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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: RITA ALLEN FOUNDATION, INC.

A Employer identification number: 13-6116429

Number and street (or P O box number if mail is not delivered to street address): 92 NASSAU STREET, 3RD FLOOR — Room/suite:

B Telephone number: (609)683-8010

City or town, state or province, country, and ZIP or foreign postal code: PRINCETON, NJ 08542

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 167,428,614.

J Accounting method: [ ] Cash [ ] Accrual [X] Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis.)

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

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

	Line		(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	0.		N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	2,832,025.	2,832,025.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,711,549.			
	b	Gross sales price for all assets on line 6a 64,718,351.				
	7	Capital gain net income (from Part IV, line 2)		2,711,549.		
	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	9,109.	9,109.		STATEMENT 2
	12	Total. Add lines 1 through 11	5,552,683.	5,552,683.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	379,654.	0.		379,654.
	14	Other employee salaries and wages	466,555.	0.		466,555.
	15	Pension plans, employee benefits	225,992.	0.		225,992.
	16a	Legal fees STMT 3	312.	0.		312.
	b	Accounting fees STMT 4	31,669.	0.		31,669.
	c	Other professional fees STMT 5	387,981.	382,446.		5,535.
	17	Interest				
	18	Taxes STMT 6	76,861.	56,861.		0.
	19	Depreciation and depletion				
	20	Occupancy	93,877.	0.		93,877.
	21	Travel, conferences, and meetings	45,832.	0.		45,832.
	22	Printing and publications				
	23	Other expenses STMT 7	300,486.	0.		300,526.
	24	Total operating and administrative expenses. Add lines 13 through 23	2,009,219.	439,307.		1,549,952.
	25	Contributions, gifts, grants paid	5,678,210.			5,678,210.
	26	Total expenses and disbursements. Add lines 24 and 25	7,687,429.	439,307.		7,228,162.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-2,134,746.			
	b	Net investment income (if negative, enter -0-)		5,113,376.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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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	2,295,492.	4,643,723.	4,643,723.
	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 8	9,187,640.	12,394,757.	12,204,676.
	b Investments - corporate stock STMT 9	39,777,415.	44,014,111.	61,737,432.
	c Investments - corporate bonds STMT 10	12,132,419.	7,334,159.	7,376,306.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	71,485,853.	64,432,471.	81,460,424.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ SECURITY DEPOSIT)	6,053.	6,053.	6,053.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	134,884,872.	132,825,274.	167,428,614.
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 ▶ DUE TO BROKER)	40,338.	115,486.	
	23 **Total liabilities** (add lines 17 through 22)	40,338.	115,486.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31**			
	27 Capital stock, trust principal, or current funds	114,524,420.	114,524,420.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	20,320,114.	18,185,368.	
	30 **Total net assets or fund balances**	134,844,534.	132,709,788.	
	31 **Total liabilities and net assets/fund balances**	134,884,872.	132,825,274.	

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	134,844,534.
2	Enter amount from Part I, line 27a	2	-2,134,746.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	132,709,788.
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	132,709,788.

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	SALE OF PUBLIC SECURITIES	P	VARIOUS	VARIOUS
b	CAPITAL GAINS DIVIDENDS			
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	63,338,200.		62,006,802.	1,331,398.
b	1,380,151.			1,380,151.
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				1,331,398.
b				1,380,151.
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** 2,711,549.

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

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))
2012	7,079,635.	143,958,992.	.049178
2011	6,640,171.	150,362,307.	.044161
2010	5,750,790.	141,132,376.	.040747
2009	4,112,165.	121,642,568.	.033805
2008	3,293,038.	113,557,029.	.028999

2	Total of line 1, column (d)	2	.196890
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	.039378
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	155,553,514.
5	Multiply line 4 by line 3	5	6,125,386.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	51,134.
7	Add lines 5 and 6	7	6,176,520.
8	Enter qualifying distributions from Part XII, line 4	8	7,228,162.

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 ▶ [X] and enter 1% of Part I, line 27b		1	51,134.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	51,134.
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	51,134.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 61,691.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	61,691.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	10,557.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶	10,557. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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? N/A	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) ▶ NY,NJ			
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 2013 or the taxable year beginning in 2013 (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)*

		Line	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 ▶ WWW.RITAALLEN.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no ▶ (609)683-8010
Located at ▶ 92 NASSAU STREET, 3RD FLOOR, PRINCETON, NJ ZIP+4 ▶ 08542

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ 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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____				
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 2013 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 2013)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	**5b**		
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? 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 [X] 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 [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (If not paid, enter -0-)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SEE STATEMENT 12		379,654.	75,688.	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
KATHLEEN THOMPSON - 92 NASSAU STREET, 3RD FLOOR, PRINCETON, NJ	OPERATIONS & PROGRAM 35.00	152,412.	38,360.	0.
JONATHAN KARTT - 92 NASSAU STREET, 3RD FLOOR, PRINCETON, NJ 08542	PROGRAM & EVALUATION 35.00	153,000.	33,544.	0.
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
BESSEMER TRUST 222 ROYAL PALM WAY, PALM BEACH, FL 33480	INVESTMENT MANAGEMENT	167,662.
ALEX BROWN INVESTMENT MANAGEMENT ONE SOUTH STREET, BALTIMORE, MD 21202	INVESTMENT MANAGEMENT	149,776.
REINHART PARTNERS, INC. - 1500 W. MARKET ST., SUITE 100, MEQUON, WI 53092	INVESTMENT MANAGEMENT	65,007.
CULWELL CONSULTING GROUP, LLC 1427 MONTERO AVENUE, BURLINGAME, CA 94010	STRATEGIC PLANNING	50,184.
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 SEE STATEMENT 13	67,855.
2 SEE STATEMENT 14	45,723.
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.)

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	155,117,959.
b	Average of monthly cash balances	1b	2,804,390.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	157,922,349.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	157,922,349.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,368,835.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	155,553,514.
6	**Minimum investment return** Enter 5% of line 5	6	7,777,676.

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	7,777,676.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	51,134.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	51,134.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	7,726,542.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	7,726,542.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	7,726,542.

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	7,228,162.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	7,228,162.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	51,134.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	7,177,028.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				7,726,542.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			6,869,309.	
b Total for prior years ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 7,228,162.				
a Applied to 2012, but not more than line 2a			6,869,309.	
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 2013 distributable amount				358,853.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				7,367,689.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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 address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT B	N/A		SEE ATTACHMENT B	5,678,210.
Total			▶ 3a	5,678,210.
b *Approved for future payment*				
SEE ATTACHMENT C	N/A		SEE ATTACHMENT C	1,747,377.
Total			▶ 3b	1,747,377.

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,832,025.	
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			01	9,109.	
8 Gain or (loss) from sales of assets other than inventory			18	2,711,549.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a GRANT REFUNDS			01		
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		5,552,683.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 5,552,683.

(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)

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	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Elizabeth G Christopherson | 11/17/14 | PRESIDENT AND CEO

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHRISTOPHER PETERMANN		11/1/14		P00097440

Firm's name ▶ O'CONNOR DAVIES, LLP — Firm's EIN ▶ 27-1728945

Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022 — Phone no (212)286-2600

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CAPITAL GAIN DISTRIBUTIONS	1,380,151.	1,380,151.	0.	0.	
DIVIDENDS	2,348,024.	0.	2,348,024.	2,348,024.	
INTEREST	484,001.	0.	484,001.	484,001.	
TO PART I, LINE 4	4,212,176.	1,380,151.	2,832,025.	2,832,025.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT REVENUE	9,109.	9,109.	
TOTAL TO FORM 990-PF, PART I, LINE 11	9,109.	9,109.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	312.	0.		312.
TO FM 990-PF, PG 1, LN 16A	312.	0.		312.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	31,669.	0.		31,669.
TO FORM 990-PF, PG 1, LN 16B	31,669.	0.		31,669.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BESSEMER TRUST	167,662.	167,662.		0.
ALEX BROWN INVESTMENT MANAGEMENT	149,777.	149,777.		0.
REINHART	65,007.	65,007.		0.
MISCELLANEOUS	5,535.	0.		5,535.
TO FORM 990-PF, PG 1, LN 16C	387,981.	382,446.		5,535.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	20,000.	0.		0.
FOREIGN TAX WITHHELD	56,861.	56,861.		0.
TO FORM 990-PF, PG 1, LN 18	76,861.	56,861.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,490.	0.		2,490.
OFFICE EXPENSES	10,409.	0.		10,409.
MEMBERSHIPS AND DUES	29,324.	0.		29,324.
ANNUAL REPORT FILING	1,525.	0.		1,525.
SCIENTIFIC ADVISORY HONORARIA	33,000.	0.		33,000.
IT SERVICE & WEB DESIGN	11,241.	0.		11,241.
PAYROLL SERVICE	2,748.	0.		2,748.
GRANT SOFTWARE	41,829.	0.		41,829.
OFFICE FURNITURE AND EQUIPMENT	13,094.	0.		13,094.
PROGRAM/COMMUNICATIONS EXPENSE	11,955.	0.		11,995.
STRATEGIC PLANNING	60,334.	0.		60,334.
SCHOLARS PROGRAM	82,537.	0.		82,537.
TO FORM 990-PF, PG 1, LN 23	300,486.	0.		300,526.

