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: RICHARD C MARQUARDT FAMILY FOUNDATION

A Employer identification number: 23-2896467

Number and street (or P O box number if mail is not delivered to street address): PO BOX 26 | Room/suite

B Telephone number: 570-586-9237

City or town, state, and ZIP code: WAVERLY, PA 18471-0026

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 ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 1,441,867.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	51.	51.		STATEMENT 1
	4 Dividends and interest from securities	41,665.	41,665.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	21,338.			
	b Gross sales price for all assets on line 6a 855,624.				
	7 Capital gain net income (from Part IV, line 2)		21,338.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	63,054.	63,054.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	390.	0.		0.
	b Accounting fees STMT 4	2,900.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	860.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	10,857.	0.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	15,007.	0.		0.
	25 Contributions, gifts, grants paid	103,945.			103,945.
	26 **Total expenses and disbursements.** Add lines 24 and 25	118,952.	0.		103,945.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-55,898.			
	b **Net investment income** (if negative, enter -0-)		63,054.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	69,838.	60,353.	60,353.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,152.	714.	714.
	10a Investments - U S. and state government obligations STMT 7	197,452.	149,274.	151,930.
	b Investments - corporate stock STMT 8	740,343.	744,184.	858,171.
	c Investments - corporate bonds STMT 9	121,619.	120,915.	122,264.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	227,772.	226,838.	248,435.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,358,176.	1,302,278.	1,441,867.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,358,176.	1,302,278.	
	30 **Total net assets or fund balances**	1,358,176.	1,302,278.	
	31 **Total liabilities and net assets/fund balances**	1,358,176.	1,302,278.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,358,176.
2	Enter amount from Part I, line 27a	2	-55,898.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,302,278.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,302,278.

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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	P	VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	855,624.		834,286.	21,338.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				21,338.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	21,338.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	98,762.	1,355,721.	.072848
2008	44,675.	1,575,326.	.028359
2007	49,025.	1,755,493.	.027927
2006	111,595.	1,690,663.	.066007
2005	74,875.	1,600,647.	.046778

2 Total of line 1, column (d)	2	.241919
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	.048384
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,414,845.
5 Multiply line 4 by line 3	5	68,456.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	631.
7 Add lines 5 and 6	7	69,087.
8 Enter qualifying distributions from Part XII, line 4	8	103,945.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	631.
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	631.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	631.
6 Credits/Payments				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	714.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	714.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	83.
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶	83.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ▶ RICHARD C. MARQUARDT, PRESIDENT Telephone no ▶(570) 586-9237

Located at ▶BDA BLDG SUITE 102 CLARKS SUMMIT, PA ZIP+4 ▶18411

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

		Line	Yes	No
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		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.

			Line	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD C. MARQUARDT B. D. A. BUILDING SUITE 102 ABINGTON CLARKS SUMMIT, PA 18411	PRESIDENT & TREASURER 0.00	0.	0.	0.
SALLY W. MARQUARDT B. D. A. BUILDING SUITE 102 ABINGTON CLARKS SUMMIT, PA 18411	VICE PRESIDENT & SECRETARY 0.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,360,023.
b	Average of monthly cash balances	1b	76,368.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,436,391.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,436,391.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,546.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,414,845.
6	**Minimum investment return.** Enter 5% of line 5	6	70,742.

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

1	Minimum investment return from Part X, line 6	1	70,742.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 631.		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	631.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	70,111.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	70,111.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	70,111.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	103,945.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	103,945.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	631.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	103,314.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				70,111.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006 28,322.				
c From 2007				
d From 2008				
e From 2009 31,852.				
f Total of lines 3a through e	60,174.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 103,945.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				70,111.
e Remaining amount distributed out of corpus	33,834.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	94,008.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	94,008.			
10 Analysis of line 9				
a Excess from 2006 28,322.				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009 31,852.				
e Excess from 2010 33,834.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

RICHARD C. MARQUARDT

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

NONE

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

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

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

SEE STATEMENT 11

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE				103,945.
Total			▶ 3a	103,945.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	51.	
4 Dividends and interest from securities			14	41,665.	
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	21,338.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		63,054.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 63,054.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5-10-11 Title: PRESIDENT & TREASURER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANCIS J. MERKEL, CPA	[signature]	05/06/11		P01249556

Firm's name ▶ MCGRAIL MERKEL QUINN & ASSOCIATES, P.C. Firm's EIN ▶

Firm's address ▶ 1173 CLAY AVENUE SCRANTON, PA 18510 Phone no (570) 961-0345

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

SOURCE	AMOUNT
MERRILL LYNCH	51.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	51.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	41,665.	0.	41,665.
TOTAL TO FM 990-PF, PART I, LN 4	41,665.	0.	41,665.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	390.	0.		0.
TO FM 990-PF, PG 1, LN 16A	390.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,900.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,900.	0.		0.

