



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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 07/01, 2012, and ending 06/30, 2013

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

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

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

**A Employer identification number**  
52-2030228

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

**C** If exemption application is pending, check here

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

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

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

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

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16)  $\blacktriangleright$  \$ 36,960,886.

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

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)					
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
<b>3</b> Interest on savings and temporary cash investments				N/A	
<b>4</b> Dividends and interest from securities		565,456.	565,456.		
<b>5a</b> Gross rents					
<b>b</b> Net rental income or (loss)					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10		1,524,866.			
<b>b</b> Gross sales price for all assets on line 6a <u>7,419,726.</u>					
<b>7</b> Capital gain net income (from Part IV, line 2)			1,524,866.		
<b>8</b> Net short-term capital gain					
<b>9</b> Income modifications					
<b>10a</b> Gross sales less returns and allowances					
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)		-158,817.	-182,147.		STMT 1
<b>12</b> Total. Add lines 1 through 11		1,931,505.	1,908,175.		
<b>13</b> Compensation of officers, directors, trustees, etc.					
<b>14</b> Other employee salaries and wages					
<b>15</b> Pension plans, employee benefits					
<b>16a</b> Legal fees (attach schedule)		3,277.	NONE	NONE	3,277.
<b>b</b> Accounting fees (attach schedule)					
<b>c</b> Other professional fees (attach schedule)		211,433.	211,433.		
<b>17</b> Interest					
<b>18</b> Taxes (attach schedule) (see instructions)		30,893.	10,429.		
<b>19</b> Depreciation (attach schedule) and depletion					
<b>20</b> Occupancy					
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses (attach schedule) STMT. 2		5,747.	50.		5,697.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23		251,350.	221,912.	NONE	8,974.
<b>25</b> Contributions, gifts, grants paid		1,889,500.			1,889,500.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25		2,140,850.	221,912.	NONE	1,898,474.
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements		-209,345.			
<b>b</b> Net investment income (if negative, enter -0-)			1,686,263.		
<b>c</b> Adjusted net income (if negative, enter -0-)				N/A	

ENVELOPE  
POSTMARK DATE OCT 15 2013

SCANNED OCT 24 2013

RECEIVED  
OCT 21 2013  
OGDEN, UT.  
IRS-OSC

914 5NE

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .	74,501.	-267,331.	-267,331.
	2	Savings and temporary cash investments . . . . .	2,065,594.	2,113,121.	2,113,121.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) . .	492,911.	367,590.	358,425.
	b	Investments - corporate stock (attach schedule) . . . . .	13,468,386.	13,344,746.	16,187,111.
	c	Investments - corporate bonds (attach schedule) . . . . .	2,462,295.	2,574,891.	2,551,365.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .	13,855,895.	15,132,230.	15,073,195.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ PROGRAM RELATED INVESTMENT )	2,000,000.	945,000.	945,000.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	34,419,582.	34,210,247.	36,960,886.	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ )			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	34,419,582.	34,210,247.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	34,419,582.	34,210,247.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	34,419,582.	34,210,247.		

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	34,419,582.
2	Enter amount from Part I, line 27a . . . . .	2	-209,345.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	10.
4	Add lines 1, 2, and 3 . . . . .	4	34,210,247.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	34,210,247.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>			P	VARIOUS	VARIOUS
b					
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 7,419,726.		5,894,860.	1,524,866.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			1,524,866.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	1,524,866.	
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					

**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	1,963,759.	34,194,253.	0.057430
2010	2,056,272.	35,446,171.	0.058011
2009	1,809,079.	33,961,076.	0.053269
2008	4,021,343.	34,889,419.	0.115260
2007	2,642,265.	47,525,301.	0.055597
2 Total of line 1, column (d)			0.339567
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			0.067913
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			34,133,388.
5 Multiply line 4 by line 3			2,318,101.
6 Enter 1% of net investment income (1% of Part I, line 27b)			16,863.
7 Add lines 5 and 6			2,334,964.
8 Enter qualifying distributions from Part XII, line 4 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.			1,898,474.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	33,725.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2	
3	Add lines 1 and 2 . . . . .	3	33,725.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	33,725.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	25,517.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	25,517.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	8,208.
10	<b>Overpayment.</b> 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: <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>NONE</b> Refunded <input type="checkbox"/> <b>11</b>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of SEE STATEMENT 3 Telephone no. Located at ZIP+4
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year . . . . . 15 N/A
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 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b N/A
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) 3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

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 6b X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No 7b N/A

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

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

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

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

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

Total number of other employees paid over \$50,000  Yes  No NONE

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE SCHEDULE ATTACHED		134,007.
-----		
-----		
-----		
-----		

Total number of others receiving over \$50,000 for professional services . . . . . **NONE**

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

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	

Total. Add lines 1 through 3 . . . . .

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	32,978,518.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,674,668.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	34,653,186.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	34,653,186.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	519,798.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	34,133,388.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,706,669.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,706,669.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	33,725.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	33,725.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,672,944.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	1,055,000.
<b>5</b>	Add lines 3 and 4	<b>5</b>	2,727,944.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	2,727,944.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,898,474.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,898,474.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,898,474.

