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

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE FRIEDER FOUNDATION		A Employer identification number 25-6651216
Number and street (or P O box number if mail is not delivered to street address) 1002 LILY LAKE ROAD	Room/suite	B Telephone number 570-563-0235
City or town, state, and ZIP code DALTON, PA 18414		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 873,673. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	5,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	308.	308.		STATEMENT 1
4 Dividends and interest from securities	16,728.	16,728.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	24,766.			
b Gross sales price for all assets on line 6a 237,371.				
7 Capital gain net income (from Part IV, line 2)		24,766.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	46,802.	41,802.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees STMT 3	9,773.	9,773.		0.
17 Interest				
18 Taxes STMT 4	836.	836.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	10,609.	10,609.		0.
25 Contributions, gifts, grants paid	50,050.			50,050.
26 Total expenses and disbursements. Add lines 24 and 25	60,659.	10,609.		50,050.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<13,857.>			
b Net investment income (if negative, enter -0-)		31,193.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED MAY 30 2013 Revenue

Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	30,003.	18,041.	18,041.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	728,630.	726,735.	855,632.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	758,633.	744,776.	873,673.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	681,776.	681,776.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	76,857.	63,000.	
30 Total net assets or fund balances	758,633.	744,776.		
31 Total liabilities and net assets/fund balances	758,633.	744,776.		

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	758,633.
2 Enter amount from Part I, line 27a	2	<13,857.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	744,776.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	744,776.

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 SHORT TERM - SEE ATTACHED SCHEDULE	P		
b LONG TERM - SEE ATTACHED SCHEDULE	P		
c CAPITAL GAINS DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 63,981.		71,398.	<7,417.>
b 169,837.		141,207.	28,630.
c 3,553.			3,553.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<7,417.>
b			28,630.
c			3,553.
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	24,766.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	63,314.	850,309.	.074460
2010	68,987.	807,383.	.085445
2009	62,446.	739,482.	.084446
2008	68,434.	995,987.	.068710
2007	71,950.	1,144,316.	.062876

2 Total of line 1, column (d)	2	.375937
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	.075187
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	859,232.
5 Multiply line 4 by line 3	5	64,603.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	312.
7 Add lines 5 and 6	7	64,915.
8 Enter qualifying distributions from Part XII, line 4	8	50,050.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	624.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	624.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	624.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	680.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	680.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	56.	Refunded
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>PA</u>		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses <u>STMT 6</u>	X	

N/A

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>L. PETER FRIEDER JR.</u> Telephone no. ▶ <u>570-586-5806</u> Located at ▶ <u>1002 LILY LAKE ROAD, DALTON, PA</u> ZIP+4 ▶ <u>18414</u>			
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 ▶ <u>15</u> <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No X

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

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

	Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ▶ <input type="checkbox"/>	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? 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 N/A

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

5b		
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LEONARD P. FRIEDER JR 1002 LILY LAKE ROAD DALTON, PA 18414	TRUSTEE 10.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	853,873.
b	Average of monthly cash balances	1b	18,444.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	872,317.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	872,317.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,085.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	859,232.
6	Minimum investment return. Enter 5% of line 5	6	42,962.

Part XI Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(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	42,962.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	624.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	624.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	42,338.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	42,338.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	42,338.

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	50,050.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	50,050.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	50,050.

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				42,338.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	20,008.			
d From 2010	69,500.			
e From 2011	63,990.			
f Total of lines 3a through e	153,498.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 50,050.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				42,338.
e Remaining amount distributed out of corpus	7,712.			
5 Excess distributions carryover applied to 2012 (if an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	161,210.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	161,210.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	20,008.			
c Excess from 2010	69,500.			
d Excess from 2011	63,990.			
e Excess from 2012	7,712.			

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

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

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

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

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

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

LEONARD P. FRIEDER JR

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

NONE

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COMMONWEALTH MEDICAL COLLEGE 150 N. WASHINGTON AVE SCRANTON, PA 18503	N/A	PUBLIC	CONTRIBUTION FOR 2012	5,000.
ESSILOR VISION FOUNDATION 13515 N. STEMMONS FREEWAY DALLAS, TX 75234	N/A	PUBLIC	CONTRIBUTION FOR 2012	2,500.
JUNIOR ACHEIVEMENT OF NEPA 1122 OAK STREET PITTSTON TOWNSHIP, PA 18640	N/A	PUBLIC	CONTRIBUTION FOR 2012	1,250.
RAIL-TRAIL COUNCIL OF NEPA PO BOX 32 UNION DALE, PA 18470	N/A	PUBLIC	CONTRIBUTION FOR 2012	1,000.
SCRANTON TOMORROW 310 SPRUCE ST. #310 SCRANTON, PA 18503	N/A	PUBLIC	CONTRIBUTION FOR 2012	2,500.
Total	SEE CONTINUATION SHEET(S)			50,050.
b Approved for future payment				
NONE				
Total				0.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

THE FRIEDER FOUNDATION**25-6651216**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

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

Name of organization

Employer identification number

THE FRIEDER FOUNDATION

25-6651216

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	ANTHONY & MAJORIE ELSON 108 SUMMERFIELD RD CHEVY CHASE, MD 20015	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE FRIEDER FOUNDATION	Employer identification number 25-6651216
---	---

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

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

Name of organization THE FRIEDER FOUNDATION	Employer identification number 25-6651216
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BLACKROCK MONEY MARKET	308.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	308.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PNC INVESTMENTS	20,281.	3,553.	16,728.
TOTAL TO FM 990-PF, PART I, LN 4	20,281.	3,553.	16,728.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AGENCY FEES	9,773.	9,773.		0.
TO FORM 990-PF, PG 1, LN 16C	9,773.	9,773.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	836.	836.		0.
TO FORM 990-PF, PG 1, LN 18	836.	836.		0.

