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Return of Private Foundation

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

2013

Department of the Treasury
Internal Revenue Service

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation The EFM Foundation			A Employer identification number 20-6967970		
Number and street (or P O box number if mail is not delivered to street address) PO Box 467		Room/suite	B Telephone number (see instructions)		
City or town Newtown Square	State PA	ZIP code 19073	C If exemption application is pending, check here <input type="checkbox"/>		
Foreign country name	Foreign province/state/county	Foreign postal code	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>		
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 8,232,544		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	120,512	120,512		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	290,877			
b	Gross sales price for all assets on line 6a 3,502,750				
7	Capital gain net income (from Part IV, line 2)		290,877		
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)				
12	Total. Add lines 1 through 11	411,389	411,389	0	
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	4,000			4,000
c	Other professional fees (attach schedule)	21,885	21,885		
17	Interest				
18	Taxes (attach schedule) (see instructions)	17,387	2,190		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	108	93		15
24	Total operating and administrative expenses. Add lines 13 through 23	43,380	24,168	0	4,015
25	Contributions, gifts, grants paid	374,500			374,500
26	Total expenses and disbursements. Add lines 24 and 25	417,880	24,168	0	378,515
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-6,491			
b	Net investment income (if negative, enter -0-)		387,221		
c	Adjusted net income (if negative, enter -0-)			0	

REVENUE
OPERATING AND ADMINISTRATIVE EXPENSES
SCANNED AUG 08 2014

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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	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	-1		
	2	Savings and temporary cash investments	683,920	2,670,039	2,670,039
	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			
	10a	Investments—U S. and state government obligations (attach schedule)	99,231		
	b	Investments—corporate stock (attach schedule)	5,430,309	3,560,440	5,562,505
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment, basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans	1,580			
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ due from broker)	21,931			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,236,970	6,230,479	8,232,544	
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 and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	6,236,970	6,230,479	
	30	Total net assets or fund balances (see instructions)	6,236,970	6,230,479	
31	Total liabilities and net assets/fund balances (see instructions)	6,236,970	6,230,479		

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 6,236,970
2	Enter amount from Part I, line 27a	2 -6,491
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 6,230,479
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 6,230,479

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 BROWN BROTHERS	P	1/1/2010	9/25/2013
b BROWN BROTHERS	P	3/19/2013	8/28/2013
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 2,628,335		2,290,917	337,418
b 839,914		920,956	-81,042
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			337,418
b			-81,042
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	290,877
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	-81,042

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))
	2012	353,097	7,061,945	0.050000
	2011	134,533	5,637,516	0.023864
	2010	130,964	5,201,584	0.025178
	2009	70,555	4,601,548	0.015333
	2008	55,000	3,197,158	0.017203
2 Total of line 1, column (d)				2 0.131578
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 0.026316
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5				4 7,873,981
5 Multiply line 4 by line 3				5 207,212
6 Enter 1% of net investment income (1% of Part I, line 27b)				6 3,872
7 Add lines 5 and 6				7 211,084
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions				8 378,515

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,872	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0	
3	Add lines 1 and 2	3	3,872	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	3,872	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	9,680	
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	9,680	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,808	
11	Enter the amount of line 10 to be. Credited to 2014 estimated tax <input type="checkbox"/> 5,811 Refunded <input type="checkbox"/>	11	0	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ n/a	X		
14	The books are in care of ▶ BNY Mellon Telephone no. ▶ (215) 553-2363 Located at ▶ 1735 Market Street Philadelphia PA ZIP+4 ▶ 19103			
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			<input type="checkbox"/>
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		Yes	No
				X

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

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

		Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	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 ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013)	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 2013?	4b	X

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

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

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

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

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

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

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

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

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? Yes No **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? Yes No **7b** N/A

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 Attached Statement	00	0		
	00	0		
	00	0		
	00	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		▶ 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	6,345,320
b	Average of monthly cash balances	1b	1,648,569
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	7,993,889
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	7,993,889
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	119,908
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,873,981
6	Minimum investment return. Enter 5% of line 5	6	393,699

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	393,699
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,872
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,872
3	Distributable amount before adjustments Subtract line 2c from line 1	3	389,827
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	389,827
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	389,827

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	378,515
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	378,515
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	3,872
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	374,643

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				389,827
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			31,346	
b Total for prior years 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 378,515				
a Applied to 2012, but not more than line 2a			31,346	
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 2013 distributable amount				347,169
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				42,658
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

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

None

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

None
- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

Margaret Gallagher Thompson, Esq Suite 400, 200 Four Falls Corp Ctr West Conshohocken, PA 19428 610-941-2370 MThompson@coze

