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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation	A Employer identification number
RITA ALLEN FOUNDATION, INC.	13-6116429
Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 92 NASSAU STREET, 3RD FLOOR	B Telephone number (609)683-8010
City or town, state, and ZIP code: PRINCETON, NJ 08542	C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

H Check type of organization [X] 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) ▶$ 139,607,645.

J Accounting method [X] 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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,842,265.	3,842,265.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,192,164.			
	b Gross sales price for all assets on line 6a 64,159,356.				
	7 Capital gain net income (from Part IV, line 2)		5,192,164.		
	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	7,077.	6,845.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	9,041,506.	9,041,274.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	278,654.	0.		278,654.
	14 Other employee salaries and wages	228,913.	0.		228,913.
	15 Pension plans, employee benefits	177,339.	0.		177,339.
	16a Legal fees STMT 3	14,716.	0.		14,716.
	b Accounting fees STMT 4	42,500.	0.		42,500.
	c Other professional fees STMT 5	437,056.	428,243.		8,813.
	17 Interest				
	18 Taxes STMT 6	104,185.	10,185.		0.
	19 Depreciation and depletion				
	20 Occupancy	49,841.	0.		49,841.
	21 Travel, conferences, and meetings	68,445.	0.		68,445.
	22 Printing and publications				
	23 Other expenses STMT 7	242,429.	0.		242,429.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,644,078.	438,428.		1,111,650.
	25 Contributions, gifts, grants paid	5,614,549.			5,614,549.
	26 **Total expenses and disbursements.** Add lines 24 and 25	7,258,627.	438,428.		6,726,199.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,782,879.			
	b **Net investment income** (if negative, enter -0-)		8,602,846.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	4,902,435.	10,687,991.	10,687,991.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 8	16,910,850.	8,913,734.	9,360,651.
	b Investments - corporate stock STMT 9	48,002,463.	34,079,235.	38,558,805.
	c Investments - corporate bonds STMT 10	13,039,705.	11,135,764.	11,577,021.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	51,807,807.	72,203,920.	69,417,124.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)	470,257.	6,053.	6,053.
	16 **Total assets** (to be completed by all filers)	135,133,517.	137,026,697.	139,607,645.
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 ▶ DUE TO BROKER)	0.	110,301.	
	23 **Total liabilities** (add lines 17 through 22)	0.	110,301.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	114,524,420.	114,524,420.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	20,609,097.	22,391,976.	
	30 **Total net assets or fund balances**	135,133,517.	136,916,396.	
	31 **Total liabilities and net assets/fund balances**	135,133,517.	137,026,697.	

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	135,133,517.
2	Enter amount from Part I, line 27a	2	1,782,879.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	136,916,396.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	136,916,396.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SALE OF PUBLIC SECURITIES	P	VARIOUS	VARIOUS
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	64,159,356.		59,566,339.	4,593,017.
b	599,147.			599,147.
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				4,593,017.
b				599,147.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 5,192,164.

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))
2010	5,750,790.	141,132,376.	.040747
2009	4,112,165.	121,642,568.	.033805
2008	3,293,038.	113,557,029.	.028999
2007	1,066,334.	37,816,917.	.028197
2006	1,019,652.	19,890,612.	.051263

2	Total of line 1, column (d)	2	.183011
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	.036602
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	150,362,307.
5	Multiply line 4 by line 3	5	5,503,561.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	86,028.
7	Add lines 5 and 6	7	5,589,589.
8	Enter qualifying distributions from Part XII, line 4	8	6,726,199.

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 ▶ [X] and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	86,028.
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	86,028.
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	86,028.
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	99,091.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	99,091.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] 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	13,063.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶		13,063. 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)? *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.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY, NJ			
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 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.RITAALLEN.ORG

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

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

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 2011 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 2011)* 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 2011?	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 [X] No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	[ ] Yes [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	[ ] Yes [X] No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	[ ] Yes [X] No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A		5b	
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	[ ] Yes [ ] No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A		7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		278,654.	83,220.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAURA LONGMAN - 92 NASSAU STREET, 3RD FLOOR, PRINCETON, NJ 08542	VP FINANCE AND ADMINISTRATION 35.00	103,000.	28,193.	0.
ROBERT FRIANT - 92 NASSAU STREET, 3RD FLOOR, PRINCETON, NJ 08542	OPERATIONS & PROGRAM 35.00	72,500.	15,142.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
BESSEMER TRUST 222 ROYAL PALM WAY, PALM BEACH, FL 33480	INVESTMENT MANAGEMENT	255,349.
ALEX BROWN INVESTMENT MANAGEMENT ONE SOUTH STREET, BALTIMORE, MD 21202	INVESTMENT MANAGEMENT	122,339.
THE BRIDGESPAN GROUP - 112 WEST 34TH STREET, SUITE 1510, NEW YORK, NY 10120	CONSULTING	77,000.
REINHART PARTNERS, INC. - 1500 W. MARKET ST., SUITE 100, MEQUON, WI 53092	INVESTMENT MANAGEMENT	50,391.

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 SEE STATEMENT 13	45,347.
2 SEE STATEMENT 14	51,408.
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.

Form **990-PF** (2011)

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	145,698,499.
b	Average of monthly cash balances		1b	6,953,589.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	152,652,088.
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	152,652,088.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	2,289,781.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	150,362,307.
6	**Minimum investment return.** Enter 5% of line 5		6	7,518,115.

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

1	Minimum investment return from Part X, line 6		1	7,518,115.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 86,028.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	86,028.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	7,432,087.
4	Recoveries of amounts treated as qualifying distributions		4	232.
5	Add lines 3 and 4		5	7,432,319.
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	7,432,319.

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	6,726,199.
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	6,726,199.
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	86,028.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,640,171.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				7,432,319.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			6,147,618.	
b Total for prior years ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 6,726,199.				
a Applied to 2010, but not more than line 2a			6,147,618.	
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 2011 distributable amount				578,581.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				6,853,738.
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 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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 instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT B	N/A	PUBLIC CHARITIES		5,614,549.
Total			▶ 3a	5,614,549.
b Approved for future payment				
SEE ATTACHMENT C	N/A	PUBLIC CHARITIES		1,354,820.
Total			▶ 3b	1,354,820.

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	3,842,265.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	6,845.	
8 Gain or (loss) from sales of assets other than inventory			18	5,192,164.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a GRANT REFUNDS			01	232.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		9,041,506.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 9,041,506.

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

Signature of officer or trustee	Date	Title
		PRESIDENT AND CEO

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHRISTOPHER PETERMANN		10/3/12		P00097440