**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 . . . . .				2,727,944.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only . . . . .			NONE	
b Total for prior years 20 <u>10</u> , 20 <u>  </u> , 20 <u>  </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 . . . . .			NONE	
b From 2008 . . . . .			2,077,402.	
c From 2009 . . . . .			134,297.	
d From 2010 . . . . .			331,128.	
e From 2011 . . . . .			279,460.	
f Total of lines 3a through e . . . . .	2,822,287.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ <u>1,898,474.</u>				
a Applied to 2011, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2012 distributable amount . . . . .				1,898,474.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )	829,470.			829,470.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,992,817.			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	1,992,817.			
10 Analysis of line 9:				
a Excess from 2008 . . . . .	1,247,932.			
b Excess from 2009 . . . . .	134,297.			
c Excess from 2010 . . . . .	331,128.			
d Excess from 2011 . . . . .	279,460.			
e Excess from 2012 . . . . .	NONE			

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

NOT APPLICABLE

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:  
N/A

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>SEE SCHEDULE ATTACHED</p>				1,889,500.
<b>Total</b> . . . . . ▶ <b>3a</b>				1,889,500.
<p><i>b Approved for future payment</i></p> <p>N/A</p>				
<b>Total</b> . . . . . ▶ <b>3b</b>				-0-



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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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 [X]

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains '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: [Signature] Date: 10/10/13 Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only Print/Type preparer's name: FRANCIS X. MEHAFFEY Preparer's signature: [Signature] Date: 10/8/13 Check [ ] if self-employed PTIN: P01072411 Firm's name: THE GLENMEDE TRUST COMPANY, N.A. Firm's EIN: 32-0274136 Firm's address: 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391 Phone no.: 215-419-6000

THE SERAPH FOUNDATION INC  
ACCOUNT #6018-01-4/1  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

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

	COLUMN A	COLUMN B	COLUMN D
<b>REVENUE:</b>			
<b>LINE 4</b>			
DIVIDENDS AND INTEREST FROM SECURITIES			
- DIVIDENDS & INTEREST	<u>565,456</u>	<u>565,456</u>	
<b>LINE 11</b>			
OTHER INCOME			
- INTEREST ON PROGRAM RELATED INVESTMENTS	30,000	30,000	
- PARTNERSHIP INVESTMENT INCOME PER K-1'S	-212,147	-212,147	
- PARTNERSHIP INVESTMENT INCOME PER K-1'S REPORTED ON FORM 990-T	<u>23,330</u>	<u>0</u>	
	<u>-158,817</u>	<u>-182,147</u>	
<b>EXPENSES:</b>			
<b>LINE 16a</b>			
LEGAL FEES			
- RICHARDS, LAYTON & FINGER	<u>3,277</u>	<u>0</u>	<u>3,277</u>
<b>LINE 16c</b>			
OTHER PROFESSIONAL FEES			
- THE GLENMEDE TRUST COMPANY INVESTMENT MANAGEMENT FEE	28,226	28,226	0
- WELLS FARGO SECURITIES INVESTMENT MANAGEMENT FEE	134,007	134,007	0
- UBS SECURITIES INVESTMENT MANAGEMENT FEE	<u>49,200</u>	<u>49,200</u>	<u>0</u>
	<u>211,433</u>	<u>211,433</u>	<u>0</u>
<b>LINE 18</b>			
TAXES			
- FOREIGN TAXES PAID	10,429	10,429	0
- EXCISE TAX PAYMENTS	20,464	0	0
	<u>30,893</u>	<u>10,429</u>	<u>0</u>
<b>LINE 23</b>			
OTHER EXPENSES			
- THE ASSOCIATION OF SMALL FOUNDATIONS MEMBERSHIP FEE	725	0	725
- WILMINGTON TRUST SP SERVICES, INC	1,500	0	1,500
- TRUSTEE MEETING - TRAVEL EXPENSES	2,497	0	2,497
- PHILADELPHIA INSURANCE COMPANY	725	0	725
- MISCELLANEOUS EXPENSE	50	50	0
- WIRE FEE	225	0	225
- STATE OF DELAWARE ANNUAL FRANCHISE TAX	<u>25</u>	<u>0</u>	<u>25</u>
	<u>5,747</u>	<u>50</u>	<u>5,697</u>

06/30/2013 SUMMARY OF ALL ACCOUNTS  
SEE ATTACHED SCHEDULES FOR DETAILS

THE SERAPH FOUNDATION INC  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
SEE SCHEDULES ATTACHED FOR DETAILS			
LINE 1	TOTAL UNINVESTED CASH	(267,331 00)	(267,331 00)
LINE 2	TOTAL CASH EQUIVALENTS	2,113,121 00	2,113,121 00
LINE 10a	TOTAL GOVERNMENT BONDS & NOTES	367,590 00	358,425 00
LINE 10c	TOTAL GOVT AGENCY BONDS, NOTES & CORP	2,574,891 00	2,551,365 00
LINE 10b	TOTAL COMMON STOCKS	13,344,746 00	16,187,111 00
LINE 13	TOTAL INVESTMENTS OTHER	15,132,230 00	15,073,195 00
LINE 15	TOTAL OTHER ASSETS	<u>945,000 00</u>	<u>945,000 00</u>
LINE 16	TOTAL ASSETS AS OF 6/30/2013	<u><u>34,210,247 00</u></u>	<u><u>36,960,886.00</u></u>

**THE SERAPH FOUNDATION INC**  
**ACCOUNT #6018-01-4/1 GLENMEDE TRUST COMPANY, N.A.**  
**EIN: 52-2030228**  
**TAX YEAR ENDING 6/30/2013**

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

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
----------	----------	---------------	-----------------

**UNINVESTED CASH**

	(249,993.0000) CASH	(249,993.00)	(249,993.00)
--	---------------------	--------------	--------------

	<b>TOTAL UNINVESTED CASH</b>	<b>(249,993.00)</b>	<b>(249,993.00)</b>
--	------------------------------	---------------------	---------------------

**CASH EQUIVALENTS**

	1,951.0000 MORGANSTANLEY SMITHBARNEY	1,951.00	1,951.00
--	--------------------------------------	----------	----------

	1,190,959.0000 GLENMEDE FUND INC. GOVT CASH PORTFOLIO	1,190,959.00	1,190,959.00
--	--	--------------	--------------

	<b>TOTAL CASH EQUIVALENTS</b>	<b>1,192,910.00</b>	<b>1,192,910.00</b>
--	-------------------------------	---------------------	---------------------

