ACQUIRED    TRADE           UNITS        PROCEEDS        TAX COST          G/L                G/L
   ASSET 25470F104  (CONT'D)
                                                        ------------    -----------     -----------     -----------      -----------
                     TOTAL-SHORT                            605.000       19,949.94       15,319.04        4,630.90              .00

   ASSET 254709108 DISCOVER FINANCIAL W/I
 830      740  40882-00012 00000 04/08/10 06/28/10           30.000          437.99          460.90          22.91-S             .00
                                                        ------------    -----------     -----------     -----------      -----------
                     TOTAL-SHORT                             30.000          437.99 .        460.90          22.91-              .00

   ASSET 25659T107 DOLBY LABORATORIES INC
                   CLASS A
 830      740  40825-00001 00000 04/25/08 04/30/10          105.000        7,110.47        4,199.54        2,910.93 L            .00
 830      740  40882-00013 00000 04/25/08 06/28/10            5.000          333.39          199.98          133.41 L            .00
                                                        ------------    -----------     -----------     -----------      -----------
                     TOTAL-LONG                             110.000        7,443.86        4,399.52        3,044.34              .00

   ASSET 26153C103 DREAMWORKS ANIMATION SKG
                   CL A
 830      740  40734-00001 00000 08/07/08 01/29/10          265.000       10,576.86        8,108.95        2,467.91 L            .00
 830      740  40882-00014 00000 05/17/10 06/28/10           20.000          594.18          722.32          128.14-S            .00
                                                        ------------    -----------     -----------     -----------      -----------
                     TOTAL-SHORT                            285.000       11,171.04        8,831.27          128.14-             .00
                     TOTAL-LONG                                                                            2,467.91              .00

   ASSET 269279402 EXCO RESOURCES INC
 830      740  40748-00003 00000 09/25/09 02/11/10          355.000        6,579.49        6,585.53            6.04-S            .00
                                                        ------------    -----------     -----------     -----------      -----------
                     TOTAL-SHORT                            355.000        6,579.49        6,585.53            6.04-             .00

   ASSET 30241L109 FEI CO
 830      740  40882-00015 00000 01/07/10 06/28/10           30.000          586.19          688.79          102.60-S            .00
 830      740  41020-00001 00000 01/07/10 11/10/10          430.000        9,564.37        9,872.58          308.21-S            .00
 830      740  41020-00001 00000 02/05/10 11/10/10           25.000          556.07          479.89           76.18 S            .00
                                                        ------------    -----------     -----------     -----------      -----------
                     TOTAL-SHORT                            485.000       10,706.63       11,041.26          334.63-             .00

   ASSET 302445101 FLIR SYSTEM INC
 830      740  40816-00003 00000 07/24/09 04/21/10          280.000        8,311.69        6,021.18        2,290.51 S            .00
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                                                                          G A I N / L O S S   I N F O R M A T I O N
 TAX  ------------------ DATES ------------------                                                     FEDERAL          STATE
CODE  OR-OFF SERIAL    SEQ LOT# ACQUIRED     TRADE           UNITS       PROCEEDS       TAX COST          G/L            G/L
   ASSET 302445101  (CONT'D)
                                                      ------------   -----------    -----------    -----------    -----------
                         TOTAL-SHORT                       280.000       8,311.69       6,021.18       2,290.51            .00

   ASSET 30249U101 FMC TECHNOLOGIES INC
 830      740  40991-00001 00000 07/30/10 10/13/10         105.000       7,602.65       6,604.11         998.54 S          .00
                                                      ------------   -----------    -----------    -----------    -----------
                         TOTAL-SHORT                       105.000       7,602.65       6,604.11         998.54            .00

   ASSET 302941109 FTI CONSULTING INC
 830      740  40811-00004 00000 10/15/09 04/16/10         160.000       6,195.66       6,736.00         540.34-S          .00
                                                      ------------   -----------    -----------    -----------    -----------
                         TOTAL-SHORT                       160.000       6,195.66       6,736.00         540.34-           .00

   ASSET 315807552 FIDELITY ADVISOR FLOATING HIGH
                   INCOME FUND I
                   FUND #279
 831      000  40876-00002 00000 04/09/10 06/24/10       8,289.054      78,000.00      79,989.37       1,989.37-S          .00
                                                      ------------   -----------    -----------    -----------    -----------
                         TOTAL-SHORT                     8,289.054      78,000.00      79,989.37       1,989.37-           .00

   ASSET 316773100 FIFTH THIRD BANCORP
 830      740  40882-00016 00000 05/03/10 06/28/10          30.000         404.99         456.56          51.57-S          .00
 830      740  40883-00001 00000 05/03/10 06/29/10         605.000       7,889.97       9,207.25       1,317.28-S          .00
                                                      ------------   -----------    -----------    -----------    -----------
                         TOTAL-SHORT                       635.000       8,294.96       9,663.81       1,368.85-           .00

   ASSET 320517105 FIRST HORIZON NATL CORP
 833      740  40713-00001 00000 12/04/09 01/13/10            .111           1.54           1.53            .01 S          .00
 830      740  40721-00001 00000 12/04/09 01/15/10         482.000       6,640.53       6,634.51           6.02 S          .00
                                                      ------------   -----------    -----------    -----------    -----------
                         TOTAL-SHORT                       482.111       6,642.07       6,636.04           6.03            .00

   ASSET 337738108 FISERV INC
 830      740  40882-00017 00000 09/19/06 06/28/10          15.000         707.53         682.60          24.93 L          .00
 830      740  41001-00001 00000 09/19/06 10/25/10         200.000      11,143.25       9,101.40       2,041.85 L          .00
 830      740  41047-00001 00000 09/19/06 12/08/10          20.000       1,178.13         910.14         267.99 L          .00
 830      740  41047-00001 00000 04/22/09 12/08/10         105.000       6,185.17       3,841.57       2,343.60 L          .00
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TAX	DATES						GAIN/LOSS INFORMATION		FEDERAL	STATE
CODE	OR-OFF	SERIAL	SEQ LOT#	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	G/L	G/L
ASSET 337738108 (CONT'D)										
		TOTAL-LONG				340.000	19,214.08	14,535.71	4,678.37	.00
ASSET 343498101 FLOWERS FOODS INC										
830	740	40729-00001	00000	08/25/09	01/26/10	310.000	7,461.76	7,325.79	135.97 S	.00
830	740	40882-00018	00000	08/25/09	06/28/10	15.000	366.29	354.47	11.82 S	.00
830	740	40988-00004	00000	08/25/09	10/12/10	315.000	7,762.67	7,443.96	318.71 L	.00
		TOTAL-SHORT				640.000	15,590.72	15,124.22	147.79	.00
		TOTAL-LONG							318.71	.00
ASSET 349882100 FOSSIL INC										
830	740	40769-00002	00000	01/12/10	03/05/10	115.000	4,423.86	4,192.10	231.76 S	.00
830	740	40803-00002	00000	01/12/10	04/08/10	180.000	6,964.44	6,561.56	402.88 S	.00
		TOTAL-SHORT				295.000	11,388.30	10,753.66	634.64	.00
ASSET 40049J206 GRUPO TELEVISA SA DE CV SPONSORED ADR REPSTG ORD PARTN CTF										
830	740	40742-00002	00000	10/22/09	02/08/10	150.000	2,795.96	3,038.40	242.44-S	.00
830	740	40762-00001	00000	10/22/09	02/26/10	340.000	6,248.17	6,887.04	638.87-S	.00
		TOTAL-SHORT				490.000	9,044.13	9,925.44	881.31-	.00
ASSET 411511306 HARBOR INTERNATIONAL FUND CLASS INS										
831	000	40729-00001	00000	05/25/06	01/28/10	1,759.134	91,000.00	97,350.47	6,350.47-L	.00
831	000	40876-00003	00000	12/20/05	06/24/10	139.110	7,000.00	6,778.83	221.17 L	.00
831	000	40876-00004	00000	05/25/06	06/24/10	1,609.698	81,000.00	89,080.68	8,080.68-L	.00
831	000	41016-00001	00000	05/25/06	11/10/10	1,739.130	106,000.00	96,243.45	9,756.55 L	.00
		TOTAL-LONG				5,247.072	285,000.00	289,453.43	4,453.43-	.00
ASSET 418056107 HASBRO INC										
830	740	40882-00019	00000	02/11/10	06/28/10	20.000	868.01	707.92	160.09 S	.00

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REPORT:   TMS-TX-23
BANK     21 PNC BANK (21)                      GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
REGION   35 PHILADELPHIA               ACCOUNT 0435015 THE RIDER-POOL FOUNDATION                       PAGE:  .      10
OFFICE 001 C & E                                FROM: 01/01/10 TO: 12/31/10                            RUN DATE:    01/13/11

                                                                        G A I N / L O S S   I N F O R M A T I O N
 TAX  ------------------ DATES ------------------                                                  FEDERAL         STATE
CODE  OR-OFF SERIAL    SEQ LOT# ACQUIRED    TRADE        UNITS      PROCEEDS      TAX COST          G/L            G/L
   ASSET 418056107  (CONT'D)
                                                    ------------  -----------  -----------  -----------  -----------
                           TOTAL-SHORT                    20.000       868.01       707.92       160.09          .00

   ASSET 422347104 HEARTLAND EXPRESS INC
 830     740  40966-00001 00000 08/12/10 09/20/10        630.000    10,001.52     9,517.85       483.67 S        .00
                                                    ------------  -----------  -----------  -----------  -----------
                           TOTAL-SHORT                   630.000    10,001.52     9,517.85       483.67          .00

   ASSET 423452101 HELMERICH & PAYNE INC
 830     740  40882-00020 00000 06/02/10 06/28/10          5.000       194.59       184.29        10.30 S        .00
                                                    ------------  -----------  -----------  -----------  -----------
                           TOTAL-SHORT                     5.000       194.59       184.29        10.30          .00

   ASSET 441060100 HOSPIRA INC
 830     740  40882-00021 00000 03/10/10 06/28/10         15.000       863.98       813.04        50.94 S        .00
                                                    ------------  -----------  -----------  -----------  -----------
                           TOTAL-SHORT                    15.000       863.98       813.04        50.94          .00

   ASSET 45103T107 ICON PUB LTD CO
                          SPONSORED ADR
 830     740  40882-00022 00000 03/25/10 06/28/10         15.000       437.99       411.67        26.32 S        .00
                                                    ------------  -----------  -----------  -----------  -----------
                           TOTAL-SHORT                    15.000       437.99       411.67        26.32          .00

   ASSET 45168D104 IDEXX LABS INC
 830     740  40788-00001 00000 02/10/09 03/24/10        120.000     7,032.03     4,152.73     2,879.30 L        .00
 830     740  40824-00001 00000 02/10/09 04/29/10        120.000     7,942.87     4,152.73     3,790.14 L        .00
                                                    ------------  -----------  -----------  -----------  -----------
                           TOTAL-LONG                    240.000    14,974.90     8,305.46     6,669.44          .00

   ASSET 451734107 IHS INC CLASS A
 830     740  40882-00023 00000 03/27/08 06/28/10         15.000       862.03     1,026.75       164.72-L        .00
 830     740  40994-00002 00000 03/27/08 10/18/10        100.000     7,184.98     6,845.00       339.98 L        .00
 830     740  40994-00002 00000 04/09/08 10/18/10         25.000     1,796.24     1,591.10       205.14 L        .00
                                                    ------------  -----------  -----------  -----------  -----------
                           TOTAL-LONG                    140.000     9,843.25     9,462.85       380.40          .00

