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

2011

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011, or tax year beginning OCTOBER 01

, 2011, and ending SEPTEMBER 30, 2012

Name of foundation

**STOCKTON RUSH BARTOL FOUNDATION**

A Employer identification number

**23-2318470**

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

**230 SOUTH BROAD STREET**

Room/suite

**1003**

B Telephone number (see instructions)

**(215) 545-4037**

City or town, state, and ZIP code

**PHILADELPHIA PA 19102**C If exempt application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85%  
test, check here and attach computation ► E If private foundation status was  
terminated under section  
507(b)(1)(A), check here . . . . . ► F If the foundation is in a 60-month  
termination under section  
507(b)(1)(B), check here . . . . . ► 

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of  
year (from Part II, col. (c), line 16)

J Accounting method

 Cash Accrual Other (specify) \_\_\_\_\_► \$ **5,489,027**

(Part I, column (d) must be on cash basis)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	<b>44,250</b>			
2 Check ► <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
3 Interest on savings and temp. cash investments				
4 Dividends and interest from securities	<b>134,527</b>	<b>134,527</b>		
5 a Gross rents . . . . .				
b Net rental income or (loss) _____				
6 a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	<b>600,352</b>			
7 Capital gain net income (from Part IV, line 2) . . .		<b>600,352</b>		
8 Net short-term capital gain . . . . .			<b>0</b>	
9 Income modifications . . . . .			<b>0</b>	
10 a Gross sales less rtns & alloc. wances	<b>0</b>			
b Less: Cost of goods sold . . . . .				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) #1	<b>305</b>	<b>305</b>		
12 Total: Add lines 1 through 11 . . . . .	<b>779,434</b>	<b>735,184</b>	<b>0</b>	
13 Compensation of officers, directors, trustees, etc . . . . .	<b>74,208</b>			<b>74,208</b>
14 Other employee salaries and wages . . . . .	<b>23,828</b>			<b>23,828</b>
15 Pension plans, employee benefits . . . . .	<b>6,162</b>			<b>6,162</b>
16 a Legal fees (attach schedule) . . . . .				
b Accounting fees (attach schedule) #2	<b>9,357</b>			<b>9,357</b>
c Other professional fees (attach schedule)	<b>31,662</b>	<b>31,662</b>		
17 Interest . . . . .				
18 Taxes (attach schedule) (see instructions) #4	<b>16,079</b>	<b>1,165</b>		<b>7,890</b>
19 Depreciation (attach sch.) and depletion	<b>904</b>			
20 Occupancy . . . . .	<b>17,219</b>			<b>17,219</b>
21 Travel, conferences, and meetings . . . . .	<b>1,993</b>			<b>1,993</b>
22 Printing and publications . . . . .	<b>915</b>			<b>915</b>
23 Other expenses (attach schedule) #5	<b>19,790</b>			<b>19,790</b>
24 Total operating and administrative expenses. Add lines 13 through 23	<b>202,117</b>	<b>32,827</b>	<b>0</b>	<b>161,362</b>
25 Contributions, gifts, grants paid . . . . .	<b>140,000</b>			<b>140,000</b>
26 Total exp & disbursements. Add lines 24 and 25	<b>342,117</b>	<b>32,827</b>	<b>0</b>	<b>301,362</b>
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements . . . . .	<b>437,317</b>			
b Net Investment Income (if neg., enter -0-)		<b>702,357</b>		
c Adjusted net Income (if neg., enter -0-)				

For Paperwork Reduction Act Notice, see the Instructions.

Form 990-PF (2011)

SCANNED FEB 27 2013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See inst.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash -- non-interest-bearing .....	26,567	26,243	26,243
	2 Savings and temporary cash investments .....	215,898	77,280	77,280
	3 Accounts receivable► Less: allowance for doubtful accts. ►			
	4 Pledges receivable► Less: allowance for doubtful accts ►			
	5 Grants receivable .....			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the 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 .....	3,502	3,461	3,461
	10a Investments -- U.S. and state govt. obligations (attach schedule) #6		972,405	972,405
	b Investments -- corporate stock (attach schedule) #7.	2,147,915	1,874,567	1,874,567
	c Investments -- corporate bonds (attach schedule) #8.	237,393	638,622	638,622
	11 Investments -- land, buildings, and equipment basis .....			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments -- mortgage loans .....			
	13 Investments -- other (attach schedule) #9.	2,243,526	1,877,058	1,877,058
	14 Land, buildings, and equipment basis ► 11,491 Less accumulated depreciation (attach schedule) ► 8,778	#10	3,617	2,713
	15 Other assets (describe ► SEE ATTACHMENT #11)		8,024	16,678
	16 Total assets (to be completed by all filers -- see the instructions. Also, see page 1, item I) .....	4,886,442	5,489,027	5,489,027
L I A B I L I T I E S	17 Accounts payable and accrued expenses .....	8,641	12,266	
	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) .....	8,641	12,266	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted .....	4,877,801	5,475,381	
	25 Temporarily restricted .....		1,380	
	26 Permanently restricted .....			
	Foundations that do not follow SFAS 117, ck. here ► <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds .....			
	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 the instructions) .....	4,877,801	5,476,761	
	31 Total liabilities and net assets/fund balances (see the inst.)	4,886,442	5,489,027	

## 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	4,877,801
2 Enter amount from Part I, line 27a .....	2	437,317
3 Other increases not included in line 2 (itemize) ► SEE ATTACHMENT #12	3	161,643
4 Add lines 1, 2, and 3 .....	4	5,476,761
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	5,476,761

**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)
<b>1a SEE ATTACHMENT #13</b>				
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				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(I) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
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	600,352
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 the 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? ..  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 beg. in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	296,468	5,165,083	0.057398
2009	287,105	4,767,308	0.060224
2008	286,612	4,402,983	0.065095
2007	320,048	5,967,936	0.053628
2006	339,081	6,347,490	0.053420

2 Total of line 1, column (d) .....	2	0.289765
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	0.057953
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.....	4	5,038,084
5 Multiply line 4 by line 3 .....	5	291,972
6 Enter 1% of net investment income (1% of Part I, line 27b).....	6	7,024
7 Add lines 5 and 6 .....	7	298,996
8 Enter qualifying distributions from Part XII, line 4 .....	8	301,362

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 the Instructions)**

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	
1 b	Date of ruling or determination letter: _____ (attach copy of letter if necessary -- see Inst.)	1 7,024
1 c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	
1 d	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).	2 0
3	Add lines 1 and 2 . . . . .	3 7,024
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4 0
5	<b>Tax based on Investment Income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5 7,024
6	<b>Credits/Payments.</b>	
6 a	2011 estimated tax payments and 2010 overpayment credited to 2011. . . . .	6a 4,400
6 b	Exempt foreign organizations -- tax withheld at source . . . . .	6b
6 c	Tax paid with application for extension of time to file (Form 8868). . . . .	6c
6 d	Backup withholding erroneously withheld . . . . .	6d
7	Total credits and payments. Add lines 6a through 6d . . . . .	7 4,400
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached. . . . .	8
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9 2,624
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10
11	Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> ► <input type="checkbox"/> <b>Refunded</b> ► <input type="checkbox"/> 11	

