



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2010

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

For calendar year 2010, or tax year beginning JUN 1, 2010, and ending MAY 31, 2011

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

Name of foundation THE COOVERT FOUNDATION		A Employer identification number 43-1300565
Number and street (or P O box number if mail is not delivered to street address) 8112 MARYLAND AVE, SUITE 101	Room/suite	B Telephone number 314-822-2248
City or town, state, and ZIP code ST. LOUIS, MO 63105		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,330,821.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		28,749.	28,749.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		209,663.			
b Gross sales price for all assets on line 6a 1,338,292.					
7 Capital gain net income (from Part IV, line 2)			209,663.		
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		86.	0.		STATEMENT 2
12 Total. Add lines 1 through 11		238,498.	238,412.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		7,000.	3,500.		3,500.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		834.	750.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		13,820.	13,800.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		21,654.	18,050.		3,500.
25 Contributions, gifts, grants paid		15,300.			15,300.
26 Total expenses and disbursements. Add lines 24 and 25		36,954.	18,050.		18,800.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		201,544.			
b Net investment income (if negative, enter -0-)			220,362.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAR 30 2012

RECEIVED

MAR 26 2012

OPENED

IRS-OSO

923

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	1,318.	45,285.	45,285.
	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		56.	56.
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	1,100,380.	724,467.	742,116.
	c Investments - corporate bonds STMT 7	0.	533,434.	543,364.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,101,698.	1,303,242.	1,330,821.	
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 ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,101,698.	1,303,242.	
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	1,101,698.	1,303,242.		
31 Total liabilities and net assets/fund balances	1,101,698.	1,303,242.		

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	1,101,698.
2 Enter amount from Part I, line 27a	2	201,544.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,303,242.
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	1,303,242.

Form 990-PF (2010)

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 US BANK SHORT-TERM (SEE ATTACHED)	P	VARIOUS	10/01/10
b US BANK LONG-TERM (SEE ATTACHED)	P	VARIOUS	VARIOUS
c CHARLES SCHWAB SHORT-TERM (SEE ATTACHED)	P	03/01/11	03/01/11
d CHARLES SCHWAB LONG-TERM (SEE ATTACHED)	P	VARIOUS	VARIOUS
e CAPITAL GAINS DIVIDENDS			

(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 2,986.		2,531.	455.
b 10,850.		11,477.	<627.>
c 26,611.		26,967.	<356.>
d 1,297,407.		1,087,654.	209,753.
e 438.			438.

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			455.
b			<627.>
c			<356.>
d			209,753.
e			438.

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	209,663.
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

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	88,514.	1,125,883.	.078617
2008	85,712.	1,122,269.	.076374
2007	66,763.	1,570,938.	.042499
2006	60,759.	1,537,826.	.039510
2005	33,366.	1,496,576.	.022295

2 Total of line 1, column (d)	2	.259295
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	.051859
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,208,417.
5 Multiply line 4 by line 3	5	62,667.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,204.
7 Add lines 5 and 6	7	64,871.
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	18,800.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1 4,407.
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 4,407.
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 4,407.
6 Credits/Payments:		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 336.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 336.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 SEE STATEMENT 8	9 4,071.	
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 2011 estimated tax Refunded	11	

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
1b 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.		X
1c 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. \$ 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.		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) MO		
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 2010 or the taxable year beginning in 2010 (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

N/A

Form 990-PF (2010)

Part VII Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ISABELLE S. COOVERT</u> Telephone no. ► <u>314-822-2248</u> Located at ► <u>2 DEACON DRIVE, ST. LOUIS, MO</u> ZIP+4 ► <u>63131</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	15	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

Statements Regarding Activities for Which Form 4720 May Be Required

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

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

Form 990-PF (2010)

Part III Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

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

N/A

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

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

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

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
ISABELLE S. COOVERT 2 DEACON DRIVE ST. LOUIS, MO 63131	PRESIDENT	0.00	0.	0.
SANDER H. COOVERT II 1189 HAMPTON PARK DRIVE ST. LOUIS, MO 63117	SECRETARY	0.00	0.	0.
NICOLE COOVERT MILLER 9826 WATERBURY DRIVE ST. LOUIS, MO 63124	DIRECTOR	0.00	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

Form 990-PF (2010)

**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

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	

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.

Form 990-PF (2010)

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	1,178,824.
b Average of monthly cash balances	1b	47,995.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,226,819.
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	1,226,819.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,402.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,208,417.
6 Minimum investment return. Enter 5% of line 5	6	60,421.

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	60,421.
2a Tax on investment income for 2010 from Part VI, line 5	2a	4,407.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	4,407.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	56,014.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	56,014.
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	56,014.

