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

OMB No 1545-0052

**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 , 2011, and ending , 20

|                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                        |                                                                                                                  |                                                                        |                                                           |                                                                                                               |                                         |                                      |                                                                                                                                                                            |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>SHIRLEY AND DAVID TOOMIM FOUNDATION</b>                                                                                                                                                                                                                                                                                                                                                 |                                                                        | A Employer identification number<br><b>76-0585077</b>                                                            |                                                                        |                                                           |                                                                                                               |                                         |                                      |                                                                                                                                                                            |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>5333 GULFTON</b>                                                                                                                                                                                                                                                                                                          | Room/suite                                                             | B Telephone number (see instructions)<br><b>(713) 662-7784</b>                                                   |                                                                        |                                                           |                                                                                                               |                                         |                                      |                                                                                                                                                                            |
| City or town, state, and ZIP code<br><b>HOUSTON, TX 77081-2801</b>                                                                                                                                                                                                                                                                                                                                               |                                                                        | C If exemption application is pending check here <input type="checkbox"/>                                        |                                                                        |                                                           |                                                                                                               |                                         |                                      |                                                                                                                                                                            |
| G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table> |                                                                        | <input type="checkbox"/> Initial return                                                                          | <input type="checkbox"/> Initial return of a former public charity     | <input type="checkbox"/> Final return                     | <input type="checkbox"/> Amended return                                                                       | <input type="checkbox"/> Address change | <input type="checkbox"/> Name change | D 1 Foreign organizations, check here <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| <input type="checkbox"/> Initial return                                                                                                                                                                                                                                                                                                                                                                          | <input type="checkbox"/> Initial return of a former public charity     |                                                                                                                  |                                                                        |                                                           |                                                                                                               |                                         |                                      |                                                                                                                                                                            |
| <input type="checkbox"/> Final return                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Amended return                                |                                                                                                                  |                                                                        |                                                           |                                                                                                               |                                         |                                      |                                                                                                                                                                            |
| <input type="checkbox"/> Address change                                                                                                                                                                                                                                                                                                                                                                          | <input type="checkbox"/> Name change                                   |                                                                                                                  |                                                                        |                                                           |                                                                                                               |                                         |                                      |                                                                                                                                                                            |
| H Check type of organization: <table border="0"> <tr> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table>                                                                                                 |                                                                        | <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation                                  | <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust | <input type="checkbox"/> Other taxable private foundation | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |                                         |                                      |                                                                                                                                                                            |
| <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation                                                                                                                                                                                                                                                                                                                                  | <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust | <input type="checkbox"/> Other taxable private foundation                                                        |                                                                        |                                                           |                                                                                                               |                                         |                                      |                                                                                                                                                                            |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 3,571,218.</b>                                                                                                                                                                                                                                                                                                           |                                                                        | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |                                                                        |                                                           |                                                                                                               |                                         |                                      |                                                                                                                                                                            |
| J Accounting method: <table border="0"> <tr> <td><input checked="" type="checkbox"/> Cash</td> <td><input type="checkbox"/> Accrual</td> </tr> <tr> <td colspan="2"><input type="checkbox"/> Other (specify) _____</td> </tr> </table> (Part I, column (d) must be on cash basis)                                                                                                                                |                                                                        | <input checked="" type="checkbox"/> Cash                                                                         | <input type="checkbox"/> Accrual                                       | <input type="checkbox"/> Other (specify) _____            |                                                                                                               |                                         |                                      |                                                                                                                                                                            |