FRIEDER FOUNDATION IMA
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
6. AT&T INC	07/25/2012	10/17/2012	214.91	212.45	2.46
2. AGRUM INC	08/08/2012	10/17/2012	207.61	194.26	13.35
3. AMERICAN EXPRESS CO	02/01/2012	10/17/2012	176.96	152.34	24.62
2. ANHEUSER BUSCH INBEV					
SPONSORED ADR	05/15/2012	10/17/2012	177.75	141.68	36.07
49. BED BATH AND BEYOND	05/02/2012	09/21/2012	3,035.28	3,501.80	-466.52
2. BOEING CO	07/30/2012	10/17/2012	147.09	150.33	-3.24
37. BRISTOL MYERS SQUIBB CO	09/29/2011	08/20/2012	1,163.88	1,152.94	10.94
75. BRISTOL MYERS SQUIBB CO	09/29/2011	08/20/2012	2,363.29	2,337.04	26.25
2. CATERPILLAR INC	02/21/2012	10/17/2012	171.17	231.18	-60.01
50. CATERPILLAR INC	02/01/2012	10/19/2012	4,204.78	5,557.83	-1,353.05
7. CISCO SYSTEMS INC	02/14/2012	10/17/2012	130.61	139.61	-9.00
5. COCA COLA CO	02/21/2012	10/17/2012	190.52	172.15	18.37
53. CONOCOPHILLIPS	11/11/2011	06/01/2012	2,709.47	2,094.13	-184.66
6. CUMMINS INC	02/21/2012	07/30/2012	543.55	740.07	-197.32
3. DISNEY WALT CO	06/01/2012	10/17/2012	155.45	133.77	21.68
3. DISCOVER FINANCIAL W/I	07/27/2012	10/17/2012	121.61	107.73	13.88
6. E M C CORP MASS	02/14/2012	10/17/2012	154.97	157.10	-2.13
68. EQT CORPORATION	07/18/2011	01/23/2012	3,364.86	4,016.74	-651.88
24. EQT CORPORATION	09/19/2011	01/23/2012	1,187.60	1,518.92	-331.32
3. EASTMAN CHEM CO	02/15/2012	10/17/2012	171.77	161.57	10.20
3. EBAY INC	05/02/2012	10/17/2012	145.07	122.74	22.33
21. FMC CORPORATION NEW	12/16/2011	06/13/2012	1,071.32	1,032.48	38.84
19. FMC CORPORATION NEW	12/16/2011	10/10/2012	1,023.96	804.08	219.88
8. FIFTH THIRD BANCORP	08/29/2012	10/17/2012	121.15	120.95	0.20
6. GANNETT INC	09/21/2012	10/17/2012	111.44	112.57	-1.13
11. GENERAL ELECTRIC CO	09/21/2012	10/17/2012	251.40	249.06	2.34
3. HOME DEPOT INC	05/02/2012	10/17/2012	186.01	158.08	27.93
29. INTERNATIONAL PAPER CO	04/04/2012	08/08/2012	948.36	1,018.46	-70.10
81. INTERNATIONAL PAPER CO	04/04/2012	08/08/2012	2,653.29	2,825.21	-171.92
5. JP MORGAN CHASE & CO	05/02/2012	10/17/2012	216.94	215.98	0.96
25. JOY GLOBAL INC	07/18/2011	05/09/2012	1,631.24	2,398.84	-767.60
15. JOY GLOBAL INC	07/18/2011	05/09/2012	979.74	1,439.30	-459.56
5.666 KRAFT FOODS GROUP INC	12/01/2011	11/29/2012	259.17	217.07	42.10
3. LIMITED INC	12/01/2011	10/17/2012	149.19	127.64	21.75
Totals					

