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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.

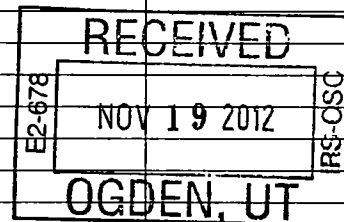
2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE RIDER-POOL FOUNDATION C/O PNC BANK N.A., TRUSTEE		A Employer identification number 23-6207356
Number and street (or P O box number if mail is not delivered to street address) 1600 MARKET STREET - TAX DEPT.	Room/suite	B Telephone number (215) 585-5597
City or town, state, and ZIP code PHILADELPHIA, PA 19103-7240		C If exemption application is pending, check here ☐
Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, 2. check here and attach computation ☐
Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,548,393.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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)
1 Contributions, gifts, grants, etc., received		5,259.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		191,679.	191,679.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		207,939.			
b Gross sales price for all assets on line 6a	2,646,950.				
7 Capital gain net income (from Part IV, line 2)			207,939.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		404,877.	399,618.		
13 Compensation of officers, directors, trustees, etc		19,699.	14,774.		4,925.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees	STMT 2	2,617.	0.		2,617.
b Accounting fees	STMT 3	7,800.	0.		7,800.
c Other professional fees	STMT 4	8,800.	8,800.		0.
17 Interest					
18 Taxes	STMT 5	7,415.	2.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	100,059.	4,814.		95,245.
24 Total operating and administrative expenses Add lines 13 through 23		146,390.	28,390.		110,587.
25 Contributions, gifts, grants paid		221,000.			221,000.
26 Total expenses and disbursements. Add lines 24 and 25		367,390.	28,390.		331,587.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		37,487.			
b Net investment income (if negative, enter -0-)			371,228.		
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	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 8	0.	245,378.	258,327.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 9	9,055,014.	8,994,986.	9,290,066.	
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	9,055,014.	9,240,364.	9,548,393.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Foundations that follow SFAS 117, check here ☐	and complete lines 24 through 26 and lines 30 and 31				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ☒	and complete lines 27 through 31			
		27 Capital stock, trust principal, or current funds	9,055,014.	9,240,364.	
		28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
		29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	9,055,014.	9,240,364.			
31 Total liabilities and net assets/fund balances	9,055,014.	9,240,364.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,055,014.
2 Enter amount from Part I, line 27a	2	37,487.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	147,863.
4 Add lines 1, 2, and 3	4	9,240,364.
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	9,240,364.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED GAIN/LOSS REPORT		P		
b LONG-TERM CAPITAL GAIN DISTRIBUTIONS		P		
c SHORT-TERM CAPITAL GAIN DISTRIBUTIONS		P		
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 2,596,247.		2,439,011.	157,236.
b 38,024.			38,024.
c 12,679.			12,679.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			157,236.
b			38,024.
c			12,679.
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	207,939.
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	371,866.	9,148,315.	.040649
2009	496,825.	8,155,799.	.060917
2008	711,966.	10,283,701.	.069232
2007	555,567.	12,233,316.	.045414
2006	550,635.	11,184,725.	.049231

2 Total of line 1, column (d)	2	.265443
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	.053089
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,896,280.
5 Multiply line 4 by line 3	5	525,384.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,712.
7 Add lines 5 and 6	7	529,096.
8 Enter qualifying distributions from Part XII, line 4	8	331,587.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	7,425.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	7,425.
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	7,425.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 8,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	575.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 575. 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?		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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

N/A

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation 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? Website address ▶ N/A	13	N/A
14 The books are in care of ▶ PNC BANK N.A. Telephone no. ▶ 215-585-5597 Located at ▶ 1600 MARKET STREET - TAX DEPARTMENT, PHILADELPHIA ZIP+4 ▶ 19103-7240		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes No X

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.

1a During the year did the foundation (either directly or indirectly):		Yes No
(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)? Organizations relying on a current notice regarding disaster assistance check here	N/A ▶ ☐	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ▶	☐ Yes ☒ No	
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

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

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

- | | |
|---|---|
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | ☐ Yes ☒ No |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | ☐ Yes ☒ No |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | ☐ Yes ☒ No |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? | ☐ Yes ☒ No |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | ☐ Yes ☒ No |

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PNC BANK N.A. 1600 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE 0.00	19,699.	0.	0.
LEON C. HOLT JR. C/O PNC BANK N.A. 1600 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE 1.00	0.	0.	0.
JOHN P. JONES III C/O PNC BANK N.A. 1600 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE 1.00	0.	0.	0.
JOHN E. MCGLADE C/O PNC BANK N.A. 1600 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE 1.00	0.	0.	0.

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

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

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

▶ **0**

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Part VII

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."

[illegible]

Total number of others receiving over \$50,000 for professional services

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.

1	N/A	
2		
3		
4		

Part IX-B

Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Describe the direct grant 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.

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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	10,047,568.
b	Average of monthly cash balances	1b	<583.>
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	10,046,985.
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	10,046,985.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	150,705.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,896,280.
6	Minimum investment return. Enter 5% of line 5	6	494,814.

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	494,814.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,425.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,425.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	487,389.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	487,389.
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	487,389.

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	331,587.
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	331,587.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	331,587.

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.

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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				487,389.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
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	41,353.			
e From 2010				
f Total of lines 3a through e	41,353.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 331,587.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				331,587.
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))	41,353.			41,353.
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				114,449.
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				

N/A

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

- Prior 3 years

- (4) Gross investment income**

[illegible]Form **990-PF** (2011)

THE RIDER-POOL FOUNDATION

Form 990-PF (2011)

C/O PNC BANK N.A., TRUSTEE

23-6207356 Page 11

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				
ALLENTOWN AREA ECUMENICAL FOOD BANK 534 CHEW STREET ALLENTOWN, PA 18103		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	4,000.
ALLENTOWN ART MUSEUM 31 N. FIFTH STREET ALLENTOWN, PA 18101		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	12,500.
ALLENTOWN RESCUE MISSION, INC. P. O. BOX 748 ALLENTOWN, PA 18105		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
ALLENTOWN SYMPHONY ASSOCIATION INC. 23 N. SIXTH STREET ALLENTOWN, PA 18101		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	7,500.
AMERICAN RED CROSS OF THE GREATER LEHIGH VALLEY 2200 AVENUE A BETHLEHEM, PA 18017		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
Total	SEE CONTINUATION SHEET(S)			221,000.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2011)

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

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

OMB No 1545-0047

2011

Name of the organization

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

Employer identification number

23-6207356

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

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

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

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

Employer identification number

23-6207356

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DOROTHY RIDER POOL 4 T/U/W PNC BANK N.A., 620 LIBERTY AVE. PITTSBURGH, PA 15222-2705	\$ 5,259.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

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

23-6207356**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization THE RIDER-POOL FOUNDATION C/O PNC BANK N.A., TRUSTEE	Employer identification number 23-6207356
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

23-6207356

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ARTSQUEST 25 WEST THIRD STREET BETHLEHEM, PA 18015		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,500.
BALLET GUILD OF LEHIGH VALLEY INC. 556 MAIN STREET BETHLEHEM, PA 18018		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
BOY SCOUTS OF AMERICA MINSI TRAILS COUNCIL, INC. 991 POSTAL ROAD ALLENTOWN, PA 18103		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
BOYS & GIRLS CLUB OF ALLENTOWN 720 N. SIXTH STREET ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	10,000.
CATHOLIC CHARTIES OF DIOCESE OF ALLENTOWN INC. 2141 DOWNEYFLAKE LANE ALLENTOWN, PA 18103-4774		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	5,000.
CITISPACE 457 ALLEN STREET ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
CIVIC THEATRE OF ALLENTOWN 527 NORTH 19TH STREET ALLENTOWN, PA 18104		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
COMMUNITY ACTION COMMITTEE OF THE LEHIGH VALLEY, INC. 1337 E. FIFTH ST BETHLEHEM, PA 18015		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	7,500.
COMMUNITY BIKE WORKS 235 N. MADISON STREET ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	4,000.
COMMUNITY MUSIC SCHOOL 23 N. 6TH ST., 2ND FL. ALLENTOWN, PA 18101		PUBLIC CHARITY	GENERAL USE OF THE SCHOOL	1,000.
Total from continuation sheets				193,000.

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

23-6207356

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COMMUNITY SERVICES FOR CHILDREN INC. 1520 HANOVER AVENUE ALLENTOWN, PA 18109		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,500.
CONGREGATIONS UNITED FOR NEIGHBORHOOD ACTION 317 NORTH 4TH ST. ALLENTOWN, PA 7500		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	7,500.
DESALES UNIVERSITY 2755 STATION AVENUE CENTER VALLEY, PA 18034-9568		PUBLIC CHARITY	GENERAL USE OF THE UNIVERSITY	5,000.
ELWYN 111 ELWYN ROAD ELWYN, PA 19063		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
EQUI-LIBRIUM INC. PO BOX 305 SCIOTA, PA 18354		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
EXECUTIVE SERVICE CORPS OF THE LEHIGH VALLEY PO BOX 428 EMMAUS, PA 18049		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
FAMILY ANSWERS, INC. 411 WALNUT STREET ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
FAMILY CONNECTION OF EASTON INC 723 COAL STREET EASTON, PA 18042		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	4,000.
GIRL SCOUTS OF EASTERN PENNSYLVANIA 2633 MORAVIAN AVENUE ALLENTOWN, PA 18103-5596		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
HISTORIC BETHLEHEM PARTNERSHIP, INC. 459 OLD YORK ROAD BETHLEHEM, PA 18018-5830		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
Total from continuation sheets				

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

23-6207356

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JUNIOR ACHIEVEMENT OF LEHIGH VALLEY INC. 531 CANAL STREET - SUITE 403 READING, PA 19602		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	5,000.
LEHIGH COUNTY CONFERENCE OF CHURCHES 534 CHEW STREET ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	7,500.
LEHIGH COUNTY HISTORICAL SOCIETY 432 W. WALNUT STREET ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
LEHIGH UNIVERSITY 420 E. PACKER AVENUE BETHLEHEM, PA 18015-3179		PUBLIC CHARITY	GENERAL USE OF THE UNIVERSITY	6,000.
LEHIGH VALLEY CHARTER HIGH SCHOOL FOR THE PERFORMING ARTS 675 E. BROAD STREET BETHLEHEM, PA 18018		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
LEHIGH VALLEY CHILDREN'S CENTERS INC. 1501 LEHIGH STREET, SUITE 208 ALLENTOWN, PA 18103		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
LEHIGH VALLEY COMMUNITY BROADCASTERS ASSOC. 301 BROADWAY BETHLEHEM, PA 18015		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	1,000.
LEHIGH VALLEY MILITARY AFFAIRS COUNCIL PO BOX 22522 LEHIGH VALLEY, PA 18002-2522		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
LEHIGH VALLEY PUBLIC TELECOMMUNICATIONS CORP 123 SESAME STREET BETHLEHEM, PA 18015-4799		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
LEHIGH VALLEY STORYTELLING GUILD 4458 COFFEETOWN ROAD SCHNECKSVILLE, PA 18078		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
Total from continuation sheets				

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

23-6207356

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LEHIGH VALLEY ZOOLOGICAL SOCIETY 5150 GAME PRESERVE ROAD SCHNECKSVILLE, PA 18078		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
MANITO LIFE CENTER 2160 N. CEDAR CREST BLVD. ALLENTOWN, PA 18104		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
MAYFAIR INC. 601 W. HAMILTON STREET ALLENTOWN, PA 18101		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	1,000.
MEALS ON WHEELS OF LEHIGH COUNTY INC 4234 DORNEY PARK ROAD ALLENTOWN, PA 18104-5727		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
MEALS ON WHEELS OF NORTHAMPTONCOUNTY BETHLEHEM AREA, INC. 4240 FRITCH DRIVE BETHLEHEM, PA 18020		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
MORAVIAN ACADEMY 4313 GREEN POND ROAD BETHLEHEM, PA 18020		PUBLIC CHARITY	GENERAL USE OF THE SCHOOL	2,500.
MOSSER VILLAGE FAMILY CENTER 614 S. CARLISLE STREET ALLENTOWN, PA 18109		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
NORTHAMPTON COUNTY AREA COMMUNITY COLLEGE FOUNDATION 3835 GREEN POND ROAD BETHLEHEM, PA 18020		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
PENNSYLVANIA PARTNERSHIPS FOR CHILDREN 116 PINE STREET, SUITE 430 HARRISBURG, PA 17101		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	3,000.
PENNSYLVANIA YOUTH THEATRE 25 W. 3RD STREET BETHLEHEM, PA 18015-1214		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
Total from continuation sheets				

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

23-6207356

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PINEBROOK FAMILY SERVICES 402 N. FULTON ST ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
PROJECT OF EASTON INC 320 FERRY STREET EASTON, PA 18042		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
REPERTORY DANCE THEATRE 1402 LINDEN STREET ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	4,000.
SATORI, LTD. 2985 FAIRFIELD DRIVE NORTH ALLENTOWN, PA 18103		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
SKILLSUSA COUNCIL 1601 UNION BOULEVARD ALLENTOWN, PA 18109		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	5,000.
STEPHEN'S PLACE 729 RIDGE STREET BETHLEHEM, PA 18015		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
STITCHES OF LOVE, INC 9141 N PRIMPROSE CIRCLE BREINGSVILLE, PA 18031-1657		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	1,000.
THE ARC OF LEHIGH AND NORTHAMPTON COUNTIES, INC. 2289 AVENUE A BETHLEHEM, PA 18017		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
THE BACH CHOIR OF BETHLEHEM 423 HEKEWELDER PLACE BETHLEHEM, PA 18018		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	10,000.
THE BAUM SCHOOL OF ART PO BOX 653, 510 LINDEN STREET ALLENTOWN, PA 18105		PUBLIC CHARITY	GENERAL USE OF THE SCHOOL	2,000.
Total from continuation sheets				

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

23-6207356

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE CHILDREN'S HOME OF EASTON 2000 SOUTH 25TH STREET EASTON, PA 18042-6031		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
THE HILLSIDE SCHOOL 2697 BROOKSIDE ROAD MACUNGIE, PA 18062		PUBLIC CHARITY	GENERAL USE OF THE SCHOOL	2,000.
THE PENNSYLVANIA SHAKESPEARE FESTIVAL OF DESALES UNIVERSITY 2755 STATION AVE. CENTER VALLEY, PA 18034		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	12,500.
THE PROGRAM FOR WOMEN & FAMILIES, INC. 927 HAMILTON STREET ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
THE SALVATION ARMY - ALLENTOWN 144 NORTH 8TH STREET ALLENTOWN, PA 18101		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	10,000.
TOUCHSTONE THEATRE 321 E. FOURTH STREET BETHLEHEM, PA 18015		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,000.
TREATMENT TRENDS INC. PO BOX 685 ALLENTOWN, PA 18105-0685		PUBLIC CHARITY	GENERAL USE OF ORGANIZATION	2,500.
TURNING POINT OF LEHIGH VALLEY, INC. 444 E. SUSGUEHANNA STREET ALLENTOWN, PA 18103		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
VALLEY YOUTH HOUSE COMMITTEE 829 LINDEN STREET ALLENTOWN, PA 18101		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
VOLUNTEERS OF AMERICA CHILDRENS CENTER 730 UNION STREET ALLENTOWN, PA 18101		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
Total from continuation sheets				

