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 , 2012, and ending , 20

Name of foundation THE RUTH M. KNIGHT FOUNDATION, INC
C/O ERIC NAUMBURG, MD

A Employer identification number: 13-6093663

Number and street (or P O box number if mail is not delivered to street address): 6163 DEVON DRIVE | Room/suite:

B Telephone number (see instructions): (410) 992-0461

City or town, state, and ZIP code: COLUMBIA, MD 21044

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

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,970,578.

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	51,118.	51,118.	51,118.	ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	33,217.			
	b	Gross sales price for all assets on line 6a 671,995.				
	7	Capital gain net income (from Part IV, line 2)		33,217.		
	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)				
	12	**Total.** Add lines 1 through 11	84,335.	84,335.	51,118.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 2	4,750.	4,750.	4,750.	
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 3	1,447.	1,447.	1,447.	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 4	12,268.	12,268.	12,268.	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	18,465.	18,465.	18,465.	
	25	Contributions, gifts, grants paid	50,000.			50,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	68,465.	18,465.	18,465.	50,000.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	15,870.			
	b	**Net investment income** (if negative, enter -0-)		65,870.		
	c	**Adjusted net income** (if negative, enter -0-)			32,653.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	78.	184.	184.
	2 Savings and temporary cash investments	47,646.	200,093.	200,093.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 5	1,618,882.	1,482,199.	1,770,301.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,666,606.	1,682,476.	1,970,578.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,666,606.	1,682,476.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	1,666,606.	1,682,476.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,666,606.	1,682,476.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,666,606.
2	Enter amount from Part I, line 27a	2	15,870.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,682,476.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,682,476.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

	(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)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	33,217.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	57,500.	1,853,762.	0.031018
2010	95,271.	1,749,028.	0.054471
2009	56,000.	1,620,184.	0.034564
2008	109,563.	1,876,561.	0.058385
2007	103,443.	2,119,487.	0.048806

2	**Total** of line 1, column (d)	2	0.227244
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	0.045449
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,916,368.
5	Multiply line 4 by line 3	5	87,097.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	659.
7	Add lines 5 and 6	7	87,756.
8	Enter qualifying distributions from Part XII, line 4	8	50,000.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,317.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	1,317.
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	1,317.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,544.		
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	1,544.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	227.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 227. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ TAXPAYER Telephone no ▶ 410-992-0461

Located at ▶6163 DEVON DRIVE COLUMBIA, MD ZIP+4 ▶ 21044

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 6		0	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	1,858,300.
b	Average of monthly cash balances	1b	87,251.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,945,551.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) ... 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,945,551.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	29,183.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,916,368.
6	**Minimum investment return.** Enter 5% of line 5	6	95,818.

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

1	Minimum investment return from Part X, line 6			1	95,818.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,317.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,317.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	94,501.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	94,501.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	94,501.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	50,000.
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	50,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	50,000.

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
1 Distributable amount for 2012 from Part XI, line 7				94,501.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			7,429.	
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 50,000.				
a Applied to 2011, but not more than line 2a			7,429.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				42,571.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				51,930.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

a The name, address, and telephone number 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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MANHATTAN SCHOOL OF MUSIC 120 CLAREMONT AVENUE NEW YORK, NY 10027-4544			GENERAL	10,000.
GIRLS INC. OF WESTCHESTER 52 NORTH BROADWAY WHITE PLAINS, NY 10603			GENERAL	15,000.
SHELBURNE FARMS 1611 HARBOR ROAD SHELBURNE, VT 05482			GENERAL	15,000.
NEIGHBORS LINK 27 COLUMBUS AVENUE MOUNT KISCO, NY 10549			GENERAL	10,000.
Total ▶ **3a**				50,000.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	51,118.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	33,217.	
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)				84,335.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 84,335.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Eric Naumberg | 6/25/13 ▶ President

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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
David Dorfman	D Df	6/24/13		P01350299
Firm's name ▶ DORFMAN MIZRACH & THALER, LLP			Firm's EIN ▶ 13-1790992	
Firm's address ▶ 555 ROUTE ONE SOUTH ISELIN, NJ 08830			Phone no 732-404-1860	

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THE RUTH M. KNIGHT FOUNDATION, INC 13-6093663

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					253.	
		SEE SCHEDULE ATTACHED				P	VARIOUS	VARIOUS
161,955.		171,263.					-9,308.	
		SEE SCHEDULE ATTACHED				P	VARIOUS	VARIOUS
509,787.		467,515.					42,272.	
TOTAL GAIN(LOSS)							33,217.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
THRU CHARLES SCHWAB		51,118.	51,118.	51,118.
	TOTAL	51,118.	51,118.	51,118.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	4,750.	4,750.	4,750.	
TOTALS	4,750.	4,750.	4,750.	

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
FEDERAL INCOME TAXES	1,447.	1,447.	1,447.
TOTALS	1,447.	1,447.	1,447.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INVESTMENT FEES	12,018.	12,018.	12,018.
FILING FEES	250.	250.	250.
TOTALS	12,268.	12,268.	12,268.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE	1,482,199.	1,770,301.
TOTALS	1,482,199.	1,770,301.

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

ATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
MICHELE NAUMBURG 441 HARDSCRABBLE ROAD NORTH SALEM, NY 10560	VICE PRESIDENT	0	0	0
ELIZABETH H. NAUMBURG 99 CROSMAN TERRACE ROCHESTER, NY 14620	DIRECTOR	0	0	0
ERIC NAUMBURG 6163 DEVON DRIVE COLUMBIA, MD 21044-3821	PRESIDENT	0	0	0
JUDITH ELLEN NAUMBURG 1330 CERRO GORDON ROAD SANTA FE, NM 87501-6167	TREASURER	0	0	0
CHRISTOPHER LONDON 300 CENTRAL PARK W, APT 18H NEW YORK, NY 10024-1584	DIRECTOR	0	0	0
CARLA NAUMBURG 53 ABERDEEN STREET NEWTON, MA 02461	SECRETARY	0	0	0

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

ATTACHMENT 6 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
MICHAEL GRAVITZ 4302 CURTIS ROAD CHEVY CHASE, MD 20815	DIRECTOR	0	0	0
TAHLIA SAYERS 7667 HAWKS NEST TRAIL LITTLETON, CO 80125	DIRECTOR	0	0	0
GEORGE W. NAUMBURG, JR. 441 HARDSCRABBLE RD. NORTH SALEM, NY 10560	DIRECTOR	0	0	0
	GRAND TOTALS			

SCHEDULE D (Form 1041)	Capital Gains and Losses	OMB No 1545-0092
Department of the Treasury Internal Revenue Service	▶ Attach to Form 1041, Form 5227, or Form 990-T. ▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.	2012

Name of estate or trust THE RUTH M. KNIGHT FOUNDATION, INC
C/O ERIC NAUMBURG, MD

Employer identification number 13-6093663

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-9,308.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-9,308.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 1		253.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	42,272.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	42,525.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-9,308.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			42,525.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			33,217.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)		17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18			
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20	Add lines 18 and 19	20			
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21			
22	Subtract line 21 from line 20 If zero or less, enter -0-		22		
23	Subtract line 22 from line 17 If zero or less, enter -0-		23		
24	Enter the **smaller** of the amount on line 17 or $2,400		24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23		25		
26	Subtract line 25 from line 24		26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22		27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)		28		
29	Subtract line 28 from line 27		29		
30	Multiply line 29 by 15% (15)				30
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				31
32	Add lines 30 and 31				32
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				33
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)				34

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
THE RUTH M. KNIGHT FOUNDATION, INC	13-6093663

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE SCHEDULE ATTACHED	VARIOUS	VARIOUS	161,955.	171,263.	-9,308.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -9,308.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE SCHEDULE ATTACHED	VARIOUS	VARIOUS	509,787.	467,515.	42,272.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 42,272.

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ATTACHMENT 1

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
THRU CHARLES SCHWAB	253.	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		253.
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		253.

