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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation BOYS GIRLS CLUB		A Employer identification number 23-7414898
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 110,950	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	3,531	3,479		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	569			
	b Gross sales price for all assets on line 6a	100,673			
	7 Capital gain net income (from Part IV, line 2)		569		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	4,100	4,048	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	411	309		102
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	238	49	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	0	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	649	358	0	102
	25 Contributions, gifts, grants paid	6,099			6,099
26 Total expenses and disbursements. Add lines 24 and 25	6,748	358	0	6,201	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-2,648				
b Net investment income (if negative, enter -0-)		3,690			
c Adjusted net income (if negative, enter -0-)			0		

P 1/6

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	0	0	0
	2 Savings and temporary cash investments	5,092	6,016	6,016
	3 Accounts receivable	0	0	0
	Less allowance for doubtful accounts	0	0	0
	4 Pledges receivable	0	0	0
	Less allowance for doubtful accounts	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule)	0	0	0
	Less allowance for doubtful accounts	0	0	0
	8 Inventories for sale or use	0	0	0
	9 Prepaid expenses and deferred charges	0	0	0
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	0	0	0
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11 Investments—land, buildings, and equipment basis	0	0	0
	Less accumulated depreciation (attach schedule)	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	110,778	107,649	104,934
	14 Land, buildings, and equipment basis	0	0	0
	Less accumulated depreciation (attach schedule)	0	0	0
	15 Other assets (describe)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	115,870	113,665	110,950
Net Assets or Fund Balances	17 Accounts payable and accrued expenses	0	0	
	18 Grants payable			
	19 Deferred revenue	0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here. and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	115,870	113,665	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	115,870	113,665	
	30 Total net assets or fund balances (see instructions)	115,870	113,665	
Total liabilities and net assets/fund balances (see instructions)	31	115,870	113,665	

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	115,870
2 Enter amount from Part I, line 27a	2	-2,648
3 Other increases not included in line 2 (itemize) See Attached Statement	3	663
4 Add lines 1, 2, and 3	4	113,885
5 Decreases not included in line 2 (itemize) See Attached Statement	5	220
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	113,665

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
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	569
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0

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.

(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	5,818	112,403	0.051760
2009	4,950	99,011	0.049994
2008	13,853	126,575	0.109445
2007			0.000000
2006			0.000000
2 Total of line 1, column (d)			2 0.211199
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.070400
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 119,251
5 Multiply line 4 by line 3			5 8,395
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 37
7 Add lines 5 and 6			7 8,432
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 6,201

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

1 a	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)	1	74
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		
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	74
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	74
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	120
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	120
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	46
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 46 Refunded	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a 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?	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) AL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112			
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 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 ▶	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	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 ▶ 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
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? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b N/A

6b X

7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phi	Trustee 4 00	411	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000				0

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	0
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	114,745
b	Average of monthly cash balances	1b	6,322
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	121,067
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	121,067
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,816
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	119,251
6	Minimum investment return. Enter 5% of line 5	6	5,963

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	5,963
2a	Tax on investment income for 2011 from Part VI, line 5	2a	74
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	74
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,889
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,889
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,889

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	6,201
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,201
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,201

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				5,889
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	7,598			
d From 2009	50			
e From 2010	318			
f Total of lines 3a through e	7,966			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 6,201				
a Applied to 2010, 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 2011 distributable amount				5,889
e Remaining amount distributed out of corpus	312			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,278			
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				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	8,278			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	7,598			
c Excess from 2009	50			
d Excess from 2010	318			
e Excess from 2011	312			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	6,099
b Approved for future payment NONE				
Total			▶ 3b	0

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 instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	3,531	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	569	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a		0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
12	Subtotal. Add columns (b), (d), and (e)		0		4,100	0
13	Total. Add line 12, columns (b), (d), and (e)				13	4,100

