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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

2012

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

Open to Public Inspection

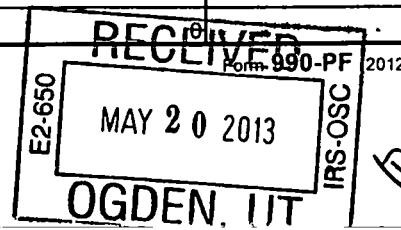
For calendar year 2012 or tax year beginning , and ending

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 Trust Tax Dept - 101N Independence Mall E MACY1372-06		B Telephone number (see instructions) (888) 730-4933
Room/suite		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code Philadelphia PA 19106-2112		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 109,342		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)
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				
4	Dividends and interest from securities	2,722	2,680		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	1,487			
b	Gross sales price for all assets on line 6a 37,238				
7	Capital gain net income (from Part IV, line 2)		1,487		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	4,209	4,167	0	
13	Compensation of officers, directors, trustees, etc	1,650	1,238		412
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	85	30		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses.				
	Add lines 13 through 23	1,735	1,268	0	412
25	Contributions, gifts, grants paid	5,227			5,227
26	Total expenses and disbursements. Add lines 24 and 25	6,962	1,268	0	5,639
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-2,753			
b	Net investment income (if negative, enter -0-)		2,899		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

HTA



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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	170	148	148
	2	Savings and temporary cash investments	4,723	4,289	4,289
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	101,744	99,138	104,905	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	106,637	103,575	109,342	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here 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	106,637	103,575	
	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)	106,637	103,575		
31	Total liabilities and net assets/fund balances (see instructions)	106,637	103,575		

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)	106,637
2	Enter amount from Part I, line 27a	-2,753
3	Other increases not included in line 2 (itemize) <u>Mutual Fund & CTF Income Additions</u>	104
4	Add lines 1, 2, and 3	103,988
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	413
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	103,575

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 See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(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	
b			0	
c			0	
d			0	
e			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	
b			0	
c			0	
d			0	
e			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	1,487	
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))
2011	5,007	110,445	0.045335
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
2 Total of line 1, column (d)			0.184402
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			0.036880
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		107,364	
5 Multiply line 4 by line 3			3,960
6 Enter 1% of net investment income (1% of Part I, line 27b)			29
7 Add lines 5 and 6			3,989
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			5,639

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	}	1	29
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	29
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	29
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	56	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	56
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	27
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 27 Refunded <input type="checkbox"/>		11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA		
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	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 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)

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 2012, 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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 2012 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 2012)	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 2012?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

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

5b	N/A	
6b		X
7b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Independence Mall E MACY1372-062 Phila	Trustee 4 00	1,650		

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		
.....		
.....		
.....		
.....		
.....		

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	

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	105,343
b	Average of monthly cash balances	1b	3,656
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	108,999
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	108,999
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,635
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	107,364
6	Minimum investment return. Enter 5% of line 5	6	5,368

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	5,368
2a	Tax on investment income for 2012 from Part VI, line 5	2a	29
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	29
3	Distributable amount before adjustments Subtract line 2c from line 1	3	5,339
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,339
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	5,339

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	5,639
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,639
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	29
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,610

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				5,339
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			5,225	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 5,639				
a Applied to 2011, but not more than line 2a			5,225	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				414
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
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				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				4,925
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 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					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
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
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 or e-mail 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	5,227
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 5,227

