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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012 or tax year beginning December 1, 2011, 2012, and ending November 30, 2012

Name of foundation <b>Peter B. and Adeline W. Ruffin Foundation, Inc.</b>		A Employer identification number <b>13-6170484</b>
Number and street (or P O box number if mail is not delivered to street address) <b>c/o Edward G. McAnaney, 1192 Park Avenue,</b>	Room/suite <b>14A</b>	B Telephone number (see instructions) <b>212-681-1547</b>
City or town, state, and ZIP code <b>New York, NY 10128</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) <b>\$ 26,156,589</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input 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), and (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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	40	40		
	4 Dividends and interest from securities	795,419	795,419		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a <b>757,184</b>				
	7 Capital gain net income (from Part IV, line 2)		592,708		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	173,444	173,444			
12 Total. Add lines 1 through 11	1,561,911	1,561,911			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	149,000	140,000		9,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	9074	9074		
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	14,204			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	32,749	31,869		880
	24 Total operating and administrative expenses. Add lines 13 through 23	205,027	180,943		9,880
	25 Contributions, gifts, grants paid	1,374,500			1,374,500
26 Total expenses and disbursements. Add lines 24 and 25	1,579,527	180,943		1,384,380	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(17,616)				
b Net investment income (if negative, enter -0-)		1,380,968			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form **990-PF** (2012)

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	<b>123,316</b>	<b>121,268</b>	<b>121,268</b>
	<b>2</b> Savings and temporary cash investments . . . . .	<b>65,464</b>	<b>55,825</b>	<b>55,825</b>
	<b>3</b> Accounts receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	<b>4</b> Pledges receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule) . . . . .	<b>199,000</b>	<b>199,000</b>	<b>246,938</b>
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	<b>6,014,941</b>	<b>5,835,742</b>	<b>20,551,395</b>
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	<b>3,299,399</b>	<b>3,299,399</b>	<b>3,526,668</b>
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ . . . . .			
	Less: accumulated depreciation (attach schedule) ▶ . . . . .			
	<b>12</b> Investments—mortgage loans . . . . .	<b>1,481,426</b>	<b>1,654,495</b>	<b>1,654,495</b>
	<b>13</b> Investments—other (attach schedule) . . . . .			
	<b>14</b> Land, buildings, and equipment: basis ▶ . . . . .			
	Less: accumulated depreciation (attach schedule) ▶ . . . . .			
	<b>15</b> Other assets (describe ▶ . . . . . )			
	<b>16 Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	<b>11,183,546</b>	<b>11,163,729</b>	<b>26,156,589</b>
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ . . . . . )			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	<b>0</b>	<b>0</b>	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> . . . . . <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> . . . . . <input type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds . . . . .			
	<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	<b>11,183,546</b>	<b>11,163,729</b>	
	<b>31 Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	<b>11,183,546</b>	<b>11,163,729</b>	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	<b>11,183,546</b>
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	<b>(17,616)</b>
<b>3</b> Other increases not included in line 2 (itemize) ▶ . . . . .	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	<b>11,165,729</b>
<b>5</b> Decreases not included in line 2 (itemize) ▶ <b>Salary overpayment</b> . . . . .	<b>5</b>	<b>2,000</b>
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	<b>11,163,729</b>

**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</b>				
<b>b</b> See schedule attached				
<b>c</b>				
<b>d</b>				
<b>e</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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</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))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }				<b>2</b> 592,708
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				<b>3</b>

**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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,036,171	24,578,210	8.03
2010	1,918,053	23,478,691	8.1000
2009	1,913,998	22,086,694	8.6658
2008	2,304,750	31,468,033	7.3241
2007	2,254,750	33,848,033	6.6575
<b>2</b> Total of line 1, column (d)			<b>2</b> 38,776
<b>3</b> 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			<b>3</b> 7.756
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 25,614,425
<b>5</b> Multiply line 4 by line 3			<b>5</b> 1,986,655
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 13,810
<b>7</b> Add lines 5 and 6			<b>7</b> 2,000,465
<b>8</b> Enter qualifying distributions from Part XII, line 4 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.			<b>8</b> 1,384,380