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

The Foundation has no required form All Information that requesting organization deems appropriate should be submitted

 - c Any submission deadlines

None

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

There are no restrictions or limitations on awards toher then they should be used for qualified purposes

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				
Project Home 1515 Fairmount Avenue Philadelphia, PA 19130	None	PC	General Support	30,000
Rosemont College 1400 Montgomery Avenue Rosemont, PA 19010	None	PC	General Support	20,000
Lankenau Medical Center for Renaissance/Heart 100 E Lancaster Ave Wynnewood, PA 19096	None	PC	General Support	10,000
Philadelphia Museum of Art 2013 PO Box 7646 Philadelphia, PA 19101	None	PC	General Support	53,000
Knechtel Scholarship c/O 619 S White Horse Pike Audubon, NJ 08106	None	PC	General Support	1,000
Saint Joseph's Preparatory School 1733 W Girard Philadelphia, PA 19130	None	PC	Campaign for Sciences	12,000
Camden Catholic High School 300 Cuthbert Road Cherry Hill, NJ 08002	None	PC	General Support	2,500
Catholic Partnership Schools 808 Market Street Camden, NJ 08102	None	PC	Athletics	4,000
Friends of St Malchy 1429 North 11th Street Philadelphia, PA 19122	None	PC	General Support	5,000
Univeristy of Scranton/Univeistiy Mission & Ministry 800 Linden Street Scranton, PA 18510	None	PC	General Support	5,000
Holy Family Home Little Sisters of the Poor 5300 Chester Avenue Philadelphia, PA 19143	None	PC	General Support	10,000
Total	See Attached Statement			374,500
b Approved for future payment				
Total				0

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Saint Dorothy Parish

Street

4910 Township Line Road

City	State	Zip Code	Foreign Country
Drexel Hill	PA	19026	

Relationship	Foundation Status
None	PC

Purpose of grant/contribution	Amount
General Support	10,000

Name

LaSalle College High School

Street

8605 Cheltenham Avenue

City	State	Zip Code	Foreign Country
Wyndmoor	PA	19038	

Relationship	Foundation Status
None	PC

Purpose of grant/contribution	Amount
General Support	1,000

Name

Saint Joseph Carpenter Society

Street

20 Church Street

City	State	Zip Code	Foreign Country
Camden	NJ	08105	

Relationship	Foundation Status
None	PC

Purpose of grant/contribution	Amount
General Support	2,000

Name

Dickinson College

Street

50 Moreland Ave

City	State	Zip Code	Foreign Country
Carlisle	PA	17013	

Relationship	Foundation Status
None	PC

Purpose of grant/contribution	Amount
Knechtel Scholarship	2,500

Name

Agnes Irwin School

Street

Ithan & Conestoga Road

City	State	Zip Code	Foreign Country
Rosemont	PA	19010	

Relationship	Foundation Status
None	PC

Purpose of grant/contribution	Amount
Dare to do More Campaign	5,000

Name

Enviormental Working Group

Street

1436 U Street NW #100

City	State	Zip Code	Foreign Country
Washington	DC	20009	

Relationship	Foundation Status
None	PC

Purpose of grant/contribution	Amount
General Support	2,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Sisters, Servants of the Immaculate Heart of Mary

Street

1140 King Road

City	State	Zip Code	Foreign Country
Immaculata	PA	19345	

Relationship	Foundation Status
None	PC

Purpose of grant/contribution	Amount
Campaign for Camilla Hall	5,000

Name

Hands Together

Street

P O Box 80985

City	State	Zip Code	Foreign Country
Springfield	MA	01138	

Relationship	Foundation Status
None	PC

Purpose of grant/contribution	Amount
General Support	5,000

Name

Mercy Hospice

Street

334 S 13th Street

City	State	Zip Code	Foreign Country
Philadelphia	PA	19107	

Relationship	Foundation Status
None	PC

Purpose of grant/contribution	Amount
Annual Fund	10,000

Name

Saint John's Hospice

Street

21 S 13th Street

City	State	Zip Code	Foreign Country
Philadelphia	PA	19107	

Relationship	Foundation Status
None	PC

Purpose of grant/contribution	Amount
General Support	12,000

Name

OMS/SI School

Street

1008 North 48th Street

City	State	Zip Code	Foreign Country
Philadelphia	PA	19131	

Relationship	Foundation Status
None	PC

Purpose of grant/contribution	Amount
General Support	4,000

Name

Women of Hope

Street

251 North Lawrence Street

City	State	Zip Code	Foreign Country
Philadelphia	PA	19106	

Relationship	Foundation Status
None	PC

Purpose of grant/contribution	Amount
General Support	5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Gesu School

