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

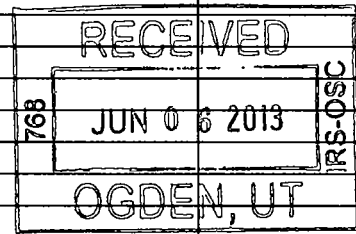
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE GEORGIA B. RIDDER FOUNDATION</b>		A Employer identification number <b>95-4813547</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>531 SO. MARENGO AVE</b>	Room/suite	B Telephone number <b>626 765-9343</b>
City or town, state, and ZIP code <b>PASADENA, CA 91101-3114</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>4,945,351.</b> (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	279,907.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	112,340.	112,340.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	242,190.			
b Gross sales price for all assets on line 6a <b>1,457,562.</b>				
7 Capital gain net income (from Part IV, line 2)		242,190.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	24,673.	24,673.		STATEMENT 2
12 Total. Add lines 1 through 11	659,110.	379,203.		
13 Compensation of officers, directors, trustees, etc	14,622.	13,160.		13,160.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees <b>STMT 3</b>	2,560.	0.		2,560.
c Other professional fees				
17 Interest				
18 Taxes <b>STMT 4</b>	2,214.	790.		100.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses <b>STMT 5</b>	31,255.	31,255.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	50,651.	45,205.		15,820.
25 Contributions, gifts, grants paid	215,000.			215,000.
26 Total expenses and disbursements. Add lines 24 and 25	265,651.	45,205.		230,820.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	393,459.			
b Net investment income (if negative, enter -0-)		333,998.		
c Adjusted net income (if negative, enter -0-)			N/A	



SCANNED JUN 20 2013  
Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	260,729.	378,641.	381,907.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	99,457.	99,457.	126,463.
	b Investments - corporate stock STMT 7	2,467,291.	2,883,646.	3,412,725.
	c Investments - corporate bonds STMT 8	1,046,858.	905,806.	970,691.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	53,321.	53,565.	53,565.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
<b>16 Total assets (to be completed by all filers)</b>	<b>3,927,656.</b>	<b>4,321,115.</b>	<b>4,945,351.</b>	
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			
	22 Other liabilities (describe ▶)			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/></b> <b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	3,927,656.	4,321,115.		
<b>30 Total net assets or fund balances</b>	<b>3,927,656.</b>	<b>4,321,115.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>3,927,656.</b>	<b>4,321,115.</b>		

**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	3,927,656.
2 Enter amount from Part I, line 27a	2	393,459.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,321,115.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,321,115.

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 1,457,562.		1,215,372.	242,190.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			242,190.

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	242,190.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

**1** Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	175,486.	4,153,879.	.042246
2010	75,920.	3,547,783.	.021399
2009	58,585.	2,676,046.	.021892
2008	156,576.	2,422,820.	.064626
2007	58,262.	2,359,300.	.024695

<b>2</b> Total of line 1, column (d)	2	.174858
<b>3</b> 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	.034972
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,515,536.
<b>5</b> Multiply line 4 by line 3	5	157,917.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	3,340.
<b>7</b> Add lines 5 and 6	7	161,257.
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	230,820.

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)**

<p><b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)</p>			
<p><b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b</p>		1	3,340.
<p><b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).</p>			
<p><b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p>		2	0.
<p><b>3</b> Add lines 1 and 2</p>		3	3,340.
<p><b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p>		4	0.
<p><b>5 Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-</p>		5	3,340.
<p><b>6 Credits/Payments:</b></p>			
<p><b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012</p>		6a	1,240.
<p><b>b</b> Exempt foreign organizations - tax withheld at source</p>		6b	
<p><b>c</b> Tax paid with application for extension of time to file (Form 8868)</p>		6c	2,100.
<p><b>d</b> Backup withholding erroneously withheld</p>		6d	
<p><b>7</b> Total credits and payments. Add lines 6a through 6d</p>		7	3,340.
<p><b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached</p>		8	
<p><b>9 Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b></p>		9	0.
<p><b>10 Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b></p>		10	
<p><b>11</b> Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/></p>		11	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>1b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		X
<b>1c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ <u>0.</u> (2) On foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>CA</u>		
<b>b</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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

