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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 , and ending

Name of foundation
P. G. and Ruby Hollandsworth
Memorial Trust

A Employer identification number
26-6577320

Number and street (or P O box number if mail is not delivered to street address)
349 Buckhannon Avenue

Room/suite

B Telephone number (see instructions)
304-624-0022

City or town, state, and ZIP code
Clarksburg WV 26301

C If exemption application is pending check here ◆ ☐

D 1 Foreign organizations, check here ◆ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ◆ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ◆ $ 4,335,357

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ◆ ☒ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	71,670	66,300		
	4	Dividends and interest from securities	91,563	91,563		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	167,206			
	b	Gross sales price for all assets on line 6a 1,037,052				
	7	Capital gain net income (from Part IV, line 2)		125		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & 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	330,439	157,988	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	10,000			10,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) Stmt 2	34,191			34,191
	17	Interest				
	18	Taxes (attach schedule) (see instructions) Stmt 3	6,594			6,594
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 4	852			852
	24	**Total operating and administrative expenses.** Add lines 13 through 23	51,637	0	0	51,637
	25	Contributions, gifts, grants paid	140,495			140,495
	26	**Total expenses and disbursements.** Add lines 24 and 25	192,132	0	0	192,132
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	138,307			
	b	**Net investment income** (if negative, enter -0-)		157,988		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Form **990-PF** (2011)

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			
	2	Savings and temporary cash investments	650,703	755,378	810,081
	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 (att schedule) ◆			
		Less allowance for doubtful accounts ◆ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule) Stmt 5	709,929	645,689	657,426
	b	Investments—corporate stock (attach schedule) See Stmt 6	1,804,214	1,984,225	2,244,410
	c	Investments—corporate bonds (attach schedule) See Stmt 7	667,972	602,409	609,693
	11	Investments—land, buildings, and equipment. basis ◆			
		Less: accumulated depreciation (attach sch) ◆			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) See Statement 8			
	14	Land, buildings, and equipment basis ◆			
		Less accumulated depreciation (attach sch) ◆			
	15	Other assets (describe ◆ See Statement 9)	16,576		13,747
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,849,394	3,987,701	4,335,357
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	3,849,394	3,987,701	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ◆ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	3,849,394	3,987,701	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,849,394	3,987,701	

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	3,849,394
2	Enter amount from Part I, line 27a	2	138,307
3	Other increases not included in line 2 (itemize) ◆	3	
4	Add lines 1, 2, and 3	4	3,987,701
5	Decreases not included in line 2 (itemize) ◆	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,987,701

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 attached			
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	100			100
b	25			25
c				
d				
e				

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

	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				100
b				25
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	125
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	164,601	4,108,623	0.040062
2009	63,013	3,553,430	0.017733
2008	5,000	3,286,270	0.001521
2007			
2006			

2 Total of line 1, column (d)	2	0.059316
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	0.019772
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,335,310
5 Multiply line 4 by line 3	5	85,718
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,580
7 Add lines 5 and 6	7	87,298
8 Enter qualifying distributions from Part XII, line 4	8	192,132

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ◆ ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ◆ ☒ and enter 1% of Part I, line 27b			1	1,580
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	1,580
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	1,580
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,165		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,235		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,400
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	38
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	1,782
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ◆ 1,782 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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ◆ None			
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 N/A	8b		
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 ◆ **Terring M. Weaver** Telephone no ◆ **304-624-0022**

349 Buckhannon Avenue

Located at ◆ **Clarksburg** **WV** ZIP+4 ◆ **26301**

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

and enter the amount of tax-exempt interest received or accrued during the year ◆ 15

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ◆			

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ◆ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	**N/A**	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ◆ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	**N/A**	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ◆ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	**N/A**	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

			Yes	No
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)?	**N/A**	**5b**	
	Organizations relying on a current notice regarding disaster assistance check here	◆ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	**N/A** ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	**X**
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**N/A**	**7b**	

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
Terring M. Weaver 349 Buckhannon Avenue	Clarksburg WV 26301	Sole Trustee 2.00	10,000	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 ◆		

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 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	4,117,074
b	Average of monthly cash balances			1b	284,256
c	Fair market value of all other assets (see instructions)			1c	0
d	**Total** (add lines 1a, b, and c)			1d	4,401,330
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0		
2	Acquisition indebtedness applicable to line 1 assets			2	0
3	Subtract line 2 from line 1d			3	4,401,330
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)			4	66,020
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	4,335,310
6	**Minimum investment return.** Enter 5% of line 5			6	216,766

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	216,766
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,580		
b	Income tax for 2011. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,580
3	Distributable amount before adjustments Subtract line 2c from line 1			3	215,186
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	215,186
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	215,186

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	192,132
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	192,132
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	1,580
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	190,552

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				215,186
2	Undistributed income, if any, as of the end of 2011.				
a	Enter amount for 2010 only			183,257	
b	Total for prior years 20____ , 20____ , 20____				
3	Excess distributions carryover, if any, to 2011				
a	From 2006				
b	From 2007				
c	From 2008				
d	From 2009				
e	From 2010				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2011 from Part XII, line 4 ◆ $ 192,132				
a	Applied to 2010, but not more than line 2a			183,257	
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				8,875
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				206,311
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2007				
b	Excess from 2008				
c	Excess from 2009				
d	Excess from 2010				
e	Excess from 2011				

DAA

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

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

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 ◆ ☐ 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

Terring M. Weaver 304-624-0022
349 Buckhannon Avenue Clarksburg WV 26301

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

Please see attached application form.

c Any submission deadlines

See Statement 10

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

See Statement 11

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 12				140,495
Total			◆ 3a	140,495
b Approved for future payment N/A				
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	71,670	
4 Dividends and interest from securities			14	91,563	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15		
8 Gain or (loss) from sales of assets other than inventory					167,206
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		163,233	167,206

13 **Total.** Add line 12, columns (b), (d), and (e) 13 330,439

(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)
	All net income (after administrative expenses) will be distributed to preselected charitable organizations or given to scholarship recipients.

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

Signature of officer or trustee

Date 7/17/12

Title **Sole Trustee**

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature Melissa J. Watters

Date 7/17/12

Check ☐ if self-employed

PTIN

Firm's name ◆ **Steptoe & Johnson**

Firm's address ◆ **1085 Van Voorhis Rd Ste 400**
Morgantown, WV 26505-6403

Firm's EIN ◆ **55-0286140**

Phone no **304-598-8000**

EXHIBIT A

PART I, LINE 6a – SALE OF ASSETS

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
260	AT&T INC	T	03/31/09	$ 6,605.82	$ 25.407	$ 30.24	$ 7,862.40	$ 1,256.58 LT		
140			07/02/10	3,384.92	24.178	30.24	4,233.60	848.68 LT		
400				**9,990.74**	**24 977**		**12,096.00**	**2,105.26**	**5.82**	**704 00**
278	ALLSTATE CORP	ALL	03/31/09	5,204.02	18.719	27.41	7,619 98	2,415.96 LT		
65			07/02/10	1,834.24	28.219	27.41	1,781 65	(52.59) LT		
343				**7,038.26**	**20.52**		**9,401.63**	**2,363.37**	**3.064**	**288.12**
285	AMEREN CORP	AEE	03/31/09	6,481.81	22.743	33.13	9,442.05	2,960.24 LT		
122			07/02/10	2,899.59	23.767	33.13	4,041.86	1,142.27 LT		
407				**9,381.40**	**23.05**		**13,483.91**	**4,102.51**	**4 829**	**651.20**
140	AMERIPRISE FINANCIAL INC	AMP	08/31/10	6,075.51	43.396	49 64	6,949.60	874.09 LT		
85			09/01/10	3,853.59	45.336	49.64	4,219.40	365.81 LT		
225				**9,929.10**	**44.129**		**11,169.00**	**1,239.90**	**2.256**	**252.00**
210	ANNALY CAPITAL MANAGEMENT INC	NLY	03/31/09	2,809.42	13.378	15.96	3,351.60	542.18 LT		
120			04/03/09	1,694.45	14.12	15.96	1,915.20	220.75 LT		
123			07/02/10	2,140.08	17.399	15.96	1,963.08	(177.00) LT		
157			12/22/10	2,880.89	18.349	15.96	2,505.72	(375.17) LT		
610				**9,524.84**	**15.614**		**9,735.60**	**210.76**	**14.285**	**1,390.80**
55	CHESAPEAKE ENERGY CORP	CHK	11/11/09	1,409.30	25.623	22.29	1,225 95	(183.35) LT		
25			11/12/09	617.87	24.714	22.29	557.25	(60.62) LT		
170			11/13/09	4,252.67	25.015	22.29	3,789.30	(463.37) LT		
116			07/02/10	2,381.36	20.529	22.29	2,585.64	204.28 LT		
366				**8,661.20**	**23.664**		**8,158.14**	**(503.06)**	**1.57**	**128.10**
65	CHEVRON CORP	CVX	03/31/09	4,347.07	66.878	106.40	6,916.00	2,568.93 LT		
49			07/02/10	3,288.34	67.109	106.40	5,213 60	1,925.26 LT		
114				**7,635.41**	**66 977**		**12,129 60**	**4,494.19**	**3 045**	**369.36**
108	CONOCOPHILLIPS	COP	03/31/09	4,235.54	39 218	72.87	7,869.96	3,634.42 LT		
40			11/10/09	2,141 36	53.534	72.87	2,914.80	773.44 LT		
125			11/11/09	6,718.75	53.75	72.87	9,108 75	2,390.00 LT		
10			11/13/09	527.46	52.745	72.87	728.70	201.24 LT		
58			07/02/10	2,817.47	48.577	72 87	4,226 46	1,408 99 LT		
341				**16,440.58**	**48.213**		**24,848.67**	**8,408.09**	**3.622**	**900.24**
435	R R DONNELLEY & SONS CO	RRD	03/31/09	3,139.96	7.218	14.43	6,277.05	3,137.09 LT		
166			07/02/10	2,672.33	16.098	14.43	2,395 38	(276.95) LT		
195			12/08/11	2,780.31	14.258	14.43	2,813.85	33.54 ST		
796				**8,592 60**	**10.795**		**11,486 28**	**2,893.68**	**7 207**	**827 84**

