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 , 2011, and ending , 20

Name of foundation GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION

A Employer identification number 36-3501183

Number and street (or P O box number if mail is not delivered to street address) C/O O'CONNOR PARTNERS 135 S LASALLE ST, #3250 — Room/suite

B Telephone number (see instructions) (312) 542-8950

City or town, state, and ZIP code CHICAGO, IL 60603

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: ☒ 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) ▶ $ 1,183,718.

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

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

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

	Line	Description	(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 (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	133.	133.		ATCH 1
	4	Dividends and interest from securities	5,565.	5,565.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-23,225.			
	b	Gross sales price for all assets on line 6a 320,649.				
	7	Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)				
	11	Other income (attach schedule)	13,662.	13,662.		ATCH 3
	12	**Total.** Add lines 1 through 11	-3,865.	19,360.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) **	766.	316.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	1,958.	1,958.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,724.	2,274.		
	25	Contributions, gifts, grants paid	58,100.			58,100.
	26	**Total expenses and disbursements.** Add lines 24 and 25	60,824.	2,274.		58,100.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-64,689.			
	b	**Net investment income** (if negative, enter -0-)		17,086.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	522,748.	457,089.	457,089.
	3 Accounts receivable ▶			
	Less. allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 6	205,761.	183,483.	130,117.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 7)	607,130.	630,378.	596,512.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,335,639.	1,270,950.	1,183,718.
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	1,335,639.	1,270,950.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	1,335,639.	1,270,950.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,335,639.	1,270,950.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,335,639.
2	Enter amount from Part I, line 27a	2	-64,689.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,270,950.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,270,950.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-23,225.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	0

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? [X] Yes [ ] No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010			
2009			
2008			
2007			
2006			

2 **Total** of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	342.
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	
3	Add lines 1 and 2		3	342.
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	342.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 596.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 250.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	846.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	504.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 504. **Refunded** ▶		11	

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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ________ (2) On foundation managers ▶$ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL,			
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)*

		Line	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 ▶ DAVID ZYER, O'CONNOR PARTNERS Telephone no ▶ 312-542-8950

Located at ▶ 135 S LASALLE ST, #3250 CHICAGO, IL ZIP + 4 ▶ 60603

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

		Line	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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	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? If "Yes," list the years ▶ 2010 , , ,	☒ Yes ☐ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)		2b	X	
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)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 8		0	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	743,834.
b	Average of monthly cash balances	1b	541,704.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,285,538.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,285,538.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,283.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,266,255.
6	**Minimum investment return.** Enter 5% of line 5	6	63,313.

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	63,313.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	342.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	342.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	62,971.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	62,971.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	62,971.

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	58,100.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	58,100.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	58,100.

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				62,971.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			58,796.	
b Total for prior years 20 09 ,20 08 ,20 07				
3 Excess distributions carryover, if any, to 2011.				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 58,100.				
a Applied to 2010, but not more than line 2a			58,100.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions			696.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				62,971.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9.				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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
2a 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).)

DAVID ZYER

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.

N/A

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:

N/A

c Any submission deadlines:

N/A

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

N/A

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*				
ATTACHMENT 9				
Total ▶ 3a				58,100.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
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			14	133.	
4 Dividends and interest from securities			14	5,565.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-23,225.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b INCOME FROM INVESTMENTS			14	13,662.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-3,865.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -3,865.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	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		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

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: [signature] Date: 8-8-12 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT S. STEVENS	ROBERT S. STEVENS	07/19/2012		P00663379
Firm's name ▶ O'CONNOR PARTNERS			Firm's EIN ▶ 36-3704975	
Firm's address ▶ 135 S LASALLE ST #3250 CHICAGO, IL 60603			Phone no 312-542-8920	

Form 990-PF (2011)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					725.	
		2000 SH UBS AG PROPERTY TYPE: SECURITIES				P	VAR	02/22/2011
38,924.		18,135.					20,789.	
		19346 UBS GLOBAL ALLOCATION FD PROPERTY TYPE: SECURITIES				P	VAR	09/09/2011
177,975.		229,921.					-51,946.	
		SANFORD BERNSTEIN - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
103,025.		95,818.					7,207.	
TOTAL GAIN(LOSS)							-23,225.	

