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

2011Department 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 , 2011, and ending

THE LEAVENS FOUNDATION, INC.
P.O. BOX 673
LONG VALLEY, NJ 07853

A Employer identification number
52-1754606

B Telephone number (see the instructions)
908-876-1355

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, column (c), line 16) **J** Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
\$ 2,247,405. (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)
1	Contributions, gifts, grants, etc. received (att sch)				
2	Chk ☒ if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments			N/A	
4	Dividends and interest from securities	53,332.	53,332.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	67,888.			
b	Gross sales price for all assets on line 6a	1,138,559.			
7	Capital gain net income (from Part IV, line 2)		67,888.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	121,224.	121,220.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) SEE ST 2	2,950.	1,475.		1,475.
c	Other prof fees (attach sch) SEE ST 3	22,902.	22,870.		32.
17	Interest				
18	Taxes (attach schedule)(see instrs) SEE STM 4	1,996.	1,088.		
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	7,395.	3,698.		3,697.
22	Printing and publications				
23	Other expenses (attach schedule) SEE STATEMENT 5	6,867.	3,434.		3,433.
24	Total operating and administrative expenses. Add lines 13 through 23	42,110.	32,565.		8,637.
25	Contributions, gifts, grants paid PART XV	70,500.			70,500.
26	Total expenses and disbursements. Add lines 24 and 25	112,610.	32,565.		79,137.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	8,614.			
b	Net investment income (if negative, enter -0-)		88,655.		
c	Adjusted net income (if negative, enter -0-)				

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ADMINISTRATIVE AND OPERATING EXPENSES

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	78,245.	104,742.	104,742.
3	Accounts receivable			
	Less: allowance for doubtful accounts			
4	Pledges receivable			
	Less: allowance for doubtful accounts			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments — U S and state government obligations (attach schedule)	243,131.	384,679.	408,370.
b	Investments — corporate stock (attach schedule)	1,592,767.	1,608,196.	1,730,483.
c	Investments — corporate bonds (attach schedule)	177,916.	3,056.	3,810.
11	Investments — land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
12	Investments — mortgage loans			
13	Investments — other (attach schedule)			
14	Land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
15	Other assets (describe)			
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	2,092,059.	2,100,673.	2,247,405.

LIABILITIES

17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, & other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)	0.	0.	

NET ASSETS OR FUND BALANCES

	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	☐		
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	☒		
27	Capital stock, trust principal, or current funds		1,083,644.	1,083,644.
28	Paid-in or capital surplus, or land, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds		1,008,415.	1,017,029.
30	Total net assets or fund balances (see instructions)		2,092,059.	2,100,673.
31	Total liabilities and net assets/fund balances (see instructions)		2,092,059.	2,100,673.

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	2,092,059.
2	Enter amount from Part I, line 27a	2	8,614.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,100,673.
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	2,100,673.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a SEE STATEMENT 6			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	67,888.
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	-12,773.

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 (column (b) divided by column (c))
2010	214,756.	2,228,828.	0.096354
2009	216,953.	2,146,557.	0.101070
2008	238,112.	2,630,118.	0.090533
2007	253,674.	3,267,947.	0.077625
2006	292,231.	3,286,229.	0.088926

2 Total of line 1, column (d)	2	0.454508
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	0.090902
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,355,416.
5 Multiply line 4 by line 3	5	214,112.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	887.
7 Add lines 5 and 6	7	214,999.
8 Enter qualifying distributions from Part XII, line 4	8	79,137.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,773.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,773.
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	1,773.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8		19.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,792.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11		
		Refunded	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 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
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NJ		
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	
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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>► N/A</u>	13	X	
14	The books are in care of <u>► WILLIAM B. LEAVENS III</u> Telephone no <u>► 908-876-1355</u> Located at <u>► P.O. BOX 673 LONG VALLEY NJ</u> ZIP + 4 <u>► 07853</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year <u>► 15</u> N/A <u>►</u> N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u>►</u>	16		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>►</u>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years <u>► 20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>► 20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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Form 990-PF (2011)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?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
WILLIAM GIBSON C/O P.O. BOX 673 LONG VALLEY, NJ 07853	PRESIDENT 0	0.	0.	0.
NANCY WRIGHT C/O PO BOX 673 LONG VALLEY, NJ 07853	SECRETARY 0	0.	0.	0.
WILLIAM B. LEAVENS III C/O PO BOX 673 LONG VALLEY, NJ 07853	TREASURER 0	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 VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Total number of others receiving over \$50,000 for professional services 0

Part IX 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 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	0.

BAA

Form 990-PF (2011)

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	2,289,253.
b Average of monthly cash balances	1b	102,032.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	2,391,285.
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	2,391,285.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	35,869.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,355,416.
6 Minimum investment return. Enter 5% of line 5	6	117,771.

Part XIII 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	117,771.
2a Tax on investment income for 2011 from Part VI, line 5	2a	1,773.	
b Income tax for 2011 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c	1,773.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	115,998.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	115,998.	
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	115,998.	

Part XIII 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	79,137.
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	79,137.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	79,137.

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				115,998.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	134,727.			
b From 2007	94,783.			
c From 2008	107,585.			
d From 2009	110,159.			
e From 2010	105,117.			
f Total of lines 3a through e	552,371.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 79,137.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				79,137.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	36,861.			36,861.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	515,510.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	97,866.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	417,644.			
10 Analysis of line 9				
a Excess from 2007	94,783.			
b Excess from 2008	107,585.			
c Excess from 2009	110,159.			
d Excess from 2010	105,117.			
e Excess from 2011				

N/A

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

- b 85% of line 2a**

- e** Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

- a 'Assets' alternative test – enter:

- (1) Value of all assets

- (2) Value of assets qualifying under section 4942(i)(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(i)(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 organization had \$5,000 or more in assets at any time during the year – see instructions.)**

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.

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

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

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

- c Any submission deadlines**

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 7				
Total			3a	70,500.
b Approved for future payment				
Total			3b	

EMASM Fiscal Statement

THE LEAVENS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
8,254	ML BANK DEPOSIT PROGRAM	08/10/06	8,254.00	8,254.00			12.38
	Total Cash and Money Funds		8,254.00	8,254.00		0.00	12.38

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
52	ATLAS COPCO A ADR NEW	09/29/08	587.49	1,115.40	527.91	24.00
80	ATLAS COPCO A ADR NEW	02/04/09	610.40	1,716.00	1,105.60	37.00
228	ABB LTD SPON ADR	04/10/07	4,117.89	4,293.24	175.35	262.00
194	AXA -SPONS ADR	06/15/06	5,871.25	2,494.84	(3,376.41)	163.00
167	ALLIANZ SE SPD ADR	05/14/07	3,640.65	1,581.49	(2,059.16)	81.00
110	ALLIANZ SE SPD ADR	04/07/08	2,302.61	1,041.70	(1,260.91)	54.00
68	AMERICA MOVIL SAB DE CV ADR	02/20/08	2,073.77	1,536.80	(536.97)	20.00
50	AMERICA MOVIL SAB DE CV ADR	05/19/08	1,434.84	1,130.00	(304.84)	15.00
51	ANHEUSER-BUSCH INBEV ADR	10/16/09	2,535.61	3,110.49	574.88	50.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
15	ANHEUSER-BUSCH INBEV ADR	11/04/09	710.09	914.85	204.76	15 00
5	ANHEUSER-BUSCH INBEV ADR	11/05/09	236.48	304.95	68.47	5 00
20	ANHEUSER-BUSCH INBEV ADR	06/21/11	1,155.53	1,219 80	64 27	20.00
331	BANCO BILBAO VIZCAYA ARGENTARIA S A ADR	06/15/06	6,347 44	2,836.67	(3,510 77)	168.00
34	BAYER AG SP ADR	03/17/08	2,568.16	2,169.20	(398 96)	55.00
20	BAYER AG SP ADR	04/07/08	1,645.50	1,276 00	(369 50)	33 00
5	BAYER AG SP ADR	07/14/08	435.84	319.00	(116 84)	9 00
47	BRITISH AMN TOBACO SPADR	06/15/06	2,340.75	4,459.36	2,118 61	181.00
5	BRITISH AMN TOBACO SPADR	02/02/10	332 68	474.40	141.72	20.00
10	BRITISH AMN TOBACO SPADR	02/03/10	662.94	948 80	285.86	39 00
185	BARCLAYS PLC ADR	06/15/06	8,284 31	2,033 15	(6,251.16)	66 00
48	BARCLAYS PLC ADR	07/25/08	1,106.84	527.52	(579 32)	17 00
15	BARCLAYS PLC ADR	11/20/09	304.19	164.85	(139 34)	6.00
41	BG GROUP PLC SPON ADR	06/15/06	2,515.30	4,387 00	1,871.70	47 00
5	BG GROUP PLC SPON ADR	11/04/09	450.80	535.00	84.20	6.00
5	BG GROUP PLC SPON ADR	11/20/09	465 45	535 00	69 55	6.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
15	BG GROUP PLC SPON ADR	02/09/10	1,303.84	1,605.00	301.16	17.00
5	BG GROUP PLC SPON ADR	05/31/11	583.96	535.00	(48.96)	6.00
12	BG GROUP PLC SPON ADR	06/17/11	1,290.59	1,284.00	(6.59)	14.00
170	BNP PARIBAS SPONSORD ADR	06/15/06	7,426.47	3,340.50	(4,085.97)	189.00
10	BNP PARIBAS SPONSORD ADR	10/23/08	372.09	196.50	(175.59)	12.00
54	BHP BILLITON LTD ADR	06/15/06	2,194.03	3,814.02	1,619.99	110.00
35	BHP BILLITON LTD ADR	02/16/07	1,598.90	2,472.05	873.15	71.00
25	BHP BILLITON LTD ADR	08/18/08	1,667.70	1,765.75	98.05	51.00
25	BHP BILLITON LTD ADR	06/16/11	2,222.85	1,765.75	(457.10)	51.00
37	BURBERRY GROU PLC-SP ADR	08/05/11	1,600.92	1,370.48	(230.44)	25.00
37	BURBERRY GROU PLC-SP ADR	08/18/11	1,537.13	1,370.48	(166.65)	25.00
22	CREDIT SUISSE GP SP ADR	06/08/09	992.90	516.56	(476.34)	33.00
5	CREDIT SUISSE GP SP ADR	11/20/09	265.70	117.40	(148.30)	8.00
25	CREDIT SUISSE GP SP ADR	02/10/10	1,081.80	587.00	(494.80)	37.00
50	CREDIT SUISSE GP SP ADR	04/21/10	2,533.90	1,174.00	(1,359.90)	74.00
113	CANON INC ADR REP5SH	06/15/06	5,029.19	4,976.52	(52.67)	164.00
20	CANON INC ADR REP5SH	07/14/08	934.47	880.80	(53.67)	29.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
2	CNOOC LTD ADR	09/18/09	281.42	349.36	67.94	12.00
3	CNOOC LTD ADR	09/21/09	412.47	524.04	111.57	18.00
5	CNOOC LTD ADR	11/04/09	767.95	873.40	105.45	29.00
6	CNOOC LTD ADR	10/10/11	1,035.72	1,048.08	12.36	35.00
165	CENTRICA PLC SPR ADR NEW	02/25/11	3,618.37	2,940.30	(678.07)	153.00
293	CIE FINANCIERE RICHEMONT SA SHS	08/19/11	1,505.14	1,470.86	(34.28)	9.00
137	CIE FINANCIERE RICHEMONT SA SHS	09/14/11	744.84	687.74	(57.10)	4.00
174	CIE FINANCIERE RICHEMONT SA SHS	10/10/11	885.78	873.48	(12.30)	5.00
140	CHINA CONSTRUCT UNSPN AD	12/06/11	2,027.63	1,951.60	(76.03)	76.00
16	DBS GROUP HLDGS SPN ADR	04/12/07	881.18	566.72	(314.46)	28.00
40	DBS GROUP HLDGS SPN ADR	05/30/07	2,346.63	1,416.80	(929.83)	69.00
40	DBS GROUP HLDGS SPN ADR	11/29/07	2,031.32	1,416.80	(614.52)	69.00
22	DIAGEO PLC SPSP ADR NEW	10/21/10	1,645.79	1,923.24	277.45	58.00
13	DIAGEO PLC SPSP ADR NEW	11/30/10	932.03	1,136.46	204.43	34.00
19	DIAGEO PLC SPSP ADR NEW	01/25/11	1,489.66	1,660.98	171.32	50.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
4	DIAGEO PLC SPSP ADR NEW	01/26/11	319.20	349.68	30.48	11.00
8	FRESENIUS MEDICAL CARE AG & CO SPON ADR	02/09/11	499.71	543.84	44.13	6.00
2	FRESENIUS MEDICAL CARE AG & CO SPON ADR	02/10/11	125.83	135.96	10.13	2.00
7	FRESENIUS MEDICAL CARE AG & CO SPON ADR	02/11/11	435.75	475.86	40.11	5.00
3	FRESENIUS MEDICAL CARE AG & CO SPON ADR	02/14/11	188.92	203.94	15.02	2.00
4	FRESENIUS MEDICAL CARE AG & CO SPON ADR	02/15/11	259.07	271.92	12.85	3.00
9	FRESENIUS MEDICAL CARE AG & CO SPON ADR	02/25/11	589.87	611.82	21.95	6.00
14	FRESENIUS MEDICAL CARE AG & CO SPON ADR	07/05/11	1,045.95	951.72	(94.23)	10.00
1	FRESENIUS MEDICAL CARE AG & CO SPON ADR	07/06/11	74.34	67.98	(6.36)	1.00
62	FANUC LTD-UNSP	09/16/11	1,512.78	1,568.60	55.82	23.00
50	FANUC LTD-UNSP	10/03/11	1,129.84	1,265.00	135.16	19.00
92	GLAXOSMITHKLINE PLC ADR	06/15/06	5,002.97	4,197.96	(805.01)	203.00
6	GLAXOSMITHKLINE PLC ADR	10/22/10	241.69	273.78	32.09	14.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
18	GLAXOSMITHKLINE PLC ADR	10/25/10	734.73	821.34	86.61	40.00
111	HSBC HLDG PLC SP ADR	06/15/06	9,669.22	4,229.10	(5,440.12)	217.00
58	HSBC HLDG PLC SP ADR	04/08/09	1,072.27	2,209.80	1,137.53	114.00
28	HSBC HLDG PLC SP ADR	02/24/11	1,565.20	1,066.80	(498.40)	55.00
85	HANG LUNG PROPERTIES ADR	03/01/11	1,831.84	1,207.00	(624.84)	36.00
79	HANG LUNG PROPERTIES ADR	06/22/11	1,568.75	1,121.80	(446.95)	34.00
127	HONDA MOTOR ADR NEW	06/15/06	3,953.13	3,879.85	(73.28)	88.00
53	IMPERIAL TOB GRP SPS ADR	09/25/09	3,059.87	3,993.02	933.15	163.00
84	INDUSTR L AND COMMRL BNK OF CHN	04/04/11	1,437.07	1,001.28	(435.79)	39.00
77	INDUSTR L AND COMMRL BNK OF CHN	06/20/11	1,148.31	917.84	(230.47)	36.00
29	ING GP NV SPSP ADR	11/29/07	1,124.56	207.93	(916.63)	
80	ING GP NV SPSP ADR	10/22/08	873.77	573.60	(300.17)	
20	ING GP NV SPSP ADR	11/20/09	275.80	143.40	(132.40)	
306	ING GP NV SPSP ADR	12/16/09	1,917.47	2,194.02	276.55	
2	KOMATSU NEW NEW SPNSADR	10/17/07	67.59	47.24	(20.35)	1.00
64	KOMATSU NEW NEW SPNSADR	04/08/08	1,704.03	1,511.68	(192.35)	28.00