<p><b>11</b> 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)</p>	11		<b>X</b>
<p><b>12</b> 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)</p>	12		<b>X</b>
<p><b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u></p>	13	<b>X</b>	
<p><b>14</b> The books are in care of ► <u>MICHAEL R. WHALEN</u> Telephone no. ► <u>626 765-9343</u> Located at ► <u>531 SO. MARENGO AVE, PASADENA, CA</u> ZIP+4 ► <u>91101-3114</u></p>			
<p><b>15</b> 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 ► <u>15</u> <u>N/A</u></p>			
<p><b>16</b> At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►</p>	16	<b>Yes</b>	<b>No</b> <b>X</b>

**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
<p><b>1a</b> During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(6) Agree to pay money or property to a government official? (<b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p><b>b</b> If any answer is "Yes" to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <u>N/A</u></p>	1b		
<p><b>c</b> 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?</p>	1c		<b>X</b>
<p><b>2</b> 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)):</p> <p><b>a</b> 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 ► _____, _____, _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.) <u>N/A</u></p> <p><b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ► _____, _____, _____, _____</p>	2b		
<p><b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>			
<p><b>b</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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012</i>)</p>	3b		<b>X</b>
<p><b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	4a		<b>X</b>
<p><b>b</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?</p>	4b		<b>X</b>

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

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

Organizations relying on a current notice regarding disaster assistance check here

N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A  Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes  No

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

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

Yes  No

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

Yes  No

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

N/A

5b

6b

7b

X

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL R. WHALEN 531 S. MARENGO AVE PASADENA, CA 91101-3114	PRESIDENT/DIRECTOR  1.00	14,622.	0.	0.

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

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

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

0

**Part VIII**

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

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

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	4,356,730.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	227,571.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,584,301.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	4,584,301.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	68,765.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,515,536.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	225,777.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	225,777.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	3,340.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,340.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	222,437.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	222,437.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	222,437.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	230,820.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	230,820.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	3,340.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	227,480.

**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				222,437.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			189,070.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 230,820.				
a Applied to 2011, but not more than line 2a			189,070.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				41,750.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				180,687.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
PLANNED PARENTHOOD PASADENA & SAN GABRIEL VALLEY 1045 N LAKE AVE PASADENA, CA 91104	NONE	501(C)(3)	SUPPORT FAMILY PLANNING	60,000.
UNION STATION HOMELESS SERVICES 825 E ORANGE GROVE BLVD PASADENA, CA 91104	NONE	501(C)(3)	SUPPORT THE HOMELESS	150,000.
CHILD'S PLAY 123 NW 36TH ST STE 210 SEATTLE, WA 98107	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
<b>Total</b>				▶ <b>3a</b> 215,000.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				▶ <b>3b</b> 0.





**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2012**

Name of the organization

Employer identification number

**THE GEORGIA B. RIDDER FOUNDATION**

**95-4813547**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

**General Rule**

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

**Special Rules**

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

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

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

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

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

Name of organization <b>THE GEORGIA B. RIDDER FOUNDATION</b>	Employer identification number <b>95-4813547</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>GEORGIA B RIDDER CHARITABLE TRUST</u>  <u>531 SO. MARENGO AVE</u>  <u>PASADENA, CA 91101-3114</u>	\$ <u>279,907.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

Name of organization

Employer identification number

**THE GEORGIA B. RIDDER FOUNDATION**

**95-4813547**

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

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

Name of organization <b>THE GEORGIA B. RIDDER FOUNDATION</b>	Employer identification number <b>95-4813547</b>
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_  
 Use duplicate copies of Part III if additional space is needed