| <input checked="" type="checkbox"/> Cash                                                                                                                                                                                                                                                                                                                                                                         | <input type="checkbox"/> Accrual                                       |                                                                                                                  |                                                                        |                                                           |                                                                                                               |                                         |                                      |                                                                                                                                                                            |
| <input type="checkbox"/> Other (specify) _____                                                                                                                                                                                                                                                                                                                                                                   |                                                                        |                                                                                                                  |                                                                        |                                                           |                                                                                                               |                                         |                                      |                                                                                                                                                                            |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) ) |                                                                                     | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                             | 1 Contributions, gifts, grants, etc., received (attach schedule)                    | 656,315.                           |                           |                         |                                                             |
|                                                                                                                                                                     | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 3 Interest on savings and temporary cash investments                                | 4.                                 | 4.                        |                         | ATCH 1                                                      |
|                                                                                                                                                                     | 4 Dividends and interest from securities                                            | 66,709.                            | 65,708.                   |                         | ATCH 2                                                      |
|                                                                                                                                                                     | 5a Gross rents                                                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Net rental income or (loss)                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 6a Net gain or (loss) from sale of assets not on line 10                            | 277,344.                           |                           |                         |                                                             |
|                                                                                                                                                                     | b Gross sales price for all assets on line 6a 3,459,735.                            |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 7 Capital gain net income (from Part IV, line 2)                                    |                                    | 277,344.                  |                         |                                                             |
|                                                                                                                                                                     | 8 Net short-term capital gain                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 9 Income modifications                                                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 10a Gross sales less returns and allowances                                         |                                    |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                               | b Less Cost of goods sold                                                           |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | c Gross profit or (loss) (attach schedule)                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 11 Other income (attach schedule)                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 12 Total Add lines 1 through 11                                                     | 1,000,372.                         | 343,056.                  |                         |                                                             |
|                                                                                                                                                                     | 13 Compensation of officers, directors, trustees, etc.                              | 8,000.                             | 4,000.                    |                         | 4,000                                                       |
|                                                                                                                                                                     | 14 Other employee salaries and wages                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 15 Pension plans, employee benefits                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 16a Legal fees (attach schedule)                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Accounting fees (attach schedule) ATCH 3                                          | 4,500.                             | 2,250.                    |                         | 2,250                                                       |
|                                                                                                                                                                     | c Other professional fees (attach schedule) *                                       | 16,255.                            | 15,976.                   |                         |                                                             |
|                                                                                                                                                                     | 17 Interest                                                                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 18 Taxes (attach schedule) (see instructions) * *                                   | 4,176.                             | 329.                      |                         |                                                             |
|                                                                                                                                                                     | 19 Depreciation (attach schedule) and depletion                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 20 Occupancy                                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 21 Travel, conferences, and meetings                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 22 Printing and publications                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 23 Other expenses (attach schedule)                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 24 Total operating and administrative expenses Add lines 13 through 23              | 32,931.                            | 22,555.                   |                         | 6,250                                                       |
| 25 Contributions, gifts, grants paid                                                                                                                                | 191,400.                                                                            |                                    |                           | 191,400.                |                                                             |
| 26 Total expenses and disbursements Add lines 24 and 25                                                                                                             | 224,331.                                                                            | 22,555.                            | 0                         | 197,650.                |                                                             |
| 27 Subtract line 26 from line 12                                                                                                                                    |                                                                                     |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                                 | 776,041.                                                                            |                                    |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                                    |                                                                                     | 320,501.                           |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                                      |                                                                                     |                                    |                           |                         |                                                             |

