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

2012

Department of the Treasury
Internal Revenue Service

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 May 1, 2012, and ending Apr 30, 2013

Name of foundation FRIENDS FOUNDATION FOR THE AGING		A Employer identification number 22-1524182
Number and street (or P.O. box number if mail is not delivered to street address) 606 W. UPSAL STREET		B Telephone number (see the instructions) (215) 478-6663
City or town PHILADELPHIA		C If exemption application is pending, check here <input type="checkbox"/>
State ZIP code PA 19119		D 1 Foreign organizations, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 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, column (c), line 16) \$ 12,704,567.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)	404,912.			
	2 <input type="checkbox"/> If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	0.			
	4 Dividends and interest from securities	297,307.	297,307.		
	5a Gross rents	51,227.	51,227.		
	b Net rental income or (loss) -19,366.				
	6a Net gain/(loss) from sale of assets not on line 10	279,822.	L-6a Stmt		
	b Gross sales price for all assets on line 6a 4,642,922.				
	7 Capital gain net income (from Part IV, line 2)		279,822.		
	8 Net short-term capital gain			279,822.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,033,268.	628,356.	279,822.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	70,229.			70,229.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	6,022.			6,022.
	b Accounting fees (attach sch) L-16b Stmt	20,255.			14,200.
	c Other prof fees (attach sch) L-16c Stmt	1,740.			1,740.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	11,561.			5,680.
	19 Depreciation (attach sch) and depletion	81.			
	20 Occupancy	2,330.			2,330.
	21 Travel, conferences, and meetings	11,730.			11,730.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	130,766.	106,744.		4,586.
	24 Total operating and administrative expenses. Add lines 13 through 23	254,714.	106,744.		116,517.
	25 Contributions, gifts, grants paid	481,120.			604,949.
26 Total expenses and disbursements. Add lines 24 and 25	735,834.	106,744.		721,466.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	297,434.				
b Net investment income (if negative, enter -0-)		521,612.			
c Adjusted net income (if negative, enter -0-)			279,822.		

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	18,746.	25,493.	25,493.
	2 Savings and temporary cash investments	406,775.	211,403.	211,403.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	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 (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt.	4,250,254.	5,586,862.	5,586,862.
	c Investments — corporate bonds (attach schedule) L-10c Stmt.	4,141,515.	3,349,421.	3,349,421.
	11 Investments — land, buildings, and equipment: basis			
LIABILITIES	Less: accumulated depreciation (attach schedule) L-11 Stmt.	352,384.		
	12 Investments — mortgage loans	371,750.	352,384.	352,384.
	13 Investments — other (attach schedule) L-13 Stmt.	2,788,760.	3,170,797.	3,170,797.
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule) L-14 Stmt.	847.		
	15 Other assets (describe L-15 Stmt.)	81.	0.	0.
	16 Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)	14,266.	8,207.	8,207.
	17 Accounts payable and accrued expenses	11,992,147.	12,704,567.	12,704,567.
	18 Grants payable	10,316.	15,320.	
	19 Deferred revenue	211,613.	87,784.	
FUND ASSETS	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	221,929.	103,104.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/> X			
	24 Unrestricted	11,770,218.	12,601,463.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
NET ASSETS OR FUND BALANCES	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	11,770,218.	12,601,463.	
	31 Total liabilities and net assets/fund balances (see instructions)	11,992,147.	12,704,567.	

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	11,770,218.
2 Enter amount from Part I, line 27a	2	297,434.
3 Other increases not included in line 2 (itemize) <u>UNREALIZED GAIN/LOSS</u>	3	533,811.
4 Add lines 1, 2, and 3	4	12,601,463.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	12,601,463.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a PUBLICLY TRADED SECURITIES	P	Various	Various
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,642,922.		4,363,100.	279,822.
b			
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a 0.	0.	0.	279,822.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	279,822.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8]	3	279,822.

