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Form 990-PF

## Return of Private Foundation

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

2011

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

**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  
WITHINGTON FOUNDATION INC  
C/O MR ANDREW K ROOKE

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
7029 SHEAFF LANE

City or town, state, and ZIP code  
FT WASHINGTON, PA 19034

**H** Check type of organization  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$** 18,369,761 **J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis.)

**A** Employer identification number  
22-3291812

**B** Telephone number (see page 10 of the instructions)  
(215) 591-9573

**C** If exemption application is pending, check here

**D** 1. Foreign organizations, check here

2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

**Part I** **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

		(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 (attach schedule)				
2	Check <input type="checkbox"/> <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	3,954	3,954		
4	Dividends and interest from securities. . . . .	393,564	393,564		
5a	Gross rents . . . . .				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	233,307			
b	Gross sales price for all assets on line 6a <u>10,631,121</u>				
7	Capital gain net income (from Part IV, line 2) . . .				
8	Net short-term capital gain . . . . .				
9	Income modifications . . . . .				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold . . . . .				
c	Gross profit or (loss) (attach schedule) . . . . .	-8,904	95		
11	Other income (attach schedule) . . . . .	621,921	397,613		
12	<b>Total.</b> Add lines 1 through 11 . . . . .				

<b>Revenue</b>	13 Compensation of officers, directors, trustees, etc			
	14 Other employee salaries and wages . . . . .			
15	Pension plans, employee benefits . . . . .			
16a	Legal fees (attach schedule) . . . . .			
b	Accounting fees (attach schedule) . . . . .	19,277	19,277	
c	Other professional fees (attach schedule) . . . . .	201,620	201,620	
17	Interest . . . . .	1,437	1,437	
18	Taxes (attach schedule) (see page 14 of the instructions)	11,288	9,885	
19	Depreciation (attach schedule) and depletion . . .			
20	Occupancy . . . . .			
21	Travel, conferences, and meetings . . . . .			
22	Printing and publications . . . . .			
23	Other expenses (attach schedule) . . . . .	25,068	25,068	
24	<b>Total operating and administrative expenses.</b>			
	Add lines 13 through 23 . . . . .	258,690	257,287	0
25	Contributions, gifts, grants paid . . . . .	948,500		948,500
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	1,207,190	257,287	948,500
27	Subtract line 26 from line 12			
a	<b>Excess of revenue over expenses and disbursements</b>	-585,269		
b	<b>Net investment income</b> (if negative, enter -0-) . . .		140,326	
c	<b>Adjusted net income</b> (if negative, enter -0-) . . .			

<b>Part II</b> <b>Balance Sheets</b>	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>1</b>	Cash—non-interest-bearing . . . . .			
<b>2</b>	Savings and temporary cash investments . . . . .	283,976	309,206	309,206
<b>3</b>	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
<b>4</b>	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
<b>5</b>	Grants receivable . . . . .			
<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
<b>7</b>	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
<b>8</b>	Inventories for sale or use . . . . .			
<b>9</b>	Prepaid expenses and deferred charges . . . . .	64,280	61,695	61,695
<b>10a</b>	Investments—U S and state government obligations (attach schedule)			
<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	13,523,362	13,281,795	14,511,343
<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .			
<b>11</b>	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
<b>12</b>	Investments—mortgage loans . . . . .			
<b>13</b>	Investments—other (attach schedule) . . . . .			
<b>14</b>	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
<b>15</b>	Other assets (describe ►) . . . . .	3,761,437	3,487,517	3,487,517
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	17,633,055	17,140,213	18,369,761
<b>17</b>	Accounts payable and accrued expenses . . . . .	21,507	20,680	
<b>18</b>	Grants payable . . . . .			
<b>19</b>	Deferred revenue . . . . .			
<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons			
<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .			
<b>22</b>	Other liabilities (describe ►) . . . . .			
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	21,507	20,680	
	<b>Foundations that follow SFAS 117, check here ►</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
<b>24</b>	Unrestricted . . . . .	17,611,548	17,119,533	
<b>25</b>	Temporarily restricted . . . . .			
<b>26</b>	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ►</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
<b>27</b>	Capital stock, trust principal, or current funds . . . . .			
<b>28</b>	Paid-in or capital surplus, or land, bldg , and equipment fund			
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds			
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	17,611,548	17,119,533	
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	17,633,055	17,140,213	

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

<b>1</b>	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) . . . . .	<b>1</b>	17,611,548
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-585,269
<b>3</b>	Other increases not included in line 2 (itemize) ►	<b>3</b>	93,254
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	17,119,533
<b>5</b>	Decreases not included in line 2 (itemize) ►	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	17,119,533

**Part IV Capital Gains and Losses for Tax on Investment Income**

**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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,038,152	18,887,103	0 054966
2009	898,536	19,310,170	0 046532
2008	872,230	21,052,320	0 041432
2007	1,289,807	25,440,116	0 050700
2006	1,054,124	23,238,031	0 045362
<b>2</b> <b>Total</b> of line 1, column (d).		<b>2</b>	0 238992
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		<b>3</b>	0 047798
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.		<b>4</b>	17,145,119
<b>5</b> Multiply line 4 by line 3.		<b>5</b>	819,502
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b>	1,409
<b>7</b> Add lines 5 and 6.		<b>7</b>	820,901
<b>8</b> Enter qualifying distributions from Part XII, line 4.		<b>8</b>	948,500

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 on page 18.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	1,403
	Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2. . . . .		3	1,403
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	1,403
6	<b>Credits/Payments</b>			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	61,695	
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	61,695	
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached <input checked="" type="checkbox"/>	8		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	60,292	
11	Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> 60,292 <b>Refunded</b> <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

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? . . . . .		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .		Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		Yes	No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		Yes	
	● 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? . . . . .			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation.</i>		Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i> . . . . .		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions). . . . .	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13		
Website address ► N/A				
14	The books are in care of ► ANDREW K ROOKE Located at ► 7029 SHEAFF LANE FT WASHINGTON PA	Telephone no ► (215) 591-9573 ZIP +4 ► 19034		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ►	15		
16	and enter the amount of tax-exempt interest received or accrued during the year . . . . .	16	Yes	No
At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .				
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? . . . . .	<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 <b>any</b> 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 20 of the instructions)? . . . . .	1b	
c	Organizations relying on a current notice regarding disaster assistance check here. . . . . ►		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? . . . . .	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . .	2a	
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions) . . . . .	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 ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	3a	
	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011). . . . .	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? . . . . .	4b	No

**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  <b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . <b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . <b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? . . . . . <b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . . . <b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . 	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)-(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 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. . . . . <input type="checkbox"/>		5b
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? . . . . . <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .  <b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .  <i>If "Yes" to 6b, file Form 8870.</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .		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 (see page 22 of the instructions)

1 List all officers, directors, trustees, foundation managers and their compensation (See page 22 of the instructions.)				
<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account other allowances</b>
WILLIAM W ROOKE 	PRESIDENT 30 00	0	0	
10617 ETAMARISK WY SCOTTSDALE, AZ 85262				
ANDREW K ROOKE 	VICE PRES 30 00	0	0	
7029 SHEAFF LANE FORT WASHINGTON, PA 19034				
CHARLES C ROOKE 	SECR TREAS 30 00	0	0	
2134 SOUTH JACKSON DENVER, CO 80210				

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions)**  
If none, enter "NONE."

