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Form **990-PF**

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

OMB No 1545-0052

**2011**

Department of the Treasury  
Internal Revenue Service

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

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

Name of foundation <b>E SMITH FBO ELYRIA LIBRARY</b>		<b>A</b> Employer identification number 34-6829885
Number and street (or P O box number if mail is not delivered to street address) Room/suite P O Box 1501, NJ2-130-03-31		<b>B</b> Telephone number (see instructions) 609-274-6834
City or town, state, and ZIP code PENNINGTON NJ 08534-1501		<b>C</b> If exemption application is pending, check here <input checked="" type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 723,383	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments	0	0		
	<b>4</b> Dividends and interest from securities	17,484	17,484		
	<b>5 a</b> Gross rents		0		
	<b>b</b> Net rental income or (loss)	0			
	<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	80,286			
	<b>b</b> Gross sales price for all assets on line 6a	731,929			
	<b>7</b> Capital gain net income (from Part IV, line 2)		80,286		
	<b>8</b> Net short-term capital gain			0	
	<b>9</b> Income modifications				
	<b>10 a</b> Gross sales less returns and allowances	0			
<b>b</b> Less: Cost of goods sold	0				
<b>c</b> Gross profit or (loss) (attach schedule)	0				
<b>11</b> Other income (attach schedule)	0	0	0		
<b>12</b> Total. Add lines 1 through 11	97,770	97,770	0		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	6,784	1,370		5,413
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16 a</b> Legal fees (attach schedule)	0	0	0	0
	<b>b</b> Accounting fees (attach schedule)	700	0	0	700
	<b>c</b> Other professional fees (attach schedule)	0	0	0	0
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	19,575	123	0	0
	<b>19</b> Depreciation (attach schedule) and depletion	0	0	0	
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	200	0	0	200
	<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	27,259	1,493	0	6,313
	<b>25</b> Contributions, gifts, grants paid	32,686			32,686
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	59,945	1,493	0	38,999	
<b>27</b> Subtract line 26 from line 12					
<b>a</b> Excess of revenue over expenses and disbursements	37,825				
<b>b</b> Net investment income (if negative, enter -0-)		96,277			
<b>c</b> Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

(HTA)

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21  
N/E

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing		1	1
	2	Savings and temporary cash investments	15,025	15,560	15,560
	3	Accounts receivable	0		
		Less allowance for doubtful accounts	0	0	0
	4	Pledges receivable	0		
		Less allowance for doubtful accounts	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule)	0		
		Less allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	397,882	0	0
	c	Investments—corporate bonds (attach schedule)	246,927	0	0
	11	Investments—land, buildings, and equipment basis	0		
	Less accumulated depreciation (attach schedule)	0	0	0	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	19,000	701,098	707,822	
14	Land, buildings, and equipment basis	0			
	Less accumulated depreciation (attach schedule)	0	0	0	
15	Other assets (describe )	0	0	0	
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	678,834	716,659	723,383	
Liabilities	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe )	0	0	
	23	<b>Total liabilities</b> (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. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	678,834	716,659	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	678,834	716,659		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	678,834	716,659		

**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	678,834
2	Enter amount from Part I, line 27a	2	37,825
3	Other increases not included in line 2 (itemize)	3	0
4	Add lines 1, 2, and 3	4	716,659
5	Decreases not included in line 2 (itemize)	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	716,659

**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.)
<b>1a</b> See Attached Statement				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	0	0	0	
<b>b</b>	0	0	0	
<b>c</b>	0	0	0	
<b>d</b>	0	0	0	
<b>e</b>	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>	0	0	0	
<b>b</b>	0	0	0	
<b>c</b>	0	0	0	
<b>d</b>	0	0	0	
<b>e</b>	0	0	0	
<b>2</b> 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                 }	<b>2</b>	80,286
<b>3</b> 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			}	<b>3</b>

**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	28,930	748,479	0.038652
2009			0.000000
2008			0.000000
2007			0.000000
2006			0.000000
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.038652
<b>3</b> 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			<b>3</b> 0.038652
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			<b>4</b> 780,138
<b>5</b> Multiply line 4 by line 3			<b>5</b> 30,154
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 963
<b>7</b> Add lines 5 and 6			<b>7</b> 31,117
<b>8</b> Enter qualifying distributions from Part XII, line 4 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			<b>8</b> 38,999

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

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter ..... (attach copy of letter if necessary—see instructions)	1	963
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
<b>3</b> Add lines 1 and 2	3	963
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
<b>5</b> Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	963
<b>6</b> Credits/Payments		
<b>a</b> 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	19,531
<b>b</b> Exempt foreign organizations—tax withheld at source	6b	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	6c	0
<b>d</b> Backup withholding erroneously withheld	6d	
<b>7</b> Total credits and payments Add lines 6a through 6d	7	19,531
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,568
<b>11</b> Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 963 Refunded <input type="checkbox"/> 17,605	11	17,605

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</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)? <i>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</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ► OH		
<b>b</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? <i>If "No," attach explanation</i>	X	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

<b>11</b>	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)			X
<b>12</b>	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)			X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
<b>14</b>	The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N A Telephone no ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
<b>16</b>	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		Yes	No
				X

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

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

		Yes	No
<b>1a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	<b>1b</b>	X
<b>c</b>	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?	<b>1c</b>	X
<b>2</b>	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))		
<b>a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions)	<b>2b</b>	X
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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)	<b>3b</b>	X
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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?	<b>4b</b>	X

