Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation FARBER FAMILY FOUNDATION INC.	**A Employer identification number** 65-0336266
Number and street (or P O box number if mail is not delivered to street address) 1845 WALNUT STREET — Room/suite 800	**B** Telephone number 215-569-9900
City or town, state, and ZIP code PHILADELPHIA, PA 19103	**C** If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 15,876,067.

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

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

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

	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	1,174,269.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	146,066.	138,380.		STATEMENT 1
	4	Dividends and interest from securities	241,588.	241,588.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,019,292.			
	b	Gross sales price for all assets on line 6a 2,221,901.				
	7	Capital gain net income (from Part IV, line 2)		1,019,292.		
	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	1,952.	1,952.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	2,583,167.	1,401,212.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	25,000.	6,250.		18,750.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	15,804.	0.		0.
	c	Other professional fees STMT 5	47,818.	47,818.		0.
	17	Interest				
	18	Taxes STMT 6	25,283.	5,267.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	4,164.	1,677.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	118,069.	61,012.		18,750.
	25	Contributions, gifts, grants paid	828,650.			623,650.
	26	**Total expenses and disbursements.** Add lines 24 and 25	946,719.	61,012.		642,400.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	1,636,448.			
	b	**Net investment income** (if negative, enter -0-)		1,340,200.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2011)

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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	1,059,695.	1,044,198.	1,044,198.
	3	Accounts receivable ▶ 19,693.			
		Less: allowance for doubtful accounts ▶	483,318.	19,693.	19,693.
	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 9	2,092,149.	2,531,548.	2,654,473.
	b	Investments - corporate stock STMT 10	4,243,696.	5,071,321.	8,931,283.
	c	Investments - corporate bonds STMT 11	2,264,381.	2,272,959.	2,324,197.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	750,000.	750,000.	902,223.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	10,893,239.	11,689,719.	15,876,067.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	125,000.	330,000.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	125,000.	330,000.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	8,052,777.	8,052,777.	
	29	Retained earnings, accumulated income, endowment, or other funds	2,715,462.	3,306,942.	
	30	**Total net assets or fund balances**	10,768,239.	11,359,719.	
	31	**Total liabilities and net assets/fund balances**	10,893,239.	11,689,719.	

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	10,768,239.
2	Enter amount from Part I, line 27a	2	1,636,448.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	12,404,687.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	1,044,968.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,359,719.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,221,901.		1,202,609.	1,019,292.

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				
b				
c				
d				
e				1,019,292.

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 1,019,292.

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 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))
2010	593,600.	12,996,734.	.045673
2009	585,650.	12,426,020.	.047131
2008	761,050.	16,100,811.	.047268
2007	510,800.	16,719,386.	.030551
2006	4,773,379.	14,341,419.	.332839

2	**Total** of line 1, column (d)	2	.503462
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	.100692
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	14,968,389.
5	Multiply line 4 by line 3	5	1,507,197.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,402.
7	Add lines 5 and 6	7	1,520,599.
8	Enter qualifying distributions from Part XII, line 4	8	642,400.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	26,804.
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	26,804.
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	26,804.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	17,800.		
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	17,800.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	9,004.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
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) ▶ FL, PA			
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 2011 or the taxable year beginning in 2011 (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 STMT 13	10	X	

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FAIRMAN GROUP FAMILY OFFICE LLP Telephone no. ▶610-889-7300

Located at ▶899 CASSATT ROAD, SUITE 115, BERWYN, PA ZIP+4 ▶19312

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 2011 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 2011.)* 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 2011?	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 ☒ 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)?	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 ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	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
JACK FARBER 1845 WALNUT ST., STE 800 PHILADELPHIA, PA 19103	CHAIRMAN & DIRECTOR 5.00	0.	0.	0.
VIVIAN FARBER 1845 WALNUT ST., STE 800 PHILADELPHIA, PA 19103	PRESIDENT & DIRECTOR 3.00	0.	0.	0.
ELLEN FARBER 1845 WALNUT ST., STE 800 PHILADELPHIA, PA 19103	EX. DIRECTOR, TREASURER, S 10.00	25,000.	0.	0.
DAVID FARBER 1845 WALNUT ST., STE 800 PHILADELPHIA, PA 19103	VP & DIRECTOR 0.00	0.	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.)

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	12,939,753.
b	Average of monthly cash balances			1b	1,312,203.
c	Fair market value of all other assets			1c	944,378.
d	**Total** (add lines 1a, b, and c)			1d	15,196,334.
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	15,196,334.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	227,945.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	14,968,389.
6	**Minimum investment return.** Enter 5% of line 5			6	748,419.

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	748,419.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	26,804.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	26,804.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	721,615.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	721,615.
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	721,615.

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	642,400.
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	642,400.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	642,400.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				721,615.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 4,075,961.				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	4,075,961.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 642,400.				
a Applied to 2010, but not more than line 2a			0.	
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 2011 distributable amount				642,400.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	79,215.			79,215.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,996,746.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
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 2006 not applied on line 5 or line 7	3,996,746.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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).)

