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Form **990-PF**

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

OMB No 1545-0052

Department of the Treasury
 Internal Revenue Service

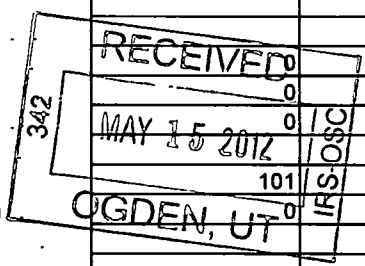
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation COVINGTON MEM FD FBO CAMP WESTMINSTER, INC		A Employer identification number 58-6111328
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	Room/suite	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"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) ▶ \$ 103,957	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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	3,177	3,129		
	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	3,020			
	b Gross sales price for all assets on line 6a	84,861			
	7 Capital gain net income (from Part IV, line 2)		3,020		
	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	6,197	6,149	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	641	480		161
	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)	101	34	0	0
	19 Depreciation (attach schedule) and depletion	0	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	742	514	0	161
	25 Contributions, gifts, grants paid	4,902			4,902
26 Total expenses and disbursements. Add lines 24 and 25	5,644	514	0	5,063	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	553				
b Net investment income (if negative, enter -0-)		5,635			
c Adjusted net income (if negative, enter -0-)			0		



POSTMARK DATE MAY 11 2012

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	164	170	170
	2	Savings and temporary cash investments	2,232	4,723	4,723
	3	Accounts receivable	0		
		Less allowance for doubtful accounts	0	0	0
	4	Pledges receivable	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		
		Less allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use	0	0	
	9	Prepaid expenses and deferred charges		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
	11	Investments—land, buildings, and equipment basis	0		
	Less accumulated depreciation (attach schedule)	0	0	0	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	103,204	101,744	99,064	
14	Land, buildings, and equipment basis	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)	105,600	106,637	103,957	
Liabilities	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	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	105,600	106,637	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	105,600	106,637		
31	Total liabilities and net assets/fund balances (see instructions)	105,600	106,637		

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	105,600
2	Enter amount from Part I, line 27a	2	553
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	3	626
4	Add lines 1, 2, and 3	4	106,779
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	5	142
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	106,637

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) FMV 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	3,020
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.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	4,364	103,372	0.042216
2009	2,631	88,784	0.029634
2008	3,642	104,892	0.034721
2007	3,936	121,122	0.032496
2006	6,105	112,640	0.054199
2 Total of line 1, column (d)			2 0.193266
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 0.038653
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 110,445
5 Multiply line 4 by line 3			5 4,269
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 56
7 Add lines 5 and 6			7 4,325
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 5,063

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)			
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	1	56	
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	56	
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	56	
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	57	
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	57	
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	1	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a		X
4 b	N/A	
5		X
6	X	
7	X	
8 a		
b	X	
9		X
10		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)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No **N/A**
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **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	4.00 641	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 ▶

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	108,517
b	Average of monthly cash balances	1b	3,610
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	112,127
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	112,127
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,682
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	110,445
6	Minimum investment return. Enter 5% of line 5	6	5,522

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	5,522
2a	Tax on investment income for 2011 from Part VI, line 5	2a	56
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	56
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,466
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,466
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	5,466

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	5,063
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	5,063
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	56
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,007

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				5,466
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			4,822	
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	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 5,063				
a Applied to 2010, but not more than line 2a			4,822	
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				241
e Remaining amount distributed out of corpus	0			
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	0			
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				5,225
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	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	
	0			0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0			0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0			0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	4,902
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

COVINGTON MEM FD FBO CAMP WESTMINSTER, INC

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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
 CAMP WESTMINSTER, INC. ATTN LINDA ESTILE, OFFICE MGR
 Street
 1438 SHERIDAN ROAD, NE
 City ATLANTA State GA Zip Code 30324 Foreign Country
 Relationship NONE Foundation Status 501 (c)(3) PUBLIC CHARITY
 Purpose of grant/contribution GENERAL SUPPORT GRANT Amount 4,902