RUTH M. KNIGHT FOUNDATION, INC.
SCHEDULE OF SALES
FOR THE YEAR ENDED DECEMBER 31, 2012

SCHEDULE D - SHORT-TERM

SECURITY	DATE ACQUIRED	DATE SOLD	SHARES	SALES PROCEEDS	COST	GAIN OR (LOSS)
CME Group Inc	05/02/11	03/01/12	1	287	301	(14)
Comcast Cp New CL A	08/22/11	01/20/12	165	4,267	3,317	950
Comcast Cp New CL A	08/22/11	02/15/12	165	4,730	3,317	1,413
Corrections Corp America	10/14/11	VAR	175	4,154	3,942	211
Corrections Corp America	10/14/11	VAR	25	578	571	7
Express Scripts Hldg Co	08/22/11	04/03/12	1	40	40	0
Express Scripts Hldg Co	08/22/11	04/03/12	0	9	8	0
Matthews Pacific Tiger Fund	10/18/12	10/18/12	3,354	79,858	79,945	(87)
Matthews Pacific Tiger Fund	10/18/12	10/18/12	488	11,618	11,648	(30)
Medcohealth Solutions	08/22/11	04/03/12	70	5,219	3,743	1,476
Medcohealth Solutions	08/22/11	04/03/12	15	1,118	809	309
Pimco Commodity Real Return Strategy	07/21/11	05/17/12	4,376	28,192	40,048	(11,856)
Pimco Commodity Real Return Strategy	07/21/11	05/17/12	656	4,215	6,020	(1,805)
Pimco Commodity Real Return Strategy	12/07/11	05/17/12	84	541	638	(96)
Pimco Commodity Real Return Strategy	12/07/11	05/17/12	20	129	152	(23)
Pimco Commodity Real Return Strategy	12/07/11	05/17/12	13	81	96	(15)
Pimco Commodity Real Return Strategy	12/07/11	05/17/12	3	19	23	(4)
Time Warner Cable	12/20/11	01/30/12	65	4,737	4,057	680
Time Warner Cable	12/20/11	01/30/12	15	1,086	943	143
Valspar Corporation	07/20/11	01/24/12	145	6,074	5,009	1,064
Valspar Corporation	07/20/11	01/24/12	15	620	526	94
Western Union Company	02/23/12	11/19/12	295	3,751	5,217	(1,466)
Western Union Company	02/23/12	11/19/12	50	632	892	(260)
SHORT-TERM TOTALS				**161,955**	**171,263**	**(9,308)**

RUTH M. KNIGHT FOUNDATION, INC.
SCHEDULE OF SALES
FOR THE YEAR ENDED DECEMBER 31, 2012

SECURITY	DATE ACQUIRED	DATE SOLD	SHARES	SALES PROCEEDS	COST	GAIN OR (LOSS)
SCHEDULE D - LONG-TERM						
Accenture PLC CL A	12/07/06	06/07/12	145	8,532	4,961	3,571
Accenture PLC CL A	12/07/06	03/12/12	5	303	172	131
Accenture PLC CL A	12/07/07	03/12/12	5	303	179	123
Accenture PLC CL A	12/07/07	06/07/12	15	875	538	336
Accenture PLC CL A	12/29/10	03/12/12	85	5,179	4,146	1,033
Accenture PLC CL A	12/29/10	06/07/12	5	294	244	50
Accenture PLC CL A	12/29/10	03/12/12	10	606	496	110
Abbott Laboratories	05/16/07	06/06/12	195	11,780	11,220	560
Abbott Laboratories	05/16/07	06/06/12	34	2,046	1,962	84
Abbott Laboratories	03/18/08	06/06/12	50	3,020	2,582	438
Alliance Data Systems	02/24/10	10/25/12	33	4,677	1,863	2,814
Alliance Data Systems	02/24/10	11/19/12	35	4,862	1,976	2,886
Alliance Data Systems	02/24/10	10/25/12	7	985	398	587
Andarko Petroleum Corp	12/21/09	08/15/12	15	1,025	942	83
Auto Data Processing	01/25/10	06/14/12	20	1,075	827	248
Blackrock Inc	05/14/10	06/25/12	53	8,889	9,044	(155)
Blackrock Inc	05/14/10	08/15/12	5	870	857	13
Chevron Corp 3 95% 3/3/14	06/24/11	12/28/12	15,000	15,615	16,267	(652)
Citigroup Inc	04/06/11	04/25/12	20	671	926	(255)
CME Group Inc	08/11/10	03/01/12	20	5,771	5,132	639
CME Group Inc	08/11/10	03/01/12	4	1,149	1,031	117
CME Group Inc	05/02/11	11/01/12	70	3,935	4,182	(247)
Comcast Cp New CL A SPL	01/26/05	01/20/12	155	3,914	3,359	555
Comcast Cp New CL A SPL	01/26/05	02/15/12	165	4,595	3,576	1,019
Comcast Cp New CL A SPL	01/26/05	06/14/12	55	1,637	1,192	445
Comcast Cp New CL A SPL	01/26/05	01/20/12	40	1,003	869	134
Comcast Cp New CL A SPL	01/26/05	02/15/12	25	689	543	145
Conocophillips 4.75% 10/15/12	02/01/11	10/15/12	40,000	40,000	42,713	(2,713)

RUTH M. KNIGHT FOUNDATION, INC.
SCHEDULE OF SALES
FOR THE YEAR ENDED DECEMBER 31, 2012

SECURITY	DATE ACQUIRED	DATE SOLD	SHARES	SALES PROCEEDS	COST	GAIN OR (LOSS)
Covidien Plc New	08/02/11	08/15/12	15	849	749	100
Disney Walt Co 4 7% 12/01/12	12/16/08	12/01/12	50,000	50,000	51,314	(1,314)
Express Scripts Hldg Co.	04/16/09	08/15/12	15	903	446	457
Exxon Mobil Corporation	10/13/10	01/12/12	170	14,301	11,036	3,265
Exxon Mobil Corporation	10/13/10	01/12/12	24	2,011	1,563	448
Fidelity National Info Services	10/13/10	05/18/12	150	4,772	4,182	590
Fidelity National Info Services	10/13/10	05/18/12	30	947	840	108
Ford Motor Company New	05/11/11	06/14/12	385	3,961	5,878	(1,917)
GE Cap Corp 5 875% 2/15/12	03/03/10	02/15/12	50,000	50,000	54,106	(4,106)
GNMA #4972575 DD 12/15/28 6%	VAR	VAR	845 32	845	845	0
GNMA #4972575 DD 12/15/28 6%	VAR	VAR	422 67	423	423	0
Google Inc Class A	12/17/10	09/25/12	6 00	4,553	3,537	1,016
Google Inc Class A	12/17/10	09/25/12	2.00	1,512	1,187	325
Harbor International Fund Inst Cl	07/22/11	08/20/12	362 94	21,000	23,314	(2,314)
Harbor International Fund Inst Cl	07/22/11	08/20/12	52 105	3,000	3,354	(354)
Heinz H J Co.	09/25/09	11/20/12	85 00	4,870	3,391	1,479
Heinz H J Co	09/25/09	11/20/12	5 00	278	200	78
IBM 4 75% 11/29/2012	11/29/02	11/29/12	50,000	50,000	49,763	237
IBM 4.75% 11/29/2012	11/29/02	11/29/12	25,000	25,000	24,882	118
Matthews Pacific Tiger Fund	04/16/09	10/18/12	2.817	67	34	33
Matthews Pacific Tiger Fund	04/16/09	08/15/12	181.159	4,000	2,199	1,801
Matthews Pacific Tiger Fund	04/16/09	10/18/12	0 410	10	5	5
Matthews Pacific Tiger Fund	07/02/09	08/20/12	1,582 994	35,000	23,998	11,002
Norfolk Southern Corp	06/15/10	09/20/12	150	9,917	8,764	1,153
Norfolk Southern Corp	06/15/10	09/20/12	20	1,315	1,176	138
Pepsico Incorporated	08/24/09	05/18/12	90	6,103	5,147	956
Pepsico Incorporated	08/24/09	05/18/12	15	1,010	860	150
Proctor & Gamble	01/11/05	05/18/12	20	1,271	1,123	148
Proctor & Gamble	01/11/05	07/13/12	13	836	730	106
Proctor & Gamble	07/25/06	05/18/12	95	6,073	5,399	674

