Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
THE RJM FOUNDATION
C/O R. JAMES MACALEER, TRUSTEE

A Employer identification number: 23-6953316

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1600 PAOLI PIKE

B Telephone number: 610-725-8371

City or town, state, and ZIP code
MALVERN, PA 19355

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test check here and attach computation ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 12,447,461.

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	586.	586.		STATEMENT 1
	4 Dividends and interest from securities	221,440.	221,157.		STATEMENT 2
	5a Gross rents	<8.>	<8.>		STATEMENT 3
	b Net rental income or (loss) <8.>				
	6a Net gain or (loss) from sale of assets not on line 10	137,613.			
	b Gross sales price for all assets on line 6a 6,670,938.				
	7 Capital gain net income (from Part IV, line 2)		137,613.		
	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	230,819.	230,819.		STATEMENT 4
	12 **Total** Add lines 1 through 11	590,450.	590,167.		
Operating and Administrative Expenses	13 Compensation of officers directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	12,019.	0.		0.
	c Other professional fees STMT 6	23,558.	23,558.		0.
	17 Interest	9,195.	9,195.		0.
	18 Taxes STMT 7	8,591.	2,751.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	46,287.	46,287.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	99,650.	81,791.		0.
	25 Contributions, gifts, grants paid	699,500.			699,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	799,150.	81,791.		699,500.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	<208,700.>			
	b **Net investment income** (if negative enter -0-)		508,376.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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THE RJM FOUNDATION

 C/O R. JAMES MACALEER, TRUSTEE 23-6953316

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	738,994.	1,885.	1,885.
	2 Savings and temporary cash investments	928,068.	2,161,784.	2,161,784.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 11	916,712.	794,593.	842,077.
	b Investments - corporate stock STMT 12	4,734,318.	2,048,962.	2,139,004.
	c Investments - corporate bonds STMT 13	473,175.	2,364,523.	2,384,658.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 14	4,356,517.	3,286,055.	4,918,053.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	12,147,784.	10,657,802.	12,447,461.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	100.	100.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	12,147,684.	10,657,702.	
	30 **Total net assets or fund balances**	12,147,784.	10,657,802.	
	31 **Total liabilities and net assets/fund balances**	12,147,784.	10,657,802.	

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	12,147,784.
2	Enter amount from Part I, line 27a	2	<208,700.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	127,127.
4	Add lines 1, 2, and 3	4	12,066,211.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	1,408,409.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,657,802.

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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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	6,670,938.		6,533,325.	137,613.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				137,613.

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	137,613.
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	669,744.	13,448,057.	.049802
2009	645,491.	12,353,657.	.052251
2008	826,775.	15,512,249.	.053298
2007	772,974.	16,496,681.	.046856
2006	448,718.	15,344,654.	.029243

2 Total of line 1, column (d)	2	.231450
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	.046290
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	13,724,750.
5 Multiply line 4 by line 3	5	635,319.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,084.
7 Add lines 5 and 6	7	640,403.
8 Enter qualifying distributions from Part XII, line 4	8	699,500.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	5,084.
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	5,084.
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	5,084.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 60,384.		
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	60,384.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	55,300.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 55,300. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ C/O R. JAMES MACALEER, TRUSTEE Telephone no. ▶ 610-725-8371
Located at ▶ 1600 PAOLI PIKE, MALVERN, PA ZIP+4 ▶ 19355

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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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
R. JAMES MACALEER 907 ROBIN DRIVE WEST CHESTER, PA 19382	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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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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	12,408,014.
b	Average of monthly cash balances			1b	1,525,742.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	13,933,756.
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	13,933,756.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	209,006.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	13,724,750.
6	**Minimum investment return** Enter 5% of line 5			6	686,238.

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	686,238.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,084.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,084.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	681,154.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	681,154.
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	681,154.

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	699,500.
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	699,500.
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	5,084.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	694,416.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				681,154.
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 — 143,524.				
b From 2007 — 6,098.				
c From 2008 — 63,367.				
d From 2009 — 28,826.				
e From 2010 — 10,716.				
f **Total** of lines 3a through e	252,531.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 699,500.				
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				681,154.
e Remaining amount distributed out of corpus	18,346.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c and 4e Subtract line 5	270,877.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	143,524.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	127,353.			
10 Analysis of line 9:				
a Excess from 2007 — 6,098.				
b Excess from 2008 — 63,367.				
c Excess from 2009 — 28,826.				
d Excess from 2010 — 10,716.				
e Excess from 2011 — 18,346.				

Part XIV | Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon. a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV | Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

R. JAMES MACALEER

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATMENT D	N/A	CHARITABLE ORGANIZATION	GENERAL OPERATIONS	699,500.
Total			▶ 3a	699,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			01	586.	
4 Dividends and interest from securities			14	221,440.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			14	<8.>	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	230,819.	
8 Gain or (loss) from sales of assets other than inventory			18	137,613.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		590,450.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 590,450.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: R James Macaleer Date: 11-9-12 Title: Sole Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARIANNE INFORZATO	Marianne Inforzato	11/7/12		P00750114

Firm's name ▶ THE FAIRMAN GROUP LLC Firm's EIN ▶ 48-1259643

Firm's address ▶ 899 CASSATT ROAD, SUITE 115 BERWYN, PA 19312 Phone no 610-889-7300

123622
12-02-11

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	CHARLES SCHWAB #6880 - SEE ATTACHED STMT A	P	VARIOUS	VARIOUS
b	CHARLES SCHWAB #6880 - SEE ATTACHED STMT A	P	VARIOUS	VARIOUS
c	CHARLES SCHWAB #2722 - SEE ATTACHED STMT B	P	VARIOUS	VARIOUS
d	CHARLES SCHWAB #2722 - SEE ATTACHED STMT B	P	VARIOUS	VARIOUS
e	1,532.748 SHS BBH CORE SELECT CL N	P	02/22/11	10/12/11
f	80,266.843 SHS BBH CORE SELECT CL N	P	09/17/09	10/12/11
g	CMS TECHNOLOGY PARNTERS LP	P	VARIOUS	VARIOUS
h	PALO ALTO GLOBAL ENERGY FUND, LP	P	VARIOUS	VARIOUS
i	PALO ALTO GLOBAL ENERGY FUND, LP	P	VARIOUS	VARIOUS
j	PALO ALTO HEALTHCARE FUND, LP	P	VARIOUS	VARIOUS
k	PALO ALTO HEALTHCARE FUND, LP	P	VARIOUS	VARIOUS
l	PALO ALTO SMALL CAP FUND	P	VARIOUS	VARIOUS
m	PALO ALTO SMALL CAP FUND	P	VARIOUS	VARIOUS
n	UBTI FREE, LP	P	VARIOUS	VARIOUS
o	UBTI FREE, LP	P	VARIOUS	VARIOUS

	(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	69,924.		70,691.	<767.>
b	477,211.		461,289.	15,922.
c	845,557.		879,498.	<33,941.>
d	2,646,060.		2,734,529.	<88,469.>
e	22,485.		22,700.	<215.>
f	1,177,515.		979,172.	198,343.
g			18,695.	<18,695.>
h			3,323.	<3,323.>
i	31,546.			31,546.
j			3,113.	<3,113.>
k	21,420.			21,420.
l	542.			542.
m	527.			527.
n			5,025.	<5,025.>
o	81,743.			81,743.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<767.>
b				15,922.
c				<33,941.>
d				<88,469.>
e				<215.>
f				198,343.
g				<18,695.>
h				<3,323.>
i				31,546.
j				<3,113.>
k				21,420.
l				542.
m				527.
n				<5,025.>
o				81,743.

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

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

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	PALO ALTO GLOBAL ENERGY LIQUIDATING FUND, LP	P	VARIOUS	VARIOUS
b	CMS TECHNOLOGY PARNTERS LP	P	VARIOUS	VARIOUS
c	PALO ALTO SMALL CAP FUND, LP	P	VARIOUS	12/31/11
d	UBTI FREE, LP	P	VARIOUS	12/31/11
e	SIRE GLOBAL PARTNERS, LP	P	VARIOUS	12/31/11
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			21,354.	<21,354.>
b			27.	<27.>
c	93,191.		96,207.	<3,016.>
d	355,456.		356,007.	<551.>
e	822,339.		881,695.	<59,356.>
f	25,422.			25,422.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<21,354.>
b				<27.>
c				<3,016.>
d				<551.>
e				<59,356.>
f				25,422.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	137,613.
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

THE RJM FOUNDATION C/O R. JAMES MACALEER 23-6953316

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
IRS DEPARTMENT OF THE TREASURY	30.
SUSQUEHANNA BANK	556.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	586.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROWN BROTHERS HARRIMAN #1558	11,227.	7,421.	3,806.
CHARLES SCHWAB #2722	114,800.	18,001.	96,799.
CHARLES SCHWAB #6880	68,333.	0.	68,333.
CHARLES SCHWAB #6880 - ACCRUED INTEREST PAID	<1,515.>	0.	<1,515.>
CMS STRUCTURED PRODUCTS FUND	34,200.	0.	34,200.
CMS TECHNOLOGY PARNTERS LP	247.	0.	247.
PALO ALTO GLOBAL ENERGY FUND, LP	2,109.	0.	2,109.
PALO ALTO GLOBAL ENERGY LIQUIDATING FUND, LP	43.	0.	43.
PALO ALTO HEALTHCARE FUND, LP	978.	0.	978.
SIRE GLOBAL PARTNERS LP	16,264.	0.	16,264.
UBTI FREE, LP	176.	0.	176.
TOTAL TO FM 990-PF, PART I, LN 4	246,862.	25,422.	221,440.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
SIRE GLOBAL	1	<8.>
TOTAL TO FORM 990-PF, PART I, LINE 5A		<8.>

FORM 990-PF — OTHER INCOME — STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SIRE GLOBAL PARTNERS, LP	<6,234.>	<6,234.>	
PALO ALTO GLOBAL ENERGY FUND, LP	1,523.	1,523.	
CMS TECHNOLOGY PARTNERS (Q) LP	<223.>	<223.>	
BROWN BROTHERS HARRIMAN #1558	494.	494.	
BBH LONG SHORT EQUITY FUND	230,259.	230,259.	
2009 REFUND FROM 990PF	5,000.	5,000.	
TOTAL TO FORM 990-PF, PART I, LINE 11	230,819.	230,819.	