FRIEDER FOUNDATION IMA
 Schedule D Detail of Short-term Capital Gains and Losses

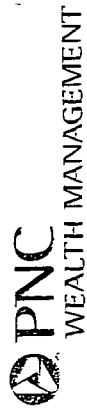
Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
48. MC DONALDS CORP	08/05/2011	05/02/2012	4,669.89	4,071.08	598.81
4. MONDELEZ INTERNATIONAL	12/01/2011	10/17/2012	109.63	95.16	14.47
13. MONDELEZ INTERNATIONAL	12/01/2011	11/29/2012	332.82	309.25	23.57
5. MYLAN LABORATORIES INC	08/21/2012	10/17/2012	121.94	119.44	2.50
2. NATIONAL OILWELL	01/23/2012	10/17/2012	160.69	151.69	9.00
11. NATIONAL OILWELL	01/23/2012	12/14/2012	714.34	834.28	-119.94
34. NOBLE ENERGY INC	01/23/2012	06/13/2012	2,809.40	3,457.81	-648.41
56. NORFOLK SOUTHERN CORP	07/16/2012	09/21/2012	3,649.86	4,119.22	-469.36
2. OGE ENERGY CORP	05/15/2012	10/17/2012	114.81	108.34	6.47
2. PHILIP MORRIS INTERNAT-W/I	08/08/2012	10/17/2012	184.73	183.70	1.03
17. PHILLIPS 66	11/11/2011	05/09/2012	539.37	586.37	-47.00
9. PHILLIPS 66	11/14/2011	05/09/2012	285.55	308.90	-23.35
.5 PHILLIPS 66	11/11/2011	05/10/2012	16.26	17.30	-1.04
63. PRICE T ROWE GROUP INC	02/01/2012	08/29/2012	3,868.07	3,749.15	118.92
6. PRICE T ROWE GROUP INC	02/01/2012	08/29/2012	368.27	351.86	16.41
12. QUALCOMM INC	02/14/2012	07/26/2012	698.24	736.77	-38.53
4. RESMED INC	05/02/2012	10/17/2012	162.75	139.26	23.49
5. SUNCOR ENERGY INC ISIN CA8672241079 SEDOL B3NB1P2	06/13/2012	10/17/2012	169.19	140.94	28.25
80. TARGET CORP	09/19/2011	01/09/2012	3,878.66	4,193.16	-314.50
41. VODAFONE GROUP PLC SPONSORED ADR NEW	08/05/2011	07/25/2012	1,129.30	1,120.64	8.66
109. VODAFONE GROUP PLC					
SPONSORED ADR NEW					
6. WELLS FARGO & COMPANY NEW	08/05/2011	07/25/2012	3,010.75	2,979.28	31.47
4. WISCONSIN ENERGY CORP	01/23/2012	10/17/2012	208.07	184.90	23.17
23. HERBALIFE LTD	05/15/2012	10/17/2012	154.43	148.67	5.76
31. HERBALIFE LTD	03/27/2012	05/15/2012	981.01	1,648.70	-667.69
39. INVESCO LTD ISIN BMG491BT1088 SEDOL B28XP76	03/27/2012	05/15/2012	1,313.88	2,220.67	-906.79
150. INVESCO LTD ISIN BMG491BT1088 SEDOL B28XP76	03/14/2012	07/26/2012	830.38	1,014.95	-184.57
Totals			63,981.00	71,398.00	-7,417.00

TRIEDER FOUNDATION IMA
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-Term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
17. ALLERGAN INC	02/06/2009	06/13/2012	1,546.78	700.75	846.03
14. AMERISOURCEBERGEN CORP	02/02/2010	03/13/2012	529.78	398.16	131.62
41. AMERISOURCEBERGEN CORP	02/02/2010	03/13/2012	1,553.79	1,163.61	390.18
10. AMERISOURCEBERGEN CORP	03/03/2010	03/13/2012	376.81	281.69	95.12
16. AMERISOURCEBERGEN CORP	03/03/2010	03/13/2012	605.40	450.71	154.69
17. AMERISOURCEBERGEN CORP	03/03/2010	03/14/2012	649.49	478.87	170.62
32. AMERIPRISE FINANCIAL INC	11/18/2009	03/14/2012	1,818.07	1,231.76	586.31
48. AMERIPRISE FINANCIAL INC	11/18/2009	03/14/2012	2,738.56	1,847.64	890.92
4. AMERIPRISE FINANCIAL INC	11/18/2009	03/15/2012	226.47	153.97	72.50
4. APPLE COMPUTER INC	10/10/2006	10/10/2012	2,566.41	297.84	2,268.57
1. APPLE COMPUTER INC	10/10/2006	10/17/2012	647.27	74.46	572.81
3. APPLE COMPUTER INC	10/10/2006	11/14/2012	1,620.99	223.38	1,397.61
225. BANK OF AMERICA CORP	02/24/2010	07/26/2012	1,603.54	3,666.69	-2,063.15
2739.103 BLACKROCK FUNDS CORE BOND TOTAL RETURN	05/01/2000	01/05/2012	25,774.95	25,048.04	726.91
35. BORG WARNER INC.	03/10/2011	06/01/2012	2,341.44	2,680.83	-339.39
16. BORG WARNER INC.	03/10/2011	06/01/2012	1,083.03	1,225.52	-142.49
94. CAPITAL ONE FINANCIAL CORP	01/12/2010	02/01/2012	4,390.76	3,929.59	461.17
80. CELANESE CORP-SERIES A	05/29/2009	04/04/2012	3,612.21	1,631.92	1,980.29
3. CHEVRONTXACO CORP	08/04/2010	10/17/2012	344.81	236.65	108.16
20. CHEVRONTXACO CORP	07/16/2010	12/14/2012	2,155.17	1,442.17	713.00
2. CHUBB CORP	11/02/2007	10/17/2012	157.45	101.72	55.73
5. COMCAST CORPORATION CL A	10/12/2011	10/17/2012	185.34	118.43	66.91
33. CUMMINS INC	01/12/2010	07/30/2012	2,989.53	1,707.72	1,281.81
418.347 DODGE & COX INTERNATIONAL AL STOCK FUND	10/12/2006	10/17/2012	14,165.23	17,093.67	-2,928.44
31. DOLLAR TREE INC	11/12/2008	06/01/2012	3,107.83	813.78	2,294.05
84. DOLLAR TREE INC	11/12/2008	10/17/2012	3,394.08	1,102.55	2,291.53
20. DOVER CORP	08/17/2010	07/16/2012	1,028.41	958.06	70.35
13. DOVER CORP	08/17/2010	07/16/2012	665.34	622.74	42.60
44. DOVER CORP	08/17/2010	07/17/2012	2,253.32	2,107.72	145.60
70. DUPONT E I DE NEMOURS & CO	08/17/2010	02/14/2012	3,468.93	2,916.31	552.62
Totals					