RUTH M. KNIGHT FOUNDATION, INC.
SCHEDULE OF SALES
FOR THE YEAR ENDED DECEMBER 31, 2012

SECURITY	DATE ACQUIRED	DATE SOLD	SHARES	SALES PROCEEDS	COST	GAIN OR (LOSS)
Proctor & Gamble	07/25/06	07/13/12	135	8,769	7,672	1,097
Stryker Corp	12/07/06	11/19/12	75	3,945	4,016	(72)
Target Corp	12/07/06	08/20/12	90	5,715	5,218	497
Target Corp	12/07/06	08/20/12	15	945	874	71
T J X Cos Inc	08/11/10	08/01/12	5	221	105	115
T J X Cos Inc	08/11/10	08/27/12	20	909	424	485
T J X Cos Inc	12/20/10	08/27/12	125	5,715	2,730	2,985
T J X Cos Inc	12/20/10	08/01/12	45	1,985	983	1,003
T J X Cos Inc	12/20/10	05/08/12	5	203	110	93
T J X Cos Inc	12/20/10	08/01/12	20	875	442	434
T J X Cos Inc	12/20/10	08/27/12	5	227	110	117
T J X Cos Inc	04/11/11	05/08/12	120	4,917	3,073	1,844
T J X Cos Inc	04/11/11	08/01/12	50	2,206	1,280	926
T J X Cos Inc	04/11/11	05/08/12	20	814	520	294
Visa Inc. CL A	12/20/10	10/12/12	20	2,781	1,357	1,425
Visa Inc CL A	12/20/10	10/12/12	10	1,384	683	701
Visa Inc CL A	01/20/11	04/25/12	10	1,199	715	484
Visa Inc CL A	01/20/11	07/16/12	35	4,474	2,503	1,971
Visa Inc CL A	01/20/11	10/12/12	15	2,086	1,073	1,013
Visa Inc CL A	01/20/11	04/25/12	5	598	366	232
Visa Inc CL A	04/19/11	04/25/12	30	3,597	2,275	1,321
Visa Inc. CL A	04/19/11	04/25/12	10	1,195	766	429
Walgreen Company	11/24/09	06/14/12	55	1,719	2,170	(451)
Walgreen Company	11/24/09	08/15/12	25	882	989	(107)
Walgreen Company	07/14/10	08/15/12	5	176	149	27
Western Union Company	02/03/10	10/31/12	310	3,953	5,366	(1,413)
Western Union Company	02/03/10	11/19/12	50	636	866	(230)
Western Union Company	02/03/10	10/31/12	47	592	817	(225)
Western Union Company	02/03/10	11/19/12	8	101	139	(38)
Western Union Company	02/24/10	11/19/12	230	2,925	3,689	(764)

RUTH M. KNIGHT FOUNDATION, INC.
SCHEDULE OF SALES
FOR THE YEAR ENDED DECEMBER 31, 2012

SECURITY	DATE ACQUIRED	DATE SOLD	SHARES	SALES PROCEEDS	COST	GAIN OR (LOSS)
Western Union Company	02/24/10	11/19/12	30	379	489	(110)
WPX Energy Inc	05/21/10	12/31/11,1/25/2012	130	2,086	1,384	703
Williams Companies	05/21/10	08/15/12	4	128	63	65
WPX Energy Inc	05/21/10	12/31/11,1/25/2012	21	323	232	91
WPX Energy Inc	08/11/10	12/31/11,1/25/2012	63	1,011	697	314
Williams Companies	08/11/10	08/15/12	26	832	427	404
WPX Energy Inc	08/11/10	12/31/11,1/25/2012	9	156	97	59
LONG-TERM TOTALS				509,787	467,515	42,272

RUTH M. KNIGHT FOUNDATION, INC.
SECURITIES SCHEDULE
December 31, 2012

(NEG=RET OF CAP) I.D. # 13-6093663

DATE ACQUIRED	xfer	TYPE AND NAME OF SECURITY	INV. BEGINNING OF PERIOD # SHARES PAR VALUE	INV. BEGINNING OF PERIOD COST BASIS	PURCHASES OR ACQUISITIONS # SHARES PAR VALUE	PURCHASES OR ACQUISITIONS GROSS COST	SALES OR OTHER DISPOSITIONS # SHARES PAR VALUE	SALES OR OTHER DISPOSITIONS SALES PRICE	DATE SOLD	GAIN OR LOSS	INVENTORY END OF PERIOD # SHARES PAR VALUE	INVENTORY END OF PERIOD COST BASIS	MARKET VALUE
12/07/06		Accenture PLC CL A	145	4,961 31			145	8,532 08	06/07/12	3,570 77	0	0 00	
12/07/06		Accenture PLC CL A	5	171 95			5	302 93	03/12/12	130 98	0	0 00	
12/07/07		Accenture PLC CL A	5	179 49			5	302 92	03/12/12	123 43	0	0 00	
12/07/07		Accenture PLC CL A	15	538 46			15	874 57	06/07/12	336 11	0	0 00	
12/29/10		Accenture PLC CL A	85	4,145 97			85	5,178 80	03/12/12	1,032 83	0	0 00	
12/29/10		Accenture PLC CL A	5	243 88			5	294 21	06/07/12	50 33	0	0 00	
12/29/10		Accenture PLC CL A	10	495 72			10	605 85	03/12/12	110 13	0	0 00	
05/16/07		Abbott Laboratories	195	11,219 99			195	11,779 84	06/06/12	559 84	0	0 00	
05/16/07		Abbott Laboratories	34	1,962 11			34	2,046 21	06/06/12	84 10	0	0 00	
03/18/08		Abbott Laboratories	50	2,582 45			50	3,020 47	06/06/12	438 02	0	0 00	
05/21/10		Aetna Inc New	305	8,717 04						0 00	305	8,717 04	14,124 55
05/21/10		Aetna Inc New	40	1,150 99						0 00	40	1,150 99	1,852 40
05/18/12		Aetna Inc New			85	3,386 67				0 00	85	3,386 67	3,936 35
05/18/12		Aetna Inc New			25	1,002 40				0 00	25	1,002 40	1,157 75
11/19/12		Aetna Inc New			105	4,367 34				0 00	105	4,367 34	4,862 55
11/19/12		Aetna Inc New			5	216 49				0 00	5	216 49	231 55
02/24/10		Alliance Data Systems	33	1,862 78			33	4,676 84	10/25/12	2,814 06	0	0 00	
02/24/10		Alliance Data Systems	97	5,475 44			35	4,862 16	11/19/12	2,886 49	62	3,499 77	8,975 12
02/24/10		Alliance Data Systems	18	1,022 88			7	985 01	10/25/12	587 22	11	625 09	1,592 36
07/14/10		Alliance Data Systems	0	0 00						0 00	0	0 00	
12/21/09		Andarko Petroleum Corp	100	6,248 83						0 00	100	6,248 83	7,431 00
12/21/09		Andarko Petroleum Corp	15	941 97			15	1,024 86	08/15/12	82 89	0	0 00	
08/22/11		Andarko Petroleum Corp	65	4,286 98						0 00	65	4,286 98	4,830 15
08/22/11		Andarko Petroleum Corp	15	996 19						0 00	15	996 19	1,114 65
05/18/12		Andarko Petroleum Corp			65	4,163 37				0 00	65	4,163 37	4,830 15
05/18/12		Andarko Petroleum Corp			15	967 66				0 00	15	967 66	1,114 65
10/12/12		Andarko Petroleum Corp			70	4,848 02				0 00	70	4,848 02	5,201 70
10/12/12		Andarko Petroleum Corp			15	1,045 89				0 00	15	1,045 89	1,114 65
08/11/10		Apache Corp	120	11,173 37						0 00	120	11,173 37	9,420 00
08/11/10		Apache Corp	17	1,590 58						0 00	17	1,590 58	1,334 50
08/23/11		Apache Corp	35	3,392 70						0 00	35	3,392 70	2,747 50
10/05/11		Apache Corp	45	3,563 69						0 00	45	3,563 69	3,532 50
10/05/11		Apache Corp	15	1,193 86						0 00	15	1,193 86	1,177 50
12/17/10		Apple Inc	40	12,857 56						0 00	40	12,857 56	21,286 92
12/17/10		Apple Inc	5	1,615 03						0 00	5	1,615 03	2,660 86
01/21/11		Apple Inc	10	3,348 20						0 00	10	3,348 20	5,321 73
05/24/11		Apple Inc	20	6,670 44						0 00	20	6,670 44	10,643 46
05/24/11		Apple Inc	5	1,674 32						0 00	5	1,674 32	2,660 86
08/22/11		Apple Inc	5	1,793 64						0 00	5	1,793 64	2,660 86
11/07/12		Apple Inc			8	4,482 90				0 00	8	4,482 90	4,257 38
11/07/12		Apple Inc			2	1,127 44				0 00	2	1,127 44	1,064 35
01/25/10		Auto Data Processing	385	15,927 66			20	1,075 31	06/14/12	247 90	365	15,100 25	20,779 45
01/25/10		Auto Data Processing	60	2,489 96						0 00	60	2,489 96	3,415 80
12/21/09		Bank of America Corp	345	5,310 18						0 00	345	5,310 18	4,005 45
12/21/09		Bank of America Corp	60	931 15						0 00	60	931 15	696 60
04/06/11		Bank of America Corp	315	4,327 51						0 00	315	4,327 51	3,657 15
04/06/11		Bank of America Corp	40	557 34						0 00	40	557 34	464 40
07/17/09		Berk Hath Fin 4 625% 10/15/13	50,000	52,858 90						0 00	50,000	52,858 90	51,644 45
05/14/10		Blackrock Inc	60	10,238 43			53	8,889 39	06/25/12	(154 56)	7	1,194 48	1,446 97
05/14/10		Blackrock Inc	7	1,199 97			5	870 23	08/15/12	13 11	2	342 85	413 42
11/08/10		Blackrock Inc	25	4,243 08						0 00	25	4,243 08	5,167 75
11/08/10		Blackrock Inc	5	855 78						0 00	5	855 78	1,033 55
05/23/12		Blackrock Inc			19	3,072 77				0 00	19	3,072 77	3,927 49
12/17/10		BMC Software Inc	170	8,278 52						0 00	170	8,278 52	6,735 40
12/17/10		BMC Software Inc	25	1,225 06						0 00	25	1,225 06	990 50
08/02/11		BMC Software Inc	95	4,080 35						0 00	95	4,080 35	3,763 90