   ASSET 45865V100 INTERCONTINENTAL EXCHANGE INC
 830     740  40882-00024 00000 11/11/09 06/28/10          5.000       596.03       542.68        53.35 S        .00
 830     740  41001-00003 00000 11/11/09 10/25/10         60.000     6,952.17     6,512.16       440.01 S        .00
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REPORT:   TMS-TX-23
BANK     21 PNC BANK (21)                            GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
REGION  35 PHILADELPHIA                      ACCOUNT 0435015 THE RIDER-POOL FOUNDATION                                  PAGE:  .       11
OFFICE 001 C & E                                     FROM: 01/01/10 TO: 12/31/10                                       RUN DATE:    01/13/11

                                                                                  G A I N / L O S S   I N F O R M A T I O N
 TAX  ----------------- DATES -----------------                                                                  FEDERAL          STATE
CODE  OR-OFF SERIAL    SEQ LOT# ACQUIRED    TRADE            UNITS       PROCEEDS        TAX COST          G/L             G/L
   ASSET 45865V100  (CONT'D)
                                                         ------------  -----------   -----------   -----------   -----------
                         TOTAL-SHORT                          65.000      7,548.20      7,054.84        493.36            .00

   ASSET 46113M108 INTERVAL LEISURE GROUP - W/I
 830      740  40803-00003 00000 09/23/08 04/08/10            45.000        625.35        494.94        130.41 L          .00
 830      740  40803-00003 00000 10/14/08 04/08/10           560.000      7,782.13      3,417.85      4,364.28 L          .00
 830      740  40882-00025 00000 10/14/08 06/28/10            20.000        270.24        122.07        148.17 L          .00
                                                         ------------  -----------   -----------   -----------   -----------
                         TOTAL-LONG                          625.000      8,677.72      4,034.86      4,642.86            .00

   ASSET 50540R409 LABORATORY CORP OF AMERICA HLDG
 830      740  40882-00026 00000 10/25/07 06/28/10             5.000        386.89        348.90         37.99 L          .00
                                                         ------------  -----------   -----------   -----------   -----------
                         TOTAL-LONG                            5.000        386.89        348.90         37.99            .00

   ASSET 517942108 LASALLE HOTEL PPTYS
                              REIT
 830      740  41002-00001 00000 07/20/10 10/26/10           295.000      6,978.17      6,371.65        606.52 S          .00
                                                         ------------  -----------   -----------   -----------   -----------
                         TOTAL-SHORT                         295.000      6,978.17      6,371.65        606.52            .00

   ASSET 527288104 LEUCADIA NATIONAL CORP
 830      740  40859-00001 00000 10/05/09 06/03/10           360.000      7,739.15      8,466.88        727.73-S          .00
 830      740  40882-00027 00000 10/05/09 06/28/10            15.000        315.89        352.79         36.90-S          .00
 830      740  40923-00002 00000 10/05/09 08/06/10            40.000        889.98        940.76         50.78-S          .00
 830      740  40923-00002 00000 04/13/10 08/06/10           295.000      6,563.64      7,889.39      1,325.75-S          .00
                                                         ------------  -----------   -----------   -----------   -----------
                         TOTAL-SHORT                         710.000     15,508.66     17,649.82      2,141.16-           .00

   ASSET 53071M104 LIBERTY MEDI INTERACTIVE A
 830      740  40840-00003 00000 02/26/10 05/17/10           525.000      6,708.18      6,588.75        119.43 S          .00
 830      740  40882-00028 00000 02/26/10 06/28/10            20.000        236.59        251.00         14.41-S          .00
 830      740  40887-00001 00000 02/26/10 06/30/10           535.000      5,683.26      6,714.25      1,030.99-S          .00
                                                         ------------  -----------   -----------   -----------   -----------
                         TOTAL-SHORT                       1,080.000     12,628.03     13,554.00        925.97-           .00

   ASSET 532791100 LINCARE HOLDINGS INC
 830      740  40958-00002 00000 07/02/10 09/10/10           215.000      4,882.78      6,235.00      1,352.22-S          .00
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REPORT:   TMS-TX-23
BANK     21 PNC BANK (21)                     GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
REGION   35 PHILADELPHIA               ACCOUNT 0435015 THE RIDER-POOL FOUNDATION                                    PAGE:       12
OFFICE 001 C & E                               FROM: 01/01/10 TO: 12/31/10                                       RUN DATE:    01/13/11

                                                                              G A I N / L O S S   I N F O R M A T I O N
 TAX  ------------------ DATES ------------------                                                           FEDERAL          STATE
CODE  OR-OFF SERIAL   SEQ LOT#  ACQUIRED    TRADE            UNITS        PROCEEDS        TAX COST           G/L            G/L
  ASSET 532791100  (CONT'D)
                                                      ------------   -----------     -----------     -----------     -----------
                         TOTAL-SHORT                       215.000        4,882.78        6,235.00       1,352.22-             .00

  ASSET 538034109 LIVE NATION ENTERTAINMENT INC
 830     740  40846-00001 00000 03/01/10 05/21/10          545.000        6,627.25        6,886.73         259.48-S            .00
                                                      ------------   -----------     -----------     -----------     -----------
                         TOTAL-SHORT                       545.000        6,627.25        6,886.73         259.48-             .00

  ASSET 544147101 LORILLARD INC
 830     740  40727-00003 00000 10/27/09 01/22/10           90.000        6,788.99        6,963.21         174.22-S            .00
                                                      ------------   -----------     -----------     -----------     -----------
                         TOTAL-SHORT                        90.000        6,788.99        6,963.21         174.22-             .00

  ASSET 58155Q103 MCKESSON CORPORATION
 830     740  40712-00002 00000 12/12/08 01/07/10            5.000          308.98          179.75         129.23 L            .00
 830     740  40712-00002 00000 02/18/09 01/07/10          145.000        8,960.53        6,411.64       2,548.89 S            .00
                                                      ------------   -----------     -----------     -----------     -----------
                         TOTAL-SHORT                       150.000        9,269.51        6,591.39       2,548.89              .00
                         TOTAL-LONG                                                                      129.23              .00

  ASSET 58502B106 MEDNAX INC
 830     740  40882-00029 00000 02/08/10 06/28/10            5.000          290.74          273.89          16.85 S            .00
                                                      ------------   -----------     -----------     -----------     -----------
                         TOTAL-SHORT                         5.000          290.74          273.89          16.85              .00

  ASSET 589584101 MERIDIAN BIOSCIENCE INC
 830     740  40804-00001 00000 03/27/07 04/09/10          260.000        4,983.07        4,957.33          25.74 L            .00
 830     740  40804-00001 00000 06/12/08 04/09/10            5.000           95.83          151.50          55.67-L            .00
                                                      ------------   -----------     -----------     -----------     -----------
                         TOTAL-LONG                        265.000        5,078.90        5,108.83          29.93-             .00

  ASSET 61022P100 MONOTYPE IMAGING HOLDINGS INC
 830     740  40882-00030 00000 05/14/08 06/28/10           30.000          261.89          450.00         188.11-L            .00
                                                      ------------   -----------     -----------     -----------     -----------
                         TOTAL-LONG                         30.000          261.89          450.00         188.11-             .00

  ASSET 629491101 NYSE EURONEXT
 830     740  40778-00005 00000 02/16/10 03/16/10          390.000       11,202.41        9,749.38       1,453.03 S            .00
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REPORT:   TMS-TX-23
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                                                                                         G A I N / L O S S   I N F O R M A T I O N
 TAX  ------------------ DATES ------------------                                                               FEDERAL            STATE
CODE  OR-OFF SERIAL   SEQ LOT#  ACQUIRED    TRADE            UNITS      PROCEEDS       TAX COST          G/L               G/L
   ASSET 629491101  (CONT'D)
                                                          ------------  -----------  -----------  -----------  -----------
                        TOTAL-SHORT                          390.000    11,202.41     9,749.38     1,453.03            .00

   ASSET 62985Q101 NALCO HLDG CO
 830     740  40826-00002 00000 11/10/09 05/03/10            435.000    11,758.89    10,036.54     1,722.35 S          .00
                                                          ------------  -----------  -----------  -----------  -----------
                        TOTAL-SHORT                          435.000    11,758.89    10,036.54     1,722.35            .00

   ASSET 631103108 NASDAQ OMX GROUP INC
 830     740  40750-00002 00000 09/23/09 02/16/10            300.000     5,536.61     6,569.94     1,033.33-S          .00
 830     740  40845-00004 00000 04/30/10 05/20/10            355.000     6,547.72     7,524.15       976.43-S          .00
                                                          ------------  -----------  -----------  -----------  -----------
                        TOTAL-SHORT                          655.000    12,084.33    14,094.09     2,009.76-           .00

   ASSET 64128B108 NEUTRAL TANDEM INC
 830     740  40714-00002 00000 08/12/09 01/11/10            230.000     5,032.27     6,275.99     1,243.72-S          .00
                                                          ------------  -----------  -----------  -----------  -----------
                        TOTAL-SHORT                          230.000     5,032.27     6,275.99     1,243.72-           .00

   ASSET 655044105 NOBLE ENERGY INC
 830     740  40882-00031 00000 05/26/09 06/28/10             10.000       629.78       555.28        74.50 L          .00
                                                          ------------  -----------  -----------  -----------  -----------
                        TOTAL-LONG                            10.000       629.78       555.28        74.50            .00

   ASSET 665859104 NORTHERN TRUST CORP
 830     740  40882-00033 00000 12/28/09 06/28/10             15.000       731.23       785.82        54.59-S          .00
 830     740  41005-00002 00000 12/28/09 10/27/10            185.000     9,200.03     9,691.84       491.81-S          .00
 830     740  41005-00002 00000 01/21/10 10/27/10             60.000     2,983.79     3,232.74       248.95-S          .00
                                                          ------------  -----------  -----------  -----------  -----------
                        TOTAL-SHORT                          260.000    12,915.05    13,710.40       795.35-           .00

   ASSET 675232102 OCEANEERING INTERNATIONAL INC
 830     740  40827-00001 00000 11/19/09 05/04/10            115.000     7,296.79     6,440.57       856.22 S          .00
 830     740  40854-00001 00000 11/19/09 05/28/10              5.000       238.31       280.02        41.71-S          .00
 830     740  40854-00001 00000 02/16/10 05/28/10            115.000     5,481.24     6,452.16       970.92-S          .00
                                                          ------------  -----------  -----------  -----------  -----------
                        TOTAL-SHORT                          235.000    13,016.34    13,172.75       156.41-           .00

   ASSET 686091109 O REILLY AUTOMOTIVE INC
                      EXCH 12/30/2010 SEE 67103H107
 830     740  40803-00004 00000 02/18/10 04/08/10            320.000    13,306.30    12,031.90     1,274.40 S          .00
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REPORT:   TMS-TX-23
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                                                                                  G A I N / L O S S   I N F O R M A T I O N
 TAX  ------------------ DATES ------------------                                                         FEDERAL          STATE
CODE  OR-OFF SERIAL   SEQ LOT# ACQUIRED    TRADE          UNITS       PROCEEDS      TAX COST         G/L              G/L
   ASSET 686091109  (CONT'D)
                                                      ------------  -----------  -----------   -----------      -----------
                         TOTAL-SHORT                       320.000    13,306.30    12,031.90      1,274.40              .00

   ASSET 688239201 OSHKOSH CORPORATION
                   CLASS B
 830      740  40882-00034 00000 06/02/10 06/28/10          15.000       512.24       532.01        19.77-S             .00
                                                      ------------  -----------  -----------   -----------      -----------
                         TOTAL-SHORT                        15.000       512.24       532.01        19.77-              .00

   ASSET 690768403 OWENS ILL INC
                   NEW
 830      740  40882-00035 00000 03/25/10 06/28/10          15.000       425.39       532.24       106.85-S             .00
 830      740  40991-00002 00000 03/25/10 10/13/10         295.000     7,836.13    10,467.40     2,631.27-S             .00
                                                      ------------  -----------  -----------   -----------      -----------
                         TOTAL-SHORT                       310.000     8,261.52    10,999.64     2,738.12-              .00

