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Return of Private Foundation

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

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation: **THE FRIEDER FOUNDATION** 25-6651216

Address: **1002 LILY LAKE ROAD**

City or town, state or province, country, and ZIP or foreign postal code: **DALTON, PA 18414**

A Employer identification number: **22-***1216**

B Telephone number: **570-563-0235**

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 1,027,392.** (Part I, column (d) must be on cash basis)

J Accounting method: Cash, Accrual, Other (specify)

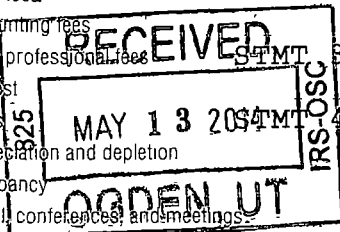
C If exemption application is pending, check here

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

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

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

Part I Analysis of Revenue and Expenses		(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	105,000.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	30.	30.		STATEMENT 1
4	Dividends and interest from securities	14,838.	14,838.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	44,863.			
b	Gross sales price for all assets on line 6a: 371,009.				
7	Capital gain net income (from Part IV, line 2)		44,863.		
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)				
11	Other income				
12	Total Add lines 1 through 11	164,731.	59,731.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees	11,836.	11,836.		0.
17	Interest				
18	Taxes	584.	584.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses Add lines 13 through 23	12,420.	12,420.		0.
25	Contributions, gifts, grants paid	110,500.			110,500.
26	Total expenses and disbursements Add lines 24 and 25	122,920.	12,420.		110,500.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	41,811.			
b	Net investment income (if negative, enter -0-)		47,311.		
c	Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	18,041.	123,121.	123,121.
	2 Savings and temporary cash investments			
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 5	726,735.	663,466.	904,271.
	c Investments - corporate bonds			
	11 Investments - land, buildings and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	744,776.	786,587.	1,027,392.	
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			
	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 ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	681,776.	681,776.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	63,000.	104,811.		
30 Total net assets or fund balances	744,776.	786,587.		
31 Total liabilities and net assets/fund balances	744,776.	786,587.		

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	744,776.
2 Enter amount from Part I, line 27a	2	41,811.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	786,587.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b) line 30	6	786,587.

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 SHORT TERM - SEE ATTACHED SCHEDULE	P		
b LONG TERM - SEE ATTACHED SCHEDULE	P		
c CAPITAL GAINS DIVIDENDS			
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 154,906.		149,036.	5,870.
b 212,434.		177,110.	35,324.
c 3,669.			3,669.
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			5,870.
b			35,324.
c			3,669.
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	44,863.
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) If (loss), enter -0- in Part I, line 8		3	N/A

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	50,050.	859,232.	.058250
2011	63,314.	850,309.	.074460
2010	68,987.	807,383.	.085445
2009	62,446.	739,482.	.084446
2008	68,434.	995,987.	.068710

2 Total of line 1, column (d)	2	.371311
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	.074262
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	912,081.
5 Multiply line 4 by line 3	5	67,733.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	473.
7 Add lines 5 and 6	7	68,206.
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	110,500.

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

Table with 11 rows for excise tax calculations. Includes sub-sections 1a through 11. Values include 473, 0, 640, 167, and 0.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes sub-sections 1a through 10. Columns for Yes/No. Values include X, N/A, and STMT 6.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of L. PETER FRIEDER JR. Telephone no. 570-586-5806
Located at 1002 LILY LAKE ROAD, DALTON, PA ZIP+4 18414
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 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? Yes No 16 X

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

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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A
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? Yes No X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X 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) N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? 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
 Organizations relying on a current notice regarding disaster assistance check here **N/A**

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) **N/A**

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
 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 **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

(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
LEONARD P. FRIEDER JR 1002 LILY LAKE ROAD DALTON, PA 18414	TRUSTEE 10.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. 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

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	881,437.
b	Average of monthly cash balances	1b	44,534.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	925,971.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	925,971.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,890.
5	Net value of noncharitable-use assets . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	912,081.
6	Minimum investment return . Enter 5% of line 5	6	45,604.

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	45,604.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	473.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	473.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	45,131.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	45,131.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted . Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	45,131.

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	110,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	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	110,500.
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	5	473.
6	Adjusted qualifying distributions . Subtract line 5 from line 4	6	110,027.

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				45,131.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009	20,008.			
c From 2010	69,500.			
d From 2011	63,990.			
e From 2012	7,712.			
f Total of lines 3a through e	161,210.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 110,500.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				45,131.
e Remaining amount distributed out of corpus	65,369.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	226,579.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	226,579.			
10 Analysis of line 9				
a Excess from 2009	20,008.			
b Excess from 2010	69,500.			
c Excess from 2011	63,990.			
d Excess from 2012	7,712.			
e Excess from 2013	65,369.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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

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				
COMMONWEALTH MEDICAL COLLEGE 150 N. WASHINGTON AVE SCRANTON, PA 18503	N/A	PUBLIC	CONTRIBUTION FOR 2013	5,000.
COUNTRYSIDE CONSERVANCY PO BOX 55 LA PLUME, PA 18441	N/A	PUBLIC	CONTRIBUTION FOR 2013	10,000.
ESSILOR VISION FOUNDATION 13515 N. STEMMONS FREEWAY DALLAS, TX 75234	N/A	PUBLIC	CONTRIBUTION FOR 2013	2,500.
KEYSTONE COLLEGE 1 COLLEGE RD, LA PLUME, PA 18440	N/A	SCHOOL	CONTRIBUTION FOR 2013	50,000.
LACKAWANNA PRO BONO INC 321 SPRUCE STREET - 5TH FLOOR SCRANTON, PA 18503	N/A	PUBLIC	CONTRIBUTION FOR 2013	1,250.
Total			SEE CONTINUATION SHEET(S)	110,500.
b Approved for future payment				
NONE				
Total				