RUTH M. KNIGHT FOUNDATION, INC.
SECURITIES SCHEDULE
December 31, 2012

DATE ACQUIRED	xfer	TYPE AND NAME OF SECURITY		INV BEGINNING OF PERIOD # SHARES PAR VALUE	INV BEGINNING OF PERIOD COST BASIS	(NEG=RET OF CAP) PURCHASES OR ACQUISITIONS # SHARES PAR VALUE	PURCHASES OR ACQUISITIONS GROSS COST	SALES OR OTHER DISPOSITIONS # SHARES PAR VALUE	SALES OR OTHER DISPOSITIONS SALES PRICE	DATE SOLD	I.D. # 13-6093663 GAIN OR LOSS	INVENTORY END OF PERIOD # SHARES PAR VALUE	INVENTORY END OF PERIOD COST BASIS	MARKET VALUE
08/02/11		BMC Software Inc		15	651 80						0 00	15	651 80	594 30
12/01/06		Caterpillar Inc 5 7% 8/15/16		50,000	52,877 17						0 00	50,000	52,877 17	57,833 60
07/16/12		Check Pt Software Tech F				100	4,607 68				0 00	100	4,607 68	4,764 00
07/16/12		Check Pt Software Tech F				15	698 76				0 00	15	698 76	714 60
08/27/12		Check Pt Software Tech F				90	4,404 77				0 00	90	4,404 77	4,287 60
08/27/12		Check Pt Software Tech F				20	985 80				0 00	20	985 80	952 80
06/24/11		Chevron Corp 3 95% 3/3/14		15,000	16,267 30			15,000	15,615 00	12/28/12	(652 30)	0	0 00	
01/05/05		Cisco Systems Inc		530	9,904 79						0 00	530	9,904 79	10,414 18
01/05/05		Cisco Systems Inc		92	1,729 17						0 00	92	1,729 17	1,807 74
11/12/10		Cisco Systems Inc		195	3,989 76						0 00	195	3,989 76	3,831 63
11/12/10		Cisco Systems Inc		30	621 38						0 00	30	621 38	589 48
04/11/11		Cisco Systems Inc		265	4,662 30						0 00	265	4,662 30	5,207 09
04/11/11		Cisco Systems Inc		35	623 54						0 00	35	623 54	687 73
04/06/11		Citigroup Inc		244	11,253 01						0 00	244	11,253 01	9,652 64
04/06/11		Citigroup Inc		42	1,944 58			20	671 23	04/25/12	(254 76)	22	1,018 59	870 32
05/17/11		Citigroup Inc		140	5,816 26						0 00	140	5,816 26	5,538 40
05/17/11		Citigroup Inc		20	838 57						0 00	20	838 57	791 20
08/11/10		CME Group Inc		20	5,132 06			20	5,771 02	03/01/12	638 96	0	0 00	
08/11/10		CME Group Inc		5	1,283 01	20					0 00	25	1,283 01	1,266 75
08/11/10		CME Group Inc		4	1,031 48			4	1,148 83	03/01/12	117 35	0	0 00	
05/02/11		CME Group Inc		20	5,974 52	80		70	3,934 99	11/01/12	(247 17)	30	1,792 36	1,520 10
05/02/11		CME Group Inc		1	301 26			1	287 21	03/01/12	(14 05)	0	0 00	0 00
05/02/11		CME Group Inc		2	602 53	8					0 00	10	602 53	506 70
11/28/11		CME Group Inc		20	4,894 78	80					0 00	100	4,894 78	5,067 00
11/28/11		CME Group Inc		4	986 12	16					0 00	20	986 12	1,013 40
01/26/05		Comcast Cp New CL A SPL		155	3,359 01			155	3,913 79	01/20/12	554 78	0	0 00	
01/26/05		Comcast Cp New CL A SPL		165	3,575 72			165	4,594 64	02/15/12	1,018 92	0	0 00	
01/26/05		Comcast Cp New CL A SPL		120	2,600 53			55	1,637 22	06/14/12	445 31	65	1,408 62	2,334 80
01/26/05		Comcast Cp New CL A SPL		40	869 35			40	1,003 37	01/20/12	134 02	0	0 00	0 00
01/26/05		Comcast Cp New CL A SPL		56	1,217 09			25	688 57	02/15/12	145 23	31	673 75	1,113 52
10/10/05		Comcast Cp New CL A SPL		150	2,811 80						0 00	150	2,811 80	5,388 00
08/22/11		Comcast Cp New CL A		165	3,317 26			165	4,267 19	01/20/12	949 93	0	0 00	0 00
08/22/11		Comcast Cp New CL A		635	12,766 41			165	4,730 29	02/15/12	1,413 03	470	9,449 15	17,559 20
08/22/11		Comcast Cp New CL A SPL		215	4,308 74						0 00	215	4,308 74	7,722 80
08/22/11		Comcast Cp New CL A SPL		40	808 91						0 00	40	808 91	1,436 80
02/01/11		Conocophillips 4 75% 10/15/12		40,000	42,713 00			40,000	40,000 00	10/15/12	(2,713 00)	0	0 00	
10/14/11		Corrections Corp America		175	3,942 48			175	4,153 60	VAR	211 12	0	0 00	
10/14/11		Corrections Corp America		25	570 88			25	578 11	VAR	7 23	0	0 00	
08/02/11		Covidien Plc New		125	6,195 19						0 00	125	6,195 19	7,217 50
08/02/11		Covidien Plc New		20	998 75			15	849 21	08/15/12	100 15	5	249 69	288 70
11/02/11		Covidien Plc New		90	4,098 01						0 00	90	4,098 01	5,196 60
11/02/11		Covidien Plc New		10	463 29						0 00	10	463 29	577 40
12/09/11		Covidien Plc New		95	4,228 87						0 00	95	4,228 87	5,485 30
12/09/11		Covidien Plc New		25	1,119 46						0 00	25	1,119 46	1,443 50
05/17/12		Credit Suisse Commodity Return Strat				3,589 744	28,000 00				0 00	3,589 744	28,000 00	28,825 64
05/17/12		Credit Suisse Commodity Return Strat				512 821	4,000 00				0 00	512 821	4,000 00	4,117 95
01/17/12		Crown Holdings Inc				185	6,335 08				0 00	185	6,335 08	6,809 85
01/17/12		Crown Holdings Inc				30	1,034 81				0 00	30	1,034 81	1,104 30
03/01/12		Crown Holdings Inc				125	4,637 15				0 00	125	4,637 15	4,601 25
03/01/12		Crown Holdings Inc				25	934 59				0 00	25	934 59	920 25
06/06/12		Crown Holdings Inc				115	3,864 65				0 00	115	3,864 65	4,233 15
04/04/00		CVS Caremark Corp	LAY	200	4,491 45						0 00	200	4,491 45	9,670 00
04/04/00		CVS Caremark Corp	LAY	27	607 83						0 00	27	607 83	1,305 45
07/20/12		CVS Caremark Corp				100	4,502 72				0 00	100	4,502 72	4,835 00
07/20/12		CVS Caremark Corp				20	907 70				0 00	20	907 70	967 00
09/21/10		Danaher Corp Del		185	7,601 35						0 00	185	7,601 35	10,341 50
09/21/10		Danaher Corp Del		27	1,117 03						0 00	27	1,117 03	1,509 30

