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Form 990-PF

Return of Private Foundation

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

OMB No. 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue ServiceDo not enter Social Security numbers on this form as it may be made public.
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 FAIGEN FAMILY FOUNDATION, INC.		A Employer identification number 31-1509512
Number and street (or P.O. box number if mail is not delivered to street address) 231 BRADLEY PLACE, SUITE 200	Room/suite	B Telephone number 561-833-0377
City or town, state or province, country, and ZIP or foreign postal code PALM BEACH, FL 33480		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) \$ 13,748,666. (Part I, column (d) must be on cash basis)	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH	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)
Revenue	1 Contributions, gifts, grants, etc., received	85,788.		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	257,932.	214,544.		STATEMENT 2
	4 Dividends and interest from securities	198,867.	198,867.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	461,760.			STATEMENT 1
	b Gross sales price for all assets on line 6a	1,651,300.			
	7 Capital gain net income (from Part IV, line 2)		664,800.		
	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	1,004,347.	1,078,211.			
Operating and Administrative Expenses	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	1,320.	264.		1,056.
	c Other professional fees STMT 5	74,511.	71,628.		0.
	17 Interest				
	18 Taxes STMT 6	10,590.			0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	108.	47.		61.
	24 Total operating and administrative expenses. Add lines 13 through 23	86,529.	72,472.		1,117.
	25 Contributions, gifts, grants paid	1,132,179.			1,132,179.
26 Total expenses and disbursements. Add lines 24 and 25	1,218,708.	72,472.		1,133,296.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-214,361.				
b Net investment income (if negative, enter -0-)		1,005,739.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

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14420422 130531 FAIGENFDT

2013.03040 FAIGEN FAMILY FOUNDATION, I FAIGENF1

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	184,071.	128,500.	128,500.
	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	1,690.	1,444.	1,444.
	10a Investments - U.S. and state government obligations STMT 8	4,433,642.	4,927,903.	4,965,316.
	b Investments - corporate stock STMT 9	5,452,425.	4,917,674.	7,995,387.
	c Investments - corporate bonds STMT 10	393,575.	258,938.	285,104.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	269,677.	293,010.	372,915.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	3,373.	0.	0.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	10,738,453.	10,527,469.	13,748,666.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ EXCISE TAX PAYABLE)	0.	3,377.	
	23 Total liabilities (add lines 17 through 22)	0.	3,377.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	10,738,453.	10,524,092.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	10,738,453.	10,524,092.	
	31 Total liabilities and net assets/fund balances	10,738,453.	10,527,469.	

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	10,738,453.
2 Enter amount from Part I, line 27a	2	-214,361.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,524,092.
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	10,524,092.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT 14A	P	VARIOUS	VARIOUS
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,651,300.		986,500.	664,800.
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			664,800.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	664,800.
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	1,363,250.	13,217,391.	.103141
2011	307,173.	11,889,132.	.025836
2010	576,746.	10,300,679.	.055991
2009	543,609.	8,782,781.	.061895
2008	421,105.	10,018,574.	.042032

2 Total of line 1, column (d)	2	.288895
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	.057779
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	13,527,796.
5 Multiply line 4 by line 3	5	781,623.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,057.
7 Add lines 5 and 6	7	791,680.
8 Enter qualifying distributions from Part XII, line 4	8	1,133,296.

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)		1	10,057.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	10,057.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	10,057.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,680.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	6,680.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,377.	
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 checked="" 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
1b 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
1c 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) <u>FL</u>		
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 ► NONE	13	X	
14	The books are in care of ► BRENDA MCGOWAN Telephone no. ► 561-833-0377 Located at ► 231 BRADLEY PLACE, SUITE 200, PALM BEACH, FL ZIP+4 ► 33480			
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	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
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

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

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

6b

X

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

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		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	13,449,805.
b	Average of monthly cash balances	1b	283,998.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	13,733,803.
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	13,733,803.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	206,007.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,527,796.
6	Minimum investment return. Enter 5% of line 5	6	676,390.

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	676,390.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	10,057.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,057.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	666,333.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	666,333.
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	666,333.

