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 , **and ending**

Name of foundation
FARBER FAMILY FOUNDATION INC.

A Employer identification number
65-0336266

Number and street (or P O box number if mail is not delivered to street address)
1845 WALNUT STREET

Room/suite
800

B Telephone number
215-569-9900

City or town, state, and ZIP code
PHILADELPHIA, PA 19103

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*
▶$ 17,467,095.

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

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

Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received	1,017,000.		N/A	
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	212.	212.		STATEMENT 1
4	Dividends and interest from securities	418,965.	405,267.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	3,848,308.			
b	Gross sales price for all assets on line 6a 6,869,611.				
7	Capital gain net income (from Part IV, line 2)		3,848,308.		
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	2,000.	0.		STATEMENT 3
12	**Total.** Add lines 1 through 11	5,286,485.	4,253,787.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	25,000.	6,250.		18,750.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	16,000.	0.		0.
c	Other professional fees STMT 5	55,831.	55,616.		0.
17	Interest				
18	Taxes STMT 6	42,687.	5,622.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	3,169.	1,620.		0.
24	**Total operating and administrative expenses.** Add lines 13 through 23	142,687.	69,108.		18,750.
25	Contributions, gifts, grants paid	3,790,286.			885,286.
26	**Total expenses and disbursements.** Add lines 24 and 25	3,932,973.	69,108.		904,036.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,353,512.			
b	**Net investment income** (if negative, enter -0-)		4,184,679.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

3
9 18

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,044,198.	3,401,225.	3,401,225.
	3	Accounts receivable ▶ 79,463.			
		Less: allowance for doubtful accounts ▶	19,693.	79,463.	79,463.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 9	2,531,548.	2,294,612.	2,403,347.
	b	Investments - corporate stock STMT 10	5,071,321.	6,623,138.	8,991,568.
	c	Investments - corporate bonds STMT 11	2,272,959.	2,529,120.	2,591,492.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other	750,000.		
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	11,689,719.	14,927,558.	17,467,095.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	330,000.	3,235,000.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	330,000.	3,235,000.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	8,052,777.	8,052,777.	
	29	Retained earnings, accumulated income, endowment, or other funds	3,306,942.	3,639,781.	
	30	**Total net assets or fund balances**	11,359,719.	11,692,558.	
	31	**Total liabilities and net assets/fund balances**	11,689,719.	14,927,558.	

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	11,359,719.
2	Enter amount from Part I, line 27a	2	1,353,512.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	12,713,231.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	1,020,673.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,692,558.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	6,869,611.		3,021,303.	3,848,308.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				3,848,308.

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 3,848,308.

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	642,400.	14,968,389.	.042917
2010	593,600.	12,996,734.	.045673
2009	585,650.	12,426,020.	.047131
2008	761,050.	16,100,811.	.047268
2007	510,800.	16,719,386.	.030551

2	**Total** of line 1, column (d)	2	.213540
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	.042708
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,261,698.
5	Multiply line 4 by line 3	5	694,505.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	41,847.
7	Add lines 5 and 6	7	736,352.
8	Enter qualifying distributions from Part XII, line 4	8	904,036.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	41,847.
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	41,847.
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	41,847.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	28,000.		
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	28,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	149.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	13,996.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL, PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 STMT 12	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 ▶ FAIRMAN GROUP FAMILY OFFICE LLP Telephone no. ▶610-889-7300

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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

	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ________, ________, ________, ________				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? N/A **5b**

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JACK FARBER 1845 WALNUT ST., STE 800 PHILADELPHIA, PA 19103	CHAIRMAN & DIRECTOR 5.00	0.	0.	0.
VIVIAN FARBER 1845 WALNUT ST., STE 800 PHILADELPHIA, PA 19103	PRESIDENT & DIRECTOR 3.00	0.	0.	0.
ELLEN FARBER 1845 WALNUT ST., STE 800 PHILADELPHIA, PA 19103	EX. DIRECTOR, TREASURER, S 10.00	25,000.	0.	0.

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	13,617,518.
b	Average of monthly cash balances		1b	2,420,240.
c	Fair market value of all other assets		1c	471,580.
d	**Total** (add lines 1a, b, and c)		1d	16,509,338.
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	16,509,338.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	247,640.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	16,261,698.
6	**Minimum investment return**. Enter 5% of line 5		6	813,085.

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	813,085.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 41,847.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	41,847.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	771,238.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	771,238.
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	771,238.

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	904,036.
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	904,036.
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	41,847.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	862,189.

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					771,238.
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					
d From 2010					
e From 2011					
f **Total** of lines 3a through e		0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 904,036.					
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					771,238.
e Remaining amount distributed out of corpus		132,798.			
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		132,798.			
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		132,798.			
10 Analysis of line 9:					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010					
d Excess from 2011					
e Excess from 2012	132,798.				

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

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

1 **Information Regarding Foundation Managers:**

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

JACK FARBER

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ABRAMSON CENTER 1425 HORSHAM ROAD NORTH WALES, PA 19454	NONE	PUBLIC	GENERAL	1,800.
ALS ASSOCIATION 321 NORRISTOWN ROAD AMBLER, PA 19002	NONE	PUBLIC	GENERAL	76,000.
ALZHEIMER'S ASSOCIATION 399 MARKET STREET, SUITE 102 PHILADELPHIA, PA 19106	NONE	PUBLIC	GENERAL	5,250.
AMERICAN JEWISH COMMITTEE 165 E. 56TH STREET NEW YORK, NY 10022-2746	NONE	PUBLIC	GENERAL	56,000.
ANTI-DEFAMATION LEAGUE 605 THIRD AVENUE NEW YORK, NY 10158-3560	NONE	PUBLIC	GENERAL	6,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	3,790,286.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	212.	
4 Dividends and interest from securities			14	418,965.	
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	2,000.	
8 Gain or (loss) from sales of assets other than inventory			18	3,848,308.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		4,269,485.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 4,269,485.