FORM 990-PF — ACCOUNTING FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX PREPARATION FEES	12,019.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	12,019.	0.		0.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES - THRESHOLD	15,832.	15,832.		0.
CHARLES SCHWAB - BROKER FEES	150.	150.		0.
CHARLES SCHWAB - MANAGER FEES	6,674.	6,674.		0.
SUSQUEHANNA BANK FEES	82.	82.		0.
CHARLES SCHWAB - INVESTMENT EXPENSES	820.	820.		0.
TO FORM 990-PF, PG 1, LN 16C	23,558.	23,558.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SIRE GLOBAL PARTNERS LP - FOREIGN TAXES PAID	1,336.	1,336.		0.
SIRE GLOBAL PARTNERS LP - U.S. TAXES WITHHELD	73.	73.		0.
PALO ALTO GLOBAL ENERGY FUND, LP - FOREIGN TAXES PAID	385.	385.		0.
UBTI FREE, LP - FOREIGN TAXES PAID	51.	51.		0.
CHARLES SCHWAB #2722 - FOREIGN TAXES PAID	899.	899.		0.
PALO ALTO HEALTHCARE FUND, LP - FOREIGN TAXES PAID	7.	7.		0.
BALANCE DUE WITH 2010 FORM 990-T	2,480.	0.		0.
ESTIMATED TAX PAYMENTS MADE FOR FORM 990-T	3,360.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,591.	2,751.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SIRE GLOBAL PARTNERS - PORTFOLIO EXPENSES 2%	14,757.	14,757.		0.
PALO ALTO HEALTHCARE FUND, LP - PORTFOLIO EXPENSES 2%	7,528.	7,528.		0.
PALO ALTO GLOBAL ENERGY FUND, LP - PORTFOLIO EXPENSES 2%	4,185.	4,185.		0.
UBTI FREE, LP - PORTFOLIO EXPENSES 2%	1,201.	1,201.		0.
CMS TECHNOLOGY PARTNERS (Q) LP - PORTFOLIO EXPENSES 2%	2,184.	2,184.		0.
PALO ALTO SMALL CAP FUND - PORTFOLIO EXPENSES 2%	296.	296.		0.
SIRE GLOBAL PARTNERS - OTHER DEDUCTIONS	15,960.	15,960.		0.
PALO ALTO GLOBAL ENERGY LIQUIDATING FUND, LP - PORTFOLIO EXPENSES 2%	176.	176.		0.
	46,287.	46,287.		0.

TO FORM 990-PF, PG 1, LN 23

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 9

DESCRIPTION	AMOUNT
PRIOR YEAR ADJUSTMENT	25,500.
UNREALIZED GAINS/LOSSES	101,627.
TOTAL TO FORM 990-PF, PART III, LINE 3	127,127.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 10

DESCRIPTION	AMOUNT
PALO ALTO SMALL CAP FUND, LP	93,848.
SIRE GLOBAL PARTNERS, LP	969,740.
UBTI FREE, LP	344,821.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,408,409.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB #6880 - SEE ATTACHED STMT E	X		124,425.	125,211.
CHARLES SCHWAB #6880 - SEE ATTACHED STMT E		X	670,168.	716,866.
TOTAL U.S. GOVERNMENT OBLIGATIONS			124,425.	125,211.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			670,168.	716,866.
TOTAL TO FORM 990-PF, PART II, LINE 10A			794,593.	842,077.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BBH CORE SELECT - SEE ATTACHED STMT G	548,328.	670,879.
FIRESTAR SOFTWARE	50,000.	50,000.
AXCESS INC	100.	100.
CHARLES SCHWAB #2722 - SEE ATTACHED STMT F	1,245,277.	1,212,768.
KROMEK	205,257.	205,257.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,048,962.	2,139,004.

FORM 990-PF CORPORATE BONDS STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB #6880 - SEE ATTACHED STMT E	553,579.	562,151.
CHARLES SCHWAB #2722 - SEE ATTACHED STMT F	1,810,000.	1,803,707.
BBH ABSOLUTE RETURN FUNDS - SEE ATTACHED STMT G	944.	18,800.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,364,523.	2,384,658.

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBTI FREE FUND LP	COST	0.	0.
CMS STRUCTURED PRODUCTS FD III	COST	90,811.	309,028.
BBH PEP II - SEE ATTACHED STMT G	COST	0.	254,230.
TACONIC OFFSHORE FUND	COST	1,074,682.	2,284,651.
CMS TECHNOLOGY PARTNERS	COST	16,660.	6,900.
PALO ALTO GLOBAL ENERGY FUND LP	COST	115,970.	115,970.
PALO ALTO HEALTHCARE FUND LP	COST	873,265.	873,265.
PALO ALTO SMALL CAP FUND LP	COST	0.	0.
SIRE GLOBAL PARTNERS LP	COST	0.	0.
CHARLES SCHWAB #6880 - SEE ATTACHED STMT E	COST	208,355.	210,555.
TACONIC MARKET DISLOCATION OFFSHORE FUND II	COST	184,869.	212,046.
PALO ALTO GLOBAL ENERGY LIQUIDATING FUND, L.P.	COST	21,443.	21,443.
CROSS SHORE OVERSEAS FUND	COST	700,000.	629,965.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,286,055.	4,918,053.

ThresholdGroup

REALIZED GAINS AND LOSSES

RJM Foundation - Wasmer Schroeder Taxable Interm
Charles Schwab Institutional Account #45436880
January 01, 2011 to December 31, 2011

Realized Gains And Losses Summary	Cost Basis	Cost Adjustment	Proceeds		Gains/Losses
Short Term	70,693 92	-3 36	69,923.94		-766 62
Long Term	464 790.02	-3,501 06	477211		15922
Total Realized Gains and Losses	$535,483.94	($3,504.42)	547135		15 155

Open Date	Closed Date	Security Name	Quantity	Cost Basis	Adjustments	Proceeds	Short Term	Long Term
10/15/2010	1/15/2011	FHLMC Gold	308 32	320 60	-	308 32	(12 28)	-
12/8/2010	1/25/2011	FNMA Pool	154 40	155 12	-	154 40	(72)	-
10/15/2010	2/15/2011	FHLMC Gold	258 60	268 90	-	258 60	(10 30)	-
12/8/2010	2/25/2011	FNMA Pool	129 46	130 07	-	129 46	(61)	-
10/15/2010	3/15/2011	FHLMC Gold	230 32	239 50	-	230 32	(9 18)	-
12/8/2010	3/25/2011	FNMA Pool	121 75	122 32	-	121 75	(57)	-
10/15/2010	4/15/2011	FHLMC Gold	225 21	234 18	-	225 21	(8 97)	-
12/8/2010	4/25/2011	FNMA Pool	124 12	124 70	-	124 12	(58)	-
10/15/2010	5/15/2011	FHLMC Gold	266 07	276 67	-	266 07	(10 60)	-
12/8/2010	5/25/2011	FNMA Pool	132 46	133 08	-	132 46	(62)	-
5/10/2011	6/15/2011	FHLMC Gold	428 53	453 30	-	428.53	(24 77)	-
10/15/2010	6/15/2011	FHLMC Gold	244 23	253 96	-	244 23	(9 73)	-
12/8/2010	6/25/2011	FNMA Pool	196.64	197.56	-	196.64	(92)	-
9/14/2010	6/28/2011	FNMA	25,000 00	25,025 00	(3 36)	25,000 00	(21 64)	-
10/15/2010	7/15/2011	FHLMC Gold	352 20	366.23	-	352 20	(14 03)	-
5/10/2011	7/15/2011	FHLMC Gold	655.24	693 12	-	655 24	(37.88)	-
5/27/2011	7/15/2011	FHLMC Gold	1,017.02	1,089.80	-	1,017.02	(72 78)	-
12/8/2010	7/25/2011	FNMA Pool	209.73	210.71	-	209.73	(98)	-
5/10/2011	8/10/2011	FHLMC Gold	23,767 36	25,141.42	-	25,386 52	245 10	-
10/15/2010	8/15/2011	FHLMC Gold	657.66	683.86	-	657.66	(26 20)	-
5/10/2011	8/15/2011	FHLMC Gold	488.76	517.02	-	488 76	(28.26)	-
5/27/2011	8/15/2011	FHLMC Gold	1,031.83	1,105.67	-	1,031.83	(73.84)	-
12/8/2010	8/25/2011	FNMA Pool	237.04	238.15	-	237.04	(1.11)	-
8/22/2011	9/15/2011	FHLMC Gold	195.53	201.52	-	195.53	(5.99)	-
5/27/2011	9/15/2011	FHLMC Gold	963.80	1,032.77	-	963 80	(68 97)	-
10/15/2010	9/15/2011	FHLMC Gold	618.98	643 64	-	618 98	(24.66)	-

