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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

**2011**

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

For calendar year 2011 or tax year beginning **2/1/2011**, and ending **1/31/2012**

Name of foundation: **ROSE GREER AKERS CHARITABLE TRUST**  
 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**  
 City or town, state, and ZIP code: **Philadelphia PA 19106-2112**

**A** Employer identification number: **54-6335625**  
**B** Telephone number (see instructions): **(888) 730-4933**

**C** If exemption application is pending, check here   
**D** 1. Foreign organizations, check here   
 2. Foreign organizations meeting the 85% test, check here and attach computation   
**E** If private foundation status was terminated under section 507(b)(1)(A), check here   
**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 1,918,169**  
**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

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	59,872	58,975		
	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	93,430			
	b Gross sales price for all assets on line 6a	1,376,993			
	7 Capital gain net income (from Part IV, line 2)		93,430		
	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	153,302	152,405	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	24,517	18,388		6,129
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	1,323	0	0	1,323
	b Accounting fees (attach schedule)	2,535	0	0	2,535
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,319	616	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	32,694	19,004	0	9,987
	25 Contributions, gifts, grants paid	82,930			82,930
26 Total expenses and disbursements. Add lines 24 and 25	115,624	19,004	0	92,917	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	37,678				
b Net investment income (if negative, enter -0-)		133,401			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

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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	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing		0	
	2	Savings and temporary cash investments	72,033	31,447	31,447
	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)	1,748,105	1,825,959	1,886,722	
14	Land, buildings, and equipment basis	0			
	Less accumulated depreciation (attach schedule)	0	0	0	
15	Other assets (describe )	0	0	0	
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,820,138	1,857,406	1,918,169	
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	<b>Total liabilities</b> (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,820,138	1,857,406	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	1,820,138	1,857,406		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	1,820,138	1,857,406		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,820,138
2	Enter amount from Part I, line 27a	2	37,678
3	Other increases not included in line 2 (itemize) <u>COST BASIS ADJUSTMENT</u>	3	291
4	Add lines 1, 2, and 3	4	1,858,107
5	Decreases not included in line 2 (itemize) <u>PY RETURN OF CAPITAL ADJUSTMENT</u>	5	701
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,857,406

**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)
<b>1a</b> See Attached Statement			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 0	0	0	0
<b>b</b> 0	0	0	0
<b>c</b> 0	0	0	0
<b>d</b> 0	0	0	0
<b>e</b> 0	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	
<b>a</b> 0	0	0	0
<b>b</b> 0	0	0	0
<b>c</b> 0	0	0	0
<b>d</b> 0	0	0	0
<b>e</b> 0	0	0	0

<b>2</b> 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 }	<b>2</b>	93,430
<b>3</b> 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	<b>3</b>	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			0.000000
2009			0.000000
2008			0.000000
2007			0.000000
2006			0.000000

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.000000
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0.000000
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	0
<b>5</b> Multiply line 4 by line 3	<b>5</b>	0
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	0
<b>7</b> Add lines 5 and 6	<b>7</b>	0
<b>8</b> 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	<b>8</b>	0

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

<b>1 a</b> 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>b</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	<b>1</b>	2,668	
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0	
<b>3</b> Add lines 1 and 2	<b>3</b>	2,668	
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>		
<b>5</b> Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	<b>5</b>	2,668	
<b>6</b> Credits/Payments			
<b>a</b> 2011 estimated tax payments and 2010 overpayment credited to 2011	<b>6a</b>	2,196	
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	0	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments Add lines 6a through 6d	<b>7</b>	2,196	
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	472	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	0	
<b>11</b> Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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>b</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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>4 b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> VA		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

<b>11</b>	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)			X
<b>12</b>	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)			X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
<b>14</b>	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			
<b>15</b>	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			
<b>16</b>	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 ▶		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
<b>1a</b>	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>b</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"/>	<b>1b</b>	X
<b>c</b>	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?	<b>1c</b>	X
<b>2</b>	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))		
<b>a</b>	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>b</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)	<b>2b</b>	N/A
<b>c</b>	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____		
<b>3a</b>	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>b</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)	<b>3b</b>	N/A
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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?	<b>4b</b>	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)? Organizations relying on a current notice regarding disaster assistance check here  **5b** N/A