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	18,800.
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	18,800.
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	18,800.

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.

Form 990-PF (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				56,014.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008	28,707.			
e From 2009	32,722.			
f Total of lines 3a through e	61,429.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 18,800.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				18,800.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	37,214.			37,214.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	24,215.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	24,215.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009	24,215.			
e Excess from 2010				

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- 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	Employer identification number
	THE COOVERT FOUNDATION	43-1300565
	Number, street, and room or suite no. If a P.O. box, see instructions. 2 DEACON DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ST. LOUIS, MO 63131	

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	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	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 ► _____
Telephone No. ► _____ FAX No ► _____
- 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 **JANUARY 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ► ☐ calendar year _____ or
 ► ☒ tax year beginning **JUN 1, 2010**, and ending **MAY 31, 2011**

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	\$	0.
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	\$	0.
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	\$	0.

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.

LHA **For Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)	
Type or print File by the extended due date for filing your return. See instructions	Name of exempt organization		Employer identification number
	THE COOVERT FOUNDATION		43-1300565
	Number, street, and room or suite no. If a P O box, see instructions		
	2 DEACON DRIVE		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	ST. LOUIS, MO 63131		

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	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

ISABELLE S. COOVERT

- The books are in the care of **2 DEACON DRIVE - ST. LOUIS, MO 63131**

Telephone No. **314-822-2248**

FAX No.

- 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.

4 I request an additional 3-month extension of time until **APRIL 15, 2012**

5 For calendar year , or other tax year beginning **JUN 1, 2010**, and ending **MAY 31, 2011**

6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension **SEE STATEMENT 11**

8a	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.	8a	\$	0.
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 and any amount paid previously with Form 8868	8b	\$	336.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Cynthia Schultz** Title **CPA**

Date **1/13/12**

Form 8868 (Rev. 1-2011)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	11,101.	36.	11,065.
US BANK	18,086.	402.	17,684.
TOTAL TO FM 990-PF, PART I, LN 4	29,187.	438.	28,749.

FORM 990-PF	OTHER INCOME	STATEMENT	2
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL TAX REFUND	56.	0.	
MISCELLANEOUS	30.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	86.	0.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	7,000.	3,500.		3,500.
TO FORM 990-PF, PG 1, LN 16B	7,000.	3,500.		3,500.

FORM 990-PF	TAXES	STATEMENT	4
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN WITHHOLDING	750.	750.		0.
FEDERAL EXCISE TAX PAYMENTS	84.	0.		0.
TO FORM 990-PF, PG 1, LN 18	834.	750.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MO ANNUAL REPORT	20.	0.		0.	
US BANK INVESTMENT FEES	9,259.	9,259.		0.	
CHARLES SCHWAB INVESTMENT FEES	4,541.	4,541.		0.	
TO FORM 990-PF, PG 1, LN 23	13,820.	13,800.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
US BANK - VARIOUS CORPORATE STOCKS	0.	0.		
CHARLES SCHWAB - VARIOUS CORPORATE STOCKS	724,467.	742,116.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	724,467.	742,116.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CHARLES SCHWAB - VARIOUS CORPORATE BONDS	533,434.	543,364.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	533,434.	543,364.		

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	THE COOVERT FOUNDATION	43-1300565
	Number, street, and room or suite no. If a P.O. box, see instructions. 8112 MARYLAND AVE, SUITE 101	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ST. LOUIS, MO 63105	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

ISABELLE S. COOVERT

- The books are in the care of ☒ 2 DEACON DRIVE - ST. LOUIS, MO 63131

Telephone No ☒ 314-822-2248

FAX No. ☐

- 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.

4 I request an additional 3-month extension of time until APRIL 15, 2012

5 For calendar year 2010, or other tax year beginning JUN 1, 2010, and ending MAY 31, 2011

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension SEE STATEMENT 11

8a 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.	8a	\$	0.
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 and any amount paid previously with Form 8868.	8b	\$	336.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title ☐

Date ☐

Form 8868 (Rev. 1-2011)

The Coover Foundation
Charitable Donations
5/31/2011

<u>Recipient Name & Address</u>		<u>Purpose of Grant</u>	<u>Recipient Relationship</u>	<u>Total Amount</u>
City Academy	St Louis, MO	Support	None	1,000 00
Gateway Center for the Arts	St Louis, MO	Support	None	1,000 00
Hope House	St Louis, MO	Support	None	1,000 00
MICDS	St Louis, MO	Support	None	3,000 00
National Council on Alcoholism & Abuse	St Louis, MO	Support	None	2,500 00
National Entrepreneur Organization	St Louis, MO	Support	None	6,500 00
St Louis Zoo	St Louis, MO	Support	None	300 00
Total				<u>\$ 15,300.00</u>

