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

**2011**

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

For calendar year 2011 or tax year beginning 07/01, 2011, and ending 06/30, 2012

Name of foundation: THE SERAPH FOUNDATION INC 6018-01-4/1

Number and street (or P.O. box number if mail is not delivered to street address): GLENMEDE TRUST COMPANY, 1650 MARKET STREET Room/suite: 1200

City or town, state, and ZIP code: PHILADELPHIA, PA 19103-7391

A Employer identification number: 52-2030228

B Telephone number (see instructions): (215) 419-6000

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 36,324,885.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	101.	101.	N/A	
4	Dividends and interest from securities	601,440.	601,469.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,146,611.			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		1,146,611.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	-353,155.	-278,502.		STMT 1
12	Total. Add lines 1 through 11	1,394,997.	1,469,679.		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	4,532.	NONE	NONE	4,532.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	216,615.	216,615.		
17	Interest				
18	Taxes (attach schedule) (see instructions)	69,006.	13,866.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT. 2	2,262.	35.		2,227.
24	Total operating and administrative expenses. Add lines 13 through 23	292,415.	230,516.	NONE	6,759.
25	Contributions, gifts, grants paid	1,957,000.			1,957,000.
26	Total expenses and disbursements. Add lines 24 and 25	2,249,415.	230,516.	NONE	1,963,759.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-854,418.			
b	Net investment income (if negative, enter -0-)		1,239,163.		
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. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing . . . . .	12,741.	74,501.	74,501.
	2 Savings and temporary cash investments . . . . .	1,563,659.	2,065,594.	2,065,594.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments - U.S. and state government obligations (attach schedule) . . . . .	554,933.	492,911.	507,568.
	b Investments - corporate stock (attach schedule) . . . . .	14,779,155.	13,468,386.	14,682,658.
	c Investments - corporate bonds (attach schedule) . . . . .	2,399,587.	2,462,295.	2,542,794.
	11 Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans . . . . .			
	13 Investments - other (attach schedule) . . . . .	13,963,929.	13,855,895.	14,451,770.
	14 Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ PROGRAM RELATED INV. )	2,000,000.	2,000,000.	2,000,000.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	35,274,004.	34,419,582.	36,324,885.	
Liabilities	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ )			
	23 Total liabilities (add lines 17 through 22) . . . . .			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .	35,274,004.	34,419,582.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
29 Retained earnings, accumulated income, endowment, or other funds . . . . .				
30 Total net assets or fund balances (see instructions) . . . . .	35,274,004.	34,419,582.		
31 Total liabilities and net assets/fund balances (see instructions) . . . . .	35,274,004.	34,419,582.		

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	35,274,004.
2 Enter amount from Part I, line 27a . . . . .	2	-854,418.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	34,419,586.
5 Decreases not included in line 2 (itemize) ▶ ROUNDING	5	4.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	34,419,582.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>				P	VARIOUS	VARIOUS
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
<b>a</b> 7,280,627.		6,134,016.	1,146,611.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
<b>a</b>			1,146,611.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2 Capital gain net income or (net capital loss)</b>				2	1,146,611..	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>				3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

**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))
2010	2,056,272.	35,446,171.	0.058011
2009	1,809,079.	33,961,076.	0.053269
2008	4,021,343.	34,889,419.	0.115260
2007	2,642,265.	47,525,301.	0.055597
2006	2,411,100.	48,634,021.	0.049576
<b>2 Total of line 1, column (d)</b>			0.331713
<b>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</b>			0.066343
<b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5</b>			34,194,253.
<b>5 Multiply line 4 by line 3</b>			2,268,549.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			12,392.
<b>7 Add lines 5 and 6</b>			2,280,941.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			1,963,759.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Total tax due is 7,217. Refunded amount is 7,217.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political activities, tax returns, and substantial contributors.

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 SEE STATEMENT 3 Telephone no.
Located at ZIP + 4
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
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 Yes No 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.
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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . Yes X 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 X 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 X 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 N/A
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 X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) . . . . . 2b N/A
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 X 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.) . . . . . 3b N/A
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)**

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A.

**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?  Yes  No  
 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?  Yes  No

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 4		-0-	-0-	-0-

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

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

**Total number of other employees paid over \$50,000**  NONE

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 5		186,201.
-----		
-----		
-----		
-----		
Total number of others receiving over \$50,000 for professional services . . . . . ▶		NONE

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 <u>N/A</u> -----	
2 -----	
3 -----	
4 -----	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 <u>NONE</u> -----	
2 -----	
All other program-related investments. See instructions 3 <u>NONE</u> -----	
Total. Add lines 1 through 3 . . . . . ▶	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	33,165,901.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,549,077.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	34,714,978.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	34,714,978.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	520,725.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	34,194,253.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,709,713.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,709,713.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	24,783.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	631.
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	25,414.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,684,299.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,684,299.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,684,299.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,963,759.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,963,759.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,963,759.

**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 . . . . .				1,684,299.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only . . . . .			NONE	
b Total for prior years: 20 09, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 . . . . .	NONE			
b From 2007 . . . . .	NONE			
c From 2008 . . . . .	2,077,402.			
d From 2009 . . . . .	134,297.			
e From 2010 . . . . .	331,128.			
f Total of lines 3a through e . . . . .	2,542,827.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 1,963,759.				
a Applied to 2010, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2011 distributable amount . . . . .				1,684,299.
e Remaining amount distributed out of corpus . . . . .	279,460.			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,822,287.			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	2,822,287.			
10 Analysis of line 9:				
a Excess from 2007 . . . . .	NONE			
b Excess from 2008 . . . . .	2,077,402.			
c Excess from 2009 . . . . .	134,297.			
d Excess from 2010 . . . . .	331,128.			
e Excess from 2011 . . . . .	279,460.			

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

NOT APPLICABLE

**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		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

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

**1 Information Regarding Foundation Managers:**  
**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)  
 NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  
 NONE

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

**a** The name, address, and telephone number of the person to whom applications should be addressed:  
 N/A

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

**c** Any submission deadlines:  
 N/A

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

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><b>a Paid during the year</b></p> <p>SEE STATEMENT 6</p>				<p>1,957,000.</p>
<b>Total</b> .....				<p>▶ <b>3a</b> 1,957,000.</p>
<p><b>b Approved for future payment</b></p> <p>N/A</p>				
<b>Total</b> .....				<p>▶ <b>3b</b> -0-</p>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal, 13 Total.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE



THE SERAPH FOUNDATION INC  
ACCOUNT #6018-01-4/1  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 1 FORM 990-PF  
PART I ANALYSIS OF REVENUE, EXPENSES AND CONTRIBUTIONS

	COLUMN A	COLUMN B	COLUMN D
<b>REVENUE:</b>			
<b>LINE 3</b> INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS - MONEY MARKET FUNDS	101	101	
<b>LINE 4</b> DIVIDENDS AND INTEREST FROM SECURITIES - DIVIDENDS & INTEREST	601,440	601,469	
<b>LINE 11</b> OTHER INCOME - INTEREST ON PROGRAM RELATED INVESTMENTS - PARTNERSHIP INVESTMENT INCOME PER K-1'S - PARTNERSHIP INVESTMENT INCOME PER K-1'S REPORTED ON FORM 990-T	40,000 -318,502 -74,653 <u>-353,155</u>	40,000 -318,502 0 <u>-278,502</u>	
<b>EXPENSES:</b>			
<b>LINE 16a</b> LEGAL FEES - RICHARDS, LAYTON & FINGER	4,532	0	4,532
<b>LINE 16c</b> OTHER PROFESSIONAL FEES - THE GLENMEDE TRUST COMPANY INVESTMENT MANAGEMENT FEE - WELLS FARGO SECURITIES INVESTMENT MANAGEMENT FEE - UBS SECURITIES INVESTMENT MANAGEMENT FEE	30,414 133,925 52,276 <u>216,615</u>	30,414 133,925 52,276 <u>216,615</u>	0 0 0 0
<b>LINE 18</b> TAXES - FOREIGN TAXES PAID - EXCISE TAX PAYMENTS	13,866 55,140 <u>69,006</u>	13,866 0 <u>13,866</u>	0 0 0
<b>LINE 23</b> OTHER EXPENSES - THE ASSOCIATION OF SMALL FOUNDATIONS MEMBERSHIP FEE - TRUSTEE MEETING - TRAVEL EXPENSES - PHILADELPHIA INSURANCE COMPANY - MISCELLANEOUS EXPENSE - WIRE FEE - STATE OF DELAWARE 2011 ANNUAL FRANCHISE TAX	695 607 725 85 125 25 <u>2,262</u>	0 0 0 35 0 0 <u>35</u>	695 607 725 50 125 25 <u>2,227</u>

06/30/2012 SUMMARY OF ALL ACCOUNTS  
 SEE ATTACHED SCHEDULES FOR DETAILS

THE SERAPH FOUNDATION INC

EIN: 52-2030228

TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF

PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
<b>SEE SCHEDULES ATTACHED FOR DETAILS</b>			
LINE 1	TOTAL UNINVESTED CASH	74,501.00	74,501.00
LINE 2	TOTAL CASH EQUIVALENTS	2,065,594.00	2,065,594.00
LINE 10a	TOTAL GOVERNMENT BONDS & NOTES	492,911.00	507,568.00
LINE 10c	TOTAL GOVT AGENCY BONDS, NOTES & CORP	2,462,295.00	2,542,794.00
LINE 10b	TOTAL COMMON STOCKS	13,468,386.00	14,682,658.00
LINE 13	TOTAL INVESTMENTS OTHER	13,855,895.00	14,451,770.00
LINE 15	TOTAL OTHER ASSETS	<u>2,000,000.00</u>	<u>2,000,000.00</u>
LINE 16	TOTAL ASSETS AS OF 6/30/2012	<u><u>34,419,582.00</u></u>	<u><u>36,324,885.00</u></u>

**THE SERAPH FOUNDATION INC**  
**ACCOUNT #6018-01-4/1 GLENMEDE TRUST COMPANY, N.A.**  
**EIN: 52-2030228**  
**TAX YEAR ENDING 6/30/2012**

**ATTACHMENTS PAGE 2 FORM 990-PF**  
**PART II BALANCE SHEETS**

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
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**UNINVESTED CASH**

5.0000 CASH		5.00	5.00
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	<b>TOTAL UNINVESTED CASH</b>	<b>5.00</b>	<b>5.00</b>
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**CASH EQUIVALENTS**

2,001.0000 MORGANSTANLEY SMITHBARNEY		2,001.00	2,001.00
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715,583.0000 GLENEMEDE FUND INC. GOVT CASH PORTFOLIO		715,583.00	715,583.00
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	<b>TOTAL CASH EQUIVALENTS</b>	<b>717,584.00</b>	<b>717,584.00</b>
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**GOVT BONDS AND NOTES**

50,000.0000 U S TREASURY N/B DTD 2/17/2004 4% 2/15/2014		55,254.00	52,967.00
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120,000.0000 U.S. TREASURY N/B DTD 5/31/2009 2.25% 5/31/2014		125,321.00	124,369.00
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10,000.0000 U.S. TREASURY N/B DTD 06/30/2009 2.625% 06/30/2014		10,243.00	10,458.00
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50,000.0000 U S TREASURY BONDS DTD 5/15/1986 7.25% 5/15/2016		54,859.00	62,703.00
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100,000.0000 U.S. TREASURY BONDS DTD 5/15/1988 9.125% 5/15/2018		137,066.00	147,125.00
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ACCOUNT 1 OF 6  
THE GLENMEDE TRUST COMPANY, N.A. A/C #6018-01-4/1

THE SERAPH FOUNDATION INC  
ACCOUNT #6018-01-4/1 GLENMEDE TRUST COMPANY, N.A.  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
75,000.0000	U.S. TREASURY BONDS DTD 2/15/1996 6% 2/15/206	110,168.00	109,946.00
<b>TOTAL GOVT BONDS AND NOTES</b>		<b>492,911.00</b>	<b>507,568.00</b>
<b>GOVT AGENCY BONDS, NOTES &amp; CORPORATE</b>			
150,000.0000	FHLB DTD 1/17/2008 3.375% 2/27/2013	157,094.00	153,045.00
150,000.0000	FHLB DTD 5/27/2004 5.25% 6/18/2014	170,850.00	164,333.00
180,000.0000	FHLMC DTD 7/16/2004 5% 7/15/2014	201,123.00	196,785.00
165,000.0000	fnma dtd 4/16/2007 5% 5/11/2017	196,681.00	196,540.00
80,000.0000	FHLB DTD 10/19/2007 5% 11/17/2017	90,759.00	96,599.00
3,966.0000	GOVERNMENT NATL MTGE ASSN PT CTF POOL NO 521660 7.5% 11/15/2029	3,740.00	4,390.00
846.0000	FNMA #534706 DTD 5/1/2000 7.5% 5/1/2015	0.00	863.00
2,209.0000	FNMA GTD MTGE PASS THRU CTF POOL 558527 7% 11/01/2030	0.00	2,636.00
12,664.0000	GNMA #551116 DTD 8/1/2001 7% 8/15/2031	12,930.00	15,308.00
7,325.0000	GNMA #567258 DTD 10/1/2001 6.5% 10/15/2031	7,497.00	8,456.00

ACCOUNT 1 OF 6  
 THE GLENMEDE TRUST COMPANY, N.A. A/C #6018-01-4/1

**THE SERAPH FOUNDATION INC**  
**ACCOUNT #6018-01-4/1 GLENMEDE TRUST COMPANY, N.A.**  
**EIN: 52-2030228**  
**TAX YEAR ENDING 6/30/2012**

**ATTACHMENTS PAGE 2 FORM 990-PF**  
**PART II BALANCE SHEETS**

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
129,695.0000	FHLMC DTD 4/1/2012 3.5% 4/1/2042	135,005.00	136,221.00
3,807.0000	GNMA #523061 DTD 3/1/2001 6.5% 3/15/2016	3,904.00	4,209.00
50,000.0000	BERKSHIRE HATHAWAY FINANCE DTD 1/11/2005 4.85% 1/15/2015	48,988.00	55,012.00
120,000.0000	GENERAL ELECTRIC CAPITAL CORP DTD 9/24/2007 5.625% 9/15/2017	115,914.00	137,708.00
100,000.0000	ORACLE CORP DTD 4/9/2008 5.75% 4/15/2018	118,085.00	121,329.00
85,000.0000	IBM CORP DTD 11/1/1989 8.375% 11/1/2019	117,624.00	121,093.00
135,000.0000	JPMORGAN CHASE & CO DTD 10/04/2005 5.15% 10/1/2015	132,998.00	144,864.00
120,000.0000	JOHNSON & JOHNSON DTD 6/23/2008 5.15% 7/15/2018	136,189.00	145,376.00
120,000.0000	BLACKROCK INC DTD 12/10/2009 3.5% 12/10/2014	125,849.00	127,286.00
100,000.0000	PEPSICO INC DTD 10/24/2008 7.9% 11/1/2018	132,485.00	133,599.00
90,000.0000	CATERPILLAR INC DTD 12/5/2008 7.9% 12/15/2018	116,724.00	121,366.00
130,000.0000	TOYOTA MOTOR CREDIT CORP DTD 9/15/2011 2% 9/15/2016	133,884.00	132,094.00

**THE SERAPH FOUNDATION INC**  
**ACCOUNT #6018-01-4/1 GLENMEDE TRUST COMPANY, N.A.**  
**EIN: 52-2030228**  
**TAX YEAR ENDING 6/30/2012**

**ATTACHMENTS PAGE 2 FORM 990-PF**  
**PART II BALANCE SHEETS**

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
30,000.0000	UNITED PARCEL SERVICE DTD 1/15/2008 4.5% 1/15/2013	30,042.00	30,661.00
120,000.0000	UNITED TECHNOLOGIES CORP DTD 4/29/2005 4.875% 5/1/2015	126,607.00	132,821.00
130,000.0000	WAL-MART STORES INC DTD 8/24/2007 5.8% 2/15/2018	147,323.00	160,200.00
	<b>TOTAL GOVT AGENCY BONDS, NOTES &amp; CORPORATE</b>	<b>2,462,295.00</b>	<b>2,542,794.00</b>
<b>COMMON STOCKS</b>			
10,000.0000	PFIZER COMMON	159,900.00	230,000.00
	<b>TOTAL COMMON STOCKS</b>	<b>159,900.00</b>	<b>230,000.00</b>
<b>INVESTMENTS OTHER</b>			
2,000,000.0000	GLENMEDE PRIVATE EQUITY FUND LLC LIMITED PARTNERSHIP	167,449.00	71,600.00
3,000,000.0000	GLENMEDE PRIVATE EQUITY FUND II LP	1,199,871.00	1,745,700.00
2,250,000.0000	GLENMEDE REAL ESTATE FUND LLC LP	633,614.00	600,750.00
2,403,812.0000	PALISADES STRATEGIC MASTER FD (CAYMAN)	2,403,812.00	2,403,812.00
4,726,197.0000	ABRAMSON LLC	4,726,197.00	4,726,197.00

**THE SERAPH FOUNDATION INC**  
**ACCOUNT #6018-01-4/1 GLENMEDE TRUST COMPANY, N.A.**  
**EIN: 52-2030228**  
**TAX YEAR ENDING 6/30/2012**

