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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.

2013

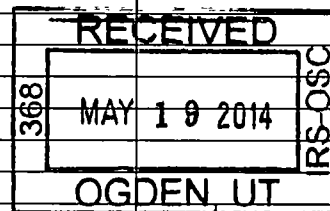
Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation FAITH IN FAMILIES FOUNDATION		A Employer identification number 26-1459658
Number and street (or P.O. box number if mail is not delivered to street address) C/O JOHN J. FREEH, JR. 5997 VERA CRUZ RD	Room/suite	B Telephone number 610-966-3407
City or town, state or province, country, and ZIP or foreign postal code CENTER VALLEY, PA 18034-8644		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,266,722. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		24.	24.		STATEMENT 1
4 Dividends and interest from securities		25,425.	25,425.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		21,015.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			21,015.		
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		-385.	-385.		STATEMENT 3
12 Total. Add lines 1 through 11		46,079.	46,079.		
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 STMT 4		800.	320.		480.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		120.	120.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		4,678.	4,678.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		5,598.	5,118.		480.
25 Contributions, gifts, grants paid		53,285.			53,285.
26 Total expenses and disbursements. Add lines 24 and 25		58,883.	5,118.		53,765.
27 Subtract line 26 from line 12.		-12,804.			
a Excess of revenue over expenses and disbursements			40,961.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	



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	1,694.	12,183.	12,166.
	2 Savings and temporary cash investments	320,729.	152,468.	152,468.
	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 7	674,355.	693,114.	863,861.
	c Investments - corporate bonds STMT 8	100,018.	100,018.	102,878.
	11 Investments - land, buildings, and equipment, basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	0.	126,209.	135,349.	
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)	1,096,796.	1,083,992.	1,266,722.	
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 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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,096,796.	1,083,992.	
30 Total net assets or fund balances	1,096,796.	1,083,992.		
31 Total liabilities and net assets/fund balances	1,096,796.	1,083,992.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,096,796.
2 Enter amount from Part I, line 27a	2	-12,804.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,083,992.
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	1,083,992.

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			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 289,011.		267,996.	21,015.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			21,015.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	21,015.
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	56,073.	1,067,364.	.052534
2011	48,543.	1,044,282.	.046485
2010	53,703.	1,045,788.	.051352
2009	42,645.	1,073,175.	.039737
2008	19,319.	1,197,221.	.016137

2 Total of line 1, column (d)	2	.206245
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	.041249
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,007,919.
5 Multiply line 4 by line 3	5	41,576.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	410.
7 Add lines 5 and 6	7	41,986.
8 Enter qualifying distributions from Part XII, line 4	8	53,765.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	410.
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	410.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	410.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
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		0.
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		410.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		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. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JOHN J. FREEH, JR. Telephone no. ► 610-966-3407 Located at ► 5997 VERA CRUZ RD, CENTER VALLEY, PA ZIP+4 ► 18034			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	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 checked="" type="checkbox"/> Yes <input 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	1b	X
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" 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)	N/A	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

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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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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
JOHN J. FREEH JR 5997 VERA CRUZ ROAD CENTER VALLEY, PA 18034	PRESIDENT / DIRECTOR / SEC 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

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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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,009,759.
b	Average of monthly cash balances	1b	13,509.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,023,268.
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	1,023,268.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,349.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,007,919.
6	Minimum investment return. Enter 5% of line 5	6	50,396.

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	50,396.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	410.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	410.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	49,986.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	49,986.
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	49,986.

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	53,765.
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	53,765.
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	410.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	53,355.

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.

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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				49,986.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			50,716.	
b Total for prior years:		0.		
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: ► \$ 53,765.				
a Applied to 2012, but not more than line 2a			50,716.	
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				3,049.
e Remaining amount distributed out of corpus	0.			
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	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		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				46,937.
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	0.			
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				