**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	24,517	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
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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		
<b>Total. Add lines 1 through 3</b>		<b>0</b>

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,930,213
<b>b</b>	Average of monthly cash balances	<b>1b</b>	78,750
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,008,963
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,008,963
<b>4</b>	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	<b>4</b>	30,134
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,978,829
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	98,941

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	98,941
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	2,668
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI )	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,668
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	96,273
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	96,273
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	96,273

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	92,917
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	92,917
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	92,917

**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
<b>1</b>	Distributable amount for 2011 from Part XI, line 7				96,273
<b>2</b>	Undistributed income, if any, as of the end of 2011				
<b>a</b>	Enter amount for 2010 only			85,012	
<b>b</b>	Total for prior years: 20____, 20____, 20____		0		
<b>3</b>	Excess distributions carryover, if any, to 2011.				
<b>a</b>	From 2006	NONE			
<b>b</b>	From 2007	NONE			
<b>c</b>	From 2008	NONE			
<b>d</b>	From 2009	NONE			
<b>e</b>	From 2010	NONE			
<b>f</b>	Total of lines 3a through e	0			
<b>4</b>	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 92,917				
<b>a</b>	Applied to 2010, but not more than line 2a			85,012	
<b>b</b>	Applied to undistributed income of prior years (Election required—see instructions)		0		
<b>c</b>	Treated as distributions out of corpus (Election required—see instructions)	0			
<b>d</b>	Applied to 2011 distributable amount				7,905
<b>e</b>	Remaining amount distributed out of corpus	0			
<b>5</b>	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b>	Enter the net total of each column as indicated below:				
<b>a</b>	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b>	Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b>	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b>	Subtract line 6c from line 6b Taxable amount—see instructions		0		
<b>e</b>	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				0
<b>f</b>	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				88,368
<b>7</b>	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b>	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
<b>9</b>	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
<b>10</b>	Analysis of line 9				
<b>a</b>	Excess from 2007	0			
<b>b</b>	Excess from 2008	0			
<b>c</b>	Excess from 2009	0			
<b>d</b>	Excess from 2010	0			
<b>e</b>	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>b</b> 85% of line 2a	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	0			0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0			0
<b>c</b> "Support" alternative test—enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> 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)				
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	<b>82,930</b>
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ <b>3b</b>	<b>0</b>





ROSE GREER AKERS CHARITABLE TRUST

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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

AMERICAN CANCER SOCIETY

Street

PO BOX 720366

City

OKLAHOMA CITY

State

OK

Zip Code

73162

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,379

Name

NATIONAL WILDLIFE FEDERATION

Street

11100 WILDLIFE CINTER DRIVE

City

RESTON

State

VA

Zip Code

20190-5362

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,379

Name

CHILDREN'S HOME SOCIETY OF VA

Street

4200 FITZHUGH AVENUE

City

RICHMOND

State

VA

Zip Code

23230

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,379

Name

EMORY &amp; HENRY COLLEGE

Street

PO BOX 947

City

EMORY

State

VA

Zip Code

24327

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,379

Name

TRUSTEES OF ROANOKE COLLEGE

Street

221 COLLEGE LANE

City

SALEM

State

VA

Zip Code

24153

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,379

Name

ABINGDON UNITED METHODIST CHURCH

Street

101 EAST MAIN STREET

City

ABINGDON

State

VA

Zip Code

24210

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,379

ROSE GREER AKERS CHARITABLE TRUST

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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

JOHNSTON MEMORIAL HOSPITAL

Street

351 COURT STREET, NE

City

ABINGDON

State

VA

Zip Code

24210

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,380

Name

MARION BAPTIST CHURCH

Street

1258 NORTH MAIN STREET

City

MARION

State

VA

Zip Code

24354

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,380

Name

FIRST UNITED METHODIST CHURCH

Street

115 CHURCH STREET

City

MARION

State

VA

Zip Code

24354

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,380

Name

SMYTH COUNTY COMMUNITY HOSPITAL

Street

565 RADIO HILL ROAD

City

MARION

State

VA

Zip Code

24354

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,379

Name

THE BARTER FOUNDATION

Street

PO BOX 867

City

ABINGDON

State

VA

Zip Code

24212

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,379

Name

SMYTH-BLAND REGIONAL LIBRARY

Street

118 SOUTH SHEFFEY STREET

City

MARION

State

VA

Zip Code

24354

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,379

ROSE GREER AKERS CHARITABLE TRUST

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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