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Name of the organization

THE FRIEDER FOUNDATION

Employer identification number

-*1216

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc. purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization THE FRIEDER FOUNDATION	Employer identification number **-***1216
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>ANTHONY & MAJORIE ELSON</u> <u>108 SUMMERFIELD RD</u> <u>CHEVY CHASE, MD 20015</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	<u>LEONARD P. FRIEDER JR</u> <u>1002 LILY LAKE RD.</u> <u>DALTON, PA 18414</u>	\$ <u>100,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

THE FRIEDER FOUNDATION

****-***1216**

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

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

Name of organization THE FRIEDER FOUNDATION	Employer identification number **-***1216
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable etc., contributions of \$1,000 or less for the year (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
RAIL-TRAIL COUNCIL OF NEPA PO BOX 32 UNION DALE, PA 18470	N/A	PUBLIC	CONTRIBUTION FOR 2013	1,000.
SCRANTON CULTURAL CENTER 420 N. WASHINGTON AVE SCRANTON, PA 18503	N/A	PUBLIC	CONTRIBUTION FOR 2013	10,000.
SCRANTON TOMORROW 1011 N. MAIN AVE SCRANTON, PA 18503	N/A	PUBLIC	CONTRIBUTION FOR 2013	2,500.
LACKAWANNA COLLEGE 501 VINE ST SCRANTON, PA 18509	N/A	PUBLIC	CONTRIBUTION FOR 2013	5,000.
UNITED WAY OF LACKAWANNA COUNTY 615 JEFFERSON AVE PO BOX 526 SCRANTON, PA 18501	N/A	PUBLIC	CONTRIBUTION FOR 2013	10,000.
BOYS & GIRLS CLUB OF NEPA 609 ASH ST SCRANTON, PA 18510	N/A	PUBLIC	CONTRIBUTION FOR 2013	1,250.
CHILDREN'S ADVOCACY CENTER OF NEPA 1710 MULBERRY ST SCRANTON, PA 18510	N/A	PUBLIC	CONTRIBUTION FOR 2013	5,000.
SPECIAL OLYMPICS OF PENNSYLVANIA INC 2570 BOULEVARD OF THE GENERALS ST. 124 NORRISTOWN, PA 19403	N/A	PUBLIC	AREA P GOLF SPONSORSHIP CONTRIBUTION FOR 2013	1,000.
LACKAWANNA HISTORICAL SOCIETY 232 MONROE AVE SCRANTON, PA 18510	N/A	PUBLIC	CONTRIBUTION FOR 2013	1,000.
BSA NORTHEAST PENNSYLVANIA COUNCIL 72 MONTAGE MOUNTAIN ROAD MOOSIC, PA 18507	N/A	PUBLIC	CONTRIBUTION FOR 2013	2,500.
Total from continuation sheets				41,750.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BLACKROCK MONEY MARKET	30.	30.	
TOTAL TO PART I, LINE 3	30.	30.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PNC INVESTMENTS	18,507.	3,669.	14,838.	14,838.	
TO PART I, LINE 4	18,507.	3,669.	14,838.	14,838.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AGENCY FEES	11,836.	11,836.		0.
TO FORM 990-PF, PG 1, LN 16C	11,836.	11,836.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	584.	584.		0.
TO FORM 990-PF, PG 1, LN 18	584.	584.		0.

FRIEDER FOUNDATION IMA
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
107. AT&T INC	7/25/2012	5/15/2013	4,027.82	3,746.48	281.34
5. AT&T INC	7/25/2012	5/15/2013	187.60	192.54	-4.94
35. AGRUM INC	8/8/2012	3/20/2013	3,510.84	3,399.54	111.30
9. ANHEUSER BUSCH INBEV SPONSORED ADR	5/15/2012	2/8/2013	773.96	635.70	138.26
49. ANHEUSER BUSCH INBEV SPONSORED ADR	5/15/2012	2/8/2013	4,204.23	3,461.05	743.18
17. AVNET INC	8/20/2013	11/18/2013	715.06	627.29	87.77
13. AVNET INC	8/20/2013	11/19/2013	532.73	479.69	53.04
9. AVNET INC	3/7/2013	11/26/2013	364.88	313.64	51.24
16. AVNET INC	8/21/2013	11/26/2013	648.68	608.84	39.84
16. AVNET INC	3/6/2013	11/27/2013	640.94	590.39	50.55
16. AVNET INC	3/6/2013	11/27/2013	640.76	590.39	50.37
20. AVNET INC	3/6/2013	11/29/2013	800.79	737.98	62.81
17. AVNET INC	3/6/2013	12/2/2013	680.95	627.29	53.66
28. AVNET INC	3/6/2013	12/2/2013	1,122.21	1,033.17	89.04
64. BAXTER INTERNATIONAL INC	8/8/2013	12/30/2013	4,423.10	4,696.27	-273.17
25. BOEING CO	7/30/2012	2/15/2013	1,872.62	1,830.59	42.03
4. CF INDUSTRIES HOLDINGS INC	6/13/2012	1/22/2013	894.14	657.74	236.40
10. CST BRANDS INC	2/5/2013	5/8/2013	318.67	356.86	-38.19
56. CAPITAL ONE FINANCIAL CORP	11/2/2012	1/22/2013	3,147.02	3,448.23	-301.21
13. CHEVRON CORPORATION	2/25/2013	8/27/2013	1,547.79	1,262.91	284.88
41. CONAGRA FOODS INC	2/11/2013	9/9/2013	1,377.36	1,368.86	8.50
113. CONAGRA FOODS INC	2/8/2013	9/9/2013	3,793.55	3,772.72	20.83
37. D R HORTON INC	3/13/2013	12/17/2013	699.66	886.48	-186.82
19. D R HORTON INC	3/13/2013	12/17/2013	359.36	455.22	-95.86
22. D R HORTON INC	3/13/2013	12/17/2013	416.47	527.09	-110.62
23. D R HORTON INC	3/13/2013	12/18/2013	451.89	551.05	-99.16
20. D R HORTON INC	3/13/2013	12/18/2013	388.58	479.18	-90.60
28. D R HORTON INC	3/13/2013	12/18/2013	555.85	670.84	-114.99
22. EBAY INC	5/2/2012	3/6/2013	1,180.85	923.61	257.24
47. EDISON INTL	4/29/2013	8/8/2013	2,312.98	2,520.69	-207.71
47. EDISON INTL	4/26/2013	8/9/2013	2,313.04	2,520.69	-207.65
127. FORD MOTOR COMPANY	7/22/2013	12/30/2013	1,949.50	2,163.34	-213.84
273. FORD MOTOR COMPANY	7/22/2013	12/30/2013	4,171.23	4,529.20	-357.97
Totals					