FRIEDER FOUNDATION IMA
 Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
12. DUPONT E I DE NEMOURS & CO	02/02/2011	02/14/2012	594.67	622.30	-27.63
80. EATON CORP MERGED	12/07/2010	02/01/2012	3,979.36	4,034.18	-54.82
4. EXXON MOBIL CORP	03/10/2011	10/17/2012	373.07	327.70	45.37
3. GOOGLE INC-CL A	01/27/2009	02/14/2012	1,820.41	994.60	825.81
4. GOOGLE INC-CL A	01/27/2009	11/02/2012	2,763.07	1,326.14	1,436.93
2. HERSHEY FOODS CORP	05/28/2010	10/17/2012	142.27	94.22	48.05
43. INTEL CORP	01/15/2004	09/21/2012	993.46	1,171.90	-178.44
5. INTEL CORP	01/09/2008	10/17/2012	108.94	113.62	-4.68
1. INTERNATIONAL BUSINESS MACHS CORP	08/05/2008	10/17/2012	201.54	128.02	73.52
6. INTERNATIONAL BUSINESS MACHS CORP	08/24/2009	11/02/2012	1,168.36	717.86	450.50
18. JOHNSON & JOHNSON	05/16/2011	10/10/2012	1,226.19	1,196.79	29.40
3. JOHNSON & JOHNSON .665 KRAFT FOODS GROUP INC	05/16/2011	10/17/2012	209.80	199.47	10.33
26.334 KRAFT FOODS GROUP INC	08/19/2011	10/25/2012	30.63	23.54	7.09
98. LAUDER ESTEE COS INC CL A	08/19/2011	11/29/2012	1,204.57	932.38	272.19
637.303 LEGG MASON BATTERYMARCH EMERGING MARKETS FUND CL 1	04/07/2011	08/08/2012	5,283.34	4,667.37	615.97
4. MACY'S INC	01/06/2011	05/16/2012	11,923.94	15,000.00	-3,076.06
39. MACY'S INC	05/16/2011	10/17/2012	162.93	112.70	50.23
167. MATTEL INC	05/16/2011	10/17/2012	1,592.44	1,098.86	493.58
3. MERCK & CO INC	05/24/2010	05/02/2012	5,639.75	3,616.07	2,023.68
7. MICROSOFT CORP	12/17/2009	10/17/2012	142.36	112.53	29.83
127. MICROSOFT CORP	03/05/2004	10/17/2012	206.28	185.01	21.27
81. MONDELEZ INTERNATIONAL	03/05/2004	11/02/2012	3,750.14	3,356.61	393.53
3. MOODY'S CORP - EX DIST	08/19/2011	11/29/2012	2,073.71	1,780.93	292.78
13. NATIONAL OILWELL	06/03/2011	10/17/2012	137.33	118.20	19.13
2. NATIONAL OILWELL	08/04/2010	12/14/2012	844.22	542.27	301.94
11. NORTHEAST UTILITIES	11/11/2011	12/14/2012	129.88	141.91	-12.03
43. NORTHEAST UTILITIES	01/18/2011	05/15/2012	395.55	358.10	37.45
14. NORTHEAST UTILITIES	01/14/2011	05/15/2012	1,540.64	1,392.56	148.08
21. NORTHEAST UTILITIES	01/14/2011	05/16/2012	500.31	447.28	53.03
91. ORACLE CORP	01/14/2011	05/16/2012	747.64	670.91	76.73
4. ORACLE CORP	10/10/2006	01/09/2012	2,449.58	1,698.89	750.69
Totals	10/10/2006	10/17/2012	126.23	74.68	51.55



