Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 12/01 **, 2012, and ending** 11/30 **, 20**13

Name of foundation		A Employer identification number
THE SCUDDER FAMILY FOUNDATION, INC.		26-1409527
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
FREDERICK ROSE C/O LINDABURY MCCORMICK 331 NEWMAN SPRINGS ROAD	225	(732) 741-7777
City or town, state, and ZIP code RED BANK, NJ 07701		C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,912,427.

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	43,218.	43,218.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	107,248.			
	b Gross sales price for all assets on line 6a 496,867.				
	7 Capital gain net income (from Part IV, line 2)		107,248.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 2	8,922.	8,922.		
	12 **Total.** Add lines 1 through 11	159,388.	159,388.		
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) ATCH 3	597.	597.		
	b Accounting fees (attach schedule) ATCH 4	10,225.	10,225.		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	946.	946.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	35,760.	35,760.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	47,528.	47,528.		
	25 Contributions, gifts, grants paid	83,500.			83,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	131,028.	47,528.	0	83,500.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	28,360.			
	b **Net investment income** (if negative, enter -0-)		111,860.		
	c **Adjusted net income** (if negative, enter -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			
	2 Savings and temporary cash investments	49,796.	-14,584.	-14,584.
	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)			
	b Investments - corporate stock (attach schedule) ATCH 7	1,069,402.	1,133,389.	1,434,719.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 8	388,005.	416,887.	454,546.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 9)	45,875.	45,746.	37,746.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,553,078.	1,581,438.	1,912,427.
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 **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	1,553,078.	1,581,438.	
	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, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	1,553,078.	1,581,438.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,553,078.	1,581,438.	

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	1,553,078.
2	Enter amount from Part I, line 27a	2	28,360.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,581,438.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,581,438.

Form **990-PF** (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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	107,248.
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 (col (b) divided by col (c))
2011	83,000.	1,667,386.	0.049779
2010	52,800.	1,652,299.	0.031955
2009	42,000.	1,452,773.	0.028910
2008	56,000.	566,391.	0.098872
2007		1,105,062.	

2 **Total** of line 1, column (d)	2	0.209516
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	0.041903
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,767,146.
5 Multiply line 4 by line 3	5	74,049.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,119.
7 Add lines 5 and 6	7	75,168.
8 Enter qualifying distributions from Part XII, line 4	8	83,500.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	1,119.
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	1,119.
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	1,119.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 480.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	480.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	639.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

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

		Line	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 ▶ FREDERICK ROSE Telephone no ▶ 732-741-7777

Located at ▶ 331 NEWMAN SPRINGS ROAD STE 133 RED BANK, NJ ZIP+4 ▶ 07701

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

		Line	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.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

		Yes	No
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**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
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? **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
ATCH 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 ▶

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 ▶

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.)

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	1,290,186.
b	Average of monthly cash balances	1b	69,097.
c	Fair market value of all other assets (see instructions)	1c	434,774.
d	**Total** (add lines 1a, b, and c)	1d	1,794,057.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,794,057.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	26,911.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,767,146.
6	**Minimum investment return.** Enter 5% of line 5	6	88,357.

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	88,357.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,119.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,119.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	87,238.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	87,238.
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	87,238.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	83,500.
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	83,500.
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	1,119.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	82,381.

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				87,238.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			63,168.	
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	Total of lines 3a through e				
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 83,500.				
a	Applied to 2011, but not more than line 2a			63,168.	
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2012 distributable amount				20,332.
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				66,906.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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).)

N/A

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.

N/A

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*				
ATCH 12				
Total . . . . ▶ **3a**				83,500.
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					
4 Dividends and interest from securities			14	43,218.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	8,922.	
8 Gain or (loss) from sales of assets other than inventory			14	107,248.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				159,388.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 159,388.

(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)

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Charles A Scudder | 4/10/14 | President

Signature of officer or trustee | Date | Title

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
Howard P. Aronson	H. Aronson CPA	4/9/14		P01246274

Firm's name ▶ WITHUMSMITH+BROWN, PC — Firm's EIN ▶ 22-2027092

Firm's address ▶ 331 NEWMAN SPRINGS RD STE 125 RED BANK, NJ 07701-6765 — Phone no 732-842-3113

Form **990-PF** (2012)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					4,615.	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					7,042.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					77,872.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					17,719.	
TOTAL GAIN(LOSS)							107,248.	