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

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
Totals														
Securities														
Other sales														
Amount														
Long Term CG Distributions 318														
Short Term CG Distributions 0														
1	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		9/2/2011	154	174				-20
2	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		11/21/2011	157	174				-17
3	X	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		9/2/2011	2,260	2,400				-140
4	X	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		11/21/2011	194	219				-25
5	X	MAINSTAY EP US EQUITY-INS	56063J302			9/7/2011		10/20/2011	136	135				1
6	X	MERGER FD SH BEN INT #260	589509108			9/7/2011		11/21/2011	143	141				2
7	X	PIMCO TOTAL RET FD-INST #	693390700			5/25/2011		9/2/2011	1,746	1,743				3
8	X	PIMCO TOTAL RET FD-INST #	693390700			5/25/2011		11/21/2011	453	463				-10
9	X	PIMCO FOREIGN BD FD USD	693390882			9/7/2011		11/21/2011	192	193				-1
10	X	PIMCO EMERG MKTS BD-INS	693391559			8/24/2007		8/24/2011	2,023	1,881				142
11	X	PIMCO EMERG MKTS BD-INS	693391559			2/4/2011		8/24/2011	307	300				7
12	X	PIMCO COMMODITY REAL RE	722005667			8/24/2007		2/2/2011	238	348				-110
13	X	PIMCO COMMODITY REAL RE	722005667			8/24/2007		8/24/2011	827	1,303				-476
14	X	PIMCO COMMODITY REAL RE	722005667			10/31/2008		8/24/2011	438	480				-42
15	X	PIMCO COMMODITY REAL RE	722005667			8/27/2007		8/24/2011	25	39				-14
16	X	PIMCO COMMODITY REAL RE	722005667			5/25/2011		8/24/2011	156	168				-12
17	X	PIMCO COMMODITY REAL RE	722005667			2/25/2009		8/24/2011	409	268				141
18	X	PIMCO COMMODITY REAL RE	722005667			2/25/2009		9/2/2011	2,669	1,679				990
19	X	RIDGEWORTH SEIX HY BD-I #	76628T645			10/24/2011		11/21/2011	204	207				-3
20	X	T ROWE PRICE SHORT TERM	77957P105			5/25/2011		9/2/2011	3,493	3,497				-4
21	X	T ROWE PRICE SHORT TERM	77957P105			8/29/2011		9/2/2011	222	222				0
22	X	T ROWE PRICE SHORT TERM	77957P105			5/25/2011		10/20/2011	135	136				-1
23	X	SSGA EMERGING MARKETS F	784924425			8/25/2008		2/2/2011	336	339				-3
24	X	SSGA EMERGING MARKETS F	784924425			10/31/2008		5/23/2011	2,478	1,324				1,154
25	X	SSGA EMERGING MARKETS F	784924425			8/25/2008		5/23/2011	344	351				-7
26	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		5/23/2011	308	291				17
27	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		8/24/2011	429	495				-66
28	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		9/2/2011	153	175				-22
29	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		10/20/2011	103	116				-13
30	X	VANGUARD INFLAT PROTECT	922031869			5/25/2010		5/23/2011	223	213				10
31	X	VANGUARD INFLAT PROTECT	922031869			2/25/2010		5/23/2011	100	94				6
32	X	VANGUARD INFLAT PROTECT	922031869			2/4/2011		5/23/2011	523	500				23
33	X	VANGUARD INFLAT PROTECT	922031869			5/26/2009		5/23/2011	269	240				29
34	X	VANGUARD INFLAT PROTECT	922031869			5/26/2009		8/24/2011	138	118				20
35	X	VANGUARD INFLAT PROTECT	922031869			8/24/2007		8/24/2011	3,510	2,979				531
36	X	VANGUARD EMERGING MARK	922042858			12/17/2010		2/2/2011	236	236				0
37	X	VANGUARD MSCI EMERGING	922042858			12/17/2010		5/23/2011	47	47				0
38	X	VANGUARD MSCI EMERGING	922042858			12/17/2010		9/2/2011	128	128				0
39	X	VANGUARD REIT VIPER	922908553			12/17/2010		2/2/2011	287	267				20
40	X	VANGUARD REIT VIPER	922908553			12/17/2010		5/23/2011	241	213				28
41	X	VANGUARD REIT VIPER	922908553			12/17/2010		8/24/2011	383	372				11
42	X	VANGUARD REIT VIPER	922908553			12/17/2010		9/2/2011	111	106				5
43	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		2/2/2011	635	433				202
44	X	WELLS FARGO ADV INTR VA	94984B181			2/25/2009		5/23/2011	475	247				228
45	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		5/23/2011	3,047	2,025				1,022
46	X	WELLS FARGO ADV INTL BON	94985D582			8/24/2007		8/24/2011	324	284				40
47	X	WELLS FARGO ADV INTL BON	94985D582			5/25/2010		9/2/2011	366	317				49
48	X	WELLS FARGO ADV INTL BON	94985D582			8/27/2007		9/2/2011	22	20				2
49	X	WELLS FARGO ADV INTL BON	94985D582			8/24/2007		9/2/2011	1,587	1,390				197
50	X	WELLS FARGO ADV INTL BON	94985D582			2/4/2011		9/2/2011	109	100				9
51	X	WF ADV ENDEAVOR SELECT	949915565			8/24/2007		2/2/2011	769	826				-57