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

<b>1a</b>	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 instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	27,619	36
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>		
<b>3</b>	Add lines 1 and 2	<b>3</b>	27,619	36
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	27,619	36
<b>6</b>	Credits/Payments:			
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	16,000	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	16,000	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	11,619	36
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>		
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>		

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?	<b>1a</b>	✓
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>	<b>1b</b>	✓
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?	<b>1c</b>	✓
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	<b>2</b>	✓
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes.</i>	<b>3</b>	✓
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<b>4a</b>	✓
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	<b>4b</b>	✓
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>	✓
<b>6</b> 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?	<b>6</b>	✓
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	<b>7</b>	✓
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <b>New York</b>		
<b>b</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? <i>If "No," attach explanation</i>	<b>8b</b>	✓
<b>9</b> 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	<b>9</b>	✓
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<b>10</b>	✓

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

<b>11</b>	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)	<b>11</b>		✓
<b>12</b>	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)	<b>12</b>		✓
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	<b>13</b>	✓	
<b>14</b>	The books are in care of ► <b>Edward G. McAnaney</b> Telephone no. ► <b>212-681-1547</b> Located at ► <b>1192 Park Avenue, New York, NY</b> ZIP+4 ► <b>10128-1314</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here. <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ► <b>15</b>			
<b>16</b>	At any time during calendar year 2012, 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 ►	<b>16</b>	Yes	No ✓

**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
<b>1a</b>	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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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"/>	<b>1b</b>	
<b>c</b>	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 2012? . . . . .	<b>1c</b>	✓
<b>2</b>	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)):		
<b>a</b>	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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.) . . . . .	<b>2b</b>	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2012 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 2012.) . . . . .	<b>3b</b>	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	✓
<b>b</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 2012?	<b>4b</b>	✓

**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)? **5b** ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ 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? **7b** ☐ Yes ☒ No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

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

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
.....		
.....		
None		
.....		
.....		
.....		
.....		
<b>Total number of others receiving over \$50,000 for professional services</b> . . . . . ▶		

**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
<b>1</b> .....	
.....	
<b>2</b> .....	
.....	
<b>3</b> .....	
.....	
<b>4</b> .....	
.....	

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

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



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	24,054,489
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	389,033
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	1,568,970
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	26,004,492
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	26,004,492
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	390,067
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	25,614,425
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	1,280,721

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	1,280,721
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5 . . . . .	<b>2a</b>	27,619
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	27,619
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	1,253,102
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	1,253,102
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	1,253,102

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	1,384,380
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,384,380
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) . . . . .	<b>5</b>	13,810
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	1,370,570

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

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				<b>1,253,102</b>
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only . . . . .				
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . .	<b>570,051</b>			
<b>b</b> From 2008 . . . . .	<b>140,267</b>			
<b>c</b> From 2009 . . . . .	<b>870,407</b>			
<b>d</b> From 2010 . . . . .	<b>767,762</b>			
<b>e</b> From 2011 . . . . .	<b>837,669</b>			
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	<b>3,786,156</b>			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ <b>1,384,380</b>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2012 distributable amount . . . . .				<b>1,253,102</b>
<b>e</b> Remaining amount distributed out of corpus . . . . .	<b>131,278</b>			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	<b>3,917,434</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	<b>0</b>			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	<b>570,051</b>			
<b>9</b> <b>Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a . . . . .	<b>3,347,383</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008 . . . . .	<b>140,267</b>			
<b>b</b> Excess from 2009 . . . . .	<b>870,407</b>			
<b>c</b> Excess from 2010 . . . . .	<b>767,762</b>			
<b>d</b> Excess from 2011 . . . . .	<b>837,669</b>			
<b>e</b> Excess from 2012 . . . . .	<b>131,278</b>			

**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 2012, 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)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
85% of line 2a . . . . .				
Qualifying distributions from Part XII, line 4 for each year listed . . . . .				
Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .				
Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:				
<b>a</b> "Assets" alternative test—enter:				
<b>(1)</b> Value of all assets . . . . .				
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .				
<b>b</b> "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed . . . . .				
<b>c</b> "Support" alternative test—enter:				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .				
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .				
<b>(3)</b> Largest amount of support from an exempt organization . . . . .				
<b>(4)</b> Gross investment income . . . . .				