Street

1700 West Thompson Street

City Philadelphia	State PA	Zip Code 19121	Foreign Country
Relationship None	Foundation Status PC		
Purpose of grant/contribution General Support			Amount 4,000

Name

Brian H Early Foundation

Street

4 Wicklow Court

City Wayne	State PA	Zip Code 19087	Foreign Country
Relationship None	Foundation Status PC		
Purpose of grant/contribution General Support			Amount 3,000

Name

Hope Partnership for Education

Street

2601 North 11th Street

City Philadelphia	State PA	Zip Code 19133	Foreign Country
Relationship None	Foundation Status PC		
Purpose of grant/contribution General Support			Amount 5,000

Name

Saint Joseph's University

Street

5600 City Avenue

City Philadelphia	State PA	Zip Code 19131	Foreign Country
Relationship None	Foundation Status PC		
Purpose of grant/contribution Go Hawks Fund			Amount 2,000

Name

Merion Mercy Acadmey

Street

511 Montgomery Avenue

City Merion Station	State PA	Zip Code 19066	Foreign Country
Relationship None	Foundation Status PC		
Purpose of grant/contribution General Support			Amount 3,000

Name

Arden Theater Company

Street

40 N 2nd Street

City Philadelphia	State PA	Zip Code 19106	Foreign Country
Relationship None	Foundation Status PC		
Purpose of grant/contribution As needed			Amount 2,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Theatre Horizon

Street

401 DeKalb

City

Norristown

State

PA

Zip Code

19401

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

As Needed for Production costs

Amount

5,000

Name

Speak Up

Street

771 E Lancaster Avenue, Suite 103

City

Villanova

State

PA

Zip Code

19085

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

General Support

Amount

6,000

Name

Heart of Camden

Street

1840 Broadway

City

Camden

State

NJ

Zip Code

08104

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

Thanksgiving Drive

Amount

6,000

Name

Women's Aux for St Edmonds Home Children

Street

320 S Roberts Road

City

Bryn Mawr

State

PA

Zip Code

19010

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

2013 Love Bond Appeal

Amount

1,000

Name

Saint Joseh's Preparatory School

Street

1733 W Girard

City

Philadelphia

State

PA

Zip Code

19130

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

General Support

Amount

10,000

Name

Heart of Camden

Street

1840 Broadway

City

Camden

State

NJ

Zip Code

08104

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

General Support

Amount

5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

The Barnes Foundation

Street

2025 Benjamin Franklin Parkway

City

Philadelphia

State

PA

Zip Code

19130

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

General Support

Amount

2,500

Name

Children Catalysts for Chnage Foundation

Street

320 Echo Valley Lane

City

Newtown Square

State

PA

Zip Code

19073

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

General Support

Amount

2,000

Name

Cristo Rey High School

Street

5218 North Broad Street

City

Philadelphia

State

PA

Zip Code

19141

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

General Support

Amount

20,000

Name

Grey Nuns of the Sacred Heart

Street

1750 Quarry Road

City

Yardely

State

PA

Zip Code

19067

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

General Support

Amount

5,000

Name

Philadelphia Zoo

Street

3400 West Girard Avenue

City

Philadelphia

State

PA

Zip Code

19104

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

Education

Amount

5,000

Name

St Charles Borromeo Seminary

Street

P O Box 95000-5315

City

Philadelphia

State

PA

Zip Code

19195

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

Seminary Appeal

Amount

2,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

St Martin De Porres Catholic School

Street

2300 West Lehigh Avenue

City	State	Zip Code	Foreign Country
Philadelphia	PA	19132	

Relationship	Foundation Status
None	PC

Purpose of grant/contribution	Amount
General Support	5,000

Name

Sisters of the Blessed Scarament

Street

1663 Bristol Pike

City	State	Zip Code	Foreign Country
Bensalem	PA	19020	

Relationship	Foundation Status
None	PC

Purpose of grant/contribution	Amount
General Support	5,000

Name

Villanova Universty

Street

800 E Lancaster Ave

City	State	Zip Code	Foreign Country
Villanova	PA	19085	

Relationship	Foundation Status
None	PC

Purpose of grant/contribution	Amount
General Support	10,000

Name

Women's Aux for St Edmonds Home Children

Street

320 S Roberts Road

City	State	Zip Code	Foreign Country
Bryn Mawr	PA	19010	

Relationship	Foundation Status
None	PC

Purpose of grant/contribution	Amount
Construction of Special Care Unit	10,000

Name

Women's Aux for St Edmonds Home Children

Street

320 S Roberts Road

City	State	Zip Code	Foreign Country
Bryn Mawr	PA	19010	

Relationship	Foundation Status
None	PC

Purpose of grant/contribution	Amount
Construction of Special Care Unit	10,000

Name

Hope Partnership for Education

Street

2601 North 11th Street

City	State	Zip Code	Foreign Country
Philadelphia	PA	19133	

Relationship	Foundation Status
None	PC

Purpose of grant/contribution	Amount
General Support	5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

