Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation: PARAGANO FAMILY FOUNDATION INC IM 5484-05-4/2

A Employer identification number: 22-2483286

Number and street (or P O box number if mail is not delivered to street address): 222 MOUNT AIRY ROAD, SUITE 203

Room/suite: 1200

B Telephone number (see instructions): 908- 953-0100

City or town, state, and ZIP code: BASKING RIDGE, NJ 07920

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)* ▶ $ 6,960,601.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)	251,600.			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments			N/A	
4	Dividends and interest from securities	163,327.	164,828.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	364,274.			
b	Gross sales price for all assets on line 6a 2,684,403.				
7	Capital gain net income (from Part IV, line 2)		364,274.		
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)	-3,760.	-3,760.		STMT 1
12	**Total.** Add lines 1 through 11	775,441.	525,342.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	3,500.	NONE	NONE	3,500.
c	Other professional fees (attach schedule)	31,169.	24,935.		6,234.
17	Interest				
18	Taxes (attach schedule) (see instructions)	18,177.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT. 2	30.			30.
24	**Total operating and administrative expenses.** Add lines 13 through 23	52,876.	24,935.	NONE	9,764.
25	Contributions, gifts, grants paid	384,822.			384,822.
26	**Total expenses and disbursements** Add lines 24 and 25	437,698.	24,935.	NONE	394,586.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	337,743.			
b	**Net investment income** (if negative, enter -0-)		500,407.		
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	38,220.	3,057.	3,057.
2	Savings and temporary cash investments	269,616.	422,566.	422,566.
3	Accounts receivable ▶ CASH 1,000.			
	Less: allowance for doubtful accounts ▶		1,000.	1,000.
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	6,003,264.	6,222,216.	6,533,978.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	6,311,100.	6,648,839.	6,960,601.
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)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	6,311,100.	6,648,839.	
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)	6,311,100.	6,648,839.	
31	**Total liabilities and net assets/fund balances** (see instructions)	6,311,100.	6,648,839.	

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	6,311,100.
2	Enter amount from Part I, line 27a	2	337,743.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,648,843.
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	6,648,839.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,684,403.		2,320,129.	364,274.
b				
c				
d				
e				

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

	(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				364,274.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 364,274.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . **3**

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	270,159.	6,394,741.	0.042247
2010	363,890.	5,859,605.	0.062101
2009	250,500.	5,162,359.	0.048524
2008	172,495.	6,457,090.	0.026714
2007	493,868.	7,202,727.	0.068567

2	**Total** of line 1, column (d)	2	0.248153
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049631
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,681,875.
5	Multiply line 4 by line 3	5	331,628.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,004.
7	Add lines 5 and 6	7	336,632.
8	Enter qualifying distributions from Part XII, line 4	8	394,586.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	5,004.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	5,004.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	5,004.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 11,920.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	11,920.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	6,916.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 6,916. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ -0- (2) On foundation managers ▶ $ -0-			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ -0-			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ 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 ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	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 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b	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 ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b	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 2012?	4b		X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . . N/A . . ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . . ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . . **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . . . **7b** N/A

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 SCHEDULE ATTACHED			-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
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 N/A	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,580,302.
b	Average of monthly cash balances	1b	203,327.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	6,783,629.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	6,783,629.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	101,754.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,681,875.
6	**Minimum investment return.** Enter 5% of line 5	6	334,094.

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

1	Minimum investment return from Part X, line 6			1	334,094.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,004.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,004.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	329,090.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	329,090.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	329,090.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	394,586.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	394,586.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	5,004.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	389,582.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				329,090.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			NONE	
b	Total for prior years: 20 10 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 ...... NONE				
b	From 2008 ...... NONE				
c	From 2009 ...... NONE				
d	From 2010 ...... NONE				
e	From 2011 ...... 206,526.				
f	**Total** of lines 3a through e	206,526.			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 394,586.				
a	Applied to 2011, 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 2012 distributable amount				329,090.
e	Remaining amount distributed out of corpus	65,496.			
5	Excess distributions carryover applied to 2012 *(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	272,022.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	272,022.			
10	Analysis of line 9:				
a	Excess from 2008 ... NONE				
b	Excess from 2009 ... NONE				
c	Excess from 2010 ... NONE				
d	Excess from 2011 ... 206,526.				
e	Excess from 2012 ... 65,496.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 4