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 (column (b) divided by column (c))
2011	663,120.	11,504,289.	0.057641
2010	386,838.	11,334,190.	0.034130
2009			
2008			
2007			

2 Total of line 1, column (d)	2	0.091771
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.045886
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,499,826.
5 Multiply line 4 by line 3	5	527,681.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,216.
7 Add lines 5 and 6	7	532,897.
8 Enter qualifying distributions from Part XII, line 4	8	721,466.

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.

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

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	5,216.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	5,216.
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	5,216.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	6,000.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	5,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	11,000.	
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	5,784.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 5,784. Refunded	11		

Part VIIA Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	X	

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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) . . . See Line 11 Stmt . . .	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? Website address N/A	13	X	
14	The books are in care of ▶ <u>DEBORAH FRAZER</u> Telephone no. ▶ <u>(215) 478-6663</u> Located at ▶ <u>606 W. UPSAL STREET</u> PHILADELPHIA PA ZIP + 4 ▶ <u>19119</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>			
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 ▶	16		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
1 a 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 checked="" type="checkbox"/> Yes <input 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 ▶ <input type="checkbox"/>	1 b	X
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?	1 c	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 ▶ 20 __ , 20 __ , 20 __ , 20 __		
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.)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a 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.)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐

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

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

6 a 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.

7 a 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?**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ERIC ANDREWS 2 LONGVIEW TERRACE MORRISTOWN NJ 07960	VICE PRESIDENT 2.00	0.	0.	0.
CHARLEY FLINT 245 W. 4TH AVE ROSELLE NJ 07203	TRUSTEE 2.00	0.	0.	0.
HOWARD FREUND 519 WHITON RD NESHANIC STATION NJ 08853	TREASURER 2.00	0.	0.	40.
See Information about Officers, Directors, Trustees, Etc.				
		70,229.	0.	2,807.

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

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

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

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None
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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	1 a	11,314,370.
b Average of monthly cash balances	1 b	360,580.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	11,674,950.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	11,674,950.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	175,124.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,499,826.
6 Minimum investment return. Enter 5% of line 5	6	574,991.

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	574,991.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	5,216.
b Income tax for 2012. (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	5,216.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	569,775.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	569,775.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	569,775.

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	1 a	721,466.
b Program-related investments — total from Part IX-B	1 b	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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	721,466.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	5,216.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	716,250.

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.

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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				569,775.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			59,296.	
b Total for prior years. 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 721,466.				
a Applied to 2011, but not more than line 2a			59,296.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				569,775.
e Remaining amount distributed out of corpus	92,395.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	92,395.			
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				
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 instructions			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) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	92,395.			
10 Analysis of line 9:				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	92,395.			

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
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	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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))	
NONE	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.	
NONE	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:	
Check here <input checked="" type="checkbox"/> 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 SEE ATTACHED SCHEDULE CASH PAYMENTS 604,949 LESS P/Y PAYABLES - 211,613		PUBLIC	SEE ATTACHED	393,336.
Total			3a	393,336.
b Approved for future payment SEE ATTACHED SCHEDULE APPROVED FOR FUTURE PAYMENT		PUBLIC	SEE ATTACHED	87,784.
Total			3b	87,784.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	297,307.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property			16	-19,366.	
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	279,822.	
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)				557,763.	
13	Total. Add line 12, columns (b), (d), and (e)				13	557,763.

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

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

[illegible]

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

FRIENDS FOUNDATION FOR THE AGING

Employer identification number

22-1524182

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

☐ 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).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ,

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

FRIENDS FOUNDATION FOR THE AGING

22-1524182

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROGER P. VAIL REVOCABLE TRUST C/O PHELAN, FRANTZ & PEEK, LLC WESTFIELD NJ 07091	\$ 260,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	MARJORIE E. VAIL REVOCABLE TRUST C/O PHELAN, FRANTZ & PEEK, LLC WESTFIELD NJ 07091	\$ 140,000.	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.)