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
110	EASTMAN CHEMICAL CO	EMN	10/03/11	$ 3,758.84	$ 34.171	$ 39.06	$ 4,296.60	$ 537.76 ST		
45			10/04/11	1,539.24	34.205	39.06	1,757.70	218.46 ST		
115			10/07/11	4,077.74	35.458	39 06	4,491.90	414.16 ST		
10			10/10/11	364.11	36 411	39.06	390 60	26.49 ST		
19			10/11/11	698.34	36.754	39.06	742.14	43.80 ST		
299				**10,438.27**	**34.911**		**11,678.94**	**1,240 67**	**2 662**	**310.96**
230	EDISON INTERNATIONAL	EIX	03/31/09	6,580.19	28.609	41.40	9,522.00	2,941.81 LT		
79			07/02/10	2,469.38	31.258	41.40	3,270 60	801.22 LT		
309				**9,049.57**	**29.287**		**12,792.60**	**3,743.03**	**3.14**	**401.70**
45	ENSCO PLC ADR	ESV	11/25/11	2,158.54	47.967	46.92	2,111.40	(47.14) ST		
80			11/28/11	3,932.79	49 159	46.92	3,753.60	(179.19) ST		
75			11/29/11	3,708.39	49.445	46.92	3,519.00	(189.39) ST		
17			12/01/11	887.17	52.186	46.92	797.64	(89.53) ST		
217				**10,686.89**	**49.248**		**10,181.64**	**(505.25)**	**2.983**	**303.80**
140	FREEPORT MCMORAN COPPER & GOLD CL B	FCX	01/11/10	6,211.35	44.366	36.79	5,150.60	(1,060.75) LT		
18			01/13/10	761.81	42.322	36.79	662.22	(99.59) LT		
112			07/02/10	3,281.04	29.295	36.79	4,120.48	839.44 LT		
270				**10,254.20**	**37.979**		**9,933.30**	**(320.90)**	**2.718**	**270.00**
525	GENERAL ELECTRIC CO	GE	07/29/10	8,404.83	16.009	17.91	9,402.75	997.92 LT		
130			08/11/10	2,061.14	15.854	17.91	2,328 30	267.16 LT		
655				**10,465.97**	**15.979**		**11,731.05**	**1,265.08**	**3.796**	**445.40**
139	GLAXOSMITHKLINE PLC SP ADR	GSK	03/31/09	4,300.52	30.939	45.63	6,342.57	2,042.05 LT		
92			05/14/10	3,139.25	34.122	45.63	4,197.96	1,058.71 LT		
56			07/02/10	1,888.20	33.717	45.63	2,555.28	667.08 LT		
287				**9,327.97**	**32.502**		**13,095 81**	**3,767.84**	**4.834**	**633.12**
230	HARRIS CORP-DELAWARE-	HRS	03/31/09	6,646.89	28.899	36.04	8,289.20	1,642.31 LT		
5			07/02/10	206.76	41.351	36.04	180.20	(26.56) LT		
25			12/09/11	887.48	35.499	36.04	901 00	13.52 ST		
55			12/12/11	1,928.02	35.054	36.04	1,982.20	54.18 ST		
315				**9,669.15**	**30 696**		**11,352.60**	**1,683.45**	**3.107**	**352.80**
195	HUDSON CITY BANCORP INC	HCBK	07/06/09	2,597.17	13 318	6.25	1,218 75	(1,378.42) LT		
175			07/08/09	2,321.83	13.267	6.25	1,093.75	(1,228.08) LT		
170			07/09/09	2,296.63	13.509	6.25	1,062.50	(1,234.13) LT		
256			07/02/10	3,112.50	12.158	6.25	1,600.00	(1,512.50) LT		
145			02/10/11	1,617.13	11.152	6.25	906.25	(710 88) ST		

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
259	HUDSON CITY BANCORP INC	HCBK	03/21/11	$ 2,584.54	$ 9.978	$ 6 25	$ 1,618.75	($ 965.79) ST		
210			08/24/11	1,245 99	5 933	6.25	1,312 50	66.51 ST		
165			08/25/11	965.32	5 85	6.25	1,031 25	65.93 ST		
244			08/26/11	1,439.89	5.901	6.25	1,525 00	85.11 ST		
1,819				**18,181 00**	**9.995**		**11,368 75**	**(6,812.25)**	**5 12**	**582.08**
176	INTEL CORP	INTC	11/12/09	3,535.91	20.09	24 25	4,268.00	732 09 LT		
110			11/13/09	2,174.13	19.764	24.25	2,667.50	493.37 LT		
56			07/02/10	1,071.06	19.126	24.25	1,358.00	286.94 LT		
600			09/01/10	10,894.80	18.158	24 25	14,550.00	3,655.20 LT		
942				**17,675.90**	**18 764**		**22,843.50**	**5,167.60**	**3 463**	**791.28**
2	INTL BUSINESS MACHINES CORP	IBM	04/02/09	198.37	99.184	183 88	367.76	169.39 LT		
15			04/07/09	1,487.07	99.137	183.88	2,758.20	1,271.13 LT		
18			04/15/09	1,764.35	98.019	183.88	3,309.84	1,545 49 LT		
16			04/23/09	1,618.36	101.147	183.88	2,942.08	1,323.72 LT		
11			07/02/10	1,332.76	121.16	183.88	2,022.68	689 92 LT		
62				**6,400.91**	**103 24**		**11,400.56**	**4,999.65**	**1 631**	**186.00**
445	INTERNATIONAL PAPER CO	IP	03/17/11	11,672.75	26.23	29.60	13,172.00	1,499.25 ST		
90			06/21/11	2,585.44	28.727	29 60	2,664.00	78.56 ST		
306			06/22/11	8,842.42	28.896	29 60	9,057.60	215.18 ST		
841				**23,100.61**	**27.468**		**24,893 60**	**1,792.99**	**3.547**	**883.05**
185	JPMORGAN CHASE & CO	JPM	05/03/11	8,483 45	45.856	33.25	6,151.25	(2,332.20) ST		
92			05/04/11	4,207.20	45.73	33.25	3,059.00	(1,148.20) ST		
399			11/04/11	13,467 85	33.754	33 25	13,266.75	(201.10) ST		
676				**26,158.50**	**38.696**		**22,477 00**	**(3,681.50)**	**3 007**	**676.00**
100	JOHNSON & JOHNSON	JNJ	05/04/09	5,327.64	53.276	65 58	6,558.00	1,230.36 LT		
35			05/15/09	1,935.14	55.289	65.58	2,295.30	360.16 LT		
28			07/02/10	1,655.64	59.13	65.58	1,836 24	180.60 LT		
43			03/21/11	2,532 60	58.897	65.58	2,819.94	287.34 ST		
206				**11,451.02**	**55.587**		**13,509.48**	**2,058 46**	**3.476**	**469.68**
140	KIMBERLY CLARK CORP	KMB	03/31/09	6,450.49	46.074	73.56	10,298.40	3,847.91 LT		
19			07/02/10	1,154.06	60.74	73 56	1,397.64	243.58 LT		
159				**7,604.55**	**47.827**		**11,696 04**	**4,091.49**	**3.806**	**445.20**
80	ELI LILLY & CO	LLY	05/04/11	3,049 26	38.115	41.56	3,324.80	275.54 ST		
248			05/05/11	9,447.11	38.093	41 56	10,306.88	859 77 ST		
328				**12,496 37**	**38.099**		**13,631.68**	**1,135.31**	**4.716**	**642.88**

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
65	LOCKHEED MARTIN CORP	LMT	03/16/10	$ 5,490 34	$ 84 466	$ 80 90	$ 5.258.50	($ 231.84) LT		
45			03/17/10	3,815 37	84 786	80 90	3,640.50	(174 87) LT		
20			07/02/10	1,485.39	74.269	80 90	1,618.00	132.61 LT		
130				**10,791.10**	**83.008**		**10,517.00**	**(274.10)**	**4 944**	**520.00**
181	MARATHON OIL CORP	MRO	03/31/09	2,826 35	15.615	29 27	5.297.87	2 471.52 LT		
64			07/02/10	1,175.74	18.37	29.27	1.873.28	697.54 LT		
50			07/13/11	1.586 05	31.721	29.27	1,463.50	(122.55) ST		
87			07/21/11	2.760.30	31.727	29.27	2,546.49	(213.81) ST		
382				**8,348 44**	**21 855**		**11,181 14**	**2,832.70**	**2 049**	**229 20**
115	MATTEL INC DE	MAT	08/31/11	3,096.05	26.922	27 76	3,192 40	96.35 ST		
86			09/01/11	2,316.12	26 931	27.76	2,387.36	71 24 ST		
90			09/26/11	2.314.95	25.721	27.76	2.498.40	183 45 ST		
111			09/28/11	2.946.25	26 542	27.76	3.081.36	135 11 ST		
402				**10,673 37**	**26.551**		**11,159 52**	**486 15**	**3.314**	**369 84**
225	MEDTRONIC INC	MDT	03/31/09	6,609.94	29.377	38.25	8.606 25	1.996.31 LT		
43			07/02/10	1,549.68	36.039	38 25	1,644.75	95.07 LT		
50			09/02/10	1,617.80	32.356	38.25	1.912 50	294.70 LT		
318				**9,777.42**	**30 747**		**12,163.50**	**2,386.08**	**2.535**	**308.46**
4	METLIFE INC	MET	04/24/09	114.96	28.74	31.18	124.72	9.76 LT		
205			05/04/09	5.619.97	27.414	31 18	6.391 90	771.93 LT		
52			07/02/10	1,931.94	37.152	31.18	1,621.36	(310.58) LT		
101			12/08/11	3,158.34	31.27	31.18	3,149.18	(9 16) ST		
362				**10,825 21**	**29.904**		**11,287 16**	**461 95**	**2.373**	**267 88**
310	MICROSOFT CORP	MSFT	11/29/10	7,832.99	25.267	25 96	8,047.60	214.61 LT		
120			11/30/10	3,008.93	25.074	25.96	3.115 20	106.27 LT		
5			11/30/10	126.89	25 378	25.96	129.80	2 91 LT		
435				**10,968 81**	**25 216**		**11,292 60**	**323.79**	**3.081**	**348 00**
175	NORTHROP GRUMMAN CORP	NOC	10/26/09	8.019 78	45 827	58 48	10,234.00	2.214 22 LT		
4			07/02/10	195.37	48 842	58 48	233 92	38.55 LT		
179				**8,215 15**	**45 895**		**10,467.92**	**2,252.77**	**3 419**	**358.00**
35	PNC FINANCIAL SERVICES GROUP	PNC	11/10/10	1 999.89	57 139	57 67	2.018 45	18.56 LT		
131			11/11/10	7,503.84	57.281	57.67	7,554 77	50 93 LT		
31			11/18/10	1,740.87	56.157	57.67	1,787 77	46.90 LT		
197				**11,244.60**	**57 079**		**11,360.99**	**116 39**	**2.427**	**275.80**