THE SCUDDER FAMILY FOUNDATION, INC.
FORM 990-PF
FOR THE YEAR ENDED NOVEMBER 30, 2013
ID #26-1409527

PART I, LINE 6a

		HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR LOSS
1a	FIDELITY - ACCT #663-068268	PURCHASED	VARIOUS	VARIOUS	472,114	389,627	82,487
1b	2013 AUREUS K-1 (ST CAP GAIN)	PURCHASED	VARIOUS	VARIOUS	10,947	VIA K-1	10,947
1c	LESS: AMOUNT ALLOCATED TO DECEMBER 2013	PURCHASED	VARIOUS	VARIOUS	(912)	VIA K-1	(912)
1d	ADD: 2012 K-1 LOSS ALLOCATED TO DECEMBER 2012	PURCHASED	VARIOUS	VARIOUS	(3,013)	VIA K-1	(3,013)
1e	2013 AUREUS K-1 (LT CAPGAIN)	PURCHASED	VARIOUS	VARIOUS	13,893	VIA K-1	13,893
1f	LESS: AMOUNT ALLOCATED TO DECEMBER 2013	PURCHASED	VARIOUS	VARIOUS	(1,158)	VIA K-1	(1,158)
1g	ADD: 2012 K-1 GAIN ALLOCATED TO DECEMBER 2012	PURCHASED	VARIOUS	VARIOUS	4,122	VIA K-1	4,122
1h	2013 BLACKSTONE K-1 (LT CAP GAIN)	PURCHASED	VARIOUS	VARIOUS	954	VIA K-1	954
1i	LESS: AMOUNT ALLOCATED TO DECEMBER 2013	PURCHASED	VARIOUS	VARIOUS	(80)	VIA K-1	(80)
1j	ADD: 2012 K-1 LOSS ALLOCATED TO DECEMBER 2012	PURCHASED	VARIOUS	VARIOUS	(12)	VIA K-1	(12)
1k	2013 BLACKSTONE K-1 (ST CAP GAIN)	PURCHASED	VARIOUS	VARIOUS	15	VIA K-1	15
1l	LESS: AMOUNT ALLOCATED TO DECEMBER 2013	PURCHASED	VARIOUS	VARIOUS	(1)	VIA K-1	(1)
1m	ADD: 2012 K-1 GAIN ALLOCATED TO DECEMBER 2012	PURCHASED	VARIOUS	VARIOUS	6	VIA K-1	6
					496,867	389,627	107,248

THE SCUDDER FAMILY FOUNDATION, INC
FORM 990-PF
FOR THE YEAR ENDED NOVEMBER 30, 2013
ID #26-1409527

PART I, LINE 6B

		HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR LOSS
1a	FIDELITY - ACCT #663-068268	PURCHASED	VARIOUS	VARIOUS	472,114	389,627	82,487
1b	2013 AUREUS K-1 (ST CAP GAIN)	PURCHASED	VARIOUS	VARIOUS	10,947	VIA K-1	10,947
1c	LESS: AMOUNT ALLOCATED TO DECEMBER 2013	PURCHASED	VARIOUS	VARIOUS	(912)	VIA K-1	(912)
1d	ADD· 2012 K-1 LOSS ALLOCATED TO DECEMBER 2012	PURCHASED	VARIOUS	VARIOUS	(3,013)	VIA K-1	(3,013)
1e	2013 AUREUS K-1 (LT CAPGAIN)	PURCHASED	VARIOUS	VARIOUS	13,893	VIA K-1	13,893
1f	LESS: AMOUNT ALLOCATED TO DECEMBER 2013	PURCHASED	VARIOUS	VARIOUS	(1,158)	VIA K-1	(1,158)
1g	ADD: 2012 K-1 GAIN ALLOCATED TO DECEMBER 2012	PURCHASED	VARIOUS	VARIOUS	4,122	VIA K-1	4,122
1h	2013 BLACKSTONE K-1 (LT CAP GAIN)	PURCHASED	VARIOUS	VARIOUS	954	VIA K-1	954
1i	LESS: AMOUNT ALLOCATED TO DECEMBER 2013	PURCHASED	VARIOUS	VARIOUS	(80)	VIA K-1	(80)
1j	ADD: 2012 K-1 LOSS ALLOCATED TO DECEMBER 2012	PURCHASED	VARIOUS	VARIOUS	(12)	VIA K-1	(12)
1k	2013 BLACKSTONE K-1 (ST CAP GAIN)	PURCHASED	VARIOUS	VARIOUS	15	VIA K-1	15
1l	LESS· AMOUNT ALLOCATED TO DECEMBER 2013	PURCHASED	VARIOUS	VARIOUS	(1)	VIA K-1	(1)
1m	ADD: 2012 K-1 GAIN ALLOCATED TO DECEMBER 2012	PURCHASED	VARIOUS	VARIOUS	6	VIA K-1	6
					496,867	389,627	107,248

