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

2011

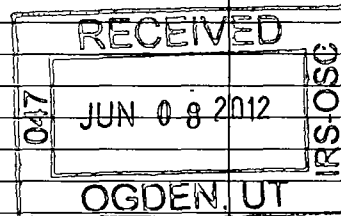
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation WAYNE G. BASLER CHARITABLE FOUNDATION		A Employer identification number 62-1347054
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 2049	Room/suite	B Telephone number (423) 246-4546
City or town, state, and ZIP code KINGPORT, TN 37662		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,283,432.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		438.	438.		STATEMENT 1
4 Dividends and interest from securities		150,984.	150,984.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		443,122.			
b Gross sales price for all assets on line 6a 3,449,332.					
7 Capital gain net income (from Part IV, line 2)			443,122.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		594,544.	594,544.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		6,300.	3,150.		3,150.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		13,356.	11,180.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		82,111.	82,111.		0.
24 Total operating and administrative expenses Add lines 13 through 23		101,767.	96,441.		3,150.
25 Contributions, gifts, grants paid		338,000.			338,000.
26 Total expenses and disbursements Add lines 24 and 25		439,767.	96,441.		341,150.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		154,777.			
b Net investment income (if negative, enter -0-)			498,103.		
c Adjusted net income (if negative, enter -0-)				N/A	



Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	382,448.	384,801.	384,801.
	3 Accounts receivable ▶ 825.		825.	825.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 6	6,273,204.	6,424,803.	6,897,806.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	6,655,652.	6,810,429.	7,283,432.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	6,655,652.	6,810,429.	
30 Total net assets or fund balances	6,655,652.	6,810,429.		
31 Total liabilities and net assets/fund balances	6,655,652.	6,810,429.		

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	6,655,652.
2 Enter amount from Part I, line 27a	2	154,777.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,810,429.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,810,429.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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 3,449,332.		3,006,210.	443,122.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			443,122.

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	443,122.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	504,264.	7,617,776.	.066196
2009	462,713.	6,789,017.	.068156
2008	620,481.	9,884,668.	.062772
2007	579,614.	12,479,576.	.046445
2006	499,470.	11,722,704.	.042607

2 Total of line 1, column (d)	2	.286176
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	.057235
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,039,326.
5 Multiply line 4 by line 3	5	460,131.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,981.
7 Add lines 5 and 6	7	465,112.
8 Enter qualifying distributions from Part XII, line 4	8	341,150.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	9,962.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	9,962.
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	9,962.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,600.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	7,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	12,600.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,638.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 2,638. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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>WAYNE G. BASLER, TRUSTEE</u> Telephone no. ► <u>423-246-4546</u> Located at ► <u>P.O. BOX 2049, KINGSFORT, TN</u> ZIP+4 ► <u>37662</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	15	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 ►	16	Yes	No
				X

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

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

		Yes	No
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 ☐ N/A	1b	
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? ☐ Yes ☒ No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐ Yes ☒ No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ☐ N/A		
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) ☐ Yes ☒ No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ Yes ☒ No	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? ☐ Yes ☒ No	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
WAYNE G. BASLER	TRUSTEE			
P.O. BOX 2049				
KINGSPORT, TN 37662	0.00	0.	0.	0.
SHARI L. HILLMAN	FOUNDATION MANAGER			
229 HAMILTON WAY				
KINGSPORT, TN 376632357	5.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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.

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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	7,789,145.
b Average of monthly cash balances	1b	372,607.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	8,161,752.
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	8,161,752.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	122,426.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,039,326.
6 Minimum investment return Enter 5% of line 5	6	401,966.

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

1 Minimum investment return from Part X, line 6	1	401,966.
2a Tax on investment income for 2011 from Part VI, line 5	2a	9,962.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	9,962.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	392,004.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	392,004.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	392,004.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	341,150.
b Program-related investments - total from Part IX-B	1b	0.
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	341,150.
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	5	0.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	341,150.

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				392,004.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			193,035.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 341,150.				
a Applied to 2010, but not more than line 2a			193,035.	
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				148,115.
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))	0.			0.
6 Enter the net total of each column as indicated below.				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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 instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				243,889.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]Form **990-PF** (2011)

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				
BOYS & GIRLS CLUB PO BOX 784 KINGSPORT, TN 37662	NONE	501(C)(3) PUBLIC CHARITY	GENERAL PURPOSES	5,000.
SULLIVAN NORTH DECA JOHN B DENNIS HWY KINGSPORT, TN 37664	NONE	501(C)(3) PUBLIC CHARITY	GENERAL PURPOSES	11,000.
UNIVERSITY OF TENNESSEE FOUNDATION 1551 LAKE LOUDON BLVD KNOXVILLE, TN 37996	NONE	501(C)(3) PUBLIC CHARITY	GENERAL PURPOSES	322,000.
Total				338,000.
b Approved for future payment				
NONE				
Total				0.

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.	Yes	No
	1a(1)	X
	1a(2)	X
	1b(1)	X
	1b(2)	X
	1b(3)	X
	1b(4)	X
	1b(5)	X
	1b(6)	X
	1c	X

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

461-12
Date

TRUSTEE
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

HERB HOFFMAN

Firm's name ► CLIFTONLARSONALLEN LLP

Firm's address ► 335 N. WILMOT ROAD, SUITE 300
TUCSON, AZ 85711

Firm's EIN ► 41-0746749

Phone no. 520-790-3500

WAYNE G. BASLER CHARITABLE FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MSSB #5613- S/T- SEE STMT ATTACHED	P		
b	MSSB #5613- L/T- SEE STMT ATTACHED	P		
c	MSSB #5616- S/T- SEE STMT ATTACHED	P		
d	MSSB #5616- L/T- SEE STMT ATTACHED	P		
e	MSSB #5678- S/T- SEE STMT ATTACHED	P		
f	MSSB #5678- L/T- SEE STMT ATTACHED	P		
g	MSSB #5679- S/T- SEE STMT ATTACHED	P		
h	MSSB #5679- L/T- SEE STMT ATTACHED	P		
i	CLASS ACTION PROCEEDS	P		
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

(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 30,193.		27,654.	2,539.
b 308,165.		183,047.	125,118.
c 67,001.		48,099.	18,902.
d 423,581.		335,381.	88,200.
e 104,864.		89,057.	15,807.
f 737,462.		635,450.	102,012.
g 1,086,083.		1,161,517.	-75,434.
h 690,750.		526,005.	164,745.
i 865.			865.
j 368.			368.
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,539.
b			125,118.
c			18,902.
d			88,200.
e			15,807.
f			102,012.
g			-75,434.
h			164,745.
i			865.
j			368.
k			
l			
m			
n			
o			

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	443,122.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF TENNESSEE	21.
MSSB #5613	51.
MSSB #5616	83.
MSSB #5768	157.
MSSB #5769	126.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	438.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MSSB #5613	17,750.	368.	17,382.
MSSB #5616	37,182.	0.	37,182.
MSSB #5768	70,697.	0.	70,697.
MSSB #5769	25,723.	0.	25,723.
TOTAL TO FM 990-PF, PART I, LN 4	151,352.	368.	150,984.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,300.	3,150.		3,150.
TO FORM 990-PF, PG 1, LN 16B	6,300.	3,150.		3,150.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX EXPENSE	11,180.	11,180.		0.	
ESTIMATED TAX PAYMENTS	2,176.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	13,356.	11,180.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT EXPENSES	82,111.	82,111.		0.	
TO FORM 990-PF, PG 1, LN 23	82,111.	82,111.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
INVESTMENTS AT MSSB #5613-SEE ATT'D	1,205,638.	1,628,810.		
INVESTMENTS AT MSSB #5616-SEE ATT'D	1,858,721.	2,009,651.		
INVESTMENTS AT MSSB #5768-SEE ATT'D	1,649,544.	1,428,165.		
INVESTMENTS AT MSSB #5769-SEE ATT'D	1,710,900.	1,831,180.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,424,803.	6,897,806.		

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	7
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SHARI HILLMAN
P.O. BOX 2049
KINGSPORT, TN 37662

TELEPHONE NUMBER

(423)246-4546

FORM AND CONTENT OF APPLICATIONS

WRITTEN APPLICATION - INCLUDE NATURE OF ORGANIZATION & PROOF OF CHARITABLE STATUS

ANY SUBMISSION DEADLINES

SEPTEMBER 30

RESTRICTIONS AND LIMITATIONS ON AWARDS

CHARITABLE ORGANIZATIONS ONLY

Fiduciary Services Active Assets Account
685-045613-107

WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

Holdings

INTERESTED PARTY COPY.

This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Disclosures section at the end of this statement. Fixed income securities are sorted by maturity or pre-refunding date, and alphabetically within date.

Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.

Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosure section.

New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Disclosures section of this statement for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash Deposits and Money Market Funds are generally displayed on a settlement date basis. However, Global Currency Deposits may include both settled and unsettled positions. Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions. In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	\$140.43			
MORGAN STANLEY BANK N.A. #	48,407.83	24.00	—	0.050
CASH, DEPOSITS AND MONEY MARKET FUNDS				
	Percentage of Assets %	Market Value	Estimated Annual Income	Estimated Annual Income
	2.9%	\$48,548.26		Accrued Interest
				\$24.00
				\$0.00

Bank deposits are at Morgan Stanley Bank, N.A. and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley Smith Barney. Cash holdings shown exclude cash holdings in custody at another firm for which you receive a separate statement.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AIR METHODS CORP (AIRM)	6/21/11	249,000	\$68.145	\$16,968.15	\$21,028.05	\$4,059.90 ST		—
Share Price: \$84.450								
AMERICAN CAMPUS CMMTYS INC (ACC)	6/16/09	739,000	19.359	14,306.29	31,008.44	16,702.15 LT	997.65	3.21
Share Price: \$41.960, Next Dividend Payable 02/12								

CONTINUED

MorganStanley SmithBarney

CLIENT STATEMENT | For the Period December 1-31, 2011

Fiduciary Services Active Assets Account
685-045613-107

WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

Holdings

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
BLACKBAUD INC (BLKB)	6/16/09	864,000	14.689	12,691.12	23,932.80	11,241.68 LT	414.72	1.73
Share Price: \$27.700; Next Dividend Payable 03/12								
CARDTRONICS INC (CATM)	10/18/11	834,000	23.414	19,527.44	22,568.04	3,040.60 ST		
	10/24/11	24,000	24.475	587.41	649.44	62.03 ST		
Total		858,000		20,114.85	23,217.48	3,102.63 ST		
Share Price: \$27.060								
CAVIUM INC COM (CAVM)	2/18/11	191,000	45.032	8,601.04	5,430.13	(3,170.91) ST		
	3/23/11	439,000	40.131	17,617.47	12,480.77	(5,136.70) ST		
Total		630,000		26,218.51	17,910.90	(8,307.61) ST		
Share Price: \$28.430								
CLARCOR INC (CLC)	6/16/09	476,000	29.533	14,057.47	23,795.24	9,737.77 LT		
	3/23/11	213,000	43.539	9,273.83	10,647.87	1,374.04 ST		
Total		689,000		23,331.30	34,443.11	9,737.77 LT	330.72	0.96
Share Price: \$49.990; Next Dividend Payable 01/12								
CLEARBRIDGE ENERGY MLP FD INC (CEM)	7/6/10	494,000	20.051	9,905.30	11,085.36	1,180.06 LT	721.24	6.50
Share Price: \$22.440; Next Dividend Payable 02/12								
CLECO CORP HLDG CO. (CNL)	6/16/09	1,150,000	21.918	25,206.16	43,815.00	18,608.84 LT	1,437.50	3.28
Share Price: \$38.100; Next Dividend Payable 02/12								
COGNEX CORP (CGNX)	6/16/09	735,000	14.013	10,299.85	26,305.65	16,005.80 LT	294.00	1.11
Share Price: \$35.790; Next Dividend Payable 03/12								
COHEN & STEERS INC (CNS)	6/16/09	464,000	15.647	7,260.35	13,409.60	6,149.25 LT		
	7/28/10	297,000	21.862	6,493.10	8,583.30	2,090.20 LT		
	3/23/11	159,000	28.348	4,507.38	4,595.10	87.72 ST		
Total		920,000		18,260.83	26,588.00	8,239.45 LT	552.00	2.07
Share Price: \$28.900; Next Dividend Payable 03/12								
COHU INC (COHU)	6/16/09	1,039,000	9.225	9,584.88	11,792.65	2,207.77 LT	249.36	2.11
Share Price: \$11.350; Next Dividend Payable 01/03/12								
COMPASS MINERALS INTER INC (CMP)	11/6/09	276,000	63.293	17,468.92	19,002.60	1,533.68 LT	496.80	2.61
Share Price: \$68.850; Next Dividend Payable 03/12								

CONTINUED

Fiduciary Services Active Assets Account
685-045613-107

WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

INTERESTED PARTY COPY

Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
COSTAR GROUP INC (CSGP) Share Price \$66.730	5/13/11	244,000	71.974	17,561.68	16,282.12	(1,279.56) ST	—	—
DRILL-QUIP INC (DRQ) Share Price \$65.820	6/16/09	375,000	38.755	14,533.05	24,682.50	10,149.45 LT	—	—
ECOLGY INC NEW (ECOL) Share Price \$18.780, Next Dividend Payable 01/12	6/16/09	686,000	18.456	12,660.54	12,883.08	222.54 LT	493.92	3.83
FEI COMPANY (FEIC) 6/2/11 7/6/11 Total		533,000 130,000 663,000	40.710 38.766 —	21,698.38 5,039.63 26,738.01	21,735.74 5,301.40 27,037.14	37.36 ST 261.77 ST 299.13 ST	—	—
GLACIER BANCORP INC NEW (GBCI) Share Price \$12.030, Next Dividend Payable 01/12	6/16/09 10/19/09 Total	491,000 438,000 929,000	14.872 13.546 —	7,302.25 5,933.19 13,235.44	5,906.73 5,269.14 11,175.87	(1,395.52) LT (664.05) LT (2,059.57) LT	483.08	4.32
GRAND CANYON ED INC COM (LOPE) Share Price \$15.960	12/22/11	1,322,000	16.007	21,161.78	21,099.12	(62.66) ST	—	—
GROUP 1 AUTOMOTIVE INC (GPI) 12/14/10 3/23/11 Total		495,000 179,000 674,000	42.336 39.120 —	20,956.17 7,002.46 27,958.63	25,641.00 9,272.20 34,913.20	4,684.83 LT 2,269.74 ST 4,684.83 LT	350.48	1.00
GULFPORT ENERGY CORP NEW (GPOR) Share Price \$51.800, Next Dividend Payable 03/12	10/5/10 12/14/10 3/23/11 Total	858,000 129,000 96,000 1,083,000	14.163 20.962 31.345 —	12,152.03 2,704.11 3,009.08 17,865.22	25,268.10 3,799.05 2,827.20 31,894.35	13,116.07 LT 1,094.94 LT (181.88) ST 14,211.01 LT	—	—
HANGER ORTHOPEDIC GRP NEW (HGR) Share Price \$29.450	12/23/10 3/23/11	765,000 379,000	21.648 25.911	16,561.03 9,820.27	14,297.85 7,083.51	(2,263.18) LT (2,736.76) ST	—	—

CONTINUED

Morgan Stanley Smith Barney

CLIENT STATEMENT | For the Period December 1-31, 2011

Fiduciary Services Active Assets Account
685-045613-107

WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

Holdings

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Share Price \$18.690								
HARMONIC INC (HLIT)	6/16/09	2,328,000	6.325	14,723.90	11,733.12	(2,990.78) LT	—	—
Share Price: \$5.040								
HEARTLAND EXPRESS (HTLD)	6/16/09	1,163,000	14.399	16,746.04	16,619.27	(126.77) LT	—	—
	2/5/10	123,000	13.644	1,678.15	1,757.67	79.52 LT	—	—
	3/23/11	416,000	16.777	6,979.11	5,944.64	(1,034.47) ST	—	—
Total		1,702,000		25,403.30	24,321.58	(47.25) LT (1,034.47) ST	136.16	0.55
Share Price: \$14.290, Next Dividend Payable 03/12								
HIBBERT SPORTS INC (HIBB)	11/21/07	34,000	20.002	680.06	1,536.12	856.06 LT A	—	—
	11/26/07	43,000	19.897	855.57	1,942.74	1,087.17 LT A	—	—
	1/11/08	72,000	16.141	1,162.12	3,252.96	2,090.84 LT A	—	—
	3/13/08	61,000	14.645	893.35	2,755.98	1,862.63 LT A	—	—
	3/14/08	72,000	14.193	1,021.89	3,252.96	2,231.07 LT A	—	—
	6/16/09	366,000	16.836	6,161.98	16,535.88	10,373.90 LT	—	—
	6/15/10	102,000	26.002	2,652.20	4,608.36	1,956.16 LT	—	—
Total		750,000		13,427.17	33,885.00	20,457.83 LT	—	—
Share Price \$45.180								
HITTIE MICROWAVE CORP (HITT)	6/16/09	559,000	34.648	19,368.06	27,603.42	8,235.36 LT	—	—
Share Price: \$49.380								
HLTH CARE SVC GRP (HCSG)	6/16/09	1,152,000	11.884	13,690.68	20,378.88	6,688.20 LT	737.28	3.61
Share Price \$17.690, Next Dividend Payable 02/12								
HMS HOLDINGS CORP (HMSY)	6/16/09	1,353,000	13.124	17,756.59	43,268.94	25,512.35 LT	—	—
Share Price \$31.980								
IBERIA BK CORP (IBKC)	3/2/10	223,000	59.314	13,227.13	10,993.90	(2,233.23) LT	—	—
	6/15/10	130,000	55.804	7,254.55	6,409.00	(845.55) LT	—	—
	3/23/11	141,000	56.857	8,016.84	6,951.30	(1,065.54) ST	—	—
Total		494,000		28,498.52	24,354.20	(3,078.78) LT (1,065.54) ST	671.84	2.75
Share Price: \$49.300, Next Dividend Payable 01/27/12								

CONTINUED

Fiduciary Services Active Assets Account
685-045613-107
WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

INTERESTED PARTY COPY

Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ICU MEDICAL INC (ICUI)	12/8/09	344,000	34.971	12,029.92	15,480.00	3,450.08 LT		
	2/4/10	158,000	32.344	5,110.29	7,110.00	1,999.71 LT		
	7/28/10	116,000	37.239	4,319.72	5,220.00	900.28 LT		
Total		618,000		21,459.93	27,810.00	6,350.07 LT		
Share Price: \$45.000								
II VI INC (IIVI)	6/16/09	992,000	11.546	11,453.89	18,213.12	6,759.23 LT		
Share Price: \$18.360								
IPC THE HOSPITALIST COMP INC (IPCM)	5/4/11	355,000	50.439	17,905.88	16,230.60	(1,675.28) ST		
Share Price: \$45.720								
KAYNE ANDERSON MLP INVT CO (KYN)	6/16/09	523,000	19.199	10,041.08	15,883.51	5,842.43 LT	1,066.92	6.71
Share Price: \$30.370; Next Dividend Payable 01/12								
LANDAUER INC. (LDR)	6/16/09	257,000	57.903	14,881.15	13,235.50	(1,645.65) LT	565.40	4.27
Share Price: \$51.500; Next Dividend Payable 01/04/12								
LIFE TIME FITNESS INC (LTM)	11/20/08	5,000	9.224	46.12	233.75	187.63 LT A		
	2/6/09	48,000	11.816	567.15	2,244.00	1,676.85 LT A		
	6/16/09	51,000	19.329	985.78	2,384.25	1,398.47 LT		
	2/5/10	291,000	23.043	6,705.48	13,604.25	6,898.77 LT		
	3/23/11	162,000	36.908	5,979.16	7,573.50	1,594.34 ST		
Total		557,000		14,283.69	26,039.75	10,161.72 LT		
Share Price: \$46.750						1,594.34 ST		
MARKETAXESS HOLDINGS INC (MKTX)	4/29/11	743,000	24.416	18,141.16	22,371.73	4,230.57 ST		
	5/4/11	48,000	22.762	1,092.57	1,445.28	352.71 ST		
	6/21/11	199,000	23.517	4,679.96	5,991.89	1,311.93 ST		
Total		990,000		23,913.69	29,808.90	5,895.21 ST	356.40	1.19
Share Price: \$30.110; Next Dividend Payable 02/12								
MERIDIAN BIOSCIENCE INC (VIVO)	6/16/09	346,000	20.807	7,199.22	6,518.64	(680.58) LT		
	7/28/10	250,000	19.234	4,808.58	4,710.00	(98.58) LT		

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Morgan Stanley Smith Barney

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Fiduciary Services Active Assets Account
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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

Holdings

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total		596,000		12,007.80	11,228.64	(779.16) LT	452.96	4.03
Share Price \$18.840, Next Dividend Payable 03/12								
MID AMER APART COMM INC (MAA)	8/26/09	407,000	41.766	16,998.82	25,457.85	8,459.03 LT		
	4/14/10	128,000	51.481	6,589.62	8,006.40	1,416.78 LT		
Total		535,000		23,588.44	33,464.25	9,875.81 LT	1,412.40	4.22
Share Price \$62.550, Next Dividend Payable 01/12								
MIDDLEBY CORP DEL (MIDD)	6/16/09	450,000	45.416	20,887.20	42,318.00	21,430.80 LT		
Share Price \$94.040								
MONRO MUFFLER & BRAKE (MNRO)	6/16/09	585,000	16.279	9,523.29	22,692.15	13,168.86 LT		
	6/21/11	132,000	33.081	4,366.67	5,120.28	753.61 ST		
Total		717,000		13,889.96	27,812.43	13,168.86 LT 753.61 ST	258.12	0.92
Share Price \$38.790, Next Dividend Payable 03/12								
NATIONAL HEALTH INVESTORS INC (NHI)	9/1/10	298,000	43.001	12,814.39	13,106.04	291.65 LT		
	1/4/11	172,000	45.402	7,809.11	7,564.56	(244.55) ST		
Total		470,000		20,623.50	20,670.60	291.65 LT (244.55) ST	1,222.00	5.91
Share Price \$43.980, Next Dividend Payable 01/31/12								
NORDSON CP (NDSN)	1/9/09	54,000	16.641	898.64	2,223.72	1,325.08 LT A		
	1/12/09	56,000	16.196	907.00	2,306.08	1,399.08 LT A		
	1/13/09	34,000	16.369	556.55	1,400.12	843.57 LT A		
	1/14/09	34,000	15.969	542.95	1,400.12	857.17 LT A		
	2/27/09	48,000	12.563	603.00	1,976.64	1,373.64 LT A		
	3/2/09	56,000	11.514	644.80	2,306.08	1,661.28 LT A		
	3/4/09	26,000	11.622	302.16	1,070.68	768.52 LT A		
	6/16/09	294,000	18.872	5,548.37	12,106.92	6,558.55 LT		
Total		602,000		10,003.47	24,790.36	14,786.89 LT	301.00	1.21
Share Price \$41.180, Next Dividend Payable 01/03/12								
PEET'S COFFEE & TEA (PEET)	2/18/10	175,000	35.363	6,188.54	10,969.00	4,780.46 LT		
	5/7/10	95,000	36.974	3,512.50	5,954.60	2,442.10 LT		