Capital Gains Report

GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION (Account: 038-08212) January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM NON-COVERED								
07/15/2010	01/03/2011	3	FREEPORT-MCMORAN COPPER	122 01	62.33	366.02	187.00	179.02
05/04/2010	01/10/2011	10	COMCAST CORP-CL A	22 58	19.85	225.79	198.50	27.29
06/02/2010	01/10/2011	5	COMCAST CORP-CL A	22 58	18.34	112.90	91 69	21.21
10/20/2010	01/14/2011	10	SOUTHWESTERN ENERGY	39.34	34 61	393.42	346.09	47.33
06/02/2010	01/19/2011	10	COMCAST CORP-CL A	23.03	18.34	230.29	183.37	46.92
06/24/2010	01/19/2011	5	COMCAST CORP-CL A	23 03	17 98	115.15	89.89	25.26
02/05/2010	01/21/2011	5	MICROSOFT CORP	28 10	27 93	140.52	139.63	0.89
02/12/2010	01/21/2011	10	MICROSOFT CORP	28 10	27 76	281.04	277.58	3.46
07/15/2010	01/25/2011	1	FREEPORT-MCMORAN COPPER	105 46	62.33	105.46	62.33	43.13
08/06/2010	01/25/2011	4	FREEPORT-MCMORAN COPPER	105 46	74.40	421 83	297.61	124.22
10/26/2010	01/26/2011	40	NVIDIA CORP	24.66	11.94	986.51	477.70	508.81
10/20/2010	01/28/2011	10	SOUTHWESTERN ENERGY	39 24	34.61	392.44	346.09	46.35
06/24/2010	02/01/2011	15	COMCAST CORP-CL A	23.11	17.98	346.72	269.65	77.07
02/02/2010	02/01/2011	15	FORD MOTOR CO	16 15	11.32	242.23	169.74	72.49
03/02/2010	02/01/2011	10	MICROSOFT CORP	27.92	29.00	279.23	290.00	-10.77
04/01/2010	02/01/2011	10	MICROSOFT CORP	27.92	29.14	279.22	291.38	-12.16
12/15/2010	02/03/2011	4	***POTASH CORP OF SASKATCHEWAN	182.15	139 43	728.60	557.71	170.89
09/21/2010	02/07/2011	5	DEERE & CO	94.33	73.01	471.63	365.05	106.58
10/26/2010	02/10/2011	10	NVIDIA CORP	22.95	11.94	229.52	119.43	110.09
12/28/2010	02/10/2011	5	NVIDIA CORP	22.95	14.91	114.76	74.56	40.20
04/12/2010	02/14/2011	5	PEPSICO INC	63.28	66.61	316.39	333.06	-16.67
09/21/2010	02/15/2011	3	DEERE & CO	93.45	73.01	280.35	219.03	61.32
10/01/2010	02/15/2011	2	DEERE & CO	93.45	68.74	186.90	137.48	49.42
12/28/2010	02/15/2011	15	NVIDIA CORP	22.75	14.91	341.27	223.69	117.58
10/01/2010	02/16/2011	6	DEERE & CO	95.61	68.74	573.65	412.42	161.23
10/22/2010	02/16/2011	4	DEERE & CO	95.61	77.00	382.44	308.01	74.43
01/25/2011	02/16/2011	3	NETFLIX INC	239.42	184.25	718.27	552.75	165.52
06/24/2010	02/17/2011	9	HONEYWELL INTERNATIONAL INC	57.42	41.06	516.79	369.56	147.23
01/26/2011	02/18/2011	3	NETFLIX INC	232.10	183.61	696.29	550.83	145.46
04/09/2010	02/24/2011	20	CISCO SYSTEMS INC	18.29	26.44	365.90	528.76	-162.86
06/24/2010	02/24/2011	5	CISCO SYSTEMS INC	18.29	22.72	91.47	113.62	-22.15
04/29/2010	02/24/2011	15	FORD MOTOR CO	14.63	13.58	219.50	203.66	15.84
07/21/2010	02/25/2011	10	VERTEX PHARMACEUTICALS INC	43.71	32.97	437.11	329.69	107.42
08/23/2010	02/25/2011	10	VERTEX PHARMACEUTICALS INC	43.71	35.81	437.11	358.07	79.04
10/22/2010	03/03/2011	3	DEERE & CO	92.67	77.00	278.00	231.01	46.99
04/29/2010	03/04/2011	10	FORD MOTOR CO	14 46	13.58	144.57	135.78	8.79
05/04/2010	03/04/2011	10	FORD MOTOR CO	14.46	12 85	144.57	128.51	16.06
05/04/2010	03/04/2011	10	FORD MOTOR CO	14.46	12.85	144.57	128.51	16.06
05/10/2010	03/04/2011	25	FORD MOTOR CO	14.46	12.20	361.43	304.99	56.44
05/10/2010	03/07/2011	1	CME GROUP INC	304.13	329 32	304 13	329.32	-25.19
06/10/2010	03/09/2011	3	OCCIDENTAL PETROLEUM CORP	101 53	82 53	304.59	247.58	57.01
04/08/2010	03/11/2011	5	GOODRICH CORP	83.65	70.26	418.24	351.32	66.92
06/24/2010	03/14/2011	5	HONEYWELL INTERNATIONAL INC	55.51	41.06	277.56	205.31	72.25
12/15/2010	03/16/2011	3	***POTASH CORP OF SASKATCHEWAN	54.41	46 48	163.23	139.43	23.80
12/17/2010	03/16/2011	6	***POTASH CORP OF SASKATCHEWAN	54.41	46.72	326.45	280.30	46.15
01/18/2011	03/16/2011	1	***POTASH CORP OF SASKATCHEWAN	54.41	57.66	54 41	57.66	-3.25

GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION (Account: 038-08212) January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/24/2010	03/17/2011	10	CISCO SYSTEMS INC	17.00	22.72	170.00	227.23	-57.23
07/19/2010	03/17/2011	10	CISCO SYSTEMS INC	17.00	22.84	170.01	228.37	-58.36
10/08/2010	03/17/2011	10	CISCO SYSTEMS INC	17 00	22.42	170.00	224.16	-54.16
05/10/2010	03/18/2011	1	CME GROUP INC	286.43	329.32	286.43	329.32	-42.89
10/28/2010	03/18/2011	1	CME GROUP INC	286.43	286.36	286.43	286.36	0.07
12/17/2010	03/18/2011	1	CME GROUP INC	286.43	319.49	286 43	319.49	-33.06
06/10/2010	03/24/2011	1	OCCIDENTAL PETROLEUM CORP	99.80	82.53	99.80	82.53	17.27
07/09/2010	03/24/2011	3	OCCIDENTAL PETROLEUM CORP	99 80	81.16	299.40	243.49	55.91
02/17/2011	03/28/2011	5	MCKESSON CORP	79.79	79.89	398.95	399.45	-0.50
02/02/2011	03/30/2011	15	EMERSON ELECTRIC CO	57 56	59.83	863.35	897.47	-34.12
02/08/2011	03/30/2011	9	EMERSON ELECTRIC CO	57.56	61.31	518.01	551.81	-33.80
02/17/2011	03/30/2011	6	EMERSON ELECTRIC CO	57.56	61.85	345.34	371.11	-25.77
03/10/2011	03/30/2011	5	EMERSON ELECTRIC CO	57.56	59.07	287.79	295.35	-7.56
10/08/2010	04/04/2011	20	CISCO SYSTEMS INC	17.04	22.42	340.85	448.31	-107.46
02/17/2011	04/04/2011	3	MCKESSON CORP	79.27	79.89	237.81	239.67	-1.86
02/23/2011	04/04/2011	4	MCKESSON CORP	79 27	78.07	317.09	312.27	4.82
05/27/2010	04/05/2011	5	KOHLS CORP	54.51	49.99	272.53	249.93	22.60
10/25/2010	04/06/2011	10	***CARNIVAL CORP	38.84	40.70	388.37	407.05	-18.68
10/29/2010	04/06/2011	5	***CARNIVAL CORP	38.84	42.86	194.19	214.29	-20.10
10/29/2010	04/06/2011	10	***CARNIVAL CORP	38.84	42.86	388.37	428.58	-40.21
12/13/2010	04/06/2011	5	***CARNIVAL CORP	38.84	43.60	194.19	217.99	-23.80
12/13/2010	04/06/2011	5	***CARNIVAL CORP	38.84	43.60	194.19	217.98	-23.79
06/24/2010	04/07/2011	6	HONEYWELL INTERNATIONAL INC	58.70	41.06	352.21	246.37	105.84
12/03/2010	04/07/2011	4	HONEYWELL INTERNATIONAL INC	58.70	51.18	234.81	204.72	30.09
03/07/2011	04/11/2011	10	***CARNIVAL CORP	37.70	39.98	376.98	399.85	-22.87
11/03/2010	04/13/2011	20	LIMITED BRANDS INC	37.77	29.65	755.39	592.95	162.44
01/04/2011	04/14/2011	10	AON CORP	52.19	45.37	521.90	453.71	68.19
12/03/2010	04/14/2011	6	HONEYWELL INTERNATIONAL INC	57 05	51 18	342.27	307.09	35.18
01/27/2011	04/14/2011	5	HONEYWELL INTERNATIONAL INC	57 05	55.67	285.23	278.34	6.89
01/04/2011	04/20/2011	5	AON CORP	52.14	45.37	260.71	226.85	33.86
01/19/2011	04/20/2011	10	AON CORP	52 14	44.79	521.41	447.90	73.51
02/11/2011	04/20/2011	3	AON CORP	52.14	49.98	156.42	149.95	6.47
01/20/2011	04/21/2011	5	ROCKWELL AUTOMATION INC	95.09	74.75	475.43	373.75	101.68
03/10/2011	04/21/2011	8	***TEVA PHARMACEUTICAL-SP ADR	45.97	49.54	367.80	396.35	-28.55
12/13/2010	04/26/2011	11	ROVI CORP	49.56	57.55	545.19	633.10	-87.91
01/12/2011	04/26/2011	5	ROVI CORP	49.56	63.97	247.81	319.84	-72.03
05/07/2010	05/06/2011	10	LOWE'S COS INC	25.70	25.61	257.01	256.09	0.92
05/10/2010	05/06/2011	5	LOWE'S COS INC	25 70	26.73	128.50	133.64	-5.14
11/16/2010	05/11/2011	5	ALLERGAN INC	81.39	68.55	406.94	342.74	64.20
07/19/2010	05/12/2011	4	GOLDMAN SACHS GROUP INC	141 93	146 13	567.72	584.51	-16.79
07/21/2010	05/12/2011	3	GOLDMAN SACHS GROUP INC	141.93	149.57	425.79	448.71	-22.92
07/27/2010	05/12/2011	3	GOLDMAN SACHS GROUP INC	141 93	147 77	425.78	443.31	-17.53
08/24/2010	05/16/2011	10	JUNIPER NETWORKS INC	39 78	27.04	397.76	270.40	127.36
01/25/2011	05/16/2011	10	JUNIPER NETWORKS INC	39.78	34.87	397.77	348.66	49.11
02/17/2011	05/16/2011	5	JUNIPER NETWORKS INC	39 78	44.18	198.88	220.91	-22.03
08/13/2010	05/23/2011	2	GOLDMAN SACHS GROUP INC	135.76	149.10	271.52	298.21	-26.69
08/23/2010	05/23/2011	3	GOLDMAN SACHS GROUP INC	135.76	148.12	407.28	444.35	-37.07
02/11/2011	05/26/2011	7	AON CORP	51 87	49.98	363.08	349.89	13.19
10/20/2010	05/27/2011	10	SOUTHWESTERN ENERGY	43 27	34 61	432.71	346.09	86.62