THE SCUDDER FAMILY FOUNDATION, INC
FORM 990-PF
FOR THE YEAR ENDED NOVEMBER 30, 2013
ID #26-1409527

PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Short-Term Investments	Proceeds	Cost/Basis	Gain/Loss
Allergan, Inc	3,359.57	2,740.46	619.11
Barclays	25,082.32	24,457.40	624.92
Ebay Inc	18,972.32	19,570 22	(597.90)
Mondelez Intl Inc	7,858.03	6,983.37	874.66
Owens	15,504.81	13,323.11	2,181.70
Qualcomm Inc	7,945.63	8,074 49	(128.86)
The Fresh Market Inc	29,811.46	30,439.11	(627.65)
Time Warner Cable Inc	6,927.33	5,616.85	1,310.48
Trimble Nav LTD	19,864.95	20,543.23	(678.28)
Trinity Inds Inc	16,389.11	16,827.08	(437.97)
VMWARE INC	5,158.89	6,293.70	(1,134.81)
3M Company	2,346.75	1,836.14	510.61
El Paso	11,817.61	9,718 70	2,098.91
	171,038.78	166,423.86	4,614.92

Long-Term Investments	Proceeds	Cost/Basis	Gain/Loss
American Tower Corporation	18,323.91	12,860.11	5,463.80
American Wrk Wks Co	1,633.61	1,106.91	526.70
Apple Inc	12,174.40	9,813.72	2,360.68
Blackstone Group	6,732.99	3,702.22	3,030.77
Cedar Fair	2,609.76	1,162.33	1,447.43
Citrix Systems	12,970.01	12,160.97	809.04
Costco Wholesale Corp	4,330.50	2,285.48	2,045.02
CVS Caremark Corp	7,393.14	4,466.66	2,926.48
Fifth Third Bancorp	21,277.49	16,814.50	4,462.99
Forest Laboratories	16,012.08	9,987.31	6,024.77
Fortune Brands Home & Security	30,170.72	18,027.95	12,142.77
Grace W R & Co	10,853.12	5,699.22	5,153.90
Hanes Brand Inc	8,578.05	5,269.68	3,308.37
Mead Johnson Nutrition	19,959.00	19,474.89	484.11
Petsmart Inc	21,080.30	14,270.82	6,809.48
Qualcomm Inc	12,294.58	7,231.91	5,062.67
Schumberger Limited	16,514.87	16,849.15	(334.28)
Starbucks Corp	32,969.88	19,871.98	13,097.90
Vanguard	24,965.00	25,030.27	(65.27)
VMWARE INC	11,622.95	12,838.22	(1,215.27)
Biomarim	8,609.29	4,278.82	4,330.47
	301,075.65	223,203.12	77,872.53
total	472,114.43	389,626.98	82,487.45

