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

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION

A Employer identification number 36-3501183

Number and street (or P.O. box number if mail is not delivered to street address) C/O O'CONNOR PARTNERS 135 S LASALLE ST, #3250

Room/suite

B Telephone number (see instructions) (312) 542-8950

City or town, state, and ZIP code CHICAGO, IL 60603

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,215,244.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	Revenue				
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	134.	134.		ATCH 1
4	Dividends and interest from securities	16,492.	16,492.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-961.			
b	Gross sales price for all assets on line 6a 270,091.				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 3	7,724.	7,724.		
12	**Total.** Add lines 1 through 11	23,389.	24,350.		
	Operating and Administrative Expenses				
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)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 4	712.	253.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	2,176.	2,176.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	2,888.	2,429.		
25	Contributions, gifts, grants paid	64,450.			64,450.
26	**Total expenses and disbursements.** Add lines 24 and 25	67,338.	2,429.		64,450.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-43,949.			
b	**Net investment income** (if negative, enter -0-)		21,921.		
c	**Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.**

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Form **990-PF** (2012)

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	457,089.	16,501.	16,501.
	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 schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	183,483.	165,131.	146,403.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 7)	630,378.	1,045,369.	1,052,340.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,270,950.	1,227,001.	1,215,244.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	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	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	1,270,950.	1,227,001.	
	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)	1,270,950.	1,227,001.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,270,950.	1,227,001.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,270,950.
2	Enter amount from Part I, line 27a	2	-43,949.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,227,001.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,227,001.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) 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	
a				
b				
c				
d				
e				-

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-961.
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	0

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			
2010			
2009			
2008			
2007			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	438.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	438.
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	438.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	504.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	600.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,104.
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	666.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 666. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
4a	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, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL,			
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 ▶ DAVID ZYER, O'CONNOR PARTNERS Telephone no ▶ 312-542-8950

Located at ▶ 135 S LASALLE ST, #3250 CHICAGO, IL ZIP+4 ▶ 60603

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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? ☐ 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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ ________ , ________ , ________ , ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	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 ▶ ________ , ________ , ________ , ________			
3a	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)*	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?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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
ATCH 8		0	0	0

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

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

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

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		0
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 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	955,244.
b	Average of monthly cash balances	1b	261,296.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,216,540.
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	1,216,540.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,248.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,198,292.
6	**Minimum investment return.** Enter 5% of line 5	6	59,915.

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	59,915.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	438.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	438.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	59,477.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	59,477.
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	59,477.

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	64,450.
b	Program-related investments - total from Part IX-B	1b	
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	64,450.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	64,450.

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				59,477.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			62,971.	
b Total for prior years 20 10 ,20 09 ,20 08		696.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 64,450.				
a Applied to 2011, but not more than line 2a			62,971.	
b Applied to undistributed income of prior years (Election required - see instructions)	ATCH 9	696.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				783.
e Remaining amount distributed out of corpus				
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				
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				58,694.
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)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a 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).)

DAVID ZYER

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 ▶ ☒ 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

N/A

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 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*				
ATCH 10				
Total . . . . ▶ **3a**				64,450.
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			14	134.	
4 Dividends and interest from securities			14	16,492.	
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	-961.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 11				7,724.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				23,389.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 23,389.

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

▶ X | X 6-25-13 | ▶ PRESIDENT

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
ROBERT S STEVENS	ROBERT S STEVENS	06/10/2013		P00663379

Firm's name ▶ O'CONNOR PARTNERS | Firm's EIN ▶ 36-3704975

Firm's address ▶ 135 S LASALLE ST #3250
CHICAGO, IL 60603 | Phone no. 312-542-8920

Form 990-PF (2012)

GEORGE AND ARLENE RUSCH MEMORIAL 36-3501183

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,277.	
		15 LOWES COS INC				P	06/21/2012	07/12/2012
		PROPERTY TYPE: SECURITIES						
397.		420.					-23.	
		15 VODAFONE GP NEW ADR				P	06/21/2012	07/12/2012
		PROPERTY TYPE: SECURITIES						
422.		418.					4.	
		5 WASTE MANAGEMENT INC NEW				P	06/21/2012	07/12/2012
		PROPERTY TYPE: SECURITIES						
160.		164.					-4.	
		15000 US T BILLS				P	04/23/2012	05/01/2012
		PROPERTY TYPE: SECURITIES						
14,999.		14,999.						
		15000 US T BILLS				P	04/23/2012	05/01/2012
		PROPERTY TYPE: SECURITIES						
14,997.		14,997.						
		100000 US T BILLS				P	08/22/2012	10/04/2012
		PROPERTY TYPE: SECURITIES						
99,975.		99,974.					1.	
		SANFORD BERNSTEIN-SEE ATTACHED				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
136,864.		140,080.					-3,216.	
TOTAL GAIN(LOSS)							-961.	