(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).

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12-05-12

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: 5/15/13 — Title: EXECUTIVE DIRECTOR

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARIANNE INFORZATO	Marianne Inforzato	5/14/13		P00750114

Firm's name ▶ THE FAIRMAN GROUP LLC — Firm's EIN ▶ 48-1259643

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

Phone no. 610-889-7300

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

FARBER FAMILY FOUNDATION INC.

Employer identification number

65-0336266

Organization type (check one):

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

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

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

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

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

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JACK FARBER 3056 MIRO DRIVE NORTH PALM BEACH GARDENS, FL 33410	$ 1,017,000.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

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

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	50,000 SHS CSS INDUSTRIES INC.	$ 1,017,000.	11/30/12

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

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

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

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

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

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

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
50,000 SHS CSS INDUSTRIES INC. COMMON STOCK	3,750.	1,094,500.
HAWTHORN (2246) - EQUITIES - SEE ATTACHED	1,001,881.	1,107,521.
HAWTHORN (6409) - EQUITIES - SEE ATTACHED	5,617,507.	6,789,547.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,623,138.	8,991,568.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HAWTHORN (6409) - CORPORATE BONDS - SEE ATTACHED	2,529,120.	2,591,492.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,529,120.	2,591,492.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 12

NAME OF CONTRIBUTOR	ADDRESS
JACK FARBER	3056 MIRO DRIVE NORTH PALM BEACH GARDENS, FL 33410

FARBER FAMILY FOUNDATION INC.

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

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	HAWTHORN (2246) - SEE ATTACHMENT 'A'	P	VARIOUS	VARIOUS
b	HAWTHORN (6409) - SEE ATTACHMENT 'B'	P	VARIOUS	VARIOUS
c	HAWTHORN (6409) - SEE ATTACHMENT 'B'	P	VARIOUS	VARIOUS
d	ISHARES S&P GSCI COMMODITY-INDEXED TRUST K-1	P	VARIOUS	VARIOUS
e	MORGAN STANLEY - SEE ATTACHMENT 'C'	D	VARIOUS	VARIOUS
f	THE PLEIADES OFFSHORE FUND LTD PARTNERSHIP INTERE	P	06/29/09	06/30/12
g	THE VITTORIA OFFSHORE FUND LTD PARTNERSHIP INTERE	P	06/29/09	06/30/12
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	8,078.		6,321.	1,757.
b	294,789.		295,227.	<438.>
c	2,927,204.		1,959,634.	967,570.
d			268.	<268.>
e	2,690,199.		9,853.	2,680,346.
f	309,957.		250,000.	59,957.
g	629,649.		500,000.	129,649.
h	9,735.			9,735.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,757.
b				<438.>
c				967,570.
d				<268.>
e				2,680,346.
f				59,957.
g				129,649.
h				9,735.
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	3,848,308.
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

FARBER FAMILY FOUNDATION INC. 65-0336266

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDREN'S HOSPITAL OF PENNSYLVANIA 34TH STREET AND CIVIC CENTER BOULEVARD PHILADELPHIA, PA 19104	NONE	PUBLIC	GENERAL	1,200.
CLARKE SCHOOLS FOR HEARING AND SPEECH 455 SOUTH ROBERTS ROAD BRYN MAWR, PA 19010	NONE	PUBLIC	GENERAL	200,000.
DELAWARE VALLEY STROKE COUNCIL JEFFERSON STROKE CENTER, 1025 WALNUT STREET PHILADELPHIA, PA 19102	NONE	PUBLIC	GENERAL	6,500.
GEARING UP P.O. BOX 26061 PHILADELPHIA, PA 19128	NONE	PUBLIC	GENERAL	7,500.
GERSHMAN Y 401 SOUTH BROAD STREET PHILADELPHIA, PA 19147	NONE	PUBLIC	GENERAL	1,000.
JEWISH FEDERATION OF GREATER PHILADELPHIA 2100 ARCH STREET PHILADELPHIA, PA 19103	NONE	PUBLIC	GENERAL	86,000.
JEWISH FEDERATION OF PALM BEACH 4601 COMMUNITY DRIVE WEST PALM BEACH, FL 33417	NONE	PUBLIC	GENERAL	55,000.
JEWISH FOUNDATION FOR THE RIGHTEOUS 305 SEVENTH AVENUE, 19TH FLOOR NEW YORK, NY 10022	NONE	PUBLIC	GENERAL	15,000.
JEWISH LEARNING VENTURE 7607 OLD YORK ROAD MELROSE PARK, PA 19027	NONE	PUBLIC	GENERAL	2,500.
KIMMEL CANCER CENTER AT JEFFERSON 233 S. 10TH STREET, BLSB, ROOM 1050 PHILADELPHIA, PA 19107	NONE	PUBLIC	GENERAL	10,000.
Total from continuation sheets				3,645,236.