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

THE GEORGIA B. RIDDER FOUNDATION

**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 JABIL-CIRCUIT-RETURN CAPITAL	P		
b PER SPEARS ABACUS, ATTACHED	P	VARIOUS	12/31/12
c PER SPEARS ABACUS, ATTACHED	P	VARIOUS	12/31/12
d PER SPEARS ABACUS, ATTACHED	P	VARIOUS	12/31/12
e PER SPEARS ABACUS, ATTACHED		VARIOUS	12/31/12
f CAPITAL GAINS DIVIDENDS			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,056.		1,056.	0.
b 83,285.		80,470.	2,815.
c 208,150.		215,346.	-7,196.
d 1,165,068.		918,500.	246,568.
e			0.
f 3.			3.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			0.
b			2,815.
c			-7,196.
d			246,568.
e			0.
f			3.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	242,190.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB-ACCR. INT PAID	-3,695.	0.	-3,695.
CHARLES SCHWAB-DIVIDENDS	49,037.	3.	49,034.
CHARLES SCHWAB-INTEREST	67,001.	0.	67,001.
TOTAL TO FM 990-PF, PART I, LN 4	112,343.	3.	112,340.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PORTFOLIO INCOME-FROM LLC	4,530.	4,530.	
FRANCHISE TAX REFUND	50.	50.	
GEORGIA RIDDDER TRUST-K-1/INT.	8.	8.	
GEORGIA RIDDDER TRUST-K-1/DIV.	20,085.	20,085.	
TOTAL TO FORM 990-PF, PART I, LINE 11	24,673.	24,673.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,560.	0.		2,560.
TO FORM 990-PF, PG 1, LN 16B	2,560.	0.		2,560.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	75.	0.		75.
FRANCHISE TAX FROM LLC K-1	400.	400.		0.
FRANCHISE TAX BOARD	25.	0.		25.
FEDERAL EXCISE TAX	1,324.	0.		0.
FOREIGN TAX	390.	390.		0.
TO FORM 990-PF, PG 1, LN 18	2,214.	790.		100.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER & BANK FEES	27,369.	27,369.		0.
PORTFOLIO DEDUCTIONS FROM LLC K-1	3,886.	3,886.		0.
TO FORM 990-PF, PG 1, LN 23	31,255.	31,255.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT 6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	FAIR MARKET VALUE
US GOVT DEBT SECURITIES PER ATTACHMENT	X		99,457.
TOTAL U.S. GOVERNMENT OBLIGATIONS			99,457.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			
TOTAL TO FORM 990-PF, PART II, LINE 10A			99,457.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED EQUITIES PER ATTACHMENT	2,582,458.	3,096,045.
PUBLICLY TRADED EQUITIES PER ATTACHMENT	301,188.	316,680.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,883,646.	3,412,725.

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FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS PER ATTACHMENT	739,352.	796,883.
CONVERTIBLE BONDS PER ATTACHMENT	166,454.	173,808.
TOTAL TO FORM 990-PF, PART II, LINE 10C	905,806.	970,691.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
RIDDER THOROUGHBRED STABLES LLC	COST	53,565.	53,565.
TOTAL TO FORM 990-PF, PART II, LINE 13		53,565.	53,565.