FORM 990-PF — TAXES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	422.	0.		0.
TAX ON INVESTMENT INCOME	438.	0.		0.
TO FORM 990-PF, PG 1, LN 18	860.	0.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH INVESTMENT EXPENSES	10,857.	0.		0.
TO FORM 990-PF, PG 1, LN 23	10,857.	0.		0.

FORM 990-PF — U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS — STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US T NOTE, 4.5%, 12/30/12	X		16,171.	15,826.
US T NOTE, 6.25%, 8/15/23	X		10,588.	11,312.
US T BOND, 4.75%, 2/15/37	X		5,729.	6,448.
US T BOND, 4.5% 5/15/38	X		16,455.	16,485.
U.S. T NOTE 3.125%, 5/15/19	X		24,534.	26,274.
U.S. T NOTE 2.375%, 1/15/25	X		8,885.	10,329.
U.S. T NOTE 4.375%, 8/15/12	X		5,419.	5,316.
U.S. T NOTE 3.625%, 2/15/20	X		6,901.	7,265.
U.S. T NOTE 3.500%, 5/15/20	X		10,460.	10,244.
U.S. T NOTE 2.625%, 8/15/20	X		12,006.	11,377.
U.S. T NOTE 1.875%, 9/30/17	X		20,904.	19,998.
U.S. T NOTE 4.375%, 11/15/39	X		4,800.	5,027.
U.S. T NOTE 5/15/40	X		6,422.	6,029.
TOTAL U.S. GOVERNMENT OBLIGATIONS			149,274.	151,930.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			149,274.	151,930.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MCDONALDS CORP	13,378.	16,887.
MICROSOFT CORP	27,737.	27,073.
HONEYWELL INTL	20,775.	24,985.
IBM	16,819.	24,215.
APPLE INC	2,735.	6,774.
BRITISH AMN TOBACCO	6,218.	6,915.
CHEVRON CORP	6,342.	7,939.
DSB GROUP HLDGS SPN ADR	2,372.	2,292.
DIRECTV GROUP INC	2,225.	3,394.
GILEAD SCIENCES INC COM	3,236.	2,718.
PRAXAIR INC	4,592.	5,251.
SANOFI AVENTIS SPON ADR	6,040.	5,834.
ACE LIMITED	9,389.	12,450.
AMERICAN WATER WORKS CO	16,214.	18,082.
CARDINAL HEALTH	20,507.	24,902.
COVIDIEN PLC	26,264.	25,341.
DIGITAL RLTY TR INC	16,552.	17,524.
ENBRIDGE INC	9,358.	11,844.
PEPSICO INC	16,844.	17,966.
ROYAL DUTCH SHELL	10,878.	12,667.
UNITED TECH CORP	21,618.	24,797.
WALGREEN CO	26,052.	26,882.
ALTERA CORP	1,323.	2,242.
ANADARDKO PETE CORP	2,237.	3,427.
ASML HLDG NV	1,958.	2,645.
COGNIZANT TECH SOLUTIONS	2,083.	3,151.
DAIMLER A	3,671.	5,271.
HEINEKEN NV	4,607.	6,292.
MTN GROUP LTD SPONS ADR	2,078.	2,541.
NII HLDGS INC	1,336.	3,350.
RIO TINTO PLC	3,912.	6,449.
SOCIETE GENERAL SPN	4,310.	3,250.
SPX CORP	3,895.	4,861.
TIFFANY & CO	2,468.	3,674.
VERTEX PHARMCTLS	1,593.	2,032.
AFLAC INC	10,973.	12,415.
AMERICA MOVIL SAB DE CV ADR	15,264.	17,775.
AMERICAN EXPRESS	17,656.	18,026.
ARCHER DANIELS MIDLD	25,885.	24,064.
AUTOMATIC DATA PROCESSING	11,813.	12,033.
CARNIVAL CORP	9,542.	13,141.
CATERPILLAR INC	22,330.	26,225.
COSTCO WHOLESALE CORP	21,048.	25,274.
GENUINE PARTS CO	16,169.	18,996.
MARATHON OIL CORP	17,738.	19,441.
NOVARTIS ADR	17,257.	18,864.
PRAXAIR INC	10,157.	12,411.