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Security Category	Account #	CUSIP	Asset Name	Units	Fed Cost	FMV
Invest - Other	5119891746	589509108	MERGER FD SH BEN INT #260	144 09	2298 24	2246 36
Invest - Other	5119891746	693390882	PIMCO FOREIGN BD FD USD H-INST #103	343 512	3552 72	3634 36
Invest - Other	5119891746	94975G686	WF ADV INDEX FUND-ADMIN #88	95 555	4215 9	4049 62
Invest - Other	5119891746	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	104	3026.4	2702 96
Invest - Other	5119891746	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	244 909	3558 17	3223
Invest - Other	5119891746	339128100	JP MORGAN MID CAP VALUE-I #758	121	2844.71	2873 75
Invest - Other	5119891746	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	363 4	4604 28	4517 06
Invest - Other	5119891746	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	121 481	1821 14	2682 3
Invest - Other	5119891746	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	309 269	3409 5	3510 2
Invest - Other	5119891746	94975J581	WELLS FARGO ADV TOT RT BD FD-IN #944	631 536	8197 34	8115 24
Invest - Other	5119891746	94975P751	WELLS FARGO ADV EMG MK E-INS #4146	141 489	3320.82	2851
Invest - Other	5119891746	94975J268	WF ADV C & B LARGE CAP VAL-I #1868	830 976	6909 2	6606 26
Invest - Other	5119891746	922908553	VANGUARD REIT VIPER	70	3738 45	4060
Invest - Other	5119891746	922042858	VANGUARD MSCI EMERGING MARKETS ETF	76	3514 82	2903 96
Invest - Other	5119891746	949917579	WF ADV GOVT SECURITIES- I #3101	735.304	8279.52	8264 82
Invest - Other	5119891746	949917652	WF ADV SHORT-TERM BOND FUND-I#3102	882 139	7750.9	7674.61
Invest - Other	5119891746	949915615	WF ADV CAPITAL GROWTH FUND-I#3121	425 638	6754.88	6635.7
Invest - Other	5119891746	949917322	WELLS FARGO ADV DIV INTL FD-I #3113	861 695	8095 96	7884 51
Invest - Other	5119891746	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	115	4339 58	3660.45
Invest - Other	5119891746	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	135.799	2293 65	2299 08
Invest - Other	5119891746	949917538	WELLS FARGO ADV HI INC-INS #3110	863 171	6182 2	6301.15
Invest - Other	5119891746	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	664.591	5949 88	5436 35
Invest - Other	5119891746	487300808	KEELEY SMALL CAP VAL FD CL I #2251	120	2990 4	2800 8
					107648.66	104933.54
Savings & Temp Inv	5119891746	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	3250.72	3250.72	3250 72
Savings & Temp Inv	5119891746	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	2764.99	2764 99	2764 99
					6015.71	6015.71

