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**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.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation WILLIAM B. ORKIN FOUNDATION, INC.		A Employer identification number 20-2011970
Number and street (or P O box number if mail is not delivered to street address) 12600 DEERFIELD PARKWAY SUITE 150	Room/suite	B Telephone number (678) 297-2700
City or town, state, and ZIP code ALPHARETTA, GA 30004-5099		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: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,283,961.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	160,552.	160,552.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	530,907.			
	b Gross sales price for all assets on line 6a 6,181,791.				
	7 Capital gain net income (from Part IV, line 2)		530,907.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	691,459.	691,459.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	3,800.	1,900.		1,900.
	c Other professional fees STMT 3	40,784.	40,784.		0.
	17 Interest				
	18 Taxes STMT 4	5,160.	710.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	1,307.	1,250.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	51,051.	44,644.		1,900.
	25 Contributions, gifts, grants paid	254,800.			254,800.
26 Total expenses and disbursements. Add lines 24 and 25	305,851.	44,644.		256,700.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	385,608.				
b Net investment income (if negative, enter -0-)		646,815.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	62,021.	318.	318.
	2 Savings and temporary cash investments	130,572.	845,712.	845,712.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	2,638,073.	2,747,200.	2,688,472.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	2,151,956.	1,775,000.	1,749,459.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	4,982,622.	5,368,230.	5,283,961.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,982,622.	5,368,230.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	4,982,622.	5,368,230.	
	31 Total liabilities and net assets/fund balances	4,982,622.	5,368,230.	

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	4,982,622.
2 Enter amount from Part I, line 27a	2	385,608.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,368,230.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,368,230.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 6,181,791.		5,650,884.	530,907.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			530,907.

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	530,907.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	204,275.	5,252,998.	.038887
2009	282,170.	4,959,199.	.056898
2008	166,698.	5,267,191.	.031648
2007	351,392.	6,327,187.	.055537
2006	293,191.	5,271,035.	.055623

2 Total of line 1, column (d)	2	.238593
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	.047719
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,492,153.
5 Multiply line 4 by line 3	5	262,080.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,468.
7 Add lines 5 and 6	7	268,548.
8 Enter qualifying distributions from Part XII, line 4	8	256,700.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	12,936.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	12,936.
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	12,936.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 2,731.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 5,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	7,731.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	5,205.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ GA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>WILLIAM B. ORKIN</u> Telephone no. ► <u>678-297-2700</u> Located at ► <u>12600 DEERFIELD PARKWAY, ALPHARETTA, GA</u> ZIP+4 ► <u>30004</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM B. ORKIN 12600 DEERFIELD PARKWAY SUITE 150 ALPHARETTA, GA 30004	PRESIDENT	0.00	0.	0.
ADAM ORKIN 12600 DEERFIELD PARKWAY SUITE 150 ALPHARETTA, GA 30004	SECRETARY/TREASURER	0.00	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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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	5,217,852.
b	Average of monthly cash balances	1b	357,938.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,575,790.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,575,790.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	83,637.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,492,153.
6	Minimum investment return. Enter 5% of line 5	6	274,608.

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	274,608.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	12,936.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,936.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	261,672.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	261,672.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	261,672.

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	256,700.
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	256,700.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	256,700.

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.

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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				261,672.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	17,874.			
c From 2008	33,903.			
d From 2009	36,826.			
e From 2010				
f Total of lines 3a through e	88,603.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 256,700.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				256,700.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	4,972.			4,972.
6 Enter the net total of each column as indicated below:	83,631.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	83,631.			
10 Analysis of line 9:				
a Excess from 2007	12,902.			
b Excess from 2008	33,903.			
c Excess from 2009	36,826.			
d Excess from 2010				
e Excess from 2011				

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

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
- 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.

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

WILLIAM B. ORKIN

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
VARIOUS (SEE ATTACHED) SEE ATTACHED SEE ATTACHED	NONE	501(C)(3)	SEE ATTACHED	254,800.
Total			3a	254,800.
b Approved for future payment				
NONE				
Total			3b	0.

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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.		

[illegible]

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
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
	 5-13-12	SECRETARY/TREAS URER	
	Signature of officer or trustee	Date	Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	BARRY KLEIN	<i>[Signature]</i> CPA	8-12-12		P00110943
	Firm's name ▶ BABUSH, NEIMAN, KORNMAN & JOHNSON, LLP			Firm's EIN ▶ 58-0942047	
	Firm's address ▶ 5909 PEACHTREE DUNWOODY RD. SUITE 800 ATLANTA, GA 30328			Phone no. 770-261-1900	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
OTHER MISC INTEREST INCOME	9,981.	0.	9,981.
PERSHING LLC	13,042.	0.	13,042.
PERSHING LLC	36,262.	1,480.	34,782.
SYNOVUS TRUST CO. N.A.	102,747.	0.	102,747.
TOTAL TO FM 990-PF, PART I, LN 4	162,032.	1,480.	160,552.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,800.	1,900.		1,900.
TO FORM 990-PF, PG 1, LN 16B	3,800.	1,900.		1,900.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	40,784.	40,784.		0.
TO FORM 990-PF, PG 1, LN 16C	40,784.	40,784.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	710.	710.		0.
2010 EXTENSION PAYMENT	4,450.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,160.	710.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	1,250.	1,250.		0.	
BANK FEES	57.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	1,307.	1,250.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SYNOVUS	0.	0.		
BALENTINE #5306 (SEE ATTACHED)	2,223,661.	2,162,207.		
BALENTINE #5047 (SEE ATTACHED)	523,539.	526,265.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,747,200.	2,688,472.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
SYNOVUS	COST	0.	0.	
FEG ABSOLUTE ACCESS TEI FUND LLC	COST	500,000.	490,296.	
MAVERICK STABLE FUND LTD	COST	1,275,000.	1,259,163.	
TOTAL TO FORM 990-PF, PART II, LINE 13		1,775,000.	1,749,459.	

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and FDIC Deposits 18.00% of Portfolio									
Money Market									
FEDERATED US TREASURY SERVICE	12/01/11	0000007291	12/30/11	446,042.98	468,862.18	0.00	7.12	0.00%	0.00%
468,862.180									
Total Money Market				\$446,042.98	\$468,862.18	\$0.00	\$7.12		
Total Cash, Money Funds, and FDIC Deposits				\$446,042.98	\$468,862.18	\$0.00	\$7.12		

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 45.00% of Portfolio								
Mutual Funds								
SCHRODER QEP GLOBAL QUALITY FUND								
INSTITUTIONAL CLASS								
CUSIP: 808089403								
Open End Fund								
Dividend Option: Cash; Capital Gains Option: Cash								
5,365.253	08/29/11	100.7930	540,782.11	95.7700	513,830.28	-26,951.83	10,482.09	2.03%
TCW EMERGING MARKETS								
INCOME FD CL I								
CUSIP: 87234N765								
Open End Fund								
Dividend Option: Cash; Capital Gains Option: Cash								
25,189.193	08/29/11	8.6810	218,660.68	8.2400	207,558.95	-11,101.73	14,672.70	7.06%

Statement Period: 12/01/2011 - 12/31/2011

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds (continued)								
Mutual Funds (continued)								
TEMPLETON GLOBAL BOND FUND ADVISOR CLASS								
CUSIP: 880208400								
Open End Fund								
Dividend Option: Cash, Capital Gains Option: Cash								
14,006,225	08/29/11	13.7300	192,305.47	12.3700	173,257.00	-19,048.47	8,878.54	5.12%
60,974	Reinvestments to Date	13.2700	809.12	12.3700	754.25	-54.87	38.65	5.12%
14,067,199	Total		\$193,114.59		\$174,011.25	-\$19,103.34	\$8,917.19	
VANGUARD INFLATION PROTECTED FUND ADMIRAL SHARES								
CUSIP: 922031737								
Open End Fund								
Dividend Option: Cash; Capital Gains Option: Cash								
10,448,700	08/29/11	27.5920	288,297.92	27.7100	289,533.48	1,235.56	11,880.17	4.10%
75,331	Reinvestments to Date	27.4600	2,068.59	27.7100	2,087.42	18.83	85.65	4.10%
10,524,031	Total		\$290,366.51		\$291,620.90	\$1,254.39	\$11,965.82	
Total Mutual Funds			\$1,242,923.89		\$1,187,021.38	-\$55,902.51	\$46,037.80	
Total Mutual Funds			\$1,242,923.89		\$1,187,021.38	-\$55,902.51	\$46,037.80	
Exchange-Traded Products 37.00% of Portfolio								
Exchange-Traded Products								
ISHARES COMEX GOLD TR ISHARES								
CUSIP 464285105								
Dividend Option: Cash; Capital Gains Option: Cash								
12,159,000	08/29/11	17.4370	212,014.53	15.2300	185,181.57	-26,832.96		
ISHARES TR RUSSELL 1000 VALUE INDEX FD								
CUSIP 464287598								
Dividend Option: Cash, Capital Gains Option: Cash								
1,904,000	08/29/11	61.0910	116,316.63	63.4800	120,865.92	4,549.29	2,776.16	2.29%