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST - FIDELITY	26,515.	26,515.
DIVIDENDS AND INTEREST - AUREUS 2013 K-1	9,980.	9,980.
LESS: K-1 INCOME ALLOCATED TO DEC. 2013	-832.	-832.
2012 K-1 INCOME ALLOCATED TO DEC. 2012	6,666.	6,666.
DIVIDENDS AND INTEREST - BLACKSTONE '13	454.	454.
LESS: K-1 INCOME ALLOCATED TO DEC. 2013	-38.	-38.
2012 K-1 INCOME ALLOCATED TO DEC. 2012	473.	473.
TOTAL	43,218.	43,218.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER PORTFOLIO INCOME (LOSS) AUREUS K-1	2,350.	2,350.
LESS K-1 INCOME ALLOCATED TO DEC. 2013	-196.	-196.
ADD 2012 K-1 LOSS ALLOCATED TO DEC '12	4,659.	4,659.
2012 K-1 AUREUS OTHER INCOME TO DEC '12	7,290.	7,290.
2012 K-1 SEC 1256 ALLOCATED TO DEC '12	-283.	-283.
2012 K-1 ORDINARY LOSS ALLOC. TO DEC '12	-5,626.	-5,626.
2012 K-1 SEC 1250 GAIN ALLOC. TO DEC '12	5.	5.
2012 K-1 OTHER PORTFOLIO INC. TO DEC '12	1.	1.
2013 K-1 BLACKSTONE UNRECAP SEC 1250	14.	14.
2013 K-1 BLACKSTONE SEC 1250 TO DEC. '13	-1.	-1.
2012 K-1 BLACKSTONE SEC 1250 TO DEC '12	4.	4.
2013 K-1 BLCKSTONE ORD BUSINESS INCOME	11.	11.
2013 K-1 BLACKSTONE BUS INC TO DEC '13	-1.	-1.
2012 K-1 BLACKSTONE BUS INC TO DEC '12	-528.	-528.
2013 K-1 CEDAR FAIR UNRECAP SEC 1250	-3.	-3.
2013 K-1 CEDAR FAIR ORD LOSS	-158.	-158.
2013 K-1 CEDAR FAIR ORD LOSS TO DEC '13	13.	13.
2012 K-1 CEDAR FAIR ORD LOSS TO DEC '12	-75.	-75.
2012 K-1 EL PASO ORD LOSS TO DEC '12	-7.	-7.
2013 K-1 BLACKSTONE RENTAL INCOME	12.	12.
2013 K-1 BLACKSTONE RENTAL INC TO DEC 13	-1.	-1.
2012 K-1 BLACKSTONE RENTAL INC TO DEC 12	11.	11.
2013 K-1 BLACKSTONE ROYALTY INCOME	8.	8.
2013 K-1 BLACKSTONE ROYALTY INC TO DEC	-1.	-1.
2012 K-1 BLACKSTONE ROYALTY INC TO DEC	1.	1.
INCOME TAX REFUND	1,272.	1,272.
2013 K-1 AUREUS NET SEC 1231 GAIN	46.	46.
2013 NET SEC 1231 GAIN ALLOC. TO DEC 13	-4.	-4.
2012 NET SEC 1231 GAIN ALLOC. TO DEC 12	3.	3.
2013 K-1 CEDAR FAIR SEC 1231 LOSS	-56.	-56.
2013 SEC 1231 LOSS ALLOC. TO DEC '13	5.	5.
2012 SEC 1231 LOSS ALLOC. TO DEC. 12	-6.	-6.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
2013 K-1 BLACKSTONE SEC 1231 GAIN	153.	153.
2013 SEC 1231 GAIN ALLOC TO DEC '13	-13.	-13.
2012 SEC 1231 GAIN ALLOC TO DEC '12	21.	21.
2012 K-1 EL PASO 1231 GAIN ALLOC TO DEC	2.	2.
TOTALS	8,922.	8,922.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	597.	597.		
TOTALS	597.	597.		

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
WITHUMSMITH+BROWN	10,225.	10,225.		
TOTALS	10,225.	10,225.		

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL INCOME TAXES		946.	946.
	TOTALS	946.	946.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PORTFOLIO DEDUCT - AUREUS K-1	7,061.	7,061.
LESS: AMT ALLOCATED TO DEC 13	-588.	-588.
ADD 12 K-1 ALLOCATED TO DEC 12	6,007.	6,007.
PORTFOLIO DEDUCT - BLACKSTONE	19.	19.
LESS: AMT ALLOCATED TO DEC 13	-2.	-2.
ADD 12 K-1 ALLOCATED TO DEC 12	14.	14.
FOREIGN TAXES - BLACKSTONE '13	2.	2.
FOREIGN TAXES - BLACKSTONE '12	2.	2.
FOREIGN TAXES - AUREUS K-1	15.	15.
LESS AMOUNT ALLOCATEDTO DEC 13	-1.	-1.
ADD 12 K-1 ALLOCATED TO DEC 12	170.	170.
INVESTMENT INT EXP AUREUS K-1	1,943.	1,943.
LESS: AMT ALLOCATED TO DEC 13	-162.	-162.
ADD 12 K-1 ALLOCATED TO DEC 12	1,523.	1,523.
INVESMENT INT EXP BLACKSTONE	7.	7.
LESS: AMT ALLOCATED TO DEC 13	-1.	-1.
ADD 12 K-1 ALLOCATED TO DEC 12	27.	27.
INVEST ADVISORY FEES-FIDELITY	16,517.	16,517.
OTHER DEDUCTIONS BLACKSTONE	1.	1.
ADD 12 K-1 ALLOCATED TO DEC 12	8.	8.
OTHER LOSS AUREUS K-1	1,478.	1,478.
LESS: AMT ALLOCATED TO DEC 13	-124.	-124.
ADD 12 K-1 ALLOCATED TO DEC 12	1,734.	1,734.
OTHER DEDUCTIONS CEDAR FAIR	110.	110.
LESS: AMT ALLOCATED TO DEC 13	-9.	-9.
ADD 12 K-1 ALLOCATED TO DEC 12	9.	9.
TOTALS	35,760.	35,760.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIDELITY - SEE ATTACHED	1,133,389.	1,434,719.
TOTALS	1,133,389.	1,434,719.