BOYS GIRLS CLUB

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

BOYS & GIRLS CLUB OF WIREGRASS, INC

Street

POST OFFICE BOX 1231

City

DOTHAN

State

AL

Zip Code

36302-1231

Foreign Country

Relationship

NONE

Foundation Status

501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,099

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

										Amount			
										Long Term CG Distributions		442	
										Short Term CG Distributions		0	
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Net Gain or Loss	
									Gross Sales Price	Cost or Other Basis	Expense of Sale and Cost of Improve-ments		
1	X	DODGE & COX INT'L STOCK F	256206103			2/17/2009		11/8/2011	749	426		323	
2	X	DODGE & COX INT'L STOCK F	256206103			2/19/2008		11/8/2011	515	676		-161	
3	X	DODGE & COX INT'L STOCK F	256206103			5/17/2010		11/8/2011	362	342		20	
4	X	DODGE & COX INT'L STOCK F	256206103			11/16/2007		11/8/2011	104	157		-53	
5	X	DODGE & COX INT'L STOCK F	256206103			10/18/2007		11/8/2011	840	1,311		-471	
6	X	DODGE & COX INCOME FD C	256210105			5/25/2011		8/24/2011	166	168		-2	
7	X	DODGE & COX INCOME FD C	256210105			8/17/2009		8/24/2011	689	658		31	
8	X	DODGE & COX INCOME FD C	256210105			8/17/2009		11/8/2011	49	47		2	
9	X	DODGE & COX INCOME FD C	256210105			5/18/2009		11/8/2011	243	220		23	
10	X	DODGE & COX INCOME FD C	256210105			10/18/2007		11/8/2011	7,407	6,954		453	
11	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		5/23/2011	755	705		50	
12	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		8/24/2011	1,320	1,411		-91	
13	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		11/8/2011	265	259		6	
14	X	GOLDEN LARGE CAP CORE F	34984T881			10/18/2007		5/23/2011	1,506	1,700		-194	
15	X	GOLDEN LARGE CAP CORE F	34984T881			2/19/2008		8/24/2011	83	97		-14	
16	X	GOLDEN LARGE CAP CORE F	34984T881			11/16/2007		8/24/2011	46	58		-12	
17	X	GOLDEN LARGE CAP CORE F	34984T881			11/12/2007		8/24/2011	46	59		-13	
18	X	GOLDEN LARGE CAP CORE F	34984T881			5/16/2008		8/24/2011	30	37		-7	
19	X	GOLDEN LARGE CAP CORE F	34984T881			10/18/2007		8/24/2011	3,899	5,051		-1,152	
20	X	GOLDEN LARGE CAP CORE F	34984T881			10/31/2008		8/24/2011	455	402		53	
21	X	GOLDEN LARGE CAP CORE F	34984T881			10/31/2008		11/8/2011	1,630	1,313		317	
22	X	GOLDEN LARGE CAP CORE F	34984T881			2/27/2009		11/8/2011	1,433	917		516	