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Fiduciary Services Active Assets Account
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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

Holdings

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
PORTFOLIO RECOVERY ASSOC INC (PRAA)								
Share Price: \$62.680								
Total	6/16/09	270,000	36.740	9,701.04	16,923.60	7,222.56 LT	—	—
POWER INTEGRATIONS INC (POWI)								
Share Price: \$67.520								
Total	6/16/09	299,000	36.740	10,985.32	20,188.48	9,203.16 LT	—	—
PROS HLDG INC (PRO)								
Share Price: \$33.160, Next Dividend Payable 03/12								
Total	6/16/09	412,000	45.070	18,568.80	32,885.84	14,317.04 LT	412.00	1.25
PSS WORLD MEDICAL INC (PSSI)								
Share Price: \$79.820, Next Dividend Payable 01/12/12								
Total	10/23/09	314,000	9.522	2,990.03	4,672.32	1,682.29 LT	—	—
	12/22/09	268,000	9.841	2,637.52	3,987.84	1,350.32 LT	—	—
	2/18/10	131,000	8.734	1,144.17	1,949.28	805.11 LT	—	—
Share Price: \$14.880								
Total	2/18/10	713,000	8.734	6,771.72	10,609.44	3,837.72 LT	—	—
RBC BEARINGS INC (ROLL)								
Share Price: \$24.190								
Total	2/18/11	847,000	25.591	21,675.41	20,488.93	(1,186.48) ST	—	—
	3/23/11	165,000	26.280	4,336.13	3,991.35	(344.78) ST	—	—
RITCHIE BROTHERS AUCTIONEERS (RBA)								
Share Price: \$41.700								
Total	9/28/11	564,000	34.460	19,435.44	23,518.80	4,083.36 ST	—	—
ROFIN-SINAR TECH INC OLD (RSTI)								
Share Price: \$22.080, Next Dividend Payable 03/12								
Total	6/16/09	470,000	22.345	10,501.96	10,377.60	(124.36) LT	211.50	2.03
	3/23/11	729,000	21.403	15,603.08	16,657.65	1,054.57 LT	—	—
	3/23/11	104,000	37.133	3,861.87	2,376.40	(1,485.47) ST	—	—

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MorganStanley SmithBarney

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Share Price: \$22.850								
RUDDICK CORP (RDK)	6/16/09	561,000	24.510	13,749.94	23,921.04	10,171.10 LT		
	1/4/11	190,000	35.740	6,790.66	8,101.60	1,310.94 ST		
Total		751,000		20,540.60	32,022.64	10,171.10 LT 1,310.94 ST	390.52	1.21
Share Price: \$42.640, Next Dividend Payable 01/01/12								
RYLAND GROUP INC (RYL)	6/16/09	585,000	16.376	9,579.96	9,219.60	(360.36) LT	70.20	0.76
Share Price: \$15.760, Next Dividend Payable 01/12								
SCHNITZER STEEL A (SCHN)	11/20/09	391,000	44.735	17,491.39	16,531.48	(959.91) LT		
	12/14/10	136,000	62.991	8,566.76	5,750.08	(2,816.68) LT		
Total		527,000		26,058.15	22,281.56	(3,776.59) LT	35.84	0.16
Share Price: \$42.280, Next Dividend Payable 03/12								
SCQUEST INC NEW COM (SQI)	8/30/11	546,000	14.439	7,883.80	7,791.42	(92.38) ST		
Share Price: \$14.270								
SIGNATURE BANK (SBNY)	6/16/09	648,000	26.180	16,964.83	38,873.52	21,908.69 LT		
Share Price: \$59.990								
SILGAN HLDGS INC (SLGN)	6/16/09	836,000	22.870	19,119.32	32,303.04	13,183.72 LT	367.84	1.13
Share Price: \$38.640, Next Dividend Payable 03/12								
SOLERA HOLDINGS INC (SLH)	6/16/09	422,000	24.829	10,477.72	18,795.88	8,318.16 LT	168.80	0.89
Share Price: \$44.540, Next Dividend Payable 03/12								
SOURCEFIRE INC (FIRE)	5/26/10	140,000	20.692	2,896.89	4,533.20	1,636.31 LT		
	7/30/10	321,000	21.162	6,792.87	10,393.98	3,601.11 LT		
Total		461,000		9,689.76	14,927.18	5,237.42 LT		
Share Price: \$32.380								
STEINER LEISURE LTD (STNR)	3/23/11	277,000	46.535	12,890.17	12,573.03	(317.14) ST		
	5/4/11	96,000	47.467	4,556.80	4,357.44	(199.36) ST		
Total		373,000		17,446.97	16,930.47	(516.50) ST		
Share Price: \$45.390								
STIFEL FINANCIAL CORPORATION (SF)	9/16/10	618,000	32.525	20,100.37	19,806.90	(293.47) LT		
	7/6/11	239,000	35.752	8,544.82	7,659.95	(884.87) ST		

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G.BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Share Price \$32.050								
SVB FNCL GRP (SVB)	3/4/10	282 000	46.358	13,073.04	13,448.58	375.54 LT		
	5/7/10	162 000	45.689	7,401.57	7,725.78	324.21 LT		
Total		444 000		20,474.61	21,174.36	699.75 LT		
Share Price \$47.690								
TESCO CORPORATION (TESO)	6/16/09	1,055 000	9 506	10,028.30	13,335.20	3,306.90 LT		
	5/7/10	193 000	10 704	2,065.85	2,439.52	373 67 LT		
Total		1,248 000		12,094.15	15,774.72	3,680.57 LT		
Share Price \$12.640								
TEXAS ROADHOUSE INC CL A (TXRH)	7/6/10	746 000	12.064	8,999.82	11,115.40	2,115.58 LT		
	9/28/10	204 000	14.197	2,896.19	3,039.60	143.41 LT		
	3/23/11	451 000	16.067	7,245.99	6,719.90	(526.09) ST		
Total		1,401 000		19,142.00	20,874.90	2,258.99 LT	448.32	2.14
Share Price \$14.900; Next Dividend Payable 03/12								
TORO CO (TTC)	6/16/09	303 000	31.706	9,606.92	18,379.98	8,773.06 LT		
	4/14/10	101 000	53.308	5,384.10	6,126.66	742.56 LT		
Total		404 000		14,991.02	24,506.64	9,515.62 LT	355.52	1.45
Share Price \$60.660; Next Dividend Payable 01/09/12								
TORTOISE ENERGY INFRA (TYG)	6/16/09	375 000	20.707	7,765.00	14,996.25	7,231.25 LT C	832.50	5.55
Share Price \$39.990; Next Dividend Payable 02/12								
TRACTOR SUPPLY CO (TSCO)	6/16/09	460 000	19.054	8,764.93	32,269.00	23,504.07 LT	220.80	0.68
Share Price \$70.150; Next Dividend Payable 02/12								
TUPPERWARE BRANDS CORP (TUP)	6/16/09	583 000	24.896	14,514.37	32,630.51	18,116.14 LT	699.60	2.14
Share Price \$55.970; Next Dividend Payable 01/04/12								
UMPQUA HOLDINGS CORP (UMPQ)	6/16/09	662 000	8.260	5,468.12	8,202.18	2,734.06 LT		
	3/2/10	646 000	12 568	8,118.93	8,003.94	(114.99) LT		
Total		1,308 000		13,587.05	16,206.12	2,619 07 LT	366.24	2.25
Share Price \$12.390; Next Dividend Payable 01/13/12								

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MorganStanley SmithBarney

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Fiduciary Services Active Assets Account
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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

Holdings

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
UNITED THERAPEUTICS CORP (UTHR) Share Price \$47.250	6/16/09	382,000	41.197	15,737.43	18,049.50	2,312.07 LT	—	—
UNIVERSAL FOREST PRODUCTS INC (UFPI) Share Price \$30.870, Next Dividend Payable 06/12	6/16/09	434,000	30.551	13,259.30	13,397.58	138.28 LT	173.60	1.29
WD 40 COMPANY (WDFC) 6/16/09 5/7/10 Total	6/16/09 5/7/10	331,000 57,000 388,000	28.419 34.289	9,406.72 1,954.47 11,361.19	13,375.71 2,303.37 15,679.08	3,968.99 LT 348.90 LT 4,317.89 LT	— — 450.08	— — 2.87
Share Price \$40.410, Next Dividend Payable 01/12								
WEST PHARMACEUTICAL SVCS INC (WST) Share Price \$37.950, Next Dividend Payable 02/12	6/16/09	561,000	34.122	19,142.44	21,289.95	2,147.51 LT	403.92	1.89

STOCKS

Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
97.1%	\$1,205,637.76	\$1,628,810.16	\$419,966.66 LT	\$19,722.63	1.21%
			\$3,205.74 ST	\$0.00	

TOTAL MARKET VALUE

TOTAL VALUE (includes accrued interest)

\$1,677,358.42

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney Account. Another financial institution has provided Morgan Stanley Smith Barney the transaction detail for this position.

C - This taxlot received a return of capital. This is a return of some or all of your investment in the security. A return of capital reduces your basis in the security and is not taxed until your basis in the security is fully recovered.

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Disclosures section at the end of this statement. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate. Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosure section.

New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Disclosures section of this statement for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis. However, Global Currency Deposits may include both settled and unsettled positions. Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions. In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MORGAN STANLEY BANK N.A. #	\$157,671.61	\$79.00	—	0.050

	Percentage of Assets %	Market Value	Estimated Annual Income	Estimated Annual Percentage Yield %
CASH, DEPOSITS AND MONEY MARKET FUNDS	7.3%	\$157,671.61	\$79.00	0.050

Bank deposits are at Morgan Stanley Bank, N.A. and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley Smith Barney. Cash holdings shown exclude cash holdings in custody at another firm for which you receive a separate statement.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ANGLOGOLD ASHANTI LIMITED (AU)	6/15/09	1,326,000	\$35.467	\$47,028.71	\$56,288.70	\$9,259.99 LT		
	9/1/09	233,000	36.040	8,397.34	9,890.85	1,493.51 LT		
	2/25/10	47,000	34.854	1,638.13	1,995.15	357.02 LT		
	1/10/11	141,000	44.574	6,285.00	5,985.45	(299.55) ST		
	1/13/11	318,000	44.622	14,189.70	13,499.10	(690.60) ST		

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MorganStanley SmithBarney

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

Holdings

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	1/14/11	89,000	44.107	3,925.51	3,778.05	(147.46) ST		
	1/18/11	8,000	44.968	359.74	339.60	(20.14) ST		
	Total	2,162,000		81,824.13	91,776.90	11,110.52 LT (1,157.75) ST	739.40	0.80
Share Price \$42.450								
AON CORP (AON)	6/15/09	720,000	36.492	26,274.31	33,696.00	7,421.69 LT		
	12/2/09	197,000	38.464	7,577.33	9,219.60	1,642.27 LT		
	12/3/09	278,000	38.388	10,672.00	13,010.40	2,338.40 LT		
	12/4/09	35,000	38.420	1,344.69	1,638.00	293.31 LT		
	Total	1,230,000		45,868.33	57,564.00	11,695.67 LT	738.00	1.28
Share Price \$46.800, Next Dividend Payable 02/12								
APACHE CORP (APA)	6/15/09	717,000	81.429	58,384.81	64,945.86	6,561.05 LT		
	7/16/09	121,000	75.632	9,151.46	10,960.18	1,808.72 LT		
	Total	838,000		67,536.27	75,906.04	8,369.77 LT	502.80	0.66
Share Price \$90.580, Next Dividend Payable 02/12								
BARRICK GOLD CORP (ABX)	6/15/09	1,738,000	32.788	56,985.54	78,644.50	21,658.96 LT	1,042.80	1.32
	Share Price \$45.250, Next Dividend Payable 03/12							
	CA INCORPORATED (CA)							
	6/15/09	4,140,000	17.343	71,800.02	83,690.10	11,890.08 LT		
	6/22/09	44,000	16.980	747.12	889.46	142.34 LT		
	5/14/10	202,000	20.470	4,134.94	4,083.43	(51.51) LT		
	5/17/10	96,000	20.577	1,975.42	1,940.64	(34.78) LT		
	1/26/11	448,000	23.337	10,454.98	9,056.32	(1,398.66) ST		
	Total	4,930,000		89,112.48	99,659.95	11,946.13 LT (1,398.66) ST	986.00	0.98
Share Price \$20.215, Next Dividend Payable 03/12								
CANADIAN NATURAL RESOURCES LTD (CNQ)	11/16/09	127,000	34.639	4,399.11	4,745.99	346.88 LT		
	11/19/09	114,000	33.411	3,808.88	4,260.18	451.30 LT		
	11/20/09	512,000	32.917	16,853.45	19,133.44	2,279.99 LT		
	1/25/10	160,000	33.278	5,324.51	5,979.20	654.69 LT		
	1/26/10	552,000	32.931	18,177.80	20,628.24	2,450.44 LT		
	Total	1,465,000		48,563.75	54,747.05	6,183.30 LT	523.01	0.95
Share Price \$37.370, Next Dividend Payable 01/01/12								

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CISCO SYS INC (CSCO)	5/12/11	1,617,000	16.862	27,266.18	29,235.36	1,969.18 ST		
	5/13/11	269,000	16.862	4,535.82	4,863.52	327.70 ST		
	5/16/11	283,000	16.802	4,754.91	5,116.64	361.73 ST		
	9/8/11	1,204,000	16.196	19,499.38	21,768.32	2,268.94 ST		
Total		3,373,000		56,056.29	60,983.84	4,927.55 ST	809.52	1.32
Share Price \$18.080, Next Dividend Payable 01/12								
CITIGROUP INC NEW (C)	12/17/09	1,112,000	31.981	35,563.01	29,256.72	(6,306.29) LT		
	12/18/09	322,000	32.631	10,507.34	8,471.82	(2,035.52) LT		
	3/31/11	111,000	44.081	4,892.94	2,920.41	(1,972.53) ST		
	5/12/11	155,000	42.000	6,509.94	4,078.05	(2,431.89) ST		
	5/13/11	58,000	41.889	2,429.54	1,525.98	(903.56) ST		
	6/1/11	231,000	40.183	9,282.16	6,077.61	(3,204.55) ST		
Total		1,989,000		69,184.93	52,330.59	(8,341.81) LT	79.56	0.15
Share Price \$26.310, Next Dividend Payable 02/12								
CVS CAREMARK CORP (CVS)	7/16/09	756,000	32.068	24,243.41	30,829.68	6,586.27 LT		
	2/4/11	545,000	32.622	17,779.21	22,225.10	4,445.89 ST		
Total		1,301,000		42,022.62	53,054.78	6,586.27 LT	845.65	1.59
Share Price \$40.780, Next Dividend Payable 02/12								
GENERAL MTRS CO (GM)	11/22/10	708,000	34.214	24,223.80	14,351.16	(9,872.64) LT		
	11/23/10	264,000	33.698	8,896.17	5,351.28	(3,544.89) LT		
	2/3/11	112,000	35.560	3,982.69	2,270.24	(1,712.45) ST		
	2/15/11	112,000	36.014	4,033.56	2,270.24	(1,763.32) ST		
	2/22/11	142,000	35.562	5,064.00	2,878.34	(2,185.66) ST		
	2/23/11	27,000	35.495	958.36	547.29	(411.07) ST		
Total		1,365,000		47,158.58	27,668.55	(13,417.53) LT	--	--
Share Price \$20.270								
GENWORTH FINANCIAL INC CL A (GNW)	6/25/10	1,595,000	14.043	22,397.79	10,447.25	(11,950.54) LT		
	6/28/10	587,000	13.993	8,213.66	3,844.85	(4,368.81) LT		
	10/29/10	1,401,000	11.406	15,979.11	9,176.55	(6,802.56) LT		

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Fiduciary Services Active Assets Account
685-045616-107
WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

Holdings

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<i>Share Price \$6.550</i>								
GOLDMAN SACHS GRP INC (GS)	11/1/10	242,000	11.510	2,785.42	1,585.10	(1,200.32) LT		
	11/3/10	161,000	11.530	1,856.30	1,054.55	(801.75) LT		
	11/15/10	191,000	11.593	2,214.22	1,251.05	(963.17) LT		
	12/8/10	291,000	13.026	3,790.60	1,906.05	(1,884.55) LT		
	12/9/10	79,000	13.003	1,027.20	517.45	(509.75) LT		
	Total	4,547,000		58,264.30	29,782.85	(28,481.45) LT		
<i>Share Price \$34.510, Next Dividend Payable 03/12</i>								
HALLIBURTON CO (HAL)	8/25/10	69,000	144.305	9,957.02	6,239.67	(3,717.35) LT		
	8/26/10	92,000	144.374	13,282.38	8,319.56	(4,962.82) LT		
	3/17/11	45,000	154.621	6,957.95	4,069.35	(2,888.60) ST		
	4/15/11	30,000	154.986	4,649.58	2,712.90	(1,936.68) ST		
	4/29/11	34,000	149.833	5,094.33	3,074.62	(2,019.71) ST		
	5/6/11	24,000	149.985	3,599.65	2,170.32	(1,429.33) ST		
	5/23/11	63,000	136.745	8,614.94	5,697.09	(2,917.85) ST		
HARTFORD FIN SERS GRP INC (HIG)	7/1/11	89,000	135.885	12,093.76	8,048.27	(4,045.49) ST		
	Total	446,000		64,249.61	40,331.78	(23,917.83) ST	624.40	1.54
<i>Share Price \$34.510, Next Dividend Payable 03/12</i>								
HARTFORD FIN SERS GRP INC (HIG)	12/14/07	84,000	37.978	3,190.14	2,898.84	(291.30) LT		
	12/17/07	78,000	36.876	2,876.29	2,691.78	(184.51) LT		
	1/23/08	30,000	30.713	921.39	1,035.30	113.91 LT		
	11/6/08	376,000	18.243	6,859.41	12,975.76	6,116.35 LT		
	Total	568,000		13,847.23	19,601.68	5,754.45 LT	204.48	1.04
<i>Share Price \$34.510, Next Dividend Payable 03/12</i>								
HARTFORD FIN SERS GRP INC (HIG)	8/5/09	1,494,000	16.496	24,645.17	24,277.50	(367.67) LT		
	12/22/09	414,000	23.329	9,658.08	6,727.50	(2,930.58) LT		
	9/22/11	971,000	15.859	15,398.99	15,778.75	379.76 ST		
	11/15/11	213,000	17.814	3,794.28	3,461.25	(333.03) ST		
	11/16/11	305,000	17.682	5,393.01	4,956.25	(436.76) ST		
HARTFORD FIN SERS GRP INC (HIG)	11/17/11	298,000	17.263	5,144.31	4,842.50	(301.81) ST		
	Total	4,385,000		74,578.84	74,284.00	(294.84) LT		

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Fiduciary Services Active Assets Account
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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

Holdings

INTERESTED-PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total		3,695,000		64,033.84	60,043.75	(3,298.25) LT (691.84) ST	1,478.00	2.46
<i>Share Price \$16.250, Next Dividend Payable 01/03/12</i>								
HESS CORPORATION (HES)								
	11/5/08	35,000	59.425	2,079.89	1,988.00	(91.89) LT		
	11/6/08	54,000	56.389	3,045.01	3,067.20	22.19 LT		
	11/7/08	8,000	58.391	467.13	454.40	(12.73) LT		
	11/10/08	18,000	61.934	1,114.82	1,022.40	(92.42) LT		
	11/11/08	28,000	57.040	1,597.12	1,590.40	(6.72) LT		
	11/12/08	63,000	52.723	3,321.57	3,578.40	256.83 LT		
	1/8/09	6,000	57.118	342.71	340.80	(1.91) LT		
	1/9/09	6,000	56.067	336.40	340.80	4.40 LT		
	6/15/09	311,000	57.446	17,865.71	17,664.80	(200.91) ST D		
Total		529,000		30,170.36	30,047.20	77.75 LT (200.91) ST	211.60	0.70
<i>Share Price \$56.800, Next Dividend Payable 01/03/12</i>								
INGERSOLL-RAND PLC SHS (IR)								
	6/15/09	883,000	21.998	19,424.23	26,905.01	7,480.78 LT		
	6/22/09	56,000	20.350	1,139.60	1,706.32	566.72 LT		
Total		939,000		20,563.83	28,611.33	8,047.50 LT	600.96	2.10
<i>Share Price \$30.470, Next Dividend Payable 03/12</i>								
JPMORGAN CHASE & CO (JPM)								
	6/15/09	1,162,000	34.069	39,588.41	38,636.50	(951.91) LT	1,162.00	3.00
<i>Share Price: \$33.250, Next Dividend Payable 01/12</i>								
LINCOLN NTL CORP IND (LNC)								
	6/22/10	654,000	27.474	17,968.13	12,700.68	(5,267.45) LT		
	6/23/10	365,000	26.933	9,830.47	7,088.30	(2,742.17) LT		
	6/24/10	360,000	26.604	9,577.33	6,991.20	(2,586.13) LT		
Total		1,379,000		37,375.93	26,780.18	(10,595.75) LT	441.28	1.64
<i>Share Price \$19.420, Next Dividend Payable 02/12</i>								
LOEWS CORPORATION (L)								
	6/15/09	1,422,000	27.473	39,066.46	53,538.30	14,471.84 LT	355.50	0.66
<i>Share Price \$37.650, Next Dividend Payable 03/12</i>								
MERCK & CO INC NEW COM (MRK)								
	7/25/08	655,000	32.789	21,476.47	24,693.50	3,217.03 LT A		
	10/23/09	204,000	32.426	6,614.82	7,690.80	1,075.98 LT		
	10/26/09	92,000	32.056	2,949.14	3,468.40	519.26 LT		

