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

OMB No. 1545-0052

2012

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

**THE RUST FOUNDATION**

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

1305 PARKVIEW BOULEVARD

Room/suite

City or town, state, and ZIP code

PITTSBURGH

PA 15217-2589

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

H Check type of organization  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at  
end of year (from Part II, col. (c),  
line 16) ► \$ 5,349,305J Accounting method:  Cash  Accrual  
 Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

25-6049037

B Telephone number (see instructions)

615-409-6009

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ►   
2. Foreign organizations meeting the  
85% test, check here and attach computation ► E If private foundation status was terminated under  
section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ► 

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		2,690			
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		249	249		
4 Dividends and interest from securities		102,356	102,356		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		85,912			
b Gross sales price for all assets on line 6a	440,392				
7 Capital gain net income (from Part IV, line 2)			85,912		
8 Net short-term capital gain				0	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	STMT 1	7,531	7,531	JUL 22 2013	
12 Total. Add lines 1 through 11		198,738	196,048	0	
13 Compensation of officers, directors, trustees, etc		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)	STMT 2	21,000	14,000		7,000
c Other professional fees (attach schedule)	STMT 3	21,982	21,982		
17 Interest					
18 Taxes (attach schedule) (see instructions)	STMT 4	17,403	1,303		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		577			577
22 Printing and publications		58			58
23 Other expenses (att sch)	STMT 5	54,751	54,684		67
24 Total operating and administrative expenses.					
Add lines 13 through 23		115,771	91,969	0	7,702
25 Contributions, gifts, grants paid		286,000			286,000
26 Total expenses and disbursements. Add lines 24 and 25		401,771	91,969	0	293,702
27 Subtract line 26 from line 12:		-203,033			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			104,079		
c Adjusted net income (if negative, enter -0-)				0	

For Paperwork Reduction Act Notice, see instructions.

DAA

Form 990-PF (2012)

P  
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<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash – non-interest-bearing	29,358	3,686	3,686
	2 Savings and temporary cash investments	1,129,769	295,794	295,794
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att schedule) ►	0		
	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 (attach schedule)			
	b Investments – corporate stock (attach schedule) SEE STMT 6	2,097,567	2,784,062	3,708,446
	c Investments – corporate bonds (attach schedule)			
<b>Liabilities</b>	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach sch) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) SEE STATEMENT 7	1,183,876	1,153,995	1,341,379
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach sch) ►			
	15 Other assets (describe ►			
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	4,440,570	4,237,537	5,349,305
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►			
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	4,440,570	4,237,537	
	25 Temporarily restricted			
	26 Permanently restricted			
<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	4,440,570	4,237,537	
	31 Total liabilities and net assets/fund balances (see instructions)	4,440,570	4,237,537	

**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	4,440,570
2 Enter amount from Part I, line 27a	2	-203,033
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	4,237,537
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,237,537

**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.)
<b>1a SEE WORKSHEET</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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	<b>2</b>	<b>85,912</b>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		<b>3</b>	<b>-2,676</b>

**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	<b>278,400</b>	<b>5,702,946</b>	<b>0.048817</b>
2010	<b>268,074</b>	<b>5,283,501</b>	<b>0.050738</b>
2009	<b>310,439</b>	<b>4,566,160</b>	<b>0.067987</b>
2008	<b>362,165</b>	<b>6,534,077</b>	<b>0.055427</b>
2007	<b>373,900</b>	<b>7,487,513</b>	<b>0.049936</b>

- 2 Total of line 1, column (d) **2** **0.272905**
- 3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years **3** **0.054581**
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 **4** **5,414,701**
- 5 Multiply line 4 by line 3 **5** **295,540**
- 6 Enter 1% of net investment income (1% of Part I, line 27b) **6** **1,041**
- 7 Add lines 5 and 6 **7** **296,581**
- 8 Enter qualifying distributions from Part XII, line 4 **8** **293,702**

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: <span style="float: right;">(attach copy of letter if necessary—see instructions)</span>	►	1	2,082
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		2	0
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	2,082
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
3	Add lines 1 and 2		5	2,082
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,311	
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7	8,311	
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	6,229	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► <span style="float: right;">Refunded ►</span> 6,229	11		

**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?	►	Yes	No
1a			X	
1b			X	
1c		X		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X	
4b		4b		
5	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA	8b	X	
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	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	10	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
14	Website address ► N/A	Telephone no ► 412-683-7971		
The books are in care of ► SM RUST III 1305 PARKVIEW BLVD		PA	ZIP+4 ► 15217	
Located at ► PITTSBURGH		► 15		
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	►		
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

**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		1b	
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?	N/A		1c	
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?  If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A		2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20				
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		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	N/A		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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No	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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8				

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

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

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

► 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 (see instructions). If none, enter "NONE."**

