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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
LANGWORTHY FOUNDATION
C/O PNC BANK, N. A. - AGENT FOR TRUSTEES

A Employer identification number
23-6207359

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1600 MARKET STREET - TAX DEPARTMENT

B Telephone number
(215)585-5597

City or town, state, and ZIP code
PHILADELPHIA, PA 19103-7240

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] 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: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 1,492,660.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	43,207.	43,207.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	285,289.			
b Gross sales price for all assets on line 6a 1,602,167.				
7 Capital gain net income (from Part IV, line 2)		285,289.		
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	328,496.	328,496.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	14,431.	14,431.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 2	700.	0.		700.
c Other professional fees				
17 Interest				
18 Taxes STMT 3	777.	4.		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	15,908.	14,435.		700.
25 Contributions, gifts, grants paid	100,000.			100,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	115,908.	14,435.		100,700.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	212,588.			
b **Net investment income** (if negative, enter -0-)		314,061.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	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	104,787.		
	b	Investments - corporate stock STMT 5	287,584.	357,365.	397,974.
	c	Investments - corporate bonds	98,509.		
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 6	747,185.	1,095,553.	1,094,686.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	1,238,065.	1,452,918.	1,492,660.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,238,065.	1,452,918.	
	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.	
	30	**Total net assets or fund balances**	1,238,065.	1,452,918.	
	31	**Total liabilities and net assets/fund balances**	1,238,065.	1,452,918.	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,238,065.
2	Enter amount from Part I, line 27a	2	212,588.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3	2,265.
4	Add lines 1, 2, and 3	4	1,452,918.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,452,918.

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	1,602,167.		1,316,878.	285,289.

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				
b				
c				
d				
e				285,289.

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 } 2 285,289.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2011	102,100.	1,495,402.	.068276
2010	99,669.	1,469,246.	.067837
2009	100,673.	1,432,454.	.070280
2008	156,140.	1,727,148.	.090403
2007	110,838.	1,894,884.	.058493

2	**Total** of line 1, column (d)	2	.355289
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	.071058
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,464,886.
5	Multiply line 4 by line 3	5	104,092.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,141.
7	Add lines 5 and 6	7	107,233.
8	Enter qualifying distributions from Part XII, line 4	8	100,700.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	6,281.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	6,281.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	6,281.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	640.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	7,221.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	7,861.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,580.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,580. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? N/A	13		

Website address ▶ N/A

14 The books are in care of ▶ PNC BANK, N. A. - TAX DEPARTMENT Telephone no. ▶ (215) 585-5597

Located at ▶ 1600 MARKET STREET, PHILADELPHIA, PA ZIP+4 ▶ 19103-7240

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		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	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		14,431.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

Part IX-B **Summary of Program-Related Investments**

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

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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	1,487,194.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,487,194.
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	1,487,194.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,308.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,464,886.
6	**Minimum investment return** Enter 5% of line 5	6	73,244.

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	73,244.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 6,281.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	6,281.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	66,963.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	66,963.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	66,963.

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	100,700.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	100,700.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	100,700.

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.

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12-05-12

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				66,963.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008 40,087.				
c From 2009 29,704.				
d From 2010 26,869.				
e From 2011 27,968.				
f **Total** of lines 3a through e	124,628.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 100,700.				
a Applied to 2011, 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 2012 distributable amount				66,963.
e Remaining amount distributed out of corpus	33,737.			
5 Excess distributions carryover applied to 2012 (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	158,365.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	158,365.			
10 Analysis of line 9:				
a Excess from 2008 40,087.				
b Excess from 2009 29,704.				
c Excess from 2010 26,869.				
d Excess from 2011 27,968.				
e Excess from 2012 33,737.				

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 2012, 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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
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 or e-mail 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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ROUNDABOUT THEATER COMPANY, INC. 231 W. 39TH STREET - SUITE 1200 NEW YORK, NY 10018		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	100,000.
Total			▶ **3a**	100,000.
b *Approved for future payment* NONE				
Total			▶ **3b**	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	43,207.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	285,289.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		328,496.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 328,496.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Signature of officer or trustee COLLIE L. HUTTER | 7-23-13 Date | ▶ TRUSTEE Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOHN C. REILLY		6-20-2013		P00053054
Firm's name ▶ PNC BANK, N.A.			Firm's EIN ▶ 22-1146430	
Firm's address ▶ 1600 MARKET ST, PO BOX 42933 PHILADELPHIA, PA 19103-7240			Phone no. 215-585-5597	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED GAIN/LOSS REPORT	P		
b	LONG-TERM CAPITAL GAIN DISTRIBUTIONS	P		
c	ADJUSTMENT LONG-TERM CAPITAL GAIN DISTRIBUTIONS	P		
d	SHORT-TERM CAPITAL GAIN DISTRIBUTIONS	P		
e	PROCEEDS CLASS ACTION SETTLEMENTS	P		
f	PROCEEDS CLASS ACTION SETTLEMENTS	P		
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	1,592,393.		1,316,878.	275,515.
b	5,445.			5,445.
c	439.			439.
d	2,713.			2,713.
e	1,132.			1,132.
f	45.			45.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				275,515.
b				5,445.
c				439.
d				2,713.
e				1,132.
f				45.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	285,289.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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: 01/01/12 TO: 12/31/12

RUN DATE: 04/08/13

TAX CODE	OR-OFF	SERIAL	SEQ	LOT#	DATES ACQUIRED	DATES TRADE	UNITS	PROCEEDS	TAX COST	GAIN/LOSS INFORMATION FEDERAL G/L	GAIN/LOSS INFORMATION STATE G/L
ASSET 00206R102 AT&T INC											
830	741	41718-00003		00000	01/14/09	10/01/12	41.000	1,550.17	1,031.77	518.40 L	518.40 L
		TOTAL-LONG					41.000	1,550.17	1,031.77	518.40	518.40
ASSET 002824100 ABBOTT LABORATORIES INC											
830	741	41718-00004		00000	01/14/09	10/01/12	125.000	8,663.56	6,140.63	2,522.93 L	2,522.93 L
830	741	41718-00004		00000	05/22/09	10/01/12	75.000	5,198.14	3,332.25	1,865.89 L	1,865.89 L
		TOTAL-LONG					200.000	13,861.70	9,472.88	4,388.82	4,388.82
ASSET 025816109 AMERICAN EXPRESS CO											
830	741	41718-00007		00000	06/23/09	10/01/12	203.000	11,765.63	4,740.05	7,025.58 L	7,025.58 L
		TOTAL-LONG					203.000	11,765.63	4,740.05	7,025.58	7,025.58
ASSET 037833100 APPLE INC											
830	741	41729-00001		00000	10/01/12	10/10/12	1.000	641.46	665.55	24.09-S	24.09-L
830	741	41764-00001		00000	10/01/12	11/14/12	5.000	2,686.44	3,327.75	641.31-S	641.31-L
		TOTAL-SHORT					6.000	3,327.90	3,993.30	665.40-	.00
		TOTAL-LONG								.00	665.40-
ASSET 060505104 BANK OF AMERICA CORP											
830	741	41718-00010		00000	05/22/09	10/01/12	400.000	3,604.16	4,364.00	759.84-L	759.84-L
		TOTAL-LONG					400.000	3,604.16	4,364.00	759.84-	759.84-
ASSET 075887109 BECTON DICKINSON & CO											
830	741	41718-00011		00000	10/02/09	10/01/12	50.000	3,947.96	3,380.00	567.96 L	567.96 L
830	741	41718-00011		00000	05/22/09	10/01/12	100.000	7,895.92	6,590.00	1,305.92 L	1,305.92 L
		TOTAL-LONG					150.000	11,843.88	9,970.00	1,873.88	1,873.88
ASSET 086516101 BEST BUY CO INC											
830	741	41718-00012		00000	10/02/09	10/01/12	50.000	851.01	1,822.50	971.49-L	971.49-L
830	741	41718-00012		00000	05/22/09	10/01/12	100.000	1,702.01	3,545.00	1,842.99-L	1,842.99-L

