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 , and ending

Name of foundation
RITA ALLEN FOUNDATION, INC.

A Employer identification number
13-6116429

Number and street (or P O box number if mail is not delivered to street address) Room/suite
92 NASSAU STREET, 3RD FLOOR

B Telephone number
(609)683-8010

City or town, state, and ZIP code
PRINCETON, NJ 08542

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 147,522,548.
J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

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

	Line		(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	1,836.		N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	3,235,393.	3,235,393.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,312,689.			
	b	Gross sales price for all assets on line 6a 53,251,276.				
	7	Capital gain net income (from Part IV, line 2)		2,312,689.		
	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)				
	11	Other income	22,880.	22,787.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	5,572,798.	5,570,869.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	381,610.	0.		381,610.
	14	Other employee salaries and wages	410,257.	0.		410,257.
	15	Pension plans, employee benefits	212,489.	0.		212,489.
	16a	Legal fees STMT 3	20,514.	0.		20,514.
	b	Accounting fees STMT 4	36,000.	0.		36,000.
	c	Other professional fees STMT 5	389,643.	384,103.		5,540.
	17	Interest				
	18	Taxes STMT 6	129,550.	49,550.		0.
	19	Depreciation and depletion				
	20	Occupancy	90,605.	0.		90,605.
	21	Travel, conferences, and meetings	35,278.	0.		35,278.
	22	Printing and publications				
	23	Other expenses STMT 7	114,888.	0.		114,888.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,820,834.	433,653.		1,307,181.
	25	Contributions, gifts, grants paid	5,823,826.			5,823,826.
	26	**Total expenses and disbursements.** Add lines 24 and 25	7,644,660.	433,653.		7,131,007.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-2,071,862.			
	b	**Net investment income** (if negative, enter -0-)		5,137,216.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	10,687,991.	2,295,492.	2,295,492.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 8	8,913,734.	9,187,640.	9,322,690.
	b Investments - corporate stock STMT 9	34,079,235.	39,777,415.	47,297,675.
	c Investments - corporate bonds STMT 10	11,135,764.	12,132,419.	12,389,074.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	72,203,920.	71,485,853.	76,211,564.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ SECURITY DEPOSIT)	6,053.	6,053.	6,053.
	16 **Total assets** (to be completed by all filers)	137,026,697.	134,884,872.	147,522,548.
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			
	22 Other liabilities (describe ▶ DUE TO BROKER)	110,301.	40,338.	
	23 **Total liabilities** (add lines 17 through 22)	110,301.	40,338.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	114,524,420.	114,524,420.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	22,391,976.	20,320,114.	
	30 **Total net assets or fund balances**	136,916,396.	134,844,534.	
	31 **Total liabilities and net assets/fund balances**	137,026,697.	134,884,872.	

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	136,916,396.
2	Enter amount from Part I, line 27a	2	-2,071,862.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	134,844,534.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	134,844,534.

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	SALE OF PUBLIC SECURITIES	P	VARIOUS	VARIOUS
b	CAPITAL GAINS DIVIDENDS			
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	53,251,276.		51,735,861.	1,515,415.
b	797,274.			797,274.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				1,515,415.
b				797,274.
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 — 2,312,689.

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) If (loss), enter -0- in Part I, line 8 — 3 — N/A

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	6,640,171.	150,362,307.	.044161
2010	5,750,790.	141,132,376.	.040747
2009	4,112,165.	121,642,568.	.033805
2008	3,293,038.	113,557,029.	.028999
2007	1,066,334.	37,816,917.	.028197

2	**Total** of line 1, column (d)	2	.175909
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	.035182
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	143,958,992.
5	Multiply line 4 by line 3	5	5,064,765.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	51,372.
7	Add lines 5 and 6	7	5,116,137.
8	Enter qualifying distributions from Part XII, line 4	8	7,131,007.

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 ▶ [X] and enter 1% of Part I, line 27b			1	51,372.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	51,372.
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	51,372.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	93,063.		
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	93,063.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	41,691.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	41,691.	Refunded ▶	11	0.

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 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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? N/A	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,NJ			
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 ▶ WWW.RITAALLEN.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no ▶ (609)683-8010

Located at ▶ 92 NASSAU STREET, 3RD FLOOR, PRINCETON, NJ ZIP+4 ▶08542

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 | N/A

		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		X
	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) N/A	2b		
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)* N/A	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

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 [X] 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 [X] No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes [X] 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)? ☐ Yes [X] 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 [X] No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 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? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes [X] 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 [X] No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.

(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 STATEMENT 12		381,610.	74,120.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
JONATHAN KARTT - 92 NASSAU STREET, 3RD FLOOR, PRINCETON, NJ 08542	PROGRAM & EVALUATION 35.00	114,985.	23,654.	0.
KATHLEEN THOMPSON - 92 NASSAU STREET, 3RD FLOOR, PRINCETON, NJ	OPERATIONS & PROGRAM 35.00	112,377.	25,493.	0.
LAURA LONGMAN - 92 NASSAU STREET, 3RD FLOOR, PRINCETON, NJ 08542	VP FINANCE AND ADMINISTRATION 35.00	103,000.	29,134.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
BESSEMER TRUST 222 ROYAL PALM WAY, PALM BEACH, FL 33480	INVESTMENT MANAGEMENT	199,121.
ALEX BROWN INVESTMENT MANAGEMENT ONE SOUTH STREET, BALTIMORE, MD 21202	INVESTMENT MANAGEMENT	127,083.
REINHART PARTNERS, INC. - 1500 W. MARKET ST., SUITE 100, MEQUON, WI 53092	INVESTMENT MANAGEMENT	53,692.
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE STATEMENT 13	80,985.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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	140,826,440.
b	Average of monthly cash balances		1b	5,324,821.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	146,151,261.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	146,151,261.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	2,192,269.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	143,958,992.
6	**Minimum investment return.** Enter 5% of line 5		6	7,197,950.

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	7,197,950.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 51,372.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	51,372.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	7,146,578.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	7,146,578.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	7,146,578.

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	7,131,007.
b	Program-related investments - total from Part IX-B	1b	0.
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	7,131,007.
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	5	51,372.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,079,635.

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				7,146,578.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			6,853,738.	
b Total for prior years ____ , ____ , ____		0.		
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	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 7,131,007.				
a Applied to 2011, but not more than line 2a			6,853,738.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				277,269.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				6,869,309.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
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) N/A

1 a 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
2 a 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))

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 ▶ [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*				
SEE ATTACHMENT B	N/A	PUBLIC CHARITIES		5,823,826.
Total			▶ 3a	5,823,826.
b *Approved for future payment*				
SEE ATTACHMENT C	N/A	PUBLIC CHARITIES		1,616,454.
Total			▶ 3b	1,616,454.

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

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	3,235,393.	
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			01	22,787.	
8 Gain or (loss) from sales of assets other than inventory			18	2,312,689.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a GRANT REFUNDS			01	93.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		5,570,962.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 5,570,962.

(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)

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	

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
N/A		

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 | Date 11/12/13 | Title PRESIDENT AND CEO

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHRISTOPHER PETERMANN		11/4/13		P00097440

Firm's name ▶ O'CONNOR DAVIES, LLP — Firm's EIN ▶ 27-1728945

Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022 — Phone no (212)286-2600