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

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GAIN DISTRIBUTIONS	599,147.	599,147.	0.
DIVIDENDS	2,822,910.	0.	2,822,910.
INTEREST	997,570.	0.	997,570.
MARKET DISCOUNT	21,785.	0.	21,785.
TOTAL TO FM 990-PF, PART I, LN 4	4,441,412.	599,147.	3,842,265.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION SETTLEMENTS	6,845.	6,845.	
GRANT REFUNDS	232.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	7,077.	6,845.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	14,716.	0.		14,716.
TO FM 990-PF, PG 1, LN 16A	14,716.	0.		14,716.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	42,500.	0.		42,500.
TO FORM 990-PF, PG 1, LN 16B	42,500.	0.		42,500.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BESSEMER TRUST	255,513.	255,513.		0.
ALEX BROWN INVESTMENT MANAGEMENT	122,339.	122,339.		0.
REINHART	50,391.	50,391.		0.
MISCELLANEOUS	8,813.	0.		8,813.
TO FORM 990-PF, PG 1, LN 16C	437,056.	428,243.		8,813.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	94,000.	0.		0.
FOREIGN TAX WITHHELD	10,185.	10,185.		0.
TO FORM 990-PF, PG 1, LN 18	104,185.	10,185.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,413.	0.		2,413.
GOVERNANCE PLANNING	72,302.	0.		72,302.
OFFICE EXPENSES	8,529.	0.		8,529.
MEMBERSHIPS AND DUES	3,929.	0.		3,929.
ANNUAL REPORT FILING	1,570.	0.		1,570.
SCIENTIFIC ADVISORY HONORARIA	33,000.	0.		33,000.
IT SERVICE & WEB DESIGN	14,547.	0.		14,547.
PAYROLL SERVICE	2,163.	0.		2,163.
GRANT SOFTWARE	20,388.	0.		20,388.
OFFICE FURNITURE AND EQUIPMENT	39,438.	0.		39,438.
PROGRAM/COMMUNICATIONS EXPENSE	44,150.	0.		44,150.
TO FORM 990-PF, PG 1, LN 23	242,429.	0.		242,429.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVT & AGENCY BONDS - SEE ATTACHMENT A	X		6,671,194.	6,970,107.
MUNICIPAL BONDS - SEE ATTACHMENT A		X	2,242,540.	2,390,544.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,671,194.	6,970,107.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,242,540.	2,390,544.
TOTAL TO FORM 990-PF, PART II, LINE 10A			8,913,734.	9,360,651.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - SEE ATTACHMENT A	34,079,235.	38,558,805.
TOTAL TO FORM 990-PF, PART II, LINE 10B	34,079,235.	38,558,805.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT A	11,135,764.	11,577,021.
TOTAL TO FORM 990-PF, PART II, LINE 10C	11,135,764.	11,577,021.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHMENT A	FMV	62,454,622.	59,841,963.
STRATEGIC CURRENCIES - SEE ATTACHMENT A	FMV	9,749,298.	9,575,161.
TOTAL TO FORM 990-PF, PART II, LINE 13		72,203,920.	69,417,124.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM F. GADSDEN 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	CHAIRMAN OF THE BOARD 10.00	6,500.	0.	0.
HENRY H. HITCH 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	TREASURER 1.00	3,500.	0.	0.
ARISTIDES W. GEORGANTAS 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	SECRETARY 2.00	3,500.	0.	0.
ELIZABETH G. CHRISTOPHERSON 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	PRESIDENT AND CEO 35.00	251,154.	83,220.	0.
ROBERT E. CAMPBELL 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	DIRECTOR 1.00	3,500.	0.	0.
JON CUMMINGS 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	DIRECTOR 1.00	3,500.	0.	0.
LANNY JONES 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	DIRECTOR 1.00	3,500.	0.	0.
SAMUEL S.-H. WANG 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	DIRECTOR 1.00	3,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		278,654.	83,220.	0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 13

ACTIVITY ONE

ON JUNE 22 AND 23, 2011, THE RITA ALLEN FOUNDATION HELD ITS SECOND CONVOCATION OF CURRENT RITA ALLEN FOUNDATION SCHOLARS AT THE INSTITUTE FOR ADVANCED STUDY IN PRINCETON, NJ. THE PURPOSE OF THE MEETING WAS TO ENHANCE THE SCHOLAR EXPERIENCE BY PROVIDING A FORUM FOR DISCUSSION AND SHARING OF INFORMATION ABOUT RESEARCH UNDERWAY AND OTHER ISSUES RELATED TO PROFESSIONAL DEVELOPMENT.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	45,347.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 14

ACTIVITY TWO

THE RITA ALLEN FOUNDATION IDENTIFIES OPPORTUNITIES WITHIN THREE DOMAINS TO ADVANCE YOUNG LEADERS IN SCIENCE AND SOCIAL INNOVATION, COMMUNITY BUILDING, AND CIVIC LITERACY AND ENGAGEMENT. STAFF MEMBERS WORKED WITH GRANT RECIPIENTS TO BUILD CAPACITY BEYOND FINANCIAL SUPPORT. THEIR WORK INCLUDED DEVELOPMENT OF A PILOT COHORT DEVELOPMENT PROGRAM OVER SEVERAL MONTHS AND OTHER MENTORING OPPORTUNITIES.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	51,408.

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

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

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. RITA ALLEN FOUNDATION, INC.	Employer identification number (EIN) or [X] 13-6116429
	Number, street, and room or suite no If a P.O box, see instructions 92 NASSAU STREET, 3RD FLOOR	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PRINCETON, NJ 08542	

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

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

- The books are in the care of ▶ THE FOUNDATION
92 NASSAU STREET, 3RD FLOOR - PRINCETON, NJ 08542
Telephone No. ▶ (609)683-8010 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning ______ , and ending ______ .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 99,091.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 99,091.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	RITA ALLEN FOUNDATION, INC.	[X] 13-6116429
	Number, street, and room or suite no. If a P.O. box, see instructions. 92 NASSAU STREET, 3RD FLOOR	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PRINCETON, NJ 08542	

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

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

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

• The books are in the care of ▶ THE FOUNDATION
92 NASSAU STREET, 3RD FLOOR - PRINCETON, NJ 08542

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

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011 , or other tax year beginning ______ , and ending ______ .

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

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

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$	99,091.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$	99,091.
c **Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$	0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Deanna Wacker Title ▶ CPA Date ▶ 8/9/12

Form 8868 (Rev. 1-2012)

123842
01-06-12

Rita Allen Foundation, Inc.
EIN #13-6116429
Schedule of Investments
December 31, 2011

Common Stocks

	Cost	Fair Value
See Attachment A-1	$ 5,958,296	$ 6,206,863
See Attachment A-2	9,112,011	11,636,877
See Attachment A-3	9,837,752	11,014,111
See Attachment A-4	8,831,743	9,328,051
	$ 33,739,802	**$ 38,185,902**

Preferred Stock

	Cost	Fair Value
Public Storage, 6.875%	**$ 334,137**	**$ 372,580**

Corporate Bonds

	Cost	Fair Value
See Attachment A-5	**$ 11,135,764**	**$ 11,577,344**

Mutual Funds

	Cost	Fair Value
See Attachment A-6	**$ 62,454,622**	**$ 59,841,963**

U.S. Government Obligations

	Cost	Fair Value
See Attachment A-7	**$ 6,671,194**	**$ 6,970,107**

Municipal Bonds

	Cost	Fair Value
See Attachment A-8	**$ 2,242,540**	**$ 2,390,544**

Rita Allen Foundation, Inc.
EIN #13-6116429
Schedule of Investments
December 31, 2011

Strategic Currencies

		Cost		Fair Value
HK Dollar Deposit - BNYM	$	3,998,706	$	3,998,706
NO KRONE Deposit - BNYM		1,867,167		1,867,167
SG Dollar Deposit - BNYM		2,434,491		2,434,491
US Dollar Deposit - BNYM		1,274,797		1,274,797
	$	**9,575,161**	**$**	**9,575,161**

ATTACHMENT A

Trade date basis

Large Cap Core - U.S.

Consumer discretionary

CARNIVAL CORP CL A *(CCL)*	4,750	$31 61	$150,147	$32 640	$155,040	5 5%	$4,893	$4,750	3 06%
COMCAST CORP CL A NEW *(CMCS)*	5,500	21 28	117,051	23,710	130,405	4 6	13,354	2,475	1.90
MACY'S INC *(M)*	1,200	30 32	36,381	32 160	38,616	1 4	2,235	480	1 24
MCGRAW-HILL COMPANIES INC *(MHP)*	1,650	43.46	71,708	44,970	74,200	2.6	2,492	1,650	2.22
TARGET CORP *(TGT)*	2,250	52 24	117,534	51 220	115,245	4 1	(2,289)	2,700	2 34
YUM BRANDS INC *(YUM)*	3 550	54 87	194,787	59,010	209,485	7.4	14,698	4,047	1.93
Total consumer discretionary			**$687,608**		**$722,991**	**25.7%**	**$35,383**	**$16,102**	**2.23%**

ATTACHMENT A-1

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Consumer staples									
CVS/CAREMARK CORP *(CVS)*	**3,250**	**$37.83**	**$122,943**	**$40.780**	**$132,535**	**4.7%**	**$9,592**	**$2,112**	**1.59%**
Energy									
CONOCOPHILLIPS *(COP)*	700	$68 37	$47,860	$72 870	$51,009	1 8%	$3,149	$1,848	3 62%
MARATHON O L CORP *(MRO)*	5,250	25 87	84,074	29 270	95,127	3 4	11,053	1,950	2 05
NOBLE CORPORATION	1,700	34 45	58,564	30.220	51,374	1 8	(7,190)	1,006	1.96
Total energy			**$190,498**		**$197,510**	**7.0%**	**$7,012**	**$4,804**	**2.43%**
Financials									
ACE LIMITED	**3,860**	**$49.65**	**$191,648**	**$70.120**	**$270,663**	**9.6%**	**$79,015**	**$7,256**	**2.68%**
Health care									
JOHNSON & JOHNSON *(JNJ)*	1,690	$63 12	$106,669	$65 580	$110,830	3.9%	$4,161	$3,853	3.48%
UNITEDHEALTH GROUP INC *(UNH)*	2,250	44.40	99 897	50.680	114,030	4.0	14,133	1,462	1.28
Total health care			**$206,566**		**$224,860**	**8.0%**	**$18,294**	**$5,315**	**2.36%**
Industrials									
GENERAL DYNAMICS CORP *(GD)*	**950**	**$62.54**	**$59,411**	**$66.410**	**$63,089**	**2.2%**	**$3,678**	**$1,786**	**2.83%**
Information technology									
ACCENTURE PLC CL A	1,950	$54.68	$106,629	$53.230	$103,798	3.7%	($2,831)	$2,632	2.54%
INTERNATIONAL BUS MACHINES *(IBM)*	515	180 90	93,164	183 880	94,698	3 4	1,534	1,545	1 63
MICROSOFT CORP *(MSFT)*	10,560	25 38	268,001	25 960	274,137	9 7	6,136	8,448	3 08
WESTERN UNION CO *(WU)*	5,250	16.40	86,126	18 260	95,865	3.4	9,739	1,680	1.75
Total information technology			**$553,920**		**$568,498**	**20.2%**	**$14,578**	**$14,305**	**2.52%**