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1	N/A	
2		
3		
4		

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

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

Amount

1	N/A	
2		
3		
Total. Add lines 1 through 3		►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,823,370
b	Average of monthly cash balances	1b	673,788
c	Fair market value of all other assets (see instructions)	1c	0
d	<b>Total</b> (add lines 1a, b, and c)	1d	5,497,158
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	5,497,158
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	82,457
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,414,701
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	270,735

**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	270,735
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,082
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,082
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	268,653
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	268,653
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	268,653

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.	1a	293,702
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	293,702
b	Cash distribution test (attach the required schedule)	5	0
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	293,702
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		
	<b>Note.</b> 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				268,653
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	16,720			
b From 2008	36,509			
c From 2009	85,377			
d From 2010	4,438			
e From 2011	3,129			
f Total of lines 3a through e	146,173			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 293,702				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				268,653
e Remaining amount distributed out of corpus	25,049			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:	171,222			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	16,720			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	154,502			
10 Analysis of line 9				
a Excess from 2008	36,509			
b Excess from 2009	85,377			
c Excess from 2010	4,438			
d Excess from 2011	3,129			
e Excess from 2012	25,049			

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

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

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

**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) )

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:  
**TRUSTEES**

373 OLD WOODBURY PIKE, READYVILLE TN 37149

b The form in which applications should be submitted and information and materials they should include:  
**NONE**

c Any submission deadlines:  
N/A

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

## Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED	NONE	PUBLIC GENERAL	PURPOSES	286,000
<b>Total</b>			► 3a	286,000
b Approved for future payment N/A				
<b>Total</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	249	
4	Dividends and interest from securities			14	102,356	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	85,912	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	<u>THROUGH PARTNERSHIPS</u>			14	7,531	
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		196,048	0
13	Total. Add line 12, columns (b), (d), and (e)			13		196,048

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

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



# Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

**2012**

For calendar year 2012, or tax year beginning

, and ending

Name

**THE RUST FOUNDATION**

Employer Identification Number

**25-6049037**

(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.)

(1) 500 SHS HONEYWELL	P	03/12/12	08/08/12
(2) WPX	P	10/04/11	01/06/12
(3) 533 SHS WPX	P	10/04/11	01/19/12
(4) 300 SHS EQT CORP	P	08/26/11	03/05/12
(5) 500 SHS MCDERMOTT INTL	P	08/26/11	08/08/12
(6) 1,500 SHS QEP RES	P	09/17/09	01/17/12
(7) 1,000 SHS GULFMARK OFFSHORE	P	11/10/97	03/12/12
(8) 1,000 SHS NATIONAL FUEL GAS	P	08/01/08	04/27/12
(9) 2,000 SHS WEATHERFORD INTL	P	06/26/02	08/08/12
(10) 500 SHS BHP BILLITON	P	04/02/08	08/08/12
(11) 500 SHS GULFMARK OFFSHORE	P	06/06/98	08/08/12
(12) 1,000 SHS MCDERMOTT INTL	P	07/31/07	08/08/12
(13) 500 SHS PRAXAIR INC	P	10/25/07	09/06/12
(14) 2,000 SHS WEATHERFORD INTL	P	06/26/02	09/10/12
(15) 400 SHS PHILLIPS 66	P	08/23/11	09/25/12

(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)
(1) 28,734		29,885	-1,151
(2)	6	4	2
(3) 7,850		6,920	930
(4) 15,388		16,553	-1,165
(5) 5,397		6,689	-1,292
(6) 43,228		38,241	4,987
(7) 47,037		17,970	29,067
(8) 45,746		50,487	-4,741
(9) 24,560		16,373	8,187
(10) 33,972		34,087	-115
(11) 17,896		6,090	11,806
(12) 10,794		21,890	-11,096
(13) 52,814		42,797	10,017
(14) 24,927		16,373	8,554
(15) 18,532		5,249	13,283

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0- OR Losses (from col (h))
(1)			-1,151
(2)			2
(3)			930
(4)			-1,165
(5)			-1,292
(6)			4,987
(7)			29,067
(8)			-4,741
(9)			8,187
(10)			-115
(11)			11,806
(12)			-11,096
(13)			10,017
(14)			8,554
(15)			13,283

# Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

**2012**

For calendar year 2012, or tax year beginning

, and ending

Name

Employer Identification Number

**THE RUST FOUNDATION**

**25-6049037**

(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)
(1) 250 SHS PHILLIPS 66		P	03/26/11	09/25/12
(2) 1,000 SHS EATON CORP		P	10/12/11	12/03/12
(3) DUKE ENERGY		P	05/14/97	07/03/12
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

(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)
(1) 11,582		3,201	8,381
(2) 51,906		41,658	10,248
(3) 23		13	10
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

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))
(1)			8,381
(2)			10,248
(3)			10
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

**Federal Statements****Statement 1 - Form 990-PF, Part I, Line 11 - Other Income**

<u>Description</u>	<u>Revenue per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>
THROUGH PARTNERSHIPS	\$ 7,531	\$ 7,531	\$ 7,531
<b>TOTAL</b>	<b>\$ 7,531</b>	<b>\$ 7,531</b>	<b>\$ 0</b>

**Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees**

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
ACCOUNTING FEES	\$ 7,000	\$ 14,000	\$ 0	\$ 7,000
BOOKKEEPING FEES	\$ 14,000	\$ 14,000	\$ 0	\$ 7,000
<b>TOTAL</b>	<b>\$ 21,000</b>	<b>\$ 14,000</b>	<b>\$ 0</b>	<b>\$ 7,000</b>

**Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees**

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
INVESTMENT ADVISORY FEES	\$ 21,982	\$ 21,982	\$ 0	\$ 0
<b>TOTAL</b>	<b>\$ 21,982</b>	<b>\$ 21,982</b>	<b>\$ 0</b>	<b>\$ 0</b>

**Statement 4 - Form 990-PF, Part I, Line 18 - Taxes**

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
FOREIGN TAXES	\$ 1,303	\$ 1,303	\$ 0	\$ 0
FEDERAL EXCISE TAXES	\$ 16,100	\$ 16,100	\$ 0	\$ 0
<b>TOTAL</b>	<b>\$ 17,403</b>	<b>\$ 17,403</b>	<b>\$ 0</b>	<b>\$ 0</b>

## Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$	\$	\$	\$
EXPENSES				
BANK FEES	90	90		
EXPENSES THROUGH PARTNERSHIPS	37,412	37,412		
DUES & SUBSCRIPTIONS	1,805	1,805		
HISTORY PROJECT	15,141	15,141		
SUPPLIES	67	67		
POSTAGE	236	236		
<b>TOTAL</b>	<b>\$ 54,751</b>	<b>\$ 54,684</b>	<b>\$ 0</b>	<b>\$ 67</b>

**Federal Statements****Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
			COST	\$ 3,708,446
SEE ATTACHED	\$ 2,097,567	\$ 2,784,062		
<b>TOTAL</b>	<b>\$ 2,097,567</b>	<b>\$ 2,784,062</b>		<b>\$ 3,708,446</b>

**Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
			COST	\$ 958,375
APOGEE FUND, LP	\$ 846,661	\$ 817,245		
ALKEON GROWTH PARTNERS	\$ 337,215	\$ 336,750		
<b>TOTAL</b>	<b>\$ 1,183,876</b>	<b>\$ 1,153,995</b>		<b>\$ 383,004</b>

**RUST FOUNDATION  
2012  
FORM 990-PF PART II**

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<b><u>Common Stock:</u></b>			
Amerprise Finl Inv Com	COST	10,124	37,578
Ace Limited	COST	54,455	55,860
Archer Daniels Midland	COST	74,350	71,214
BB&T Corp	COST	50,928	<b>43,665</b>
Campbell Soup Co	COST	54,315	69,780
Caterpillar Inc	COST	118,553	134,413
Cisco Systems Inc	COST	47,954	49,124
Columbia Labs Inc	COST	36,896	7,626
Conocophillips Com (E)	COST	28,432	75,387
Costco Whsl Corp	COST	29,395	69,111
Covidien	COST	45,594	57,740
Disney Co	COST	79,148	114,517
Dow Chem	COST	45,873	48,494
Du Pont	COST	41,309	40,481
Duke Energy Corp**	COST	60,496	85,045
Eaton Corp New	COST	52,504	54,180
EMC Corp	COST	44,767	75,900
EnSCO	COST	49,694	59,280
Emerson Electric	COST	20,822	26,480
Ford Motor Co	COST	34,073	45,325
Freeport McMoran Copper & Gold	COST	33,347	34,200
General Electric	COST	20,410	125,940
Glaxosmithcline PLC	COST	37,815	30,429
Gulfmark Offshore Inc	COST	21,165	51,675
Honeywell	COST	59,770	63,470
Intel Corp	COST	92,523	88,666
International Business Machs	COST	41,381	95,775
Johnson & Johnson	COST	2,768	70,100
JPMorgan Chase	COST	95,511	105,526
Leucadia National Corp	COST	37,100	142,740
Merck (E)	COST	33,225	122,820
Merck (PY)	COST	34,203	40,940
Microsoft Corp	COST	65,034	66,774
Microsoft Corp	COST	80,201	80,129
National Oilwell Varco	COST	43,214	76,825
Newton MNG	COST	145,012	139,320
Olin Corp	COST	52,720	86,360
Oracle Corp	COST	44,543	49,980
Pinnacle West	COST	44,075	46,035
PPL Corp	COST	55,607	57,260
Potash	COST	37,522	36,621
Pfizer Inc	COST	25,993	25,079
Procter & Gamble	COST	56,986	67,890
Qualcom	COST	59,672	61,860
Range Resource Corp	COST	45,779	62,830
Schlumberger Ltd (E)	COST	99,261	69,299
Spectra Energy Corp	COST	69,063	82,140
Staples Inc	COST	4,227	22,800
Target	COST	31,586	29,585