**Part VII-A Statements Regarding Activities**

1 a	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? . . . . .	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
1 b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? . . . . .	1b <input checked="" type="checkbox"/>
	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.	
1 c	Did the foundation file Form 1120-POL for this year? . . . . .	1c <input checked="" type="checkbox"/>
1 d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation . . . ► \$ <u>0</u> (2) On foundation managers . . . ► \$ <u>0</u>	
1 e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . ► \$ <u>0</u>	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	2 <input checked="" type="checkbox"/>
	If "Yes," attach a detailed description of the activities.	
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 <input checked="" type="checkbox"/>
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a <input checked="" type="checkbox"/>
4 b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b <input checked="" type="checkbox"/> N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5 <input checked="" type="checkbox"/>
	If "Yes," attach the statement required by General Instruction T.	
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 <input checked="" type="checkbox"/>
7	Did the foundation have at least \$5,000 in assets at any time during the yr.? If "Yes," complete Part II, col. (c), & Part XV.	7 <input checked="" type="checkbox"/>
8 a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ► <b>PA</b>	
8 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 <input checked="" type="checkbox"/>
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 <input checked="" type="checkbox"/>
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	10 <input checked="" type="checkbox"/>

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	
Website address ► <b>WWW.BARTOL.ORG</b>			
14	The books are in care of ► <b>SEE ATTACHMENT #14</b>	Telephone no. ►	
Located at ►			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> -- Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . . ► <b>15</b> ► <input type="checkbox"/>		
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	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>	1b	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
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 . . . . . ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/>
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>

**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))? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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). . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did <b>any</b> 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)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	<b>N/A</b>	5b	
	Organizations relying on a current notice regarding disaster assistance check here . . . . .	<input type="checkbox"/>				
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? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<b>N/A</b>		
	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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .					<b>X</b>
	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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			<b>N/A</b>	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 avg. hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred comp.	(e) Expense account, other allowances
SEE ATTACHMENT #15				

**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 avg. hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
<b>Total number of other employees paid over \$50,000 . . . . .</b> ► 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 (see the instructions). 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** ..... ►

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	SEE ATTACHMENT #16	59,520
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1		
2		
All other program-related investments. See the instructions.		
3		

**Total. Add lines 1 through 3** ..... ►

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see the 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	4,996,070
b	Average of monthly cash balances .....	1b	106,527
c	Fair market value of all other assets (see the instructions) .....	1c	12,209
d	Total (add lines 1a, b, and c) .....	1d	5,114,806
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	5,114,806
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see the instructions) .....	4	76,722
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	5,038,084
6	Minimum investment return. Enter 5% of line 5 .....	6	251,904

**Part XI Distributable Amount** (see the 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	251,904
2a	Tax on investment income for 2011 from Part VI, line 5 .....	2a	7,024
b	Income tax for 2011. (This does not include the tax from Part VI.) .....	2b	
c	Add lines 2a and 2b .....	2c	7,024
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	244,880
4	Recoveries of amounts treated as qualifying distributions .....	4	
5	Add lines 3 and 4 .....	5	244,880
6	Deduction from distributable amount (see the instructions) .....	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	244,880

**Part XII Qualifying Distributions** (see the 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	301,362
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	301,362
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 the instructions) .....	5	7,024
6	Adjusted qualifying distributions. Subtract line 5 from line 4 .....	6	294,338

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 the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 .....				244,880
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only .....				
b Total for prior years. 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006 .....	33,987			
b From 2007 .....	28,432			
c From 2008 .....	66,981			
d From 2009 .....	55,228			
e From 2010 .....	46,690			
f Total of lines 3a through e .....	231,318			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 301,362				
5 Excess distributions carryover applied to 2011 .....				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required -- see the instructions) .....				
c Treated as distributions out of corpus (Election required -- see the instructions) .....				
d Applied to 2011 distributable amount .....				244,880
e Remaining amount distributed out of corpus .....	56,482			
6 Enter the net total of each column as indicated below:	287,800			
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 the instructions .....				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount -- see the instructions .....				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 .....				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions) .....				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see the instructions) .....				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a .....	33,987			
10 Analysis of line 9:	253,813			
a Excess from 2007... 28,432				
b Excess from 2008... 66,981				
c Excess from 2009... 55,228				
d Excess from 2010... 46,690				
e Excess from 2011... 56,482				

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

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

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

## 1 Information Regarding Foundation Managers:

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

SEE ATTACHMENT # 17

**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.

SEE ATTACHMENT # 18

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

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

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

SEE ATTACHMENT # 19

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

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**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	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
Name and address (home or business)				
a Paid during the year <b>SEE ATTACHMENT #20</b>				
<b>Total</b> .....			► 3a	<b>140,000</b>
b Approved for future payment				
<b>Total</b> .....			► 3b	

**Part XVI-A Analysis of Income-Producing Activities**

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions.)
	(a) Business code	(b) Amount	(c) Excl. code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees & contracts from government agencies					
2 Membership dues and assessments .....					
3 Interest on savings and temporary cash investments ..					
4 Dividends and interest from securities .....					
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					
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		735,184	0
13 Total. Add line 12, columns (b), (d), and (e) .....				13	735,184

(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 the instructions )
	SEE ATTACHMENT #21

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

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?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:	1a(1)	X
(1)	Cash .....	1a(2)	X
(2)	Other assets .....	1b(1)	X
b	Other transactions:	1b(2)	X
(1)	Sales of assets to a noncharitable exempt organization .....	1b(3)	X
(2)	Purchases of assets from a noncharitable exempt organization .....	1b(4)	X
(3)	Rental of facilities, equipment, or other assets .....	1b(5)	X
(4)	Reimbursement arrangements .....	1b(6)	X
(5)	Loans or loan guarantees .....	1c	X
(6)	Performance of services or membership or fundraising solicitations .....		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees .....		
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

2 a 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

<b>Sign Here</b>	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.		
		12-12-13	Exec. Director
Signature of officer or trustee	Date	Title	<input type="checkbox"/> May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date 2/7/13 Check <input type="checkbox"/> if self-employed PTIN P01317692
	Firm's name ► DIAMOND AND ASSOCIATES PC CPAS		Firm's EIN ► 23-3064611
	Firm's address ► 3 FRIENDS LANE SUITE 300		Phone no. (215) 497-8888

**Name of the organization**

**Employer identification number**

**STOCKTON RUSH BARTOL FOUNDATION**

**23-2318470**

**Organization type (check one):**

**Fillers of:**

**Section:**

Form 990 or 990-EZ

501(c)( ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

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

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

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

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

**For Paperwork Reduction Act Notice, see the Instructions  
for Form 990, 990-EZ, or 990-PF.**

**Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization

STOCKTON RUSH BARTOL FOUNDATION

Employer identification number

23-2318470

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE PHILADELPHIA FOUNDATION 1234 MARKET STREET, SUITE 1800 PHILADELPHIA, PA 19107	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ANN DIEBOLD PO BOX 155 MERION STATION, PA 19066	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