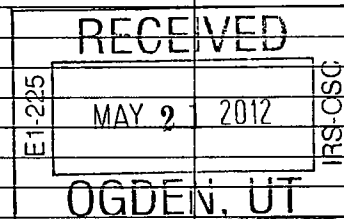
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SCANNED MAY 23 2012 Operating and Administrative Expenses

16

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

|                                                                                                                  |                                                                                                                                               | Beginning of year | End of year    |                       |
|------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                                                                                                                  |                                                                                                                                               | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| <b>Assets</b>                                                                                                    | 1 Cash - non-interest-bearing . . . . .                                                                                                       | 2,814.            | 17,111.        | 17,111.               |
|                                                                                                                  | 2 Savings and temporary cash investments . . . . .                                                                                            | 114,310.          | 732,109.       | 732,109.              |
|                                                                                                                  | 3 Accounts receivable ▶ . . . . .                                                                                                             |                   |                |                       |
|                                                                                                                  | Less allowance for doubtful accounts ▶ . . . . .                                                                                              |                   |                |                       |
|                                                                                                                  | 4 Pledges receivable ▶ . . . . .                                                                                                              |                   |                |                       |
|                                                                                                                  | Less allowance for doubtful accounts ▶ . . . . .                                                                                              |                   |                |                       |
|                                                                                                                  | 5 Grants receivable . . . . .                                                                                                                 |                   |                |                       |
|                                                                                                                  | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .           |                   |                |                       |
|                                                                                                                  | 7 Other notes and loans receivable (attach schedule) ▶ . . . . .                                                                              |                   |                |                       |
|                                                                                                                  | Less allowance for doubtful accounts ▶ . . . . .                                                                                              |                   |                |                       |
|                                                                                                                  | 8 Inventories for sale or use . . . . .                                                                                                       |                   |                |                       |
|                                                                                                                  | 9 Prepaid expenses and deferred charges . . . . . <b>ATCH 6</b>                                                                               | 920.              | 3,880.         | 3,880.                |
|                                                                                                                  | 10 a Investments - U S and state government obligations (attach schedule) . . . . .                                                           | 1,326,345.        | 575,928.       | 594,956.              |
|                                                                                                                  | b Investments - corporate stock (attach schedule) <b>ATCH 8</b> . . . . .                                                                     | 1,078,527.        | 1,704,751.     | 1,911,896.            |
|                                                                                                                  | c Investments - corporate bonds (attach schedule) <b>ATCH 9</b> . . . . .                                                                     | 160,131.          | 305,494.       | 311,266.              |
|                                                                                                                  | 11 Investments - land, buildings, and equipment basis . . . . .                                                                               |                   |                |                       |
| Less accumulated depreciation (attach schedule) ▶ . . . . .                                                      |                                                                                                                                               |                   |                |                       |
| 12 Investments - mortgage loans . . . . .                                                                        |                                                                                                                                               |                   |                |                       |
| 13 Investments - other (attach schedule) . . . . .                                                               |                                                                                                                                               |                   |                |                       |
| 14 Land, buildings, and equipment basis . . . . .                                                                |                                                                                                                                               |                   |                |                       |
| Less accumulated depreciation (attach schedule) ▶ . . . . .                                                      |                                                                                                                                               |                   |                |                       |
| 15 Other assets (describe ▶ . . . . .)                                                                           |                                                                                                                                               |                   |                |                       |
| 16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . . | 2,683,047.                                                                                                                                    | 3,339,273.        | 3,571,218.     |                       |
| <b>Liabilities</b>                                                                                               | 17 Accounts payable and accrued expenses . . . . .                                                                                            |                   |                |                       |
|                                                                                                                  | 18 Grants payable . . . . .                                                                                                                   |                   |                |                       |
|                                                                                                                  | 19 Deferred revenue . . . . .                                                                                                                 |                   |                |                       |
|                                                                                                                  | 20 Loans from officers, directors, trustees, and other disqualified persons . . . . .                                                         |                   |                |                       |
|                                                                                                                  | 21 Mortgages and other notes payable (attach schedule) . . . . .                                                                              |                   |                |                       |
|                                                                                                                  | 22 Other liabilities (describe ▶ . . . . .)                                                                                                   |                   |                |                       |
| 23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                  | 0                                                                                                                                             | 0                 |                |                       |
| <b>Net Assets or Fund Balances</b>                                                                               | <b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b><br><b>and complete lines 24 through 26 and lines 30 and 31</b> |                   |                |                       |
|                                                                                                                  | 24 Unrestricted . . . . .                                                                                                                     |                   |                |                       |
|                                                                                                                  | 25 Temporarily restricted . . . . .                                                                                                           |                   |                |                       |
|                                                                                                                  | 26 Permanently restricted . . . . .                                                                                                           |                   |                |                       |
|                                                                                                                  | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>            |                   |                |                       |
|                                                                                                                  | 27 Capital stock, trust principal, or current funds . . . . .                                                                                 | 150,000.          | 150,000.       |                       |
|                                                                                                                  | 28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                                    |                   |                |                       |
|                                                                                                                  | 29 Retained earnings, accumulated income, endowment, or other funds . . . . .                                                                 | 2,533,047.        | 3,189,273.     |                       |
|                                                                                                                  | 30 <b>Total net assets or fund balances</b> (see instructions) . . . . .                                                                      | 2,683,047.        | 3,339,273.     |                       |
|                                                                                                                  | 31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                                                         | 2,683,047.        | 3,339,273.     |                       |

**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) . . . . . | <b>1</b> | 2,683,047. |
| 2 Enter amount from Part I, line 27a . . . . .                                                                                                                         | <b>2</b> | 776,041.   |
| 3 Other increases not included in line 2 (itemize) ▶ . . . . .                                                                                                         | <b>3</b> |            |
| 4 Add lines 1, 2, and 3 . . . . .                                                                                                                                      | <b>4</b> | 3,459,088. |
| 5 Decreases not included in line 2 (itemize) ▶ <b>ATTACHMENT 10</b> . . . . .                                                                                          | <b>5</b> | 119,815.   |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                                      | <b>6</b> | 3,339,273. |

\*\* ATCH 7

Form 990-PF (2011)