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THE LEAVENS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
60	KOMATSU NEW NEW SPNSDADR	07/29/09	982.63	1,417.20	434.57	27.00
20	KOMATSU NEW NEW SPNSDADR	07/30/09	329.03	472.40	143.37	9.00
9	KOMATSU NEW NEW SPNSDADR	07/12/10	177.09	212.58	35.49	4.00
46	KOMATSU NEW NEW SPNSDADR	07/13/10	892.68	1,086.52	193.84	20.00
35	KUBOTA CORP ADR	09/29/09	1,478.40	1,454.60	(23.80)	28.00
20	KUBOTA CORP ADR	10/23/09	795.85	831.20	35.35	16.00
31	KUBOTA CORP ADR	07/12/10	1,235.42	1,288.36	52.94	24.00
4	KUBOTA CORP ADR	07/06/11	186.05	166.24	(19.81)	4.00
20	KUBOTA CORP ADR	07/07/11	934.81	831.20	(103.61)	16.00
44	LVMH MOET HENNESSY ADR	02/10/09	540.10	1,236.40	696.30	20.00
62	LVMH MOET HENNESSY ADR	02/11/09	784.30	1,742.20	957.90	28.00
67	LVMH MOET HENNESSY ADR	02/25/11	2,099.22	1,882.70	(216.52)	31.00
42	LVMH MOET HENNESSY ADR	07/28/11	1,547.78	1,180.20	(367.58)	19.00
262	LAFARGE ADR NEW	06/15/06	6,846.46	2,274.16	(4,572.30)	65.00
10	LAFARGE ADR NEW	11/20/09	212.80	86.80	(126.00)	3.00
13	LAFARGE ADR NEW	03/02/10	215.02	112.84	(102.18)	4.00
62	LAFARGE ADR NEW	03/03/10	1,054.47	538.16	(516.31)	16.00

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THE LEAVENS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
133	MARKS AND SPENCER GP ADR	06/05/09	1,222.34	1,266.16	43.82	68.00
27	MARKS AND SPENCER GP ADR	06/10/09	260.19	257.04	(3.15)	14.00
33	MARKS AND SPENCER GP ADR	06/11/09	322.12	314.16	(7.96)	17.00
85	MARKS AND SPENCER GP ADR	11/20/09	1,068.45	809.20	(259.25)	44.00
126	MARKS AND SPENCER GP ADR	04/28/11	1,642.64	1,199.52	(443.12)	65.00
65	MITSUBISHI CP SPNSRD ADR	06/15/06	2,483.01	2,604.55	121.54	105.00
43	MITSUBISHI CP SPNSRD ADR	01/24/07	1,679.96	1,723.01	43.05	70.00
2	MITSUBISHI CP SPNSRD ADR	01/24/07	79.30	80.14	0.84	4.00
8	MITSUBISHI CP SPNSRD ADR	08/08/08	442.80	320.56	(122.24)	13.00
32	MITSUBISHI CP SPNSRD ADR	08/11/08	1,746.79	1,282.24	(464.55)	52.00
35	MITSUBISHI CP SPNSRD ADR	02/05/09	1,074.10	1,402.45	328.35	57.00
150	MITSUBISHI ESTATE ADR	06/15/06	2,835.00	2,233.50	(601.50)	20.00
60	MITSUBISHI ESTATE ADR	03/17/11	1,091.11	893.40	(197.71)	8.00
127	NIDEC CORPORATION ADR	03/05/07	2,025.66	2,740.66	715.00	33.00
49	NOVARTIS ADR	06/15/06	2,569.08	2,801.33	232.25	99.00
35	NOVARTIS ADR	01/25/07	2,043.92	2,000.95	(42.97)	71.00
157	NESTLE S A REP RG SH ADR	06/15/06	4,735.69	9,060.47	4,324.78	278.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
180	PRUDENTIAL PLC ADR	07/12/10	2,937.28	3,553.20	615.92	146.00
61	PRUDENTIAL PLC ADR	06/22/11	1,408.32	1,204.14	(204.18)	50.00
16	RIO TINTO PLC SPNSRD ADR	10/18/07	1,326.22	782.72	(543.50)	19.00
16	RIO TINTO PLC SPNSRD ADR	11/29/07	1,705.96	782.72	(923.24)	19.00
12	RIO TINTO PLC SPNSRD ADR	02/04/09	245.53	587.04	341.51	15.00
8	RIO TINTO PLC SPNSRD ADR	02/05/09	163.64	391.36	227.72	10.00
36	RIO TINTO PLC SPNSRD ADR	07/02/09	1,215.68	1,761.12	545.44	43.00
16	RIO TINTO PLC SPNSRD ADR	03/02/10	853.24	782.72	(70.52)	19.00
20	RIO TINTO PLC SPNSRD ADR	09/10/10	1,084.34	978.40	(105.94)	24.00
27	RIO TINTO PLC SPNSRD ADR	06/16/11	1,775.82	1,320.84	(454.98)	32.00
41	ROYAL DUTCH SHELL PLC SPONS ADR A	05/28/08	3,500.50	2,996.69	(503.81)	118.00
25	ROYAL DUTCH SHELL PLC SPONS ADR A	07/14/08	1,913.94	1,827.25	(86.69)	72.00
25	ROYAL DUTCH SHELL PLC SPONS ADR A	09/17/08	1,461.99	1,827.25	365.26	72.00
5	ROYAL DUTCH SHELL PLC SPONS ADR A	11/20/09	302.75	365.45	62.70	15.00

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THE LEAVENS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
25	ROYAL DUTCH SHELL PLC SPONS ADR A	10/07/10	1,565.63	1,827.25	261.62	72.00
1	ROYAL DUTCH SHELL PLC SPONS ADR A	03/25/11	69.80	73.09	3.29	3.00
20	ROYAL DUTCH SHELL PLC SPONS ADR A	05/26/11	1,388.80	1,461.80	73.00	58.00
13	ROYAL DUTCH SHELL PLC SPONS ADR A	07/05/11	935.96	950.17	14.21	38.00
39	REED ELSEVIER N V	06/15/06	1,304.59	905.19	(399.40)	39.00
2	REED ELSEVIER N V	07/29/09	46.87	46.42	(0.45)	2.00
23	REED ELSEVIER N V	07/30/09	473.15	533.83	60.68	23.00
111	ROCHE HLDG LTD SPN ADR	06/15/06	4,326.23	4,723.05	396.82	126.00
158	SOCIETE GENERAL SPN ADR	02/10/10	1,790.52	688.88	(1,101.64)	69.00
161	SOCIETE GENERAL SPN ADR	04/21/10	1,916.29	701.96	(1,214.33)	71.00
6	SOCIETE GENERAL SPN ADR	04/22/10	69.34	26.16	(43.18)	3.00
33	SOCIETE GENERAL SPN ADR	04/23/10	381.24	143.88	(237.36)	15.00
62	SAP AG SHS	06/15/06	3,130.39	3,282.90	152.51	64.00
50	SAP AG SHS	07/23/07	2,832.99	2,647.50	(185.49)	52.00
33	SIEMENS AG ADR	10/09/06	2,798.08	3,155.13	357.05	98.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
30	SIEMENS AG ADR	11/01/06	2,702.61	2,868.30	165.69	89.00
5	SIEMENS AG ADR	11/20/09	477.20	478.05	0.85	15.00
98	SANOFI ADR	06/15/06	4,557.01	3,580.92	(976.09)	130.00
35	SANOFI ADR	10/19/06	1,532.59	1,278.90	(253.69)	47.00
15	SANOFI ADR	06/05/09	487.61	548.10	60.49	20.00
212	SCHNEIDER ELEC SA ADR	04/29/11	3,747.78	2,228.12	(1,519.66)	73.00
90	SCHNEIDER ELEC SA ADR	06/08/11	1,459.11	945.90	(513.21)	31.00
120	SHIN-ETSU CHEM-UNSPON	01/19/11	1,776.03	1,473.60	(302.43)	33.00
76	SHIN-ETSU CHEM-UNSPON	01/26/11	1,084.76	933.28	(151.48)	21.00
92	SHIN-ETSU CHEM-UNSPON	04/28/11	1,178.43	1,129.76	(48.67)	26.00
92	SHIN-ETSU CHEM-UNSPON	07/06/11	1,240.05	1,129.76	(110.29)	26.00
116	TOTAL SA SP ADR	06/15/06	7,126.13	5,928.76	(1,197.37)	313.00
5	TOTAL S.A. SP ADR	06/26/06	308.86	255.55	(53.31)	14.00
5	TOTAL S.A. SP ADR	11/20/09	308.90	255.55	(53.35)	14.00
277	TESCO PLC SPNRD ADR	06/15/06	5,221.46	5,218.68	(2.78)	184.00
33	TEVA PHARMACTCL INDS ADR	06/27/08	1,513.52	1,331.88	(181.64)	26.00
30	TEVA PHARMACTCL INDS ADR	07/14/08	1,252.00	1,210.80	(41.20)	24.00