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12/8/2010	9/25/2011	FNMA Pool	386 95	388 76	-	386 95	(1 81)	-
8/22/2011	10/15/2011	FHLMC Gold	241 69	249 09	-	241 69	(7 40)	-
5/27/2011	10/15/2011	FHLMC Gold	960 62	1,029 36	-	960 62	(68 74)	-
9/20/2011	10/15/2011	FHLMC Gold	184.21	190 60	-	184 21	(6 39)	-
10/15/2010	10/15/2011	FHLMC Gold	1,108 14	1,152.29	-	1,108 14	(44 15)	-
9/22/2011	10/25/2011	FNMA Pool	642 30	710 68	-	642 30	(68 38)	-
12/8/2010	10/25/2011	FNMA Pool	878 69	882 81	-	878 69	(4 12)	-
8/22/2011	11/15/2011	FHLMC Gold	378 30	389 89	-	378 30	(11 59)	-
9/20/2011	11/15/2011	FHLMC Gold	289 95	300 01	-	289 95	(10 06)	-
5/27/2011	11/15/2011	FHLMC Gold	1,085 15	1,162 81	-	1,085 15	(77 66)	-
9/22/2011	11/25/2011	FNMA Pool	700 07	774 60	-	700 07	(74 53)	-
12/8/2010	11/25/2011	FNMA Pool	990 45	995 09	-	990 45	(4 64)	-
9/20/2011	12/15/2011	FHLMC Gold	422 27	436 92	-	422 27	(14 65)	-
5/27/2011	12/15/2011	FHLMC Gold	1,113 83	1,193 54	-	1,113 83	(79 71)	-
8/22/2011	12/15/2011	FHLMC Gold	327 58	337 61	-	327 58	(10 03)	-
9/22/2011	12/25/2011	FNMA Pool	579 32	640 99	-	579 32	(61 67)	-
Total Short Term				**70,693.92**		**69,923.94**	**(766 62)**	
12/1/2009	1/7/2011	FNMA	30,000 00	30,534 60	(114 17)	31,057 70		637.27
7/30/2009	1/15/2011	FHLMC Gold	666 82	697.97	-	666 82		(31.15)
7/30/2009	1/15/2011	FHLMC Gold	994 80	999.15	-	994 80		(4 35)
8/6/2009	1/25/2011	Fannie Mae Pool	185 26	197.91	-	185 26		(12 65)
9/17/2009	1/25/2011	Fannie Mae Pool	701 07	733.49	-	701.07		(32 42)
8/24/2009	2/10/2011	Marathon Oil	25,000 00	27,491.12	(765.22)	28,425 80		1,699.90
7/30/2009	2/15/2011	FHLMC Gold	539.64	542.00	-	539 64		(2.36)
7/30/2009	2/15/2011	FHLMC Gold	450 71	471.77	-	450 71		(21 06)
9/17/2009	2/25/2011	Fannie Mae Pool	570 67	597.06	-	570 67		(26.39)
8/6/2009	2/25/2011	Fannie Mae Pool	464.10	495.79	-	464 10		(31.69)
8/21/2009	3/2/2011	ID Pwr Co	25,000.00	26,682.75	(1,682.75)	25,000 00		-
7/30/2009	3/15/2011	FHLMC Gold	414.38	433.74	-	414 38		(19.36)
7/30/2009	3/15/2011	FHLMC Gold	347 68	349 20	-	347.68		(1.52)
8/6/2009	3/25/2011	Fannie Mae Pool	189.69	202.64	-	189.69		(12.95)
9/17/2009	3/25/2011	Fannie Mae Pool	493 54	516.37	-	493.54		(22.83)
5/13/2009	4/1/2011	Livingston Cnty	25,000 00	25,328.75	(328.75)	25,000 00		-

Statement A

7/30/2009	4/15/2011	FHLMC Gold	335 89	337 36	-	335 89	(1 47)
7/30/2009	4/15/2011	FHLMC Gold	359 48	376 27	-	359 48	(16 79)
9/17/2009	4/25/2011	Fannie Mae Pool	546 23	571 49	-	546 23	(25.26)
8/6/2009	4/25/2011	Fannie Mae Pool	177 69	189 82	-	177 69	(12 13)
9/25/2009	5/5/2011	FNMA	25,000 00	24,937 50	-	25,000.00	62 50
4/28/2009	5/13/2011	FHLBs	25,000 00	25,000 00	-	25,000.00	-
7/30/2009	5/15/2011	FHLMC Gold	346 65	362 85	-	346 65	(16 20)
7/30/2009	5/15/2011	FHLMC Gold	345 36	346 87	-	345 36	(1 51)
8/6/2009	5/25/2011	Fannie Mae Pool	358 53	383 01	-	358 53	(24 48)
9/17/2009	5/25/2011	Fannie Mae Pool	544 39	569 57	-	544 39	(25 18)
4/29/2009	6/1/2011	Philadelphia Sch	25,000 00	25,000 00	-	25,000 00	-
4/22/2009	6/3/2011	Morgan Stanley	25,000 00	23,767 00	378 08	27,628 25	3,483 17
7/30/2009	6/15/2011	FHLMC Gold	323 58	325 00	-	323 58	(1 42)
7/30/2009	6/15/2011	FHLMC Gold	312 29	326 88	-	312 29	(14 59)
9/17/2009	6/25/2011	Fannie Mae Pool	464 69	486 18	-	464 69	(21 49)
8/6/2009	6/25/2011	Fannie Mae Pool	846 01	903 78	-	846 01	(57 77)
7/9/2010	7/14/2011	FHLMC	30,000 00	30,117 10	(18 30)	30,000 00	(98 80)
7/30/2009	7/15/2011	FHLMC Gold	284 71	298 01	-	284 71	(13 30)
7/30/2009	7/15/2011	FHLMC Gold	487 56	489 69	-	487 56	(2 13)
8/6/2009	7/25/2011	Fannie Mae Pool	1,011.36	1,080.42	-	1,011 36	(69 06)
9/17/2009	7/25/2011	Fannie Mae Pool	406 28	425 07	-	406 28	(18 79)
7/30/2009	8/10/2011	FHLMC Gold	23,957 39	24,062.19	-	25,353 67	1,291 48
4/28/2010	8/11/2011	FHLMC	30,000 00	29,538 70	-	33,523 88	3,985.18
7/30/2009	8/15/2011	FHLMC Gold	587.74	590.31	-	587.74	(2 57)
7/30/2009	8/15/2011	FHLMC Gold	270.55	283.19	-	270 55	(12 64)
8/16/2010	8/17/2011	FHLB	25,000 00	25,012.50	(2.28)	25,000 00	(10.22)
5/5/2009	8/19/2011	National Rural	4,000 00	4,282.84	(226.50)	4,147.32	90 98
9/17/2009	8/25/2011	Fannie Mae Pool	430.21	450.11	-	430.21	(19.90)
8/6/2009	8/25/2011	Fannie Mae Pool	188.56	201.43	-	188.56	(12.87)
7/30/2009	9/15/2011	FHLMC Gold	286 74	300.14	-	286 74	(13.40)
9/14/2010	9/19/2011	FNMA	25,000 00	25,015.00	(2 92)	26,109 00	1,096.92
6/2/2010	9/19/2011	FHLMC	25,000.00	25,618.50	(164.82)	26,865.89	1,412.21
6/7/2010	9/19/2011	FHLMC	40,000 00	41,237.40	(328 01)	42,985 41	2,076.02
8/6/2009	9/25/2011	Fannie Mae Pool	172 64	184 43	-	172 64	(11 79)

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9/17/2009	9/25/2011	Fannie Mae Pool	490 67	513 36	-	490 67	(22 69)
4/16/2009	10/1/2011	Du Page Cnty	25,000 00	25,000 00	-	25,000 00	-
7/30/2009	10/15/2011	FHLMC Gold	354 10	370 64	-	354 10	(16 54)
5/5/2009	10/24/2011	National Rural	4,000 00	4,282 84	(245 42)	4,100 12	62 70
9/17/2009	10/25/2011	Fannie Mae Pool	431 79	451 76	-	431 79	(19.97)
8/6/2009	10/25/2011	Fannie Mae Pool	208 14	222 35	-	208 14	(14 21)
7/30/2009	11/15/2011	FHLMC Gold	309 64	324 11	-	309 64	(14 47)
10/15/2010	11/15/2011	FHLMC Gold	1,240 37	1,289 79	-	1,240 37	(49 42)
8/6/2009	11/25/2011	Fannie Mae Pool	173 55	185 40	-	173 55	(11 85)
9/17/2009	11/25/2011	Fannie Mae Pool	461 92	483 28	-	461 92	(21 36)
10/15/2010	12/15/2011	FHLMC Gold	838 37	871 77	-	838 37	(33 40)
7/30/2009	12/15/2011	FHLMC Gold	283 36	296 60	-	283 36	(13 24)
9/17/2009	12/25/2011	Fannie Mae Pool	450 71	471 56	-	450 71	(20 85)
8/6/2009	12/25/2011	Fannie Mae Pool	175 25	187 22	-	175 25	(11 97)
12/8/2010	12/25/2011	FNMA Pool	492 11	494 42	-	492 11	(2 31)
Total Long Term				**464,790 02**		**476,212 52**	**14,923.56**

Statement A

Threshold Group

REALIZED GAINS AND LOSSES

RJM Foundation

Charles Schwab Institutional Account #61532722

January 01, 2011 to December 31, 2011

Realized Gains And Losses Summary:	Cost Basis	Cost Adjustment	Proceeds	Gains/Losses
Short Term	879,498.27	0 00	845,557 31	-33,940 96
Long Term	2,734,528.54	0.00	2,646,060 33	-88,468 21
Total Realized Gains and Losses	$3,614,026.81	$0.00	$3,491,617.64	($122,409 17)