23	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		5/23/2011	1,105	673		432	
24	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		8/24/2011	1,145	829		316	
25	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		11/8/2011	335	219		116	
26	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		5/23/2011	1,324	999		325	
27	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		8/24/2011	859	775		84	
28	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		11/8/2011	1,255	1,045		210	
29	X	ING INTERNATIONAL REAL ES	44980Q518			2/19/2008		5/23/2011	309	400		-91	
30	X	ING INTERNATIONAL REAL ES	44980Q518			11/16/2007		5/23/2011	119	175		-56	
31	X	ING INTERNATIONAL REAL ES	44980Q518			5/17/2010		5/23/2011	92	78		14	
32	X	ING INTERNATIONAL REAL ES	44980Q518			12/2/2008		5/23/2011	60	40		20	
33	X	ING INTERNATIONAL REAL ES	44980Q518			11/12/2007		5/23/2011	1,718	2,725		-1,007	
34	X	ISHARES S & P 500 INDEX FU	464287200			8/24/2011		11/8/2011	2,556	2,347		209	
35	X	JPMORGAN HIGH YIELD FUND	4812C0803			10/18/2007		8/24/2011	2,014	2,195		-181	
36	X	JPMORGAN HIGH YIELD FUND	4812C0803			5/16/2008		8/24/2011	86	87		-1	
37	X	JPMORGAN HIGH YIELD FUND	4812C0803			2/19/2008		8/24/2011	81	80		1	
38	X	JPMORGAN HIGH YIELD FUND	4812C0803			11/12/2007		8/24/2011	57	62		-5	
39	X	JPMORGAN HIGH YIELD FUND	4812C0803			5/5/2008		8/24/2011	4,093	4,146		-53	
40	X	JPMORGAN HIGH YIELD FUND	4812C0803			5/25/2011		8/24/2011	452	492		-40	
41	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		5/23/2011	313	299		14	
42	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		8/24/2011	625	698		-73	
43	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		11/8/2011	315	324		-9	
44	X	PIMCO TOTAL RET FD-INST #	693390700			5/18/2009		8/24/2011	398	378		20	
45	X	PIMCO TOTAL RET FD-INST #	693390700			8/17/2009		8/24/2011	33	33		0	
46	X	PIMCO TOTAL RET FD-INST #	693390700			5/25/2011		8/24/2011	777	783		-6	
47	X	PIMCO TOTAL RET FD-INST #	693390700			10/31/2008		8/24/2011	1,724	1,598		126	
48	X	PIMCO TOTAL RET FD-INST #	693390700			10/31/2008		11/8/2011	4,393	4,079		314	
49	X	PIMCO EMERG MKTS BD-INST	693391559			10/18/2007		8/24/2011	2,217	2,148		69	
50	X	PIMCO EMERG MKTS BD-INST	693391559			5/25/2011		8/24/2011	245	245		0	
51	X	PIMCO COMMODITY REAL RE	722005667			10/18/2007		5/23/2011	196	326		-130	