PRICE T ROWE GROUP INC	14,940.	19,685.
SAP AG	21,101.	24,293.
SCHLUMBERGER LTD	13,813.	19,205.
TARGET CORP	11,496.	12,627.
UNITED PARCEL SERVICE	20,131.	24,677.
WISCONSIN ENERGY CORP	14,966.	17,069.
ABB LTD	2,047.	2,582.
ACTIVISION BLIZZARD INC	3,242.	3,545.
CHINA CONSTRUCT UNSPN	2,525.	2,507.
CITIGROUP INC	4,829.	4,981.
CYRELA BRAZIL REALTY	1,657.	1,771.
CYTEC INDUSTRIES	2,677.	2,706.
DOVER CORP	2,394.	2,572.
FOCUS MEDIA HLDG LTD	1,808.	2,434.
FOSTER WHEELER	2,382.	2,382.
GENTING SINGAPORE	1,440.	2,400.
GOLDMAN SACHS GROUP INC	2,019.	2,354.
HENGAN INTL GROUP CO INC	1,179.	1,104.
ICICI BANK LTD	1,725.	2,228.
JULIUS BAER GROUP	2,310.	2,600.
KASIKORNBANK PCL	2,350.	2,303.
LAM RESEARCH CORP	2,119.	2,848.
LAZARD LTD	3,098.	3,278.
LLOYDS BANKING GROUP INC	1,924.	2,376.
MAN GROUP PLC	2,353.	2,598.
MERCADOLIBRE INC	2,172.	2,333.
NISSAN MTR LTD	4,343.	5,024.
NITTO DENKO CORP	3,353.	3,798.
NOVARTIS ADR	7,387.	8,194.
OGX PETROLEO	1,890.	2,055.
ORACLE CORP	4,539.	4,820.
PEPSICO INC	6,431.	6,794.
PHILIP MORRIS INTL INC	4,912.	5,677.
RECKITT BENCKISER GR	5,456.	5,655.
ROGERS COMMUNICATIONS	6,149.	5,714.
SANDS CHINA LTD	3,988.	4,118.
SCHLUMBERGER LTD	2,396.	3,674.
SUMITOMO MITSUI FINL	5,241.	5,838.
SWATCH GROUP AG	3,470.	3,979.
TECK RESOURCES	2,781.	5,256.
TELEFONICA SA SPAIN ADR	5,985.	6,089.
TULLOW OIL PLC	2,248.	2,630.
UBS AG	2,743.	2,553.
VEECO INSTRUMENTS	2,861.	2,578.
VERIZON COMMUNICATIONS	5,594.	6,584.
WEATHERFORD INTL LTD	2,272.	3,101.
TOTAL TO FORM 990-PF, PART II, LINE 10B	744,184.	858,171.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
G.E. NOTE	5,192.	5,345.
JP MORGAN	12,279.	12,769.
TARGET CORP	5,437.	5,265.
CITIGROUP NOTE	11,659.	11,022.
GOLDMAN SACHS NOTE	4,917.	5,385.
PEPSICO 4.625%	5,103.	5,384.
SHELL INT'L FIN. CORP 4%	5,186.	5,321.
CONOCO PHILLIPS 4.6%	5,149.	5,450.
ORACLE CORP 5.25%	5,277.	5,621.
PFIZER INC 5.35%	7,907.	7,869.
VERIZON CORP 4.375%	5,245.	5,345.
COMCAST CORP 5.85%	5,524.	5,620.
AT&T CORP 5.1%	5,395.	5,471.
ANHEUSER-BUSCH INBEV, 3%	3,112.	3,095.
CISCO SYSTEMS, 5.5%	12,511.	12,552.
CREDIT SUISSE, 6.5%	5,525.	5,283.
EKSPORTFINANS, .03%	4,975.	5,160.
KRAFT FOODS INC, 6.25%	2,190.	2,139.
USD ONTARIO PROVIN	5,194.	5,103.
VODAFONE GROUP, 5.5%	3,138.	3,065.
TOTAL TO FORM 990-PF, PART II, LINE 10C	120,915.	122,264.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FNMA	FMV	23,845.	29,027.
FNMA 5.375%	FMV	13,222.	14,928.
FNMA, 5.5%, 2037	FMV	25,571.	29,331.
FHLM 4.5%	FMV	19,760.	20,700.
FNMA 4.5%	FMV	10,469.	12,200.
FNMA 5%	FMV	25,364.	30,112.
FNMA 5.5%	FMV	35,500.	38,163.
FNMA 5% 2024	FMV	8,215.	8,104.
FNMA, 4.5%, 2039	FMV	35,073.	35,850.
FNMA, 1.0%, 2012	FMV	15,953.	16,105.
FNMA, 4.0%, 2040	FMV	13,866.	13,915.
TOTAL TO FORM 990-PF, PART II, LINE 13		226,838.	248,435.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RICHARD C. MARQUARDT
B.D.A. BUILDING SUITE 102 ABINGTON EXECUTIVE PARK
CLARKS SUMMIT, PA 18411

TELEPHONE NUMBER

570-586-9237

FORM AND CONTENT OF APPLICATIONS

REQUESTS ON LETTERHEAD OF ORGANIZATION, DIRECT MAIL SOLICITATIONS, PHONE SOLICITATIONS ALL FOLLOWED BY RECEIPT OF LETTER OF ACKNOWLEDGMENT FROM THE ORGANIZATION AS REQUIRED BY THE IRS SUBSTANTIATION RULES

