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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2010

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

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 <b>LANGWORTHY FOUNDATION C/O PNC BANK, N. A. - AGENT FOR TRUSTEES</b>		A Employer identification number <b>23-6207359</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>1600 MARKET STREET - TAX DEPARTMENT</b>	Room/suite	B Telephone number <b>(215) 585-5597</b>
City or town, state, and ZIP code <b>PHILADELPHIA, PA 19103-7240</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 1,544,798.</b> (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		49,506.	49,506.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<2,917.>			
b Gross sales price for all assets on line 6a		191,879.			
7 Capital gain net income (from Part IV, line 2)			0.		
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		46,589.	49,506.		
13 Compensation of officers, directors, trustees, etc.		16,395.	16,395.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes		284.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		16,679.	16,395.		0.
25 Contributions, gifts, grants paid		100,000.			100,000.
26 Total expenses and disbursements. Add lines 24 and 25		116,679.	16,395.		100,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<70,090.>			
b Net investment income (if negative, enter -0-)			33,111.		
c Adjusted net income (if negative, enter -0-)				N/A	

**LANGWORTHY FOUNDATION**

Form 990-PF (2010)

**C/O PNC BANK, N. A. - AGENT FOR TRUSTEES**

**23-6207359**

Page 2

<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	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			
	10a Investments - U.S. and state government obligations <b>STMT 3</b>	0.	156,872.	158,048.
	b Investments - corporate stock <b>STMT 4</b>	308,139.	287,584.	415,528.
	c Investments - corporate bonds <b>STMT 5</b>	429,641.	98,509.	109,953.
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other <b>STMT 6</b>	638,058.	762,763.	861,269.
14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
<b>16 Total assets (to be completed by all filers)</b>	<b>1,375,838.</b>	<b>1,305,728.</b>	<b>1,544,798.</b>	
<b>Liabilities</b>	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 ▶)				
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31</b>			
	27 Capital stock, trust principal, or current funds	1,375,838.	1,305,728.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
<b>30 Total net assets or fund balances</b>	<b>1,375,838.</b>	<b>1,305,728.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>1,375,838.</b>	<b>1,305,728.</b>		

**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)	1,375,838.
2 Enter amount from Part I, line 27a	<70,090.>
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	1,305,748.
5 Decreases not included in line 2 (itemize) ▶ <b>ADJUSTMENT TO BOOK CARRYING VALUE</b>	20.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,305,728.

**LANGWORTHY FOUNDATION**

Form 990-PF (2010)

**C/O PNC BANK, N. A. - AGENT FOR TRUSTEES**

**23-6207359**

Page 3

**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.)
<b>1a SEE ATTACHED GAIN/LOSS REPORT</b>	<b>P</b>		
<b>b LONG-TERM CAPITAL GAIN DISTRIBUTIONS</b>	<b>P</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)
<b>a</b> 191,876.		194,796.	<2,920.>
<b>b</b> 3.			3.
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))
<b>a</b>			<2,920.>
<b>b</b>			3.
c			
d			
e			

<b>2</b> Capital gain net income or (net capital loss) <span style="float:right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>	2	<2,917.>
<b>3</b> 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	100,673.	1,432,454.	.070280
2008	156,140.	1,727,148.	.090403
2007	110,838.	1,894,884.	.058493
2006	112,287.	1,772,409.	.063353
2005	90,580.	1,746,945.	.051851

<b>2</b> Total of line 1, column (d)	2	.334380
<b>3</b> 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	.066876
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,469,246.
<b>5</b> Multiply line 4 by line 3	5	98,257.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	331.
<b>7</b> Add lines 5 and 6	7	98,588.
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	100,000.

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.