223622
12-05-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GAIN DISTRIBUTIONS	797,274.	797,274.	0.
DIVIDENDS	2,523,908.	0.	2,523,908.
INTEREST	695,426.	0.	695,426.
MARKET DISCOUNT	16,059.	0.	16,059.
TOTAL TO FM 990-PF, PART I, LN 4	4,032,667.	797,274.	3,235,393.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RETURN ON CAPITAL	22,787.	22,787.	
GRANT REFUNDS	93.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	22,880.	22,787.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	20,514.	0.		20,514.
TO FM 990-PF, PG 1, LN 16A	20,514.	0.		20,514.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	36,000.	0.		36,000.
TO FORM 990-PF, PG 1, LN 16B	36,000.	0.		36,000.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BESSEMER TRUST	199,121.	199,121.		0.
ALEX BROWN INVESTMENT MANAGEMENT	131,290.	131,290.		0.
REINHART	53,692.	53,692.		0.
MISCELLANEOUS	5,540.	0.		5,540.
TO FORM 990-PF, PG 1, LN 16C	389,643.	384,103.		5,540.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	80,000.	0.		0.
FOREIGN TAX WITHHELD	49,550.	49,550.		0.
TO FORM 990-PF, PG 1, LN 18	129,550.	49,550.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,779.	0.		1,779.
OFFICE EXPENSES	9,076.	0.		9,076.
MEMBERSHIPS AND DUES	4,844.	0.		4,844.
ANNUAL REPORT FILING	1,525.	0.		1,525.
SCIENTIFIC ADVISORY HONORARIA	28,000.	0.		28,000.
IT SERVICE & WEB DESIGN	19,232.	0.		19,232.
PAYROLL SERVICE	2,467.	0.		2,467.
GRANT SOFTWARE	21,597.	0.		21,597.
OFFICE FURNITURE AND EQUIPMENT	16,312.	0.		16,312.
PROGRAM/COMMUNICATIONS EXPENSE	10,056.	0.		10,056.
TO FORM 990-PF, PG 1, LN 23	114,888.	0.		114,888.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVT & AGENCY BONDS - SEE ATTACHMENT A	X		6,585,100.	6,572,089.
MUNICIPAL BONDS - SEE ATTACHMENT A		X	2,602,540.	2,750,601.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,585,100.	6,572,089.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,602,540.	2,750,601.
TOTAL TO FORM 990-PF, PART II, LINE 10A			9,187,640.	9,322,690.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - SEE ATTACHMENT A	39,777,415.	47,297,675.
TOTAL TO FORM 990-PF, PART II, LINE 10B	39,777,415.	47,297,675.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT A	12,132,419.	12,389,074.
TOTAL TO FORM 990-PF, PART II, LINE 10C	12,132,419.	12,389,074.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHMENT A	FMV	71,485,853.	76,211,564.
STRATEGIC CURRENCIES - SEE ATTACHMENT A	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		71,485,853.	76,211,564.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM F. GADSDEN 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	CHAIRMAN OF THE BOARD 10.00	7,000.	0.	0.
HENRY H. HITCH 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	TREASURER & SECRETARY 3.00	4,000.	0.	0.
ARISTIDES W. GEORGANTAS - TERM 6/2012 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	SECRETARY/DIRECTOR EMERITUS 2.00	2,000.	0.	0.
ELIZABETH G. CHRISTOPHERSON 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	PRESIDENT AND CEO 35.00	349,110.	74,120.	0.
ROBERT E. CAMPBELL 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	DIRECTOR 1.00	4,000.	0.	0.
JON CUMMINGS 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	DIRECTOR 1.00	4,000.	0.	0.
LANDON JONES 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	DIRECTOR 1.00	3,500.	0.	0.
SAMUEL S.-H. WANG 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	DIRECTOR 1.00	4,500.	0.	0.
SIVAN NEMOVICHER 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	DIRECTOR 1.00	3,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		381,610.	74,120.	0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 13

ACTIVITY ONE

THE RITA ALLEN FOUNDATION IDENTIFIES OPPORTUNITIES WITHIN THREE DOMAINS TO ADVANCE YOUNG LEADERS IN SCIENCE AND SOCIAL INNOVATION, COMMUNITY BUILDING, AND CIVIC LITERACY AND ENGAGEMENT. STAFF MEMBERS WORKED WITH GRANT RECIPIENTS TO BUILD CAPACITY BEYOND FINANCIAL SUPPORT. THEIR WORK INCLUDED DEVELOPMENT OF A PILOT COHORT DEVELOPMENT PROGRAM OVER SEVERAL MONTHS; PRELIMINARY PLANNING FOR THE THIRD CONVOCATION OF CURRENT AND PAST RITA ALLEN FOUNDATION SCHOLARS; AND, OTHER MENTORING OPPORTUNITIES.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	80,985.

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

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. RITA ALLEN FOUNDATION, INC.	Employer identification number (EIN) or 13-6116429
	Number, street, and room or suite no If a P.O. box, see instructions 92 NASSAU STREET, 3RD FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PRINCETON, NJ 08542	

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 ▶ THE FOUNDATION 92 NASSAU STREET, 3RD FLOOR - PRINCETON, NJ 08542

  Telephone No. ▶ (609)683-8010 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 AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______, and ending ______

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	$ 13,063.
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	$ 13,063.
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	$ 0.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

223841 01-21-13

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

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 RITA ALLEN FOUNDATION, INC.	Employer identification number (EIN) or 13-6116429
	Number, street, and room or suite no. If a P.O. box, see instructions. 92 NASSAU STREET, 3RD FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PRINCETON, NJ 08542	

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-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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE FOUNDATION 92 NASSAU STREET, 3RD FLOOR - PRINCETON, NJ 08542

Telephone No. ▶ (609)683-8010 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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	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.	8a	$ 13,063.
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 and any amount paid previously with Form 8868.	8b	$ 93,063.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [signature] Title ▶ CPA Date ▶ 8·7·13

223842
01-21-13

Rita Allen Foundation, Inc.
EIN #13-6116429
Schedule of Investments
December 31, 2012

Common Stocks

	Cost	Fair Value
See Attachment A-1	$ 9,600,724	$ 10,370,540
See Attachment A-2	9,351,885	13,514,511
See Attachment A-3	10,627,195	12,353,518
See Attachment A-4	9,613,013	10,451,839
	$ 39,192,817	**$ 46,690,408**

Preferred Stock

	Cost	Fair Value
Public Storage, 6.875%	**$ 579,302**	**$ 607,267**

Corporate Bonds

	Cost	Fair Value
See Attachment A-5	**$ 12,132,419**	**$ 12,389,074**

Mutual Funds

	Cost	Fair Value
See Attachment A-6	**$ 71,485,853**	**$ 76,211,564**

U.S. Government Obligations

	Cost	Fair Value
See Attachment A-7	**$ 6,585,100**	**$ 6,572,089**

Municipal Bonds

	Cost	Fair Value
See Attachment A-8	**$ 2,602,540**	**$ 2,750,601**

ATTACHMENT A

Trade date basis

Large Cap Core - U.S.

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Consumer discretionary									
COACH INC *(COH)*	3,100	$55 30	$171,437	$55.510	$172,081	3 5%	$644	$3,720	2 16%
DOLLAR GENERAL CORP *(DG)*	3,750	43 00	161,268	44.090	165,337	3 4	4,069		
LOWES COS INC *(LOW)*	5,500	28.78	158,299	35 520	195,360	4.0	37,061	3,520	1 80
MACY'S INC *(M)*	5,200	34 45	179,148	39.020	202,904	4.1	23,756	4,160	2 05
TARGET CORP *(TGT)*	2,500	50.47	126,163	59 170	147,925	3 0	21,762	3,600	2 43
Total consumer discretionary			**$796,315**		**$883,607**	**18.0%**	**$87,292**	**$15,000**	**1.70%**
Consumer staples									
CVS/CAREMARK CORP *(CVS)*	3,250	$37 83	$122,943	$48.350	$157,137	3 2%	$34,194	$2,925	1 86%
WALGREEN CO *(WAG)*	7,250	36.32	263,340	37.010	268,322	5 5	4,982	7,975	2 97
Total consumer staples			**$386,283**		**$425,459**	**8.7%**	**$39,176**	**$10,900**	**2.56%**
Energy									
CONOCOPHILLIPS *(COP)*	2,600	$54.32	$141,228	$57.990	$150,774	3 1%	$9,546	$6,864	4 55%
MARATHON OIL CORP *(MRO)*	5,750	28.86	165,939	30 660	176,295	3 6	10,356	3,910	2 22
Total energy			**$307,167**		**$327,069**	**6.7%**	**$19,902**	**$10,774**	**3.29%**
Financials									
ACE LIMITED	2,860	$49 65	$141,998	$79 800	$228,228	4.7%	$86,230	$5,605	2 46%
CITIGROUP INC *(C)*	3,500	29 82	104,357	39 560	138,460	2.8	34,103	140	0 10
Total financials			**$246,355**		**$365,688**	**7.5%**	**$120,333**	**$5,745**	**1.57%**
Health care									
AETNA INC NEW *(AET)*	3,800	$43 40	$164,909	$46.310	$175,978	3 6%	$11,069	$3,040	1 73%

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Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
JOHNSON & JOHNSON *(JNJ)*	2,940	63 80	187,576	70 100	206,094	4 2	18,518	7,173	3 48
THERMO FISHER SCIENTIFIC *(TMO)*	3,550	57 93	205,647	63 780	226,419	4 6	20,772	2,130	0 94
UNITEDHEALTH GROUP INC *(UNH)*	4,000	48 35	193,401	54.240	216,960	4 4	23,559	3,400	1 57
ZIMMER HLDGS INC *(ZMH)*	4,000	63.35	253,395	66.660	266,640	5.4	13,245	2,880	1.08
Total health care			**$1,004,928**		**$1,092,091**	**22.3%**	**$87,163**	**$18,623**	**1.71%**
Industrials									
GENERAL DYNAMICS CORP *(GD)*	1,500	$65.27	$97,905	$69.270	$103,905	2.1%	$6,000	$3,060	2 94%
WASTE MANAGEMENT INC NEW *(WM)*	4,500	33.51	150,813	33.740	151,830	3 1	1,017	6,390	4 21
Total industrials			**$248,718**		**$255,735**	**5.2%**	**$7,017**	**$9,450**	**3.70%**
Information technology									
ACCENTURE PLC CL A	3,200	$55.83	$178,668	$66.500	$212,800	4 3%	$34,132	$5,184	2 44%
AVAGO TECHNOLOGIES	3,750	34 92	130,964	31 651	118,690	2 4	(12,274)	2,550	2 15
INTERNATIONAL BUS MACHINES *(IBM)*	1,340	188.50	252,596	191 550	256,677	5 2	4,081	4,556	1 77
MICROSOFT CORP *(MSFT)*	9,060	25.38	229,932	26.710	241,989	4 9	12,057	8,335	3 44
QUALCOMM INC *(QCOM)*	3,250	62 40	202,810	61 860	201,043	4 1	(1,767)	3,250	1 62
SEAGATE TECHNOLOGY PLC	3,000	27 30	81,895	30 420	91,260	1 9	9,365	4 560	5 00
Total information technology			**$1,076,865**		**$1,122,459**	**22.9%**	**$45,594**	**$28,435**	**2.53%**
Materials									
NEWMONT MINING CORP *(NEM)*	**2,100**	**$60.98**	**$128,050**	**$46.440**	**$97,524**	**2.0%**	**($30,526)**	**$2,940**	**3.01%**
Telecom services									
CENTURYLINK INC *(CTL)*	**3,400**	**$37.57**	**$127,750**	**$39.120**	**$133,008**	**2.7%**	**$5,258**	**$9,860**	**7.41%**