RUTH M. KNIGHT FOUNDATION, INC.
SECURITIES SCHEDULE
December 31, 2012

(NEG=RET OF CAP) I.D. # 13-6093663

DATE ACQUIRED	xfer	TYPE AND NAME OF SECURITY		INV BEGINNING OF PERIOD # SHARES PAR VALUE	INV BEGINNING OF PERIOD COST BASIS	PURCHASES OR ACQUISITIONS # SHARES PAR VALUE	PURCHASES OR ACQUISITIONS GROSS COST	SALES OR OTHER DISPOSITIONS # SHARES PAR VALUE	SALES OR OTHER DISPOSITIONS SALES PRICE	DATE SOLD	GAIN OR LOSS	INVENTORY END OF PERIOD # SHARES PAR VALUE	INVENTORY END OF PERIOD COST BASIS	MARKET VALUE
08/22/11		Danaher Corp Del		90	3,726 25						0 00	90	3,726 25	5,031 00
08/22/11		Danaher Corp Del		20	835 02						0 00	20	835 02	1,118 00
06/06/12		Danaher Corp Del				65	3,322 07				0 00	65	3,322 07	3,633 50
12/16/08		Disney Walt Co 4 7% 12/01/12		50,000	51,314 00			50,000	50,000 00	12/01/12	(1,314 00)	0	0 00	
06/07/12		EMC Corp Mass				180 00	4,417 26				0 00	180	4,417 26	4,554 00
06/07/12		EMC Corp Mass				35 00	866 12				0 00	35	866 12	885 50
10/26/12		EMC Corp Mass				215 00	5,155 38				0 00	215	5,155 38	5,439 50
10/26/12		EMC Corp Mass				40 00	966 43				0 00	40	966 43	1,012 00
11/19/12		EMC Corp Mass				185 00	4,489 22				0 00	185	4,489 22	4,680 50
11/19/12		EMC Corp Mass				10 00	251 13				0 00	10	251 13	253 00
02/24/10		EQT Corp		50	2,202 93						0 00	50	2,202 93	2,949 00
02/24/10		EQT Corp		5	221 26						0 00	5	221 26	294 90
06/15/10		EQT Corp		90	3,728 12						0 00	90	3,728 12	5,308 20
06/15/10		EQT Corp		15	628 81						0 00	15	628 81	884 70
04/16/09		Express Scripts Hldg Co	LAY	125	3,703 79						0 00	125	3,703 79	6,750 00
04/16/09		Express Scripts Hldg Co	LAY	15	446 36			15	903 06	08/15/12	456 70	0	0 00	0 00
09/20/11		Express Scripts Hldg Co		90	3,799 58						0 00	90	3,799 58	4,860 00
09/20/11		Express Scripts Hldg Co		15	640 72						0 00	15	640 72	810 00
10/06/11		Express Scripts Hldg Co		100	4,001 94						0 00	100	4,001 94	5,400 00
10/06/11		Express Scripts Hldg Co		15	607 90						0 00	15	607 90	810 00
04/03/12		Express Scripts Hldg Co	MER			56 00	3,202 98		39 84	04/03/12	0 30	56	3,163 44	3,024 00
04/03/12		Express Scripts Hldg Co	MER			12 00	686 35		8 54	04/03/12	0 07	12	677 88	648 00
04/03/12		Express Scripts Hldg Co				85 00	4,768 79				0 00	85	4,768 79	4,590 00
04/03/12		Express Scripts Hldg Co				20 00	1,128 91				0 00	20	1,128 91	1,080 00
10/13/10		Exxon Mobil Corporation		170	11,035 77			170	14,301 21	01/12/12	3,265 44	0	0 00	
10/13/10		Exxon Mobil Corporation		24	1,563 42			24	2,011 31	01/12/12	447 89	0	0 00	
10/27/09		Fidelity National Info Services		249	5,628 12						0 00	249	5,628 12	8,667 69
10/13/10		Fidelity National Info Services		170	4,740 05			150	4,772 33	05/18/12	589 93	20	557 65	696 20
10/13/10		Fidelity National Info Services		58	1,623 09			30	947 31	05/18/12	107 78	28	783 56	974 68
07/14/10		Fiserv Inc		240	11,301 21						0 00	240	11,301 21	18,967 20
07/14/10		Fiserv Inc		35	1,655 74						0 00	35	1,655 74	2,766 05
05/11/11		Ford Motor Company New		605	9,237 32			385	3,961 08	06/14/12	(1,917 21)	220	3,359 03	2,849 00
05/11/11		Ford Motor Company New		85	1,305 50						0 00	85	1,305 50	1,100 75
06/14/11		Ford Motor Company New		285	3,831 63						0 00	285	3,831 63	3,690 75
06/14/11		Ford Motor Company New		40	545 47						0 00	40	545 47	518 00
09/29/11		Freeport Mcmoran Copper		235	7,417 87						0 00	235	7,417 87	8,037 00
09/29/11		Freeport Mcmoran Copper		35	1,112 41						0 00	35	1,112 41	1,197 00
03/06/12		Freeport Mcmoran Copper				115	4,486 30				0 00	115	4,486 30	3,933 00
03/06/12		Freeport Mcmoran Copper				30	1,176 96				0 00	30	1,176 96	1,026 00
04/02/84		General Electric	LAY	1,170	8,135 51						0 00	1,170	8,135 51	24,558 30
01/05/05		General Electric		30	1,088 09						0 00	30	1,088 09	629 70
03/31/05		General Electric		50	1,816 45						0 00	50	1,816 45	1,049 50
04/16/09		General Electric		100	1,197 95						0 00	100	1,197 95	2,099 00
03/03/10		GE Cap Corp 5 875% 2/15/12		50,000	54,106 00			50,000	50,000 00	02/15/12	(4,106 00)	0	0 00	
		GNMA #4972575 DD 12/15/28 6%		5,316	7,564 50			845 32	845 32	VAR	0 00	4,471	6,719 18	5,045 42
		GNMA #4972575 DD 12/15/28 6%		2,658	2,478 65			422 67	422 67	VAR	0 00	2,235	2,055 98	2,522 71
12/17/10		Google Inc Class A		15	8,843 23			6 00	4,552 85	09/25/12	1,015 56	9	5,305 94	6,366 42
12/17/10		Google Inc Class A		2	1,186 85			2 00	1,511 65	09/25/12	324 80	0	0 00	0 00
03/15/11		Google Inc Class A		8	4,520 82						0 00	8	4,520 82	5,659 04
03/15/11		Google Inc Class A		1	572 93						0 00	1	572 93	707 38
05/24/11		Google Inc Class A		10	5,236 38						0 00	10	5,236 38	7,073 80
05/24/11		Google Inc Class A		2	1,054 44						0 00	2	1,054 44	1,414 76
02/01/12		Google Inc Class A				8	4,650 10				0 00	8	4,650 10	5,659 04
02/01/12		Google Inc Class A				2	1,169 24				0 00	2	1,169 24	1,414 76
07/02/09		Harbor International Fund Inst Cl		705 716	30,036 00						0 00	705 716	30,036 00	43,839 08
07/02/09		Harbor International Fund Inst Cl		70 572	3,020 00						0 00	70 572	3,020 00	4,383 93
07/22/11		Harbor International Fund Inst Cl		529 925	34,040 80			362 94	21,000 00	08/20/12	(2,314 18)	166 985	10,726 62	10,373 11

RUTH M. KNIGHT FOUNDATION, INC.
SECURITIES SCHEDULE
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(NEG=RET OF CAP) I.D. # 13-6093663