Capital Gains Report

GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION (Account: 038-08212) January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/18/2010	05/27/2011	5	SOUTHWESTERN ENERGY	43.27	38.21	216.35	191.06	25.29
10/07/2010	06/21/2011	10	***ACCENTURE PLC-CL A	54.81	45.47	548.14	454.75	93.39
09/28/2010	07/21/2011	7	EXPRESS SCRIPTS INC	55.46	48.85	388.24	341.95	46.29
08/20/2010	07/21/2011	1	GOODRICH CORP	98.08	71.85	98.08	71.85	26.23
03/15/2011	07/22/2011	25	SPRINT NEXTEL CORP	5.20	4.96	130.00	123.98	6.02
03/15/2011	07/22/2011	80	SPRINT NEXTEL CORP	5 20	4.96	416.00	396.71	19.29
03/21/2011	07/25/2011	15	LOWE'S COS INC	22.55	26.32	338.18	394.76	-56.58
11/18/2010	07/26/2011	10	SOUTHWESTERN ENERGY	48.39	38.21	483.85	382.12	101.73
05/16/2011	07/28/2011	12	NETAPP INC	48.12	53.57	577.50	642.84	-65.34
08/06/2010	08/01/2011	5	MONSANTO CO	71.99	60.42	359.95	302.09	57.86
08/20/2010	08/02/2011	3	GOODRICH CORP	93.79	71.84	281.37	215.53	65.84
10/29/2010	08/02/2011	1	GOODRICH CORP	93.79	82.17	93.79	82.17	11.62
03/25/2011	08/03/2011	15	HCA HOLDINGS INC	23.85	32.92	357.76	493.85	-136.09
05/24/2011	08/03/2011	15	HCA HOLDINGS INC	23 85	34.47	357.75	517.05	-159.30
08/06/2010	08/03/2011	6	MONSANTO CO	70.68	60.42	424.08	362.51	61.57
05/31/2011	08/03/2011	7	NETAPP INC	45 74	54.58	320.17	382.08	-61.91
11/03/2010	08/03/2011	4	OCCIDENTAL PETROLEUM CORP	93.55	81.21	374.20	324.85	49.35
03/15/2011	08/10/2011	25	SPRINT NEXTEL CORP	3 15	4.96	78.80	123.97	-45.17
04/12/2011	08/10/2011	95	SPRINT NEXTEL CORP	3 15	4.75	299.42	451.11	-151.69
10/11/2010	08/11/2011	25	NEWS CORP	16 20	13.83	404.89	345.72	59.17
01/18/2011	08/11/2011	3	OCCIDENTAL PETROLEUM CORP	84.64	97.95	253.93	293.84	-39.91
04/11/2011	08/11/2011	2	OCCIDENTAL PETROLEUM CORP	84 64	101 58	169.29	203.16	-33.87
04/11/2011	08/11/2011	2	OCCIDENTAL PETROLEUM CORP	84 64	101.58	169.29	203 16	-33.87
02/04/2011	08/23/2011	20	RIVERBED TECHNOLOGY INC	21 32	36.96	426 47	739.25	-312.78
09/07/2010	08/31/2011	3	GOLDMAN SACHS GROUP INC	116.71	145.78	350.13	437.35	-87.22
09/23/2010	09/08/2011	20	ORACLE CORP	26 58	27.35	531.66	547.05	-15.39
09/24/2010	09/09/2011	8	CITRIX SYSTEMS INC	53.74	70 38	429.92	563.07	-133.15
12/23/2010	09/12/2011	5	STANLEY BLACK & DECKER INC	53 51	67 13	267.56	335.65	-68.09
09/14/2010	09/14/2011	1	GOLDMAN SACHS GROUP INC	104 87	153.43	104.87	153.43	-48.56
03/14/2011	09/21/2011	11	PROCTER & GAMBLE CO	63 88	60.97	702.65	670.72	31.93
12/23/2010	09/26/2011	6	STANLEY BLACK & DECKER INC	51 43	67.13	308.59	402.78	-94 19
03/31/2011	09/26/2011	2	STANLEY BLACK & DECKER INC	51 43	76.53	102.86	153 07	-50.21
03/31/2011	09/28/2011	6	STANLEY BLACK & DECKER INC	52.51	76.54	315.07	459.22	-144.15
10/07/2010	09/29/2011	5	***ACCENTURE PLC-CL A	54.18	45.48	270 93	227.38	43.55
10/22/2010	09/29/2011	5	***ACCENTURE PLC-CL A	54 18	45.69	270.92	228.47	42.45
11/19/2010	09/30/2011	10	LIMITED BRANDS INC	38 79	32.77	387.86	327.72	60.14
04/11/2011	10/04/2011	3	OCCIDENTAL PETROLEUM CORP	68.67	101.58	206.00	304.74	-98.74
04/25/2011	10/04/2011	4	OCCIDENTAL PETROLEUM CORP	68.67	100.20	274.66	400.81	-126.15
11/22/2010	10/18/2011	10	LIMITED BRANDS INC	41 19	33.05	411.95	330.55	81.40
02/17/2011	10/19/2011	5	JUNIPER NETWORKS INC	20.86	44.18	104.32	220.90	-116.58
04/28/2011	10/19/2011	10	JUNIPER NETWORKS INC	20.86	38.35	208.64	383.46	-174.82
07/22/2011	10/19/2011	7	UNITED TECHNOLOGIES CORP	73 68	87.90	515.79	615.28	-99.49
02/17/2011	10/21/2011	10	RIVERBED TECHNOLOGY INC	24.36	41.74	243.63	417.37	-173.74
04/05/2011	10/21/2011	10	RIVERBED TECHNOLOGY INC	24.36	34.62	243.63	346.17	-102.54
11/16/2010	10/24/2011	3	ALLERGAN INC	88.28	68.55	264.83	205.64	59.19
11/18/2010	10/24/2011	4	ALLERGAN INC	88 28	68.82	353.10	275 28	77.82
02/14/2011	10/27/2011	6	BORGWARNER INC	75.07	79.28	450.42	475.71	-25.29
10/29/2010	10/28/2011	3	GOODRICH CORP	122 74	82.17	368.22	246.52	121.70
02/22/2011	11/04/2011	15	COMCAST CORP-CL A	22.67	25.27	340.01	379.05	-39.04

Capital Gains Report

GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION (Account: 038-08212) January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/24/2011	11/04/2011	9	PROCTER & GAMBLE CO	62.82	60.89	565.42	548.04	17.38
01/31/2011	11/09/2011	5	ROVI CORP	29.83	62.13	149.15	310.65	-161.50
02/22/2011	11/09/2011	4	ROVI CORP	29 83	56.04	119.32	224.16	-104.84
01/18/2011	11/10/2011	2	MONSANTO CO	73 61	74.43	147.22	148.86	-1.64
02/22/2011	11/10/2011	5	ROVI CORP	28 38	56.04	141.90	280.21	-138.31
07/05/2011	11/10/2011	6	ROVI CORP	28.38	57.93	170.29	347.57	-177.28
07/21/2011	11/14/2011	15	ARUBA NETWORKS INC	23.69	24.29	355.42	364.35	-8.93
07/22/2011	11/14/2011	15	ARUBA NETWORKS INC	23.69	24.63	355.42	369.41	-13.99
12/28/2010	11/15/2011	10	LIMITED BRANDS INC	44 01	30.94	440.11	309.42	130.69
03/04/2011	11/17/2011	20	METLIFE INC	30 70	44.94	614.09	898.79	-284.70
03/21/2011	12/13/2011	10	METLIFE INC	31.48	44.45	314.81	444.47	-129.66
04/08/2011	12/13/2011	10	METLIFE INC	31.48	44.60	314.81	446.04	-131.23
04/25/2011	12/13/2011	5	METLIFE INC	31.48	44.18	157.40	220.91	-63.51
02/16/2011	12/14/2011	8	CELGENE CORP	63 24	53 77	505.88	430.16	75.72
03/29/2011	12/14/2011	1	CELGENE CORP	63.24	55.36	63.24	55.36	7.88
04/27/2011	12/16/2011	10	RIVERBED TECHNOLOGY INC	23.74	34.48	237 35	344.84	-107.49
05/12/2011	12/16/2011	10	RIVERBED TECHNOLOGY INC	23.74	37.63	237 35	376.30	-138.95
09/21/2011	12/19/2011	9	PEPSICO INC	64 48	61.50	580.31	553.50	26.81
10/25/2011	12/19/2011	1	PEPSICO INC	64 48	62.03	64 48	62.03	2.45
			SUBTOTAL FOR SHORT-TERM NON-COVERED			52,911.99	52,608.66	303.33