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). 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. . . . .**

**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	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)**

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 page 24 of the instructions	
3	

**Total. Add lines 1 through 3. . . . .**

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	13,402,578
b Average of monthly cash balances. . . . .	1b	296,590
c Fair market value of all other assets (see page 24 of the instructions). . . . .	1c	3,707,044
<b>d Total</b> (add lines 1a, b, and c). . . . .	1d	17,406,212
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	
<b>2 Acquisition indebtedness applicable to line 1 assets.</b> . . . . .	2	
<b>3 Subtract line 2 from line 1d.</b> . . . . .	3	17,406,212
<b>4 Cash deemed held for charitable activities</b> Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	261,093
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,145,119
<b>6 Minimum investment return.</b> Enter 5% of line 5. . . . .	6	857,256

**Part XI Distributable Amount** (see page 25 of the 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	857,256
2a Tax on investment income for 2011 from Part VI, line 5. . . . .	2a	1,403
b Income tax for 2011 (This does not include the tax from Part VI ). . . . .	2b	
c Add lines 2a and 2b. . . . .	2c	1,403
3 Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	855,853
4 Recoveries of amounts treated as qualifying distributions. . . . .	4	
5 Add lines 3 and 4. . . . .	5	855,853
6 Deduction from distributable amount (see page 25 of the instructions). . . . .	6	
<b>7 Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	855,853

**Part XII Qualifying Distributions** (see page 25 of the 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	948,500
b Program-related investments—total from Part IX-B. . . . .	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
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	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	948,500
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions). . . . .	5	1,403
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6	947,097

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

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				855,853
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only. . . . .			591,457	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006. . . . .				
<b>b</b> From 2007. . . . .				
<b>c</b> From 2008. . . . .				
<b>d</b> From 2009. . . . .				
<b>e</b> From 2010. . . . .				
<b>f Total</b> of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 948,500				
<b>a</b> Applied to 2010, but not more than line 2a			591,457	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . . .				
<b>d</b> Applied to 2011 distributable amount. . . . .			357,043	
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . . . .				
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .				
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . .				498,810
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .				
<b>9</b> <b>Excess distributions carryover to 2012.</b> Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007. . . . .				
<b>b</b> Excess from 2008. . . . .				
<b>c</b> Excess from 2009. . . . .				
<b>d</b> Excess from 2010. . . . .				
<b>e</b> Excess from 2011. . . . .				

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. ►			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)****1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

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

**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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b>			► 3a	948,500
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions )	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
<b>1</b>	<b>Program service revenue</b>				
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>f</b>					
<b>g</b>	<b>Fees and contracts from government agencies</b>				
<b>2</b>	<b>Membership dues and assessments.</b>				
<b>3</b>	<b>Interest on savings and temporary cash investments</b>			14	3,954
<b>4</b>	<b>Dividends and interest from securities.</b>			14	393,564
<b>5</b>	<b>Net rental income or (loss) from real estate</b>				
<b>a</b>	<b>Debt-financed property.</b>				
<b>b</b>	<b>Not debt-financed property.</b>				
<b>6</b>	<b>Net rental income or (loss) from personal property</b>				
<b>7</b>	<b>Other investment income.</b>			15	95
<b>8</b>	<b>Gain or (loss) from sales of assets other than inventory</b>				
<b>9</b>	<b>Net income or (loss) from special events</b>				
<b>10</b>	<b>Gross profit or (loss) from sales of inventory.</b>				
<b>11</b>	<b>Other revenue</b> <u>a</u> See Additional Data Table				
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>12</b>	<b>Subtotal Add columns (b), (d), and (e).</b>				388,614
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e).			13	621,921
(See worksheet in line 13 instructions on page 28 to verify calculations.)					

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

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

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 or**

**b Other transactions**

- (1) Sales of assets to a noncharitable exempt organization. . . . .
- (2) Purchases of assets from a noncharitable exempt organization. . . . .
- (3) Rental of facilities, equipment, or other assets. . . . .
- (4) Reimbursement arrangements. . . . .
- (5) Loans or loan guarantees. . . . .
- (6) Performance of services or membership or fundraising solicitations. . . . .

**c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees

**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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

**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
<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.</p>		
<p>***** Signature of officer or trustee</p>	<p>2012-05-10 Date</p>	<p>***** Title</p>
<p><b>Sign Here</b>  <b>Paid Preparer's Use Only</b></p>	<p>Preparer's Signature RALPH J SAULINO CPA</p>	<p>Date 2012-09-20 Check if self-employed <input checked="" type="checkbox"/> PTIN</p>
	<p>Firm's name ► FINANCIAL &amp; TAX PLANNING ASSOCIATES 1995 MORRIS RD SUITE 200</p>	<p>Firm's EIN ►</p>
	<p>Firm's address ► BLUE BELL, PA 19422</p>	<p>Phone no (215) 699-8600</p>

May the IRS discuss this return with the preparer shown above? See instructions . . . . .  Yes  No

## TY 2011 Accounting Fees Schedule

**Name:** WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND TAX PREP FEE	19,277	19,277		

## TY 2011 Compensation Explanation

**Name:** WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Person Name	Explanation
WILLIAM W ROOKE	
ANDREW K ROOKE	
CHARLES C ROOKE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2011 Gain/Loss from Sale of Other Assets Schedule

**Name:** WITHTINGTON FOUNDATION INC  
 C/O MR ANDREW K ROOKE  
**EIN:** 22-3291812

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
NORTHERN TRUST COMMON TRUST FUND		PURCHASE				1,996			-1,996	
NORTHERN TRUST TAX INFORMATION LETTE		PURCHASE			2,146,975	2,194,189			-47,214	
MERRILL LYNCH DEUTSCHE BANK	2010-12	PURCHASE	2011-09		449,152	510,570			-61,418	
UBS BANK		PURCHASE			612,719	576,398			36,321	
MERRILL LYNCH		PURCHASE			316,404	388,313			-71,909	
POWERSHARES DB COMMUNITY INDEX		PURCHASE				46,886			-46,886	
POWERSHARES DB PRECIOUS METALS FD		PURCHASE			1				1	
MARTIN MIDSTREAM PARTNERS LP		PURCHASE				1			-1	
NATURAL RESOURCES PARTNERS LP		PURCHASE			210				210	
ENTERPRISE PRODUCTS 1231 GAINS		PURCHASE			41				41	
ENTERPRISE PRODUCTS L/T GAINS		PURCHASE			868				868	
FRANKLIN STREET PROPERTIES		PURCHASE			4,232				4,232	
NORTHERN TRUST COMMON TRUST FUND		PURCHASE			55,370				55,370	
NORTHERN TRUST MFB NTGI S/P INDEX	2006-03	PURCHASE	2011-06		2,582,813	2,935,199			-352,386	
NORTHERN TRUST TAX INFO 2399714		PURCHASE			1,747				1,747	
NORTHERN TRUST TAX INFO 1250 GAIN		PURCHASE			75				75	
NORTHERN TRUST TAX INFO 2399714		PURCHASE			3,406,033	2,977,083			428,950	
NORTHERN TRUST TAX INFO 2399714		PURCHASE			16,140				16,140	
UBS BANK		PURCHASE			575,381	396,378			179,003	
MERRILL LYNCH		PURCHASE			434,168	369,106			65,062	
NB CROSSROADS		PURCHASE			27,803				27,803	
KINDER MORGAN		PURCHASE			46				46	
PLAINS ALL AMERICAN PIPELINE		PURCHASE			4				4	
POWERSHARES DB COMMODITY INDEX		PURCHASE				1,484			-1,484	
OXFORD RESOURCE PARTNERS LP		PURCHASE			95				95	
NUSTAR ENERGY		PURCHASE				39			-39	
WILLIAMS PARTNERS LP 1231 LOSSES		PURCHASE				7			-7	
WILLIAMS PARTNERS		PURCHASE			2				2	
CROSS TEX		PURCHASE				1			-1	
PENN VIRGINIA RESOURCE PARTNERS		PURCHASE			312				312	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
HUFF ENERGY		PURCHASE			530				530	
HUFF ENERGY		PURCHASE				164			-164	

**TY 2011 Investments Corporate  
Stock Schedule**

**Name:** WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
3M CO 100S	7,323	8,173
3M CO 1956S	149,693	159,864
3M CO 400S	27,852	32,692
ABB LTD 645S	13,127	12,145
ABBOTT LAB 500S	35,918	39,361
ABBOTTS LABS 500S	27,690	28,115
ACUITY BRANDS INC 225S	9,443	11,925
ADIDAS AG 564S	20,537	18,392
AFLAC INC 1000S	35,480	42,260
AGILENT TECH INC 400S	9,036	10,654
AGL RESOURCES 1000S		
AGRIUM INC 135S	4,821	9,060
ALBEMARIE CORP 500S		
ALBEMARLE 500S	27,975	25,755
ALEXION PHARM INC 125S	6,946	8,938
ALLERGAN INC 250S	16,803	21,935
ALLETE INC 220S	5,934	9,236
ALLIANZ SE ADR 1075S	15,467	10,180
ALLSTATE CORP 975S	30,781	26,725
ALTERA CORP 245S	7,570	9,090
ALTRIA GROUP INC 815S	21,982	24,165
AMAZON COM INC 248S	15,623	42,929
AMAZON.COM 400S		
AMERICA MOVIL 403S		
AMERICAN EXPRESS CO 1435S	62,052	67,689
AMERICAN MOVIL 500S		
AMERICAN TOWER CORP 250S	13,155	15,003
AMERISOURCE BERGEN CORP 1500S	54,943	55,785
ANADARKO PETRO CORP 165S	12,960	12,594
ANGLO AMERN 375S	6,662	6,806