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Trade date basis

Utilities

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
DETROIT ENERGY CO *(DTE)*	1,400	$50 43	$70,604	$60.050	$84,070	1.7%	$13,466	$3,472	4 13%
EXELON CORP *(EXC)*	4,000	41 70	166,800	29 740	118,960	2 4	(47,840)	8,400	7 06
Total utilities			**$237,404**		**$203,030**	**4.1%**	**($34,374)**	**$11,872**	**5.85%**
Total large cap core - u.s.			**$4,559,835**		**$4,906,670**	**100.0%**	**$346,835**	**$123,599**	**2.52%**

Large Cap Core - Non U.S.

Consumer discretionary

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
DAIHATSU MOTOR CO LTD ADR	3,500	$38.60	$135,111	$39.577	$138,519	2 5%	$3,408	$3,962	2 86%
MAGNA INTL INC CL A	3,000	38 14	114,423	50.020	150,060	2 8	35,637	4,320	2 88
VOLKSWAGEN AG ADR	2,250	32 75	73,695	45 392	102,132	1.9	28,437	1,336	1 31
Total consumer discretionary			**$323,229**		**$390,711**	**7.2%**	**$67,482**	**$9,618**	**2.46%**

Consumer staples

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AB FOODS LTD ADR	8,750	$17.30	$151,386	$25.423	$222,451	4.1%	$71,065	$3,421	1 54%
IMPERIAL TOBACCO LT ADR	3,420	73.56	251,584	77 146	263,839	4 8	12,255	11,539	4 37
KON AHOLD ADR	18,000	13.60	244,714	13 362	240,516	4.4	(4,198)	7,848	3 26
Total consumer staples			**$647,684**		**$726,806**	**13.3%**	**$79,122**	**$22,808**	**3.14%**

Energy

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ENI S P.A ADR	4,750	$42.21	$200,496	$49.140	$233,415	4.3%	$32,919	$10,188	4.37%
SINOPEC/CHINA PETE&CHM ADR	2,060	110 84	228,339	114.920	236,735	4 3	8,396	8,752	3 70

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Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
TOTAL SA ADR	4,750	51.44	244,355	52.010	247,047	4 5	2,692	11,908	4 82
Total energy			**$673,190**		**$717,197**	**13.1%**	**$44,007**	**$30,848**	**4.30%**
Financials									
ALLIANZ AKTIENGES ADR	9,250	$10 56	$97,722	$13 817	$127,807	2 3%	$30,085	$3,968	3 10%
CHINA CONSTRUCTION ADR	12,250	14 34	175,677	16 050	196,612	3.6	20,935	7,644	3 89
MUNICH RE GROUP ADR	13,000	12.10	157,334	17 930	233,090	4 3	75,756	7,124	3 06
NORDEA BK SWEDEN AB ADR	14,750	7 58	111,733	9.546	140,803	2 6	29,070	4,071	2 89
SUMITOMO MITSUI FIN ADR	33,500	5 96	199,658	7.340	245,890	4 5	46,232	7,604	3 09
SUNCORP GROUP ADR	12,500	8 90	111,202	10 558	131,975	2 4	20,773	4,487	3 40
WHARF HOLDINGS ADR	5,250	9.55	50,158	15.637	82,094	1.5	31,936	1,396	1 70
Total financials			**$903,484**		**$1,158,271**	**21.2%**	**$254,787**	**$36,294**	**3.13%**
Health care									
ITOCHU CORP ADR	9,250	$20.86	$192,970	$20 980	$194,065	3 6%	$1,095	$9,074	4 68%
SANOFI - ADR	5,000	34.32	171,582	47 380	236,900	4 3	65,318	7,155	3 02
TEVA PHARM INDS LTD ADR	5,500	41.73	229,514	37 340	205,370	3.8	(24,144)	4,422	2 15
Total health care			**$594,066**		**$636,335**	**11.7%**	**$42,269**	**$20,651**	**3.25%**
Industrials									
EAST JAPAN RAIL ADR	22,500	$10 13	$227,848	$10 756	$242,010	4 4%	$14,162	$4,365	1 80%
EMBRAER SA ADR	5,250	27.84	146,152	28.510	149,677	2 7	3,525		
NIKON CORP PLC UNSPON-ADR	4,000	28.18	112,732	29.214	116,856	2 1	4,124	1,640	1 40
Total industrials			**$486,732**		**$508,543**	**9.3%**	**$21,811**	**$6,005**	**1.18%**

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Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Materials									
AKZO NOBEL NV ADR	4,400	$16 83	$74,062	$21 861	$96,188	1.8%	$22,126	$2,195	2 28%
BARRICK GOLD CORP	6,250	47 07	294,198	35.010	218,812	4 0	(75,386)	2,500	1 14
BHP BILLITON PLC-ADR	2,050	56.23	115,281	70.370	144,258	2.6	28,977	4,592	3.18
Total materials			**$483,541**		**$459,258**	**8.4%**	**($24,283)**	**$9,287**	**2.02%**
Telecom services									
CHINA TELECOM ADR	3,685	$59.61	$219,650	$56.850	$209,492	3.8%	($10,158)	$3,633	1 73%
TELE2 AB ADR	11,750	9 50	111,646	9 000	105,750	1 9	(5,896)	3,924	3 71
TIM PARTICIPACOES SA ADR	6,500	28.01	182,075	19 820	128,830	2 4	(53,245)	1,865	1 45
VODAFONE GP PLC NEW ADR	7,250	27.41	198,717	25.190	182,627	3 3	(16,090)	10,875	5 95
Total telecom services			**$712,088**		**$626,699**	**11.5%**	**($85,389)**	**$20,297**	**3.24%**
Utilities									
SSE PLC ADR	6,550	$20 49	$134,184	$23.049	$150,970	2 8%	$16,786	$8,200	5.43%
TOKYO GAS LTD ADR	4,875	16 96	82,659	18.273	89,080	1 6	6,421	1,808	2.03
Total utilities			**$216,843**		**$240,050**	**4.4%**	**$23,207**	**$10,008**	**4.17%**
Total large cap core - non u.s.			**$5,040,857**		**$5,463,870**	**100.0%**	**$423,013**	**$165,816**	**3.03%**

Total Large Cap Core - U.S. and Non - U.S. $10,370,540

ATTACHMENT A-1

ACCOUNT HOLDINGS

Cash and Short Term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CASH AVAILABLE			$1,957		$1,957	0 4%			
FED GOVT OBLIG FUND #395 0 010 %	557,000	1 00	557,000	1.000	557,000	99 7		55	0 01
Total cash and short term			**$558,957**		**$558,957**	**100.0%**		**$55**	

Large Cap - U.S.

Consumer discretionary

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AARON'S INC CL A *(AAN)*	8,476	$19 46	$164,963	$28 280	$239,701	1.8%	$74,738	$576	0 24%
ADVANCE AUTO PARTS *(AAP)*	329	66 66	21,930	72.350	23,803	0 2	1,873	78	0 33
CARMAX INC *(KMX)*	8,401	16 54	138,976	37.540	315,373	2.3	176,397		
DISNEY (WALT) HOLDING CO *(DIS)*	9,246	25 01	231,214	49 790	460,358	3 4	229,144	6,934	1 51
GENERAL MOTORS CO *(GM)*	6,513	31.90	207,750	28.830	187,769	1 4	(19,981)		
LOWES COS INC *(LOW)*	9,906	22.98	227,612	35.520	351,861	2.6	124,249	6,339	1 80
TIME WARNER CABLE *(TWC)*	3,851	60.57	233,272	97.190	374,278	2.8	141,006	8,626	2 30
TJX COMPANIES INC *(TJX)*	6,172	9.56	59,012	42.450	262,001	1.9	202,989	2,839	1 08
Total consumer discretionary			**$1,284,729**		**$2,215,144**	**16.4%**	**$930,415**	**$25,392**	**1.15%**

Consumer staples

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
KRAFT FOODS GROUP INC *(KRFT)*	2,448	$27.87	$68,227	$45.470	$111,310	0 8%	$43,083	$4,896	4 40%
MONDELEZ INTERNATIONAL INC *(MDLZ)*	7,345	17.31	127,132	25.453	186,953	1.4	59,821	3,819	2.04
PEPSICO INC *(PEP)*	3,010	54.91	165,291	68.430	205,974	1 5	40,683	6,471	3 14
Total consumer staples			**$360,650**		**$504,237**	**3.7%**	**$143,587**	**$15,186**	**3.01%**