St Dorothy Parish

Street

4910 Township Line Road

City

Drexel Hill

State

PA

Zip Code

19026

Foreign Country

Relationship

None

Foundation Status

PC

Purpose of grant/contribution

School Laptop Program

Amount

5,000

Name

St John Vianney Church

Street

1110 Vaughans Lane

City

Gladwyne

State

PA

Zip Code

19035

Foreign Country

Relationship

None

Foundation Status

PC

Purpose of grant/contribution

General Support

Amount

5,000

Name

Project Home

Street

1015 Fairmount Avenue

City

Philadelphia

State

PA

Zip Code

19130

Foreign Country

Relationship

None

Foundation Status

PC

Purpose of grant/contribution

General Support

Amount

15,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
	Long Term CG Distributions	34-501												
	Short Term CG Distributions													
1	X BROWN BROTHERS				11/12/10	P	9/25/2013	2,628,335	2,290,917					337,418
2	X BROWN BROTHERS				3/19/2013	P	8/28/2013	839,914	920,956					-81,042
3	X													0
Totals														
Capital Gains/Losses														
Other sales														
									3,502,750	0	3,211,873	0	290,877	0

Part I, Line 16b (990-PF) - Accounting Fees

		4,000	0	0	4,000
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	tax preparation	4,000			4,000

Part I, Line 16c (990-PF) - Other Professional Fees

		21,885	21,885	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	BROWN BROTHERS	15,849	15,849		
2	BNY MELLON	6,036	6,036		

Part I, Line 18 (990-PF) - Taxes

		17,387	2,190	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	2,190	2,190		
2	FEDERAL EXCISE TAXES PAID	5,517			
3	Federal Excise Taxes paid	9,680			

Part I, Line 23 (990-PF) - Other Expenses

		108	93	0	15
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Pa Filing Fee	15			15
2	ADR Fees	93	93		

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

Description	Num Shares/ Face Value	Federal		State/Local		Book Value End of Year	Book Value Beg of Year	FMV Beg of Year	FMV End of Year	State/Local Obligation
		99,231	0	0	0			103,044	0	0
1		99,231						103,044		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	Brown Brothers		5,430,309	3,560,440	6,584,112	5,562,505
2	pimco total return	18,369		201,303		196,368
3	t rowe price institutional	23,708		220,621		230,201
4	adp	325		11,568		26,260
5	bax	2,400		113,461		166,920
6	bbby	2,150		123,990		172,644
7	brk b	2,275		157,968		269,724
8	ce series a	1,800		77,965		99,558
9	cb	2,300		116,159		222,249
10	cmcsa	5,950		111,293		309,192
11	eog	925		85,412		155,252
12	ebay	1,149		13,698		63,040
13	goog	290		176,181		325,006
14	jinj	1,000		62,377		91,590
15	linta	53,296		12,550		158,373
16	msft	5,400		138,676		202,014
17	nvs	2,750		142,440		221,045
18	oxy	1,550		80,489		147,405
19	pep	675		35,517		55,985
20	px	1,050		112,836		136,532
21	pgr	5,400		88,794		147,258
22	qcom	2,550		153,533		189,338
23	hsic	550		34,842		62,843
24	slb	1,650		123,038		148,682
25	swn	3,400		123,325		133,722
26	tgt	2,900		153,055		183,483
27	usb	5,900		138,712		238,360
28	wmt	1,100		51,009		86,559
29	wm	3,625		106,541		162,654
30	wfv	5,450		174,190		247,430
31	xray	2,140		59,646		103,747
32	llscx	7,101		175,421		230,493
33	deo	1,025		57,246		135,731
34	nsrgy	3,300		126,584		242,847
35						