FRIEDER FOUNDATION IMA
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
13. GANNETT INC	9/21/2012	5/15/2013	281.15	243.00	38.15
17. GANNETT INC	9/21/2012	5/15/2013	367.61	317.77	49.84
102. GANNETT INC	9/21/2012	5/16/2013	2,136.54	1,906.61	229.93
13. GANNETT INC	9/21/2012	5/16/2013	271.87	243.00	28.87
38. GANNETT INC	9/21/2012	5/17/2013	808.32	710.30	98.02
9. GANNETT INC	9/21/2012	5/17/2013	191.60	168.23	23.37
159. HERTZ GLOBAL HOLDINGS INC	4/8/2013	11/1/2013	3,625.60	3,682.27	-56.67
11. HOME DEPOT INC	5/2/2012	3/13/2013	776.88	548.12	228.76
78. INTERNATIONAL PAPER CO	3/20/2013	9/19/2013	3,750.66	3,553.63	197.03
5. JACOBS ENGINEERING GROUP	2/19/2013	11/22/2013	300.84	249.16	51.68
18. JACOBS ENGINEERING GROUP	2/19/2013	11/22/2013	1,082.96	896.98	185.98
53. JACOBS ENGINEERING GROUP	2/15/2013	11/25/2013	3,146.17	2,641.11	505.06
39. M&T BK CORP	8/29/2012	6/4/2013	4,079.95	3,452.28	627.67
52. MC CORMICK & CO INC					
NON-VOTING					
36. MONSANTO CO	11/29/2012	1/29/2013	3,192.01	3,361.19	-169.18
14. MOODY'S CORP	1/22/2013	7/25/2013	3,627.55	3,700.97	-73.42
143. MYLAN INC	11/2/2012	2/8/2013	592.89	679.44	-86.55
7. OGE ENERGY CORP	8/20/2012	5/8/2013	4,211.73	3,412.65	799.08
77. ORACLE CORP	5/15/2012	4/26/2013	499.37	347.77	151.60
2. PVH CORP	2/21/2013	7/22/2013	2,450.82	1,988.12	462.70
24. PALL CORP	10/17/2012	8/1/2013	269.07	195.91	73.16
10. PALL CORP	10/22/2012	4/8/2013	1,594.06	1,520.76	73.30
20 PALL CORP	10/19/2012	4/8/2013	664.41	633.65	30.76
61. PHILIP MORRIS INTERNAT-W/I	10/19/2012	4/9/2013	1,320.79	1,267.30	53.49
459.77 RS EMERGING MARKETS FUND	8/8/2012	5/13/2013	5,745.90	5,586.52	159.38
CLASS Y					
211.416 RS EMERGING MARKETS	5/16/2012	1/11/2013	11,066.67	10,000.00	1066.67
FUND CLASS Y					
21. RESMED INC	10/17/2012	1/11/2013	5,088.78	5,000.00	88.78
1. RESMED INC	3/14/2012	2/15/2013	900.68	665.79	234.89
23. RESMED INC	3/14/2012	2/15/2013	43.01	31.70	11.31
33. ROBERT HALF INTERNATIONAL	3/14/2012	2/19/2013	990.56	729.19	261.37
20. ROBERT HALF INTERNATIONAL	2/1/2013	5/1/2013	1,045.76	1,166.83	-121.07
47. ROBERT HALF INTERNATIONAL	2/1/2013	5/1/2013	626.64	707.17	-80.53
	2/1/2013	5/2/2013	1,471.93	1,661.84	-189.91