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	1,133,296.
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	1,133,296.
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	10,057.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,123,239.

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				666,333.
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				
c From 2010	65,215.			
d From 2011				
e From 2012	715,714.			
f Total of lines 3a through e	780,929.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	1,133,296.			
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				666,333.
e Remaining amount distributed out of corpus	466,963.			
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	1,247,892.			
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	1,247,892.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010	65,215.			
c Excess from 2011				
d Excess from 2012	715,714.			
e Excess from 2013	466,963.			

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)

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				
CHILDHHELP INC 4350 E. CAMELBACK RD,BLDG F250 PHOENIX, AZ 85018		IRC SEC 501(C)(3)	CHARITABLE	421,179.
SEE FOREVER FOUNDATION 1436 U STREET, N.W., STE 203 WASHINGTON, DC 20009		IRC SEC 501(C)(3)	CHARITABLE	531,000.
ST. MARY'S CATHOLIC CHURCH 1200 EAST MAIN STREET PAHOKEE, FL 33476		IRC SEC 501(C)(3)	CHARITABLE	180,000.
Total			3a	1,132,179.
b Approved for future payment				
NONE				
Total			3b	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.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	Signature of officer or trustee <i>Brenda McGowan</i>		Date <i>4/29/14</i>		Title <i>Secretary</i>		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Check <input type="checkbox"/> if self-employed		
	DARLINE RICHTER		<i>[Signature]</i> <i>4/24/14</i>		PTIN P00066802		
	Firm's name ▶ TRAVANI & RICHTER, P.A.					Firm's EIN ▶ 65-1159412	
	Firm's address ▶ 1935 COMMERCE LANE, STE 9 JUPITER, FL 33458					Phone no. 561-743-5335	

Form **990-PF** (2013)

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

FAIGEN FAMILY FOUNDATION, INC.

Employer identification number

31-1509512

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

Employer identification number

31-1509512

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>MARKETABLE SECURITIES-SEE STATEMENT 17</u> _____ _____ _____	\$ <u>85,788.</u>	<u>12/30/13</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization	Employer identification number
FAIGEN FAMILY FOUNDATION, INC.	31-1509512

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SEE STATEMENT 14B				
1,651,300.	1,189,540.	0.	0.	461,760.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				461,760.

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
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SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHEVY CHASE TRUST CO.	257,821.	214,433.	
WELLS FARGO	111.	111.	
TOTAL TO PART I, LINE 3	257,932.	214,544.	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHEVY CHASE TRUST CO.	198,867.	0.	198,867.	198,867.	
TO PART I, LINE 4	198,867.	0.	198,867.	198,867.	

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	1,320.	264.		1,056.	
TO FORM 990-PF, PG 1, LN 16B	1,320.	264.		1,056.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEE	68,825.	66,162.		0.	
CUSTODIAL FEE	5,686.	5,466.		0.	
TO FORM 990-PF, PG 1, LN 16C	74,511.	71,628.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAXES	10,057.	0.		0.	
FOREIGN TAXES	533.	533.		0.	
TO FORM 990-PF, PG 1, LN 18	10,590.	533.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT EXPENSE	47.	47.		0.	
ANNUAL FILING FEE	61.	0.		61.	
TO FORM 990-PF, PG 1, LN 23	108.	47.		61.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL OBLIGATIONS-SEE STMT 15		X	4,927,903.	4,965,316.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			4,927,903.	4,965,316.
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,927,903.	4,965,316.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS-SEE STMT 16	4,917,674.	7,995,387.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,917,674.	7,995,387.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS-SEE STMT 15	258,938.	285,104.
TOTAL TO FORM 990-PF, PART II, LINE 10C	258,938.	285,104.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD FTSE ALL-WORLD EX-US	COST	167,854.	177,555.
MIDCAP SPDR TRUST SERIES 1	COST	125,156.	195,360.
TOTAL TO FORM 990-PF, PART II, LINE 13		293,010.	372,915.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EXCISE TAX RECEIVABLE	3,373.	0.	0.
TO FORM 990-PF, PART II, LINE 15	3,373.	0.	0.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 13
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GRETA FAIGEN 525 SOUTH FLAGLER DRIVE WEST PALM BEACH, FL 33401	PRESIDENT 160.00/yr	0.	0.	0.
DR. ANDREW FAIGEN 1013 COUNTRY CLUB DRIVE NORTH PALM BEACH, FL 33408	TREASURER 25.00/yr	0.	0.	0.
DR. AMANDA FAIGEN 1013 COUNTRY CLUB DRIVE NORTH PALM BEACH, FL 33408	DIRECTOR 25.00/yr	0.	0.	0.
WARREN MILLER 5225 STRATHMORE AVENUE KENNSINGTON, MD 20895	DIRECTOR 25.00/yr	0.	0.	0.
LISA SEIGEL 2120 WYOMING AVENUE WASHINGTON, DC 20008	VICE PRESIDENT 100.00/yr	0.	0.	0.
BRENDA MCGOWAN 231 BRADLEY PLACE, STE 200 PALM BEACH, FL 33480	SECRETARY 125.00/yr	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FAIGEN FAMILY FOUNDATION, INC
2013 TAX BASIS CAPITAL GAINS (LOSSES)