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

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

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

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

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

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

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

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

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

**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?  Yes  No  
 If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

	<b>5b</b>	N/A
		X
	<b>7b</b>	

**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
MERRILL LYNCH TRUST CO P O Box 1501, NJ2-130-03-31 Pennington NJ	TRUSTEE 2 00	3,425	0	0
PNC BANK NA PO BOX 94651 CLEVELAND OH 44101	TRUSTEE 2 00	3,359	0	0
-----	00	0	0	0
-----	00	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
<b>Total number of others receiving over \$50,000 for professional services</b>		0

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE		
2		
All other program-related investments See instructions 3 NONE		
<b>Total. Add lines 1 through 3</b>		0
		0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	781,569
<b>b</b>	Average of monthly cash balances	<b>1b</b>	10,449
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	792,018
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	792,018
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	11,880
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	780,138
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	39,007

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	39,007
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	963
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	963
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	38,044
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	38,044
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	38,044

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	38,999
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	38,999
<b>5</b>	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)	<b>5</b>	963
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	38,036

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7				38,044
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			32,686	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	NONE			
<b>b</b> From 2007	NONE			
<b>c</b> From 2008	NONE			
<b>d</b> From 2009	NONE			
<b>e</b> From 2010	NONE			
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 38,999				
<b>a</b> Applied to 2010, but not more than line 2a			32,686	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)	0			
<b>d</b> Applied to 2011 distributable amount				6,313
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions		0		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				31,731
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	0			
<b>b</b> Excess from 2008	0			
<b>c</b> Excess from 2009	0			
<b>d</b> Excess from 2010	0			
<b>e</b> Excess from 2011	0			

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

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
	0				0
<b>b</b> 85% of line 2a	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	0				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

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

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

NONE

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

NONE

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

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

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

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

**c** Any submission deadlines

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>				▶ <b>3a</b> 32,686
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>				▶ <b>3b</b> 0





Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Expense of Sale and Cost of Improvements	Valuation Method	Depreciation	Net Gain or Loss
									Gross Sales	Cost or Other Basis				
		Long Term CG Distributions	Amount 1,759											
		Short Term CG Distributions	0											
1	X	ASTON/TAMRO SMALL CAP	00078H141			1/1/2001		8/10/2011	3,866	2,468			1,398	
2	X	ASTON/TAMRO SMALL CAP	00078H141			1/1/2001		8/19/2011	8	5			3	
3	X	AMERICAN CENTURY SMALL	025083338			8/12/2011		12/9/2011	330	316			14	
4	X	AMERICAN CENTURY SMALL	025083338			8/12/2011		12/22/2011	508	493			15	
5	X	ARTISAN MID CAP VALUE	04314H709			1/1/2001		8/10/2011	17,878	16,325			1,553	
6	X	ARTISAN MID CAP VALUE	04314H709			1/1/2001		8/19/2011	6	6			0	
7	X	BLACKROCK EQTY DIVIDEND	09251M504			1/1/2001		8/10/2011	133,375	127,579			5,796	
8	X	BLACKROCK EQTY DIVIDEND	09251M504			1/1/2001		8/19/2011	12	11			1	
9	X	COLUMBIA MARSICO INTL	19765H636			1/1/2001		8/10/2011	21,139	22,853			-1,714	
10	X	COLUMBIA MARSICO INTL	19765H636			8/3/2011		8/19/2011	10	11			-1	
11	X	CREDIT SUISSE NASSAU	22546EBS2			1/1/2001		8/15/2011	8,700	10,000			-1,300	
12	X	DODGE & COX	256206103			1/1/2001		8/10/2011	33,626	30,486			3,140	
13	X	DODGE & COX	256206103			1/1/2001		8/19/2011	29	26			3	
14	X	DREYFUS APPRECIATION FD	261970107			8/12/2011		12/9/2011	3,626	3,411			215	
15	X	DREYFUS APPRECIATION FD	261970107			8/12/2011		12/22/2011	2,579	2,453			126	
16	X	EATON VANCE LARGE CAP	277905642			8/12/2011		12/9/2011	2,244	2,146			98	
17	X	EATON VANCE LARGE CAP	277905642			8/12/2011		12/22/2011	2,867	2,719			148	
18	X	HARBOR CAPITAL	411511504			1/1/2001		8/10/2011	83,351	55,508			27,843	
19	X	HARBOR CAPITAL	411511504			1/1/2001		8/19/2011	21	14			7	
20	X	HARBOR INTERNATIONAL	411511801			1/1/2001		8/10/2011	12,274	8,772			3,502	
21	X	HARBOR INTERNATIONAL	411511801			8/3/2011		8/19/2011	7	8			-1	
22	X	HARTFORD GROWTH	416641207			8/12/2011		12/22/2011	396	411			-15	
23	X	ISHARES IBOXX \$	464287242			1/1/2001		8/10/2011	26,502	21,165			5,337	
24	X	ISHARES S&P 500 VALUE	464287408			1/1/2001		8/10/2011	23,459	22,829			630	
25	X	ISHARES RUSSELL 1000	464287598			8/12/2011		12/9/2011	3,862	3,637			225	
26	X	ISHARES RUSSELL 1000	464287598			8/12/2011		12/22/2011	2,027	1,908			119	
27	X	ISHARES RUSSELL 1000	464287614			1/1/2001		8/10/2011	12,407	11,509			898	
28	X	ISHARES RUSSELL 1000	464287614			1/1/2001		8/17/2011	3,546	3,175			371	
29	X	ISHARES RUSSELL 1000	464287614			1/1/2001		12/9/2011	4,277	3,621			656	
30	X	ISHARES RUSSELL 1000	464287614			1/1/2001		12/22/2011	1,152	992			160	
31	X	ISHARES TR RUSSELL 2000	464287655			1/1/2001		8/10/2011	3,656	3,271			385	
32	X	JPMORGAN CHASE & CO	48123M6K3			1/1/2001		8/12/2011	7,110	9,000			-1,890	
33	X	MFS RESEARCH BOND FUND	55272P778			8/12/2011		12/9/2011	1,277	1,286			-9	
34	X	MFS RESEARCH BOND FUND	55272P778			8/12/2011		12/22/2011	2,132	2,144			-12	
35	X	MFS VALUE FD CL I	552989694			8/12/2011		12/9/2011	3,031	2,873			158	
36	X	MFS VALUE FD CL I	552989694			8/12/2011		12/22/2011	2,195	2,085			110	
37	X	PNC INTERMEDIATE BOND	69351J454			1/1/2001		8/10/2011	84,411	75,492			8,919	
38	X	PNC INTERMEDIATE BOND	69351J454			1/1/2001		8/23/2011	9	8			1	
39	X	PIMCO TOTAL RETURN FUND	72201M552			8/12/2011		12/9/2011	1,073	1,096			-23	
40	X	PIMCO TOTAL RETURN FUND	72201M552			8/12/2011		12/22/2011	4,406	4,483			-77	
41	X	T ROWE PRICE GROWTH	741479109			1/1/2001		8/10/2011	12,449	10,884			1,565	
42	X	T ROWE PRICE GROWTH	741479109			1/1/2001		8/23/2011	13	11			2	
43	X	T ROWE PRICE MID CAP	779556109			1/1/2001		8/10/2011	18,393	16,291			2,102	
44	X	T ROWE PRICE MID CAP	779556109			1/1/2001		8/23/2011	46	40			6	
45	X	T ROWE PRICE SHORT TERM	77957P105			1/1/2001		8/10/2011	66,135	65,591			544	
46	X	T ROWE PRICE SHORT TERM	77957P105			1/1/2001		8/23/2011	4	4			0	
47	X	ROYCE TOTAL RTN FD	780905881			1/1/2001		8/23/2011	1	1			0	
48	X	VANGUARD TOTAL BOND MK	922042858			1/1/2001		8/10/2011	94,494	84,666			9,828	
49	X	VANGUARD MSCI EMERGING	957904535			1/1/2001		8/10/2011	13,672	7,487			6,185	
50	X	WESTCOAST SMALL CAP	957904535			8/12/2011		12/9/2011	556	523			33	
51	X	WESTCOAST SMALL CAP	957904535			8/12/2011		12/22/2011	633	590			43	