N/A

- ▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

2013.03040 FAITH IN FAMILIES FOUNDATIO 26145961

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
AMERICAN LIFE LEAGUE PO BOX 1350 STAFFORD, VA 22555	N/A	PUBLIC 509(C)(3)	GENERAL & UNRESTRICTED	250.
ARCHDIOCESE FOR MILITARY SERVICES PO BOX 4469 WASHINGTON, DC 20017	N/A	509(A)(1)	GENERAL & UNRESTRICTED	500.
BETHLEHEM CATHOLIC HIGH SCHOOL 2133 MADISON AVE BETHLEHEM, PA 18017	N/A	509(A)(1)	THEATRICAL ARTS PROGRAM	13,731.
CATHOLIC CHARITIES DIOCESE OF ALLENTOWN 2141 BOWNYFLAKE LN ALLENTOWN, PA 18103	N/A	509(A)(1)	GENERAL & UNRESTRICTED	6,000.
CATHOLIC RELIEF SERVICES 228 W. LEXINGTON ST BALTIMORE, MD 21201-3443	N/A	509(A)(1)	GENERAL & UNRESTRICTED	1,000.
Total			SEE CONTINUATION SHEET(S)	53,285.
b Approved for future payment				
NONE				
Total				0.

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

- | | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

- b** If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

5/15/14
Date


PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name
LAURIE A. SIEBERT,
CPA

Preparer's signature 	Date 05/15/14
---	------------------

Check <input type="checkbox"/> if self-employed	PTIN
--	------

P00628537

Firm's name ▶ VALLEY NATIONAL SERVICES, INC.

Firm's EIN ► 23-2562408

Firm's address ▶ 1655 VALLEY CENTER PARKWAY, STE 100
BETHLEHEM, PA 18017

Phone no. 610-868-9000

Form **990-PF** (2013)

FAITH IN FAMILIES FOUNDATION

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 24.892 SHS DOUBLELINE CORE FIXED INCM	P	VARIOUS	03/12/13
b 642.196 SHS DOUBLELINE TOTAL RETURN BD FD CL N	P	VARIOUS	12/03/13
c 4,774.662 SHS PIMCO ALL ASSET INSTL CL	P	VARIOUS	06/27/13
d 29.469 SHS T ROWE PRICE HEALTH SCIENCES FUND	P	03/12/13	11/05/13
e 598.905 SHS DOUBLELINE CORE FIXED INCM FD CL N	P	VARIOUS	03/12/13
f 1,084.435 SHS FIDELITY ADV BIOTECH FD CL I	P	VARIOUS	11/07/13
g 391.994 SHS T ROWE PRICE HEALTH SCIENCES FUND	P	05/16/12	11/05/13
h 78 SHS ABBVIE INC	P	03/02/12	11/04/13
i 78 SHS ABBOTT LABORATORIES	P	03/02/12	11/04/13
j 100 SHS AMERIGAS PARTNERS LP	P	03/02/12	05/02/13
k 100 SHS AMERIGAS PARTNERS LP	P	03/02/12	05/02/13
l 130 SHS CLOROX COMPANY	P	04/09/12	05/30/13
m 169 SHS HEINZ H J CO	P	03/02/12	02/14/13
n 145 SHS NUSTAR ENERGY	P	03/02/12	03/04/13
o 76 SHS NOVARIS A G SPON ADR FSPONSORED ADR 1 ADR	P	09/24/12	11/04/13

(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 280.		281.	-1.
b 6,994.		7,270.	-276.
c 57,039.		60,907.	-3,868.
d 1,719.		1,387.	332.
e 6,744.		6,552.	192.
f 18,873.		12,326.	6,547.
g 22,872.		15,000.	7,872.
h 3,736.		2,326.	1,410.
i 2,868.		2,145.	723.
j 4,551.		4,509.	42.
k 4,551.		4,509.	42.
l 11,086.		8,929.	2,157.
m 12,249.		8,961.	3,288.
n 6,968.		8,961.	-1,993.
o 5,854.		4,665.	1,189.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-1.
b			-276.
c			-3,868.
d			332.
e			192.
f			6,547.
g			7,872.
h			1,410.
i			723.
j			42.
k			42.
l			2,157.
m			3,288.
n			-1,993.
o			1,189.