**990 SCHEDULE OF OTHER INCOME**

ATTACHMENT 1: PAGE 1 - 990-PF PAGE 1, PART I, LINE 11

## OPEN TO PUBLIC

## INSPECTION

For calendar year 2011 or tax period beginning

10-01-2011, and ending

09-30-2012

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Name of Organization

**NAME OF ORGANIZATION:**

Employer Identification Number

Employer Identification  
23-2318470

**990 SCHEDULE OF ACCOUNTING FEES**

**ATTACHMENT 2: PAGE 1 - 990-PF PAGE 1, PART I, LINE 16B**

<b>OPEN TO PUBLIC INSPECTION</b>	For calendar year 2011, or tax period beginning	<b>10-01-2011</b> , and ending	<b>09-30-2012</b>	
Name of Organization <b>STOCKTON RUSH BARTOL FOUNDATION</b>		Employer Identification Number <b>23-2318470</b>		
Accounting Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
<b>ACCOUNTING BOOKKEEPING</b>	8,607 750			8,607 750
<b>Total:</b>	<b>9,357</b>			<b>9,357</b>

**990 SCHEDULE OF OTHER PROFESSIONAL FEES**

**ATTACHMENT 3: PAGE 1 - 990-PF PAGE 1, PART I, LINE 16C**

<b>OPEN TO PUBLIC</b>	<b>INSPECTION</b>	For calendar year 2011, or tax period beginning	10-01-2011, and ending	09-30-2012.
Name of Organization <b>STOCKTON RUSH BARTOL FOUNDATION</b>			Employer Identification Number <b>23-2318470</b>	
Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
<b>INVESTMENT FEES</b>	<b>31,662</b>	<b>31,662</b>		
<b>Total:</b>	<b>31,662</b>	<b>31,662</b>		

**990 SCHEDULE OF TAXES PAID**

**ATTACHMENT 4: PAGE 1 - 990- PF PAGE 1, PART I, LINE 18**

<b>OPEN TO PUBLIC INSPECTION</b>	For calendar year 2011, or tax period beginning	<b>10-01-2011</b> , and ending	<b>09-30-2012</b>
Name of Organization <b>STOCKTON RUSH BARTOL FOUNDATION</b>		Employer Identification Number <b>23-2318470</b>	
Category	Amount	Net Investment Income	Adjusted Net Income
EXCISE TAXES	7,024	1,165	7,890
PAYROLL TAXES	7,890		
FOREIGN TAXES	1,165		
<b>Total:</b>	<b>16,079</b>	<b>1,165</b>	<b>7,890</b>

# 990 OTHER EXPENSES SCHEDULE

**ATTACHMENT 5: PAGE 1 990-PF PAGE 1, PART I, LINE 23**

OPEN TO PUBLIC INSPECTION	For calendar year 2011, or tax period beginning	10-01-2011, and ending	09-30-2012.	
Name of Organization <b>STOCKTON RUSH BARTOL FOUNDATION</b>		Employer Identification Number <b>23-2318470</b>		
Description of Activity	Revenue and Expenses	Net Investment Income	Adjusted Net Income	Disbursements for Charity
DUES AND SUBSCRIPTIONS	1,165			1,165
GRANTEE PROGRAMS	613			613
MEETING COSTS	632			632
INSURANCE	2,275			2,275
OFFICE EXPENSE	982			982
PAYROLL SERVICE	1,246			1,246
POSTAGE	112			112
TELEPHONE	1,914			1,914
WORKSHOPS	8,472			8,472
CONTRACTED SERVICES	2,129			2,129
CLERICAL TEMPS	250			250
Total:		19,790		19,790

**990 SCHEDULE OF INVESTMENTS - GOVERNMENT OBLIGATIONS****ATTACHMENT 6: PAGE 1 - 990-PF PAGE 2, PART II, LINE 10A**

OPEN TO PUBLIC	For calendar year 2011, or tax period beginning	10-01-2011, and ending	09-30-2012.	
INSPECTION				
Name of Organization	Employer Identification Number			
<b>STOCKTON RUSH BARTOL FOUNDATION</b>	<b>23-2318470</b>			
Description	Cost	FMV at End of Year	Book Value	Fair Market Value
U S. Government Obligations			<b>972,405</b>	<b>972,405</b>
State and Municipal Government Obligations				
Total U.S. and State Government Obligations .....			<b>972,405</b>	<b>972,405</b>

## **990 SCHEDULE OF INVESTMENTS - CORPORATE STOCKS**

ATTACHMENT 7: PAGE 1 - 990-PF PAGE 2, PART II, LINE 10B

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**OPEN TO PUBLIC**

**INSPECTION** For calendar year 2011, or tax period beginning

10-01-2011, and ending

09-30-2012

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**Name of Organization**

Name of Organization  
**STOCKTON RUSH BARTOL FOUNDATION**

Employer Identification Number

Employer Identification

Description of Property	Cost	FMV at Year End	Book Value	Fair Market Value
COMMON STOCKS HELD AT MORGAN STANLEY		X	1,874,567	1,874,567

**990 SCHEDULE OF INVESTMENTS - CORPORATE BONDS****ATTACHMENT 8: PAGE 1 - 990-PF PAGE 2, PART II, LINE 10C****OPEN TO PUBLIC****INSPECTION** For calendar year 2011, or tax period beginning **10-01-2011**, and ending **09-30-2012**.

Name of Organization

**STOCKTON RUSH BARTOL FOUNDATION**Employer Identification Number  
**23-2318470**

Description of Property	Cost	FMV at Year End	Book Value	Fair Market Value
<b>CORPORATE BONDS HELD AT MORGAN STANLEY</b>		<b>X</b>	<b>638,622</b>	<b>638,622</b>
			<b>Total:</b>	<b>638,622</b>

**990 SCHEDULE OF INVESTMENTS - OTHERS**

**ATTACHMENT 9: PAGE 1 - 990-PF PAGE 2, PART II, LINE 13**

OPEN TO PUBLIC INSPECTION	For calendar year 2011, or tax period beginning	10-01-2011, and ending	09-30-2012.	
Name of Organization <b>STOCKTON RUSH BARTOL FOUNDATION</b>		Employer Identification Number <b>23-2318470</b>		
Description	Cost	FMV at Year End	Book Value	Fair Market Value
<b>MUTUAL FUNDS HELD AT MORGAN STANLEY</b>		<b>X</b>	<b>1,877,058</b>	<b>1,877,058</b>
<b>Total:</b>			<b>1,877,058</b>	<b>1,877,058</b>



**990 SCHEDULE OF OTHER ASSETS**

**ATTACHMENT 11: PAGE 1 - 990-PF PAGE 2, PART II, LINE 15**

<b>OPEN TO PUBLIC INSPECTION</b>	For calendar year 2011, or tax period beginning	<b>10-01-2011</b> , and ending	<b>09-30-2012</b>
Name of Organization <b>STOCKTON RUSH BARTOL FOUNDATION</b>		Employer Identification Number <b>23-2318470</b>	
Description of Other Assets	Beginning of Year	End of Year	EOY FMV (990-PF Only)
<b>DEPOSITS</b>	<b>6,035</b>	<b>6,035</b>	<b>6,035</b>
<b>ACCRUED INTEREST</b>	<b>1,989</b>	<b>10,643</b>	<b>10,643</b>
<b>Totals:</b>	<b>8,024</b>	<b>16,678</b>	<b>16,678</b>

# 990 SCHEDULE OF OTHER INCREASES

**ATTACHMENT 12: PAGE 1 - 990- PF PAGE 2, PART III, LINE 3**

OPEN TO PUBLIC

INSPECTION For calendar year 2011, or tax period beginning **10-01-2011**, and ending **09-30-2012**.