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

RICHARD C MARQUARDT FAMILY FOUNDATION
FORM 990PF - RETURN OF PRIVATE FOUNDATION
EIN # 23-2896467
DECEMBER 31, 2010

PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

LINE 2 - CAPITAL GAIN NET INCOME OR NET CAPITAL LOSS

	DATE ACQUIRED	DATE SOLD	SALES # OF SHRS	SALES AMOUNT	SALES GROSS PROCEEDS	GAIN (LOSS)
ACE LIMITED	4/27/2009	11/24/2010	31	1,455 36	2,143 56	688 20
ACTIVISION BLIZZARD INC	7/22/2010	12/10/2010	119	1,353 88	1,449 58	95 70
AFLAC INC	3/1/2010	11/24/2010	30	1,496 33	1,611 27	114 94
AIR PRODUCTS & CHEMICALS	VARIOUS	3/5/2010	155	12,570 23	11,300 14	(1,270 09)
ALLERGAN INC	6/29/2009	4/16/2010	41	1,903 60	2,529 38	625 78
ALTERA CORP	9/17/2009	VARIOUS	84	1,763 78	2,326 07	562 29
ALTRIA GROUP INC	VARIOUS	3/3/2010	174	2,699 97	3,538 81	838 84
AMERICA MOVIL SAB DE CV ADR	5/14/2010	11/24/2010	30	1,477 12	1,718 37	241 25
AMERICAN EAGLE OUTFITTERS	6/3/2009	9/21/2010	234	3,540 79	3,388 14	(152 65)
AMERICAN WTR WKS CO	12/28/2009	11/24/2010	45	1,007 06	1,110 13	103 07
AMGEN INC COM	VARIOUS	VARIOUS	74	3,964 49	4,090 84	126 35
ANADARDKO PETE CORP	8/7/2009	6/10/2010	45	2,237 37	1,738 47	(498 90)
APACHE CORP	12/9/2009	11/12/2010	187	17,218 08	20,506 07	3,287 99
APPLE INC	12/3/2008	VARIOUS	8	747 23	1,819 19	1,071 96
ARCELORMITTAL SA	VARIOUS	1/26/2010	87	2,495 16	3,609 55	1,114 39
AUTOMATIC DATA PROC	11/12/2010	11/24/2010	20	908 73	913 38	4 65
AVON PROD INC	VARIOUS	4/23/2010	750	24,505 29	25,012 08	506 79
AXA SPONS ADR	5/10/2010	8/12/2010	134	2,488 05	2,239 11	(248 94)
BAKER HUGHES INC	3/5/2010	9/28/2010	295	15,027 30	12,012 20	(3,015 10)
BANK NEW YORK MELLON	10/28/2009	VARIOUS	110	3,026 69	3,135 09	108 40
BASF SE	VARIOUS	1/14/2010	92	2,839 01	5,645 09	2,806 08
BNP PARIBAS SPONSORD ADR	1/7/2009	1/6/2010	74	1,689 42	3,035 24	1,345 82
BP PLC	VARIOUS	5/24/2010	64	3,209 32	2,717.98	(491 34)
BRITISH AMN TOBACO SPADR	2/20/2008	12/21/2010	11	790 89	845 90	55 01
CANON INC	5/8/2009	VARIOUS	52	1,788 49	2,379 60	591 11
CARDINAL HEALTH	12/9/2009	11/24/2010	79	2,492 41	2,843 16	350 75
CARNIVAL CORP	1/27/2010	11/24/2010	35	1,171 80	1,478 82	307 02
CATERPILLAR INC	9/28/2010	11/24/2010	15	1,196 25	1,267 63	71 38
CHINA CONSTRUCT UNSPN	2/26/2010	11/2/2010	27	510 49	1,342 58	832 09
CHINA LIFE INS	VARIOUS	2/25/2010	45	2,408 18	2,963 80	555 62
CNOOC LTC ADR	VARIOUS	1/26/2010	23	3,858 31	3,240 97	(617 34)
COGNIZANT TECH SOLUTIONS	12/16/2009	VARIOUS	27	1,192 87	1,736 96	544 09
COSTCO WHOLESALE CRP	4/23/2010	11/24/2010	65	3,908 92	4,387 43	478 51
CREDIT SUISSE GP SP ADR	VARIOUS	VARIOUS	112	4,919 74	4,910 15	(9 59)
CUMMINS INC	VARIOUS	VARIOUS	92	3,643 62	5,990 40	2,346 78
CYRELA BRAZIL REALTY	2/9/2010	11/1/2010	6	1,420 53	1,569 32	148 79
DAIMLER A	VARIOUS	VARIOUS	63	2,601 33	4,003 12	1,401 79
DELL INC	8/28/2009	10/29/2010	187	3,180 18	2,659 89	(520 29)
DEUTSCHE LUFT AG SPN	9/3/2009	6/1/2010	126	1,947 92	1,654 64	(293 28)
DIGITAL RLTY TR INC	12/9/2009	9/28/2010	68	3,268 05	4,193 49	925 44
DIRECTV GROUP INC	7/9/2008	VARIOUS	62	1,623 07	2,276 48	653 41
DISCOVER FINANCIAL SNCS	VARIOUS	12/7/2010	187	2,698 25	3,537 51	839 26
DONALDSON CO	VARIOUS	9/28/2010	560	23,402 53	26,340 16	2,937 63
DREAMWORKS ANIMATION	2/25/2010	6/24/2010	76	3,219 47	2,144 68	(1,074 79)
E ON AG	VARIOUS	2/25/2010	126	8,078 42	4,372 81	(3,705 61)
ENBRIDGE INC	12/9/2009	VARIOUS	190	8,460 36	9,348 71	888 35
FOCUS MEDIA HLDG LTD	1/25/2010	VARIOUS	55	895 85	1,286 62	390 77
FOMENTO ECNMCO MEX	8/26/2009	2/12/2010	56	2,171 60	2,309 38	137 78
GENERAL MILLS	12/9/2009	VARIOUS	670	22,949 04	25,137 92	2,188 88
GENTING SINGAPORE	8/13/2010	10/7/2010	9	462 85	692 99	230 14
GENUINE PARTS CO	8/10/2010	11/24/2010	25	1,092 50	1,218 23	125 73
HEWLETT PACKARD CO DEL	VARIOUS	VARIOUS	465	16,637 56	19,584 41	2,946 85
HEWLETT PACKARD CO DEL	VARIOUS	10/29/2010	82	4,129 20	3,473 25	(655 95)
HONEYWELL INTL INC	VARIOUS	VARIOUS	283	12,626 43	12,560 11	(66 32)
IBM	2/12/2007	11/24/2010	15	1,529 00	2,187 56	658 56
ICICI BANK LTD	5/5/2010	10/7/2010	34	1,332 99	1,743 52	410 53
ING GP NV SPSD ADR	5/28/2010	11/4/2010	245	1,953 63	2,742 82	789 19
INTEL CORP	VARIOUS	8/31/2010	207	4,139 65	3,672 91	(466 74)
JPMORGAN & CHASE CO	VARIOUS	4/22/2010	91	3,536 56	4,055 04	518 48

