Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning January 1 **, 2011, and ending** December 31 **, 2011**

Name of foundation: Family Mayer Foundation

A Employer identification number: 22 - 2717105

Number and street (or P.O box number if mail is not delivered to street address): 12 McCain Ct

Room/suite:

B Telephone number (see instructions): 201. 768. 6854

City or town, state, and ZIP code: Closter NJ 07624

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)* ▶ $ 1017125

J Accounting method: ☐ Cash ☐ Accrual ☑ Other (specify) modified cash *(Part I, column (d) must be on cash basis)*

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(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 (attach schedule)	0		N/A	
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	30413	30413		
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	11284			
	b	Gross sales price for all assets on line 6a 264788				
	7	Capital gain net income (from Part IV, line 2)		11284		
	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) (attach schedule)	—			
	11	Other income (attach schedule) schedule ①	244	0		
	12	**Total.** Add lines 1 through 11	41941	41697		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	—			
	14	Other employee salaries and wages	—			
	15	Pension plans, employee benefits	—			
	16a	Legal fees (attach schedule)	—			
	b	Accounting fees (attach schedule)	—			
	c	Other professional fees (attach schedule) schedule ②	5656	5656		
	17	Interest	—			
	18	Taxes (attach schedule) (see instructions) Schedule ③	1937	1241		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	7593	6897		
	25	Contributions, gifts, grants paid	55962 ✓			55962 ✓
	26	**Total expenses and disbursements.** Add lines 24 and 25	63555	6897		55962 ✓
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	0			
	b	**Net investment income** (if negative, enter -0-)		34800		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	89087	88319	88319
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)	197094	224185	224185
	b	Investments—corporate stock (attach schedule) schedule	510149	446338	446338
	c	Investments—corporate bonds (attach schedule) ⑥	276201	258283	258283
	11	Investments—land, buildings, and equipment: basis ▶ Less. accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶ Less. accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	1072531	1017125	1017125
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	1072531	1017125	
	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)			
	31	**Total liabilities and net assets/fund balances** (see instructions)	1072531	1017125	

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	1072531
2	Enter amount from Part I, line 27a	2	0
3	Other increases not included in line 2 (itemize) ▶	3	–
4	Add lines 1, 2, and 3	4	–
5	Decreases not included in line 2 (itemize) ▶ Market valuation losses + donations	5	[55406]
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1017125

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	all publicly traded securities	P	See Schedule ④	
b				
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	264788	/	253504	11284
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	11284
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . .	3	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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010			
2009			
2008			
2007			
2006			

2	**Total** of line 1, column (d) . . .	2	
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	
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 . . .	4	
5	Multiply line 4 by line 3 . . .	5	
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	
7	Add lines 5 and 6 . . .	7	
8	Enter qualifying distributions from Part XII, line 4 . . .	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary—see instructions)**					
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	696	–
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		
3	Add lines 1 and 2			3		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4		
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5		
6	Credits/Payments:					
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1000 –			
b	Exempt foreign organizations—tax withheld at source	6b				
c	Tax paid with application for extension of time to file (Form 8868)	6c				
d	Backup withholding erroneously withheld	6d				
7	Total credits and payments. Add lines 6a through 6d			7	1000	–
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	0	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	304	–
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 304 – **Refunded** ▶			11	0	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ________			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FAMILY MAYER FOUNDATION Telephone no. ▶ 201-768-6854

Located at ▶ 12 MCCANN CT . CLOSTER NJ 07624 ZIP+4 ▶ 07624-2304

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☐ No If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		N/A
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)*	3b		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . **6b**

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GAY MAYER 12 MCCAIN CT . CLOSTER NJ 07624	Pres 6 hrs	0	0	0
LAURIE BEACH 758 RUGBY RD . BRYN MAWR PA 19010	Secy 3 hrs	0	0	0
KATHRYN JENULIS c/o FAMILY MAYER FDTN 12 MCCAIN CT CLOSTER NJ 07624	trustee 1 hr	0	0	0
LINDSAY PETERSON c/o FAMILY MAYER FDTN 12 MCCAIN CT CLOSTER NJ 07624	trustee 1 hr	0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A				

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services . . . . ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3	

Total. Add lines 1 through 3 . . . . ▶

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	981624
b	Average of monthly cash balances	1b	90000
c	Fair market value of all other assets (see instructions)	1c	-
d	**Total** (add lines 1a, b, and c)	1d	1071624
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	-
3	Subtract line 2 from line 1d	3	1071624
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	16074
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1055550
6	**Minimum investment return.** Enter 5% of line 5	6	52777

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	52777 -
2a	Tax on investment income for 2011 from Part VI, line 5	2a	696		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	696 -
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	52081.
4	Recoveries of amounts treated as qualifying distributions			4	-
5	Add lines 3 and 4			5	52081 -
6	Deduction from distributable amount (see instructions)			6	-
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	52081. -

Part XII Qualifying Distributions (see instructions)

See schedule (S)

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	55962. -
b	Program-related investments—total from Part IX-B	1b	-
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	-
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	-
b	Cash distribution test (attach the required schedule)	3b	-
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	55962 -
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	-
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	55962 -

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				52081 -
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only				
b Total for prior years: 20____,20____,20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ ________				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				0
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				0
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				52081 -
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See schedule ⑤	NONE	Public	per schedule	55962-
Total ▶ 3a				55962
b *Approved for future payment*				
NONE				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

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

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 ____________

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	NONE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ | 4/27/12 ▶ President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

FAMILY MAYER FOUNDATION 22-2717107 2011-990PF

			COLUMN A	COLUMN B
SCHEDULE 1	OTHER INCOME			
PART 1	LINE 11			
	Class action settlement American Pharmeceutical		18	
	Kinder Morgan misc. income		226	
		total	$244	
SCHEDULE 2	OTHER FEES			
PART 1	LINE 16c			
	Saunder Morris Harrius Mgt Fees		$5,656	$5,656
SCHEDULE 3	TAXES PAID			
PART 1	LINE 18			
	Excise Tax		696	
	Foreign tax on dividends		1216	1216
	NJ Registration Fee		25	25
		total	$1,937	$1,241
	2011 estimated tax reported PART VI 6a			
SCHEDULE 4	CAPITAL GAINS & LOSSES			
SCHEDULE 5	CONTRIBUTIONS MADE DURING THE YEAR			
SCHEDULE 6	INVESTMENTS AT YEAR END			