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
70	PEPSICO INC	PEP	03/02/11	$ 4,404 25	$ 62.917	$ 66.35	$ 4,644.50	$ 240 25 ST		
23			03/03/11	1,463.32	63.622	66 35	1,526 05	62 73 ST		
95			03/14/11	6,055.40	63.741	66.35	6,303.25	247 85 ST		
188				**11,922.97**	**63 42**		**12,473.80**	**550.83**	**3.104**	**387.28**
205	PFIZER INC	PFE	03/31/09	2,808.09	13 698	21.64	4,436.20	1,628 11 LT		
155			04/13/10	2,665.19	17.194	21.64	3,354.20	689.01 LT		
261			07/02/10	3,703.59	14 19	21.64	5,648.04	1,944.45 LT		
621				**9,176.87**	**14.778**		**13,438.44**	**4,261.57**	**4.066**	**546.48**
95	PITNEY BOWES INC	PBI	12/17/10	2,327.71	24.502	18.54	1,761.30	(566.41) LT		
25			12/20/10	615.73	24.629	18.54	463.50	(152.23) LT		
80			12/21/10	1,969.02	24.612	18.54	1,483.20	(485.82) LT		
31			12/22/10	765.01	24.677	18.54	574 74	(190.27) LT		
210			03/29/11	5,295.38	25.216	18 54	3,893.40	(1,401.98) ST		
43			03/30/11	1,090.87	25 369	18 54	797.22	(293.65) ST		
484				**12,063.72**	**24.925**		**8,973.36**	**(3,090.36)**	**7.982**	**716.32**
275	REYNOLDS AMERICAN INC	RAI	03/31/09	4,975.85	18.094	41.42	11,390.50	6,414.65 LT		
10			07/02/10	261.65	26.165	41.42	414.20	152.55 LT		
285				**5,237.50**	**18.377**		**11,804.70**	**6,567.20**	**5.408**	**638.40**
145	ROYAL DUTCH SHELL PLC ADR CL A	RDSA	03/31/09	6,446.41	44.458	73.09	10,598.05	4,151.64 LT		
49			07/02/10	2,446.40	49.926	73 09	3,581.41	1,135.01 LT		
194				**8,892.81**	**45.839**		**14,179.46**	**5,286.65**	**3.907**	**554.06**
10	SANOFI SPONS ADR	SNY	10/28/10	347.96	34.796	36.54	365.40	17.44 LT		
105			10/29/10	3,688.48	35.128	36.54	3,836.70	148.22 LT		
75			11/01/10	2,625.54	35.007	36.54	2,740.50	114.96 LT		
70			11/02/10	2,489.33	35.561	36.54	2,557.80	68.47 LT		
40			11/03/10	1,407.01	35.175	36.54	1,461.60	54.59 LT		
14			11/04/10	505.35	36.096	36.54	511.56	6.21 LT		
25			12/08/10	815.95	32 637	36.54	913.50	97.55 LT		
339				**11,879.62**	**35.043**		**12,387.06**	**507.44**	**3.62**	**448.50**
105	TIME WARNER INC	TWX	12/07/10	3,283.00	31.266	36 14	3,794.70	511.70 LT		
258			12/08/10	8,101.33	31.40	36.14	9,324.12	1,222.79 LT		
363				**11,384.33**	**31 362**		**13,118 82**	**1,734 49**	**2.60**	**341.22**
135	TOTAL S.A SPONS ADR	TOT	03/31/09	6,590.01	48.814	51 11	6,899.85	309.84 LT		
55			02/16/10	3,213.62	58 429	51 11	2,811.05	(402.57) LT		
90			02/17/10	5,245.52	58.283	51 11	4,599 90	(645.62) 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)
25	TOTAL S A SPONS ADR	TOT	02/18/10	$ 1,457.81	$ 58.312	$ 51.11	$ 1,277.75	($ 180.06) LT		
66			05/14/10	3,166.75	47.981	51.11	3,373.26	206.51 LT		
55			07/02/10	2,498.10	45.42	51.11	2,811.05	312.95 LT		
426				**22,171.81**	**52.047**		**21,772.86**	**(398.95)**	**5.272**	**1,148.07**
165	TRAVELERS COMPANIES INC	TRV	03/31/09	6,497.21	39.377	59.17	9,763.05	3,265.84 LT		
35			07/02/10	1,694.35	48.41	59.17	2,070 95	376.60 LT		
200				**8,191.56**	**40 958**		**11,834.00**	**3,642.44**	**2.771**	**328 00**
227	WAL-MART STORES INC	WMT	07/14/11	**12,154.76**	**53.545**	**59.76**	**13,565.52**	**1,410.76** ST	**2 443**	**331 42**
290	WELLS FARGO & CO NEW	WFC	08/27/10	6,851.74	23.626	27.56	7,992.40	1,140.66 LT		
5			08/27/10	119.64	23 928	27.56	137.80	18.16 LT		
115			09/01/10	2,824.95	24.564	27.56	3,169.40	344.45 LT		
410				**9,796.33**	**23.893**		**11,299.60**	**1,503.27**	**1.741**	**196.80**
35	WHIRLPOOL CORP	WHR	08/05/11	2,318.77	66.25	47.45	1,660.75	(658.02) ST		
46			08/08/11	2,928.14	63.655	47.45	2,182.70	(745.44) ST		
88			08/11/11	5,254.32	59.708	47.45	4,175.60	(1,078.72) ST		
16			08/22/11	898.68	56.167	47.45	759.20	(139.48) ST		
185				**11,399.91**	**61.621**		**8,778.25**	**(2,621.66)**	**4.214**	**370.00**
912	XEROX CORP	XRX	03/31/09	4,193.38	4.598	7.96	7,259.52	3,066.14 LT		
306			07/02/10	2,441.27	7.978	7.96	2,435.76	(5.51) LT		
1,218				**6,634.65**	**5.447**		**9,695.28**	**3,060.63**	**2.135**	**207.06**
Total common stocks and options				**$ 501,905 95**			**$ 577,846.36**	**($ 3,303.39) ST**	**3.77**	
								$ 79,243.80 LT		**$ 21,796.40**
Total portfolio value				**$ 517,513.76**			**$ 593,454.17**	**($ 3,303.39) ST**	**3.67**	**$ 21,797.96**
								$ 79,243.80 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)
107	DEUTSCHE LUFTHANSA AG	DLAKY	11/30/11	$ 1,380.18	$ 12.898	$ 11.78	$ 1,260.46	($ 119.72) ST		
300	SPONS ADR			4,934.10	16 447		3,534.00	(1,400.10)	5.398	190.80
66	DEUTSCHE POST	DPSGY	03/27/09	730.78	11.072	15.42	1,017.72	286 94 LT		
185			04/06/09	2.227.94	12.042	15 42	2,852.70	624.76 LT		
251				2,958.72	11.788		3,870.42	911.70	5.83	225.65
129	ENI SPA SPONSORED ADR	E	03/27/09	5,139.36	39.84	41.27	5,323.83	184.47 LT		
41			08/04/11	1,626.59	39.673	41.27	1,692.07	65.48 ST		
170				6,765.95	39.80		7,015.90	249.95	4.964	348.33
223	E ON AG SPONS ADR	EONGY	03/27/09	6,266.30	28.10	21.39	4,769.97	(1,496.33) LT	7.424	354.12
71	EMBRAER S A-BRL	ERJ	03/27/09	930.81	13.11	25 22	1,790.62	859.81 LT	.678	12.14
82	ERICSSON L M TEL CO CL B	ERIC	10/16/09	856.56	10.445	10.13	830.66	(25.90) LT		
281	ADR NEW -USD-		11/20/09	2,829 36	10.068	10.13	2,846.53	17.17 LT		
140			05/07/10	1,395 20	9.965	10 13	1,418.20	23.00 LT		
130			10/06/10	1,397.98	10.753	10.13	1,316.90	(81.08) LT		
259			10/20/10	2,793.65	10.786	10.13	2,623.67	(169 98) LT		
168			06/23/11	2,217.45	13.199	10.13	1,701.84	(515.61) ST		
1,060				11,490 20	10.84		10,737 80	(752.40)	2.546	273.48
293	FRANCE TELECOM SA SPON ADR	FTE	03/27/09	6,639.35	22.659	15.66	4,588.38	(2,050.97) LT		
67			10/14/11	1,227.28	18.317	15.66	1,049.22	(178.06) ST		
360				7,866.63	21.852		5,637 60	(2,229.03)	10.478	590.76
149	GDF SUEZ-EUR	GDFZY	03/27/09	5,252.25	35.25	27.17	4,048 33	(1,203.92) LT	5.524	223.65
223	GAZPROM OAO SPONS ADR	OGZPY	03/27/09	1,767.28	7.925	10.681	2,381.86	614 58 LT		
100			08/03/11	1,409.01	14.09	10 681	1,068.10	(340.91) ST		
323				3,176 29	9.834		3,449.96	273.67	1.928	66 54
125	G4S PLC UNSPON ADR	GFSZY	03/27/09	1,717.50	13.74	21.10	2,637 50	920 00 LT	2.81	74.13
182	GLAXOSMITHKLINE PLC SP ADR	GSK	03/27/09	5,392.30	29.628	45.63	8,304.66	2,912.36 LT	4 834	401.49
27	HSBC HLDG PLC SP ADR NEW	HBC	03/27/09	777.06	28.78	38.10	1,028.70	251.64 LT		
48			08/18/10	2,454 77	51.141	38.10	1,828 80	(625.97) LT		
29			02/03/11	1,656.54	57.121	38.10	1,104.90	(551.64) ST		
104				4,888.37	47.004		3,962.40	(925.97)	5.118	202.80
76	HUTCHISON WHAMPOA LTD-ADR	HUWHY	03/27/09	819.89	10.788	16.58	1,260.08	440.19 LT		
105			05/06/09	1,273.55	12.129	16.58	1,740.90	467.35 LT		
181				2,093 44	11 566		3,000.98	907.54	2.87	86.16

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
156	ICICI BANK LTD-SPONS ADR-INR	IBN	03/27/09	**$ 2,295.85**	$ 14.717	$ 26.43	**$ 4,123.08**	**$ 1,827.23** LT	2.349%	$ 96.88
321	ING GROEP NV SPONS ADR	ING	03/27/09	1,954.81	6 089	7.17	2,301.57	346.76 LT		
318			12/17/09	1,992.67	6 266	7.17	2,280 06	287.39 LT		
144			10/20/10	1,570.54	10.906	7.17	1,032.48	(538.06) LT		
783				**5,518 02**	**7.047**		**5,614 11**	**96.09**		
81	INT CONS AIRLS GPR SA SPON ADR	ICAGY	05/07/09	1 085.65	13.403	11.38	921.78	(163.87) LT		
106			06/04/09	1,307 11	12.331	11.38	1,206.28	(100.83) LT		
6			07/01/09	61.74	10.29	11 38	68.28	6.54 LT		
193				**2,454 50**	**12.718**		**2,196.34**	**(258.16)**		
134	INTESA SANPAOLO S P A SPONSORED ADR	ISNPY	03/27/09	2,331.60	17.40	9.94	1,331.96	(999.64) LT		
190			02/02/11	3,953.56	20.808	9.94	1,888.60	(2,064.96) ST		
96			07/13/11	1,319.26	13.742	9.94	954.24	(365.04) ST		
256			09/02/11	2,457.60	9.60	9.94	2,544.64	87.04 ST		
676				**10,062.04**	**14.885**		**6,719.44**	**(3,342.60)**	**4 879**	**327.86**
67	ITOCHU CORP ADR	ITOCY	06/18/10	1,142.12	17.046	20.14	1,349.38	207.26 LT		
80			06/30/10	1,266.86	15 835	20.14	1,611.20	344 34 LT		
75			12/03/10	1,462.74	19.503	20.14	1,510.50	47.76 LT		
59			01/27/11	1,312.86	22.251	20.14	1,188.26	(124.60) ST		
104			03/15/11	1,916.66	18.429	20.14	2,094.56	177.90 ST		
385				**7,101.24**	**18.445**		**7,753.90**	**652.66**	**2.646**	**205.21**
130	KB FINANCIAL GROUP INC ADR	KB	03/27/09	3,465.55	26.658	31.34	4,074.20	608.65 LT		
25			02/04/10	1,070.69	42 827	31.34	783.50	(287.19) LT		
48			07/14/11	2,422.50	50.468	31.34	1,504.32	(918.18) ST		
203				**6,958 74**	**34 28**		**6,362.02**	**(596.72)**	**.242**	**15.43**
1,150	KINGFISHER PLC SPONSORED ADR NEW	KGFHY	03/27/09	**4,542.50**	3.95	7.69	**8,843.50**	**4,301.00** LT	**2.808**	**248.40**
167	KONINKLIJKE PHILIPS ELECTRONCIS NS SPON ADR NEW	PHG	03/27/09	2,738.63	16.399	20.95	3,498.65	760.02 LT		
65			06/22/11	1,487.70	22.887	20.95	1,361.75	(125.95) ST		
232				**4,226 33**	**18.217**		**4,860 40**	**634 07**	**4.515**	**219.47**
115	KONICA MINOLTA HLDGS UNSPON ADR	KNCAY	06/05/09	2,559.46	22.256	14.69	1,689.35	(870.11) LT		
120			07/01/10	2,311.44	19.262	14.69	1,762.80	(548.64) LT		
235				**4,870.90**	**20.727**		**3,452.15**	**(1,418.75)**	**2.117**	**73.09**
225	LONZA GROUP AG UNSPON ADR	LZAGY	03/27/09	2,187.26	9.96	5.88	1,323.00	(864.26) LT		
204			10/28/09	2,097.47	10.52	5.88	1,199 52	(897 95) LT		
429				**4,284.73**	**9.988**		**2,522.52**	**(1,762 21)**	**3.673**	**92.66**