Gross Sales 731,929  
 Cost, Other Basis and Expenses 651,843  
 Net Gain or Loss 80,286



**Line 16b (990-PF) - Accounting Fees**

		700	0	0	700
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	700			700
2					
3					
4					
5					
6					
7					
8					
9					
10					

**Line 18 (990-PF) - Taxes**

		19,575	123	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX				
2	ESTIMATED EXCISE TAX PAID	19,452			
3	FOREIGN TAX WITHHELD	123	123		
4					
5					
6					
7					
8					
9					
10					

**Line 23 (990-PF) - Other Expenses**

		200	0	0	200
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES				
2	STATE AG FEES	200			200
3	INVESTMENT FEES				
4	PARTNERSHIP DEDUCTIONS				
5	OTHER MISC FEES				
6					
7					
8					
9					



Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	Amount		How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
		Long Term CG Distributions	Short Term CG Distributions											
		1,759	0			Totals	730,170	0	651,643	78,527	0	0	0	78,527
1	ASTON/TAMRO SMALL CAP	00078H141		1/1/2001	8/10/2011	8/10/2011	3,866	0	2,468	1,398	0	0	0	1,398
2	ASTON/TAMRO SMALL CAP	00078H141		1/1/2001	8/19/2011	8/19/2011	8	0	5	3	0	0	0	3
3	AMERICAN CENTURY SMALL	025083338		8/12/2011	12/9/2011	12/9/2011	330	0	316	14	0	0	0	14
4	AMERICAN CENTURY SMALL	025083338		8/12/2011	12/22/2011	12/22/2011	508	0	493	15	0	0	0	15
5	ARTISAN MID CAP VALUE	04314H709		1/1/2001	8/10/2011	8/10/2011	17,878	0	16,325	1,553	0	0	0	1,553
6	ARTISAN MID CAP VALUE	04314H709		1/1/2001	8/19/2011	8/19/2011	6	0	6	0	0	0	0	0
7	BLACKROCK EQTY DIVIDEND	09251M504		1/1/2001	8/19/2011	8/19/2011	133,375	0	127,579	5,796	0	0	0	5,796
8	BLACKROCK EQTY DIVIDEND	09251M504		1/1/2001	8/19/2011	8/19/2011	12	0	11	1	0	0	0	1
9	COLUMBIA MARSICO INTL	19765H636		1/1/2001	8/10/2011	8/10/2011	21,139	0	22,853	-1,714	0	0	0	-1,714
10	COLUMBIA MARSICO INTL	19765H636		8/3/2011	8/19/2011	8/19/2011	10	0	11	-1	0	0	0	-1
11	CREDIT SUISSE NASSAU	22546EBS2		1/1/2001	8/15/2011	8/15/2011	8,700	0	10,000	-1,300	0	0	0	-1,300
12	DODGE & COX	256206103		1/1/2001	8/10/2011	8/10/2011	33,626	0	30,486	3,140	0	0	0	3,140
13	DODGE & COX	256206103		1/1/2001	8/19/2011	8/19/2011	29	0	26	3	0	0	0	3
14	DREYFUS APPRECIATION FD	261970107		8/12/2011	12/9/2011	12/9/2011	3,626	0	3,411	215	0	0	0	215
15	DREYFUS APPRECIATION FD	261970107		8/12/2011	12/22/2011	12/22/2011	2,579	0	2,453	126	0	0	0	126
16	EATON VANCE LARGE CAP	277905642		8/12/2011	12/9/2011	12/9/2011	2,244	0	2,146	98	0	0	0	98
17	EATON VANCE LARGE CAP	277905642		8/12/2011	12/22/2011	12/22/2011	2,867	0	2,719	148	0	0	0	148
18	HARBOR CAPITAL	411511504		1/1/2001	8/10/2011	8/10/2011	83,351	0	55,508	27,843	0	0	0	27,843
19	HARBOR CAPITAL	411511504		1/1/2001	8/19/2011	8/19/2011	21	0	14	7	0	0	0	7
20	HARBOR INTERNATIONAL	411511801		1/1/2001	8/10/2011	8/10/2011	12,274	0	8,772	3,502	0	0	0	3,502
21	HARBOR INTERNATIONAL	411511801		8/3/2011	8/19/2011	8/19/2011	7	0	8	-1	0	0	0	-1
22	HARTFORD GROWTH	416641207		8/12/2011	12/22/2011	12/22/2011	396	0	411	-15	0	0	0	-15
23	ISHARES IBOXX \$	464287242		1/1/2001	8/10/2011	8/10/2011	26,502	0	21,165	5,337	0	0	0	5,337