**ATTACHMENTS PAGE 2 FORM 990-PF**  
**PART II BALANCE SHEETS**

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
364,566.0000	SUN LIFE, LLC	364,566.00	364,566.00
479,916.0000	SATURN PARTNERS LTD PARTNERSHIP III	479,916.00	479,916.00
2,061,674.0000	OUTDOOR INCOME PARTNERS, LLC	2,061,674.00	2,061,674.00
<b>TOTAL INVESTMENTS OTHER</b>		<b>12,037,099.00</b>	<b>12,454,215.00</b>
<b>OTHER ASSETS</b>			
2,000,000.0000	CHESAPEAKE BAY MARITIME MUS DTD 3/31/2009 2% 3/31/2018 (PROGRAM RELATED INVESTMENT)	2,000,000.00	2,000,000.00
<b>TOTAL OTHER ASSTES</b>		<b>2,000,000.00</b>	<b>2,000,000.00</b>

**THE SERAPH FOUNDATION INC**  
**ACCOUNT #6018-01-4/1 GLENMEDE TRUST COMPANY, N.A.**  
**EIN: 52-2030228**  
**TAX YEAR ENDING 6/30/2012**

**ATTACHMENTS PAGE 2 FORM 990-PF**  
**PART II BALANCE SHEETS**

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
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<b>COMPOSED OF THE ABOVE:</b>			
	<b>TOTAL UNINVESTED CASH</b>	5.00	5.00
	<b>TOTAL CASH EQUIVALENTS</b>	717,584.00	717,584.00
	<b>TOTAL GOVERNMENT BONDS &amp; NOTES</b>	492,911.00	507,568.00
	<b>TOTAL GOVT AGENCY BONDS, NOTES &amp; CORP</b>	2,462,295.00	2,542,794.00
	<b>TOTAL COMMON STOCKS &amp; MUTUAL FUNDS</b>	159,900.00	230,000.00
	<b>TOTAL INVESTMENTS OTHER</b>	12,037,099.00	12,454,215.00
	<b>TOTAL OTHER ASSETS</b>	<u>2,000,000.00</u>	<u>2,000,000.00</u>
	<b>TOTAL PORTFOLIO AS OF 6/30/2012</b>	<u><u>17,869,794.00</u></u>	<u><u>18,452,166.00</u></u>

THE SERAPH FOUNDATION INC  
ACCOUNT #7571-0092 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
<b>UNINVESTED CASH</b>			
60,840.0000	CASH	60,840.00	60,840.00
<b>TOTAL UNINVESTED CASH</b>		<b>60,840.00</b>	<b>60,840.00</b>
<b>CASH EQUIVALENTS</b>			
508,465.0000	CASH EQUIVALENTS	508,465.00	508,465.00
<b>TOTAL CASH EQUIVALENTS</b>		<b>508,465.00</b>	<b>508,465.00</b>
<b>COMMON STOCKS</b>			
600.0000	APPLE INC	67,766.00	350,400.00
2,194.0000	BAXTER INTERNATIONAL INC	97,137.00	116,611.00
4,255.0000	BECTON DICKINSON & CO	284,555.00	318,061.00
6.0000	BERKSHIRE HATHAWAY INC CLASS A	518,500.00	749,670.00
6,869.0000	BERKSHIRE HATHAWAY INC SERIES B NEW	516,892.00	572,394.00

ACCOUNT 2 OF 6  
WELLS FARGO SECURITIES A/C #7571-0092

THE SERAPH FOUNDATION INC  
ACCOUNT #7571-0092 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
7,234.0000	BEST BUY INC	181,573.00	151,625.00
691.0000	CATERPILLAR INC	61,878.00	58,673.00
1,745.0000	CHEVRON CORP	184,187.00	184,097.00
14,002.0000	CISCO SYSTEMS INC	291,308.00	240,414.00
2,293.0000	COCA COLA CO	114,514.00	179,290.00
1,581.0000	COSTCO WHOLESALE NEW COM	93,479.00	150,195.00
5,572.0000	DEVON ENERGY CORP NEW	378,750.00	323,120.00
3,669.0000	DISNEY WALT COMPANY	150,259.00	177,947.00
3,505.0000	EXXON MOBIL CORP	217,537.00	299,923.00
18,179.0000	GENERAL ELECTRIC CO	416,429.00	378,850.00
7,807.0000	GENERAL MOTORS CO	168,079.00	153,954.00

ACCOUNT 2 OF 6  
WELLS FARGO SECURITIES A/C #7571-0092

THE SERAPH FOUNDATION INC  
ACCOUNT #7571-0092 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
484.0000	GOOGLE INC CL A	250,244.00	280,754.00
10,771.0000	HEWLETT-PACKARD COMPANY	260,293.00	216,605.00
4,677.0000	INTEL CORP	87,517.00	124,642.00
4,757.0000	JOHNSON & JOHNSON	245,680.00	321,383.00
9,028.0000	JPMORGAN CHASE & CO	335,490.00	322,570.00
13,213.0000	LEUCADIA NATIONAL CORP	303,335.00	281,041.00
1,490.0000	MCDONALDS CORP	82,003.00	131,910.00
4,407.0000	MERCK & CO INC NEW	146,303.00	183,992.00
7,432.0000	MICROSOFT CORP	198,281.00	227,345.00
5,172.0000	NEWMONT MINING CORP	241,064.00	250,894.00
1,812.0000	OCCIDENTAL PETE CORP	148,531.00	155,415.00
8,682.0000	ORACLE CORP	174,341.00	257,855.00

**THE SERAPH FOUNDATION INC**  
**ACCOUNT #7571-0092 WELLS FARGO SECURITIES**  
**EIN: 52-2030228**  
**TAX YEAR ENDING 6/30/2012**

**ATTACHMENTS PAGE 2 FORM 990-PF**  
**PART II BALANCE SHEETS**

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
9,544.0000	PFIZER INC	179,176.00	219,512.00
3,370.0000	PROCTER & GAMBLE CO	178,281.00	206,412.00
4,549.0000	QUALCOMM INC	251,024.00	253,288.00
3,016.0000	3M CO	228,485.00	270,234.00
	<b>TOTAL COMMON STOCKS</b>	<b>7,052,891.00</b>	<b>8,109,076.00</b>

<b>COMPOSED OF THE ABOVE:</b>			
	<b>TOTAL UNVESTED CASH</b>	60,840.00	60,840.00
	<b>TOTAL CASH EQUIVALENTS</b>	508,465.00	508,465.00
	<b>TOTAL COMMON STOCKS</b>	<u>7,052,891.00</u>	<u>8,109,076.00</u>
	<b>TOTAL PORTFOLIO AS OF 6/30/2012</b>	<u><u>7,622,196.00</u></u>	<u><u>8,678,381.00</u></u>

THE SERAPH FOUNDATION INC  
ACCOUNT #7571-0128 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
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**UNINVESTED CASH**

416.0000 CASH		416.00	416.00
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<b>TOTAL UNINVESTED CASH</b>		<b>416.00</b>	<b>416.00</b>
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**CASH EQUIVALENTS**

31,794.0000 CASH EQUIVALENTS		31,794.00	31,794.00
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<b>TOTAL CASH EQUIVALENTS</b>		<b>31,794.00</b>	<b>31,794.00</b>
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**COMMON STOCKS**

2,337.0000 ABB LTD-SPONS ADR		42,494.00	38,140.00
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801.0000 AMCOR LTD ADR NEW		19,432.00	23,261.00
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1,462.0000 ASTELLAS PHARMA-UNSO ADR		50,473.00	63,685.00
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3,355.0000 BANCO SANTANDER CENTRAL HISPANO SPON ADR		31,571.00	22,009.00
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2,205.0000 BG GROUP PLC ADR		11,001.00	45,291.00
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ACCOUNT 3 OF 6  
WELLS FARGO SECURITIES A/C #7571-0128

THE SERAPH FOUNDATION INC  
ACCOUNT #7571-0128 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
1,448.0000	BP PLC SPONS ADR	90,700.00	58,702.00
1,746.0000	CANON INC ADR REP 5SHS	55,220.00	69,735.00
12,563.0000	CARREFOUR SA-UNSPON ADR CRERY	79,913.00	43,845.00
4,938.0000	DEUTSCHE TELEKOM AG SPON ADR	88,318.00	53,982.00
1,026.0000	ENI S P A SPON ADR	45,317.00	43,626.00
4,525.0000	FRANCE TELECOM SPON ADR	88,709.00	59,323.00
1,034.0000	GDF SUEZ SPON ADR	35,005.00	24,599.00
1,451.0000	GLAXOSMITHKLINE PLC-ADR	77,046.00	66,122.00
3,088.0000	IBERDROLA SA-SPONSORED ADR	85,610.00	56,418.00
4,058.0000	ING GROEP NV SPONSORED AMER DEP RECPT	84,956.00	27,107.00
2,463.0000	KAO CORP-SPONSORED ADR	63,997.00	67,757.00

ACCOUNT 3 OF 6  
WELLS FARGO SECURITIES A/C #7571-0128

THE SERAPH FOUNDATION INC  
ACCOUNT #7571-0128 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
3,948.0000	KONINKLIJKE AHOLD ADR	50,795.00	48,916.00
360.0000	NATIONAL GRID PLC SPON ADR NEW	9,044.00	19,076.00
1,512.0000	NOVARTIS AG SPON ADR	81,346.00	84,521.00
1,579.0000	QBE INSURANCE GROUP LTD	18,723.00	21,743.00
1,711.0000	REED ELSEVIER N V SPN ADR ENL	54,715.00	38,977.00
621.0000	ROYAL DUTCH SHELL PLC ADR CL A	43,389.00	41,874.00
1,563.0000	RWE AKTIENGESELLSCHAFT SPONSORED ADR	62,210.00	63,583.00
1,712.0000	SANOFI ADR	56,111.00	64,679.00
997.0000	SEVEN & I HOLDINGS ADR	45,471.00	59,880.00
1,650.0000	SINGAPORE TELECOMMUNICATIONS-ADR	27,608.00	43,213.00
3,063.0000	SOCIETE GENERALE FRANCE SPONSORED ADR	58,757.00	14,212.00
3,652.0000	TAIWAN SEMICONDUCTOR MFG CO LTD ADR	39,163.00	50,982.00

ACCOUNT 3 OF 6  
WELLS FARGO SECURITIES A/C #7571-0128

THE SERAPH FOUNDATION INC  
ACCOUNT #7571-0128 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
2,921.0000	TAKEDA PHARMACEUTICAL CO LTD ADR	71,340.00	66,307.00
3,660.0000	TELEFONICA SA SPONOSORED	58,068.00	47,946.00
4,131.0000	TESCO PLC SPON ADR	79,051.00	60,313.00
1,022.0000	TEVA PHARAMACEUTICAL ADR INDS LTD	46,308.00	40,308.00
2,536.0000	TOKIO MARINE HOLDING ADR	81,253.00	63,527.00
204.0000	TOKYI ELECTRON LTD-UNSPN ADR	20,732.00	18,894.00
1,493.0000	TOTAL S A SPONS ADR	93,630.00	67,110.00
594.0000	TOYOTA MOTOR CORP ADR NEW 3/82	43,988.00	47,805.00
1.0000	TREASURY WINE ESTATES LTD-SPON ADR	0.00	4.00
1,993.0000	UNILEVER PLC SPONS ADR	47,035.00	67,224.00
1,260.0000	UNITED OVERSEAS BK LTD SPONSORED ADR	21,067.00	37,573.00

THE SERAPH FOUNDATION INC  
ACCOUNT #7571-0128 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
3,257.0000	VINCI S.A. ADR	40,593.00	38,009.00
1,820.0000	VODAFONE GROUP PLC SPONSORED ADR NEW	40,375.00	51,288.00
1,905.0000	ZURICH FINANCIAL SVCS ADR	39,591.00	43,015.00
	<b>TOTAL COMMON STOCKS</b>	<b>2,180,125.00</b>	<b>1,964,581.00</b>

COMPOSED OF THE ABOVE:

TOTAL UNINVESTED CASH	416.00	416.00
TOTAL CASH EQUIVALENTS	31,794.00	31,794.00
TOTAL COMMON STOCKS	<u>2,180,125.00</u>	<u>1,964,581.00</u>
TOTAL PORTFOLIO AS OF 6/30/2012	<u>2,212,335.00</u>	<u>1,996,791.00</u>

THE SERAPH FOUNDATION INC  
ACCOUNT #3783-5600 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
<b>UNINVESTED CASH</b>			
5,382.0000	CASH	5,382.00	5,382.00
<b>TOTAL UNINVESTED CASH</b>		<b>5,382.00</b>	<b>5,382.00</b>
<b>CASH EQUIVALENTS</b>			
34,725.0000	CASH EQUIVALENTS	34,725.00	34,725.00
<b>TOTAL CASH EQUIVALENTS</b>		<b>34,725.00</b>	<b>34,725.00</b>
<b>COMMON STOCKS</b>			
1,094.0000	AGNICO-EAGLE MINES LTD	61,575.00	44,263.00
1,771.0000	ALERIAN MLP	28,060.00	28,301.00
126.0000	ALLEGHANY CORP NEW DELAWARE	38,462.00	42,809.00
1,220.0000	AMERISOURCEBERGEN CORP	28,914.00	48,007.00
829.0000	BMC SOFTWARE INC	28,019.00	35,382.00

ACCOUNT 4 OF 6  
WELLS FARGO SECURITIES A/C #3783-5600

THE SERAPH FOUNDATION INC  
ACCOUNT #3783-5600 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
3,641.0000	BROCADE COMMUNICATIONS SYSTEMS	29,371.00	17,950.00
1,043.0000	CON-WAY INC	33,510.00	37,663.00
2,069.0000	CSG SYS INTL INC	40,694.00	35,752.00
457.0000	DARDEN RESTAURANTS	14,220.00	23,138.00
737.0000	DECKERS OUTDOOR CORP DECK	41,043.00	32,435.00
2,318.0000	DREAMWORKS ANIMATION SKG INC-A	50,515.00	44,181.00
895.0000	EAGLE MATERIALS INC	34,684.00	33,419.00
6,702.0000	EASTMAN KODAK COMPANY	32,728.00	1,495.00
914.0000	ENDO HEALTH SOLUTIONS INC	30,328.00	28,316.00
1,012.0000	GENTEX CORP	22,378.00	21,120.00
1,038.0000	GRANITE CONSTRUCTION CO	37,423.00	27,102.00

ACCOUNT 4 OF 6  
WELLS FARGO SECURITIES A/C #3783-5600

THE SERAPH FOUNDATION INC  
ACCOUNT #3783-5600 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
1,232.0000	HCC INSURANCE HOLDINGS	37,763.00	38,685.00
259.0000	HUMANA INC	13,447.00	20,057.00
1,318.0000	JEFFERIES GROUP	12,606.00	17,121.00
298.0000	JONES LANG LASALLE INC	25,127.00	20,970.00
834.0000	LAM RESEARCH CORP	21,019.00	31,475.00
1,573.0000	LAZARD LTD	41,783.00	40,882.00
2,138.0000	LEUCADIA NATIONAL CORP	45,406.00	45,475.00
358.0000	MORNINGSTAR INC	16,927.00	20,707.00
2,948.0000	NUTRI/SYSTEM INC	46,934.00	34,079.00
1,532.0000	OWENS CORNING INC	52,986.00	43,723.00
2,227.0000	PATTERSON-UTI ENERGY	45,817.00	32,425.00
4,869.0000	POWER-ONE INC	36,354.00	22,008.00

ACCOUNT 4 OF 6  
WELLS FARGO SECURITIES A/C #3783-5600

THE SERAPH FOUNDATION INC  
ACCOUNT #3783-5600 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
405.0000	RELIANCE STEEL & ALUMINUM CO	20,269.00	20,452.00
2,183.0000	SAIC INC	37,558.00	26,458.00
548.0000	SM ENERGY CO COM	22,091.00	26,912.00
1,105.0000	SOTHEBY'S	21,045.00	36,863.00
1,483.0000	TESORO CORPORATION	27,771.00	37,016.00
1,075.0000	THE ST JOE COMPANY	21,164.00	16,996.00
760.0000	TOLL BROTHERS	13,699.00	22,595.00
254.0000	UNDER ARMOUR INC CLASS A	6,924.00	23,998.00
569.0000	WESCO INTERNATIONAL INC	24,741.00	32,746.00
	<b>TOTAL COMMON STOCKS</b>	<b>1,143,355.00</b>	<b>1,112,976.00</b>

ACCOUNT 4 OF 6  
WELLS FARGO SECURITIES A/C #3783-5600

THE SERAPH FOUNDATION INC  
ACCOUNT #3783-5600 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
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COMPOSED OF THE ABOVE:			
	TOTAL UNINVESTED CASH	5,382.00	5,382.00
	TOTAL CASH EQUIVALENTS	34,725.00	34,725.00
	TOTAL COMMON STOCKS	<u>1,143,355.00</u>	<u>1,112,976.00</u>
	TOTAL PORTFOLIO AS OF 6/30/2012	<u><u>1,183,462.00</u></u>	<u><u>1,153,083.00</u></u>