Capital Gains Report

GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION (Account: 038-08212) January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM NON-COVERED								
02/14/2011	01/05/2012	3	BORGWARNER INC	66.21	79.29	198.64	237.86	-39.22
02/23/2011	01/05/2012	4	BORGWARNER INC	66.21	76.82	264.86	307.30	-42.44
01/07/2011	01/05/2012	10	LIMITED BRANDS INC	39.28	28.69	392.80	286.93	105.87
01/18/2011	01/06/2012	3	MONSANTO CO	77.37	74.43	232.12	223.29	8.83
02/16/2011	01/06/2012	2	MONSANTO CO	77.37	73.17	154.74	146.34	8.40
10/25/2011	01/09/2012	7	PEPSICO INC	65.39	62.03	457.74	434.23	23.51
11/18/2011	01/09/2012	5	PEPSICO INC	65.39	63.87	326.96	319.34	7.62
03/07/2011	01/10/2012	10	LIMITED BRANDS INC	39.00	31.66	390.00	316.62	73.38
07/20/2011	01/10/2012	15	LIMITED BRANDS INC	39.00	40.20	585.00	602.99	-17.99
08/04/2011	01/10/2012	3	VISA INC - CLASS A SHRS	99.59	85.68	298.78	257.03	41.75
01/20/2011	01/11/2012	3	ROCKWELL AUTOMATION INC	77.95	74.75	233.84	224.25	9.59
02/14/2011	01/11/2012	4	ROCKWELL AUTOMATION INC	77.95	88.39	311.79	353.57	-41.78
04/25/2011	01/19/2012	5	PROCTER & GAMBLE CO	66.14	63.10	330.70	315.51	15.19
01/06/2012	01/24/2012	8	WATSON PHARMACEUTICALS INC	56.00	63.63	448.01	509.00	-60.99
01/11/2012	01/24/2012	5	WATSON PHARMACEUTICALS INC	56.00	63.25	280.00	316.27	-36.27
03/29/2011	01/27/2012	9	CELGENE CORP	73.05	55.35	657.41	498.19	159.22
04/25/2011	01/31/2012	5	PROCTER & GAMBLE CO	62.88	63.10	314.42	315.50	-1.08
05/17/2011	02/03/2012	3	GOODRICH CORP	125.50	90.05	376.50	270.15	106.35
07/29/2011	02/06/2012	4	VF CORP	132.77	116.61	531.09	466.43	64.66
05/26/2011	02/07/2012	10	FMC TECHNOLOGIES INC	53.81	43.73	538.14	437.29	100.85
02/23/2011	02/10/2012	5	***ACCENTURE PLC-CL A	56.75	51.45	283.77	257.27	26.50
05/27/2011	02/10/2012	4	***ACCENTURE PLC-CL A	56.75	57.02	227.01	228.10	-1.09
05/31/2011	02/10/2012	10	JOHNSON CONTROLS INC	32.97	39.50	329.70	394.98	-65.28
05/17/2011	02/14/2012	15	GENERAL MILLS INC	39.76	39.78	596.43	596.75	-0.32
05/17/2011	02/14/2012	5	GOODRICH CORP	125.51	90.05	627.56	450.25	177.31
05/27/2011	02/15/2012	6	***ACCENTURE PLC-CL A	58.08	57.02	348.50	342.15	6.35
08/02/2011	02/15/2012	3	VF CORP	143.45	114.50	430.35	343.50	86.85
10/05/2011	02/16/2012	12	ESTEE LAUDER COMPANIES-CL A	55.60	43.67	667.16	524.04	143.12
02/24/2011	02/23/2012	5	MONSANTO CO	77.69	70.90	388.43	354.50	33.93
08/23/2011	03/21/2012	7	LAS VEGAS SANDS CORP	57.72	41.13	404.07	287.89	116.18
04/25/2011	03/26/2012	10	METLIFE INC	38.27	44.18	382.70	441.81	-59.11
08/12/2011	03/26/2012	10	METLIFE INC	38.27	33.52	382.70	335.16	47.54
09/01/2011	03/26/2012	10	METLIFE INC	38.27	33.18	382.70	331.77	50.93
08/01/2011	03/29/2012	25	CBRE GROUP INC	19.36	21.88	484.03	546.97	-62.94
09/02/2011	03/29/2012	20	CBRE GROUP INC	19.36	14.35	387.22	287.00	100.22
09/09/2011	03/29/2012	5	CBRE GROUP INC	19.36	14.14	96.80	70.72	26.08
12/15/2011	04/04/2012	17	ILLUMINA INC	51.96	27.44	883.38	466.49	416.89
12/15/2011	04/04/2012	5	SALESFORCE COM INC	154.72	106.84	773.59	534.20	239.39
07/26/2011	04/13/2012	20	GENERAL MILLS INC	38.84	37.78	776.78	755.58	21.20
10/28/2011	04/13/2012	10	GENERAL MILLS INC	38.84	39.02	388.39	390.18	-1.79
10/31/2011	04/13/2012	10	GENERAL MILLS INC	38.84	39.03	388.39	390.35	-1.96
12/22/2011	04/13/2012	10	GENERAL MILLS INC	38.84	40.38	388.39	403.83	-15.44
11/14/2011	04/20/2012	7	PERRIGO INC	105.99	92.39	741.95	646.70	95.25
11/25/2011	04/20/2012	1	PERRIGO INC	105.99	89.67	105.99	89.67	16.32
05/17/2011	04/25/2012	8	***POTASH CORP OF SASKATCHEWAN	44.10	53.29	352.80	426.30	-73.50
05/27/2011	04/26/2012	10	EXPRESS SCRIPTS HOLDING CO	56.31	58.51	563.14	585.10	-21.96