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products (continued)								
Exchange-Traded Products (continued)								
ISHARES TR RUSSELL 1000 VALUE INDEX FD (continued)								
1,171,000	11/22/11*	59.5350	69,714.94	63.4800	74,335.08	4,620.14	1,707.39	2.29%
3,075,000	Total		\$186,031.57		\$195,201.00	\$9,169.43	\$4,483.55	
ISHARES TR RUSSELL 1000 GROWTH INDEX FD								
CUSIP: 464287614								
Dividend Option Cash; Capital Gains Option Cash								
3,237,000	08/29/11*	56.3420	182,380.58	57.7900	187,066.23	4,685.65	2,604.76	1.39%
709,000	10/18/11*	57.3380	40,652.59	57.7900	40,973.11	320.52	570.52	1.39%
2,521,000	11/22/11*	55.7560	140,561.82	57.7900	145,688.59	5,126.77	2,028.60	1.39%
6,467,000	Total		\$363,594.99		\$373,727.93	\$10,132.94	\$5,203.88	
JPMORGAN CHASE & CO ALERIAN MLP INDEX								
ETN BASED ON WAP (LEVEL OF INDEX)								
CUSIP: 46625H365								
Dividend Option. Cash; Capital Gains Option Cash								
3,157,000	08/29/11*	35.0220	110,565.45	38.9700	123,028.29	12,462.84	6,013.13	4.88%
POWERSHARES DB COMMODITY INDEX								
TRACKING FD								
CUSIP: 73935S105								
Dividend Option. Cash; Capital Gains Option Cash								
3,653,000	08/29/11*	29.7100	108,530.64	26.8400	98,046.52	-10,484.12		
Total Exchange-Traded Products			\$980,737.18		\$975,185.31	-\$5,551.87	\$15,700.56	
Total Exchange-Traded Products			\$980,737.18		\$975,185.31	-\$5,551.87	\$15,700.56	

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and FDIC Deposits 33.00% of Portfolio									
Money Market									
FEDERATED US TREASURY SERVICE	12/01/11	0000007285	12/30/11	255,947.34	254,249.46	0.00	2.88	0.00%	0.00%
254,249.460									
Total Money Market				\$255,947.34	\$254,249.46	\$0.00	\$2.88		
Total Cash, Money Funds, and FDIC Deposits				\$255,947.34	\$254,249.46	\$0.00	\$2.88		
Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income 26.00% of Portfolio (In Maturity Date Sequence)									
Corporate Bonds									
PUBLIC SVC ELEC GAS CO SEC2 MEDIUM TERM									
NTS SER B 5.125% 09/01/12 B/E									
DTD 09/17/02 CALLABLE 1ST CPN DTE 03/01/03 CPN PMT SEMI									
ANNUAL									
ON MAR 01 AND SEP 01									
Moody Rating A2 S & P Rating A-									
100,000,000	04/21/08 *	102.5700	3100,428.58	102.7990	102,799.00	2,370.42	1,708.33	5,125.00	4.98%
Original Cost Basis \$102,570.00									

Security Identifier: 74456QA/J5

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income (continued)									
Corporate Bonds (continued)									
DU PONT E I DE NEMOURS & CO NT			Security Identifier: 263534BK4						
4	750%	11/15/12 B/E DTD 11/12/02							
CALLABLE FOREIGN SECURITY 1ST CPN DTE 05/15/03 CPN PMT									
SEMI ANNUAL									
ON MAY 15 AND NOV 15									
Moody Rating A2 S & P Rating A									
100,000.000		04/21/08 *	102.2240	103.4300	103,430.00	2,969.29	606.94	4,750.00	4.59%
Original Cost Basis: \$102,224.00									
Total Corporate Bonds			\$200,889.29		\$206,229.00	\$5,339.71	\$2,315.27	\$9,875.00	
200,000.000									
Total Fixed Income									
200,000.000			\$200,889.29		\$206,229.00	\$5,339.71	\$2,315.27	\$9,875.00	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 41.00% of Portfolio								
Mutual Funds								
PIMCO TOTAL RETURN FUND INSTITUTIONAL			Security Identifier: PTTX					
CLASS								
CUSIP: 693390700								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option Reinvest								
29,014.599	08/29/11 *	10.9610	318,020.00	10.8700	315,388.69	-2,631.31	10,410.99	3.30%
427.516	Reinvestments to Date *	10.8290	4,629.59	10.8700	4,647.10	17.51	153.40	3.30%
29,442.115	Total		\$322,649.59		\$320,035.79	-\$2,613.80	\$10,564.39	
Total Mutual Funds			\$322,649.59		\$320,035.79	-\$2,613.80	\$10,564.39	
Total Mutual Funds								

FEG Absolute Access TEI Fund LLC

1/30/2012

Statement of Changes in Partner's Capital for *The WB Orkin Foundation, Inc.*

As of December 31, 2011
(Unaudited)

Capital as of December 1, 2011	\$	492,165.60
Capital contributions		0.00
Capital withdrawals		0.00
Net increase/(decrease) in net assets		(1,869.64)
Capital as of December 31, 2011	\$	490,295.96
Net percent increase/(decrease)		-0.38%

Please contact Alan Lenahan or Greg Dowling by phone at (513) 977-4400 with any questions

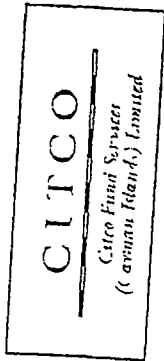
**The financial information and performance data contained herein represents interim, unaudited financial information and is subject to future adjustment and revision*

Return listed is monthly and not annualized. Monthly performance is not indicative of the returns that should be expected over the full year period. Past performance is not a guarantee of future performance.

*JD Clark & Company
1400 N. Providence Road
Media, Pennsylvania 19063*

*610 548 2001
610 566 2439 Fax*

www.jdclark.com



Market Value Statement
Consolidated

Run Date: 02/07/2012
Period Start Date: 11/30/2011
Period End Date: 12/31/2011
Fund Structure ID: 11-007496
Legal Entity ID: 12-010697
Investor ID: 40-052221
Investor Account ID: 41-119998

Account Description : THE W B ORKIN FOUNDATION INC

MAVERICK STABLE FUND LTD

Description	Opening Value 11/30/2011		Activity		Closing Value 12/31/2011		Period	
	Shares	Per Share NAV Date	Shares	Amount	Shares	NAV Per Share NAV Date	Gain/(Loss) for the Period	ROR
Standard Share Partner Class USD CLASS P-1 NON-RESTRICTED SERIES 9 11	1,275.000000	995.715353 11/30/2011	-	1,269,537.08	1,275.000000	987.579229 12/31/2011	1,259,163.52 (10,373.56)	(0.82%)

Note: All trade orders must be submitted in writing. In the event of non-receipt of confirmation within 5 days, please contact Citco immediately.
Ending Equity and Net Rate of Return reflect the deduction of all accrued operational expenses, management fees in the case of Classes M-1 and M-3 or performance fee allocations in the case of Classes P-1 and P-3.

The information on this statement is being provided solely for the benefit of the investor to whom this statement is addressed and is not intended to be relied upon by any third party. If you are not the intended recipient, please delete and destroy all copies in your possession and notify the sender that you have received this statement in error. This is not an offer to sell any securities or a solicitation to buy any securities. The information being provided is unaudited and may be subject to change until the final year-end audit for the entity referenced has been completed.
For more information or further inquiries, please contact the Sub-Administrator, Citco (Canada) Inc. Tel: (1-416) 969 6700. Fax: (1-416) 966 0925. Email: maverickir@citco.com.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	WILLIAM B. ORKIN FOUNDATION, INC.	☒ 20-2011970
	Number, street, and room or suite no. If a P.O. box, see instructions 12600 DEERFIELD PARKWAY SUITE 150	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ALPHARETTA, GA 30004-5099	

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

0 4

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

WILLIAM B. ORKIN

- The books are in the care of ► **12600 DEERFIELD PARKWAY - ALPHARETTA, GA 30004**
Telephone No. ► **678-297-2700** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year **2011** or
- ☐ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	7,731.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	2,731.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	5,000.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT 'A' ATTACHED			VARIOUS	12/31/11
b SEE STATEMENT 'A' ATTACHED			VARIOUS	12/31/11
c SEE STATEMENT 'A' ATTACHED			VARIOUS	12/31/11
d SEE STATEMENT 'B' ATTACHED			VARIOUS	12/31/11
e SEE STATEMENT 'B' ATTACHED			VARIOUS	12/31/11
f SEE STATEMENT 'C' ATTACHED			VARIOUS	12/31/11
g CAPITAL GAINS DIVIDENDS				
h				
i				
j				
k				
l				
m				
n				
o				

(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 441,683.		473,192.	<31,509.>
b 1,377,512.		1,281,356.	96,156.
c 1,674,567.		1,356,623.	317,944.
d 151,410.		151,270.	140.
e 1,982,664.		1,779,414.	203,250.
f 552,475.		609,029.	<56,554.>
g 1,480.			1,480.
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<31,509.>
b			96,156.
c			317,944.
d			140.
e			203,250.
f			<56,554.>
g			1,480.
h			
i			
j			
k			
l			
m			
n			
o			

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	530,907.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

William B .Orkin Foundation, Inc.