Updated: 12/31/13

SHARES	SECURITY	GROSS SALE PRICE	ACQUISITION COST	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)	DATE ACQUIRED	DATE SOLD
200	3M Company	20,146.55	11,305.00		8,841.55	07/18/01	02/04/13
300	3M Company	32,996.42	16,957.50		16,038.92	07/18/01	06/07/13
300	3M Company	36,029.28	16,621.50		19,407.78	7/18/01 & 7/30/01	09/27/13
200	3M Company	25,497.56	10,969.00		14,528.56	07/30/01	11/07/13
500	Amgen Inc	57,044.00	27,177.35		29,866.65	8/15/01 & 6/12/02	10/01/13
400	Amgen Inc	46,335.19	15,259.60		31,075.59	06/12/02	10/17/13
150,000	California State Pub Bond	192,515.26	161,281.50		31,233.76	08/17/10	11/01/13
200	Exxon Mobil Corp	18,004.59	2,666.64		15,337.95	2/19/93 & 11/11/93	02/05/13
3,400	Gannett Inc	90,346.28	46,478.00		43,868.28	07/26/11	10/16/13
2,000	General Electric Corp	53,719.06	52,230.00		1,489.06	09/24/02	11/07/13
200,000	Hillsborough Cnty, FL Bond	215,282.00	204,265.57		11,016.43	07/20/11	08/02/13
300	Home Depot Inc	20,344.04	7,994.50		12,349.54	08/31/98	02/15/13
500	Home Depot Inc	39,269.31	13,324.17		25,945.14	08/31/98	06/07/13
500	Home Depot Inc	39,994.30	13,324.17		26,670.13	08/31/98	11/15/13
100	IBM Corporation	20,413.04	2,640.56		17,772.48	07/29/96	02/04/13
2,000	Intel Corporation	48,219.16	35,586.40		12,632.76	07/03/02	11/07/13
400	Johnson & Johnson	34,577.40	22,324.00		12,253.40	06/05/09	06/26/13
500	Marriott International Inc	22,884.60	17,832.50		5,052.10	07/26/12	11/07/13
300	Medtronic Inc	15,785.72	9,906.00		5,879.72	06/17/09	06/13/13
500	Medtronic Inc	27,194.52	16,510.00		10,684.52	06/17/09	10/11/13
600	Microsoft Corp	21,302.62	17,056.47		4,246.15	04/17/02	06/07/13
500	Microsoft Corp	18,834.67	14,213.73		4,620.94	04/17/02	11/07/13
5,000	New Hampshire Rev Bond	5,000.00	5,000.00	0.00		03/14/13	06/03/13
15,000	New Hampshire Rev Bond	15,000.00	15,000.00	0.00		03/14/13	12/01/13
300	Nike Inc	19,710.32	3,124.88		16,585.44	02/04/98	08/02/13
300	Nike Inc	22,076.61	3,124.87		18,951.74	02/04/98	09/27/13
400	Nike Inc	30,459.47	4,166.50		26,292.97	02/04/98	11/07/13
400	Norfolk Southern Corp	34,455.40	16,275.92		18,179.48	06/05/09	11/07/13
140,000	Pitney Bowes Inc Note	148,972.60	138,061.67		10,910.93	02/14/08	03/08/13
400	Raytheon Company	31,359.45	10,488.00		20,871.45	07/18/01	10/23/13
400	Raytheon Company	34,007.41	10,488.00		23,519.41	07/18/01	11/07/13
400	Schlumberger Ltd	35,995.37	4,578.86		31,416.51	12/13/94	10/11/13
1,000	SunTrust Banks Inc	35,839.37	2,036.55		33,802.82	03/21/86	11/11/13
1,000	SunTrust Banks Inc	36,029.37	2,036.55		33,992.82	03/21/86	11/15/13
200	United Technologies Corp	18,052.59	7,241.00		10,811.59	07/30/01	02/08/13