RUST FOUNDATION  
2012  
FORM 990-PF PART II

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
Tiffany	COST	29,102	28,670
Total S A Sponsored	COST	134,098	156,030
United Technologies Corp	COST	30,494	82,010
Walmart Stores Inc	COST	80,433	102,345
Williams Cos Inc	COST	60,541	85,124
Total Common Stock:		<b>2,784,062</b>	<b>3,708,446</b>

**Federal Statements****Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
MURRAY S RUST, III 10509 SIDEBURN CT FAIRFAX VA 22032	PRESIDENT	0.25	0	0	0
JAMES O RUST 10509 SIDEBURN CT FAIRFAX VA 22032	VICE PRES	0.25	0	0	0
MOLLY R MONTGOMERY 10509 SIDEBURN CT FAIRFAX VA 22032	SECRETARY	0.25	0	0	0
THATCHER O MONTGOMERY 10509 SIDEBURN CT FAIRFAX VA 22032	TREASURER	0.25	0	0	0
ROBERT C GILLIES 10509 SIDEBURN CT FAIRFAX VA 22032	TRUSTEE	0.25	0	0	0
SEAN D MONTGOMERY 10509 SIDEBURN CT FAIRFAX VA 22032	TRUSTEE	0.25	0	0	0
J MEAD RUST, JR 10509 SIDEBURN CT FAIRFAX VA 22032	TRUSTEE	0.25	0	0	0

**Federal Statements****Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

Name of Manager	Amount
NONE	\$ _____
TOTAL	\$ _____ 0

**Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock**

Name of Manager	Amount
NONE	\$ _____
TOTAL	\$ _____ 0

**Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**

Description
NONE

**The Rust Foundation**  
**2012 Grant List by Organization**  
**January through December 2012**

Type	Date	Num	Name Street1	Name Street2	Name City	Name State	Name Zip	Amount
<b>1000 Jobs/Haiti, Inc.</b>								
Check	10/3/2012	5286	The Rev Deacon Leroy S. Close	316 West Main Road	Little Compton	RI	02837	500.00
Total 1000 Jobs/Haiti, Inc								500.00
<b>American Heart Association</b>								
Check	10/3/2012	5287	1101 Northchase Parkway		Marietta	GA	30067	500.00
Total American Heart Association								500.00
<b>American Red Cross, Heart of TN Chapter</b>								
Check	10/3/2012	5291	Heart of Tennessee Chapter	501 Memorial Boulevard	Murfreesboro	TN	37129	0.00
Total American Red Cross, Heart of TN Chapter								0.00
<b>American Whitewater</b>								
Check	11/13/2012	5337	P.O. Box 1540		Cullowhee	NC	28723	1,500.00
Total American Whitewater								1,500.00
<b>Animal Friends, Inc.</b>								
Check	6/16/2012	5260	562 Camp Horne Road	Pittsburgh	PA	15237	500.00	
Check	11/13/2012	5343	562 Camp Horne Road	Pittsburgh	PA	15237	500.00	
Total Animal Friends, Inc.								1,000.00
<b>Animal Welfare Society of Allegany County</b>								
Check	11/13/2012	5342	of Allegany County	P.O. Box 123	Cumberland	MD	21502	500.00
Total Animal Welfare Society of Allegany County								500.00
<b>Brown University</b>								
Check	6/16/2012	5256	Gift Cashier	Box 1877	Providence	RI	02912	1,000.00
Total Brown University								1,000.00
<b>Calvary Episcopal Church</b>								
Check	4/15/2012	5243	315 Shady Avenue	Pittsburgh	PA	15206	3,000.00	
Total Calvary Episcopal Church								3,000.00
<b>Camp Agawam</b>								
Check	11/12/2012	5334	6 Fundy Road, Suite 100	Falmouth	ME	04105	1,000.00	
Total Camp Agawam								1,000.00
<b>Carlow University</b>								
Check	2/27/2012	5231	Advancement Office	3333 Fifth Avenue	Pittsburgh	PA	15213	6,000.00
Check	4/3/2012	5235	Advancement Office	3333 Fifth Avenue	Pittsburgh	PA	15213	30,000.00
Total Carlow University								36,000.00
<b>Chatham University</b>								
Check	6/16/2012	5257	Office of University Advancement	Woodland Road	Pittsburgh	PA	15232	1,000.00
Check	8/27/2012	5271	Office of University Advancement	Woodland Road	Pittsburgh	PA	15232	3,500.00
Total Chatham University								4,500.00