The Coover Foundation
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME
5/31/2011

US Bank Short-Term

Quantity	Security	Purchase Date	Sale Date	Sale Price	Cost Basis	Gain/Loss
80	Teradata Corp	Various	10/01/10	2,986.17	2,531.20	454.97
	Total ST Gains (Losses)			<u>2,986.17</u>	<u>2,531.20</u>	<u>454.97</u>

US Bank Long-Term

Quantity	Security	Purchase Date	Sale Date	Sale Price	Cost Basis	Gain/Loss
538.6	Frist American Core Bond Fd	Various	06/22/10	6,000.00	6,064.64	(64.64)
0.2131	Frontier Communications Corp	Various	7/12/2010	1.59	1.78	(0.19)
202.00	Burger King Holdings Inc	Various	10/20/2010	4,848.00	5,410.44	(562.44)
	Total LT Gains (Losses)			<u>10,849.59</u>	<u>11,476.86</u>	<u>(627.27)</u>

The Coover Foundation
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME
5/31/2011

Charles Schwab Short-Term

Quantity	Security	Purchase Date	Sale Date	Sale Price	Cost Basis	Gain/Loss
583	Vanguard MSCI Emerging Markets ETF	03/01/11	03/01/11	26,611.45	26,966.61	(355.16)
	Total ST Gains (Losses)			26,611.45	26,966.61	(355.16)

Charles Schwab Long-Term

Quantity	Security	Purchase Date	Sale Date	Sale Price	Cost Basis	Gain/Loss
17127.229	Nuveen Core Bd	Various	2/25/2011	195,044.14	(187,456.16)	7,587.98
3828.06	American Century Vista Fd	Various	2/25/2011	67,721.66	(68,804.44)	(1,082.78)
901.077	Neuberger Berman	Various	2/25/2011	42,847.25	(26,463.84)	16,383.41
1932.16	Nuveen Real Estate	Various	2/25/2011	36,405.54	(30,289.71)	6,115.83
98	AFLAC	Various	3/1/2011	5,637.73	(2,121.69)	3,516.04
202	AXA Sponsored	Various	3/1/2011	4,081.38	(7,547.55)	(3,466.17)
240	ABB Ltd	Various	3/1/2011	5,740.67	(5,707.18)	33.49
142	Abbott Laboratories	Various	3/1/2011	6,625.13	(8,006.66)	(1,381.53)
323	Accenture Plc	Various	3/1/2011	16,580.92	(10,807.58)	5,773.34
140	ACE Limited	Various	3/1/2011	8,839.19	(6,480.60)	2,358.59
448	Aegon	Various	3/1/2011	3,302.08	(2,939.46)	362.62
85	Agrium	Various	3/1/2011	7,863.30	(5,010.75)	2,852.55
339	Amern Tower Corp	Various	3/1/2011	17,755.55	(13,024.35)	4,731.20
154	Amgen Inc	Various	3/1/2011	7,847.93	(8,772.46)	(924.53)
136	Anglo Amern	Various	3/1/2011	3,468.37	(3,522.35)	(53.98)
2	Aperam	Various	3/1/2011	78.20	(89.14)	(10.94)
88	Apple Inc	Various	3/1/2011	30,195.14	(12,313.16)	17,881.98
58	Arcelor Mittal NY	Various	3/1/2011	2,066.14	(2,585.14)	(519.00)
125	Astrazeneca Plc	Various	3/1/2011	5,952.64	(5,591.66)	360.98
255	Atlas Copco	Various	3/1/2011	5,538.59	(3,213.00)	2,325.59
258	BMC Software	Various	3/1/2011	12,517.56	(7,955.30)	4,562.26
679	Banco	Various	3/1/2011	8,150.99	(5,711.36)	2,439.63
870	Bank of America Corp	Various	3/1/2011	12,133.01	(13,300.56)	(1,167.55)
276	Bank of NY Mellon	Various	3/1/2011	8,366.47	(7,313.06)	1,053.41
71	BOC Hong Kong Hldgs	Various	3/1/2011	4,232.20	(2,595.05)	1,637.15