FRIEDER FOUNDATION
 INVESTMENT MANAGEMENT STATEMENT

Account number 60-60-501-1101041
 January 1, 2012 - December 31, 2012

Fixed income
 Etf - fixed income

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current price per unit	Avg original value at PNC per unit			
ISHARES IBOX \$ INVESTOR (IQD)	248	\$28,212.48	\$30,005.52	\$24,928.32	3.45%	\$100.52	
INVESTMENT GRADE CORP BD FD ETF			\$120,990.00				
PNC							
ISHARES BARCLAYS INTERMEDIATE (CIU)	239	25,616.02	111,290.00	25,075.88	3.06%	104.92	
CREDIT BOND FUND ETF PNC							

Detail

**Fixed income
Etf - fixed income**

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Avg original value at PNC per unit	Total original value at PNC
	Quantity	price per unit	Current price per unit	Current			
ISHARES BARCLAYS 1-3 YEAR CRED (CSJ) ETF	25,112.20	25,420.68	25,420.68	105,4800	2.92 %	24,923.55	103.42
PNC	241						
Total etf - fixed income			\$82,024.51		9.41 %	\$74,927.75	

Mutual funds - fixed income

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Avg original value at PNC per unit	Total original value at PNC
	Quantity	price per unit	Current price per unit	Current			
DODGE & COX INCOME FUND (DODIX) PNC	29,963.74	\$57,297.61	\$57,297.61	13,8600	6.58 %	\$55,000.00	\$13.30
FIDELITY ADVISOR FLOATING HIGH (FFRIX) INCOME FUND I PNC	9,727.27	15,005.13	15,005.13	9,9200	1.73 %	15,000.00	9.92
JPMORGAN MORTGAGE BACKED (OMBIX) SECURITIES FUND PNC	25,155.78	25,596.34	25,596.34	11,6200	2.94 %	25,000.00	11.35
Total mutual funds - fixed income			\$97,899.08		11.23 %	\$95,000.00	

Total fixed income			\$179,923.59		20.65 %	\$169,927.75	
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Detail

Equities

Stocks

Consumer discretionary

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC
	Quantity	price per unit	Current	Avg original value at PNC per unit		
COMCAST CORPORATION CL A (CMCSA)	183	\$4,457.48	\$6,836.88	\$4,334.41	0.79 %	\$23.69
PCA ADVANTAGE PORTFOLIO	67	3,335.93	49,790.00	2,987.43	0.39 %	44.59
DISNEY WALT CO (DIS)	192	3,457.92	18,010.00	3,588.91	0.40 %	18.69
PCA ADVANTAGE PORTFOLIO	122	7,545.70	61,850.00	5,400.21	0.87 %	44.26
HOME DEPOT INC (HD)	99	4,115.70	4,658.94	2,747.58	0.54 %	27.75
PCA ADVANTAGE PORTFOLIO	133	5,663.68	39,020.00	3,747.39	0.60 %	28.18
MACY'S INC (M)	39	4,329.39	111,010.00	3,820.17	0.50 %	97.95
PCA ADVANTAGE PORTFOLIO	42	3,534.30	84,150.00	3,464.76	0.41 %	82.49
POLARIS INDS INC (PII)	48	2,596.32	54,090.00	2,956.53	0.30 %	61.59
PCA ADVANTAGE PORTFOLIO			\$41,485.04	\$33,047.39	4.76 %	

Consumer staples

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC
	Quantity	price per unit	Current	Avg original value at PNC per unit		
ANHEUSER BUSCH INBEV (BUD)	58	\$5,069.78	\$87,410.00	\$4,096.75	0.59 %	\$70.63
SPONSORED ADR	4,548.05	6,343.75	36,250.00	5,291.43	0.73 %	30.24
PCA ADVANTAGE PORTFOLIO	175	6,499.80	72,220.00	4,319.15	0.75 %	47.99
COCA COLA CO (KO)	90	5,683.76				
PCA ADVANTAGE PORTFOLIO						
THE HERSHEY COMPANY (HSY)						
PCA ADVANTAGE PORTFOLIO						

Detail

Consumer staples

Description (Symbol)	Market value last period	Quantity	Current market value	Current price per unit	% of total portfolio	Avg original value at PNC per unit	Total original value at PNC
MC CORMICK & CO INC (MKC)		52	3,303.56	63.5300	0.38 %	3,361.19	64.64
PCA ADVANTAGE PORTFOLIO							
PHILIP MORRIS INTERNAT-W/ (PM)		61	5,102.04	83.6400	0.59 %	5,586.52	91.58
PCA ADVANTAGE PORTFOLIO							
PROCTER & GAMBLE CO (PG)		6,404.16	6,245.88	67.8900	0.72 %	5,854.21	63.63
PCA ADVANTAGE PORTFOLIO							
WHOLE FOODS MKT INC (WFM)		4,174.80	5,287.28	91.1600	0.61 %	3,700.66	63.80
PCA ADVANTAGE PORTFOLIO							
Total consumer staples			\$37,852.09		4.34 %	\$32,209.91	