Open Date	Closed Date	Security Name	Quantity	Cost Basis	Adjustments	Proceeds	Short Term	Long Term
8/30/2010	8/22/2011	iShares S&P500	100 00	10,665 23	-	11,461 35	796 12	-
8/30/2010	8/22/2011	iShares S&P500	100 00	10,665 23	-	11,461 35	796 12	-
8/30/2010	8/22/2011	iShares S&P500	672 00	71,668 36	-	77,020 30	5,351 94	-
1/28/2011	9/16/2011	Alpine Global	1,408 00	9,977 09	-	8,660 41	(1,316 68)	-
9/16/2011	10/12/2011	PIMCO Emerging	24,550 05	260,000 00	-	256,778 49	(3,221 51)	-
8/19/2011	10/12/2011	Eaton Vance	7,224 35	100,000 00	-	95,720 41	(4,279 59)	-
1/11/2011	10/12/2011	IronBridge	4,424 78	54,517 95	-	49,985 00	(4,532 95)	-
3/11/2011	10/12/2011	Harding Loevner	19,033 68	288,181 21	-	259,985 00	(28,196 21)	-
9/22/2011	10/12/2011	Etn Vance Tax-	580 86	23,777 96	-	24,485 00	707 04	-
1/11/2011	10/12/2011	Conestoga S/C	2,262 44	50,045 24	-	50,000 00	(45.24)	-
Total Short Term				**879,498.27**		**845,557.31**	**(33,940.96)**	
12/19/2003	3/11/2011	Vanguard Health	5,018 39	208,956 77	-	271,333 70		62,376 93
12/19/2006	3/11/2011	Vanguard Health	304 74	18,747.30	-	16,476.37		(2,270 93)
12/19/2006	3/11/2011	Vanguard Health	5 31	326.49	-	286.94		(39.55)
12/19/2006	3/11/2011	Vanguard Health	173.60	10,679.69	-	9,386.02		(1,293.67)
3/21/2007	3/11/2011	Vanguard Health	14 91	929 83	-	805 94		(123.89)
3/21/2007	3/11/2011	Vanguard Health	11.07	690 33	-	598.37		(91 96)
3/21/2007	3/11/2011	Vanguard Health	191 97	11,975 11	-	10,379.41		(1,595.70)
12/17/2007	3/11/2011	Vanguard Health	11.79	686.70	-	637.19		(49.51)
12/17/2007	3/11/2011	Vanguard Health	281.36	16,395.02	-	15,212.70		(1,182.32)
12/17/2007	3/11/2011	Vanguard Health	865 20	50,415.42	-	46,779.74		(3,635.68)
3/27/2008	3/11/2011	Vanguard Health	2.86	151.00	-	154.80		3 80
3/27/2008	3/11/2011	Vanguard Health	5.47	288.28	-	295.48		7 20
3/27/2008	3/11/2011	Vanguard Health	145.47	7,673.75	-	7,865 45		191 70

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8/30/2010	9/16/2011	iShares S&P500	1,602 00	170,852 27	-	195,754 38	24,902 11
8/30/2010	9/16/2011	iShares S&P500	200 00	21,330 48	-	24,438 65	3,108 17
1/7/2008	9/16/2011	Alpine Global	36,581 00	500,083 19	-	223,874 39	(276,208 80)
1/28/2008	9/16/2011	Alpine Global	348 80	4,634 81	-	2,139 24	(2,495 57)
2/25/2008	9/16/2011	Alpine Global	340 92	4,679 01	-	2,093 16	(2,585 85)
4/1/2008	9/16/2011	Alpine Global	363 69	4,722 20	-	2,232 92	(2,489 28)
5/1/2008	9/16/2011	Alpine Global	363 50	4,768 28	-	2,231 78	(2,536 50)
6/2/2008	9/16/2011	Alpine Global	367 39	4,814 34	-	2,255 64	(2,558 70)
7/1/2008	9/16/2011	Alpine Global	452 47	4,860 88	-	2,778 01	(2,082 87)
8/1/2008	9/16/2011	Alpine Global	512 69	4,918 22	-	3,147 79	(1,770 43)
9/2/2008	9/16/2011	Alpine Global	544 03	4,983 17	-	3,344 78	(1,638 39)
10/1/2008	9/16/2011	Alpine Global	786 07	5,052 10	-	4,836 79	(215 31)
12/18/2007	10/12/2011	T Rowe Price	751 31	14,853 30	-	15,085 05	231 75
1/1/1951	10/12/2011	T Rowe Price	8,078 32	142,920 24	-	162,200 14	19,279 90
12/20/2006	10/12/2011	T Rowe Price	195 70	4,039 16	-	3,929 27	(109 89)
12/20/2006	10/12/2011	T Rowe Price	31 31	646 27	-	628 70	(17 57)
12/20/2006	10/12/2011	T Rowe Price	696 68	14,379 40	-	13,988 18	(391 22)
6/18/2009	10/12/2011	Eaton Vance	41,255 03	424,116 67	-	546,616 43	122,499 76
12/30/2009	10/12/2011	Eaton Vance	364 16	4,781 46	-	4,825 05	43 59
8/3/2006	10/12/2011	Harbor Intl Fd -	8,278 15	463,760 28	-	449,985 00	(13,775 28)
7/30/2009	10/12/2011	PIMCO	26,041 67	190,373 80	-	199,985 00	9,611.20
8/30/2010	10/12/2011	Vanguard MSCI	4,100 00	167,688.90	-	162,968 23	(4,720 67)
8/30/2010	10/12/2011	Vanguard MSCI	3,900 00	159,508 95	-	155,018 55	(4,490.40)
8/30/2010	10/12/2011	Vanguard MSCI	1,400 00	57,260 32	-	55,648 19	(1,612.13)
8/30/2010	10/12/2011	Vanguard MSCI	650 00	26,585 15	-	25,842 90	(742 25)
Total Long Term				**2,734,528.54**		**2,646,060.33**	**(88,468.21)**

Statement B

THE RJM FOUNDATION
CHARITABLE CONTRIBUTIONS
FOR YEAR ENDED 12/31/11
EIN. 23-6953316

AMOUNT PAID	NAME OF ORGANIZATION	FOUNDATON STATUS OF RECIPIENT	PURPOSE
5,000	Tiger Inn 48 Prospect Avenue Princeton, NJ 08540	Public Charity	To Fund Operating Budget
100,000	Westtown School P O. Box 1799 Westtown Road Westtown, PA 19395	Public Charity	To Fund Operating Budget
100,000	Philadelphia Zoo 3400 West Girard Avenue Philadelphia, PA 19104	Public Charity	To Fund Operating Budget
40,000	Chester County Futures 704 Haywood Drive Exton, PA 19341	Public Charity	To Fund Operating Budget
10,000	Trout Unlimited Local Chapter P.O. Box 1356 West Chester, PA 19380	Public Charity	To Fund Operating Budget
5,000	Boy Scouts Of America 504 S Concord Road West Chester, PA 19382	Public Charity	To Fund Operating Budget
5,000	Boy Scouts of America - CC 504 S. Concord Road West Chester, PA 19382	Public Charity	To Fund Operating Budget
25,000	The Academy of Natural Sciences 1900 Benjamin Franklin Parkway Philadelphia, PA 19103	Public Charity	To Fund Operating Budget
10,000	Westtown School P.O Box 1799 Westtown Road Westtown, PA 19395	Public Charity	To Fund Operating Budget
55,000	Byers Charter School 210 W. Rittenhouse Square Suite 400 Philadelphia, PA 19103	Public Charity	To Fund Operating Budget

Statement D

AMOUNT PAID	NAME OF ORGANIZATION	FOUNDATON STATUS OF RECIPIENT	PURPOSE
12,000	United Way of Chester County 211 North Walnut Street West Chester, PA 19380	Public Charity	To Fund Operating Budget
5,000	Friends of Princeton Wrestling Princeton University Jadwin Gym Princeton, NJ 08544	Public Charity	To Fund Operating Budget
50,000	Chester County Food Bank 1208 Horseshoe Pike Route 322 Downingtown, PA 19335	Public Charity	To Fund Operating Budget
10,000	National Land Trust Hildacy Farm, 1031 Palmers Mill Road Media, PA 19063	Public Charity	To Fund Operating Budget
5,000	Chester County Food Bank 1208 Horseshoe Pike Route 322 Downingtown, PA 19335	Public Charity	To Fund Operating Budget
5,000	Dragonfly Forest 1100 East Hector Street Suite 333 Conshohocken, PA 19428	Public Charity	To Fund Operating Budget
2,000	Community Volunteers in Medicine 300 Lawrence Drive #B West Chester, PA 19380	Public Charity	To Fund Operating Budget
10,000	Trout Unlimited 1300 N 17th Street Suite 500 Arlington, VA 22209	Public Charity	To Fund Operating Budget
5,000	John James Audubon Center 1201 Pawlings Road Audubon, PA 19403	Public Charity	To Fund Operating Budget
15,000	American Bird Conservancy Main Office P O. Box 249 4249 Loudoun Ave The Plains, VA 20198	Public Charity	To Fund Operating Budget
3,000	Hope Springs Equestrian Therapy P.O. Box 156 Chester Springs, PA 19425	Public Charity	To Fund Operating Budget
2,000	YMCA of Southern Arizona P O Box 1111 Tuscon, AZ 85702	Public Charity	To Fund Operating Budget

AMOUNT PAID	NAME OF ORGANIZATION	FOUNDATON STATUS OF RECIPIENT	PURPOSE
2,000	Brandywine Valley Association 1760 Wawaset Road West Chester, PA 19382	Public Charity	To Fund Operating Budget
20,000	Barrett Hospital Foundation 90 Highway 91 South Dillon, MT 59725	Public Charity	To Fund Operating Budget
15,000	Land Trust Alliance 1660 L. Street NW Suite 1100 Washington, DC 20036	Public Charity	To Fund Operating Budget
15,000	Manomet Center for Conservation Sciences 81 Stage Point Road P.O. Box 1770 Manomet , MA 02345	Public Charity	To Fund Operating Budget
10,000	Church of Christ at Norristown P.O Box 1010 Worcester, PA 19490	Public Charity	To Fund Operating Budget
27,000	Ned Smith Center P O Box 33 176 Water Company Road Millersburg, PA 17061	Public Charity	To Fund Operating Budget
5,000	Goshen Fire Company 1320 Park Avenue West Chester, PA 19380	Public Charity	To Fund Operating Budget
10,000	Colorado College P O. Box 1117 Colorado Springs, CO 80901	Public Charity	To Fund Operating Budget
5,000	Spring Ridge Club - Project Healing Waters P O. Box 695 LaPlata, MD 20646	Public Charity	To Fund Operating Budget
25,000	Island Conservation 100 Shaffer Road Santa Cruz, CA 95060	Public Charity	To Fund Operating Budget
5,000	Nat Parks Conservation Assoc 777 6th Street NW, Suite 700 Washington, DC 20001	Public Charity	To Fund Operating Budget
10,000	Mountain Lion Project C/O 1600 Paoli Pike Malvern, PA 19355	Public Charity	To Fund Operating Budget

