EXTENSION ATTACHED

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

2010

For calendar year 2010, or tax year beginning OCT 1, 2010 , **and ending** SEP 30, 2011

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

Name of foundation
THE KEITH HARING FOUNDATION, INC.

A Employer identification number
11-0249024

Number and street (or P O box number if mail is not delivered to street address) Room/suite
676 BROADWAY 5TH FLOOR

B Telephone number
212-477-1579

City or town, state, and ZIP code
NEW YORK, NY 10012

C If exemption application is pending, check here ▶ ☐
D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 39,599,228.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	363,493.	363,493.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,719,850.			
	b Gross sales price for all assets on line 6a 9,392,071.				
	7 Capital gain net income (from Part IV, line 2)		1,719,850.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,069,593.	1,069,593.		STATEMENT 2
	12 Total. Add lines 1 through 11	3,152,936.	3,152,936.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	183,462.	91,731.		91,731.
	14 Other employee salaries and wages	373,261.	134,946.		238,315.
	15 Pension plans, employee benefits	83,199.	35,410.		47,789.
	16a Legal fees STMT 3	269,688.	134,844.		134,844.
	b Accounting fees STMT 4	31,250.	15,625.		15,625.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	93,773.	20,444.		25,333.
	19 Depreciation and depletion	5,837.	4,100.		
	20 Occupancy	282,246.	84,000.		198,246.
	21 Travel, conferences, and meetings	16,110.	0.		16,110.
	22 Printing and publications				
	23 Other expenses STMT 6	304,612.	127,124.		177,488.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,643,438.	648,224.		945,481.
	25 Contributions, gifts, grants paid	2,001,750.			2,001,750.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,645,188.	648,224.		2,947,231.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-492,252.			
	b **Net investment income** (if negative, enter -0-)		2,504,712.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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023501 12-07-10 LHA **For Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2010)

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16310306 759915 475581 2010.05060 THE KEITH HARING FOUNDATION 475581_1

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	849,655.	2,017,199.	2,017,199.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 8	2,369,207.	1,430,048.	1,532,396.
	b Investments - corporate stock STMT 9	5,595,594.	6,229,593.	6,367,113.
	c Investments - corporate bonds STMT 10	1,831,483.	1,750,091.	1,785,924.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	1,657,598.	1,704,016.	1,727,855.
	14 Land, buildings, and equipment basis ▶ 87,550.			
	Less accumulated depreciation STMT 12▶ 5,837.	0.	81,713.	81,713.
	15 Other assets (describe ▶ STATEMENT 13)	5,545,072.	5,393,697.	26,087,028.
	16 **Total assets** (to be completed by all filers)	17,848,609.	18,606,357.	39,599,228.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	17,848,609.	18,606,357.	
	30 **Total net assets or fund balances**	17,848,609.	18,606,357.	
	31 **Total liabilities and net assets/fund balances**	17,848,609.	18,606,357.	

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	17,848,609.
2	Enter amount from Part I, line 27a	2	-492,252.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,250,000.
4	Add lines 1, 2, and 3	4	18,606,357.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,606,357.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SALE OF ARTWORK	D	VARIOUS	VARIOUS
b	SALE OF PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,524,513.		151,375.	1,373,138.
b	7,867,558.		7,520,846.	346,712.
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				1,373,138.
b				346,712.
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,719,850.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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 instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	1,732,266.	12,266,535.	.141219
2008	1,500,799.	11,490,280.	.130615
2007	651,431.	4,514,287.	.144304
2006	151,876.	2,362,941.	.064274
2005	164,291.	2,291,081.	.071709

2 **Total** of line 1, column (d)	2	.552121
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.110424
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	18,747,549.
5 Multiply line 4 by line 3	5	2,070,179.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	25,047.
7 Add lines 5 and 6	7	2,095,226.
8 Enter qualifying distributions from Part XII, line 4	8	2,947,231.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] 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)		1	25,047.
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	25,047.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	25,047.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 46,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	46,000.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	20,953.
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 20,953.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a 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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KEITH HARING FOUNDATION, INC. Telephone no ▶212-477-1579

Located at ▶676 BROADWAY, 5TH FLOOR, NEW YORK, NY ZIP+4 ▶10012

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2010, 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		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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.

			Line	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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 page 22 of the instructions)?		1b		X
	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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______				
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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*	N/A	3b		
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 2010?		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)? ☐ 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)? N/A **5b**
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? N/A ☐ 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? **6b** No: X
If "Yes" to 6b, file Form 8870.
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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.

(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 STATEMENT 14		183,462.	16,500.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
MORGANSTANLEY SMITHBARNEY 31 WEST 52ND STREET, NEW YORK, NY 10019	INVESTMENT ADVISORY SERVICE	110,189.
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 N/A	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	12,078,763.
b	Average of monthly cash balances		1b	1,363,607.
c	Fair market value of all other assets		1c	5,590,675.
d	**Total** (add lines 1a, b, and c)		1d	19,033,045.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	19,033,045.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	285,496.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	18,747,549.
6	**Minimum investment return.** Enter 5% of line 5		6	937,377.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6		1	937,377.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 25,047.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	25,047.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	912,330.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	912,330.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	912,330.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,947,231.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,947,231.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	25,047.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	2,922,184.

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

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				912,330.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005 50,182.				
b From 2006 35,271.				
c From 2007 427,575.				
d From 2008 941,663.				
e From 2009 1,157,895.				
f Total of lines 3a through e	2,612,586.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 2,947,231.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				912,330.
e Remaining amount distributed out of corpus	2,034,901.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below.**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,647,487.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	50,182.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	4,597,305.			
10 Analysis of line 9				
a Excess from 2006 35,271.				
b Excess from 2007 427,575.				
c Excess from 2008 941,663.				
d Excess from 2009 1,157,895.				
e Excess from 2010 2,034,901.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT B ATTACHED	NONE	501(C)(3)	TO AID DONEE ORGANIZATIONS IN CARRYING OUT THEIR EXEMPT FUNCTIONS	751,750.
THE NEW YORK HISTORICAL SOCIETY 2 WEST 77TH STREET NEW YORK, NY 10024	NONE	501(C)(3)	TO AID DONEE ORGANIZATIONS IN CARRYING OUT THEIR EXEMPT FUNCTIONS	1,250,000.
Total			▶ 3a	2,001,750.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	363,493.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	1,069,593.	
8 Gain or (loss) from sales of assets other than inventory			18	1,719,850.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		3,152,936.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 3,152,936.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [ ] Yes [X] No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee | 3-28-12 Date | EXEC. DIR. + VP Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
MARTIN GREIF	Martin Greif	3/7/12		P00029738

Firm's name ▶ MCGLADREY & PULLEN, LLP — Firm's EIN ▶ 42-0714325

Firm's address ▶ 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036-2602 — Phone no 212-372-1000

Depreciation and Amortization Detail FORM 990-PF PAGE 1 990-PF

Asset Number	Description of property / Date placed in service	Method/ IRC sec	Life or rate	Line No	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	LEASEHOLD IMPROVEMENTS							
	010110	SL	15.00	16	87,550.			5,837.
	* TOTAL 990-PF PG 1 DEPR							
					87,550.	0.	0.	5,837.

016261
05-01-10

- Current year section 179 (D) - Asset disposed

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INTEREST RECEIVED FROM MORGAN STANLEY SMITH BARNEY#133-54937	34,053.	0.	34,053.
DIVIDEND INCOME FROM MORGAN STANLEY SMITH BARNEY#133-54937	179,891.	0.	179,891.
INTEREST INCOME FROM MORGAN STANLEY SMITH BARNEY#133-50997	131.	0.	131.
INTEREST INCOME FROM MORGAN STANLEY SMITH BARNEY#133-54937	231,819.	0.	231,819.
LESS: ACCRUED INTEREST PAID	-39,793.	0.	-39,793.
LESS: BOND AMORTIZATION EXPENSES	-42,608.	0.	-42,608.
TOTAL TO FM 990-PF, PART I, LN 4	363,493.	0.	363,493.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	1,069,593.	1,069,593.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,069,593.	1,069,593.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	269,688.	134,844.		134,844.
TO FM 990-PF, PG 1, LN 16A	269,688.	134,844.		134,844.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	31,250.	15,625.		15,625.
TO FORM 990-PF, PG 1, LN 16B	31,250.	15,625.		15,625.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS LLC FEE	25.	0.		25.
PAYROLL TAXES	42,693.	17,385.		25,308.
FEDERAL EXCISE TAXES	47,996.	0.		0.
FOREIGN TAXES WITHHELD	3,059.	3,059.		0.
TO FORM 990-PF, PG 1, LN 18	93,773.	20,444.		25,333.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REPAIRS	2,391.	0.		2,391.
ARCHIVAL EXPENSES	19,285.	0.		19,285.
BANK CHARGES	322.	0.		322.
COMMUNICATIONS	21,353.	0.		21,353.
INSURANCE	55,042.	0.		55,042.
OFFICE EXPENSES	22,090.	11,045.		11,045.
PAYROLL PROCESSING FEES	2,575.	1,049.		1,526.
AUTHENTICATIONS	14,757.	0.		14,757.
TECHNICAL SUPPORT	10,720.	0.		10,720.
SECURITY/ALARM	7,672.	0.		7,672.
SHIPPING	6,145.	0.		6,145.
STORAGE/CONSERVATION	22,349.	0.		22,349.
TRASH REMOVAL	2,055.	0.		2,055.
UTILITIES	6,892.	4,841.		2,051.
NYS FILING FEES	775.	0.		775.
INVESTMENT ADVISORY FEES	110,189.	110,189.		0.
TO FORM 990-PF, PG 1, LN 23	304,612.	127,124.		177,488.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
FAIR MARKET VALUE IN EXCESS OF DONOR'S BASIS - THE ARTWORK DONATION	1,250,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,250,000.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN U.S. GOVERNMENT BONDS - SEE STMT A	X		1,430,048.	1,532,396.
MORGANSTANLEY SMITHBARNEY ACCT#133-50997	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,430,048.	1,532,396.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,430,048.	1,532,396.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN STOCKS AND OPTIONS- SEE STMT A	6,229,593.	6,367,113.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,229,593.	6,367,113.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN CORPORATE BONDS	1,750,091.	1,785,924.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,750,091.	1,785,924.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN MORTGAGE AND ASSET BACKED SECURITIES - SEE STMT A	COST	1,704,016.	1,727,855.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,704,016.	1,727,855.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENTS	87,550.	5,837.	81,713.
TOTAL TO FM 990-PF, PART II, LN 14	87,550.	5,837.	81,713.

FORM 990-PF	OTHER ASSETS	STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ARTWORK HELD FOR CHARITABLE USE	5,545,072.	5,393,697.	26,087,028.
TO FORM 990-PF, PART II, LINE 15	5,545,072.	5,393,697.	26,087,028.

FORM 990-PF — PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS — STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KRISTEN HARING 676 BROADWAY 5TH FLOOR NEW YORK, NY 10012	DIRECTOR 0.00	0.	0.	0.
GILBERT VAZQUEZ 676 BROADWAY 5TH FLOOR NEW YORK, NY 10012	VICE PRES 0.00	0.	0.	0.
ALLEN HARING 676 BROADWAY 5TH FLOOR NEW YORK, NY 10012	TREASURER 0.00	0.	0.	0.
TOM ECCLES 676 BROADWAY 5TH FLOOR NEW YORK, NY 10012	DIRECTOR 0.00	0.	0.	0.
DAVID STARK 676 BROADWAY 5TH FLOOR NEW YORK, NY 10012	SEC'Y 0.00	0.	0.	0.
JULIA GRUEN 676 BROADWAY 5TH FLOOR NEW YORK, NY 10012	EXEC DIR 40.00	183,462.	16,500.	0.
JUDITH COX 676 BROADWAY 5TH FLOOR NEW YORK, NY 10012	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		183,462.	16,500.	0.

STMT A

PORTFOLIO DETAILS

Your holdings are valued using the most current prices available to Citigroup Global Markets Inc. (CGMI). In most cases, these values are as of 09/30/11, but in some cases CGMI's sources are unable to provide timely information. To see the date of the most recent price update, please view your account online at www.smithbarney.com.

Securities purchased or sold are included or excluded in this section as of the trade-date. This section may include securities that have not settled as of this statement closing date. Please see the "Unsettled Purchases/Sales" section for more information. Dividend yield is the estimated annual income, assuming the current dividend, divided by the security's market price at the end of the statement period. We do not guarantee the accuracy of the prices reflected on the statement nor do these prices represent levels at which securities can be bought or sold.
Please Note: *unrealized gain/(loss) is being shown for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.*

Money fund

1/28

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
255	COVIDIEN PLC	COV	09/15/06	**$ 8,601.46**	$ 33.731	$ 44.10	**$ 11,245.50**	**$ 2,644.04** LT	**2.04%**	**$ 229.50**

STMT A 2/28

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
685	SEAGATE TECHNOLOGY PLC	STX	09/15/06	$ 15,330 30	$ 22.38	$ 10.275	$ 7,038 38	($ 8,291 92) LT		
500			03/27/08	10,295.00	20 59	10 275	5,137.50	(5,157.50) LT		
225			08/18/10	2,513 63	11.171	10.275	2,311.88	(201 75) LT		
325			08/23/10	3,562.13	10.96	10.275	3,339.38	(222.75) LT		
1,735				**31,701.06**	**18 272**		**17,827.14**	**(13,873.92)**	**7.007**	**1,249.20**
745	WEATHERFORD INTERNATIONAL LTD.-CHF	WFT	09/15/06	14,892.55	19.99	12.21	9,096 45	(5,796 10) LT		
540			10/31/08	9,199 71	17 036	12.21	6,593.40	(2,606.31) LT		
266			04/21/11	5,443.05	20 462	12 21	3,247.86	(2,195 19) ST		
1,551				**29,535.31**	**19 043**		**18,937.71**	**(10,597.60)**		
325	TE CONNECTIVITY LTD-CHF	TEL	09/15/06	10,092.53	31.053	28.14	9,145.50	(947.03) LT		
218			11/08/07	7,202.07	33.037	28.14	6,134.52	(1,067.55) LT		
182			11/09/07	5,982 16	32.869	28 14	5,121.48	(860.68) LT		
725				**23,276.76**	**32.106**		**20,401.50**	**(2,875.26)**	**2.558**	**522.00**
325	TYCO INTL LTD CHF	TYC	09/15/06	13,472.83	41 454	40.75	13,243.75	(229.08) LT		
100			03/27/08	4,494.80	44.948	40.75	4,075.00	(419.80) LT		
255			09/25/08	9,362.84	36.717	40.75	10,391.25	1,028 41 LT		
680				**27,330.47**	**40.192**		**27,710 00**	**379.53**	**2.453**	**680 00**
170	UBS AG (NEW)	UBS	10/09/06	9,876.99	58 099	11.43	1,943.10	(7,933.89) LT		
30			12/04/06	1,716.27	57.209	11.43	342 90	(1,373.37) LT		
340			03/27/08	9,467.10	27.844	11.43	3,886.20	(5,580.90) LT		
260			10/31/08	4,301.96	16 546	11.43	2,971.80	(1,330.16) LT		
800				**25,362.32**	**31.703**		**9,144.00**	**(16,218.32)**		
310	ASML HLDG NV NEW YORK REG Exchange rate: 1 3417000	ASML	09/19/08	6,568.00	21.187	34 54	10,707.40	4,139.40 LT		
223	Shares traded in.		09/21/11	8,253.99	37.013	34 54	7,702.42	(551.57) ST		
533	EURO Monetary Unit			**14,821.99**	**27.809**		**18,409.82**	**3,587.83**	**1.438**	**264.90**
48.5396	AMC NETWORKS INC-A	AMCX	09/15/06	1,075.44	22.251	31.95	1,550 84	475.40 LT		
124.4604			03/27/08	2,460.08	19.851	31.95	3,976.51	1,516.43 LT		
173				**3,535.52**	**20.437**		**5,527.35**	**1,991.83**		
125	AT&T INC	T	02/18/09	2,876.25	23.01	28.52	3,565.00	688.75 LT		
650			02/27/09	15,463.50	23.79	28.52	18,538.00	3,074.50 LT		
2,115			09/04/09	53,551.80	25.32	28.52	60,319.80	6,768.00 LT		
1,455			02/25/10	35,923.80	24.689	28.52	41,496.60	5,572.80 LT		
610			08/11/10	16,250.95	26.64	28.52	17,397.20	1,146.25 LT		
816			11/15/10	23,409.24	28.687	28.52	23,272 32	(136.92) ST		
5,771				**147,475.54**	**25 555**		**164,588.92**	**17,113.38**	**6.03**	**9,926.12**

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
190	ABBOTT LABORATORIES	ABT	03/16/09	$ 9,138.00	$ 48.094	$ 51.14	$ 9,716.60	$ 578.60 LT		
430			09/02/09	19,331.81	44.957	51.14	21,990.20	2,658.39 LT		
135			10/28/09	6,953.85	51.51	51 14	6,903.90	(49.95) LT		
240			11/02/09	12,212.30	50.884	51.14	12,273.60	61.30 LT		
135			05/19/10	6,499.68	48.145	51.14	6,903.90	404.22 LT		
165			08/17/10	8,297.85	50.29	51.14	8,438 10	140.25 LT		
365			11/08/10	18,409.72	50.437	51 14	18,666.10	256.38 ST		
1,660				**80,843.21**	**48 701**		**84,892.40**	**4,049.19**	**3.754**	**3,187.20**
350	AKAMAI TECHNOLOGIES INC	AKAM	07/13/09	6,546.30	18 703	19.88	6,958.00	411.70 LT		
350			09/01/09	6,181.00	17.66	19.88	6,958.00	777.00 LT		
251			03/18/11	9,029.20	35.972	19 88	4,989.88	(4,039.32) ST		
951				**21,756 50**	**22.877**		**18,905.88**	**(2,850.62)**		
385	AMAZON COM INC	AMZN	07/13/09	**31,348.24**	81 424	216.23	**83,248.55**	**51,900.31** LT		
1,166	AMERICAN ELECTRIC POWER CO INC	AEP	12/08/10	**41,079.00**	35.23	38.02	**44,331 32**	**3,252.32** ST	**4.839**	**2,145.44**
640	AMGEN INC	AMGN	07/13/09	**37,048.00**	57.887	54.96	**35,174.40**	**(1,873.60)** LT	**2.037**	**716.80**
260	ANADARKO PETROLEUM CORP	APC	09/28/09	16,361.80	62.93	63.05	16,393.00	31.20 LT		
140			08/24/10	6,449.97	46.071	63.05	8,827.00	2,377.03 LT		
400				**22,811.77**	**57.029**		**25,220.00**	**2,408.23**	**.57**	**144.00**
148	ANHEUSER-BUSCH INBEV SPONS ADR	BUD	12/02/10	8,499.40	57.428	52.98	7,841.04	(658.36) ST		
160			12/03/10	9,275.20	57.97	52.98	8,476 80	(798.40) ST		
166			01/06/11	9,566.58	57.63	52.98	8,794.68	(771.90) ST		
156			02/04/11	8,655.78	55.485	52.98	8,264.88	(390.90) ST		
630				**35,996.96**	**57.138**		**33,377 40**	**(2,619.56)**	**1.83**	**611.10**
180	APACHE CORP	APA	07/23/10	16,540.90	91.893	80.24	14,443.20	(2,097.70) LT		
40			08/12/10	3,722.00	93 05	80.24	3,209.60	(512.40) LT		
73			03/17/11	8,587.05	117.63	80.24	5,857.52	(2,729.53) ST		
157			06/17/11	18,351.20	116.886	80.24	12,597 68	(5,753.52) ST		
41			08/17/11	4,362 29	106.397	80.24	3,289.84	(1,072.45) ST		
491				**51,563.44**	**105 017**		**39,397.84**	**(12,165 60)**	**.747**	**294.60**
23	APPLE INC	AAPL	08/05/11	8,576.97	372.911	381.32	8,770.36	193.39 ST		
23			08/08/11	8,347.79	362 947	381.32	8,770.36	422.57 ST		
23			08/23/11	8,415.74	365.901	381.32	8,770.36	354.62 ST		
69				**25,340.50**	**367 254**		**26,311.08**	**970.58**		
560	ATLAS COPCO AB SPONS ADR NEW RPSTG CL B -USD	ATLCY	09/17/09	**6,813.85**	12.167	15.59	**8,730.40**	**1,916.55** LT	**2.899**	**253.12**

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
95	AUTODESK INC	ADSK	03/27/08	$ 3,005.80	$ 31.64	$ 27.79	$ 2,640.05	($ 365.75) LT		
260			10/31/08	5,472.09	21.046	27.79	7,225.40	1,753.31 LT		
75			05/20/10	2,172.37	28.964	27.79	2,084.25	(88 12) LT		
224			08/10/11	6,427.41	28.693	27.79	6,224.96	(202 45) ST		
654				**17,077.67**	**26.113**		**18,174.66**	**1,096.99**		
800	AUTOMATIC DATA PROCESSING INC.	ADP	12/30/08	31,275.36	39.094	47 15	37,720.00	6,444.64 LT		
50			02/26/09	1,720.50	34.41	47.15	2,357.50	637.00 LT		
435			09/02/09	16,300.71	37.472	47.15	20,510.25	4,209.54 LT		
620			10/01/09	24,217.26	39.06	47.15	29,233.00	5,015.74 LT		
545			08/11/10	22,049.12	40.457	47.15	25,696.75	3,647.63 LT		
316			11/09/10	14,379.90	45.506	47.15	14,899.40	519.50 ST		
2,766				**109,942.85**	**39.748**		**130,416.90**	**20,474.05**	**3.054**	**3,983.04**
225	AXA S.A.SPONS ADR	AXAHY	10/25/06	8,642.25	38.41	13.15	2,958.75	(5,683.50) LT		
35			12/04/06	1,344.00	38.40	13.15	460.25	(883 75) LT		
15			01/14/08	595.23	39.682	13.15	197.25	(397.98) LT		
80			01/23/08	2,551.49	31.893	13.15	1,052.00	(1,499.49) LT		
540			10/31/08	10,124.35	18.748	13.15	7,101.00	(3,023.35) LT		
895				**23,257.32**	**25.986**		**11,769.25**	**(11,488 07)**	**6.372**	**750.01**
135	BASF SE COMMON STOCK	BASFY	09/15/06	5,348.70	39.62	60.88	8,218 80	2,870.10 LT		
10			09/25/08	516.00	51.60	60.88	608.80	92.80 LT		
100			10/31/08	3,360.00	33.60	60.88	6,088.00	2,728.00 LT		
245				**9,224 70**	**37.652**		**14,915.60**	**5,690.90**	**3 766**	**561.79**
665	BARCLAYS PLC-ADR	BCS	03/18/11	12,225.76	18.384	9.78	6,503.70	(5,722.06) ST		
285			08/04/11	3,674.39	12.892	9 78	2,787.30	(887.09) ST		
950				**15,900 15**	**16.737**		**9,291 00**	**(6,609.15)**	**3.619**	**336 30**
20	BED BATH & BEYOND	BBBY	02/20/08	559.20	27.959	57.31	1,146.20	587.00 LT		
20			03/03/08	559 42	27.97	57 31	1,146.20	586 78 LT		
560			03/06/08	15,732.53	28.093	57.31	32,093.60	16,361.07 LT		
235			06/11/08	6,881.81	29.284	57.31	13,467.85	6,586.04 LT		
835				**23,732 96**	**28.423**		**47,853.85**	**24,120 89**		
134	BHP BILLITON LTD SPONS ADR	BHP	06/29/11	**12,486.90**	93.185	66 44	**8,902.96**	**(3,583.94)** ST	**3.04**	**270.68**
1,138	BIOGEN IDEC INC	BIIB	09/28/09	**58,125.29**	51.076	93.15	**106,004 70**	**47,879.41** LT		
50	BLACKROCK INC	BLK	05/08/09	7,275.50	145.51	148 01	7,400 50	125.00 LT		
89			04/30/10	16,408.71	184.367	148.01	13,172.89	(3,235.82) LT		

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
60	BLACKROCK INC	BLK	05/21/10	$ 9,855.89	$ 164.264	$ 148.01	$ 8,880.60	($ 975.29) LT		
26			11/10/10	4,326.03	166 385	148.01	3,848.26	(477.77) ST		
225				**37,866.13**	**168.294**		**33,302.25**	**(4,563.88)**	**3.715**	**1,237.50**
555	BRISTOL MYERS SQUIBB CO	BMY	09/17/09	12,414.30	22.368	31.38	17,415.90	5,001.60 LT		
2,205			01/29/10	52,988.36	24.031	31.38	69,192.90	16,204.54 LT		
360			08/11/10	9,453.28	26.259	31.38	11,296.80	1,843.52 LT		
850			11/08/10	22,471.45	26.437	31.38	26,673.00	4,201.55 ST		
3,970				**97,327.39**	**24.516**		**124,578.60**	**27,251.21**	**4.206**	**5,240.40**
425	BROADCOM CORP CL A	BRCM	03/27/08	7,947.50 *R*	19.02	33.29	14,148.25	6,200.75 LT		
156			05/10/11	5,238.78	33.581	33.29	5,193.24	(45.54) ST		
398			05/17/11	13,315.81	33.456	33.29	13,249.42	(66.39) ST		
239			06/08/11	8,086.47	33.834	33.29	7,956.31	(130.16) ST		
1,218				**34,588.56**	**28.398**		**40,547.22**	**5,958.66**	**1.081**	**438.48**
15	CME GROUP INC CLASS A	CME	02/24/11	4,569.14	304.609	246.40	3,696.00	(873.14) ST		
9			02/25/11	2,796.87	310.763	246.40	2,217.60	(579.27) ST		
33			03/01/11	10,112.07	306.426	246 40	8,131.20	(1,980.87) ST		
29			03/10/11	8,634 38	297.737	246.40	7,145.60	(1,488.78) ST		
86				**26,112.46**	**303.633**		**21,190.40**	**(4,922.06)**	**2 272**	**481 60**
370	CRH PLC ADR-USD	CRH	09/15/06	12,854.80	34.742	15.51	5,738.70	(7,116.10) LT		
140			03/27/08	5,357.58	38.268	15 51	2,171 40	(3,186.18) LT		
90			02/26/09	1,820.70	20 23	15 51	1,395 90	(424.80) LT		
325			11/08/10	6,349.20	19.536	15.51	5,040.75	(1,308.45) ST		
925				**26,382.28**	**28.521**		**14,346.75**	**(12,035.53)**	**7.362**	**1,056 35**
710	CVS CAREMARK CORP	CVS	09/01/09	26,341.00	37 10	33.59	23,848.90	(2,492 10) LT		
700			08/11/10	20,031.90	28.617	33.59	23,513.00	3,481.10 LT		
1,410				**46,372.90**	**32.889**		**47,361.90**	**889.00**	**1.488**	**705 00**
195	CABLEVISION SYSTEMS CORP CABLEVISION NY GROUP CL A	CVC	09/15/06	2,853.25	14.632	15.73	3,067.35	214.10 LT		
500			03/27/08	6,526.84	13.053	15.73	7,865.00	1,338.16 LT		
695				**9,380.09**	**13 497**		**10,932.35**	**1,552.26**	**3.814**	**417.00**
182	CAMERON INTERNATIONAL CORP	CAM	06/23/11	8,338.44	45 815	41.54	7,560 28	(778.16) ST		
94			06/24/11	4,322.03	45.979	41.54	3,904.76	(417.27) ST		
84			07/14/11	4,172.10	49.667	41.54	3,489.36	(682.74) ST		
177			08/05/11	8,466.83	47.835	41.54	7,352.58	(1,114.25) ST		
537				**25,299.40**	**47 112**		**22,306 98**	**(2,992.42)**		

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
250	CANON INC ADR	CAJ	09/15/06	$ 12,717.50	$ 50 87	$ 45.26	$ 11,315 00	($ 1,402.50) LT		
30			12/04/06	1,575.30	52.51	45.26	1,357.80	(217.50) LT		
130			03/27/08	6,045.00	46.50	45.26	5,883 80	(161.20) LT		
410				**20,337.80**	**49.604**		**18,556.60**	**(1,781.20)**	**3.197**	**593 27**
338	CELGENE CORP	CELG	12/02/08	16,733.47	49.507	61 91	20,925.58	4,192.11 LT		
12			12/03/08	614.37	51.197	61.91	742.92	128.55 LT		
50			02/09/09	2,705.28	54.105	61.91	3,095 50	390.22 LT		
50			02/26/09	2,501.98	50.039	61 91	3,095.50	593.52 LT		
150			03/06/09	6,108.42	40.722	61.91	9,286 50	3,178 08 LT		
300			08/11/10	16,642.80	55.476	61.91	18,573.00	1,930.20 LT		
135			02/04/11	6,880.68	50.968	61.91	8,357.85	1,477.17 ST		
1,035				**52,187.00**	**50.422**		**64,076.85**	**11,889.85**		
360	CHEVRON CORP	CVX	11/04/10	30,326.40	84.24	92.59	33,332.40	3,006.00 ST		
85			11/17/10	7,041.09	82.836	92.59	7,870 15	829.06 ST		
445				**37,367.49**	**83.972**		**41,202.55**	**3,835.06**	**3.369**	**1,388 40**
725	CISCO SYS INC	CSCO	09/15/06	16,457.50	22 70	15 50	11,237 50	(5,220.00) LT		
1,655			09/28/09	39,455.20	23.84	15.50	25,652.50	(13,802.70) LT		
2,380				**55,912.70**	**23.493**		**36,890 00**	**(19,022.70)**	**1 548**	**571.20**
190	CITRIX SYSTEMS INC	CTXS	10/14/10	**11,142.04**	58 642	54.53	**10,360.70**	**(781.34)** ST		
765	COCA-COLA CO	KO	09/28/09	**40,843.28**	53.389	67.56	**51,683 40**	**10,840.12** LT	**2 782**	**1,438 20**
1,225	COMCAST CORP CL A - SPL	CMCSK	09/15/06	28,288.60	23.092	20 72	25,382 00	(2,906 60) LT		
600			03/14/08	11,167.98	18.613	20.72	12,432.00	1,264 02 LT		
275			09/25/08	5,449.95	19.818	20 72	5,698.00	248.05 LT		
1,484			03/07/11	35,822.42	24.139	20.72	30,748.48	(5,073.94) ST		
2,013			05/13/11	47,813.18	23.752	20 72	41,709.36	(6,103.82) ST		
824			05/26/11	19,366.55	23.503	20.72	17,073.28	(2,293.27) ST		
979			06/17/11	21,899.25	22.369	20.72	20,284.88	(1,614.37) ST		
1,148			08/17/11	24,288.92	21.157	20.72	23,786.56	(502.36) ST		
8,548				**194,096.85**	**22.707**		**177,114.56**	**(16,982.29)**	**2 171**	**3,846.60**
539	CONOCOPHILLIPS	COP	03/02/11	42,106.36	78.119	63.32	34,129.48	(7,976.88) ST		
49			07/05/11	3,712.38	75.762	63.32	3,102.68	(609.70) ST		
588				**45,818.74**	**77.923**		**37,232.16**	**(8,586.58)**	**4.169**	**1,552.32**
379	CREE INC	CREE	09/04/09	14,202.64	37.474	25.98	9,846.42	(4,356.22) LT		
112			04/20/11	4,384.08	39.143	25.98	2,909.76	(1,474.32) ST		
491				**18,586.72**	**37.855**		**12,756.18**	**(5,830.54)**		

Ref: 00000474 00011488

MorganStanley SmithBarney

Reserved Client Statement
September 1 - September 30, 2011

THE KEITH HARING FOUNDATION **Account number 133-54937-12 102**

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
98	CUMMINS INC	CMI	09/09/11	**$ 8,608.16**	$ 87.838	$ 81.66	**$ 8,002.68**	**($ 605.48)** ST	**1.959%**	**$ 156.80**
600	DANONE SPONS ADR	DANOY	09/15/06	8,706.00	14.51	12.42	7,452.00	(1,254.00) LT		
200			09/01/09	2,168.00	10.84	12.42	2,484.00	316.00 LT		
140			11/08/10	1,822.80	13.02	12.42	1,738.80	(84.00) ST		
940				**12,696.80**	**13.507**		**11,674.80**	**(1,022.00)**	**2 061**	**240 64**
108	DEERE & CO	DE	06/10/11	8,791.93	81.406	64.57	6,973.56	(1,818.37) ST		
107			06/29/11	8,835 50	82.574	64.57	6,908.99	(1,926.51) ST		
215				**17,627 43**	**81.988**		**13,882.55**	**(3,744 88)**	**2.539**	**352 60**
125	DIAGEO PLC SPON ADR-NEW	DEO	09/15/06	8,763.75	70 11	75 93	9,491 25	727 50 LT		
30			02/04/11	2,380.50	79.35	75 93	2,277 90	(102 60) ST		
155				**11,144.25**	**71.898**		**11,769.15**	**624.90**	**3 476**	**409.20**
5	WALT DISNEY CO	DIS	11/22/04	133.11	26.622	30.16	150.80	17.69 LT		
500			12/07/04	13,389.46	26.778	30.16	15,080.00	1,690.54 LT		
205			01/31/08	5,973.64	29.139	30.16	6,182 80	209.16 LT		
575			11/04/08	14,777.50	25.70	30.16	17,342.00	2,564.50 LT		
1,285				**34,273.71**	**26.672**		**38,755.60**	**4,481.89**	**1.326**	**514.00**
290	DIRECTV CL A	DTV	09/15/06	**4,448.03**	15.34	42.27	**12,258 30**	**7,810.27** LT		
41	DOLBY LABORATORIES INC CLASS A	DLB	10/16/08	1,167.20	28 468	27 44	1,125 04	(42.16) LT		
88			10/28/08	2,571.61	29 222	27.44	2,414.72	(156 89) LT		
96			10/29/08	2,855.01	29.739	27.44	2,634.24	(220.77) LT		
13			04/06/11	637.11	49.008	27 44	356.72	(280.39) ST		
31			04/15/11	1,459.73	47.088	27.44	850.64	(609.09) ST		
116			08/05/11	3,602.26	31.054	27.44	3,183.04	(419.22) ST		
385				**12,292.92**	**31.93**		**10,564.40**	**(1,728.52)**		
1,500	E I DU PONT DE NEMOURS & CO	DD	08/26/09	48,960.00	32.64	39 97	59,955 00	10,995.00 LT		
145			02/11/10	4,677.70	32.26	39.97	5,795.65	1,117.95 LT		
769			07/05/11	41,896.35	54.481	39.97	30,736 93	(11,159 42) ST		
641			09/26/11	26,070.43	40.671	39 97	25,620 77	(449.66) ST		
3,055				**121,604.48**	**39.805**		**122,108.35**	**503.87**	**4 103**	**5,010.20**
365	EATON CORP	ETN	06/07/11	17,665.16	48.397	35.50	12,957.50	(4,707.66) ST		
380			06/17/11	17,939 65	47.209	35.50	13,490.00	(4,449.65) ST		
127			08/23/11	4,907.97	38 645	35 50	4,508.50	(399.47) ST		
872				**40,512.78**	**46.46**		**30,956.00**	**(9,556.78)**	**3 83**	**1,185.92**

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
1,500	EBAY INC	EBAY	03/13/07	$ 46,069.80	$ 30.713	$ 29.49	$ 44,235.00	($ 1,834.80) LT		
300			03/27/08	9,312.00	31.04	29 49	8,847.00	(465.00) LT		
1,800				**55,381.80**	**30.768**		**53,082.00**	**(2,299.80)**		
4	ELSTER GROUP SE ADR	ELT	06/29/11	63.97	15.992	14.95	59.80	(4.17) ST		
121			07/07/11	1,936 00	16.00	14.95	1,808 95	(127.05) ST		
14			07/08/11	224.54	16.038	14.95	209.30	(15 24) ST		
52			07/11/11	836.71	16.09	14.95	777.40	(59.31) ST		
62			07/12/11	992.00	16.00	14.95	926.90	(65.10) ST		
31			08/05/11	488.25	15 75	14.95	463.45	(24.80) ST		
136			08/08/11	2,082.72	15.314	14.95	2,033.20	(49.52) ST		
420				**6,624.19**	**15.772**		**6,279.00**	**(345.19)**		
305	EXXON MOBIL CORP	XOM	12/30/08	24,127.79	79 107	72.63	22,152.15	(1,975.64) LT		
50			02/26/09	3,605.59	72.111	72 63	3,631.50	25.91 LT		
200			10/08/09	13,765.40	68.827	72.63	14,526.00	760.60 LT		
120			01/28/10	7,799.16	64.993	72.63	8,715.60	916.44 LT		
465			05/07/10	29,977.81	64.468	72.63	33,772.95	3,795.14 LT		
390			08/10/10	24,136.32	61.888	72.63	28,325.70	4,189.38 LT		
250			11/08/10	17,551.78	70.207	72.63	18,157.50	605 72 ST		
180			08/04/11	13,450 03	74.722	72 63	13,073.40	(376.63) ST		
1,960				**134,413.88**	**68 579**		**142,354 80**	**7,940.92**	**2.588**	**3,684.80**
205	FLUOR CORP NEW	FLR	11/20/08	6,246.23	30 469	46 55	9,542.75	3,296 52 LT		
70			02/26/09	2,488.72	35.553	46.55	3,258.50	769.78 LT		
275				**8,734.95**	**31.763**		**12,801.25**	**4,066.30**	**1.074**	**137.50**
50	FOREST LABORATORIES INC	FRX	09/15/06	2,488.50	49.77	30.79	1,539.50	(949.00) LT		
60			12/04/06	2,966.40	49.44	30.79	1,847 40	(1,119.00) LT		
150			09/06/07	6,151.98	41.013	30.79	4,618.50	(1,533.48) LT		
690			09/25/08	19,380.38	28.087	30.79	21,245.10	1,864.72 LT		
950				**30,987.26**	**32.618**		**29,250.50**	**(1,736.76)**		
392	FREEPORT MCMORAN COPPER & GOLD CL B	FCX	02/09/09	**5,861 99**	14 954	30.45	**11,936.40**	**6,074.41** LT	**3.284**	**392 00**
600	GENERAL ELECTRIC CO	GE	04/16/96	7,750.00	12.916	15.22	9,132.00	1,382 00 LT		
330			08/19/97	7,268.91	22.027	15.22	5,022.60	(2,246.31) LT		
120			08/19/97	2,643.24	22.027	15.22	1,826.40	(816.84) LT		
450			12/09/97	11,159.53	24.798	15.22	6,849.00	(4,310.53) LT		
540			02/05/98	13,815.00	25.583	15.22	8,218.80	(5,596.20) LT		

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
724	GENERAL ELECTRIC CO	GE	09/15/06	$ 25,282.08	$ 34.92	$ 15 22	$ 11,019 28	($ 14,262.80) LT		
1,180			04/15/08	37,570.49	31.839	15.22	17,959.60	(19,610.89) LT		
1,010			10/31/08	19,945.48	19.748	15.22	15,372.20	(4,573.28) LT		
500			11/04/08	9,975 00	19.95	15.22	7,610.00	(2,365.00) LT		
500			02/26/09	4,610 40	9.22	15.22	7,610 00	2,999.60 LT		
686			12/10/10	12,001.16	17.494	15.22	10,440.92	(1,560.24) ST		
6,640				**152,021.29**	**22.895**		**101,060.80**	**(50,960.49)**	**3 942**	**3,984 00**
250	GENERAL MILLS INC	GIS	02/18/09	6,948.75	27.795	38.49	9,622.50	2,673.75 LT		
150			02/26/09	4,023.75	26.825	38.49	5,773.50	1,749.75 LT		
50			03/03/09	1,317 00	26.34	38.49	1,924.50	607.50 LT		
490			03/09/09	12,322.23	25.147	38.49	18,860.10	6,537.87 LT		
225			09/03/09	6,532.55	29.033	38.49	8,660.25	2,127.70 LT		
255			11/17/10	9,097.79	35 677	38.49	9,814.95	717 16 ST		
1,420				**40,242.07**	**28.339**		**54,655.80**	**14,413.73**	**3 169**	**1,732.40**
34	GOOGLE INC CLASS A	GOOG	09/23/08	14,828.44	436 13	515.04	17,511.36	2,682.92 LT		
56			07/13/09	23,731.68	423.78	515 04	28,842.24	5,110.56 LT		
90				**38,560.12**	**428 446**		**46,353.60**	**7,793.48**		
160	W W GRAINGER INC	GWW	08/18/11	**20,789.15**	129.932	149.54	**23,926.40**	3,137.25 ST	1 765	422.40
340	GRUPO TELEVISA SA DE CV SPON ADR	TV	10/25/06	8,262.00	24 30	18 39	6,252.60	(2,009.40) LT		
170			03/27/08	4,208.84	24.757	18.39	3,126.30	(1,082.54) LT		
510				**12,470 84**	**24.453**		**9,378.90**	**(3,091.94)**	**.837**	**78.54**
90	HSBC HLDG PLC SP ADR NEW	HBC	10/19/06	8,526.60	94.74	38.04	3,423.60	(5,103.00) LT		
10			12/04/06	935 00	93.50	38.04	380.40	(554.60) LT		
10			12/20/06	912 60	91.26	38.04	380.40	(532.20) LT		
40			03/27/08	3,274.80	81.87	38.04	1,521.60	(1,753.20) LT		
50			11/08/10	2,781.50	55.63	38.04	1,902.00	(879.50) ST		
41			03/24/11	2,137.83	52.142	38.04	1,559.64	(578.19) ST		
241				**18,568.33**	**77.047**		**9,167.64**	**(9,400.69)**	**4.994**	**457.80**
412	HALLIBURTON CO HOLDINGS CO	HAL	08/19/11	**16,860.40**	40.923	30.52	**12,574.24**	**(4,286 16)** ST	**1 179**	**148 32**
875	H J HEINZ CO	HNZ	12/30/08	33,166.96	37.905	50 48	44,170.00	11,003.04 LT		
730			09/04/09	27,499.83	37.671	50.48	36,850 40	9,350.57 LT		
230			09/09/09	9,190.62	39 959	50.48	11,610.40	2,419.78 LT		
350			09/24/09	13,953 91	39.868	50.48	17,668.00	3,714.09 LT		
278			08/11/10	12,586.92	45.276	50 48	14,033 44	1,446.52 LT		
2,463				**96,398.24**	**39.139**		**124,332.24**	**27,934.00**	**3.803**	**4,728.96**

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Reserved
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THE KEITH HARING FOUNDATION ***Account number 133-54937-12 102***

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
115	HOME DEPOT INC	HD	12/05/02	$ 2,996 89	$ 26.059	$ 32.87	$ 3,780 05	$ 783.16 LT		
430			01/08/03	9,088.70	21.136	32 87	14,134.10	5,045.40 LT		
525			03/27/08	14,720.37	28 038	32.87	17,256.75	2,536.38 LT		
350			08/11/10	9,726.19	27 789	32.87	11,504.50	1,778.31 LT		
1,433			06/13/11	48,177.17	33.619	32.87	47,102.71	(1,074.46) ST		
921			08/09/11	26,912.17	29.22	32.87	30,273.27	3,361.10 ST		
3,774				**111,621.49**	**29 576**		**124,051.38**	**12,429.89**	**3 042**	**3,774.00**
250	HONDA MOTOR CO LTD ADR-NEW	HMC	10/25/06	8,615.00	34.46	29.15	7,287.50	(1,327.50) LT		
30			12/04/06	1,044.90	34 83	29 15	874.50	(170.40) LT		
140			03/27/08	4,195.80	29.97	29.15	4,081.00	(114.80) LT		
20			11/08/10	726.00	36.30	29.15	583.00	(143.00) ST		
440				**14,581.70**	**33.14**		**12,826.00**	**(1,755.70)**	**2.212**	**283.80**
5,119.95	HONG KONG&CHINA GAS SP ADR	HOKCY	10/25/06	8,182.97	1.598	2 19	11,212.69	3,029 72 LT		
732.05			12/04/06	1,115.00	1.523	2.19	1,603.19	488.19 LT		
5,852				**9,297.97**	**1.589**		**12,815.88**	**3,517.91**	**2.42**	**310.16**
7	HUMAN GENOME SCIENCES INC	HGSI	02/28/11	175.00	24.999	12.69	88.83	(86.17) ST		
233			03/01/11	5,824 84	24.999	12.69	2,956.77	(2,868.07) ST		
70			07/26/11	1,494.39	21.348	12.69	888.30	(606.09) ST		
338			07/29/11	7,086.37	20.965	12.69	4,289.22	(2,797.15) ST		
322			08/01/11	6,580.04	20.434	12.69	4,086.18	(2,493.86) ST		
337			08/02/11	6,626.60	19.663	12.69	4,276.53	(2,350.07) ST		
454			08/22/11	6,308.83	13.896	12.69	5,761.26	(547.57) ST		
1,761				**34,096.07**	**19.362**		**22,347.09**	**(11,748.98)**		
499.5122	HUTCHISON WHAMPOA LTD-ADR	HUWHY	10/25/06	8,971.24	17.977	14.75	7,367.80	(1,603.44) LT		
12.4878			03/27/08	239.52	19.198	14.75	184.20	(55 32) LT		
512				**9,210.76**	**17.99**		**7,552.00**	**(1,658.76)**	**3.227**	**243.71**
280	ICON PLC SPONSORED ADR	ICLR	04/30/10	8,197.08	29.275	16.08	4,502.40	(3,694.68) LT		
54			06/10/10	1,444.38	26.747	16.08	868.32	(576.06) LT		
10			06/14/10	282.73	28.272	16.08	160.80	(121.93) LT		
19			06/15/10	553.94	29.154	16 08	305.52	(248.42) LT		
247			11/08/10	4,981.99	20.17	16.08	3,971.76	(1,010.23) ST		
610				**15,460.12**	**25.344**		**9,808.80**	**(5,651.32)**		
222	IMMUNOGEN INC	IMGN	10/14/10	1,640.67	7.39	10 96	2,433.12	792.45 ST		
39			10/15/10	301.77	7.737	10.96	427.44	125.67 ST		
202			10/18/10	1,569.36	7.769	10.96	2,213.92	644.56 ST		

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Reserved
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THE KEITH HARING FOUNDATION   Account number 133-54937-12 102

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
114	IMMUNOGEN INC	IMGN	10/19/10	$ 877.25	$ 7.695	$ 10.96	$ 1,249.44	$ 372.19 ST		
53			10/20/10	417.49	7.877	10.96	580.88	163.39 ST		
27			10/21/10	212.80	7.881	10.96	295.92	83.12 ST		
7			10/22/10	55.80	7.972	10.96	76.72	20.92 ST		
52			10/26/10	416.35	8.006	10.96	569.92	153.57 ST		
716				**5,491.49**	**7.67**		**7,847.36**	**2,355.87**		
49	ING GROEP NV SPONS ADR	ING	10/31/08	450.21	9.188	7.05	345.45	(104.76) LT		
1,368			12/17/09	8,572.24	6.266	7.05	9,644.40	1,072.16 LT		
1,417				**9,022.45**	**6 367**		**9,989 85**	**967.40**		
920	INTEL CORP	INTC	01/09/03	15,871.20	17.251	21.335	19,628.20	3,757.00 LT		
1,790			09/15/06	35,101.90	19.61	21 335	38,189.65	3,087.75 LT		
350			10/31/08	5,689 78	16.256	21.335	7,467.25	1,777.47 LT		
400			11/04/08	6,456 00	16.14	21.335	8,534.00	2,078.00 LT		
540			07/27/09	10,410.12	19.278	21.335	11,520.90	1,110.78 LT		
200			08/10/10	3,971.82	19.859	21.335	4,267.00	295.18 LT		
4,200				**77,500.82**	**18.453**		**89,607.00**	**12,106.18**	**3.937**	**3,528.00**
251	INTL BUSINESS MACHINES CORP	IBM	07/13/09	**25,998.50**	103.579	174.87	**43,892.37**	**17,893.87** LT	**1.715**	**753.00**
1,372	INTERNATIONAL PAPER CO	IP	05/06/11	44,042.57	32.101	23.25	31,899.00	(12,143.57) ST		
999			06/16/11	26,949.02	26.976	23.25	23,226.75	(3,722.27) ST		
853			08/05/11	22,087.92	25.894	23.25	19,832.25	(2,255.67) ST		
970			08/10/11	24,038.64	24.782	23.25	22,552 50	(1,486.14) ST		
4,194				**117,118.15**	**27.925**		**97,510.50**	**(19,607.65)**	**4.516**	**4,403 70**
627	INTUIT INC	INTU	08/19/11	**27,662.36**	44.118	47 44	**29,744.88**	**2,082.52** ST	**1.264**	**376.20**
359	ISIS PHARMACEUTICALS	ISIS	10/14/10	3,100.18	8.635	6.78	2,434.02	(666.16) ST		
40			10/18/10	376.36	9.409	6.78	271.20	(105.16) ST		
135			10/19/10	1,265.17	9.371	6.78	915.30	(349.87) ST		
66			10/20/10	619.64	9.388	6.78	447.48	(172.16) ST		
140			02/04/11	1,233.12	8.808	6.78	949.20	(283.92) ST		
740				**6,594.47**	**8.911**		**5,017.20**	**(1,577.27)**		
1,000	JPMORGAN CHASE & CO	JPM	08/24/09	44,090.00	44.09	30.12	30,120.00	(13,970.00) LT		
250			08/10/10	9,842.00	39.368	30 12	7,530.00	(2,312.00) LT		
305			11/18/10	12,074.95	39 59	30.12	9,186.60	(2,888.35) ST		
1,555				**66,006.95**	**42.448**		**46,836.60**	**(19,170.35)**	**3 32**	**1,555 00**
80	JOHNSON & JOHNSON	JNJ	05/30/03	4,333.70	54.171	63.69	5,095.20	761.50 LT		
1,050			07/13/09	60,498.38	57.617	63.69	66,874.50	6,376 12 LT		

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
379	JOHNSON & JOHNSON	JNJ	09/09/09	$ 23,100.01	$ 60.949	$ 63 69	$ 24,138.51	$ 1,038.50 LT		
255			05/27/10	15,164.47	59.468	63.69	16,240.95	1,076 48 LT		
405			08/16/10	23,392.80	57.76	63.69	25,794.45	2,401.65 LT		
2,169				**126,489.36**	**58 317**		**138,143.61**	**11,654.25**	**3.579**	**4,945.32**
1,242	JUNIPER NETWORKS INC	JNPR	07/13/09	28,786.45	23.177	17.26	21,436.92	(7,349.53) LT		
817			09/09/11	17,477.43	21.392	17.26	14,101.42	(3,376.01) ST		
2,059				**46,263.88**	**22.469**		**35,538.34**	**(10,725.54)**		
750	KIMBERLY CLARK CORP	KMB	12/30/08	39,525.00	52.70	71.01	53,257 50	13,732.50 LT		
270			08/31/09	16,168.90	59.884	71.01	19,172 70	3,003.80 LT		
100			02/02/10	5,982.96	59.829	71.01	7,101.00	1,118.04 LT		
125			08/25/10	8,090.00	64.72	71.01	8,876.25	786.25 LT		
425			11/08/10	26,654.77	62.717	71.01	30,179.25	3,524.48 ST		
289			04/01/11	18,911.00	65.436	71.01	20,521 89	1,610.89 ST		
1,959				**115,332.63**	**58.873**		**139,108.59**	**23,775.96**	**3.843**	**5,485.20**
250	L 3 COMMUNICATIONS HLDGS INC	LLL	09/15/06	19,071.00	76.284	61 97	15,492 50	(3,578.50) LT		
30			12/20/06	2,428.80	80.96	61.97	1,859.10	(569.70) LT		
20			09/25/08	2,003.40	100.17	61.97	1,239.40	(764.00) LT		
300				**23,503.20**	**78.344**		**18,591.00**	**(4,912.20)**	**2 904**	**540.00**
125	LIBERTY MEDIA CORP LIBERTY CAP CL A	LCPAD	09/15/06	1,579.20	12.633	66.12	8,265.00	6,685.80 LT		
50			09/25/08	697.40	13.948	66.12	3,306.00	2,608.60 LT		
175				**2,276.60**	**13 009**		**11,571.00**	**9,294.40**		
760	LIBERTY MEDIA HLDG CORP INTERACTIVE SER A	LINTA	09/25/08	**10,409 72**	13.697	14 76	**11,217.60**	**807.88** LT		
496	MCDONALDS CORP	MCD	12/10/09	**30,329.41**	61.148	87.82	**43,558.72**	**13,229.31** LT	**3 188**	**1,388 80**
911	METLIFE INC	MET	03/02/11	40,488.03	44.443	28.01	25,517.11	(14,970 92) ST		
124			07/13/11	5,225.96	42.144	28.01	3,473.24	(1,752.72) ST		
1,035				**45,713.99**	**44.168**		**28,990.35**	**(16,723.64)**	**2.641**	**765 90**
125	METTLER TOLEDO INTL INC	MTD	09/15/06	**8,117.50**	64.94	139.96	**17,495.00**	**9,377.50** LT		
810	MICROSOFT CORP	MSFT	09/30/04	22,477.50	27.75	24.89	20,160.90	(2,316 60) LT		
150			01/26/05	3,903.90	26.026	24.89	3,733 50	(170.40) LT		
2,410			09/15/06	64,539 56	26 779	24 89	59,984.90	(4,554.66) LT		
100			12/04/06	2,938 00	29.38	24.89	2,489.00	(449.00) LT		
1,200			03/27/08	33,840 00	28 20	24 89	29,868 00	(3,972.00) LT		
130			02/26/09	2,152.54	16.558	24.89	3,235.70	1,083.16 LT		
1,140			08/10/10	28,589.95	25.078	24.89	28,374.60	(215.35) LT		

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Reserved
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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
775	MICROSOFT CORP	MSFT	11/08/10	$ 20,745.20	$ 26.768	$ 24.89	$ 19,289.75	($ 1,455.45) ST		
6,715				**179,186.65**	**26.685**		**167,136.35**	**(12,050.30)**	3.214	5,372 00
173	MITSUBISHI UFJ FINANCIAL GROUP INC ADR	MTU	09/12/06	2,288.03	13.225	4.45	769.85	(1,518.18) LT		
130			12/04/06	1,670.50	12.85	4 45	578.50	(1,092.00) LT		
100			12/20/06	1,273.00	12 73	4.45	445.00	(828.00) LT		
1,000			03/27/08	8,798.40	8.798	4.45	4,450.00	(4,348.40) LT		
1,000			08/11/10	4,867.40	4.867	4.45	4,450.00	(417.40) LT		
310			02/04/11	1,660.45	5.356	4 45	1,379.50	(280.95) ST		
2,713				**20,557.78**	**7.578**		**12,072.85**	**(8,484.93)**	2 988	360.83
40	MONSANTO CO NEW	MON	01/27/10	3,080.81	77.02	60.04	2,401 60	(679.21) LT		
110			02/05/10	8,419.49	76.54	60 04	6,604.40	(1,815.09) LT		
100			05/07/10	5,896.30	58.963	60.04	6,004.00	107.70 LT		
100			10/04/10	4,768.28	47.682	60.04	6,004.00	1,235.72 ST		
350				**22,164.88**	**63.328**		**21,014.00**	**(1,150.88)**	1.998	420 00
350	NASDAQ OMX GROUP INC	NDAQ	06/11/08	11,159.72	31.884	23.14	8,099.00	(3,060.72) LT		
78			06/11/08	2,487.02	31.884	23.14	1,804.92	(682.10) LT		
470			07/09/08	11,684.67	24.861	23.14	10,875.80	(808.87) LT		
230			05/21/10	4,274.80	18.586	23.14	5,322.20	1,047.40 LT		
1,128				**29,606.21**	**26.247**		**26,101 92**	**(3,504.29)**		
160	NATIONAL OILWELL VARCO INC	NOV	10/24/08	**3,849 01**	24.056	51.22	**8,195.20**	**4,346 19** LT	.859	70.40
194	NESTLE S A SPONSORED ADR	NSRGY	09/15/06	6,634.80	34.20	55 10	10,689 40	4,054.60 LT		
25			12/20/06	887.50	35.50	55.10	1,377.50	490.00 LT		
100			10/31/08	3,885.00	38.85	55.10	5,510.00	1,625.00 LT		
319				**11,407.30**	**35.76**		**17,576.90**	**6,169.60**	3.206	563 67
171	NETAPP INC	NTAP	02/24/11	8,673.62	50.722	33.93	5,802.03	(2,871.59) ST		
165			02/25/11	8,648.16	52.413	33 93	5,598.45	(3,049.71) ST		
31			03/10/11	1,493.71	48.184	33.93	1,051.83	(441.88) ST		
182			03/16/11	8,555.09	47.006	33.93	6,175.26	(2,379.83) ST		
132			08/23/11	4,923.61	37.30	33.93	4,478.76	(444.85) ST		
681				**32,294.19**	**47.422**		**23,106.33**	**(9,187.86)**		
201	NEWS CORP CLASS B NEW	NWS	03/27/08	3,827.02	19 039	15.60	3,135.60	(691.42) LT		
500			11/04/08	5,425.00	10.85	15.60	7,800.00	2,375.00 LT		
701				**9,252.02**	**13.198**		**10,935.60**	**1,683.58**	1.217	133.19
4	NEXTERA ENERGY INC	NEE	01/15/09	190.98	47.746	54.02	216.08	25.10 LT		
376			02/11/09	18,927.84	50.34	54.02	20,311.52	1,383.68 LT		

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
70	NEXTERA ENERGY INC	NEE	02/26/09	$ 3,281 60	$ 46.88	$ 54 02	$ 3,781.40	$ 499 80 LT		
470			09/10/09	25,193.74	53.603	54 02	25,389.40	195 66 LT		
250			10/07/09	13,291.43	53 165	54.02	13,505.00	213.57 LT		
315			10/29/09	15,745.59	49.986	54.02	17,016.30	1,270 71 LT		
200			02/09/10	9,359.00	46 795	54.02	10,804.00	1,445.00 LT		
170			08/10/10	9,018 50	53.05	54 02	9,183.40	164.90 LT		
497			01/31/11	26,875.52	54.075	54.02	26,847.94	(27.58) ST		
2,352				**121,884.20**	**51 822**		**127,055.04**	**5,170 84**	**4.072**	**5,174.40**
221	NIKE INC CL B	NKE	06/07/11	18,059.66	81 717	85.51	18,897 71	838.05 ST		
86			08/05/11	7,213 28	83.875	85.51	7,353.86	140.58 ST		
307				**25,272.94**	**82.322**		**26,251.57**	**978.63**	**1.45**	**380.68**
100	NOVARTIS AG ADR	NVS	10/06/06	5,794.85	57.948	55.77	5,577.00	(217.85) LT		
30			12/04/06	1,728.00	57.60	55 77	1,673.10	(54.90) LT		
80			03/27/08	4,055 58	50.694	55.77	4,461.60	406.02 LT		
210				**11,578.43**	**55.135**		**11,711.70**	**133.27**	**3.595**	**421.05**
115	NOVO-NORDISK A S ADR	NVO	09/15/06	**4,246.38**	36.925	99.52	**11,444.80**	**7,198.42** LT	**1.364**	**156.17**
200	NUCOR CORP	NUE	02/18/09	7,790.00	38.95	31.64	6,328.00	(1,462.00) LT		
43			09/10/09	2,011 70	46.783	31.64	1,360.52	(651.18) LT		
27			09/11/09	1,271.67	47.098	31.64	854.28	(417.39) LT		
130			11/08/10	5,229.64	40.228	31.64	4,113.20	(1,116.44) ST		
400				**16,303.01**	**40.758**		**12,656.00**	**(3,647.01)**	**4.582**	**580 00**
435	ORACLE CORP	ORCL	10/13/10	12,422.42	28.557	28.74	12,501.90	79.48 ST		
365			11/29/10	9,903.47	27.132	28.74	10,490.10	586.63 ST		
73			08/01/11	2,247.27	30 784	28 74	2,098 02	(149.25) ST		
109			08/23/11	2,803.64	25.721	28 74	3,132 66	329.02 ST		
982				**27,376.80**	**27.879**		**28,222.68**	**845 88**	**.835**	**235.68**
30	ORIX CORP SPONS ADR	IX	09/21/06	3,962.70	132.089	38.73	1,161.90	(2,800.80) LT		
70			12/26/07	5,932.66	84.752	38.73	2,711.10	(3,221.56) LT		
90			03/27/08	6,230.52	69.228	38.73	3,485 70	(2,744.82) LT		
165			08/11/10	6,338.06	38.412	38.73	6,390.45	52.39 LT		
355				**22,463.94**	**63.279**		**13,749.15**	**(8,714 79)**	**1.172**	**161.17**
765	PPG INDUSTRIES INC	PPG	08/04/09	43,168.95	56.43	70.66	54,054 90	10,885.95 LT		
135			08/26/09	7,362.63	54.538	70.66	9,539.10	2,176.47 LT		
128			09/25/09	7,410.46	57.894	70 66	9,044.48	1,634.02 LT		

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MorganStanley SmithBarney

Reserved
Client Statement
September 1 - September 30, 2011

THE KEITH HARING FOUNDATION **Account number 133-54937-12 102**

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
163	PPG INDUSTRIES INC	PPG	09/26/11	$ 11,357.12	$ 69.675	$ 70.66	$ 11,517.58	$ 160.46 ST		
1,191				**69,299.16**	**58.186**		**84,156.06**	**14,856.90**	**3.226**	**2,715.48**
225	PALL CORP	PLL	09/15/06	7,002.00	31 12	42.40	9,540.00	2,538.00 LT		
130			10/31/08	3,435 51	26.427	42.40	5,512.00	2,076.49 LT		
64			09/08/11	2,861.88	44.716	42.40	2,713.60	(148.28) ST		
419				**13,299.39**	**31.741**		**17,765 60**	**4,466.21**	**1.65**	**293.30**
4,480	PEOPLES UNITED FINCL INC	PBCT	01/10/11	62,715.07	13.998	11 40	51,072.00	(11,643.07) ST		
518			03/07/11	6,524.00	12.594	11.40	5,905.20	(618.80) ST		
4,998				**69,239.07**	**13.853**		**56,977.20**	**(12,261 87)**	**5 526**	**3,148.74**
13	PEPSICO INC	PEP	12/04/06	815.36	62.72	61.90	804.70	(10.66) LT		
250			11/04/08	14,695.00	58.78	61.90	15,475 00	780 00 LT		
540			07/13/09	29,989.44	55.536	61.90	33,426.00	3,436.56 LT		
500			09/01/09	28,300.00	56.60	61.90	30,950.00	2,650.00 LT		
1,303				**73,799.80**	**56.638**		**80,655.70**	**6,855.90**	**3.327**	**2,684.18**
275	PETROLEO BRASILEIRO SA PETROBRAS	PBR	03/13/09	8,197.70	29.809	22.45	6,173.75	(2,023.95) LT		
45			02/04/11	1,707.30	37.94	22 45	1,010 25	(697.05) ST		
320				**9,905.00**	**30 953**		**7,184.00**	**(2,721.00)**	**.668**	**48.00**
400	PFIZER INC	PFE	11/14/05	8,878.32	22.195	17.68	7,072.00	(1,806.32) LT		
305			12/04/06	7,512.15	24.63	17.68	5,392.40	(2,119.75) LT		
1,220			06/18/08	21,985.50	18.02	17.68	21,569.60	(415.90) LT		
1,264			07/05/11	26,233.94	20.754	17 68	22,347.52	(3,886 42) ST		
3,189				**64,609.91**	**20.26**		**56,381.52**	**(8,228.39)**	**4.524**	**2,551.20**
1,000	PROCTER & GAMBLE CO	PG	09/15/06	61,340.00	61 34	63 18	63,180.00	1,840.00 LT		
200			12/04/06	12,678.00	63.39	63.18	12,636.00	(42.00) LT		
170			04/10/08	11,978.85	70.463	63.18	10,740.60	(1,238.25) LT		
500			09/01/09	26,995.00	53.99	63.18	31,590.00	4,595.00 LT		
230			09/10/09	12,813.14	55.709	63.18	14,531.40	1,718.26 LT		
200			07/27/10	12,586.36	62.931	63.18	12,636.00	49.64 LT		
445			08/10/10	26,962.55	60.59	63.18	28,115.10	1,152.55 LT		
343			11/09/10	22,248.80	64.865	63.18	21,670.74	(578.06) ST		
3,088				**187,602 70**	**60 752**		**195,099.84**	**7,497.14**	**3.323**	**6,484.80**
161	QUALCOMM INC	QCOM	07/29/11	8,870.39	55 095	48.63	7,829 43	(1,040.96) ST		
84			08/05/11	4,288 23	51 05	48.63	4,084.92	(203.31) ST		
873			08/10/11	41,989 73	48 098	48.63	42,453.99	464.26 ST		
141			08/12/11	7,106.77	50.402	48.63	6,856.83	(249.94) ST		

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Ref: 00000474 00011497

MorganStanley SmithBarney

Reserved
Client Statement
September 1 - September 30, 2011

THE KEITH HARING FOUNDATION — *Account number 133-54937-12 102*

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
148	QUALCOMM INC	QCOM	08/23/11	$ 6,984.02	$ 47.189	$ 48.63	$ 7,197.24	$ 213.22 ST		
1,407				**69,239.14**	**49.21**		**68,422.41**	**(816.73)**	**1.768**	**1,210 02**
655	RAYTHEON COMPANY NEW	RTN	12/30/08	33,162.65	50.63	40 87	26,769 85	(6,392.80) LT		
45			02/26/09	1,923.71	42.749	40.87	1,839.15	(84 56) LT		
330			08/31/09	15,568.08	47.176	40 87	13,487.10	(2,080.98) LT		
285			09/25/09	13,482.78	47.308	40 87	11,647.95	(1,834.83) LT		
150			07/30/10	6,967.98	46.453	40.87	6,130.50	(837.48) LT		
345			08/10/10	15,878.38	46.024	40.87	14,100.15	(1,778 23) LT		
341			11/09/10	16,537.95	48.498	40.87	13,936.67	(2,601.28) ST		
2,151				**103,521.53**	**48.127**		**87,911.37**	**(15,610.16)**	**4.208**	**3,699.72**
100	RIO TINTO PLC-GBP	RIO	10/23/08	3,519.55	35.195	44.08	4,408.00	888.45 LT		
80			09/01/09	3,101.04	38.763	44.08	3,526.40	425.36 LT		
80			06/09/10	3,639.58	45.494	44.08	3,526.40	(113.18) LT		
260				**10,260.17**	**39.462**		**11,460.80**	**1,200.63**	**2.649**	**303.68**
370	SANDISK CORP	SNDK	03/17/08	7,967.06	21.532	40 355	14,931.35	6,964.29 LT		
30			03/27/08	653.10	21.77	40.355	1,210.65	557.55 LT		
400				**8,620.16**	**21.55**		**16,142.00**	**7,521.84**		
115	SAP AG SPONS ADR-USD	SAP	09/29/06	5,708.60	49.64	50.62	5,821.30	112.70 LT		
100			03/27/08	4,897.85	48.978	50.62	5,062.00	164.15 LT		
110			11/04/08	4,144.80	37.68	50.62	5,568 20	1,423.40 LT		
325				**14,751.25**	**45.388**		**16,451.50**	**1,700.25**	**2.024**	**333.13**
200	SCHLUMBERGER LTD	SLB	06/10/10	11,626.16	58.13	59.73	11,946.00	319.84 LT		
70			08/11/10	4,197.06	59.958	59.73	4,181.10	(15.96) LT		
160			08/24/10	8,855.74	55.348	59.73	9,556.80	701.06 LT		
430				**24,678.96**	**57.393**		**25,683 90**	**1,004 94**	**1 674**	**430 00**
1,615	SCHWAB CHARLES CORP	SCHW	08/26/09	29,247.49	18.109	11.27	18,201.05	(11,046.44) LT		
350			08/11/10	5,148.19	14.709	11.27	3,944.50	(1,203.69) LT		
1,965				**34,395.68**	**17.504**		**22,145.55**	**(12,250.13)**	**2.129**	**471.60**
50	SHIRE PLC ADR	SHPGY	03/05/08	2,955.21	59.104	93.93	4,696 50	1,741.29 LT		
110			08/01/08	5,728.51	52.077	93.93	10,332.30	4,603.79 LT		
160				**8,683.72**	**54.273**		**15,028.80**	**6,345.08**	**.425**	**64.00**
190	SMITH & NEPHEW PLC SP ADR	SNN	09/21/06	8,389.26	44.154	44 69	8,491.10	101.84 LT		
25			02/04/11	1,420.25	56.81	44.69	1,117.25	(303.00) ST		
215				**9,809.51**	**45.626**		**9,608.35**	**(201.16)**	**1.769**	**170.07**

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
1,650	SPECTRA ENERGY CORP	SE	12/30/08	$ 25,752.37	$ 15.607	$ 24.53	$ 40,474.50	$ 14,722.13 LT		
350			02/27/09	4,636.35	13.246	24.53	8,585.50	3,949.15 LT		
600			08/31/09	11,214.00	18.69	24.53	14,718.00	3,504.00 LT		
454			08/11/10	9,528 10	20 987	24.53	11,136.62	1,608.52 LT		
3,054				**51,130.82**	**16.742**		**74,914.62**	**23,783.80**	**4.239**	**3,176 16**
5,626	STAPLES INC	SPLS	07/13/11	**87,112.42**	15.483	13.30	**74,825 80**	**(12,286.62)** ST	**3.007**	**2,250.40**
315	SUNCOR ENERGY INC NEW	SU	09/01/09	**9,662.09**	30 673	25 44	**8,013.60**	**(1,648.49)** LT	**1.682**	**134.82**
360	TELEFONICA S.A SPON ADR	TEF	09/15/06	5,923.20	16.453	19.12	6,883.20	960.00 LT		
130			02/04/11	3,275.69	25.197	19.12	2,485 60	(790.09) ST		
490				**9,198.89**	**18.773**		**9,368.80**	**169.91**	**8 331**	**780.57**
420	TESCO PLC SPONSORED ADR	TSCDY	09/29/06	8,631.00	20.55	17 79	7,471.80	(1,159.20) LT		
180			10/31/08	3,051.00	16.95	17.79	3,202.20	151.20 LT		
600				**11,682.00**	**19.47**		**10,674.00**	**(1,008.00)**	**3 642**	**388.80**
247	TEVA PHARMACEUTICAL INDS LTD ADR	TEVA	03/31/11	**12,401.25**	50.207	37.22	**9,193.34**	**(3,207.91)** ST	**2.111**	**194.14**
165	TEXAS INSTRUMENTS INC	TXN	03/20/98	2,212.03	13.406	26.65	4,397.25	2,185.22 LT		
30			01/09/03	478.72	15.957	26.65	799.50	320.78 LT		
475			04/29/04	11,865.45	24.979	26.65	12,658.75	793.30 LT		
845			03/27/08	24,308.96	28.768	26.65	22,519.25	(1,789.71) LT		
1,515				**38,865.16**	**25.654**		**40,374.75**	**1,509.59**	**2.551**	**1,030 20**
81	THERMO FISHER SCIENTIFIC INC	TMO	06/10/10	4,154.46	51.289	50.64	4,101.84	(52.62) LT		
94			06/11/10	4,845 69	51 549	50.64	4,760.16	(85.53) LT		
180			08/10/10	8,264.74	45.915	50.64	9,115.20	850.46 LT		
190			08/27/10	8,173.84	43.02	50.64	9,621 60	1,447.76 LT		
140			10/13/10	6,908.01	49 342	50 64	7,089.60	181.59 ST		
685				**32,346.74**	**47.222**		**34,688.40**	**2,341 66**		
500	3M COMPANY	MMM	08/04/09	35,980.00	71.96	71.79	35,895.00	(85.00) LT		
175			08/31/09	12,533.15	71.618	71.79	12,563.25	30.10 LT		
160			05/25/10	12,488.27	78.051	71.79	11,486.40	(1,001.87) LT		
135			08/11/10	11,330.16	83.927	71.79	9,691.65	(1,638.51) LT		
250			11/08/10	21,416.95	85 667	71.79	17,947.50	(3,469.45) ST		
148			07/05/11	14,245.43	96.252	71.79	10,624.92	(3,620 51) ST		
316			09/26/11	23,315.05	73.781	71.79	22,685.64	(629 41) ST		
1,684				**131,309.01**	**77.974**		**120,894.36**	**(10,414.65)**	**3.064**	**3,704.80**

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
890	TIME WARNER INC	TWX	03/08/10	$ 27,278.32	$ 30 649	$ 29 97	$ 26,673 30	($ 605 02) LT		
155			08/13/10	4,783.30	30.86	29 97	4,645 35	(137.95) LT		
272			11/10/10	8,629.04	31.724	29.97	8,151 84	(477.20) ST		
1,095			05/13/11	39,641 41	36.202	29.97	32,817.15	(6,824.26) ST		
356			09/26/11	10,733.08	30.149	29.97	10,669.32	(63.76) ST		
2,768				**91,065.15**	**32.899**		**82,956.96**	**(8,108.19)**	**3.136**	**2,601.92**
460	TOTAL S.A SPONS ADR	TOT	09/01/09	26,105.00	56.75	43.87	20,180.20	(5,924.80) LT		
63			01/28/10	3,697.90	58.696	43.87	2,763.81	(934.09) LT		
185			06/22/10	9,119.89	49.296	43 87	8,115 95	(1,003.94) LT		
530			07/27/10	26,472.71	49.948	43.87	23,251.10	(3,221.61) LT		
275			08/12/10	13,728.33	49.921	43.87	12,064.25	(1,664.08) LT		
290			11/10/10	15,716.93	54.196	43.87	12,722.30	(2,994.63) ST		
202			11/29/10	9,856.63	48.795	43.87	8,861.74	(994.89) ST		
2,005				**104,697.39**	**52.218**		**87,959 35**	**(16,738.04)**	**6 259**	**5,505.73**
900	TRAVELERS COMPANIES INC	TRV	12/30/08	40,478.40	44.976	48.73	43,857.00	3,378.60 LT		
516			09/01/09	25,800.00	50.00	48 73	25,144 68	(655.32) LT		
210			09/22/09	9,953.16	47.396	48.73	10,233.30	280.14 LT		
550			08/11/10	27,003 90	49.098	48 73	26,801.50	(202.40) LT		
430			08/26/11	20,293.12	47.193	48.73	20,953 90	660.78 ST		
2,606				**123,528.58**	**47.402**		**126,990.38**	**3,461.80**	**3 365**	**4,273 84**
275	TREND MICRO INC SPON ADR	TMICY	10/25/06	8,734.00	31.76	31 00	8,525.00	(209.00) LT		
45			12/04/06	1,380.15	30.67	31.00	1,395.00	14.85 LT		
70			02/04/11	2,260.30	32.29	31.00	2,170.00	(90.30) ST		
390				**12,374.45**	**31.729**		**12,090.00**	**(284.45)**	**2.49**	**301.08**
400	UNITED OVERSEAS BANK LTD SPONS ADR	UOVEY	10/25/06	9,200.00	23.00	25.36	10,144.00	944.00 LT		
80			06/09/10	2,139.99	26.749	25.36	2,028.80	(111 19) LT		
115			06/10/10	3,090.21	26.871	25.36	2,916.40	(173.81) LT		
595				**14,430.20**	**24.252**		**15,089.20**	**659 00**	**4.467**	**674.14**
485	UNITED PARCEL SERVICE CL B	UPS	12/30/08	26,328.71	54.286	63.15	30,627.75	4,299.04 LT		
200			08/31/09	10,617.60	53.088	63.15	12,630 00	2,012.40 LT		
200			10/06/09	11,199.52	55.997	63.15	12,630.00	1,430.48 LT		
337			11/11/10	22,811.80	67 69	63.15	21,281 55	(1,530.25) ST		
179			03/16/11	12,705.03	70.977	63.15	11,303.85	(1,401.18) ST		
283			05/17/11	20,757.40	73.347	63.15	17,871.45	(2,885.95) ST		

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
506	UNITED PARCEL SERVICE CL B	UPS	08/10/11	$ 31,838.63	$ 62.922	$ 63.15	$ 31,953.90	$ 115 27 ST		
2,190				**138,258.69**	**62.219**		**138,298.50**	**2,039.81**	**3.293**	**4,555.20**
435	UNITED TECHNOLOGIES CORP	UTX	12/30/08	23,076.32	53.049	70.36	30,606.60	7,530.28 LT		
80			09/25/09	4,901.76	61.272	70.36	5,628.80	727.04 LT		
515				**27,978.08**	**54.326**		**36,235.40**	**8,257.32**	**2.728**	**988.80**
45	UNITEDHEALTH GROUP INC	UNH	03/27/08	1,533.96	34.088	46.12	2,075.40	541 44 LT		
675			09/25/08	17,211.83	25.499	46 12	31,131.00	13,919.17 LT		
150			02/26/09	3,074.60	20.497	46 12	6,918.00	3,843.40 LT		
870				**21,820.39**	**25.081**		**40,124.40**	**18,304.01**	**1.409**	**565.50**
500	VERIZON COMMUNICATIONS	VZ	05/08/09	13,938.52	27.877	36.80	18,400.00	4,461.48 LT		
330			09/16/09	9,328.97	28 269	36.80	12,144.00	2,815.03 LT		
1,235			10/02/09	34,735.23	28.125	36 80	45,448 00	10,712.77 LT		
215			01/28/10	5,922.98	27.548	36.80	7,912 00	1,989.02 LT		
285			07/16/10	7,595.93	26.652	36.80	10,488.00	2,892.07 LT		
559			11/18/10	18,335.20	32 80	36.80	20,571.20	2,236 00 ST		
3,124				**89,856.83**	**28.763**		**114,963.20**	**25,106.37**	**5.434**	**6,248.00**
6	VERTEX PHARMACEUTICALS INC	VRTX	11/06/08	161.84	26.972	44.46	266.76	104.92 LT		
45			11/11/08	1,213.31	26.962	44.46	2,000.70	787 39 LT		
141			11/12/08	3,768.79	26.729	44.46	6,268.86	2,500.07 LT		
44			11/13/08	1,171.65	26 628	44.46	1,956.24	784.59 LT		
84			11/17/08	2,264.85	26.962	44.46	3,734.64	1,469.79 LT		
320				**8,580.44**	**26.814**		**14,227.20**	**5,646.76**		
121	VESTAS WIND SYS A/S UTD KINGD-DKK UNSPONS ADR	VWDRY	05/12/10	2,102.31	17.374	5.39	652.19	(1,450.12) LT		
132			05/14/10	2,309.56	17.496	5.39	711.48	(1,598.08) LT		
372			05/17/10	6,347.81	17.064	5.39	2,005.08	(4,342.73) LT		
490			11/08/10	5,277.30	10.77	5.39	2,641.10	(2,636.20) ST		
1,115				**16,036.98**	**14.383**		**6,009.85**	**(10,027 13)**		
100	VISA INC COM CL A	V	05/06/10	8,295.80	82.958	85 72	8,572.00	276.20 LT		
13			05/13/10	1,129.82	86.909	85.72	1,114.36	(15.46) LT		
130			05/26/10	9,663.51	74.334	85.72	11,143.60	1,480.09 LT		
95			06/10/10	7,248.23	76.297	85.72	8,143.40	895 17 LT		
40			10/04/10	2,947.43	73.685	85 72	3,428.80	481.37 ST		
132			12/01/10	9,920.50	75.155	85 72	11,315.04	1,394.54 ST		
106			02/10/11	7,938 37	74.89	85.72	9,086.32	1,147.95 ST		
616				**47,143.66**	**76.532**		**52,803.52**	**5,659.86**	**699**	**369.60**

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
425	VODAFONE GROUP PLC SPONS ADR NEW	VOD	09/15/06	**$ 9,290.50**	$ 21.86	$ 25.66	**$ 10,905.50**	**$ 1,615.00** LT	**5.506%**	**$ 600.53**
425	WAL-MART DE MEXICO SA DE CV SPON ADR	WMMVY	09/22/06	**7,086 87**	16.675	23.05	**9,796.25**	**2,709.38** LT	**1 427**	**139.83**
205	WAL-MART STORES INC	WMT	03/20/09	10,199.32	49 752	51.90	10,639 50	440.18 LT		
505			07/14/09	24,125.87	47.774	51.90	26,209.50	2,083.63 LT		
460			09/04/09	23,878.60	51.91	51.90	23,874.00	(4.60) LT		
120			05/04/10	6,454.49	53.787	51.90	6,228.00	(226.49) LT		
300			08/10/10	15,668.40	52.228	51.90	15,570.00	(98.40) LT		
360			11/08/10	19,762.56	54 896	51 90	18,684.00	(1,078.56) ST		
1,950				**100,089.24**	**51.328**		**101,205 00**	**1,115.76**	**2.813**	**2,847 00**
1,250	WASTE MGMT INC DEL	WM	12/30/08	40,486.13	32.388	32.56	40,700.00	213.87 LT		
250			03/16/09	6,085.48	24.341	32 56	8,140.00	2,054.52 LT		
945			09/02/09	27,823.16	29.442	32.56	30,769.20	2,946 04 LT		
525			10/02/09	15,303 44	29 149	32 56	17,094.00	1,790 56 LT		
450			08/11/10	15,032.84	33.406	32.56	14,652.00	(380.84) LT		
730			11/08/10	25,678.70	35.176	32.56	23,768.80	(1,909.90) ST		
4,150				**130,409.75**	**31.424**		**135,124.00**	**4,714.25**	**4.176**	**5,644.00**
1,430	WISCONSIN ENERGY CORP HLDG CO	WEC	08/10/11	**41,243.20**	28.841	31.29	**44,744.70**	**3,501 50** ST	**3 323**	**1,487.20**
Total common stocks and options				**$ 6,229,591.90**			**$ 6,367,111.87**	**($ 194,458.21) ST**	**2.89**	
								$ 331,978.18 LT		**$ 184,180.51**

Mortgage and asset backed securities

Current Value is calculated as follows: Original Principal Amount x Factor x Price = Current Value

Original principal amount	Description	Date acquired/ CUSIP #	Cost	Share cost	Current share price/accrued interest	Current value	Unrealized gain/(loss)	Current % yield	Anticipated income (annualized)
163,000	FNMA PL#AE0401 DTD 09/01/2010 INT: 04.000% MATY: 09/01/2025 FACTOR: .82097985 Curr.face $ 133,819.72 Int paid annually	06/17/11 31419ANT0	**$ 140,419.74**	$ 104.625	$ 105.603 **$ 5,352.79**	**$ 141,317.63**	**$ 897.89** ST	**3.787%**	**$ 5,352.78**
150,000	FNMA PL#AE5487 DTD 10/01/2010 INT: 03 500% MATY: 10/01/2025 FACTOR: .90262639 Curr.face $ 135,393.96 Int paid monthly	10/14/10 31419GCZ5	**141,604.87**	104.14	104.575 **394.90**	**141,588.23**	**(16.64)** ST	**3.346**	**4,738 78**

Mortgage and asset backed securities *continued*

Original principal amount	Description	Date acquired/ CUSIP #	Cost	Share cost	Current share price/accrued interest	Current value	Unrealized gain/(loss)	Current % yield	Anticipated Income (annualized)
125,000	GNMA PL#737942X DTD 02/01/2011 INT: 03.500% MATY: 02/15/2026 FACTOR: .96051338 Curr.face $ 120,064 17 Int paid monthly	03/10/11 3620ARZF1	**$ 122,941.88**	$ 102.312	$ 105.825 **$ 350.19**	**$ 127,057.91**	**$ 4,116.03** ST	**3.307%**	**$ 4,202.24**
85,000	FNMA PL#745336 DTD 02/01/2006 INT. 05.000% MATY: 03/01/2036	03/28/08 31403DBD0	31,058.55	98 781	107.966	35,516.96	4,458.41 LT		
260,000	FACTOR: .38701681 Curr.face $ 133,520.80	09/15/10	109,325.37	106.296	107.966	108,640.11	(685.26) LT		
345,000	Int paid monthly		**140,383.92**	**40.70**	**556.34**	**144,157.07**	**3,773.15**	**4.631**	**6,676.04**
265,000	FNMA PL#888406 DTD 04/01/2007 INT· 05.000% MATY: 08/01/2036 FACTOR: .46122364 Curr.face $ 122,224.26 Int paid monthly	04/01/09 31410GAF0	**129,607.83**	103.343	107.966 **509.27**	**131,960.65**	**2,352 82** LT	**4.631**	**6,111.21**
230,000	FNMA PL#190377 DTD 10/01/2006 INT: 05.000% MATY: 11/01/2036 FACTOR: .39966551 Curr.face $ 91,923.07 Int paid monthly	05/10/11 31368HM26	**98,350.42**	106.453	107.966 **383.01**	**99,245.66**	**895.24** ST	**4.631**	**4,596 15**
372,000	FHLMC PL#G04214 DTD 04/01/2008 INT: 05.500% MATY. 05/01/2038 FACTOR: .47738008 Curr.face $ 177,585 39 Int paid monthly	04/13/11 3128M6AP3	**191,295.20**	107.078	108.365 **813.93**	**192,440.41**	**1,145.21** ST	**5.075**	**9,767.19**
346,000	FNMA PL#889750 DTD 07/01/2008 INT. 06 000% MATY: 05/01/2038 FACTOR: .30539916 Curr.face $ 105,668.11 Int paid monthly	03/24/11 31410KQB3	**116,543.67**	108.859	109.912 **528.34**	**116,141.93**	**(401.74)** ST	**5.458**	**6,340.08**
425,000	FHLMC PL#G05122 DTD 12/01/2008 INT· 05.500% MATY: 01/01/2039 FACTOR: .34846219 Curr.face $ 148,096.43 Int paid monthly	09/15/11 3128M7AX4	**161,170.57**	108.828	108.365 **678.78**	**160,484.70**	**(685.87)** ST	**5 075**	**8,145 30**
170,000	GNMA PL#745189X DTD 07/01/2010 INT: 04.500% MATY: 07/15/2040 FACTOR: .95062368 Curr.face $ 161,606.03 Int paid monthly	08/20/10 3620C02W7	**171,473.23**	105 812	108 815 **606.02**	**175,851.60**	**4,378.37** LT	**4.135**	**7,272.27**

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Mortgage and asset backed securities *continued*

Original principal amount	Description	Date acquired/ CUSIP #	Cost	Share cost	Current share price/accrued interest	Current value	Unrealized gain/(loss)	Current % yield	Anticipated Income (annualized)
205,000	FNMA PL#AE5463 DTD 10/01/2010 INT: 04.000% MATY: 10/01/2040	11/05/10 31419GB94	$ 201,293.93	$ 103.671	$ 104.946	$ 203,366.52	$ 2,072.59 ST		
55,000	FACTOR: .94527833 Curr.face $ 283,583.50	12/08/10	$ 51,708.54	$ 99.484	$ 104.946	$ 54,561.75	$ 2,853.21 ST		
40,000	Int paid monthly	02/24/11	$ 37,221.97	$ 98.50	$ 104.946	$ 39,681.27	$ 2,459.30 ST		
300,000			**$ 290,224.44**	**$ 96.70**	**$ 945.28**	**$ 297,609.54**	**$ 7,385.10**	**3 811**	**$ 11,343.34**
Total mortgage and asset backed securities			**$ 1,704,015.77**		**$ 11,118.85**	**$ 1,727,855.33**	**$ 13,335.22 ST**	**4.31**	
2,891,000							**$ 10,504.34 LT**		**$ 74,545.38**

Bonds

Unrealized gains & losses have been adjusted to account for the accretion of OID (original issue discount), the amortization of premium, and/or the accretion of market discount

Call features shown indicate the next regularly scheduled call date and price. Your holdings may be subject to other redemption features including sinking funds or extraordinary calls.

The research rating for Moody's Investors Service and Standard & Poor's may be shown for certain fixed income securities. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance. Your Financial Advisor will be pleased to provide you with further information or assistance in interpreting research ratings

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Corporate bonds

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted	Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
36,000	WALT DISNEY COMPANY DTD 2/28/02	10/05/06 25468PBX3	$ 38,004.84 $ 36,173.16	$ 105.569 $ 100.481	102.283	$ 36,821.88	($ 1,182.96) LT $ 648.72 LT		$ 0.00 $ 648.72
50,000	INT: 06.375% MATY: 03/01/2012 Rating: A2/A	03/28/08	54,276.00 50,487 00	108.552 100.974	102.283	51,141.50	(3,134.50) LT 654.50 LT		0.00 654.50
25,000		03/10/10	27,506.75 25,540 50	110.027 102.162	102.283	25,570.75	(1,936.00) LT 30.25 LT		0 00 30.25
12,000		03/03/11	12,701.40 12,300.24	105.845 102.502	102.283	12,273.96	(427.44) ST (26.28) ST		0.00 (26.28)
123,000			132,488.99 **124,500 90**	107.70 101.20	**653.44**	**125,808.09**	(6,680.90) **1,307.19**	**6.232** **7,841.25**	**0.00** **1,307.19**
91,000	BB&T CORPOPRATION DTD 07/27/2009	10/14/10 05531FAC7	95,502.68 93,104 83	104.948 102.313	102.269	93,064.79	(2,437.89) ST (40.04) ST		0.00 (40 04)
10,000	INT: 03.850% MATY. 07/27/2012 Rating: A2/A	03/03/11	10,379.10 10,226.20	103.791 102.262	102.269	10,226.90	(152.20) ST .70 ST		0.00 .70

Corporate bonds *continued*

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
3,000	BB&T CORPOPRATION	05/18/11	$ 3,105.84	$ 103.528	102.269	$ 3,068.07	($ 37.77)	ST		$ 0.00
	DTD 07/27/2009	05531FAC7	$ 3,074 22	$ 102.474			($ 6.15)	ST		($ 6.15)
104,000	INT: 03.850% MATY: 07/27/2012		108,987.62	104.80		**106,359 76**	(2,627.86)		**3.764**	**0 00**
	Rating: A2/A		**106,405.25**	102.30	**711.82**		**(45.49)**		**4,004.00**	**(45.49)**
87,000	VERIZON GLOBAL FDG CORP	10/14/10	94,632.51	108.773	105.52	91,802.40	(2,830.11)	ST		0.00
	NOTES BOOK/ENTRY	92344GAV8	91,891.14	105.622			(88.74)	ST		(88.74)
11,000	DD 6/5/03	02/23/11	11,758.12	106.892	105.52	11,607.20	(150.92)	ST		0.00
	INT: 04 375% MATY. 06/01/2013		11,562.43	105.113			44.77	ST		44.77
4,000	Rating. A3/A-	05/19/11	4,261.64	106.541	105.52	4,220.80	(40.84)	ST		0.00
			4,216.64	105.416			4.16	ST		4.16
102,000			110,652.27	108 50		**107,630.40**	(3,021.87)		**4.146**	**0.00**
			107,670.21	105.60	**1,487.50**		**(39.81)**		**4,462 50**	**(39.81)**
25,000	AMERICAN EXPRESS CR	04/28/09	25,326.25	101.305	109.462	27,365.50	2,039.25	LT		0.00
	DTD 08/20/2008	0258M0CY3	25,154.00	100.616			2,211.50	LT		2,211.50
75,000	INT: 07.300% MATY: 08/20/2013	07/20/09	80,372.25	107.163	109.462	82,096.50	1,724.25	LT		0.00
	Rating: A2/BBB+		77,628 75	103 505			4,467.75	LT		4,467.75
4,000		06/17/10	4,541.76	113.544	109.462	4,378.48	(163.28)	LT		0.00
			4,329.36	108.234			49.12	LT		49.12
13,000		02/15/11	14,599.13	112.301	109.462	14,230.06	(369.07)	ST		0.00
			14,213.29	109.333			16.77	ST		16.77
117,000			124,839.39	106.70		**128,070.54**	3,231.15		**6.668**	**0.00**
			121,325.40	103 70	**972.73**		**6,745.14**		**8,541.00**	**6,745.14**
84,000	TIME WARNER CABLE INC	07/27/09	94,728.48	112.772	113 111	95,013.24	284.76	LT		0.00
	BOOK/ENTRY	88732JAR9	90,027.00	107.175			4,986 24	LT		4,986.24
17,000	DTD 03/26/2009	03/11/10	19,766.58	116.274	113.111	19,228.87	(537.71)	LT		0.00
	INT: 07.500% MATY: 04/01/2014		18,754.57	110.321			474.30	LT		474.30
12,000	Rating: BAA2/BBB	02/22/11	13,830.60	115.255	113.111	13,573.32	(257.28)	ST		0.00
			13,488.48	112 404			84.84	ST		84.84
5,000		05/19/11	5,766.35	115.327	113.111	5,655.55	(110.80)	ST		0.00
			5,674.75	113.495			(19.20)	ST		(19.20)
118,000			134,092.01	113.60		**133,470.98**	(621.03)		**6.63**	**0.00**
			127,944.80	108.40	**4,425.00**		**5,526.18**		**8,850.00**	**5,526.18**
74,000	GOLDMAN SACHS GROUP INC	01/29/10	81,206.12	109.738	105.873	78,346.02	(2,860.10)	LT		0 00
	BOOK/ENTRY	38141EA33	78,516.22	106.103			(170.20)	LT		(170.20)
27,000	DTD 05/06/2009	03/10/10	29,653.83	109 829	105.873	28,585.71	(1,068.12)	LT		0.00
	INT: 06.000% MATY: 05/01/2014		28,705.59	106.317			(119.88)	LT		(119.88)
2,000	Rating: A1/A	06/17/10	2,136.80	106.84	105 873	2,117.46	(19.34)	LT		0.00
			2,094.00	104.70			23.46	LT		23.46

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Corporate bonds *continued*

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued interest	Current value	Unrealized Gain/(loss) Original/ Adjusted	Current % Yield/ Anticip Income (annualized)	Ordinary income/ Capital gain/(loss)
4,000	GOLDMAN SACHS GROUP INC BOOK/ENTRY	11/02/10 38141EA33	$ 4,505.92 $ 4,378.60	$ 112.648 $ 109.465	105 873	$ 4,234.92	($ 271.00) ST ($ 143.68) ST		$ 0 00 ($ 143.68)
4,000	DTD 05/06/2009 INT: 06.000% MATY: 05/01/2014	01/06/11	4,411.76 4,325.28	110.294 108.132	105.873	4,234.92	(176.84) ST (90.36) ST		0.00 (90.36)
8,000	Rating: A1/A	02/15/11	8,816.08 8,664.32	110.201 108.304	105.873	8,469.84	(346.24) ST (194.48) ST		0.00 (194.48)
3,000		07/20/11	3,291.09 3,272.70	109.703 109.09	105.873	3,176.19	(114.90) ST (96.51) ST		0 00 (96.51)
122,000			134,021.60 **129,956.71**	109.90 106.50	 **3,050.00**	**129,165.06**	(4,856.54) **(791.65)**	**5.667** **7,320.00**	**0.00** **(791.65)**
120,000	HEWLETT PACKARD CO DTD 02/26/2009	04/28/11 428236AV5	131,475.60 129,984.00	109.563 108.32	107.438	128,925.60	(2,550.00) ST (1,058.40) ST		0.00 (1,058.40)
3,000	INT: 04.750% MATY: 06/02/2014 Rating: A2/A	05/19/11	3,285.15 3,252.72	109.505 108.424	107.438	3,223.14	(62.01) ST (29.58) ST		0.00 (29.58)
123,000			134,760.75 **133,236.72**	109.60 108.30	 **1,931.27**	**132,148.74**	(2,612.01) **(1,087.98)**	**4.421** **5,842.50**	**0.00** **(1,087.98)**
109,000	WACHOVIA CORP SUB NOTES BOOK ENTRY	09/23/10 929903AJ1	118,708.63 116,264.85	108.907 106.665	104.911	114,352.99	(4,355.64) LT (1,911.86) LT		0.00 (1,911.86)
3,000	DD 7/22/04 INT: 05.250% MATY: 08/01/2014	12/14/10	3,186.48 3,147.87	106.216 104.929	104.911	3,147.33	(39.15) ST (.54) ST		0.00 (.54)
11,000	Rating: A3/A+	02/18/11	11,821.92 11,683.98	107.472 106.218	104.911	11,540.21	(281.71) ST (143 77) ST		0.00 (143 77)
123,000			133,717.03 **131,096.70**	108.70 106.60	 **1,076 25**	**129,040.53**	(4,676.50) **(2,056.17)**	**5.004** **6,457 50**	**0.00** **(2,056 17)**
67,000	KELLOGG CO BOOK/ENTRY DTD 05/21/2009 INT: 04.450% MATY: 05/30/2016 Rating: A3/BBB+	08/16/11 487836BB3	75,285.89 **75,096.28**	112.367 112.084	111.453 **1,002.12**	**74,673.51**	(612.38) ST **(422.77)** ST	**3.982** **2,981.50**	**0.00** **(422.77)**
120,000	MERRILL LYNCH & CO BOOK/ENTRY	06/01/11 59018YJ69	135,334 80 134,631.60	112 779 112.193	96.954	116,344.80	(18,990.00) ST (18,286.80) ST		0 00 (18,286 80)
2,000	DD 8/28/2007 INT: 06.400% MATY: 08/28/2017	07/20/11	2,189 94 2,184.74	109 497 109.237	96 954	1,939.08	(250.86) ST (245.66) ST		0.00 (245.66)
122,000	Rating: BAA1/A		137,524.74 **136,816.34**	112 70 112.10	 **715.73**	**118,283.88**	(19,240.86) **(18,532.46)**	**6 601** **7,808.00**	**0.00** **(18,532.46)**

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Corporate bonds *continued*

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
29,000	JPMORGAN CHASE & CO	04/22/09	$ 28,762.78	$ 99.182	113.133	$ 32,808.57	$ 4,045.79	LT		$ 0.00
	BOOK/ENTRY	46625HHL7	$ 28,762 78	$ 99 182			$ 4,045 79	LT		$ 4,045.79
50,000	DTD 04/23/2009	08/13/09	54,256.00	108.512	113.133	56,566.50	2,310.50	LT		0 00
	INT: 06.300% MATY: 04/23/2019		53,497.50	106 995			3,069.00	LT		3,069.00
23,000	Rating: AA3/A+	03/10/10	25,412.01	110.487	113.133	26,020.59	608.58	LT		0.00
			25,074 14	109.018			946.45	LT		946 45
15,000		02/15/11	16,773.00	111.82	113.133	16,969.95	196 95	ST		0.00
			16,661 40	111.076			308.55	ST		308 55
117,000			125,203.79	107.00		**132,365.61**	7,161.82		**5.568**	**0.00**
			123,995.82	106.00	**3,235.05**		**8,369.79**		**7,371.00**	**8,369 79**
5,000	GENERAL ELEC CAP CORP GLOBAL	10/05/06	5,749.00	114.98	114.157	5,707.85	(41.15)	LT		0.00
	MED TERM NOTES BOOK/ENTRY	36962GXZ2	5,672.40	113.448			35.45	LT		35 45
25,000	DTD 3/20/02	04/15/08	26,542.00	106.168	114.157	28,539.25	1,997.25	LT		0.00
	INT: 06.750% MATY: 03/15/2032		26,434.00	105.736			2,105.25	LT		2,105.25
50,000	Rating: AA2/AA+	02/03/09	44,607.00	89.214	114.157	57,078.50	12,471.50	LT		253.50
			44,607.00	89.214			12,471.50	LT		12,218.00
6,000		03/10/10	6,167.16	102.786	114.157	6,849.42	682.26	LT		0.00
			6,161.28	102.688			688.14	LT		688.14
10,000		02/15/11	11,102.20	111.022	114.157	11,415.70	313.50	ST		0.00
			11,085.50	110.855			330.20	ST		330.20
96,000			94,167.36	98.10		**109,590.72**	15,423.36		**5.912**	**253.50**
			93,960 18	97.90	**288 00**		**15,630.54**		**6,480.00**	**15,377 04**
112,000	TIME WARNER INC	12/21/10	120,711.36	107.778	113.519	127,141.28	6,429.92	ST		0.00
	BOOK/ENTRY DD 11/13/2006	887317AD7	120,598.24	107.677			6,543.04	ST		6,543.04
3,000	INT: 06.500% MATY: 11/15/2036	01/27/11	3,181.74	106.058	113.519	3,405.57	223.83	ST		0.00
	Rating: BAA2/BBB		3,179 79	105.993			225.78	ST		225.78
11,000		02/18/11	11,450.67	104.097	113.519	12,487.09	1,036.42	ST		0.00
			11,446.49	104.059			1,040.60	ST		1,040.60
126,000			135,343.77	107.40		**143,033.94**	7,690 17		**5.725**	**0 00**
			135,224.52	107.30	**3,094.00**		**7,809.42**		**8,190.00**	**7,809.42**
47,000	CVS CAREMARK CORP	06/25/10	49,193.49	104 667	117.341	55,150.27	5,956.78	LT		0.00
	BOOK/ENTRY	126650BR0	49,158.71	104.593			5,991 56	LT		5,991.56
40,000	DTD 09/11/2009	07/14/10	41,791.20	104.478	117.341	46,936.40	5,145.20	LT		0.00
	INT: 06.125% MATY: 09/15/2039		41,764.00	104.41			5,172.40	LT		5,172.40
15,000	Rating: BAA2/BBB+	02/15/11	15,454.20	103.028	117.341	17,601.15	2,146.95	ST		0.00
			15,450.60	103.004			2,150.55	ST		2,150.55
102,000			106,438.89	104.40		**119,687.82**	13,248.93		**5.219**	**0.00**
			106,373.31	104.30	**277.67**		**13,314.51**		**6,247.50**	**13,314.51**

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Corporate bonds *continued*

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
83,000	COMCAST CORP BOOK/ENTRY DTD 03/01/2010 INT: 06.400% MATY: 03/01/2040 Rating: BAA1/BBB+	09/13/11 20030NBB6	$ 96,499.12 **$ 96,488.33**	$ 116 264 $ 116.251	116.379 **$ 442.67**	**$ 96,594.57**	$ 95.45 **$ 106.24**	ST ST	**5.499** **$ 5,312.00**	**$ 0.00** **$ 106.24**
Total corporate bonds			**$ 1,784,023.22**		**$ 23,363.25**	**$ 1,785,924.15**	**($ 10,036.76)**	**ST**	**5.47**	**$ 253.50**
1,645,000			**$ 1,750,091.47**				**$ 45,869.44**	**LT**	**$ 97,708.76**	**$ 35,579.18**

