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

OMB No 1545-0052

Treated as a Private Foundation

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

2011

For calendar year 2011 or tax year beginning

05/01, 2011, and ending

04/30, 2012

Name of foundation LUDWICK FDN. 1525002110		A Employer identification number 23-6256408
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (314) 418-2643
City or town, state, and ZIP code ST. LOUIS, MO 63166		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization. ☒ 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) \$ 4,841,590.	J Accounting method: ☒ 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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	131,085.	131,085.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-75.			
	b Gross sales price for all assets on line 6a	862,564.			
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)					
11 Other income (attach schedule)	206.		206.	STMT 1	
12 Total. Add lines 1 through 11	131,216.	131,085.	206.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	750.	NONE	NONE	750.
	c Other professional fees (attach schedule) STMT 3	4,131.			4,131.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	3,811.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	5,492.			5,492.
	24 Total operating and administrative expenses. Add lines 13 through 23	14,184.	NONE	NONE	10,373.
	25 Contributions, gifts, grants paid	214,000.			214,000.
26 Total expenses and disbursements. Add lines 24 and 25	228,184.	NONE	NONE	224,373.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-96,968.				
b Net investment income (if negative, enter -0-)		131,085.			
c Adjusted net income (if negative, enter -0-)			206.		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	9,615.	176,504.	176,504.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	449,813.		
	b	Investments - corporate stock (attach schedule)	1,632,872.	1,818,827.	4,665,086.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,092,300.	1,995,331.	4,841,590.	
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
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 and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds	2,092,300.	1,995,331.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	2,092,300.	1,995,331.	
31	Total liabilities and net assets/fund balances (see instructions)	2,092,300.	1,995,331.		

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	2,092,300.
2	Enter amount from Part I, line 27a	2	-96,968.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,995,332.
5	Decreases not included in line 2 (itemize) ▶	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,995,331.

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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 PUBLICLY TRADED SECURITIES					
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 857,841.		862,639.	-4,798.		
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			-4,798.		
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	-75.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	223,825.	4,391,695.	0.050966
2009	227,772.	4,142,926.	0.054979
2008	307,455.	4,321,950.	0.071138
2007	312,613.	5,754,840.	0.054322
2006	284,374.	5,470,159.	0.051986
2 Total of line 1, column (d)			2 0.283391
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.056678
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 4,585,648.
5 Multiply line 4 by line 3			5 259,905.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,311.
7 Add lines 5 and 6			7 261,216.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 224,373.

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	2,622.
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	
3 Add lines 1 and 2		3	2,622.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,622.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,450.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,450.	
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	172.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>US BANK NA</u> Telephone no <u>(314) 418-2643</u> Located at <u>PO BOX 387, ST LOUIS, MO</u> ZIP + 4 <u>63166</u>			
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 <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>				

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?	☐ 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 instructions)?	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes	☒ No
If "Yes," list the years <u></u>		
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)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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 2011 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 2011)	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 2011?	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)? (see instructions) ☐ 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)? ☐ Yes ☒ NoOrganizations 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? ☐ 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? ☐ Yes ☒ No

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? ☐ Yes ☒ No**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 (see instructions).

(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 9		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,655,480.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,655,480.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,655,480.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	69,832.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,585,648.
6	Minimum investment return. Enter 5% of line 5	6	229,282.

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	229,282.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,622.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,622.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	226,660.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	226,660.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	226,660.

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	224,373.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	224,373.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	224,373.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				226,660.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				NONE
b From 2007				17,191.
c From 2008				96,639.
d From 2009				25,872.
e From 2010				8,679.
f Total of lines 3a through e	148,381.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 224,373.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				224,373.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	2,287.			2,287.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	146,094.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	146,094.			
10 Analysis of line 9:				
a Excess from 2007	14,904.			
b Excess from 2008	96,639.			
c Excess from 2009	25,872.			
d Excess from 2010	8,679.			
e Excess from 2011				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a 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 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

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 24				
Total			▶ 3a	214,000.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations)

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). (See instructions.)
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NOT APPLICABLE

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

- | | | |
|---|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | Yes | No |
| | | |
| | | |
| 1a(1) | | X |
| 1a(2) | | X |
| | | |
| 1b(1) | | X |
| 1b(2) | | X |
| 1b(3) | | X |
| 1b(4) | | X |
| 1b(5) | | X |
| 1b(6) | | X |
| 1c | | X |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

8-23-12
Date

▶ TRUSTEE
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date:

Check ☐ if self-employed

PTIN

JAMES W. NELSON

Firm's name ▶ U.S. BANK N.A.