24	ISHARES S&P 500 VALUE	464287408		1/1/2001	8/10/2011	8/10/2011	23,459	0	22,829	630	0	0	0	630
25	ISHARES RUSSELL 1000	464287598		8/12/2011	12/9/2011	12/9/2011	3,862	0	3,637	225	0	0	0	225
26	ISHARES RUSSELL 1000	464287598		8/12/2011	12/22/2011	12/22/2011	2,027	0	1,908	119	0	0	0	119
27	ISHARES RUSSELL 1000	464287614		1/1/2001	8/10/2011	8/10/2011	12,407	0	11,509	898	0	0	0	898
28	ISHARES RUSSELL 1000	464287614		1/1/2001	8/17/2011	8/17/2011	3,546	0	3,175	371	0	0	0	371
29	ISHARES RUSSELL 1000	464287614		1/1/2001	12/9/2011	12/9/2011	4,277	0	3,621	656	0	0	0	656
30	ISHARES RUSSELL 1000	464287614		1/1/2001	12/22/2011	12/22/2011	1,152	0	992	160	0	0	0	160
31	JPMORGAN CHASE & CO	464287655		1/1/2001	8/10/2011	8/10/2011	7,110	0	3,271	3,839	0	0	0	3,839
32	MFS RESEARCH BOND FUND	55272P778		1/1/2001	8/12/2011	8/12/2011	1,277	0	1,286	-9	0	0	0	-9
33	MFS RESEARCH BOND FUND	55272P778		8/12/2011	12/9/2011	12/9/2011	2,132	0	2,144	-12	0	0	0	-12
34	MFS RESEARCH BOND FUND	55272P778		8/12/2011	12/22/2011	12/22/2011	3,031	0	2,873	158	0	0	0	158
35	MFS VALUE FD CL 1	552983694		8/12/2011	12/9/2011	12/9/2011	2,195	0	2,085	110	0	0	0	110
36	MFS VALUE FD CL 1	552983694		1/1/2001	8/10/2011	8/10/2011	84,411	0	75,492	8,919	0	0	0	8,919
37	PNC INTERMEDIATE BOND	69351J454		1/1/2001	8/23/2011	8/23/2011	9	0	8	1	0	0	0	1
38	PNC INTERMEDIATE BOND	69351J454		8/12/2011	12/9/2011	12/9/2011	1,073	0	1,096	-23	0	0	0	-23
39	PIMCO TOTAL RETURN FUND	72201M552		8/12/2011	12/22/2011	12/22/2011	4,406	0	4,483	-77	0	0	0	-77
40	PIMCO TOTAL RETURN FUND	72201M552		8/12/2011	12/22/2011	12/22/2011	12,449	0	10,884	1,565	0	0	0	1,565
41	T ROWE PRICE GROWTH	741479109		1/1/2001	8/10/2011	8/10/2011	13	0	11	2	0	0	0	2
42	T ROWE PRICE GROWTH	741479109		1/1/2001	8/23/2011	8/23/2011	18,393	0	16,291	2,102	0	0	0	2,102
43	T ROWE PRICE MID CAP	779556109		1/1/2001	8/10/2011	8/10/2011	46	0	40	6	0	0	0	6
44	T ROWE PRICE MID CAP	779556109		1/1/2001	8/23/2011	8/23/2011	66,135	0	65,591	544	0	0	0	544
45	T ROWE PRICE SHORT TERM	77957P105		1/1/2001	8/10/2011	8/10/2011	4	0	4	0	0	0	0	0
46	T ROWE PRICE SHORT TERM	77957P105		1/1/2001	8/23/2011	8/23/2011	1	0	1	0	0	0	0	0
47	ROYCE TOTAL RTN FND	780905881		1/1/2001	8/23/2011	8/23/2011	94,494	0	84,666	9,828	0	0	0	9,828
48	VANGUARD TOTAL BOND MKT	921937835		1/1/2001	8/10/2011	8/10/2011	13,672	0	7,487	6,185	0	0	0	6,185
49	VANGUARD MSCI EMERGING	922042858		1/1/2001	8/10/2011	8/10/2011	556	0	523	33	0	0	0	33
50	WESTCORE SMALL CAP	957904535		8/12/2011	12/9/2011	12/9/2011	633	0	590	43	0	0	0	43
51	WESTCORE SMALL CAP	957904535		8/12/2011	12/22/2011	12/22/2011	1,010	0	1,021	-11	0	0	0	-11
52	METROPOLITAN WEST TOTAL	592905509		8/12/2011	12/9/2011	12/9/2011	1,539	0	1,569	-30	0	0	0	-30
53	METROPOLITAN WEST TOTAL	592905509		8/12/2011	12/22/2011	12/22/2011	11	0	11	0	0	0	0	0
54	PENNSYLVANIA MUTUAL FD	780905840		8/12/2011	12/9/2011	12/9/2011	476	0	476	0	0	0	0	0
55	PENNSYLVANIA MUTUAL FD	780905840		8/12/2011	12/22/2011	12/22/2011	7,354	0	5,883	1,471	0	0	0	1,471
56	ROYCE TOTAL RTN FND	780905881		1/1/2001	8/10/2011	8/10/2011		0			0	0	0	