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED				384,822.
Total . . . . . ▶ **3a**				384,822.
b *Approved for future payment*				
SEE SCHEDULE ATTACHED				75,000.
Total . . . . . ▶ **3b**				75,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	163,327.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-3,760.	
8 Gain or (loss) from sales of assets other than inventory			18	364,274.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				523,841.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 523,841.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date: 26 Apr 2013 | Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANCIS X. MEHAFFEY	Francis X. Mehaffey	4/24/13		P01072411

Firm's name ▶ THE GLENMEDE TRUST COMPANY, N.A. Firm's EIN ▶ 32-0274136

Firm's address ▶ 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391 Phone no 215-419-6000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
PARAGANO FAMILY FOUNDATION INC IM 5484-05-4/2	22-2483286

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

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

Name of organization: PARAGANO FAMILY FOUNDATION INC IM 5484-05-4/2

Employer identification number: 22-2483286

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NAZARIO PARAGANO 222 MT AIRY ROAD SUITE 203 BASKING RIDGE, NJ 07920	$ 250,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	MARILYN H. MATTIA 700 OCEAN AVENUE, UNIT 4 LONG BRANCH, NJ 07740	$ 100.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	COCCIA FOUNDATION 23 LESWING AVENUE SADDLE BROOK, NJ 07663	$ 1,500.	Person [X] (FDN) Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

PARAGANO FAMILY FOUNDATION INC
ACCOUNT #5484-05-4/2
EIN: 22-2483286
TAX YEAR ENDING 12/31/12

ATTACHMENTS PAGE 1 FORM 990-PF AND SCHEDULE B
PART I ANALYSIS OF REVENUE AND EXPENSES

		COLUMN A	COLUMN B	COLUMN D
REVENUE:				
LINE 1	CONTRIBUTIONS - RECEIVED FROM THE FOLLOWING: - SEE SCHEDULE B ATTACHED	251,600		
LINE 4	DIVIDENDS AND INTEREST FROM SECURITIES - DIVIDENDS & INTEREST	163,327	164,828	
LINE 11	OTHER INCOME - PARTNERSHIP INCOME PER K-1	-3,760	-3,760	
EXPENSES:				
LINE 16b	ACCOUNTING FEES - THE GLENMEDE TRUST COMPANY TAX PREPARATION FEE	3,500	0	3,500
LINE 16c	OTHER PROFESSIONAL FEES - THE GLENMEDE TRUST COMPANY INVESTMENT MANAGEMENT FEE	31,169	24,935	6,234
LINE 18	TAXES - EXCISE TAX PAYMENTS	18,177	0	0
LINE 23	OTHER EXPENSES - NEW JERSEY DIVISION OF CONSUMER AFFAIRS 2011 FILING FEE	30	0	30

COMBINED STATEMENT OF ASSETS
PARAGANO FAMILY FOUNDATION INC IM
12/31/12
5484-05-4/2

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Reserves									
422566	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GOVTCASH)		1.00	422,566	1.00	422,566		0	0.00 *
3057+	Cash		1 00	3,057	1.00	3,057		0	0 00
Cash & Reserves Total				425,623		425,623		0	0.00
Fixed Income									
Other Taxable Bond Mutual Funds									
147829+	GLENMEDE FUND INC-CORE FIXED INCOME PORTFOLIO (GTCGX)		11.50	1,699,321	11.64	1,720,728	21,407	48,488	2.82 #
17332+	TEMPLETON GLOBAL BOND FD-AD (TGBAX)		13 04	225,964	13.34	231,208	5,244	10,278	4.45 #
19995+	LEGG MASON BW GLOBAL OP BD-IS DTD 6/1/2009 (GOBSX)		10.66	213,054	11.71	234,138	21,084	7,244	3.09 #
25560+	TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2012 (TIHYX)		9.59	245,135	10.41	266,080	20,945	14,910	5.60 #
	Total			2,383,474		2,452,154	68,679	80,920	3.30
Mortgage Backed Securities									
2737+	STRUCTURED ASSET MORTGAGE INVE DTD 6/1/1998 2.66741% 5/2/2030 (073914F65) Original Face Value: 90,000.00	Aaa	0.02	61	77.02	2,108	2,046	115	5.46