ATTACHMENT A-1

Trade date basis

Materials	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
FREEPORT-MCMRN CPPR&GOLD *(FCX)*	2,550	$37.69	$96,097	$36.790	$93,814	3.3%	($2,283)	$2,550	2.72%
NEWMONT MINING CORP *(NEM)*	3,350	63.86	213,985	60.010	201,033	7.1	(12,952)	4,690	2.33
Total materials			**$310,082**		**$294,847**	**10.5%**	**($15,235)**	**$7,240**	**2.46%**
Telecom services									
CENTURYLINK INC *(CTL)*	**1,900**	**$37.25**	**$70,783**	**$37.200**	**$70,680**	**2.5%**	**($103)**	**$5,510**	**7.80%**
Utilities									
DETROIT ENERGY CO *(DTE)*	1,400	$50.43	$70,604	$54.450	$76,230	2.7%	$5,626	$3,290	4.32%
EXELON CORP *(EXC)*	2,250	43.08	96,922	43.370	97,582	3.5	660	4,725	4.84
FIRSTENERGY CORP *(FE)*	2,250	43.34	97,518	44.300	99,675	3.5	2,157	4,950	4.97
Total utilities			**$265,044**		**$273,487**	**9.7%**	**$8,443**	**$12,965**	**4.74%**
Total large cap core - u.s.			**$2,658,503** A		**$2,819,160** B	**100.0%**	**$160,657**	**$77,395**	**2.75%**

Large Cap Core - Non U.S.

Consumer discretionary	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
MAGNA INTL INC CL A	**1,750**	**$33.41**	**$58,473**	**$33.310**	**$58,292**	**1.7%**	**($181)**	**$2,520**	**4.32%**
Consumer staples									
AB FOODS LTD ADR	8,750	$17.30	$151,386	$17.204	$150,535	4.4%	($851)	$3,097	2.06%
AJINOMOTO INC ADR	605	116.81	70,673	120.094	72,656	2.1	1,983	1,070	1.47
IMPERIAL TOBACCO LT ADR	1,670	70.42	117,602	75.685	126,393	3.7	8,791	5,131	4.06

ATTACHMENT A-1

Trade date basis

Consumer staples - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
KON AHOLD ADR	7,500	12.66	94,939	13.507	101,302	3.0	6,363	2,610	2.58
UNILEVER NV ADR	3,250	32.40	105,293	34.370	111,702	3.3	6,409	3,425	3.07
Total consumer staples			**$539,893**		**$562,588**	**16.6%**	**$22,695**	**$15,333**	**2.73%**

Energy

ENI S.P.A ADR	4,750	$42.21	$200,496	$41.270	$196,032	5.8%	($4,464)	$9,732	4.96%
SINOPEC/CHINA PETE&CHM ADR	1,060	103.87	110,102	105.050	111,353	3.3	1,251	3,352	3.01
TOTAL SA ADR	2,500	48.93	122,330	51.110	127,775	3.6	5,445	6,737	5.27
Total energy			**$432,928**		**$435,160**	**12.9%**	**$2,232**	**$19,821**	**4.55%**

Financials

ALLIANZ AKTIENGES ADR	5,000	$9.45	$47,238	$9.595	$47,975	1.4%	$737	$2,415	5.03%
BARCLAYS PLC ADR	6,750	10.05	67,827	10.990	74,182	2.2	6,355	2,389	3.22
CHINA CONSTRUCTION ADR	10,250	13.92	142,716	13.957	143,059	4.2	343	5,514	3.85
MUNICH RE GROUP ADR	9,000	11.74	105,682	12.304	110,736	3.3	5,054	5,571	5.03
NORDEA BK SWEDEN AB ADR	14,750	7.58	111,733	7.768	114,578	3.4	2,845	4,823	4.21
SUMITOMO MITSUI FIN ADR	13,500	5.39	72,797	5.510	74,385	2.2	1,588	3,116	4.19
SUNCORP GROUP ADR	6,000	8.17	48,991	8.591	51,546	1.5	2,555	1,848	3.59
WHARF HOLDINGS ADR	10,250	9.68	99,249	9.039	92,649	2.7	(6,600)	2,376	2.57
Total financials			**$696,233**		**$709,110**	**20.9%**	**$12,877**	**$28,056**	**3.96%**

Health care

MERCK KGAA ADR	1,500	$31.25	$46,873	$33.332	$49,998	1.5%	$3,125	$598	1.20%
SANOFI - ADR	3,250	32.94	107,041	36.540	118,755	3.5	11,714	4,299	3.62
TEVA PHARM INDS LTD ADR	3,000	38.55	115,651	40.360	121,080	3.6	5,420	2,355	1.94
Total health care			**$269,565**		**$289,833**	**8.6%**	**$20,268**	**$7,252**	**2.50%**

ATTACHMENT A-1

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Industrials									
ABERTIS INFRAESTR ADR	4,750	$7 37	$34,997	$8 010	$38,047	1.1%	$3,050	$3,111	8 18%
DEUTSCHE POST AG ADR	8 000	14.87	118,920	15.422	123,370	3.6	4,450	7,192	5.83
EAST JAPAN RAIL ADR	22,500	10 13	227,848	10.614	238,815	7.1	10,967	4,297	1.80
ITOCHU CORP ADR	3,750	19 36	72,592	20 327	76,226	2 3	3,634	1,998	2 62
KON PHILIP ELEC ADR	1,950	18.43	35,932	20.950	40,852	1.2	4,920	1,844	4.52
Total industrials			**$490,295**		**$517,316**	**15.3%**	**$27,021**	**$18,442**	**3.56%**
Materials									
AKZO NOBEL NV ADR	800	$44.17	$35,332	$48.499	$38,799	1.2%	$3,467	$1,336	3.44%
BARRICK GOLD CORP	2,500	47.81	119,520	45.250	113,125	3.3	(6,396)	1,000	0.88
BHP BILLITON PLC-ADR	2,050	56 23	115,281	58 390	119,699	3 5	4,418	4,141	3 46
Total materials			**$270,133**		**$271,623**	**8.0%**	**$1,490**	**$6,477**	**2.38%**
Telecom services									
CHINA TELECOM ADR	3 685	$59 61	$219,650	$57 130	$210,524	6 2%	($9,126)	$3,622	1 72%
SK TELECOM ADR	5,000	14 25	71,254	13 610	68,050	2 0	(3,204)	3,640	5.35
TELE2 AB ADR	7,750	9 47	73,412	9 766	75,686	2.2	2,274	2,689	3.55
Total telecom services			**$364,316**		**$354,260**	**10.5%**	**($10,056)**	**$9,951**	**2.81%**
Utilities									
GDF SUEZ ADR	1,400	$25 44	$35,612	$27 417	$38,383	1 1%	$2,771	$2,101	5 47%
SSE PLC ADR	1,800	20 00	36,008	20 063	36,113	1.1	105	2,032	5.77

ATTACHMENT A-1

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
TOKYO GAS LTD ADR	2,500	42.52	106,310	46.010	115,025	3.4	8,715	2,382	2.07
Total utilities			**$177,930**		**$189,521**	**5.6%**	**$11,591**	**$6,565**	**3.46%**
Total large cap core - non u.s.			**$3,299,766** A		B **$3,387,703**	**100.0%**	**$87,937**	**$114,417**	**3.38%**