S/A

95-4813547  
Form 990-PF 2012  
Page 2 Pt II

**PORTFOLIO APPRAISAL**  
**GEORGIA B. RIDDER FOUNDATION**  
December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
<b>CASH AND EQUIVALENTS</b>							
	Accrued Dividends		3,266.25		3,266.25	0.1	3.2
	Schwab Govt Money Market Fund		358,603.13		358,603.13	7.4	0.0
			361,869.38		361,869.38	7.4	0.0
<b>TIPS</b>							
106.119	UNITED STATES TRIAS NT'S 1.375% Due 01-15-20 Inflation factor 1.06119 Accrued Interest	93.72	99,457.26 ✓	118.54	125,792.51	2.6	1.2
					670.09	0.0	
			99,457.26 ✓		126,462.60	2.6	1.2
<b>CORPORATE BONDS</b>							
40.000	CITIZENS COMMUNICATIONS CO 6.250% Due 01-15-13	91.00	36,400.00	100.12	40,050.00	0.8	6.2
50.000	LII TECHNOLOGIES CORP 3.375% Due 03-01-13	100.57	50,284.00	100.30	50,150.85	1.0	3.4
100.000	AMERICAN EXPRESS CR CORP MTNBI 5.875% Due 05-02-13	100.00	100,000.00 ✓	101.81	101,805.60	2.1	5.8
50.000	STAPLES INC 9.750% Due 01-15-14	103.80	51,900.00	108.72	54,359.80	1.1	9.0
75.000	CROWN CASTLE INTL CORP 9.000% Due 01-15-15	106.12	79,587.50	106.05	79,537.50	1.6	8.5
50.000	BANK NEW YORK INC SUB CORP NT 4.950% Due 03-15-15	99.31	49,655.00 ✓	109.03	54,514.35	1.1	4.5
50.000	MGM RESORTS INTERNATIONAL 6.625% Due 07-15-15	94.75	47,375.00	107.25	53,625.00	1.1	6.2
50.000	JABIL CIRCUIT INC 7.750% Due 07-15-16	111.05	55,525.00	117.50	58,750.00	1.2	6.6
50.000	BALCO CORP 7.125% Due 09-01-16	104.42	52,212.50 ✓	107.00	53,500.00	1.1	6.7
11.000	OWENS CORNING NLW 6.500% Due 12-01-16	99.55	10,950.50	112.37	12,360.31	0.3	5.8
50.000	GENE RALPH CTRIC CO 5.250% Due 12-06-17	100.00	50,000.00	117.91	58,957.45	1.2	4.5
50.000	CIT GROUP INC 5.250% Due 03-15-18	101.30	50,650.00	108.00	54,000.00	1.1	4.9
50.000	COMPUTER SCIENCES CORP 6.500% Due 03-15-18	111.92	55,962.50	116.65	58,323.05	1.2	5.6
60.000	SOUTHERN UNICO NEW 3.330% Due 11-01-66	81.42	48,850.00	85.62	51,375.00	1.1	3.9

We urge you to compare this information to the account statements provided by your account custodians.

