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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, 20 12

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 <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,489,027	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)	44,250				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temp. cash investments					
4 Dividends and interest from securities	134,527	134,527			
5a Gross rents					
b Net rental income or (loss)					
6a Net gain/(loss) from sale of assets not on line 10	600,352				
b Gross sales price for all assets on line 6a 4,741,957					
7 Capital gain net income (from Part IV, line 2)		600,352			
8 Net short-term capital gain			0		
9 Income modifications			0		
10a Gross sales less returns & allowances 0					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) #1	305	305			
12 Total. Add lines 1 through 11	779,434	735,184	0		
13 Compensation of officers, directors, trustees, etc.	74,208				74,208
14 Other employee salaries and wages	23,828				23,828
15 Pension plans, employee benefits	6,162				6,162
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) #2	9,357				9,357
c Other professional fees (attach schedule) #3	31,662	31,662			
17 Interest					
18 Taxes (attach schedule) (see instructions) #4	16,079	1,165			7,890
19 Depreciation (attach sch.) and depletion	904				
20 Occupancy	17,219				17,219
21 Travel, conferences, and meetings	1,993				1,993
22 Printing and publications	915				915
23 Other expenses (attach schedule) #5	19,790				19,790
24 Total operating and administrative expenses. Add lines 13 through 23	202,117	32,827	0		161,362
25 Contributions, gifts, grants paid	140,000				140,000
26 Total exp & disbursements. Add lines 24 and 25	342,117	32,827	0		301,362
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	437,317				
b Net investment income (if neg., enter -0-)		702,357			
c Adjusted net income (if neg., enter -0-)					

For Paperwork Reduction Act Notice, see the Instructions.

Form 990-PF (2011)

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
ASSETS	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 gov't. 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	3,617	2,713	2,713	
15 Other assets (describe ▶ SEE ATTACHMENT #11)	8,024	16,678	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	
LIABILITIES	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	
FUND ASSETS	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)
1a SEE ATTACHMENT #13			
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	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. Date of ruling or determination letter: _____ (attach copy of letter if necessary -- see inst.)		1	7,024
b 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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).		2	0
3 Add lines 1 and 2		3	7,024
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	7,024
6 Credits/Payments.			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,400	
b Exempt foreign organizations -- tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,400	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	2,624	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ... ▶ \$ 0 (2) On foundation managers ... ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ... ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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.		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	X	
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.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ▶ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.BARTOL.ORG	13		
14	The books are in care of ► SEE ATTACHMENT #14 Telephone no. ► _____ Located at ► _____ ZIP+4 ► _____			
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		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		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	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years . . . ► 20 __, 20 __, 20 __, 20 __		
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. ► 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	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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)? **N/A**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

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

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				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (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	
2	59,520
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			
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			
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:	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)	33,987			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	253,813			
10 Analysis of line 9:				
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 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 exempt act.					
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 min. 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 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

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 SEE ATTACHMENT #20				
Total			▶ 3a	140,000
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (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			14	134,527	
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			14	305	
8 Gain or (loss) from sales of assets other than inventory			18	600,352	
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:		
(1) Cash		X
(2) Other assets		X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.		

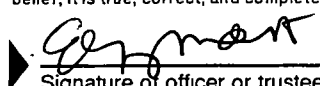
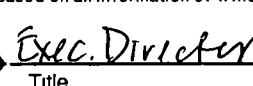
(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

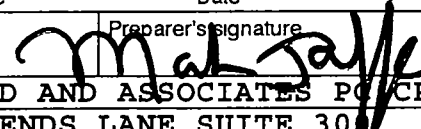
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  12-12-13  Exec. Director

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name  Date 2/7/13

Preparer's signature Date

Check ☐ 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

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2011

Name of the organization

Employer identification number

STOCKTON RUSH BARTOL FOUNDATION

23-2318470

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total 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.)

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

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

Totals:

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

INSPECTION

10-01-2011, and ending

09-30-2012.