FARBER FAMILY FOUNDATION INC. 65-0336266

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAUREL HOUSE P.O. BOX 764 NORRISTOWN, PA 19404	NONE	PUBLIC	GENERAL	2,500.
MABGA P.O. BOX 27 VALLEY FORGE, PA 19481	NONE	PUBLIC	GENERAL	1,100.
MACULA VISION RESEARCH FOUNDATION ONE TOWER BRIDGE, 100 FRONT ST, STE 300 WEST CONSHOHOCKEN, PA 19428	NONE	PUBLIC	GENERAL	5,000.
MUSCULAR DYSTROPHY ASSOCIATION 3300 E. SUNRISE DRIVE TUCSON, AZ 85718	NONE	PUBLIC	GENERAL	10,000.
NATIONAL LIBERTY MUSEUM 321 CHESTNUT STREET PHILADELPHIA, PA 19106-2707	NONE	PUBLIC	GENERAL	25,000.
ROCK TO THE FUTURE 219 MERCER STREET PHILADELPHIA, PA 19125	NONE	PUBLIC	GENERAL	5,000.
SMITH MEMORIAL PLAYGROUND AND PLAYHOUSE EAST FAIRMOUNT PARK PHILADELPHIA, PA 19121	NONE	PUBLIC	GENERAL	5,000.
THE BARNES FOUNDATION 2025 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130	NONE	PUBLIC	GENERAL	10,000.
THE PARKINSON COUNCIL 111 PRESIDENTIAL BLVD STE 250 BALA CYNWYD, PA 19004	NONE	PUBLIC	GENERAL	7,500.
THOMAS JEFFERSON UNIVERSITY - DR. RODNEY BELL FUND 925 CHESTNUT STREET, STE 110 PHILADELPHIA, PA 19107	NONE	PUBLIC	GENERAL	100,000.
Total from continuation sheets				

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
THOMAS JEFFERSON UNIVERSITY - FARBER INSTITUTE FOR NEUROSCIENCES 900 WALNUT STREET, SUITE 400 PHILADELPHIA, PA 19107	NONE	PUBLIC	GENERAL	1,025,436.
THOMAS JEFFERSON UNIVERSITY - JEFFERSON AWARDS GALA 925 CHESTNUT STREET, STE 110 PHILADELPHIA, PA 19107	NONE	PUBLIC	GENERAL	10,000.
THOMAS JEFFERSON UNIVERSITY - JEFFERSON VALUES FUND 925 CHESTNUT STREET, STE 110 PHILADELPHIA, PA 19107	NONE	PUBLIC	GENERAL	25,000.
UNITED WAY 7 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103	NONE	PUBLIC	GENERAL	29,000.
WILLS EYE INSTITUTE - FARBER FUND FOR OPHTHALMIC RESEARCH 840 WALNUT STREET PHILADELPHIA, PA 19107	NONE	PUBLIC	GENERAL	2,000,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
INTERNAL REVENUE SERVICE	31.
MORGAN STANLEY	181.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	212.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CSS STOCK DIVIDENDS	25,893.	0.	25,893.
HAWTHORN (2246)	10,803.	0.	10,803.
HAWTHORN (6409)	378,327.	9,735.	368,592.
ISHARES S&P GSCI COMMODITY-INDEXED TRUST K-1	157.	0.	157.
MORGAN STANLEY (CSS STOCK DIVIDENDS)	13,520.	0.	13,520.
TOTAL TO FM 990-PF, PART I, LN 4	428,700.	9,735.	418,965.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
2010 FEDERAL TAX REFUND	2,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,000.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,500.	0.		0.
TAX PREPARATION AND CONSULTING	5,500.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	16,000.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODY FEES	2,671.	2,661.		0.
HAWTHORN INVESTMENT FEES	53,160.	52,955.		0.
TO FORM 990-PF, PG 1, LN 16C	55,831.	55,616.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2012 NOT FOR PROFIT CORPORATION ANNUAL REPORT	61.	0.		0.
2011 FEDERAL FORM 990-PF BALANCE DUE PAID IN 2012	9,004.	0.		0.
2012 FEDERAL ESTIMATED TAX PAYMENTS	28,000.	0.		0.
FOREIGN TAXES PAID	5,622.	5,622.		0.
TO FORM 990-PF, PG 1, LN 18	42,687.	5,622.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	39.	0.		0.
MEMBERSHIP DUES AND PROFESSIONAL SUBSCRIPTIONS	1,097.	0.		0.
MISCELLANEOUS EXPENSE	413.	0.		0.
FROM K-1: ISHARES S&P GSCI COMMODITY-INDEXED TRUST	1,620.	1,620.		0.
TO FORM 990-PF, PG 1, LN 23	3,169.	1,620.		0.

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

DESCRIPTION	AMOUNT
BOOK VALUE ADJUSTMENT	7,423.
UNREALIZED GAIN ON CONTRIBUTED ASSETS	1,013,250.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,020,673.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
HAWTHORN (6409) - MUNICIPAL BONDS - SEE ATTACHED		X	1,460,696.	1,512,350.
HAWTHORN (6409) - TREASURY BONDS - SEE ATTACHED	X		833,916.	890,997.
TOTAL U.S. GOVERNMENT OBLIGATIONS			833,916.	890,997.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,460,696.	1,512,350.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,294,612.	2,403,347.