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07/22/11		Harbor International Fund Inst Cl	93 516	6,020 00			52 105	3,000 00	08/20/12	(354 21)	41 411	2,665 79	2,572 45
09/25/09		Heinz H J Co	380	15,159 42			85 00	4,869 78	11/20/12	1,478 86	295	11,768 50	17,015 60
09/25/09		Heinz H J Co	65	2,600 70			5 00	278 03	11/20/12	77 98	60	2,400 65	3,460 80
01/24/12		Heinz H J Co			100 000	5,163 97				0 00	100	5,163 97	5,768 00
11/29/02		IBM 4 75% 11/29/2012	50,000	49,763 19			50,000	50,000 00	11/29/12	236 81	0	0 00	
11/29/02		IBM 4 75% 11/29/2012	25,000	24,881 60			25,000	25,000 00	11/29/12	118 40	0	0 00	
07/02/09		Ishares Russell Midcap Growth Index Fd	800	28,479 35						0 00	800	28,479 35	50,240 00
07/02/09		Ishares Russell Midcap Growth Index Fd	100	3,567 75						0 00	100	3,567 75	6,280 00
08/02/12		Johnson & Johnson			135	9,227 07				0 00	135	9,227 07	9,463 50
08/17/12		Johnson & Johnson			70	4,742 23				0 00	70	4,742 23	4,907 00
08/02/12		Johnson & Johnson			20	1,374 60				0 00	20	1,374 60	1,402 00
08/17/12		Johnson & Johnson			10	685 13				0 00	10	685 13	701 00
09/21/09		JP Morgan Chase 4 75% 5/1/13	50,000	53,157 50						0 00	50,000	53,157 50	50,664 05
09/21/09		JP Morgan Chase 4 75% 5/1/13	25,000	26,591 25						0 00	25,000	26,591 25	25,332 03
02/03/10		JPMorgan Chase & Co	375	15,116 44						0 00	375	15,116 44	16,488 41
02/03/10		JPMorgan Chase & Co	60	2,426 33						0 00	60	2,426 33	2,638 15
05/11/12		JPMorgan Chase & Co			120	4,510 99				0 00	120	4,510 99	5,276 29
05/11/12		JPMorgan Chase & Co			25	946 88				0 00	25	946 88	1,099 23
06/07/12		Kinder Morgan Inc			190	6,106 22				0 00	190	6,106 22	6,712 70
06/07/12		Kinder Morgan Inc			30	971 68				0 00	30	971 68	1,059 90
08/14/12		Kinder Morgan Inc			145	5,052 44				0 00	145	5,052 44	5,122 85
08/14/12		Kinder Morgan Inc			25	878 52				0 00	25	878 52	883 25
10/12/12		Kinder Morgan Inc			145	4,989 61				0 00	145	4,989 61	5,122 85
10/12/12		Kinder Morgan Inc			20	695 94				0 00	20	695 94	706 60
04/16/09		Matthews Pacific Tiger Fund	2,883 031	35,000 00			2 817	67 07	10/18/12	32 87	2,880 214	34,965 80	70,306 02
04/16/09		Matthews Pacific Tiger Fund	181 159	2,199 27			181 159	4,000 00	08/15/12	1,800 73	0 000	0 00	0 00
04/16/09		Matthews Pacific Tiger Fund	477 820	5,800 73			0 410	9 73	10/18/12	4 75	477 410	5,795 75	11,653 58
07/02/09		Matthews Pacific Tiger Fund	1,978 892	30,000 00			1,582 994	35,000 00	08/20/12	11,001 81	395 898	6,001 81	9,663 87
12/08/11		Matthews Pacific Tiger Fund	77 849	1,607 59						0 00	77 849	1,607 59	1,900 29
12/08/11		Matthews Pacific Tiger Fund	10 552	217 89						0 00	10 552	217 89	257 57
10/18/12		Matthews Pacific Tiger Fund			3,353 961	79,944 88	3,353 961	79,857 81	10/18/12	(87 07)	0 000	0 00	0 00
10/18/12		Matthews Pacific Tiger Fund			487 962	11,648 14	487 962	11,618 41	10/18/12	(29 73)	0 000	0 00	0 00
12/13/12		Matthews Pacific Tiger Fund			2 847	68 66				0 00	2 847	68 66	69 50
12/13/12		Matthews Pacific Tiger Fund			0 414	9 99				0 00	0 414	9 99	10 11
01/06/11		Mc Donalds Corp	115 000	8,582 80						0 00	115 000	8,582 80	10,144 15
01/06/11		Mc Donalds Corp	15 000	1,127 28						0 00	15 000	1,127 28	1,323 15
04/11/11		Mc Donalds Corp	0 000	0 00						0 00	0 000	0 00	0 00
04/11/11		Mc Donalds Corp	55 000	4,205 56						0 00	55 000	4,205 56	4,851 55
04/11/11		Mc Donalds Corp	5 000	384 19						0 00	5 000	384 19	441 05
06/04/12		Mc Donalds Corp			55	4,755 11				0 00	55 000	4,755 11	4,851 55
06/04/12		Mc Donalds Corp			15	1,303 36				0 00	15 000	1,303 36	1,323 15
08/22/11		Medcohealth Solutions	70 000	3,742 84			70	5,218 98	04/03/12	1,476 14	0 000	0 00	
08/22/11		Medcohealth Solutions	15 000	809 07			15	1,118 35	04/03/12	309 28	0 000	0 00	
03/25/10		Merck & Co Inc New	185	7,047 56						0 00	185	7,047 56	7,573 90
03/25/10		Merck & Co Inc New	35	1,340 99						0 00	35	1,340 99	1,432 90
05/14/10		Merck & Co Inc New	95	3,124 95						0 00	95	3,124 95	3,889 30
05/14/10		Merck & Co Inc New	10	336 95						0 00	10	336 95	409 40
09/21/10		Merck & Co Inc New	100	3,677 85						0 00	100	3,677 85	4,094 00
09/21/10		Merck & Co Inc New	17	632 66						0 00	17	632 66	695 98
03/15/11		Microsoft Corp	510	12,957 19						0 00	510	12,957 19	13,621 95
03/15/11		Microsoft Corp	70	1,786 16						0 00	70	1,786 16	1,869 68
05/24/11		Microsoft Corp	230	5,560 05						0 00	230	5,560 05	6,143 23
05/24/11		Microsoft Corp	35	853 68						0 00	35	853 68	934 84
11/19/12		Microsoft Corp			120	3,198 83				0 00	120	3,198 83	3,205 16
11/19/12		Microsoft Corp			20	540 60				0 00	20	540 60	534 19
12/20/11		Netapp Inc	115	4,157 24						0 00	115	4,157 24	3,858 25
12/20/11		Netapp Inc	15	550 03						0 00	15	550 03	503 25

