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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation

T/W CALEB C. PRUDEN

Number and street (or P O box number if mail is not delivered to street address)

Wells Fargo Bank N.A. - 101N Independence Mall E MACY1372-062

City or town, state, and ZIP code

Philadelphia

PA

19106-2112

A Employer identification number

22-2925918

B Telephone number (see page 10 of the instructions)

(888) 730-4933

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ☐ \$ 696,127J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	0	0		
4 Dividends and interest from securities	21,407	20,542		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	46,516			
b Gross sales price for all assets on line 6a	161,403			
7 Capital gain net income (from Part IV, line 2)		46,516		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	0	0	0	
12 Total. Add lines 1 through 11	67,923	67,058	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	2,108			2,108
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	2,000	0	0	2,000
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	348	322	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	9,748	7,311	0	2,437
24 Total operating and administrative expenses. Add lines 13 through 23	14,204	7,633	0	6,545
25 Contributions, gifts, grants paid	0			0
26 Total expenses and disbursements. Add lines 24 and 25.	14,204	7,633	0	6,545
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	53,719			
b Net investment income (if negative, enter -0-)		59,425		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see page 30 of the instructions.

(HTA)

Form **990-PF** (2010)ENVELOPE
POSTMARK DATE APR 26 2011

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Form 990-PF (2010) T/W CALEB C. PRUDEN

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash—non-interest-bearing			0			
	2 Savings and temporary cash investments		26,322	46,392	46,392		
	3 Accounts receivable	0					
	Less allowance for doubtful accounts	0	0	0	0		
	4 Pledges receivable	0					
	Less allowance for doubtful accounts	0	0	0	0		
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		0	0	0		
	7 Other notes and loans receivable (attach schedule)	0					
	Less allowance for doubtful accounts	0	0	0	0		
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10 a Investments—U S and state government obligations (attach schedule)		0	0	0		
	b Investments—corporate stock (attach schedule)		0	0	0		
	c Investments—corporate bonds (attach schedule)		0	0	0		
	11 Investments—land buildings and equipment basis	0					
Less accumulated depreciation (attach schedule)	0	0	0	0			
12 Investments—mortgage loans							
13 Investments—other (attach schedule)		576,958	592,985	649,735			
14 Land, buildings, and equipment basis	0						
Less accumulated depreciation (attach schedule)	0	0	0	0			
15 Other assets (describe)		0	0	0			
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		603,280	639,377	696,127			
Liabilities	17 Accounts payable and accrued expenses			0			
	18 Grants payable						
	19 Deferred revenue				0		
	20 Loans from officers directors, trustees, and other disqualified persons		0	0			
	21 Mortgages and other notes payable (attach schedule)		0	0			
	22 Other liabilities (describe)		0	0			
23 Total liabilities (add lines 17 through 22)		0	0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>						
	27 Capital stock, trust principal, or current funds		603,280	639,377			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund						
	29 Retained earnings, accumulated income, endowment, or other funds						
30 Total net assets or fund balances (see page 17 of the instructions)		603,280	639,377				
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		603,280	639,377				

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	603,280
2 Enter amount from Part I, line 27a	2	53,719
3 Other increases not included in line 2 (itemize) <input checked="" type="checkbox"/> Mutual Fund & CTF Income Additions	3	3,394
4 Add lines 1, 2, and 3	4	660,393
5 Decreases not included in line 2 (itemize) <input checked="" type="checkbox"/> See Attached Statement	5	21,016
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	639,377

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	46,516
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	33,919	562,850	0.060263
2008	35,000	674,197	0.051914
2007	70,104	808,953	0.086660
2006	63,468	798,318	0.079502
2005	26,730	777,254	0.034390
2 Total of line 1, column (d)			2 0.312729
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.062546
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 633,246
5 Multiply line 4 by line 3			5 39,607
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 594
7 Add lines 5 and 6			7 40,201
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			8 6,545

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	1,189
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	1,189
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,189
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	81	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	81	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,108	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933			
Located at ► 101N Independence Mall E MACY 1372-062 Philadelphia PA ZIP+4 ► 19106-2112				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
				X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0