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
118	MARKS & SPENCER GROUP PLC SPONSORED ADR	MAKSY	11/06/09	$ 1,453.54	$ 12.318	$ 9.52	$ 1,123 36	($ 330.18) LT		
126			05/07/10	1,229.53	9.758	9.52	1,199 52	(30.01) LT		
135			12/16/10	1,619 04	11.992	9.52	1,285.20	(333.84) LT		
379				4,302 11	11.351		3,608 08	(694.03)	5.378	194.05
168	MERCK KGAA ADR	MKGAY	03/27/09	4,872.00	29 00	33.23	5,582.64	710.64 LT		
54			11/06/09	1,755 37	32.506	33.23	1,794.42	39.05 LT		
49			01/25/10	1,517.87	30.976	33.23	1,628.27	110.40 LT		
271				8,145.24	30.056		9,005.33	860.09	1.20	108.13
388	MICHELIN CGDE UNSPON ADR	MGDDY	03/27/09	3,094.85	7.976	11.72	4,547.36	1,452.51 LT		
97			12/21/11	1,151.32	11.869	11.72	1,136.84	(14.48) ST		
485				4,246.17	8.755		5,684 20	1,438.03	3.174	180.42
299	MITSUBISHI UFJ FINANCIAL GROUP INC ADR	MTU	12/17/09	1,566.19	5.238	4.19	1,252 81	(313.38) LT	3.317	41.56
73	MUNICH RE GROUP UNSPON ADR	MURGY	03/27/09	917.61	12.57	12.28	896.44	(21.17) LT		
373			03/17/11	5,718.39	15 33	12.28	4,580.44	(1,137.95) ST		
446				6,636.00	14.879		5,476.88	(1,159.12)	5.04	276 07
67	NESTLE S A SPONSORED ADR	NSRGY	03/27/09	2,217.70	33.10	57.71	3,866.57	1,648.87 LT	3.061	118.39
186	NINTENDO CO LTD ADR NEW	NTDOY	03/27/09	6,988.95	37.575	16 94	3,150.84	(3,838.11) LT		
29			05/22/09	974.05	33.588	16.94	491.26	(482.79) LT		
3			07/01/09	104.40	34.80	16.94	50.82	(53.58) LT		
218				8,067.40	37.006		3,692.92	(4,374.48)	2.355	86.98
139	NISSAN MTR LTD SPONS ADR	NSANY	01/20/11	2,866.14	20.619	17.78	2,471.42	(394.72) ST		
4			02/02/11	88.29	21.12	17.78	71.12	(17.17) ST X		
75			06/29/11	1,584.07	21.12	17.78	1,333.50	(250.57) ST		
218				4,538.50	20.819		3,876.04	(662.46)	1.726	66.93
509	NOMURA HOLDINGS INC ADR	NMR	03/25/11	2,778.07	5.457	2.98	1,516.82	(1,261.25) ST	3.087	46.83
101	NOVARTIS AG ADR	NVS	03/27/09	3,758.87	37.216	57.17	5,774.17	2,015 30 LT	3 507	202.51
21	POSCO SPON ADR	PKX	07/08/11	2,300.88	109.565	82.10	1,724.10	(576.78) ST		
21			08/03/11	2,273.40	108.257	82.10	1,724.10	(549.30) ST		
16			12/14/11	1,339.47	83.716	82.10	1,313.60	(25.87) ST		
58				5,913.75	101.961		4,761.80	(1,151.95)	2.283	108.75
139	PEARSON PLC SPONSORED ADR	PSO	03/27/09	1,384 42	9.959	18.87	2,622.93	1,238.51 LT	3.402	89.24
152	PETROLEO BRASILEIRO SA ADR	PBRA	03/27/09	3,927.38	25.838	23.49	3,570.48	(356.90) LT		
45			06/01/09	1,630 08	36.223	23.49	1,057.05	(573.03) LT		
197				5,557.46	28 21		4,627 53	(929 93)	638	29.55

Client Statement
December 1 - December 31, 2011

TERRING M WEAVER, TTEE   ***Account number 186-17891-11 775***

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
84	RANDSTAD HOLDING NV UNSPON ADR	RANJY	06/29/11	$ 1,921.96	$ 22.88	$ 14 80	$ 1.243.20	($ 678.76) ST		
97			07/27/11	2,166.53	22.335	14.80	1,435.60	(730 93) ST		
78			08/12/11	1,336.43	17.133	14.80	1,154.40	(182.03) ST		
259				**5,424.92**	**20.946**		**3,833.20**	**(1,591.72)**	**4 783**	**183.37**
48	REED ELSEVIER NV	ENL	06/16/10	1.079.81	22.495	23.21	1,114.08	34.27 LT		
58			10/27/10	1,505.62	25.959	23.21	1,346.18	(159.44) LT		
61			12/20/10	1.485.70	24.355	23.21	1,415.81	(69.89) LT		
167				**4,071.13**	**24.378**		**3,876.07**	**(195.06)**	**4 308**	**167.00**
75	REPSOL S A SPONSORED ADR	REPYY	03/27/09	**1,299.45**	17.326	30.51	**2,288 25**	**988 80** LT	**4.008**	**91.73**
60	REXAM PLC SPONS ADR -NEW-	REXMY	03/27/09	1,174.80	19.58	27.25	1,635 00	460 20 LT		
49			01/10/11	1,341.02	27.367	27.25	1,335.25	(5.77) ST		
109				**2,515 82**	**23 081**		**2,970.25**	**454.43**	**3.728**	**110.74**
138	ROCHE HLDG LTD SPON ADR	RHHBY	03/27/09	4.560.90	33.05	42 55	5,871.90	1.311.00 LT		
24			12/16/09	1,009.36	42.056	42.55	1,021 20	11 84 LT		
41			05/28/10	1,416.94	34 559	42 55	1,744.55	327 61 LT		
203				**6,987.20**	**34.42**		**8,637.65**	**1,650.45**	**2.655**	**229.39**
48	ROLLS ROYCE HOLDINGS PLC SPONSORED ADR	RYCEY	03/27/09	**972.49**	20.74	57.73	**2,771.04**	**1,798.55** LT	**938**	**26 02**
100	ROYAL DUTCH SHELL PLC ADR CL B	RDSB	03/27/09	4.527.98	45.279	76.01	7,601.00	3,073.02 LT		
38			04/16/10	2,255.08	59 344	76.01	2,888.38	633.30 LT		
21			12/27/10	1,377.41	65 591	76.01	1.596.21	218.80 LT		
159				**8,160.47**	**51.324**		**12,085.59**	**3,925.12**	**4 42**	**534.24**
212	SBM OFFSHORE NV-EUR	SBFFY	04/02/09	**2,772.84**	13.104	20.51	**4,348.12**	**1,575.28** LT	**2.642**	**114.90**
334	SANOFI SPONS ADR	SNY	03/27/09	**9,210 38**	27.576	36.54	**12,204 36**	**2,993.98** LT	**3.62**	**441.88**
144	SAP AG SPONS ADR-USD	SAP	03/27/09	5,111 75	35.498	52.95	7.624.80	2.513 05 LT		
43			06/08/09	1 804.74	41.97	52 95	2.276.85	472.11 LT		
187				**6,916 49**	**36.987**		**9,901.65**	**2,985.16**	**1 935**	**191.68**
80	SHANGHAI ELEC GROUP CO LTD-CNY	SIELY	03/27/09	504.00	6.30	9.11	728.80	224.80 LT		
170			04/01/09	1.014.00	5.964	9.11	1,548 70	534 70 LT		
164			06/30/10	1,473.87	8.987	9.11	1,494.04	20 17 LT		
157			06/13/11	1,585 90	10.101	9 11	1,430.27	(155 63) ST		
571				**4,577.77**	**8.017**		**5,201 81**	**624 04**	**3 347**	**174.16**
30	SHINHAN FINANCIAL GRP CO LTD ADR	SHG	08/04/11	**2,776 05**	92 535	68.21	**2,046.30**	**(729.75)** ST	**1.543**	**31 59**

TERRING M WEAVER, TTEE ***Account number 186-17891-11 775***

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
61	SIEMENS A G SPONS ADR	SI	03/27/09	$ 3,614 61	$ 59.256	$ 95.61	$ 5,832.21	$ 2,217.60 LT		
12			09/27/11	1,128.85	94 071	95.61	1,147 32	18.47 ST		
73				**4,743.46**	**64.979**		**6,979.53**	**2,236.07**	**3 089**	**215.64**
249	SILICONWARE PRECISION INDS SPON ADR	SPIL	12/23/10	1,458.03	5.855	4.36	1,085.64	(372.39) LT		
268			01/10/11	1,515.67	5.655	4 36	1,168.48	(347.19) ST		
412			03/23/11	2,527.04	6.133	4.36	1,796.32	(730.72) ST		
303			08/03/11	1,448.31	4.779	4.36	1,321.08	(127.23) ST		
1,232				**6,949 05**	**5.64**		**5,371.52**	**(1,577.53)**	**4.655**	**250.10**
356	SINGAPORE TELECOMMUNICATIO SPONSORED ADR NEW	SGAPY	03/27/09	**6,087.60**	17.10	23.89	**8,504.84**	**2,417.24** LT	**5.144**	**437.52**
83	SONY CORP SPON ADR-NEW	SNE	03/27/09	1,850.75	22.298	18.04	1,497 32	(353.43) LT		
1			07/01/09	25.97	25.97	18.04	18.04	(7.93) LT		
84				**1,876 72**	**22.342**		**1,515.36**	**(361 36)**	**1 59**	**24.11**
83	STATOILHYDRO ASA SPONS ADR	STO	05/12/09	1,791.93	21.589	25.61	2,125.63	333 70 LT		
123			06/03/09	2,569.84	20.893	25.61	3,150.03	580.19 LT		
91			12/20/10	2,087.55	22.94	25.61	2,330.51	242.96 LT		
57			12/23/10	1,327.00	23.28	25.61	1,459.77	132.77 LT		
354				**7,776 32**	**21.967**		**9,065.94**	**1,289.62**	**3.803**	**344.80**
246	SWIRE PACIFIC LTD SP ADR	SWRAY	03/27/09	**1,707.24**	6 94	12.00	**2,952.00**	**1,244.76** LT	**3 591**	**106.03**
139	SWISS RE LTD ADR	SSREY	06/06/11	**8,262.33**	59 441	50 55	**7,026.45**	**(1,235.88)** ST		
849	TAIWAN SEMICONDUCTOR MFG CO LTD ADR	TSM	03/27/09	7,837.84	9 237	12.91	10,960 59	3,122.75 LT		
182			10/21/10	1,898.79	10.432	12.91	2,349.62	450.83 LT		
1,031				**9,736.63**	**9.444**		**13,310 21**	**3,573.58**	**3.214**	**427 87**
64	TALISMAN ENERGY INC	TLM	05/12/09	899.56	14.055	12.75	816.00	(83.56) LT		
85			04/23/10	1,446.97	17.023	12.75	1,083.75	(363.22) LT		
83			10/06/10	1,475 85	17.781	12.75	1,058.25	(417.60) LT		
148			10/14/11	1,945 65	13.146	12.75	1,887.00	(58.65) ST		
380				**5,768.03**	**15.179**		**4,845.00**	**(923.03)**	**2.117**	**102.60**
306	TELEFONICA S.A. SPON ADR	TEF	03/27/09	6,129.82	20.032	17.19	5,260.14	(869.68) LT		
93			06/12/09	2,021.92	21.741	17.19	1,598.67	(423.25) LT		
65			10/12/11	1,365 20	21 003	17.19	1,117.35	(247.85) ST		
464				**9,516.94**	**20 511**		**7,976.16**	**(1,540.78)**	**9.959**	**794.37**
103	TELEKOM AUSTRIA AG SPON ADR	TKAGY	03/27/09	**3,038.50**	29.50	23.88	**2,459.64**	**(578 86)** LT	**6 649**	**163.56**
195	TELENOR ASA ADR REPSTG	TELNY	03/27/09	**3,435 90**	17 62	48.77	**9,510.15**	**6,074 25** LT	**3 674**	**349 44**