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	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Energy									
KINDER MORGAN INC *(KMI)*	14,258	$29 48	$420,281	$35.330	$503,735	3 7%	$83,454	$20,531	4 08%
OCCIDENTAL PETROLEUM *(OXY)*	5,930	68 29	404,944	76.610	454,297	3 4	49,353	12,808	2 82
SOUTHWESTERN ENERGY *(SWN)*	8,360	38 28	320,019	33 410	279,307	2 1	(40,712)		
TOTAL SA ADR	5,275	49 75	262,407	52 010	274,352	2.0	11,945	13,224	4 82
WORLD FUEL SERVICES *(INT)*	6,209	36 90	229,118	41 170	255,624	1 9	26,506	931	0 36
Total energy			**$1,636,769**		**$1,767,315**	**13.1%**	**$130,546**	**$47,494**	**2.69%**
Financials									
AMERICAN EXPRESS *(AXP)*	3,685	$25 49	$93,943	$57.480	$211,813	1 6%	$117,870	$2,948	1 39%
BANK OF AMERICA CORP *(BAC)*	11,850	10.12	119,883	11.610	137,578	1.0	17,695	474	0 34
BERKSHIRE HATHAWAY CL B *(BRK)*	5,784	51.62	298,595	89 700	518,824	3.8	220,229		
CME GROUP INC *(CME)*	5,825	50 82	296,027	50 670	295,152	2.2	(875)	10,485	3 55
FRANKLIN RES INC *(BEN)*	2,500	70.78	176,944	125.700	314,250	2.3	137,306	2,900	0 92
REGIONS FINL CORP NEW *(RF)*	25,976	6.65	172,625	7 130	185,208	1 4	12,583	1,039	0 56
RENAISSNCE RE HLDGS LTD	1,645	70.13	115,359	81.260	133,672	1 0	18,313	1,776	1 33
T ROWE PRICE GROUP INC *(TROW)*	3,200	49.21	157,471	65.117	208,374	1 5	50,903	4,352	2 09
WELLS FARGO & CO NEW *(WFC)*	15,908	20.21	321,521	34.180	543,735	4 0	222,214	13,999	2.57
Total financials			**$1,752,368**		**$2,548,606**	**18.9%**	**$796,238**	**$37,973**	**1.49%**
Health care									
EXPRESS SCRIPTS HLDS CO *(ESRX)*	7,834	$52 47	$411,055	$54.000	$423,036	3 1%	$11,981		
JOHNSON & JOHNSON *(JNJ)*	2,652	21.45	56,875	70 100	185,905	1 4	129,030	6,470	3 48
MERCK & CO INC NEW *(MRK)*	5,920	32 68	193,442	40 940	242,364	1 8	48,922	10,182	4 20
PFIZER INC *(PFE)*	8,705	17 25	150,192	25 079	218,315	1 6	68,123	8 356	3 83

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	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
WELLPOINT INC *(WLP)*	5,616	48 38	271,719	60.920	342,126	2.5	70,407	6,458	1 89
Total health care			**$1,083,283**		**$1,411,746**	**10.5%**	**$328,463**	**$31,466**	**2.23%**

Industrials

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CANADIAN NATL RAILWAY	5,800	$30 69	$177,992	$91 010	$527,858	3 9%	$349,866	$5,289	1 00%
CANADIAN PAC RY LTD	2,220	72 34	160,602	101.620	225,596	1 7	64,994	3,130	1 39
OWENS CORNING INC *(OC)*	11,291	28 38	320,454	36.990	417,654	3 1	97,200		
PACCAR INC COM *(PCAR)*	4,429	40.78	180,593	45 210	200,235	1 5	19,642	3,543	1 77
UNITED TECHNOLOGIES *(UTX)*	3,555	45.88	163,113	82 010	291,545	2 2	128,432	7,607	2 61
Total industrials			**$1,002,754**		**$1,662,888**	**12.3%**	**$660,134**	**$19,569**	**1.18%**

Information technology

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ACCENTURE PLC CL A	4,720	$56.20	$265,275	$66 500	$313,880	2 3%	$48,605	$7,646	2 44%
APPLE INC *(AAPL)*	518	501 32	259,686	532 173	275,665	2 0	15,979	5,490	1 99
GOOGLE INC *(GOOG)*	999	445 88	445,434	707 380	706,672	5.2	261,238		
INTERNATIONAL BUS MACHINES *(IBM)*	800	128 02	102,419	191 550	153,240	1 1	50,821	2,720	1 77
MASTERCARD CL A *(MA)*	1,546	223 25	345,140	491 280	759,518	5 6	414,378	1,855	0 24
MICROSOFT CORP *(MSFT)*	13,675	24 64	336,998	26 710	365,255	2 7	28,257	12,581	3 44
QUALCOMM INC *(QCOM)*	4,408	35 52	156,551	61 860	272,677	2 0	116,126	4,408	1 62
VISA INC *(V)*	2,020	86 18	174,079	151.580	306,191	2 3	132,112	2,666	0 87
Total information technology			**$2,085,582**		**$3,153,098**	**23.3%**	**$1,067,516**	**$37,366**	**1.19%**

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Telecom services	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CROWN CASTLE INTL CORP *(CCI)*	3,485	$42.00	$146,387	$72.160	$251,477	1.9%	$105,090		
Total large cap - u.s.			$9,352,522		$13,514,511	100.0%	$4,161,989	$214,446	1.59%
Total value of account			$9,911,479		$14,073,468		$4,161,989	$214,501	1.52%

	Market value
Total interest and dividends accrued	11,615
Total value of account including accruals	$14,085,083

ATTACHMENT A-2

ACCOUNT HOLDINGS

Cash and Short Term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CASH AVAILABLE			$126		$126	< 0 1%			
FED GOVT OBLIG FUND #395 0.010 %	524,300	1 00	524,300	1.000	524,300	100 0		52	0 01
Total cash and short term			**$524,426**		**$524,426**	**100.0%**		**$52**	

Fixed Income

Straight preferred stocks

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
PUBLIC STORAGE 6.875% - PSAPrO	13,000	$25.70	$334,137	$27.030	$351,390	57 9%	$17,253	$22,347	6 36%
PUBLIC STORAGE 5.9 PFD - PSAPrS	9,785	25 06	245,164	26.150	255,877	42 1	10,713	14,432	5 64
Total straight preferred stocks			**$579,301**		**$607,267**	**100.0%**	**$27,966**	**$36,779**	**6.06%**
Total fixed income			**$579,301**		**$607,267**	**100.0%**	**$27,966**	**$36,779**	**6.06%**

Large Cap - U.S.

Consumer discretionary

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
COACH INC *(COH)*	3,047	$55 22	$168,259	$55 510	$169,138	1 4%	$879	$3,656	2 16%
GAMESTOP CORP NEW CL A *(GME)*	9,915	23.42	232,171	25 090	248,767	2 0	16,596	9,915	3 99
MCDONALD'S CORP *(MCD)*	4,184	79 15	331,153	88.210	369,070	3 0	37,917	12,886	3 49
TIFFANY & CO *(TIF)*	2,629	49.95	131,313	57.340	150,746	1 2	19,433	3,365	2 23
TIME WARNER CABLE *(TWC)*	4,936	63.60	313,943	97 190	479,729	3 9	165,786	11,056	2.30

ATTACHMENT A-3

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
VF CORP *(VFC)*	2,182	117 00	255,286	150 970	329,416	2.7	74,130	7,593	2 31
Total consumer discretionary			**$1,432,125**		**$1,746,866**	**14.1%**	**$314,741**	**$48,471**	**2.77%**
Consumer staples									
COCA-COLA COMPANY *(KO)*	10,100	$32 36	$326,820	$36.250	$366,125	3.0%	$39,305	$10,302	2 81%
KRAFT FOODS GROUP INC *(KRFT)*	7,368	38 46	283,350	45.470	335,022	2 7	51,672	14,736	4 40
MONDELEZ INTERNATIONAL INC *(MDLZ)*	11,729	20.16	236,497	25.453	298,540	2.4	62,043	6,099	2.04
PEPSICO INC *(PEP)*	3,598	55.85	200,959	68.430	246,211	2 0	45,252	7,735	3 14
UNILEVER NV ADR	10,229	32.32	330,596	38 300	391,770	3.2	61,174	10,658	2 72
WAL-MART STORES INC *(WMT)*	3,890	51.84	201,647	68.230	265,414	2.2	63,767	6 185	2 33
Total consumer staples			**$1,579,869**		**$1,903,082**	**15.4%**	**$323,213**	**$55,715**	**2.93%**
Energy									
KINDER MORGAN INC *(KMI)*	19,107	$31 30	$598,044	$35.330	$675,050	5.5%	$77,006	$27,514	4 08%
OCCIDENTAL PETROLEUM *(OXY)*	3,586	75 63	271,198	76 610	274,723	2.2	3,525	7,745	2 82
TOTAL SA ADR	9,650	49 53	478,006	52.010	501,896	4 1	23,890	24,192	4.82
Total energy			**$1,347,248**		**$1,451,669**	**11.8%**	**$104,421**	**$59,451**	**4.10%**
Financials									
CINCINNATI FINANCIAL CORP *(CINF)*	8,243	$31.61	$260,591	$39.160	$322,795	2.6%	$62,204	$13,436	4 16%
ERIE INDEMNITY CO CL A *(ERIE)*	4,121	64.81	267,098	69 220	285,255	2 3	18,157	9,766	3 42
M&T BANK CORP *(MTB)*	2,922	84 29	246,302	98.470	287,729	2 3	41,427	8,181	2 84
ONEBEACON INS GRP LTD C A	12,359	13 37	165,289	13 900	171,790	1 4	6,501	10,381	6 04
PLUM CREEK TIMBER CO *(PCL)*	7,802	37 53	292,791	44 370	346,174	2.8	53,383	13,107	3.79
T ROWE PRICE GROUP INC *(TROW)*	4,456	50 78	226,270	65.117	290,161	2.4	63,891	6,060	2 09
Total financials			**$1,458,341**		**$1,703,904**	**13.8%**	**$245,563**	**$60,931**	**3.58%**

