Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning , 2011, and ending ,

Name of foundation: ELGIN FOUNDATION

A Employer identification number: 20-0337919

Number and street (or P O box number if mail is not delivered to street address): 4624 CHAMBLISS AVENUE — Room/suite:

B Telephone number (see the instructions): (865) 588-6250

City or town: KNOXVILLE — State: TN — ZIP code: 37919

C If exemption application is pending, check here ► ☐

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

D 1 Foreign organizations, check here ► ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

H Check type of organization: [X] 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, column (c), line 16) ► $ 30,017,962.

J Accounting method [X] 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) (see instructions).)*

	Line	(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 (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	816,428.	816,428.		
	5a Gross rents				
	b Net rental income or (loss) 12,648,592.		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	1,026,432.			
	b Gross sales price for all assets on line 6a 12,648,592.				
	7 Capital gain net income (from Part IV, line 2)		1,026,432.		
	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/(loss) (att sch)				
	11 Other income (attach schedule) See Line 11 Stmt	5,001.	20,546.		
	12 **Total.** Add lines 1 through 11	1,847,861.	1,863,406.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	122,016.	21,320.		59,435.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	1,771.			1,771.
	16a Legal fees (attach schedule) L-16a Stmt	31,530.			31,530.
	b Accounting fees (attach sch) L-16b Stmt	28,781.	3,000.		25,781.
	c Other prof fees (attach sch) L-16c Stmt	281,715.	281,715.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	61,958.	17,657.		5,994.
	19 Depreciation (attach sch) and depletion L-19 Stmt	33,466.			
	20 Occupancy				
	21 Travel, conferences, and meetings	4,442.			4,442.
	22 Printing and publications	4,560.			
	23 Other expenses (attach schedule) See Line 23 Stmt	637,555.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,207,794.	323,692.		128,953.
	25 Contributions, gifts, grants paid	2,357,749.			2,357,449.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,565,543.	323,692.		2,486,402.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-1,717,682.			
	b **Net investment income** (if negative, enter 0)		1,539,714.		
	C **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS			
1 Cash – non-interest-bearing	950,281.	1,605,620.	1,605,620.
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 (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach sch) ►			
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 (attach schedule) L-10a Stmt	4,414,010.	3,399,927.	3,688,929.
b Investments – corporate stock (attach schedule) L-10b Stmt	25,499,657.	20,504,227.	21,082,624.
c Investments – corporate bonds (attach schedule)			
11 Investments – land, buildings, and equipment basis ► 503,011.			
Less accumulated depreciation (attach schedule) L-11 Stmt ► 140,185.	54,991.	362,826.	362,826.
12 Investments – mortgage loans			
13 Investments – other (attach schedule) L-13 Stmt	0.	3,329,611.	3,277,963.
14 Land, buildings, and equipment basis ►			
Less accumulated depreciation (attach schedule) ►			
15 Other assets (describe ►)			
16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	30,918,939.	29,202,211.	30,017,962.
LIABILITIES			
17 Accounts payable and accrued expenses	0.	954.	
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, & other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ►)			
23 **Total liabilities** (add lines 17 through 22)	0.	954.	
NET ASSETS OR FUND BALANCES			
Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted	30,918,939.	29,201,257.	
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see instructions)	30,918,939.	29,201,257.	
31 **Total liabilities and net assets/fund balances** (see instructions)	30,918,939.	29,202,211.	

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	30,918,939.
2 Enter amount from Part I, line 27a	2	-1,717,682.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	29,201,257.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	29,201,257.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SECURITIES (SEE SCHEDULE ATTACHED)	P	Various	Various
b	WESTWOOD GLOBAL INVESTMENTS, LLC (SCH K-1)	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	12,556,458.		11,622,160.	934,298.
b	92,134.		0.	92,134.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a	0.	0.	0.	934,298.
b	0.	0.	0.	92,134.
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	1,026,432.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	2,930,897.	31,835,520.	0.092064
2009	1,312,269.	28,521,376.	0.046010
2008	1,714,104.	35,447,034.	0.048357
2007	2,178,581.	43,636,711.	0.049925
2006	2,855,633.	44,778,617.	0.063772

2	**Total** of line 1, column (d)	2	0.300128
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.060026
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	31,553,314.
5	Multiply line 4 by line 3	5	1,894,019.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,397.
7	Add lines 5 and 6	7	1,909,416.
8	Enter qualifying distributions from Part XII, line 4	8	2,486,402.

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)

1 a	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 instrs)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	15,397.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	15,397.
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	15,397.
6	Credits/Payments			
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 20,407.		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	20,407.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	49.
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	4,961.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 4,961. Refunded ►		11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	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.			
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 ► $ ________ **(2)** On foundation managers ► $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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
4 a	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?	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, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► TN - Tennessee			
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 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► B RAY THOMPSON, JR. Telephone no ► (865) 588-6250

Located at ► 4624 CHAMBLISS AVE., KNOXVILLE, TN ZIP + 4 ► 37919

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

		Line	Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See 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
1 a	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 instructions)?		1 b		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 2011?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
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)		2 b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	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 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*		3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4 b		X

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **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? ☐ 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** X (No)

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? **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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
B. RAY THOMPSON, JR. 4624 CHAMBLISS, KNOXVILLE, TN 37919	PRESIDENT/DIRECTOR 2.00	0.	0.	0.
JUANNE J. THOMPSON 4624 CHAMBLISS, KNOXVILLE, TN 37919	DIRECTOR 0.00	0.	0.	0.
C. VANCE THOMPSON 4624 CHAMBLISS, KNOXVILLE, TN 37919	DIRECTOR 0.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		37,516.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BONNY S COPELAND 4624 CHAMBLISS, KNOXVILLE, TN 37919	PROGRAMS ADMINISTRATOR 40.00	59,435.	1,771.	0.
0				
0				
0				
0				

Total number of other employees paid over $50,000 ► 1

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
DAVID J MONTAGUE 1130 W 29th AVENUE KENNEWICK WA 99337	EDUCATION CONSULTANT	99,750.
DIRECT INSTRUCTION ALLIANCE 138 PENNYSTONE CIRCLE FRANKLIN TN 37067	EDUCATION CONSULTANT	157,887.
FIELDING & SONS, LLC 114 VISTA WAY KENNEWICK WA 99336	EDUCATION CONSULTANT	205,992.
McGRAW - HILL COMPANIES PO BOX 2258 CAROL STREAM IL 60132	SCHOOL BOOKS	995,867.
KAREN C HANSILL 429 EAST YORK STREET SAVANNAH GA 31401	EDUCATION CONSULTANT	114,563.
Total number of others receiving over $50,000 for professional services ►		3

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 PUBLIC SCHOOL INITIATIVES (SEE ATTACHED)	2,357,449.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	None

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	31,341,153.
b Average of monthly cash balances	1b	692,668.
c Fair market value of all other assets (see instructions)	1c	
d **Total** (add lines 1a, b, and c)	1d	32,033,821.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	32,033,821.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	480,507.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,553,314.
6 **Minimum investment return.** Enter 5% of line 5	6	1,577,666.

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	1,577,666.
2a Tax on investment income for 2011 from Part VI, line 5	2a	15,397.		
b Income tax for 2011 (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	15,397.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	1,562,269.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	1,562,269.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,562,269.

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	2,486,402.
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	2,486,402.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	15,397.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,471,005.

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

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,562,269.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006 0.				
b From 2007 0.				
c From 2008 0.				
d From 2009 0.				
e From 2010 294,371.				
f **Total** of lines 3a through e	294,371.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 2,486,402.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2011 distributable amount				1,562,269.
e Remaining amount distributed out of corpus	924,133.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,218,504.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	1,218,504.			
10 Analysis of line 9				
a Excess from 2007 0.				
b Excess from 2008 0.				
c Excess from 2009 0.				
d Excess from 2010 294,371.				
e Excess from 2011 924,133.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(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 organization had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ► [X] 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				
CHILDREN'S ADVOCACY CENTER OF BELL CO. 211 VIRGINIA AVENUE PINEVILLE KY 40977	NONE	PUBLIC CHARITY	GRANT TO BEGIN OPERATIONS	308,780.
ALQI 202 CHESTER STREET ONEIDA TN 37841	NONE	PUBLIC CHARITY	GRANT TO PURCHASE BUS	19,000.
PUBLIC SCHOOL INITIATIVE SEE SCHEDULE ATTACHED	NONE	PUBLIC SCHOOLS	PUBLIC SCHOOL INITIATIVE	2,029,969.
Total			► 3a	2,357,749.
b Approved for future payment				
Total			► 3b	

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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	816,428.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	1,026,432.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a NON DIVIDEND DISTRIBUTIONS			18	4,041.	
b OTHER INCOME			18	960.	
c LOSS ON WASH SALES			18	16,505.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,864,366.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,864,366.

(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) (See instructions.)

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

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 ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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) is based on all information of which preparer has any knowledge

▶ [signature] | 8.15.12 ▶ | CEO

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
ROBERT A BROWN	ROBERT A BROWN	8/14/2012		P00410324
Firm's name ▶ ROBERT A. BROWN, CPA			Firm's EIN ▶ 62-1613402	
Firm's address ▶ P.O. BOX 2468 KNOXVILLE TN 37901-2607			Phone no (865) 522-8693	

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

► See separate instructions. ► Attach to your tax return.

OMB No 1545-0172

2011

Attachment Sequence No 179

Name(s) shown on return: ELGIN FOUNDATION

Identifying number: 20-0337919

Business or activity to which this form relates: Form 990-PF page 1

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12 ►	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	9,511.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► ☐		

Section B — Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		4,824.	5.0 yrs	MQ	S/L	603.
c 7-year property		131,536.	7.0 yrs	MQ	S/L	11,479.
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C — Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	11,873.
22	**Total** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations — see instructions	22	33,466.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A – Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles* **)**

24a Do you have evidence to support the business/investment use claimed? [X] Yes [ ] No **24b** If 'Yes,' is the evidence written? [X] Yes [ ] No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
MOBILE VAN	09/01/05	100.00	86,864.	86,864.	10.00	SL-HY	9,312.	
MOBILE MEDICAL UNIT II	11/09/11	100.00	204,912.	204,912.	10.00	SL-MQ	2,561.	
27 Property used 50% or less in a qualified business use								
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28	11,873.	
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: *If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2011 tax year (see instructions)					
43 Amortization of costs that began before your 2011 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2011

Name	Employer Identification Number
ELGIN FOUNDATION	20-0337919

Asset Information:

Description of Property: SECURITIES (SEE ATTACHED)
Date Acquired: Various — How Acquired: Purchased
Date Sold: Various — Name of Buyer:
Sales Price: 12,556,458. — Cost or other basis (do not reduce by depreciation): 11,622,160.
Sales Expense: — Valuation Method:
Total Gain (Loss): 934,298. — Accumulation Depreciation:

Description of Property: WESTWOOD GLOBAL INVESTMENTS, LLC - SCHEDULE K-1
Date Acquired: Various — How Acquired: Purchased
Date Sold: Various — Name of Buyer:
Sales Price: 92,134. — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): 92,134. — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 11
Line 11 Stmt

Other income.	Rev/Exp Book	Net Inv Inc	Adj Net Inc
NON-DIVIDEND DISTRIBUTIONS	4,041.	4,041.	
OTHER INCOME	960.		
LOSS ON WASH SALES		16,505.	
Total	5,001.	20,546.	

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
PAYROLL TAXES	13,472.	2,094.		5,862.
FOREIGN TAXES	15,563.	15,563.		
FEDERAL INCOME TAXES	32,791.			
STATE TAX	132.			132.
Total	61,958.	17,657.		5,994.