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
267	TESCO PLC SPONSORED ADR	TSCDY	03/27/09	**$ 3,623.19**	$ 13 57	$ 18.84	**$ 5,030 28**	**$ 1,407 09** LT	**3 519%**	**$ 177.02**
181	TOTAL S.A SPONS ADR	TOT	03/27/09	**9,277.44**	51.256	51.11	**9,250 91**	**(26 53)** LT	**5.272**	**487.80**
91	TOYOTA MOTOR CORP ADR NEW	TM	03/27/09	**5,982 70**	65 744	66.13	**6,017.83**	**35.13** LT	**1.76**	**105.92**
127	TREND MICRO INC SPON ADR	TMICY	01/07/11	**4,225.74**	33.273	29.66	**3,766 82**	**(458.92)** ST	**2.602**	**98.04**
224	TURKCELL ILETISM HIZMET ADR	TKC	03/27/09	**2,669.86**	11 919	11.76	**2,634.24**	**(35 62)** LT	**5.025**	**132.38**
152	UNILEVER NV NY SHS-NEW	UN	03/27/09	**2,962.24**	19.488	34.37	**5,224.24**	**2,262.00** LT	**3 066**	**160.21**
68	VALE SA SPON ADR REPSTG 1 CLASS A PFD	VALEP	03/30/09	777.76	11.437	20.60	1,400.80	623.04 LT		
91			06/18/09	1,461.09	16.055	20 60	1,874.60	413.51 LT		
99			07/08/09	1,389.62	14.036	20.60	2,039.40	649.78 LT		
258				**3,628.47**	**14.064**		**5,314.80**	**1,686.33**	**1.80**	**95.72**
269	VINCI S.A. ADR	VCISY	03/27/09	**2,539 36**	9.44	10.86	**2,921.34**	**381.98** LT	**4.005**	**117.02**
173	VIVENDI S.A.	VIVHY	03/04/11	**4,874.80**	28.178	21.74	**3,761.02**	**(1,113 78)** ST	**7.548**	**283 89**
271	VODAFONE GROUP PLC SPONS ADR NEW	VOD	03/27/09	4,513.88	16.656	28.03	7,596 13	3,082.25 LT		
123			06/21/10	2,644 04	21.496	28 03	3,447.69	803.65 LT		
394				**7,157.92**	**18.167**		**11,043 82**	**3,885.90**	**5.148**	**568 54**
Total common stocks and options				**$ 451,728.60**			**$ 471,983.24**	**($ 24,926.92)** ST **$ 45,181.56** LT	**3.78**	**$ 17,857.89**
Total portfolio value				**$ 476,972.74**			**$ 497,227.38**	**($ 24,926.92)** ST **$ 45,181.56** LT	**3.59**	**$ 17,860.41**

X The cost basis and acquisition date of this tax lot were adjusted due to a wash sale.

TRANSACTION DETAILS *All transactions appearing are based on trade-date.*

Investment activity

Date	Activity	Description	Quantity	Price	Amount
12/02/11	Sold	UNILEVER NV NY SHS-NEW MorganStanley SmithBarney LLC acted as your agent in this transaction	-33	$ 33.3917	$ 1,101.90
12/14/11	Bought	POSCO SPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	16	83.7166	-1,339 47

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
44	ACE LIMITED	ACE	03/27/09	$ 1,786.79	$ 40 609	$ 70.12	$ 3,085.28	$ 1,298.49 LT	2 681 %	$ 82.72
153	FLEXTRONICS INTL LTD USD	FLEX	05/07/10	1,062.73	6.945	5.66	865 98	(196.75) LT		
293	Exchange rate: .7692899		10/21/10	1,811.44	6.182	5.66	1,658.38	(153 06) LT		
446	Shares traded in: Singapore dollars			2,874.17	6.444		2,524 36	(349 81)		
214	AIA GROUP LTD SPONSORED ADR	AAGIY	10/07/11	2,543.74	11 886	12.53	2,681 42	137 68 ST	.391	10.49
92	ADECCO SA-CHF	AHEXY	06/05/09	2,029.20	22.056	20.86	1,919.12	(110 08) LT	3.859	74.06
19	AKZO NOBEL N.V.ADR-EUR	AKZOY	05/12/09	849 93	44.733	48.30	917.70	67.77 LT		
32			10/16/09	2,202.63	68.832	48.30	1,545.60	(657.03) LT		
25			04/14/10	1,477.21	59.088	48.30	1,207.50	(269.71) LT		
25			11/17/10	1,478.38	59.135	48.30	1,207.50	(270.88) LT		
22			12/23/10	1,348.29	61.286	48.30	1,062.60	(285.69) LT		
123				7,356.44	59 808		5,940.90	(1,415.54)	3.457	205.41
591	ALSTOM-EUR	ALSMY	01/27/11	3,430.81	5.805	2.95	1,743.45	(1,687.36) ST		
13			02/18/11	71.95	3.488	2.95	38.35	(33.60) ST X		
388			11/30/11	1,353.62	3.488	2 95	1,144.60	(209.02) ST		
992				4,856.38	4.896		2,926.40	(1,929.98)	2.101	61.50
361	AVIVA PLC ADR	AV	10/21/09	5,349.44	14 818	9 25	3,339.25	(2,010.19) LT		
117			12/22/10	1,443.32	12 336	9.25	1,082.25	(361.07) LT		
101			01/25/11	1,398.24	13 844	9.25	934.25	(463.99) ST		
579				8,191.00	14 147		5,355.75	(2,835.25)	8.994	481.73
277	AXA S.A.SPONS ADR	AXAHY	03/27/09	3,384.48	12.218	12.86	3,562.22	177.74 LT		
69			12/22/10	1,173.95	17.013	12.86	887.34	(286.61) LT		
51			01/25/11	1,062.64	20.836	12.86	655.86	(406.78) ST		
397				5,621 07	14.159		5,105.42	(515 65)	6 516	332.69
246	BAE SYSTEMS PLC SPON ADR	BAESY	03/27/09	4,659.24	18.94	17.66	4,344.36	(314.88) LT	6.33	275.03
149	BP PLC SPONS ADR	BP	03/27/09	6,131.06	41.148	42.74	6,368.26	237.20 LT	3.93	250.32
310	BANCO SANTANDER S.A.	STD	01/25/11	3,710.89	11.97	7.52	2,331.20	(1,379.69) ST	9.175	213.90
33	BAYER A G SPONSORED ADR	BAYRY	10/12/11	2,028.99	61.484	63.80	2,105.40	76.41 ST	2.523	53.13
68	CRH PLC ADR-USD	CRH	05/06/09	1,719.15	25 281	19.82	1,347.76	(371.39) LT		
60			07/02/09	1,336.42	22.273	19.82	1,189.20	(147.22) LT		
81			08/27/10	1,265.16	15.619	19.82	1,605.42	340.26 LT		
209				4,320 73	20 673		4,142.38	(178.35)	4.419	183.08
518	CELESIO AG	CAKFY	03/27/09	1,942 50	3 75	3.11	1,610 98	(331 52) LT	2 99	48.17

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
117	CENTRAIS ELETRICAS BRASILEIRAS SPON ADR	EBR	08/05/11	$ 1,289.59	$ 11.022	$ 9.71	$ 1,136 07	($ 153.52) ST		
136			08/15/11	1 434 26	10 546	9.71	1.320.56	(113.70) ST		
253				**2,723 85**	**10.766**		**2,456.63**	**(267.22)**	**1.833**	**45.03**
421	CHEUNG KONG HOLDING-ADR	CHEUY	03/27/09	**3,810.05**	9 05	11.83	**4,980.43**	**1,170.38** LT	**2 95**	**146.93**
67	CHINA LIFE INSURANCE CO LTD-SPONSORED ADR	LFC	09/06/11	2.302.90	34.371	36.97	2.476.99	174.09 ST		
66			10/03/11	2,275.41	34.475	36.97	2,440 02	164.61 ST		
133				**4,578 31**	**34.423**		**4,917.01**	**338.70**	**2.193**	**107.86**
44	CHINA MOBILE LTD SPONSORED ADR	CHL	05/29/09	2,155 47	48.987	48.49	2,133 56	(21.91) LT		
1			07/01/09	50.74	50.74	48.49	48.49	(2.25) LT		
69			03/30/11	3,188.30	46.207	48.49	3,345.81	157.51 ST		
114				**5,394.51**	**47 32**		**5,527.86**	**133.35**	**3.786**	**209.30**
3	CHINA TELECOM CORP LTD SPONSORED ADR REPSTG H SHS	CHA	03/27/09	126 94	42.314	57.13	171.39	44.45 LT		
33			04/01/09	1,436.28	43.523	57.13	1.885 29	449.01 LT		
21			06/01/09	1,059.83	50.468	57 13	1.199.73	139.90 LT		
30			06/02/09	1.495 93	49.864	57.13	1,713.90	217.97 LT		
87				**4,118 98**	**47 345**		**4,970.31**	**851.33**	**1 72**	**85.52**
205	CITIC PACIFIC LTD-HKD	CTPCY	08/04/11	2,119.25	10.337	8.99	1,842.95	(276.30) ST		
165			08/08/11	1,538.33	9.323	8 99	1.483.35	(54.98) ST		
370				**3,657.58**	**9.885**		**3,326.30**	**(331.28)**	**2.858**	**95.09**
305	CREDIT AGRICOLE S A-EUR	CRARY	08/18/10	2,079.16	6.816	2.74	835.70	(1,243.46) LT		
319			12/22/10	2,092 70	6.56	2.74	874 06	(1.218.64) LT		
319			09/02/11	1,448 55	4 54	2.74	874.06	(574.49) ST		
375			09/29/11	1.432 20	3.819	2 74	1,027.50	(404.70) ST		
1,318				**7,052 61**	**5.351**		**3,611.32**	**(3,441.29)**	**8 759**	**316.32**
112	CREDIT SUISSE GROUP ADR	CS	07/01/11	4,420 36	39.467	23.48	2.629.76	(1,790.60) ST		
54			08/31/11	1,547.78	28.662	23 48	1,267.92	(279.86) ST		
47			09/29/11	1,295.52	27.564	23.48	1,103.56	(191 96) ST		
213				**7,263 66**	**34.102**		**5,001 24**	**(2,262.42)**	**6 298**	**315 03**
173	DBS GROUP HLDG LTD SP ADR	DBSDY	03/27/09	3,934.02	22.74	35.42	6,127 66	2,193.64 LT		
79			04/23/09	1,903.46	24.094	35 42	2.798 18	894.72 LT		
252				**5,837.48**	**23 165**		**8,925.84**	**3,088.36**	**4 858**	**433.69**
350	DANSKE BAN A/S SPONS ADR	DNSKY	09/30/11	**2,554 33**	7.298	6.30	**2,205 00**	**(349.33)** ST	**9 666**	**213.15**
102	DEUTSCHE LUFTHANSA AG SPONS ADR	DLAKY	06/29/11	2,220.04	21 765	11.78	1,201 56	(1.018 48) ST		
4			06/29/11	89.83	14.299	11.78	47.12	(42.71) ST X		
87			10/26/11	1,244 05	14.299	11.78	1,024 86	(219.19) ST		