Employer Identification Number

23-2318470

Total:

9,357

9,357

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

INSPECTION

For calendar year 2011, or tax period beginning

10-01-2011, and ending

09-30-2012.

Employer Identification Number

23-2318470

Total:

31,662

31,662

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

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

JVA Copyright Forms (Software Only) - 2011 TW L0602F 11_EOPFGR78

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

INSPECTION

10-01-2011, and ending

09-30-2012.

Employer Identification Number

23-2318470

Total:

990 SCHEDULE OF INVESTMENTS - GOVERNMENT OBLIGATIONS

ATTACHMENT 6: PAGE 1 - 990-PF PAGE 2, PART II, LINE 10A

<input checked="" type="checkbox"/> OPEN TO PUBLIC <input type="checkbox"/> 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	Cost	FMV at End of Year	Book Value	Fair Market Value
U S. Government Obligations			972,405	972,405
State and Municipal Government Obligations				
Total U.S. and State Government Obligations			972,405	972,405

990 SCHEDULE OF INVESTMENTS – CORPORATE STOCKS

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

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
COMMON STOCKS HELD AT MORGAN STANLEY		X	1,874,567	1,874,567
Total:			1,874,567	1,874,567

2

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

Employer Identification Number

STOCKTON RUSH BARTOL FOUNDATION

23-2318470

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

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

STOCKTON RUSH BARTOL FOUNDATION

Employer Identification Number

23-2318470

Description	Cost	FMV at Year End	Book Value	Fair Market Value
MUTUAL FUNDS HELD AT MORGAN STANLEY		X	1,877,058	1,877,058
Total:			1,877,058	1,877,058

990 SCHEDULE OF LAND, BUILDING & EQUIPMENT

ATTACHMENT 10: PAGE 1 - 990-PF PAGE 2, PART II, LINE 14

OPEN TO PUBLIC INSPECTION	For Calendar year 2011, or tax year period beginning 10-01-2011	and ending 09-30-2012
----------------------------------	--	------------------------------

Name of Organization STOCKTON RUSH BARTOL FOUNDATION	Employer Identification Number 23-2318470
--	---

Category or Description of Property	Cost or Other Basis	Accumulated Depreciation	End of Year Book Value	Ending FVL (990-PF Only)
COMPUTERS (2)	4,521	1,808	2,713	
CONFERENCE TABLE	855	855		
FURNITURE & FIXTURES	2,468	2,468		
PHONE SYSTEM	3,647	3,647		
Total:	11,491	8,778	2,713	

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

INSPECTION

10-01-2011, and ending

09-30-2012.

STOCKTON RUSH BARTOL FOUNDATION

23-2318470

Totals:

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

INSPECTION

Name of Organization

Employer Identification Number

Description of Increase	Total Amount
CURRENT YEAR UNREALIZED GAIN	161,643
Total:	161,643

161,643

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

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

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	

	(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.)
1	MORGAN STANLEY #1884 - PUBLICLY TRADED SEC.	P		09-30-2012
2	MORGAN STANLEY #1884 - PUBLICLY TRADED SEC.	P		09-30-2012

	(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	956,087		869,662	86,425
2	3,785,870		3,271,943	513,927

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
	(i) F.M.V. as of 12/31/69	(j) Adjusted Basis as of 12/31/69	(k) Excess if Col (i) Over Col. (j), if Any	(l) Gains (Col. (h) Gain Minus Col. (k), But Not Less Than -0-) or Losses (from col (h))
1				86,425
2				513,927

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 STOCKTON RUSH BARTOL FOUNDATION				Employer Identification Number 23-2318470
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

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
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,	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

STOCKTON RUSH BARTOL FOUNDATION

Employer Identification Number

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 PHILADELPHIA, PA 19102	TRUSTEE 1.00	0	0	0
MIMI KENNEY SMITH 230 SOUTH BROAD STREET, SUITE 1003 PHILADELPHIA, PA 19102	TRUSTEE 1.00	0	0	0
MELISSA KIM 230 SOUTH BROAD STREET, SUITE 1003 PHILADELPHIA, PA 19102	TRUSTEE 1.00	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