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

**c** Any submission deadlines:

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

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

Form **990-PF** (2012)



<p><b>1</b> 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?</p>		Yes	No
<p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p>			
<p><b>(1)</b> Cash . . . . .</p>	1a(1)		✓
<p><b>(2)</b> Other assets . . . . .</p>	1a(2)		✓
<p><b>b</b> Other transactions:</p>			
<p><b>(1)</b> Sales of assets to a noncharitable exempt organization . . . . .</p>	1b(1)		✓
<p><b>(2)</b> Purchases of assets from a noncharitable exempt organization . . . . .</p>	1b(2)		✓
<p><b>(3)</b> Rental of facilities, equipment, or other assets . . . . .</p>	1b(3)		✓
<p><b>(4)</b> Reimbursement arrangements . . . . .</p>	1b(4)		✓
<p><b>(5)</b> Loans or loan guarantees . . . . .</p>	1b(5)		✓
<p><b>(6)</b> Performance of services or membership or fundraising solicitations . . . . .</p>	1b(6)		✓
<p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .</p>	1c		✓
<p><b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.</p>			

[illegible]

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


**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Signature of officer or trustee: Ed L. M. A. Date: 3/5/13 Title: President

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name 	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

THE PETER B. AND ADELINE W. RUFFIN FOUNDATION, INC.  
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Part I - Line 11 - Other income:

AURORA-IRE, Inc. - accrued interest payable 9/30/2015	\$173,069	
Qwest Litigation Settlement	<u>675</u>	\$173,744

Part I - Line 23 - Other expenses:

Publication expense	\$ 130	
Custody fees	23,679	
New York State filing fee	750	
Foreign taxes withheld	6,505	
Tax letter	38	
Typist	850	
Bank charges	70	
Financial publication	<u>727</u>	\$ 32,749

Part I - Line 24, Column (b):

The following expenses are all allocable to the management of the Foundation's assets:

Compensation of officers	\$140,000	
Employee benefits	9,074	
Custody fees	23,679	
Foreign taxes withheld	6,505	
Tax letter	38	
Typist	850	
Bank charges	70	
Financial publication	<u>727</u>	\$ 180,943

Part I - Line 24, Column (d) and Part XVII-A, Line 1, Column (b):

The Foundation makes its grant allocations at meetings of the trustees:

Trustees' stipends	\$ 9,000	
New York State filing fee	750	
Annual notice publication	<u>130</u>	\$ 9,880

Part I - Line 18 - Taxes:

2012 f/y estimated excise tax payment	\$ 15,000	
2011 f/y refund	( <u>796</u> )	\$ 14,204

Part II - Line 1:

Citibank checking		\$ 121,268
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Part II - Line 2:

BNY Cash Reserve Fund		\$ 55,825
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Part XV - Grants and Contributions Paid:  
3(a) Paid during year:

<u>Name and Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
University of Virginia Charlottesville, VA 22903	Public	Financial Aid	\$ 200,000
Woodberry Forest School Woodberry Forest, VA 22959	School	Endowed Professorship	\$ 200,000
The Hill School 717 High Street Pottstown, PA 19464	School	Faculty Support	\$ 100,000
Inner-City Scholarship Fund 1011 First Avenue New York, NY 10022	Public	Unrestricted	\$ 100,000
Saint Mary's College Notre Dame, IN 46556	Public	Scholarship	\$ 60,000
The Red Cross 150 Amsterdam Avenue New York, NY 10023	Public	Unrestricted	\$ 60,000
The Hill School 717 High Street Pottstown, PA 19464	School	Unrestricted	\$ 50,000
United Negro College Fund, Inc. 500 East 62 <sup>nd</sup> Street New York, NY 10021	Public	Unrestricted	\$ 50,000
The Salvation Army 120 West 14 <sup>th</sup> Street New York, NY 10011	Public	Unrestricted	\$ 35,000
Search and Care 1844 Second Avenue New York, NY 10128-3862	Public	Unrestricted	\$ 25,000
The Maritime Aquarium 10 North Water Avenue Norwalk, CT 06854	Public	Unrestricted	\$ 25,000