Firm's FIN ▶

Phone no 314-418-2643

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions) <i>(Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month)</i>	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2011 and before 7/1/2011	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{365}$ x 4%	22			
23 Number of days on line 20 after 6/30/2011 and before 10/1/2011	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{365}$ x 4%	24			
25 Number of days on line 20 after 9/30/2011 and before 1/1/2012	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{365}$ x 3%	26			
27 Number of days on line 20 after 12/31/2011 and before 4/1/2012	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{366}$ x 3%	28			
29 Number of days on line 20 after 3/31/2012 and before 7/1/2012	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{366}$ x *	30			
31 Number of days on line 20 after 6/30/2012 and before 10/1/2012	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{366}$ x *	32			
33 Number of days on line 20 after 9/30/2012 and before 1/1/2013	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{366}$ x *	34			
35 Number of days on line 20 after 12/31/2012 and before 2/16/2013	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35}}{365}$ x *	36			
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37			
38 Penalty Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33, or the comparable line for other income tax returns	38			

*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Part II Annualized Income Installment Method

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>4</u> months	First <u>7</u> months	First <u>10</u> months
20 Annualization periods (see instructions) . . .	20				
21 Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items)	21	28,528.	40,332.	71,514.	100,433.
22 Annualization amounts (see instructions) . .	22	6.00000	3.00000	1.71429	1.20000
23a Annualized taxable income. Multiply line 21 by line 22	23a	171,168.	120,996.	122,596.	120,520.
b Extraordinary items (see instructions) . . .	23b				
c Add lines 23a and 23b	23c	171,168.	120,996.	122,596.	120,520.
24 Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return)	24	3,423.	2,420.	2,452.	2,410.
25 Enter any alternative minimum tax for each payment period (see instructions)	25				
26 Enter any other taxes for each payment period (see instructions)	26				
27 Total tax. Add lines 24 through 26	27	3,423.	2,420.	2,452.	2,410.
28 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)	28				
29 Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29	3,423.	2,420.	2,452.	2,410.
30 Applicable percentage	30	25%	50%	75%	100%
31 Multiply line 29 by line 30	31	856.	1,210.	1,839.	2,410.

Part III Required Installments

		1st installment	2nd installment	3rd installment	4th installment
Note: Complete lines 32 through 38 of one column before completing the next column					
32 If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32	856.	1,210.	1,839.	2,410.
33 Add the amounts in all preceding columns of line 38 (see instructions)	33		656.	1,210.	1,839.
34 Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-	34	856.	554.	629.	571.
35 Enter 25% of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	35	656.	656.	656.	654.
36 Subtract line 38 of the preceding column from line 37 of the preceding column . . .	36			102.	129.
37 Add lines 35 and 36	37	656.	656.	758.	783.
38 Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions) . . .	38	656.	554.	629.	571.

Form **2220** (2011)

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	ADJUSTED NET INCOME -----
FEDERAL TAX REFUND	206.	206.
TOTALS	206.	206.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	750.			750.
TOTALS	750.	NONE	NONE	750.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
CUSTODIAN & MANAGEMENT FEES (A	4,131.	4,131.
TOTALS	4,131.	4,131.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX PAYMENT - PRIOR YE	1,361.
FEDERAL ESTIMATES - PRINCIPAL	2,450.

TOTALS	3,811.
	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER ALLOCABLE EXPENSE-PRINCI

5,492.

5,492.

TOTALS

5,492.

5,492.

