Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

Name of foundation: Rice Family Foundation

A Employer identification number: 33-0592384

Number and street (or P O box number if mail is not delivered to street address): 4471 Jutland Drive | Room/suite:

B Telephone number (see the instructions): (858) 273-3165

City or town: San Diego | State: CA | ZIP code: 92117

C If exemption application is pending, check here ☐

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

D 1 Foreign organizations, check here ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 7,118,536.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	258,374.	258,374.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	147,089.	L-6a Stmt		
	b Gross sales price for all assets on line 6a 2,324,208.				
	7 Capital gain net income (from Part IV, line 2)		147,930.		
	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/(loss) (att sch)				
	11 Other income (attach schedule) See Line 11 Stmt	237,960.	237,960.		
	12 **Total.** Add lines 1 through 11	643,423.	644,264.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	54,000.	29,000.		25,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	2,400.			2,400.
	b Accounting fees (attach sch) L-16b Stmt	4,000.			4,000.
	c Other prof fees (attach sch) L-16c Stmt	45,408.	45,408.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	20,721.	4,492.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	3,600.	1,800.		1,800.
	21 Travel, conferences, and meetings	1,680.	612.		1,068.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	105,912.	102,860.		3,042.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	237,721.	184,172.		37,310.
	25 Contributions, gifts, grants paid	330,148.			330,148.
	26 **Total expenses and disbursements.** Add lines 24 and 25	567,869.	184,172.		367,458.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	75,554.			
	b **Net investment income** (if negative, enter -0-)		460,092.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Part II | Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	516,240.	468,038.	468,038.
	3 Accounts receivable ► Less: allowance for doubtful accounts ►			
	4 Pledges receivable ► Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ► Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	3,049,257.	3,434,599.	3,777,797.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	1,822,117.	1,690,324.	1,826,361.
	11 Investments — land, buildings, and equipment: basis ► 1,046,340. Less: accumulated depreciation (attach schedule) L-11 Stmt ► 0.	1,097,219.	1,046,340.	1,046,340.
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment: basis ► Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	6,484,833.	6,639,301.	7,118,536.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	6,484,833.	6,639,301.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	6,484,833.	6,639,301.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	6,484,833.	6,639,301.	

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	6,484,833.
2	Enter amount from Part I, line 27a	2	75,554.
3	Other increases not included in line 2 (itemize) ► Adjustment to book values-Investments	3	78,914.
4	Add lines 1, 2, and 3	4	6,639,301.
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	6,639,301.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	RBC Acct 231: Securities Various Sch. B-1	P	various	various
b	RBC Acct 234: Equitites Sch. B-2	P	various	various
c	RBC Acct 740: PVG Asset Mgt B-3	P	various	various
d	RBC Acct 231: Cap Gain Distributions Sch B-4	P	various	various
e	See Columns (a) thru (d)			

	(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	559,596.		551,079.	8,517.
b	1,204,139.		1,167,422.	36,717.
c	355,473.		358,037.	-2,564.
d	0.		0.	1,300.
e	See Columns (e) thru (h)		112,156.	103,960.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a	0.	0.	0.	8,517.
b	0.	0.	0.	36,717.
c				-2,564.
d	0.	0.	0.	1,300.
e	See Columns (i) thru (l)	0.	0.	103,960.

2 Capital gain net income or (net capital loss). — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2** 147,930.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 — **3**

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

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

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

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

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

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 (column (b) divided by column (c))
2011	321,582.	6,656,709.	0.048309
2010	371,973.	6,441,937.	0.057742
2009	309,931.	6,515,384.	0.047569
2008	350,159.	6,370,028.	0.054970
2007	344,870.	6,988,472.	0.049348

2	**Total** of line 1, column (d)	2	0.257938
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	0.051588
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,837,731.
5	Multiply line 4 by line 3	5	352,745.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,601.
7	Add lines 5 and 6	7	357,346.
8	Enter qualifying distributions from Part XII, line 4	8	367,458.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter 'N/A' on line 1. Date of ruling or determination letter: _______ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	4,601.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	4,601.
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	4,601.
6	Credits/Payments:		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a: 9,916.		
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	9,916.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	5,315.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 5,315. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	If the answer is 'Yes' to ***1a*** *or* ***1b****, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA - California			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► Lisa Wilson Telephone no ► (858) 273-3165

Located at ► 4471 Jutland Drive San Diego CA ZIP + 4 ► 92117

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ 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.)		2 b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4 b		X

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

		Yes	No
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)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ 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**		X
If 'Yes' to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?	**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 (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
Shar Salter 4471 Jutland Drive San Diego CA 92117	Director/VP 2.00	3,000.	0.	0.
Lisa Wilson 4471 Jutland Drive San Diego CA 92117	Dir/Treas/CFO 27.00	47,000.	0.	0.
Michelle Brookman 4471 Jutland Drive San Diego CA 92117	Dir/Secty 3.00	4,000.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A				

Total number of other employees paid over $50,000 ► None

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 ►		None

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	0.
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	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	None

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	5,751,138.
b	Average of monthly cash balances	1b	144,381.
c	Fair market value of all other assets (see instructions)	1c	1,046,340.
d	**Total** (add lines 1a, b, and c)	1d	6,941,859.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,941,859.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	104,128.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,837,731.
6	**Minimum investment return.** Enter 5% of line 5	6	341,887.

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	341,887.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,601.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,601.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	337,286.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	337,286.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	337,286.

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	367,458.
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	367,458.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	4,601.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	362,857.

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				337,286.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			45,935.	
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012:				
a From 2007 — 0.				
b From 2008 — 0.				
c From 2009 — 0.				
d From 2010 — 0.				
e From 2011 — 0.				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 367,458.				
a Applied to 2011, but not more than line 2a			45,935.	
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				321,523.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				15,763.
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)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008 — 0.				
b Excess from 2009 — 0.				
c Excess from 2010 — 0.				
d Excess from 2011 — 0.				
e Excess from 2012 — 0.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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.