FARBER . IILY FDTN 2 GRG CUST

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
.5 BROWN FORMAN CORP CL A	07/25/2012	08/17/2012	30.02	30.06	-0.04
25. PHILIP MORRIS INTERNAT-W/I	07/25/2012	09/14/2012	2,230.07	2,178.11	51.96
75. CIE FINANCIERE RICHEMON-BR A SEDOL B3DCZF3	07/25/2012	12/13/2012	5,817.44	4,112.41	1,705.03
Totals			8,078.00	6,321.00	1,757.00

ATTACHMENT 'A'

Detail

Portfolio - income

Cash and cash equivalents

Mutual funds - money market

Description	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
BLACKROCK LIQUIDITY FUNDS TEMP FUND INSTITUTIONAL SHRS #24	$466 71 2,471.590	$2,471.59 $1.0000	0.23 %	$2,471 59 $1.00		0 11 %	$2.60	$0.13

Portfolio - principal

Cash and cash equivalents

Mutual funds - money market

Description	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
BLACKROCK LIQUIDITY FUNDS TEMP FUND INSTITUTIONAL SHRS #24	$1,391.95 5,484.090	$5,484 09 $1.0000	0.50 %	$5,484.09 $1.00		0 11 %	$5.76	$0 35

Equities

Stocks

Consumer discretionary

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
CIE FINANCIERE RICHEMON- BR A (CFRHF) SEDOL B3DCZF3 ISIN CH0045039655	$94,031 00 1,150	$87,975 00 $76.5000	7 89 %	$63,056.96 $54 83	$24,918.04	0 77 %	$676.20	
COMCAST CORP CLASS A SPECIAL (CMCSK)	23,426.00 650	23,348.00 35.9200	2 10 %	20,090 01 30 91	3,257 99	1.81 %	422 50	105.63

Detail

Equities

Stocks

Consumer discretionary

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
HASBRO INC (HAS)	5,769 00 150	5,385 00 35 9000	0 49 %	5,214 50 34.76	170.50	4.02 %	216.00	
SCRIPPS NETWORKS INTERAC (SNI) CL A	10,332 00 175	10,136 00 57.9200	0 91 %	9,240 00 52 80	896 00	0 83 %	84.00	
WASHINGTON POST CO (WPO) CLASS B	8,442 38 23	8,399 83 365 2100	0 76 %	7,920.28 344.36	479 55	2 69 %	225.40	
Total consumer discretionary		**$135,243.83**	**12.12 %**	**$105,521.75**	**$29,722.08**	**1.20 %**	**$1,624.10**	**$105.63**

Consumer staples

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
BRITISH AMERICAN TOBACCO PLC (BTAFF) SEDOL# 0287580 GB0002875804	$44,586.32 850	$43,094 42 $50 6993	3 87 %	$43,464.96 $51.14	- $370 54	4.61 %	$1,986.45	
DIAGEO PLC (DGEAF) SEDOL 0237400 GB0002374006	31,430.64 1,100	31,430.64 28 5733	2 82 %	28,415 35 25 83	3,015 29	2.07 %	649 00	
HEINEKEN HOLDING NV (HKHHF) ISIN NL0000008977 SEDOL B0CCH46	80,313 75 1,475	80,476.00 54 5600	7 22 %	64,392.50 43 66	16,083.50	2.04 %	1,640.20	
ALTRIA GROUP INC (MO)	40,572 00 1,200	37,728.00 31 4400	3 39 %	42,628.56 35.52	- 4,900.56	5.60 %	2,112.00	528.00
ANHEUSER BUSCH INBEV (BUD) SPONSORED ADR	54,981 25 625	54,631 25 87 4100	4 90 %	48,572.68 77.72	6,058.57	1.48 %	808.13	
BROWN FORMAN CORP (BFA) CL A	32,962 11 487	29,950 50 61 5000	2 69 %	29,278 44 60 12	672.06	1.66 %	496 74	
NESTLE S A (NSRGY) SPONSORED ADR REPSTG REG SH	122,812 50 1,875	122,193.75 65 1700	10 96 %	109,723.31 58 52	12,470 44	2.72 %	3,322.50	
PHILIP MORRIS INTERNAT-W/I (PM)	112,350 00 1,250	104,550 00 83 6400	9 38 %	108,905 37 87 12	- 4,355 37	4.07 %	4,250 00	1,062 50

Detail

Consumer staples

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
UNILEVER NV NEW YORK SHARES NEW (UN) SEDOL 2416542 ISIN US9047847093	50,124.75 1,325	50,747.50 38.3000	4 55 %	42,660 89 32 20	8,086.61	2.73 %	1,380.65	
Total consumer staples		**$554,802.06**	**49.74 %**	**$518,042.06**	**$36,760.00**	**3.00 %**	**$16,645.67**	**$1,590.50**

Financial

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
BERKSHIRE HATHAWAY INC (BRKB) CLASS B	$114,504 00 1,300	$116,610.00 $89 7000	10 46 %	$109,052.06 $83 89	$7,557 94			
MASTERCARD INC CL A (MA)	63,528.40 130	63,866.40 491 2800	5 73 %	53,184 30 409 11	10,682 10	0 25 %	156 00	
WELLS FARGO & COMPANY (WFC)	57,767.50 1,850	63,233.00 34.1800	5.67 %	61,513.27 33.25	1,719.73	2 58 %	1,628.00	
Total financial		**$243,709.40**	**21.85 %**	**$223,749.63**	**$19,959.77**	**0.73 %**	**$1,784.00**	

Materials

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
MARTIN MARIETTA MATLS INC (MLM)	$27,000.00 300	$28,284.00 $94.2800	2 54 %	$24,416.01 $81 39	$3,867 99	1 70 %	$480.00	

Detail

Unclassified

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC Avg. original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
PERNOD RICARD (PDRDF)	$67,935.13	$69,120.00	6.20 %	$62,211.58	$6,908.42	1.78 %	$1,225.80	
SEDOL 4682329	600	$115.2000		$103 69				
ISIN FR0000120693								
SABMILLER PLC (***)	75,240.00	76,362.00	6 85 %	67,939 99	8,422 01	2.19 %	1,668.15	
SEDOL 0483548	1,650	46.2800		41.18				
ISIN GB0004835483								
Total unclassified		**$145,482.00**	**13.04 %**	**$130,151.57**	**$15,330.43**	**1.99 %**	**$2,893.95**	
Total stocks		**$1,107,521.29**	**99.29 %**	**$1,001,881.02**	**$105,640.27**	**2.12 %**	**$23,427.72**	**$1,696.13**
Total equities		**$1,107,521.29**	**99.29 %**	**$1,001,881.02**	**$105,640.27**	**2.12 %**	**$23,427.72**	**$1,696.13**
Total portfolio		**$1,115,476.97**	**100.00 %**	**$1,009,836.70**	**$105,640.27**	**2.10 %**	**$23,436.08**	**$1,696.61**