Friends Foundation for the Aging, Inc.
2012 Form 990-PF Part XV Supplementary Information
Grants Paid During FFA's Fiscal Year 2013 (5/1/12-4/30/13)

Grant Recipients	Relshp	Fdn Status	Purpose	Amount
New York Yearly Meeting 15 Rutherford Place New York, NY 10003	N/A	Public	Pastoral care for seniors and adults with disabilities	59,851
Chandler Hall Health Services, Inc 99 Barclay St Newtown, PA 18940	N/A	Public	Support behavioral healthcare services in a long-term care setting	33,703
Philadelphia Yearly Meeting 1515 Cherry St Philadelphia, PA 19102-1479	N/A	Public	Develop resources to connect seniors and caregivers to information in the context of spiritual community	28,165
Ralston Center 3615 Chestnut St Philadelphia, PA 19104	N/A	Public	Develop prototype program for affordable access to services for seniors to age in their homes	50,000
Friends Services for the Aging 350 Sentry Parkway East Bluebell, PA 19422	N/A	Public	Leadership Institute startup; Leadership staffing; Technology conference	89,329
Friends Council on Education 1507 Cherry St Philadelphia PA 19102	N/A	Public	Mindfulness Programs to promote wellness in Quaker senior communities	52,850
Friends House 684 Benicia Drive Santa Rosa, CA 95409	N/A	Public	Outreach to Pacific YM to promote information re: aging	14,675
Chandler Hall Health Services, Inc 99 Barclay St Newtown, PA 18940	N/A	Public	Document and evaluate the 20 year history of Chandler Hall's intergenerational program	13,367
DHG Film/CEC 28 Pennock Terrace Lansdowne, PA 19050	N/A	Public	Develop a film "trailer" for a documentary on WWII experience	32,400
Trinitas Health Foundation P.O. Box 259 Elizabeth, NJ 07207-0259	N/A	Public	Patient Safe and Sound Program to aid frail elderly patients transition back to community	30,000
Princeton Senior Resource Center	N/A	Public	Encore Internship program to aid seniors transition to new	8,000

Friends Foundation for the Aging, Inc.
 2012 Form 990-PF Part XV Supplementary Information
 Grants Paid During FFA's Fiscal Year 2013 (5/1/12-4/30/13)

45 Stockton St. Princeton, NJ 08540			jobs/skills	
Mennonite Health Services Alliance 234 S. Main St. Ste. 1 Goshen, IN 46526	N/A	Public	Leadership Education and Orientation	15,000
Friends Center City 2 Penn Center, Suite 711 1500 JFK Boulevard Philadelphia, PA 19102	N/A	Public	Aid for urban seniors to remain in their homes	45,000
Friends Rehabilitation Project 704-706 W. Girard Ave Philadelphia, PA 19123	N/A	Public	Aid for low-income seniors to produce food through gardening	50,000
Friends House Retirement Comm 17340 Quaker Lane Sandy Spring, MD 20860	N/A	Public	Aid to develop plan to provide care to low-income seniors aging in place	26,500
Community Friends Meeting 3960 Winding Way Cincinnati, OH 45229-1950	N/A	Public	Monthly/Yearly Quaker Meetings to provide a series of seminars/discussions on care and spirituality for aging	2,209
Friends Council on Education 1507 Cherry St Philadelphia PA 19102	N/A	Public	Mindfulness Programs to promote wellness in Quaker senior communities	53,900
TOTAL GRANTS PAID IN FY13				604,949

Friends Foundation for the Aging, Inc.
 2012 Form 990-PF Part XV Supplementary Information
 Grants Approved for Payment During FFA's Fiscal Year 2013 (5/1/12-4/30/13) Not Yet Paid

Grant Recipients	Relshp	Fdn Status	Purpose	Payable Amount
<u>NEW GRANTS APPROVED BUT NOT YET PAID:</u>				4/30/2013
NYYM/ARCH	N/A	Public	Pastoral care for seniors and adults with disabilities	\$ 31,735
<u>Approved in Prior Years not yet paid:</u>				
Phila. Yearly Meeting	N/A	Public	Develop resources to connect seniors and caregivers to information in the context of spiritual community	\$ 45,770
Friends Services for Aging	N/A	Public	Leadership development and internships for students to learn about services provided by Quaker senior communities	\$ 10,279
Total Payable 4/30/13				<u>\$ 87,784</u>

Form **4562****Depreciation and Amortization**
(Including Information on Listed Property)

OMB No. 1545-0172

2012Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions. ▶ Attach to your tax return.