TAX CODE	OR-OFF	SERIAL	SEQ	LOT#	DATES ACQUIRED	DATES TRADE	UNITS	PROCEEDS	TAX COST	GAIN/LOSS INFORMATION FEDERAL G/L	STATE G/L
ASSET 086516101 (CONT'D)											
					TOTAL-LONG		150.000	2,553.02	5,367.50	2,814.48-	2,814.48-
ASSET 110122108 BRISTOL MYERS SQUIBB CO											
830	741	41718-00014	00000		01/14/09	10/01/12	300.000	10,205.80	6,601.50	3,604.30 L	3,604.30 L
830	741	41718-00014	00000		05/22/09	10/01/12	200.000	6,803.86	4,046.00	2,757.86 L	2,757.86 L
					TOTAL-LONG		500.000	17,009.66	10,647.50	6,362.16	6,362.16
ASSET 149123101 CATERPILLAR INC											
830	741	41738-00001	00000		10/01/12	10/19/12	58.000	4,864.59	4,985.07	120.48-S	120.48-L
					TOTAL-SHORT		58.000	4,864.59	4,985.07	120.48-	.00
					TOTAL-LONG					.00	120.48-
ASSET 166764100 CHEVRON CORPORATION											
830	741	41718-00017	00000		05/13/03	10/01/12	95.000	11,178.39	3,236.18	7,942.21 L	7,942.21 L
830	741	41794-00002	00000		10/09/12	12/14/12	5.000	538.62	591.40	52.78-S	52.78-L
830	741	41794-00002	00000		05/13/03	12/14/12	16.000	1,723.57	545.04	1,178.53 L	1,178.53 L
					TOTAL-SHORT		116.000	13,440.58	4,372.62	52.78-	.00
					TOTAL-LONG					9,120.74	9,067.96
ASSET 189054109 CLOROX CO											
830	741	41718-00021	00000		10/02/09	10/01/12	50.000	3,614.42	2,886.00	728.42 L	728.42 L
830	741	41718-00021	00000		06/23/09	10/01/12	100.000	7,228.85	5,560.00	1,668.85 L	1,668.85 L
					TOTAL-LONG		150.000	10,843.27	8,446.00	2,397.27	2,397.27
ASSET 191216100 COCA COLA CO											
830	741	41718-00022	00000		01/14/09	10/01/12	99.000	3,806.47	2,106.97	1,699.50 L	1,699.50 L
					TOTAL-LONG		99.000	3,806.47	2,106.97	1,699.50	1,699.50
ASSET 194162103 COLGATE-PALMOLIVE CO											
830	741	41718-00023	00000		01/14/09	10/01/12	100.000	10,827.76	6,255.50	4,572.26 L	4,572.26 L

TAX CODE	OR-OFF	SERIAL	SEQ LOT#	ACQUIRED (DATES)	TRADE (DATES)	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 194162103 (CONT'D)										
	TOTAL-LONG					100.000	10,827.76	6,255.50	4,572.26	4,572.26
ASSET 20825C104 CONOCOPHILLIPS										
830	741	41718-00025	00000	01/14/09	10/01/12	150.000	8,644.32	5,574.89	3,069.43 L	3,069.43 L
830	741	41718-00025	00000	05/22/09	10/01/12	50.000	2,881.44	1,705.29	1,176.15 L	1,176.15 L
830	741	41718-00025	00000	06/23/09	10/01/12	100.000	5,762.88	3,126.24	2,636.64 L	2,636.64 L
	TOTAL-LONG					300.000	17,288.64	10,406.42	6,882.22	6,882.22
ASSET 209115104 CONSOLIDATED EDISON INC										
830	741	41718-00026	00000	06/23/09	10/01/12	200.000	11,937.83	7,266.00	4,671.83 L	4,671.83 L
	TOTAL-LONG					200.000	11,937.83	7,266.00	4,671.83	4,671.83
ASSET 256746108 DOLLAR TREE INC										
830	741	41736-00002	00000	10/01/12	10/17/12	95.000	3,831.26	4,591.34	760.08-S	760.08-L
830	741	41736-00002	00000	10/09/12	10/17/12	5.000	201.65	229.85	28.20-S	28.20-L
	TOTAL-SHORT					100.000	4,032.91	4,821.19	788.28-	.00
	TOTAL-LONG								.00	788.28-
ASSET 25746U109 DOMINION RESOURCES INC VA										
830	741	41718-00030	00000	05/22/09	10/01/12	300.000	15,914.67	9,297.00	6,617.67 L	6,617.67 L
	TOTAL-LONG					300.000	15,914.67	9,297.00	6,617.67	6,617.67
ASSET 30219G108 EXPRESS SCRIPTS HLDG CO										
833	000	41540-00001	00000	07/16/09	04/09/12	.500	28.27	29.43	1.16-L	1.16-L
830	741	41718-00035	00000	07/16/09	10/01/12	80.500	5,079.45	4,552.61	526.84 L	526.84 L
830	741	41718-00035	00000	10/02/09	10/01/12	40.500	2,555.50	2,276.30	279.20 L	279.20 L
	TOTAL-LONG					121.500	7,663.22	6,858.34	804.88	804.88
ASSET 30231G102 EXXON MOBIL CORP										
830	741	41718-00036	00000	06/23/09	10/01/12	70.980	6,537.83	3,685.00	2,852.83 L	2,852.83 L
830	741	41718-00036	00000	01/14/09	10/01/12	141.960	13,075.65	6,913.00	6,162.65 L	6,162.65 L
830	741	41718-00036	00000	10/17/85	10/01/12	46.060	4,242.50	315.10	3,927.40 L	3,927.40 L