ATTACHMENT A-3

8H5096 - RITA ALLEN BROWN ADV CUST EQ-INC

Non Trading

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Health care									
ABBOTT LABORATORIES *(ABT)*	4,566	$47 58	$217,273	$65 500	$299,073	2.4%	$81,800	$2,556	0 85%
JOHNSON & JOHNSON *(JNJ)*	5,100	31 67	161,515	70 100	357,510	2 9	195,995	12,444	3 48
MERCK & CO INC NEW *(MRK)*	10,365	34 67	359,405	40.940	424,343	3 4	64,938	17,827	4 20
NOVARTIS AG ADR	7,642	55.79	426,354	63 300	483,738	3 9	57,384	16,094	3 33
PFIZER INC *(PFE)*	12,019	17.14	205,951	25 079	301,428	2 4	95,477	11,538	3 83
Total health care			**$1,370,498**		**$1,866,092**	**15.1%**	**$495,594**	**$60,459**	**3.24%**
Industrials									
HLTH CARE SERVICES GRP *(HCSG)*	11,507	$15 55	$178,895	$23.230	$267,307	2.2%	$88,412	$7,594	2 84%
PACCAR INC COM *(PCAR)*	7,306	41 71	304,725	45.210	330,304	2 7	25,579	5,844	1 77
UNITED TECHNOLOGIES *(UTX)*	3,652	52 25	190,804	82.010	299,500	2 4	108,696	7,815	2 61
Total industrials			**$674,424**		**$897,111**	**7.3%**	**$222,687**	**$21,253**	**2.37%**
Information technology									
ACCENTURE PLC CL A	5,816	$54 50	$316,951	$66.500	$386,764	3 1%	$69,813	$9,421	2 44%
AUTOMATIC DATA PROCESSING *(ADP)*	6,804	47.08	320,342	56.930	387,351	3 1	67,009	11,838	3 06
MICROCHIP TECHNOLOGY INC *(MCHP)*	8,472	31 70	268,579	32.590	276,102	2 2	7,523	11,928	4 32
MICROSOFT CORP *(MSFT)*	16,547	25.75	426,031	26.710	441,965	3 6	15,934	15,223	3 44
Total information technology			**$1,331,903**		**$1,492,182**	**12.1%**	**$160,279**	**$48,410**	**3.24%**
Materials									
DU PONT E I DE NEMOURS *(DD)*	5,282	$48.82	$257,856	$44.979	$237,576	1 9%	($20,280)	$9,085	3.82%
PRAXAIR INC *(PX)*	1,615	102 49	165,519	109.450	176,761	1 4	11,242	3,553	2.01
Total materials			**$423,375**		**$414,337**	**3.4%**	**($9,038)**	**$12,638**	**3.05%**

ATTACHMENT A-3

Telecom services	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CENTURYLINK INC *(CTL)*	8,244	$43.86	$361,598	$39 120	$322,505	2 6%	($39,093)	$23,907	7 41%
WINDSTREAM CORP *(WIN)*	28,310	12 83	363,170	8 280	234,406	1 9	(128,764)	28,310	12 08
Total telecom services			**$724,768**		**$556,911**	**4.5%**	**($167,857)**	**$52,217**	**9.38%**
Utilities									
CONSOLIDATED EDISON INC *(ED)*	2,257	$50 90	$114,875	$55 540	$125,353	1 0%	$10,478	$5,461	4 36%
DOMINION RESOURCES NEW *(D)*	3,784	44.86	169,755	51 800	196,011	1 6	26,256	7,984	4.07
Total utilities			**$284,630**		**$321,364**	**2.6%**	**$36,734**	**$13,445**	**4.18%**
Total large cap - u.s.			**$10,627,181**		**$12,353,518**	**100.0%**	**$1,726,337**	**$432,990**	**3.50%**
Total value of account			**$11,730,908**		**$13,485,211**		**$1,754,303**	**$469,821**	**3.48%**

	Market value
Total interest and dividends accrued	33,221
Total value of account including accruals	**$13,518,432**

ATTACHMENT A-3

ACCOUNT HOLDINGS

Cash and Short Term

Cash and Short Term	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CASH AVAILABLE			$119		$119	< 0.1%			
FED GOVT OBLIG FUND #395 0.010 %	985,510	1 00	985,510	1 000	985,510	100 0		97	0.01
Total cash and short term			**$985,629**		**$985,629**	**100.0%**		**$97**	

Mid Cap

Consumer discretionary

Consumer discretionary	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
BED BATH & BEYOND INC *(BBBY)*	3,700	$58 96	$218,160	$55 910	$206,867	2.0%	($11,293)		
CARMAX INC *(KMX)*	6,920	25 74	178,127	37 540	259,776	2 5	81,649		
KOHL'S CORP *(KSS)*	3,720	48.75	181,335	42 980	159,885	1 5	(21,450)	4,761	2 98
OMNICOM GROUP INC *(OMC)*	5,810	38.10	221,341	49.960	290,267	2 8	68,926	6,972	2 40
VALASSIS COMMUNICATIONS *(VCI)*	8,200	29 33	240,489	25 780	211,396	2 0	(29,093)	10,168	4 81
Total consumer discretionary			**$1,039,452**		**$1,128,191**	**10.8%**	**$88,739**	**$21,901**	**1.94%**

Consumer staples

Consumer staples	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
KROGER CO *(KR)*	**11,400**	**$22.49**	**$256,342**	**$26.020**	**$296,628**	**2.8%**	**$40,286**	**$6,840**	**2.31%**

Energy

Energy	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
DENBURY RESOURCES INC *(DNR)*	18,930	$12.74	$241,158	$16 200	$306,666	2.9%	$65,508		
NOBLE CORPORATION	6,100	35 71	217,820	34.820	212,402	2.0	(5,418)	3,306	1 56
WHITING PETROLEUM *(WLL)*	5,130	41 62	213,493	43.370	222,488	2 1	8,995		
Total energy			**$672,471**		**$741,556**	**7.1%**	**$69,085**	**$3,306**	**0.45%**

ATTACHMENT A-4

BESSEMER TRUST

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Financials									
AMERICAN FINL GRP INC OHIO *(AFG)*	6,000	$23.72	$142,308	$39 520	$237,120	2 3%	$94,812	$4,680	1.97%
AMERICAN RLTY CAP TR *(ARCT)*	21,700	10.26	222,559	11 540	250,418	2 4	27,859	15,515	6.20
BOK FINANCIAL CORP *(BOKF)*	3,900	49 26	192,114	54 460	212,394	2.0	20,280	5,928	2 79
EATON VANCE CORP *(EV)*	8,730	28 10	245,286	31 850	278,050	2 7	32,764	6,984	2 51
FIFTH THIRD BANCORP *(FITB)*	18,520	13 08	242,291	15.200	281,504	2 7	39,213	7,408	2 63
FULTON FINL CORP PA COM *(FULT)*	24,926	8.83	220,034	9 610	239,538	2 3	19,504	7,976	3 33
MACK CALI REALTY CORP *(CLI)*	7,400	29 48	218,170	26 110	193,214	1 9	(24,956)	13,320	6 89
MARKEL CORP *(MKL)*	626	409 69	256,463	433 420	271,320	2 6	14,857		
MID-AMER APT CMNTYS INC *(MAA)*	3,700	60 84	225,096	64 750	239,575	2 3	14,479	10,286	4 29
PEOPLE'S UTD FINL *(PBCT)*	23,700	12 82	303,774	12.090	286,533	2 7	(17,241)	15,168	5 29
PLUM CREEK TIMBER CO *(PCL)*	5,450	36.87	200,916	44 370	241,816	2 3	40,900	9,156	3 79
TD-AMERITRADE HLDGS *(AMTD)*	13,600	18 16	247,037	16 810	228,616	2 2	(18,421)	4,896	2 14
Total financials			**$2,716,048**		**$2,960,098**	**28.3%**	**$244,050**	**$101,317**	**3.42%**
Health care									
AMERISOURCE BERGEN CORP *(ABC)*	6,520	$38 04	$248,037	$43.180	$281,533	2 7%	$33,496	$5,476	1 95%
LIFE TECHNOLOGIES CORP *(LIFE)*	5,560	43 32	240,884	49.030	272,606	2 6	31,722		
PATTERSON COS INC *(PDCO)*	5,650	29 92	169,046	34 230	193,399	1 9	24,353	3,164	1 64
PERKINELMER INC *(PKI)*	6,830	16 66	113,791	31.740	216,784	2 1	102,993	1,912	0 88
UNIV HEALTH SVC CLASS B *(UHS)*	5,400	43.43	234,502	48.350	261,090	2 5	26,588	1,080	0 41
Total health care			**$1,006,260**		**$1,225,412**	**11.7%**	**$219,152**	**$11,632**	**0.95%**
Industrials									
CARLISLE COS *(CSL)*	3,480	$33.89	$117,930	$58.760	$204,484	2.0%	$86,554	$2,784	1 36%
ITT EXELIS INC COM *(XLS)*	25,740	9.88	254,438	11 270	290,089	2 8	35,651	10,630	3.66