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ANHEUSER BUSCH 120S	7,531	7,319
AON CORP 500S	21,860	23,400
APACHE CORP 170S		
APACHE CORP 634S	75,510	57,428
APPLE INC	13,475	60,750
APPLE INC	16,919	20,250
APPLE INC 150S	16,225	60,750
APPLE INC 153S	12,676	61,965
ARCH CHEMICALS 460S		
ARM HLDS 647S	9,458	17,902
ASTRAZENECA 315S	14,406	14,581
AT&T INC 3125S	89,015	94,500
AT&T INC 500S	13,945	15,120
ATLAS COPCO 540S	7,707	10,629
AUTOMATIC DATA PROC 385S	19,950	20,794
AVAGO TECH LTD 185S	6,092	5,339
AVIS BUDGET GRP INC 630S	9,391	6,753
BABOCK & WILCOX CO 330S	5,790	7,966
BAE SYS PLC 390S	6,753	6,887
BAIDU INC 200S	15,454	23,294
BAIDU INC 327S	17,712	38,086
BANCO BRADESCO 650S		
BANCO SANTANDER CENT HISPANO 4328S		
BANK NS HALIFAX 700S	40,594	34,867
BANK NY MELLON CORP 1625S	51,723	32,354
BANK OF AMERICA 3625S	19,884	20,155
BANKFINANCIAL CORP 450S		
BARCLAYS PLC 570S	10,246	6,264
BASF AKTIENG LEVEL 1 215S	13,117	14,992
BAXTER INTL INC 1060S	41,758	52,449

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BAYBERRY GROUP 395S	15,456	14,631
BAYER AG SPON 500S	26,205	31,900
BAYERISCHE MOTOREN 625S	12,143	13,894
BCE INC 810S	30,497	33,753
BEAM INC 575S	27,472	29,457
BECTON DICKINSON 200S	14,890	14,944
BECTON DICKISON & CO 300S	26,751	22,416
BED BATH & BEYOND 240S	12,840	13,913
BED HAT INC 270S		
BENEFICIAL MUTUAL BANCORP 700S	6,949	5,852
BERKSHIRE HATHAWAY 100S	7,431	7,630
BERKSHIRE HATHAWAY 100S	6,936	7,630
BERKSHIRE HATHAWAY 400S	28,760	30,520
BG PLC ADR FINAL INSTALL 257S	21,606	27,499
BHP BILLITON LTD 215S	15,901	12,554
BHP BILLITON LTD 300S	19,443	21,189
BIOTECH HOLDINGS INC 800S	88,800	65,604
BLACK HILLS CORP 1000S	26,980	33,580
BLACKROCK INC 74S	11,842	13,190
BNP PARIBAS ADR 1566S		
BOC HONG KONG 165S	7,223	7,781
BOEING CO 225S	15,148	16,504
BOEING CO INC 200S	12,786	14,670
BOEING INC 100S	6,206	7,335
BOEING INC 100S	6,494	7,335
BOEING INC 100S	6,828	7,335
BORG WARNER 100S	7,502	6,374
BORG WARNER 400S	18,984	25,496
BORG WARNER 720S	47,624	45,893
BP PRUDHOE BAY RTYT 700S	82,502	79,772

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BRINKS CO 340S	8,745	9,139
BRISTOL MYERS SQUIBB 1330S	38,227	46,869
BRIT AMERN TOB 406S	20,082	38,521
BRITISH SKY BROCTG GRP 511S		
BROADCOM CORP 166S	5,720	4,874
BROADRIDGE FINL SOLUTIONS 545S	10,009	12,290
BROOKFIELD ASSET MGMT 250S	8,196	6,870
BT GROUP PLC 775S	20,843	22,971
CANADIAN IMPERIAL BANK 240S	18,713	17,369
CANADIAN NATL RES LTD 374S	10,146	13,229
CANADIAN NATL RW CO 300S	21,723	23,568
CANADIAN NATL RY CO 347S	19,282	27,260
CANON INC 400S	18,676	17,616
CANON INC 967S	36,173	42,587
CAPITAL FED FINL INC 805S	9,786	9,290
CARNIVAL CORP 911S	35,951	29,735
CARNIVAL PLC 190S	8,135	6,257
CARRIZO OIL & GAS INC 250S	8,177	6,588
CATERPILLAR INC 300S	11,904	27,180
CATERPILLAR INC 500S	18,700	45,300
CELGENE CORP 300S	18,141	20,280
CELGENE CORP 325S	14,939	21,970
CENTL EUROPE RUSSIA FUND 609S		
CENTRAL EUROPEAN DIST CORP 530S		
CENTRICA PLC 570S		
CERNER CORP 1000S	33,590	61,250
CH ROBINSON WW INC 65S		
CHECKPOINT SOFTWARE TECH 217S	11,924	11,401
CHEM TURA CORP 765S	12,374	8,675
CHEVRON CORP 500S	34,440	53,200

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHEVRON CORP 845S	80,956	89,908
CHGO BRDG & IRON 370S	8,991	13,986
CHINA MERCH HLDGS 553S		
CHINA MOBILE 130S	6,732	6,304
CHINA TELECOM CORP 200S	11,562	11,426
CHIPOTLE MEX GRILL INC 42S	9,805	14,185
CIRCOR INTL INC 230S	6,357	8,121
CISCO SYS INC 380S		
CISCO SYS INC 500S		
CITI GROUP INC 500S	15,525	13,155
CLEAN HARBORS INC 500S	26,065	31,865
CNOOC LTD 140S	19,885	24,455
COACH INC 175S	4,482	10,682
COCA COLA 285S	18,658	19,941
COCA COLA 500S	22,410	34,985
COGNIZANT TECH SOL 80S	5,884	5,145
COGNIZANT TECH SOLUTIONS 500S	12,425	32,155
COLGATE PALMOLIVE 500S		
COLGATE PALMOLIVE CO 500S	31,900	46,195
COMPASS MINERALS 106S	7,490	7,092
COMSTOCK RES INC 565S		
CON EDISON CO 500S		
CONAGRA FOODS INC 1645S		
CONCHO RES INC 105S	8,800	9,844
CONCUR TECH INC 500S		
CONOCO PHILLIPS 1000S	64,493	72,870
CONSOLIDATED EDISON INC 500S	20,400	31,015
CONVANCE INC 545S	30,217	24,917
CORELOGIC INC 870S		
COSTCO WHSL CORP 230S	12,435	19,164

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CREDIT SUISSE GRP 909S	37,482	21,343
CRESCENT POINT ENERGY CORP 355S	15,499	15,663
CROE HLDGS INC 240S	6,734	6,206
CROSSTEX ENERGY LP 1500S	8,977	24,330
CSX CORP 900S	22,743	18,954
CTRIP.COM INTL LTD 500S		
DANA HLDGS 570S	9,705	6,926
DARA BIOSCIENCE INC 171901S	499,962	13,321
DARDEN REST INC 480S	20,919	21,878
DASSAULT SYS 144S	7,262	11,579
DAVITA INC 500S		
DBS GROUP HLDGS 680S		
DBS GROUP HLDGS LTD 405S	12,704	14,345
DEERE & CO 300S	13,608	23,205
DEERE & CO 500S	18,860	38,675
DELTIC TIMBER CORP 185S	8,341	11,172
DENNYS CORP INC 880S	2,793	3,309
DESARROLLADORA HOMEX 750S		
DIAGEO PLC 300S	23,310	26,226
DIAGEO PLC PSD 200S	17,148	17,484
DIGITAL RLTY INC 415S	25,165	27,668
DINEEQUITY INC 200S	10,197	8,442
DIRECT TV GROUP HLDGS 700S	16,135	29,932
DOLLAR GENERAL CORP 375S		
DOVER CORP 500S	24,155	29,025
DOVER CORP 940S	60,923	54,567
DOW CHEMICAL CO 1530S		
DRESSER RAND GROUP INC 165S	5,673	8,235
DUNKIN BRANDS GRP INC 215S	5,427	5,371
DUPONT DENEMOURS 120S	6,080	5,494