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THE LEAVENS FOUNDATION INC

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Equities						
179	TAIWAN S MANUFCTRING ADR	07/23/07	1,963.58	2,310.89	347.31	75.00
140	TAIWAN S MANUFCTRING ADR	10/22/09	1,416.53	1,807.40	390.87	58.00
109	TECHNIP SP ADR	05/31/11	2,894.77	2,572.40	(322.37)	42.00
41	TECHNIP SP ADR	06/17/11	1,052.07	967.60	(84.47)	16.00
138	TULLOW OIL PLC SHS	12/07/10	1,333.76	1,482.95	149.19	8.00
52	TULLOW OIL PLC SHS	02/25/11	595.56	558.79	(36.77)	3.00
117	TULLOW OIL PLC SHS	07/07/11	1,252.74	1,257.28	4.54	7.00
10	TOYOTA MOTOR CORP ADR	02/12/08	1,117.10	661.30	(455.80)	12.00
20	TOYOTA MOTOR CORP ADR	04/08/08	1,948.97	1,322.60	(626.37)	24.00
20	TOYOTA MOTOR CORP ADR	02/02/10	1,581.13	1,322.60	(258.53)	24.00
20	TOYOTA MOTOR CORP ADR	01/13/11	1,710.28	1,322.60	(387.68)	24.00
110	UNILEVER NV NY REG SHS	08/17/10	3,006.16	3,780.70	774.54	116.00
18	UNILEVER NV NY REG SHS	10/22/10	539.76	618.66	78.90	19.00
40	UNILEVER NV NY REG SHS	10/25/10	1,218.15	1,374.80	156.65	43.00
35	UNILEVER NV NY REG SHS	01/24/11	1,095.67	1,202.95	107.28	37.00
319	VODAFONE GROU PLC SP ADR	06/15/06	7,842.74	8,941.57	1,098.83	460.00
40	VODAFONE GROU PLC SP ADR	06/04/09	731.33	1,121.20	389.87	58.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
5	VODAFONE GROU PLC SP ADR	11/20/09	112.19	140.15	27.96	8.00
17	VODAFONE GROU PLC SP ADR	01/24/11	488.81	476.51	(12.30)	25.00
80	VOLKSWAGEN A G ADR	05/03/10	1,538.91	2,390.40	851.49	40.00
75	VOLKSWAGEN A G ADR	07/13/10	1,450.64	2,241.00	790.36	38.00
18	VOLKSWAGEN A G ADR	04/29/11	706.18	537.84	(168.34)	9.00
222	ZURICH FINL SVCS SPN ADR EST MKT PRICE AS OF 12/29/11	06/15/06	4,717.51	4,983.90	266.39	407.00
33	WPP PLC ADR	06/15/06	1,935.46	1,723.59	(211.87)	51.00
15	WPP PLC ADR	06/08/09	520.79	783.45	262.66	24.00
15	WPP PLC ADR	06/09/09	519.75	783.45	263.70	24.00
5	WPP PLC ADR	11/20/09	236.45	261.15	24.70	8.00
18	WPP PLC ADR	08/05/10	985.22	940.14	(45.08)	28.00
467	XSTRATA PLC-ADR EST MKT PRICE AS OF 12/29/11	03/03/10	1,577.67	1,372.98	(204.69)	16.00
89	XSTRATA PLC-ADR	07/12/10	250.49	261.66	11.17	4.00
484	XSTRATA PLC-ADR	07/13/10	1,385.60	1,422.96	37.36	17.00
Total Equities			323,668.09	293,653.53	(30,014.56)	9,670.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Cash and Money Funds							
	CASH		1.22	1.22			
12,471	ML BANK DEPOSIT PROGRAM	07/13/11	12,471 00	12,471 00			18.71
	Total Cash and Money Funds		12,472.22	12,472.22			18.71

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
134	ASTORIA FINANCIAL CORP	12/11/06	4,002.59	1,137.66	(2,864.93)	70.00
30	ASTORIA FINANCIAL CORP	10/13/08	533.03	254.70	(278.33)	16.00
6	ASTORIA FINANCIAL CORP	09/11/09	60.42	50.94	(9.48)	4.00
93	ASTORIA FINANCIAL CORP	08/15/11	936.36	789.57	(146.79)	49.00
106	ASTORIA FINANCIAL CORP	08/16/11	1,058.36	899.94	(158.42)	56.00
46	ASTORIA FINANCIAL CORP	08/17/11	458.91	390.54	(68.37)	24.00
17	AKAMAI TECHNOLOGIES INC	12/11/07	646.35	548.76	(97.59)	
110	AKAMAI TECHNOLOGIES INC	04/08/08	3,411.35	3,550.80	139.45	
90	AKAMAI TECHNOLOGIES INC	06/11/08	3,237.50	2,905.20	(332.30)	

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Equities						
52	A N S Y S INC COM	07/10/08	2,203.64	2,978.56	774.92	
42	A N S Y S INC COM	09/11/09	1,569.12	2,405.76	836.64	
33	A N S Y S INC COM	04/16/10	1,437.66	1,890.24	452.58	
19	A N S Y S INC COM	04/19/10	832.68	1,088.32	255.64	
165	AMERICAN TOWER CORP CL A	12/11/06	6,243.61	9,901.65	3,658.04	
86	AMERIGROUP CORP COM	12/22/11	5,180.61	5,080.88	(99.73)	
67	AUTODESK INC DEL PV\$0.01	12/26/08	1,262.94	2,032.11	769.17	
131	AUTODESK INC DEL PV\$0.01	12/29/08	2,396.68	3,973.23	1,576.55	
114	BORG WARNER INC COM	10/31/07	5,972.36	7,266.36	1,294.00	
15	BORG WARNER INC COM	10/13/08	374.13	956.10	581.97	
12	BORG WARNER INC COM	09/11/09	410.50	764.88	354.38	
92	BOSTON PPTYS INC REIT	12/11/06	10,739.17	9,163.20	(1,575.97)	203.00
67	BARD C R INC	12/11/06	5,695.68	5,728.50	32.82	51.00
2	BARD C R INC	09/11/09	162.40	171.00	8.60	2.00
22	BIO RAD LABS CL A	12/22/08	1,486.04	2,112.88	626.84	
20	BIO RAD LABS CL A	12/23/08	1,388.50	1,920.80	532.30	

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Equities						
15	BIO RAD LABS CL A	12/29/08	1,035.05	1,440.60	405.55	
2	BIO RAD LABS CL A	09/11/09	187.38	192.08	4.70	
499	CSX CORP	12/11/06	6,126.07	10,508.94	4,382.87	240.00
99	COVANCE INC	12/11/06	6,080.59	4,526.28	(1,554.31)	
130	CENTENE CORP	01/13/10	2,813.91	5,146.70	2,332.79	
20	CENTENE CORP	01/14/10	439.65	791.80	352.15	
51	CENTENE CORP	01/15/10	1,121.84	2,019.09	897.25	
25	CHESAPEAKE ENERGY OKLA	12/11/06	796.01	557.25	(238.76)	9.00
135	CHESAPEAKE ENERGY OKLA	03/31/08	6,250.72	3,009.15	(3,241.57)	48.00
141	DARDEN RESTAURANTS INC	12/11/06	5,741.53	6,426.78	685.25	243.00
120	D R HORTON INC	12/11/06	3,217.21	1,513.20	(1,704.01)	18.00
166	D R HORTON INC	09/09/09	2,148.65	2,093.26	(55.39)	25.00
162	D R HORTON INC	12/20/10	1,915.34	2,042.82	127.48	25.00
193	EXPRESS SCRIPTS INC COM	12/11/06	3,317.68	8,625.17	5,307.49	
10	EXPRESS SCRIPTS INC COM	12/11/07	360.30	446.90	86.60	
118	EASTMAN CHEMICAL CO COM	12/11/06	3,504.61	4,609.08	1,104.47	123.00
108	EATON VANCE CORP NVT	02/26/03	1,363.51	2,553.12	1,189.61	83.00

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Equities						
50	EATON VANCE CORP NVT	06/13/06	1,268.00	1,182.00	(86.00)	38.00
40	EATON VANCE CORP NVT	10/14/08	1,061.86	945.60	(116.26)	31.00
6	EATON VANCE CORP NVT	09/11/09	171.72	141.84	(29.88)	5.00
290	FIRST POTOMAC RLTY TR REIT	07/06/11	4,610.42	3,784.50	(825.92)	232.00
18	FIRST POTOMAC RLTY TR REIT	09/30/11	229.42	234.90	5.48	15.00
39	FIRST POTOMAC RLTY TR REIT	10/03/11	467.45	508.95	41.50	32.00
28	FIRST POTOMAC RLTY TR REIT	10/04/11	342.02	365.40	23.38	23.00
38	GLOBAL PMT'S INC GEORGIA	01/28/09	1,336.52	1,800.44	463.92	4.00
65	GLOBAL PMT'S INC GEORGIA	01/29/09	2,255.14	3,079.70	824.56	6.00
4	GLOBAL PMT'S INC GEORGIA	09/11/09	176.27	189.52	13.25	1.00
111	GATX CORPORATION	12/11/06	5,042.74	4,846.26	(196.48)	129.00
31	GATX CORPORATION	04/16/10	1,032.85	1,353.46	320.61	36.00
29	GATX CORPORATION	06/30/10	779.31	1,266.14	486.83	34.00
41	GATX CORPORATION	07/01/10	1,094.78	1,790.06	695.28	48.00
32	HEXCEL CORP NEW COM	07/25/11	768.73	774.72	5.99	

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Equities						
198	HEXCEL CORP NEW COM	07/26/11	4,948.95	4,793.58	(155.37)	
124	HELIX ENERGY SOLUTIONS	08/08/08	3,662.46	1,959.20	(1,703.26)	
180	HELIX ENERGY SOLUTIONS	10/14/08	2,412.81	2,844.00	431.19	
32	HELIX ENERGY SOLUTIONS	09/11/09	456.45	505.60	49.15	
110	HELIX ENERGY SOLUTIONS	08/19/10	1,000.26	1,738.00	737.74	
83	HELIX ENERGY SOLUTIONS	08/20/10	743.96	1,311.40	567.44	
68	HARRIS CORP DEL	12/11/06	2,986.57	2,450.72	(535.85)	77.00
35	HARRIS CORP DEL	03/18/08	1,649.90	1,261.40	(388.50)	40.00
30	HARRIS CORP DEL	10/14/08	1,157.72	1,081.20	(76.52)	34.00
2	HARRIS CORP DEL	09/11/09	73.17	72.08	(1.09)	3.00
125	HARSCO CORPORATION	12/11/06	4,944.40	2,572.50	(2,371.90)	103.00
35	HARSCO CORPORATION	06/29/10	836.13	720.30	(115.83)	29.00
20	HARSCO CORPORATION	06/30/10	480.31	411.60	(68.71)	17.00
64	ITRON INC	04/28/09	3,010.63	2,289.28	(721.35)	
17	ITRON INC	07/30/10	1,108.33	608.09	(500.24)	
226	INTL GAME TECHNOLOGY	12/11/06	10,233.29	3,887.20	(6,346.09)	55.00
1	INTL GAME TECHNOLOGY	12/11/06	43.15	17.20	(25.95)	1.00

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Equities						
122	INTL GAME TECHNOLOGY	06/09/11	1,956.36	2,098.40	142.04	30.00
60	INTERCONTINENTALEXCHANGE INC	02/19/09	3,431.70	7,233.00	3,801.30	
39	INTEGRYS ENERGY GROUP INC	11/01/07	2,054.76	2,113.02	58.26	107.00
42	INTEGRYS ENERGY GROUP INC	11/02/07	2,214.61	2,275.56	60.95	115.00
42	INTEGRYS ENERGY GROUP INC	11/05/07	2,226.26	2,275.56	49.30	115.00
100	INTL RECTIFIER CORP	12/11/06	4,053.01	1,942.00	(2,111.01)	
95	INTL RECTIFIER CORP	06/12/08	2,271.95	1,844.90	(427.05)	
6	INTL RECTIFIER CORP	09/11/09	123.16	116.52	(6.64)	
208	INTUIT INC COM	08/13/07	5,908.99	10,938.72	5,029.73	125.00
157	JEFFERIES GROUP INC NEW	12/11/06	4,521.61	2,158.75	(2,362.86)	48.00
80	JEFFERIES GROUP INC NEW	10/14/08	1,464.09	1,100.00	(364.09)	24.00
12	JOY GLOBAL INC DEL COM	04/29/08	901.10	899.64	(1.46)	9.00
40	JOY GLOBAL INC DEL COM	10/14/08	1,296.67	2,998.80	1,702.13	28.00
65	JOY GLOBAL INC DEL COM	03/27/09	1,529.11	4,873.05	3,343.94	46.00

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Equities						
413	MONOLITHIC PWR SYSTEMS INC	07/27/11	5,646.74	6,223.91	577.17	
49	MONOLITHIC PWR SYSTEMS INC	09/29/11	512.07	738.43	226.36	
94	NEWFIELD EXPL CO COM	12/11/06	4,418.01	3,546.62	(871.39)	
25	NEWFIELD EXPL CO COM	04/25/08	1,609.31	943.25	(666.06)	
45	NEWFIELD EXPL CO COM	06/11/08	2,863.84	1,697.85	(1,165.99)	
75	ONEOK INC (OKLAHOMA)	08/15/11	5,112.21	6,501.75	1,389.54	168.00
101	PULTE GROUP	12/11/06	3,383.51	637.31	(2,746.20)	
130	PULTE GROUP	09/09/09	1,606.27	820.30	(785.97)	
68	PULTE GROUP	09/11/09	844.85	429.08	(415.77)	
70	PVH CORP	04/16/10	4,460.17	4,934.30	474.13	11.00
19	PVH CORP	07/30/10	979.76	1,339.31	359.55	3.00
13	PVH CORP	08/02/10	688.96	916.37	227.41	2.00
173	RAYMOND JAMES FINL INC	12/11/06	5,504.87	5,356.08	(148.79)	90.00
45	RAYMOND JAMES FINL INC	10/14/08	1,149.75	1,393.20	243.45	24.00
165	REPUBLIC SERVICES INC	12/11/06	4,588.26	4,545.75	(42.51)	146.00
44	REPUBLIC SERVICES INC	04/16/10	1,352.56	1,212.20	(140.36)	39.00