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	Brown Brothers		5,430,309	3,560,440	6,584,112	5,562,505
2	pimco total return	18,369		201,303		196,368
3	t rowe price institutional	23,708		220,621		230,201
4	adp	325		11,568		26,260
5	bax	2,400		113,461		166,920
6	bbby	2,150		123,990		172,644
7	brk b	2,275		157,968		269,724
8	ce series a	1,800		77,965		99,558
9	cb	2,300		116,159		222,249
10	cmcsa	5,950		111,293		309,192
11	eeg	925		85,412		155,252
12	ebay	1,149		13,698		63,040
13	goog	290		176,181		325,006
14	jnj	1,000		62,377		91,590
15	lnta	53,296		12,550		158,373
16	msft	5,400		138,676		202,014
17	nvs	2,750		142,440		221,045
18	oxy	1,550		80,489		147,405
19	pep	675		35,517		55,985
20	px	1,050		112,836		136,532
21	pgj	5,400		88,794		147,258
22	qcom	2,550		153,533		189,338
23	hsic	550		34,842		62,843
24	slb	1,650		123,038		148,682
25	swn	3,400		123,325		133,722
26	tgt	2,900		153,055		183,483
27	usb	5,900		138,712		238,360
28	wmt	1,100		51,009		86,559
29	wm	3,625		106,541		162,654
30	wfv	5,450		174,190		247,430
31	xray	2,140		59,646		103,747
32	llscx	7,101		175,421		230,493
33	deo	1,025		57,246		135,731
34	nsrgy	3,300		126,584		242,847
35						

Part II, Line 15 (990-PF) - Other Assets

		21,931	0	0
Asset Description		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	due from broker	21,931		

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount															
		Long Term CG Distributions	Short Term CG Distributions														
		34,501	0	4,308,163	0	0	4,132,829	1,096,290	0	0	0	0	0	0	0	0	1,096,290
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses			
1	BROWN BROTHERS		P	1/1/2010	9/25/2013	2,628,335			2,290,917	337,418	0	0	0	337,418			
2	BROWN BROTHERS		P	3/19/2013	8/28/2013	839,914			920,956	-81,042	0	0	0	-81,042			
3									0	0	0	0	0	0			

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Marie E Dooner		1400 Waverly Road V-65	Gladwyne	PA	19035		Trustee	1.00			
2	Peter S Dooner, Jr		1400 Waverly Road V-65	Gladwyne	PA	19035		Trustee	1.00			
3	Diane Dooner Murphy		1941 Kimberwick Road	Media	PA	19063		Trustee	1.00			
4	Katherine Dooner Loftus		220 Curwen Road	Rosemont	PA	19010		Trustee	1.00			
5	Amy Dooner Brennan		200 Cedarbrook Road	Ardmore	PA	19003		Trustee	1.00			
6												

2013 Tax Information Statement

Realized Gain or Loss 1 of 9

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

Account Number 1035000737
Recipient's Tax ID Number 20-6967970

Recipient's Name and Address
THE EFM FOUNDATION
PO BOX 467
NEWTOWN SQUARE, PA 19073

Corrected

2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
05528X802	BBH LIMITED DURATION FUND CL N	BBBMX									
13135 1870	08/28/2013 12/05/2012		135,949	19		137,000	00	0 00	-1,050	81	0 00
05528X802	BBH LIMITED DURATION FUND CL N	BBBMX									
19193 8580	08/28/2013 03/19/2013		198,656	43		200,000	00	0 00	-1,343	57	0 00
Total Short Term Sales			839,914	37		920,956	05	0 00	-81,041	68	0 00
Long Term Sales											
20030N101	COMCAST CORP CL A	CMCSA									
725 0000	01/22/2013 Various		28,790	27		18,946	41	0 00	9,843	86	0 00
20030N101	COMCAST CORP CL A	CMCSA									
200 0000	01/22/2013 01/06/2012		7,942	14		4,950	00	0 00	2,992	14	0 00
31362FTX1	FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE 2.25% 01/01/2018										
51 0000	01/25/2013 11/19/1993		51	00		51	02	0 00	-0	02	0 00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR	BUD									
94 0000	01/28/2013 08/11/2011		8,609	92		4,713	91	0 00	3,896	01	0 00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR	BUD									
81 0000	01/29/2013 Various		7,438	92		4,023	51	0 00	3,415	41	0 00
278642103	EBAY INC	EBAY									
167 0000	02/08/2013 01/23/2009		9,514	85		1,990	97	0 00	7,523	88	0 00

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Realized Gain or Loss 2 of 9

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

Account Number 1035000737
Recipient's Tax ID Number 20-6967970

Recipient's Name and Address:
THE EFM FOUNDATION
PO BOX 467
NEWTOWN SQUARE, PA 19073