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DUPONT EI DEMOURS 100S	4,841	4,578
DUPONT EI DEMOURS 400S	14,908	18,312
EAST GROUP PROPERTIES 300S		
EAST WEST BANCORP INC 1380S		
EBAY INC 1120S	25,575	33,970
EDWARDS LIFE SCIENCES 400S		
ELI LILLY INC 1245S		
EMBRAER SA REPSTG 844S	25,195	21,286
EMC CORP 1750S	36,742	37,695
EMC CORP 2526S	57,999	54,410
EMC CORP 500S	9,430	10,770
EMERSON ELECTRIC 1140S	64,614	53,113
EMERSON ELECTRIC CO 100S	3,373	4,659
EMERSON ELECTRIC CO 400S	13,440	18,636
EMERSON ELECTRIC CO 500S	25,345	23,295
ENBRIDGE INC 495S	15,269	18,518
ENEL SOCIETA 1200S	8,223	4,800
ENERGY INC & GROWTH FUND 1137S	24,200	32,120
ENPRO IND INC 320S	10,768	10,554
ENTERGY CORP 500S		
ENTERPRISE PRODUCTS PARTNERS 1240S	9,452	57,511
ENTERPRISE PTNRS LP 100S	2,364	4,638
ENTERPRISE PTNRS LP 600S	15,096	27,828
ENTERPRISE PTNRS LP 800S	19,936	37,104
ESTEE LAUDER CO 152S	11,871	17,073
ETF GUGGENHEIM BRIC 1500S		
EXPEDITORS INL WASH INC 210S		
EXPRESS SCRIPTS 120S	5,339	5,363
EXPRESS SCRIPTS INC 400S	17,596	17,876
EXPRESS SCRIPTS INC 400S	22,376	17,876

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXPRESS SCRIPTS INC 600S	17,046	26,814
EXTERRAN HLDGS INC 570S		
EXXON MOBIL CORP 1000S	38,080	84,760
FACTSET RESH SYS INC 500S	30,255	43,640
FANUC LTD JAPAN 838S	9,298	21,201
FED EX CORP 200S	17,750	16,702
FEDERAL SIGNAL CORP 415S	2,702	1,722
FEDEX CORP DE 100S	8,982	8,351
FEDEX CORP DE 100S	7,155	8,351
FIRST AMERN FINL GROUP 625S	8,772	7,919
FIRST MERIT CORP 503S	9,677	7,610
FIRST NIAGRA FINL GRP 640S	7,657	5,523
FLOWERS FOODS INC 677S	9,126	12,849
FLOWSERV CORP 60S	3,140	5,959
FLSMIDTH & CO 2232S	12,621	12,923
FMC CORP MASS 500S		
FOCUS MEDIA HLDGS 675S		
FORD MOTOR CO 1000S		
FOREST LABS 550S		
FORESTAR GROUP INC 385S	7,507	5,825
FORMENTO ECONOMICO MEXICANA 150S	4,361	10,457
FORTUNE BRANDS HUME & SEC INC 185S	2,962	3,151
FOSTER LB CO 165S	3,840	4,668
FOSTER WHEELER LTD 460S		
FREEPORT MCMORAN COPPER 1850S	87,380	68,062
FREEPORT MCMRAN GLD 100S	5,234	3,679
FREEPORT MCMRAN GLD 400S	13,612	14,716
FRESENIUS MEDICAL CARE 394S	15,184	26,784
FUJIFILMS HLDGS CORP 360S	7,548	8,374
GALLAGHER ARTHUR CO 650S		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GDR ASSA ABLOY 2137S	28,805	26,627
GENERAL ELECTRIC 4350S	93,935	81,491
GENERAL ELECTRIC CAP CORP 500S	14,630	8,955
GENERAL ELECTRIC CORP 1000S	20,120	17,910
GENERAL ELECTRIC CORP 200S	5,130	3,582
GENERAL ELECTRIC CORP 300S	4,398	5,373
GENERAL ELECTRIC CORP 500S	12,890	8,955
GENERAL ELECTRIC CORP 500S	8,970	8,955
GENERAL MILLS 200S	6,962	8,082
GENERAL MILLS 500S	16,155	20,205
GENUINE PARTS INC 435S	22,028	26,622
GILEAD SCI INC 445S		
GILEAD SCIENCES INC 300S		
GLAXOSMITHKLINE 470S	19,343	21,446
GOLD CORP INC 500S	23,510	22,125
GOLDMAN SACHS GROUP INC 472S	57,535	42,683
GOOGLE INC 48S	25,808	31,003
GOOGLE INC 50S	14,717	32,295
GOOGLE INC 50S	14,136	32,295
GREEN DOT CORP 105S		
GULFPORT ENERGY CORP 365S	10,698	10,749
HALLIBURTON CO 1235S	45,209	42,620
HANESBRANDS INC 525S	11,997	11,477
HANG LUNG LTD 726S	10,870	10,309
HANOVER INSURANCE GROUP 230S	8,539	8,039
HANSEN NATL CORP 500S		
HARLEY DAVIDSON COM 285S	11,563	11,078
HATACHI LTD 265S	14,146	13,817
HCP INC 570S	20,822	23,615
HEALTHCARE REIT INC 455S	23,464	24,811

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HEALTHCARE SERV GRP 735S	11,841	13,002
HEARTWARE INTL 400S	25,884	27,600
HENNESTMAURITZ 4750S	25,347	30,210
HERSHEY INC 500S	27,375	30,890
HESS CORP 480S	34,815	27,264
HEWLETT PACKARD 235S		
HILL ROM HLDGS INC 410S	9,485	13,813
HITACHI LTD 400S	21,652	20,856
HJ HEINZ 585S	31,141	31,613
HOLLY ENERGY PARTNERS LP 300S	15,424	16,134
HOLLY ENERGY PTNRS 200S	8,792	10,756
HOME DEPOT INC 800S	30,000	33,632
HOME INNS & HOTELS MGMT 500S		
HONDA MOTOR CO 330S	9,357	10,082
HONDA MOTOR INC 500S		
HONEYWELL 810S	45,667	44,024
HONEYWELL INTL 200S	5,090	10,870
HONEYWELL INTL 300S	6,612	16,305
HONG KONG EXC 914S	7,253	14,533
HOSPIRA INC 1040S		
HSBC HLDGS 140S	7,341	5,334
HSBC HLDGS 500S		
HUMANA INC 515S	30,533	45,119
IAC INTERACTIVE CORP 1000S	24,560	42,600
IBERIABANK CORP 195S	8,110	9,614
IBM 124S	15,688	22,801
IBM CORP 200S	18,108	36,776
IBM CORP 300S	35,808	55,164
IBM CORP 500S	53,565	91,940
ICONIX BRAND GRP 285S	5,283	4,643

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ILLUMINA INC 200S		
ILLUMINA INC 275S	10,780	8,382
IND & COMM BK UNSPON 1547S	19,546	18,440
INFINEON TECH 1360S		
INFORMMATICA CORP 500S	9,065	18,465
INFOSYS TECH LTD 220S		
ING GROUP NV 2378S	19,217	17,050
INGERSOLL RAND 260S		
INTEL CORP 4190S	90,732	101,608
INTERNET HOLDERS TRUST 500S		
INTL PAPER CO 1000S	23,940	29,600
INTRCONTINENTAL HOTELS 390S	7,079	7,016
INTUITT 1105S		
ISHARES BARCLAYS TR/IN 4000S	337,860	338,000
ISHARES FTS CHINA 1000S		
ISHARES IBOX HIGH YIELD 1500S	129,390	134,145
ISHARES INC MSCI AUSTRALIA 1000S		
ISHARES INC MSCI BRAZIL 300S		
ISHARES INC MSCI CANADA 1000S		
ISHARES NASDAQ BIOTECH 700S	53,788	73,045
ISHARES TRUST DOW JONES 500S	41,525	44,160
ISHARES TRUST S&P INDIA NIFTY 1000S		
ITAU UNIBAND HLDGS 1438S	25,639	26,689
ITC HLDGS 165S	7,697	12,520
ITT CORP 290S	5,732	5,606
JARDINE MATHESON 200S	7,234	9,502
JARDINE MATHESON HD 300S	8,355	14,253
JC PENNEY CO INC 865S		
JOHN BEAN TECH CORP 370S	5,462	5,687
JOHNSON & JOHNSON 1000S	65,000	65,580