**LANGWORTHY FOUNDATION**

Form 990-PF (2010)

**C/O PNC BANK, N. A. - AGENT FOR TRUSTEES**

**23-6207359**

Page 4

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

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		<b>1</b>	<b>331.</b>
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		<b>2</b>	<b>0.</b>
<b>3</b> Add lines 1 and 2		<b>3</b>	<b>331.</b>
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		<b>4</b>	<b>0.</b>
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		<b>5</b>	<b>331.</b>
<b>6</b> Credits/Payments:			
<b>a</b> 2010 estimated tax payments and 2009 overpayment credited to 2010		<b>6a</b>	<b>836.</b>
<b>b</b> Exempt foreign organizations - tax withheld at source		<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)		<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld		<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d		<b>7</b>	<b>836.</b>
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		<b>8</b>	
<b>9</b> <b>Tax due</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>		<b>9</b>	
<b>10</b> <b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>		<b>10</b>	<b>505.</b>
<b>11</b> Enter the amount of line 10 to be: <b>Credited to 2011 estimated tax</b> <b>505.</b> <b>Refunded</b>		<b>11</b>	<b>0.</b>

**Part VII-A Statements Regarding Activities**

	<b>Yes</b>	<b>No</b>
<b>1a</b> 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?		<b>X</b>
<b>1b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>		<b>X</b>
<b>c</b> Did the foundation file Form 1120-POL for this year?		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <b>\$ 0.</b> (2) On foundation managers. <b>\$ 0.</b>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <b>\$ 0.</b>		
<b>2</b> 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>	<b>2</b>	<b>X</b>
<b>3</b> 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>	<b>3</b>	<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<b>4a</b>	<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	<b>X</b>
<b>6</b> 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?	<b>6</b>	<b>X</b>
<b>7</b> 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>	<b>7</b>	<b>X</b>
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>NJ</b>		
<b>b</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>	<b>8b</b>	<b>X</b>
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i>	<b>9</b>	<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<b>10</b>	<b>X</b>

Form **990-PF** (2010)

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address <b>N/A</b>	13		
14	The books are in care of <b>PNC BANK, N. A. - TAX DEPARTMENT</b> Telephone no. <b>(215) 585-5597</b> Located at <b>1600 MARKET STREET, PHILADELPHIA, PA</b> ZIP+4 <b>19103-7240</b>			
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 <b>15</b> <b>N/A</b>			
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? 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	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>N/A</b>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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: _____ 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.) <b>N/A</b> c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____	2b	
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) <b>N/A</b>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?	4a	X
	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

6b

X

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		16,395.	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 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	1,491,620.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,491,620.
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	1,491,620.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,374.
5	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,469,246.
6	<b>Minimum investment return</b> Enter 5% of line 5	6	73,462.

**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	73,462.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	331.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	331.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	73,131.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	73,131.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	73,131.

**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	100,000.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	100,000.
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	331.
6	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	6	99,669.

**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				73,131.
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				
c From 2007				
d From 2008	40,087.			
e From 2009	29,704.			
f Total of lines 3a through e	69,791.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 100,000.				
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				73,131.
e Remaining amount distributed out of corpus	26,869.			
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	96,660.			
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	96,660.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008	40,087.			
d Excess from 2009	29,704.			
e Excess from 2010	26,869.			

**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)

**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

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>b</b> 85% of line 2a				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:				
<b>a</b> "Assets" alternative test - enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
<b>c</b> "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).)

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 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:

**THE LANGWORTHY FOUNDATION COMMITTEE, C/O COLLIE L. HUTTER, CHAIRPERSON**  
**2151 LOCKHEED WAY, CARSON CITY, NV 89706**

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

**IN WRITING**

- c** Any submission deadlines:

NONE

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

NONE







REPORT: TMS-TX-23  
BANK 35 PNC BANK (35)  
REGION 42 NEW JERSEY  
OFFICE 001 PERSONAL SERVICE

ACCOUNT 3879486 LANGWORTHY FOUNDATION IMA  
GAIN/LOSS FED/STE REPORT INTERNAL USE ONLY  
FROM: 01/01/10 TO: 12/31/10

PAGE: 1  
RUN DATE: 04/12/11

TAX	OR-OFF	SERIAL	SEQ	LOT#	DATES	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL	STATE
CODE											G/L	G/L
ASSET 055622104 BP PLC												
SPONSORED ADR												
830	000	40868-00001	00000	05/22/09	06/14/10			50.000	1,545.28	2,391.50	846.22-L	846.22-L
830	000	40868-00001	00000	06/23/09	06/14/10			100.000	3,090.57	4,689.00	1,598.43-S	1,598.43-L
830	000	40868-00001	00000	01/14/09	06/14/10			150.000	4,635.85	6,462.75	1,826.90-L	1,826.90-L
TOTAL-SHORT									9,271.70	13,543.25	1,598.43-	.00
TOTAL-LONG											2,673.12-	4,271.55-
ASSET 209615BT9 CONSOLIDATED NAT GAS CO												
NT												
829	000	40988-00002	00000	03/04/99	10/15/10			50,000.000	50,000.00	48,759.00	1,241.00 L	1,241.00 L
TOTAL-LONG									50,000.00	48,759.00	1,241.00	1,241.00
ASSET 30231G102 EXXON MOBIL CORP												
833	000	40896-00001	00000	10/17/85	07/15/10			.940	55.71	6.43	49.28 L	49.28 L
TOTAL-LONG									55.71	6.43	49.28	49.28
ASSET 35906A108 FRONTIER COMMUNICATIONS CO												
833	000	40897-00001	00000	01/14/09	07/16/10			.012	.09	.10	.01-L	.01-L
TOTAL-LONG									.09	.10	.01-	.01-
ASSET 38141G104 GOLDMAN SACHS GROUP INC												
830	000	40827-00001	00000	06/23/09	05/04/10			50.000	7,548.37	6,986.00	562.37 S	562.37 L
TOTAL-SHORT									7,548.37	6,986.00	562.37	.00
TOTAL-LONG											.00	562.37
ASSET 441812GA6 HOUSEHOLD FIN CORP												
NT												
829	000	40914-00006	00000	02/23/99	08/01/10			50,000.000	50,000.00	50,409.00	409.00-L	409.00-L
TOTAL-SHORT									50,000.00	50,409.00	409.00-L	409.00-L
TOTAL-LONG												

REPORT: TMS-TX-23  
BANK 35 PNC BANK (35)  
REGION 42 NEW JERSEY  
OFFICE 001 PERSONAL SERVICE

GAIN/LOSS FED/STE REPORT INTERNAL USE ONLY  
ACCOUNT 3879486 LANGWORTHY FOUNDATION IMA  
FROM: 01/01/10 TO: 12/31/10

PAGE: 2  
RUN DATE: 04/12/11

TAX CODE	OR-OFF ASSET	SERIAL	SEQ LOT#	ACQUIRED	TRADE	G A I N / L O S S I N F O R M A T I O N					STATE G/L
ASSET 441812GA6 (CONT'D)						UNITS	PROCEEDS	TAX COST	FEDERAL G/L		
TOTAL-LONG						50,000.000	50,000.00	50,409.00	409.00-	409.00-	
ASSET 585510CG3 MELLON FINL CO NT											
829	000	40747-00004	00000	08/03/98	02/15/10	50,000.000	50,000.00	49,982.50	17.50 L	17.50 L	
TOTAL-LONG						50,000.000	50,000.00	49,982.50	17.50	17.50	
ASSET 912828JV3 USA TREASURY NOTES USN											
829	000	41065-00004	00000	10/19/09	12/31/10	25,000.000	25,000.00	25,109.46	109.46-L	109.46-L	
TOTAL-LONG						25,000.000	25,000.00	25,109.46	109.46-	109.46-	
STATE LISTED SALES-TOTAL LONG						175,350.952	191,875.87	194,795.74	.00	2,919.87-	
FEDERAL LISTED SALES-TOTAL SHORT						150.000	10,638.94	11,675.00	1,036.06-	.00	
LONG						175,200.952	181,236.93	183,120.74	1,883.81-	.00	
CAPITAL GAIN DISTRIBUTIONS									3.41 L	3.41 L	
GRAND TOTAL-SHORT -LONG						175,350.952	191,875.87	194,795.74	1,036.06- 1,880.40-	.00 2,919.87-	
CARRYOVER (CURRENT )									.00 S	.00 S	
									.00 M	.00 M	
									.00 L	.00 L	



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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DOMESTIC DIVIDENDS	19,695.	0.	19,695.
DOMESTIC DIVIDENDS	5,391.	0.	5,391.
DOMESTIC INTEREST	20,906.	0.	20,906.
FOREIGN DIVIDENDS	420.	0.	420.
U. S. GOVERNMENT INTEREST	3,094.	0.	3,094.
TOTAL TO FM 990-PF, PART I, LN 4	49,506.	0.	49,506.