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

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

FAITH IN FAMILIES FOUNDATION

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	2,289 SHS SCH US AGG BND ETF	P	04/30/12	07/25/13
b	NUSTAR ENERGY	P	03/02/12	03/04/13
c	NUSTAR ENERGY - BASIS ADJUSTMENT	P	03/02/12	03/04/13
d	AMERIGAS PARTNERS LP	P	03/02/12	05/02/13
e	AMERIGAS PARTNERS LP - BASIS ADJUSTMENT	P	03/02/12	05/02/13
f	NUSTAR ENERGY	P	03/02/12	03/04/13
g	AMERIGAS PARTNERS LP	P	03/02/12	05/02/13
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(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 115,707.		119,096.	-3,389.
b 726.			726.
c 611.			611.
d 1,666.			1,666.
e		172.	-172.
f 14.			14.
g 6.			6.
h 3,897.			3,897.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-3,389.
b			726.
c			611.
d			1,666.
e			-172.
f			14.
g			6.
h			3,897.
i			
j			
k			
l			
m			
n			
o			

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	21,015.
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 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
CHRIST COMMUNITY CHURCH 1745 CHARLOTTE HWY MOORESVILLE, NC 28115	N/A	509(A)(1)	ALASKAN MISSIONS	
COVENANT HOUSE 461 EIGHTH AVE NEW YORK, NY 10001	N/A	PUBLIC 509(C)(3)	GENERAL & UNRESTRICTED	1,000.
CROSS INTERNATIONAL CATHOLIC OUTREACH 2700 N MILITARY TRAIL STE 240 BOCA RATON, FL 33427-3908	N/A	PUBLIC 509(C)(3)	GENERAL & UNRESTRICTED	
DESALES UNIVERISTY 2755 STA AVE CENTER VALLEY, PA 18034	N/A	509(A)(1)	GENERAL & UNRESTRICTED	1,000.
DOMINICAN SISTERS OF MARY, MOTHER OF THE EUCHARIST 4597 WARREN ROAD ANN ARBOR, MI 48105	N/A	509(A)(1)	GENERAL & UNRESTRICTED	500.
DOMINICAN SISTERS OF ST. CECILIA CONGREGATION 801 DOMINICAN DRIVE NASHVILLE, TN 37228	N/A	509(A)(1)	GENERAL & UNRESTRICTED	500.
GOOD COUNSEL HOMES PO BOX 6068 HOBOKEN, NJ 07030	N/A	501(C)(3)	GENERAL & UNRESTRICTED	100.
JAKE WETCHLER FOUNDATION PO BOX 3214 CHERRY HILL, NJ 08034	N/A	501(C)(3)	GENERAL & UNRESTRICTED	
JOHN PAUL II CENTER FOR SPECIAL LEARNING 1092 WELSH ROAD SHILLINGTON, PA 19607	N/A	509(A)(1)	GENERAL & UNRESTRICTED	500.
JOHN PAUL THE GREAT CATHOLIC UNIVERSITY 10174 OLD GROVE RD STE 200 SAN DIEGO, CA 92131	N/A	509(A)(1)	GENERAL & UNRESTRICTED	
Total from continuation sheets				31,804.

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
LEHIGH UNIVERSITY 622 BRODHEAD AVE BETHLEHEM, PA 18015	N/A	509(A)(1)	GENERAL & UNRESTRICTED	1,000.
MARY'S SHELTER 736 UPLAND AVENUE READING, PA 19607	N/A	501(C)(3)	GENERAL & UNRESTRICTED	1,000.
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10065	N/A	501(C)(3)	GENERAL & UNRESTRICTED	
MERCY SPECIAL LEARNING CENTER 830 SOUTH WOODWARD STREET ALLENTOWN, PA 18103	N/A	509(A)(1)	GENERAL & UNRESTRICTED	10,000.
MISSIONARIES OF THE SACRED HEART 305 S LAKE ST AURORA, IL 60506	N/A	509(A)(1)	FAITH IN FAMILIES FOUNDATION SUPPORT INITIATIVE	
MULTIPLE SCLEROSIS 6520 NORTH ANDREWS AVENUE FORT LAUDERDALE, FL 33309-2132	N/A	PUBLIC 509(C)(3)	GENERAL & UNRESTRICTED	
			GENERAL & UNRESTRICTED	30.
NATIONAL CATHOLIC REGISTER PO BOX 100699 IRONDALE, AL 35210	N/A	501(C)(3)	GENERAL & UNRESTRICTED	100.
SMILE TRAIN 41 MADISON AVE 28TH FL NEW YORK, NY 10010	N/A	PUBLIC 509(C)(3)	GENERAL & UNRESTRICTED	
ST. JOHN VIANNEY REGIONAL SCHOOL 210 N 18TH ST ALLENTOWN, PA 18104	N/A	509(A)(1)	GENERAL & UNRESTRICTED	
ST. JOSEPH CENTER FOR SPECIAL LEARNING 2075 W NORWEGIAN ST POTTSVILLE, PA 17901	N/A	509(A)(1)	GENERAL & UNRESTRICTED	
Total from continuation sheets				