WASHINGTON CO PUBLIC LIBRARY

Street

205 OAK HILL STREET

City

ABINGDON

State

VA

Zip Code

24210

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,379

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

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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

Security Category	Account #	CUSIP	Asset Name	Units	Fed Cost	FMV
Cash	1013002732					0
Savings & Temp Inv	1013002732	VP0528308	FEDERATED TREAS OBL FD 68	28572.8700	28572.87	28572.87
Savings & Temp Inv	1013002732	VP0528308	FEDERATED TREAS OBL FD 68	2873.8600	2873.86	2873.86
				\$ 31,446.73	\$	31,446.73
Invest - Other	1013002732	04314H204	ARTISAN INTERNATIONAL FUND #661	4555.5570	93206.7	95985.59
Invest - Other	1013002732	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	11157.3290	98281.4	93721.56
Invest - Other	1013002732	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	2298.5960	37651	40110.5
Invest - Other	1013002732	256206103	DODGE & COX INT'L STOCK FD #1048	3040.4620	88649.2	94558.37
Invest - Other	1013002732	256210105	DODGE & COX INCOME FD COM #147	14084.9240	177417.16	191273.27
Invest - Other	1013002732	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	4068.6070	59061.35	57530.1
Invest - Other	1013002732	339128100	JP MORGAN MID CAP VALUE-I #758	2220.0000	52192.2	54856.2
Invest - Other	1013002732	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	2096.8950	29813.32	49675.44
Invest - Other	1013002732	411511504	HARBOR CAPITAL APRCTION-INST #2012	2936.2830	110233.6	116335.53
Invest - Other	1013002732	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	5961.0610	75288.2	72248.06
Invest - Other	1013002732	464287200	ISHARES S & P 500 INDEX FUND	563.0000	67110.23	74186.51
Invest - Other	1013002732	487300808	KEELEY SMALL CAP VAL FD CL I #2251	2068.0000	51534.56	51307.08
Invest - Other	1013002732	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	4892.9720	60232.48	57981.72
Invest - Other	1013002732	552983694	MFS VALUE FUND-CLASS I #893	2542.4160	58354.73	59365.41
Invest - Other	1013002732	56063J302	MAINSTAY EP US EQUITY-INS #1204	4469.8160	55336.32	56543.17
Invest - Other	1013002732	589509108	MERGER FD SH BEN INT #260	2378.4640	37651.08	37104.04
Invest - Other	1013002732	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	1694.2780	58403.55	53522.24
Invest - Other	1013002732	693390700	PIMCO TOTAL RET FD-INST #35	17333.5860	181722.76	192749.48
Invest - Other	1013002732	693390882	PIMCO FOREIGN BD FD USD H-INST #103	5530.4210	57164.39	59175.5
Invest - Other	1013002732	76628T645	RIDGEWORTH SEIX HY BD-I #5855	11169.9660	104613.67	107343.37
Invest - Other	1013002732	77957P105	T ROWE PRICE SHORT TERM BD FD #55	5087.2550	24673.19	24622.31
Invest - Other	1013002732	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	1906.0000	71120.25	66252.56
Invest - Other	1013002732	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	1770.5360	51522.6	50424.87
Invest - Other	1013002732	922042858	VANGUARD MSCI EMERGING MARKETS ETF	1282.0000	59302.81	54267.06
Invest - Other	1013002732	922908553	VANGUARD REIT VIPER	1225.0000	65422.96	75582.5
				\$ 1,825,959.71	\$	1,886,722.44