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	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
Totals														
Long Term CG Distributions														
Short Term CG Distributions														
Amount														
318														
0														
103	X	HARBOR CAPITAL APRCTON	411511504			5/25/2011		10/20/2011	295	312				-17
104	X	HUSSMAN STRATEGIC GROV	448108100			9/7/2011		11/21/2011	244	241				3
105	X	ING INTERNATIONAL REAL ES	449800518			11/1/2007		2/2/2011	133	209				-76
106	X	ING INTERNATIONAL REAL ES	449800518			11/25/2008		5/23/2011	387	251				136
107	X	ING INTERNATIONAL REAL ES	449800518			2/25/2008		5/23/2011	336	435				-99
108	X	ING INTERNATIONAL REAL ES	449800518			2/25/2009		5/23/2011	140	76				64
109	X	ING INTERNATIONAL REAL ES	449800518			11/26/2007		5/23/2011	101	145				-44
110	X	ING INTERNATIONAL REAL ES	449800518			11/1/2007		5/23/2011	1,309	2,083				-774
111	X	ISHARES S & P 500 INDEX FU	464287200			9/2/2011		10/20/2011	122	118				4
112	X	ISHARES S & P 500 INDEX FU	464287200			9/2/2011		11/21/2011	240	236				4
113	X	JPMORGAN HIGH YIELD FUNI	4812C0803			8/24/2007		8/24/2011	2,047	2,191				-144
114	X	JPMORGAN HIGH YIELD FUNI	4812C0803			2/25/2008		8/24/2011	90	89				1
115	X	JPMORGAN HIGH YIELD FUNI	4812C0803			8/27/2007		8/24/2011	27	29				-2
116	X	JPMORGAN HIGH YIELD FUNI	4812C0803			5/5/2008		8/24/2011	3,596	3,643				-47
117	X	JPMORGAN HIGH YIELD FUNI	4812C0803			2/4/2011		8/24/2011	461	500				-39
118	X	JPMORGAN HIGH YIELD FUNI	4812C0803			5/25/2011		8/24/2011	198	215				-17
119	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		2/2/2011	643	623				20
120	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		5/23/2011	104	100				4
121	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		8/24/2011	603	673				-70
122	X	Disallowed Loss due to Wash S							79	0				79

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	10			
2	ESTIMATED EXCISE TAX PAID	57			
3	FOREIGN TAX WITHHELD	34	34		
4					
5					
6					
7					
8					
9					
10					
		101	34	0	0

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	218
2	Mutual Fund & CTF Income Additions	2	408
3	Total	3	626