SEE STATEMENT 14

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 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				
ABRAMSON CENTER 1425 HORSHAM ROAD NORTH WALES, PA 19454	NONE	PUBLIC	GENERAL	1,800.
ACADEMY IN MANAYUNK 169 CONARROE STREET PHILADELPHIA, PA 19127	NONE	PUBLIC	GENERAL	278,500.
ALS ASSOCIATION 321 NORRISTOWN ROAD AMBLER, PA 19002	NONE	PUBLIC	GENERAL	74,000.
ALZHEIMER'S ASSOCIATION 399 MARKET STREET, SUITE 102 PHILADELPHIA, PA 19106	NONE	PUBLIC	GENERAL	5,250.
AMERICAN JEWISH COMMITTEE 165 E. 56TH STREET NEW YORK, NY 10022-2746	NONE	PUBLIC	GENERAL	50,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	828,650.
b Approved for future payment NONE				
Total			▶ 3b	0.

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			14	146,066.	
4 Dividends and interest from securities			14	241,588.	
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			14	1,952.	
8 Gain or (loss) from sales of assets other than inventory			18	1,019,292.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,408,898.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,408,898.

(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

Signature of officer or trustee	Date	Title
▶	5/11/12	▶ EXECUTIVE DIRECTOR

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
MARIANNE INFORZATO	Marianne Inforzato	5/11/12		P00750114

Firm's name ▶ THE FAIRMAN GROUP LLC

Firm's EIN ▶ 48-1259643

Firm's address ▶ 899 CASSATT ROAD, SUITE 115
BERWYN, PA 19312

Phone no. 610-889-7300

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

2011

Name of the organization

FARBER FAMILY FOUNDATION INC.

Employer identification number

65-0336266

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) (2011)**

Name of organization	Employer identification number
FARBER FAMILY FOUNDATION INC.	65-0336266

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	JACK FARBER 1845 WALNUT STREET STE 800 PHILADELPHIA, PA 19103	$ 115,238.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	JACK & VIVIAN FARBER 1845 WALNUT STREET STE 800 PHILADELPHIA, PA 19103	$ 380,800.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
3	JACK FARBER 1845 WALNUT STREET STE 800 PHILADELPHIA, PA 19103	$ 47,256.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
4	JACK FARBER 1845 WALNUT STREET STE 800 PHILADELPHIA, PA 19103	$ 130,917.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
5	JACK FARBER 1845 WALNUT STREET STE 800 PHILADELPHIA, PA 19103	$ 37,840.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
6	JACK FARBER 1845 WALNUT STREET STE 800 PHILADELPHIA, PA 19103	$ 111,977.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
FARBER FAMILY FOUNDATION INC.	65-0336266

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
7	JACK FARBER 1845 WALNUT STREET STE 800 PHILADELPHIA, PA 19103	$ 165,222.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
8	JACK FARBER 1845 WALNUT STREET STE 800 PHILADELPHIA, PA 19103	$ 133,070.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
9	JACK FARBER 1845 WALNUT STREET STE 800 PHILADELPHIA, PA 19103	$ 51,947.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

FARBER FAMILY FOUNDATION INC.

Employer identification number

65-0336266

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
1	2,743 SHS BP PLC	$ 115,238.	12/11/11
2	10,000 SHS CVS CAREMARK CORPORATION	$ 380,800.	12/11/11
3	1,225 SHS HSBC HOLDINGS, PLC	$ 47,256.	12/11/11
4	5,131 SHS MICROSOFT CORPORATION	$ 130,917.	12/11/11
5	950 SHS NUCOR CORPORATION	$ 37,840.	12/11/11
6	1,549 SHS SCHLUMBERGER, LTD	$ 111,977.	12/11/11

Name of organization	Employer identification number
FARBER FAMILY FOUNDATION INC.	65-0336266

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
7	5,657 SHS SYSCO CORP.	$ 165,222.	12/11/11
8	10,996 SHS UBS AG	$ 133,070.	12/11/11
9	1,412 SHS VULCAN MATERIALS COMPANY	$ 51,947.	12/11/11
		$	
		$	
		$	

Name of organization	Employer identification number
FARBER FAMILY FOUNDATION INC.	65-0336266

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FARBER FAMILY FOUNDATION INC. 65-0336266

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CLARKE SCHOOLS FOR HEARING AND SPEECH 455 SOUTH ROBERTS ROAD BRYN MAWR, PA 19010	NONE	PUBLIC	GENERAL	50,000.
DELAWARE VALLEY STROKE COUNCIL JEFFERSON STROKE CENTER, 1025 WALNUT STREET PHILADELPHIA, PA 19102	NONE	PUBLIC	GENERAL	4,500.
GEARING UP P.O. BOX 26061 PHILADELPHIA, PA 19128	NONE	PUBLIC	GENERAL	5,000.
JEWISH FEDERATION OF GREATER PHILADELPHIA 2100 ARCH STREET PHILADELPHIA, PA 19103	NONE	PUBLIC	GENERAL	18,000.
JEWISH FOUNDATION FOR THE RIGHTEOUS 305 SEVENTH AVENUE, 19TH FLOOR NEW YORK, NY 10022	NONE	PUBLIC	GENERAL	15,000.
MABGA P.O. BOX 27 VALLEY FORGE, PA 19481	NONE	PUBLIC	GENERAL	1,100.
MACULA VISION RESEARCH FOUNDATION ONE TOWER BRIDGE, 100 FRONT ST, STE 300 WEST CONSHOHOCKEN, PA 19428	NONE	PUBLIC	GENERAL	5,000.
MALTZ JUPITER THEATRE 1001 EAST INDIANTOWN ROAD JUPITER, FL 33477	NONE	PUBLIC	GENERAL	25,000.
ROCK TO THE FUTURE 219 MERCER STREET PHILADELPHIA, PA 19125	NONE	PUBLIC	GENERAL	5,000.
SMITH MEMORIAL PLAYGROUND AND PLAYHOUSE EAST FAIRMOUNT PARK PHILADELPHIA, PA 19121	NONE	PUBLIC	GENERAL	5,000.
Total from continuation sheets				419,100.