ATTACHMENT A-4

8H3170 - RITA ALLEN REINHART PRTNRS CUSTODY
Non Trading
Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
TOWERS WATSON & CO *(TW)*	5,323	58 48	311,314	56.210	299,205	2 9	(12,109)	2,448	0 82
Total industrials			**$683,682**		**$793,778**	**7.6%**	**$110,096**	**$15,862**	**2.00%**
Information technology									
DST SYSTEMS INC *(DST)*	3,980	$44 57	$177,385	$60 600	$241,188	2.3%	$63,803	$3,184	1 32%
LENDER PROCESSING SERVICES *(LPS)*	11,790	24 61	290,170	24.620	290,269	2.8	99	4,716	1 62
MOLEX INC NON VTG CL A *(MOLX)*	9,430	17.58	165,759	22 320	210,477	2.0	44,718	8,298	3 94
SYNOPSYS INC *(SNPS)*	7,380	27 84	205,476	31.835	234,945	2 3	29,469		
ZEBRA TECHNOLOGIES CP CL A *(ZBRA)*	7,640	29 22	223,259	39.310	300,328	2.9	77,069		
Total information technology			**$1,062,049**		**$1,277,207**	**12.2%**	**$215,158**	**$16,198**	**1.27%**
Materials									
ASHLAND INC NEW *(ASH)*	2,690	$59.80	$160,862	$80 410	$216,302	2.1%	$55,440	$2,421	1 12%
GREIF BROS CORP CL A *(GEF)*	6,080	49.15	298,816	44 500	270,560	2 6	(28,256)	10,214	3 78
INTL FLAVOR & FRAGRANCES *(IFF)*	4,000	52.15	208,590	66.540	266,160	2 6	57,570	5,440	2 04
SIGMA ALDRICH CORP *(SIAL)*	3,100	53.36	165,415	73.580	228,098	2 2	62,683	2,480	1.09
Total materials			**$833,683**		**$981,120**	**9.4%**	**$147,437**	**$20,555**	**2.10%**
Telecom services									
NII HOLDINGS INC *(NIHD)*	**13,300**	**$31.69**	**$421,422**	**$7.130**	**$94,829**	**0.9%**	**($326,593)**		
Utilities									
AGL RES INC *(GAS)*	7,500	$36.32	$272,428	$39 970	$299,775	2 9%	$27,347	$13,800	4 60%
ENTERGY CORP NEW *(ETR)*	3,630	67.30	244,299	63 750	231,412	2 2	(12,887)	12,051	5 21
GREAT PLAINS ENERGY INC *(GXP)*	11,100	19 60	217,531	20.310	225,441	2 2	7,910	9,657	4 28

ATTACHMENT A-4

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
VECTREN CORP (VVC)	6,680	28.04	187,326	29.400	196,392	1.9	9,066	9,485	4.83
Total utilities			$921,584		$953,020	9.1%	$31,436	$44,993	4.72%
Total mid cap			$9,612,993		$10,451,839	100.0%	$838,846	$242,604	2.32%
Total value of account			$10,598,622		$11,437,468		$838,846	$242,701	2.12%

	Market value
Total interest and dividends accrued	7,672
Total value of account including accruals	$11,445,140

Rita Allen Foundation, Inc.
EIN #13-6116429

Corporate Bonds	Tax cost	Market value
AMER EXPRESS CREDIT CO 7.300 % Due 08/20/2013 A2 /BBB+	$ 174,711	$ 182,518
BERKSHIRE HATHAWAY FIN 1 600 % Due 05/15/2017 Aa2 /AA+	407,356	407,712
UNILEVER CAPITAL CORP 0.850 % Due 08/02/2017 A1 /A+	395,264	395,968
PNC FUNDING CORP 3.625 % Due 02/08/2015 A3 /A	877,896	926,283
PEPSICO INC 1.250 % Due 08/13/2017 Aa3 /A–	397,936	401,504
MEDTRONIC INC 3.000 % Due 03/15/2015 A1 /A+	819,926	861,631
CELGENE CORP 1.900 % Due 08/15/2017 BAA2 /BBB+	400,436	407,180
COSTCO WHOLESALE CORP 1.125 % Due 12/15/2017 A1	399,920	402,680
BANK OF NEW YORK MELLON 2.950 % Due 06/18/2015 Aa3 /A+	599,226	632,832
JP MORGAN CHASE & CO 3.150 % Due 07/05/2016 A2 /A	843,736	847,560
BB&T CORPORATION 2.150 % Due 03/22/2017 A2 /A-	411,636	413,712
GENERAL ELEC CAP CORP 2 900 % Due 01/09/2017 A1 /AA+	1,134,903	1,163,074
FPL GROUP CAPITAL INC 2.600 % Due 09/01/2015 Baa1 /BBB+	637,071	625,128
SHELL INTERNATIONAL FIN 1.125 % Due 08/21/2017 Aa1/AA	417,585	421,969
DEUTSCHE BANK AG 3.450 % Due 03/30/2015 A2	598,965	632,610
CA ONTARIO (PROVINCE OF) 2.700 % Due 06/16/2015 Aa2/AA-	599,724	631,674
EKSPORTFINANS A/S EXPT 2 15 2.000 % Due 09/15/2015 Ba1/BB+	578,843	564,730
TYCO INTERNATIONAL FINAN 3.375 % Due 10/15/2015 A3 /BBB+	60,802	64,705
AMERICA MOVIL SAB DE CV 2.375 % Due 09/08/2016 A2 /A-	304,092	311,814
KFW 1.250 % Due 02/15/2017 Aaa /AAA	473,237	484,694
BANK OF MONTREAL 1.400 % Due 09/11/2017 Aa2 /A+	399,384	401,520

STATOIL ASA 1.200 % Due 01/17/2018 Aa2 /AA-	199,770	200,036
PETROLEOS MEXICANOS 1.700 % Due 12/20/2022 NR	1,000,000	1,007,540
Total Corporate Bonds	$ 12,132,419	$ 12,389,074

Rita Allen Foundation, Inc.
EIN #13-6116429

Mutual Funds	Tax cost	Market value
OW LARGE CAP STRATEGIES FD	$ 17,392,385	$ 19,587,298
OW GLOBAL SML & MID CAP FD	10,806,371	13,108,448
OW GLOBAL OPPORTUNITIES FD	30,586,934	32,659,757
OW REAL RETURN FUND	12,619,973	10,775,542
OLD WESTBURY FIXED INC FD	80,190	80,519
Total Mutual Funds	$ 71,485,853	$ 76,211,564

US Government	Tax cost	Market value
US TREASURY NOTES 2.125 % Due 08/15/2021	$ 4,004,367	$ 4,015,775
US TREASURY NOTES 2.000 % Due 11/15/2021	2,471,539	2,439,041
US TREASURY BOND 7.500 % Due 11/15/2016	13,181	19,010
MTG-LINKED AMORT FHLMC REF POOL FHLMC 2.060 % Due 01/15/2022	96,011	98,263
Total U.S. Government Obligations	$ 6,585,098	$ 6,572,089

Rita Allen Foundation, Inc.
EIN #13-6116429

Municipal Bonds	Tax cost	Market value
NJ EcON DEV AUTH TAXABLE SER FF REV Not callable 3.169 % Due 09/01/2014 A1/A+	$ 200,000	$ 203,644
NEW YORK ST URBAN DEV CP TAXABLE–ST PIT Not callable 2.626 % Due 12/15/2014 NR /AAA	$ 600,000	$ 624,552
NY ST DORM AUTH ST PIP PIT TAXABLE SER G Not callable 2.825 % Due 03/15/2016 /AAA	$ 492,540	$ 529,720
OHIO ST MAJOR NEW ST INFRA BAB–TAXABLE–SER 2 Not callable 3.643 % Due 06/15/2016 Aa1 /AA	$ 800,000	$ 865,640
NYS ENVIRONMENTAL FACS TAX ST CLEAN WTR REV Not callable 4.005 % Due 06/15/2017 Aa1 /AA+	$ 150,000	$ 164,392
MISSISSIPPI ST GO TAXABLE REF NISSAN NTH AMERICA -A Not callable 1.351 % Due 11/01/2017 Aa2 /AA	$ 360,000	$ 362,653
Total Municipal Bonds	$ 2,602,540	$ 2,750,601