Corrected

2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
278642103	EBAY INC	EBAY									
583 0000	02/12/2013	01/23/2009	33,199 13			6,950 53	0 00	26,248 60	0 00	0 00	
24702R101	DELL INC	DELL									
1600 0000	02/13/2013	Various	22,072 62			48,360 10	0 00	-26,287 48	0 00	0 00	
24702R101	DELL INC	DELL									
400 0000	02/15/2013	Various	5,507 86			9,372 00	0 00	-3,864 14	0 00	0 00	
03524A108	ANHEUSER-BUSCH INBEV SPN ADR	BUD									
100 0000	02/20/2013	09/13/2011	9,396 79			4,963 49	0 00	4,433 30	0 00	0 00	
03524A108	ANHEUSER-BUSCH INBEV SPN ADR	BUD									
67 0000	02/25/2013	09/13/2011	6,299 11			3,325 54	0 00	2,973 57	0 00	0 00	
31362FTX1	FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE										
24 0100	2.25% 01/01/2018		24 01	02/25/2013	11/19/1993	24 02	0 00	-0 01	0 00	0 00	
03524A108	ANHEUSER-BUSCH INBEV SPN ADR	BUD									
83 0000	02/28/2013	09/13/2011	7,793 41			4,119 69	0 00	3,673 72	0 00	0 00	
24702R101	DELL INC	DELL									
2700 0000	03/04/2013	Various	37,694 94			41,518 39	0 00	-3,823 45	0 00	0 00	
24702R101	DELL INC	DELL									
500 0000	03/04/2013	01/06/2012	6,980 54			7,605 00	0 00	-624 46	0 00	0 00	

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140 BROADWAY
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20-6967970

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Recipient's Name and Address
THE EFM FOUNDATION
PO BOX 467
NEWTOWN SQUARE, PA 19073

Sales are listed at Gross Proceeds less commissions and option premiums

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
249030107	DENTSPLY INTL INC	XRAY	60 0000	03/20/2013	11/17/2010	2,548 14	1,867 50	0 00	680 64	0 00	0 00
249030107	DENTSPLY INTL INC	XRAY	250 0000	03/20/2013	01/06/2012	10,617 27	8,797 50	0 00	1,819 77	0 00	0 00
31362FTX1	FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE 2 25% 01/01/2018		175 5500	03/25/2013	11/19/1993	175 55	175 60	0 00	-0 05	0 00	0 00
31362FTX1	FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE 2 25% 01/01/2018		310 3600	04/25/2013	11/19/1993	310 36	310 45	0 00	-0 09	0 00	0 00
713448108	PEPSICO INC	PEP	100 0000	04/29/2013	01/06/2012	8,267 65	6,584 00	0 00	1,683 64	0 00	0 00
713448108	PEPSICO INC	PEP	150 0000	05/03/2013	11/17/2010	12,423 39	9,603 00	0 00	2,820 39	0 00	0 00
713448108	PEPSICO INC	PEP	50 0000	05/03/2013	01/06/2012	4,141 13	3,292 00	0 00	849 13	0 00	0 00
478160104	JOHNSON & JOHNSON	JNJ	200 0000	05/20/2013	01/06/2012	17,594 93	12,990 00	0 00	4,604 93	0 00	0 00
071813109	BAXTER INTL INC	BAX	250 0000	05/28/2013	04/22/2010	18,020 76	12,564 15	0 00	5,456 61	0 00	0 00

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BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

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Corrected

2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
084670702	BERKSHIRE HATHAWAY INC-CL B	BRK B									
225 0000	05/28/2013 11/17/2010		25,203 32			18,013 50	0 00	7,189 82	0 00	0 00	
084670702	BERKSHIRE HATHAWAY INC-CL B	BRK B									
225 0000	05/28/2013 01/06/2012		25,203 32			17,201 25	0 00	8,002 07	0 00	0 00	
249030107	DENTSPLY INTL INC	XRAY									
225 0000	05/28/2013 11/17/2010		9,319 47			7,003 13	0 00	2,316 34	0 00	0 00	
26875P101	EOG RESOURCES INC	EOG									
100 0000	05/28/2013 04/09/2012		13,246 00			10,753 28	0 00	2,492 72	0 00	0 00	
31362FTX1	FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE										
120 5900	2.25% 01/01/2018 05/28/2013 11/19/1993		120 59			120 63	0 00	-0 04	0 00	0 00	
478160104	JOHNSON & JOHNSON	JNJ									
175 0000	05/28/2013 11/17/2010		15,347 23			11,053 00	0 00	4,294 23	0 00	0 00	
53071M104	LIBERTY INTERACTIVE A	LINTA									
6379 0000	05/28/2013 Various		146,935 15			55,742 44	0 00	91,192 71	0 00	0 00	
53071M104	LIBERTY INTERACTIVE A	LINTA									
1671 0000	05/28/2013 Various		38,490 15			23,438 43	0 00	15,051 72	0 00	0 00	
66987V109	NOVARTIS AG - ADR	NVS									
100 0000	05/28/2013 12/01/2006		7,357 02			5,789 30	0 00	1,557 72	0 00	0 00	

