

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information												
1a Name of plan <u>PPFA RETIREMENT PLAN</u> 2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.</u> <u>434 WEST 33RD STREET</u> <u>NEW YORK, NY 10001</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1982</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>13-1644147</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>212-541-7800</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>621410</u></td> </tr> <tr> <td colspan="2" style="background-color: #cccccc; height: 40px;"></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>01/01/1982</u>		2b Employer Identification Number (EIN) <u>13-1644147</u>		2c Sponsor's telephone number <u>212-541-7800</u>		2d Business code (see instructions) <u>621410</u>			
1b Three-digit plan number (PN) ▶	<u>003</u>												
1c Effective date of plan <u>01/01/1982</u>													
2b Employer Identification Number (EIN) <u>13-1644147</u>													
2c Sponsor's telephone number <u>212-541-7800</u>													
2d Business code (see instructions) <u>621410</u>													

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	GEORGENE RICHARDS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	GEORGENE RICHARDS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address DIRECTOR OF COMPENSATION & BENEFITS 434 WEST 33RD STREET 12TH FLOOR NEW YORK, NY 10001		3b Administrator's EIN 13-1644147
		3c Administrator's telephone number 212-541-7800
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5	740
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants	6a	429
b Retired or separated participants receiving benefits	6b	5
c Other retired or separated participants entitled to future benefits	6c	328
d Subtotal. Add lines 6a , 6b , and 6c	6d	762
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	2
f Total. Add lines 6d and 6e	6f	764
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	738
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	13
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan PPFA RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.	D Employer Identification Number (EIN) 13-1644147

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	4781	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ALZGI NFJ SMCPVL ADM - BOSTON FINA 330 W. 9TH STREET KANSAS CITY, MO 66160	0.35%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
DOMINI SOCIAL EQ INV - BNY MELLON 101 SABIN STREET PAWTUCKET, RI 02860	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
LD ABT MID CAP STK A - DST SYSTEMS	0.40%	
(d) Enter name and EIN (address) of source of indirect compensation		
43-1581814		

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MSIF SM CO GRTH A - BOSTON FINANCI	330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINA	P.O. BOX 8480 BOSTON, MA 02266	0.28%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VIRTUS REAL ESTATE A - VIRTUS FUND	06-0847856	0.50%

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

► **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning	01/01/2013	and ending	12/31/2013
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A Name of plan
PPFA RETIREMENT PLAN

B Three-digit plan number (PN)	003
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500
PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.

D Employer Identification Number (EIN)
13-1644147

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: **FID MGD INC PORT**

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN 04-3022712-024	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5437812
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan PPFA RETIREMENT PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.	D Employer Identification Number (EIN) 13-1644147	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a	0	0
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	0	0
	(2) Participant contributions	1b(2)	0	0
	(3) Other	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
	(2) U.S. Government securities	1c(2)	0	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	0
	(B) All other	1c(3)(B)	0	0
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	0	0
	(B) Common	1c(4)(B)	0	0
	(5) Partnership/joint venture interests	1c(5)	0	0
	(6) Real estate (other than employer real property)	1c(6)	0	0
	(7) Loans (other than to participants)	1c(7)	0	0
	(8) Participant loans	1c(8)	111193	109870
	(9) Value of interest in common/collective trusts	1c(9)	5918433	5437812
	(10) Value of interest in pooled separate accounts	1c(10)	0	0
	(11) Value of interest in master trust investment accounts	1c(11)	0	0
	(12) Value of interest in 103-12 investment entities	1c(12)	0	0
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	25062730	32709057
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	31092356	38256739

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	31092356	38256739
---	-----------	----------	----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1496394	
(B) Participants	2a(1)(B)	2428394	
(C) Others (including rollovers)	2a(1)(C)	397998	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4322786
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	6312	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		6312
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1453115	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1453115
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		-34782
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		4590133
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		10337564

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	3220784	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		3220784
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other.....	2i(4)	4791	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		4791
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3225575

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		7111989
l Transfers of assets:			
(1) To this plan.....	2l(1)		52394
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **KPMG, LLP**

(2) EIN: **13-5565207**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>PPFA RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>13-1644147</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
Federation of America, Inc.)

Financial Statements and Supplemental Schedule

December 31, 2013 and 2012

(With Independent Auditors' Report Thereon)

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
Federation of America, Inc.)

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2013	14
* Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	



KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

The Board of Directors
Planned Parenthood Federation of America, Inc.:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of PPFA Retirement Plan (sponsored by Planned Parenthood Federation of America, Inc.) (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years ended December 31, 2013 and 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.



Other Matter

The supplemental schedule H, line 4i, schedule of assets (held at end of year) as of December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KPMG LLP

October 14, 2014

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
Federation of America, Inc.)

Statements of Net Assets Available for Plan Benefits
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Assets:		
Investments at fair value as certified by the trustee (note 3)	\$ 38,146,869	30,981,163
Participant loans receivable as certified by the trustee (note 3)	<u>109,870</u>	<u>111,193</u>
Net assets available for plan benefits before adjustment	38,256,739	31,092,356
Adjustment from fair value to contract value for fully benefit-responsive investment contracts as certified by the trustee (note 3)	<u>(81,964)</u>	<u>(169,370)</u>
Net assets available for plan benefits	<u>\$ 38,174,775</u>	<u>30,922,986</u>

See accompanying notes to financial statements.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
Federation of America, Inc.)