FARBER FAMILY FOUNDATION INC. 65-0336266

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
THE ACADEMY OF NATURAL SCIENCES 1900 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103	NONE	PUBLIC	GENERAL	1,500.
THE LIBERTY MUSEUM 321 CHESTNUT STREET PHILADELPHIA, PA 19106-2707	NONE	PUBLIC	GENERAL	25,000.
THE PARKINSON COUNCIL 111 PRESIDENTIAL BLVD STE 250 BALA CYNWYD, PA 19004	NONE	PUBLIC	GENERAL	5,000.
THOMAS JEFFERSON UNIVERSITY - DR. RODNEY BELL FUND 925 CHESTNUT STREET, STE 110 PHILADELPHIA, PA 19107	NONE	PUBLIC	GENERAL	100,000.
THOMAS JEFFERSON UNIVERSITY 925 CHESTNUT STREET, STE 110 PHILADELPHIA, PA 19107	NONE	PUBLIC	GENERAL	25,000.
UNITED WAY 7 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103	NONE	PUBLIC	GENERAL	29,000.
UNIVERSITY OF PENNSYLVANIA/WXPN 3025 WALNUT STREET PHILADELPHIA, PA 19104	NONE	PUBLIC	GENERAL	100,000.
Total from continuation sheets				

FARBER FAMILY FOUNDATION INC.

CONTINUATION FOR 990-PF, PART IV
65-0336266 PAGE 1 OF 1

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	HAWTHORN (6409) - SEE ATTACHMENT 'A'	P	VARIOUS	VARIOUS
b	HAWTHORN (6409) - SEE ATTACHMENT 'A'	P	VARIOUS	VARIOUS
c	ISHARES S&P GSCI COMMODITY-INDEXED TRUST K-1	P	VARIOUS	VARIOUS
d	ISHARES S&P GSCI COMMODITY-INDEXED TRUST K-1	P	VARIOUS	VARIOUS
e	PERCEVAL INVESTMENT PARTNERS	P	VARIOUS	VARIOUS
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	287,966.		289,405.	<1,439.>
b	1,877,322.		913,204.	964,118.
c	2,376.			2,376.
d	29,254.			29,254.
e	17,760.			17,760.
f	7,223.			7,223.
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				<1,439.>
b				964,118.
c				2,376.
d				29,254.
e				17,760.
f				7,223.
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	1,019,292.
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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
HAWTHORN (6409)	146,029.
INTERNAL REVENUE SERVICE	37.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	146,066.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CSS STOCK DIVIDEND	78,826.	0.	78,826.
HAWTHORN (6409)	167,317.	7,223.	160,094.
HAWTHORN (6425)	16.	0.	16.
HAWTHORN (LOW BASIS)	2,439.	0.	2,439.
ISHARES S&P GSCI COMMODITY-INDEXED TRUST K-1	213.	0.	213.
TOTAL TO FM 990-PF, PART I, LN 4	248,811.	7,223.	241,588.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENT PROCEEDS	1,952.	1,952.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,952.	1,952.	

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	10,500.	0.		0.
TAX PREPARATION AND CONSULTING	5,304.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	15,804.	0.		0.

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
CUSTODY FEE	2,313.	2,313.		0.
HAWTHORN INVESTMENT FEES	45,230.	45,230.		0.
PNC MISCELLANEOUS EXPENSE	275.	275.		0.
TO FORM 990-PF, PG 1, LN 16C	47,818.	47,818.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2011 NOT FOR PROFIT CORPORATION ANNUAL REPORT	61.	0.		0.
2010 FEDERAL FORM 990-PF BALANCE DUE PAID IN 2011	2,155.	0.		0.
2011 FEDERAL ESTIMATED TAX PAYMENTS	17,800.	0.		0.
FOREIGN TAXES PAID	5,267.	5,267.		0.
TO FORM 990-PF, PG 1, LN 18	25,283.	5,267.		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
MEMBERSHIP DUES AND PROFESSIONAL SUBSCRIPTIONS	2,487.	0.		0.
FROM K-1: ISHARES S&P GSCI COMMODITY-INDEXED TRUST	1,677.	1,677.		0.
TO FORM 990-PF, PG 1, LN 23	4,164.	1,677.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
BOOK VALUE ADJUSTMENT	25,806.
UNREALIZED GAIN ON CONTRIBUTED ASSETS	1,001,402.
PERCEVAL INVESTMENT PARTNERS PRIOR PERIOD ADJUSTMENT	17,760.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,044,968.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
HAWTHORN (6409) - TREASURY BONDS - SEE ATTACHED	X		1,297,829.	1,378,099.
HAWTHORN (6409) - MUNICIPAL BONDS - SEE ATTACHED		X	1,233,719.	1,276,374.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,297,829.	1,378,099.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,233,719.	1,276,374.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,531,548.	2,654,473.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
131,377 SHS CSS INDUSTRIES, INC.-COMMON STOCK	9,853.	2,617,030.
HAWTHORN (6409) - EQUITIES - SEE ATTACHED	5,061,468.	6,314,253.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,071,321.	8,931,283.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HAWTHORN (6409) - CORPORATE BONDS - SEE ATTACHED	2,272,959.	2,324,197.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,272,959.	2,324,197.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PLEIADES OFFSHORE	COST	250,000.	295,707.
VITTORIA OFFSHORE	COST	500,000.	606,516.
TOTAL TO FORM 990-PF, PART II, LINE 13		750,000.	902,223.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 13
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
JACK & VIVIAN FARBER	1845 WALNUT STREET STE 800 PHILADELPHIA, PA 19103