SCHEDULE 4
22.2717108

Account # 5MG040980

Closing T/D	Opening T/D	Quantity	Symbol	Sec. Description	Cost Basis	Proceeds	Gain/Loss	Term
04/20/2011	04/08/2010	200.00	KMP	KINDER MORGAN ENERGY PARTNERS L P UNIT LTD PARTNERSHIP INT	$ 13,487.87	$ 15,012.32	$ 1,524.45	Long
04/20/2011	11/20/2006	49.00	SLB	SCHLUMBERGER LTD COM ISIN#AN8068571086	$ 3,099.01	$ 4,199.04	$ 1,100.03	Long
10/04/2011	05/03/2006	77.00	SLB	SCHLUMBERGER LTD COM ISIN#AN8068571086	$ 5,558.98	$ 4,282.48	$ (1,276.50)	Long
10/04/2011	12/13/2006	13.00	SLB	SCHLUMBERGER LTD COM ISIN#AN8068571086	$ 873.81	$ 723.02	$ (150.79)	Long
10/04/2011	01/05/2009	12.00	SLB	SCHLUMBERGER LTD COM ISIN#AN8068571086	$ 570.63	$ 667.39	$ 96.76	Long
10/10/2011	07/21/2005	200.00	TXN	TEXAS INSTRUMENTS INC	$ 6,251.06	$ 5,910.28	$ (340.78)	Long
10/19/2011	01/30/2006	1.00	ISRG	INTUITIVE SURGICAL INC COM NEW	$ 137.89	$ 410.63	$ 272.74	Long
10/19/2011	08/07/2006	19.00	ISRG	INTUITIVE SURGICAL INC COM NEW	$ 1,830.90	$ 7,801.89	$ 5,970.99	Long
10/19/2011	02/13/2008	150.00	MTN	VAIL RESORTS INC COM	$ 7,517.91	$ 6,196.51	$ (1,321.40)	Long
10/28/2011	02/14/2007	6.00	CRM	SALESFORCE.COM INC COM STOCK	$ 298.39	$ 802.41	$ 504.02	Long
10/28/2011	07/18/2007	5.00	CRM	SALESFORCE.COM INC COM STOCK	$ 216.21	$ 668.68	$ 452.47	Long
10/28/2011	10/02/2007	12.00	CRM	SALESFORCE.COM INC COM STOCK	$ 615.90	$ 1,604.82	$ 988.92	Long
10/28/2011	06/08/2009	27.00	CRM	SALESFORCE.COM INC COM STOCK	$ 1,046.00	$ 3,610.84	$ 2,564.84	Long
					$ 41,504.56	**$ 51,890.31**	**$ 10,385.75**	**Long**

Account # 5MG041079

Closing T/D	Opening T/D	Quantity	Symbol	Sec. Description	Cost Basis	Proceeds	Gain/Loss	Term
01/05/2011	10/01/2009	103.00	QCOM	QUALCOMM INC	$ 4,477.76	$ 5,296.32	$ 818.56	Long
01/06/2011	02/14/2007	50.00	CRM	SALESFORCE.COM INC COM STOCK	$ 2,486.59	$ 7,134.56	$ 4,647.97	Long
02/16/2011	09/10/2004	34.00	372917104	GENZYME CORP COM FORMERLY COM GEN DIV TO 5/27/2004 C/A EFF 4/8/11 1 OLD = $74 & 1 NEW CU# 80105N113 RT SANOFI AVENTI CVR	$ 1,837.16	$ 2,539.45	$ 702.29	Long
02/16/2011	05/25/2005	48.00	372917104	GENZYME CORP COM FORMERLY COM GEN DIV TO 5/27/2004 C/A EFF 4/8/11 1 OLD = $74 & 1 NEW CU# 80105N113 RT SANOFI AVENTI CVR	$ 3,022.90	$ 3,585.11	$ 562.21	Long
02/16/2011	01/12/2006	4.00	372917104	GENZYME CORP COM FORMERLY COM GEN DIV TO 5/27/2004 C/A EFF 4/8/11 1 OLD = $74 & 1 NEW CU# 80105N113 RT SANOFI AVENTI CVR	$ 288.68	$ 298.76	$ 10.08	Long
04/05/2011	01/12/2006	18.00	372917104	GENZYME CORP COM FORMERLY COM GEN DIV TO 5/27/2004 C/A EFF 4/8/11 1 OLD = $74 & 1 NEW CU# 80105N113 RT SANOFI AVENTI CVR	$ 1,299.08	$ 1,332.00	$ 32.92	Long
04/05/2011	01/30/2006	4.00	372917104	GENZYME CORP COM FORMERLY COM GEN DIV TO 5/27/2004 C/A EFF 4/8/11 1 OLD = $74 & 1 NEW CU# 80105N113 RT SANOFI AVENTI CVR	$ 285.34	$ 296.00	$ 10.66	Long

04/05/2011	07/20/2006	14.00	372917104	GENZYME CORP COM FORMERLY COM GEN DIV TO 5/27/2004 C/A EFF 4/8/11 1 OLD = $74 & 1 NEW CU# 80105N113 RT SANOFI AVENTI CVR	$ 911.12	$ 1,036.00	$ 124.88	Long
04/05/2011	05/13/2009	39.00	372917104	GENZYME CORP COM FORMERLY COM GEN DIV TO 5/27/2004 C/A EFF 4/8/11 1 OLD = $74 & 1 NEW CU# 80105N113 RT SANOFI AVENTI CVR	$ 2,352.16	$ 2,886.00	$ 533.84	Long
04/05/2011	08/11/2009	25.00	372917104	GENZYME CORP COM FORMERLY COM GEN DIV TO 5/27/2004 C/A EFF 4/8/11 1 OLD = $74 & 1 NEW CU# 80105N113 RT SANOFI AVENTI CVR	$ 1,249.59	$ 1,850.00	$ 600.41	Long
					$ 18,210.38	$ 26,254.20 ✓	**$ 8,043.82**	**Long**

