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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

THE RIDER-POOL FOUNDATION
C/O PNC BANK N.A., TRUSTEE

Number and street (or P O box number if mail is not delivered to street address)

1600 MARKET STREET - TAX DEPT.

A Employer identification number

23-6207356

City or town, state, and ZIP code

PHILADELPHIA, PA 19103-7240

G Check all that apply

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization

Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) J Accounting method Cash Accrual
 ► \$ 10,336,166. (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))

		(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	5,620.		N/A	
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	215,785.	215,785.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	181,426.			
	b Gross sales price for all assets on line 6a	1,177,555.			
	7 Capital gain net income (from Part IV, line 2)		181,426.		
	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		433.		
	12 Total. Add lines 1 through 11	402,831.	397,644.	181 RECEIVED SEP 27 2013 PEN, UT	STATEMENT 2
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	20,029.	15,022.		5,007.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	17,750.	0.		17,750.
	b Accounting fees STMT 4	6,060.	0.		6,060.
	c Other professional fees STMT 5	4,000.	4,000.		0.
	17 Interest				
	18 Taxes STMT 6	6,867.	2.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	98,730.	1,832.		96,898.
	24 Total operating and administrative expenses. Add lines 13 through 23	153,436.	20,856.		125,715.
	25 Contributions, gifts, grants paid	331,500.			331,500.
	26 Total expenses and disbursements. Add lines 24 and 25	484,936.	20,856.		457,215.
	27 Subtract line 26 from line 12	<82,105.>			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0)		376,788.		
	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				
	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				
	b Investments - corporate stock		245,378.		
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 9	8,994,986.	9,146,224.	10,336,166.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		9,240,364.	9,146,224.	10,336,166.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		9,240,364.	9,146,224.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30 Total net assets or fund balances		9,240,364.	9,146,224.	
	31 Total liabilities and net assets/fund balances		9,240,364.	9,146,224.	

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 9,240,364.
2 Enter amount from Part I, line 27a	2 <82,105.>
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 9,158,259.
5 Decreases not included in line 2 (itemize) ►	5 12,035.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 9,146,224.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE ATTACHED GAIN/LOSS REPORT			P		
b LONG-TERM CAPITAL GAIN DISTRIBUTIONS			P		
c SHORT-TERM CAPITAL GAIN DISTRIBUTIONS			P		
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 1,136,612.			996,129.	140,483.	
b 26,797.				26,797.	
c 14,146.				14,146.	
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) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				140,483.	
b				26,797.	
c				14,146.	
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	181,426.
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	331,587.	9,896,280.	.033506
2010	371,866.	9,148,315.	.040649
2009	496,825.	8,155,799.	.060917
2008	711,966.	10,283,701.	.069232
2007	555,567.	12,233,316.	.045414

2 Total of line 1, column (d)

2 .249718

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 .049944

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 9,982,009.

5 Multiply line 4 by line 3

5 498,541.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 3,768.

7 Add lines 5 and 6

7 502,309.

8 Enter qualifying distributions from Part XII, line 4

8 457,215.

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

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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 ► <input type="checkbox"/> and enter "N/A" on line 1.	(attach copy of letter if necessary-see instructions)	1	7,536.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
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-)			
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments			
6a	2012 estimated tax payments and 2011 overpayment credited to 2012	(6a) 7,440. (6b) (6c) 5,280. (6d)	7	12,720.
6b	Exempt foreign organizations - tax withheld at source			
6c	Tax paid with application for extension of time to file (Form 8868).			
6d	Backup withholding erroneously withheld			
7	Total credits and payments Add lines 6a through 6d			
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	(8) 0. (9) (10) 5,184.	8	12,720.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 5,184. Refunded ► 0.			

Part VII-A | Statements Regarding Activities

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. (1b) X.	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?				
c	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.				
d	Did the foundation file Form 1120-POL for this year?	(1c) X.	1c	Yes	No
e	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.				
f	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) X. (4a) X. (4b) (5) X. (6) X. (7) X. (8b) X. (9) X. (10) X.	2	Yes	No
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				
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?				
b	If "Yes," has it filed a tax return on Form 990-T for this year?				
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.				
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?				
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.				
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA				
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation				
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				
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses				

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13		
Website address ► N/A		
14	Telephone no ► 215-585-5597	
Located at ► 1600 MARKET STREET - TAX DEPARTMENT, PHILADELPHIA ZIP+4 ► 19103-7240		
15	► 15 N/A	
16	Yes	No 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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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)?	N/A ►	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a X	
	4b X	

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes No

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)?

Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

►

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 No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

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

N/A

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
PNC BANK N.A. 1600 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE 0.00	20,029.	0.	0.
LEON C. HOLT JR. C/O PNC BANK N.A. 1600 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE 1.00	0.	0.	0.
JOHN P. JONES III C/O PNC BANK N.A. 1600 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE 1.00	0.	0.	0.
JOHN E. MCGLADE C/O PNC BANK N.A. 1600 MARKET STREET PHILADELPHIA, PA 19103	TRUSTEE 1.00	0.	0.	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
NONE				

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

►

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

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

Number of organizations

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

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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	10,134,448.
b Average of monthly cash balances	1b	<429.>
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	10,134,019.
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	10,134,019.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	152,010.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,982,009.
6 Minimum investment return. Enter 5% of line 5	6	499,100.

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	499,100.
2a Tax on investment income for 2012 from Part VI, line 5	2a	7,536.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	7,536.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	491,564.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	491,564.
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	491,564.

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	457,215.
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	457,215.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	457,215.

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

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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				491,564.
2 Undistributed income, if any, as of the end of 2012			114,449.	
a Enter amount for 2011 only				
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. ► \$ 457,215.			114,449.	
a Applied to 2011, but not more than line 2a				
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				342,766.
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				148,798.
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				

THE RIDER-POOL FOUNDATION
C/O PNC BANK N.A., TRUSTEE

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

1

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5).

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:

SEE STATEMENT 10

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

6 Any submission deadlines

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

THE RIDER-POOL FOUNDATION
C/O PNC BANK N.A., TRUSTEE

Form 990-PF (2012)

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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				
ALLENTOWN ART MUSEUM 31 N. FIFTH STREET ALLENTOWN, PA 18101		PUBLIC CHARITY	GENERAL USE OF THE MUSEUM	12,500.
ALLENTOWN ECONOMIC DEVELOPMENT CORPORATION 435 WEST HAMILTON STREET - SUITE 331 ALLENTOWN, PA 18101		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	5,000.
ALLENTOWN SCHOOL DISTRICT FOUNDATION 2915 PARYWAY BOULEVARD ALLENTOWN, PA 18101		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	4,000.
ALLENTOWN SHAKESPEARE IN THE PARK 2104 UNION STREET ALLENTOWN, PA 18104		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
ALLENTOWN SYMPHONY ASSOCIATION INC. 23 N. SIXTH STREET ALLENTOWN, PA 18101		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	6,000.
Total	SEE CONTINUATION SHEET(S)		► 3a	331,500.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Relationship of Activities to the Accomplishment of Exempt Purposes

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No. 1545-0047

2012**Name of the organization**THE RIDER-POOL FOUNDATION
C/O PNC BANK N.A., TRUSTEE**Employer identification number**

23-6207356

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

THE RIDER-POOL FOUNDATION
C/O PNC BANK N.A., TRUSTEE

Employer identification number

23-6207356

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DOROTHY RIDER POOL 4 T/U/W PNC BANK N.A., 620 LIBERTY AVE. PITTSBURGH, PA 15222-2705	\$ 5,620.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)

Name of organization

THE RIDER-POOL FOUNDATION
C/O PNC BANK N.A., TRUSTEE

Employer identification number

23-6207356

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

502367

Schedule K-1
(Form 1065)

THE RIDER-POOL FOUNDATION
C/O PNC BANK N.A., TRUSTEE

23-6207356

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ALLIANCE FOR BUILDING COMMUNITIES 830 HAMILTON MALL ALLENTOWN, PA 18101		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	7,000.
BALLET GUILD OF THE LEHIGH VALLEY INC. 556 MAIN STREET BETHLEHEM, PA 18018		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
BOY SCOUTS OF AMERICA MINSI TRAILS COUNCIL, INC. 991 POSTAL ROAD ALLENTOWN, PA 18103		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
BOYS & GIRLS CLUB OF ALLENBROOK 720 N. SIXTH STREET ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	20,000.
CANCER SUPPORT COMMUNITY OF GREATER LEHIGH VALLEY 3400 BATH PIKE BETHLEHEM, PA 18017		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
CAROL AND EMILY WELLER CENTER FOR HEALTH EDUCATION 325 NORTHHAMPTON STREET EASTON, PA 18042		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
CASA GUADALUPE CENTER 218 NORTH SECOND STREET ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	5,000.
CATHOLIC CHARTIES OF DIOCESE OF ALLENBROOK, INC. 2141 DOWNEYFLAKE LANE ALLENTOWN, PA 18103-4774		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	5,000.
CENTER FOR HUMANISTIC CHANGE, INC. 200 AVENUE A BETHLEHEM, PA 18017		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
CHABAD LUBAVITCH OF THE LEHIGH VALLEY, INC. 4457 CRACKERSPORT ROAD ALLENTOWN, PA 18104		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
Total from continuation sheets				303,000.

THE RIDER-POOL FOUNDATION
C/O PNC BANK N.A., TRUSTEE

23-6207356

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CITISPACE 457 ALLEN STREET ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
CIVIC THEATRE OF ALLENTOWN 527 NORTH 19TH STREET ALLENTOWN, PA 18104		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	3,000.
COMMUNITIES IN SCHOOLS OF THE LEHIGH VALLEY, INC. P. O. BOX 722 ALLENTOWN, PA 18105-0722		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	4,000.
COMMUNITY ACTION COMMITTEE OF THE LEHIGH VALLEY, INC. 1337 E. FIFTH ST BETHLEHEM, PA 18015		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	7,500.
COMMUNITY BIKE WORKS 235 N. MADISON STREET ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	4,000.
COMMUNITY MUSIC SCHOOL 23 N. 6TH ST., 2ND FL. ALLENTOWN, PA 18101		PUBLIC CHARITY	GENERAL USE OF THE SCHOOL	1,000.
COMMUNITY SERVICES FOR CHILDREN INC. 1520 HANOVER AVENUE ALLENTOWN, PA 18109		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	17,500.
DA VINCI SCIENCE CENTER 3145 HAMILTON BLVD. BYPASS ALLENTOWN, PA 18103-3686		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
DESALES UNIVERSITY 2755 STATION AVENUE CENTER VALLEY, PA 18034-9568		PUBLIC CHARITY	GENERAL USE OF THE UNIVERSITY	5,000.
ELWYN 1347 HAUSMAN ROAD ALLENTOWN, PA 18104		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
Total from continuation sheets				

THE RIDER-POOL FOUNDATION
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Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
EMBRACE YOUR DREAMS 424 CENTER STREET - ROOM 300 BETHLEHEM, PA 18018		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
EQUI-LIBRIUM INC. PO BOX 305 SCIOTA, PA 18354		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
EXECUTIVE SERVICE CORPS OF THE LEHIGH VALLEY PO BOX 428 EMMAUS, PA 18049		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
FAMILY ANSWERS, INC. 411 WALNUT STREET ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,500.
GIRL SCOUTS OF EASTERN PENNSYLVANIA, INC. 2633 MORAVIAN AVENUE ALLENTOWN, PA 18103-5596		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
HABITAT FOR HUMANITY INTERNATIONAL, INC. 245 N. GRAHAM STREET ALLENTOWN, PA 18109-2191		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	10,000.
HEALING THROUGH THE ARTS, INC. 6612 CHESTNUT HILL CHURCH ROAD COOPERSBURG, PA 18036		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
HISTORIC BETHLEHEM PARTNERSHIP, INC. 74 WEST BROAD STREET - SUITE 260 BETHLEHEM, PA 18018		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
HUGH MOORE HISTORICAL PARK AND MUSEUMS, INC. 2750 HUGH MOORE PARK ROAD EASTON, PA 18042-7743		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
JEWISH FAMILY SERVICE OF LEHIGH VALLEY 2004 ALLEN STREET ALLENTOWN, PA 18104		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
Total from continuation sheets				