**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	Date	Amount
1 Credit from prior year return	1	79
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	19,452
7 Total	7	19,531

**Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers**

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	MERRILL LYNCH TRUST CO		P O Box 1501, NJ2-130-03-31	Pennington	NJ	08534-1501		TRUSTEE	2 00	3,425
2	PNC BANK NA		PO BOX 94651	CLEVELAND	OH	44101		TRUSTEE	2 00	3,359
3										
4										
5										
6										
7										
8										
9										
10										

6,784

**Part**

	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

E SMITH FBO ELYRIA LIBRARY

34-6829885 Page 1 of 1

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

ELYRIA PUBLIC LIBRARY

Street

320 WASHINGTON AVE

City

ELYRIA

State

OH

Zip Code

44035

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

32,686

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0



Primary Account.

PRICEWATERHOUSE COOPERS LLP  
600 GRANT STREET  
47TH FLOOR  
PITTSBURGH PA 15219-2706

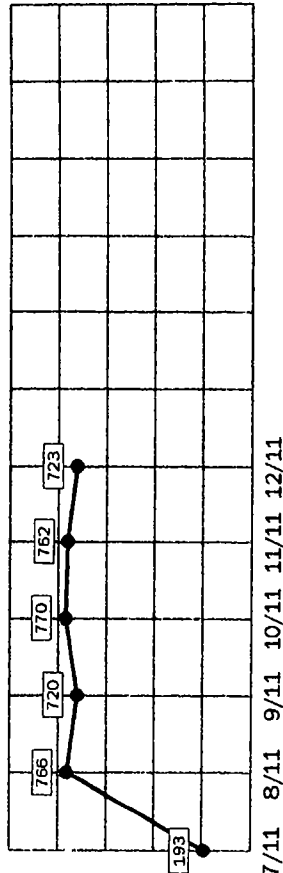
# YOUR MERRILL LYNCH REPORT

December 01, 2011 - December 30, 2011

## PORTFOLIO SUMMARY

	December 30	November 30	Month Change
<b>Net Portfolio Value</b>	<b>\$723,383.12</b>	<b>\$762,135.41</b>	<b>(\$38,752.29)</b>
Your assets	\$745,855.45	\$762,135.41	(\$16,279.96)
Your liabilities	(\$22,472.33)	-	-
Your Net Cash Flow (Inflows/Outflows) Securities You Transferred In/Out	(\$42,698.34)	-	-
<b>Subtotal Net Contributions</b>	<b>(\$42,698.34)</b>	-	-
Your Dividends/Interest Income	\$6,739.78	\$855.52	(\$8,366.41)
Your Market Change	(\$2,793.73)	(\$7,510.89)	(\$4,717.16)
<b>Subtotal Investment Earnings</b>	<b>\$3,946.05</b>	-	-

## Total Value (Net Portfolio Value plus Assets Not Held/Valued By MLPF&S, if any) in thousands, 2011-2011



**Investment Advice and Guidance:**  
Call Your Financial Advisor

**Your Financial Advisor:**  
DBSR WEALTH MANAGEMENT GROUP  
1375 E 9TH STREET  
CLEVELAND OHIO 44114  
1-800-999-3983

## VISIT OUR INNOVATION ECONOMY WEBSITE: WWW.ML.COM/INNOVATION

Watch lively interviews with scientists, policy makers and research analysts discussing new developments in energy, tech and healthcare. Then speak with your Financial Advisor about possible investment opportunities in these sectors.