Government & government sponsored entity (GSE) bonds

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
253,000	U S TREASURY NOTES SER AE-2012 DTD 11/15/2009 INT: 01.375% MATY. 11/15/2012	05/23/11 912828LX6	$ 256,814.73 **$ 255,909 50**	$ 101.507 $ 101.15	101.32 **$ 1,313 88**	**$ 256,339.60**	($ 475 13) **$ 430.10**	ST ST	**1.357** **$ 3,478 75**	**$ 0.00** **$ 430 10**
94,000	U S TREASURY NOTES SER M-2015 DTD 05/31/2010	12/21/10 912828NF3	95,424.66 95,183 46	101.515 101 259	105 523	99,191 62	3,766.96 4,008.16	ST ST		0.00 4,008 16
5,000	INT: 02.125% MATY: 05/31/2015	02/03/11	5,063.48 5,054.15	101.269 101.083	105 523	5,276 15	212.67 222.00	ST ST		0.00 222.00
5,000		02/23/11	5,059 57 5,051.45	101.191 101 029	105.523	5,276.15	216.58 224.70	ST ST		0.00 224 70
104,000			105,547.71 **105,289.06**	101.50 101.20	**742.70**	**109,743.92**	4,196.21 **4,454.86**		**2.013** **2,210.00**	**0.00** **4,454.86**
72,000	FEDERAL HOME LOAN MTG CORP GLOBAL DEBS BOOK/ENTRY	01/11/11 3134A4VC5	79,332.48 78,215 76	110.184 108 633	112.961	81,331.92	1,999.44 3,116 16	ST ST		0.00 3,116 16
78,000	DTD 07/14/2005 INT: 04.375% MATY: 07/17/2015	08/18/11	88,812.36 88,529.22	113.862 113.499	112.961	88,109.58	(702.78) (419.64)	ST ST		0.00 (419.64)
150,000			168,144.84 **166,744.98**	112.10 111.20	**1,348.96**	**169,441.50**	1,296.66 **2,696.52**		**3.873** **6,562.50**	**0.00** **2,696 52**
116,000	U S TREASURY NOTES SER M-2016 DTD 07/31/2009 INT: 03.250% MATY: 07/31/2016	09/22/11 912828LD0	129,852.02 **129,798.20**	111.941 111.895	111 047 **635.16**	**128,814.52**	(1,037.50) **(983.68)**	ST ST	**2.926** **3,770.00**	**0 00** **(983.68)**
120,000	FEDERAL NATL MTG ASSN GLOBAL DEBS-BK/ENTRY	03/09/10 31359MW41	134,090.40 130,995.60	111.742 109.163	119.156	142,987.20	8,896.80 11,991.60	LT LT		0.00 11,991 60
7,000	DTD 08/17/2006 INT: 05 250% MATY: 09/15/2016	12/29/10	7,930.23 7,816.41	113.289 111.663	119.156	8,340.92	410.69 524.51	ST ST		0.00 524.51

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Government & government sponsored entity (GSE) bonds *continued*

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
12,000	FEDERAL NATL MTG ASSN GLOBAL	02/23/11	$ 13,605.20	$ 113.376	119.156	$ 14,298.72	$ 693.52	ST		$ 0.00
	DEBS-BK/ENTRY	31359MW41	$ 13,444.44	$ 112.037			$ 854.28	ST		$ 854.28
139,000	DTD 08/17/2006		155,625.83	112.00		**165,626.84**	10,001.01		**4.405**	**0.00**
	INT: 05.250% MATY: 09/15/2016		**152,256.45**	109.50	**324.33**		**13,370.39**		**7,297.50**	**13,370.39**
105,000	U S TREASURY NOTES SER F 2016	03/29/11	117,193.96	111.613	118.109	**124,014.45**	6,820.49	ST	**3.915**	**0.00**
	DTD 11/15/2006	912828FY1	**116,170.85**	110.639	**1,834.29**		**7,843.50**	ST	**4,856.25**	**7,843.50**
	INT: 04 625% MATY: 11/15/2016									
85,000	U S TREASURY NOTES SER B-2018	09/30/10	93,576.33	110.089	113.586	96,548.10	2,971.77	ST		0.00
	DTD 02/15/2008	912828HR4	92,488.50	108.81			4,059.60	ST		4,059.60
7,000	INT: 03.500% MATY· 02/15/2018	12/29/10	7,296.41	104.234	113.586	7,951.02	654.61	ST		0.00
			7,267.82	103.826			683.20	ST		683 20
5,000		02/03/11	5,208.21	104.164	113.586	5,679.30	471.09	ST		0.00
			5,190.40	103.808			488.90	ST		488.90
5,000		02/23/11	5,210.74	104.214	113.586	5,679 30	468.56	ST		0.00
			5,194.05	103.881			485.25	ST		485.25
102,000			111,291 69	109.10		**115,857.72**	4,566.03		**3.081**	**0.00**
			110,140.77	108.00	**455.85**		**5,716.85**		**3,570.00**	**5,716 85**
75,000	FEDERAL HOME LOAN MTG CORP	03/31/11	77,459.25	103.279	112 971	**84,728.25**	7,269.00	ST	**3.319**	**0.00**
	NOTES BK/ENTRY	3137EACA5	**77,324.25**	103.099	**31 25**		**7,404.00**	ST	**2,812.50**	**7,404.00**
	DTD 03/27/2009									
	INT: 03 750% MATY 03/27/2019									
105,000	U S TREASURY NOTES SERC-2021	07/06/11	105,233.84	100 222	110.992	**116,541.60**	11,307.76	ST	**2.815**	**0.00**
	DTD 05/15/2011	912828QN3	**105,228.90**	100.218	**1,239 39**		**11,312.70**	ST	**3,281.25**	**11,312.70**
	INT: 03.125% MATY: 05/15/2021									
75,000	US TSY INFLATION INDEX BDS CPI	03/09/10	81,299.12	99 507	118.789	101,407.79	20,108.67	LT		0.00
	U NON-SEASONALLY ADJ	912810FS2	81,299.12	99.507			20,108 67	LT		20,108 67
6,000	DTD 01/31/2006	12/14/10	6,931.31	104 906	118.789	8,112.62	1,181.31	ST		0.00
	INT: 02.000% MATY: 01/15/2026		7,148.60	104.676			964.02	ST		964.02
10,000	Factor· 1.13824	02/03/11	11,506 77	104.359	118.789	13,521.04	2,014.27	ST		0 00
	Curr.face $ 103,579.84		11,858 90	104.189			1,662.14	ST		1,662.14
91,000			99,737.20	109.60		**123,041.45**	23,304.25		**1.683**	**0.00**
			100,306 62	110 20	**439.09**		**22,734.83**		**2,071.59**	**22,734.83**
43,000	U S TREASURY BOND SER MAY 2038	06/15/10	45,351.58	105.468	130.25	56,007.50	10,655.92	LT		0.00
	DTD 08/15/08	912810PX0	45,291.47	105 329			10,716.03	LT		10,716 03
10,000	INT: 04.500% MATY: 05/15/2038	02/03/11	9,874.61	98.746	130.25	13,025.00	3,150.39	ST		0.00
			9,874.61	98.746			3,150.39	ST		3,150 39
53,000			55,226.19	104.20		**69,032 50**	13,806.31		**3.454**	**0 00**
			55,166.08	104.10	**900.86**		**13,866.42**		**2,385.00**	**13,866.42**

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MorganStanley SmithBarney

Ref: 00000474 00011509

Reserved Client Statement
September 1 - September 30, 2011

THE KEITH HARING FOUNDATION   Account number 133-54937-12 102

Government & government sponsored entity (GSE) bonds *continued*

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
35,000	U S TREASURY BONDS	07/20/10	$ 36,587.32	$ 104.535	125.844	$ 44,045.40	$ 7,458.08	LT		$ 0 00
	DTD 05/15/2009	912810QB7	$ 36,551 20	$ 104 432			$ 7,494.20	LT		$ 7,494.20
15,000	INT: 04.250% MATY: 05/15/2039	12/14/10	14,446.29	96.308	125.844	18,876.60	4,430.31	ST		0.00
			14,446.29	96.308			4,430.31	ST		4,430.31
5,000		02/03/11	4,715.24	94.304	125.844	6,292.20	1,576.96	ST		0.00
			4,715.24	94.304			1,576.96	ST		1,576.96
55,000			55,748.85	101.40		**69,214.20**	13,465.35		3.377	**0.00**
			55,712.73	101.30	**882.91**		**13,501.47**		**2,337.50**	**13,501.47**
Total government & government sponsored entity (GSE) bonds			**$ 1,437,876.11**		**$ 10,148.87**	**$ 1,532,396.55**	**$ 52,037.56**	**ST**	**2.91**	**$ 0.00**
1,348,000			**$ 1,430,048.49**				**$ 50,310.50**	**LT**	**$ 44,632.84**	**$ 102,348.06**
Total portfolio value			$11,113,747.63			11413287.90	**($ 139,122.19)**	**ST**	**3.30**	**$ 253.50**
							$ 438,662.46	**LT**	**$ 401,139.06**	**$ 137,927.24**

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KEITH HARING FOUNDATION

FYE: 10/1/2010 THROUGH 9/30/2011

CHARITABLE CONTRIBUTIONS

Date	Check#	Donee Names	Donee Addresses	Amount
10/06/10	1658	New Museum	235 Bowery, New York, NY 10002	25,000.00
10/28/10	1670	The Trevor Project	9056 Santa Monica Blvd., Ste. 208, West Hollywood, CA 90069	10,000.00
10/28/10	1669	Special Delivery San Diego	4021 Goldfinch Street, San Diego, CA 92103	5,000.00
10/28/10	1668	Queens Museum of Art	Flushing Meadows, Corona Park, Queens, NY 11368-3398	10,000.00
10/28/10	1667	Pediatric AIDS Chicago Prevention Initiative	200 West Jackson Blvd, Suite 2200, Chicago, IL 60606	5,250.00
10/28/10	1665	DIA Art Foundation	535 West 22nd Street, New York, NY 10011	20,000.00
10/28/10	1664	Visual AIDS	526 West 26th Street, Suite 510, New York, NY 10001	4,000.00
10/28/10	1663	Project Hospitality	100 Park Avenue, Staten Island, NY 10302	10,000.00
10/28/10	1662	New York AIDS Coalition	400 Broadway, 2nd Floor, New York, NY 10013	10,000.00
10/28/10	1661	Miracle House	80 Eighth Avenue, Suite 315, New York, NY 10011	7,500.00
10/28/10	1660	Camp Laurel	75 South Grand Avenue, Pasadena, CA 91105	5,000.00
10/28/10	1659	A.R.E.A.	2350 Broadway, #1016, New York, NY 10024	4,000.00
10/28/10	1666	Museum of Arts and Design	2 Columbus Circle, New York, 10019	10,000.00
01/31/11	1672	Children's Museum of the Arts	182 Lafayette Street, New York, NY 10013	20,000.00
01/31/11	1673	Children's Village	The Children's Village, Echo Hills, Dobbs Ferry, NY 10522	45,000.00
01/31/11	1674	Doctors Without Borders U	333 Seventh Avenue, 2nd Floor, New York, NY 10001-5004	20,000.00
01/31/11	1675	Edge Alliance	212 East Ohio Street, Suite 500, Chicago, IL 60611	15,000.00
01/31/11	1676	Gay Mens Health Crisis	119 West 24th Street (8th Floor), New York, NY 10011	50,000.00
01/31/11	1677	Harlem United	306 Lenox Avenue, 3rd Floor, New York, NY 10027	15,000.00
01/31/11	1679	Learning Through Expanded Arts Program, Ir	441 West End Avenue, Suite 2G, New York, NY 10024	5,000.00
01/31/11	1680	Montefiore Medical Center	3320 Rochambeau Avenue, Bronx, NY 10467	10,000.00
01/31/11	1681	Planned Parenthood of NYC	Margaret Sanger Square, 26 Bleeker Street, New York, NY 10012-2413	30,000.00
01/31/11	1682	Bailey House	1751 Park Avenue, New York, NY 10035	10,000.00
01/31/11	1683	Poverello Center	2292 Wilton Drive, Wilton Manors, FL 33305	5,000.00
01/31/11	1684	Trinity Place	164 West 100th Street, New York, NY 10025	10,000.00
01/31/11	1685	New Museum	235 Bowery, New York, NY 10002	200,000.00
01/31/11	1678	House of Mercy, Inc.	PO Box 808, 701 Mercy Drive, Belmont, NC 28012	5,000.00
04/28/11	1686	Children's Cancer & Blood Foundation	333 East 38th Street, Suite 830, New York, NY 10016	25,000.00
04/28/11	1687	AIDS Law Project of Pennsylvania	1211 Chestnut Street, Suite 600, Philadelphia, PA 19107	5,000.00

STMT B

KEITH HARING FOUNDATION
FYE: 10/1/2010 THROUGH 9/30/2011

CHARITABLE CONTRIBUTIONS

Date	Check#	Donee Names	Donee Addresses	Amount
04/28/11	1688	Association to Benefit Children	419 East 86th Street, New York, NY 10028	60,000.00
04/28/11	1689	Safe Space	89-74 162nd Street, Jamaica, NY 11432	15,000.00
04/28/11	1690	Family Services of Westchester	1 Gateway Plaza, Port Chester, NY 10573	6,000.00
04/28/11	1691	Whitney Museum of America	945 Madison Avenue at 75th Street, New York, NY 10021	10,000.00
04/28/11	1692	Camp Amerikids	88 Hamilton Avenue, Stamford, CT 06902	15,000.00
04/28/11	1693	Camp Holiday Trails	400 Holiday Trails Lane, Charlottesville, VA 22903	10,000.00
04/28/11	1694	San Francisco Arts Commission	25 Van Ness Avenue, Suite 240, San Francisco, CA 94102	15,000.00
04/28/11	1695	Westchester Jewish Community Services	845 North Broadway, White Plains, NY 10603-2427	15,000.00
05/17/11	1696	AIDS Walk NY	446 West 33rd Street, Floor 6, New York, NY 10001	10,000.00
			TOTAL CHARITABLE CONTRIBUTIONS FOR FYE: 9/30/2011	751,750.00

STMT B

Form **8868**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization THE KEITH HARING FOUNDATION, INC.	**Employer identification number** 11-0249024
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 676 BROADWAY 5TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10012	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ KEITH HARING FOUNDATION, INC. 676 BROADWAY, 5TH FLOOR - NEW YORK, NY 10012
  Telephone No. ▶ 212-477-1579 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until MAY 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year ______ or
▶ [X] tax year beginning OCT 1, 2010, and ending SEP 30, 2011.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 26,051.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 46,000.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.