Capital Gains Report

GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION (Account: 038-08212) January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/10/2012	04/26/2012	10	EXPRESS SCRIPTS HOLDING CO	56.31	50.29	563.14	502.95	60.19
02/07/2012	05/18/2012	25	CISCO SYSTEMS INC	16.49	20.26	412.22	506.38	-94.16
02/13/2012	05/18/2012	50	CISCO SYSTEMS INC	16.49	20.03	824.43	1,001.62	-177.19
02/24/2012	05/18/2012	20	CISCO SYSTEMS INC	16.49	20.26	329.77	405.22	-75.45
09/09/2011	05/31/2012	10	DOLLAR GENERAL CORP	49.15	34.65	491.48	346.47	145.01
01/11/2012	06/04/2012	10	JPMORGAN CHASE & CO	31.03	36.24	310.26	362.36	-52.10
03/08/2012	06/04/2012	30	LIBERTY INTERACTIVE CORP-A	16.07	18.77	482.09	563.08	-80.99
09/28/2011	06/04/2012	20	***MARVELL TECHNOLOGY GROUP LT	11.98	14.99	239.68	299.73	-60.05
10/28/2011	06/04/2012	40	***MARVELL TECHNOLOGY GROUP LT	11.98	14.07	479.37	562.68	-83.31
11/15/2011	06/04/2012	25	***MARVELL TECHNOLOGY GROUP LT	11.98	14.82	299.61	370.60	-70.99
09/02/2011	06/04/2012	5	***POTASH CORP OF SASKATCHEWAN	36.94	57.99	184.70	289.93	-105.23
01/09/2012	06/04/2012	10	***POTASH CORP OF SASKATCHEWAN	36.94	41.39	369.39	413.91	-44.52
02/02/2012	06/04/2012	10	***POTASH CORP OF SASKATCHEWAN	36.94	47.66	369.39	476.56	-107.17
09/09/2011	06/08/2012	15	CBRE GROUP INC	16.05	14.14	240.78	212.16	28.62
12/29/2011	06/08/2012	20	CBRE GROUP INC	16.05	15.11	321.04	302.24	18.80
02/24/2012	06/08/2012	20	CBRE GROUP INC	16.05	18.52	321.04	370.50	-49.46
11/18/2011	07/05/2012	2	AMAZON.COM INC	227.98	199.97	455.95	399.95	56.00
01/30/2012	07/06/2012	17	EMERSON ELECTRIC CO	44.79	51.41	761.44	873.99	-112.55
01/06/2012	07/10/2012	12	STRYKER CORP	53.17	51.76	638.02	621.10	16.92
01/10/2012	07/10/2012	1	STRYKER CORP	53.17	52.14	53.17	52.14	1.03
08/01/2011	07/13/2012	12	ANADARKO PETROLEUM CORP	68.69	82.10	824.30	985.17	-160.87
08/12/2011	07/17/2012	5	ANADARKO PETROLEUM CORP	71.16	73.48	355.80	367.39	-11.59
09/20/2011	07/17/2012	4	ANADARKO PETROLEUM CORP	71.16	74.81	284.65	299.23	-14.58
10/19/2011	07/17/2012	4	ANADARKO PETROLEUM CORP	71.16	78.55	284.64	314.22	-29.58
02/02/2012	07/20/2012	7	EMERSON ELECTRIC CO	46.30	51.94	324.10	363.59	-39.49
03/28/2012	07/20/2012	6	EMERSON ELECTRIC CO	46.30	51.34	277.80	308.07	-30.27
03/28/2012	07/24/2012	10	EMERSON ELECTRIC CO	45.28	51.34	452.80	513.45	-60.65
04/26/2012	07/24/2012	15	EMERSON ELECTRIC CO	45.28	51.76	679.21	776.45	-97.24
02/13/2012	07/25/2012	10	INFORMATICA CORPORATION	27.83	46.80	278.35	468.04	-189.69
12/15/2011	07/25/2012	5	HERSHEY CO/THE	70.51	59.41	352.55	297.07	55.48
01/10/2012	07/25/2012	5	STRYKER CORP	51.40	52.14	257.00	260.70	-3.70
01/12/2012	07/25/2012	7	STRYKER CORP	51.40	52.39	359.79	366.74	-6.95
02/01/2012	07/25/2012	10	STRYKER CORP	51.40	55.64	513.99	556.45	-42.46
02/16/2012	07/30/2012	4	BORGWARNER INC	67.33	81.83	269.30	327.32	-58.02
10/18/2011	08/01/2012	8	PVH CORP	78.07	65.66	624.59	525.26	99.33
12/21/2011	08/01/2012	7	PVH CORP	78.07	67.02	546.51	469.12	77.39
10/19/2011	08/09/2012	10	***COVIDIEN PLC	56.69	45.39	566.87	453.94	112.93
11/02/2011	08/10/2012	10	***COVIDIEN PLC	56.94	45.50	569.36	455.00	114.36
12/29/2011	08/10/2012	10	***COVIDIEN PLC	56.94	44.99	569.35	449.95	119.40
02/06/2012	08/10/2012	4	GOLDMAN SACHS GROUP INC	102.81	117.03	411.26	468.12	-56.86
02/07/2012	08/10/2012	5	GOLDMAN SACHS GROUP INC	102.81	116.45	514.07	582.27	-68.20
01/20/2012	08/22/2012	10	FREEPORT-MCMORAN COPPER	36.26	43.75	362.65	437.53	-74.88
01/25/2012	08/22/2012	10	FREEPORT-MCMORAN COPPER	36.26	43.80	362.64	437.99	-75.35
08/23/2011	08/22/2012	8	LAS VEGAS SANDS CORP	43.32	41.13	346.59	329.02	17.57
02/16/2012	08/22/2012	2	LAS VEGAS SANDS CORP	43.32	52.49	86.65	104.99	-18.34
01/25/2012	09/06/2012	15	FREEPORT-MCMORAN COPPER	36.21	43.80	543.15	656.98	-113.83
05/16/2012	09/21/2012	5	OCEANEERING INTL INC	57.09	48.56	285.46	242.78	42.68
03/12/2012	09/24/2012	20	WELLS FARGO & COMPANY	34.98	31.31	699.62	626.25	73.37
11/25/2011	10/02/2012	2	PERRIGO INC	117.35	89.66	234.70	179.33	55.37