**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<br>P-Purchase<br>D-Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-----------------------------------------------------------------------------------------------------------------------------------|--|--|----------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a</b> SEE PART IV SCHEDULE                                                                                                    |  |  |                                              |                                      |                                  |
| <b>b</b>                                                                                                                          |  |  |                                              |                                      |                                  |
| <b>c</b>                                                                                                                          |  |  |                                              |                                      |                                  |
| <b>d</b>                                                                                                                          |  |  |                                              |                                      |                                  |
| <b>e</b>                                                                                                                          |  |  |                                              |                                      |                                  |

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

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

| (i) FMV as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <b>a</b>               |                                      |                                                 |                                                                                                 |
| <b>b</b>               |                                      |                                                 |                                                                                                 |
| <b>c</b>               |                                      |                                                 |                                                                                                 |
| <b>d</b>               |                                      |                                                 |                                                                                                 |
| <b>e</b>               |                                      |                                                 |                                                                                                 |

|                                                                                                                                                                                                         |                                                                                     |          |          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------|----------|
| <b>2</b> Capital gain net income or (net capital loss)                                                                                                                                                  | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | <b>2</b> | 277,344. |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in<br>Part I, line 8 |                                                                                     | <b>3</b> | 0        |

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

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

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

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

☐ Yes ☒ No

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2010                                                                 | 130,621.                                 | 2,821,453.                                   | 0.046296                                                    |
| 2009                                                                 | 95,036.                                  | 2,433,213.                                   | 0.039058                                                    |
| 2008                                                                 | 293,532.                                 | 2,781,298.                                   | 0.105538                                                    |
| 2007                                                                 | 98,116.                                  | 1,938,946.                                   | 0.050603                                                    |
| 2006                                                                 | 96,342.                                  | 1,187,112.                                   | 0.081157                                                    |

|                                                                                                                                                                                                                             |          |            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|------------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                                                        | <b>2</b> | 0.322652   |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years                                       | <b>3</b> | 0.064530   |
| <b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5                                                                                                                                       | <b>4</b> | 2,929,340. |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                                                          | <b>5</b> | 189,030.   |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                         | <b>6</b> | 3,205.     |
| <b>7</b> Add lines 5 and 6                                                                                                                                                                                                  | <b>7</b> | 192,235.   |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions. | <b>8</b> | 197,650.   |

**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 <input type="checkbox"/> and enter "N/A" on line 1 . . . . .                               |           | 1  | 3,205. |
| 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . . |           |    |        |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                               |           |    |        |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .                                                  |           | 2  |        |
| 3 Add lines 1 and 2 . . . . .                                                                                                                                          |           | 3  | 3,205. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .                                                |           | 4  | 0      |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                                    |           | 5  | 3,205. |
| 6 Credits/Payments                                                                                                                                                     |           |    |        |
| a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .                                                                                          | 6a 3,880. |    |        |
| b Exempt foreign organizations - tax withheld at source . . . . .                                                                                                      | 6b        |    |        |
| c Tax paid with application for extension of time to file (Form 8868) . . . . .                                                                                        | 6c        |    |        |
| d Backup withholding erroneously withheld . . . . .                                                                                                                    | 6d        |    |        |
| 7 Total credits and payments. Add lines 6a through 6d . . . . .                                                                                                        |           | 7  | 3,880. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 | 675.   |
| 11 Enter the amount of line 10 to be Credited to 2012 estimated tax 675. Refunded                                                                                      |           | 11 |        |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                                   | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .                                                                                                                                                                                 |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .<br>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:<br>(1) On the foundation \$ (2) On foundation managers \$                                                                                                                                                                                                    |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$                                                                                                                                                                                                                         |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>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? . . . . .                                                                                                                                                                                                                                                                                      | N/A |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>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:<br>• By language in the governing instrument, or<br>• 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) ▶<br>TX,                                                                                                                                                                                                                                                    |     |    |
| 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  |