**The Rust Foundation**  
**2012 Grant List by Organization**  
**January through December 2012**

04/26/13

Type	Date	Num	Name Street1	Name Street2	Name City	Name State	Name Zip	Amount
<b>Chewonki Foundation</b>								
Check	9/22/2012	5280	Development Office	485 Chewonki Neck Road	Wiscasset	ME	04578	500.00
Check	11/13/2012	5340	Development Office	485 Chewonki Neck Road	Wiscasset	ME	04578	1,000.00
Total Chewonki Foundation								1,500.00
<b>Clintonville-Beechwood Comm Resources Ctr</b>								
Check	6/24/2012	5264	Resources Center	14 West Lakeview Avenue	Columbus	OH	43202	1,000.00
Check	10/14/2012	5298	Resources Center	14 West Lakeview Avenue	Columbus	OH	43202	20,000.00
Total Clintonville-Beechwood Comm Resources Ctr								21,000.00
<b>Colby College</b>								
Check	10/25/2012	5301	4600 Mayflower Hill	Waterville	ME	04901	2,500.00	
Check	11/12/2012	5335	4600 Mayflower Hill	Waterville	ME	04901	750.00	
Total Colby College								3,250.00
<b>Connecticut Children's Medical Center Fdn</b>								
Check	11/16/2012	5345	Attn: Eileen Schwartz	282 Washington Street	Hartford	CT	06106	1,500.00
Total Connecticut Children's Medical Center Fdn								1,500.00
<b>Cripple Creek Presbyterian Church</b>								
Check	10/29/2012	5316	2627 Cripple Creek Road	Readyville	TN	37149	500.00	
Total Cripple Creek Presbyterian Church								500.00
<b>Denison University</b>								
Check	10/25/2012	5306	P.O. Box 716	Granville	OH	43023	2,200.00	
Check	10/25/2012	5307	P O Box 716	Granville	OH	43023	500.00	
Total Denison University								2,700.00
<b>Drake University</b>								
Check	4/17/2012	5247	Office of Alumni & Development	2507 University Avenue	Des Moines	IA	50311	500.00
Total Drake University								500.00
<b>Eagle Hill School</b>								
Check	11/13/2012	5338	Development Office	45 Glenville Road	Greenwich	CT	06831	500.00
Total Eagle Hill School								500.00
<b>East End Cooperative Ministry</b>								
Check	8/27/2012	5273	250 North Highland Avenue	Pittsburgh	PA	15206	1,000.00	
Total East End Cooperative Ministry								1,000.00
<b>Ellis School</b>								
Check	4/15/2012	5244	6425 Fifth Avenue	Pittsburgh	PA	15206	3,000.00	
Check	10/29/2012	5318	6425 Fifth Avenue	Pittsburgh	PA	15206	500.00	
Check	11/12/2012	5331	6425 Fifth Avenue	Pittsburgh	PA	15206	1,000.00	
Total Ellis School								4,500.00

04/26/13

**The Rust Foundation**  
**2012 Grant List by Organization**  
**January through December 2012**

Type	Date	Num	Name Street1	Name Street2	Name City	Name State	Name Zip	Amount
Environmental Charter School at Frick Pk								
Check	6/16/2012	5255	Frick Park an Imagine School	829 Milton Street	Pittsburgh	PA	15218	3,000.00
Total Environmental Charter School at Frick Pk								3,000.00
<b>Epilepsy Foundation</b>								
Check	3/6/2012	5232	8301 Professional Place		Landover	MD	20785	1,000.00
Check	9/23/2012	5285	8301 Professional Place		Landover	MD	20785	500.00
Check	10/29/2012	5317	8301 Professional Place		Landover	MD	20785	1,000.00
Check	11/12/2012	5329	8301 Professional Place		Landover	MD	20785	1,000.00
Total Epilepsy Foundation								3,500.00
<b>First Congregational Church, UCC</b>								
Check	7/17/2012	5267	United Church of Christ	189 Main Street	Littleton	NH	03561	4,000.00
Total First Congregational Church, UCC								4,000.00
<b>Foundation for Roanoke Valley</b>								
Check	11/12/2012	5332	P.O. Box 1159		Roanoke	VA	24006	—
Total Foundation for Roanoke Valley								— 1,000.00
<b>Greater Pittsburgh Community Food Bank</b>								
Check	8/27/2012	5272	Community Food Bank	1 North Linden Street	Duquesne	PA	15110-1097	1,000.00
Total Greater Pittsburgh Community Food Bank								1,000.00
<b>Greater Pittsburgh Literacy Council</b>								
Check	11/12/2012	5330	100 Sheridan Square, 4th Floor		Pittsburgh	PA	15206	1,000.00
Total Greater Pittsburgh Literacy Council								1,000.00
<b>Habitat for Humanity, Greater Pittsburgh</b>								
Check	4/15/2012	5245	212 Yost Boulevard, Suite A		Braddock Hills Shopping Center	Pittsburgh	15221-4818	2,000.00
Total Habitat for Humanity, Greater Pittsburgh								2,000.00
<b>Hampton Community Library</b>								
Check	11/12/2012	5326	3101 McCully Road		Allison Park	PA	15101	500.00
Total Hampton Community Library								500.00
<b>Harlem RBI</b>								
Check	11/12/2012	5333	333 East 100th Street	Ground Floor	New York	NY	10029	500.00
Total Harlem RBI								500.00
<b>Harris-Hillman Exceptional Edu. School</b>								
Check	6/27/2012	5266	Exceptional Education School	1706 - 26th Avenue, South	Nashville	TN	37212	1,000.00
Total Harris-Hillman Exceptional Edu. School								1,000.00
<b>Hilliard Community Assistance Council</b>								
Check	10/31/2012	5321	P O Box 1251		Hilliard	OH	43026	1,000.00
Total Hilliard Community Assistance Council								1,000.00