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

1	Mutual Fund & CTF Income Subtraction	1	104
2	PY Return of Capital Adjustment	2	38
3	Total	3	142

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

	Amount		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	FMV 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
	Long Term CG Distributions	Short Term CG Distributions													
	318	0						84,543	0	81,841	2,702	0	0	0	2,702
1			KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	9/2/2011	154	0	174	-20			0	-20
2			KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	11/21/2011	157	0	174	-17			0	-17
3			MFS VALUE FUND-CLASS I #893	552983694		5/25/2011	9/2/2011	2,260	0	2,400	-140			0	-140
4			MFS VALUE FUND-CLASS I #893	552983694		5/25/2011	11/21/2011	194	0	219	-25			0	-25
5			MAINSTAY EP US EQUITY-INS #1204	560631302		9/7/2011	10/20/2011	136	0	135	1			0	1
6			MERGER FD SH BEN INT #260	589509108		9/7/2011	11/21/2011	143	0	141	2			0	2
7			PIMCO TOTAL RET FD-INST #35	693390700		5/25/2011	9/2/2011	1,746	0	1,743	3			0	3
8			PIMCO TOTAL RET FD-INST #35	693390700		5/25/2011	11/21/2011	453	0	463	-10			0	-10
9			PIMCO FOREIGN BD FD USD HINST #1	693390882		9/7/2011	11/21/2011	192	0	193	-1			0	-1
10			PIMCO EMERG MKTS BD-INST #137	693391559		8/24/2007	8/24/2011	2,023	0	1,881	142			0	142
11			PIMCO EMERG MKTS BD-INST #137	693391559		8/24/2011	8/24/2011	307	0	300	7			0	7
12			PIMCO COMMODITY REAL RET STRAT-	722005667		8/24/2007	2/2/2011	238	0	348	-110			0	-110
13			PIMCO COMMODITY REAL RET STRAT-	722005667		8/24/2007	8/24/2011	827	0	1,303	-476			0	-476
14			PIMCO COMMODITY REAL RET STRAT-	722005667		10/31/2008	8/24/2011	438	0	480	-42			0	-42
15			PIMCO COMMODITY REAL RET STRAT-	722005667		8/27/2007	8/24/2011	25	0	39	-14			0	-14
16			PIMCO COMMODITY REAL RET STRAT-	722005667		5/25/2011	8/24/2011	156	0	168	-12			0	-12
17			PIMCO COMMODITY REAL RET STRAT-	722005667		2/25/2009	8/24/2011	409	0	268	141			0	141
18			PIMCO COMMODITY REAL RET STRAT-	722005667		2/25/2009	9/2/2011	2,669	0	1,879	990			0	990
19			RIDGEWORTH SEIX HY BD-I #5855	766287645		10/24/2011	11/21/2011	204	0	207	-3			0	-3
20			T ROWE PRICE SHORT TERM BD FD #5	77957P105		5/25/2011	9/2/2011	3,493	0	3,497	-4			0	-4
21			T ROWE PRICE SHORT TERM BD FD #5	77957P105		8/29/2011	9/2/2011	222	0	222	0			0	0
22			T ROWE PRICE SHORT TERM BD FD #5	77957P105		5/25/2011	10/20/2011	135	0	136	-1			0	-1
23			SSGA EMERGING MARKETS FD S #1510	784924425		8/25/2008	2/2/2011	336	0	339	-3			0	-3
24			SSGA EMERGING MARKETS FD S #1510	784924425		10/31/2008	5/23/2011	2,478	0	1,324	1,154			0	1,154
25			SSGA EMERGING MARKETS FD S #1510	784924425		8/25/2008	5/23/2011	344	0	351	-7			0	-7
26			TCW SMALL CAP GROWTH FUND-I #47	87234N849		12/17/2010	9/2/2011	291	0	281	10			0	10