23-6207356

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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

GAIN/LOSS FED/STE REPORT INTERNAL USE ONLY
ACCOUNT 0435015 THE RIDER-POOL FOUNDATION
FROM: 01/01/11 TO: 12/31/11

PAGE: 1
RUN DATE: 04/04/12

TAX CODE	OR-OFF	SERIAL	SEQ	DATES LOT#	ACQUIRED	TRADE	G A I N / L O S S I N F O R M A T I O N				
							UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET G3075P101 ENSTAR GROUP LTD ISIN BMG3075P1014 SEDOL B1Q76J2											
830		740		41098-00001	00000	08/25/09 01/25/11	80.000	6,495.93	5,089.62	1,406.31 L	1,406.31 L
				TOTAL-LONG			80.000	6,495.93	5,089.62	1,406.31	1,406.31
ASSET G47791101 INGERSOLL-RAND PLC SEDOL: B633030 ISIN: IE00B6330302											
830		740		41084-00001	00000	10/14/10 01/11/11	370.000	17,316.15	14,432.29	2,883.86 S	2,883.86 L
				TOTAL-SHORT			370.000	17,316.15	14,432.29	2,883.86	.00
				TOTAL-LONG						.00	2,883.86
ASSET G6359F103 NABORS INDUSTRIES LTD											
830		740		41210-00001	00000	02/17/11 05/17/11	459.000	11,804.52	12,588.35	783.83-S	783.83-L
830		740		41210-00001	00000	03/03/11 05/17/11	122.000	3,137.58	3,437.29	299.71-S	299.71-L
				TOTAL-SHORT			581.000	14,942.10	16,025.64	1,083.54-	.00
				TOTAL-LONG						.00	1,083.54-
ASSET G96666105 WILLIS GROUP HOLDINGS PLC SEDOL B4XGY11 ISIN IE00B4XGY116											
830		740		41252-00001	00000	06/01/11 06/28/11	5.000	198.79	208.53	9.74-S	9.74-L
830		740		41269-00001	00000	06/01/11 07/13/11	110.000	4,558.31	4,587.69	29.38-S	29.38-L
830		740		41361-00001	00000	06/01/11 10/13/11	195.000	7,116.99	8,132.73	1,015.74-S	1,015.74-L
				TOTAL-SHORT			310.000	11,874.09	12,928.95	1,054.86-	.00
				TOTAL-LONG						.00	1,054.86-
ASSET G98290102 XL GROUP PLC SEDOL B5LRL2 ISIN IE00B5LRL25											
830		740		41105-00001	00000	08/04/10 02/01/11	555.000	12,835.29	10,039.01	2,796.28 S	2,796.28 L

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

ACCOUNT 0435015 THE RIDER-POOL FOUNDATION
GAIN/LOSS FED/STE REPORT INTERNAL USE ONLY
FROM: 01/01/11 TO: 12/31/11

PAGE: 2
RUN DATE: 04/04/12

TAX CODE	OR-OFF	SERIAL	SEQ LOT#	D A T E S (CONT'D)	ACQUIRED	TRADE	G A I N / L O S S I N F O R M A T I O N				
							UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET G98290102							555.000	12,835.29	10,039.01	2,796.28	.00
TOTAL-SHORT											
TOTAL-LONG											2,796.28
ASSET H01531104 ALLIED WORLD ASSURANCE COMPANY											
SEDOL B4LMCN9											
ISIN CH0121032772											
830	740	41252-00002	00000	01/11/10	06/28/11		5.000	280.99	229.39	51.60	L
830	740	41269-00002	00000	01/11/10	07/13/11		105.000	6,089.88	4,817.11	1,272.77	L
830	740	41382-00001	00000	01/11/10	11/03/11		74.000	4,305.23	3,394.92	910.31	L
TOTAL-LONG							184.000	10,676.10	8,441.42	2,234.68	
ASSET M22465104 CHECK POINT SOFTWARE TECH											
SEDOL 2181334											
ISIN IL0010824113											
830	740	41200-00001	00000	10/12/10	05/05/11		180.000	9,680.73	6,985.01	2,695.72	L
830	740	41200-00001	00000	01/10/11	05/05/11		20.000	1,075.64	883.72	191.92	L
830	740	41252-00003	00000	01/10/11	06/28/11		3.000	167.42	132.56	34.86	L
830	740	41269-00003	00000	01/10/11	07/13/11		66.000	3,814.72	2,916.28	898.44	L
830	740	41382-00002	00000	01/10/11	11/03/11		47.000	2,738.63	2,076.75	661.88	L
TOTAL-SHORT							316.000	17,477.14	12,994.32	4,482.82	.00
TOTAL-LONG											4,482.82
ASSET N63218106 NIELSEN HOLDINGS N.V.											
SEDOL B4NTRF5											
830	740	41382-00003	00000	08/22/11	11/03/11		93.000	2,693.22	2,517.51	175.71	S
TOTAL-SHORT							93.000	2,693.22	2,517.51	175.71	.00
TOTAL-LONG											175.71
ASSET Y0486S104 AVAGO TECHNOLOGIES LTD											
SEDOL B3WS2X9											
830	740	41382-00004	00000	07/28/11	11/03/11		89.000	3,007.25	3,088.76	81.51	-S
TOTAL-SHORT							89.000	3,007.25	3,088.76	81.51	.00
TOTAL-LONG											81.51
ASSET 003881307 ACACIA RESEARCH-ACACIA TEC											
830	740	41252-00004	00000	04/05/11	06/28/11		4.000	143.87	149.19	5.32	-S
830	740	41269-00004	00000	04/05/11	07/13/11		80.000	2,975.94	2,983.90	7.96	-S

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830	740	41382-00006	00000	04/05/11	11/03/11	
TOTAL-SHORT						
TOTAL-LONG						

ASSET	00508X203	ACTUANT CORP CLASS A (NEW)
830	740	41076-00001 00000 07/21/10 01/03/11
TOTAL-SHORT		
TOTAL-LONG		

ASSET 00758M220 ADVISORS INNER CIRCLE FD ICM
SMALL CO INSTL CL
FD #1229

831	000	41223-00001 00000 05/30/03 06/01/11
831	000	41223-00001 00000 12/17/04 06/01/11
831	000	41223-00001 00000 12/17/04 06/01/11
831	000	41223-00001 00000 12/16/05 06/01/11
831	000	41223-00001 00000 12/16/05 06/01/11
831	000	41250-00001 00000 12/16/05 06/28/11
831	000	41250-00001 00000 12/15/06 06/28/11
831	000	41250-00001 00000 12/15/06 06/28/11
831	000	41250-00001 00000 12/14/07 06/28/11
831	000	41250-00001 00000 12/14/07 06/28/11
TOTAL-LONG		

ASSET	00846U101	AGILENT TECHNOLOGIES (IPO)
830	740	41105-00003 00000 08/19/10 02/01/11
TOTAL-SHORT		
TOTAL-LONG		

ASSET	012653101	ALBEMARLE CORP
830	740	41094-00002 00000 03/16/10 01/19/11
830	740	41094-00002 00000 05/20/10 01/19/11
830	740	41103-00001 00000 05/20/10 01/28/11
830	740	41252-00006 00000 04/26/11 06/28/11
830	740	41259-00005 00000 04/26/11 07/13/11
830	740	41306-00001 00000 04/26/11 08/19/11

G A I N / L O S S				I N F O R M A T I O N	
UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L	
56.000	2,207.47	2,088.73	118.74 S	118.74 L	
140.000	5,327.28	5,221.82	105.46	.00	
				105.46	
530.000	14,162.53	9,728.20	4,434.33 S	4,434.33 L	
530.000	14,162.53	9,728.20	4,434.33	.00	
				4,434.33	

4,365.818	135,907.92	115,868.82	20,039.10 L	20,039.10 L
2,667.362	83,034.98	96,398.45	13,363.47-L	13,363.47-L
153.568	4,780.57	5,549.96	769.39-L	769.39-L
360.238	11,214.21	13,206.32	1,992.11-L	1,992.11-L
483.852	15,062.32	17,738.02	2,675.70-L	2,675.70-L
2,023.788	62,757.66	74,192.07	11,434.41-L	11,434.41-L
2,810.718	87,160.36	105,514.37	18,354.01-L	18,354.01-L
379.868	11,779.71	14,260.25	2,480.54-L	2,480.54-L
196.386	6,089.93	6,563.23	473.30-L	473.30-L
3,489.595	108,212.34	116,622.28	8,409.94-L	8,409.94-L
16,931.193	526,000.00	565,913.77	39,913.77-	39,913.77-

340.000	14,285.47	9,716.35	4,569.12 S	4,569.12 L
340.000	14,285.47	9,716.35	4,569.12	.00
				4,569.12

155.000	8,944.96	6,564.69	2,380.27 S	2,380.27 L
11.000	634.80	448.40	186.40 S	186.40 L
164.000	9,131.36	6,685.18	2,446.18 S	2,446.18 L
3.000	201.50	205.87	4.37-S	4.37-L
65.000	4,491.41	4,460.61	30.80 S	30.80 L
115.000	5,476.60	7,891.86	2,415.26-S	2,415.26-L

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CODE	OR-OFF	SERIAL	SEQ LOT#	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 039380100 (CONT'D)						-----	-----	-----	-----	-----
TOTAL-SHORT						358.000	11,638.53	12,071.83	433.30-	.00
TOTAL-LONG						-----	-----	-----	-----	433.30-
ASSET 045327103 ASPEN TECHNOLOGY INC						-----	-----	-----	-----	-----
830	740	41382-00009	00000	08/26/11	11/03/11	109.000	1,948.93	1,764.38	184.55 S	184.55 L
TOTAL-SHORT						-----	-----	-----	-----	-----
TOTAL-LONG						109.000	1,948.93	1,764.38	184.55	.00
ASSET 045604105 ASSOCIATED ESTATES RLTY CORP						-----	-----	-----	-----	-----
REIT						-----	-----	-----	-----	-----
830	740	41382-00010	00000	07/15/11	11/03/11	116.000	1,952.47	2,032.73	80.26-S	80.26-L
TOTAL-SHORT						-----	-----	-----	-----	-----
TOTAL-LONG						116.000	1,952.47	2,032.73	80.26-	.00
ASSET 053807103 AVNET INC						-----	-----	-----	-----	-----
830	740	41252-00010	00000	01/28/11	06/28/11	8.000	245.11	280.86	35.75-S	35.75-L
830	740	41269-00008	00000	01/28/11	07/13/11	162.000	4,965.20	5,687.36	722.16-S	722.16-L
830	740	41382-00011	00000	01/28/11	11/03/11	114.000	3,554.51	4,002.22	447.71-S	447.71-L
TOTAL-SHORT						-----	-----	-----	-----	-----
TOTAL-LONG						284.000	8,764.82	9,970.44	1,205.62-	.00
ASSET 073302101 BE AEROSPACE INC						-----	-----	-----	-----	-----
830	740	41252-00011	00000	04/05/11	06/28/11	8.000	319.83	290.25	29.58 S	29.58 L
830	740	41269-00009	00000	04/05/11	07/13/11	167.000	6,768.38	6,058.91	709.47 S	709.47 L
830	740	41382-00012	00000	04/05/11	11/03/11	117.000	4,530.19	4,244.86	285.33 S	285.33 L
830	740	41390-00002	00000	04/05/11	11/10/11	93.000	3,547.74	3,374.12	173.62 S	173.62 L
TOTAL-SHORT						-----	-----	-----	-----	-----
TOTAL-LONG						385.000	15,166.14	13,968.14	1,198.00	.00
ASSET 090572207 BIO RAD LABORATORIES INC						-----	-----	-----	-----	-----
CLASS A						-----	-----	-----	-----	-----
830	740	41252-00012	00000	11/07/08	06/28/11	3.000	360.11	211.24	148.87 L	148.87 L
830	740	41269-00010	00000	11/07/08	07/13/11	55.000	6,558.62	3,872.70	2,685.92 L	2,685.92 L
830	740	41314-00001	00000	11/07/08	08/29/11	17.000	1,725.70	1,197.01	528.69 L	528.69 L
830	740	41314-00001	00000	04/16/10	08/29/11	35.000	3,552.91	3,770.12	217.21-L	217.21-L
830	740	41382-00013	00000	04/16/10	11/03/11	18.000	1,755.86	1,938.92	183.06-L	183.06-L

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CODE	OR-OFF	SERIAL	SEQ	LOT#	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL	STATE
ASSET 090572207				(CONT'D)						G/L	G/L
TOTAL-LONG							128.000	13,953.20	10,989.99	2,963.21	2,963.21
ASSET 099724106 BORG WARNER INC.							41.000	3,070.43	2,679.67	390.76 S	390.76 L
830	740	41382-00014	00000	09/09/11	11/03/11		41.000	3,070.43	2,679.67	390.76 .00	390.76 .00
TOTAL-SHORT											
TOTAL-LONG							470.000	9,523.52	6,578.73	2,944.79	2,944.79
ASSET 116794108 BRUKER CORP							8.000	155.91	111.98	43.93 L	43.93 L
830	740	41252-00013	00000	05/10/10	06/28/11		462.000	9,367.61	6,466.75	2,900.86 L	2,900.86 L
830	740	41265-00001	00000	05/10/10	07/11/11						
TOTAL-LONG							470.000	9,523.52	6,578.73	2,944.79	2,944.79
ASSET 125581801 CIT GROUP INC							87.000	3,559.71	3,411.34	148.37 S	148.37 L
830	740	41173-00001	00000	09/14/10	04/08/11		4.000	173.03	156.84	16.19 S	16.19 L
830	740	41252-00014	00000	09/14/10	06/28/11		92.000	3,807.80	3,607.40	200.40 S	200.40 L
830	740	41269-00011	00000	09/14/10	07/13/11		162.000	4,858.38	6,352.15	1,493.77-S	1,493.77-L
830	740	41308-00001	00000	09/14/10	08/23/11						
TOTAL-SHORT							345.000	12,398.92	13,527.73	1,128.81-.00	1,128.81-.00
TOTAL-LONG											
ASSET 12572Q105 CME GROUP INC											
A DERIVATIVES EXCHANGE											
830	740	41076-00002	00000	05/20/10	01/03/11		6.000	1,911.05	1,872.98	38.07 S	38.07 L
830	740	41076-00002	00000	05/24/10	01/03/11		8.000	2,548.07	2,624.80	76.73-S	76.73-L
830	740	41076-00002	00000	10/27/10	01/03/11		22.000	7,007.20	6,156.70	850.50 S	850.50 L
TOTAL-SHORT							36.000	11,466.32	10,654.48	811.84 .00	811.84 .00
TOTAL-LONG											
ASSET 14161H108 CARDTRONICS INC							80.000	1,988.76	1,620.70	368.06 S	368.06 L
830	740	41382-00015	00000	10/04/11	11/03/11		80.000	1,988.76	1,620.70	368.06 .00	368.06 .00
TOTAL-SHORT											
TOTAL-LONG											
ASSET 143130102 CARMAX INC							99.000	3,026.37	3,198.52	172.15-S	172.15-L
830	740	41382-00016	00000	07/25/11	11/03/11						