MorganStanley
SmithBarney

Ref: 00000223 00027376

Client Statement
December 1 - December 31, 2011

TERRING M WEAVER. TTEE *Account number 186-17892-10 775*

Gain/loss summary

		This period	This year
Realized gain or (loss)		$ 0.00	$ 21.793.56 LT $ 4,562.04 ST
Unrealized gain or (loss) to date	93,426.76		

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)
19,156.88	MORGAN STANLEY LIQUID ASSET FUND INC	**$ 19,156.88**		**01 %**	**$ 1.91**
Total money fund		**$ 19,156 88**	**$ 0.00**		**$ 1.91**

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
350	AT&T INC	T	04/03/09	$ 9,340 49	$ 26.687	$ 30.24	$ 10,584.00	$ 1,243 51 LT		
55			07/08/09	1,293.72	23.522	30.24	1,663.20	369 48 LT		
190			02/25/10	4.691 08	24.689	30.24	5.745.60	1.054.52 LT		
95			07/02/10	2,309 17	24 307	30.24	2,872 80	563 63 LT		
690				**17,634 46**	**25 557**		**20,865 60**	**3,231 14**	**5 82**	**1,214.40**

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
65	ABBOTT LABORATORIES	ABT	03/27/09	$ 3,026.98	$ 46.569	$ 56.23	$ 3,654 95	$ 627 97 LT		
20			05/05/09	870.19	43.509	56.23	1,124.60	254.41 LT		
25			10/15/09	1,287.52	51.50	56.23	1,405.75	118 23 LT		
30			11/02/09	1,526.54	50.884	56.23	1,686.90	160.36 LT		
40			07/02/10	1,860 40	46.51	56.23	2,249.20	388.80 LT		
20			11/23/10	941.79	47.089	56 23	1,124.60	182.81 LT		
200				**9,513.42**	**47.567**		**11,246.00**	**1,732.58**	**3.414**	**384.00**
130	AMERICAN ELECTRIC POWER CO INC	AEP	12/08/10	**4,579.99**	35.23	41.31	**5,370.30**	**790.31** LT	**4.55**	**244.40**
170	AUTOMATIC DATA PROCESSING INC.	ADP	03/27/09	6,148.12	36.165	54.01	9,181.70	3,033.58 LT		
100			10/01/09	3,906.18	39.061	54.01	5,401.00	1,494.82 LT		
45			07/02/10	1,775.70	39 46	54.01	2,430.45	654.75 LT		
315				**11,830.00**	**37 556**		**17,013.15**	**5,183.15**	**2 925**	**497.70**
75	BHP BILLITON PLC SPONSORED ADR	BBL	11/30/11	**4,593.21**	61.242	58.39	**4,379.25**	**(213 96)** ST	**3 459**	**151.50**
80	BRISTOL MYERS SQUIBB CO	BMY	09/17/09	1,789.45	22.368	35.24	2,819.20	1,029.75 LT		
75			10/13/09	1,702.48	22.699	35.24	2,643.00	940.52 LT		
210			12/15/09	5,373.88	25.589	35.24	7,400.40	2,026.52 LT		
60			07/02/10	1,481 28	24.688	35.24	2,114 40	633.12 LT		
45			01/19/11	1,160.61	25 791	35.24	1,585.80	425 19 ST		
470				**11,507.70**	**24.484**		**16,562.80**	**5,055.10**	**3.859**	**639.20**
55	CHEVRON CORP	CVX	11/04/10	**4,633.20**	84 24	106.40	**5,852.00**	**1,218.80** LT	**3 045**	**178.20**
205	COMCAST CORP CL A - SPL	CMCSK	03/07/11	4,948.52	24.139	23.56	4,829.80	(118.72) ST		
225			05/13/11	5,344.25	23.752	23.56	5,301.00	(43.25) ST		
45			09/26/11	951.26	21.139	23.56	1,060.20	108.94 ST		
475				**11,244.03**	**23.672**		**11,191.00**	**(53.03)**	**1.91**	**213.75**
65	CONOCOPHILLIPS	COP	03/02/11	**5,077.76**	78.119	72.87	**4,736.55**	**(341.21)** ST	**3.622**	**171.60**
135	WALT DISNEY CO	DIS	12/23/11	**5,064.51**	37.514	37 50	**5,062.50**	**(2.01)** ST	**1 60**	**81.00**
215	E I DU PONT DE NEMOURS & CO	DD	03/30/09	4,655.12	21.651	45.78	9,842.70	5,187.58 LT		
25			07/02/10	851.50	34.06	45.78	1,144.50	293.00 LT		
40			07/05/11	2,179.26	54.481	45 78	1,831.20	(348.06) ST		
50			09/26/11	2,033.58	40.671	45 78	2,289.00	255.42 ST		
330				**9,719.46**	**29 453**		**15,107.40**	**5,387.94**	**3 582**	**541 20**
90	EXXON MOBIL CORP	XOM	04/01/09	6,125.22	68.058	84.76	7,628.40	1,503.18 LT		
10			08/06/09	695.99	69 598	84 76	847.60	151 61 LT		
25			10/08/09	1,723 14	68 925	84.76	2,119.00	395.86 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)
15	EXXON MOBIL CORP	XOM	01/21/10	$ 1 014.60	$ 67 64	$ 84.76	$ 1.271.40	$ 256 80	LT		
55			03/08/10	3,665.23	66.64	84.76	4,661.80	996.57	LT		
65			07/02/10	3,673.15	56.51	84.76	5,509.40	1,836.25	LT		
260				**16,897 33**	**64 99**		**22,037 60**	**5,140.27**		**2.218**	**488.80**
20	GENERAL ELECTRIC CO	GE	06/28/10	302 05	15.102	17.91	358.20	56.15	LT		
60			07/02/10	831.60	13.86	17.91	1.074.60	243.00	LT		
145			11/17/10	2.298 35	15.85	17.91	2,596.95	298.60	LT		
95			12/10/10	1,679 75	17.681	17.91	1,701.45	21.70	LT		
320				**5,111.75**	**15.974**		**5,731.20**	**619.45**		**3.796**	**217 60**
160	GENERAL MILLS INC	GIS	03/30/09	**4,018.18**	25.113	40 41	**6,465 60**	**2,447.42**	LT	**3 019**	**195.20**
180	H J HEINZ CO	HNZ	03/30/09	5,949 00	33.05	54.04	9,727 20	3,778 20	LT		
25			09/09/09	999.38	39.975	54.04	1,351.00	351.62	LT		
50			09/24/09	1,984.04	39.68	54.04	2,702.00	717.96	LT		
30			07/02/10	1,297.50	43.25	54.04	1,621.20	323.70	LT		
285				**10,229.92**	**35.894**		**15,401.40**	**5,171.48**		**3.552**	**547.20**
145	HOME DEPOT INC	HD	06/13/11	4,874 87	33.619	42.04	6,095.80	1,220.93	ST		
80			08/09/11	2,337.65	29.22	42.04	3,363.20	1,025.55	ST		
225				**7,212.52**	**32.056**		**9,459.00**	**2,246.48**		**2.759**	**261.00**
180	INTEL CORP	INTC	09/16/09	3,508.83	19.493	24.25	4,365.00	856.17	LT		
145			05/04/10	3,287.45	22.672	24.25	3,516.25	228.80	LT		
110			07/02/10	2,111.56	19.196	24.25	2,667.50	555.94	LT		
50			08/30/10	902.84	18.056	24.25	1,212.50	309.66	LT		
485				**9,810.68**	**20.228**		**11,761.25**	**1,950.57**		**3.463**	**407.40**
155	INTERNATIONAL PAPER CO	IP	05/06/11	4,975.66	32.101	29.60	4,588.00	(387 66)	ST		
115			06/16/11	3,102 24	26.976	29.60	3,404.00	301.76	ST		
95			08/05/11	2,459.97	25.894	29.60	2,812.00	352 03	ST		
100			08/10/11	2,478.21	24.782	29.60	2,960.00	481.79	ST		
465				**13,016 08**	**27.992**		**13,764.00**	**747 92**		**3 547**	**488.25**
35	JPMORGAN CHASE & CO	JPM	03/31/09	912.80	26 08	33.25	1,163.75	250.95	LT		
50			10/20/11	1,629 00	32.58	33.25	1,662 50	33.50	ST		
85				**2,541 80**	**29 904**		**2,826.25**	**284.45**		**3.007**	**85 00**
55	JOHNSON & JOHNSON	JNJ	03/27/09	2,913.41	52.971	65 58	3,606.90	693.49	LT		
30			03/27/09	1.589.13	52.971	65.58	1,967 40	378 27	LT		
25			09/25/09	1,521.71	60.868	65.58	1,639.50	117.79	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)
50	JOHNSON & JOHNSON	JNJ	07/02/10	$ 2,958.00	$ 59.16	$ 65.58	$ 3,279.00	$ 321.00 LT		
160				**8,982.25**	**56.139**		**10,492.80**	**1,510.55**	**3 476**	**364.80**
155	JOHNSON CONTROLS INC	JCI	11/16/11	**4,884.65**	31.513	31.26	4,845 30	(39 35) ST	2.303	111.60
165	KIMBERLY CLARK CORP	KMB	03/27/09	7,814.96	47 363	73.56	12,137.40	4,322.44 LT		
25			11/11/10	1,555.27	62 21	73.56	1,839.00	283.73 LT		
40			04/01/11	2,617.44	65.436	73 56	2,942.40	324.96 ST		
230				**11,987.67**	**52.12**		**16,918 80**	**4,931.13**	**3.806**	**644.00**
55	MCDONALDS CORP	MCD	07/29/10	**3,849 36**	69.988	100.33	5,518.15	1,668.79 LT	2.79	154.00
105	METLIFE INC	MET	03/02/11	4,693 50	44.70	31.18	3,273.90	(1,419.60) ST		
10			07/13/11	421.45	42.144	31.18	311.80	(109.65) ST		
115				**5,114.95**	**44.478**		**3,585.70**	**(1,529.25)**	**2.373**	**85.10**
350	MICROSOFT CORP	MSFT	03/30/09	6,111 00	17.46	25.96	9,086.00	2,975.00 LT		
60			05/25/10	1,535.72	25 595	25.96	1,557.60	21.88 LT		
130			07/02/10	3,020.68	23.236	25.96	3,374.80	354.12 LT		
540				**10,667 40**	**19.754**		**14,018 40**	**3,351.00**	**3.081**	**432 00**
120	•NEXTERA ENERGY INC	NEE	04/01/09	6,184 37	51 536	60.88	7,305 60	1,121.23 LT		
45			10/07/09	2,392.46	53.165	60 88	2,739 60	347.14 LT		
35			10/22/09	1,863 46	53.241	60.88	2,130.80	267.34 LT		
25			01/20/10	1,238.33	49.533	60.88	1,522.00	283.67 LT		
30			07/02/10	1,470 30	49.01	60.88	1,826.40	356.10 LT		
255				**13,148.92**	**51.564**		**15,524.40**	**2,375.48**	**3.613**	**561.00**
65	PPG INDUSTRIES INC	PPG	04/02/09	2,717.13	41.802	83.49	5,426.85	2,709.72 LT		
30			11/06/09	1,760.30	58.676	83.49	2,504.70	744.40 LT		
25			07/02/10	1,514.75	60.59	83.49	2,087.25	572.50 LT		
120				**5,992.18**	**49.935**		**10,018.80**	**4,026.62**	**2.73**	**273 60**
505	PEOPLES UNITED FINCL INC	PBCT	01/10/11	7,069.44	13.998	12.85	6,489.25	(580.19) ST		
80			03/07/11	1,007.57	12.594	12.85	1,028.00	20.43 ST		
585				**8,077 01**	**13 807**		**7,517.25**	**(559.76)**	**4.902**	**368.55**
80	PEPSICO INC	PEP	03/31/09	**4,158.22**	51.977	66.35	**5,308 00**	**1,149.78** LT	3 104	164.80
225	PFIZER INC	PFE	04/01/09	3,046.50	13.54	21.64	4,869.00	1,822.50 LT		
145			07/05/11	3,009.43	20.754	21 64	3,137.80	128.37 ST		
370				**6,055.93**	**16.367**		**8,006.80**	**1,950.87**	**4.066**	**325.60**
165	PROCTER & GAMBLE CO	PG	04/01/09	7,720.83	46.792	66.71	11,007.15	3,286.32 LT		
20			09/10/09	1,118.29	55.914	66.71	1,334.20	215.91 LT		
25			07/02/10	1,487 00	59.48	66.71	1,667 75	180.75 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)
40	PROCTER & GAMBLE CO	PG	07/27/10	$ 2.516 81	$ 62.92	$ 66.71	$ 2,668.40	$ 151.59 LT		
30			03/07/11	1 850.56	61 685	66.71	2,001.30	150.74 ST		
280				**14,693.49**	**52.477**		**18,678 80**	**3,985.31**	**3.147**	**588.00**
95	QUALCOMM INC	QCOM	08/10/11	**4,569.33**	48.098	54.70	**5,196 50**	**627.17** ST	**1.572**	**81.70**
70	RAYTHEON COMPANY NEW	RTN	04/02/09	2,828 43	40.406	48 38	3,386 60	558.17 LT		
35			10/06/09	1,625.24	46.435	48.38	1,693 30	68.06 LT		
35			07/02/10	1,665.30	47 58	48.38	1,693.30	28.00 LT		
25			08/10/10	1,148 01	45.92	48 38	1,209 50	61.49 LT		
165				**7,266.98**	**44.042**		**7,982.70**	**715 72**	**3.555**	**283.80**
360	SPECTRA ENERGY CORP	SE	04/02/09	**5,308.02**	14.744	30.75	**11,070 00**	**5,761.98** LT	**3.642**	**403.20**
650	STAPLES INC	SPLS	07/13/11	**10,064 54**	15.483	13.89	**9,028.50**	**(1,036.04)** ST	**2.879**	**260.00**
165	TEXAS INSTRUMENTS INC	TXN	10/05/11	**4,523.00**	27.412	29.11	**4,803 15**	**280.15** ST	**2.335**	**112 20**
120	3M COMPANY	MMM	04/02/09	6,298 80	52.49	81.73	9,807 60	3,508.80 LT		
15			07/02/10	1.163.40	77.56	81.73	1,225.95	62.55 LT		
20			07/05/11	1,925.06	96.252	81.73	1.634.60	(290.46) ST		
25			09/26/11	1,844.55	73.781	81.73	2,043.25	198.70 ST		
180				**11,231.81**	**62.399**		**14,711.40**	**3,479.59**	**2.691**	**396 00**
120	TIME WARNER INC	TWX	03/08/10	3,677 98	30 649	36.14	4,336.80	658.82 LT		
25			07/02/10	706.50	28.26	36.14	903.50	197.00 LT		
135			05/13/11	4,887.30	36.202	36 14	4,878 90	(8.40) ST		
280				**9,271.78**	**33.114**		**10,119.20**	**847 42**	**2 60**	**263.20**
85	TOTAL S.A SPONS ADR	TOT	10/12/09	5.159.48	60.699	51.11	4,344.35	(815.13) LT		
10			01/28/10	582.42	58.242	51.11	511.10	(71.32) LT		
15			06/22/10	739 45	49.296	51.11	766.65	27.20 LT		
30			07/02/10	1,363 20	45.44	51.11	1,533 30	170.10 LT		
80			07/27/10	3 995.90	49.948	51.11	4.088.80	92.90 LT		
220				**11,840 45**	**53 82**		**11,244 20**	**(596.25)**	**5.272**	**592 90**
215	TRAVELERS COMPANIES INC	TRV	04/03/09	9,029 74	41.998	59.17	12,721.55	3.691.81 LT		
40			07/02/10	1.943 60	48.59	59 17	2.366.80	423.20 LT		
30			09/26/11	1,426.02	47.534	59.17	1,775 10	349 08 ST		
285				**12,399 36**	**43.507**		**16,863.45**	**4,464.09**	**2.771**	**467.40**
95	UNITED PARCEL SERVICE CL B	UPS	03/30/09	4.628.12	48.717	73.19	6,953 05	2,324.93 LT		
30			10/06/09	1,675.79	55.859	73.19	2,195.70	519.91 LT		
20			07/02/10	1.134.80	56.74	73.19	1,463.80	329.00 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)
35	UNITED PARCEL SERVICE CL B	UPS	08/10/11	$ 2,202.28	$ 62.922	$ 73.19	$ 2,561.65	$ 359.37 ST		
180				**9,640.99**	**53.561**		**13,174 20**	**3,533.21**	**2.841**	**374.40**
17	UNITED TECHNOLOGIES CORP	UTX	03/30/09	724.15	42.597	73.09	1,242.53	518.38 LT		
30			10/08/09	1,858.66	61.955	73.09	2,192 70	334.04 LT		
8			06/11/10	520.97	65 121	73.09	584.72	63.75 LT		
10			07/02/10	643.10	64 31	73.09	730.90	87 80 LT		
65				**3,746 88**	**57 644**		**4,750.85**	**1,003.97**	**2.626**	**124.80**
115	VERIZON COMMUNICATIONS	VZ	09/16/09	3,268 98	28 425	40.12	4,613.80	1,344.82 LT		
175			10/02/09	4,921.99	28 125	40.12	7,021.00	2,099.01 LT		
30			04/19/10	830.68	27 689	40.12	1,203 60	372.92 LT		
50			07/02/10	1,344.45	26 889	40.12	2,006 00	661.55 LT		
40			07/16/10	1,066.10	26 652	40.12	1,604.80	538 70 LT		
410				**11,432 20**	**27.883**		**16,449.20**	**5,017.00**	**4.985**	**820.00**
145	WAL-MART STORES INC	WMT	04/01/09	7,581.98	52.289	59.76	8,665.20	1,083.22 LT		
25			07/14/09	1,197 06	47.882	59 76	1,494 00	296.94 LT		
45			07/02/10	2,165.72	48.127	59.76	2,689.20	523.48 LT		
25			03/07/11	1,299.12	51.964	59.76	1,494.00	194.88 ST		
240				**12,243.88**	**51.016**		**14,342.40**	**2,098.52**	**2.443**	**350.40**
360	WASTE MGMT INC DEL	WM	03/31/09	9,256 00	25.711	32.71	11,775.60	2,519 60 LT		
55			10/02/09	1,603.22	29.149	32.71	1,799.05	195.83 LT		
50			07/02/10	1,591.36	31.827	32.71	1,635.50	44.14 LT		
465				**12,450 58**	**26 775**		**15,210.15**	**2,759.57**	**4.157**	**632.40**
155	WISCONSIN ENERGY CORP HLDG CO	WEC	08/10/11	4,470.42	28.841	34.96	5,418 80	948.38 ST		
65			12/02/11	2,168 14	33.356	34.96	2,272.40	104.26 ST		
220				**6,638.56**	**30 175**		**7,691.20**	**1,052.64**	**3.432**	**264.00**
Total common stocks and options				**$ 394,476.39**			**$ 487,903.15**	**$ 2,953.04 ST**	**3 38**	
								$ 90,473.72 LT		**$ 16,506.85**
Total portfolio value				**$ 413,633.27**			**$ 507,060.03**	**$ 2,953.04 ST**	**3.25**	**$ 16,508.76**
								$ 90,473.72 LT		