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FORM 990-PF	TAXES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL ESTIMATED EXCISE TAX FORM 990-PF 12/31/2010	125.	0.		0.
FEDERAL ESTIMATED EXCISE TAX FORM 990-PF 12/31/2010	159.	0.		0.
TO FORM 990-PF, PG 1, LN 18	284.	0.		0.

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FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	3
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
UNITED STATES GOVERNMENT AGENCIES	X		156,872.	158,048.
TOTAL U.S. GOVERNMENT OBLIGATIONS			156,872.	158,048.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			156,872.	158,048.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	4
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK	287,584.	415,528.
TOTAL TO FORM 990-PF, PART II, LINE 10B	287,584.	415,528.

FORM 990-PF	CORPORATE BONDS	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	98,509.	109,953.
TOTAL TO FORM 990-PF, PART II, LINE 10C	98,509.	109,953.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CASH EQUIVALENTS	COST	320,169.	320,169.
MUTUAL FUNDS - EQUITY	COST	316,980.	407,404.
MUTUAL FUNDS - FIXED	COST	125,615.	133,696.
ROUNDING ADJUSTMENT	COST	<1.>	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		762,763.	861,269.

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## STATEMENT OF INVESTMENTS

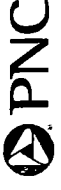
AS OF 12/31/10

ACCOUNT  
35-42-001-3879486

LANGWORTHY FOUNDATION IMA

PAGE 2

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
<b>CASH EQUIVALENTS</b>								
293,791.470	BLACKROCK LIQUIDITY FUNDS TEMPFUND	293,791.47	293,791.47	293,791.47	19.018	35.25	0.012	1.000
	ADMINISTRATION SHARES #H1							
26,377.060	BLACKROCK LIQUIDITY FUNDS TEMPFUND	26,377.06	26,377.06	26,377.06	1.707	3.17	0.012	1.000
	ADMINISTRATION SHARES #H1 (INCOME INVESTMENT)							
	<b>TOTAL CASH EQUIVALENTS</b>	<u>320,168.53</u>	<u>320,168.53</u>	<u>320,168.53</u>	<u>20.725</u>	<u>38.42</u>	<u>0.012</u>	
<b>U.S. GOVERNMENT AGENCIES</b>								
50,000.000	FEDERAL NATL MTG ASSN NOTES	52,085.45	52,085.45	51,054.00	3.305	3,000.00	5.876	102.108
	06.000% DUE 05/15/2011							
50,000.000	FEDERAL NATL MTG ASSN NTS	52,667.45	52,667.45	53,403.50	3.457	3,062.50	5.735	106.807
	06.125% DUE 03/15/2012							
50,000.000	FEDERAL HOME LOAN BANK BDS	52,119.35	52,119.35	53,590.50	3.469	2,875.00	5.365	107.181
	05.750% DUE 05/15/2012							
	<b>TOTAL U.S. GOVERNMENT AGENCIES</b>	<u>156,872.25</u>	<u>156,872.25</u>	<u>158,048.00</u>	<u>10.231</u>	<u>8,937.50</u>	<u>5.655</u>	
<b>CORPORATE BONDS</b>								
50,000.000	PPG INDS INC NTS	47,962.00	47,962.00	52,992.50	3.430	3,437.50	6.487	105.985
	06.875% DUE 02/15/2012							



