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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation POOR RICHARD'S CHARITABLE TRUST		A Employer identification number 23-7909451
Number and street (or P.O. box number if mail is not delivered to street address) C/O FAIRMAN GROUP LLC, 899 CASSATT RD	Room/suite 115	B Telephone number 610-889-7300
City or town, state, and ZIP code BERWYN, PA 19312		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12,995,864.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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	5,013.		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	100,341.	100,341.		STATEMENT 1
	4 Dividends and interest from securities	104,309.	104,309.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,034,650.			
	b Gross sales price for all assets on line 6a	2,007,733.			
	7 Capital gain net income (from Part IV, line 2)		1,034,650.		
	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					
12 Total. Add lines 1 through 11	1,244,313.	1,239,300.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	2,730.	0.		0.
	b Accounting fees STMT 4	5,208.	0.		0.
	c Other professional fees STMT 5	30,108.	29,755.		0.
	17 Interest				
	18 Taxes STMT 6	30,000.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses STMT 7	424.	0.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23	68,470.	29,755.		0.	
25 Contributions, gifts, grants paid	942,095.			942,095.	
26 Total expenses and disbursements. Add lines 24 and 25	1,010,565.	29,755.		942,095.	
27 Subtract line 26 from line 12	233,748.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		1,209,545.			
c Adjusted net income (if negative, enter -0-)			N/A		

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		2,763.	12,160.	12,160.			
	2	Savings and temporary cash investments		599,700.	1,104,503.	1,098,467.			
	3	Accounts receivable							
		Less: allowance for doubtful accounts							
	4	Pledges receivable							
		Less: allowance for doubtful accounts							
	5	Grants receivable							
	6	Receivables due from officers, directors, trustees, and other disqualified persons							
	7	Other notes and loans receivable							
		Less: allowance for doubtful accounts							
	8	Inventories for sale or use							
	9	Prepaid expenses and deferred charges							
	10a	Investments - U.S. and state government obligations	STMT 10	2,220,284.	2,412,435.	2,506,901.			
	b	Investments - corporate stock	STMT 11	3,048,386.	2,933,828.	3,813,789.			
	c	Investments - corporate bonds	STMT 12	1,883,276.	1,519,191.	1,501,709.			
Liabilities	11	Investments - land, buildings, and equipment: basis							
		Less: accumulated depreciation							
	12	Investments - mortgage loans							
	13	Investments - other	STMT 13	3,633,365.	3,646,407.	4,062,838.			
	14	Land, buildings, and equipment: basis							
		Less: accumulated depreciation							
	15	Other assets (describe)							
	16	Total assets (to be completed by all filers)		11,387,774.	11,628,524.	12,995,864.			
	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.				
	24	Unrestricted							
	25	Temporarily restricted							
	26	Permanently restricted							
	27	Capital stock, trust principal, or current funds		0.	0.				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.				
	29	Retained earnings, accumulated income, endowment, or other funds		11,387,774.	11,628,524.				
	30	Total net assets or fund balances		11,387,774.	11,628,524.				
	31	Total liabilities and net assets/fund balances		11,387,774.	11,628,524.				

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	11,387,774.
2	Enter amount from Part I, line 27a	2	233,748.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	14,848.
4	Add lines 1, 2, and 3	4	11,636,370.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 9	5	7,846.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,628,524.

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 MELLON #0010 (SEE ATTACHED)	P	VARIOUS	12/31/12
b MELLON #0010 (SEE ATTACHED)	P	VARIOUS	12/31/12
c THE VITTORIA OFFSHORE FUND LTD	P	VARIOUS	12/31/12
d VERITABLE REGIMENT PARTNERS LP	P	VARIOUS	12/31/12
e CAPITAL GAINS DIVIDENDS			

(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 262,043.		254,334.	7,709.
b 1,739,322.		718,749.	1,020,573.
c 4,926.			4,926.
d 583.			583.
e 859.			859.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			7,709.
b			1,020,573.
c			4,926.
d			583.
e			859.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	1,034,650.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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	873,870.	13,363,535.	.065392
2010	892,087.	13,141,848.	.067881
2009	903,445.	12,173,922.	.074211
2008	1,404,420.	12,552,802.	.111881
2007	481,800.	12,104,455.	.039804