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Equities						
70	SBA COMMUNICATIONS CRP A	01/14/09	1,221.46	3,007.20	1,785.74	
143	SBA COMMUNICATIONS CRP A	01/15/09	2,394.09	6,143.28	3,749.19	
92	THE SCOTTS MIRACLE GRO CO	12/11/06	4,680.05	4,295.48	(384.57)	111.00
4	THE SCOTTS MIRACLE GRO CO	09/11/09	171.91	186.76	14.85	5.00
13	THE SCOTTS MIRACLE GRO CO	08/12/11	577.94	606.97	29.03	16.00
87	SNAP ON INC COM	12/11/06	4,145.56	4,403.94	258.38	119.00
5	SNAP ON INC COM	12/11/07	244.80	253.10	8.30	7.00
52	SNAP ON INC COM	06/29/10	2,144.23	2,632.24	488.01	71.00
131	TJX COS INC NEW	12/11/06	3,698.14	8,456.05	4,757.91	100.00
302	UNITED NAT FOODS INC	06/17/08	6,456.04	12,083.02	5,626.98	
29	VALSPAR CORP COM	02/27/03	590.16	1,130.13	539.97	24.00
84	VALSPAR CORP COM	06/13/06	2,181.69	3,273.48	1,091.79	68.00
25	VALSPAR CORP COM	10/14/08	490.30	974.25	483.95	20.00
73	VALSPAR CORP COM	04/16/10	2,215.05	2,844.81	629.76	59.00
163	XILINX INC	03/01/07	4,148.21	5,225.78	1,077.57	124.00

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Equities						
25	XILINX INC	10/14/08	534.47	801.50	267.03	19.00
25	XILINX INC	10/27/08	446.86	801.50	354.64	19.00
107	YUM BRANDS INC	12/11/06	3,183.26	6,314.07	3,130.81	122.00
205	WHITING PETROLEUM CORP	11/01/07	5,625.94	9,571.45	3,945.51	
	Total Equities		292,331.04	332,360.28	40,029.24	4,296.00

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Cash and Money Funds							
	CASH		53.01	53.01			
40,344	ML BANK DEPOSIT PROGRAM	07/30/10	40,344.00	40,344.00			60.51
	Total Cash and Money Funds		40,397.01	40,397.01			60.51
Corporate Bonds							
21	WELLS FARGO & CO NEW SER J 08.000% PERPETUAL	12/24/08	438.12	597.03	158.91		42.00
2	WELLS FARGO & CO NEW	12/30/08	43.32	56.86	13.54		4.00
12	WELLS FARGO & CO NEW	03/19/09	203.35	341.16	137.81		24.00
10	WELLS FARGO & CO NEW	04/01/09	173.55	284.30	110.75		20.00
13	WELLS FARGO & CO NEW	09/02/09	315.76	369.59	53.83		26.00
11	WELLS FARGO & CO NEW	09/03/09	269.81	312.73	42.92		22.00
19	WELLS FARGO & CO NEW	09/04/09	471.79	540.17	68.38		38.00
26	WELLS FARGO & CO NEW	09/08/09	643.15	739.18	96.03		52.00
20	WELLS FARGO & CO NEW	09/09/09	496.72	568.60	71.88		40.00
	Total Corporate Bonds		3,055.57	3,809.62	754.05		268.00

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Equities						
35	ALLERGAN INC	08/25/11	2,693.09	3,070.90	377.81	7.00
11	ALLERGAN INC	08/31/11	897.83	965.14	67.31	3.00
8	ALLERGAN INC	09/01/11	647.29	701.92	54.63	2.00
17	ALLERGAN INC	09/21/11	1,403.82	1,491.58	87.76	4.00
28	ALLERGAN INC	09/28/11	2,378.33	2,456.72	78.39	6.00
54	ACCENTURE PLC SHS	09/16/11	2,915.80	2,874.42	(41.38)	73.00
53	ACCENTURE PLC SHS	09/19/11	2,894.47	2,821.19	(73.28)	72.00
31	ACCENTURE PLC SHS	09/20/11	1,685.85	1,650.13	(35.72)	42.00
19	ACCENTURE PLC SHS	09/27/11	1,027.57	1,011.37	(16.20)	26.00
44	ACCENTURE PLC SHS	09/28/11	2,426.57	2,342.12	(84.45)	60.00
43	ACCENTURE PLC SHS	12/27/11	2,277.87	2,288.89	11.02	59.00
8	APPLE INC	10/01/09	1,462.04	3,240.00	1,777.96	
20	APPLE INC	04/29/10	5,392.12	8,100.00	2,707.88	
5	APPLE INC	07/14/10	1,266.83	2,025.00	758.17	
3	APPLE INC	07/21/10	776.67	1,215.00	438.33	
9	APPLE INC	09/27/11	3,639.24	3,645.00	5.76	
9	APPLE INC	12/22/11	3,586.55	3,645.00	58.45	

Fiscal Statement
CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
3	APPLE INC	12/23/11	1,199.04	1,215.00	15.96	
4	AUTOZONE INC NEVADA COM	08/31/11	1,228.73	1,299.88	71.15	
2	AUTOZONE INC NEVADA COM	09/01/11	624.48	649.94	25.46	
3	AUTOZONE INC NEVADA COM	09/21/11	979.71	974.91	(4.80)	
30	BIOGEN IDEC INC	06/23/11	2,945.18	3,301.50	356.32	
28	BIOGEN IDEC INC	06/24/11	2,867.79	3,081.40	213.61	
55	BIOGEN IDEC INC	06/29/11	6,008.78	6,052.75	43.97	
18	BIOGEN IDEC INC	11/23/11	1,993.38	1,980.90	(12.48)	
11	BAIDU INC SPON ADR	11/05/09	435.03	1,281.17	846.14	
80	BAIDU INC SPON ADR	11/06/09	3,258.59	9,317.60	6,059.01	
12	BAIDU INC SPON ADR	10/08/10	1,182.90	1,397.64	214.74	
19	BAIDU INC SPON ADR	04/19/11	2,842.71	2,212.93	(629.78)	
9	BAIDU INC SPON ADR	06/30/11	1,254.73	1,048.23	(206.50)	
7	BAIDU INC SPON ADR	08/30/11	1,039.78	815.29	(224.49)	
15	BAIDU INC SPON ADR	08/31/11	2,225.12	1,747.05	(478.07)	
88	BRISTOL-MYERS SQUIBB CO	11/30/11	2,849.38	3,101.12	251.74	120.00
90	BRISTOL-MYERS SQUIBB CO	12/05/11	2,964.02	3,171.60	207.58	123.00

Fiscal Statement
CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
64	BRISTOL-MYERS SQUIBB CO	12/20/11	2,241.72	2,255.36	13.64	88.00
19	BRISTOL-MYERS SQUIBB CO	12/27/11	669.53	669.56	0.03	26.00
42	COGNIZANT TECH SOLUTIONS A	09/28/11	2,779.30	2,701.02	(78.28)	
51	CHECK POINT SOFTWARE TECH	08/15/11	2,863.05	2,679.54	(183.51)	
23	CHECK POINT SOFTWARE TECH	08/16/11	1,301.27	1,208.42	(92.85)	
26	CHECK POINT SOFTWARE TECH	08/17/11	1,494.84	1,366.04	(128.80)	
8	COACH INC	06/06/11	486.98	488.32	1.34	8.00
31	COACH INC	06/09/11	1,866.31	1,892.24	25.93	28.00
19	COACH INC	06/10/11	1,123.35	1,159.76	36.41	18.00
30	COACH INC	06/29/11	1,860.73	1,831.20	(29.53)	27.00
46	COACH INC	06/30/11	2,941.74	2,807.84	(133.90)	42.00
4	CONTINENTAL RESOURCES INC	03/18/11	264.07	266.84	2.77	
20	CONTINENTAL RESOURCES INC	03/23/11	1,382.63	1,334.20	(48.43)	
28	CONTINENTAL RESOURCES INC	05/31/11	1,846.03	1,867.88	21.85	
29	CUMMINS INC COM	07/15/10	2,108.54	2,552.58	444.04	47.00

EMASM Fiscal Statement

THE LEAVENS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
15	CUMMINS INC COM	08/12/10	1,175.34	1,320.30	144.96	24.00
18	CUMMINS INC COM	08/13/10	1,406.62	1,584.36	177.74	29.00
17	CUMMINS INC COM	09/23/10	1,501.99	1,496.34	(5.65)	28.00
9	CUMMINS INC COM	09/24/10	822.71	792.18	(30.53)	15.00
33	CUMMINS INC COM	09/27/11	3,029.75	2,904.66	(125.09)	53.00
15	DANAHER CORP DEL COM	04/30/10	694.21	705.60	11.39	2.00
19	DANAHER CORP DEL COM	05/01/10	879.22	893.76	14.54	2.00
4	DANAHER CORP DEL COM	05/01/10	180.36	188.16	7.80	1.00
70	DANAHER CORP DEL COM	05/04/10	2,903.25	3,292.80	389.55	7.00
24	DANAHER CORP DEL COM	05/12/10	1,029.54	1,128.96	99.42	3.00
34	DANAHER CORP DEL COM	05/12/10	1,483.70	1,599.36	115.66	4.00
17	DANAHER CORP DEL COM	07/14/10	646.61	799.68	153.07	2.00
23	DANAHER CORP DEL COM	06/28/11	1,196.54	1,081.92	(114.62)	3.00
7	DANAHER CORP DEL COM	09/01/11	312.56	329.28	16.72	1.00
7	DOLLAR TREE INC	12/23/11	582.13	581.77	(0.36)	
10	DOLLAR TREE INC	12/27/11	838.18	831.10	(7.08)	
18	DOW CHEMICAL CO	12/30/09	509.95	517.68	7.73	18.00

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THE LEAVENS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
86	DOW CHEMICAL CO	09/22/10	2,344.73	2,473.36	128.63	86.00
112	DOW CHEMICAL CO	10/13/10	3,344.02	3,221.12	(122.90)	112.00
11	EATON CORP	03/18/11	569.32	478.83	(90.49)	15.00
1	EATON CORP	03/18/11	47.44	43.53	(3.91)	2.00
27	EATON CORP	03/21/11	1,428.89	1,175.31	(253.58)	37.00
65	EATON CORP	04/21/11	3,503.39	2,829.45	(673.94)	89.00
24	EATON CORP	10/13/11	979.57	1,044.72	65.15	33.00
68	EATON CORP	10/14/11	2,858.83	2,960.04	101.21	93.00
5	GOOGLE INC CL A	07/15/11	2,983.68	3,229.50	245.82	
5	GOOGLE INC CL A	07/27/11	3,213.19	3,229.50	16.31	
1	GOOGLE INC CL A	08/31/11	543.57	645.90	102.33	
4	GOOGLE INC CL A	10/14/11	2,367.88	2,583.60	215.72	
9	GOOGLE INC CL A	11/11/11	5,495.03	5,813.10	318.07	
4	HALLIBURTON COMPANY	11/23/10	145.19	138.04	(7.15)	2.00
80	HALLIBURTON COMPANY	02/02/11	3,716.32	2,760.80	(955.52)	29.00
33	HALLIBURTON COMPANY	02/03/11	1,541.55	1,138.83	(402.72)	12.00
34	HALLIBURTON COMPANY	02/03/11	1,573.38	1,173.34	(400.04)	13.00

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Equities						
16	HALLIBURTON COMPANY	03/14/11	721.09	552.16	(168.93)	6.00
47	HALLIBURTON COMPANY	03/23/11	2,152.99	1,621.97	(531.02)	17.00
42	HALLIBURTON COMPANY	05/05/11	1,970.96	1,449.42	(521.54)	16.00
86	HALLIBURTON COMPANY	07/21/11	4,871.53	2,967.86	(1,903.67)	31.00
33	HALLIBURTON COMPANY	08/25/11	1,346.16	1,138.83	(207.33)	12.00
17	HALLIBURTON COMPANY	08/30/11	738.74	586.67	(152.07)	7.00
47	HALLIBURTON COMPANY	09/27/11	1,663.96	1,621.97	(41.99)	17.00
36	HOME DEPOT INC	12/02/11	1,441.05	1,513.44	72.39	42.00
37	HOME DEPOT INC	12/05/11	1,497.04	1,555.48	58.44	43.00
71	HOME DEPOT INC	12/06/11	2,877.54	2,984.84	107.30	83.00
60	HOME DEPOT INC	12/20/11	2,503.82	2,522.40	18.58	70.00
14	LAUDER ESTEE COS INC A	07/15/10	907.41	1,572.48	665.07	15.00
28	LAUDER ESTEE COS INC A	07/16/10	1,788.06	3,144.96	1,356.90	30.00
14	LAUDER ESTEE COS INC A	08/12/10	817.58	1,572.48	754.90	15.00
9	LAUDER ESTEE COS INC A	08/13/10	523.02	1,010.88	487.86	10.00
13	LAUDER ESTEE COS INC A	09/24/10	799.18	1,460.16	660.98	14.00
19	LAUDER ESTEE COS INC A	04/19/11	1,798.10	2,134.08	335.98	20.00