Name of Organization

**STOCKTON RUSH BARTOL FOUNDATION**

Employer Identification Number

**23-2318470**

Description of Increase	Total Amount
<b>CURRENT YEAR UNREALIZED GAIN</b>	<b>161,643</b>
	<b>Total:</b> <b>161,643</b>

**990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

**ATTACHMENT 13: PAGE 1 - 990-PF PAGE 3, PART IV, LINE 1**

<b>OPEN TO PUBLIC INSPECTION</b>		For calendar year 2011 or tax period beginning <b>10-01-2011</b> , and ending <b>09-30-2012</b> .			
Name of Organization <b>STOCKTON RUSH BARTOL FOUNDATION</b>			Employer Identification Number <b>23-2318470</b>		
1	(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>MORGAN STANLEY #1884 - PUBLICLY TRADED SEC.</b>		(b) How Acquired P -- Purchase D -- Donation <b>P</b>	(c) Date Acquired (mo., day, yr.)	(d) Date Sold (mo., day, yr.) <b>09-30-2012</b>
2	<b>MORGAN STANLEY #1884 - PUBLICLY TRADED SEC.</b>		<b>P</b>		<b>09-30-2012</b>
		(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)
1	<b>956,087</b>			<b>869,662</b>	<b>86,425</b>
2	<b>3,785,870</b>			<b>3,271,943</b>	<b>513,927</b>
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(i) Gains (Col. (h) Gain Minus Col. (k), But Not Less Than -0-) or Losses (from col. (h))
(I) F.M.V. as of 12/31/69		(J) Adjusted Basis as of 12/31/69	(K) Excess if Col. (i) Over Col. (j), if Any		
1				<b>86,425</b>	
2				<b>513,927</b>	

990 BOOKS ARE IN CARE OF

ATTACHMENT 14 - 990-PF PAGE 5, PART VII-A, LINE 14

OPEN TO PUBLIC INSPECTION	For calendar year 2011, or tax period beginning	10-01	, and ending	09-30-2012
Name of Organization <b>STOCKTON RUSH BARTOL FOUNDATION</b>				Employer Identification Number <b>23-2318470</b>

Part VII-A - Line 14

Individual Name .....

or

Business Name.

**STOCKTON RUSH BARTOL FOUNDATION**

Street Address ..... **230 SOUTH BROAD STREET, SUITE 1003**

U.S. Address:

Zip code **19102**

City **PHILADELPHIA**

State **PA**

or

Foreign Address

City .....

Province or State .....

Country .....

Postal code .....

Phone Number ..... **(215) 545-4037**

Fax Number ..... **(215) 545-4039**

**990 CURRENT OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

**ATTACHMENT 15: PAGE 1 - 990-PF PAGE 6, PART VIII**

**OPEN TO PUBLIC**

**INSPECTION**

For calendar year 2011, or tax period beginning

10-01-2011, and ending

09-30-2012.

Name of Organization <b>STOCKTON RUSH BARTOL FOUNDATION</b>			Employer Identification Number <b>23-2318470</b>	
(A) Name and Address	(B) Title and Average Hrs. per Week	(C) Compensation (If not paid, enter 0)	(D) Cont. to Employee Ben. Plans & Def. Comp.	(E) Expense Account & Other Allowances
BETH FELDMAN BRANDT 230 SOUTH BROAD STREET, SUITE 1003 PHILADELPHIA, PA 19102	EXECUTIVE DIRECTOR 32.00	74,208	2,226	1,800
LINDA REICHERT, D.M.A. 230 SOUTH BROAD STREET, SUITE 1003 PHILADELPHIA, PA 19102	CHAIR 1.50	0	0	0
ANN DIEBOLD 230 SOUTH BROAD STREET, SUITE 1003 PHILADELPHIA, PA 19102	VICE CHAIR 1.50	0	0	0
HELEN SHANNON 230 SOUTH BROAD STREET, SUITE 1003 PHILADELPHIA, PA 19102	TRUSTEE 1.00	0	0	0
SUZANNE CUNNINGHAM 230 SOUTH BROAD STREET, SUITE 1003 PHILADELPHIA, PA 19102	SECRETARY 1.50	0	0	0
MELANYE FINISTER 230 SOUTH BROAD STREET, SUITE 1003 PHILADELPHIA, PA 19102	TRUSTEE 1.00	0	0	0
EVELYNE LAURENT-PERRAULT 230 SOUTH BROAD STREET, SUITE 1003 PHILADELPHIA, PA 19102	TRUSTEE 1.00	0	0	0
ANN T. LOFTUS, ESQUIRE 230 SOUTH BROAD STREET, SUITE 1003 PHILADELPHIA, PA 19102	TREASURER 1.50	0	0	0
TINA MORTON 230 SOUTH BROAD STREET, SUITE 1003 PHILADELPHIA, PA 19102	TRUSTEE 1.00	0	0	0
CAROL MULLER 230 SOUTH BROAD STREET, SUITE 1003 PHILADELPHIA, PA 19102	TRUSTEE 1.00	0	0	0
WENDY OSTERWEIL 230 SOUTH BROAD STREET, SUITE 1003 PHILADELPHIA, PA 19102	VICE CHAIR 1.50	0	0	0
ANGELA WATSON 230 SOUTH BROAD STREET, SUITE 1003 PHILADELPHIA, PA 19102	TRUSTEE 1.00	0	0	0
LEIGH JACKSON 230 SOUTH BROAD STREET, PHILADELPHIA, PA 19102	CHAIR 1.50	0	0	0

**990 CURRENT OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

ATTACHMENT 15: PAGE 2 - 990-PF PAGE 6, PART VIII

**OPEN TO PUBLIC**

## INSPECTION

For calendar year 2011, or tax period beginning

10-01-2011, and ending

09-30-2012

Name of Organization

Employer Identification Number

## STOCKTON RUSH BARTOL FOUNDATION

23-2318470

(A) Name and Address	(B) Title and Average Hrs. per Week	(C) Compensation (If not paid, enter 0)	(D) Cont. to Employee Ben. Plans & Def Comp.	(E) Expense Account & Other Allowances
SUITE 1003 PHILADELPHIA, PA 19102 HELEN EATON 230 SOUTH BROAD STREET, SUITE 1003	TRUSTEE 1.00	0	0	0
PHILADELPHIA, PA 19102 MIMI KENNEY SMITH 230 SOUTH BROAD STREET, SUITE 1003	TRUSTEE 1.00	0	0	0
PHILADELPHIA, PA 19102 MELISSA KIM 230 SOUTH BROAD STREET, SUITE 1003	TRUSTEE 1.00	0	0	0
PHILADELPHIA, PA 19102		0	0	0