THE SERAPH FOUNDATION INC  
 ACCOUNT #H7 10170 WS - UBS  
 EIN: 52-2030228  
 TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
 PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
<b>CASH EQUIVALENTS</b>			
7,198.0000	CASH EQUIVALENTS	7,198.00	7,198.00
	<b>TOTAL CASH EQUIVALENTS</b>	<b>7,198.00</b>	<b>7,198.00</b>

**INVESTMENTS OTHER**

2,185.9070	GRANT PARK-GLOBAL ALTERNATIVE MARKETS III	1,736,071.00	1,838,020.00
	<b>TOTAL INVESTMENTS OTHER</b>	<b>1,736,071.00</b>	<b>1,838,020.00</b>

**COMPOSED OF THE ABOVE:**

	<b>TOTAL CASH EQUIVALENTS</b>	7,198.00	7,198.00
	<b>TOTAL INVESTMENTS OTHER</b>	<u>1,736,071.00</u>	<u>1,838,020.00</u>
	<b>TOTAL PORTFOLIO AS OF 6/30/2012</b>	<u>1,743,269.00</u>	<u>1,845,218.00</u>

THE SERAPH FOUNDATION INC  
 ACCOUNT #H7 10172 WS UBS  
 EIN: 52-2030228  
 TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
 PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
<b>UNINVESTED CASH</b>			
660.0000	CASH	660.00	660.00
<b>TOTAL UNINVESTED CASH</b>		<b>660.00</b>	<b>660.00</b>

<b>CASH EQUIVALENTS</b>			
773,026.0000	CASH EQUIVALENTS	773,026.00	773,026.00
<b>TOTAL CASH EQUIVALENTS</b>		<b>773,026.00</b>	<b>773,026.00</b>

<b>COMMON STOCKS</b>			
3,345.0000	ACTIVISION BUZZARD INC	36,358.00	40,107.00
3,475.0000	AMERICAN CAPITAL AGENCY CORP	102,911.00	116,795.00
2,145.0000	ANALOG DEVICES INC	61,903.00	80,802.00
5,301.0000	ANNALY CAPITAL MANAGEMENT INC	84,335.00	88,951.00
1,365.0000	AVERY DENNISON CORP	56,389.00	37,319.00

THE SERAPH FOUNDATION INC  
ACCOUNT #H7 10172 WS UBS  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
2,577.0000	BABCOCK & WILCOX CO NEW COM	59,802.00	63,136.00
10,715.0000	BOSTON SCIENTIFIC CORP	79,904.00	60,754.00
3,797.0000	BRANDYWINE REALTY TRUST NEW	22,861.00	46,855.00
3,570.0000	BROADRIDGE FINANCIAL SOLUTIONS INC	73,411.00	75,934.00
4,652.0000	CABLEVISION SYSTEMS CORP NY GROUP CL A	64,845.00	61,825.00
1,190.0000	CHUBB CORP	54,543.00	86,656.00
900.0000	CLOROX CO	52,846.00	65,214.00
2,130.0000	ENDURANCE SPECIALTY HOLDINGS LTD	63,860.00	81,622.00
950.0000	ENTERGY CORP NEW	77,638.00	64,495.00
2,206.0000	EXELON CORP	90,508.00	82,990.00
2,474.0000	FIRST AMERN FINL CORP COM	39,771.00	41,959.00

THE SERAPH FOUNDATION INC  
ACCOUNT #H7 10172 WS UBS  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
994.0000	GENUNIE PARTS CO	42,589.00	59,889.00
1,120.0000	GRACE (W.R.) & CO NEW	50,629.00	56,504.00
2,125.0000	GREAT PLAINS ENERGY INC	35,476.00	45,496.00
915.0000	HAEMONETICS CORP MASS	58,834.00	67,811.00
2,303.0000	HASBRO INC	69,660.00	78,003.00
2,146.0000	HCP INC (NEW)	54,519.00	94,746.00
1,558.0000	HEALTH CARE REIT INC	58,249.00	90,831.00
1,964.0000	HEINZ H J CO	87,636.00	106,802.00
6,101.0000	HUDSON CITY BANCORP INC	73,134.00	38,863.00
2,465.0000	INVESCO LTD	61,445.00	55,709.00
967.0000	M & T BANK CORP	71,301.00	79,845.00
2,435.0000	MATTEL INC COM	50,357.00	78,991.00

THE SERAPH FOUNDATION INC  
ACCOUNT #H7 10172 WS UBS  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
915.0000	MCKESSON CORP	62,881.00	85,781.00
6,200.0000	NEW YORK CMNTY BANCORP	78,647.00	77,686.00
3,425.0000	NEXEN INC CAD	67,403.00	57,848.00
2,623.0000	NISOURCE INC COM	32,082.00	64,919.00
4,083.0000	OLD REPUBLIC INTL CORP	58,688.00	33,848.00
1,685.0000	OMNICOM GROUP INC	67,454.00	81,891.00
1,628.0000	PROGRESS ENERGY INC	58,942.00	97,957.00
730.0000	ROCKWELL COLLINS INC	33,147.00	36,026.00
1,885.0000	SCANA CORP NEW	60,105.00	90,178.00
1,330.0000	SEMPRA ENERGY	61,382.00	91,610.00
1,955.0000	SONOCO PRODUCTS CO	59,842.00	58,943.00

THE SERAPH FOUNDATION INC  
 ACCOUNT #H7 10172 WS UBS  
 EIN: 52-2030228  
 TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
2,070.0000	ST JUDE MEDICAL INC	80,308.00	82,614.00
1,515.0000	SUN COMMUNITIES INC	57,346.00	67,024.00
3,545.0000	SUNTRUST BANKS INC	66,947.00	85,895.00
2,709.0000	TELEPHONE & DATA SYSTEMS INC SPECIAL SHARES	84,677.00	57,675.00
1,070.0000	ULTRA PETROLEUM CORP - CAD	48,723.00	24,685.00
2,395.0000	XCEL ENERGY INC	47,882.00	68,042.00
10,488.0000	XEROX CORP	98,881.00	82,541.00
975.0000	ZIMMER HOLDINGS INC	55,067.00	62,751.00
6,530.0000	RIGHTS SANOFI CONTGNT VAL	15,997.00	9,207.00
	<b>TOTAL COMMON STOCKS</b>	<b>2,932,115.00</b>	<b>3,266,025.00</b>
<b>INVESTMENTS OTHER</b>			
1,028.0000	SPDR GOLD TRUST	82,725.00	159,535.00

THE SERAPH FOUNDATION INC  
 ACCOUNT #H7 10172 WS UBS  
 EIN: 52-2030228  
 TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 2 FORM 990-PF  
 PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
	TOTAL INVESTMENTS OTHER	82,725.00	159,535.00

COMPOSED OF THE ABOVE:			
	TOTAL UNINVESTED CASH	660.00	660.00
	TOTAL CASH EQUIVALENTS	773,026.00	773,026.00
	TOTAL COMMON STOCKS	2,932,115.00	3,266,025.00
	TOTAL INVESTMENTS OTHER	<u>82,725.00</u>	<u>159,535.00</u>
	TOTAL PORTFOLIO AS OF 6/30/2012	<u>3,788,526.00</u>	<u>4,199,246.00</u>

"SUMMARY TO FEDERAL SCHEDULE "D" ATTACHED"

FEDERAL SCHEDULE D CHRONOLOGICALLY  
07/01/2011 TO 06/30/2012

THE SERAPH FOUNDATION INC  
TAXPAYER ID: 52-2030228

SHARES/UNITS	DESCRIPTION	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	COST	GAIN/LOSS
<b>TOTAL SHORT-TERM/LONG-TERM GAIN OR LOSS</b>						
	THE GLENMEDE TRUST COMPANY, N.A ACCOUNT #6018-01-4/1	07/01/11	06/30/12	643,587.00	612,578.00	31,009.00
	UBS ACCOUNT #H7 10170	07/01/11	06/30/12	1,741,802.80	1,462,171.50	279,631.30
	WELLS FARGO SECURITIES ACCOUNT #3783-5600	07/01/11	06/30/12	294,333.54	231,049.26	63,284.28
	WELLS FARGO SECURITIES ACCOUNT #7571-0092	07/01/11	06/30/12	3,939,819.08	3,197,774.27	742,044.81
	WELLS FARGO SECURITIES ACCOUNT #7571-0128	07/01/11	06/30/12	661,084.86	630,443.26	30,641.60
<b>TOTAL SHORT-TERM/LONG-TERM GAIN OR LOSS</b>				<b>7,280,627.28</b>	<b>6,134,016.29</b>	<b>1,146,610.99</b>

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
15.00		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					15.	
3,882.00		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					3,882.	
210.00		129695.2462 FHLMC DTD 4/1/2012 3.5% 4/1/ PROPERTY TYPE: SECURITIES 218.00					05/09/2012 -8.00	06/15/2012
76,094.00		75000. FNMA DTD 9/23/2002 4.375% 9/15/20 PROPERTY TYPE: SECURITIES 75,694.00					10/21/2004 400.00	05/09/2012
21.00		1086.5089 FNMA #534706 DTD 5/1/2000 7.5% PROPERTY TYPE: SECURITIES					06/13/2000 21.00	07/25/2011
21.00		1065.3891 FNMA #534706 DTD 5/1/2000 7.5% PROPERTY TYPE: SECURITIES					06/13/2000 21.00	08/25/2011
21.00		1044.147 FNMA #534706 DTD 5/1/2000 7.5% PROPERTY TYPE: SECURITIES					06/13/2000 21.00	09/26/2011
21.00		1022.7454 FNMA #534706 DTD 5/1/2000 7.5% PROPERTY TYPE: SECURITIES					06/13/2000 21.00	10/25/2011
22.00		1001.2004 FNMA #534706 DTD 5/1/2000 7.5% PROPERTY TYPE: SECURITIES					06/13/2000 22.00	11/25/2011
22.00		979.4668 FNMA #534706 DTD 5/1/2000 7.5% PROPERTY TYPE: SECURITIES					06/13/2000 22.00	12/27/2011
22.00		957.6791 FNMA #534706 DTD 5/1/2000 7.5% PROPERTY TYPE: SECURITIES					06/13/2000 22.00	01/25/2012
22.00		935.7009 FNMA #534706 DTD 5/1/2000 7.5% PROPERTY TYPE: SECURITIES					06/13/2000 22.00	02/27/2012

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
22.00		913.5311	FNMA #534706	DTD 5/1/2000	7.5%		06/13/2000	03/26/2012
							22.00	
22.00		891.3031	FNMA #534706	DTD 5/1/2000	7.5%		06/13/2000	04/25/2012
							22.00	
22.00		868.8826	FNMA #534706	DTD 5/1/2000	7.5%		06/13/2000	05/25/2012
							22.00	
23.00		846.3117	FNMA #534706	DTD 5/1/2000	7.5%		06/13/2000	06/25/2012
							23.00	
7.00		3464.9568	FNMA #558527	DTD 11/1/2000	7%		10/30/2000	07/25/2011
							7.00	
7.00		3458.0909	FNMA #558527	DTD 11/1/2000	7%		10/30/2000	08/25/2011
							7.00	
7.00		3451.183	FNMA #558527	DTD 11/1/2000	7% 1		10/30/2000	09/26/2011
							7.00	
7.00		3444.2278	FNMA #558527	DTD 11/1/2000	7%		10/30/2000	10/25/2011
							7.00	
7.00		3437.2289	FNMA #558527	DTD 11/1/2000	7%		10/30/2000	11/25/2011
							7.00	
7.00		3430.1844	FNMA #558527	DTD 11/1/2000	7%		10/30/2000	12/27/2011
							7.00	
7.00		3423.0927	FNMA #558527	DTD 11/1/2000	7%		10/30/2000	01/25/2012
							7.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
7.00		3415.9556	FNMA #558527	DTD 11/1/2000	7%		10/30/2000	02/27/2012
		7.00	PROPERTY TYPE: SECURITIES					
1,184.00		2232.0741	FNMA #558527	DTD 11/1/2000	7%		10/30/2000	03/26/2012
		1,179.00	PROPERTY TYPE: SECURITIES			5.00		
7.00		2225.4304	FNMA #558527	DTD 11/1/2000	7%		10/30/2000	04/25/2012
		7.00	PROPERTY TYPE: SECURITIES					
11.00		2214.6931	FNMA #558527	DTD 11/1/2000	7%		10/30/2000	05/25/2012
		11.00	PROPERTY TYPE: SECURITIES					
6.00		2208.8073	FNMA #558527	DTD 11/1/2000	7%		VAR	06/25/2012
		-431.00	PROPERTY TYPE: SECURITIES			437.00		
10.00		4084.4751	GNMA #521660	DTD 11/1/1999	7.5		06/02/2000	07/15/2011
		10.00	PROPERTY TYPE: SECURITIES					
9.00		4075.1961	GNMA #521660	DTD 11/1/1999	7.5		06/02/2000	08/15/2011
		9.00	PROPERTY TYPE: SECURITIES					
9.00		4065.8116	GNMA #521660	DTD 11/1/1999	7.5		06/02/2000	09/15/2011
		9.00	PROPERTY TYPE: SECURITIES					
11.00		4055.1517	GNMA #521660	DTD 11/1/1999	7.5		06/02/2000	10/17/2011
		11.00	PROPERTY TYPE: SECURITIES					
11.00		4044.4205	GNMA #521660	DTD 11/1/1999	7.5		06/02/2000	11/15/2011
		11.00	PROPERTY TYPE: SECURITIES					
12.00		4032.3697	GNMA #521660	DTD 11/1/1999	7.5		06/02/2000	12/15/2011
		12.00	PROPERTY TYPE: SECURITIES					

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
10.00		4022.7428	GNMA #521660	DTD 11/1/1999	7.5		06/02/2000	01/17/2012
		10.00	PROPERTY TYPE: SECURITIES					
11.00		4011.7953	GNMA #521660	DTD 11/1/1999	7.5		06/02/2000	02/15/2012
		11.00	PROPERTY TYPE: SECURITIES					
11.00		4000.7754	GNMA #521660	DTD 11/1/1999	7.5		06/02/2000	03/15/2012
		11.00	PROPERTY TYPE: SECURITIES					
11.00		3989.6821	GNMA #521660	DTD 11/1/1999	7.5		06/02/2000	04/16/2012
		11.00	PROPERTY TYPE: SECURITIES					
12.00		3977.7389	GNMA #521660	DTD 11/1/1999	7.5		06/02/2000	05/15/2012
		12.00	PROPERTY TYPE: SECURITIES					
11.00		3966.4917	GNMA #521660	DTD 11/1/1999	7.5		06/02/2000	06/15/2012
		11.00	PROPERTY TYPE: SECURITIES					
164.00		9159.5925	GNMA #523061	DTD 3/1/2001	6.5%		12/18/2001	07/15/2011
		168.00	PROPERTY TYPE: SECURITIES				-4.00	
165.00		8994.934	GNMA #523061	DTD 3/1/2001	6.5%		12/18/2001	08/15/2011
		169.00	PROPERTY TYPE: SECURITIES				-4.00	
4,479.00		4515.4432	GNMA #523061	DTD 3/1/2001	6.5%		12/18/2001	09/15/2011
		4,593.00	PROPERTY TYPE: SECURITIES				-114.00	
77.00		4438.5812	GNMA #523061	DTD 3/1/2001	6.5%		12/18/2001	10/17/2011
		79.00	PROPERTY TYPE: SECURITIES				-2.00	
77.00		4361.2695	GNMA #523061	DTD 3/1/2001	6.5%		12/18/2001	11/15/2011
		79.00	PROPERTY TYPE: SECURITIES				-2.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
78.00		4283.508 80.00	GNMA #523061	DTD 3/1/2001	6.5%		12/18/2001	12/15/2011
			PROPERTY TYPE: SECURITIES				-2.00	
78.00		4205.2902 80.00	GNMA #523061	DTD 3/1/2001	6.5%		12/18/2001	01/17/2012
			PROPERTY TYPE: SECURITIES				-2.00	
79.00		4126.6194 81.00	GNMA #523061	DTD 3/1/2001	6.5%		12/18/2001	02/15/2012
			PROPERTY TYPE: SECURITIES				-2.00	
79.00		4047.4858 81.00	GNMA #523061	DTD 3/1/2001	6.5%		12/18/2001	03/15/2012
			PROPERTY TYPE: SECURITIES				-2.00	
80.00		3967.8926 82.00	GNMA #523061	DTD 3/1/2001	6.5%		12/18/2001	04/16/2012
			PROPERTY TYPE: SECURITIES				-2.00	
80.00		3887.8334 82.00	GNMA #523061	DTD 3/1/2001	6.5%		12/18/2001	05/15/2012
			PROPERTY TYPE: SECURITIES				-2.00	
81.00		3807.3113 83.00	GNMA #523061	DTD 3/1/2001	6.5%		12/18/2001	06/15/2012
			PROPERTY TYPE: SECURITIES				-2.00	
193.00		14491.87 197.00	GNMA #551116	DTD 8/1/2001	7% 8/		07/27/2001	07/15/2011
			PROPERTY TYPE: SECURITIES				-4.00	
423.00		14068.99 432.00	GNMA #551116	DTD 8/1/2001	7% 8/		07/27/2001	08/15/2011
			PROPERTY TYPE: SECURITIES				-9.00	
163.00		13906.025 166.00	GNMA #551116	DTD 8/1/2001	7% 8		07/27/2001	09/15/2011
			PROPERTY TYPE: SECURITIES				-3.00	
303.00		13602.92 309.00	GNMA #551116	DTD 8/1/2001	7% 8/		07/27/2001	10/17/2011
			PROPERTY TYPE: SECURITIES				-6.00	

