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Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , **2011, and ending** , **20**

Name of foundation
U. S. JUSTICE CHARITABLE FOUNDATION, INC.

A Employer identification number
26-2588270

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
2009 MASSACHUSETTS AVENUE, N.W.

B Telephone number (see instructions)
(202) 588-0302

City or town, state, and ZIP code
WASHINGTON, DC 20036

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)* ▶ $ 24,741,511.

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc , received (attach schedule)				
2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3 Interest on savings and temporary cash investments	23,046.	23,046.		
4 Dividends and interest from securities	274,707.	274,707.		
5a Gross rents				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10	40,537.			
b Gross sales price for all assets on line 6a 321,416.				
7 Capital gain net income (from Part IV, line 2)		40,537.		
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)				
12 **Total.** Add lines 1 through 11	338,290.	338,290.		
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 1	4,699.			
b Accounting fees (attach schedule) ATCH 2	11,630.	5,090.		
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) **	3,650.	668.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 4	23,141.	23,141.		
24 **Total operating and administrative expenses.** Add lines 13 through 23	43,120.	28,899.		
25 Contributions, gifts, grants paid	1,125,440.			1,125,440.
26 **Total expenses and disbursements** Add lines 24 and 25	1,168,560.	28,899.	0	1,125,440.
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	-830,270.			
b **Net investment income** (if negative, enter -0-)		309,391.		
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	1,000.	1,000.	1,000.
	2 Savings and temporary cash investments	15,286,221.	13,082,059.	13,082,059.
	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) **	322,496.	331,352.	331,352.
	b Investments - corporate stock (attach schedule) ATCH 6	8,859,111.	9,240,800.	9,240,800.
	c Investments - corporate bonds (attach schedule) ATCH 7	790,503.	1,613,800.	1,613,800.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 8		472,500.	472,500.
	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)	25,259,331.	24,741,511.	24,741,511.
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)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	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	25,259,331.	24,741,511.	
	30 **Total net assets or fund balances** (see instructions)	25,259,331.	24,741,511.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	25,259,331.	24,741,511.	

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	25,259,331.
2	Enter amount from Part I, line 27a	2	-830,270.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 9	3	312,468.
4	Add lines 1, 2, and 3	4	24,741,529.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 10	5	18.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,741,511.

**ATCH 5

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 PART IV SCHEDULE			
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				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(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	
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	40,537.
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	0

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

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

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

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

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

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

(a) 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	814.	22,547,988.	0.000036
2009		24,644.	
2008			
2007			
2006			

2	**Total** of line 1, column (d)	2	0.000036
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.000012
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	24,606,583.
5	Multiply line 4 by line 3	5	295.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,094.
7	Add lines 5 and 6	7	3,389.
8	Enter qualifying distributions from Part XII, line 4	8	1,125,440.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	3,094.
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	3,094.
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	3,094.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 1,796.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 3,200.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	4,996.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,902.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 1,902. **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?	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		
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) ▶ DE,			
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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CONSTANCE C. LARCHER Telephone no ▶ (202)588-0302
Located at ▶ 2009 MASSACHUSETTS AVENUE, N.W. WASHINGTON, DC ZIP + 4 ▶ 20036

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? 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		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)?	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 ▶ _____, _____, _____, _____			
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		
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)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	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
ATTACHMENT 11		0	0	0

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

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

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

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

3 **Five highest-paid independent contractors for professional services (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 ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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 NONE	
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	12,540,229.
b	Average of monthly cash balances	1b	12,441,074.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	24,981,303.
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	24,981,303.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	374,720.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	24,606,583.
6	**Minimum investment return.** Enter 5% of line 5	6	1,230,329.

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

1	Minimum investment return from Part X, line 6			1	1,230,329.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,094.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,094.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,227,235.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,227,235.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,227,235.

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	1,125,440.
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	1,125,440.
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	3,094.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,122,346.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,227,235.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,125,440.	
b Total for prior years 20 09 , 20 08 , 20 07				
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 ▶ $ 1,125,440.				
a Applied to 2010, but not more than line 2a			1,125,440.	
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				
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).)*				
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				1,227,235.
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	0			
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) NOT APPLICABLE

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))

N/A

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 12				
Total ▶ **3a**				1,125,440.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	23,046.	
4 Dividends and interest from securities			14	274,707.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	40,537.	
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)				338,290.	
13 Total. Add line 12, columns (b), (d), and (e)				13	338,290.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
BUSINESS CIVIL LIBERTIES, INC.	501(C)(4)	COMMON DIRECTORS

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

▶ CONSTANCE LARCHER — Signature of officer or trustee

11-8-12 — Date

▶ PRESIDENT — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
GEOFFREY D. BROWN	GEOFFREY D. BROWN	12/31/12		P00188086

Firm's name ▶ BOND BEEBE — Firm's EIN ▶ 52-1044197

Firm's address ▶ 4600 EAST-WEST HIGHWAY SUITE 900 BETHESDA, MD 20814-3423 — Phone no 301-272-6000

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DICKSTEIN SHARPIRO LLP	4,699.			
TOTALS	4,699.			

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BOND BEEBE, PC	11,630.	5,090.		
TOTALS	11,630.	5,090.		

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX	2,982.	
FOREIGN TAXES WITHHELD	668.	668.
TOTALS	3,650.	668.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	23,141.	23,141.
TOTALS	23,141.	23,141.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 5

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US GOVT OBLIGATIONS SEE ATTACHED SCHEDULE	272,496.	281,352.	281,352.
US OBLIGATIONS TOTAL	272,496.	281,352.	281,352.
MUNICIPAL BOND OBLIGATIONS SEE ATTACHED SCHEDULE	50,000.	50,000.	50,000.
STATE OBLIGATIONS TOTAL	50,000.	50,000.	50,000.
US AND STATE OBLIGATIONS TOTAL	322,496.	331,352.	331,352.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE EQUITIES	6,084,765.	7,662,972.	7,662,972.
MUTUAL FUND EQUITIES	2,774,346.	1,577,828.	1,577,828.
SEE ATTACHED SCHEDULE			
TOTALS	8,859,111.	9,240,800.	9,240,800.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS SEE ATTACHED SCHEDULE	790,503.	1,613,800.	1,613,800.
TOTALS	790,503.	1,613,800.	1,613,800.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CERTIFICATE OF DEPOSITS THAT MATURE GREATER THAN 1 YEAR		472,500.	472,500.
TOTALS		472,500.	472,500.

ATTACHMENT 9

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENT ASSETS	312,468.
TOTAL	312,468.

ATTACHMENT 10

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
EXCISE TAX LATE PAYMENT PENALTY/INTEREST	18.
TOTAL	18.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CONSTANCE C LARCHER 2009 MASSACHUSETTS AVENUE, N.W. WASHINGTON, DC 20036	PRESIDENT/CHAIRMAN 1.00	0	0	0
JOHN W POPEO 2009 MASSACHUSETTS AVENUE, N.W. WASHINGTON, DC 20036	VICE PRESIDENT-SECRETARY 1.00	0	0	0
HELEN B POPEO 2009 MASSACHUSETTS AVENUE, N.W. WASHINGTON, DC 20036	TREASURER 1.00	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WASHINGTON LEGAL FOUNDATION 2009 MASSACHUSETTS AVE, NW WASHINGTON, DC 20036	N/A 501(C)(3)	GENERAL SUPPORT	1,125,440.
		TOTAL CONTRIBUTIONS PAID	1,125,440.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: U. S. JUSTICE CHARITABLE FOUNDATION, INC.

Employer identification number: 26-2588270

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-7,843.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-7,843.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	48,380.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	48,380.

Part III Summary of Parts I and II Caution: *Read the instructions* ***before*** *completing this part*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			-7,843.
14 **Net long-term gain or (loss):**				
a Total for year	14a			48,380.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			40,537.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18			
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20	Add lines 18 and 19	20			
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21			
22	Subtract line 21 from line 20 If zero or less, enter -0-			22	
23	Subtract line 22 from line 17 If zero or less, enter -0-			23	
24	Enter the **smaller** of the amount on line 17 or $2,300			24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25	
26	Subtract line 25 from line 24			26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28	
29	Subtract line 28 from line 27			29	
30	Multiply line 29 by 15% (15)				30
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				31
32	Add lines 30 and 31				32
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				33
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)				34

Schedule D (Form 1041) 2011

JSA
1F1220 2 000

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

U. S. JUSTICE CHARITABLE FOUNDATION, INC.

Employer identification number

26-2588270

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	2,000 US TREAS NOTE 2.625% DUE 11/15/20	12/15/2010	08/09/2011	2,048.	1,869.	179.
	6,000 US TREAS NOTE 3.125% DUE 05/15/19	12/09/2010	08/09/2011	6,507.	6,084.	423.
	5,000 US TREAS NOTE 5.0% DUE 08/15/11	03/02/2011	08/15/2011	5,000.	5,121.	-121.
	13,000 US TREAS NOTE 4.875% DUE 05/31/11	06/16/2010	05/31/2011	13,000.	13,586.	-586.
	28,000 US TREAS BILL DUE 8/18/11	05/17/2011	07/11/2011	28,000.	27,997.	3.
	23,000 US TREAS BILL DUE 9/08/11	03/10/2011	05/31/2011	22,997.	22,984.	13.
	10,000 US TREAS NOTE 4.0% DUE 02/15/15	06/29/2010	02/02/2011	10,944.	11,008.	-64.
	9,000 US TREAS NOTE 2.375% DUE 10/31/14	06/03/2010	02/10/2011	9,214.	9,350.	-136.
	19,000 US TREAS NOTE 2.375% DUE 07/31/17	08/13/2010	02/04/2011	18,445.	19,401.	-956.
	4,000 US TREAS NOTE 2.5% DUE 06/30/17	08/23/2010	02/09/2011	3,904.	4,138.	-234.
	16,000 UST INFL INDEX 2.375% DUE 04/15/11	06/03/2010	04/15/2011	17,793.	17,928.	-135.
	30,000 FNMA PL 190391 6% DUE 09/01/38	06/09/2010	02/08/2011	13,458.	17,067.	-3,609.
	24,000 FNMA PL 889579 6% DUE 05/01/38	06/17/2010	02/10/2011	10,188.	12,808.	-2,620.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . . -7,843.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
550 SHS CIGNA CORP		02/24/2011	23,040.	19,983.	3,057.
600 DANAHER CORP		02/24/2011	29,702.	9,161.	20,541.
250 SHS MERCK & CO INC		02/24/2011	8,030.	14,808.	-6,778.
200 SHS PROCTER & GAMBLE		02/24/2011	12,604.	8,523.	4,081.
2000 SHS NATIONAL SEMICONDUCTOR CORP		09/26/2011	50,000.	14,480.	35,520.
267 SHS DEL MONTE FOODS		03/09/2011	5,073.	1,525.	3,548.
MOTOROLA SOLUTIONS INC - CASH IN LIEU		01/04/2011	22.		22.
MOTORS LIQUIDATION CO - WORTHLESS		12/31/2011		9,940.	-9,940.
TOOTSIE ROLL INDUSTRIES INC - CASH IN LIEU		04/07/2011	14.		14.
4,000 US TREAS NOTE 3.125% DUE 05/15/19		08/09/2011	4,338.	3,833.	505.
5,000 US TREAS NOTE 5.0% DUE 08/15/11		08/15/2011	5,000.	5,481.	-481.
6,000 US TREAS NOTE 4.5% DUE 02/28/11		02/28/2011	6,000.	6,427.	-427.
6,000 US TREAS NOTE 4.875% DUE 02/15/12		10/14/2011	6,095.	6,620.	-525.
10,000 CISCO SYSTEMS CORP BOND		02/22/2011	10,000.	10,757.	-757.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . 48,380.