FORM 990-PF PART XV - LINE 1A STATEMENT 14
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

JACK FARBER
ELLEN FARBER

Summary

Portfolio value

Income	
Income on December 30	$19,951.47
Income on December 1	1,818.75
Change in value	$18,132.72

Principal	
Principal on December 30	$12,292,019.44
Principal on December 1	11,130,836.89
Change in value	$1,161,182.55

Total	
Total portfolio value on December 30	$12,311,970.91
Total portfolio value on December 1	11,132,655.64
Total change in value	$1,179,315.27

Portfolio value by asset class

Income	Value Dec 30	Value Dec. 1	Change in value	Tax cost*
Cash and cash equivalents	$19,951.47	$1,818.75	$18,132.72	$19,951.47

Principal	Value Dec. 30	Value Dec 1	Change in value	Tax cost*
Cash and cash equivalents	$999,096.06	$911,776.10	$87,319.96	$999,096.06
Fixed income	4,978,670.87	5,055,134.55	- 76,463.68	4,804,506.42
Equities	6,098,563.31	4,942,939.64	1,155,623.67	4,862,093.14
Alternative investments	215,689.20	220,986.60	- 5,297.40	199,375.17
Total	**$12,311,970.91**	**$11,132,655.64**	**$1,179,315.27**	**$10,885,022.26**

* *We use tax cost to calculate the cost of your portfolio. When this information is not available for all assets, your portfolio's tax cost may be understated To determine if we have tax cost information for all your assets, call Edward T Moshinski Jr your Account Advisor.*

Detail

Portfolio - income

Cash and cash equivalents

Mutual funds - money market

Description	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62	$1,818.75 19,951.470	$19,951.47 $1 0000	0 17 %	$19,951 47 $1 00			$0 01

Portfolio - principal

Cash and cash equivalents

Mutual funds - money market

Description	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62	$911,776.10 999,096.060	$999,096.06 $1.0000	8.12 %	$999,096 06 $1.00			$0 36

Fixed income

Corporate bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
AT&T CORP SR UNSEC 06.700% DUE 11/15/2013 RATING: A2 (00206RAP7)	$55,258.00 50,000	$55,198.50 $110 3970	0 45 %	$55,229.50 $110.46	- $31 00	6 07 %	$3,350 00

Detail

Fixed income

Corporate bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
ABBOTT LABORATORIES NOTES 05 150% DUE 11/30/2012 RATING: A1 (002819AA8)	52,268.50 50,000	51,762.50 103 5250	0 43 %	54,933 00 109 87	- 3,170 50	4 98 %	2,575 00
BERKSHIRE HATHAWAY FINANCE CORP CO GUARNT 05.400% DUE 05/15/2018 RATING: AA2 (084664BE0)	113,776 00 100,000	116,519 00 116.5190	0 95 %	112,973 00 112 97	3,546 00	4 64 %	5,400 00
BOEING CO SR UNSEC 05.000% DUE 03/15/2014 RATING: A2 (097023AV7)	54,822.50 50,000	54,585.00 109 1700	0 45 %	52,914 50 105 83	1,670.50	4 59 %	2,500 00
CHEVRON CORP NT 03.950% DUE 03/03/2014 RATING: AA1 (166751AH0)	106,940.00 100,000	107,032.00 107.0320	0.87 %	103,028 00 103 03	4,004 00	3 70 %	3,950 00
COCA COLA CO SR NTS 05.350% DUE 11/15/2017 RATING: AA3 (191216AK6)	119,436.00 100,000	120,236.00 120.2360	0.98 %	117,796 00 117 80	2,440.00	4 45 %	5,350.00
COLGATE PALMOLIVE CO SR UNSECURED SER MTN 04.200% DUE 05/15/2013 RATING: AA3 (19416QDL1)	105,168 00 100,000	104,965.00 104 9650	0.86 %	105,283 00 105 28	- 318 00	4 01 %	4,200 00