AMOUNT PAID	NAME OF ORGANIZATION	FOUNDATON STATUS OF RECIPIENT	PURPOSE
10,000	Operation Warm 1653 Brintons Bridge Road Chadds Ford, PA 19317	Public Charity	To Fund Operating Budget
2,000	Caroline Tiger Rescue 1940 Hanks Chapel Road Pittsboro, NC 27312	Public Charity	To Fund Operating Budget
1,000	Food Bank for Central and Eastern NC 3808 Tarheel Drive Raleigh, NC 27609	Public Charity	To Fund Operating Budget
10,000	Orbis International 520 8th Avenue, 11th Floor New York, NY 10018	Public Charity	To Fund Operating Budget
5,000	Peter's Place 150 N. Radnor-Chester Road Suite F 130 Radnor, PA 19087	Public Charity	To Fund Operating Budget
5,000	Goshen Fire Company 1320 Park Avenue West Chester, PA 19380	Public Charity	To Fund Operating Budget
1,500	North Carolina Zoological Society 4403 Zoo Parkway Asheboro, NC 27205	Public Charity	To Fund Operating Budget
10,000	World Land Trust 2806 P Street NW Washington, DC 20007	Public Charity	To Fund Operating Budget
1,500	Chester County Hospital Foundation 701 E Marshall Street West Chester, PA 19380	Public Charity	To Fund Operating Budget
2,000	Handi-Crafters 215 Barley Sheaf Road P.O. Box 72646 Thorndale, PA 19372	Public Charity	To Fund Operating Budget
2,000	Consumer Reports Foundation 101 Truman Ave. Yonkers, NY 10703	Public Charity	To Fund Operating Budget
20,000	Camphill Village Kimberton Hills P.O Box 1045 Kimberton, PA 19442	Public Charity	To Fund Operating Budget

AMOUNT PAID	NAME OF ORGANIZATION	FOUNDATON STATUS OF RECIPIENT	PURPOSE
1,500	Paradise Farm Camps 1300 Valley Creek Road Downingtown, PA 19335	Public Charity	To Fund Operating Budget
699,500	Total Charitable Contributions		

charles SCHWAB
INSTITUTIONAL

Schwab One® Trust Account of
THE RJM FOUNDATION
R JAMES MACALEER TTEE U/A DTD
1/6/88 MGR: WASMER, SCHROEDER

Account Number
4543-6880

Statement Period
December 1-31, 2011

Income Summary	This Period: Federally Tax-Exempt	This Period: Federally Taxable	Year to Date: Federally Tax-Exempt	Year to Date: Federally Taxable
Money Funds Dividends	0.00	1.22	0.00	9 61
Corporate Bond Interest	0.00	3,580.21	0.00	60,252.05
Government Obligation Interest	0.00	0.00	0.00	6,520.82
[illegible]	0.00	3,581.43	0.00	66,782.48
Accrued Interest Paid[4]	0.00	0 00	0.00	(1,514 79)

[4]Certain accrued interest paid on taxable bonds may be deductible; consult your tax advisor

Statement E

Investment Detail - Money Market Funds [Sweep]

Money Market Funds [Sweep]	**Quantity**	**Market Price**	**Market Value**	**Current Yield**	**% of Account Assets**
SCHWAB GOVT MONEY FUND: SWGXX	97,800.7600	1.0000	97,800.76	0.01%	6%
[illegible]			97,800.76		6%
[illegible]			97,800.76		6%

Investment Detail - Fixed Income

Accounting Method
Fixed Income: First In First Out [FIFO]

Government Obligations	**Par**	**Market Price**	**Market Value** / *Cost Basis*	**Adjusted Cost Basis**	**% of Account Assets**	**Unrealized Gain or (Loss)**	**Estimated Annual Income** / Yield to Maturity
FED NATL MTG 1%15 NOTES DUE 10/22/15 MULTI STEP CPN CALLABLE 10/22/12 AT 100.00000 CUSIP: 3136FPRH2 MOODY'S: Aaa S&P: AA+	**30,000.0000**	**100.5333**	**30,159.99** *29,350.00*	**29,748.79**	**2%**	**411.20** b	**300.00** 2.40%

Accrued Interest: 57.50

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

CTCN1201-001126 25215

Schwab One® Trust Account of
THE RJM FOUNDATION
R JAMES MACALEER TTEE U/A DTD
1/6/88 MGR: WASMER, SCHROEDER

Account Number 4543-6880

Statement Period December 1-31, 2011

Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: First In First Out [FIFO]

Government Obligations (continued)	Par	Market Price	Market Value / *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
FED NATL MTG 0.6%13 NOTES DUE 09/12/13 CALLABLE 03/12/12 AT 100.00000 CUSIP: 3135G0DB6 MOODY'S: Aaa S&P: AA+	30,000.0000	100.0267	30,008.01 / *30,025.00*	30,021.20	2%	(13.19) [b]	180.00 / 0 55%
							Accrued Interest: 54.50
FED NATL MTG 1.25%14 NOTES DUE 07/11/14 CALLABLE 01/11/12 AT 100.00000 CUSIP: 3136FRUX9 MOODY'S: Aaa S&P: AA+	35,000.0000	100.0209	35,007.32 / *35,025.00*	35,021.12	2%	(13.80) [b]	437.50 / 1 22%
							Accrued Interest: 206.60
FED NATL MTG 1.65%16 NOTES DUE 11/02/16 CALLABLE 11/02/12 AT 100.00000 CUSIP: 3136FTEH8 MOODY'S: Aaa S&P: AA+	30,000.0000	100.1174	30,035.22 / *30,025.00*	30,024.21	2%	11.01 [b]	495.00 / 1.63%
							Accrued Interest: 81.13
Total Government Obligations	[illegible]	Total Cost Basis	125,210.54 / 124,425.00	124,815.32	7%	395.22	1,112.50

Total Accrued Interest for Government Obligations: 399.73

Statement E

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: First In First Out [FIFO]

Corporate Bonds	Par	Market Price	Market Value / *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
ALLSTATE LF GLB 5.375%13	30,000.0000	105.5946	31,678.38	31,406.19	2%	272.19 [b]	1,612.50
NOTES DUE 04/30/13			*31,798.50* [a]				3 64%
CUSIP: 02003MBQ6							
MOODY'S: A1 S&P: A+							*Accrued Interest: 273.23*
AT&T INC 2.5%15	25,000.0000	103.5850	25,896.25	25,173.12	2%	723.13 [b]	625.00
NOTES DUE 08/15/15			*25,231.00*				2.29%
CALLABLE							
CUSIP: 00206RAV4							
MOODY'S: A2 S&P: A-							*Accrued Interest: 236.11*
BANK OF AMERICA 6.5%16	25,000.0000	100.7122	25,178.05	26,612.44	1%	(1,434.39) [b]	1,625.00
NOTES DUE 08/01/16			*27,083.25* [a]				5 00%
CALLABLE							
CUSIP: 06051GEA3							
MOODY'S: Baa1 S&P: A-							*Accrued Interest: 677.08*
BERKSHIRE HATHAW 3.75%21	30,000.0000	103.8624	31,158.72	29,851.90	2%	1,306.82	1,125.00
NOTES DUE 08/15/21			*29,851.90*				3.80%
CUSIP: 084670BC1							
MOODY'S: Aa2 S&P: AA+							*Accrued Interest: 425.00*
BHP BIL FIN USA 6.5%19F	45,000.0000	122.9971	55,348.70	51,003.48	3%	4,345.22 [b]	2,925.00
BONDS DUE 04/01/19			*52,146.70*				4.33%
CUSIP: 055451AH1							
MOODY'S: A1 S&P: A+							*Accrued Interest: 731.25*

Statement E

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CTCN1201-001126 25217

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Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: First In First Out [FIFO]

Corporate Bonds (continued)	Par	Market Price	Market Value / *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
BP CAP MKTS 3.875%15F	25,000.0000	106.5392	26,634.80	25,276.14	2%	1,358.66 [b]	968.75
NOTES DUE 03/10/15			*25,378.50*				3 50%
CUSIP: 05565QBH0							
MOODY'S: A2 S&P: A							***Accrued Interest: 298.70***
CATERPILLAR FINL 5.75%12	25,000.0000	100.5945	25,148.63	25,868.06	1%	(719.43) [b]	1,437.50
NOTES DUE 02/15/12			*26,005.25* [a]				4 19%
CUSIP: 14912L4G3							
MOODY'S: A2 S&P: A							***Accrued Interest: 543.06***
CITIGROUP 6.375%14	25,000.0000	104.9835	26,245.88	25,101.87	2%	1,144.01 [b]	1,593.75
NOTES DUE 08/12/14			*25,104 75* [a]				6 27%
CUSIP: 172967EY3							
MOODY'S: A3 S&P: A-							***Accrued Interest: 615.36***
CME 5.75%14	25,000.0000	109.0673	27,266.83	25,779.33	2%	1,487.50 [b]	1,437.50
NOTES DUE 02/15/14			*26,740 25* [a]				4 13%
CALLABLE							
CUSIP: 12572QAD7							
MOODY'S: Aa3 S&P: AA							***Accrued Interest: 543.06***
DEERE JOHN CAP 1.85%16	25,000.0000	100.7108	25,177.70	25,011.04	1%	166.66 [b]	462.50
NOTES DUE 09/15/16			*25,011 75*				1 84%
CUSIP: 24422ERF8							
MOODY'S: A2 S&P: A							***Accrued Interest: 160.59***

Statement E

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: First In First Out [FIFO]