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
OFFICE EXPENSES	9,247.			
INSURANCE	14,076.			
DUES	695.			
TELEPHONE	748.			
OUTSIDE SERVICES	22,897.			
BOOK / TAX DIFFERENCE	589,892.			
Total	637,555.			

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person [X] Business [ ] ADELLA S. THOMPSON 4624 CHAMBLISS, KNOXVILLE, TN 37919	DIRECTOR 0.00	0.	0.	0.
Person [X] Business [ ] B. RAY THOMPSON III 4624 CHAMBLISS, KNOXVILLE, TN 37919	DIRECTOR 0.00	0.	0.	0.
Person [X] Business [ ] SARAH T. TARVER 4624 CHAMBLISS, KNOXVILLE, TN 37919	SECRETARY/DIRECTO 0.00	0.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1 Continued

Information about Officers, Directors, Trustees, Etc.

(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
Person [X] Business [ ] REBEKAH T. PALMER 4624 CHAMBLISS, KNOXVILLE, TN 37919	DIRECTOR 0.00	0.	0.	0.
Person [X] Business [ ] KENNETH H GILBERT 4624 CHAMBLISS, KNOXVILLE, TN 37919	CFO (FORMER) 20.00	21,320.	0.	0.
Person [X] Business [ ] TIMOTHY D ROGERS 625 FLAT HOLLOW MARINA ROAD SPEEDWELL TN 37870	CFO 25.00	16,196.	0.	0.
Total		37,516.	0.	0.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GENTRY, TIPTON	LEGAL	30,508.			
SIMPSON, THACHER	LEGAL	1,022.			
Total		31,530.			

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
THRESHOLD GRP	ACCOUNTING	3,000.	3,000.		
ROBERT A BROWN	ACCOUNTING, AUDIT	15,795.			15,795.
JUDY GILBERT	BOOKKEEPING	9,986.			9,986.
Total		28,781.	3,000.		25,781.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HARDING LOEVNER	INVESTMENT FEES	24,863.	24,863.		
THRESHOLD GRP	ADVISORY FEE	50,861.	50,861.		
McDONNELL	INVESTMENT FEES	9,604.	9,604.		
RUSSELL	INVESTMENT FEES	44,067.	44,067.		
CUSTODY FEES	INVESTMENT FEES	12,139.	12,139.		
WESTWOOD GLOBAL	INVESTMENT FEES	29,662.	29,662.		
PENN CAPITAL	INVESTMENT FEES	14,534.	14,534.		
KORNITZER	INVESTMENT FEES	15,713.	15,713.		
GARDNER LEWIS	INVESTMENT FEES	16,959.	16,959.		
MFO	INVESTMENT FEES	51,473.	51,473.		
LEVIN	INVESTMENT FEES	11,840.	11,840.		
Total		281,715.	281,715.		

Form 990-PF, Line 19
Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
2004 EQUIPMENT	02/28/04	7743	7743	200DB	5.00	0		
2005 EQUIPMENT	02/28/05	1530	1530	200DB	5.00	0		
MOBILE VAN	09/01/05	86864	44961	SL	10.00	9312		
COMPUTER	05/15/07	3327	2829	200DB	5.00	332		
PRINTER	08/15/07	328	279	200DB	5.00	33		
EYE EQUIPMENT	11/03/06	34465	31597	200DB	5.00	2868		
DENTAL EQUIPMENT	01/12/07	60324	51290	200DB	5.00	6023		
COMPUTER	04/16/10	1592	159	200DB	5.00	255		
MMC COMPRESSOR	12/14/06	0	0	SL	5.00	0		
DENTAL EQUIPMENT	05/10/11	124065		SL	7.00	11077		
MOBILE MEDICAL UNIT II	11/09/11	204912		SL	10.00	2561		
FIREPROOF SAFE	10/14/11	1449		SL	7.00	26		
WIRELESS MICROPHONE	06/17/11	705		SL	5.00	88		
COMPUTER	04/22/11	4119		SL	5.00	515		
OFFICE CARPET	06/30/11	6022		SL	7.00	376		
Total								

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
US GOVERNMENT AND AGENCIES			2,097,550.	2,154,327.
US TREASURY			1,060,701.	1,271,609.
UTAH STATE BONDS	25,000.	28,312.		
MUNICIPAL BONDS	216,676.	234,681.		

Form 990-PF, Page 2, Part II, Line 10a Continued
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
Total	241,676.	262,993.	3,158,251.	3,425,936.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
CHARLES SCHWAB -MCDONNELL ACCOUNT (MCDTA)	2,014,364.	2,217,485.
CHARLES SCHWAB - BROAD CAP MIX ACCOUNT (RBC)	4,433,323.	5,621,065.
CHARLES SCHWAB - HARDING LOEVNER ACCOUNT (HRDLV)	2,615,278.	2,656,559.
CHARLES SCHWAB - KORNITER ACCOUNT (KORNI)	1,518,059.	1,589,344.
CHARLES SCHWAB - LEVIN ACCOUNT (LVLCV)	1,643,136.	1,772,214.
CHARLES SCHWAB - MFO	8,280,067.	7,225,957.
Total	20,504,227.	21,082,624.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	Fair Market Value
WESTWOOD GLOBAL INVESTMENTS, LLC	2,232,392.	2,172,417.
PENN CORE OPP HIGH YIELD BOND FD, LP	1,097,219.	1,105,546.
Total	3,329,611.	3,277,963.

Form 990-PF, Page 2, Part II, Line 11
L-11 Stmt

Line 11b - Description of Investments Land, Buildings and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
EQUIPMENT	503,011.	140,185.	362,826.
Total	503,011.	140,185.	362,826.

Supporting Statement of:

Form 990-PF, p1/Line 11(b)-3

Description	Amount
LOSS ON WASH SALES DISALLOWED	16,505.
Total	16,505.

Supporting Statement of:

Form 990-PF, p1/Line 23(a)-6

Description	Amount
BOOK / TAX DIFFERENCE PARTNERSHIP DEPRECIATION IN VALVE	
AS FOLLOWS:	
WESTWOOD GLOBAL INVESTMENTS, LLC	506,339.
PENN CORE OPP HIGH YIELD BOND FD	83,553.
Total	589,892.

Supporting Statement of:

Form 990-PF, p2/Line 17(b)

Description	Amount
PAYROLL TAX WITHHOLDINGS	954.
Total	954.

ELGIN FOUNDATION 20-0337919
DECEMBER 31, 2011
TAX SCHEDULE
Page 7, Part IX-A and
Page 11, Part XV – Public School Initiatives

During 2010, the Elgin Foundation began public school initiatives focusing on reading improvement and dental care for certain elementary grades composed of approximately, 7,500 students in 35 high poverty schools located in Southeastern Kentucky and Southwestern Virginia. Going forward, the reading goal is for at least 90 percent of students to read at grade level upon completion of the third grade. Grade level is measured using testing programs developed independently by the Northwest Evaluation Association located in Portland Oregon. The reading initiative requires that schools implement the following steps for Kindergarten through the Third Grade: use specified curriculum, accept outside instructional coaching for teachers and principals, increase classroom reading time by a prescribed, amount, and test each student's base-line achievement position at the beginning of the school year and then test in December and again in the spring. Initial test results to-date indicate that reading performance using this new initiative far exceeds that otherwise expected, based on historical data. Elgin retained a nationally known independent evaluation firm to verify the data outcomes.

Elgin also sponsors community-wide reading programs that use various methods to encourage all parents to read to their children at least twenty minutes a day from birth to kindergarten.

Elgin's dental initiative was adopted by the schools in conjunction with their adoption of the reading program. Dental screening is provided for all children, and follow-up treatment is provided at dental offices for problems discovered during the initial screening process. Dental liaisons at the schools devote particular attention to those parents who might otherwise feel that good dental health is unimportant for their children.

Program costs consist of the following:

Educational materials, books and curriculum		$1,144,400
Less reimbursements received from school districts:		
Pineville, KY	$ 7,000	
Middleboro, KY	10,000	
Laurel County, KY (A)	102,500	
Leslie County, KY	43,000	
Bell County, KY	13,000	
		175,500
Net educational materials, books and curriculum		968,900
Couching public school principals teachers and summer training		613,856
Reading and educational consultants		321,567
Academic evaluations		43,729
Statistian		10,035
Dental treatments for indigent children		71,882
Total public school initiatives		2,029,969

(Continued)

ELGIN FOUNDATION 20-0237919
DECEMBER 31, 2011
TAX SCHEDULE

Grants:		
Children's Advocacy Center of Bell County, KY		308,780
ALQI		19,000
Total Grants		327,780
Total program costs		$2,357,479

(A) Received Form 1099-MISC

ELGIN FOUNDATION 20-0337919

SCHEDULE OF SECURITIES- GAINS/LOSSES YEAR ENDED DECEMBER 31, 2011

CUSTODIAN/ FUND NAME	ACCOUNT NUMBER	FORM	PART 1 BOX	GROSS SALES PRICE	COST	GAIN/ LOSS	LOSS DISSALLOWED
BNY MELLON/HRDLV	T6XF0710602	1099-B	I/A	$ 48.07	$ 43.80	$ 4.27	$ -
			I/B	90,634.92	91,184.30	(549.38)	-
			II/B	231,233.42	205,062.79	26,170.63	-
BNY MELLON/RBC	T6XF0710242	1099-B	I/A	924,859.58	1,000,875.41	(76,015.83)	-
			I/A	48,142.06	54,835.98	(6,693.92)	(5,674.26)
			I/B	842,481.79	758,124.44	84,357.35	-
			I/B	17,229.56	18,317.88	(1,088.32)	(1,088.32)
			II/B	1,870,946.48	1,231,706.38	639,240.10	-
	LATARD LTD	SCH K-1	I/C	4,696.85	7,544.53	(2,847.68)	(2,847.68)
BNY MELLON/GARDL	T6XF070302	1099-B	I/A	520,474.01	605,554.25	(85,080.24)	-
			I/A	20,833.05	25,069.81	(4,236.76)	(2,803.72)
			I/B	1,282,528.89	1,191,844.86	90,684.03	-
			I/B	67,272.44	80,394.49	(13,122.05)	(4,091.24)
	FENTRESS INV GRLLC	SCH K-1	I/C	15,088.82	19,377.15	(4,288.33)	-
BNY MELLON/LVLCV	TGXF0710562	1099-B	I/A	674,751.07	693,899.84	(19,148.77)	-
			I/B	799,832.32	730,079.50	69,752.82	-
CHAS SCHWAB/ HARDING LOEVNER	3079-5363	ANNUAL REPORT	I/C	35,313.15	51,175.85	(15,862.70)	-
			II/C	46,482.22	46,599.04	(116.82)	-
CHAS SCHWABB/ GARDNER LEWIS	4975-5756	ANNUAL REPORT	I/C	278,954.33	305,492.70	(26,538.37)	-
			II/C	436,423.95	413,426.44	22,997.51	-
CHAS SCHWAB/ LEVIN CAPITAL	6837-8735	ANNUAL REPORT	I/C	553,349.11	579,644.44	(26,295.33)	-
			II/C	50,532.94	52,623.11	(2,090.17)	-
CHAS SCHWAB/ KORNITZER CAPITAL	2026-8981	ANNUAL REPORT	I/C	58,356.09	71,681.84	(13,325.75)	-
			II/C	119,529.56	121,893.49	(2,363.93)	-
CHAS SCHWAB/ MCDONNELL	1714-0826	ANNUAL REPORT	II/C	32,827.57	26,782.49	6,045.08	-
CHAS SCHWAB/ PARAMETRIC	6933-1513	ANNUAL REPORT	I/C	297,667.74	307,366.33	(9,698.59)	-
			II/C	233,942.56	172,137.47	61,805.09	-
BNY MELLON/MFO	T6XF0710002	1099-B	II/B	489,999.48	324,530.99	165,468.49	-
BNY MELLON/MCDTA	T6XF0710312	1099-B	I/B	690,474.68	696,593.34	(6,118.66)	-
			II/B	1,373,148.69	1,330,690.64	42,458.05	
BNY MELLON/KORNI	76XF0710902	1099-B	I/A	29,923.24	40,401.63	(10,478.39)	-
			I/B	418,479.04	367,204.43	51,274.61	-
FOR THE YEAR ENDED DECEMBER 31, 2011				$ 12,556,457.68	$ 11,622,159.64	$ 934,298.04	$ (16,505.22)