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
														Amount
Long Term CG Distributions														5,760
Short Term CG Distributions														0
1	X	ARTIO TOTAL RETURN BD FD	04315J209			6/15/2009		5/23/2011	10,576	9,857				719
2	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		5/23/2011	42,832	38,226				4,606
3	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		8/24/2011	26,478	23,290				3,188
4	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		10/20/2011	36,860	32,516				4,344
5	X	ARTIO INTERNATIONAL EQ FI	04315J837			5/25/2011		8/24/2011	6,883	7,847				-964
6	X	ARTIO INTERNATIONAL EQ FI	04315J837			9/4/2008		8/24/2011	54,799	68,689				-13,890
7	X	ARTIO INTERNATIONAL EQ FI	04315J837			2/27/2009		10/20/2011	10,071	8,022				2,049
8	X	ARTIO INTERNATIONAL EQ FI	04315J837			9/4/2008		10/20/2011	7,634	10,352				-2,718
9	X	DODGE & COX INT'L STOCK F	256206103			9/4/2008		5/23/2011	5,371	5,498				-127
10	X	DODGE & COX INT'L STOCK F	256206103			9/4/2008		8/24/2011	2,002	2,362				-360
11	X	DODGE & COX INCOME FD C	256210105			5/25/2011		10/20/2011	27,393	27,888				-495
12	X	DODGE & COX INCOME FD C	256210105			8/26/2011		10/20/2011	6,033	6,087				-54
13	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		5/23/2011	14,730	13,753				977
14	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		8/24/2011	22,396	23,933				-1,537
15	X	GOLDEN LARGE CAP CORE F	34984T881			9/4/2008		5/23/2011	28,893	27,236				1,657
16	X	GOLDEN LARGE CAP CORE F	34984T881			9/4/2008		8/24/2011	64,152	69,375				-5,223
17	X	GOLDEN LARGE CAP CORE F	34984T881			10/31/2008		8/24/2011	13,091	11,561				1,530
18	X	GOLDEN LARGE CAP CORE F	34984T881			10/31/2008		10/20/2011	21,474	18,350				3,124
19	X	GOLDEN LARGE CAP CORE F	34984T881			2/27/2009		10/20/2011	27,094	18,391				8,703
20	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		5/23/2011	17,803	10,845				6,958
21	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		8/24/2011	19,471	14,101				5,370
22	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		10/20/2011	4,055	2,848				1,207
23	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		5/23/2011	21,920	16,550				5,370
24	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		8/24/2011	14,552	13,132				1,420
25	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		10/20/2011	20,059	17,625				2,434
26	X	HARBOR CAPITAL APRCTN	411511504			5/25/2011		10/20/2011	10,784	11,370				-586
27	X	ING INTERNATIONAL REAL ES	44980Q518			2/27/2009		5/23/2011	9,373	5,365				4,008
28	X	ING INTERNATIONAL REAL ES	44980Q518			9/4/2008		5/23/2011	27,060	28,367				-1,307
29	X	JPMORGAN HIGH YIELD FUND	4812C0803			9/4/2008		8/24/2011	8,975	8,497				478
30	X	JPMORGAN HIGH YIELD FUND	4812C0803			3/13/2009		8/24/2011	12	9				3
31	X	JPMORGAN HIGH YIELD FUND	4812C0803			9/4/2008		8/24/2011	104,190	100,401				3,789
32	X	JPMORGAN HIGH YIELD FUND	4812C0803			5/25/2011		8/24/2011	1,465	1,594				-129
33	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		5/23/2011	6,356	6,080				276
34	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		8/24/2011	10,914	12,186				-1,272
35	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		10/20/2011	3,772	4,187				-415
36	X	MFS VALUE FUND-CLASS I #8	582983694			5/25/2011		10/20/2011	43,061	47,848				-4,787
37	X	PIMCO TOTAL RET FD-INST #	693390700			5/25/2011		10/20/2011	32,132	32,969				-837
38	X	PIMCO EMERG MKTS BD-INS	693391559			6/13/2007		8/24/2011	3,626	3,432				194
39	X	PIMCO EMERG MKTS BD-INS	693391559			9/13/2007		8/24/2011	424	401				23
40	X	PIMCO EMERG MKTS BD-INS	693391559			5/25/2011		8/24/2011	26,892	25,974				918
41	X	PIMCO EMERG MKTS BD-INS	693391559			9/4/2008		8/24/2011	4,452	4,444				8
42	X	PIMCO COMMODITY REAL RE	722005667			9/4/2008		5/23/2011	577	996				-419
43	X	PIMCO COMMODITY REAL RE	722005667			12/15/2008		8/24/2011	20,357	37,049				-16,692
44	X	PIMCO COMMODITY REAL RE	722005667			12/15/2008		8/24/2011	12,967	8,782				4,185
45	X	PIMCO COMMODITY REAL RE	722005667			12/15/2008		10/20/2011	7,011	5,531				1,480
46	X	PIMCO COMMODITY REAL RE	722005667			2/27/2009		10/20/2011	32,193	24,803				7,390
47	X	T ROWE PRICE SHORT TERM	77957P105			5/25/2011		10/20/2011	62,015	62,015				-515
48	X	T ROWE PRICE SHORT TERM	77957P105			8/29/2011		10/20/2011	6,091	6,129				-38
49	X	SSGA EMERGING MARKETS F	784924425			2/27/2009		5/23/2011	8,023	3,636				4,387
50	X	SSGA EMERGING MARKETS F	784924425			10/31/2008		5/23/2011	42,862	22,912				19,950
51	X	TCW SMALL CAP GROWTH FI	87234N849			12/17/2010		5/23/2011	9,221	8,701				520