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THE LEAVENS FOUNDATION INC

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
24	LAUDER ESTEE COS INC A	08/15/11	2,254.76	2,695.68	440.92	26.00
15	LAUDER ESTEE COS INC A	08/25/11	1,403.21	1,684.80	281.59	16.00
10	LAUDER ESTEE COS INC A	09/21/11	1,016.70	1,123.20	106.50	11.00
7	LULULEMON ATHLETICA INC	11/22/11	328.62	326.62	(2.00)	
23	LULULEMON ATHLETICA INC	11/23/11	1,073.17	1,073.18	0.01	
16	MONSANTO CO NEW DEL COM	06/11/10	818.35	1,121.12	302.77	20.00
32	MONSANTO CO NEW DEL COM	07/01/10	1,480.44	2,242.24	761.80	39.00
29	MONSANTO CO NEW DEL COM	07/02/10	1,351.79	2,032.03	680.24	35.00
45	MONSANTO CO NEW DEL COM	09/22/10	2,444.15	3,153.15	709.00	54.00
35	MONSANTO CO NEW DEL COM	09/28/10	1,668.34	2,452.45	784.11	42.00
28	MONSANTO CO NEW DEL COM	10/01/10	1,346.45	1,961.96	615.51	34.00
48	MONSANTO CO NEW DEL COM	10/05/10	2,328.50	3,363.36	1,034.86	58.00
23	MEAD JOHNSON NUTRTION CO	08/02/10	1,240.28	1,580.79	340.51	24.00
27	MEAD JOHNSON NUTRTION CO	10/22/10	1,593.57	1,855.71	262.14	29.00
19	MEAD JOHNSON NUTRTION CO	10/25/10	1,130.86	1,305.87	175.01	20.00
31	MEAD JOHNSON NUTRTION CO	08/17/11	2,204.41	2,130.63	(73.78)	33.00
19	MEAD JOHNSON NUTRTION CO	09/21/11	1,425.42	1,305.87	(119.55)	20.00

EMASM Fiscal Statement

THE LEAVENS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
42	MEAD JOHNSON NUTRTION CO	12/22/11	2,869.72	2,886.66	16.94	44.00
50	MCDONALDS CORP COM	10/09/07	2,855.66	5,016.50	2,160.84	140.00
43	MCDONALDS CORP COM	01/25/08	2,345.13	4,314.19	1,969.06	121.00
5	MCDONALDS CORP COM	03/25/08	282.15	501.65	219.50	14.00
23	MCDONALDS CORP COM	07/09/10	1,584.64	2,307.59	722.95	65.00
37	MCDONALDS CORP COM	06/29/11	3,125.97	3,712.21	586.24	104.00
25	MCDONALDS CORP COM	06/29/11	2,112.37	2,508.25	395.88	70.00
5	MCDONALDS CORP COM	09/27/11	453.73	501.65	47.92	14.00
39	NATIONAL-OILWELL VARCO INC	07/21/11	3,165.84	2,651.61	(514.23)	19.00
18	NATIONAL-OILWELL VARCO INC	07/28/11	1,467.47	1,223.82	(243.65)	9.00
28	NATIONAL-OILWELL VARCO INC	08/25/11	1,777.98	1,903.72	125.74	14.00
13	NATIONAL-OILWELL VARCO INC	09/27/11	754.34	883.87	129.53	7.00
15	NATIONAL-OILWELL VARCO INC	10/06/11	872.31	1,019.85	147.54	8.00
25	NATIONAL-OILWELL VARCO INC	10/07/11	1,485.90	1,699.75	213.85	12.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
10	NIKE INC CL B	07/15/08	567.88	963.70	395.82	15.00
26	NIKE INC CL B	07/17/08	1,506.89	2,505.62	998.73	38.00
11	NIKE INC CL B	12/03/08	555.46	1,060.07	504.61	16.00
26	NIKE INC CL B	12/04/08	1,371.14	2,505.62	1,134.48	38.00
17	NIKE INC CL B	12/04/08	907.80	1,638.29	730.49	25.00
16	NIKE INC CL B	12/08/08	901.83	1,541.92	640.09	24.00
25	NIKE INC CL B	12/09/08	1,376.43	2,409.25	1,032.82	36.00
4	NIKE INC CL B	11/16/09	263.96	385.48	121.52	6.00
26	NIKE INC CL B	02/03/10	1,663.91	2,505.62	841.71	38.00
18	NIKE INC CL B	02/04/10	1,133.78	1,734.66	600.88	26.00
21	NIKE INC CL B	07/21/10	1,482.20	2,023.77	541.57	31.00
12	O'REILLY AUTOMOTIVE INC	06/16/11	732.18	959.40	227.22	
12	O'REILLY AUTOMOTIVE INC	06/17/11	743.81	959.40	215.59	
23	O'REILLY AUTOMOTIVE INC	06/22/11	1,473.96	1,838.85	364.89	
25	O'REILLY AUTOMOTIVE INC	07/28/11	1,496.75	1,998.75	502.00	
26	O'REILLY AUTOMOTIVE INC	08/09/11	1,546.98	2,078.70	531.72	
45	OCCIDENTAL PETE CORP CAL	03/21/11	4,535.61	4,216.50	(319.11)	83.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
13	OCCIDENTAL PETE CORP CAL	04/29/11	1,447.77	1,218.10	(229.67)	24.00
25	OCCIDENTAL PETE CORP CAL	05/02/11	2,911.86	2,342.50	(569.36)	46.00
11	OCCIDENTAL PETE CORP CAL	05/05/11	1,170.86	1,030.70	(140.16)	21.00
7	OCCIDENTAL PETE CORP CAL	05/27/11	754.66	655.90	(98.76)	13.00
14	OCCIDENTAL PETE CORP CAL	05/31/11	1,513.04	1,311.80	(201.24)	26.00
35	OCCIDENTAL PETE CORP CAL	06/29/11	3,603.60	3,279.50	(324.10)	65.00
26	OCCIDENTAL PETE CORP CAL	09/27/11	2,078.14	2,436.20	358.06	48.00
14	PPG INDUSTRIES INC SHS	03/26/10	919.55	1,168.86	249.31	32.00
14	PPG INDUSTRIES INC SHS	07/09/10	903.67	1,168.86	265.19	32.00
17	PPG INDUSTRIES INC SHS	07/21/10	1,103.90	1,419.33	315.43	39.00
24	PPG INDUSTRIES INC SHS	06/30/11	2,172.34	2,003.76	(168.58)	55.00
10	PRICELINE COM INC	04/14/10	2,641.92	4,677.10	2,035.18	
7	PRICELINE COM INC	04/20/10	1,783.27	3,273.97	1,490.70	
4	PRICELINE COM INC	05/12/10	874.69	1,870.84	996.15	
6	PRICELINE COM INC	07/21/10	1,328.26	2,806.26	1,478.00	
1	PRICELINE COM INC	06/28/11	494.20	467.71	(26.49)	
8	PRICELINE COM INC	06/29/11	3,997.34	3,741.68	(255.66)	

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
2	PRICELINE COM INC	08/31/11	1,076.21	935.42	(140.79)	
23	PRAXAIR INC	05/15/07	1,534.88	2,458.70	923.82	46.00
27	PRAXAIR INC	05/16/07	1,816.37	2,886.30	1,069.93	54.00
42	PRAXAIR INC	07/24/07	3,271.17	4,489.80	1,218.63	84.00
30	PRAXAIR INC	07/09/10	2,433.29	3,207.00	773.71	60.00
41	PRAXAIR INC	12/07/10	3,865.89	4,382.90	517.01	82.00
15	PRAXAIR INC	06/29/11	1,606.16	1,603.50	(2.66)	30.00
25	PRECISION CASTPARTS	07/23/10	2,939.66	4,119.75	1,180.09	3.00
19	PRECISION CASTPARTS	10/22/10	2,655.93	3,131.01	475.08	3.00
12	PRECISION CASTPARTS	11/05/10	1,737.87	1,977.48	239.61	2.00
3	PRECISION CASTPARTS	11/12/10	400.05	494.37	94.32	1.00
9	PRECISION CASTPARTS	01/07/11	1,289.07	1,483.11	194.04	2.00
13	PRECISION CASTPARTS	06/29/11	2,100.65	2,142.27	41.62	2.00
26	QUALCOMM INC	11/04/11	1,466.93	1,422.20	(44.73)	23.00
53	QUALCOMM INC	11/04/11	2,941.69	2,899.10	(42.59)	46.00
29	QUALCOMM INC	11/11/11	1,642.01	1,586.30	(55.71)	25.00
50	QUALCOMM INC	11/14/11	2,852.93	2,735.00	(117.93)	43.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
17	QUALCOMM INC	11/22/11	931 39	929.90	(1.49)	15.00
40	STARWOOD HOTELS AND RESORTS WORLDWIDE NE	10/17/08	857 17	1,918.80	1,061.63	20 00
65	STARWOOD HOTELS AND RESORTS WORLDWIDE NE	10/20/08	1,382 60	3,118.05	1,735.45	33 00
68	STARBUCKS CORP	12/03/10	2,211 82	3,128.68	916.86	47 00
22	STARBUCKS CORP	12/06/10	718 58	1,012.22	293.64	15.00
58	STARBUCKS CORP	02/01/11	1,869.55	2,668.58	799.03	40 00
20	STARBUCKS CORP	02/02/11	639 15	920.20	281 05	14 00
19	STARBUCKS CORP	02/10/11	630.33	874.19	243.86	13.00
45	STARBUCKS CORP	03/01/11	1,491.97	2,070.45	578.48	31 00
16	STARBUCKS CORP	03/02/11	515 14	736 16	221.02	11.00
36	STARBUCKS CORP	03/03/11	1,185.54	1,656.36	470.82	25.00
87	STARBUCKS CORP	03/04/11	2,862 44	4,002.87	1,140 43	60.00
66	STARBUCKS CORP	09/21/11	2,687.69	3,036 66	348 97	45 00
20	TJX COS INC NEW	05/27/10	915.33	1,291.00	375.67	16.00
57	TJX COS INC NEW	06/10/10	2,622.29	3,679.35	1,057 06	44.00
123	TJX COS INC NEW	06/18/10	5,670.18	7,939 65	2,269.47	94.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
39	TJX COS INC NEW	12/03/10	1,749.14	2,517.45	768.31	30.00
12	TJX COS INC NEW	03/02/11	605.25	774.60	169.35	10.00
30	TJX COS INC NEW	03/03/11	1,520.47	1,936.50	416.03	23.00
24	TJX COS INC NEW	05/05/11	1,281.37	1,549.20	267.83	19.00
58	TJX COS INC NEW	06/22/11	2,982.27	3,743.90	761.63	45.00
28	TJX COS INC NEW	06/29/11	1,460.86	1,807.40	346.54	22.00
69	TIME WARNER INC SHS	03/01/11	2,630.41	2,493.66	(136.75)	65.00
24	TIME WARNER INC SHS	03/02/11	893.58	867.36	(26.22)	23.00
21	TIME WARNER INC SHS	03/03/11	793.45	758.94	(34.51)	20.00
43	TIME WARNER INC SHS	03/04/11	1,595.55	1,554.02	(41.53)	41.00
35	TIME WARNER INC SHS	04/14/11	1,244.13	1,264.90	20.77	33.00
60	TIME WARNER INC SHS	04/18/11	2,125.16	2,168.40	43.24	57.00
5	TIME WARNER INC SHS	04/19/11	177.64	180.70	3.06	5.00
40	TIME WARNER INC SHS	04/21/11	1,459.78	1,445.60	(14.18)	38.00
88	TIME WARNER INC SHS	06/28/11	3,143.61	3,180.32	36.71	83.00
42	TIME WARNER INC SHS	06/29/11	1,511.22	1,517.88	6.66	40.00
55	TIME WARNER INC SHS	12/23/11	1,967.41	1,987.70	20.29	52.00

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Equities						
38	TIFFANY & CO NEW	07/28/10	1,591.06	2,517.88	926.82	45.00
21	TIFFANY & CO NEW	01/11/11	1,266.20	1,391.46	125.26	25.00
47	TIFFANY & CO NEW	01/12/11	2,874.16	3,114.22	240.06	55.00
12	US BANCORP (NEW)	04/20/10	335.59	324.60	(10.99)	6.00
82	US BANCORP (NEW)	04/22/10	2,242.04	2,218.10	(23.94)	41.00
61	US BANCORP (NEW)	07/09/10	1,455.33	1,650.05	194.72	31.00
225	US BANCORP (NEW)	10/22/10	5,263.38	6,086.25	822.87	113.00
41	US BANCORP (NEW)	12/21/11	1,097.95	1,109.05	11.10	21.00
16	UNION PACIFIC CORP	02/12/07	798.50	1,695.04	896.54	39.00
42	UNION PACIFIC CORP	01/31/08	2,621.89	4,449.48	1,827.59	101.00
80	UNION PACIFIC CORP	10/14/08	5,014.11	8,475.20	3,461.09	192.00
13	UNION PACIFIC CORP	12/23/11	1,370.36	1,377.22	6.86	32.00
11	UNION PACIFIC CORP	12/27/11	1,166.08	1,165.34	(0.74)	27.00
24	VISA INC CL A SHRS	06/30/11	2,040.10	2,436.72	396.62	22.00
36	VISA INC CL A SHRS	07/06/11	3,177.50	3,655.08	477.58	32.00
33	VISA INC CL A SHRS	07/14/11	2,903.23	3,350.49	447.26	30.00
25	VISA INC CL A SHRS	07/18/11	2,198.52	2,538.25	339.73	22.00