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JOHNSON AND JOHNSON 170S	10,753	11,149
JOY GLOBAL INC 155S		
JP MORGAN CHASE & CO 500S	13,880	16,625
JP MORGAN CHASE CO 1540S	58,186	51,205
JUNIPER NETWORKS INC 330S	7,583	6,735
KAISER ALUM CORP 240S	8,442	11,011
KANSAS CITY SOUTHERN 250S	5,863	17,003
KAYNE ANDERSON MLP INC 1140S	25,484	34,622
KEPPEL LTD 1696S	12,927	24,151
KIDDI CORP 880S	15,080	14,168
KIMBERLEY CLARK 395S	25,988	29,056
KINDER MORGAN ENERGY 100S	4,783	8,495
KINDER MORGAN ENERGY 400S	17,129	33,980
KINDER MORGAN ENERGY PTNERS 1065S		34,261
KINGFISHER 3508S	27,068	26,977
KOHLS CORP 650S	35,912	32,078
KOMATSU LTD 982S	13,784	23,195
KOPPERS HLDGS INC 165S	5,374	5,669
KRAFT FOODS 340S		
LABORATORY CORP HLDGS 390S	34,659	33,528
LAFARGE SA 1401S		
LAS VEGAS SANDS CORP 133S	5,599	5,683
LEAR CORP 1000S	34,970	39,800
LEGACY RESERVE 500S	14,300	14,120
LEGACY RESERVES LP 400S	8,780	11,296
LI FUNG LTD 4851S	17,813	17,803
LIFE TECH CORP 300S		
LINKEDIN CORP 125S	8,677	7,876
LINN ENERGY 1000S	2,680	3,791
LINN ENERGY LLC 400S	8,449	15,164

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LOGITECH INTL 1440S		
LOREAL CO 200S	4,510	4,166
LOREAL CO 800S	17,296	16,664
LOWES CO INC 145S	3,604	3,680
LULULEMON ATHLETICA INC 185S	9,548	8,632
LVMH MOET HENNESSY 1397S	20,748	39,256
M & T BANK CORP 605S		
MACDONALDS CORP 500S	30,415	50,165
MAKO SURGICAL CORP 700S	14,469	17,647
MAN GROUP PLC 4427S		
MANNING NAPIER INC 355S	4,502	4,434
MARKET VECTORS GOLD MINERS 600S		
MARRIOTT INTL 420S		
MARTIN MIDSTREAM PTRS LP 500S		
MARVELL TECH GROUP 97S		
MASTERCARD INC 80S	13,906	29,826
MATTEL INC 795S	20,508	22,069
MB FINL INC 785S		
MCDERMOTT INTL INC 190S	1,196	2,187
MCDONALDS CORP 735S	60,916	73,743
MCKESSON CORP 200S	13,356	15,582
MCKESSON CORP 400S	16,072	31,164
MEAD JOHNSON NUT 190S	9,878	13,059
MEAD JOHNSON NUTRITION 100S	4,611	6,873
MEAD JOHNSON NUTRITION 400S	17,712	27,492
MEAD WEST VACO CORP 1000S	32,790	29,950
MEDCO HEALTH SOLUTIONS 500S		
MEDCO HEALTH SOLUTIONS INC 190S		
MERCADOLIBRE INC 176S	11,208	13,999
MERCK & CO INC 300S	10,607	11,310

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MFB NORTHERN FUND JG R/E 18388S	155,983	136,256
MFB NORTHERN NHFIX HIGH YLD 90553S	581,351	637,493
MFB NTGI COM DAILY S&P 247,538S		
MFC ISHARES EMERG MKTS 10700S	493,366	405,958
MFC ISHARES IBOXX INV 3210S	354,805	365,169
MFC JOHN HANCOCK BK 805S	14,427	11,029
MFC PWRSHARES DB INDEX 23500S	636,396	630,890
MFC SHARES 185S	10,669	10,691
MFC SPDR GOLD 1050S	154,280	159,590
MICROSOFT CORP 1990S	55,346	51,660
MITSIBISHI UFI FINL GROUP INC 4259S	25,745	17,845
MITSUI CO LTD 50S	10,816	15,475
MOBILE TELESYSTEMS1250S		
MOLEX INC 2020S		
MONSANTO CO 325S	22,532	22,773
NATL AUSTRALIA BANK 1250S	29,613	29,913
NATL GRID TRANSCO 135S	6,746	6,545
NATL OIL WELL VAR 215S	16,655	14,618
NATL RETAIL INC 550S	13,214	14,509
NATURAL RESOURCES PTRNS LP 400S		
NCR CORP 485S	8,239	7,983
NESTLE S A 1250S	37,650	72,138
NESTLE S A SPONSORED REPSTG 982S	32,357	56,671
NESTLE SA REP RG 1000S	39,880	57,710
NETAPP INC 200S		
NETAPP INC 355S	9,227	12,876
NETEASE INC 500S	23,745	22,425
NEW ORIENTAL ED & TECH INC 180S		
NEXTERA ENERGY INC 1070S	57,607	65,142
NIKE INC 100S	8,654	9,637

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NIKE INC 100S	7,947	9,637
NIKE INC 204S	10,973	19,659
NIKE INC 50S	3,874	4,819
NIKE INC 50S	3,450	4,819
NIKE INC 50S	3,390	4,819
NIKE INC 50S	4,369	4,819
NIPPON TELE & TELE 270S	6,819	6,839
NISSAN MTR LTD 795S	13,080	14,135
NORDSTROM INC 1250S		
NORFOLK STHN CORP 700S		
NORTHEAST UTILITIES 500S	15,010	18,035
NORTHROP GRUMMAN CORP 920S		
NORTHWEST BANKSHARES INC 815S	9,205	10,139
NOVA NORDISK AS 446S	30,558	51,406
NOVARTIS 1424S	75,561	81,410
NUSTAR ENERGY LP 500S	21,880	28,330
OAO GAZPROM 739S		
OASIS PETE INC 315S	8,908	9,163
OCCIDENTAL PETE CORP 150S	12,310	14,055
OCCIDENTAL PETROLEUM 200S	16,868	18,740
OIL CO LUKOIL 275S	12,997	14,630
ONEOK INC 385S	26,342	33,376
ORACLE CORP 2180S	65,090	55,917
ORACLE CORP 400S	13,076	10,260
ORACLE CORP 600S	13,914	15,390
ORIX CORP 195S	6,527	7,985
QUEST DIAGNOSTICS 440S	25,281	25,546
OXFORD RESOURCES PTRS LP 500S		
PATTERSON COS INC 300S	6,149	8,656
PEABODY ENERGY CORP 1000S		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PENN VA RESOURCES PTNRS 1000S	26,511	25,530
PENSKE AUTO GROUP INC 490S	9,688	9,433
PEPSICO 500S	32,445	33,175
PETROHAWK ENERGY CORP 670S		
PETROLEO BRASILFIRO 485S	9,236	11,393
PHH CORP 425S	8,581	4,548
PHILIP MORRIS INTL 985S	62,090	77,303
PHILLIPS VAN HEUSEN CORP 100S		
PIEDMONT NATURAL GAS 1000S	17,390	33,980
PLAINS ALL AMER PIPELINE LP 539S	8,486	39,589
PLUM CREEK TIMBER CO 1000S		
POLO RALPH LAUREN CORP 615S		
POTASH CORP SASK INC 511S	13,090	21,094
POWERSHARES DB GOLD FD 1000S	53,619	54,450
POWERSHARES DB MULTI SECT 700S	37,595	37,716
PPL CORP 1900S	33,003	55,898
PRAXAIR INC 222S	22,398	23,732
PRECISION CAST PARTS 144S	15,664	23,730
PRICELAND COM INC 5S		
PRICELINE INC 30S	14,202	14,031
PROCTOR & GAMBLE 1380S	87,902	92,060
PROCTOR & GAMBLE CO 1000S	32,060	66,710
PUBLIC SERV ENTERPRISE 1465S	47,702	48,360
PUBLICIS SA 803S	17,172	18,365
QEP RES INC 500S	12,290	14,650
QEP RES INC 830S		
QUALCOMM INC 355S	14,085	19,419
QUESTAR CORP 1775S		
RALCORP HLDGS INC 440S		
RALPH LAUREN CORP 115S	9,965	15,879