Schedule D-1 (Form 1041) 2011

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,048.		2,000 US TREAS NOTE 2.625% DUE 11/15/20 1,869.					12/15/2010 179.	08/09/2011
6,507.		6,000 US TREAS NOTE 3.125% DUE 05/15/19 6,084.					12/09/2010 423.	08/09/2011
5,000.		5,000 US TREAS NOTE 5.0% DUE 08/15/11 5,121.					03/02/2011 -121.	08/15/2011
13,000.		13,000 US TREAS NOTE 4.875% DUE 05/31/11 13,586.					06/16/2010 -586.	05/31/2011
23,040.		550 SHS CIGNA CORP 19,983.					 3,057.	02/24/2011
29,702.		600 DANAHER CORP 9,161.					 20,541.	02/24/2011
8,030.		250 SHS MERCK & CO INC 14,808.					 -6,778.	02/24/2011
12,604.		200 SHS PROCTER & GAMBLE 8,523.					 4,081.	02/24/2011
50,000.		2000 SHS NATIONAL SEMICONDUCTOR CORP 14,480.					 35,520.	09/26/2011
5,073.		267 SHS DEL MONTE FOODS 1,525.					 3,548.	03/09/2011
22.		MOTOROLA SOLUTIONS INC - CASH IN LIEU					 22.	01/04/2011
		MOTORS LIQUIDATION CO - WORTHLESS 9,940.					 -9,940.	12/31/2011

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
14.		TOOTSIE ROLL INDUSTRIES INC - CASH IN LI					14.	04/07/2011
4,338.		4,000 US TREAS NOTE 3.125% DUE 05/15/19 3,833.					505.	08/09/2011
5,000.		5,000 US TREAS NOTE 5.0% DUE 08/15/11 5,481.					-481.	08/15/2011
6,000.		6,000 US TREAS NOTE 4.5% DUE 02/28/11 6,427.					-427.	02/28/2011
6,095.		6,000 US TREAS NOTE 4.875% DUE 02/15/12 6,620.					-525.	10/14/2011
10,000.		10,000 CISCO SYSTEMS CORP BOND 10,757.					-757.	02/22/2011
28,000.		28,000 US TREAS BILL DUE 8/18/11 27,997.					05/17/2011 3.	07/11/2011
22,997.		23,000 US TREAS BILL DUE 9/08/11 22,984.					03/10/2011 13.	05/31/2011
10,944.		10,000 US TREAS NOTE 4.0% DUE 02/15/15 11,008.					06/29/2010 -64.	02/02/2011
9,214.		9,000 US TREAS NOTE 2.375% DUE 10/31/14 9,350.					06/03/2010 -136.	02/10/2011
18,445.		19,000 US TREAS NOTE 2.375% DUE 07/31/17 19,401.					08/13/2010 -956.	02/04/2011
3,904.		4,000 US TREAS NOTE 2.5% DUE 06/30/17 4,138.					08/23/2010 -234.	02/09/2011

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
17,793.		16,000 UST INFL INDEX 2.375% DUE 04/15/1 17,928.					06/03/2010 -135.	04/15/2011
13,458.		30,000 FNMA PL 190391 6% DUE 09/01/38 17,067.					06/09/2010 -3,609.	02/08/2011
10,188.		24,000 FNMA PL 889579 6% DUE 05/01/38 12,808.					06/17/2010 -2,620.	02/10/2011
TOTAL GAIN(LOSS)							40,537.	

Investments - FMV balance at December 31, 2011

	Morgan Stanley	Schwab 1180	Schwab 5398	Schwab 8217	Wells Fargo	**Total**
Corporate Equities	5,839,659			1,823,314		**7,662,972**
Mutual Funds	309,393			1,268,434		**1,577,828**
Corporate Bonds		117,128	120,656		1,376,016	**1,613,800**
Government Obligations		137,864	143,489	50,000		**331,352**
CD's	239,542				472,500	**712,042**
	6,388,593	254,992	264,144	3,141,748	1,848,516	**11,897,994**

*****BROKERAGE ACCOUNT STATEMENTS FOLLOWING THIS SUMMARY.

Income Summary

	This Period		Year to Date	
	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Schwab One Interest	0 00	0 00	0 00	1 10
Cash Dividends	0 00	1,324 68	0 00	6,829 78
Corporate Bond Interest	0 00	288 41	0 00	3,224 49
Treasury Bond Interest	0 00	0 00	0 00	1,356 11
Government Obligation Interest	0 00	26 25	0 00	52 50
Total Income	**0 00**	**1,639.34**	**0.00**	**11,463 98**
Accrued Interest Paid[4]	0 00	0 00	0 00	(164 27)

[4]Certain accrued interest paid on taxable bonds may be deductible, consult your tax advisor

Investment Detail - Cash

Cash	Market Value	% of Account Assets
Cash	15 013 11	6%
Total Cash	**15,013 11**	**6%**
Total Cash	**15,013.11**	**6%**

Investment Detail - Fixed Income

Accounting Method
Fixed Income First In First Out [FIFO]

U.S. Treasuries	Par	Market Price	Market Value / *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
US TREAS NT 1.375%13	3,000.0000	101.4219	3,042.66	3,010.93	1%	31 73[b]	41 25
UST NOTE DUE 03/15/13			*3,024 19*				N/A[y]
CUSIP 912828MT4							***Accrued Interest: 12.24***

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income First In First Out (FIFO)

	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
U.S. Treasuries (continued)							
US TREAS NT 1.5%07/16 UST NOTE DUE 07/31/16 CUSIP 912828QX1	5,000.0000	103.3906	5,169.53 *5,103 52*	5,095.52	2%	74 01 [b]	75.00 1 07% ***Accrued Interest: 31.39***
US TREAS NT 0.875%02/12 UST NOTE DUE 02/29/12 CUSIP 912828MQ0	13,000.0000	100.1250	13,016.25 *13,030 54*	13,003 46	5%	12 79 [b]	113.75 N/A[y] ***Accrued Interest· 38.44***
US TREAS NT 2.125%08/21 UST NOTE DUE 08/15/21 CUSIP 912828RC6	8,000.0000	102.5000	8,200 00 *8,100 00*	8,097.33	3%	102.67 [b]	170.00 1 98% ***Accrued Interest. 64 21***
UST INFL IDX 3%07/12 INFL INDEX DUE 07/15/12 CURRENT FACTOR 1 25946 CUSIP 912828AF7	7,000 0000	128 6420	9,004.94 *9,007 22*	N/A	3%	(2.28)	N/A N/A
UST INFL IDX 2 5%01/29 INFL INDEX DUE 01/15/29 CURRENT FACTOR 1 05473 CUSIP 912810PZ5	10,000.0000	140.6087	14,060 87 *12,381 94*	N/A	5%	1,678 93	N/A N/A

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income First In First Out [FIFO]

	Par	Market Price	Market Value	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income
U.S. Treasuries (continued)			*Cost Basis*				Yield to Maturity
UST INFL IDX 3 625%04/28 INFL INDEX DUE 04/15/28 CURRENT FACTOR 1 40009 CUSIP 912810FD5	3,000 0000	208.0227	6,240.68 *5,413 83*	N/A	2%	826.85	N/A N/A
Total U.S Treasuries	49,000.0000		58,734.93	29,207.24	22%	2,724 70 [b]	400.00
		Total Cost Basis	56,061.24				

Total Accrued Interest for U S. Treasuries: 146.28

	Par	Market Price	Market Value	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income
Government Obligations			*Cost Basis*				Yield to Maturity
FED NATL MTG 0.75%13 NOTES DUE 12/18/13 CUSIP 31398A5W8 MOODY'S Aaa S&P AA+	7,000.0000	100.6565	7,045.96 *6,907 40*	6,935.27	3%	110.69 [b]	52.50 N/A[y] *Accrued Interest. 1.89*
Total Government Obligations	7,000.0000		7,045.96	6,935 27	3%	110.69 [b]	52 50
		Total Cost Basis	6,907.40				

Total Accrued Interest for Government Obligations: 1.89

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Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income First In First Out (FIFO)

Mortgage Pools	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
FHLMC A9-7047 4.5%41 DUE 02/01/41 CUSIP 312945ZL5 FACTOR= 897977160 REMAIN PRIN=$7 183 82	8,000.0000	106.1063	7,622.48 *7,231 24*	N/A	3%	391.24	N/A N/A
FHLMC G0-3432 5.5%37 DUE 11/01/37 CUSIP 3128M5ED8 FACTOR= 300768790 REMAIN PRIN=$4 511 53	15,000.0000	108.7313	4,905.45 *4,844 95*	N/A	2%	60.50	N/A N/A
FNMA PL AB1389 4.5%40 DUE 08/01/40 CUSIP 31416WRK0 FACTOR= 746079490 REMAIN PRIN=$8,206 87	11,000 0000	106.5813	8,746.99 *8,340 86*	N/A	3%	406.13	N/A N/A
FNMA PL AE0115 5 5%35 DUE 12/01/35 CUSIP 31419ADV6 FACTOR= 654545840 REMAIN PRIN=$11,127 28	17,000.0000	109.3500	12,167 68 *11,999 64*	N/A	5%	168 04	N/A N/A
FNMA PL AE0484 5 5%38 DUE 12/01/38 CUSIP 31419ARE9 FACTOR= 699268400 REMAIN PRIN=$2,097 81	3,000 0000	109.3500	2,293 95 *2,323 65*	N/A	<1%	(29 70)	N/A N/A

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income First In First Out (FIFO)