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Equities						
10	VISA INC CL A SHRS	07/27/11	878.43	1,015.30	136.87	9.00
48	VISA INC CL A SHRS	08/25/11	4,113.12	4,873.44	760.32	43.00
43	YUM BRANDS INC	09/02/10	1,879.51	2,537.43	657.92	50.00
62	YUM BRANDS INC	09/03/10	2,725.77	3,658.62	932.85	71.00
31	YUM BRANDS INC	09/14/10	1,416.49	1,829.31	412.82	36.00
31	YUM BRANDS INC	10/01/10	1,438.41	1,829.31	390.90	36.00
23	YUM BRANDS INC	07/08/11	1,266.92	1,357.23	90.31	27.00
17	YUM BRANDS INC	08/24/11	900.78	1,003.17	102.39	20.00
19	YUM BRANDS INC	08/25/11	982.24	1,121.19	138.95	22.00
14	YUM BRANDS INC	09/21/11	748.32	826.14	77.82	16.00
32	YOUKU INC ADR EST MKT PRICE AS OF 12/29/11	05/19/11	1,592.10	509.44	(1,082.66)	
32	YOUKU INC ADR	05/20/11	1,521.21	509.44	(1,011.77)	
21	YOUKU INC ADR	06/07/11	742.22	334.32	(407.90)	
32	YOUKU INC ADR	06/28/11	1,181.46	509.44	(672.02)	
59	YOUKU INC ADR	07/01/11	2,156.86	939.28	(1,217.58)	
153	WELLS FARGO & CO NEW DEL	12/21/11	4,092.75	4,216.68	123.93	74.00

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Equities						
55	WELLS FARGO & CO NEW DEL	12/22/11	1,500.06	1,515.80	15.74	27.00
14	WYNN RESORTS LTD	07/14/10	1,162.83	1,546.86	384.03	28.00
12	WYNN RESORTS LTD	07/15/10	1,002.53	1,325.88	323.35	24.00
15	WYNN RESORTS LTD	08/02/10	1,337.55	1,657.35	319.80	30.00
24	WYNN RESORTS LTD	01/19/11	2,870.47	2,651.76	(218.71)	48.00
47	WYNN RESORTS LTD	09/21/11	7,022.87	5,193.03	(1,829.84)	94.00
8	WYNN RESORTS LTD	12/23/11	879.71	883.92	4.21	16.00
23	WYNN RESORTS LTD	12/27/11	2,594.05	2,541.27	(52.78)	46.00
	Total Equities		458,376.01	527,035.60	68,659.59	7,109.00

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Quantity	Security Description	Date Acquired*	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Cash and Money Funds							
	CASH		184.47	184.47			
21,418	ML BANK DEPOSIT PROGRAM	11/14/07	21,418.00	21,418.00			32.13
	Total Cash and Money Funds		21,602.47	21,602.47			32.13
Government Securities							
23,249	FHLMC A9 3784 04 50%2040 AMORTIZED FACTOR 0.833286820 AMORTIZED VALUE 19,373	08/25/11	20,402.29	20,540.24	137.95		872.00
22,000	FHLMC C0 3565 04%2040 AMORTIZED FACTOR 0.840418350 AMORTIZED VALUE 18,489	12/01/10	18,541.20	19,419.89	878.69		740.00
8,000	FEDERAL HOME LN MTG CORP NOTES 05 125% JUL 15 2012	10/29/07	8,028.44	8,215.84	187.40	187.92	410.00
6,000	U.S. TREASURY NOTE 2.625% DEC 31 2014 02.625% DEC 31 2014	07/15/11	6,324.02	6,399.36	75.34	78.32	158.00
8,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 106.8632/8,549.06	09/30/11	8,508.38	8,532.48	24.10	104.43	210.00
4,000	U.S. TREASURY NOTE 3.125% MAY 15 2019 03 125% MAY 15 2019	02/01/10	3,849.23	4,485.00	635.77	15.45	125.00
6,000	U.S. TREASURY NOTE	03/31/10	5,715.26	6,727.50	1,012.24	23.18	188.00

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Government Securities							
8,000	U.S. TREASURY NOTE	06/04/10	7,984.41	8,970.00	985.59	30.91	250.00
4,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 104 6957/4,187 83	09/03/10	4,161.96	4,485.00	323.04	15.45	125.00
5,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 100 9536/5,047 68	01/04/11	5,042.64	5,606.25	563.61	19.32	157.00
5,000	U.S. TREASURY NOTE	04/01/11	4,999.43	5,606.25	606.82	19.32	157.00
11,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 103.5355/11,388 91	06/29/11	11,366.51	12,333.75	967.24	42.50	344.00
1,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 103.3670/1,033 67	06/30/11	1,031.74	1,121.25	89.51	3.86	32.00
6,000	U.S. TREASURY NOTE 1.750% JAN 31 2014 01 750% JAN 31 2014	07/01/10	6,054.98	6,183.30	128.32	43.37	105.00
1,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 101 5590/1,015 59	07/01/10	1,009.16	1,030.55	21.39	7.23	18.00
5,000	U.S. TREASURY NOTE 4.250% SEP 30 2012 04 250% SEP 30 2012	06/12/09	5,084.33	5,152.55	68.22	52.83	213.00

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Government Securities							
16,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 108.3167/17,330.68	09/24/09	16,336.84	16,488.16	151.32	169.07	680.00
41,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 108.2776/44,393.85	09/25/09	41,859.97	42,250.91	390.94	433.24	1,743.00
3,000	U.S. TREASURY NOTE 2.625% NOV 15 2020 02.625% NOV 15 2020	06/30/11	2,892.55	3,229.68	337.13	9.74	79.00
7,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 104.9808/7,348.66	09/01/11	7,337.30	7,535.92	198.62	22.72	184.00
5,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 107.1016/5,355.08	09/30/11	5,346.31	5,382.80	36.49	16.23	132.00
2,000	U.S. TREASURY NOTE 2.625% JUN 30 2014 02.625% JUN 30 2014	02/26/10	2,030.51	2,113.76	83.25	26.11	53.00
1,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 101.5000/1,015.00	03/31/10	1,009.01	1,056.88	47.87	13.05	27.00
2,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 102.5900/2,051.80	05/10/10	2,031.83	2,113.76	81.93	26.11	53.00

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Government Securities							
14,000	U.S. TREASURY NOTE 1.500% JUL 15 2012 01 500% JUL 15 2012	09/30/11	14,146.02	14,105.56	(40.46)	95.87	210.00
3,000	U.S. TREASURY NOTE 2.750% NOV 30 2016 02.750% NOV 30 2016	02/01/11	3,050.38	3,275.40	225.02	6.76	83.00
15,000	U.S. TRSY INFLATION NTE 0.625% JUL 15 2021 INFL ADJ PRIN 15.071	08/01/11	15,519.27	16,122.61	603.34	42.80	95.00
5,000	U.S. TREASURY NOTE 3.125% MAY 15 2021 03.125% MAY 15 2021	06/15/11	5,057.89	5,582.80	524.91	19.32	157.00
7,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 110 0317/7,702.22	11/01/11	7,691.34	7,815.92	124.58	27.04	219.00
5,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 109 4060/5,470.30	12/01/11	5,466.68	5,582.80	116.12	19.32	157.00
Total Government Securities			247,879.88	257,466.17	9,586.29	1,571.47	7,976.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
6,000	AMERICAN EXPRESS GLB 06.150% AUG 28 2017	08/24/07	6,021.81	6,861.90	840.09	125.05	369.00
5,000	ASTRAZENECA PLC GLB 05.900% SEP 15 2017	09/13/07	5,025.87	6,039.50	1,013.63	86.04	295.00
5,000	ABBOTT LABORATORIES GLB 05.875% MAY 15 2016	12/13/07	5,091.80	5,865.55	773.75	36.72	294.00
3,000	BP CAPITAL MARKETS PLC COMPANY GUARNT GLB 01.700% DEC 05 2014	12/08/11	3,022.90	3,028.92	6.02	3.40	51.00
6,000	IBM CORP GLB 04.750% NOV 29 2012	10/25/07	6,001.28	6,204.36	203.08	24.54	285.00
6,000	CITIGROUP INC SUBORDINATED GLB 05.000% SEP 15 2014	01/10/07	5,870.04	5,938.26	68.22	87.50	300.00
6,000	CVS CAREMARK CORP 05.750% JUN 01 2017 MOODY'S: BAA2 S&P: BBB+	08/03/07	5,809.80	7,001.04	1,191.24	27.79	345.00
4,000	COMCAST CORP COMPANY GUARNT GLB 06.300% NOV 15 2017	08/28/07	4,032.57	4,731.20	698.63	31.50	252.00

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Corporate Bonds							
4,000	CONOCOPHILLIPS COMPANY GUARNT GLB 04.750% FEB 01 2014	02/04/09	4,022.04	4,320.08	298.04	78.64	190.00
4,000	DIRECTV HLDG/FIN INC COMPANY GUARNT 03.500% MAR 01 2016	03/16/11	4,050.82	4,123.68	72.86	46.28	140.00
7,000	DAIMLERCHRYSLER NA HLDG COMPANY GUARNT GLB 06.500% NOV 15 2013	05/16/07	7,126.32	7,624.40	498.08	56.88	455.00
4,000	EXELON CORP 04.900% JUN 15 2015 MOODY'S: BAA1 S&P: BBB-	10/17/07	3,762.92	4,309.92	547.00	8.17	196.00
4,000	ENTERPRISE PRODUCTS OPER COMPANY GUARNT 05.200% SEP 01 2020	04/15/11	4,165.07	4,427.40	262.33	68.76	208.00
5,000	GOLDMAN SACHS GROUP INC GLB 05.375% MAR 15 2020	05/03/11	5,205.14	4,935.10	(270.04)	78.39	269.00
6,000	JOHN DEERE CAPITAL CORP GLB 07.000% MAR 15 2012	01/11/08	6,032.47	6,081.66	49.19	122.50	420.00
4,000	KRAFT FOODS INC GLB 05.375% FEB 10 2020	02/17/10	4,044.41	4,615.40	570.99	83.61	215.00



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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
4,000	METLIFE INC GLB 05.375% DEC 15 2012	05/23/06	3,927.47	4,162.76	235.29	8.96	215.00
5,000	MORGAN STANLEY SUBORDINATED GLB 04 750% APR 01 2014	04/09/07	4,746.10	4,925.45	179.35	58.72	238.00
5,000	PFIZER INC 6.20% DUE 3/15/2019 MOODY'S: A1 S&P: AA	03/19/09	5,210.47	6,169.55	959.08	90.42	310.00
3,000	VERIZON COMMUNICATIONS GLB 06 100% APR 15 2018	05/28/09	3,068.03	3,648.00	579.97	38.12	183.00
3,000	TIME WARNER CABLE INC COMPANY GUARNT GLB 08 750% FEB 14 2019	12/03/08	3,012.89	3,830.79	817.90	99.17	263.00
4,000	TIME WARNER INC COMPANY GUARNT 04 875% MAR 15 2020	08/16/10	4,264.80	4,334.52	69.72	56.88	195.00
5,000	UNITED PARCEL SERVICE GLB 05 500% JAN 15 2018	01/14/08	5,057.23	5,991.70	934.47	126.04	275.00
7,000	WAL-MART STORES INC GLB 05.800% FEB 15 2018	01/28/08	7,281.76	8,565.20	1,283.44	152.25	406.00

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Corporate Bonds							
6,000	USD CAN NATURAL RES 5,700% MAY 15 2017 MOODY'S: BAA1 S&P: BBB +	10/16/07	5,893.32	7,094 16	1,200 84	42.75	342 00
4,000	TELEFONICA EMISIONES SAU COMPANY GUARNT GLB 03 992% FEB 16 2016	02/10/11	3,968.16	3,846 00	(122.16)	59 44	160 00
5,000	GLAXOSMITHKLINE CAPITAL COMPANY GUARNT GLB 05.650% MAY 15 2018	05/09/08	5,047 30	6,018 05	970.75	35.31	283.00
6,000	GENERAL ELEC CAP CORP SER GMTN 05 250% OCT 19 2012	01/16/08	6,035.82	6,209 82	174.00	62.12	315 00
	Total Corporate Bonds		136,798.61	150,904.37	14,105.76	1,795.95	7,469.00

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Cash and Money Funds							
	CASH		164 18	164 18			
15,174	ML BANK DEPOSIT PROGRAM	08/11/04	15,174.00	15,174.00			22.75
	Total Cash and Money Funds		15,338.18	15,338.18			22.75

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
196	AMERISOURCEBERGEN CORP	11/18/08	2,993 30	7,289.24	4,295.94	102.00
502	ALCOA INC	02/07/11	8,730.53	4,342.30	(4,388 23)	61.00
268	ALCOA INC	02/28/11	4,505 78	2,318 20	(2,187.58)	33 00
109	AETNA INC NEW	09/28/09	3,185.93	4,598 71	1,412 78	77.00
203	AETNA INC NEW	06/14/10	5,976.81	8,564.57	2,587.76	143 00
20	ASSURANT INC	03/09/10	646.29	821.20	174.91	15.00
54	ASSURANT INC	03/12/10	1,777.56	2,217.24	439 68	39 00
80	ASSURANT INC	03/15/10	2,612 60	3,284.80	672.20	58 00
115	ASSURANT INC	03/16/10	3,798.68	4,721.90	923 22	83 00