LONG-TERM NON-COVERED

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/10/2009	01/05/2011	2	***ALCON INC	163.15	127.92	326.30	255.84	70.46
08/10/2009	01/06/2011	2	***ALCON INC	163.20	127.91	326.40	255.83	70.57
08/10/2009	01/10/2011	1	***ALCON INC	162.50	127.92	162.50	127.92	34.58
09/04/2009	01/10/2011	1	***ALCON INC	162.50	129.84	162.50	129.84	32.66
04/12/2006	01/11/2011	5	SCHLUMBERGER LTD	82.03	62.18	410.18	310.92	99.26
07/05/2007	01/11/2011	3	SCHLUMBERGER LTD	82.03	87.90	246.10	263.71	-17.61
02/18/2009	01/13/2011	8	GENERAL MILLS INC	36.36	28.29	290.90	226.32	64.58
09/04/2009	01/14/2011	1	***ALCON INC	163 05	129.83	163.05	129.83	33.22
09/21/2009	01/14/2011	5	***ALCON INC	163.05	139.89	815.24	699.45	115.79
09/28/2009	01/14/2011	1	***ALCON INC	163.05	141.64	163.05	141.64	21.41
09/06/2006	01/14/2011	10	GILEAD SCIENCES INC	38.25	30.95	382.53	309.51	73.02
07/24/2009	01/19/2011	10	EMC CORP/MASS	24 18	15 04	241.80	150.36	91.44
09/21/2009	01/19/2011	10	EMC CORP/MASS	24.18	16 73	241.79	167.35	74.44
06/14/2007	01/24/2011	1	GOOGLE INC-CL A	607.63	504 53	607.63	504.53	103.10
06/05/2008	01/28/2011	2	CME GROUP INC	305.19	389.22	610.37	778.44	-168.07
10/12/2009	01/28/2011	7	***COOPER INDUSTRIES PLC	60 95	39 51	426.67	276.56	150.11
11/10/2009	01/28/2011	9	TARGET CORP	54.46	50.31	490.12	452.76	37.36
09/28/2009	01/31/2011	1	***ALCON INC	163 30	141.63	163.30	141.63	21.67
11/05/2009	01/31/2011	2	***ALCON INC	163.30	145.90	326.60	291.81	34.79
01/29/2010	02/01/2011	5	FORD MOTOR CO	16.15	11.18	80.74	55.90	24.84
08/20/2008	02/07/2011	9	KOHLS CORP	51 77	48.10	465.97	432.91	33.06
11/10/2008	02/07/2011	2	KOHLS CORP	51 77	33.94	103.55	67.89	35.66
04/02/2007	02/09/2011	1	APPLE INC	357.61	93.19	357.61	93.19	264.42
11/05/2009	02/10/2011	3	***ALCON INC	164.15	145.91	492.44	437.72	54.72

Capital Gains Report

GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION (Account: 038-08212) January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/08/2007	02/10/2011	15	CISCO SYSTEMS INC	19.11	27.93	286.70	419.01	-132.31
04/02/2007	02/10/2011	20	CISCO SYSTEMS INC	19.11	25.40	382.26	507.93	-125.67
02/02/2010	02/11/2011	35	FORD MOTOR CO	16.08	11.32	562.96	396.05	166.91
09/06/2006	02/11/2011	4	GILEAD SCIENCES INC	38.14	30.95	152.58	123.80	28.78
02/20/2007	02/11/2011	11	GILEAD SCIENCES INC	38.14	36.25	419.58	398.71	20.87
11/27/2009	02/11/2011	10	***SUNCOR ENERGY INC	41.13	35.91	411.27	359.07	52.20
04/02/2007	02/14/2011	5	CISCO SYSTEMS INC	18.82	25.40	94.11	126.98	-32.87
11/06/2007	02/14/2011	15	CISCO SYSTEMS INC	18.82	33.76	282.32	506.44	-224.12
11/06/2007	02/16/2011	10	CISCO SYSTEMS INC	18.63	33.76	186.26	337.63	-151.37
10/13/2009	02/16/2011	10	CISCO SYSTEMS INC	18.63	23.94	186.27	239.36	-53.09
10/16/2009	02/16/2011	5	CISCO SYSTEMS INC	18.63	23.90	93.13	119.50	-26.37
12/14/2009	02/17/2011	2	***ALCON INC	164.83	164.07	329.66	328.15	1.51
02/20/2007	02/17/2011	3	GILEAD SCIENCES INC	39.32	36.25	117.95	108.74	9.21
03/19/2009	02/17/2011	7	GILEAD SCIENCES INC	39.32	44.78	275.23	313.47	-38.24
05/07/2009	02/18/2011	20	***CREDIT SUISSE GROUP-SPON AD	47.10	38.01	942.01	760.23	181.78
12/29/2009	02/18/2011	15	***CREDIT SUISSE GROUP-SPON AD	47.10	50.29	706.51	754.34	-47.83
10/28/2008	02/18/2011	1	CME GROUP INC	302.92	238.29	302.92	238.29	64.63
01/04/2010	02/23/2011	10	***SUNCOR ENERGY INC	47.00	36.75	470.04	367.51	102.53
10/16/2009	02/24/2011	5	CISCO SYSTEMS INC	18.29	23.90	91.47	119.50	-28.03
02/02/2010	02/24/2011	10	FORD MOTOR CO	14.63	11.32	146.33	113.16	33.17
11/10/2008	02/28/2011	6	KOHLS CORP	53.44	33.94	320.67	203.67	117.00
07/05/2007	03/01/2011	4	SCHLUMBERGER LTD	92.70	87.90	370.82	351.61	19.21
07/05/2007	03/03/2011	3	SCHLUMBERGER LTD	92.49	87.90	277.48	263.71	13.77
12/14/2009	03/04/2011	3	***ALCON INC	165.97	164.08	497.90	492.23	5.67
12/18/2008	03/04/2011	2	COSTCO WHOLESALE CORP	72.61	54.06	145.21	108.13	37.08
02/10/2009	03/04/2011	4	COSTCO WHOLESALE CORP	72.61	44.45	290.43	177.81	112.62
10/20/2009	03/09/2011	3	OCCIDENTAL PETROLEUM CORP	101.53	81.25	304.60	243.75	60.85
07/17/2009	03/11/2011	20	INTEL CORP	20.85	18.67	417.09	373.38	43.71
11/10/2008	03/14/2011	2	KOHLS CORP	53.82	33.94	107.63	67.89	39.74
12/18/2008	03/14/2011	4	KOHLS CORP	53.82	37.05	215.26	148.20	67.06
01/30/2009	03/16/2011	10	THE WALT DISNEY CO.	40.87	21.36	408.73	213.56	195.17
07/17/2009	03/17/2011	5	INTEL CORP	19.91	18.67	99.53	93.34	6.19
09/17/2009	03/17/2011	10	INTEL CORP	19.91	19.39	199.06	193.87	5.19
07/05/2007	03/18/2011	5	SCHLUMBERGER LTD	86.04	87.90	430.20	439.52	-9.32
02/10/2009	03/21/2011	1	COSTCO WHOLESALE CORP	70.90	44.45	70.90	44.45	26.45
04/23/2009	03/21/2011	5	COSTCO WHOLESALE CORP	70.90	46.76	354.49	233.81	120.68
02/05/2010	03/23/2011	5	***ALCON INC	164.30	156.82	821.50	784.08	37.42
12/18/2008	03/28/2011	6	KOHLS CORP	53.04	37.05	318.25	222.30	95.95
06/04/2009	03/28/2011	5	KOHLS CORP	53.04	45.98	265.21	229.88	35.33
07/05/2007	03/29/2011	5	SCHLUMBERGER LTD	93.68	87.90	468.41	439.52	28.89
09/17/2009	04/05/2011	15	INTEL CORP	19.75	19.39	296.24	290.80	5.44
06/04/2009	04/05/2011	5	KOHLS CORP	54.51	45.97	272.53	229.87	42.66
01/11/2010	04/06/2011	10	***SUNCOR ENERGY INC	44.72	37.58	447.18	375.82	71.36
06/25/2009	04/21/2011	5	GILEAD SCIENCES INC	39.26	47.36	196.31	236.82	-40.51
02/08/2010	04/21/2011	5	GILEAD SCIENCES INC	39.26	46.24	196.31	231.18	-34.87
03/14/2008	04/21/2011	7	***TEVA PHARMACEUTICAL-SP ADR	45.97	45.48	321.82	318.39	3.43
07/25/2008	04/21/2011	25	***TEVA PHARMACEUTICAL-SP ADR	45.97	45.75	1,149.36	1,143.87	5.49
09/21/2009	04/26/2011	5	EMC CORP/MASS	28.20	16.74	141.00	83.68	57.32
11/19/2009	04/26/2011	15	EMC CORP/MASS	28.20	17.12	423.01	256.87	166.14