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PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

LINE 2 - CAPITAL GAIN NET INCOME OR NET CAPITAL LOSS

			SALES			
	DATE ACQUIRED	DATE SOLD	# OF SHRS	AMOUNT	GROSS PROCEEDS	GAIN (LOSS)
JUPITER TELECOM	VARIOUS	VARIOUS	34	2,349 58	2,458 34	108 76
LOLLIARD INC	VARIOUS	8/20/2010	39	2,543 91	2,915 18	371 27
MARATHON OIL CORP	11/12/2010	11/24/2010	35	1,182 52	1,182 98	0 46
MCDONALDS CORP	12/9/2009	VARIOUS	63	3,831 02	4,792 78	961 76
MCKESSON CORP COM	VARIOUS	3/1/2010	380	20,891 78	22,864 31	1,972 53
MERCK INC	VARIOUS	VARIOUS	98	2,689 62	3,628 46	938 84
MICROSOFT CORP	VARIOUS	VARIOUS	192	4,652 31	4,896 28	243 97
MITSUI CO	VARIOUS	9/2/2010	16	4,193 13	4,160 97	(32 16)
MOHAWK INDUSTRIES	2/26/2010	7/7/2010	43	2,179 08	1,898 68	(280 40)
MORGAN STANLEY	VARIOUS	5/19/2010	90	2,775 45	2,438 20	(337 25)
MTN GROUP LTD-SPONS ADR	10/2/2009	12/8/2010	61	1,043 43	1,125 03	81 60
NATL BK GREECE SA SPNADR	12/2/2009	2/5/2010	326	2,168 72	1,246 64	(922 08)
NESTLE S A REP RG SH ADR	VARIOUS	VARIOUS	141	2,393 72	7,251 50	4,857 78
NII HLDGS INC	5/15/2009	12/21/2010	21	374 19	944 97	570 78
NISSAN MTR LTD	2/3/2010	11/2/2010	55	901 29	941 71	40 43
NOMURA HLDGS INC	VARIOUS	VARIOUS	432	3,079 60	2,664 72	(414 88)
NYSE EURONEXT	6/1/2009	9/8/2010	58	1,789 14	1,701 95	(87 19)
OMNICOM CORP	6/18/2010	9/28/2010	310	11,868 66	12,278 94	410 28
PEPISCO INC	1/6/2010	VARIOUS	23	1,422 17	1,500 44	78 27
PEPSICO INC	12/9/2009	6/18/2010	120	7,336 74	7,748 59	411 85
PFIZER INC	VARIOUS	VARIOUS	276	4,951 42	4,072 47	(878 95)
PHARM PROD DEV INC	8/10/2010	9/28/2010	465	11,409 01	11,113 31	(295 70)
PHILIP MORRIS INTL INC	3/3/2010	VARIOUS	35	1,772 52	2,070 79	298 27
PPL CORPORATION	12/9/2009	3/1/2010	370	11,504 00	10,730 86	(773 14)
PRAXAIR INC	3/5/2010	11/24/2010	30	2,343 90	2,770 15	426 25
PRICE T ROWE GROUP INC	8/10/2010	11/24/2010	45	2,204 30	2,654 96	450 66
QUEST DIAGNOSTICS	VARIOUS	8/10/2010	300	17,641 78	14,507 78	(3,134 00)
ROYAL DUTCH SHELL	12/9/2010	VARIOUS	211	12,080 28	11,620 05	(460 23)
SANDVIK AB	VARIOUS	1/7/2010	185	1,193 93	2,266 54	1,072 61
SAP AG	8/26/2010	11/24/2010	20	879.22	962 18	82 96
SCHLUMBERGER LTD	9/28/2010	11/24/2010	65	3,903 73	5,011 42	1,107 69