   ASSET 700159833 RS EMERGING MARKETS FUND
                   CLASS A
 831      000  40876-00005 00000 06/19/09 06/24/10         667.260    15,000.00    11,336.75     3,663.25 L             .00
 831      000  41028-00001 00000 12/18/09 11/23/10          56.245     1,448.31     1,253.14       195.17 S             .00
                                                      ------------  -----------  -----------   -----------      -----------
                         TOTAL-SHORT                       723.505    16,448.31    12,589.89       195.17               .00
                         TOTAL-LONG                                                              3,663.25               .00

   ASSET 703395103 PATTERSON COS INC
 830      740  40750-00004 00000 01/08/10 02/16/10         350.000    10,159.04    10,457.58       298.54-S             .00
                                                      ------------  -----------  -----------   -----------      -----------
                         TOTAL-SHORT                       350.000    10,159.04    10,457.58       298.54-              .00

   ASSET 70959W103 PENSKE AUTO GROUP INC
 830      740  40762-00003 00000 12/01/09 02/26/10         440.000     6,351.23     6,535.98       184.75-S             .00
                                                      ------------  -----------  -----------   -----------      -----------
                         TOTAL-SHORT                       440.000     6,351.23     6,535.98       184.75-              .00

   ASSET 716495106 PETROHAWK ENERGY CORP
 830      740  40882-00036 00000 04/15/10 06/28/10          15.000       283.79       344.85        61.06-S             .00
 830      740  40910-00002 00000 04/15/10 07/26/10         305.000     5,105.61     7,011.95     1,906.34-S             .00
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                                                                       G A I N / L O S S   I N F O R M A T I O N
TAX  ---------------- DATES ----------------                                                          FEDERAL           STATE
CODE  OR-OFF SERIAL   SEQ LOT#  ACQUIRED    TRADE          UNITS         PROCEEDS        TAX COST         G/L             G/L
   ASSET 716495106  (CONT'D)
                                                      ------------   -----------    -----------    -----------     -----------
                     TOTAL-SHORT                          320.000        5,389.40       7,356.80      1,967.40-            .00

   ASSET 71721R406 PHASE FORWARD INC
                     MERGED 08/12/2010 @ $17.00 P/S
 830      740  40774-00002 00000 05/07/09 03/10/10        405.000        4,793.15       5,632.90        839.75-S           .00
 830      740  40774-00002 00000 09/16/09 03/10/10        250.000        2,958.74       3,742.38        783.64-S           .00
                                                      ------------   -----------    -----------    -----------     -----------
                     TOTAL-SHORT                          655.000        7,751.89       9,375.28      1,623.39-            .00

   ASSET 729132100 PLEXUS CORP
 830      740  40882-00037 00000 06/11/10 06/28/10         15.000          439.19         468.86         29.67-S           .00
                                                      ------------   -----------    -----------    -----------     -----------
                     TOTAL-SHORT                           15.000          439.19         468.86         29.67-            .00

   ASSET 741479109 T ROWE PRICE GROWTH STOCK
                     FD # 40
 831      000  40790-00003 00000 09/27/04 03/30/10        625.219       18,000.00      14,898.97      3,101.03 L           .00
 831      000  40802-00005 00000 09/27/04 04/09/10      2,557.981       75,000.00      60,956.69     14,043.31 L           .00
 831      000  40876-00006 00000 09/27/04 06/24/10      2,182.912       58,000.00      52,018.79      5,981.21 L           .00
                                                      ------------   -----------    -----------    -----------     -----------
                     TOTAL-LONG                         5,366.112      151,000.00     127,874.45     23,125.55             .00

   ASSET 74267C106 PROASSURANCE CORPORATION
 830      740  40882-00038 00000 05/05/09 06/28/10          5.000          298.99         225.10         73.89 L           .00
                                                      ------------   -----------    -----------    -----------     -----------
                     TOTAL-LONG                             5.000          298.99         225.10         73.89             .00

   ASSET 743312100 PROGRESS SOFTWARE CORP
 830      740  40882-00039 00000 05/06/10 06/28/10         20.000          615.18         649.30         34.12-S           .00
                                                      ------------   -----------    -----------    -----------     -----------
                     TOTAL-SHORT                           20.000          615.18         649.30         34.12-            .00

   ASSET 74834T103 QUEST SOFTWARE INC
 830      740  40882-00040 00000 02/04/10 06/28/10         35.000          662.18         563.15         99.03 S           .00
 830      740  40987-00001 00000 02/04/10 10/11/10        380.000        9,322.84       6,114.20      3,208.64 S           .00
 830      740  40987-00001 00000 02/26/10 10/11/10          5.000          122.67          84.25         38.42 S           .00
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                                                                                  G A I N / L O S S   I N F O R M A T I O N
 TAX   ------------------ DATES ------------------                                                          FEDERAL          STATE
CODE  OR-OFF SERIAL    SEQ LOT#  ACQUIRED    TRADE          UNITS        PROCEEDS        TAX COST             G/L              G/L
  ASSET 74834T103  (CONT'D)
                                                        ------------   -----------    -----------    -----------     -----------
                         TOTAL-SHORT                         420.000      10,107.69        6,761.60       3,346.09              .00

  ASSET 754907103 RAYONIER INC
 830      740  40882-00041 00000 07/08/09 06/28/10             5.000         228.24          173.59          54.65 S            .00
                                                        ------------   -----------    -----------    -----------     -----------
                         TOTAL-SHORT                           5.000         228.24          173.59          54.65              .00

  ASSET 759351604 REINSURANCE GROUP OF AMERICA
 830      740  40859-00002 00000 04/22/08 06/03/10           170.000       7,924.09        8,710.75         786.66-L            .00
 830      740  40859-00002 00000 06/12/08 06/03/10             5.000         233.06          245.65          12.59-L            .00
                                                        ------------   -----------    -----------    -----------     -----------
                         TOTAL-LONG                          175.000       8,157.15        8,956.40         799.25-             .00

  ASSET 772739207 ROCK-TENN CO
                  CL A
 830      740  40823-00001 00000 09/14/09 04/28/10           225.000      11,712.15       10,820.70         891.45 S            .00
 830      740  40882-00042 00000 09/14/09 06/28/10            10.000         519.49          480.92          38.57 S            .00
                                                        ------------   -----------    -----------    -----------     -----------
                         TOTAL-SHORT                         235.000      12,231.64       11,301.62         930.02              .00

  ASSET 776696106 ROPER INDS INC NEW
 830      740  40767-00003 00000 03/17/08 03/03/10           100.000       5,611.93        5,525.48          86.45 L            .00
 830      740  40882-00043 00000 03/17/08 06/28/10             5.000         289.84          276.27          13.57 L            .00
                                                        ------------   -----------    -----------    -----------     -----------
                         TOTAL-LONG                          105.000       5,901.77        5,801.75         100.02              .00

  ASSET 779376102 ROVI CORP
 830      740  40882-00044 00000 10/20/09 06/28/10            15.000         574.49          430.90         143.59 S            .00
 830      740  40939-00002 00000 10/20/09 08/24/10           150.000       6,301.45        4,308.99       1,992.46 S            .00
 830      740  40966-00002 00000 10/20/09 09/20/10           190.000       8,641.38        5,458.05       3,183.33 S            .00
                                                        ------------   -----------    -----------    -----------     -----------
                         TOTAL-SHORT                         355.000      15,517.32       10,197.94       5,319.38              .00

  ASSET 77956H104 T ROWE PRICE INTL FD INC
                  INTL BOND FUND
                  FUND #76
 831      000  40876-00007 00000 04/09/10 06/24/10         4,051.173      38,000.00       39,296.38       1,296.38-S            .00
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REPORT:   TMS-TX-23
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OFFICE 001 C & E                                          FROM: 01/01/10 TO: 12/31/10                                      RUN DATE:    01/13/11

                                                                                        G A I N / L O S S   I N F O R M A T I O N
 TAX   ------------------ DATES ------------------                                                                 FEDERAL         STATE
CODE  OR-OFF SERIAL    SEQ LOT#  ACQUIRED     TRADE                 UNITS      PROCEEDS        TAX COST           G/L            G/L
   ASSET 77956H104  (CONT'D)
                                                               ------------  -----------  -----------  -----------  -----------
                            TOTAL-SHORT                           4,051.173    38,000.00    39,296.38    1,296.38-          .00

   ASSET 781258108 RUDDICK CORP
 830      740  40712-00003 00000 01/30/09 01/07/10                  235.000     6,074.41     5,231.60       842.81 S        .00
                                                               ------------  -----------  -----------  -----------  -----------
                            TOTAL-SHORT                             235.000     6,074.41     5,231.60       842.81          .00

   ASSET 784117103 SEI INVESTMENT CO
 830      740  40769-00003 00000 08/04/09 03/05/10                  330.000     5,928.51     6,171.30       242.79-S        .00
 830      740  40882-00045 00000 04/29/10 06/28/10                   20.000       424.19       456.80        32.61-S        .00
                                                               ------------  -----------  -----------  -----------  -----------
                            TOTAL-SHORT                             350.000     6,352.70     6,628.10       275.40-         .00

   ASSET 790849103 ST JUDE MEDICAL INC
 830      740  40782-00003 00000 02/19/10 03/18/10                  260.000    10,387.72    10,168.60       219.12 S        .00
 830      740  40782-00003 00000 03/05/10 03/18/10                   35.000     1,398.35     1,363.95        34.40 S        .00
 830      740  40882-00046 00000 03/05/10 06/28/10                   15.000       558.29       584.55        26.26-S        .00
                                                               ------------  -----------  -----------  -----------  -----------
                            TOTAL-SHORT                             310.000    12,344.36    12,117.10       227.26          .00

   ASSET 810186106 THE SCOTTS MIRACLE-GRO COMPANY
 830      740  40845-00005 00000 03/29/10 05/20/10                  255.000    10,962.85    11,581.84       618.99-S        .00
                                                               ------------  -----------  -----------  -----------  -----------
                            TOTAL-SHORT                             255.000    10,962.85    11,581.84       618.99-         .00

   ASSET 826552101 SIGMA ALDRICH CORP
 830      740  40882-00047 00000 01/26/10 06/28/10                   15.000       780.58       737.01        43.57 S        .00
 830      740  40992-00002 00000 01/26/10 10/14/10                  145.000     8,758.69     7,124.45     1,634.24 S        .00
 830      740  41041-00002 00000 01/26/10 12/02/10                  115.000     7,480.98     5,650.42     1,830.56 S        .00
                                                               ------------  -----------  -----------  -----------  -----------
                            TOTAL-SHORT                             275.000    17,020.25    13,511.88     3,508.37          .00

   ASSET 828336107 SILVER WHEATON CORP
                   ISIN CA8283361076
                   SEDOL B058ZX6
 830      740  40847-00003 00000 04/14/10 05/24/10                  455.000     8,354.20     7,922.37       431.83 S        .00
 830      740  40848-00003 00000 04/14/10 05/25/10                  400.000     7,068.64     6,964.72       103.92 S        .00
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REPORT:   TMS-TX-23
BANK      21 PNC BANK (21)                                      GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
REGION    35 PHILADELPHIA                               ACCOUNT 0435015 THE RIDER-POOL FOUNDATION                             PAGE:   ,      18
OFFICE 001 C & E                                                FROM: 01/01/10 TO: 12/31/10                                       RUN DATE:     01/13/11

                                                                                            G A I N / L O S S   I N F O R M A T I O N
 TAX   ------------------ DATES ------------------                                                                     FEDERAL           STATE
CODE  OR-OFF SERIAL    SEQ LOT# ACQUIRED     TRADE          UNITS       PROCEEDS        TAX COST           G/L               G/L
   ASSET 828336107  (CONT'D)
                                                     ------------   -----------     -----------     -----------     -----------
                        TOTAL-SHORT                       855.000      15,422.84       14,887.09          535.75             .00

