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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

Name of foundation RITTENHOUSE FOUNDATION		A Employer identification number 23-6005622
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 870		B Telephone number (see the instructions) (215) 569-0202
City or town BRYN MAWR		C If exemption application is pending, check here. ☐
State ZIP code PA 19010		D 1 Foreign organizations, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,608,489.		
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(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 (att sch)				
2 Ck ☒ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	198.	198.		
4 Dividends and interest from securities	53,732.	53,732.		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain/(loss) from sale of assets not on line 10	1,276.	L-6a Stmt		
b Gross sales price for all assets on line 6a	382,653.			
7 Capital gain net income (from Part IV, line 2)		1,276.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11.	55,206.	55,206.		
ADMINISTRATIVE AND OPERATING EXPENSES				
13 Compensation of officers, directors, trustees, etc	15,000.	7,500.		7,500.
14 Other employee salaries and wages				
15 Pension plans, employee benefits	11,453.	5,726.		5,727.
16 a Legal fees (attach schedule)				
b Accounting fees (attach sch). L-16b Stmt	6,600.	4,950.		1,650.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	2,140.	586.		574.
19 Depreciation (attach sch) and depletion				
20 Occupancy	1,607.	803.		804.
21 Travel, conferences, and meetings	775.	116.		659.
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	3,196.	707.		2,489.
24 Total operating and administrative expenses. Add lines 13 through 23	40,771.	20,388.		19,403.
25 Contributions, gifts, grants paid	64,000.			64,000.
26 Total expenses and disbursements. Add lines 24 and 25	104,771.	20,388.		83,403.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-49,565.			
b Net investment income (if negative, enter -0-)		34,818.		
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	171,092.	101,327.	101,327.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,530.	897.	897.
	10 a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) . . L-13 Stmt . . .	1,572,930.	1,593,763.	1,506,265.	
14 Land, buildings, and equipment, basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)	1,745,552.	1,695,987.	1,608,489.	
LIABILITIES	17 Accounts payable and accrued expenses	372.	372.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	372.	372.	
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 ▶ and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	1,745,180.	1,695,615.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,745,180.	1,695,615.	
31 Total liabilities and net assets/fund balances (see instructions)	1,745,552.	1,695,987.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,745,180.
2 Enter amount from Part I, line 27a	2	-49,565.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,695,615.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,695,615.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	VARIOUS STOCKS	P	01/01/10	12/31/12
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 382,653.		381,377.	1,276.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			1,276.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,276.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of nonchangible-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	86,191.	1,596,085.	0.054002
2010	82,312.	1,643,464.	0.050084
2009	102,516.	1,552,008.	0.066054
2008	115,775.	1,803,095.	0.064209
2007	150,222.	2,192,589.	0.068514

2 Total of line 1, column (d)	2	0.302863
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.060573
4 Enter the net value of nonchangible-use assets for 2012 from Part X, line 5	4	1,556,687.
5 Multiply line 4 by line 3	5	94,293.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	348.
7 Add lines 5 and 6	7	94,641.
8 Enter qualifying distributions from Part XII, line 4	8	83,403.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	696.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	696.
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	696.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	680.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	680.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	16.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 0. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b	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?	1 c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4 a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4 b	
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, column (c), and Part XV.	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) PA - Pennsylvania		
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	8 b	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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of ▶ RITTENHOUSE FOUNDATION Telephone no ▶ (215) 569-0202 Located at ▶ PO BOX 870 BRYN MAWR PA ZIP + 4 ▶ 19010			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 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.

	Yes	No
1 a 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)?	1 b	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?	1 c	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 ▶ 20 __ , 20 __ , 20 __ , 20 __		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a 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)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**5 b****c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**7 b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JUDITH FRANCIS C/O ORGANIZATION BRYN MAWR PA 19010	VICE-PRES. 5.00	7,500.	0.	0.
JOSHUA KLEIN C/O ORGANIZATION BRYN MAWR PA 19010	PRES/TREAS. 2.00	0.	0.	0.
ALEXANDER KLEIN C/O ORGANIZATION BRYN MAWR PA 19010	VICE-PRES 5.00	7,500.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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

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

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

None

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	1 a	1,444,183.
b	Average of monthly cash balances	1 b	136,210.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	1,580,393.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,580,393.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	23,706.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,556,687.
6	Minimum investment return. Enter 5% of line 5	6	77,834.

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	77,834.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	696.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	696.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	77,138.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	77,138.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	77,138.

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	1 a	83,403.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	83,403.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	83,403.

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				77,138.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			0.	
b Total for prior years. 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007 43,624.				
b From 2008 26,302.				
c From 2009 25,220.				
d From 2010 2,086.				
e From 2011 7,034.				
f Total of lines 3a through e	104,266.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 83,403.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				77,138.
e Remaining amount distributed out of corpus	6,265.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	110,531.			
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				
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 instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	43,624.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	66,907.			
10 Analysis of line 9				
a Excess from 2008 26,302.				
b Excess from 2009 25,220.				
c Excess from 2010 2,086.				
d Excess from 2011 7,034.				
e Excess from 2012 6,265.				