ELGIN FOUNDATION 20-0337919
SCHEDULE OF SECURITIES - SUMMARY

		BOX	GROSS SALES PRICE	COST	GAIN/ LOSS
Short-term					
		1-A	2,219,031.08	2,420,680.72	(201,649.64)
		1-B	4,208,933.64	3,933,743.24	275,190.40
		1-C	1,243,426.09	1,342,282.84	(98,856.75)
	Sub-total		7,671,390.81	7,696,706.80	(25,315.99)
Long-term					
		II-A	-	-	-
		II-B	3,965,328.07	3,091,990.80	873,337.27
		II-C	919,738.80	833,462.04	86,276.76
	Sub-total		4,885,066.87	3,925,452.84	959,614.03
	TOTAL		$ 12,556,457.68	$ 11,622,159.64	$ 934,298.04

Long Term Noncovered Security Transactions (Form 8949, Part II, Box B)

Description (Box 9)	Cusip	Number of shares	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2)	Cost or other basis	Net gain or loss
DOW CHEMICAL COMPANY COMMON	260543103	122	05/11/09	09/16/11	$3,451 31	$2,152.69	$1,298 62
SIGNATURE BK NEW YORK N Y	82669G104	3	11/13/07	09/16/11	$158 94	$107.53	$51.41
SIGNATURE BK NEW YORK N Y	82669G104	73	10/01/07	09/16/11	$3,867 46	$2,663.40	$1,204 06
EXXON MOBIL CORP	30231G102	28	01/01/00	09/16/11	$2,087.07	$1,161 89	$925 18
POPULAR INC	733174106	1362	07/28/10	09/16/11	$2,342 59	$3,840.84	$-1,498 25
INGERSOLL-RAND PLC	G47791101	32	06/28/10	09/19/11	$1,076 14	$1,178 56 *	$-102.42
SOLUTIA INC	834376501	336	10/19/09	09/20/11	$5,201 18	$4,275 60	$925.58
MASTERCARD INC	57636Q104	21	05/25/10	09/20/11	$7,429.02	$4,344 48	$3,084 54
CALLAWAY GOLF CO COM	131193104	638	03/16/10	09/21/11	$3,599 14	$6,009 96	$-2,410 82
CALLAWAY GOLF CO COM	131193104	4	03/10/10	09/21/11	$22 57	$37 72	$-15 15
WALTER INDS INC	93317Q105	27	10/29/08	09/21/11	$1,788 44	$958.91	$829.53
WALTER INDS INC	93317Q105	3	09/10/08	09/21/11	$198 72	$209.02	$-10.30
WALTER INDS INC	93317Q105	74	10/29/08	09/22/11	$4,742 56	$2,628 11	$2,114 45
CLIFFS NATS RES INC	18683K101	40	01/29/09	09/22/11	$2,207 15	$968.60	$1,238 55
HALLIBURTON COMPANY COM	406216101	105	03/15/10	09/22/11	$3,434 48	$3,259 20	$175 28
INVESCO LTD	G491BT108	375	04/01/10	09/23/11	$5,913 63	$8,287 50	$-2,373 87
INTUITIVE SURGICAL INC	46120E602	7	09/16/10	09/23/11	$2,624 95	$2,045.82	$579.13
HEALTHSOUTH CORP	421924309	370	06/01/09	09/26/11	$5,694 19	$4,556.55	$1,137.64
HARLEYSVILLE GROUP INC	412824104	55	11/12/08	09/26/11	$1,752 81	$1,763 12	$-10.31
BANK AMER CORP	060505104	533	03/17/09	09/26/11	$3,512 40	$3,349.91	$162 49
BANK AMER CORP	060505104	515	03/19/09	09/26/11	$3,393.78	$3,576 68	$-182 90
BANK AMER CORP	060505104	337	04/14/09	09/26/11	$2,220 79	$3,405.39	$-1,184 60
BANK AMER CORP	060505104	587	06/02/09	09/26/11	$3,868 26	$6,706 48	$-2,838 22
BANK AMER CORP	060505104	931	05/21/09	09/26/11	$6,135 17	$10,636 68	$-4,501 51
INVESCO LTD	G491BT108	143	10/30/09	09/26/11	$2,335 14	$3,026 59	$-691 45
INVESCO LTD	G491BT108	219	11/02/09	09/26/11	$3,576 20	$4,759 97	$-1,183 77

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: High Cost

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ADMIRAL GROUP ADR FUNSPONSORED ADR 1 ADR REPS 1: AMIGY	1,330.0000	01/20/11	11/04/11	$25,223.50	$34,874.46 [a]	($9,650.96)
Security Subtotal				**$25,223.50**	**$34,874.46**	**($9,650.96)**
ENCANA CORPORATION F: ECA	510.0000	01/28/11	11/16/11	$10,089.65	$16,301.39 [a]	($6,211.74)
Security Subtotal				**$10,089.65**	**$16,301.39**	**($6,211.74)**
Total Short-Term				**$35,313.15**	**$51,175.85**	**($15,862.70)**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ENCANA CORPORATION F: ECA	580.0000	12/07/09	11/16/11	$11,474.49	$16,400.42 [a]	($4,925.93)
ENCANA CORPORATION F: ECA	350.0000	02/03/10	11/16/11	$6,924.27	$11,295.90 [a]	($4,371.63)
Security Subtotal				**$18,398.76**	**$27,696.32**	**($9,297.56)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
NOVO-NORDISK A-S ADR F1 ADR REP 1 ORD: NVO	280.0000	12/07/09	10/13/11	$28,083.46	$18,902.72 [a]	$9,180.74
Security Subtotal				**$28,083.46**	**$18,902.72**	**$9,180.74**
Total Long-Term				**$46,482.22**	**$46,599.04**	**($116.82)**
Total Realized Gain or (Loss)				**$81,795.37**	**$97,774.89**	**($15,979.52)**

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Endnotes For Your Account

Symbol	Endnote Legend
a	Data for this holding has been edited or provided by the advisor.

"G000018570833"

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Methdd: High Cost

Short-Term		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AIR PROD & CHEMICALS INC: APD		30.0000	09/26/11	11/28/11	$2,372.92	$2,356.32 [a]	$16.60
Security Subtotal					**$2,372.92**	**$2,356.32**	**$16.60**
APPLE INC: AAPL		10.0000	09/26/11	11/28/11	$3,764.08	$3,987.10 [a]	($223.02)
Security Subtotal					**$3,764.08**	**$3,987.10**	**($223.02)**
BANK OF AMERICA CORP: BAC		455.0000	08/22/11	11/28/11	$2,382.02	$3,001.04 [a]	($619.02)
Security Subtotal					**$2,382.02**	**$3,001.04**	**($619.02)**
BOEING CO: BA		10.0000	09/27/11	11/28/11	$651.12	$634.98 [a]	$16.14
Security Subtotal					**$651.12**	**$634.98**	**$16.14**
BROADCOM CORP CL A	CLASS A: BRCM	120.0000	07/27/11	11/28/11	$3,593.93	$4,454.75 [a]	($860.82)
BROADCOM CORP CL A	CLASS A: BRCM	15.0000	09/29/11	11/28/11	$449.24	$522.18 [a]	($72.94)
BROADCOM CORP CL A	CLASS A: BRCM	30.0000	11/04/11	11/28/11	$898.48	$1,057.69	($159.21)
Security Subtotal					**$4,941.65**	**$6,034.62**	**($1,092.97)**
CARNIVAL CORP NEW SPECIAL VTG: CCL	FPAIRED STK	255.0000	04/05/11	11/28/11	$8,085.89	$9,834.28 [a]	($1,748.39)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
ELGIN FOUNDATION
MGR: GARDNER LEWIS ASSET MGMT

20-0337919

Account Number
4975-5756

Report Period
September 27 - December 31, 2011

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CARNIVAL CORP NEW FPAIRED STK SPECIAL VTG: CCL	145.0000	04/07/11	11/28/11	$4,597.86	$5,556.02 [a]	($958.16)
Security Subtotal				**$12,683.75**	**$15,390.30**	**($2,706.55)**
CELGENE CORP: CELG	90.0000	05/24/11	11/28/11	$5,569.54	$5,332.84 [a]	$236.70
CELGENE CORP: CELG	45.0000	06/16/11	11/28/11	$2,784.77	$2,619.16 [a]	$165.61
CELGENE CORP: CELG	70.0000	06/23/11	11/28/11	$4,331.87	$4,123.25 [a]	$208.62
CELGENE CORP: CELG	120.0000	08/10/11	11/28/11	$7,426.06	$6,316.13 [a]	$1,109.93
Security Subtotal				**$20,112.24**	**$18,391.38**	**$1,720.86**
CITIGROUP INC NEW: C	125.0000	07/11/11	11/28/11	$3,136.19	$5,089.09 [a]	($1,952.90)
CITIGROUP INC NEW: C	105.0000	07/12/11	11/28/11	$2,634.40	$4,162.36 [a]	($1,527.96)
Security Subtotal				**$5,770.59**	**$9,251.45**	**($3,480.86)**
CME GROUP INC CL A CLASS A: CME	28.0000	11/01/11	11/28/11	$6,842.65	$7,212.25	($369.60)
CME GROUP INC CL A CLASS A: CME	13.0000	11/02/11	11/28/11	$3,176.94	$3,346.66	($169.72)
Security Subtotal				**$10,019.59**	**$10,558.91**	**($539.32)**
COSTCO WHSL CORP NEW: COST	45.0000	10/27/10	10/12/11	$3,689.02	$2,830.37 [a]	$858.65

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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CG1A1703-001857 253529

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
COSTCO WHSL CORP NEW: COST	35.0000	10/27/10	10/25/11	$2,941.12	$2,201.40 [a]	$739.72
Security Subtotal				**$6,630.14**	**$5,031.77**	**$1,598.37**
DELTA AIR LINES INC NEW: DAL	165.0000	05/06/11	11/28/11	$1,231.67	$1,836.91 [a]	($605.24)
DELTA AIR LINES INC NEW: DAL	480.0000	05/11/11	11/28/11	$3,583.04	$5,300.02 [a]	($1,716.98)
DELTA AIR LINES INC NEW: DAL	360.0000	05/17/11	11/28/11	$2,687.28	$3,998.27 [a]	($1,310.99)
DELTA AIR LINES INC NEW: DAL	440.0000	05/26/11	11/28/11	$3,284.44	$4,501.95 [a]	($1,217.51)
Security Subtotal				**$10,786.43**	**$15,637.15**	**($4,850.72)**
DIRECTV CL A CLASS A: DTV	40.0000	11/07/11	11/28/11	$1,833.36	$1,833.16	$0.20
Security Subtotal				**$1,833.36**	**$1,833.16**	**$0.20**
E M C CORP MASS: EMC	55.0000	10/18/11	11/28/11	$1,234.45	$1,296.79	($62.34)
E M C CORP MASS: EMC	85.0000	11/18/11	11/28/11	$1,907.79	$1,971.30	($63.51)
Security Subtotal				**$3,142.24**	**$3,268.09**	**($125.85)**
EXPRESS SCRIPTS INC: ESRX	345.0000	09/30/11	11/28/11	$14,795.04	$13,007.22 [a]	$1,787.82
Security Subtotal				**$14,795.04**	**$13,007.22**	**$1,787.82**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1A1703-001857 253530