Detail

Fixed income

Corporate bonds

Description (Cusip)	Market value last period	Current market value	% of total portfolio	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	Current price per unit		Avg tax cost per unit			
GENERAL ELECTRIC COMPANY	52,150.50	52,375.00	0 43 %	51,857.00	518 00	4 78 %	2,500 00
NTS	50,000	104.7500		103 71			
05.000% DUE 02/01/2013							
RATING: AA2							
(369604AY9)							
GLAXOSMITHKLINE CAP INC	54,010.50	54,077 00	0.44 %	51,527 00	2,550 00	4 05 %	2,187.50
COMP GUARNT	50,000	108.1540		103 05			
04.375% DUE 04/15/2014							
RATING: A1							
(377372AA5)							
JPMORGAN CHASE & CO	101,437.00	101,914 00	0 83 %	103,778.00	- 1,864.00	3 34 %	3,400 00
NTS	100,000	101.9140		103 78			
03.400% DUE 06/24/2015							
RATING: AA3							
(46625HHR4)							
PITNEY BOWES INC	53,018 50	52,855 50	0 43 %	51,117 50	1,738 00	4 73 %	2,500 00
NTS	50,000	105.7110		102.24			
05 000% DUE 03/15/2015							
RATING· A2							
(724479AG5)							
PROCTER & GAMBLE CO	161,028.00	161,665 50	1 32 %	159,909.00	1,756 50	3 25 %	5,250 00
NTS	150,000	107.7770		106 61			
03 500% DUE 02/15/2015							
RATING: AA3							
(742718DM8)							
STANFORD UNIVERSITY	55,910 50	56,209 00	0 46 %	50,697 50	5,511 50	3 79 %	2,125 00
NTS	50,000	112.4180		101 40			
04.250% DUE 05/01/2016							
RATING: AAA							
(854403AB8)							

Detail

Fixed income

Corporate bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
TARGET CORP SR UNSEC 03 875% DUE 07/15/2020 RATING: A2 (87612EAV8)	53,899 00 50,000	55,339 50 110.6790	0.45 %	49,585 00 99 17	5,754 50	3.51 %	1,937 50
3M COMPANY NTS 04 375% DUE 08/15/2013 RATING: AA2 (88579EAE5)	106,462 00 100,000	106,320 00 106.3200	0 87 %	105,677 00 105 68	643 00	4 12 %	4,375 00
UNITED PARCEL SERVICE SR UNSEC 03.875% DUE 04/01/2014 RATING: AA3 (911312AL0)	106,815 00 100,000	107,140.00 107 1400	0 88 %	103,139 00 103 14	4,001 00	3 62 %	3,875 00
VANDERBILT UNIV NTS 05 250% DUE 04/01/2019 RATING: AA2 (921813AA9)	58,175.50 50,000	59,313.00 118 6260	0 49 %	51,390 00 102 78	7,923 00	4 43 %	2,625 00
WAL MART STORES INC DEB 07.250% DUE 06/01/2013 RATING: AA2 (931142AS2)	54,826 00 50,000	54,658.50 109.3170	0 45 %	56,568.50 113 14	- 1,910.00	6 64 %	3,625 00
WAL-MART STORES INC SR NOTES 05.800% DUE 02/15/2018 RATING. AA2 (931142CJ0)	60,506.50 50,000	61,530 50 123.0610	0.50 %	57,745 50 115 49	3,785 00	4 72 %	2,900 00

Detail

Fixed income

Corporate bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
WELLS FARGO & COMPANY SR NOTES 03.625% DUE 04/15/2015 RATING: A2 (94974BEU0)	51,899.00 50,000	52,358 50 104 7170	0 43 %	51,730 50 103 46	628 00	3 47 %	1,812 50
Total corporate bonds		**$1,586,054.00**	**12.88 %**	**$1,546,878.50**	**$39,175.50**	**4.19 %**	**$66,437.50**

Treasury bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
USA TREASURY NOTES TREASURY INFLATION PROTECTN SECS 02.625% DUE 07/15/2017 NOT RATED (912828GX2)	$130,890 03 100,000	$130,242.53 $130 2425	1 06 %	$108,277 58 $108 28	$21,964 95	2 20 %	$2,854 58
USA TREASURY NOTES TREASURY INFLATION PROTECTN SECS 02.125% DUE 01/15/2019 RATING· AAA (912828JX9)	219,281.79 175,000	219,604 26 125 4882	1 79 %	180,866 64 103 35	38,737 62	1 78 %	3,903 80
USA TREASURY NOTES 02.125% DUE 11/30/2014 RATING· AAA (912828LZ1)	52,531.00 50,000	52,523 00 105 0460	0 43 %	52,005 86 104 01	517 14	2 03 %	1,062 50
USA TREASURY NOTES 02 625% DUE 12/31/2014 RATING. AAA (912828ME7)	160,006.50 150,000	159,984 00 106.6560	1.30 %	159,826 17 106.55	157 83	2 47 %	3,937 50
Total treasury bonds		**$562,353.79**	**4.57 %**	**$500,976.25**	**$61,377.54**	**2.09 %**	**$11,758.38**