Charitable Contributions

For the Period From Jan 1, 2011 to Dec 31, 2011

Description	Status	Purpose	Amount
Adopt a Golden Atlanta PO Box 420256 Atlanta, GA 30342-9998	501(c)(3)	Operating Grant	12,500
American Red Cross 1955 Monroe Drive, NE Atlanta, GA 30324-4889	501(c)(3)	Operating Grant	10,000
Atlanta2Day 180 Allen Rd NE Sandy Springs, GA 30328	501(c)(3)	Operating Grant	1,000
Best Friends Animal Society 5001 Angel Canyon Road Kanab, UT 84741-5000	501(c)(3)	Operating Grant	10,000
Blessed Trinity Catholic High 11320 Woodstock Road Roswell, GA 30075	501(c)(3)	Operating Grant	4,000
Byrdhouse Ministries 2485 Bethany Bend Alpharetta, GA 30004	501(c)(3)	Operating Grant	300
Camp Twin Lakes 600 Means Street Atlanta, GA 30318	501(c)(3)	Operating Grant	10,000
Canine Assistants 3160 Francis Road Milton, Georgia 30004	501(c)(3)	Operating Grant	10,000
Children's Healthcare of Atlanta 1687 Tullie Circle, NE Atlanta, GA 30329	501(c)(3)	Operating Grant	35,000
Dream Dachshund Rescue 1738 East Clifton Road, NE Atlanta, GA 30307	501(c)(3)	Operating Grant	10,000
House Rabbit Society North Geo 730 Wickerberry Knoll Roswell, GA 30075	501(c)(3)	Operating Grant	1,000
Jewish Educational Loan Fund 4549 Chamblee Dunwoody Road Atlanta, GA 30338	501(c)(3)	Operating Grant	1,000
Kindness Ranch 854 State Highway 270 Hartville, WY 82215-0063	501(c)(3)	Operating Grant	5,000
King's Ridge Christian School 2765 Bethany Rd Alpharetta, GA 30004	501(c)(3)	Operating Grant	25,000
Leadership Sandy Springs PO Box 28007 Sandy Springs, GA 30358	501(c)(3)	Operating Grant	1,000
March of Dimes 1776 Peachtree Street, SW Atlanta, GA 30309	501(c)(3)	Operating Grant	20,000
Melissa Carter Transplant Fund 1968 Peachtree Rd Atlanta GA 30309	501(c)(3)	Operating Grant	2,500
Miracle League Atlanta 1506 Klondike Road, Suite 105 Conyers, GA 30094	501(c)(3)	Operating Grant	5,000

National Wildlife Federation 11100 Wildlife Center Drive Reston, VA 20190	501(c)(3)	Operating Grant	1,000
Rabun Co Music Festival Assoc Dillard, GA 30537	501(c)(3)	Operating Grant	1,500
Rabun County Senior Activity C 2832 Old 441 South Tiger, GA 30576	501(c)(3)	Operating Grant	3,000
Rabun United Christmas Fund PO Box 90 Clayton, GA 30525	501(c)(3)	Operating Grant	5,000
Sid Webe Memorial Cancer Fund 240 Bell Colony Rd, Dillard, GA 30537	501(c)(3)	Operating Grant	2,500
Sky Valley-Scaly Mtn VF&R Post Office Box 278 Scaly Mountain, NC 28775	501(c)(3)	Operating Grant	1,000
The Alzheimers Association 225 N Michigan Avenue Chicago, IL 60601	501(c)(3)	Operating Grant	10,000
The American Cancer Society Post Office Box 22718 Oklahoma City, OK 73123-1718	501(c)(3)	Operating Grant	30,000
The Chauncey Davis Foundation 3355 Lenox Road, Suite 750 Atlanta, GA 30326	501(c)(3)	Operating Grant	2,500
The Foxfire Fund, Inc PO Box 541 Mountain City, GA 30562-0541	501(c)(3)	Operating Grant	2,000
The Salvation Army 6528 Little River Tpke Alexandria, VA 22312	501(c)(3)	Operating Grant	5,000
Theater of the Stars 4469 Stella Drive Northwest Atlanta, GA 30327	501(c)(3)	Operating Grant	20,000
Vest'N PDP 1201 Vista Drive Socorro, NM 87801	501(c)(3)	Operating Grant	5,000
World Orphans PO Box 1840 Castle Rock, CO 80104	501(c)(3)	Operating Grant	3,000
			254,800

Cusip Number	Description	Date of Sale	Date of Acquisition	Sales Price of Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Covered (Box 6 is not checked)	(Box 9)	(Box 1a)	(Box 1b)	(Box 2)	(Box 3)		(Box 4)
Short Term Sales Reported on 1099-B							
003881307	109.0000 ACACIA RESH CORP ACACIA TCH COM	08/05/2011	04/05/2011	4,339.50	4,094.66	244.84	0.00
00724F101	108.0000 ADOBE SYS INC COM	08/05/2011	01/18/2011	2,783.39	3,696.57	-913.18	0.00
012653101	85.0000 ALBEMARLE CORP COM	08/05/2011	04/26/2011	4,783.91	5,819.37	-1,035.46	0.00
02364W105	130.0000 AMERICA MOVIL S A DE C V SPONSORED ADR REPSTG SER L SHS	08/05/2011	04/19/2011	3,066.99	3,657.38	-590.39	0.00
035290105	84.0000 ANIXTER INTL INC COM	07/01/2011	04/06/2011	5,538.07	5,997.87	-459.80	0.00
037833100	5.0000 APPLE COMPUTER INC	08/05/2011	01/26/2011	1,864.88	1,725.49	139.39	0.00
03834A103	28.0000 APPROACH RESOURCES INC COM	08/02/2011	03/10/2011	755.77	721.86	33.91	0.00
03834A103	258.0000 APPROACH RESOURCES INC COM	08/05/2011		5,163.12	5,837.20	-674.08	0.00
039380100	166.0000 ARCH COAL INC COM	03/11/2011		5,393.34	5,568.03	-174.69	0.00
045604105	224.0000 ASSOCIATED ESTATES RLTY CORP COM	08/05/2011	07/15/2011	3,589.19	3,916.80	-327.61	0.00
Y0486S104	165.0000 AVAGO TECHNOLOGIES LTD SHS	08/05/2011	07/28/2011	4,846.39	5,727.45	-881.06	0.00
053807103	211.0000 AVNET INC COM	08/05/2011	01/28/2011	5,549.76	7,402.39	-1,852.63	0.00
073302101	218.0000 BE AEROSPACE INC COM	08/05/2011	04/05/2011	7,434.26	7,935.64	-501.38	0.00
143130102	180.0000 CARMAX INC COM	08/05/2011	07/25/2011	5,171.79	5,860.33	-688.54	0.00

STATEMENT A

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition (Box 1b)	Sales Price of Stocks, Bonds, etc. (Box 2)	Cost or Other Basis (Box 3)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Covered (Box 6 is not checked)							
14888B103	54.0000 CATALYST HEALTH SOLUTIONS	07/21/2011	06/06/2011	3,525.55	2,964.91	560.64	0.00
14888B103	86.0000 CATALYST HEALTH SOLUTIONS	08/05/2011		4,590.80	4,665.99	-75.19	0.00
15670R107	126.0000 CEPHEID COM	08/05/2011	04/25/2011	4,277.95	3,890.62	387.33	0.00
16115Q308	82.0000 CHART INDS INC COM PAR	06/08/2011	04/12/2011	3,777.47	4,163.32	-385.85	0.00
M22465104	96.0000 CHECK POINT SOFTWARE TECH COM	05/05/2011	01/10/2011	5,212.86	4,238.41	974.45	0.00
M22465104	2.0000 CHECK POINT SOFTWARE TECH COM	08/05/2011	01/10/2011	104.98	88.30	16.68	0.00
205768203	120.0000 COMSTOCK RES INC COM NEW	08/05/2011	08/02/2011	3,108.26	3,590.34	-482.08	0.00
20825C104	300.0000 CONOCOPHILLIPS COM	08/05/2011	06/10/2011	20,310.74	21,524.49	-1,213.75	0.00
216831107	177.0000 COOPER TIRE & RUBR CO COM	07/08/2011	02/14/2011	3,439.84	4,166.51	-726.67	0.00
228368106	101.0000 CROWN HOLDINGS INC COM	08/05/2011	03/07/2011	3,685.69	4,010.24	-324.55	0.00
23304Y100	99.0000 DBS GROUP HOLDINGS-SPON ADR	08/05/2011	07/20/2011	4,701.66	4,883.29	-181.63	0.00
254067101	71.0000 DILLARDS INC CL A	07/12/2011	04/14/2011	4,087.21	3,100.19	987.02	0.00
254067101	66.0000 DILLARDS INC CL A	08/05/2011	04/14/2011	3,455.19	2,881.87	573.32	0.00
25659T107	69.0000 DOLBY LABORATORIES INC COM	05/31/2011	02/04/2011	3,213.28	3,798.84	-585.56	0.00
261608103	81.0000 DRESSER-RAND GROUP INC COM	08/05/2011	05/23/2011	3,406.99	3,816.31	-409.32	0.00
278265103	182.0000 EATON VANCE CORP COM NON VTG	05/20/2011	03/04/2011	5,710.07	5,788.06	-77.99	0.00
29977A105	162.0000 EVERCORE PARTNERS INC CLASS A	08/05/2011		3,859.19	5,804.64	-1,945.45	0.00
30212P105	310.0000 EXPEDIA INC DEL COM	08/05/2011		8,869.72	8,629.80	239.92	0.00
315616102	40.0000 F5 NETWORKS INC COM	08/05/2011	04/19/2011	3,329.63	3,721.50	-391.87	0.00

STATEMENT A

Cusip Number	Description	Date of Sale	Date of Acquisition	Sales Price of Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Covered (Box 6 is not checked)	(Box 9)	(Box 1a)	(Box 1b)	(Box 2)	(Box 3)		(Box 4)
31620M106	136.0000 FIDELITY NATL INFORMATION SVCS INC COM	03/03/2011	01/13/2011	4,321.19	4,067.95	253.24	0.00
31620M106	119.0000 FIDELITY NATL INFORMATION SVCS INC COM	04/19/2011	01/13/2011	3,899.14	3,559.46	339.68	0.00
366651107	145.0000 GARTNER GROUP INC NEW CL A	08/05/2011	04/18/2011	5,192.74	5,812.09	-619.35	0.00
38259P508	50.0000 GOOGLE INC CL A	08/05/2011	04/15/2011	29,003.57	26,847.38	2,156.19	0.00
384313102	286.0000 GRAFTECH INTL LTD COM	08/02/2011		5,184.34	6,075.38	-891.04	0.00
388689101	1493.0000 GRAPHIC PACKAGING HLDG CO COM	08/05/2011		6,558.32	8,128.08	-1,569.76	0.00
406763102	171.0000 HAMBURGER HAFEN UND LOGISTIK A ADR	07/27/2011	01/19/2011	3,460.08	4,029.89	-569.81	0.00
413875105	166.0000 HARRIS CORP DEL COM	07/19/2011		7,042.63	8,256.08	-1,213.45	0.00
44267D107	82.0000 HOWARD HUGHES CORP COM	08/05/2011		4,279.69	5,890.47	-1,610.78	0.00
445658107	160.0000 HUNT J B TRANS SVCS INC COM	08/05/2011		6,792.28	7,307.33	-515.05	0.00
446150104	728.0000 HUNTINGTON BANCSHARES INC COM	07/21/2011	01/27/2011	4,413.85	5,291.03	-877.18	0.00
44919P508	216.0000 IAC / INTERACTIVE CORP COM PAR \$.001	08/05/2011		8,260.26	7,063.81	1,196.45	0.00
45103T107	118.0000 ICON PUB LTD CO SPONSORED ADR	03/01/2011		2,373.44	2,751.25	-377.81	0.00
455793109	227.0000 INDUSTRIA DE DISENO TEXTIL IND ADR	08/05/2011	05/27/2011	3,702.86	4,084.25	-381.39	0.00
45865V100	31.0000 INTERCONTINENTAL EXCHANGE INC COM	08/05/2011	01/03/2011	3,417.14	3,724.94	-307.80	0.00
460690100	592.0000 INTERPUBLIC GROUP COS INC COM	07/28/2011	03/01/2011	6,019.04	7,622.18	-1,603.14	0.00
465685105	59.0000 ITC HLDGS CORP COM	08/05/2011	07/12/2011	4,061.63	4,247.31	-185.68	0.00

