Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning 10/01 **, 2012, and ending** 9/30 , 2013

Faith Foundation
c/o Brett Griffith
458 Pike Road
Huntingdon Valley, PA 19006

A Employer identification number: 23-7794551

B Telephone number (see the instructions): 215-322-8100

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, column (c), line 16)* ► $ 4,334,343.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants etc, received (att sch)	30,000.			
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	59,105.	59,105.		
	4 Dividends and interest from securities	63,500.	63,500.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	245,299.			
	b Gross sales price for all assets on line 6a 2,586,064.				
	7 Capital gain net income (from Part IV, line 2)		245,299.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	1,603.			
	12 **Total.** Add lines 1 through 11	399,507.	367,904.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	1,350.			
	c Other prof fees (attach sch) See St 3	17,931.	17,931.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 4	2,582.	2,582.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 5	51.	51.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	21,914.	20,564.		
	25 Contributions, gifts, grants paid Part XV	115,780.			115,780.
	26 **Total expenses and disbursements.** Add lines 24 and 25	137,694.	20,564.	0.	115,780.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	261,813.			
	b **Net investment income** (if negative, enter 0)		347,340.		
	c **Adjusted net income** (if negative, enter 0)			0.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash — non-interest-bearing	505,289.	387,126.	387,126.
	2 Savings and temporary cash investments	687,573.	445,771.	445,771.
	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) Statement 6	1,219,334.	1,626,401.	1,733,791.
	c Investments — corporate bonds (attach schedule) Statement 7	1,297,327.	1,425,000.	1,410,550.
	11 Investments — land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) Statement 8	190,567.	325,800.	357,105.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	3,900,090.	4,210,098.	4,334,343.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	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)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	3,900,090.	4,210,098.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	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)	3,900,090.	4,210,098.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	3,900,090.	4,210,098.	

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	3,900,090.
2	Enter amount from Part I, line 27a	2	261,813.
3	Other increases not included in line 2 (itemize) ► See Statement 9	3	52,422.
4	Add lines 1, 2, and 3	4	4,214,325.
5	Decreases not included in line 2 (itemize) ► See Statement 10	5	4,227.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	4,210,098.

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)
1a	various See attached	P	Various	Various
b	various Greenleaf Capital Partners	P	Various	Various
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,586,064.		2,328,651.	257,413.
b			12,114.	-12,114.
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				257,413.
b				-12,114.
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	245,299.
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	0.

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	145,642.	3,929,353.	0.037065
2010	291,605.	3,711,776.	0.078562
2009	131,152.	3,330,459.	0.039380
2008	68,748.	2,895,312.	0.023745
2007	86,000.	2,867,612.	0.029990

2	**Total** of line 1, column (d)	2	0.208742
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	0.041748
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,210,822.
5	Multiply line 4 by line 3	5	175,793.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,473.
7	Add lines 5 and 6	7	179,266.
8	Enter qualifying distributions from Part XII, line 4	8	115,780.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary – see instrs)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b		1	6,947.
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	6,947.
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	6,947.
6	Credits/Payments.			
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a: 1,600.		
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	6,600.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	347.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ►	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► Brett Griffith Telephone no ► 215-322-8100

Located at ► 458 Pike Road Huntingdon Valley PA ZIP + 4 ► 19006

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	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?		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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
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	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. ► 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?	☒ Yes ☐ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3 b		X
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

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	N/A	
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
If 'Yes' to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 Statement 11		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				

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	3,262,068.
b	Average of monthly cash balances	1b	1,012,878.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,274,946.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,274,946.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	64,124.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,210,822.
6	**Minimum investment return.** Enter 5% of line 5	6	210,541.

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	210,541.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 6,947.		
b	Income tax for 2012 (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	6,947.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	203,594.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	203,594.
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	203,594.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	115,780.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	115,780.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	115,780.