Capital Gains Report

GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION (Account: 038-08212) January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/17/2012	10/02/2012	4	PERRIGO INC	117 35	95 05	469 41	380 19	89 22
02/22/2012	10/02/2012	4	PERRIGO INC	117 35	94 76	469 40	379 06	90 34
10/26/2011	10/15/2012	5	HARLEY DAVIDSON INC	41 76	37 93	208 80	189 66	19 14
02/14/2012	10/24/2012	5	NATIONAL - OILWELL INC	77 33	83 52	386 66	417 61	-30 95
10/05/2012	11/07/2012	7	MEAD JOHNSON NUTRITION CO	66 33	72 89	464 34	510 26	-45 92
10/09/2012	11/07/2012	3	MEAD JOHNSON NUTRITION CO	66.33	71 80	199.00	215 39	-16.39
04/26/2012	11/13/2012	5	EMERSON ELECTRIC CO	50 23	51.76	251 15	258 82	-7 67
05/03/2012	11/13/2012	15	EMERSON ELECTRIC CO	50 23	49 49	753 44	742 40	11 04
02/16/2012	11/20/2012	6	LAS VEGAS SANDS CORP	43 50	52 49	260 98	314 97	-53 99
05/21/2012	11/20/2012	4	LAS VEGAS SANDS CORP	43 50	47 25	173 99	189.01	-15 02
07/10/2012	11/27/2012	4	RACKSPACE HOSTING INC	65 98	43 44	263 92	173 78	90.14
05/21/2012	12/03/2012	5	LAS VEGAS SANDS CORP	47 03	47.25	235 14	236 26	-1 12
06/05/2012	12/03/2012	10	LAS VEGAS SANDS CORP	47 03	44.07	470.29	440 71	29 58
04/12/2012	12/10/2012	9	COACH INC	56 72	74.63	510.44	671 63	-161.19
04/16/2012	12/10/2012	1	COACH INC	56 72	73 51	56.72	73 51	-16.79
04/16/2012	12/19/2012	5	COACH INC	59 82	73.51	299 08	367.57	-68.49
04/30/2012	12/19/2012	4	COACH INC	59.82	73.00	239 26	292 00	-52.74
05/16/2012	12/20/2012	5	OCEANEERING INTL INC	53 69	48.55	268.44	242 77	25 67
05/17/2012	12/20/2012	2	OCEANEERING INTL INC	53 69	47 62	107.37	95.24	12 13
07/10/2012	12/21/2012	1	CHIPOTLE MEXICAN GRILL-CL A	287 09	382 23	287 09	382 23	-95 14
07/13/2012	12/21/2012	1	CHIPOTLE MEXICAN GRILL-CL A	287 09	391 52	287 09	391 52	-104 43
04/16/2012	12/31/2012	2	F5 NETWORKS INC	97 01	122 82	194 03	245 64	-51 61
06/27/2012	12/31/2012	4	PHILIP MORRIS INTERNATIONAL	83 45	84.90	333.80	339 59	-5.79
07/06/2012	12/31/2012	1	PHILIP MORRIS INTERNATIONAL	83.45	89 15	83 45	89 15	-5.70
03/29/2012	12/31/2012	10	TIBCO SOFTWARE INC	21 99	31 98	219.92	319 81	-99 89
11/15/2012	12/31/2012	2	ULTA SALON COSMETICS & FRAGRAN	97 82	87 40	195 65	174 80	20 85
			SUBTOTAL FOR SHORT-TERM NON-COVERED			47,179.05	47,008 92	170 13
LONG-TERM NON-COVERED								
03/07/2008	01/09/2012	1	GOOGLE INC-CL A	638 44	429 62	638 44	429 62	208.82
11/16/2009	01/19/2012	10	JOHNSON CONTROLS INC	32.50	27.91	325.03	279 14	45 89
12/24/2009	01/19/2012	5	JOHNSON CONTROLS INC	32 50	27 95	162 52	139.75	22 77
04/02/2007	01/24/2012	1	APPLE INC	424 00	93 19	424 00	93.19	330 81
05/18/2009	01/31/2012	1	AMAZON COM INC	190 43	75 00	190 43	75 00	115 43
07/13/2010	01/31/2012	1	AMAZON COM INC	190 43	122 82	190 42	122.82	67 60
11/01/2010	01/31/2012	10	STARBUCKS CORP	48 02	28 72	480 16	287 18	192 98
12/14/2010	02/01/2012	4	ALLERGAN INC	88 03	70 70	352 12	282 81	69 31
08/13/2010	02/01/2012	5	UNITED PARCEL SERVICE-CL B	76.65	64 59	383.27	322 93	60 34
04/02/2007	02/03/2012	1	APPLE INC	458 48	93 19	458 48	93 19	365 29
12/24/2009	02/08/2012	10	JOHNSON CONTROLS INC	32.75	27 95	327 46	279 51	47.95
10/22/2010	02/09/2012	3	FLOWSERVE CORPORATION	114 96	113 75	344 88	341 25	3 63
12/14/2010	02/10/2012	4	***ACCENTURE PLC-CL A	56 75	46 80	227 02	187 19	39 83
12/29/2009	02/10/2012	15	JOHNSON CONTROLS INC	32 97	28 03	494.56	420.45	74 11
10/25/2010	02/21/2012	5	CITRIX SYSTEMS INC	73 64	60 88	368 22	304 40	63 82
12/23/2010	02/21/2012	3	CITRIX SYSTEMS INC	73 64	68.47	220 93	205 42	15.51
06/09/2010	02/22/2012	15	DOW CHEMICAL	33 83	26 05	507 46	390 74	116 72