TAX CODE	OR-OFF	SERIAL	SEQ LOT#	DATES ACQUIRED	DATES TRADE	UNITS	PROCEEDS	TAX COST	GAIN/LOSS INFORMATION FEDERAL G/L	STATE G/L
ASSET 30231G102 (CONT'D)										
	TOTAL-LONG					259.000	23,855.98	10,913.10	12,942.88	12,942.88
ASSET 302491303 FMC CORPORATION NEW										
830	741	41729-00003	00000	10/01/12	10/10/12	26.000	1,401.37	1,467.70	66.33-S	66.33-L
	TOTAL-SHORT					26.000	1,401.37	1,467.70	66.33-	.00
	TOTAL-LONG								.00	66.33-
ASSET 3133MNVV0 FEDERAL HOME LOAN BANK BDS 05.750% DUE 05/15/2012										
829	000	41576-00005	00000	05/10/07	05/15/12	50,000.000	50,000.00	52,119.35	2,119.35-L	2,119.35-L
	TOTAL-LONG					50,000.000	50,000.00	52,119.35	2,119.35-	2,119.35-
ASSET 31359MMQ3 FEDERAL NATL MTG ASSN NTS 06.125% DUE 03/15/2012										
832	000	41515-00003	00000	05/11/07	03/15/12	50,000.000	50,000.00	52,667.45	2,667.45-L	.00 L
	TOTAL-LONG					50,000.000	50,000.00	52,667.45	2,667.45-	.00
ASSET 35671D857 FREEPORT MCMORAN COPPER & GOLD INC										
830	741	41718-00039	00000	06/23/09	10/01/12	300.000	12,032.75	7,011.00	5,021.75 L	5,021.75 L
	TOTAL-LONG					300.000	12,032.75	7,011.00	5,021.75	5,021.75
ASSET 35906A108 FRONTIER COMMUNICATIONS CO										
830	741	41718-00040	00000	01/14/09	10/01/12	47.996	229.89	383.92	154.03-L	154.03-L
830	741	41718-00040	00000	05/22/09	10/01/12	24.004	114.98	183.39	68.41-L	68.41-L
	TOTAL-LONG					72.000	344.87	567.31	222.44-	222.44-
ASSET 369604103 GENERAL ELECTRIC CO										
830	741	41718-00042	00000	07/16/09	10/01/12	100.000	2,287.95	1,246.73	1,041.22 L	1,041.22 L
830	741	41718-00042	00000	06/23/09	10/01/12	42.000	960.94	481.32	479.62 L	479.62 L

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: 01/01/12 TO: 12/31/12

TAX CODE	DATES: OR-OFF SERIAL SEQ LOT# ACQUIRED TRADE	UNITS	PROCEEDS	TAX COST	GAIN/LOSS INFORMATION: FEDERAL G/L	STATE G/L
	ASSET 369604103 (CONT'D)					
	TOTAL-LONG	142.000	3,248.89	1,728.05	1,520.84	1,520.84
	ASSET 370334104 GENERAL MILLS INC					
830	741 41718-00043 00000 01/14/09 10/01/12	200.000	8,003.92	5,856.50	2,147.42 L	2,147.42 L
	TOTAL-LONG	200.000	8,003.92	5,856.50	2,147.42	2,147.42
	ASSET 38259P508 GOOGLE INC-CL A					
830	741 41752-00003 00000 10/01/12 11/02/12	4.000	2,752.20	3,046.24	294.04-S	294.04-L
	TOTAL-SHORT	4.000	2,752.20	3,046.24	294.04-	.00
	TOTAL-LONG				.00	294.04-
	ASSET 411511306 HARBOR INTERNATIONAL FUND CLASS INS FD # 2011					
831	741 41716-00009 00000 05/04/05 10/01/12	2,000.418	118,724.81	85,217.80	33,507.01 L	33,507.01 L
	TOTAL-LONG	2,000.418	118,724.81	85,217.80	33,507.01	33,507.01
	ASSET 411511801 HARBOR FUND INTERNATIONAL GROWTH FUND #17					
831	741 41750-00004 00000 10/01/12 11/02/12	2,434.310	28,359.71	28,384.06	24.35-S	24.35-L
831	741 41750-00004 00000 10/09/12 11/02/12	76.414	890.22	889.46	.76 S	.76 L
	TOTAL-SHORT	2,510.724	29,249.93	29,273.52	23.59-	.00
	TOTAL-LONG				.00	23.59-
	ASSET 443683107 HUDSON CITY BANCORP INC					
830	741 41718-00047 00000 05/22/09 10/01/12	400.000	3,175.96	4,684.00	1,508.04-L	1,508.04-L
	TOTAL-LONG	400.000	3,175.96	4,684.00	1,508.04-	1,508.04-
	ASSET 459200101 INTERNATIONAL BUSINESS MACHS CORP					
830	741 41718-00049 00000 01/14/09 10/01/12	63.000	13,331.13	5,221.13	8,110.00 L	8,110.00 L
830	741 41752-00004 00000 01/14/09 11/02/12	7.000	1,358.88	580.12	778.76 L	778.76 L

TAX CODE	OR-OFF	SERIAL	SEQ	LOT#	DATES ACQUIRED	DATES TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 459200101 (CONT'D)											
					TOTAL-LONG		70.000	14,690.01	5,801.25	8,888.76	8,888.76
ASSET 464287176 ISHARES BARCLAYS TR U S TIP ETF											
830	741	41718-00050	00000		05/22/09	10/01/12	275.000	33,494.25	27,787.65	5,706.60 L	5,706.60 L
					TOTAL-LONG		275.000	33,494.25	27,787.65	5,706.60	5,706.60
ASSET 464288646 ISHARES BARCLAYS 1-3 YEAR CRED ETF											
830	741	41718-00053	00000		03/14/12	10/01/12	500.000	52,648.82	52,535.00	113.82 S	113.82 L
830	741	41718-00053	00000		05/14/12	10/01/12	475.000	50,016.38	49,827.50	188.88 S	188.88 L
830	741	41718-00053	00000		05/16/11	10/01/12	475.000	50,016.38	49,803.75	212.63 L	212.63 L
830	741	41718-00053	00000		02/04/11	10/01/12	2,396.000	252,293.14	249,974.68	2,318.46 L	2,318.46 L
					TOTAL-SHORT		3,846.000	404,974.72	402,140.93	302.70	.00
					TOTAL-LONG					2,531.09	2,833.79
ASSET 478160104 JOHNSON & JOHNSON											
830	741	41718-00055	00000		01/14/09	10/01/12	71.000	4,920.19	4,091.38	828.81 L	828.81 L
830	741	41729-00004	00000		10/09/12	10/10/12	5.000	340.39	341.85	1.46-S	1.46-L
830	741	41729-00004	00000		01/14/09	10/10/12	14.000	953.09	806.75	146.34 L	146.34 L
					TOTAL-SHORT		90.000	6,213.67	5,239.98	1.46-	.00
					TOTAL-LONG					975.15	973.69
ASSET 4812A2389 JP MORGAN US LARGE CAP CORE PLUS FUND CLASS S FD #1002											
831	741	41716-00012	00000		10/02/09	10/01/12	6,016.847	139,771.36	100,000.00	39,771.36 L	39,771.36 L
					TOTAL-LONG		6,016.847	139,771.36	100,000.00	39,771.36	39,771.36
ASSET 50076Q106 KRAFT FOODS GROUP INC											
833	741	41739-00001	00000		10/01/12	10/25/12	.666	30.68	29.51	1.17 S	1.17 L
830	741	41780-00002	00000		10/01/12	11/30/12	36.000	1,643.74	1,595.29	48.45 S	48.45 L