Account # HZ1040000

Closing T/D	Opening T/D	Quantity	Symbol	Sec. Description	Cost Basis	Proceeds	Gain/Loss	Term
01/03/2011	05/28/2009	80.00	STI	SUNTRUST BKS INC COM	$ 1,042.90	$ 2,405.91	$ 1,363.01	Long
01/04/2011	02/22/2008	9.375	MMI	MOTOROLA MOBILITY HLDGS INC COM	$ 356.59	$ 308.63	$ (47.96)	Long
01/04/2011	06/19/2008	13.75	MMI	MOTOROLA MOBILITY HLDGS INC COM	$ 371.73	$ 452.65	$ 80.92	Long
01/04/2011	07/09/2008	7.875	MMI	MOTOROLA MOBILITY HLDGS INC COM	$ 191.22	$ 259.25	$ 68.03	Long
01/07/2011	07/09/2008	0.875	MMI	MOTOROLA MOBILITY HLDGS INC COM	$ 21.25	$ 28.87	$ 7.62	Long
01/10/2011	02/22/2008	0.4285	MSI	MOTOROLA SOLUTIONS INC COM	$ 19.49	$ 16.62	$ (2.87)	Long
01/14/2011	06/08/2005	90.00	STM	STMICROELECTRONICS NV SHS N Y REGISTRY	$ 1,458.50	$ 1,050.50	$ (408.00)	Long
01/28/2011	02/09/2007	75.00	FITB	FIFTH THIRD BANCORP COM	$ 3,035.29	$ 1,109.92	$ (1,925.37)	Long
01/28/2011	04/23/2007	20.00	FITB	FIFTH THIRD BANCORP COM	$ 801.55	$ 295.98	$ (505.57)	Long
01/28/2011	05/21/2008	25.00	FITB	FIFTH THIRD BANCORP COM	$ 499.88	$ 369.97	$ (129.91)	Long
01/28/2011	06/05/2008	30.00	FITB	FIFTH THIRD BANCORP COM	$ 530.62	$ 443.96	$ (86.66)	Long
01/31/2011	12/19/2008	20.00	VLO	VALERO ENERGY CORP NEW COM	$ 440.00	$ 507.67	$ 67.67	Long
01/31/2011	03/04/2009	50.00	VLO	VALERO ENERGY CORP NEW COM	$ 898.61	$ 1,269.19	$ 370.58	Long
02/17/2011	09/18/2008	5.00	TXN	TEXAS INSTRUMENTS INC	$ 109.66	$ 182.11	$ 72.45	Long
02/17/2011	09/29/2008	25.00	TXN	TEXAS INSTRUMENTS INC	$ 545.61	$ 910.54	$ 364.93	Long
02/17/2011	10/01/2008	10.00	TXN	TEXAS INSTRUMENTS INC	$ 215.04	$ 364.21	$ 149.17	Long
02/24/2011	12/14/2000	15.00	879287308	TELECOMUNICACOES BRASILEIRAS C/A EFF 7/15/11 OLD/USD 4.100718 PS/	$ 217.13	$ 107.74	$ (109.39)	Long
02/25/2011	04/20/2010	30.00	CHK	CHESAPEAKE ENERGY CORP	$ 717.88	$ 1,047.88	$ 330.00	Short
03/02/2011	06/08/2005	80.00	STM	STMICROELECTRONICS NV SHS N Y REGISTRY	$ 1,296.45	$ 1,040.23	$ (256.22)	Long

03/04/2011	04/09/2001	195.00	ALU	ALCATEL LUCENT SPON ADR	$ 5,621.30	$ 1,091.98	$ (4,529.32)	Long
03/04/2011	10/30/2001	45.00	ALU	ALCATEL LUCENT SPON ADR	$ 641.32	$ 251.99	$ (389.33)	Long
03/04/2011	02/22/2008	10.2858	MSI	MOTOROLA SOLUTIONS INC COM	$ 467.94	$ 411.71	$ (56.23)	Long
03/04/2011	06/19/2008	15.7142	MSI	MOTOROLA SOLUTIONS INC COM	$ 508.12	$ 628.99	$ 120.87	Long
03/04/2011	07/09/2008	10.00	MSI	MOTOROLA SOLUTIONS INC COM	$ 290.43	$ 400.27	$ 109.84	Long
03/04/2011	10/01/2008	40.00	TXN	TEXAS INSTRUMENTS INC	$ 860.16	$ 1,451.99	$ 591.83	Long
03/04/2011	12/03/2008	5.00	TXN	TEXAS INSTRUMENTS INC	$ 73.49	$ 181.50	$ 108.01	Long
03/22/2011	01/05/2007	15.00	DOW	DOW CHEM CO	$ 596.10	$ 552.20	$ (43.90)	Long
03/22/2011	07/31/2008	15.00	DOW	DOW CHEM CO	$ 502.44	$ 552.20	$ 49.76	Long
03/22/2011	01/14/2009	30.00	DOW	DOW CHEM CO	$ 457.73	$ 1,104.40	$ 646.67	Long
03/22/2011	01/23/2009	70.00	DOW	DOW CHEM CO	$ 1,005.87	$ 2,576.92	$ 1,571.05	Long
03/31/2011	01/22/2010	35.00	870887205	SWISS REINSURANCE SPONS ADR C/A EFF 03/21/11 1 OLD / USD 57.249396 PER ADR	$ 1,533.90	$ 1,988.56	$ 454.66	Long
03/31/2011	09/23/2010	65.00	870887205	SWISS REINSURANCE SPONS ADR C/A EFF 03/21/11 1 OLD / USD 57.249396 PER ADR	$ 2,864.41	$ 3,693.04	$ 828.63	Short
03/31/2011	03/04/2009	10.00	VLO	VALERO ENERGY CORP NEW COM	$ 179.72	$ 299.97	$ 120.25	Long
03/31/2011	04/20/2009	25.00	VLO	VALERO ENERGY CORP NEW COM	$ 524.18	$ 749.92	$ 225.74	Long
04/04/2011	07/31/2009	45.00	VLO	VALERO ENERGY CORP NEW COM	$ 809.22	$ 1,355.02	$ 545.80	Long
04/15/2011	12/03/2008	30.00	TXN	TEXAS INSTRUMENTS INC	$ 440.93	$ 1,048.48	$ 607.55	Long
04/15/2011	02/19/2009	30.00	TXN	TEXAS INSTRUMENTS INC	$ 467.56	$ 1,048.48	$ 580.92	Long
04/15/2011	04/03/2009	30.00	TXN	TEXAS INSTRUMENTS INC	$ 506.18	$ 1,048.48	$ 542.30	Long
04/29/2011	10/30/2001	270.00	ALU	ALCATEL LUCENT SPON ADR	$ 3,847.90	$ 1,759.82	$ (2,088.08)	Long
04/29/2011	02/27/2002	40.00	ALU	ALCATEL LUCENT SPON ADR	$ 559.18	$ 260.71	$ (298.47)	Long