FORM 990-PF — U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS — STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVT & AGENCY BONDS - SEE ATTACHMENT A	X		9,792,217.	9,513,964.
MUNICIPAL BONDS - SEE ATTACHMENT A		X	2,602,540.	2,690,712.
TOTAL U.S. GOVERNMENT OBLIGATIONS			9,792,217.	9,513,964.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,602,540.	2,690,712.
TOTAL TO FORM 990-PF, PART II, LINE 10A			12,394,757.	12,204,676.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - SEE ATTACHMENT A	44,014,111.	61,737,432.
TOTAL TO FORM 990-PF, PART II, LINE 10B	44,014,111.	61,737,432.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT A	7,334,159.	7,376,306.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,334,159.	7,376,306.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHMENT A	FMV	64,432,471.	81,460,424.
TOTAL TO FORM 990-PF, PART II, LINE 13		64,432,471.	81,460,424.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM F. GADSDEN 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	CHAIRMAN OF THE BOARD 10.00	7,000.	0.	0.
HENRY H. HITCH 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	TREASURER & SECRETARY 3.00	4,000.	0.	0.
HONORABLE THOMAS H. KEAN 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	DIRECTOR 1.00	3,000.	0.	0.
ELIZABETH G. CHRISTOPHERSON 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	PRESIDENT AND CEO 35.00	344,654.	75,688.	0.
ROBERT E. CAMPBELL 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	DIRECTOR 1.00	4,000.	0.	0.
JON CUMMINGS 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	DIRECTOR 1.00	3,000.	0.	0.
LANDON JONES 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	DIRECTOR 1.00	4,000.	0.	0.
SAMUEL S.-H. WANG 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	DIRECTOR 1.00	3,500.	0.	0.
SIVAN NEMOVICHER 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	DIRECTOR 1.00	4,000.	0.	0.
ROBBERT DIJKGRAAF 92 NASSAU STREET, 3RD FLOOR PRINCETON, NJ 08540	DIRECTOR 1.00	2,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		379,654.	75,688.	0.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 13

ACTIVITY ONE

ON JUNE 17-19, 2013, THE RITA ALLEN FOUNDATION HELD ITS THIRD CONVOCATION OF RITA ALLEN FOUNDATION SCHOLARS AT DOLCE NORWALK, A CONFERENCE FACILITY IN NORWALK, CT. THE PURPOSE OF THE MEETING WAS TO ENHANCE THE SCHOLAR EXPERIENCE BY PROVIDING A FORUM FOR DISCUSSION AND SHARING OF INFORMATION ABOUT RESEARCH UNDERWAY AND OTHER ISSUES RELATED TO PROFESSIONAL DEVELOPMENT. SCHOLARS FROM CURRENT AND PAST CLASSES (SPANNING FIVE DECADES) PARTICIPATED.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	67,855.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 14

ACTIVITY TWO

THE RITA ALLEN FOUNDATION IDENTIFIES OPPORTUNITIES WITHIN THREE DOMAINS TO ADVANCE YOUNG LEADERS IN SCIENCE AND SOCIAL INNOVATION; COMMUNITY BUILDING; AND, CIVIC LITERACY AND ENGAGEMENT. STAFF MEMBERS WORKED WITH GRANT RECIPIENTS TO BUILD CAPACITY BEYOND FINANCIAL SUPPORT, INCLUDING PLANNING FOR THE THIRD CONVOCATION OF CURRENT AND PAST SCHOLARS; PLANNING FOR THE INNOVATORS IN SCIENCE LECTURE SERIES; AND, OTHER MENTORING OPPORTUNITIES.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	45,723.

Rita Allen Foundation, Inc.
EIN #13-6116429
Schedule of Investments
December 31, 2013

Common Stocks

		Cost		Fair Value
See Attachment A-1	$	10,477,496	$	12,508,598
See Attachment A-2		10,162,586		18,323,109
See Attachment A-3		11,311,307		15,850,977
See Attachment A-4		11,357,165		14,405,572
	$	**43,308,554**	**$**	**61,088,256**

Preferred Stock

		Cost		Fair Value
Public Storage, 6.875%	**$**	**705,557**	**$**	**649,176**

Corporate Bonds

		Cost		Fair Value
See Attachment A-5	**$**	**7,334,159**	**$**	**7,376,306**

Mutual Funds

		Cost		Fair Value
See Attachment A-6	**$**	**64,432,471**	**$**	**81,460,424**

U.S. Government Obligations

		Cost		Fair Value
See Attachment A-7	**$**	**9,792,217**	**$**	**9,513,964**

Municipal Bonds

		Cost		Fair Value
See Attachment A-8	**$**	**2,602,540**	**$**	**2,690,712**

Trade date basis

Large Cap Core - U.S.

Consumer discretionary

DOLLAR GENERAL CORP *(DG)*	4,750	$43 06	$204,542	$60 320	$286,520	4 2%	$81,978		
L BRANDS INC *(LB)*	3,250	56 98	185,190	61 850	201,012	2 9	15,822	3,900	1 94
MACY'S INC *(M)*	5,200	34 45	179,148	53 400	277,680	4 0	98,532	5,200	1 87
TARGET CORP *(TGT)*	3,500	55 14	192,980	63 270	221,445	3 2	28,465	6,020	2 72
VIACOM INC CL B NEW *(VIAB)*	1,800	61 40	110,525	87 340	157,212	2 3	46,687	2,160	1 37
Total consumer discretionary			**$872,385**		**$1,143,869**	**16.6%**	**$271,484**	**$17,280**	**1.51%**

Consumer staples

CVS/CAREMARK CORP *(CVS)*	3,250	$37 83	$122,943	$71 570	$232,602	3 4%	$109,659	$3,575	1 54%
LORILLARD INC COM *(LO)*	2,750	44 74	123,024	50 680	139,370	2 0	16,346	6,050	4 34
WALGREEN CO *(WAG)*	2,500	36 16	90,392	57 440	143,600	2 1	53,208	3,150	2 19
Total consumer staples			**$336,359**		**$515,572**	**7.5%**	**$179,213**	**$12,775**	**2.48%**

Energy

CONOCOPHILLIPS *(COP)*	2,600	$54 32	$141,228	$70.650	$183,690	2 7%	$42,462	$7,176	3 91%

ATTACHMENT A-1

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
MARATHON OIL CORP *(MRO)*	3,500	26 33	92,155	35 300	123,550	1 8	31,395	2 660	2 15
Total energy			**$233,383**		**$307,240**	**4.5%**	**$73,857**	**$9,836**	**3.20%**
Financials									
ACE LIMITED	2,860	$49 65	$141,998	$103 530	$296,095	4 3%	$154,097	$7,207	2 43%
AMERICAN INTL GROUP INC *(AIG)*	3,500	41 01	143,544	51 050	178,675	2 6	35,131	1,400	0 78
CITIGROUP INC *(C)*	3,500	29.82	104,357	52 110	182,385	2 6	78,028	140	0 08
KEYCORP NEW *(KEY)*	7,250	12 67	91,881	13 420	97,295	1 4	5,414	1,595	1 64
MORGAN STANLEY GRP INC *(MS)*	3,250	29 26	95,103	31 360	101,920	1 5	6,817	650	0 64
Total financials			**$576,883**		**$856,370**	**12.4%**	**$279,487**	**$10,992**	**1.28%**
Health care									
AETNA INC NEW *(AET)*	3,300	$43 29	$142,846	$68.590	$226,347	3 3%	$83,501	$2,970	1 31%
MYLAN INC *(MYL)*	7,750	41.45	321,224	43 400	336,350	4 9	15,126		
PFIZER INC *(PFE)*	10,250	29.82	305,634	30 630	313,957	4 5	8,323	10,660	3 40
THERMO FISHER SCIENTIFIC *(TMO)*	2,800	57 67	161,479	111 350	311,780	4 5	150,301	1,680	0 54
ZIMMER HLDGS INC *(ZMH)*	4,000	63 35	253,395	93.190	372,760	5 4	119,365	3,200	0 86
Total health care			**$1,184,578**		**$1,561,194**	**22.6%**	**$376,616**	**$18,510**	**1.19%**
Industrials									
CUMMINS INC *(CMI)*	750	$129 68	$97,262	$140 970	$105,727	1 5%	$8,465	$1,875	1 77%
ILLINOIS TOOL WORKS INC *(ITW)*	2,850	68 01	193,819	84 080	239,628	3 5	45,809	4,788	2 00
NIELSEN HOLDINGS BV	3,000	32 47	97,397	45 890	137,670	2 0	40,273	2,400	1 74
UNION PACIFIC CORP *(UNP)*	1,550	157 43	244,011	168 000	260,400	3 8	16,389	4,898	1 88
Total industrials			**$632,489**		**$743,425**	**10.8%**	**$110,936**	**$13,961**	**1.88%**