TAX CODE	OR-OFF	SERIAL	SEQ	LOT#	DATES ACQUIRED	DATES TRADE	UNITS	PROCEEDS	TAX COST	GAIN/LOSS INFORMATION FEDERAL G/L	STATE G/L
ASSET 50076Q106 (CONT'D)											
		TOTAL-SHORT					36.666	1,674.42	1,624.80	49.62	.00
		TOTAL-LONG								.00	49.62
ASSET 55616P104 MACY'S INC											
830	741	41736-00003	00000		10/09/12	10/17/12	7.000	286.01	279.93	6.08 S	6.08 L
830	741	41736-00003	00000		10/01/12	10/17/12	37.000	1,511.79	1,428.94	82.85 S	82.85 L
		TOTAL-SHORT					44.000	1,797.80	1,708.87	88.93	.00
		TOTAL-LONG								.00	88.93
ASSET 580135101 MCDONALD'S CORP											
830	741	41718-00060	00000		01/14/09	10/01/12	150.000	13,840.20	8,609.25	5,230.95 L	5,230.95 L
		TOTAL-LONG					150.000	13,840.20	8,609.25	5,230.95	5,230.95
ASSET 58405U102 MEDCO HEALTH SOLUTIONS INC MERGED 04/02/12 @ $28.80 P/S & SEE 30219G108											
830	000	41534-00004	00000		10/02/09	04/02/12	150.000	4,320.00	630.94	3,689.06 L	3,689.06 L
		TOTAL-LONG					150.000	4,320.00	630.94	3,689.06	3,689.06
ASSET 594918104 MICROSOFT CORP											
830	741	41752-00005	00000		10/01/12	11/02/12	141.000	4,159.41	4,179.23	19.82-S	19.82-L
		TOTAL-SHORT					141.000	4,159.41	4,179.23	19.82-	.00
		TOTAL-LONG								.00	19.82-
ASSET 609207105 MONDELEZ INTERNATIONAL											
830	741	41780-00004	00000		10/01/12	11/30/12	110.000	2,849.63	3,027.09	177.46-S	177.46-L
830	741	41780-00004	00000		10/09/12	11/30/12	5.000	129.53	136.85	7.32-S	7.32-L
		TOTAL-SHORT					115.000	2,979.16	3,163.94	184.78-	.00
		TOTAL-LONG								.00	184.78-
ASSET 637071101 NATIONAL OILWELL VARCO INC											
830	741	41794-00004	00000		10/09/12	12/14/12	5.000	324.50	405.15	80.65-S	80.65-L
830	741	41794-00004	00000		10/01/12	12/14/12	27.000	1,752.29	2,187.10	434.81-S	434.81-L

TAX CODE	OR-OFF	SERIAL SEQ LOT#	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 637071101 (CONT'D)									
		TOTAL-SHORT			32.000	2,076.79	2,592.25	515.46-	.00
		TOTAL-LONG						.00	515.46-
ASSET 65339F101 NEXTERA ENERGY INC									
830	741	41718-00066 00000	06/23/09	10/01/12	150.000	10,568.78	8,455.01	2,113.77 L	2,113.77 L
		TOTAL-LONG			150.000	10,568.78	8,455.01	2,113.77	2,113.77
ASSET 655844108 NORFOLK SOUTHERN CORP									
830	741	41718-00067 00000	01/14/09	10/01/12	150.000	9,677.80	5,910.75	3,767.05 L	3,767.05 L
830	741	41718-00067 00000	05/22/09	10/01/12	50.000	3,225.93	1,765.50	1,460.43 L	1,460.43 L
		TOTAL-LONG			200.000	12,903.73	7,676.25	5,227.48	5,227.48
ASSET 693506AU1 PPG INDS INC NTS 06.875% DUE 02/15/2012									
829	000	41486-00004 00000	10/20/99	02/15/12	50,000.000	50,000.00	47,962.00	2,038.00 L	2,038.00 L
		TOTAL-LONG			50,000.000	50,000.00	47,962.00	2,038.00	2,038.00
ASSET 693506107 PPG INDUSTRIES INC									
830	741	41718-00070 00000	06/23/09	10/01/12	150.000	17,299.11	6,204.00	11,095.11 L	11,095.11 L
		TOTAL-LONG			150.000	17,299.11	6,204.00	11,095.11	11,095.11
ASSET 713448108 PEPSICO INC									
830	741	41718-00071 00000	01/14/09	10/01/12	150.000	10,616.76	7,622.25	2,994.51 L	2,994.51 L
		TOTAL-LONG			150.000	10,616.76	7,622.25	2,994.51	2,994.51
ASSET 718172109 PHILIP MORRIS INTERNAT-W/I									
830	741	41718-00073 00000	10/02/09	10/01/12	81.000	7,347.34	3,925.04	3,422.30 L	3,422.30 L
		TOTAL-LONG			81.000	7,347.34	3,925.04	3,422.30	3,422.30
ASSET 718546104 PHILLIPS 66									
830	741	41718-00074 00000	01/14/09	10/01/12	75.000	3,513.68	1,757.86	1,755.82 L	1,755.82 L
830	741	41718-00074 00000	05/22/09	10/01/12	25.000	1,171.23	537.71	633.52 L	633.52 L
830	741	41718-00074 00000	06/23/09	10/01/12	50.000	2,342.45	985.76	1,356.69 L	1,356.69 L