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**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?                                                                       | 13 | X   |    |
| Website address <input type="text"/> N/A                                                                                                               |                                                                                                                                                                                           |    |     |    |
| 14                                                                                                                                                     | The books are in care of <input type="text"/> BRUCE M LEVY Telephone no <input type="text"/> 713-662-7784                                                                                 |    |     |    |
| Located at <input type="text"/> 5333 GULFTON HOUSTON, TX ZIP + 4 <input type="text"/> 77081                                                            |                                                                                                                                                                                           |    |     |    |
| 15                                                                                                                                                     | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> N/A <input type="checkbox"/>                                 |    |     |    |
| and enter the amount of tax-exempt interest received or accrued during the year <input type="text"/> 15                                                |                                                                                                                                                                                           |    |     |    |
| 16                                                                                                                                                     | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="text"/> |                                                                                                                                                                                           |    |     | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                |     |     |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                        |     |     |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                            |     |     |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                  |     |     |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                         |     |     |
| (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                        |     |     |
| b 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)? <input type="checkbox"/> <input type="checkbox"/>                                                                                                                                                                                                                                                  | 1b  | N/A |
| Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                               |     |     |
| 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? <input type="checkbox"/>                                                                                                                                                                                                                                                                                                        | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                   |     |     |
| If "Yes," list the years <input type="text"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |     |     |
| 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) <input type="checkbox"/>                                                                                                                                                                                       | 2b  | N/A |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="text"/>                                                                                                                                                                                                                                                                                                                                                                                    |     |     |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                         |     |     |
| b 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) <input type="checkbox"/> | 3b  | N/A |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                               | 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? <input type="checkbox"/>                                                                                                                                                                                                                                                              | 4b  | X   |

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

7b N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| ATTACHMENT 11        |                                                           | 8,000.                                    | 0                                                                     | 0                                     |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

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

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

☐

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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 (see instructions). If none, enter "NONE."**

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-------------------------------------------------------------|---------------------|------------------|
| NONE                                                        |                     | 0                |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

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

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

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 1 N/A                                                                                                                                                                                                                                                  |          |
| 2                                                                                                                                                                                                                                                      |          |
| 3                                                                                                                                                                                                                                                      |          |
| 4                                                                                                                                                                                                                                                      |          |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|------------------------------------------------------------------------------------------------------------------|--------|
| 1 NONE                                                                                                           |        |
| 2                                                                                                                |        |
| All other program-related investments. See instructions.                                                         |        |
| 3 NONE                                                                                                           |        |
| Total. Add lines 1 through 3 . . . . . ▶                                                                         |        |

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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 | 2,776,375. |
| b | Average of monthly cash balances                                                                            | 1b | 197,574.   |
| c | Fair market value of all other assets (see instructions)                                                    | 1c |            |
| d | <b>Total</b> (add lines 1a, b, and c)                                                                       | 1d | 2,973,949. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | 1e |            |
| 2 | Acquisition indebtedness applicable to line 1 assets                                                        | 2  |            |
| 3 | Subtract line 2 from line 1d                                                                                | 3  | 2,973,949. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)  | 4  | 44,609.    |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5  | 2,929,340. |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | 6  | 146,467.   |

**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  | 146,467. |
| 2a | Tax on investment income for 2011 from Part VI, line 5                                                    | 2a | 3,205.   |
| b  | Income tax for 2011 (This does not include the tax from Part VI)                                          | 2b |          |
| c  | Add lines 2a and 2b                                                                                       | 2c | 3,205.   |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3  | 143,262. |
| 4  | Recoveries of amounts treated as qualifying distributions                                                 | 4  |          |
| 5  | Add lines 3 and 4                                                                                         | 5  | 143,262. |
| 6  | Deduction from distributable amount (see instructions)                                                    | 6  |          |
| 7  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 143,262. |

**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 | 197,650. |
| b | Program-related investments - total from Part IX-B                                                                                                   | 1b |          |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | 2  |          |
| 3 | Amounts set aside for specific charitable projects that satisfy the                                                                                  |    |          |
| a | Suitability test (prior IRS approval required)                                                                                                       | 3a |          |
| b | Cash distribution test (attach the required schedule)                                                                                                | 3b |          |
| 4 | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | 4  | 197,650. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5  | 3,205.   |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | 6  | 194,445. |

**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.

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**Part XIII Undistributed Income** (see instructions)