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)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 ☐ 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

JUDITH FRANCIS

P.O. BOX 870

BRYN MAWR

PA 19010

(215) 569-0202

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

LETTER, GUIDELINES AVAILABLE UPON REQUEST

- c** Any submission deadlines

NO

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

NO

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a</i> Paid during the year SEE ATTACHED LIST		EXEMPT	AMOUNTS PAID IN FURTHERANCE OF THE CHARITABLE PURPOSE OF THE ENUMERATING ORGANIZATIONS	64,000.
Total			3 a	64,000.
<i>b</i> Approved for future payment				
Total			3 b	

Enter gross amounts unless otherwise indicated.

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

[illegible]

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2012

Name

RITTENHOUSE FOUNDATION

Employer Identification Number

23-6005622

Asset Information:

Description of Property: INVESTMENTS - SEE ATTACHED

Date Acquired . . . Various

How Acquired. . . . Purchased

Date Sold: . . . Various

Name of Buyer . . .

Sales Price . . . 382,653.

Cost or other basis (do not reduce by depreciation) . . . 381,377.

Sales Expense . . .

Valuation Method

Total Gain (Loss) . . . 1,276.

Accumulation Depreciation . . .

Description of Property

Date Acquired . . .

How Acquired: . . .

Date Sold . . .

Name of Buyer . . .

Sales Price . . .

Cost or other basis (do not reduce by depreciation) . . .

Sales Expense . . .

Valuation Method

Total Gain (Loss) . . .

Accumulation Depreciation: . . .

Description of Property

Date Acquired: . . .

How Acquired: . . .

Date Sold . . .

Name of Buyer . . .

Sales Price: . . .

Cost or other basis (do not reduce by depreciation) . . .

Sales Expense . . .

Valuation Method

Total Gain (Loss) . . .

Accumulation Depreciation. . . .

Description of Property:

Date Acquired . . .

How Acquired

Date Sold . . .

Name of Buyer: . . .

Sales Price. . .

Cost or other basis (do not reduce by depreciation) . . .

Sales Expense . . .

Valuation Method

Total Gain (Loss): . . .

Accumulation Depreciation. . . .

Description of Property:

Date Acquired . . .

How Acquired: . . .

Date Sold . . .

Name of Buyer . . .

Sales Price. . .

Cost or other basis (do not reduce by depreciation) . . .

Sales Expense . . .

Valuation Method

Total Gain (Loss) . . .

Accumulation Depreciation

Description of Property

Date Acquired . . .

How Acquired

Date Sold . . .

Name of Buyer . . .

Sales Price . . .

Cost or other basis (do not reduce by depreciation) . . .

Sales Expense . . .

Valuation Method

Total Gain (Loss) . . .

Accumulation Depreciation

Description of Property:

Date Acquired . . .

How Acquired

Date Sold . . .

Name of Buyer . . .

Sales Price: . . .

Cost or other basis (do not reduce by depreciation) . . .

Sales Expense . . .

Valuation Method

Total Gain (Loss) . . .

Accumulation Depreciation

Description of Property:

Date Acquired . . .

How Acquired: . . .

Date Sold . . .

Name of Buyer . . .

Sales Price. . .

Cost or other basis (do not reduce by depreciation) . . .

Sales Expense . . .

Valuation Method

Total Gain (Loss) . . .

Accumulation Depreciation

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
PAYROLL	1,148.	574.		574.
990 PF TAXES	980.			
FOREIGN TAXES	12.	12.		
Total	2,140.	586.		574.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
OFFICE EXPENSE	1,462.	292.		1,170.
DUES AND SUBSCRIPTIONS	1,310.	328.		982.
TELEPHONE EXPENSE	395.	79.		316.
MISCELLANEOUS	29.	8.		21.
Total	3,196.	707.		2,489.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person. ☒ Business ☐ REBECCA CLARK C/O ORGANIZATION BRYN MAWR PA 19010	DIRECTOR 2.00	0.	0.	0.
Person. ☒ Business ☐ MICHAEL L. TEMIN ESQ. C/O ORGANIZATION BRYN MAWR PA 19010	SECRETARY 2.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RUOTOLO, SPEWAK & CO.	ACCOUNTING FEES	6,600.	4,950.		1,650.
Total		6,600.	4,950.		1,650.