COMBINED STATEMENT OF ASSETS
PARAGANO FAMILY FOUNDATION INC IM
12/31/12
5484-05-4/2

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
	Total			61		2,108	2,046	115	5.46	
Fixed Income Total				2,383,535		2,454,262	70,726	81,035	3.30	
Equities										
Basic Industries										
80	3M CO (MMM)		89.76	7,181	92.85	7,428	247	189	2.54	
50	W W GRAINGER INC (GWW)		195.66	9,783	202.37	10,119	336	160	1.58	#
126	HONEYWELL INTERNATIONAL INC (HON)		39.69	5,001	63.47	7,997	2,996	207	2.58	
105	J. B. HUNT (JBHT)		35.50	3,728	59.71	6,270	2,541	63	1.00	
80	MONSANTO CO (MON)		90.45	7,236	94.65	7,572	336	120	1.58	
80	PARKER-HANNIFIN CORP. (PH)		87.18	6,974	85.06	6,805	169-	131	1 93	#
50	PRECISION CASTPARTS CORP (PCP)		105 08	5,254	189.42	9,471	4,217	6	0 06	
	Total			45,157		55,662	10,504	876	1.57	
Consumer Discretionary										
113	ADVANCE AUTO PARTS (AAP)		70.35	7,950	72.35	8,176	226	27	0.33	#
175	BED BATH & BEYOND INC (BBBY)		60.26	10,545	55.91	9,784	761-	0	0.00	#
140	COACH INC (COH)		47.49	6,648	55.51	7,771	1,123	168	2.16	#
120	DOLLAR TREE INC (DLTR)		40.14	4,817	40 56	4,867	50	0	0.00	#
120	HOME DEPOT INC. (HD)		32.02	3,842	61.85	7,422	3,580	139	1.88	#
165	YUM BRANDS INC (YUM)		51.25	8,456	66.40	10,956	2,500	221	2.02	#
	Total			42,258		48,976	6,718	555	1.13	

COMBINED STATEMENT OF ASSETS
PARAGANO FAMILY FOUNDATION INC IM
12/31/12
5484-05-4/2

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
Consumer Staples										
280	COCA COLA CO (KO)		36.54	10,231	36.25	10,150	81-	286	2.81	#
60	COLGATE PALMOLIVE CO. (CL)		77.58	4,655	104.54	6,272	1,617	149	2.37	#
90	KELLOGG CO. (K)		56.61	5,095	55.85	5,027	68-	158	3.15	#
130	PHILIP MORRIS INTERNATIONAL (PM)		58 98	7,668	83.64	10,873	3,205	442	4.07	#
205	PROCTER & GAMBLE CO. (PG)		64.69	13,262	67.89	13,917	656	461	3 31	#
	Total			40,911		46,239	5,329	1,496	3.23	
Energy										
155	CHEVRON CORP (CVX)		39.74	6,160	108.14	16,762	10,602	558	3.33	#
112	NATIONAL OILWELL VARCO INC (NOV)		65.21	7,304	68.35	7,655	352	58	0.76	#
125	OCCIDENTAL PETROLEUM CORP. (OXY)		95.74	11,967	76 61	9,576	2,390-	270	2.82	#
155	SCHLUMBERGER LTD. (SLB)		54.20	8,401	69.30	10,741	2,340	171	1.59	#
	Total			33,832		44,734	10,904	1,057	2.36	
Financials										
125	ACE LTD (ACE)		70.99	8,874	79.80	9,975	1,101	245	2.46	#
175	AMERICAN EXPRESS CO. (AXP)		39.29	6,876	57.48	10,059	3,183	140	1.39	#
30	BLACKROCK INC (BLK)		187.90	5,637	206.71	6,201	564	180	2.90	
69	FRANKLIN RESOURCES INC. (BEN)		99 43	6,861	125.70	8,673	1,813	80	0.92	#
170	PNC FINANCIAL SERVICES GROUP (PNC)		63.41	10,779	58.31	9,913	866-	272	2.74	#
220	US BANCORP (USB)		23.46	5,161	31.94	7,027	1,866	172	2.44	#
425	WELLS FARGO CO (WFC)		28.11	11,945	34.18	14,527	2,581	374	2.57	#