FAIGEN FAMILY FOUNDATION, INC
2013 TAX BASIS CAPITAL GAINS (LOSSES)
Updated: 12/31/13

SHARES	SECURITY	GROSS SALE PRICE	ACQUISITION COST	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)	DATE ACQUIRED	DATE SOLD
300	United Technologies Corp	32,465.43	10,861.50		21,603.93	07/30/01	11/07/13
500	United Technologies Corp	55,129.03	18,084.00		37,045.03	07/30/01	11/22/13
0.381	Zoetis Inc	11.57	7.41		4.16	02/02/10	07/08/13
	TOTALS:	1,651,299.56	986,499.87	0.00	664,799.69		

TOTAL SHORT TERM GAINS (LOSSES)	0.00
TOTAL LONG TERM GAINS (LOSSES)	664,799.69
TOTAL GAINS (LOSSES)	664,799.69

FAIGEN FAMILY FOUNDATION, INC
2013 BOOK BASIS CAPITAL GAINS (LOSSES)

Updated: 12/31/13

SHARES	SECURITY	GROSS SALE PRICE	BOOK VALUE	GAIN (LOSS)	DATE ACQUIRED	DATE SOLD
200	3M Company	20,146.55	14,184.50	5,962.05	09/24/03	02/04/13
300	3M Company	32,996.42	21,276.75	11,719.67	09/24/03	06/07/13
300	3M Company	36,029.28	21,276.75	14,752.53	09/24/03	09/27/13
200	3M Company	25,497.56	14,184.50	11,313.06	09/24/03	11/07/13
500	Amgen Inc	57,044.00	33,565.00	23,479.00	09/24/03	10/01/13
400	Amgen Inc	46,335.19	26,852.00	19,483.19	09/24/03	10/17/13
150,000	California State Pub Bond	192,515.26	161,281.50	31,233.76	08/17/10	11/01/13
200	Exxon Mobil Corp	18,004.59	8,793.00	9,211.59	05/24/01	02/05/13
3,400	Gannett Inc	90,346.28	46,478.00	43,868.28	07/26/11	10/16/13
2,000	General Electric Corp	53,719.06	61,290.00	(7,570.94)	09/26/03	11/07/13
200,000	Hillsborough Cnty, FL Bond	215,282.00	204,265.57	11,016.43	07/20/11	08/02/13
300	Home Depot Inc	20,344.04	16,035.00	4,309.04	05/24/01	02/15/13
500	Home Depot Inc	39,269.31	26,725.00	12,544.31	05/24/01	06/07/13
500	Home Depot Inc	39,994.30	26,725.00	13,269.30	05/24/01	11/15/13
100	IBM Corporation	20,413.04	11,960.00	8,453.04	05/24/01	02/04/13
2,000	Intel Corporation	48,219.16	56,736.00	(8,516.84)	09/24/03	11/07/13
400	Johnson & Johnson	34,577.40	22,324.00	12,253.40	06/05/09	06/26/13
500	Marriott International Inc	22,884.60	17,832.50	5,052.10	07/26/12	11/07/13
300	Medtronic Inc	15,785.72	9,906.00	5,879.72	06/17/09	06/13/13
500	Medtronic Inc	27,194.52	16,510.00	10,684.52	06/17/09	10/11/13
600	Microsoft Corp	21,302.62	17,435.70	3,866.92	09/24/03	06/07/13
500	Microsoft Corp	18,834.67	14,529.75	4,304.92	09/24/03	11/07/13
5,000	New Hampshire Rev Bond	5,000.00	5,000.00	0.00	03/14/13	06/03/13
15,000	New Hampshire Rev Bond	15,000.00	15,000.00	0.00	03/14/13	12/01/13
300	Nike Inc	19,710.32	3,124.88	16,585.44	02/04/98	08/02/13
300	Nike Inc	22,076.61	3,124.87	18,951.74	02/04/98	09/27/13
400	Nike Inc	30,459.47	4,166.50	26,292.97	02/04/98	11/07/13
400	Norfolk Southern Corp	34,455.40	16,275.92	18,179.48	06/05/09	11/07/13
140,000	Pitney Bowes Inc Note	148,972.60	138,061.67	10,910.93	02/14/08	03/08/13
400	Raytheon Company	31,359.45	11,630.00	19,729.45	09/24/03	10/23/13
400	Raytheon Company	34,007.41	11,630.00	22,377.41	09/24/03	11/07/13