Detail

Agency bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
FEDERAL HOME LOAN BANK BONDS 03.625% DUE 10/18/2013 RATING: AAA (3133XSAE8)	$52,990.50 50,000	$52,900 50 $105.8010	0.43 %	$53,859 10 $107 72	- $958 60	3 43 %	$1,812 50
FEDERAL FARM CREDIT BANK BDS 04.800% DUE 10/19/2015 RATING: AAA (31331VCQ7)	114,143.00 100,000	114,005.00 114 0050	0 93 %	114,838 00 114 84	- 833 00	4.22 %	4,800 00
FEDERAL FARM CREDIT BANK NTS 04.875% DUE 12/16/2015 RATING: AAA (31331VGU4)	115,147.00 100,000	115,205 00 115 2050	0 94 %	108,899 00 108 90	6,306 00	4 24 %	4,875 00
FEDERAL HOME LOAN BANK BONDS CALL 8/24/12 @100 03.050% DUE 08/24/2020 RATING: AAA (313375E94)	151,794.00 150,000	152,065.50 101 3770	1 24 %	151,456 50 100 97	609 00	3 01 %	4,575 00
GENERAL ELEC CAP CORP FDIC GTD 02.200% DUE 06/08/2012 RATING· AAA (36967HAH0)	100,962 00 100,000	100,876.00 100 8760	0 82 %	101,053 00 101 05	- 177.00	2 19 %	2,200 00
JPMORGAN CHASE & CO FDIC GTD 02.125% DUE 12/26/2012 RATING. AAA (481247AM6)	101,978.00 100,000	101,840 00 101 8400	0 83 %	103,125 40 103 13	- 1,285 40	2 09 %	2,125 00
TENNESSEE VALLEY AUTH PWR BD SER C 06 000% DUE 03/15/2013 RATING: AAA (880591CW0)	26,795 00 25,000	26,718 50 106.8740	0 22 %	27,873 75 111 50	- 1,155 25	5 62 %	1,500 00

Detail

Agency bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
TENNESSEE VALLEY AUTHORITY NTS 05 500% DUE 07/18/2017 RATING: AAA (880591EA6)	150,562.50 125,000	152,135.00 121.7080	1.24 %	135,747 50 108 60	16,387 50	4 52 %	6,875 00
Total agency bonds		**$815,745.50**	**6.63 %**	**$796,852.25**	**$18,893.25**	**3.53 %**	**$28,762.50**

Municipal bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
ALLEN CNTY IND WAR MEN REF TAXABLE SER B REV 03.600% DUE 05/01/2017 RATING: AA3 (017531FV1)	$78,624 00 75,000	$79,107.00 $105.4760	0 65 %	$75,356 40 $100.48	$3,750 60	3 42 %	$2,700.00
BELLINGHAM WASH GO NATL-RE TAXABLE-SER B 05.270% DUE 12/01/2015 RATING: AA3 (079545RH4)	63,769.75 55,000	63,842 90 116 0780	0.52 %	56,050 31 101 91	7,792 59	4 55 %	2,898 50
BOULDER COLO TAXABLE 04.000% DUE 10/01/2020 RATING. AA1 (101434AK4)	108,274 00 100,000	109,825.00 109.8250	0 90 %	103,360.89 103 36	6,464 11	3 65 %	4,000 00
CHICAGO ILL PUB BLDG COMMN SPL TAXABLE REF SER A 06 500% DUE 01/01/2016 RATING: AAA (167673BH4)	60,247 00 50,000	60,348 00 120 6960	0 50 %	59,935 89 119 87	412 11	5 39 %	3,250 00

Detail

Municipal bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Avg Total tax cost tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
COMMONWEALTH FING AUTH PA REV SER A 05.992% DUE 06/01/2020 RATING· AA3 (20281PCC4)	113,929.00 100,000	115,353 00 115 3530	0 94 %	115,331 83 115.33	21 17	5 20 %	5,992 00
DES MOINES IOWA GO TAXABLE-SER G 03.875% DUE 06/01/2015 RATING: AA1 (2500923S0)	54,729.50 50,000	54,772.50 109 5450	0 45 %	50,222 98 100 45	4,549 52	3 54 %	1,937 50
DETROIT MICH CITY SCH DIST SER A P/R 05/01/12 @100 Q-SBLF 05.000% DUE 05/01/2021 RATING: AA2 (251129ZW5)	76,500 00 75,000	76,205.25 101 6070	0 62 %	76,048 35 101 40	156 90	4 93 %	3,750 00
EL PASO TEX TAXABLE AMBAC 05.830% DUE 08/15/2016 NOT RATED (283734HJ3)	58,028.00 50,000	58,228.00 116 4560	0.48 %	51,995 31 103 99	6,232 69	5 01 %	2,915 00
MADISON WIS BUILD AMERICA CALL 10/01/18 @100 03.625% DUE 10/01/2019 RATING: AAA (55844RDA9)	51,838 50 50,000	52,442 00 104.8840	0 43 %	50,607 50 101.22	1,834 50	3 46 %	1,812 50
MADISON WIS WTRWKS MTG REV P/R 01/01/13 @100 REV 05.000% DUE 01/01/2021 RATING: AA1 (558617RF5)	78,794.25 75,000	78,550.50 104.7340	0 64 %	78,173 58 104 23	376 92	4 78 %	3,750 00
MARYLAND ST BUILD AMER CALL 8/15/19 @ 100 04.550% DUE 08/15/2024 RATING· AAA (574192X54)	54,541 00 50,000	55,210.00 110 4200	0 45 %	53,999 73 108 00	1,210 27	4 13 %	2,275 00