Statements of Changes in Net Assets Available for Plan Benefits
Years ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Additions to net assets attributed to:		
Investment income as certified by the trustee (note 3)	\$ 6,095,872	3,002,853
Interest from loans to participants as certified by the trustee (note 3)	6,312	5,259
Employee contributions	2,428,394	1,970,116
Employee rollover contributions	397,998	2,400,684
Employer contributions	1,496,394	1,027,891
Total additions	<u>10,424,970</u>	<u>8,406,803</u>
Deductions from net assets attributed to:		
Distributions to participants	3,220,784	1,750,776
Administrative expenses (notes 5 and 7)	4,791	34,505
Total deductions	<u>3,225,575</u>	<u>1,785,281</u>
Net increase in net assets available for plan benefits before transfers of assets between the plans of PPFA affiliates	7,199,395	6,621,522
Transfers of assets between the plans of PPFA affiliates	52,394	—
Net increase in net assets available for plan benefits	7,251,789	6,621,522
Net assets available for plan benefits:		
Beginning of year	30,922,986	24,301,464
End of year	<u>\$ 38,174,775</u>	<u>30,922,986</u>

See accompanying notes to financial statements.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
Federation of America, Inc.)

Notes to Financial Statements

December 31, 2013 and 2012

(1) Description of the Plan

The following brief description of the PPFA Retirement Plan (the Plan), of which the plan sponsor is Planned Parenthood Federation of America, Inc. (PPFA), is provided for general information purposes only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

(a) Plan Amendment

The Plan was originally a defined contribution plan funded solely by contributions from PPFA. Effective March 1, 2001, the Plan was amended to become a 401(k) profit sharing plan that is qualified pursuant to Section 401(a) of the Internal Revenue Code of 1986, as amended (the Code). Additionally, the Plan is designed to comply with the requirements of Section 404(c) of the Employee Retirement Income Security Act of 1974 (ERISA) and, in such design, participants and not the trustee or fiduciaries are responsible for the results of the participants' investment decisions.

(b) General

Employees are immediately eligible to make voluntary pretax contributions to the Plan through a salary reduction agreement. All full-time employees of PPFA who have performed one year of service and are age 19 or older are eligible for employer contributions. Employees will be credited with a year of service for eligibility purposes for each continuous 12-month period.

(c) Contributions

PPFA makes a matching contribution to the Plan equal to 50% of each participant's voluntary contribution of up to a maximum of 6% of the participant's salary for the calendar month. In addition, PPFA makes a discretionary employer contribution to the Plan equal to 3% of each participant's salary.

Total additions to a participant's account are limited to the lesser of (a) \$51,000 and \$50,000 for 2013 and 2012, respectively, or (b) 100% of the participant's taxable earnings for the year.

All employee contributions are voluntary and cannot exceed certain limitations as defined by the Code. For the years 2013 and 2012, plan participants who are age 50 or older are eligible for elective catch-up deferrals of \$5,500, allowing for maximum contributions of \$23,000 and \$22,500, respectively. The catch-up deferrals are not considered in applying certain plan limitations, including the maximum amounts of elective deferrals. Employer contributions will not apply to catch-up contributions.

Additionally, the Plan accepts contributions that are rolled over from other qualified plans, as well as accumulations from tax-sheltered annuities, Section 403(b) plans and Section 457 governmental plans, and individual retirement annuities.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
Federation of America, Inc.)

Notes to Financial Statements

December 31, 2013 and 2012

(d) Participant Accounts and Investment Options

The Plan maintains a separate account for each participant, to which contributions and investment performance are allocated. Each participant's account is credited with contributions (employee and employer) and an allocation of the participant's selected investments' earnings. Participants have access to their own contributions prior to retirement through in-service loans and withdrawals. Employer contributions are not available for in-service loans or withdrawals, except in the event of total and permanent disability, at which time a participant can request a withdrawal in an amount up to the vested portion in his or her participant account. The Plan allows participants to self-direct the investments of their accounts among various designated investment fund options. Participants may change investment allocations at any time.

(e) Participant Loans

If the portion of a participant's account based on employee contributions is at least \$2,000, a participant may borrow a minimum of \$1,000 up to the lesser of \$50,000 or 50% of his or her participant account balance. Loan terms range from one to five years, unless such loan is for the purchase of a principal residence, whereupon repayment may be extended to ten years. The loans are collateralized by the participant's account and bear interest at a rate, established by the plan administrator, that approximate current market rates. Principal and interest payments are made ratably through deductions from participants' bank accounts. Participant loans are stated at their outstanding balance, plus accrued interest.

(f) Vesting

All participant voluntary contributions and investment earnings are fully vested at all times. Employer contributions and investment earnings are fully vested once the participant has completed two years of service.

(g) Payment of Benefits

Upon termination of service, a participant can elect to receive his or her account balance, either as a lump-sum amount, in installments, or through optional forms of annuity-type payments. Other benefits available to participants include in-service withdrawals and withdrawals on account of death and disability.

All participant accounts under \$1,000 (exclusive of rollover contributions) are automatically paid in cash upon the participant's separation from employment.

(h) Forfeited Accounts

At December 31, 2013 and 2012, forfeited nonvested accounts totaled \$95,356 and \$75,914, respectively. These accounts can be used to reduce future employer contributions, reduce future plan expenses or be allocated to the participants in the Plan. Employer contributions were reduced by \$0 and \$188,686 from forfeited investment accounts in 2013 and 2012, respectively.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
Federation of America, Inc.)
Notes to Financial Statements
December 31, 2013 and 2012

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared using the accrual basis of accounting.