Detail

Portfolio - income

Cash and cash equivalents

Mutual funds - money market

Description	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
BLACKROCK LIQUIDITY FUNDS	$2,034.00	$23,722 44	0.18 %	$23,722 44			$0.01
TREASURY TRUST FUND	23,722.440	$1 0000		$1.00			
INSTITUTIONAL SHARES #62							

Portfolio - principal

Cash and cash equivalents

Mutual funds - money market

Description	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
BLACKROCK LIQUIDITY FUNDS	$1,629,772.51	$1,662,817.77	12 35 %	$1,662,817.77			$0 61
TREASURY TRUST FUND	1,662,817.770	$1.0000		$1.00			
INSTITUTIONAL SHARES #62							

Fixed income

Corporate bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
ARCHER DANIELS MIDLAND C	$86,252.25	$84,735 00	0.63 %	$86,574.75	- $1,839 75	3.97 %	$3,359.25
NOTES MULTI-STEP CPN BND	75,000	$112.9800		$115.43			
04.479% DUE 03/01/2021							
RATING: A2							
(039483BB7)							

Detail

Fixed income

Corporate bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
BERKSHIRE HATHAWAY FINANCE CORP CO GUARNT 05.400% DUE 05/15/2018 RATING: AA2 (084664BE0)	120,880.00 100,000	120,288.00 120.2880	0.90 %	112,973.00 112.97	7,315.00	4.49 %	5,400.00
BOEING CO SR UNSEC 05.000% DUE 03/15/2014 RATING: A2 (097023AV7)	52,795.50 50,000	52,656.50 105.3130	0.40 %	52,914.50 105.83	- 258.00	4.75 %	2,500.00
COCA COLA CO SR NTS 05.350% DUE 11/15/2017 RATING: AA3 (191216AK6)	120,488.00 100,000	119,738.00 119.7380	0.89 %	117,796.00 117.80	1,942.00	4.47 %	5,350.00
COLGATE PALMOLIVE CO SR UNSECURED SER MTN 04.200% DUE 05/15/2013 RATING: AA3 (19416QDL1)	101,785.00 100,000	101,472.00 101.4720	0.76 %	105,283.00 105.28	- 3,811.00	4.14 %	4,200.00
GENERAL ELECTRIC COMPANY NTS 05.000% DUE 02/01/2013 RATING: AA3 (369604AY9)	50,360.50 50,000	50,190 50 100.3810	0.38 %	51,857.00 103.71	- 1,666.50	4.99 %	2,500.00
GENERAL ELEC CAP CORP NTS SERIES MTN 05.375% DUE 10/20/2016 RATING: A1 (36962GY40)	86,226.75 75,000	85,788.00 114.3840	0.64 %	86,450.25 115.27	- 662.25	4.70 %	4,031.25

Detail

Fixed income

Corporate bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
GLAXOSMITHKLINE CAP INC COMP GUARNT 04.375% DUE 04/15/2014 RATING: A1 (377372AA5)	52,660.00 50,000	52,474.50 104.9490	0.39 %	51,527.00 103.05	947.50	4.17 %	2,187.50
IBM CORP SR UNSECD 01 875% DUE 08/01/2022 RATING: AA3 (459200HG9)	72,468.75 75,000	72,173.25 96 2310	0.54 %	72,867 75 97.16	- 694 50	1.95 %	1,406.25
JPMORGAN CHASE & CO NTS 03.400% DUE 06/24/2015 RATING: A2 (46625HHR4)	105,457.00 100,000	105,506.00 105.5060	0 79 %	103,778.00 103.78	1,728.00	3.23 %	3,400.00
PROCTER & GAMBLE CO NTS 03 500% DUE 02/15/2015 RATING. AA3 (742718DM8)	159,699 00 150,000	159,262.50 106.1750	1.19 %	159,909.00 106.61	- 646.50	3.30 %	5,250.00
STANFORD UNIVERSITY NTS 04.250% DUE 05/01/2016 RATING: AAA (854403AB8)	55,658.50 50,000	55,478.50 110.9570	0.42 %	50,697.50 101.40	4,781.00	3.84 %	2,125.00
TARGET CORP SR UNSEC 03 875% DUE 07/15/2020 RATING· A2 (87612EAV8)	114,497.00 100,000	112,115.00 112 1150	0.84 %	106,704.00 106.70	5,411.00	3.46 %	3,875.00