Detail

Municipal bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
NEW MEXICO FIN AUTH REV TAXABLE-SR LIEN-PUB PJ-D2 04 470% DUE 06/01/2017 RATING: AA1 (64711NJQ9)	81,717 75 75,000	82,176 75 109 5690	0 67 %	80,270 56 107 03	1,906 19	4 08 %	3,352 50
OCONOMOWOC WS GO BUILD AMERICA BONDS 03.400% DUE 04/01/2013 RATING: AA2 (675634JH3)	51,744.50 50,000	51,648.50 103.2970	0 42 %	50,072.35 100 15	1,576 15	3 30 %	1,700 00
OREGON ST SCH BRDS ASSN SHORT TAXABLE PENSION GO 04 115% DUE 06/30/2021 RATING: AA2 (686053HE2)	105,661.00 100,000	107,301 00 107.3010	0.88 %	105,978 32 105 98	1,322 68	3 84 %	4,115 00
RALEIGH N C TAXABLE HSG SER G 04.000% DUE 02/01/2014 RATING: AAA (751091KD0)	80,144.25 75,000	79,980.75 106.6410	0 65 %	76,286.87 101.72	3,693 88	3 76 %	3,000.00
RAMSEY CNTY MN BUILD AMERICA GO BONDS-LIBR-SER B 03.000% DUE 02/01/2012 RATING: AAA (751622AY7)	100,473.00 100,000	100,241.00 100.2410	0 82 %	99,999 23 100 00	241 77	3 00 %	3,000 00
SD BRD REGTS HSG&AUX FAC SYS REV ASSURED GTY TAXABLE 03 125% DUE 04/01/2013 NOT RATED (837542BW8)	51,204 00 50,000	51,142.00 102.2840	0.42 %	50,029 17 100 06	1,112 83	3 06 %	1,562.50
Total municipal bonds		**$1,276,374.15**	**10.37 %**	**$1,233,719.27**	**$42,654.88**	**4.08 %**	**$52,010.50**

Detail

Mutual funds - fixed income

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
VANGUARD HIGH YIELD CORP (VWEAX)	$263,509 94	$270,775.13	2 20 %	$255,151 85	$15,623 28	7.25 %	$19,606 21
ADM FD # 529	47,587 896	$5.6900		$5 36			
VANGUARD SHORT TERM INVMT GRADE (VFSUX)	466,489.79	467,368.30	3.80 %	470,928 30	- 3,560 00	2 88 %	13,441 23
ADMR SHS FD #539	43,925.592	10 6400		10 72			
Total mutual funds - fixed income		**$738,143.43**	**6.00 %**	**$726,080.15**	**$12,063.28**	**4.48 %**	**$33,047.44**
Total fixed income		**$4,978,670.87**	**40.44 %**	**$4,804,506.42**	**$174,164.45**	**3.86 %**	**$192,016.32**

Equities

Stocks

Consumer staples

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
CVS CAREMARK CORPORATION (CVS)		$407,800 00	3.32 %	$120,000 00	$287,800 00	1 60 %	$6,500 00
	10,000	$40.7800		$12 00			
SYSCO CORP (SYY)		165,919.81	1 35 %	6,843 24	159,076 57	3 69 %	6,109 56
	5,657	29 3300		1 21			
WALGREEN CO (WAG)	101,160.00	99,180.00	0 81 %	115,162 20	- 15,982.20	2 73 %	2,700 00
	3,000	33 0600		38.39			
Total consumer staples		**$672,899.81**	**5.47 %**	**$242,005.44**	**$430,894.37**	**2.28 %**	**$15,309.56**

Detail

Energy

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
BP PLC (BP) SPONSORED ADR	 2,743	$117,235.82 $42.7400	0.96 %	$6,500 00 $2.37	$110,735 82	3.94 %	$4,608 24
EXXON MOBIL CORP (XOM)	52,205.56 649	55,009 24 84.7600	0.45 %	1,539 00 2 37	53,470 24	2.22 %	1,220 12
SCHLUMBERGER LTD (SLB) SEDOL 2779201 ISIN AN8068571086	 1,549	105,812.19 68.3100	0.86 %	3,210.09 2 07	102,602.10	1 47 %	1,549 00
Total energy		**$278,057.25**	**2.26 %**	**$11,249.09**	**$266,808.16**	**2.65 %**	**$7,377.36**

Financial

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
UBS AG - NEW (UBS) ISIN CH0024899483 SEDOL B18YFJ4	$62,350.00 15,996	$189,232.68 $11.8300	1.54 %	$91,815 00 $5 74	$97,417 68	16 78 %	$31,736 06
BANK OF AMERICA CORP (BAC)	41,752.00 7,675	42,673 00 5 5600	0 35 %	140,244 00 18 27	- 97,571 00	0 72 %	307 00
HSBC HLDGS PLC (HBC) SPONSORED ADR NEW	 1,225	46,672.50 38.1000	0 38 %	5,180 00 4.23	41,492 50	5 12 %	2,388 75
Total financial		**$278,578.18**	**2.26 %**	**$237,239.00**	**$41,339.18**	**12.36 %**	**$34,431.81**

Health care

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
JOHNSON & JOHNSON (JNJ)	$129,440.00 2,000	$131,160 00 $65.5800	1 07 %	$121,500 00 $60 75	$9,660 00	3 48 %	$4,560 00
MERCK & CO INC (MRK)	122,086 25 3,415	128,745.50 37.7000	1.05 %	5,536 93 1 62	123,208 57	4 46 %	5,737 20
Total health care		**$259,905.50**	**2.11 %**	**$127,036.93**	**$132,868.57**	**3.96 %**	**$10,297.20**