# 990 SUMMARY OF DIRECT CHARITABLE ACTIVITIES

**ATTACHMENT 16: PAGE 1 - 990-PF PAGE 7, PART IX-A, LINE 1**

OPEN TO PUBLIC	For calendar year 2011, or tax period beginning	10-01-2011, and ending	09-30-2012.
INSPECTION	Name of Organization		
STOCKTON RUSH BARTOL FOUNDATION		Employer Identification Number 23-2318470	

## Charitable Activity

THE STOCKTON RUSH BARTOL FOUNDATION PROVIDED 26 PROFESSIONAL DEVELOPMENT WORKSHOPS FOR MORE THAN 300 TEACHING ARTISTS REPRESENTING MANY CULTURAL ORGANIZATIONS. FOUNDATION STAFF PROVIDES ONGOING TECHNICAL ASSISTANCE TO ITS GRANTEES. STAFF FROM THE FOUNDATION SERVED ON THE CITY OF PHILADELPHIA'S POET LAUREATE COMMITTEE AND FACILITATED A CITY-WIDE TOWN HALL MEETING, AS WELL AS PARTICIPATING ON THE ARTSRISING STEERING COMMITTEE AND THE CONFERENCE COMMITTEE FOR THE NATIONAL ASSOCIATION OF LATINO ARTS AND CULTURES.

# 990 INFORMATION REGARDING FOUNDATION MANAGERS

## ATTACHMENT 17: PAGE 1 - 990-PF PAGE 10, PART XV, LINE 1A

OPEN TO PUBLIC INSPECTION	For calendar year 2011, or tax period beginning 10-01-2011, and ending 09-30-2012.
Name of Organization <b>STOCKTON RUSH BARTOL FOUNDATION</b>	Employer Identification Number <b>23-2318470</b>
Contributing Manager	
NONE	

# 990 INFORMATION REGARDING FOUNDATION MANAGERS

ATTACHMENT 18: PAGE 1 - 990-PF PAGE 10, PART XV, LINE 1B

OPEN TO PUBLIC INSPECTION	For calendar year 2011, or tax period beginning	10-01-2011, and ending	09-30-2012
Name of Organization <b>STOCKTON RUSH BARTOL FOUNDATION</b>	Employer Identification Number <b>23-2318470</b>		
Shareholder Manager			
NONE			

**990 APPLICATION SUBMISSION INFORMATION**

**ATTACHMENT 19: PAGE 1 990-PF PAGE 10, PART XV, LINE 2**  
**OPEN TO PUBLIC**

For Calendar year 2011, or tax year period beginning **10-01-2011**

and ending **09-30-2012**

Name of Organization <b>STOCKTON RUSH BARTOL FOUNDATION</b>	Phone Number	Info and Materials Included <b>SEE ATTACHED</b>	Submission Deadlines <b>APPLICATIONS ACCEPTED MAY FIRST FOR JUNE REVIEW</b>	Employer Identification Number <b>23-2318470</b>	Restrictions on Awards
<b>EXECUTIVE DIRECTOR 230 S. BROAD ST SUITE 1003 PHILADELPHIA, PA 19102</b>			<b>GRANTS ARE ONLY MADE TO ARTS AND CULTURAL ORGANIZATIONS SERVING THE CITY OF PHILADELPHIA</b>		

**990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**

**ATTACHMENT 20: PAGE 1 990-PF PAGE 11, PART XV LINE 3A**

**OPEN TO PU**

**INSPECTION** For calendar year 2011, or tax period beginning

10-01-2011, and ending

09-30-2012.

Name of Organization

**STOCKTON RUSH BARTOL FOUNDATION**

Employer Identification Number  
**23-2318470**

Recipient	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
Name and Address (home or business)				
1812 PRODUCTIONS 421 NORTH 7TH STREET PHILADELPHIA PA 19123			THEATRE EDUCATION PROGRAM	10,000
AL-BUSTAN SEEDS OF CULTURE 526 SOUTH 46TH STREET PHILADELPHIA PA 19143			GENERAL OPERATING SUPPORT	7,000
ART SANCTUARY 628 SOUTH 16TH STREET PHILADELPHIA PA 19146			GENERAL OPERATING SUPPORT	7,500
ART-REACH 1819 JFK BLVD PHILADELPHIA PA 19103			CORE PROGRAMS IN PHILADELPHIA	5,000
ARTWELL/ARTS AND SPIRITUALITY CENTE 3723 CHESTNUT STREET PHILADELPHIA PA 19104			POETRY PROGRAMS	5,000
ASIAN ARTS INITIATIVE 1219 VINE STREET PHILADELPHIA PA 19107			GENERAL OPERATING SUPPORT	5,000
BLACK PEARL CHAMBER ORCHESTRA 6757 GREENE STREET SUITE 130 PHILADELPHIA PA 19119			GENERAL OPERATING SUPPORT	5,000
CLAY STUDIO 139 NORTH 2ND STREET PHILADELPHIA PA 19106			CLAYMOBILE ARTS EDUCATION PROGRAMS	5,000
COMMONWEALTH YOUTHCHOIRS 35 WEST CHELTEN AVENUE PHILADELPHIA PA 19144			CHORAL EDUCATION PROGRAM	5,000
COMMUNITY EDUCATION CENTER 3500 LANCASTER AVENUE PHILADELPHIA PA 19104			GENERAL OPERATING SUPPORT	5,000
ENCHANTMENT THEATRE COMPANY 100 SOUTH BROAD STREET SUITE 1318 PHILADELPHIA PA 19110			IN-SCHOOL THEATRE ARTS RESIDENCY	5,000
INTERACT THEATRE COMPANY 2030 SANSOM STREET PHILADELPHIA PA 19103			THEATRE RESIDENCY AT DE LASALLE IN TOWNE	5,000
KORESH DANCE COMPANY 2020 CHESTNUT STREET PHILADELPHIA PA 19103			KORESH KIDS DANCE PROGRAM	5,000
KULU MELE AFRICAN DANCE AND DRUM EN		DRUM CDRUM CLASSES	AFRICAN DANCE AND DRUM CLASSES	5,000
			Total:	74,500