   ASSET 83421A104 SOLERA HOLDINGS INC
 830       740  40882-00048 00000 08/12/09 06/28/10        20.000         751.58          532.23          219.35 S           .00
 830       740  40915-00001 00000 08/12/09 07/29/10       215.000       8,081.74        5,721.43        2,360.31 S           .00
 830       740  40915-00001 00000 08/12/09 07/29/10       235.000       8,833.52        6,252.65        2,580.87 S           .00
                                                     ------------   -----------     -----------     -----------     -----------
                        TOTAL-SHORT                       470.000      17,666.84       12,506.31        5,160.53             .00

   ASSET 834376501 SOLUTIA INC
 830       740  40817-00002 00000 09/15/09 04/22/10       500.000       8,458.96        6,470.70        1,988.26 S           .00
 830       740  40817-00002 00000 10/28/09 04/22/10       500.000       8,458.95        5,712.15        2,746.80 S           .00
 830       740  40882-00049 00000 06/03/10 06/28/10        30.000         423.29          459.05           35.76-S           .00
                                                     ------------   -----------     -----------     -----------     -----------
                        TOTAL-SHORT                     1,030.000      17,341.20       12,641.90        4,699.30             .00

   ASSET 858119100 STEEL DYNAMICS INC
 830       740  40712-00004 00000 11/17/09 01/07/10       505.000       9,702.42        7,934.31        1,768.11 S           .00
 830       740  40734-00003 00000 11/17/09 01/29/10       360.000       5,631.88        5,656.14           24.26-S           .00
                                                     ------------   -----------     -----------     -----------     -----------
                        TOTAL-SHORT                       865.000      15,334.30       13,590.45        1,743.85             .00

   ASSET 858912108 STERICYCLE INC
 830       740  40882-00050 00000 04/16/09 06/28/10         5.000         330.64          255.49           75.15 L           .00
 830       740  40893-00002 00000 04/16/09 07/07/10       130.000       8,430.29        6,642.68        1,787.61 L           .00
                                                     ------------   -----------     -----------     -----------     -----------
                        TOTAL-LONG                        135.000       8,760.93        6,898.17        1,862.76             .00

   ASSET 871130100 SYBASE INC.
                        MERGED 07/29/10 @ $65.00 P/S
 830       740  40708-00001 00000 09/09/09 01/05/10       180.000       7,914.13        6,483.56        1,430.57 S           .00
                                                     ------------   -----------     -----------     -----------     -----------
                        TOTAL-SHORT                       180.000       7,914.13        6,483.56        1,430.57             .00

   ASSET 871607107 SYNOPSYS INC
 830       740  40847-00004 00000 05/21/09 05/24/10       295.000       6,214.93        5,682.02          532.91 L           .00
 830       740  40847-00004 00000 03/25/10 05/24/10        15.000         316.01          342.84           26.83-S           .00
 830       740  40866-00002 00000 03/25/10 06/10/10       320.000       6,649.49        7,314.02          664.53-S           .00
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                                                                                   G A I N / L O S S   I N F O R M A T I O N
TAX   ----------------- DATES -----------------                                                                FEDERAL          STATE
CODE  OR-OFF SERIAL   SEQ LOT# ACQUIRED    TRADE          UNITS       PROCEEDS        TAX COST            G/L              G/L
  ASSET 871607107  (CONT'D)
                                                     ------------   -----------   -----------    -----------     -----------
                    TOTAL-SHORT                          630.000      13,180.43      13,338.88        691.36-             .00
                    TOTAL-LONG                                                                        532.91              .00

  ASSET 878377100 TECHNE CORP
 830     740  40809-00002 00000 02/03/09 04/14/10        100.000       6,328.51       5,236.20      1,092.31 L            .00
                                                     ------------   -----------   -----------    -----------     -----------
                    TOTAL-LONG                           100.000       6,328.51       5,236.20      1,092.31              .00

  ASSET 879360105 TELEDYNE TECHNOLOGIES INC
 830     740  40882-00051 00000 01/22/09 06/28/10          5.000         201.50         146.69         54.81 L            .00
 830     740  40882-00051 00000 02/05/09 06/28/10          5.000         201.49         137.78         63.71 L            .00
                                                     ------------   -----------   -----------    -----------     -----------
                    TOTAL-LONG                            10.000         402.99         284.47        118.52              .00

  ASSET 885160101 THOR INDUSTRIES INC
 830     740  40853-00001 00000 03/09/10 05/27/10        210.000       6,073.26       6,993.88        920.62-S            .00
                                                     ------------   -----------   -----------    -----------     -----------
                    TOTAL-SHORT                          210.000       6,073.26       6,993.88        920.62-             .00

  ASSET 896818101 TRIUMPH GROUP INC NEW
 830     740  40819-00001 00000 04/16/10 04/26/10        105.000       8,067.37       7,545.30        522.07 S            .00
                                                     ------------   -----------   -----------    -----------     -----------
                    TOTAL-SHORT                          105.000       8,067.37       7,545.30        522.07              .00

  ASSET 918204108 V-F CORP
 830     740  40882-00052 00000 11/30/09 06/28/10         10.000         756.18         718.39         37.79 S            .00
                                                     ------------   -----------   -----------    -----------     -----------
                    TOTAL-SHORT                           10.000         756.18         718.39         37.79              .00

  ASSET 920355104 VALSPAR CORP
 830     740  40749-00001 00000 10/08/08 02/12/10        325.000       8,592.89       6,437.37      2,155.52 L            .00
                                                     ------------   -----------   -----------    -----------     -----------
                    TOTAL-LONG                           325.000       8,592.89       6,437.37      2,155.52              .00

  ASSET 921937868 VANGUARD TOTAL BOND MARKET
                  INDEX FUND CL SIG
                  FD #1351
 831     000  40847-00001 00000 11/30/08 05/26/10        248.345       2,632.46       2,456.13        176.33 L            .00
 831     000  40847-00001 00000 12/31/08 05/26/10        425.615       4,511.52       4,332.76        178.76 L            .00
 831     000  40847-00001 00000 01/31/09 05/26/10        414.317       4,391.76       4,172.17        219.59 L            .00
 831     000  40847-00001 00000 02/28/09 05/26/10        400.597       4,246.33       4,001.96        244.37 L            .00
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REPORT:   TMS-TX-23
BANK     21 PNC BANK (21)                        GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
REGION  35 PHILADELPHIA                    ACCOUNT 0435015 THE RIDER-POOL FOUNDATION                          PAGE:  .      20
OFFICE 001 C & E                                FROM: 01/01/10 TO: 12/31/10                                  RUN DATE:    01/13/11

                                                                       G A I N / L O S S   I N F O R M A T I O N
 TAX   ------------------ DATES ------------------                                                       FEDERAL          STATE
CODE  OR-OFF SERIAL    SEQ LOT#  ACQUIRED    TRADE         UNITS        PROCEEDS        TAX COST          G/L              G/L
 831     000  40847-00001 00000 03/31/09 05/26/10        403.605        4,278.21        4,076.41        201.80 L           .00
 831     000  40847-00001 00000 04/30/09 05/26/10        386.776        4,099.83        3,906.44        193.39 L           .00
 831     000  40847-00001 00000 05/31/09 05/26/10        383.629        4,066.47        3,893.83        172.64 S           .00
 831     000  40847-00001 00000 06/30/09 05/26/10        372.924        3,952.99        3,792.64        160.35 S           .00
 831     000  40847-00001 00000 07/31/09 05/26/10        377.330        3,999.70        3,878.95        120.75 S           .00
 831     000  40847-00001 00000 08/31/09 05/26/10        367.467        3,895.15        3,803.28         91.87 S           .00
 831     000  40847-00001 00000 09/30/09 05/26/10        352.934        3,741.10        3,684.63         56.47 S           .00
 831     000  40847-00001 00000 10/31/09 05/26/10        420.829        4,460.79        4,397.66         63.13 S           .00
 831     000  40847-00001 00000 11/30/09 05/26/10        407.075        4,314.99        4,298.71         16.28 S           .00
 831     000  40847-00001 00000 12/31/09 05/26/10        428.751        4,544.76        4,437.57        107.19 S           .00
 831     000  40847-00001 00000 01/31/10 05/26/10        416.658        4,416.57        4,366.58         49.99 S           .00
 831     000  40847-00001 00000 02/28/10 05/26/10        392.377        4,159.20        4,108.19         51.01 S           .00
 831     000  40847-00001 00000 03/31/10 05/26/10        409.338        4,338.98        4,269.40         69.58 S           .00
 831     000  40847-00001 00000 04/30/10 05/26/10        394.161        4,178.11        4,142.63         35.48 S           .00
 831     000  40847-00002 00000 11/13/08 05/26/10      3,773.585       40,000.00       36,679.25      3,320.75 L           .00
 831     000  40879-00001 00000 05/31/10 06/25/10        401.617        4,281.24        4,245.09         36.15 S           .00
 831     000  40879-00002 00000 11/13/08 06/25/10     10,225.141      109,000.00       99,388.37      9,611.63 L           .00
 831     000  40956-00001 00000 06/30/10 09/10/10        349.874        3,771.64        3,747.15         24.49 S           .00
 831     000  40956-00001 00000 07/31/10 09/10/10        322.131        3,472.57        3,472.57           .00 S           .00
 831     000  40956-00001 00000 08/31/10 09/10/10        312.955        3,373.66        3,414.34         40.68-S           .00
 831     000  41019-00001 00000 11/13/08 11/12/10         92.507        1,000.00          899.17        100.83 L           .00
 831     000  41054-00001 00000 11/13/08 12/17/10        377.003        4,000.00        3,664.47        335.53 L           .00
                                                    ------------    ------------    ------------    ------------    ------------
                          TOTAL-SHORT                 22,857.541      243,128.03      227,530.35      1,014.70             .00
                          TOTAL-LONG                                                                  14,582.98            .00

   ASSET 922018304 VANGUARD WINDSOR II FUND
                   ADM
                   FD #573
 831     000  40791-00002 00000 05/03/04 03/31/10        404.222       18,000.00       19,835.17      1,835.17-L           .00
 831     000  40802-00007 00000 05/03/04 04/09/10      1,100.110       50,000.00       53,982.40      3,982.40-L           .00
                                                    ------------    ------------    ------------    ------------    ------------
                          TOTAL-LONG                   1,504.332       68,000.00       73,817.57      5,817.57-            .00

   ASSET 92927K102 WABCO HOLDINGS INC
 830     740  40882-00053 00000 04/28/10 06/28/10         15.000          508.34          474.18         34.16 S           .00
 830     740  40914-00001 00000 04/28/10 07/28/10        175.000        6,701.70        5,532.14      1,169.56 S           .00
 830     740  40936-00002 00000 04/28/10 08/19/10        155.000        5,755.66        4,899.89        855.77 S           .00
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                                                                                 G A I N / L O S S   I N F O R M A T I O N
 TAX  ------------------ DATES ------------------                                                           FEDERAL            STATE
CODE  OR-OFF SERIAL   SEQ LOT#  ACQUIRED    TRADE            UNITS        PROCEEDS        TAX COST             G/L              G/L
   ASSET 92927K102  (CONT'D)
                                                      ------------    -----------    -----------    -----------      -----------
                          TOTAL-SHORT                      345.000      12,965.70      10,906.21       2,059.49              .00

   ASSET 929740108 WABTEC CORP
 830      740  40820-00002 00000 01/06/10 04/27/10         165.000       8,117.68       6,953.41       1,164.27 S            .00
                                                      ------------    -----------    -----------    -----------      -----------
                          TOTAL-SHORT                      165.000       8,117.68       6,953.41       1,164.27              .00