FRIEDER FOUNDATION IMA
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
17. ROBERT HALF INTERNATIONAL	2/1/2013	5/2/2013	533.98	601.09	-67.11
23. ROCK-TENN CO CL A	6/4/2013	11/7/2013	2,200.69	2,280.00	-79.31
10. ROCK-TENN CO CL A	6/5/2013	11/7/2013	961.76	991.30	-29.54
13. ROCK-TENN CO CL A	6/5/2013	11/8/2013	1,226.99	1,288.69	-61.70
48. ROSS STORES INC	6/1/2012	3/13/2013	2,660.16	2,956.53	-296.37
5. JM SMUCKER CO/THE-NEW COM	9/10/2013	12/17/2013	505.51	542.47	-36.96
32. JM SMUCKER CO/THE-NEW COM	9/9/2013	12/18/2013	3,244.48	3,471.79	-227.31
35. STATE STR CORP	2/8/2013	11/12/2013	2,448.72	1,979.71	469.01
25. STATE STR CORP	2/8/2013	11/12/2013	1,763.25	1,414.08	349.17
136. SUNCOR ENERGY INC ISIN CA8672241079 SEDOL B3NB1P2	6/1/2012	2/25/2013	4,213.53	3,691.54	521.99
11. SUNCOR ENERGY INC ISIN CA8672241079 SEDOL B3NB1P2	6/1/2012	2/26/2013	331.16	298.58	32.58
30. SUNCOR ENERGY INC ISIN CA8672241079 SEDOL B3NB1P2	6/1/2012	2/26/2013	902.00	814.31	87.69
48. 3M COMPANY	5/9/2012	2/1/2013	4,872.90	4,194.19	678.71
90. VALERO REFINING & MARKETING CO	2/5/2013	7/25/2013	3,205.38	3,765.53	-560.15
35. VERIZON COMMUNICATIONS	5/15/2013	10/9/2013	1,622.06	1,871.62	-249.56
43. ACCENTURE PLC CLASS A ISIN IE00B4BNMY34 SEDOL B4BNMY3	11/2/2012	7/1/2013	3,101.61	2,944.30	157.31
9. ACCENTURE PLC CLASS A ISIN IE00B4BNMY34 SEDOL B4BNMY3	11/2/2012	7/1/2013	653.79	616.25	37.54
59. ENSCO PLC CLASS A SEDOL	12/14/2012	9/4/2013	3,210.21	3,379.31	-169.10
Totals			154,906.07	149,036.11	5,869.96

FRIEDER FOUNDATION IMA
 Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
112. AT&T INC	10/10/2006	5/15/2013	4202.22	3904.07	298.15
16. AMERICAN EXPRESS CO	6/3/2011	7/1/2013	1213.72	708.21	505.51
3. APPLE INC	10/10/2006	2/21/2013	1336.83	318.10	1018.73
4. APPLE INC	10/10/2006	3/6/2013	1707.18	424.13	1283.05
1432.258 ARTISAN SMALL CAP VALUE					
FUND INVESTOR CLASS FD 96	1/11/2011	9/10/2013	25594.45	25000.00	594.45
15. CF INDUSTRIES HOLDINGS INC	6/13/2012	10/29/2013	3229.65	2466.50	763.15
11. CHEVRON CORPORATION	7/16/2010	8/27/2013	1309.66	665.19	644.47
17. CHEVRON CORPORATION	7/16/2010	10/28/2013	2055.00	1365.73	689.27
81. CISCO SYSTEMS INC	11/11/2011	11/18/2013	1730.65	1548.51	182.14
6 CITIGROUP INC	5/4/2010	8/1/2013	317.03	247.90	69.13
30 COCA COLA CO	2/21/2012	10/9/2013	1111.07	907.10	203.97
8. COMCAST CORPORATION CL A	10/12/2011	8/1/2013	366.98	189.48	177.50
48. COMCAST CORPORATION CL A	10/12/2011	10/22/2013	2273.19	1136.90	1136.29
39. COOPER COS INC NEW	10/10/2012	12/12/2013	4666.78	3794.44	872.34
1. DELL INC	1/1/2001	1/16/2013	6.78	6.78	NONE
65. E M C CORP MASS	9/28/2009	2/21/2013	1515.35	1167.96	347.39
144. E M C CORP MASS	9/28/2009	11/26/2013	3390.20	2587.47	802.73
7. E M C CORP MASS	2/5/2010	11/26/2013	165.13	125.78	39.35
13. EASTMAN CHEM CO	2/15/2012	6/4/2013	934.81	699.90	234.91
43. EASTMAN CHEM CO	2/14/2012	6/4/2013	3057.78	2315.07	742.71
15. EASTMAN CHEM CO	2/14/2012	6/5/2013	1039.67	807.58	232.09
15 EBAY INC	2/15/2011	3/6/2013	805.13	397.72	407.41
8. EQUITY RESIDENTIAL SH BEN					
INT REIT	5/28/2010	2/8/2013	444.40	362.22	82.18
46. EQUITY RESIDENTIAL SH BEN					
INT REIT	5/27/2010	2/8/2013	2549.08	2082.77	466.31
47. EXXON MOBIL CORP	12/14/2006	5/1/2013	4127.98	3016.54	1111.44
12. EXXON MOBIL CORP	12/14/2006	7/25/2013	1139.69	770.18	369.51
24. EXXON MOBIL CORP	12/14/2006	8/27/2013	2087.04	1540.36	546.68
9. FMC CORPORATION NEW	12/16/2011	1/22/2013	551.90	392.26	159.64
24. FMC CORPORATION NEW	12/15/2011	1/23/2013	1462.40	1046.02	416.38
9. FMC CORPORATION NEW	12/15/2011	1/24/2013	551.62	392.26	159.36
Totals					