STAPLES INC	12/9/2009	8/10/2010	724	17,238 37	14,372 83	(2,865 54)
STERLITE INDUSTRIES	10/30/2009	7/7/2010	125	2,062 04	1,726 10	(335 94)
SUNTRUST BKS INC	VARIOUS	8/25/2010	95	1,408 56	2,187 85	779 29
TARGET CORP	9/28/2010	11/24/2010	5	273 73	284 74	11 01
TELEFONICA SA SPAIN	VARIOUS	5/14/2010	225	18,838 58	12,533 29	(6,305 29)
TEXAS INSTRUMENTS	VARIOUS	8/26/2010	895	22,132 40	21,356 40	(776 00)
TIFFANY & CO	VARIOUS	5/7/2010	42	1,704 27	2,304 70	600 43
TIME WARNER	VARIOUS	VARIOUS	104	3,287 91	4,933 26	1,645 35
TIME WARNER INC	12/9/2009	1/27/2010	372	10,726 71	9,913 86	(812 85)
TIMKEN COMPANY	VARIOUS	VARIOUS	89	2,216 58	3,590 20	1,373 62
TORCHMARK CORP	12/9/2009	3/1/2010	266	11,474 84	12,501 89	1,027 05
TOTAL S A SP ADR	VARIOUS	5/6/2010	60	4,072 66	2,982 74	(1,089 92)
TRANSOCEAN INC	VARIOUS	6/1/2010	62	7,577 87	3,147 83	(4,430 04)
TULLOW OIL PLC	6/11/2010	9/3/2010	74	623 03	660 02	36 99
UNITED PARCEL SERVICE	3/1/2010	11/24/2010	45	2,664 33	3,138 70	474 37
UNITED TECH CORP	12/9/2009	6/18/2010	88	5,894 02	6,040 22	146 20
VODAFONE GROUP PLC	VARIOUS	2/10/2010	180	3,145 82	3,892 22	746 40
VOLVO AKTIEBOLAGET	6/17/2010	11/15/2010	174	2,069 50	2,439 93	370 43
WADDELL & REED FINL	12/9/2009	VARIOUS	810	23,000 89	19,929 16	(3,071 73)
WASTE MANAGEMENT	12/9/2009	3/1/2010	695	23,003 18	23,179 09	175 91
WELLS FARGO & CO	VARIOUS	8/25/2010	163	4,499 86	3,885 74	(614 12)
WISCONSIN ENERGY CORP	3/1/2010	11/24/2010	15	774 08	899 83	125 75
ZURICH FINL SVCS SPN ADR	VARIOUS	1/7/2010	197	3,304 47	4,391 28	1,086 81
CISCO SYSTEMS INC 5 5% 2/22/16	5/3/2010	11/24/2010	2,000	2,274 73	2,353 48	78 75
CITIGROUP INC , 6 5%, 1/18/11	3/9/2007	11/24/2010	1,000	1,059 87	1,031 23	(28 64)
CREDIT SUISSE 6 5% 1/15/12	5/3/2010	11/24/2010	1,000	1,104 91	1,085 09	(19 82)
EKSPORTFINANS, 03 000% 11/17/14	1/6/2010	12/1/2010	1,000	994 98	1,044 03	49 05
FED HOME LN MTG 4 5%, 7/15/13	2/19/2008	11/24/2010	3,000	3,119 96	3,334 60	214 64
FNMA 5 375%, 7/15/16	8/14/2006	VARIOUS	13,000	13,221 65	14,768 73	1,547 08
FNMA 5 50%,2037	VARIOUS	11/24/2010	12,000	6,338 18	5,515 19	(822 99)
FNMA 5 5%, 2036	9/15/2008	11/24/2010	9,000	5,494 11	4,215 70	(1,278 41)

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PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