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	Cost, Other Basis and Expenses		Net Gain or Loss
												Expense of Sale and Cost of Improvements	Depreciation	
Totals														
Securities														
Other sales														
Amount														
5,760														
0														
1,376,993														
0														
1,283,563														
0														
93,430														
52	X	TCW SMALL CAP GROWTH FUND	87234N849			12/17/2010		8/24/2011	7,864	9,064				-1,200
53	X	TCW SMALL CAP GROWTH FUND	87234N849			12/17/2010		10/20/2011	5,009	5,645				-636
54	X	VANGUARD INFLAT PROTECT	922031869			3/13/2007		5/23/2011	12,100	10,984				1,216
55	X	VANGUARD INFLAT PROTECT	922031869			6/15/2009		8/24/2011	12,062	10,339				1,723
56	X	VANGUARD INFLAT PROTECT	922031869			6/13/2007		8/24/2011	5,770	4,842				928
57	X	VANGUARD INFLAT PROTECT	922031869			3/13/2007		8/24/2011	47,401	40,901				6,500
58	X	VANGUARD REIT VIPER	922908553			12/17/2010		5/23/2011	13,170	11,666				1,504
59	X	VANGUARD REIT VIPER	922908553			12/17/2010		8/24/2011	7,224	7,010				214
60	X	WELLS FARGO ADV INTR VA	94984B181			3/13/2009		5/23/2011	6,000	3,102				2,898
61	X	WELLS FARGO ADV INTR VA	94984B181			2/27/2009		5/23/2011	903	457				446
62	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		5/23/2011	59,239	39,376				19,863
63	X	PIMCO EMERG MKTS BD-INS	693391559			6/13/2008		8/24/2011	3,521	3,207				314
64	X	PIMCO EMERG MKTS BD-INS	693391559			12/13/2007		8/24/2011	2,712	2,516				196
65	X	WELLS FARGO ADV INTL BON	94985D582			9/14/2009		8/24/2011	4,405	4,038				367
66	X	WELLS FARGO ADV INTL BON	94985D582			5/25/2011		8/24/2011	2,421	2,280				141
67	X	WELLS FARGO ADV INTL BON	94985D582			6/13/2007		10/20/2011	1,949	1,733				216
68	X	WELLS FARGO ADV INTL BON	94985D582			3/13/2007		10/20/2011	29,095	26,462				2,633
69	X	WELLS FARGO ADV INTL BON	94985D582			5/25/2011		10/20/2011	4,155	4,130				25
70	X	WF ADV ENDEAVOR SELECT	949915565			9/4/2008		5/23/2011	80,063	78,821				1,242
71	X	WF ADV ENDEAVOR SELECT	949915565			12/15/2008		8/24/2011	12,479	8,342				4,137
72	X	WF ADV ENDEAVOR SELECT	949915565			9/4/2008		8/24/2011	32,264	36,221				-3,957