ATTACHMENT A-1

Trade date basis

Information technology	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ACCENTURE PLC CL A	1,950	$55 36	$107,956	$82 220	$160,329	2 3%	$52,373	$3,627	2 26%
APPLE INC *(AAPL)*	650	482.31	313,499	561.020	364,663	5 3	51,164	7,930	2 17
AVAGO TECHNOLOGIES	5 000	35 83	179,165	52 879	264,395	3 8	85,230	5,000	1.89
INTERNATIONAL BUS MACHINES *(IBM)*	1,340	188 50	252,596	187 570	251,343	3 6	(1,253)	5,092	2 03
QUALCOMM INC *(QCOM)*	4 250	63 34	269,192	74 250	315,562	4 6	46,370	5,950	1.89
Total information technology			**$1,122,408**		**$1,356,292**	**19.6%**	**$233,884**	**$27,599**	**2.03%**

Telecom services

CENTURYLINK INC *(CTL)*	**3,400**	**$37.57**	**$127,750**	**$31.850**	**$108,290**	**1.6%**	**($19,460)**	**$7,344**	**6.78%**

Utilities

AMERICAN WATER WORKS CO *(AWK)*	**7,500**	**$40.69**	**$305,192**	**$42.260**	**$316,950**	**4.6%**	**$11,758**	**$8,400**	**2.65%**
Total large cap core - u.s.			**$5,391,427**		**$6,909,202**	**100.0%**	**$1,517,775**	**$126,697**	**1.83%**

Large Cap Core - Non U.S.

Consumer discretionary

BRIDGESTONE CORP ADR	9,800	$17 96	$175,994	$18 933	$185,543	3 3%	$9,549	$1 773	0 96%
DAIHATSU MOTOR CO LTD ADR	3,500	38 60	135,111	33 909	118,681	2 1	(16,430)	3,290	2 77
NIKON CORP PLC UNSPON-ADR	8,000	26 95	215,634	19 114	152,912	2 7	(62,722)	1,288	0 84
SWATCH GROUP AG UNSPON ADR	4,000	31 63	126,507	33 142	132,568	2 4	6,061	832	0 63
VOLKSWAGEN AG ADR	4,000	37 06	148,244	56 261	225,044	4 0	76,800	2,724	1 21
Total consumer discretionary			**$801,490**		**$814,748**	**14.6%**	**$13,258**	**$9,907**	**1.22%**

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Consumer staples									
IMPERIAL TOBACCO LT ADR	3,420	$73 56	$251,584	$77 447	$264,868	4 7%	$13,284	$12,585	4 75%
J SAINSBURY SPN ADR NEW	11,500	23.06	265,247	24 181	278,081	5 0	12,834	11,948	4 30
SVENSKA CL AKTIBLGT ADR	7,750	26 80	207,686	30 829	238,924	4 3	31,238	4,340	1 82
Total consumer staples			**$724,517**		**$781,873**	**14.0%**	**$57,356**	**$28,873**	**3.69%**
Energy									
ENI S P A ADR	3,250	$43 06	$139,955	$48 490	$157,592	2 8%	$17,637	$7 510	4.77%
SINOPEC/CHINA PETE&CHM ADR	3,178	83 71	266,026	82.170	261,136	4 7	(4,890)	10,379	3 97
TOTAL SA ADR	4,750	51 44	244,355	61 270	291,032	5 2	46,677	12,473	4 29
Total energy			**$650,336**		**$709,760**	**12.7%**	**$59,424**	**$30,362**	**4.28%**
Financials									
ALLIANZ AKTIENGES ADR	5,750	$9 73	$55,937	$17 962	$103,281	1 8%	$47,344	$2,501	2 42%
BNP PARIBAS SPON ADR	7,000	26 52	185,630	39 030	273,210	4 9	87,580	4,753	1.74
CHINA CONSTRUCTION ADR	15,250	14 83	226,230	15.090	230,122	4 1	3,892	11,147	4 84
MUNICH RE GROUP ADR	13,000	12 10	157,334	22.068	286,884	5 1	129,550	8,060	2 81
RSA INS GRP INC SPON ADR	30,500	9 48	289,063	7 569	230,854	4.1	(58,209)	13,206	5 72
SKANDINAVISKA ENSKILD ADR	7,750	11.73	90,909	13 170	102,067	1 8	11,158		
WHARF HOLDINGS ADR	5,250	9 55	50,158	15 296	80,304	1 4	30,146	2,079	2 59
Total financials			**$1,055,261**		**$1,306,722**	**23.3%**	**$251,461**	**$41,746**	**3.19%**
Health care									
SANOFI - ADR	**5,000**	**$34.32**	**$171,582**	**$53.630**	**$268,150**	**4.8%**	**$96,568**	**$6,275**	**2.34%**

ATTACHMENT A-1

BESSEMER TRUST

Trade date basis

Industrials	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ITOCHU CORP ADR	12,250	$21 71	$265,951	$24 718	$302,795	5 4%	$36,844	$8,183	2 70%
WEIR GROUP PLC ADR	12,750	17 61	224,546	17 656	225,114	4 0	568	3,633	1 61
Total industrials			**$490,497**		**$527,909**	**9.4%**	**$37,412**	**$11,816**	**2.24%**
Materials									
SUMITOMO METAL MIN CO LTD	**15,500**	**$14.19**	**$219,924**	**$13.101**	**$203,065**	**3.6%**	**($16,859)**	**$2,123**	**1.05%**
Telecom services									
CHINA TELECOM ADR	5,185	$56.74	$294,188	$50 570	$262,205	4.7%	($31,983)	$5,112	1 95%
KDDI CORP ADR	13,500	8 63	116,554	15 389	207,751	3 7	91,197	4,347	2 09
TELE2 AB ADR	39,250	7.16	281,219	5 671	222,586	4 0	(58,633)	15,621	7 02
TIM PARTICIPACOES SA ADR	5,500	24 22	133,189	26 240	144,320	2 6	11,131	3,663	2.54
Total telecom services			**$825,150**		**$836,862**	**15.0%**	**$11,712**	**$28,743**	**3.43%**
Utilities									
TOKYO GAS LTD ADR	**7,625**	**$19.39**	**$147,862**	**$19.714**	**$150,319**	**2.7%**	**$2,457**	**$2,638**	**1.76%**
Total large cap core - non u.s.			**$5,086,619**		**$5,599,408**	**100.0%**	**$512,789**	**$162,483**	**2.90%**

Total Large Cap Core = $10,746,046 $12,508,610

ATTACHMENT A-1

ACCOUNT HOLDINGS

Large Cap - U.S.

Consumer discretionary

AARON'S INC CL A *(AAN)*	8,476	$19 46	$164,963	$29 400	$249,194	1 4%	$84,231	$711	0 29%
BED BATH & BEYOND INC *(BBBY)*	3,786	58 79	222,585	80.300	304,015	1 7	81,430		
BEST BUY INC *(BBY)*	18,530	18 03	334,163	39 880	738,976	4.0	404,813	12,600	1 71
CARMAX INC *(KMX)*	7,592	16 19	122,893	47 020	356,975	2 0	234,082		
DISNEY (WALT) HOLDING CO *(DIS)*	6,891	23.48	161,825	76 400	526,472	2 9	364,647	5,926	1 13
GENERAL MOTORS CO *(GM)*	6,513	31 90	207,750	40.870	266,186	1 5	58,436		
LOWES COS INC *(LOW)*	8,941	22 79	203,746	49 550	443,026	2 4	239,280	6,437	1 45
TIME WARNER CABLE *(TWC)*	1,891	57 72	109,157	135 500	256,230	1 4	147,073	4,916	1 92
TJX COMPANIES INC *(TJX)*	6,172	9 56	59,012	63 730	393,341	2 2	334,329	3,579	0 91
Total consumer discretionary			**$1,586,094**		**$3,534,415**	**19.3%**	**$1,948,321**	**$34,169**	**0.97%**

Consumer staples

MONDELEZ INTERNATIONAL INC *(MDLZ)*	5,370	$16 76	$89,993	$35.300	$189,561	1 0%	$99,568	$3,007	1 59%
PEPSICO INC *(PEP)*	3,010	54 91	165,291	82.940	249,649	1 4	84,358	6,832	2 74
Total consumer staples			**$255,284**		**$439,210**	**2.4%**	**$183,926**	**$9,839**	**2 24%**