TAX CODE	OR-OFF	SERIAL	SEQ	LOT#	DATES ACQUIRED	DATES TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 718546104 (CONT'D)											
	TOTAL-LONG						150.000	7,027.36	3,281.33	3,746.03	3,746.03
ASSET 742718109 PROCTER & GAMBLE CO											
830	741	41718-00076	00000		01/14/09	10/01/12	122.000	8,484.92	6,999.75	1,485.17 L	1,485.17 L
	TOTAL-LONG						122.000	8,484.92	6,999.75	1,485.17	1,485.17
ASSET 779919109 T ROWE PRICE REAL ESTATE FUND FD #122											
831	741	41750-00006	00000		10/09/12	11/02/12	75.543	1,577.34	1,566.76	10.58 S	10.58 L
831	741	41750-00006	00000		10/01/12	11/02/12	626.732	13,086.17	12,979.62	106.55 S	106.55 L
	TOTAL-SHORT						702.275	14,663.51	14,546.38	117.13	.00
	TOTAL-LONG									.00	117.13
ASSET 78462F103 SPDR S&P 500 ETF TRUST											
830	741	41718-00080	00000		07/21/03	10/01/12	250.000	36,216.69	24,645.00	11,571.69 L	11,571.69 L
830	741	41718-00080	00000		06/27/03	10/01/12	200.000	28,973.35	19,632.00	9,341.35 L	9,341.35 L
830	741	41718-00080	00000		07/01/03	10/01/12	300.000	43,460.02	29,073.00	14,387.02 L	14,387.02 L
830	741	41718-00080	00000		01/14/09	10/01/12	200.000	28,973.35	16,801.00	12,172.35 L	12,172.35 L
	TOTAL-LONG						950.000	137,623.41	90,151.00	47,472.41	47,472.41
ASSET 78464A417 SPDR BARCLAYS HIGH YIELD BD ETF											
830	741	41718-00081	00000		10/02/09	10/01/12	1,663.000	66,634.91	61,863.60	4,771.31 L	4,771.31 L
	TOTAL-LONG						1,663.000	66,634.91	61,863.60	4,771.31	4,771.31
ASSET 806857108 SCHLUMBERGER LTD SEDOL 2779201 ISIN AN8068571086											
830	741	41718-00082	00000		07/16/09	10/01/12	200.000	14,577.69	11,050.92	3,526.77 L	3,526.77 L
	TOTAL-LONG						200.000	14,577.69	11,050.92	3,526.77	3,526.77
ASSET 907818108 UNION PACIFIC CORP											
830	741	41718-00086	00000		10/02/09	10/01/12	50.000	5,938.44	2,880.00	3,058.44 L	3,058.44 L
830	741	41718-00086	00000		07/16/09	10/01/12	47.000	5,582.13	2,655.43	2,926.70 L	2,926.70 L

TAX CODE	OR-OFF	SERIAL	SEQ	LOT#	DATES ACQUIRED	DATES TRADE	UNITS	PROCEEDS	TAX COST	GAIN/LOSS INFORMATION FEDERAL G/L	STATE G/L
ASSET 907818108 (CONT'D)											
		TOTAL-LONG					97.000	11,520.57	5,535.43	5,985.14	5,985.14
ASSET 913017109 UNITED TECHNOLOGIES CORP											
830	741	41718-00087	00000		06/23/09	10/01/12	50.000	3,926.94	2,597.00	1,329.94 L	1,329.94 L
830	741	41718-00087	00000		01/14/09	10/01/12	87.000	6,832.87	4,339.13	2,493.74 L	2,493.74 L
		TOTAL-LONG					137.000	10,759.81	6,936.13	3,823.68	3,823.68
ASSET 91324P102 UNITEDHEALTH GROUP INC											
830	741	41764-00007	00000		10/09/12	11/14/12	5.000	255.44	286.05	30.61-S	30.61-L
830	741	41764-00007	00000		10/01/12	11/14/12	20.000	1,021.78	1,130.85	109.07-S	109.07-L
		TOTAL-SHORT					25.000	1,277.22	1,416.90	139.68-	.00
		TOTAL-LONG								.00	139.68-
ASSET 92204A603 VANGUARD INDUSTRIALS ETF											
830	741	41718-00089	00000		04/16/07	10/01/12	300.000	20,840.02	20,541.00	299.02 L	299.02 L
830	741	41718-00089	00000		06/23/09	10/01/12	100.000	6,946.67	3,944.00	3,002.67 L	3,002.67 L
		TOTAL-LONG					400.000	27,786.69	24,485.00	3,301.69	3,301.69
ASSET 92204A801 VANGUARD MATERIALS ETF											
830	741	41718-00090	00000		04/16/07	10/01/12	200.000	16,666.02	16,114.00	552.02 L	552.02 L
		TOTAL-LONG					200.000	16,666.02	16,114.00	552.02	552.02
ASSET 92343V104 VERIZON COMMUNICATIONS INC											
830	741	41718-00091	00000		01/14/09	10/01/12	200.000	9,157.81	5,696.98	3,460.83 L	3,460.83 L
830	741	41718-00091	00000		05/22/09	10/01/12	100.000	4,578.91	2,720.61	1,858.30 L	1,858.30 L
		TOTAL-LONG					300.000	13,736.72	8,417.59	5,319.13	5,319.13
ASSET 931142AS2 WAL MART STORES INC DEB 07.250% DUE 06/01/2013											
830	000	41718-00002	00000		10/20/99	10/01/12	50,000.000	52,203.00	50,546.50	1,656.50 L	1,656.50 L

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

TAX CODE	---- DATES ---- OR-OFF SERIAL SEQ LOT# ACQUIRED TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
	ASSET 931142AS2 (CONT'D)					
	TOTAL-LONG	50,000.000	52,203.00	50,546.50	1,656.50	1,656.50
	ASSET 949746101 WELLS FARGO & COMPANY					
830	741 41718-00092 00000 05/22/09 10/01/12	51.000	1,776.81	1,255.62	521.19 L	521.19 L
	TOTAL-LONG	51.000	1,776.81	1,255.62	521.19	521.19
	STATE LISTED SALES-TOTAL LONG	225,803.430	1592,392.89	1316,877.92	.00	278,182.42
	FEDERAL LISTED SALES-TOTAL SHORT	4,785.665	177,801.42	180,115.14	2,313.72-	.00
	LONG	221,017.765	1414,591.47	1136,762.78	277,828.69	.00
	CAPITAL GAIN DISTRIBUTIONS				5,444.52 L	5,444.52 L
	GRAND TOTAL-SHORT	225,803.430	1592,392.89	1316,877.92	2,313.72-	.00
	-LONG				283,273.21	278,182.42
	CARRYOVER(CURRENT)				.00 S	.00 S
					.00 M	.00 M
					.00 L	.00 L