**GOVT BONDS AND NOTES**

	50,000.0000 U S TREASURY N/B DTD 2/17/2004 4% 2/15/2014	55,254.00	51,199.00
--	--	-----------	-----------

	10,000.0000 U.S. TREASURY N/B DTD 06/30/2009 2.625% 06/30/2014	10,243.00	10,241.00
--	---	-----------	-----------

	50,000.0000 U S TREASURY BONDS DTD 5/15/1986 7.25% 5/15/2016	54,859.00	59,422.00
--	---	-----------	-----------

	100,000.0000 U.S. TREASURY BONDS DTD 5/15/1988 9.125% 5/15/2018	137,066.00	136,875.00
--	--	------------	------------

	75,000.0000 U.S. TREASURY BONDS DTD 2/15/1996 6% 2/15/206	110,168.00	100,688.00
--	--	------------	------------

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

**THE SERAPH FOUNDATION INC**  
**ACCOUNT #6018-01-4/1 GLENMEDE TRUST COMPANY, N.A.**  
**EIN: 52-2030228**  
**TAX YEAR ENDING 6/30/2013**

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

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
<b>TOTAL GOVT BONDS AND NOTES</b>		<b>367,590.00</b>	<b>358,425.00</b>
<b>GOVT AGENCY BONDS, NOTES &amp; CORPORATE</b>		<b>170,850.00</b>	<b>157,311.00</b>
150,000.0000	FHLB DTD 5/27/2004 5.25% 6/18/2014	170,850.00	157,311.00
180,000.0000	FHLMC DTD 7/16/2004 5% 7/15/2014	201,123.00	188,888.00
165,000.0000	FNMA DTD 4/16/2007 5% 5/11/2017	196,681.00	188,310.00
80,000.0000	FHLB DTD 10/19/2007 5% 11/17/2017	90,759.00	91,846.00
110,000.0000	FHLMC DTD 6/13/2008 4.875% 6/13/2018	128,152.00	126,867.00
3,822.0000	GOVERNMENT NATL MTGE ASSN PT CTF POOL NO 521660 7.5% 11/15/2029	3,596.00	4,216.00
207.0000	FNMA #534706 DTD 5/1/2000 7.5% 5/1/2015	0.00	208.00
2,129.0000	FNMA GTD MTGE PASS THRU CTF POOL 558527 7% 11/01/2030	0.00	2,486.00
10,231.0000	GNMA #551116 DTD 8/1/2001 7% 8/15/2031	10,446.00	11,953.00
4,438.0000	GNMA #567258 DTD 10/1/2001 6.5% 10/15/2031	4,542.00	4,676.00

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

**THE 'SERAPH FOUNDATION INC**  
**ACCOUNT #6018-01-4/1 GLENMEDE TRUST COMPANY, N.A.**  
**EIN: 52-2030228**  
**TAX YEAR ENDING 6/30/2013**

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

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
120,706.0000	FHLMC DTD 4/1/2012 3.5% 4/1/2042	125,647 00	122,441.00
2,804.0000	GNMA #523061 DTD 3/1/2001 6.5% 3/15/2016	2,875.00	3,035.00
50,000.0000	BERKSHIRE HATHAWAY FINANCE DTD 1/11/2005 4.85% 1/15/2015	48,988.00	53,221.00
120,000.0000	GENERAL ELECTRIC CAPITAL CORP DTD 9/24/2007 5.625% 9/15/2017	115,914.00	135,920.00
100,000 0000	ORACLE CORP DTD 4/9/2008 5.75% 4/15/2018	118,085 00	116,363.00
115,000.0000	JP MORGAN CHASE & CO DTD 4/23/2009 6.3% 4/23/2019	140,570.00	133,596.00
85,000.0000	IBM CORP DTD 11/1/1989 8.375% 11/1/2019	117,624.00	113,862.00
75,000.0000	PROCTER & GAMBLE CO DTD 2/6/2006 4.7% 2/15/2019	88,461.00	84,590.00
120,000.0000	JOHNSON & JOHNSON DTD 6/23/2008 5.15% 7/15/2018	136,189.00	138,869.00
120,000 0000	BLACKROCK INC DTD 12/10/2009 3.5% 12/10/2014	125,849.00	124,842.00
80,000.0000	WELLS FARGO BANK NA DTD 5/15/2006 5 75% 5/16/2016	91,517 00	89,502.00
100,000 0000	PEPSICO INC DTD 10/24/2008 7.9% 11/1/2018	132,485 00	128,082.00
90,000.0000	CATERPILLAR INC DTD 12/5/2008 7.9% 12/15/2018	116,724.00	116,089.00

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

**THE SERAPH FOUNDATION INC**  
**ACCOUNT #6018-01-4/1 GLENMEDE TRUST COMPANY, N.A.**  
**EIN: 52-2030228**  
**TAX YEAR ENDING 6/30/2013**

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

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
130,000.0000	TOYOTA MOTOR CREDIT CORP DTD 9/15/2011 2% 9/15/2016	133,884.00	132,620.00
120,000.0000	UNITED TECHNOLOGIES CORP DTD 4/29/2005 4.875% 5/1/2015	126,607 00	129,283 00
130,000.0000	WAL-MART STORES INC DTD 8/24/2007 5.8% 2/15/2018	147,323.00	152,289.00
<b>TOTAL GOVT AGENCY BONDS, NOTES &amp; CORPORATE</b>		<b>2,574,891.00</b>	<b>2,551,365.00</b>
<b>COMMON STOCKS</b>			
10,000.0000	PFIZER COMMON	159,900.00	280,100.00
<b>TOTAL COMMON STOCKS</b>		<b>159,900.00</b>	<b>280,100.00</b>
<b>INVESTMENTS OTHER</b>			
2,000,000.0000	GLENMEDE PRIVATE EQUITY FUND LLC LIMITED PARTNERSHIP	128,111.00	47,600.00
3,000,000.0000	GLENMEDE PRIVATE EQUITY FUND II LP	1,076,596.00	1,302,000 00
2,250,000.0000	GLENMEDE REAL ESTATE FUND LLC LP	711,276.00	556,875.00
2,524,045.0000	PALISADES STRATEGIC MASTER FD (CAYMAN)	2,524,045.00	2,524,045.00
5,275,011.0000	ABRAMSON LLC	5,275,011.00	5,275,011.00