04/29/2011	02/23/2005	160.00	ALU	ALCATEL LUCENT SPON ADR	$ 2,108.08	$ 1,042.86	$ (1,065.22)	Long
04/29/2011	04/13/2005	80.00	ALU	ALCATEL LUCENT SPON ADR	$ 965.10	$ 521.43	$ (443.67)	Long
04/29/2011	05/11/2005	45.00	ALU	ALCATEL LUCENT SPON ADR	$ 485.04	$ 293.31	$ (191.73)	Long
05/26/2011	02/04/2004	50.00	SWY	SAFEWAY INC COM NEW	$ 1,139.65	$ 1,211.85	$ 72.20	Long
05/26/2011	02/17/2004	15.00	SWY	SAFEWAY INC COM NEW	$ 337.60	$ 363.56	$ 25.96	Long
06/10/2011	10/23/2008	70.00	TEL	TE CONNECTIVITY LTD REG SHS ISIN#CH0102993182	$ 1,342.50	$ 2,456.25	$ 1,113.75	Long
06/10/2011	02/08/2005	51.5385	T	AT&T INC COM	$ 1,035.39	$ 1,570.35	$ 534.96	Long
06/10/2011	06/01/2005	13.4615	T	AT&T INC COM	$ 312.43	$ 410.16	$ 97.73	Long
06/10/2011	11/10/2004	285.00	AEG	AEGON N V ORD AMER REG	$ 3,424.27	$ 1,861.81	$ (1,562.46)	Long
06/10/2011	04/22/2005	21.00	AEG	AEGON N V ORD AMER REG	$ 260.61	$ 137.19	$ (123.42)	Long
06/10/2011	08/17/2005	13.00	AEG	AEGON N V ORD AMER REG	$ 183.43	$ 84.92	$ (98.51)	Long
06/10/2011	08/14/2007	6.00	AEG	AEGON N V ORD AMER REG	$ 108.60	$ 39.20	$ (69.40)	Long
06/10/2011	04/02/2008	30.00	AEG	AEGON N V ORD AMER REG	$ 480.95	$ 195.98	$ (284.97)	Long
06/10/2011	04/29/2008	10.00	AEG	AEGON N V ORD AMER REG	$ 151.00	$ 65.33	$ (85.67)	Long
06/10/2011	06/05/2008	80.00	AEG	AEGON N V ORD AMER REG	$ 1,202.22	$ 522.60	$ (679.62)	Long
06/10/2011	06/15/2007	40.00	AZN	ASTRAZENECA PLC SPONSORED ADR	$ 2,059.88	$ 2,020.36	$ (39.52)	Long
06/10/2011	03/10/2009	10.00	CAJ	CANON INC ADR REPSTG 5 SHS	$ 216.46	$ 464.69	$ 248.23	Long
06/10/2011	03/19/2009	15.00	CAJ	CANON INC ADR REPSTG 5 SHS	$ 424.44	$ 697.03	$ 272.59	Long
06/10/2011	03/18/2010	15.00	CVX	CHEVRON CORP NEW COM	$ 1,121.05	$ 1,494.87	$ 373.82	Long
06/10/2011	03/23/2010	5.00	CVX	CHEVRON CORP NEW COM	$ 371.25	$ 498.29	$ 127.04	Long
06/10/2011	03/30/2009	21.90	C	CITIGROUP INC COM NEW ISIN#US1729674242	$ 439.34	$ 835.47	$ 396.13	Long

06/10/2011	05/11/2009	13.10	C	CITIGROUP INC COM NEW ISIN#US1729674242	$ 390.73	$ 499.75	$ 109.02	Long
06/10/2011	08/11/2006	130.00	DELL	DELL INC COM	$ 2,753.26	$ 2,020.16	$ (733.10)	Long
06/10/2011	02/16/2007	135.00	DTEGY	DEUTSCHE TELEKOM AG SPONSORED ADR	$ 2,420.98	$ 1,956.11	$ (464.87)	Long
06/10/2011	02/23/2007	45.00	DTEGY	DEUTSCHE TELEKOM AG SPONSORED ADR	$ 817.31	$ 652.03	$ (165.28)	Long
06/10/2011	01/18/2008	25.00	INTC	INTEL CORP COM	$ 481.61	$ 537.24	$ 55.63	Long
06/10/2011	01/23/2008	60.00	INTC	INTEL CORP COM	$ 1,120.44	$ 1,289.37	$ 168.93	Long
06/10/2011	03/17/2004	65.00	JSAIY	J SAINSBURY PLC SPONSORED ADR NEW	$ 1,631.41	$ 1,364.32	$ (267.09)	Long
06/10/2011	02/03/2004	47.00	AHONY	KONINKLIJKE AHOLD NV SPONS ADR 2007 ISIN#US5004674025	$ 346.93	$ 626.02	$ 279.09	Long
06/10/2011	03/23/2005	73.00	AHONY	KONINKLIJKE AHOLD NV SPONS ADR 2007 ISIN#US5004674025	$ 545.74	$ 972.34	$ 426.60	Long
06/10/2011	02/08/2010	35.00	LLY	ELI LILLY & CO COM	$ 1,218.21	$ 1,301.27	$ 83.06	Long
06/10/2011	10/22/2003	115.00	MAKSY	MARKS & SPENCER GROUP PLC SPONSORED ADR	$ 1,157.97	$ 1,335.12	$ 177.15	Long
06/10/2011	12/04/2009	45.00	MMC	MARSH & MCLENNAN COS INC COM	$ 1,005.57	$ 1,340.07	$ 334.50	Long
06/10/2011	05/16/2008	40.00	MRK	MERCK & CO INC NEW COM	$ 773.43	$ 1,423.57	$ 650.14	Long
06/10/2011	05/22/2008	85.00	PFE	PFIZER INC COM	$ 1,679.06	$ 1,719.82	$ 40.76	Long
06/10/2011	05/23/2008	25.00	PFE	PFIZER INC COM	$ 490.85	$ 505.83	$ 14.98	Long
06/10/2011	07/31/2008	25.00	PFE	PFIZER INC COM	$ 469.80	$ 505.83	$ 36.03	Long
06/10/2011	02/17/2004	10.00	SWY	SAFEWAY INC COM NEW	$ 225.06	$ 222.19	$ (2.87)	Long
06/10/2011	01/20/2005	65.00	SWY	SAFEWAY INC COM NEW	$ 1,215.60	$ 1,444.27	$ 228.67	Long
06/10/2011	08/25/2010	25.00	SVNDY	SEVEN & I HLDGS CO LTD ADR ISIN#US81783H1059	$ 1,172.57	$ 1,352.97	$ 180.40	Short
06/10/2011	09/27/2010	5.00	SVNDY	SEVEN & I HLDGS CO LTD ADR ISIN#US81783H1059	$ 234.29	$ 270.59	$ 36.30	Short
06/10/2011	05/12/2010	25.00	TOT	TOTAL S A SPONSORED ADR	$ 1,267.21	$ 1,366.47	$ 99.26	Long