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					203,594.
2 Undistributed income, if any, as of the end of 2012.					
a Enter amount for 2011 only				0.	
b Total for prior years 20 ___, 20 ___, 20 ___			0.		
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008					
c From 2009					
d From 2010	108,806.				
e From 2011					
f **Total** of lines 3a through e		108,806.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 115,780.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required — see instructions)			0.		
c Treated as distributions out of corpus (Election required — see instructions)		0.			
d Applied to 2012 distributable amount					115,780.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		87,814.			87,814.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		20,992.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount — see instructions			0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see 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)		0.			
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		20,992.			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010	20,992.				
d Excess from 2011					
e Excess from 2012					

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

See Statement 12

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 13				
Total			► **3a**	115,780.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	59,105.	
4 Dividends and interest from securities			14	63,500.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	245,299.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Refund					1,603.
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				367,904.	1,603.
13 Total. Add line 12, columns (b), (d), and (e)				13	369,507.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
N/A	

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 6/15/14 Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self employed	PTIN
Cynthia R. Bergvall	Cynthia R. Bergvall	6/9/14		P00133440

Firm's name ► Bee, Bergvall & Co. P.C. Firm's EIN ► 23-2749044

Firm's address ► 936 Easton Road / PO BOX 754 Warrington, PA 18976 Phone no (215) 343-2727

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 Faith Foundation
c/o Brett Griffith

Employer identification number
23-7794551

Organization type (check one)

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

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization: Faith Foundation

Employer identification number: 23-7794551

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	Pike Realty LP 458 Pike Road Huntingdon Valley, PA 19006	$ 68,157.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: Faith Foundation

Employer identification number: 23-7794551

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

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

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

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

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

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

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

Name of organization: Faith Foundation

Employer identification number: 23-7794551

Part III ***Exclusively*** **religious, charitable, etc, individual contributions to section 501(c)(7), (8) or (10) organizations that total more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once See instructions) ► $ N/A

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Refund	$ 1,603.		
Total	$ 1,603.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bee, Bergvall & Co.	$ 1,350.			
Total	$ 1,350.	$ 0.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Fees	$ 17,931.	$ 17,931.		
Total	$ 17,931.	$ 17,931.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
IRS	$ 1,600.	$ 1,600.		
IRS	982.	982.		
Total	$ 2,582.	$ 2,582.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Fees	$ 36.	$ 36.		
PA Registration Fee	15.	15.		
Total	$ 51.	$ 51.	$ 0.	$ 0.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Mutual Funds-Equity	Cost	$ 1,626,401.	$ 1,733,791.
	Total	$ 1,626,401.	$ 1,733,791.

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Mutual Funds-Fixed	Cost	$ 1,425,000.	$ 1,410,550.
	Total	$ 1,425,000.	$ 1,410,550.

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Publicly Traded Securities			
Greenleaf Capital Partners Fund	Cost	$ 190,344.	$ 190,344.
Total Other Publicly Traded Securities		$ 190,344.	$ 190,344.
Other Securities			
Alternative Investments	Cost	135,456.	166,761.
Total Other Securities		$ 135,456.	$ 166,761.
Total		$ 325,800.	$ 357,105.

Statement 9
Form 990-PF, Part III, Line 3
Other Increases

Cost Adjustment		$ 36,554.
Portfolio Adjustment (Greenleaf)		15,868.
	Total	$ 52,422.

Statement 10
Form 990-PF, Part III, Line 5
Other Decreases

Portfolio Deductions (Greenleaf)		$ 4,227.
	Total	$ 4,227.

Statement 11
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
Richard S. Griffith 458 Pike Road Huntingdon Valley, PA 19006	Trustee 0.50	$ 0.	$ 0.	$ 0.
Helga L. Griffith 458 Pike Road Huntingdon Valley, PA 19006	Trustee 0.25	0.	0.	0.
Richard S. Griffith, Jr. 458 Pike Road Huntingdon Valley, PA 19006	Trustee 0.25	0.	0.	0.
Scott M. Griffith 458 Pike Road Huntingdon Valley, PA 19006	Trustee 0.25	0.	0.	0.
Barbara L. Baldwin 458 Pike Road Huntingdon Valley, PA 19006	Trustee 0.25	0.	0.	0.
Brett R. Griffith 458 Pike Road Huntingdon Valley, PA 19006	Trustee 0.50	0.	0.	0.
	Total	$ 0.	$ 0.	$ 0.