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Share Price: \$37.700; Next Dividend Payable 01/09/12								
METLIFE INCORPORATED (MET)		951,000		31,040.43	35,852.70	4,812.27 LT	1,597.68	4.45
	7/29/02	504,000	27.461	13,840.19	15,714.72	1,874.53 LT A		
	10/7/08	600,000	43.245	25,947.18	18,708.00	(7,239.18) LT A		
	10/9/08	205,000	27.831	5,705.27	6,391.90	686.63 LT		
	10/10/08	400,000	29.144	11,657.76	12,472.00	814.24 LT A		
	12/6/10	143,000	40.831	5,838.83	4,458.74	(1,380.09) LT		
Total		1,852,000		62,989.23	57,745.36	(5,243.87) LT	1,370.48	2.37
Share Price: \$31.180; Next Dividend Payable 12/12								
MICROSOFT CORP (MSFT)		1,471,000	23.098	33,977.16	38,187.16	4,210.00 LT		
	8/15/11	394,000	25.457	10,030.14	10,228.24	198.10 ST		
Total		1,865,000		44,007.30	48,415.40	4,210.00 LT	1,492.00	3.08
Share Price: \$25.960; Next Dividend Payable 03/12								
MOTOROLA SOLUTIONS INC (MSI)		226,000	26.093	5,896.99	10,461.54	4,564.55 LT		
	12/1/09	316,000	33.279	10,516.18	14,627.64	4,111.46 LT		
	12/2/09	83,000	33.580	2,787.18	3,842.07	1,054.89 LT		
	1/29/10	148,000	25.038	3,705.69	6,850.92	3,145.23 LT		
	2/1/10	47,000	24.602	1,156.29	2,175.63	1,019.34 LT		
	8/12/11	96,000	40.022	3,842.10	4,443.84	601.74 ST		
Total		916,000		27,904.43	42,401.64	13,895.47 LT	806.08	1.90
Share Price: \$46.290; Next Dividend Payable 01/17/12								
NOBLE ENERGY INC (NBL)		387,000	64.986	25,149.50	36,528.93	11,379.43 LT		
	6/25/09	152,000	57.592	8,753.98	14,347.28	5,593.30 LT		
Total		539,000		33,903.48	50,876.21	16,972.73 LT	474.32	0.93

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Fiduciary Services Active Assets Account
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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
NRG ENERGY INC (NRG) Share Price \$18.120	6/15/09	1,220,000	22.950	27,998.88	22,106.40	(5,892.48) LT	—	—
OCCIDENTAL PETROLEUM CORP DE (OXY)	4/12/10	29,000	86.655	2,512.99	2,717.30	204.31 LT		
	4/14/10	234,000	85.770	20,070.27	21,925.80	1,855.53 LT		
	4/15/10	85,000	85.658	7,280.93	7,964.50	683.57 LT		
Total		348,000		29,864.19	32,607.60	2,743.41 LT	640.32	1.96
Share Price \$93.700, Next Dividend Payable 01/15/12								
PACCAR INC (PCAR)	9/8/11	125,000	36.577	4,572.10	4,683.75	111.65 ST		
	9/9/11	359,000	35.491	12,741.16	13,451.73	710.57 ST		
	9/12/11	113,000	34.994	3,954.30	4,234.11	279.81 ST		
	9/28/11	76,000	35.058	2,664.44	2,847.72	183.28 ST		
	9/29/11	80,000	35.377	2,830.15	2,997.60	167.45 ST		
	9/30/11	108,000	34.538	3,730.08	4,046.76	316.68 ST		
Total		861,000		30,492.23	32,261.67	1,769.44 ST	619.92	1.92
Share Price \$37.470, Next Dividend Payable 01/05/12								
PFIZER INC (PFE)	3/29/10	671,000	17.279	11,594.34	14,520.44	2,926.10 LT		
	4/14/10	1,662,000	17.050	28,337.43	35,965.68	7,628.25 LT		
	4/26/10	891,000	16.888	15,047.30	19,281.24	4,233.94 LT		
	12/22/10	690,000	17.469	12,053.54	14,931.60	2,878.06 LT		
	12/27/10	658,000	17.515	11,525.00	14,239.12	2,714.12 LT		
	12/28/10	299,000	17.662	5,280.79	6,470.36	1,189.57 LT		
	12/29/10	126,000	17.611	2,218.95	2,726.64	507.69 LT		
Total		4,997,000		86,057.35	108,135.08	22,077.73 LT	4,397.36	4.06
Share Price \$21.640, Next Dividend Payable 03/12								
PHILIP MORRIS INTL INC (PM)	6/15/09	414,000	43.188	17,879.83	32,490.72	14,610.89 LT	1,275.12	3.92
Share Price \$78.480, Next Dividend Payable 01/10/12								
PITNEY BOWES INC (PBI)	6/15/09	804,000	21.605	17,370.58	14,906.16	(2,464.42) LT		
	6/22/09	66,000	21.000	1,386.00	1,223.64	(162.36) LT		
	9/3/09	8,000	21.340	170.72	148.32	(22.40) LT		
	9/11/09	24,000	23.091	554.19	444.96	(109.23) LT		
	9/14/09	174,000	23.332	4,059.79	3,225.96	(833.83) LT		

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Morgan Stanley Smith Barney

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Fiduciary Services Active Assets Account
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WAYNE G BASLER CHARIT FOUNDATION
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Holdings

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
RAYTHEON CO (NEW) (RTN)								
Share Price: \$18.540, Next Dividend Payable 03/12		1,076,000		23,541.28	19,949.04	(3,592.24) LT	1,592.48	7.98
Total								
6/15/09		693,000	45.092	31,248.96	33,527.34	2,278.38 LT		
8/16/11		91,000	41.067	3,737.14	4,402.58	665.44 ST		
8/17/11		70,000	41.370	2,895.87	3,386.60	490.73 ST		
8/18/11		57,000	40.105	2,286.01	2,757.66	471.65 ST		
8/19/11		18,000	39.822	716.80	870.84	154.04 ST		
Total		929,000		40,884.78	44,945.02	2,278.38 LT 1,781.86 ST	1,597.88	3.55
SANOFI ADR (SNY)								
Share Price: \$48.380, Next Dividend Payable 02/09/12								
Total		2,422,000		76,873.39	88,499.88	11,626.49 LT	3,204.31	3.62
6/15/09		1,343,000	31.439	42,221.91	49,073.22	6,851.31 LT		
5/4/10		364,000	33.209	12,088.00	13,300.56	1,212.56 LT		
5/5/10		284,000	32.788	9,311.93	10,377.36	1,065.43 LT		
11/29/10		43,000	30.956	1,331.10	1,571.22	240.12 LT		
11/30/10		292,000	30.515	8,910.47	10,669.68	1,759.21 LT		
12/1/10		96,000	31.354	3,009.98	3,507.84	497.86 LT		
Total		2,422,000		76,873.39	88,499.88	11,626.49 LT	3,204.31	3.62
TALISMAN ENERGY INC (TLM)								
Share Price: \$36.540								
Total		1,696,000	14.901	25,272.27	21,624.00	(3,648.27) LT		
6/15/09		1,696,000	14.901	25,272.27	21,624.00	(3,648.27) LT		
6/29/11		565,000	19.811	11,193.27	7,203.75	(3,989.52) ST		
6/30/11		188,000	20.341	3,824.03	2,397.00	(1,427.03) ST		
7/29/11		720,000	18.486	13,309.56	9,180.00	(4,129.56) ST		
10/20/11		292,000	13.389	3,909.59	3,723.00	(186.59) ST		
10/21/11		334,000	13.863	4,630.38	4,258.50	(371.88) ST		
11/9/11		764,000	13.449	10,275.27	9,741.00	(534.27) ST		
11/10/11		152,000	13.564	2,061.74	1,938.00	(123.74) ST		
Total		4,711,000		74,476.11	60,065.25	(14,410.86) ST	1,271.97	2.11
Share Price: \$12.750, Next Dividend Payable 06/12								

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CLIENT STATEMENTS

Fiduciary Services Active Assets Account
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**WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER**

INTERESTED PARTY COPY.

STOCKS

COMMON STOCKS (CONTINUED)

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MorganStanley SmithBarney

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Fiduciary Services Active Assets Account
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Holdings

INTERESTED PARTY COPY

STOCKS	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TB	92.7%	\$1,858,720.58	\$2,009,651.46	\$186,785.26 LT \$(35,854.38) ST	\$39,202.37 \$0.00	1.95%
TOTAL MARKET VALUE	100.0%	\$1,858,720.58	\$2,167,323.07	\$186,785.26 LT \$(35,854.38) ST	\$39,281.37 \$0.00	1.81%

TOTAL VALUE (includes accrued interest)

\$2,167,323.07

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney Account. Another financial institution has provided Morgan Stanley Smith Barney the transaction detail for this position.

D - Periodic payments on this security consist of interest and option premium. The cost basis for this tax lot is reduced by the option premium received. The interest portion is reported on Form 1099-INT.

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WAYNE G BASLER CHARIT FOUNDATION
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Holdings

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This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Disclosures section at the end of this statement. Fixed income securities are sorted by maturity or pre-refunding date, and alphabetically within date.

Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.

Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosure section.

New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Disclosures section of this statement for additional information.

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis. However, Global Currency Deposits may include both settled and unsettled positions. Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions. In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis. However, Global Currency Deposits may include both settled and unsettled positions. Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions. In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MORGAN STANLEY BANK N.A. #	\$47,021.02	\$24.00	—	0.050

Percentage of Assets %	Market Value	Estimated Annual Income	Annual Income	Accrued Interest
3.2%	\$47,021.02	\$24.00	\$24.00	\$0.00

CASH, DEPOSITS AND MONEY MARKET FUNDS

Bank deposits are at Morgan Stanley Bank, N.A. and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley Smith Barney.

Cash holdings shown exclude cash holdings in custody at another firm for which you receive a separate statement.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ALLIANZ SE ADS (AZSEY)	5/21/10	1,174,000	\$10.158	\$11,925.96	\$11,117.78	\$(808.18) LT		
	8/9/11	969,000	11.052	10,709.19	9,176.43	(1,532.76) ST		
Total		2,143,000		22,635.15	20,294.21	(808.18) LT (1,532.76) ST	1,035.07	5.10
Share Price \$9.470								
ALSTOM ADR (ALSMY)	8/18/11	4,565,000	4.399	20,080.52	13,466.75	(6,613.77) ST		
	10/3/11	990,000	3.182	3,150.28	2,920.50	(229.78) ST		

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MorganStanley SmithBarney

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WAYNE G BASLER CHARIT FOUNDATION
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Holdings

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Share Price: \$2.950								
ALUMINA LTD (AWC)	5/18/10	2,262,000	5.658	12,798.40	10,427.82	(2,370.58) LT		
	9/26/11	1,074,000	5.310	5,703.26	4,951.14	(752.12) ST		
Total		3,336,000		18,501.66	15,378.96	(2,370.58) LT (752.12) ST	930.74	6.05
Share Price: \$4.610								
ANGLOGOLD ASHANTI LIMITED (AU)	6/16/09	202,000	36.439	7,360.64	8,574.90	1,214.26 LT		
	7/10/09	248,000	34.143	8,467.34	10,527.60	2,060.26 LT		
	1/21/10	186,000	39.002	7,254.37	7,895.70	641.33 LT		
	2/8/11	181,000	45.614	8,256.12	7,683.45	(572.67) ST		
Total		817,000		31,338.47	34,681.65	3,915.85 LT (572.67) ST	279.41	0.80
Share Price: \$42.450								
ASTRAZENECA PLC ADS (AZN)	1/14/10	173,000	49.211	8,513.59	8,008.17	(505.42) LT		
	4/22/10	250,000	45.121	11,280.20	11,572.50	292.30 LT		
	2/8/11	412,000	48.399	19,940.22	19,071.48	(868.74) ST		
Total		835,000		39,734.01	38,652.15	(213.12) LT (868.74) ST	2,254.50	5.83
Share Price: \$46.290, Next Dividend Payable 03/12								
AXIS CAPITAL HOLDINGS LTD (AXS)	10/21/09	335,000	30.357	11,687.48	12,304.60	617.12 LT		
	1/28/10	358,000	28.604	10,240.30	11,441.68	1,201.38 LT		
Total		743,000		21,927.78	23,746.28	1,818.50 LT	713.28	3.00
Share Price: \$31.960, Next Dividend Payable 01/17/12								
BARRICK GOLD CORP (ABX)	6/16/09	395,000	33.328	13,164.72	17,873.75	4,709.03 LT		
	8/18/09	142,000	33.473	4,753.19	6,425.50	1,672.31 LT		
	12/17/09	235,000	38.482	9,043.27	10,633.75	1,590.48 LT		
	1/20/11	233,000	46.928	10,934.29	10,543.25	(391.04) ST		
	9/27/11	42,000	48.496	2,036.84	1,900.50	(136.34) ST		
	12/15/11	91,000	44.665	4,064.54	4,117.75	53.21 ST		
Total		1,138,000		43,996.85	51,494.50	7,971.82 LT (474.17) ST	682.80	1.32

Share Price: \$45.250, Next Dividend Payable 03/12

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

Holdings

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CAMECO CORP (CCJ)	2/10/10	364,000	26.933	9,803.62	6,570.20	(3,233.42) LT		
	4/6/10	472,000	27.098	12,790.30	8,519.60	(4,270.70) LT		
	5/25/10	344,000	23.537	8,096.69	6,209.20	(1,887.49) LT		
	3/15/11	422,000	32.270	13,617.94	7,617.10	(6,000.84) ST		
	6/2/11	55,000	28.318	1,557.47	992.75	(564.72) ST		
	6/27/11	122,000	24.768	3,021.74	2,202.10	(819.64) ST		
	8/8/11	447,000	22.602	10,103.05	8,068.35	(2,034.70) ST		
	8/26/11	223,000	22.200	4,950.56	4,025.15	(925.41) ST		
Total		2,449,000		63,941.37	44,204.45	(19,736.92) LT	960.01	2.17
Share Price: \$18.050, Next Dividend Payable 01/13/12								
CARREFOUR SA SPONSORED ADR (CRFF)	10/5/09	73,000	8.739	637.91	327.04	(310.87) LT		
	10/22/09	1,031,000	9.147	9,430.45	4,618.88	(4,811.57) LT		
	10/28/09	1,141,000	8.793	10,032.36	5,111.68	(4,920.68) LT		
	12/2/10	1,162,000	8.664	10,067.10	5,205.76	(4,861.34) LT		
	10/4/11	2,769,000	4.476	12,392.94	12,405.12	12.18 ST		
	12/19/11	2,682,000	4.273	11,459.65	12,015.36	555.71 ST		
Total		8,858,000		54,020.41	39,683.84	(14,336.57) LT	2,019.62	5.08
Share Price: \$4.480								
CENTRAIS ELEC BRAS SP ADR CM (EBR)	6/16/09	1,911,000	13.110	25,053.21	18,555.81	(6,497.40) LT		
Share Price: \$9.710								
DAI NIPPON PRGT LTD JAPAN (DNPLY)	6/16/09	4,019,000	12.420	49,915.98	38,019.74	(11,896.24) LT	1,318.23	3.46
Share Price: \$9.460								
DAIICHI SANKYO CO LTD SPON ADR (DSNKY)	3/29/11	232,000	19.304	4,478.50	4,537.92	59.42 ST		
	4/25/11	589,000	19.062	11,227.64	11,520.84	293.20 ST		
Total		821,000		15,706.14	16,058.76	352.62 ST	522.98	3.25
Share Price: \$19.560								
EAST JAPAN RY CO ADR (EJPRY)	2/24/11	982,000	11.569	11,360.66	10,261.90	(1,098.76) ST		
	2/28/11	994,000	11.507	11,438.36	10,387.30	(1,051.06) ST		
Total		1,976,000		22,799.02	20,649.20	(2,149.82) ST	377.42	1.82
Share Price: \$10.450								

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WAYNE G BASLER CHARIT FOUNDATION
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ELECTRICITE DE FRANCE ADR (ECIFY)	3/25/10	1,901,000	10.327	19,632.20	9,143.81	(10,488.39) LT		
	11/10/10	1,852,000	8.846	16,382.61	8,908.12	(7,474.49) LT		
	4/7/11	380,000	7.868	2,989.88	1,827.80	(1,162.08) ST		
	12/16/11	619,000	4.659	2,883.61	2,977.39	93.78 ST		
Total		4,752,000		41,888.30	22,857.12	(17,962.88) LT (1,068.30) ST	1,116.72	4.88
<i>Share Price: \$4.810; Next Dividend Payable 01/06/12</i>								
FINMECCANICA SPA ROMA (FINMY)	5/17/10	1,261,000	5.639	7,110.40	2,244.58	(4,865.82) LT		
	10/1/10	3,534,000	5.925	20,938.95	6,290.52	(14,648.43) LT		
	8/3/11	5,357,000	3.549	19,010.39	9,535.46	(9,474.93) ST		
Total		10,152,000		47,059.74	18,070.56	(19,514.25) LT (9,474.93) ST	1,949.18	10.78
<i>Share Price: \$1.780</i>								
FUJIFILM HLDGS CORP ADR (FUJIY)	11/25/09	1,211,000	27.641	33,473.37	28,167.86	(5,305.51) LT	360.88	1.28
<i>Share Price: \$23.260</i>								
GAZPROM O A O SPON ADR (OGZPY)	10/15/10	448,000	10.722	4,803.25	4,785.08	(18.17) LT		
	8/11/11	1,305,000	10.765	14,048.85	13,938.70	(110.15) ST		
	9/30/11	1,031,000	9.690	9,990.29	11,012.10	1,021.81 ST		
Total		2,784,000		28,842.39	29,735.90	(18.17) LT 911.66 ST	573.50	1.92
<i>Share Price: \$10.681</i>								
GLAXOSMITHKLINE PLC ADS (GSK)	1/14/10	1,350,000	41.910	5,657.78	6,160.05	502.27 LT		
	4/22/10	304,000	38.837	11,806.33	13,871.52	2,065.19 LT		
	2/8/11	416,000	38.854	16,163.25	18,982.08	2,818.82 ST		
Total		855,000		33,627.37	39,013.65	2,567.46 LT 2,818.82 ST	1,886.13	4.83
<i>Share Price: \$45.630; Next Dividend Payable 01/05/12</i>								
GOLD FIELDS LTD. SP. ADR (GFI)	6/16/09	1,312,000	11.536	15,135.23	20,008.00	4,872.77 LT		
	2/4/10	493,000	11.124	5,484.23	7,518.25	2,034.02 LT		

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WAYNE G BASLER CHARIT FOUNDATION
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Share Price \$15.250								
HACHIJUNI BANK LTD ADR (HACBY)	6/16/09	215,000	56.690	12,188.35	12,212.00	23.65 LT		
	10/5/09	54,000	53.346	2,880.68	3,067.20	186.52 LT		
Total		269,000		15,069.03	15,279.20	210.17 LT	225.42	1.47
Share Price \$56.800								
HOME RETAIL GROUP ADR (HMRTY)	1/6/11	891,000	12.719	11,332.45	4,597.56	(6,734.89) ST		
	6/9/11	898,000	11.868	10,657.37	4,633.68	(6,023.69) ST		
	9/6/11	680,000	7.577	5,152.63	3,508.80	(1,643.83) ST		
	12/20/11	470,000	5.100	2,396.77	2,425.20	28.43 ST		
Total		2,939,000		29,539.22	15,165.24	(14,373.98) ST	2,656.86	17.51
Share Price \$5.160								
KINROSS GOLD CORP NEW (KGC)	10/30/09	616,000	18.264	11,250.51	7,022.40	(4,228.11) LT		
	2/4/10	334,000	16.512	5,515.14	3,807.60	(1,707.54) LT		
	8/18/10	342,000	15.466	5,289.41	3,898.80	(1,390.61) LT		
	1/21/11	517,000	17.125	8,853.88	5,893.80	(2,960.08) ST		
	2/24/11	347,000	15.633	5,424.76	3,955.80	(1,468.96) ST		
	9/27/11	165,000	15.375	2,536.81	1,881.00	(655.81) ST		
	10/14/11	386,000	14.284	5,513.62	4,400.40	(1,113.22) ST		
	11/23/11	59,000	13.012	767.69	672.60	(95.09) ST		
Total		2,766,000		45,151.82	31,532.40	(13,619.42) ST	331.92	1.05
Share Price \$11.400, Next Dividend Payable 03/12								
KOREA ELECTRIC POWER CORP ADS (KEP)	8/14/09	2,094,000	12.949	27,115.83	22,992.12	(4,123.71) LT		
	11/23/10	303,000	12.313	3,730.93	3,326.94	(403.99) LT		
Total		2,397,000		30,846.76	26,319.06	(4,527.70) LT	--	--
Share Price \$10.980								
MARINE HARVEST ASA ADR (MNHVY)	8/24/11	895,000	11.057	9,896.19	7,616.45	(2,279.74) ST		
	9/8/11	896,000	11.138	9,979.47	7,624.96	(2,354.51) ST		
Total		1,791,000		19,875.66	15,241.41	(4,634.25) ST	3,734.24	24.50
Share Price, \$8.510								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
MS&AD INS GROUP HLDGS ADR (MSADY)	6/16/09	836 000	13 500	11,286.00	7,599.24	(3,686.76) LT		
	8/27/09	216,000	13,781	2,976.61	1,963.44	(1,013.17) LT		
	2/24/10	241,000	12 331	2,971.82	2,190.69	(781.13) LT		
	8/4/10	375,000	11 375	4,265.48	3,408.75	(856.73) LT		
	8/10/10	825 000	11 427	9,427 11	7,499.25	(1,927.86) LT		
	4/6/11	1,637 000	10 817	17,708.08	14,880.33	(2,827.75) ST		
Total		4,130 000		48,635 10	37,541.70	(8,265.65) LT (2,827.75) ST	1,065.54	2.83
<i>Share Price: \$9.090</i>								
NEWCREST MINING LTD SPONS ADR (NCMGY)	7/31/09	494 000	24.882	12,291.81	14,973.14	2,681.33 LT		
	5/28/10	277,000	27 368	7,580.91	8,395.87	814.96 LT		
	2/8/11	104 000	38 196	3,972.40	3,152.24	(820.16) ST		
	12/16/11	315 000	31.174	9,819.81	9,547.65	(272.16) ST		
Total		1,190,000		33,664.93	36,068.90	3,496.29 LT (1,092.32) ST	330.82	0.91
<i>Share Price: \$30.310</i>								
NEXEN INC (NXY)	6/16/09	72 000	22.858	1,645.77	1,145.52	(500.25) LT		
	10/28/09	599 000	21.955	13,151.28	9,530.09	(3,621.19) LT		
	5/18/10	528 000	21.463	11,332.52	8,400.48	(2,932.04) LT		
	10/7/10	313 000	20.732	6,489.02	4,979.83	(1,509.19) LT		
	8/10/11	220 000	19.265	4,238.32	3,500.20	(738.12) ST		
	9/27/11	457 000	17 267	7,890.84	7,270.87	(619.97) ST		
	12/12/11	165,000	14 627	2,413.44	2,625.15	211.71 ST		
Total		2,354 000		47,161.19	37,452.14	(8,562.67) LT (1,146.38) ST	475.51	1.26
<i>Share Price: \$15.910, Next Dividend Payable 01/01/12</i>								
NINTENDO CO LTD ADR NEW (NTDOY)	6/16/09	302 000	32.950	9,950.90	5,115.88	(4,835.02) LT		
	8/27/09	87,000	32.483	2,826.06	1,473.78	(1,352.28) LT		
	10/4/10	271 000	31 724	8,597 10	4,590 74	(4,006.36) LT		
	5/24/11	173 000	28.028	4,848.81	2,930.62	(1,918.19) ST		
	8/1/11	443 000	19.811	8,776.45	7,504.42	(1,272.03) ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<i>Share Price: \$16.940</i>								
NIPPON TELEGRAPH & TELEPHONE ADS (NTT)	6/16/09	1,761,000	19.669	34,637.64	44,606.13	9,968.49 LT		
	12/14/10	405,000	22.626	9,163.57	10,258.65	1,095.08 LT		
Total		2,166,000		43,801.21	54,864.78	11,063.57 LT	1,641.83	2.99
<i>Share Price: \$25.330</i>								
NOKIA CP ADR (NOK)	12/26/08	235,000	15.305	3,596.65	1,132.70	(2,463.95) LT		
	2/23/09	1,350,000	10.196	13,764.87	6,507.00	(7,257.87) LT		
	4/8/09	108,000	13.215	1,427.19	520.56	(906.63) LT		
	7/20/09	257,000	13.109	3,368.91	1,238.74	(2,130.17) LT		
	11/18/09	909,000	13.951	12,681.00	4,381.38	(8,299.62) LT		
	4/30/10	435,000	12.190	5,302.69	2,096.70	(3,205.99) LT		
	5/24/10	286,000	10.075	2,881.48	1,378.52	(1,502.96) LT		
	2/11/11	1,194,000	9.416	11,243.06	5,755.08	(5,487.98) ST		
	3/16/11	522,000	8.065	4,209.77	2,516.04	(1,693.73) ST		
	5/31/11	1,123,000	7.032	7,896.82	5,412.86	(2,483.96) ST		
Total		6,419,000		66,372.44	30,939.58	(25,767.19) LT	2,638.21	8.52
<i>Share Price: \$4.820</i>								
PANASONIC CORP - SPON ADR (PC)	10/20/09	1,371,000	14.424	19,775.03	11,502.69	(8,272.34) LT		
	9/27/10	941,000	13.770	12,957.29	7,894.99	(5,062.30) LT		
	3/17/11	478,000	11.842	5,660.52	4,010.42	(1,650.10) ST		
Total		2,790,000		38,392.84	23,408.10	(13,334.64) LT	318.06	1.35
<i>Share Price: \$8.390</i>								
POLYUS GOLD INTL LTD SPON GDR (PLZLY)	7/26/11	2,553,000	3.470	8,858.91	7,531.35	(1,327.56) ST		
	8/3/11	2,021,000	3.610	7,295.81	5,961.95	(1,333.86) ST		
	9/15/11	538,000	3.490	1,877.57	1,587.10	(290.47) ST		
	9/19/11	421,000	3.480	1,465.08	1,241.95	(223.13) ST		