COMBINED STATEMENT OF ASSETS
PARAGANO FAMILY FOUNDATION INC IM
12/31/12
5484-05-4/2

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
	Total			56,133		66,375	10,241	1,463	2.20	
Health Care										
80	ALLERGAN INC (AGN)		91.89	7,351	91.73	7,338	13-	16	0.22	#
120	BAXTER INTL. INC. (BAX)		40.70	4,884	66.66	7,999	3,115	216	2.70	
80	C R BARD INC. (BCR)		96.55	7,724	97.74	7,819	95	64	0.82	#
220	JOHNSON & JOHNSON (JNJ)		66.86	14,709	70.10	15,422	713	537	3.48	#
100	LABORATORY CORP OF AMERICA HOLDINGS (LH)		75.76	7,576	86.62	8,662	1,086	0	0.00	#
90	ROCHE HOLDINGS LTD SPONSORED ADR (RHHBY)		46.99	4,229	50.25	4,523	294	139	3.07	
180	UNITEDHEALTH GROUP INC (UNH)		46.37	8,346	54.24	9,763	1,417	153	1.57	#
	Total			54,819		61,526	6,708	1,125	1 83	
Technology										
130	ACCENTURE PLC (ACN)		38.15	4,960	66.50	8,645	3,685	211	2.44	#
95	AMPHENOL CORP-CL A (APH)		39.38	3,741	64.70	6,147	2,405	40	0.65	
38	APPLE INC. (AAPL)		250.89	9,534	532.17	20,223	10,689	403	1.99	
140	AVAGO TECHNOLOGIES LTD (AVGO)		33.50	4,690	31.65	4,431	259-	95	2.15	#
90	COGNIZANT TECH SOLUTIONS CRP (CTSH)		65.36	5,882	73.88	6,649	767	0	0.00	#
60	INTERNATIONAL BUSINESS MACHINES CORP. (IBM)		210.20	12,612	191.55	11,493	1,119-	204	1.77	#
190	MICROCHIP TECHNOLOGY INC. (MCHP)		28.98	5,506	32 59	6,192	686	268	4.32	#
540	MICROSOFT CORP. (MSFT)		26.84	14,493	26.71	14,423	70-	497	3.44	#
425	ORACLE CORP (ORCL)		22.60	9,604	33.32	14,161	4,557	102	0.72	#
189	QUALCOMM CORP. (QCOM)		56.37	10,654	61.86	11,691	1,037	189	1.62	#

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
	Total			81,676		104,055	22,378	2,009	1.93
U S Mutual Funds									
5982+	GLENMEDE FUND INC - ADVISOR SMALL CAP EQUITY PORTFOLIO (GTCSX)		15.35	91,848	18.63	111,452	19,604	1,005	0.90 #
33791+	GLENMEDE FUND INC SECURED OPTIONS (GTSOX)		11.69	395,086	11.90	402,111	7,025	0	0.00 *#
27720+	GLENMEDE FUND INC-LARGE CAP VALUE PORTFOLIO (GTMEX)		8.76	242,842	10.33	286,344	43,502	3,881	1.36 *#
16863+	GLENMEDE TOTAL MARKET PORTFOLIO (GTTMX)		10.05	169,469	9.95	167,783	1,686-	1,096	0.65
11286+	GMO QUALITY FUND IV (GQEFX)		20.34	229,565	22 35	252,251	22,685	5,880	2.33 #
11229+	LONGLEAF PARTNERS FUND (LLPFX)		28.58	320,926	26 39	296,336	24,590-	1,437	0.49 #
17518+	MANAGERS TIMESSQ M/C GRW-IN (TMDIX)		13.47	235,992	15 05	263,640	27,648	0	0.00 #
5407+	ROYCE SPECIAL EQUITY FUND -IN (RSEIX)		19.60	105,983	21 02	113,655	7,672	2,455	2.16 #
	Total			1,791,711		1,893,572	101,859	15,754	0.83
International Mutual Funds									
10324+	GLENMEDE INTL SECURED OPTIONS PORT (NOVIX)		10.39	107,268	10.50	108,403	1,135	0	0 00 *#
3322+	MATTHEWS PACIFIC TIGER FD - IS (MIPTX)		19.33	64,222	24.41	81,097	16,875	671	0.83 #
7461+	OAKMARK INTERNATIONAL FD I (OAKIX)		18.90	141,010	20.93	156,151	15,140	3,275	2.10 #
4398+	T ROWE PRICE INST EMERGING STOCK FD (IEMFX)		31.27	137,548	31.16	137,055	493-	792	0.58 #