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**The Rust Foundation**  
**2012 Grant List by Organization**  
January through December 2012

Type	Date	Num	Name Street1	Name Street2	Name City	Name State	Name Zip	Amount
<b>Hilliard Davidson Athletic Boosters</b>								
Check	10/31/2012	5320	P O. Box 1302		Hilliard	OH	43026	1,500.00
Total Hilliard Davidson Athletic Boosters								1,500.00
<b>Hilliard Music Boosters</b>								
Check	10/31/2012	5319	P O. Box 681		Hilliard	OH	43026-0681	1,500.00
Total Hilliard Music Boosters								1,500.00
<b>Hug Wraps</b>								
Check	11/29/2012	5349	c/o Brenda Jones	P O Box 2592	Vincentown	NJ	08088	1,000.00
Total Hug Wraps								1,000.00
<b>Kennebunkport Conservation Trust</b>								
Check	11/16/2012	5346	P O Box 7004		Cape Porpoise	ME	04014	1,000.00
Total Kennebunkport Conservation Trust								1,000.00
<b>Kittrell Volunteer Fire Department</b>								
Check	10/3/2012	5288	8067 Woodbury Pike		Readville	TN	37149	500.00
Total Kittrell Volunteer Fire Department								500.00
<b>LaDawn Therapeutic Riding Center</b>								
Check	10/29/2012	5315	Therapeutic Riding Center	P O Box 558	West Kennebunk	ME	04094	500.00
Total LaDawn Therapeutic Riding Center								500.00
<b>Lauren Dunne Astley Memorial Fund</b>								
Check	1/2/2012	5224	62 Boston Post Road		Wayland	MA	01778	500.00
Total Lauren Dunne Astley Memorial Fund								500.00
<b>Lehigh University</b>								
Check	4/3/2012	5239	27 Memorial Drive West		Bethlehem	PA	18015	5,000.00
Total Lehigh University								5,000.00
<b>Liberian Assistance Program</b>								
Check	6/20/2012	5262	4001 Hiawatha Drive		Madison	WI	53711	2,540.00
Total Liberian Assistance Program								2,540.00
<b>Lorton Arts Foundation</b>								
Check	10/25/2012	5308	9601 Ox Road		Lorton	VA	22079	760.00
Total Lorton Arts Foundation								760.00
<b>Lyme Art Association</b>								
Check	11/16/2012	5347	90 Lyme Street		Old Lyme	CT	06371	500.00
Total Lyme Art Association								500.00

**The Rust Foundation**  
**2012 Grant List by Organization**  
**January through December 2012**

04/26/13

Type	Date	Num	Name Street1	Name Street2	Name City	Name State	Name Zip	Amount
<b>Middle Tennessee State University Fdn.</b>								
Check	4/3/2012	5240	MTSU	1501 East Main Street	Murfreesboro	TN	37132	10,000.00
Check	10/3/2012	5289	MTSU	1501 East Main Street	Murfreesboro	TN	37132	2,000.00
Check	10/3/2012	5290	MTSU	1501 East Main Street	Murfreesboro	TN	37132	500.00
								12,500.00
<b>Total Middle Tennessee State University Fdn</b>								
<b>Midwife Center of Pittsburgh</b>								
Check	9/22/2012	5281	2825 Penn Avenue		Pittsburgh	PA	15222	500.00
								500.00
<b>Total Midwife Center of Pittsburgh</b>								
<b>New England Grassroots Environment Fund</b>								
Check	7/17/2012	5268	Environment Fund, Inc.	P.O. Box 1057	Montpelier	VT	05601-1057	2,000.00
								2,000.00
<b>Total New England Grassroots Environment Fund</b>								
<b>New York Avenue Foundation</b>								
Check	10/25/2012	5309	1313 New York Avenue NW		Washington	DC	20005-4701	500.00
								500.00
<b>Total New York Avenue Foundation</b>								
<b>Oatlands</b>								
Check	10/25/2012	5303	20850 Oatlands Plantation Lane		Leesburg	VA	20175	2,500.00
								2,500.00
<b>Total Oatlands</b>								
<b>Ohio State University Foundation</b>								
Check	4/17/2012	5246	1480 West Lane Avenue		Columbus	OH	43221	500.00
Check	10/14/2012	5297	1480 West Lane Avenue		Columbus	OH	43221	5,000.00
								5,500.00
<b>Total Ohio State University Foundation</b>								
<b>Operation Homefront, Inc.</b>								
Check	11/13/2012	5336	8930 Fourwinds Drive	Suite 340	San Antonio	TX	78239	750.00
								750.00
<b>Total Operation Homefront, Inc.</b>								
<b>Our Daily Bread, Inc.</b>								
Check	6/20/2012	5263	4080 Chain Bridge Road, 2nd Floor		Fairfax	VA	22030-4080	1,000.00
								1,000.00
<b>Total Our Daily Bread, Inc</b>								
<b>Piedmont Community Foundation</b>								
Check	4/3/2012	5237	P O Box 402		Middleburg	VA	20118-0402	5,000.00
Check	10/25/2012	5310	P O Box 402		Middleburg	VA	20118-0402	500.00
Check	10/25/2012	5302	P O Box 402		Middleburg	VA	20118-0402	3,000.00
								8,500.00
<b>Total Piedmont Community Foundation</b>								
<b>Pittsburgh Public Theatre</b>								
Check	8/27/2012	5274	621 Penn Avenue		Pittsburgh	PA	15222	700.00
								700.00
<b>Total Pittsburgh Public Theatre</b>								