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04/25/12		Netapp Inc				120	4,693 07				0 00	120	4,693 07	4,026 00
04/25/12		Netapp Inc				20	789 64				0 00	20	789 64	671 00
11/13/09		Nike Inc CL B		90	5,825 25	90					0 00	180	5,825 25	9,288 00
11/13/09		Nike Inc CL B		10	651 11	10					0 00	20	651 11	1,032 00
06/15/10		Norfolk Southern Corp		150	8,764 12			150	9,917 22	09/20/12	1,153 10	0	0 00	
06/15/10		Norfolk Southern Corp		20	1,176 31			20	1,314 54	09/20/12	138 23	0	0 00	
06/29/09		Oracle Corporation		660	14,242 92						0 00	660	14,242 92	21,991 20
02/24/10		Oracle Corporation		100	2,485 95						0 00	100	2,485 95	3,332 00
08/22/11		Oracle Corporation		195	4,858 17						0 00	195	4,858 17	6,497 40
08/22/11		Oracle Corporation		25	630 65						0 00	25	630 65	833 00
01/25/10		PG & E Corp		20	887 75						0 00	20	887 75	803 60
01/25/10		PG & E Corp		2	90 37						0 00	2	90 37	80 36
02/24/10		PG & E Corp		130	5,477 24						0 00	130	5,477 24	5,223 40
02/24/10		PG & E Corp		20	850 23						0 00	20	850 23	803 60
06/01/11		PG & E Corp		150	6,496 96						0 00	150	6,496 96	6,027 00
06/01/11		PG & E Corp		20	874 02						0 00	20	874 02	803 60
06/09/09		Pepsico 4 65% 2/15/13		40,000	41,925 00						0 00	40,000	41,925 00	40,194 36
08/24/09		Pepsico Incorporated		280	16,011 96			90	6,102 94	05/18/12	956 24	190	10,865 26	13,001 70
08/24/09		Pepsico Incorporated		40	2,293 56			15	1,009 70	05/18/12	149 62	25	1,433 48	1,710 75
07/21/11		Pimco Commodity Real Return Strategy		4,376 368	40,048 00			4,376 368	28,192 41	05/17/12	(11,855 59)	-	0 00	
07/21/11		Pimco Commodity Real Return Strategy		656 455	6,020 00			656 455	4,214 60	05/17/12	(1,805 40)	-	0 00	
12/07/11		Pimco Commodity Real Return Strategy		84 016	637 68			84 016	541 23	05/17/12	(96 45)	-	0 00	
12/07/11		Pimco Commodity Real Return Strategy		19 991	151 73			19 991	128 78	05/17/12	(22 95)	-	0 00	
12/07/11		Pimco Commodity Real Return Strategy		12 602	95 65			12 602	80 91	05/17/12	(14 74)	-	0 00	
12/07/11		Pimco Commodity Real Return Strategy		2 999	22 76			2 999	19 25	05/17/12	(3 51)	-	0 00	
06/29/09		Praxair Inc		135	9,780 77						0 00	135	9,780 77	14,775 75
06/29/09		Praxair Inc		19	1,381 43						0 00	19	1,381 43	2,079 55
02/03/10		Praxair Inc		15	1,160 24						0 00	15	1,160 24	1,641 75
02/03/10		Praxair Inc		5	394 42						0 00	5	394 42	547 25
10/12/12		Praxair Inc				55	5,756 44				0 00	55	5,756 44	6,019 75
10/12/12		Praxair Inc				9	949 45				0 00	9	949 45	985 05
01/11/05		Proctor & Gamble		20	1,123 11			20	1,271 49	05/18/12	148 38	0	0 00	
01/11/05		Proctor & Gamble		13	730 03			13	836 29	07/13/12	106 26	0	0 00	
07/25/06		Proctor & Gamble		95	5,398 70			95	6,073 15	05/18/12	674 45	0	0 00	
07/25/06		Proctor & Gamble		135	7,671 84			135	8,768 59	07/13/12	1,096 75	0	0 00	
11/07/12		Prudential High Yield Fund CL Z				7,054 674	40,048 00				0 00	7,054 674	40,048 00	40,352 74
11/30/12		Prudential High Yield Fund CL Z				32 125	182 15				0 00	32 125	182 15	183 76
12/31/12		Prudential High Yield Fund CL Z				38 603	220 81				0 00	38 603	220 81	220 81
06/29/09		QEP Resources Inc - spin-off	spo	225	4,820 94						0 00	225	4,820 94	6,810 75
06/29/09		QEP Resources Inc - spin-off	spo	40	862 24						0 00	40	862 24	1,210 80
04/19/11		QEP Resources Inc		95	3,630 03						0 00	95	3,630 03	2,875 65
04/19/11		QEP Resources Inc		10	390 12						0 00	10	390 12	302 70
08/23/11		QEP Resources Inc		150	5,087 25						0 00	150	5,087 25	4,540 50
08/23/11		QEP Resources Inc		30	1,024 61						0 00	30	1,024 61	908 10
11/14/12		QEP Resources Inc				170	4,716 56				0 00	170	4,716 56	5,145 90
11/14/12		QEP Resources Inc				25	701 25				0 00	25	701 25	756 75
11/10/10		Republic Services Inc		280	8,030 59						0 00	280	8,030 59	8,212 40
11/10/10		Republic Services Inc		40	1,154 90						0 00	40	1,154 90	1,173 20
11/01/11		Republic Services Inc		165	4,590 04						0 00	165	4,590 04	4,839 45
11/23/11		Republic Services Inc		150	3,908 76						0 00	150	3,908 76	4,399 50
11/01/11		Republic Services Inc		25	703 06						0 00	25	703 06	733 25
11/23/11		Republic Services Inc		25	658 92						0 00	25	658 92	733 25
02/21/12		Ridgeworth Seix Float Rate High Inc				5107 832	45,000 00				0 00	5,107 832	45,000 00	45,868 33
06/15/10		Spectra Energy Corp		280	5,978 55						0 00	280	5,978 55	7,666 40
06/15/10		Spectra Energy Corp		40	861 75						0 00	40	861 75	1,095 20
04/25/12		Spectra Energy Corp				130	3,927 03				0 00	130	3,927 03	3,559 40
04/25/12		Spectra Energy Corp				35	1,063 82				0 00	35	1,063 82	958 30

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12/07/06		Stryker Corp		210	11,245 17			75	3,944 53	11/19/12	(71 60)	135	7,229 04	7,400 70
12/07/06		Stryker Corp		20	1,077 03						0 00	20	1,077 03	1,096 40
10/29/10		Stryker Corp		10	502 84						0 00	10	502 84	548 20
08/03/11		Stryker Corp		70	3,635 92						0 00	70	3,635 92	3,837 40
08/03/11		Stryker Corp		10	527 09						0 00	10	527 09	548 20
06/06/12		Stryker Corp				55	2,823 60				0 00	55	2,823 60	3,015 10
12/07/06		Target Corp		120	6,956 78			90	5,714 71	08/20/12	497 13	30	1,739 20	1,775 10
12/07/06		Target Corp		18	1,048 89			15	945 00	08/20/12	70 93	3	174 82	177 51
12/07/07		Target Corp		10	568 95						0 00	10	568 95	591 70
01/11/08		Target Corp		100	5,035 95						0 00	100	5,035 95	5,917 00
01/11/08		Target Corp		10	512 55						0 00	10	512 55	591 70
01/06/11		Target Corp		115	6,355 42						0 00	115	6,355 42	6,804 55
01/06/11		Target Corp		15	836 75						0 00	15	836 75	887 55
03/11/11		Target Corp		85	4,422 87						0 00	85	4,422 87	5,029 45
03/11/11		Target Corp		15	787 88						0 00	15	787 88	887 55
12/20/11		Time Warner Cable		65	4,056 88			65	4,736 57	01/30/12	679 69	0	0 00	
12/20/11		Time Warner Cable		15	943 09			15	1,086 17	01/30/12	143 08	0	0 00	
08/11/10		T J X Cos Inc		95	3,999 05	95		5	220 61	08/01/12	115 37	185	3,893 81	7,853 25
08/11/10		T J X Cos Inc		15	636 05	15		20	908 71	08/27/12	484 68	10	212 02	424 50
12/20/10		T J X Cos Inc		40	2,730 12	85		125	5,715 27	08/27/12	2,985 15	0	0 00	
12/20/10		T J X Cos Inc		45	982 85			45	1,985 45	08/01/12	1,002 60	0	0 00	
12/20/10		T J X Cos Inc		5	110 43			5	203 45	05/08/12	93 02	0	0 00	
12/20/10		T J X Cos Inc		5	441 74	15		20	875 26	08/01/12	433 52	0	0 00	
12/20/10		T J X Cos Inc		5	110 43			5	227 18	08/27/12	116 75	0	0 00	
04/11/11		T J X Cos Inc		35	3,072 98	85		120	4,916 90	05/08/12	1,843 92	0	0 00	
04/11/11		T J X Cos Inc		50	1,280 41			50	2,206 05	08/01/12	925 64	0	0 00	
04/11/11		T J X Cos Inc		10	520 06	10		20	813 82	05/08/12	293 76	0	0 00	
03/22/12		Union Pacific Corp				60	6,635 42				0 00	60	6,635 42	7,543 20
03/22/12		Union Pacific Corp				10	1,113 36				0 00	10	1,113 36	1,257 20
10/09/09		Unitedhealth Group Inc		350	8,583 95						0 00	350	8,583 95	18,984 00
10/09/09		Unitedhealth Group Inc		50	1,233 95						0 00	50	1,233 95	2,712 00
05/14/10		Unitedhealth Group Inc	LAY	35	1,042 39						0 00	35	1,042 39	1,898 40
05/14/10		Unitedhealth Group Inc		10	301 78						0 00	10	301 78	542 40
06/09/10		UPS Notes 4 5% 1/15/13		40,000	43,123 80						0 00	40,000	43,123 80	40,051 92
08/23/12		U S Bancorp				145	4,776 09				0 00	145	4,776 09	4,631 30
08/23/12		U S Bancorp				30	995 25				0 00	30	995 25	958 20
11/01/12		U S Bancorp				140	4,720 62				0 00	140	4,720 62	4,471 60
07/25/06		United Technologies Corp		195	11,845 25						0 00	195	11,845 25	15,991 95
01/11/08		United Technologies Corp		30	2,200 25						0 00	30	2,200 25	2,460 30
02/01/12		United Technologies Corp				70	5,625 96				0 00	70	5,625 96	5,740 70
02/01/12		United Technologies Corp				15	1,212 60				0 00	15	1,212 60	1,230 15
07/20/11		Valspar Corporation		145	5,009 45			145	6,073 81	01/24/12	1,064 36	0	0 00	
07/20/11		Valspar Corporation		15	526 24			15	620 30	01/24/12	94 06	0	0 00	
10/29/10		V F Corporation	LAY	60	5,019 17						0 00	60	5,019 17	9,058 20
10/29/10		V F Corporation		10	840 37						0 00	10	840 37	1,509 70
05/18/12		V F Corporation				35	4,737 26				0 00	35	4,737 26	5,283 95
05/18/12		V F Corporation				7	954 61				0 00	7	954 61	1,056 79
08/20/12		Virtus Emerging Markets Opportunity Fd				5,186 722	50,049 95				0 00	5,186 722	50,049 95	53,475 10
08/20/12		Virtus Emerging Markets Opportunity Fd				622 407	6,020 00				0 00	622 407	6,020 00	6,417 02
12/20/12		Virtus Emerging Markets Opportunity Fd				15 136	155 60				0 00	15 136	155 60	156 05
12/20/12		Virtus Emerging Markets Opportunity Fd				1 816	18 67				0 00	1 816	18 67	18 72
12/20/10		Visa Inc CL A		95	6,443 52			20	2,781 44	10/12/12	1,424 91	75	5,086 99	11,368 50
12/20/10		Visa Inc CL A		15	1,024 93			10	1,384 33	10/12/12	701 04	5	341 64	757 90
01/20/11		Visa Inc CL A		10	715 24			10	1,198 90	04/25/12	483 66	0	0 00	
01/20/11		Visa Inc CL A		35	2,503 35			35	4,474 24	07/16/12	1,970 89	0	0 00	
01/20/11		Visa Inc CL A		15	1,072 86			15	2,086 08	10/12/12	1,013 22	0	0 00	
01/20/11		Visa Inc CL A		5	365 83			5	597 58	04/25/12	231 75	0	0 00	