Detail

Fixed income

Corporate bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
3M COMPANY NTS 04.375% DUE 08/15/2013 RATING: AA2 (88579EAE5)	102,930.00 100,000	102,558.00 102.5580	0.77 %	105,677.00 105.68	- 3,119.00	4.27 %	4,375.00
UNITED PARCEL SERVICE SR UNSEC 03.875% DUE 04/01/2014 RATING: AA3 (911312AL0)	104,469.00 100,000	104,205.00 104.2050	0.78 %	103,139.00 103.14	1,066.00	3.72 %	3,875.00
VANDERBILT UNIV NTS 05.250% DUE 04/01/2019 RATING: AA2 (921813AA9)	59,018.00 50,000	59,915.00 119.8300	0.45 %	51,390.00 102.78	8,525.00	4.39 %	2,625.00
WAL MART STORES INC DEB 07.250% DUE 06/01/2013 RATING: AA2 (931142AS2)	51,631.00 50,000	51,371.00 102.7420	0.39 %	56,568.50 113.14	- 5,197.50	7.06 %	3,625.00
WAL-MART STORES INC SR NOTES 05.800% DUE 02/15/2018 RATING: AA2 (931142CJ0)	61,738.00 50,000	61,252.50 122.5050	0.46 %	57,745.50 115.49	3,507.00	4.74 %	2,900.00
WELLS FARGO & COMPANY SR NOTES 03.625% DUE 04/15/2015 RATING: A2 (94974BEU0)	53,246.00 50,000	53,141.00 106.2820	0.40 %	51,730 50 103.46	1,410.50	3.42 %	1,812.50
Total corporate bonds		**$1,604,320.25**	**11.91 %**	**$1,585,582.25**	**$18,738.00**	**4.04 %**	**$64,796.75**

Detail

Treasury bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
USA TREASURY NOTES TREASURY INFLATION PROTECTN SECS 02.125% DUE 01/15/2019 RATING: AAA (912828JX9)	$230,411.91 175,000	$229,032.76 $130.8759	1.71 %	$180,866.64 $103.35	$48,166.12	1.74 %	$3,983.12
USA TREASURY NOTES 02 125% DUE 11/30/2014 RATING: AAA (912828LZ1)	51,844.00 50,000	51,773.50 103.5470	0.39 %	52,005.86 104.01	- 232.36	2.06 %	1,062.50
USA TREASURY NOTES 02 625% DUE 12/31/2014 RATING: AAA (912828ME7)	157,347.00 150,000	157,078.50 104.7190	1 17 %	159,826 17 106.55	- 2,747 67	2 51 %	3,937 50
Total treasury bonds		**$437,884.76**	**3.25 %**	**$392,698.67**	**$45,186.09**	**2.05 %**	**$8,983.12**

Agency bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
FEDERAL HOME LOAN BANK BONDS 03.625% DUE 10/18/2013 RATING: AAA (3133XSAE8)	$51,483.00 50,000	$51,358.50 $102.7170	0 39 %	$53,859.10 $107.72	- $2,500.60	3.53 %	$1,812.50
FEDERAL FARM CREDIT BANK BDS 04.800% DUE 10/19/2015 RATING: AAA (31331VCQ7)	112,899.00 100,000	112,418 00 112.4180	0.84 %	114,838 00 114.84	- 2,420.00	4.27 %	4,800.00
FEDERAL FARM CREDIT BANK NTS 04 875% DUE 12/16/2015 RATING: AAA (31331VGU4)	113,950.00 100,000	112,867.00 112.8670	0.84 %	108,899.00 108.90	3,968 00	4.32 %	4,875.00

Detail

Agency bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
TENNESSEE VALLEY AUTH PWR BD SER C 06.000% DUE 03/15/2013 RATING: AAA (880591CW0)	25,405.00 25,000	25,292.25 101.1690	0.19 %	27,873.75 111.50	- 2,581.50	5.94 %	1,500.00
TENNESSEE VALLEY AUTHORITY NTS 05.500% DUE 07/18/2017 RATING: AAA (880591EA6)	152,270.00 125,000	151,176.25 120.9410	1.13 %	135,747.50 108.60	15,428.75	4.55 %	6,875.00
Total agency bonds		**$453,112.00**	**3.36 %**	**$441,217.35**	**$11,894.65**	**4.38 %**	**$19,862.50**

Municipal bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
ALLEN CNTY IND WAR MEN REF TAXABLE SER B REV 03.600% DUE 05/01/2017 RATING: AA3 (017531FV1)	$79,637.25 75,000	$79,231.50 $105.6420	0.59 %	$75,294.09 $100.39	$3,937.41	3.41 %	$2,700.00
BELLINGHAM WASH GO NATL-RE TAXABLE-SER B 05.270% DUE 12/01/2015 RATING: AA3 (079545RH4)	62,262.20 55,000	62,005.35 112.7370	0.47 %	55,799.80 101.45	6,205.55	4.68 %	2,898.50
BOULDER COLO TAXABLE 04.000% DUE 10/01/2020 RATING: AA1 (101434AK4)	112,276.00 100,000	111,176.00 111.1760	0.83 %	103,026.74 103.03	8,149.26	3.60 %	4,000.00

Detail

Municipal bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
CENTRE CNTY PA TXBL-SER C GO 02 050% DUE 07/01/2018 NOT RATED (156267KL9)	151,345.50 150,000	150,310.50 100.2070	1.12 %	150,000.00 100.00	310.50	2.05 %	3,075.00
CHICAGO ILL PUB BLDG COMMN SPL TAXABLE REF SER A 06.500% DUE 01/01/2016 RATING: AAA (167673BH4)	59,175.50 50,000	58,774.00 117.5480	0.44 %	57,504.65 115.01	1,269.35	5 53 %	3,250.00
COMMONWEALTH FING AUTH PA REV SER A 05.992% DUE 06/01/2020 RATING: A1 (20281PCC4)	120,564.00 100,000	119,393.00 119.3930	0.89 %	113,756.88 113.76	5,636.12	5.02 %	5,992.00
DES MOINES IOWA GO TAXABLE-SER G 03.875% DUE 06/01/2015 RATING: AA1 (2500923S0)	53,828.00 50,000	53,660.00 107.3200	0.40 %	50,160.32 100 32	3,499.68	3.62 %	1,937.50
EAST WHITELAND TWP PA TXBL SER A GO 02.301% DUE 09/01/2018 RATING: AA2 (275839CS5)	51,222.50 50,000	50,853 50 101.7070	0.38 %	50,000.00 100.00	853.50	2.27 %	1,150.50
EL PASO TEX TAXABLE AMBAC 05.830% DUE 08/15/2016 NOT RATED (283734HJ3)	58,689 50 50,000	58,316.50 116.6330	0 44 %	51,599.94 103.20	6,716.56	5.00 %	2,915.00
FRANKLIN CNTY OH CONVENTION FA BUILD AMERICA BONDSREV 05.150% DUE 12/01/2019 RATING: AA2 (353174FN0)	57,820.00 50,000	57,222.00 114.4440	0 43 %	57,895.45 115.79	- 673.45	4.51 %	2,575.00