STATEMENT A

Cusip Number	Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Covered (Box 6 is not checked)		(Box 1a)	(Box 1b)	(Box 2)	(Box 3)	(Box 4)	
48020Q107	45.0000 JONES LANG LASALLE INC COM	08/05/2011	07/27/2011	3,126.64	3,968.99	-842.35	0.00
46625H100	144.0000 JP MORGAN CHASE & CO COM	08/05/2011	01/19/2011	5,426.59	6,416.28	-989.69	0.00
48242W106	227.0000 KBR INC COM	08/05/2011	01/20/2011	6,851.34	7,237.89	-386.55	0.00
50540R409	64.0000 LABORATORY CORP AMER HLDGS COM NEW	08/05/2011	08/01/2011	5,514.29	5,656.53	-142.24	0.00
515098101	90.0000 LANDSTAR SYS INC COM	03/24/2011	02/17/2011	4,000.51	4,083.08	-82.57	0.00
52186E204	248.0000 LEAR CORP COM NEW	08/05/2011		11,004.26	13,557.79	-2,553.53	0.00
53071M708	19.0000 LIBERTY MEDIA CORP NEW LIB STAR COM A	08/05/2011	02/15/2011	1,388.92	1,368.55	20.37	0.00
53217V109	98.0000 LIFE TECHNOLOGIES CORP COM	08/05/2011	01/12/2011	4,116.16	5,473.10	-1,356.94	0.00
595017104	134.0000 MICROCHIP TECHNOLOGY INC COM	08/05/2011		4,177.05	4,946.71	-769.66	0.00
595137100	269.0000 MICROSEMI CORP COM	08/05/2011	05/19/2011	4,760.18	5,999.78	-1,239.60	0.00
615369105	176.0000 MOODYS CORP COM	07/13/2011	03/25/2011	6,436.78	5,771.23	665.55	0.00
62474M108	174.0000 MTN GROUP LTD SPONSORED ADR	08/05/2011	07/19/2011	3,398.58	3,616.28	-217.70	0.00
G6359F103	271.0000 NABORS INDUSTRIES LTD	05/17/2011	03/03/2011	6,980.93	7,651.74	-670.81	0.00
629377508	154.0000 NRG ENERGY INC COM NEW	08/05/2011	07/27/2011	3,412.98	3,858.87	-445.89	0.00
678026105	82.0000 OIL STS INTL INC COM	08/05/2011	02/10/2011	5,857.34	5,733.78	123.56	0.00
67935P103	58.0000 OLAM INTL LTD ADR	08/05/2011	03/01/2011	2,374.04	2,582.47	-208.43	0.00
727493108	215.0000 PLANTRONICS INC NEW COM	08/05/2011	05/06/2011	7,302.87	7,870.53	-567.66	0.00
729132100	47.0000 PLEXUS CORP COM	03/02/2011	01/20/2011	1,386.21	1,282.03	104.18	0.00

STATEMENT A

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition (Box 1b)	Sales Price of Stocks, Bonds, etc. (Box 2)	Cost or Other Basis (Box 3)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Covered (Box 6 is not checked)							
729132100	9.0000 PLEXUS CORP COM	03/04/2011	01/20/2011	263.44	245.50	17.94	0.00
74834T103	164.0000 QUEST SOFTWARE INC COM	04/05/2011	02/04/2011	4,119.32	4,177.52	-58.20	0.00
772739207	49.0000 ROCK TENN CO CL A	08/05/2011	01/24/2011	2,614.24	2,909.26	-295.02	0.00
786514208	327.0000 SAFEWAY INC COM NEW	04/21/2011	01/03/2011	8,087.54	7,372.38	715.16	0.00
83421A104	112.0000 SOLERA HLDGS INC COM	08/05/2011	04/25/2011	5,903.70	6,027.29	-123.59	0.00
83569C102	75.0000 SONOVA HLDG AG ADR	08/05/2011	01/19/2011	1,281.16	1,855.30	-574.14	0.00
78486Q101	60.0000 SVB FINL GROUP COM	08/05/2011	07/26/2011	3,148.88	3,755.85	-606.97	0.00
87817A107	176.0000 TEAM HEALTH HOLDINGS INC COM	08/05/2011	05/05/2011	3,460.58	3,980.31	-519.73	0.00
88157K101	79.0000 TESCO CORP COM	08/05/2011	05/19/2011	1,334.50	1,497.29	-162.79	0.00
886423102	97.0000 TIDEWATER INC COM W/RTS ATTACHED EXP 11/01/2006	08/05/2011	01/27/2011	4,984.97	5,580.44	-595.47	0.00
891894107	89.0000 TOWERS WATSON & CO CL A	08/05/2011	06/30/2011	5,016.16	5,782.69	-766.53	0.00
89469A104	139.0000 TREEHOUSE FOODS INC COM	07/14/2011		7,373.84	7,255.41	118.43	0.00
922207105	139.0000 VARIAN SEMICONDUCTOR EQUIP COM	05/04/2011	01/12/2011	8,508.26	5,768.94	2,739.32	0.00
92343E102	159.0000 VERISIGN INC COM	08/05/2011	05/18/2011	4,595.44	5,862.58	-1,267.14	0.00
92927K102	122.0000 WABCO HLDGS INC COM	08/05/2011	08/03/2011	6,432.06	7,114.00	-681.94	0.00
941053100	283.0000 WASTE CONNECTIONS INC COM	08/05/2011		8,646.25	8,887.98	-241.73	0.00
966387102	62.0000 WHITING PETE CORP NEW COM	08/05/2011	07/26/2011	3,145.35	3,889.06	-743.71	0.00
G96666105	145.0000 WILLIS GROUP HOLDINGS PLC	08/05/2011	06/01/2011	5,391.57	6,063.77	-672.20	0.00

STATEMENT A

Cusip Number	Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Covered (Box 6 is not checked)		(Box 1a)	(Box 1b)	(Box 2)	(Box 3)		(Box 4)
978097103	100.0000 WOLVERINE WORLD WIDE INC COM	08/05/2011	07/13/2011	3,544.19	3,968.28	-424.09	0.00
98310W108	187.0000 WYNDHAM WORLDWIDE CORP COM	08/05/2011	02/07/2011	5,386.00	5,674.93	-288.93	0.00
Total Short Term Sales Reported on 1099-B				441,682.76	473,191.96	-31,509.20	0.00
Report on Form 8949, Part I, with Box A checked							

STATEMENT A

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition	Sales Price of Stocks Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered (Box 6 is checked)							
Short Term Sales Reported on 1099-B							
88579Y101	200,0000 3M CO COM	08/05/2011	11/09/2010	16,555.60	17,077.22	-521.62	0.00
002824100	75.0000 ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/2009	08/05/2011	12/20/2010	3,768.17	3,619.31	148.86	0.00
00508X203	245.0000 ACTUANT CORP CL A	01/03/2011	07/21/2010	6,532.40	4,520.20	2,012.20	0.00
001055102	100.0000 AFLAC INC COM	08/05/2011	11/09/2010	4,194.19	5,671.60	-1,477.41	0.00
00846U101	160.0000 AGILENT TECHNOLOGIES INC COM	02/01/2011	08/19/2010	6,724.62	4,576.54	2,148.08	0.00
012653101	59.0000 ALBEMARLE CORP COM	01/19/2011	03/16/2010	3,406.68	2,500.49	906.19	0.00
012653101	76.0000 ALBEMARLE CORP COM	01/28/2011		4,227.45	3,117.50	1,109.95	0.00
02209S103	500.0000 ALTRIA GROUP INC	08/05/2011		12,996.10	11,969.21	1,026.89	0.00
02209S103	150.0000 ALTRIA GROUP INC	08/05/2011	11/02/2010	3,898.83	3,843.98	54.85	0.00
023135106	28.0000 AMAZON.COM INC COM	08/05/2011	08/05/2010	5,698.52	3,569.93	2,128.59	0.00
025816109	100.0000 AMERICAN EXPRESS CO COM	08/05/2011	11/09/2010	4,739.17	4,359.63	379.54	0.00
031162100	100.0000 AMGEN INC COM W/RTS ATTACHED EXP 03/21/2007	01/28/2011	02/17/2010	5,611.14	5,740.63	-129.49	0.00
03662Q105	74.0000 ANSYS INC COM	01/20/2011	10/12/2010	3,939.38	3,184.97	754.41	0.00
037833100	170.0000 APPLE COMPUTER INC	08/05/2011		63,405.81	48,169.19	15,236.62	0.00