**990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**

**ATTACHMENT 20: PAGE 2 990-PF PAGE 11, PART XV LINE 3A**

**OPEN TO PU**

**INSPECTION** For calendar year 2011, or tax period beginning

**10-01-2011**, and ending

**09-30-2012.**

Name of Organization

**STOCKTON RUSH BARTOL FOUNDATION**

Employer Identification Number  
**23-2318470**

Recipient	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
Name and Address (home or business)				
6757 GREENE STREET SUITE 320 PHILADELPHIA PA 19119			GENERAL OPERATING SUPPORT	5,000
KUN-YANG LIN DANCERS 1316 SOUTH 9TH STREET PHILADELPHIA PA 19147			AFTER-SCHOOL DRUMLINE ENSEMBLE	5,000
MUSICOPIA 2001 MARKET STREET SUITE 3100 PHILADELPHIA PA 19103			ART FACTORY YOUTH PROGRAM	7,500
NORRIS SQUARE NEIGHBORHOOD PROJECT 2141 NORTH HOWARD STREET PHILADELPHIA PA 19122			INSTRUCTION AND TRAINING PROGRAM	5,000
PHILADELPHIA DANCE COMPANY 9 NORTH PRESTON STREET PHILADELPHIA PA 19104			GENERAL OPERATING SUPPORT	5,000
PHILADELPHIA FOLKLORE PROJECT 735 SOUTH 50TH STREET PHILADELPHIA PA 19143			TEEN PHOTO PROGRAM	5,000
PHILADELPHIA PHOTO ARTS CENTER 1400 NORTH AMERICAN STREET SUITE 103 PHILADELPHIA PA 19122			THE OTHELLO PROJECT	5,000
PHILADELPHIA SHAKESPEARE THEATRE 2111 SANSOM STREET PHILADELPHIA PA 19103			TILE & GROUT MOSAIC MURAL PROGRAM	5,000
PHILADELPHIA'S MAGIC GARDENS 1020 SOUTH STREET PHILADELPHIA PA 19147			DOCUMENTARY HISTORY PROJECT FOR YOUTH	5,000
SCRIBE VIDEO CENTER 4212 CHESTNUT STREET 3RD FLOOR PHILADELPHIA PA 19104			GENERAL OPERATING SUPPORT	5,000
SPIRAL Q PUPPET THEATER 3114 SPRING GARDEN STREET 2ND FLOOR PHILADELPHIA PA 19104			LEARNING THROUGH THE ARTS TEEN PROGRAMS	7,500
VILLAGE OF ARTS AND HUMANITIES 2544 GERMANTOWN AVENUE PHILADELPHIA PA 19133				5,500
Total:				<b>65,500</b>

**990 SCHEDULE OF RELATIONSHIP OF ACTIVITIES  
TO THE ACCOMPLISHMENT OF EXEMPT PURPOSES**

**ATTACHMENT 21: PAGE 1 990-PF PAGE 12, PART XVI-B**

**OPEN TO PUBLIC**

**INSPECTION**

For calendar year 2011, or tax period beginning

**10-01-2011**, and ending

**09-30-2012.**

Name of Organization

**STOCKTON RUSH BARTOL FOUNDATION**

Employer Identification Number

**23-2318470**

Line Number	Briefly Describe How the Activity Reported In Column (E) of Part VII Specifically Contributed to the Accomplishment of The Organization's Exempt Purposes (other than by providing funds for such purposes).
N/A	

**STOCKTON RUSH BARTOL FOUNDATION**

**FINANCIAL STATEMENTS**

**YEAR ENDED SEPTEMBER 30, 2012**

**STOCKTON RUSH BARTOL FOUNDATION**

**YEAR ENDED SEPTEMBER 30, 2012**

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To the Board of Directors  
**Stockton Rush Bartol Foundation**  
Philadelphia, Pennsylvania

We have audited the accompanying statement of financial position of **Stockton Rush Bartol Foundation** (a non-profit organization) as of September 30, 2012, and the related statements of activities, changes in net assets, cash flows, and functional expenses for the year then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of **Stockton Rush Bartol Foundation** as of September 30, 2012, and the changes in its net assets and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

*Diamond & Associates, P.C.*

December 28, 2012

**STOCKTON RUSH BARTOL FOUNDATION****STATEMENT OF FINANCIAL POSITION**  
**SEPTEMBER 30, 2012****ASSETS****Current Assets**

Cash and Cash Equivalents .....	\$ 103,523
Corporate and Government Bonds (Note 3) .....	972,405
Corporate Stock (Note 3).....	1,874,567
Corporate Fixed Income (Note 3).....	638,623
Mutual Funds (Note 3).....	1,877,058
Prepaid Expenses.....	3,461
Accrued Interest Receivable on Bonds .....	<u>10,643</u>

Total Current Assets ..... 5,480,280

**Furniture and Equipment, at Cost,**

Less Accumulated Depreciation of \$8,778 (Note 4)..... 2,713

**Other Assets**

Deposits .....	<u>6,035</u>
<b>Total Assets</b> .....	<u><b>\$ 5,489,028</b></u>

**LIABILITIES AND NET ASSETS****Liabilities**

Excise Tax Payable.....	\$ 2,624
Accrued Expenses.....	<u>9,642</u>
Total Liabilities .....	<u>12,266</u>

**Net Assets**

Unrestricted .....	5,475,382
Temporarily Restricted .....	1,380
Permanently Restricted .....	<u>-</u>
Total Net Assets .....	<u>5,476,762</u>

**Total Liabilities and Net Assets** .....

**\$ 5,489,028**

*The accompanying notes to financial statements  
are an integral part of these statements.*

**STOCKTON RUSH BARTOL FOUNDATION**

**STATEMENT OF ACTIVITIES**  
**FOR THE YEAR ENDED SEPTEMBER 30, 2012**

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
<b>Revenue and Support</b>				
Contributions .....	\$ 35,750	\$ -	\$ -	\$ 35,750
Workshop Grants.....	-	4,500	-	4,500
Contracted Services Fee .....	4,000	-	-	4,000
Other Income .....	305	-	-	305
Dividend Income.....	110,904	-	-	110,904
Interest Income.....	23,623	-	-	23,623
Net Assets Released from Restrictions				
Satisfaction of Program Restrictions .....	<u>3,120</u>	<u>(3,120)</u>	<u>-</u>	<u>-</u>
<b>Total Revenue and Support</b> .....	<b><u>177,702</u></b>	<b><u>1,380</u></b>	<b><u>-</u></b>	<b><u>179,082</u></b>
<b>Expenses</b>				
Program Services				
Grant Disbursements.....	140,000	-	-	140,000
Other Program Services .....	<u>59,520</u>	<u>-</u>	<u>-</u>	<u>59,520</u>
	<u>199,520</u>	<u>-</u>	<u>-</u>	<u>199,520</u>
Supporting Services				
Management and General.....	142,596	-	-	142,596
Fundraising .....	-	-	-	-
<b>Total Expenses</b> .....	<b><u>342,116</u></b>	<u>-</u>	<u>-</u>	<b><u>342,116</u></b>
Increase (Decrease) in Net Assets before Realized and Unrealized Gains .....	<u>(164,414)</u>	<u>1,380</u>	<u>-</u>	<u>(163,034)</u>
<b>Realized and Unrealized Gains</b>				
Realized Gain on Sale of Securities .....	600,352	-	-	600,352
Unrealized Gain on Securities .....	<u>161,643</u>	<u>-</u>	<u>-</u>	<u>161,643</u>
<b>Total Gains</b> .....	<b><u>761,995</u></b>	<u>-</u>	<u>-</u>	<b><u>761,995</u></b>
<b>Change in Net Assets</b> .....	<b><u>\$ 597,581</u></b>	<b><u>\$ 1,380</u></b>	<b><u>\$ -</u></b>	<b><u>\$ 598,961</u></b>