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
FEDEX CORPORATION: FDX	30.0000	10/27/10	10/25/11	$2,407.79	$2,606.05 [a]	($198.26)
Security Subtotal				**$2,407.79**	**$2,606.05**	**($198.26)**
GOOGLE INC CLASS A: GOOG	13.0000	04/21/11	11/28/11	$7,633.64	$6,822.19 [a]	$811.45
GOOGLE INC CLASS A: GOOG	9.0000	04/26/11	11/28/11	$5,284.83	$4,741.94 [a]	$542.89
GOOGLE INC CLASS A: GOOG	7.0000	07/15/11	11/28/11	$4,110.42	$4,148.48 [a]	($38.06)
Security Subtotal				**$17,028.89**	**$15,712.61**	**$1,316.28**
JPMORGAN CHASE & CO: JPM	170.0000	02/11/11	11/28/11	$4,988.74	$7,952.26 [a]	($2,963.52)
JPMORGAN CHASE & CO: JPM	110.0000	02/14/11	11/28/11	$3,228.01	$5,140.83 [a]	($1,912.82)
Security Subtotal				**$8,216.75**	**$13,093.09**	**($4,876.34)**
JUNIPER NETWORKS INC: JNPR	209.0000	01/26/11	11/28/11	$4,389.14	$7,766.19 [a]	($3,377.05)
JUNIPER NETWORKS INC: JNPR	140.0000	01/28/11	11/28/11	$2,940.09	$5,099.78 [a]	($2,159.69)
Security Subtotal				**$7,329.23**	**$12,865.97**	**($5,536.74)**
KELLOGG COMPANY: K	175.0000	04/11/11	11/03/11	$8,717.46	$9,575.04 [a]	($857.58)
Security Subtotal				**$8,717.46**	**$9,575.04**	**($857.58)**

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1A1703-001857 253531

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
LIBERTY INTERACTIVE A SER A: LINTA	165.0000	05/04/11	11/10/11	$2,503.67	$2,919.86 [a]	($416.19)
LIBERTY INTERACTIVE A SER A: LINTA	270.0000	05/05/11	11/10/11	$4,096.92	$4,770.68 [a]	($673.76)
LIBERTY INTERACTIVE A SER A: LINTA	80.0000	09/23/11	11/10/11	$1,213.91	$1,280.23 [a]	($66.32)
Security Subtotal				**$7,814.50**	**$8,970.77**	**($1,156.27)**
MACYS INC: M	90.0000	05/13/11	11/28/11	$2,795.20	$2,567.83 [a]	$227.37
MACYS INC: M	150.0000	05/17/11	11/28/11	$4,658.67	$4,273.88 [a]	$384.79
MACYS INC: M	310.0000	06/09/11	11/28/11	$9,627.92	$8,786.83 [a]	$841.09
Security Subtotal				**$17,081.79**	**$15,628.54**	**$1,453.25**
MCDERMOTT INTL INC F: MDR	295.0000	10/04/11	11/28/11	$3,109.62	$3,223.32 [a]	($113.70)
MCDERMOTT INTL INC F: MDR	80.0000	10/12/11	11/28/11	$843.29	$1,140.00	($296.71)
Security Subtotal				**$3,952.91**	**$4,363.32**	**($410.41)**
MONSANTO CO NEW DEL: MON	95.0000	11/10/11	11/28/11	$6,638.00	$6,994.03	($356.03)
MONSANTO CO NEW DEL: MON	30.0000	11/17/11	11/28/11	$2,096.21	$2,133.98	($37.77)
Security Subtotal				**$8,734.21**	**$9,128.01**	**($393.80)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
NATIONAL OILWELL VARCO: NOV	250.0000	05/18/11	11/28/11	$16,474.68	$16,940.50 [a]	($465.82)
Security Subtotal				**$16,474.68**	**$16,940.50**	**($465.82)**
NETAPP INC: NTAP	50.0000	06/23/11	11/14/11	$2,113.66	$2,529.75 [a]	($416.09)
NETAPP INC: NTAP	15.0000	06/23/11	11/15/11	$629.84	$758.93 [a]	($129.09)
NETAPP INC: NTAP	30.0000	07/20/11	11/15/11	$1,259.68	$1,513.41 [a]	($253.73)
NETAPP INC: NTAP	100.0000	06/24/11	11/16/11	$4,122.65	$4,998.29 [a]	($875.64)
NETAPP INC: NTAP	60.0000	08/01/11	11/16/11	$2,473.59	$2,761.54 [a]	($287.95)
NETAPP INC: NTAP	55.0000	08/02/11	11/16/11	$2,267.45	$2,497.91 [a]	($230.46)
Security Subtotal				**$12,866.87**	**$15,059.83**	**($2,192.96)**
POTASH CORP SASK INC F: POT	115.0000	07/13/11	11/28/11	$4,885.27	$6,698.44 [a]	($1,813.17)
POTASH CORP SASK INC F: POT	75.0000	07/14/11	11/28/11	$3,186.04	$4,375.97 [a]	($1,189.93)
POTASH CORP SASK INC F: POT	25.0000	08/03/11	11/28/11	$1,062.01	$1,376.88 [a]	($314.87)
POTASH CORP SASK INC F: POT	65.0000	09/26/11	11/28/11	$2,761.24	$3,060.96 [a]	($299.72)
Security Subtotal				**$11,894.56**	**$15,512.25**	**($3,617.69)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PRICELINE.COM INC NEW: PCLN	5.0000	09/26/11	11/28/11	$2,381.90	$2,561.20 [a]	($179.30)
Security Subtotal				**$2,381.90**	**$2,561.20**	**($179.30)**
QUALCOMM INC: QCOM	140.0000	08/10/11	11/28/11	$7,528.35	$6,689.06 [a]	$839.29
QUALCOMM INC: QCOM	30.0000	10/04/11	11/28/11	$1,613.22	$1,404.24 [a]	$208.98
Security Subtotal				**$9,141.57**	**$8,093.30**	**$1,048.27**
REDHAT INC: RHT	65.0000	04/07/11	11/28/11	$3,081.24	$2,925.55 [a]	$155.69
REDHAT INC: RHT	135.0000	04/08/11	11/28/11	$6,399.50	$6,078.89 [a]	$320.61
REDHAT INC: RHT	100.0000	07/27/11	11/28/11	$4,740.37	$4,273.88 [a]	$466.49
REDHAT INC: RHT	35.0000	08/04/11	11/28/11	$1,659.12	$1,379.31 [a]	$279.81
Security Subtotal				**$15,880.23**	**$14,657.63**	**$1,222.60**
SALESFORCE COM: CRM	20.0000	11/18/11	11/28/11	$2,199.46	$2,229.86	($30.40)
Security Subtotal				**$2,199.46**	**$2,229.86**	**($30.40)**
STARWOOD HTLS & RSTS NEW: HOT	90.0000	02/10/11	11/28/11	$4,136.79	$5,699.12 [a]	($1,562.33)
STARWOOD HTLS & RSTS NEW: HOT	95.0000	02/28/11	11/28/11	$4,366.61	$5,808.63 [a]	($1,442.02)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
STARWOOD HTLS & RSTS NEW: HOT	20.0000	03/01/11	11/28/11	$919.28	$1,177.09 [a]	($257.81)
Security Subtotal				**$9,422.68**	**$12,684.84**	**($3,262.16)**
VMWARE INC CL A CLASS A: VMW	60.0000	08/18/11	11/28/11	$5,620.09	$4,772.75 [a]	$847.34
VMWARE INC CL A CLASS A: VMW	15.0000	09/26/11	11/28/11	$1,405.02	$1,313.04 [a]	$91.98
VMWARE INC CL A CLASS A: VMW	20.0000	09/27/11	11/28/11	$1,873.36	$1,771.09 [a]	$102.27
Security Subtotal				**$8,898.47**	**$7,856.88**	**$1,041.59**
WYNN RESORTS: WYNN	40.0000	11/03/11	11/28/11	$4,600.11	$5,305.23	($705.12)
WYNN RESORTS: WYNN	20.0000	11/09/11	11/28/11	$2,300.06	$2,479.70	($179.64)
WYNN RESORTS: WYNN	15.0000	11/10/11	11/28/11	$1,725.04	$1,784.59	($59.55)
Security Subtotal				**$8,625.21**	**$9,569.52**	**($944.31)**
Total Short-Term				**$278,954.33**	**$305,492.70**	**($26,538.37)**

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AIR PROD & CHEMICALS INC: APD	135.0000	10/27/10	11/28/11	$10,678.14	$11,372.40 [a]	($694.26)
Security Subtotal				**$10,678.14**	**$11,372.40**	**($694.26)**
AMAZON COM INC: AMZN	94.0000	10/27/10	11/28/11	$18,267.14	$15,750.17 [a]	$2,516.97
AMAZON COM INC: AMZN	10.0000	10/29/10	11/28/11	$1,943.31	$1,669.40 [a]	$273.91
Security Subtotal				**$20,210.45**	**$17,419.57**	**$2,790.88**
ANADARKO PETROLEUM CORP: APC	216.0000	10/27/10	11/28/11	$16,461.13	$13,311.78 [a]	$3,149.35
Security Subtotal				**$16,461.13**	**$13,311.78**	**$3,149.35**
APPLE INC: AAPL	92.0000	10/27/10	11/28/11	$34,629.52	$28,177.42 [a]	$6,452.10
Security Subtotal				**$34,629.52**	**$28,177.42**	**$6,452.10**
BANK OF AMERICA CORP: BAC	1,695.0000	10/27/10	11/28/11	$8,873.66	$19,644.88 [a]	($10,771.22)
Security Subtotal				**$8,873.66**	**$19,644.88**	**($10,771.22)**
BOEING CO: BA	200.0000	10/27/10	11/28/11	$13,022.32	$13,997.60 [a]	($975.28)
Security Subtotal				**$13,022.32**	**$13,997.60**	**($975.28)**
BROADCOM CORP CL A CLASS A: BRCM	55.0000	11/10/10	11/28/11	$1,647.22	$2,317.16 [a]	($669.94)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
BROADCOM CORP CL A	CLASS A: BRCM	120.0000	11/12/10	11/28/11	$3,593.93	$4,934.59 [a]	($1,340.66)
BROADCOM CORP CL A	CLASS A: BRCM	70.0000	11/18/10	11/28/11	$2,096.46	$2,939.36 [a]	($842.90)
Security Subtotal					**$7,337.61**	**$10,191.11**	**($2,853.50)**
CBRE GROUP INC: CBG		395.0000	10/27/10	11/28/11	$6,061.16	$7,196.90 [a]	($1,135.74)
Security Subtotal					**$6,061.16**	**$7,196.90**	**($1,135.74)**
CITIGROUP INC NEW: C		260.0000	10/27/10	11/28/11	$6,523.27	$10,842.00 [a]	($4,318.73)
Security Subtotal					**$6,523.27**	**$10,842.00**	**($4,318.73)**
COSTCO WHSL CORP NEW: COST		85.0000	10/27/10	11/28/11	$6,980.09	$5,346.27 [a]	$1,633.82
Security Subtotal					**$6,980.09**	**$5,346.27**	**$1,633.82**
DANAHER CORP DEL: DHR		430.0000	10/27/10	11/28/11	$19,773.17	$18,365.09 [a]	$1,408.08
Security Subtotal					**$19,773.17**	**$18,365.09**	**$1,408.08**
DIRECTV CL A	CLASS A: DTV	80.0000	10/27/10	11/01/11	$3,607.98	$3,436.56 [a]	$171.42
DIRECTV CL A	CLASS A: DTV	85.0000	10/27/10	11/02/11	$3,821.25	$3,651.35 [a]	$169.90