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Equities						
319	APPLIED MATERIAL INC	01/10/11	4,390.18	3,416.49	(973.69)	103.00
180	APPLIED MATERIAL INC	01/11/11	2,525.62	1,927.80	(597.82)	58.00
352	APPLIED MATERIAL INC	01/18/11	5,337.52	3,769.92	(1,567.60)	113.00
123	AVERY DENNISON CORP	05/18/10	4,427.82	3,527.64	(900.18)	123.00
38	AVERY DENNISON CORP	05/19/10	1,342.51	1,089.84	(252.67)	38.00
71	BERKSHIRE HATHAWAY INC DEL CL B NEW	12/27/10	5,675.87	5,417.30	(258.57)	
108	BRISTOL-MYERS SQUIBB CO	11/15/10	2,846.78	3,805.92	959.14	147.00
59	BRISTOL-MYERS SQUIBB CO	11/16/10	1,534.83	2,079.16	544.33	81.00
127	BRISTOL-MYERS SQUIBB CO	12/13/10	3,340.19	4,475.48	1,135.29	173.00
103	BRISTOL-MYERS SQUIBB CO	12/20/10	2,732.83	3,629.72	896.89	141.00
26	BRISTOL-MYERS SQUIBB CO	12/21/10	686.87	916.24	229.37	36.00
46	CARDINAL HEALTH INC OHIO	11/23/09	1,480.46	1,868.06	387.60	40.00
121	CARDINAL HEALTH INC OHIO	11/24/09	3,907.83	4,913.81	1,005.98	105.00
61	CARDINAL HEALTH INC OHIO	11/30/09	1,961.42	2,477.21	515.79	53.00
91	CARDINAL HEALTH INC OHIO	12/03/09	2,965.03	3,695.51	730.48	79.00
39	CMS ENERGY CORP	04/28/09	464.68	861.12	396.44	33.00

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THE LEAVENS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
67	CMS ENERGY CORP	05/04/09	813.78	1,479.36	665.58	57.00
109	CMS ENERGY CORP	05/05/09	1,332.35	2,406.72	1,074.37	92.00
67	CMS ENERGY CORP	05/06/09	807.36	1,479.36	672.00	57.00
79	CMS ENERGY CORP	05/07/09	943.13	1,744.32	801.19	67.00
18	CAPITAL ONE FINL	04/06/10	775.75	761.22	(14.53)	4.00
130	CAPITAL ONE FINL	04/07/10	5,622.71	5,497.70	(125.01)	26.00
80	CAPITAL ONE FINL	05/03/10	3,640.01	3,383.20	(256.81)	16.00
53	CAPITAL ONE FINL	05/04/10	2,389.59	2,241.37	(148.22)	11.00
61	COVENTRY HEALTH CARE INC	09/09/09	1,422.97	1,852.57	429.60	
78	COVENTRY HEALTH CARE INC	09/10/09	1,865.38	2,368.86	503.48	
71	COVENTRY HEALTH CARE INC	09/11/09	1,736.58	2,156.27	419.69	
119	COVENTRY HEALTH CARE INC	09/14/09	2,926.75	3,614.03	687.28	
47	CHEVRON CORP	02/15/07	3,354.07	5,000.80	1,646.73	153.00
10	CHEVRON CORP	12/17/07	906.30	1,064.00	157.70	33.00
5	CHEVRON CORP	04/25/08	457.90	532.00	74.10	17.00
36	CHEVRON CORP	06/07/10	2,585.36	3,830.40	1,245.04	117.00
52	CONOCOPHILLIPS	02/16/10	2,583.81	3,789.24	1,205.43	138.00

EMASM Fiscal Statement

THE LEAVENS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
47	CONOCOPHILLIPS	03/01/10	2,293.50	3,424.89	1,131.39	125.00
26	CONOCOPHILLIPS	03/02/10	1,291.62	1,894.62	603.00	69.00
40	CONOCOPHILLIPS	05/02/11	3,118.80	2,914.80	(204.00)	106.00
42	CONOCOPHILLIPS	05/03/11	3,143.64	3,060.54	(83.10)	111.00
106	CONOCOPHILLIPS	08/29/11	7,129.49	7,724.22	594.73	280.00
332	CBS CORP NEW CL B	11/22/10	5,455.75	9,010.48	3,554.73	133.00
158	CBS CORP NEW CL B	12/27/10	3,047.14	4,288.12	1,240.98	64.00
38	CA INC	08/29/07	940.94	768.17	(172.77)	8.00
100	CA INC	08/30/07	2,503.46	2,021.50	(481.96)	20.00
90	CA INC	08/31/07	2,277.58	1,819.35	(458.23)	18.00
10	CA INC	12/17/07	261.50	202.15	(59.35)	2.00
20	CA INC	04/25/08	451.55	404.30	(47.25)	4.00
15	CHUBB CORP	08/01/11	931.27	1,038.30	107.03	24.00
95	CHUBB CORP	08/01/11	6,004.42	6,575.90	571.48	149.00
13	CHUBB CORP	08/02/11	809.35	899.86	90.51	21.00
144	CORNING INC	03/07/11	3,270.51	1,869.12	(1,401.39)	44.00
110	CORNING INC	04/04/11	2,268.85	1,427.80	(841.05)	33.00

EMASM Fiscal Statement

THE LEAVENS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
174	CORNING INC	04/05/11	3,570.72	2,258.52	(1,312.20)	53.00
644	DELL INC	08/30/10	7,809.54	9,421.72	1,612.18	
202	DELL INC	09/13/10	2,477.87	2,955.26	477.39	
450	DISCOVER FINL SVCS	11/15/10	8,518.32	10,800.00	2,281.68	180.00
125	DISCOVER FINL SVCS	11/16/10	2,280.35	3,000.00	719.65	50.00
10	EDISON INTL CALIF	07/26/10	329.44	414.00	84.56	13.00
28	EDISON INTL CALIF	07/27/10	936.38	1,159.20	222.82	37.00
161	EDISON INTL CALIF	08/02/10	5,477.06	6,665.40	1,188.34	210.00
17	EXXON MOBIL CORP COM	02/01/10	1,123.97	1,440.92	316.95	32.00
28	EXXON MOBIL CORP COM	02/05/10	1,803.54	2,373.28	569.74	53.00
19	EXXON MOBIL CORP COM	02/09/10	1,239.49	1,610.44	370.95	36.00
92	EXXON MOBIL CORP COM	12/27/10	6,724.08	7,797.92	1,073.84	173.00
100	EXXON MOBIL CORP COM	01/03/11	7,450.54	8,476.00	1,025.46	188.00
38	EXXON MOBIL CORP COM	01/31/11	3,047.76	3,220.88	173.12	72.00
55	EXXON MOBIL CORP COM	02/07/11	4,612.91	4,661.80	48.89	104.00
37	FLUOR CORP NEW DEL COM	05/12/11	2,617.38	1,859.25	(758.13)	19.00
60	FLUOR CORP NEW DEL COM	05/31/11	4,126.14	3,015.00	(1,111.14)	30.00

Fiscal Statement
CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
136	GANNETT CO	05/11/10	2,274.23	1,818.32	(455.91)	44.00
195	GANNETT CO	05/12/10	3,302.89	2,607.15	(695.74)	63.00
128	GAP INC DELAWARE	03/13/08	2,563.18	2,374.40	(188.78)	58.00
86	GAP INC DELAWARE	04/14/08	1,587.78	1,595.30	7.52	39.00
117	GAP INC DELAWARE	04/15/08	2,190.93	2,170.35	(20.58)	53.00
114	GENL DYNAMICS CORP COM	07/25/11	8,102.68	7,570.74	(531.94)	215.00
48	GENL DYNAMICS CORP COM	08/15/11	2,985.48	3,187.68	202.20	91.00
298	GENERAL ELECTRIC	10/25/10	4,826.85	5,337.18	510.33	203.00
62	GENERAL ELECTRIC	04/04/11	1,274.59	1,110.42	(164.17)	43.00
85	GENERAL ELECTRIC	04/05/11	1,740.99	1,522.35	(218.64)	58.00
31	HUMANA INC	01/19/10	1,591.26	2,715.91	1,124.65	31.00
26	HUMANA INC	04/12/10	1,158.67	2,277.86	1,119.19	26.00
27	HUMANA INC	04/13/10	1,189.44	2,365.47	1,176.03	27.00
27	HUMANA INC	04/14/10	1,176.11	2,365.47	1,189.36	27.00
39	HUMANA INC	10/10/11	2,798.41	3,416.79	618.38	39.00
336	INTEL CORP	06/28/10	6,870.39	8,148.00	1,277.61	283.00
139	INTEL CORP	08/15/11	2,887.68	3,370.75	483.07	117.00

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Fiscal Statement

THE LEAVENS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
76	INTL PAPER CO	09/01/09	1,700.28	2,249.60	549.32	80.00
171	INTL PAPER CO	11/09/09	4,261.39	5,061.60	800.21	180.00
137	INTL PAPER CO	06/06/11	4,077.67	4,055.20	(22.47)	144.00
186	JPMORGAN CHASE & CO	07/06/09	5,966.53	6,184.50	217.97	186.00
97	JPMORGAN CHASE & CO	04/25/11	4,347.26	3,225.25	(1,122.01)	97.00
244	KROGER CO	07/06/10	4,895.11	5,909.68	1,014.57	113.00
184	KROGER CO	12/20/10	3,998.50	4,456.48	457.98	85.00
93	KROGER CO	12/21/10	2,018.01	2,252.46	234.45	43.00
61	LOCKHEED MARTIN CORP	04/04/11	4,933.93	4,934.90	0.97	244.00
53	LOCKHEED MARTIN CORP	04/05/11	4,307.31	4,287.70	(19.61)	212.00
49	LOCKHEED MARTIN CORP	04/06/11	3,985.16	3,964.10	(21.06)	196.00
25	L-3 COMMNCTNS HLDGS	05/11/09	1,937.94	1,667.00	(270.94)	45.00
57	L-3 COMMNCTNS HLDGS	06/01/10	4,721.70	3,800.76	(920.94)	103.00
67	LORILLARD INC	09/26/11	7,289.20	7,638.00	348.80	349.00
21	LORILLARD INC	10/03/11	2,376.63	2,394.00	17.37	110.00
9	LORILLARD INC	10/04/11	990.58	1,026.00	35.42	47.00
326	ELI LILLY & CO	09/27/10	11,758.07	13,548.56	1,790.49	639.00

Fiscal Statement
CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
86	LIMITED BRANDS INC	05/03/10	2,395.21	3,470.10	1,074.89	69.00
66	LIMITED BRANDS INC	05/04/10	1,786.65	2,663.10	876.45	53.00
181	MARATHON OIL CORP	02/15/07	4,900.17	5,297.87	397.70	109.00
10	MARATHON OIL CORP	12/17/07	340.84	292.70	(48.14)	6.00
5	MARATHON OIL CORP	04/25/08	137.91	146.35	8.44	3.00
123	MARATHON OIL CORP	05/17/10	2,286.86	3,600.21	1,313.35	74.00
121	MARATHON OIL CORP	07/11/11	3,869.06	3,541.67	(327.39)	73.00
10	MEADWESTVACO CORP	12/02/09	279.37	299.50	20.13	10.00
89	MEADWESTVACO CORP	12/07/09	2,512.45	2,665.55	153.10	89.00
118	MEADWESTVACO CORP	12/08/09	3,308.86	3,534.10	225.24	118.00
265	MACYS INC	12/05/11	8,751.94	8,527.70	(224.24)	106.00
208	MOTOROLA SOLUTIONS INC	02/07/11	8,362.76	9,628.32	1,265.56	184.00
64	MOTOROLA SOLUTIONS INC	02/08/11	2,562.94	2,962.56	399.62	57.00
108	MURPHY OIL CORP	05/16/11	7,144.11	6,019.92	(1,124.19)	119.00
43	NISOURCE INC	07/22/09	547.85	1,023.83	475.98	40.00
105	NISOURCE INC	08/10/09	1,382.51	2,500.05	1,117.54	97.00
112	NISOURCE INC	08/11/09	1,483.23	2,666.72	1,183.49	104.00