LANGWORTHY FOUNDATION C/O PNC BANK, N. A 23-6207359

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DOMESTIC DIVIDENDS	23,289.	0.	23,289.
DOMESTIC DIVIDENDS	11,120.	0.	11,120.
DOMESTIC INTEREST	6,301.	0.	6,301.
FOREIGN DIVIDENDS	27.	0.	27.
FOREIGN DIVIDENDS	1,032.	0.	1,032.
U. S. GOVERNMENT INTEREST	1,438.	0.	1,438.
TOTAL TO FM 990-PF, PART I, LN 4	43,207.	0.	43,207.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PNC BANK, N. A. - TAX PREPARATION FEES	700.	0.		700.
TO FORM 990-PF, PG 1, LN 16B	700.	0.		700.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL ESTIMATED EXCISE TAX FORM 990-PF 12/31/2012	38.	0.		0.
FEDERAL ESTIMATED EXCISE TAX FORM 990-PF 12/31/2012	160.	0.		0.
FEDERAL EXCISE TAX FORM 990-PF 12/31/2011	575.	0.		0.
FOREIGN TAXES ON DIVIDENDS	4.	4.		0.
TO FORM 990-PF, PG 1, LN 18	777.	4.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 4

DESCRIPTION	AMOUNT
ADJUSTMENT TO BOOK CARRYING VALUE	29.
ADJUSTMENT INCREASE IN DIFFERENCE BOOK CARRYING VALUE VS. TAX COST	2,236.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,265.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK	357,365.	397,974.
TOTAL TO FORM 990-PF, PART II, LINE 10B	357,365.	397,974.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CASH EQUIVALENTS	COST	77,124.	77,124.
MUTUAL FUNDS - EQUITY	COST	324,042.	328,638.
MUTUAL FUNDS - FIXED	COST	694,387.	688,924.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,095,553.	1,094,686.

03-058

SUMMARY OF INVESTMENTS

AS OF 12/31/12

ACCOUNT
35-42-501-3879486

LANGWORTHY FOUNDATION IMA CONS

	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET
PRINCIPAL CASH						
CASH EQUIVALENTS	50,823.02	50,823.02	50,823.02	3.466	5.08	.010
FIXED INCOME						
MUTUAL FUNDS - FIXED	694,387.44	694,387.44	688,923.72	46.982	23,978.31	3.481
EQUITIES						
COMMON STOCK	357,364.69	352,853.67	397,974.26	27.140	8,856.90	2.225
MUTUAL FUNDS - EQUITY	324,041.68	324,040.16	328,638.38	22.412	5,054.88	1.538
TOTAL EQUITIES	681,406.37	676,893.83	726,612.64	49.552	13,911.78	1.915
TOTAL PRINCIPAL ASSETS	1,426,616.83	1,422,104.29	1,466,359.38	100.000	37,895.17	2.584
CASH EQUIVALENTS	26,300.71	26,300.71	26,300.71	100.000	2.63	.010
ACCOUNT TOTAL	1,452,917.54	1,448,405.00	1,492,660.09		37,897.80	2.539

PNC

STATEMENT OF INVESTMENTS

AS OF 12/31/12

ACCOUNT
35-42-501-3879486

LANGWORTHY FOUNDATION IMA CONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
	CASH EQUIVALENTS							
50,033.780	BLACKROCK LIQUIDITY FUNDS TEMPFUND ADMINISTRATION SHARES #H1 ACCOUNT 35-42-741-3879486	50,033.78	50,033.78	50,033.78	3.352	5.00	0.010	1.000
26,300.710	BLACKROCK LIQUIDITY FUNDS TEMPFUND ADMINISTRATION SHARES #H1 (INCOME INVESTMENT) ACCOUNT 35-42-001-3879486	26,300.71	26,300.71	26,300.71	1.762	2.63	0.010	1.000
789.240	BLACKROCK LIQUIDITY FUNDS TEMPFUND ADMINISTRATION SHARES #H1 ACCOUNT 35-42-001-3879486	789.24	789.24	789.24	0.053	0.08	0.010	1.000
	TOTAL CASH EQUIVALENTS	77,123.73	77,123.73	77,123.73	5.167	7.71	0.010	
	COMMON STOCK							
67.000	CAPITAL ONE FINANCIAL CORP	4,124.08	4,124.08	3,881.31	0.260	13.40	0.345	57.93
62.000	FMC CORPORATION NEW	3,495.49	3,493.64	3,628.24	0.243	33.48	0.923	58.52
62.000	MC CORMICK & CO INC NON-VOTING	3,997.38	3,997.38	3,938.86	0.264	84.32	2.141	63.53
58.000	3M COMPANY	5,438.29	5,438.29	5,385.30	0.361	147.32	2.736	92.85
66.000	NATIONAL OILWELL VARCO INC	5,346.34	5,346.26	4,511.10	0.302	34.32	0.761	68.35

PNC

STATEMENT OF INVESTMENTS

AS OF 12/31/12

ACCOUNT
35-42-501-3879486

LANGWORTHY FOUNDATION IMA CONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
66.000	ANHEUSER BUSCH INBEV SPONSORED ADR	5,662.79	5,662.79	5,769.06	0.386	85.34	1.479	87.41(
62.000	EQUITY RESIDENTIAL SH BEN INT REIT	3,539.57	3,539.57	3,513.54	0.235	190.34	5.417	56.67(
123.000	MOODY'S CORP	5,510.10	5,510.10	6,189.36	0.415	98.40	1.590	50.32(
71.000	WHOLE FOODS MKT INC	6,941.51	6,941.51	6,472.36	0.434	56.80	0.878	91.16(
62.000	ACCENTURE PLC CLASS A ISIN IE00B4BNMY34 SEDOL B4BNMY3 ACCOUNT 35-42-741-3879486	4,235.22	4,235.22	4,123.00	0.276	100.44	2.436	66.50(
117.000	COVIDIEN PLC ISIN IE00B68SQD29 SEDOL B68SQD2 ACCOUNT 35-42-741-3879486	6,952.50	6,952.50	6,755.58	0.453	121.68	1.801	57.74(
71.000	ENSCO PLC CLASS A SEDOL B4VLR19 ISIN GB00B4VLR192 ACCOUNT 35-42-741-3879486	4,081.79	4,081.79	4,208.88	0.282	115.38	2.741	59.28(
267.000	AT&T INC ACCOUNT 35-42-741-3879486	6,702.53	6,684.55	9,000.57	0.603	480.60	5.340	33.71(
41.000	AGRIUM INC SEDOL 2015530 ISIN CA0089161081 ACCOUNT 35-42-741-3879486	4,351.33	4,351.33	4,094.71	0.274	82.00	2.003	99.87.
50.000	ALLERGAN INC ACCOUNT 35-42-741-3879486	4,657.99	4,657.99	4,586.50	0.307	10.00	0.218	91.73