Corporate Bonds (continued)	Par	Market Price	Market Value / *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
GEN ELEC CAP 5.625%18	25,000.0000	111.7855	27,946.38	22,052.08	2%	5,894.30 [b]	1,406.25
BONDS DUE 05/01/18			*21,884.00* [a]				7.55%
CUSIP: 36962G3U6							
MOODY'S: Aa2 S&P: AA+							***Accrued Interest: 234.38***
GOLDMAN SACHS GRP 3.7%15	25,000.0000	97.8469	24,461.73	25,437.99	1%	(976.26) [b]	925.00
NOTES DUE 08/01/15			*25,579.50*				3.17%
CUSIP: 38141EA74							
MOODY'S: A1 S&P: A-							***Accrued Interest: 385.42***
JPMORGAN CHASE & 5.75%13	25,000.0000	103.6803	25,920.08	25,968.81	2%	(48.73) [b]	1,437.50
BONDS DUE 01/02/13			*27,190.25*				1.83%
CUSIP: 46625HAT7							
MOODY'S: A1 S&P: A-							***Accrued Interest: 714.76***
METLIFE INC 4.75%21	25,000.0000	107.8171	26,954.28	26,404.17	2%	550.11 [b]	1,187.50
BONDS DUE 02/08/21			*26,560.50*				4 00%
CALLABLE							
CUSIP: 59156RAX6							
MOODY'S: A3 S&P: A-							***Accrued Interest: 471.70***
MORGAN STANLEY 5.625%19	25,000.0000	92.1320	23,033.00	25,923.95	1%	(2,890.95) [b]	1,406.25
BONDS DUE 09/23/19			*25,976.75*				5 04%
CALLABLE							
CUSIP: 61747YCJ2							
MOODY'S: A2 S&P: A-							***Accrued Interest: 382.81***

Statement E

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CTCN1201-001126 25219

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Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: First In First Out [FIFO]

Corporate Bonds (continued)	Par	Market Price	Market Value / *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
NATL RURAL UTIL 7.25%12	**17,000.0000**	**101.0057**	**17,170.97**	**17,074.22**	**1%**	**96.75** b	**1,232.50**
NOTES DUE 03/01/12 CALLABLE			*18,202.07*				0 00%
CUSIP: 637432CU7							
MOODY'S: A2 S&P: A							***Accrued Interest: 410.83***
PEPSICO 5.0%18	**25,000.0000**	**115.9427**	**28,985.68**	**27,316.18**	**2%**	**1,669.50** b	**1,250.00**
BONDS DUE 06/01/18			*27,764.25*				3.38%
CUSIP: 713448BH0							
MOODY'S: Aa3 S&P: A-							***Accrued Interest: 104.17***
STATE STREET CO 2.875%16	**35,000.0000**	**102.8499**	**35,997.47**	**34,879.75**	**2%**	**1,117.72**	**1,006.25**
NOTES DUE 03/07/16			*34,879.75*				2 94%
CUSIP: 857477AH6							
MOODY'S: A1 S&P: A+							***Accrued Interest: 318.65***
THERMO FISHER 2.25%16	**25,000.0000**	**102.3988**	**25,599.70**	**25,268.02**	**1%**	**331.68** b	**562.50**
NOTES DUE 08/15/16 CALLABLE			*25,288.25*				2.00%
CUSIP: 883556BA9							
MOODY'S: A3 S&P: A							***Accrued Interest: 210.94***

Statement E

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

CTCN1201-001126 25220

charles SCHWAB
INSTITUTIONAL

Schwab One® Trust Account of
THE RJM FOUNDATION
R JAMES MACALEER TTEE U/A DTD
1/6/88 MGR: WASMER, SCHROEDER

Account Number
4543-6880

Statement Period
December 1-31, 2011

Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: First In First Out [FIFO]

Corporate Bonds (continued)	Par	Market Price	Market Value / *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
VERIZON COMM INC 3.0%16	**25,000.0000**	**105.3915**	**26,347.88**	**25,838.30**	**2%**	**509.58** [b]	**750.00**
NOTES DUE 04/01/16 CALLABLE CUSIP: 92343VAY0 MOODY'S: A3 S&P: A-			*25,902.00*				2.16%
							Accrued Interest: 187.50
[illegible]	[illegible]		562,151.11	547,247.04	33%	14,904.07	[illegible]
		Total Cost Basis:	553,579.17				

Total Accrued Interest for Corporate Bonds: 7,924.60

Municipal Bonds	Par	Market Price	Market Value / *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
ARKANSAS ST 4%19	**35,000.0000**	**109.5580**	**38,345.30**	**35,023.64**	**2%**	**3,321.66** [b]	**1,400.00**
GO DUE 07/01/19 TXBL CUSIP: 041042RS3 MOODY'S: Aa1 S&P: AA			*35,025.00*				3.98%
							Accrued Interest: 700.00
ATLANTA GA DEV 4.95%16	**25,000.0000**	**114.7320**	**28,683.00**	**24,866.00**	**2%**	**3,817.00**	**1,237.50**
REV DUE 07/01/16 AUTH EDL OID TXBL AGC CUSIP: 04780RBK3 MOODY'S. Aa3 S&P: AA-			*24,866.00* [a]				5.04%
							Accrued Interest: 618.75

Statement E

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CTCN1201-001126 25221

Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: First In First Out [FIFO]

Municipal Bonds (continued)	Par	Market Price	Market Value / *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
ATLANTA GA DEV AU 6.3%16	**25,000.0000**	**100.0160**	**25,004.00**	**25,000.00**	**1%**	**4.00** [b]	**1,575.00**
** CALLED **DUE 01/01/16 @ PAR EFF 1/1/2012 PRE-REFUNDED 01/01/12 AT 100.00000 CUSIP: 04780NBS5 MOODY'S: Aa2 S&P: BBB			*26,824 50* [a]				4 99%
							Accrued Interest: 787.50
CALIFORNIA ST 5.95%16	**25,000.0000**	**112.6700**	**28,167.50**	**25,978.40**	**2%**	**2,189.10** [b]	**1,487.50**
GO UTX DUE 04/01/16 TXBL CUSIP: 13063A5D2 MOODY'S: A1 S&P: A-			*26,042 75* [a]				5 22%
							Accrued Interest: 371.88
CALIFORNIA ST 5.182%18	**25,000.0000**	**107.9420**	**26,985.50**	**25,019.08**	**2%**	**1,966.42** [b]	**1,295.50**
REV DUE 03/01/18 PUB WKS SUBJ XTRO TXBL CUSIP: 130685F88 MOODY'S: Aa2 S&P: AA-			*25,025.00*				5 16%
							Accrued Interest: 431.83
COLORADO ST BLD 4.512%18	**25,000.0000**	**110.8930**	**27,723.25**	**25,144.84**	**2%**	**2,578.41** [b]	**1,128.00**
REV DUE 03/15/18 EXCELLENT SCHS TXBL CUSIP: 19668QCR4 MOODY'S: Aa2 S&P: AA-			*25,180.00*				4 40%
							Accrued Interest: 332.13

Statement E

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CTCN1201-001126 25222

Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: First In First Out [FIFO]

Municipal Bonds (continued)	Par	Market Price	Market Value / *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
COMMONWEALTH FI 5.592%17	**25,000.0000**	**112.8360**	**28,209.00**	**25,000.00**	**2%**	**3,209.00**	**1,398.00**
REV DUE 06/01/17 AUTH PA REV TXBL CUSIP: 20281PBZ4 MOODY'S: Aa3 S&P: AA-			*25,000 00* [a]				5 59%
							Accrued Interest: 699.00
COMMONWEALTH FIN 5.11%19	**35,000.0000**	**111.8370**	**39,142.95**	**35,024.89**	**2%**	**4,118.06** [b]	**1,788.50**
REV DUE 06/01/19 AUTH PA REV TXBL CUSIP: 20281PDK5 MOODY'S: Aa3 S&P: AA-			*35,025 00*				5 09%
							Accrued Interest: 149.04
EL PASO TEX 5.181%22	**35,000.0000**	**111.7990**	**39,129.65**	**35,282.86**	**2%**	**3,846.79** [b]	**1,813.35**
COMB LTX DUE 08/15/22 TXBL CALLABLE 08/15/19 AT 100.00000 CUSIP: 283734MU2 MOODY'S: N/R S&P: AA			*35,484.75* [a]				5.03%
							Accrued Interest: 685.04
FRESNO CNTY CAL 4.408%15	**25,000.0000**	**104.1700**	**26,042.50**	**24,018.36**	**2%**	**2,024.14** [b]	**1,102.00**
REV DUE 08/15/15 PENSION OBLIG TXBL FGIC CUSIP: 358266BU7 MOODY'S: N/R S&P: AA-			*23,722.75* [a]				5.41%
							Accrued Interest: 416.31

Statement E

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CTCN1201-001126 25223

Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: First In First Out [FIFO]

Municipal Bonds (continued)	Par	Market Price	Market Value / *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
HOMER MICH CMNTY 1.65%12	**25,000.0000**	**100.2040**	**25,051.00**	**25,008.73**	1%	42.27 [b]	412.50
GO UTX DUE 05/01/12 SCH DIST SUBJ XTRO TXBL CUSIP: 437506BU1 MOODY'S: N/R S&P: AA-			*25,025.00*				1.54%
							Accrued Interest: 68.75
ILLINOIS ST FOR 4.071%14	**30,000.0000**	**103.1290**	**30,938.70**	**30,198.95**	2%	739.75 [b]	1,221.30
GO UTX DUE 01/01/14 ISSUES DTD PRIOR TO TXBL CUSIP: 4521518U0 MOODY'S: A1 S&P: A+			*30,380.70*				3 72%
							Accrued Interest: 610.65
LAS VEGAS VALLE 3.988%21	**25,000.0000**	**101.5460**	**25,386.50**	**25,024.99**	1%	361.51 [b]	997.00
WTR LTX DUE 06/01/21 NEV WTR DIST TXBL CUSIP: 5178402M5 MOODY'S: Aa2 S&P: AA+			*25,025.00*				3 97%
							Accrued Interest: 199.40
LUBBOCK TEX 4.542%19	**25,000.0000**	**112.4850**	**28,121.25**	**25,000.00**	2%	3,121.25	1,135.50
WTR LTX BAB DUE 02/15/19 TXBL CUSIP: 549188HD5 MOODY'S: Aa2 S&P: AA+			*25,000.00*				4 53%
							Accrued Interest: 428.97