(b) Investment Valuation and Income Recognition

The investment assets are maintained in a trust. The trustee is Fidelity Management Trust Company (Fidelity). Each participant designates the percentage of his or her participant account that is allocated to each investment fund. Each participant's interest in each investment fund is adjusted as of each valuation date to reflect his or her proportionate share of the total net fair value of such investment fund.

Investments are reported at fair value as described in note 4. The Plan records purchases and sales of securities on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for plan benefits present the fair value of investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for plan benefits are prepared on the contract value basis.

(c) Payment of Benefits

Benefits are recorded when paid.

(d) Use of Estimates

The preparation of the Plan's financial statements in conformity with U.S. generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingencies at the date of the financial statements, and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

(3) Information Certified by Trustee (Unaudited)

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting under ERISA. Accordingly, as permitted under such election, Fidelity has certified to the completeness and accuracy of the following information, as of and for the years ended December 31, 2013 and 2012, and such information was not subject to any auditing procedures performed by the independent auditors.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
Federation of America, Inc.)

Notes to Financial Statements

December 31, 2013 and 2012

Assets certified at December 31, 2013 and 2012 are summarized as follows:

	2013	2012
Shares of common and collective trust:		
Fidelity – Managed Income Portfolio	\$ 5,437,812*	5,918,433*
Shares of registered investment companies:		
Fidelity Fund	222,558	134,327
Fidelity Equity Income Fund	1,106,255	820,177
Fidelity Growth Company Fund	3,916,310*	2,860,960*
Fidelity OTC Portfolio	890,100	531,846
Fidelity Balanced Fund	2,140,441*	1,796,332*
Fidelity Low-Priced Stock Fund	1,101,932	715,984
Fidelity Diversified International Fund	1,467,891	957,951
Fidelity Freedom Income Fund	145,370	110,777
Fidelity Freedom 2000 Fund	85,836	69,871
Fidelity Freedom 2005 Fund	48,635	118,806
Fidelity Freedom 2010 Fund	691,960	730,380
Fidelity Freedom 2015 Fund	895,272	1,101,735
Fidelity Freedom 2020 Fund	1,921,212*	1,937,584*
Fidelity Freedom 2025 Fund	1,040,117	943,975
Fidelity Freedom 2030 Fund	3,088,850*	2,324,057*
Fidelity Freedom 2035 Fund	1,312,905	942,500
Fidelity Freedom 2040 Fund	2,098,017*	1,419,880
Fidelity Freedom 2045 Fund	1,068,685	574,304
Fidelity Freedom 2050 Fund	900,096	478,032
Fidelity Freedom 2055 Fund	54,488	2,093
Fidelity Spartan Index Adv Fund	3,449,469*	2,542,054*
Fidelity Spartan Index Inv Fund	39,773	4,660
Domini Social Investments, LLC Social Equity Fund	740,617	480,921
PIMCO Total Return Fund – Administrative Class	1,805,533	1,844,332*
Morgan Stanley Institutional Fund, Inc. – Small Company Growth Portfolio – Class B	914,108	438,891
Lord Abbett Mid-Cap Value Fund	909,000	677,845
Virtus Real Estate Securities Fund	182,314	160,283
Allianz NFJ Small-Cap Value Fund	471,313	342,173
Total shares of registered investment companies	32,709,057	25,062,730
Investments at fair value	38,146,869	30,981,163
Adjustment from fair value to contract value for fully benefit- responsive investment contracts	(81,964)	(169,370)
	\$ 38,064,905	30,811,793
Participant loans receivable	\$ 109,870	111,193

* Investments that represent 5% or more of the assets of the Plan

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Notes to Financial Statements

December 31, 2013 and 2012

The income certified for the years ended December 31, 2013 and 2012 are summarized as follows:

	<u>2013</u>	<u>2012</u>
Investment income:		
Net appreciation in fair value of investments, from registered investment companies including investments bought, sold and held during the year	\$ 4,590,133	2,276,620
Interest and dividend income	<u>1,505,739</u>	<u>726,233</u>
Total investment income	<u>\$ 6,095,872</u>	<u>3,002,853</u>
Interest from loans to participants	\$ 6,312	5,259

The Managed Income Portfolio's (the Portfolio) one-year total return as of December 31, 2013 and 2012 was 1.54% and 1.70%, respectively. The yield credited to participants was 0.89% and 1.05% for the Portfolio for the years ended December 31, 2013 and 2012, respectively. Both the one-year total return and the yield credited to participants for 2013 and 2012 are net of the annual trustee fees. The Portfolio uses a dollar yield to maturity for the purpose of calculating the crediting rate. There are no reserves against contract value for credit risk of the contract issuer or otherwise. There are no restrictions on redemptions.

The existence of certain conditions can limit the Portfolio's ability to transact at contract value with the issuers of its investment contracts. Specifically, any event outside the normal operation of the Portfolio that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to such withdrawal. Examples of such events include, but are not limited to, partial or complete legal termination of the Portfolio, tax disqualification of the Portfolio, and certain Portfolio amendments if issuers' consent is not obtained. As of December 31, 2013, the occurrence of an event outside the normal operation of the Portfolio that would cause a withdrawal from an investment contract is not considered to be probable. To the extent a Portfolio suffers a tax disqualification or legal termination event, under normal circumstances it is anticipated that liquid assets would be available to satisfy the redemption of such participants' interest in the Portfolio without the need to access investment contracts.