FRIEDER FOUNDATION IMA
 Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
12. FMC CORPORATION NEW	12/15/2011	1/24/2013	733.89	523.01	210.88
16. HERSHEY FOODS CORP	5/28/2010	8/29/2013	1462.83	767.85	694.98
18. HOME DEPOT INC	1/9/2012	3/13/2013	1271.27	735.54	535.73
29. HOME DEPOT INC	1/9/2012	10/22/2013	2168.38	1283.66	884.72
156. INTEL CORP	12/4/2006	7/22/2013	3549.75	4000.91	-451.16
1. INTERNATIONAL BUSINESS MACHS CORP	9/28/2009	8/1/2013	195.50	116.42	79.08
25. INTERNATIONAL BUSINESS MACHS CORP	1/27/2009	10/21/2013	4329.77	2910.36	1419.41
5. JP MORGAN CHASE & CO	5/2/2012	8/1/2013	282.59	192.29	90.30
24 JP MORGAN CHASE & CO	7/9/2004	10/9/2013	1221.73	922.99	298.74
1499.751 PERKINS MID CAP VALUE FUND FUND CLASS I FD 116	6/3/2009	9/10/2013	37508.77	30000.00	7508.77
42. LIMITED INC	5/24/2010	3/18/2013	1883.65	1165.64	718.01
6 LIMITED INC	5/24/2010	3/18/2013	269.22	166.52	102.70
51. LIMITED INC	5/24/2010	3/19/2013	2223.12	1415.42	807.70
133. MACY'S INC	5/16/2011	8/20/2013	6026.51	3747.39	2279.12
15. MERCK & CO INC	12/17/2009	3/13/2013	668.17	562.64	105.53
50. MERCK & CO INC	12/17/2009	3/13/2013	2226.46	1875.45	351.01
25. MICROSOFT CORP	3/5/2004	7/22/2013	795.94	723.68	72.26
89. MOODY'S CORP	6/3/2011	2/8/2013	3769.09	3488.89	280.20
49. NATIONAL OILWELL	8/4/2010	2/5/2013	3351.43	2357.46	993.97
6. NATIONAL OILWELL	8/4/2010	2/5/2013	411.25	288.67	122.58
4 OGE ENERGY CORP	8/19/2011	4/26/2013	285.35	168.98	116.37
19. OGE ENERGY CORP	8/19/2011	4/29/2013	1365.29	892.57	472.72
22. OGE ENERGY CORP	8/19/2011	4/30/2013	1584.53	1033.50	551.03
14. OGE ENERGY CORP	8/22/2011	5/1/2013	1001.50	657.68	343.82
37. PFIZER INC	12/3/2009	7/1/2013	1031.19	760.70	270.49
176. PFIZER INC	10/28/2009	8/29/2013	4956.48	3618.48	1338.00
62. PFIZER INC	8/13/2010	8/30/2013	1749.75	1274.69	475.06
2737.814 PIMCO COMMODITY REAL	2/11/2011	9/13/2013	15605.54	25000.00	-9394.46
2. POLARIS INDS INC	5/2/2012	8/1/2013	230.41	164.99	65.42
19. QUALCOMM INC	6/3/2011	11/18/2013	1366.32	1065.88	300.44
449.769 RS EMERGING MARKETS FUND CLASS Y	1/4/2010	1/11/2013	10825.95	10000.00	825.95
Totals					



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**Fixed income
 Etf - fixed income**

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current price per unit	Avg. original value		Avg. original value	at PNC, per unit
ISHARES IBOXX \$ INVESTMENT (LQD)	248	\$28,435.68	\$114,1880		3.06 %	\$24,928.32	\$100.52
GRADE CORPORATE BOND ETF							
PNC							
ISHARES INTERMEDIATE (CIU)	239	25,943.45	107,8800		2.79 %	25,075.88	104.92
CREDIT BOND ETF							
PNC							
ISHARES 1-3 YEAR (CSJ)	241	25,435.14	105,4600		2.75 %	24,923.55	103.42
CREDIT BOND ETF							
PNC							
Total etf - fixed income			\$79,517.80		8.59 %	\$74,927.75	



Detail

Mutual funds - fixed income

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC
	Quantity	price per unit	Current	Avg original value at PNC per unit		
DODGE & COX INCOME FUND (DODIX)	56,429.47	\$55,933.39		\$55,000.00	6.04%	\$13.30
PNC	4,134.027	\$13.5300		15,000.00	1.63%	9.92
FIDELITY ADVISOR FLOATING HIGH (FFRIX)	15,095.89	15,065.64		25,000.00	2.67%	11.35
INCOME FUND I FUND #279	1,512.614	9,960				
PNC						
JPMORGAN MORTGAGE BACKED (OMBIX)	24,935.50	24,693.20				
SECURITIES FUND FD # 1273	2,202.783	11,210				
PNC						
Total mutual funds - fixed income			\$95,692.23		10.33%	\$95,000.00

Total fixed income

\$175,210.03 18.92% \$169,927.75

Equities

**Stocks
Consumer discretionary**

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC
	Quantity	price per unit	Current	Avg original value at PNC per unit		
BEST BUY CO INC (BBY)	4,014.45	\$3,948.12		\$3,865.47	0.43%	\$39.05
PCA ADVANTAGE PORTFOLIO	99	\$39.8800		4,186.98	0.58%	50.45
CBS CORP CLASS B WI (CBSI)	4,860.48	5,290.42		3,008.03	0.72%	23.69
PCA ADVANTAGE PORTFOLIO	83	63,7400		2,987.43	0.56%	44.59
COMCAST CORPORATION CL A (CMCSA)	6,333.49	6,599.56		6,692.54	0.67%	16.73
PCA ADVANTAGE PORTFOLIO	127	51,9650		2,832.89	0.57%	44.26
DISNEY WALT CO (DIS)	4,726.18	5,118.80				
PCA ADVANTAGE PORTFOLIO	67	76,4000				
FORD MOTOR COMPANY (F)	6,832.00	6,172.00				
PCA ADVANTAGE PORTFOLIO	400	15,4300				
HOME DEPOT INC (HD)	5,162.88	5,269.76				
PCA ADVANTAGE PORTFOLIO	64	82,3400				