	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
Mortgage Pools (continued)							
FNMA PL AE0984 4 5%41 DUE 02/01/41 CUSIP 31419BCW3 FACTOR= 906856650 REMAIN PRIN=$4 534 28	5,000.0000	106 5813	4,832.70 *4,607 18*	N/A	2%	225.52	N/A N/A
FNMA PL AH5583 4 5%41 DUE 02/01/41 CUSIP 3138A7FZ6 FACTOR= 914656200 REMAIN PRIN=$7 317 25	8,000.0000	106 5813	7,798.82 *7,374 40*	N/A	3%	424.42	N/A N/A
FNMA PL 190391 6%38 DUE 09/01/38 CUSIP 31368HNG4 FACTOR= 316601540 REMAIN PRIN=$6 648 63	21,000.0000	110.4063	7,340.51 *7,199 21*	N/A	3%	141.30	N/A N/A
FNMA PL 725205 5%34 DUE 03/01/34 CUSIP 31402CU67 FACTOR= 274354760 REMAIN PRIN=$6,310 16	23,000.0000	108.2688	6,831.93 *6,788 35*	N/A	3%	43.58	N/A N/A
FNMA PL 745275 5%36 DUE 02/01/36 CUSIP 31403C6L0 FACTOR= 362799200 REMAIN PRIN=$6,167 59	17,000.0000	108.1750	6,671.79 *6,516 39*	N/A	2%	155 40	N/A N/A

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Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income First In First Out [FIFO]

	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
Mortgage Pools (continued)							
FNMA PL 889579 6%38 DUE 05/01/38 CUSIP 31410KJY1 FACTOR= 300611000 REMAIN PRIN=$601 22	2,000.0000	110.4063	663.79 *656 23*	N/A	<1%	7.56	N/A N/A
FNMA PL 889982 5.5%38 DUE 11/01/38 CUSIP 31410KXK5 FACTOR= 347034080 REMAIN PRIN=$347 03	1,000.0000	109.0375	378.40 *374 36*	N/A	<1%	4 04	N/A N/A
FNMA PL 986761 5.5%38 DUE 07/01/38 CUSIP 31415RFA7 FACTOR= 414645580 REMAIN PRIN=$1,658 58	4,000.0000	110.2250	1,828.17 *1,787 90*	N/A	<1%	40 27	N/A N/A
Total Mortgage Pools	135,000.0000		72,082.66	N/A	27%	2,038.30	N/A
		Total Cost Basis	70,044 36				
Total Fixed Income	191,000 0000		137,863.55	36,142.51	51%	4,873.69 [b]	452.50
		Total Cost Basis.	133,013 00				

Accrued Interest represents the interest that would be received if the fixed income investment was sold prior to the coupon payment
Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only The actual income and yield might be lower or higher than the estimated amounts EY is based upon EAI and the current price of the security and will fluctuate For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate

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Investment Detail - Mutual Funds

Accounting Method
Mutual Funds Average

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
FIXED INCOME SHARES SERIES C SYMBOL FXICX	4,773 0330	12 4700	59,519 72	22%	12 86	61,381 85	(1,862 13)
FIXED INCOME SHARES SERIES M SYMBOL FXIMX	5,539 2550	10 4000	57,608 25	21%	9 97	55,212 50	2,395 75
Total Bond Funds	**10,312.2880**		**117,127.97**	**43%**		**116,594 35**	**533 62**
Total Mutual Funds	**10,312.2880**		**117,127.97**	**43%**		**116,594.35**	**533.62**

Total Investment Detail	**270,004.63**
Total Account Value	**270,004.63**
Total Cost Basis	249,607 35

Transaction Detail - Purchases & Sales

Fixed Income Activity

Settle Date	Trade Date	Transaction	Description	Par	Unit Price	Total Amount
12/15/11	12/15/11	Principal Payment	FHLMC A9-7047 4 5%41 DUE 02/01/41 312945ZL5			180 29
12/15/11	12/15/11	Principal Payment	FHLMC G0-3432 5 5%37 DUE 11/01/37 3128M5ED8			117 68
12/27/11	12/25/11	Principal Payment	FNMA PL AB1389 4 5%40 DUE 08/01/40 31416WRK0			283 92

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Income Summary	This Period		Year to Date	
	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0 00	21 49	0 00	655 29
Cash Dividends	0 00	15,505 41	0 00	57,256 01
Total Capital Gains	0 00	3,293 19	0 00	3,293 19
Corporate Bond Interest	0 00	10 68	0 00	139 70
Certificate of Deposit Interest	0 00	0 00	0 00	4,739 70
Total Income	**0 00**	**18,830.77**	**0.00**	**66,083.89**

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	Market Value	% of Account Assets
Cash	(2,522 10)	
Total Cash	**(2,522.10)**	

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCHWAB CASH RESERVES SWSXX	255,817 3800	1 0000	255,817 38	0 06%	8%
Total Money Market Funds [Sweep]			**255,817.38**		**8%**
Total Cash & Money Market [Sweep]			**253,295.28**		**7%**

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Investment Detail - Fixed Income

Accounting Method
Fixed Income First In First Out [FIFO]

Municipal Bonds	Par	Market Price	Market Value / Cost Basis	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
SCHAUMBURG ILL VAR 2013 GO UTX DUE 12/01/13 TXBL PUTABLE 01/06/12 AT 100 00000 CUSIP 806347CT5 MOODY'S VMIG1 S&P A-1+	50,000 0000	100.0000	50,000.00 *50,000 00*	N/A	1%	0.00	N/A N/A
Total Municipal Bonds	50,000.0000		50,000.00	N/A	1%	0.00	N/A
		Total Cost Basis	50,000 00				
Total Fixed Income	50,000.0000		50,000.00	N/A	1%	0.00	N/A
		Total Cost Basis	50,000 00				

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only The actual income and yield might be lower or higher than the estimated amounts EY is based upon EAI and the current price of the security and will fluctuate For certain types of securities the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate

Investment Detail - Equities

Accounting Method
Equities First In First Out [FIFO]

Equities	Quantity	Market Price	Market Value / Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
AMERN FINANCIAL GP NEW SYMBOL AFG	3,000.0000	36.8900	110,670.00 *please provide*	3%	N/A	1.89%	2,100.00

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Investment Detail - Equities (continued)

Accounting Method
Equities First In First Out [FIFO]

Equities (continued)	Quantity	Market Price	Market Value / Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
AMGEN INCORPORATED SYMBOL AMGN	300.0000	64 2100	19,263 00 *please provide*[1]	<1%	N/A[1]	1 74%	336.00
BP PLC ADR F SPONSORED ADR 1 ADR REP 6 ORD SYMBOL BP	410.0000	42 7400	17,523 40 *please provide*[1]	<1%	N/A[1]	0 00%	0 00
CHEVRON CORPORATION SYMBOL CVX	484.0000	106 4000	51,497 60 *please provide*[1]	2%	N/A[1]	3 04%	1,568 16
CIGNA CORP SYMBOL CI	500.0000	42 0000	21,000 00 *please provide*[1]	<1%	N/A[1]	0 09%	20.00
DANAHER CORP DEL SYMBOL DHR	600 0000	47 0400	28,224 00 *please provide*[1]	<1%	N/A[1]	0 21%	60 00
E M C CORP MASS SYMBOL EMC	330 0000	21.5400	7,108 20 *please provide*[1]	<1%	N/A[1]	0 00%	0 00
ELAN CORP PLC SPON ADR F SPONSORED ADR 1 ADR REP 1 ORD SYMBOL ELN	2,000 0000	13 7400	27,480 00 *35 872 82*[1]	<1%	(8,392.82)	0 00%	0 00
FEDEX CORPORATION SYMBOL FDX	240 0000	83.5100	20,042.40 *please provide*[1]	<1%	N/A[1]	0 62%	124.80
GENERAL ELECTRIC COMPANY SYMBOL GE	795 0000	17 9100	14,238.45 *please provide*[1]	<1%	N/A[1]	3 79%	540.60
HEWLETT-PACKARD COMPANY SYMBOL HPQ	650.0000	25.7600	16,744 00 *please provide*[1]	<1%	N/A[1]	1 86%	312 00

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Investment Detail - Equities (continued)

Accounting Method
Equities First In First Out [FIFO]

Equities (continued)	Quantity	Market Price	Market Value / Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
HOME DEPOT INC SYMBOL HD	450.0000	42.0400	18,918.00 *please provide*[1]	<1%	N/A[1]	2.75%	522.00
INTL BUSINESS MACHINES SYMBOL IBM	280.0000	183.8800	51,486.40 *please provide*[1]	2%	N/A[1]	1.63%	840.00
MC DONALDS CORP SYMBOL MCD	325.0000	100.3300	32,607.25 *please provide*[1]	<1%	N/A[1]	2.79%	910.00
MEDCOHEALTH SOLUTIONS SYMBOL MHS	60.0000	55.9000	3,354.00 *please provide*[1]	<1%	N/A[1]	0.00%	0.00
MEDTRONIC INC SYMBOL MDT	600.0000	38.2500	22,950.00 *please provide*[1]	<1%	N/A[1]	2.53%	582.00
NOKIA CORP SPON ADR F 1 ADR REP 1 NOKIA CORPS SYMBOL NOK	1,000.0000	4.8200	4,820.00 *please provide*[1]	<1%	N/A[1]	0.00%	0.00
PFIZER INCORPORATED SYMBOL PFE	394.0000	21.6400	8,526.16 *6,958.04*	<1%	1,568.12	3.69%	315.20
TRANSOCEAN INC NEW F SYMBOL RIG	139.0000	38.3900	5,336.21 *please provide*[1]	<1%	N/A[1]	8.23%	439.24
TRAVELERS COMPANIES INC SYMBOL TRV	56.0000	59.1700	3,313.52 *please provide*[1]	<1%	N/A[1]	2.77%	91.84
VALERO ENERGY CORP NEW SYMBOL VLO	400.0000	21.0500	8,420.00 *10,863.20*	<1%	(2,443.20)	2.85%	240.00
VERIZON COMMUNICATIONS SYMBOL VZ	500.0000	40.1200	20,060.00 *17,784.00*	<1%	2,276.00	4.98%	1,000.00

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Investment Detail - Equities (continued)

Accounting Method
Equities First In First Out [FIFO]

Equities (continued)	Quantity	Market Price	Market Value / Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
WAL-MART STORES INC SYMBOL WMT	500.0000	59.7600	29,880.00 *please provide*	<1%	N/A	2.44%	730.00
Total Equities	**14,013.0000**		**543,462.59**	**16%**	**(6,991.90)**		**10,731.84**
		Total Cost Basis	71,478.06				

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Mutual Funds

Accounting Method
Mutual Funds Average

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
FEDERATED ADJUSTABLE RATE SEC INST SHARE SYMBOL FEUGX	41,356.5930	9.8300	406,535.31	12%	9.79	405,000.00	1,535.31
FEDERATED SHORT TERM INCOME INST SHARE SYMBOL FSTIX	29,342.7230	8.5800	251,760.56	7%	8.52	250,000.00	1,760.56
LAUDUS MONDRIAN INTL FIXED INCM FD SYMBOL LIFNX	4,212.3000	11.5800	48,778.43	1%	11.87	50,000.00	(1,221.57)
RIDGEWORTH US GOV SEC ULTRA SHORT BD I SYMBOL SIGVX	55,580.2140	10.1000	561,360.16	17%	10.08	560,000.00	1,360.16
Total Bond Funds	**130,491.8300**		**1,268,434.46**	**37%**		**1,265,000.00**	**3,434.46**