SUM OF A = $5 956,206   SUM OF B = $6,206,863

ATTACHMENT A-1

ACCOUNT HOLDINGS

U.S. Large Cap

Consumer discretionary

AARON'S INC CL A *(AAN)*	6,904	$17 55	$121,140	$20,030	$134,198	1.6%	$63,058	$414	0.22%
CARMAX INC *(KMX)*	8,450	16 17	136,627	30 450	257,556	2.2	120,929		
DISNEY (WALT) HOLDING CO *(DIS)*	10,376	25 59	265,526	37 500	389,100	3 3	123,574	6,225	1 60
GENERAL MOTORS CO *(GM)*	5,400	34.47	186,111	20.270	109,458	0.9	(76,653)		
KOHL'S CORP *(KSS)*	2,321	53.82	124,924	49.350	114,541	1.0	(10,383)	2,321	2.03
LOWES COS INC *(LOW)*	12 693	23.36	296,538	25 380	322,148	2 8	25,610	7,108	2 21
SCRIPPS NETWORKS INTRA CLA *(SNI)*	3,417	22.44	76,664	42.420	144,949	1.3	68,285	1,366	0.94
TIME WARNER CABLE *(TWC)*	3,751	60 10	225,434	63 570	238,451	2.1	13,017	7,201	3.02
TJX COMPANIES INC *(TJX)*	4,706	23 26	109,467	64 550	303,772	2 6	194,305	3,576	1 18
Total consumer discretionary			**$1,542,431**		**$2,064,173**	**17.7%**	**$521,742**	**$28,211**	**1.37%**

Consumer staples

KRAFT FOODS INC *(KFT)*	7,345	$26 60	$195,371	$37 360	$274,409	2.4%	$79,038	$8,520	3 10%

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
PEPSICO INC *(PEP)*	3,900	56.80	221,516	66.350	258,765	2.2	37,249	8,034	3.10
Total consumer staples			**$416,887**		**$533,174**	**4.6%**	**$116,287**	**$16,554**	**3.10%**

Energy

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
KINDER MORGAN INC *(KMI)*	13,338	$29.32	$391,092	$32.170	$429,083	3.7%	$37,991	$16,005	3.73%
OCCIDENTAL PETROLEUM *(OXY)*	5,930	65.29	404,944	93.700	555,641	4.8	150,697	10,911	1.96
SOUTHWESTERN ENERGY *(SWN)*	8,360	38.28	320,019	31.940	267,018	2.3	(53,001)		
TOTAL SA ADR	4,610	49.52	228,287	51.110	235,617	2.0	7,330	12,423	5.27
WORLD FUEL SERVICES *(INT)*	4,804	35.45	170,319	41.980	201,671	1.7	31,352	720	0.36
Total energy			**$1,514,661**		**$1,689,030**	**14.5%**	**$174,369**	**$40,059**	**2.37%**

Financials

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AMERICAN EXPRESS *(AXP)*	4,725	$27.70	$131,304	$47.170	$222,878	1.9%	$91,574	$3,402	1.53%
BANK OF AMERICA CORP *(BAC)*	11,850	10.12	119,883	5.560	65,886	0.6	(53,997)	474	0.72
BERKSHIRE HATHAWAY CL B *(BRK)*	6,709	55.68	373,541	76.300	511,896	4.4	138,355		
CME GROUP INC *(CME)*	570	253.98	144,771	243.670	138,891	1.2	(5,880)	3,192	2.30
FRANKLIN RES INC *(BEN)*	3,105	79.14	245,729	96.060	298,266	2.6	52,537	3,353	1.12
GOLDMAN SACHS GROUP *(GS)*	1,425	151.41	215,754	90.430	128,862	1.1	(86,892)	1,995	1.55
RENAISSNCE RE HLDGS LTD	1,645	70.13	115,359	74.370	122,338	1.1	6,979	1,710	1.40
T ROWE PRICE GROUP INC *(TROW)*	3,200	49.21	157,471	56.950	182,240	1.6	24,769	3,968	2.18
WELLS FARGO & CO NEW *(WFC)*	15,506	19.85	307,856	27.560	427,345	3.7	119,489	7,442	1.74
Total financials			**$1,811,668**		**$2,098,602**	**18.0%**	**$286,934**	**$25,536**	**1.22%**

Health care

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
EXPRESS SCRIPTS INC *(ESRX)*	6,025	$51.34	$309,347	$44.690	$269,257	2.3%	($40,090)		
JOHNSON & JOHNSON *(JNJ)*	2,652	21.45	56,875	65.580	173,918	1.5	117,043	6,046	3.48

ATTACHMENT A-2

Health care - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
MERCK & CO INC NEW *(MRK)*	6,990	33.53	234,394	37.700	263,523	2.3	29,129	11,743	4.46
PFIZER INC *(PFE)*	11,675	17.75	207,241	21.640	252,647	2.2	45,406	10,274	4.07
WELLPOINT INC *(WLP)*	3,420	41.37	141,476	66.250	226,575	2.0	85,099	3,420	1.51
Total health care			**$949,333**		**$1,185,920**	**10.2%**	**$236,587**	**$31,483**	**2.65%**

Industrials

CANADIAN NATL RAILWAY	5,800	$30.69	$177,992	$78.560	$455,648	3.9%	$277,656	$5,239	1.16%
OWENS CORNING INC *(OC)*	7,325	27.63	202,402	28.720	210,374	1.8	7,972		
UNITED TECHNOLOGIES *(UTX)*	3,555	45.88	163,113	73.090	259,834	2.2	96,721	6,825	2.63
Total industrials			**$543,507**		**$925,856**	**8.0%**	**$382,349**	**$12,114**	**1.31%**

Information technology

ACCENTURE PLC CL A	3,326	$53.65	$178,449	$53.230	$177,042	1.5%	($1,407)	$4,490	2.54%
GOOGLE INC *(GOOG)*	1,086	453.13	492,096	645.900	701,447	6.0	209,351		
INTERNATIONAL BUS MACHINES *(IBM)*	800	128.02	102,419	183.880	147,104	1.3	44,685	2,400	1.63
MASTERCARD CL A *(MA)*	1,782	223.81	398,824	372.820	664,365	5.7	265,541	1,069	0.16
MICROSOFT CORP *(MSFT)*	11,718	23.84	279,328	25.960	304,199	2.6	24,871	9,374	3.08
ORACLE CORP *(ORCL)*	4,591	25.53	117,227	25.650	117,759	1.0	532	1,101	0.94
QUALCOMM INC *(QCOM)*	7,040	36.35	255,897	54.700	385,088	3.3	129,191	6,054	1.57
VISA INC *(V)*	2,020	86.18	174,079	101.530	205,090	1.8	31,011	1,777	0.87
Total information technology			**$1,996,319**		**$2,702,094**	**23.2%**	**$703,775**	**$26,265**	**0.97%**

Materials

SHERWIN-WILLIAMS CO *(SHW)*	**2,038**	**$65.18**	**$132,843**	**$89.270**	**$181,932**	**1.6%**	**$49,089**	**$2,975**	**1.64%**

ATTACHMENT A-2

Telecom services

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CROWN CASTLE INTL CORP (CCI)	2,955	$39.57	$116,933	$44.800	$132,384	1.1%	$15,451		
MILLICOM INTL CELLULAR SA	1,225	70.26	86,069	100.990	123,712	1.1	37,643	2,205	1.78
Total telecom services			**$203,002**		**$256,096**	**2.2%**	**$53,094**	**$2,205**	**0.86%**
Total u.s. large cap			**$9,112,651**		**$11,636,877**	**100.0%**	**$2,524,226**	**$185,402**	**1.59%**

ATTACHMENT A-2

ACCOUNT HOLDINGS

U.S. Large Cap

Consumer discretionary

KOHL'S CORP *(KSS)*	4,424	$53.32	$235,630	$49.350	$218,324	2.0%	($17,566)	$4,424	2.03%
LOWES COS INC *(LOW)*	9,831	21 75	213,840	25 380	249,510	2 3	35,670	5,505	2 21
MCDONALD'S CORP *(MCD)*	3,200	76 21	243,869	100 330	321,056	2 9	77,187	8,960	2 79
TIME WARNER CABLE *(TWC)*	3,969	60.12	238,598	63.570	252,309	2.3	13,711	7,620	3.02
VF CORP *(VFC)*	840	83.02	69,740	126.990	106,671	1.0	36,931	2,419	2.27
Total consumer discretionary			**$1,001,927**		**$1,147,870**	**10.4%**	**$145,943**	**$28,928**	**2.52%**

ATTACHMENT A-3

Consumer staples	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
COCA-COLA COMPANY *(KO)*	5,400	$64 75	$349,644	$69 970	$377,838	3 4%	$28,194	$10,152	2 69%
KRAFT FOODS INC *(KFT)*	9 391	27.41	257 419	37.360	350,847	3.2	93,428	10,893	3.10
PEPSICO INC *(PEP)*	6,600	59.11	390,143	66.350	437,910	4.0	47,767	13,596	3.10
WAL-MART STORES INC *(WMT)*	6,100	52 59	320,809	59 760	364,536	3 3	43,727	8,906	2 44
Total consumer staples			**$1,318,015**		**$1,531,131**	**13.9%**	**$213,116**	**$43,547**	**2.84%**
Energy									
EXXON MOBIL CORP *(XOM)*	2,043	$65 43	$133,676	$84 760	$173,164	1 6%	$39,488	$3,840	2 22%
KINDER MORGAN INC *(KMI)*	17,064	30.59	521,941	32.170	548,948	5.0	27,007	20,476	3.73
OCCIDENTAL PETROLEUM *(OXY)*	1,535	69.90	107,303	93.700	143,829	1.3	36,526	2,824	1.96
TOTAL SA ADR	8,603	49 32	424,328	51 110	439,699	4 0	15,371	23,185	5 27
Total energy			**$1,187,248**		**$1,305,640**	**11.9%**	**$118,392**	**$50,325**	**3.85%**
Financials									
CINCINNATI FINANCIAL CORP *(CINF)*	8,243	$31 61	$260,591	$30 460	$251,081	2 3%	($9,510)	$13,271	5 29%
ERIE INDEMNITY CO CL A *(ERIE)*	3,500	64 82	226,862	78.160	273,560	2.5	46,698	7,735	2.83
M&T BANK CORP *(MTB)*	2,922	84.29	246,302	76 340	223,065	2.0	(23,237)	8,181	3.67
ONEBEACON INS GRP LTD C A	8,329	12 57	104,663	15 390	128,183	1 2	23,520	6,996	5 46
PLUM CREEK TIMBER CO *(PCL)*	7,289	37.32	271,994	36 560	266,485	2.4	(5,509)	12,245	4.60
PUBLIC STORAGE INC PFD *(PSA)*	5,779	25.00	144,475	26.910	155,512	1.4	11,037	9,171	5.90
T ROWE PRICE GROUP INC *(TROW)*	3,455	49 60	171,334	56 950	196,762	1 8	25,378	4,284	2 18
VALLEY NATL BANCORP *(VLY)*	13,321	13 00	173,118	12 370	164,780	1 5	(8,338)	9,191	5 58
Total financials			**$1,599,389**		**$1,659,428**	**15.1%**	**$60,039**	**$71,074**	**4.28%**

ATTACHMENT A-3

Health care	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ABBOTT LABORATORIES *(ABT)*	6,000	$47 59	$285,510	$56 230	$337,380	3 1%	$51,870	$11,520	3 41%
JOHNSON & JOHNSON *(JNJ)*	5,100	31 67	161,515	65.580	334,458	3.0	172,943	11,628	3.48
MERCK & CO INC NEW *(MRK)*	10,000	34 56	345,635	37 700	377,000	3.4	31,365	16,800	4.46
NOVARTIS AG ADR	4,089	57 29	234,275	57 170	233,768	2.1	(507)	8,198	3.51
PFIZER INC *(PFE)*	21 700	17.95	389,449	21.640	469,588	4.3	80,139	19,096	4.07
Total health care			**$1,416,384**		**$1,752,194**	**15.9%**	**$335,810**	**$67,242**	**3.84%**

Industrials	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
3M CO *(MMM)*	2,140	$85 36	$182,673	$81.730	$174,902	1.6%	($7,771)	$4,708	2.69%
HLTH CARE SERVICES GRP *(HCSG)*	15 995	15.80	252,745	17.690	283,004	2.6	30,259	10,236	3.62
UNITED TECHNOLOGIES *(UTX)*	3,339	50 19	167,595	73 090	244,047	2 2	76,452	6,410	2 63
Total industrials			**$603,013**		**$701,953**	**6.4%**	**$98,940**	**$21,356**	**3.04%**

Information technology	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AUTOMATIC DATA PROCESSING *(ADP)*	6,400	$46 50	$297,628	$54 010	$345,664	3 1%	$48,036	$10,112	2 93%
MICROSOFT CORP *(MSFT)*	13 535	24.63	333,315	25.960	351,368	3.2	18,053	10,828	3.08
Total information technology			**$630,943**		**$697,032**	**6.3%**	**$66,089**	**$20,940**	**3.00%**

Materials	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
DU PONT E I DE NEMOURS *(DD)*	4,600	$48.89	$224,905	$45.780	$210,588	1.9%	($14,317)	$7,544	3.58%
PRAXAIR INC *(PX)*	1,390	101 69	141,351	106 900	148,591	1.4	7,240	2,780	1 87
SHERWIN-WILLIAMS CO *(SHW)*	1,670	62 83	104,934	89 270	149,080	1 4	44,146	2,438	1 64
Total materials			**$471,190**		**$508,259**	**4.6%**	**$37,069**	**$12,762**	**2.51%**

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Telecom services									
CENTURYLINK INC *(CTL)*	8,003	$44 09	$352,823	$37 200	$297,711	2.7%	($55,112)	$23,208	7 80%
WINDSTREAM CORP *(WIN)*	24,100	13 36	321,979	11.740	282,934	2 6	(39,045)	24,100	8.52
Total telecom services			**$674,802**		**$580,645**	**5.3%**	**($94,157)**	**$47,308**	**8.15%**
Utilities									
CONSOLIDATED EDISON INC *(ED)*	6,200	$49 82	$308,881	$62 030	$384,586	3.5%	$75,705	$14,880	3.87%
DOMINION RESOURCES NEW *(D)*	6,762	43 77	295,952	53 080	358,926	3 3	62,974	13,321	3 71
WISCONSIN ENERGY CORP *(WEC)*	11,054	29 85	329,992	34 960	386,447	3 5	56,455	13,264	3 43
Total utilities			**$934,825**		**$1,129,959**	**10.3%**	**$195,134**	**$41,465**	**3.67%**
Total u.s. large cap			**$9,837,736**		**$11,014,111**	**100.0%**	**$1,176,375**	**$404,947**	**3.68%**

ATTACHMENT A-3

Account Holdings

Mid Cap

Consumer discretionary

ADVANCE AUTO PARTS *(AAP)*	2,790	$40 74	$130,394	$69 630	$194,267	2 1%	$63,873	$669	0 34%
GUESS INC *(GES)*	5,650	27 24	153,926	29.820	168,483	1.8	14,557	4,520	2.68
KOHL'S CORP *(KSS)*	3,720	48 75	131,335	49 350	183,582	2 0	2,247	3,720	2 03
OMNICOM GROUP INC *(OMC)*	5,800	37 47	217,332	44 560	258,564	2 8	41,232	5,800	2 24
PETSMART INC *(PETM)*	2,800	22.31	62,462	51.290	143,612	1.5	81,150	1,566	1.09
VALASSIS COMMUNICATIONS *(VCI)*	8,200	29.33	240,489	19.230	157,686	1.7	(82,803)		
Total consumer discretionary			**$985,938**		**$1,106,194**	**11.9%**	**$120,256**	**$16,277**	**1.47%**

Consumer staples

KROGER CO *(KR)*	8,300	$22 85	$189,673	$24 220	$201,026	2 2%	$11,353	$3,818	1 99%
MCCORMICK & CO NON VTG *(MKC)*	2,750	29 44	80,973	50 420	138,655	1 5	57,682	3,410	2.46
Total consumer staples			**$270,646**		**$339,681**	**3.6%**	**$69,035**	**$7,228**	**2.13%**

Energy

DENBURY RESOURCES INC *(DNR)*	15,000	$12 38	$185,653	$15 100	$226,500	2 4%	$40,847		

ATTACHMENT A-4

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
WEATHERFORD INTL LTD	16,100	16.54	266,238	14.640	235,704	2.5	(30,534)		
Total energy			**$451,891**		**$462,204**	**5.0%**	**$10,313**		