**The Rust Foundation**  
**2012 Grant List by Organization**  
**January through December 2012**

04/26/13

Type	Date	Num	Name Street1	Name Street2	Name City	Name State	Name Zip	Amount
<b>Sacred Heart Elementary School</b>								
Check	10/26/2012	5312	325 Emerson Street		Pittsburgh	PA	15206	1,000.00
Total Sacred Heart Elementary School								1,000.00
<b>Salvation Army Disaster Services Center</b>								
Check	11/5/2012	5323	P.O. BOX 1959		Atlanta	GA	30301	10,000.00
Total Salvation Army Disaster Services Center								10,000.00
<b>Second Harvest Food Bank</b>								
Check	10/3/2012	5292	of Middle Tennessee	331 Great Circle Road	Nashville	TN	37228	1,000.00
Total Second Harvest Food Bank								1,000.00
<b>Shady Side Academy</b>								
Check	6/16/2012	5258	423 Fox Chapel Road	Pittsburgh	PA	15238	1,000.00	
Check	9/22/2012	5282	423 Fox Chapel Road	Pittsburgh	PA	15238	500.00	
Total Shady Side Academy								1,500.00
<b>Shadyside Hospital Supporting Foundation</b>								
Check	8/27/2012	5276	532 S Aiken Avenue, Ste 302	Pittsburgh	PA	15232	500.00	
Total Shadyside Hospital Supporting Foundation								500.00
<b>Sheldon Calvary Camp</b>								
Check	9/22/2012	5284	315 Shady Ave	Pittsburgh	PA	15206	2,000.00	
Total Sheldon Calvary Camp								2,000.00
<b>ShelterBox USA</b>								
Check	10/3/2012	5293	8374 Market Street #203	Lakewood Ranch	FL	34202	1,000.00	
Total ShelterBox USA								1,000.00
<b>Society for the Protection of NH Forests</b>								
Check	1/5/2012	5225	54 Portsmouth Street	Concord	NH	03301	2,000.00	
Total Society for the Protection of NH Forests								2,000.00
<b>St. Andrew's Episcopal Church</b>								
Check	4/3/2012	5236	5801 Hampton Street	Pittsburgh	PA	15206	50,000.00	
Check	9/22/2012	5283	5801 Hampton Street	Pittsburgh	PA	15206	1,000.00	
Check	10/26/2012	5311	5801 Hampton Street	Pittsburgh	PA	15206	2,000.00	
Check	11/12/2012	5327	5801 Hampton Street	Pittsburgh	PA	15206	1,000.00	
Check	11/12/2012	5328	5801 Hampton Street	Pittsburgh	PA	15206	1,000.00	
Total St. Andrew's Episcopal Church								55,000.00
<b>St. Anthony Charitable Foundation</b>								
Check	5/31/2012	5250	Administrative Office, Donations	Wexford	PA	15090	2,000.00	
Check	6/13/2012	5253	Administrative Office, Donations	Wexford	PA	15090	1,000.00	
Total St. Anthony Charitable Foundation								3,000.00