COMBINED STATEMENT OF ASSETS
PARAGANO FAMILY FOUNDATION INC IM
12/31/12
5484-05-4/2

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
10589+	THORNBURG INTL VALUE FD-I (TGVIX)		24.19	256,095	28.09	297,437	41,342	4,183	1.41	#
3189+	VAN ECK INTL INVEST GOLD -I (INIIX)		21.11	67,312	20.67	65,924	1,388-	0	0.00	#
	Total			773,455		846,067	72,612	8,921	1.05	
Equities Total				2,919,952		3,167,206	247,254	33,256	1.05	
Other										
Alternative Assets										
25652+	AQR RISK PARITY FUND -I (AQRIX)		12.11	310,742	11.49	294,743	15,999-	3,720	1.26	#
24165+	DREYFUS GLOBAL REAL ESTATE SECURITIES FD (DRLIX)		8.08	195,256	8.13	196,464	1,208	10,488	5.34	
26147+	PIMCO ALL ASSETS AUTH -IS (PAUIX)		10.83	283,081	11.09	289,972	6,891	15,714	5.42	#
2240	UNITED STATES COMMODITY INDEX (USCI)		65.21	146,061	58.63	131,331	14,730-	0	0.00	#
	Total			935,140		912,510	22,630-	29,922	3 28	
Other Total				935,140		912,510	22,630-	29,922	3.28	
Grand Total				6,664,250		6,959,601	295,350	144,213	2.07	

COMBINED STATEMENT OF ASSETS
PARAGANO FAMILY FOUNDATION
12/31/2012
5484-05-4/2

Shares/Par	Description of Assets	Bond Rtg	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income
Grand Total From Page 6			6,664,250		6,959,601	295,351	144,213
ADJUSTMENTS:							
	CASH RECEIVABLE		1,000	-	1,000	-	
Other							
Alternative Assets Adjustments to page 6							
	UNITED STATES COMMODITY INDEX ADJUSTMENT TO BASIS PER K-1		(16,411)	-	-	16,411	
	Total		(16,411)		0	16,411	-
Other Total			(16,411)		0	16,411	-
Adjusted Grand Total			6,648,839		6,960,601	311,762	144,213

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

NAME: THE GLENMEDE TRUST COMPANY, N.A.

ADDRESS: 1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391

TELEPHONE NUMBER: (215)419-6000

PARAGANO FAMILY FOUNDATION INC
ACCOUNT #5484-05-4/2
EIN: 22-2483286
TAX YEAR ENDING 12/31/12

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. NAZARIO PARAGANO 222 MOUNT AIRY ROAD, SUITE 203 BASKING RIDGE, NJ 07920	TRUSTEE	1	0	0	0
2 EILEEN PARAGANO 222 MOUNT AIRY ROAD, SUITE 203 BASKING RIDGE, NJ 07920	TRUSTEE	1	0	0	0

PARAGANO FAMILY FOUNDATION INC
ACCOUNT #5484-05-4/2
EIN: 22-2483286
TAX YEAR ENDING 12/31/12

ATTACHMENTS PAGE 10 FORM 990-PF
PART XV SUPPLEMENTARY INFORMATION

LINE 2a NAZARIO PARAGANO, TRUSTEE
222 MOUNT AIRY ROAD, SUITE 203
BASKING RIDGE, NJ 07920
1-908-950-0100

PARAGANO FAMILY FOUNDATION INC
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Attachments Page 11 Form 990-PF
Part XV, Line 3a, Charitable Gifts - Paid

No.	Grantee Organization & Project Description	Grant Amount	Payment Date
1	**The University of Texas Foundation, Inc.** Austin, TX Gift to MD Anderson Cancer Center to Support Small Cell Cervical Cancer Research	25,000.00	2/8/2012
2	**Union County College Foundation** Cranford, NJ Golf Tournament Sponsor	1,800.00	4/20/2012
3	**Boys & Girls Clubs of Newark Golf Event Headquarters** Peapack, NJ To Support the Golf Fundraiser	1,000.00	5/2/2012
4	**Coccia Foundation** Saddle Brook, NJ Souvenir Journal Sponsor	1,000.00	5/2/2012
5	**Hope for Warriors** Jacksonville, NC To Support the Golf Fundraiser	1,000.00	5/2/2012