RUTH M. KNIGHT FOUNDATION, INC.
SECURITIES SCHEDULE
December 31, 2012

(NEG=RET OF CAP)

I.D. # 13-6093663

DATE ACQUIRED	xfer	TYPE AND NAME OF SECURITY		INV BEGINNING OF PERIOD # SHARES PAR VALUE	INV BEGINNING OF PERIOD COST BASIS	PURCHASES OR ACQUISITIONS # SHARES PAR VALUE	PURCHASES OR ACQUISITIONS GROSS COST	SALES OR OTHER DISPOSITIONS # SHARES PAR VALUE	SALES OR OTHER DISPOSITIONS SALES PRICE	DATE SOLD	GAIN OR LOSS	INVENTORY END OF PERIOD # SHARES PAR VALUE	INVENTORY END OF PERIOD COST BASIS	MARKET VALUE
04/19/11		Visa Inc CL A		30	2,275 39			30	3,596 69	04/25/12	1,321 29	0	0 00	
04/19/11		Visa Inc CL A		10	765 79			10	1,195 17	04/25/12	429 38	0	0 00	
11/24/09		Walgreen Company	LAY	180	7,100 90			55	1,718 67	06/14/12	(451 05)	125	4,931 18	4,626 25
11/24/09		Walgreen Company	LAY	25	989 19			25	882 33	08/15/12	(106 87)	0	0 00	
07/14/10		Walgreen Company		190	5,621 27						0 00	190	5,621 27	7,031 90
07/14/10		Walgreen Company		29	865 57			5	176 46	08/15/12	27 22	24	716 33	888 24
01/20/12		Walgreen Company				145	4,857 76				0 00	145	4,857 76	5,366 45
01/20/12		Walgreen Company				30	1,012 15				0 00	30	1,012 15	1,110 30
06/09/09		Wal-mart Stores 4 55% 5/1/13		40,000	42,040 48						0 00	40,000	42,040 48	40,557 32
12/21/09		Wells Fargo & Co New		520	14,257 69						0 00	520	14,257 69	17,773 60
12/21/09		Wells Fargo & Co New		85	2,338 26						0 00	85	2,338 26	2,905 30
04/19/11		Wells Fargo & Co New		150	4,514 89						0 00	150	4,514 89	5,127 00
04/19/11		Wells Fargo & Co New		20	609 74						0 00	20	609 74	683 60
02/03/10		Western Union Company		310	5,366 23			310	3,953 04	10/31/12	(1,413 19)	0	0 00	
02/03/10		Western Union Company		50	865 52			50	635 84	11/19/12	(229 68)	0	0 00	
02/03/10		Western Union Company		47	816 75			47	591 74	10/31/12	(225 01)	0	0 00	
02/03/10		Western Union Company		8	139 02			8	101 05	11/19/12	(37 97)	0	0 00	
02/24/10		Western Union Company		230	3,688 70			230	2,924 88	11/19/12	(763 82)	0	0 00	
02/24/10		Western Union Company		30	488 92			30	378 92	11/19/12	(110 00)	0	0 00	
02/23/12		Western Union Company				295	5,217 29	295	3,751 47	11/19/12	(1,465 82)	0	0 00	
02/23/12		Western Union Company				50	891 72	50	631 53	11/19/12	(260 19)	0	0 00	
05/21/10		Williams Companies		390	7,487 40		(1,383 67)				0 00	390	6,103 73	12,768 60
03/20/12		Williams Companies				145	4,601 69				0 00	145	4,601 69	4,747 30
03/20/12		Williams Companies				35	1,117 54				0 00	35	1,117 54	1,145 90
12/13/12		Williams Companies				150	4,725 03				0 00	150	4,725 03	4,911 00
12/13/12		Williams Companies				20	637 76				0 00	20	637 76	654 80
05/21/10		WPX Energy Inc	SO			130	1,383 67	130	2,086 48	12/31/11 1/25/2012	702 81	0	0 00	0 00
05/21/10		Williams Companies		65	1,255 60		(232 03)	4	127 93	08/15/12	64 94	61	960 58	1,997 14
05/21/10		WPX Energy Inc				21	232 03	21	322 56	12/31/11,1/25/2012	90 53	0	0 00	
08/11/10		Williams Companies		190	3,772 26		(697 11)				0 00	190	3,075 15	6,220 60
08/11/10		WPX Energy Inc	SO			63	697 11	63	1,011 14	12/31/11,1/25/2012	314 03	0	0 00	
08/11/10		Williams Companies		26	523 93		(96 82)	26	831 56	08/15/12	404 45	0	0 00	
08/11/10		WPX Energy Inc				9	96 82	9	156 32	12/31/11 1/25/2012	59 50	0	0 00	
		dividends - interest - 7115-6661												
		dividends - interest - 6082-1170												
		dividends - interest - 4119-9017												
		dividends - interest - 2172-4921												
		cap gain distributions - 4119-9017												
		cap gain distributions - 2172-4921												
		SCH Adv Cash Resrv Prem		0	0 00						0 00	0	0 00	
		less Cash & Cash Equivalents												0 00
		Checking		0	0 00						0 00	0	0 00	
		TOTALS			1,618,882.16		502,094.90		671,742.49		32,964.54		1,482,199.11	1,770,301.24

Form **8868** (Rev January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE RUTH M. KNIGHT FOUNDATION, INC C/O ERIC NAUMBURG, MD	Employer identification number (EIN) or 13-6093663
	Number, street, and room or suite no If a P O box, see instructions 6163 DEVON DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions COLUMBIA, MD 21044	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ TAXPAYER

Telephone No ▶ 410 992-0461 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [X] calendar year 20 12 or

▶ [ ] tax year beginning ______, 20 __, and ending ______, 20 __

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 1,250.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 1,544.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$

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