149 BR Amer Tobacco Plc	Various	3/1/2011	11,571.48	(10,414.65)	1,156.83
589 Bristol-Myers	Various	3/1/2011	14,932.38	(13,936.86)	995.52
248 CA Inc	Various	3/1/2011	6,049.55	(5,718.88)	330.67
637 Cisco Systems	Various	3/1/2011	11,749.97	(14,910.93)	(3,160.96)
648 Comcast	Various	3/1/2011	16,061.20	(9,116.07)	6,945.13
208 Conoco Phillips	Various	3/1/2011	16,004.66	(5,007.60)	10,997.06
83 DBS Group Holdings	Various	3/1/2011	3,669.34	(4,386.55)	(717.21)
239 Deutsche Telekom	Various	3/1/2011	3,269.24	(3,027.30)	241.94
144 Diageo Plc	Various	3/1/2011	11,068.10	(10,369.50)	698.60
62 EON AG ADR	Various	3/1/2011	2,017.40	(4,383.40)	(2,366.00)
219 Emerson Electric	Various	3/1/2011	12,964.37	(10,595.14)	2,369.23
110 Exelon Corp	Various	3/1/2011	4,515.03	(8,845.09)	(4,330.06)
134 Express Scripts	Various	3/1/2011	7,257.39	(3,664.13)	3,593.26
250 Exxon Mobil	Various	3/1/2011	21,416.00	(3,687.19)	17,728.81
183 Family Dollar Stores	Various	3/1/2011	9,171.54	(4,600.51)	4,571.03
177 Fomento Eco	Various	3/1/2011	9,613.71	(6,129.05)	3,484.66
190 Forest Laboratories	Various	3/1/2011	6,076.97	(4,924.26)	1,152.71
1372 Fosters Group	Various	3/1/2011	7,732.93	(5,112.62)	2,620.31
317 France Telecom	Various	3/1/2011	6,931.46	(11,099.32)	(4,167.86)
374 Freeport McMoran Cooper	Various	3/1/2011	19,459.09	(4,824.10)	14,634.99
79 Frontier	Various	3/1/2011	656.22	(661.26)	(5.04)
88 Fujifilm Hldgs	Various	3/1/2011	3,023.02	(2,023.74)	999.28
166 Gilead Sciences	Various	3/1/2011	6,352.85	(8,193.20)	(1,840.35)
63 Glaxosmithkline	Various	3/1/2011	2,399.03	(2,313.47)	85.56
181 Hasbro	Various	3/1/2011	7,970.71	(5,092.49)	2,878.22
289 Hewlett-Packard Company	Various	3/1/2011	12,413.67	(12,661.41)	(247.74)
568 Home Depot Inc	Various	3/1/2011	20,983.34	(13,535.21)	7,448.13
91 Homex Development	Various	3/1/2011	2,543.86	(3,080.35)	(536.49)
114 Honda Motor Co Ltd	Various	3/1/2011	4,840.37	(3,362.99)	1,477.38
333 Hong Kong Elec Holdings Ltd	Various	3/1/2011	2,162.79	(1,988.01)	174.78
160 ITT Corporation NEW	Various	3/1/2011	9,238.98	(9,268.67)	(29.69)
113 Illinois Tool Works Inc	Various	3/1/2011	6,014.84	(5,235.51)	779.33
795 Intel Corp	Various	3/1/2011	16,883.66	(13,843.87)	3,039.79
106 International Business Machines Corp	Various	3/1/2011	16,912.70	(10,812.30)	6,100.40
377 JP Morgan Chase & Co	Various	3/1/2011	17,258.25	(15,511.27)	1,746.98
720 Keppel Corp Ltd	Various	3/1/2011	12,652.36	(11,628.00)	1,024.36
183 McGraw-Hill Companies Inc	Various	3/1/2011	6,890.49	(7,437.96)	(547.47)
198 Mitsubishi Corp	Various	3/1/2011	10,886.77	(9,632.70)	1,254.07
964 Mitsubishi UFJ Finl	Various	3/1/2011	5,201.70	(9,158.80)	(3,957.10)
92 Monsanto Co NEW	Various	3/1/2011	6,541.59	(6,819.27)	(277.68)
95 National Grid Plc	Various	3/1/2011	4,344.97	(5,781.97)	(1,437.00)