Name of Stock	End of Year Book Value	End of Year Fair Market Value
REALTY INCOME CORP 455S	15,004	15,907
RECKITT BENCKISER GRP 3234S	28,469	31,823
RED HAT INC 245S	9,854	10,116
REDWOOD TRUST INC 500S	7,475	5,090
REDWOOD TRUST INC 500S	8,220	5,090
REGAL BELOIT CORP 155S	9,141	7,900
REPSOL XPE 240S	8,000	7,322
RESMEO INC 500S		
RMP INTL INC 1320S	28,569	32,406
ROCHE HDLGS LTD 1000S		
ROCHE HLDGS LTD 160S	6,777	6,808
ROPER INDUSTRIES INC 35S	2,926	3,040
ROYAL DUTCH SHELL 220S	13,987	16,080
ROYAL KPN NV 1035S	13,886	12,337
SABMILLER PLC 320S	6,232	11,216
SAFEWAY INC 1930S		
SALEFORCE INC 192S	11,794	19,480
SALLY BEAUTY HLDGS INC 660S	5,691	13,946
SANDISK CORP 910S	45,158	44,781
SANOFI AVENTIS 625S	21,939	22,838
SAP AG 594S	24,890	31,452
SCHLMBERGER LTD 300S	18,003	20,493
SCHLUMBERGER 200S	15,186	13,662
SCHLUMBERGER LTD 692S	35,162	47,271
SCHWAB CHARLES CORP 2270S		
SHIRE 185S		
SHIRE PLC 300S	19,026	31,170
SHIRE PLC 333S	23,843	34,599
SIEMENS AG 100S	12,629	9,561
SIEMENS AG 200S	23,798	19,122

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SIEMENS AG 366S	40,766	34,993
SIMON PPTY GRP INC 500S	23,055	64,470
SIMON PROPERTIES GRP REIT 100S	8,555	12,894
SIMON PROPERTIES GRP REIT 11S	373	1,418
SIMON PROPERTIES GRP REIT 3S	199	387
SIMON PROPERTIES GRP REIT 3S	226	387
SIMON PROPERTIES GRP REIT 4S	211	516
SINA CORP 300S		
SMITH & NEPHEW 396S		
SMITH AO CORP 225S	8,429	9,027
SOCIETE GEN FRANCE 2040S		
SOLUTIA INC 315S	4,765	5,443
SOUTHERN CO 655S	25,955	30,320
SOUTHERN COPPER CORP 182S	5,733	5,493
SOUTHWESTERN ENERGY DE 300S	11,793	9,582
SOWSTN ENERGY 200S	7,002	6,388
SPDR BARCLAY CAPITAL H/Y 2000S	75,040	76,900
SPDR GOLD TRUST 500S	38,250	75,995
SPDR KBW REGL BKG 1305S		
SPECTRA ENERGY CORP 945S	24,945	29,059
SPERBANK RUSSIA SPON ADR 2061S	24,507	20,486
SPX CORP 710S		
STANLEY BLACK AND DECKER INC 500S	29,870	33,800
STARBUCKS CORP 500S	17,685	23,005
STARBUCKS CORP 605S	16,271	27,836
STRATEGIC OIL & GAS 287500S	250,000	241,788
STRYKER CORP 500S	26,115	24,855
SUBURBAN PROPANE PTRS LP 400S		
SUPER VALUE INC 690S	6,519	5,603
SWATCH GRP 725S	13,723	13,558

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SWISS REINS CO 255S		
TARGA RESOURCES PTNS LP 300		11,184
TARGET CORP 200S	8,486	10,244
TARGET CORP 300S	13,035	15,366
TATA MOTORS LTD 700S		
TECH RESOURCES LTD 351S	17,088	12,352
TELEFONIC 877S	18,895	15,076
TELSA MTRS INC 230S	6,237	6,569
TENCENT HLDGS LTD 973S	19,940	19,596
TENNANT CO 305S		
TESCO CORP 1502S	29,402	28,297
TEVA PHARM INDS 739S	24,295	29,826
TEXAS INDS INC 220S		
TEXAS INSTRS INC 1485S		
THE DIRECT TV GRP 700S		
THOMPSON CREGIL METALS INC 1985S		
TIFFANY CO 130S	4,479	8,614
TIME WARNER CABLE INC 500S	26,680	31,785
TIME WARNER INC 520S	35,656	33,056
TIMKEN CO 225S	5,019	8,710
TOKIO MARINE HLDGS 420S	10,561	9,240
TOLL BROS INC 1050S		
TOTAL SA 315S	18,679	16,099
TOYOTA MOTOR CORP 150S	9,941	9,920
TOYOTA MOTOR CORP 406S	36,777	26,849
TOYOTA MOTORS CORP 250S	17,623	16,533
TREEHOUSE FOODS INC 235S	6,681	15,364
TRINITY IND INC 360S	6,837	10,822
TURKCELL ILETISIM HIZMETLERİ 1660S		
TURKIYE GARANTI BANKASI 4858S	20,924	15,108

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TYCO INTL LTD 100S	3,597	4,671
TYCO INTL LTD 400S	15,944	18,684
UBS AG JERSEY 1000S	26,280	33,100
UBS AG SHS 680S		
UGI CORP 1000S	16,530	29,400
UGI CORP 500S	13,545	14,700
UNILEVEL PLC 215S	6,749	7,207
UNILEVER PLC AMER 1395S		
UNION PAC CORP 142S	10,548	15,043
UNION PACIFIC 400S	25,404	42,376
UNION PACIFIC CORP 200S	13,058	21,188
UNITED PARCEL SERVICES INC 500S	31,635	36,595
UNITED PARCEL SVC 200S	10,624	14,638
UNITED TECH CORP 200S	4,150	14,618
UNITED TECHS CORP 300S	16,050	21,927
UNTD TECHNOLOGIES CORP 1155S	92,867	84,419
URBAN OUTFITTERS INC 115S		
US BANKCORP 1265S	34,760	34,218
VAIL RESORTS INC 250S	11,141	10,590
VALE SA ADR REPSTG 300S	2,825	6,180
VANCEINFO TECH INC 500S		
VANGUARD INFO TECH 500S	30,675	30,685
VANGUARD INTL EQUITY INDEX 1400S	57,374	53,494
VANGUARD REIT ETF 1000S	52,618	58,000
VECTREN CORP 350S	8,773	10,581
VERIFONE SYSTEMS INC 500S	22,405	17,760
VERIZON COMMUNICATIONS 500S	13,885	20,050
VERMILLION ENERGY INC 355S	17,451	15,786
VERTEX PHARM INC 155S	8,007	8,635
VESTAS WIND SYS 1349S		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VIACOM INC 400S	13,184	18,164
VIEW POINT FINL INC 525S	6,804	6,830
VIMPEL COMMUNICATION 1000S		
VISA INC 250S	17,318	25,383
VISA INC 50S	3,600	5,077
VMWARE INC 258S	11,902	21,463
VODAFONE GROUP 755S	19,060	21,163
VOLKSWAGEN 522S	11,183	15,597
VOLVO AKTIEBOLAGET 550S	6,721	5,962
VORNADO REALTY TRUST 500S	47,465	38,430
VORNADO REALTY TRUST REIT 100S	7,826	7,686
VORNADO REALTY TRUST REIT 10S	481	769
VORNADO REALTY TRUST REIT 1S	69	77
VORNADO REALTY TRUST REIT 2S	104	165
VORNADO REALTY TRUST REIT 8S	257	615
WABTEC CORP 240S	7,928	16,788
WADDEL & REED FINL INC 190S	5,350	4,706
WAL MART DE MEXICO 689S	7,336	18,872
WALMART STORES INC 100S	4,940	5,976
WALMART STORES INC 1055S	59,230	63,047
WALMART STORES INC 200S	11,160	11,952
WALMART STORES INC 200S	9,860	11,952
WALT DISNEY 300S	5,871	11,250
WALT DISNEY CO 500S	14,010	18,750
WALTER ENERGY INC 105S	2,591	6,359
WARNER MUSIC GROUP CORP 2150S		
WARSON PHARMACEUTICALS 300S	16,329	18,102
WASTE MGMT INC 805S	29,008	26,332
WATSON PHARM INC 845S	46,607	50,987
WEATHERFORD INTL 1775S		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WELLS FARGO 500S	7,540	13,780
WELLS FARGO CO 2575S	74,981	70,967
WESTSTAR ENERGY INC 1185S		
WESTFIELD FINL INC 495S	4,161	3,643
WHOLE FOODS MKTS 245S	8,666	17,047
WILLBROS GROUP INC 715S		
WILLIAMS PTRS LP UNIT LTD 500S	10,482	29,995
WINDOMTREE EMERGING MRKTS 1000S		
WRIGHT EXPRESS CORP 365S	8,939	19,812
WYNDHAM WW CORP 365S	5,776	13,808
YANDEX NV 469S	14,859	9,239
YOUKU INC 70S	3,372	1,097
ZIONS BANCORP 2425S		
ZURICH FINL SVCS 275S	4,953	6,237