   ASSET 938824109 WASHINGTON FEDERAL INC
 830      740  40798-00002 00000 12/07/09 04/05/10         345.000       7,040.30       6,766.07         274.23 S            .00
                                                      ------------    -----------    -----------    -----------      -----------
                          TOTAL-SHORT                      345.000       7,040.30       6,766.07         274.23              .00

   ASSET 941053100 WASTE CONNECTIONS INC
 830      740  40882-00054 00000 01/08/08 06/28/10          20.000         713.58         607.37         106.21 L            .00
                                                      ------------    -----------    -----------    -----------      -----------
                          TOTAL-LONG                        20.000         713.58         607.37         106.21              .00

   ASSET 966387102 WHITING PETROLEUM CORP
 830      740  40882-00055 00000 08/25/09 06/28/10          10.000         849.28         495.19         354.09 S            .00
 830      740  40929-00005 00000 08/25/09 08/12/10          95.000       8,349.30       4,704.27       3,645.03 S            .00
                                                      ------------    -----------    -----------    -----------      -----------
                          TOTAL-SHORT                      105.000       9,198.58       5,199.46       3,999.12              .00

   ASSET 968223206 WILEY JOHN A SONS INC
                   CLASS A
 830      740  40882-00056 00000 02/09/06 06/28/10          10.000         399.09         379.90          19.19 L            .00
                                                      ------------    -----------    -----------    -----------      -----------
                          TOTAL-LONG                        10.000         399.09         379.90          19.19              .00

   ASSET 978097103 WOLVERINE WORLD WIDE INC
 830      740  40882-00057 00000 09/01/09 06/28/10          20.000         528.80         494.50          34.30 S            .00
 830      740  41047-00003 00000 09/01/09 12/08/10         223.000       6,921.33       5,513.72       1,407.61 L            .00
                                                      ------------    -----------    -----------    -----------      -----------
                          TOTAL-SHORT                      243.000       7,450.13       6,008.22          34.30              .00
                          TOTAL-LONG                                                                  1,407.61              .00

   ASSET 989390109 ZENITH NATIONAL INSURANCE CORP
                   MERGED 05/20/10 @ $38.00 P/S
 830      740  40754-00003 00000 06/02/08 02/18/10         335.000      12,653.32      13,527.90         874.58-L            .00
 830      740  40754-00003 00000 06/12/08 02/18/10           5.000         188.86         191.90           3.04-L            .00
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REPORT:   TMS-TX-23
BANK    21 PNC BANK (21)                           GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
REGION  35 PHILADELPHIA                    ACCOUNT 0435015 THE RIDER-POOL FOUNDATION                              PAGE:         22
OFFICE 001 C & E                                    FROM: 01/01/10 TO: 12/31/10                               RUN DATE:    01/13/11
                                                                                  G A I N / L O S S   I N F O R M A T I O N
 TAX  ------------------ DATES ------------------                                                        FEDERAL           STATE
CODE  OR-OFF SERIAL   SEQ LOT# ACQUIRED    TRADE             UNITS       PROCEEDS        TAX COST            G/L             G/L
   ASSET 989390109  (CONT'D)

                                                       ------------    -----------     -----------     -----------     -----------
                        TOTAL-LONG                         340.000       12,842.18       13,719.80         877.62-             .00
                                                                       ============    ============    ============    ============

                        LISTED SALES-TOTAL SHORT        90,618.611     1399,038.61     1359,065.45
                                           LONG        114,445.233     1773,366.28     1754,840.64

                        CAPITAL GAIN DISTRIBUTIONS                                                       3,445.67 L           .00 L
                                                                       ============    ============    ============    ============

                        GRAND TOTAL-SHORT              205,063.844     3172,404.89     3113,906.09      39,973.16
                                   -LONG                                                                21,971.31

                        CARRYOVER(CURRENT )                                                                   .00 S

                                                                                                              .00 M

                                                                                                              .00 L
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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DOMESTIC DIVIDEND INCOME	168,142.	0.	168,142.
FOREIGN DIVIDEND INCOME	505.	0.	505.
INTEREST INCOME FROM 20-5921863, HATTERAS FORM 1065 K-1	1.	0.	1.
ORDINARY DIVIDENDS FROM FORM 1065 K-1, EI# 98-0437848, LAZARD LTD FORM 1065	59.	0.	59.
TOTAL TO FM 990-PF, PART I, LN 4	168,707.	0.	168,707.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME EIN 20-5921863 FORM 1065 K-1	10,110.	10,110.	
TOTAL TO FORM 990-PF, PART I, LINE 11	10,110.	10,110.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CAMPBELL, RAPPORD, & YURASISTS LLP-COMPILE & RECONCILE BOOKS	1,545.	0.		1,545.
TO FORM 990-PF, PG 1, LN 16B	1,545.	0.		1,545.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUCK CONSULTANTS INC-INVESTMENT ADVISORY FEE	11,000.	11,000.		0.
MANAGED ACCOUNT INVESTMENT SERVICE FEE	4,561.	4,561.		0.
PHILADELPHIA INSURANCE CO-DIRECTOR'S & OFFICER'S INSURANCE	722.	0.		722.
TO FORM 990-PF, PG 1, LN 16C	16,283.	15,561.		722.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REFUND OF 2009 FEDERAL EXCISE TAX	<3,313.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	<3,313.>	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2010 SHARED OPERATING EXPENSES WITH DOROTHY RIDER POOL HEALTH CARE TRUST	97,091.	0.		97,091.
PORTFOLOIO DEDUCTIONS FROM EI# 20-5921863 PER FORM 1065 K-1	844.	844.		0.
TO FORM 990-PF, PG 1, LN 23	97,935.	844.		97,091.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENTS	COST	9,055,014.	10,028,970.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,055,014.	10,028,970.

SUMMARY OF INVESTMENTS

AS OF 12/31/10

ACCOUNT
21-35-501-0435015

THE RIDER-POOL FOUNDATION CONS

	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET
PRINCIPAL CASH						
CASH EQUIVALENTS	42,208.50	42,208.50	42,208.50	.432		
FIXED INCOME						
MUTUAL FUNDS - FIXED	2,404,797.81	2,408,009.00	2,508,839.46	25.679	81,259.58	3.239
EQUITIES						
COMMON STOCK	611,181.81	610,921.89	749,902.80	7.675	6,462.84	.862
MUTUAL FUNDS - EQUITY	5,308,659.47	5,707,410.42	5,996,598.58	61.377	74,882.23	1.249
OTHER EQUITY ASSETS	452,500.00	452,500.00	472,630.87	4.837		
TOTAL EQUITIES	6,372,341.28	6,770,832.31	7,219,132.25	73.889	81,345.07	1.127
TOTAL PRINCIPAL ASSETS	8,819,347.59	9,221,049.81	9,770,180.21	100.000	162,604.65	1.664
CASH EQUIVALENTS	18,243.74	18,243.74	18,243.74	7.050		
FIXED INCOME						
MUTUAL FUNDS - FIXED	9,905.06	9,905.06	9,670.56	3.737	326.54	3.377
EQUITIES						
MUTUAL FUNDS - EQUITY	207,517.81	208,239.80	230,875.67	89.214	3,807.79	1.649
ACCOUNT TOTAL	9,055,014.20	9,457,438.41	10,028,970.18		166,738.98	1.663

STATEMENT OF INVESTMENTS

AS OF 12/31/10

ACCOUNT
21-35-501-0435015

THE RIDER-POOL FOUNDATION CONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
	CASH EQUIVALENTS							
16,258.540	BLACKROCK FUNDS MONEY MARKET INSTITUTIONAL SHARES #01 (INCOME INVESTMENT) ACCOUNT 21-35-001-0435015	16,258.54	16,258.54	16,258.54	.162			1.000
10,062.050	BLACKROCK FUNDS MONEY MARKET INSTITUTIONAL SHARES #01 ACCOUNT 21-35-001-0435015	10,062.05	10,062.05	10,062.05	.100			1.000
32,146.450	BLACKROCK FUNDS MONEY MARKET INSTITUTIONAL SHARES #01 ACCOUNT 21-35-740-0435015	32,146.45	32,146.45	32,146.45	.321			1.000
1,985.200	BLACKROCK FUNDS MONEY MARKET INSTITUTIONAL SHARES #01 (INCOME INVESTMENT) ACCOUNT 21-35-740-0435015	1,985.20	1,985.20	1,985.20	.020			1.000
	TOTAL CASH EQUIVALENTS	60,452.24	60,452.24	60,452.24	.603			
	COMMON STOCK							
530.000	ACTUANT CORP CLASS A (NEW)	9,728.20	9,728.20	14,108.60	.141	21.20	.150	26.620
36.000	CME GROUP INC A DERIVATIVIES EXCHANGE	10,957.86	10,654.48	11,583.00	.115	165.60	1.430	321.750

STATEMENT OF INVESTMENTS

AS OF 12/31/10

ACCOUNT
21-35-501-0435015

THE RIDER-POOL FOUNDATION CONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
80.000	ENSTAR GROUP LTD ISIN BMG3075P1014 SEDOL B1Q76J2 ACCOUNT 21-35-740-0435015	5,089.62	5,089.62	6,766.40	.067			84.580
370.000	INGERSOLL-RAND PLC SEDOL: B633030 ISIN: IE00B6330302 ACCOUNT 21-35-740-0435015	14,432.29	14,432.29	17,423.30	.174	103.60	.595	47.090
555.000	XL GROUP PLC SEDOL B5LRLL2 ISIN IE00B5LRLL25 ACCOUNT 21-35-740-0435015	10,039.01	10,039.01	12,110.10	.121	222.00	1.833	21.820
295.000	ALLIED WORLD ASSUANCE COMPANY HLDGS LTD ACCOUNT 21-35-740-0435015	13,533.80	13,533.80	17,534.80	.175	236.00	1.346	59.440
180.000	CHECK POINT SOFTWARE TECH SEDOL 2181334 ISIN IL0010824113 ACCOUNT 21-35-740-0435015	6,985.01	6,985.01	8,326.80	.083			46.260
340.000	AGILENT TECHNOLOGIES (IPO) ACCOUNT 21-35-740-0435015	9,716.35	9,716.35	14,086.20	.140			41.430
330.000	ALBEMARLE CORP ACCOUNT 21-35-740-0435015	13,710.36	13,698.27	18,407.40	.184	184.80	1.004	55.780
370.000	AMPHENOL CORP NEW CL A ACCOUNT 21-35-740-0435015	9,120.50	9,120.50	19,528.60	.195	22.20	.114	52.780

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THE RIDER-POOL FOUNDATION CONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
161.000	ANSYS INC ACCOUNT 21-35-740-0435015	6,953.65	6,953.65	8,383.27	.084			52.070
154.000	BIO RAD LABORATORIES INC CLASS A ACCOUNT 21-35-740-0435015	13,697.97	13,790.65	15,992.90	.159			103.850
470.000	BRUKER CORP ACCOUNT 21-35-740-0435015	6,578.73	6,578.73	7,802.00	.078			16.600
345.000	CIT GROUP INC ACCOUNT 21-35-740-0435015	13,527.73	13,527.73	16,249.50	.162			47.100
281.000	COMERICA INC ACCOUNT 21-35-740-0435015	11,713.37	11,713.37	11,869.44	.118	112.40	.947	42.240
348.000	COOPER TIRE & RUBBER CO ACCOUNT 21-35-740-0435015	7,731.48	7,731.48	8,205.84	.082	146.16	1.781	23.580
535.000	CROWN HOLDINGS INC ACCOUNT 21-35-740-0435015	14,024.29	13,433.75	17,858.30	.178			33.380
1,120.000	DISCOVER FINANCIAL W/I ACCOUNT 21-35-740-0435015	17,340.68	17,340.68	20,753.60	.207	89.60	.432	18.530
105.000	DOLBY LABORATORIES INC CLASS A ACCOUNT 21-35-740-0435015	4,199.53	4,199.53	7,003.50	.070			66.700
412.000	DREAMWORKS ANIMATION SKG CL A ACCOUNT 21-35-740-0435015	13,661.27	13,602.12	12,141.64	.121			29.470
445.000	FEI CO ACCOUNT 21-35-740-0435015	9,311.62	8,445.20	11,752.45	.117	89.00	.757	26.410