Detail

Municipal bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
MADISON WIS WTRWKS MTG REV P/R 01/01/13 @100 REV 05.000% DUE 01/01/2021 RATING: AA1 (558617RF5)	75,306.00 75,000	75,000.00 100.0000	0.56 %	75,008.80 100.01	- 8.80	5.01 %	3,750.00
MARYLAND ST BUILD AMER CALL 8/15/19 @ 100 04.550% DUE 08/15/2024 RATING: AAA (574192X54)	56,095.50 50,000	55,573.50 111.1470	0.42 %	53,530.88 107.06	2,042.62	4.10 %	2,275.00
NEW YORK CITY NY TRANSITIONALF TAXABLE-FUTURE TAX SECD-SUB REV 02.500% DUE 11/01/2019 RATING: AA1 (64971QQY2)	106,660.00 100,000	105,579.00 105.5790	0.79 %	103,821.03 103.82	1,757.97	2.37 %	2,500.00
NORTHAMPTON CNTY PA TXBL-SER A GO 02.535% DUE 10/01/2019 NOT RATED (663532HP7)	129,487.50 125,000	128,237.50 102.5900	0.96 %	125,000.00 100.00	3,237.50	2.48 %	3,168.75
OCONOMOWOC WS GO BUILD AMERICA BONDS 03.400% DUE 04/01/2013 RATING: AA2 (675634JH3)	50,465.50 50,000	50,346.50 100.6930	0.38 %	50,011.81 100.02	334 69	3.38 %	1,700.00
OREGON ST SCH BRDS ASSN SHORT TAXABLE PENSION GO 04.115% DUE 06/30/2021 RATING: AA2 (686053HE2)	113,230.00 100,000	111,973.00 111.9730	0.84 %	105,434.70 105.44	6,538.30	3.68 %	4,115.00
QUEEN ANNES CNTY MD BLD AMER BNDS PUB FACS-S GO 04.300% DUE 10/01/2018 RATING: AA2 (748233NF6)	57,206.50 50,000	56,723.50 113.4470	0.43 %	57,167 67 114.34	- 444.17	3.80 %	2,150.00

Detail

Municipal bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
RALEIGH N C TAXABLE HSG SER G 04 000% DUE 02/01/2014 RATING: AAA (751091KD0)	77,945.25 75,000	77,729.25 103.6390	0.58 %	75,679 66 100.91	2,049.59	3.86 %	3,000.00
SD BRD REGTS HSG&AUX FAC SYS REV ASSURED GTY TAXABLE 03.125% DUE 04/01/2013 NOT RATED (837542BW8)	50,329 50 50,000	50,245 00 100 4900	0.38 %	50,003 32 100.01	241.68	3.11 %	1,562.50
Total municipal bonds		**$1,512,349.60**	**11.23 %**	**$1,460,695.74**	**$51,653.86**	**3.62 %**	**$54,714.75**

Mutual funds - fixed income

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
VANGUARD HIGH YIELD CORP (VWEAX) ADM FD # 529	$306,102.55 50,766.883	$310,185.66 $6.1100	2.31 %	$273,909.15 $5.40	$36,276.51	6.22 %	$19,291.42
VANGUARD SHORT TERM INVMT GRADE (VFSUX) ADMR SHS FD #539	477,910.44 43,925.592	475,714.16 10.8300	3.54 %	470,928.30 10.72	4,785.86	2.33 %	11,069 25
Total mutual funds - fixed income		**$785,899.82**	**5.83 %**	**$744,837.45**	**$41,062.37**	**3.86 %**	**$30,360.67**

Other fixed income assets

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
GOLDMAN SACHS BANK USA INSTL CTF OF DEPOSIT 01 800% DUE 08/22/2017 RATING: N/A (38143AZK4)	$100,370.00 100,000	$100,924.00 $100.9240	0.75 %	$99,500.00 $99.50	$1,424.00	1.79 %	$1,800.00

Detail

Other fixed income assets

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
SALLIE MAE BANK INSTL CTF OF DEPOSIT 01.300% DUE 08/29/2016 RATING: N/A (795450PD1)	99,930.00 100,000	100,348.00 100.3480	0.75 %	99,200.00 99.20	1,148.00	1.30 %	1,300.00
Total other fixed income assets		**$201,272.00**	**1.49 %**	**$198,700.00**	**$2,572.00**	**1.54 %**	**$3,100.00**
Total fixed income		**$4,994,838.43**	**37.08 %**	**$4,823,731.46**	**$171,106.97**	**3.64 %**	**$181,817.79**

Equities

Stocks

Consumer staples

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
CVS CAREMARK CORPORATION (CVS)	$465,100.00 10,000	$483,500.00 $48.3500	3.59 %	$120,000.00 $12.00	$363,500.00	1.87 %	$9,000.00

Energy

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
ENBRIDGE ENERGY MANAGEMENT (EEQ)	$57,938.00 1,964	$56,739.96 $28.8900	0.43 %	$58,320.52 $29.70	- $1,580.56	13.16 %	$7,463.20