STATEMENT A

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition	Sales Price of Stocks Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Noncovered (Box 6 is checked)							
00206R102	500.0000 AT&T INC	08/05/2011		14,451.05	14,189.14	261.91	0.00
00206R102	100.0000 AT&T INC	08/05/2011	11/09/2010	2,890.22	2,922.59	-32.38	0.00
053015103	300.0000 AUTOMATIC DATA PROCESSING INC	08/05/2011		14,532.51	12,488.95	2,043.56	0.00
075887109	500.0000 BECTON DICKINSON & CO COM	08/05/2011		39,535.24	37,935.24	1,600.00	0.00
084670702	100.0000 BERKSHIRE HATHAWAY INC DEL CL B NEW	04/15/2011	11/09/2010	8,127.19	8,111.85	15.34	0.00
084670702	100.0000 BERKSHIRE HATHAWAY INC DEL CL B NEW	08/05/2011	11/02/2010	7,178.68	8,015.73	-837.05	0.00
110122108	600.0000 BRISTOL MYERS SQUIBB CO	08/05/2011		16,471.30	16,075.79	395.51	0.00
M22465104	85.0000 CHECK POINT SOFTWARE TECH COM	08/05/2011	10/12/2010	4,461.78	3,301.32	1,160.46	0.00
165764100	450.0000 CHEVRONTÉXACO CORP COM	08/05/2011		43,920.50	36,477.58	7,442.92	0.00
125581801	115.0000 CIT GROUP INC NEW COM NEW	04/08/2011		4,701.90	4,712.60	-10.70	0.00
125581801	120.0000 CIT GROUP INC NEW COM NEW	08/05/2011	09/14/2010	4,190.65	4,668.26	-477.61	0.00
177376100	59.0000 CITRIX SYSTEM INC	08/05/2011	10/19/2010	3,793.18	3,346.92	446.26	0.00
125720105	16.0000 CME GROUP INC COM	01/03/2011		5,092.81	4,569.37	523.44	0.00
191241108	42.0000 COCA COLA FEMSA S A B DE C V SPON ADR REP L	08/05/2011	09/30/2010	3,817.40	3,282.20	535.20	0.00
200340107	131.0000 COMERICA INC COM RT EXPS 07/01/2006	01/27/2011	12/20/2010	5,018.45	5,460.80	-442.35	0.00
209115104	500.0000 CONSOLIDATED EDISON INC COM	08/05/2011		26,535.85	24,089.21	2,446.64	0.00

STATEMENT A

Cusip Number	Description	Date of Sale	Date of Acquisition	Sales Price of Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered (Box 6 is checked)		(Box 1a)	(Box 2)	(Box 4)			
G24140108	500.0000 COOPER INDUSTRIES PLC NEW IRELAND COM	08/05/2011		24,227.49	24,522.71	-295.22	0.00
216831107	152.0000 COOPER TIRE & RUBB CO COM	07/08/2011	12/03/2010	3,148.33	3,598.23	-449.90	0.00
228368106	5.0000 CROWN HOLDINGS INC COM	01/11/2011	04/21/2010	164.35	135.48	28.87	0.00
254709108	210.0000 DISCOVER FINL SVCS COM	08/05/2011	09/08/2010	4,811.57	3,304.81	1,506.76	0.00
26153C103	170.0000 DREAMWORKS ANIMATION SKG INC CL A	02/15/2011		4,941.26	5,650.38	-709.12	0.00
263534109	500.0000 DU PONT E I DE NEMOURS & CO	08/05/2011		23,620.90	22,877.07	743.83	0.00
263534109	200.0000 DU PONT E I DE NEMOURS & CO	08/05/2011	11/02/2010	9,448.36	9,519.28	-70.92	0.00
291011104	500.0000 EMERSON ELECTRIC CO	08/05/2011		22,665.90	26,569.22	-3,903.32	0.00
30161N101	200.0000 EXELON CORP COM	03/10/2011	11/02/2010	8,594.85	8,203.26	391.59	0.00
30231G102	150.0000 EXXON MOBIL CORP COM	08/05/2011	11/02/2010	11,224.66	10,138.01	1,086.65	0.00
30231G102	400.0000 EXXON MOBIL CORP COM	08/05/2011		29,932.44	25,077.56	4,854.86	0.00
30241L109	200.0000 FEI CO COM	01/11/2011		5,227.31	3,793.55	1,433.76	0.00
337932107	500.0000 FIRSTENERGY CORP COM	06/10/2011		21,580.90	18,736.05	2,844.85	0.00
369604103	400.0000 GENERAL ELEC CO COM	08/05/2011		6,612.96	6,763.53	-150.58	0.00
372460105	400.0000 GENUINE PARTS CO COM	08/05/2011		19,848.68	17,470.45	2,378.24	0.00
382388106	65.0000 GOODRICH CORPORATION COM	04/21/2011	09/29/2010	5,702.66	4,861.48	841.18	0.00
401617105	130.0000 GUESS INC COM	06/20/2011	11/05/2010	5,404.65	5,344.87	59.78	0.00
418056107	1.0000 HASBRO INC COM	04/14/2011	05/17/2010	45.46	40.88	4.58	0.00

STATEMENT A

Cusip Number	Description	Date of Sale	Date of Acquisition	Sales Price of Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered (Box 6 is checked)		(Box 1a)		(Box 2)			(Box 4)
423452101	95.0000 HELMERICH & PAYNE INC COM	01/27/2011		5,411.91	3,888.56	1,523.35	0.00
423452101	65.0000 HELMERICH & PAYNE INC COM	02/17/2011	06/02/2010	3,962.86	2,399.43	1,563.43	0.00
437076102	100.0000 HOME DEPOT INC COM	08/05/2011	09/09/2010	3,068.21	2,978.61	89.60	0.00
438516106	500.0000 HONEYWELL INTERNATIONAL INC COM	08/05/2011		24,010.85	23,007.33	1,003.52	0.00
443510201	95.0000 HUBBELL INC CL B	03/03/2011	10/25/2010	6,441.31	5,269.11	1,172.20	0.00
45103T107	120.0000 ICON PUB LTD CO SPONSORED ADR	03/01/2011	03/25/2010	2,413.66	3,243.84	-830.18	0.00
45666Q102	81.0000 INFORMATICA CORP COM	08/05/2011	12/20/2010	3,941.58	3,637.51	304.07	0.00
G47791101	170.0000 INGERSOLL RAND PLC SHS	01/11/2011	10/14/2010	7,944.41	6,827.64	1,316.77	0.00
458140100	500.0000 INTEL CORP COM	08/05/2011		10,401.15	9,716.27	684.88	0.00
458140100	200.0000 INTEL CORP COM	08/05/2011	11/02/2010	4,160.46	4,119.32	41.14	0.00
459200101	251.0000 INTL BUSINESS MACHINES CORP COM	08/05/2011		43,430.33	35,926.33	7,504.00	0.00
459200101	50.0000 INTL BUSINESS MACHINES CORP COM	08/05/2011	11/02/2010	8,651.46	7,215.38	1,436.08	0.00
478160104	500.0000 JOHNSON & JOHNSON COM	08/05/2011		31,440.70	30,772.30	668.40	0.00
487836108	500.0000 KELLOGG CO COM	08/05/2011		26,681.70	25,212.20	1,469.50	0.00
494368103	400.0000 KIMBERLY-CLARK CORP COM	08/05/2011		25,629.51	25,852.48	-222.99	0.00
50075N104	400.0000 KRAFT FOODS INC-A COM	08/05/2011		13,960.80	12,444.58	1,516.22	0.00
501044101	100.0000 KROGER CO COM	02/02/2011	02/17/2010	2,170.40	2,178.60	-8.20	0.00
54338V101	393.0000 LONZA GROUP AG ADR	08/05/2011	08/06/2010	2,881.61	3,270.60	-388.99	0.00
56501R106	200.0000 MANULIFE FINL CORP COM	08/05/2011		2,796.48	2,577.48	219.00	0.00

STATEMENT A

Cusip Number	Description	Date of Sale	Date of Acquisition	Sales Price of Stocks or Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered (Box 6 is checked)		(Box 1a)	(Box 2)	(Box 4)			
565849106	400.0000 MARATHON OIL CORP COM	08/05/2011		10,444.88	7,878.97	2,565.91	0.00
565849106	100.0000 MARATHON OIL CORP COM	08/05/2011	11/02/2010	2,611.22	2,022.49	588.73	0.00
56585A102	50.0000 MARATHON PETE CORP COM	08/05/2011	11/02/2010	1,853.60	1,368.10	485.50	0.00
56585A102	200.0000 MARATHON PETE CORP COM	08/05/2011		7,414.40	5,329.69	2,084.71	0.00
577081102	400.0000 MATTTEL INC COM	08/05/2011		9,796.81	9,140.61	656.19	0.00
580135101	500.0000 MCDONALDS CORP COM	08/05/2011		42,460.48	39,099.12	4,361.36	0.00
580135101	44.0000 MCDONALDS CORP COM	08/05/2011	10/20/2010	3,736.52	3,419.57	316.95	0.00
58933Y105	500.0000 MERCK & CO INC NEW COM	08/05/2011		15,866.20	18,235.71	-2,369.51	0.00
595017104	270.0000 MICROCHIP TECHNOLOGY INC COM	05/17/2011		10,579.85	8,144.64	2,435.21	0.00
594918104	400.0000 MICROSOFT CORP COM	08/05/2011		10,237.48	9,886.54	350.94	0.00
626717102	55.0000 MURPHY OIL CORP COM	01/27/2011	11/04/2010	3,630.07	3,703.86	-73.79	0.00
637071101	200.0000 NATIONAL-OILWELL INC COM	08/05/2011	11/09/2010	13,471.74	11,673.22	1,798.52	0.00
651639106	100.0000 NEWMONT MINING CORP	08/05/2011	11/09/2010	5,404.15	6,063.62	-659.47	0.00
65339F101	500.0000 NEXTERA ENERGY INC COM	08/05/2011		26,360.84	27,002.70	-641.86	0.00
655044105	5.0000 NOBLE ENERGY INC COM	02/10/2011	02/11/2010	439.44	366.52	72.92	0.00
654902204	400.0000 NOKIA CORP SPONSORED ADR	08/05/2011		2,093.03	3,961.96	-1,868.93	0.00
67935P103	76.0000 OLAM INTL LTD ADR	08/05/2011	12/13/2010	3,110.80	3,660.74	-549.94	0.00
68389X105	300.0000 ORACLE CORP COM	08/05/2011	11/09/2010	8,508.58	8,647.95	-139.37	0.00
688239201	149.0000 OSHKOSH CORPORATION	04/05/2011	06/02/2010	5,376.07	5,277.81	98.26	0.00