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
04/26/2010	05/03/2011	10	WELLS FARGO & COMPANY	29.35	33.03	293.47	330.29	-36.82
04/21/2010	05/05/2011	25	LOWE'S COS INC	25 82	26.67	645.51	666.77	-21.26
03/25/2009	05/13/2011	15	JPMORGAN CHASE & CO	43 13	27 37	647.00	410.51	236.49
02/08/2010	05/17/2011	10	GILEAD SCIENCES INC	40 40	46.24	403.95	462 36	-58.41
10/12/2009	05/24/2011	8	***COOPER INDUSTRIES PLC	60.93	39.51	487.43	316.07	171.36
03/31/2008	05/25/2011	10	CAMERON INTERNATIONAL CORP	47 76	41.64	477.57	416.39	61.18
03/31/2009	05/25/2011	5	CAMERON INTERNATIONAL CORP	47.76	22.30	238.78	111.48	127.30
03/31/2009	05/26/2011	10	CAMERON INTERNATIONAL CORP	47 76	22 30	477.61	222.97	254.64
03/25/2009	05/26/2011	5	JPMORGAN CHASE & CO	42.45	27.37	212.24	136.83	75.41
04/07/2009	05/26/2011	5	JPMORGAN CHASE & CO	42 45	27.29	212.24	136.47	75.77
05/10/2010	06/10/2011	20	LOWE'S COS INC	22.36	26.73	447.11	534.55	-87.44
06/23/2010	07/18/2011	65	NEWS CORP	14 95	13.40	971.56	870.81	100.75
10/12/2009	07/19/2011	5	***COOPER INDUSTRIES PLC	58.55	39.51	292.74	197.54	95.20
12/29/2009	07/19/2011	10	***COOPER INDUSTRIES PLC	58.55	43.11	585.47	431.07	154.40
04/02/2007	07/21/2011	2	APPLE INC	387 74	93.19	775.47	186.38	589.09
05/04/2010	07/21/2011	12	EXPRESS SCRIPTS INC	55 46	50.03	665.56	600.38	65.18
05/12/2010	07/21/2011	6	EXPRESS SCRIPTS INC	55 46	52.22	332.78	313.31	19.47
04/08/2010	07/21/2011	2	GOODRICH CORP	98.08	70.26	196.15	140.53	55.62
07/13/2010	07/21/2011	4	GOODRICH CORP	98 08	69.07	392.31	276.30	116.01
02/04/2010	07/25/2011	20	DOW CHEMICAL	35.86	26.58	717.20	531.65	185.55
06/23/2010	07/26/2011	30	NEWS CORP	16.11	13.40	483.32	401.91	81.41
01/08/2010	07/29/2011	10	***COOPER INDUSTRIES PLC	52.28	44 55	522.82	445.55	77.27
05/12/2010	07/29/2011	5	***COOPER INDUSTRIES PLC	52.28	50.71	261.41	253.56	7.85
07/09/2010	08/03/2011	3	OCCIDENTAL PETROLEUM CORP	93 55	81.16	280.65	243.48	37.17
06/14/2007	08/15/2011	1	GOOGLE INC-CL A	547.66	504.53	547.66	504.53	43.13
06/14/2007	08/17/2011	1	GOOGLE INC-CL A	539.45	504.52	539.45	504.52	34.93
04/02/2007	08/29/2011	1	APPLE INC	390.43	93.19	390.43	93.19	297.24
04/29/2010	08/29/2011	10	DOW CHEMICAL	27.98	31.61	279.79	316.07	-36.28
05/13/2010	08/29/2011	10	DOW CHEMICAL	27.98	29.33	279.79	293.35	-13.56
08/07/2009	09/01/2011	15	JOHNSON CONTROLS INC	31.45	26.97	471.79	404.59	67 20
04/07/2009	09/08/2011	10	JPMORGAN CHASE & CO	33.95	27.29	339.51	272.94	66.57
09/10/2010	09/14/2011	2	GOLDMAN SACHS GROUP INC	104 87	149.61	209.74	299.23	-89.49
01/29/2010	09/19/2011	3	NOBLE ENERGY INC	79.60	74.68	238.79	224.04	14 75
02/01/2010	09/19/2011	2	NOBLE ENERGY INC	79 60	75.41	159.19	150.83	8.36
03/04/2008	09/20/2011	7	CELGENE CORP	64.23	56.32	449.63	394.22	55.41
02/13/2008	09/20/2011	1	GOOGLE INC-CL A	553.79	528.13	553.79	528.13	25.66
09/03/2010	09/22/2011	10	STARBUCKS CORP	38 63	24 91	386.29	249.14	137.15
05/18/2009	09/23/2011	2	AMAZON.COM INC	219.93	74.99	439.85	149.99	289.86
02/01/2010	09/26/2011	5	NOBLE ENERGY INC	71.23	75.41	356 13	377.06	-20.93
04/02/2007	09/27/2011	1	APPLE INC	405.52	93.19	405.52	93.19	312.33
04/02/2007	09/29/2011	1	APPLE INC	401.26	93.19	401.26	93.19	308.07
03/19/2009	10/11/2011	15	THE WALT DISNEY CO	32 55	17.81	488.21	267.15	221.06
05/10/2010	10/11/2011	5	THE WALT DISNEY CO.	32 55	35.26	162.73	176.30	-13.57
08/25/2010	10/14/2011	4	MONSANTO CO	73 22	55.24	292.86	220.98	71.88
05/11/2010	10/26/2011	9	CELGENE CORP	66.43	58.83	597.86	529.46	68.40
10/12/2010	10/27/2011	9	CITRIX SYSTEMS INC	75 25	57.10	677.29	513.94	163.35
09/03/2010	10/28/2011	10	STARBUCKS CORP	42.51	24.91	425.11	249.14	175.97
09/14/2010	11/01/2011	2	GOLDMAN SACHS GROUP INC	104.82	153.42	209.64	306.85	-97.21
09/15/2010	11/01/2011	2	GOLDMAN SACHS GROUP INC	104.82	151.22	209.63	302.45	-92.82

GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION (Account: 038-08212) January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
04/07/2009	11/01/2011	15	JPMORGAN CHASE & CO	32 84	27.29	492.65	409.42	83.23
04/15/2009	11/01/2011	10	JPMORGAN CHASE & CO	32.84	30.96	328.43	309.64	18.79
08/25/2010	11/10/2011	3	MONSANTO CO	73.61	55.24	220.82	165.73	55.09
02/02/2010	11/16/2011	4	NOBLE ENERGY INC	95.82	76.76	383.27	307.06	76.21
02/03/2010	11/16/2011	1	NOBLE ENERGY INC	95.82	76.74	95.82	76.74	19.08
10/07/2010	11/17/2011	5	GOLDMAN SACHS GROUP INC	92 56	151.65	462.81	758.27	-295.46
04/30/2009	11/17/2011	15	JPMORGAN CHASE & CO	30 60	34.09	458.93	511.41	-52.48
09/25/2009	11/17/2011	10	JOHNSON CONTROLS INC	29 80	24.99	297.98	249.95	48.03
08/09/2010	11/18/2011	6	CELGENE CORP	63 54	56.91	381.23	341.48	39.75
11/10/2009	12/14/2011	20	BROADCOM CORP-CL A	28.73	27.84	574.69	556.90	17.79
02/08/2010	12/19/2011	5	GILEAD SCIENCES INC	37.63	46.24	188.15	231.18	-43.03
04/06/2010	12/19/2011	10	GILEAD SCIENCES INC	37.63	45.58	376.31	455.76	-79.45
10/22/2010	12/21/2011	5	***ACCENTURE PLC-CL A	51 49	45.69	257.43	228.47	28.96
12/14/2010	12/21/2011	6	***ACCENTURE PLC-CL A	51.49	46.80	308.91	280.78	28.13
12/18/2009	12/21/2011	20	EMC CORP/MASS	21.44	17.17	428.82	343.36	85.46
		SUBTOTAL FOR LONG-TERM NON-COVERED				50,112.57	43,209.53	6,903.04
TOTAL						103,024.56	95,818.19	7,206.37

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L		7,206.37
SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)	0 00	
SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	303.33	
SHORT TERM TOTAL		303 33
LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)	0 00	
LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	6,903.04	
LONG TERM TOTAL		6,903.04

Capital-Gains Distributions: If you own shares of the Sanford C. Bernstein Fund, Inc., you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report). Long-term capital-gains distributions are a separate item on the I.R S. forms, and appear on the Summary-of-Key-Items report.

Zero-Cost Transactions: If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted. Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero. You will need to update the report data with the correct purchase information.

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.

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 GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION	Employer identification number (EIN) or [X] 36-3501183
	Number, street, and room or suite no If a P.O. box, see instructions C/O O'CONNOR PARTNERS	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHICAGO, IL 60603	

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 ▶ DAVID ZYER, O'CONNOR PARTNERS

Telephone No. ▶ 312 542-8950 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 08/15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 20 11 or

▶ [ ] tax year beginning ________ , 20____ , and ending ________ , 20____ .

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	$ 846.
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	$ 596.
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	$ 250.

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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2012)

JSA 1F8054 4 000

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THE NORTHERN TRUST COMPANY		132.	132.
SANFORD BERNSTEIN & CO		1.	1.
	TOTAL	133.	133.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UBS	9.	9.
SANFORD BERNSTEIN & CO	5,556.	5,556.
TOTAL	5,565.	5,565.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVEST INCOME BLACK BEAR K-1	220.	220.
INVEST INCOME TELLURIDE CAP FUND	13,287.	13,287.
UNITED HEALTHCARE SETTLEMENT INC	94.	94.
BROADCOM CORP SETTLEMENT INC	61.	61.
TOTALS	13,662.	13,662.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES - SANFORD BERNST	316.	316.
INCOME/EXCISE TAX EXPENSE	450.	
TOTALS	766.	316.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STATE FILING FEES	33.	33.
BANK CHARGES CUSTODY FEES	1,771.	1,771.
BLACK BEAR K-1, INV EXP	154.	154.
TOTALS	1,958.	1,958.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UBS - AG STOCK	14,571.	19,011.
STOCK HELD AT SANFORD BRNSTEIN	168,912.	111,106.
TOTALS	183,483.	130,117.