|                                                                                                                                                                                     | (a)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7 . . . . .                                                                                                                      |               |                            |             | 143,262.    |
| 2 Undistributed income, if any as of the end of 2011                                                                                                                                |               |                            |             |             |
| a Enter amount for 2010 only . . . . .                                                                                                                                              |               |                            |             |             |
| b Total for prior years 20 09, 20 08, 20 07 . . . . .                                                                                                                               |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2011                                                                                                                                   |               |                            |             |             |
| a From 2006 . . . . .                                                                                                                                                               | 38,510.       |                            |             |             |
| b From 2007 . . . . .                                                                                                                                                               | 11,407.       |                            |             |             |
| c From 2008 . . . . .                                                                                                                                                               | 155,977.      |                            |             |             |
| d From 2009 . . . . .                                                                                                                                                               |               |                            |             |             |
| e From 2010 . . . . .                                                                                                                                                               |               |                            |             |             |
| f Total of lines 3a through e . . . . .                                                                                                                                             | 205,894.      |                            |             |             |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 197,650.                                                                                                             |               |                            |             |             |
| a Applied to 2010, but not more than line 2a . . . . .                                                                                                                              |               |                            |             |             |
| b Applied to undistributed income of prior years (Election required - see instructions) . . . . .                                                                                   |               |                            |             |             |
| c Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                           | 197,650.      | ATCH 12                    |             |             |
| d Applied to 2011 distributable amount . . . . .                                                                                                                                    |               |                            |             |             |
| e Remaining amount distributed out of corpus . . . . .                                                                                                                              |               |                            |             |             |
| 5 Excess distributions carryover applied to 2011 . . . . .<br>(If an amount appears in column (d), the same amount must be shown in column (a) )                                    | 143,262.      |                            |             | 143,262.    |
| 6 Enter the net total of each column as indicated below:                                                                                                                            | 260,282.      |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                                   |               |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b . . . . .                                                                                                         |               |                            |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . . |               |                            |             |             |
| d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .                                                                                                         |               |                            |             |             |
| e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .                                                                           |               |                            |             |             |
| f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .                                                               |               |                            |             |             |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .                                 |               |                            |             |             |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .                                                                             |               |                            |             |             |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .                                                                                             | 260,282.      |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                               |               |                            |             |             |
| a Excess from 2007 . . . . .                                                                                                                                                        |               |                            |             |             |
| b Excess from 2008 . . . . .                                                                                                                                                        | 62,632.       |                            |             |             |
| c Excess from 2009 . . . . .                                                                                                                                                        |               |                            |             |             |
| d Excess from 2010 . . . . .                                                                                                                                                        |               |                            |             |             |
| e Excess from 2011 . . . . .                                                                                                                                                        | 197,650.      |                            |             |             |

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

SHIRLEY TOOMIM

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

NONE

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

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

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

ATTACHMENT 13

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

NO PRESCRIBED FORM

c Any submission deadlines

NONE

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

NONE

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

| Recipient<br>Name and address (home or business) | If recipient is an individual<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|--------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| <b>a Paid during the year</b>                    |                                                                                                                   |                                      |                                     |          |
| ATTACHMENT 14                                    |                                                                                                                   |                                      |                                     |          |
| <b>Total</b> . . . . .                           |                                                                                                                   |                                      | <b>3a</b>                           | 191,400. |
| <b>b Approved for future payment</b>             |                                                                                                                   |                                      |                                     |          |
| ATTACHMENT 15                                    |                                                                                                                   |                                      |                                     |          |
| <b>Total</b> . . . . .                           |                                                                                                                   |                                      | <b>3b</b>                           | 269,500. |

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Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations )

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

|     |                |
|-----|----------------|
| N/A | NOT APPLICABLE |
|-----|----------------|

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

[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 |
|--------------------------|--------------------------|---------------------------------|
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

**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

5/14/12  
Date

► Trustee  
Title

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

|       |
|-------|
| Check |
|-------|

|    |      |
|----|------|
| if | PTIN |
|----|------|

JAN I. PHIPPS

05/11/2012

self-employed

P01369277

Firm's name ► MARGOLIS, PHIPPS & WRIGHT P.C.

Firm's EIN ▶ 76-0324056

Firm's address ► 1400 POST OAK BLVD., STE 900  
HOUSTON, TX

77056-3009

Phone no 713-625-3500

Form 990-PF (2011)

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

OMB No 1545-0047

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

**2011**

Name of the organization

SHIRLEY AND DAVID TOOMIM FOUNDATION

Employer identification number

76-0585077

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

JSA

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Name of organization **SHIRLEY AND DAVID TOOMIM FOUNDATION**Employer identification number  
**76-0585077****Part I** **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                           | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                            |
|------------|-------------------------------------------------------------|----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | SHIRLEY TOOMIM<br>P.O. BOX 219169<br>HOUSTON, TX 77218-9169 | \$ 75,000.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
| 2          | SHIRLEY TOOMIM<br>P.O. BOX 219169<br>HOUSTON, TX 77218-9169 | \$ 581,315.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution) |
|            |                                                             |                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)                       |
|            |                                                             |                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)                       |
|            |                                                             |                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)                       |
|            |                                                             |                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)                       |
|            |                                                             |                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)                       |

|                                |  |
|--------------------------------|--|
| Employer identification number |  |
|--------------------------------|--|

76-0585077

## Part II

[illegible]