2 Total of line 1, column (d)	2	.359169
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	.071834
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,037,795.
5 Multiply line 4 by line 3	5	936,557.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,095.
7 Add lines 5 and 6	7	948,652.
8 Enter qualifying distributions from Part XII, line 4	8	942,095.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)		
b	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	1	24,191.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	24,191.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	24,191.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	32,025.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	37,025.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,834.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 12,834. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► LISA S. ROBERTS & DAVID SELTZER Telephone no ► 215-246-2300 Located at ► 724 PINE STREET, PHILADELPHIA, PA ZIP+4 ► 19106-4005			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
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"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (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"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?	1b	
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)):	1c	X
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"/> 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"/> 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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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****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**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

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

X

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
LISA S. ROBERTS 724 PINE STREET PHILADELPHIA, PA 191064005	TRUSTEE 0.00	0.	0.	0.
DAVID SELTZER 724 PINE STREET PHILADELPHIA, PA 191064005	TRUSTEE 0.00	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

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
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2012)

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	8,446,086.
b	Average of monthly cash balances	1b	904,338.
c	Fair market value of all other assets	1c	3,885,916.
d	Total (add lines 1a, b, and c)	1d	13,236,340.
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	13,236,340.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	198,545.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,037,795.
6	Minimum investment return. Enter 5% of line 5	6	651,890.

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	651,890.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	24,191.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	24,191.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	627,699.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	627,699.
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	627,699.

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	942,095.
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	942,095.
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	942,095.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				627,699.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	781,730.			
c From 2009	300,358.			
d From 2010	291,461.			
e From 2011	232,866.			
f Total of lines 3a through e	1,606,415.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	942,095.			
a Applied to 2011, but not more than line 2a			0.	
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				627,699.
e Remaining amount distributed out of corpus	314,396.			
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:	1,920,811.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				0.
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	1,920,811.			
10 Analysis of line 9				
a Excess from 2008	781,730.			
b Excess from 2009	300,358.			
c Excess from 2010	291,461.			
d Excess from 2011	232,866.			
e Excess from 2012	314,396.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

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

Tax year

Prior 3 years

(a) 2012

(b) 2011

(c) 2010

(d) 2009

(e) Total

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon.

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter.

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT A			TO FUND THE OPERATIONAL BUDGETS OF THE VARIOUS CHARITABLE ORGANIZATIONS	942,095.
Total			▶ 3a	942,095.
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0.

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

- | | | Yes | No |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name	
----------------------------	--

LEE A. PROFY

Preparer's signature ✓

Date	
------	--

Check ☐ self-employed

PTIN

P00772423

Firm's name	▶ THE FAIRMAN GROUP LLC
Firm's address	▶ 899 CASSATT ROAD, SUITE 115 BERWYN, PA 19312

Firm's EIN ► 48-1259643

Phone no 610-889-7300

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

Employer identification number

POOR RICHARD'S CHARITABLE TRUST

23-7909451

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 the greater 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

Employer identification number

POOR RICHARD'S CHARITABLE TRUST

23-7909451

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	LISA S. ROBERTS 724 PINE ST PHILADELPHIA, PA 19106	\$ 5,013.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number

23-7909451

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

[illegible]