Detail

Industrials

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
3M COMPANY (MMM)	$162,080.00 2,000	$163,460 00 $81.7300	1 33 %	$151,142 00 $75.57	$12,318 00	2 70 %	$4,400 00

Information technology

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
MICROSOFT CORP (MSFT)	$102,320 00 9,131	$237,040.76 $25 9600	1.93 %	$111,636 00 $12.23	$125,404 76	3.09 %	$7,304 80

Materials

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
NUCOR CORP (NUE)	 950	$37,591 50 $39.5700	0 31 %	$1,690 00 $1.78	$35,901 50	3 69 %	$1,387 00
VULCAN MATERIALS CO (VMC)	 1,412	55,562 20 39.3500	0 46 %	5,177 00 3 67	50,385 20	0 11 %	56 48
Total materials		**$93,153.70**	**0.76 %**	**$6,867.00**	**$86,286.70**	**1.55 %**	**$1,443.48**
Total stocks		**$1,983,095.20**	**16.11 %**	**$887,175.46**	**$1,095,919.74**	**4.06 %**	**$80,564.21**

Etf - equity

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
ISHARES TR MSCI EMERGING MKTS (EEM) INDEX FD ETF	$105,226.30 2,630	$99,782.20 $37.9400	0 82 %	$119,779 15 $45.54	- $19,996 95	2 13 %	$2,125 04
ISHARES S&P GLOBAL TELECOMM (IXP) SECTOR INDEX FUND ETF	179,988.35 3,145	175,472.13 55 7940	1 43 %	189,026 63 60 10	- 13,554 50	5.44 %	9,538 79

Detail

Etf - equity

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
ISHARES MSCI EAFE INDEX FUND (EFA) ETF	194,712.00 3,800	188,214 00 49.5300	1.53 %	171,950 00 45 25	16,264 00	3 46 %	6,498.00
ISHARES TR RUSSELL 2000 INDEX FD (IWM) ETF	303,030.30 4,110	303,112.50 73 7500	2.47 %	243,813 17 59.32	59,299.33	1 40 %	4,233 30
SPDR S&P 500 ETF TRUST (SPY)	854,931 60 6,840	858,420.00 125.5000	6 98 %	682,970 26 99 85	175,449 74	2 06 %	17,619 84
SPDR S&P DIVIDEND (SDY) ETF	192,604.00 3,580	192,854.60 53.8700	1.57 %	188,667 06 52 70	4,187 54	3 23 %	6,222 04
MIDCAP SPDR TRUST SERIES 1 (MDY) ETF	293,843.25 1,825	291,069.25 159.4900	2.37 %	235,180 67 128.87	55,888 58	1.08 %	3,126 23
ENERGY SELECT SPDR FUND (XLE) ETF	287,023.50 4,050	279,976 50 69 1300	2 28 %	240,843 84 59 47	39,132 66	1 54 %	4,297 05
SECTOR SPDR TR (XLU) ETF SHS BEN INT-UTILITIES	204,570.10 5,810	209,043.80 35.9800	1 70 %	188,182.22 32 39	20,861 58	3 81 %	7,948 08
VANGUARD HIGH DIVIDEND YIELD (VYM) ETF	195,717 75 4,425	200,275 50 45 2600	1.63 %	188,343 64 42.56	11,931 86	2.94 %	5,871 98
Total etf - equity		**$2,798,220.48**	**22.73 %**	**$2,448,756.64**	**$349,463.84**	**2.41 %**	**$67,480.35**

Mutual funds - equity

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
HARBOR INTERNATIONAL FUND (HAINX) CLASS INS	$352,828.64 6,597 254	$346,025 97 $52.4500	2 82 %	$390,750 06 $59 23	- $44,724 09	2.51 %	$8,681 99
HARRIS ASSOC INVT TR (OAKIX) CLASS I OAKMARK INTL FD FUND #109	329,734.88 19,640.191	325,045.16 16 5500	2 65 %	375,047 68 19 10	- 50,002 52	0.77 %	2,474 66
LONGLEAF PARTNERS FDS TR (LLINX) INTL FD #136	316,305.83 25,365.343	301,847.58 11.9000	2 46 %	382,291 68 15.07	- 80,444 10	1 60 %	4,819 42

Detail

Mutual funds - equity

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
STRATEGIC INTERNATIONAL (DISRX) STOCK FUND CL I	359,029.33 28,270.026	344,328 92 12 1800	2 80 %	378,071 62 13 37	- 33,742 70	1 30 %	4,466 66
Total mutual funds - equity		**$1,317,247.63**	**10.70 %**	**$1,526,161.04**	**- $208,913.41**	**1.55 %**	**$20,442.73**
Total equities		**$6,098,563.31**	**49.53 %**	**$4,862,093.14**	**$1,236,470.17**	**2.76 %**	**$168,487.29**

Alternative investments

Etf - alternative investments

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
ISHARES S&P GSCI COMMODITY I (GSG) ETF	$220,986.60 6,540	$215,689.20 $32 9800	1 76 %	$199,375 17 $30 49	$16,314 03	0 38 %	$817 50
Total portfolio		**$12,311,970.91**	**100.00 %**	**$10,885,022.26**	**$1,426,948.65**	**2.94 %**	**$361,321.48**