27			TCW SMALL CAP GROWTH FUND-I #47	87234N849		12/17/2010	8/24/2011	429	0	495	-66			0	-66
28			TCW SMALL CAP GROWTH FUND-I #47	87234N849		12/17/2010	10/20/2011	153	0	175	-22			0	-22
29			VANGUARD INFLAT PROTECT SEC FD #	922031869		5/25/2010	5/23/2011	223	0	213	10			0	10
30			VANGUARD INFLAT PROTECT SEC FD #	922031869		2/25/2010	5/23/2011	100	0	94	6			0	6
31			VANGUARD INFLAT PROTECT SEC FD #	922031869		2/4/2011	5/23/2011	523	0	500	23			0	23
32			VANGUARD INFLAT PROTECT SEC FD #	922031869		5/26/2009	5/23/2011	269	0	240	29			0	29
33			VANGUARD INFLAT PROTECT SEC FD #	922031869		5/26/2009	8/24/2011	138	0	118	20			0	20
34			VANGUARD INFLAT PROTECT SEC FD #	922031869		8/24/2007	8/24/2011	3,510	0	2,979	531			0	531
35			VANGUARD EMERGING MARKETS ETF	922042858		12/17/2010	2/2/2011	236	0	236	0			0	0
36			VANGUARD MSCI EMERGING MARKETS	922042858		12/17/2010	5/23/2011	47	0	47	0			0	0
37			VANGUARD MSCI EMERGING MARKETS	922042858		12/17/2010	9/2/2011	128	0	128	0			0	0
38			VANGUARD REIT VIPER	922908553		12/17/2010	2/2/2011	287	0	267	20			0	20
39			VANGUARD REIT VIPER	922908553		12/17/2010	5/23/2011	241	0	213	28			0	28
40			VANGUARD REIT VIPER	922908553		12/17/2010	8/24/2011	383	0	372	11			0	11
41			VANGUARD REIT VIPER	922908553		12/17/2010	9/2/2011	111	0	106	5			0	5
42			WELLS FARGO ADV INTR VA FD-IST #5	94984B181		10/31/2008	2/2/2011	635	0	433	202			0	202
43			WELLS FARGO ADV INTR VA FD-IST #5	94984B181		2/25/2009	5/23/2011	475	0	247	228			0	228
44			WELLS FARGO ADV INTR VA FD-IST #5	94984B181		10/31/2008	5/23/2011	3,047	0	2,025	1,022			0	1,022
45			WELLS FARGO ADV INTR VA FD-IST #5	94984B181		8/24/2007	8/24/2011	324	0	284	40			0	40
46			WELLS FARGO ADV INTR VA FD-IST #5	94984B181		5/25/2010	9/2/2011	366	0	317	49			0	49
47			WELLS FARGO ADV INTR VA FD-IST #5	94984B181		8/27/2007	9/2/2011	22	0	20	2			0	2
48			WELLS FARGO ADV INTR VA FD-IST #5	94984B181		8/24/2007	9/2/2011	1,587	0	1,390	197			0	197
49			WELLS FARGO ADV INTR VA FD-IST #5	94984B181		2/4/2011	9/2/2011	109	0	100	9			0	9
50			WELLS FARGO ADV INTR VA FD-IST #5	94984B181		8/24/2007	2/2/2011	769	0	828	-57			0	-57
51			WF ADV ENDEAVOR SELECT-I #3124	949915565		8/24/2007	5/23/2011	4,045	0	4,316	-271			0	-271
52			WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2008	8/24/2011	848	0	1,021	-173			0	-173
53			WF ADV ENDEAVOR SELECT-I #3124	949915565		2/25/2009	8/24/2011	381	0	245	136			0	136
54			WF ADV ENDEAVOR SELECT-I #3124	949915565		2/25/2009	8/24/2011	139	0	167	-28			0	-28
55			WF ADV ENDEAVOR SELECT-I #3124	949915565		8/27/2007	8/24/2011	56	0	68	-12			0	-12
56			WF ADV ENDEAVOR SELECT-I #3124	949915565		8/24/2007	8/24/2011	1,061	0	1,315	-234			0	-234
57			ARTIO TOTAL RETURN BD FD CL I #152	043151209		5/26/2009	5/23/2011	70	0	65	5			0	5