THE SERAPH FOUNDATION INC  
 ACCOUNT #6018-01-4/1 GLENMEDE TRUST COMPANY, N.A.  
 EIN: 52-2030228  
 TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
357,528.0000	SUN LIFE, LLC	375,528.00	357,528.00
813,017 0000	SATURN PARTNERS LTD PARTNERSHIP III	813,017.00	813,017.00
700.0000	KOBALT MUSIC ROYALTIES SCA SICAV -SIF	705,781.00	705,781.00
1,874,729.0000	OUTDOOR INCOME PARTNERS, LLC	1,874,729.00	1,874,729.00
<b>TOTAL INVESTMENTS OTHER</b>		<b>13,484,094.00</b>	<b>13,456,586.00</b>
<b>OTHER ASSETS</b>			
945,000.0000	CHESAPEAKE BAY MARITIME MUS DTD 3/31/2009 2% 3/31/2018 (PROGRAM RELATED INVESTMENT)	945,000.00	945,000.00
<b>TOTAL OTHER ASSTES</b>		<b>945,000.00</b>	<b>945,000.00</b>

THE SERAPH FOUNDATION INC  
ACCOUNT #6018-01-4/1 GLENMEDE TRUST COMPANY, N.A.  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
----------	----------	---------------	-----------------

**COMPOSED OF THE ABOVE:**

TOTAL UNINVESTED CASH	(249,993.00)	(249,993.00)
TOTAL CASH EQUIVALENTS	1,192,910.00	1,192,910.00
TOTAL GOVERNMENT BONDS & NOTES	367,590.00	358,425.00
TOTAL GOVT AGENCY BONDS, NOTES & CORP	2,574,891.00	2,551,365.00
TOTAL COMMON STOCKS & MUTUAL FUNDS	159,900.00	280,100.00
TOTAL INVESTMENTS OTHER	13,484,094.00	13,456,586.00
TOTAL OTHER ASSETS	<u>945,000.00</u>	<u>945,000.00</u>
<b>TOTAL PORTFOLIO AS OF 6/30/2013</b>	<b><u>18,474,392.00</u></b>	<b><u>18,534,393.00</u></b>

THE SERAPH FOUNDATION INC  
ACCOUNT #7571-0092 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
----------	----------	------------	--------------

**UNINVESTED CASH**

(3,032 0000) CASH		(3,032 00)	(3,032 00)
	<b>TOTAL UNINVESTED CASH</b>	<b>(3,032.00)</b>	<b>(3,032.00)</b>

**CASH EQUIVALENTS**

329,251 0000 CASH EQUIVALENTS		329,251 00	329,251 00
	<b>TOTAL CASH EQUIVALENTS</b>	<b>329,251.00</b>	<b>329,251.00</b>

**COMMON STOCKS**

987 0000 APPLE INC		291,487 00	391,375.00
1,959.0000 BECTON DICKINSON & CO		139,777 00	193,608 00
2,212.0000 BED BATH & BEYOND INC		129,819 00	156,941 00
5.0000 BERKSHIRE HATHAWAY INC CLASS A		401,750 00	843,000.00
3,869 0000 BERKSHIRE HATHAWAY INC SERIES B NEW		277,911 00	433,019.00

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

THE SERAPH FOUNDATION INC  
ACCOUNT #7571-0092 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
4,735 0000	CATERPILLAR INC	388,062.00	390,590.00
1,580 0000	CHEVRON CORP	166,761.00	186,977.00
9,352 0000	CISCO SYSTEMS INC	163,771.00	227,581 00
6,840 0000	COACH INC	362,235.00	390,496 00
4,586 0000	COCA COLA CO	114,514.00	183,944 00
14,900 0000	CORNING INC	186,896 00	212,027 00
913 0000	COSTCO WHOLESALE NEW COM	51,381.00	100,950 00
7,016.0000	DEVON ENERGY CORP NEW	466,782.00	363,990 00
2,392.0000	DISNEY WALT COMPANY	71,419.00	151,055 00
3,501.0000	E M C CORP MASS	81,171 00	82,694 00
2,981.0000	EXXON MOBIL CORP	189,032.00	269,333 00

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

THE SERAPH FOUNDATION INC  
ACCOUNT #7571-0092 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
1,500 0000	FEDEX CORP	139,425.00	147,870 00
14,241 0000	GENERAL ELECTRIC CO	289,333 00	330,249 00
6,960 0000	GENERAL MOTORS CO	152,703 00	231,838 00
217.0000	GOOGLE INC CL A	124,029 00	191,040 00
8,626 0000	HEWLETT-PACKARD COMPANY	147,485.00	213,925 00
19,105 0000	INTEL CORP	413,453.00	462,914 00
2,209.0000	JOHNSON & JOHNSON	119,784 00	189,665 00
4,771.0000	JOY GLOBAL INC	255,975 00	231,537.00
3,844.0000	JPMORGAN CHASE & CO	125,918 00	202,925 00
11,948 0000	LEUCADIA NATIONAL CORP	275,978.00	313,277 00
1,161 0000	LOCKHEED MARTIN CORP	101,611.00	125,922.00
11,298.0000	MARKET VECTOR GOLD MINERS	401,560.00	276,688.00