Capital Gains Report

GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION (Account: 038-08212) January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
07/27/2010	02/22/2012	5	DOW CHEMICAL	33.83	27.95	169.15	139.73	29.42
02/16/2011	02/23/2012	5	MONSANTO CO	77.69	73.17	388.44	365.84	22.60
02/20/2008	02/28/2012	2	APPLE INC	533.76	122.88	1,067.52	245.76	821.76
05/11/2009	03/06/2012	25	JPMORGAN CHASE & CO	39.31	37.07	982.84	926.69	56.15
02/20/2008	03/07/2012	1	APPLE INC	527.17	122.88	527.17	122.88	404.29
11/09/2010	03/09/2012	5	GOLDMAN SACHS GROUP INC	117.59	169.65	587.98	848.27	-260.29
02/18/2011	03/09/2012	1	GOLDMAN SACHS GROUP INC	117.59	167.97	117.59	167.97	-50.38
07/27/2010	03/27/2012	15	DOW CHEMICAL	35.52	27.95	532.81	419.20	113.61
09/01/2010	03/27/2012	10	DOW CHEMICAL	35.52	25.59	355.21	255.90	99.31
12/08/2010	03/27/2012	10	DOW CHEMICAL	35.52	33.72	355.20	337.23	17.97
02/18/2011	03/27/2012	4	GOLDMAN SACHS GROUP INC	126.89	167.97	507.56	671.88	-164.32
02/16/2010	03/28/2012	20	BROADCOM CORP-CL A	38.51	30.03	770.21	600.58	169.63
08/13/2010	04/11/2012	7	UNITED PARCEL SERVICE-CL B	78.97	64.59	552.82	452.10	100.72
09/07/2010	04/11/2012	8	UNITED PARCEL SERVICE-CL B	78.97	66.99	631.79	535.91	95.88
11/03/2010	04/19/2012	10	STARBUCKS CORP	59.26	28.78	592.62	287.80	304.82
10/22/2010	04/20/2012	2	FLOWSERVE CORPORATION	112.00	113.75	224.01	227.50	-3.49
11/12/2010	04/20/2012	4	FLOWSERVE CORPORATION	112.00	106.42	448.01	425.69	22.32
03/07/2011	04/23/2012	6	BORGWARNER INC	79.95	76.33	479.71	458.01	21.70
03/24/2011	04/23/2012	2	BORGWARNER INC	79.95	75.57	159.90	151.14	8.76
03/24/2011	04/23/2012	1	BORGWARNER INC	79.95	75.57	79.95	75.57	4.38
01/18/2011	04/25/2012	10	BROADCOM CORP-CL A	36.20	47.02	362.02	470.25	-108.23
01/18/2011	04/25/2012	5	***POTASH CORP OF SASKATCHEWAN	44.10	57.66	220.50	288.31	-67.81
02/28/2011	04/25/2012	5	***POTASH CORP OF SASKATCHEWAN	44.10	61.88	220.50	309.39	-88.89
04/05/2011	04/25/2012	7	***POTASH CORP OF SASKATCHEWAN	44.10	61.49	308.70	430.46	-121.76
12/28/2010	04/26/2012	10	EXPRESS SCRIPTS HOLDING CO	56.31	54.07	563.14	540.70	22.44
03/07/2011	04/26/2012	5	EXPRESS SCRIPTS HOLDING CO	56.31	54.64	281.57	273.19	8.38
04/25/2011	04/26/2012	10	EXPRESS SCRIPTS HOLDING CO	56.31	55.56	563.14	555.62	7.52
10/28/2010	04/26/2012	40	***MARVELL TECHNOLOGY GROUP LT	15.09	19.08	603.76	763.30	-159.54
01/27/2011	05/02/2012	13	QUALCOMM INC	64.03	54.96	832.38	714.48	117.90
06/05/2009	05/14/2012	15	JPMORGAN CHASE & CO	36.26	34.88	543.94	523.26	20.68
08/11/2009	05/14/2012	10	JPMORGAN CHASE & CO	36.26	41.76	362.63	417.59	-54.96
03/02/2010	05/14/2012	10	JPMORGAN CHASE & CO	36.26	42.25	362.63	422.55	-59.92
07/13/2010	05/15/2012	2	AMAZON.COM INC	229.28	122.81	458.57	245.63	212.94
12/18/2009	05/16/2012	25	EMC CORP/MASS	25.73	17.17	643.16	429.20	213.96
02/10/2011	05/16/2012	6	QUALCOMM INC	59.87	56.54	359.20	339.22	19.98
02/15/2011	05/16/2012	1	QUALCOMM INC	59.87	58.71	59.87	58.71	1.16
09/07/2010	05/18/2012	3	UNITED PARCEL SERVICE-CL B	74.38	66.99	223.13	200.97	22.16
10/19/2010	05/18/2012	2	UNITED PARCEL SERVICE-CL B	74.38	68.96	148.75	137.93	10.82
08/16/2010	06/04/2012	10	JPMORGAN CHASE & CO	31.03	37.50	310.26	374.99	-64.73
09/15/2010	06/04/2012	10	JPMORGAN CHASE & CO	31.03	40.71	310.27	407.14	-96.87
11/22/2010	06/04/2012	25	***MARVELL TECHNOLOGY GROUP LT	11.98	19.96	299.61	499.07	-199.46
12/20/2010	06/04/2012	15	***MARVELL TECHNOLOGY GROUP LT	11.98	18.90	179.76	283.45	-103.69
03/18/2011	06/13/2012	4	FLOWSERVE CORPORATION	105.40	122.77	421.60	491.08	-69.48
02/20/2008	06/19/2012	2	APPLE INC	587.54	122.88	1,175.08	245.76	929.32
07/13/2010	06/20/2012	1	AMAZON.COM INC	221.67	122.82	221.67	122.82	98.85
12/10/2010	06/20/2012	2	AMAZON.COM INC	221.67	175.24	443.33	350.49	92.84
02/02/2011	06/20/2012	1	AMAZON.COM INC	221.67	173.61	221.67	173.61	48.06
02/02/2011	07/05/2012	1	AMAZON.COM INC	227.98	173.61	227.98	173.61	54.37
03/17/2011	07/05/2012	2	AMAZON.COM INC	227.98	165.11	455.96	330.22	125.74