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THE RIDER-POOL FOUNDATION CONS

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140.000	GOODRICH CORPORATION ACCOUNT 21-35-740-0435015	10,445.83	10,445.83	12,329.80	.123	162.40	1.317	88.070
275.000	GUESS INC ACCOUNT 21-35-740-0435015	11,327.20	11,327.20	13,013.00	.130	220.00	1.691	47.320
510.000	HASBRO INC ACCOUNT 21-35-740-0435015	19,398.73	19,451.55	24,061.80	.240	510.00	2.120	47.180
180.000	HELMERICH & PAYNE INC ACCOUNT 21-35-740-0435015	6,634.55	6,634.55	8,726.40	.087	43.20	.495	48.480
305.000	HOSPIRA INC ACCOUNT 21-35-740-0435015	16,623.10	16,627.59	16,985.45	.169			55.690
200.000	HUBBELL INC CL B PAR $0.01 ACCOUNT 21-35-740-0435015	10,994.00	10,994.00	12,026.00	.120	288.00	2.395	60.130
260.000	ICON PUB LTD CO SPONSORED ADR ACCOUNT 21-35-740-0435015	7,135.68	7,135.68	5,694.00	.057			21.900
145.000	IHS INC CLASS A ACCOUNT 21-35-740-0435015	9,005.02	8,226.70	11,656.55	.116			80.390
60.000	INTERCONTINENTAL EXCHANGE INC ACCOUNT 21-35-740-0435015	6,512.15	6,512.15	7,149.00	.071			119.150
525.000	INTERVAL LEISURE GROUP - W/I ACCOUNT 21-35-740-0435015	4,984.60	5,084.29	8,473.50	.084			16.140
85.000	LABORATORY CORP OF AMERICA HLDG ACCOUNT 21-35-740-0435015	6,201.76	5,931.30	7,473.20	.075			87.920

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THE RIDER-POOL FOUNDATION   CONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
170.000	MEDNAX INC ACCOUNT 21-35-740-0435015	9,478.33	9,483.21	11,439.30	.114			67.290
580.000	MICROCHIP TECHNOLOGY INC ACCOUNT 21-35-740-0435015	17,470.43	17,470.43	19,841.80	.198	800.40	4.034	34.210
599.000	MONOTYPE IMAGING HOLDINGS INC ACCOUNT 21-35-740-0435015	8,920.72	8,917.50	6,648.90	.066			11.100
110.000	MURPHY OIL CORP ACCOUNT 21-35-740-0435015	7,412.94	7,412.94	8,200.50	.082	121.00	1.476	74.550
185.000	NOBLE ENERGY INC ACCOUNT 21-35-740-0435015	11,855.73	12,178.93	15,924.80	.159	133.20	.836	86.080
609.000	OSHKOSH CORPORATION CLASS B ACCOUNT 21-35-740-0435015	19,669.20	19,669.20	21,461.16	.214	243.60	1.135	35.240
315.000	PLEXUS CORP ACCOUNT 21-35-740-0435015	9,846.15	9,846.15	9,746.10	.097			30.940
120.000	PROASSURANCE CORPORATION ACCOUNT 21-35-740-0435015	5,402.40	5,402.40	7,272.00	.073			60.600
420.000	PROGRESS SOFTWARE CORP ACCOUNT 21-35-740-0435015	13,635.39	13,635.39	17,808.00	.178			42.400
395.000	QUEST SOFTWARE INC ACCOUNT 21-35-740-0435015	6,502.88	6,655.75	10,957.30	.109			27.740
160.000	RAYONIER INC ACCOUNT 21-35-740-0435015	5,554.96	5,554.96	8,403.20	.084	345.60	4.113	52.520

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THE RIDER-POOL FOUNDATION CONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
195.000	ROCK-TENN CO CL A ACCOUNT 21-35-740-0435015	9,011.35	8,569.57	10,520.25	.105	156.00	1.483	53.950
210.000	ROPER INDS INC NEW ACCOUNT 21-35-740-0435015	12,330.58	12,235.87	16,050.30	.160	92.40	.576	76.430
475.000	SEI INVESTMENT CO ACCOUNT 21-35-740-0435015	10,849.00	10,849.00	11,300.25	.113	95.00	.841	23.790
820.000	SLM CORP ACCOUNT 21-35-740-0435015	9,520.77	9,520.77	10,323.80	.103	820.00	7.943	12.590
340.000	ST JUDE MEDICAL INC ACCOUNT 21-35-740-0435015	13,544.29	13,545.29	14,535.00	.145	136.00	.936	42.750
985.000	SOLUTIA INC ACCOUNT 21-35-740-0435015	14,180.14	14,180.14	22,733.80	.227			23.080
444.000	SYNOPSYS INC ACCOUNT 21-35-740-0435015	11,343.80	11,343.80	11,948.04	.119			26.910
190.000	TELEDYNE TECHNOLOGIES INC ACCOUNT 21-35-740-0435015	5,407.11	5,235.76	8,354.30	.083			43.970
545.000	TESCO CORP ACCOUNT 21-35-740-0435015	6,298.73	6,298.73	8,654.60	.086			15.880
500.000	UNITED RENTALS INC ACCOUNT 21-35-740-0435015	11,291.93	11,291.93	11,375.00	.113			22.750
185.000	V-F CORP ACCOUNT 21-35-740-0435015	14,101.51	14,145.36	15,943.30	.159	466.20	2.924	86.180

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THE RIDER-POOL FOUNDATION CONS

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470.000	VIRGIN MEDIA INC ACCOUNT 21-35-740-0435015	9,633.78	9,633.78	12,802.80	.128	75.20	.587	27.240
705.000	WASTE CONNECTIONS INC ACCOUNT 21-35-740-0435015	14,292.73	15,261.54	19,408.65	.194	141.00	.726	27.530
145.000	WHITING PETROLEUM CORP ACCOUNT 21-35-740-0435015	9,434.73	11,067.32	16,992.55	.169			117.190
210.000	WILEY JOHN A SONS INC CLASS A ACCOUNT 21-35-740-0435015	8,005.42	7,960.04	9,500.40	.095	134.40	1.415	45.240
197.000	WOLVERINE WORLD WIDE INC ACCOUNT 21-35-740-0435015	4,870.87	4,870.87	6,280.36	.063	86.68	1.380	31.880
	TOTAL COMMON STOCK	611,181.81	610,921.89	749,902.80	7.479	6,462.84	.862	
LIMITED PARTNERSHIPS								
5,228.796	HATTERAS MULTI STRATEGY TEI INSTITUTIONAL FUND, LP ACCOUNT 21-35-001-0435015	452,500.00	452,500.00	472,630.87	4.713			90.390
	TOTAL LIMITED PARTNERSHIPS	452,500.00	452,500.00	472,630.87	4.713			
MUTUAL FUNDS - FIXED								
90,529.599	FIDELITY ADVISOR FLOATING HIGH INCOME FUND I FUND #279 ACCOUNT 21-35-001-0435015	873,610.63	873,610.63	886,284.77	8.837	29,512.65	3.330	9.790

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THE RIDER-POOL FOUNDATION CONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
45,103.466	T ROWE PRICE INTL FD INC INTL BOND FUND FUND #76 ACCOUNT 21-35-001-0435015	437,503.62	437,503.62	448,779.49	4.475	12,112.69	2.699	9.950
912.317	VANGUARD TOTAL BOND MARKET INDEX FUND CL SIG FD #1351 (INCOME INVESTMENT) ACCOUNT 21-35-001-0435015	9,905.06	9,905.06	9,670.56	.096	326.54	3.377	10.600
110,733.509	VANGUARD TOTAL BOND MARKET INDEX FUND CL SIG FD #1351 ACCOUNT 21-35-001-0435015	1,093,683.56	1,096,894.75	1,173,775.20	11.704	39,634.24	3.377	10.600
	TOTAL MUTUAL FUNDS - FIXED	2,414,702.87	2,417,914.06	2,518,510.02	25.112	81,586.12	3.239	
MUTUAL FUNDS - EQUITY								
25,338.122	ADVISORS INNER CIRCLE FD ICM SMALL CO INSTL CL FD #1229 ACCOUNT 21-35-001-0435015	672,560.99	762,293.88	767,491.72	7.653	5,067.62	.660	30.290
323.094	ADVISORS INNER CIRCLE FD ICM SMALL CO INSTL CL FD #1229 (INCOME INVESTMENT) ACCOUNT 21-35-001-0435015	7,510.13	7,510.13	9,786.52	.098	64.62	.660	30.290
3,576.737	HARBOR INTERNATIONAL FUND CLASS INS (INCOME INVESTMENT) ACCOUNT 21-35-001-0435015	195,680.87	196,402.86	216,571.43	2.159	3,684.04	1.701	60.550

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33,591.240	HARBOR INTERNATIONAL FUND CLASS INS ACCOUNT 21-35-001-0435015	1,680,368.95	1,931,945.19	2,033,949.58	20.281	34,598.98	1.701	60.550
168.950	RS EMERGING MARKETS FUND CLASS A (INCOME INVESTMENT) ACCOUNT 21-35-001-0435015	4,326.81	4,326.81	4,517.72	.045	59.13	1.309	26.740
7,835.581	RS EMERGING MARKETS FUND CLASS A ACCOUNT 21-35-001-0435015	157,580.78	159,663.25	209,523.44	2.089	2,742.45	1.309	26.740
47,749.946	T ROWE PRICE GROWTH STOCK FD # 40 ACCOUNT 21-35-001-0435015	1,175,549.95	1,201,430.44	1,535,160.76	15.307	955.00	.062	32.150
31,836.547	VANGUARD WINDSOR II FUND ADM FD #573 ACCOUNT 21-35-001-0435015	1,622,598.80	1,652,077.66	1,450,473.08	14.463	31,518.18	2.173	45.560
	TOTAL MUTUAL FUNDS - EQUITY	5,516,177.28	5,915,650.22	6,227,474.25	62.095	78,690.02	1.264	
TOTAL INVESTMENTS		9,055,014.20	9,457,438.41	10,028,970.18	100.000	166,738.98	1.662	

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FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PNC BANK N.A 1600 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE 0.00	18,030.	0.	0.
EDWARD J. DONLEY C/O PNC BANK N.A. 1600 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE 1.00	0.	0.	0.
LEON C. HOLT JR. C/O PNC BANK N.A. 1600 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE 1.00	0.	0.	0.
JOHN P. JONES III C/O PNC BANK N.A. 1600 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE 1.00	0.	0.	0.
JOHN E. MCGLADE C/O PNC BANK N.A. 1600 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		18,030.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 9
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

(610) 770-9346

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS ARE ACCEPTED THROUGH AN ELECTRONIC APPLICATION PROCESS. THE APPLICATION CAN BE FOUND AT WEBSITE, WWW.POOLTRUST.ORG TO BEGIN THIS PROCESS. SEE ATTACHED THE RIDER POOL FOUNDATION APPLICATION PROCESS STATEMENT FOR INFORMATION TO INCLUDE IN THE APPLICATION FROM THEIR WEBSITE.

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

RESTRICTIONS PER THE ATTACHED APPLICATION PROCESS STATEMENT FROM THE RIDER-POOL FOUNDATION WEBSITE.