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

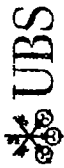
Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
41.00		13562.23 42.00	GNMA #551116	DTD 8/1/2001	7% 8/		07/27/2001	11/15/2011
			PROPERTY TYPE: SECURITIES				-1.00	
178.00		13384.22 182.00	GNMA #551116	DTD 8/1/2001	7% 8/		07/27/2001	12/15/2011
			PROPERTY TYPE: SECURITIES				-4.00	
196.00		13188.09 200.00	GNMA #551116	DTD 8/1/2001	7% 8/		07/27/2001	01/17/2012
			PROPERTY TYPE: SECURITIES				-4.00	
37.00		13151.035 38.00	GNMA #551116	DTD 8/1/2001	7% 8		07/27/2001	02/15/2012
			PROPERTY TYPE: SECURITIES				-1.00	
42.00		13109.525 42.00	GNMA #551116	DTD 8/1/2001	7% 8		07/27/2001	03/15/2012
			PROPERTY TYPE: SECURITIES					
219.00		12890.75 223.00	GNMA #551116	DTD 8/1/2001	7% 8/		07/27/2001	04/16/2012
			PROPERTY TYPE: SECURITIES				-4.00	
193.00		12697.305 198.00	GNMA #551116	DTD 8/1/2001	7% 8		07/27/2001	05/15/2012
			PROPERTY TYPE: SECURITIES				-5.00	
33.00		12664.47 34.00	GNMA #551116	DTD 8/1/2001	7% 8/		07/27/2001	06/15/2012
			PROPERTY TYPE: SECURITIES				-1.00	
52.00		12097.3601 53.00	GNMA #567258	DTD 10/1/2001	6.		10/15/2001	07/15/2011
			PROPERTY TYPE: SECURITIES				-1.00	
77.00		12020.0229 79.00	GNMA #567258	DTD 10/1/2001	6.		10/15/2001	08/15/2011
			PROPERTY TYPE: SECURITIES				-2.00	
52.00		11967.6531 54.00	GNMA #567258	DTD 10/1/2001	6.		10/15/2001	09/15/2011
			PROPERTY TYPE: SECURITIES				-2.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
95.00		11873.0026 GNMA #567258 DTD 10/1/2001 6. PROPERTY TYPE: SECURITIES 97.00				10/15/2001	10/17/2011 -2.00	
79.00		11794.3604 GNMA #567258 DTD 10/1/2001 6. PROPERTY TYPE: SECURITIES 80.00				10/15/2001	11/15/2011 -1.00	
164.00		11630.8018 GNMA #567258 DTD 10/1/2001 6. PROPERTY TYPE: SECURITIES 167.00				10/15/2001	12/15/2011 -3.00	
37.00		11594.0655 GNMA #567258 DTD 10/1/2001 6. PROPERTY TYPE: SECURITIES 38.00				10/15/2001	01/17/2012 -1.00	
36.00		11557.6341 GNMA #567258 DTD 10/1/2001 6. PROPERTY TYPE: SECURITIES 37.00				10/15/2001	02/15/2012 -1.00	
4,130.00		7428.1321 GNMA #567258 DTD 10/1/2001 6.5 PROPERTY TYPE: SECURITIES 4,226.00				10/15/2001	03/15/2012 -96.00	
45.00		7382.8866 GNMA #567258 DTD 10/1/2001 6.5 PROPERTY TYPE: SECURITIES 46.00				10/15/2001	04/16/2012 -1.00	
29.00		7354.0095 GNMA #567258 DTD 10/1/2001 6.5 PROPERTY TYPE: SECURITIES 30.00				10/15/2001	05/15/2012 -1.00	
29.00		7324.9674 GNMA #567258 DTD 10/1/2001 6.5 PROPERTY TYPE: SECURITIES 30.00				10/15/2001	06/15/2012 -1.00	
124,725.00		110000. GOLDMAN SACHS GROUP INC DTD 2/5/ PROPERTY TYPE: SECURITIES 116,255.00				06/23/2009	06/12/2012 8,470.00	
128,900.00		120000. HEWLETT-PACKARD CO DTD 12/5/2008 PROPERTY TYPE: SECURITIES 131,836.00				01/16/2009	12/07/2011 -2,936.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
120,274.00		120000. PNC FUNDING CORP DTD 12/22/2008 PROPERTY TYPE: SECURITIES 120,461.00					02/25/2009 -187.00	05/09/2012
175,471.00		175000. US TREASURY N/B DTD 5/31/2007 4. PROPERTY TYPE: SECURITIES 174,953.00					06/15/2007 518.00	05/09/2012
		. GAIN/LOSS SHORT-TERM, LONG-TERM AND 12 PROPERTY TYPE: SECURITIES -20,446.00					20,446.00	12/30/2011
TOTAL GAIN (LOSS) .....		.....					----- 31,009. =====	
SUMMARY OF GAIN/LOSS =====								
643,587.00		612,578.00	-0-	-0-	-0-		31,009.	
=====		=====	=====	=====	=====		=====	

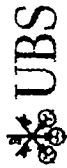


# Realized gain/(loss)

from 07/01/2011 to 06/30/2012

Prepared for The Seraph Foundation Anchor Capital  
 H7 10172 • The Seraph Foundation Anchor Capital • ACCESS  
 Risk profile: Moderate  
 Return objective: Capital Appreciation

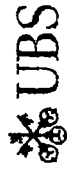
	CUSIP	Quantity	Purchase date	Purchase amount (\$)	Sale date	Sale amount (\$)	Realized gain/(loss) (\$)	Percent gain/(loss) (%)	Term
ACTIVISION BLIZZARD INC	00507V109	140 00	07/19/2010	1,566.60	11/28/2011	1,693.37	126.77	8.09%	L
ACTIVISION BLIZZARD INC	00507V109	3,310 00	07/27/2010	39,355.90	11/28/2011	40,035.99	680.09	1.73%	L
ACTIVISION BLIZZARD INC	00507V109	490 00	07/27/2010	5,876.10	04/12/2012	6,111.53	235.43	4.00%	L
ACTIVISION BLIZZARD INC	00507V109	1,635 00	08/11/2010	17,860.08	04/12/2012	20,392.57	2,532.49	14.18%	L
AFCOM TECHNOLOGY CORP	00766T100	435 00	06/10/2011	11,929.92	04/12/2012	9,610.41	-2,319.51	-19.44%	S
AFCOM TECHNOLOGY CORP	00766T100	1,340 00	06/10/2011	36,749.63	06/08/2012	21,124.36	-15,625.27	-42.52%	S
AFCOM TECHNOLOGY CORP	00766T100	550 00	09/19/2011	10,956.33	06/08/2012	8,670.44	-2,285.89	-20.86%	S
ALLSTATE CORP	020002101	390 00	06/02/2009	10,358.13	08/05/2011	10,210.94	-147.19	1.47%	L
ALLSTATE CORP	020002101	1,095 00	06/15/2009	76,972.59	08/05/2011	28,669.17	1,696.58	6.29%	L
AMC NETWORKS INC CL A	00164V103	0.25	03/22/2006	3.93	07/01/2011	9.80	5.87	149.36%	L
AMC NETWORKS INC CL A	00164V103	161 50	03/22/2006	2,538.22	07/13/2011	5,980.42	3,442.20	135.61%	L
AMC NETWORKS INC CL A	00164V103	252 50	04/28/2006	4,941.85	07/13/2011	9,350.20	4,408.35	89.70%	L
AMC NETWORKS INC CL A	00164V103	315 00	04/22/2009	4,859.24	07/13/2011	11,664.60	6,805.36	140.05%	L
AMERICAN CAPITAL AGENCY CORP	02503X105	400 00	06/08/2011	12,012.61	04/12/2012	12,012.61	0.00	0.00%	S
ANALOG DEVICES INC	032654105	455 00	06/12/2009	11,494.76	04/12/2012	17,718.26	6,223.50	54.14%	L
ANNALY CAPITAL MANAGEMENT INC REIT	035710409	1,746 00	05/23/2007	27,231.32	04/12/2012	27,498.88	267.56	0.98%	L
ANNALY CAPITAL MANAGEMENT INC REIT	035710409	1,295 00	10/20/2008	16,372.94	04/12/2012	20,395.79	4,022.85	24.57%	L
ANNALY CAPITAL MANAGEMENT INC REIT	035710409	289 00	04/22/2009	3,996.87	04/12/2012	4,551.65	554.78	13.88%	L
AVERY DENNISON CORP	053611109	400 00	02/02/2011	16,480.56	04/12/2012	12,268.60	-4,221.96	-25.60%	L
BABCOCK & WILCOX CO NEW COM	05615F102	502 00	10/16/2008	8,178.85	04/12/2012	12,186.02	4,007.17	48.99%	L
BABCOCK & WILCOX CO NEW COM	05615F102	440 00	04/22/2009	6,837.63	04/12/2012	10,680.98	3,843.35	56.21%	L
BABCOCK & WILCOX CO NEW COM	05615F102	33 00	09/13/2010	726.00	04/12/2012	801.07	75.07	10.34%	L
BRANDYWINE RITY TRUST NEW	105368203	192 00	10/30/2007	4,805.22	04/12/2012	2,110.70	-2,694.52	-56.07%	L
BRANDYWINE RITY TRUST NEW	105368203	50 00	05/23/2008	924.36	04/12/2012	549.67	-374.69	-40.54%	L
BRANDYWINE RITY TRUST NEW	105368203	103 00	12/09/2008	596.11	04/12/2012	1,132.30	536.19	89.95%	L
BROADRIDGE FINANCIAL SOLUTIONS INC	11133T103	815 00	11/09/2007	18,130.49	04/12/2012	19,079.86	949.37	5.24%	L
CABLEVISION SYSTEMS CORP N Y GROUP CL A	12686C109	647 00	03/22/2006	6,293.35	04/12/2012	8,722.98	2,429.63	38.61%	L
CABLEVISION SYSTEMS CORP N Y GROUP CL A	12686C109	13 00	04/28/2006	157.47	04/12/2012	175.27	17.80	11.30%	L
CHIMERA INVT CORP	16934Q109	5,350 00	05/28/2009	17,643.77	11/18/2011	14,338.26	-3,305.51	-18.73%	L



Prepared for The Seraph Foundation Anchor Capital  
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 Risk profile Moderate  
 Return objective Capital Appreciation

Realized gain/(loss) - from 07/01/2011 to 06/30/2012 (continued)

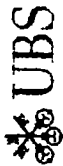
CUSIP	Quantity	Purchase date	Purchase amount (\$)	Sale date	Sale amount (\$)	Realized gain/(loss) (\$)	Percent gain/(loss) (%)
16934Q109	5,860.00	06/05/2009	20,110.93	11/18/2011	15,705.08	-4,405.85	-21.91%
16934Q109	335.00	06/08/2009	1,121.14	11/18/2011	897.82	-223.32	-19.92%
16934Q109	5,495.00	04/08/2010	21,587.11	11/21/2011	14,564.22	-7,022.89	-32.53%
16934Q109	1,760.00	04/08/2010	6,914.16	11/18/2011	4,716.88	-2,197.28	-31.78%
171232101	425.00	06/10/2009	17,506.77	04/12/2012	29,835.35	12,328.58	70.42%
189054109	90.00	10/28/2009	5,219.09	04/12/2012	6,267.45	1,048.36	20.09%
189054109	450.00	10/28/2009	26,095.45	07/21/2011	33,344.13	7,248.68	27.78%
209115104	405.00	06/26/2008	15,966.11	01/05/2012	24,179.70	8,213.59	51.44%
209115104	580.00	04/22/2009	22,410.97	01/05/2012	34,621.71	12,210.74	54.51%
G2554F113	70.00	10/10/2007	2,904.92	08/11/2011	3,325.73	420.81	14.49%
G2554F113	885.00	04/22/2009	29,205.00	08/11/2011	42,046.78	12,841.78	43.97%
E1 PASO CORP *MERGER EFF- 05/2012*	2,510.00	09/22/2011	43,828.87	01/25/2012	67,161.54	23,332.67	53.24%
ENERGY CORP NEW	175.00	09/15/2008	17,097.31	04/12/2012	11,558.91	-5,538.40	-32.39%
EXELON CORP	0.55	10/10/2011	21.36	03/16/2012	21.36	0.00	0.00%
FIRST AMERN FINL CORP COM	45.00	01/11/2011	670.02	04/12/2012	759.41	89.39	13.34%
FIRST AMERN FINL CORP COM	445.00	01/12/2011	6,645.14	04/12/2012	7,509.69	864.55	13.01%
FIRST AMERN FINL CORP COM	855.00	01/13/2011	12,749.85	04/12/2012	14,428.74	1,678.89	13.17%
FIRST AMERN FINL CORP COM	125.00	01/14/2011	1,867.14	04/12/2012	2,109.46	242.32	12.98%
FIRST AMERN FINL CORP COM	77.00	01/18/2011	1,148.34	04/12/2012	1,299.43	151.09	13.16%
FIRST AMERN FINL CORP COM	573.00	02/11/2011	8,902.41	04/12/2012	9,669.79	767.38	8.62%
FIRST AMERN FINL CORP COM	134.00	04/20/2004	4,872.57	04/12/2012	8,427.54	3,554.97	72.96%
GENUINE PARTS CO	251.00	10/30/2007	12,283.21	04/12/2012	15,785.91	3,502.70	28.52%
GENUINE PARTS CO	1,380.00	04/23/2009	19,836.67	03/09/2012	27,556.03	7,719.36	38.91%
GREAT PLAINS ENERGY INC	170.00	04/23/2009	2,443.65	04/12/2012	3,339.57	895.92	36.66%
GREAT PLAINS ENERGY INC	130.00	03/15/2011	8,212.70	04/17/2012	8,907.68	694.98	8.46%
HAEMONETICS CORP MASS	80.00	03/16/2011	5,048.06	04/12/2012	5,481.65	433.59	8.59%
HAEMONETICS CORP MASS	156.00	03/03/2005	3,815.04	04/12/2012	6,080.74	2,265.70	59.39%
HCP INC	114.00	06/08/2006	2,935.36	04/12/2012	4,443.62	1,508.26	51.38%
HCP INC	145.00	05/16/2002	3,953.05	04/12/2012	7,766.37	3,813.32	96.47%
HEALTH CARE REIT INC	465.00	11/17/2009	19,649.37	04/12/2012	24,579.34	4,929.97	25.09%
HEINZ H J CO							



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 Risk profile Moderate  
 Return objective Capital Appreciation

Realized gain/(loss) - from 07/01/2011 to 06/30/2012 (continued)

Symbol	Quantity	Purchase date	Purchase amount (\$)	Sale date	Sale amount (\$)	Realized gain/(loss) (\$)	Percent gain/(loss) (%)	Term
HUDSON CITY BANCORP INC	1,730 00	09/17/2010	20,982.13	04/12/2012	11,855.07	-9,127.06	-43.50%	L
INVESCO LTD	635 00	01/14/2011	15,839.37	04/12/2012	16,130.85	291.48	1.84%	L
IVANHOE MINES LTD **NAME CHANGE EFF 08/2012** CAD	2,498 00	04/22/2009	13,689.04	11/10/2011	50,794.61	37,105.57	271.06%	L
IVANHOE MINES LTD **NAME CHANGE EFF. 08/2012** CAD	70 00	01/25/2011	1,976.45	11/10/2011	1,423.39	-553.06	-27.98%	S
IVANHOE MINES LTD **NAME CHANGE EFF 08/2012** CAD	940 00	02/08/2011	26,972.27	11/10/2011	19,114.06	-7,858.21	-29.13%	S
M & I BANK CORP	300 00	10/13/2011	22,297.23	04/12/2012	25,875.47	3,578.24	16.05%	S
MATTEL INC	1,010 00	09/13/2007	22,822.57	04/12/2012	34,673.23	11,850.66	51.93%	L
MATTEL INC	205 00	10/30/2007	4,264.00	04/12/2012	7,037.64	2,773.64	65.05%	L
MATTEL INC	280 00	04/22/2009	4,054.40	04/12/2012	9,617.38	5,557.98	137.09%	L
MCGRAW HILL COMPANIES INC	955 00	05/18/2010	27,453.77	09/26/2011	40,970.62	13,516.85	49.23%	L
MCGRAW HILL COMPANIES INC	60 00	06/07/2010	1,656.40	09/26/2011	2,514.07	917.67	55.40%	L
MCGRAW HILL COMPANIES INC	740 00	06/07/2010	20,428.88	10/27/2011	32,859.51	12,430.63	60.85%	L
MCGRAW HILL COMPANIES INC	785 00	07/06/2010	21,674.79	10/27/2011	34,857.72	13,182.93	60.82%	L
MCKESSON CORP	665 00	04/07/2010	43,901.51	04/12/2012	60,748.38	16,846.87	38.37%	L
MFA FINANCIAL INC	2,815 00	09/03/2009	21,599.50	09/14/2011	19,760.92	-1,838.58	-8.51%	L
MFA FINANCIAL INC	30 00	09/03/2009	230.19	10/26/2011	702.99	-27.20	11.82%	L
MFA FINANCIAL INC	2,880 00	09/30/2009	22,626.14	10/26/2011	19,486.56	-3,139.58	-13.88%	L
MFA FINANCIAL INC	3,575 00	11/24/2009	26,503.42	10/26/2011	23,850.75	-2,652.67	-10.01%	L
NEW YORK CMTY BANCORP	1,185 00	12/02/2009	13,911.19	04/12/2012	15,949.74	2,038.55	14.65%	L
NISOURCE INC	393 00	01/30/2004	8,300.16	04/12/2012	9,389.11	1,088.95	13.12%	L
NISOURCE INC	887 00	11/16/2007	15,777.42	04/12/2012	21,191.19	5,413.77	34.31%	L
OMNICOM GROUP INC	660 00	04/27/2010	27,755.25	04/12/2012	32,664.31	4,909.06	17.69%	L
PROGRESS ENERGY INC **MERGER EFF. 07/2012**	128 00	03/08/2005	5,442.56	04/12/2012	6,574.34	1,131.78	20.79%	L
PROGRESS ENERGY INC **MERGER EFF 07/2012**	387 00	06/12/2006	16,579.93	04/12/2012	19,877.18	3,297.18	19.89%	L
RANGE RESOURCES CORP	40 00	05/21/2008	3,006.76	03/26/2012	2,367.05	-639.71	-21.28%	L
RANGE RESOURCES CORP	115 00	10/23/2008	3,550.54	03/26/2012	6,805.76	3,254.72	91.67%	L
RANGE RESOURCES CORP	335 00	04/22/2009	13,657.95	03/26/2012	19,824.04	6,166.09	45.15%	L
RANGE RESOURCES CORP	30 00	04/22/2009	1,223.10	04/12/2012	1,688.06	464.96	38.01%	L