Capital Gains Report

GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION (Account: 038-08212) January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/22/2011	07/10/2012	10	COMCAST CORP-CLASS A	31.37	25.27	313.69	252.70	60.99
03/01/2011	07/10/2012	15	COMCAST CORP-CLASS A	31.37	25.62	470.53	384.36	86.17
05/20/2011	07/10/2012	12	***COVIDIEN PLC	53.71	56.89	644.56	682.63	-38.07
10/19/2010	07/10/2012	7	UNITED PARCEL SERVICE-CL B	78.69	68.97	550.85	482.77	68.08
10/19/2010	07/11/2012	3	UNITED PARCEL SERVICE-CL B	78.74	68.97	236.21	206.90	29.31
10/29/2010	07/11/2012	5	UNITED PARCEL SERVICE-CL B	78.74	67.29	393.69	336.47	57.22
11/09/2010	07/12/2012	5	UNITED PARCEL SERVICE-CL B	78.48	69.44	392.42	347.19	45.23
12/08/2010	07/12/2012	5	UNITED PARCEL SERVICE-CL B	78.48	72.01	392.42	360.04	32.38
03/19/2009	07/25/2012	12	DANAHER CORP	50.66	27.94	607.94	335.34	272.60
06/25/2009	07/25/2012	3	DANAHER CORP	50.66	30.63	151.99	91.89	60.10
06/14/2011	07/25/2012	3	PRECISION CASTPARTS CORP	159.90	152.70	479.70	458.09	21.61
03/24/2011	07/30/2012	3	BORGWARNER INC	67.33	75.57	201.98	226.71	-24.73
05/25/2011	07/30/2012	5	BORGWARNER INC	67.33	69.58	336.63	347.92	-11.29
05/04/2010	08/03/2012	5	EOG RESOURCES INC	105.51	109.42	527.57	547.10	-19.53
08/18/2010	08/03/2012	3	EOG RESOURCES INC	105.51	92.35	316.54	277.06	39.48
06/25/2009	08/07/2012	7	DANAHER CORP	53.63	30.63	375.39	214.40	160.99
07/08/2009	08/07/2012	3	DANAHER CORP	53.63	28.97	160.88	86.90	73.98
09/23/2010	08/07/2012	5	ORACLE CORP	31.61	27.35	158.06	136.76	21.30
09/27/2010	08/07/2012	15	ORACLE CORP	31.61	26.85	474.17	402.78	71.39
10/14/2010	08/07/2012	10	ORACLE CORP	31.61	28.42	316.12	284.19	31.93
02/15/2011	08/07/2012	5	QUALCOMM INC	61.11	58.71	305.58	293.57	12.01
02/18/2011	08/07/2012	5	QUALCOMM INC	61.11	59.08	305.57	295.42	10.15
05/10/2010	08/08/2012	10	THE WALT DISNEY CO	50.35	35.26	503.51	352.61	150.90
07/25/2011	08/09/2012	13	***COVIDIEN PLC	56.69	50.53	736.93	656.91	80.02
08/25/2010	08/09/2012	3	EOG RESOURCES INC	110.31	86.03	330.93	258.08	72.85
08/25/2010	08/21/2012	3	EOG RESOURCES INC	109.25	86.02	327.74	258.07	69.67
09/24/2010	08/21/2012	1	EOG RESOURCES INC	109.25	92.09	109.24	92.09	17.15
08/04/2008	08/30/2012	1	GOOGLE INC-CL A	682.58	468.68	682.58	468.68	213.90
09/11/2008	09/13/2012	1	GOOGLE INC-CL A	694.93	416.04	694.93	416.04	278.89
05/26/2011	09/17/2012	5	FMC TECHNOLOGIES INC	48.93	43.73	244.66	218.65	26.01
08/02/2011	09/17/2012	10	FMC TECHNOLOGIES INC	48.93	44.33	489.31	443.34	45.97
02/03/2010	09/17/2012	2	NOBLE ENERGY INC	95.26	76.74	190.52	153.49	37.03
04/29/2010	09/17/2012	5	NOBLE ENERGY INC	95.26	78.95	476.29	394.77	81.52
10/14/2010	09/21/2012	10	ORACLE CORP	32.79	28.42	327.88	284.19	43.69
10/25/2010	09/21/2012	10	ORACLE CORP	32.79	29.09	327.89	290.87	37.02
11/10/2010	09/21/2012	5	ORACLE CORP	32.79	28.66	163.94	143.28	20.66
03/21/2011	09/21/2012	4	ROCKWELL AUTOMATION INC	71.80	90.28	287.20	361.11	-73.91
06/25/2010	09/24/2012	10	WELLS FARGO & COMPANY	34.98	27.23	349.81	272.26	77.55
01/31/2011	09/24/2012	10	WELLS FARGO & COMPANY	34.98	32.30	349.81	323.03	26.78
12/18/2009	09/26/2012	30	EMC CORP/MASS	26.72	17.17	801.59	515.04	286.55
04/01/2010	09/26/2012	5	EMC CORP/MASS	26.72	18.22	133.60	91.11	42.49
05/12/2010	10/23/2012	10	THE WALT DISNEY CO	50.98	35.51	509.80	355.12	154.68
03/17/2011	10/24/2012	4	MONSANTO CO	86.89	67.12	347.57	268.47	79.10
08/03/2011	11/08/2012	10	FMC TECHNOLOGIES INC	40.00	43.23	400.03	432.32	-32.29
06/14/2011	11/08/2012	1	PRECISION CASTPARTS CORP	171.04	152.69	171.04	152.69	18.35
08/04/2011	11/08/2012	2	PRECISION CASTPARTS CORP	171.04	151.85	342.09	303.70	38.39
08/16/2011	11/08/2012	4	ROCKWELL AUTOMATION INC	76.54	63.27	306.17	253.08	53.09
08/30/2011	11/12/2012	9	GILEAD SCIENCES INC	72.49	39.91	652.45	359.22	293.23
11/10/2010	11/13/2012	10	ORACLE CORP	30.20	28.65	301.95	286.55	15.40

Capital Gains Report

GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION (Account· 038-08212) January 1, 2012 through December 31, 2012·

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
12/02/2010	11/13/2012	10	ORACLE CORP	30 20	27 91	301 95	279 11	22 84
12/10/2010	11/13/2012	10	ORACLE CORP	30 20	29 76	301 95	297 56	4 39
12/20/2010	11/15/2012	10	ORACLE CORP	29 73	31 46	297 33	314 57	-17 24
03/02/2011	11/15/2012	10	ORACLE CORP	29 73	32 10	297 33	320 98	-23 65
05/18/2011	11/15/2012	10	ORACLE CORP	29.73	33 94	297 33	339 36	-42 03
06/23/2011	11/15/2012	10	ORACLE CORP	29.73	31 44	297 33	314 42	-17 09
03/18/2011	11/19/2012	5	QUALCOMM INC	62 27	51 08	311 36	255.38	55 98
02/17/2011	11/20/2012	10	BROADCOM CORP-CL A	31 01	42 32	310 13	423 16	-113 03
04/01/2010	11/20/2012	10	EMC CORP/MASS	24 09	18 22	240 92	182 21	58 71
10/26/2011	11/20/2012	5	HARLEY DAVIDSON INC	47 84	37 93	239 22	189 66	49 56
12/16/2010	11/20/2012	15	INTUIT INC	58 16	48 75	872 34	731 25	141 09
01/12/2011	11/20/2012	5	INTUIT INC	58 16	47 08	290 78	235 38	55 40
02/20/2008	11/27/2012	1	APPLE INC	587 18	122 88	587 18	122 88	464 30
03/17/2011	11/27/2012	1	MONSANTO CO	90 96	67 12	90 96	67 12	23 84
04/06/2011	11/27/2012	3	MONSANTO CO	90 96	69 77	272 88	209 30	63 58
08/16/2011	12/07/2012	1	ROCKWELL AUTOMATION INC	80 33	63.27	80 33	63 27	17.06
10/31/2011	12/07/2012	5	ROCKWELL AUTOMATION INC	80 33	68 85	401 65	344.23	57 42
07/05/2007	12/19/2012	4	SCHLUMBERGER LTD	71 14	87.90	284 56	351 61	-67.05
08/31/2007	12/19/2012	5	SCHLUMBERGER LTD	71 14	97 01	355 69	485 06	-129 37
11/06/2007	12/19/2012	1	SCHLUMBERGER LTD	71 14	98 25	71 14	98 25	-27 11
11/06/2007	12/20/2012	5	SCHLUMBERGER LTD	71 05	98 25	355 25	491 27	-136 02
05/17/2005	12/31/2012	1,719 938	ALLIANCE BERNSTEIN VALUE F-AD	9 73	12 41	16,735 00	21,344 43	-4,609 43
02/20/2008	12/31/2012	2	APPLE INC	534 25	122 88	1,068.50	245.77	822.73
04/15/2011	12/31/2012	2	FLOWSERVE CORPORATION	146 49	127 92	292 98	255 85	37 13
04/06/2011	12/31/2012	2	MONSANTO CO	94 42	69 76	188.83	139 53	49.30
11/06/2007	12/31/2012	4	SCHLUMBERGER LTD	68 91	98 25	275 65	393 02	-117.37
10/28/2008	12/31/2012	1	SCHLUMBERGER LTD	68.91	44.98	68.91	44 98	23.93
05/17/2005	12/31/2012	174 267	BERNSTEIN EMERGING MARKETS PORTFOLIO	28 27	35 42	4,877 27	6,173 28	-1,296 01
12/07/2005	12/31/2012	42 .081	BERNSTEIN EMERGING MARKETS PORTFOLIO	28 27	34 32	1,177 73	1,444 22	-266.49
05/18/2005	12/31/2012	917 .326	BERNSTEIN INTERNATIONAL PORTFOLIO	13 91	20 62	12,760 00	18,915 26	-6,155 26
			SUBTOTAL FOR LONG-TERM NON-COVERED			89,685.10	93,071 57	-3,386.47
TOTAL						136,864.15	140,080.49	-3,216.34