**Line 16a (990-PF) - Legal Fees**

		1,323	0	0	1,323
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	CLERK FEES	1,323			1,323
2					
3					
4					
5					
6					
7					
8					
9					
10					

**Line 16b (990-PF) - Accounting Fees**

		2,535	0	0	0	2,535
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)	
1	TAX PREP FEES	2,535			2,535	
2						
3						
4						
5						
6						
7						
8						
9						
10						

**Line 18 (990-PF) - Taxes**

		4,319	616	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	1,507			
2	ESTIMATED EXCISE TAX PAID	2,196			
3	FOREIGN TAX WITHHELD	616	616		
4					
5					
6					
7					
8					
9					
10					

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													
	5,760	0													
	Totals														
	1,371,233	0													
1			ARTIO TOTAL RETURN BD FD CL I #152	04315J209		6/15/2009	5/23/2011	10,576	0	9,857	719			0	87,670
2			ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	8/24/2011	42,832	0	38,226	4,606			0	4,606
3			ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	8/24/2011	26,478	0	23,290	3,188			0	3,188
4			ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	10/20/2011	36,860	0	32,516	4,344			0	4,344
5			ARTIO INTERNATIONAL EQ FD I #1529	04315J837		5/25/2011	8/24/2011	6,883	0	7,847	-964			0	-964
6			ARTIO INTERNATIONAL EQ FD I #1529	04315J837		9/4/2008	8/24/2011	54,799	0	66,689	-13,890			0	-13,890
7			ARTIO INTERNATIONAL EQ FD I #1529	04315J837		2/27/2009	10/20/2011	10,071	0	8,022	2,049			0	2,049
8			ARTIO INTERNATIONAL EQ FD I #1529	04315J837		9/4/2008	10/20/2011	7,634	0	10,352	-2,718			0	-2,718
9			DODGE & COX INTL STOCK FD #1048	256206103		9/4/2008	5/23/2011	5,371	0	5,498	-127			0	-127
10			DODGE & COX INTL STOCK FD #1048	256206103		9/4/2008	8/24/2011	2,002	0	2,362	-360			0	-360
11			DODGE & COX INCOME FD COM #147	256210105		5/25/2011	10/20/2011	27,393	0	27,888	-495			0	-495
12			DODGE & COX INCOME FD COM #147	256210105		8/26/2011	10/20/2011	6,033	0	6,087	-54			0	-54
13			JPMORGAN MID CAP VALUE-I #758	339128100		12/17/2010	5/23/2011	14,730	0	13,753	977			0	977
14			JPMORGAN MID CAP VALUE-I #758	339128100		12/17/2010	8/24/2011	22,396	0	23,933	-1,537			0	-1,537
15			GOLDEN LARGE CAP CORE FUND-I	34984T881		9/4/2008	5/23/2011	28,893	0	27,236	1,657			0	1,657
16			GOLDEN LARGE CAP CORE FUND-I	34984T881		9/4/2008	8/24/2011	64,152	0	69,375	-5,223			0	-5,223
17			GOLDEN LARGE CAP CORE FUND-I	34984T881		10/31/2008	8/24/2011	13,091	0	11,561	1,530			0	1,530
18			GOLDEN LARGE CAP CORE FUND-I	34984T881		10/31/2008	10/20/2011	21,474	0	18,350	3,124			0	3,124
19			GOLDEN LARGE CAP CORE FUND-I	34984T881		2/27/2009	10/20/2011	27,094	0	18,391	8,703			0	8,703
20			GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	5/23/2011	17,803	0	10,845	6,958			0	6,958
21			GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	8/24/2011	19,471	0	14,101	5,370			0	5,370
22			GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	10/20/2011	4,055	0	2,848	1,207			0	1,207
23			GOLDMAN SACHS L/C VALUE-I #1216	38142V773		10/31/2008	5/23/2011	21,920	0	16,550	5,370			0	5,370
24			GOLDMAN SACHS L/C VALUE-I #1216	38142V773		10/31/2008	8/24/2011	14,552	0	13,132	1,420			0	1,420
25			GOLDMAN SACHS L/C VALUE-I #1216	38142V773		10/31/2008	10/20/2011	20,059	0	17,625	2,434			0	2,434