Detail

Equities
Stocks
Consumer discretionary

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current quantity	Current price per unit		Avg. original value at PNC per unit	Avg. original value at PNC per unit
LAS VEGAS SANDS CORP (LVS)	4,014	08	4,416	72	0.48 %	4,064	97
PCA ADVANTAGE PORTFOLIO	56		78,8700			72	59
NIKE INC (NIKE)	5,223	24	5,190	24	0.57 %	3,606	57
CLASS B	66		78,6400			54	65
PCA ADVANTAGE PORTFOLIO							
PVH CORP (PVH)	4,955	04	5,032	74	0.55 %	3,624	26
PCA ADVANTAGE PORTFOLIO	37		136	0200		97	95
POLARIS INDS INC (PII)	5,338	80	5,825	60	0.63 %	3,299	77
PCA ADVANTAGE PORTFOLIO	40		145	6400		82	49
WYNDHAM WORLDWIDE CORP (WYN)	5,019	70	5,158	30	0.56 %	4,376	95
PCA ADVANTAGE PORTFOLIO	70		73	6900		62	53
Total consumer discretionary			\$58,022.26		6.27 %	\$42,545.86	

Consumer staples

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current quantity	Current price per unit		Avg. original value at PNC per unit	Avg. original value at PNC per unit
ALTRIA GROUP INC (MO)	5,657	94	5,873	67	0.64 %	5,658	12
PCA ADVANTAGE PORTFOLIO	153		38	3900		36	98
CVS CAREMARK CORPORATION (CVS)	6,629	04	7,085	43	0.77 %	5,132	76
PCA ADVANTAGE PORTFOLIO	99		71	5700		51	85
COCA COLA CO (KO)	5,827	55	5,989	95	0.65 %	4,384	33
PCA ADVANTAGE PORTFOLIO	145		4	3100		30	24
THE HERSHEY COMPANY (HSY)	7,169	86	7,195	02	0.78 %	3,551	30
PCA ADVANTAGE PORTFOLIO	74		97	2300		47	99
NU SKIN ENTERPRISES INC (NUS)			4,423	04	0.48 %	4,268	32
PCA ADVANTAGE PORTFOLIO	32		138	2200		133	39
PROCTER & GAMBLE CO (PG)	11,622	36	11,234	58	1.22 %	9,305	72
PCA ADVANTAGE PORTFOLIO	138		81	4100		67	43
Total consumer staples			\$41,801.69		4.51 %	\$32,300.55	



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Energy

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current	Current price per unit		Avg original value at PNC per unit	Avg original value at PNC per unit
CHEVRON CORPORATION (CVX)	\$5,632.24	46	\$5,745.86	\$124.9100	0.63%	\$3,695.52	\$80.34
PCA ADVANTAGE PORTFOLIO	5,241.60	72	5,086.80	70.6500	0.55%	4,772.42	66.28
CONOCOPHILLIPS (COP)	4,950.00	30	5,035.20	167.8400	0.55%	4,403.66	146.79
PCA ADVANTAGE PORTFOLIO	4,860.96	52	5,262.40	101.2000	0.57%	3,337.44	64.18
EOG RES INC (EOG)	5,004.60	95	4,821.25	50.7500	0.53%	3,998.82	42.09
PCA ADVANTAGE PORTFOLIO	5,005.00	65	5,465.20	84.0800	0.60%	4,183.56	64.36
HEL MERICH & PAYNE INC (HP)	6,719.92	76	6,848.36	90.1100	0.74%	6,573.22	86.49
PCA ADVANTAGE PORTFOLIO							
SEDOL 2779201							
ISIN AN8068571086							
PCA ADVANTAGE PORTFOLIO							
Total energy			\$38,265.07		4.13%	\$30,964.64	

Financial

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current	Current price per unit		Avg original value at PNC per unit	Avg original value at PNC per unit
INVESCO LTD (IVZ)	\$4,739.60	136	\$4,950.40	\$36.4000	0.54%	\$4,483.79	\$32.97
PCA ADVANTAGE PORTFOLIO							
ISIN BMG491BT1088 SEDOL B28XP76							
PCA ADVANTAGE PORTFOLIO							
AMERICAN EXPRESS CO (AXP)	5,748.60	67	6,078.91	90.7300	0.66%	2,965.61	44.26
PCA ADVANTAGE PORTFOLIO							
CHUBB CORP (CB)	6,558.60	68	6,570.84	96.6300	0.71%	3,595.09	52.87
PCA ADVANTAGE PORTFOLIO							
CITIGROUP INC (C)	6,879.60	130	6,774.30	52.1100	0.74%	5,371.23	41.32
PCA ADVANTAGE PORTFOLIO							
DISCOVER FINANCIAL W/ (DFS)	4,637.10	87	4,867.65	55.9500	0.53%	3,088.41	35.50
PCA ADVANTAGE PORTFOLIO							