*The accompanying notes to financial statements  
are an integral part of these statements.*

**STOCKTON RUSH BARTOL FOUNDATION**

**STATEMENT OF CHANGES IN NET ASSETS**  
**FOR THE YEAR ENDED SEPTEMBER 30, 2012**

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
<b>Net Assets at Beginning of Year.....</b>	\$ 4,877,801	\$ -	\$ -	\$ 4,877,801
Change in Net Assets .....	<u>597,581</u>	<u>1,380</u>	<u>-</u>	<u>598,961</u>
<b>Net Assets at End of Year.....</b>	<b><u>\$ 5,475,382</u></b>	<b><u>\$ 1,380</u></b>	<b><u>\$ -</u></b>	<b><u>\$ 5,476,762</u></b>

*The accompanying notes to financial statements  
are an integral part of these statements.*

**STOCKTON RUSH BARTOL FOUNDATION**

**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED SEPTEMBER 30, 2012**

**Increase (Decrease) in Cash and Cash Equivalents**

**Cash Flows from Operating Activities**

Cash Received from Support and Revenue .....	\$ 44,555
Cash Paid to Grantees, Suppliers and Employees .....	(337,547)
Interest and Dividends Received.....	<u>125,873</u>
Net Cash Used by Operating Activities .....	<u>(167,119)</u>

**Cash Flows from Investing Activities**

Purchase of Investments .....	(4,835,540)
Proceeds from Sale of Investments .....	<u>4,863,757</u>
Net Cash Provided by Investing Activities .....	<u>28,177</u>
Net Decrease in Cash and Cash Equivalents.....	<u>(138,942)</u>
<b>Cash and Cash Equivalents, Beginning .....</b>	<u>242,465</u>
<b>Cash and Cash Equivalents, Ending.....</b>	<u>\$ 103,523</u>

*The accompanying notes to financial statements  
are an integral part of these statements.*

**STOCKTON RUSH BARTOL FOUNDATION**

**STATEMENT OF CASH FLOWS (CONT'D)**  
**FOR THE YEAR ENDED SEPTEMBER 30, 2012**

**Reconciliation of Change in Net Assets to Net Cash**  
**Used by Operating Activities**

Change in Net Assets ..... **\$ 598,961**

**Adjustments to Reconcile Change in Net Assets to Net Cash**  
**Used by Operating Activities**

Depreciation .....	904
Realized Gain on Sale of Securities .....	(600,352)
Unrealized Gain on Securities .....	(161,643)

**(Increase) Decrease in Operating Assets**

Prepaid Expenses.....	40
Accrued Interest Receivable on Bonds.....	(8,654)

**Increase (Decrease) in Operating Liabilities**

Excise Tax Payable .....	1,686
Accrued Expenses .....	<b><u>1,939</u></b>

Total Adjustments ..... **(766,080)**

**Net Cash Used by Operating Activities** .....

**\$ (167,119)**

*The accompanying notes to financial statements  
are an integral part of these statements.*

**STOCKTON RUSH BARTOL FOUNDATION**

**STATEMENT OF FUNCTIONAL EXPENSES**  
**FOR THE YEAR ENDED SEPTEMBER 30, 2012**

	<u>Program Services</u>	<u>Management &amp; General</u>	<u>Fundraising</u>	<u>Total</u>
Salaries and Wages.....	\$ 41,859	\$ 56,177	\$ -	\$ 98,036
Employee Benefits .....	1,805	1,416	-	3,221
Employer SEP Contributions..	1,256	1,685	-	2,941
Payroll Taxes .....	<u>3,386</u>	<u>4,503</u>	<u>-</u>	<u>7,889</u>
Total Personnel.....	48,306	63,781	-	112,087
Bookkeeping and Clerical.....	-	1,000	-	1,000
Communications.....	-	1,914	-	1,914
Contracted Services .....	2,129	-	-	2,129
Dues and Subscriptions.....	-	1,165	-	1,165
Education and Conference .....	-	55	-	55
Grants Committed.....	140,000	-	-	140,000
Grantee Programs.....	613	-	-	613
Insurance.....	-	2,275	-	2,275
Investment and Banking Fees.....	-	31,662	-	31,662
Legal and Accounting .....	-	8,607	-	8,607
Meeting Expenses .....	-	632	-	632
Occupancy.....	-	17,219	-	17,219
Office .....	-	982	-	982
Payroll Service .....	-	1,246	-	1,246
Postage.....	-	112	-	112
Printing.....	-	915	-	915
Travel and Lodging.....	-	1,938	-	1,938
Taxes – Excise.....	-	7,024	-	7,024
Taxes – Foreign.....	-	1,165	-	1,165
Workshops.....	<u>8,472</u>	<u>-</u>	<u>-</u>	<u>8,472</u>
Total Before Depreciation.....	199,520	141,692	-	341,212
Depreciation.....	<u>-</u>	<u>904</u>	<u>-</u>	<u>904</u>
Total Functional Expenses .....	<u>\$ 199,520</u>	<u>\$ 142,596</u>	<u>\$ -</u>	<u>\$ 342,116</u>

*The accompanying notes to financial statements  
are an integral part of these statements.*

## **STOCKTON RUSH BARTOL FOUNDATION**

### **NOTES TO FINANCIAL STATEMENTS** **SEPTEMBER 30, 2012**

#### **NOTE 1. NATURE OF ACTIVITIES**

The Stockton Rush Bartol Foundation (the Foundation) was founded in December 1984 as a non-profit, tax-exempt corporation incorporated under the laws of the Commonwealth of Pennsylvania. Its purpose is to support arts and cultural programs in the City of Philadelphia, including funding of other exempt organizations in pursuit of these goals.

#### **NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

##### **Basis of Presentation**

The financial statements of the Foundation have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles and, accordingly, reflect all significant receivables, payables and other liabilities. Financial statement presentation follows the recommendations of the Financial Accounting Standards Board in its Statement of Financial Accounting Standards (SFAS) No. 117, *Financial Statements of Not-for-Profit Organizations*. Under SFAS No. 117, the Foundation is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. Net assets and revenues, expenses, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. At September 30, 2012, the Foundation has \$1,380 in temporarily restricted net assets but no permanently restricted net assets.

##### **Contributions**

Contributions received are recognized as revenue in the period when the promise to give is received. Contributions that are restricted by the donor are reported as increases in unrestricted net assets if the restrictions expire within the fiscal year in which the contributions are received. All other donor-restricted contributions are reported as increases in temporarily or permanently restricted net assets depending upon the nature of the restrictions. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets. There was \$4,500 in temporarily restricted transactions and no permanently restricted transactions during the year.

Contributions made by the Foundation are recorded as expenses in the period when the Foundation's unconditional promise to give is made to the recipient.

##### **Cash and Cash Equivalents**

The Foundation considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents unless they are classified as investments for the purposes of the statement of cash flows.