Attachment
Sequence No **179**

Name(s) shown on return

Identifying number

FRIENDS FOUNDATION FOR THE AGING**22-1524182**

Business or activity to which this form relates

Form 990-PF page 1

Part I Election To Expense Certain Property Under Section 179**Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)** (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	81.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B – Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

Section C – Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20 a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	22	81.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24 a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No									24b If 'Yes,' is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No	
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost		
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)								25		
26 Property used more than 50% in a qualified business use:										
27 Property used 50% or less in a qualified business use:										
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1.								28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1.								29		

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions):					
43 Amortization of costs that began before your 2012 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2012

Name FRIENDS FOUNDATION FOR THE AGING	Employer Identification Number 22-1524182
---	---

Asset Information:

Description of Property: . . .	VARIOUS SECURITIES	
Date Acquired: _____	How Acquired: . . .	_____
Date Sold: . . .	Name of Buyer: . . .	_____
Sales Price: <u>4,642,922.</u>	Cost or other basis (do not reduce by depreciation)	<u>4,363,100.</u>
Sales Expense: . . .	Valuation Method:	_____
Total Gain (Loss): . . .	<u>279,822.</u>	Accumulation Depreciation: . . .

Description of Property:	_____	
Date Acquired: . . .	How Acquired:	_____
Date Sold: . . .	Name of Buyer: . . .	_____
Sales Price: _____	Cost or other basis (do not reduce by depreciation)	_____
Sales Expense: . . .	Valuation Method: _____	_____
Total Gain (Loss): . . .	Accumulation Depreciation:	_____

Description of Property:	_____	
Date Acquired: _____	How Acquired: _____	_____
Date Sold: _____	Name of Buyer: _____	_____
Sales Price: _____	Cost or other basis (do not reduce by depreciation)	_____
Sales Expense: . . .	Valuation Method:	_____
Total Gain (Loss): . . .	Accumulation Depreciation:	_____

Description of Property:	_____	
Date Acquired: _____	How Acquired:	_____
Date Sold: . . .	Name of Buyer: . . .	_____
Sales Price: _____	Cost or other basis (do not reduce by depreciation)	_____
Sales Expense: . . .	Valuation Method:	_____
Total Gain (Loss): _____	Accumulation Depreciation: . . .	_____

Description of Property:	_____	
Date Acquired: _____	How Acquired:	_____
Date Sold: . . .	Name of Buyer: . . .	_____
Sales Price: . . .	Cost or other basis (do not reduce by depreciation)	_____
Sales Expense: . . .	Valuation Method: _____	_____
Total Gain (Loss): _____	Accumulation Depreciation:	_____

Description of Property:	_____	
Date Acquired: _____	How Acquired:	_____
Date Sold: . . .	Name of Buyer: . . .	_____
Sales Price: . . .	Cost or other basis (do not reduce by depreciation)	_____
Sales Expense: . . .	Valuation Method:	_____
Total Gain (Loss): _____	Accumulation Depreciation:	_____

Description of Property:	_____	
Date Acquired: _____	How Acquired:	_____
Date Sold: . . .	Name of Buyer: . . .	_____
Sales Price: . . .	Cost or other basis (do not reduce by depreciation)	_____
Sales Expense: . . .	Valuation Method:	_____
Total Gain (Loss): _____	Accumulation Depreciation:	_____