06/10/2011	05/24/2002	55.00	VZ	VERIZON COMMUNICATIONS COM	$ 2,189.96	$ 1,942.56	$ (247.40)	Long
06/10/2011	04/23/2008	55.5882	WFC	WELLS FARGO & CO NEW COM	$ 7,309.89	$ 1,467.49	$ (5,842.40)	Long
06/10/2011	05/13/2008	3.9706	WFC	WELLS FARGO & CO NEW COM	$ 557.12	$ 104.82	$ (452.30)	Long
06/10/2011	05/16/2008	0.4412	WFC	WELLS FARGO & CO NEW COM	$ 60.18	$ 11.65	$ (48.53)	Long
06/10/2011	08/17/2010	35.00	WDC	WESTERN DIGITAL CORP COM	$ 853.54	$ 1,198.72	$ 345.18	Short
06/10/2011	01/19/2011	15.00	WDC	WESTERN DIGITAL CORP COM	$ 492.72	$ 513.74	$ 21.02	Short
06/14/2011	05/22/1998	0.25	87929A102	TELECOMUNICACOES DE SAO PAULO S A ADR N/C EFF 10/6/11 1 OLD/1 NEW CU 87936R106 TELEFONICA BRASIL SA	$ 2.41	$ 0.22	$ (2.19)	Long
06/24/2011	05/24/2002	25.00	VZ	VERIZON COMMUNICATIONS COM	$ 995.43	$ 899.23	$ (96.20)	Long
06/24/2011	07/13/2005	30.00	VZ	VERIZON COMMUNICATIONS COM	$ 929.20	$ 1,079.08	$ 149.88	Long
06/24/2011	08/10/2009	15.00	VZ	VERIZON COMMUNICATIONS COM	$ 434.85	$ 539.54	$ 104.69	Long
08/09/2011	05/22/1998	0.9428	TSU	TIM PARTICIPACOES S A SPONSORED ADR ISIN#US88706P2056	$ 9.74	$ 23.29	$ 13.55	Long
09/13/2011	08/11/2006	20.00	DELL	DELL INC COM	$ 423.58	$ 288.23	$ (135.35)	Long
09/13/2011	09/13/2006	25.00	DELL	DELL INC COM	$ 544.38	$ 360.28	$ (184.10)	Long
09/19/2011	01/14/2004	10.00	GSK	GLAXOSMITHKLINE PLC SPONS ADR	$ 454.36	$ 404.84	$ (49.52)	Long
09/19/2011	12/01/2006	5.00	GSK	GLAXOSMITHKLINE PLC SPONS ADR	$ 268.18	$ 202.42	$ (65.76)	Long
10/06/2011	03/15/2007	75.00	DELL	DELL INC COM	$ 1,674.13	$ 1,156.92	$ (517.21)	Long
10/06/2011	01/17/2008	50.00	DELL	DELL INC COM	$ 1,072.20	$ 771.28	$ (300.92)	Long
10/06/2011	01/23/2008	50.00	DELL	DELL INC COM	$ 980.90	$ 771.28	$ (209.62)	Long
10/06/2011	04/16/2008	25.00	DELL	DELL INC COM	$ 464.25	$ 385.64	$ (78.61)	Long

10/17/2011	01/29/1998	10.00	TMX	TELEFONOS DE MEXICO SA DE CV ADR CLASS L ISIN#US8794037809	$ 41.07	$ 157.00	$ 115.93	Long
10/17/2011	04/18/2000	40.00	TMX	TELEFONOS DE MEXICO SA DE CV ADR CLASS L ISIN#US8794037809	$ 392.82	$ 627.99	$ 235.17	Long
10/17/2011	07/16/2001	60.00	TMX	TELEFONOS DE MEXICO SA DE CV ADR CLASS L ISIN#US8794037809	$ 541.81	$ 941.97	$ 400.16	Long
10/18/2011	01/23/2008	15.00	INTC	INTEL CORP COM	$ 280.11	$ 349.43	$ 69.32	Long
10/18/2011	10/10/2008	10.00	INTC	INTEL CORP COM	$ 145.72	$ 232.96	$ 87.24	Long
10/18/2011	05/22/1998	5.0284	VIV	TELEFONICA BRASIL SA SPONSORED ADR ISIN#US87936R1068	$ 48.48	$ 140.92	$ 92.44	Long
10/18/2011	05/09/2000	1.5081	VIV	TELEFONICA BRASIL SA SPONSORED ADR ISIN#US87936R1068	$ 15.21	$ 42.26	$ 27.05	Long
10/18/2011	06/20/2000	4.8273	VIV	TELEFONICA BRASIL SA SPONSORED ADR ISIN#US87936R1068	$ 61.66	$ 135.28	$ 73.62	Long
10/18/2011	07/10/2000	9.6153	VIV	TELEFONICA BRASIL SA SPONSORED ADR ISIN#US87936R1068	$ 347.92	$ 269.46	$ (78.46)	Long
10/18/2011	12/14/2000	26.9886	VIV	TELEFONICA BRASIL SA SPONSORED ADR ISIN#US87936R1068	$ 795.28	$ 756.33	$ (38.95)	Long
10/18/2011	01/21/2005	6.0323	VIV	TELEFONICA BRASIL SA SPONSORED ADR ISIN#US87936R1068	$ 68.28	$ 169.04	$ 100.76	Long
11/16/2011	10/10/2008	20.00	INTC	INTEL CORP COM	$ 291.44	$ 506.76	$ 215.32	Long
11/16/2011	11/13/2008	35.00	INTC	INTEL CORP COM	$ 466.57	$ 886.83	$ 420.26	Long
11/16/2011	12/11/2008	5.00	INTC	INTEL CORP COM	$ 71.65	$ 126.69	$ 55.04	Long
11/18/2011	10/27/2008	35.00	NOK	NOKIA CORP SPONSORED ADR	$ 509.60	$ 226.83	$ (282.77)	Long
11/18/2011	04/07/2009	120.00	NOK	NOKIA CORP SPONSORED ADR	$ 1,509.22	$ 777.72	$ (731.50)	Long
11/18/2011	05/04/2009	35.00	NOK	NOKIA CORP SPONSORED ADR	$ 509.52	$ 226.83	$ (282.69)	Long
11/18/2011	07/28/2009	80.00	NOK	NOKIA CORP SPONSORED ADR	$ 1,043.25	$ 518.48	$ (524.77)	Long