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
STOCKS AND BONDS	1,591,090.	1,503,592.
GNMA AND OTHER INVESTMENTS	2,673.	2,673.
Total	<u>1,593,763.</u>	<u>1,506,265.</u>

Rittenhouse Foundation 2012 grants

Academy of Natural Sciences, 1900 Benj. Franklin Parkway, Phila., PA 19103	1,000
ALS Association, 321 Norristown Rd., Suite 260, Ambler, PA 19002	250
American University, 4400 Massachusetts Ave., Washington, DC 20016	1,000
Anti-Defamation League, 1500 Market St., Suite 2415 West, Phila., PA 19102	200
Arden Theater Co., 40 N. 2nd St., Phila., PA 19106	2,000
Athenaeum, 219 S. 6th St., Phila., PA 19106	350
Barnes, 300 N. Latches Lane, Merion, PA 19066	700
Best Day Foundation, 567 Auto Center Dr., Suite 6; Watsonville, CA 95076	200
Bristol Riverside Theater, 120 Radcliffe St., Bristol, PA 19007	500
Chabad of the Main Line, 625 Montgomery Ave., Merion, PA 19066	1,000
Childrens Scholarship Fund; 100 S. Broad St., Suite 1200; Phila., PA 19110	1,000
Colonial Williamsburg Foundation; P.O. Box 3610; Williamsburg, PA 23187	1,000
Congregation Mikveh Israel; 44 N. 4th St., Phila., PA 19106	200
Curtis Institute of Music, 1726 Locust St., Phila., PA 19103	1,000
Educating Communities for Parenting; 919 Walnut St.; 10th floor; Phila., PA 19107	200
Franklin Institute, 222 N. 20th St., Phila., PA 19103	2,500
Free Library of Phila. Foundation, 1901 Vine St., Phila., PA 19103	1,000
Friends' Central School, 1101 City Ave., Wynnewood, PA 19096	5,000
Gershman Y; 401 S. Broad St.; Phila., PA 19147	500
Golden Slipper Charities, 215 N. Presidential Blvd., Bala Cynwyd, PA 19004	300
Harcum College, 750 Montgomery Avenue; Bryn Mawr, PA 19010	4,000
Har Zion Temple; 1500 Hagys Ford Rd.; Penn Valley, PA 19072	3,900
International Visitors Council; 1515 Arch St., 12th floor, Phila., PA 19102	500
Jewish Family and Children Services, 2100 Arch St., Phila., PA 19103	200
Legacy Youth Tennis Center, 4842 Ridge Ave., Phila., PA 19129	1,000
Lower Merion Library Foundation; 75 E. Lancaster Ave.; Ardmore, PA 19003	500
Mann Center for the Performing Arts; 123 S. Broad St.; 8th floor; Phila., PA 19109	8,000
MANNA, 2323 Ranstead Street, Phila., PA 19103	200
Maternity Care Coalition, 2000 Hamilton St., Phila., PA 19130	200
McCall Home and School Assoc., 325 S. 7th St., Phila., PA 19106	1,000
Mercy Hospice; 334 S. 13th St.; Phila., PA 19107	200
Mural Arts Program, 1727-29 Mount Vernon St., Phila., PA 19130	500
National Adoption Center; 1500 Walnut St.; Suite 701; Phila., PA 19102	300
Parkinson's Council; 111 Presidential Blvd.; Bala Cynwyd, PA 19004	500
Penn Museum; 3260 South St., Phila., PA 19104	200
Pa. Academy of Fine Arts; 118 N. Broad St.; Phila., PA 19102	300
Pa. Ballet; 1819 JFK Blvd.; Suite 210; Phila., PA 19103	350
Pa. Horticultural Society; 100 N. 20th St.; Phila., PA 19103	2,500
Phila. Art Alliance, 251 S. 18th St., Phila., PA 19103	500
Phila. Film Society, 1600 N. 5th St., Phila., PA 19122	250
Phila. Museum of Art; P.O. Box 7646; Phila., PA 19130	400
PMA Craft Show; 26th & Benj. Franklin Pkwy.; Phila., PA 19130	500
Phila. Orchestra; 260 S. Broad St.; Phila., PA 19172	2,500

Phila. Parks Alliance; 5070 Parkside Ave., Unit 50; Phila., PA 19131	500
Phila. Youth Network; 714 Market St.; Phila., PA 19106	2,500
Please Touch Museum; 4231 Avenue of the Republic; Phila., PA 19131	1,200
Public Access Television of Lower Merion, P.O. Box 167; Ardmore, PA 19003	500
Queens Jubilee Education Foundation; 1234 Market St.; Suite 1800; Phila., PA 19107	200
St. James School, 3217 W. Clearfield St., Phila., PA 19132	750
St. Matthias Church; 1040 Yardville-Allentown Rd; Yardville, NJ 08620	1,000
Silver Lake Nature Center; 1306 Bath Rd.; Bristol, PA 19007	1,000
Smith Memorial Playground; 3500 Reservoir; Phila., PA 19121-1095	500
Studio Incammini, 340 N. 12th St., Suite 400, Phila., PA 19107	250
Temple Beth Zion-Beth Israel; 18th & Spruce Sts.; Phila., PA 19103	4,000
Temple University; 1330 Polett Walk; Sullivan Hall, Suite 125; Phila., PA 19122	500
Univ. of PA; 3451 Walnut St.; 433 Franklin Bldg., Phila., PA 19104	500
USF Foundation; 4202 E. Fowler Ave.; Tampa, FL 33620	400
Variety Club; 1520 Locust St.; Second Floor; Phila., PA 19102	500
Washington Square West Civic Assoc., 1209 Locust St., Phila., PA 19107	300
Zoological Society of Phila.; 3400 W. Girard Ave; Phila., PA 19104	300
Misc. contributions	700
TOTAL	64,000

PART IV, PAGE 3 - CAPITAL GAINS AND LOSSES FOR TAX ON
INVESTMENT INCOME

FORM 990-PF, 2012

SUMMARY

		<u>PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/(LOSS)</u>
PAGE 2 OF 17	CLIPPER FUND	4,217	4,858	(641)
PAGE 17 OF 17	SANTA BARBARA	280,747	270,750	9,997
	BOND SALES	97,689	105,769	(8,080)
	TOTAL	382,653	381,377	1,276

Schwab One® Account of
RITTENHOUSE FOUNDATION

TAX YEAR 2012
YEAR-END SUMMARY

Account Number
8064-2294

Charles SCHWAB

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return.