LINE 2 - CAPITAL GAIN NET INCOME OR NET CAPITAL LOSS

	DATE ACQUIRED	DATE SOLD	SALES # OF SHRS	SALES AMOUNT	SALES GROSS PROCEEDS	GAIN (LOSS)
FNMA 3 625%, 8/15/11	VARIOUS	3/25/2010	4,000	4,086 42	4,173 99	87 57
FNMA 4 5%,2039	1/26/2010	11/24/2010	5,000	5,069 70	4,697 94	(371 76)
FNMA 1 0% 4/04/12	3/25/2010	11/24/2010	2,000	1,994 13	2,016 49	22 36
G E NOTE 5%, 2/1/13	7/20/2005	VARIOUS	15,000	15,574 62	16,383 33	808 71
GOLDMAN SACHS 5 15%, 1/15/14	6/7/2007	VARIOUS	3,000	2,950 05	3,210 71	260 66
JP MORGAN BOND,5 125%,9/15/14	7/20/2005	11/24/2010	4,000	4,092 88	4,343 11	250 23
KRAFT FOODS INC 6 250% 6/1/12	7/14/2010	12/29/2010	1,000	1,095 17	1,047 62	(47 55)
PEPSICO 4 625%,2/15/13	11/21/2008	12/1/2010	1,000	1,020 60	1,094 51	73 92
SHELL INT'L FIN CO 4 000% 3/21/14	4/14/2009	VARIOUS	7,000	7,260 03	7,455 47	195 44
CONOCOPHILLIPS 4 600% 1/15/15	5/21/2009	12/1/2010	1,000	1,029 76	1,121 22	91 46
USD ONTARIO PROVINCE 2 625% 1/20/12	7/12/2010	12/2/2010	1,000	1,038 84	1,031 89	(6 95)
PFIZER INC 5 350% 3/15/15	7/21/2009	12/1/2010	1,000	1,129 60	1,152 10	22 50
VERIZON CORP 4 375% 3/1/12	7/21/2009	12/1/2010	1,000	1,049 08	1,073 89	24 81
COMCAST CORP 5 850% 11/15/15	10/29/2009	12/1/2010	1,000	1,104 81	1,142 30	37 49
AT&T INC 5 100% 9/15/14	10/29/2009	12/1/2010	1,000	1,078 99	1,115 99	37 00
U S T NOTE 2 125% 1/31/10	VARIOUS	1/6/2010	15,000	15,285 28	15,157 82	(127 46)
U S T NOTE 1 875% 2/28/14	3/24/2009	1/26/2010	20,000	20,203 36	20,101 67	(101 69)
U S T NOTE 3 125% 5/15/19	6/11/2009	VARIOUS	20,000	18,872 50	19,673 13	800 63
U S T NOTE 2 750% 2/15/19	VARIOUS	7/8/2010	11,000	10,926 73	11,030 38	103 65
U S T NOTE 2 375% 1/15/25	2/3/2009	11/24/2010	1,000	1,110 66	1,340 35	229 69
U S T NOTE 1 000% 9/30/11	10/29/2009	10/28/2010	18,000	18,037 40	18,140 01	102 61
U S T NOTE 4 375% 8/15/12	5/3/2010	11/24/2010	1,000	1,083 81	1,079 75	(4 06)
U S T NOTE 3 625% 2/15/20	3/25/2010	11/24/2010	1,000	985 80	1,082 61	96 81
U S T NOTE 1 000% 12/31/11	1/6/2010	10/28/2010	6,000	5,996 22	6,070 75	74 53
U S T NOTE 3 5% 5/15/20	7/12/2010	11/24/2010	2,000	2,092 08	2,121 33	29 25
U S T NOTE 2 625% 8/15/20	10/28/2010	11/24/2010	2,000	2,001 04	1,975 25	(25 79)
U S T NOTE 1 875% 9/30/17	10/28/2010	11/24/2010	3,000	2,986 25	2,950 12	(36 13)
U S T NOTE 5 125% 5/15/16	11/24/2010	12/13/2010	8,000	9,455 46	9,246 02	(209 44)
U S T NOTE 4 5%, 4/30/12	5/9/2007	11/24/2010	2,000	2,069 33	2,123 08	53 75
U S T NOTE 6 250%, 8/15/23	VARIOUS	VARIOUS	6,000	7,058 87	7,752 51	693 64
U S T NOTE 4 00%, 4/15/10	VARIOUS	3/25/2010	17,000	17,269 68	17,337 94	68 26
U S T BOND 4 5%, 5/15/38	8/19/2008	11/24/2010	1,000	1,028 43	1,050 41	21 98
U S T BOND 4 375% 11/15/39	1/6/2010	11/24/2010	1,000	960 02	1,022 86	62 84
U S T BOND 4 375% 5/15/40	7/12/2010	11/24/2010	2,000	2,140 69	2,043 54	(97 15)
U S T NOTE 2 875%, 6/30/10	7/16/2008	6/30/2010	11,000	11,111 29	11,000 00	(111 29)
U S T NOTE, 3 875%,5/15/18	7/16/2008	5/3/2010	8,000	8,020 82	8,429 76	408 94
CASH IN LIEU			0	0 00	30 00	30 00
			263,398	834,285 81	855,623 67	21,337 86

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PART X - MINIMUM INVESTMENT RETURN