## TY 2011 Other Assets Schedule

**Name:** WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
GALLERIA NORTH CORP	90,706	88,888	88,888
FSP ENERGY TOWER I CORP	88,868	83,741	83,741
ESP PARK TEN DEV CORP	100,000	100,000	100,000
HORSECREEK LAND AND MINE	22,800	22,800	22,800
BOONE COAL AND TIMBER	7,290	7,290	7,290
NB CROSSROADS FUND XVII	394,077	396,771	396,771
FSP PHOENIX TOWER CORP	92,101	84,241	84,241
FRANKLIN STREET PROPERTIES	270,649	268,960	268,960
HUFF ENERGY FUND	1,393,965	1,644,415	1,644,415
CARDIO VASCULAR INC	500,000	500,000	500,000
SURGI VISION	290,411	290,411	290,411
UBS STRUCTURED SECURITIES	510,570		

## TY 2011 Other Expenses Schedule

**Name:** WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MISCELLANEOUS FEES / EXPENSES	3,922	3,922		
PASS THRU ENTITY EXPENSES	8,991	8,991		
MISCELLANEOUS EXPENSES	1,758	1,758		
PASS THRU ENTITY EXPENSES	10,397	10,397		

## TY 2011 Other Income Schedule

**Name:** WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NATURAL RESOURCE PARTNERS LP	95	95	
CROSSTEX ENERGY LLC	-3,345		
ENTERPRISE PRODUCTS PARTNERS	-4,584		
HOLLY ENERGY PTNRS LP	-1,234		
KINDER MORGAN ENERGY PTRS	-2,370		
LINN ENERGY LLC	222		
MARTIN MIDSTREAM PARTNERS	-93		
NATURAL RESOURCES	-4		
NORTHERN TRUST-TRUST ACCT	234		
NUSTAR ENERGY LP	-1,253		
OXFORD RESOURCE PTNS LP	-1,580		
PENN VIRGINIA	-557		
PLAINS AMER PIPELINE	790		
POWER SHARES	1,411		
POWERSHARES	4,637		
SUBURBAN PROPANE	-32		
TARGA RESOURCES	-449		
WILLIAMS PARTNERS LP	-792		

## TY 2011 Other Increases Schedule

**Name:** WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Description	Amount
ADJUSTMENT FOR GAAP NB CROSSROADS FUND XVII	23,488
NON TAXABLE DIVIDEND	1,007
ADJUSTMENT FOR FUND BALANCE COST ADJUSTMENT	68,759

## TY 2011 Other Professional Fees Schedule

**Name:** WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO MANAGEMENT FEES	201,620	201,620		

## TY 2011 Taxes Schedule

**Name:** WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	9,825	9,825		
MISCELLANEOUS TAXES	60	60		
EXCISE TAXES	1,403			

## Additional Data

**Software ID:**

**Software Version:**

**EIN:** 22-3291812

**Name:** WITHTINGTON FOUNDATION INC  
C/O MR ANDREW K ROOKE

### Form 990PF - Special Condition Description:

**Special Condition Description**

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ALZHEIMERS ASSOC SD6632 CONVOY COURT 6632 CONVOY COURT SAN DIEGO, CA 92111		IRC501(C)(3)	ALZHEIMERS SUPPORT	5,000
BANCROFT COMMUNITY425 KINGS HIGHWAY EAST 425 KINGS HIGHWAY EAST HADDONFIELD, NJ 08033		IRC501(C)(3)	PROFESSIONAL DEVELOPMENT EDUCATION	20,000
BOYS GIRLS CLUB SD115 W WOODWARD AVENUE 115 W WOODWARD AVENUE ESCINDIDO, CA 92025		IRC501(C)(3)	CHILD DEVELOPMENT	5,000
BUCKNELL UNIVERSITYCOOLEY HALL COOLEY HALL LEWISBURG, PA 17837		IRC501(C)(3)	GENERAL UNIVERSITY FUNDING SUPPORT	100,000
CAMC FOUNDATION3412 STAUNTON AVENUE 3412 STAUNTON AVENUE CHARLESTON, WV 25304		IRC501(C)(3)	SUPPORT FOR STAND ALONE CANCER CTR	100,000
CAMPERDOWN ACADEMY501 HOWELL ROAD 501 HOWELL ROAD GREENVILLE, SC 29615		IRC501(C)(3)	DYSLEXIA IN CHILDREN	2,500
CANCER SUPPORT COMMUNITY PHILADELPH4100 CHAMOUNIX DRIVE 4100 CHAMOUNIX DRIVE PHILADELPHIA, PA 19131		IRC501(C)(3)	SUPPORT THOSE WITH CANCER DIAGNOSIS	5,000
CARON FOUNDATION243 N GALEN HALL RD 243 N GALEN HALL RD WERNERSVILLE, PA 19565		IRC501(C)(3)	DRUG AND ALCOHOL REHAB SUPPORT	5,000
CHILDRENS HOSPITAL SAN DIEGO3020 CHILDRENS WAY 3020 CHILDRENS WAY SAN DIEGO, CA 92123		IRC501(C)(3)	PEDIATRIC HEALTH CENTER	60,000
CHILDRENS SCHOLAR8 W 38TH STREET 9TH FLOOR 8 W 38TH STREET 9TH FLOOR NEW YORK, NY 10018		IRC501(C)(3)	ALTERNATIVE SCHOOL K TO 8 FUNDING	5,000
CHOP PHILADELPHIA34TH ST CIVIC CTR BLVD 34TH ST CIVIC CTR BLVD PHILADELPHIA, PA 19178		IRC501(C)(3)	TREATMENT OF CHILDRENS DISEASES	1,000
CHRIST CHURCH EPIS SCHOOL 245 CAVALIER DRIVE 245 CAVALIER DRIVE GREENVILLE, SC 29607		IRC501(C)(3)	UNDERGRADUATE EDUCATIONAL FUNDING	125,000
COMMUNITY PRTSHP SCHOOL 1936 N JUDSON STREET 1936 N JUDSON STREET PHILADELPHIA, PA 19121		IRC501(C)(3)	INDEPENDENT ELEMENTRY SCHOOL	56,000
COMPUTERS FOR 50 KIDS3510 FRONT STREET STE 30 3510 FRONT STREET STE 30 SAN DIEGO, CA 92103		IRC501(C)(3)	SUPPORT FOR CHILDREN TO OBTAIN COMPU	20,000
CROSSROADS INC1845 E OCOTILLO ROAD 1845 OCOTILLO ROAD PHOENIX, AZ 85016		IRC501(C)(3)	TREATMENT FOR ALCOHOL AND DRUG ABUSE	25,000
CULVER EDUCATION FOUNDATI 1300 ACADEMY ROAD 1300 ACADEMY ROAD CULVER, IN 46511		IRC501(C)(3)	SUMMER SCHOOL AND CAMP	5,000
DARTMOUTH COLLEGE FUND 6066 DEVELOPMENT OFFICE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755		IRC501(C)(3)	GENERAL UNIVERSITY FUNDING SUPPORT	10,000
FAIRFIELD UNIVERSITY1073 N BENSON ROAD 1073 N BENSON ROAD FAIRFIELD, CT 06824		IRC501(C)(3)	GENERAL UNIVERSITY FUNDING SUPPORT	10,000
FOUNDATION CITY OF NYCANAL STREET STATION CANAL STREET STATION NEW YORK, NY 10013		IRC501(C)(3)	TEENAGE VICTIMS OF DOMESTIC VIOLENCE	1,000
HIGHLAND HISTORICAL SOC 7001 SHEAFF LANE 7001 SHEAFF LANE FORT WASHINGTON, PA 19034		IRC501(C)(3)	PRESERVATION OF HISTORICAL SITES	2,500
KATE SHEA FOUNDATION217 WEBER STREET STE 301 217 WEBER STREET STE 301 NEW YORK, NY 10038		IRC501(C)(3)	TO FIGHT DISEASE DISORDERS MED DISCP	1,000
LAJOLLA COUNTRY DAY SCHOO 9490 GENESEE AVE 9490 GENESEE AVENUE LAJOLLA, CA 92037		IRC501(C)(3)	COLLEGE PREP TO DEVELOPE SCHOLARS	31,000
LAJOLLA PLAYHOUSEPO BOX 12039 PO BOX 12039 LAJOLLA, CA 92039		IRC501(C)(3)	SUPPORT INNOVATIVE COMPELLING THEATE	5,000
LINDEN HILL SCHOOL154 SOUTH MOUNTAIN RD 154 SOUTH MOUNTAIN ROAD NORTHFIELD, MA 01360		IRC501(C)(3)	SUPPORT DYSLEXIA AND LEARNING DISAB	25,000
LOCHLAND SCHOOL1065 LOCHLAND ROAD 1065 LOCHLAND ROAD GENEVA, NY 14456		IRC501(C)(3)	SUPPORT DEVELOPMENTALLY DISABLED	25,000
MORRISTOWN BEARD SCHOOL70 WHIPPANY ROAD 70 WHIPPANY ROAD MORRISTOWN, NJ 07960		IRC501(C)(3)	NORMAL EDUCATION SUPPORT	5,000
MORRISTOWN MEMORIAL HOSP 95 MADISON AVE B02 95 MADISON AVENUE B302 MORRISTOWN, NJ 07960		IRC501(C)(3)	HOSPITAL ANNUAL FUNDING SUPPORT	10,000
NEED IN DEED8616 GERMANTOWN AVE 8616 GERMANTOWN AVENUE PHILADELPHIA, PA 19118		IRC501(C)(3)	CONNECTING CLASSROOM WITH COMMUNITY	1,000
NFCAP BOX 544 AMBLER, PA 19002		IRC501(C)(3)	SUPPORT AWARENESS CELIAC DISEASE	500
OLD FIELDS SCHOOL1500 GLENCOE RD SPARKS 1500 GLENCOE RD SPARKS GLENCOE, MD 21152		IRC501(C)(3)	SUPPORT THE ANNUAL FUND	10,500