Statement 12
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Richard S. Griffith
Helga L. Griffith

Statement 13
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Christ's Home 800 North York Rd. Warminster, PA 18974	none	501c3	Unrestricted	$ 25,000.
Calvary Chapel of Philadelphia 13500 Philmont Ave. Philadelphia, PA 19116	none	501c3	Unrestricted	25,000.
Compassion International 2290 Voyager Parkway Colorado Springs, CO 80997	none	501c3	Unrestricted	13,680.
Great Commission Ministries PO BOX 7101 Winter Park, FL 32793	none	501c3	Unrestricted	25,000.
Rock Ministries 2755 Kensington Avenue Philadelphia, PA 19134	none	501c3	Unrestricted	5,500.
PAC Resource Group Inc. 1832 S 11th St. Philadelphia, PA 19148	none	501c(3)	Unrestricted	5,000.
Joni and Friends PO BOX 3333 Agoura Hills, CA 91376	none	501c(3)	Unrestricted	1,600.
Fellowship of Christian Athletes 8701 Leeds Rd Kansas City, MO 64129	none	501c(3)	Unrestricted	10,000.
My Father's Vineyard, Inc. PO BOX 267 Yardley, PA 19067	none	501c(3)	Unrestricted	5,000.
			Total	$ 115,780.