**PORTFOLIO APPRAISAL**  
**GEORGIA B. RIDDER FOUNDATION**  
December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
	Accrued Interest				15,573.79	0.3	
			739,352.00		796,882.70	16.4	5.9
<b>CONVERTIBLE BONDS</b>							
50,000	CHARLES RIV LABS INTL INC 2.250% Due 06-15-13	101.57	50,785.00	100.25	50,125.00	1.0	2.2
50,000	MICRON TECHNOLOGY INC 1.875% Due 06-01-27	85.92	42,962.50	91.19	45,593.75	0.9	2.1
25,000	TRINITY INDS INC 3.875% Due 06-01-36	100.72	25,181.25	111.81	27,953.12	0.6	3.5
50,000	HOLOGIC INC 2.000% Due 03-01-42	95.05	47,525.00	99.19	49,593.75	1.0	2.0
	Accrued Interest				542.19	0.0	
			166,453.75		173,807.81	3.6	2.3
<b>COMMON STOCK</b>							
1,650.00	ACL LTD SHS	52.51	86,641.63	79.80	131,670.00	2.7	2.5
4,300.00	AMARIN CORP PLC SPONS ADR NEW	10.88	46,785.29	8.09	34,787.00	0.7	0.0
2,200.00	AON PLC SHS CL A	48.74	107,237.46	55.61	122,342.00	2.5	1.1
1,000.00	APACHE CORP COM	78.04	78,040.56	78.50	78,500.00	1.6	0.9
200.00	API F INC COM	226.84	45,367.08	532.17	106,434.60	2.2	2.0
1,600.00	BAXTER INTL INC COM	47.23	75,570.86	66.66	106,656.00	2.2	2.7
1,100.00	BOEING CO COM	73.88	81,265.40	75.36	82,896.00	1.7	2.6
4,300.00	BROADRIDGE FINI SOLUTIONS INC COM	22.76	97,851.11	22.88	98,384.00	2.0	3.1
1,600.00	CHICK POINT SOFTWARE TECH LTD ORD	31.34	50,150.12	47.64	76,224.00	1.6	0.0
3,300.00	CIT GROUP INC COM NEW	38.96	128,574.72	38.64	127,512.00	2.6	0.0
3,900.00	COMCAST CORP NEW CL A	18.28	71,278.61	37.36	145,704.00	3.0	1.7
1,200.00	CROWN CASTLE INTL CORP COM	15.47	18,562.35	72.16	86,592.00	1.8	0.0
2,500.00	DELPHI AUTOMOTIVI PLC SHS	31.30	78,258.95	38.25	95,625.00	2.0	0.0
5,100.00	DIGITAL GENERATION INC COM	25.03	127,651.96	10.91	55,641.00	1.1	0.0
173.00	GOOGLE INC CL A	425.16	73,552.38	707.38	122,376.74	2.5	0.0
3,850.00	IMAX CORP COM	24.80	95,473.39	22.48	86,548.00	1.8	0.0
3,300.00	JABIL CIRCUIT INC COM	16.27	53,677.52	19.29	63,657.00	1.3	1.7
3,300.00	JOHNSON CTLS INC COM	32.48	107,192.87	30.67	101,211.00	2.1	2.5
1,536.96	KINDER MORGAN MANAGEMENT LLC SHS	43.74	67,226.49	75.46	115,979.26	2.4	5.6