TRANSACTION DETAILS

All transactions appearing are based on trade-date

Investment activity

Date	Activity	Description	Quantity	Price	Amount
12/02/11	Bought	WISCONSIN ENERGY CORP HLDG CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	65	$ 33 356	$ -2,168.14
12/23/11	Bought	WALT DISNEY CO MorganStanley SmithBarney LLC acted as your agent in this transaction	135	37.5149	-5,064.51
Total securities bought and other subtractions					**$ -7,232.65**
Total securities sold and other additions					**$ 0.00**

Withdrawals

Date	Description	Reference no	Amount
12/01/11	JOURNAL TO ACCOUNT 186-17765		306.70
12/15/11	JOURNAL TO ACCOUNT 186-17765		1,452.71
	Total withdrawals		**$ 1,759.41**

Money fund activity

Opening money fund balance **$ 20,256.41**

All transactions are traded at $1.00 per share.

Date	Activity	Description	Amount
12/05/11	Autoinvest	MORGAN STANLEY LIQUID ASSET FUND INC	6,132.85
12/07/11	Redemption	MORGAN STANLEY LIQUID ASSET FUND INC	-2,168.14
12/29/11	Redemption	MORGAN STANLEY LIQUID ASSET FUND INC	-5,064.51
		MONEY FUND EARNINGS REINVESTED (SEE DETAILS UNDER EARNINGS DETAILS)	.27
		Closing balance	**$ 19,156.88**

EARNINGS DETAILS

*The tax status of earnings is reliable to the best of our knowledge. **Taxable** and **non-taxable** designations refer to the federal income tax status of your securities, not of your account.*

Qualified dividends

Date	Description	Comment		Taxable	Non-taxable	Amount
12/01/11	CONOCOPHILLIPS	CASH DIV ON X/D 10/13/11	65.0000 SHS	$ 42.90		$ 42.90
12/01/11	INTEL CORP	CASH DIV ON X/D 11/03/11	485.0000 SHS	101.85		101.85
12/01/11	WISCONSIN ENERGY CORP HLDG CO	CASH DIV ON X/D 11/09/11	155.0000 SHS	40.30		40.30
12/06/11	PFIZER INC	CASH DIV ON X/D 11/08/11	370.0000 SHS	74.00		74 00

Bonds

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

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

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

Government & government sponsored entity (GSE) bonds

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
9,000	U S TREASURY NOTES SER G-2015	02/26/10	$ 9,013.36	$ 100.148	100.133	$ 9,011.97	($ 1.39)	LT		$ 0.00
	DTD 02/28/2010	912828MQ0	$ 9,001.08	$ 100 012			$ 10 89	LT		$ 10.89
6,000	INT: 00.875% MATY: 02/29/2012	03/26/10	5,984.29	99.738	100.133	6,007.98	23.69	LT		14 26
			5,984.29	99.738			23.69	LT		9.43
20,000		05/26/10	20,040.62	100.203	100.133	20,026.60	(14.02)	LT		0.00
			20,003.80	100.019			22.80	LT		22.80
1,000		06/29/10	1,005.86	100.585	100.133	1,001 33	(4.53)	LT		0.00
			1,000.58	100 058			.75	LT		.75
3,000		07/06/10	3,015.82	100.527	100.133	3,003.99	(11.83)	LT		0.00
			3,001.59	100.053			2.40	LT		2 40
1,000		08/12/10	1,006.53	100.652	100.133	1,001.33	(5.20)	LT		0.00
			1,000.70	100.07			.63	LT		.63
40,000			40,066.48	100.20		**40,053.20**	(13.28)		**.873**	**14.26**
			39,992.04	100.00	**118.27**		**61.16**		**350 00**	**46.90**
10,000	US TSY INFLATION INDEX NTS CPI	04/01/09	12,536.16	106.734	102.148	12,865.13	328.97	LT		0.00
	U NON-SEASONALLY ADJ	912828AF7	12,737.45	101.127			127.68	LT		127.68
3,000	DTD 07/15/2002	05/26/10	3,851.10	106.125	102.148	3,859 54	8.44	LT		0.00
	INT: 03.000% MATY: 07/15/2012		3,837.60	101.56			21.94	LT		21.94
2,000	Factor: 1.25946	06/29/10	2,583.25	106.531	102.148	2,573 03	(10.22)	LT		0.00
	Curr.face $ 28,967.58		2,583.25	106.531			(10.22)	LT		(10.22)
8,000		07/06/10	10,300 28	106.171	102.148	10,292.11	(8.17)	LT		0 00
			10,300.28	106 171			(8.17)	LT		(8.17)
23,000			29,270.79	127.30		**29,589.81**	319.02		**2.936**	**0 00**
			29,458.58	128.10	**401.43**		**131.23**		**869.02**	**131.23**
3,000	U S TREASURY NOTES SER W-2013	03/24/10	2,976.33	99.21	101.426	3,042.78	66 45	LT		13.86
	DTD 03/15/2010	912828MT4	2,976.33	99.21			66.45	LT		52 59
1,000	INT: 01.375% MATY· 03/15/2013	04/13/10	993.63	99.363	101.426	1,014.26	20 63	LT		3.68
			993 63	99 363			20.63	LT		16.95
3,000		04/29/10	2,988.51	99 617	101.426	3,042.78	54.27	LT		0.00
			2,988.51	99.617			54.27	LT		54.27