ATTACHMENT A-2

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Energy									
KINDER MORGAN INC *(KMI)*	15,848	$30 10	$476,958	$36 000	$570,528	3 1%	$93,570	$25,990	4 56%
OCCIDENTAL PETROLEUM *(OXY)*	3,543	51.45	182,278	95.100	336,939	1 8	154,661	9,070	2 69
SOUTHWESTERN ENERGY *(SWN)*	7,184	37.59	270,026	39 330	282,546	1 5	12,520		
Total energy			**$929,262**		**$1,190,013**	**6.5%**	**$260,751**	**$35,060**	**2.95%**
Financials									
AMERICAN EXPRESS *(AXP)*	3,685	$25 49	$93,943	$90 730	$334,340	1 8%	$240,397	$3,390	1 01%
BANK OF AMERICA CORP *(BAC)*	11,850	10 12	119,883	15 570	184,504	1 0	64,621	474	0 26
BERKSHIRE HATHAWAY CL B *(BRK)*	6,121	54 01	330,590	118 560	725,705	4 0	395,115		
CME GROUP INC *(CME)*	3,952	49 34	194,979	78 460	310,073	1 7	115,094	7,113	2 29
FRANKLIN RES INC *(BEN)*	6,207	21 32	132,363	57.730	358,330	2 0	225,967	2,979	0 83
JPMORGAN CHASE & CO *(JPM)*	6,264	48 95	306,611	58 480	366,318	2 0	59,707	9,521	2 60
REGIONS FINL CORP NEW *(RF)*	25,976	6 65	172,625	9 890	256,902	1 4	84,277	3,117	1 21
SCHWAB CHARLES CORP NEW *(SCHW)*	17,814	15 53	276,654	26 000	463,164	2 5	186,510	4,275	0 92
T ROWE PRICE GROUP INC *(TROW)*	3,200	49 21	157,471	83 770	268,064	1 5	110,593	4 864	1 81
WELLS FARGO & CO NEW *(WFC)*	17,124	21 24	363,668	45 400	777,429	4 2	413,761	20,548	2 64
Total financials			**$2,148,787**		**$4,044,829**	**22.1%**	**$1,896,042**	**$56,281**	**1.39%**
Health care									
EDWARDS LIFESCIENCES CORP *(EW)*	5,122	$69 41	$355,521	$65 760	$336,822	1 8%	($18,699)		
EXPRESS SCRIPTS HLDS CO *(ESRX)*	9,919	54 51	540,716	70 240	696,710	3 8	155 994		
MERCK & CO INC NEW *(MRK)*	3,600	29 95	107,811	50 050	180,180	1 0	72,369	6,336	3 52
PFIZER INC *(PFE)*	6,603	16 89	111,543	30 630	202,249	1 1	90,706	6,867	3 40
WELLPOINT INC *(WLP)*	4,556	45 75	208,427	92 390	420,928	2 3	212,501	6,834	1 62
Total health care			**$1,324,018**		**$1,836,889**	**10.0%**	**$512,871**	**$20,037**	**1.09%**

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Industrials									
CANADIAN NATL RAILWAY	11,600	$15 34	$177,992	$57 020	$661,432	3 6%	$483,440	$10,579	1 60%
CANADIAN PAC RY LTD	1,622	72 07	116,905	151 320	245,441	1 3	128,536	2,154	0 88
OWENS CORNING INC *(OC)*	9,433	27 93	263,495	40 720	384,111	2 1	120,616		
UNITED RENTALS INC *(URI)*	3,864	50 52	195,214	77 950	301,198	1 6	105,984		
UNITED TECHNOLOGIES *(UTX)*	3,555	45 88	163,113	113 800	404,559	2 2	241,446	8,389	2 07
Total industrials			**$916,719**		**$1,996,741**	**10.9%**	**$1,080,022**	**$21,122**	**1.06%**
Information technology									
ACCENTURE PLC CL A	5,855	$59.32	$347,312	$82 220	$481,398	2 6%	$134,086	$10,890	2 26%
APPLE INC *(AAPL)*	896	480.41	430,447	561 020	502,673	2 7	72,226	10,931	2 17
GOOGLE INC *(GOOG)*	874	434 25	379,535	1,120 710	979,500	5 4	599,965		
INTERNATIONAL BUS MACHINES *(IBM)*	1,398	148 42	207,491	187 570	262,222	1 4	54,731	5,312	2 03
MASTERCARD CL A *(MA)*	931	220.45	205,243	835 460	777,813	4 2	572,570	4,096	0 53
MICROSOFT CORP *(MSFT)*	13,675	24 64	336,998	37 410	511,581	2 8	174,583	15,316	2 99
QUALCOMM INC *(QCOM)*	5,263	39 90	209,988	74 250	390,777	2 1	180,789	7,368	1 89
VISA INC *(V)*	3,720	129 29	480,970	222 680	828,369	4 5	347,399	5,952	0 72
Total information technology			**$2,597,984**		**$4,734,333**	**25.8%**	**$2,136,349**	**$59,865**	**1.26%**
Telecom services									
CROWN CASTLE INTL CORP *(CCI)*	3,485	$42 00	$146,387	$73.430	$255,903	1.4%	$109 516		
ROGERS COMUN INC CL B	6,426	39 33	252,755	45.250	290,776	1 6	38,021	5,899	2 03
Total telecom services			**$399,142**		**$546,679**	**3.0%**	**$147,537**	**$5,899**	**1.08%**
Total large cap - u.s.			**$10,157,290**		**$18,323,109**	**100.0%**	**$8,165,819**	**$242,272**	**1.32%**

ATTACHMENT A-2

BESSEMER TRUST

ACCOUNT HOLDINGS

Large Cap - U.S.

Consumer discretionary

BEST BUY INC *(BBY)*	11,982	$16 61	$199,053	$39 880	$477,842	3 0%	$278,789	$8,147	1 71%
GAMESTOP CORP NEW CL A *(GME)*	3,501	22 20	77,722	49 260	172,459	1 1	94,737	3,851	2.23
GARMIN LTD	6,321	39 05	246,823	46 190	291,966	1.8	45,143	11,377	3 90
MCDONALD'S CORP *(MCD)*	3,807	78 09	297,282	97 030	369,393	2 3	72,111	12,334	3 34
TIME WARNER CABLE *(TWC)*	1,024	57 15	58,521	135 500	138,752	0 9	80,231	2,662	1 92

BESSEMER TRUST

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
VF CORP (VFC)	8,936	29 70	265,442	62 340	557,070	3 5	291,628	9,382	1 68
Total consumer discretionary			**$1,144,843**		**$2,007,482**	**12.7%**	**$862,639**	**$47,753**	**2.38%**
Consumer staples									
COCA-COLA COMPANY (KO)	8,741	$32 60	$284,977	$41 310	$361,090	2 3%	$76,113	$9,789	2 71%
KRAFT FOODS GROUP INC (KRFT)	6,460	42 79	276,450	53 910	348,258	2 2	71,808	13,566	3 90
MONDELEZ INTERNATIONAL INC (MDLZ)	7,976	19 03	151,780	35 300	281,552	1 8	129,772	4,466	1 59
UNILEVER NV ADR	14,093	34 02	479,380	40 230	566,961	3 6	87,581	16,714	2 95
WAL-MART STORES INC (WMT)	4,365	54 59	238,265	78 690	343,481	2 2	105,216	8,206	2 39
Total consumer staples			**$1,430,852**		**$1,901,342**	**12.0%**	**$470,490**	**$52,741**	**2.77%**
Energy									
KINDER MORGAN INC (KMI)	20,982	$31 73	$665,670	$36 000	$755,352	4 8%	$89,682	$34,410	4 56%
OCCIDENTAL PETROLEUM (OXY)	3,698	77 78	287,628	95 100	351,679	2 2	64,051	9,466	2 69
PLAINS GP HOLDINGS LP-CL A	9,545	22 00	209,990	26 770	255,519	1 6	45,529		
TOTAL SA ADR	8,086	48 92	395,606	61 270	495,429	3 1	99,823	21,233	4 29
Total energy			**$1,558,894**		**$1,857,979**	**11.7%**	**$299,085**	**$65,109**	**3.50%**
Financials									
CINCINNATI FINANCIAL CORP (CINF)	6,002	$31 44	$188,712	$52 370	$314,324	2 0%	$125,612	$10,083	3 21%
ERIE INDEMNITY CO CL A (ERIE)	4,121	64 81	267,098	73 120	301,327	1 9	34,229	10,467	3 47
FIRSTMERIT CORP (FMER)	10,943	19 95	218,360	22 230	243,262	1 5	24,902	7,003	2 88
JPMORGAN CHASE & CO (JPM)	6,706	48 38	324,410	58 480	392,166	2 5	67,756	10,193	2 60
M&T BANK CORP (MTB)	3,345	86 29	288,656	116 420	389,424	2 5	100,768	9,366	2 41
ONEBEACON INS GRP LTD C A	14,761	13 32	196,629	15 820	233,519	1 5	36,890	12,399	5 31
PLUM CREEK TIMBER CO (PCL)	10,245	39 60	405,711	46 510	476,494	3 0	70,783	18,031	3 78