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TAX				DATES		G A I N / L O S S		I N F O R M A T I O N		
CODE	OR-OFF	SERIAL	SEQ LOT#	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 200340107 (CONT'D)										
TOTAL-SHORT						355.000	12,656.47	13,620.24	963.77-	
TOTAL-LONG									.00	963.77-
ASSET 205768203 COMSTOCK RESOURCES INC										
830	740	41325-00001	00000	08/02/11	09/07/11	165.000	3,194.27	4,941.98	1,747.71-S	1,747.71-L
TOTAL-SHORT						165.000	3,194.27	4,941.98	1,747.71-	.00
TOTAL-LONG									.00	1,747.71-
ASSET 216831107 COOPER TIRE & RUBBER CO										
830	740	41252-00017	00000	12/03/10	06/28/11	12.000	237.83	266.60	28.77-S	28.77-L
830	740	41263-00001	00000	12/03/10	07/07/11	336.000	6,869.76	7,464.88	595.12-S	595.12-L
830	740	41263-00001	00000	02/14/11	07/07/11	367.000	7,503.57	8,627.07	1,123.50-S	1,123.50-L
TOTAL-SHORT						715.000	14,611.16	16,358.55	1,747.39-	.00
TOTAL-LONG									.00	1,747.39-
ASSET 228368106 CROWN HOLDINGS INC										
830	740	41088-00001	00000	04/21/10	01/12/11	230.000	7,686.82	6,237.12	1,449.70 S	1,449.70 L
830	740	41088-00001	00000	05/20/10	01/12/11	46.000	1,537.36	1,085.39	451.97 S	451.97 L
830	740	41252-00018	00000	05/20/10	06/28/11	8.000	307.51	188.76	118.75 L	118.75 L
830	740	41269-00014	00000	05/20/10	07/13/11	169.000	6,447.22	3,987.65	2,459.57 L	2,459.57 L
830	740	41287-00003	00000	05/20/10	08/02/11	82.000	3,087.06	1,934.83	1,152.23 L	1,152.23 L
830	740	41287-00003	00000	03/07/11	08/02/11	64.000	2,409.41	2,524.25	114.84-S	114.84-L
830	740	41308-00002	00000	03/07/11	08/23/11	152.000	5,027.06	5,995.09	968.03-S	968.03-L
TOTAL-SHORT						751.000	26,502.44	21,953.09	818.80	.00
TOTAL-LONG									3,730.55	4,549.35
ASSET 229899109 CULLEN FROST BANKERS INC										
830	740	41382-00021	00000	08/11/11	11/03/11	43.000	2,125.87	2,069.65	56.22 S	56.22 L
TOTAL-SHORT						43.000	2,125.87	2,069.65	56.22	.00
TOTAL-LONG									.00	56.22
ASSET 23918K108 DAVITA INC										
830	740	41382-00022	00000	09/15/11	11/03/11	37.000	2,693.91	2,728.96	35.05-S	35.05-L

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					UNITS	PROCEEDS		TAX COST
ASSET 23918K108 (CONT'D)					37.000	2,693.91	2,728.96	35.05- .00
TOTAL-SHORT								
TOTAL-LONG								
ASSET 254067101 DILLARDS INC					5.000	259.04	223.75	35.29 S
830	740	41252-00019	00000	04/15/11	137.000	7,905.61	6,130.71	1,774.90 S
830	740	41266-00002	00000	04/15/11	52.000	2,987.34	2,326.98	660.36 S
830	740	41269-00015	00000	04/15/11	91.000	3,783.63	4,072.22	288.59-S
830	740	41305-00002	00000	04/15/11				288.59-L
TOTAL-SHORT					285.000	14,935.62	12,753.66	.00
TOTAL-LONG								2,181.96
ASSET 25470M109 DISH NETWORK CORP					93.000	2,209.63	2,552.00	342.37-S
830	740	41382-00023	00000	10/10/11				342.37-L
CL A					93.000	2,209.63	2,552.00	.00
TOTAL-SHORT								
TOTAL-LONG								342.37-
ASSET 254709108 DISCOVER FINANCIAL W/I					552.000	13,975.43	8,480.60	5,494.83 L
830	740	41215-00001	00000	04/08/10	10.000	259.39	153.63	105.76 L
830	740	41252-00020	00000	04/08/10	118.000	3,138.74	1,812.88	1,325.86 L
830	740	41269-00016	00000	04/08/10	84.000	2,234.35	1,316.05	918.30 S
830	740	41269-00016	00000	09/08/10	356.000	8,046.91	5,577.52	2,469.39 L
830	740	41364-00001	00000	09/08/10				2,469.39 L
TOTAL-SHORT					1,120.000	27,654.82	17,340.68	918.30
TOTAL-LONG								9,395.84
ASSET 25659T107 DOLBY LABORATORIES INC					105.000	4,915.56	4,199.53	716.03 L
830	740	41227-00002	00000	04/25/08	150.000	7,022.24	8,330.62	1,308.38-S
830	740	41227-00002	00000	02/04/11				1,308.38-L
CLASS A					255.000	11,937.80	12,530.15	716.03
TOTAL-SHORT								1,308.38-
TOTAL-LONG								716.03
ASSET 26153C103 DREAMWORKS ANIMATION SKG					180.000	5,233.76	6,500.92	1,267.16-S
830	740	41119-00001	00000	05/17/10	232.000	6,745.73	7,101.20	355.47-S
830	740	41119-00001	00000	05/24/10				355.47-L

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								UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 261608103 DRESSER-RAND GROUP INC.												
830		740	41252-00021	00000	05/23/11	06/28/11		3.000	153.65	142.19	11.46 S	11.46 L
830		740	41269-00017	00000	05/23/11	07/13/11		62.000	3,307.63	2,938.67	368.96 S	368.96 L
830		740	41293-00001	00000	05/23/11	08/08/11		110.000	4,307.94	5,213.76	905.82-S	905.82-L
TOTAL-SHORT												
TOTAL-LONG								412.000	11,979.49	13,602.12	1,622.63-	.00
												1,622.63-
ASSET 26884L109 EQT CORPORATION												
830		740	41382-00024	00000	09/07/11	11/03/11		29.000	1,853.93	1,783.71	70.22 S	70.22 L
TOTAL-SHORT												
TOTAL-LONG								29.000	1,853.93	1,783.71	70.22	.00
												70.22
ASSET 278265103 EATON VANCE CORP												
COM NON VTG												
830		740	41215-00002	00000	03/03/11	05/20/11		390.000	12,400.08	12,427.62	27.54-S	27.54-L
TOTAL-SHORT												
TOTAL-LONG								390.000	12,400.08	12,427.62	27.54-	.00
												27.54-
ASSET 29977A105 EVERCORE PARTNERS INC												
CL A												
830		740	41252-00022	00000	05/11/11	06/28/11		6.000	197.57	214.25	16.68-S	16.68-L
830		740	41269-00018	00000	05/11/11	07/13/11		124.000	3,940.64	4,427.80	487.16-S	487.16-L
830		740	41382-00025	00000	05/11/11	11/03/11		87.000	2,437.69	3,106.61	668.92-S	668.92-L
TOTAL-SHORT												
TOTAL-LONG								217.000	6,575.90	7,748.66	1,172.76-	.00
												1,172.76-
ASSET 30212P105 EXPEDIA INC												
EXCH 12/21/11 SEE 30212P303 &												
896945201												
830		740	41252-00023	00000	04/08/11	06/28/11		6.000	169.79	149.97	19.82 S	19.82 L
830		740	41269-00019	00000	04/08/11	07/13/11		121.000	3,715.83	3,024.41	691.42 S	691.42 L
830		740	41382-00026	00000	04/08/11	11/03/11		85.000	2,393.55	2,124.58	268.97 S	268.97 L
830		740	41402-00001	00000	04/08/11	11/22/11		5.000	129.99	124.98	5.01 S	5.01 L
830		740	41419-00002	00000	04/08/11	12/12/11		124.000	3,497.35	3,099.39	397.96 S	397.96 L

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TAX		DATES		TRADE		G A I N / L O S S I N F O R M A T I O N					STATE	
CODE	OR-OFF SERIAL	SEQ LOT#	ACQUIRED	TRADE		UNITS	PROCEEDS	TAX COST	FEDERAL G/L		G/L	
ASSET 366651107 (CONT'D)												
TOTAL-SHORT						305.000	11,185.92	12,407.40	1,221.48-		.00	
TOTAL-LONG										1,221.48-		
ASSET 382388106 GOODRICH CORPORATION												
830	740	41187-00001	00000 09/29/10	04/21/11		140.000	12,284.92	10,445.83	1,839.09 S	1,839.09 L		
TOTAL-SHORT						140.000	12,284.92	10,445.83	1,839.09		.00	
TOTAL-LONG										1,839.09		
ASSET 384313102 GRAFTECH INTERNATIONAL LTD												
830	740	41252-00025	00000 02/24/11	06/28/11		10.000	195.49	204.75	9.26-S	9.26-L		
830	740	41269-00021	00000 02/24/11	07/13/11		207.000	4,291.02	4,238.31	52.71 S	52.71 L		
830	740	41287-00004	00000 02/24/11	08/02/11		80.000	1,446.37	1,637.99	191.62-S	191.62-L		
830	740	41287-00004	00000 04/27/11	08/02/11		286.000	5,170.78	6,334.53	1,163.75-S	1,163.75-L		
TOTAL-SHORT						583.000	11,103.66	12,415.58	1,311.92-		.00	
TOTAL-LONG										1,311.92-		
ASSET 388689101 GRAPHIC PACKAGING HLDG CO												
830	740	41252-00026	00000 05/05/11	06/28/11		53.000	287.25	286.20	1.05 S	1.05 L		
830	740	41269-00022	00000 05/05/11	07/13/11		1,120.000	5,902.28	6,048.00	145.72-S	145.72-L		
830	740	41382-00029	00000 05/05/11	11/03/11		813.000	3,630.95	4,390.20	759.25-S	759.25-L		
TOTAL-SHORT						1,986.000	9,820.48	10,724.40	903.92-		.00	
TOTAL-LONG										903.92-		
ASSET 401617105 GUESS INC												
830	740	41245-00003	00000 11/05/10	06/21/11		275.000	11,643.19	11,327.20	315.99 S	315.99 L		
TOTAL-SHORT						275.000	11,643.19	11,327.20	315.99		.00	
TOTAL-LONG										315.99		
ASSET 411511306 HARBOR INTERNATIONAL FUND												
CLASS INS												
831	000	41159-00003	00000 05/25/06	03/29/11		266.272	16,604.72	14,735.49	1,869.23 L	1,869.23 L		
831	000	41159-00003	00000 05/30/06	03/29/11		142.644	8,895.28	7,845.42	1,049.86 L	1,049.86 L		
831	000	41223-00002	00000 12/20/05	06/01/11		369.280	23,800.09	17,995.00	5,805.09 L	5,805.09 L		
831	000	41223-00002	00000 12/19/06	06/01/11		889.075	57,300.87	54,269.15	3,031.72 L	3,031.72 L		
831	000	41223-00002	00000 12/19/07	06/01/11		496.703	32,012.50	34,292.40	2,279.90-L	2,279.90-L		
831	000	41223-00002	00000 12/19/08	06/01/11		572.328	36,886.54	22,349.40	14,537.14 L	14,537.14 L		
831	000	41250-00002	00000 12/19/08	06/28/11		164.860	10,356.51	6,437.78	3,918.73 L	3,918.73 L		

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G A I N / L O S S I N F O R M A T I O N												
TAX CODE	OR-OFF	SERIAL	SEQ	DATE	LOT#	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
831	000	41250-00002	00000	12/18/09	06/28/11			544.716	34,219.06	29,131.43	5,087.63 L	5,087.63 L
	000	41250-00002	00000	12/17/10	06/28/11			539.775	33,908.66	31,927.70	1,980.96 S	1,980.96 L
	000	41250-00003	00000	05/30/06	06/28/11			3,229.863	202,900.00	177,642.45	25,257.55 L	25,257.55 L
	000	41271-00001	00000	05/30/06	07/19/11			263.857	16,406.62	14,512.13	1,894.49 L	1,894.49 L
	000	41271-00001	00000	11/07/06	07/19/11			1,505.201	93,593.38	92,193.56	1,399.82 L	1,399.82 L
TOTAL-SHORT								8,984.574	566,884.23	503,331.91	1,980.96	.00
TOTAL-LONG											61,571.36	63,552.32
ASSET 413875105 HARRIS CORP												
830	740	41252-00027	00000	04/19/11	06/28/11			6.000	266.27	300.27	34.00-S	34.00-L
830	740	41269-00023	00000	04/19/11	07/13/11			125.000	5,404.89	6,255.59	850.70-S	850.70-L
830	740	41272-00002	00000	04/19/11	07/18/11			116.000	4,862.22	5,805.18	942.96-S	942.96-L
830	740	41272-00002	00000	05/04/11	07/18/11			106.000	4,443.06	5,133.97	690.91-S	690.91-L
TOTAL-SHORT								353.000	14,976.44	17,495.01	2,518.57-	.00
TOTAL-LONG											.00	2,518.57-
ASSET 418056107 HASBRO INC												
830	740	41179-00001	00000	02/11/10	04/14/11			255.000	11,584.17	9,025.98	2,558.19 L	2,558.19 L
830	740	41179-00001	00000	05/17/10	04/14/11			17.000	772.28	695.04	77.24 S	77.24 L
830	740	41230-00002	00000	05/17/10	06/06/11			238.000	10,522.47	9,730.53	791.94 L	791.94 L
TOTAL-SHORT								510.000	22,878.92	19,451.55	77.24	.00
TOTAL-LONG											3,350.13	3,427.37
ASSET 423452101 HELMERICH & PAYNE INC												
830	740	41102-00002	00000	06/02/10	01/27/11			40.000	2,282.84	1,474.34	808.50 S	808.50 L
830	740	41124-00002	00000	06/02/10	02/17/11			140.000	8,555.96	5,160.21	3,395.75 S	3,395.75 L
TOTAL-SHORT								180.000	10,838.80	6,634.55	4,204.25	.00
TOTAL-LONG											.00	4,204.25
ASSET 441060100 HOSP IRA INC												
830	740	41201-00001	00000	03/10/10	05/06/11			245.000	13,862.28	13,279.71	582.57 L	582.57 L
830	740	41201-00001	00000	03/16/10	05/06/11			60.000	3,394.84	3,347.88	46.96 L	46.96 L
TOTAL-SHORT								305.000	17,257.12	16,627.59	629.53	
TOTAL-LONG												629.53
ASSET 44267D107 HOWARD HUGHES CORP THE-W I												
830	740	41252-00028	00000	06/07/11	06/28/11			3.000	190.19	221.24	31.05-S	31.05-L
830	740	41269-00024	00000	06/07/11	07/13/11			63.000	3,948.13	4,646.12	697.99-S	697.99-L
830	740	41349-00001	00000	06/07/11	10/03/11			34.000	1,396.78	2,507.43	1,110.65-S	1,110.65-L