FIDELITY
FAMILY
OFFICE
SERVICES

Investment Report

November 1, 2013 - November 30, 2013

02004797 Envelope 147000054

HOWARD P ARONSON, CPA
WITHUM SMITH AND BROWN
331 NEWMAN SPRINGS RD STE 125
RED BANK NJ 07701-6765

Interested Party

FOR QUESTIONS OR UP-TO-DATE
ACCOUNT INFORMATION CONTACT:

David Wilson
Vice President
Relationship Manager
1-800-544-2978

ATTACHMENT 7

Brokerage 663-068268 THE SCUDDER FAMILY FNDTN, INC

Account Summary

Beginning value as of Nov 1	$1,469,902.94
Withdrawals	-58,000.00
Transaction costs, loads and fees	-64.30
Change in investment value	33,797.08
Ending value as of Nov 30	**$1,445,635.72**
Accrued Interest (AI)	$0.00
Change in AI from last statement	$0.00

Income Summary

	This Period	Year to Date
Taxable		
Dividends	$2,117.48	$19,473.98
St cap gain	0.00	203.04
Interest	0.77	20.11
Lt cap gain	0.00	690.32
Return of capital	**0.00**	**1,331.25**
Total	**$2,118.25**	**$21,718.70**

Realized Gain/Loss from Sales

	This Period	Year to Date
Short-term gain	$1,067.87	$7,361.81
Short-term loss	-718.02	-4,845.81
Net short	**349.85**	**2,516.00**
Long-term gain	$0.00	$75,931.29
Long-term loss	-65.27	-2,389.23
Lt disallowed loss	2.03	2.03
Net long	**- 63.24**	**73,544.09**

Your Advisor is an independent organization and is not affiliated with Fidelity Investments. Brokerage services provided by Fidelity Brokerage Services LLC, Member NYSE, SIPC 800-544-6666 Brokerage Accounts carried with National Financial Services LLC, Member NYSE, SIPC

Holdings (Symbol) as of November 30, 2013	Quantity November 30, 2013	Price per Unit November 30, 2013	Total Cost Basis	Total Value November 1, 2013	Total Value November 30, 2013	Unrealized Gain (Loss) November 30, 2013
Stocks *64% of holdings*						
PENTAIR LTD COM USD0.16 3/4 (PNR)	390.000	$70.720	$26,266.79		$27,580.80	$ 1,314.01
EAI: $390.00, EY. 1.41%						
ALLERGAN INC (AGN)	200.000	97.050	18,276.63	$18,122.00	19,410.00	1,133.37
EAI: $40 00, EY 0 21%						

Brokerage 663-068268 THE SCUDDER FAMILY FNDTN, INC

Holdings (Symbol) as of November 30, 2013	Quantity November 30, 2013	Price per Unit November 30, 2013	Total Cost Basis	Total Value November 1, 2013	Total Value November 30, 2013	Unrealized Gain (Loss) November 30, 2013
AMERICAN INTL GROUP INC COM NEW (AIG)	640.000	49.750	23,136.10	33,056.00	31,840.00	8,703.90
EAI: $256.00, EY. 0 80%						
AMERICAN WTR WKS CO INC NEW COM (AWK)	660.000	42.350	18,502.77	28,294.20	27,951.00	9,448.23
EAI. $739 20, EY: 2 64%						
ANADARKO PETE CORP (APC)	230.000	88.820	17,858.91	21,916.70	20,428.60	2,569.69
EAI: $165.60, EY: 0.81%						
APPLE INC (AAPL)	55.000	556.070	22,427 52	28,748.61	30,583.85	8,156.33
EAI $671 00, EY 2 19%						
BP PLC ADR (CNV INTO 6 ORD USD0.25 SHS) (BP)	510.000	47.010	19,356.54	23,715.00	23,975.10	4,618.56
EAI: $1,116.90, EY: 4 66%						
BARCLAYS BK PLC BARCLAYS ETN+ SELECT MLP ETNS (ATMP)	940.000	26.640	24,457.40	25,182.60	25,041.60	584.20
BLACKSTONE GROUP L P COM UNIT REPSTG LTD PARTNERSHIP INT (BX)	1,660.000	28.580	21,787.05	43,624.80	47,442.80	27,198.49
CVS CAREMARK CORP (CVS)	410.000	66.960	14,652.27	25,526.60	27,453.60	12,801.33
EAI $369 00, EY 1 34%						
CAPITAL ONE FINANCIAL CORP (COF)	380.000	71.630	22,596.33	26,094.60	27,219.40	4,623.07
EAI $456 00, EY 1.68%						
CEDAR FAIR L P DEP UNIT (FUN)	670.000	49.800	7,914.03	30,719.50	33,366.00	20,654.06
COSTCO WHOLESALE CORP (COST)	170.000	125.430	9,713.29	20,060.00	21,323.10	11,609.81
EAI. $210 80, EY 0 99%						
FIRST REPUBLIC BANK SAN FRANCISCO COM USD0 01 (FRC)	590.000	51.100	19,221.84	30,131.30	30,149.00	10,927.16
EAI. $283.20, EY. 0.94%						
THE FRESH MARKET INC COM USD0.01 (TFM)	500.000	40.710	20,536.71	25,455.00	20,355.00	- 181.71
GILEAD SCIENCES INC (GILD)	612.000	74.810	11,486.02	43,559.10	45,783.72	34,297.70
GOOGLE INC CL A (GOOG)	30.000	1,059.590	18,175.18	30,917.40	31,787.70	13,612.52
GRACE W R & CO DEL NEW (GRA)	310.000	96.030	11,577.68	28,414.60	29,769.30	18,191.62
HALLIBURTON CO HOLDING CO FRMLY HALLIBURTON CO (HAL)	380.000	52.680	16,574.67	20,151.40	20,018.40	3,443.73
EAI. $228.00, EY. 1 14%						
HANESBRANDS INC COM (HBI)	390.000	70.100	11,417.64	26,566.80	27,339.00	15,921.36
EAI. $312 00, EY 1 14%						