## STATEMENT OF INVESTMENTS

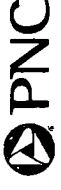
AS OF 12/31/10

ACCOUNT  
35-42-001-3879486

LANGWORTHY FOUNDATION IMA

PAGE 3

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
50,000.000	WAL MART STORES INC DEB 07.250% DUE 06/01/2013	50,546.50	50,546.50	56,960.50	3.687	3,625.00	6.364	113.921
	TOTAL CORPORATE BONDS	98,508.50	98,508.50	109,953.00	7.117	7,062.50	6.423	
	COMMON STOCK							
300.000	AT&T INC	7,418.00	7,418.00	8,814.00	0.571	516.00	5.854	29.380
200.000	ABBOTT LABORATORIES INC	9,472.88	9,472.88	9,582.00	0.620	384.00	4.008	47.910
300.000	AMERICAN EXPRESS CO	7,005.00	7,005.00	12,876.00	0.834	216.00	1.678	42.920
400.000	BANK OF AMERICA CORP	4,519.43	4,364.00	5,336.00	0.345	16.00	0.300	13.340
150.000	BECTON DICKINSON & CO	9,970.00	9,970.00	12,678.00	0.821	246.00	1.940	84.520
150.000	BEST BUY CO INC	5,367.50	5,367.50	5,143.50	0.333	90.00	1.750	34.290
500.000	BRISTOL MYERS SQUIBB CO	10,647.50	10,647.50	13,240.00	0.857	660.00	4.985	26.480
200.000	CHEVRON CORPORATION	8,558.40	6,813.00	18,250.00	1.181	576.00	3.156	91.250
150.000	CLOROX CO	8,446.00	8,446.00	9,492.00	0.614	330.00	3.477	63.280
150.000	COCA COLA CO	6,384.75	6,384.75	9,865.50	0.639	282.00	2.858	65.770
100.000	COLGATE-PALMOLIVE CO	6,255.50	6,255.50	8,037.00	0.520	232.00	2.887	80.370
300.000	CONOCOPHILLIPS	13,687.75	13,687.75	20,430.00	1.323	792.00	3.877	68.100
200.000	CONSOLIDATED EDISON INC	7,266.00	7,266.00	9,914.00	0.642	480.00	4.842	49.570





## STATEMENT OF INVESTMENTS

AS OF 12/31/10

ACCOUNT  
35-42-001-3879486

LANGWORTHY FOUNDATION IMA

PAGE 4

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
300.000	DOMINION RESOURCES INC VA	9,297.00	9,297.00	12,816.00	0.830	591.00	4.611	42.720
412.000	EXXON MOBIL CORP	11,209.74	11,959.77	30,125.44	1.950	725.12	2.407	73.120
150.000	FREEMONT MCHORAN COPPER & GOLD INC	7,011.00	7,011.00	18,013.50	1.166	150.00	0.833	120.090
72.000	FRONTIER COMMUNICATIONS CO	567.30	567.31	700.56	0.045	54.00	7.708	9.730
600.000	GENERAL ELECTRIC CO	6,976.73	6,976.73	10,974.00	0.710	336.00	3.062	18.290
200.000	GENERAL MILLS INC	5,856.50	5,856.50	7,118.00	0.461	224.00	3.147	35.590
400.000	HUDSON CITY BANCORP INC	4,684.00	4,684.00	5,096.00	0.330	240.00	4.710	12.740
100.000	INTERNATIONAL BUSINESS MACHS CORP	8,287.50	8,287.50	14,676.00	0.950	260.00	1.772	146.760
200.000	JPMORGAN CHASE & CO	7,270.00	7,270.00	8,484.00	0.549	200.00	2.357	42.420
200.000	JOHNSON & JOHNSON	11,345.38	11,345.38	12,370.00	0.801	432.00	3.492	61.850
150.000	MC DONALDS CORP	8,609.25	8,609.25	11,514.00	0.745	366.00	3.179	76.760
150.000	MEDCO HEALTH SOLUTIONS INC	7,459.85	7,459.85	9,190.50	0.595	0.00	0.000	61.270
150.000	NEXTERA ENERGY INC	8,455.01	8,455.01	7,798.50	0.505	330.00	4.232	51.990
200.000	NORFOLK SOUTHERN CORP	7,676.25	7,676.25	12,564.00	0.813	320.00	2.547	62.820
150.000	PPG INDUSTRIES INC	6,204.00	6,204.00	12,610.50	0.816	330.00	2.617	84.070
150.000	PEPSICO INC	7,622.25	7,622.25	9,799.50	0.634	288.00	2.939	65.330