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							UNITS	PROCEEDS	TAX COST	FEDERAL G/L	G/L
830	740	41349-00001	00000	06/13/11	10/03/11		76.000	3,122.23	5,205.74	2,083.51-S	2,083.51-L
							176.000	8,657.33	12,580.53	3,923.20-	.00
										.00	3,923.20-
ASSET 443510201 HUBBELL INC							200.000	13,565.88	10,994.00	2,571.88 S	2,571.88 L
830	740	41137-00004	00000	10/25/10	03/03/11		200.000	13,565.88	10,994.00	2,571.88	.00
										.00	2,571.88
ASSET 445658107 HUNT J B TRANSPORT SERVICES INC							3.000	139.46	133.74	5.72 S	5.72 L
830	740	41252-00029	00000	04/08/11	06/28/11		68.000	3,268.69	3,031.44	237.25 S	237.25 L
830	740	41269-00025	00000	04/08/11	07/13/11		87.000	3,715.69	3,878.46	162.77-S	162.77-L
830	740	41382-00030	00000	04/08/11	11/03/11						
							158.000	7,123.84	7,043.64	80.20	.00
										.00	80.20
ASSET 446150104 HUNTINGTON BANCSHARES INC							26.000	166.13	189.00	22.87-S	22.87-L
830	740	41252-00031	00000	01/27/11	06/28/11		546.000	3,412.43	3,969.09	556.66-S	556.66-L
830	740	41269-00026	00000	01/27/11	07/13/11		965.000	5,868.34	7,014.98	1,146.64-S	1,146.64-L
830	740	41277-00003	00000	01/27/11	07/21/11						
							1,537.000	9,446.90	11,173.07	1,726.17-	.00
										.00	1,726.17-
ASSET 44919P508 IAC / INTERACTIVECORP-W/I							8.000	295.75	237.99	57.76 S	57.76 L
830	740	41252-00032	00000	03/15/11	06/28/11		166.000	6,299.57	4,938.32	1,361.25 S	1,361.25 L
830	740	41269-00027	00000	03/15/11	07/13/11		99.000	4,185.66	2,945.14	1,240.52 S	1,240.52 L
830	740	41382-00031	00000	03/15/11	11/03/11		17.000	718.75	629.07	89.68 S	89.68 L
830	740	41382-00031	00000	06/01/11	11/03/11						
							290.000	11,499.73	8,750.52	2,749.21	.00
										.00	2,749.21
ASSET 45103T107 ICON PUB LTD CO							260.000	5,200.47	7,135.68	1,935.21-S	1,935.21-L
830	740	41133-00001	00000	03/25/10	03/01/11		253.000	5,060.46	5,895.66	835.20-S	835.20-L
830	740	41133-00001	00000	01/12/11	03/01/11						

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				ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
TOTAL-SHORT						513.000	10,260.93	13,031.34	2,770.41-	.00
TOTAL-LONG										2,770.41-
ASSET 451734107 IHS INC CLASS A										
830	740	41168-00003	00000	04/09/08	04/05/11	60.000	5,334.18	3,818.64	1,515.54 L	1,515.54 L
830	740	41168-00003	00000	09/19/08	04/05/11	85.000	7,556.75	4,408.06	3,148.69 L	3,148.69 L
TOTAL-LONG						145.000	12,890.93	8,226.70	4,664.23	4,664.23
ASSET 452327109 ILLUMINA INC										
830	740	41356-00003	00000	08/12/11	10/07/11	113.000	3,073.83	5,915.32	2,841.49-S	2,841.49-L
TOTAL-SHORT						113.000	3,073.83	5,915.32	2,841.49-	.00
TOTAL-LONG										2,841.49-
ASSET 45865V100 INTERCONTINENTAL EXCHANGE INC										
830	740	41252-00033	00000	11/11/09	06/28/11	2.000	244.93	217.07	27.86 L	27.86 L
830	740	41269-00028	00000	11/11/09	07/13/11	42.000	5,303.65	4,558.51	745.14 L	745.14 L
830	740	41382-00032	00000	11/11/09	11/03/11	16.000	2,043.96	1,736.57	307.39 L	307.39 L
830	740	41382-00032	00000	01/03/11	11/03/11	13.000	1,660.71	1,563.05	97.66 S	97.66 L
TOTAL-SHORT						73.000	9,253.25	8,075.20	97.66	.00
TOTAL-LONG									1,080.39	1,178.05
ASSET 460690100 INTERPUBLIC GROUP COMPANIES INC										
830	740	41252-00034	00000	03/01/11	06/28/11	22.000	265.53	282.46	16.93-S	16.93-L
830	740	41269-00029	00000	03/01/11	07/13/11	459.000	5,741.97	5,893.10	151.13-S	151.13-L
830	740	41284-00002	00000	03/01/11	07/28/11	810.000	8,280.31	10,399.59	2,119.28-S	2,119.28-L
TOTAL-SHORT						1,291.000	14,287.81	16,575.15	2,287.34-	.00
TOTAL-LONG										2,287.34-
ASSET 46113M108 INTERVAL LEISURE GROUP - W/I										
830	740	41236-00001	00000	10/14/08	06/10/11	240.000	3,120.66	1,464.79	1,655.87 L	1,655.87 L
830	740	41236-00001	00000	02/08/10	06/10/11	285.000	3,705.78	3,619.50	86.28 L	86.28 L

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					DATES	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST
ASSET 46113M108 (CONT'D)										
TOTAL-LONG										
525.000										
6,826.44										
5,084.29										
1,742.15										
1,742.15										
ASSET 465685105 ITC HOLDINGS CORP										
830	740	41269-00030	00000	07/11/11	07/13/11	65.000	4,741.00	4,631.97	109.03 S	109.03 L
830	740	41382-00033	00000	07/11/11	11/03/11	45.000	3,396.98	3,206.74	190.24 S	190.24 L
TOTAL-SHORT										
110.000										
8,137.98										
7,838.71										
299.27										
.00										
299.27										
ASSET 48020Q107 JONES LANG LASALLE INC										
REIT										
830	740	41293-00002	00000	07/27/11	08/08/11	62.000	4,082.13	5,444.57	1,362.44-S	1,362.44-L
TOTAL-SHORT										
62.000										
4,082.13										
5,444.57										
1,362.44-										
.00										
1,362.44-										
ASSET 48242W106 KBR INC										
830	740	41252-00035	00000	01/20/11	06/28/11	8.000	294.71	256.08	38.63 S	38.63 L
830	740	41269-00031	00000	01/20/11	07/13/11	175.000	6,473.12	5,601.80	871.32 S	871.32 L
830	740	41306-00002	00000	01/20/11	08/19/11	310.000	7,909.78	9,923.20	2,013.42-S	2,013.42-L
TOTAL-SHORT										
493.000										
14,677.61										
15,781.08										
1,103.47-										
.00										
1,103.47-										
ASSET 50540R409 LABORATORY CORP OF AMERICA HLDG										
830	740	41192-00002	00000	10/25/07	04/27/11	85.000	8,144.81	5,931.30	2,213.51 L	2,213.51 L
830	740	41382-00034	00000	08/01/11	11/03/11	35.000	2,886.39	3,087.65	201.26-S	201.26-L
TOTAL-SHORT										
120.000										
11,031.20										
9,018.95										
201.26-										
2,213.51										
2,012.25										
ASSET 515098101 LANDSTAR SYS INC										
830	740	41158-00001	00000	02/17/11	03/24/11	185.000	8,236.50	8,422.18	185.68-S	185.68-L
TOTAL-SHORT										
185.000										
8,236.50										
8,422.18										
185.68-										
.00										
185.68-										
ASSET 517942108 LASALLE HOTEL PPTY S										
REIT										
830	740	41382-00035	00000	09/02/11	11/03/11	103.000	2,569.82	1,811.08	758.74 S	758.74 L

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					ASSET 517942108	(CONT'D)			UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
830	740	41269-00032	00000	07/07/11	07/13/11	ASSET 517942108 (CONT'D)							
						TOTAL-SHORT							
						TOTAL-LONG							
830	740	41327-00002	00000	07/07/11	09/09/11	ASSET 521865204 LEAR CORP- W/I							
						TOTAL-SHORT							
						TOTAL-LONG							
833	740	41406-00001	00000	02/15/11	12/02/11	ASSET 530322106 LIBERTY MEDIA CORP							
						LIBERTY CAPITAL							
						TOTAL-SHORT							
830	740	41382-00036	00000	02/15/11	11/03/11	ASSET 530322304 LIBERTY MEDIA CORP							
						CONV 11/29/2011							
						SEE 530322106							
830	740	41252-00036	00000	02/15/11	06/28/11	ASSET 53071M708 LIBERTY MEDIA STARZ SERIES A							
						EXCH 9/23/2011							
						SEE 530322304							
830	740	41269-00033	00000	02/15/11	07/13/11	ASSET 53217V109 LIFE TECHNOLOGIES CORP							
						TOTAL-SHORT							
						TOTAL-LONG							
830	740	41299-00002	00000	01/12/11	08/12/11	ASSET 53217V109 LIFE TECHNOLOGIES CORP							
						TOTAL-SHORT							
						TOTAL-LONG							

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TAX CODE	OR-OFF ASSET	SERIAL	DATES		TRADE	G A I N / L O S S I N F O R M A T I O N						
			SEQ LOT#	ACQUIRED		UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L		
ASSET 53217V109		(CONT'D)										
			TOTAL-SHORT			211.000	9,115.05	11,780.78				
			TOTAL-LONG							2,665.73-		2,665.73-
ASSET 553530106		MSC INDL DIRECT INC										
		CL A										
830	740	41382-00037	00000	09/15/11	11/03/11	45.000	3,104.49	2,776.00		328.49 S		328.49 L
			TOTAL-SHORT			45.000	3,104.49	2,776.00		328.49		.00
			TOTAL-LONG							.00		328.49
ASSET 585028106		MEDNAX INC										
						3.000	216.35	164.33		52.02 L		52.02 L
830	740	41252-00038	00000	02/08/10	06/28/11	60.000	4,412.91	3,286.67		1,126.24 L		1,126.24 L
830	740	41269-00035	00000	02/08/10	07/13/11	43.000	2,897.71	2,355.44		542.27 L		542.27 L
830	740	41382-00038	00000	02/08/10	11/03/11							
			TOTAL-LONG			106.000	7,526.97	5,806.44		1,720.53		1,720.53
ASSET 595017104		MICROCHIP TECHNOLOGY INC										
						335.000	13,132.62	9,931.41		3,201.21 S		3,201.21 L
830	740	41210-00002	00000	09/17/10	05/17/11	245.000	9,604.45	7,539.02		2,065.43 S		2,065.43 L
830	740	41252-00039	00000	06/23/11	06/28/11	5.000	184.69	184.25		.44 S		.44 L
830	740	41269-00036	00000	06/23/11	07/13/11	109.000	3,598.02	4,016.63		418.61-S		418.61-L
830	740	41315-00002	00000	06/23/11	08/30/11	192.000	6,334.04	7,075.16		741.12-S		741.12-L
			TOTAL-SHORT			886.000	32,853.82	28,746.47		4,107.35		.00
			TOTAL-LONG							.00		4,107.35
ASSET 595137100		MICROSEMI CORP										
						10.000	195.99	220.52		24.53-S		24.53-L
830	740	41252-00040	00000	05/19/11	06/28/11	206.000	4,196.13	4,542.77		346.64-S		346.64-L
830	740	41269-00037	00000	05/19/11	07/13/11	364.000	5,680.07	8,027.04		2,346.97-S		2,346.97-L
830	740	41315-00003	00000	05/19/11	08/30/11							
			TOTAL-SHORT			580.000	10,072.19	12,790.33		2,718.14-		.00
			TOTAL-LONG							.00		2,718.14-
ASSET 59522J103		MID AMER APT CMNTYS INC										
						27.000	1,660.19	1,803.33		143.14-S		143.14-L
830	740	41382-00039	00000	08/18/11	11/03/11							

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							UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L	
ASSET 59522J103 (CONT'D)							-----	-----	-----	-----	-----	-----
				TOTAL-SHORT			27.000	1,660.19	1,803.33	143.14-	.00	143.14-
				TOTAL-LONG						.00		
ASSET 61022P100 MONOTYPE IMAGING HOLDINGS INC							-----	-----	-----	-----	-----	-----
830		740	41252-00041	00000	05/14/08	06/28/11	10.000	138.99	150.00	11.01-L	11.01-L	11.01-L
830		740	41269-00038	00000	05/14/08	07/13/11	213.000	2,947.86	3,195.00	247.14-L	247.14-L	247.14-L
830		740	41382-00040	00000	05/14/08	11/03/11	52.000	727.05	780.00	52.95-L	52.95-L	52.95-L
830		740	41382-00040	00000	05/15/08	11/03/11	97.000	1,356.23	1,455.00	98.77-L	98.77-L	98.77-L
				TOTAL-LONG			372.000	5,170.13	5,580.00	409.87-	409.87-	409.87-
ASSET 615369105 MOODY'S CORP							-----	-----	-----	-----	-----	-----
830		740	41252-00042	00000	03/25/11	06/28/11	6.000	225.11	196.57	28.54 S	28.54 S	28.54 S
830		740	41269-00039	00000	03/25/11	07/13/11	371.000	13,504.47	12,154.59	1,349.88 S	1,349.88 S	1,349.88 S
				TOTAL-SHORT			377.000	13,729.58	12,351.16	1,378.42	.00	.00
				TOTAL-LONG						.00	1,378.42	1,378.42
ASSET 626717102 MURPHY OIL CORP							-----	-----	-----	-----	-----	-----
830		740	41102-00004	00000	11/04/10	01/27/11	110.000	7,270.00	7,412.94	142.94-S	142.94-L	142.94-L
				TOTAL-SHORT			110.000	7,270.00	7,412.94	142.94-	.00	.00
				TOTAL-LONG						.00	142.94-	142.94-
ASSET 629377508 NRG ENERGY, INC.							-----	-----	-----	-----	-----	-----
830		740	41382-00041	00000	07/27/11	11/03/11	84.000	1,824.44	2,103.18	278.74-S	278.74-L	278.74-L
830		740	41419-00005	00000	07/27/11	12/12/11	127.000	2,321.57	3,179.82	858.25-S	858.25-S	858.25-L
				TOTAL-SHORT			211.000	4,146.01	5,283.00	1,136.99-	.00	.00
				TOTAL-LONG						.00	1,136.99-	1,136.99-
ASSET 655044105 NOBLE ENERGY INC							-----	-----	-----	-----	-----	-----
830		740	41116-00002	00000	05/26/09	02/10/11	10.000	877.45	555.28	322.17 L	322.17 L	322.17 L
830		740	41116-00002	00000	08/12/09	02/10/11	95.000	8,335.75	5,750.43	2,585.32 L	2,585.32 L	2,585.32 L
830		740	41116-00002	00000	02/11/10	02/10/11	80.000	7,019.57	5,873.22	1,146.35 S	1,146.35 S	1,146.35 L