Date Prepared: February 8, 2013

REALIZED GAIN OR (LOSS)

The information in the following sections include all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D. Please consult with your tax advisor or financial advisor regarding specific questions.

Long-Term Realized Gain or (Loss)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
SOUND SHORE FUND INC	836083105	31.47	10/27/05	01/13/12	\$ 974.02	\$ 1,174.20	\$ 200.18	\$ 0.00
SOUND SHORE FUND INC	836083105	33.97	10/27/05	04/13/12	\$ 1,109.06	\$ 1,268.64	\$ 0.00	\$ (159.58)
SOUND SHORE FUND INC	836083105	33.02	10/27/05	07/13/12	\$ 1,041.05	\$ 1,233.13	\$ 192.08	\$ 0.00
SOUND SHORE FUND INC	836083105	31.66	10/27/05	10/16/12	\$ 1,093.35	\$ 1,182.21	\$ 0.00	\$ (88.86)
Security Subtotal				\$	\$ 4,217.48	\$ 4,858.18	\$ 392.26	\$ (248.44)
Total Long-Term (Transactions are not reported on Form 1099-B or to the IRS)								
				\$	\$ 4,217.48	\$ 4,858.18	\$ 392.26	\$ (248.44)
Total Long-Term								
				\$	\$ 4,217.48	\$ 4,858.18	\$ 392.26	\$ (248.44)

640.70

2012 Year-End Schwab Gain/Loss Report

Page 2 of 18

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss)

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
APPLE INC: AAPL	6.0000	05/23/12	11/01/12	\$3,590.92	\$3,357.65	\$233.27
APPLE INC: AAPL	5.0000	06/20/12	11/01/12	\$2,992.43	\$2,922.82	\$69.61
APPLE INC: AAPL	4.0000	10/24/12	11/01/12	\$2,393.95	\$2,468.70	(\$74.75)
Security Subtotal				\$8,977.30	\$8,749.17	\$228.13
C V S CAREMARK CORP: CVS	101.0000	10/24/12	11/01/12	\$4,691.54	\$4,662.75	\$28.79
Security Subtotal				\$4,691.54	\$4,662.75	\$28.79
CHICAGO BRIDGE & IRON FN Y REGISTRY SHS 1 NY SH REP: CBI	60.0000	11/10/11	11/01/12	\$2,325.01	\$2,257.16	\$67.85
CHICAGO BRIDGE & IRON FN Y REGISTRY SHS 1 NY SH REP: CBI	45.0000	03/08/12	11/01/12	\$1,743.76	\$2,080.60	(\$316.84)
Security Subtotal				\$4,068.77	\$4,317.76	(\$248.99)
COVIDIEN PLC NEW F: COV	75.0000	11/10/11	11/01/12	\$4,166.16	\$3,503.23	\$662.93
Security Subtotal				\$4,166.16	\$3,503.23	\$662.93
DECKERS OUTDOOR CORP: DECK	25.0000	05/13/11	05/09/12	\$1,281.36	\$2,246.51	(\$965.15)

2012 Year-End Schwab Gain/Loss Report

Page 3 of 18

Accounting Method

Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DECKERS OUTDOOR CORP: DECK	21.0000	12/20/11	05/09/12	\$1,076.34	\$1,923.72	(\$847.38)
Security Subtotal				\$2,357.70	\$4,170.23	(\$1,812.53)
DOLLAR GENERAL CORP NEW: DG	50.0000	05/09/12	11/01/12	\$2,422.49	\$2,341.81	\$80.68
DOLLAR GENERAL CORP NEW: DG	40.0000	08/01/12	11/01/12	\$1,938.00	\$2,045.52	(\$107.52)
Security Subtotal				\$4,360.49	\$4,387.33	(\$26.84)
GRAINGER W W INC: GWW	10.0000	06/20/12	11/01/12	\$2,021.05	\$1,892.07	\$128.98
GRAINGER W W INC: GWW	12.0000	08/01/12	11/01/12	\$2,425.27	\$2,442.06	(\$16.79)
Security Subtotal				\$4,446.32	\$4,334.13	\$112.19
HERBALIFE LTD F: HLF	15.0000	02/16/12	11/01/12	\$769.63	\$901.05	(\$131.42)
Security Subtotal				\$769.63	\$901.05	(\$131.42)
I H S INC: IHS	25.0000	04/10/12	11/01/12	\$2,178.20	\$2,379.16	(\$200.96)
I H S INC: IHS	15.0000	07/13/12	11/01/12	\$1,306.92	\$1,591.25	(\$284.33)
Security Subtotal				\$3,485.12	\$3,970.41	(\$485.29)