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

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 GRANTEEES. 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 STOCKTON RUSH BARTOL FOUNDATION			Employer Identification Number 23-2318470

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

STOCKTON RUSH BARTOL FOUNDATION

Employer Identification Number

23-2318470

Shareholder Manager

NONE

990 APPLICATION SUBMISSION INFORMATION

ATTACHMENT 19: PAGE 1 990-PF PAGE 10, PART XV, LINE 2

OPEN TO PUBLIC

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

Name	Phone Number	Info and Materials Included	Submission Deadlines	Restrictions on Awards
EXECUTIVE DIRECTOR 230 S. BROAD ST SUITE 1003 PHILADELPHIA, PA 19102	215-545-4037	SEE ATTACHED	APPLICATIONS ACCEPTED MAY FIRST FOR JUNE REVIEW	GRANTS ARE ONLY MADE TO ARTS AND CULTURAL ORGANIZATIONS SERVING THE CITY OF PHILADELPHIA

990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

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

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

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
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			AFRICAN DANCE AND DRUM CDRUM CLASSES	
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:				65,500

**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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Statement of Cash Flows	5
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INDEPENDENT AUDITOR'S REPORT

48 West Oakland Avenue
Doylestown, PA 18901-4218
267.247 0515 Fax 215 497 8889

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..... 6,035

Total Assets \$ 5,489,028

LIABILITIES AND NET ASSETS

Liabilities

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

Total Liabilities... 12,266

Net Assets

Unrestricted	5,475,382
Temporarily Restricted	1,380
Permanently Restricted	<u>-</u>

Total Net Assets 5,476,762

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>
Revenue and Support				
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>
Total Revenue and Support	<u>177,702</u>	<u>1,380</u>	<u>-</u>	<u>179,082</u>
Expenses				
Program Services				
Grant Disbursements	140,000	-	-	140,000
Other Program Services	<u>59,520</u>	<u>-</u>	<u>-</u>	<u>59,520</u>
	199,520	-	-	199,520
Supporting Services				
Management and General	142,596	-	-	142,596
Fundraising	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total Expenses	<u>342,116</u>	<u>-</u>	<u>-</u>	<u>342,116</u>
Increase (Decrease) in Net Assets before				
Realized and Unrealized Gains	<u>(164,414)</u>	<u>1,380</u>	<u>-</u>	<u>(163,034)</u>
Realized and Unrealized Gains				
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>
Total Gains	<u>761,995</u>	<u>-</u>	<u>-</u>	<u>761,995</u>
Change in Net Assets	<u>\$ 597,581</u>	<u>\$ 1,380</u>	<u>\$ -</u>	<u>\$ 598,961</u>

*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>
Net Assets at Beginning of Year	\$ 4,877,801	\$ -	\$ -	\$ 4,877,801
Change in Net Assets	<u>597,581</u>	<u>1,380</u>	<u>-</u>	<u>598,961</u>
Net Assets at End of Year	<u>\$ 5,475,382</u>	<u>\$ 1,380</u>	<u>\$ -</u>	<u>\$ 5,476,762</u>

*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..... (138,942)

Cash and Cash Equivalents, Beginning 242,465

Cash and Cash Equivalents, Ending..... \$ 103,523

*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	<u>1,939</u>

Total Adjustments	<u>(766,080)</u>
-------------------------	------------------

Net Cash Used by Operating Activities	<u>\$ (167,119)</u>
--	----------------------------

*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 & 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:

<u>Year Ended</u> <u>September 30,</u>	
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

SEPTEMBER 30, 2012

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>	
	<u>Quoted Prices to</u>	
	<u>Active Markets for</u>	
	<u>Identical Assets</u>	
	<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.