(4) Fair Value Measurement

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Registered investment companies: Valued at quoted market prices.

Common and Collective Trust: Valued at fair value based on the Plan's proportional share of fair value in the Portfolio as determined by Fidelity. Fair value of the Portfolio is the total value of the underlying investments in the Portfolio and wrap contracts held. Wrap contracts are fair valued using a discounted cash flow model that considers recent fee bids as determined by recognized dealers, discount rate, and the duration of the underlying portfolio securities.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
Federation of America, Inc.)

Notes to Financial Statements

December 31, 2013 and 2012

The Plan applies a hierarchy to categorize fair value measurements broken down into three levels based on the transparency of inputs as follows:

Level 1 Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date

Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active

Level 3 Inputs that are unobservable

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following table presents the Plan's fair value hierarchy for those assets measured at fair value as of December 31, 2013:

	<u>Total fair value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Financial assets investments:				
Common and collective trust:				
Fixed income	\$ 5,437,812	—	5,437,812	—
Registered investment companies:				
Bond fund	1,805,533	1,805,533	—	—
Blended funds	2,285,811	2,285,811	—	—
Life cycle funds	13,206,073	13,206,073	—	—
Large cap domestic equity	10,365,082	10,365,082	—	—
Medium cap domestic equity	2,010,932	2,010,932	—	—
Small cap domestic equity	1,385,421	1,385,421	—	—
International equity	1,467,891	1,467,891	—	—
Real estate	182,314	182,314	—	—
Total	<u>\$ 38,146,869</u>	<u>32,709,057</u>	<u>5,437,812</u>	<u>—</u>

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
Federation of America, Inc.)

Notes to Financial Statements

December 31, 2013 and 2012

The following table presents the Plan's fair value hierarchy for those assets measured at fair value as of December 31, 2012:

	<u>Total fair value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Financial assets investments:				
Common and collective trust:				
Fixed income	\$ 5,918,433	—	5,918,433	—
Registered investment companies:				
Bond fund	1,844,332	1,844,332	—	—
Blended funds	1,907,109	1,907,109	—	—
Life cycle funds	10,643,217	10,643,217	—	—
Large cap domestic equity	7,374,945	7,374,945	—	—
Medium cap domestic equity	1,393,829	1,393,829	—	—
Small cap domestic equity	781,064	781,064	—	—
International equity	957,951	957,951	—	—
Real estate	160,283	160,283	—	—
Total	<u>\$ 30,981,163</u>	<u>25,062,730</u>	<u>5,918,433</u>	<u>—</u>

There were no transfers in or out of Level 3 or between Level 1 and Level 2 investments during the years ended December 31, 2013 and 2012.

(5) Administration of the Plan and Administrative Expenses

Brokerage commissions and related expenses are payable out of the assets of the investment fund to which they relate, unless stated otherwise. Except for record-keeping expenses, all administrative expenses (see note 7) are paid by PPFA.

(6) Federal Income Tax Status

The Internal Revenue Service has determined and informed the Plan by a letter dated February 18, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or derecognize an asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or derecognition of an asset) or disclosure in the financial statements.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
Federation of America, Inc.)

Notes to Financial Statements

December 31, 2013 and 2012

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examination for years prior to 2010.

(7) Related-Party Transactions

Certain plan investments are shares of registered investment companies and a common and collective trust managed by Fidelity. Fidelity is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for administrative services amounted to \$4,791 and \$34,505 for the years ended December 31, 2013 and 2012, respectively.

(8) Plan Termination

Although it has not expressed any intent to do so, PPFA has the right to discontinue its contributions or terminate the Plan at any time. In the event of plan termination, participants become 100% vested in their accounts.

(9) Risks and Uncertainties

The Plan offers a number of investment options which enable participants to invest in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits.

(10) Subsequent Events

Management evaluated events subsequent to December 31, 2013 and through October 14, 2014, the date on which the financial statements were issued and determined no additional disclosures were required.

(11) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements to Form 5500 at December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Net assets available for plan benefits per the financial statements	\$ 38,174,775	30,922,986
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>81,964</u>	<u>169,370</u>
Net assets available for plan benefits per the Form 5500	<u>\$ 38,256,739</u>	<u>31,092,356</u>

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
Federation of America, Inc.)

Notes to Financial Statements

December 31, 2013 and 2012

The following is a reconciliation of net increase in net assets available for plan benefits per the financial statements to Form 5500 for the years ended December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Net increase in net assets available for plan benefits per the financial statements	\$ 7,251,789	6,621,522
Adjustment from contract value to fair value for fully benefit-responsive investment contracts:		
Current year	81,964	169,370
Prior year	<u>(169,370)</u>	<u>(103,434)</u>
Net increase in net assets available for plan benefits per the Form 5500	\$ <u>7,164,383</u>	<u>6,687,458</u>

Supplemental Schedule

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
Federation of America, Inc.)