ATTACHMENT 7

ATTACHMENT 7

Brokerage 663-068268 THE SCUDDER FAMILY FNDTN, INC

Holdings (Symbol) as of November 30, 2013	Quantity November 30, 2013	Price per Unit November 30, 2013	Total Cost Basis	Total Value November 1, 2013	Total Value November 30, 2013	Unrealized Gain (Loss) November 30, 2013
HERTZ GLOBAL HLDGS INC COM (HTZ)	990.000	24.260	25,383.18	15,383.20	24,017.40	- 1,365.78
KYTHERA BIOPHARMACEUTICALS INC COM USD0.00001 (KYTH)	510.000	38.980	20,213.31		19,879.80	- 333.51
MERCK & CO INC NEW COM (MRK) EAI $1,073.60, EY 3.53%	610.000	49.830	23,267.66	27,504.90	30,396.30	7,128.64
MONDELEZ INTL INC COM (MDLZ) EAI· $397 60, EY. 1 67%	710 000	33.530	19,069.96	23,891.50	23,806.30	4,736.34
MOOG INC CLASS A (MOGA)	300.000	68.670	15,266.00	17,919.00	20,601.00	5,335.00
ORACLE CORPORATION (ORCL) EAI. $268.80, EY 1 36%	560.000	35.290	17,892.34	18,760.00	19,762.40	1,870.06
PAYCHEX INC (PAYX) EAI: $812 00, EY 3.20%	580.000	43.730	18,353.59	24,513.70	25,363.40	7,009.81
SEALED AIR CORP NEW (SEE) EAI: $491.40, EY: 1.62%	945.000	32.110	15,234.70	28,520.10	30,343.95	15,109.25
SHIRE ADR EACH REPR 3 ORD (SHPG) EAI· $100.32, EY· 0 39%	190.000	135.810	18,814.33	25,289.00	25,803.90	6,989.57
STARWOOD HOTELS & RESORTS WORLDWIDE INC COM (HOT) EAI· $391.50, EY· 1.81%	290.000	74.480	19,989.76	21,349.80	21,599.20	1,609.44
TJX COMPANIES INC (TJX) EAI $295 80, EY 0 92%	510.000	62.880	16,425.69	31,002.90	32,068.80	15,643.11
TARGA RES CORP COM (TRGP) EAI $524.40, EY 2 81%	230.000	81.090	15,411.69	17,838.80	18,650.70	3,239.01
3M COMPANY (MMM) EAI $685.80, EY. 1.90%	270.000	133.510	24,787.92	33,979.50	36,047.70	11,259.78
TIME WARNER CABLE INC COM (TWC) EAI: $442.00, EY: 1 88%	170.000	138.220	16,069.16	20,425.50	23,497.40	7,428.24
WEB COM GROUP INC COM (WWWW)	460.000	28.550	12,658.00	12,397.00	13,133.00	475.00

Brokerage 663-068268 THE SCUDDER FAMILY FNDTN, INC

Holdings (Symbol) as of November 30, 2013	Quantity November 30, 2013	Price per Unit November 30, 2013	Total Cost Basis	Total Value November 1, 2013	Total Value November 30, 2013	Unrealized Gain (Loss) November 30, 2013
Subtotal of Stocks			**638,027.83**		**933,789.22**	**295,761.39**
Mutual Funds ***35% of holdings***						
FIDELITY FLOATING RATE HIGH INCOME (FFRHX)	8,269.325	9.990	79,788.36	47,435.35	82,610.56	2,822.20
EAI· $2,565 46, EY 3 11%						
30-day Yield· 2.52%						
VANGUARD SHORT TERM INVMT GRADE ADMIRAL (VFSUX)	38,877.277	10.760	418,828 05	442,131.08	418,319.50	- 508.55
EAI $7,931 47, EY 1 90%						
Subtotal of Mutual Funds			**498,616.41**		**500,930.06**	**2,313.65**
			1,133,389.07		1,434,719.28	
Core Account ***1% of holdings***						

ATTACHMENT 7

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INVESTMENTS-AUREUS FUND I, LLC	416,887.	454,546.
TOTALS	416,887.	454,546.