Statement E

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CTCN1201-001126 25224

Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: First In First Out [FIFO]

Municipal Bonds (continued)	Par	Market Price	Market Value / *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
METROPOLITAN ST 3.51%14	35,000.0000	104.1650	36,457.75	35,000.00	2%	1,457.75	1,228.50
REV BAB DUE 12/01/14			*35,000.00* [a]				3.50%
COLLEGE DENVER COLO TXBL							
CUSIP: 592566AD5							
MOODY'S: Aa2 S&P: AA-							***Accrued Interest: 102.38***
NEW YORK N Y FOR 5.96%16	25,000.0000	116.2860	29,071.50	25,439.88	2%	3,631.62 [b]	1,490.00
GO UTX DUE 04/01/16			*25,920.50* [a]				5.32%
PRIOR ISSUES SEE TXBL							
CUSIP: 64966HJR2							
MOODY'S: Aa2 S&P: AA							***Accrued Interest: 372.50***
NORTHERN CALIF 4.37%12	25,000.0000	101.1910	25,297.75	25,000.00	1%	297.75	1,092.50
REV DUE 05/01/12			*25,000.00* [a]				4 37%
TRANSMISSION AGY TXBL							
CUSIP: 664848AZ1							
MOODY'S: Aa3 S&P: A+							***Accrued Interest: 182.08***
OHIO ST 5.46%18	30,000.0000	106.2480	31,874.40	30,643.77	2%	1,230.63 [b]	1,638.00
REV DUE 10/01/18			*30,735.00* [a]				5 12%
TXBL AMBAC							
CALLABLE 04/01/14 AT 100.00000							
CUSIP: 677519WS5							
MOODY'S: Aa2 S&P: AA							***Accrued Interest: 409.50***

Statement E

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CTCN1201-001126 25225

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Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: First In First Out [FIFO]

Municipal Bonds (continued)	Par	Market Price	Market Value / *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
PHOENIX ARIZ CI 3.907%19	35,000.0000	108.0840	37,829.40	35,024.41	2%	2,804.99 [b]	1,367.45
REV DUE 07/01/19 IMPT CORP EXCISE TXBL CUSIP: 71884AUY3 MOODY'S: Aa2 S&P: AAA			*35,025.00*				3.89%
							Accrued Interest: 774.89
RILEY CNTY KANS 4.73%15	25,000.0000	109.6470	27,411.75	25,000.00	2%	2,411.75	1,182.50
GO UTX DUE 09/01/15 UNI SCH DIST NO 383 TXBL CUSIP: 766651NP4 MOODY'S: Aa2 S&P: N/R			*25,000.00* [a]				4.72%
							Accrued Interest: 394.17
SOUTH CAROLINA 4.27%15	25,000.0000	107.2190	26,804.75	24,999.00	2%	1,805.75	1,067.50
REV DUE 01/01/15 ST PUB SVC AUTH REV TXBL CUSIP: 8371475V5 MOODY'S: Aa3 S&P: AA-			*24,999 00* [a]				4 26%
							Accrued Interest: 533.75
SOUTH DAKOTA BR 2.875%12	25,000.0000	100.4740	25,118.50	25,043.23	1%	75.27 [b]	718.75
REV BAB DUE 04/01/12 REGTS HSG & TXBL AGC CUSIP: 837542BV0 MOODY'S: N/R S&P: AA-			*25,091.00* [a]				2 74%
							Accrued Interest: 179.69

Statement E

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Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: First In First Out [FIFO]

Municipal Bonds (continued)	Par	Market Price	Market Value / *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
VIRGINIA COLLEG 3.875%17	25,000.0000	108.8870	27,221.75	25,639.44	2%	1,582.31 [b]	968.75
REV BAB DUE 02/01/17 BLDG AUTH VA EDL TXBL CUSIP: 927781TD6 MOODY'S: Aa1 S&P: AA+			*25,745.75*				3.32%
							Accrued Interest: 403.65
WAWASEE HIGH SCH BL 4%17	30,000.0000	109.4950	32,848.50	30,022.42	2%	2,826.08 [b]	1,200.00
REV DUE 07/15/17 CORP IND TXBL CUSIP: 944052AD1 MOODY'S: N/R S&P: AA+			*30,025.00*				3 98%
							Accrued Interest: 553.33
[illegible]	[illegible]		716,866.15	667,402.89	42%	[illegible]	[illegible]
		Total Cost Basis:	670,167.70				

Total Accrued Interest for Municipal Bonds: 10,405.19

Mortgage Pools	Par	Market Price	Market Value / *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
FHLMC G1-3637 5.5%23	25,000.0000	108.4188	11,271.62	N/A	<1%	389.55	N/A
DUE 12/01/23 CUSIP: 3128MCHN8 FACTOR= .415854940 REMAIN PRIN=$10,396.37			*10,882.07* [a]				N/A

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

CTCN1201-001126 25227

Statement E

Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: First In First Out [FIFO]

Mortgage Pools (continued)	Par	Market Price	Market Value / *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
FHLMC G1-3888 5%25 DUE 06/01/25 CUSIP: 3128MCRH0 FACTOR= .503375030 REMAIN PRIN=$25,168.75	50,000.0000	107.5438	27,067.43 *26,969 89*	N/A	2%	97.54	N/A N/A
FHLMC G1-4044 3%26 DUE 01/01/26 CUSIP: 3128MCWD3 FACTOR= .912578250 REMAIN PRIN=$22,814.46	25,000.0000	103.4750	23,607.26 *23,513.15*	N/A	1%	94.11	N/A N/A
FHLMC J1-3273 3.5%25 DUE 10/01/25 CUSIP: 3128PST64 FACTOR= .776791450 REMAIN PRIN=$23,303.74	30,000.0000	104.3625	24,320.37 *24,232.25*	N/A	1%	88.12	N/A N/A
FHLMC J1-6680 3%26 DUE 09/01/26 CUSIP: 3128PWM54 FACTOR= .974387760 REMAIN PRIN=$34,103.57	35,000.0000	103.4125	35,267.36 *35,373.41*	N/A	2%	(106.05)	N/A N/A
FNMA PL AD9750 3.5%25 DUE 12/01/25 CUSIP: 31418XZQ4 FACTOR= .837847570 REMAIN PRIN=$20,946.19	25,000.0000	104.7250	21,935.90 *21,044.37*	N/A	1%	891.53	N/A N/A

Statement E

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

charles SCHWAB
INSTITUTIONAL

Schwab One® Trust Account of
THE RJM FOUNDATION
R JAMES MACALEER TTEE U/A DTD
1/6/88 MGR: WASMER, SCHROEDER

Account Number
4543-6880

Statement Period
December 1-31, 2011

Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: First In First Out [FIFO]

Mortgage Pools (continued)	Par	Market Price	Market Value / *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
FNMA PL 555549 5%18 DUE 06/01/18 CUSIP: 31385XEW3 FACTOR= .136120600 REMAIN PRIN=$14,973.27	110,000.0000	107.7625	16,135.57 *15,665 79* [a]	N/A	<1%	469.78	N/A N/A
FNMA PL 790636 6%19 DUE 09/01/19 CUSIP: 31405JLR3 FACTOR= .166848340 REMAIN PRIN=$18,353.32	110,000.0000	109.3250	20,064.76 *19,606.49* [a]	N/A	1%	458.27	N/A N/A
FNMA PL 890358 6.5%23 DUE 12/01/23 CUSIP: 31410LE73 FACTOR= .935943590 REMAIN PRIN=$28,078.31	30,000.0000	109.9938	30,884.40 *31,067.48*	N/A	2%	(183.08)	N/A N/A
[illegible]	[illegible]	Total Cost Basis	210,554.67 208,354.90	N/A	12%	[illegible]	N/A
[illegible]	[illegible]	Total Cost Basis	1,614,782.47 1,556,526.77	1,589,465.25	94%	[illegible]	[illegible]

Accrued Interest represents the interest that would be received if the fixed income investment was sold prior to the coupon payment.
Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only The actual income and yield might be lower or higher than the estimated amounts EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Statement 5

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

CTCN1201-001126 25229

charles SCHWAB
INSTITUTIONAL

Schwab One® Trust Account of
R JAMES MACALEER TTEE
THE RJM FOUNDATION
U/A DTD 1/6/88 FUNDING ACCT

Account Number 6153-2722

Statement Period December 1-31, 2011

Income Summary

Income Summary	This Period: Federally Tax-Exempt[1]	This Period: Federally Taxable	Year to Date: Federally Tax-Exempt[1]	Year to Date: Federally Taxable
Money Funds Dividends	0.00	41 05	0.00	106.95
Cash Dividends	282.67	32,825 90	282 67	100,823.83
Total Capital Gains	0.00	18,000 75	0.00	18,000.75
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

[1]Certain income in this category may qualify for state tax exemption; consult your tax advisor.