Realized Gains and Losses

From 01/01/2013 to 09/30/2013

Faith Foundation Foundation Acct # 16953280
302 Mill Race Lane
Newtown, PA 18940

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains	Total Gains
Artisan Mid Cap Value F	01/17/2006	06/18/2013	260 417	6,481 78	5,000 00		1,481 78	1,481 78
Artisan Mid Cap Value F	12/20/2006	06/18/2013	7 149	177 94	144 77		33 17	33 17
Artisan Mid Cap Value F	12/20/2006	06/18/2013	8 036	200 02	162 73		37 29	37 29
Artisan Mid Cap Value F	12/19/2007	06/18/2013	12 309	306 37	222 55		83 82	83 82
Artisan Mid Cap Value F	12/19/2007	06/18/2013	23 201	577 47	419 47		158 00	158 00
Artisan Mid Cap Value F	02/19/2008	06/18/2013	282 805	7,039 02	5,000 00		2,039 02	2,039 02
Artisan Mid Cap Value F	12/17/2008	06/18/2013	5 785	143 99	73 59		70 40	70 40
Artisan Mid Cap Value F	12/16/2010	06/18/2013	3 080	76 66	61 35		15 31	15 31
Artisan Mid Cap Value F	12/16/2010	06/18/2013	6 530	162 53	130 08		32 45	32 45
Artisan Mid Cap Value F	12/15/2011	06/18/2013	11 617	289 15	221 18		67 97	67 97
Artisan Mid Cap Value F	12/15/2011	06/18/2013	35 935	894 42	684 20		210 22	210 22
Artisan Mid Cap Value F	02/10/2012	06/18/2013	334 129	8,316 46	7,000 00		1,316 46	1,316 46
Artisan Mid Cap Value F	12/19/2012	06/18/2013	6 542	162 83	136 26	26 57		26 57
Artisan Mid Cap Value F	12/19/2012	06/18/2013	42 537	1,058 75	886 05	172 70		172 70
			1,040 072	25,887 39	20,142 23	199 27	5,545 89	5,745 16
Artisan Small Cap Value	02/19/2008	05/24/2013	741 290	12,676 06	10,000 00		2,676 06	2,676 06
Artisan Small Cap Value	12/17/2008	05/24/2013	23 753	406 18	236 10		170 08	170 08
Artisan Small Cap Value	09/01/2009	05/24/2013	866 142	14,811 01	11,000 00		3,811 01	3,811 01
Artisan Small Cap Value	12/15/2011	05/24/2013	32 511	555 94	4,701 76		-4,145 82	-4,145 82
Artisan Small Cap Value	12/15/2011	05/24/2013	119 398	2,041 71	1,728 89		312 82	312 82
Artisan Small Cap Value	12/19/2012	05/24/2013	14 642	250 38	225 92	24 46		24 46
Artisan Small Cap Value	12/19/2012	05/24/2013	27 018	462 01	416 89	45 12		45 12
			1,824 754	31,203 29	28,309 56	69 58	2,824 15	2,893 73
Aston Tamro Small Cap	08/10/2012	03/14/2013	951 022	21,118 54	20,000 00	1,118 54		1,118 54
Aston Tamro Small Cap	12/28/2012	03/14/2013	21 291	472 79	411 98	60 81		60 81
Aston Tamro Small Cap	12/28/2012	03/14/2013	75 860	1,684 56	1,467 98	216 58		216 58
			1,048 173	23,275 89	21,879 96	1,395 93		1,395 93
Blackrock Capital Appre	08/14/2008	03/14/2013	1,230 749	32,232 27	27,000 00		5,232 27	5,232 27
Blackrock Capital Appre	09/15/2009	03/14/2013	269 772	7,065 11	5,000 00		2,065 11	2,065 11
Blackrock Capital Appre	12/22/2009	03/14/2013	805 504	21,095 48	16,000 00		5,095 48	5,095 48
			2,306 025	60,392 86	48,000 00		12,392 86	12,392 86
Blackrock Global Alloca	04/28/2010	05/24/2013	1,089 325	23,294 63	20,000 00		3,294 63	3,294 63
Blackrock Global Alloca	07/20/2010	05/24/2013	851 305	18,204 70	15,000 00		3,204 70	3,204 70
Blackrock Global Alloca	06/27/2011	05/24/2013	2,529 084	54,083 12	50,000 00		4,083 12	4,083 12
Blackrock Global Alloca	12/20/2011	05/24/2013	49 198	1,052 08	874 74		177 34	177 34
			4,518 912	96,634 53	85,874 74		10,759 79	10,759 79
Blackrock GNMA Instl	09/16/2005	05/24/2013	22,595 122	225,032 88	219,850 54		5,182 34	5,182 34
Blackrock GNMA Instl	03/13/2007	05/24/2013	13,089 005	130,358 07	125,000 00		5,358 07	5,358 07
Blackrock GNMA Instl	12/23/2009	05/24/2013	675 979	6,732 32	6,834 15		-101 83	-101 83
Blackrock GNMA Instl	12/23/2010	05/24/2013	246 495	2,454 93	2,496 99		-42 06	-42 06
Blackrock GNMA Instl	12/23/2010	05/24/2013	1,062 978	10,586 58	10,767 97		-181 39	-181 39
Blackrock GNMA Instl	12/22/2011	05/24/2013	453 851	4,520 07	4,688 28		-168 21	-168 21
Blackrock GNMA Instl	12/24/2012	05/24/2013	273 198	2,720 87	2,783 89	-63 02		-63 02