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
ST. THERESA OF THE CHILD JESUS 1408 EASTON RD HELLERTOWN, PA 18055	N/A	509(A)(1)	GENERAL & UNRESTRICTED	12,675.
ST. THERESA OF THE CHILD JESUS 1408 EASTON RD HELLERTOWN, PA 18055	N/A	509(A)(1)	LEADER IN ME PROGRAM	574.
ST. THERESA OF THE CHILD JESUS 1408 EASTON RD HELLERTOWN, PA 18055	N/A	509(A)(1)	BISHOP'S ANNUAL APPEAL CAMPAIGN	1,500.
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVENUE, NE WASHINGTON, DC 20002	N/A	501(C)(3)	GENERAL & UNRESTRICTED	100.
VIDA HUMANA INTERNATIONAL 45 SW 71 AVENUE MIAMI, FL 33144	N/A	PUBLIC 509(C)(3)	GENERAL & UNRESTRICTED	
UPPER SAUCON AMBULANCE CO 5560 CAMP MEETING RD CENTER VALLEY, PA 18034	N/A	501(C)(3)	GENERAL & UNRESTRICTED	55.
RONALD MCDONALD HOUSE CHARITIES, INC. 26345 NETWORK PLACE CHICAGO, IL 60673	N/A	PUBLIC 509(C)(3)	GENERAL & UNRESTRICTED	250.
PA FRATERNAL ORDER OF POLICE 2949 NORTH FRONT STREET HARRISBURG, PA 17110	N/A	501(C)(3)	GENERAL & UNRESTRICTED	20.
HUMAN LIFE INTERNATIONAL 4 FAMILY LIFE LANE FRONT ROYAL, VA 22630	N/A	501(C)(3)	GENERAL & UNRESTRICTED	100.
WOUNDED WARRIOR PROJECT, INC. 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE, FL 32256	N/A	501(C)(3)	GENERAL & UNRESTRICTED	100.
Total from continuation sheets				

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3 · Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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
AMERIGAS PARTNERS LP	17.	17.	
EMBASSY BANK	3.	3.	
NUSTAR ENERGY, LP	4.	4.	
TOTAL TO PART I, LINE 3	24.	24.	

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
CHARLES SCWHAB & CO., INC.	22,014.	3,897.	18,117.	18,117.	
CHARLES SCWHAB & CO., INC.	7,308.	0.	7,308.	7,308.	
TO PART I, LINE 4	29,322.	3,897.	25,425.	25,425.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMERIGAS PARTNERS LP	-280.	-280.	
NUSTAR ENERGY, LP	-105.	-105.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-385.	-385.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	800.	320.		480.
TO FORM 990-PF, PG 1, LN 16B	800.	320.		480.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	120.	120.		0.
TO FORM 990-PF, PG 1, LN 18	120.	120.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	4,678.	4,678.		0.
TO FORM 990-PF, PG 1, LN 23	4,678.	4,678.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
520 SHS AT&T INC NEW	15,000.	18,283.	
570 SHS PPL CORPORATION	15,050.	17,151.	
550 UGI CORPORAITON NEW	15,242.	22,803.	
2,000 SHS LOCKHEED MARTIN CORP (LMT)	217,710.	297,320.	
620.413 SHS DOUBLELINE CORE FIXED	0.	0.	
325.443 SHS BLACKROCK GLBL LONG SHORT CREDIT A	3,499.	3,512.	
320.134 SHS 2012 - 329.823 SHS 2013 DREYFUS			
STANDISH GLOBAL	6,982.	6,972.	