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

THE SERAPH FOUNDATION INC  
ACCOUNT #7571-0092 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
2,075.0000	MCDONALDS CORP	133,530.00	205,425 00
2,905 0000	MERCK & CO INC NEW	96,753 00	134,937.00
5,732 0000	MICROSOFT CORP	149,341 00	198,012.00
3,216.0000	OCCIDENTAL PETE CORP	267,837.00	286,964 00
7,948 0000	ORACLE CORP	219,685 00	244,083 00
4,755 0000	PFIZER INC	73,220.00	133,188 00
1,903.0000	PROCTER & GAMBLE CO	109,067 00	146,512 00
4,693.0000	QUALCOMM INC	259,868.00	286,695 00
1,450.0000	3M CO	113,996 00	158,557 00
	<b>TOTAL COMMON STOCKS</b>	<b>7,453,319.00</b>	<b>9,289,803.00</b>

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

THE SERAPH FOUNDATION INC  
ACCOUNT #7571-0092 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
----------	----------	---------------	-----------------

COMPOSED OF THE ABOVE:

TOTAL UNVESTED CASH	(3,032 00)	(3,032 00)
TOTAL CASH EQUIVALENTS	329,251 00	329,251 00
TOTAL COMMON STOCKS	<u>7,453,319 00</u>	<u>9,289,803.00</u>
TOTAL PORTFOLIO AS OF 6/30/2013	<u><u>7,779,538 00</u></u>	<u><u>9,616,022 00</u></u>

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

THE SERAPH FOUNDATION INC  
ACCOUNT #7571-0128 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
----------	----------	---------------	-----------------

<b>UNINVESTED CASH</b>
------------------------

51 0000 CASH	51 00	51 00
<b>TOTAL UNINVESTED CASH</b>	<b>51.00</b>	<b>51.00</b>

<b>CASH EQUIVALENTS</b>
-------------------------

75,499.0000 CASH EQUIVALENTS	75,499 00	75,499 00
<b>TOTAL CASH EQUIVALENTS</b>	<b>75,499.00</b>	<b>75,499.00</b>

<b>COMMON STOCKS</b>
----------------------

1,906.0000 ABB LTD-SPONS ADR	33,889 00	41,284 00
358 0000 AMCOR LTD ADR NEW	8,685 00	13,282 00
1,497 0000 ASTELLAS PHARMA-UNSO ADR	14,216 00	20,239.00
5,254 0000 BANCO SANTANDER CENTRAL HISPANO SPON ADR	44,103 00	35,740.00
1,843 0000 BG GROUP PLC ADR	9,195 00	31,257 00

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

THE SERAPH FOUNDATION INC  
ACCOUNT #7571-0128 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
1,193 0000	BP PLC SPONS ADR	75,195 00	49,796 00
1,751 0000	CANON INC ADR REP 5SHS	55,810 00	57,555 00
7,661 0000	CARREFOUR SA-UNSPON ADR CRERY	34,144.00	41,599 00
395 0000	CHINA MOBILE LTD SPONS ADR	20,545 00	20,449 00
519 0000	DAIMLER AG SPON ADR	28,172 00	31,342.00
4,514 0000	DEUTSCHE TELEKOM AG SPON ADR	72,917 00	52,633 00
845 0000	ENI S P A SPON ADR	37,363 00	34,679 00
3,657 0000	FRANCE TELECOM SPON ADR	72,082 00	34,559 00
852 0000	GDF SUEZ SPON ADR	27,665 00	16,725.00
1,009 0000	GLAXOSMITHKLINE PLC-ADR	53,189 00	50,420 00
3,144 0000	IBERDROLA SA-SPONSORED ADR	78,395 00	64,075 00

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

THE SERAPH FOUNDATION INC  
ACCOUNT #7571-0128 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
1,821 0000	KAO CORP-SPONSORED ADR	47,391 00	62,588 00
3,262 0000	KONINKLIJKE AHOLD ADR	41,902 00	48,571 00
907 0000	NATIONAL GRID PLC SPON ADR NEW	41,051 00	51,400.00
1,710 0000	NOVARTIS AG SPON ADR	62,413 00	82,731 00
1,306 0000	QBE INSURANCE GROUP LTD	15,333 00	18,042 00
1,430 0000	REED ELSEVIER N V SPN ADR ENL	46,711 00	47,362 00
515 0000	ROYAL DUTCH SHELL PLC ADR CL A	37,718 00	32,857.00
1,037 0000	RWE AKTIENGESELLSCHAF SPONSORED ADR	42,170 00	33,132 00
1,296 0000	SANOFI ADR	40,896 00	66,757 00
691.0000	SEVEN & I HOLDINGS ADR	31,698 00	50,478 00
1,379 0000	SINGAPORE TELECOMMUNICATIONS-ADR	22,044 00	40,956 00
2,324 0000	TAIWAN SEMICONDUCTOR MFG CO LTD ADR	25,646 00	42,576 00

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

THE SERAPH FOUNDATION INC  
ACCOUNT #7571-0128 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
2,277 0000	TAKEDA PHARMACEUTICAL CO LTD ADR	55,188 00	51,415 00
3,477 0000	TELEFONICA SA SPONOSORED	52,946 00	44,540 00
3,582 0000	TESCO PLC SPON ADR	67,899 00	54,626.00
1,536 0000	TEVA PHARAMACEUTICAL ADR INDS LTD	61,642 00	60,211 00
2,138 0000	TOKIO MARINE HOLDING ADR	71,344 00	67,924 00
2,043 0000	TOKYO ELECTRON LTD-UNSPN ADR	24,368 00	25,844.00
1,265 0000	TOTAL S A SPONS ADR	81,895.00	61,605.00
391 0000	TOYOTA MOTOR CORP ADR NEW 3/82	28,865.00	47,178 00
1 0000	TREASURY WINE ESTATES LTD-SPON ADR	0 00	5 00
1,585 0000	UNILEVER PLC SPONS ADR	37,428 00	64,113 00
1,241 0000	UNITED OVERSEAS BK LTD SPONSORED ADR	24,145 00	39,017 00

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

THE SERAPH FOUNDATION INC  
ACCOUNT #7571-0128 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
3,481 0000	VINCI S A ADR	41,200 00	43,721 00
1,491 0000	VODAFONE GROUP PLC SPONSORED ADR NEW	33,138 00	42,859 00
1,591 0000	ZURICH FINANCIAL SVCS ADR	29,032 00	41,430.00
	<b>TOTAL COMMON STOCKS</b>	<b>1,729,628.00</b>	<b>1,817,572.00</b>