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

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

Check "X" to include in Part IV	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	Adjustments	Net Gain or Loss	Totals		
															Capital Gains/Losses	Other sales	
														Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss	
	Long Term CG Distributions	324													37,238	35,751	1,487
	Short Term CG Distributions	0													0	0	0
1	X VANGUARD REIT VIPER	922806553			12/17/2010		8/8/2012	201	158						43		
2	X VANGUARD REIT VIPER	922806553			12/17/2010		2/10/2012	434	374						60		
3	X TCW SMALL CAP GROWTH F	87234N849			8/10/2012		2/19/2012	52	53						-1		
4	X TCW SMALL CAP GROWTH F	87234N849			9/10/2012		12/19/2012	222	226						-4		
5	X TCW SMALL CAP GROWTH F	87234N849			12/17/2010		12/19/2012	2,468	2,677						-209		
6	X TCW SMALL CAP GROWTH F	87234N849			12/17/2010		2/10/2012	236	233						3		
7	X SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		8/8/2012	155	159						-4		
8	X T ROWE PRICE SHORT TERM	77957P105			2/14/2012		8/8/2012	3,928	3,920						8		
9	X T ROWE PRICE SHORT TERM	77957P105			2/14/2012		5/8/2012	1,236	1,233						3		
10	X T ROWE PRICE SHORT TERM	77957P105			5/29/2011		5/8/2012	1,388	1,391						-3		
11	X RIDGEWORTH SEIX HY BDI #	76628T645			10/24/2011		8/8/2012	49	47						2		
12	X PIMCO FOREIGN BD FD USD	693390882			8/26/2011		8/8/2012	255	245						10		
13	X PIMCO FOREIGN BD FD USD	693390882			2/14/2012		8/8/2012	209	202						7		
14	X PIMCO FOREIGN BD FD USD	693390882			9/7/2011		8/8/2012	152	148						4		
15	X PIMCO FOREIGN BD FD USD	693390882			5/29/2011		8/8/2012	130	123						7		
16	X PIMCO FOREIGN BD FD USD	693390882			2/4/2011		8/8/2012	425	400						25		
17	X PIMCO TOTAL RET FD-INST #	693390700			8/26/2011		2/10/2012	48	47						1		
18	X PIMCO TOTAL RET FD-INST #	693390700			5/25/2011		2/10/2012	3,292	3,251						41		
19	X PIMCO TOTAL RET FD-INST #	693390700			9/7/2011		8/8/2012	259	257						2		
20	X MERGER FD SH BENI INT #26	599509108			9/7/2011		8/8/2012	556	550						6		
21	X MAINSTAY EP US EQUITY-INS	56063J302			9/7/2011		8/8/2012	1,646	1,506						140		
22	X MAINSTAY EP US EQUITY-INS	56063J302			9/7/2011		2/10/2012	1,654	1,554						100		
23	X MFS VALUE FUND-CLASS I #8	552988964			5/25/2011		8/8/2012	200	195						5		
24	X LAUDUS MONDRIAN INTL F-H	518550655			9/7/2011		8/8/2012	1,045	1,114						-69		
25	X KEILEY SMALL CAP VAL FD C	487300808			5/10/2012		8/13/2012	51	50						1		
26	X KEILEY SMALL CAP VAL FD C	487300808			12/17/2010		8/13/2012	52	51						1		
27	X KEILEY SMALL CAP VAL FD C	487300808			8/24/2011		2/10/2012	180	174						6		
28	X ISHARES S & P 500 INDEX FU	464287200			8/24/2011		5/8/2012	136	117						19		
29	X ISHARES S & P 500 INDEX FU	464287200			9/2/2011		5/8/2012	1,496	1,299						197		
30	X HUSSMAN STRATEGIC GROU	441151504			5/25/2011		8/8/2012	1,903	2,173						-270		
31	X HARBOR CAPITAL APRCTON	36142Y401			10/31/2008		2/10/2012	328	312						16		
32	X GOLDMAN SACHS GRTH OPE	38142Y401			11/25/2008		4/10/2012	2,130	1,346						784		
33	X GOLDMAN SACHS GRTH OPE	38142Y401			12/17/2010		8/8/2012	700	365						335		
34	X JP MORGAN MID CAP VALUE	339128100			12/17/2010		8/8/2012	324	282						42		
35	X JP MORGAN MID CAP VALUE	339128100			12/17/2010		5/8/2012	105	94						11		
36	X JP MORGAN MID CAP VALUE	339128100			8/24/2007		2/10/2012	202	188						14		
37	X DODGE & COX INCOME FD C	256210105			8/10/2012		11/13/2012	176	158						18		
38	X DODGE & COX INCOME FD C	256210105			5/10/2012		11/13/2012	2,150	2,127						23		
39	X DODGE & COX INCOME FD C	256210105			8/24/2007		2/10/2012	1,298	1,275						23		
40	X DODGE & COX INCOME FD C	256210105			8/24/2007		2/10/2012	347	319						28		
41	X DODGE & COX INCOME FD C	256210105			2/4/2011		2/10/2012	2,355	2,318						37		
42	X DODGE & COX INTL STOCK F	256206103			8/24/2007		8/8/2012	787	800						-23		
43	X CREDIT SUISSE COMM RT ST	22544R305			9/7/2011		8/8/2012	199	174						-25		
44	X ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		8/8/2012	802	716						86		
45	X ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		2/10/2012	130	123						7		

Part I, Line 18 (990-PF) - Taxes

		85	30	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	30	30		
2	ESTIMATED EXCISE PAYMENTS	55			

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			0	0	104,905
2	ARTISAN INTERNATIONAL FUND 661		0	4,396	5,284
3	DODGE & COX INCOME FD COM 147		0	6,133	6,813
4	HARBOR CAPITAL APRCTION-INST 2012		0	5,906	6,675
5	MERGER FD SH BEN INT 260		0	1,620	1,631
6	PIMCO TOTAL RET FD-INST 35		0	9,590	10,177
7	PIMCO FOREIGN BD FD USD H-INST 103		0	2,252	2,393
8	T ROWE PRICE SHORT TERM BD FD 55		0	2,397	2,402
9	ARTISAN MID CAP FUND-INSTL 1333		0	3,093	3,044
10	ISHARES RUSSELL 2000 GROWTH		0	2,765	2,764
11	ISHARES S & P 500 INDEX FUND		0	3,378	3,865
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	2,583	2,378
13	DODGE & COX INT'L STOCK FD 1048		0	4,982	5,443
14	MFS VALUE FUND-CLASS 1893		0	4,850	5,104
15	DREYFUS EMG MKT DEBT LOC C-I 6083		0	5,323	5,590
16	DRIEHAUS ACTIVE INCOME FUND		0	1,638	1,679
17	JP MORGAN MID CAP VALUE-I 758		0	2,163	2,575
18	HUSSMAN STRATEGIC GROWTH FUND 60		0	2,450	2,095
19	VANGUARD REIT VIPER		0	3,001	3,751
20	VANGUARD EMERGING MARKETS ETF		0	3,657	3,562
21	OPPENHEIMER DEVELOPING MKT-Y 788		0	3,513	3,570
22	SPDR DJ WILSHIRE INTERNATIONAL REA		0	3,743	4,052
23	DIAMOND HILL LONG-SHORT FD CL I 11		0	2,545	2,829
24	RIDGEWORTH SEIX HY BD-I 5855		0	5,638	6,111
25	GATEWAY FUND - Y 1986		0	2,733	2,703
26	CREDIT SUISSE COMM RT ST-CO 2156		0	6,121	5,332
27	KEELEY SMALL CAP VAL FD CL I 2251		0	2,668	3,083

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

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

1	Mutual Fund & CTF Income Additions	1	104
2	Total	2	104

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

1	Cost Basis Adjustment	1	14
2	Mutual Fund & CTF Income Subtraction	2	354
3	PY Return of Capital Adjustment	3	45
4	Total	4	413

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

Description of Property Sold	CUIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V. as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1 VANGUARD REIT VIPER	922908553		12/17/2010	8/8/2012	201			158	43				1,163
2 VANGUARD REIT VIPER	922908553		12/17/2010	2/10/2012	274			374	60				1,163
3 TCM SMALL CAP GROWTH FUND-I #47	97234N849		8/10/2012	12/18/2012	54			53	1				1,163
4 TCM SMALL CAP GROWTH FUND-I #47	97234N849		5/10/2012	12/18/2012	222			226	4				1,163
5 TCM SMALL CAP GROWTH FUND-I #47	97234N849		12/17/2010	2/10/2012	238			267	209				1,163
6 TCM SMALL CAP GROWTH FUND-I #47	97234N849		12/17/2010	2/10/2012	238			233	5				1,163
7 SPDR DJ WILSHIRE INTERNATIONAL	786538663		5/23/2011	8/8/2012	153			159	6				1,163
8 T ROWE PRICE SHORT TERM BD FD #5	71857P105		2/14/2012	8/8/2012	348			320	28				1,163
9 T ROWE PRICE SHORT TERM BD FD #5	71857P105		2/14/2012	8/8/2012	138			133	5				1,163
10 T ROWE PRICE SHORT TERM BD FD #5	71857P105		5/25/2011	8/8/2012	138			139	1				1,163
11 RIDGEWORTH SEIK HY BD-I #5555	766287845		10/24/2011	8/8/2012	43			47	4				1,163
12 PIMCO FOREIGN BD FD USD H-INST #1	693390682		8/26/2011	8/8/2012	253			245	8				1,163
13 PIMCO FOREIGN BD FD USD H-INST #1	693390682		2/14/2012	8/8/2012	209			202	7				1,163
14 PIMCO FOREIGN BD FD USD H-INST #1	693390682		9/7/2011	8/8/2012	152			146	6				1,163
15 PIMCO FOREIGN BD FD USD H-INST #1	693390682		5/25/2011	8/8/2012	130			123	7				1,163
16 PIMCO FOREIGN BD FD USD H-INST #1	693390682		2/4/2011	8/8/2012	423			409	14				1,163
17 PIMCO TOTAL RET FD-INST #35	693390700		2/4/2011	2/10/2012	48			47	1				1,163
18 PIMCO TOTAL RET FD-INST #35	693390700		8/26/2011	2/10/2012	329			325	4				1,163
19 PIMCO TOTAL RET FD-INST #35	693390700		5/25/2011	2/10/2012	299			287	12				1,163
20 MERGER FD SH BEN INT #260	589509108		9/7/2011	8/8/2012	356			350	6				1,163
21 MAINSTAY EP US EQUITY-INS #1204	560633302		9/7/2011	8/8/2012	1646			1505	140				1,163
22 MAINSTAY EP US EQUITY-INS #1204	560633302		9/7/2011	2/10/2012	1654			1584	70				1,163
23 WFS VALUE FUND-CLASS I #693	552893694		5/25/2011	8/8/2012	200			195	5				1,163
24 LAUDUS MONDRIAN INTL FT INST #2946	518550655		9/7/2011	8/8/2012	1045			1114	-69				1,163
25 KEELLY SMALL CAP VAL FD CL I #2251	487300808		5/10/2012	8/13/2012	52			51	1				1,163
26 KEELLY SMALL CAP VAL FD CL I #2251	487300808		5/10/2012	8/13/2012	136			136	0				1,163
27 KEELLY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	2/10/2012	180			174	6				1,163
28 I SHARES S & P 500 INDEX FUND	464287200		8/24/2011	5/8/2012	1496			1417	79				1,163
29 I SHARES S & P 500 INDEX FUND	464287200		9/2/2011	5/8/2012	1903			2173	-270				1,163
30 HUSSMAN STRATEGIC GROWTH FUND	448108100		9/7/2011	8/8/2012	700			700	0				1,163
31 HARBOR CAPITAL AFRICATION-INST #20	411511504		5/25/2011	2/10/2012	328			312	16				1,163
32 GOLDMAN SACHS GRTH OPP FD-I #113	381427401		10/31/2008	4/10/2012	2,130			2,130	0				1,163
33 GOLDMAN SACHS GRTH OPP FD-I #113	381427401		11/25/2008	4/10/2012	700			700	0				1,163
34 J P MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	8/8/2012	324			324	0				1,163
35 J P MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	8/8/2012	105			105	0				1,163
36 J P MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	8/8/2012	176			176	0				1,163
37 DODGE & COX INCOME FD COM #147	256210105		8/24/2007	11/13/2012	2,150			2,150	0				1,163
38 DODGE & COX INCOME FD COM #147	256210105		5/10/2012	11/13/2012	1,288			1,288	0				1,163
39 DODGE & COX INCOME FD COM #147	256210105		8/24/2007	2/10/2012	347			319	28				1,163
40 DODGE & COX INCOME FD COM #147	256210105		2/4/2011	2/10/2012	2,355			2,318	37				1,163
41 DODGE & COX INCOME FD COM #147	256210105		8/24/2007	8/8/2012	767			800	-33				1,163
42 DODGE & COX INTL STOCK FD #1048	256206103		9/7/2011	8/8/2012	199			227	-28				1,163
43 CREDIT SUISSE COMM RT-ST-CO #2154254R305	04314H204		8/26/2011	8/8/2012	802			716	86				1,163
44 ARTISAN INTERNATIONAL FUND #661	04314H204		8/26/2011	2/10/2012	130			123	7				1,163

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

	Date		Amount
1 Credit from prior year return .		1	1
2 First quarter estimated tax payment	5/9/2012	2	55
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	56

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

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	5,225
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	5,225