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Cusip Number	Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered (Box 6 is checked)		(Box 1a)	(Box 2)	(Box 4)			
688239201	141.0000 OSHKOSH CORPORATION	04/12/2011		4,662.94	4,009.34	653.60	0.00
713448108	200.0000 PEPSICO INC.COM	08/05/2011	11/02/2010	12,982.29	13,161.30	-179.01	0.00
713448108	500.0000 PEPSICO INC.COM	08/05/2011		32,455.74	33,032.24	-576.50	0.00
717081103	500.0000 PFIZER INC.COM W/RTS ATTACHED EXP 10/15/2007	08/05/2011		8,761.19	8,517.22	243.97	0.00
718172109	200.0000 PHILIP MORRIS INTL INC.COM	08/05/2011	11/02/2010	13,902.27	11,777.30	2,124.97	0.00
718172109	300.0000 PHILIP MORRIS INTL INC.COM	08/05/2011		20,853.42	16,768.80	4,084.62	0.00
724479100	200.0000 PITNEY BOWES INC.COM	08/05/2011		3,992.46	4,035.30	-42.84	0.00
729132100	145.0000 PLEXUS CORP.COM	03/02/2011	06/11/2010	4,276.59	4,553.54	-276.95	0.00
729132100	125.0000 PLEXUS CORP.COM	03/04/2011	08/24/2010	3,658.92	2,846.32	812.60	0.00
693506107	400.0000 PPG INDS INC.COM W/RTS ATTACHED EXP 04/30/2008	08/05/2011		31,144.48	29,614.66	1,529.82	0.00
74005P104	100.0000 PRAXAIR INC.COM	08/05/2011	11/09/2010	9,614.06	9,203.60	410.46	0.00
742718109	200.0000 PROCTER & GAMBLE CO.COM	08/05/2011	11/02/2010	12,146.30	12,825.24	-678.94	0.00
743312100	5000 PROGRESS SOFTWARE CORP.COM	02/09/2011	05/06/2010	14.92	10.85	4.07	0.00
754907103	200.0000 RAYONIER INC.COM	08/05/2011		11,674.36	9,740.49	1,933.87	0.00
776696106	50.0000 ROPER INDS INC NEW.COM	01/18/2011	09/13/2010	3,778.47	3,200.71	577.76	0.00
784117103	215.0000 SEI INVTS CO.COM	02/23/2011	04/29/2010	4,943.66	4,908.75	34.91	0.00
842587107	500.0000 SOUTHERN CO.COM	08/05/2011		19,905.96	18,689.90	1,216.06	0.00
847560109	400.0000 SPECTRA ENERGY CORP.COM	08/05/2011		9,924.88	9,058.62	866.26	0.00

STATEMENT A

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition (Box 2)	Sales Price of Stocks, Bonds, etc. (Box 2)	Cost or Other Basis (Box 4)	Net Gain or Loss (Box 4)	Federal Income Tax Withheld (Box 4)
Noncovered (Box 6 is checked)							
870123106	233.0000 SWATCH GROUP AG ADR	08/05/2011	10/06/2010	5,522.57	4,412.11	1,110.46	0.00
871607107	212.0000 SYNOPSYS INC COM	01/12/2011	12/02/2010	5,642.75	5,406.34	236.41	0.00
88076W103	177.0000 TERADATA CORP DEL COM	08/05/2011	09/09/2010	9,537.05	6,100.73	3,436.32	0.00
88157K101	255.0000 TESCO CORP COM	08/05/2011	08/12/2010	4,307.58	2,974.45	1,333.13	0.00
891160509	100.0000 TORONTO DOMINION BK QNT COM NEW	08/05/2011	12/20/2010	7,551.12	7,029.74	521.38	0.00
89151E109	500.0000 TOTAL S A SPONSORED ADR	08/05/2011		24,629.76	25,794.70	-1,164.94	0.00
89417E109	100.0000 TRAVELERS COS INC COM	08/05/2011	11/09/2010	5,248.17	5,667.66	-419.49	0.00
89417E109	200.0000 TRAVELERS COS INC COM	08/05/2011		10,496.34	10,040.25	456.09	0.00
900148701	979.0000 TURKIYE GARANTI BANKASI A S SPONSORED ADR	08/05/2011	11/23/2010	3,800.89	5,736.55	-1,935.66	0.00
90460M105	213.0000 UNICHARM CORP ADR	08/05/2011		9,421.33	8,616.99	804.34	0.00
911312106	500.0000 UNITED PARCEL SERVICE CL B COM	08/05/2011		32,895.70	34,458.32	-1,562.62	0.00
911363109	240.0000 UNITED RENTALS INC COM	07/20/2011		5,922.97	5,428.69	494.28	0.00
913017109	150.0000 UNITED TECHNOLOGIES CORP COM	08/05/2011	11/09/2010	11,113.66	11,493.92	-380.26	0.00
91324P102	200.0000 UNITEDHEALTH GRP INC COM	08/05/2011	11/09/2010	9,102.37	7,429.22	1,673.15	0.00
92343V104	300.0000 VERIZON COMMUNICATIONS COM	08/05/2011		10,479.60	9,439.87	1,039.73	0.00
92343V104	100.0000 VERIZON COMMUNICATIONS COM	08/05/2011	11/02/2010	3,493.20	3,289.63	203.57	0.00
92769L101	225.0000 VIRGIN MEDIA INC COM	02/07/2011	07/30/2010	5,796.83	4,723.47	1,073.36	0.00
931142103	100.0000 WAL MART STORES INC COM	08/05/2011	11/02/2010	5,074.17	5,474.64	-400.47	0.00

STATEMENT A

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition	Sales Price of Stocks, Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Noncovered (Box 6 is checked)							
941053100	142.5000 WASTE CONNECTIONS INC COM	03/08/2011	05/26/2010	4,089.59	3,313.61	775.98	0.00
94106L109	500.0000 WASTE MANAGEMENT INC COM	08/05/2011		15,226.05	17,926.35	-2,700.30	0.00
949746101	126.0000 WELLS FARGO & CO NEW COM W/RIGHTS ATTACHED EXPIRING	08/05/2011	12/06/2010	3,190.60	3,631.00	-440.40	0.00
G98290102	255.0000 XL GROUP PLC SHS	02/01/2011	08/04/2010	5,861.60	4,617.64	1,243.96	0.00
Total Short Term Sales Reported on 1099-B				1,377,511.86	1,281,356.22	96,155.64	0.00
Report on Form 8949, Part I, with Box B checked							
Long Term 15% Sales Reported on 1099-B							
88579Y101	300.0000 3M CO COM	08/05/2011		24,833.40	23,442.99	1,390.41	0.00
88579Y101	73.0000 3M CO COM	08/05/2011	01/19/2006	6,042.79	5,631.22	411.57	0.00
002824100	425.0000 ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/2009	08/05/2011		21,352.99	20,384.84	968.15	0.00
002824100	250.0000 ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/2009	08/05/2011	07/29/2010	12,560.58	12,273.83	286.75	0.00
002824100	64.0000 ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/2009	08/05/2011		3,215.51	2,687.83	527.68	0.00
00724F101	155.0000 ADOBE SYS INC COM	07/18/2011	02/13/2009	4,416.28	3,285.33	1,130.95	0.00
00724F101	57.0000 ADOBE SYS INC COM	08/05/2011	02/13/2009	1,469.01	1,208.16	260.85	0.00
001055102	200.0000 AFLAC INC COM	08/05/2011		8,388.38	9,317.25	-928.87	0.00
009126202	296.0000 AIR LIQUIDE ADR	08/05/2011	01/11/2007	7,468.67	5,899.32	1,579.35	0.00

STATEMENT A

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition	Sales Price of Stocks, Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Noncovered (Box 6 is checked)							
H01531104	135.0000 ALLIED WORLD ASSURANCE COMPANY HOLDINGS AG SHS	08/05/2011	01/12/2010	6,800.29	6,230.28	570.01	0.00
02209S103	350.0000 ALTRIA GROUP INC	08/05/2011		9,097.27	6,811.78	2,285.49	0.00
025816109	200.0000 AMERICAN EXPRESS CO COM	08/05/2011		9,478.34	8,093.21	1,385.13	0.00
031162100	100.0000 AMGEN INC COM W/RTS ATTACHED EXP. 03/21/2007	01/28/2011	12/04/2009	5,611.14	5,690.61	-79.47	0.00
032095101	170.0000 AMPHENOL CORP CL A	08/05/2011	01/10/2007	7,390.20	5,239.15	2,151.05	0.00
037411105	500.0000 APACHE CORP COM	08/05/2011		53,277.24	50,005.12	3,272.12	0.00
037833100	300.0000 APPLE COMPUTER INC	08/05/2011		111,892.59	36,454.32	75,438.27	0.00
037833100	130.0000 APPLE COMPUTER INC	08/05/2011		48,486.80	11,183.90	37,302.90	0.00
037833100	20.0000 APPLE COMPUTER INC	08/05/2011		7,459.51	5,054.58	2,404.93	0.00
00206R102	300.0000 AT&T INC	08/05/2011		8,670.66	8,283.91	386.75	0.00
071813109	448.0000 BAXTER INTL INC COM W/RIGHTS ATTACHED EXP 3/23/2009	08/05/2011		24,055.79	22,249.82	1,805.97	0.00
084670702	200.0000 BERKSHIRE HATHAWAY INC DEL CL B NEW	08/05/2011	06/17/2010	14,357.36	15,785.88	-1,428.52	0.00
090572207	70.0000 BIO-RAD LABORATORIES CL A	08/05/2011		7,078.44	6,236.54	841.89	0.00
110122108	500.0000 BRISTOL MYERS SQUIBB CO	08/05/2011		13,726.09	12,371.04	1,355.05	0.00
116794108	230.0000 BRUKER CORP COM	07/12/2011	05/10/2010	4,493.33	3,261.29	1,232.04	0.00
G16962105	67.0000 BUNGE LIMITED COM	08/05/2011	10/24/2008	4,267.31	2,324.73	1,942.58	0.00