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
The Zoological Society of San Diego PO Box 120271 San Diego CA 92112		501(c)(3)	School Outreach Program	10,000.
The Zoological Society of San Diego PO Box 120271 San Diego CA 92112		501(c)(3)	Zoo Express Program	5,000.
The Zoological Society of San Diego PO Box 120271 San Diego CA 92112		501(c)(3)	Animal Express Program	15,000.
Rolling Readers USA 2911 Adams Ave #17 San Diego CA 92116		501(c)(3)	Read Aloud/Book Giveaway Program	5,000.
ArtsBusXpress 2665 Ariane Drive, 202A San Diego CA 92117		501(c)(3)	Student Transporation To the Arts	5,000.
Rosa Parks Elementary 4510 Landis Street San Diego CA 92105		501(c)(3)	Professional Dev.: Biliteracy Instructional Program	6,300.
Rosa Parks Elementary 4510 Landis Street San Diego CA 92105		501(c)(3)	Professional Dev.: Instructional Leadership Team/Supplies	3,700.
The New Children's Museum 200 West Island Avenue San Diego CA 92101		501(c)(3)	Educational Program Support	7,500.
San Diego Natural History Museum PO Box 121390 San Diego CA 92112		501(c)(3)	Kid's Dino-Land Table Project	11,000.
See Line 3a statement				261,648.
Total ► 3a				330,148.
b Approved for future payment				
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) 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					
4 Dividends and interest from securities			14	258,374.	
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			14	147,089.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a Lease Income			14	237,234.	
b Royalty Acct Heber			14	695.	
c Misc Income			14	31.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				643,423.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 643,423.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2 a 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

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.

Lisa B. Wilson | 7-18-13 | CFO

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ► Self-Prepared			Firm's EIN ►	
Firm's address ►			Phone no	

Form 990-PF Part I, Line 6a | **Net Gain or Loss From Sale of Assets** | **2012**

Name: Rice Family Foundation

Employer Identification Number: 33-0592384

Asset Information:

Description of Property: 80 acres land Parcel # 330-111-01
Date Acquired: 01/05/05 — How Acquired: Donated
Date Sold: 08/01/12 — Name of Buyer: San Diego River Park Foundation
Sales Price: 102,500. — Cost or other basis (do not reduce by depreciation): 8,363.
Sales Expense: 842. — Valuation Method: Fair Market Value
Total Gain (Loss): 93,295. — Accumulation Depreciation:

Description of Property: 80 acres land Parcel # 330-11-01
Date Acquired: 03/28/12 — How Acquired: Purchased
Date Sold: 08/01/12 — Name of Buyer: San Diego River Park Foundation
Sales Price: 102,500. — Cost or other basis (do not reduce by depreciation): 102,951.
Sales Expense: 842. — Valuation Method: Fair Market Value
Total Gain (Loss): -1,293. — Accumulation Depreciation:

Description of Property: RBC Account 231
Date Acquired: various — How Acquired: Purchased
Date Sold: various — Name of Buyer:
Sales Price: 559,596. — Cost or other basis (do not reduce by depreciation): 551,079.
Sales Expense: — Valuation Method:
Total Gain (Loss): 8,517. — Accumulation Depreciation:

Description of Property: RBC Account 234
Date Acquired: various — How Acquired: Purchased
Date Sold: various — Name of Buyer:
Sales Price: 1,204,139. — Cost or other basis (do not reduce by depreciation): 1,167,422.
Sales Expense: — Valuation Method:
Total Gain (Loss): 36,717. — Accumulation Depreciation:

Description of Property: RBC Account 740
Date Acquired: various — How Acquired: Purchased
Date Sold: various — Name of Buyer:
Sales Price: 355,473. — Cost or other basis (do not reduce by depreciation): 358,037.
Sales Expense: — Valuation Method:
Total Gain (Loss): -2,564. — Accumulation Depreciation:

Description of Property: Capital Gain Distributions-RBC Accounts
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: 0. — Cost or other basis (do not reduce by depreciation): 0.
Sales Expense: 0. — Valuation Method:
Total Gain (Loss): 12,417. — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 11
Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Lease income	237,234.	237,234.	
Royalty Acct Heber	695.	695.	
Misc. Income	31.	31.	
Total	237,960.	237,960.	

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

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
2012 Est. Taxes	9,916.			
2011 Taxes due	6,313.			
Property Taxes	4,227.	4,227.		
Foreign Taxes Paid	265.	265.		
Total	20,721.	4,492.		

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

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
San Diego Grantmakers dues	700.			700.
State 2011 CA 199 Filing Fee	10.			
Insurance	1,394.			1,394.
Postage	66.			66.
RRF-1 2011: Tax Filing Fee	75.			75.
Supplies	807.			807.
Misc. Expenses/PVG	90.	90.		
Investment Exp.:1099	250.	250.		
Land Purchase	102,500.	102,500.		
Bank Charges	20.	20.		
Total	105,912.	102,860.		3,042.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
RBC Acct 234: Cap Gain Distributions Sch B-5	P	various	various
RBC Acct 740: Cap Gain Distributions Sch B-6	P	various	various
Real Estate Sold #330-111-01	D	01/05/05	08/01/12
Real Estate sold #330-111-01	P	03/28/12	08/01/12