THE RIDER-POOL FOUNDATION
C/O PNC BANK N.A., TRUSTEE

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Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JUDITH'S READING ROOM 5 EAST 3RD STREET - SUITE #1 BETHLEHEM, PA 18015		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
JUNIOR ACHIEVEMENT OF LEHIGH VALLEY, INC. 531 CANAL STREET - SUITE 403 READING, PA 19602		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,500.
LEHIGH COUNTY CONFERENCE OF CHURCHES 534 CHEW STREET ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	10,000.
LEHIGH COUNTY HISTORICAL SOCIETY 432 W. WALNUT STREET ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,500.
LEHIGH UNIVERSITY 27 MEMORIAL DRIVE WEST - ALUMNI MEMORIAL BUILDING BETHLEHEM, PA 18015-3089		PUBLIC CHARITY	GENERAL USE OF THE UNIVERSITY	5,000.
LEHIGH VALLEY ARTS COUNCIL, INC. 840 HAMILTON STREET - SUITE 201 ALLENTOWN, PA 18101		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
LEHIGH VALLEY CENTER FOR INDEPENDENT LIVING 435 ALLENTOWN DRIVE ALLENTOWN, PA 18109		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
LEHIGH VALLEY CHILDREN'S CENTERS, INC. 1501 LEHIGH STREET, SUITE 208 ALLENTOWN, PA 18103		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	4,000.
LEHIGH VALLEY COMMUNITY BROADCASTERS ASSOCIATION 301 BROADWAY BETHLEHEM, PA 18015		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,500.
LEHIGH VALLEY MILITARY AFFAIRS COUNCIL PO BOX 22522 LEHIGH VALLEY, PA 18002-2522		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,500.
Total from continuation sheets				

THE RIDER-POOL FOUNDATION
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Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

THE RIDER-POOL FOUNDATION
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Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LEHIGH VALLEY ZOOLOGICAL SOCIETY 5150 GAME PRESERVE ROAD SCHNECKSVILLE, PA 18078		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,500.
LIFE PATH, INC. 2014 CITY LINE ROAD BETHLEHEM, PA 18017		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
MANITO LIFE CENTER 2160 N. CEDAR CREST BLVD. ALLENTOWN, PA 18104		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
MAYFAIR INC. 2141 DOWNTOWN LANE ALLENTOWN, PA 18103		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
MEALS ON WHEELS OF LEHIGH COUNTY, INC 4234 DORNEY PARK ROAD ALLENTOWN, PA 18104-5727		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
MEALS ON WHEELS OF NORTHAMPTON COUNTY/BETHLEHEM AREA. INC. 4240 FRITCH DRIVE BETHLEHEM, PA 18020		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
MOSSER VILLAGE FAMILY CENTER 614 S. CARLISLE STREET ALLENTOWN, PA 18109		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
NURTURE NATURE CENTER 518 NORTHAMPTON STREET EASTON, PA 18042		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
PENNSYLVANIA PARTNERSHIPS FOR CHILDREN 116 PINE STREET. SUITE 430 HARRISBURG, PA 17101		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	3,000.
PENNSYLVANIA YOUTH THEATRE 25 W. 3RD STREET BETHLEHEM, PA 18015-1214		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
Total from continuation sheets				

THE RIDER-POOL FOUNDATION
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23-6207356

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PINEBROOK FAMILY SERVICES 402 N. FULTON ST ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	5,000.
PLANNED PARENTHOOD OF NORTHEAST AND MID-PENN (PPNMP) P. O. BOX 813 TREXLERTOWN, PA 18087-0813		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
PROJECT OF EASTON INC 320 FERRY STREET EASTON, PA 18042		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
PROMISE NEIGHBORHOODS OF THE LEHIGH VALLEY 347 N. 8TH STREET ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	35,000.
PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA 814 WEST LINDEN STREET ALLENTOWN, PA 18101		RELIGIOUS CHARITY	GENERAL USE OF THE CHURCH	2,000.
REPERTORY DANCE THEATRE 1402 LINDEN STREET ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	3,500.
RESURRECTED COMMUNITY DEVELOPMENT CORPORATION 144 NORTH 9TH STREET ALLENTOWN, PA 18102-3908		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	9,000.
SATORI, LTD. 2985 FAIRFIELD DRIVE NORTH ALLENTOWN, PA 18103		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
SHILOH COMMUNITY SERVICES, INC. 403 PASTOR FRED DAVIS STREET EASTON, PA 18042		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	5,000.
SKILLSUSA COUNCIL 1601 UNION BOULEVARD ALLENTOWN, PA 18109		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	5,000.
Total from continuation sheets				

THE RIDER-POOL FOUNDATION
C/O PNC BANK N.A., TRUSTEE

23-6207356

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ST. LUKE'S NEIGHBORHOOD CENTER 435 NORTH SEVENTH STREET ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
STEPHEN'S PLACE 729 RIDGE STREET BETHLEHEM, PA 18015		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
THE BACH CHOIR OF BETHLEHEM 423 HEKEWELDER PLACE BETHLEHEM, PA 18018		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	10,000.
THE CHILDREN'S HOME OF EASTON 2000 SOUTH 25TH STREET EASTON, PA 18042-6031		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
THE LEHIGH VALLEY CHARTER HIGH SCHOOL FOR THE PERFORMING ARTS 675 E. BROAD STREET BETHLEHEM, PA 18018		PUBLIC CHARITY	GENERAL USE OF THE SCHOOL	2,000.
THE PENNSYLVANIA SHAKESPEARE FESTIVAL OF DESALES UNIVERSITY 2755 STATION AVE. CENTER VALLEY, PA 18034		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	17,500.
THE PROGRAM FOR WOMEN & FAMILIES, INC. - LEHIGH VALLEY 927 HAMILTON STREET ALLENTOWN, PA 18102		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
THE SALVATION ARMY - ALLEN TOWN 144 NORTH 8TH STREET ALLENTOWN, PA 18101		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	10,000.
TOUCHSTONE THEATRE 321 E. FOURTH STREET BETHLEHEM, PA 18015		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
TREATMENT TRENDS INC. PO BOX 685 ALLENTOWN, PA 18105-0685		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
Total from continuation sheets				

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DOMESTIC DIVIDENDS	160,286.	0.	160,286.
DOMESTIC DIVIDENDS	55,277.	0.	55,277.
FOREIGN DIVIDENDS	56.	0.	56.
FOREIGN DIVIDENDS	166.	0.	166.
TOTAL TO FM 990-PF, PART I, LN 4	215,785.	0.	215,785.

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HATTERAS CORE ALTERNATIVES TEI INSTITUTIONAL FUND, L.P.	0.	433.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	433.	

FORM 990-PF

LEGAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GADSDEN, SCHNEIDER & WOODWARD, LLP	17,750.	0.		17,750.
TO FM 990-PF, PG 1, LN 16A	17,750.	0.		17,750.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CAMPBELL, RAPPORD, & YURASITS LLP	2,860.	0.		2,860.
EISNER AMPER LLP	3,200.	0.		3,200.
TO FORM 990-PF, PG 1, LN 16B	6,060.	0.		6,060.

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
BUCK CONSULTANTS INC.	4,000.	4,000.		0.
TO FORM 990-PF, PG 1, LN 16C	4,000.	4,000.		0.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL ESTIMATED EXCISE TAX FORM 990-PF 12/31/2012	1,860.	0.		0.
FEDERAL ESTIMATED EXCISE TAX FORM 990-PF 12/31/2012	1,285.	0.		0.
FEDERAL ESTIMATED EXCISE TAX FORM 990-PF 12/31/2012	1,860.	0.		0.
FOREIGN TAXES ON DIVIDENDS	2.	2.		0.
FEDERAL ESTIMATED EXCISE TAX FORM 990-PF 12/31/2012	1,860.	0.		0.
TO FORM 990-PF, PG 1, LN 18	<u>6,867.</u>	<u>2.</u>		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
2012 SHARED OPERATING EXPENSES WITH DOROTHY RIDER POOL HEALTH CARE TRUST PHILADELPHIA INSURANCE COMPANIES - DIRECTORS & OFFICERS INSURANCE	96,176.	0.	96,176.	
MANAGED ACCOUNT INVESTMENT AND SERVICE FEES	722.	0.	722.	
TO FORM 990-PF, PG 1, LN 23	1,832.	1,832.		0.
	<hr/> 98,730.	<hr/> 1,832.	<hr/>	<hr/> 96,898.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
ADJUSTMENT TO BOOK CARRYING VALUE	1.
ADJUSTMENT IN DIFFERENCE BOOK CARRYING VALUE VS. TAX COST	12,034.
TOTAL TO FORM 990-PF, PART III, LINE 5	12,035.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CASH EQUIVALENTS	COST	119,929.	119,929.
LIMITED PARTNERSHIP	COST	452,500.	490,513.
MUTUAL FUNDS - FIXED	COST	2,672,413.	2,852,137.
MUTUAL FUNDS - EQUITY	COST	5,901,382.	6,868,723.
ROUNDING ADJUSTMENT	COST	0.	1.
ADJUSTMENT TO LIMITED PARTNERSHIP BASED ON AUDIT VALUATION	COST	0.	4,863.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,146,224.	10,336,166.

SUMMARY OF INVESTMENTS

AS OF 12/31/12

ACCOUNT
21-35-501-0435015

THE RIDER-POOL FOUNDATION

CONS

PAGE 1

	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET
PRINCIPAL CASH						
CASH EQUIVALENTS	30,131.93	30,131.93	30,131.93	.297		
FIXED INCOME MUTUAL FUNDS - FIXED	2,593,378.61	2,596,751.25	2,770,325.25	27.279	76,545.16	2.763
EQUITIES						
MUTUAL FUNDS - EQUITY OTHER EQUITY ASSETS	5,897,054.78 452,500.00	6,160,299.17 452,500.00	6,864,693.64 490,513.35	67.595 4.830	126,967.54	1.850
TOTAL EQUITIES	6,349,554.78	6,612,799.17	7,355,206.99	72.425	126,967.54	1.726
TOTAL PRINCIPAL ASSETS	8,973,065.32	9,239,682.35	10,155,664.17	100.000	203,512.70	2.004
CASH EQUIVALENTS	89,797.30	89,797.30	89,797.30	51.126		
FIXED INCOME MUTUAL FUNDS - FIXED	79,034.12	79,015.61	81,812.03	46.580	2,146.74	2.624
EQUITIES						
MUTUAL FUNDS - EQUITY	4,326.81	4,326.81	4,029.71	2.294	18.53	.460
ACCOUNT TOTAL	9,146,223.55	9,412,822.07	10,331,303.21		205,677.97	1.991



STATEMENT OF INVESTMENTS

AS OF 12/31/12

ACCOUNT
21-35-501-0435015THE RIDER-POOL FOUNDATION
CONS

PAGE 2

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
CASH EQUIVALENTS								
30,131.930	BLACKROCK FUNDS MONEY MARKET INSTITUTIONAL SHARES #01 ACCOUNT 21-35-001-0435015	30,131.93	30,131.93	30,131.93	.292			1.000
89,797.300	BLACKROCK FUNDS MONEY MARKET INSTITUTIONAL SHARES #01 (INCOME INVESTMENT) ACCOUNT 21-35-001-0435015	89,797.30	89,797.30	89,797.30	.869			1.000
	TOTAL CASH EQUIVALENTS	119,929.23		119,929.23		119,929.23	1.161	
LIMITED PARTNERSHIPS								
5,228.796	HATTERAS CORE ALTERNATIVES TEI INSTITUTIONAL FUND, L.P. ACCOUNT 21-35-001-0435015	452,500.00	452,500.00	490,513.35	4.748			95.810
	TOTAL LIMITED PARTNERSHIPS	452,500.00		452,500.00		490,513.35	4.748	
MUTUAL FUNDS - FIXED								
100,056.349	FIDELITY ADVISOR FLOATING HIGH INCOME FUND I FUND #279 ACCOUNT 21-35-001-0435015	967,652.01	967,748.58	992,558.98	9.607	31,617.81	3.185	9.920
49,139.307	T ROWE PRICE INTL FD INC INTL BOND FUND FUND #76 ACCOUNT 21-35-001-0435015	479,461.52	479,492.31	496,307.00	4.804	11,302.04	2.277	10.100