PARAGANO FAMILY FOUNDATION INC
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TAX YEAR ENDING 12/31/12

Attachments Page 11 Form 990-PF
Part XV, Line 3a, Charitable Gifts - Paid

No.	Grantee Organization & Project Description	Grant Amount	Payment Date
6	**Coccia Foundation** Saddle Brook, NJ Italian Studies Scholarship Fund	2,900.00	6/13/2012
7	**Sisters of Charity of St. Elizabeth** Convent Station, NJ General Charitable Purposes	2,000.00	6/26/2012
8	**Community Foundation of New Jersey** Morristown, NJ For the Choir of the Pope's Diocese of Rome	10,000.00	7/3/2012
9	**Trinitas Health Foundation** Elizabeth, NJ Golf Fundraiser Sponsorship	1,620.00	8/1/2012
10	**County College of Morris Foundation** Randolph, NJ Fundraiser Sponsorship	1,020.00	9/14/2012
11	**Shepherds of Youth** Chatham, NJ Sponsorship for Golf Fundraising Event	10,000.00	9/14/2012

PARAGANO FAMILY FOUNDATION INC
ACCOUNT #5484-05-4/2
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TAX YEAR ENDING 12/31/12

Attachments Page 11 Form 990-PF
Part XV, Line 3a, Charitable Gifts - Paid

No.	Grantee Organization & Project Description	Grant Amount	Payment Date
12	**The Center for Italian and Italian-American Culture Inc.** Cedar Grove, NJ Fundraiser Sponsorship	1,000.00	9/14/2012
13	**Columbian Foundation** Saddle Brook, NJ Sponsorship for the Annual Fundraising Gala	2,000.00	10/18/2012
14	**Morristown Neighborhood House** Morristown, NJ Sponsorship	500.00	10/18/2012
15	**The Drumthwacket Foundation** Princeton, NJ Historic Preservation	5,000.00	10/18/2012
16	**Tri-County Scholarship Fund** Parsippany, NJ Scholarships	5,000.00	10/18/2012

PARAGANO FAMILY FOUNDATION INC
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TAX YEAR ENDING 12/31/12

Attachments Page 11 Form 990-PF
Part XV, Line 3a, Charitable Gifts - Paid

No.	Grantee Organization & Project Description	Grant Amount	Payment Date
17	**Union County College Foundation** Cranford, NJ Sponsorship	500.00	10/18/2012
18	**Diocese of Metuchen** Metuchen, NJ General Charitable Purposes	2,500.00	11/30/2012
19	**The University of Texas Foundation, Inc.** Austin, TX Matching Funds Pledge to MD Anderson Cancer Center to Support Medical Research	58,481.72	11/30/2012
20	**Assumption College for Sisters** Mendham, NJ General Charitable Purposes	5,000.00	12/10/2012
21	**Bernardsville Fire Company** Bernardsville, NJ General Charitable Purposes	500.00	12/10/2012

PARAGANO FAMILY FOUNDATION INC
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Attachments Page 11 Form 990-PF
Part XV, Line 3a, Charitable Gifts - Paid

No.	Grantee Organization & Project Description	Grant Amount	Payment Date
22	**Boys & Girls Clubs of America** Atlanta, GA General Charitable Purposes	2,000.00	12/10/2012
23	**Coccia Foundation** Saddle Brook, NJ General Charitable Purposes	10,000.00	12/10/2012
24	**Community Foundation of New Jersey** Morristown, NJ For the Choir of the Pope's Diocese of Rome	10,000.00	12/10/2012
25	**Community Theater at Mayo Center for the Performing Arts** Morristown, NJ General Charitable Purposes	25,000.00	12/10/2012
26	**County College of Morris Foundation** Randolph, NJ CCM Scholarship Fund	5,000.00	12/10/2012

PARAGANO FAMILY FOUNDATION INC
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TAX YEAR ENDING 12/31/12

Attachments Page 11 Form 990-PF
Part XV, Line 3a, Charitable Gifts - Paid

No.	Grantee Organization & Project Description	Grant Amount	Payment Date
27	**County College of Morris Foundation** Randolph, NJ General Charitable Purposes	25,000.00	12/10/2012
28	**Diocese of Metuchen** Metuchen, NJ General Charitable Purposes	10,000.00	12/10/2012
29	**Eva's Village** Paterson, NJ General Charitable Purposes	500.00	12/10/2012
30	**Felician College** Lodi, NJ General Charitable Purposes	1,000.00	12/10/2012
31	**Foundation for Morristown Medical Center** Morristown, NJ General Charitable Purposes	25,000.00	12/10/2012
32	**Integrity House** Newark, NJ General Charitable Purposes	1,000.00	12/10/2012