Realized gain/(loss) - from 07/01/2011 to 06/30/2012 (continued)

CUSIP	Quantity	Purchase date	Purchase amount (\$)	Sale date	Sale amount (\$)	Realized gain/(loss) (\$)	Percent gain/(loss) (%)	Term
75281A109	10 00	09/23/2009	521.19	04/12/2012	562.68	41.49	7.96%	L
RANGE RESOURCES CORP								
75281A109	355 00	09/23/2009	18,502.14	05/07/2012	22,531.13	4,028.99	21.78%	L
RANGE RESOURCES CORP								
75281A109	125 00	12/16/2009	6,104.51	05/07/2012	7,933.50	1,828.99	29.96%	L
RANGE RESOURCES CORP								
75281A109	260 00	01/25/2011	17,106.22	05/07/2012	16,501.67	-1,395.45	-36.31%	L
RANGE RESOURCES CORP								
74341101	440 00	07/14/2008	20,759.07	04/12/2012	25,182.17	4,423.10	21.31%	L
ROCKWELL COLLINS INC								
80105N113	1,645 00	05/03/2011	3,872.33	04/12/2012	2,105.55	-1,766.78	-45.63%	S
RTS SANDH CONTNGT VAL RT EXP 12/31/20								
80105N113	1,775 00	06/08/2011	4,348.22	04/12/2012	2,271.95	-2,076.27	-47.75%	S
RTS SANDH CONTNGT VAL RT EXP 12/31/20								
80589M102	555 00	02/11/2009	22,411.94	04/12/2012	29,037.37	6,625.38	29.56%	L
SCANA CORP NEW								
G7945E105	850 00	11/08/2010	28,178.69	03/13/2012	32,464.14	4,285.45	15.21%	L
SEADRILL LTD US LINE								
G7945E105	465 00	11/08/2010	15,415.40	04/12/2012	17,170.85	1,755.45	11.39%	L
SEADRILL LTD US LINE								
G7945E105	735 00	02/10/2011	25,426.15	04/12/2012	27,141.03	1,714.88	6.74%	L
SEMPRA ENERGY								
816851109	313 00	05/14/2002	7,400.45	04/12/2012	19,681.87	12,281.42	165.96%	L
SEMPRA ENERGY								
816851109	96 00	01/27/2004	3,033.60	04/12/2012	6,036.62	3,003.02	98.99%	L
SEMPRA ENERGY								
816851109	126 00	12/16/2004	4,508.28	04/12/2012	7,923.05	3,414.77	75.74%	L
SEMPRA ENERGY								
78463V107	385 00	01/04/2006	20,324.15	04/12/2012	62,713.13	42,388.98	208.56%	L
SPDR GOLD TRUST								
790849103	280 00	02/05/2008	11,291.03	04/12/2012	11,318.01	26.98	0.24%	L
ST JUDE MEDICAL INC								
866674104	95 00	01/11/2012	3,468.88	04/12/2012	3,922.46	453.58	13.08%	S
SUN COMMUNITIES INC								
867914103	145 00	10/19/2011	2,742.73	04/12/2012	3,410.83	668.10	24.36%	S
SUNTRUST BANKS INC								
903914109	300 00	02/02/2006	20,184.00	04/12/2012	5,838.92	-14,345.08	-71.07%	L
ULTRA PETROLEUM CORP (CANADA) ORD CAD								
903914109	130 00	10/30/2007	8,801.13	04/12/2012	2,530.20	-6,270.93	-71.25%	L
ULTRA PETROLEUM CORP (CANADA) ORD CAD								
H27013103	740 00	04/30/2010	13,597.43	08/11/2011	12,817.22	-780.21	-5.74%	L
WEATHERFORD INTL LTD CHF								
H27013103	935 00	04/30/2010	17,180.53	01/04/2012	14,336.26	-2,844.27	-16.56%	L
WEATHERFORD INTL LTD CHF								
H27013103	1,750 00	10/28/2010	29,521.98	01/04/2012	26,832.59	-2,689.39	-9.11%	L
WEATHERFORD INTL LTD CHF								
H27013103	970 00	11/05/2010	18,448.14	01/04/2012	14,872.91	-3,575.23	-19.38%	L
WEATHERFORD INTL LTD CHF								
H27013103	65 00	02/03/2011	1,576.25	01/04/2012	996.64	-579.61	-36.77%	S
WEATHERFORD INTL LTD CHF								
98389B100	720 00	09/17/2007	15,145.99	04/12/2012	18,835.71	3,689.72	24.36%	L
XCEL ENERGY INC								
984121103	947 00	07/22/2004	8,030.23	04/12/2012	7,549.79	-480.44	-5.98%	L
XEROX CORP								
984121103	53 00	10/30/2007	449.68	04/12/2012	422.53	-27.15	-6.04%	L
XEROX CORP								
98956P102	265 00	03/17/2008	20,297.54	04/12/2012	17,024.14	-3,273.40	-16.13%	L
ZIMMER HOLDINGS INC								
TOTAL REALIZED GAIN/(LOSS):			1,462,657.40		1,742,267.63	279,610.23	19.12%	

Report created on October 8, 2012

*See Adjustment Page Attached*

UBS

FEDERAL SCHEDULE D CHRONOLOGICALLY  
07/01/2011 TO 06/30/2012

ACCOUNT #H7 10172  
THE SERAPH FOUNDATION INC  
TAXPAYER ID: 52-2030228

<u>SHARES/UNITS</u>	<u>DESCRIPTION</u>	<u>DATE</u> <u>ACQUIRED</u>	<u>DATE</u> <u>DISPOSED</u>	<u>PROCEEDS</u>	<u>COST</u>	<u>GAIN/LOSS</u>
	<b>GAIN OR LOSS</b>					
	TOTAL SHORT-TERM/LONG-TERM LOSS	07/01/11	06/30/12	1,742,267.63	1,462,657.40	279,610.23
	BOSTON SCIENTIFIC CORP PRIOR YEAR WASH SALE ADJUSTMENT NOT INCLUDED ON THE ORIGINAL SCH. D	03/07/11	04/06/11	(464.83)	(485.90)	21.07
	<b>TOTAL SHORT-TERM/LONG-TERM GAIN OR LOSS</b>			<u>1,741,802.80</u>	<u>1,462,171.50</u>	<u>279,631.30</u>
	<b>ACCOUNT #H7 10172 - UBS</b>					

# Schedule of Realized Gains and Losses

Friday, October 05, 2012  
BEL3 BORGER LAWRENCE

07/01/2011 - 06/30/2012

Prepared For:  
3783-5600  
SERAPH FOUNDATION  
48-50 W CHESTNUT STREET  
SUITE 300  
LANCASTER PA 17603-3581

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost Amount	Trade Price	Close Date	Close Amt	Close Price	Realized	% Gain or Loss
<b>Short</b>											
1,159	JEFFERIES GROUP	JEF	10/3/2011 <sup>c</sup>	13,881.35 <sup>n</sup>		11.9770	12/2/2011	14,213.71	12.2640	332.36	2.39
505	JEFFERIES GROUP	JEF	10/3/2011 <sup>c</sup>	6,048.38 <sup>n</sup>		11.9770	12/20/2011	7,014.11	13.8896	965.73	15.97
225	JEFFERIES GROUP	JEF	11/17/2011 <sup>c</sup>	2,150.47 <sup>n</sup>		9.5576	12/20/2011	3,125.11	13.8896	974.64	45.32
233	JEFFERIES GROUP	JEF	11/17/2011 <sup>c</sup>	2,226.93 <sup>n</sup>		9.5576	3/20/2012	4,466.53	19.1700	2,239.60	100.57
2	LAZARD LTD	LAZ	1/5/2012 <sup>n</sup>	53.58 <sup>n</sup>		26.7788	3/30/2012	57.28	28.6400	3.72	6.95
840	NUTRI/SYSTEM INC	NTRI	2/17/2011 <sup>c</sup>	17,235.58 <sup>n</sup>		20.5185	1/5/2012	12,929.14	15.3921	-4,306.41	-24.99
3	POWER-ONE INC	PWER	6/14/2011 <sup>c</sup>	24.51 <sup>n</sup>		8.1689	3/30/2012	13.62	4.5401	-10.89	-44.43
487	TOLL BROTHERS	TOL	5/26/2011 <sup>c</sup>	10,108.13 <sup>n</sup>		20.7559	12/2/2011	9,892.73	20.3140	-215.40	-2.13
338	TOLL BROTHERS	TOL	5/26/2011 <sup>c</sup>	7,015.50 <sup>n</sup>		20.7559	12/6/2011	7,190.13	21.2730	174.63	2.49
416	TOLL BROTHERS	TOL	5/26/2011 <sup>c</sup>	8,634.44 <sup>n</sup>		20.7559	1/18/2012	9,784.42	23.5207	1,149.98	13.32
209	TOLL BROTHERS	TOL	6/15/2011 <sup>c</sup>	4,118.43 <sup>n</sup>		19.7054	1/18/2012	4,915.74	23.5207	797.31	19.36
277	TOLL BROTHERS	TOL	6/15/2011 <sup>c</sup>	5,458.40 <sup>n</sup>		19.7054	4/30/2012	7,013.97	25.3218	1,555.57	28.50
										80,616.49	3,660.84
<b>Long</b>											
5	ALLEGHANY CORP NEW DEL	Y	8/18/2008 <sup>n</sup>	1,526.27 <sup>n</sup>		303.9076	3/30/2012	1,652.51	330.5100	126.24	8.27
267	COACH INC	COH	10/9/2008 <sup>n</sup>	4,824.69 <sup>n</sup>		18.0700	10/6/2011	15,119.81	56.6296	10,295.12	213.38
255	CON-WAY INC	CNW	10/15/2007 <sup>n</sup>	11,452.03 <sup>n</sup>		44.9099	3/20/2012	8,651.99	33.9300	-2,800.04	-24.45
275	CON-WAY INC	CNW	10/15/2007 <sup>n</sup>	12,350.22 <sup>n</sup>		44.9099	6/19/2012	10,464.24	38.0526	-1,885.98	-15.27
95	DECKERS OUTDOOR CORP	DECK	1/14/2010 <sup>n</sup>	3,506.71 <sup>n</sup>		36.9127	9/19/2011	9,545.04	100.4760	6,038.33	172.19
58	DECKERS OUTDOOR CORP	DECK	1/14/2010 <sup>n</sup>	2,140.94 <sup>n</sup>		36.9127	10/11/2011	6,044.64	104.2200	3,903.70	182.34
1	DECKERS OUTDOOR CORP	DECK	1/14/2010 <sup>n</sup>	36.92 <sup>n</sup>		36.9127	3/30/2012	63.33	63.3300	26.41	71.53
151	EAGLE MATERIALS INC	EXP	10/15/2007 <sup>n</sup>	5,852.76 <sup>n</sup>		38.7600	3/20/2012	5,251.69	34.7800	-601.07	-10.27
10	EASTMAN KODAK CO	EKDKQ	5/3/2010 <sup>n</sup>	62.40 <sup>n</sup>		6.2400	3/30/2012	3.13	0.3125	-59.27	-94.98
201	HCC INS HLDGS INC	HCC	10/15/2007 <sup>n</sup>	6,158.13 <sup>n</sup>		30.6374	6/19/2012	6,435.88	32.0200	277.75	4.51
123	HUMANA INC	HUM	5/29/2008 <sup>n</sup>	6,346.62 <sup>n</sup>		51.5985	11/18/2011	10,488.99	85.2780	4,142.37	65.27
101	JONES LANG LASALLE INC	JLL	10/15/2007 <sup>n</sup>	9,818.20 <sup>n</sup>		97.2099	7/6/2011	9,833.88	97.3670	15.68	0.16
4	JONES LANG LASALLE INC	JLL	10/15/2007 <sup>n</sup>	388.84 <sup>n</sup>		97.2099	3/30/2012	332.87	83.2200	-55.97	-14.39
0.7419	LAM RESEARCH CORP	LRCX	6/29/2007 <sup>n</sup>	18.72 <sup>n</sup>		25.2582	6/6/2012	28.65	38.6165	9.93	53.04
0.0081	LAM RESEARCH CORP	LRCX	2/4/2008 <sup>n</sup>	0.18 <sup>n</sup>		22.2294	6/6/2012	0.31	38.3189	0.13	72.22
223	LEUCADIA NATL CORP	LUK	11/25/2008 <sup>n</sup>	3,560.47 <sup>n</sup>		15.9662	2/3/2012	6,541.13	29.3330	2,980.66	83.72
232	MORNINGSTAR INC	MORN	2/3/2010 <sup>n</sup>	10,948.95 <sup>n</sup>		47.1937	7/6/2011	14,485.60	62.4400	3,536.65	32.30
301	NOVELLUS SYSTEMS INC	670008-10-1	6/29/2007 <sup>n</sup>	8,545.39 <sup>n</sup>		28.3900	11/18/2011	10,396.34	34.5400	1,850.95	21.66
349	NOVELLUS SYSTEMS INC	670008-10-1	6/29/2007 <sup>n</sup>	9,908.11 <sup>n</sup>		28.3900	1/3/2012	14,520.38	41.6065	4,612.27	46.55
179	NOVELLUS SYSTEMS INC	670008-10-1	6/29/2007 <sup>n</sup>	5,081.81 <sup>n</sup>		28.3900	1/25/2012	8,536.35	47.6900	3,454.54	67.98

Schedule of Realized Gains and Losses

07/01/2011 - 06/30/2012

Friday, October 05, 2012  
BEL3 BORGER LAWRENCE

Prepared For:  
3783-5600  
SERAPH FOUNDATION

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost Amount	Trade Price	Close Date	Close Amt	Close Price	Realized Gain/Loss	% Gain/Loss
1	NOVELLUS SYSTEMS INC	670008-10-1	6/29/2007 <sup>N</sup>	28.39 <sup>N</sup>		28.3900	3/30/2012	49.79	49.7900	21.40	75.38
217	OWENS CORNING INC	OC	2/17/2011 <sup>C</sup>	8,039.95 <sup>N</sup>		37.0504	3/20/2012	7,870.45	36.2700	-169.50	-2.11
168	SM ENERGY CO COM	SM	2/4/2008 <sup>N</sup>	5,803.30 <sup>N</sup>		34.5434	7/20/2011	13,313.74	79.2500	7,510.44	129.42
97	UNDER ARMOUR INC CLASS A	UA	10/29/2009 <sup>N</sup>	2,513.27 <sup>N</sup>		25.9100	9/16/2011	7,470.80	77.0200	4,957.53	197.25
38	UNDER ARMOUR INC CLASS A	UA	10/29/2009 <sup>N</sup>	984.58 <sup>N</sup>		25.9100	4/13/2012	3,593.96	94.5800	2,609.38	265.02
258	TESORO CORPORATION	TSO	5/29/2008 <sup>N</sup>	6,073.16 <sup>N</sup>		23.5393	11/14/2011	6,989.04	27.0898	915.88	15.08
189	TOLL BROTHERS	TOL	6/15/2011 <sup>C</sup>	3,724.32 <sup>N</sup>		19.7054	6/27/2012	5,271.09	27.8900	1,546.77	41.53
260	WESCO INTERNATIONAL INC	WCC	10/15/2007 <sup>N</sup>	11,790.99 <sup>N</sup>		45.3499	11/30/2011	13,038.10	50.1475	1,247.11	10.58
278	WESCO INTERNATIONAL INC	WCC	10/15/2007 <sup>N</sup>	12,607.29 <sup>N</sup>		45.3499	1/30/2012	17,723.12	63.7534	5,115.83	40.58
									213,717.05	59,623.44	
									154,093.61		