11/18/2011	08/05/2009	40.00	NOK	NOKIA CORP SPONSORED ADR	$ 534.35	$ 259.24	$ (275.11)	Long
12/09/2011	08/05/2010	45.00	LOW	LOWES COS INC COM	$ 931.59	$ 1,134.22	$ 202.63	Long
12/20/2011	12/08/2009	60.00	KR	KROGER CO	$ 1,203.37	$ 1,435.45	$ 232.08	Long
					$ 104,640.74	**$ 96,164.23** ✓	**$ (8,476.51)**	

1721

$ 1,741.53	**Short**
$ (10,218.04)	**Long**

Account # HZ1040018

Closing T/D	Opening T/D	Quantity	Symbol	Sec. Description	Cost Basis	Proceeds	Gain/Loss	Term
02/28/2011	09/29/2009	20,000.00	912828EX4	UNITED STATES TREAS NOTES 4.500% 02/28/11 B/E DTD 02/28/06 MAT MATURED	$ 20,453.77	$ 20,000.00	$ (453.77)	Long
07/25/2011	01/16/2007	20,000.00	BAC.HNI	MERRILL LYNCH & CO INC MEDIUM TERM NTS MED TERM NTS 5.770% 07/25/11 B/E DTD 07/25/06 MATURED	$ 20,000.00	$ 20,000.00	$ -	Long
08/09/2011	12/23/2009	10,000.00	912828KQ2	UNITED STATES TREAS NOTES 3.125% 05/15/19 B/E DTD 05/15/09 N/C	$ 9,615.81	$ 10,845.66	$ 1,229.85	Long
08/09/2011	12/08/2010	6,000.00	912828KQ2	UNITED STATES TREAS NOTES 3.125% 05/15/19 B/E DTD 05/15/09 N/C	$ 6,042.34	$ 6,507.40	$ 465.06	Short
08/15/2011	09/27/2005	15,000.00	9128277B2	UNITED STATES TREAS NOTES 5.000% 08/15/11 B/E DTD 08/15/01 MATURED	$ 15,000.01	$ 15,000.00	$ (0.01)	Long
10/14/2011	12/18/2006	6,000.00	9128277L0	UNITED STATES TREAS NOTE 4.875% 02/15/12 B/E DTD 02/15/02 N/C	$ 6,006.85	$ 6,095.14	$ 88.29	Long
10/14/2011	03/01/2011	2,000.00	9128277L0	UNITED STATES TREAS NOTE 4.875% 02/15/12 B/E DTD 02/15/02 N/C	$ 2,030.09	$ 2,031.71	$ 1.62	Short
10/15/2011	06/01/2010	10,000.00	BLS.GF	BELLSOUTH CORP NT 6.000% 10/15/11 B/E DTD 10/25/01 CLB MATURED	$ 10,000.00	$ 10,000.00	$ -	Long
					$ 89,148.87	**$ 90,479.91**	**$ 1,331.04**	

✓

$ 466.68	**Short**
$ 864.36	**Long**

✓

		2011 22-2717105		
Schedule 5	PART XV LINE 3	Grants and Contributions Paid During the Year	purpose	**2011**
Arizona Humane Society		1521 W Dobbins Rd., Phoenix, AZ 85041	animal welfare	1200
Assoc Small Foundations		4905 DelRay Ave , Bethesda, MD 20814	education for charities	695
Citizens for Effective Schools		8209 Hamilton Spring Ct, Bethesda, MD 20817	improvement in local education	600
Center for Food Action		192 W. Demarest, Englewood, NJ 07631	local welfare for the needy	300
Habitat for Humanity		POB 20186, Phoenix AZ 85036	housing welfare	1200
Habitat for Humanity		1500 W 12th Ave., Denver, CO 80204	housing welfare	500
KJZZ Public Radio		POB 62228, Phoenix, AZ 85082	public radio	1400
LIBRI Foundation		POB 10246, Eugene, OR 97440	education books for libraries	300
March Of Dimes Colorado		1325 So. Colorado, Denver, CO 80222	medical welfare	500
MedShare International		3240 CliftonSprings Rd, Decatur, GA 30034	medical welfare	300
Men'sLeadershipAlliance		POB 17806, Boulder,CO 80308	education	2500
Mt Holyoke College Alumnae		50 College St , South Hadley, MA 01075	education	2000
Nature Conservancy		4245 N Fairfax Dr , Arlington, VA 22203	environment	2400
NJ SEEDS		303 Washington St., Newark, N J 07102	education	3500
NY NJ Trail Conference		156 Ramapo Valley Rd, Mahwah, NJ 07430	environment	1500
PBS Friends of 8		ASU, Box 871405, Tempe, AZ 85287	public TV	1200
Rocky Mountain Park Assoc		Rocky Mountain NP, Estes Park, CO 80517	enviornmental education	500
Rosies Ranch		10556 E Parker, Parker , CO 80138	children's welfare	550
Semester at Sea		POB 400885, Charlottesville,VA 22903	education	1000
St Vincent de Paul Society		80 Elm St , Denver, CO 80220	welfare	250
Swarthmore College Campaign		500 College Ave , Swarthmore PA 19081	education	1000
Trees, Water, People		623 Remington St, Fort Collins, CO 80524	environment	200
Williams College Alumni Fund		75 Park St, Williamstown, MA 01267	education	2100
Women's Bean Project		3201 Curtis, Denver, CO 80205	welfare	250
Mt Holyoke College Alumnae		50 College St , South Hadley, MA 01075	education	1682
Williams College Alumni Fund		75 Park St , Williamstown, MA 01927	education	3509
Alix's Lemonade Stand		333 W Lancaster Av, Wynwood, PA 19106	medical welfare	1000
Bedford Stem Cell Research Foundation		PO Box 1028, Bedford, MA 01730	medical research	500
Bryn Mawr Rehabilitation Hospital		414 Paoli Pike, Malvern, PA 19355	handicapped welfare	500
Children's Hospital of Philadelphia		324 S 34th St Philadelphia,PA 19104	medical research	1000
Durango Discovery Museum		1099 Main Ave, Durango, CO 81301	children's education	250
Free Library Philadelphia		1901 Vine St., Philaelphia PA 19103	education	1000
KSUT Public Radio		POB 737, Ignacio, CO 84137	public radio	250
LaPlata County Humane Society		PO Box 2164, Durango, Co 81302	animal welfare	500
Living Beyond Breast Cancer		10 E. Athens Ave , Ardmore, PA 19003	medical research	1000
Lower Merion Conservancy		1301 Rose Glen Rd, Gladwyne, PA 19035	environment	4500
Ludington Public Library		5 So Bryn Mawr Ave , Bryn Mawr, PA 19010	education	1000
Metropolitan Museum of Art		1000 Fifth Avenue , New York, NY 10028	education	576
Michael J. Fox Parkinsons Fdntn		POB 780, Church St. Stn, New York, NY 10008	medical welfare	1000
Modest Needs		115 E 30th St , New York, NY 10016	welfare	250
National Lands Trust		1031 Palmers Mill RTd , Media, PA 19063	environment	1000
National Repertory Orchestra		111 S. Main St , Breckenridge, CO 80424	education	1000
National TrustHistoric Preservation		1785 Massachusetts Ave., Washington DC 20036	environment	250
New Directions for Women		4807 Germantown Ave , Philadelphia, PA 19144	welfare	1000
Overbrook School for the Blind		6333 Malvern Ave , Philadelphia, PA 19151	handicapped welfare	1000
PA SPCA		350 East Erie Ave , Philadelphia, PA 19134	animal welfare	1000
Pennsylvania Red Cross		23rd & Chestnut, Philadelphia, PA 19103	welfare	1000
Philabundance		POB 37555, Philadelphia, PA 19148	welfare for the needy	1000
Planned Parenthood		950 Broadway, Denver, CO 80203	medical welfare	250
WHYY Public Radio		1500 N 6th St , Philadelphia, PA 19106	public radio	1250
WRTI Public Radio		1509 Chestnut Street, Philadelphia, PA 1`9121	public radio	1000
Wounded Warrior Project		4899 Belfort Rd , Jacksonville, FL 32256	support for veterans	1500
Yorkville Common Pantry		8 E 109th St , New York, NY 10029	welfare for the needy	250
				55962
				55962