PARAGANO FAMILY FOUNDATION INC
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TAX YEAR ENDING 12/31/12

Attachments Page 11 Form 990-PF
Part XV, Line 3a, Charitable Gifts - Paid

No.	Grantee Organization & Project Description	Grant Amount	Payment Date
33	**Italian American National Hall of Fame** Mercerville, NJ General Charitable Purposes	500.00	12/10/2012
34	**Italian Italian-American Heritage Commission** New Brunswick, NJ General Charitable Purposes	10,000.00	12/10/2012
35	**Little Sisters of the Poor** Baltimore, MD General Charitable Purposes	1,000.00	12/10/2012
36	**Mayo Clinic** Rochester, MN General Charitable Purposes	25,000.00	12/10/2012
37	**Montclair State University Foundation Inc.** Montclair, NJ General Charitable Purposes	500.00	12/10/2012

PARAGANO FAMILY FOUNDATION INC
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Attachments Page 11 Form 990-PF
Part XV, Line 3a, Charitable Gifts - Paid

No.	Grantee Organization & Project Description	Grant Amount	Payment Date
38	**Our Lady of Perpetual Help** Bernardsville, NJ General Charitable Purposes	10,000.00	12/10/2012
39	**Rescue Squad of Bernardsville** Berndardsville, NJ General Charitable Purposes	500.00	12/10/2012
40	**Rutgers University Foundation** New Brunswick, NJ General Charitable Purposes	10,000.00	12/10/2012
41	**Saint Vincent Academy** Newark, NJ General Charitable Purposes	3,000.00	12/10/2012
42	**Seton Hall University** South Orange, NJ General Charitable Purposes	10,000.00	12/10/2012
43	**Shepherds of Youth** Chatham, NJ General Charitable Purposes	30,000.00	12/10/2012

PARAGANO FAMILY FOUNDATION INC
ACCOUNT #5484-05-4/2
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TAX YEAR ENDING 12/31/12

Attachments Page 11 Form 990-PF
Part XV, Line 3a, Charitable Gifts - Paid

No.	Grantee Organization & Project Description	Grant Amount	Payment Date
44	**Sisters of Charity of St. Elizabeth** Convent Station, NJ General Charitable Purposes	1,000.00	12/10/2012
45	**St. Lucy's Church** Newark, NJ General Charitable Purposes	5,000.00	12/10/2012
46	**The Drumthwacket Foundation** Princeton, NJ General Charitable Purposes	7,500.00	12/10/2012
47	**The Leukemia & Lymphoma Society** Cranford, NJ General Charitable Purposes	3,500.00	12/10/2012
48	**Trinitas Health Foundation** Elizabeth, NJ General Charitable Purposes	5,000.00	12/10/2012

PARAGANO FAMILY FOUNDATION INC
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TAX YEAR ENDING 12/31/12

Attachments Page 11 Form 990-PF
Part XV, Line 3a, Charitable Gifts - Paid

No.	Grantee Organization & Project Description	Grant Amount	Payment Date
49	**Union County College Foundation** Cranford, NJ General Charitable Purposes	5,000.00	12/10/2012
50	**Villa Walsh Academy** Morristown, NJ General Charitable Foundation	2,500.00	12/10/2012
51	**Visiting Nurse Association of Somerset Hills** Basking Ridge, NJ General Charitable Purposes	2,500.00	12/10/2012
	Grand Totals	384,821.72	

PARAGANO FAMILY FOUNDATION INC
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ATTACHMENTS PAGE 11 FORM 990-PF
PART XV CHARITABLE GIFTS 3b
APPROVED IN CURRENT YEAR NOT PAID AS OF 12/31/2012

NO.	UNPAID AS OF 12/31/2012	AMOUNT
1	**County College of Morris Foundation** Randolph, NJ For New Media Center's Main Studio	75,000.00
	TOTAL 2012 UNPAID GRANT AS OF 12/31/2012	**75,000.00**