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

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary income/ Capital gain/(loss)
1,000	U S TREASURY NOTES SER W-2013	07/06/10	$ 1,013.16	$ 101.316	101.426	$ 1,014.26	$ 1.10	LT		$ 0.00
	DTD 03/15/2010	912828MT4	$ 1,005.95	$ 100.595			$ 8.31	LT		$ 8.31
8,000	INT· 01 375% MATY. 03/15/2013		7,971.63	99.60		**8,114.08**	142.45		**1 355**	**17.54**
			7,964.42	99 60	**32.64**		**149.66**		**110 00**	**132.12**
5,000	FEDERAL NATL MTG ASSOCIATION	01/11/11	4,942.35	98.847	100.382	5 019.10	76.75	ST		18.75
	BK/ ENTRY	31398A5W8	4,942.35	98.847			76.75	ST		58.00
15,000	DTD 20101101	03/29/11	14,767.59	98 45	100.382	15,057.30	289.71	ST		63 36
	INT: 00.750% MATY: 12/18/2013		14,767.59	98.45			289.71	ST		226.35
20,000			19,709.94	98.50		**20,076.40**	366.46		**747**	**82.11**
			19,709.94	98.50	**5.42**		**366.46**		**150 00**	**284.35**
11,000	U S TREASURY NOTES SER AA-2016	08/08/11	11,227.73	102.07	103.383	11,372.13	144.40	ST		0.00
	DTD 07/31/2011	912828QX1	11,210.32	101 912			161.81	ST		161.81
5,000	INT. 01 500% MATY. 07/31/2016	09/13/11	5,150.59	103.011	103.383	5,169.15	18.56	ST		0.00
			5,141.75	102.835			27.40	ST		27.40
16,000			16,378.32	102.40		**16,541.28**	162.96		**1.45**	**0.00**
			16,352.07	102.20	**100.43**		**189.21**		**240 00**	**189.21**
24,000	US TREASURY NOTES SER E-2021	09/13/11	24,300.00	101.25	102.563	**24,615 12**	315.12	ST	**2.071**	**0.00**
	DTD 08/15/2011	912828RC6	**24,291.84**	101.216	**192.64**		**323.28**	ST	**510 00**	**323.28**
	INT: 02.125% MATY: 08/15/2021									
3,000	US TSY INFLATION INDEX BDS CPI	09/29/10	5,462.78	135.093	148.688	6,245.30	782.52	LT		0.00
	U NON-SEASONALLY ADJ	912810FD5	5,580.96	132.862			664.34	LT		664.34
2,000	DTD 4/15/1998	10/27/10	3,715 85	137.672	148 688	4,163 53	447.68	LT		0.00
	INT· 03 625% MATY: 04/15/2028		3,791.32	135 386			372.21	LT		372.21
3,000	Factor: 1.40009	12/08/10	5,204.91	128 422	148.688	6.245 30	1,040.39	LT		0.00
	Curr.face $ 11,200.72		5,331 45	126.922			913.85	LT		913.85
8,000			14,383.54	179 80		**16,654.13**	2,270.59		**2.437**	**0.00**
			14,703 73	183.80	**86.52**		**1,950.40**		**406.02**	**1,950.40**
1,000	US TSY INFLATION INDEX BDS CPI	10/27/10	1.237 76	121.75	133.414	1.407 16	169.40	LT		0.00
	U NON-SEASONALLY ADJ	912810PZ5	1,270.90	120.487			136.26	LT		136.26
8,000	DTD 01/30/2009	03/29/11	9,236.38	112.593	133.414	11,257.26	2,020.88	ST		0.00
	INT. 02 500% MATY 01/15/2029		9.462.32	112.134			1,794.94	ST		1,794.94
6,000	Factor· 1.05473	07/12/11	7,532 99	119 634	133 414	8,442.94	909.95	ST		0.00
	Curr face $ 29.532 44		7,541.40	119 168			901.54	ST		901 54

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

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
13,000	US TSY INFLATION INDEX BDS CPI	08/03/11	$ 17,229.11	$ 125 937	133.414	$ 18,293.05	$ 1,063.94	ST		$ 0.00
	U NON-SEASONALLY ADJ	912810PZ5	$ 17,193.02	$ 125 383			$ 1,100.03	ST		$ 1,100.03
28,000	DTD 01/30/2009		35,236.24	125.80	-	39,400.41	4,164.17		1 873	0.00
	INT: 02.500% MATY: 01/15/2029		35,467.64	126.70	341.04		3,932.77		738 31	3,932.77
	Factor: 1.05473									
	Curr.face $ 29,532.44									
Total government & government sponsored entity (GSE) bonds			$ 187,316.94		$ 1,278.39	$ 195,044.43	$ 4,675.46	ST	1.72	$ 113.91
167,000			$ 187,940.26				$ 2,428.71	LT	$ 3,373.35	$ 6,890.26
Total portfolio value			$ 760,312.87			$ 812,196.87	$ 8,868.53	ST	5.01	$ 113.91
							$ 43,015.47	LT	$ 40,722.91	$ 6,890.26

TRANSACTION DETAILS *All transactions appearing are based on trade-date*

Withdrawals

Date	Description	Reference no	Amount
12/01/11	JOURNAL TO ACCOUNT 186-17765		749.99
12/15/11	JOURNAL TO ACCOUNT 186-17765		1,789 60
	Total withdrawals		**$ 2,539.59**

Money fund activity

Opening money fund balance **$ 21,388.80**

All transactions are traded at $1.00 per share

Date	Activity	Description	Amount
12/01/11	Autoinvest	MORGAN STANLEY LIQUID ASSET FUND INC	4.27
12/16/11	Autoinvest	MORGAN STANLEY LIQUID ASSET FUND INC	1,175.54
12/28/11	Autoinvest	MORGAN STANLEY LIQUID ASSET FUND INC	4,881.47
		MONEY FUND EARNINGS REINVESTED (SEE DETAILS UNDER EARNINGS DETAILS)	.26
		Closing balance	**$ 27,450.34**

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
See attached - long-term	1/01/10	12/31/11	Purchase $ 789,470	$ 644,719	$	$	$ 144,751
Se attached - short-term	1/30/11	12/31/11	Purchase 247,457	225,127			22,330
Total			$ 1,036,927	$ 869,846	$ 0	$ 0	$ 167,081

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Investment Advisory	$ 5,801	$	$	$ 5,801
Investment Advisory	6,599			6,599
Investment Advisory	4,932			4,932
investment Advisory	6,296			6,296
Investment Advisory	5,335			5,335
Investment Advisory	5,318			5,318
Less Deposits of fees	-90			-90
Total	$ 34,191	$ 0	$ 0	$ 34,191

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Foreign Taxes Withheld	$ 3,544	$	$	$ 3,544
IRS	3,050			3,050
Total	$ 6,594	$ 0	$ 0	$ 6,594

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Investment Expenses	852			852
Total	$ 852	$ 0	$ 0	$ 852

Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See attached	$ 659,832	$ 645,689	Cost	$ 657,426
See attached - Municipal Bonds	50,097			
Total	$ 709,929	$ 645,689		$ 657,426

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See attached	$ 1,804,214	$ 1,984,225	Cost	$ 2,244,410
Total	$ 1,804,214	$ 1,984,225		$ 2,244,410

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Corporate Bonds - See attached	$ 654,942	$ 589,368	Cost	$ 595,857
International /bonds	13,030	13,041		13,836
Total	$ 667,972	$ 602,409		$ 609,693

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Bank Deposit Program	$	$	Cost	$
Municipal Bonds			Cost	
Mutual Funds			Cost	
International Bonds			Cost	
Total	$ 0	$ 0		$ 0

Statement 9 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
Interest Receivable	$ 16,576	$	$ 13,747
Total	$ 16,576	$ 0	$ 13,747

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

Please see attached application form.

Statement 10 - Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

Completed application packets must be received or postmarked from March - May of each year.

Statement 11 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

Scholarships will be awarded, based on financial need and academic performance, to graduating seniors in North Central West Virginia with preference given to graduating seniors in Harrison and Nicholas Counties in West Virginia with an overall preference given to students with physical impairments as defined by the Americans with Disabilities Act.

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address			
Address	Relationship	Status	Purpose	Amount
Laura Kemmerling			Scholarship	750
Kaitlin Rylant			Scholarship	750
Matthew Scotchie			Scholarship	750
Kelley Beydler			Scholarship	1,000
Virginia Kemmerling			Scholarship	1,000
Daniel Menendez			Scholarship	1,500
William Manley			Scholarship	1,750
Elijah Moreno			Scholarship	1,500
Patrick Plivelich			Scholarship	4,000
Adrienne Daniels			Scholarship	750
Jacob Hill			Scholarship	2,000
James Colanero			Scholarship	1,000
David Ritter			Scholarship	500
Roger Romain			Scholarship	1,750
Clarksburg Baptist Church			Contribution	21,090
Clarksburg Mission, Inc.			Contribution	21,090
United Way of Harrison Co			Contribution	21,090
Harrison Co YMCA			Contribution	10,545
Boy Scouts of America			Contribution	10,545

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address			
Address	Relationship	Status	Purpose	Amount
Salvation Army			Contribution	10,545
Alderson Broaddus College			Contribution	21,090
Adrienne Daniels			Scholarship	1,500
Virginia Kemmerling			Scholarship	2,000
Matthew Scotchie			Scholarship	2,000
Total				140,495

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 . . . . ▶ ☑
- 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.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. P.G. and Ruby Hollandsworth Memorial Trust	Employer identification number (EIN) or ☑ 26-6577320
	Number, street, and room or suite no. If a P.O. box, see instructions. 349 Buckhannon Avenue	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Clarksburg WV 26301	

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

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

- The books are in the care of ▶ Terring M. Waver, 349 Buckhannon Avenue, Clarksburg, WV 26301

Telephone No. ▶ 304-624-0022 FAX No. ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☑ 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	$ 1,900
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	$ 1,165
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	$ 735

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.

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

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 File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or ☐
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

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

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 ▶ ____________________

Telephone No. ▶ ____________________ 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 ____________________ , 20 ____ .

5 For calendar year ______, 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 ____________________

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	$
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	$
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 ▶ Title ▶ Attorney Date ▶ 5/14/2012