Energy

Description (Symbol)	Market value last period	Quantity	Current market value	Current price per unit	% of total portfolio	Avg original value at PNC per unit	Total original value at PNC
ENSCO PLC CLASS A (ESV)		59	\$3,497.52	\$59.2800	0.41 %	\$3,379.31	\$57.28
SEDOL B4VLR19							
PCA ADVANTAGE PORTFOLIO							
CHEVRON CORPORATION (CVX)		10,320.80	8,002.36	108.1400	0.92 %	5,493.37	74.23
PCA ADVANTAGE PORTFOLIO							
EXXON MOBIL CORP (XOM)		11,781.64	11,684.25	86.5500	1.35 %	8,664.52	64.18
PCA ADVANTAGE PORTFOLIO							
NATIONAL OILWELL VARCO INC (NOV)		4,759.30	3,759.25	68.3500	0.44 %	2,646.13	48.11
PCA ADVANTAGE PORTFOLIO							
SUNCOR ENERGY INC (SU)		177	5,837.46	32.9800	0.67 %	4,804.43	27.14
ISIN CA8672241079 SEDOL B3NB IP2							
PCA ADVANTAGE PORTFOLIO							
Total energy			\$32,780.84		3.76 %	\$24,987.76	

Detail

Financial

Description (Symbol)	Market value last period		Current market value	% of total portfolio	Avg original value at PNC per unit	Total original value at PNC
	Quantity	price per unit				
AMERICAN EXPRESS CO (AXP)	\$3,679 26	\$4,770 84		0 55 %	\$3,673 82	
PCA ADVANTAGE PORTFOLIO	83	\$57 4800			\$44 26	
CAPITAL ONE FINANCIAL CORP (COF)	3,975 26	3,244 08		0 38 %	3,448 23	
PCA ADVANTAGE PORTFOLIO	56	57 9300			61 58	
CHUBB CORP (CB)	4,845 40	5,121 76		0 59 %	3,595 09	
PCA ADVANTAGE PORTFOLIO	68	75 3200			52 87	
CITIGROUP INC (C)	2,578 38	5,380 16		0 62 %	5,619 13	
PCA ADVANTAGE PORTFOLIO	136	39 5600			41 32	
DISCOVER FINANCIAL W/ (DFS)	87	3,353 85		0 39 %	3 088 41	
PCA ADVANTAGE PORTFOLIO		38 5500			35 50	
EQUITY RESIDENTIAL (EQR)	3,079 62	3,060 18		0 36 %	2,444 99	
SH BEN INT REIT	54	56 6700			45 28	
PCA ADVANTAGE PORTFOLIO		4,316 80		0 50 %	4,094 01	
FIFTH THIRD BANCORP (FITB)	284	15 2000			14 42	
PCA ADVANTAGE PORTFOLIO		8,090 30		0 93 %	7,076 22	
JPMORGAN CHASE & CO (JPM)	5,918 50	43 9690			38 46	
PCA ADVANTAGE PORTFOLIO	184	3,840 33		0 45 %	3,452 28	
M&T BK CORP (MTB)	39	98 4700			88 52	
PCA ADVANTAGE PORTFOLIO		5,182 96		0 60 %	4,168 33	
MOODY'S CORP (MCO)	2,728 08	50 3200			40 47	
PCA ADVANTAGE PORTFOLIO	103	7,417 06		0 86 %	6,130 11	
WELLS FARGO & COMPANY (WFC)	4,850 56	34 1800			28 25	
PCA ADVANTAGE PORTFOLIO	217					
Total financial		\$53,778 32		6 17 %	\$46,790 62	

Detail

Health care

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Quantity	price per unit		Avg original value at PNC per unit	Avg original value at PNC per unit
COVIDIEN PLC (COV)	96	\$4,455.99	96	\$5,543.04	0.64%	\$4,510.83	\$46.99
ISIN IE00B685QD29 SEDOL B685QD2				\$57,7400			
PCA ADVANTAGE PORTFOLIO							
ALLERGAN INC (AGN)	45	5,439.88	45	4,127.85	0.48%	1,885.06	41.89
PCA ADVANTAGE PORTFOLIO				91,7300		3,794.44	97.29
COOPER COS INC (COO)	65	2,563.60	65	2,661.10	0.31%	2,438.09	37.51
PCA ADVANTAGE PORTFOLIO				40,9400		3,412.65	23.86
MYLAN INC (MYL)	275	6,102.48	275	3,925.35	0.80%	5,653.87	20.56
PCA ADVANTAGE PORTFOLIO				27,4500		4,470.27	31.70
JOHNSON & JOHNSON (JNJ)	143	7,607.28	143	6,659.50	0.77%	5,961.44	62.75
PCA ADVANTAGE PORTFOLIO				70,1000		2,438.09	37.51
MERCK & CO INC (MRK)	275	6,102.48	275	3,925.35	0.46%	3,412.65	23.86
PCA ADVANTAGE PORTFOLIO				27,4500		5,653.87	20.56
RESMED INC (RMD)	141	5,861.37	141	4,157.00	0.68%	4,470.27	31.70
PCA ADVANTAGE PORTFOLIO				41,5700		2,942.26	71.76
SHIRE PLC (SHPG)	41	3,220.90	41	3,779.38	0.44%	2,942.26	71.76
SPONSORED ADR				92,1800		1,721.38	27.76
PCA ADVANTAGE PORTFOLIO							
UNITEDHEALTH GROUP INC (UNH)	62	4,307.80	62	3,362.88	0.39%	1,721.38	27.76
PCA ADVANTAGE PORTFOLIO				56,2400			
Total health care				\$46,423.92	5.33%	\$36,790.29	