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

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Investment Detail - Mutual Funds (continued)

Accounting Method
Mutual Funds Average

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
JANUS ENTERPRISE FD CL T SYMBOL JAENX	1,288 8690	58 0000	74,754 40	2%	49 95	64,379 00	10,375 40
PIMCO COMMODITY REAL RETURN STRAT CL D SYMBOL PCRDX	5,370 5690	6 4300	34,532 76	1%	9 31	50,000 00	(15,467 24)
ROYCE 100 FUND SERVICE CL SYMBOL RYOHX	7,565 1000	8 6700	65,589 42	2%	8 51	64,379 00	1,210 42
SCHWAB DIVIDEND EQUITY FUND SYMBOL SWDSX	15,629 5690	13 3700	208,967 34	6%	12 31	192,400 00	16,567 34
SCOUT INTL FD SYMBOL UMBWX	6,026 4680	27 9700	168,560 31	5%	29 47	177,600 00	(9,039 69)
SIT LARGE CAP GROWTH FUND SYMBOL SNIGX	4,882 7830	41 7000	203,612 05	6%	39 67	193,700 00	9,912 05
Total Equity Funds	**40,763.3580**		**756,016.28**	**22%**		**742,458.00**	**13,558.28**
Total Mutual Funds	**171,255.1880**		**2,024,450.74**	**60%**		**2,007,458.00**	**16,992.74**

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Investment Detail - Other Assets

Accounting Method
Other Assets First In First Out [FIFO]

Other Assets	Quantity	Market Price	Market Value / Cost Basis	% of Account Assets	Unrealized Gain or (Loss)
S P D R S&P 500 ETF TR EXPIRING 01/22/2118 SYMBOL SPY	3,000 0000	125 5000	376,500.00 *350,545 92*	11%	25,954.08
SCHW US LCAP GRO ETF SYMBOL SCHG	1,000.0000	29 6300	29,630.00 *27,209 00*	<1%	2,421.00
SECTOR SPDR TECH SELECT SHARES OF BENEFICIAL INT SYMBOL XLK	500.0000	25 4500	12,725 00 *11,529 50*	<1%	1,195 50
VANGUARD VALUE SYMBOL VTV	2,000 0000	52 4900	104,980.00 *101,378 00*	3%	3,602.00
Total Other Assets	**6,500 0000**	Total Cost Basis	**523,835.00** 490 662 42	15%	33,172 58

Total Investment Detail	**3,395,043.61**
Total Account Value	**3,395,043.61**
Total Cost Basis	2,619,598 48

Transaction Detail - Dividends & Interest (including Money Market Fund dividends reinvested)

Transaction Date	Process Date	Activity	Description	Credit/(Debit)
12/01/11	12/01/11	Bond Interest	SCHAUMBURG ILL VAR 2013 806347CT5	10 68
12/06/11	12/06/11	Qualified Dividend	PFIZER INCORPORATED PFE	78 80

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Income Summary	This Period		Year to Date	
	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0 00	0 00	0 00	0 11
Corporate Bond Interest	0 00	0 00	0 00	5,913 00
Treasury Bond Interest	0 00	0 00	0 00	3,447 62
Government Obligation Interest	0 00	0 00	0 00	1,847 50
Total Income	**0.00**	**0.00**	**0.00**	**11,208.23**
Accrued Interest Paid[4]	0 00	0 00	0 00	(261 30)

[4]Certain accrued interest paid on taxable bonds may be deductible, consult your tax advisor

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	Market Value	% of Account Assets
Cash	(446 35)	
Total Cash	**(446.35)**	

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCHWAB GOVT MONEY FUND SWGXX	10,708 9000	1 0000	10,708 90	0 01%	4%
Total Money Market Funds [Sweep]			**10,708.90**		**4%**
Total Cash & Money Market [Sweep]			**10,262.55**		**4%**

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Investment Detail - Fixed Income

Accounting Method
Fixed Income First In First Out [FIFO]

U.S. Treasuries	Par	Market Price	Market Value / Cost Basis	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
US TREAS NOT 2 625%11/20 UST NOTE DUE 11/15/20 CUSIP 912828PC8	10,000.0000	107.6406	10,764.06 ✓ *9,321 52*	9,382.82	4%	1,381.24 [b]	262.50 3 43% ***Accrued Interest: 33.89***
US TREAS NT 4 5%05/17 U S T NOTE DUE 05/15/17 CUSIP 912828GS3	7,000.0000	118.6094	8,302 66 ✓ *7,614 71*	7,459.38	3%	843 28 [b]	315.00 3 16% ***Accrued Interest: 40.67***
US TREAS NT 4 25%11/17 UST NOTE DUE 11/15/17 CUSIP 912828HH6	7,000 0000	118.1406	8,269.84 ✓ *7,933 82*	7,775.40	3%	494.44 [b]	297.50 2 22% ***Accrued Interest: 38.41***
US TREAS NT 1 375%05/13 UST NOTE DUE 05/15/13 CUSIP 912828NC0	31,000.0000	101.5781	31,489.21 ✓ *31,586 42*	31,438 52	11%	50.69 [b]	426.25 N/A[y] ***Accrued Interest: 55.04***
US TREAS NT 3.125%09/13 UST NOTE DUE 09/30/13 CUSIP 912828JM3	10,000.0000	105.0156	10,501.56 ✓ *10,621 13*	10,510.99	4%	(9 43) [b]	312.50 0 19% ***Accrued Interest: 79 41***
US TREAS NT 3 625%02/20 UST NOTE DUE 02/15/20 CUSIP 912828MP2	8,000.0000	115.9531	9,276 25 ✓ *9,045 66*	9,021.76	3%	254.49 [b]	290.00 1 91% ***Accrued Interest: 109.54***
US TREAS NT 4 25% 08/14 U S T NOTE DUE 08/15/14 CUSIP 912828CT5	8,000.0000	110.1875	8,815 00 ✓ *8 795 34*	8,606.72	3%	208.28 [b]	340 00 1 29% ***Accrued Interest. 128.42***

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income First In First Out [FIFO]

	Par	Market Price	Market Value	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income
U.S. Treasuries (continued)			*Cost Basis*				Yield to Maturity
US TREAS NT 4 0% 11/12 U S T NOTE DUE 11/15/12 CUSIP 912828AP5	10,000 0000	103.3281	10,332.81 *10 655 11*	10,172.13	4%	160 68 [b]	400 00 1 99% *Accrued Interest 51 65*
US TREAS NT 4 875%02/12 U S T NOTE DUE 02/15/12 CUSIP 9128277L0	4,000 0000	100.5625	4,022.50 *4 344 70*	4,016.18	1%	6.32 [b]	195.00 1 54% *Accrued Interest 73 65*
Total U S Treasuries	95,000 0000		101,773.89	98,383 90	37%	3,389.99 [b]	2,838.75
		Total Cost Basis	99,918 41				

Total Accrued Interest for U.S. Treasuries: 610.68

	Par	Market Price	Market Value	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income
Government Obligations			*Cost Basis*				Yield to Maturity
FED HM LN MTG 4.5%13 NOTES DUE 07/15/13 CUSIP 3134A4TZ7 MOODY'S Aaa S&P AA+	13,000 0000	106.4793	13,842.31 *13,877 14*	13,343 43	5%	498 88 [b]	585 00 2 73% *Accrued Interest 269.75*
FED HM LN MTG 5.125%12 NOTES DUE 07/15/12 CUSIP 3134A4QD9 MOODY'S Aaa S&P AA+	12,000 0000	102 6499	12,317.99 *13,026 90*	12,185.36	4%	132 63 [b]	615 00 2 21% *Accrued Interest: 283.58*

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income First In First Out [FIFO]

	Par	Market Price	Market Value	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income
Government Obligations (continued)			*Cost Basis*				Yield to Maturity
FED NATL MTG 4 625%14	14,000.0000	111.1024	15,554.34	14,501.74	6%	1,052.60 [b]	647 50
NOTES DUE 10/15/14			*14,918 79*				3 26%
CUSIP 31359MWJ8							
MOODY'S Aaa S&P AA+							*Accrued Interest. 136.69*
Total Government Obligations	39,000.0000		41,714.64	40,030 53	15%	1,684.11 [b]	1,847.50
		Total Cost Basis	41,822 83				

Total Accrued Interest for Government Obligations· 690.02

	Par	Market Price	Market Value	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income
Corporate Bonds			*Cost Basis*				Yield to Maturity
ABBOTT LABS 5 6%17	10,000.0000	119.5991	11,959.91	10,519 91	4%	1,440.00 [b]	560.00
BONDS DUE 11/30/17			*10,702 10*				4 58%
CALLABLE							
CUSIP 002819AB6							
MOODY'S A1 S&P AA							*Accrued Interest· 48.22*
BP CAP MKTS 3.875%15F	4,000.0000	106.5392	4,261.57	4,026 26	2%	235 31 [b]	155 00
NOTES DUE 03/10/15			*4,044 80*				3 65%
CUSIP 05565QBH0							
MOODY'S A2 S&P A							*Accrued Interest· 47 79*

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Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income First In First Out [FIFO]

	Par	Market Price	Market Value	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income
Corporate Bonds (continued)			*Cost Basis*				Yield to Maturity
DUPONT CO 3.25%15 NOTES DUE 01/15/15 CALLABLE CUSIP 263534BY4 MOODY'S A2 S&P A	7,000.0000	106.9829	7,488.80 *7,075 46*	7,049.82	3%	438 98 [b]	227.50 3 00% *Accrued Interest 104 90*
GEN ELEC CAP CORP 4 8%13 NOTES DUE 05/01/13 CUSIP 36962G3T9 MOODY'S Aa2 S&P AA+	10,000 0000	105.0572	10,505 72 *10,133 10*	10,048.74	4%	456.98 [b]	480 00 4 41% *Accrued Interest: 80.00*
GOLDMAN SACHS 5.125%15 BONDS DUE 01/15/15 CUSIP 38141GEA8 MOODY'S A1 S&P A-	10,000 0000	102 0709	10,207.09 *9,940 10*	9,940.10	4%	266.99	512.50 5 24% *Accrued Interest: 236 32*
HEWLETT-PACKARD 5.25%12 NOTES DUE 03/01/12 CALLABLE CUSIP 428236AL7 MOODY S A2 S&P BBB+	10,000 0000	100 6719	10,067.19 *10,703 80*	10,044.40	4%	22 79 [b]	525.00 2 52% *Accrued Interest 175.00*
INTERNATIONAL BU 4.75%12 NT DUE 11/29/12 CALLABLE CUSIP 459200BA8 MOODY'S Aa3 S&P A+	10,000.0000	102.4311	10,243.11 *10,720 60*	10,197.25	4%	45 86 [b]	475.00 2 54% *Accrued Interest. 42.22*