**The Rust Foundation**  
**2012 Grant List by Organization**  
**January through December 2012**

Type	Date	Num	Name Street1	Name Street2	Name City	Name State	Name Zip	Amount
<b>St. Brendan the Navigator Church</b>			4475 Dublin Road		Hilliard	OH	43026-2443	500.00
Check	4/17/2012	5248	4475 Dublin Road		Hilliard	OH	43026-2443	500.00
Check	10/31/2012	5322						1,000.00
<b>Total St. Brendan the Navigator Church</b>								
<b>St. Francis of Assisi Catholic School</b>			2270 E Stadium Boulevard		Ann Arbor	MI	48104	8,000.00
Check	9/6/2012	5278						8,000.00
<b>Total St. Francis of Assisi Catholic School</b>								
<b>St. James' Episcopal Church</b>			14 Cornwall Street, N.W.		Leesburg	VA	20176-2801	1,000.00
Check	6/7/2012	5252	14 Cornwall Street, N.W.		Leesburg	VA	20176-2801	1,500.00
Check	10/25/2012	5304						2,500.00
<b>Total St. James' Episcopal Church</b>								
<b>St. Margaret Foundation</b>			100 Medical Arts Building	Suite #100	Pittsburgh	PA	15215	500.00
Check	6/16/2012	5261						500.00
<b>Total St. Margaret Foundation</b>								
<b>St. Therese School</b>			3 St. Therese Court		Munhall	PA	15120	1,000.00
Check	10/26/2012	5313						1,000.00
<b>Total St. Therese School</b>								
<b>Sweet Briar College</b>			Development Office	P.O. Box 1057	Sweet Briar	VA	24595	2,000.00
Check	2/27/2012	5230						2,000.00
<b>Total Sweet Briar College</b>								
<b>Team River Runner</b>			5007 Stone Road		Rockville	MD	20853	1,000.00
Check	11/13/2012	5341						1,000.00
<b>Total Team River Runner</b>								
<b>The Children's Institute</b>			1405 Shady Avenue		Pittsburgh	PA	15217	500.00
Check	10/26/2012	5314						500.00
<b>Total The Children's Institute</b>								
<b>The Forman School</b>			12 Norfolk Road	P O Box 80	Litchfield	CT	06759	500.00
Check	11/13/2012	5339						500.00
<b>Total The Forman School</b>								
<b>The Neighborhood Academy</b>			709 North Aiken Avenue		Pittsburgh	PA	15206	25,000.00
Check	10/14/2012	5296						25,000.00
<b>Total The Neighborhood Academy</b>								
<b>The Pittsburgh Foundation</b>			Five PPG Place, Suite 250		Pittsburgh	PA	15222	1,000.00
Check	6/16/2012	5259						1,000.00
<b>Total The Pittsburgh Foundation</b>								

**The Rust Foundation**  
**2012 Grant List by Organization**  
**January through December 2012**

04/26/13

Type	Date	Num	Name Street1	Name Street2	Name City	Name State	Name Zip	Amount
<b>The Visitation Fund</b>								
Check	11/23/2012	5348	1524 Thirty-fifth Street NW		Washington	DC	20007	500.00
Total The Visitation Fund								500.00
<b>United Way of Rutherford/Cannon Counties</b>								
Check	10/3/2012	5294	P O. Box 330056		Murfreesboro	TN	37133	500.00
Check	10/3/2012	5295	P.O. Box 330056		Murfreesboro	TN	37133	500.00
Total United Way of Rutherford/Cannon Counties								1,000.00
<b>UPMC Cancer Center</b>								
Check	4/3/2012	5238	5150 Centre Ave , Ste 1B		Pittsburgh	PA	15232	5,000.00
Total UPMC Cancer Center								5,000.00
<b>Wentworth Institute of Technology</b>								
Check	11/12/2012	5325	550 Huntington Avenue		Boston	MA	02115	500.00
Total Wentworth Institute of Technology								500.00
<b>Westmoreland Davis Memorial Foundation</b>								
Check	10/25/2012	5305	P.O. Box 6228		Leesburg	VA	20178	1,000.00
Total Westmoreland Davis Memorial Foundation								1,000.00
<b>Women's Center &amp; Shelter of Greater Pgh</b>								
Check	8/27/2012	5275	of Greater Pittsburgh		Pittsburgh	PA	15224	800.00
Total Women's Center & Shelter of Greater Pgh								800.00
<b>Woodberry Forest School</b>								
Check	10/25/2012	5300	402 Woodberry Station		Woodberry Forest	VA	22989	2,500.00
Total Woodberry Forest School								2,500.00
<b>TOTAL</b>								<b>286,000.00</b>

STATE OF NEW YORK  
County of New York, s:

THE ANNUAL RETURN  
OF THE RUST FOUNDATION  
for the CALENDAR  
year 2012 is available at its  
principal office located at  
LEO GROUP LLC, 1128  
CAMPUS DRIVE WEST,  
MORGANVILLE, NJ07751.  
for inspection during regu-  
lar business hours by any  
citizen who requests it  
within 180 days hereof. The  
Principal Manager of the  
Foundation is JAMES  
RUST.  
2078768

my3

Mary Pawlina, being duly sworn, says that she is the PRINCIPAL  
CLERK of the Publisher of the **NEW YORK LAW**  
**JOURNAL**, a Daily Newspaper; that the Advertisement hereto  
annexed has been published in the said **NEW YORK LAW**  
**JOURNAL** one time on the 3rd day of May, 2013.

TO WIT: MAY 3, 2013

SWORN BEFORE ME, this 3rd day  
Of May, 2013.

*Cynthia Byrd*

Cynthia Byrd  
Notary Public, State of New York  
No. 01BY6056945  
Qualified in Kings County  
Commission Expires April 09, 2015

✓