ATTACHMENT A-3

8H5096 - RITA ALLEN BROWN ADV CUST EQ-INC
Non Trading
Trade date basis

Financials - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
REDWOOD TRUST INC (RWT)	13,215	18 00	237,890	19 370	255,974	1 6	18,084	14,800	5 78
T ROWE PRICE GROUP INC (TROW)	4,546	51.21	232,787	83 770	380,818	2 4	148,031	6,909	1 81
W P CAREY INC COM (WPC)	4,068	63 92	260,039	61 350	249,571	1 6	(10,468)	14,156	5 67
Total financials			**$2,620,292**		**$3,236,879**	**20.4%**	**$616,587**	**$113,407**	**3.50%**
Health care									
ABBVIE INC (ABBV)	6,501	$28 32	$184,081	$52 810	$343,317	2 2%	$159,236	$10,401	3 03%
JOHNSON & JOHNSON (JNJ)	5,100	31 67	161,515	91 590	467,109	3 0	305,594	13,464	2 88
MERCK & CO INC NEW (MRK)	8,833	33.63	297,047	50 050	442,091	2 8	145,044	15,546	3 52
NOVARTIS AG ADR	7,818	56 24	439,714	80 380	628,410	4 0	188,696	16,081	2 56
PFIZER INC (PFE)	12,019	17 14	205,951	30.630	368,141	2 3	162,190	12,499	3 40
Total health care			**$1,288,308**		**$2,249,068**	**14.2%**	**$960,760**	**$67,991**	**3.02%**
Industrials									
HLTH CARE SERVICES GRP (HCSG)	11,507	$15.55	$178,895	$28 370	$326,453	2.1%	$147,558	$7,824	2 40%
PACCAR INC COM (PCAR)	6,848	41.47	283,983	59 170	405,196	2.6	121,213	5,478	1 35
UNITED TECHNOLOGIES (UTX)	3,652	52 25	190,804	113.800	415,597	2 6	224,793	8,618	2 07
Total industrials			**$653,682**		**$1,147,246**	**7.2%**	**$493,564**	**$21,920**	**1.91%**
Information technology									
ACCENTURE PLC CL A	5,924	$54 84	$324,884	$82 220	$487,071	3 1%	$162,187	$11,018	2 26%
APPLE INC (AAPL)	776	429.66	333,414	561.020	435,351	2 8	101,937	9,467	2 17
AUTOMATIC DATA PROCESSING (ADP)	6,804	47 08	320,342	80 799	549,756	3 5	229,414	13,063	2 38
MICROSOFT CORP (MSFT)	17,976	25 98	466,957	37 410	672,482	4 2	205,525	20,133	2 99
QUALCOMM INC (QCOM)	5,253	61 21	321,512	74 250	390,035	2 5	68,523	7,354	1 89
Total information technology			**$1,767,109**		**$2,534,695**	**16.0%**	**$767,586**	**$61,035**	**2.41%**

ATTACHMENT A-3

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Materials									
PRAXAIR INC (PX)	**1,615**	**$102.49**	**$165,519**	**$130.030**	**$209,998**	**1.3%**	**$44,479**	**$3,876**	**1.85%**
Telecom services									
ROGERS COMUN INC CL B	6,883	$40.43	$278,255	$45.250	$311,455	2 0%	$33,200	$6,318	2 03%
WINDSTREAM HLDGS INC (WIN)	18,803	12.43	233,798	7.980	150,047	1 0	(83,751)	18,803	12 53
Total telecom services			**$512,053**		**$461,502**	**2.9%**	**($50,551)**	**$25,121**	**5.44%**
Utilities									
DOMINION RESOURCES NEW (D)	**3,784**	**$44.86**	**$169,755**	**$64.690**	**$244,786**	**1.5%**	**$75,031**	**$8,514**	**3.48%**
Total large cap - u.s.			**$11,311,307**		**$15,850,977**	**100.0%**	**$4,539,670**	**$467,467**	**2.95%**

ACCOUNT HOLDINGS

Mid Cap

Consumer discretionary

ALLISON TRANSMISSION H *(ALSN)*	16,380	$22 79	$373,329	$27 610	$452,251	3 1%	$78,922	$7,862	1 74%
OMNICOM GROUP INC *(OMC)*	3,920	37 65	147,600	74 370	291,530	2 0	143,930	6,272	2 15
Total consumer discretionary			**$520,929**		**$743,781**	**.5.2%**	**$222,852**	**$14,134**	**1.90%**

Consumer staples

KROGER CO *(KR)*	**6,330**	**$22.19**	**$140,481**	**$39.530**	**$250,224**	**1.7%**	**$109,743**	**$4,177**	**1.67%**

Energy

DENBURY RESOURCES INC *(DNR)*	23,590	$13 53	$319,155	$16 430	$387,583	2.7%	$68,428		
NOBLE CORP PLC	11,520	36.17	416,659	37 470	431,654	3 0	14,995	8,755	2 03
WHITING PETROLEUM *(WLL)*	5,340	41.81	223,265	61 870	330,385	2 3	107,120		
WPX ENERGY INC *(WPX)*	20,740	17 20	356,692	20 380	422,681	2.9	65,989		
Total energy			**$1,315,771**		**$1,572,303**	**10.9%**	**$256,532**	**$8,755**	**0.56%**

ATTACHMENT A-4

BESSEMER TRUST

Financials	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AMERICAN FINL GRP INC OHIO *(AFG)*	6,000	$23 72	$142,308	$57 720	$346,320	2 4%	$204,012	$5,280	1 52%
BOK FINANCIAL CORP *(BOKF)*	5,800	53 38	309,607	66 320	384,656	2 7	75,049	9,280	2 41
CORRECTIONS CORP AMER NEW *(CXW)*	10,310	33 83	348,824	32 070	330,641	2 3	(18,183)	19,795	5 99
EATON VANCE CORP *(EV)*	8,550	30 99	264 993	42 790	365,854	2 5	100,661	7,524	2 06
FIFTH THIRD BANCORP *(FITB)*	18,520	13 08	242,291	21 030	389,475	2 7	147,184	8 889	2 28
FULTON FINL CORP PA COM *(FULT)*	24 926	8 83	220,034	13 085	326,156	2 3	106,122	7,976	2 45
JONES LANG LASALLE INC COM *(JLL)*	3,910	85 90	335,882	102 390	400,344	2 8	64,462	1 720	0 43
MARKEL CORP *(MKL)*	798	437 43	349,072	580 350	463,119	3 2	114,047		
MID-AMER APT CMNTYS INC *(MAA)*	5,420	61 99	335,981	60 740	329,210	2 3	(6,771)	15,826	4 81
PEOPLE'S UTD FINL *(PBCT)*	18,150	12 77	231,835	15 120	274,428	1 9	42,593	11,797	4 30
PLUM CREEK TIMBER CO *(PCL)*	8,260	41 04	338,980	46 510	384,172	2 7	45,192	14,537	3 78
RYMAN HOSPITALTY PPTYS INC *(RHP)*	8,030	41 21	330,890	41 780	335,493	2 3	4,603	16,060	4 79
WHITE MOUNTAIN INS	560	596 79	334,202	603,080	337,724	2 3	3,522	560	0 17
Total financials			**$3,784,899**		**$4,667,592**	**32.4%**	**$882,693**	**$119,244**	**2.55%**

Health care	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
HOLOGIC INC *(HOLX)*	10,590	$19 99	$211,668	$22.350	$236,686	1 6%	$25,018		
PATTERSON COS INC *(PDCO)*	4,250	29 26	124,370	41 200	175,100	1 2	50,730	2,720	1 55
PERKINELMER INC *(PKI)*	5,190	15 54	80,667	41 230	213,983	1 5	133,316	1,453	0 68
UNIV HEALTH SVC CLASS B *(UHS)*	2,940	43 43	127,673	81 260	238,904	1 7	111,231	588	0 25
Total health care			**$544,378**		**$864,673**	**6.0%**	**$320,295**	**$4,761**	**0.55%**

Industrials	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ADT CORPORATION *(ADT)*	8,980	$43 08	$386,845	$40.470	$363,420	2 5%	($23,425)	$4,490	1 24%
BABCOCK & WILCOX CO NEWCOM *(BWC)*	12,560	31 67	397,787	34 190	429,426	3 0	31,639	5,024	1 17