We urge you to compare this information to the account statements provided by your account custodians

**PORTFOLIO APPRAISAL**  
**GEORGIA B. RIDDER FOUNDATION**  
*December 31, 2012*

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
2,000.00	LIFF. TECHNOLOGIES CORP COM	41.74	83,488.30	49.03	98,060.00	2.0	0.0
4,100.00	MARATHON OIL CORP COM	23.77	97,455.80	30.66	125,706.00	2.6	2.2
3,600.00	METLIFE INC COM	37.29	134,253.24	32.94	118,584.00	2.4	2.2
4,200.00	MICROSOFT CORP COM	24.31	102,100.70	26.71	112,180.74	2.3	3.4
3,800.00	ORACLE CORP COM	23.14	87,941.33	33.32	126,616.00	2.6	0.7
2,700.00	REPUBLIC SVCS INC COM	30.75	83,033.95	29.33	79,191.00	1.6	3.2
1,275.00	SCHUMBERGER LTD COM	54.74	69,789.33	69.30	88,355.71	1.8	1.6
155.00	SIMON PPLY GROUP INC NLW COM	58.59	9,081.45	158.09	24,503.95	0.5	2.8
3,500.00	SUNTRUST BKS INC COM	21.50	75,258.95	28.35	99,225.00	2.0	0.7
2,350.00	THIRMO FISHER SCIENTIFIC INC COM	49.46	116,229.93	63.78	149,883.00	3.1	0.9
300.00	TORTOISE ENERGY INFRASTRUCTURE CP COM	28.56	8,568.99	37.90	11,370.03	0.2	6.0
1,000.00	UNITED PARCEL SERVICE INC CL B	69.28	69,278.95	73.73	73,730.00	1.5	3.1
5,000.00	WELLS FARGO UN CO COM	19.05	95,260.69	13.61	68,050.00	1.4	3.7
2,500.00	WILLIAMS COS INC DLL COM	24.57	61,413.68	32.74	81,850.00	1.7	4.0
			2,583,514.05		3,096,045.04	63.6	1.7
<b>PREFERRED STOCK</b>							
500	PRINCIPAL FINL GROUP INC PFD SER A	99.17	49,587.50	97.75	48,875.00	1.0	5.7
			49,587.50		48,875.00	1.0	5.7
<b>TRUST PREFERRED</b>							
70,000	GOLDMAN SACHS CAP II 4.000% Due 06-01-43	70.36	49,250.00	77.50	54,250.00	1.1	5.2
50,000	WACHOVIA CAP TR III 5.570% Due 03-29-49	99.86	49,931.25	99.50	49,750.00	1.0	5.6
65,000	SUNTRUST PFD CAP I 4.000% Due 06-29-49	79.16	51,456.25	84.16	54,704.00	1.1	4.8
60,000	XL GROUP PLC 6.500% Due 12-29-49	84.17	50,500.00	94.25	56,550.00	1.2	6.9
50,000	CAPITAL ONE CAP IV 6.745% Due 02-05-82 Accrued Interest	100.92	50,462.50	100.00	50,000.00	1.0	6.7
			251,600.00		2,551.31	0.1	5.8
			4,251,833.94		4,871,747.85	100.0	2.6