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

Identity of issuer	Description of investments	Shares/units	Current value
Investments as certified by Fidelity Management Trust Company:			
Common and collective trust:			
* Fidelity	Fidelity Management Trust Company – Managed Income Portfolio	5,355,848	\$ 5,437,812
Shares of registered investment companies:			
* Fidelity	Fidelity Fund	5,218	222,558
* Fidelity	Fidelity Equity Income Fund	18,846	1,106,255
* Fidelity	Fidelity Growth Company Fund	32,669	3,916,310
* Fidelity	Fidelity OTC Portfolio	11,501	890,100
* Fidelity	Fidelity Balanced Fund	94,085	2,140,441
* Fidelity	Fidelity Low-Priced Stock Fund	22,279	1,101,932
* Fidelity	Fidelity Diversified International Fund	39,769	1,467,891
* Fidelity	Fidelity Freedom Income Fund	12,382	145,370
* Fidelity	Fidelity Freedom 2000 Fund	6,906	85,836
* Fidelity	Fidelity Freedom 2005 Fund	4,104	48,635
* Fidelity	Fidelity Freedom 2010 Fund	45,197	691,960
* Fidelity	Fidelity Freedom 2015 Fund	70,217	895,272
* Fidelity	Fidelity Freedom 2020 Fund	123,076	1,921,212
* Fidelity	Fidelity Freedom 2025 Fund	78,087	1,040,117
* Fidelity	Fidelity Freedom 2030 Fund	189,500	3,088,850
* Fidelity	Fidelity Freedom 2035 Fund	97,366	1,312,905
* Fidelity	Fidelity Freedom 2040 Fund	220,380	2,098,017
* Fidelity	Fidelity Freedom 2045 Fund	97,419	1,068,685
* Fidelity	Fidelity Freedom 2050 Fund	81,604	900,096
* Fidelity	Fidelity Freedom 2055 Fund	4,693	54,488
* Fidelity	Fidelity Spartan Index Adv Fund	52,672	3,449,469
* Fidelity	Fidelity Spartan Index Inv Fund	607	39,773
Domini Social	Domini Social Investments, LLC Social Equity Fund	17,034	740,617
Pacific	PIMCO Total Return Fund – Administrative Class	168,899	1,805,533
Morgan Stanley	Morgan Stanley Institutional Fund, Inc. – Small Company Growth Portfolio – Class B	48,545	914,108
Lord, Abnett & Co.	Lord Abnett Mid-Cap Value Fund	39,030	909,000
Virtus	Virtus Real Estate Securities Fund	5,622	182,314
Allianz Global	Allianz NFJ Small-Cap Value Fund	14,243	471,313
			32,709,057
* Participant loans	16 loans at interest rates ranging from 4.25% to 9.25% and maturity dates through November 2017		109,870
Total			\$ 38,256,739

* Represents a party in interest to the Plan as defined by ERISA.

The information in this schedule has been certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

See accompanying independent auditors' report.



PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
Federation of America, Inc.)

Financial Statements and Supplemental Schedule

December 31, 2013 and 2012

(With Independent Auditors' Report Thereon)

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
Federation of America, Inc.)

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* Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	



KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

The Board of Directors
Planned Parenthood Federation of America, Inc.:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of PPFA Retirement Plan (sponsored by Planned Parenthood Federation of America, Inc.) (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years ended December 31, 2013 and 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.



Other Matter

The supplemental schedule H, line 4i, schedule of assets (held at end of year) as of December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KPMG LLP

October 14, 2014

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
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Statements of Net Assets Available for Plan Benefits
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Assets:		
Investments at fair value as certified by the trustee (note 3)	\$ 38,146,869	30,981,163
Participant loans receivable as certified by the trustee (note 3)	<u>109,870</u>	<u>111,193</u>
Net assets available for plan benefits before adjustment	38,256,739	31,092,356
Adjustment from fair value to contract value for fully benefit-responsive investment contracts as certified by the trustee (note 3)	<u>(81,964)</u>	<u>(169,370)</u>
Net assets available for plan benefits	<u>\$ 38,174,775</u>	<u>30,922,986</u>

See accompanying notes to financial statements.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
Federation of America, Inc.)

Statements of Changes in Net Assets Available for Plan Benefits
Years ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Additions to net assets attributed to:		
Investment income as certified by the trustee (note 3)	\$ 6,095,872	3,002,853
Interest from loans to participants as certified by the trustee (note 3)	6,312	5,259
Employee contributions	2,428,394	1,970,116
Employee rollover contributions	397,998	2,400,684
Employer contributions	1,496,394	1,027,891
Total additions	<u>10,424,970</u>	<u>8,406,803</u>
Deductions from net assets attributed to:		
Distributions to participants	3,220,784	1,750,776
Administrative expenses (notes 5 and 7)	4,791	34,505
Total deductions	<u>3,225,575</u>	<u>1,785,281</u>
Net increase in net assets available for plan benefits before transfers of assets between the plans of PPFA affiliates	7,199,395	6,621,522
Transfers of assets between the plans of PPFA affiliates	52,394	—
Net increase in net assets available for plan benefits	7,251,789	6,621,522
Net assets available for plan benefits:		
Beginning of year	30,922,986	24,301,464
End of year	<u>\$ 38,174,775</u>	<u>30,922,986</u>

See accompanying notes to financial statements.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
Federation of America, Inc.)

Notes to Financial Statements

December 31, 2013 and 2012

(1) Description of the Plan

The following brief description of the PPFA Retirement Plan (the Plan), of which the plan sponsor is Planned Parenthood Federation of America, Inc. (PPFA), is provided for general information purposes only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

(a) Plan Amendment

The Plan was originally a defined contribution plan funded solely by contributions from PPFA. Effective March 1, 2001, the Plan was amended to become a 401(k) profit sharing plan that is qualified pursuant to Section 401(a) of the Internal Revenue Code of 1986, as amended (the Code). Additionally, the Plan is designed to comply with the requirements of Section 404(c) of the Employee Retirement Income Security Act of 1974 (ERISA) and, in such design, participants and not the trustee or fiduciaries are responsible for the results of the participants' investment decisions.