Statement F

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	Market Value	% of Account Assets
Cash	1,884.72	<1%
[illegible]	1,884.72	[illegible]

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCHWAB US TREAS MONEY FD: SWUXX	2,007,247.0300	1 0000	2,007,247.03	0 01%	40%
[illegible]			2,007,247.03		[illegible]
[illegible]			2,009,131.75		[illegible]

Investment Detail - Mutual Funds

Accounting Method
Mutual Funds: First In First Out [FIFO]

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DOUBLELINE TOTAL RETURN BD FD CL I SYMBOL: DBLTX	9,007.6580	11.0300	99,354.47	2%	11.10	100,000.00	(645.53)

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

CTCO1304-002579 348037

Schwab One® Trust Account of
R JAMES MACALEER TTEE
THE RJM FOUNDATION
U/A DTD 1/6/88 FUNDING ACCT

Account Number
6153-2722

Statement Period
December 1-31, 2011

Investment Detail - Mutual Funds (continued)

Accounting Method
Mutual Funds: First In First Out [FIFO]

Bond Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
TEMPLETON GLOBAL BOND FUND ADV CL SYMBOL: TGBAX	7,829.6790	12.3700	96,853.13	2%	12.77	100,000.00	(3,146 87)
VANGUARD SHORT TERM INVESTMENT GRADE FUND ADMIRAL SYMBOL: VFSUX	50,327.8460	10.6400	535,488.28	11%	10.63	535,000.00	488.28
VANGUARD SHORT TERM TAX EXEMPT ADMIRAL SHARE SYMBOL: VWSUX	33,918.6560	15.9200	539,985.00	11%	15 92	540,000.00	(15.00)
VANGUARD SHORT TERM TRSY FUND ADMIRAL SHARE SYMBOL: VFIRX	49,307.3730	10.7900	532,026 55	11%	10.85	535,000 00	(2,973 45)
[illegible]	[illegible]		[illegible]	[illegible]		[illegible]	[illegible]

Statement F

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
CONESTOGA SMALL CAP SYMBOL: CCASX	5,648.9490	22.6200	127,779.23	3%	22.12	124,954.76	2,824 47
EATON VANCE PARAMETRIC TAX MGD EMRG MKTS I SYMBOL: EITEX	1,861.9740	41.2600	76,825.05	2%	40 94	76,222.04	603 01
FIRST EAGLE GLOBAL FUND CL I SYMBOL: SGIIX	1,710.9090	45.2700	77,452.85	2%	46 76	80,000.00	(2,547.15)

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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charles SCHWAB
INSTITUTIONAL

Schwab One® Trust Account of
R JAMES MACALEER TTEE
THE RJM FOUNDATION
U/A DTD 1/6/88 FUNDING ACCT

Account Number
6153-2722

Statement Period
December 1-31, 2011

Investment Detail - Mutual Funds (continued)

Accounting Method
Mutual Funds: First In First Out [FIFO]

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
HARBOR INTERNATIONAL FUND INST CL SYMBOL: HAINX	1,692.0150	52.4500	88,746.19	2%	56 99	104,482.35 [a]	(15,736 16)
HARDING LOEVNER INTL EQTY PORT INST SYMBOL: HLMIX	6,064.4100	13.3600	81,020.52	2%	15 14	91,818 79	(10,798 27)
IRONBRIDGE FRONTEGRA SMID FD SYMBOL: IBSMX	9,778.5490	11.5100	112,551.10	2%	12 32	120,482.05	(7,930 95)
IVY ASSET STRATEGY FUND CL I SYMBOL: IVAEX	1,716.8310	22.4500	38,542.86	<1%	23 30	40,000 00	(1,457.14)
JHANCOCK US GLBL LEADERS GRWTH I SYMBOL: USLIX	10,395.9240	31.1400	323,729.07	6%	28 86	300,000.00	23,729.07
PIMCO COMMODITY REAL RETURN STRAT CL INSTL SYMBOL: PCRIX	18,636 8830	6.5400	121,885.21	2%	7 35	137,991.68 [a]	(16,106 47)
VIRTUS PREMIUM ALPHASECTOR FD I SYMBOL: VAPIX	6,665.4170	12.1200	80,784.85	2%	12 00	80,000 00	784 85
[illegible]	[illegible]		[illegible]	[illegible]		[illegible]	[illegible]
[illegible]	[illegible]		[illegible]	[illegible]		[illegible]	[illegible]

Statement F

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Other Assets

Accounting Method
Other Assets: First In First Out [FIFO]

Other Assets	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
VANGUARD MSCI EMERGING	**2,184.0000**	**38.2100**	**83,450.64**	**2%**	**(5,874.54)**		
MARKETS ETF	234.0000	40.9004	9,570 70	08/30/10	(629 56)	488	Long-Term
SYMBOL: VWO	1,950.0000	40.8997	79,754.48	08/30/10	(5,244.98)	488	Long-Term
Cost Basis			*89,325.18*				

[redacted]

[redacted]

[redacted]

Statement F

Transaction Detail - Purchases & Sales

Bond Funds Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
12/12/11	12/09/11	Bought	DOUBLELINE TOTAL RETURN BD FD CL I: DBLTX	9,007 6580	11 1000	(100,000 00)
12/12/11	12/09/11	Bought	TEMPLETON GLOBAL BOND FUND ADV CL: TGBAX	7,829 6790	12.7700	(100,000.00)
12/16/11	12/15/11	Bought	VANGUARD S/T INVESTMENT GRADE FUND INV CL: VFSTX	8,465 1930	10 6300	(90,000 00)
12/16/11	12/15/11	Cancel Buy	VANGUARD S/T INVESTMENT GRADE FUND INV CL: VFSTX	(8,465 1930)	10 6300	90,000.00

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings
Please see "*Endnotes for Your Account*" *section for an explanation of the endnote codes and symbols on this statement.*

CTCO1304-002579 348040

BROWN BROTHERS HARRIMAN

STATEMENT OF ACCOUNT

Statement Period 12/01/2011 through 12/31/2011
Account Number 1035001558
THE RJM FOUNDATION R JAMES
MACALEER TRUSTEE

Schedule Of Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
	CASH										
	PENDING CASH										
	CASH		0.05				0			83.33	0.00
	ACCRUED INCOME		0.01				0			16.67	0.00
	TOTAL PENDING CASH		0.06		0.00		0	0		100 00	0.00
	TRANSACTIONAL CASH										
11,584.42	BBH MONEY MARKET FUND REGULAR	1.00	11,584.42	1.00	11,584.42	0	0	1		100 00	1.21
	TOTAL TRANSACTIONAL CASH		11,584.42		11,584.42		0	1		100 00	1.21
	TOTAL CASH		11,584.48		11,584.42		0	1		100 00	1.21
	FIXED INCOME										
	ABSOLUTE RETURN STRATEGIES										
6.5494	BBH ABSOLUTE RETURN OFFSHORE FUND, LTD. SER A TR 4-09 ESTIMATED FAIR VALUE	2.60	17.03	144.19	944 37	0	927-	0		0.09	0.00
17.1166	BBH ABSOLUTE RETURN OFFSHORE FUND, LTD. SER E TR 1	0.00	0.00	0.00	0.00	0	0	0		0 00	0.00
4,982.2718	BBH ABSOLUTE RETURN OFFSHORE FUND, LTD. SER A TR 1 ESTIMATED FAIR VALUE	3.77	18,783.16	0.00	0.00	0	18,783	0		99.91	1 97
	TOTAL ABSOLUTE RETURN STRATEGIES		18,800.19		944.37		17,856	0		100.00	1.97
	TOTAL FIXED INCOME		18,800.19		944.37		17,856	0		100.00	1.97

Statement G

BROWN BROTHERS HARRIMAN

STATEMENT OF ACCOUNT

Statement Period 12/01/2011 through 12/31/2011
Account Number 1035001558
THE RJM FOUNDATION R JAMES MACALEER TRUSTEE

Schedule Of Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
	EQUITY										
	TRADITIONAL INVESTMENTS										
	US LARGE CAP EQUITY										
	BBH LARGE CAP EQUITY FUNDS										
45,055.681	BBH CORE SELECT CL N	14.89	670,879.09	12.17	548,327 64	0	122,551	3,424		100 00	70.21
	TOTAL BBH LARGE CAP EQUITY FUNDS		670,879.09		548,327.64		122,551	3,424		100.00	70.21
	TOTAL US LARGE CAP EQUITY		670,879 09		548,327.64		122,551	3,424		100 00	70.21
	ALTERNATIVE INVESTMENTS										
	PRIVATE EQUITY										
254,230.19	BBH PRIVATE EQ PARTNERS II (VALUED AS OF 09/30/11)	1.00	254,230.19	0.00	0.00	0	254,230	0		100.00	26.61
	TOTAL PRIVATE EQUITY		254,230.19		0.00		254,230	0		100.00	26.61
	TOTAL EQUITY		925,109.28		548,327.64		376,781	3,424		100.00	96.82
	Total Assets		955,493.95		560,856.43		394,637	3,425		100 00	100.00
	TOTAL TRADITIONAL INVESTMENTS		682,463.57		559,912.06		122,551	3,425			
	TOTAL ALTERNATIVE INVESTMENTS		273,030.38		944.37		272,086	0			

Statement G

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

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return. See instructions	THE RJM FOUNDATION C/O R. JAMES MACALEER, TRUSTEE	[X] 23-6953316
	Number, street, and room or suite no. If a P.O. box, see instructions. 1600 PAOLI PIKE	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MALVERN, PA 19355	

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

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

- The books are in the care of ▶ C/O R. JAMES MACALEER, TRUSTEE 1600 PAOLI PIKE - MALVERN, PA 19355

  Telephone No. ▶ 610-725-8371 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2011 or

▶ [ ] tax year beginning ______________ , and ending ______________ .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 60,384.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 60,384.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE RJM FOUNDATION C/O R. JAMES MACALEER, TRUSTEE	Employer identification number (EIN) or [X] 23-6953316
	Number, street, and room or suite no. If a P.O. box, see instructions. 1600 PAOLI PIKE	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MALVERN, PA 19355	

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

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

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

- The books are in the care of ▶ C/O R. JAMES MACALEER, TRUSTEE 1600 PAOLI PIKE - MALVERN, PA 19355

  Telephone No. ▶ 610-725-8371 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

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

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

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

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 60,384.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 60,384.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Paula Marchese, CPA Title ▶ CPA Date ▶ 8/13/12

123842
01-06-12