**COMPOSED OF THE ABOVE:**

TOTAL UNINVESTED CASH	51 00	51 00
TOTAL CASH EQUIVALENTS	75,499 00	75,499 00
TOTAL COMMON STOCKS	<u>1,729,628 00</u>	<u>1,817,572 00</u>
<b>TOTAL PORTFOLIO AS OF 6/30/2013</b>	<b><u>1,805,178 00</u></b>	<b><u>1,893,122 00</u></b>

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

THE SERAPH FOUNDATION INC  
ACCOUNT #3783-5600 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
----------	----------	---------------	-----------------

**UNINVESTED CASH**

	(21,934 0000) CASH	(21,934 00)	(21,934 00)
--	--------------------	-------------	-------------

**TOTAL UNINVESTED CASH**

	<b>(21,934.00)</b>	<b>(21,934.00)</b>
--	--------------------	--------------------

**CASH EQUIVALENTS**

	89,867 0000 CASH EQUIVALENTS	89,867.00	89,867 00
--	------------------------------	-----------	-----------

**TOTAL CASH EQUIVALENTS**

	<b>89,867.00</b>	<b>89,867.00</b>
--	------------------	------------------

**COMMON STOCKS**

	1,298 0000 AGNICO-EAGLE MINES LTD	64,494 00	35,747 00
--	-----------------------------------	-----------	-----------

	1,629 0000 ALERIAN MLP	25,811 00	29,078 00
--	------------------------	-----------	-----------

	96.0000 ALLEGHANY CORP NEW DELAWARE	29,304.00	36,798.00
--	-------------------------------------	-----------	-----------

	750.0000 AMERISOURCEBERGEN CORP	17,860.00	41,872 00
--	---------------------------------	-----------	-----------

	764 0000 BMC SOFTWARE INC	25,825.00	34,479 00
--	---------------------------	-----------	-----------

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

THE SERAPH FOUNDATION INC  
ACCOUNT #3783-5600 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
3,351 0000	BROCADE COMMUNICATIONS SYSTEMS	27,261.00	19,302 00
966 0000	CON-WAY INC	30,052.00	37,635.00
1,646 0000	CSG SYS INTL INC	29,379 00	35,842 00
311.0000	DARDEN RESTAURANTS	8,846.00	15,699 00
771.0000	DECKERS OUTDOOR CORP DECK	37,294.00	38,943 00
2,155 0000	DREAMWORKS ANIMATION SKG INC-A	43,841 00	55,297.00
843 0000	ENDO HEALTH SOLUTIONS INC	27,894 00	31,014 00
1,692.0000	GENTEX CORP	35,000.00	39,001 00
1,335.0000	GRANITE CONSTRUCTION CO	44,703.00	39,730 00
750 0000	HCC INSURANCE HOLDINGS	22,996 00	32,332 00
632 0000	HUMANA INC	39,952.00	53,328.00

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

THE SERAPH FOUNDATION INC  
ACCOUNT #3783-5600 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
199 0000	JONES LANG LASALLE INC	15,503.00	18,137 00
626 0000	JOY GLOBAL INC	33,577.00	30,380.00
613 0000	LAM RESEARCH CORP	15,442.00	27,180.00
1,008.0000	LAZARD LTD	26,653.00	32,407.00
1,571 0000	LEUCADIA NATIONAL CORP	35,549 00	41,192 00
3,024.0000	MARKET VECTORS JUNIOR GOLD MINERS	50,364 00	27,700 00
329.0000	MORNINGSTAR INC	15,558 00	25,524 00
4,344 0000	NUTRI/SYSTEM INC	55,701.00	51,172 00
883 0000	OWENS CORNING INC	28,940.00	34,508 00
1,842 0000	PATTERSON-UTI ENERGY	37,545 00	35,652.00
8,590 0000	POWER-ONE INC	50,988 00	54,289.00
263.0000	RELIANCE STEEL & ALUMINUM CO	13,182 00	17,242 00

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

THE SERAPH FOUNDATION INC  
ACCOUNT #3783-5600 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
3,095.0000	SAIC INC	48,008 00	43,113.00
763.0000	SM ENERGY CO COM	34,903.00	45,765 00
1,018.0000	SOTHEBY'S	20,146 00	38,592 00
927 0000	TEREX CORP NEW	25,184.00	24,380.00
1,873 0000	THE ST JOE COMPANY	36,164 00	39,427.00
367 0000	UNDER ARMOUR INC CLASS A	5,098 00	21,914.00
433 0000	WESCO INTERNATIONAL INC	18,574.00	29,427 00
	<b>TOTAL COMMON STOCKS</b>	<b>1,077,591.00</b>	<b>1,214,098.00</b>

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

THE SERAPH FOUNDATION INC  
ACCOUNT #3783-5600 WELLS FARGO SECURITIES  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
----------	----------	---------------	-----------------

COMPOSED OF THE ABOVE:

TOTAL UNINVESTED CASH	(21,934 00)	(21,934.00)
TOTAL CASH EQUIVALENTS	89,867.00	89,867.00
TOTAL COMMON STOCKS	<u>1,077,591 00</u>	<u>1,214,098 00</u>
TOTAL PORTFOLIO AS OF 6/30/2013	<u><u>1,145,524.00</u></u>	<u><u>1,282,031.00</u></u>

THE SERAPH FOUNDATION INC  
ACCOUNT #H7 10170 WS - UBS  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
----------	----------	---------------	-----------------