2012 Year-End Schwab Gain/Loss Report

Page 4 of 18

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
KANSAS CITY SOUTHERN: KSU	29.0000	10/24/12	11/01/12	\$2,395.38	\$2,299.95	\$95.43
Security Subtotal				\$2,395.38	\$2,299.95	\$95.43
LKQ CORP: LKQ	150.0000	03/23/12	11/01/12	\$3,253.43	\$2,357.88	\$895.55
Security Subtotal				\$3,253.43	\$2,357.88	\$895.55
MEAD JOHNSON NUTRITION: MJN	35.0000	08/22/12	11/01/12	\$2,229.80	\$2,492.31	(\$262.51)
Security Subtotal				\$2,229.80	\$2,492.31	(\$262.51)
MONSANTO CO NEW DEL: MON	10.0000	11/30/11	11/01/12	\$872.38	\$727.39	\$144.99
Security Subtotal				\$872.38	\$727.39	\$144.99
NATIONAL OILWELL VARCO: NOV	30.0000	02/06/12	11/01/12	\$2,195.35	\$2,502.48	(\$307.13)
Security Subtotal				\$2,195.35	\$2,502.48	(\$307.13)
NU SKIN ENTERPRISES CL A: NUS	40.0000	05/31/11	05/10/12	\$1,742.70	\$1,558.25	\$184.45
Security Subtotal				\$1,742.70	\$1,558.25	\$184.45
PRECISION CASTPARTS CORP: PCP	20.0000	03/08/12	11/01/12	\$3,487.52	\$3,446.41	\$41.11
Security Subtotal				\$3,487.52	\$3,446.41	\$41.11

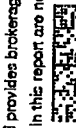
2012 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
QUALCOMM INC: QCOM	40.0000	06/20/12	11/01/12	\$2,390.90	\$2,294.56	\$96.34
Security Subtotal				\$2,390.90	\$2,294.56	\$96.34
REDHAT INC: RHT	43.0000	08/01/12	11/01/12	\$2,165.91	\$2,281.86	(\$115.95)
REDHAT INC: RHT	44.0000	10/03/12	11/01/12	\$2,216.27	\$2,449.47	(\$233.20)
Security Subtotal				\$4,382.18	\$4,731.33	(\$349.15)
STARBUCKS CORP: SBUX	48.0000	09/21/12	11/01/12	\$2,212.75	\$2,472.00	(\$259.25)
STARBUCKS CORP: SBUX	50.0000	10/17/12	11/01/12	\$2,304.95	\$2,436.28	(\$131.33)
Security Subtotal				\$4,517.70	\$4,908.28	(\$390.58)
TRACTOR SUPPLY COMPANY: TSCO	29.0000	02/06/12	11/01/12	\$2,809.17	\$2,363.06	\$446.11
Security Subtotal				\$2,809.17	\$2,363.06	\$446.11
UNITED TECHNOLOGIES CORP: UTX	15.0000	11/10/11	11/01/12	\$1,189.93	\$1,165.00	\$24.93
Security Subtotal				\$1,189.93	\$1,165.00	\$24.93
Total Short-Term				\$68,789.47	\$69,842.96	(\$1,053.49)



2012 Year-End Schwab Gain/Loss Report

Page 6 of 18

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ACCENTURE PLC CL A F: ACN	95.0000	01/23/06	11/01/12	\$6,530.15	\$2,912.24	\$3,617.91
Security Subtotal				\$6,530.15	\$2,912.24	\$3,617.91
AKAMAI TECHNOLOGIES: AKAM	40.0000	04/15/10	11/01/12	\$1,535.17	\$1,372.68	\$162.49
AKAMAI TECHNOLOGIES: AKAM	45.0000	04/28/11	11/01/12	\$1,727.06	\$1,575.65	\$151.41
Security Subtotal				\$3,262.23	\$2,948.33	\$313.90
ALLERGAN INC: AGN	60.0000	07/12/07	11/01/12	\$5,485.14	\$3,496.41	\$1,988.73
Security Subtotal				\$5,485.14	\$3,496.41	\$1,988.73
ALTERA CORPORATION: ALTR	55.0000	04/06/11	11/01/12	\$1,723.66	\$2,368.37	(\$644.71)
ALTERA CORPORATION: ALTR	60.0000	08/10/11	11/01/12	\$1,880.36	\$2,097.56	(\$217.20)
Security Subtotal				\$3,604.02	\$4,465.93	(\$861.91)
AMERICAN TOWER CORP REIT: AMT	90.0000	03/23/11	11/01/12	\$6,780.54	\$4,424.56	\$2,355.98
Security Subtotal				\$6,780.54	\$4,424.56	\$2,355.98
AMPHENOL CORP CL A: APH	60.0000	02/20/09	11/01/12	\$3,661.12	\$1,510.58	\$2,150.54