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Holdings

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<i>Share Price: \$2.950</i>								
PT TELEKOMUNIKASI INDONESIA (TLK)	2/17/11	129 000	33.435	4,313.06	3,955.46	(347.60) ST		
	2/24/11	346 000	33.497	11,590.07	10,636.04	(954.03) ST		
Total		475,000		15,903.13	14,601.50	(1,301.63) ST	604.20	4.13
<i>Share Price: \$30.740</i>								
ROHM CO LTD UNSPONS ADR (ROHCY)	6/16/09	485 000	32.680	15,849.80	11,174.40	(4,675.40) LT		
	10/26/10	501 000	31.611	15,837.11	11,543.04	(4,294.07) LT		
	12/16/11	12 000	22.043	264.52	276.48	11.96 ST		
Total		998,000		31,951.43	22,993.92	(8,959.47) LT	510.98	2.22
<i>Share Price: \$23.040</i>								
SANOFI ADR (SNY)	6/16/09	1,202 000	31.927	38,375.65	43,921.08	5,545.43 LT		
	7/1/09	110 000	30.140	3,315.42	4,019.40	703.98 LT		
Total		1,312,000		41,691.07	47,940.48	6,249.41 LT	1,735.78	3.62
<i>Share Price: \$36.540</i>								
SEKISUI HOUSE LTD ADR (SKHSY)	6/16/09	1,612 000	9.840	15,862.08	14,040.52	(1,821.56) LT		
	6/22/11	1,082 000	8.977	9,533.89	9,250.02	(283.87) ST		
Total		2,674,000		25,395.97	23,290.54	(1,821.56) LT	478.65	2.05
<i>Share Price: \$8.710</i>								
SEVEN & I HLDGS CO LTD ADR (SVNDY)	6/16/09	431 000	47.500	20,472.50	23,812.75	3,340.25 LT		
	8/20/09	96 000	46.846	4,497.22	5,304.00	806.78 LT		
Total		527 000		24,969.72	29,116.75	4,147.03 LT	694.06	2.38
<i>Share Price: \$55.250</i>								
SHISEIDO LTD SPON ADR (SSDOY)	6/16/09	813 000	16.590	13,487.67	14,739.69	1,252.02 LT		
	5/27/11	450 000	17.023	7,660.26	8,158.50	498.24 ST		
	5/31/11	413 000	16.967	7,007.49	7,487.69	480.20 ST		
Total		1,676 000		28,155.42	30,385.88	1,252.02 LT	901.69	2.96
<i>Share Price: \$18.130</i>								
SIEMENS AKTIENGESSELLSCHAFT (SI)	6/16/09	162 000	71.290	11,548.98	15,488.82	3,939.84 LT		
	9/27/11	63 000	94.713	5,966.94	6,023.43	56.49 ST		

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COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<i>Share Price \$95.610</i>								
SK TELECOM CO LTD (SKM)	6/16/09	2,455,000	15.819	38,835.40	33,412.55	(5,422.85) LT		
	8/19/09	190,000	15.703	2,983.51	2,585.90	(397.61) LT		
	2/24/11	528,000	17.539	9,260.49	7,186.08	(2,074.41) ST		
Total		3,173,000		51,079.40	43,184.53	(5,820.46) LT	2,309.94	5.34
						(2,074.41) ST		
<i>Share Price \$13.610</i>								
SOCIETE GENERALE SP ADR (SCGLY)	6/16/09	689,000	10.990	7,572.11	3,004.04	(4,568.07) LT		
	5/17/10	944,000	8.838	8,343.26	4,115.84	(4,227.42) LT		
Total		1,633,000		15,915.37	7,119.88	(8,795.49) LT	711.99	10.00
<i>Share Price \$4.360</i>								
SUMITOMO MITSUI TR HLDGS INC (SUTNY)	4/1/11	7,692,000	3.500	26,922.00	21,845.28	(5,076.72) ST	315.37	1.44
<i>Share Price \$2.840</i>								
SWISSCOM AG ADR (SCMWY)	5/6/10	829,000	33.497	27,768.85	31,435.68	3,666.83 LT	1,815.51	5.77
<i>Share Price \$37.920</i>								
TALISMAN ENERGY INC (TLM)	10/25/11	1,150,000	13.610	15,651.85	14,662.50	(989.35) ST	310.50	2.11
<i>Share Price \$12.750, Next Dividend Payable 06/12</i>								
TELECOM ITALIA SPA(NEWSVGS SH (TIA)	6/16/09	4,127,000	8.854	36,538.39	36,730.30	191.91 LT	6,318.44	17.20
<i>Share Price \$8.900</i>								
TNT EXPRESS NV (TNTEY)	7/21/11	2,171,000	10.100	21,927.85	15,978.56	(5,949.29) ST		
	8/25/11	1,142,000	8.945	10,214.69	8,405.12	(1,809.57) ST		
	9/30/11	434,000	7.191	3,121.07	3,194.24	73.17 ST		
Total		3,747,000		35,263.61	27,577.92	(7,685.69) ST	138.64	0.50
<i>Share Price \$7.360</i>								
TOYOTA MOTOR CP ADR NEW (TM)	9/8/10	114,000	69.042	7,870.79	7,538.82	(331.97) LT		
	9/13/10	68,000	70.829	4,816.35	4,496.84	(319.51) LT		
	9/23/10	4,000	71.110	284.44	264.52	(19.92) LT		
	10/21/10	156,000	71.580	11,166.48	10,316.28	(850.20) LT		
Total		342,000		24,138.06	22,616.46	(1,521.60) LT	398.09	1.76
<i>Share Price \$66.130</i>								

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MorganStanley SmithBarney

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Fiduciary Services Active Assets Account
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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

Holdings

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
TRANSOCEAN LTD (RIG)	12/7/11	206,000	45.403	9,352.94	7,908.34	(1,444.60) ST		
	12/8/11	150,000	43.837	6,575.49	5,758.50	(816.99) ST		
Total		356,000		15,928.43	13,666.84	(2,261.59) ST	1,124.96	8.23
Share Price: \$38.390; Next Dividend Payable 03/12								
UBS AG NEW (UBS)	6/16/09	1,353,000	13.208	17,870.56	16,005.99	(1,864.57) LT		
	1/22/10	159,000	14.289	2,271.94	1,880.97	(390.97) LT		
	6/28/11	118,000	17.629	2,080.28	1,395.94	(684.34) ST		
	8/3/11	227,000	15.730	3,570.69	2,685.41	(885.28) ST		
Total		1,857,000		25,793.47	21,968.31	(2,255.54) LT (1,569.62) ST	—	—
Share Price: \$11.830								
VODAFONE GP PLC ADS NEW (VOD)	6/16/09	1,399,000	18.739	26,215.16	39,213.97	12,998.81 LT	2,018.76	5.14
Share Price: \$28.030; Next Dividend Payable 02/03/12								
WACOAL CP ADR (WACLY)	6/16/09	358,000	62.037	22,209.14	23,499.12	1,289.98 LT	406.33	1.72
Share Price: \$65.640								
WOLTERS KLUWER NV SPON ADR (WTKWY)	6/16/09	1,451,000	16.422	23,828.47	24,841.12	1,012.65 LT		
	8/5/11	294,000	18.337	5,391.14	5,033.28	(357.86) ST		
Total		1,745,000		29,219.61	29,874.40	1,012.65 LT (357.86) ST	1,415.20	4.73

Share Price: \$17.120

STOCKS	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
	96.8%	\$1,649,544.37	\$1,428,164.95	\$(123,345.36) LT \$(98,034.08) ST	\$54,555.74 \$0.00	3.82%
TOTAL MARKET VALUE	100.0%	\$1,649,544.37	\$1,475,185.97	\$(123,345.36) LT \$(98,034.08) ST	\$54,579.74 \$0.00	3.70%

TOTAL VALUE (includes accrued interest)

\$1,475,185.97



MorganStanley
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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Disclosures section at the end of this statement. Fixed income securities are sorted by maturity or pre-refunding date, and alphabetically within date.

Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.

Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosure section.

New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Disclosures section of this statement for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis. However, Global Currency Deposits may include both settled and unsettled positions. Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions. In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MORGAN STANLEY BANK N.A. #	\$59,210.16	\$30.00	--	0.050

	Percentage of Assets %	Market Value	Estimated Annual Income	Estimated Annual Percentage Yield %
CASH, DEPOSITS AND MONEY MARKET FUNDS		\$59,210.16	\$30.00	0.050
NET UNSETTLED PURCHASES/SALES		\$(9,902.57)	\$0.00	

2.6%

CASH, DEPOSITS AND MONEY MARKET FUNDS
(PROJECTED SETTLED BALANCE)

Bank deposits are at Morgan Stanley Bank, N.A. and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley Smith Barney.

Cash holdings shown exclude cash holdings in custody at another firm for which you receive a separate statement.

The "Projected Settled Balance" includes accrued interest on deposits and reflects the impact of unsettled purchases/sales.

Morgan Stanley Smith Barney

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WAYNE G BASLER CHARIT FOUNDATION
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STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ALLERGAN INC (AGN)	9/21/11	167,000	\$82.620	\$13,797.57	\$14,652.58	\$855.01 ST		
	9/27/11	156,000	84.728	13,217.61	13,587.44	469.83 ST		
	9/29/11	99,000	85.000	8,415.03	8,686.26	271.23 ST		
Total		422,000		35,430.21	37,026.28	1,596.07 ST	84.40	0.22
Share Price \$87.740, Next Dividend Payable 03/12								
AMAZON COM INC (AMZN)	6/24/11	3,000	192.754	578.26	519.30	(58.96) ST		
	8/10/11	48,000	197.323	9,471.48	8,308.80	(1,162.68) ST		
	8/30/11	48,000	205.929	9,884.60	8,308.80	(1,575.80) ST		
	9/15/11	28,000	222.501	6,230.04	4,846.80	(1,383.24) ST		
Total		127,000		26,164.38	21,983.70	(4,180.68) ST	—	—
Share Price \$173.100								
AMERICAN EXPRESS CO (AXP)	5/24/11	402,000	50.871	20,450.34	18,962.34	(1,488.00) ST		
	6/16/11	225,000	47.787	10,752.05	10,613.25	(138.80) ST		
	6/22/11	189,000	49.979	9,445.96	8,915.13	(530.83) ST		
Total		816,000		40,648.35	38,490.72	(2,157.63) ST	587.52	1.52
Share Price \$47.170, Next Dividend Payable 02/12								
AMERICAN TOWER CP CLASS A (AMT)	6/15/09	408,000	29.943	12,216.62	24,484.08	12,267.46 LT		
	9/12/11	104,000	51.800	5,387.25	6,241.04	853.79 ST		
Total		512,000		17,603.87	30,725.12	12,267.46 LT	—	—
						853.79 ST		
Share Price \$60.010								
APPLE INC (AAPL)	6/15/09	193,000	136.228	26,292.06	78,165.00	51,872.94 LT		
Share Price \$405.000								
BAIDU INC ADS (BIDU)	8/30/11	14,000	145.371	2,035.20	1,630.58	(404.62) ST		
	9/15/11	46,000	146.508	6,739.37	5,357.62	(1,381.75) ST		
	9/15/11	17,000	146.508	2,490.63	1,979.99	(510.64) ST		

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WAYNE G BASLER CHARIT FOUNDATION
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Share Price: \$116.470								
BOEING CO (BA)		77,000		11,265.20	8,968.19	(2,297.01) ST		
	3/5/10	65,000	67.186	4,367.08	4,767.75	400.67 LT		
	3/10/10	155,000	69.648	10,795.41	11,369.25	573.84 LT		
	4/29/11	79,000	79.106	6,249.35	5,794.55	(454.70) ST		
	12/28/11	133,000	74.455	9,902.57	9,755.55	(147.02) ST		
Total		432,000		31,314.41	31,687.20	974.51 LT (601.72) ST	760.32	2.39
Share Price: \$73.350; Next Dividend Payable 03/12								
CAPITAL ONE FINANCIAL CORP (COF)		80,000	23.628	1,890.20	3,383.20	1,493.00 LT		
	6/15/09	206,000	43.814	9,025.60	8,711.74	(313.86) LT		
	4/26/11	198,000	53.989	10,689.80	8,373.42	(2,316.38) ST		
	9/15/11	192,000	42.853	8,227.78	8,119.68	(108.10) ST		
	10/12/11	187,000	43.126	8,064.51	7,908.23	(156.28) ST		
	11/9/11	252,000	44.357	11,177.84	10,657.08	(520.76) ST		
Total		1,115,000		49,075.73	47,153.35	1,179.14 LT (3,101.52) ST	223.00	0.47
Share Price: \$42.290; Next Dividend Payable 03/12								
CISCO SYS INC (CSCO)		38,000	16.576	629.89	687.04	57.15 ST		
	10/6/11	523,000	17.062	8,923.27	9,455.84	532.57 ST		
	11/11/11	451,000	18.959	8,550.37	8,154.08	(396.29) ST		
Total		1,012,000		18,103.53	18,296.96	193.43 ST	242.88	1.32
Share Price: \$18.080; Next Dividend Payable 01/12								
CITIGROUP INC NEW (C)		64,000	48.849	3,126.36	1,683.84	(1,442.52) ST		
	1/3/11	196,000	49.845	9,769.55	5,156.76	(4,612.79) ST		
	1/6/11	274,000	46.195	12,657.37	7,208.94	(5,448.43) ST		
	3/9/11	456,000	28.948	13,200.11	11,997.36	(1,202.75) ST		
	10/18/11	323,000	30.623	9,891.26	8,498.13	(1,393.13) ST		
	10/19/11	276,000	32.324	8,921.51	7,261.56	(1,659.95) ST		
Total		1,589,000		57,566.16	41,806.59	(15,759.57) ST	63.56	0.15
Share Price: \$26.310; Next Dividend Payable 02/12								

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BUSINESS ACCOUNTS

TRUST ACCOUNTS

EDUCATION ACCOUNTS

RETIREMENT ACCOUNTS

PERSONAL ACCOUNTS

MorganStanley SmithBarney

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Fiduciary Services Active Assets Account
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WAYNE G BASLER CHARIT FOUNDATION
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Holdings

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
COACH INC (COH)	9/30/11	164 000	52.650	8,634.57	10,010.56	1,375.99 ST	147.60	1.47
Share Price: \$61.040, Next Dividend Payable 01/03/12								
CVS CAREMARK CORP (CVS)	6/2/11	535 000	38.435	20,562.73	21,817.30	1,254.57 ST		
	8/24/11	273 000	34.307	9,365.92	11,132.94	1,767.02 ST		
	9/6/11	270 000	35.602	9,612.41	11,010.60	1,398.19 ST		
	9/15/11	227 000	36.496	8,284.50	9,257.06	972.56 ST		
Total		1,305,000		47,825.56	53,217.90	5,392.34 ST	848.25	1.59
Share Price: \$40.780, Next Dividend Payable 02/1/12								
DU PONT EI DE NEMOURS & CO (DD)	4/26/10	191 000	40.910	7,813.85	8,743.98	930.13 LT		
	9/17/10	228 000	44.024	10,037.54	10,437.84	400.30 LT		
Total		419 000		17,851.39	19,181.82	1,330.43 LT	687.16	3.58
Share Price: \$45.780, Next Dividend Payable 03/1/12								
EMC CORP MASS (EMC)	4/20/11	75 000	27.818	2,086.31	1,615.50	(470.81) ST		
	4/21/11	350 000	28.430	9,950.33	7,539.00	(2,411.33) ST		
	5/13/11	401 000	27.779	11,139.54	8,637.54	(2,502.00) ST		
	10/18/11	393 000	23.708	9,317.32	8,465.22	(852.10) ST		
	10/24/11	338 000	24.365	8,235.40	7,280.52	(954.88) ST		
Total		1,557 000		40,728.90	33,537.78	(7,191.12) ST	—	—
Share Price: \$21.540								
ENSCO PLC SPON ADR (ESV)	9/27/11	200,000	45.639	9,127.82	9,384.00	256.18 ST		
	10/11/11	227,000	43.463	9,866.15	10,550.84	784.69 ST		
Total		427,000		18,993.97	20,034.84	1,040.87 ST	597.80	2.98
Share Price: \$46.920								
EXPRESS SCRIPTS INC COMMON (ESRX)	7/9/10	98 000	46.713	4,577.82	4,379.62	(198.20) LT		
	7/12/10	197 000	47.761	9,408.82	8,803.93	(604.89) LT		
	8/2/11	190 000	52.364	9,949.24	8,491.10	(1,458.14) ST		
Total		485,000		23,935.88	21,674.65	(803.09) LT (1,458.14) ST	—	—
Share Price: \$44.690								
EXXON MOBIL CORP (XOM)	2/23/11	245,000	87.449	21,424.93	20,766.20	(658.73) ST		
	4/5/11	509,000	84.925	43,227.03	43,142.84	(84.19) ST		

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Fiduciary Services Active Assets Account
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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<i>Share Price \$84.760, Next Dividend Payable 03/12</i>								
GENERAL ELECTRIC CO (GE)	12/14/11	1,129,000	16.688	18,840.19	20,220.39	1,380.20 ST		
	12/15/11	524,000	16.850	8,829.56	9,384.84	555.28 ST		
	12/16/11	526,000	16.990	8,936.69	9,420.66	483.97 ST		
	12/21/11	1,056,000	17.470	18,448.43	18,912.96	464.53 ST		
Total		3,235,000		55,054.87	57,938.85	2,883.98 ST	2,199.80	3.79
<i>Share Price \$17.910, Next Dividend Payable 01/25/12</i>								
GENERAL MTRS CO (GM)	10/21/11	401,000	24.245	9,722.16	8,128.27	(1,593.89) ST		
	10/24/11	367,000	25.122	9,219.74	7,439.09	(1,780.65) ST		
Total		768,000		18,941.90	15,567.36	(3,374.54) ST	—	—
<i>Share Price \$20.270</i>								
GILEAD SCIENCE (GILD)	12/5/11	239,000	39.900	9,536.03	9,782.27	246.24 ST		
<i>Share Price \$40.930</i>								
GOOGLE INC-CL A (GOOG)	6/15/09	5,000	419.552	2,097.76	3,229.50	1,131.74 LT		
	6/3/10	17,000	507.254	8,623.31	10,980.30	2,356.99 LT		
	7/13/10	20,000	483.966	9,679.31	12,918.00	3,238.69 LT		
	7/23/10	17,000	489.286	8,317.86	10,980.30	2,662.44 LT		
	9/20/10	18,000	506.540	9,117.72	11,626.20	2,508.48 LT		
	8/10/11	19,000	556.483	10,573.18	12,272.10	1,698.92 ST		
	8/11/11	17,000	566.462	9,629.86	10,980.30	1,350.44 ST		
	8/30/11	17,000	535.722	9,107.28	10,980.30	1,873.02 ST		
	9/15/11	17,000	543.910	9,246.47	10,980.30	1,733.83 ST		
	9/20/11	15,000	554.957	8,324.35	9,688.50	1,364.15 ST		
Total		162,000		84,717.10	104,635.80	11,898.34 LT	—	—
<i>Share Price \$645.900</i>								
HALLIBURTON CO (HAL)	4/21/11	109,000	50.129	5,464.02	3,761.59	(1,702.43) ST		
	8/15/11	274,000	47.831	13,105.80	9,455.74	(3,650.06) ST		
	8/30/11	199,000	42.347	8,426.99	6,867.49	(1,559.50) ST		
Total		582,000		26,996.81	20,084.82	(6,911.99) ST	209.52	1.04
<i>Share Price \$34.510, Next Dividend Payable 03/12</i>								

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Fiduciary Services Active Assets Account
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
HOME DEPOT INC (HD)								
	10/18/11	532,000	35.200	18,726.29	22,365.28	3,638.99 ST		
	10/21/11	241,000	36.719	8,849.23	10,131.64	1,282.41 ST		
	11/23/11	196,000	36.596	7,172.74	8,239.84	1,067.10 ST		
Total		969,000		34,748.26	40,736.76	5,988.50 ST	1,124.04	2.75
<i>Share Price: \$42.040, Next Dividend Payable 03/12</i>								
INTEL CORP (INTC)								
	9/27/11	348,000	22.899	7,968.75	8,439.00	470.25 ST		
	10/5/11	405,000	21.860	8,853.34	9,821.25	967.91 ST		
Total		753,000		16,822.09	18,260.25	1,438.16 ST	632.52	3.46
<i>Share Price: \$24.250, Next Dividend Payable 03/12</i>								
INTL BUSINESS MACHINES CORP (IBM)								
	5/15/09	171,000	102.453	17,519.51	31,443.48	13,923.97 LT		
	6/23/10	154,000	130.667	20,122.67	28,317.52	8,194.85 LT		
	9/15/11	18,000	168.337	3,030.07	3,309.84	279.77 ST		
Total		343,000		40,672.25	63,070.84	22,118.82 LT	1,029.00	1.63
<i>Share Price: \$183.880, Next Dividend Payable 03/12</i>								
JOHNSON & JOHNSON (JNJ)								
	5/3/11	120,000	66.231	7,947.74	7,869.60	(78.14) ST		
	5/12/11	146,000	66.865	9,762.33	9,574.68	(187.65) ST		
	6/29/11	169,000	66.400	11,221.67	11,083.02	(138.65) ST		
Total		435,000		28,931.74	28,527.30	(404.44) ST	991.80	3.47
<i>Share Price: \$65.560, Next Dividend Payable 03/12</i>								
JPMORGAN CHASE & CO (JPM)								
	4/14/10	106,000	47.280	5,011.72	3,524.50	(1,487.22) LT		
	4/15/10	35,000	47.621	1,666.72	1,163.75	(502.97) LT		
	4/15/10	690,000	47.916	33,061.76	22,942.50	(10,119.26) LT		
	8/15/11	201,000	36.888	7,414.45	6,683.25	(731.20) ST		
	8/29/11	229,000	37.251	8,530.43	7,614.25	(916.18) ST		
	10/19/11	302,000	33.226	10,034.10	10,041.50	7.40 ST		
Total		1,563,000		65,719.18	51,969.75	(12,109.45) LT	1,563.00	3.00
<i>Share Price: \$33.250, Next Dividend Payable 01/12</i>								
KRAFT FOODS INC CL A (KFT)								
	9/6/11	530,000	33.917	17,975.75	19,800.80	1,825.05 ST		
	12/21/11	227,000	37.313	8,470.01	8,480.72	10.71 ST		
Total		757,000		26,445.76	28,281.52	1,835.76 ST	878.12	3.10
<i>Share Price: \$37.360, Next Dividend Payable 01/13/12</i>								

CONTINUED

Fiduciary Services Active Assets Account
685-045769-107

WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

Holdings

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
MASTERCARD INC CL A (MA)	9/16/11	53,000	344.938	18,281.69	19,759.46	1,477.77 ST		
	9/20/11	27,000	359.445	9,705.02	10,066.14	361.12 ST		
	9/23/11	25,000	335.453	8,386.32	9,320.50	934.18 ST		
Total		105,000		36,373.03	39,146.10	2,773.07 ST	63.00	0.16
Share Price \$372.820; Next Dividend Payable 02/12								
MC DONALDS CORP (MCD)	8/13/10	23,000	72.209	1,660.81	2,307.59	646.78 LT		
	9/15/10	122,000	74.186	9,050.74	12,240.26	3,189.52 LT		
	12/7/10	139,000	80.544	11,195.66	13,945.87	2,750.21 LT		
	8/10/11	103,000	84.493	8,702.80	10,333.99	1,631.19 ST		
Total		387,000		30,610.01	38,827.71	6,586.51 LT	1,083.60	2.79
Share Price \$100.330; Next Dividend Payable 03/12								
MERCK & CO INC NEW COM (MRK)	12/20/11	495,000	36.695	18,164.07	18,661.50	497.43 ST	831.60	4.45
Share Price: \$37.700, Next Dividend Payable 01/09/12								
METLIFE INCORPORATED (MET)	8/3/10	160,000	42.621	6,819.31	4,988.80	(1,830.51) LT		
	9/1/10	472,000	39.264	18,532.51	14,716.96	(3,815.55) LT		
	1/6/11	215,000	46.508	9,999.18	6,703.70	(3,295.48) ST		
	3/2/11	229,000	43.916	10,056.81	7,140.22	(2,916.59) ST		
	6/29/11	343,000	43.357	14,871.42	10,694.74	(4,176.68) ST		
Total		1,419,000		60,279.23	44,244.42	(5,646.06) LT	1,050.06	2.37
Share Price: \$31.180, Next Dividend Payable 12/12								
MICROSOFT CORP (MSFT)	7/8/11	795,000	26.868	21,359.90	20,638.20	(721.70) ST		
	7/19/11	748,000	27.535	20,596.18	19,418.08	(1,178.10) ST		
	8/4/11	372,000	26.534	9,870.83	9,657.12	(213.71) ST		
	8/31/11	377,000	26.580	10,020.66	9,786.92	(233.74) ST		
Total		2,292,000		61,847.57	59,500.32	(2,347.25) ST	1,833.60	3.08
Share Price \$25.960, Next Dividend Payable 03/12								
MONSANTO CO/NEW (MON)	11/14/11	127,000	74.405	9,449.47	8,898.89	(550.58) ST		
	11/30/11	130,000	72.563	9,433.24	9,109.10	(324.14) ST		
Total		257,000		18,882.71	18,007.99	(874.72) ST	308.40	1.71
Share Price: \$70.070, Next Dividend Payable 01/12								

CONTINUED

BUSINESS ACCOUNTS

TRUST ACCOUNTS

EDUCATION ACCOUNTS

RETIREMENT ACCOUNTS

PERSONAL ACCOUNTS

Fiduciary Services Active Assets Account
685-045769-107

WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

Holdings

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Share Price: \$17.840; Next Dividend Payable 04/12								
NEWS CORP LTD CL A DEL (NWSA)	7/21/11	1,307,000	16.411	21,448.78	23,316.88	1,868.10 ST		
	8/15/11	1,148,000	16.455	18,889.77	20,480.32	1,590.55 ST		
	8/24/11	569,000	16.569	9,427.48	10,150.96	723.48 ST		
Total		3,024,000		49,766.03	53,948.16	4,182.13 ST	574.56	1.06
Share Price: \$96.370; Next Dividend Payable 01/03/12								
NIKE INC B (NKE)	11/10/11	100,000	93.276	9,327.63	9,637.00	309.37 ST		
	11/23/11	96,000	91.053	8,741.05	9,251.52	510.47 ST		
	12/14/11	96,000	94.792	9,100.02	9,251.52	151.50 ST		
Total		292,000		27,168.70	28,140.04	971.34 ST	420.48	1.49
Share Price: \$25.650; Next Dividend Payable 02/12								
ORACLE CORP (ORCL)	11/16/09	216,000	22.807	4,926.25	5,540.40	614.15 LT		
	11/25/09	452,000	22.596	10,213.57	11,593.80	1,380.23 LT		
	2/10/10	372,000	23.131	8,604.62	9,541.80	937.18 LT		
	7/23/10	346,000	24.553	8,495.30	8,874.90	379.60 LT		
Total		1,386,000		32,239.74	35,550.90	3,311.16 LT	332.64	0.93
Share Price: \$21.640; Next Dividend Payable 03/12								
PFIZER INC (PFE)	3/15/11	1,033,000	19.713	20,363.94	22,354.12	1,990.18 ST		
	5/3/11	502,000	20.098	10,089.25	10,863.28	774.03 ST		
Total		1,535,000		30,453.19	33,217.40	2,764.21 ST	1,350.80	4.06
Share Price: \$78.480; Next Dividend Payable 01/10/12								
PHILIP MORRIS INTL INC (PM)	8/23/11	253,000	70.230	17,768.24	19,855.44	2,087.20 ST		
	10/21/11	152,000	69.833	10,614.60	11,928.96	1,314.36 ST		
Total		405,000		28,382.84	31,784.40	3,401.56 ST	1,247.40	3.92
Share Price: \$57.670; Next Dividend Payable 02/12								
PNC FINL SVCS GP (PNC)	10/19/11	364,000	51.774	18,845.81	20,991.88	2,146.07 ST		
Total		364,000		18,845.81	20,991.88	2,146.07 ST	509.60	2.42
Share Price: \$164.790; Next Dividend Payable 01/03/12								
PRECISION CASTPARTS CORP (PCP)	11/18/09	24,000	104.449	2,506.78	3,954.96	1,448.18 LT		
	12/4/09	101,000	110.195	11,129.67	16,643.79	5,514.12 LT		
	12/21/09	99,000	113.497	11,236.24	16,314.21	5,077.97 LT		
Total		224,000		24,872.69	36,912.96	12,040.27 LT	26.88	0.07

CONTINUED

Fiduciary Services Active Assets Account
685-045769-107

WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

INTERESTED PARTY COPY

Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
PROCTER & GAMBLE (PG)	5/13/11	149,000	66.697	9,937.87	9,939.79	1.92 ST	312.90	3.14
Share Price: \$66.710; Next Dividend Payable 02/12								
QUALCOMM INC (QCOM)	1/6/11	180,000	52.717	9,489.01	9,846.00	356.99 ST		
	1/27/11	204,000	54.441	11,105.88	11,158.80	52.92 ST		
	4/14/11	189,000	52.447	9,912.43	10,338.30	425.87 ST		
	11/14/11	171,000	57.205	9,782.02	9,353.70	(428.32) ST		
	11/17/11	164,000	55.676	9,130.91	8,970.80	(160.11) ST		
Total		908,000		49,420.25	49,667.60	247.35 ST	780.88	1.57
Share Price: \$54.700; Next Dividend Payable 03/12								
SCHLUMBERGER LTD (SLB)	4/30/10	161,000	71.809	11,561.30	10,997.91	(563.39) LT		
	6/10/10	198,000	58.403	11,563.85	13,525.38	1,961.53 LT		
	6/21/10	140,000	60.335	8,446.91	9,563.40	1,116.49 LT		
	6/3/11	115,000	85.047	9,780.36	7,855.65	(1,924.71) ST		
	8/4/11	177,000	82.497	14,602.04	12,090.87	(2,511.17) ST		
Total		791,000		55,954.46	54,033.21	2,514.63 LT	791.00	1.46
Share Price: \$68.310; Next Dividend Payable 01/06/12								
THE DIRECTV GROUP CL A (DTV)	11/25/09	129,000	31.976	4,124.90	5,516.04	1,391.14 LT		
	12/4/09	289,000	32.418	9,368.69	12,357.64	2,988.95 LT		
	12/14/09	251,000	33.476	8,402.53	10,732.76	2,330.23 LT		
	9/17/10	214,000	41.733	8,930.82	9,150.64	219.82 LT		
	9/27/11	215,000	44.293	9,523.06	9,193.40	(329.66) ST		
Total		1,098,000		40,350.00	46,950.48	6,930.14 LT	-	-
Share Price: \$42.760								
UNION PACIFIC CORP (UNP)	6/15/09	236,000	52.390	12,364.04	25,001.84	12,637.80 LT		
	8/4/09	194,000	59.865	11,613.77	20,552.36	8,938.59 LT		
Total		430,000		23,977.81	45,554.20	21,576.39 LT	1,032.00	2.26
Share Price: \$105.940; Next Dividend Payable 01/02/12								
UNITED PARCEL SERVICE INC CL-B (UPS)	10/5/10	140,000	68.212	9,549.65	10,246.60	696.95 LT		
	10/14/10	141,000	68.878	9,711.77	10,319.79	608.02 LT		

CONTINUED

Fiduciary Services Active Assets Account
685-045769-107

WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

Holdings

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Share Price: \$73.190; Next Dividend Payable 02/12								
UNITED TECHNOLOGIES CORP (UTX)	6/15/09	292,000	54.703	15,973.22	21,342.28	5,369.06 LT		
	10/14/10	127,000	73.766	9,368.23	9,282.43	(85.80) LT		
	8/12/11	143,000	72.179	10,321.58	10,451.87	130.29 ST		
Total		562,000		35,663.03	41,076.58	5,283.26 LT 130.29 ST	1,079.04	2.62
Share Price: \$73.090; Next Dividend Payable 03/12								
UNITEDHEALTH GP INC (UNH)	6/2/11	202,000	49.128	9,923.85	10,237.36	313.51 ST		
	6/20/11	193,000	51.195	9,880.62	9,781.24	(99.38) ST		
Total		395,000		19,804.47	20,018.60	214.13 ST	256.75	1.28
Share Price: \$50.680; Next Dividend Payable 03/12								
VIACOM INC NEW CLASS B (VIAB)	5/5/11	258,000	50.370	12,995.46	11,715.78	(1,279.68) ST		
	7/8/11	189,000	52.170	9,860.04	8,582.49	(1,277.55) ST		
Total		447,000		22,855.50	20,298.27	(2,557.23) ST	447.00	2.20
Share Price: \$45.410; Next Dividend Payable 01/02/12								
WALT DISNEY CO HLDG CO (DIS)	3/9/10	311,000	33.276	10,348.84	11,662.50	1,313.66 LT		
	3/1/11	263,000	43.324	11,394.11	9,862.50	(1,531.61) ST		
Total		574,000		21,742.95	21,525.00	1,313.66 LT (1,531.61) ST	344.40	1.60
Share Price: \$37.500; Next Dividend Payable 01/18/12								
WELLPOINT INC (WLP)	3/16/11	137,000	67.008	9,180.04	9,076.25	(103.79) ST		
	4/14/11	152,000	69.234	10,523.55	10,070.00	(453.55) ST		
	4/26/11	132,000	73.265	9,670.94	8,745.00	(925.94) ST		
Total		421,000		29,374.53	27,891.25	(1,483.28) ST	421.00	1.50
Share Price: \$66.250; Next Dividend Payable 03/12								
				Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
				\$1,710,900.03	\$1,831,180.37	\$143,944.03 LT \$(23,663.69) ST	\$29,969.88	1.64%
				97.4%	TB			

STOCKS

WAYNE G BASLER CHARIT
FOUNDATION
ATTENTION WAYNE G BASLER
P O BOX 2049
KINGSPORT TN 37662-2049

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TIER: Reserved Prestige

ACCT 685-045613-107 Fiduciary Services
Sweep Fund BDPS

Realized Gain/Loss for Year 2011

Short Term Gain/Loss									
SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	TOTAL COST (\$)	ADJUSTED COST (\$)	PROCEEDS (\$)	G/L AMOUNT (\$)	HOLDING PERIOD	
Blackboard Inc	Position:1	G/L Amount: \$755.40							
		132.000	10/11/2010	10/05/2011	5,184.60	5,184.60	5,940.00	755.40	short
Capella Education Company	Position:1	G/L Amount: -\$1,547.84							
		44.000	06/16/2010	03/23/2011	3,812.22	3,812.22	2,264.38	-1547.84	short
Gulfport Energy Corp New	Position:1	G/L Amount: \$4,836.33							
		294.000	10/05/2010	04/19/2011	4,163.98	4,163.98	9,000.31	4,836.33	short
Private Bancorp Inc Del	Position:1	G/L Amount: -\$3,030.97							
		420.000	05/04/2011	10/18/2011	6,754.78	6,754.78	3,723.81	-3030.97	short
Sourcefire Inc	Position:1	G/L Amount: \$1,525.72							
		374.000	05/26/2010	01/06/2011	7,738.85	7,738.85	9,264.57	1,525.72	short
Short Term Total					\$27,654.43	\$27,654.43	\$30,193.07	\$2,538.64	
Long Term Gain/Loss									
SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	TOTAL COST (\$)	ADJUSTED COST (\$)	PROCEEDS (\$)	G/L AMOUNT (\$)	HOLDING PERIOD	
Ameron International Corp	Position:1	G/L Amount: \$6,386.56							
		216.000	06/16/2009	10/06/2011	11,973.44	11,973.44	18,360.00	6,386.56	long
Ansys Inc	Position:2	G/L Amount: \$13,179.95							
		242.000	06/16/2009	06/02/2011	7,631.47	7,631.47	13,508.23	5,876.76	long
		331.000	06/16/2009	03/23/2011	10,438.09	10,438.09	17,741.28	7,303.19	long
Sub Total		573.000			\$18,069.56	\$18,069.56	\$31,249.51	\$13,179.95	
Blackboard Inc	Position:2	G/L Amount: \$5,656.10							
		216.000	06/16/2009	10/05/2011	6,280.20	6,280.20	9,720.00	3,439.80	long
		111.000	06/16/2009	04/19/2011	3,227.33	3,227.33	5,443.63	2,216.30	long
Sub Total		327.000			\$9,507.53	\$9,507.53	\$15,163.63	\$5,656.10	
Capella Education Company	Position:1	G/L Amount: -\$599.14							
		188.000	06/16/2009	03/23/2011	10,274.20	10,274.20	9,675.06	-599.14	long
Cognex Corp	Position:1	G/L Amount: \$6,427.74							
		319.000	06/16/2009	02/10/2011	4,470.27	4,470.27	10,898.01	6,427.74	long
Drill-Quip Inc	Position:1	G/L Amount: \$3,014.25							
		112.000	06/16/2009	10/24/2011	4,340.54	4,340.54	7,354.79	3,014.25	long
Duff & Phelps Corp New Cl A	Position:2	G/L Amount: -\$3,918.10							
		245.000	09/21/2009	07/06/2011	4,686.26	4,686.26	3,168.82	-1517.44	long
		393.000	09/18/2009	07/06/2011	7,483.70	7,483.70	5,083.04	-2400.66	long
Sub Total		638.000			\$12,169.96	\$12,169.96	\$8,251.86	-\$3,918.10	
Epicor Software Corp	Position:1	G/L Amount: \$7,923.22							
		1,082.000	06/16/2009	05/04/2011	5,576.20	5,576.20	13,499.42	7,923.22	long
Harmonic Inc	Position:1	G/L Amount: \$281.95							
		124.000	06/16/2009	03/23/2011	784.26	784.26	1,066.21	281.95	long
Hithe Microwave Corp	Position:1	G/L Amount: \$2,162.46							
		137.000	06/16/2009	09/26/2011	4,746.73	4,746.73	6,909.19	2,162.46	long
Hms Holdings Corp	Position:1	G/L Amount: \$8,452.78							
		216.000	06/16/2009	04/29/2011	8,504.27	8,504.27	16,957.05	8,452.78	long
Il VI Inc	Position:1	G/L Amount: \$4,077.77							
		154.000	06/16/2009	06/09/2011	3,556.25	3,556.25	7,634.02	4,077.77	long
Lululemon Athletica Inc	Position:4	G/L Amount: \$39,860.95							

	91 000	07/16/2009	05/12/2011	1,307.89	1,307.89	8,901.49	7,593.60	long
	182.000	07/16/2009	06/21/2011	2,615.78	2,615.78	18,505.73	15,889.95	long
	110 000	07/16/2009	02/10/2011	1,580.97	1,580.97	8,988.77	7,407.80	long
	140 000	07/16/2009	03/23/2011	2,012.14	2,012.14	10,981.74	8,969.60	long
Sub Total	523 000			\$7,516.78	\$7,516.78	\$47,377.73	\$39,860.95	
Matthews Intl Cp Cl A	Position:1	G/L Amount: \$300.37						
	421 000	06/16/2009	12/22/2011	12,880.16	12,880.16	13,180.53	300.37	long
Meridian Bioscience Inc	Position:1	G/L Amount: \$596.36						
	432 000	06/16/2009	07/22/2011	8,988.62	8,988.62	9,584.98	596.36	long
Private Bancorp Inc Del	Position:1	G/L Amount: -\$9,085.21						
	700 000	06/16/2009	10/18/2011	15,291.57	15,291.57	6,206.36	-9085.21	long
Pros Hldg Inc	Position:1	G/L Amount: \$81.76						
	28 000	10/23/2009	02/10/2011	266.63	266.63	348.39	81.76	long
Rutchie Brothers Auctioneers	Position:1	G/L Amount: \$1,179.99						
	215 000	06/16/2009	05/13/2011	4,804.09	4,804.09	5,984.08	1,179.99	long
Riverbed Tech Inc	Position:2	G/L Amount: \$16,393.02						
	433.000	06/16/2009	04/05/2011	4,933.52	4,933.52	15,055.21	10,121.69	long
	245 000	06/16/2009	03/23/2011	2,791.48	2,791.48	9,062.81	6,271.33	long
Sub Total	678.000			\$7,725.00	\$7,725.00	\$24,118.02	\$16,393.02	
Tractor Supply Co	Position 2	G/L Amount \$10,309.53						
	78.000	06/16/2009	12/22/2011	1,486.23	1,486.23	5,561.56	4,075.33	long
	176.000	06/16/2009	03/23/2011	3,353.54	3,353.54	9,587.74	6,234.20	long
Sub Total	254.000			\$4,839.77	\$4,839.77	\$15,149.30	\$10,309.53	
Tupperware Brands Corp	Position 1	G/L Amount: \$3,037.37						
	92.000	06/16/2009	03/23/2011	2,290.43	2,290.43	5,327.80	3,037.37	long
United Therapeutics Corp	Position:1	G/L Amount: \$2,100.34						
	88.000	06/16/2009	03/23/2011	3,625.38	3,625.38	5,725.72	2,100.34	long
Universal Forest Products Inc	Position:1	G/L Amount: \$1,732.91						
	240 000	06/16/2009	02/10/2011	7,332.33	7,332.33	9,065.24	1,732.91	long
Waddell&Reed Fincl Inc Cl A	Position 3	G/L Amount: \$5,565.51						
	211 000	09/16/2009	04/19/2011	5,785.88	5,785.88	8,236.10	2,450.22	long
	278 000	09/16/2009	03/23/2011	7,623.10	7,623.10	10,688.67	3,065.57	long
	4 000	06/16/2009	03/23/2011	104.07	104.07	153.79	49.72	long
Sub Total	493.000			\$13,513.05	\$13,513.05	\$19,078.56	\$5,565.51	
Long Term Total				\$183,047.02	\$183,047.02	\$308,165.46	\$125,118.44	
Grand Total				\$210,701.45	\$210,701.45	\$338,358.53	\$127,657.08	