(b) General

Employees are immediately eligible to make voluntary pretax contributions to the Plan through a salary reduction agreement. All full-time employees of PPFA who have performed one year of service and are age 19 or older are eligible for employer contributions. Employees will be credited with a year of service for eligibility purposes for each continuous 12-month period.

(c) Contributions

PPFA makes a matching contribution to the Plan equal to 50% of each participant's voluntary contribution of up to a maximum of 6% of the participant's salary for the calendar month. In addition, PPFA makes a discretionary employer contribution to the Plan equal to 3% of each participant's salary.

Total additions to a participant's account are limited to the lesser of (a) \$51,000 and \$50,000 for 2013 and 2012, respectively, or (b) 100% of the participant's taxable earnings for the year.

All employee contributions are voluntary and cannot exceed certain limitations as defined by the Code. For the years 2013 and 2012, plan participants who are age 50 or older are eligible for elective catch-up deferrals of \$5,500, allowing for maximum contributions of \$23,000 and \$22,500, respectively. The catch-up deferrals are not considered in applying certain plan limitations, including the maximum amounts of elective deferrals. Employer contributions will not apply to catch-up contributions.

Additionally, the Plan accepts contributions that are rolled over from other qualified plans, as well as accumulations from tax-sheltered annuities, Section 403(b) plans and Section 457 governmental plans, and individual retirement annuities.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
Federation of America, Inc.)

Notes to Financial Statements

December 31, 2013 and 2012

(d) Participant Accounts and Investment Options

The Plan maintains a separate account for each participant, to which contributions and investment performance are allocated. Each participant's account is credited with contributions (employee and employer) and an allocation of the participant's selected investments' earnings. Participants have access to their own contributions prior to retirement through in-service loans and withdrawals. Employer contributions are not available for in-service loans or withdrawals, except in the event of total and permanent disability, at which time a participant can request a withdrawal in an amount up to the vested portion in his or her participant account. The Plan allows participants to self-direct the investments of their accounts among various designated investment fund options. Participants may change investment allocations at any time.

(e) Participant Loans

If the portion of a participant's account based on employee contributions is at least \$2,000, a participant may borrow a minimum of \$1,000 up to the lesser of \$50,000 or 50% of his or her participant account balance. Loan terms range from one to five years, unless such loan is for the purchase of a principal residence, whereupon repayment may be extended to ten years. The loans are collateralized by the participant's account and bear interest at a rate, established by the plan administrator, that approximate current market rates. Principal and interest payments are made ratably through deductions from participants' bank accounts. Participant loans are stated at their outstanding balance, plus accrued interest.

(f) Vesting

All participant voluntary contributions and investment earnings are fully vested at all times. Employer contributions and investment earnings are fully vested once the participant has completed two years of service.

(g) Payment of Benefits

Upon termination of service, a participant can elect to receive his or her account balance, either as a lump-sum amount, in installments, or through optional forms of annuity-type payments. Other benefits available to participants include in-service withdrawals and withdrawals on account of death and disability.

All participant accounts under \$1,000 (exclusive of rollover contributions) are automatically paid in cash upon the participant's separation from employment.

(h) Forfeited Accounts

At December 31, 2013 and 2012, forfeited nonvested accounts totaled \$95,356 and \$75,914, respectively. These accounts can be used to reduce future employer contributions, reduce future plan expenses or be allocated to the participants in the Plan. Employer contributions were reduced by \$0 and \$188,686 from forfeited investment accounts in 2013 and 2012, respectively.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood
Federation of America, Inc.)
Notes to Financial Statements
December 31, 2013 and 2012

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared using the accrual basis of accounting.

(b) Investment Valuation and Income Recognition

The investment assets are maintained in a trust. The trustee is Fidelity Management Trust Company (Fidelity). Each participant designates the percentage of his or her participant account that is allocated to each investment fund. Each participant's interest in each investment fund is adjusted as of each valuation date to reflect his or her proportionate share of the total net fair value of such investment fund.

Investments are reported at fair value as described in note 4. The Plan records purchases and sales of securities on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for plan benefits present the fair value of investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for plan benefits are prepared on the contract value basis.

(c) Payment of Benefits

Benefits are recorded when paid.

(d) Use of Estimates

The preparation of the Plan's financial statements in conformity with U.S. generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingencies at the date of the financial statements, and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

(3) Information Certified by Trustee (Unaudited)

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting under ERISA. Accordingly, as permitted under such election, Fidelity has certified to the completeness and accuracy of the following information, as of and for the years ended December 31, 2013 and 2012, and such information was not subject to any auditing procedures performed by the independent auditors.

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December 31, 2013 and 2012

Assets certified at December 31, 2013 and 2012 are summarized as follows:

	2013	2012
Shares of common and collective trust:		
Fidelity – Managed Income Portfolio	\$ 5,437,812*	5,918,433*
Shares of registered investment companies:		
Fidelity Fund	222,558	134,327
Fidelity Equity Income Fund	1,106,255	820,177
Fidelity Growth Company Fund	3,916,310*	2,860,960*
Fidelity OTC Portfolio	890,100	531,846
Fidelity Balanced Fund	2,140,441*	1,796,332*
Fidelity Low-Priced Stock Fund	1,101,932	715,984
Fidelity Diversified International Fund	1,467,891	957,951
Fidelity Freedom Income Fund	145,370	110,777
Fidelity Freedom 2000 Fund	85,836	69,871
Fidelity Freedom 2005 Fund	48,635	118,806
Fidelity Freedom 2010 Fund	691,960	730,380
Fidelity Freedom 2015 Fund	895,272	1,101,735
Fidelity Freedom 2020 Fund	1,921,212*	1,937,584*
Fidelity Freedom 2025 Fund	1,040,117	943,975
Fidelity Freedom 2030 Fund	3,088,850*	2,324,057*
Fidelity Freedom 2035 Fund	1,312,905	942,500
Fidelity Freedom 2040 Fund	2,098,017*	1,419,880
Fidelity Freedom 2045 Fund	1,068,685	574,304
Fidelity Freedom 2050 Fund	900,096	478,032
Fidelity Freedom 2055 Fund	54,488	2,093
Fidelity Spartan Index Adv Fund	3,449,469*	2,542,054*
Fidelity Spartan Index Inv Fund	39,773	4,660
Domini Social Investments, LLC Social Equity Fund	740,617	480,921
PIMCO Total Return Fund – Administrative Class	1,805,533	1,844,332*
Morgan Stanley Institutional Fund, Inc. – Small Company Growth Portfolio – Class B	914,108	438,891
Lord Abbett Mid-Cap Value Fund	909,000	677,845
Virtus Real Estate Securities Fund	182,314	160,283
Allianz NFJ Small-Cap Value Fund	471,313	342,173
Total shares of registered investment companies	32,709,057	25,062,730
Investments at fair value	38,146,869	30,981,163
Adjustment from fair value to contract value for fully benefit- responsive investment contracts	(81,964)	(169,370)
	\$ 38,064,905	30,811,793
Participant loans receivable	\$ 109,870	111,193

* Investments that represent 5% or more of the assets of the Plan

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The income certified for the years ended December 31, 2013 and 2012 are summarized as follows:

	<u>2013</u>	<u>2012</u>
Investment income:		
Net appreciation in fair value of investments, from registered investment companies including investments bought, sold and held during the year	\$ 4,590,133	2,276,620
Interest and dividend income	<u>1,505,739</u>	<u>726,233</u>
Total investment income	<u>\$ 6,095,872</u>	<u>3,002,853</u>
Interest from loans to participants	\$ 6,312	5,259

The Managed Income Portfolio's (the Portfolio) one-year total return as of December 31, 2013 and 2012 was 1.54% and 1.70%, respectively. The yield credited to participants was 0.89% and 1.05% for the Portfolio for the years ended December 31, 2013 and 2012, respectively. Both the one-year total return and the yield credited to participants for 2013 and 2012 are net of the annual trustee fees. The Portfolio uses a dollar yield to maturity for the purpose of calculating the crediting rate. There are no reserves against contract value for credit risk of the contract issuer or otherwise. There are no restrictions on redemptions.

The existence of certain conditions can limit the Portfolio's ability to transact at contract value with the issuers of its investment contracts. Specifically, any event outside the normal operation of the Portfolio that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to such withdrawal. Examples of such events include, but are not limited to, partial or complete legal termination of the Portfolio, tax disqualification of the Portfolio, and certain Portfolio amendments if issuers' consent is not obtained. As of December 31, 2013, the occurrence of an event outside the normal operation of the Portfolio that would cause a withdrawal from an investment contract is not considered to be probable. To the extent a Portfolio suffers a tax disqualification or legal termination event, under normal circumstances it is anticipated that liquid assets would be available to satisfy the redemption of such participants' interest in the Portfolio without the need to access investment contracts.

(4) Fair Value Measurement

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Registered investment companies: Valued at quoted market prices.

Common and Collective Trust: Valued at fair value based on the Plan's proportional share of fair value in the Portfolio as determined by Fidelity. Fair value of the Portfolio is the total value of the underlying investments in the Portfolio and wrap contracts held. Wrap contracts are fair valued using a discounted cash flow model that considers recent fee bids as determined by recognized dealers, discount rate, and the duration of the underlying portfolio securities.

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The Plan applies a hierarchy to categorize fair value measurements broken down into three levels based on the transparency of inputs as follows:

Level 1 Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date

Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active

Level 3 Inputs that are unobservable

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following table presents the Plan's fair value hierarchy for those assets measured at fair value as of December 31, 2013:

	<u>Total fair value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Financial assets investments:				
Common and collective trust:				
Fixed income	\$ 5,437,812	—	5,437,812	—
Registered investment companies:				
Bond fund	1,805,533	1,805,533	—	—
Blended funds	2,285,811	2,285,811	—	—
Life cycle funds	13,206,073	13,206,073	—	—
Large cap domestic equity	10,365,082	10,365,082	—	—
Medium cap domestic equity	2,010,932	2,010,932	—	—
Small cap domestic equity	1,385,421	1,385,421	—	—
International equity	1,467,891	1,467,891	—	—
Real estate	182,314	182,314	—	—
Total	<u>\$ 38,146,869</u>	<u>32,709,057</u>	<u>5,437,812</u>	<u>—</u>

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December 31, 2013 and 2012

The following table presents the Plan's fair value hierarchy for those assets measured at fair value as of December 31, 2012:

	<u>Total fair value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Financial assets investments:				
Common and collective trust:				
Fixed income	\$ 5,918,433	—	5,918,433	—
Registered investment companies:				
Bond fund	1,844,332	1,844,332	—	—
Blended funds	1,907,109	1,907,109	—	—
Life cycle funds	10,643,217	10,643,217	—	—
Large cap domestic equity	7,374,945	7,374,945	—	—
Medium cap domestic equity	1,393,829	1,393,829	—	—
Small cap domestic equity	781,064	781,064	—	—
International equity	957,951	957,951	—	—
Real estate	160,283	160,283	—	—
Total	<u>\$ 30,981,163</u>	<u>25,062,730</u>	<u>5,918,433</u>	<u>—</u>

There were no transfers in or out of Level 3 or between Level 1 and Level 2 investments during the years ended December 31, 2013 and 2012.