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				
									Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss
									Price	Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	
Long Term CG Distributions									100,673	100,104		569	
Short Term CG Distributions									0	0		0	
Amount									442		0		
52	X	PIMCO COMMODITY REAL RE	722005667			10/18/2007		8/24/2011	793	1,392	-599		
53	X	PIMCO COMMODITY REAL RE	722005667			10/31/2008		8/24/2011	507	556	-49		
54	X	PIMCO COMMODITY REAL RE	722005667			5/17/2010		8/24/2011	456	388	68		
55	X	PIMCO COMMODITY REAL RE	722005667			2/17/2009		8/24/2011	205	137	68		
56	X	PIMCO COMMODITY REAL RE	722005667			2/17/2009		11/8/2011	415	302	113		
57	X	PIMCO COMMODITY REAL RE	722005667			2/27/2009		11/8/2011	2,079	1,497	582		
58	X	SSGA EMERGING MARKETS F	784924425			8/18/2008		5/23/2011	212	220	-8		
59	X	SSGA EMERGING MARKETS F	784924425			10/31/2008		5/23/2011	2,882	1,540	1,342		
60	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		5/23/2011	247	233	14		
61	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		8/24/2011	480	553	-73		
62	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		11/8/2011	337	349	-12		
63	X	VANGUARD INFLAT PROTECT	922031869			8/17/2009		5/23/2011	646	587	59		
64	X	VANGUARD INFLAT PROTECT	922031869			10/18/2007		5/23/2011	66	59	7		
65	X	VANGUARD INFLAT PROTECT	922031869			10/18/2007		8/24/2011	3,861	3,315	546		
66	X	VANGUARD MSCI EMERGING	922042858			12/17/2010		5/23/2011	47	47	0		
67	X	VANGUARD REIT VIPER	922908553			12/17/2010		5/23/2011	421	373	48		
68	X	VANGUARD REIT VIPER	922908553			12/17/2010		8/24/2011	383	372	11		
69	X	VANGUARD REIT VIPER	922908553			12/17/2010		11/8/2011	174	159	15		
70	X	WELLS FARGO ADV TOT RT E	94975J581			8/26/2011		11/8/2011	1,793	1,778	15		
71	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		5/23/2011	3,970	2,639	1,331		
72	X	WELLS FARGO ADV INTL BON	94985D582			5/25/2011		8/24/2011	799	752	47		
73	X	WELLS FARGO ADV INTL BON	94985D582			5/25/2011		11/8/2011	537	529	8		
74	X	WF ADV ENDEAVOR SELECT	949915565			10/18/2007		5/23/2011	464	536	-72		
75	X	WF ADV ENDEAVOR SELECT	949915565			8/1/2008		11/8/2011	1,242	1,346	-104		
76	X	WF ADV ENDEAVOR SELECT	949915565			11/16/2007		11/8/2011	216	247	-31		
77	X	WF ADV ENDEAVOR SELECT	949915565			2/19/2008		11/8/2011	110	117	-7		
78	X	WF ADV ENDEAVOR SELECT	949915565			10/18/2007		11/8/2011	5,494	6,504	-1,010		
79	X	WF ADV ENDEAVOR SELECT	949915565			8/26/2011		11/8/2011	726	658	68		
80	X	WF ADV ENDEAVOR SELECT	949917322			8/26/2011		12/27/2011	3,243	3,382	-139		
81	X	WF ADV SHORT-TERM BOND	949917652			5/25/2011		11/8/2011	2,226	2,241	-15		
82	X	ARTIO TOTAL RETURN BD FD	04315J209			5/18/2009		5/23/2011	637	594	43		
83	X	ARTIO TOTAL RETURN BD FD	04315J209			8/17/2009		5/23/2011	35	34	1		
84	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		5/23/2011	6,004	5,358	646		
85	X	ARTIO INTERNATIONAL EQ F	04315J837			10/18/2007		8/24/2011	1,291	2,109	-818		
86	X	ARTIO INTERNATIONAL EQ F	04315J837			10/31/2008		11/8/2011	501	482	19		
87	X	ARTIO INTERNATIONAL EQ F	04315J837			5/17/2010		11/8/2011	365	372	-7		
88	X	ARTIO INTERNATIONAL EQ F	04315J837			2/19/2008		11/8/2011	295	442	-147		
89	X	ARTIO INTERNATIONAL EQ F	04315J837			11/16/2007		11/8/2011	48	78	-30		
90	X	ARTIO INTERNATIONAL EQ F	04315J837			10/18/2007		11/8/2011	2,145	3,572	-1,427		
91	X	DODGE & COX INTL STOCK F	256206103			10/18/2007		5/23/2011	252	348	-96		
92	X	DODGE & COX INTL STOCK F	256206103			10/18/2007		8/24/2011	1,220	1,938	-718		
93	X	DODGE & COX INTL STOCK F	256206103			10/31/2008		11/8/2011	919	723	196		