Realized Gains and Losses

From 01/01/2013 to 09/30/2013

Faith Foundation Foundation Acct # 16953280

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains	Total Gains
Blackrock GNMA Instl	12/24/2012	05/24/2013	478 863	4,769 17	4,879 61	-110 44		-110 44
			38,875 491	387,174 89	377,301 43	-173 46	10,046 92	9,873 46
Blackrock Intl Oppty Por	09/09/2005	05/24/2013	150 376	5,691 39	5,000 00		691 39	691 39
Blackrock Intl Oppty Por	12/09/2005	05/24/2013	3 218	121 80	113 72		8 08	8 08
Blackrock Intl Oppty Por	01/17/2006	05/24/2013	259 740	9,830 56	10,000 00		-169 44	-169 44
Blackrock Intl Oppty Por	12/08/2006	05/24/2013	28 359	1,073 33	1,167 82		-94 49	-94 49
Blackrock Intl Oppty Por	12/08/2006	05/24/2013	30 187	1,142 51	1,243 10		-100 59	-100 59
Blackrock Intl Oppty Por	12/07/2007	05/24/2013	19 339	731 94	818 63		-86 69	-86 69
Blackrock Intl Oppty Por	12/07/2007	05/24/2013	61 327	2,321 08	2,595 99		-274 91	-274 91
Blackrock Intl Oppty Por	08/26/2009	05/24/2013	568 562	21,518 75	17,000 00		4,518 75	4,518 75
			1,121 108	42,431 36	37,939 26		4,492 10	4,492 10
Blackrock Strat Incm	06/27/2011	03/22/2013	7,545 272	76,635 00	74,850 36		1,784 64	1,784 64
Blackrock Strat Incm	07/22/2011	03/22/2013	13 007	132 11	128 64		3 47	3 47
			7,558 279	76,767 11	74,979 00		1,788 11	1,788 11
Blackrock US	05/19/2009	08/13/2013	568 613	25,454 06	15,000 00		10,454 06	10,454 06
Blackrock US	12/22/2009	08/13/2013	296 296	13,263 74	10,000 00		3,263 74	3,263 74
Blackrock US	12/03/2010	08/13/2013	6 533	292 45	261 07		31 38	31 38
Blackrock US	12/03/2010	08/13/2013	8 419	376 88	336 43		40 45	40 45
Blackrock US	12/13/2011	08/13/2013	14 558	651 69	479 99		171 70	171 70
Blackrock US	12/13/2011	08/13/2013	90 462	4,049 54	2,982 53		1,067 01	1,067 01
Blackrock US	12/14/2012	08/13/2013	0 436	19 52	15 49	4 03		4 03
Blackrock US	12/14/2012	08/13/2013	21 477	961 42	762 22	199 20		199 20
			1,006 794	45,069 30	29,837 73	203 23	15,028 34	15,231 57
Calamos Conv Fd Cl I	02/25/2009	03/14/2013	6,035 711	98,301 49	80,000 00		18,301 49	18,301 49
Calamos Conv Fd Cl I	12/16/2010	03/14/2013	189 104	3,079 87	3,426 55		-346 68	-346 68
Calamos Conv Fd Cl I	12/22/2011	03/14/2013	536 786	8,742 44	8,560 77		181 67	181 67
Calamos Conv Fd Cl I	12/20/2012	03/14/2013	690 539	11,246 56	10,537 62	708 94		708 94
			7,452 140	121,370 36	102,524 94	708 94	18,136 48	18,845 42
Cbre Clarion Long Short	07/12/2012	05/24/2013	9,990 010	105,469 55	100,000 00	5,469 55		5,469 55
Cbre Clarion Long Short	12/14/2012	05/24/2013	21 191	223 73	209 79	13 94		13 94
			10,011 201	105,693 28	100,209 79	5,483 49		5,483 49
Diamond Hill Long/Shrt	01/27/2010	06/18/2013	3,045 067	63,776 38	50,000 00		13,776 38	13,776 38
Diamond Hill Long/Shrt	02/09/2010	06/18/2013	1,239 157	25,953 11	20,000 00		5,953 11	5,953 11
			4,284 224	89,729 49	70,000 00		19,729 49	19,729 49
Eaton Vance Glbl Macr	08/23/2010	03/22/2013	4,440 155	43,888 13	45,473 27		-1,585 14	-1,585 14
Goldman Sachs Absolute	02/09/2010	03/22/2013	5,580 357	51,705 49	50,000 00		1,705 49	1,705 49
Goldman Sachs Absolute	12/09/2010	03/22/2013	8 377	77 61	77 57		0 04	0 04
Goldman Sachs Absolute	12/09/2010	03/22/2013	25 973	240 66	240 51		0 15	0 15
Goldman Sachs Absolute	12/08/2011	03/22/2013	14 848	137 58	133 63		3 95	3 95
Goldman Sachs Absolute	12/08/2011	03/22/2013	55 648	515 62	500 83		14 79	14 79