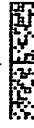
2012 Year-End Schwab Gain/Loss Report

Page 7 of 18

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AMPHENOL CORP CL A: APH	20.0000	10/29/09	11/01/12	\$1,220.37	\$825.27	\$395.10
Security Subtotal				\$4,881.49	\$2,335.85	\$2,545.64
B M C SOFTWARE INC: BMC	90.0000	02/04/11	11/01/12	\$3,685.42	\$4,362.08	(\$676.66)
Security Subtotal				\$3,685.42	\$4,362.08	(\$676.66)
BROADCOM CORP CL A CLASS A: BRCM	35.0000	03/03/11	11/01/12	\$1,116.16	\$1,475.87	(\$359.71)
BROADCOM CORP CL A CLASS A: BRCM	70.0000	03/03/11	11/01/12	\$2,232.32	\$2,951.73	(\$719.41)
BROADCOM CORP CL A CLASS A: BRCM	30.0000	09/14/11	11/01/12	\$956.71	\$1,044.28	(\$87.57)
Security Subtotal				\$4,305.19	\$5,471.88	(\$1,166.69)
BUNGE LIMITED F: BG	5.0000	01/30/08	03/23/12	\$334.60	\$574.25	(\$239.65)
BUNGE LIMITED F: BG	30.0000	06/05/09	03/23/12	\$2,007.61	\$1,965.86	\$41.75
BUNGE LIMITED F: BG	15.0000	03/29/10	03/23/12	\$1,003.80	\$958.65	\$45.15
Security Subtotal				\$3,346.01	\$3,498.76	(\$152.75)
CHECK PT SOFTWARE TECH F: CHKP	45.0000	07/30/10	11/01/12	\$2,044.08	\$1,513.23	\$530.85



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Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CHECK PT SOFTWARE TECH F: CHKP	30.0000	11/19/10	11/01/12	\$1,362.72	\$1,304.33	\$58.39
Security Subtotal				\$3,406.80	\$2,817.56	\$589.24
CONTINENTAL RESOURCES: CLR	40.0000	01/10/11	11/01/12	\$2,907.57	\$2,372.84	\$534.73
Security Subtotal				\$2,907.57	\$2,372.84	\$534.73
COSTCO WHSL CORP NEW: COST	20.0000	09/09/10	02/16/12	\$1,675.32	\$1,180.92	\$494.40
COSTCO WHSL CORP NEW: COST	50.0000	09/09/10	11/01/12	\$4,903.89	\$2,952.29	\$1,951.60
Security Subtotal				\$6,579.21	\$4,133.21	\$2,446.00
DISCOVERY COMMUN SER A SERIES A: DISCA	50.0000	05/16/11	11/01/12	\$3,022.43	\$2,214.17	\$808.26
DISCOVERY COMMUN SER A SERIES A: DISCA	60.0000	06/24/11	11/01/12	\$3,626.92	\$2,417.02	\$1,209.90
Security Subtotal				\$6,649.35	\$4,631.19	\$2,018.16
DONALDSON COMPANY INC: DCI	170.0000	03/03/10	11/01/12	\$5,736.01	\$3,586.54	\$2,149.47
Security Subtotal				\$5,736.01	\$3,586.54	\$2,149.47
E M C CORP MASS: EMC	5.0000	12/16/09	11/01/12	\$125.81	\$85.00	\$40.81

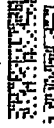
2012 Year-End Schwab Gain/Loss Report

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Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
EM C CORP MASS: EMC	60.0000	12/16/09	11/01/12	\$1,509.69	\$1,020.06	\$489.63
EM C CORP MASS: EMC	25.0000	02/03/10	11/01/12	\$629.04	\$424.75	\$204.29
EM C CORP MASS: EMC	35.0000	02/03/10	11/01/12	\$880.65	\$594.65	\$286.00
EM C CORP MASS: EMC	60.0000	02/03/10	11/01/12	\$1,509.69	\$1,019.39	\$490.30
EM C CORP MASS: EMC	15.0000	08/31/11	11/01/12	\$377.42	\$340.64	\$36.78
EM C CORP MASS: EMC	60.0000	08/31/11	11/01/12	\$1,509.69	\$1,362.56	\$147.13
Security Subtotal				\$6,541.99	\$4,847.05	\$1,694.94
ECOLAB INC: ECL	20.0000	01/20/10	11/01/12	\$1,413.57	\$940.69	\$472.88
ECOLAB INC: ECL	55.0000	02/24/10	11/01/12	\$3,887.31	\$2,303.66	\$1,583.65
Security Subtotal				\$5,300.88	\$3,244.35	\$2,056.53
EMERSON ELECTRIC CO: EMR	35.0000	03/26/08	07/13/12	\$1,561.95	\$1,808.37	(\$246.42)
EMERSON ELECTRIC CO: EMR	40.0000	03/29/10	07/13/12	\$1,785.09	\$1,991.20	(\$206.11)
Security Subtotal				\$3,347.04	\$3,799.57	(\$452.53)