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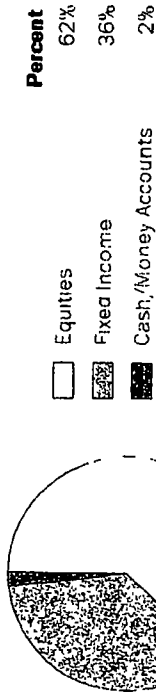
Primary Account

# YOUR PORTFOLIO REVIEW

December 01, 2011 - December 30, 2011

## ASSET ALLOCATION \*

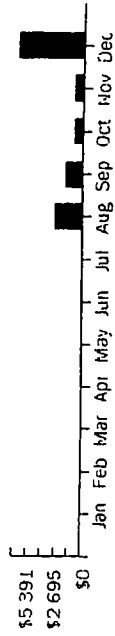
*Estimated* Accrued Interest not included  
May not reflect all holdings



## TOTAL

100%  
\* Includes the categorical values for the underlying portfolio of individual mutual funds, closed end funds, and UITs

## CURRENT INCOME



	This Report	Year To Date
Tax-Exempt Interest		
Taxable Interest		
Tax-Exempt Dividends		
Taxable Dividends	6,739.78	12,984.33
<b>Total</b>	<b>\$6,739.78</b>	<b>\$12,984.33</b>

**Your Estimated Annual Income** **\$16,172.80**

## TOP FIVE PORTFOLIO HOLDINGS

Based on Estimated Market Value

	Current Value	% of Portfolio
PIMCO TOTAL RETURN FUND	131,287.86	17.60%
MFS RESEARCH BOND FUND	65,954.80	8.84%
METROPOLITAN WEST TOTAL	65,901.35	8.84%
MFS VALUE FD CL I	56,264.88	7.54%
HARTFORD GROWTH	56,056.00	7.52%

## FINANCIAL MARKET INDICATORS

	This Report	Last Report	Previous Year End
S&P 500	1257.60	1246.96	1257.64
Three-Month Treasury Bills	.01%	%	12%
Long-Term Treasury Bonds	2.89%	3.05%	4.35%
One-Month LIBOR	.30%	.27%	26%
NASDAQ	2605.15	2620.34	2652.87





Account Number:

MERRILL LYNCH TRUST COMPANY,  
 A DIVISION OF BANK OF AMERICA, N.A.  
 TRUSTEE OF THE  
 SMITH TR FB ELYRIA PUB LIBRARY  
 TUA 5/20/2011

**Net Portfolio Value: \$723,383.12**

**Your Financial Advisor:**  
 DBSR WEALTH MANAGEMENT GROUP  
 1375 E 9TH STREET  
 CLEVELAND OHIO 44114  
 1-800-999-3983

**Trust Officer:**  
 STACIE MORENA  
 609-274-2661

## TRUST MANAGEMENT ACCOUNT

This account is enrolled in the Merrill Lynch Unified Managed Account service

December 01, 2011 - December 30, 2011

ASSETS	December 30	November 30
Cash/Money Accounts	38,033.00	9,314.72
Fixed Income	-	-
Equities	-	-
Mutual Funds	707,822.45	752,820.69
Options	-	-
Other	-	-
Subtotal (Long Portfolio)	745,855.45	762,135.41
<b>TOTAL ASSETS</b>	<b>\$745,855.45</b>	<b>\$762,135.41</b>
<b>LIABILITIES</b>		
Debit Balance	(22,472.33)	-
Short Market Value	-	-
<b>NET PORTFOLIO VALUE</b>	<b>\$723,383.12</b>	<b>\$762,135.41</b>

CASH FLOW	This Statement	Year to Date
Opening Cash/Money Accounts	\$9,314.72	
<b>CREDITS</b>		
Funds Received	-	9,112.43
Electronic Transfers	-	165.44
Other Credits	-	9,277.87
Subtotal	-	
<b>DEBITS</b>		
Electronic Transfers	-	(44,348.18)
Other Debits	(42,698.34)	(3,427.96)
ML Trust Fees	-	-
Non ML Trust Fees	-	-
Bill Payment	-	-
Subtotal	(\$42,698.34)	(\$47,776.14)
<b>Net Cash Flow</b>	<b>(\$42,698.34)</b>	<b>(\$38,498.27)</b>
Dividends/Interest Income	6,739.78	12,984.33
Security Purchases/Debits	-	(688,928.27)
Security Sales/Credits	42,204.51	730,002.88
<b>Closing Cash/Money Accounts</b>	<b>\$15,560.67</b>	
Securities You Transferred In/Out	-	791,142.56

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SMITH TR FB ELYRIA PUB LIBRARY

Account Number:

# MERRILL LYNCH UNIFIED MANAGED ACCOUNT

December 01, 2011 - December 30, 2011

## YOUR INVESTMENT STRATEGY - 6 MF/ETF UDP MODERATE

LG GROWTH - HGOIX, DGAGX, IWF 23.50% RATE: \*  
 SMALL GROWTH-ANOIX, WFGDX 3.00% RATE: \*  
 INTL-TGVIX, JETIX, AEPFX 10.00% RATE: \*