290 Nestle Sa REG B	Various	3/1/2011	16,394.19	(12,236.90)	4,157.29
185 Nintendo Ltd	Various	3/1/2011	6,830.62	(9,754.67)	(2,924.05)
83 Nippon Tele & Tel	Various	3/1/2011	2,032.61	(2,202.40)	(169.79)
147 Nokia Corp	Various	3/1/2011	1,266.82	(4,937.49)	(3,670.67)
211 Novartis AG	Various	3/1/2011	11,682.49	(10,598.81)	1,083.68
145 Occidental Petroleum Corp	Various	3/1/2011	15,092.11	(10,117.71)	4,974.40
147 Omnicom Group Inc	Various	3/1/2011	7,159.93	(5,164.55)	1,995.38
489 Oracle Corporation	Various	3/1/2011	15,683.78	(10,625.09)	5,058.69
165 PG&E Corp	Various	3/1/2011	7,523.97	(6,141.30)	1,382.67
348 PepsiCo Incorporated	Various	3/1/2011	21,878.21	(23,338.93)	(1,460.72)
218 Petroleo Brasileiro	Various	3/1/2011	7,712.49	(8,818.10)	(1,105.61)
266 Proctor & Gamble	Various	3/1/2011	16,809.07	(3,415.80)	13,393.27
229 Promise Co Ltd	Various	3/1/2011	1,064.41	(2,035.81)	(971.40)
109 Quest Diagnostic Inc	Various	3/1/2011	6,165.48	(5,273.86)	891.62
79 Rwe Ag	Various	3/1/2011	5,343.20	(5,348.30)	(5.10)
90 Roche Holding Ltd	Various	3/1/2011	3,311.44	(4,110.75)	(799.31)
403 Royal KPN NV	Various	3/1/2011	6,467.06	(7,382.99)	(915.93)
176 Sanofi Aventis	Various	3/1/2011	5,986.27	(5,974.56)	11.71
118 Schlumberger Ltd	Various	3/1/2011	10,807.25	(9,989.79)	817.46
102 Scottish & Southern Energy	Various	3/1/2011	1,998.24	(3,109.98)	(1,111.74)
117 Southwestern Energy Co	Various	3/1/2011	4,374.46	(3,639.70)	734.76
196 St Jude Medical Inc	Various	3/1/2011	9,273.66	(8,672.49)	601.17
200 Stanley Black & Decker	Various	3/1/2011	14,688.92	(8,137.62)	6,551.30
134 Statoil ASA	Various	3/1/2011	3,522.08	(3,535.21)	(13.13)
89 Takeda Pharma Co	Various	3/1/2011	2,170.12	(2,167.15)	2.97
416 Td Ameritrade Holding	Various	3/1/2011	8,694.03	(7,574.28)	1,119.75
216 Telefonica	Various	3/1/2011	5,326.21	(6,794.64)	(1,468.43)
282 Texas Instruments Inc	Various	3/1/2011	10,023.18	(6,915.78)	3,107.40
418 The Charles Schwab Corp	Various	3/1/2011	7,758.74	(6,755.40)	1,003.34
181 Thermo Fisher Scientific	Various	3/1/2011	10,047.90	(6,685.42)	3,362.48
223 Thompson Creek Metals	Various	3/1/2011	3,052.49	(2,630.91)	421.58
163 Tokio Marine Hldgs	Various	3/1/2011	5,212.53	(4,437.95)	774.58
175 Total SA	Various	3/1/2011	10,566.90	(12,689.00)	(2,122.10)
63 Toyota Motor Corp	Various	3/1/2011	5,647.25	(4,806.61)	840.64
371 Turkcell Iletisim Hizmet NEW	Various	3/1/2011	5,286.10	(8,848.16)	(3,562.06)
147 Unilever Plc	Various	3/1/2011	4,309.66	(3,117.43)	1,192.23
181 United Technologies Corp	Various	3/1/2011	15,020.61	(10,003.48)	5,017.13
101 VF Corporation	Various	3/1/2011	9,647.49	(4,816.89)	4,830.60
330 Verizon Communications	Various	3/1/2011	11,753.33	(10,117.40)	1,635.93
73 WMS Industries Inc	Various	3/1/2011	2,896.69	(2,933.14)	(36.45)
153 Wal-Mart Stores Inc	Various	3/1/2011	8,029.19	(8,385.70)	(356.51)

287 Weatherford Intl Ltd	Various	3/1/2011	6,860.48	(3,228.75)	3,631.73
152 Wells Fargo & Co NEW	Various	3/1/2011	4,752.81	(757.81)	3,995.00
517 Williams Companies	Various	3/1/2011	15,309.28	(7,475.04)	7,834.24
152 Zurich Financial Svcs	Various	3/1/2011	4,304.12	(3,184.40)	1,119.72
177 3M Company	Various	3/1/2011	15,979.21	(12,483.85)	3,495.36
386 Barclays Bank Ipath	Various	3/1/2011	19,026.75	(20,708.82)	(1,682.07)
201 Vale Sa Spn	Various	3/1/2011	5,967.00	(5,155.65)	811.35

Total LT Gains (Losses)

1,297,406.59	(1,087,654.28)	209,752.31
--------------	----------------	------------