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income First In First Out [FIFO]

	Par	Market Price	Market Value	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income
Corporate Bonds (continued)			*Cost Basis*				Yield to Maturity
MCDONALDS CP MCD 5 35%18 MTN DUE 03/01/18 CALLABLE CUSIP 58013MEE0 MOODY'S A2 S&P A	10,000.0000	119 2582	11,925 82 *10,403 50*	10,303.36	4%	1,622.46 [b]	535.00 4 77% *Accrued Interest: 178.33*
NATL RURAL UTIL 4 75%14 COLL TRUST DUE 03/01/14 CALLABLE CUSIP 637432DC6 MOODY'S A1 S&P A+	10,000.0000	107.5357	10,753.57 *10,231 20*	10,112 63	4%	640.94 [b]	475 00 4 19% *Accrued Interest: 158.33*
TARGET CORP 5.875%12 NOTES DUE 03/01/12 CALLABLE CUSIP 87612EAH9 MOODY'S A2 S&P A+	10,000 0000	100.7687	10,076 87 *10,779 10*	10,049.31	4%	27.56 [b]	587.50 2 84% *Accrued Interest: 195.83*
WALGREEN 5 25%19 BONDS DUE 01/15/19 CALLABLE CUSIP 931422AE9 MOODY'S A2 S&P A	10,000.0000	118 8423	11,884 23 *10,334 40*	10,260.68	4%	1,623.55 [b]	525 00 4 80% *Accrued Interest: 242.08*

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income First In First Out (FIFO)

	Par	Market Price	Market Value	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income
Corporate Bonds (continued)			*Cost Basis*				Yield to Maturity
WESTERN UNION CO 5 93%16	10,000 0000	112 8168	11,281 68	11,247 55	4%	34.13 [b]	593 00
BONDS DUE 10/01/16			*11,575 10*				3 08%
CALLABLE							
CUSIP 959802AB5							
MOODY'S A3 S&P A							*Accrued Interest: 148 25*
Total Corporate Bonds	111,000.0000		120,655.56	113,800.01	44%	6,855 55 [b]	5,650 50
		Total Cost Basis	116,643 26				
							Total Accrued Interest for Corporate Bonds. 1,657.27
Total Fixed Income	245,000.0000		264,144.09	252,214.44	96%	11,929 65 [b]	10,336 75
		Total Cost Basis	258 384 50				

Accrued Interest represents the interest that would be received if the fixed income investment was sold prior to the coupon payment
Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only The actual income and yield might be lower or higher than the estimated amounts EY is based upon EAI and the current price of the security and will fluctuate For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments in which case EAI and EY will continue to display at a prior rate

Total Investment Detail	**274,406 64**

Total Account Value	**274,406.64**
Total Cost Basis	258,384 50

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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US JUSTICE CHARITABLE
FOUNDATION. INC

OCTOBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 5213-2819

Portfolio detail

Fixed Income Securities

Corporate and municipal bonds and other fixed income securities are priced by a computerized pricing service or, for less actively traded issues, by utilizing a yield-based matrix system to arrive at an estimated market value

Corporate Bonds

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
WELLS FARGO & COMPANY 6 0 YR MLN LINKED TO S&P INDEX CPN 0 000% DUE 01/06/17 DTD 01/05/11 CUSIP 94986RBY6	330,000	97 8750	322,987 50	N/A	N/A	N/A
Total Corporate Bonds	**330,000**		**$322,987.50**			

Certificates of Deposit

Long-term certificates of deposit (maturity beyond one year from date of issue) are priced using a market value pricing model

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
WELLS FARGO BANK NA CD LNKD TO BASKET OF COMMODITIES FDIC INSURED CPN 0 000% DUE 09/08/14 DTD 09/08/10 FC 09/08/11 CUSIP 94986TEH6	500,000	94 5000	472,500 00	N/A	N/A	N/A
WELLS FARGO 4YR WFB MLCD LNKD TO BSKT COMMODITIES FDIC INSURED CPN 0 000% DUE 01/07/15 DTD 01/06/11 FC 01/07/12 CUSIP 94986TFK8	330,000	93 6250	308,962 50	N/A	N/A	N/A

US JUSTICE CHARITABLE
FOUNDATION. INC

OCTOBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 5213-2819

Fixed Income Securities

Certificates of Deposit continued

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
WELLS FARGO 4 5 YS WFB MLCD LNK TO BSKT FOREIGN CURRENCIES FDIC INSURED CPN 0 500% DUE 07/08/15 DTD 01/06/11 FC 07/08/11 CUSIP 94986TFL6	330,000	94 5000	311,850 00	791 10	1,650 00	0 52
WELLS FARGO 5 5YR WFB MLCD LNKD TO EMERGING MKTS BSKT FDIC INSURED CPN 0 000% DUE 07/08/16 DTD 01/06/11 CUSIP 94986TFM4	330,000	88 5000	292,050 00	N/A	N/A	N/A
Total Certificates of Deposit	**1,490,000**		**$1,385,362.50**	**$791 10**	**$1,650.00**	**0.12**
Total Fixed Income Securities			**$1,708,350.00**	**$791.10**	**$1,650.00**	**0 10**

Preferreds/Fixed Rate Cap Securities

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
WELLS FARGO & CO 8% PFD CALLABLE 12/15/17 SERIES J WFC'J	4,930 22200	28 4300	140,166 21	9,860 44	7 03
Total Preferreds/Fixed Rate Cap Securities			**$140,166 21**	**$9,860 44**	**7 03**

Activity detail

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	PRICE	AMOUNT	CASH AND SWEEP BALANCES
12/01				BEGINNING BALANCE			0 00

US JUSTICE CHARITABLE FNDTN Account number 179-4682C-19 011

PORTFOLIO DETAILS

Your holdings are valued using the most current prices available to Citigroup Global Markets Inc. (CGMI). In most cases, these values are as of 12/31/11, but in some cases CGMI's sources are unable to provide timely information. To see the date of the most recent price update, please view your account online at www.smithbarney.com.

Securities purchased or sold are included or excluded in this section as of the trade-date This section may include securities that have not settled as of this statement closing date Please see the "Unsettled Purchases/Sales" section for more information Dividend yield is the estimated annual income, assuming the current dividend, divided by the security's market price at the end of the statement period We do not guarantee the accuracy of the prices reflected on the statement nor do these prices represent levels at which securities can be bought or sold

Please Note. *unrealized gain/(loss) is being shown for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor*

Money fund

An investment in a money market fund is neither insured nor guaranteed by the FDIC or any other government agency Although money market funds seek to preserve the value of your investment at $1 00 per share, there can be no assurance that will occur and it is possible to lose money should the fund value per share fall Moreover, in some circumstances money market funds may be forced to cease operations when the value of a fund drops below $1 00 per share In that event, the fund's holdings would be liquidated and distributed to the fund's shareholders This liquidation process could take up to one month or more During that time, these funds would not be available to you to support purchases, withdrawals, and if applicable, check writing or ATM debits from your account

Number of shares	Description	Current value	Accrued dividends	Annualized % dividend yield	Anticipated Income (annualized)
7,335,158 52	MORGAN STANLEY AA MONEY TRUST	$ 7,335,158 52		01 %	$ 733 51
Total money fund		$ 7,335,158 52	$ 0 00		$ 733 51

Common stocks & options

Citi Investment Research & Analysis (CIRA), Morgan Stanley & Co LLC (Morgan Stanley) and Standard & Poor's equity research ratings may be shown for certain securities All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance Because the applicable research report for each company contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating Where a particular company is covered by both CIRA and Morgan Stanley, you can and should view both research reports CIRA's equity research ratings are (1) (Buy), (2) (Neutral) and (3) (Sell) For ease of comparison, Morgan Stanley and Standard & Poor's equity research ratings have been normalized to a 1 (Buy), 2 (Hold), and 3 (Sell) Please refer to the end of this statement for a summary guide describing CIRA, Morgan Stanley and Standard & Poor's ratings Morgan Stanley Smith Barney does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared by Standard & Poor's

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
125	COVIDIEN PLC	COV	11/04/99	$ 6,850 74	$ 54 805	$ 45 01	$ 5,626 25	($ 1,224 49) LT		
250			11/19/01	18,666 52	74 666	45 01	11,252 50	(7,414 02) LT		

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
125	COVIDIEN PLC	COV	11/19/01	$ 9,364 71	$ 74 917	$ 45 01	$ 5,626 25	($ 3,738 46) LT		
500				**34,881 97**	**69 764**		**22,505 00**	**(12,376 97)**	**1 999**	**450 00**
125	TE CONNECTIVITY LTD-CHF	TEL	11/04/99	6,306 99	50 455	30 81	3,851 25	(2,455 74) LT		
250	**Rating** S&P 2		11/19/01	17,184 95	68 739	30 81	7,702 50	(9,482 45) LT		
125			11/19/01	8,621 43	68 971	30 81	3,851 25	(4,770 18) LT		
500				**32,113 37**	**64 227**		**15,405 00**	**(16,708 37)**	**2 336**	**360 00**
125	TYCO INTL LTD CHF	TYC	11/04/99	8,419 39	67 355	46 71	5,838 75	(2,580 64) LT		
250	**Rating** Citigroup 2		11/19/01	22,940 71	91 762	46 71	11,677 50	(11,263 21) LT		
125	S&P 2		11/19/01	11,509 01	92 072	46 71	5,838 75	(5,670 26) LT		
500				**42,869 11**	**85 738**		**23,355 00**	**(19,514 11)**	**2 14**	**500 00**
1,462	ABBOTT LABORATORIES	ABT		Please provide		56 23	82,208 26	Not available		
400	**Rating** Citigroup 3		10/03/95	8,238 99	20 597	56 23	22,492 00	14,253 01 LT		
600	Morgan Stanley 1		12/07/95	11,802 57	19 67	56 23	33,738 00	21,935 43 LT		
462	S&P 1			20,041 58	20 042		138,438 26	36,188 44**	3 414	4,727 04
2,000	AETNA INC NEW	AET	12/14/00	**17,375 00**	8 687	42 19	**84,380 00**	**67,005 00** LT	**1 659**	**1,400 00**
	Rating Citigroup 1									
	Morgan Stanley 2									
	S&P 1									
300	ALTRIA GROUP INC	MO	11/08/94	1,414 57	4 715	29 65	8,895 00	7,480 43 LT		
1,353	**Rating** Citigroup 2		12/31/98	10,506 27	7 765	29 65	40,116 45	29,610 18* LT		
500	Morgan Stanley 2		11/04/99	3,228 82	6 457	29 65	14,825 00	11,596 18 LT		
2,153	S&P 1			**15,149 66**	**7 037**		**63,836 45**	**48,686 79**	**5 531**	**3,530 92**
800	AMGEN INC	AMGN	04/10/95	6,729 90	8 296	64 21	51,368 00	44,638 10 LT		
800	**Rating** Citigroup 1		06/14/95	7,367 40	9 093	64 21	51,368 00	44,000 60 LT		
2,000	S&P 1		04/17/98	28,889 95	14 25	64 21	128,420 00	99,530 05 LT		
2,400			12/31/98	12,174 00	5 072	64 21	154,104 00	141,930 00* LT		
2,000			05/28/99	63,606 66	31 50	64 21	128,420 00	64,813 34 LT		
8,000				**118,767 91**	**14 846**		**513,680 00**	**394,912 09**	**2.242**	**11,520 00**
46	ASHLAND INC (NEW)	ASH	11/17/08	**810 06**	17 61	57 16	**2,629 36**	**1,819 30** LT	**1.224**	**32 20**
	Rating S&P 1									
600	AUTOMATIC DATA PROCESSING INC	ADP	07/19/95	8,710 39	14 517	54 01	32,406 00	23,695 61 LT		
400	**Rating** Citigroup 1		04/08/96	7,205 24	18 013	54 01	21,604 00	14,398 76 LT		
800	Morgan Stanley 3		12/31/98	9,394 32	11 742	54 01	43,208 00	33,813 68* LT		
1,800	S&P 1			**25,309 95**	**14 061**		**97,218 00**	**71,908 05**	**2.925**	**2,844 00**