Financials

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AMERICAN FINL GRP INC OHIO *(AFG)*	6,000	$23.72	$142,308	$36.890	$221,340	2.4%	$79,032	$4,200	1.90%
BOK FINANCIAL CORP *(BOKF)*	3,900	49.26	192,114	54.930	214,227	2.3	22,113	5,148	2.40
CULLEN FROST BANKERS *(CFR)*	3,700	51.43	190,282	52.910	195,767	2.1	5,485	6,808	3.48
FULTON FINL CORP PA COM *(FULT)*	30,000	8.80	264,118	9.810	294,300	3.2	30,182	7,200	2.45
LIBERTY PROPERTY TR *(LRY)*	7,200	29.95	215,649	30.880	222,336	2.4	6,687	13,680	6.15
MARKEL CORP *(MKL)*	505	397.78	200,879	414.670	209,408	2.2	8,529		
MID-AMER APT CMNTYS INC *(MAA)*	3,700	60.83	225,272	62.550	231,435	2.5	6,163	9,768	4.22
PEOPLE'S UTD FINL *(PBCT)*	18,000	12.96	233,316	12.850	231,300	2.5	(2,016)	11,340	4.90
PLUM CREEK TIMBER CO *(PCL)*	7,250	36.98	268,141	36.560	265,060	2.8	(3,081)	12,180	4.60
REINSURANCE GROUP AMER *(RGA)*	4,000	46.95	187,734	52.250	209,000	2.2	21,216	2,880	1.38
STATE ST CORP *(STT)*	5,500	32.71	179,918	40.310	221,705	2.4	41,787	3,960	1.79
TD-AMERITRADE HLDGS *(AMTD)*	13,600	18.16	247,037	15.650	212,840	2.3	(34,197)	3,264	1.53
WEINGARTEN RLTY INVS *(WRI)*	9,500	20.23	192,174	21.820	207,290	2.2	15,116	10,450	5.04
Total financials			**$2,738,992**		**$2,936,008**	**31.5%**	**$197,016**	**$90,878**	**3.10%**

Health care

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
HOLOGIC INC *(HOLX)*	13,380	$17.84	$238,674	$17.510	$234,283	2.5%	($4,391)		
PATTERSON COS INC *(PDCO)*	5,650	29.92	169,046	29.520	166,788	1.8	(2,258)	2,712	1.63
PERKINELMER INC *(PKI)*	12,410	20.49	254,283	20.000	248,200	2.7	(6,083)	3,474	1.40
Total health care			**$662,003**		**$649,271**	**7.0%**	**($12,732)**	**$6,186**	**0.95%**

ATTACHMENT A-4

Industrials	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AECOM TECHNOLOGY CORP *(ACM)*	10,500	$25.55	$268,248	$20.570	$215,985	2.3%	($52,263)		
ALEXANDER & BALDWIN INC *(ALEX)*	5,400	36.62	197,760	40.820	220,426	2.4	22,666	6,804	3.09
CARLISLE COS *(CSL)*	3,480	33.89	117,930	44.300	154,164	1.7	36,234	2,505	1.63
Total industrials			**$583,938**		**$590,577**	**6.3%**	**$6,639**	**$9,309**	**1.58%**

Information technology	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ANIXTER INTL INC *(AXE)*	2,800	$49.79	$139,409	$59.640	$166,992	1.8%	$27,583		
DST SYSTEMS INC *(DST)*	5,610	44.11	247,462	45.520	255,367	2.7	7,905	3,927	1.54
LENDER PROCESSING SERVICES *(LPS)*	11,900	26.30	312,952	15.070	179,333	1.9	(133,619)	4,760	2.65
MOLEX INC NON VTG CL A *(MOLX)*	12,500	17.76	221,944	19.780	247,250	2.7	25,306	10,000	4.04
QUEST SOFTWARE INC *(QSFT)*	11,320	21.68	245,469	18.600	210,552	2.3	(34,917)		
ZEBRA TECHNOLOGIES CP CL A *(ZBRA)*	6,100	28.29	172,551	35.780	218,258	2.3	45,707		
Total information technology			**$1,339,787**		**$1,277,752**	**13.7%**	**($62,035)**	**$18,687**	**1.46%**

Materials	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
FMC CORP COM NEW *(FMC)*	2,700	$43.78	$118,207	$86.040	$232,308	2.5%	$114,101	$1,620	0.70%
GREIF BROS CORP CL A *(GEF)*	3,880	54.72	212,312	45.550	176,734	1.9	(35,578)	6,518	3.69
INTL FLAVOR & FRAGRANCES *(IFF)*	4,000	52.15	208,590	52.420	209,680	2.3	1,090	4,960	2.37
SIGMA ALDRICH CORP *(SIAL)*	3,100	53.36	165,415	62.460	193,626	2.1	28,211	2,232	1.15
VALSPAR CORP *(VAL)*	4,400	30.61	134,690	38.970	171,468	1.8	36,778	3,520	2.05
Total materials			**$839,214**		**$983,816**	**10.6%**	**$144,602**	**$18,850**	**1.92%**

Telecom services	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
NII HOLDINGS INC *(NIHD)*	**9,810**	**$35.35**	**$346,756**	**$21.300**	**$208,953**	**2.2%**	**($137,803)**		

ATTACHMENT A-4

Utilities

Utilities	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AGL RES INC *(GAS)*	4 800	$34 72	$166,677	$42 260	$202,848	2 2%	$36,171	$8,640	4 26%
GREAT PLAINS ENERGY INC *(GXP)*	6,500	19 05	123,821	21.780	141,570	1.5	17,749	5,525	3.90
NORTHEAST UTILITIES *(NU)*	6,300	21.41	134,909	36.070	227,241	2.4	92,332	6,930	3.05
VECTREN CORP *(VVC)*	6,680	28 04	187,326	30 230	201,936	2 2	14,610	9,352	4 63
Total utilities			**$612,733**		**$773,595**	**8.3%**	**$160,862**	**$30,447**	**3.94%**
Total mid cap			**$6,831,898**		**$9,328,061**	**100.0%**	**$496,153**	**$197,862**	**2.12%**

ATTACHMENT A-4

Rita Allen Foundation, Inc.
EIN #13-6116429

Corporate Bonds	Tax cost	Market value
GENERAL ELEC CAP CORP 5.250 % Due 10/19/2012 Aa2 /AA+	$ 1,150,369	$ 1,138,467
AMER EXPRESS CREDIT CO 7.300 % Due 08/20/2013 A2 /BBB+	698,845	759,682
NOVARTIS CAPITAL CORP 4.125 % Due 02/10/2014 Aa2 /AA-	799,176	855,936
JPMORGAN CHASE & CO 3.700 % Due 01/20/2015 Aa3 /A+	798,304	829,440
PNC FUNDING CORP 3.625 % Due 02/08/2015 A3 /A	877,896	919,117
PROCTER & GAMBLE CO 3.500 % Due 02/15/2015 Aa3 /AA-	796,640	861,472
MEDTRONIC INC 3.000 % Due 03/15/2015 A1 /AA-	819,926	865,936
PFIZER INC 5.350 % Due 03/15/2015 A1 /AA	799,000	904,952
BANK OF NEW YORK MELLON 2 950 % Due 06/18/2015 Aa2 /AA-	599,226	622,236
FPL GROUP CAPITAL INC 2.600 % Due 09/01/2015 Baa1 /BBB+	621,012	605,472
SHELL INTERNATIONAL FIN 4.000 % Due 03/21/2014 Aa1/AA	799,784	859,872
DEUTSCHE BANK AG 3.450 % Due 03/30/2015 Aa3	598,962	609,684
CA ONTARIO (PROVINCE OF) 2.700 % Due 06/16/2015 Aa1/AA-	599,725	628,416
EKSPORTFINANS A/S EXPT 2 15 2.000 % Due 09/15/2015 Ba1/BBB+	578,843	488,744
TYCO INTERNATIONAL FINAN 3.375 % Due 10/15/2015 A3/A-	598,056	627,918
Total Corporate Bonds	$ 11,135,764	$ 11,577,344

Rita Allen Foundation, Inc.
EIN #13-6116429

Mutual Funds	Tax cost	Market value
OW LARGE CAP STRATEGIES FD	$ 14,678,185	$ 14,651,256
OW GLOBAL SML & MID CAP FD	10,035,514	11,294,783
OW GLOBAL OPPORTUNITIES FD	20,860,000	20,317,498
OW REAL RETURN FUND	16,801,014	13,498,600
OLD WESTBURY FIXED INC FD	79,909	79,826
Total Mutual Funds	$ 62,454,622	$ 59,841,963