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DIVIDEND RECEIVABLE	746.	746.
DONATED PAINTING	45,000.	37,000.
TOTALS	45,746.	37,746.

ATTACHMENT 10

FORM 990PF, PART VII-A, LINE 8B - EXPLANATION OF NON-FILING

NOT REQUIRED BY THE STATE OF NEW JERSEY DUE TO THE FACT THAT THE FOUNDATION DOES NOT RECEIVE DONATIONS FROM THE GENERAL PUBLIC.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
CHARLES SCUDDER FREDERICK ROSE C/O LINDABURY MCCORM 331 NEWMAN SPRINGS ROAD 225 RED BANK, NJ 07701	PRESIDENT 1.00	0	0	0
JEAN SCUDDER FREDERICK ROSE C/O LINDABURY MCCORM 331 NEWMAN SPRINGS ROAD 225 RED BANK, NJ 07701	VICE PRESIDENT 1.00	0	0	0
FREDERICK W. ROSE FREDERICK ROSE C/O LINDABURY MCCORM 331 NEWMAN SPRINGS ROAD 225 RED BANK, NJ 07701	SECRETARY 1.00	0	0	0
CAROLYN MILLER FREDERICK ROSE C/O LINDABURY MCCORM 331 NEWMAN SPRINGS ROAD 225 RED BANK, NJ 07701	TREASURER 1.00	0	0	0
	GRAND TOTALS			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WALLACE MEDICAL CONCERN 124 NE 18ST AVE., SUITE 103 PORTLAND, OR 97230	NONE 501(C)(3)	TO PROVIDE MEDICAL CARE TO UNINSURED AND LOW INCOME OREGONIANS	4,000.
NORTH BY NORTHEAST COMMUNITY HEALTH CENTER 3030 NE MARTIN LUTHER KING, JR. BLVD. PORTLAND, OR 97212	NONE 501(C)(3)	TO PROVIDE MEDICAL CARE TO UNINSURED AND LOW INCOME OREGONIANS	3,000.
SOUTHWEST COMMUNITY HEALTH CENTER 7754 SW CAPITAL HIGHWAY PORTLAND, OR 97219	NONE 501(C)(3)	TO PROVIDE MEDICAL CARE TO UNINSURED AND LOW INCOME OREGONIANS	3,000.
MERCY CORP PO BOX 2669 PORTLAND, OR 97208-9652	NONE 501(C)(3)	TO PROVIDE EMERGENCY DISASTER AND OTHER RELIEF-INTERNATIONALLY	4,000.
OXFAM AMERICA PO BOX 7011 ALBERT LEA, MN 56007-8011	NONE 501(C)(3)	TO PROVIDE EMERGENCY DISASTER AND OTHER RELIEF-INTERNATIONALLY	3,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE., 2ND FLOOR NEW YORK, NY 10001	NONE 501(C)(3)	TO PROVIDE EMERGENCY MEDICAL CARE - INTERNATIONALLY	4,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WORLD VISION PO BOX 9716 FEDERAL WAY, WA 98063-9716	NONE 501(C)(3)	TO PROVIDE INTERNATIONAL POVERTY RELIEF LARGELY WITH LIVESTOCK DONATION	3,000.
LOAVES AND FISHES PO BOX 19477 PORTLAND, OR 97280-0477	NONE 501(C)(3)	TO PROVIDE MEALS ON WHEELS AND OTHER SOCIAL SERVICES TO HOUSE BOUND SENIORS	1,500.
AMERICAN RED CROSS PO BOX 4002018 DES MOINES, IA 50340-2018	NONE 501(C)(3)	TO PROVIDE DOMESTIC EMERGENCY AID	5,000.
OREGON FOOD BANK PO BOX 2988 PORTLAND, OR 97208-2988	NONE 501(C)(3)	TO DISPENSE FOOD TO POOR OREGON FAMILIES	5,000.
INNOCENCE PROJECT 40 WORTH ST., SUITE 701 NEW YORK, NY 10013	NONE 501(C)(3)	TO FREE INNOCENT PRISONERS BASED ON DNA EVIDENCE	3,000.