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Part XV - Grants and Contributions Paid:

3(a) Paid during year:

<u>Name and Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Teach for America (DC) 1112 Eleventh St., N.W. Washington, DC 20001	Public	Unrestricted	\$ 25,000
KIPP Foundation 345 Spear Street San Francisco, CA 94105	Public	Unrestricted	\$ 25,000
Catching the Dream 8200 Mountain Road, N.E. Albuquerque, NM 87110	Public	Unrestricted	\$ 25,000
First Nations Owesta Corporation 11917 Main Street Fredericksburg, VA 22408	Public	Unrestricted	\$ 25,000
American Indian College Fund 8333 Greenwood Boulevard Denver, CO 80221	Public	Unrestricted	\$ 25,000
Virginia Athletic Foundation P.O. Box 40083 Charlottesville, VA 22904-4833	Public	Unrestricted	\$ 25,000
Catholic Charities - Archdiocese of New York 1011 First Avenue New York, NY 10022	Religious	Unrestricted	\$ 25,000
Malta Human Services Foundation 1011 First Avenue New York, NY 10021	Public	Unrestricted	\$ 20,000
New York Nativity 44 Second Avenue New York, NY 10003	School	Unrestricted	\$ 20,000
Camp Amerikids 88 Hamilton Avenue Stamford, CT 06902	Public	Unrestricted	\$ 20,000

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Part XV - Grants and Contributions Paid:  
3(a) Paid during year:

<u>Name and Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Young Mariners Foundation 151 Harvard Avenue Stamford, CT 06902	Public	Unrestricted	\$ 15,000
Sound Waters 1281 Cove Road Stamford, CT 06902	Public	Unrestricted	\$ 15,000
Atlantic Classical Orchestra Vero Beach, FL	Public	Unrestricted	\$ 15,000
Cornelia Connolly Center 220 East 4 <sup>th</sup> Street New York, NY 10009	Public	Unrestricted	\$ 10,000
St. Aloysius School 223 West 132 <sup>nd</sup> Street New York, NY 10027	School	Unrestricted	\$ 10,000
Covenant House 346 West 17 <sup>th</sup> Street New York, NY 10011	Public	Unrestricted	\$ 10,000
Christo Rey New York High School 112 East 106 <sup>th</sup> Street New York, NY 10029	School	Unrestricted	\$ 10,000
Loyola Academy Evanston, IL	School	Unrestricted	\$ 10,000
St. Catherine's Academy 760 Tahmore Drive Fairfield, CT 06825	Public	Unrestricted	\$ 10,000
Child Guidance Center of Southern Connecticut 103 West Broad Street Stamford, CT 06902	Public	Unrestricted	\$ 10,000

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Part XV - Grants and Contributions Paid:  
3(a) Paid during year:

<u>Name and Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Low Country Orphan Relief P.O. Box 70185 Charleston, SC 20415	Public	Unrestricted	\$ 10,000
Villa Maria Education Center	Public	Unrestricted	\$ 5,000
Malta House of Good Counsel 5 Prowitt Street Norwalk, CT 06850	Public	Unrestricted	\$ 5,000
Build On P.O. Box 16741 Stamford, CT 06905	Public	Unrestricted	\$ 5,000
The Riverside Theatre 3250 Riverside Park Drive Vero Beach, FL 32963	Public	Unrestricted	\$ 5,000
Fidelco Guide Dog Fund P.O. Box 142 Bloomfield, CT 06002	Public	Unrestricted	\$ 5,000
Guide Dog Fund for the Blind 371 E. Jericho Turnpike Smithtown, NY 11787	Public	Unrestricted	\$ 5,000
Cap Charitable Foundation 1160 Pepsi Place, Ste. 206 Charlottesville, VA 22901	Public	Unrestricted	\$ 5,000
Dominican Academy 44 East 68 <sup>th</sup> Street New York, NY 10021	School	Unrestricted	\$ 5,000
St. Stephen of Hungary 408 East 82 <sup>nd</sup> Street New York, NY 10028	School	Unrestricted	\$ 5,000