8H3170 - RITA ALLEN REINHART PRTNRS CUSTODY
Non Trading
Trade date basis

Industrials - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CARLISLE COS *(CSL)*	1,040	31 88	33,150	79 400	82,576	0 6	49,426	915	1 11
EXELIS INC *(XLS)*	18,750	9.77	183,208	19 060	357,375	2 5	174,167	7,743	2 17
EXPEDITORS INTL WASH INC *(EXPD)*	6,950	38 78	269,512	44 250	307,537	2.1	38,025	4,170	1 36
JOY GLOBAL INC COM *(JOY)*	5,340	57 91	309,259	58.490	312,336	2 2	3,077	3,738	1 20
VALMONT IND INC *(VMI)*	2,400	138 06	331,344	149 120	357,888	2 5	26,544	2,400	0 67
Total industrials			**$1,911,105**		**$2,210,558**	**15.4%**	**$299,453**	**$28,480**	**1.29%**

Information technology

Information technology	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AVAGO TECHNOLOGIES	4,190	$35 54	$148,915	$52.879	$221,563	1 5%	$72,648	$4,190	1 89%
DST SYSTEMS INC *(DST)*	2,850	42 95	122,418	90 740	258,609	1 8	136,191	3,420	1.32
KLA-TENCOR CORP *(KLAC)*	5,030	51 44	258,768	64 460	324,233	2 3	65,465	9,054	2 79
SYNOPSYS INC *(SNPS)*	9,650	28.75	277,426	40.570	391,500	2.7	114,074		
ZEBRA TECHNOLOGIES CP CL A *(ZBRA)*	5,650	29.24	165,197	54 080	305,552	2 1	140,355		
Total information technology			**$972,724**		**$1,501,457**	**10.4%**	**$528,733**	**$16,664**	**1.11%**

Materials

Materials	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ASHLAND INC NEW *(ASH)*	3,780	$64 54	$243,971	$97 040	$366,811	2 6%	$122,840	$5,140	1 40%
GREIF BROS CORP CL A *(GEF)*	6,590	45 73	301,374	52 400	345,316	2 4	43,942	11,071	3 21
INTL FLAVOR & FRAGRANCES *(IFF)*	2,800	52 15	146,013	85 980	240,744	1 7	94,731	4,368	1 81
Total materials			**$691,358**		**$952,871**	**6.6%**	**$261,513**	**$20,579**	**2.16%**

Utilities

Utilities	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AGL RES INC *(GAS)*	7,500	$36 32	$272,428	$47 230	$354,225	2 5%	$81,797	$14,100	3 98%
ENTERGY CORP NEW *(ETR)*	5,030	66.12	332,587	63 270	318,248	2 2	(14,339)	16,699	5 25
GREAT PLAINS ENERGY INC *(GXP)*	11,100	19 60	217,531	24 240	269,064	1 9	51,533	10,212	3 80
PUBLIC SERV ENTERPRISE GP *(PEG)*	9,290	32 30	300,028	32.040	297,651	2 1	(2,377)	13,377	4 49

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
VECTREN CORP *(VVC)*	11,350	31.10	352,946	35.500	402,925	2 8	49,979	16,344	4.06
Total utilities			**$1,475,520**		**$1,642,113**	**11.4%**	**$166,593**	**$70,732**	**4.31%**
Total mid cap			**$11,357,165**		**$14,405,572**	**100.0%**	**$3,048,407**	**$287,526**	**2.00%**

Rita Allen Foundation, Inc.
EIN #13-6116429

Corporate Bonds		Tax cost	Market value
PNC FUNDING CORP 3.625 % Due 02/08/2015	A3/A-	$ 366,208	$ 377,566
MEDTRONIC INC 3.000 % Due 03/15/2015	A2/AA-	409,963	423,029
FPL GROUP CAPITAL INC 2.600 % Due 09/01 /2015	Baa1/BBB+	653,214	615,936
JPMORGAN CHASE & CO FRN 3ML+ 112.50 1.370 % Due 09/22/2015	A3/A	757,518	753,210
ANHEUSER-BUSCH INBEV FIN 0.800 % Due 01/15/2016	A3/A	749,955	749,482
MORGAN STANLEY 1.750 % Due 02/25/2016	Baa2/A-	608,262	608,052
AMERICAN EXPRESS CREDIT 1 300 % Due 07/29/2016	A2/A-	424,902	428,289
GENERAL ELEC CAP CORP 2.900 % Due 01 /09/2017	A1/AA+	515,865	521,985
BERKSHIRE HATHAWAY FIN 1.600 % Due 05/15/2017	Aa2/AA	407,356	403,856
APPLE INC FRN 3ML+ 25 0.492 % Due 05/03/2018	Aa1/AA+	404,096	404,315
DEUTSCHE BANK AG 3,450 % Due 03/30/2015	A2	598,962	619,218
CA ONTARIO (PROVINCE OF) 2,700 % Due 06/16/2015	Aa2/AA-	599,724	619,734
TYCO INTERNATIONAL FINAN 3,375 % Due 10/15/2015	A3/BBB+	60,802	63,290
AMERICA MOVIL SAB DE CV 2,375 % Due 09/08/2016	A2/A-	304,095	308,751
KFW 1 250 % Due 02/15/2017	Aaa/AAA	473,237	479,593
Total Corporate Bonds		$ 7,334,159	$ 7,376,306

Rita Allen Foundation, Inc.
EIN #13-6116429

Mutual Funds	Tax cost	Market value
OW LARGE CAP STRATEGIES FD	$ 32,674,085	$ 41,570,568
OW GLOBAL SML & MID CAP FD	11,476,335	16,016,655
OW GLOBAL OPPORTUNITIES FD	16,386,123	20,317,143
OW REAL RETURN FUND	3,895,928	3,556,058
Total Mutual Funds	$ 64,432,471	$ 81,460,424

Rita Allen Foundation, Inc.
EIN #13-6116429

US Government	Tax cost	Market value
FED NATL MTG ASSOC 0 500 % Due 09/28/2015	$ 175,113	$ 175,309
US TREASURY NOTE 0.250 % Due 12/15/2015	5,164,823	5,180,421
FEDERAL HOME LOAN BANK 0 625 % Due 12/28/2016	1,007,279	1,005,768
US TREASURY BONDS 7 250 % Due 08/15/2022	3,445,002	3,152,466
	$ 9,792,217	$ 9,513,964

Rita Allen Foundation, Inc.
EIN #13-6116429

Municipal Bonds	Tax cost	Market value
NJ ECON DEV AUTH TAXABLE SER FF REV Not callable 3.169% Due 09/01/2014 A1/A+	$ 200,000	$ 203,704
NEW YORK ST URBAN DEV CP TAXABLE-ST PIT Not callable 2.626 % Due 12/15/2014 /AAA	600,000	612,834
NY ST DORM AUTH ST PIP PIT TAXABLE SER G Not callable 2.825 % Due 03/15/2016 /AAA	492,540	516,845
OHIO ST MAJOR NEW ST INFRA BAB-T AXABLE-SER 2 Not callable 3.643 % Due 06/15/2016 Aa2/AA	800,000	843,800
NYS ENVIRONMENTAL FACS TAX ST CLEAN WTR REV Not callable 4.005 % Due 06/15/2017 Aaa/AAA	150,000	159,451
MISSISSIPPI ST GO TAXABLE REF NISSAN NTH AMERICA -A Not callable 1.351 % Due 11/01/2017 Aa2/AA	360,000	354,078
Total Municipal Bonds	$ 2,602,540	$ 2,690,712