HEIFER 1 WORLD AVENUE LITTLE ROCK, AR 72202	NONE 501(C)(3)	TO PROVIDE LIVESTOCK DONATION TO POOR AREAS	3,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DISABLED AMERICAN VETERANS 3725 ALEXANDRIA PIKE COLD SPRINGS, KY 41076	NONE 501(C)(3)	TO FINANCE VETERAN REHABILITATION, ESP. IRAQ WAR VETERANS	2,000.
NATURE CONSERVANCY 4245 N. FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	NONE 501(C)(3)	FUND LAND CONSERVATION NATIONALLY AND INTERNATIONALLY	8,000.
FINCA INTERNATIONAL PO BOX 98048 WASHINGTON, DC 20090-8408	NONE 501(C)(3)	TO PROVIDE FINANCIAL SERVICES FOR LOW INCOME ENTREPENEURS	3,000.
GOOD SHEPHERD FOOD BANK PO BOX 1807 AUBURN, ME 04211	NONE 501(C)(3)	TO DISPENSE FOOD TO MAINE FAMILIES	4,000.
CHILDREN'S HOSPITAL OF PHILADELPHIA CHOP FOUNDATION, LOCKBOX #1352 PO BOX 8500 PHILADELPHIA, PA 19178-1352	NONE 501(C)(3)	TO PROVIDE CHILDREN'S MEDICAL CARE	3,000.
COMFORT ZONE 7201 GLEN FOREST DRIVE, SUITE 301 RICHMOND, VA 23226	NONE 501 (C)(3)	TO SEND TRAUMATIZED CHILDREN TO OUTDOOR CAMP	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OPERATION HOMEFRONT 8930 FOURWINDS DIRVE, SUITE 340 SAN ANTONIO, TX 78239	NONE 501(C)(3)	TO PROVIDE AID TO RECENT VETERANS AND THEIR FAMILIES	1,500.
ASHER COMMUNITY HEALTH CENTER 712 JAY STREET FOSSIL, OR 97830	NONE 501(C)(3)	TO PROVIDE HEALTH CARE IN VERY UNDERSERVED RURAL COUNTY	1,500.
COLUMBIA RIVER COMMUNITY HEALTH SERVICES 201 SW KINKADE STREET BOARDMAN, OR 97818	NONE 501(C)(3)	TO PROVIDE HEALTH CARE IN VERY UNDERSERVED RURAL COUNTY	1,500.
PRO-MUJER 253 W. 35TH STREET, 11TH FLOOR SOUTH NEW YORK, NY 10001	NONE 501(C)(3)	TO PROVIDE MICRO-FINANCE FOR LATIN AMERICAN WOMEN	2,500.
UNION OF CONCERNED SCIENTISTS 2 BRATTLE SQUARE CAMBRIDGE, MA 02138	NONE 501 (C)(3)	TO ADVOCATE AGAINST GLOBAL WARMING AND OTHER ISSUES	1,500.
AMERICAN CHESTNUT FOUNDATION 231 BUCK STREET BANGOR, ME 04401	NONE 501 (C)(3)	RESTORATION OF AMERICAN CHESTNUT TREES	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PHILABUNDANCE 3616 SOUTH GALLOWAY STREET PHILADELPHIA, PA 19148	NONE 501 (C)(3)	FOOD BANK- FOOD FOR POOR RESIDENTS IN SE PENNSYLVANIA	3,000.
MAIN LINE ANIMAL RESCUE PO BOX 89 CHESTER SPRINGS, PA 19425	NONE 501 (C)(3)	TO PROVIDE ANIMAL SHELTER AND ANIMAL ADOPTION	1,000.
AMERICAN FIENDS SERVICE COMMITTEE 1501 CHERRY STREET PHILADELPHIA, PA 19102	NONE 501(C)(3)	TO REDUCE INTERPERSONAL AND INTERNATIONAL CONFLICT TO PROMOTE PEACE	1,000.
AMIGOS BRAVOS 105-A QUESNEL STREET TAOS, NM 87514	NONE 501(C)(3)	TO RESTORE WATER QUALITY AND WILDLIFE IN AND AROUND NM RIVERS	1,500.
RIVERS AND BIRDS PO BOX 819 ARROYO SECO, NM 87514	NONE 501(C)(3)	TO CONDUCT CONSERVATION EDUCATION PROGRAMS IN NEW MEXICO	1,500.
WORLD WILDLIFE FUND PO BOX 96555 WASHINGTON, DC 20077-7760	NONE 501(C)(3)	TO PRESERVE WILDLIFE INTERNATIONALLY	2,500.
		TOTAL CONTRIBUTIONS PAID	83,500.