STATEMENT OF INVESTMENTS

AS OF 12/31/12

ACCOUNT
21-35-501-0435015

THE RIDER-POOL FOUNDATION

CONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
7,377.099	VANGUARD TOTAL BOND MARKET INDEX FUND CL SIG FD #1351 (INCOME INVESTMENT) ACCOUNT 21-35-001-0435015	79,034.12	79,015.61	81,812.03	.792	2,146.74	2.624	11.090
115,550.881	VANGUARD TOTAL BOND MARKET INDEX FUND CL SIG FD #1351 ACCOUNT 21-35-001-0435015	1,146,265.08	1,149,510.36	1,281,459.27	12.404	33,625.31	2.624	11.090
	TOTAL MUTUAL FUNDS - FIXED	2,672,412.73	2,675,766.86	2,852,137.28	27.607	78,691.90	2.759	
9,596.969	MUTUAL FUNDS - EQUITY ADVISORS INNER CIRCLE FD ICM SMALL CO INSTL CL FD #1229 ACCOUNT 21-35-001-0435015	253,994.95	225,020.47	272,170.04	2.634	1,353.17	.497	28.360
30,782.520	HARBOR INTERNATIONAL FUND CLASS INS FD # 2011 ACCOUNT 21-35-001-0435015	1,555,176.89	1,769,009.41	1,912,210.14	18.509	38,662.85	2.022	62.120
2,569.000	ISHARES CORE S&P MIDCAP ETF ACCOUNT 21-35-001-0435015	250,451.81	250,451.81	261,267.30	2.529	3,727.62	1.427	101.700
56,511.786	LAZARD GLOBAL LISTED INFRASTRUCTURE PORTFOLIO ACCOUNT 21-35-001-0435015	581,937.28	581,937.28	597,449.17	5.783	13,518.92	2.263	10.960
40,167.899	PNCO ALL ASSET FUND INSTL FD #034 ACCOUNT 21-35-001-0435015	501,499.81	501,398.56	505,312.17	4.891	25,868.13	5.119	12.580

PAGE 3



STATEMENT OF INVESTMENTS

AS OF 12/31/12

ACCOUNT
21-35-501-0435015THE RIDER-POOL FOUNDATION
CONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
37,174.196 T ROWE PRICE GROWTH STOCK FD # 40 ACCOUNT 21-35-001-0435015	915,186.89	949,410.31		1,404,441.12	13.594	2,602.19	.185	37.780
168.466 RS EMERGING MARKETS FUND CLASS Y (INCOME INVESTMENT) ACCOUNT 21-35-001-0435015	4,326.81	4,326.81		4,029.71	.039	18.53	.460	23.920
8,537.672 RS EMERGING MARKETS FUND CLASS Y ACCOUNT 21-35-001-0435015	175,553.64	180,725.53		204,221.11	1.977	939.14	.460	23.920
14,860.835 T ROWE PRICE REAL ESTATE FUND FD #122 ACCOUNT 21-35-001-0435015	299,000.00	299,000.00		312,226.14	3.022	6,835.98	2.189	21.010
26,767.628 VANGUARD WINDSOR II FUND ADM FD #573 ACCOUNT 21-35-001-0435015	1,364,253.51	1,403,345.80		1,395,396.45	13.506	33,459.54	2.398	52.130
TOTAL MUTUAL FUNDS - EQUITY	<u>5,901,381.59</u>	<u>6,164,625.98</u>		<u>6,868,723.35</u>	<u>66.484</u>	<u>126,986.07</u>	<u>1.849</u>	
TOTAL INVESTMENTS	<u>9,146,223.55</u>	<u>9,412,822.07</u>		<u>10,331,303.21</u>	<u>100.000</u>	<u>205,677.97</u>	<u>1.990</u>	

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

EDWARD F. MEEHAN, M.P.H., EXECUTIVE DIRECTOR
1050 S. CEDAR CREST BOULEVARD, SUITE 202
ALLENTOWN, PA 18103

TELEPHONE NUMBER

(610) 770-9346

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS ARE ACCEPTED THROUGH AN ELECTRONIC APPLICATION PROCESS. THE APPLICATION CAN BE FOUND AT WEBSITE, WWW.POOLTRUST.ORG TO BEGIN THIS PROCESS. SEE ATTACHED THE RIDER POOL FOUNDATION APPLICATION PROCESS STATEMENT FOR INFORMATION TO INCLUDE IN THE APPLICATION FROM THEIR WEBSITE.

ANY SUBMISSION DEADLINES

YEARLY BY APRIL 1ST FOR FUNDING YEARLY ON JUNE 1ST YEARLY BY AUGUST 15TH
FOR FUNDING YEARLY ON NOVEMBER 1ST

RESTRICTIONS AND LIMITATIONS ON AWARDS

RESTRICTIONS PER THE ATTACHED APPLICATION PROCESS STATEMENT FROM THE RIDER-POOL FOUNDATION WEBSITE.



201 International Circle, Suite 400
Hunt Valley, Maryland 21030 • USA
Tel: 410-771-0001 • Fax: 410-785-9784
www.arthurbellcpas.com

PNC BANK NA CO-TRUSTEE FBO RIDER
POOL FOUNDATION U/A DTD 07/22/57
1050 S CEDAR CREST BLVD
ALLENTEWON, PA 18103-5454

*DOROTHY RIDER POOL
ALLENTEWON, PA 18103-5454
HEALTH CARE TRUST*

Re: Hatteras Core Alternatives TEI Institutional Fund, L.P.

Dear Investor:

Enclosed is your Schedule K-1 (Form 1065) for the Fund's tax year ended December 31, 2012. The Schedule K-1 contains a reconciliation of your investor's capital account (Item L) and your share of the Fund's taxable items of income, gain, deduction and loss and certain other supplemental information necessary to prepare your tax returns.

IRS Circular 230 Disclosure: To ensure compliance with requirements imposed by the IRS, we inform you that any U.S. tax advice contained in any communication (including any attachments) from our firm is not intended or written to be used, and cannot be used, for the purpose of (i) avoiding penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

If you have questions concerning the Fund's tax matters please do not hesitate to contact us. However, please consult your own tax advisor regarding application for your specific circumstances.

Very truly yours,

Arthur F. Bell, Jr. & Associates, L.L.C.

Arthur F. Bell, Jr. & Associates, L.L.C.

Partner Number: 502367

HATTERAS CORE ALTERNATIVES TEI INSTITUTI

20-5921863

SCHEDULE K-1 OTHER INCOME, BOX 11, CODE F

DESCRIPTION	PARTNER FILING INSTRUCTIONS	AMOUNT
SUBPART F INCOME		2,066.
TOTAL TO SCHEDULE K-1, BOX 11, CODE F		2,066.

SCHEDULE K-1 PORTFOLIO DEDUCTIONS
SUBJECT TO THE 2% FLOOR BOX 13, CODE K

DESCRIPTION	PARTNER FILING INSTRUCTIONS	AMOUNT
PORTFOLIO DEDUCTIONS FROM FUND LEVEL ACTIVITIES	FORM 1040, SCHEDULE A, LINE 23	1,633.
TOTAL TO SCHEDULE K-1, BOX 13, CODE K		1,633.

SCHEDULE K-1 CURRENT YEAR INCREASES (DECREASES)

DESCRIPTION	AMOUNT	TOTALS
OTHER INCOME (LOSS)	2,066.	
SCHEDULE K-1 INCOME SUBTOTAL		2,066.
PORTFOLIO DEDUCTIONS	-1,633.	
SCHEDULE K-1 DEDUCTIONS SUBTOTAL		-1,633.
NET INCOME (LOSS) PER SCHEDULE K-1		433.
2012 ACCRUED PROFESSIONAL FEES	-7.	
REVERSAL OF 2011 ACCRUED PROFESSIONAL FEES	5.	
UNREALIZED GAIN/(LOSS) AND OTHER TIMING DIFFERENCES	26,933.	
OTHER INCREASES OR DECREASES SUBTOTAL		26,931.
TOTAL TO SCHEDULE K-1, ITEM L		27,364.

PARTNER NUMBER 502367

SCHEDULE K-1

FOOTNOTES

UNRELATED BUSINESS TAXABLE INCOME

WITH RESPECT TO TAX-EXEMPT ENTITIES, THE FUND DID NOT GENERATE UNRELATED BUSINESS TAXABLE INCOME.

SECTION 6038B TRANSFERS TO A FOREIGN CORPORATION

THE FUND TRANSFERRED CASH TO A FOREIGN CORPORATION DURING THE 2012 TAX YEAR. ACCORDINGLY, YOU MAY HAVE A U.S. FORM 926 REPORTING REQUIREMENT IF YOU HAVE AN AGGREGATE CONTRIBUTION OF \$100,000 OR MORE. WE HAVE PROVIDED BELOW THE FOREIGN CORPORATION'S INFORMATION THAT MAY BE REQUIRED TO BE REPORTED ON U.S. FORM 926 BY YOU, INCLUDING YOUR SHARE OF THE FUND'S CONTRIBUTION TO THE FOREIGN CORPORATION. PLEASE CONSULT YOUR TAX ADVISOR REGARDING THE APPLICATION OF THE INFORMATION TO YOUR PARTICULAR CIRCUMSTANCES.

LINE 1A - NO
LINE 1B - YES
LINE 1C - NO
LINE 1D - NO
LINE 2 - N/A
LINE 3 - HATTERAS CORE ALTERNATIVES OFFSHORE INSTITUTIONAL FUND, LDC
LINE 4 - 98-0522264
LINE 5 - WALKER HOUSE, MARY STREET, PO BOX 908GT GEORGE TOWN
LINE 6 - CJ
LINE 7 - CORPORATION
LINE 8 - YES
LINE 9A - LESS THAN 2%
LINE 9B - LESS THAN 2%
LINE 10 - IRC SECTION 351
LINE 11A-11D - NO
LINE 12 - NO
LINE 13A-13D - NO
LINE 14 - NO
LINE 15A - NO
LINE 15B - N/A
LINE 16 - YES
LINE 17A - NO
LINE 17B - N/A

YOUR SHARE OF CASH CONTRIBUTED TO HATTERAS CORE ALTERNATIVES OFFSHORE INSTITUTIONAL FUND, LDC IS:

0.



THE RIDER-POOL FOUNDATION
FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

THE RIDER-POOL FOUNDATION

Contents

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Financial Statements	
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Statements of cash flows for the years ended December 31, 2012 and 2011	4
Notes to financial statements	5

INDEPENDENT AUDITORS' REPORT

To the Board of Trustees of
The Rider-Pool Foundation

Report on the Financial Statements

We have audited the accompanying financial statements of The Rider-Pool Foundation, which comprise the statements of financial position as of December 31, 2012 and 2011, and the related statements of activities and changes in net assets, and cash flows for each of the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to The Rider-Pool Foundation's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of The Rider-Pool Foundation's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Rider-Pool Foundation as of December 31, 2012 and 2011, and the changes in its net assets and its cash flows for each of the years then ended in accordance with accounting principles generally accepted in the United States of America.



EisnerAmper LLP

Jenkintown, Pennsylvania
May 29, 2013

THE RIDER-POOL FOUNDATION

Statements of Financial Position

	December 31	
	2012	2011
ASSETS		
Cash and cash equivalents	\$ 119,929	\$ 198,850
Accrued interest income	7,201	11,329
Investments, at fair value	<u>10,216,237</u>	<u>9,347,139</u>
	<u>\$ 10,343,367</u>	<u>\$ 9,557,318</u>
LIABILITIES		
Current liabilities:		
Accounts payable	\$ 9,170	\$ 13,710
Grants payable	<u>5,000</u>	<u>32,500</u>
Total current liabilities	<u>14,170</u>	<u>46,210</u>
Long-term liabilities:		
Grants payable	-	4,998
Deferred excise tax	<u>280</u>	<u>345</u>
Total long-term liabilities	<u>280</u>	<u>5,343</u>
Total liabilities	14,450	51,553
NET ASSETS		
Unrestricted	<u>10,328,917</u>	<u>9,505,765</u>
	<u>\$ 10,343,367</u>	<u>\$ 9,557,318</u>

THE RIDER-POOL FOUNDATION

Statements of Activities and Changes in Net Assets

	Year Ended December 31	
	2012	2011
Revenue, gains and other support:		
Interest	\$ 5,620	\$ 5,259
Dividends	225,799	203,997
Capital gain distributions	26,798	38,024
Net realized gain on investments	128,448	305,096
Net unrealized gain (loss) on investments	884,319	(679,470)
	<u>1,270,984</u>	<u>(127,094)</u>
Expenses:		
Program service grants:		
Education	95,003	57,026
Human services	70,000	73,000
Culture and art	46,500	96,000
Community development	87,500	15,000
	<u>299,003</u>	<u>241,026</u>
Management and general:		
Administrative	120,168	119,135
Investment fees	21,861	24,512
Excise tax	6,800	5,413
	<u>148,829</u>	<u>149,060</u>
	<u>447,832</u>	<u>390,086</u>
Change in net assets	823,152	(517,180)
Net assets at beginning of year	9,505,765	10,022,945
Net assets at end of year	<u>\$ 10,328,917</u>	<u>\$ 9,505,765</u>

THE RIDER-POOL FOUNDATION

Statements of Cash Flows

	Year Ended December 31	
	2012	2011
Cash flows from operating activities:		
Change in net assets	\$ 823,152	\$ (517,180)
Adjustments to reconcile change in net assets to net cash used in operating activities:		
Realized and unrealized (gain) loss on investments, net	(1,012,767)	374,374
Decrease in accrued interest income	4,128	359
Increase (decrease) in liabilities:		
Accounts payable	(4,540)	4,677
Accrued excise tax	(65)	(2,000)
Grants payable	<u>(32,498)</u>	<u>20,026</u>
Net cash used in operating activities	<u>(222,590)</u>	<u>(119,744)</u>
Cash flows from investing activities:		
Purchase of investments	(1,591,894)	(3,641,109)
Proceeds from sale of investments	<u>1,735,563</u>	<u>3,899,251</u>
Net cash provided by investing activities	<u>143,669</u>	<u>258,142</u>
Net increase (decrease) in cash and cash equivalents	(78,921)	138,398
Cash and cash equivalents at beginning of year	198,850	60,452
Cash and cash equivalents at end of year	<u>\$ 119,929</u>	<u>\$ 198,850</u>

THE RIDER-POOL FOUNDATION

Notes to Financial Statements December 31, 2012 and 2011

NOTE A - DESCRIPTION OF FOUNDATION

The Rider-Pool Foundation (the "Foundation") was established in 1957 as a private, general purpose foundation to benefit the Lehigh Valley. The Foundation's intent is to serve as a means to improve the quality of life, build on community strengths and increase the region's ability to serve the needs of its citizens. The Foundation's funding program is focused on Education, Human Services, Culture and Art, and Community Development. The Foundation derives its revenue solely from investments.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

[1] Basis of accounting:

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

[2] Basis of presentation:

The Foundation classifies its financial statements to present three classes of net assets: unrestricted, temporarily restricted and permanently restricted. The Foundation has no temporarily or permanently restricted net assets.

[3] Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

[4] Cash and cash equivalents:

For financial statement purposes, the Foundation considers all highly liquid instruments purchased with initial maturities of three months or less to be cash equivalents. Cash and cash equivalents consist of money market accounts held at one major financial institution. The carrying value of cash and cash equivalents approximates fair value.

[5] Investments:

Investments are stated at fair value. Shares of mutual funds are valued at the net asset value of shares held by the Foundation at year-end. Investments in equities are valued using exchange-quoted market prices.

Alternative investments are included in the financial statements at management's estimated fair value based on amounts provided by the management of the investment partnerships (the "partnerships"). The assets of certain of these partnerships are exchange-traded. Other partnerships' assets are nonmarketable and the partnerships' management values the assets based upon available information. The fair values assigned to these assets do not necessarily represent amounts that might ultimately be realized and the differences may be material. The amount of gain or loss associated with these investments is reflected in the accompanying financial statements.

THE RIDER-POOL FOUNDATION

Notes to Financial Statements December 31, 2012 and 2011

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[5] Investments (continued):

Realized and unrealized investment gains and losses are determined by comparing the average cost to proceeds at the time of disposal or to market value at the date of the statements of financial position. These gains and losses and other investment income are included in the statements of activities and changes in net assets.

The primary investment objective of the Foundation is to maximize long-term return through a combination of income and capital appreciation achieved in a prudent manner. The Foundation establishes its annual charitable distributions in proportion to investment returns and the current economic environment.

[6] Grants payable:

Grants payable are recorded when approved by the Foundation and after recipients have met all required significant conditions. Grants payable beyond one year are discounted to present value using a .05% to 3% rate.

[7] Income taxes:

The Foundation is a not-for-profit corporation, which is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code ("Code"). The Foundation is classified as a private foundation as defined in Sections 509(a) and 4940 of the Code and, as such, is subject to federal excise tax on its net investment income and required to make minimum distributions for its exempt purposes. U.S. GAAP requires entities to evaluate, measure, recognize and disclose any uncertain income tax positions taken on their income tax returns. Management has evaluated the impact of this standard on its financial statements and believes that there are no uncertain tax positions. The Foundation recognizes accrued interest and penalties associated with uncertain tax positions, if any, as part of administrative expenses. There was no income tax related interest and penalties recorded for the years ended December 31, 2012 and 2011. The tax returns of the Foundation for the years ended December 31, 2009, 2010 and 2011 are subject to examination by the Internal Revenue Service and other taxing authorities, generally for three years after they were filed.

NOTE C - INVESTMENTS

Investments as of December 31, 2012 and 2011 consist of the following:

	2012		2011	
	Cost	Fair Value	Cost	Fair Value
Money market funds	\$ 119,929	\$ 119,929	\$ 198,850	\$ 198,849
Equities	-	-	245,378	258,327
Mutual funds	8,573,795	9,720,861	8,343,637	8,620,782
Alternative investments	452,500	495,376	452,500	468,030
	<u>\$ 9,146,224</u>	<u>\$ 10,336,166</u>	<u>\$ 9,240,365</u>	<u>\$ 9,545,988</u>

THE RIDER-POOL FOUNDATION

Notes to Financial Statements December 31, 2012 and 2011

NOTE C - INVESTMENTS (CONTINUED)

The relationship between cost and fair value of investments for the years ended December 31, 2012 and 2011 is as follows:

	<u>2012</u>	<u>2011</u>
Beginning January 1:		
Fair value	\$ 9,545,988	\$ 10,040,107
Cost	<u>9,240,365</u>	<u>9,055,014</u>
Fair value over cost	<u>305,623</u>	<u>985,093</u>
Ending December 31:		
Fair value	10,336,166	9,545,988
Cost	<u>9,146,224</u>	<u>9,240,365</u>
Fair value over cost	<u>1,189,942</u>	<u>305,623</u>
Unrealized gain (loss) on investments	884,319	(679,470)
Realized gain on investments	<u>128,448</u>	<u>305,096</u>
	<u><u>\$ 1,012,767</u></u>	<u><u>\$ (374,374)</u></u>

Investment fees amounted to \$21,861 and \$24,512 for the years ended December 31, 2012 and 2011, respectively, and are included in management and general expenses.

NOTE D - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820 defines fair value, establishes a fair value hierarchy and specifies that a valuation technique used to measure fair value shall maximize the use of observable inputs and minimize the use of unobservable inputs. The objective of a fair value measurement is to determine the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). Accordingly, the fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Foundation has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and,
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

THE RIDER-POOL FOUNDATION

Notes to Financial Statements December 31, 2012 and 2011

NOTE D - FAIR VALUE MEASUREMENTS (CONTINUED)

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012.

When available, the Foundation used quoted market prices to determine the fair value of investment securities. Such investments are included in Level 1.

When quoted market prices are not readily available or representative of fair value, pricing determinations are made based on the results of valuation models using observable market data such as recently reported trades, bid and offer information and benchmark securities. These investments are included in Level 2 and consist primarily of U.S. Government debt securities and corporate debt securities.

The Foundation's alternative investments are classified within Level 3 because there are currently no active markets for these funds and the Foundation is not able to obtain independent valuations from market sources. Therefore, the alternative investments are primarily valued based on management's estimated fair value based on amounts provided by the management of the investment partnerships. The assets of certain of these partnerships are exchanged-traded. Other partnerships' assets are nonmarketable and the partnerships' management values the assets based on available information. The fair values assigned to these assets do not necessarily represent amounts that might ultimately be realized and the differences may be material. The total amount of investments measured using Level 3 valuation methodologies represented approximately 5% of total net assets as of December 31, 2012 and 2011.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Foundation believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

There were no significant transfers among Levels 1, 2 and 3 during the years ended December 31, 2012 and 2011.

THE RIDER-POOL FOUNDATION

Notes to Financial Statements December 31, 2012 and 2011

NOTE D - FAIR VALUE MEASUREMENTS (CONTINUED)

The following tables set forth, by level, the Foundation's investments at fair value, within the fair value hierarchy, as of December 31, 2012 and 2011:

	Investments at Fair Value as of December 31, 2012				Total
	Level 1	Level 2	Level 3		
Money market funds	\$ 119,929	\$ -	\$ -	\$ 119,929	
Mutual funds:					
Bank loan fund	992,559	-	-	992,559	
Intermediate term bond	1,363,271	-	-	1,363,271	
International bond	496,307	-	-	496,307	
Large cap growth stock	1,404,441	-	-	1,404,441	
International stock	3,223,225	-	-	3,223,225	
Large cap value stock	1,395,395	-	-	1,395,395	
Mid cap stock	261,267	-	-	261,267	
Real estate fund	312,226	-	-	312,226	
Small cap blend stock	272,170	-	-	272,170	
Alternative investments	-	-	495,376	495,376	
Total investments at fair value	<u>\$ 9,840,790</u>	<u>\$ -</u>	<u>\$ 495,376</u>	<u>\$ 10,336,166</u>	

	Investments at Fair Value as of December 31, 2011				Total
	Level 1	Level 2	Level 3		
Money market funds	\$ 198,850	\$ -	\$ -	\$ 198,850	
U.S. equities	258,326	-	-	258,326	
Mutual funds:					
Bank loan fund	1,005,441	-	-	1,005,442	
Intermediate term bond	1,363,787	-	-	1,363,787	
International bond	483,861	-	-	483,861	
Large cap growth stock	1,462,839	-	-	1,462,839	
International stock	2,596,077	-	-	2,596,077	
Large cap value stock	1,456,522	-	-	1,456,522	
Small cap blend stock	252,255	-	-	252,255	
Alternative investments	-	-	468,030	468,030	
Total investments at fair value	<u>\$ 9,077,958</u>	<u>\$ -</u>	<u>\$ 468,030</u>	<u>\$ 9,545,989</u>	

THE RIDER-POOL FOUNDATION

Notes to Financial Statements December 31, 2012 and 2011

NOTE D - FAIR VALUE MEASUREMENTS (CONTINUED)

A summary of the changes in Level 3 investments measured at fair value for the years ended December 31, 2012 and 2011 is as follows:

	Year Ended December 31, 2012	Multi-Strategy Hedge Fund
Balance - January 1, 2012	\$ 468,030	
Net purchases	-	
Net sales	-	
Realized gains	-	
Unrealized gains, net of fees	<u>27,346</u>	
Balance - December 31, 2012	<u><u>\$ 495,376</u></u>	
	Year Ended December 31, 2011	Multi-Strategy Hedge Fund
Balance - January 1, 2011	\$ 483,768	
Net purchases	-	
Net sales	(15,738)	
Realized gains	-	
Unrealized gains, net of fees	-	
Balance - December 31, 2011	<u><u>\$ 468,030</u></u>	

After the change in unrealized gains of \$27,346, unrealized gains of \$42,876 remain for Level 3 assets still held as of December 31, 2012. Net realized gains and the change in unrealized gains, as shown above, are reflected in realized and unrealized gain (loss) on investments in the accompanying statements of activities and changes in net assets.

NOTE E - GRANTS PAYABLE

Grants authorized but unpaid at year-end are measured at fair value and recorded as a liability. Active grant commitments, to be paid in more than one year, are discounted to present value. All grant commitments at December 31, 2012 are current; therefore, no discount to present value is necessary.

THE RIDER-POOL FOUNDATION

Notes to Financial Statements December 31, 2012 and 2011

NOTE F - RELATED PARTIES

The Foundation is related through common management to the Dorothy Rider Pool Health Care Trust (the "Trust"). The Trust charges the Foundation for certain administrative and program services incurred by the Trust on behalf of the Foundation. The Trust charged the Foundation \$96,176 and \$90,284 for the years ended December 31, 2012 and 2011, respectively.

A Vice President at PNC Institutional Investments serves as an investment advisor and a corporate member of the Board of Trustees of the Foundation. The Foundation holds investments with PNC Institutional Bank. Investment management fees paid to this organization for the years ended December 31, 2012 and 2011 were \$21,861 and \$24,512, respectively.

NOTE G - EXCISE TAX AND DISTRIBUTION REQUIREMENTS

The Foundation is subject to federal excise tax. Federal excise tax is payable at one percent of net investment income if the current year's charitable contributions are greater than the product of (i) the average payout ratio for the past five years and (ii) noncharitable use assets for the year plus one percent of the net investment income in the current year. The Foundation's deferred excise tax liability represents the future tax effect of unrealized net investment gains.

Excise tax expense is comprised of the following for the years ended December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Current year	\$ 6,800	\$ 10,000
Refunded	-	(4,587)
Total	<u>\$ 6,800</u>	<u>\$ 5,413</u>

NOTE H - SUBSEQUENT EVENTS

The Foundation has evaluated subsequent events through May 29, 2013, which is the date the financial statements were available to be issued.

Investments are exposed to various risks, such as interest rate, market risk and credit risk. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in values of investments will occur in the near term. Users of these financial statements should be aware that the financial markets' volatility may significantly impact the subsequent valuation of the Foundation's investments. Accordingly, the valuation of the investments as of December 31, 2012 may not necessarily be indicative of amounts that could be realized in a current market exchange.

As of December 31, 2012, the total value of the investment portfolio, excluding alternative investments, was \$9,840,790. The total value of the investment portfolio, excluding alternative investments, was \$10,418,897 as of April 30, 2013.

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

►

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 THE RIDER-POOL FOUNDATION C/O PNC BANK N.A., TRUSTEE	Employer identification number (EIN) or 23-6207356
	Number, street, and room or suite no. If a P.O. box, see instructions. 1600 MARKET STREET - TAX DEPT.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PHILADELPHIA, PA 19103-7240	

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.

PNC BANK N.A. - 1600 MARKET STREET - TAX DEPARTMENT -

- The books are in the care of ► **PHILADELPHIA, PA 19103-7240**
- Telephone No. ► **215-585-5597** FAX No. ► **866-630-3428**
- 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

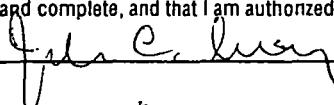
7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED TO GATHER AND REVIEW ALL NEEDED DATA SO THAT A COMPLETE AND ACCURATE RETURN CAN BE PREPARED.

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	\$	8,480.
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	\$	12,720.
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 ►  Title ► ASSISTANT VICE PRESIDENT Date ► **8-7-2013**
 Form 8868 (Rev. 1-2013)

JOHN C. REILLY

REPORT: TMS-TX-23
BANK 21 PNC BANK (21)
REGION 35 PHILADELPHIA
OFFICE 001 C & E

GAIN/LOSS FED/STE REPORT INTERNAL USE ONLY
ACCOUNT 0435015 THE RIDER-POOL FOUNDATION
FROM: 01/01/12 TO: 12/31/12

PAGE: 1
RUN DATE: 08/22/13
TAX CODE OR-OFF SERIAL DATES SEQ LOT# ACQUIRED TRADE UNITS PROCEEDS GAIN / LOSS INFORMATION STATE G/L

ASSET G7665A101 ROWAN COMPANIES PLC
SEDOL B840261 ISIN GB00B6SLMV12
830 000 41771-00001 00000 06/25/12 11/20/12

TOTAL-SHORT
TOTAL-LONG

ASSET G81276100 SIGNET JEWELERS LTD
ISIN BMGB12761002 SEDOL B3CTNK6
830 740 41591-00001 00000 01/19/12 05/24/12
830 740 41633-00001 00000 01/19/12 07/06/12
830 740 41677-00001 00000 01/19/12 08/21/12
830 740 41677-00001 00000 02/15/12 08/21/12

TOTAL-SHORT
TOTAL-LONG

ASSET H01531104 ALLIED WORLD ASSUANCE COMPANY

SEDOL B4LMCN9
ISIN CHO121032772
830 740 41591-00002 00000 01/11/10 05/24/12
830 740 41631-00001 00000 01/11/10 07/03/12
830 000 41771-00002 00000 01/11/10 11/20/12
830 000 41771-00002 00000 10/02/12 11/20/12

TOTAL-SHORT
TOTAL-LONG

9.000 678.40 412.90 265.50 L
53.000 4,213.23 2,431.49 1,781.74 L
49.000 3,872.88 2,247.99 1,624.89 L
49.000 3,872.87 3,826.77 46.10 S

160.000 12,637.38 8,919.15 46.10 S

3,672.13 3,718.23

ASSET M22465104 CHECK POINT SOFTWARE TECH

SEDOL 2181334
ISIN IL0010824113
830 740 41572-00001 00000 01/10/11 05/08/12

TOTAL-LONG
71.000 3,873.04 3,137.21 735.83 L

71.000 3,873.04 3,137.21 735.83

735.83

11.000 302.27 297.77 4.50 S
131.000 3,597.24 3,546.17 51.07 L

360.52 L 360.52 .00
360.52 L 360.52 .00

REPORT: TMS-TX-23
BANK 21 PNC BANK (2
REGION 35 PHILADELPHI
OFFICE 001 C & E

GAIN/LOSS FED/STE REPORT INTERNAL USE ONLY
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TAX CODE OR-OFF SERIAL SEQ LOT# ACQUIRED TRADE
ASSET N63218106 (CONT'D)

ASSET Y0486S104 AVAGO TECHNOLOGIES LTD

142.000	3,899.51	3,843.94	4.50	13.82-L
11.000	367.94	381.76	13.82-S	13.82-L
125.000	4,088.66	4,338.15	249.49-L	249.49-L
136.000	4,456.60	4,719.91	13.82-	13.82-

ASSET 00751Y106 ADVANCED AUTO PARTS WI		480.14 L		480.14 S	
830	000 41771-00005 00000 06/21/12 11/20/12	57.000	4,412.84	3,932.70	.00
	TOTAL-SHORT	57.000	4,412.84	3,932.70	480.14
	TOTAL-LONG				.00
					480.14

ASSET 00758M220 ADVISORS	SMALL CO	INNER INSTL	CIRCLE CL	FD	ICM
FD #1229					
831 000 41584-00001 00000 12/14/07 05/22/12	80.573	2,174.66	2,692.75	2,692.75	518.09-L
831 000 41584-00001 00000 12/18/07 05/22/12	262.147	7,075.34	8,561.72	8,561.72	1,486.38-L
831 000 41761-00001 00000 06/30/08 11/15/12	35.872	980.74	1,114.54	1,114.54	133.80-L
831 000 41761-00001 00000 09/30/08 11/15/12	15.614	426.89	456.23	456.23	29.34-L
831 000 41761-00001 00000 12/31/08 11/15/12	98.388	2,689.93	1,756.23	1,756.23	933.70-L
831 000 41761-00001 00000 06/30/09 11/15/12	36.396	995.07	712.27	712.27	282.80-L
831 000 41761-00001 00000 09/30/09 11/15/12	22.421	612.99	534.08	534.08	78.91-L
831 000 41761-00001 00000 12/31/09 11/15/12	45.609	1,246.95	1,144.78	1,144.78	102.17-L
831 000 41761-00001 00000 03/31/10 11/15/12	26.788	732.38	728.37	728.37	4.01-L
831 000 41761-00001 00000 06/30/10 11/15/12	16.655	455.35	402.22	402.22	53.13-L
831 000 41761-00001 00000 09/30/10 11/15/12	25.351	661.41	661.41	661.41	31.68-L
831 000 41761-00001 00000 12/31/10 11/15/12	16.227	493.05	495.26	495.26	51.61-L
831 000 41761-00001 00000 03/31/11 11/15/12	21.687	592.92	690.72	690.72	97.80-L

REPORT: TMS-TX-23
 BANK 21 PNC BANK (21)
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GAIN/LOSS FED/STE REPORT INTERNAL USE ONLY
 ACCOUNT 0435015 THE RIDER-POOL FOUNDATION
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TAX CODE	OR-OFF SERIAL	DATES		ACQUIRED	TRADE	UNITS	PROCEEDS	GAIN / LOSS		INFORMATION	
		SEQ	LOT#					TAX COST	FEDERAL G/L	STATE G/L	
		TOTAL-LONG				703.728	19,119.96				830.62-
ASSET	00846U101	AGILENT TECHNOLOGIES (IPO)				9,000	367.64	310.57	57.07 S	57.07 L	
830	740	41591-00007	00000 12/20/11	05/24/12		101,000	3,656.16	3,485.28	170.88 S	170.88 L	
830	000	41771-00006	00000 12/20/11	11/20/12		110,000	4,023.80	3,795.85	227.95 00	227.95	
		TOTAL-SHORT									
		TOTAL-LONG									
ASSET	031100100	AMETEK INC NEW				8,000	396.87	333.14	63.73 S	63.73 L	
830	740	41591-00008	00000 11/11/11	05/24/12		500	16.55	13.88	2.67 S	2.67 L	
833	740	41632-00001	00000 11/11/11	07/10/12		17,000	564.91	471.95	92.96 S	92.96 L	
830	740	41642-00001	00000 11/11/11	07/17/12		116,000	4,247.84	3,220.37	1,027.47 L	1,027.47 L	
830	000	41771-00007	00000 11/11/11	11/20/12		78,000	2,856.30	2,568.51	287.79 S	287.79 L	
830	000	41771-00007	00000 08/15/12	11/20/12		80,000	2,929.54	2,752.06	177.48 S	177.48 L	
		TOTAL-SHORT				299.500	11,012.01	9,359.91	624.63 00	624.63 00	
		TOTAL-LONG							1,027.47	1,027.47	
ASSET	032095101	AMPHENOL CORP NEW									
		CL A									
830	740	41591-00009	00000 01/24/06	05/24/12		11,000	588.81	271.15	317.66 L	317.66 L	
830	740	41607-00001	00000 01/24/06	06/12/12		84,000	4,545.34	2,070.60	2,474.74 L	2,474.74 L	
830	000	41771-00008	00000 01/24/06	11/20/12		45,000	2,709.84	1,109.25	1,600.59 L	1,600.59 L	
830	000	41771-00008	00000 07/06/12	11/20/12		56,000	3,372.25	2,964.29	407.96 S	407.96 L	
		TOTAL-SHORT				196,000	11,216.24	6,415.29	407.96 00	407.96 00	
		TOTAL-LONG							4,392.99	4,392.99	
ASSET	036662Q105	ANSYS INC									
830	740	41569-00001	00000 08/30/11	05/03/12		29,000	1,787.23	1,501.31	285.92 S	285.92 L	
830	740	41591-00010	00000 08/30/11	05/24/12		4,000	249.99	207.08	42.91 S	42.91 L	
830	000	41771-00009	00000 08/30/11	11/20/12		48,000	3,226.48	2,484.93	741.55 L	741.55 L	
		TOTAL-SHORT				81,000	5,263.70	4,193.32	328.83 00	328.83 00	
		TOTAL-LONG							741.55	741.55	
ASSET	04351G101	ASCENA RETAIL GROUP INC									
830	740	41562-00001	00000 01/04/12	04/26/12		176,000	3,590.60	2,710.30	880.30 S	880.30 L	
830	000	41771-00010	00000 06/13/12	11/20/12		161,000	3,165.26	3,149.30	15.96 S	15.96 L	

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TAX CODE	OR-OFF SERIAL	DATES		UNITS	PROCEEDS	GAIN / LOSS		INFORMATION			
		SEQ	LOT#			ACQUIRED	TRADE	FEDERAL G/L	STATE G/L		
ASSET 044209104	ASHLAND INC										
830 740 000	41591-00011 00000 05/15/12	05/24/12	80.000	7.000	452.53	461.16	8.63-S	8.63-L			
830 000	41771-00011 00000 05/15/12	11/20/12	80.000	5,544.67	5,270.37	274.30 S	274.30 L				
TOTAL-SHORT		TOTAL-LONG		337.000	6,755.86	5,859.60	896.26	.00	896.26		
ASSET 044209103	ASPEN TECHNOLOGY INC										
830 740 000	41591-00012 00000 08/26/11	05/24/12	23.000	500.46	372.30	128.16 S	128.16 L				
830 000	41771-00012 00000 08/26/11	11/20/12	141.000	3,711.05	2,282.37	1,428.68 L	1,428.68 L				
830 000	41771-00012 00000 11/07/11	11/20/12	138.000	3,632.09	2,454.04	1,178.05 L	1,178.05 L				
TOTAL-SHORT		TOTAL-LONG		87.000	5,997.20	5,731.53	265.67	.00	265.67		
ASSET 045327103	ASSOCIATED ESTATES RLTY CORP										
830 740 000	41480-00001 00000 07/15/11	02/06/12	177.000	2,867.68	3,101.66	233.98-S	233.98-L				
830	000	41771-00011 00000 07/15/11	02/06/12	177.000	2,867.68	3,101.66	233.98-S	.00	233.98-L		
TOTAL-SHORT		TOTAL-LONG									
ASSET 053807103	AVNET INC										
830 740 000	41591-00013 00000 01/28/11	05/24/12	13.000	398.57	456.39	57.82-L	57.82-L				
830 000	41771-00013 00000 01/28/11	11/20/12	159.000	4,556.85	5,582.05	1,025.20-L	1,025.20-L				
TOTAL-LONG		TOTAL-LONG		172.000	4,955.42	6,038.44	1,083.02-				
ASSET 073302101	B/E AEROSPACE INC										
830 740 000	41591-00014 00000 04/05/11	05/24/12	7.000	295.39	253.97	41.42 L	41.42 L				
830 000	41771-00014 00000 04/05/11	11/20/12	77.000	3,370.98	2,793.63	577.35 L	577.35 L				
TOTAL-LONG		TOTAL-LONG		84.000	3,666.37	3,047.60	618.77		618.77		
ASSET 090572207	BIO RAD LABORATORIES INC										
830 740 000	41591-00015 00000 04/16/10	05/24/12	2.000	201.39	215.44	14.05-L	14.05-L				
830 740 000	41605-00001 00000 04/16/10	06/08/12	24.000	2,322.04	2,585.22	263.18-L	263.18-L				

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		SEQ	LOT#	ACQUIRED			TAX COST	FEDERAL G/L	STATE G/L	
TOTAL-LONG										
ASSET	099724106	BORG WARNER INC.			26.000	2,523.43	-	2,800.66	-	277.23-
830	740	41591-00016	00000	09/09/11	5.000	385.94	326.79	59.15 S	59.15 L	
830	740	41723-00001	00000	09/09/11	57.000	4,077.88	3,725.39	352.49 L	352.49 L	
		TOTAL-SHORT			62.000	4,463.82	4,052.18	59.15	59.15	
		TOTAL-LONG						352.49	411.64	
ASSET	117043109	BRUNSWICK CORP			13.000	295.48	342.16	46.68-S	46.68-L	
830	740	41591-00017	00000	03/15/12	158.000	3,422.20	4,158.56	736.36-S	736.36-L	
830	740	41648-00001	00000	03/15/12						
		TOTAL-SHORT			171.000	3,717.68	4,500.72	783.04-	783.04-	
		TOTAL-LONG						.00	.00	
ASSET	125509109	CIGNA CORP			123.000	6,356.50	5,289.00	1,067.50 S	1,067.50 L	
830	000	41771-00015	00000	07/02/12	11/20/12					
		TOTAL-SHORT			123.000	6,356.50	5,289.00	1,067.50	1,067.50	
		TOTAL-LONG						.00	.00	
ASSET	125581801	CIT GROUP INC			74.000	2,723.87	2,553.70	170.17 S	170.17 L	
830	000	41771-00016	00000	06/26/12	11/20/12					
		TOTAL-SHORT			74.000	2,723.87	2,553.70	170.17	170.17	
		TOTAL-LONG						.00	.00	
ASSET	14161H108	CARDTRONICS INC			9.000	257.57	182.33	75.24 S	75.24 L	
830	740	41591-00018	00000	10/04/11	112.000	2,554.72	2,268.99	285.73 L	285.73 L	
830	000	41771-00017	00000	10/04/11	11/20/12					
		TOTAL-SHORT			121.000	2,812.29	2,451.32	75.24	75.24	
		TOTAL-LONG						285.73	360.97	
ASSET	143130102	CARMAX INC			151.000	4,616.75	4,878.55	261.80-S	261.80-L	
830	740	41451-00001	00000	07/25/11	01/06/12					

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				G A I N / L O S S			I N F O R M A T I O N	
TAX CODE	OR-OFF SERIAL	DATES	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L	
		SEQ, LOT# (CONT'D)	ACQUIRED TRADE					
		TOTAL-SHORT						
		TOTAL-LONG						
ASSET	14754D100	CASH AMERICA INTERNATIONAL INC						
830	740	41463-00001 00000 10/13/11 01/18/12		151.000	4,616.75	4,878.55	261.80-.00	
		TOTAL-SHORT						
		TOTAL-LONG						
ASSET	15670R107	CEPHEDOID INC						
830	740	41591-00019 00000 04/25/11 05/24/12		8.000	303.03	248.80	54.23 L	
830	740	41647-00002 00000 04/25/11 07/20/12		97.000	3,366.79	3,016.70	350.09 L	
		TOTAL-SHORT						
		TOTAL-LONG						
ASSET	16117M305	CHARTER COMMUNICATIONS, INC.						
		CLASS A						
830	740	41591-00020 00000 01/13/12 05/24/12		5.000	323.29	285.42	37.87 S	
830	000	41771-00018 00000 01/13/12 11/20/12		66.000	4,631.77	3,767.54	864.23 S	
		TOTAL-SHORT						
		TOTAL-LONG						
ASSET	171340102	CHURCH & DWIGHT INC						
830	740	41565-00001 00000 11/10/11 05/01/12		61.000	3,112.52	2,633.58	478.94 S	
		TOTAL-SHORT						
		TOTAL-LONG						
ASSET	200340107	COMERICA INC						
830	740	41507-00001 00000 10/31/11 03/02/12		112.000	3,314.68	2,886.07	428.61 S	
		TOTAL-SHORT						
		TOTAL-LONG						
ASSET	228368106	CROWN HOLDINGS INC						
830	740	41570-00001 00000 12/15/11 05/04/12		115.000	4,183.00	3,760.55	422.45 S	
		TOTAL-SHORT						
		TOTAL-LONG						

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TAX CODE	OR-OFF SERIAL	DATES	ACQUIRED	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L	
ASSET	229678107 CUBIST PHARMACEUTICALS INC								
830	000 41771-00019 00000 06/12/12 11/20/12	63.000	2,530.03	2,545.87	15.84-S	73.25-S	15.84-L	73.25-L	
830	000 41771-00019 00000 07/20/12 11/20/12	66.000	2,650.50	2,723.75					
	TOTAL-SHORT	129.000	5,180.53	5,269.62	89.09-	.00	89.09-		
	TOTAL-LONG								
ASSET	229899109 CULLEN FROST BANKERS INC								
830	740 41523-00001 00000 08/11/11 03/20/12	65.000	3,844.68	3,128.54	716.14 S	716.14 L			
	TOTAL-SHORT	65.000	3,844.68	3,128.54	716.14	.00	716.14		
	TOTAL-LONG								
ASSET	23918K108 DAVITA HEALTHCARE PARTNERS INC								
830	740 41591-00021 00000 09/15/11 05/24/12	4.000	323.35	295.02	28.33 S	28.33 L			
830	000 41771-00020 00000 09/15/11 11/20/12	52.000	5,888.86	3,835.30	2,053.56 L	2,053.56 L			
	TOTAL-SHORT	56.000	6,212.21	4,130.32	28.33	.00	28.33		
	TOTAL-LONG								
ASSET	25470M109 DISH NETWORK CORP								
830	740 41591-00022 00000 10/10/11 05/24/12	11.000	312.83	301.85	10.98 S	10.98 L			
830	000 41771-00021 00000 10/10/11 11/20/12	131.000	4,557.39	3,594.74	962.65 L	962.65 L			
	TOTAL-SHORT	142.000	4,870.22	3,896.59	10.98	.00	10.98		
	TOTAL-LONG								
ASSET	257651109 DONALDSON INC								
830	740 41591-00023 00000 05/22/12 05/24/12	6.000	215.99	213.21	2.78 S	2.78 L			
830	740 41638-00001 00000 05/22/12 07/11/12	73.000	2,336.63	2,593.99	257.36-S	257.36-L			
	TOTAL-SHORT	79.000	2,552.62	2,807.20	254.58-	.00	254.58-		
	TOTAL-LONG								
ASSET	26884L109 EQT CORPORATION								
830	740 41458-00003 00000 09/07/11 01/12/12	44.000	2,242.08	2,706.32	464.24-S	464.24-L			
830	000 41771-00022 00000 06/04/12 11/20/12	56.000	3,426.57	2,463.64	962.93 S	962.93 L			

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U N I T S	PROCEEDS	TAX COST	STATE FEDERAL G/L
49,000	2,998.24	2,760.72	237.52
	-----	-----	-----
	8,666.89	7,930.68	736.21
	-----	-----	00
49,000	-----	-----	00

ASSET 20077A105 EVERCORE PARTNERS INC

ASSET 3137117206 FEDERAL REALTY INVESTMENT TRUST

ASSET 315807552 FIDELITY ADVISOR FLOWING HIGH INCOME FUND

48,000.00 46,740.66 1,259.34 L 1,259.34 L

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ASSET 315807552	(CONT'D)											
		TOTAL-LONG					4,843.592	48,000.00	46,740.66	1,259.34	1,259.34	
ASSET 316773100	FIFTH THIRD BANCORP						202.000	2,854.21	2,649.09	205.12 \$	205.12 L	
830 740	41528-00002	00000 01/03/12	03/23/12				202.000	2,854.21	2,649.09	205.12 .00	205.12 .00	
		TOTAL-SHORT										
		TOTAL-LONG										
ASSET 317923100	FINISH LINE INC											
		CL A										
830 740	41591-00028	00000 02/17/12	05/24/12				16.000	352.47	383.85	31.38-\$	31.38-L	
830 740	41617-00001	00000 02/17/12	06/20/12				109.000	2,087.99	2,614.95	526.96-\$	526.96-L	
830 740	41617-00001	00000 03/30/12	06/20/12				80.000	1,532.47	1,736.10	203.63-\$	203.63-L	
		TOTAL-SHORT					205.000	3,972.93	4,734.90	761.97-.00	761.97-.00	
		TOTAL-LONG										
ASSET 320209109	FIRST FINANCIAL BANCORP											
830 740	41591-00029	00000 03/02/12	05/24/12				14.000	226.37	223.31	3.06 \$	3.06 L	
830 000	41771-00025	00000 03/02/12	11/20/12				169.000	2,482.57	2,695.67	213.10-\$	213.10-L	
		TOTAL-SHORT					183.000	2,708.94	2,918.98	210.04-.00	210.04-.00	
		TOTAL-LONG										
ASSET 320517105	FIRST HORIZON NATL CORP											
830 740	41591-00030	00000 03/23/12	05/24/12				22.000	191.39	230.56	39.17-\$	39.17-L	
830 740	41611-00001	00000 03/23/12	06/14/12				261.000	2,051.41	2,735.28	683.87-\$	683.87-L	
		TOTAL-SHORT					283.000	2,242.80	2,965.84	723.04-.00	723.04-.00	
		TOTAL-LONG										
ASSET 33616C100	FIRST REPUBLIC BANK/FRAN											
830 740	41591-00031	00000 03/23/12	05/24/12				9.000	296.18	284.92	11.26 \$	11.26 L	
830 000	41771-00026	00000 03/23/12	11/20/12				103.000	3,456.60	3,260.78	195.82 \$	195.82 L	
		TOTAL-SHORT					112.000	3,752.78	3,545.70	207.08 .00	207.08 .00	
		TOTAL-LONG										
ASSET 343498101	FLOWERS FOODS INC											
830 740	41591-00032	00000 11/15/11	05/24/12				15.000	294.89	310.54	15.65-\$	15.65-L	
830 000	41771-00027	00000 11/15/11	11/20/12				178.000	3,917.78	3,685.12	232.66 L	232.66 L	

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								193.000	4,212.67	3,995.66	15.65-	.00
					TOTAL-SHORT						232.66	217.01
					TOTAL-LONG							

ASSET 345550107 FOREST CITY ENTERPRISES

ASSET 349882100 FOSSIL INC

830	740	41487-00001	00000	12/13/11	02/13/12	31.000	3,237.38	2,629.27	608.11	608.11
						31.000	3,237.38	2,629.27	608.11	.00
										608.11
										.00
										608.11

ASSET 365558105 GARDNER DENVER INC

MODEL: 413-1300 CLASS: INS FD # 2011
11 000 413-1300 00000 11/07/06 11/

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								G A I N / L O S S		I N F O R M A T I O N		S T A T E		
TAX	CODE	OR-OFF	S E R I A L	D A T E S	SEQ	L O T #	A C Q U I R E D	U N I T S	P R O C E E D S	T A X	C O S T	F E D E R A L	G / L	G / L
ASSET	428291108	HEXCEL	CORP											
830	740	41591-00035	00000	01/12/12	05/24/12			9,000	230.39	226.78	3,61 S	3,61 L		
830	000	41771-00030	00000	01/12/12	11/20/12			101,000	2,530.00	2,545.03	15,03-S	15,03-L		
				TOTAL-LONG				110,000	2,760.39	2,771.81	11,42-00	11,42-00		
ASSET	445658107	HUNT J B	TRANSPORT SERVICES INC											
830	740	41591-00036	00000	04/08/11	05/24/12			10,000	556.18	445.80	110.38 L	110.38 L		
830	740	41617-00002	00000	04/08/11	06/20/12			23,000	1,370.08	1,025.34	344.74 L	344.74 L		
830	740	41617-00002	00000	07/15/11	06/20/12			35,000	2,084.90	1,649.12	435.78 L	435.78 L		
830	000	41771-00031	00000	07/15/11	11/20/12			65,000	3,858.96	3,062.66	796.30 L	796.30 L		
830	000	41771-00031	00000	07/17/12	11/20/12			7,000	415.58	381.99	33.59 S	33.59 L		
				TOTAL-SHORT				140,000	8,285.70	6,564.91	469.37	469.37		
				TOTAL-LONG							1,251.42	1,251.42		
ASSET	44919P508	IAC /	INTERACTIVECORP-W/1											
830	740	41591-00037	00000	06/01/11	05/24/12			14,000	636.00	518.06	117.94 S	117.94 L		
830	000	41771-00032	00000	06/01/11	11/20/12			162,000	6,846.12	5,994.68	851.44 L	851.44 L		
				TOTAL-SHORT				176,000	7,482.12	6,512.74	117.94	117.94		
				TOTAL-LONG							851.44	851.44		
ASSET	45865V100	INTERCONTINENTAL	EXCHANGE INC											
830	740	41449-00002	00000	01/03/11	01/04/12			23,000	2,679.72	2,765.40	85.68-L	85.68-L		
830	740	41472-00002	00000	01/03/11	01/27/12			22,000	2,571.86	2,645.17	73.31-L	73.31-L		
830	740	41591-00038	00000	05/02/12	05/24/12			2,000	250.51	252.93	2.42-S	2.42-S		
830	000	41771-00033	00000	05/02/12	11/20/12			22,000	2,848.71	2,782.21	66.50 S	66.50 L		
				TOTAL-SHORT				69,000	8,350.80	8,445.71	64.08	64.08		
				TOTAL-LONG							158.99-	158.99-		
ASSET	459902102	INTERNATIONAL GAME	TECHNOLOGY											
830	740	41591-00039	00000	02/15/12	05/24/12			22,000	309.75	330.62	20.87-S	20.87-L		
830	740	41652-00001	00000	02/15/12	07/25/12			268,000	3,361.02	4,027.53	666.51-S	666.51-L		

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UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
290.000	3,670.77	4,358.15	687.38-	.00
				687.38-

ASSET	465685105	ITC HOLDINGS CORP	
830	740	41591-000040	00000 07/11/11 05/24/12
830	000	41771-000035	00000 07/11/11 11/20/12
			TOTAL - SHORT
			TOTAL - LONG

ASSET 50540R409 LABORATORY CORP OF AMERICA HLDG
830 740 41464-00002 00000 08/01/11 01/19/12
TOTAL -SHORT
TOTAL -LONG

ASSET	512807108	LAM RESEARCH CORP					TOTAL - SHORT
830	740	41591-00041	00000	12/15/11	05/24/12		TOTAL - LONG
830	000	41771-00036	00000	12/15/11	11/20/12		

ASSET	516806106	LAREDO PETROLEUM HOLDING INC
830	740	41591-00042 00000 05/10/12 05/24/12
830	000	41771-00037 00000 05/10/12 11/20/12
		TOTAL - SHORT
		TOTAL INC

**ASSET 517942108 LASALLE HOTEL PPTYS
REIT**

830	000	41771-00038	00000	09/02/11	11/20/12	145,000	3,404.59	2,549.58	855.01 L	855.01 L
		TOTAL-SHORT								
		TOTAL-LONG								

ASSET 530322106 LIBERTY MED A CORP
NAME CHG 1/24/2013 SEE 85571Q102
LIBERTY CAPITAL

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830	740	41591-00044	00000	02/15/11	05/24/12		4,000	331.87	325.11	6.76	G/L	
830	000	41771-00039	00000	02/15/11	11/20/12		54,000	5,757.35	4,389.05	1,368.30	L	
TOTAL -LONG							58,000	6,089.22	4,714.16	1,375.06		

ASSET	553530106 MSC INDL DIRECT INC	CL A	DATES	SEQ	LOT#	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	GAIN / LOSS	INFORMATION	STATE
830	740	41591-00045	00000	09/15/11	05/24/12		5,000	361.94	308.44	53.50	S		
830	000	41771-00040	00000	09/15/11	11/20/12		62,000	4,360.98	3,824.71	536.27	L		
TOTAL -SHORT							67,000	4,722.92	4,133.15				
TOTAL -LONG							115,000	3,009.26	3,909.52	900.26-S			
830	740	41719-00003	00000	07/03/12	10/02/12		115,000	3,009.26	3,909.52	900.26-			
TOTAL -SHORT							107,000	4,613.74	3,894.45	719.29	S		
TOTAL -LONG							107,000	4,613.74	3,894.45	719.29			

ASSET	556269108 MADDEN STEVEN LTD	CL A	DATES	SEQ	LOT#	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	GAIN / LOSS	INFORMATION	STATE
830	000	41771-00041	00000	06/20/12	11/20/12		4,000	280.68	219.11	61.57	L		
830	000	41771-00042	00000	06/07/12	11/20/12		60,000	4,210.27	3,457.66	752.61	L		
TOTAL -SHORT							64,000	4,490.95	3,676.77	814.18			
TOTAL -LONG							89,000	2,901.33	2,610.54	290.79			

ASSET	58502B106 MEDNAX INC	CL A	DATES	SEQ	LOT#	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	GAIN / LOSS	INFORMATION	STATE
830	740	41562-00002	00000	02/08/10	04/26/12		4,000	280.68	219.11	61.57	L		
830	740	41562-00002	00000	03/18/10	04/26/12		60,000	4,210.27	3,457.66	752.61	L		
TOTAL -SHORT							64,000	4,490.95	3,676.77	814.18			
TOTAL -LONG							89,000	2,901.33	2,610.54	290.79			

ASSET	587118100 MENS WAREHOUSE INC	CL A	DATES	SEQ	LOT#	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	GAIN / LOSS	INFORMATION	STATE
830	000	41771-00042	00000	06/07/12	11/20/12		68,000	2,216.75	2,010.16	206.59	S		
830	000	41771-00042	00000	06/08/12	11/20/12		21,000	684.58	600.38	84.20	S		
TOTAL -SHORT							89,000	2,901.33	2,610.54	290.79			
TOTAL -LONG							0.00			290.79			

ASSET	59522J103 MID AMER APT CMNTYS INC	CL A	DATES	SEQ	LOT#	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	GAIN / LOSS	INFORMATION	STATE
830	740	41591-00046	00000	08/18/11	05/24/12		5,000	337.99	333.95	4.04	S		
830	000	41771-00043	00000	08/18/11	11/20/12		37,000	2,284.32	2,471.24	186.92	L		
830	000	41771-00043	00000	02/10/12	11/20/12		22,000	1,358.25	1,422.31	64.06-S			
TOTAL -SHORT							0.00			290.79			
TOTAL -LONG							0.00			290.79			

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					G A I N / L O S S			I N F O R M A T I O N		
TAX CODE	OR-OFF	SERIAL	DATES	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L	STATE G/L	
			SEQ LOT#	ACQUIRED	TRADE					
			TOTAL-SHORT							
			TOTAL-LONG							
ASSET	723787107	PIONEER NAT RES CO								
830	740	41591-00052	00000 01/05/12	05/24/12	2,000	199.91	185.80	14.11 S	14.11 L	
830	740	41599-00002	00000 01/05/12	06/04/12	27,000	2,314.23	2,508.30	194.07-S	194.07-L	
			TOTAL-SHORT							
			TOTAL-LONG							
ASSET	727493108	PLANTRONICS INC NEW								
830	740	41477-00001	00000 05/06/11	02/01/12	173.000	6,617.30	6,328.08	289.22 S	289.22 L	
			TOTAL-SHORT							
			TOTAL-LONG							
ASSET	741479109	T ROWE PRICE GROWTH STOCK								
			FD # 40							
831	000	41584-00002	00000 09/27/04	05/22/12	8,642.010	306,100.00	205,939.10	100,160.90 L	100,160.90 L	
831	000	41607-00002	00000 09/27/04	06/14/12	85.131	3,000.00	2,028.67	971.33 L	971.33 L	
831	000	41614-00002	00000 09/27/04	06/21/12	56.545	2,000.00	1,347.47	652.53 L	652.53 L	
			TOTAL-SHORT							
			TOTAL-LONG							
ASSET	74267C106	PROASSURANCE CORPORATION								
830	740	41591-00053	00000 08/09/11	05/24/12	3,000	259.19	213.56	45.63 S	45.63 L	
830	000	41771-00049	00000 08/09/11	11/20/12	42,000	3,666.93	2,989.88	677.05 L	677.05 L	
			TOTAL-SHORT							
			TOTAL-LONG							
ASSET	74972H416	RS EMERGING MARKETS FUND								
			CLASS Y							
831	000	41761-00004	00000 06/19/09	11/15/12	876.808	20,000.00	14,939.72	5,060.28 L	5,060.28 L	
			TOTAL-SHORT							
			TOTAL-LONG							
ASSET	754907103	RAYONIER INC								
830	740	41591-00054	00000 07/08/09	05/24/12	7,000	301.20	162.02	139.18 L	139.18 L	
830	000	41771-00050	00000 07/08/09	11/20/12	83,000	4,062.75	1,921.09	2,141.66 L	2,141.66 L	

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				GAIN / LOSS INFORMATION			
TAX CODE	OR-OFF SERIAL	DATES	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 754907103	(CONT'D)						
		TOTAL-LONG	90.000	4,363.95	2,083.11	2,280.84	2,280.84
ASSET 759509102 RELIANCE STL & ALUM CO							
830 740 41492-00004 00000 1/1/22/11 02/15/12			3.000	158.67	130.76	27.91 S	27.91 L
830 740 41591-00055 00000 04/26/12 05/24/12			6.000	297.47	334.76	37.29-S	37.29-L
830 000 41771-00051 00000 04/26/12 11/20/12			74.000	4,138.72	4,128.73	9.99 S	9.99 L
830 000 41771-00051 00000 05/25/12 11/20/12			48.000	2,684.58	2,304.35	380.23 S	380.23 L
		TOTAL-SHORT	131.000	7,279.44	6,898.60	380.84	380.84
		TOTAL-LONG				.00	
ASSET 772739207 ROCK-TENN CO							
830 740 41450-00002 00000 01/25/11 01/05/12			54.000	3,098.83	3,233.85	135.02-S	135.02-L
		TOTAL-SHORT	54.000	3,098.83	3,233.85	135.02-	.00
		TOTAL-LONG				.00	135.02-
ASSET 776696106 ROPER IND'S INC NEW							
830 740 41591-00056 00000 04/03/12 05/24/12			4.000	402.27	394.76	7.51 S	7.51 L
830 000 41771-00052 00000 04/03/12 11/20/12			42.000	4,743.79	4,145.01	598.78 S	598.78 L
		TOTAL-SHORT	46.000	5,146.06	4,539.77	606.29	.00
		TOTAL-LONG					606.29
ASSET 777779307 ROSETTA RESOURCES INC							
830 740 41576-00003 00000 08/17/11 05/10/12			67.000	2,771.92	3,172.63	400.71-S	400.71-L
		TOTAL-SHORT	67.000	2,771.92	3,172.63	400.71-	.00
		TOTAL-LONG				.00	400.71-
ASSET 77956H104 T ROWE PRICE INT'L FD INC							
FUND #76							
831 000 41761-00005 00000 04/09/10 11/15/12			538.385	5,400.00	5,222.33	177.67 L	177.67 L

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				G A I N / L O S S			I N F O R M A T I O N		STATE G/L
TAX CODE	OR-OFF SERIAL ASSET	DATES SEQ LOT# (CONT'D)	ACQUIRED TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L		
		TOTAL-LONG		538.385	5,400.00	5,222.33	177.67	177.67	
ASSET	78442P106 SLM CORP								
830	740	41451-00002 00000 08/12/10	01/06/12	183.000	2,562.63	2,124.76	437.87 L		
830	740	41451-00002 00000 10/18/11	01/06/12	81.000	1,134.28	1,086.95	47.33 S		
830	740	41591-00057 00000 10/18/11	05/24/12	18.000	240.83	241.55	.72-S		
830	740	41621-00007 00000 10/18/11	06/26/12	19.000	280.44	254.96	25.48 S		
830	000	41771-00053 00000 10/18/11	11/20/12	202.000	3,385.46	2,710.68	674.78 L		
		TOTAL-SHORT		503.000	7,603.64	6,418.90	72.09		
		TOTAL-LONG					1,112.65	1,184.74 .00	
ASSET	78467J100 SS&C TECHNOLOGIES HOLDINGS								
830	740	41591-00058 00000 05/09/12	05/24/12	10.000	230.39	230.91	.52-S		
830	000	41771-00054 00000 05/09/12	11/20/12	115.000	2,578.25	2,663.17	84.92-S		
830	000	41771-00054 00000 07/23/12	11/20/12	45.000	1,008.88	1,109.07	100.19-S		
		TOTAL-SHORT		170.000	3,817.52	4,003.15	185.63-		
		TOTAL-LONG					.00	185.63-	
ASSET	790849103 ST JUDE MEDICAL INC								
830	740	41591-00059 00000 03/24/10	05/24/12	6.000	233.09	242.26	9.17-L		
830	000	41771-00055 00000 03/24/10	11/20/12	69.000	2,457.03	2,786.02	328.99-L		
		TOTAL-LONG		75.000	2,690.12	3,028.28	338.16-	338.16-	
ASSET	834376501 SOLUTIA INC MERGED 7/02/2012 @ \$22.00 P/S SEE 27432100								
830	740	41472-00004 00000 07/01/10	01/27/12	208.000	5,676.31	2,644.95	3,031.36 L		
		TOTAL-LONG		208.000	5,676.31	2,644.95	3,031.36	3,031.36	
ASSET	835898107 SOTHEBY'S								
830	740	41471-00004 00000 11/16/11	01/26/12	63.000	2,179.25	1,985.41	193.84 S	193.84 L	

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TAX CODE	OR-OFF SERIAL	SEQ	DATES	TRADE
ASSET 835898107	(CONT'D)	LOT#	ACQUIRED	

ASSET	88157K101	TESCO	CORP
830	740	41591-00061	00000
830	740	41675-00003	00000
830	740	41675-00003	00000
830	740	41675-00004	00000
830	740	41675-00005	00000
830	740	41675-00006	00000
830	740	41675-00007	00000

TOTAL-LONG

ASSET	886423102	IDEWATER INC					
830	740	41591-00062	00000	01/27/11	05/24/12	6,000	276.83
830	740	41620-00002	00000	01/27/11	06/25/12	73,000	3,231.64
		TOTAL -LONG					
			79,000			3,508.47	4,552.99
ASSET	88706M103	TIM HORTONS INC					
830	740	41577-00001	00000	10/13/11	05/11/12	70,000	3,863.54
		TOTAL -SHORT					
			70,000			3,863.54	3,351.13
		TOTAL -LONG					

ASSET 891894107 TOWERS WATSON & CO

111 1000 2 432 28 2 702 32 270 04-5 270 04-1

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						G A I N / L O S S			I N F O R M A T I O N		
TAX CODE	OR-OFF SERIAL	DATES	SEQ LOT#	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L	
						41.000	2,432.28	2,702.32		270.04-.00	270.04-
		TOTAL-SHORT									
		TOTAL-LONG									
ASSET	91879Q109	VAIL RESORTS INC									
830	740	41520-00004	00000	01/03/12	03/15/12	63.000	2,893.63	2,520.90	372.73 S	372.73 L	
830	740	41576-00004	00000	01/03/12	05/10/12	3.000	131.73	120.04	11.69 S	11.69 L	
830	740	41576-00004	00000	01/19/12	05/10/12	61.000	2,678.44	2,634.96	43.48 S	43.48 L	
		TOTAL-SHORT									
		TOTAL-LONG									
ASSET	920355104	VALSPAR CORP									
830	000	41771-00058	00000	06/27/12	11/20/12	52.000	3,122.01	2,542.87	579.14 S	579.14 L	
		TOTAL-SHORT									
		TOTAL-LONG									
ASSET	921937868	VANGUARD TOTAL BOND MARKET INDEX FUND CL SIG									
		FD #1351									
831	000	41764-00001	00000	09/30/10	11/16/12	303.217	3,399.06	3,299.00	100.06 L	100.06 L	
831	000	41764-00001	00000	10/31/10	11/16/12	308.656	3,460.04	3,361.26	98.78 L	98.78 L	
831	000	41764-00001	00000	11/30/10	11/16/12	300.444	3,367.98	3,244.80	123.18 L	123.18 L	
831	000	41764-00001	00000	12/31/10	11/16/12	313.636	3,515.86	3,324.54	191.32 L	191.32 L	
831	000	41764-00001	00000	01/31/11	11/16/12	314.683	3,527.59	3,329.35	198.24 L	198.24 L	
831	000	41764-00001	00000	02/28/11	11/16/12	243.485	2,729.47	2,573.64	155.83 L	155.83 L	
		TOTAL-LONG									
ASSET	922018304	VANGUARD WINDSOR II FUND ADM									
		FD #573									
831	000	41585-00001	00000	05/03/04	05/23/12	4,109.303	197,000.00	201,643.50	4,643.50-L	4,643.50-L	
831	000	41764-00002	00000	05/03/04	11/16/12	959.616	48,000.00	47,088.36	911.64 L	911.64 L	
		TOTAL-LONG									
ASSET	92345Y106	VERISK ANALYTICS INC CLASS A									
830	740	41591-00063	00000	10/03/11	05/24/12	9.000	433.79	311.65	122.14 S	122.14 L	
830	740	41617-00004	00000	10/03/11	06/20/12	101.000	4,905.46	3,497.43	1,408.03 S	1,408.03 L	

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TAX CODE	OR-OFF SERIAL	SEQ	LOT #	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 92345Y106	(CONT'D)					110,000	5,339.25	3,809.08	1,530.17	.00
TOTAL - SHORT										
TOTAL - LONG										

ASSET	941053100 WASTE CONNECTIONS INC				
830	41540-00002 00000 06/08/11	04/03/12	120.000	3,750.61	3,665.36
			-----	-----	-----
	TOTAL - SHORT		120.000	3,750.61	3,665.36
	TOTAL - LONG				

ASSET 94946T106 WELLCARE HEALTH PLANS, INC.					
830	740	41591-00064	00000	05/03/12	05/24/12
830	740	41628-00003	00000	05/03/12	07/02/12
TOTAL-SHORT					2,997.10
TOTAL-LONG					392.98-
					.00
					392.98-

ASSET	95082P105 WESCO INTERNATIONAL INC			
830	41716-00001 00000 06/20/12 09/27/12	46.000	2,579.37	2,565.98
		46.000	2,579.37	2,565.98
	TOTAL - SHORT			13.39
	TOTAL - LONG			L

ASSET	968223206	WILLEY JOHN A SONS INC	
830	000	41771-00059 00000 07/09/12 11/20/12	
		TOTAL-SHORT	195.36-L
		TOTAL-LONG	195.36-
			.00
			195.36-

ASSET	978097103	WOLVERINE WORLD WIDE INC			385.86-L
830	740	41446-00005	00000	07/13/11 01/03/12	
				71.000	2,450.52
					2,836.38
					385.86-S

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ASSET 978097103 (CONT'D)

ASSET	98310W108	WYNDHAM	WORLDWIDE	CORP
830	740	41576-00005	00000	02/07/11 05
830	740	41591-00066	00000	02/07/11 05
830	740	41610-00003	00000	02/07/11 06
830	000	41771-00061	00000	02/07/11 11

STATE	LISTED	SALES-TOTAL	LONG
FEDERAL	LISTED	SALES-TOTAL	SHORT LONG

**GRAND TOTAL -SHORT
-LONG**
CARRYOVER (CURRENT)

.00 L .00 L

**G A I N / L O S S I N F O R M A T I O N S T A T E
P R O C E E D S T A X C O S T F E D E R A L G / L**

71.000	2,450.52	2,836.38	385.86-	385.86-
			.00	.00

56.000	2,897.38	1,695.99	1,201.39	L
7.000	347.82	212.00	135.82	L
40.000	2,033.66	1,211.42	822.24	L
49.000	2,427.89	1,483.99	943.90	L
152.000	7,706.75	4,603.40	3,103.35	L
				3,103.35

36,236.306	1136,611.85	996,129.03	.00	140,482.82
7,673.500	273,111.89	265,902.88	7,209.01	.00
28,562.806	863,499.96	730,226.15	133,273.81	.00
			26,797.21 L	.00 L
			=====	=====
36,236.306	1136,611.85	996,129.03	7,209.01	.00
			160,071.02	140,482.82

1.00 L
0.00 M
0.00 S

**ABOUT US****FOCUS AREAS****EXECUTIVE DIRECTOR'S MESSAGE****BOARD OF TRUSTEES****STAFF****APPLICATION PROCESS****HIGHLIGHTED PROGRAMS****ANNUAL REPORT****NEWS****CONTACT US**

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PROPOSAL IN PROGRESS**

APPLICATION PROCESS

All requests are reviewed and evaluated by The Foundation's Executive Director. Final approval is determined by The Foundation's Board of Trustees. Proposals are accepted throughout the calendar year. Awards are made for unsolicited proposals twice a year. For consideration for funding by June 1st, proposals must be submitted by **April 1st**. For consideration for funding by November 1st, proposals must be submitted by **August 15th**. Requests are accepted through an electronic application process. Please visit our website, www.pooltrust.org to begin this process.

Requests should be as concise as possible and include:

1. A description of need;
2. Specific objectives (what you plan to accomplish with the funds);
3. A work plan to accomplish these objectives, including a time schedule;
4. A proposed method of evaluating project effectiveness;
5. A fully defined budget that includes all sources of financial support, committed and pending;
6. Evidence of the organization's not-for-profit tax status;
7. Current Board of Directors (We also would like to hear about how your Board reflects the population you serve.)

The Foundation is restricted from providing funds to individuals, legislative or lobbying efforts, political or fraternal organizations or organizations outside the United States and its territories. The Foundation as a policy does not provide operating or capital funds to sectarian institutions, hospitals, organizations or programs in which funds will be used primarily for the propagation of religion. Further, The Foundation does not underwrite charitable or testimonial dinners, fund-raising events or related advertising or the subsidization of books, mailings or articles in professional journals.

Please contact our office with any inquiries or questions.