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

(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)
0.		0.	10,456.
0.		0.	660.
102,500.		9,205.	93,295.
102,500.		102,951.	-451.
Total		112,156.	103,960.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
0.	0.	0.	10,456.
0.	0.	0.	660.
			93,295.
			-451.
Total	0.	0.	103,960.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
San Diego Natural History Museum PO Box 121390 San Diego CA 92112		501(c)(3)	Museum on Wheels Program	Person or Business [X] 10,000.
San Diego Natural History Museum PO Box 121390 San Diego CA 92112		501(c)(3)	Magic School Bus outreach program	Person or Business [X] 20,000.
San Diego Natural History Museum PO Box 121390 San Diego CA 92112		501(c)(3)	Family Days Programs	Person or Business [X] 10,050.
Reuben H. Fleet Science Center 1875 El Prado San Diego CA 92101		501(c)(3)	Challenger Mission Program Support	Person or Business [X] 15,405.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
Reuben H. Fleet Science Center 1875 El Prado San Diego CA 92101		501(c)(3)	Teacher Workshop Supplies	Person or Business X 520.
Reuben H. Fleet Science Center 1875 El Prado San Diego CA 92101		501(c)(3)	Teacher Stipeds for workshops	Person or Business X 3,840.
Reuben H. Fleet Science Center 1875 El Prado San Diego CA 92101		501(c)(3)	Micronaut Challenger Missions Program Support	Person or Business X 9,875.
Reuben H. Fleet Science Center 1875 El Prado San Diego CA 92101		501(c)(3)	Challenger Program Teacher Lesson Materials	Person or Business X 360.
Cuyamaca College 900 Rancho San Diego Pkwy El Cajon CA 92019		501(c)(3)	Student Scholarships	Person or Business X 2,500.
Cuyamaca College 900 Rancho San Diego Pkwy El Cajon CA 92019		501(c)(3)	Outreach Program Horticultural Dept	Person or Business X 2,225.
Cuyamaca College 900 Rancho San Diego Pkwy El Cajon CA 92019		501(c)(3)	Morgan Rice Internship Program	Person or Business X 45,275.
Cherokee Point Elementary 3735 38th Street San Diego CA 92105		501(c)(3)	Professional Development	Person or Business X 8,640.
Cherokee Point Elementary 3735 38th Street San Diego CA 92105		501(c)(3)	Professional Dev.: Teaching Materials	Person or Business X 1,440.
Cuyamaca College Botanical Society 900 Rancho San Diego Pkwy El Cajon CA 92019		501(c)(3)	CCBS Scholarship Fund	Person or Business X 180.
Elementary Institute of Science 608 51st Street San Diego CA 92114		501(c)(3)	Scholarships	Person or Business X 2,000.
Garfield Elementary 4487 Oregon Street San Diego CA 92116		501(c)(3)	Technology: iPads	Person or Business X 10,000.
Grossmont College 8800 Grossmont College Dr. El Cajon CA 92020		501(c)(3)	Theatre Arts Dept Traveling Play Support Fall 2012	Person or Business X 3,998.
Grossmont College 8800 Grossmont College Dr. El Cajon CA 92020		501(c)(3)	Theatre Arts Dept Traveling Play Support Spring 2013	Person or Business X 1,500.
Franklin Elementary school 4481 Copeland Svenue San Diego CA 92116		501(c)(3)	Resourse Materials/books	Person or Business X 5,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
Franklin Elementary school 4481 Copeland Svenue San Diego CA 92116		501(c)(3)	Push-In Teacher support	Person or Business X 5,000.
Baker Elementary 4041 T. Street San Diego CA 92113		501(c)(3)	Classroom Materials	Person or Business X 6,000.
Baker Elementary 4041 T. Street San Diego CA 92113		501(c)(3)	Educational Subscription for classrooms	Person or Business X 2,000.
Baker Elementary 4041 T Street San Diego CA 92113		501(c)(3)	Learning Tools and Software for classrooms	Person or Business X 1,000.
Baker Elementary 4041 T. Street San Diego CA 92113		501(c)(3)	Health and Wellness	Person or Business X 1,000.
Balboa Elementary 1844 S. 40th Street San Diego CA 92113		501(c)(3)	Practice Development	Person or Business X 2,150.
Balboa Elementary 1844 S. 40th Street San Diego CA 92113		501(c)(3)	Classroom Field Trips	Person or Business X 3,300.
Balboa Elementary 1844 S. 40th Street San Diego CA 92113		501(c)(3)	Health and Wellness	Person or Business 2,500.
Balboa Elementary 1844 S. 40th Street San Diego CA 92113		501(c)(3)	Assemblies. rallys, Attendance incentives	Person or Business X 2,750.
Wester Academy of Science of Research 4801 Elm Street San Diego CA 92102		501(c)(3)	Science Lab Materials/ Supplies	Person or Business X 5,000.
Wester Academy of Science of Research 4801 Elm Street San Diego CA 92102		501(c)(3)	Technology Software	Person or Business X 1,000.
Wester Academy of Science of Research 4801 Elm Street San Diego CA 92102		501(c)(3)	Field trips/assemblies	Person or Business X 2,000.
Wester Academy of Science of Research 4801 Elm Street San Diego CA 92102		501(c)(3)	Professional Development	Person or Business X 2,000.
Audubon K-8 School 8111 San Vincente Dr. San Diego CA 92114		501(c)(3)	Reading Recovery Teacher	Person or Business 10,000.
SAY San Diego 8755 Aero Drive, #100 San Diego CA 92123		501(c)(3)	General Support School Programs	Person or Business X 5,000.