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
1,800	BP PLC SPONS ADR	BP		Please provide		$ 42 74	$ 76,932 00	Not available		
793 2	Rating Citigroup 2		09/27/94	17,661 09	22 265	42 74	33,901 37	16,240 28 LT		
264 4	Morgan Stanley 3		12/07/95	6,967 40	26 351	42 74	11,300 46	4,333 06 LT		
264 4	S&P 2		04/08/96	7,304 90	27 628	42 74	11,300 46	3,995 56 LT		
3,122				**31,933 39**	**24 155**		**133,434 29**	**24,568 80****	**3 93**	**5,244 96**
1,200	BANK OF AMERICA CORP	BAC	10/26/93	14,481 81	11 875	5 56	6,672 00	(7,809 81) LT		
28	Rating Citigroup 1		12/31/98	836 50	29 875	5 56	155 68	(680 82)*LT		
1,228	Morgan Stanley 2 S&P 2			**15,318 31**	**12 474**		**6,827 68**	**(8,490 63)**	**719**	**49 12**
300	BOEING CO	BA	07/19/95	9,699 10	31 875	73 35	22,005 00	12,305 90 LT		
400	Rating Citigroup 1		12/31/98	9,407 62	23 519	73 35	29,340 00	19,932 38* LT		
700	Morgan Stanley 1 S&P 1			**19,106 72**	**27 295**		**51,345 00**	**32,238 28**	**2 399**	**1,232 00**
10	BRISTOL MYERS SQUIBB CO	BMY		Please provide		35 24	352 40	Not available		
1,600	Rating Citigroup 1		01/29/97	46,787 07	29 241	35 24	56,384 00	9,596 93 LT		
390	Morgan Stanley 1		02/17/99	23,785 98	60 989	35 24	13,743 60	(10,042 38) LT		
2,000	S&P 1			**70,573 05**	**35 464**		**70,480 00**	**(445 45)****	**3 859**	**2,720 00**
150	BROADRIDGE FINANCIAL SOLUTIONS	BR	07/19/95	932 46	6 216	22 55	3,382 50	2,450 04 LT		
100	INC		04/08/96	771 34	7 713	22 55	2,255 00	1,483 66 LT		
200	Rating S&P*Quantitative 2		12/31/98	1,005 68	5 028	22 55	4,510 00	3,504 32* LT		
450				**2,709 48**	**6 021**		**10,147 50**	**7,438 02**	**2 838**	**288 00**
17,079	CIGNA CORP	CI	10/12/41	**1,000 09**	058	42 00	**717,318 00**	**716,317 91** LT	095	683 16
	Rating Citigroup 1									
	Morgan Stanley * 2									
	S&P 1									
3,520	CARPENTER TECHNOLOGY CORP	CRS		Please provide		51 48	181,209 60	Not available	1 398	2,534 40
	Rating Citigroup 2									
	S&P 2									
100	CITIGROUP INC	C	04/23/01	45,625 08	456 25	26 31	2,631 00	(42,994 08) LT		
50			11/19/01	23,639 41	472 788	26 31	1,315 50	(22,323 91) LT		
150				**69,264 49**	**461 763**		**3,946 50**	**(65,317 99)**	**152**	**6 00**
250	COMMONWEALTH REIT	CWH	12/17/93	14,007 19 *R*	56 20	16 64	4,160 00	(9,847 19) LT		
125	Rating Citigroup . 3		12/07/95	8,312 30 *R*	66 67	16 64	2,080 00	(6,232 30) LT		
375			02/19/99	20,558 86 *R*	54 995	16 64	6,240 00	(14,318 86) LT		
750				**42,878 35**	**57 171**		**12,480 00**	**(30,398 35)**	**12 019**	**1,500 00**

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
1,440	CONOCOPHILLIPS Rating Citigroup 2H Morgan Stanley 3 S&P 1	COP		Please provide		$ 72 87	$ 104,932 80	Not available	3 622 %	$ 3,801 60
1,245	CORNING INC Rating Citigroup 2 S&P 1	GLW		Please provide		12 98	16,160 10	Not available	2 311	373 50
2,000	DELL INC	DELL	02/17/99	81,510 24	40 406	14 63	29,260 00	(52,250 24) LT		
1,050	Rating Citigroup 1 Morgan Stanley 3 S&P 1		02/17/99	42,823 33	40 437	14 63	15,361 50	(27,461 83) LT		
750			02/17/99	30,545 81	40 375	14 63	10,972 50	(19,573 31) LT		
200			02/17/99	8,150 52	40 406	14 63	2,926 00	(5,224 52) LT		
4,000				**163,029 90**	**40 757**		**58,520 00**	**(104,509 90)**		
1,500	WALT DISNEY CO	DIS	04/08/96	32,292 73	21 528	37 50	56,250 00	23,957 27 LT		
600	Rating Citigroup 1 Morgan Stanley 1 S&P 1		07/10/96	11,526 84	19 211	37 50	22,500 00	10,973 16 LT		
438			12/31/98	10,841 64	24 752	37 50	16,425 00	5,583 36* LT		
2,538				**54,661 21**	**21 537**		**95,175 00**	**40,513 79**	**1 60**	**1,522 80**
145	E I DU PONT DE NEMOURS & CO	DD		Please provide		45 78	6,638 10	Not available		
750	Rating Citigroup 2 Morgan Stanley 2 S&P 1		12/11/98	39,653 76	52 25	45 78	34,335 00	(5,318 76) LT		
895				**39,653 76**	**52 872**		**40,973 10**	**(5,318 76)****	**3 582**	**1,467 80**
800	EMERSON ELECTRIC CO	EMR	10/22/93	11,500 39	14 156	46 59	37,272 00	25,771 61 LT		
400	Rating Citigroup 1 S&P 2		08/12/94	6,202 20	15 281	46 59	18,636 00	12,433 80 LT		
400			04/08/96	8,342 40	20 625	46 59	18,636 00	10,293 60 LT		
400			07/24/03	10,480 29	25 75	46 59	18,636 00	8,155 71 LT		
2,000				**36,525 28**	**18.263**		**93,180 00**	**56,654 72**	**3 434**	**3,200 00**
2,162	EXXON MOBIL CORP	XOM		Please provide		84 76	183,251 12	Not available		
800	Rating Citigroup 1 Morgan Stanley 2 S&P 1		10/22/93	13,175 39	16 25	84 76	67,808 00	54,632 61 LT		
400			11/04/93	6,589 70	16 25	84 76	33,904 00	27,314 30 LT		
400			04/08/96	8,467 40	20 937	84 76	33,904 00	25,436 60 LT		
40			12/31/98	1,035 00	25 875	84 76	3,390 40	2,355 40* LT		
688			01/27/00	28,087 10	40 375	84 76	58,314 88	30,227 78 LT		
4,490				**57,354 59**	**24 637**		**380,572 40**	**139,966 69****	**2.218**	**8,441 20**
1,000	FEDERAL NATIONAL MORTGAGE ASSN	FNMA	04/08/96	32,949 73	32 50	201	201 00	(32,748 73) LT		
500	Rating S&P 2		01/26/00	28,826 91	56 875	201	100 50	(28,726 41) LT		
1,500				**61,776 64**	**41 184**		**301 50**	**(61,475 14)**		
30	FIVE STAR QUALITY CARE INC	FVE	12/31/01	**217 80**	7 26	3 00	**90 00**	**(127 80)** LT		