STATEMENT A

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition (Box 2)	Sales Price of Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Noncovered (Box 6 is checked)							
149123101	500.0000 CATERPILLAR INC COM W/RTS EXP 12/11/2006	08/05/2011		45,584.36	28,996.98	16,587.38	0.00
166764100	500.0000 CHEVRONTXACO CORP COM	08/05/2011		48,800.56	37,993.04	10,807.52	0.00
1694EN103	98.0000 CHINA MERCHANTS HLDGS INTL CO ADR	08/05/2011	05/12/2010	2,977.42	3,270.98	-293.56	0.00
17275R102	352.0000 CISCO SYS INC COM W/RIGHTS ATTACHED EXPIRING 6/10/2008	08/05/2011	01/11/2007	5,263.25	10,186.84	-4,923.59	0.00
17275R102	400.0000 CISCO SYS INC COM W/RIGHTS ATTACHED EXPIRING 6/10/2008	08/05/2011		5,980.96	10,121.40	-4,140.44	0.00
189754104	80.0000 COACH INC COM W/RTS ATTACHED EXP 5/2/2011	01/18/2011		4,329.71	1,856.68	2,473.03	0.00
189754104	200.0000 COACH INC COM W/RTS ATTACHED EXP 5/2/2011	05/16/2011		11,900.38	7,124.24	4,776.14	0.00
189754104	140.0000 COACH INC COM W/RTS ATTACHED EXP 5/2/2011	08/05/2011	11/14/2008	7,996.99	2,345.84	5,651.15	0.00
191459205	145.0000 COCHLEAR LTD ADR	08/05/2011		5,081.06	4,635.07	445.99	0.00
194162103	68.0000 COLGATE-PALMOLIVE CO	08/05/2011	01/11/2007	5,724.98	4,493.44	1,231.54	0.00
20825C104	442.0000 CONOCOPHILLIPS COM	08/05/2011		29,924.49	29,809.60	114.89	0.00
228368106	120.0000 CROWN HOLDINGS INC COM	01/11/2011		3,944.46	3,222.97	721.49	0.00
228368106	110.0000 CROWN HOLDINGS INC COM	08/02/2011		4,158.03	2,632.49	1,525.54	0.00
228368106	10.0000 CROWN HOLDINGS INC COM	08/05/2011	05/20/2010	364.92	236.15	128.77	0.00
126650100	200.0000 CVS CORP	08/05/2011		6,818.40	6,226.23	592.17	0.00

STATEMENT A

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition	Sales Price of Stocks Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Noncovered (Box 6 is checked)							
235851102	200.0000 DANAHER CORP COM	04/15/2011	03/01/2010	10,552.49	7,537.57	3,014.92	0.00
235851102	800.0000 DANAHER CORP COM	08/05/2011		35,673.48	29,203.38	6,470.10	0.00
237545108	57.0000 DASSAULT SYS SA ADR COM	08/05/2011	01/11/2007	4,530.41	3,103.64	1,426.77	0.00
254709108	257.0000 DISCOVER FINL SVCS COM	05/20/2011	04/08/2010	6,476.56	3,957.15	2,519.41	0.00
254709108	53.0000 DISCOVER FINL SVCS COM	08/05/2011	04/08/2010	1,214.35	816.07	398.28	0.00
25659T107	50.0000 DOLBY LABORATORIES INC COM	05/31/2011	04/25/2008	2,328.46	1,998.79	329.67	0.00
25746U109	650.0000 DOMINION RES INC VA NEW COM	08/05/2011		31,532.64	26,584.01	4,948.63	0.00
263534109	200.0000 DU PONT E L DE NEMOURS & CO	08/05/2011		9,448.36	6,743.37	2,704.99	0.00
268648102	91.0000 E M C CORP MASS COM	01/26/2011	01/22/2010	2,251.52	1,567.61	683.91	0.00
268648102	94.0000 E M C CORP MASS COM	04/19/2011	01/22/2010	2,506.22	1,619.29	886.93	0.00
268648102	376.0000 E M C CORP MASS COM	08/05/2011		8,663.81	6,440.69	2,223.12	0.00
278642103	290.0000 EBAY INC COM	08/05/2011		8,523.71	6,359.23	2,164.48	0.00
291011104	206.0000 EMERSON ELECTRIC CO	08/05/2011	01/19/2006	9,338.35	8,189.53	1,148.82	0.00
292505104	116.0000 ENCANA CORP COM	08/05/2011	01/11/2007	2,962.89	2,739.68	223.21	0.00
296036304	194.0000 ERSTE GROUP BANK AG SPARKASSEN A G SPONSORED ADR REPSTG	08/05/2011		3,973.52	7,391.50	-3,417.98	0.00
30161N101	100.0000 EXELON CORP COM	03/10/2011	12/04/2009	4,297.43	4,917.75	-620.32	0.00
30231G102	68.0000 EXXON MOBIL CORP COM	08/05/2011	01/19/2006	5,088.51	4,156.16	932.35	0.00
30231G102	350.0000 EXXON MOBIL CORP COM	08/05/2011		26,190.88	25,094.17	1,096.71	0.00

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Cusip Number	Description	Date of Sale	Date of Acquisition	Sales Price of Stocks or Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered (Box 6 is checked)		(Box 1a)		(Box 2)			(Box 4)
307305102	354.0000 FANUC CORPORATION	08/05/2011		9,987.02	4,860.99	5,126.03	0.00
368287207	370.0000 GAZPROM O A O SPONSORED ADR REG S	08/05/2011	09/23/2008	4,710.92	6,034.24	-1,323.32	0.00
369604103	200.0000 GENERAL ELEC CO COM	08/05/2011		3,306.48	3,233.19	73.29	0.00
372917104	74.0000 GENZYME CORP-GENL DIVISION COM	01/18/2011		5,328.07	4,012.97	1,315.10	0.00
375558103	500.0000 GILEAD SCIENCES INC	08/05/2011		18,890.98	23,703.46	-4,812.48	0.00
38259P508	10.0000 GOOGLE INC CL A	08/05/2011	09/24/2008	5,800.71	4,432.17	1,368.54	0.00
395259104	54.0000 GREENHILL & CO INC COM	05/17/2011	10/02/2009	2,911.21	4,807.49	-1,896.28	0.00
406216101	200.0000 HALLIBURTON CO	08/05/2011		9,392.36	5,832.25	3,560.11	0.00
418056107	120.0000 HASBRO INC COM	04/14/2011	02/11/2010	5,455.20	4,249.99	1,205.21	0.00
418056107	109.0000 HASBRO INC COM	06/06/2011	05/17/2010	4,815.37	4,455.59	359.78	0.00
428236103	600.0000 HEWLETT-PACKARD CO COM	08/05/2011		19,471.19	30,661.59	-11,190.40	0.00
437076102	838.0000 HOME DEPOT INC COM	08/05/2011		25,711.61	26,388.42	-676.81	0.00
437076102	200.0000 HOME DEPOT INC COM	08/05/2011		6,136.42	5,805.25	331.17	0.00
438519106	500.0000 HONEYWELL INTERNATIONAL INC COM	08/05/2011		24,010.84	20,273.05	3,737.79	0.00
441060100	140.0000 HOSPIRA INC	05/04/2011		7,803.77	7,660.97	142.80	0.00
45104G104	196.0000 ICICI BK LTD SPONSORED ADR	08/05/2011		8,365.62	8,102.76	262.86	0.00
451734107	65.0000 IHS INC COM CL A	04/05/2011		5,758.10	3,654.45	2,103.65	0.00
458140100	200.0000 INTEL CORP COM	08/05/2011		4,160.46	4,093.23	67.23	0.00