PNC

STATEMENT OF INVESTMENTS

AS OF 12/31/12

ACCOUNT
35-42-501-3879486

LANGWORTHY FOUNDATION IMA CONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
102.000	AMERICAN EXPRESS CO ACCOUNT 35-42-741-3879486	2,557.40	2,557.40	5,862.96	0.393	81.60	1.392	57.48
27.000	APPLE INC ACCOUNT 35-42-741-3879486	17,969.85	17,969.85	14,368.64	0.963	286.20	1.992	532.17
85.000	BOEING CO ACCOUNT 35-42-741-3879486	5,969.42	5,969.42	6,405.60	0.429	164.90	2.574	75.36
22.000	CF INDUSTRIES HOLDINGS INC ACCOUNT 35-42-741-3879486	4,962.10	4,962.10	4,469.52	0.299	35.20	0.788	203.16
89.000	CHEVRON CORPORATION ACCOUNT 35-42-741-3879486	4,113.87	3,031.78	9,624.46	0.645	320.40	3.329	108.14
79.000	CHUBB CORP ACCOUNT 35-42-741-3879486	6,119.34	6,119.34	5,950.28	0.399	129.56	2.177	75.32
334.000	CISCO SYSTEMS INC ACCOUNT 35-42-741-3879486	6,379.85	6,379.85	6,562.77	0.440	187.04	2.850	19.64
158.000	CITIGROUP INC ACCOUNT 35-42-741-3879486	5,496.33	5,496.33	6,250.48	0.419	6.32	0.101	39.56
209.000	COCA COLA CO ACCOUNT 35-42-741-3879486	4,587.38	4,587.38	7,576.25	0.508	234.08	3.090	36.25
212.000	COMCAST CORPORATION CL A ACCOUNT 35-42-741-3879486	7,533.48	7,533.48	7,920.32	0.531	165.36	2.088	37.36
45.000	COOPER COS INC NEW ACCOUNT 35-42-741-3879486	4,327.65	4,327.65	4,161.60	0.279	2.70	0.065	92.48

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STATEMENT OF INVESTMENTS

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80.000	DISNEY WALT CO ACCOUNT 35-42-741-3879486	4,179.99	4,179.99	3,983.20	0.267	60.00	1.506	49.79
102.000	DISCOVER FINANCIAL W/I ACCOUNT 35-42-741-3879486	4,069.79	4,069.79	3,932.10	0.263	57.12	1.453	38.55
258.000	EMC CORP ACCOUNT 35-42-741-3879486	7,057.00	7,057.00	6,527.40	0.437	0.00	0.000	25.30
83.000	EASTMAN CHEM CO ACCOUNT 35-42-741-3879486	4,758.38	4,758.38	5,648.15	0.378	99.60	1.763	68.05
144.000	EBAY INC ACCOUNT 35-42-741-3879486	6,962.37	6,962.37	7,343.57	0.492	0.00	0.000	50.99
158.000	EXXON MOBIL CORP ACCOUNT 35-42-741-3879486	4,627.09	1,510.92	13,674.90	0.916	360.24	2.634	86.55
342.000	FIFTH THIRD BANCORP ACCOUNT 35-42-741-3879486	5,336.69	5,336.69	5,198.40	0.348	136.80	2.632	15.20
230.000	GANNETT INC ACCOUNT 35-42-741-3879486	4,162.02	4,162.02	4,142.30	0.278	184.00	4.442	18.01
508.000	GENERAL ELECTRIC CO ACCOUNT 35-42-741-3879486	6,443.90	6,367.01	10,662.92	0.714	386.08	3.621	20.99
6.000	GOOGLE INC-CL A ACCOUNT 35-42-741-3879486	4,569.36	4,569.36	4,244.28	0.284	0.00	0.000	707.38
110.000	THE HERSHEY COMPANY ACCOUNT 35-42-741-3879486	7,858.32	7,858.32	7,944.20	0.532	184.80	2.326	72.22
144.000	HOME DEPOT INC ACCOUNT 35-42-741-3879486	8,735.34	8,735.34	8,906.40	0.597	224.64	2.522	61.85

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STATEMENT OF INVESTMENTS

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190.000	INTEL CORP ACCOUNT 35-42-741-3879486	4,357.21	4,357.21	3,917.80	0.262	171.00	4.365	20.62
30.000	INTERNATIONAL BUSINESS MACHS CORP ACCOUNT 35-42-741-3879486	2,486.25	2,486.25	5,746.50	0.385	102.00	1.775	191.55
218.000	JPMORGAN CHASE & CO ACCOUNT 35-42-741-3879486	8,015.38	8,015.38	9,585.24	0.642	261.60	2.729	43.96
115.000	JOHNSON & JOHNSON ACCOUNT 35-42-741-3879486	6,573.55	6,447.25	8,061.50	0.540	280.60	3.481	70.10
119.000	LIMITED BRANDS INC ACCOUNT 35-42-741-3879486	5,918.25	5,918.25	5,600.14	0.375	142.80	2.550	47.06
45.000	M&T BK CORP ACCOUNT 35-42-741-3879486	4,319.10	4,319.10	4,431.15	0.297	126.00	2.844	98.47
159.000	MACY'S INC ACCOUNT 35-42-741-3879486	6,148.08	6,140.56	6,204.18	0.416	127.20	2.050	39.02
75.000	MERCK & CO INC ACCOUNT 35-42-741-3879486	3,404.24	3,404.24	3,070.50	0.206	129.00	4.201	40.94
152.000	MICROSOFT CORP ACCOUNT 35-42-741-3879486	4,503.49	4,501.85	4,059.77	0.272	139.84	3.445	26.70
173.000	MYLAN INC ACCOUNT 35-42-741-3879486	4,226.79	4,226.79	4,748.85	0.318	0.00	0.000	27.45
76.000	OGE ENERGY CORP ACCOUNT 35-42-741-3879486	4,221.03	4,221.03	4,279.56	0.287	126.92	2.966	56.31

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137.000	ORACLE CORP ACCOUNT 35-42-741-3879486	4,338.98	4,338.98	4,564.84	0.306	32.88	0.720	33.320
45.000	PVH CORP ACCOUNT 35-42-741-3879486	4,409.67	4,409.67	4,995.45	0.335	6.75	0.135	111.01
65.000	PALL CORP ACCOUNT 35-42-741-3879486	4,126.02	4,126.02	3,916.90	0.262	65.00	1.659	60.26
331.000	PFIZER INC ACCOUNT 35-42-741-3879486	8,314.92	8,314.92	8,301.15	0.556	317.76	3.828	25.07
74.000	PHILIP MORRIS INTERNAT-W/I ACCOUNT 35-42-741-3879486	3,803.91	3,803.91	6,189.36	0.415	251.60	4.065	83.64
52.000	POLARIS INDS INC ACCOUNT 35-42-741-3879486	4,216.67	4,216.67	4,375.80	0.293	87.36	1.996	84.15
110.000	PROCTER & GAMBLE CO ACCOUNT 35-42-741-3879486	6,645.12	6,645.12	7,467.90	0.500	247.28	3.311	67.89
122.000	QUALCOMM ACCOUNT 35-42-741-3879486	7,555.59	7,555.59	7,546.80	0.506	122.00	1.617	61.85
166.000	RESMED INC ACCOUNT 35-42-741-3879486	6,715.50	6,715.50	6,900.62	0.462	112.88	1.636	41.57
54.000	ROSS STORES INC ACCOUNT 35-42-741-3879486	3,575.34	3,575.34	2,920.86	0.196	36.72	1.257	54.09
50.000	SHIRE PLC SPONSORED ADR ACCOUNT 35-42-741-3879486	4,345.06	4,345.06	4,609.00	0.309	26.00	0.564	92.18