26			HARBOR CAPITAL APRCON-INST #20	411511504		5/25/2011	10/20/2011	10,784	0	11,370	-586			0	-586
27			ING INTERNATIONAL REAL EST-I #2664	44980Q518		2/27/2009	5/23/2011	9,373	0	5,365	4,008			0	4,008
28			ING INTERNATIONAL REAL EST-I #2664	44980Q518		9/4/2008	5/23/2011	27,060	0	28,367	-1,307			0	-1,307
29			JPMORGAN HIGH YIELD FUND SS #358	4812C0803		9/14/2009	8/24/2011	8,975	0	8,497	478			0	478
30			JPMORGAN HIGH YIELD FUND SS #358	4812C0803		3/13/2009	8/24/2011	12	0	9	3			0	3
31			JPMORGAN HIGH YIELD FUND SS #358	4812C0803		9/4/2008	8/24/2011	104,190	0	100,401	3,789			0	3,789
32			JPMORGAN HIGH YIELD FUND SS #358	4812C0803		5/25/2011	8/24/2011	1,465	0	1,594	-129			0	-129
33			KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	5/23/2011	6,356	0	6,080	276			0	276
34			KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	8/24/2011	10,914	0	12,186	-1,272			0	-1,272
35			KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	10/20/2011	3,772	0	4,187	-415			0	-415
36			MF'S VALUE FUND-CLASS I #893	552983694		5/25/2011	10/20/2011	43,061	0	47,848	-4,787			0	-4,787
37			PIMCO TOTAL RET FD-INST #35	693390700		5/25/2011	10/20/2011	32,132	0	32,969	-837			0	-837
38			PIMCO EMERG MKTS BD-INST #137	693391559		6/13/2007	8/24/2011	3,626	0	3,432	194			0	194
39			PIMCO EMERG MKTS BD-INST #137	693391559		9/13/2007	8/24/2011	424	0	401	23			0	23
40			PIMCO EMERG MKTS BD-INST #137	693391559		3/13/2007	8/24/2011	26,892	0	25,974	918			0	918
41			PIMCO EMERG MKTS BD-INST #137	693391559		5/25/2011	8/24/2011	4,452	0	4,444	8			0	8
42			PIMCO COMMODITY REAL RET STRAT-	722005667		9/4/2008	5/23/2011	577	0	996	-419			0	-419
43			PIMCO COMMODITY REAL RET STRAT-	722005667		9/4/2008	8/24/2011	20,357	0	37,049	-16,692			0	-16,692
44			PIMCO COMMODITY REAL RET STRAT-	722005667		12/15/2008	8/24/2011	12,967	0	8,782	4,185			0	4,185
45			PIMCO COMMODITY REAL RET STRAT-	722005667		12/15/2008	10/20/2011	7,011	0	5,531	1,480			0	1,480
46			PIMCO COMMODITY REAL RET STRAT-	722005667		2/27/2009	10/20/2011	32,193	0	24,803	7,390			0	7,390
47			T ROWE PRICE SHORT TERM BD FD #5	77957P105		5/25/2011	10/20/2011	62,015	0	62,530	-515			0	-515
48			T ROWE PRICE SHORT TERM BD FD #5	77957P105		8/29/2011	10/20/2011	6,091	0	6,129	-38			0	-38
49			SSGA EMERGING MARKETS FD S #1510	784924425		2/27/2009	5/23/2011	8,023	0	3,636	4,387			0	4,387
50			SSGA EMERGING MARKETS FD S #1510	784924425		10/31/2008	5/23/2011	42,862	0	22,912	19,950			0	19,950
51			TCW SMALL CAP GROWTH FUND-I #47	87234N849		12/17/2010	5/23/2011	9,221	0	8,701	520			0	520
52			TCW SMALL CAP GROWTH FUND-I #47	87234N849		12/17/2010	8/24/2011	7,864	0	9,064	-1,200			0	-1,200
53			TCW SMALL CAP GROWTH FUND-I #47	87234N849		12/17/2010	10/20/2011	5,009	0	5,645	-636			0	-636
54			VANGUARD INFLAT PROTECT SEC FD #	922031869		3/13/2007	5/23/2011	12,100	0	10,884	1,216			0	1,216
55			VANGUARD INFLAT PROTECT SEC FD #	922031869		6/15/2009	8/24/2011	12,062	0	10,339	1,723			0	1,723
56			VANGUARD INFLAT PROTECT SEC FD #	922031869		6/13/2007	8/24/2011	5,770	0	4,842	928			0	928
57			VANGUARD INFLAT PROTECT SEC FD #	922031869		3/13/2007	8/24/2011	47,401	0	40,901	6,500			0	6,500
58			VANGUARD REIT VIPER	922906553		12/17/2010	5/23/2011	13,170	0	11,666	1,504			0	1,504