Disclaimer

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Sweep Fund BDPS

Realized Gain/Loss for Year 2011**Short Term Gain/Loss**

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	TOTAL COST (\$)	ADJUSTED COST (\$)	PROCEEDS (\$)	G/L AMOUNT (\$)	HOLDING PERIOD
Amgen Inc Position: 2 G/L Amount: \$1,043.25								
	17.000	03/22/2011	12/21/2011	913.75	913.75	1,053.00	139.25	short
	99.000	03/22/2011	12/21/2011	5,228.18	5,228.18	6,132.18	904.00	short
Sub Total	116.000			\$6,141.93	\$6,141.93	\$7,185.18	\$1,043.25	
Amgen Inc Dutch Position: 2 G/L Amount: \$1,551.44								
	125.000	03/22/2011	12/14/2011	6,585.26	6,585.26	7,500.00	914.74	short
	88.000	03/18/2011	12/14/2011	4,643.30	4,643.30	5,280.00	636.70	short
Sub Total	213.000			\$11,228.56	\$11,228.56	\$12,780.00	\$1,551.44	
Motorola Mobility Hldgs Inc Position: 5 G/L Amount: \$16,307.18								
	410.000	03/14/2011	08/15/2011	10,141.10	10,141.10	15,704.17	5,563.07	short
	268.000	03/15/2011	08/15/2011	6,397.86	6,397.86	10,265.18	3,867.32	short
	217.000	03/11/2011	08/15/2011	5,280.24	5,280.24	8,311.72	3,031.48	short
	129.000	03/08/2011	08/15/2011	3,456.01	3,456.01	4,941.07	1,485.06	short
	204.000	03/09/2011	08/15/2011	5,453.53	5,453.53	7,813.78	2,360.25	short
Sub Total	1,228.000			\$30,728.74	\$30,728.74	\$47,035.92	\$16,307.18	
Short Term Total				\$48,099.23	\$48,099.23	\$67,001.10	\$18,901.87	

Long Term Gain/Loss

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	TOTAL COST (\$)	ADJUSTED COST (\$)	PROCEEDS (\$)	G/L AMOUNT (\$)	HOLDING PERIOD
Amgen Inc Position: 5 G/L Amount: \$6,358.85								
	285.000	06/15/2009	10/13/2011	14,041.81	14,041.81	16,261.89	2,220.08	long
	248.000	06/15/2009	11/07/2011	12,218.84	12,218.84	14,453.31	2,234.47	long
	177.000	06/15/2009	10/12/2011	8,720.70	8,720.70	10,100.59	1,379.89	long
	13.000	10/30/2008	03/02/2011	782.21	782.21	670.47	-111.74	long
	276.000	06/15/2009	03/02/2011	13,598.38	13,598.38	14,234.53	636.15	long
Sub Total	999.000			\$49,361.94	\$49,361.94	\$55,720.79	\$6,358.85	
Amgen Inc Dutch Position: 3 G/L Amount: \$4,236.37								
	286.000	05/25/2010	12/14/2011	14,941.29	14,941.29	17,160.00	2,218.71	long
	196.000	06/15/2009	12/14/2011	9,648.33	9,648.33	11,760.00	2,111.67	long
	141.000	09/23/2009	12/14/2011	8,554.01	8,554.01	8,460.00	-94.01	long
Sub Total	623.000			\$33,143.63	\$33,143.63	\$37,380.00	\$4,236.37	
Aon Corp Position: 2 G/L Amount: \$1,591.81								
	79.000	06/15/2009	06/14/2011	2,882.88	2,882.88	4,035.97	1,153.09	long
	30.000	06/15/2009	06/09/2011	1,094.76	1,094.76	1,533.48	438.72	long
Sub Total	109.000			\$3,977.64	\$3,977.64	\$5,569.45	\$1,591.81	
Barrick Gold Corp Position: 1 G/L Amount: \$784.83								
	43.000	06/15/2009	04/29/2011	1,409.88	1,409.88	2,194.71	784.83	long
Citigroup Inc New Position: 1 G/L Amount: \$10.38								
	0.800	12/17/2009	05/06/2011	25.59	25.59	35.97	10.38	long
Kimberly Clark Corp Position: 5 G/L Amount: \$7,652.92								
	82.000	06/15/2009	02/07/2011	4,217.99	4,217.99	5,325.39	1,107.40	long
	85.000	06/15/2009	02/08/2011	4,372.31	4,372.31	5,525.94	1,153.63	long
	137.000	06/15/2009	02/04/2011	7,047.13	7,047.13	8,883.12	1,835.99	long
	200.000	06/15/2009	01/21/2011	10,287.78	10,287.78	12,823.31	2,535.53	long
	68.000	06/15/2009	02/03/2011	3,497.85	3,497.85	4,418.22	920.37	long
Sub Total	572.000			\$29,423.06	\$29,423.06	\$36,975.98	\$7,652.92	
Kroger Co Position: 10 G/L Amount: \$4,745.52								

	156 000	09/24/2009	06/21/2011	3,205 49	3,205 49	3,827 60	622 11	long
	59 000	09/24/2009	02/28/2011	1,212 33	1,212.33	1,349 78	137 45	long
	205 000	09/25/2009	06/21/2011	4,218 70	4,218.70	5,029.86	811 16	long
	347 000	09/28/2009	06/22/2011	7,135 95	7,135 95	8,530 52	1,394 57	long
	94 000	09/25/2009	06/22/2011	1,934 43	1,934 43	2,310 86	376 43	long
	65 000	09/23/2009	02/23/2011	1,336 56	1,336 56	1,501 52	164 96	long
	197 000	09/23/2009	02/22/2011	4,050 79	4,050 79	4,578 43	527 64	long
	73 000	09/24/2009	02/23/2011	1,500.00	1,500.00	1,688.33	186.33	long
	111 000	09/24/2009	02/25/2011	2,280 83	2,280 83	2,546 40	265 57	long
	98 000	09/24/2009	02/24/2011	2,013 70	2,013 70	2,273 00	259 30	long
Sub Total	1,405.000			\$28,888.78	\$28,888.78	\$33,634.30	\$4,745.52	
 Lockheed Martin Corp	Position:16	G/L Amount: -\$3,209.77						
	25 000	08/04/2009	08/17/2011	1,885 06	1,885 06	1,780 44	-104 52	long
	43 000	09/01/2009	08/17/2011	3,246 82	3,246 82	3,062 35	-184 47	long
	35.000	06/15/2009	08/16/2011	2,873.64	2,873 64	2,480 53	-393 11	long
	122 000	08/04/2009	08/16/2011	9,199 09	9,199 09	8,646 42	-552 67	long
	20 000	09/02/2009	08/19/2011	1,501.50	1,501.50	1,392 90	-108 60	long
	4 000	09/02/2009	08/22/2011	300 30	300 30	280.04	-20 26	long
	22 000	09/01/2009	08/18/2011	1,661 16	1,661 16	1,519.63	-141 53	long
	23 000	09/02/2009	08/18/2011	1,726 73	1,726 73	1,588 71	-138 02	long
	55 000	06/15/2009	04/26/2011	4,515 72	4,515 72	4,330 62	-185 10	long
	105 000	06/15/2009	06/08/2011	8,620 92	8,620.92	8,102 45	-518 47	long
	40 000	06/15/2009	04/21/2011	3,284 16	3,284 16	3,108 25	-175 91	long
	129 000	06/15/2009	04/25/2011	10,591 42	10,591.42	10,030 18	-561 24	long
	5 000	06/15/2009	07/11/2011	410 52	410 52	399 96	-10.56	long
	25 000	06/15/2009	07/13/2011	2,052 60	2,052 60	2,007 81	-44.79	long
	29 000	06/15/2009	07/07/2011	2,381 02	2,381.02	2,364 15	-16.87	long
	43 000	06/15/2009	07/08/2011	3,530 47	3,530 47	3,476 92	-53 55	long
Sub Total	725.000			\$57,781.13	\$57,781.13	\$64,571.36	-\$3,209.77	
 Loews Corporation	Position 5	G/L Amount \$4,713.54						
	48 000	06/15/2009	04/25/2011	1,318 70	1,318 70	2,072 26	753 56	long
	80 000	06/15/2009	04/26/2011	2,197 83	2,197 83	3,460 43	1,262.60	long
	85 000	06/15/2009	04/21/2011	2,335 20	2,335 20	3,675 38	1,340.18	long
	35 000	06/15/2009	04/05/2011	961 55	961 55	1,527 03	565 48	long
	49 000	06/15/2009	04/06/2011	1,346 17	1,346 17	2,137 89	791 72	long
Sub Total	297.000			\$8,159.45	\$8,159.45	\$12,872.99	\$4,713.54	
 Motorola Mobility Hldgs Inc	Position:10	G/L Amount: \$20,709.58						
	277 000	12/01/2009	08/15/2011	7,711 02	7,711 02	10,609 89	2,898 87	long
	512 000	06/15/2009	08/15/2011	11,207.66	11,207 66	19,611 07	8,403 41	long
	73 000	12/02/2009	08/15/2011	2,043 71	2,043 71	2,796 11	752 40	long
	40 000	02/01/2010	08/15/2011	847 85	847 85	1,532 11	684 26	long
	130 000	01/29/2010	08/15/2011	2,717 20	2,717 20	4,979 37	2,262 17	long
	75 000	06/15/2009	01/06/2011	1,641 75	1,641.75	2,479 45	837 70	long
	0 000	06/15/2009	01/03/2011	0 00	0 00	27 81	27.81	cash in lieu
	286 000	06/15/2009	01/07/2011	6,260 53	6,260 53	9,456 00	3,195 47	long
	116 000	06/15/2009	01/13/2011	2,539 24	2,539 24	3,827 07	1,287 83	long
	33 000	06/15/2009	01/10/2011	722 37	722 37	1,082 03	359 66	long
Sub Total	1,542 000			\$35,691.33	\$35,691.33	\$56,400.91	\$20,709.58	
 Motorola Solutions Inc	Position:12	G/L Amount \$18,877.40						
	33 000	06/15/2009	11/28/2011	861 07	861 07	1,491 35	630 28	long
	55 000	06/15/2009	11/18/2011	1,435 11	1,435 11	2,538 77	1,103 66	long
	29 000	06/15/2009	11/16/2011	756 69	756 69	1,341 02	584 33	long
	161 000	06/15/2009	12/09/2011	4,200 96	4,200 96	7,565 82	3,364 86	long
	58 000	06/15/2009	12/08/2011	1,513 39	1,513 39	2,725 81	1,212 42	long
	34 000	06/15/2009	12/07/2011	887 16	887 16	1,596 40	709 24	long

	130.000	06/15/2009	04/28/2011	3,392.08	3,392.08	5,990.84	2,598.76	long
	139.000	06/15/2009	04/26/2011	3,626.91	3,626.91	6,156.84	2,529.93	long
	0.285	06/15/2009	01/04/2011	7.43	7.43	11.42	3.99	long
	71.000	06/15/2009	10/26/2011	1,852.60	1,852.60	3,255.14	1,402.54	long
	26.000	06/15/2009	10/25/2011	678.42	678.42	1,192.72	514.30	long
	207.000	06/15/2009	10/24/2011	5,401.23	5,401.23	9,624.32	4,223.09	long
Sub Total	943.285			\$24,613.05	\$24,613.05	\$43,490.45	\$18,877.40	
Nrg Energy Inc	Position:1	G/L Amount: \$125.92						
	73.000	06/15/2009	05/25/2011	1,675.34	1,675.34	1,801.26	125.92	long
Occidental Petroleum Corp De	Position:1	G/L Amount: \$2,445.27						
	141.000	04/12/2010	06/30/2011	12,218.33	12,218.33	14,663.60	2,445.27	long
Pfizer Inc	Position:1	G/L Amount: \$2,280.62						
	679.000	03/29/2010	06/08/2011	11,732.58	11,732.58	14,013.20	2,280.62	long
Philip Morris Intl Inc	Position:2	G/L Amount: \$8,428.51						
	171.000	06/15/2009	11/30/2011	7,385.15	7,385.15	12,994.30	5,609.15	long
	148.000	06/15/2009	02/25/2011	6,391.82	6,391.82	9,211.18	2,819.36	long
Sub Total	319.000			\$13,776.97	\$13,776.97	\$22,205.48	\$8,428.51	
Pitney Bowes Inc	Position:9	G/L Amount: \$2,341.50						
	41.000	06/15/2009	07/20/2011	885.81	885.81	917.79	31.98	long
	87.000	06/15/2009	04/29/2011	1,879.65	1,879.65	2,156.55	276.90	long
	111.000	06/15/2009	07/22/2011	2,398.18	2,398.18	2,486.52	88.34	long
	154.000	06/15/2009	07/21/2011	3,327.20	3,327.20	3,458.20	131.00	long
	94.000	06/15/2009	04/28/2011	2,030.89	2,030.89	2,464.44	433.55	long
	101.000	06/15/2009	03/28/2011	2,182.13	2,182.13	2,541.15	359.02	long
	36.000	06/15/2009	03/25/2011	777.79	777.79	902.89	125.10	long
	87.000	06/15/2009	04/27/2011	1,879.65	1,879.65	2,268.11	388.46	long
	141.000	06/15/2009	03/29/2011	3,046.33	3,046.33	3,553.48	507.15	long
Sub Total	852.000			\$18,407.63	\$18,407.63	\$20,749.13	\$2,341.50	
Viacom Inc New Class B	Position:2	G/L Amount: \$6,206.09						
	33.000	06/15/2009	05/27/2011	743.98	743.98	1,651.91	907.93	long
	193.000	06/15/2009	05/26/2011	4,351.13	4,351.13	9,649.29	5,298.16	long
Sub Total	226.000			\$5,095.11	\$5,095.11	\$11,301.20	\$6,206.09	
Long Term Total				\$335,381.44	\$335,381.44	\$423,580.78	\$88,199.34	
Grand Total				\$383,480.67	\$383,480.67	\$490,581.88	\$107,101.21	

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Realized Gain/Loss for Year 2011**Short Term Gain/Loss**

SECURITY ▲	QUANTITY	DATE ACQUIRED	DATE SOLD	TOTAL COST (\$)	ADJUSTED COST (\$)	PROCEEDS (\$)	G/L AMOUNT (\$)	HOLDING PERIOD
Alumina Ltd	Position:1	G/L Amount: \$1,927.14						
		475,000	05/18/2010	01/13/2011	2,687.55	2,687.55	4,614.69	1,927.14 short
Centrais Elec Bras Sp Adr Cm	Position:1	G/L Amount: \$26.31						
		0.000	03/04/2011	03/04/2011	0.00	0.00	26.31	26.31 sale of foreign rights
Dallchi Sankyo Co Ltd Spon Adr	Position:1	G/L Amount: -\$261.31						
		329,000	03/29/2011	12/07/2011	6,350.98	6,350.98	6,089.67	-261.31 short
Gazprom O A O Spon Adr	Position:1	G/L Amount: \$2,381.62						
		260,000	10/15/2010	03/08/2011	5,575.21	5,575.21	7,956.83	2,381.62 short
Kazakhgold Group Ltd Spon Gdr	Position:1	G/L Amount: \$2.99						
		0.000	07/26/2011	07/26/2011	0.00	0.00	2.99	2.99 cash in lieu
Ojsc Polyus Gold Adr	Position:1	G/L Amount: -\$1,517.09						
		298,000	06/16/2011	07/26/2011	10,376.00	10,376.00	8,858.91	-1517.09 short
Pt Telekomunikasi Indonesia	Position:1	G/L Amount: -\$293.12						
		205,000	02/17/2011	12/07/2011	6,854.10	6,854.10	6,560.98	-293.12 short
Statof Asa Adr	Position:3	G/L Amount: \$4,445.29						
		511,000	11/10/2010	10/18/2011	10,929.98	10,929.98	12,742.41	1,812.43 short
		290,000	11/09/2010	10/18/2011	6,173.00	6,173.00	7,231.50	1,058.50 short
		224,000	11/09/2010	04/27/2011	4,768.11	4,768.11	6,342.47	1,574.36 short
Sub Total		1,025,000			\$21,871.09	\$21,871.09	\$26,316.38	\$4,445.29
Sumitomo Mitsui Tr Hldgs Inc	Position:1	G/L Amount: -\$0.09						
		0.870	04/01/2011	04/01/2011	3.05	3.05	2.96	-0.09 short
Sumitomo Tr & Bk Co Spon Adr	Position:2	G/L Amount: -\$26.42						
		378,000	03/17/2011	04/01/2011	2,006.16	2,006.16	1,971.28	-34.88 short
		918,000	09/15/2010	04/01/2011	4,778.92	4,778.92	4,787.38	8.46 short
Sub Total		1,296,000			\$6,785.08	\$6,785.08	\$6,758.66	-\$26.42
Suncor Energy Inc New Com	Position:3	G/L Amount: \$8,152.89						
		222,000	05/20/2010	04/07/2011	6,341.05	6,341.05	9,840.85	3,499.80 short
		132,000	05/20/2010	03/03/2011	3,770.36	3,770.36	6,151.62	2,381.26 short
		190,000	05/20/2010	02/08/2011	5,427.03	5,427.03	7,698.86	2,271.83 short
Sub Total		544,000			\$15,538.44	\$15,538.44	\$23,691.33	\$8,152.89
Takeda Pharmaceutical Co Ltd	Position:1	G/L Amount: \$1,121.99						
		448,000	05/12/2010	05/12/2011	9,653.95	9,653.95	10,775.94	1,121.99 short
Talisman Energy Inc	Position:1	G/L Amount: -\$157.28						
		247,000	10/25/2011	12/07/2011	3,361.74	3,361.74	3,204.46	-157.28 short
Tnt Express Nv	Position:1	G/L Amount: \$4.04						
		0.000	07/21/2011	08/30/2011	0.00	0.00	4.04	4.04 cash in lieu
Short Term Total					\$89,057.19	\$89,057.19	\$104,864.15	\$15,806.96

Long Term Gain/Loss

SECURITY ▲	QUANTITY	DATE ACQUIRED	DATE SOLD	TOTAL COST (\$)	ADJUSTED COST (\$)	PROCEEDS (\$)	G/L AMOUNT (\$)	HOLDING PERIOD
Alcatel-Lucent Ads	Position:3	G/L Amount: \$15,382.82						
		4,892,000	06/16/2009	02/23/2011	12,914.88	12,914.88	22,849.60	9,934.72 long
		1,705,000	06/16/2009	02/15/2011	4,501.20	4,501.20	7,767.83	3,266.63 long
		3,114,000	06/16/2009	02/03/2011	8,220.96	8,220.96	10,402.43	2,181.47 long

Sub Total	9,711.000			\$25,637.04	\$25,637.04	\$41,019.86	\$15,382.82	
Allianz Se Ads	Position:1	G/L Amount: \$269.64						
	572.000	05/21/2010	12/07/2011	5,810.60	5,810.60	6,080.24	269.64	long
Anglogold Ashanti Limited	Position:1	G/L Amount: \$4,487.44						
	438.000	06/16/2009	12/07/2011	15,960.19	15,960.19	20,447.63	4,487.44	long
Astrazeneca Plc Ads	Position:3	G/L Amount: -\$554.90						
	35.000	01/14/2010	12/07/2011	1,722.40	1,722.40	1,602.97	-119.43	long
	181.000	01/11/2010	12/07/2011	8,624.20	8,624.20	8,289.64	-334.56	long
	125.000	01/11/2010	08/23/2011	5,955.94	5,955.94	5,855.03	-100.91	long
Sub Total	341.000			\$16,302.54	\$16,302.54	\$15,747.64	-\$554.90	
Axis Capital Holdings Ltd	Position:1	G/L Amount: \$184.95						
	266.000	10/21/2009	12/07/2011	8,074.99	8,074.99	8,259.94	184.95	long
Barrick Gold Corp	Position:3	G/L Amount: \$11,632.26						
	304.000	06/16/2009	12/07/2011	10,131.83	10,131.83	15,482.85	5,351.02	long
	135.000	06/16/2009	08/22/2011	4,499.33	4,499.33	7,023.44	2,524.11	long
	183.000	06/16/2009	04/07/2011	6,099.10	6,099.10	9,856.23	3,757.13	long
Sub Total	622.000			\$20,730.26	\$20,730.26	\$32,362.52	\$11,632.26	
Cameco Corp	Position:2	G/L Amount: -\$1,888.75						
	32.000	02/10/2010	12/07/2011	861.86	861.86	596.59	-265.27	long
	217.000	06/29/2009	12/07/2011	5,669.13	5,669.13	4,045.65	-1623.48	long
Sub Total	249.000			\$6,530.99	\$6,530.99	\$4,642.24	-\$1,888.75	
Carrefour Sa Sponsored Adr	Position:2	G/L Amount: -\$8,218.66						
	999.000	10/05/2009	12/07/2011	8,729.76	8,729.76	4,904.99	-3824.77	long
	1,059.000	09/25/2009	12/07/2011	9,593.48	9,593.48	5,199.59	-4393.89	long
Sub Total	2,058.000			\$18,323.24	\$18,323.24	\$10,104.58	-\$8,218.66	
Daiwa House Ind Ltd Adr	Position:2	G/L Amount: \$6,554.24						
	167.000	06/16/2009	08/17/2011	16,330.93	16,330.93	19,986.42	3,655.49	long
	90.000	06/16/2009	03/28/2011	8,801.10	8,801.10	11,699.85	2,898.75	long
Sub Total	257.000			\$25,132.03	\$25,132.03	\$31,686.27	\$6,554.24	
Embraer S A Adr	Position:4	G/L Amount: \$5,045.45						
	352.000	11/02/2009	12/07/2011	6,953.48	6,953.48	8,786.24	1,832.76	long
	349.000	05/10/2010	12/07/2011	7,941.46	7,941.46	8,711.36	769.90	long
	47.000	10/30/2009	01/27/2011	1,036.59	1,036.59	1,521.98	485.39	long
	155.000	11/02/2009	01/27/2011	3,061.90	3,061.90	5,019.30	1,957.40	long
Sub Total	903.000			\$18,993.43	\$18,993.43	\$24,038.88	\$5,045.45	
Finmeccanica Spa Roma	Position:2	G/L Amount: -\$4,676.59						
	548.000	05/17/2010	09/19/2011	3,090.01	3,090.01	2,034.79	-1055.22	long
	1,565.000	05/13/2010	09/19/2011	9,432.41	9,432.41	5,811.04	-3621.37	long
Sub Total	2,113.000			\$12,622.42	\$12,622.42	\$7,845.83	-\$4,676.59	
Gazprom O A O Spon Adr	Position:1	G/L Amount: \$488.83						
	1,044.000	10/15/2010	12/07/2011	11,193.30	11,193.30	11,682.13	488.83	long
Glaxosmithkline Plc Ads	Position:4	G/L Amount: \$1,821.35						
	135.000	01/08/2010	12/07/2011	5,551.70	5,551.70	6,089.73	538.03	long
	105.000	01/14/2010	12/07/2011	4,400.50	4,400.50	4,736.46	335.96	long
	183.000	01/08/2010	05/31/2011	7,525.64	7,525.64	7,931.19	405.55	long
	164.000	01/08/2010	11/08/2011	6,744.29	6,744.29	7,286.10	541.81	long
Sub Total	587.000			\$24,222.13	\$24,222.13	\$26,043.48	\$1,821.35	
Gold Fields Ltd Sp. Adr	Position:2	G/L Amount: \$7,093.12						
	672.000	06/16/2009	12/07/2011	7,752.19	7,752.19	11,427.54	3,675.35	long
	1,013.000	06/16/2009	10/04/2011	11,685.97	11,685.97	15,103.74	3,417.77	long
Sub Total	1,685.000			\$19,438.16	\$19,438.16	\$26,531.28	\$7,093.12	
Hachijuri Bank Ltd Adr	Position:1	G/L Amount: -\$43.83						
	81.000	06/16/2009	12/07/2011	4,591.89	4,591.89	4,548.06	-43.83	long