Rita Allen Foundation, Inc
EIN #13 6116429
Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid
December 31, 2012

Recipient's Name	Street	City	State	ZIP Code	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Pew Charitable Trusts	2005 Market Street, Suite 1700	Philadelphia	PA	19103-7077	public charity	Voting Information Project - pymt 1 of 1	250,000 00
Public Radio International	401 2nd Avenue North, Suite 500	Minneapolis	MN	55401	public charity	Immigrant Lives payment 1 of 2	250,000 00
Center for Responsive Politics	1101 14th Street, NW, Suite 1030	Washington	DC	20005-5635	public charity	Pilot Online Citizen Engagement Campaign and Investigation of Political Nonprofits, payment 1 of 2	200,000 00
Facing History and Ourselves	333 W 39th Street, Suite 703	New York	NY	10018	public charity	Urban Civics Learning Lab, final payment	200,000 00
PopTech	P O Box 1405	Camden	ME	04843	public charity	2013 and 2014 Fellows program pymt 1 of 2	200 000 00
Sunlight Foundation	1818 N Street NW, Suite 300	Washington	DC	20036	public charity	Open States Initiative - final payment	200,000 00
Center for Public Integrity	910 17th Street, NW, 7th Floor, Suite 700	Washington	DC	20006	public charity	Healthcare Investigative Reporting, 2nd pymt	150 000 00
Democracy Works, Inc. (TurboVote)	150 Court Street, Second Floor	Brooklyn	NY	11201	public charity	TurboVote Government Initiative - full grant payment	150,000 00
Kiva Microfunds	875 Howard Street, Suite #340	San Francisco	CA	94103	public charity	Kiva City Newark - full grant payment	150,000 00
Brandeis University	415 South Street, Mailstop 111	Waltham	MA	02454	public charity - educational institution	general purpose of Brandeis University	148,201 00
California Institute of Technology	1200 E California Blvd M/C 5-32	Pasadena	CA	91125	public charity educational institution	Prober, David - Research Scholar	110,000 00
Cold Spring Harbor Laboratory	P O Box 100, One Bungtown Road	Cold Spring Harbor	NY	11724	public charity educational institution	Hammell, Christopher - Research Scholar	110,000 00
President and Fellows of Harvard College	Holyoke Center, Suite 600, 1350 Massachusettes Ave	Cambridge	MA	02138-	public charity - educational institution	Burton, Briana Research Scholar	110,000 00
President and Fellows of Harvard College	Holyoke Center, Suite 600, 1350 Massachusettes Ave	Cambridge	MA	02138-	public charity - educational institution	Reck-Peterson, Samara Research Scholar	110 000 00
Strive LLC	One West Fourth Street, Suite 200	Cincinnati	OH	45202	public charity	Building a Culture of Evidence Based Decision Making	110 000 00
Univ of TX Southwestern Medical School	P O Box 841753	Dallas	TX	75284-1753	public charity educational institution	Altschuler, Steven - Research Scholar	110,000 00
Columbia University	615 W 131st Street, 4th Floor	New York	NY	10027	public charity - educational institution	Bruno, Randy Research Scholar	100,000 00
NYU School of Medicine	550 First Avenue	New York	NY	10016	public charity educational institution	Long, Michael - Research Scholar	100,000 00
Regents of the University of California	1855 Folsom Street, Box 0897	San Francisco	CA	94143-	public charity educational institution	Elissa Hallem - Research Scholar	100,000 00
Salk Institute for Biological Studies	10010 North Torrey Pines Road	La Jolla	CA	92037-1099	public charity - educational institution	Zheng, Ye - Research Scholar	100,000 00
Salk Institute for Biological Studies	10010 North Torrey Pines Road	La Jolla	CA	92037-1099	public charity educational institution	Nimmerjahn, Axel Research Scholar	100 000 00
Salk Institute for Biological Studies	10010 North Torrey Pines Road	La Jolla	CA	92037 1099	public charity - educational institution	Chalasani, Sreekanth Research Scholar	100,000 00
Stanford University	P O Box 44253	San Francisco	CA	94144-4253	public charity - educational institution	Michael Lin - Research Scholar	100,000 00
The Metropolitan Opera	Lincoln Center	New York	NY	10023	public charity	2nd of 5 payments toward 2011 grant	100,000 00
The Rockefeller University	1230 York Avenue, Box 259	New York	NY	10065	public charity educational institution	Tavazoie, Sohail - Research Scholar	100,000 00
The Rockefeller University	1230 York Avenue, Box 259	New York	NY	10065	public charity - educational institution	Smogorzewska, Agata Research Scholar	100,000 00
The Rockefeller University	1230 York Avenue, Box 259	New York	NY	10065	public charity - educational institution	Marraffini, Lucinao - Research Scholar	100,000 00
Trustees Univ of Pennsylvania	3451 Walnut Street	Philadelphia	PA	19148-6205	public charity educational institution	Black, Ben - Research Scholar	100 000 00
Trustees Univ of Pennsylvania	3451 Walnut Street	Philadelphia	PA	19148-6205	public charity - educational institution	Kohli, Rahul Research Scholar	100,000 00
Univ of TX Southwestern Medical School	P O Box 841753	Dallas	TX	75284 1753	public charity educational institution	Liu, Xin - Research Scholar	100,000 00
Univ of Washington School of Medicine	12455 Collections Drive	Chicago	IL	60693	public charity - educational institution	Dunham, Maitreya Research Scholar	100,000 00
Univ of Washington School of Medicine	12455 Collections Drive	Chicago	IL	60693	public charity educational institution	Stetson, Daniel - Research Scholar	100,000 00
Princeton Alumni Corp	12 Stockton St	Princeton	NJ	08540	public charity	Emerging Leaders Program - year three	75,000 00
Stony Brook Millstone	31 Titus Mill Rd	Pennington	NJ	08534	public charity	Wastewater Treatment Project final payment	75,000 00
UJA Federation	130 East 59th Street	New York	NY	10022	public charity	Direct support of homes for the aged	73,600 00
Cancer Institute of NJ	120 Albany St	New Brunswick	NJ	08901	public charity	Support of CREHST program	63 000 00
Community Foundation of New Jersey	P O Box 338	Morristown	NJ	07963-0338	public charity	New Jersey Recovery Fund Hurricane Sandy	60,000 00
Grist	710 Second Avenue, Suite 860	Seattle	WA	98104	public charity	follow-up capacity building	55,000 00
Ashoka	1700 N Moore Street Suite 2000	Arlington	VA	22209	public charity	Ashoka Future Forum 2013	50 000 00
Center for Public Integrity	910 17th Street, NW, 7th Floor, Suite 700	Washington	DC	20006	public charity	State Accountability - final payment	50 000 00
Cincinnati Children's Hospital	3333 Burnet Avenue	Cincinnati	OH	45229 3026	public charity - educational institution	Jankowski, Michael Research Scholar	50,000 00
Drexel University College of Medicine	3201 Arch Street, Suite 100	Philadelphia	PA	19104-2875	public charity educational institution	Ajit, Seena - Research Scholar	50,000 00
Education News Network	1244 Grant Street	Denver	CO	80203	public charity	Launch and Expansion of the Education News Network	50,000 00
Generation Citizen	89 South St, Suite 203	Boston	MA	02111	public charity	Bridgespan's Leading Impact program and evaluation efforts	50,000 00
Institute for Advanced Study	Einstein Drive	Princeton	NJ	08540	public charity	Virus Research	50,000 00
Johns Hopkins University	Meyer Bldg Room 7-113, 600 N Wolfe St	Baltimore	MD	21287	public charity - educational institution	Tao, Yuanxiang - Research Scholar	50,000 00
PopTech	P O Box 1405	Camden	ME	04843	public charity	final payment PeaceTXT years 2 and 3	50 000 00
Presbyterian College	307 North Broad Street	Clinton	SC	29325	public charity - educational institution	E Alfonso Romero Sandoval Pain Research Scholar	50,000 00
University of California, Berkeley	2195 Hearst Ave, Rm 130	Berkeley	CA	94720-1103	public charity - educational institution	Bautista, Diana - Research Scholar	50,000 00
University of Pittsburgh	P O Box 371220	Pittsburgh	PA	15251-7220	public charity - educational institution	Ross, Sarah - Research Scholar	50 000 00
Global Kids Inc	137 East 25th Street, 2nd Floor	New York	NY	10010	public charity	follow-up capacity building	45,000 00
Medic Mobile	144 2nd Street (lower level)	San Francisco	CA	94105	public charity	New Tools for Free / Under Resourced Clinics Program	40,000 00
Root Cause Institute, Inc	One Canal Park 3rd Floor	Cambridge	MA	02141	public charity	Capacity Building Project, pymts 1, 2 and 3 of 4	40,000 00
Philanthropy for Active Civic Engagement	1201 15th Street, NW Suite 420	Washington	DC	20005	public charity	Information and Engagement project	35,000 00
OMB Watch	1742 Connecticut Avenue, NW	Washington	DC	20009-1171	public charity	Online Integrity Project	30,000 00
Students 2 Science, Inc	66 Deforest Avenue	East Hanover	NJ	07936	public charity	Virtual Curriculum	30,000 00
African Leadership Foundation	P O Box 7408	New York	NY	10150	public charity	general operating support	25,000 00
Earth Justice	26 17th St 6th Flr	Oakland	CA	94612	public charity	general operating support	25,000 00
Jersey Shore Partnership Foundation	75 Apple Street	Tinton Falls	NJ	07724	public charity	to engage state and local communities in revisiting how New Jersey undertakes beach nourishment projects	25,000 00
iCivics Inc	2001 S Street NW, Suite 400	Washington	DC	20009	public charity	follow-up capacity building	24,300 00
92nd Street Y	1395 Lexington Avenue	New York	NY	10128	public charity	2011 Will to Create, Will to Live payment 2 of 2	15,000 00
Coastal Studies for Girls	P O Box 266, 308 Wolfe's Neck Road	Freeport	ME	04032	public charity	Start Up Scientist Program 1st of 2 payments for challenge grant	15,000 00