Miscellaneous Statement

PART VII-A, LINE 10 - SUBSTANTIAL CONTRIBUTOR	2012	
SEE SCHEDULE B - THE FOUNDATION RECEIVED TWO BEQUESTS IN EXCESS OF \$5,000		
IN EXCESS OF \$5,000, CONSIDERED SUBSTANTIAL.		
ROGER P VAIL REVOCABLE TRUST	260,000.	
MARJORIE E VAIL REVOCABLE TRUST	140,000.	
c/o PHELAN, FRANTZ & PEEK, LLC		
210 ORCHARD STREET		
WESTFIELD, NJ 07091		
Total	400,000.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
PAYROLL TAXES	5,680.			5,680.
990PF EXCISE TAX	5,881.			0.
Total	11,561.			5,680.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BANK/CUSTODIAL ACCOUNT FE	55,517.	55,517.		0.
INSURANCE	4,586.			4,586.
RENTAL EXPENSES-INVESTMENT PROPE	70,593.	51,227.		0.
BANK FEES	70.			0.
Total	130,766.	106,744.		4,586.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> SUSAN HOSKINS BOX 4342, GEORGE SCHOOL NEWTOWN PA 18940	TRUSTEE 2.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> BETH HUDSON KELLER 353 CAMBRIDGE LANE NEWTOWN PA 18940	TRUSTEE 2.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> PAULA MCCLURE 13 LYMAN PEQUANNOCK NJ 07440	TRUSTEE 2.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> JAMES WHITELY 46 COLONIAL WAY SHORT HILLS NJ 07078	PRESIDENT 5.00	0.	0.	1,383.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> BETH YINGLING 34 MOUNTAIN HEIGHTS AVE LINCOLN PK NJ 07035	SECRETARY 2.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> DEBORAH FRAZER 606 W. UPSAL STREET PHILADELPHIA PA 19119	EXEC DIRECTOR 20.00	70,229.	0.	1,399.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> DAPHNE JOSLIN 300 POMPTON ROAD WAYNE NJ 07647	TRUSTEE 2.00	0.	0.	25.

Form 990-PF, Page 6, Part VIII, Line 1

Continued

Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> DR. CHARLES MCCUTCHEN 5213 ACACIA AVE BETHESDA MD 20814	HONORARY TRUSTEE 0.00	0.	0.	0.

Total

70,229. 0. 2,807.

Form 990-PF, Part VII-A, Line 11, Statements Regarding Activities

Schedule of Information Regarding Transfers To a Controlled Entity

(A) Name and Address of Each Controlled Entity	(B) Employer ID number	(C) Description of Transfer	(D) Amount of Transfer
26 ROCKVIEW AVE LLC 112 LINDEN AVENUE NORTH PLAINFIELD NJ 07060	22-3734217	NO TRANSFERS MADE	0.

Total

0.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MCCARTER & ENGLISH,	LEGAL	6,022.			6,022.

Total

6,022.

6,022.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRAZER, EVANGELISTA & SUSAN B LEE	ACCOUNTING ACCOUNTING	18,575. 1,680.			14,200.

Total

20,255.

14,200.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYCHEX	PAYROLL SERVICES	1,740.			1,740.
Total		<u>1,740.</u>			<u>1,740.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
EQUITY SECURITIES	5,586,862.	5,586,862.
Total	<u>5,586,862.</u>	<u>5,586,862.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
FIXED INCOME SECURITIES	3,349,421.	3,349,421.
Total	<u>3,349,421.</u>	<u>3,349,421.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
ALTERNATIVE ASSET INVESTMENTS	1,731,673.	1,731,673.
MUTUAL FUND	1,439,124.	1,439,124.
Total	<u>3,170,797.</u>	<u>3,170,797.</u>

Form 990-PF, Page 2, Part II, Line 11

L-11 Stmt

Line 11b - Description of Investments Land, Buildings and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
26 ROCKVIEW LLC	352,384.	0.	352,384.
Total	<u>352,384.</u>	<u>0.</u>	<u>352,384.</u>

Form 990-PF, Page 2, Part II, Line 14

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
ACCUMULATED DEPRECIATION	847.	847.	0.
Total	<u>847.</u>	<u>847.</u>	<u>0.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	Fair Market Value
PREPAID INSURANCE	2,270.	2,072.	2,072.
ACCRUED INTEREST RECEIVAB	11,996.	6,135.	6,135.
Total	<u>14,266.</u>	<u>8,207.</u>	<u>8,207.</u>