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CODE	OR-OFF	SERIAL	SEQ LOT#	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 655044105 (CONT'D)						-----	-----	-----	-----	-----
TOTAL-SHORT						185.000	16,232.77	12,178.93	1,146.35	.00
TOTAL-LONG									2,907.49	4,053.84
ASSET 678026105 OIL STATES INTERNATIONAL INC										
830	740	41252-00043	00000	02/10/11	06/28/11	3.000	225.86	209.93	15.93 S	15.93 L
830	740	41269-00040	00000	02/10/11	07/13/11	62.000	5,055.38	4,338.54	716.84 S	716.84 L
830	740	41382-00042	00000	02/10/11	11/03/11	44.000	3,061.46	3,078.96	17.50-S	17.50-L
TOTAL-SHORT						109.000	8,342.70	7,627.43	715.27	.00
TOTAL-LONG									.00	715.27
ASSET 688239201 OSHKOSH CORPORATION										
CLASS B										
830	740	41168-00004	00000	06/02/10	04/05/11	305.000	10,965.30	10,817.62	147.68 S	147.68 L
830	740	41175-00004	00000	06/02/10	04/12/11	60.000	1,990.49	2,128.06	137.57-S	137.57-L
830	740	41175-00004	00000	09/17/10	04/12/11	244.000	8,094.64	6,723.52	1,371.12 S	1,371.12 L
TOTAL-SHORT						609.000	21,050.43	19,669.20	1,381.23	.00
TOTAL-LONG									.00	1,381.23
ASSET 722005626 PIMCO ALL ASSET FUND										
INSTL										
831	000	41325-00002	00000	06/01/11	09/09/11	653.595	8,000.00	8,261.44	261.44-S	261.44-L
TOTAL-SHORT						653.595	8,000.00	8,261.44	261.44-	.00
TOTAL-LONG									.00	261.44-
ASSET 727493108 PLANTRONICS INC NEW										
830	740	41252-00044	00000	05/06/11	06/28/11	8.000	289.99	292.63	2.64-S	2.64-L
830	740	41269-00041	00000	05/06/11	07/13/11	163.000	6,040.66	5,962.29	78.37 S	78.37 L
830	740	41382-00043	00000	05/06/11	11/03/11	114.000	3,820.09	4,169.95	349.86-S	349.86-L
TOTAL-SHORT						285.000	10,150.74	10,424.87	274.13-	.00
TOTAL-LONG									.00	274.13-
ASSET 729132100 PLEXUS CORP										
830	740	41136-00001	00000	06/11/10	03/02/11	315.000	9,316.73	9,846.15	529.42-S	529.42-L
830	740	41136-00001	00000	01/20/11	03/02/11	391.000	11,564.58	10,744.76	819.82 S	819.82 L

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ASSET 729132100 (CONT'D)															
TOTAL-SHORT						706.000	20,881.31								
TOTAL-LONG								20,590.91	290.40	.00					
ASSET 731068102 POLARIS INDS INC															
830	740	41382-00044	00000	08/18/11	11/03/11	38.000	2,472.99	1,844.38	628.61	S	628.61	L			
830	740	41390-00005	00000	08/18/11	11/10/11	58.000	3,611.49	2,815.10	796.39	S	796.39	L			
TOTAL-SHORT						96.000	6,084.48		1,425.00	.00					
TOTAL-LONG								4,659.48							
ASSET 741479109 T ROWE PRICE GROWTH STOCK															
FD # 40															
831	000	41209-00001	00000	09/27/04	05/18/11	117.924	4,000.00	2,810.13	1,189.87	L	1,189.87	L			
831	000	41223-00005	00000	09/27/04	06/01/11	1,674.140	56,000.00	39,894.76	16,105.24	L	16,105.24	L			
TOTAL-SHORT						1,792.064	60,000.00		17,295.11						
TOTAL-LONG								42,704.89							
ASSET 74267C106 PROASSURANCE CORPORATION															
830	740	41252-00045	00000	05/05/09	06/28/11	2.000	139.41	90.04	49.37	L	49.37	L			
830	740	41269-00042	00000	05/05/09	07/13/11	43.000	3,083.90	1,935.86	1,148.04	L	1,148.04	L			
830	740	41375-00002	00000	05/05/09	10/27/11	75.000	5,819.51	3,376.50	2,443.01	L	2,443.01	L			
830	740	41375-00002	00000	08/09/11	10/27/11	5.000	387.97	355.94	32.03	S	32.03	S			
830	740	41382-00045	00000	08/09/11	11/03/11	29.000	2,244.84	2,064.44	180.40	S	180.40	L			
TOTAL-SHORT						154.000	11,675.63	7,822.78	212.43						
TOTAL-LONG									3,640.42						
ASSET 743312100 PROGRESS SOFTWARE CORP															
830	740	41252-00046	00000	05/06/10	06/28/11	11.000	255.74	238.08	17.66	L	17.66	L			
830	740	41256-00001	00000	05/06/10	06/29/11	619.000	14,380.83	13,397.31	983.52	L	983.52	L			
TOTAL-SHORT						630.000	14,636.57		1,001.18						
ASSET 74834T103 QUEST SOFTWARE INC															
830	740	41168-00005	00000	02/26/10	04/05/11	395.000	9,987.11	6,655.75	3,331.36	L	3,331.36	L			
830	740	41168-00005	00000	02/04/11	04/05/11	341.000	8,621.78	8,643.26	21.48	-S	21.48	-S			

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						UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L		
830	ASSET 751028101 RALCORP HLDGS INC NEW	740	41375-00003	00000	08/25/11	10/27/11	TOTAL-SHORT	736.000	18,608.89	15,299.01	21.48-	.00
							TOTAL-LONG			3,331.36	3,309.88	
							TOTAL-SHORT	110.000	8,890.71	8,979.73	89.02-S	89.02-L
							TOTAL-LONG	110.000	8,890.71	8,979.73	89.02-	.00
830	ASSET 754907103 RAYONIER INC	740	41252-00047	00000	07/08/09	06/28/11	191.75	104.16	87.59 L	87.59 L		
							3,823.48	1,978.95	1,844.53 L	1,844.53 L		
							2,522.35	1,388.74	1,133.61 L	1,133.61 L		
							TOTAL-LONG	120.000	6,537.58	3,471.85	3,065.73	3,065.73
830	ASSET 772739207 ROCK-TENN CO	740	41252-00048	00000	09/14/09	06/28/11	320.74	240.46	80.28 L	80.28 L		
							1,844.96	1,442.76	402.20 L	402.20 L		
							5,104.40	3,572.29	1,532.11 L	1,532.11 L		
							4,720.00	3,314.06	1,405.94 L	1,405.94 L		
830	ASSET 776696106 ROPER INDS INC NEW	740	41091-00002	00000	03/17/08	01/18/11	183.90	179.66	4.24 S	4.24 L		
							3,661.01	4,012.37	351.36-S	351.36-L		
							15,835.01	12,761.60	347.12-	.00		
							TOTAL-LONG	265.000		3,420.53	3,073.41	
830	ASSET 77779307 ROSETTA RESOURCES INC	740	41368-00001	00000	08/08/11	10/20/11	1,890.50	1,381.37	509.13 L	509.13 L		
							6,805.81	4,774.50	2,031.31 L	2,031.31 L		
							7,183.92	6,080.00	1,103.92 S	1,103.92 L		
							9,783.65	8,900.73	882.92 S	882.92 L		
830	ASSET 77779307 ROSETTA RESOURCES INC	740	41369-00002	00000	08/25/11	10/21/11	25,663.88	21,136.60	1,986.84	.00		
							TOTAL-LONG	337.000		2,540.44	4,527.28	
							3,096.63	3,491.30	394.67-S	394.67-L		
							1,247.92	1,193.23	54.69 S	54.69 L		
830	ASSET 77779307 ROSETTA RESOURCES INC	740	41382-00048	00000	08/08/11	11/03/11	785.72	804.99	19.27-S	19.27-L		

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					ACQUIRED			UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L	
ASSET 784117103 SEI INVESTMENT CO													
830		740	41129-00001	00000	04/29/10	02/23/11		123.000	5,130.27	5,489.52	359.25-	.00	359.25-
TOTAL-SHORT													
TOTAL-LONG													
ASSET 78442P106 SLM CORP													
830		740	41252-00049	00000	08/12/10	06/28/11		14.000	237.15	162.55	74.60 S	74.60 L	74.60 L
830		740	41269-00045	00000	08/12/10	07/13/11		291.000	4,766.48	3,378.71	1,387.77 S	1,387.77 L	1,387.77 L
830		740	41382-00049	00000	08/12/10	11/03/11		332.000	4,598.14	3,854.75	743.39 L	743.39 L	743.39 L
TOTAL-SHORT								637.000	9,601.77	7,396.01	1,462.37	.00	.00
TOTAL-LONG											743.39	2,205.76	.30-
ASSET 786514208 SAFEWAY INC													
830		740	41187-00002	00000	01/03/11	04/21/11		699.000	17,334.31	15,719.67	1,614.64 S	1,614.64 L	1,614.64 L
TOTAL-SHORT								699.000	17,334.31	15,719.67	1,614.64	.00	.00
TOTAL-LONG											.00	1,614.64	1,614.64
ASSET 790849103 ST JUDE MEDICAL INC													
830		740	41252-00050	00000	03/05/10	06/28/11		6.000	280.79	233.82	46.97 L	46.97 L	46.97 L
830		740	41269-00046	00000	03/05/10	07/13/11		121.000	5,639.70	4,715.37	924.33 L	924.33 L	924.33 L
830		740	41382-00050	00000	03/05/10	11/03/11		3.000	117.36	116.91	.45 L	.45 L	.45 L
830		740	41382-00050	00000	03/24/10	11/03/11		82.000	3,207.77	3,310.92	103.15-L	103.15-L	103.15-L
830		740	41425-00001	00000	03/24/10	12/16/11		53.000	1,761.79	2,139.99	378.20-L	378.20-L	378.20-L
TOTAL-LONG								265.000	11,007.41	10,517.01	490.40		490.40
ASSET 83421A104 SOLERA HOLDINGS INC													
830		740	41252-00051	00000	04/25/11	06/28/11		4.000	231.31	212.90	18.41 S	18.41 L	18.41 L
830		740	41269-00047	00000	04/25/11	07/13/11		86.000	5,140.98	4,577.39	563.59 S	563.59 L	563.59 L
830		740	41356-00005	00000	04/25/11	10/07/11		152.000	7,597.42	8,090.28	492.86-S	492.86-L	492.86-L

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ASSET		83421A104		(CONT'D)						
		TOTAL-SHORT				242.000	12,969.71	12,880.57	89.14	.00
		TOTAL-LONG								
ASSET		834376501		SOLUTIONIA INC						
830	740	41252-00052	00000	06/03/10	06/28/11	17.000	369.57	260.13	109.44 L	109.44 L
830	740	41269-00048	00000	06/03/10	07/13/11	350.000	7,591.35	5,355.60	2,235.75 L	2,235.75 L
830	740	41300-00001	00000	06/03/10	08/15/11	273.000	4,847.24	4,177.36	669.88 L	669.88 L
830	740	41382-00051	00000	07/01/10	11/03/11	137.000	2,286.11	1,742.10	544.01 L	544.01 L
		TOTAL-SHORT				777.000	15,094.27	11,535.19	3,559.08	3,559.08
		TOTAL-LONG								
ASSET		871607107		SYNOPSYS INC						
830	740	41088-00004	00000	12/02/10	01/12/11	444.000	11,851.22	11,343.80	507.42 S	507.42 L
		TOTAL-SHORT				444.000	11,851.22	11,343.80	507.42	.00
		TOTAL-LONG							.00	507.42
ASSET		87817A107		TEAM HEALTH HOLDINGS INC						
830	740	41252-00053	00000	05/06/11	06/28/11	6.000	136.25	132.10	4.15 S	4.15 L
830	740	41269-00049	00000	05/06/11	07/13/11	132.000	3,014.82	2,906.16	108.66 S	108.66 L
830	740	41382-00052	00000	05/06/11	11/03/11	93.000	1,899.02	2,047.53	148.51-S	148.51-L
		TOTAL-SHORT				231.000	5,050.09	5,085.79	35.70-	.00
		TOTAL-LONG							.00	35.70-
ASSET		879360105		TELEDYNE TECHNOLOGIES INC						
830	740	41234-00002	00000	02/05/09	06/08/11	190.000	8,494.58	5,235.76	3,258.82 L	3,258.82 L
		TOTAL-SHORT				190.000	8,494.58	5,235.76	3,258.82	3,258.82
		TOTAL-LONG								
ASSET		88157K101		TESCO CORP						
830	740	41252-00054	00000	08/12/10	06/28/11	12.000	225.95	138.69	87.26 S	87.26 L
830	740	41269-00050	00000	08/12/10	07/13/11	254.000	5,110.38	2,935.55	2,174.83 S	2,174.83 L
830	740	41382-00053	00000	08/12/10	11/03/11	179.000	2,822.82	2,068.76	754.06 L	754.06 L
		TOTAL-SHORT				445.000	8,159.15	5,143.00	2,262.09	.00
		TOTAL-LONG							754.06	3,016.15
ASSET		886423102		TIDEWATER INC						
830	740	41252-00055	00000	01/27/11	06/28/11	4.000	208.87	230.53	21.66-S	21.66-L
830	740	41269-00051	00000	01/27/11	07/13/11	74.000	4,027.00	4,264.83	237.83-S	237.83-L

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CODE	OR-OFF	SERIAL	SEQ LOT#	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L		
830	740	41382-00054	00000	01/27/11	11/03/11	52.000	2,461.63	2,996.91	535.28-S	535.28-L		
TOTAL-SHORT						130.000	6,697.50	7,492.27	794.77-	.00		
TOTAL-LONG									.00	794.77-		
ASSET 88706M103 TIM HORTONS INC												
830	740	41382-00055	00000	10/13/11	11/03/11	47.000	2,300.13	2,250.05	50.08 S	50.08 L		
TOTAL-SHORT						47.000	2,300.13	2,250.05	50.08	.00		
TOTAL-LONG									.00	50.08		
ASSET 891894107 TOWERS WATSON & CO												
CLASS A												
830	740	41269-00052	00000	07/01/11	07/13/11	68.000	4,292.75	4,481.89	189.14-S	189.14-L		
830	740	41350-00003	00000	07/01/11	10/04/11	53.000	3,040.41	3,493.23	452.82-S	452.82-L		
830	740	41382-00056	00000	07/01/11	11/03/11	27.000	1,751.45	1,779.57	28.12-S	28.12-L		
TOTAL-SHORT						148.000	9,084.61	9,754.69	670.08-	.00		
TOTAL-LONG									.00	670.08-		
ASSET 89469A104 TREEHOUSE FOODS INC WHEN ISS												
830	740	41252-00056	00000	03/18/11	06/28/11	5.000	274.99	261.21	13.78 S	13.78 L		
830	740	41269-00053	00000	03/18/11	07/13/11	109.000	5,800.86	5,694.33	106.53 S	106.53 L		
830	740	41270-00002	00000	03/18/11	07/14/11	193.000	10,303.78	10,082.63	221.15 S	221.15 L		
TOTAL-SHORT						307.000	16,379.63	16,038.17	341.46	.00		
TOTAL-LONG									.00	341.46		
ASSET 911363109 UNITED RENTALS INC												
830	740	41252-00057	00000	12/08/10	06/28/11	8.000	193.27	178.89	14.38 S	14.38 L		
830	740	41269-00054	00000	12/08/10	07/13/11	178.000	4,391.17	3,980.38	410.79 S	410.79 L		
830	740	41276-00001	00000	12/08/10	07/20/11	169.000	4,145.71	3,779.13	366.58 S	366.58 L		
830	740	41276-00001	00000	12/10/10	07/20/11	145.000	3,556.97	3,353.53	203.44 S	203.44 L		
TOTAL-SHORT						500.000	12,287.12	11,291.93	995.19	.00		
TOTAL-LONG									.00	995.19		
ASSET 918204108 V-F CORP												
830	740	41179-00002	00000	11/30/09	04/14/11	100.000	10,019.41	7,183.86	2,835.55 L	2,835.55 L		
830	740	41179-00002	00000	04/08/10	04/14/11	85.000	8,516.49	6,961.50	1,554.99 L	1,554.99 L		