Detail

Financial

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Quantity	price per unit		Avg. original value at PNC	Avg. original value at PNC per unit
FIFTH THIRD BANCORP (FITB)	5,770.88	5,972.52	284	21,030.00	0.65%	4,094.01	14.42
PCA ADVANTAGE PORTFOLIO							
FRANKLIN RESOURCES INC (BEN)	5,317.44	5,542.08	96	57,730.00	0.60%	4,932.10	51.38
PCA ADVANTAGE PORTFOLIO							
GOLDMAN SACHS GROUP INC (GS)	5,237.14	5,495.06	31	177,260.00	0.60%	4,560.91	147.13
PCA ADVANTAGE PORTFOLIO							
JPMORGAN CHASE & CO (JPM)	8,869.10	9,064.40	155	58,480.00	0.98%	5,960.94	38.46
PCA ADVANTAGE PORTFOLIO							
LINCOLN NATIONAL CORP (LNC)	4,363.05	5,110.38	99	51,620.00	0.56%	4,841.91	48.91
PCA ADVANTAGE PORTFOLIO							
REGIONS FINANCIAL CORP (RF)	3,658.48	3,718.64	376	9,890.00	0.41%	3,687.28	9.81
PCA ADVANTAGE PORTFOLIO							
VISA INC (V)	4,272.66	4,676.28	21	222,680.00	0.51%	3,308.83	157.56
CLASS A SHARES							
PCA ADVANTAGE PORTFOLIO							
WELLS FARGO & COMPANY (WFC)	9,244.20	9,534.00	210	45,400.00	1.03%	5,932.36	28.25
PCA ADVANTAGE PORTFOLIO							
Total financial		\$78,355.46			8.46%	\$56,822.47	

Health care

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Quantity	price per unit		Avg. original value at PNC	Avg. original value at PNC per unit
JAZZ PHARMACEUTICALS PLC (JAZZ)	42	\$4,910.64	42	\$5,315.52	0.58%	\$3,686.14	\$87.77
SEDOL B4Q5ZN4				\$126.5600			
ISIN IE00B4Q5ZN47							
PCA ADVANTAGE PORTFOLIO							
AETNA INC NEW (AET)	7,237.65	7,201.95	105	68,590.00	0.78%	6,514.08	62.04
PCA ADVANTAGE PORTFOLIO							
ALLERGAN INC (AGN)	4,367.25	4,998.60	45	111,080.00	0.54%	1,885.06	41.89
PCA ADVANTAGE PORTFOLIO							
BAXTER INTERNATIONAL INC (BAX)	4,380.80	4,451.20	64	69,550.00	0.49%	4,696.27	73.38
PCA ADVANTAGE PORTFOLIO							

Detail

Health care

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current quantity	Current price per unit		Avg original value at PNC per unit	Total original value at PNC
BECTON DICKINSON & CO (BDX)	4,452	19	4,530	09	0.49%	3,719	43
PCA ADVANTAGE PORTFOLIO	41		110	4900		90	72
CELGENE CORP (CELG)	4,206	02	4,393	17	0.48%	3,702	28
PCA ADVANTAGE PORTFOLIO	26		168	9680		142	40
JOHNSON & JOHNSON (JNJ)	8,992	70	8,701	05	0.94%	5,961	44
PCA ADVANTAGE PORTFOLIO	95		91	5900		62	75
MCKESSON CORPORATION (MCK)	5,972	04	6,456	00	0.70%	6,179	94
PCA ADVANTAGE PORTFOLIO	40		161	4000		154	50
OMNICARE INC. (OCR)			4,647	72	0.51%	4,547	40
PCA ADVANTAGE PORTFOLIO	77		60	3600		59	06
SHIRE PLC (SHPG)	7,741	17	8,053	53	0.87%	4,765	44
SPONSORED ADR	57		141	2900		83	60
PCA ADVANTAGE PORTFOLIO							
Total health care			\$58,748.83		6.34%	\$45,657.48	

Industrials

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current quantity	Current price per unit		Avg original value at PNC per unit	Total original value at PNC
B/E AEROSPACE INC (BEAV)	\$5,394	00	\$5,395	86	0.59%	\$3,916	22
PCA ADVANTAGE PORTFOLIO	62		\$87	0300		\$63	16
BOEING CO (BA)	6,444	00	6,551	52	0.71%	3,514	73
PCA ADVANTAGE PORTFOLIO	48		136	4900		73	22
CANADIAN PACIFIC RAILWAY LTD (CP)	4,000	88	3,934	32	0.43%	3,785	43
SEDOL 2793115	26		151	3200		145	59
ISIN CA13645T1003							
PCA ADVANTAGE PORTFOLIO							
DELTA AIR LINES INC (DAL)	6,230	70	5,906	05	0.64%	4,614	17
PCA ADVANTAGE PORTFOLIO	215		27	4700		21	46
GENERAL ELECTRIC CO (GE)	11,330	50	11,912	75	1.29%	8,299	75
PCA ADVANTAGE PORTFOLIO	425		28	0300		19	53
LOCKHEED MARTIN CORP (LMT)	4,533	44	4,757	12	0.52%	4,524	91
PCA ADVANTAGE PORTFOLIO	32		148	6600		141	40

Detail

Industrials

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current	Current		Avg. original value at PNC per unit	Avg. original value at PNC per unit
MANPOWER GROUP INC (MAN)	3,836.64	4,979.88	85,860.00	80.60	0.54 %	4,674.61	80.60
PCA ADVANTAGE PORTFOLIO	4,213.04	4,368.00	168,000.00	74.40	0.48 %	1,934.32	74.40
UNION PACIFIC CORP (UNP)	26	6,259.00	113,800.00	51.93	0.48 %	2,856.17	51.93
PCA ADVANTAGE PORTFOLIO	6,097.30	113,800.00					
UNITED TECHNOLOGIES CORP (UTX)	55						
PCA ADVANTAGE PORTFOLIO							
Total industrials			\$54,064.50		5.84 %	\$38,120.31	