*See Adjustment Page Attached*

WELLS FARGO

FEDERAL SCHEDULE D CHRONOLOGICALLY  
07/01/2011 TO 06/30/2012

ACCOUNT #3783-5600  
THE SERAPH FOUNDATION INC  
TAXPAYER ID: 52-2030228

<u>SHARES/UNITS</u>	<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE DISPOSED</u>	<u>PROCEEDS</u>	<u>COST</u>	<u>GAIN/LOSS</u>
	<b>GAIN OR LOSS</b>					
	TOTAL SHORT-TERM GAIN/LOSS (SEE SCHEDULE ATTACHED FOR DETAIL)	07/01/11	06/30/12	80,616.49	76,955.65	3,660.84
	TOTAL LONG-TERM GAIN/LOSS (SEE SCHEDULE ATTACHED FOR DETAIL)	07/01/11	06/30/12	213,717.05	154,093.61	59,623.44
	<b>TOTAL SHORT-TERM/LONG-TERM GAIN OR LOSS ACCOUNT #3783-5600 - WELLS FARGO</b>			<b>294,333.54</b>	<b>231,049.26</b>	<b>63,284.28</b>



# Schedule of Realized Gains and Losses

Friday, October 05, 2012  
BEL3 BORGER LAWRENCE

07/01/2011 - 06/30/2012

Prepared For:  
7571-0092  
THE SERAPH FOUNDATION INC  
QUANTICO CORE EQUITY ACCT

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost Amount	Trade Price	Close Date	Close Amt	Close Price	Realized	% Gain or Loss
<b>Short - Continued</b>											
407	SEARS HOLDINGS CORP	SHLD	5/9/2011 <sup>c</sup>	30,074.35 <sup>N</sup>		73.8927	1/17/2012	15,063.66	37.0122	-15,010.69	-49.91
189	SEARS HOLDINGS CORP	SHLD	8/19/2011 <sup>c</sup>	9,900.71 <sup>N</sup>		52.3847	1/17/2012	6,995.17	37.0122	-2,905.54	-29.35
3,382	YAHOO INC	YHOO	2/10/2011 <sup>c</sup>	56,397.22 <sup>N</sup>		16.6757	10/20/2011	55,117.42	16.2976	-1,279.80	-2.27
155	YAHOO INC	YHOO	2/10/2011 <sup>c</sup>	2,584.74 <sup>N</sup>		16.6757	12/12/2011	2,398.51	15.4746	-186.23	-7.20
780	YAHOO INC	YHOO	2/10/2011 <sup>c</sup>	13,007.04 <sup>N</sup>		16.6757	1/18/2012	12,343.18	15.8249	-663.86	-5.10
5,608	YAHOO INC	YHOO	2/23/2011 <sup>c</sup>	92,868.48 <sup>N</sup>		16.5600	1/18/2012	88,744.34	15.8249	-4,124.14	-4.44
				<b>1,111,523.58</b>				<b>1,169,218.03</b>		<b>57,694.45</b>	
<b>Long</b>											
2,800	AMGEN INC	AMGN	6/10/2009 <sup>N</sup>	142,122.51 <sup>N</sup>		50.7580	11/7/2011	161,699.70	57.7510	19,577.19	13.77
17	APPLE INC	AAPL	9/29/2008 <sup>N</sup>	1,887.00 <sup>N</sup>		111.0000	12/12/2011	6,639.73	390.5800	4,752.73	251.87
53	APPLE INC	AAPL	2/4/2010 <sup>N</sup>	10,176.87 <sup>N</sup>		192.0163	4/13/2012	32,103.50	605.7401	21,926.63	216.46
60	AUTOMATIC DATA PROCESSING	ADP	11/30/2010 <sup>N</sup>	2,681.63 <sup>N</sup>		44.6938	12/12/2011	3,100.74	51.6800	419.11	15.63
912	AUTOMATIC DATA PROCESSING	ADP	11/30/2010 <sup>N</sup>	40,760.75 <sup>N</sup>		44.6938	1/3/2012	49,729.09	54.5285	8,968.34	22.00
1,554	AUTOMATIC DATA PROCESSING	ADP	11/30/2010 <sup>N</sup>	69,454.16 <sup>N</sup>		44.6938	1/25/2012	87,441.90	56.2700	17,987.74	25.90
90	BAXTER INTERNATIONAL INC	BAX	4/26/2010 <sup>N</sup>	4,308.09 <sup>N</sup>		47.8677	12/12/2011	4,471.11	49.6800	163.02	3.78
613	BAXTER INTERNATIONAL INC	BAX	4/26/2010 <sup>N</sup>	29,342.87 <sup>N</sup>		47.8677	4/13/2012	35,819.85	58.4350	6,476.98	22.07
887	BAXTER INTERNATIONAL INC	BAX	5/10/2010 <sup>N</sup>	41,010.84 <sup>N</sup>		46.2354	4/13/2012	51,830.69	58.4350	10,819.85	26.38
103	BECTON DICKINSON & CO	BDX	3/19/2009 <sup>N</sup>	6,577.19 <sup>N</sup>		63.8561	12/12/2011	7,442.40	72.2577	865.21	13.15
118	BERKSHIRE HATHAWAY INC B	BRKB	1/5/2010 <sup>N</sup>	7,857.30 <sup>N</sup>		66.5873	12/12/2011	8,980.10	76.1040	1,122.80	14.29
475	CISCO SYS INC	CSCO	5/11/2007 <sup>N</sup>	12,540.00 <sup>N</sup>		26.4000	12/12/2011	8,765.77	18.4546	-3,774.23	-30.10
2,393	CISCO SYS INC	CSCO	5/11/2007 <sup>N</sup>	63,175.20 <sup>N</sup>		26.4000	1/10/2012	45,944.72	19.2000	-17,230.48	-27.27
1,803	CISCO SYS INC	CSCO	5/11/2007 <sup>N</sup>	47,599.20 <sup>N</sup>		26.4000	5/9/2012	33,810.54	18.7528	-13,788.66	-28.97
1,374	CISCO SYS INC	CSCO	5/23/2007 <sup>N</sup>	35,669.04 <sup>N</sup>		25.9600	5/9/2012	25,765.78	18.7528	-9,903.26	-27.76
128	COACH INC	COH	8/26/2008 <sup>N</sup>	3,449.58 <sup>N</sup>		26.9499	10/6/2011	7,248.44	56.6296	3,798.86	110.13
1,735	COACH INC	COH	10/6/2008 <sup>N</sup>	33,445.59 <sup>N</sup>		19.2770	10/6/2011	98,250.44	56.6296	64,804.85	193.76
538	COSTCO WHSL CORP NEW	COST	10/3/2006 <sup>N</sup>	26,369.04 <sup>N</sup>		49.0131	9/21/2011	45,887.66	85.2947	19,518.62	74.02
171	COSTCO WHSL CORP NEW	COST	6/5/2007 <sup>N</sup>	9,484.89 <sup>N</sup>		55.4671	9/21/2011	14,585.12	85.2947	5,100.23	53.77
50	COSTCO WHSL CORP NEW	COST	6/5/2007 <sup>N</sup>	2,773.36 <sup>N</sup>		55.4671	12/12/2011	4,205.92	84.1200	1,432.56	51.65
319	COSTCO WHSL CORP NEW	COST	6/5/2007 <sup>N</sup>	17,694.03 <sup>N</sup>		55.4671	6/15/2012	29,186.59	91.4961	11,492.56	64.95
144	COSTCO WHSL CORP NEW	COST	7/24/2008 <sup>N</sup>	9,074.88 <sup>N</sup>		63.0200	6/15/2012	13,175.14	91.4961	4,100.26	45.18
93	COCA COLA COMPANY	KO	11/15/2004 <sup>N</sup>	3,783.65 <sup>N</sup>		40.6843	12/12/2011	6,202.98	66.7000	2,419.33	63.94
23	COCA COLA COMPANY	KO	11/15/2004 <sup>N</sup>	935.73 <sup>N</sup>		40.6843	5/15/2012	1,761.07	76.5700	825.34	88.20
1,077	COCA COLA COMPANY	KO	12/13/2004 <sup>N</sup>	43,613.12 <sup>N</sup>		40.4950	5/15/2012	82,464.04	76.5700	38,850.92	89.08
445	COCA COLA COMPANY	KO	12/13/2004 <sup>N</sup>	18,020.28 <sup>N</sup>		40.4950	6/20/2012	33,509.73	75.3045	15,489.45	85.96
124	DEVON ENERGY CORP	DVN	9/9/2008 <sup>N</sup>	11,016.28 <sup>N</sup>		88.8409	12/12/2011	7,937.59	64.0140	-3,078.69	-27.95

# Schedule of Realized Gains and Losses

Friday, October 05, 2012  
BEL3 BORGER LAWRENCE

07/01/2011 - 06/30/2012

Prepared For:  
7571-0092

THE SERAPH FOUNDATION INC  
QUANTICO CORE EQUITY ACCT

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost Amount	Trade Price	Close Date	Close Amt	Close Price	Realized	% Gain or Loss
<i>Long - Continued</i>											
128	DISNEY WALT COMPANY	DIS	12/21/2005 <sup>N</sup>	3,031.82 <sup>N</sup>		23.6860	12/12/2011	4,676.26	36.5340	1,644.44	54.24
822	DISNEY WALT COMPANY	DIS	12/21/2005 <sup>N</sup>	19,469.91 <sup>N</sup>		23.6860	3/14/2012	35,854.99	43.6200	16,385.08	84.16
555	DISNEY WALT COMPANY	DIS	12/21/2005 <sup>N</sup>	13,145.74 <sup>N</sup>		23.6860	6/7/2012	25,493.29	45.9349	12,347.55	93.93
233	DISNEY WALT COMPANY	DIS	4/15/2008 <sup>N</sup>	6,945.70 <sup>N</sup>		29.8098	6/7/2012	10,702.60	45.9349	3,756.90	54.09
108	EXXON MOBIL CORP	XOM	12/16/2003 <sup>N</sup>	4,098.60 <sup>N</sup>		37.9500	12/12/2011	8,608.62	79.7110	4,510.02	110.04
365	EXXON MOBIL CORP	XOM	12/16/2003 <sup>N</sup>	13,851.75 <sup>N</sup>		37.9500	5/24/2012	29,954.88	82.0700	16,103.13	116.25
495	EXXON MOBIL CORP	XOM	12/16/2003 <sup>N</sup>	18,785.25 <sup>N</sup>		37.9500	6/29/2012	41,947.01	84.7433	23,161.76	123.30
111	EXXON MOBIL CORP	XOM	5/13/2005 <sup>N</sup>	6,038.40 <sup>N</sup>		54.4000	6/29/2012	9,406.30	84.7433	3,367.90	55.77
442	GENERAL ELECTRIC COMPANY	GE	4/11/2008 <sup>N</sup>	14,404.78 <sup>N</sup>		32.5900	12/12/2011	7,253.08	16.4100	-7,151.70	-49.65
84	GOOGLE INC CL A	GOOG	9/8/2008 <sup>N</sup>	35,881.02 <sup>N</sup>		427.1550	12/5/2011	52,442.51	624.3276	16,561.49	46.16
10	GOOGLE INC CL A	GOOG	9/8/2008 <sup>N</sup>	4,271.55 <sup>N</sup>		427.1550	12/12/2011	6,236.08	623.6200	1,964.53	45.99
47	GOOGLE INC CL A	GOOG	9/8/2008 <sup>N</sup>	20,076.28 <sup>N</sup>		427.1550	1/3/2012	31,243.87	664.7760	11,167.59	55.63
38	GOOGLE INC CL A	GOOG	9/29/2008 <sup>N</sup>	15,288.32 <sup>N</sup>		402.3240	1/3/2012	25,261.01	664.7760	9,972.69	65.23
643	HOME DEPOT INC	HD	11/5/2007 <sup>N</sup>	19,206.50 <sup>N</sup>		29.8701	12/5/2011	25,768.45	40.0761	6,561.95	34.17
940	HOME DEPOT INC	HD	12/19/2007 <sup>N</sup>	24,573.96 <sup>N</sup>		26.1425	12/5/2011	37,670.83	40.0761	13,096.87	53.30
79	HOME DEPOT INC	HD	12/19/2007 <sup>N</sup>	2,065.26 <sup>N</sup>		26.1425	12/5/2011	3,155.20	39.9400	1,089.94	52.77
1,229	HOME DEPOT INC	HD	12/19/2007 <sup>N</sup>	32,129.14 <sup>N</sup>		26.1425	12/23/2011	51,530.98	41.9300	19,401.84	60.39
752	HOME DEPOT INC	HD	12/19/2007 <sup>N</sup>	19,659.15 <sup>N</sup>		26.1425	2/13/2012	34,442.29	45.8018	14,783.14	75.20
1,269	HOME DEPOT INC	HD	11/24/2010 <sup>N</sup>	39,567.42 <sup>N</sup>		31.1800	2/13/2012	58,121.37	45.8018	18,553.95	46.89
4,276	INTEL CORP	INTC	1/24/2006 <sup>N</sup>	91,591.92 <sup>N</sup>		21.4200	10/27/2011	106,570.41	24.9234	14,978.49	16.35
169	INTEL CORP	INTC	1/24/2006 <sup>N</sup>	3,619.98 <sup>N</sup>		21.4200	12/12/2011	4,037.33	23.8900	417.35	11.53
1,294	INTEL CORP	INTC	1/24/2006 <sup>N</sup>	27,717.48 <sup>N</sup>		21.4200	6/15/2012	35,247.77	27.2400	7,530.29	27.17
990	INTEL CORP	INTC	2/9/2006 <sup>N</sup>	20,740.50 <sup>N</sup>		20.9500	6/15/2012	26,967.00	27.2400	6,226.50	30.02
63	INTL BUSINESS MACH CORP	IBM	1/25/2010 <sup>N</sup>	7,958.79 <sup>N</sup>		126.3300	10/10/2011	11,683.29	185.4526	3,724.50	46.80
337	INTL BUSINESS MACH CORP	IBM	1/25/2010 <sup>N</sup>	42,573.21 <sup>N</sup>		126.3300	10/14/2011	63,673.14	188.9447	21,099.93	49.56
104	JOHNSON & JOHNSON	JNJ	1/5/2003 <sup>N</sup>	5,133.34 <sup>N</sup>		49.3591	12/12/2011	6,606.36	63.5240	1,473.02	28.70
12	JOHNSON & JOHNSON	JNJ	12/16/2003 <sup>N</sup>	591.96 <sup>N</sup>		49.3300	12/12/2011	762.28	63.5240	170.32	28.77
319	LEUCADIA NATL CORP	LUK	11/20/2009 <sup>N</sup>	7,045.43 <sup>N</sup>		22.0860	12/12/2011	7,223.30	22.6440	177.87	2.52
17	LEUCADIA NATL CORP	LUK	11/20/2009 <sup>N</sup>	375.46 <sup>N</sup>		22.0860	2/3/2012	498.65	29.3330	123.19	32.81
1,200	LEUCADIA NATL CORP	LUK	2/1/2010 <sup>N</sup>	27,453.32 <sup>N</sup>		22.8778	2/3/2012	35,198.92	29.3330	7,745.60	28.21
994	LEUCADIA NATL CORP	LUK	7/13/2010 <sup>N</sup>	20,831.46 <sup>N</sup>		20.9572	2/3/2012	29,156.44	29.3330	8,324.98	39.96
83	MCDONALDS CORP	MCD	8/13/2009 <sup>N</sup>	4,697.80 <sup>N</sup>		56.6000	8/19/2011	7,242.51	87.2609	2,544.71	54.17
379	MCDONALDS CORP	MCD	8/14/2009 <sup>N</sup>	20,842.51 <sup>N</sup>		54.9934	8/19/2011	33,071.24	87.2609	12,228.73	58.67
310	MCDONALDS CORP	MCD	8/14/2009 <sup>N</sup>	17,047.97 <sup>N</sup>		54.9934	11/8/2011	29,186.87	94.1530	12,138.90	71.20
36	MCDONALDS CORP	MCD	8/14/2009 <sup>N</sup>	1,979.77 <sup>N</sup>		54.9934	12/12/2011	3,540.89	98.3600	1,561.12	78.85
1,932	MERCK & CO INC NEW	MRK	2/7/2011 <sup>C</sup>	63,735.91 <sup>N</sup>		32.9896	6/11/2012	74,534.89	38.5800	10,798.98	16.94