Rita Allen Foundation, Inc.
EIN #13-6116429
Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid
December 31, 2012

Recipient's Name	Street	City	State	ZIP Code	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Grantmakers in Film and Electronic Media	200 West Washington Square	Philadelphia	PA	19106	public charity	one-time grant, April 2012 - March 2013	15,000 00
South Kent School	40 Bulls Bridge Rd	South Kent	CT	06785	public charity educational institution	Millenium Scholarship Fund	15,000 00
Washington Assoc of NJ	P O Box 1473	Morristown	NJ	07962	public charity	Discover History Center initiative, payment 1 of 1	15,000 00
Council on Foundations	2121 Crystal Drive Suite 700	Arlington	VA	22202	public charity	general operating support	14,950 00
Bridgespan Group, Inc	112 West 34th Street, Suite 1510	New York	NY	10120	public charity	Develop concept paper assessing the need for a pipeline of young leaders in civic literacy and e	13,000 00
Cancer Institute of NJ	120 Albany St	New Brunswick	NJ	08901	public charity	general operating support	10,000 00
Center for Public Integrity	910 17th Street, NW, 7th Floor, Suite 700	Washington	DC	20006	public charity	2012 Performance Measurement Capacity Building Project - The Lens	10 000 00
Community Partners International	225 Bush Street, Suite 590	San Francisco	CA	94104	public charity	support of Dr Cynthia Muang's Mae Tao Clinic	10 000 00
Educators 4 Excellence	333 W 39th Street, Suite 703	New York	NY	10018	public charity	general operating support	10,000 00
Fordham University	441 East Fordham Road	Bronx	NY	10458	public charity educational institution	general operating support	10,000 00
Grist	710 Second Avenue, Suite 860	Seattle	WA	98104	public charity	2012 Performance Measurement Capacity Building Project	10,000 00
Grounds for Sculpture	18 Fairgrounds Road	Hamilton	NJ	08619	public charity	Connections with Sculpture Institute	10 000 00
Health Right International	80 Maiden Lane #607	New York	NY	10038	public charity	general operating support	10,000 00
iCivics, Inc	2001 S Street NW Suite 400	Washington	DC	20009	public charity	2012 Performance Measurement Capacity Building Project	10 000 00
McCarter Theater	91 University Place	Princeton	NJ	08540	public charity	general operating support	10 000 00
MPN Research Foundation	180 North Michigan Avenue Suite 1870	Chicago	IL	60601	public charity	general operating support	10,000 00
Queens Univ of Charlotte, Knight School	1900 Selwyn Avenue	Charlotte	NC	28274	public charity	2012 Performance Measurement Capacity Building Project	10,000 00
Taxpayers for Common Sense	651 Pennsylvania Avenue SE	Washington	DC	20003	public charity	2012 Performance Measurement Capacity Building Project	10,000 00
The Maritime Aquarium	10 N Water St	Norwalk	CT	06854	public charity	general operating support	10,000 00
The Right Question Institute	2464 Massachusetts Avenue, Suite 314	Cambridge	MA	02140	public charity	2012 Performance Measurement Capacity Building Project	10,000 00
Trustees Univ of Pennsylvania	3451 Walnut Street	Philadelphia	PA	19148-6205	public charity - educational institution	support of Weldon FOP Research Fund	10 000 00
Council of New Jersey Grantmakers	101 West State St	Trenton	NJ	08608	public charity	general operating support	6 750 00
Alfredo Santiago Scholarship Fund	321 Cooper S	Camden	NJ	08102	public charity	general operating support	5,000 00
American Rivers	1101 14th Street NW, Suite 1400	Washington	DC	20005	public charity	general operating support	5 000 00
Blue Engine	150 Court Street, Second Floor	Brooklyn	NY	11201	public charity	general operating support	5,000 00
Bucknell University	701 Moore Ave	Lewisburg	PA	17837	public charity - educational institution	general operating support	5,000 00
Feeding America	35 East Wacker Dr , Suite 2000	Chicago	IL	60601	public charity	general operating support	5,000 00
Gallatin Valley Land Trust	35 East Wacker Dr Suite 2000	Chicago	IL	60601	public charity	general operating support	5,000 00
Memories Live	765 Mountain Ave, Box 245	Springfield	NJ	07081	public charity	general operating support	5,000 00
Mount Sinai SAVI	One Gustave L Levy Place, Box 1670	New York	NY	10029	public charity	general operating support	5,000 00
NJPAC	91 University Place	Princeton	NJ	08540	public charity	general operating support	5,000 00
People & Stories	140 East Hanover Street	Trenton	NJ	08608	public charity	general operating support	5,000 00
Rothman Institute - FDU	285 Madison Avenue	Madison	NJ	07940	public charity	support of New Jersey Business Idea Competition	5 000 00
The Nature Conservancy	32 South Ewing St	Helena	MT	59601	public charity	general operating support	5,000 00
Trustees Univ of Pennsylvania	3451 Walnut Street	Philadelphia	PA	19148-6205	public charity - educational institution	The Penn Fund	5,000 00
University of Notre Dame	1100 Grace Hall	Notre Dame	IN	46556	public charity - educational institution	general operating support	5,000 00
Grantmakers for Effective Organizations	1725 DeSales Street NW, Suite 404	Washington	DC	20036	public charity	GEO one year membership, Sept 1, 2012 through Aug 31, 2013	2,575 00
Grant Managers Network, Inc	1666 K Street, NW Suite 440	Washington	DC	20006	public charity	2012 Contributing Member donation	2,000 00
Philanthropy NY	79 Fifth Ave, 4th Floor	New York	NY	10003 3076	public charity	Philanthropy NY dues 2013	450 00

Total Form 990-PF, Page 1, Part 1, Line 25a $ 5,823,826 00

ATTACHMENT B

Rita Allen Foundation - Audit 2012
Grant commitments as of December 31, 2012 - not paid

Recipient's Name	Notes	Foundation Status of Recipient	Purpose of Grant or Contribution	2012 Amount
Institutional Grants				
The Center for Public Integrity	$500,000 over 3/years, $250,000 pd 12/1, $250,000 remaining to be paid (looks like $150,000 in 2012 and remaining $100,000 possibly in 2013)	public charity	Project Healthcare Investigative Reporting	100,000
The Center for Public Integrity	$50,000 remaining, TBD	public charity	Project State Accountability Project	-
Facing History and Ourselves	Final $200,000 in 2012	public charity	Project Urban Civic Learning Lab	-
Stony Brook-Millstone Watershed Association	Final paymnet of $75,000	public charity	Project Wastewater treatment project	-
Sunlight Foundation, Open State / Open Govern	final year - believe payment will be made in Sept 2012	public charity	Project Open State / Open Government	-
The Metropolitan Opera	Five year grant to support Broadcast Programming, $400,000	public charity	Support the Met Broadcasts Campaign	300,000
Brandeis	Unit Calculation - final	public charity - educ institution		67,169
UJA	Unit Calculation - final	public charity - educ institution		33,585
POP Tech /Peace TXT		public charity		-
POP Tech /Science & Social Innovation Fellows	400k grant	public charity		200,000
Sandy Relief	100k grant to 3 organizations	public charity		15,000
Immigrant Lives/PRI	250k grant	public charity		150,000
Voting Information Project/PEW	500k grant	public charity		250,000
Urban Fresh Foods	Isles upt 530k	public charity		280,000
Capacity Building Implementation Pilot	up to $250k for up to 6 grants	public charity		170,700
Center for Responsive Politics	250k approved Dec 2012	public charity		50,000
			Total Institutional Grants	**1,616,454**

Attachment C