Impala Platinum Hldgs Ltd ADR	Position:1	G/L Amount: \$7,505.35						
	779 000	06/16/2009	01/21/2011	16,810 82	16,810 82	24,316.17	7,505.35	long
Kao Corp Spons ADR	Position:11	G/L Amount: \$6,698.22						
	30.000	05/19/2009	08/10/2011	633.09	633.09	784.51	151.42	long
	10 000	05/18/2009	08/10/2011	207.02	207.02	261.50	54.48	long
	105 000	06/16/2009	08/10/2011	2,280.60	2,280.60	2,745.77	465.17	long
	749.000	06/16/2009	08/23/2011	16,268.28	16,268.28	19,183.84	2,915.56	long
	726 000	06/16/2009	08/12/2011	15,768.72	15,768.72	18,950.19	3,181.47	long
	20 000	10/23/2008	08/10/2011	541.67	541.67	523.01	-18.66	long
	20 000	06/29/2006	08/10/2011	511.49	511.49	523.01	11.52	long
	160 000	12/29/2005	08/10/2011	4,272.00	4,272.00	4,184.05	-87.95	long
	40 000	07/17/2008	08/10/2011	968.66	968.66	1,046.01	77.35	long
	30.000	10/22/2008	08/10/2011	811.15	811.15	784.51	-26.64	long
	20 000	10/21/2008	08/10/2011	548.51	548.51	523.01	-25.50	long
Sub Total	1,910.000			\$42,811.19	\$42,811.19	\$49,509.41	\$6,698.22	
Kinross Gold Corp New	Position:4	G/L Amount: -\$3,763.11						
	699 000	08/18/2009	12/07/2011	12,835.53	12,835.53	9,649.22	-3186.31	long
	4 000	10/30/2009	12/07/2011	73.06	73.06	55.22	-17.84	long
	374 000	07/06/2009	08/30/2011	6,776.81	6,776.81	6,530.58	-246.23	long
	347 000	08/18/2009	08/30/2011	6,371.86	6,371.86	6,059.13	-312.73	long
Sub Total	1,424.000			\$26,057.26	\$26,057.26	\$22,294.15	-\$3,763.11	
Korea Electric Power Corp ADR	Position 1	G/L Amount: -\$331.41						
	224.000	08/14/2009	12/07/2011	2,900.64	2,900.64	2,569.23	-331.41	long
Magna International Inc	Position 1	G/L Amount: \$8,489.07						
	214 000	06/16/2009	01/13/2011	4,113.28	4,113.28	12,602.35	8,489.07	long
Ms&Ad Ins Group Hldgs ADR	Position:4	G/L Amount: -\$4,814.14						
	9 000	10/15/2008	12/07/2011	139.68	139.68	84.15	-55.53	long
	641 000	06/16/2009	12/07/2011	8,653.50	8,653.50	5,993.23	-2660.27	long
	294 000	10/10/2008	12/07/2011	4,476.39	4,476.39	2,748.85	-1727.54	long
	52 000	10/14/2008	12/07/2011	856.99	856.99	486.19	-370.80	long
Sub Total	996.000			\$14,126.56	\$14,126.56	\$9,312.42	-\$4,814.14	
Newcrest Mining Ltd Spons ADR	Position 1	G/L Amount: \$2,795.43						
	301 000	07/31/2009	12/07/2011	7,489.54	7,489.54	10,284.97	2,795.43	long
Nexen Inc	Position 3	G/L Amount: \$380.73						
	276 000	06/16/2009	12/07/2011	6,308.78	6,308.78	4,271.42	-2037.36	long
	361 000	06/16/2009	03/30/2011	8,251.70	8,251.70	9,106.80	855.10	long
	360 000	06/16/2009	03/04/2011	8,228.84	8,228.84	9,771.83	1,542.99	long
Sub Total	997.000			\$22,789.32	\$22,789.32	\$23,150.05	\$360.73	
Nintendo Co Ltd ADR New	Position:1	G/L Amount -\$4,939.80						
	328 000	06/16/2009	12/07/2011	10,807.60	10,807.60	5,867.80	-4939.80	long
Nippon Telegraph&Telephone ADR	Position 2	G/L Amount: \$5,583.48						
	565 000	06/16/2009	12/07/2011	11,113.15	11,113.15	13,985.34	2,872.19	long
	631 000	06/16/2009	10/04/2011	12,411.33	12,411.33	15,122.62	2,711.29	long
Sub Total	1,196.000			\$23,524.48	\$23,524.48	\$29,107.96	\$5,583.48	
Rohm Co Ltd Unspns ADR	Position:1	G/L Amount -\$256.50						
	28 000	06/16/2009	12/07/2011	915.04	915.04	658.54	-256.50	long
Royal Dutch Shell Plc CI B	Position:4	G/L Amount: \$10,870.54						
	503 000	06/16/2009	10/06/2011	26,625.70	26,625.70	31,940.08	5,314.38	long
	103 000	02/02/2010	10/06/2011	5,673.99	5,673.99	6,540.42	866.43	long
	109.000	06/16/2009	04/07/2011	5,769.78	5,769.78	8,065.80	2,296.02	long
	146.000	06/16/2009	08/03/2011	7,728.33	7,728.33	10,122.04	2,393.71	long
Sub Total	861.000			\$45,797.80	\$45,797.80	\$56,668.34	\$10,870.54	
Sanoil ADR	Position:1	G/L Amount \$589.90						

	164 000	06/16/2009	12/07/2011	5,235.95	5,235.95	5,825.85	589.90	long
☒ Sekisui House Ltd ADR	Position:1	G/L Amount: -\$1,087.09						
	929 000	06/16/2009	12/07/2011	9,141.36	9,141.36	8,054.27	-1087.09	long
☒ Seven & I Hldgs Co Ltd ADR	Position:5	G/L Amount: \$3,387.39						
	97,000	06/16/2009	12/07/2011	4,607.50	4,607.50	5,379.51	772.01	long
	95 000	06/16/2009	12/19/2011	4,512.50	4,512.50	5,124.11	611.61	long
	32 000	06/16/2009	09/30/2011	1,520.00	1,520.00	1,824.82	304.82	long
	90 000	06/16/2009	06/22/2011	4,275.00	4,275.00	4,906.66	631.66	long
	110 000	06/16/2009	09/29/2011	5,225.00	5,225.00	6,272.29	1,047.29	long
Sub Total	424,000			\$20,140.00	\$20,140.00	\$23,607.39	\$3,367.39	
☒ Shiseido Ltd Spon ADR	Position:1	G/L Amount: \$1,420.53						
	905 000	06/16/2009	12/07/2011	15,013.95	15,013.95	16,434.48	1,420.53	long
☒ Siemens Aktiengesellschaft	Position:4	G/L Amount: \$11,858.13						
	31,000	06/16/2009	06/27/2011	2,209.99	2,209.99	4,096.32	1,886.33	long
	72 000	06/16/2009	12/07/2011	5,132.88	5,132.88	7,271.14	2,138.26	long
	56 000	06/16/2009	02/02/2011	3,992.24	3,992.24	7,352.48	3,360.24	long
	80 000	06/16/2009	02/08/2011	5,703.20	5,703.20	10,176.50	4,473.30	long
Sub Total	239,000			\$17,038.31	\$17,038.31	\$28,896.44	\$11,858.13	
☒ Sk Telecom Co Ltd	Position:2	G/L Amount: \$1,304.81						
	242 000	06/16/2009	12/07/2011	3,828.17	3,828.17	3,533.13	-295.04	long
	558 000	06/16/2009	05/24/2011	8,826.95	8,826.95	10,426.80	1,599.85	long
Sub Total	800,000			\$12,655.12	\$12,655.12	\$13,959.93	\$1,304.81	
☒ Sumitomo Tr & Bk Co Spon ADR	Position:1	G/L Amount: -\$638.07						
	3,867,000	06/16/2009	04/01/2011	20,804.46	20,804.46	20,166.39	-638.07	long
☒ Suncor Energy Inc New Com	Position:3	G/L Amount: \$9,794.34						
	267,000	05/20/2010	07/22/2011	7,626.40	7,626.40	11,048.56	3,422.16	long
	257 000	05/20/2010	07/21/2011	7,340.77	7,340.77	10,686.18	3,345.41	long
	229 000	05/20/2010	05/31/2011	6,541.00	6,541.00	9,567.77	3,026.77	long
Sub Total	753,000			\$21,508.17	\$21,508.17	\$31,302.51	\$9,794.34	
☒ Swisscom Ag ADR	Position:1	G/L Amount: \$547.38						
	172 000	05/06/2010	12/07/2011	5,761.45	5,761.45	6,308.83	547.38	long
☒ Telecom Italia Spa(New)Svgs Sh	Position:1	G/L Amount: \$6,991.69						
	1,523 000	06/16/2009	03/22/2011	13,483.88	13,483.88	20,475.57	6,991.69	long
☒ Toyota Motor Cp ADR New	Position:1	G/L Amount: -\$89.34						
	100 000	09/08/2010	12/07/2011	6,904.20	6,904.20	6,814.86	-89.34	long
☒ Ubs Ag New	Position:1	G/L Amount: -\$134.97						
	161 000	06/16/2009	12/07/2011	2,126.50	2,126.50	1,991.53	-134.97	long
☒ Vodafone Gp Plc Ads New	Position:6	G/L Amount: \$1,166.94						
	84 000	08/22/2008	12/07/2011	2,175.06	2,175.06	2,283.15	108.09	long
	185 000	09/19/2008	12/07/2011	4,471.47	4,471.47	5,028.37	556.90	long
	85,000	06/16/2009	12/07/2011	1,592.77	1,592.77	2,310.33	717.56	long
	15 000	06/29/2006	12/07/2011	347.98	347.98	407.71	59.73	long
	100,000	08/20/2007	12/07/2011	3,103.94	3,103.94	2,718.04	-385.90	long
	63 000	08/21/2008	12/07/2011	1,601.80	1,601.80	1,712.36	110.56	long
Sub Total	532,000			\$13,293.02	\$13,293.02	\$14,459.96	\$1,166.94	
☒ Wacoal Cp ADR	Position:1	G/L Amount: \$486.74						
	181 000	06/16/2009	12/07/2011	11,228.64	11,228.64	11,715.38	486.74	long
☒ Wolters Kluwer Ny Spon ADR	Position:1	G/L Amount: \$658.64						
	579 000	06/16/2009	12/07/2011	9,508.40	9,508.40	10,167.04	658.64	long
Long Term Total				\$635,450.15	\$635,450.15	\$737,462.40	\$102,012.25	
Grand Total				\$724,507.34	\$724,507.34	\$842,326.55	\$117,819.21	

Disclaimer

The gain and loss information is provided for informational purposes only, is not a substitute 1099 form (or any other appropriate tax form), and should not be used for tax preparation. Unrealized gain and loss values are estimates and should be independently verified. We recommend that you contact your tax advisor to

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TIER: Reserved Prestige

ACCT 685-045769-107 Fiduciary Services
Sweep Fund BDPS

Realized Gain/Loss for Year 2011

Short Term Gain/Loss									
SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	TOTAL COST (\$)	ADJUSTED COST (\$)	PROCEEDS (\$)	G/L AMOUNT (\$)	HOLDING PERIOD	
3M Company	Position:2	G/L Amount: \$586.69							
		222.000	07/26/2010	01/06/2011	19,314.84	19,314.84	19,261.28	-53.56	short
		131.000	03/09/2010	01/06/2011	10,725.64	10,725.64	11,365.89	640.25	short
Sub Total		353.000			\$30,040.48	\$30,040.48	\$30,627.17	\$586.69	
Amazon Com Inc	Position:1	G/L Amount: -\$857.95							
		47.000	06/24/2011	12/21/2011	9,059.42	9,059.42	8,201.47	-857.95	short
Apache Corp	Position:3	G/L Amount: -\$9,329.54							
		76.000	03/30/2011	10/03/2011	9,945.19	9,945.19	5,861.89	-4083.30	short
		118.000	01/04/2011	09/06/2011	14,162.54	14,162.54	11,189.55	-2972.99	short
		53.000	01/04/2011	10/03/2011	6,361.14	6,361.14	4,087.89	-2273.25	short
Sub Total		247.000			\$30,468.87	\$30,468.87	\$21,139.33	-\$9,329.54	
At&T Inc	Position 2	G/L Amount: \$378.72							
		259.000	09/09/2010	01/10/2011	7,200.02	7,200.02	7,344.23	144.21	short
		720.000	09/09/2010	01/11/2011	20,015.50	20,015.50	20,250.01	234.51	short
Sub Total		979.000			\$27,215.52	\$27,215.52	\$27,594.24	\$378.72	
Baidu Inc Ads	Position:7	G/L Amount: \$1,476.17							
		34.000	03/23/2011	12/15/2011	4,513.29	4,513.29	3,839.99	-673.30	short
		49.000	08/30/2011	12/15/2011	7,123.20	7,123.20	5,534.10	-1589.10	short
		46.000	03/23/2011	09/30/2011	6,106.22	6,106.22	4,983.98	-1122.24	short
		85.000	11/02/2010	05/13/2011	9,314.61	9,314.61	11,333.60	2,018.99	short
		72.000	11/02/2010	04/28/2011	7,890.02	7,890.02	10,845.42	2,955.40	short
		93.000	11/10/2010	09/30/2011	10,158.99	10,158.99	10,076.31	-82.68	short
		25.000	11/02/2010	09/30/2011	2,739.59	2,739.59	2,708.69	-30.90	short
Sub Total		404.000			\$47,845.92	\$47,845.92	\$49,322.09	\$1,476.17	
Bhp Billiton Ltd	Position 1	G/L Amount: -\$257.79							
		223.000	02/07/2011	05/12/2011	21,124.54	21,124.54	20,866.75	-257.79	short
Chevron Corp	Position:2	G/L Amount: -\$2,056.11							
		99.000	04/18/2011	08/08/2011	10,267.87	10,267.87	9,309.33	-958.54	short
		96.000	04/18/2011	08/09/2011	9,956.73	9,956.73	8,859.16	-1097.57	short
Sub Total		195.000			\$20,224.60	\$20,224.60	\$18,168.49	-\$2,056.11	
Cisco Sys Inc	Position:1	G/L Amount: \$661.70							
		501.000	10/06/2011	12/21/2011	8,304.57	8,304.57	8,966.27	661.70	short
Citigroup Inc New	Position 2	G/L Amount: -\$4,381.73							
		0.400	01/03/2011	05/06/2011	19.52	19.52	17.98	-1.54	short
		367.000	01/03/2011	06/08/2011	17,927.69	17,927.69	13,547.50	-4380.19	short
Sub Total		367.400			\$17,947.21	\$17,947.21	\$13,565.48	-\$4,381.73	
Conocophillips	Position 6	G/L Amount: -\$1,351.44							
		84.000	03/22/2011	08/08/2011	6,486.62	6,486.62	5,448.41	-1038.21	short
		139.000	03/22/2011	08/09/2011	10,733.80	10,733.80	8,905.45	-1828.35	short
		57.000	01/05/2011	05/13/2011	3,846.09	3,846.09	4,088.74	242.65	short
		247.000	01/05/2011	05/03/2011	16,666.40	16,666.40	18,516.14	1,849.74	short
		72.000	02/07/2011	08/08/2011	5,208.45	5,208.45	4,670.06	-538.39	short
		64.000	02/07/2011	05/13/2011	4,629.74	4,629.74	4,590.86	-38.88	short
Sub Total		663.000			\$47,571.10	\$47,571.10	\$46,219.66	-\$1,351.44	
Csx Corp	Position 4	G/L Amount: -\$6,280.80							
		459.000	01/25/2011	09/22/2011	10,649.43	10,649.43	8,538.33	-2111.10	short

	60.000	01/25/2011	08/23/2011	1,392.08	1,392.08	1,224.43	-167.65	short
	918.000	01/12/2011	08/23/2011	21,045.27	21,045.27	18,733.81	-2311.46	short
	402.000	01/25/2011	09/21/2011	9,326.95	9,326.95	7,636.36	-1690.59	short
Sub Total	1,839.000			\$42,413.73	\$42,413.73	\$36,132.93	-\$6,280.80	
Deere & Co	Position:1	G/L Amount: \$2,713.47						
	253.000	11/12/2010	02/24/2011	19,704.37	19,704.37	22,417.84	2,713.47	short
Du Pont El De Nemours & Co	Position:1	G/L Amount: \$5,688.22						
	407.000	03/24/2010	02/24/2011	15,751.96	15,751.96	21,440.18	5,688.22	short
Emc Corp Mass	Position:1	G/L Amount: -\$5,362.24						
	698.000	04/20/2011	08/18/2011	19,416.62	19,416.62	14,054.38	-5362.24	short
Freeport McMoran Cp&Gld	Position:7	G/L Amount: \$444.57						
	172.000	12/02/2010	08/15/2011	9,273.16	9,273.16	8,490.12	-783.04	short
	118.000	12/07/2010	08/15/2011	6,631.16	6,631.16	5,824.61	-806.55	short
	110.000	10/21/2010	06/15/2011	5,311.76	5,311.76	5,429.73	117.97	short
	15.000	10/14/2010	01/25/2011	1,487.86	1,487.86	1,578.58	90.72	short
	200.000	10/13/2010	01/25/2011	19,760.96	19,760.96	21,047.67	1,286.71	short
	154.000	10/14/2010	04/15/2011	7,637.68	7,637.68	7,858.53	220.85	short
	116.000	10/21/2010	04/15/2011	5,601.50	5,601.50	5,919.41	317.91	short
Sub Total	885.000			\$55,704.08	\$55,704.08	\$56,148.65	\$444.57	
General Mtrs Co	Position:2	G/L Amount: -\$5,785.70						
	539.000	01/11/2011	06/02/2011	21,007.96	21,007.96	15,924.23	-5083.73	short
	237.000	04/07/2011	06/02/2011	7,703.90	7,703.90	7,001.93	-701.97	short
Sub Total	776.000			\$28,711.86	\$28,711.86	\$22,926.16	-\$5,785.70	
Goldman Sachs Grp Inc	Position:10	G/L Amount: -\$14,783.12						
	67.000	12/07/2010	09/02/2011	10,934.48	10,934.48	7,188.04	-3746.44	short
	41.000	10/20/2010	09/02/2011	6,454.33	6,454.33	4,398.65	-2055.68	short
	53.000	12/21/2010	09/02/2011	8,944.13	8,944.13	5,686.07	-3258.06	short
	64.000	12/09/2010	09/02/2011	10,648.19	10,648.19	6,866.19	-3782.00	short
	58.000	08/02/2010	05/13/2011	8,868.41	8,868.41	8,146.14	-722.27	short
	110.000	07/29/2010	02/09/2011	16,764.88	16,764.88	18,133.56	1,368.68	short
	13.000	07/29/2010	05/13/2011	1,981.30	1,981.30	1,825.86	-155.44	short
	49.000	09/09/2010	08/08/2011	7,331.44	7,331.44	5,847.48	-1483.96	short
	22.000	10/20/2010	08/08/2011	3,463.30	3,463.30	2,625.40	-837.90	short
	12.000	09/09/2010	05/13/2011	1,795.46	1,795.46	1,685.41	-110.05	short
Sub Total	489.000			\$77,185.92	\$77,185.92	\$62,402.80	-\$14,783.12	
Goodrich Corporation	Position:1	G/L Amount: -\$1,771.27						
	228.000	02/01/2011	04/13/2011	20,930.81	20,930.81	19,159.54	-1771.27	short
Halliburton Co	Position:4	G/L Amount: -\$8,280.60						
	332.000	04/21/2011	12/14/2011	16,642.69	16,642.69	10,372.71	-6269.98	short
	202.000	12/22/2010	09/20/2011	8,153.21	8,153.21	7,745.60	-407.61	short
	241.000	12/22/2010	09/21/2011	9,727.34	9,727.34	8,707.96	-1019.38	short
	64.000	12/22/2010	12/14/2011	2,583.19	2,583.19	1,999.56	-583.63	short
Sub Total	839.000			\$37,106.43	\$37,106.43	\$28,825.83	-\$8,280.60	
Humana Inc	Position:1	G/L Amount: \$524.71						
	255.000	06/20/2011	07/07/2011	20,311.39	20,311.39	20,836.10	524.71	short
Intel Corp	Position:1	G/L Amount: \$642.04						
	457.000	09/27/2011	11/17/2011	10,464.71	10,464.71	11,106.75	642.04	short
Johnson & Johnson	Position:1	G/L Amount: -\$1,462.49						
	367.000	05/03/2011	10/19/2011	24,306.85	24,306.85	22,844.36	-1462.49	short
Juniper Networks	Position:1	G/L Amount: -\$10,307.42						
	538.000	05/20/2011	09/16/2011	21,110.47	21,110.47	10,803.05	-10307.42	short
Las Vegas Sands Corporation	Position:4	G/L Amount: \$5346.48						
	243.000	10/29/2010	03/08/2011	10,902.88	10,902.88	10,318.38	-584.50	short