# Schedule of Realized Gains and Losses

Friday, October 05, 2012  
BEL3 BORGER LAWRENCE

07/01/2011 - 06/30/2012

Prepared For:  
7571-0092  
THE SERAPH FOUNDATION INC  
QUANTICO CORE EQUITY ACCT

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost Amount	Trade Price	Close Date	Close Amt	Close Price	Realized	% Gain or Loss
<b>Long - Continued</b>											
312	MICROSOFT CORP	MSFT	5/2/2006*	7,644.00*		24.5000	12/12/2011	7,935.45	25.4346	291.45	3.81
698	MICROSOFT CORP	MSFT	5/2/2006*	17,101.00*		24.5000	1/19/2012	19,634.36	28.1300	2,533.36	14.81
1,802	MICROSOFT CORP	MSFT	5/19/2006*	40,761.24*		22.6200	1/19/2012	50,689.29	28.1300	9,928.05	24.36
1,451	MICROSOFT CORP	MSFT	5/19/2006*	32,821.62*		22.6200	2/1/2012	43,456.62	29.9500	10,635.00	32.40
571	MICROSOFT CORP	MSFT	5/19/2006*	12,916.02*		22.6200	3/12/2012	18,288.79	32.0300	5,372.77	41.60
879	MICROSOFT CORP	MSFT	2/14/2008*	25,305.10*		28.7885	3/12/2012	28,153.87	32.0300	2,848.77	11.26
143	MONSANTO CO NEW	MON	4/14/2010*	9,389.35*		65.6598	7/6/2011	10,531.74	73.6500	1,142.39	12.17
261	MONSANTO CO NEW	MON	4/27/2010*	16,617.55*		63.6687	7/6/2011	19,222.29	73.6500	2,604.74	15.67
856	MONSANTO CO NEW	MON	4/27/2010*	54,500.44*		63.6687	8/30/2011	59,979.10	70.0704	5,478.66	10.05
244	JPMORGAN CHASE & CO	JPM	1/22/2010*	9,857.51*		40.3996	12/12/2011	7,787.16	31.9152	-2,070.35	-21.00
1,000	JPMORGAN CHASE & CO	JPM	1/22/2010*	40,399.60*		40.3996	4/13/2012	43,883.52	43.8845	3,483.92	8.62
103	NEWMONT MINING CORP NEW	NEM	2/20/2009*	4,379.56*		42.5200	12/12/2011	6,715.97	65.2049	2,336.41	53.35
221	ORACLE CORP	ORCL	3/18/2005*	2,795.65*		12.6500	12/12/2011	6,902.67	31.2344	4,107.02	146.91
917	ORACLE CORP	ORCL	3/18/2005*	11,600.05*		12.6500	6/7/2012	25,033.54	27.3000	13,433.49	115.81
1,083	ORACLE CORP	ORCL	9/29/2005*	13,158.45*		12.1500	6/7/2012	29,565.24	27.3000	16,406.79	124.69
1,141	ORACLE CORP	ORCL	9/29/2005*	13,863.15*		12.1500	6/29/2012	33,550.19	29.4049	19,687.04	142.01
0.0212	ORCHARD SUPPLY HARDWARE	OSH	11/16/2010*	1.12*		52.7195	12/30/2011	0.58	1.4138	-0.54	-48.21
22 1087	ORCHARD SUPPLY HARDWARE	OSH	11/16/2010*	1,165.56*		52.7195	1/12/2012	340.14	15.3856	-825.42	-70.82
0 0212	ORCHARD SUPPLY SER A PFD	OSHSP	11/16/2010*	0.03*		1.6066	12/30/2011	0.01	52.7804	-0.02	-66.67
22 1087	ORCHARD SUPPLY SER A PFD	OSHSP	11/16/2010*	35.52*		1.6066	3/20/2012	46.64	2.1100	11.12	31.31
314	PFIZER INCORPORATED	PFE	11/3/2005*	6,939.40*		22.1000	12/12/2011	6,387.90	20.3440	-551.50	-7.95
3,242	PFIZER INCORPORATED	PFE	11/3/2005*	71,648.20*		22.1000	5/17/2012	73,397.23	22.6400	1,749.03	2.44
153	PFIZER INCORPORATED	PFE	12/12/2005*	3,170.16*		20.7200	5/17/2012	3,463.85	22.6400	293.69	9.26
120	PROCTER & GAMBLE CO	PG	12/16/2003*	4,358.05*		36.3077	12/12/2011	7,694.73	64.1240	3,336.68	76.56
1,558	PROCTER & GAMBLE CO	PG	12/16/2003*	56,581.89*		36.3077	5/24/2012	97,780.87	62.7619	41,198.98	72.81
73	SEARS HOLDINGS CORP	SHLD	9/8/2010*	4,853.77*		66.4900	10/13/2011	5,194.81	71.1631	341.04	7.03
223	SEARS HOLDINGS CORP	SHLD	9/8/2010*	14,827.27*		66.4900	10/19/2011	16,787.79	75.2830	1,960.52	13.22
27	SEARS HOLDINGS CORP	SHLD	11/16/2010*	1,780.79*		65.9550	12/12/2011	1,515.75	56.1400	-265.04	-14.88
490	SEARS HOLDINGS CORP	SHLD	11/16/2010*	31,115.75*		63.5015	1/17/2012	18,135.60	37.0122	-12,980.15	-41.72
73	3M CO	MMM	6/24/2005*	5,529.75*		75.7500	12/12/2011	5,865.44	80.3500	335.69	6.07
196	WAL-MART STORES INC	WMT	9/29/2009*	9,674.56*		49.3600	8/19/2011	10,241.51	52.2536	566.95	5.86
782	WAL-MART STORES INC	WMT	9/29/2009*	38,599.52*		49.3600	10/21/2011	44,472.27	56.8710	5,872.75	15.21
794	WAL-MART STORES INC	WMT	9/29/2009*	39,191.84*		49.3600	11/8/2011	47,054.92	59.2643	7,863.08	20.06
54	WAL-MART STORES INC	WMT	9/29/2009*	2,665.44*		49.3600	12/12/2011	3,136.26	58.0800	470.82	17.66
604	WAL-MART STORES INC	WMT	9/29/2009*	29,813.44*		49.3600	2/1/2012	37,655.65	62.3450	7,842.21	26.30
190	WAL-MART STORES INC	WMT	10/13/2009*	9,503.34*		50.0176	2/1/2012	11,845.33	62.3450	2,341.99	24.64

Schedule of Realized Gains and Losses

07/01/2011 - 06/30/2012

Friday, October 05, 2012  
BEL3 BORGER LAWRENCE

Prepared For:  
7571-0092  
THE SERAPH FOUNDATION INC  
QUANTICO CORE EQUITY ACCT

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost Amount	Trade Price	Close Date	Close Amt	Close Price	Realized	% Gain or Loss
626	WAL-MART STORES INC	WMT	10/13/2009 <sup>N</sup>	31,311.00 <sup>N</sup>		50.0176	4/13/2012	37,455.24	59.8340	6,144.24	19.62
800	WAL-MART STORES INC	WMT	10/23/2009 <sup>N</sup>	40,197.90 <sup>N</sup>		50.2474	4/13/2012	47,866.13	59.8340	7,668.23	19.08
				2,087,325.03				2,770,599.70		683,274.67	

*See Adjustment Page Attached*

WELLS FARGO

FEDERAL SCHEDULE D CHRONOLOGICALLY  
07/01/2011 TO 06/30/2012

ACCOUNT #7571-0092  
THE SERAPH FOUNDATION INC  
TAXPAYER ID: 52-2030228

SHARES/UNITS	DESCRIPTION	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	COST	GAIN/LOSS
	<b>GAIN OR LOSS</b>					
	TOTAL SHORT-TERM GAIN/LOSS (SEE SCHEDULE ATTACHED FOR DETAIL)	07/01/11	06/30/12	1,169,218.03	1,111,523.58	57,694.45
	TOTAL LONG-TERM GAIN/LOSS (SEE SCHEDULE ATTACHED FOR DETAIL)	07/01/11	06/30/12	2,770,599.70	2,087,325.03	683,274.67
	ORCHARDS - CASH IN LIEU NOT INCLUDED ON THE ORIGINAL SCH. D	VARIOUS	VARIOUS	1.35	0.00	1.35
	MICROSOFT CORP COST BASIS ADJ. (PAGES 4 OF 5) NOT INCLUDED ON THE ORIGINAL SCH. D	VARIOUS	VARIOUS	-	(1,074.34)	1,074.34
	ADJUSTED LONG-TERM GAIN/LOSS	07/01/11	06/30/12	2,770,601.05	2,086,250.69	684,350.36
	<b>TOTAL SHORT-TERM/LONG-TERM GAIN OR LOSS ACCOUNT #7571-0092 - WELLS FARGO</b>			<b>3,939,819.08</b>	<b>3,197,774.27</b>	<b>742,044.81</b>

# Schedule of Realized Gains and Losses

07/01/2011 - 06/30/2012

Friday, October 05, 2012  
BEL3 BORGER LAWRENCE

Prepared For:  
7571-0128  
THE SERAPH FOUNDATION  
DELAWARE INTL VALUE ACCT  
48-50 W CHESTNUT STREET  
SUITE 300  
LANCASTER PA 17603-3581

Quantity	Name	Security	Open Date	Cost/Amount	Adjusted Cost/Amount	Trade Price	Close Date	Close Amt	Close Price	Realized	% Gain or Loss
<b>Short</b>											
115	GDF SUEZ SPON ADR	GDFZY	4/1/2011 <sup>c</sup>	4,637.95 <sup>N</sup>		40.3300	12/12/2011	3,122.19	27.1500	-1,515.76	-32.68
185	QBE INSURANCE GROUP ADR	QBIEY	10/5/2011 <sup>c</sup>	2,297.17 <sup>N</sup>		12.4171	12/9/2011	2,645.44	14.3000	348.27	15.16
182	TEVA PHARMACEUTICAL ADR	TEVA	6/2/2011 <sup>c</sup>	9,163.45 <sup>N</sup>		50.3486	12/12/2011	7,418.84	40.7637	-1,744.61	-19.04
				16,098.57				13,186.47		-2,912.10	
<b>Long</b>											
145	AMCOR LTD	AMCRY	12/17/2003 <sup>N</sup>	3,517.70 <sup>N</sup>		24.2600	12/12/2011	4,255.66	29.3500	737.96	20.98
676	ING GROEP N V SPON ADR	ING	4/13/2004 <sup>N</sup>	14,966.64 <sup>N</sup>		22.1400	12/12/2011	4,788.01	7.0830	-10,178.63	-68.01
139	ASTELLAS PHARMA-UNSO ADR	ALPMY	1/19/2010 <sup>N</sup>	5,344.43 <sup>N</sup>		38.4492	12/12/2011	5,343.05	38.4400	-1.38	-0.03
88	ASTELLAS PHARMA-UNSO ADR	ALPMY	6/4/2010 <sup>N</sup>	2,822.85 <sup>N</sup>		32.0778	12/12/2011	3,382.66	38.4400	559.81	19.83
71	BG GROUP PLC F	BRGY	12/17/2003 <sup>N</sup>	1,771.10 <sup>N</sup>		24.9450	12/12/2011	7,302.91	102.8600	5,531.81	312.34
125	BP PLC SPONS ADR	BP	1/27/2005 <sup>N</sup>	7,524.27 <sup>N</sup>		60.1942	12/9/2011	5,336.64	42.6940	-2,187.63	-29.07
78	BP PLC SPONS ADR	BP	2/4/2005 <sup>N</sup>	4,744.74 <sup>N</sup>		60.8300	12/9/2011	3,330.07	42.6940	-1,414.67	-29.82
232	BP PLC SPONS ADR	BP	2/4/2005 <sup>N</sup>	14,112.56 <sup>N</sup>		60.8300	4/13/2012	9,851.53	42.4645	-4,261.03	-30.19
347	BANCO SANTANDER CENT F	SAN	11/18/2004 <sup>N</sup>	3,974.89 <sup>N</sup>	3,974.89	11.4550	12/12/2011	2,597.18	7.4848	-1,377.71	-34.66
266	CANON INC ADR F	CAJ	12/17/2003 <sup>N</sup>	7,793.80 <sup>N</sup>		29.3000	12/12/2011	11,759.02	44.2077	3,965.22	50.88
672	CARREFOUR SA SPONS ADR	CRRFY	3/12/2009 <sup>N</sup>	4,352.34 <sup>N</sup>		6.4767	12/12/2011	3,097.85	4.6100	-1,254.49	-28.82
716	CARREFOUR SA SPONS ADR	CRRFY	8/6/2009 <sup>N</sup>	6,510.81 <sup>N</sup>		9.0933	12/12/2011	3,300.70	4.6100	-3,210.11	-49.30
761	DEUTSCHE TELEKOM AG	DTEGY	4/13/2003 <sup>N</sup>	13,331.58 <sup>N</sup>		17.5185	12/12/2011	9,017.67	11.8500	-4,313.91	-32.36
275	REED ELSEVIER NV SPN ADR	ENL	12/17/2003 <sup>N</sup>	7,392.86 <sup>N</sup>		26.8809	12/12/2011	6,222.38	22.6273	-1,170.48	-15.83
177	ENI S P A	E	8/25/2010 <sup>N</sup>	6,870.46 <sup>N</sup>		38.8162	12/12/2011	7,298.28	41.2340	427.82	6.23
37	ENI S P A	E	9/23/2010 <sup>N</sup>	1,543.74 <sup>N</sup>		41.7226	12/12/2011	1,525.63	41.2340	-18.11	-1.17
236	ENI S P A	E	9/23/2010 <sup>N</sup>	9,846.54 <sup>N</sup>		41.7226	3/1/2012	11,011.80	46.6610	1,165.26	11.83
2,101	TREASURY WINE ESTATS ADR	TSRY	12/17/2003 <sup>N</sup>	4,239.46 <sup>N</sup>		2.0178	12/9/2011	7,878.59	3.7499	3,639.13	85.84
133	FRANCE TELECOM	FTE	4/30/2010 <sup>N</sup>	2,917.07 <sup>N</sup>		21.9329	12/9/2011	2,220.10	16.6928	-696.97	-23.89
356	FRANCE TELECOM	FTE	6/3/2010 <sup>N</sup>	6,815.16 <sup>N</sup>		19.1437	12/9/2011	5,942.54	16.6928	-872.62	-12.80
264	GLAXOSMITHKLINE PLC-ADR	GSK	6/1/2004 <sup>N</sup>	11,213.60 <sup>N</sup>		42.4758	8/16/2011	11,082.60	41.9804	-131.00	-1.17
41	GLAXOSMITHKLINE PLC-ADR	GSK	6/2/2004 <sup>N</sup>	1,775.04 <sup>N</sup>		43.2936	8/16/2011	1,721.17	41.9804	-53.87	-3.03
219	GLAXOSMITHKLINE PLC-ADR	GSK	6/2/2004 <sup>N</sup>	9,481.30 <sup>N</sup>		43.2936	12/9/2011	9,794.54	44.7248	313.24	3.30
99	GLAXOSMITHKLINE PLC-ADR	GSK	6/2/2004 <sup>N</sup>	4,286.06 <sup>N</sup>		43.2936	4/13/2012	4,425.64	44.7045	139.58	3.26
161	GLAXOSMITHKLINE PLC-ADR	GSK	10/13/2006 <sup>N</sup>	8,694.00 <sup>N</sup>		54.0000	4/13/2012	7,197.26	44.7045	-1,496.74	-17.22
125	GLAXOSMITHKLINE PLC-ADR	GSK	10/13/2006 <sup>N</sup>	6,750.00 <sup>N</sup>		54.0000	6/13/2012	5,645.26	45.1631	-1,104.74	-16.37
139	IBERDROLA SA-SPONSORED	IBDRY	10/23/2008 <sup>N</sup>	3,873.35 <sup>N</sup>		27.8659	8/24/2011	4,043.87	29.0932	170.52	4.40
377	IBERDROLA SA-SPONSORED	IBDRY	2/2/2009 <sup>N</sup>	11,508.65 <sup>N</sup>		30.5269	8/24/2011	10,967.93	29.0932	-540.72	-4.70