Industrials

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Quantity	price per unit		Avg original value at PNC per unit	Avg original value at PNC per unit
BOEING CO (BA)	73	\$5,501.28	73	\$75,3600	0.64%	\$5,345.32	\$73.22
PCA ADVANTAGE PORTFOLIO						8,299.75	19.53
GENERAL ELECTRIC CO (GE)	425	4,226.76	425	20,990.00	1.03%	8,299.75	19.53
PCA ADVANTAGE PORTFOLIO							

Detail

Industrials

Description (Symbol)	Market value (last period)		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current	price per unit		Avg original value at PNC per unit	Avg original value at PNC per unit
PALL CORP (PLL)	54	3,254.04	60,260.00	63.37	0.38 %	3,421.71	63.37
PCA ADVANTAGE PORTFOLIO			4,456.80	87.38	0.52 %	4,194.19	87.38
3M COMPANY (MMM)	48	92,850.00	5,908.84	74.40	0.68 %	3,496.66	74.40
PCA ADVANTAGE PORTFOLIO			125,720.00	51.93	0.54 %	2,960.03	51.93
UNION PACIFIC CORP (UNP)	5,191.06	4,674.57	82,010.00				
PCA ADVANTAGE PORTFOLIO							
UNITED TECHNOLOGIES CORP (UTX)	4,312.31						
PCA ADVANTAGE PORTFOLIO							
Total Industrials			\$32,716.28		3.75 %	\$27,717.66	

Information technology

Description (Symbol)	Market value (last period)		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current	price per unit		Avg original value at PNC per unit	Avg original value at PNC per unit
ACCENTURE PLC CLASS A (ACN)	52	\$3,458.00	\$66,500.00	\$68.47	0.40 %	\$3,560.55	\$68.47
ISIN IE00B4BNMY34 SEDOL B4BNMY3							
PCA ADVANTAGE PORTFOLIO							
APPLE INC (AAPL)	12,555.00	12,239.96	532,172.00	106.03	1.41 %	2,438.76	106.03
PCA ADVANTAGE PORTFOLIO							
CISCO SYSTEMS INC (CSCO)	3,724.48	5,501.72	19,649.00	19.12	0.64 %	5,352.88	19.12
PCA ADVANTAGE PORTFOLIO							
EMC CORP (EMC)	4,308.00	5,464.80	25,300.00	17.97	0.63 %	3,881.21	17.97
PCA ADVANTAGE PORTFOLIO							
EBAY INC (EBAY)	3,033.00	6,221.63	50,997.00	35.71	0.72 %	4,356.80	35.71
PCA ADVANTAGE PORTFOLIO							
GOOGLE INC-CL A (GOOG)	7,750.80	3,536.90	707,380.00	336.08	0.41 %	1,680.41	336.08
PCA ADVANTAGE PORTFOLIO							
INTEL CORP (INTC)	4,947.00	3,216.72	20,620.00	25.65	0.37 %	4,000.91	25.65
PCA ADVANTAGE PORTFOLIO							
INTERNATIONAL BUSINESS MACHS (IBM)	6,068.04	4,980.30	191,550.00	116.41	0.58 %	3,026.78	116.41
PCA ADVANTAGE PORTFOLIO							

Detail

Information technology

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current	price per unit		Avg original value at PNC per unit	Avg original value at PNC per unit
MICROSOFT CORP (MSFT)	6,723	64	3,338	63	0.39%	3,618	39
PCA ADVANTAGE PORTFOLIO	125		26	7090		28	95
ORACLE CORP (ORCL)	5,309	55	3,731	84	0.43%	2,209	22
PCA ADVANTAGE PORTFOLIO	112		33	3200		19	73
QUALCOMM (QCOM)	5,360	60	6,309	62	0.73%	5,722	11
PCA ADVANTAGE PORTFOLIO	102		61	8590		56	10
Total information technology			\$58,000	12	6.66%	\$39,848	02

Materials

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current	price per unit		Avg original value at PNC per unit	Avg original value at PNC per unit
AGRIUM INC (AGU)	35		\$3,495	49	0.41%	\$3,399	54
SEDOL 2015530							
ISIN CA0089161081							
PCA ADVANTAGE PORTFOLIO							
CF INDUSTRIES HOLDINGS INC (CF)	19		3,860	04	0.45%	3,124	24
PCA ADVANTAGE PORTFOLIO			203	1600		164	43
EASTMAN CHEM CO (EMN)	71		4,831	55	0.56%	3,822	55
PCA ADVANTAGE PORTFOLIO			68	0500		53	84
FMC CORPORATION NEW (FMC)	3,441	60	3,160	08	0.37%	2,353	55
PCA ADVANTAGE PORTFOLIO	54		58	5200		43	58
Total materials			\$15,347	16	1.76%	\$12,699	88