Rita Allen Foundation, Inc.
EIN #13-6116429

US Government	Tax cost	Market value
FEDERAL HOME LOAN BANK 1.375 % Due 06/08/2012	$ 145,793	$ 145,771
US TREASURY NOTES 2.750 % Due 12/12/2017	3,797,490	3,837,971
FEDERAL HOME LOAN BANK 2.750 % Due 03/13/2015	476,078	505,609
US TREASURY NOTES 4.125 % Due 05/15/2015	2,194,713	2,395,043
US TREASURY BOND 7.500 % Due 11/15/2016	57,120	85,713
Total U.S. Government Obligations	$ 6,671,194	$ 6,970,107

Rita Allen Foundation, Inc.
EIN #13-6116429

Municipal Bonds	Tax cost	Market value
NJ EXON DEV AUTH TAXABLE SER FF REV Not callable 3.169 % Due 09/01/2014 A1/A+	$ 200,000	$ 204,158
NEW YORK ST URBAN DEV CP TAXABLE-ST PIT Not callable 2.626 % Due 12/15/2014 NR /AAA	$ 600,000	$ 624,828
NY ST DORM AUTH ST PIP PIT TAXABLE SER G Not callable 2.825 % Due 03/15/2016 /AAA	$ 492,540	$ 527,060
OHIO ST MAJOR NEW ST INFRA BAB-TAXABLE-SER 2 Not callable 3.643 % Due 06/15/2016 Aa1 /AA	$ 800,000	$ 870,128
NYS ENVIRONMENTAL FACS TAX ST CLEAN WTR REV Not callable 4.005 % Due 06/15/2017 Aa1 /AA+	$ 150,000	$ 164,370
Total Municipal Bonds	$ 2,242,540	$ 2,390,544

Rita Allen Foundation - Audit 2011
Private Foundation - Grants and Contributions Paid

Grants and Contributions Paid

Recipient's Name	Street	City	State	ZIP Code	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
92nd Street Y	1395 Lexington Avenue	New York	NY	10128	public charity	Project payment 1 of 2, 2011 Will to Create, Will to Live	$ 35,000
African Leadership Foundation	P O Box 7408	New York	NY	10150	public charity	General Operating Support	25,000
Alfredo Santiago Scholarship Fund	321 Cooper S	Camden	NJ	08102	public charity - educational institution	General Operating Support	5,000
American Rivers	1101 14th Street NW, Suite 1400	Washington	DC	20005	public charity	Campaign for Montana's Headwaters	5,000
Ashoka	1700 N Moore Street, Suite 2000	Arlington	VA	22209	public charity	Project Media2Movement Conference	10,000
Ashoka	1700 N Moore Street, Suite 2000	Arlington	VA	22209	public charity	Project. Model-Makers Scaling Impact	50,000
Brandeis University	415 South Street, Mailstop 111	Waltham	MA	02454	public charity - educational institution	general purpose of Brandeis University	74,980
Brandeis University	415 South Street, Mailstop 111	Waltham	MA	02454	public charity educational institution	general purpose of Brandeis University	67,000
Bridgespan Group, Inc	112 West 34th Street, Suite 1510	New York	NY	10120	public charity	Proejct April 2011 Capacity Building Social Media Project	35,700
Bridgespan Group, Inc	112 West 34th Street, Suite 1510	New York	NY	10120	public charity	Proejct May 2011 Capacity Building Social Media Project	35,700
Bridgespan Group, Inc	112 West 34th Street, Suite 1510	New York	NY	10120	public charity	direct expenses related to Bridgespan Capacity Building Social Media Project	171
Bridgespan Group, Inc.	112 West 34th Street, Suite 1510	New York	NY	10120	public charity	Proejct: July 2011 Capacity Building Social Media Project	53,600
Bridgespan Group, Inc.	112 West 34th Street, Suite 1510	New York	NY	10120	public charity	direct expenses related to Bridgespan Capacity Building Social Media Project	202
Bridgespan Group, Inc.	112 West 34th Street, Suite 1510	New York	NY	10120	public charity	To support Social Media Project - video cameras	8,000
Bridgespan Group, Inc.	112 West 34th Street, Suite 1510	New York	NY	10120	public charity	Second installment of $250,000 Social Media Project	75,000
Bridgespan Group, Inc.	112 West 34th Street, Suite 1510	New York	NY	10120	public charity	direct expenses - travel and other	72
Bridgespan Group, Inc	112 West 34th Street, Suite 1510	New York	NY	10120	public charity	Final installment of Social Media Plan	50,000
Bridgespan Group, Inc.	112 West 34th Street, Suite 1510	New York	NY	10120	public charity	direct expenses	1,595
Bucknell University	701 Moore Ave	Lewisburg	PA	17837	public charity educational institution	Annual Fund	5,000
California Institute of Technology	1200 E California Blvd M/C 5-32	Pasadena	CA	91125	public charity - educational institution	Prober, Neurology, 2010 Milton Cassel Scholar	110,000
The Cancer Institute of NJ	120 Albany St	New Brunswick	NJ	08901	public charity	General Operating Support	15,000
Center for Civic Responsibility	450 Main Street 2nd Floor	Metuchen	NJ	08840	public charity	Project. 2nd and final pymt Hyperlocal News Project	134,014
Center for Effective Philanthropy	675 Massachusetts Ave, 7th Floor	Cambridge	MA	02139-8540	public charity	Proejct Foundations and Social Media	45,000
Children's Hope India, Inc.	7 Edgemere Drive	Searingtown	NY	11507	public charity	General Operating Support	2,500
Columbia University	615 W 131st Street, 4th Floor	New York	NY	10027	public charity - educational institution	Bruno Neurology, 2010 Research Scholar	100,000
Community Partners International	225 Bush Street, Suite 590	San Francisco	CA	94104	public charity	Dr Cynthia Muang s Mae Tao Clinic	10,000
Council of New Jersey Grantmakers	101 West State St.	Trenton	NJ	08608	public charity	General Operating Support	4,500
Drexel University College of Medicine	3201 Arch Street, Suite 100	Philadelphia	PA	19104-2875	public charity educational institution	Ajit, 2010 Pain Research Scholar	50,000
Earth Justice	26 17th St, 6th Flr	Oakland	CA	94612	public charity	General Operating Support	15,000
Educators 4 Excellence	333 W 39th Street, Suite 703	New York	NY	10018	public charity	Proejct Social Media Implementation	40,000
Facing History and Ourselves	16 Hurd Rd	Brookline	MA	02445	public charity	Proejct. Urban Civics Learning Lab pymt #1	300,000
Feeding America	35 East Wacker Dr , Suite 2000	Chicago	IL	60601	public charity	General Operating Support	5,000
Gallatin Valley Land Trust	25 N Wilson Ave, Suite E	Bozeman	MT	59715	public charity	General Operating Support	5,000
Generation Citizen	89 South St , Suite 203	Boston	MA	02111	public charity	Proejct Social Media Implementation	41,000
Ginnie's House	4 High Street, PO Box 3156	Newton	NJ	07860	public charity	General Operating Support	5,000
Global Kids Inc.	137 East 25th Street, 2nd Floor	New York	NY	10010	public charity	Proejct: Social Media Implementation	90,000
Grantmakers for Effective Organizations	1725 DeSales Street, NW, Suite 404	Washington	DC	20036	public charity	General Operating Support	2,575
Green City Force	150 Court St , Suite 2	Brooklyn	NY	11201	public charity	Project. Social Media Implementation	35,000
Health Right International	80 Maiden Lane #607	New York	NY	10038	public charity	General Operating Support	10,000
Historic Morven, Inc.	55 Stockton St	Princeton	NJ	08540	public charity	Project. Puzzles of the Brain exhibit	5,000
Institute for Advanced Study	Einstein Drive	Princeton	NJ	08540	public charity	Research Numor Suppressor Gene Study	50,000
Isles, Inc.	10 Wood Street	Trenton	NJ	08618	public charity	Project. Urban Fresh Foods Project	150,000
Isles, Inc.	10 Wood Street	Trenton	NJ	08618	public charity	Project Social Media Implementation	44,000
John Taylor Babbitt Fnd	72 Buxton Rd	Chatham	NJ	07928	public charity	5th Annual Walk with Heart May 15, 2011	5,000
Johns Hopkins University	Meyer Bldg, Room 7-113, 600 N Wolfe St	Baltimore	MD	21287	public charity	Yuanxiang Tao, 2011 Pain Research Scholar	50,000
Johns Hopkins University	100 N Charles St , Suite 429	Baltimore	MD	21201	public charity	General Operating Support	10,000
McCarter Theater	91 University Place	Princeton	NJ	08540	public charity	General Operating Support	5,000
NJPAC	One Center St	Newark	NJ	07102	public charity	General Operating Support	5,000
People & Stories	140 East Hanover Street	Trenton	NJ	08608	public charity	General Operating Support	5,000
Philanthropy NY	79 Fifth Ave, 4th Floor	New York	NY	10003-3076	public charity	General Operating Support	450
PopTech	P O Box 1405	Camden	ME	04843	public charity	Project PeaceTXT years 2 and 3 pymt #1	250,000