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BANK 21 PNC BANK (21)
REGION 35 PHILADELPHIA
OFFICE 001 C & E

ACCOUNT 0435015 THE RIDER-POOL FOUNDATION
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TAX CODE	OR-OFF	SERIAL	SEQ LOT#	D A T E S ACQUIRED	T R A D E (CONT'D)	G A I N / L O S S I N F O R M A T I O N				
						UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 918204108						185.000	18,535.90	14,145.36	4,390.54	4,390.54
TOTAL-LONG										
ASSET 921937868 VANGUARD TOTAL BOND MARKET INDEX FUND CL SIG FD #1351						181.818	2,000.00	1,767.27	232.73 L	232.73 L
831	000	41332-00001	00000	11/13/08	09/16/11	181.818	2,000.00	1,767.27	232.73	232.73
TOTAL-LONG										
ASSET 922207105 VARIAN SEMICONDUCTOR EQUIP W/I MERGED 11/10/11 @ \$63.00 P/S						299.000	18,313.40	12,382.70	5,930.70 S	5,930.70 L
830	740	41199-00003	00000	01/12/11	05/04/11	299.000	18,313.40	12,382.70	5,930.70	.00
TOTAL-SHORT									.00	.00
TOTAL-LONG									.00	5,930.70
ASSET 92343E102 VERISIGN INC						6.000	196.49	220.84	24.35-S	24.35-L
830	740	41252-00058	00000	05/18/11	06/28/11	120.000	4,042.72	4,416.72	374.00-S	374.00-L
830	740	41269-00055	00000	05/18/11	07/13/11	213.000	6,124.72	7,839.67	1,714.95-S	1,714.95-L
830	740	41298-00002	00000	05/18/11	08/11/11					
TOTAL-SHORT						339.000	10,363.93	12,477.23	2,113.30-	.00
TOTAL-LONG									.00	2,113.30-
ASSET 92345Y106 VERISK ANALYTICS INC CLASS A						72.000	2,694.18	2,493.22	200.96 S	200.96 L
830	740	41382-00057	00000	10/03/11	11/03/11	72.000	2,694.18	2,493.22	200.96	.00
TOTAL-SHORT									.00	.00
TOTAL-LONG									.00	200.96
ASSET 92769L101 VIRGIN MEDIA INC						470.000	12,096.77	9,633.78	2,462.99 S	2,462.99 L
830	740	41111-00001	00000	08/12/10	02/07/11	470.000	12,096.77	9,633.78	2,462.99	.00
TOTAL-SHORT									.00	.00
TOTAL-LONG									.00	2,462.99
ASSET 92927K102 WABCO HOLDINGS INC						167.000	7,140.40	9,819.87	2,679.47-S	2,679.47-L
830	740	41362-00001	00000	08/03/11	10/14/11					

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BANK 21 PNC BANK (21)
REGION 35 PHILADELPHIA
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TAX CODE	OR-OFF ASSET	SERIAL	SEQ LOT#	D A T E S (CONT'D)	ACQUIRED	TRADE	G A I N / L O S S I N F O R M A T I O N				
							UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 92927K102 (CONT'D)							-----	-----	-----	-----	-----
TOTAL-SHORT							167.000	7,140.40	9,819.87	2,679.47-	.00
TOTAL-LONG										.00	2,679.47-
ASSET 941053100 WASTE CONNECTIONS INC											
830	740	41140-00001	00000	01/08/08	03/08/11		375.000	10,714.93	7,592.10	3,122.83 L	3,122.83 L
830	740	41140-00001	00000	05/26/10	03/08/11		330.000	9,429.14	7,669.44	1,759.70 S	1,759.70 L
830	740	41252-00059	00000	05/18/11	06/28/11		10.000	316.09	319.10	3.01-S	3.01-S
830	740	41269-00056	00000	05/18/11	07/13/11		217.000	7,074.06	6,924.47	149.59 S	149.59 L
830	740	41333-00004	00000	05/18/11	09/15/11		114.000	3,852.55	3,637.74	214.81 S	214.81 L
830	740	41333-00004	00000	06/08/11	09/15/11		69.000	2,331.80	2,107.58	224.22 S	224.22 L
830	740	41382-00058	00000	06/08/11	11/03/11		80.000	2,672.74	2,443.58	229.16 S	229.16 L
TOTAL-SHORT							1,195.000	36,391.31	30,694.01	2,574.47	.00
TOTAL-LONG										3,122.83	5,697.30
ASSET 966387102 WHITING PETROLEUM CORP											
830	740	41185-00004	00000	08/25/09	04/19/11		40.000	2,767.33	990.37	1,776.96 L	1,776.96 L
830	740	41185-00004	00000	03/18/10	04/19/11		72.000	4,981.20	2,902.16	2,079.04 L	2,079.04 L
830	740	41252-00060	00000	03/18/10	06/28/11		3.000	165.71	120.92	44.79 L	44.79 L
830	740	41269-00057	00000	03/18/10	07/13/11		63.000	3,534.23	2,539.39	994.84 L	994.84 L
830	740	41284-00003	00000	03/18/10	07/28/11		72.000	3,955.73	2,902.17	1,053.56 L	1,053.56 L
830	740	41293-00004	00000	03/18/10	08/08/11		40.000	1,863.99	1,612.31	251.68 L	251.68 L
830	740	41293-00004	00000	07/26/11	08/08/11		83.000	3,867.77	5,203.97	1,336.20-S	1,336.20-L
TOTAL-SHORT							373.000	21,135.96	16,271.29	1,336.20-	.00
TOTAL-LONG										6,200.87	4,864.67
ASSET 968223206 WILEY JOHN A SONS INC											
CLASS A											
830	740	41252-00061	00000	02/09/06	06/28/11		4.000	204.99	151.96	53.03 L	53.03 L
830	740	41269-00058	00000	02/09/06	07/13/11		74.000	3,796.86	2,811.26	985.60 L	985.60 L
830	740	41382-00059	00000	02/09/06	11/03/11		52.000	2,461.11	1,975.48	485.63 L	485.63 L
TOTAL-SHORT							130.000	6,462.96	4,938.70	1,524.26	1,524.26
ASSET 978097103 WOLVERINE WORLD WIDE INC											
830	740	41252-00062	00000	09/01/09	06/28/11		3.000	124.16	74.18	49.98 L	49.98 L
830	740	41269-00060	00000	09/01/09	07/13/11		70.000	2,799.94	1,730.76	1,069.18 L	1,069.18 L
830	740	41382-00060	00000	09/01/09	11/03/11		104.000	3,814.67	2,571.43	1,243.24 L	1,243.24 L
830	740	41420-00004	00000	09/01/09	12/13/11		20.000	705.99	494.50	211.49 L	211.49 L
830	740	41420-00004	00000	07/13/11	12/13/11		66.000	2,329.75	2,636.63	306.88-S	306.88-L

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BANK 21 PNC BANK (21)
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TAX CODE	OR-OFF	SERIAL	SEQ	LOT#	DATES	ACQUIRED	TRADE	G A I N / L O S S I N F O R M A T I O N				
								UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
TOTAL-SHORT								263.000	9,774.51	7,507.50	306.88-	.00
TOTAL-LONG											2,573.89	2,267.01
ASSET 98310W108 WYNDHAM WORLDWIDE CORP												
830	740	41252-00063	00000	02/07/11	06/28/11			7.000	233.72	212.00	21.72 S	21.72 L
830	740	41269-00061	00000	02/07/11	07/13/11			142.000	4,826.48	4,300.54	525.94 S	525.94 L
830	740	41382-00061	00000	02/07/11	11/03/11			100.000	3,393.95	3,028.55	365.40 S	365.40 L
TOTAL-SHORT								249.000	8,454.15	7,541.09	913.06	.00
TOTAL-LONG											.00	913.06
=====												
STATE LISTED SALES-TOTAL LONG								71,398.409	2596,247.40	2439,011.29	.00	157,236.11
FEDERAL LISTED SALES-TOTAL SHORT								34,865.535	1122,886.63	1095,569.15	27,317.48	.00
LONG								36,532.874	1473,360.77	1343,442.14	129,918.63	.00
CAPITAL GAIN DISTRIBUTIONS											38,023.60 L	.00 L
=====												
GRAND TOTAL-SHORT								71,398.409	2596,247.40	2439,011.29	27,317.48	.00
-LONG											167,942.23	157,236.11
CARRYOVER(CURRENT)											.00 S	.00 S
											.00 M	.00 M
											.00 L	.00 L

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DOMESTIC DIVIDENDS	138,749.	0.	138,749.
DOMESTIC DIVIDENDS	52,677.	0.	52,677.
FOREIGN DIVIDENDS	131.	0.	131.
FOREIGN DIVIDENDS	122.	0.	122.
TOTAL TO FM 990-PF, PART I, LN 4	191,679.	0.	191,679.

FORM 990-PF

LEGAL FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GADSDEN, SCHNEIDER & WOODWARD, LLP	2,617.	0.		2,617.
TO FM 990-PF, PG 1, LN 16A	2,617.	0.		2,617.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CAMPBELL, RAPPORD, & YURASITS LLP	3,800.	0.		3,800.	
EISNER AMPER LLP	4,000.	0.		4,000.	
TO FORM 990-PF, PG 1, LN 16B	7,800.	0.		7,800.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BUCK CONSULTANTS INC.	8,800.	8,800.			0.
TO FORM 990-PF, PG 1, LN 16C	8,800.	8,800.			0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX FORM 990-PF 12/31/2010	4,000.	0.		0.	
FEDERAL ESTIMATED EXCISE TAX FORM 990-PF 12/31/2011	1,413.	0.		0.	
FEDERAL ESTIMATED EXCISE TAX FORM 990-PF 12/31/2011	2,000.	0.		0.	
FOREIGN TAXES ON DIVIDENDS	2.	2.		0.	
TO FORM 990-PF, PG 1, LN 18	7,415.	2.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2011 SHARED OPERATING EXPENSES WITH DOROTHY RIDER POOL HEALTH CARE TRUST PHILADELPHIA INSURANCE COMPANIES - DIRECTORS & OFFICERS INSURANCE MANAGED ACCOUNT INVESTMENT AND SERVICE FEES JANGLE - ANNUAL REPORT MISCELLANEOUS EXPENSE OFFICE SUPPLIES UNITED STATES POSTAL SERVICE CLERK OF ORPHANS' COURT - FILING FEE	90,284. 722. 4,814. 2,005. 19. 37. 178. 2,000.	0. 0. 4,814. 0. 0. 0. 0.		90,284. 722. 0. 2,005. 19. 37. 178. 2,000.
TO FORM 990-PF, PG 1, LN 23	100,059.	4,814.		95,245.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTIONAMOUNT

ADJUSTMENT TO BOOK CARRYING VALUE

3.

ADJUSTMENT INCREASE IN BOOK CARRYING VALUE VS. TAX COST

147,860.

- TOTAL TO FORM 990-PF, PART III, LINE 3

147,863.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK	245,378.	258,327.
TOTAL TO FORM 990-PF, PART II, LINE 10B	245,378.	258,327.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CASH EQUIVALENTS	COST	198,849.	198,849.
LIMITED PARTNERSHIP	COST	452,500.	470,435.
MUTUAL FUNDS - FIXED	COST	2,730,649.	2,853,088.
MUTUAL FUNDS - EQUITY	COST	5,612,988.	5,767,694.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,994,986.	9,290,066.

SUMMARY OF INVESTMENTS

AS OF 12/31/11

ACCOUNT
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THE RIDER POOL FDN CONSOLIDATED

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	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET
PRINCIPAL CASH						
CASH EQUIVALENTS	119,967.22	119,967.22	119,967.22	1.282		
FIXED INCOME MUTUAL FUNDS - FIXED	2,632,501.20	2,635,746.48	2,752,314.77	29.418	85,795.80	3.117
EQUITIES						
COMMON STOCK	245,378.43	249,542.67	258,327.37	2.761	3,004.25	1.163
MUTUAL FUNDS - EQUITY	5,599,964.77	5,847,119.27	5,754,719.62	61.510	117,205.15	2.037
OTHER EQUITY ASSETS	452,500.00	452,500.00	470,434.78	5.028		
TOTAL EQUITIES	6,297,843.20	6,549,161.94	6,483,481.77	69.299	120,209.40	1.854
TOTAL PRINCIPAL ASSETS	9,050,311.62	9,304,875.64	9,355,763.76	100.000	206,005.20	2.202
CASH EQUIVALENTS	78,881.52	78,881.52	78,881.52	40.950		
FIXED INCOME MUTUAL FUNDS - FIXED	98,148.20	98,148.20	100,773.42	52.315	3,178.94	3.155
EQUITIES MUTUAL FUNDS - EQUITY	13,022.92	13,022.92	12,974.17	6.735	111.67	.861
ACCOUNT TOTAL	9,240,364.26	9,494,928.28	9,548,392.87		209,295.81	2.192

STATEMENT OF INVESTMENTS

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PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
CASH EQUIVALENTS								
5,043.300	BLACKROCK FUNDS MONEY MARKET INSTITUTIONAL SHARES #01 ACCOUNT 21-35-740-0435015	5,043.30	5,043.30	5,043.30	.053			1.000
1,090.590	BLACKROCK FUNDS MONEY MARKET INSTITUTIONAL SHARES #01 (INCOME INVESTMENT) ACCOUNT 21-35-740-0435015	1,090.59	1,090.59	1,090.59	.011			1.000
114,923.920	BLACKROCK FUNDS MONEY MARKET INSTITUTIONAL SHARES #01 ACCOUNT 21-35-001-0435015	114,923.92	114,923.92	114,923.92	1.204			1.000
77,790.930	BLACKROCK FUNDS MONEY MARKET INSTITUTIONAL SHARES #01 (INCOME INVESTMENT) ACCOUNT 21-35-001-0435015	77,790.93	77,790.93	77,790.93	.815			1.000
	TOTAL CASH EQUIVALENTS	198,848.74	198,848.74	198,848.74	2.083			
COMMON STOCK								
41.000	TOWERS WATSON & CO CLASS A	2,702.32	2,702.32	2,457.13	.026	16.40	.667	59.930
71.000	WOLVERINE WORLD WIDE INC	2,202.87	2,836.38	2,530.44	.027	34.08	1.347	35.640