STATEMENT A

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition	Sales Price of Stocks Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Noncovered (Box 6 is checked)							
45865V100	25.0000 INTERCONTINENTAL EXCHANGE INC COM	08/05/2011	11/11/2009	2,755.76	2,704.54	51.22	0.00
46113M108	146.0000 INTERVAL LEISURE GROUP INC COM	06/13/2011		1,854.12	1,745.38	108.74	0.00
46113M108	94.0000 INTERVAL LEISURE GROUP INC COM	06/14/2011	10/14/2008	1,200.79	587.93	612.86	0.00
459200101	249.0000 INTL BUSINESS MACHINES CORP COM	08/05/2011		43,084.28	20,109.96	22,974.32	0.00
459200101	450.0000 INTL BUSINESS MACHINES CORP COM	08/05/2011		77,863.14	46,109.51	31,753.63	0.00
465562106	233.0000 ITAU UNIBANCO HLDG SA SPONSORED ADR REPSTG 500 PFD	08/05/2011	03/03/2010	4,157.27	4,927.14	-769.87	0.00
478160104	500.0000 JOHNSON & JOHNSON COM	08/05/2011		31,440.69	31,848.94	-408.25	0.00
46625H100	453.0000 JP MORGAN CHASE & CO COM	08/05/2011		17,071.16	21,137.05	-4,065.89	0.00
46625H100	106.0000 JP MORGAN CHASE & CO COM	08/05/2011	04/30/2009	3,994.58	3,585.53	409.05	0.00
501044101	100.0000 KROGER CO COM	02/02/2011	12/04/2009	2,170.40	2,232.64	-62.24	0.00
50540R409	40.0000 LABORATORY CORP AMER HLDGS COM NEW	04/27/2011	03/02/2010	3,830.74	2,995.29	835.45	0.00
501897102	1910.0000 LI & FUNG LTD ADR	08/05/2011		5,944.75	8,752.14	-2,807.39	0.00
502117203	136.0000 L'OREAL-UNSPONSORED ADR	03/01/2011	01/11/2007	3,187.24	2,684.64	502.60	0.00
502117203	162.0000 L'OREAL-UNSPONSORED ADR	08/05/2011	01/11/2007	3,593.49	3,197.88	395.61	0.00
565849106	300.0000 MARATHON OIL CORP COM	08/05/2011		7,833.66	5,587.90	2,245.76	0.00
56585A102	150.0000 MARATHON PETE CORP COM	08/05/2011		5,560.80	3,779.91	1,780.89	0.00
58405U102	500.0000 MEDCO HEALTH SOLUTIONS INC COM	08/05/2011		27,751.71	32,001.90	-4,250.19	0.00

STATEMENT A

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition	Sales Price of Stocks, Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Noncovered (Box 6 is checked)							
58502B106	75.0000 MEDNAX INC COM	08/05/2011		4,821.09	4,180.83	640.26	0.00
58933Y105	300.0000 MERCK & CO INC NEW COM	08/05/2011		9,519.72	11,098.78	-1,579.06	0.00
594918104	200.0000 MICROSOFT CORP COM	08/05/2011		5,118.74	5,840.24	-721.50	0.00
61022P100	445.0000 MONOTYPE IMAGING HOLDINGS IN COM	08/05/2011		5,479.08	6,003.19	-524.11	0.00
61166W101	122.0000 MONSANTO CO	08/05/2011		8,191.35	8,242.53	-51.18	0.00
637071101	200.0000 NATIONAL-OILWELL INC COM	08/05/2011		13,471.74	8,353.22	5,118.52	0.00
641069406	121.0000 NESTLE S A SPONSORED ADR REPSTG REG SH	08/05/2011		7,494.89	4,711.94	2,782.95	0.00
651639106	200.0000 NEWMONT MINING CORP	08/05/2011		10,808.30	10,654.19	154.11	0.00
654106103	500.0000 NIKE INC CL B COM	08/05/2011		41,920.45	32,979.31	8,941.14	0.00
655044105	50.0000 NOBLE ENERGY INC COM	02/10/2011		4,394.36	2,828.16	1,566.20	0.00
66987V109	75.0000 NOVARTIS AG-ADR	08/05/2011	01/11/2007	4,311.10	4,349.25	-38.15	0.00
670100205	48.0000 NOVO-NORDISK A S ADR	04/19/2011	01/29/2008	6,016.32	2,827.61	3,188.71	0.00
68389X105	700.0000 ORACLE CORP COM	08/05/2011		19,853.35	16,995.18	2,858.17	0.00
68389X105	378.0000 ORACLE CORP COM	08/05/2011		10,720.81	8,177.05	2,543.76	0.00
713448108	300.0000 PEPSICO INC COM	08/05/2011		19,473.42	18,812.86	660.56	0.00
718172109	300.0000 PHILIP MORRIS INTL INC COM	08/05/2011		20,853.42	14,845.92	6,007.50	0.00
74005P104	47.0000 PRAXAIR INC COM	08/05/2011	01/19/2006	4,518.61	2,527.19	1,991.42	0.00
74005P104	200.0000 PRAXAIR INC COM	08/05/2011		19,228.12	16,349.22	2,878.90	0.00

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Cusip Number	Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered (Box 6 is checked)		(Box 1a)	(Box 2)	(Box 4)			
74267C106	55.0000 PROASSURANCE CORP COM	08/05/2011	05/05/2009	3,900.11	2,462.72	1,437.39	0.00
742718109	58.0000 PROCTER & GAMBLE CO COM	08/05/2011	01/29/2010	3,522.43	3,574.98	-52.55	0.00
742718109	300.0000 PROCTER & GAMBLE CO COM	08/05/2011		18,219.45	18,774.83	-555.38	0.00
743312100	292.0000 PROGRESS SOFTWARE CORP COM	06/29/2011	05/06/2010	6,831.47	6,336.69	494.78	0.00
N72482107	178.0000 QIAGEN N V COM	08/05/2011	01/11/2007	2,798.58	2,771.46	27.12	0.00
74834T103	180.0000 QUEST SOFTWARE INC COM	04/05/2011	02/04/2010	4,521.21	2,899.38	1,621.83	0.00
754907103	75.0000 RAYONIER INC COM	08/05/2011	07/08/2009	4,377.88	2,606.31	1,771.57	0.00
772739207	100.0000 ROCK TENN CO CL A	08/05/2011		5,335.19	4,394.83	940.36	0.00
776698106	50.0000 ROPER INDS INC NEW COM	01/18/2011		3,778.47	2,668.09	1,110.38	0.00
803986300	83.0000 SASOL LTD-SPONSORED ADR	08/05/2011	01/11/2007	3,735.13	2,645.21	1,089.92	0.00
806857108	100.0000 SCHLUMBERGER LTD COM	08/05/2011		8,061.11	4,794.99	3,266.12	0.00
808513105	307.0000 SCHWAB CHARLES CORP NEW COM	07/19/2011		4,615.26	5,387.74	-772.48	0.00
808513105	200.0000 SCHWAB CHARLES CORP NEW COM	08/05/2011		2,740.48	3,630.23	-889.75	0.00
826552101	116.0000 SIGMA ALDRICH CORP COM	08/05/2011	03/26/2009	7,066.93	4,655.97	2,400.96	0.00
78442P106	365.0000 SLM CORP COM	08/05/2011	04/13/2010	5,125.48	4,838.70	286.78	0.00
834376501	475.0000 SOLUTIA INC COM NEW	08/05/2011		8,261.38	6,873.15	1,388.23	0.00
83569C102	138.0000 SONOVA HLDG AG ADR	08/05/2011	05/11/2010	2,357.34	3,215.52	-858.18	0.00
790849103	155.0000 ST JUDE MED INC COM	08/05/2011		6,823.38	6,178.32	645.06	0.00

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Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition	Sales Price of Stocks Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Noncovered (Box 6 is checked)							
855030102	453.0000 STAPLES INC COM W/INVISIBLE RTS TO PUR SHS UNDER CERTAIN	08/05/2011		6,497.10	8,114.01	-1,616.91	0.00
855244109	200.0000 STARBUCKS CORP	08/05/2011		7,336.40	4,448.23	2,888.17	0.00
87612E106	300.0000 TARGET CORP COM	08/05/2011		14,544.54	14,029.85	514.69	0.00
879360105	85.0000 TELEDYNE TECHNOLOGIES INC COM	06/08/2011	02/05/2009	3,782.39	2,345.50	1,436.89	0.00
89417E109	200.0000 TRAVELERS COS INC COM	08/05/2011		10,496.34	10,034.18	462.16	0.00
913017109	250.0000 UNITED TECHNOLOGIES CORP COM	08/05/2011		18,522.77	17,190.77	1,332.00	0.00
91324P102	200.0000 UNITEDHEALTH GRP INC COM	08/05/2011	06/17/2010	9,102.37	6,275.10	2,827.27	0.00
92343V104	300.0000 VERIZON COMMUNICATIONS COM	08/05/2011		10,479.60	9,290.62	1,188.98	0.00
918204108	85.0000 VF CORP COM	04/14/2011		8,539.06	6,502.06	2,037.00	0.00
931142103	200.0000 WAL MART STORES INC COM	08/05/2011		10,148.34	10,921.19	-772.85	0.00
931422109	65.0000 WALGREEN CO	07/18/2011	06/12/2006	2,700.21	2,781.44	-81.23	0.00
931422109	177.0000 WALGREEN CO	07/22/2011		7,087.42	6,573.45	513.97	0.00
254687106	200.0000 WALT DISNEY CO COM	08/05/2011		7,026.40	6,116.25	910.15	0.00
941053100	179.5000 WASTE CONNECTIONS INC COM	03/08/2011		5,151.44	3,644.55	1,506.89	0.00
949746101	245.0000 WELLS FARGO & CO NEW COM W/RIGHTS ATTACHED EXPIRING	08/05/2011		6,203.93	7,246.81	-1,042.88	0.00
966387102	58.0000 WHITING PETE CORP NEW COM	04/19/2011		4,013.37	1,904.27	2,109.10	0.00
966387102	55.0000 WHITING PETE CORP NEW COM	07/28/2011	08/25/2009	3,020.82	1,363.83	1,656.99	0.00
966387102	27.0000 WHITING PETE CORP NEW COM	08/05/2011	08/25/2009	1,369.75	669.52	700.23	0.00

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Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Sales Price of Stocks Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Noncovered (Box 6 is checked)						
968223206	160.0000 WILEY JOHN & SONS INC CL A	08/05/2011	7,396.65	6,580.67	815.98	0.00
978097103	91.0000 WOLVERINE WORLD WIDE INC COM	08/05/2011	3,225.21	2,355.67	869.54	0.00
92933H101	80.0000 WPP PLC ADR	08/05/2011	4,052.12	2,520.48	1,531.64	0.00
Total Long Term 15% Sales Reported on 1099-B				1,356,623.05	317,943.76	0.00
Report on Form 8949, Part II, with Box B checked						

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