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

	Amount		Totals	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV 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
	Long Term CG Distributions	Short Term CG Distributions											
	318	0	84,543					81,841	2,702	0	0	0	2,702
	Kind(s) of Property Sold	CUSIP #											
59	ARTIO TOTAL RETURN BD FD CL I #15204315J209			2/4/2011	5/23/2011	923	0	900	23			0	23
60	ARTIO TOTAL RETURN BD FD CL I #15204315J209			10/31/2008	5/23/2011	2,424	0	2,164	260			0	260
61	ARTIO TOTAL RETURN BD FD CL I #15204315J209			10/31/2008	8/24/2011	1,470	0	1,293	177			0	177
62	ARTIO TOTAL RETURN BD FD CL I #15204315J209			10/31/2008	9/2/2011	2,092	0	1,827	265			0	265
63	DODGE & COX INT'L STOCK FD #1048	256206103		8/24/2007	2/2/2011	368	0	470	-102			0	-102
64	ARTIO INTERNATIONAL EQ FD II #1528	04315J837		8/24/2007	2/2/2011	377	0	486	-109			0	-109
65	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		10/31/2008	8/24/2011	416	0	392	24			0	24
66	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		2/25/2008	8/24/2011	202	0	299	-97			0	-97
67	DODGE & COX INT'L STOCK FD #1048	256206103		8/24/2007	8/24/2011	156	0	235	-79			0	-79
68	ARTIO INTERNATIONAL EQ FD II #1528	04315J837		8/27/2007	8/24/2011	36	0	54	-18			0	-18
69	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		8/24/2007	8/24/2011	2,586	0	3,874	-1,278			0	-1,278
70	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		5/25/2010	8/24/2011	125	0	116	9			0	9
71	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		5/25/2010	9/2/2011	674	0	616	58			0	58
72	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		2/25/2009	9/2/2011	415	0	301	114			0	114
73	DIAMOND HILL LONG-SHORT FD CL I #252645833			9/7/2011	11/21/2011	163	0	162	1			0	1
74	DODGE & COX INCOME FD COM #147	256210105		5/25/2011	9/2/2011	1,356	0	1,355	1			0	1
75	DODGE & COX INCOME FD COM #147	256210105		8/26/2011	9/2/2011	376	0	372	4			0	4
76	DODGE & COX INCOME FD COM #147	256210105		8/26/2011	10/20/2011	159	0	161	-2			0	-2
77	DODGE & COX INCOME FD COM #147	256210105		8/26/2011	11/21/2011	399	0	402	-3			0	-3
78	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	2/2/2011	359	0	353	6			0	6
79	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	5/23/2011	831	0	776	55			0	55
80	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	8/24/2011	1,232	0	1,317	-85			0	-85
81	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	10/20/2011	205	0	212	-7			0	-7
82	GOLDEN LARGE CAP CORE FUND-I	349847881		8/24/2007	2/2/2011	378	0	415	-37			0	-37
83	GOLDEN LARGE CAP CORE FUND-I	349847881		8/24/2007	5/23/2011	1,319	0	1,424	-105			0	-105
84	GOLDEN LARGE CAP CORE FUND-I	349847881		5/25/2010	8/24/2011	457	0	432	25			0	25
85	GOLDEN LARGE CAP CORE FUND-I	349847881		2/25/2008	8/24/2011	151	0	178	-27			0	-27
86	GOLDEN LARGE CAP CORE FUND-I	349847881		8/27/2007	8/24/2011	48	0	58	-10			0	-10
87	GOLDEN LARGE CAP CORE FUND-I	349847881		5/27/2008	8/24/2011	36	0	43	-7			0	-7
88	GOLDEN LARGE CAP CORE FUND-I	349847881		8/24/2007	8/24/2011	3,075	0	3,810	-735			0	-735
89	GOLDEN LARGE CAP CORE FUND-I	349847881		10/31/2008	8/24/2011	545	0	481	64			0	64
90	GOLDEN LARGE CAP CORE FUND-I	349847881		10/31/2008	9/2/2011	1,223	0	1,091	132			0	132
91	GOLDEN LARGE CAP CORE FUND-I	349847881		2/25/2009	9/2/2011	1,397	0	1,025	372			0	372
92	GOLDMAN SACHS GRTH OPP FDI #11338142Y401			10/31/2008	2/2/2011	996	0	626	370			0	370