Fiscal Statement
CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
95	NISOURCE INC	08/12/09	1,254.49	2,261.95	1,007.46	88.00
124	NORTHROP GRUMMAN CORP	08/22/11	6,229.32	7,251.52	1,022.20	248.00
113	NORTHROP GRUMMAN CORP	09/06/11	5,779.14	6,608.24	829.10	226.00
10	PRUDENTIAL FINANCIAL INC	07/07/11	649.43	501.20	(148.23)	15.00
30	PRUDENTIAL FINANCIAL INC	07/08/11	1,922.54	1,503.60	(418.94)	44.00
100	PRUDENTIAL FINANCIAL INC	07/18/11	5,967.85	5,012.00	(955.85)	145.00
39	PFIZER INC	03/10/08	829.01	843.96	14.95	35.00
55	PFIZER INC	03/11/08	1,183.00	1,190.20	7.20	49.00
5	PFIZER INC	04/25/08	101.85	108.20	6.35	5.00
240	PFIZER INC	06/09/08	4,336.25	5,193.60	857.35	212.00
9	RAYTHEON CO DELAWARE NEW	02/15/07	497.08	435.42	(61.66)	16.00
7	RAYTHEON CO DELAWARE NEW	02/15/07	396.76	338.66	(58.10)	13.00
5	RAYTHEON CO DELAWARE NEW	12/17/07	307.55	241.90	(65.65)	9.00
20	RAYTHEON CO DELAWARE NEW	04/25/08	1,280.60	967.60	(313.00)	35.00
98	RAYTHEON CO DELAWARE NEW	05/18/09	4,386.45	4,741.24	354.79	169.00
48	RAYTHEON CO DELAWARE NEW	08/09/10	2,229.65	2,322.24	92.59	83.00
13	RAYTHEON CO DELAWARE NEW	08/10/10	599.53	628.94	29.41	23.00

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Fiscal Statement

THE LEAVENS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
77	RAYTHEON CO DELAWARE NEW	11/14/11	3,483.10	3,725.26	242.16	133.00
25	RYDER SYSTEM INC	07/08/08	1,711.75	1,328.50	(383.25)	29.00
15	RYDER SYSTEM INC	07/28/08	967.85	797.10	(170.75)	18.00
23	RYDER SYSTEM INC	07/29/08	1,538.77	1,222.22	(316.55)	27.00
5	RYDER SYSTEM INC	07/30/08	337.85	265.70	(72.15)	6.00
8	RYDER SYSTEM INC	07/31/08	533.59	425.12	(108.47)	10.00
77	RYDER SYSTEM INC	11/24/08	2,601.24	4,091.78	1,490.54	90.00
118	SOUTHWEST AIRLINS CO	11/01/10	1,637.38	1,010.08	(627.30)	3.00
365	SOUTHWEST AIRLINS CO	11/02/10	5,108.69	3,124.40	(1,984.29)	7.00
245	SOUTHWEST AIRLINS CO	11/03/10	3,425.54	2,097.20	(1,328.34)	5.00
1,032	SPRINT NEXTEL CORP	08/09/10	4,686.00	2,414.88	(2,271.12)	
693	SPRINT NEXTEL CORP	08/10/10	3,164.52	1,621.62	(1,542.90)	
762	SPRINT NEXTEL CORP	02/28/11	3,315.69	1,783.08	(1,532.61)	
127	TYCO INTL LTD NAMEN-AKT	09/12/11	5,037.80	5,932.17	894.37	127.00
66	TYCO INTL LTD NAMEN-AKT	11/07/11	3,026.05	3,082.86	56.81	66.00
32	TYCO INTL LTD NAMEN-AKT	11/08/11	1,491.35	1,494.72	3.37	32.00

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EMASM Fiscal Statement

THE LEAVENS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
79	TIME WARNER CABLE INC SHS	09/06/11	4,928.61	5,022.03	93.42	152.00
22	TIME WARNER CABLE INC SHS	09/07/11	1,402.86	1,398.54	(4.32)	43.00
59	TIME WARNER CABLE INC SHS	09/12/11	3,587.74	3,750.63	162.89	114.00
88	UNUM GROUP	05/08/08	2,100.84	1,854.16	(246.68)	37.00
253	UNUM GROUP	03/02/09	2,392.17	5,330.71	2,938.54	107.00
83	UNITEDHEALTH GROUP INC	04/19/10	2,599.18	4,206.44	1,607.26	54.00
100	UNITEDHEALTH GROUP INC	04/20/10	3,102.36	5,068.00	1,965.64	65.00
109	UNITEDHEALTH GROUP INC	06/01/10	3,203.30	5,524.12	2,320.82	71.00
68	UNITEDHEALTH GROUP INC	06/21/10	2,138.07	3,446.24	1,308.17	45.00
265	VALERO ENERGY CORP NEW	03/14/11	7,585.20	5,578.25	(2,006.95)	159.00
144	VALERO ENERGY CORP NEW	03/15/11	4,032.94	3,031.20	(1,001.74)	87.00
112	VALERO ENERGY CORP NEW	05/09/11	3,071.10	2,357.60	(713.50)	68.00
157	WALGREEN CO	09/06/11	5,464.83	5,190.42	(274.41)	142.00
79	WALGREEN CO	09/19/11	2,910.69	2,611.74	(298.95)	72.00
3	WELLPOINT INC	06/19/07	242.85	198.75	(44.10)	3.00

Fiscal Statement

THE LEAVENS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
10	WELLPOINT INC	09/04/07	815.54	662.50	(153.04)	10.00
15	WELLPOINT INC	09/05/07	1,214.47	993.75	(220.72)	15.00
25	WELLPOINT INC	09/06/07	2,002.05	1,656.25	(345.80)	25.00
5	WELLPOINT INC	04/25/08	246.75	331.25	84.50	5.00
83	WELLPOINT INC	11/03/08	3,265.54	5,498.75	2,233.21	83.00
Total Equities			533,820.89	577,433.18	43,612.29	14,109.00

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Fiscal Statement Link Service

Total Relationship Value As Of 12/31/11 \$2,250,772.44

THE LEAVENS FOUNDATION INC
359 W MILL RD
LONG VALLEY NJ 07853-3629

YOUR FINANCIAL ADVISOR:
WILLIAM L GIBSON
FA # 3378
(800) 236-7061

Your Merrill Lynch Office:
51 JFK PARKWAY 3RD FLOOR
SHORT HILLS N J 07078

For Client Service Questions Call:
1-800-MERRILL (1-800-637-7455)

ACTIVITY SUMMARY

	Fiscal Year Value 12/2011
Credits	
Sales	1,190,426.08
Income	54,789.75
Funds Received	211.91
Electronic Trfs	0.00
Other Credits	88,026.37
Total Credits	1,333,454.11

Debits

Purchases	1,114,159.29
Withdrawals	0.00
Electronic Trfs	908.00
Fees	65.00
Checks	84,076.22
Interest Charged	0.00
Other Debits	104,112.77
Total Debits	1,306,957.23
Net Activity	26,496.88

ANNUAL PORTFOLIO SUMMARY

	Fiscal Year Value 12/31/11	Current Portfolio Cost Basis	Unrealized Gains/(Losses)
Cash/Money Accounts	104,742.97	104,742.97	0.00
CD's/Equivalents	0.00	0.00	0.00
Government Securities	257,466.17	247,879.88	9,586.29
Corporate Bonds	154,713.99	139,854.18	14,859.81
Municipal Bonds	0.00	0.00	0.00
Equities	1,730,482.59	1,608,196.03	122,286.56
Mut Funds/CEEF/UIT	0.00	0.00	0.00
Options	0.00	0.00	0.00
Other	0.00	0.00	0.00
Long Market Value	2,247,405.72	2,100,673.06	146,732.66
Debit Balance	(0.70)	0.00	0.00
Short Market Value	0.00	0.00	0.00
Estimated Accrued Int	3,367.42	0.00	0.00
Net Portfolio Value	2,250,772.44	2,100,673.06	146,732.66

PLEASE NOTE:

- This fiscal year end statement is for information purposes and should be used in conjunction with your monthly statements. This statement does not reflect any pending trades or dividend reclassifications. Please consult your tax advisor regarding any tax planning and reporting requirements.

INCOME SUMMARY

	Current Year (12/11)
Interest	19,371.36
Dividends	35,418.39
Total	54,789.75
Accrued Interest Earned	0.00
Accrued Interest Paid	1,457.77

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2011

FEDERAL STATEMENTS

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CLIENT LFI

THE LEAVENS FOUNDATION, INC.

52-1754606

4/14/12

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ 4.		
TOTAL	\$ 4.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEAF, SALTZMAN ET.AL. CPA'S	\$ 2,950.	\$ 1,475.		\$ 1,475.
TOTAL	\$ 2,950.	\$ 1,475.		\$ 1,475.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EMA ANNUAL FEE	\$ 65.	\$ 33.		\$ 32.
MERRILL FEES	22,837.	22,837.		
TOTAL	\$ 22,902.	\$ 22,870.		\$ 32.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
990 PF EXCISE TAX	\$ 908.			
FOREIGN TAXES PAID	1,088.	\$ 1,088.		
TOTAL	\$ 1,996.	\$ 1,088.		\$ 0.

CLIENT LFI

THE LEAVENS FOUNDATION, INC.

52-1754606

4/14/12

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STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANTMAKERS ASSOCIATIONS	\$ 3,740.	\$ 1,870.		\$ 1,870.
POSTAGE	102.	51.		51.
RENTAL EXPENSES	3,000.	1,500.		1,500.
STATE FILING FEE	25.	13.		12.
TOTAL	\$ 6,867.	\$ 3,434.		\$ 3,433.

STATEMENT 6
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	MERRILL LYNCH ACCT 859-99E81	PURCHASED	1/01/2001	7/01/2011
2	MERRILL LYNCH ACCT 859-99E81	PURCHASED	4/01/2011	4/01/2011
3	MERRILL LYNCH ACCT 859-99F98	PURCHASED	7/06/2011	11/28/2011
4	MERRILL LYNCH ACCT 859-99F98	PURCHASED	12/11/2006	7/07/2011
5	MERRILL LYNCH ACCT 859-99H60	PURCHASED	8/31/2011	12/21/2011
6	MERRILL LYNCH ACCT 859-99H60	PURCHASED	4/30/2010	11/17/2011
7	MERRILL LYNCH ACCT 859-99U98	PURCHASED	9/09/2010	6/28/2010
8	MERRILL LYNCH ACCT 859-99U98	PURCHASED	9/13/2007	11/28/2011
9	5000 US TREASURY BILL ZERO 12/15/11	PURCHASED	6/15/2011	11/01/2011
10	5000 US TREASURY BILL ZERO 12/22/11	PURCHASED	6/27/2011	11/28/2011
11	4000 US TREASURY BILL ZERO 12/22/11	PURCHASED	6/27/2011	12/01/2011
12	MERRILL LYNCH ACCT 859-99U98	PURCHASED	5/19/2011	8/24/2011
13	MERRILL LYNCH ACCT 859-99U98	PURCHASED	5/19/2011	8/24/2011
14	MERRILL LYNCH ACCT 859-99X32	PURCHASED	2/07/2011	11/28/2011
15	MERRILL LYNCH ACCT 859-99X32	PURCHASED	6/19/2007	11/28/2011
16	MERRILL LYNCH ACCT 859-99F98-CG DISTR	PURCHASED	12/31/2011	12/31/2011
17	WASH SALES & ADJUSTMENTS	PURCHASED	12/31/2011	12/31/2011

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	61,332.		80,344.	-19,012.				\$ -19,012.
2	33.		0.	33.				33.
3	4,292.		3,681.	611.				611.
4	46,361.		30,560.	15,801.				15,801.
5	202,089.		222,722.	-20,633.				-20,633.
6	246,161.		184,547.	61,614.				61,614.
7	110,992.		110,521.	471.				471.
8	126,563.		113,366.	13,197.				13,197.
9	5,000.		4,997.	3.				3.
10	5,000.		4,998.	2.				2.
11	4,000.		3,999.	1.				1.
12	7,419.		7,419.	0.				0.
13	21,506.		21,392.	114.				114.
14	132,750.		127,634.	5,116.				5,116.
15	163,552.		154,491.	9,061.				9,061.
16	5.		0.	5.				5.
17	1,504.		0.	1,504.				1,504.
							TOTAL	\$ 67,888.

2011

FEDERAL STATEMENTS

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CLIENT LFI

THE LEAVENS FOUNDATION, INC.

52-1754606

4/14/12

12:02PM

**STATEMENT 7
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
AMERICAS GROW A ROW 150 PITTSTOWN ROAD PITTSTOWN, NJ 08867	NONE	EXEMPT	SUSTAINING	\$ 5,000.
HERITAGE CONSERVANCY 85 OLD DUBLIN PIKE DOYLESTOWN, PA 18901	NONE	EXEMPT	SUSTAINING	7,500.
MARKET STREET MISSION 9 MARKET STREET MORRISTOWN, NJ 07960	NONE	EXEMPT	SUSTAINING	10,000.
MARTHA'S VINEYARD MUSEUM P.O. BOX 1310 EDGARTOWN, MA 02539	NONE	EXEMPT	SUSTAINING	20,000.
NEW JERSEY SYMPHONY ORCHESTRA 60 PARK PLACE, 9TH FLOOR NEWARK, NJ 07102	NONE	EXEMPT	SUSTAINING	10,000.
PLANNED PARENTHOOD 151 WASHINGTON STREET NEWARK, NJ 07102	NONE	EXEMPT	SUSTAINING	8,000.
THE LAND CONSERVANCY OF NEW JERSEY 19 BOONTON AVENUE BOONTON, NJ 07005	NONE	EXEMPT	SUSTAINING	10,000.
TOTAL				\$ <u>70,500.</u>