2012 Year-End Schwab Gain/Loss Report

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Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
EXPRESS SCRIPTS HLDG CO: ESRX	80.0000	10/09/06	11/01/12	\$4,995.09	\$1,378.77	\$3,616.32
Security Subtotal				\$4,995.09	\$1,378.77	\$3,616.32
FLIR SYSTEMS INC: FLIR	80.0000	06/18/09	02/06/12	\$2,084.50	\$1,835.01	\$249.49
Security Subtotal				\$2,084.50	\$1,835.01	\$249.49
GILEAD SCIENCES INC: GILD	45.0000	07/17/07	11/01/12	\$3,046.97	\$1,765.55	\$1,281.42
GILEAD SCIENCES INC: GILD	75.0000	08/17/07	11/01/12	\$5,078.29	\$2,811.82	\$2,266.47
Security Subtotal				\$8,125.26	\$4,577.37	\$3,547.89
GOOGLE INC CLASS A: GOOG	3.0000	07/10/09	04/25/12	\$1,829.59	\$1,240.76	\$588.83
GOOGLE INC CLASS A: GOOG	2.0000	07/10/09	11/01/12	\$1,375.51	\$827.18	\$548.33
GOOGLE INC CLASS A: GOOG	3.0000	09/18/09	11/01/12	\$2,063.26	\$1,481.74	\$581.52
GOOGLE INC CLASS A: GOOG	4.0000	03/03/10	11/01/12	\$2,751.02	\$2,185.08	\$565.94
Security Subtotal				\$8,019.38	\$5,734.76	\$2,284.62
HERBALIFE LTD F: HLF	35.0000	09/09/10	05/10/12	\$1,628.27	\$1,025.74	\$602.53

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Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
HERBALIFE LTD F: HLF		35.0000	09/09/10	11/01/12	\$1,795.81	\$1,025.74	\$770.07
Security Subtotal					\$3,424.08	\$2,051.48	\$1,372.60
INTUIT INC: INTU		65.0000	03/21/07	11/01/12	\$3,975.31	\$1,928.02	\$2,047.29
Security Subtotal					\$3,975.31	\$1,928.02	\$2,047.29
JOHNSON CONTROLS INC: JCI		110.0000	12/01/10	03/08/12	\$3,502.27	\$4,165.45	(\$663.18)
Security Subtotal					\$3,502.27	\$4,165.45	(\$663.18)
JUNIPER NETWORKS INC: JNPR		115.0000	04/21/11	11/01/12	\$1,981.63	\$4,598.14	(\$2,616.51)
JUNIPER NETWORKS INC: JNPR		80.0000	09/09/11	11/01/12	\$1,378.53	\$1,708.19	(\$329.66)
Security Subtotal					\$3,360.16	\$6,306.33	(\$2,946.17)
MC DONALDS CORP: MCD		50.0000	11/26/08	10/24/12	\$4,367.53	\$2,832.05	\$1,535.48
Security Subtotal					\$4,367.53	\$2,832.05	\$1,535.48
MONSANTO CO NEW DEL: MON		50.0000	12/17/08	11/01/12	\$4,361.90	\$3,775.17	\$586.73
Security Subtotal					\$4,361.90	\$3,775.17	\$586.73
NATIONAL OILWELL VARCO: NOV		30.0000	06/15/11	11/01/12	\$2,195.35	\$2,100.81	\$94.54
Security Subtotal					\$2,195.35	\$2,100.81	\$94.54

2012 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
NIKE INC CLASS B: NKE	25.0000	01/11/08	11/01/12	\$2,374.95	\$1,510.41	\$864.54
NIKE INC CLASS B: NKE	25.0000	07/08/10	11/01/12	\$2,374.94	\$1,735.07	\$639.87
Security Subtotal				\$4,749.89	\$3,245.48	\$1,504.41
NORFOLK SOUTHERN CORP: NSC	35.0000	07/25/08	05/09/12	\$2,427.07	\$2,442.61	(\$15.54)
NORFOLK SOUTHERN CORP: NSC	30.0000	09/19/10	05/09/12	\$2,080.35	\$1,657.72	\$422.63
Security Subtotal				\$4,507.42	\$4,100.33	\$407.09
NU SKIN ENTERPRISES CL A: NUS	20.0000	05/31/11	11/01/12	\$951.38	\$779.12	\$172.26
NU SKIN ENTERPRISES CL A: NUS	30.0000	09/23/11	11/01/12	\$1,427.07	\$1,303.92	\$123.15
Security Subtotal				\$2,378.45	\$2,083.04	\$295.41
OCCIDENTAL PETE CORP: OXY	30.0000	02/24/10	03/08/12	\$3,029.91	\$2,380.50	\$649.41
OCCIDENTAL PETE CORP: OXY	25.0000	02/24/10	11/01/12	\$1,990.71	\$1,983.75	\$6.96
OCCIDENTAL PETE CORP: OXY	20.0000	11/10/10	11/01/12	\$1,592.56	\$1,683.38	(\$90.82)
Security Subtotal				\$6,613.18	\$6,047.63	\$565.55