93	GOLDMAN SACHS GRTH OPP FDI #11338142Y401			10/31/2008	5/23/2011	668	0	407	261			0	261
94	GOLDMAN SACHS GRTH OPP FDI #11338142Y401			10/31/2008	8/24/2011	1,080	0	782	298			0	298
95	GOLDMAN SACHS GRTH OPP FDI #11338142Y401			10/31/2008	9/2/2011	152	0	110	42			0	42
96	GOLDMAN SACHS GRTH OPP FDI #11338142Y401			10/31/2008	11/21/2011	157	0	110	47			0	47
97	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	2/2/2011	124	0	93	31			0	31
98	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	5/23/2011	1,150	0	869	281			0	281
99	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	8/24/2011	807	0	729	78			0	78
100	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		2/25/2009	9/2/2011	250	0	183	67			0	67
101	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	9/2/2011	851	0	768	83			0	83
102	HARBOR CAPITAL APRCTON-INST #20	411511504		5/25/2011	9/2/2011	288	0	288	0			0	0
103	HARBOR CAPITAL APRCTON-INST #20	411511504		5/25/2011	10/20/2011	295	0	312	-17			0	-17
104	HUSSMAN STRATEGIC GROWTH FUND	448108100		9/7/2011	11/21/2011	244	0	241	3			0	3
105	ING INTERNATIONAL REAL EST-I #2664	449800518		11/1/2007	2/2/2011	133	0	209	-76			0	-76
106	ING INTERNATIONAL REAL EST-I #2664	449800518		11/25/2008	5/23/2011	387	0	251	136			0	136
107	ING INTERNATIONAL REAL EST-I #2664	449800518		2/25/2008	5/23/2011	336	0	435	-99			0	-99
108	ING INTERNATIONAL REAL EST-I #2664	449800518		2/25/2009	5/23/2011	140	0	76	64			0	64
109	ING INTERNATIONAL REAL EST-I #2664	449800518		11/26/2007	5/23/2011	101	0	145	-44			0	-44
110	ING INTERNATIONAL REAL EST-I #2664	449800518		11/1/2007	5/23/2011	1,309	0	2,083	-774			0	-774
111	ISHARES S & P 500 INDEX FUND	464287200		9/2/2011	10/20/2011	122	0	118	4			0	4
112	ISHARES S & P 500 INDEX FUND	464287200		9/2/2011	11/21/2011	240	0	236	4			0	4
113	JP MORGAN HIGH YIELD FUND SS #358	4812C0803		8/24/2007	8/24/2011	2,047	0	2,191	-144			0	-144
114	JP MORGAN HIGH YIELD FUND SS #358	4812C0803		2/25/2008	8/24/2011	90	0	89	1			0	1
115	JP MORGAN HIGH YIELD FUND SS #358	4812C0803		8/27/2007	8/24/2011	27	0	29	-2			0	-2
116	JP MORGAN HIGH YIELD FUND SS #358	4812C0803		5/5/2008	8/24/2011	3,596	0	3,643	-47			0	-47

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

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	FMV 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	Amount	
													Long Term CG Distributions	Short Term CG Distributions
				Totals	84,543	0	81,841	2,702	0	0	0	2,702	318	0
117 JPMORGAN HIGH YIELD FUND SS #3584812C0803			2/4/2011	8/24/2011	461	0	500	-39			0	-39		
118 JPMORGAN HIGH YIELD FUND SS #3584812C0803			5/25/2011	8/24/2011	198	0	215	-17			0	-17		
119 KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	2/2/2011	643	0	623	20			0	20		
120 KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	5/23/2011	104	0	100	4			0	4		
121 KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	8/24/2011	603	0	673	-70			0	-70		
122 Disallowed Loss due to Wash Sale					79	0	0	79			0	79		

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		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/10/2011	2	57
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	57

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2010 that remained undistributed at the beginning of the 2011 tax year	1	4,822
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	4,822