STATEMENT OF INVESTMENTS

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THE RIDER POOL FDN CONSOLIDATED

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
54.000	ROCK-TENN CO CL A	2,782.48	3,233.85	3,115.80	.033	43.20	1.386	57.700
151.000	CARMAX INC	4,878.55	4,878.55	4,602.48	.048			30.480
44.000	EQT CORPORATION	2,706.32	2,706.32	2,410.76	.025	38.72	1.606	54.790
72.000	CASH AMERICA INTERNATIONAL INC	4,111.62	4,111.62	3,357.36	.035	10.08	.300	46.630
53.000	LABORATORY CORP OF AMERICA HLDG	4,675.58	4,675.58	4,556.41	.048			85.970
63.000	SOTHEBY'S	1,985.41	1,985.41	1,797.39	.019	20.16	1.122	28.530
45.000	INTERCONTINENTAL EXCHANGE INC	5,142.88	5,410.57	5,424.75	.057			120.550
208.000	SOLUTIA INC	2,994.39	2,644.95	3,594.24	.038	31.20	.868	17.280
173.000	PLANTRONICS INC NEW	6,328.08	6,328.08	6,165.72	.065	34.60	.561	35.640
177.000	ASSOCIATED ESTATES RLTY CORP REIT	3,101.66	3,101.66	2,823.15	.030	120.36	4.263	15.950
31.000	FOSSIL INC	2,629.27	2,629.27	2,460.16	.026			79.360
3.000	RELIANCE STL & ALUM CO	130.76	130.76	146.07	.002	1.80	1.232	48.690
111.000	ALLIED WORLD ASSURANCE COMPANY SEDOL B41MCN9 ISIN CH0121032772 ACCOUNT 21-35-740-0435015	5,092.38	5,092.38	6,985.23	.073	166.50	2.384	62.930
71.000	CHECK POINT SOFTWARE TECH SEDOL 2181334 ISIN IL0010824113 ACCOUNT 21-35-740-0435015	2,959.53	3,137.21	3,730.34	.039			52.540



STATEMENT OF INVESTMENTS

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PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
142.000	NIELSEN HOLDINGS N.V. SEDOL B4NTRF5 ACCOUNT 21-35-740-0435015	3,843.94	3,843.94	4,215.98	.044			29.690
136.000	AVAGO TECHNOLOGIES LTD SEDOL B3WS2X9 ACCOUNT 21-35-740-0435015	4,719.91	4,719.91	3,924.96	.041	65.28	1.663	28.860
87.000	ACACIA RESEARCH-ACACIA TEC ACCOUNT 21-35-740-0435015	3,238.38	3,238.39	3,176.37	.033			36.510
110.000	AGILENT TECHNOLOGIES (IPO) ACCOUNT 21-35-740-0435015	3,795.85	3,795.85	3,842.30	.040	44.00	1.145	34.930
97.000	AMETEK INC NEW ACCOUNT 21-35-740-0435015	4,039.34	4,039.34	4,083.70	.043	23.28	.570	42.100
140.000	AMPHENOL CORP NEW CL A ACCOUNT 21-35-740-0435015	3,451.00	3,451.00	6,354.60	.067	58.80	.925	45.390
81.000	ANSYS INC ACCOUNT 21-35-740-0435015	4,193.32	4,193.32	4,639.68	.049			57.280
302.000	ASPEN TECHNOLOGY INC ACCOUNT 21-35-740-0435015	5,108.71	5,108.71	5,239.70	.055			17.350
172.000	AVNET INC ACCOUNT 21-35-740-0435015	6,038.44	6,038.44	5,347.48	.056	51.60	.965	31.090
84.000	BE AEROSPACE INC ACCOUNT 21-35-740-0435015	3,047.60	3,047.60	3,251.64	.034			38.710



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PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
26.000	BIO RAD LABORATORIES INC CLASS A	2,312.65	2,800.66	2,497.04	.026			96.040
62.000	BORG WARNER INC. ACCOUNT 21-35-740-0435015	4,052.18	4,052.18	3,951.88	.041	29.76	.753	63.740
121.000	CARDTRONICS INC ACCOUNT 21-35-740-0435015	2,451.32	2,451.32	3,274.26	.034			27.060
105.000	CEPHEID INC ACCOUNT 21-35-740-0435015	3,265.50	3,265.50	3,613.05	.038			34.410
61.000	CHURCH & DWIGHT INC ACCOUNT 21-35-740-0435015	2,633.58	2,633.58	2,791.36	.029	58.56	2.098	45.760
112.000	COMERICA INC ACCOUNT 21-35-740-0435015	2,886.07	2,886.07	2,889.60	.030	44.80	1.550	25.800
115.000	CROWN HOLDINGS INC ACCOUNT 21-35-740-0435015	3,760.55	3,760.55	3,861.70	.040			33.580
65.000	CULLEN FROST BANKERS INC ACCOUNT 21-35-740-0435015	3,128.54	3,128.54	3,439.15	.036	119.60	3.478	52.910
56.000	DAVITA INC ACCOUNT 21-35-740-0435015	4,130.32	4,130.32	4,245.36	.044			75.810
142.000	DISH NETWORK CORP CL A	3,896.59	3,896.59	4,044.16	.042	284.00	7.022	28.480
131.000	EVERCORE PARTNERS INC CL A	4,695.09	4,723.79	3,487.22	.037	104.80	3.005	26.620



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PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
193.000	FLOWERS FOODS INC ACCOUNT 21-35-740-0435015	3,995.66	3,995.66	3,663.14	.038	115.80	3.161	18.980
223.000	FOREST CITY ENTERPRISES CLASS A ACCOUNT 21-35-740-0435015	2,719.95	2,719.96	2,635.86	.028	71.36	2.707	11.820
39.000	GARDNER DENVER INC ACCOUNT 21-35-740-0435015	2,888.82	2,888.82	3,005.34	.031	7.80	.260	77.060
1,232.000	GRAPHIC PACKAGING HLDG CO ACCOUNT 21-35-740-0435015	6,618.18	6,569.12	5,248.32	.055			4.260
133.000	HUNT J B TRANSPORT SERVICES INC ACCOUNT 21-35-740-0435015	6,082.56	6,182.92	5,994.31	.063	74.48	1.243	45.070
176.000	IAC / INTERACTIVE CORP-W/I ACCOUNT 21-35-740-0435015	5,764.66	6,512.74	7,497.60	.079	84.48	1.127	42.600
69.000	ITC HOLDINGS CORP ACCOUNT 21-35-740-0435015	4,917.01	4,917.01	5,235.72	.055	97.29	1.858	75.880
66.000	LAM RESEARCH CORP ACCOUNT 21-35-740-0435015	2,525.56	2,525.56	2,443.32	.026			37.020
157.000	LASALLE HOTEL PPTYS REIT ACCOUNT 21-35-740-0435015	2,760.58	2,760.58	3,800.97	.040	69.08	1.817	24.210
58.000	LIBERTY MEDIA CORP LIBERTY CAPITAL ACCOUNT 21-35-740-0435015	4,714.16	4,714.16	4,526.90	.047			78.050



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PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
67.000	MSC INDL DIRECT INC CL A ACCOUNT 21-35-740-0435015	4,133.15	4,133.15	4,793.85	.050	67.00	1.398	71.550
64.000	MEDNAX INC ACCOUNT 21-35-740-0435015	3,568.31	3,676.77	4,608.64	.048			72.010
42.000	MID AMER APT CMNTYS INC ACCOUNT 21-35-740-0435015	2,805.19	2,805.19	2,627.10	.028	110.88	4.221	62.550
227.000	MONOTYPE IMAGING HOLDINGS INC ACCOUNT 21-35-740-0435015	3,380.64	3,337.50	3,538.93	.037			15.590
66.000	OIL STATES INTERNATIONAL INC ACCOUNT 21-35-740-0435015	4,618.44	4,618.44	5,040.42	.053			76.370
70.000	PALL CORP ACCOUNT 21-35-740-0435015	4,019.50	4,019.50	4,000.50	.042	58.80	1.470	57.150
45.000	PROASSURANCE CORPORATION ACCOUNT 21-35-740-0435015	2,629.96	3,203.44	3,591.90	.038	45.00	1.253	79.820
90.000	RAYONIER INC ACCOUNT 21-35-740-0435015	2,083.11	2,083.11	4,016.70	.042	144.00	3.585	44.630
67.000	ROSETTA RESOURCES INC ACCOUNT 21-35-740-0435015	3,054.55	3,172.63	2,914.50	.031			43.500
503.000	SLM CORP ACCOUNT 21-35-740-0435015	6,188.80	6,418.90	6,740.20	.071	251.50	3.731	13.400
75.000	ST JUDE MEDICAL INC ACCOUNT 21-35-740-0435015	2,987.71	3,028.28	2,572.50	.027	69.00	2.682	34.300



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PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
141.000	TEAM HEALTH HOLDINGS INC ACCOUNT 21-35-740-0435015	3,104.31	3,104.31	3,111.87	.033			22.070
270.000	TESCO CORP ACCOUNT 21-35-740-0435015	3,581.41	4,341.11	3,412.80	.036			12.640
79.000	TIDEWATER INC ACCOUNT 21-35-740-0435015	4,552.99	4,552.99	3,894.70	.041	79.00	2.028	49.300
70.000	TIM HORTONS INC ACCOUNT 21-35-740-0435015	3,351.13	3,351.13	3,389.40	.035	58.80	1.735	48.420
110.000	VERISK ANALYTICS INC CLASS A ACCOUNT 21-35-740-0435015	3,809.08	3,809.08	4,414.30	.046			40.130
120.000	WASTE CONNECTIONS INC ACCOUNT 21-35-740-0435015	3,756.95	3,665.36	3,976.80	.042	43.20	1.086	33.140
80.000	WILEY JOHN A SONS INC CLASS A ACCOUNT 21-35-740-0435015	3,049.68	3,021.34	3,552.00	.037	64.00	1.802	44.400
152.000	WYNDHAM WORLDWIDE CORP ACCOUNT 21-35-740-0435015	4,603.40	4,603.40	5,750.16	.060	91.20	1.586	37.830
	TOTAL COMMON STOCK	245,378.43	249,542.67	258,327.37	2.709	3,004.25	1.163	
	LIMITED PARTNERSHIPS							
5,228.796	HATTERAS CORE ALTERNATIVES TEI INSTITUTIONAL FUND, L.P. ACCOUNT 21-35-001-0435015	452,500.00	452,500.00	470,434.78	4.927			89.970



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PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
TOTAL LIMITED PARTNERSHIPS								
		452,500.00	452,500.00	470,434.78	4.927			
MUTUAL FUNDS - FIXED								
104,407.152	FIDELITY ADVISOR FLOATING HIGH INCOME FUND I FUND #279 ACCOUNT 21-35-001-0435015	1,009,610.63	1,009,610.63	1,005,440.87	10.530	32,888.25	3.271	9.630
49,677.692	T ROWE PRICE INTL FD INC INTL BOND FUND FUND #76 ACCOUNT 21-35-001-0435015	484,714.64	484,714.64	483,860.72	5.067	13,065.23	2.700	9.740
9,161.220	VANGUARD TOTAL BOND MARKET INDEX FUND CL SIG FD #1351 (INCOME INVESTMENT) ACCOUNT 21-35-001-0435015	98,148.20	98,148.20	100,773.42	1.055	3,178.94	3.155	11.000
114,819.380	VANGUARD TOTAL BOND MARKET INDEX FUND CL SIG FD #1351 ACCOUNT 21-35-001-0435015	1,138,175.93	1,141,421.21	1,263,013.18	13.227	39,842.32	3.155	11.000
TOTAL MUTUAL FUNDS - FIXED								
		2,730,649.40	2,733,894.68	2,853,088.19	29.879	88,974.74	3.119	
MUTUAL FUNDS - EQUITY								
361.008	ADVISORS INNER CIRCLE FD ICM SHALL CO INSTL CL FD #1229 (INCOME INVESTMENT) ACCOUNT 21-35-001-0435015	8,696.11	8,696.11	9,404.26	.098	18.41	.196	26.050



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THE RIDER POOL FDN CONSOLIDATED

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
9,322.482	ADVISORS INNER CIRCLE FD ICH SMALL CD INSTL CL FD #1229 ACCOUNT 21-35-001-0435015	246,138.37	219,369.64	242,850.66	2.543	475.45	.196	26.050
28,183.403	HARBOR INTERNATIONAL FUND CLASS INS ACCOUNT 21-35-001-0435015	1,409,847.19	1,625,016.14	1,478,219.49	15.481	37,089.36	2.509	52.450
49,609.885	LAZARD GLOBAL LISTED INFRASTRU INFRASTRUCTURE PORTFOLIO ACCOUNT 21-35-001-0435015	530,868.47	530,868.47	485,184.68	5.081	7,441.48	1.534	9.780
40,167.899	PIMCO ALL ASSET FUND INSTL ACCOUNT 21-35-001-0435015	501,499.81	501,398.56	463,537.55	4.855	32,294.99	6.967	11.560
45,957.882	T ROWE PRICE GROWTH STOCK FD # 40 ACCOUNT 21-35-001-0435015	1,131,431.35	1,158,725.55	1,462,839.38	15.320	781.28	.053	31.830
168.950	RS EMERGING MARKETS FUND CLASS A FUND #126 (INCOME INVESTMENT) ACCOUNT 21-35-001-0435015	4,326.81	4,326.81	3,569.91	.037	93.26	2.612	21.130
7,835.581	RS EMERGING MARKETS FUND CLASS A FUND #126 ACCOUNT 21-35-001-0435015	157,580.78	159,663.25	165,565.83	1.734	4,325.24	2.612	21.130
31,836.547	VANGUARD WINDSOR II FUND ADM FD #573 ACCOUNT 21-35-001-0435015	1,622,598.80	1,652,077.66	1,456,522.03	15.254	34,797.35	2.389	45.750



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PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
	TOTAL MUTUAL FUNDS - EQUITY	<u>5,612,987.69</u>	<u>5,860,142.19</u>	<u>5,767,693.79</u>	<u>60.403</u>	<u>117,316.82</u>	<u>2.034</u>	
	TOTAL INVESTMENTS	9,240,364.26	9,494,928.28	9,548,392.87	100.000	209,295.81	2.191	



FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

(610) 770-9346

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

[JOIN OUR MAILING LIST](#)

THE RIDER-POOL FOUNDATION



THE RIDER-POOL FOUNDATION

ABOUT US

FOCUS AREAS

EXECUTIVE DIRECTOR'S MESSAGE

BOARD OF TRUSTEES

STAFF

APPLICATION PROCESS

HIGHLIGHTED PROGRAMS

ANNUAL REPORT

NEWS

CONTACT US

[CLICK HERE TO ACCESS NEW PROPOSAL](#)[CLICK HERE TO ACCESS PROPOSAL IN PROGRESS](#)

APPLICATION PROCESS

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

Requests should be as concise as possible and include:

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

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

Please contact our office with any inquiries or questions.