Telecommunication services

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current	price per unit		Avg original value at PNC per unit	Avg original value at PNC per unit
AT&T INC (T)	3,386	88	\$7,551	04	0.87%	\$7,843	09
PCA ADVANTAGE PORTFOLIO	224		\$33	7100		\$35	01

Detail

Utilities

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current	Current price per unit		Avg original value at PNC per unit	Avg original value at PNC per unit
OGE ENERGY CORP (OGE)	3,345.89	\$3,716.46	\$3,716.46	\$3,716.46	0.43%	\$3,100.50	\$3,100.50
PCA ADVANTAGE PORTFOLIO	66	\$56.3100	\$56.3100	\$56.3100		\$46.98	\$46.98
WISCONSIN ENERGY CORP (WEC)	5,628.56	5.96970	36,850.00	5.96970	0.69%	3,346.11	3,346.11
PCA ADVANTAGE PORTFOLIO	162			36,850.00		20.66	20.66
Total utilities			\$9,686.16		1.11%	\$6,446.61	
Total stocks			\$335,620.97		38.51%	\$268,381.23	

Mutual funds - equity

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current	Current price per unit		Avg original value at PNC per unit	Avg original value at PNC per unit
ARTISAN FDS INC (ARTIX)	1,860.28	\$24,627.55	\$24,627.55	\$24,627.55	2.83%	\$17,657.17	\$17,657.17
INTERNATIONAL FUND #661	1,001.527			\$24,590.00		\$17.63	\$17.63
INV CLASS							
PNC							
ARTISAN SMALL CAP VALUE (ARTVX)	21,369.29		21,985.16	21,985.16	2.53%	25,000.00	25,000.00
FD #963	1,432.258			15,350.00		17.45	17.45
PNC							
EAGLE SMALL CAP GROWTH FUND CL I (HSIXI)	31,366.91		35,930.07	35,930.07	4.13%	30,000.00	30,000.00
PNC	821.071		43,760.00	43,760.00		36.54	36.54
FEDERATED STRATEGIC VALUE (SVAIX)	32,914.01		43,353.81	43,353.81	4.98%	40,000.00	40,000.00
DIVIDEND FD CLASS IS	8,688.139			4,990.00		4.60	4.60
FUND #662							
PNC							
HARBOR INTERNATIONAL FUND (HAINX)	13,029.10		15,431.23	15,431.23	1.78%	15,000.00	15,000.00
CLASS INS FD # 2011	248.410			62,120.00		60.38	60.38
PNC							
PERKINS MID CAP VALUE FUND (JMVAX)	1,499.751		32,004.69	32,004.69	3.68%	30,000.00	30,000.00
FUND CLASS I FD # 1167				21,340.00		20.00	20.00
PNC							
T ROWE PRICE GROWTH STOCK (PRGFX)	83,134.33		83,920.71	83,920.71	9.64%	43,225.97	43,225.97
FD # 40	2,221.300			37,780.00		19.46	19.46
PNC							

Detail

Mutual funds - equity

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	Price per unit	Current	Price per unit		Avg original value at PNC per unit	Total original value at PNC
RS EMERGING MARKETS FUND (RSENX) CLASS Y PNC	1,120,955	26,813.24	23,9200	26,813.24	3.08%	25,000.00	22.30
T ROWE PRICE MID CAP GROWTH (RPMGX) INC FD #64 PNC	35,335.27	37,841.51	56,4700	37,841.51	4.35%	37,543.00	56.02
Total mutual funds - equity			\$321,907.97		36.94%	\$263,426.14	

Total equities

\$531,807.37

Alternative investments

Mutual funds - alternative invest

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	Price per unit	Current	Price per unit		Avg original value at PNC per unit	Total original value at PNC
PIMCO COMMODITY REAL RETURN (PCRIX) STRATEGY FUND INSTITUTIONAL CL FD #045 PNC	2,737,814	\$17,905.30	\$6,6400	\$18,179.08	2.09%	\$25,000.00	\$9.13
Total portfolio			\$5,631.61			\$24,735.13	

\$5,631.61

\$24,735.13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED NEIGHBORHOOD CENTER 425 ALDER STREET SCRANTON, PA 18505	N/A	PUBLIC	CONTRIBUTION FOR 2012	5,000.
UNITED WAY OF LACKAWANNA COUNTY 615 JEFFERSON AVE PO BOX 526 SCRANTON, PA 18501	N/A	PUBLIC	CONTRIBUTION FOR 2012	10,000.
LACKAWANNA PRO BONO INC 321 SPRUCE STREET - 5TH FLOOR SCRANTON, PA 18503	N/A	PUBLIC	CONTRIBUTION FOR 2012	2,800.
SCRANTON CULTURAL CENTER 420 N. WASHINGTON AVE SCRANTON, PA 18503	N/A	PUBLIC	CONTRIBUTION FOR 2012	10,000.
COUNTRYSIDE CONSERVANCY PO BOX 55 LA PLUME, PA 18441	N/A	PUBLIC	CONTRIBUTION FOR 2012	10,000.
Total from continuation sheets				37,800.