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
58 4444	FRONTIER COMMUNICATIONS CORP	FTR	03/13/96	$ 490 94 *R*	$ 8 683	$ 5 15	$ 300 99	($ 189 95) LT		
58 4444	**Rating** Citigroup 2H		04/08/96	493 95 *R*	8 734	5 15	300 99	(192 96) LT		
146 1112	Morgan Stanley 2		12/31/98	69 31 *R*	74	5 15	752 47	683 16* LT		
263	S&P 2			1,054.20	4 008		1,354 45	300.25	14 563	197 25
11,228	GENERAL ELECTRIC CO	GE		Please provide		17 91	201,093 48	Not available		
1,200	**Rating** Citigroup 1		10/22/93	9,785.69	8 083	17 91	21,492 00	11,706 31 LT		
600	S&P 1		10/22/93	4,896 85	8 083	17 91	10,746 00	5,849 15 LT		
1,200			11/04/93	9,652 20	7 968	17 91	21,492 00	11,839 80 LT		
3,000			12/31/98	51,937 50	17 312	17 91	53,730 00	1,792 50* LT		
17,228				76,272.24	12 712		308,553 48	31,187 76**	3 796	11,715 04
600	H J HEINZ CO	HNZ	10/26/93	14,122 24	23 537	54 04	32,424 00	18,301 76 LT	3 552	1,152 00
	Rating Citigroup 1									
	Morgan Stanley 1									
	S&P 1									
2,250	HOME DEPOT INC	HD	04/10/95	21,702 21	9 50	42 04	94,590 00	72,887 79 LT		
900	**Rating** Citigroup 1		06/26/95	8,153 54	8 888	42 04	37,836 00	29,682 46 LT		
3,150	S&P 2			29,855 75	9 478		132,426 00	102,570 25	2 759	3,654 00
1,000	HOSPITALITY PPTYS TRUST SBI	HPT	08/17/95	22,794 33	25 00	22 98	22,980 00	185 67 LT		
500	**Rating** Morgan Stanley 2		12/09/97	15,428 38	33 062	22 98	11,490 00	(3,938 38) LT		
1,500	S&P 2			38,222 71	25 482		34,470 00	(3,752 71)	7 832	2,700 00
146 0812	HOSPIRA INC	HSP		Please provide		30 37	4,436 49	Not available		
39 9675	**Rating** Citigroup 2		10/03/95	546 11	13 674	30 37	1,213 81	667 70 LT		
59 9513	Morgan Stanley 2		12/07/95	782 30	13 059	30 37	1,820 72	1,038 42 LT		
246	S&P 1			1,328 41	13 295		7,471 02	1,708 12**		
800	INTL BUSINESS MACHINES CORP	IBM		Please provide		183 88	147,104 00	Not available		
216	**Rating** Citigroup 1		12/31/98	7,573 50	35 062	183 88	39,718 08	32,144 58* LT		
74	Morgan Stanley 2		06/16/00	8,686 65	116 125	183 88	13,607 12	4,920 47 LT		
1,000	S&P 1		09/20/02	65,616 90	65 00	183 88	183,880 00	118,263 10 LT		
2,090				81,877 05	63 471		384,309.20	155,328 15**	1 631	6,270 00
320	INTERNATIONAL PAPER CO	IP		Please provide		29 60	9,472 00	Not available	3 547	336 00
	Rating Citigroup 1									
	S&P 2									
750	JPMORGAN CHASE & CO	JPM	08/04/98	35,363 49	46 583	33 25	24,937 50	(10,425 99) LT	3 007	750 00
	Rating Citigroup 1									
	Morgan Stanley 1									
	S&P 2									

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
1,000	JOHNSON & JOHNSON	JNJ	10/18/01	$ 58,420 29	$ 57 84	$ 65 58	$ 65,580 00	$ 7,159 71 LT		
1,000	**Rating** Citigroup 1		11/19/01	60,510 92	59 92	65 58	65,580 00	5,069 08 LT		
2,000	Morgan Stanley 2			118,931 21	59 466		131,160 00	12,228 79	3 478	4,560 00
	S&P 1									
200	KELLOGG CO	K	12/31/98	6,312 50	31 562	50 57	10,114 00	3,801 50* LT	3 401	344 00
	Rating Citigroup 1									
	Morgan Stanley 1									
	S&P 2									
207 4779	KRAFT FOODS INC CLASS A	KFT	11/08/94	1,450 88	6 997	37 36	7,751 37	6,300 49 LT		
935 7255	**Rating** Citigroup 1		12/31/98	10,776 00	11 523	37 36	34,958 70	24,182 70* LT		
345 7966	Morgan Stanley 2		11/04/99	3,311 71	9 583	37 36	12,918 96	9,607 25 LT		
1,489	S&P 2			15,538 59	10 436		55,629 03	40,090 44	3 104	1,727 24
900	ELI LILLY & CO	LLY	12/31/98	10,648 91	11 832	41 56	37,404 00	26,755 09* LT	4 716	1,764 00
	Rating Citigroup 2									
	Morgan Stanley 3									
	S&P 2									
155 54	MARRIOT VACTIONS WORLD	VAC	04/08/97	1,020 79	6 562	17 16	2,669 07	1,648 28 LT		
46 46			12/31/98	300 34	6 464	17 16	797 25	496 91* LT		
202				1,321 13	6 54		3,466 32	2,145 19		
1,555 3999	MARRIOTT INTL INC NEW CL A	MAR	04/08/97	17,110 50	11 00	29 17	45,371 02	28,260 52 LT		
464 6001	**Rating** Citigroup 1		12/31/98	5,034 22	10 835	29 17	13,552 38	8,518 16* LT		
2,020	Morgan Stanley 2			22,144 72	10 963		58,923 40	36,778 68	1 371	808 00
	S&P 2									
1,000	MEADWESTVACO CORP	MWV	05/26/99	40,740 35	40 74	29 95	29,950 00	(10,790 35) LT	3 338	1,000 00
	Rating S&P 2									
16 8	MEDCO HEALTH SOLUTIONS INC	MHS		Please provide		55 90	939 12	Not available		
79 2			06/16/00	1,299 96	16 495	55 90	4,427 28	3,127 32 LT		
96				1,299 96	16 414		5,366 40	3,127 32**		
70	MERCK & CO INC NEW	MRK		Please provide		37 70	2,639 00	Not available		
330	**Rating** Citigroup 2		06/16/00	22,977 14	69 627	37 70	12,441 00	(10,536 14) LT		
400	Morgan Stanley 2			22,977 14	69 628		15,080 00	(10,536 14)**	4 456	672 00
	S&P 1									
480	MICROSOFT CORP	MSFT		Please provide		25 96	12,460 80	Not available		
320	**Rating** Citigroup 1		04/03/00	15,116 44	46 781	25 96	8,307 20	(6,809 24) LT		
800	Morgan Stanley 1			15,116 44	47 239		20,768 00	(6,809 24)**	3 081	640 00
	S&P 1									
340	MONSANTO CO NEW	MON	10/28/97	2,537 62	7 489	70 07	23,823 80	21,286 18 LT	1 712	408 00
	Rating Citigroup 1									
	Morgan Stanley 1									
	S&P 2									

US JUSTICE CHARITABLE FNDTN *Account number 179-4682C-19 011*

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
428	MOTOROLA SOLUTIONS INC **Rating** Citigroup 2	MSI	05/26/99	$ 42,300 44	$ 98 964	$ 46 29	$ 19,812 12	($ 22,488 32) LT	1 901 %	$ 376 64
375	MOTOROLA MOBILITY HOLDINGS INC **Rating** Citigroup 2H Morgan Stanley 2	MMI	05/26/99	30,988 36	82 635	38 80	14,550 00	(16,438 36) LT		
1,000	PEPSICO INC	PEP	08/04/98	38,039 11	37 562	66 35	66,350 00	28,310 89 LT		
425	**Rating** Citigroup 2		08/29/01	20,135 46	46 66	66 35	28,198 75	8,063 29 LT		
1,000	Morgan Stanley - 2		11/19/01	50,459 79	49 92	66 35	66,350 00	15,890 21 LT		
500	S&P 1		11/19/01	25,349 54	49 98	66 35	33,175 00	7,825 46 LT		
2,925				133,983 90	45 806		194,073 75	60,089 85	3 104	6,025 50
1,500	PFIZER INC	PFE	10/28/97	35,928 73	23 666	21 64	32,460 00	(3,468 73) LT		
1,400	**Rating** Citigroup 2		10/28/97	39,198 85	27 999	21 64	30,296 00	(8,902 85) LT		
900	Morgan Stanley 1		03/27/98	29,182 60	32 125	21 64	19,476 00	(9,706 60) LT		
1,500	S&P 1		08/04/98	52,978 06	35 02	21 64	32,460 00	(20,518 06) LT		
600			02/17/99	26,444 21	43 77	21 64	12,984 00	(13,460 21) LT		
2,559			10/16/09	45,191 78	17 66	21 64	55,376 76	10,184 98 LT		
8,459				228,924 23	27 063		183,052 76	(45,871 47)	4 066	7,443 92
300	PHILIP MORRIS INTL INC	PM	11/08/94	3,223 35	10 744	78 48	23,544 00	20,320 65 LT		
1,353	**Rating** Citigroup 2		12/31/98	23,940 52	17 694	78 48	106,183 44	82,242 92* LT		
500	Morgan Stanley - 1		11/04/99	7,357 47	14 714	78 48	39,240 00	31,882 53 LT		
2,153	S&P 1			34,521 34	16 034		168,967 44	134,448 10	3 924	6,631 24
1,600	PROCTER & GAMBLE CO	PG		Please provide		66 71	106,736 00	Not available		
1,000	**Rating** Citigroup 1		08/04/98	39,541 20	39 541	66 71	66,710 00	27,168 80 LT		
2,600	Morgan Stanley 1			39,541 20	39 541		173,446 00	27,168 80**	3 147	5,460 00
16	S&P - 2									
10	SMUCKER J M CO NEW	SJM		Please provide		78 17	1,250 72	Not available		
26	**Rating** Citigroup 2		08/04/98	312 05	31 205	78 17	781 70	469 65 LT		
900	S&P 1			312 05	31 205		2,032 42	469 65**	2 456	49 92
	STANLEY BLACK & DECKER INC **Rating** S&P 1	SWK		Please provide		67 60	60,840 00	Not available	2 426	1,476 00
4,960	3M COMPANY **Rating** Citigroup 2 S&P 2	MMM		Please provide		81 73	405,380 80	Not available	2 691	10,912 00
51	TOOTSIE ROLL INDUSTRIES INC	TR		Please provide		23 67	1,207 17	Not available	1 351	16 32
56	TRAVELERS COMPANIES INC	TRV	04/23/01	3,041 38	54 31	59 17	3,313 52	272 14 LT		
28	**Rating** Citigroup 2		11/19/01	1,575 80	56 278	59 17	1,656 76	80 96 LT		
84	Morgan Stanley 1 S&P 1			4,617 18	54 966		4,970 28	353 10	2 771	137 76

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
150	TRAVELCENTERS OF AMERICA LLC **Rating** Citigroup 1H	TA	02/01/07	**$ 4,850 25**	$ 32 335	$ 4 25	**$ 637 50**	**($ 4,212 75)** LT		
1,275	UNITED BANKSHARES INC W VA-	UBSI	10/26/93	9,695 53	7 604	28 27	36,044 25	26,348 72 LT		
1,275			05/02/95	10,075 49	7 902	28 27	36,044 25	25,968 76 LT		
1,275			04/08/96	16,793 18	13 171	28 27	36,044 25	19,251 07 LT		
1,275			12/31/98	11,312 50	8 872	28 27	36,044 25	24,731 75* LT		
5,100				**47,876 70**	**9 388**		**144,177 00**	**96,300 30**	**4 386**	**6,324 00**
2,000	UNIVERSAL HEALTH SERVICES INC CLASS B **Rating** Citigroup 1 Morgan Stanley 2 S&P 1	UHS	04/08/97	**16,964 24**	8 343	38 86	**77,720 00**	**60,755 76** LT	**514**	**400 00**
244	VERIZON COMMUNICATIONS	VZ	03/13/96	7,676 45	31 46	40 12	9,789 28	2,112 83 LT		
244	**Rating** Citigroup 2		04/08/96	7,721 94	31 647	40 12	9,789 28	2,067 34 LT		
610	Morgan Stanley 2 S&P 2		12/31/98	1,636 64	2 683	40 12	24,473 20	22,836 56* LT		
1,098				**17,035 03**	**15 515**		**44,051 76**	**27,016 73**	**4 985**	**2,196 00**
199	WELLS FARGO & CO NEW **Rating** Citigroup 2 Morgan Stanley 1 S&P 1	WFC	10/26/93	**20,302 78**	102 075	27 56	**5,484 44**	**(14,818 34)** LT	**1 741**	**95 52**
1,800	WISCONSIN ENERGY CORP HLDG CO **Rating** S&P 2	WEC		Please provide		34 96	**62,928 00**	Not available	**3 432**	**2,160 00**
1	ZIMMER HOLDINGS INC	ZMH		Please provide		53 42	53 42	Not available		
160	**Rating** Citigroup 3		01/29/97	2,370 53	14 815	53 42	8,547 20	6,176 67 LT		
39	Morgan Stanley 2 S&P 1		02/17/99	1,205 15	30 901	53 42	2,083 38	878 23 LT		
200				**3,575 68**	**17 968**		**10,684 00**	**7,054 90****	**1 347**	**144 00**
Total common stocks and options				**$ 2,134,779 69**			**$ 5,839,658 58**	**$ 0 00**** ST	**2 51**	
								$ 2,036,853 51** LT		**$ 146,975 05**