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DIRECTV CL A CLASS A: DTV	315.0000	10/27/10	11/28/11	$14,437.75	$13,531.45 [a]	$906.30
Security Subtotal				**$21,866.98**	**$20,619.36**	**$1,247.62**
DOLLAR TREE INC: DLTR	290.0000	10/27/10	11/28/11	$22,491.96	$14,797.34 [a]	$7,694.62
Security Subtotal				**$22,491.96**	**$14,797.34**	**$7,694.62**
E M C CORP MASS: EMC	830.0000	10/27/10	11/28/11	$18,628.99	$17,438.05 [a]	$1,190.94
Security Subtotal				**$18,628.99**	**$17,438.05**	**$1,190.94**
E O G RESOURCES INC: EOG	254.0000	10/27/10	11/28/11	$24,070.35	$23,987.69 [a]	$82.66
Security Subtotal				**$24,070.35**	**$23,987.69**	**$82.66**
EQUINIX INC NEW: EQIX	227.0000	10/27/10	11/28/11	$22,331.01	$18,441.48 [a]	$3,889.53
Security Subtotal				**$22,331.01**	**$18,441.48**	**$3,889.53**
FEDEX CORPORATION: FDX	40.0000	10/27/10	11/01/11	$3,181.85	$3,474.74 [a]	($292.89)
FEDEX CORPORATION: FDX	135.0000	10/27/10	11/28/11	$10,685.54	$11,727.25 [a]	($1,041.71)
Security Subtotal				**$13,867.39**	**$15,201.99**	**($1,334.60)**
FORD MOTOR COMPANY NEW: F	930.0000	10/27/10	11/28/11	$9,323.07	$13,159.50 [a]	($3,836.43)
Security Subtotal				**$9,323.07**	**$13,159.50**	**($3,836.43)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
FREEPORT MCMORAN COPPER: FCX	245.0000	10/27/10	11/28/11	$8,813.71	$11,550.26 [a]	($2,736.55)
Security Subtotal				**$8,813.71**	**$11,550.26**	**($2,736.55)**
GOOGLE INC CLASS A: GOOG	13.0000	10/27/10	11/28/11	$7,633.64	$7,983.56 [a]	($349.92)
Security Subtotal				**$7,633.64**	**$7,983.56**	**($349.92)**
HALLIBURTON CO HLDG CO: HAL	375.0000	10/27/10	11/28/11	$12,286.64	$12,753.11 [a]	($466.47)
Security Subtotal				**$12,286.64**	**$12,753.11**	**($466.47)**
HUMANA INC: HUM	375.0000	10/27/10	11/28/11	$31,497.78	$21,200.66 [a]	$10,297.12
Security Subtotal				**$31,497.78**	**$21,200.66**	**$10,297.12**
INTEL CORP: INTC	805.0000	10/27/10	11/28/11	$18,905.06	$15,995.35 [a]	$2,909.71
Security Subtotal				**$18,905.06**	**$15,995.35**	**$2,909.71**
LIBERTY STARZ CORP A LIBERTY STARZ SER A: LSTZA	205.0000	10/27/10	11/28/11	$13,545.62	$13,322.38 [a]	$223.24
Security Subtotal				**$13,545.62**	**$13,322.38**	**$223.24**
MASTERCARD INC: MA	67.0000	10/27/10	11/28/11	$24,023.72	$16,484.01 [a]	$7,539.71
Security Subtotal				**$24,023.72**	**$16,484.01**	**$7,539.71**

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1A1703-001857 253539

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ORACLE CORPORATION: ORCL	600.0000	10/27/10	11/28/11	$17,894.65	$17,091.23 [a]	$803.42
Security Subtotal				**$17,894.65**	**$17,091.23**	**$803.42**
PRICELINE.COM INC NEW: PCLN	15.0000	10/27/10	11/28/11	$7,145.71	$5,615.85 [a]	$1,529.86
Security Subtotal				**$7,145.71**	**$5,615.85**	**$1,529.86**
SALESFORCE COM: CRM	105.0000	10/27/10	11/28/11	$11,547.15	$11,919.60 [a]	($372.45)
Security Subtotal				**$11,547.15**	**$11,919.60**	**($372.45)**
Total Long-Term				**$436,423.95**	**$413,426.44**	**$22,997.51**
Total Realized Gain or (Loss)				**$715,378.28**	**$718,919.14**	**($3,540.86)**

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Endnotes For Your Account

Symbol	Endnote Legend
a	Data for this holding has been edited or provided by the advisor.

charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
ELGIN FOUNDATION 20-0337919
MGR: LEVIN CAPITAL STRATEGIES

Account Number
6837-8735

Report Period
September 27 - December 31, 2011

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: High Cost

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
BRIGGS & STRATTON CORP: BGG	1,855.0000	02/14/11	12/09/11	$29,191.01	$38,988.39 [a]	($9,797.38)
Security Subtotal				**$29,191.01**	**$38,988.39**	**($9,797.38)**
CELANESE CORP: CE	685.0000	10/18/11	11/21/11	$27,835.53	$25,853.00	$1,982.53
Security Subtotal				**$27,835.53**	**$25,853.00**	**$1,982.53**
E M C CORP MASS: EMC	1,335.0000	03/14/11	12/09/11	$31,278.17	$34,789.57 [a]	($3,511.40)
Security Subtotal				**$31,278.17**	**$34,789.57**	**($3,511.40)**
INGERSOLL RAND CL A NEWFIRELAND: IR	790.0000	10/27/10	10/18/11	$23,447.78	$30,834.26 [a]	($7,386.48)
Security Subtotal				**$23,447.78**	**$30,834.26**	**($7,386.48)**
LOWES COMPANIES INC: LOW	2,435.0000	05/19/11	11/04/11	$52,316.43	$60,608.37 [a]	($8,291.94)
Security Subtotal				**$52,316.43**	**$60,608.37**	**($8,291.94)**
MERCK & CO INC NEW: MRK	1,530.0000	10/27/10	10/26/11	$51,175.52	$55,563.63 [a]	($4,388.11)
MERCK & CO INC NEW: MRK	1,070.0000	09/21/11	10/26/11	$35,789.42	$34,546.23 [a]	$1,243.19
Security Subtotal				**$86,964.94**	**$90,109.86**	**($3,144.92)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
METLIFE INC: MET	1,185.0000	03/03/11	11/17/11	$37,304.50	$51,251.25 [a]	($13,946.75)
Security Subtotal				**$37,304.50**	**$51,251.25**	**($13,946.75)**
PROCTER & GAMBLE: PG	705.0000	10/27/11	12/02/11	$45,508.00	$45,660.59	($152.59)
Security Subtotal				**$45,508.00**	**$45,660.59**	**($152.59)**
SEAGATE TECHNOLOGY PLC F: STX	2,985.0000	07/11/11	11/23/11	$47,099.11	$49,957.86 [a]	($2,858.75)
SEAGATE TECHNOLOGY PLC F: STX	2,260.0000	09/22/11	11/29/11	$38,139.25	$24,382.24 [a]	$13,757.01
Security Subtotal				**$85,238.36**	**$74,340.10**	**$10,898.26**
TARGET CORPORATION: TGT	660.0000	09/22/11	11/21/11	$34,444.73	$32,182.79 [a]	$2,261.94
Security Subtotal				**$34,444.73**	**$32,182.79**	**$2,261.94**
THERMO FISHER SCIENTIFIC: TMO	481.0000	10/26/11	12/06/11	$22,638.74	$23,332.16	($693.42)
THERMO FISHER SCIENTIFIC: TMO	.474.0000	10/31/11	12/06/11	$22,309.28	$23,939.04	($1,629.76)
Security Subtotal				**$44,948.02**	**$47,271.20**	**($2,323.18)**
TRANSATLANTIC HOLDINGS: TRH	360.0000	09/23/11	12/07/11	$19,655.51	$16,238.88 [a]	$3,416.63

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1A1703-001857 253545

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
TRANSATLANTIC HOLDINGS: TRH	645.0000	10/03/11	12/07/11	$35,216.13	$31,516.18 [a]	$3,699.95
Security Subtotal				**$54,871.64**	**$47,755.06**	**$7,116.58**
Total Short-Term				**$553,349.11**	**$579,644.44**	**($26,295.33)**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
OMNICOM GROUP INC: OMC	1,215.0000	10/27/10	11/18/11	$50,532.94	$52,623.11 [a]	($2,090.17)
Security Subtotal				**$50,532.94**	**$52,623.11**	**($2,090.17)**
Total Long-Term				**$50,532.94**	**$52,623.11**	**($2,090.17)**

Total Realized Gain or (Loss)	**$603,882.05**	**$632,267.55**	**($28,385.50)**

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1A1703-001857 253548

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: High Cost

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
I T T EDUC SVCS INC: ESI	50.0000	10/27/10	10/12/11	$3,263.94	$3,129.13 [a]	$134.81
Security Subtotal				**$3,263.94**	**$3,129.13**	**$134.81**
JANUS CAPITAL GROUP INC: JNS	1,950.0000	10/27/10	10/13/11	$13,025.75	$20,835.75 [a]	($7,810.00)
JANUS CAPITAL GROUP INC: JNS	350.0000	10/27/10	10/18/11	$2,282.66	$3,739.75 [a]	($1,457.09)
Security Subtotal				**$15,308.41**	**$24,575.50**	**($9,267.09)**
LIFETIME FITNESS: LTM	50.0000	05/11/11	10/12/11	$2,053.96	$1,904.41 [a]	$149.55
Security Subtotal				**$2,053.96**	**$1,904.41**	**$149.55**
MONSTER WORLDWIDE INC: MWW	550.0000	10/27/10	10/12/11	$4,758.51	$7,832.00 [a]	($3,073.49)
MONSTER WORLDWIDE INC: MWW	600.0000	10/27/10	10/18/11	$5,107.10	$8,544.00 [a]	($3,436.90)
Security Subtotal				**$9,865.61**	**$16,376.00**	**($6,510.39)**
NEUSTAR INC CLASS A TENDER OFFER EXP: 12/2/11: NSR	100.0000	02/03/11	12/09/11	$3,448.01	$2,572.92 [a]	$875.09
NEUSTAR INC CLASS A TENDER OFFER EXP: 12/2/11: NSR	50.0000	02/23/11	12/09/11	$1,724.00	$1,289.76 [a]	$434.24
Security Subtotal				**$5,172.01**	**$3,862.68**	**$1,309.33**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1A1703-001857 253516

charles SCHWAB
INSTITUTIONAL

Schwab One® Account of 20-0337919
ELGIN FOUNDATION
MGR: KORNITZER CAPITAL MGMT

Account Number
2026-8981

Report Period
September 27 - December 31, 2011

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SIGMA ALDRICH CORP: SIAL	350.0000	10/27/10	10/14/11	$22,692.16	$21,834.12 [a]	$858.04
Security Subtotal				**$22,692.16**	**$21,834.12**	**$858.04**
Total Short-Term				**$58,356.09**	**$71,681.84**	**($13,325.75)**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CAREER EDUCATION CORP: CECO	2,100.0000	10/27/10	11/03/11	$15,329.71	$36,526.98 [a]	($21,197.27)
Security Subtotal				**$15,329.71**	**$36,526.98**	**($21,197.27)**
CHICOS FAS INC: CHS	1,150.0000	10/27/10	11/08/11	$14,352.76	$11,603.50 [a]	$2,749.26
Security Subtotal				**$14,352.76**	**$11,603.50**	**$2,749.26**
I T T EDUC SVCS INC: ESI	350.0000	10/27/10	12/02/11	$19,642.67	$21,903.87 [a]	($2,261.20)
Security Subtotal				**$19,642.67**	**$21,903.87**	**($2,261.20)**
NEUSTAR INC CLASS A TENDER OFFER EXP: 12/2/11: NSR	349.0000	10/27/10	12/09/11	$12,033.54	$8,634.26 [a]	$3,399.28
Security Subtotal				**$12,033.54**	**$8,634.26**	**$3,399.28**

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

20-0337919

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PHARMACEUTICAL PROD DXXXCASH MERGER @ $33.25/SH EFF 12/06/11: 717124101	1,400.0000	10/27/10	12/06/11	$46,550.00	$35,494.06 [a]	$11,055.94
Security Subtotal				**$46,550.00**	**$35,494.06**	**$11,055.94**
TIFFANY & CO NEW: TIF	150.0000	10/27/10	11/07/11	$11,620.88	$7,730.82 [a]	$3,890.06
Security Subtotal				**$11,620.88**	**$7,730.82**	**$3,890.06**
Total Long-Term				**$119,529.56**	**$121,893.49**	**($2,363.93)**
Total Realized Gain or (Loss)				**$177,885.65**	**$193,575.33**	**($15,689.68)**

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Endnotes For Your Account

Symbol	Endnote Legend
a	Data for this holding has been edited or provided by the advisor.

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2011 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss)

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
UST INFL IDX 2%01/14INFL INDEX DUE 01/15/14: 912828BW9	25,000.0000	01/20/05	12/09/11	$32,827.57	$26,782.49 [a]	$6,045.08
Security Subtotal				**$32,827.57**	**$26,782.49**	**$6,045.08**
Total Long-Term				**$32,827.57**	**$26,782.49**	**$6,045.08**
Total Realized Gain or (Loss)				**$32,827.57**	**$26,782.49**	**$6,045.08**

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Endnotes For Your Account

Symbol	Endnote Legend
a	Data for this holding has been edited or provided by the advisor.

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1A1703-001857 253512

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: High Cost

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ACTUANT CORP CL A NEW: ATU	93.0000	12/31/10	12/27/11	$2,143.60	$2,476.59 [a]	($332.99)
ACTUANT CORP CL A NEW: ATU	97.0000	05/24/11	12/27/11	$2,235.81	$2,347.40 [a]	($111.59)
Security Subtotal				**$4,379.41**	**$4,823.99**	**($444.58)**
ALCOA INC: AA	254.0000	05/13/11	12/19/11	$2,166.58	$4,345.94 [a]	($2,179.36)
ALCOA INC: AA	126.0000	05/17/11	12/19/11	$1,074.76	$2,073.96 [a]	($999.20)
Security Subtotal				**$3,241.34**	**$6,419.90**	**($3,178.56)**
ANSYS INC: ANSS	22.0000	11/15/10	10/14/11	$1,141.78	$1,077.56 [a]	$64.22
ANSYS INC: ANSS	73.0000	11/15/10	10/14/11	$3,788.63	$3,575.54 [a]	$213.09
ANSYS INC: ANSS	14.0000	11/19/10	10/14/11	$726.59	$676.34 [a]	$50.25
ANSYS INC: ANSS	22.0000	11/19/10	10/14/11	$1,141.77	$1,062.82 [a]	$78.95
ANSYS INC: ANSS	22.0000	05/27/11	10/14/11	$1,141.78	$1,255.54 [a]	($113.76)
Security Subtotal				**$7,940.55**	**$7,647.80**	**$292.75**
B E AEROSPACE INC: BEAV	133.0000	09/26/11	11/16/11	$5,036.61	$4,523.33 [a]	$513.28
Security Subtotal				**$5,036.61**	**$4,523.33**	**$513.28**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

20-0337919

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
BRIGHAM EXPL CO: BEXP		120.0000	02/25/11	10/21/11	$4,383.52	$4,262.40 [a]	$121.12
BRIGHAM EXPL CO: BEXP		71.0000	04/15/11	10/21/11	$2,593.59	$2,384.89 [a]	$208.70
BRIGHAM EXPL CO: BEXP		26.0000	05/09/11	10/21/11	$949.75	$763.10 [a]	$186.65
Security Subtotal					**$7,926.86**	**$7,410.39**	**$516.47**
BRIGHAM EXPL CO EXP: 11/30/2: BEXP	TENDER OFFER	26.0000	05/05/11	11/07/11	$945.35	$717.60 [a]	$227.75
BRIGHAM EXPL CO EXP: 11/30/2: BEXP	TENDER OFFER	49.0000	05/05/11	11/07/11	$1,781.60	$1,352.40 [a]	$429.20
BRIGHAM EXPL CO EXP: 11/30/2: BEXP	TENDER OFFER	45.0000	05/09/11	11/07/11	$1,636.17	$1,320.75 [a]	$315.42
Security Subtotal					**$4,363.12**	**$3,390.75**	**$972.37**
CAMERON INTL CORP: CAM		33.0000	11/17/10	10/13/11	$1,583.64	$1,475.43 [a]	$108.21
CAMERON INTL CORP: CAM		101.0000	05/04/11	10/13/11	$4,846.90	$4,919.71 [a]	($72.81)
CAMERON INTL CORP: CAM		73.0000	11/17/10	10/17/11	$3,477.65	$3,263.83 [a]	$213.82
Security Subtotal					**$9,908.19**	**$9,658.97**	**$249.22**

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1A1703001857 253553

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CHICOS FAS INC: CHS	366.0000	06/22/11	11/11/11	$4,421.20	$5,347.26 [a]	($926.06)
CHICOS FAS INC: CHS	313.0000	06/22/11	11/14/11	$3,737.15	$4,572.93 [a]	($835.78)
CHICOS FAS INC: CHS	28.0000	06/22/11	11/18/11	$317.50	$409.08 [a]	($91.58)
CHICOS FAS INC: CHS	116.0000	07/12/11	11/18/11	$1,315.42	$1,806.12 [a]	($490.70)
CHICOS FAS INC: CHS	29.0000	08/05/11	11/18/11	$328.86	$382.22 [a]	($53.36)
CHICOS FAS INC: CHS	253.0000	08/05/11	12/12/11	$2,770.30	$3,334.54 [a]	($564.24)
CHICOS FAS INC: CHS	35.0000	08/17/11	12/12/11	$383.24	$430.85 [a]	($47.61)
CHICOS FAS INC: CHS	119.0000	08/17/11	12/12/11	$1,303.02	$1,464.89 [a]	($161.87)
CHICOS FAS INC: CHS	119.0000	09/02/11	12/12/11	$1,303.03	$1,545.81 [a]	($242.78)
Security Subtotal				**$15,879.72**	**$19,293.70**	**($3,413.98)**
COOPER COMPANIES NEW: COO	78.0000	08/25/11	10/21/11	$5,331.98	$5,412.42 [a]	($80.44)
Security Subtotal				**$5,331.98**	**$5,412.42**	**($80.44)**
COVENTRY HEALTH CARE INC: CVH	74.0000	12/02/10	11/09/11	$2,315.42	$1,963.96 [a]	$351.46
Security Subtotal				**$2,315.42**	**$1,963.96**	**$351.46**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1A1703-001857 253554

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DISCOVERY COMMUN SER A SERIES A: DISCA	294.0000	12/08/10	11/22/11	$11,930.29	$12,553.80 [a]	($623.51)
DISCOVERY COMMUN SER A SERIES A: DISCA	151.0000	12/23/10	11/22/11	$6,127.47	$6,366.16 [a]	($238.69)
DISCOVERY COMMUN SER A SERIES A: DISCA	39.0000	01/07/11	11/22/11	$1,582.58	$1,572.87 [a]	$9.71
Security Subtotal				**$19,640.34**	**$20,492.83**	**($852.49)**
DORMAN PRODUCTS INC: DORM	57.0000	01/31/11	10/17/11	$2,054.14	$1,837.16 [a]	$216.98
Security Subtotal				**$2,054.14**	**$1,837.16**	**$216.98**
ENTROPIC COMMUNICATIONS: ENTR	339.0000	04/21/11	11/11/11	$1,752.59	$2,834.04 [a]	($1,081.45)
Security Subtotal				**$1,752.59**	**$2,834.04**	**($1,081.45)**
EXPRESS SCRIPTS INC: ESRX	62.0000	07/22/11	10/27/11	$2,837.07	$3,553.22 [a]	($716.15)
Security Subtotal				**$2,837.07**	**$3,553.22**	**($716.15)**
FORTINET INC: FTNT	38.0000	12/13/10	12/06/11	$933.64	$606.48 [a]	$327.16
Security Subtotal				**$933.64**	**$606.48**	**$327.16**
FREEPORT MCMORAN COPPER: FCX	108.0000	11/17/10	10/12/11	$3,873.88	$5,229.90 [a]	($1,356.02)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1A1703-001857 253555

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2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
FREEPORT MCMORAN COPPER: FCX	32.0000	06/07/11	10/12/11	$1,147.82	$1,592.64 [a]	($444.82)
FREEPORT MCMORAN COPPER: FCX	94.0000	06/10/11	10/12/11	$3,371.72	$4,598.48 [a]	($1,226.76)
FREEPORT MCMORAN COPPER: FCX	58.0000	11/17/10	10/17/11	$2,036.34	$2,808.65 [a]	($772.31)
FREEPORT MCMORAN COPPER: FCX	97.0000	11/17/10	10/17/11	$3,405.61	$4,697.23 [a]	($1,291.62)
FREEPORT MCMORAN COPPER: FCX	29.0000	11/17/10	10/25/11	$1,108.07	$1,404.32 [a]	($296.25)
FREEPORT MCMORAN COPPER: FCX	1.0000	06/13/11	10/25/11	$38.20	$48.34 [a]	($10.14)
FREEPORT MCMORAN COPPER: FCX	3.0000	06/13/11	10/25/11	$114.63	$145.02 [a]	($30.39)
FREEPORT MCMORAN COPPER: FCX	15.0000	06/13/11	10/25/11	$573.14	$725.10 [a]	($151.96)
FREEPORT MCMORAN COPPER: FCX	19.0000	03/10/11	10/28/11	$813.19	$908.20 [a]	($95.01)
FREEPORT MCMORAN COPPER: FCX	79.0000	03/10/11	10/28/11	$3,381.13	$3,776.20 [a]	($395.07)
FREEPORT MCMORAN COPPER: FCX	75.0000	06/13/11	10/28/11	$3,209.94	$3,625.50 [a]	($415.56)
Security Subtotal				**$23,073.67**	**$29,559.58**	**($6,485.91)**
FRESH MARKET INC: TFM	30.0000	05/05/11	12/09/11	$1,230.58	$1,197.00 [a]	$33.58

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
, RESH MARKET INC: TFM	9.0000	05/24/11	12/09/11	$369.17	$365.40 [a]	$3.77
Security Subtotal				**$1,599.75**	**$1,562.40**	**$37.35**
GENERAL ELECTRIC COMPANY: GE	29.0000	02/24/11	10/25/11	$470.37	$597.11 [a]	($126.74)
GENERAL ELECTRIC COMPANY: GE	160.0000	02/24/11	10/25/11	$2,595.15	$3,294.40 [a]	($699.25)
Security Subtotal				**$3,065.52**	**$3,891.51**	**($825.99)**
GOLDMAN SACHS GROUP INC: GS	59.0000	09/06/11	10/12/11	$5,847.38	$6,124.20 [a]	($276.82)
Security Subtotal				**$5,847.38**	**$6,124.20**	**($276.82)**
HARSCO CORPORATION: HSC	161.0000	05/17/11	10/23/11	$3,892.91	$5,292.07 [a]	($1,399.16)
Security Subtotal				**$3,892.91**	**$5,292.07**	**($1,399.16)**
HEARTLAND PAYMENT SYS: HPY	229.0000	04/14/11	12/27/11	$5,495.89	$4,007.14 [a]	$1,488.75
Security Subtotal				**$5,495.89**	**$4,007.14**	**$1,488.75**
IPG PHOTONICS CORP: IPGP	119.0000	02/04/11	10/21/11	$5,809.47	$4,248.30 [a]	$1,561.17
Security Subtotal				**$5,809.47**	**$4,248.30**	**$1,561.17**
LINDSAY CORPORATION: LNN	38.0000	01/11/11	10/21/11	$2,042.47	$2,562.34 [a]	($519.87)