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LANGWORTHY FOUNDATION IMA CONS

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208.000	SUNCOR ENERGY INC ISIN CA8672241079 SEDOL B3NB1P2 ACCOUNT 35-42-741-3879486	6,946.42	6,946.42	6,859.84	0.460	108.58	1.583	32.98
53.000	UNION PACIFIC CORP ACCOUNT 35-42-741-3879486	3,013.88	2,994.42	6,663.16	0.446	146.28	2.195	125.72
68.000	UNITED TECHNOLOGIES CORP ACCOUNT 35-42-741-3879486	3,562.20	3,529.67	5,576.68	0.374	145.52	2.609	82.01
75.000	UNITEDHEALTH GROUP INC ACCOUNT 35-42-741-3879486	4,243.20	4,240.70	4,068.00	0.273	63.75	1.567	54.24
258.000	WELLS FARGO & COMPANY ACCOUNT 35-42-741-3879486	6,324.15	6,298.14	8,818.44	0.591	258.00	2.926	34.18
192.000	WISCONSIN ENERGY CORP ACCOUNT 35-42-741-3879486	7,240.86	7,240.86	7,075.20	0.474	261.12	3.691	36.85
	TOTAL COMMON STOCK	357,364.69	352,853.67	397,974.26	26.664	8,856.90	2.225	
MUTUAL FUNDS - FIXED								
12,817.472	DODGE & COX INCOME FUND ACCOUNT 35-42-741-3879486	177,516.77	177,516.77	177,650.16	11.902	6,203.66	3.492	13.86
9,738.583	EATON VANCE FLOATING RATE FUND CLASS I FUND #924 ACCOUNT 35-42-741-3879486	88,539.87	88,539.87	88,815.88	5.950	3,963.60	4.463	9.12
15,917.091	PIMCO FDS TOTAL RETURN BD FUND INSTL CLASS, FD #35 ACCOUNT 35-42-741-3879486	184,479.13	184,479.13	178,908.10	11.986	5,539.15	3.096	11.24

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15,427.287	PNC TOTAL RETURN ADVANTAGE FUND CLASS I FUND #430 ACCOUNT 35-42-741-3879486	170,150.36	170,150.36	169,854.43	11.379	5,106.43	3.006	11.01
5,524.374	TEMPLETON GLOBAL BOND FUND AD FUND #616 ACCOUNT 35-42-741-3879486	73,701.31	73,701.31	73,695.15	4.937	3,165.47	4.295	13.34
	TOTAL MUTUAL FUNDS - FIXED	694,387.44	694,387.44	688,923.72	46.154	23,978.31	3.481	
	MUTUAL FUNDS - EQUITY							
1,831.524	AMERICAN BEACON FUNDS INTL EQUITY FD INSTL CL FD #67 ACCOUNT 35-42-741-3879486	29,459.78	29,459.78	30,403.30	2.037	758.25	2.494	16.60
1,241.814	ARTISAN FDS INC INTERNATIONAL FUND #661 INV CLASS ACCOUNT 35-42-741-3879486	29,349.51	29,349.51	30,536.21	2.046	341.50	1.118	24.59
2,895.063	BLACKROCK FUNDS EQUITY DIVIDEND INSTITUTIONAL CLASS FUND 383 ACCOUNT 35-42-741-3879486	58,541.68	58,541.68	57,698.61	3.865	1,340.41	2.323	19.93
897.459	DODGE & COX INTERNATIONAL STOCK FUND ACCOUNT 35-42-741-3879486	29,418.47	29,418.47	31,087.98	2.083	670.40	2.156	34.64
342.079	EAGLE SMALL CAP GROWTH FUND CL I ACCOUNT 35-42-741-3879486	14,789.37	14,789.37	14,969.38	1.003	5.47	0.037	43.76

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STATEMENT OF INVESTMENTS

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1,139.514	GOLDMAN SACHS GRTH OPPOR INSTIT CLASS FD #1132 ACCOUNT 35-42-741-3879486	29,532.80	29,532.80	28,157.39	1.886	0.00	0.000	24.71
1,938.260	HARDING LOEVNER INTERNATIONAL EQUITY PORTFOLIO ACCOUNT 35-42-741-3879486	29,539.09	29,539.09	30,895.86	2.070	251.97	0.816	15.94
711.000	ISHARES TR MSCI EMERGING MKTS INDEX FD ETF ACCOUNT 35-42-741-3879486	29,764.18	29,764.18	31,532.85	2.113	529.70	1.680	44.35
185.000	ISHARES TR S&P SMALL CAP 600 VALUE INDEX FD ETF ACCOUNT 35-42-741-3879486	14,740.65	14,740.65	14,968.35	1.003	279.17	1.865	80.91
1,329.112	PERKINS MID CAP VALUE FUND FUND CLASS I FD # 1167 ACCOUNT 35-42-741-3879486	29,308.16	29,308.16	28,363.25	1.900	220.63	0.778	21.34
1,429.091	T ROWE PRICE REAL ESTATE FUND FD #122 ACCOUNT 35-42-741-3879486	29,597.99	29,596.47	30,025.20	2.012	657.38	2.189	21.01
	TOTAL MUTUAL FUNDS - EQUITY	324,041.68	324,040.16	328,638.38	22.018	5,054.88	1.538	
TOTAL INVESTMENTS		1,452,917.54	1,448,405.00	1,492,660.09	100.000	37,897.80	2.539	
	CASH	0.00	0.00	0.00				

STATEMENT OF INVESTMENTS

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TOTAL ASSETS		1,452,917.54	1,448,405.00	1,492,660.09				
INCOME CASH				0.00				

PNC

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	14,431.	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		14,431.	0.	0.

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return See instructions	LANGWORTHY FOUNDATION C/O PNC BANK, N. A. - AGENT FOR TRUSTEES	23-6207359
	Number, street, and room or suite no. If a P O. box, see instructions 1600 MARKET STREET - TAX DEPARTMENT	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions PHILADELPHIA, PA 19103-7240	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ PNC BANK, N. A. - TAX DEPARTMENT 1600 MARKET STREET - PHILADELPHIA, PA 19103-7240
  Telephone No ▶ (215) 585-5597 FAX No ▶ 866-630-3428
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______________, and ending ______________

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 6,281.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 640.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 5,641.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions