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

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

OMB No 1545-0052

**2011**

For calendar year 2011 or tax year beginning 8/1/2010, and ending 7/31/2011

|  |  |  |
|--|--|--|
| Name of foundation<br><b>THE LAWRENCE I &amp; BLANCHE H RHODES MEMORIAL FUND</b>   |  | A Employer identification number<br><b>22-2159155</b>  |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>P O BOX 7</b>   |  | B Telephone number (see instructions)<br><b>(518) 283-2908</b>   |
| City or town, state, and ZIP code<br><b>WYNANTSKILL NY 12198</b>   |  | C If exemption application is pending, check here <input type="checkbox"/>   |
| G Check all that apply:<br><input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |  | D 1. Foreign organizations, check here <input type="checkbox"/><br>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<br><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) <b>\$ 1,827,889</b>   | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>   |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| 1  | Contributions, gifts, grants, etc., received (attach schedule)                   |                                    |                           |                         |   |
| 2  | Check <input type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |   |
| 3  | Interest on savings and temporary cash investments                               | 15                                 | 15                        |                         |   |
| 4  | Dividends and interest from securities   | 66,394                             | 66,394                    |                         |   |
| 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                            | 62,674                             |                           |                         |   |
| b  | Gross sales price for all assets on line 6a                                      | 320,386                            |                           |                         |   |
| 7  | Capital gain net income (from Part IV, line 2)                                   |                                    | 62,674                    |                         |   |
| 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  | 129,083                            | 129,083                   | 0                       |   |
| 13   | Compensation of officers, directors, trustees, etc                               | 36,300                             | 21,780                    |                         | 14,520  |
| 14   | Other employee salaries and wages  |                                    |                           |                         |   |
| 15   | Pension plans, employee benefits   |                                    |                           |                         |   |
| 16 a   | Legal fees (attach schedule)   | 0                                  | 0                         | 0                       | 0   |
| b  | Accounting fees (attach schedule)  | 4,930                              | 3,944                     | 0                       | 986   |
| c  | Other professional fees (attach schedule)  | 12,310                             | 12,310                    | 0                       | 0   |
| 17   | Interest   |                                    |                           |                         |   |
| 18   | Taxes (attach schedule) (see instructions)                                       | 3,656                              | 1,666                     | 0                       | 1,111   |
| 19   | Depreciation (attach schedule) and depletion                                     | 0                                  | 0                         | 0                       |   |
| 20   | Occupancy  |                                    |                           |                         |   |
| 21   | Travel, conferences, and meetings  | 460                                | 368                       |                         | 92  |
| 22   | Printing and publications  |                                    |                           |                         |   |
| 23   | Other expenses (attach schedule)   | 1,940                              | 1,087                     | 0                       | 853   |
| 24   | Total operating and administrative expenses. Add lines 13 through 23             | 59,596                             | 41,155                    | 0                       | 17,562  |
| 25   | Contributions, gifts, grants paid  | 150,000                            |                           |                         | 150,000   |
| 26   | Total expenses and disbursements. Add lines 24 and 25                            | 209,596                            | 41,155                    | 0                       | 167,562   |
| 27   | Subtract line 26 from line 12  | (80,513)                           |                           |                         |   |
| a  | Excess of revenue over expenses and disbursements                                |                                    | 87,928                    |                         |   |
| b  | Net investment income (if negative, enter -0-)                                   |                                    |                           |                         |   |
| c  | Adjusted net income (if negative, enter -0-)                                     |                                    |                           | 0                       |   |

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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  |                   |                |                       |
|                             | 2    | Savings and temporary cash investments   | 7,587             | 48,097         | 48,097                |
|                             | 3    | Accounts receivable  | 0                 | 0              | 0                     |
|                             |      | Less allowance for doubtful accounts   | 0                 | 0              | 0                     |
|                             | 4    | Pledges receivable   | 0                 | 0              | 0                     |
|                             |      | Less allowance for doubtful accounts   | 0                 | 0              | 0                     |
|                             | 5    | Grants receivable  |                   |                |                       |
|                             | 6    | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)                              | 0                 | 0              | 0                     |
|                             | 7    | Other notes and loans receivable (attach schedule)   | 0                 | 0              | 0                     |
|                             |      | Less allowance for doubtful accounts   | 0                 | 0              | 0                     |
|                             | 8    | Inventories for sale or use  |                   |                |                       |
|                             | 9    | Prepaid expenses and deferred charges  |                   |                |                       |
|                             | 10 a | Investments—U S and state government obligations (attach schedule)   | 15,100            | 0              | 0                     |
|                             | b    | Investments—corporate stock (attach schedule)  | 1,703,139         | 1,609,576      | 1,609,576             |
|                             | c    | Investments—corporate bonds (attach schedule)  | 225,846           | 170,000        | 170,000               |
|                             | 11   | Investments—land, buildings, and equipment, basis  | 0                 | 0              | 0                     |
| Liabilities                 |      | Less accumulated depreciation (attach schedule)  | 0                 | 0              | 0                     |
|                             | 12   | Investments—mortgage loans   |                   |                |                       |
|                             | 13   | Investments—other (attach schedule)  | 0                 | 0              | 0                     |
|                             | 14   | Land, buildings, and equipment, basis  | 0                 | 0              | 0                     |
|                             |      | Less accumulated depreciation (attach schedule)  | 0                 | 0              | 0                     |
|                             | 15   | Other assets (describe <b>PREPAID FEDERAL EXCISE TAX</b> )   | 1,095             | 216            | 216                   |
|                             | 16   | <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)  | 1,952,767         | 1,827,889      | 1,827,889             |
|                             | 17   | Accounts payable and accrued expenses  | 720               | 720            |                       |
|                             | 18   | Grants payable   |                   |                |                       |
|                             | 19   | Deferred revenue   |                   |                |                       |
|                             | 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)   | 720               | 720            |                       |
| Net Assets or Fund Balances |      | <b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b> |                   |                |                       |
|                             | 24   | Unrestricted   | 1,952,047         | 1,827,169      |                       |
|                             | 25   | Temporarily restricted   |                   |                |                       |
|                             | 26   | Permanently restricted   |                   |                |                       |
|                             |      | <b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>                         |                   |                |                       |
|                             | 27   | Capital stock, trust principal, or current funds   |                   | 0              |                       |
|                             | 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)  | 1,952,047         | 1,827,169      |                       |
|                             | 31   | <b>Total liabilities and net assets/fund balances</b> (see instructions)   | 1,952,767         | 1,827,889      |                       |

## 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 | 1,952,047 |
| 2 | Enter amount from Part I, line 27a   | 2 | (80,513)  |
| 3 | Other increases not included in line 2 (itemize)   | 3 | 0         |
| 4 | Add lines 1, 2, and 3  | 4 | 1,871,534 |
| 5 | Decreases not included in line 2 (itemize) <b>UNREALIZED LOSS ON INVESTMENTS</b>   | 5 | 44,365    |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30  | 6 | 1,827,169 |

**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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|--------------------------------------|----------------------------------|
| 1a SEE ATTACHED SCHEDULE   | P  |                                      |                                  |
| b SEE ATTACHED SCHEDULE  | P  |                                      |                                  |
| c MUTUAL FUND DISTRIBUTIONS  | P  |                                      |                                  |
| d  |  |                                      |                                  |
| e  |  |                                      |                                  |

  

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 302,318             | 0  | 254,928   | 47,390                                       |
| b 16,189              | 0  | 2,784   | 13,405                                       |
| c 1,879               | 0  | 0   | 1,879  |
| d 0                   | 0  | 0   | 0  |
| e 0                   | 0  | 0   | 0  |

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) FMV as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|------------------------|--------------------------------------|---|--|
| a 0                    | 0                                    | 0   | 47,390   |
| b 0                    | 0                                    | 0   | 13,405   |
| c 0                    | 0                                    | 0   | 1,879  |
| d 0                    | 0                                    | 0   | 0  |
| e 0                    | 0                                    | 0   | 0  |

  

|  |   |        |
|--|---|--------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }  | 2 | 62,674 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0-<br>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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|--|--|--|---|
| 2010   | 166,017                                  | 2,003,084                                    | 0.082881  |
| 2009   | 165,972                                  | 1,940,675                                    | 0.085523  |
| 2008   | 166,334                                  | 1,864,207                                    | 0.089225  |
| 2007   | 166,300                                  | 2,617,225                                    | 0.063541  |
| 2006   | 167,851                                  | 2,702,722                                    | 0.062104  |

  

|  |   |           |
|--|---|-----------|
| 2 Total of line 1, column (d)  | 2 | 0.383274  |
| 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by<br>the number of years the foundation has been in existence if less than 5 years  | 3 | 0.076655  |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5   | 4 | 1,877,245 |
| 5 Multiply line 4 by line 3  | 5 | 143,900   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   | 6 | 879       |
| 7 Add lines 5 and 6  | 7 | 144,779   |
| 8 Enter qualifying distributions from Part XII, line 4<br>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<br>the Part VI instructions | 8 | 167,562   |

**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<br>Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) |    | 1     | 879 |
| 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     | 879 |
| 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     | 879 |
| 6 Credits/Payments.   |    |       |     |
| a 2011 estimated tax payments and 2010 overpayment credited to 2011   | 6a | 1,095 |     |
| b Exempt foreign organizations—tax withheld at source   | 6b |       |     |
| c Tax paid with application for extension of time to file (Form 8868)   | 6c | 0     |     |
| d Backup withholding erroneously withheld   | 6d |       |     |
| 7 Total credits and payments. Add lines 6a through 6d   | 7  | 1,095 |     |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached   | 8  | 0     |     |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed   | 9  | 0     |     |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid  | 10 | 216   |     |
| 11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 216 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 page 19 of the instructions for definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. |     | X  |
| c Did the foundation file Form 1120-POL for this year?   |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers. <input checked="" type="checkbox"/> \$ _____  |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____   |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities   |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes   |     | X  |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?   | N/A |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T   |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?                     | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV  | X   |    |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions)<br>NY   |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation  | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV   |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  |     | X  |

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

|                 |   |                          |     |    |
|-----------------|---|--------------------------|-----|----|
| 11              | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)   | 11                       |     | X  |
| 12              | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)  | 12                       |     | X  |
| 13              | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?   | 13                       | X   |    |
| Website address |   |                          |     |    |
| 14              | The books are in care of  | DENNIS MARR              |     |    |
|                 | Located at  | 3 RAVENS COURT TROY NY   |     |    |
|                 | Telephone no  | (518) 283-2908           |     |    |
|                 | ZIP+4   | 12180                    |     |    |
| 15              | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here   | <input type="checkbox"/> |     |    |
|                 | and enter the amount of tax-exempt interest received or accrued during the year   | 15                       |     |    |
| 16              | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16                       | Yes | No |
|                 | See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country   |                          |     | 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 type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b If any answer is "Yes" to 1a(1)–(6), did 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)?  | 1b                           | N/A                                    |
| Organizations relying on a current notice regarding disaster assistance check here  |                              |  |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?   | 1c                           | X                                      |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))   |                              |  |
| a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| If "Yes," list the years  | 20                           | 20                                     |
| 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                                     |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) | 3b                           | N/A                                    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  | 4a                           | X                                      |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?   | 4b                           | X                                      |

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?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)

**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? If "Yes" to 6b, file Form 8870.**6b**

X

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

X

**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 |
|------------------------|---|---|---|---------------------------------------|
| See Attached Statement |   |   |   |                                       |
|                        | 00  | 0   | 0   | 0                                     |
|                        | .00   | 0   | 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 ☐

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

|   | Expenses |
|---|----------|
| 1 |          |
| 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   |        |
| 2   |        |
| All other program-related investments. See instructions |        |
| 3   | 0      |
| Total. Add lines 1 through 3                            | 0      |



**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> | 1,791,568 |
| <b>b</b> | Average of monthly cash balances   | <b>1b</b> | 113,226   |
| <b>c</b> | Fair market value of all other assets (see instructions)   | <b>1c</b> | 1,038     |
| <b>d</b> | Total (add lines 1a, b, and c)   | <b>1d</b> | 1,905,832 |
| <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>  | 1,905,832 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) | <b>4</b>  | 28,587    |
| <b>5</b> | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4       | <b>5</b>  | 1,877,245 |
| <b>6</b> | Minimum investment return. Enter 5% of line 5  | <b>6</b>  | 93,862    |

**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>  | 93,862 |
| <b>2a</b> | Tax on investment income for 2011 from Part VI, line 5   | <b>2a</b> | 879    |
| <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> | 879    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                              | <b>3</b>  | 92,983 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions  | <b>4</b>  |        |
| <b>5</b>  | Add lines 3 and 4  | <b>5</b>  | 92,983 |
| <b>6</b>  | Deduction from distributable amount (see instructions)   | <b>6</b>  |        |
| <b>7</b>  | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 92,983 |

**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> | 167,562 |
| <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> | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4   | <b>4</b>  | 167,562 |
| <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>  | 879     |
| <b>6</b> | Adjusted qualifying distributions. Subtract line 5 from line 4   | <b>6</b>  | 166,683 |

**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)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|---|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .   |               |                            |             | 92,983      |
| <b>2</b> Undistributed income, if any, as of the end of 2011  |               |                            |             |             |
| <b>a</b> Enter amount for 2010 only . . . . .   |               |                            | 0           |             |
| <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 . . . . . 36,708   |               |                            |             |             |
| <b>b</b> From 2007 . . . . . 37,578   |               |                            |             |             |
| <b>c</b> From 2008 . . . . . 73,540   |               |                            |             |             |
| <b>d</b> From 2009 . . . . . 69,212   |               |                            |             |             |
| <b>e</b> From 2010 . . . . . 66,575   |               |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .  | 283,613       |                            |             |             |
| <b>4</b> Qualifying distributions for 2011 from Part XII, line 4. ► \$ 167,562  |               |                            |             |             |
| <b>a</b> Applied to 2010, but not more than line 2a . . . . .   |               |                            | 0           |             |
| <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 . . . . .   |               |                            |             | 92,983      |
| <b>e</b> Remaining amount distributed out of corpus . . . . .   | 74,579        |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2011 . . . . .   | 0             |                            |             | 0           |
| (If an amount appears in column (d), the same amount must be shown in column (a).)  |               |                            |             |             |
| <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 . . . . .   | 358,192       |                            |             |             |
| <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 . . . . .  |               |                            |             | 0           |
| <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) . . . . .  | 36,708        |                            |             |             |
| <b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .  | 321,484       |                            |             |             |
| <b>10</b> Analysis of line 9  |               |                            |             |             |
| <b>a</b> Excess from 2007 . . . . . 37,578  |               |                            |             |             |
| <b>b</b> Excess from 2008 . . . . . 73,540  |               |                            |             |             |
| <b>c</b> Excess from 2009 . . . . . 69,212  |               |                            |             |             |
| <b>d</b> Excess from 2010 . . . . . 66,575  |               |                            |             |             |
| <b>e</b> Excess from 2011 . . . . . 74,579  |               |                            |             |             |



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

| Recipient<br>Name and address (home or business)              | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|---|--|--------------------------------------|-------------------------------------|---------|
| <b>a</b> <i>Paid during the year</i><br>SEE ATTACHED SCHEDULE |  |                                      |                                     | 150,000 |
| <b>Total</b>  |  |                                      | ▶ <b>3a</b>                         | 150,000 |
| <b>b</b> <i>Approved for future payment</i>                   |  |                                      |                                     |         |
| <b>Total</b>  |  |                                      | ▶ <b>3b</b>                         | 0       |

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated. |  | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)   |
|---|--|---------------------------|---------------|--------------------------------------|---------------|---|
|   |  | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount | Related or exempt<br>function income<br>(See instructions ) |
| <b>1</b>  | Program service revenue  |                           |               |                                      |               |   |
| <b>a</b>  |  |                           | 0             |                                      | 0             | 0   |
| <b>b</b>  |  |                           | 0             |                                      | 0             | 0   |
| <b>c</b>  |  |                           | 0             |                                      | 0             | 0   |
| <b>d</b>  |  |                           | 0             |                                      | 0             | 0   |
| <b>e</b>  |  |                           | 0             |                                      | 0             | 0   |
| <b>f</b>  |  |                           | 0             |                                      | 0             | 0   |
| <b>g</b>  | Fees and contracts from government agencies  |                           |               |                                      |               |   |
| <b>2</b>  | Membership dues and assessments  |                           |               |                                      |               |   |
| <b>3</b>  | Interest on savings and temporary cash investments   |                           |               | 14                                   | 15            |   |
| <b>4</b>  | Dividends and interest from securities   |                           |               | 14                                   | 66,394        |   |
| <b>5</b>  | Net rental income or (loss) from real estate:  |                           |               |                                      |               |   |
| <b>a</b>  | Debt-financed property   |                           |               |                                      |               |   |
| <b>b</b>  | Not debt-financed property   |                           |               |                                      |               |   |
| <b>6</b>  | Net rental income or (loss) from personal property   |                           |               |                                      |               |   |
| <b>7</b>  | Other investment income  |                           |               |                                      |               |   |
| <b>8</b>  | Gain or (loss) from sales of assets other than inventory   |                           |               | 18                                   | 45,347        |   |
| <b>9</b>  | Net income or (loss) from special events   |                           |               |                                      |               |   |
| <b>10</b>                                       | Gross profit or (loss) from sales of inventory   |                           |               |                                      |               |   |
| <b>11</b>                                       | Other revenue <b>a</b>   |                           | 0             |                                      | 0             | 0   |
| <b>b</b>  |  |                           | 0             |                                      | 0             | 0   |
| <b>c</b>  |  |                           | 0             |                                      | 0             | 0   |
| <b>d</b>  |  |                           | 0             |                                      | 0             | 0   |
| <b>e</b>  |  |                           | 0             |                                      | 0             | 0   |
| <b>12</b>                                       | Subtotal. Add columns (b), (d), and (e)  |                           | 0             |                                      | 111,756       | 0   |
| <b>13</b>                                       | Total. Add line 12, columns (b), (d), and (e)<br>(See worksheet in line 13 instructions to verify calculations ) |                           |               |                                      | 13            | 111,756   |

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

[illegible]

Form 990-PF (2011)

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

| Amount                      |                               |                            |         |           |                                      |               |                    |           |                   |                     |                  |  |              |                  |
|-----------------------------|-------------------------------|----------------------------|---------|-----------|--------------------------------------|---------------|--------------------|-----------|-------------------|---------------------|------------------|--|--------------|------------------|
| Long Term CG Distributions  |                               |                            |         |           |                                      |               |                    |           |                   |                     |                  |  |              |                  |
| Short Term CG Distributions |                               |                            |         |           |                                      |               |                    |           |                   |                     |                  |  |              |                  |
| 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 |
|                             |                               |                            |         |           |                                      |               |                    |           |                   |                     |                  |  |              |                  |
| 1                           | X                             | SEE ATTACHED SCHEDULE      |         |           |                                      |               |                    |           | 302,318           | 254,928             |                  |  |              | 47,390           |
| 2                           | X                             | SEE ATTACHED SCHEDULE      |         |           |                                      |               |                    |           | 16,189            | 2,784               |                  |  |              | 13,405           |
| 3                           |                               | CAPITAL GAIN DISTRIBUTIONS |         |           |                                      |               |                    |           | 1,879             |                     |                  |  |              | 1,879            |
| 4                           |                               |                            |         |           |                                      |               |                    |           |                   |                     |                  |  |              | 0                |
| 5                           |                               |                            |         |           |                                      |               |                    |           |                   |                     |                  |  |              | 0                |
| 6                           |                               |                            |         |           |                                      |               |                    |           |                   |                     |                  |  |              | 0                |
| 7                           |                               |                            |         |           |                                      |               |                    |           |                   |                     |                  |  |              | 0                |
| 8                           |                               |                            |         |           |                                      |               |                    |           |                   |                     |                  |  |              | 0                |
| 9                           |                               |                            |         |           |                                      |               |                    |           |                   |                     |                  |  |              | 0                |
| 10                          |                               |                            |         |           |                                      |               |                    |           |                   |                     |                  |  |              | 0                |
| Totals                      |                               |                            |         |           |                                      |               |                    |           |                   |                     |                  |  |              |                  |
| Securities                  |                               |                            |         |           |                                      |               |                    |           |                   |                     |                  |  |              |                  |
| Other sales                 |                               |                            |         |           |                                      |               |                    |           |                   |                     |                  |  |              |                  |
|                             |                               |                            |         |           |                                      |               |                    |           |                   | 318,507             |                  |  | 257,712      | 60,795           |
|                             |                               |                            |         |           |                                      |               |                    |           |                   | 1,879               |                  |  | 0            | 1,879            |

**LI & BH RHODES MEMORIAL FUND**  
**SECURITIES SALES**  
**Y/E 7/31/12**

| Shares | Description                    | Date Aquired | Date Sold | Gross Sales |            | Gain or (Loss) |
|--------|--------------------------------|--------------|-----------|-------------|------------|----------------|
|        |                                |              |           | Price       | Cost Basis |                |
| 27,005 | Goldman Sachs MM               | Various      | 09/22/11  | 27,005      | 27,043     | (38)           |
| 15,000 | Kutztown, Pa 5 65% Muni        | 11/12/01     | 11/15/11  | 15,000      | 15,000     | -              |
| 300    | Motorola Mobility              | 03/09/11     | 01/12/12  | 11,544      | 8,084      | 3,460          |
| 200    | IBM Corp                       | Various      | 01/20/12  | 32,999      | 23,497     | 9,502          |
| 200    | Qualcom Inc                    | 01/29/10     | 01/20/12  | 11,500      | 7,846      | 3,654          |
| 200    | Caterpillar Inc                | 11/12/07     | 02/21/12  | 21,000      | 14,025     | 6,975          |
| 400    | Walt Disney Co                 | Various      | 02/17/12  | 16,400      | 7,850      | 8,550          |
| 100    | Diageo PLC                     | 11/12/07     | 02/28/12  | 9,000       | 8,886      | 114            |
| 200    | Sanofi ADR                     | 02/21/12     | 02/17/12  | 7,400       | 7,434      | (34)           |
| 200    | VF Corp                        | 02/21/12     | 02/17/12  | 28,999      | 11,941     | 17,058         |
| 25,000 | US Bancorp 2 25% Cpn           | 04/16/09     | 03/13/12  | 25,000      | 25,083     | (83)           |
| 382    | Bank One Cap 7 2% Tr           | 07/06/04     | 04/30/12  | 9,550       | 9,898      | (348)          |
| 300    | Verizon Comm                   | 06/30/98     | 05/18/12  | 12,000      | 6,877      | 5,123          |
| 200    | Kimberly Clark                 | 01/29/10     | 06/05/12  | 15,000      | 11,984     | 3,016          |
| 25,000 | Wells Fargo 2.125% Cpn         | 04/16/09     | 06/15/12  | 25,000      | 25,000     | -              |
| 1,893  | Henderson Global Fds Intl Opp  | Various      | 06/28/12  | 34,763      | 44,373     | (9,610)        |
| 10     | El Paso Corp                   | Various      | 05/31/12  | 147         | 96         | 51             |
|        | Cash in lieu Kinder Morgan Inc | 05/31/12     | 05/31/12  | 6           | 6          | -              |
|        | Cash in lieu KMI warrants      | 05/31/12     | 05/31/12  | 1           | 1          | -              |
|        | Cash in lieu Engility          | 07/18/12     | 07/18/12  | 6           | 6          | -              |
|        |                                |              |           |             |            | -              |
| TOTALS |                                |              |           | \$ 302,318  | \$ 254,928 | \$ 47,390      |



**LI & BH RHODES MEMORIAL FUND**  
**COVERED CALL OPTIONS**  
**Y/E 7/31/12**

| Shares | Description         | Date Acquired | Date Sold | Gross Sales<br>Price | Cost Basis | Gain or (Loss) |
|--------|---------------------|---------------|-----------|----------------------|------------|----------------|
|        |                     |               |           |                      |            | -              |
| 1      | United Technologies | 02/04/11      | 08/20/11  | 283                  | -          | 283            |
| 4      | Freeport McMoran    | 04/29/11      | 08/20/11  | 904                  | -          | 904            |
| 3      | Caterpillar         | 04/29/11      | 08/20/11  | 1,290                | -          | 1,290          |
| 1      | Harns Corp          | 05/19/11      | 08/20/11  | 60                   | -          | 60             |
| 1      | Colgate Palmolive   | 05/20/11      | 08/20/11  | 245                  | -          | 245            |
| 2      | Johnson Controls    | 07/07/11      | 10/22/11  | 252                  | -          | 252            |
| 2      | IBM                 | 07/14/11      | 01/21/12  | 3,006                | -          | 3,006          |
| 2      | Ventas Inc          | 10/21/11      | 11/19/11  | 190                  | -          | 190            |
| 2      | Qualcomm            | 10/21/11      | 11/19/11  | 206                  | 422        | (216)          |
| 2      | Analog Devices      | 10/21/11      | 12/17/11  | 106                  | -          | 106            |
| 2      | Bemis Co            | 10/21/11      | 01/21/12  | 60                   | -          | 60             |
| 2      | Caterpillar         | 10/21/11      | 11/19/11  | 192                  | 630        | (438)          |
| 2      | Proctor & Gamble    | 10/21/11      | 01/21/12  | 116                  | -          | 116            |
| 1      | McDonalds           | 10/21/11      | 11/19/11  | 54                   | -          | 54             |
| 3      | Dominion            | 10/21/11      | 01/21/12  | 165                  | -          | 165            |
| 4      | Verizon             | 10/21/11      | 12/17/11  | 144                  | -          | 144            |
| 1      | Colgate Palmolive   | 10/21/11      | 11/19/11  | 66                   | -          | 66             |
| 2      | Kimberly Clark      | 10/21/11      | 04/21/12  | 663                  | 210        | 453            |
| 2      | Clorox              | 10/21/11      | 01/21/12  | 110                  | -          | 110            |
| 2      | VF Corp             | 10/21/11      | 11/19/11  | 170                  | -          | 170            |
| 1      | DuPont              | 11/04/11      | 12/17/11  | 41                   | -          | 41             |
| 2      | Cooper Industries   | 11/04/11      | 01/21/12  | 240                  | -          | 240            |
| 2      | Caterpillar         | 11/04/11      | 01/21/12  | 908                  | 426        | 482            |
| 4      | Walt Disney         | 11/04/11      | 12/17/11  | 152                  | -          | 152            |
| 2      | Diageo              | 11/04/11      | 01/12/12  | 220                  | -          | 220            |
| 3      | Johnson & Johnson   | 11/04/11      | 01/21/12  | 180                  | -          | 180            |
| 2      | Qualcomm            | 11/04/11      | 01/21/12  | 502                  | -          | 502            |
| 2      | General Mills       | 11/04/11      | 01/21/12  | 68                   | -          | 68             |
| 2      | Analog Devices      | 01/12/12      | 03/17/12  | 100                  | -          | 100            |
| 2      | Caterpillar         | 01/12/12      | 02/18/12  | 448                  | -          | 448            |
| 2      | Sanofi Aventis      | 01/12/12      | 02/18/12  | 100                  | -          | 100            |
| 4      | Walt Disney         | 01/12/12      | 02/18/12  | 188                  | -          | 188            |
| 1      | McDonalds           | 01/12/12      | 02/18/12  | 47                   | -          | 47             |
| 2      | 3M                  | 01/12/12      | 02/18/12  | 92                   | -          | 92             |
| 1      | Oneok               | 01/12/12      | 02/18/12  | 80                   | -          | 80             |
| 2      | VF Corp             | 01/12/12      | 02/18/12  | 100                  | -          | 100            |
| 1      | Ventas Inc          | 01/26/12      | 03/17/12  | 85                   | -          | 85             |
| 1      | Emerson Electric    | 01/26/12      | 03/17/12  | 43                   | -          | 43             |
| 2      | Proctor & Gamble    | 01/26/12      | 03/17/12  | 74                   | -          | 74             |
| 2      | Freeport McMoran    | 01/26/12      | 03/17/12  | 106                  | -          | 106            |
| 1      | Crane Co            | 01/26/12      | 03/17/12  | 90                   | -          | 90             |
| 1      | Colgate Palmolive   | 01/26/12      | 03/17/12  | 32                   | -          | 32             |
| 2      | Cooper Industnes    | 01/26/12      | 04/21/12  | 120                  | -          | 120            |
| 2      | General Mills       | 01/26/12      | 04/21/12  | 80                   | -          | 80             |
| 1      | Diageo              | 01/26/12      | 03/17/12  | 115                  | -          | 115            |
| 4      | Energy Sector SPDR  | 01/26/12      | 03/17/12  | 356                  | 496        | (140)          |
| 2      | Kimberly Clark      | 03/02/12      | 07/21/12  | 160                  | -          | 160            |
| 1      | Caterpillar         | 03/02/12      | 04/21/12  | 145                  | -          | 145            |

**LI & BH RHODES MEMORIAL FUND**  
**COVERED CALL OPTIONS**  
**Y/E 7/31/12**

| Shares | Description             | Date Aquired | Date Sold | Gross Sales |            | Gain or (Loss) |
|--------|-------------------------|--------------|-----------|-------------|------------|----------------|
|        |                         |              |           | Price       | Cost Basis |                |
| 3      | RPM Intl                | 03/02/12     | 05/19/12  | 195         | -          | 195            |
| 2      | Sanofi Aventis          | 03/02/12     | 06/16/12  | 100         | -          | 100            |
| 2      | Ingersoll Rand          | 03/02/12     | 04/21/12  | 140         | -          | 140            |
| 2      | Weatherford Intl        | 03/02/12     | 05/19/12  | 96          | -          | 96             |
| 2      | L-3 Communications      | 03/02/12     | 07/21/12  | 220         | -          | 220            |
| 6      | GE                      | 03/02/12     | 05/19/12  | 180         | -          | 180            |
| 2      | Diageo                  | 03/02/12     | 04/21/12  | 100         | 340        | (240)          |
| 2      | Kellogg                 | 03/02/12     | 06/16/12  | 100         | -          | 100            |
| 1      | 3M                      | 03/02/12     | 04/21/12  | 81          | -          | 81             |
| 1      | United Technologies     | 03/02/12     | 04/21/12  | 43          | -          | 43             |
| 4      | Energy Sector SPDR      | 03/02/12     | 04/21/12  | 516         | -          | 516            |
| 3      | Venzon                  | 03/02/12     | 05/19/12  | 114         | -          | 114            |
| 4      | Ishares Russell Mid Cap | 03/02/12     | 05/19/12  | 140         | -          | 140            |
| 2      | Oneok                   | 03/02/12     | 04/21/12  | 212         | -          | 212            |
| 2      | Walt Disney             | 03/02/12     | 04/21/12  | 88          | -          | 88             |
| 2      | VF Corp                 | 03/02/12     | 05/19/12  | 350         | -          | 350            |
| 2      | Diageo                  | 04/20/12     | 07/21/12  | 360         | 260        | 100            |
| TOTALS |                         |              |           | \$ 16,189   | \$ 2,784   | \$ 13,405      |

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

|    |   | 4,930                                | 3,944                    | 0                      | 986  |
|----|---|--------------------------------------|--------------------------|------------------------|--|
|    | Name of Organization or<br>Person Providing Service | Revenue and<br>Expenses per<br>Books | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements<br>for Charitable<br>Purposes<br>(Cash Basis Only) |
| 1  | BUCKLEY GENT MACDONALD & CARY                       | 4,930                                | 3,944                    |                        | 986  |
| 2  |   |                                      |                          |                        |  |
| 3  |   |                                      |                          |                        |  |
| 4  |   |                                      |                          |                        |  |
| 5  |   |                                      |                          |                        |  |
| 6  |   |                                      |                          |                        |  |
| 7  |   |                                      |                          |                        |  |
| 8  |   |                                      |                          |                        |  |
| 9  |   |                                      |                          |                        |  |
| 10 |   |                                      |                          |                        |  |

**Line 16c (990-PF) - Other Fees**

|    |   | 12,310                               | 12,310                   | 0                      | 0  |
|----|---|--------------------------------------|--------------------------|------------------------|--|
|    | Name of Organization or<br>Person Providing Service | Revenue and<br>Expenses per<br>Books | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements<br>for Charitable<br>Purposes<br>(Cash Basis Only) |
| 1  | INVESTMENT ADVISORY FEES                            | 12,310                               | 12,310                   |                        |  |
| 2  |   |                                      |                          |                        |  |
| 3  |   |                                      |                          |                        |  |
| 4  |   |                                      |                          |                        |  |
| 5  |   |                                      |                          |                        |  |
| 6  |   |                                      |                          |                        |  |
| 7  |   |                                      |                          |                        |  |
| 8  |   |                                      |                          |                        |  |
| 9  |   |                                      |                          |                        |  |
| 10 |   |                                      |                          |                        |  |

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

|    |                          | 3,656                                | 1,666                    | 0                      | 1,111                                       |
|----|--------------------------|--------------------------------------|--------------------------|------------------------|---|
|    | Description              | Revenue<br>and Expenses<br>per Books | Net Investment<br>Income | Adjusted<br>Net Income | Disbursements<br>for Charitable<br>Purposes |
| 1  | PAYROLL TAXES            | 2,777                                | 1,666                    |                        | 1,111                                       |
| 2  | Tax on investment income | 879                                  |                          |                        |   |
| 3  |                          |                                      |                          |                        |   |
| 4  |                          |                                      |                          |                        |   |
| 5  |                          |                                      |                          |                        |   |
| 6  |                          |                                      |                          |                        |   |
| 7  |                          |                                      |                          |                        |   |
| 8  |                          |                                      |                          |                        |   |
| 9  |                          |                                      |                          |                        |   |
| 10 |                          |                                      |                          |                        |   |

**Line 23 (990-PF) - Other Expenses**

|   | Description          | Revenue and<br>Expenses<br>per Books | 1,940 | 1,087 | 0 | 853 |
|---|----------------------|--------------------------------------|-------|-------|---|-----|
| 1 | DUES & SUBSCRIPTIONS | 695                                  | 348   |       |   | 347 |
| 2 | INSURANCE            | 646                                  | 323   |       |   | 323 |
| 3 | FILING FEES          | 250                                  | 250   |       |   |     |
| 4 | OFFICE EXPENSE       | 194                                  | 97    |       |   | 97  |
| 5 | BANK CHARGES         | 137                                  | 69    |       |   | 68  |
| 6 | ADVERTISING          | 18                                   |       |       |   | 18  |
| 7 |                      |                                      |       |       |   |     |
| 8 |                      |                                      |       |       |   |     |
| 9 |                      |                                      |       |       |   |     |

## Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

|    |              | 15,100                     | 0                         | 0                   | 0                  | 0                                  | 0                                       | 0 | 0 | 0 | 0 | 0 | 0 |
|----|--------------|----------------------------|---------------------------|---------------------|--------------------|------------------------------------|---|---|---|---|---|---|---|
|    | Description  | Book Value<br>Beg. of Year | Book Value<br>End of Year | FMV<br>Beg. of Year | FMV<br>End of Year | Check "X" if Federal<br>Obligation | Check "X" if State/<br>Local Obligation |   |   |   |   |   |   |
| 1  | SEE ATTACHED | 15,100                     | 0                         | 0                   | 0                  |                                    |   |   |   |   |   |   |   |
| 2  |              |                            |                           |                     |                    |                                    |   |   |   |   |   |   |   |
| 3  |              |                            |                           |                     |                    |                                    |   |   |   |   |   |   |   |
| 4  |              |                            |                           |                     |                    |                                    |   |   |   |   |   |   |   |
| 5  |              |                            |                           |                     |                    |                                    |   |   |   |   |   |   |   |
| 6  |              |                            |                           |                     |                    |                                    |   |   |   |   |   |   |   |
| 7  |              |                            |                           |                     |                    |                                    |   |   |   |   |   |   |   |
| 8  |              |                            |                           |                     |                    |                                    |   |   |   |   |   |   |   |
| 9  |              |                            |                           |                     |                    |                                    |   |   |   |   |   |   |   |
| 10 |              |                            |                           |                     |                    |                                    |   |   |   |   |   |   |   |

LI & BH Rhodes Fund  
Municipal Bonds  
Part II - Line 10a  
07/31/11

| <u>7/31/11 -<br/># of Units</u> | <u>Company</u>       | <u>FMV 7/31/11</u> |
|---------------------------------|----------------------|--------------------|
| 15,000                          | Kutztown PA Series A | 15,100             |
|                                 | Totals               | <u>15,100</u>      |



**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

|    |                       | Num. Shares/<br>Face Value | Book Value<br>Beg. of Year | Book Value<br>End of Year | FMV<br>Beg. of Year | FMV<br>End of Year |
|----|-----------------------|----------------------------|----------------------------|---------------------------|---------------------|--------------------|
| 1  | SEE ATTACHED SCHEDULE |                            | 1,703,139                  | 1,609,576                 | 1,703,139           | 1,609,576          |
| 2  |                       |                            |                            |                           |                     |                    |
| 3  |                       |                            |                            |                           |                     |                    |
| 4  |                       |                            |                            |                           |                     |                    |
| 5  |                       |                            |                            |                           |                     |                    |
| 6  |                       |                            |                            |                           |                     |                    |
| 7  |                       |                            |                            |                           |                     |                    |
| 8  |                       |                            |                            |                           |                     |                    |
| 9  |                       |                            |                            |                           |                     |                    |
| 10 |                       |                            |                            |                           |                     |                    |

**LI & BH Rhodes Fund**  
**Common Stocks, Preferred Stocks & Mutual Fund**  
**Part II- Line 10b**  
**07/31/11**

| <b>7/31/11 -<br/># of Shares</b> | <b>Company</b>                        | <b>FMV 7/31/11</b> |
|----------------------------------|---------------------------------------|--------------------|
| 302.142                          | Aflac, Inc                            | 13,917             |
| 200                              | Analog Devices                        | 6,880              |
| 300                              | AT & T                                | 8,778              |
| 60                               | Automated Data Processing             | 3,089              |
| 400                              | Bemis Co. Inc.                        | 12,640             |
| 400                              | Caterpillar Inc                       | 39,516             |
| 60                               | Citigroup, Inc.                       | 2,300              |
| 400                              | Clorox Company                        | 28,636             |
| 131.925                          | Colgate-Palmolive, Inc.               | 11,132             |
| 300                              | Cooper Industries                     | 15,693             |
| 200                              | Corporate Office Properties           | 6,214              |
| 101                              | Covidien                              | 5,130              |
| 147                              | Crane & Company                       | 6,809              |
| 300                              | Diageo                                | 24,372             |
| 705                              | Disney Walt Company                   | 27,227             |
| 500                              | Dominion Res Inc                      | 24,225             |
| 100                              | DuPont E.I. De NeMour                 | 5,142              |
| 10                               | El Paso Energy Corp.                  | 206                |
| 300                              | Eli Lilly & Co                        | 11,490             |
| 200                              | Emerson Electric Co.                  | 9,818              |
| 900                              | Energy Select                         | 68,805             |
| 400                              | Freeport-McMoran Copper & Gold Inc    | 21,184             |
| 168                              | Frontier Communications corp          | 1,258              |
| 1200                             | General Electric Co.                  | 21,492             |
| 410                              | General Mills                         | 15,314             |
| 200                              | Harris Corp                           | 7,974              |
| 325                              | Hewlett Packard Co.                   | 11,430             |
| 300                              | Ingersoll Rand Co.                    | 11,226             |
| 100                              | Integrays Energy Group                | 5,021              |
| 201.187                          | International Business Machines       | 36,586             |
| 600                              | Ishares Russell Midcap Value          | 27,522             |
| 600                              | Johnson & Johnson                     | 38,874             |
| 310                              | Johnson Controls                      | 11,455             |
| 200                              | Kellog Co.                            | 11,156             |
| 200                              | Kimberly-Clark Corp                   | 13,072             |
| 200                              | L-3 Communications                    | 15,824             |
| 100                              | McDonalds Corp                        | 8,648              |
| 300                              | Motorola Mobility Holdings            | 6,714              |
| 1400                             | NY Comm. Bancorp                      | 18,942             |
| 540                              | Nokia Corp                            | 3,132              |
| 800                              | Northeast Utilities                   | 27,200             |
| 202.91                           | Oneok Inc                             | 14,770             |
| 600                              | Powershares DB Base Metals Fund       | 15,042             |
| 520                              | Powershares Mid Cap Growth            | 11,554             |
| 200                              | Powershares Global ET Water Portfolio | 3,898              |

**LI & BH Rhodes Fund**  
**Common Stocks, Preferred Stocks & Mutual Fund**  
**Part II- Line 10b**  
**07/31/11**

| <b>7/31/11 -<br/># of Shares</b> | <b>Company</b>                            | <b>FMV 7/31/11</b> |
|----------------------------------|---|--------------------|
| 400                              | Proctor & Gamble Co.                      | 24,596             |
| 100                              | QEP Resources Inc                         | 4,383              |
| 200                              | Qualcomm Inc                              | 10,956             |
| 100                              | Questar Corp                              | 1,843              |
| 600                              | RPM International Inc.                    | 12,648             |
| 300                              | Sanofi-Aventis ADR                        | 11,625             |
| 400                              | Scana Corp                                | 15,676             |
| 406 3                            | Teco Energy Inc                           | 7,529              |
| 100                              | United Technology Corp                    | 8,284              |
| 300                              | V F Corp                                  | 35,040             |
| 330                              | Vanguard Health Care                      | 20,345             |
| 500                              | Vanguard Materials ETF                    | 41,975             |
| 353                              | Ventas Inc                                | 19,108             |
| 700                              | Verizon Communications                    | 24,703             |
| 500                              | Washington Mutual                         | 47                 |
| 464                              | Weatherford Int'l, Inc.                   | 10,171             |
| 500                              | Wells Fargo & Co.                         | 13,970             |
| 200                              | 3M Co                                     | 17,428             |
| 470                              | Bank One Capital                          | 11,929             |
| 818                              | Gabelli Global Multimed                   | 20,736             |
| 490                              | JP Morgan Chase                           | 12,255             |
| 2992.397                         | Causeway Int'l Value Fund                 | 39,380             |
| 639 932                          | First Eagle Sogen Overseas Fund           | 15,403             |
| 27000.80                         | Goldman Sachs Money Market Fund           | 27,001             |
| 10020.98                         | John Hancock Strategic Income Fund        | 68,243             |
| 482.01                           | Heartland Value Plus                      | 14,889             |
| 877 09                           | Janus Perkins Mid Cap Value               | 20,410             |
| 5321.11                          | Janus Flexible Bond Fund                  | 56,883             |
| 1874.570                         | Henderson International Opportunities     | 40,922             |
| 4622.006                         | Artio Global International Equity         | 57,775             |
| 2211 130                         | Vanguard Horizon Fund                     | 40,972             |
| 760                              | John Hancock Preferred Income Fund        | 12,570             |
| 3300                             | ING Prime Rate Trust                      | 18,975             |
| 400                              | Morgan Stanley emerging Markets Debt      | 4,264              |
| 547                              | Neuberger Berman Real Estate              | 2,276              |
| 500                              | Nuveen Mortgage Opportunity               | 11,560             |
| 1,080                            | Nuveen Qual Preferred Income              | 8,716              |
| 4,310                            | Pimco Pacific Investment Total Return     | 47,840             |
| 6,454                            | Templeton Global Bond Fund A              | 90,357             |
| 2,743                            | Pimco Emerging Markets Bond Fund          | 31,241             |
| 2,281                            | Virtus Emerging Markets Opportunity Fund  | 21,984             |
| 9,136                            | Virtus Opportunities Multi Sector ST Bond | 44,676             |
| 830                              | Blackrock Pref. & Equity Adv Fund         | 10,251             |
|                                  | <b>Totals</b>                             | <b>1,703,139</b>   |

**LI & BH Rhodes Fund**  
**Common Stocks, Preferred Stocks & Mutual Funds**  
**Part II- Line 10b**  
**07/31/12**

**7/31/12 -**

**# of Shares**

**Company**

**FMV 7/31/12**

|         |                                       |        |
|---------|---------------------------------------|--------|
| 302 142 | Aflac, Inc                            | 13,228 |
| 200     | Analog Devices                        | 7,816  |
| 300     | AT & T                                | 11,376 |
| 60      | Automated Data Processing             | 3,393  |
| 400     | Bemis Co. Inc                         | 12,300 |
| 200     | Caterpillar Inc                       | 16,842 |
| 60      | Citigroup, Inc                        | 1,628  |
| 400     | Clorox Company                        | 29,084 |
| 131 925 | Colgate-Palmolive, Inc                | 14,163 |
| 300     | Cooper Industries                     | 21,564 |
| 200     | Corporate Office Properties           | 4,452  |
| 101     | Covidien                              | 5,644  |
| 147     | Crane & Company                       | 5,733  |
| 200     | Diageo                                | 21,380 |
| 305     | Disney Walt Company                   | 14,988 |
| 500     | Dominion Res Inc                      | 27,155 |
| 100     | DuPont E I De NeMour                  | 4,970  |
| 300     | Eli Lilly & Co                        | 13,209 |
| 300     | Emerson Electric Co                   | 14,331 |
| 900     | Energy Select                         | 62,685 |
| 33      | Engility Holdings Inc                 | 482    |
| 400     | Freeport-McMoran Copper & Gold Inc    | 13,468 |
| 168     | Frontier Communications corp          | 659    |
| 1200    | General Electric Co                   | 24,900 |
| 410     | General Mills                         | 15,867 |
| 200     | Harris Corp                           | 8,330  |
| 325     | Hewlett Packard Co                    | 5,928  |
| 300     | Ingersoll Rand Co                     | 12,723 |
| 100     | Integrus Energy Group                 | 6,054  |
| 101.187 | International Business Machines       | 19,831 |
| 600     | Ishares Russell Midcap Value          | 27,930 |
| 600     | Johnson & Johnson                     | 41,532 |
| 410     | Johnson Controls                      | 10,106 |
| 200     | Kellogg Co                            | 9,540  |
| 100     | Kimberly-Clark Corp                   | 8,691  |
| 6       | Kinder Morgan Class P Warrants        | 18     |
| 4       | Kinder Morgan Inc                     | 143    |
| 200     | L-3 Communications                    | 14,178 |
| 100     | McDonalds Corp                        | 8,936  |
| 1400    | NY Comm Bancorp                       | 18,172 |
| 540     | Nokia Corp                            | 1,301  |
| 800     | Northeast Utilities                   | 31,904 |
| 405 82  | Oneok Inc                             | 18,063 |
| 600     | Powershares DB Base Metals Fund       | 10,728 |
| 520     | Powershares Mid Cap Growth            | 11,102 |
| 200     | Powershares Global ET Water Portfolio | 3,330  |

**LI & BH Rhodes Fund**  
**Common Stocks, Preferred Stocks & Mutual Funds**  
**Part II- Line 10b**  
**07/31/12**

| <u>7/31/12 -</u><br><u># of Shares</u> | <u>Company</u>                            | <u>FMV 7/31/12</u>      |
|--|---|-------------------------|
| 100                                    | Praxair Inc                               | 10,376                  |
| 400                                    | Proctor & Gamble Co                       | 25,816                  |
| 100                                    | QEP Resources Inc                         | 3,003                   |
| 100                                    | Questar Corp                              | 2,035                   |
| 600                                    | RPM International Inc                     | 15,900                  |
| 300                                    | Sanofi-Aventis ADR                        | 12,192                  |
| 400                                    | Scana Corp                                | 19,668                  |
| 406 3                                  | Teco Energy Inc                           | 7,391                   |
| 100                                    | United Technology Corp                    | 7,444                   |
| 300                                    | V F Corp                                  | 44,790                  |
| 330                                    | Vanguard Health Care                      | 22,876                  |
| 500                                    | Vanguard Materials ETF                    | 38,645                  |
| 353                                    | Ventas Inc                                | 23,739                  |
| 400                                    | Verizon Communications                    | 18,056                  |
| 464                                    | Weatherford Int'l, Inc                    | 5,591                   |
| 500                                    | Washington Mutual                         | 0                       |
| 500                                    | Wells Fargo & Co                          | 16,905                  |
| 17                                     | WMI Holdings Corp                         | 10                      |
| 200                                    | 3M Co                                     | 18,246                  |
| 88                                     | Bank One Capital                          | 2,263                   |
| 818                                    | Gabelli Global Multimed                   | 21,063                  |
| 490                                    | JP Morgan Chase                           | 12,568                  |
| 1,145 038                              | Arbitrage Fund                            | 14,977                  |
| 3092 332                               | Causeway Int'l Value Fund                 | 35,902                  |
| 673 921                                | First Eagle Sogen Overseas Fund           | 14,543                  |
| 10699 90                               | John Hancock Strategic Income Fund        | 70,726                  |
| 490 85                                 | Heartland Value Plus                      | 14,038                  |
| 957 14                                 | Janus Perkins Mid Cap Value               | 20,253                  |
| 5593 42                                | Janus Flexible Bond Fund                  | 61,416                  |
| 4713 603                               | Artio Global International Equity         | 46,570                  |
| 2262 282                               | Vanguard Horizon Fund                     | 38,713                  |
| 760                                    | John Hancock Preferred Income Fund        | 14,995                  |
| 3300                                   | ING Prime Rate Trust                      | 19,041                  |
| 400                                    | Morgan Stanley emerging Markets Debt      | 4,648                   |
| 547                                    | Neuberger Berman Real Estate              | 2,582                   |
| 500                                    | Nuveen Mortgage Opportunity               | 12,355                  |
| 1,080                                  | Nuveen Qual Preferred Income              | 10,087                  |
| 4,309 884                              | Pimco Pacific Investment Total Return     | 49,434                  |
| 1,932 367                              | Pimco All Asset All Authority Fund        | 20,947                  |
| 6,495 695                              | Templeton Global Bond Fund A              | 85,029                  |
| 2,872 715                              | Pimco Emerging Markets Bond Fund          | 34,760                  |
| 2,321 751                              | Virtus Emerging Markets Opportunity Fund  | 21,941                  |
| 9,595 632                              | Virtus Opportunities Multi Sector ST Bond | 46,731                  |
| 830                                    | Blackrock Pref & Equity Adv Fund          | 11,454                  |
|  | <b>Totals</b>                             | <u><u>1,609,576</u></u> |

**Part II, Line 10c (990-PF) - Investments - Corporate Bonds**

|    |                       |               |               |                         |                        | 225,846          | 170,000         | 225,846 | 170,000 |
|----|-----------------------|---------------|---------------|-------------------------|------------------------|------------------|-----------------|---------|---------|
|    | Description           | Interest Rate | Maturity Date | Book Value Beg. of Year | Book Value End of Year | FMV Beg. of Year | FMV End of Year |         |         |
| 1  | SEE ATTACHED SCHEDULE |               |               | 225,846                 | 170,000                | 225,846          | 170,000         |         |         |
| 2  |                       |               |               |                         |                        |                  |                 |         |         |
| 3  |                       |               |               |                         |                        |                  |                 |         |         |
| 4  |                       |               |               |                         |                        |                  |                 |         |         |
| 5  |                       |               |               |                         |                        |                  |                 |         |         |
| 6  |                       |               |               |                         |                        |                  |                 |         |         |
| 7  |                       |               |               |                         |                        |                  |                 |         |         |
| 8  |                       |               |               |                         |                        |                  |                 |         |         |
| 9  |                       |               |               |                         |                        |                  |                 |         |         |
| 10 |                       |               |               |                         |                        |                  |                 |         |         |

**LI & BH Rhodes Fund**  
**Corporate Bonds**  
**Part II- Line 10c**  
**07/31/11**

| <u>7/31/11 -<br/># of Units</u> | <u>Company</u>                 | <u>FMV 7/31/11</u> |
|---------------------------------|--------------------------------|--------------------|
| 25,000                          | Becton Dickinson               | 26,652             |
| 30,000                          | Boeing Capital                 | 32,241             |
| 15,000                          | General Electric Capital Corp. | 15,544             |
| 25,000                          | General Electric Capital Corp. | 25,865             |
| 25,000                          | Goldman Sachs                  | 26,324             |
| 25,000                          | John Hancock Financial         | 25,819             |
| 22,000                          | John Hancock Life              | 22,677             |
| 25,000                          | U S Bancorp                    | 25,304             |
| 25,000                          | Wells Fargo                    | 25,420             |
|                                 | Totals                         | <u>225,846</u>     |

LI & BH Rhodes Fund  
Corporate Bonds  
Part II- Line 10c  
07/31/12

| <u>7/31/12 -<br/># of Units</u> | <u>Company</u>                 | <u>FMV 7/31/12</u> |
|---------------------------------|--------------------------------|--------------------|
| 25,000                          | Becton Dickinson               | 25,755             |
| 30,000                          | Boeing Capital                 | 31,045             |
| 15,000                          | General Electric Capital Corp. | 15,078             |
| 25,000                          | General Electric Capital Corp  | 25,124             |
| 25,000                          | Goldman Sachs                  | 25,689             |
| 25,000                          | John Hancock Financial         | 25,132             |
| 22,000                          | John Hancock Life              | 22,177             |
|                                 | Totals                         | <u>170,000</u>     |



**Part II, Line 15 (990-PF) - Other Assets**

|    |                            | 1,095             | 216            | 216               |
|----|----------------------------|-------------------|----------------|-------------------|
|    | Description                | Beginning Balance | Ending Balance | Fair Market Value |
| 1  | PREPAID FEDERAL EXCISE TAX | 1,095             | 216            | 216               |
| 2  |                            |                   |                |                   |
| 3  |                            |                   |                |                   |
| 4  |                            |                   |                |                   |
| 5  |                            |                   |                |                   |
| 6  |                            |                   |                |                   |
| 7  |                            |                   |                |                   |
| 8  |                            |                   |                |                   |
| 9  |                            |                   |                |                   |
| 10 |                            |                   |                |                   |

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

|    | Name          | Check "X"<br>if Business | Street            | City        | State | Zip Code | Foreign<br>Country | Title        | Average<br>Hours |
|----|---------------|--------------------------|-------------------|-------------|-------|----------|--------------------|--------------|------------------|
| 1  | DENNIS MARR   |                          |                   |             |       |          |                    | CUTIVE DIREC | 20.00            |
| 2  | WILLIAM DWYER |                          | 19 PARKWOOD DRIVE | ALBANY      | NY    |          |                    | PRESIDENT    | 0.00             |
| 3  | BARBARA EGNOT |                          | 7 PEPPER LANE     | LOUDONVILLE | NY    |          |                    | TREASURER    | 0.00             |
| 4  | FRED ECKEL    |                          |                   |             |       |          |                    | SECRETARY    | 0.00             |
| 5  | PETER LOOMIS  |                          |                   |             |       |          |                    | EXECUTIVE VP | 0.00             |
| 6  |               |                          |                   |             |       |          |                    |              |                  |
| 7  |               |                          |                   |             |       |          |                    |              |                  |
| 8  |               |                          |                   |             |       |          |                    |              |                  |
| 9  |               |                          |                   |             |       |          |                    |              |                  |
| 10 |               |                          |                   |             |       |          |                    |              |                  |

## Part

|    | 36,300       | 0        | 0               | 0           |
|----|--------------|----------|-----------------|-------------|
|    | Compensation | Benefits | Expense Account | Explanation |
| 1  | 36,300       | 0        | 0               |             |
| 2  | 0            | 0        | 0               |             |
| 3  | 0            | 0        | 0               |             |
| 4  | 0            | 0        | 0               |             |
| 5  | 0            | 0        | 0               |             |
| 6  |              |          |                 |             |
| 7  |              |          |                 |             |
| 8  |              |          |                 |             |
| 9  |              |          |                 |             |
| 10 |              |          |                 |             |

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

|  | Date | Amount |
|--|------|--------|
| 1 Credit from prior year return . . . . .        | 1    | 1,095  |
| 2 First quarter estimated tax payment . . . . .  | 2    |        |
| 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    |        |
| 7 Total . . . . .                                | 7    | 1,095  |

**RHODES MEMORIAL FUND  
F/Y 2011 GRANTS/DONATIONS  
JULY 31, 2012**

**Proposer: Dennis F. Marr**

|          |  |   |
|----------|--|---|
| \$ 6,000 | LaSalle Institute<br>174 Williams Road<br>Troy, NY 12180   | Scholarship Fund  |
| \$ 5,000 | Redemption Christian Academy<br>192 Ninth Street<br>Troy, NY 12180   | Scholarship Fund  |
| \$ 6,000 | Dau. of American Revolution<br>Gen. Peter Gansevoort Chapter<br>Mrs. Ernest H. Rogers, Treasurer<br>11 Fuller Place<br>Albany, NY 12205-1307 | Historic Property Maintenance/<br>Improvement             |
| \$ 750   | Bemis Heights Society<br>Children of the American Revolution<br>Susan Szewczyk<br>107 Gilbert Road<br>Saratoga Springs, NY 12866-9738        | Patriotic/Educational Youth Program                       |
| \$ 750   | Schuyler Society<br>Children of the American Revolution<br>Richard H. Fullam, Sr. Treasurer<br>14 Cabot Way<br>Clifton Park, NY 12065        | Patriotic/Educational Youth Program                       |
| \$1,000  | Catholic Charities of Albany<br>Lisa A. Fiato, M.S.<br>Program Dir. Youth Services<br>40 North Main Avenue<br>Albany, NY 12203               | Camp Scully for Children                                  |
| \$ 1,000 | Rensselaer County Historical Society<br>Ilene Frank, Exec. Director<br>57 Second Street<br>Troy, NY 12180                                    | General Operating Support                                 |
| \$ 1,000 | Niskayuna Friends of Music<br>Sally Deaton, Pres.<br>1626 Balltown Road<br>Niskayuna, NY 12309   | Music Programs Support<br>In Honor of Madison & Erin Marr |

|  |  |   |
|--|--|---|
| \$ 500                                   | Walloomsac Battle Chapter, SAR<br>Mr. Duane Booth, Registrar<br>PO Box 836<br>New Lebanon, NY 12125-0836                   | Historic Commemoration Program                  |
| \$ 1,000                                 | St. Mark's Episcopal Church<br>Rev. Lorrie Lyons<br>PO Box 272<br>Hoosick Falls, NY 12090-0272                             | Unrestricted Operating Support                  |
| \$ 1,000                                 | Sand Lake Union Cemetery Assn.<br>Audrey Trupia<br>PO Box 263<br>Sand Lake, NY 12153                                       | Gravestone Restoration/Repair                   |
| \$ 1,000                                 | Capital Region Sponsor-A-Scholar<br>Mr. William K. Corbett, Sr., Pres.<br>3 Pine West Plaza, Suite 305<br>Albany, NY 12205 | Scholarship/Financial Aid                       |
| <b><u>Proposer: William J. Dwyer</u></b> |  |   |
| \$ 5,000                                 | Siena College<br>515 Loudon Road<br>Loudonville, NY 12211  | Patrick Danahy '88 Memorial<br>Scholarship Fund |
| \$ 3,000                                 | St. Peter's Hospital Foundation<br>317 So. Manning Blvd.<br>Albany, NY 12208   | Charitable/Research                             |
| \$ 3,000                                 | Community Hospice<br>295 Valley View Blvd.<br>Rensselaer, NY 12144   | Charitable                                      |
| \$ 1,000                                 | Animal Welfare League of the<br>Capital District<br>PO Box 6426<br>Albany, NY 12206  | Charitable                                      |
| \$ 1,000                                 | Destroyer Escort Historical Foundation<br>PO Box 1926<br>Albany, NY 12201  | Educational                                     |
| \$ 1,000                                 | Five Rivers Limited<br>56 Game Farm Road<br>Delmar, NY 12054   | Educational                                     |
| \$ 6,000                                 | Teresian House<br>Development Office<br>200 Washington Ave. Ext.<br>Albany, NY 12203-5394                                  | General Program Support                         |

|  |  |                                  |
|--|--|----------------------------------|
| \$ 1,000                                 | <b>Friends of Pruyn House</b><br><b>Diane Morgan, Curator</b><br><b>PO Box 212</b><br><b>207 Old Niskayuna Road</b><br><b>Newtonville, NY 12128</b>  | <b>Historic Education</b>        |
| \$ 1,000                                 | <b>Family of Woodstock</b><br><b>39 John Street</b><br><b>Kingston, NY 12401</b>   | <b>Kenneth Hyatt Trust</b>       |
| \$ 3,000                                 | <b>Historic Cherry Hill</b><br><b>523 ½ So. Pearl Street</b><br><b>Albany, NY 12202</b>  | <b>Historic Education</b>        |
| <b><u>Proposer: Barbara A. Egnot</u></b> |  |                                  |
| \$10,000                                 | <b>University of Pittsburgh</b><br><b>School of Dental Medicine</b><br><b>Attn: Mr. Paul Casey</b><br><b>440 Salk Hall</b><br><b>3501 Terrace Street</b><br><b>Pittsburgh, PA 15261-1933</b> | <b>Research Building</b>         |
| \$ 1,500                                 | <b>Park Playhouse II</b><br><b>Shirley Arensberg</b><br><b>1 Steuben Place, 5<sup>th</sup> Floor</b><br><b>Albany, NY 12207</b>  | <b>General Program Support</b>   |
| \$ 2,000                                 | <b>Capital Region Sponsor-A-Scholar, Inc.</b><br><b>William K. Corbett, Sr., Pres.</b><br><b>3 Pine West Plaza, Suite 305</b><br><b>Washington Avenue Ext.</b><br><b>Albany, NY 12205</b>    | <b>Scholarship/Financial Aid</b> |
| \$ 1,500                                 | <b>Annunciation B.V.M. School</b><br><b>316 North Street</b><br><b>McSherrystown, PA 17344</b>   | <b>Scholarship/Financial Aid</b> |
| \$ 1,500                                 | <b>DeLone Catholic High School</b><br><b>Attn: Eric Lawrence</b><br><b>140 South Oxford Avenue</b><br><b>McSherrystown, PA 17344</b>   | <b>Scholarship/Financial Aid</b> |
| \$ 3,000                                 | <b>Center for Disability Services</b><br><b>Attn: Ann Schneider Costigan</b><br><b>314 So. Manning Blvd</b><br><b>Albany, NY 12208</b>   | <b>General Program Support</b>   |

|  |  |                                  |
|--|--|----------------------------------|
| \$ 2,500                                   | <b>Empire State Educational<br/>Scholarship Foundation</b><br>c/o Signature Bank<br>Attn: Terry Tarangelo<br>2055 Hagland Blvd.<br>Staten Island, NY 10306     | <b>Scholarship Fund</b>          |
| \$ 1,000                                   | <b>New Russia Cultural Center</b><br>Tatiana Deptola, Pres.<br>PO Box 2383<br>Scotia, NY 12302-0383  | <b>Cultural Program Support</b>  |
| \$ 2,000                                   | <b>The Doane Stuart School</b><br>Attn: Dr. Richard Enemark<br>119 Washington Avenue<br>Rensselaer, NY 12144   | <b>Scholarship/Financial Aid</b> |
| <b><u>Proposer: Frederick W. Eckel</u></b> |  |                                  |
| \$ 3,000                                   | <b>Austerlitz Historical Society</b><br>Attn: Treasurer<br>PO Box 144<br>Austerlitz, NY 12017  | <b>General Program Support</b>   |
| \$ 2,000                                   | <b>Cape Vincent Village Green, Inc.</b><br>PO Box 615<br>Cape Vincent, NY 13618  | <b>General Program Support</b>   |
| \$ 2,000                                   | <b>Save the River</b><br>Mr. Lee Willbanks, Exec. Dir.<br>409 Riverside Drive<br>Clayton, NY 13624-1024  | <b>General Program Support</b>   |
| \$ 2,000                                   | <b>Adirondack Mountain Club</b><br>Mr. Neil Woodworth, Exec. Dir.<br>814 Groggins Road<br>Lake George, NY 12845-4117   | <b>Environmental Education</b>   |
| \$ 5,000                                   | <b>Cape Vincent Arts Council</b><br>c/o Liz Williams-Kelly, Pres.<br>PO Box 848<br>Cape Vincent, NY 13618-0848   | <b>Community Arts Programs</b>   |
| \$ 2,000                                   | <b>Hudson-Mohawk Industrial Gateway</b><br>Mr. P. Thomas Carroll, Exec. Dir.<br>Burden Iron Works Museum<br>One East Industrial Parkway<br>Troy, NY 12180-5942 | <b>General Program Support</b>   |



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|---|---|
| <p><b>\$ 2,000 Mohawk Hudson Land Conservancy</b><br/>         PO Box 567<br/>         Slingerlands, NY 12159</p>   | <p><b>General Program Support</b></p>         |
| <p><b>\$ 1,000 Saratoga Battle Chapter-NSSAR</b><br/>         Michael S. Companion, Treasurer<br/>         121 W. Milton Road<br/>         Ballston Spa, NY 12020-2805</p>            | <p><b>Patriotic Programs/Education</b></p>    |
| <p><b>\$ 2,000 Thousand Islands Performing Arts Fund</b><br/>         Mr. Joseph M. Gleason, Jr., Exec. Dir.<br/>         PO Box 123<br/>         Clayton, NY 13624</p>               | <p><b>Community Arts Programs</b></p>         |
| <p><b>\$ 2,000 Tibbetts Point Lighthouse</b><br/>         Historical Society<br/>         Attn: Joe Dudek, Pres.<br/>         PO Box 683<br/>         Cape Vincent, NY 13618-0683</p> | <p><b>Historic Preservation/Education</b></p> |
| <p><b>\$ 2,000 Dudley Observatory</b><br/>         Mrs. Janie Schwab, Exec. Dir.<br/>         107 Nott Terrace, Suite 201<br/>         Schenectady, NY 12308-3170</p>                 | <p><b>General Program Support</b></p>         |

**Proposer: Peter S. Loomis**

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|--|--|
| <p><b>\$15,000 Regional Food Bank of</b><br/>         Northeastern New York<br/>         965 Albany-Shaker Road<br/>         Latham, NY 12110</p>  | <p><b>General Program Support</b></p>        |
| <p><b>\$ 7,500 Interfaith Partnership for</b><br/>         the Homeless<br/>         Attn: Kathy Burbank, Devel. Coord.<br/>         176 Sheridan Avenue<br/>         Albany, NY 12210</p> | <p><b>In Support of Homeless Shelter</b></p> |
| <p><b>\$ 2,500 Scruff, Inc.</b><br/>         PO Box 200<br/>         Guilderland, NY 12084-0200</p>  | <p><b>Animal Welfare Programs</b></p>        |

**Proposer: John P. Smircich**

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| <p><b>\$ 5,000 Fordham University</b><br/>         Attn: Justine Franklin<br/>         888 7<sup>th</sup> Avenue, Fl. 7<br/>         New York, NY 10102-2138</p> | <p><b>Marion U. Blanchard, PhD</b><br/>         Scholarship Fund</p> |
|--|--|

|  |   |
|--|---|
| <p><b>\$ 5,000 St. Francis College</b><br/> <b>Attn: Thomas Flood</b><br/> <b>180 Remsen Street</b><br/> <b>Brooklyn, NY 11201</b></p>   | <p><b>New Heights Campaign</b></p>            |
| <p><b>\$ 4,000 Fairfield University</b><br/> <b>Attn: Marie Noel Appel</b><br/> <b>Office of Development</b><br/> <b>1073 North Benson Road</b><br/> <b>Fairfield, CT 06824-5195</b></p>                   | <p><b>Mathematics Dept. Scholarship</b></p>   |
| <p><b>\$ 4,000 The College of St. Rose</b><br/> <b>Attn: Susan Warshany</b><br/> <b>433 Western Avenue</b><br/> <b>Albany, NY 12203</b></p>  | <p><b>Campaign for School of Business</b></p> |
| <p><b>\$ 2,000 Center for Peacemaking</b><br/> <b>Marquette University</b><br/> <b>735 North 17<sup>th</sup> Street</b><br/> <b>Academic Support Facility 201</b><br/> <b>Milwaukee, WI 53201-1881</b></p> | <p><b>General Program Support</b></p>         |
| <p><b>\$ 5,000 Sr. Maureen Joyce Community</b><br/> <b>Center</b><br/> <b>Attn: Fr. John Bradley</b><br/> <b>Blessed Sacrament Church</b><br/> <b>607 Central Avenue</b><br/> <b>Albany, NY 12206</b></p>  | <p><b>Purchase of Food</b></p>                |

**TOTAL GRANTS/DONATIONS: \$150,000**

**TOTAL NUMBER OF GRANTS: 51**