Total number of others receiving over \$50,000 for professional services

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	0
	0

Total. Add lines 1 through 3



Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	606,652
b	Average of monthly cash balances	1b	36,237
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	642,889
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	642,889
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	9,643
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	633,246
6	Minimum investment return. Enter 5% of line 5	6	31,662

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	31,662
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,189
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	1,189
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	30,473
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	30,473
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	30,473

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	6,545
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,545
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,545

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				30,473
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	6,807			
d From 2008	1,424			
e From 2009	5,938			
f Total of lines 3a through e	14,169			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 6,545				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2010 distributable amount				6,545
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	14,169			14,169
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				9,759
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	
0				0
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Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year NONE				
Total			▶ 3a	0
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	21,407	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	46,516	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____		0		0	0
b	_____		0		0	0
c	_____		0		0	0
d	_____		0		0	0
e	_____		0		0	0
12	Subtotal. Add columns (b), (d), and (e)		0		67,923	0
13	Total. Add line 12, columns (b), (d), and (e)				13	67,923

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

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


[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

John A. Salente | 4/12/2011 | VP AND TAX DIRECTOR
 Signature of officer or trustee Date Title

Paid Preparer Use Only	Pnn/Type preparer's name	Preparer's signature	Date	Check <input checked="checked" type="checkbox"/> if self-employed	PTIN
	Donald J. Roman		4/12/2011		P00364310
	Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶	13-4008324
	Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no	412-355-6000

T/W CALEB C PRUDEN
2513024002
EIN 22-2925918

Security Category	Account #	CUSIP	Asset Name	FMV	Fed Cost
Invest - Other	2513024002	04315J209	ARTIO TOTAL RETURN BD FD CL I #1524	49,567	46,371
Invest - Other	2513024002	04315J837	ARTIO INTERNATIONAL EQ FD II #1529	36,372	35,871
Invest - Other	2513024002	256206103	DODGE & COX INT'L STOCK FD #1048	37,447	31,071
Invest - Other	2513024002	256210105	DODGE & COX INCOME FD COM #147	44,445	40,044
Invest - Other	2513024002	34984T881	GOLDEN LARGE CAP CORE FUND-I	33,012	31,784
Invest - Other	2513024002	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	24,692	12,644
Invest - Other	2513024002	38142Y773	GOLDMAN SACHS L/C VALUE-I #1216	39,186	37,908
Invest - Other	2513024002	61744J317	MORGAN STANLEY INS INTN RE I #8001	27,016	21,389
Invest - Other	2513024002	693390700	PIMCO TOTAL RET FD-INST #35	49,503	47,126
Invest - Other	2513024002	693390841	PIMCO HIGH YIELD FD-INST #108	19,334	18,135
Invest - Other	2513024002	693390882	PIMCO FOREIGN BD FD USD H-INST #103	12,728	11,827
Invest - Other	2513024002	693391559	PIMCO EMERG MKTS BD-INST #137	13,115	11,320
Invest - Other	2513024002	722005667	PIMCO COMMODITY REAL RET STRAT-I#45	29,969	32,435
Invest - Other	2513024002	72369B406	PIONEER HIGH YIELD FUND-Y #724	20,250	17,144
Invest - Other	2513024002	784924425	SSGA EMERGING MARKETS FD S #1510	18,036	8,462
Invest - Other	2513024002	949915565	WF ADV ENDEAVOR SELECT-I #3124	42,733	38,718
Invest - Other	2513024002	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	12,872	11,943
Invest - Other	2513024002	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	13,101	12,920
Invest - Other	2513024002	339128100	JP MORGAN MID CAP VALUE-I #758	23,400	23,449
Invest - Other	2513024002	487300808	KEELEY SMALL CAP VAL FD CL I #2251	17,502	17,543
Invest - Other	2513024002	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	18,080	18,141
Invest - Other	2513024002	922042858	VANGUARD EMERGING MARKETS ETF	18,151	17,708
Invest - Other	2513024002	922908553	VANGUARD REIT VIPER	49,224	49,032
Savings & Temp Inv	2513024002	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	14,701	14,701
Savings & Temp Inv	2513024002	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	31,691	31,691
Cash	2513024002			-	
Cash				46,392	46,392
Other Assets				649,735	592,986
Total				696,127	639,379