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L -3,216 34

SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B) 0 00

SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B) 170 13

Capital Gains Report

GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION (Account· 038-08212) January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
			SHORT TERM TOTAL				170 13	
			LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)			0 00		
			LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)			-3,386 47		
			LONG TERM TOTAL				-3,386 47	

Capital-Gains Distributions. If you own shares of the Sanford C Bernstein Fund, Inc , you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report) Long-term capital-gains distributions are a separate item on the I R S forms, and appear on the Summary-of-Key-Items report

Zero-Cost Transactions. If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero You will need to update the report data with the correct purchase information

This information should be reviewed by your tax advisor or accountant

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THE NORTHERN TRUST COMPANY	22.	22.
SANFORD BERNSTEIN & CO	2.	2.
BESSEMER	110.	110.
TOTAL	134.	134.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UBS		181.	181.
SANFORD BERNSTEIN & CO		6,215.	6,215.
BESSEMER		10,096.	10,096.
	TOTAL	16,492.	16,492.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVEST INCOME BLACK BEAR K-1		
INVEST INCOME TELLURIDE CAP FUND	7,609.	7,609.
MISCELLANEOUS INVESTMENT INCOME	43.	43.
FOREIGN CURRENCY G/L BESSEMER	72.	72.
TOTALS	7,724.	7,724.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES - SANFORD BERNST	227.	227.
INCOME/EXCISE TAX EXPENSE	459.	
FOREIGN TAX W/H - BESSEMER	26.	26.
TOTALS	712.	253.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STATE FILING FEES	15.	15.
BANK CHARGES CUSTODY FEES	2,019.	2,019.
BLACK BEAR K-1, INV EXP	142.	142.
TOTALS	2,176.	2,176.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UBS - AG STOCK AT BESSEMER	14,571.	25,294.
STOCK HELD AT SANFORD BRNSTEIN	150,560.	121,109.
TOTALS	165,131.	146,403.

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OTHER INVEST AT UBS		
OTHER INVEST SANFORD BERNSTEIN	232,520.	236,138.
TELLURIDE CAPITAL FD	157,852.	157,852.
BLACK BEAR FUND	3,329.	7,300.
OTHER INVEST BESSEMER	651,209.	650,591.
RECEIVABLE FROM OP	459.	459.
TOTALS	1,045,369.	1,052,340.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DAVID ZYER C/O O'CONNOR PARTNERS 135 S LASALLE ST, #3250 CHICAGO, IL 60603	DIR/PRES/TREASURER 1.00	0	0	0
CONNIE ZYER C/O O'CONNOR PARTNERS 135 S LASALLE ST, #3250 CHICAGO, IL 60603	DIRECTOR/VICE-PRES. .48	0	0	0
CONSTANCE FELTEN C/O O'CONNOR PARTNERS 135 S LASALLE ST, #3250 CHICAGO, IL 60603	SECRETARY .05	0	0	0
ELIZABETH ZYER C/O O'CONNOR PARTNERS 135 S LASALLE ST, #3250 CHICAGO, IL 60603	DIRECTOR .02	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 9

FORM 990PF, PART XIII - APPLIED TO PRIOR YEAR ELECTION

ELECTION UNDER REGULATION SECTION 53.4942(A)-3(D)(2)

TAXPAYER HERBY ELECTS UNDER REGULATION SECTION 53.4942(A)-3(D)(2) TO DESIGNATE THE QUALIFYING DISTRIBUTIONS OF $64,450 IT MADE DURING 2012. THE TAXPAYER ELECTS THAT THE DISTRIBUTIONS BE ALLOCATED IN THE FOLLOWING MANNER: (1) $62,971 TO UNDISTRIBUTED INCOME OF THE TAXABLE YEAR ENDING DECEMBER 31, 2011; (2) $696 TO UNDISTRIBUTED INCOME OF THE TAXABLE YEAR ENDING DECEMBER 31, 2010; AND (3) $783 TO DISTRIBUTABLE INCOME FOR THE TAXABLE YEAR ENDING DECEMBER 31, 2012.