		174 000	09/22/2010	03/01/2011	5,616.62	5,616.62	7,480.56	1,863.94	short
		204.000	09/22/2010	02/04/2011	6,585.00	8,585.00	9,513.59	2,928.59	short
		210 000	09/22/2010	03/08/2011	6,778.67	6,778.67	8,917.12	2,138.45	short
	Sub Total	831.000			\$29,883.17	\$29,883.17	\$36,229.65	\$6,346.48	
	Mc Donalds Corp	Position:1	G/L Amount: \$378.39						
		223 000	08/13/2010	02/07/2011	16,102.63	16,102.63	16,479.02	376.39	short
	Merck & Co Inc New Com	Position:3	G/L Amount: -\$83.21						
		521 000	07/15/2010	01/04/2011	18,896.20	18,896.20	18,748.39	-147.81	short
		224 000	07/12/2010	01/04/2011	8,077.40	8,077.40	8,060.73	-16.67	short
		521 000	06/15/2010	01/04/2011	18,667.12	18,667.12	18,748.39	81.27	short
	Sub Total	1,266.000			\$45,640.72	\$45,640.72	\$45,557.51	-\$83.21	
	Netapp Inc Com	Position:3	G/L Amount -\$6,765.47						
		361 000	11/09/2010	08/02/2011	20,499.06	20,499.06	16,536.00	-3963.06	short
		227 000	12/03/2010	08/02/2011	12,291.96	12,291.96	10,397.99	-1893.97	short
		144.000	04/28/2011	08/02/2011	7,504.52	7,504.52	6,596.08	-908.44	short
	Sub Total	732.000			\$40,295.54	\$40,295.54	\$33,530.07	-\$6,765.47	
	Peabody Energy Corp	Position 7	G/L Amount: \$7,751.87						
		191 000	09/01/2010	08/23/2011	8,542.42	8,542.42	8,107.90	-434.52	short
		148 000	12/02/2010	08/23/2011	9,289.03	9,289.03	6,282.56	-3006.47	short
		248 000	08/02/2010	06/10/2011	12,016.56	12,016.56	13,968.68	1,952.12	short
		195 000	06/25/2010	04/12/2011	8,366.71	8,366.71	12,549.33	4,182.62	short
		146.000	08/25/2010	05/16/2011	6,264.31	6,264.31	8,737.36	2,473.05	short
		113 000	08/02/2010	06/06/2011	5,475.29	5,475.29	6,681.49	1,206.20	short
		85 000	06/25/2010	06/06/2011	3,647.03	3,647.03	5,025.90	1,378.87	short
	Sub Total	1,126.000			\$53,601.35	\$53,601.35	\$61,353.22	\$7,751.87	
	Philip Morris Intl Inc	Position:5	G/L Amount: \$1,465.34						
		175 000	10/14/2010	01/12/2011	10,097.05	10,097.05	9,827.78	-269.27	short
		145 000	09/20/2010	01/12/2011	8,113.08	8,113.08	8,143.02	29.94	short
		210 000	08/10/2010	01/06/2011	11,027.08	11,027.08	12,188.02	1,160.94	short
		94 000	08/10/2010	01/10/2011	4,935.93	4,935.93	5,304.51	368.58	short
		48 000	08/10/2010	01/12/2011	2,520.47	2,520.47	2,695.62	175.15	short
	Sub Total	672.000			\$36,693.61	\$36,693.61	\$38,158.95	\$1,465.34	
	Procter & Gamble	Position:1	G/L Amount: -\$615.47						
		167 000	05/13/2011	11/14/2011	11,138.41	11,138.41	10,522.94	-615.47	short
	Qualcomm Inc	Position:1	G/L Amount -\$890.41						
		220 000	01/06/2011	08/26/2011	11,597.67	11,597.67	10,707.26	-890.41	short
	Red Hat Inc	Position:3	G/L Amount -\$3,310.16						
		401 000	12/07/2010	08/02/2011	19,017.55	19,017.55	16,144.67	-2872.88	short
		81 000	10/28/2010	08/02/2011	3,416.58	3,416.58	3,261.14	-155.44	short
		378 000	10/28/2010	06/17/2011	15,944.04	15,944.04	15,662.20	-281.84	short
	Sub Total	860.000			\$38,378.17	\$38,378.17	\$35,068.01	-\$3,310.16	
	Rio Tinto Plc Spon Adr	Position:1	G/L Amount -\$1,263.70						
		278.000	02/09/2011	05/03/2011	21,025.84	21,025.84	19,762.14	-1263.70	short
	St Jude Medical Inc	Position 4	G/L Amount: -\$7,635.54						
		183 000	05/03/2011	09/23/2011	9,819.69	9,819.69	7,019.16	-2800.53	short
		211 000	04/01/2011	09/22/2011	11,011.12	11,011.12	8,342.58	-2668.54	short
		166.000	04/01/2011	09/19/2011	8,662.78	8,662.78	7,008.00	-1654.78	short
		37 000	04/01/2011	09/23/2011	1,930.86	1,930.86	1,419.17	-511.69	short
	Sub Total	597.000			\$31,424.45	\$31,424.45	\$23,788.91	-\$7,635.54	
	Starwood HTS & Rsts Ww Inc	Position 1	G/L Amount: -\$1,676.89						
		171 000	02/03/2011	08/03/2011	10,274.16	10,274.16	8,597.27	-1676.89	short
	Target Corporation	Position:1	G/L Amount -\$2,359.09						
		341 000	12/23/2010	02/02/2011	20,595.10	20,595.10	18,236.01	-2359.09	short

	Teva Pharmaceuticals ADR	Position:3	G/L Amount: -\$1,219.39						
		8 000	03/23/2010	02/08/2011	517 09	517 09	413.14	-103.95	short
		214 000	09/08/2010	02/08/2011	11,612 95	11,612.95	11,051.39	-561.56	short
		167.000	09/22/2010	02/08/2011	9,178 09	9,178.09	8,624.21	-553.88	short
	Sub Total	389.000			\$21,308.13	\$21,308.13	\$20,088.74	-\$1,219.39	
	Transocean Ltd	Position:1	G/L Amount: -\$2,473.09						
		170 000	10/25/2011	12/14/2011	9,346 87	9,346.87	6,873 78	-2473.09	short
	United Parcel Service Inc Cl-B	Position:2	G/L Amount: -\$491.04						
		9 000	10/05/2010	09/23/2011	613 91	613.91	557.07	-56 84	short
		117 000	09/22/2010	08/08/2011	7,900 66	7,900 66	7,466.46	-434 20	short
	Sub Total	126.000			\$8,514 57	\$8,514.57	\$8,023.53	-\$491.04	
	Unitedhealth Gp Inc	Position:3	G/L Amount: -\$1,616.29						
		6 000	06/02/2011	10/18/2011	294 77	294 77	266 19	-28 58	short
		202 000	05/04/2011	10/12/2011	9,960 72	9,960 72	9,500.44	-460 28	short
		228 000	05/04/2011	10/18/2011	11,242 80	11,242 80	10,115 37	-1127.43	short
	Sub Total	436.000			\$21,498.29	\$21,498.29	\$19,882.00	-\$1,616.29	
	Vale S A	Position:2	G/L Amount: \$3,365.17						
		323 000	04/28/2010	04/07/2011	9,699 72	9,699.72	10,869 32	1,169.60	short
		401 000	06/21/2010	04/07/2011	11,298 54	11,298 54	13,494 11	2,195 57	short
	Sub Total	724.000			\$20,998.26	\$20,998.26	\$24,363.43	\$3,365.17	
	Viacom Inc New Class B	Position:1	G/L Amount: -\$2,165.69						
		163 000	05/05/2011	10/03/2011	8,210 31	8,210 31	6,044 62	-2165 69	short
	Wellpoint Inc	Position:1	G/L Amount: -\$491.10						
		164 000	03/16/2011	10/18/2011	10,989 25	10,989 25	10,498 15	-491.10	short
	Wells Fargo & Co New	Position:4	G/L Amount: -\$2,530.45						
		633 000	12/10/2010	04/14/2011	19,242 88	19,242 88	19,103 25	-139.63	short
		318 000	02/09/2011	04/20/2011	10,571 78	10,571 78	9,093 60	-1478 18	short
		39 000	12/10/2010	04/20/2011	1,185 58	1,185 58	1,115 25	-70 33	short
		323 000	12/22/2010	04/20/2011	10,078 89	10,078 89	9,236.58	-842 31	short
	Sub Total	1,313.000			\$41,079 13	\$41,079.13	\$38,548.68	-\$2,530.45	
Short Term Total					\$1,161,517.06	\$1,161,517.06	\$1,086,083.41	-\$75,433.65	
Long Term Gain/Loss									
	SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	TOTAL COST (\$)	ADJUSTED COST (\$)	PROCEEDS (\$)	G/L AMOUNT (\$)	HOLDING PERIOD
	Amazon Com Inc	Position:7	G/L Amount: \$11,821.62						
		14 000	09/22/2010	12/14/2011	2,126 79	2,126 79	2,451.76	324 97	long
		39 000	10/05/2010	12/14/2011	6,232 07	6,232 07	6,829 90	597 83	long
		16 000	10/05/2010	12/21/2011	2,556 74	2,556 74	2,791.99	235 25	long
		44.000	09/22/2010	12/06/2011	6,684 18	6,684 18	8,468 68	1,784 50	long
		76 000	09/21/2010	10/19/2011	11,560 85	11,560 85	18,153 01	6,592 16	long
		46 000	09/21/2010	10/26/2011	6,997 35	6,997 35	9,100 47	2,103 12	long
		4 000	09/22/2010	10/26/2011	607 65	607 65	791.34	183 69	long
	Sub Total	239.000			\$36,765.63	\$36,765.63	\$48,687.15	\$11,821.62	
	American Tower Cp Class A	Position:1	G/L Amount: \$7,694.59						
		346 000	06/15/2009	04/04/2011	10,360 17	10,360 17	18,054 76	7,694 59	long
	Apple Inc	Position:4	G/L Amount: \$43,939.20						
		84 000	06/15/2009	04/04/2011	11,443 18	11,443 18	28,598 39	17,155 21	long
		54 000	06/15/2009	11/30/2011	7,356 33	7,356 33	20,515 05	13,158 72	long
		27 000	06/15/2009	01/10/2011	3,678 16	3,678 16	9,224 98	5,546 82	long
		40 000	06/15/2009	03/23/2011	5,449 13	5,449 13	13,527 58	8,078 45	long
	Sub Total	205.000			\$27,926.80	\$27,926.80	\$71,866 00	\$43,939.20	
	Boeing Co	Position:2	G/L Amount: -\$376.96						
		67 000	03/05/2010	08/05/2011	4,501 45	4,501 45	4,258 53	-242 92	long
		180.000	02/22/2010	08/05/2011	11,574 87	11 574 87	11,440 83	-134 04	long

Sub Total	247.000			\$16,076.32	\$16,076.32	\$15,699.36	-\$376.96	
 Capital One Financial Corp	Position:1	G/L Amount: \$3,191.89						
	195.000	06/15/2009	08/08/2011	4,607.36	4,607.36	7,799.25	3,191.89	long
 Dow Chemical Co	Position:5	G/L Amount: \$3,590.20						
	36.000	05/04/2010	09/06/2011	1,085.24	1,085.24	918.95	-166.29	long
	272.000	05/04/2010	09/21/2011	8,199.57	8,199.57	7,232.29	-967.28	long
	269.000	10/20/2009	09/06/2011	7,197.69	7,197.69	6,866.64	-331.05	long
	237.000	09/10/2009	02/24/2011	5,548.05	5,548.05	8,329.56	2,781.51	long
	271.000	10/20/2009	02/24/2011	7,251.20	7,251.20	9,524.51	2,273.31	long
Sub Total	1,085.000			\$29,281.75	\$29,281.75	\$32,871.95	\$3,590.20	
 Du Pont Ei De Nemours & Co	Position:3	G/L Amount: \$2,337.04						
	272.000	04/26/2010	09/23/2011	11,127.57	11,127.57	11,205.36	77.79	long
	43.000	04/26/2010	05/16/2011	1,759.14	1,759.14	2,292.97	533.83	long
	118.000	03/24/2010	05/16/2011	4,566.91	4,566.91	6,292.33	1,725.42	long
Sub Total	433.000			\$17,453.62	\$17,453.62	\$19,790.66	\$2,337.04	
 Express Scripts Inc Common	Position:6	G/L Amount: \$11,021.24						
	26.000	07/30/2009	10/06/2011	948.63	948.63	1,014.11	65.48	long
	208.000	07/30/2009	10/06/2011	7,589.08	7,589.08	8,112.86	523.78	long
	34.000	07/09/2010	10/06/2011	1,588.23	1,588.23	1,326.14	-262.09	long
	342.000	06/15/2009	04/01/2011	10,535.65	10,535.65	19,348.89	8,813.24	long
	48.000	07/23/2009	04/01/2011	1,671.41	1,671.41	2,715.63	1,044.22	long
	200.000	07/23/2009	10/06/2011	6,964.22	6,964.22	7,800.83	836.61	long
Sub Total	858.000			\$29,297.22	\$29,297.22	\$40,318.46	\$11,021.24	
 Ford Motor Co New	Position:7	G/L Amount: -\$1,101.55						
	486.000	03/19/2010	08/04/2011	6,425.60	6,425.60	5,403.68	-1021.92	long
	707.000	03/29/2010	08/04/2011	9,589.89	9,589.89	7,860.91	-1728.98	long
	794.000	04/21/2010	08/04/2011	11,115.92	11,115.92	8,828.23	-2287.69	long
	131.000	03/01/2010	08/04/2011	1,605.21	1,605.21	1,456.55	-148.66	long
	857.000	02/25/2010	04/13/2011	10,101.63	10,101.63	12,860.24	2,758.61	long
	5.000	03/01/2010	04/13/2011	61.27	61.27	75.03	13.76	long
	679.000	03/01/2010	07/07/2011	8,320.13	8,320.13	9,633.46	1,313.33	long
Sub Total	3,659.000			\$47,219.65	\$47,219.65	\$46,118.10	-\$1,101.55	
 Google Inc-CIA	Position:3	G/L Amount: \$11,261.66						
	12.000	06/15/2009	06/20/2011	5,034.62	5,034.62	5,791.87	757.25	long
	38.000	06/15/2009	04/15/2011	15,942.98	15,942.98	20,248.84	4,305.86	long
	40.000	06/15/2009	04/05/2011	16,782.08	16,782.08	22,980.63	6,198.55	long
Sub Total	90.000			\$37,759.68	\$37,759.68	\$49,021.34	\$11,261.66	
 Hewlett Packard	Position:4	G/L Amount: \$3,641.46						
	367.000	07/23/2009	05/16/2011	15,365.08	15,365.08	14,676.96	-688.12	long
	207.000	12/21/2009	05/16/2011	10,792.32	10,792.32	8,278.29	-2514.03	long
	198.000	02/11/2005	01/10/2011	4,212.89	4,212.89	8,866.90	4,654.01	long
	117.000	02/11/2005	05/16/2011	2,489.43	2,489.43	4,679.03	2,189.60	long
Sub Total	889.000			\$32,859.72	\$32,859.72	\$36,501.18	\$3,641.46	
 Intl Business Machines Corp	Position:2	G/L Amount: \$15,783.03						
	52.000	05/15/2009	12/22/2011	5,327.57	5,327.57	9,426.79	4,099.22	long
	155.000	05/15/2009	10/18/2011	15,880.26	15,880.26	27,564.07	11,683.81	long
Sub Total	207.000			\$21,207.83	\$21,207.83	\$36,990.86	\$15,783.03	
 Jpmorgan Chase & Co	Position:1	G/L Amount: -\$937.81						
	212.000	04/14/2010	05/27/2011	10,023.44	10,023.44	9,085.63	-937.81	long
 Metlife Incorporated	Position:1	G/L Amount: -\$3,741.63						
	274.000	08/03/2010	09/06/2011	11,678.07	11,678.07	7,936.44	-3741.63	long
 Occidental Petroleum Corp De	Position:4	G/L Amount: \$15,752.88						
	152.000	11/04/2009	04/13/2011	12,359.68	12,359.68	14,704.42	2,344.74	long
	40.000	11/05/2009	04/13/2011	3,226.22	3,226.22	3,869.58	643.36	long

		349.000	06/15/2009	04/05/2011	23,449.97	23,449.97	35,801.09	12,351.12	long
		14.000	06/15/2009	04/13/2011	940.69	940.69	1,354.35	413.66	long
Sub Total		555.000			\$39,976.56	\$39,976.56	\$55,729.44	\$15,752.88	
 Oracle Corp	Position:3	G/L Amount: \$4,935.14							
		174.000	11/16/2009	12/16/2011	3,968.36	3,968.36	5,098.69	1,130.33	long
		132.000	09/22/2009	12/16/2011	2,841.12	2,841.12	3,867.97	1,026.85	long
		762.000	09/22/2009	08/18/2011	16,400.98	16,400.98	19,178.94	2,777.96	long
Sub Total		1,068.000			\$23,210.46	\$23,210.46	\$28,145.60	\$4,935.14	
 Peabody Energy Corp	Position:1	G/L Amount: -\$114.07							
		19.000	08/02/2010	08/23/2011	920.62	920.62	806.55	-114.07	long
 Salesforce.Com,Inc	Position:1	G/L Amount: \$11,088.09							
		182.000	12/30/2009	02/24/2011	13,369.27	13,369.27	24,457.36	11,088.09	long
 Schlumberger Ltd	Position:1	G/L Amount: -\$275.67							
		119.000	04/30/2010	09/20/2011	8,545.31	8,545.31	8,269.64	-275.67	long
 Starwood Htl's & Rsts Ww Inc	Position:1	G/L Amount: -\$747.80							
		382.000	05/12/2010	08/03/2011	19,953.39	19,953.39	19,205.59	-747.80	long
 The Directv Group Cl A	Position:3	G/L Amount: \$5,730.10							
		118.000	11/25/2009	12/16/2011	3,773.17	3,773.17	4,966.91	1,193.74	long
		131.000	11/11/2009	12/16/2011	3,841.99	3,841.99	5,514.11	1,672.12	long
		243.000	11/11/2009	01/06/2011	7,126.75	7,126.75	9,990.99	2,864.24	long
Sub Total		492.000			\$14,741.91	\$14,741.91	\$20,472.01	\$5,730.10	
 Union Pacific Corp	Position:1	G/L Amount: \$9,422.21							
		201.000	06/15/2009	08/02/2011	10,530.39	10,530.39	19,952.60	9,422.21	long
 United Parcel Service Inc Cl-B	Position:4	G/L Amount: -\$98.71							
		43.000	06/24/2010	08/08/2011	2,577.95	2,577.95	2,744.09	166.14	long
		140.000	09/22/2010	09/23/2011	9,453.78	9,453.78	8,665.58	-788.20	long
		136.000	04/29/2010	08/01/2011	9,494.15	9,494.15	9,155.50	-338.65	long
		117.000	06/24/2010	08/01/2011	7,014.43	7,014.43	7,876.43	862.00	long
Sub Total		436.000			\$28,540.31	\$28,540.31	\$28,441.60	-\$98.71	
 United Technologies Corp	Position:1	G/L Amount: \$4,878.57							
		257.000	06/15/2009	12/14/2011	14,058.62	14,058.62	18,937.19	4,878.57	long
 Walt Disney Co Hldg Co	Position:4	G/L Amount: \$6,050.54							
		70.000	11/05/2009	10/03/2011	2,022.33	2,022.33	2,050.67	28.34	long
		150.000	03/09/2010	10/03/2011	4,991.40	4,991.40	4,394.28	-597.12	long
		286.000	02/10/2009	08/04/2011	5,433.71	5,433.71	10,288.91	4,855.20	long
		249.000	11/05/2009	08/04/2011	7,193.71	7,193.71	8,957.83	1,764.12	long
Sub Total		755.000			\$19,641.15	\$19,641.15	\$25,691.69	\$6,050.54	
Long Term Total					\$526,005.25	\$526,005.25	\$690,750.41	\$164,745.16	
Grand Total					\$1,687,522.31	\$1,687,522.31	\$1,776,833.82	\$89,311.51	

Disclaimer

The gain and loss information is provided for informational purposes only, is not a substitute 1099 form (or any other appropriate tax form), and should not be used for tax preparation. Unrealized gain and loss values are estimates and should be independently verified. We recommend that you contact your tax advisor to determine the appropriate use of this information. Past performance does not guarantee future returns. Gain and loss information is calculated based upon uniform standards and does not account for each individual client's particular circumstances such as the existence of hedging transactions or constructive sales. Although we make every effort to adjust the cost basis for securities' capital changes, we do not adjust the cost basis for all events. Contact your Financial Advisor for guidance on particular questions. For accounts with Choice Select pricing, the commissions paid on your eligible equity and option purchases and sales are applied to the Total Cost on a monthly basis. With respect to estimated gains and losses for listed equity options, we have taken into account option premiums paid or received and, in respect to multiple purchases and/or sales, calculated cost using an average unit price for all like positions. We are not responsible for any gain and loss information provided by you or another financial institution, you are responsible for ensuring the accuracy of such information. Whether provided by you, another financial institution or MSSB, it is your responsibility to ensure the accuracy of all of the Estimated Gain and Loss information. For clients wishing to make versus purchase sales that information needs to be conveyed at the time of the sale. Unless you tell us otherwise, we use first in first out (FIFO) accounting.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions WAYNE G. BASLER CHARITABLE FOUNDATION	Employer identification number (EIN) or ☒ 62-1347054
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions P.O. BOX 2049	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. KINGPORT, TN 37662	

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

0 4

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

WAYNE G. BASLER, TRUSTEE

- The books are in the care of ► **P.O. BOX 2049 - KINGSPORT, TN 37662**
Telephone No ► **423-246-4546** FAX No ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2011** or
► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	12,600.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	5,600.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	7,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)