Information technology

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current	Current		Avg. original value at PNC per unit	Avg. original value at PNC per unit
NXP SEMICONDUCTORS (NXPI)	101	\$4,638.93	\$459,930.00	\$42.50	0.51 %	\$4,292.39	\$42.50
ISIN NL0009538784 SEDOL B505PN7							
PCA ADVANTAGE PORTFOLIO							
APPLE INC (AAPL)	15,013.89	17,391.62	561,020.00	9,284.63	1.88 %	299.50	9,284.63
PCA ADVANTAGE PORTFOLIO	31	4,463.57	22,430.00	19.12	0.49 %	3,804.37	19.12
CISCO SYSTEMS INC (CSCO)	4,228.75	4,663.57	54,865.00	35.71	0.51 %	3,035.47	35.71
PCA ADVANTAGE PORTFOLIO	199	22,430.00					
EBAY INC (EBAY)	4,294.20	4,663.53	10,086.39	5,474.98	1.09 %	608.33	5,474.98
PCA ADVANTAGE PORTFOLIO	85	54,865.00					
GOOGLE INC-CL A (GOOG)	9,536.31	10,086.39	1,120,710.00	28.95	0.41 %	2,894.71	28.95
PCA ADVANTAGE PORTFOLIO	9	1,120,710.00					
MICROSOFT CORP (MSFT)	3,813.00	3,741.00	7,958.08	6,160.78	0.86 %	29.62	6,160.78
PCA ADVANTAGE PORTFOLIO	100	37,410.00					
ORACLE CORP (ORCL)	5,258.21	38,260.00	6,162.75	56.10	0.67 %	4,656.23	56.10
PCA ADVANTAGE PORTFOLIO	208	38,260.00					
QUALCOMM (QCOM)	6,107.14	74,250.00	5,338.08	28.00	0.58 %	3,695.60	28.00
PCA ADVANTAGE PORTFOLIO	83	74,250.00					
YAHOO INC (YHOO)	4,881.36	5,338.08	40,440.00				
PCA ADVANTAGE PORTFOLIO	132	40,440.00					
Total information technology			\$64,443.95		6.96 %	\$43,299.16	



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Materials

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current quantity	Current price per unit		Avg. original value at PNC per unit	Avg. original value at PNC per unit
METHANEX CORP (MEDH)	3,929	\$3,791.36	64	\$59.2400	0.41%	\$4,119.69	\$64.37
PPG INDUSTRIES INC (PPG)	6,626	16	6,827	76	0.74%	6,572.28	182.56
PCA ADVANTAGE PORTFOLIO	36		189	6600			
Total materials				\$10,619.12	1.15%	\$10,691.97	

Telecommunication services

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current quantity	Current price per unit		Avg. original value at PNC per unit	Avg. original value at PNC per unit
VERIZON COMMUNICATIONS INC (VZ)	5,904	\$5,904.78	119	\$5,847.66	0.64%	\$6,363.51	\$53.47
PCA ADVANTAGE PORTFOLIO				\$49,1400			
Total telecommunication services							

Utilities

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current quantity	Current price per unit		Avg. original value at PNC per unit	Avg. original value at PNC per unit
WISCONSIN ENERGY CORP (WEC)	766	\$6,766.74	162	\$6,697.08	0.73%	\$3,346.11	\$20.66
PCA ADVANTAGE PORTFOLIO				\$41,3400			
Total utilities				\$416,865.62	45.01%	\$310,112.06	

Mutual funds - equity

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC	
	Quantity	price per unit	Current quantity	Current price per unit		Avg. original value at PNC per unit	Avg. original value at PNC per unit
ARTISAN FDS INC (ARTIX)	905	\$29,905.60	1,001	\$30,526.54	3.30%	\$17,657.17	\$17.63
INTERNATIONAL FUND #661	527	1,001	527	\$30.4800			
INV CLASS							
PNC							
EAGLE SMALL CAP GROWTH FUND CL I (HSIX)	46,866	73	47,745	28	5.16%	30,000.00	36.54
PNC	821	071	58	1500			
Total mutual funds - equity							



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Mutual funds - equity

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Total original value at PNC
	Quantity	Current price per unit		Avg. original value at PNC per unit
FEDERATED STRATEGIC VALUE (SVAIX)	50,478.09	50,738.73	5.48 %	40,000.00
DIVIDEND FD CLASS IS FUND #662	8,688.139	5,840.00		4.60
PNC HARBOR INTERNATIONAL FUND (HAINX)	17,647.05	17,639.59	1.91 %	15,000.00
CLASS INS FD # 2011	248.410	71,010.00		60.38
PNC T ROWE PRICE GROWTH STOCK (PRGFX)	112,775.40	116,773.74	12.61 %	43,225.97
FD # 40	2,221.300	52,570.00		19.46
PNC T ROWE PRICE MID CAP GROWTH (RPMGX)	50,064.44	48,771.12	5.27 %	37,543.00
INC FD #64	670.117	72,780.00		56.02
Total mutual funds - equity		\$312,195.00	33.71 %	\$183,426.14

Total equities

\$729,060.62 78.73 % \$493,538.20

Total portfolio

\$904,270.65 \$663,465.95