Name of organization SHIRLEY AND DAVID TOOMIM FOUNDATION

Employer identification number

76-0585077

**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entryFor organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions) ► \$

Use duplicate copies of Part III if additional space is needed

| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift | (d) Description of how gift is held      |
|---------------------------|-----------------------------------------|-----------------|------------------------------------------|
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--------------------|---------------------------------------------------|--------------------------------------|
| CHECKING ACCOUNT   | 4.                                                | 4.                                   |
| TOTAL              | <u>4.</u>                                         | <u>4.</u>                            |

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u>        | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|---------------------------|---------------------------------------------------|--------------------------------------|
| DIVIDENDS                 | 33,901.                                           | 33,901.                              |
| INTEREST INCOME           | 41,537.                                           | 37,882.                              |
| BOND PREMIUM AMORTIZATION | -5,368.                                           | -4,028.                              |
| ACCRUED INTEREST PAID     | -3,361.                                           | -2,047.                              |
| TOTAL                     | <u>66,709.</u>                                    | <u>65,708.</u>                       |

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--------------------|---------------------------------------------------|--------------------------------------|------------------------------------|--------------------------------|
| TAX PREPARATION    | 4,500.                                            | 2,250.                               |                                    | 2,250.                         |
| TOTALS             | <u>4,500.</u>                                     | <u>2,250.</u>                        |                                    | <u>2,250.</u>                  |

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u>         | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|----------------------------|---------------------------------------------------|--------------------------------------|
| INVESTMENT MANAGEMENT FEES | 16,255.                                           | 15,976.                              |
| TOTALS                     | <u>16,255.</u>                                    | <u>15,976.</u>                       |

ATTACHMENT 5

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--------------------|---------------------------------------------------|--------------------------------------|
| FEDERAL EXCISE TAX | 3,847.                                            | 329.                                 |
| FOREIGN TAXES      | 329.                                              |                                      |
| TOTALS             | <u>4,176.</u>                                     | <u>329.</u>                          |

ATTACHMENT 6

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

| <u>DESCRIPTION</u>         | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|----------------------------|------------------------------|-----------------------|
| PREPAID FEDERAL INCOME TAX | 3,880.                       | 3,880.                |
| TOTALS                     | <u>3,880.</u>                | <u>3,880.</u>         |

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

| <u>DESCRIPTION</u>                             | <u>ATTACHMENT 7</u>          |                       |
|------------------------------------------------|------------------------------|-----------------------|
|                                                | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
| FIDELITY MANAGED ACCOUNT<br>SEE ATTACHMENT 16  | 179,142.                     | 182,561.              |
| US OBLIGATIONS TOTAL                           | <u>179,142.</u>              | <u>182,561.</u>       |
| FIDELITY MANAGED ACCOUNTS<br>SEE ATTACHMENT 16 | 396,786.                     | 412,395.              |
| STATE OBLIGATIONS TOTAL                        | <u>396,786.</u>              | <u>412,395.</u>       |
| US AND STATE OBLIGATIONS TOTAL                 | <u>575,928.</u>              | <u>594,956.</u>       |

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

| <u>DESCRIPTION</u>        | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|---------------------------|------------------------------|-----------------------|
| FIDELITY MANAGED ACCOUNTS |                              |                       |
| SEE ATTACHMENT 17         | 997,759.                     | 1,147,618.            |
| SEE ATTACHMENT 18         | 706,992.                     | 764,278.              |
| TOTALS                    | <u>1,704,751.</u>            | <u>1,911,896.</u>     |

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

| <u>DESCRIPTION</u>                            | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|-----------------------------------------------|------------------------------|-----------------------|
| FIDELITY MANAGED ACCOUNT<br>SEE ATTACHMENT 16 | 305,494.                     | 311,266.              |
| TOTALS                                        | <u>305,494.</u>              | <u>311,266.</u>       |

ATTACHMENT 10FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

| <u>DESCRIPTION</u>                      | <u>AMOUNT</u>   |
|-----------------------------------------|-----------------|
| EXCESS OF FMV OVER COST OF STOCK RECV'D | 119,815.        |
| TOTAL                                   | <u>119,815.</u> |