DATE X 6-25-13

X David E. Zyer
DAVID ZYER, PRESIDENT

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CONCORDIA UNIVERSITY 7400 AUGUSTA ST RIVER FOREST, IL 60305	NONE PUBLIC	PILLARS FUND	2,000.
NORTHSHORE CONCERT BAND 1555 SHERMAN #315 EVANSTON, IL 60201	NONE PUBLIC	MUSIC EDUCATION OUTREACH, RECORDED WORKS AND COMMISSIONS AND LEADERSHIP FUND	7,500.
CAMPUS CRUSADE FOR CHRIST PO BOX 628222 ORLANDO, FL 32862	NONE PUBLIC	CAMPUS MINISTRY OUTREACH TO COLLEGE STUDENTS	1,700.
MISERICORDIA 6300 NORTH RIDGE CHICAGO, IL 60660	NONE PUBLIC	PROGRAMS AND SERVICES FOR CHILDREN AND ADULTS WITH DEVELOPMENTAL DISABILITIES	2,500.
GREATER CHICAGO FOOD DEPOSITORY 4100 WEST ANN LURIE PL CHICAGO, IL 60301	NONE PUBLIC	FIGHT HUNGER	3,000.
MAKE A WISH FOUNDATION 640 NORTH LASALLE STREET, SUITE 280 CHICAGO, IL 60610	NONE PUBLIC	GRANT WISHES OF CHILDREN WITH LIFE THREATENING MEDICAL CONDITIONS	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CRU UNIVERSITY OF TENN 229 DEADERICK AVE KNOXVILLE, TN 37921	NONE PUBLIC	CAMPUS MINISTRY OUTREACH TO COLLEGE STUDENTS	500.
INFANT WELFARE SOCIETY 320 LAKE STREET OAK PARK, IL 60302	NONE PUBLIC	MEDICAL DENTAL AND SOCIAL SERVICES	2,000.
BIENEN SCHOOL OF MUSIC BAND DEPT NORTHWESTERN UNIVERSITY 711 ELGIN ROAD EVANSTON, IL 60208	NONE PUBLIC	SUPPORT BAND PROGRAM	2,500.
JONI AND FRIENDS PO BOX 2222 AKRON, OH 44309-2222	NONE PUBLIC	DISABILITY MINISTRY TRAINING	1,000.
WALTHER LUTHERAN HIGH SCHOOL 900 CHICAGO AVENUE MELROSE PARK, IL 60160	NONE PUBLIC	CHRISTIAN EDUCATION	2,000.
GRACE LUTHERAN CHRUCH 7300 DIVISION ST RIVER FOREST, IL 60305	NONE PUBLIC	MINISTRY STAFF SEMINARY PROGRAM EXPENSES, MEMORIAL AND GRACE SCHOOL	7,250.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LCFS OF ILLINOIS 7620 MADISON STREET RIVER FOREST, IL 60305	NONE PUBLIC	PROVIDE SERVICES TO CHILDREN AND FAMILIES IN NEED	5,000.
OAK PARK RIVER FOREST COMMUNITY FDN 1049 LAKE ST SUITE 204 OAK PARK, IL 60301	NONE PUBLIC	INSPIRE PHILANTHROPY AND STEWARD THE COMMUNITY TOWARD SUSTAINABILITY AND WELL BEING	500.
CHICAGOLAND LUTHERAN EDUCATION FDN 861 S CHRUCH RD BENSENVILLE, IL 60106	NONE PUBLIC	EDUCATIONAL SCHOLARSHIPS, TEXTBOOKS, CLASSROOM SUPPLIES, FURNITURE AND EQUIPMENT	1,000.
OPERATION WALK NORTHWESTERN ARTHRITIS AND REHAB IN 680 NORTH LAKE SHORE DR, STE 1028 CHICAGO, IL 60611	NONE PUBLIC	BRING MOBILITY TO UNDERSERVED POPULATIONS IN THE WORLD	500.
PROVISO HABITAT FOR HUMANITY 2126 SOUTH 17TH AVE BROADVIEW, IL 60153	NONE PUBLIC	PROVIDE LOW-COST HOUSING IN WESTERN COOK COUNTY	1,000
FIRST PRESBYTERIAN CHURCH 7551 QUICK AVE RIVER FOREST, IL 60305	NONE PUBLIC	SUPPORT CHURCH AND YOUTH MINSTRY	5,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SALVATION ARMY 5040 N PULASKI ROAD CHICAGO, IL 60630	NONE PUBLIC	ASSIST HOMELESS, DISADVANTAGED AND CHILDREN	2,000.
SHRIVER CENTER 50 EAST WASHINGTON CHICAGO, IL 60602	NONE PUBLIC	LEADERSHIP IN ACHIEVING SOCIAL AND CEONOMIC JUSTICE FOR LOW-INCOME PEOPLE	1,000.
PHIL'S FRIENDS 405 S. RUSH ST. ROSELLE, IL 60172	NONE PUBLIC	CARE PACKAGES FOR CANCER PATIENTS	4,000.
MERCY HOME FOR BOYS AND GIRLS FR SCOTT DONOHUE 1140 W. JACKSON BLVC CHICAGO, IL 60607	NONE PUBLIC	CARE AND SUPPORT FOR CHILDREN	2,000.
WWCI, WTTW AND 98.7 WFMT 5400 N ST LOUIS AVE CHICAGO, IL 60625	NONE PUBLIC	PUBLIC TELEVISION	6,000.
ONE GOAL (FORMERLY US EMPOWERED) 222 W ONTARIO, SUITE 501 CHICAGO, IL 60654	NONE PUBLIC	ASSIST LOW INCOME STUDENTS ENTERING COLLEGE	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KELLOGG SCHOOL - NORTHWESTERN UNIVERSITY 2020 REDGE AVE EVANSTON, IL 60208	NONE PUBLIC	SUPPORT PROGRAMS, RESEARCH AND SCHOLARSHIPS	1,000.
		TOTAL CONTRIBUTIONS PAID	64,450.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 11

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OTHER INCOME FROM INVESTMENTS			14	7,724.	
TOTALS				7,724.	

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
GEORGE AND ARLENE RUSCH MEMORIAL FOUNDATION

Employer identification number (EIN) or
36-3501183

Number, street, and room or suite no If a P O box, see instructions
C/O O'CONNOR PARTNERS

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions
CHICAGO, IL 60603

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ DAVID ZYER, O'CONNOR PARTNERS

Telephone No. ▶ 312 542-8950 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ ☐ If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ ☒ calendar year 2012 or
▶ ☐ tax year beginning ______, 20___, and ending ______, 20___

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 1,104.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 504.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 600.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2013)

JSA
2F8054 2 000