Realized Gains and Losses

From 01/01/2013 to 09/30/2013

Faith Foundation Foundation Acct # 16953280

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains	Total Gains
Goldman Sachs Absolute	12/06/2012	03/22/2013	26 761	247 95	242 19	5 76		5 76
			5,711 964	52,924 91	51,194 73	5 76	1,724 42	1,730 18
Harbor International	03/05/2004	08/13/2013	640 041	43,482 33	25,000 00		18,482 33	18,482 33
Harbor International	06/22/2004	08/13/2013	1,071 524	72,795 92	40,000 00		32,795 92	32,795 92
Harbor International	12/30/2004	08/13/2013	5 850	397 43	250 16		147 27	147 27
Harbor International	12/20/2005	08/13/2013	43 015	2,922 30	2,096 12		826 18	826 18
Harbor International	12/19/2006	08/13/2013	54 356	3,692 77	3,317 90		374 87	374 87
Harbor International	12/19/2007	08/13/2013	9 059	615 44	625 41		-9 97	-9 97
Harbor International	12/19/2007	08/13/2013	70 373	4,780 92	4,858 56		-77 64	-77 64
			1,894 218	128,687 11	76,148 15		52,538 96	52,538 96
iShares iBoxx & Invest	03/12/2009	03/14/2013	380 000	45,220 13	34,868 80		10,351 33	10,351 33
iShares iBoxx & Invest	08/24/2009	03/14/2013	725 000	86,275 24	75,240 50		11,034 74	11,034 74
			1,105 000	131,495 37	110,109 30		21,386 07	21,386 07
Ivy Asset Strategy I	07/20/2010	03/22/2013	1,626 394	44,177 88	35,000 00		9,177 88	9,177 88
Ivy Asset Strategy I	06/27/2011	03/22/2013	1,987 281	53,980 67	50,000 00		3,980 67	3,980 67
			3,613 675	98,158 55	85,000 00		13,158 55	13,158 55
Jpmorgan US Large Cap	09/15/2009	03/14/2013	1,700 880	41,797 40	29,000 00		12,797 40	12,797 40
Jpmorgan US Large Cap	12/22/2009	03/14/2013	877 674	21,567 95	16,000 00		5,567 95	5,567 95
Jpmorgan US Large Cap	01/27/2010	03/14/2013	1,402 131	34,455 95	25,000 00		9,455 95	9,455 95
Jpmorgan US Large Cap	12/14/2012	03/14/2013	177 005	4,349 72	3,906 49	443 23		443 23
			4,157 690	102,171 02	73,906 49	443 23	27,821 30	28,264 53
Perkins Mid Cap Value I	12/22/2009	06/18/2013	1,008 573	24,607 04	20,000 00		4,607 04	4,607 04
Perkins Mid Cap Value I	12/22/2011	06/18/2013	7 072	172 54	142 93		29 61	29 61
Perkins Mid Cap Value I	12/22/2011	06/18/2013	74 414	1,815 54	1,503 91		311 63	311 63
Perkins Mid Cap Value I	12/20/2012	06/18/2013	39 661	967 64	853 51	114 13		114 13
			1,129 720	27,562 76	22,500 35	114 13	4,948 28	5,062 41
Perkins Small Cap Value	09/01/2009	06/18/2013	1,124 000	26,816 12	21,000 00		5,816 12	5,816 12
Pimco Commodity Real	01/27/2010	03/22/2013	3,160 556	20,740 68	25,000 00		-4,259 32	-4,259 32
Pimco Commodity Real	12/07/2011	03/22/2013	14 456	94 87	109 58		-14 71	-14 71
Pimco Commodity Real	12/07/2011	03/22/2013	60 755	398 70	460 52		-61 82	-61 82
Pimco Commodity Real	12/12/2012	03/22/2013	9 573	62 82	64 81	-1 99		-1 99
Pimco Commodity Real	12/12/2012	03/22/2013	23 582	154 75	159 65	-4 90		-4 90
			3,268 922	21,451 82	25,794 56	-6 89	-4,335 85	-4,342 74
PIMCO Total Return Ins	11/30/2009	03/22/2013	9,372 554	105,240 63	103,473 00		1,767 63	1,767 63
PIMCO Total Return Ins	04/28/2010	03/22/2013	7,213 705	80,999 78	80,000 00		999 78	999 78
PIMCO Total Return Ins	12/12/2012	03/22/2013	0 004	0 04	0 05	-0 01		-0 01
PIMCO Total Return Ins	12/12/2012	03/22/2013	0 014	0 16	0 16	0 00		0 00
PIMCO Total Return Ins	12/12/2012	03/22/2013	517 756	5,813 67	5,881 71	-68 04		-68 04