Line 1a. - Average monthly fair market value of securities

		Average	
January 1	1,361,260		
January 31	1,338,775	1,350,017.54	
February 28	1,359,313	1,349,043.86	
March 31	1,398,180	1,378,746.31	
April 30	1,401,735	1,399,957 29	
May 31	1,315,000	1,358,367.37	
June 30	1,267,660	1,291,330.11	
July 31	1,347,741	1,307,700.78	
August 31	1,321,109	1,334,425 32	
September 30	1,415,830	1,368,469.68	
October 31	1,430,925	1,423,377.79	
November 30	1,352,974	1,391,949.46	
December 31	1,380,799	1,366,886.45	
		16,320,271.95 /12 =	1,360,023

Line 1b - Average monthly cash balances

		Average	
January 1	69,838		
January 31	62,654	66,246.13	
February 28	64,170	63,412.23	
March 31	64,241	64,205.62	
April 30	67,765	66,003.21	
May 31	78,145	72,955.23	
June 30	97,870	88,007.47	
July 31	75,669	86,769.22	
August 31	76,014	75,841 53	
September 30	57,168	66,591 10	
October 31	67,401	62,284.14	
November 30	140,217	103,808.73	
December 31	60,353	100,285.09	
		916,409.67 /12 =	76,368

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Part XV - Grants and contributions paid during the year

Recipient Name and Address	If recipient is an individual, show any relationship to any Foundation Manager or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
a) Paid during the year				
The Commonwealth Medical College 150 N. Washington Avenue Scranton, PA 18503	N/A	PUBLIC	To further designated work of Organization	$20,000 00
Covenant Presbyterian Church 550 Madison Avenue Scranton, PA 18510	N/A	PUBLIC	To further designated work of Organization	$13,000 00
Dalton Fire Company 109 South Turnpike Road Dalton, PA 18414	N/A	PUBLIC	To further designated work of Organization	$200 00
Everhart Museum 1901 Mulberry Street Scranton, PA 18510	N/A	PUBLIC	To further designated work of Organization	$250 00
First Presbyterian Church 520 Royal Palm Blvd, Vero Beach, FL 32963	N/A	PUBLIC	To further designated work of Organization	$22,700 00
Girl Scouts in the Heart of Pennsylvania 350 Hale Avenue Harrisburg, PA 17104	N/A	PUBLIC	To further designated work of Organization	$250 00
The Hill School 717 E High St Pottstown, PA 19464	N/A	PUBLIC	To further designated work of Organization	$1,000.00
Johns Hopkins University 3400 North Charles Street Baltimore, MD 21218-2680	N/A	PUBLIC	To further designated work of Organization	$195 00
John's Island Foundation PO Box 8323 Indian River Shores, FL 32963	N/A	PUBLIC	To further designated work of Organization	$1,000 00
Johnson College 3427 N Main Avenue Scranton, PA 18508	N/A	PUBLIC	To further designated work of Organization	$1,000.00
Junior Achievement of NEPA 27 Memorial Drive West Bethlehem, PA 18015-3086	N/A	PUBLIC	To further designated work of Organization	$500 00
Keystone College 1 College Green La Plume, Pa 18440	N/A	PUBLIC	To further designated work of Organization	$1,000 00
The Lackawanna Historical Society 232 Monroe Avenue Scranton, PA 18510	N/A	PUBLIC	To further designated work of Organization	$150 00

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Part XV - Grants and contributions paid during the year

Recipient Name and Address	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
Memorial Sloan-Kettering Cancer Center 1275 York Avenue New York, NY 10065	N/A	PUBLIC	To further designated work of Organization	$200.00
Northeastern PA Philharmonic 957 Broadcast Center Avoca, PA 18453	N/A	PUBLIC	To further designated work of Organization	$250 00
Penn State University - Worthington 120 Ridge View Road Dunmore, PA 18512	N/A	PUBLIC	To further designated work of Organization	$10,000 00
Riverside Theater 3250 Riverside Park Drive Vero Beach, FL 32963	N/A	PUBLIC	To further designated work of Organization	$5,000 00
Scranton Area Foundation Bank Towers, Sixth Floor 321 Spruce Street Scranton, PA 18503	N/A	PUBLIC	To further designated work of Organization	$1,000 00
United Way of Lackawanna County 615 Jefferson Avenue Scranton, PA 18510	N/A	PUBLIC	To further designated work of Organization	$18,000 00
University of Scranton Monroe Ave & Linden Street Scranton, PA 18510	N/A	PUBLIC	To further designated work of Organization	$1,000 00
Vero Beach Museum of Art 3001 Riverside Park Drive Vero Beach, FL 32963	N/A	PUBLIC	To further designated work of Organization	$5,000 00
Waverly Community House 1115 N. Abington Rd Waverly, PA 18471	N/A	PUBLIC	To further designated work of Organization	$2,000 00
Women's Resource Center P O Box 975 Scranton, PA 18501	N/A	PUBLIC	To further designated work of Organization	$250 00
				$103,945 00