Form 990-PF, Page 11, Part XV, line 3a Continued
Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
Zoological Society of San Diego PO Box 120271 San Diego CA 92112		501(c)(3)	Institute for Conservati Research Program Support	Person or [ ] Business [X] 240.
Heritage Of the Americas Museum 12100 Cuyamaca College Dr.West El Cajon CA 92019		501(c)(3)	Education Programs	Person or [ ] Business [X] 5,000.
Leukemia & Lymphona Society 9150 Chesapeake Dr., #100 San Diego CA 92123		501(c)(3)	General Support Research	Person or [ ] Business [X] 1,500.
East County Youth Symphony 339 Hart Drive El Cajon CA 92021		501(c)(3)	General Support Music Programs	Person or [ ] Business [X] 5,000.
Maritime Museum of SD 1492 N. Harbor Drive San Diego CA 92101		501(c)(3)	Education Programs: Scholarships	Person or [ ] Business [X] 10,000.
Maritime Museum of SD 1492 N. Harbor Drive San Diego CA 92101		501(c)(3)	San Salvador Program	Person or [ ] Business [ ] 5,000.
American Lung Association 5600 Greenwood Plaza Blvd. #100 Greenwood Village CO 80111		501(c)(3)	General Support	Person or [ ] Business [X] 100.
Monarch School 1625 Newton Ave. San Diego CA 92113		501(c)(3)	Core Program Support	Person or [ ] Business [X] 10,000.
Campanille Foundation/SDSU 5500 Campanile Drive San Diego CA 92182		501(c)(3)	Scholarship Guardian Scholars Progra	Person or [ ] Business [X] 2,500.
Ocean Discovery Institute 2211 Pacific Beach Drive, #A San Diego CA 92109		501(c)(3)	Living Lab Capital Campaign	Person or [ ] Business [X] 5,000.
Ocean Discovery Institute 2211 Pacific Beach Drive, #A San Diego CA 92109		501(c)(3)	Ocean Science Explorers Program	Person or [ ] Business [X] 5,000.
CGFP P.O. Box 17579 San Diego CA 92177		501(c)(3)	General Support Athletics	Person or [ ] Business [X] 1,200.
SD River Park Foundation 4891 Pacific Hwy, 114 San Diego CA 92110		501(c)(3)	Land Acquisition Reserve Fund	Person or [ ] Business [X] 1,000.
SD River Park Foundation 4891 Pacific Hwy, 114 San Diego CA 92110		501(c)(3)	Conservation Program	Person or [ ] Business [ ] 6,000.
California Water Fowl Asso 1346 Blue Oaks Blvd Roseville CA 95678		501(c)(3)	General Support	Person or [ ] Business [ ] 150.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
Boys and Girls Club of Carlsbad PO Box 913 Carlsbad CA 92018		501(c)(3)	General Support	Person or Business 60.
AmeriCares Foundation, Inc. 88 Hamilton Ave Stamford CT 06902		501(c)(3)	General Support	Person or Business 100.
Ronald McDonald House Charities 2929 Children's Way San Diego CA 92123		501(c)(3)	General Support	Person or Business 100.
Center for Community Solutions 4508 Mission Bay Drive San Diego CA 92109		501(c)(3)	General Support	Person or Business 190.
Total				261,648.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Fischer & Ritchey LLP	Consulting	2,400.			2,400.
Total		2,400.			2,400.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
L. Wilson	Prep 990PF	4,000.			4,000.
Total		4,000.			4,000.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RBC Dain Rauscher	Investment Svcs	40,408.	40,408.		
Summit Realty Intere	Real Estate Consulting	5,000.	5,000.		
Total		45,408.	45,408.		

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
Various Securities RBC Wealth Mgt Acct 234, Sch A-2	3,192,606.	3,533,764.
Various Securities RBC Wealth Mgt Acct 740, Sch A-3	241,993.	244,033.
Total	3,434,599.	3,777,797.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	Fair Market Value
Misc Fixed Income:RBC Wealth Mgt Acct 231, Sch A-1	1,690,324.	1,826,361.
Total	1,690,324.	1,826,361.

Form 990-PF, Page 2, Part II, Line 11
L-11 Stmt

Line 11b - Description of Investments Land, Buildings and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Parcel 585-090-45-00	98,000.	0.	98,000.
Parcel 585-090-44-00	146,000.	0.	146,000.
Value of leased-fee estate,585-090-45-00	802,340.	0.	802,340.
Total	1,046,340.	0.	1,046,340.

Supporting Statement of:

Form 990-PF, p1/Line 18(a)-3

Description	Amount
El Capitan Property Taxes`	249.
Mt. Miguel Property Taxes	3,978.
Total	4,227.

Supporting Statement of:

Form 990-PF, p2/Line 11(c)

Description	Amount
Parcel 585-090-4500	98,000.
Parcel 585-090-040-00	146,000.
Value of leased-fee estate 585-090-45-00	802,340.
Total	1,046,340.

Supporting Statement of:

Form 990-PF,p12/Line 4 Column (d)

Description	Amount
Dividends: Investments	202,066.
Interest: Investments	54,111.
1099 OID Interest	1,806.
1099-OID	384.
Interest on US Treasury bills	7.
Total	258,374.

ASSET DETAIL

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** The Unrealized Gain/Loss may not reflect your investments' total return Specifically, the net cost may include dividend and capital gains distributions which have been reinvestedAdditionally, the information that appears in these columns may be based on information provided by you or at your direction. RBC has not verified such data Please see "About Your Statement" on page 2 for further information*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) consolidated

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
CASH				$1,123.02	
PRIME MONEY MARKET FUND RBC SELECT CLASS	TKSXX	149,198.180	$1.000	$149,198.18	$237,768.77
TOTAL CASH AND MONEY MARKET				**$150,321.20**	