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Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PEPSICO INCORPORATED: PEP	60.0000	01/08/10	10/24/12	\$4,111.37	\$3,636.00	\$475.37
Security Subtotal				\$4,111.37	\$3,636.00	\$475.37
PRAXAIR INC: PX	20.0000	06/04/08	09/26/12	\$2,089.80	\$1,941.02	\$148.78
PRAXAIR INC: PX	45.0000	06/04/08	11/01/12	\$4,880.14	\$4,367.30	\$512.84
Security Subtotal				\$6,969.94	\$6,308.32	\$661.62
QUALCOMM INC: QCOM	55.0000	06/14/05	11/01/12	\$3,287.50	\$1,927.14	\$1,360.36
QUALCOMM INC: QCOM	25.0000	04/15/10	11/01/12	\$1,494.32	\$1,076.14	\$418.18
Security Subtotal				\$4,781.82	\$3,003.28	\$1,778.54
ROBERT HALF INTL: RHI	70.0000	01/10/11	02/06/12	\$2,062.06	\$2,227.88	(\$165.82)
Security Subtotal				\$2,062.06	\$2,227.88	(\$165.82)
ROSS STORES INC: ROST	30.0000	06/11/09	06/29/12	\$1,867.38	\$586.65	\$1,280.73
ROSS STORES INC: ROST	5.0000	09/04/09	06/29/12	\$311.23	\$118.17	\$193.06
ROSS STORES INC: ROST	75.0000	09/04/09	11/01/12	\$4,255.40	\$1,772.55	\$2,482.85
Security Subtotal				\$6,434.01	\$2,477.37	\$3,956.64

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Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ROWE T PRICE GROUP INC: TROW	70.0000	04/28/11	11/01/12	\$4,610.10	\$4,520.47	\$89.63
Security Subtotal				\$4,610.10	\$4,520.47	\$89.63
SCHLUMBERGER LTD F: SLB	20.0000	01/29/08	11/01/12	\$1,391.37	\$1,562.82	(\$171.45)
SCHLUMBERGER LTD F: SLB	50.0000	03/05/08	11/01/12	\$3,478.42	\$4,359.38	(\$880.96)
SCHLUMBERGER LTD F: SLB	15.0000	11/10/10	11/01/12	\$1,043.53	\$1,114.29	(\$70.76)
Security Subtotal				\$5,913.32	\$7,036.49	(\$1,123.17)
STRYKER CORP: SYK	50.0000	01/23/06	10/17/12	\$2,662.91	\$2,253.00	\$409.91
Security Subtotal				\$2,662.91	\$2,253.00	\$409.91
TEVA PHARM INDS LTD ADR SPONSORED ADR 1 ADR REP 10: TEVA	50.0000	09/19/08	07/06/12	\$1,964.41	\$2,302.61	(\$338.20)
TEVA PHARM INDS LTD ADR SPONSORED ADR 1 ADR REP 10: TEVA	20.0000	03/29/10	07/06/12	\$785.77	\$1,282.78	(\$497.01)
Security Subtotal				\$2,750.18	\$3,585.39	(\$835.21)
UNITED TECHNOLOGIES CORP: UTX	50.0000	01/09/07	11/01/12	\$3,966.41	\$3,133.50	\$832.91

2012 Year-End Schwab Gain/Loss Report

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Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
UNITED TECHNOLOGIES CORP: UTX	10.0000	05/12/10	11/01/12	\$793.28	\$730.87	\$62.41
Security Subtotal				\$4,759.69	\$3,864.37	\$895.32
VARIAN MEDICAL SYSTEMS: VAR	50.0000	02/02/07	07/13/12	\$2,896.71	\$2,401.31	\$495.40
Security Subtotal				\$2,896.71	\$2,401.31	\$495.40
VISA INC CL A CLASS A: V	25.0000	04/15/10	11/01/12	\$3,597.42	\$2,357.05	\$1,240.37
VISA INC CL A CLASS A: V	30.0000	11/10/10	11/01/12	\$4,316.90	\$2,364.31	\$1,952.59
Security Subtotal				\$7,914.32	\$4,721.36	\$3,192.96
WATERS CORP: WAT	30.0000	05/15/09	11/01/12	\$2,504.84	\$1,299.60	\$1,205.04
Security Subtotal				\$2,504.84	\$1,299.60	\$1,205.04
WELLS FARGO & CO NEW: WFC	35.0000	10/29/09	11/01/12	\$1,186.86	\$992.86	\$194.00
WELLS FARGO & CO NEW: WFC	35.0000	10/29/09	11/01/12	\$1,186.86	\$992.87	\$193.99

2012 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
WELLS FARGO & CO NEW: WFC	65.0000	02/04/11	11/01/12	\$2,204.16	\$2,120.47	\$83.69
Security Subtotal				\$4,577.88	\$4,106.20	\$471.68
Total Long-Term				\$211,957.76	\$166,951.09	\$45,006.67
Total Realized Gain or (Loss)				\$280,747.23	\$236,794.05	\$43,953.18

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.

Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Difference between book cost and report cost (33,956.00)
Adjusted realized gain or (loss) 9,997.18