Rita Allen Foundation
Grants - 2013

Recipient's Name	Street	City	State	ZIP Code	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Code For America Labs Inc	155 9th St	San Francisco	CA	94103	PC	2013/2014 Fellowship program	100 000 00
The Intersect Fund	109 Church Street	New Brunswick	NJ	08901	PC	Kiva City Newark Initiative	4 245 00
Ashoka	1700 North Moore St Suite 2000	Arlington	VA	22209	PC	Feedback Labs Project	200 000 00
NJTC	1001 Briggs Road Ste 280	Mount Laurel	NJ	08054-4104	PC	Full Payment Scholar Lecture Series	10 000 00
Storyville Center	481 Broadway Third Floor	New York	NY	10013	PC	MothShop Workshop at 2013 Ashoka Future Forum	20 000 00
Ashoka	1700 North Moore St Suite 2000	Arlington	VA	22209	PC	Feedback Labs Project	125 000 00
Code For America Labs Inc	155 9th St	San Francisco	CA	94103	PC	2013/2014 Fellowship program	50 000 00
PopTech	PO Box 1405	Camden	ME	04843	PC	Pymt 2 of 2 Fellows Program	200 000 00
Groundswell	1156 15th Street NW Suite 840	Washington	DC	20005	PC	Civic Consumption 2013 Conference	25 000 00
Public Lab	PO Box 426113	Cambridge	MA	02142	PC	Open Technology & Science	50 000 00
Princeton AlumniCorps	12 Stockton Street	Princeton	NJ	08540	PC	Emerging Leaders Program - year four	50 000 00
Fund for the City of New York	121 Avenue of the Americas 6th Flr	New York	NY	10013	PC	DataKind 2013 Grant	50 000 00
Root Cause Institute Inc	One Canal Park 3rd Flr	Cambridge	MA	02141	PC	final payment 2012 Capacity Building Project	10 000 00
Pew Charitable Trusts	901 E Street NW	Washington	DC	20004	PC	Pew Center on the States grant to expand the scope and scale of the Voting Information Project -	250 000 00
The Citizens Campaign	450 Main St 2nd Flr	Metuchen	NJ	08840	PC	Civic Cities Pymt #1 of 3 (2 yr grant)	150 000 00
Public Radio International	401 2nd Avenue North Suite 500	Minneapolis	MN	55401	PC	Grant-Immigrant Lives- payment 2 of 2	150 000 00
The Right Question Institute	2464 Massachusetts Ave Ste314	Cambridge	MA	02140	PC	Capacity Bldg 2012 - Add'l Grant- Performance Measurement 2013	50 000 00
Media Impact Funders	Suite 220 200 West Washington Square	Philadelphia	PA	19106	PC	Full pymt-media taxonomy website redesign & impact metrics work	50 000 00
MapLight	2223 Shattuck Ave	Berkeley	CA	94704	PC	Voters Edge Program pymt 1 of 2	100 000 00
Center for Responsive Politics	Suite 1030 1101 14th Street NW	Washington	DC	20005	PC	On-line citizen engagement project	50 000 00
Center for Public Integrity	7th Floor Suite 700 910 17th Street NW	Washington	DC	20006	PC	Healthcare Investigative Reporting	100 000 00
The Foundation Center	4th Floor 79 Fifth Avenue	New York	NY	10003	PC	Mapping Democracy Funding	28 150 00
Paley Center for Media	25 West 52 Street	New York	NY	10019	PC	Grant-Media Impact Focus Assessing the Impact of Media	15 000 00
The Nonprofit Quarterly	Suite 400 112 Water Street	Boston	MA	02109	PC	Civic Sector/Collaborative Journalism	50 000 00
Generation Citizen	175 Varick Street, 5th Floor	New York	NY	10013	PC	Evaluation Capacity	50 000 00
Council of New Jersey Grantmakers	101 West State Street	Trenton	NJ	08608	PC	one-time grant for Hurricane Sandy Disaster Relief	15 000 00
Coastal Studies for Girls	PO Box 266 Freeport	Freeport	ME	04032	PC	Pymt 2 of 2 - Challenge Grant Start Up Scientist Program	15 000 00
Isles Inc	10 Wood Street	Trenton	NJ	08618	PC	Urban Fresh Foods Project	148 281 00
Council on Foundations	PO Box 75681	Baltimore	MD	21275-5661	PC	Member Grant	14 950 00
Grantmakers for Effective Organizations	1725 DeSales Street NW Suite 404	Washington	DC	20036	PC	Member Grant	2 550 00
Philanthropy NY	79 Fifth Avenue Fourth Floor	New York	NY	10003	PC	Member Grant	450 00
Council of New Jersey Grantmakers	101 West State Street	Trenton	NJ	08608	PC	CNJG in excess of dues	6 700 00
St Jude Children s Research Hospital	501 St Jude Place	Memphis	TN	38105	PC	LL 2013	40 00
The Magnum Foundation	547 West 27th St	New York	NY	10001	PC	JK	400 00
New York Public Radio	PO Box 1550	New York	NY	10116-1550	PC	JK	110 00
Dartmouth College	6066 Development Office	Hanover	NH	03755 3555	PC	JK	100 00
Johns Hopkins University	750 East Pratt St 17th Flr	Baltimore	MD	21202	PC	JK	134 00
Bancroft	PO Box 20	Haddonfield	NJ	08033-0018	PC	KT - 2013	1 000 00
CHOP Foundation	Po Box 249	Greencastle	PA	17225-0249	PC	LL 2013	100 00
American Heart Association	7272 Greenville Ave	Dallas	TX	75231	PC	LL 2013	100 00
Lower Bucks Family YMCA	601 South Oxford valley Rd	Fairless Hills	PA	19030	PC	LL 2013	200 00
The Magnum Foundation	547 West 27th St	New York	NY	10001	PC	J Karm 2013 Employee Matching Gift	200 00
Jersey Shore Partnership Foundation	One River Centre Building 3 331 Newman Springs Road	Red Bank	NJ	07701	PC	Employee Matching Contribution 2013 K Thompson	500 00
The Metropolitan Opera	Eric Bernard Lincoln Center	New York	NY	10023	PC	Payment # 3 of 5- 2011 Grant	100 000 00
Center for Effective Philanthropy	675 Massachusetts Avenue 7th Floor	Cambridge	MA	02139	PC	2013 Grant	50 000 00
Rutgers University Foundation (CINF-RUF)	Tower Two Second Floor 120 Albany Street	New Brunswick	NJ	08901	PC	Social Work Department	50 000 00
Princeton University Art Museum	Princeton University Art Museum	Princeton	NJ	08544-1018	PC	Educational programs & special exhibitions	10 000 00
McCarter Theater	Annual Fund Manager 91 University Place	Princeton	NJ	08540	PC	2013 DD-unrestricted general grant	10 000 00
McCarter Theater	Annual Fund Manager 91 University Place	Princeton	NJ	08540	PC	2013 DD-unrestricted general grant	5 000 00
Fordham University	888 7th Avenue 7th Floor	New York	NY	10019	PC	2013 DD-unrestricted general grant	10 000 00
Stamford JCC	1035 Newfield Avenue	Stamford	CT	06905	PC	2013 DD-unrestricted general grant	10 000 00
Community Partners International	2550 Ninth Street Suite 111	Berkeley	CA	94710	PC	2013 DD-unrestricted general grant	10 000 00
MPN Research Foundation	180 North Michigan Ave Suite 1870	Chicago	IL	60601	PC	2013 DD-unrestricted general grant	5 000 00
Institute for Advanced Study	Einstein Drive	Princeton	NJ	08540	PC	2013 DD-unrestricted general grant	5 000 00
Gallatin Valley Land Trust	PO Box 7021	Bozeman	MT	05677	PC	2013 DD-unrestricted general grant	5 000 00
The Maritime Aquarium	10 N Water Street	Norwalk	CT	06854	PC	2013 DD unrestricted general grant	10 000 00
New Canaan Country School	PO Box 997 635 Frogtown Road	New Canaan	CT	06840	PC	2013 DD-unrestricted general grant	10 000 00
University of Notre Dame	1251 N Eddy Street Suite 300	South Bend	IN	46617	PC	2013 DD-unrestricted general grant	5 000 00
Johns Hopkins University	750 East Pratt St 17th Flr	Baltimore	MD	21202	PC	2013 DD-unrestricted general grant	15 000 00
Rutgers University Foundation	Tower Two-Second Floor 120 Albany Street	New Brunswick	NJ	08901	PC	2013 DD-unrestricted general grant	10 000 00
African Leadership Foundation	PO Box 26730	San Francisco	CA	94126	PC	2013 DD-unrestricted general grant	25 000 00
Institute for Advanced Study	Einstein Drive	Princeton	NJ	08540	PC	2013 DD-unrestricted general grant	25 000 00
Pingry School	131 Martinsville Road	Basking Ridge	NJ	07920	PC	2013 DD-unrestricted general grant	5 000 00
The Nature Conservancy	15 E Ridge Pike Suite 100	Conshohocken	PA	19428	PC	2013 DD-unrestricted general grant	5 000 00
Kent Place School	42 Norwood Avenue	Summit	NJ	07902-0308	PC	2013 DD-unrestricted general grant	5 000 00
Bucknell University	Suite #2 301 Market Street	Lewisburg	PA	17837	PC	2013 DD-unrestricted general grant	10 000 00
D&R Greenway Land Trust	One Preservation Place	Princeton	NJ	08540	PC	2013 DD-unrestricted general grant	2 500 00
Alfredo Santiago Scholarship Fund	LEAP Academy University Charter School 549 Cooper Street	Camden	NJ	08102	PC	2013 DD-unrestricted general grant	2 500 00
South Kent School	40 Bulls Bridge Road	South Kent	CT	06785	PC	2013 DD-unrestricted general grant	15 000 00