TAXABLE FIXED INCOME

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
POWERSHARES EXCHANGE TRADED FD TR II SENIOR LN PORT NYSE ARCA INC	BKLN	3,000.000	$24.980	$74,940.00	$74,880.00	$60.00	$3,603.00
COHEN & STEERS PFD SECS & INCOME FD INC CL I	CPXIX	8,170.000	$13.360	$109,151.20	$99,228.24	$9,922.96	$6,960.84
WESTERN ASSET EMERGING MKTS DEBT FD INC	ESD	5,000.000	$21.800	$109,000.00	$94,378.00	$14,622.00	$7,200.00
GENERAL ELECTRIC CAPITAL CORP PUBLIC INCOME NTES 6.625% DUE 6/28/2032 PINES BOOK ENTRY	GEACL	263.000	$25.020	$6,580.26	$6,575.00	$5.26	$435.53
PIMCO 0-5 YEAR HIGH YIELD CORPORATE BOND INDEX EXCHANGE TRADED FUND	HYS	1,600.000	$103.430	$165,488.00	$156,280.00	$9,208.00	$8,904.00
SPDR BARCLAYS HIGH YIELD BOND ETF	JNK	3,000.000	$40.710	$122,130.00	$114,607.30	$7,522.70	$8,244.00
LOOMIS SAYLES FDS II STRATEGIC INCOME FD CL A	NEFZX	7,038.000	$15.470	$108,877.86	$100,009.98	$8,867.88	$5,679.67
POWERSHARES GLOBAL EXCHANGE TRADED FD TR EMERGING MARKETS SOVEREIGN DEBT PORTFOLIO	PCY	4,000.000	$31.446	$125,784.00	$120,637.00	$5,147.00	$5,804.00

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TAXABLE FIXED INCOME
(continued)

DESCRIPTION		SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
J P MORGAN CHASE & CO GLOBAL SUB NOTE MOODY A3 S&P A-	CPN. 5.750% DUE 01/02/2013 DTD: 11/25/2002 BOOK ENTRY ONLY	46625HAT7	150,000.000	$100.000	$150,000.00 $4,288.54	$149,958.00	$42.00	$8,625.00
GENERAL ELEC CAP CORP MEDIUM TERM NOTES MOODY A1 S&P AA+	CPN: 4.800% DUE 05/01/2013 DTD: 04/21/2008 BOOK ENTRY ONLY	36962G3T9	25,000.000	$101.456	$25,364.00 $200.00	$24,975.00	$389.00	$1,200.00
ALCOA INC NOTES MOODY BAA3 S&P BBB-	CPN· 6.000% DUE 07/15/2013 DTD: 07/15/2008 BOOK ENTRY ONLY	013817AR2	40,000.000	$102.652	$41,060.80 $1,106.67	$39,200.00	$1,860.80	$2,400.00
HOME DEPOT INC SR NT MOODY A3 S&P A-	CPN: 5.250% DUE 12/16/2013 DTD. 12/19/2006 BOOK ENTRY ONLY	437076AR3	25,000.000	$104.626	$26,156.50 $54.69	$21,158.45	$4,998.05	$1,312.50
BANK AMER CORP SR NT MOODY BAA2 S&P A-	CPN: 7.375% DUE 05/15/2014 DTD. 05/13/2009 BOOK ENTRY ONLY	06051GDY2	35,000.000	$108.285	$37,899.75 $329.83	$35,488.59	$2,411.16	$2,581.25
GENWORTH FINANCIAL INC NOTE MOODY BAA3 S&P BBB-	CPN: 5.750% DUE 06/15/2014 DTD: 06/15/2004 BOOK ENTRY ONLY	37247DAE6	150,000.000	$105.110	$157,665.00 $383.33	$149,859.00	$7,806.00	$8,625.00
NEW YORK TIMES CO MOODY B1 S&P BB-	CPN. 5.000% DUE 03/15/2015 DTD. 03/17/2005 BOOK ENTRY ONLY	650111AE7	35,000.000	$106.250	$37,187.50 $515.28	$32,649.05	$4,538.45	$1,750.00
WACHOVIA BK NATL ASSN MEDIUM TERM SUB BK NTS MOODY A1 S&P A+	CPN 5.600% DUE 03/15/2016 DTD 03/09/2006 BOOK ENTRY ONLY	92976GAE1	125,000.000	$112.540	$140,675.00 $2,061.11	$123,413.75	$17,261.25	$7,000.00

TAXABLE FIXED INCOME
(continued)

DESCRIPTION		SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
AMERICAN EXPRESS CO NT MOODY A3 S&P BBB+	CPN 7.000% DUE 03/19/2018 DTD: 03/19/2008 BOOK ENTRY ONLY	025816AY5	50,000.000	$126.343	$63,171.50 $991.67	$51,010.05	$12,161.45	$3,500.00
FNMA GTD PASS THRU POOL#828378 DELAY DAYS 24 FACTOR = .28953153 CURRENT BALANCE = 55,011 MOODY N/R S&P N/R	CPN. 6.000% DUE 06/01/2030 DTD: 06/01/2005 BOOK ENTRY ONLY	31407EJX2	190,000.000	$111.731	$61,464.33 $275.06	$54,804.70	$6,659.63	$3,300.6[illegible]
CHL MORTGAGE PASS THROUGH TRUST MTGPC/SERIES 2003-J7 2-A-8-FIXED RT DELAY DAYS 24 FACTOR = 1.00000000 CURRENT BALANCE = 15,000 MOODY N/A S&P A+	CPN 5.000% DUE 08/25/2033 DTD 07/25/2003 BOOK ENTRY ONLY	12669EXN1	15,000.000	$100.856	$15,128.40 $62.50	$14,625.00	$503.40	$750.00
DEUTSCHE MTG SECS INC MTG LN TRUST SERIES 2004-1 CL I-A-1 DELAY DAYS 24 FACTOR = .07756450 CURRENT BALANCE = 5,817 MOODY A3 S&P AAA	CPN: 5.500% DUE 09/25/2033 DTD. 01/28/2004 BOOK ENTRY ONLY	251563CG5	75,000.000	$103.627	$6,028.33 $26.66	$5,395.58	$632.75	$319.95
CHASE MORTGAGE FINANCE TRUST SERIES 2003-S11 CLASS 1A1 DELAY DAYS 24 FACTOR = .10171648 CURRENT BALANCE = 6,103 MOODY BAA1 S&P A+	CPN: 5.000% DUE 10/25/2033 DTD 10/24/2003 BOOK ENTRY ONLY	16162WAY5	60,000.000	$103.237	$6,300.54 $25.43	$6,041.96	$258.58	$305.15
MASTR ASSET SECURITIZATION TRUST MTGPC/SERIES 2003-9 2-A-7-FIXED RT DELAY DAYS 24 FACTOR = .15188656 CURRENT BALANCE = 8,050 MOODY N/A S&P BBB-	CPN 5.500% DUE 10/25/2033 DTD. 09/25/2003 BOOK ENTRY ONLY	55265KQ28	53,000.000	$93.000	$7,486.49 $36.90	$8,170.74	-$684.25	$442.75