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Part XV - Grants and Contributions Paid:

3(a) Paid during year:

<u>Name and Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Golden Gate University Law School 536 Mission Street San Francisco, CA 94105-2968	Public	Unrestricted	\$ 5,000
St. David's School 12 East 89 <sup>th</sup> Street New York, NY 10128	School	Unrestricted	\$ 5,000
Our Lady of Good Counsel 230 East 90 <sup>th</sup> Street New York, NY 10128-3598	Religious	Unrestricted	\$ 5,000
The Bridge Fund of New York 271 Madison Avenue New York, NY 10016	Public	Unrestricted	\$ 5,000
Order of Malta Cincinnati, OH	Religious	Unrestricted	\$ 5,000
Civitas 1457 Lexington Avenue New York, NY 10128	Public	Unrestricted	\$ 5,000
Gifford Youth Center	Public	Unrestricted	\$ 5,000
The Canterbury School 101 Aspetuck Avenue New Milford, CT 06776	School	Unrestricted	\$ 5,000
Indian River Hospital Vero Beach, FL	Public	Unrestricted	\$ 5,000
Mt. Vernon Ladies Association P.O. Box 110 Mt. Vernon, VA 22121	Private Operating Foundation	Unrestricted	\$ 5,000
Sacred Heart Endowment 1095 Gage Street Winnetka, IL 60093	Religious	Unrestricted	\$ 3,000

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Part XV - Grants and Contributions Paid:

3(a) Paid during year:

<u>Name and Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Vero Beach Museum of Art 3001 Riverside Park Drive Vero Beach, FL 32963	Public	Unrestricted	\$ 3,000
Indian River Habitat for Humanity 4568 N. US Highway 1 Vero Beach, FL 32967	Public	Unrestricted	\$ 2,000
Indian River State College P.O. Box 1820 Vero Beach, FL 32961	Public	Unrestricted	\$ 2,000
The Nature Conservancy Suite 100 4245 N. Fairfax Drive Arlington, VA 53303	Public	Unrestricted	\$ 1,000
Riverside Children's Theater 3280 Riverside Park Drive Vero Beach, FL 32963	Public	Unrestricted	\$ 1,000
Emerson Center 1590 27 <sup>th</sup> Avenue Vero Beach, FL 32960	Public	Unrestricted	\$ 1,000
Environmental Learning 255 Live Oak Drive Vero Beach, FL 32963	Public	Unrestricted	\$ 1,000
Nite Lites Sacred Heart 1095 Gage Street Winnetka, IL 60093	School	Faculty Fund	\$ 500

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\$1,374,500

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Part VIII - Information about Officers, etc.:

<u>Name and Address</u>	<u>Title</u>	<u>Time Devoted</u>	<u>Compensation</u>
Edward G. McAnaney 1192 Park Avenue New York, NY 10128	President Treasurer Foundation Manager Trustee	15 hours weekly	\$140,000
Kevin G. McAnaney 1192 Park Avenue New York, NY 10128	Trustee	As Required	\$ 3,000
Brian T. McAnaney 1192 Park Avenue New York, NY 10128	Trustee	As Required	\$ 3,000
Sheila K. Kostanecki 1192 Park Avenue New York, NY 10128	Trustee	As Required	\$ 3,000

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Id. # 13-6170484

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Part IV - Capital Gains and Losses, etc.:

<u>Description</u>	<u>How</u> <u>Acquir</u>	<u>Date</u> <u>Acquired</u>	<u>Date</u> <u>Sold</u>	<u>Sales</u> <u>Price</u>	<u>Cost</u>	<u>Gain</u> <u>(Loss)</u>
3,000 shs Dupont	P	Pre-2002	12/8/11	\$144,411	32,811	111,900
3,000 shs Exxon Mobil Corp.	P	Pre-2002	12/8/11	242,485	29,075	213,410
3,000 shs AT&T	P	Pre-2002	12/8/11	87,629	24,479	63,150
2,000 shs Cisco Sys.	P	Pre-2002	12/8/11	37,479	8,869	28,610
1,500 shs. 3M Co.	P	Pre-2002	12/8/11	121,633	18,835	102,798
1,000 I SHARES	P					
MSCI Index	P	2006	12/8/11	51,510	67,420	(15,910)
Medco merger with Express Scripts				184,775	5,115	*72,000
Wells Fargo LT CGB			12/12/11	782		782
Vg L-T Corp. LT CGB			12/13/11	6,711		6,711
Vg L-T Corp. LT CGB			4/2/12	2,426		2,426
Gabell's Small Cap LTCGD			11/29/12	6,806		6,806
Fr. Sh. Duke Energy	P	Pre-2002	7/17/12	2.2	8	14
Fr. Sh. Kraft	P	Pre-2002	10/26/12	1.5	4	<u>11</u>
					\$592,708	

\*Gain limited to cash received

Peter B. and Adeline W. Ruffin Foundation  
Tax ID# 13-6170484  
Form 990-PF F/Y 11/30/12  
Par. 11, Lines 10a, b, c  
Cols (b) and (c)

## Fixed income

### Taxable

#### Individual securities Treasury

Shares/par value	Description	Market price	Market value	Tax cost
200,000	United States Treasury Note DTD 5/15/1986 7.25% 5/15/2018 Moody's: AAA S&P: AA+	\$ 123.4630	\$ 246,938.00	\$ 199,000.00

#### Individual securities Corporate

Shares/par value	Description	Market price	Market value	Tax cost
500,000	Wal-Mart Stores Inc DTD 4/15/2008 4.25% 4/15/2013 Moody's: AA2 S&P: AA	\$ 101.4240	\$ 507,120.00	\$ 525,000.00
500,000	Pfizer Inc DTD 2/3/2004 4.5% 2/15/2014 Moody's: A1 S&P: AA	105.0780	525,390.00	521,250.00
500,000	Chevron Corporation DTD 3/3/2008 3.95% 3/3/2014 Moody's: AA1 S&P: AA	104.2100	521,050.00	512,500.00
500,000	Philip Morris Intl Inc DTD 11/17/2008 6.875% 3/17/2014 Moody's: A2 S&P: A	108.1710	540,855.00	539,195.00



2013-12-31

Account officer Johnnie Higginbotham 1839



Individual securities Corporate  
continued

Shares/par value	Description	Market price	Market value	Tax cost
600,000	Procter & Gamble Co DTD 8/10/2004 4.95% 8/15/2014 Moody's: AA3 S&P: AA-	107.7640	638,820.00	640,000.00

Total taxable individual securities			\$ 2,880,173.00	\$ 2,838,845.00
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## Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost
80,853.659	Vanguard Long-Term Corporate Fund, Fund 28	\$ 11.0500	\$ 893,432.93	\$ 681,454.25

Total taxable pooled vehicle			\$ 893,432.93	\$ 681,454.25
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Total taxable fixed income			\$ 1,771,005.93	
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Total fixed income			3,526,668	3,299,399
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## Equities

## S. large cap

Shares/par value	Description	Market price	Market value	Tax cost
35,000	AT&T Inc ( T )	\$ 34.1300	\$ 1,194,550.00	\$ 253,798.66
21,000	Altria Group Inc ( MO )	33.8100	710,010.00	143,284.66
4,000	American Express Company ( AXP )	55.9000	223,600.00	31,631.92
48,000	Cisco Systems Inc ( CSCO )	18.9100	907,680.00	280,608.56
3,200	Consolidated Edison Inc ( ED )	55.7900	178,528.00	69,880.00
18,300	DU Pont ( E I ) De Nemours And ( DD ) Company	43.1400	788,462.00	207,715.60
1,583	Duke Energy Corporation ( DUK )	63.8200	101,027.06	38,716.65
2,025	Express Scripts Holdings, Inc. ( ESRX )	53.8500	109,046.25	5,115.02
18,000	Exxon Mobil Corp ( XOM )	88.1400	1,586,520.00	146,719.06