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1A1703-001857 253557

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
LINDSAY CORPORATION: LNN	14.0000	01/25/11	10/21/11	$752.49	$899.22 [a]	($146.73)
LINDSAY CORPORATION: LNN	33.0000	01/25/11	10/21/11	$1,773.70	$2,119.59 [a]	($345.89)
LINDSAY CORPORATION: LNN	9.0000	06/02/11	10/21/11	$483.74	$581.13 [a]	($97.39)
LINDSAY CORPORATION: LNN	24.0000	06/02/11	10/21/11	$1,289.98	$1,549.68 [a]	($259.70)
Security Subtotal				**$6,342.38**	**$7,711.96**	**($1,369.58)**
MAGMA DESIGN AUTOMATION: LAVA	420.0000	08/19/11	12/01/11	$2,994.55	$2,154.60 [a]	$839.95
MAGMA DESIGN AUTOMATION: LAVA	80.0000	08/24/11	12/01/11	$570.38	$425.04 [a]	$145.34
Security Subtotal				**$3,564.93**	**$2,579.64**	**$985.29**
MEDICIS PHARM CL A NEW: MRX	170.0000	05/16/11	11/16/11	$5,545.30	$6,203.30 [a]	($658.00)
MEDICIS PHARM CL A NEW: MRX	22.0000	05/31/11	11/16/11	$717.62	$824.56 [a]	($106.94)
Security Subtotal				**$6,262.92**	**$7,027.86**	**($764.94)**
MF GLOBAL HLDGS LTD: MF	604.0000	04/01/11	10/21/11	$2,222.68	$5,345.40 [a]	($3,122.72)
MF GLOBAL HLDGS LTD: MF	211.0000	04/05/11	10/21/11	$776.47	$1,816.71 [a]	($1,040.24)
MF GLOBAL HLDGS LTD: MF	150.0000	09/07/11	10/21/11	$551.99	$798.00 [a]	($246.01)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
MF GLOBAL HLDGS LTD: MF	211.0000	09/07/11	10/21/11	$776.46	$1,122.52 [a]	($346.06)
Security Subtotal				**$4,327.60**	**$9,082.63**	**($4,755.03)**
NIKE INC CLASS B: NKE	65.0000	08/11/11	10/12/11	$5,966.24	$5,411.90 [a]	$554.34
NIKE INC CLASS B: NKE	74.0000	04/08/11	12/27/11	$7,234.84	$5,727.60 [a]	$1,507.24
Security Subtotal				**$13,201.08**	**$11,139.50**	**$2,061.58**
NORTHERN OIL AND GAS INC: NOG	60.0000	05/12/11	12/09/11	$1,497.57	$1,212.00 [a]	$285.57
Security Subtotal				**$1,497.57**	**$1,212.00**	**$285.57**
NU SKIN ENTERPRISES CL A: NUS	74.0000	05/05/11	11/03/11	$3,788.73	$2,662.52 [a]	$1,126.21
Security Subtotal				**$3,788.73**	**$2,662.52**	**$1,126.21**
PEABODY ENERGY CORP: BTU	70.0000	08/29/11	11/14/11	$2,788.75	$3,402.00 [a]	($613.25)
PEABODY ENERGY CORP: BTU	67.0000	08/29/11	12/20/11	$2,227.71	$3,256.20 [a]	($1,028.49)
Security Subtotal				**$5,016.46**	**$6,658.20**	**($1,641.74)**
PENN NATIONAL GAMING: PENN	85.0000	04/14/11	12/27/11	$3,266.49	$3,144.15 [a]	$122.34
Security Subtotal				**$3,266.49**	**$3,144.15**	**$122.34**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1A1703-001857 253559

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2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PERRIGO CO: PRGO	30.0000	04/12/11	12/27/11	$3,020.35	$2,562.30 [a]	$458.05
PERRIGO CO: PRGO	17.0000	04/13/11	12/27/11	$1,711.52	$1,487.50 [a]	$224.02
Security Subtotal				**$4,731.87**	**$4,049.80**	**$682.07**
PHARMASSET INC: VRUS	22.0000	02/25/11	10/21/11	$1,595.85	$558.69 [a]	$1,037.16
PHARMASSET INC: VRUS	54.0000	03/29/11	10/21/11	$3,917.08	$1,874.34 [a]	$2,042.74
PHARMASSET INC: VRUS	78.0000	02/25/11	10/24/11	$5,514.49	$1,980.81 [a]	$3,533.68
PHARMASSET INC: VRUS	24.0000	02/25/11	11/22/11	$3,202.25	$609.48 [a]	$2,592.77
PHARMASSET INC: VRUS	54.0000	02/25/11	11/22/11	$7,205.09	$1,371.33 [a]	$5,833.76
Security Subtotal				**$21,434.76**	**$6,394.65**	**$15,040.11**
RANGE RESOURCES CORP: RRC	43.0000	09/28/11	12/13/11	$2,663.80	$2,550.76 [a]	$113.04
RANGE RESOURCES CORP: RRC	32.0000	09/28/11	12/14/11	$1,912.29	$1,898.24 [a]	$14.05
RANGE RESOURCES CORP: RRC	8.0000	10/04/11	12/14/11	$478.07	$453.84 [a]	$24.23
RANGE RESOURCES CORP: RRC	32.0000	10/04/11	12/14/11	$1,912.28	$1,815.36 [a]	$96.92
Security Subtotal				**$6,966.44**	**$6,718.20**	**$248.24**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ROWAN COMPANIES INC: RDC	79.0000	04/01/11	12/12/11	$2,490.03	$3,491.80 [a]	($1,001.77)
Security Subtotal				**$2,490.03**	**$3,491.80**	**($1,001.77)**
SCHLUMBERGER LTD F: SLB	44.0000	10/20/11	12/12/11	$3,164.42	$2,991.56	$172.86
Security Subtotal				**$3,164.42**	**$2,991.56**	**$172.86**
SCRIPPS NTWK INTERACTIV CLASS A: SNI	62.0000	10/29/10	10/12/11	$2,408.65	$3,155.80 [a]	($747.15)
SCRIPPS NTWK INTERACTIV CLASS A: SNI	18.0000	11/02/10	10/12/11	$699.29	$911.70 [a]	($212.41)
SCRIPPS NTWK INTERACTIV CLASS A: SNI	62.0000	11/02/10	10/12/11	$2,408.66	$3,140.30 [a]	($731.64)
SCRIPPS NTWK INTERACTIV CLASS A: SNI	18.0000	01/18/11	10/12/11	$699.28	$865.98 [a]	($166.70)
SCRIPPS NTWK INTERACTIV CLASS A: SNI	60.0000	01/18/11	10/13/11	$2,430.55	$2,886.60 [a]	($456.05)
Security Subtotal				**$8,646.43**	**$10,960.38**	**($2,313.95)**
SINA CORPORATION F: SINA	71.0000	06/22/11	11/29/11	$4,449.48	$6,110.26 [a]	($1,660.78)
Security Subtotal				**$4,449.48**	**$6,110.26**	**($1,660.78)**
SLM CORPORATION: SLM	699.0000	02/09/11	12/01/11	$8,891.11	$10,380.15 [a]	($1,489.04)
SLM CORPORATION: SLM	24.0000	02/15/11	12/05/11	$305.03	$360.48 [a]	($55.45)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SLM CORPORATION: SLM	331.0000	02/15/11	12/05/11	$4,206.94	$4,971.62 [a]	($764.68)
SLM CORPORATION: SLM	42.0000	03/11/11	12/05/11	$533.80	$627.90 [a]	($94.10)
SLM CORPORATION: SLM	105.0000	05/04/11	12/05/11	$1,334.53	$1,716.75 [a]	($382.22)
SLM CORPORATION: SLM	24.0000	05/17/11	12/05/11	$305.03	$384.48 [a]	($79.45)
SLM CORPORATION: SLM	261.0000	05/17/11	12/05/11	$3,317.25	$4,181.22 [a]	($863.97)
SLM CORPORATION: SLM	36.0000	02/10/11	12/12/11	$461.51	$536.40 [a]	($74.89)
SLM CORPORATION: SLM	126.0000	02/10/11	12/12/11	$1,615.28	$1,877.40 [a]	($262.12)
SLM CORPORATION: SLM	126.0000	03/11/11	12/12/11	$1,615.30	$1,883.70 [a]	($268.40)
SLM CORPORATION: SLM	180.0000	02/10/11	12/13/11	$2,329.16	$2,682.00 [a]	($352.84)
Security Subtotal				**$24,914.94**	**$29,602.10**	**($4,687.16)**
SONIC CORP: SONC	331.0000	06/16/11	10/25/11	$2,287.17	$3,578.11 [a]	($1,290.94)
SONIC CORP: SONC	230.0000	06/16/11	10/28/11	$1,766.37	$2,486.30 [a]	($719.93)
Security Subtotal				**$4,053.54**	**$6,064.41**	**($2,010.87)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
STARBUCKS CORP: SBUX	41.0000	06/30/11	12/15/11	$1,779.37	$1,619.50 [a]	$159.87
STARBUCKS CORP: SBUX	106.0000	07/29/11	12/15/11	$4,600.31	$4,250.60 [a]	$349.71
Security Subtotal				**$6,379.68**	**$5,870.10**	**$509.58**
SUCCESSFACTORS INC: SFSF	105.0000	10/21/11	12/06/11	$4,178.92	$2,521.05	$1,657.87
Security Subtotal				**$4,178.92**	**$2,521.05**	**$1,657.87**
SVB FINANCIAL GROUP INC: SIVB	89.0000	07/21/11	11/30/11	$4,186.48	$5,485.07 [a]	($1,298.59)
SVB FINANCIAL GROUP INC: SIVB	44.0000	10/21/11	11/30/11	$2,069.72	$2,026.20	$43.52
Security Subtotal				**$6,256.20**	**$7,511.27**	**($1,255.07)**
YUM BRANDS INC: YUM	13.0000	08/02/11	12/15/11	$747.49	$662.87 [a]	$84.62
YUM BRANDS INC: YUM	168.0000	08/11/11	12/15/11	$9,659.81	$8,645.28 [a]	$1,014.53
Security Subtotal				**$10,407.30**	**$9,308.15**	**$1,099.15**
Total Short-Term				**$297,667.74**	**$307,366.33**	**($9,698.59)**

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1A1703-001857 253563

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ABERCROMBIE & FITCH CL A: ANF	75.0000	04/13/09	11/17/11	$3,713.18	$1,802.63 [a]	$1,910.55
Security Subtotal				**$3,713.18**	**$1,802.63**	**$1,910.55**
ACTUANT CORP CL A NEW: ATU	214.0000	12/02/10	12/27/11	$4,932.61	$5,439.88 [a]	($507.27)
Security Subtotal				**$4,932.61**	**$5,439.88**	**($507.27)**
AMAZON COM INC: AMZN	21.0000	07/06/10	10/27/11	$4,342.30	$2,311.47 [a]	$2,030.83
AMAZON COM INC: AMZN	9.0000	08/04/09	11/01/11	$1,908.32	$772.34 [a]	$1,135.98
AMAZON COM INC: AMZN	3.0000	07/06/10	11/01/11	$636.11	$330.21 [a]	$305.90
AMAZON COM INC: AMZN	11.0000	07/27/09	11/08/11	$2,397.84	$926.81 [a]	$1,471.03
AMAZON COM INC: AMZN	23.0000	07/27/09	11/09/11	$4,857.97	$1,937.87 [a]	$2,920.10
Security Subtotal				**$14,142.54**	**$6,278.70**	**$7,863.84**
AMERN CAMPUS COMMUNITIES: ACC	65.0000	10/01/07	10/24/11	$2,592.15	$1,858.82 [a]	$733.33
Security Subtotal				**$2,592.15**	**$1,858.82**	**$733.33**
C S X CORP: CSX	140.0000	06/16/09	10/21/11	$3,060.34	$1,606.03 [a]	$1,454.31
Security Subtotal				**$3,060.34**	**$1,606.03**	**$1,454.31**

Please see "*Endnotes for Your Account*" section for an explanation of the endnote codes and symbols on this report.