LARGE VALUE-IWD, EILVX, MEIIX 23.50% RATE: \*  
 SMALL VALUE-PENNIX, WTSVX 3.00% RATE: \*  
 FIXED INCOME-PITPX, MWTIX, MRBIX 37.00% RATE: \*

Rate shown above is the Style Manager Expense Rate. The "Style Manager Expense Rate" section in the UMA disclosure statement provides you with the expense rate payable to all of the available style managers, and the "Your Account Fees" section in the UMA client agreement provides additional information, including the Merrill Lynch Fee Rate. If a style manager(s) in your portfolio has changed, please note that the expense rate for the new style manager may be different. \* Please see the Fund's prospectus or other disclosure statement for a description of its fees and expenses\*. The percentage allocations next to the name of the above Style Manager(s) and/or Fund(s) are based, as applicable, on target allocations or allocations as of a particular date for the Portfolio or Strategy selected. Allocations for any particular account may differ from the allocations indicated above. For additional information, see the UMA client agreement, disclosure statement and profiles.

We encourage you to contact your Financial Advisor whenever there are changes in your financial circumstances or investment objectives, or if you wish to impose or modify any reasonable restrictions in the management of your account. If you would like to receive a copy of the UMA disclosure statement or a copy of the disclosure statement(s) for your style manager(s), without charge, please send a written request to: Merrill Lynch, Managed Account Advisors, 101 Hudson Street, 9th Floor, Jersey City, NJ 07302-3997.

## YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total		Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
		Cost Basis	Market Value				
CASH	0.74		0.74		.74		
BIF MONEY FUND	32,707.00	32,707.00		1 0000	32,707.00	3	.01
<b>TOTAL</b>		32,707.74			32,707.74	3	.01

## MUTUAL FUNDS/CLOSED END FUNDS/UIT

Description	Quantity	Total		Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
		Cost Basis	Market Price							
AMERICAN CENTURY SMALL CAP GROWTH FD INVESTOR SYMBOL: ANOIX Initial Purchase 08/12/11 Equity 100%	1,351	10,403.00	7 8700	10,632.37	229.37	10,403	229			





SMITH TR FB ELYRIA PUB LIBRARY

Account Number.

**YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS**

December 01, 2011 - December 30, 2011

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	(continued) Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
AMERICAN EURO PACIFIC GROWTH FUND CL F2	651	24,809.48	35.1100	22,856.61	(1,952.87)	24,809	(1,952)	455	1.99
SYMBOL: AEPFX Initial Purchase 08/12/11 Equity 100%									
ARTIO INTERNATIONAL EQUITY FUND II CL I	2,226	24,869.75	9.5500	21,258.30	(3,611.45)	24,869	(3,611)	414	1.94
SYMBOL: JETIX Initial Purchase 08/12/11 Equity 100%									
DREYFUS APPRECIATION FD	1,368	52,452.19	40.5300	55,445.04	2,992.85	52,452	2,992	791	1.42
SYMBOL: DGAGX Initial Purchase 08/12/11 Equity 100%									
EATON VANCE LARGE CAP VALUE FUND CL I	3,253	53,308.46	17.1700	55,854.01	2,545.55	53,308	2,545	1,035	1.85
SYMBOL: EILYX Initial Purchase 08/12/11 Equity 100%									
HARTFORD GROWTH OPPORTUNITIES FD CL I	2,275	58,417.36	24.6400	56,056.00	(2,361.36)	58,417	(2,361)		
SYMBOL: HGOIX Initial Purchase 08/12/11 Equity 100%									
ISHARES RUSSELL 1000 GROWTH INDEX FUND	964	47,820.57	57.7900	55,709.56	7,888.99	47,820	7,888	776	1.39
SYMBOL: IWF Initial Purchase 01/01/01 Equity 100%									

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Account Number.

**YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS**

December 01, 2011 - December 30, 2011

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	(continued) Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income Yield%
ISHARES RUSSELL 1000 VALUE INDEX FUND SYMBOL: IWD Initial Purchase:08/12/11 Equity 100%	877	52,282.35	63.4800	55,671.96	3,389.61	52,282	3,389	1,279 2.29
METROPOLITAN WEST TOTAL RETURN BOND FD CL I SYMBOL: MWTIX Initial Purchase:08/12/11 Fixed Income 100%	6,355	66,926.10	10.3700	65,901.35	(1,024.75)	66,926	(1,024)	3,044 4.61
MFS RESEARCH BOND FUND CL I SYMBOL: MRBIX Initial Purchase:08/12/11 Fixed Income 100%	6,164	66,086.60	10.7000	65,954.80	(131.80)	66,086	(131)	2,595 3.93
MFS VALUE FD CL I SYMBOL: MEIIX Initial Purchase:08/12/11 Equity 100%	2,504	53,302.28	22.4700	56,264.88	2,962.60	53,302	2,962	1,094 1.94
PENNSYLVANIA MUTUAL FD SYMBOL: PENNX Initial Purchase:08/12/11 Equity 100%	993	10,734.99	10.7600	10,684.68	(50.31)	10,734	(50)	19 .17
PIMCO TOTAL RETURN FUND CL P SYMBOL: PTPPX Initial Purchase 08/12/11	12,078	133,719.75	10.8700	131,287.86	(2,431.89)	133,719	(2,431)	4,203 3.20