JOIN OUR MAILING LIST

THE RIDER-POOL FOUNDA

- ABOUT US
- FOCUS AREAS
- EXECUTIVE DIRECTOR'S MESSAGE
- BOARD OF TRUSTEES
- STAFF
- APPLICATION PROCESS
- HIGHLIGHTED PROGRAMS
- ANNUAL REPORT
- NEWS
- CONTACT US

CLICK HERE TO ACCESS NEW PROPOSAL

CLICK HERE TO ACCESS PROPOSAL IN PROGRESS

APPLICATION PROCESS

All requests are reviewed and evaluated by The Foundation's Executive Director. Final approval is determined by The Foundation's Board of Trustees. Proposals are accepted throughout the calendar year. Awards are made for unsolicited proposals twice a year. For consideration for funding by June 1st, proposals must be submitted by **April 1st.** For consideration for funding by November 1st, proposals must be submitted by **August 15th. Requests are accepted through an electronic application process. Please visit our website, www.pooltrust.org to begin this process.**

Requests should be as concise as possible and include:

1. A description of need;
2. Specific objectives (what you plan to accomplish with the funds);
3. A work plan to accomplish these objectives, including a time schedule;
4. A proposed method of evaluating project effectiveness;
5. A fully defined budget that includes all sources of financial support, committed and pending;
6. Evidence of the organization's not-for-profit tax status;
7. Current Board of Directors (We also would like to hear about how your Board reflects the population you serve.)

The Foundation is restricted from providing funds to individuals, legislative or lobbying efforts, political or fraternal organizations or organizations outside the United States and its territories. The Foundation as a policy does not provide operating or capital funds to sectarian institutions, hospitals, organizations or programs in which funds will be used primarily for the propagation of religion. Further, The Foundation does not underwrite charitable or testimonial dinners, fund-raising events or related advertising or the subsidization of books, mailings or articles in professional journals.

Please contact our office with any inquiries or questions.

The Rider-Pool Foundation • 1050 S Cedar Crest Blvd. Suite 202 Allentown, PA 18103

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALLENTOWN AREA ECUMENICAL FOOD BANK 534 CHEW STREET ALLENTOWN, PA 18103	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	4,000.
ALLENTOWN ART MUSEUM 31 N. FIFTH STREET ALLENTOWN, PA 18101	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	20,000.
ALLENTOWN SYMPHONY ASSOCIATION INC. 23 N. SIXTH STREET ALLENTOWN, PA 18101	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	6,500.
AMERICAN RED CROSS/ GREATER LEHIGH VALLEY 2200 AVENUE A BETHLEHEM, PA 18017	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	2,500.
ARTSQUEST 25 WEST THIRD STREET BETHLEHEM, PA 18015	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	2,000.
BALLET GUILD OF LEHIGH VALLEY INC. 556 MAIN STREET BETHLEHEM, PA 18018	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	4,000.
BAUM SCHOOL OF ART PO BOX 653, 510 LINDEN STREET ALLENTOWN, PA 18105	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	4,500.
BOY SCOUTS OF AMERICA MINSI TRAILS COUNCIL 991 POSTAL ROAD ALLENTOWN, PA 18103	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	2,000.

BOYS & GIRLS CLUB OF ALLENTOWN 720 N. SIXTH STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	25,000.
CAMELOT FOR CHILDREN, INC. 2354 W.EMMAUS AVENUE ALLENTOWN, PA 18104	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	500.
CATHOLIC CHARTIES OF DIOCESE OF ALLENTOWN INC. 2141 DOWNEYFLAKE LANE ALLENTOWN, PA 18103-4774	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	5,000.
CENTER FOR HUMANISTIC CHANGE, INC. 2200 AVENUE A BETHLEHEM, PA 18017	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	1,500.
COMMUNITIES IN SCHOOLS OF THE LEHIGH VALLEY INC. PO BOX 722 ALLENTOWN, PA 18105-3999	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	5,000.
COMMUNITY ACT COMM. OF LEHIGH VALLEY 1337 E. FIFTH ST BETHLEHEM, PA 18015	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	7,500.
COMMUNITY BIKE WORKS 235 N. MADISON STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	6,000.
COMMUNITY MUSIC SCHOOL 23 N. 6TH ST., 2ND FL. ALLENTOWN, PA 18101	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	1,000.
COMMUNITY SERVICES FOR CHILDREN INC. 1520 HANOVER AVENUE ALLENTOWN, PA 18109	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	2,000.
DIAKON LUTHERAN SOCIAL MINISTRIES 798 HAUSMAN ROAD SUITE 300 ALLENTOWN, PA 18104	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	3,000.

EMBRACE YOUR DREAMS 424 CENTER STREET, ROOM 300 BETHLEHEM, PA 18018	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	1,500.
EQUI-LIBRIUM INC. PO BOX 305 SCIOTA, PA 18354	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	3,750.
EVERLASTING LIFE MINISTRIES INC. PO BOX 3362 ALLENTOWN, PA 18106-3062	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	4,000.
EXEC. SERVICE CORPS. OF THE LEHIGH VALLEY PO BOX 428 EMMAUS, PA 18049	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	2,000.
FAMILY ANSWERS, INC. 411 WALNUT STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	5,000.
FAMILY CONNECTION OF EASTON INC 723 COAL STREET EASTON, PA 18042	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	2,000.
FOUNDATION OF ALLENTOWN CITY SCHOOLS PO BOX 328 ALLENTOWN, PA 18105-0328	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	4,000.
JR ACHIEVEMENT OF LEHIGH VALLEY INC. 1150 GLENLIVET DRIVE, C-35 ALLENTOWN, PA 18106	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	2,000.
LEHIGH COUNTY CONFERENCE OF CHURCHES 534 CHEW STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	7,500.
LEHIGH COUNTY HISTORICAL SOCIETY 432 W. WALNUT STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	3,500.

LEHIGH UNIVERSITY 420 E. PACKER AVENUE BETHLEHEM, PA 18015-3179	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	6,000.
LEHIGH VALLEY CENTER FOR INDEPENDENT 435 ALLENTOWN DRIVE ALLENTOWN , PA 18109	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	3,000.
LEHIGH VALLEY CHARTER HIGH SCHOOL FOR THE PERFORMING ARTS 675 E. BROAD STREET BETHLEHEM, PA 18018	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	2,500.
LEHIGH VALLEY CHILDREN'S CENTERS INC. 1501 LEHIGH STREET, SUITE 208 ALLENTOWN, PA 18103	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	4,000.
LEHIGH VALLEY COMMUNITY BROADCASTERS ASSOC. 301 BROADWAY BETHLEHEM, PA 18015	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	3,500.
LEHIGH VALLEY MILITARY AFFAIRS COUNCIL PO BOX 22522 LEHIGH VALLEY, PA 18002-2522	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	3,000.
LEHIGH VALLEY PUBLIC TELECOMMUNICATIONS CORP 123 SESAME STREET BETHLEHEM, PA 18015-4799	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	2,000.
MANITO LIFE CENTER 513-515 CHEW STREET ALLENTOWN, PA 18104	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	5,000.
MAYFAIR INC. 601 W. HAMILTON STREET ALLENTOWN, PA 18101	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	4,000.
MEALS ON WHEELS OF LEHIGH COUNTY INC 4234 DORNEY PARK ROAD ALLENTOWN, PA 18104-5727	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	3,000.

MORAVIAN ACADEMY 4313 GREEN POND ROAD BETHLEHEM, PA 18020	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	3,000.
MOSSER VILLAGE FAMILY CENTER 614 S. CARLISLE STREET ALLENTOWN, PA 18109	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	5,000.
PA. SHAKESPEARE FEST. DESALES UNIVERSITY 2755 STATION AVE. CENTER VALLEY, PA 18034	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	7,000.
PENNSYLVANIA PARTNERSHIPS FOR CHILDREN 116 PINE STREET. SUITE 430 HARRISBURG, PA 17101	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	3,000.
PENNSYLVANIA SINFONIA ORCHESTRA 1524 LINDEN STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	4,000.
PENNSYLVANIA YOUTH THEATRE 25 W. 3RD STREET BETHLEHEM, PA 18015-1214	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	3,000.
PINEBROOK FAMILY SERVICES 402 N. FULTON ST ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	4,500.
PROJECT OF EASTON INC 320 FERRY STREET EASTON, PA 18042	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	3,000.
RENEW LEHIGH VALLEY CACLV, 1337 E.FIFTH STREET BETHLEHEM, PA 18015	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	10,000.
REPERTORY DANCE THEATRE 1402 LINDEN STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	4,000.

SATORI LTD 2985 FAIRFIELD DRIVE NORTH ALLENTOWN, PA 18103	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	3,000.
SHILOH COMMUNITY SERVICES INC 548 CANAL STREET EASTON, PA 18042	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	2,000.
SKILLS USA COUNCIL 1601 UNION BOULEVARD ALLENTOWN, PA 18109	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	3,000.
ST. LUKE'S NEIGHBORHOOD CENTER 435 NORTH SEVENTH STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	1,000.
STEPHEN'S PLACE 729 RIDGE STREET BETHLEHEM, PA 18015	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	1,500.
STITCHES OF LOVE, INC 9141 N PRIMROSE CIRCLE BREINGSVILLE, PA 18031-1657	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	500.
THE ARC OF LEHIGH AND NORTHAMPTON COUNTIES, INC. 2289 AVENUE A BETHLEHEM, PA 18017	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	2,000.
THE BACH CHOIR OF BETHLEHEM 423 HEKEWELDER PLACE BETHLEHEM, PA 18018	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	10,000.
THE HILLSIDE SCHOOL 2697 BROOKSIDE ROAD MACUNGIE, PA 18062	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	4,000.
THE PROGRAM FOR WOMEN & FAMILIES, INC. 927 HAMILTON STREET ALLENTOWN, PA 18102	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	5,000.

TOUCHSTONE THEATRE 321 E. FOURTH STREET BETHLEHEM, PA 18015	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	2,000.
TREATMENT TRENDS INC. PO BOX 685 ALLENTOWN, PA 18105-0685	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	4,500.
WILDLANDS CONSERVANCY, INC. 3701 ORCHARD PLACE EMMAUS, PA 18049-1637	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	2,500.
WILDLIFE INFORMATION CENTER INC. PO BOX 198 SLATINGTON, PA 18080-0198	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	4,750.
YMCA OF EASTON PHILLISBURG & VICINITY 1225 W. LAFAYETTE STREET EASTON, PA 18042-1498	N/A GENERAL USE OF ORGANIZATION	PUBLIC CHARITY	2,500.

TOTAL TO FORM 990-PF, PART XV, LINE 3A 268,000.