TAXABLE FIXED INCOME
(continued)

DESCRIPTION		SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
BANC AMER MTG SECS INC SERIES 2004-4 CLASS 2-A-2 DELAY DAYS 24 FACTOR = .50170838 CURRENT BALANCE = 15,553 MOODY N/A S&P AA+	CPN: 5.500% DUE 05/25/2034 DTD: 04/28/2004 BOOK ENTRY ONLY	05949AEV8	31,000.000	$101.867	$15,843.33 $71.28	$14,542.02	$1,301.31	$855.41
FIRST HORIZON ALTERNATIVE MORTGAGE SECURMTGPC/SERIES 2004-FA1 I-A-1-FIXED DELAY DAYS 24 FACTOR = .17974785 CURRENT BALANCE = 71,899 MOODY CAA1 S&P B-	CPN 6.250% DUE 10/25/2034 DTD. 08/25/2004 BOOK ENTRY ONLY	32051D6Y3	400,000.000	$101.666	$73,096.98 $374.48	$71,539.65	$1,557.33	$4,493.70
TOTAL TAXABLE FIXED INCOME **ESTIMATED ACCRUED BOND INTEREST**			**1,491,071.000**		**$1,686,479.77** **$10,803.43**	**$1,569,427.06**	**$117,052.71**	**$94,292.41**

TAX-EXEMPT FIXED INCOME

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
NUVEEN MUNICIPAL OPPORTUNITY FUND INC	NIO	5,000.000	$15.330	$76,650.00	$67,997.15	$8,652.85	$4,380.00
TOTAL TAX-EXEMPT FIXED INCOME		**5,000.000**		**$76,650.00**	**$67,997.15**	**$8,652.85**	**$4,380.00**

MIXED ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ARROW DOW JONES GLOBAL YIELD ETF	GYLD	2,000.000	$26.214	$52,428.00	$52,899.80	-$471.80	$2,524.00
TOTAL MIXED ASSETS				**$52,428.00**	**$52,899.80**	**-$471.80**	**$2,524.00**

ASSET DETAIL

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Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) consolidated

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
CASH				$3,027.21	
PRIME MONEY MARKET FUND RBC SELECT CLASS	TKSXX	119,635.760	$1.000	$119,635.76	$188,528.45
TOTAL CASH AND MONEY MARKET				**$122,662.97**	

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ALTRIA GROUP INC	MO	5,700.000	$31.440	$179,208.00	$135,941.00	$43,267.00	$10,032.00
CHEVRON CORPORATION	CVX	2,600.000	$108.140	$281,164.00	$266,830.70	$14,333.30	$9,360.00
COCA COLA COMPANY (THE)	KO	4,800.000	$36.250	$174,000.00	$169,573.20	$4,426.80	$4,896.00
COSTCO WHOLESALE CORP-NEW	COST	1,900.000	$98.730	$187,587.00	$139,079.94	$48,507.06	$2,090.00
DOMINION RESOURCES INC VA NEW	D	3,000.000	$51.800	$155,400.00	$146,868.28	$8,531.72	$6,330.0
ELI LILLY & CO	LLY	3,200.000	$49.320	$157,824.00	$137,344.00	$20,480.00	$6,272.00
HOME DEPOT INC	HD	2,900.000	$61.850	$179,365.00	$117,594.71	$61,770.29	$3,364.00
INTEL CORP	INTC	6,000.000	$20.620	$123,720.00	$125,638.90	-$1,918.90	$5,400.00
INTERNATIONAL PAPER CO	IP	2,400.000	$39.840	$95,616.00	$91,629.60	$3,986.40	$2,880.00
JPMORGAN CHASE & CO ALERIAN MLP INDEX ETN BASED ON WAP LEVEL OF INDEX	AMJ	4,300.000	$38.460	$165,378.00	$157,003.00	$8,375.00	$8,698.90
MCDONALDS CORP	MCD	1,900.000	$88.210	$167,599.00	$145,490.15	$22,108.85	$5,852.00
PHILIP MORRIS INTERNATIONAL INC	PM	1,700.000	$83.640	$142,188.00	$118,030.83	$24,157.17	$5,780.00
ROYAL GOLD INC	RGLD	1,075.000	$81.360	$87,462.00	$58,247.55	$29,214.45	$860.00

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INVESTMENT ACCESS ACCOUNT STATEMENT WITH PORTFOLIO FOCUS 2012 ANNUAL STATEMENT

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
SELECT SCTOR SPDR TR SBI UTILS SELECT INDEX	XLU	4,700.000	$34.921	$164,126.35	$172,864.83	-$8,738.48	$6,796.20
VERIZON COMMUNICATIONS	VZ	4,700.000	$43.270	$203,369.00	$171,360.65	$32,008.35	$9,682.00
TOTAL US EQUITIES				**$2,464,006.35**	**$2,153,497.34**	**$310,509.01**	**$88,293.10**

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
WISDOMTREE TRUST JAPAN SMALLCAP DIVIDEND FUND ETF	DFJ	2,100.000	$43.700	$91,770.00	$90,152.72	$1,617.28	$2,043.30
WISDOMTREE TRUST JAPAN HEDGED EQUITY FUND	DXJ	2,600.000	$36.880	$95,888.00	$89,933.99	$5,954.01	$1,435.20
TOTAL INTERNATIONAL EQUITIES				**$187,658.00**	**$180,086.71**	**$7,571.29**	**$3,478.50**