**CASH EQUIVALENTS**

7,049.0000	CASH EQUIVALENTS	7,049.00	7,049.00
<b>TOTAL CASH EQUIVALENTS</b>		<b>7,049.00</b>	<b>7,049.00</b>

**INVESTMENTS OTHER**

2,185.9070	GRANT PARK-GLOBAL ALTERNATIVE MARKETS III	1,648,136.00	1,616,609.00
<b>TOTAL INVESTMENTS OTHER</b>		<b>1,648,136.00</b>	<b>1,616,609.00</b>

**COMPOSED OF THE ABOVE:**

<b>TOTAL CASH EQUIVALENTS</b>	7,049.00	7,049.00
<b>TOTAL INVESTMENTS OTHER</b>	<u>1,648,136.00</u>	<u>1,616,609.00</u>
<b>TOTAL PORTFOLIO AS OF 6/30/2013</b>	<u><u>1,655,185.00</u></u>	<u><u>1,623,658.00</u></u>

THE SERAPH FOUNDATION INC  
ACCOUNT #H7 10172 WS UBS  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
----------	----------	---------------	-----------------

**UNINVESTED CASH**

528.0000	CASH	528.00	528.00
----------	------	--------	--------

<b>TOTAL UNINVESTED CASH</b>		<b>528.00</b>	<b>528.00</b>
------------------------------	--	---------------	---------------

**CASH EQUIVALENTS**

425,594.0000	CASH EQUIVALENTS	425,594.00	425,594.00
--------------	------------------	------------	------------

<b>TOTAL CASH EQUIVALENTS</b>		<b>425,594.00</b>	<b>425,594.00</b>
-------------------------------	--	-------------------	-------------------

**COMMON STOCKS**

2,390.0000	AMERICAN CAPITAL AGENCY CORP	72,886.00	54,994.00
------------	------------------------------	-----------	-----------

1,390.0000	ANALOG DEVICES INC	44,526.00	62,633.00
------------	--------------------	-----------	-----------

5,086.0000	ANNALY CAPITAL MANAGEMENT INC	85,672.00	63,931.00
------------	-------------------------------	-----------	-----------

2,600.0000	APPLIED MATERIALS INC	40,209.00	38,792.00
------------	-----------------------	-----------	-----------

985.0000	AVERY DENNISON CORP	40,703.00	42,119.00
----------	---------------------	-----------	-----------

THE SERAPH FOUNDATION INC  
ACCOUNT #H7 10172 WS UBS  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
2,242.0000	BABCOCK & WILCOX CO NEW COM	53,666.00	67,327.00
8,130.0000	BOSTON SCIENTIFIC CORP	59,955 00	75,365 00
2,712.0000	BRANDYWINE REALTY TRUST NEW	18,705.00	36,666.00
3,290 0000	BROADRIDGE FINANCIAL SOLUTIONS INC	67,846 00	87,448 00
4,107 0000	CABLEVISION SYSTEMS CORP NY GROUP CL A	59,346 00	69,080 00
920.0000	CHUBB CORP	48,321.00	77,878 00
1,330.0000	CINEMARK HOLDINGS INC	36,973.00	37,134.00
705.0000	CLOROX CO	44,053 00	58,614.00
1,345 0000	DIEBOLD INC	41,251 00	45,313 00
892.0000	DUKE ENERGY CORP NEW	38,220 00	60,210 00
1,650.0000	ENDURANCE SPECIALTY HOLDINGS LTD	49,549.00	84,892 00

THE SERAPH FOUNDATION INC  
ACCOUNT #H7 10172 WS UBS  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
855.0000	ENTERGY CORP NEW	65,810.00	59,576.00
1,606 0000	EXELON CORP	66,239.00	49,593.00
3,044 0000	FIRST AMERN FINL CORP COM	54,734 00	67,090 00
1,084.0000	GENUNIE PARTS CO	59,767.00	84,628.00
790 0000	GRACE (W R ) & CO NEW	38,731.00	66,392.00
1,570 0000	HAEMONETICS CORP MASS	52,347 00	64,919 00
1,708.0000	HASBRO INC	56,290 00	76,570.00
1,516 0000	HCP INC (NEW)	40,852.00	68,887 00
1,088.0000	HEALTH CARE REIT INC	47,009.00	72,929 00
2,595.0000	INVESCO LTD	65,834.00	82,521.00
440 0000	ITC HOLDINGS CORP	35,119.00	40,172.00
1,710 0000	KOHL'S CORP	79,078.00	86,372 00

THE SERAPH FOUNDATION INC  
ACCOUNT #H7 10172 WS UBS  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
812 0000	M & T BANK CORP	62,038 00	90,741.00
1,810 0000	MATTEL INC COM	45,802.00	82,011 00
780.0000	MCKESSON CORP	57,796 00	89,310 00
1,305 0000	NATL FUEL GAS CO	72,708.00	75,625.00
6,015.0000	NEW YORK CMNTY BANCORP	77,816 00	84,210.00
2,633 0000	NISOURCE INC COM	35,599 00	75,409 00
5,933.0000	OLD REPUBLIC INTL CORP	72,668 00	76,358.00
1,370 0000	OMNICOM GROUP INC	57,171 00	86,132 00
4,535 0000	REGAL ENTERTAINMENT GROUP CL A	65,909.00	81,177.00
1,300 0000	ROCKWELL COLLINS INC	68,262.00	82,433.00
5,425.0000	SAIC INC	65,748.00	75,570.00

THE SERAPH FOUNDATION INC  
ACCOUNT #H7 10172 WS UBS  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
780.0000	SCANA CORP NEW	27,012.00	38,298 00
980 0000	SEMPRA ENERGY	50,884.00	80,125 00
1,755 0000	SONOCO PRODUCTS CO	54,698.00	60,670 00
1,475 0000	ST JUDE MEDICAL INC	59,436.00	67,304 00
3,860 0000	STAPLES INC	55,274.00	61,258 00
1,605.0000	SUN COMMUNITIES INC	65,355.00	79,865.00
2,775.0000	SUNTRUST BANKS INC	54,940.00	87,607 00
2,325 0000	SYSCO CORP	72,048 00	79,422 00
3,190.0000	TECO ENERGY INC	56,358 00	54,836.00
1,819.0000	TELEPHONE & DATA SYSTEMS INC SPECIAL SHARES	43,495.00	44,838 00
1,850.0000	ULTRA PETROLEUM CORP - CAD	41,582.00	36,667.00
1,935.0000	VERIFONE SYSTEMS INC	40,573 00	32,527 00