Realized Gains and Losses

From 01/01/2013 to 09/30/2013

Faith Foundation Foundation Acct # 16953280

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains	Total Gains
PIMCO Total Return Ins	12/12/2012	03/22/2013	705 406	7,920 72	8,013 41	-92 69		-92 69
			17,809 439	199,975 00	197,368 33	-160 74	2,767 41	2,606 67
PIMCO Total Return Ins	11/30/2009	06/18/2013	17,801 359	195,256 49	196,527 00		-1,270 51	-1,270 51
PIMCO Total Return Ins	02/04/2010	06/18/2013	430 182	4,718 51	4,719 10		-0 59	-0 59
			18,231 541	199,975 00	201,246 10		-1,271 10	-1,271 10
PIMCO Total Return Ins	12/09/2009	09/25/2013	60 311	651 87	656 79		-4 92	-4 92
PIMCO Total Return Ins	12/09/2009	09/25/2013	216 817	2,343 47	2,361 14		-17 67	-17 67
PIMCO Total Return Ins	01/27/2010	09/25/2013	4,570 384	49,399 10	50,000 00		-600 90	-600 90
PIMCO Total Return Ins	02/04/2010	09/25/2013	2,760 338	29,835 18	30,280 90		-445 72	-445 72
PIMCO Total Return Ins	02/09/2010	09/25/2013	2,283 105	24,677 00	25,000 00		-323 00	-323 00
PIMCO Total Return Ins	02/19/2010	09/25/2013	4,582 951	49,534 94	50,000 00		-465 06	-465 06
PIMCO Total Return Ins	12/08/2010	09/25/2013	772 237	8,346 74	8,340 16		6 58	6 58
PIMCO Total Return Ins	12/08/2010	09/25/2013	1,688 880	18,254 30	18,239 90		14 40	14 40
			16,935 023	183,042 60	184,878 89		-1,836 29	-1,836 29
			52,976 003	582,992 60	583,493 32	-160 74	-339 98	-500 72
Prudential Jennison	01/17/2006	03/14/2013	1,246 106	22,447 40	20,000 00		2,447 40	2,447 40
Prudential Jennison	07/14/2006	03/14/2013	57 185	1,030 13	828 04		202 09	202 09
Prudential Jennison	12/08/2006	03/14/2013	36 435	656 34	597 17		59 17	59 17
Prudential Jennison	03/19/2007	03/14/2013	1,508 751	27,178 70	25,000 00		2,178 70	2,178 70
Prudential Jennison	05/11/2007	03/14/2013	53 874	970 49	882 46		88 03	88 03
Prudential Jennison	05/11/2007	03/14/2013	140 667	2,533 98	2,304 13		229 85	229 85
Prudential Jennison	11/20/2007	03/14/2013	65 907	1,187 25	1,045 28		141 97	141 97
Prudential Jennison	11/20/2007	03/14/2013	96 701	1,741 97	1,533 68		208 29	208 29
Prudential Jennison	02/19/2008	03/14/2013	680 735	12,262 78	10,000 00		2,262 78	2,262 78
Prudential Jennison	05/16/2008	03/14/2013	0 277	4 99	4 66		0 33	0 33
Prudential Jennison	05/16/2008	03/14/2013	1 510	27 20	25 38		1 82	1 82
Prudential Jennison	12/01/2011	03/14/2013	102 481	1,846 10	1,623 30		222 80	222 80
Prudential Jennison	06/01/2012	03/14/2013	31 724	571 48	479 67	91 81		91 81
Prudential Jennison	12/13/2012	03/14/2013	169 242	3,048 73	2,789 10	259 63		259 63
			4,191 595	75,507 54	67,112 87	351 44	8,043 23	8,394 67
Rs Emrg Mkts Fd Cl Y	07/12/2012	03/22/2013	1,627 907	36,668 02	35,000 00	1,668 02		1,668 02
T Rowe Price Mid Cap	08/08/2012	09/25/2013	452 331	32,381 49	26,000 00		6,381 49	6,381 49
T Rowe Price Mid Cap	12/17/2012	09/25/2013	5 209	372 90	289 49	83 41		83 41
T Rowe Price Mid Cap	12/17/2012	09/25/2013	23 601	1,689 55	1,311 76	377 79		377 79
			481 141	34,443 94	27,601 25	461 20	6,381 49	6,842 69
Touchstone Sands Capita	08/08/2012	03/22/2013	2,124 183	28,608 99	26,000 00	2,608 99		2,608 99
Vanguard Bond Index F	02/25/2009	03/15/2013	7,992 008	87,727 62	80,000 00		7,727 62	7,727 62
Vanguard Bond Index F	12/27/2010	03/15/2013	12 120	133 04	127 87		5 17	5 17
Vanguard Bond Index F	12/27/2010	03/15/2013	23 483	257 77	247 75		10 02	10 02
Vanguard Bond Index F	12/23/2011	03/15/2013	14 649	160 80	160 55		0 25	0 25
Vanguard Bond Index F	12/23/2011	03/15/2013	22 706	249 24	248 86		0 38	0 38
Vanguard Bond Index F	04/02/2012	03/15/2013	3 686	40 46	40 32	0 14		0 14