# Schedule of Realized Gains and Losses

07/01/2011 - 06/30/2012

Friday, October 05, 2012  
BEL3 BORGER LAWRENCE

Prepared For:  
7571-0128  
THE SERAPH FOUNDATION  
DELAWARE INTL VALUE ACCT

Quantity	Symbol	Security	Open Date	Cost/Amount	Adjusted Cost/Amount	Trade Price	Close Date	Close Amt	Close Price	Realized Gain/Loss	% Gain/Loss
<b>Long - Continued</b>											
237	IBDRY	IBERDROLA SA-SPONSORED	2/2/2009	7,234.87 <sup>N</sup>		30.5269	12/12/2011	6,041.01	25.4900	-1,193.86	-16.50
441	KCRPY	KAO CORP-SPONSORED ADR	5/23/2006	11,642.62 <sup>N</sup>		26.4005	12/12/2011	11,002.73	24.9500	-639.89	-5.50
1	KCRPY	KAO CORP-SPONSORED ADR	5/23/2006	26.40 <sup>N</sup>		26.4005	2/28/2012	25.72	25.7293	-0.68	-2.58
427	KCRPY	KAO CORP-SPONSORED ADR	10/30/2006	11,044.97 <sup>N</sup>		25.8664	2/28/2012	10,986.22	25.7293	-58.75	-0.53
556	AHONY	KONINKLUKE AHOLD ADR	11/3/2010	7,748.80 <sup>N</sup>		13.9367	12/9/2011	7,244.53	13.0300	-504.27	-6.51
50	AHONY	KONINKLUKE AHOLD ADR	11/18/2010	653.14 <sup>N</sup>		13.0626	12/9/2011	651.49	13.0300	-1.65	-0.25
612	AHONY	KONINKLUKE AHOLD ADR	11/18/2010	7,994.31 <sup>N</sup>		13.0626	4/13/2012	8,188.37	13.3800	194.06	2.43
246	NGG	NATIONAL GRID PLC SA NEW	11/1/2005	11,328.06 <sup>N</sup>		46.0500	8/23/2011	12,195.97	49.5781	867.91	7.66
72	NGG	NATIONAL GRID PLC SA NEW	11/1/2005	3,315.53 <sup>N</sup>		46.0500	12/12/2011	3,402.65	47.2600	87.12	2.63
169	NVS	NOVARTIS AG	6/20/2007	9,413.27 <sup>N</sup>		55.6998	12/9/2011	9,317.60	55.1348	-95.67	-1.02
249	NVS	NOVARTIS AG	6/20/2007	13,869.25 <sup>N</sup>		55.6998	4/13/2012	13,531.47	54.3445	-337.78	-2.44
239	RWEYO	RWE AGKTIENGESELLSCHAFT	7/22/2003	6,727.85 <sup>N</sup>		28.1500	12/9/2011	8,855.16	37.0516	2,127.31	31.62
36	RWEYO	RWE AGKTIENGESELLSCHAFT	7/22/2003	1,013.40 <sup>N</sup>		28.1500	4/13/2012	1,606.03	44.6130	592.63	58.48
202	RWEYO	RWE AGKTIENGESELLSCHAFT	12/17/2003	7,696.20 <sup>N</sup>		38.1000	4/13/2012	9,011.62	44.6130	1,315.42	17.09
330	SNY	SANOFI ADR	2/11/2010	11,883.07 <sup>N</sup>		36.0093	12/9/2011	11,716.02	35.5038	-167.05	-1.41
165	SNY	SANOFI ADR	3/31/2010	6,157.28 <sup>N</sup>		37.3168	12/9/2011	5,858.02	35.5038	-299.26	-4.86
242	SNY	SANOFI ADR	3/31/2010	9,030.66 <sup>N</sup>		37.3168	4/13/2012	8,766.22	36.2249	-264.44	-2.93
31	SNY	SANOFI ADR	4/16/2010	1,139.44 <sup>N</sup>		36.7561	4/13/2012	1,122.95	36.2249	-16.49	-1.45
122	RDSA	ROYAL DUTCH SHL ADR CL A	12/17/2003	6,051.20 <sup>N</sup>		49.6000	12/9/2011	8,782.61	71.9900	2,731.41	45.14
197	RDSA	ROYAL DUTCH SHL ADR CL A	12/17/2003	9,771.20 <sup>N</sup>		49.6000	12/9/2011	14,229.36	72.2317	4,458.16	45.63
212	RDSA	ROYAL DUTCH SHL ADR CL A	12/17/2003	10,515.20 <sup>N</sup>		49.6000	4/25/2012	14,559.87	68.6802	4,044.67	38.46
89	SVNDY	SEVEN & I HOLDINGS ADR	3/12/2009	3,579.95 <sup>N</sup>		40.2243	10/20/2011	4,977.77	55.9311	1,397.82	39.05
121	SVNDY	SEVEN & I HOLDINGS ADR	4/27/2009	5,405.81 <sup>N</sup>		44.6761	10/20/2011	6,767.53	55.9311	1,361.72	25.19
155	SVNDY	SEVEN & I HOLDINGS ADR	4/27/2009	6,924.80 <sup>N</sup>		44.6761	12/9/2011	8,589.93	55.4200	1,665.13	24.05
77	SVNDY	SEVEN & I HOLDINGS ADR	4/27/2009	3,440.05 <sup>N</sup>		44.6761	4/13/2012	4,478.98	58.1700	1,038.93	30.20
101	SVNDY	SEVEN & I HOLDINGS ADR	7/17/2009	4,634.32 <sup>N</sup>		45.8843	4/13/2012	5,875.04	58.1700	1,240.72	26.77
34	SVNDY	SEVEN & I HOLDINGS ADR	7/17/2009	1,560.06 <sup>N</sup>		45.8843	4/26/2012	2,023.15	59.5059	463.09	29.68
82	SVNDY	SEVEN & I HOLDINGS ADR	7/24/2009	3,710.13 <sup>N</sup>		45.2454	4/26/2012	4,879.37	59.5059	1,169.24	31.51
745	SGAPY	SINGAPORE TELECOMM-ADR	8/18/2008	18,331.24 <sup>N</sup>		24.6057	7/20/2011	19,780.55	26.5516	1,449.31	7.91
65	SGAPY	SINGAPORE TELECOMM-ADR	8/18/2008	1,580.14 <sup>N</sup>		24.3097	7/20/2011	1,725.83	26.5516	145.69	9.22
285	SGAPY	SINGAPORE TELECOMM-ADR	8/18/2008	6,928.28 <sup>N</sup>		24.3097	12/12/2011	6,948.16	24.3800	19.88	0.29
556	SCGLY	SOCIETE GEN FR SPON ADR	12/17/2003	9,507.60 <sup>N</sup>		17.1000	12/12/2011	2,663.18	4.7900	-6,844.42	-71.99
708	TSM	TAIWAN SEMICONDUCTOR MFG	1/7/2008	6,116.08 <sup>N</sup>		8.6385	12/12/2011	9,079.14	12.8239	2,963.06	48.45
823	TSM	TAIWAN SEMICONDUCTOR MFG	1/7/2008	7,109.51 <sup>N</sup>		8.6385	5/2/2012	13,020.30	15.8209	5,910.79	83.14
483	TKPYY	TAKEDA PHARMACEUTICAL CO	7/1/2008	12,430.33 <sup>N</sup>		25.7357	4/13/2012	10,257.48	21.2375	-2,172.85	-17.48
55	TKPYY	TAKEDA PHARMACEUTICAL CO	9/16/2008	1,379.39 <sup>N</sup>		25.0797	4/13/2012	1,168.04	21.2375	-211.35	-15.32

**Schedule of Realized Gains and Losses**

07/01/2011 - 06/30/2012

Friday, October 05, 2012  
BEL3 BORGER LAWRENCE

Prepared For:  
7571-0128

THE SERAPH FOUNDATION  
DELAWARE INTL VALUE ACCT

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost/Amount	Trade Price	Close Date	Close Amt	Close Price	Realized % Gain or Loss	
<i>Long - Continued</i>											
551	TELEFONICA SA	TEF	1/31/2006*	8,404.99*		15.2541	12/12/2011	9,836.81	17.8530	1,431.82	17.04
729	TELSTRA CORP LTD	TLSY	10/24/2005*	11,283.97*		15.4787	8/23/2011	11,359.50	15.5826	75.53	0.67
594	TELSTRA CORP LTD	TLSY	10/24/2005*	9,194.35*		15.4787	10/4/2011	8,495.16	14.3019	-699.19	-7.60
462	TELSTRA CORP LTD	TLSY	10/24/2005*	7,151.16*		15.4787	12/12/2011	7,548.93	16.3400	397.77	5.56
284	TELSTRA CORP LTD	TLSY	10/24/2005*	4,395.94*		15.4787	1/12/2012	4,792.09	16.8739	396.15	9.01
232	TELSTRA CORP LTD	TLSY	4/17/2009*	2,670.14*		11.5092	1/12/2012	3,914.67	16.8739	1,244.53	46.61
541	TELSTRA CORP LTD	TLSY	4/17/2009*	6,226.48*		11.5092	3/15/2012	9,122.88	16.8633	2,896.40	46.52
677	TELSTRA CORP LTD	TLSY	4/17/2009*	7,791.73*		11.5092	4/3/2012	11,670.40	17.2388	3,878.67	49.78
43	TELSTRA CORP LTD	TLSY	4/17/2009*	494.89*		11.5092	4/13/2012	746.61	17.3635	251.72	50.86
884	TELSTRA CORP LTD	TLSY	3/15/2010*	12,455.65*		14.0901	4/13/2012	15,348.98	17.3635	2,893.33	23.23
449	TESCO PLC	TSCDY	11/3/2010*	9,313.52*		20.7428	12/9/2011	8,409.60	18.7300	-903.92	-9.71
284	TESCO PLC	TSCDY	11/3/2010*	5,890.95*		20.7428	4/13/2012	4,393.37	15.4700	-1,497.58	-25.42
224	TESCO PLC	TSCDY	11/22/2010*	4,560.42*		20.3590	4/13/2012	3,465.21	15.4700	-1,095.21	-24.02
443	TOKIO MARINE HOLDING	TKOMY	12/17/2003*	10,489.67*		23.6787	12/12/2011	9,945.15	22.4500	-544.52	-5.19
228	TOTAL S.A. SPONS ADR	TOT	12/17/2003*	9,969.10*		43.7242	12/12/2011	11,453.13	50.2340	1,484.03	14.89
95	TOYOTA MTR CORP ADR F	TM	10/14/2004*	7,121.07*		74.9586	12/12/2011	6,294.57	66.2600	-826.50	-11.61
304	UNILEVER PLC SPONS ADR F	UL	3/1/2006*	7,155.66*		23.5383	12/9/2011	10,170.06	33.4548	3,014.40	42.13
503	UNILEVER PLC SPONS ADR F	UL	3/1/2006*	11,839.78*		23.5383	12/12/2011	16,558.46	32.9200	4,718.68	39.85
447	UNILEVER PLC SPONS ADR F	UL	3/1/2006*	10,521.63*		23.5383	4/25/2012	15,057.75	33.6870	4,536.12	43.11
182	UTD OVERSEAS BK SPON ADR	UOVEY	10/10/2006*	3,835.35*		21.0734	12/12/2011	4,291.47	23.5800	456.12	11.89
24	UTD OVERSEAS BK SPON ADR	UOVEY	11/13/2008*	385.28*		16.0533	12/12/2011	565.91	23.5800	180.63	46.88
528	VODAFONE GROUP SPONS ADR	VOD	8/28/2009*	11,504.54*		21.7889	12/9/2011	14,410.79	27.2937	2,906.25	25.26
154	VODAFONE GROUP SPONS ADR	VOD	8/28/2009*	3,355.48*		21.7889	4/13/2012	4,161.59	27.0240	806.11	24.02
129	VODAFONE GROUP SPONS ADR	VOD	10/16/2009*	2,837.49*		21.9960	4/13/2012	3,486.02	27.0240	648.53	22.86
401	VINCI S.A.-ADR	VCISY	2/9/2010*	5,213.80*		13.0020	12/12/2011	4,214.42	10.5100	-999.38	-19.17
333	ZURICH FINANCIAL SVCS	98982M-10-7	10/26/2009*	8,157.80*	7,548.40	24.4979	12/12/2011	7,176.01	21.5500	-372.39	-4.56

616,480.85

646,560.15

30,079.30

*See Supplemental Page Attached*

WELLS FARGO

FEDERAL SCHEDULE D CHRONOLOGICALLY  
07/01/2011 TO 06/30/2012

ACCOUNT #7571-0128  
THE SERAPH FOUNDATION INC  
TAXPAYER ID: 52-2030228

SHARES/UNITS	DESCRIPTION	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	COST	GAIN/LOSS
	<b>GAIN OR LOSS</b>					
	TOTAL SHORT-TERM GAIN/LOSS (SEE SCHEDULE ATTACHED FOR DETAIL)	07/01/11	06/30/12	13,186.47	16,098.57	-2,912.10
	ADJUSTED SHORT-TERM GAIN/LOSS			13,186.47	16,098.57	-2,912.10
	TOTAL LONG-TERM GAIN/LOSS (SEE SCHEDULE ATTACHED FOR DETAIL)	07/01/11	06/30/12	646,560.15	616,480.85	30,079.30
123 SHS.	SOCIETE GENERALE FRANCE SPON ADR NOT INCLUDED ON THE ORIGINAL SCH. D	12/17/03	11/07/11	1,338.24	2,103.30	(765.06)
	TREASURY WINE ESTATS ADR COST BASIS ADJ. (PAGE 1 OF 4) NOT INCLUDED ON THE ORIGINAL SCH. D	VARIOUS	12/09/11	-	(4,239.46)	4,239.46
	ADJUSTED LONG-TERM GAIN/LOSS			647,898.39	614,344.69	33,553.70
	TOTAL SHORT-TERM/LONG-TERM GAIN OR LOSS ACCOUNT #7571-0128 - WELLS FARGO			661,084.86	630,443.26	30,641.60

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: GLENMEDE TRUST COMPANY, N.A.

ADDRESS: 1201 N. MARKET STREET, SUITE 1501  
WILMINGTON, DE 19801-1163

TELEPHONE NUMBER: (215)419-6000

THE SERAPH FOUNDATION INC  
 ACCOUNT #6018-01-4/1  
 EIN: 52-2030228  
 TAX YEAR ENDING 6/30/2012

ATTACHMENTS PAGE 6 FORM 990-PF  
 PART VIII LIST OF OFFICERS, DIRECTORS, TRUSTEES, ETC.

NAME AND ADDRESS	TITLE	AVERAGE HOURS PER WEEK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCT
1. HENRY H. SPIRE C/O THE GLENMEDE TRUST CO., N.A. 1201 N. MARKET STREET - SUITE 1501 WILMINGTON, DE 19801-1163	OFFICER	FULL TIME	-0-	-0-	-0-
2. LINDA J. SPIRE C/O THE GLENMEDE TRUST CO., N.A. 1201 N. MARKET STREET - SUITE 1501 WILMINGTON, DE 19801-1163	OFFICER	FULL TIME	-0-	-0-	-0-
3. KIMBERLY SPIRE FOLTS C/O THE GLENMEDE TRUST CO., N.A. 1201 N. MARKET STREET - SUITE 1501 WILMINGTON, DE 19801-1163	OFFICER	FULL TIME	-0-	-0-	-0-
4. WILLIAM BRUCE SPIRE C/O THE GLENMEDE TRUST CO., N.A. 1201 N. MARKET STREET - SUITE 1501 WILMINGTON, DE 19801-1163	OFFICER	FULL TIME	-0-	-0-	-0-
<b>TOTAL</b>			<u>-0-</u>	<u>-0-</u>	<u>-0-</u>

THE SERAPH FOUNDATION INC  
ACCOUNT #6018-01-4/1  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

**ATTACHMENTS PAGE 7 FORM 990-PF  
PART VIII FIVE HIGHEST-PAID CONTRACTORS FOR PROFESSIONAL SERVICES**

<u>NAME AND ADDRESS</u>	<u>(b) TYPE OF SERVICE</u>	<u>(c) COMPENSATION</u>
1. WELLS FARGO SECURITIES 1000 CHESTERBROOK BOULEVARD SUITE 102 BERWYN, PA 19312	INVESTMENT SERVICES	133,925
2. UBS FINANCIAL SERVICES INC. 307 INTERNATIONAL CIRCLE, 4TH FLOOR HUNT VALLEY, MD 21030	INVESTMENT SERVICES	52,276
		<u>186,201</u>

THE SERAPH FOUNDATION INC  
ACCOUNT #6018-01-4/1  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

PART XV, FORM 990-PF, PAGE 11  
GRANTS AND CONTRIBUTIONS -PAID-

<b>NO.</b>	<b>Grantee Organization and Project Description</b>	<b>Grant Amount</b>	<b>Payment Date</b>
1	<b>Connecticut Children's Medical Center Foundation, Inc.</b> Hartford, CT <i>Dr. Ferrer's Solid Tumor Research Program</i>	100,000.00	12/20/2011
2	<b>Lancaster General Hospital</b> Lancaster, PA <i>Ann B. Barshinger Cancer Center - Conference and Educational Center</i>	500,000.00	12/20/2011
3	<b>North Country School</b> Lake Placid, NY <i>Scholarship Endowment in the amount of \$30,000; Current scholarships in the amount of \$10,000.</i>	40,000.00	12/20/2011
4	<b>University of the Cumberland - Cumberland College</b> Williamsburg, KY <i>The Reeves Foundation Challenge Grant for the Student Health and Wellness Center in the amount of \$50,000; The Seraph Endowed Scholarship in the amount of \$25,000</i>	75,000.00	12/20/2011
5	<b>Washington College</b> Chestertown, MD <i>\$1.5mm (2 payments of \$750,000) toward the Endowed Chair in Chemistry to be named in honor of Frank J. Creegan, Ph.D. (gift is to be anonymous)</i>	750,000.00	12/20/2011

THE SERAPH FOUNDATION INC  
ACCOUNT #6018-01-4/1  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2012

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GRANTS AND CONTRIBUTIONS -PAID-

<u>NO.</u>	<u>Grantee Organization and Project Description</u>	<u>Grant Amount</u>	<u>Payment Date</u>
6	<b>Association of Small Foundations</b> Winooski, VT <i>Educational Proaramming</i>	1,000.00	12/21/2011
7	<b>Garth Newel Music Center</b> Warm Sprinas, Virainia <i>Funds to be used in their discretion in their challenge grant to benfit the Manor House Restoration Project</i>	150,000.00	4/23/2012
8	<b>National Cathedral Association</b> Washinaton, DC <i>Earthauquake Restoration work</i>	150,000.00	4/23/2012
9	<b>The New School of Lancaster</b> Lancaster, PA <i>Financial aid program in the amount \$28,000 and \$3,000 for furniture and equipment for the 7th &amp; 8th grade programs</i>	31,000.00	4/23/2012
10	<b>Wye River Upper School</b> Wve Mills, MD <i>Tuition assistance in the amount of \$60,000; Capital Campaign in the amount of \$100,000</i>	160,000.00	4/23/2012
	<b>Grand Totals</b>	<u>1,957,000.00</u>	