FAITH IN FAMILIES FOUNDATION

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1,139.199 SHS JANUS SHORT TERM BD T	3,509.	3,497.
2,626.225 SHS ADVISORY RESEARCH MLP & ENERGY INCM I	31,575.	33,012.
121.440 SHS BERWYN INCOME FUND	1,529.	1,701.
4,088.659 SHS 2012 - 4,254.31 SHS 2013 DELAWARE FOUNDATION CONSERV ALLOC I	42,417.	45,436.
1,401.023 SHS 2012 - 1,087.443 SHS 2013 FIDEILTY ADV BIOTECH FD CL I	13,638.	21,390.
883.906 SHS 2012 - 929.823 SHS 2013 JPMORGAN MID CAP VALUE INST	26,399.	32,655.
3,348.672 SHS MAINSTAY MARKETFIELD FD CL I	57,046.	62,017.
1,060.847 SHS MFS INTL VALUE CL I	30,787.	37,321.
409.021 SHS 2012 - 455.044 SHS 2013 T ROWE PRICE HEALTH SCIENCES FUND	21,189.	26,302.
2,907.491 SHS VIRTUS EMRG MKTS OPPTY FD CL I	30,308.	27,767.
291 SHS AT&T INC NEW	9,000.	10,232.
115 SHS ABB LTD ADR	2,584.	3,054.
157 SHS 2012 - 79 SHS 2013 ABBOTT LABORATORIES	2,172.	3,028.
79 SHS ABBVIE INC	2,356.	4,172.
224 SHS ANALOG DEVICES INC	8,999.	11,408.
797 SHS APPLIED MATERIALS INC	8,998.	14,091.
270 SHS CAMPBELL SOUP COMPANY	8,994.	11,686.
130 SHS CLOROX COMPANY	0.	0.
115 SHS CONOCOPHILLIPS	6,900.	8,125.
81 SHS 2012 - 158 SHS 2013 GENERAL ELECTRIC COMPANY	3,541.	4,429.
240 SHS GREENHILL & CO INC	9,086.	13,906.
169 SHS HEINZ H J CO	0.	0.
242 SHS KINDER MORGAN INC	8,989.	8,712.
224 SHS LILLY ELI & COMPANY	8,991.	11,424.
266 SHS LINEAR TECHNOLOGY CORP DELWARE	8,997.	12,116.
255 SHS MAXIM INTEGRATED PRODS	7,582.	7,115.
148 SHS NORTHROP GRUMMAN CORP	9,015.	16,962.
153 SHS 2012 - 77 SHS 2013 NOVARIS A G SPON ADR F	4,726.	6,189.
99 SHS PHILIP MORRIS INTL INC	8,870.	8,626.
57 SHS PHILLIPS 66	2,033.	4,396.
139 SHS PROCTER & GAMBLE	11,084.	11,316.
287 SHS SPECTRA ENERGY CORP	8,997.	10,223.
127 SHS UNITED PARCEL SERVICE B	9,270.	13,345.
45 SHS 2012 - 268 SHS 2013 WELLS FARGO & CO NEW	10,050.	12,167.
200 SHS AMERIGAS PARTNERS LP	0.	0.
145 SHS NUSTAR ENERGY LP	0.	0.
2,289 SHS SCH US AGG BND ETF	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	693,114.	863,861.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
50,000 SHS WELLS FARGO BK N A CD IDX ZERO 0.0% 01/22/2016 (949748WT0)	50,006.	52,053.
20,000 SHS WELLS FARGO BK N A CD IDX ZERO 0.0% 01/29/2014 (949748XC6)	20,006.	20,498.
30,000 SHS WELLS FARGO BK N A CD IDX ZERO 0.0% 01/29/2016 (949748XB8)	30,006.	30,327.
TOTAL TO FORM 990-PF, PART II, LINE 10C	100,018.	102,878.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
113 SHS ETFS PHYS PLATINUM ETF SHARES	COST	18,166.	15,130.
1,603 SHS SCH FND INTL LG ETF	COST	43,463.	44,804.
480 SHS SCH US DIV EQUITY ETF	COST	15,009.	17,597.
1,180 SHS SPDR S&P REGIONAL BKING	COST	40,009.	47,920.
270 SHS SCH US DIV EQUITY ETF	COST	9,562.	9,898.
TOTAL TO FORM 990-PF, PART II, LINE 13		126,209.	135,349.