Attachment B

Recipient's Name	Street	City	State	ZIP Code	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
People & Stories	140 East Hanover Street	Trenton	NJ	08608 1704	PC	2013 DD-unrestricted general grant	5 000 00
Educators 4 Excellence	Suite 702 333 West 39th Street	New York	NY	10018	PC	2013 DD-unrestricted general grant	15 000 00
Drew University	36 Madison Avenue	Madison	NJ	07940	PC	2013 DD-unrestricted general grant	25 000 00
Cancer Institute of NJ	120 Albany St Tower Two 2nd Flr	New Brunswick	NJ	08901	PC	2013 DD-unrestricted general grant	5 000 00
HealthRight International	65 Broadway 19th Floor	New York	NY	10006	PC	2013 DD-unrestricted general grant	10 000 00
Brandeis University	415 South Street Mailstop 100	Waltham	MA	02453	PC	General Purpose Fund - 2012	67 169 00
Brandeis University	415 South Street Mailstop 100	Waltham	MA	02453	PC	General Purpose Fund - On Acct 2013	72 831 00
United Jewish Appeal	130 East 59th Street	New York	NY	10022	PC	Direct Support homes for the aged 2012	33 585 00
United Jewish Appeal	130 East 59th Street	New York	NY	10022	PC	Direct Support homes for the aged On Acct 2013	36 415 00
Harvard Medical School	Holyoke Center Suite 600 1350 Massachusetts Avenue	Cambridge	MA	02138	PC	Reck Peterson Samara - Research Scholar	110 000
University of Pennsylvania	3451 Walnut Street, P 221 Franklin Building	Philadelphia	PA	19104-6205	PC	Black Ben Research Scholar	100 000
Weill Medical College of Cornell University	575 Lexington Avenue Floor 9	New York	NY	10022	PC	Dittman Jeremy - Research Scholar	100 000
University of Washington School of Medicine	12455 Collections Drive	Chicago	IL	60693	PC	Stetson Daniel Research Scholar	100 000
The Rockefeller University	1230 York Avenue Box 259	New York	NY	10065-	PC	Tavazoie Sohail Research Scholar	100 000
California Institute of Technology	1200 East California Boulevard M/C 5-32	Pasadena	CA	91125	PC	Prober David - Milton Cassel Scholar	110 000
The Rockefeller University	1230 York Avenue Box 259	New York	NY	10065-	PC	Smogorzewska Agata Research Scholar	100 000
Salk Institute for Biological Studies	10010 North Torrey Pines Road	La Jolla	CA	92037	PC	Zheng Ye - Research Scholar	100 000
Columbia University Medical Center	615 West 131st Street 4th Floor	New York	NY	10027	PC	Bruno Randy - Research Scholar	100 000
University of Washington School of Medicine	12455 Collections Drive	Chicago	IL	60693	PC	Dunham Maitreya - Research Scholar	100 000
Harvard University	P O Box 415649	Boston	MA	02241-5649	PC	Burton Briana - Research Scholar	110 000
University of California Los Angeles	11000 Kinross Avenue Suite 211	Los Angeles	CA	90095-1406	PC	Hallem Elissa Research Scholar	100 000
University of Pennsylvania	3451 Walnut Street, P 221 Franklin Building	Philadelphia	PA	19104-6205	PC	Kohli Rahul Research Scholar	100 000
Stanford University	P O Box 44253	San Francisco	CA	94144-4253	PC	Lin Michael - Research Scholar	100 000
Salk Institute for Biological Studies	10010 North Torrey Pines Road	La Jolla	CA	92037	PC	Nimmerjahn Axel Research Scholar	100 000
Tao Yuanxiang					PC	Tao Yuanxiang Research Scholar	50 000
Presbyterian College	307 North Broad Street	Clinton	SC	29325	PC	Romero-Sandoval E Alfonso Research Scholar	50 000
Cold Spring Harbor Laboratory	One Bungtown Road P O Box 100	Cold Spring Harbc	NY	11724	PC	Hammell Christopher - Milton Cassel Scholar	110 000
Salk Institute for Biological Studies	10010 North Torrey Pines Road	La Jolla	CA	92037	PC	Chalasani Sreekanth Research Scholar	100 000
UT Southwestern Medical Center	5323 Harry Hines Boulevard	Dallas	TX	75390	PC	Liu Xin Research Scholar	100 000
NYU School of Medicine Sponsored Programs	P O Box 415026	Boston	MA	02241 5026	PC	Long Michael - Research Scholar	100 000
The Rockefeller University	1230 York Avenue Box 259	New York	NY	10065	PC	Marraffini Luciano Research Scholar	100 000
Cincinnati Children's Hospital Medical Center	3333 Burnet Avenue ML 4900	Cincinnati	OH	45229-3039	PC	Jankowski Michael Research Scholar	50 000
University of Pittsburgh	3100 Cathedral of Learning	Pittsburgh	PA	15260	PC	Ross Sarah - Research Scholar	50 000
University of California San Francisco					PC	Dumont Sophie Milton Cassel Scholar	110 000
Duke University Accounts Receivable	Wells Fargo Lockbox Lockbox 602651 1525 West WT Harris Bou	Charlotte	NC	28262	PC	Boyce Michael Milton Cassel Scholar	100 000
Princeton University	701 Carnegie Center Suite 435	Princeton	NJ	08540	PC	Fiedler Dorothea Research Scholar	100 000
Yale University	47 College Street Suite 216	New Haven	CT	06510 3209	PC	Gracheva Elena Research Scholar	100 000
Stanford University	Stanford University Lockbox P O Box 44253	San Francisco	CA	94144-4253	PC	Greenleaf William Research Scholar	100 000
McGill University					PC	Sharif Naeini Reza Research Scholar	50 000
University of Pittsburgh	3100 Cathedral of Learning	Pittsburgh	PA	15260	PC	Seal Rebecca Research Scholar	50 000
						Total, Part I, Line 25	5,678,210 00

Attachment B

Rita Allen Foundation - Audit 2013
Grant commitments as of December 31, 2013 - not paid

Recipient's Name	Notes	Foundation Status of Recipient	Purpose of Grant or Contribution	2013 Amount
Institutional Grants				
Ashoka		PC	Feedback Labs	25,000
Brandeis	Unit Calculation - final	PC	Bequest from Estate of Rita Allen Cassel	77,544
Capacity Building Implementation Pilot	up to $250k for up to 6 grants	PC		-
Center for Disaster Philanthropy/CNJG	Up to 100,000 - 1 yr	PC	Share information and best practices for disaster response and recovery	100,000
Center for Public Integrity	$500,000 over 3/years, $250,000 pd 12/1, $250,000 remaining to be paid (looks like $150,000 in 2012 and remaining $100,000 possibly in 2013)	PC	Healthcare Investigative Reporting	-
Center for Public Integrity	Up to 300,000 over 2 yrs	PC	State Integrity Investigation 2 0 (follow-up)	300,000
Center for Responsive Politics	250k approved Dec 2012	PC		-
Center for Responsive Politics	Up to 150,000 over 2 yrs	PC	Continue Online Citizens Engagement Campaign & groundbreaking worki on political non profits	150,000
Citizens Campaign	400,000 Grant	PC	Civic Cities Initiative	250,000
Immigrant Lives/PRI	250k grant	PC		-
Isles	Isles upt 530k	PC	Urban Fresh Foods	106,060
POP Tech	400k grant	PC	Science and Social Innovation Fellows	-
ProPublica	100,000 over 2 yrs	PC	Enhance video capacit of Investigative Journalism	100,000
Sandy Relief	100k grant to 3 organizations	PC		-
Sunlight Foundation	200,000 over 2 yrs	PC	Refurbish & expand OpenCongress Project	200,000
The Metropolitan Opera	Five year grant to support Broadcast Programming, $400,000	PC	Support the Met Broadcasts Campaign	200,000
TurboVote	150,000 - 1 yr	PC	National College Network Project-increase users	150,000
UJA	Unit Calculation - final	PC	Bequest from Estate of Rita Allen Cassel	38,773
MapLight		PC	Voters Edge	50,000
Voting Information Project/PEW	500k grant	PC		-
			Total Institutional Grants	**1,747,377**

Attachment C

Form **8868**
(Rev. January 2014)
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.**
▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868***

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. RITA ALLEN FOUNDATION, INC.	Employer identification number (EIN) or 13-6116429
	Number, street, and room or suite no If a P.O. box, see instructions. 92 NASSAU STREET, 3RD FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PRINCETON, NJ 08542	

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 (other than individual)	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 ▶ THE FOUNDATION 92 NASSAU STREET, 3RD FLOOR - PRINCETON, NJ 08542
  Telephone No.▶ (609)683-8010 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, 2014 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] calendar year 2013 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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 61,691.
b	If this application is for Forms 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	$ 61,691.
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	$ 0.

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