LUDWICK FDN. 1525002110

23-6256408

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION

US TREAS NT 4.875% 5/31/11
US TREAS NT 4.50% 3/31/12

TOTALS

LUDWICK FDN. 1525002110

23-6256408

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
AT&T INC	145,591.	360,365.
BP PLC SPONS ADR	29,474.	93,028.
BOEING CO COM	42,995.	345,600.
CONOCOPHILIPS		286,520.
CONSTELLATION ENERGY GRP INC		
DUPONT EI DE NEMOURS & CO		171,607.
EXXON MOBIL CORP	541.	431,700.
GENERAL ELEC CO	20,932.	195,800.
IBM CORP	68,947.	496,992.
LINCOLN NATL CORP	50,660.	99,080.
NATIONAL FUEL GAS CO	31,990.	132,496.
PFIZER INC	62,980.	45,800.
UNITED TECHNOLOGIES CORP	26,472.	489,840.
WELLS FARGO CO	7,431.	32,312.
VANGUARD SHORT TERM BD	1,084,856.	1,104,184.
VANGUARD TOTAL BD MKT	244,736.	268,544.
EXELON CORPORATION	1,222.	111,218.
	-----	-----
TOTALS	1,818,827.	4,665,086.
	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

COST ADJ

1.

TOTAL

1.

=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

SUSAN W CATHERWOOD

ADDRESS:

622 ROSE LANE

BRYN MAWR, PA 19010

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:

RHONDA R COHEN

ADDRESS:

7309 HURON LANE

PHILADELPHIA, PA 19119

TITLE:

VICE PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:

WILLIAM M DAVISON 4TH

ADDRESS:

1204 NARCISSA ROAD

BLUE BELL, PA 19422

TITLE:

VICE PRESIDENT & TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:

MARGARET M CHIN

ADDRESS:

29 BROOKWOOD DRIVE

VOORHEES, NJ 08043

TITLE:

BOARD OF TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

WILLIAM L CONRAD

ADDRESS:

303 BRENTFORD ROAD
HAVERFORD, PA 19041

TITLE:

BOARD OF TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:

BRUCE GILL

ADDRESS:

515 OLD LANCASTER ROAD
HAVERFORD, PA 19041

TITLE:

BOARD OF TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:

DEBRA A KAHN

ADDRESS:

100 PENN SQUARE EAST
PHILADELPHIA, PA 19107

TITLE:

BOARD OF TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:

ROGER W MOSS

ADDRESS:

219 SOUTH 6TH STREET
PHILADELPHIA, PA 19106

TITLE:

SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

PHILIP PRICE JR

ADDRESS:

8003 NAVAJO STREET
PHILADELPHIA, PA 19118

TITLE:

BOARD OF TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:

HUGH A A SARGENT

ADDRESS:

623 GYPSY HILL CIRCLE
LOWER GYWNEDD, PA 19002

TITLE:

BOARD OF TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:

LEA SHERK

ADDRESS:

624 SPRUCE STREET
PHILADELPHIA, PA 19106

TITLE:

BOARD OF TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:

TRINA VAUX

ADDRESS:

320 CAVERSHAM ROAD
BRYN MAWR, PA 19010

TITLE:

BOARD OF TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

ACADEMY OF NATURAL
SCIENCES OF PHILADELPHIA

ADDRESS:

1900 BENJAMIN FRANKLIN
PHILADELPHIA, PA 19103

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

SCHOOL DISTRICT OF
PHILADELPHIA

ADDRESS:

3200 W LEHIGH AV
PHILADELPHIA, PA 19132

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

UNIVERSITY OF PA MUSEUM
OF ARCHAEOLOGY

ADDRESS:

33RD & SPRUCE ST
PHILADELPHIA, PA 19104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
ATHENAEUM OF PHILADELPHIA
ADDRESS:
219 S SIXTH ST
PHILADELPHIA, PA 19106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
PROJECT FORWARD LEAP
ADDRESS:
1706 RACE ST
PHILADELPHIA, PA 19103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
BLACK PEARL CHAMBER ORCHESTRA
ADDRESS:
6757 GREENE STREET SUITE 130
PHILADELPHIA, PA 19119
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

BREAKTHROUGH OF GREATER
PHILADELPHIA

ADDRESS:

34 W COULTER ST
PHILADELPHIA, PA 19144

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

ESF DREAM CAMP FOUNDATION

ADDRESS:

750 E HAVERFORD RD
BRYN MAWR, PA 19010

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

MIGHTY WRITERS

ADDRESS:

1501 CHRISTIAN ST
PHILADELPHIA, PA 19146

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

PEOPLES EMERGENCY CENTER

ADDRESS:

325 NORTH 39TH ST

PHILADELPHIA, PA 19104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

SQUASHSMARTS INC

ADDRESS:

3890 N 10TH STREET

PHILADELPHIA, PA 19140

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

WYCK ASSOCIATION

ADDRESS:

6026 GERMANTOWN AVE

PHILADELPHIA, PA 19144

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
ASAP / AFTER SCHOOL ACTIVITIES
PARTNERSHIPS
ADDRESS:
1520 LOCUST ST
PHILADELPHIA, PA 19102-4407
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
ASTRAL ARTISTS
ADDRESS:
230 SOUTH BROAD STREET STE 300
PHILADELPHIA, PA 19102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
BIG PICTURE ALLIANCE
ADDRESS:
4732 STENTON AVE
PHILADELPHIA, PA 19144
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,500.

=====

RECIPIENT NAME:

HOPE PARTNERSHIP FOR EDUCATION

ADDRESS:

2143 N 6TH STREET 2ND FLOOR

PHILADELPHIA, PA 19122

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

INTERNATIONAL BALLET EXCHANGE

ADDRESS:

38 E SCHOOL HOUSE LN

PHILADELPHIA, PA 19144

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

LITTLE KIDS ROCK INC

ADDRESS:

362 POMPTON AVENUE

CEDAR GROVE, NJ 07009

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,500.

=====

RECIPIENT NAME:

MONELL CHEMICAL SENSES CENTER

ADDRESS:

3500 MARKET STREET

PHILADELPHIA, PA 19104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

MUSICOPIA INC

ADDRESS:

2001 MARKET STREET STE 3100

PHILADELPHIA, PA 19103

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

PHILADELPHIA MUSEUM OF ART

ADDRESS:

PO BOX 7646

PHILADELPHIA, PA 19101-7646

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

STEPPINGSTONE SCHOLARS INC

ADDRESS:

230 SOUTH BROAD ST

PHILADELPHIA, PA 19102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

EPISCOPAL COMMUNITY

SERVICES

ADDRESS:

101 E ROOSEVELT BLVD

PHILADELPHIA, PA 19120-4243

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

PHILADELPHIA CARES

ADDRESS:

100 S BROAD ST STE 620

PHILADELPHIA, PA 19110-1017

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
JOHN BARTRAM ASSOCIATION
ADDRESS:
54TH ST & LINDBERGH BLVD
PHILADELPHIA, PA 19143
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:
MANN CENTER FOR THE
PERFORMING ARTS
ADDRESS:
123 S BROAD ST STE 1930
PHILADELPHIA, PA 19109-1026
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
PUBLIC CITIZENS FOR
CHILDREN AND YOUTH
ADDRESS:
SEVEN BENJAMIN FRANKLIN
PHILADELPHIA, PA 19103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

PHILADELPHIA FUTURES
FOR YOUTH

ADDRESS:

230 BROAD ST
PHILADELPHIA, PA 19102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

PHILADELPHIA YOUNG
PLAYWRIGHTS

ADDRESS:

7 BENJAMIN FRANKLIN PKWY
PHILADELPHIA, PA 19103

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

SAMUEL S FLEISHER ART
MEMORIAL INC

ADDRESS:

PO BOX 7646
PHILADELPHIA, PA 19101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 6,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

SCHUYKILL CENTER FOR
ENVIROMENTAL EDUCATION

ADDRESS:

HAGYS MILL RD
PHILADELPHIA, PA 19019

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

THE ROCK SCHOOL FOR
DANCE EDUCATION

ADDRESS:

1101 S BROAD ST
PHILADELPHIA, PA 19147

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

SETTLEMENT MUSIC SCHOOL

ADDRESS:

4910 WYNNEFIELD AVE
PHILADELPHIA, PA 19131-2616

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
WAGNER FREE INSTITUTE OF
SCIENCE
ADDRESS:
1700 W MONTGOMERY AVE
PHILADELPHIA, PA 19121-3227
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
PHILADELPHIA READS
ADDRESS:
470 N 2ND ST
PHILADELPHIA, PA 19123
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:
IPRAXIS
ADDRESS:
3624 MARKET STREET
PHILADELPHIA, PA 19104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 6,000.