##### **Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from these estimates.

**STOCKTON RUSH BARTOL FOUNDATION**

**NOTES TO FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2012**

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES (continued)**

**Compensated Absences**

Compensated absences have not been accrued because the amount cannot be reasonably estimated.

**Investments**

Investments in marketable equity securities with readily determinable fair values are stated at fair market value. Equity securities without readily determinable fair values are stated at cost.

**Concentration of Risk**

The Foundation maintains its cash in bank deposit accounts, which at times may exceed federally insured limits. The Foundation has not experienced any losses in such accounts. The Foundation believes it is not exposed to any significant credit risk on cash and cash equivalents. The Foundation maintains its investments with a brokerage firm. Investments not secured by the Securities Investor Protection Corporation (SIPC) at September 30, 2012 are approximately \$4,913,169.

**Property, Equipment, and Depreciation**

Property and equipment are stated at cost. Major renewals and other betterments are added to the property accounts and ordinary maintenance and repairs, which do not improve or extend the life of the respective assets, are expensed currently. Upon sale or retirement, the cost of the asset and the related accumulated depreciation are removed from the accounts and the resultant gain or loss, if any, is charged to income. Depreciation is provided on the straight-line basis over the estimated useful lives of the various assets.

**Functional Expenses**

The cost of providing various programs and other activities have been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Expenses are charged to the program based on direct expenditures incurred. Any expenditure not directly chargeable has been allocated among program and supporting services classifications on the basis of the records and on estimates made by the Foundation's management.

**Income Tax Status**

The Foundation is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and is classified as a private foundation under Section 509(a) of the Code. The Code imposes an excise tax of 2% (reduced to 1% if certain requirements are met) on net investment income of private foundations.

**STOCKTON RUSH BARTOL FOUNDATION**

**NOTES TO FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2012**

**NOTE 3. MARKETABLE SECURITIES**

Marketable securities are presented in the financial statements at their quoted fair value. The securities are composed of various shares of corporate and government bonds and corporate stock. The basis to the Foundation is the fair value of the security at the date of donation or purchase.

The cost or other basis, fair value, and unrealized gain at September 30, 2012 are as follows:

	<u>Basis</u>	<u>Fair Value</u>	<u>Unrealized Gain</u>
Corporate and Government Bonds.....	\$ 961,729	\$ 972,405	\$ 10,676
Corporate Stock.....	1,604,816	1,874,567	269,751
Corporate Fixed Income .....	606,635	638,623	31,988
Mutual Funds .....	<u>1,726,595</u>	<u>1,877,058</u>	<u>150,463</u>
Total ..	<u>\$ 4,899,775</u>	<u>\$ 5,362,653</u>	<u>\$ 462,878</u>

**NOTE 4. PROPERTY AND EQUIPMENT**

The balances in property and equipment consist of the following at the balance sheet date:

	<u>Estimated Useful Life</u>	<u>September 2012</u>
Equipment .....	5	\$ 8,168
Furniture and Fixtures .....	5	<u>3,323</u>
		11,491
Less: Accumulated Depreciation ...		<u>8,778</u>
Total Property and Equipment.....		<u>\$ 2,713</u>

**NOTE 5. FEDERAL EXCISE TAX**

In accordance with Section 4940 of the Internal Revenue Code, the Foundation is subject to a two percent excise tax on net investment income, as defined by the act. Domestic private foundations qualify for a one percent reduction in the statutory percentage if the current year qualifying distributions exceed the product of the five year historical average of qualifying distributions over the "net value of noncharitable use assets" applied to current noncharitable use assets. The Foundation did qualify for the 1% reduction for the year ended September 30, 2012. For the period ended September 30, 2012, the five year "average payout ratio" was 5.81%. Noncharitable use assets for the year ended September 30, 2012 amounted to \$5,038,084. Accordingly, federal excise tax in the amount of \$7,024 has been expensed for the year ended September 30, 2012.

**STOCKTON RUSH BARTOL FOUNDATION**

**NOTES TO FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2012**

**NOTE 5. FEDERAL EXCISE TAX (continued)**

In addition, Section 4942 of the Internal Revenue Code requires that certain minimum distributions be made in accordance with a specific formula based upon the fair market value of "noncharitable use assets". At September 30, 2012, the Foundation had distributed \$255,936 more than required by IRC 4942. A five year carryover period is provided for the utilization of this excess distributed income.

**NOTE 6. LEASE COMMITMENT**

The Foundation currently leases facilities under a lease commencing on December 31, 2005 and expiring December 31, 2012. The Foundation renegotiated its lease subsequent to September 30, 2012 and the new lease expires October 31, 2016. The lease agreement contains a provision for increases in the base rent due to real estate taxes and certain operating expenses. The base rent for the year ended September 30, 2012 was \$3,195 per month. The Foundation sublets a portion of these facilities and offsets rental expenses by the amount collected. The net rent expense for the year ended September 30, 2012 was \$17,219.

Minimum future payments required by the renewed operating lease as of September 30, 2012 are as follows:

Year Ended  
September 30,

2013 .....	\$ 36,033
2014 .....	40,381
2015 .....	41,446
2016 .....	<u>42,511</u>
	<u>\$ 160,371</u>

**NOTE 7. TAX SHELTERED ANNUITY PLAN**

During the year ended September 30, 2012, the Foundation maintained a 403(b) Tax Sheltered Annuity (TSA) plan qualified under Section 408(k) of the Internal Revenue Code. The plan covers full-time and part-time employees of the Foundation. The Foundation contributes 3% of gross salaries for qualified employees to the plan. Employees may contribute to the plan, up to the maximum amount allowed by the Internal Revenue Code, if they chose. The Foundation's contribution was \$2,941 for the year ended September 30, 2012.

**STOCKTON RUSH BARTOL FOUNDATION**

**NOTES TO FINANCIAL STATEMENTS**  
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**NOTE 8. FAIR VALUE MEASUREMENTS**

The Foundation's investments are reported at fair value in the accompanying statement of financial position. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values.

Furthermore, although the Foundation believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurements at the reporting date.

	<u>Fair Value Measurements Using</u> Quoted Prices to Active Markets for Identical Assets	
	<u>Fair Value</u>	<u>Level 1</u>
Corporate and Government Bonds.....	\$ 972,405	\$ 972,405
Corporate Stock.....	1,874,567	1,874,567
Corporate Fixed Income .....	638,623	638,623
Mutual Funds .....	<u>1,877,058</u>	<u>1,877,058</u>
 Total.....	 <u>\$ 5,362,653</u>	 <u>\$ 5,362,653</u>

The fair value measurements accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Foundation uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Foundation measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 or Level 3 inputs were available to the Foundation.

*Level 1 Fair Value Measurements*

The fair value of the investment is based on quoted net asset values and stock prices of the shares held by the Foundation at year-end.

**NOTE 9. SUBSEQUENT EVENTS**

Subsequent events were evaluated through December 28, 2012, which is the date the financial statements were available to be issued. There were no subsequent events that would significantly impact the financial statements.