## STATEMENT OF INVESTMENTS

AS OF 12/31/10

ACCOUNT  
35-42-001-3879486

PAGE 5

LANGWORTHY FOUNDATION IMA

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
150.000	PHILIP MORRIS INTERNAT-W/I	7,268.60	7,268.60	8,779.50	0.568	384.00	4.374	58.530
200.000	PROCTER & GAMBLE CO	11,475.00	11,475.00	12,866.00	0.833	420.00	3.264	64.330
200.000	SCHLUMBERGER LTD SEDOL 2779201 ISIN AN8068571086	11,050.92	11,050.92	16,700.00	1.081	200.00	1.198	83.500
150.000	UNION PACIFIC CORP	8,529.85	8,529.85	13,899.00	0.900	228.00	1.640	92.660
200.000	UNITED TECHNOLOGIES CORP	10,078.25	10,078.25	15,744.00	1.019	340.00	2.160	78.720
300.000	VERIZON COMMUNICATIONS INC	8,417.60	8,417.59	10,734.00	0.695	585.00	5.450	35.780
300.000	WELLS FARGO & COMPANY	7,233.00	7,233.00	9,297.00	0.602	60.00	0.645	30.990
	TOTAL COMMON STOCK	287,583.69	286,432.89	415,528.00	26.898	11,883.12	2.860	
	MUTUAL FUNDS - FIXED							
500.000	ISHARES BARCLAYS TR U S TIP ETF	50,731.84	50,523.00	53,760.00	3.480	1,530.00	2.846	107.520
2,013.000	SPDR BARCLAYS CAP HIGH YIELD BD ETF	74,883.60	74,883.60	79,936.23	5.175	6,983.10	8.736	39.710
	TOTAL MUTUAL FUNDS - FIXED	125,615.44	125,406.60	133,696.23	8.655	8,513.10	6.367	
	MUTUAL FUNDS - EQUITY							
2,000.418	HARBOR INTERNATIONAL FUND CLASS INS	85,217.80	85,217.80	121,125.31	7.841	2,060.43	1.701	60.550
6,016.847	JP MORGAN US LARGE CAP CORE PLUS FUND CLASS S	100,000.00	100,000.00	124,368.23	8.051	421.18	0.339	20.670



## STATEMENT OF INVESTMENTS

AS OF 12/31/10

ACCOUNT  
35-42-001-3879486

LANGWORTHY FOUNDATION IMA

PAGE 6

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
950.000	SPDR S&P 500 ETF TRUST	91,163.19	90,151.00	119,462.50	7.733	2,222.05	1.860	125.750
400.000	VANGUARD INDUSTRIALS ETF	24,485.00	24,485.00	25,928.00	1.678	340.40	1.313	64.820
200.000	VANGUARD MATERIALS ETF	16,114.00	16,114.00	16,520.00	1.069	360.80	2.184	82.600
	TOTAL MUTUAL FUNDS - EQUITY	<u>316,979.99</u>	<u>315,967.80</u>	<u>407,404.04</u>	<u>26.372</u>	<u>5,404.86</u>	<u>1.327</u>	
	TOTAL INVESTMENTS	1,305,728.40	1,303,356.57	1,544,797.80	100.000	41,839.50	2.708	
	CASH	0.00	0.00	0.00				
	TOTAL ASSETS	1,305,728.40	1,303,356.57	1,544,797.80				
	INCOME CASH			0.00				



FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PNC BANK, N.A. 1600 MARKET STREET PHILADELPHIA, PA 191037240	AGENT FOR TRUSTEE 0.00	16,395.	0.	0.
NORMA S. LANGWORTHY C/O PNC BANK, N.A. - 1600 MARKET ST. PHILADELPHIA, PA 191037240	TRUSTEE 1.00	0.	0.	0.
COLLIE L. HUTTER C/O PNC BANK, N.A. - 1600 MARKET ST. PHILADELPHIA, PA 191037240	TRUSTEE 1.00	0.	0.	0.
WILSON B. LANGWORTHY C/O PNC BANK, N.A. - 1600 MARKET ST. PHILADELPHIA, PA 191037240	TRUSTEE 1.00	0.	0.	0.
KEITH C. LANGWORTHY C/O PNC BANK, N.A. - 1600 MARKET ST. PHILADELPHIA, PA 191037240	TRUSTEE 1.00	0.	0.	0.
LESLIE BELLER C/O PNC BANK, N.A. - 1600 MARKET ST. PHILADELPHIA, PA 191037240	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		16,395.	0.	0.