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NEWTOWN SQUARE, PA 19073

Corrected

2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
66987V109	NOVARTIS AG - ADR	NVS									
225 0000	05/28/2013	01/06/2012	16,553.30			12,872.25	0.00	3,681.05	0.00	0.00	
713448108	PEPSICO INC	PEP									
225 0000	05/28/2013	Various	18,690.42			14,204.39	0.00	4,486.03	0.00	0.00	
743315103	PROGRESSIVE CORP OHIO	PGR									
775 0000	05/28/2013	01/06/2012	20,029.22			15,174.50	0.00	4,854.72	0.00	0.00	
806407102	HENRY SCHEIN INC COM STK	HSIC									
200 0000	05/28/2013	01/06/2012	19,085.05			13,155.20	0.00	5,929.85	0.00	0.00	
902973304	U S BANCORP	USB									
875 0000	05/28/2013	01/06/2012	31,219.98			24,228.75	0.00	6,991.23	0.00	0.00	
931142103	WAL-MART STORES INC	WMT									
25 0000	05/28/2013	01/15/2008	1,941.72			1,175.25	0.00	766.47	0.00	0.00	
94106L109	WASTE MANAGEMENT INC	WM									
300 0000	05/28/2013	11/17/2010	12,727.58			10,479.00	0.00	2,248.58	0.00	0.00	
94106L109	WASTE MANAGEMENT INC	WM									
75 0000	05/28/2013	01/06/2012	3,181.90			2,444.25	0.00	737.65	0.00	0.00	
31362FTX1	FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE										
159 4700	2.25% 01/01/2018 06/25/2013 11/19/1993		159.47			159.52	0.00	-0.05	0.00	0.00	

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BROWN BROTHERS HARRIMAN
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2nd TIN notice

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Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
053015103	AUTOMATIC DATA PROCESSING INC	ADP	325 0000	07/11/2013	02/29/2008	23,374 77	13,015 73	0 00	10,359 04	0 00	0 00
053015103	AUTOMATIC DATA PROCESSING INC	ADP	125 0000	07/11/2013	01/06/2012	8,990 29	6,823 75	0 00	2,166 54	0 00	0 00
53071M104	LIBERTY INTERACTIVE A	LINTA	246 0000	07/12/2013	11/28/2008	6,023 25	572 16	0 00	5,451 09	0 00	0 00
713448108	PEPSICO INC	PEP	150 0000	07/12/2013	03/05/2012	12,603 47	9,416 69	0 00	3,186 78	0 00	0 00
053015103	AUTOMATIC DATA PROCESSING INC	ADP	30 0000	07/15/2013	02/29/2008	2,175 95	1,201 45	0 00	974 50	0 00	0 00
53071M104	LIBERTY INTERACTIVE A	LINTA	135 0000	07/15/2013	11/28/2008	3,305 09	313 99	0 00	2,991 10	0 00	0 00
806407102	HENRY SCHEIN INC COM STK	HSIC	55 0000	07/15/2013	Various	5,623 01	3,610 40	0 00	2,012 61	0 00	0 00
806407102	HENRY SCHEIN INC COM STK	HSIC	47 0000	07/16/2013	11/09/2011	4,808 14	3,023 07	0 00	1,785 07	0 00	0 00
053015103	AUTOMATIC DATA PROCESSING INC	ADP	120 0000	07/17/2013	02/29/2008	8,691 46	4,805 81	0 00	3,885 65	0 00	0 00