Realized Gains and Losses

From 01/01/2013 to 09/30/2013

Faith Foundation   Foundation   Acct # 16953280

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains	Total Gains
Vanguard Bond Index F	04/02/2012	03/15/2013	3 686	40 46	40 32	0 14		0 14
Vanguard Bond Index F	12/24/2012	03/15/2013	16 028	175 94	177 59	-1 65		-1 65
Vanguard Bond Index F	12/24/2012	03/15/2013	24 771	271 91	274 46	-2 55		-2 55
			8,113 137	89,057 24	81,317 72	-3 92	7,743 44	7,739 52
Short Term Gains				241,626 59	228,258 39	13,368 20		
Long Term Gains				2,344,437 28	2,100,392 26		244,045 02	
Total (Sales)				2,586,063 87	2,328,650 65	13,368 20	244,045 02	257,413 22
Total Gains						**13,368.20**	**244,045.02**	**257,413.22**

Legacy Advisors, LLC 401 Plymouth Road, Suite 150, Plymouth Meeting, PA 19462
(610) 943-3000 Fax (610) 943-3013 www legacyadvice com

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II | **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions Faith Foundation c/o Brett Griffith	Employer identification number (EIN) or 23-7794551
File by the extended due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions Bee, Bergvall & Co. P.C. 936 Easton Road / PO BOX 754	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Warrington, PA 18976	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in care of ► Brett Griffith

Telephone No ► 215-322-8100 FAX No ►

• If the organization does not have an office or place of business in the United States, check this box ► [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 8/15 , 20 14

5 For calendar year ____ , or other tax year beginning 10/01 , 20 12 , and ending 9/30 , 20 13

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 6,947.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 6,600.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 347.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Title ► Trustee Date ► 5|15|14