Name of organization

Employer identification number

POOR RICHARD'S CHARITABLE TRUST

23-7909451

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST ON US OBLIGATIONS	19,551.
MELLON ACCT #108447B0110	80,502.
MERRILL LYNCH ACCT #877-04C01	288.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	100,341.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MELLON ACCT #108447B0110	95,633.	0.	95,633.
MELLON ACCT #108447B0110	859.	859.	0.
OID ON US TRESUARY INVESTMENTS	5,688.	0.	5,688.
VERITABLE REGIMENT PARTNERS, LP	2,988.	0.	2,988.
TOTAL TO FM 990-PF, PART I, LN 4	105,168.	859.	104,309.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,730.	0.		0.
TO FM 990-PF, PG 1, LN 16A	2,730.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,208.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	5,208.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	29,610.	29,610.		0.
BANK FEES	113.	0.		0.
MAILBOX FEES	240.	0.		0.
K-1 EXPENSES	80.	80.		0.
CUSTODY FEES	65.	65.		0.
TO FORM 990-PF, PG 1, LN 16C	30,108.	29,755.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2012 ESTIMATED FEDERAL EXCISE TAXES	10,000.	0.		0.
2011 FEDERAL EXCISE TAXES PAID IN 2012	20,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	30,000.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUPPLIES	424.	0.		0.
TO FORM 990-PF, PG 1, LN 23	424.	0.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
INTEREST TIMING ADJUSTMENT	2,678.
M-1 ADJUSTMENT - VERITABLE REGIMENT PARTNERS, LP	8,110.
TIPS TIMING ADJUSTMENT	4,060.
TOTAL TO FORM 990-PF, PART III, LINE 3	14,848.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
DIVIDEND TIMING ADJUSTMENT	5,812.
OTHER TIMING ADJUSTMENTS	2,034.
TOTAL TO FORM 990-PF, PART III, LINE 5	7,846.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	10
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL OBLIGATIONS (SEE STATEMENT D)		X	1,805,786.	1,848,077.
US GOVERNMENT BONDS (SEE STATEMENT D)	X		606,649.	658,824.
TOTAL U.S. GOVERNMENT OBLIGATIONS			606,649.	658,824.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,805,786.	1,848,077.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,412,435.	2,506,901.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK (SEE STATEMENT B)	2,933,828.	3,813,789.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,933,828.	3,813,789.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS (SEE STATEMENT C)	1,519,191.	1,501,709.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,519,191.	1,501,709.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VITTORIA OFFSHORE FUND	COST	1,954,634.	2,245,287.
PLEIADES OFFSHORE FUND	COST	1,443,571.	1,570,696.
VERITABLE REGIMENT LP	COST	248,202.	246,855.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,646,407.	4,062,838.

POOR RICHARD'S CHARITABLE TRUST
 CHARITABLE CONTRIBUTIONS
 FYE: 12/31/12

DATE	NAME OF RECIPIENT	RELATIONSHIP	STATUS OF RECIPIENT	PURPOSE	TOTAL PAID
10-Jan	Starfinder Foundation	None	501(c)3	To Fund the recipient's operating budget	50,000.00
10-Jan	Philadelphia Central Development Corp.	None	501(c)3	To Fund the recipient's operating budget	25,000.00
10-Jan	Trustees of the University of Pennsylvania	None	501(c)3	To Fund the recipient's operating budget	25,000.00
17-Jan	Philadelphia Museum of Art / Collab	None	501(c)3	To Fund the recipient's operating budget	1,000.00
8-Feb	Fleisher Art Memorial	None	501(c)3	To Fund the recipient's operating budget	5,000 00
20-Feb	Economy League of Greater Philadelphia	None	501(c)3	To Fund the recipient's operating budget	9,000.00
21-Feb	National Breast Cancer Coalition	None	501(c)3	To Fund the recipient's operating budget	2,000 00
24-Feb	Greater Philadelphia Film Office	None	501(c)3	To Fund the recipient's operating budget	2,000 00
4-Mar	Philadelphia Museum of Art	None	501(c)3	To Fund the recipient's operating budget	25,000 00
4-Mar	Cooper-Hewitt	None	501(c)3	To Fund the recipient's operating budget	25,000 00
4-Mar	Steppingstone Scholars	None	501(c)3	To Fund the recipient's operating budget	10,000 00
4-Mar	Women's Medical Fund	None	501(c)3	To Fund the recipient's operating budget	5,000 00
12-Mar	Starfinder Foundation	None	501(c)3	To Fund the recipient's operating budget	20,000 00
2-Apr	PEC People's Emergency Center	None	501(c)3	To Fund the recipient's operating budget	2,000 00
1-May	Cooper Hewitt Media Event	None	501(c)3	To Fund the recipient's operating budget	10,000 00