THE SERAPH FOUNDATION INC  
 ACCOUNT #H7 10172 WS UBS  
 EIN: 52-2030228  
 TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF  
PART II BALANCE SHEETS

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
1,280 0000	XCEL ENERGY INC	25,721 00	36,275 00
7,168.0000	XEROX CORP	70,688.00	65,014 00
1,065.0000	ZIMMER HOLDINGS INC	61,036.00	79,811 00
	<b>TOTAL COMMON STOCKS</b>	<b>2,924,308.00</b>	<b>3,585,538.00</b>

<b>COMPOSED OF THE ABOVE:</b>			
	<b>TOTAL UNINVESTED CASH</b>	<b>528 00</b>	<b>528.00</b>
	<b>TOTAL CASH EQUIVALENTS</b>	<b>425,594 00</b>	<b>425,594 00</b>
	<b>TOTAL COMMON STOCKS</b>	<b>2,924,308 00</b>	<b>3,585,538 00</b>
	<b>TOTAL PORTFOLIO AS OF 6/30/2013</b>	<b>3,350,430.00</b>	<b>4,011,660 00</b>

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

NAME: GLENMEDE TRUST COMPANY, N.A.

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

TELEPHONE NUMBER: (215)419-6000

THE SERAPH FOUNDATION INC  
 ACCOUNT #6018-01-4/1  
 EIN: 52-2030228  
 TAX YEAR ENDING 6/30/2013

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

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

THE SERAPH FOUNDATION INC  
ACCOUNT #6018-01-4/1  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

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

<u>NAME AND ADDRESS</u>	<u>(b) TYPE OF SERVICE</u>	<u>(c) COMPENSATION</u>
1 WELLS FARGO SECURITIES 1000 CHESTERBROOK BOULEVARD SUITE 102 BERWYN, PA 19312	INVESTMENT SERVICES	134,007
		<u>134,007</u>

THE SERAPH FOUNDATION INC  
ACCOUNT #6018-01-4/1  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

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

<u>NO.</u>	<u>Grantee Organization and Project Description</u>	<u>Grant Amount</u>	<u>Payment Date</u>
1	<b>Association of Small Foundations</b> Winooski, VT Grant for Educational Programming	1,500.00	7/13/2012
2	<b>AmeriCares</b> Stamford, CT Aid for Hurricane Sandy Relief	35,000.00	11/28/2012
3	<b>There Goes My Hero Foundation</b> Phoenix, MD Matching Challenge Grant - improving the lives of people with leukemia	25,000.00	11/28/2012
4	<b>Cold Spring Harbor Laboratory</b> Cold Spring Harbor, NY Start-up funding for Dr. Christopher Vakoc in Cancer Therapeutics	125,000.00	12/21/2012
5	<b>Connecticut Children's Medical Center Foundation, Inc.</b> Hartford, CT Dr. Fernando Ferrer's Pediatric Cancer Research	100,000.00	12/21/2012
6	<b>Lancaster Day Care Center</b> Lancaster, PA Lower Play Yard Renovation	67,000.00	12/21/2012
7	<b>Lancaster General Hospital</b> Lancaster, PA Ann B. Barshinger Cancer Center - Conference and Educational Center	500,000.00	12/21/2012
8	<b>North Country School</b> Lake Placid, NY Scholarship Funding in honor of Sumner Parker	15,000.00	12/21/2012

THE SERAPH FOUNDATION INC  
 ACCOUNT #6018-01-4/1  
 EIN: 52-2030228  
 TAX YEAR ENDING 6/30/2013

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

<b>NO.</b>	<b>Grantee Organization and Project Description</b>	<b>Grant Amount</b>	<b>Payment Date</b>
9	<b>University of the Cumberlands - Cumberland College</b> Williamsburg, KY Exercise Equipment in the amount of \$10,000; One Anatomage Table for Williamsburg Campus in the amount of \$73,000	83,000.00	12/21/2012
10	<b>Bath Community Hospital</b> Hot Springs, Virginia Siemens CT Scanner (designation later changed to All new equipment for two new emergency rooms)	350,000.00	4/22/2013
11	<b>Chesapeake Bay Foundation</b> Annapolis, MD Report on "Angling for Healthier Rivers"	20,000.00	4/22/2013
12	<b>Dickinson College</b> Carlisle, PA Addition to the Seraph Scholarship Endowment in honor of President Bill Durden	25,000.00	4/22/2013
13	<b>Marine Corps Scholarship Foundation, Inc.</b> Alexandria, VA Seraph Foundation Scholarship	50,000.00	4/22/2013
14	<b>St. Andrew's School</b> Middletown, DE The Seraph Scholars Fund	100,000.00	4/22/2013
15	<b>University of the Cumberlands - Cumberland College</b> Williamsburg, KY O. Wayne Rollins Foundation Challenge Grant	50,000.00	4/22/2013
16	<b>Lancaster Farmland Trust</b> Strasburg, PA Fisher Family Farm	93,000.00	5/8/2013

THE SERAPH FOUNDATION INC  
ACCOUNT #6018-01-4/1  
EIN: 52-2030228  
TAX YEAR ENDING 6/30/2013

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

<u>NO.</u>	<u>Grantee Organization and Project Description</u>	<u>Grant Amount</u>	<u>Payment Date</u>
17	University of Pennsylvania Cancer Center Philadelphia, PA Dr. Carl June Research Bridge Funding	250,000.00	6/28/2013
	<b>Grand Totals</b>	<u><u>1,889,500.00</u></u>	