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

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1041-1000

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THE RIDER-POOL FOUNDATION

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND

THE RIDER-POOL FOUNDATION

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INDEPENDENT AUDITORS' REPORT

To the Board of Trustees of
The Rider-Pool Foundation

We have audited the accompanying statements of financial position of The Rider-Pool Foundation (the "Foundation") as of December 31, 2011 and 2010, and the related statements of activities and change in net assets and cash flows for each of the years then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Rider-Pool Foundation as of December 31, 2011 and 2010, and the change in its net assets and its cash flows for each of the years then ended, in conformity with accounting principles generally accepted in the United States of America.

EisnerAmper LLP

Jenkintown, Pennsylvania
May 22, 2012

THE RIDER-POOL FOUNDATION

Statements of Financial Position

	December 31	
	2011	2010
ASSETS		
Cash and cash equivalents	\$ 198,850	\$ 60,452
Accrued interest income	11,329	11,688
Investments	9,347,139	9,979,655
	<u>\$ 9,557,318</u>	<u>\$ 10,051,795</u>
LIABILITIES		
Current liabilities:		
Accounts payable	\$ 13,710	\$ 9,033
Grants payable	32,500	7,500
Total current liabilities	<u>46,210</u>	<u>16,533</u>
Long-term liabilities:		
Grants payable	4,998	9,972
Deferred excise tax	345	2,345
Total long-term liabilities	<u>5,343</u>	<u>12,317</u>
Total liabilities	<u>51,553</u>	<u>28,850</u>
NET ASSETS		
Unrestricted	<u>9,505,765</u>	<u>10,022,945</u>
	<u>\$ 9,557,318</u>	<u>\$ 10,051,795</u>

THE RIDER-POOL FOUNDATION

Statements of Activities and Change in Net Assets

	Year Ended December 31	
	2011	2010
Revenue, gains and other support:		
Interest	\$ 5,259	\$ 5,147
Dividends	203,997	170,611
Capital gain distributions	38,024	11,113
Net realized gain on investments	305,096	63,834
Net unrealized (loss) gain on investments	(679,470)	911,203
	<u>(127,094)</u>	<u>1,161,908</u>
Expenses:		
Program service grants:		
Education contributions	57,026	76,722
Human services contributions	73,000	91,250
Culture and art contributions	96,000	64,500
Community development contributions	15,000	30,000
	<u>241,026</u>	<u>262,472</u>
Management and general:		
Administrative	119,135	123,535
Investment fees	24,512	18,031
Excise tax	5,413	687
	<u>149,060</u>	<u>142,253</u>
	<u>390,086</u>	<u>404,725</u>
Change in net assets	(517,180)	757,183
Net assets at beginning of year	10,022,945	9,265,762
Net assets at end of year	\$ 9,505,765	\$ 10,022,945

See notes to financial statements

THE RIDER-POOL FOUNDATION

Statements of Cash Flows

	Year Ended December 31	
	2011	2010
Cash flows from operating activities:		
Change in net assets	\$ (517,180)	\$ 757,183
Adjustments to reconcile change in net assets to net cash used in operating activities:		
Realized and unrealized gain (loss) on investments, net	374,374	(975,037)
(Increase) decrease in assets:		
Accrued interest income	359	(163)
Prepaid excise tax	-	1,656
Increase (decrease) in liabilities:		
Accounts payable	4,677	9,031
Accrued excise tax	(2,000)	2,345
Grants payable	20,026	(5,528)
Net cash used in operating activities	(119,744)	(210,513)
Cash flows from investing activities:		
Purchase of investments	(3,641,109)	(4,599,834)
Proceeds from sale of investments	3,899,251	4,808,760
Net cash provided by investing activities	258,142	208,926
Net increase (decrease) in cash	138,398	(1,587)
Cash and cash equivalents at beginning of year	60,452	62,039
Cash and cash equivalents at end of year	\$ 198,850	\$ 60,452

THE RIDER-POOL FOUNDATION

Notes to Financial Statements December 31, 2011 and 2010

NOTE A - DESCRIPTION OF FOUNDATION

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

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

[1] Basis of accounting:

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP")

[2] Basis of presentation:

The Foundation classifies its financial statements to present three classes of net assets: unrestricted, temporarily restricted and permanently restricted. The Foundation has no temporarily or permanently restricted net assets.

[3] Use of estimates:

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

[4] Cash and cash equivalents:

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

[5] Investments:

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

Alternative investments are included in the financial statements at management's estimated fair value based on amounts provided by the management of the investment partnerships (the "partnerships"). The assets of certain of these partnerships are exchange-traded. Other partnerships' assets are nonmarketable and the partnerships' management values the assets based upon available information. The fair values assigned to these assets do not necessarily represent amounts that might ultimately be realized and the differences may be material.

THE RIDER-POOL FOUNDATION

Notes to Financial Statements December 31, 2011 and 2010

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[5] Investments (continued):

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

The primary investment objective of the Foundation is to maximize long-term return through a combination of income and capital appreciation achieved in a prudent manner. The Foundation establishes its annual charitable distributions in proportion to investment returns and the current economic environment.

[6] Grants payable:

Grants payable are recorded when approved by the Foundation and after recipients have met all required significant conditions. Grants payable beyond one year are discounted to present value using a .05% to 3% rate.

[7] Income Taxes

The Foundation is a not-for-profit corporation, which is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code ("Code"). The Foundation is classified as a private foundation as defined in Sections 509(a) and 4940 of the Code and, as such, is subject to federal excise tax on its net investment income and required to make minimum distributions for its exempt purposes. U.S. GAAP requires entities to evaluate, measure, recognize and disclose any uncertain income tax positions taken on their income tax returns. Management has evaluated the impact of this standard on its financial statements and believes that there are no uncertain tax positions. The Foundation recognizes accrued interest and penalties associated with uncertain tax positions, if any, as part of administrative expenses. There was no income tax related interest and penalties recorded for the years ended December 30, 2011 and 2010. The tax returns of the Foundation for the years ended December 31, 2008, 2009 and 2010 are subject to examination by the Internal Revenue Service and other taxing authorities, generally for three years after they were filed.

NOTE C - INVESTMENTS

Investments as of December 31, 2011 and 2010 consist of the following:

	2011		2010	
	Cost	Fair Value	Cost	Fair Value
Money market funds	\$ 198,850	\$ 198,849	\$ 60,452	\$ 60,452
Equities	245,378	258,327	611,182	749,903
Mutual funds	8,343,637	8,620,782	7,930,880	8,745,984
Alternative investments	452,500	468,030	452,500	483,768
Totals	<u>\$ 9,240,365</u>	<u>\$ 9,545,988</u>	<u>\$ 9,055,014</u>	<u>\$ 10,040,107</u>

THE RIDER-POOL FOUNDATION

Notes to Financial Statements December 31, 2011 and 2010

NOTE C - INVESTMENTS (CONTINUED)

The relationship between cost and fair value of investments as of December 31, 2011 and 2010 is as follows:

	<u>2011</u>	<u>2010</u>
Beginning :		
Fair value	\$ 10,040,107	\$ 9,275,581
Cost	<u>9,055,014</u>	<u>9,201,691</u>
Fair value over cost	<u>985,093</u>	<u>73,890</u>
Ending:		
Fair value	9,545,988	10,040,107
Cost	<u>9,240,365</u>	<u>9,055,014</u>
Fair value over cost	<u>305,623</u>	<u>985,093</u>
Unrealized (loss) gain on investments	(679,470)	911,203
Realized gain on investments	<u>305,096</u>	<u>63,834</u>
Total	<u>\$ (374,374)</u>	<u>\$ 975,037</u>

Investment fees amounted to \$24,512 and \$18,031 for the years ended December 31, 2011 and 2010, respectively, and are included in management and general expenses.

NOTE D - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. Fair value is an estimate of the exit price, representing the amount that would be received to sell an asset in an orderly transaction between market participants (i.e., the exit price at the measurement date). Fair value measurements are not adjusted for transaction costs.

The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1 measurements), and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets in active markets. Assets utilizing Level 1 inputs are money market funds, equities and mutual funds.

Level 2 – Inputs to the valuation methodology include (1) quoted prices for similar assets in active markets; (2) quoted prices for identical or similar assets in inactive markets; (3) inputs other than quoted prices that are observable for the asset; or (4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset. There are no assets utilizing Level 2 inputs.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement. Assets utilizing Level 3 inputs are alternative investments.

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Notes to Financial Statements December 31, 2011 and 2010

NOTE D - FAIR VALUE MEASUREMENTS (CONTINUED)

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

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

The Foundation evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets. For the year ended December 31, 2011, there were no significant transfers in or out of Levels 1, 2 or 3.

The following tables set forth, by level, the Foundation's investments at fair value, within the fair value hierarchy, as of December 31, 2011 and 2010.

	Investments at Fair Value as of			
	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Money market funds	\$ 198,850	\$ -	\$ -	\$ 198,850
U S equities	258,326	-	-	258,326
Mutual funds:				
Bank loan fund	1,005,441	-	-	1,005,441
Intermediate term bond	1,363,787	-	-	1,363,787
International bond	483,861	-	-	483,861
Large cap growth stock	1,462,839	-	-	1,462,839
International stock	2,596,077	-	-	2,596,077
Large cap value stock	1,456,522	-	-	1,456,522
Small cap blend stock	252,255	-	-	252,255
Alternative investments	-	-	468,030	468,030
Total investments at fair value	<u>\$ 9,077,958</u>	<u>\$ -</u>	<u>\$ 468,030</u>	<u>\$ 9,545,988</u>

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Notes to Financial Statements December 31, 2011 and 2010

NOTE D - FAIR VALUE MEASUREMENTS (CONTINUED)

	Investments at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Money market funds	\$ 60,452	\$ -	\$ -	\$ 60,452
U.S. equities	744,209	-	-	744,209
Foreign equities	5,694	-	-	5,694
Mutual funds:				
Bank loan fund	886,285	-	-	886,285
Intermediate term bond	1,183,446	-	-	1,183,446
International bond	448,779	-	-	448,779
Large cap growth stock	1,535,161	-	-	1,535,161
International stock	2,464,562	-	-	2,464,562
Large cap value stock	1,450,473	-	-	1,450,473
Small cap blend stock	777,278	-	-	777,278
Alternative investments	-	-	483,768	483,768
Total investments at fair value	<u>\$ 9,556,339</u>	<u>\$ -</u>	<u>\$ 483,768</u>	<u>\$ 10,040,107</u>

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

The Foundation's investment in alternative investments is classified within Level 3 because there are currently no active markets for these funds and the Foundation is unable to obtain independent valuations from market sources. Therefore, the alternative investments are primarily valued at management's estimated fair value based on amounts provided by the management of the investment partnerships (the "partnerships"). The assets of certain of these partnerships are exchange-traded. Other partnerships' assets are nonmarketable and the partnerships' management values the assets based upon available information. The total amount of investments measured using Level 3 valuation methodologies represented approximately 5% of total net assets as of December 31, 2011 and 2010.

A summary of the changes in Level 3 investments measured at fair value for the years ended December 31, 2011 and 2010 is as follows:

	Year Ended December 31, 2011
	Multi-Strategy Hedge Fund
Balance - January 1, 2011	\$ 483,768
Net purchases	-
Net sales	(15,738)
Realized gains	-
Unrealized gains	-
Balance - December 31, 2011	<u>\$ 468,030</u>

THE RIDER-POOL FOUNDATION

Notes to Financial Statements December 31, 2011 and 2010

NOTE D - FAIR VALUE MEASUREMENTS (CONTINUED)

	Year Ended December 31, 2010 <u>Multi-Strategy Hedge Fund</u>
Balance - January 1, 2010	\$ -
Net purchases	905,000
Net sales	(452,500)
Realized gains	-
Unrealized gains	<u>31,268</u>
Balance - December 31, 2010	<u>\$ 483,768</u>

After no change in unrealized gains, unrealized gains of \$31,268 remain for Level 3 assets still held as of December 31, 2011. Net realized gains and the change in unrealized gains, as shown above, are reflected in "net unrealized gain (loss) on investments" in the accompanying statements of activities and change in net assets.

After the change in unrealized gains of \$31,268, unrealized gains of \$31,268 remain for Level 3 assets still held as of December 31, 2010.

The following table lists investments in other investment companies by major category:

	<u>December 31, 2011</u>			
	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Multi-Strategy Hedge Fund	<u>\$ 468,030</u>	<u>\$ -</u>	Quarterly	65 days

NOTE E - GRANTS PAYABLE

Under the terms of certain grants awarded by the Foundation, expenditures will be made over several years. Accordingly, the Foundation has recorded as a liability the present value of the grant commitments which, as of December 31, 2011, are as follows:

	<u>Year Ending December 31</u>
2012	\$ 32,500
2013	<u>5,000</u>
	37,500
Less discount to present value	<u>2</u>
	<u>\$ 37,498</u>

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Notes to Financial Statements December 31, 2011 and 2010

NOTE F - RELATED PARTIES

The Foundation is related through common management to the Dorothy Rider Pool Health Care Trust (the "Trust"). The Trust charges the Foundation for certain administrative and program services incurred by the Trust on behalf of the Foundation. The Trust charged the Foundation \$90,284 and \$97,091 for the years ended December 31, 2011 and 2010, respectively.

A Vice President at PNC Institutional Investments serves as an investment advisor and a corporate member of the Board of Trustees of the Foundation. The Foundation holds investments with PNC Institutional Bank. Investment management fees paid to this organization for the years ended December 31, 2011 and 2010 were \$24,512 and \$18,031, respectively.

NOTE G - EXCISE TAX AND DISTRIBUTION REQUIREMENTS

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

Excise tax expense is comprised of the following for the years ended December 31, 2011 and 2010.

	<u>2011</u>	<u>2010</u>
Current year provision	\$ 10,000	\$ 4,000
Refunded	<u>(4,587)</u>	<u>(3,313)</u>
Total	<u>\$ 5,413</u>	<u>\$ 687</u>

NOTE H - SUBSEQUENT EVENTS

The Foundation has evaluated subsequent events through May 22, 2012, which is the date the financial statements were available to be issued.

Investments are exposed to various risks, such as interest rate, market risk and credit risk. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in values of investments will occur in the near term. Users of these financial statements should be aware that the financial markets' volatility may significantly impact the subsequent valuation of the Foundation's investments. Accordingly, the valuation of the investments as of December 31, 2011 may not necessarily be indicative of amounts that could be realized in a current market exchange.

As of December 31, 2011, the total value of the investment portfolio, excluding alternative investments, was \$9,077,958. The total value of the investment portfolio, excluding alternative investments, was \$9,847,462 as of April 30, 2012.