SMITH TR FB ELYRIA PUB LIBRARY

Account Number:

**YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS**

December 01, 2011 - December 30, 2011

Description	MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued)	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Current Yield%
Fixed Income 100%										
THORNBURG INTERNATIONAL VALUE FUND CL I	944	24,680.86	24.5800	23,203.52	(1,477.34)	24,680	(1,477)	363	1.56	
SYMBOL: TGVIX Initial Purchase 08/12/11 Equity 100%										
WELLS FARGO ADV EMERGING GROWTH FD CL ADM	864	11,247.45	12.9200	10,385.28	(862.17)	11,247	(862)			
SYMBOL: WFGDX Initial Purchase 08/12/11 Equity 100%										
5330 Fractional Share 6.89 12.0200 6.41 (0.48)										
WESTCORE SMALL CAP VALUE FD RETAIL CLASS	901	10,030.08	11.8200	10,649.82	619.74	10,030	619	101	.94	
SYMBOL: WTSVX Initial Purchase 08/12/11 Equity 100%										
Subtotal (Fixed Income) 263,144.01										
Subtotal (Equities) 444,678.44										

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SMITH TR FB ELYRIA PUB LIBRARY

Account Number

## YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2011 - December 30, 2011

MUTUAL FUNDS/CLOSED END FUNDS/UIT <i>Description</i>	(continued) Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
<b>TOTAL</b>	701,098.16	701,098.16	707,822.45	6,724.29	6,724.29	6,725	16,169	2.28	
<b>TOTAL PRINCIPAL INVESTMENTS</b>		733,805.90	740,530.19	6,724.29		16,172	2.18		

**Total Client Investment:** Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.

**Cumulative Investment Return:** Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

**Market Timing:** Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

**Unrealized Gain or (Loss):** Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.

**Initial Purchase:** Date of your initial investment in this fund

## YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS <i>Description</i>	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est Annual Yield%
BIF MONEY FUND	5,326.00	5,326.00	1.0000	5,326.00	1	.01
<b>TOTAL INCOME INVESTMENTS</b>		5,326.00		5,326.00		.01

**Income Debit Balance** 22,473.07



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SMITH TR FB ELYRIA PUB LIBRARY

Account Number

**YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS**

December 01, 2011 - December 30, 2011

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Accrued Interest	Estimated Annual Income	Current Yield%
	739,131.90	745,856.19	6,724.29		16,173	2.17
<b>TOTAL PRINCIPAL/INCOME INVESTMENTS</b>						

**YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS**

**DIVIDENDS/INTEREST INCOME TRANSACTIONS**

Date	Transaction Type	Quantity	Description	Income Cash	Principal Cash	Income Year To Date
12/01	Dividend		MFS RESEARCH BOND FUND CL I DIVIDEND	222.60		
12/01	Dividend		PAY DATE 11/30/2011 METROPOLITAN WEST TOTAL RETURN BOND FD CL I DIVIDEND	253.87		
12/01	Dividend		PAY DATE 11/30/2011 PIMCO TOTAL RETURN FUND CL P DIVIDEND	394.11		
12/09	Dividend		PAY DATE 11/30/2011 MFS VALUE FD CL I DIVIDEND	399.03		
12/09	Dividend		PAY DATE 12/08/2011 PENNSYLVANIA MUTUAL FD DIVIDEND	20.14		
12/09	* Lg Tm Cap Gain		PAY DATE 12/08/2011 * PENNSYLVANIA MUTUAL FD LONG TERM CAPITAL GAIN PAY DATE 12/08/2011		394.13	

SMITH TR FB ELYRIA PUB LIBRARY

Account Number:

# YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS

December 01, 2011 - December 30, 2011

Date	Transaction Type	Quantity	Description	Income Cash	Principal Cash	Income Year To Date
12/13	* Lg Tm Cap Gain		* METROPOLITAN WEST TOTAL		233.49	
			RETURN BOND FD CL I			
			LONG TERM CAPITAL GAIN			
			PAY DATE 12/12/2011			
12/13	Sh Tm Cap Gain		METROPOLITAN WEST TOTAL		308.29	
			RETURN BOND FD CL I			
			SHORT TERM CAPITAL GAIN			
			PAY DATE 12/12/2011			
12/23	Dividend		DREYFUS APPRECIATION FD	819.82		
			DIVIDEND			
12/27	Dividend		PAY DATE 12/22/2011	40.40		
			THORNBURG INTERNATIONAL			
			VALUE FUND CL I			
			DIVIDEND			
12/29	Dividend		PAY DATE 12/23/2011	236.43		
			ISHARES RUSSELL 1000			
			GROWTH INDEX FUND			
			DIVIDEND			
			HOLDING 984 0000			
12/29	Dividend		PAY DATE 12/29/2011	403.80		
			ISHARES RUSSELL 1000			
			VALUE INDEX FUND			
			DIVIDEND			
			HOLDING 909 0000			
12/29	Dividend		PAY DATE 12/29/2011	785.79		
			PIMCO TOTAL RETURN FUND			
			CL P			
			DIVIDEND			
12/29	Dividend		PAY DATE 12/28/2011	455.24		
			AMERICAN EURO PACIFIC			
			GROWTH FUND CL F2			



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10 of 21