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ERNER CORP: CERN	68.0000	08/13/10	10/12/11	$4,613.03	$2,587.06 [a]	$2,025.97
Security Subtotal				**$4,613.03**	**$2,587.06**	**$2,025.97**
COMCAST CP NEW CL A SPL CLASS A SPL NON-VOTING: CMCSK	230.0000	09/02/09	10/31/11	$5,312.90	$3,425.85 [a]	$1,887.05
Security Subtotal				**$5,312.90**	**$3,425.85**	**$1,887.05**
DOW CHEMICAL COMPANY: DOW	146.0000	05/11/09	10/17/11	$3,873.31	$2,576.17 [a]	$1,297.14
Security Subtotal				**$3,873.31**	**$2,576.17**	**$1,297.14**
EATON CORPORATION: ETN	40.0000	05/03/06	11/09/11	$1,757.97	$1,550.78 [a]	$207.19
Security Subtotal				**$1,757.97**	**$1,550.78**	**$207.19**
NTROPIC COMMUNICATIONS: ENTR	753.0000	08/10/10	11/11/11	$3,892.94	$6,197.19 [a]	($2,304.25)
Security Subtotal				**$3,892.94**	**$6,197.19**	**($2,304.25)**
EXXON MOBIL CORPORATION: XOM	57.0000	01/01/00	10/25/11	$4,527.99	$2,365.29 [a]	$2,162.70
Security Subtotal				**$4,527.99**	**$2,365.29**	**$2,162.70**
FIFTH THIRD BANCORP: FITB	827.0000	08/11/09	10/28/11	$10,180.17	$8,108.74 [a]	$2,071.43
Security Subtotal				**$10,180.17**	**$8,108.74**	**$2,071.43**

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
FMC TECHNOLOGIES INC: FTI	52.0000	07/08/10	12/07/11	$2,698.23	$1,603.68 [a]	$1,094.55
FMC TECHNOLOGIES INC: FTI	1.0000	08/25/10	12/07/11	$51.89	$30.90 [a]	$20.99
Security Subtotal				**$2,750.12**	**$1,634.58**	**$1,115.54**
FORTINET INC: FTNT	145.0000	11/05/10	12/06/11	$3,562.58	$2,269.25 [a]	$1,293.33
Security Subtotal				**$3,562.58**	**$2,269.25**	**$1,293.33**
GENERAL CABLE CP DE NEW: BGC	98.0000	05/11/10	12/19/11	$2,278.46	$3,152.66 [a]	($874.20)
GENERAL CABLE CP DE NEW: BGC	1.0000	05/19/10	12/19/11	$23.25	$30.54 [a]	($7.29)
Security Subtotal				**$2,301.71**	**$3,183.20**	**($881.49)**
GOLDMAN SACHS GROUP INC: GS	29.0000	12/03/08	10/12/11	$2,874.13	$1,999.99 [a]	$874.14
GOLDMAN SACHS GROUP INC: GS	77.0000	01/14/09	10/12/11	$7,631.32	$5,829.28 [a]	$1,802.04
GOLDMAN SACHS GROUP INC: GS	90.0000	01/14/09	10/12/11	$8,919.73	$6,813.45 [a]	$2,106.28
Security Subtotal				**$19,425.18**	**$14,642.72**	**$4,782.46**
GOODRICH CORPORATION: GR	81.0000	10/08/10	10/12/11	$9,768.41	$6,190.02 [a]	$3,578.39
Security Subtotal				**$9,768.41**	**$6,190.02**	**$3,578.39**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

20-0337919

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
GREEN MTN COFFEE ROASTER: GMCR	108.0000	07/31/08	11/01/11	$6,718.55	$872.76 [a]	$5,845.79
GREEN MTN COFFEE ROASTER: GMCR	92.0000	07/31/08	11/11/11	$4,018.48	$743.46 [a]	$3,275.02
Security Subtotal				**$10,737.03**	**$1,616.22**	**$9,120.81**
H M S HOLDINGS CORP: HMSY	121.0000	12/17/10	12/27/11	$3,852.57	$2,647.08 [a]	$1,205.49
Security Subtotal				**$3,852.57**	**$2,647.08**	**$1,205.49**
HLTH MGMT ASSOC CL A: HMA	316.0000	04/05/10	12/13/11	$2,196.16	$2,790.28 [a]	($594.12)
HLTH MGMT ASSOC CL A: HMA	144.0000	06/04/10	12/13/11	$1,000.78	$1,265.76 [a]	($264.98)
Security Subtotal				**$3,196.94**	**$4,056.04**	**($859.10)**
IGERSOLL RAND CL A NEWFIRELAND: IR	191.0000	06/28/10	10/25/11	$5,657.31	$7,070.82 [a]	($1,413.51)
INGERSOLL RAND CL A NEWFIRELAND: IR	80.0000	06/28/10	11/14/11	$2,495.15	$2,961.60 [a]	($466.45)
INGERSOLL RAND CL A NEWFIRELAND: IR	8.0000	06/28/10	12/28/11	$242.23	$296.16 [a]	($53.93)
INGERSOLL RAND CL A NEWFIRELAND: IR	121.0000	06/30/10	12/28/11	$3,663.82	$4,174.50 [a]	($510.68)
Security Subtotal				**$12,058.51**	**$14,503.08**	**($2,444.57)**
INTL BUSINESS MACHINES: IBM	54.0000	07/10/06	10/18/11	$9,660.41	$4,122.90 [a]	$5,537.51

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
INTL BUSINESS MACHINES: IBM	12.0000	07/10/06	12/09/11	$2,334.68	$916.20 [a]	$1,418.48
Security Subtotal				**$11,995.09**	**$5,039.10**	**$6,955.99**
JPMORGAN CHASE & CO: JPM	48.0000	09/09/05	10/17/11	$1,489.89	$1,678.96 [a]	($189.07)
JPMORGAN CHASE & CO: JPM	104.0000	07/15/08	10/17/11	$3,228.09	$3,227.64 [a]	$0.45
JPMORGAN CHASE & CO: JPM	117.0000	07/15/08	10/17/11	$3,631.61	$3,631.10 [a]	$0.51
JPMORGAN CHASE & CO: JPM	248.0000	10/29/08	10/17/11	$7,697.78	$8,859.80 [a]	($1,162.02)
Security Subtotal				**$16,047.37**	**$17,397.50**	**($1,350.13)**
LEAR CORPORATION: LEA	47.0000	10/15/10	11/18/11	$1,902.99	$2,052.02 [a]	($149.03)
LEAR CORPORATION: LEA	47.0000	10/15/10	11/21/11	$1,863.04	$2,052.02 [a]	($188.98)
LEAR CORPORATION: LEA	124.0000	10/15/10	12/27/11	$4,959.91	$5,413.84 [a]	($453.93)
LEAR CORPORATION: LEA	11.0000	11/12/10	12/27/11	$439.99	$481.30 [a]	($41.31)
Security Subtotal				**$9,165.93**	**$9,999.18**	**($833.25)**
LYONDELLBASELL INDS FCLASS A: LYB	95.0000	11/29/10	12/27/11	$3,132.09	$2,827.20 [a]	$304.89
Security Subtotal				**$3,132.09**	**$2,827.20**	**$304.89**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
MASTERCARD INC: MA	15.0000	05/25/10	11/03/11	$5,498.75	$3,103.20 [a]	$2,395.55
MASTERCARD INC: MA	5.0000	06/10/10	11/03/11	$1,832.91	$1,025.65 [a]	$807.26
Security Subtotal				**$7,331.66**	**$4,128.85**	**$3,202.81**
O REILLY AUTOMOTIVE NEW: ORLY	68.0000	09/03/09	10/28/11	$5,172.66	$2,566.66 [a]	$2,606.00
Security Subtotal				**$5,172.66**	**$2,566.66**	**$2,606.00**
OCH ZIFF CAPITAL MGMT A: OZM	430.0000	06/18/09	11/02/11	$4,330.02	$3,909.95 [a]	$420.07
Security Subtotal				**$4,330.02**	**$3,909.95**	**$420.07**
R L I CORP: RLI	51.0000	10/01/07	10/26/11	$3,534.23	$2,966.41 [a]	$567.82
Security Subtotal				**$3,534.23**	**$2,966.41**	**$567.82**
ROWAN COMPANIES INC: RDC	8.0000	03/25/10	12/12/11	$252.16	$330.88 [a]	($78.72)
ROWAN COMPANIES INC: RDC	17.0000	03/25/10	12/13/11	$530.04	$703.12 [a]	($173.08)
ROWAN COMPANIES INC: RDC	44.0000	03/25/10	12/13/11	$1,371.90	$1,819.84 [a]	($447.94)
ROWAN COMPANIES INC: RDC	62.0000	03/25/10	12/19/11	$1,805.41	$2,564.32 [a]	($758.91)
Security Subtotal				**$3,959.51**	**$5,418.16**	**($1,458.65)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ROYAL DUTCH SHELL A ADRFSPONSORED ADR 1 ADR REPS 2: RDSA	103.0000	03/26/07	10/12/11	$6,879.24	$6,861.67 [a]	$17.57
Security Subtotal				**$6,879.24**	**$6,861.67**	**$17.57**
SUCCESSFACTORS INC: SFSF	105.0000	03/11/10	12/06/11	$4,178.91	$2,134.37 [a]	$2,044.54
SUCCESSFACTORS INC: SFSF	218.0000	03/11/10	12/06/11	$8,676.24	$4,431.35 [a]	$4,244.89
Security Subtotal				**$12,855.15**	**$6,565.72**	**$6,289.43**
TIME WARNER CABLE: TWC	2.0000	06/26/09	11/03/11	$125.40	$62.27 [a]	$63.13
Security Subtotal				**$125.40**	**$62.27**	**$63.13**
TREEHOUSE FOODS INC: THS	41.0000	11/05/07	11/30/11	$2,703.08	$1,074.47 [a]	$1,628.61
Security Subtotal				**$2,703.08**	**$1,074.47**	**$1,628.61**
ULTRATECH INC: UTEK	138.0000	08/13/10	12/27/11	$3,390.59	$2,275.33 [a]	$1,115.26
Security Subtotal				**$3,390.59**	**$2,275.33**	**$1,115.26**
WATSON PHARMACEUTICALS: WPI	129.0000	03/26/07	11/29/11	$8,680.24	$3,420.61 [a]	$5,259.63
Security Subtotal				**$8,680.24**	**$3,420.61**	**$5,259.63**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
YUM BRANDS INC: YUM	74.0000	04/14/10	12/27/11	$4,388.12	$3,085.06 [a]	$1,303.06
Security Subtotal				$4,388.12	$3,085.06	$1,303.06
Total Long-Term				$233,942.56	$172,137.47	$61,805.09
Total Realized Gain or (Loss)				$531,610.30	$479,503.80	$52,106.50

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Endnotes For Your Account

Symbol	Endnote Legend
a	Data for this holding has been edited or provided by the advisor.

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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