TAXABLE FIXED INCOME

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
SPDR BARCLAYS HIGH YIELD BOND ETF	JNK	3,565.000	$40.710	$145,131.15	$134,859.32	$10,271.83	$9,796.62
TOTAL TAXABLE FIXED INCOME		**3,565.000**		**$145,131.15**	**$134,859.32**	**$10,271.83**	**$9,796.62**

OTHER ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *
AMERICAN CAPITAL AGENCY CORP COMMON STOCK	AGNC	4,570.000	$28.900	$132,073.00	$136,199.19	-$4,126.19
ANNALY CAPITAL MANAGEMENT INC	NLY	4,000.000	$14.040	$56,160.00	$69,993.00	-$13,833.00
KIMCO REALTY CORPORATION	KIM	6,000.000	$19.320	$115,920.00	$102,024.43	$13,895.57
MARKET VECTORS ETF TR JR GOLD MINES	GDXJ	1,600.000	$19.790	$31,664.00	$60,047.84	-$28,383.84
MARKET VECTORS ETF TRUST GOLD MINERS ETF	GDX	1,000.000	$46.390	$46,390.00	$56,949.90	-$10,559.90
NATIONAL RETAIL PROPERTIES INC	NNN	4,200.000	$31.200	$131,040.00	$106,590.50	$24,449.50

THE RICE FAMILY FOUNDATION
ATTN LISA WILSON

OTHER ASSETS
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *	UNREALIZED GAIN/LOSS *
TOCQUEVILLE GOLD FUND	TGLDX	3,518.187	$63.590	$223,721.51		$192,357.77	$31,363.74
					Purchase	*$150,071.35*	*$22,003.19*
					Reinvest	*$42,286.42*	*$9,360.55*
TOTAL OTHER ASSETS				**$736,968.51**		**$724,162.63**	**$12,805.88**

THE RICE FAMILY FOUNDATION
4471 JUTLAND DRIVE

ASSET DETAIL

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Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) consolidated

RBC BANK DEPOSIT PROGRAM

Deposits in the RBC Bank Deposit Program, with the exception of amounts classified as "Pending Deposits," are held by the Program Banks, not RBC Capital Markets They are not covered by SIPC Balances classified as "Pending Deposits" are scheduled to be deposited in the Program Banks on the business day following the statement date, and thus, these deposits are covered by SIPC until such time as they are deposited in the Program Banks. Deposit information is included on this statement solely as a service to our clients. All balance and transaction information is provided by the Program Banks RBC Capital Markets is not responsible for the accuracy of this information Deposits are insured by the Federal Deposit Insurance Corporation (FDIC) p to $250,000 per depositor at each bank subject to certain limitations ***This means that your funds in excess of $250,000 in the same insurable capacity at any single Program Bank are not insured.*** *FDIC insurance coverage amounts are subject to the combined total of all deposits at a specific Program Bank including deposits held by the Program Bank outside of this account Please refer to the RBC Bank Deposit Program Disclosure Statement and our website at www rbcwmconnect com for more details, including the current aggregate FDIC deposit insurance amount available through the Program For questions concerning bank balances, please contact your Financial Advisor*

DESCRIPTION		BANK BALANCE	CURRENT BALANCE	PREVIOUS YEAR-END STATEMENT BALANCE	YTD INCOME
RBC BANK DEPOSIT PROGRAM NOT SIPC COVERED			$55,490.45	$0.00	$6.12
DEPOSITS ARE HELD AT. RBC Bank (Georgia)	Atlanta, GA	$55,490.45			
TOTAL RBC BANK DEPOSIT PROGRAM			**$55,490.45**		**$6.12**

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
CASH				-$4,210.44	
TOTAL CASH AND MONEY MARKET				**-$4,210.44**	

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
APOLLO INVESTMENT CORPORATION COMMON STOCK	AINV	920.000	$8.360	$7,691.20	$6,619.94	$1,071.26	$736.00
APPLIED MATERIALS INC	AMAT	285.000	$11.440	$3,260.40	$2,914.38	$346.02	$102.60
ARLINGTON ASSET INVESTMENT CORP CL-A NEW	AI	120.000	$20.770	$2,492.40	$2,890.80	-$398.40	$420.00