Schedule 6

FMF

SCHEDULE 6

22 · 2717105

December 31, 2011

SANDERS MORRIS HARRIS

A Member of the Edelman Financial Group
102 S Tejon Street, Suite 530, Colorado Springs, CO 80903
Member FINRA / SIPC

Government Bonds

Security Description	Value
UNITED STATES TREASNOTE 4.875% 02/15/12 B/EDTD 02/15/02	$7,040.00
UNITED STATES TREASNTS 4.000% 11/15/12 B/EDTD 11/15/02	$20,666.00
UNITED STATES TREASNOTES 4.500% 05/15/17 B/EDTD 05/15/07	$18,976.00
UNITED STATES TREASNTS 4.250% 11/15/17 B/EDTD 11/15/07	$5,906.00
UNITED STATES TREASNTS 3.125% 09/30/13 B/EDTD 09/30/08	$14,698.00
UNITED STATES TREASNOTES 3.125% 05/15/19 B/EDTD 05/15/09	$4,485.00
UNITED STATES TREASNTS 3 625% 02/15/20 B/EDTD 02/15/10	$4,639.00
UNITED STATES TREASNTS 1.000% 04/30/12 B/EDTD 04/30/10	$15,047.00
UNITED STATES TREASNTS 1.375% 05/15/13 B/EDTD 05/15/10	$40,634.00
UNITED STATES TREASNTS 2.625% 11/15/20 B/EDTD 11/15/10	$25,837.00
FEDERAL HOME LN MTGCORP REFERENCE NOTES 5.125% 07/15/12 B/EDTD 07/16/02	$20,540.00
FEDERAL HOME LN MTGCORP DEB 4.500% 07/15/13 B/EDTD 07/18/03	$21,272.00
FEDERAL NATL MTGASSN BENCHMARK NOTES 4.625% 10/15/14 B/EDTD 09/17/04	$24,445.00

Total Government Bond Value $224,185.00

December 31, 2011

SANDERS MORRIS HARRIS

A Member of the Edelman Financial Group
102 S Tejon Street, Suite 530, Colorado Springs, CO 80903
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Corporate Bonds

Security Description	Value
ABBOTT LABORATORIESNT 5.600% 11/30/17 B/EDTD 11/09/07 CLB	$9,553.00
BP CAP MKTS P L CGTD NTISIN#US05565QBH02 3 875% 03/10/15 B/EDTD 03/10/09 CLB	$5,279.00
BERKSHIRE HATHAWAYFIN CORP SR NT 4 625% 10/15/13 B/EDTD 04/15/04 CLB	$15,960.00
CONOCOPHILLIPS GTDNT 4.600% 01/15/15 B/EDTD 05/21/09 CLB	$16,590 00
COSTCO WHOLESALECORP NEW SR NT 5.300% 03/15/12 B/EDTD 02/20/07	$15,139.00
GENERAL ELEC CAPCORP MEDIUM TERMNTS 4.800% 05/01/13 B/EDTD 04/21/08	$15,703.00
GOLDMAN SACHS GROUPINC FOR FUTUREEQUITY USE 38 143USR GLOBAL NT 5.125% 01/15/15 B/EDTD 01/12/05	$20,530.00
COCA COLA CO NT 4.875% 03/15/19 B/EDTD 03/06/09 CLB	$23,422.00
ORACLE CORP NT 4.950% 04/15/13 B/EDTD 04/09/08 CLB	$21,121.00
SYSCO CORP NT 5.250% 02/12/18 B/EDTD 02/12/08	$11,719.00
TARGET CORP NT 5.875% 03/01/12 B/EDTD 03/11/02 CLB	$10,084.00
UNITED PARCEL SVCINC SR NT 5 500% 01/15/18 B/EDTD 01/15/08 CLB	$17,975.00
U S BANCORPMEDIUM TERM NTS 4.200% 05/15/14 B/EDTD 05/14/09	$16,059 00
AMERICAN EXPRESS CRCORP MEDIUM TERM NTISIN#US0258MOCY36 7.300% 08/20/13 B/EDTD 08/20/08	$27,132 00
SOUTHWEST AIRLS CONT 5.250% 10/01/14 B/EDTD 09/17/04 CLB	$32,017.00

Total Corporate Bond Value $258,283.00

December 31, 2011

SANDERS MORRIS HARRIS
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102 S Tejon Street, Suite 530, Colorado Springs, CO 80903
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Common Stock