(5) Administration of the Plan and Administrative Expenses

Brokerage commissions and related expenses are payable out of the assets of the investment fund to which they relate, unless stated otherwise. Except for record-keeping expenses, all administrative expenses (see note 7) are paid by PPFA.

(6) Federal Income Tax Status

The Internal Revenue Service has determined and informed the Plan by a letter dated February 18, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or derecognize an asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or derecognition of an asset) or disclosure in the financial statements.

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The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examination for years prior to 2010.

(7) Related-Party Transactions

Certain plan investments are shares of registered investment companies and a common and collective trust managed by Fidelity. Fidelity is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for administrative services amounted to \$4,791 and \$34,505 for the years ended December 31, 2013 and 2012, respectively.

(8) Plan Termination

Although it has not expressed any intent to do so, PPFA has the right to discontinue its contributions or terminate the Plan at any time. In the event of plan termination, participants become 100% vested in their accounts.

(9) Risks and Uncertainties

The Plan offers a number of investment options which enable participants to invest in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits.

(10) Subsequent Events

Management evaluated events subsequent to December 31, 2013 and through October 14, 2014, the date on which the financial statements were issued and determined no additional disclosures were required.

(11) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements to Form 5500 at December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Net assets available for plan benefits per the financial statements	\$ 38,174,775	30,922,986
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>81,964</u>	<u>169,370</u>
Net assets available for plan benefits per the Form 5500	<u>\$ 38,256,739</u>	<u>31,092,356</u>

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The following is a reconciliation of net increase in net assets available for plan benefits per the financial statements to Form 5500 for the years ended December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Net increase in net assets available for plan benefits per the financial statements	\$ 7,251,789	6,621,522
Adjustment from contract value to fair value for fully benefit-responsive investment contracts:		
Current year	81,964	169,370
Prior year	<u>(169,370)</u>	<u>(103,434)</u>
Net increase in net assets available for plan benefits per the Form 5500	\$ <u>7,164,383</u>	<u>6,687,458</u>

Supplemental Schedule

PPFA RETIREMENT PLAN
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Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

Identity of issuer	Description of investments	Shares/units	Current value
Investments as certified by Fidelity Management Trust Company:			
Common and collective trust:			
* Fidelity	Fidelity Management Trust Company – Managed Income Portfolio	5,355,848	\$ 5,437,812
Shares of registered investment companies:			
* Fidelity	Fidelity Fund	5,218	222,558
* Fidelity	Fidelity Equity Income Fund	18,846	1,106,255
* Fidelity	Fidelity Growth Company Fund	32,669	3,916,310
* Fidelity	Fidelity OTC Portfolio	11,501	890,100
* Fidelity	Fidelity Balanced Fund	94,085	2,140,441
* Fidelity	Fidelity Low-Priced Stock Fund	22,279	1,101,932
* Fidelity	Fidelity Diversified International Fund	39,769	1,467,891
* Fidelity	Fidelity Freedom Income Fund	12,382	145,370
* Fidelity	Fidelity Freedom 2000 Fund	6,906	85,836
* Fidelity	Fidelity Freedom 2005 Fund	4,104	48,635
* Fidelity	Fidelity Freedom 2010 Fund	45,197	691,960
* Fidelity	Fidelity Freedom 2015 Fund	70,217	895,272
* Fidelity	Fidelity Freedom 2020 Fund	123,076	1,921,212
* Fidelity	Fidelity Freedom 2025 Fund	78,087	1,040,117
* Fidelity	Fidelity Freedom 2030 Fund	189,500	3,088,850
* Fidelity	Fidelity Freedom 2035 Fund	97,366	1,312,905
* Fidelity	Fidelity Freedom 2040 Fund	220,380	2,098,017
* Fidelity	Fidelity Freedom 2045 Fund	97,419	1,068,685
* Fidelity	Fidelity Freedom 2050 Fund	81,604	900,096
* Fidelity	Fidelity Freedom 2055 Fund	4,693	54,488
* Fidelity	Fidelity Spartan Index Adv Fund	52,672	3,449,469
* Fidelity	Fidelity Spartan Index Inv Fund	607	39,773
Domini Social	Domini Social Investments, LLC Social Equity Fund	17,034	740,617
Pacific	PIMCO Total Return Fund – Administrative Class	168,899	1,805,533
Morgan Stanley	Morgan Stanley Institutional Fund, Inc. – Small Company Growth Portfolio – Class B	48,545	914,108
Lord, Abnett & Co.	Lord Abnett Mid-Cap Value Fund	39,030	909,000
Virtus	Virtus Real Estate Securities Fund	5,622	182,314
Allianz Global	Allianz NFJ Small-Cap Value Fund	14,243	471,313
			32,709,057
* Participant loans	16 loans at interest rates ranging from 4.25% to 9.25% and maturity dates through November 2017		109,870
Total			\$ 38,256,739

* Represents a party in interest to the Plan as defined by ERISA.

The information in this schedule has been certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

See accompanying independent auditors' report.