We urge you to compare this information to the account statements provided by your account custodians.

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**REALIZED GAINS AND LOSSES**  
**GEORGIA B. RIDDER FOUNDATION**  
From 01-01-2012 Through 12-31-2012

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain or Loss	
						Short Term	Long Term
<b>Supervised Assets</b>							
12-22-2009	01-03-2012	150 00	F M C CORP COM NLW	8,479 15	13,199 68		4,720 53
11-12-2009	01-03-2012	700 00	F M C CORP COM NLW	37,996 20	61,598 52		23,602 32
05-11-2011	01-03-2012	0 67	WPX ENERGY INC COM	11 41	11 70	0.29	
07-20-2011	01-11-2012	450 00	ST JUDL MLD INC COM	20,726 86	16,197 90	(4,528 96)	
02-04-2010	01-11-2012	900 00	ST JUDL MLD INC COM	34,136 32	32,395 79		(1,740 53)
12-22-2009	01-11-2012	900 00	ST JUDL MLD INC COM	33,029 05	32,395 80		(633 25)
06-09-2011	01-23-2012	40 000	CIT GROUP INC 7 000% Due 05-01-15	40,475 00	40,000 00	(475 00)	
05-11-2010	01-25-2012	600 00	CHUCK POINT SOFTWARE TECH LTD ORD	19,563 34	33,896 70		14,333 36
10-02-2008	01-25-2012	30 00	APPL INC COM	3,036 97	13,421 03		10,384 05
05-21-2010	02-02-2012	400 00	LITE TECHNOLOGIES CORP COM	19,149 78	19,486 68		336 90
10-02-2008	02-13-2012	20 00	APPL INC COM	2,024 65	10,020 14		7,995 49
12-21-2006	02-24-2012	150 00	ALLIRGAN INC COM	9,054 75	13,108 24		4,053 49
03-26-2008	02-24-2012	50 00	ALLIRGAN INC COM	2,832 00	4,369 41		1,537 41
03-13-2007	02-24-2012	150 00	ALLIRGAN INC COM	7,956 00	13,108 23		5,152 23
04-24-2006	02-24-2012	100 00	ALLIRGAN INC COM	5,001 00	8,738 82		3,737 82
12-29-2008	02-24-2012	200 00	ALLIRGAN INC COM	7,480 15	17,477 65		9,997 50
03-16-2001	02-24-2012	150 00	ALLIRGAN INC COM	5,364 06	13,108 24		7,744 18
02-16-2011	02-29-2012	733 00	WPX ENERGY INC COM	11,131 87	13,342 51		2,210 64
05-11-2011	02-29-2012	533 00	WPX ENERGY INC COM	9,124 52	9,701 99	577 47	
10-02-2008	03-14-2012	20 00	APPL INC COM	2,024 65	11,688 42		9,663 77
10-15-2008	03-14-2012	10 00	APPL INC COM	988 95	5,844 21		4,855 26
10-15-2008	03-28-2012	25 00	APPL INC COM	2,472 38	15,471 20		12,998 81
02-24-2012	04-02-2012	1,500 00	AON PLC SHS CL A	71,333 95	73,571 25	2,237 30	
08-05-2010	04-10-2012	575	AXIS CAPITAL GROUPS LTD PFD SLR B	50,050 00	59,105 80		9,055 80
02-16-2011	04-18-2012	1,300 00	WILLIAMS COS INC DDL COM	29,509 00	41,655 12		12,146 12
12-21-2006	04-25-2012	600 00	CISCO SYS INC COM	16,404 00	11,625 41		(4,778 59)
12-27-2007	04-25-2012	300 00	CISCO SYS INC COM	8,454 00	5,812 71		(2,641 29)
01-04-2008	04-25-2012	200 00	CISCO SYS INC COM	5,218 00	3,875 14		(1,342 86)
07-09-2008	04-25-2012	200 00	CISCO SYS INC COM	4,430 00	3,875 14		(554 86)
04-28-2010	05-01-2012	50 000	VENTAS RIFY LTD PARTNERSHIP 9 000% Due 05-01-12	53,950 00	50,000 00		(3,950 00)
02-04-2010	05-22-2012	1,050 00	COOPER INDUSTRIES PLC SHS	45,483 72	73,796 21		28,312 49
03-13-2007	06-05-2012	350 00	STATL STR CORP COM	21,891 49	13,899 35		(7,992 14)
03-30-2007	06-05-2012	225 00	STATL STR CORP COM	14,593 85	8,935 29		(5,658 56)
06-04-2008	06-05-2012	100 00	STATL STR CORP COM	7,078 00	3,971 24		(3,106 76)
12-29-2008	06-05-2012	200 00	STATL STR CORP COM	7,078 95	7,942 48		863 53
03-25-2010	06-05-2012	725 00	STATL STR CORP COM	33,598 20	28,791 51		(4,806 69)
08-27-2009	06-21-2012	50 000	HOLOGIC INC 2 000% Due 12-15-37	40,587 50	49,037 50		8,450 00
06-29-2010	07-02-2012	50 000	ICONIX BRAND GROUP INC 1 875% Due 06-30-12	46,775 00	50,000 00		3,225 00
07-09-2008	07-06-2012	150 00	CISCO SYS INC COM	3,322 50	2,504 38		(818 12)
12-03-2004	07-06-2012	250 00	CISCO SYS INC COM	4,893 75	4,173 97		(719 78)
04-13-2005	07-06-2012	300 00	CISCO SYS INC COM	5,433 00	5,008 77		(424 23)
12-07-2005	07-06-2012	550 00	CISCO SYS INC COM	9,880 96	9,182 74		(698 22)