FAIGEN FAMILY FOUNDATION, INC
2013 BOOK BASIS CAPITAL GAINS (LOSSES)

Updated: 12/31/13

SHARES	SECURITY	GROSS SALE PRICE	BOOK VALUE	GAIN (LOSS)	DATE ACQUIRED	DATE SOLD
400	Schlumberger Ltd	35,995.37	12,770.00	23,225.37	05/24/01	10/11/13
1,000	SunTrust Banks Inc	35,839.37	39,583.40	(3,744.03)	05/20/97	11/11/13
1,000	SunTrust Banks Inc	36,029.37	39,583.39	(3,554.02)	05/20/97	11/15/13
200	United Technologies Corp	18,052.59	7,883.00	10,169.59	09/23/03	02/08/13
300	United Technologies Corp	32,465.43	11,824.50	20,640.93	09/23/03	11/07/13
500	United Technologies Corp	55,129.03	19,707.50	35,421.53	09/23/03	11/22/13
0.381	Zoetis Inc	11.57	7.41	4.16	02/02/10	07/08/13
TOTALS:		1,651,299.56	1,189,539.56	461,760.00		

FAIGEN FAMILY FOUNDATION, INC
CURRENT VALUE OF BONDS
AT HERITAGE INVESTORS MGT
Updated: December 31, 2013

Corporate Bonds:

Shares	Description	Cost	Book Value	Market Value
\$100,000	Cons Edison Co (6.65%)	101,353.00	101,353.00	119,806.00
\$150,000	Pitney Bowes Inc (5.75%)	157,585.50	157,585.50	165,298.50
Total Corporate Bond:		258,938.50	258,938.50	285,104.50

Municipal Bonds:

Shares	Description	Cost	Book Value	Market Value
\$100,000	Anderson Cnty, SC Sch (5.375%)	102,071.00	102,071.00	106,041.00
\$100,000	Anne Arundel Cnty, MD (5.3%)	101,939.00	101,939.00	105,985.00
\$200,000	Brunswick Cnty, NC Wtr (5.35%)	200,000.00	200,000.00	198,428.00
\$100,000	Colony, TX Local Dev Corp (3.866%)	92,738.00	92,738.00	90,795.00
\$115,000	Contra Costa, CA Gen Oblig (5.882%)	123,550.25	123,550.25	123,691.70
\$100,000	East Baton Rouge, LA Swr (5.25%)	99,265.00	99,265.00	106,204.00
\$100,000	Florida State Brd Gov (4.9%)	101,456.00	101,456.00	104,505.00
\$200,000	Florida State Dept Environ (5.4%)	201,130.00	201,130.00	211,476.00
\$100,000	Florida State Govt Util (5.72%)	99,376.01	99,376.01	105,302.00
\$100,000	Glendale, CA Sch Dist (4.7%)	101,000.00	101,000.00	95,522.00
\$175,000	Harford Cnty, MD Gen Oblig (5%)	175,000.00	175,000.00	182,185.50
\$150,000	Haverford, PA Sch Dist (5.414%)	166,449.00	166,449.00	152,692.50
\$100,000	Jefferson County, KY Sch (5.125%)	107,260.00	107,260.00	100,249.00
\$50,000	Kansas City, MO Gen Oblig (4.75%)	51,189.00	51,189.00	48,867.50
\$125,000	Lanse Creuse, MI Sch Dist (5.482%)	126,607.50	126,607.50	125,467.50
\$200,000	Longmont, CO Wtr (4.70%)	192,594.00	192,594.00	201,266.00
\$100,000	Mc Kinney, TX Econ Dev (5.5%)	99,550.00	99,550.00	101,130.00
\$250,000	Maryland State Cmnty (4.85%)	246,035.00	246,035.00	252,160.00
\$200,000	Massachusetts Educ (4.375%)	199,166.00	199,166.00	193,458.00
\$100,000	Massachusetts Educ (5%)	100,000.00	100,000.00	98,841.00
\$200,000	Metro Wash DC Arpt (5%)	206,656.32	206,656.32	208,730.00
\$100,000	Metro Wash DC Arpt (5.59%)	102,713.00	102,713.00	104,239.00
\$80,000	Montgomery Cnty, MD Rev (4.42%)	79,300.00	79,300.00	77,738.40
\$180,000	New Hampshire State HFA (4.05%)	180,000.00	180,000.00	175,644.00
\$150,000	New Jersey State Educ (4%)	149,625.00	149,625.00	145,929.00
\$100,000	New York, NY Gen Oblig (5.199%)	97,599.00	97,599.00	110,123.00
\$100,000	New York State Dorm (5%)	100,000.00	100,000.00	107,438.00
\$200,000	Ohio State Bldg Auth (5.20%)	201,544.00	201,544.00	200,320.00
\$65,000	Palm Beach Cnty, FL Sch (5.4%)	62,367.50	62,367.50	66,974.05
\$150,000	Phoenix, AZ Gen Oblig (6.5%)	162,000.00	162,000.00	156,910.50
\$100,000	Rhode Island State Fac (6.03%)	115,886.00	115,886.00	100,656.00
\$100,000	San Bernardino, CA Sch (4.08%)	95,000.00	95,000.00	93,494.00
\$80,000	San Francisco, CA Water (5.30%)	82,520.80	82,520.80	84,911.20
\$230,000	Van Buren, MI Sch (5.88%)	240,759.40	240,759.40	246,010.30
\$150,000	Virginia State Hsg (4.6%)	150,000.00	150,000.00	160,603.50
\$200,000	Will Grundy Cnty, IL GO (6.3%)	215,556.00	215,556.00	221,328.00
Total Municipal Bonds:		4,927,902.78	4,927,902.78	4,965,315.65

FAIGEN FAMILY FOUNDATION, INC
CURRENT VALUE OF STOCKS & BONDS
AT HERITAGE INVESTORS MGT
Updated: December 31, 2013

Stocks:

Shares	Description	Cost	Book Value	Market Value
1,000	3M Company	54,740.00	70,922.50	140,250.00
1,400	Air Prod & Chems Inc	27,940.50	63,070.00	156,492.00
1,500	Altria Group Inc	27,449.74	34,548.00	57,585.00
2,000	American Express Co	67,065.49	67,065.49	181,460.00
1,600	Amgen Inc	57,108.55	106,199.00	182,528.00
800	Apple Inc	69,509.78	183,496.00	448,816.00
2,000	Caterpillar Inc	123,973.56	123,973.56	181,620.00
1,600	Chevron Corporation	95,783.88	113,205.60	199,856.00
5,000	Cisco Systems Inc	80,609.70	106,349.70	112,150.00
3,000	Coca-Cola Co	47,605.43	123,948.00	123,930.00
2,000	ConocoPhillips	20,668.81	51,236.83	141,300.00
295	Constellation Brands Inc	4,215.05	20,629.35	20,762.10
8,500	EMC Corp Mass	79,576.60	133,375.00	213,775.00
2,500	Exxon Mobil Corp	30,874.40	109,912.51	253,000.00
1,600	Fluor Corporation	29,509.00	29,509.00	128,464.00
11,000	General Electric Corp	114,021.12	330,515.25	308,330.00
3,200	Home Depot Inc	85,274.66	139,900.00	263,488.00
4,500	Honda Motor Ltd	161,202.45	161,202.45	186,075.00
1,800	Honeywell Intl Inc	42,920.00	80,064.00	164,466.00
1,400	IBM Corporation	36,967.77	167,440.00	262,598.00
18,000	Intel Corporation	109,668.58	384,241.50	467,190.00
2,600	Johnson & Johnson	139,704.25	146,894.00	238,134.00
2,500	Marriott Intl Inc	66,731.11	79,316.42	123,377.50
1,500	Martin Marietta Matls Inc	32,902.50	73,920.00	149,910.00
50	MasterCard Inc	8,439.50	41,686.75	41,773.00
2,300	McDonald's Corporation	49,058.30	107,132.00	223,169.00
2,500	Medtronic Inc	82,550.00	82,550.00	143,475.00
3,000	Merck & Company Inc	55,478.48	177,637.97	150,150.00
4,500	Microsoft Corp	127,923.52	130,767.75	168,345.00
5,000	Morgan Stanley	119,185.28	283,732.31	156,800.00
1,800	Nike Inc Class B	18,749.25	18,749.25	141,552.00
1,600	Norfolk Southern Corp	65,103.68	65,103.68	148,528.00
2,300	Pepsico Inc	84,916.56	117,140.00	190,762.00
2,655	Pfizer Inc	40,697.89	62,223.50	81,322.65
1,200	Philip Morris International	50,908.70	70,620.00	104,556.00
3,000	Phillips 66	78,397.43	88,036.05	231,390.00
2,500	Procter & Gamble Co	31,446.95	112,704.31	203,525.00
1,200	Raytheon Company	31,464.00	34,890.00	108,840.00
2,400	Schlumberger Ltd	27,473.15	76,620.00	216,264.00
2,000	T Rowe Price Group Inc	33,332.50	43,280.00	167,540.00
1,700	United Technologies Corp	50,038.65	100,630.50	193,460.00
3,500	Verizon Communications	117,780.43	117,780.43	171,990.00
3,500	Walmart Stores Inc	63,482.50	187,182.50	275,415.00
1,810	Walt Disney Co	25,321.32	72,763.26	138,284.00
1,000	Zoetis Inc	20,029.29	25,509.98	32,690.00
Total Stocks:		2,787,800.31	4,917,674.40	7,995,387.25

Andrew M. Falgen Living Trust dated 2/10/11 and Amanda M. Falgen Living Trust dated 2/10/11
Tenants In Common

Distribution to #754 Falgen Family Foundation

SHARES	CUSIP	TICKER	DESCRIPTION	ACQUL DATE	UNIT PRICE	TOTAL COST	12/30/13	
							AVERAGE PRICE	MARKET VALUE
310	254687108	DIS	DISNEY WALT CO	1/27/2003	16.559	5,133.42	75.715	23,471.65
50	57836Q104	MA	MASTERCARD INC CL A	5/19/2009	168.790	8,439.50	833.735	41,686.75
125	21036P108	STZ	CONSTELLATION BRANDS INC CL A	9/29/2009	15.510	1,938.75	69.930	8,741.25
20	21036P108	STZ	CONSTELLATION BRANDS INC CL A	1/24/2009	13.390	267.80	69.930	1,398.60
150	21036P108	STZ	CONSTELLATION BRANDS INC CL A	1/24/2009	13.390	2,008.50	69.930	10,489.50
						TOTAL:		85,787.75