Line 18 (990-PF) - Taxes

		238	49	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	69			
2	ESTIMATED EXCISE TAX PAID	120			
3	FOREIGN TAX WITHHELD	49	49		
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	Cost Basis Adjustment	1	145
2	Mutual Fund & CTF Income Additions	2	518
3	Total	3	663

Line 5 - Decreases not included in Part III, Line 2

1	Mutual Fund & CTF Income Subtraction	1	178
2	PY Return of Capital Adjustment	2	42
3	Total	3	220

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions										Amount							
Short Term CG Distributions										0							
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	127	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	127
1	DODGE & COX INTL STOCK FD #1048	256206103		2/17/2009	11/8/2011	749	0	426	323			0	0	323		323	
2	DODGE & COX INTL STOCK FD #1048	256206103		2/19/2008	11/8/2011	515	0	676	-161			0	0	-161		-161	
3	DODGE & COX INTL STOCK FD #1048	256206103		5/17/2010	11/8/2011	362	0	342	20			0	0	20		20	
4	DODGE & COX INTL STOCK FD #1048	256206103		11/16/2007	11/8/2011	104	0	157	-53			0	0	-53		-53	
5	DODGE & COX INTL STOCK FD #1048	256206103		10/18/2007	11/8/2011	840	0	1,311	-471			0	0	-471		-471	
6	DODGE & COX INCOME FD COM #147	256210105		5/25/2011	8/24/2011	166	0	168	-2			0	0	-2		-2	
7	DODGE & COX INCOME FD COM #147	256210105		8/17/2009	8/24/2011	688	0	658	31			0	0	31		31	
8	DODGE & COX INCOME FD COM #147	256210105		8/17/2009	11/8/2011	49	0	47	2			0	0	2		2	
9	DODGE & COX INCOME FD COM #147	256210105		5/18/2009	11/8/2011	243	0	220	23			0	0	23		23	
10	DODGE & COX INCOME FD COM #147	256210105		10/18/2007	11/8/2011	7,407	0	6,954	453			0	0	453		453	
11	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	5/23/2011	755	0	705	50			0	0	50		50	
12	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	8/24/2011	1,320	0	1,411	-91			0	0	-91		-91	
13	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	11/8/2011	265	0	259	6			0	0	6		6	
14	GOLDEN LARGE CAP CORE FUND-I	349841881		10/18/2007	5/23/2011	1,506	0	1,700	-194			0	0	-194		-194	
15	GOLDEN LARGE CAP CORE FUND-I	349841881		2/19/2008	8/24/2011	83	0	97	-14			0	0	-14		-14	
16	GOLDEN LARGE CAP CORE FUND-I	349841881		11/16/2007	8/24/2011	46	0	58	-12			0	0	-12		-12	
17	GOLDEN LARGE CAP CORE FUND-I	349841881		11/1/2007	8/24/2011	46	0	59	-13			0	0	-13		-13	
18	GOLDEN LARGE CAP CORE FUND-I	349841881		5/16/2008	8/24/2011	30	0	37	-7			0	0	-7		-7	
19	GOLDEN LARGE CAP CORE FUND-I	349841881		10/18/2007	8/24/2011	3,899	0	5,051	-1,152			0	0	-1,152		-1,152	
20	GOLDEN LARGE CAP CORE FUND-I	349841881		10/31/2008	8/24/2011	455	0	402	53			0	0	53		53	
21	GOLDEN LARGE CAP CORE FUND-I	349841881		10/31/2008	11/8/2011	1,630	0	1,313	317			0	0	317		317	
22	GOLDEN LARGE CAP CORE FUND-I	349841881		2/27/2009	11/8/2011	1,433	0	917	516			0	0	516		516	
23	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401	38142Y401		10/31/2008	5/23/2011	1,105	0	673	432			0	0	432		432	
24	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401	38142Y401		10/31/2008	8/24/2011	1,145	0	829	316			0	0	316		316	
25	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401	38142Y401		10/31/2008	11/8/2011	335	0	219	116			0	0	116		116	