ATTACHMENT B

Rita Allen Foundation - Audit 2011
Private Foundation - Grants and Contributions Paid

Grants and Contributions Paid

Recipient's Name	Street	City	State	ZIP Code	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
PopTech	P O Box 1405	Camden	ME	04843	public charity	Project 2012 Social Innovation Fellows and Science and Public Leadership Fellows	125,000
President and Fellows of Harvard College	Holyoke Center, Suite 600, 1350 Massachusettes Ave	Cambridge	MA	02138-	public charity - educational institution	Reck Peterson, Neurology 2009 Research Scholar	110,000
President and Fellows of Harvard College	Holyoke Center, Suite 600, 1350 Massachusettes Ave	Cambridge	MA	02138-	public charity - educational institution	Briana Burton, Cancer 2011 Research Scholar	110,000
Princeton Alumni Corp	12 Stockton St	Princeton	NJ	08540	public charity	General Operating Support	5,000
Princeton Alumni Corp	12 Stockton St	Princeton	NJ	08540	public charity	Project pilot year funding for Emerging Leaders program - Young Leaders	25,000
Princeton Alumni Corp	12 Stockton St	Princeton	NJ	08540	public charity	Project Emerging Leaders	100,000
Public Broadcasting Atlanta	740 Bismark Rd NE	Atlanta	GA	30324-8540	public charity	Project SHINE	50,000
Regents of the University of California	1855 Folsom Street, Box 0897	San Francisco	CA	94143-	public charity - educational institution	Elissa Hallem, Neurology 2011 Research Scholar	100,000
Salk Institute for Biological Studies	10010 North Torrey Pines Road	La Jolla	CA	92037-1099	public charity - educational institution	Axel Nimmerjahn, Neurology, 2011 Research Scholar	100,000
Salk Institute for Biological Studies	10010 North Torrey Pines Road	La Jolla	CA	92037-1099	public charity - educational institution	Zheng, Immunology 2010 Research Scholar	100,000
South Kent School	40 Bulls Bridge Rd	South Kent	CT	06785	public charity - educational institution	Millennium Scholarship Fund and Endowment Fund	15,000
Stanford University	P O Box 44253	San Francisco	CA	94144-4253	public charity - educational institution	Michael Lin Neurology, 2011 Research Scholar	100,000
Stony Brook Millstone	31 Titus Mill Rd	Pennington	NJ	08534	public charity	Project 2nd payment - wastewater treatment project	325,000
Sunlight Foundation	1818 N Street NW, Suite 300	Washington	DC	20036	public charity	Project Open State / Open Government	300,000
The Center for Public Integrity	910 17th Street, NW, 7th Floor, Suite 700	Washington	DC	20006	public charity	Project. Healthcare Investigative Reporting	250,000
The Center for Public Integrity	910 17th Street, NW, 7th Floor, Suite 700	Washington	DC	20006	public charity	Project 2nd pymt toward State Accountability Project	200,000
The Center for Public Integrity	910 17th Street, NW, 7th Floor, Suite 700	Washington	DC	20006	public charity	Project 1st pymt toward State Accountability Project	250,000
The Leadership Foundation	2120 L Street, NW, Suite 460	Washington	DC	20037	public charity	IWF Leadership Foundaion Fellows Program	2,500
The Maritime Aquarium	10 N Water St	Norwalk	CT	06854	public charity	Whole School Partnership Program	10,000
The Metropolitan Opera	Lincoln Center	New York	NY	10023	public charity	Support the Met Broadcasts Campaign, 1 of 5	100,000
The Nature Conservancy	32 South Ewing St	Helena	MT	59601	public charity	Northeastern Pennsylvania Branch	5,000
The Rockefeller University	1230 York Avenue, Box 259	New York	NY	10065-	public charity - educational institution	Tavazoie, Cancer 2009 Research Scholar	100,000
The Rockefeller University	1230 York Avenue, Box 259	New York	NY	10065-	public charity - educational institution	Smogorzewska, Cancer, 2010 Research Scholar	100,000
Trustees of Dartmouth College	11 Rope Ferry Rd	Hanover	NH	03755	public charity - educational institution	E Alfonso Romero-Sandoval, 2011 Pain Research Scholar	50,000
Trustees Univ of Pennsylvania	3451 Walnut Street	Philadelphia	PA	19148-6205	public charity - educational institution	Rahul Kohli, Cancer 2011 Research Scholar	100,000
Trustees Univ of Pennsylvania	3451 Walnut Street	Philadelphia	PA	19148-6205	public charity - educational institution	Gitler Cancer 2008 Research Scholar	100,000
Trustees Univ of Pennsylvania	3451 Walnut Street	Philadelphia	PA	19148-6205	public charity - educational institution	Black, Cancer, 2009 Research Scholar	100,000
Trustees Princeton University	PO Box 5357	Princeton	NJ	08543	public charity - educational institution	Graduate Student Teaching Mentorships in the Dept of English Fund	5,000
Trustees Univ of Pennsylvania	2525 Market Street, Suite 750	Philadelphia	PA	19104	public charity educational institution	General Operating Support- Weldon FOP Research Fund	10,000
UJA Federation	130 East 59th Street	New York	NY	10022	public charity	balance of 2010 income	36,990
UJA Federation	130 East 59th Street	New York	NY	10022	public charity	Direct support of homes for the aged	34,000
Univ of Washington School of Medicine	12455 Collections Drive	Chicago	IL	60693	public charity - educational institution	Stetson Neurology 2009 Research Scholar	100,000
Univ of Washington School of Medicine	12455 Collections Drive	Chicago	IL	60693	public charity - educational institution	Dunham, Cancer, 2010 Research Scholar	100,000
University of Arizona	P O Box 3520	Tuscon	AZ	85722-3520	public charity - educational institution	Price 2009 Pain Research Scholar	50,000
University of California, Berkeley	2195 Hearst Ave, Rm 130	Berkeley	CA	94720-1103	public charity - educational institution	Bautista, 2010 Pain Research Scholar	50,000
University of Notre Dame	1100 Grace Hall	Notre Dame	IN	46556	public charity - educational institution	General Operating Support	10,000
University of Pittsburgh	P O Box 371220	Pittsburgh	PA	15251-7220	public charity educational institution	Prescott, 2009 Pain Research Scholar	50,000
Weill Medical College of Cornell Univ	100 Broadway	New York	NY	10005-	public charity - educational institution	Dittman, Neurology 2009 Research Scholar	100,000
						Total, Part I, Line 25	$ 5,614,549

ATTACHMENT B

Rita Allen Foundation - Audit 2011
Private Foundation - Grants Payable

Recipient's Name	Street	City	State	ZIP Code	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
92nd Street Y	1395 Lexington Avenue	New York	NY	10128	public charity	investment in Will to Create Will to Live Art of Terezin	$ 15,000
Brandeis University	415 South Street, Mailstop 111	Waltham	MA	02454	public charity	general purpose of Brandeis University	76,880
Center for Public Integrity	910 17th Street, NW, 7th Floor, Suite 700	Washington	DC	20006	public charity	investment in State Accountability Project and Healthcare Investigative Reporting	300,000
Facing History and Ourselves	16 Hurd Rd	Brookline	MA	02445	public charity	investment in Urban Civics Learning Lab	200,000
PopTech / PeaceTXT	P O Box 1405	Camden	ME	04843	public charity	investment in project PeaceTXT	50,000
Stony Brook Millstone	31 Titus Mill Rd	Pennington	NJ	08534	public charity	investment in wastewater treatment project	75,000
Sunlight Foundation	1818 N Street NW, Suite 300	Washington	DC	20036	public charity	investment in Open State / Open Government project	200,000
The Metropolitan Opera	Lincoln Center	New York	NY	10023	public charity	Support the Met Broadcasts Campaign	400,000
UJA Federation	130 East 59th Street	New York	NY	10022	public charity	balance of 2010 income	37,940
						Total, Part XV, Line 3b	$ 1,354,820

ATTACHMENT C