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

										Amount				
										Long Term CG Distributions		2,173		
										Short Term CG Distributions		0		
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Net Gain or Loss		
									Gross Sales Price	Cost or Other Basis	Valuation Method			
1	X	DODGE & COX INCOME FD	256210105			9/30/2009		3/30/2010	4,143	4,086		57		
2	X	DODGE & COX INCOME FD	256210105			12/30/2009		3/30/2010	306	304		2		
3	X	GOLDEN SMALL CORE VALUE	34984T857			9/25/2008		3/30/2010	139	162		-23		
4	X	DODGE & COX INCOME FD	256210105			9/25/2008		3/30/2010	1,428	1,302		126		
5	X	DODGE & COX INCOME FD	256210105			6/30/2009		3/30/2010	4,940	4,661		279		
6	X	GOLDEN SMALL CAP CORE F	34984T857			3/31/2009		12/28/2010	1,779	1,050		729		
7	X	GOLDEN SMALL CAP CORE F	34984T857			12/15/2008		12/28/2010	561	362		199		
8	X	GOLDEN SMALL CAP CORE F	34984T857			12/30/2009		12/28/2010	131	107		24		
9	X	GOLDEN SMALL CAP CORE F	34984T857			9/25/2008		12/28/2010	15,779	15,856		-77		
10	X	GOLDMAN SACHS LARGE CA	38142Y773			9/25/2008		3/30/2010	651	670		-19		
11	X	PERKINS MID CAP VALUE FD	47103C241			12/1/2008		3/30/2010	109	71		38		
12	X	PERKINS MID CAP VALUE FIC	47103C241			12/1/2008		12/28/2010	23,654	14,444		9,210		
13	X	PIMCO TOTAL RETURN FD IN	693390700			9/30/2009		3/30/2010	4,268	4,229		39		
14	X	PIMCO TOTAL RETURN FD IN	693390700			12/30/2009		3/30/2010	772	758		14		
15	X	PIMCO EMERG MKTS BD-INS	693391559			9/30/2009		12/28/2010	963	893		70		
16	X	PIMCO EMERG MKTS BD-INS	693391559			3/30/2010		12/28/2010	282	272		10		
17	X	PIMCO EMERG MKTS BD-INS	693391559			9/25/2008		12/28/2010	11,782	10,265		1,517		
18	X	T ROWE PRICE REAL ESTATE	779919109			9/25/2008		3/30/2010	2,028	5,411		-3,383		
19	X	T ROWE PRICE REAL ESTATE	779919109			3/31/2009		12/28/2010	23,754	9,402		14,352		
20	X	T ROWE PRICE REAL ESTATE	779919109			9/25/2008		12/28/2010	1,998	4,670		-2,672		
21	X	T ROWE PRICE REAL ESTATE	779919109			12/1/2008		12/28/2010	24,244	10,749		13,495		
22	X	ROYCE VALUE PLUS FUND-IN	780905212			12/1/2008		3/30/2010	47	28		19		
23	X	ROYCE VALUE PLUS FUND-IN	780905212			12/1/2008		12/28/2010	17,785	9,247		8,538		
24	X	SSGA EMERGING MARKETS F	784924425			9/25/2008		12/28/2010	17,687	15,888		1,799		
									Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
									161,403		114,887		46,516	
									0		0		0	
									Securities		Other sales			

Line 16b (990-PF) - Accounting Fees

		2,000	0	0	2,000
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,000			2,000
2					
3					
4					
5					
6					
7					
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9					
10					

Line 18 (990-PF) - Taxes

		348	322	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX				
2	ESTIMATED EXCISE TAX PAID	26			
3	FOREIGN TAX WITHHELD	322	322		
4					
5					
6					
7					
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Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	TRUSTEE FEES	9,748	7,311		2,437
3	ADR FEES				
4	STATE AG FEES				
5					
6					
7					
8					
9					
10					

Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1			576,958	592,985	649,735
2					
3					
4					
5					
6					
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8					
9					
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Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	Mutual Fund & CTF Income Additions	1	3,394
2	Total	2	3,394

Line 5 - Decreases not included in Part III, Line 2

1	Mutual Fund & CTF Income Subtraction	1	2,554
2	Cost Basis Adjustment	2	18,462
3	Total	3	21,016

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

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						Long Term CG Distributions	Short Term CG Distributions								
						2,173	0	159,230	0	114,887	44,343	0	0	0	44,343
1	DODGE & COX INCOME FD	256210105		9/30/2009	3/30/2010			4,143	0	4,086	57			0	57
2	DODGE & COX INCOME FD	256210105		12/30/2009	3/30/2010			306	0	304	2			0	2
3	GOLDEN SMALL CORE VALUE FD	34984T857		9/25/2008	3/30/2010			139	0	162	-23			0	-23
4	DODGE & COX INCOME FD	256210105		9/25/2008	3/30/2010			1,428	0	1,302	126			0	126
5	DODGE & COX INCOME FD	256210105		6/30/2009	3/30/2010			4,940	0	4,661	279			0	279
6	GOLDEN SMALL CAP CORE FUND	34984T857		3/31/2009	12/28/2010			1,779	0	1,050	729			0	729
7	GOLDEN SMALL CAP CORE FUND	34984T857		12/15/2008	12/28/2010			561	0	362	199			0	199
8	GOLDEN SMALL CAP CORE FUND	34984T857		12/30/2009	12/28/2010			131	0	107	24			0	24
9	GOLDEN SMALL CAP CORE FUND	34984T857		9/25/2008	12/28/2010			15,779	0	15,856	-77			0	-77
10	GOLDMAN SACHS LARGE CAP VALUE	38142Y773		9/25/2008	3/30/2010			651	0	670	-19			0	-19
11	PERKINS MID CAP VALUE FD CL I	47103C241		12/1/2008	3/30/2010			109	0	71	38			0	38
12	PERKINS MID CAP VALUE F/C T #1167	47103C241		12/1/2008	12/28/2010			23,654	0	14,444	9,210			0	9,210
13	PIMCO TOTAL RETURN FD INST CL	693390700		9/30/2009	3/30/2010			4,268	0	4,229	39			0	39
14	PIMCO TOTAL RETURN FD INST CL	693390700		12/30/2009	3/30/2010			963	0	758	14			0	14
15	PIMCO EMERG MKTS BD-INST #137	693391559		9/30/2009	12/28/2010			282	0	893	70			0	70
16	PIMCO EMERG MKTS BD-INST #137	693391559		3/30/2010	12/28/2010			272	0	272	10			0	10
17	PIMCO EMERG MKTS BD-INST #137	693391559		9/25/2008	12/28/2010			11,782	0	10,265	1,517			0	1,517
18	T ROWE PRICE REAL ESTATE FD	779919109		9/25/2008	3/30/2010			2,028	0	5,411	-3,383			0	-3,383
19	T ROWE PRICE REAL ESTATE FD #122	779919109		3/31/2009	12/28/2010			23,754	0	9,402	14,352			0	14,352
20	T ROWE PRICE REAL ESTATE FD #122	779919109		9/25/2008	12/28/2010			1,998	0	4,670	-2,672			0	-2,672
21	T ROWE PRICE REAL ESTATE FD #122	779919109		12/1/2008	12/28/2010			24,244	0	10,749	13,495			0	13,495
22	ROYCE VALUE PLUS FUND-INV	780905212		12/1/2008	3/30/2010			47	0	28	19			0	19
23	ROYCE VALUE PLUS FUND-INV	780905212		12/1/2008	12/28/2010			17,785	0	9,247	8,538			0	8,538
24	SSGA EMERGING MARKETS FD S #1510	784924425		9/25/2008	12/28/2010			17,687	0	15,888	1,799			0	1,799

Part

	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return	4/15/2010	1	55
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment	9/13/2010	4	26
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	81

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.

NJ does not require 990-PF if contributions are less than \$10,000