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2nd TIN notice

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Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
53071M104	LIBERTY INTERACTIVE A	LINTA									
269 0000	07/17/2013 11/28/2008		6,583 87			625 65	0 00	5,958 22	0 00	0 00	
806407102	HENRY SCHEIN INC COM STK	HSIC									
48 0000	07/17/2013 11/09/2011		4,906 69			3,087 38	0 00	1,819 31	0 00	0 00	
713448108	PEPSICO INC	PEP									
45 0000	07/18/2013 12/01/2006		3,906 98			2,774 93	0 00	1,132 05	0 00	0 00	
713448108	PEPSICO INC	PEP									
150 0000	07/18/2013 03/05/2012		13,023 28			9,416 68	0 00	3,606 60	0 00	0 00	
713448108	PEPSICO INC	PEP									
55 0000	07/19/2013 12/01/2006		4,756 29			3,391 57	0 00	1,364 72	0 00	0 00	
053015103	AUTOMATIC DATA PROCESSING INC	ADP									
107 0000	07/23/2013 02/29/2008		7,775 73			4,285 18	0 00	3,490 55	0 00	0 00	
084670702	BERKSHIRE HATHAWAY INC-CL B	BRK B									
135 0000	07/23/2013 01/06/2012		15,993 80			10,320 75	0 00	5,673 05	0 00	0 00	
806407102	HENRY SCHEIN INC COM STK	HSIC									
73 0000	07/23/2013 Various		7,559 26			4,690 27	0 00	2,868 99	0 00	0 00	
31362FTX1	FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE										
25 7100	2.25% 01/01/2018 07/25/2013 11/19/1993		25 71			25 72	0 00	-0 01	0 00	0 00	

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BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

Account Number **1035000737**
Recipient's Tax ID Number **20-6967970**

Corrected

2nd TIN notice

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NEWTOWN SQUARE, PA 19073

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Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
806407102	HENRY SCHEIN INC COM STK	HSIC	27 0000	07/25/2013	11/01/2011	2,783 71	1,733 28	0 00	1,050 43	0 00	0 00
053015103	AUTOMATIC DATA PROCESSING INC	ADP	43 0000	07/31/2013	02/29/2008	3,118 53	1,722 08	0 00	1,396 45	0 00	0 00
084670702	BERKSHIRE HATHAWAY INC-CL B	BRK B	15 0000	08/05/2013	01/06/2012	1,776 91	1,146 75	0 00	630 16	0 00	0 00
478160104	JOHNSON & JOHNSON	JNJ	150 0000	08/05/2013	Various	14,058 42	9,378 58	0 00	4,679 84	0 00	0 00
806407102	HENRY SCHEIN INC COM STK	HSIC	20 0000	08/05/2013	11/01/2011	2,097 46	1,283 90	0 00	813 56	0 00	0 00
806407102	HENRY SCHEIN INC COM STK	HSIC	34 0000	08/06/2013	Various	3,569 81	2,182 05	0 00	1,387 76	0 00	0 00
806407102	HENRY SCHEIN INC COM STK	HSIC	46 0000	08/08/2013	10/14/2011	4,853 92	2,952 04	0 00	1,901 88	0 00	0 00
053015103	AUTOMATIC DATA PROCESSING INC	ADP	150 0000	08/13/2013	Various	10,920 67	5,978 99	0 00	4,941 68	0 00	0 00
31362FTX1	FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE		159 9900	2 25% 01/01/2018	08/26/2013 11/19/1993	159 99	160 03	0 00	-0 04	0 00	0 00

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NEWTOWN SQUARE, PA 19073

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Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
05528X307	BBH INTERNATIONAL EQUITY FUND CL N	BBHEX									
10295 0460	08/28/2013 Various					145,880 80	130,000 00	0 00	15,880 80	0 00	0 00
05528X802	BBH LIMITED DURATION FUND CL N	BBBMX									
128311 5670	08/28/2013 Various					1,328,024 73	1,271,964 25	0 00	56,060 48	0 00	0 00
77956H500	T ROWE PRICE NEW ASIA FUND	PRASX									
11983 9060	08/28/2013 Various					178,440 36	210,000 00	0 00	-31,559 64	0 00	0 00
053015103	AUTOMATIC DATA PROCESSING INC	ADP									
199 0000	09/10/2013 Various					14,709 16	7,771 74	0 00	6,937 42	0 00	0 00
053015103	AUTOMATIC DATA PROCESSING INC	ADP									
101 0000	09/11/2013 02/18/2009					7,417 88	3,724 37	0 00	3,693 51	0 00	0 00
3133X1BV8	FEDERAL HOME LOAN BANKS 4 5% 09/16/2013										
100000 0000	09/16/2013 09/13/2007					100,000 00	99,230 56	0 00	769 44	0 00	0 00
31362FTX1	FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE										
170 0300	2 25% 01/01/2018 09/25/2013 11/19/1993					170 03	170 08	0 00	-0 05	0 00	0 00
Total Long Term Sales						2,628,335 00	2,290,916 73	0 00	337,418 26	0 00	0 00

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