Detail

Financial

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
KINDER MORGAN MANAGEMENT LLC (KMR)	$59,050.20 778	$58,707.88 $75.4600	0.44 %	$57,621.13 $74.06	$1,086.75	5.25 %	$3,080.88
Total stocks		**$598,947.84**	**4.45 %**	**$235,941.65**	**$363,006.19**	**3.26 %**	**$19,544.08**

Etf - equity

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
ISHARES TR MSCI EMERGING MKTS (EEM) INDEX FD ETF	$177,377.33 4,245	$188,265.75 $44.3500	1.40 %	$186,163.07 $43.86	$2,102.68	1.68 %	$3,162.53
ISHARES S&P GLOBAL TELECOMM (IXP) SECTOR INDEX FUND ETF	236,495.00 4,060	232,110 20 57.1700	1.73 %	243,342.34 59.94	- 11,232.14	4.77 %	11,055.38
ISHARES MSCI EAFE INDEX FUND (EFA) ETF	229,366.55 4,165	236,821.90 56.8600	1.76 %	191,894.88 46.07	44,927.02	3.10 %	7,326.24
ISHARES TR RUSSELL 2000 INDEX FD (IWM) ETF	337,348.80 4,110	346,542.87 84.3170	2.58 %	243,813 17 59.32	102,729.70	2.01 %	6,933.57
THE JPMORGAN ALERIAN MLP INDEX (AMJ) ETN ETF	102,451.80 2,580	99,226.80 38.4600	0.74 %	104,840 05 40.64	- 5,613.25	5.27 %	5,219.34
SPDR S&P 500 ETF TRUST (SPY)	972,340.20 6,840	974,084.40 142.4100	7.24 %	682,970 26 99.85	291,114.14	2.18 %	21,224.52
SPDR S&P DIVIDEND (SDY) ETF	247,201.20 4,230	246,016 80 58.1600	1.83 %	226,045.35 53 44	19,971.45	3.29 %	8,075.07
MIDCAP SPDR TRUST SERIES 1 (MDY) ETF	332,788.75 1,825	338,920.75 185.7100	2.52 %	235,180.67 128.87	103,740.08	1.15 %	3,869.00
ENERGY SELECT SPDR FUND (XLE) ETF	287,793.00 4,050	289,251.00 71.4200	2.15 %	240,843 84 59.47	48,407.16	1 83 %	5,265.00
SECTOR SPDR TR (XLU) ETF SHS BEN INT-UTILITIES	222,339.40 6,295	219,821.40 34.9200	1.64 %	206,128.92 32 75	13,692 48	4.15 %	9,102.57
VANGUARD HIGH DIVIDEND YIELD (VYM) ETF	242,433.75 4,875	240,727.50 49 3800	1 79 %	210,524.82 43.19	30,202.68	3.23 %	7,765.88

Detail

Etf - equity

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
VANGUARD MSCI EMERGING MARKETS (VWO) ETF	187,386.90 4,460	198,603.80 44.5300	1.48 %	185,504.35 41.59	13,099.45	2.19 %	4,348.50
Total etf - equity		**$3,610,393.17**	**26.80 %**	**$2,957,251.72**	**$653,141.45**	**2.59 %**	**$93,347.60**

Mutual funds - equity

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
BARON SMALL CAP FUND (BSFIX) INSTITUTIONAL	$73,698.06 2,847.684	$75,378.20 $26.4700	0.56 %	$74,212.52 $26.06	$1,165.68		
HARBOR INTERNATIONAL FUND (HAINX) CLASS INS FD # 2011	520,181.78 8,661.264	538,037.72 62.1200	4.00 %	513,413.66 59.28	24,624.06	2.03 %	10,878.55
HARRIS ASSOC INVT TR (OAKIX) CLASS I OAKMARK INTL FD FUND #109	511,946.30 25,999.080	544,160.74 20.9300	4.04 %	498,230.60 19.16	45,930.14	2.10 %	11,413.60
LONGLEAF PARTNERS SM CAP FD (LLSCX) FD #134	73,236.16 2,588.765	74,763.53 28.8800	0.56 %	75,520.50 29.17	- 756.97	0.04 %	25.89
MATTHEWS ASIA DIVIDEND (MAPIX)	514,817.95 36,453.128	531,486.61 14.5800	3.95 %	497,025 84 13.64	34,460.77	3.83 %	20,340.85
PROSPECTOR OPPORTUNITY FUND (POPFX) FUND #1981	72,801.42 3,895.207	70,308.49 18.0500	0.53 %	72,000.00 18.48	- 1,691.51	1.10 %	767.36
STRATEGIC INTERNATIONAL (DISRX) STOCK FUND CL I	522,824.92 36,663.739	531,624.22 14.5000	3.95 %	494,535.46 13.49	37,088.76	1.65 %	8,762.63
Total mutual funds - equity		**$2,365,759.51**	**17.56 %**	**$2,224,938.58**	**$140,820.93**	**2.21 %**	**$52,188.88**

Total equities		**$6,575,100.52**	**48.81 %**	**$5,418,131.95**	**$1,156,968.57**	**2.51 %**	**$165,080.56**

Detail

Alternative investments

Etf - alternative investments

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
ISHARES S&P GSCI COMMODITY I (GSG) ETF	$215,558 40 6,540	$214,446.60 $32.7900	1.60 %	$199,375.17 $30.49	$15,071.43	0.39 %	$817.50
Total portfolio		$13,470,925.76	100.00 %	$12,127,778.79	$1,343,146.97	2.58 %	$347,716.47