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
SC CHILDRENS THEATRE153 AUGUSTA STREET 153 AUGUSTA STREET GREENVILLE, SC 29601		IRC501(C)(3)	SUPPORT CHILDREN'S PERFORMING ARTS	2,500
SC JUNIOR GOLF FOUNDATIONPO BOX 286 PO BOX 286 IRMO, SC 29603		IRC501(C)(3)	SUPPORT JUNIOR SPORTS	2,500
SCOTTSDALE HEALTH FOUNDAT 10001 N 92ND ST STE 121 10001 N 92ND ST STE 121 SCOTTSDALE, AZ 85258		IRC501(C)(3)	SUPPORT HEALTH AND WELLFARE OF COMM	50,000
SCRIPP HEALTH FOUNDATIONPO BOX 2669 PO BOX 2669 LAJOLLA, CA 92038		IRC501(C)(3)	CARIOVASCULAR TREATMENT	25,000
SERENITY SUNDAY PHOENIX S 3901 E STANFORD DRIVE 3901 E STANFORD DRIVE PARADISE VALLEY, AZ 85253		IRC501(C)(3)	DRUG/ ALCOHOL RECOVERY SUPPORT	25,000
SK INSTITUTE INCPO BOX 1131 PO BOX 1131 LAJOLLA, CA 92038		IRC501(C)(3)	SUPPORT GENERAL REHABILATIVE HEALTH	5,000
SNAPPO BOX 6416 PO BOX 6416 CHICAGO, IL 60680		IRC501(C)(3)	PREIST ABUSED SURVIVOR SUPPORT	5,000
SPECIAL OLYMPICS2570 BLVD OF THE GENERALS 2570 BLVD OF THE GENERALS NORRISTOWN, PA 19403		IRC501(C)(3)	SUPPORT PHYSICALLY MENTALLY CHALLENG	1,000
ST ANDREWS PRIORY SCH224 QUEEN EMMA SQUARE 224 QUEEN EMMA SQUARE HONOLULA, HI 96813		IRC501(C)(3)	SUPPORT OF ALL GIRLS EDUCATION	26,000
TGEN FOUNDATION400 E VAN BUREN STREET 400 E VANBUREN STREET PHOENIX, AZ 85004		IRC501(C)(3)	PANCREATIC CANCER RESEARCH	50,000
THE COMMUNITY SCHOOL1936 NORTH JUDSON STREET 1936 NORTH JUDSON STREET PHILADELPHIA, PA 19121		IRC501(C)(3)	SCHOLARSHIPS UNDERPRIVILEGED KIDS	2,500
THE PEACE CENTER300 SOUTH MAIN STREET 300 SOUTH MAIN STREET GREENVILLE, SC 29607		IRC501(C)(3)	SUPPORT THE PERFORMING ARTS	5,000
THE PECK SCHOOL247 SOUTH STREET 247 SOUTH STREET MORRISTOWN, NJ 07960		IRC501(C)(3)	BRIGHT YOUNG MINDS TO BRIGHTER FUTUR	1,000
TUCK ANNUAL GIVING6066 DEVELOPMENT OFFICE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755		IRC501(C)(3)	FUTURE GENERATIONS DARTMOUTH COLLEGE	500
UNIVERSITY OF DENVER2199 S UNIVERSITY BLVD 2199 S UNIVERSITY BLVD DENVER, CO 80208		IRC501(C)(3)	SUPPORT THE ANNUAL FUND	5,000
UNIVERSITY OF PA3451 WALNUT STREET 3451 WALNUT STREET PHILADELPHIA, PA 19104		IRC501(C)(3)	SUPPORT THE ANNUAL FUND	60,000
URBAN MINISTRY CENTERONE FELLOWSHIP DRIVE ONE FELLOWSHIP DRIVE GLEN MILLS, PA 19342		IRC501(C)(3)	NONDENOMINATIONAL REFORM CHURCH	500
YMCA OF GREENVILLE601 E MCBEE AVE STE 212 601 E MCBEE AVE STE 212 GREENVILLE, SC 29615		IRC501(C)(3)	SUPPORT YOUNG MEN'S HEALTH & ATHLETE	5,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>948,500</b>

**Form 990PF Part XVI-A Line 11 - Other revenue:**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions )
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a CROSSTEX ENERGY LLC			14	-3,345	
b ENTERPRISE PRODUCTS PARTNER			14	-4,584	
c HOLLY ENERGY PTNRS LP			14	-1,234	
d HUFF ENERGY LP			14		
e KINDER MORGAN ENERGY PTRS			14	-2,370	
f LINN ENERGY LLC			14	222	
g MARTIN MIDSTREAM PARTNERS			14	-93	
h NATURAL RESOURCES			14	-4	
i NORTHERN TRUST-TRUST ACCT			14	234	
j NUSTAR ENERGY LP			14	-1,253	
k OXFORD RESOURCE PTNS LP			14	-1,580	
l PENN VIRGINIA			14	-557	
m PLAINS AMER PIPELINE			14	790	
n POWER SHARES			14	1,411	
o POWERSHARES			14	4,637	
p SUBURBAN PROPANE			14	-32	
q TARGA RESOURCES			14	-449	
r WILLIAMS PARTNERS LP			14	-792	