POOR RICHARD'S CHARITABLE TRUST
 CHARITABLE CONTRIBUTIONS
 FYE: 12/31/12

DATE	NAME OF RECIPIENT	RELATIONSHIP	STATUS OF RECIPIENT	PURPOSE	TOTAL PAID
1-May	Jewish Federation of Greater Philadelphia	None	501(c)3	To Fund the recipient's operating budget	5,000 00
1-May	Charter Highschool of Agncultural Design	None	501(c)3	To Fund the recipient's operating budget	25,000.00
1-May	Vassar College	None	501(c)3	To Fund the recipient's operating budget	5,000.00
1-May	Atwater-Kent Museum	None	501(c)3	To Fund the recipient's operating budget	5,000.00
1-May	Philadelphia Children's Alliance	None	501(c)3	To Fund the recipient's operating budget	2,000 00
27-Jun	Philadelphia Live Arts	None	501(c)3	To Fund the recipient's operating budget	5,000 00
27-Jun	University of the Arts Design Philadelphia	None	501(c)3	To Fund the recipient's operating budget	10,000.00
6-Jul	Cooper Hewitt National Design Museum	None	501(c)3	To Fund the recipient's operating budget	12,500 00
16-Jul	Crested Butte Land Trust	None	501(c)3	To Fund the recipient's operating budget	1,000 00
13-Jul	Starfinder Foundation	None	501(c)3	To Fund the recipient's operating budget	50,000 00
16-Jul	Need in Deed	None	501(c)3	To Fund the recipient's operating budget	2,500 00
16-Jul	Corporate Design Foundation	None	501(c)3	To Fund the recipient's operating budget	1,000 00
16-Jul	CB Mountain Hentage Museum	None	501(c)3	To Fund the recipient's operating budget	1,000 00
20-Aug	Cooper-Hewitt National Design Museum	None	501(c)3	To Fund the recipient's operating budget	5,000 00
15-Sep	Congregation Rodeph Shalom	None	501(c)3	To Fund the recipient's operating budget	14,695 00
25-Sep	Cooper-Hewitt, In Memory of Bill	None	501(c)3	To Fund the recipient's operating budget	10,000 00

POOR RICHARD'S CHARITABLE TRUST
 CHARITABLE CONTRIBUTIONS
 FYE: 12/31/12

DATE	NAME OF RECIPIENT	RELATIONSHIP	STATUS OF RECIPIENT	PURPOSE	TOTAL PAID
26-Nov	Philadelphia Museum of Arts - Bonovitz Exhibit	None	501(c)3	To Fund the recipient's operating budget	5,000 00
29-Nov	Cooper-Hewitt Holiday Event	None	501(c)3	To Fund the recipient's operating budget	400 00
12-Dec	Philabundance	None	501(c)3	To Fund the recipient's operating budget	2,500 00
12-Dec	Arsenal for the Arts	None	501(c)3	To Fund the recipient's operating budget	1,000 00
12-Dec	Preservation Alliance of Greater Philadelphia	None	501(c)3	To Fund the recipient's operating budget	5,000 00
12-Dec	Hidden City Philadelphia	None	501(c)3	To Fund the recipient's operating budget	5,000 00
14-Dec	Vassar College	None	501(c)3	To Fund the recipient's operating budget	2,500 00
18-Dec	Cooper-Hewitt Museum	None	501(c)3	To Fund the recipient's operating budget	400,000 00
18-Dec	Collab Design Excellence Award	None	501(c)3		150,000 00
					<u>942,095.00</u>

POOR RICHARD'S CHARITABLE TRUST
INVESTMENTS - CORPORATE STOCK
EIN: 23-7909451
12/31/12

ENDING VALUES AT 12/31/12

# SH	NAME OF SECURITY	BOOK VALUE	FMV
21,134	GATEWAY TR GATEWAY FD	521,671	573,142
6,615	MIDCAP SPDR TR UNIT SER I	785,862	1,228,472
9,200	SPDR TRUST SERIES I	1,141,374	1,310,172
5,390	ENERGY SELECT SECTOR SPDR FUND	223,901	384,954
672.672	MERGER FD SH BEN INT	10,502	10,648
2,615	SPDR S&P DIVIDEND ETF	125,259	152,088
3,125	VANGUARD HIGH DIVIDEND YIELD ETF	125,259	154,313
		<u>2,933,828</u>	<u>3,813,789</u>

POOR RICHARD'S CHARITABLE TRUST
INVESTMENTS - FIXED INCOME
EIN: 23-7909451
12/31/12

ENDING VALUES AT 12/31/12

PAR VALUE	DESCRIPTION	BOOK	FMV
100,000	UNITED PARCEL SERVICE	102,201	100,143
100,000	JOHNSON & JOHNSON	108,585	120,648
50,000	GENERAL ELECTRIC	53,508	54,146
75,000	GOLDMAN SACHS GROUP	75,000	72,075
100,000	WAL MART STORES	108,790	109,519
50,000	JPMORGAN CHASE & CO	50,000	49,415
50,000	COLGATE PALMOLIVE CO	52,642	50,736
50,000	3M COMPANY	52,674	51,279
75,000	COCA COLA CO	76,427	77,818
50,000	GLAXOSMITHKLINE CAP INC	53,939	50,839
100,000	CORNELL UNIVERSITY	108,151	103,809
100,000	BERKSHIRE HATHAWAY INC	103,782	105,278
125,000	PROCTER & GAMBLE CO	122,997	129,216
50,000	HONEYWELL INTERNATIONAL INC	57,254	57,190
75,000	WELLS FARGO & COMPANY	77,537	81,083
	TOTAL CORPORATE BONDS	1,203,487	1,213,194
41,889	PIMCO COMMODITY REAL RETURN	315,704	288,515
		-	-
	OTHER FIXED INCOME	315,704	288,515
	TOTAL TO PART II, LINE 10C	1,519,191	1,501,709

ENDING VALUES AT 12/31/12

PAR VALUE	DESCRIPTION	BOOK	FMV
100,000	FEDERAL FARM CREDIT BANK	97,980	107,420
269,352.50	UNITED STATES TREASURY INFLATION	301,715	327,032
50,000	FEDERAL FARM CREDIT BANK	47,273	52,111
100,000	TENN VALLEY AUTHORITY	104,934	120,941
50,000	TENN VALLEY AUTHORITY	54,747	51,320
	TOTAL US GOVERNMENT OBLIGATIONS	606,649	658,824
50,000	JOHNSON CNTY KANS SCH DIST NO 233	50,676	53,699
75,000	WASHINGTON CNTY PA	75,000	75,195
75,000	WASHINGTON ST	75,000	78,612
85,000	ALLEN CNTY IND WAR MEM COLISEUM	85,448	89,796
115,000	NY ST DORM AUTH ST PERS INC TAX REV	112,759	119,624
100,000	SWATHMORE BORO PA AUTH	100,000	104,364
100,000	PENNSYLVANIA ST	109,238	113,597
100,000	UTAH ST BRD REGENTS REV	112,515	114,117
125,000	ROCKVILLE, MD	136,848	141,598
100,000	MONTGOMERY CNTY TX	112,963	116,813
75,000	FORT WORTH TEX DRAIN UTIL SYS REV	81,574	86,880
50,000	ILLINOIS ST SALES TAX REV	50,963	51,097
90,000	MONROE TWP NJ BRD OF EDU MIDDLESEX	96,379	96,592
100,000	ARLINGTON TX	102,345	102,961
31,624	VANGUARD S/T TAX EXEMPT	504,079	503,132
	TOTAL MUNICIPAL BONDS	1,805,787	1,848,077
	TOTAL TO PART II, LINE 10A	2,412,436	2,506,901
	TOTAL FIXED INCOME	3,931,627	4,008,610