LUDWICK FDN. 1525002110

23-6256408

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

WHITE WILLIAMS SCHOLARS

ADDRESS:

215 S BROAD ST

PHILADELPHIA, PA 19107

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

TOTAL GRANTS PAID:

214,000.

=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No. 1545-0092

2011

Name of estate or trust

LUDWICK FDN. 1525002110

Employer identification number

23-6256408

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

- b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b **1b** NONE
- 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 **2**
- 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts **3**
- 4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet **4** ()
- 5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back **5** NONE

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					4,723.

- b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b **6b** -4,798.
- 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 **7**
- 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts **8**
- 9 Capital gain distributions **9**
- 10 Gain from Form 4797, Part I **10**
- 11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet **11** ()
- 12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back **12** -75.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		NONE
14	Net long-term gain or (loss):			
a	Total for year	14a		-75.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		-75.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	(75)
a	The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

LUDWICK FDN. 1525002110

Employer identification number

23-6256408

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 381.85 WELLS FARGO ADV MNY	04/12/2011	05/26/2011	382.00	382.00	
213709. WELLS FARGO ADV MN	05/31/2011	06/06/2011	213,709.00	213,709.00	
500. WELLS FARGO ADV MNY M	05/31/2011	06/06/2011	500.00	500.00	
351.62 WELLS FARGO ADV MNY	05/31/2011	06/28/2011	352.00	352.00	
2124.87 WELLS FARGO ADV MN	05/31/2011	07/20/2011	2,125.00	2,125.00	
1159.77 WELLS FARGO ADV MN	05/31/2011	07/26/2011	1,160.00	1,160.00	
3158.62 WELLS FARGO ADV MN	05/31/2011	08/08/2011	3,159.00	3,159.00	
343.47 WELLS FARGO ADV MNY	05/31/2011	08/29/2011	343.00	343.00	
358.12 WELLS FARGO ADV MNY	05/31/2011	09/08/2011	358.00	358.00	
327.23 WELLS FARGO ADV MNY	05/31/2011	09/27/2011	327.00	327.00	
665. WELLS FARGO ADV MNY M	05/31/2011	10/12/2011	665.00	665.00	
750. WELLS FARGO ADV MNY M	05/31/2011	10/19/2011	750.00	750.00	
326.02 WELLS FARGO ADV MNY	05/31/2011	10/26/2011	326.00	326.00	
330.14 WELLS FARGO ADV MNY	05/31/2011	11/28/2011	330.00	330.00	
332.86 WELLS FARGO ADV MNY	05/31/2011	12/29/2011	333.00	333.00	
513. WELLS FARGO ADV MNY M	05/31/2011	01/10/2012	513.00	513.00	
336.45 WELLS FARGO ADV MNY	05/31/2011	01/26/2012	336.00	336.00	
339.36 WELLS FARGO ADV MNY	05/31/2011	02/28/2012	339.00	339.00	
131103.82 WELLS FARGO ADV	09/21/2011	03/22/2012	131,104.00	131,104.00	
54851.18 WELLS FARGO ADV M	03/06/2012	03/22/2012	54,851.00	54,851.00	
343.78 WELLS FARGO ADV MNY	03/07/2012	03/27/2012	344.00	344.00	
142. WELLS FARGO ADV MNY M	03/07/2012	04/04/2012	142.00	142.00	
377.82 WELLS FARGO ADV MNY	03/07/2012	04/26/2012	378.00	378.00	

1b Total Combine the amounts in column (f). Enter here and on Schedule D, line 1b **NONE**

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Employer identification number

23-6256408

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	-4,798.00
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Schedule D-1 (Form 1041) 2011