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	Totals	Amount		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								
							5,760	0								87,670
59	VANGUARD REIT VIPER	922908553		12/17/2010	8/24/2011			7,224	0	7,010	214				0	214
60	WELLS FARGO ADV INTR VA FD-IST #5	949848181		3/13/2009	5/23/2011			6,000	0	3,102	2,898				0	2,898
61	WELLS FARGO ADV INTR VA FD-IST #5	949848181		2/27/2009	5/23/2011			903	0	457	446				0	446
62	WELLS FARGO ADV INTR VA FD-IST #5	949848181		10/31/2008	5/23/2011			59,239	0	39,376	19,863				0	19,863
63	PIMCO EMERG MKTS BD-INST #137	693391559		6/13/2008	8/24/2011			3,521	0	3,207	314				0	314
64	PIMCO EMERG MKTS BD-INST #137	693391559		12/13/2007	8/24/2011			2,712	0	2,516	196				0	196
65	WELLS FARGO ADV INTL BOND-IS #470	94985D582		9/14/2009	8/24/2011			4,405	0	4,038	367				0	367
66	WELLS FARGO ADV INTL BOND-IS #470	94985D582		5/25/2011	8/24/2011			2,421	0	2,280	141				0	141
67	WELLS FARGO ADV INTL BOND-IS #470	94985D582		6/13/2007	10/20/2011			1,949	0	1,733	216				0	216
68	WELLS FARGO ADV INTL BOND-IS #470	94985D582		3/13/2007	10/20/2011			29,095	0	26,482	2,633				0	2,633
69	WELLS FARGO ADV INTL BOND-IS #470	94985D582		5/25/2011	10/20/2011			4,155	0	4,130	25				0	25
70	WF ADV ENDEAVOR SELECT-I #3124	949915565		9/4/2008	5/23/2011			80,063	0	78,821	1,242				0	1,242
71	WF ADV ENDEAVOR SELECT-I #3124	949915565		12/15/2008	8/24/2011			12,479	0	8,342	4,137				0	4,137
72	WF ADV ENDEAVOR SELECT-I #3124	949915565		9/4/2008	8/24/2011			32,264	0	36,221	-3,957				0	-3,957



**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 . . . . .		0
2 First quarter estimated tax payment . . . . .		
3 Second quarter estimated tax payment . . . . .	6/9/2011	1,098
4 Third quarter estimated tax payment . . . . .	10/12/2011	549
5 Fourth quarter estimated tax payment . . . . .	1/11/2012	549
6 Other payments . . . . .		0
7 Total . . . . .		2,196

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

<b>1</b>	Distributable amounts for 2010 that remained undistributed at the beginning of the 2011 tax year	<b>1</b>	<u>85,012</u>
<b>2</b>		<b>2</b>	
<b>3</b>		<b>3</b>	
<b>4</b>		<b>4</b>	
<b>5</b>		<b>5</b>	
<b>6</b>		<b>6</b>	
<b>7</b>		<b>7</b>	
<b>8</b>		<b>8</b>	
<b>9</b>		<b>9</b>	
<b>10</b>	<b>Total</b>	<b>10</b>	<b>85,012</b>