26	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	5/23/2011	1,324	0	999	325			0	0	325		325	
27	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	8/24/2011	859	0	775	84			0	0	84		84	
28	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	11/8/2011	1,255	0	1,045	210			0	0	210		210	
29	ING INTERNATIONAL REAL EST-I #266444980Q518	44980Q518		2/19/2008	5/23/2011	309	0	400	-91			0	0	-91		-91	
30	ING INTERNATIONAL REAL EST-I #266444980Q518	44980Q518		11/16/2007	5/23/2011	119	0	175	-56			0	0	-56		-56	
31	ING INTERNATIONAL REAL EST-I #266444980Q518	44980Q518		5/17/2010	5/23/2011	92	0	78	14			0	0	14		14	
32	ING INTERNATIONAL REAL EST-I #266444980Q518	44980Q518		12/2/2008	5/23/2011	60	0	40	20			0	0	20		20	
33	ISHARES S & P 500 INDEX FUND	464287200		11/1/2007	5/23/2011	1,718	0	2,725	-1,007			0	0	-1,007		-1,007	
34	JP MORGAN HIGH YIELD FUND SS #3584812C0803			8/24/2011	11/8/2011	2,556	0	2,347	209			0	0	209		209	
35	JP MORGAN HIGH YIELD FUND SS #3584812C0803			10/18/2007	8/24/2011	2,014	0	2,195	-181			0	0	-181		-181	
36	JP MORGAN HIGH YIELD FUND SS #3584812C0803			5/16/2008	8/24/2011	86	0	87	-1			0	0	-1		-1	
37	JP MORGAN HIGH YIELD FUND SS #3584812C0803			2/19/2008	8/24/2011	81	0	80	1			0	0	1		1	
38	JP MORGAN HIGH YIELD FUND SS #3584812C0803			11/1/2007	8/24/2011	57	0	62	-5			0	0	-5		-5	
39	JP MORGAN HIGH YIELD FUND SS #3584812C0803			5/5/2008	8/24/2011	4,093	0	4,146	-53			0	0	-53		-53	
40	JP MORGAN HIGH YIELD FUND SS #3584812C0803			5/25/2011	8/24/2011	452	0	492	-40			0	0	-40		-40	
41	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	5/23/2011	313	0	299	14			0	0	14		14	
42	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	8/24/2011	625	0	698	-73			0	0	-73		-73	
43	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	11/8/2011	315	0	324	-9			0	0	-9		-9	
44	PIMCO TOTAL RET FD-INST #35	693390700		5/18/2009	8/24/2011	398	0	378	20			0	0	20		20	
45	PIMCO TOTAL RET FD-INST #35	693390700		8/17/2009	8/24/2011	33	0	33	0			0	0	0		0	
46	PIMCO TOTAL RET FD-INST #35	693390700		5/25/2011	8/24/2011	777	0	783	-6			0	0	-6		-6	
47	PIMCO TOTAL RET FD-INST #35	693390700		10/31/2008	8/24/2011	1,724	0	1,598	126			0	0	126		126	
48	PIMCO TOTAL RET FD-INST #35	693390700		10/31/2008	11/8/2011	4,393	0	4,079	314			0	0	314		314	
49	PIMCO EMERG MKTS BD-INST #137	693391559		10/18/2007	8/24/2011	2,217	0	2,148	69			0	0	69		69	
50	PIMCO EMERG MKTS BD-INST #137	693391559		5/25/2011	8/24/2011	245	0	245	0			0	0	0		0	
51	PIMCO COMMODITY REAL RET STRAT-I	722005667		10/18/2007	5/23/2011	196	0	326	-130			0	0	-130		-130	
52	PIMCO COMMODITY REAL RET STRAT-I	722005667		10/18/2007	8/24/2011	793	0	1,392	-599			0	0	-599		-599	
53	PIMCO COMMODITY REAL RET STRAT-I	722005667		10/31/2008	8/24/2011	507	0	556	-49			0	0	-49		-49	
54	PIMCO COMMODITY REAL RET STRAT-I	722005667		5/17/2010	8/24/2011	456	0	388	68			0	0	68		68	
55	PIMCO COMMODITY REAL RET STRAT-I	722005667		2/17/2009	8/24/2011	205	0	137	68			0	0	68		68	
56	PIMCO COMMODITY REAL RET STRAT-I	722005667		2/17/2009	11/8/2011	415	0	302	113			0	0	113		113	
57	PIMCO COMMODITY REAL RET STRAT-I	722005667		2/27/2009	11/8/2011	2,079	0	1,497	582			0	0	582		582	
58	SSGA EMERGING MARKETS FD S #1510	784924425		8/18/2008	5/23/2011	212	0	220	-8			0	0	-8		-8	