Security Description	Value
AT&T INC COM	$3,871 00
AEGON N VORD AMER REG	$1,584 00
AMAZON COM INC	$8,655.00
AMERICA MOVIL SAB DEC V SPONSORED ADRREPSTG SER L SHSISIN#US02364W1053	$2,938 00
APPLE INC COM	$31,995.00
ASTELLAS PHARMA INCADR	$3,254 00
ASTRAZENECA PLCSPONSORED ADR	$3,240 00
BB & T CORP COM	$2,014 00
BP PLC SPONS ADR	$3,633 00
BANK AMER CORP COM	$2,291 00
BOSTON SCIENTIFICCORPISIN#US1011371077	$2,350 00
BRASIL TELECOM S ASPONSORED ADR REPSTGPFD SHSISIN#US10553M1018	$1,921 00
BRASIL TELECOM S ASPONSORED ADR REPSTGCOM SHSISIN#US10553M2008	$376.00
CANON INC ADR REPSTG5 SHS	$3,523 00
CARREFOUR SASPONSORED ADRISIN#US1444302046	$2,954.00
ELECTROBRAS CENTRAISELECTRICIAS ADRISIN#US15234Q2075	$2,428 00
CHESAPEAKE ENERGYCORP	$4,458.00
CHEVRON CORP NEW COM	$3,724.00
CITIGROUP INCCOM NEWISIN#US1729674242	$1,789.00
CORNING INC COM	$3,894.00
DAIICHI SANKYO COLTD SPON ADR LEVEL 1ISIN#US23381D1028	$2,975.00
DEUTSCHE TELEKOM AGSPONSORED ADR	$4,028.00
DU PONT E I DENEMOURS & CO COM	$22,890.00

December 31, 2011

ENI SPASPONSORED ADR	$6,810.00
EMERSON ELEC CO COM	$4,659.00
ERICSSON L M TEL COADR CL B SEK 10 NEWEXCH FOR ADR CL BSEK NEW	$506.00
FIRST TR SR FLTGRATE INCOME FD IICOM	$2,638.00
FRANCE TELECOMSPONSORED ADR	$4,134.00
FUJIFILM HLDGS CORPADR 2 ORDISIN#US35958N1072	$3,791.00
GENERAL ELECTRIC COCOM	$3,403.00
GLAXOSMITHKLINE PLCSPONS ADR	$5,247.00
GOOGLE INC CL A	$15,502 00
HEWLETT PACKARD COCOM	$3,349.00
HONDA MTR LTD ADRREPRESENTING 2 ORDSHS	$3,360 00
INTEL CORP COM	$2,231 00
INTESA SANPAOLOS P A SPON ADRREPSTG ORD SHS	$1,713.00
INTUITIVE SURGICALINC COM NEW	$11,575 00
J SAINSBURY PLCSPONSORED ADR NEW	$2,843.00
KEYCORP NEW COM	$538.00
KONINKLIJKE AHOLD NVSPONS ADR 2007ISIN#US5004674025	$2,526.00
KROGER CO	$3,512.00
ELI LILLY & COCOM	$2,701.00
LOWES COS INC COM	$3,680.00
MS&AD INS GROUPHLDGS ADRISIN#US5534911012	$2,270.00
MARKS & SPENCERGROUP PLC SPONSOREDADR	$2,562.00
MARSH & MCLENNANCOS INC COM	$2,688.00
MASCO CORP COM	$2,515.00
MERCK & CO INC NEWCOM	$3,355.00
MICROSOFT CORPCOM	$8,956.00
MITSUBISHI UFJ FINLGROUP INC SPON ADR	$2,849.00
MIZUHO FINANCIALGROUP INC SPON ADR	$2,224.00
NEWS CORP CL A	$4,906.00
NIPPON TELEG &TELEPHONE CORPSPONSORED ADR	$6,206.00
PNC FINL SVCS GROUPINC COM	$2,018.00
PEPSICO INC COM	$4,976.00
PFIZER INC COM	$4,696.00
PORTUGAL TELECOMMSGPS S A SPONSOREDADR	$1,644.00

December 31, 2011

SAFEWAY INC COM NEW	$2,420.00
SANOFISPONS ADRISIN#US80105N1054	$4,933.00
SANOFI CONTINGENTVALUE RTRTS EXP 12/31/2020	$118.00
SCHWAB CHARLES CORPNEW COM	$1,126.00
SEVEN & I HLDGSCO LTD ADRISIN#US81783H1059	$3,868.00
SONY CORP ADRAMERN SH NEW	$2,435.00
STAPLES INC	$1,389.00
STARBUCKS CORP COM	$4,601.00
STMICROELECTRONICSNV SHS N Y REGISTRY	$1,838 00
SUMITOMO MITSUI FINLGROUP INC SPONS ADRISIN#US86562M2098	$1,488 00
SUPERVALU INC COM	$1,551 00
SWISS RE LTDSPONS ADRISIN#US8708861088	$4,095.00
TAKEDAPHARMACEUTICAL COLTD SPONSORED ADRISIN#US8740602052	$2,306.00
TELE NORTE LESTEPARTICIPACOES S ASPONSORED ADR REPSTGPFD	$1,094 00
TELECOM ITALIAS P A NEW SPONS ADRREPSTGORD SHS	$5,336 00
TELEFONICA S A ADRSPONS ADRISIN#US8793822086	$1,392.00
TIM PARTICIPACOESS ASPONSORED ADRISIN#US88706P2056	$800.00
TOKIO MARINE HLDGSINC ADR	$2,216.00
TOTAL S ASPONSORED ADR	$5,878.00
TOYOTA MTR COSPON ADR	$5,290.00
UNILEVER NV NEW YORKSHS NEW	$6,530.00
VALERO ENERGY CORPNEW COM	$3,789.00
WELLS FARGO & CONEW COM	$2,618.00
WESTERN DIGITAL CORPCOM	$3,869.00
XEROX CORPORATION	$6,846.00
TE CONNECTIVITY LTDREG SHSISIN#CH0102993182	$3,235.00

Total Common Stock Value $338,429.00

December 31, 2011

SANDERS MORRIS HARRIS
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102 S Tejon Street, Suite 530, Colorado Springs, CO 80903
Member FINRA / SIPC

Mutual Funds

Security Description	Value
ACAP STRATEGIC FUND	$92,044.00
OPPENHEIMER INTLBOND CLASS C	$15,865.00

Total Mutual Fund Value $107,909.00

December 31, 2011

SANDERS MORRIS HARRIS
A Member of the Edelman Financial Group
102 S Tejon Street, Suite 530, Colorado Springs, CO 80903
Member FINRA / SIPC

Cash and Cash Equivalents

Security Description	**Value**
USD999997	-$1,449.00
DREYFUS GOVT PRIME INV SH	$24,176.00
FEDERATED GOVERNMENT RESERVES	$65,592.00

Total Cash Value $88,319.00