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US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
BLACKROCK KELSO CAP CORPORATION	BKCC	580.000	$10.060	$5,834.80	$5,636.39	$198.41	$603.20
CARDINAL HEALTH INC	CAH	150.000	$41.180	$6,177.00	$5,905.79	$271.21	$165.00
CENTURYLINK INC	CTL	230.000	$39.120	$8,997.60	$8,581.30	$416.30	$667.00
CISCO SYSTEMS INC	CSCO	150.000	$19.649	$2,947.41	$2,494.47	$452.94	$84.00
CYPRESS SEMICONDUCTOR CORP	CY	465.000	$10.840	$5,040.60	$4,671.13	$369.47	$204.60
FORD MOTOR CO PAR $0.01	F	265.000	$12.950	$3,431.75	$2,393.22	$1,038.53	$53.00
GENERAL ELECTRIC CO	GE	140.000	$20.990	$2,938.60	$2,671.60	$267.00	$106.40
GLADSTONE INVESTMENT CORP	GAIN	790.000	$6.960	$5,498.40	$5,876.49	-$378.09	$474.00
HALLIBURTON CO	HAL	85.000	$34.690	$2,948.65	$2,780.35	$168.30	$30.60
INTERSIL CORPORATION CL A (FRM INTERSIL HLG CORP CL-A)	ISIL	315.000	$8.290	$2,611.35	$2,926.23	-$314.88	$151.20
JOHNSON & JOHNSON	JNJ	85.000	$70.100	$5,958.50	$5,459.22	$499.28	$207.40
JPMORGAN CHASE & CO	JPM	155.000	$43.969	$6,815.21	$5,238.47	$1,576.74	$186.00
KLA-TENCOR CORP	KLAC	65.000	$47.760	$3,104.40	$2,882.23	$222.17	$104.00
KOHLS CORP	KSS	175.000	$42.980	$7,521.50	$7,811.59	-$290.09	$224.00
KROGER CO	KR	115.000	$26.020	$2,992.30	$2,487.34	$504.96	$69.00
MERCK & CO INC NEW	MRK	110.000	$40.940	$4,503.40	$4,341.29	$162.11	$189.20
MICROSOFT CORP	MSFT	220.000	$26.710	$5,876.13	$6,063.24	-$187.11	$202.4[illegible]
PROCTER & GAMBLE CO	PG	40.000	$67.890	$2,715.60	$2,517.20	$198.40	$89.92
PROSPECT CAPITAL CORPORATION	PSEC	685.000	$10.870	$7,445.95	$7,454.70	-$8.75	$904.20
REGAL ENTERTAINMENT GROUP CL A	RGC	190.000	$13.950	$2,650.50	$2,361.68	$288.82	$159.60
SELECT SCTOR SPDR TR SBI UTILS SELECT INDEX	XLU	80.000	$34.921	$2,793.64	$2,897.59	-$103.95	$115.68
ST JUDE MEDICAL INC	STJ	90.000	$36.140	$3,252.60	$2,819.67	$432.93	$82.80
TICC CAPITAL CORP	TICC	560.000	$10.120	$5,667.20	$5,447.10	$220.10	$649.60
WALGREEN CO	WAG	85.000	$37.010	$3,145.85	$2,552.35	$593.50	$93.50

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
WASTE MANAGEMENT INC DEL	WM	220.000	$33.740	$7,422.80		$7,203.10	$219.70	$312.40
WELLS FARGO & CO	WFC	170.000	$34.180	$5,810.60		$5,958.38	-$147.78	$149.60
TOTAL US EQUITIES				**$137,546.34**		**$129,857.24**	**$7,689.10**	**$7,536.90**

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
MARVELL TECHNOLOGY GROUP LTD	MRVL	290.000	$7.261	$2,105.57		$2,971.25	-$865.68	$69.60
TELEFONICA BRASIL SA SPONSORED ADR	VIV	125.000	$24.060	$3,007.50		$2,984.13	$23.37	$172.50
TELEFONICA SA SPONSORED ADR	TEF	219.605	$13.490	$2,962.48		$3,592.05	-$629.57	$363.89
					Purchase	*$3,539.74*	*-$639.39*	
					Reinvest	*$52.31*	*$9.81*	
TOTAL S.A. 1 ADR REPRESENTING 1 ORD SHS	TOT	55.000	$52.010	$2,860.55		$2,455.88	$404.67	$137.89
TOTAL INTERNATIONAL EQUITIES				**$10,936.10**		**$12,003.31**	**-$1,067.21**	**$743.88**

OTHER ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *
ANWORTH MORTGAGE ASSET CORP	ANH	1,265.000	$5.780	$7,311.70	$8,229.92	-$918.22
ARMOUR RESIDENTIAL REIT INC	ARR	1,135.000	$6.470	$7,343.45	$7,429.31	-$85.86
CYS INVESTMENTS INC	CYS	440.000	$11.810	$5,196.40	$5,930.58	-$734.18
DYNEX CAP INC COM NEW	DX	615.000	$9.440	$5,805.60	$5,745.90	$59.70
NEW YORK MORTGAGE TRUST INC NEW	NYMT	865.000	$6.320	$5,466.80	$5,810.74	-$343.94
NEWCASTLE INVESTMENT CORP	NCT	820.000	$8.680	$7,117.60	$5,614.05	$1,503.55
NORTHSTAR REALTY FINANCE CORP	NRF	490.000	$7.040	$3,449.60	$2,555.71	$893.89
PROSHARES TR PROSHARES ULTRASHORT S&P 500 NEW	SDS	672.000	$54.110	$36,361.92	$41,524.17	-$5,162.25
PROSHARES TR ULTRASHORT RUSSELL2000 NEW	TWM	290.000	$25.350	$7,351.50	$8,186.12	-$834.62

OTHER ASSETS
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *
TWO HARBORS INVESTMENT CORP	TWO	250.000	$11.080	$2,770.00	$2,363.96	$406.04
WHITESTONE REIT COMMON SHARE	WSR	525.000	$14.050	$7,376.25	$6,741.71	$634.54
TOTAL OTHER ASSETS				**$95,550.82**	**$100,132.17**	**-$4,581.35**

THE RICE FAMILY FOUNDATION
ATTN LISA WILSON
4471 JUTLAND DRIVE
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Schedule of Realized Gains and Losses (cont)

Short-Term (cont)

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
1,600.000	PROSHARES ULTRA S&P500 ETF SYMBOL SSO, CUSIP: 74347R107	☐	08/07/12	08/30/12	92,205.93	92,717 60	-511.67
1,600.000	WISDOM TREE EMERGING MARKETS EQUITY INCOME FUND ETF SYMBOL DEM, CUSIP: 97717W315	☑	10/28/11	04/10/12	89,597 99	86,992.00	2,605.99
	Short-Term Subtotal				**1,054,639.65**		**19,057.56**

Long-Term

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
2,300 000	DUKE ENERGY CORPORATION HOLDING COMPANY NEW SYMBOL: DUK, CUSIP· 26441C204	☐	08/31/11	07/09/12	149,498.95	131,839.98	17,658.96
	Long-Term Subtotal				**149,498.95**		**17,658.96**
Total Gains and Losses					**1,204,138.60**		**36,716.52**
	Short-Term						**19,057.56**
	Long-Term						**17,658.96**
	Term Unknown						**0.00**