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Amount															
Long Term CG Distributions															
Short Term CG Distributions															
442															
0															
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	
59	SSGA EMERGING MARKETS FD S #1510	784924425		10/31/2008	5/23/2011		2,882	0	1,540	1,342			0	1,342	
60	TCW SMALL CAP GROWTH FUND-I #47287234N849			12/17/2010	5/23/2011		247	0	233	14			0	14	
61	TCW SMALL CAP GROWTH FUND-I #47287234N849			12/17/2010	8/24/2011		480	0	553	-73			0	-73	
62	TCW SMALL CAP GROWTH FUND-I #47287234N849			12/17/2010	11/8/2011		337	0	349	-12			0	-12	
63	VANGUARD INFLAT PROTECT SEC FD # 922031869			8/17/2009	5/23/2011		646	0	587	59			0	59	
64	VANGUARD INFLAT PROTECT SEC FD # 922031869			10/18/2007	5/23/2011		66	0	59	7			0	7	
65	VANGUARD INFLAT PROTECT SEC FD # 922031869			10/18/2007	8/24/2011		3,861	0	3,315	546			0	546	
66	VANGUARD MSCI EMERGING MARKETS	922042858		12/17/2010	5/23/2011		47	0	47	0			0	0	
67	VANGUARD REIT VIPER	922908553		12/17/2010	5/23/2011		421	0	373	48			0	48	
68	VANGUARD REIT VIPER	922908553		12/17/2010	8/24/2011		383	0	372	11			0	11	
69	VANGUARD REIT VIPER	922908553		12/17/2010	11/8/2011		174	0	159	15			0	15	
70	WELLS FARGO ADV TOT RT BD FD-IN #94975J581			8/26/2011	11/8/2011		1,793	0	1,778	15			0	15	
71	WELLS FARGO ADV INTR VA FD-IST #594984B181			10/31/2008	5/23/2011		3,970	0	2,639	1,331			0	1,331	
72	WELLS FARGO ADV INTR VA FD-IST #594984B181			5/25/2011	8/24/2011		799	0	752	47			0	47	
73	WELLS FARGO ADV INTR VA FD-IST #594984B181			5/25/2011	11/8/2011		537	0	529	8			0	8	
74	WF ADV ENDEAVOR SELECT-I #3124	949915565		10/18/2007	5/23/2011		464	0	536	-72			0	-72	
75	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/12/2008	11/8/2011		1,242	0	1,346	-104			0	-104	
76	WF ADV ENDEAVOR SELECT-I #3124	949915565		11/16/2007	11/8/2011		216	0	247	-31			0	-31	
77	WF ADV ENDEAVOR SELECT-I #3124	949915565		2/19/2008	11/8/2011		110	0	117	-7			0	-7	
78	WF ADV ENDEAVOR SELECT-I #3124	949915565		10/18/2007	11/8/2011		5,494	0	6,504	-1,010			0	-1,010	
79	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/26/2011	11/8/2011		726	0	658	68			0	68	
80	WELLS FARGO ADV DIV INTL FD-I #3113	949917322		8/26/2011	12/27/2011		3,243	0	3,382	-139			0	-139	
81	WF ADV SHORT-TERM BOND FUND-IR3	949917652		5/25/2011	11/8/2011		2,226	0	2,241	-15			0	-15	
82	ARTIO TOTAL RETURN BD FD CL I #15204315J209			5/18/2009	5/23/2011		637	0	594	43			0	43	
83	ARTIO TOTAL RETURN BD FD CL I #15204315J209			8/17/2009	5/23/2011		35	0	34	1			0	1	
84	ARTIO TOTAL RETURN BD FD CL I #15204315J209			10/31/2008	5/23/2011		6,004	0	5,358	646			0	646	
85	ARTIO INTERNATIONAL EQ FD II #1529 04315J837			10/18/2007	8/24/2011		1,291	0	2,109	-818			0	-818	
86	ARTIO INTERNATIONAL EQ FD II #1529 04315J837			10/31/2008	11/8/2011		501	0	482	19			0	19	
87	ARTIO INTERNATIONAL EQ FD II #1529 04315J837			5/17/2010	11/8/2011		365	0	372	-7			0	-7	
88	ARTIO INTERNATIONAL EQ FD II #1529 04315J837			2/19/2008	11/8/2011		295	0	442	-147			0	-147	
89	ARTIO INTERNATIONAL EQ FD II #1529 04315J837			11/16/2007	11/8/2011		48	0	78	-30			0	-30	
90	ARTIO INTERNATIONAL EQ FD II #1529 04315J837			10/18/2007	11/8/2011		2,145	0	3,572	-1,427			0	-1,427	
91	DODGE & COX INTL STOCK FD #1048	256206103		10/18/2007	5/23/2011		252	0	348	-96			0	-96	
92	DODGE & COX INTL STOCK FD #1048	256206103		10/18/2007	8/24/2011		1,220	0	1,938	-718			0	-718	
93	DODGE & COX INTL STOCK FD #1048	256206103		10/31/2008	11/8/2011		919	0	723	196			0	196	

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N A Trust T	X	101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE	4 00	411
2										
3										
4										
5										
6										
7										
8										
9										
10										

Part

	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	1	Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/10/2011	2	120
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	120