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**REALIZED GAINS AND LOSSES**  
**GEORGIA B. RIDDER FOUNDATION**  
From 01-01-2012 Through 12-31-2012

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain or Loss			
						Short Term	Long Term		
03-29-2005	07-06-2012	400.00	CISCO SYS INC COM	7,104.00	6,678.36		(425.64)		
12-29-2008	07-06-2012	750.00	CISCO SYS INC COM	12,008.95	12,521.93		512.98		
12-20-2011	07-13-2012	2.000	CLIAN HARBORS INC 7.625% Due 08-15-16	2,132.25	2,060.00	(72.25)			
12-20-2011	07-30-2012	38.000	CLIAN HARBORS INC 7.625% Due 08-15-16	40,512.75	39,562.49	(950.26)			
11-18-2004	07-30-2012	150.00	COMCAST CORP NEW CL A	3,032.00	4,840.98		1,808.98		
12-01-2004	07-30-2012	38.00	COMCAST CORP NEW CL A	755.86	1,226.38		470.52		
02-02-2005	07-30-2012	337.00	COMCAST CORP NEW CL A	7,204.50	10,876.08		3,671.58		
04-07-2006	07-30-2012	475.00	COMCAST CORP NEW CL A	8,725.50	15,329.79		6,604.29		
07-17-2012	08-06-2012	1,100.00	COACH INC COM	61,223.95	60,329.32	(894.63)			
04-28-2006	09-01-2012	50.000	SEARIVER MARITIME FINL HDGS 0.000% Due 09-01-12	35,210.00	50,000.00		14,790.00		
05-30-2007	09-01-2012	50.000	SEARIVER MARITIME FINL HDGS 0.000% Due 09-01-12	38,072.50	50,000.00		11,927.50		
05-21-2010	09-19-2012	600.00	LIFE TECHNOLOGIES CORP COM	28,724.67	29,582.69		858.01		
03-16-2012	10-04-2012	50.000	STAFF STRCAP TR III 5.458% Due 02-17-37	50,275.00	50,000.00	(275.00)			
01-23-2008	10-10-2012	27.00	GOOGLE INC CL A	14,203.08	20,108.30		5,905.22		
10-28-2009	11-02-2012	39.000	OWENS CORNING NEW 6.500% Due 12-01-16	38,824.50	45,985.87		7,161.37		
12-30-2005	11-05-2012	350.00	CVS CARE-MARK CORPORATION COM	9,296.00	16,326.71		7,030.71		
03-02-2006	11-05-2012	275.00	CVS CARE-MARK CORPORATION COM	8,074.76	12,828.13		4,753.37		
04-24-2006	11-05-2012	100.00	CVS CARE-MARK CORPORATION COM	2,918.00	4,664.78		1,746.78		
06-30-2006	11-05-2012	300.00	CVS CARE-MARK CORPORATION COM	9,240.00	13,994.33		4,754.33		
12-21-2006	11-05-2012	350.00	CVS CARE-MARK CORPORATION COM	10,867.50	16,326.72		5,459.22		
12-27-2007	11-05-2012	200.00	CVS CARE-MARK CORPORATION COM	7,944.00	9,329.55		1,385.55		
12-29-2008	11-05-2012	375.00	CVS CARE-MARK CORPORATION COM	10,129.83	17,492.91		7,363.08		
12-22-2009	11-05-2012	550.00	CVS CARE-MARK CORPORATION COM	17,850.40	25,656.26		7,805.86		
01-27-2010	11-05-2012	300.00	CVS CARE-MARK CORPORATION COM	9,791.65	13,994.33		4,202.68		
09-15-2009	11-27-2012	325.00	BAXTLR INTL INC COM	18,169.63	21,440.57		3,270.94		
TOTAL GAINS							2,815.06	286,859.69	
TOTAL LOSSES							(7,196.10)	(40,291.53)	
TOTAL REALIZED GAIN/LOSS						1,214,316.22	1,456,503.34	(4,381.04)	246,568.16
NO CAPITAL GAINS DISTRIBUTIONS						242,187.12			

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**REALIZED GAINS AND LOSSES**  
**GEORGIA B. RIDDER FOUNDATION**  
*From 01-01-2012 Through 12-31-2012*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain or Loss	
						Short Term	Long Term
<b>Unsupervised Assets</b>							
TOTAL GAINS						0.00	0.00
TOTAL LOSSES						0.00	0.00
TOTAL REALIZED GAIN/LOSS						0.00	0.00
NO CAPITAL GAINS DISTRIBUTIONS						0.00	0.00
<b>GRAND TOTAL</b>						<b>1,214,316.22</b>	<b>1,456,503.34</b>
GRAND TOTAL REALIZED GAIN/LOSS						242,187.12	(4,381.04)
						246,568.16	

## Application for Extension of Time To File an Exempt Organization Return

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

- 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](http://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

<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>THE GEORGIA B. RIDDER FOUNDATION</b>	Employer identification number (EIN) or <b>95-4813547</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. <b>531 SO. MARENGO AVE</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>PASADENA, CA 91101-3114</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

**MICHAEL R. WHALEN**

• The books are in the care of ▶ **531 SO. MARENGO AVE - PASADENA, CA 91101-3114**  
Telephone No. ▶ **626 765-9343** 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 **AUGUST 15, 2013**, 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 \_\_\_\_\_, and ending \_\_\_\_\_

**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

<b>3a</b> 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.	<b>3a</b>	\$	<b>3,340.</b>
<b>b</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.	<b>3b</b>	\$	<b>1,240.</b>
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>2,100.</b>

**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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.