Exchange traded & closed end funds

Citi Investment Research & Analysis (CIRA) ratings may be shown for certain closed-end funds Because the research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating CIRA closed-end fund recommendations include an investment rating and a risk rating The Investment Rating code (1,2, 3) is based upon CIRA's expectation of the security's performance relative to its peer group of closed-end funds The Risk Rating (L, M, H or S) represents the fund's expected risk, taking into account the quality and liquidity of the underlying securities, financial leverage and foreign currency exposure Please refer to the end of this statement for a guide describing CIRA stock and closed-end fund ratings in further detail

Closed end investment companies are grouped below by portfolio designations Gain/Loss is provided to assist in tax preparation It is not intended to calculate investment returns or performance

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
	PIMCO STRATEGIC GLOBAL GOVERNMENT FUND INC Taxable bond portfolio **Rating** Citigroup 2H	RCS								
121 7492	Reinvestments to date			$ 1,203 85	$ 9 887	$ 11 15	$ 1,357 50	$ 153 65 LT		
18 9342	Reinvestments to date			195 56	10 328	11 15	211 12	15 56 ST		
140 6834				**1,399 41**	**9 947**		**1,568 62**	**169 21**	**8 609**	**135 06**
Total closed end fund taxable bond allocation							**$ 1,568 62**			
Total exchange traded funds and closed end funds				**$ 1,399 41**			**$ 1,568 62**	**$ 15 56 ST**	**8 61**	
								$ 153 65 LT		**$ 135 06**

Mutual funds

An investment in a money market fund is neither insured nor guaranteed by the FDIC or any other government agency Although money market funds seek to preserve the value of your investment at $1.00 per share, there can be no assurance that will occur and it is possible to lose money should the fund value per share fall Moreover, in some circumstances money market funds may be forced to cease operations when the value of a fund drops below $1 00 per share In that event, the fund's holdings would be liquidated and distributed to the fund's shareholders This liquidation process could take up to one month or more During that time, these funds would not be available to you to support purchases, withdrawals, and if applicable, check writing or ATM debits from your account

Certain mutual funds may not be transferable to other broker-dealers For further information, please refer to the fund's Prospectus or call your Financial Advisor

Yield is the current distribution annualized, divided by the fund's net asset value at the end of the statement period Distributions may consist of income, capital gains or the return of capital Distributions and current dividend for funds are based upon information provided by an outside vendor and are not verified by us ***"Tax-Based Cost vs Current Value"*** *is being provided for information purposes only* ***"Cash Distributions (since inception)"*** *when shown, may reflect distributions on positions no longer held in the account, and may not reflect all distributions received in cash due to but not limited to the following investments made prior to 1/1/89, asset transfers, recent activity and certain adjustments made in your account.* ***"Total Purchases vs Current Value"*** *is provided to assist you in comparing your* ***"Total purchases"*** *excluding reinvested distributions, with the current value of the fund's shares in your account* ***"Fund Value Increase/Decrease"*** *reflects the difference between your total purchases and the current value of the fund's shares, plus cash distributions since inception*

Number of shares	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Net Value Increase/ Decrease	Yield	Anticipated income (annualized)
2,187 227	FRANKLIN SMALL MID CAP GROWTH	FRSIX	01/27/00	$ 100,000 00	$ 45 72	$ 29 90	$ 65,398 09	($ 34,601 91)	LT			
519 751	FUND CLASS C		06/29/00	25,000 00	48 10	29 90	15,540 55	(9,459 45)	LT			
2,706.978	**Total Purchases**			**125,000 00**	**46 18**	**29 90**	**80,938 64**	**(44,061 36)**				
855 074	Reinvestments to date			28,321 73	33 121	29 90	25,566 71	(2,755 02)	LT			
200.546	Reinvestments to date			5,827 87	29 06	29 90	5,996 33	168 46	ST			
3,762 598	**Tax-based Cost vs. Current Value**			**159,149 60**	**42.298**		**112,501 68**	**(46,647.92)**				
	Total Purchases vs Current Value			**125,000 00**			**112,501 68**			**(12,498 32)**		
	Fund Value Increase/Decrease									**(12,498 32)**		
3,384 095	ING GLOBAL VALUE CHOICE	NAWCX	01/27/00	100,000 00	29.55	25 43	86,057 54	(13,942 46)	LT			
845 451	FUND CL C		06/29/00	25,000 00	29 57	25 43	21,499 82	(3,500 18)	LT			
4,229 546	**Total Purchases**			**125,000 00**	**29 55**	**25 43**	**107,557 36**	**(17,442 64)**				
257 824	Reinvestments to date			6,588 87	25.555	25 43	6,556 46	(32 41)	LT			
558 313	Reinvestments to date			14,075 14	25 21	25 43	14,197 90	122 76	ST			
5,045 683	**Tax-based Cost vs Current Value**			**145,664 01**	**28 869**		**128,311 72**	**(17,352 29)**			**334**	**428 88**
	Total Purchases vs Current Value			**125,000 00**			**128,311 72**			**3,311 72**		
	Fund Value Increase/Decrease									**3,311 72**		
9,412 277	LEGG MASON CAPITAL MANAGEMENT ALL CAP FUND CLASS C	SPBLX	06/29/00	100,000 00	10 624	7 11	66,921 29	(33,078 71)	LT			
9,412.277	**Total Purchases**			**100,000 00**	**10 62**	**7 11**	**66,921 29**	**(33,078 71)**				
12 67	Reinvestments to date			124 31	9 811	7 11	90 08	(34 23)	LT			
9,424 947	**Tax-based Cost vs Current Value**			**100,124 31**	**10 623**		**67,011 37**	**(33,112 94)**				

Mutual funds *continued*

Number of shares	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Net Value Increase/ Decrease	Yield	Anticipated income (annualized)
	LEGG MASON CAPITAL MANAGEMENT ALL CAP FUND CLASS C	SPBLX									
	Total Purchases vs Current Value			**$ 100,000 00**			**$ 67,011 37**		**($ 32,988 63)**		
	Fund Value Increase/Decrease								(32,988 63)		
Total mutual funds (Tax based)				**$ 404,837 92**			**$ 307,824.77**	**$ 291.22**	**ST**	13	
								($ 97,404 37)	**LT**		**$ 428 88**
Total Fund Value Increase/Decrease									**($ 42,175 23)**		

Certificates of deposit

Certificates of deposit ("CDs") are insured by the FDIC up to $250,000 per account owner per depository institution (principal and accrued interest combined) when aggregated with other deposits held in the same insurable capacity at the same depository institution The market value of any CD on this statement is estimated using a matrix based on interest rates If a CD cannot be priced using this method, the statement will not reflect a market value for the CD The estimated market value may not reflect the actual price you would receive if you were able to sell your CD prior to maturity FDIC insurance is based on the outstanding principal amount of the CD, or the accreted value in the case of a zero coupon CD, not the estimated market value

Issuer names followed by a "C" indicate that issuer is an affiliate of Citigroup Global Markets Inc

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued interest	Current value/ Maturity value	Unrealized Gain/(loss) Original/Adjusted	Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
240,000	GE CAPITAL FINANCIAL INC - UT DTD 10/14/2011 INT 00 350% MATY 07/16/2012	10/06/11 36160TYR1	$ 240,000 00 **$ 240,000 00**	$ 100 00 **$ 100 00**	99 809 **$ 181 81**	$ 239,541 60 $ 240,000 00	($ 458 40) ST **($ 458 40)** ST	35 **$ 840 00**	**$ 0 00** **($ 458 40)**
Total certificates of deposit			$ 240,000 00		**$ 181 81**	$ 239,541.60	($ 458.40) ST	.35	**$ 0.00**
240,000			$ 240,000 00				$ 0 00 LT	$ 840 00	($ 458.40)
Total portfolio value			**$ 10,116,275 54**			**$ 13,723,752 09**	**($ 151.62)** ST**	1 08	**$ 0 00**
							$ 1,939,402 79** LT	$ 149,112.50	($ 458.40)

***Unrealized Gain/Loss is only calculated when an original cost basis is available*

**Based on information supplied by client or other financial institution, not verified by us*

R The basis for this tax lot has been adjusted due to a reclassification of income

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	U. S. JUSTICE CHARITABLE FOUNDATION, INC.	[X] 26-2588270
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P.O. box, see instructions 2009 MASSACHUSETTS AVENUE, N.W.	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions WASHINGTON, DC 20036	

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-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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ CONSTANCE C. LARCHER
  Telephone No ▶ 202 588-0302 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

4 I request an additional 3-month extension of time until 11/15, 20 12.

5 For calendar year 2011, or other tax year beginning _____, 20____, and ending _____, 20____.

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO ASSEMBLE THE INFORMATION IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a	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	8a	$ 4,996.
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 and any amount paid previously with Form 8868	8b	$ 4,996.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [signature] Title ▶ CPA Date ▶ 8/10/12

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

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

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

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

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

Type or print
File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions	Enter filer's identifying number, see instructions
U. S. JUSTICE CHARITABLE FOUNDATION, INC.	Employer identification number (EIN) or [X] 26-2588270
Number, street, and room or suite no If a P O box, see instructions 2009 MASSACHUSETTS AVENUE, N.W.	Social security number (SSN) [ ]
City, town or post office, state, and ZIP code For a foreign address, see instructions WASHINGTON, DC 20036	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

- The books are in the care of ▶ CONSTANCE C. LARCHER

Telephone No ▶ 202 588-0302 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 08/15, 20 12, to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 20 11 or
▶ [ ] tax year beginning _____, 20 ____, and ending _____, 20 ____

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	$ 4,996.
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	$ 1,796.
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	$ 3,200.

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