EISNERAMPER
ACCOUNTANTS & ADVISORS

THE RIDER-POOL FOUNDATION

FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

THE RIDER-POOL FOUNDATION

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EISNERAMPER
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Independent Auditors' Report

Board of Trustees
The Rider-Pool Foundation
Allentown, Pennsylvania

We have audited the accompanying statements of financial position of THE RIDER-POOL FOUNDATION (the "Foundation") as of December 31, 2010 and 2009 and the related statements of activities and changes in net assets and cash flows for the years then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Foundation's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of THE RIDER-POOL FOUNDATION as of December 31, 2010 and 2009, and the changes in its net assets and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

EisnerAmper LLP

Jenkintown, Pennsylvania
June 1, 2011

THE RIDER-POOL FOUNDATION
STATEMENTS OF FINANCIAL POSITION

	December 31	
ASSETS	**2010**	2009
Cash and cash equivalents	**$ 60,452**	$ 62,039
Accounts receivable	**-**	-
Accrued dividends and capital gains receivable	**11,688**	11,525
Investments	**9,979,655**	9,213,542
Prepaid excise tax	**-**	1,656
Total Assets	**$ 10,051,795**	$ 9,288,762
LIABILITIES AND NET ASSETS		
Current liabilities		
Accounts payable	**$ 9,033**	$ -
Grant commitments	**7,500**	23,000
Total current liabilities	**16,533**	23,000
Long-term liabilities		
Grant commitments	**9,972**	-
Deferred excise taxes	**2,345**	-
Total long-term liabilities	**12,317**	-
Total liabilities	**28,850**	23,000
Net assets		
Unrestricted	**10,022,945**	9,265,762
Total Liabilities and Net Assets	**$ 10,051,795**	$ 9,288,762

See notes to financial statements

THE RIDER-POOL FOUNDATION

STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS

	Year Ended December 31	
	2010	2009
Revenue, gains and other support		
Interest	$ 5,147	$ 5,471
Dividends	170,611	193,453
Capital gain distributions	11,113	2
Realized gain (loss) on securities	63,834	(294,330)
Unrealized gain on securities	911,203	2,097,158
Total revenue, gains and other support	1,161,908	2,001,754
Expenses		
Program services		
Education contributions	76,722	79,750
Health and human services contributions	91,250	144,400
Culture and art contributions	64,500	109,500
Community development contributions	30,000	37,000
Total program services	262,472	370,650
Management and general		
Administrative	123,535	130,626
Investment fees	18,031	14,491
Excise tax	687	(12,422)
Total management and general	142,253	132,695
Total expenses	404,725	503,345
Changes in net assets	757,183	1,498,409
Net assets, beginning of year	9,265,762	7,767,353
Net assets, end of year	$ 10,022,945	$ 9,265,762

See notes to financial statements

THE RIDER-POOL FOUNDATION

STATEMENTS OF CASH FLOWS

	Year Ended December 31	
	2010	2009
Cash flows from operating activities		
Changes in net assets	**$ 757,183**	$ 1,498,409
Adjustments to reconcile changes in net assets to net cash used in operating activities		
Realized and unrealized gains on investments, net	**(975,037)**	(1,802,828)
(Increase) decrease in assets		
Accrued dividends and capital gains receivable	**(163)**	575
Prepaid excise tax	**1,656**	1,499
Increase (decrease) in liabilities		
Accounts payable	**9,032**	-
Accrued excise tax	**2,345**	-
Grant commitments	**(5,528)**	(5,500)
Net cash used in operating activities	**(210,513)**	(307,844)
Cash flows from investing activities		
Purchase of investments	**(4,599,834)**	(3,542,173)
Proceeds from sale of investments	**4,808,760**	3,796,300
Net cash provided by investing activities	**208,926**	254,127
Net decrease in cash	**(1,587)**	(53,717)
Cash, beginning of year	**62,039**	115,756
Cash, end of year	**$ 60,452**	$ 62,039

See notes to financial statements

NOTE 1 - DESCRIPTION OF FOUNDATION

The Rider-Pool Foundation (the "Foundation") was established in 1957 as a private, general purpose foundation to benefit the Lehigh Valley. The Foundation's intent is to serve as a means to improve the quality of life, to build on community strengths and to increase the region's ability to serve the needs of its citizens. The Foundation's funding program is focused on Education, Health and Welfare, Culture and Art, and Community Development. The Foundation derives its revenue mainly from investments.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Basis of Presentation

The Foundation classifies its financial statements to present three classes of net assets: unrestricted, temporarily restricted and permanently restricted. The Foundation currently utilizes only the unrestricted net asset classification.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

For financial statement purposes, the Foundation considers all highly-liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. Cash and cash equivalents consist of money market accounts held at one major financial institution. The carrying value of cash and cash equivalents approximates fair value.

Investments

Investments are stated at fair value. Shares of mutual funds are valued at the net asset value of shares held by the Foundation at year-end. Investments in equities and limited partnerships are valued using dealer or exchange quoted market prices.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments (continued)

Realized and unrealized investment gains and losses are determined by comparison of the average cost to proceeds at the time of disposal or market value at the statement of financial position date. These gains and losses and other investment income are included in the statements of activities and changes in net assets.

Grants Commitments

Grants commitments are recorded when approved by the Foundation and after recipients have met all required significant conditions. Grants payable beyond one year are discounted to present value using a three percent rate.

Income Taxes

The Foundation is a not-for-profit corporation, which is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code ("Code"). The Foundation is classified as a private foundation as defined in Section 509(a) and 4940 of the Code and, as such, is subject to federal excise taxes on its net investment income and required to make minimum distributions for its exempt purposes.

Subsequent Events

The Foundation evaluated subsequent events through June 1, 2011, which is the date the financial statements were available to be issued.

NOTE 3 - INVESTMENTS

Investments as of December 31, 2010 and 2009 consist of the following:

	2010		2009	
	Cost	Fair Value	Cost	Fair Value
Invested cash	$ 60,452	$ 60,452	$ 62,039	$ 62,039
Equities	611,182	749,903	588,431	646,941
Mutual funds	7,930,880	8,745,984	8,551,221	8,566,601
Alternative investments	452,500	483,768	-	-
Totals	$ 9,055,014	$ 10,040,107	$ 9,201,691	$ 9,275,581

NOTE 3 - INVESTMENTS (continued)

The relationship between cost and fair value of investments as of December 31, 2010 and 2009 is as follows:

	2010	2009
Beginning		
Fair value	$ 9,275,581	$ 7,780,598
Cost	9,201,691	9,803,866
Fair value over (under) cost	73,890	(2,023,268)
Ending		
Fair value	10,040,107	9,275,581
Cost	9,055,014	9,201,691
Fair value over cost	985,093	73,890
Unrealized gain on investments	911,203	2,097,158
Realized gain (loss) on investments	63,834	(294,330)
Total	$ 975,037	$ 1,802,828

Investment fees amounted to $18,031 and $14,491 for the years ended December 31, 2010 and 2009, respectively, and are included within program services and administrative expenses.

NOTE 4 - FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements*, was issued in order to establish a single definition of fair value and a framework for measuring fair value in U.S. GAAP that is intended to result in increased consistency and comparability in fair value measurements. The Foundation has adopted a certain portion of FASB ASC 820 as of the beginning of its 2009 fiscal year.

The valuation techniques required by FASB ASC 820 are based upon observable and unobservable inputs. Observable inputs include market data obtained from independent sources, while unobservable inputs include market assumptions. These two types of inputs create the following fair value hierarchy:

Level 1 - Quoted prices for identical instruments in active markets. Assets utilizing Level 1 inputs are invested cash, equities and mutual funds.

NOTE 4 - FAIR VALUE MEASUREMENTS (continued)

Level 2 - Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable. Assets utilizing Level 2 inputs are bonds.

Level 3 - Significant inputs to the valuation model are unobservable. Assets utilizing Level 3 inputs are alternative investments.

The financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following tables set forth, by level, the Foundation's investments at fair value, within the fair value hierarchy as of December 31, 2010 and 2009:

	Investments at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Invested cash	$ 60,452	$ -	$ -	$ 60,452
Equities	744,209	-	-	744,209
American depository receipts	5,694	-	-	5,694
Mutual funds				
Bank loan fund	886,285	-	-	886,285
Intermediate term bond	1,183,446	-	-	1,183,446
International bond	448,779	-	-	448,779
Growth stock	1,535,161	-	-	1,535,161
International stock	2,464,562	-	-	2,464,562
Large cap stock	1,450,473	-	-	1,450,473
Small cap stock	777,278	-	-	777,278
Alternative investments	-	-	483,768	483,768
Total investments at fair value	$ 9,556,339	$ -	$ 483,768	$ 10,040,107

NOTE 4 - FAIR VALUE MEASUREMENTS (continued)

	Investments at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Invested cash	$ 62,039	$ -	$ -	$ 62,039
Equities	636,769	-	-	636,769
American depository receipts	10,172	-	-	10,172
Mutual funds				
Intermediate term bond	2,603,174	-	-	2,603,174
Growth stock	1,461,223	-	-	1,461,223
International stock	2,397,543	-	-	2,397,543
Large cap stock	1,401,317	-	-	1,401,317
Small cap stock	703,344	-	-	703,344
Total investments at fair value	$ 9,275,581	$ -	$ -	$ 9,275,581

When available, quoted market prices were used by the Foundation to determine the fair value of investment securities. Such investments are included in Level 1.

The Foundation's investment in alternative investments is classified within Level 3 because there are currently no active markets for these funds and the Foundation is unable to obtain independent valuations from market sources. Therefore, the alternative investments are primarily valued at management's estimated fair value based on amounts provided by the management of the investment partnerships (the "partnerships"). The assets of certain of these partnerships are exchange-traded. Other partnerships' assets are nonmarketable and the partnerships' management values the assets based upon available information. The fair values assigned to these assets do not necessarily represent amounts that might ultimately be realized and the differences may be material. The total amount of investments measured using Level 3 valuation methodologies represented approximately 5% and 0% of total net assets as of December 31, 2010 and 2009, respectively.

NOTE 4 - FAIR VALUE MEASUREMENTS (continued)

A summary of the changes in Level 3 investments measured at fair value for the years ended December 31, 2010 and 2009 are as follows:

	2010	2009
Alternative investments		
Beginning balance	$ -	$ -
Purchases/transfers in	905,000	-
Unrealized gain	31,268	-
Sales/transfers out	(452,500)	-
Ending balance	$ 483,768	$ -

NOTE 5 - GRANT COMMITMENTS

Under the terms of certain grants that have been awarded by the Foundation, expenditures will be made over several years. Accordingly, the Foundation has recorded as a liability, the present value of the active grant commitments. As of December 31, 2010 and 2009, the Foundation had commitments to fund such programs as follows:

Year Ending December 31	2010	2009
2010	$ -	$ 23,000
2011	7,500	-
2012	5,000	-
2013	5,000	-
	17,500	23,000
Less discount to present value	28	-
	$ 17,472	$ 23,000

NOTE 6 - RELATED PARTIES

The Foundation is related through common ownership management to The Dorothy Rider Pool Health Care Trust (the "Trust"). The Trust charges the Foundation for certain administrative and program services incurred by the Trust on behalf of the Foundation. The Trust charged the Foundation approximately $97,000 and $106,000 for the expenses for the years ended December 31, 2010 and 2009, respectively.

A Vice President at PNC Institutional Investments serves as an investment advisor and is a corporate member of the Board of Trustees. The Foundation holds investments with PNC Institutional Bank. Investment management fees paid to this organization for the years ended December 31, 2010 and 2009 were $18,031 and $14,491, respectively.

NOTE 7 - EXCISE TAX AND DISTRIBUTION REQUIREMENTS

The Foundation is subject to federal excise tax of one or two percent on net investment income, as defined. Federal excise tax is payable at one percent of net investment income if the current year's charitable contributions are greater than the product of (i) the average payout ratio for the past five years and (ii) noncharitable use assets for the year plus one percent of the net investment income in the current year. The Foundation's paid federal excise tax liability represents the future tax effect of unrealized net investment gains.

Excise tax expense is comprised of the following for the years ended December 31, 2010 and 2009:

	2010	2009
Current year provision	$ 4,000	$ 1,500
Refunded	(3,313)	(13,922)
Total	$ 687	$ (12,422)

NOTE 8 - SUBSEQUENT EVENTS

Investments are exposed to various risks, such as interest rate, market risk and credit risk. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in values of investments will occur in the near term. Users of these financial statements should be aware that the financial markets' volatility in 2009 and 2010 may significantly impact the subsequent valuation of the Foundation's investments. Accordingly, the valuation of the investments as of December 31, 2010 may not necessarily be indicative of amounts that could be realized in a current market exchange.

As of December 31, 2010, the total value of the investment portfolio, excluding alternative investments was $9,556,339. The total value of the investment portfolio, excluding alternative investments was $9,871,229 as of April 29, 2011.