# equities

1. large cap  
continued

shares/par value	Description	Market price	Market value	Tax cost
36,000	General Electric Company ( GE )	21.1300	760,680.00	248,392.52
24,000	Intel Corp ( INTC )	19.5650	469,560.00	166,590.81
9,600	International Business Machines ( IBM ) Corporation	190.0700	1,824,672.00	264,251.77
15,200	Johnson & Johnson ( JNJ )	69.7300	1,059,896.00	63,056.25
1,333	Kraft Foods Group, Inc. ( KFT )	45.2400	60,304.92	16,163.51
16,000	Merck & Co Inc ( MRK )	44.3000	708,800.00	104,831.45
26,000	Microsoft Corporation ( MSFT )	26.6150	691,990.00	269,000.00
4,000	Mondelēz International-W/I ( MDLZ )	25.8900	103,560.00	30,120.72
15,140	Pfizer Inc ( PFE )	25.0200	378,802.80	85,629.79
21,000	Philip Morris International Inc ( PM )	89.8800	1,887,480.00	329,177.89
12,000	3M Co ( MMM )	90.9500	1,091,400.00	155,180.36
7,000	Verizon Communications Inc ( VZ )	44.1200	308,840.00	108,535.16
3,000	Wal Mart Stores Inc ( WMT )	72.0200	216,060.00	25,443.75

1 U.S. large cap

\$ 15,362,469.03

3. mid cap

shares/par value	Description	Market price	Market value	Tax cost
9,500	Wisconsin Energy Corp ( WEC )	\$ 37.5300	\$ 356,535.00	\$ 76,672.82
19,500.025	Vanguard Mid-Cap Index Fund ( VIMSX )	22.2100	433,095.56	238,095.30

1 U.S. mid cap

\$ 789,630.56

\$ 314,768.22



Account officer Johnnie Higginbotham 1839

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November 1 - November 30, 2012

Account number 10584388280

3. small cap

Shares/par value	Description	Market price	Market value	Tax cost
8,897.325	Gabelli Equity Ser Fds Inc ( GABSX ) Small Cap Growth FD	\$ 35.4500	\$ 315,410.17	\$ 173,126.16
of U.S. small cap			\$ 315,410.17	\$ 173,126.16
developed international				

Shares/par value	Description	Market price	Market value	Tax cost
7,284	Glaxo Smithkline PLC Spons ADR ( GSK )	\$ 43.0100	\$ 313,284.84	\$ 48,098.88
9,600	Novo Nordisk A/S ADR ( NVO )	158.6700	1,523,232.00	14,070.00
7,400	ISHARES MSCI Eafe Index FD ( EFA )	55.0700	407,518.00	548,018.00
6,657	ISHARES MSCI Eafe Value Index Fund ( EFV )	47.0100	312,945.57	473,982.70
8,800	ISHARES MSCI Eafe Growth Index Fund ( EFG )	53.6600	469,208.00	611,213.92
3,517.605	Wells Fargo Advantage Emerging ( EMGAX ) Markets Fund - A	20.6500	72,638.54	50,000.00
of developed international			\$ 2,145,826.95	\$ 1,745,383.50

other equity

Shares/par value	Description	Market price	Market value	Tax cost
3,300.529	Vanguard Index TR 500 Portfolio ( VFINX ) Fund 40	\$ 131.0900	\$ 432,666.35	\$ 318,113.64
9,900.081	Vanguard Index Trust Total Stock ( VTSMX ) Market Portfolio, Fund 85	35.4700	351,155.87	239,284.96

of other equity

of equities



Pct o  
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Shares/par value	Description	Market price	Market value	Tax cost
104,425	Equity Inv FD Unit 1ST S&P 400 Index Ser	\$ 1.4770	\$ 154,235.73	
al other			\$ 154,235.73	
al other assets			\$ 154,235.73	
al assets		\$20,551,395.83		5,835,742