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OTHER INVEST AT UBS	226,007.	226,007.
OTHER INVEST SANFORD BERNSTEIN	250,657.	214,315.
TELLURIDE CAPITAL FD	150,243.	150,243.
BLACK BEAR FUND	3,471.	5,947.
TOTALS	630,378.	596,512.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DAVID ZYER C/O O'CONNOR PARTNERS 135 S LASALLE ST, #3250 CHICAGO, IL 60603	DIR/PRES/TREASURER 1.00	0	0	0
CONNIE ZYER C/O O'CONNOR PARTNERS 135 S LASALLE ST, #3250 CHICAGO, IL 60603	DIRECTOR/VICE-PRES. .48	0	0	0
CONSTANCE FELTEN C/O O'CONNOR PARTNERS 135 S LASALLE ST, #3250 CHICAGO, IL 60603	SECRETARY .05	0	0	0
ELIZABETH ZYER C/O O'CONNOR PARTNERS 135 S LASALLE ST, #3250 CHICAGO, IL 60603	DIRECTOR .02	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CONCORDIA UNIVERSITY 7400 AUGUSTA ST RIVER FOREST, IL 60305	NONE	PILLARS FUND	2,000.
NORTHSHORE CONCERT BAND 1555 SHERMAN #315 EVANSTON, IL 60201	NONE	MUSIC EDUCATION OUTREACH, RECORDED WORKS AND COMMISSIONS	5,000.
DE PAUL UNIVERSITY SCHOOL OF MUSIC 804 BELDEN AVE CHICAGO, IL 60614	NONE	SUPPORT SCHOLARSHIPS, ACADEMIC PROGRAMMING, ENDOWMENT AND CAPITAL IMPROVEMENTS	1,000.
MISERICORDIA 6300 NORTH RIDGE CHICAGO, IL 60660	NONE	PROGRAMS AND SERVICES FOR CHILDREN AND ADULTS WITH DEVELOPMENTAL DISABILITIES	2,500.
GREATER CHICAGO FOOD DEPOSITORY 4100 WEST ANN LURIE PL CHICAGO, IL 60301	NONE	FIGHT HUNGER	3,000.
MAKE A WISH FOUNDATION 640 NORTH LASALLE STREET, SUITE 280 CHICAGO, IL 60610	NONE	GRANT WISHES OF CHILDREN WITH LIFE THREATENING MEDICAL CONDITIONS	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEPHZIBAH CHILDREN'S ASSICIATION 946 NORTH BLVD OAK PARK, IL 60301	NONE	PROVIDE SHELTER FOR CHILDREN IN NEED	2,000.
INFANT WELFARE SOCIETY 320 LAKE STREET OAK PARK, IL 60302	NONE	MEDICAL DENTAL AND SOCIAL SERVICES	1,500.
BIENEN SCHOOL OF MUSIC BAND DEPT NORTHWESTERN UNIVERSITY 711 ELGIN ROAD EVANSTON, IL 60208	NONE	SUPPORT BAND PROGRAM	5,000.
JONI AND FRIENDS PO BOX 2222 AKRON, OH 44309-2222	NONE	DISABILITY MINISTRY TRAINING	1,000.
WALTHER LUTHERAN HIGH SCHOOL 900 CHICAGO AVENUE MELROSE PARK, IL 60160	NONE	EDUCATION	2,000.
GRACE LUTHERAN CHRUCH 7300 DIVISION ST RIVER FOREST, IL 60305	NONE	MINISTRY STAFF SEMINARY PROGRAM EXPENSES	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LCFS OF ILLINOIS 7620 MADISON STREET RIVER FOREST, IL 60305	NONE	PROVIDE SERVICES TO CHILDREN AND FAMILIES IN NEED	5,000.
BOY SCOUTS OF AMERICA 7300 W DIVISION RIVER FOREST, IL 60305	NONE	EAGLE PIN SETS AND CAMPERSHIPS	1,000.
CHICAGOLAND LUTHERAN EDUCATION FDN 861 S CHRUCH RD BENSENVILLE, IL 60106	NONE	EDUCATIONAL SCHOLARSHIPS, TEXTBOOKS, CLASSROOM SUPPLIES, FURNITURE AND EQUIPMENT	1,000.
OPERATION WALK NORTHWESTERN ARTHRITIS AND REHAB IN 680 NORTH LAKE SHORE DR, STE 1028 CHICAGO, IL 60611	NONE	BRING MOBILITY TO UNDERSERVED POPULATIONS IN THE WORLD	500.
PROVISO HABITAT FOR HUMANITY 2126 SOUTH 17TH AVE BROADVIEW, IL 60153	NONE	PROVIDE LOW-COST HOUSING IN WESTERN COOK COUNTY	1,000.
FIRST PRESBYTERIAN CHURCH 7551 QUICK AVE RIVER FOREST, IL 60305	NONE	SUPPORT CHURCH	3,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BEST BUDDIES ILLINOIS 350 N ORLEANS ST, STE 678 CHICAGO, IL 60654	NONE	FRENDSHIP EMPLOYMENT AND DEVELOPMENT FOR THOSE WITH INTELLECTUAL AND DEVELOPMENTAL DISABILITIES	500.
SHRIVER CENTER 50 EAST WASHINGTON CHICAGO, IL 60602	NONE	LEADERSHIP IN ACHIEVING SOCIAL AND CEONOMIC JUSTICE FOR LOW-INCOME PEOPLE	1,000.
PHIL'S FRIENDS 405 S. RUSH ST. ROSELLE, IL 60172	NONE	CARE PACKAGES FOR CANCER PATIENTS	2,000.
MERCY HOME FOR BOYS AND GIRLS FR SCOTT DONOHUE 1140 W. JACKSON BLVC CHICAGO, IL 60607	NONE	CARE AND SUPPORT FOR CHILDREN	1,500.
WTTW AND 98.7 WFMT 5400 N ST LOUIS AVE CHICAGO, IL 60625	NONE	PUBLIC TELEVISION	5,000.
US EMPOWERED 222 W ONTARIO, SUITE 501 CHICAGO, IL 60654	NONE	ASSIST LOW INCOME STUDENTS ENTERING COLLEGE	3,600.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KELLOGG SCHOOL - NORTHWESTERN UNIVERSITY 2020 REDGE AVE EVANSTON, IL 60208	NONE	SUPPORT PROGRAMS, RESEARCH AND SCHOLARSHIPS	1,000.
		TOTAL CONTRIBUTIONS PAID	58,100.