## SHIRLEY AND DAVID TOOMIM FOUNDATION

76-0585077

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

| <u>NAME AND ADDRESS</u>                                        | <u>TITLE AND AVERAGE HOURS PER<br/>WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS<br/>TO EMPLOYEE<br/>BENEFIT PLANS</u> | <u>EXPENSE ACCT<br/>AND OTHER<br/>ALLOWANCES</u> |
|----------------------------------------------------------------|-----------------------------------------------------------------|---------------------|--------------------------------------------------------|--------------------------------------------------|
| BRUCE M. LEVY<br>5333 GULFTON<br>HOUSTON, TX 77081-2801        | TRUSTEE<br>1.00                                                 | 4,000.              | 0                                                      | 0                                                |
| ELLEN T. ROBINSON<br>P.O. BOX 219169<br>HOUSTON, TX 77218-9169 | TRUSTEE<br>1.00                                                 | 4,000.              | 0                                                      | 0                                                |
| SHIRLEY W TOOMIM<br>P.O. BOX 219169<br>HOUSTON, TX 77024       | TRUSTEE<br>1.00                                                 | 0                   | 0                                                      | 0                                                |
| GRAND TOTALS                                                   |                                                                 | 8,000.              | 0                                                      | 0                                                |

ATTACHMENT 12FORM 990PF, PART XIII - DISTRIBUTION FROM CORPUS ELECTION

THE TAXPAYER HEREBY ELECTS TO TREAT THE CURRENT YEAR QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS MADE OUT OF CORPUS AS ALLOWED BY TREASURY REGULATIONS SECTION 53.4942(A)-3(D)(2). ACCORDINGLY, THE TAXPAYER'S PRIOR YEARS' EXCESS DISTRIBUTIONS WILL SATISFY THE 2011 DISTRIBUTION OF INCOME REQUIREMENT.

ATTACHMENT 13

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

BRUCE M. LEVY  
5333 GULFTON  
HOUSTON, TX 77081  
713-662-7784

FORM 990B, PART IV - GRANTS AND CONTRIBUTIONS PAID DURING F.F. YEARATTACHMENT 14

| RECIPIENT NAME AND ADDRESS                                                                    | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                                          | AMOUNT |
|-----------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|---------------------------------------------------------------------------|--------|
| CONGREGATION BETH ISRAEL<br>5400 NORTH BRAESWOOD BLVD<br>HOUSTON, TX 77096                    | NONE<br>PUBLIC CHARITY                                                           | COMPUTER PURCHASES                                                        | 6,500  |
| THE BAEPP/WEINER SCHOOL<br>9825 STELLA LINK<br>HOUSTON, TX 77025                              | NONE<br>PUBLIC CHARITY                                                           | LAPTOP CART, 20 LAPTOPS, SMART BOARD, EMERY<br>SCHOLARSHIP FUND           | 13,500 |
| HOUSTON ACHIEVEMENT PLACE<br>245 W 17TH STREET<br>HOUSTON, TX 77008                           | NONE<br>PUBLIC CHARITY                                                           | TUTORING & SUMMER CAMP FOR FOSTER KIDS                                    | 5,000  |
| JEWISH CHILDREN'S REGIONAL SERVICES<br>3500 N CAUSEWAY BLVD, SUITE 1120<br>METAIRIE, LA 70002 | NONE<br>PUBLIC CHARITY                                                           | SCHOLARSHIP PROGRAM SUPPORT                                               | 2,500  |
| JEWISH COMMUNITY CENTER<br>5601 SOUTH BRAESWOOD BLVD<br>HOUSTON, TX 77096                     | NONE<br>PUBLIC CHARITY                                                           | MEALS ON WHEELS WEEKEND PROGRAM FUNDING,<br>MACCABI GAMES PROGRAM SUPPORT | 22,000 |
| JEWISH FEDERATION OF GREATER HOUSTON<br>5603 SOUTH BRAESWOOD BLVD<br>HOUSTON, TX 77096        | NONE<br>PUBLIC CHARITY                                                           | SCHOLARSHIP PROGRAM SUPPORT,<br>JEWISH CHAPLAINCY PROGRAM SUPPORT         | 22,500 |

SHIRLEY AND DAVID TOOKIM FOUNDATION

76-0585077

FORM 9900PE, PART IV - GRANTS AND CONTRIBUTIONS PAID DURING FISC. YEAR

ATTACHMENT 14 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                              | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                              | AMOUNT |
|-------------------------------------------------------------------------|----------------------------------------------------------------------------------|---------------------------------------------------------------|--------|
| WOMEN ON THE WAY UP<br>3525 WISTEINER<br>HOUSTON, TX 77098              | NONE<br>PUBLIC CHARITY                                                           | JOAN KARFF MENTORING PROGRAM SUPPORT                          | 2,500  |
| JEWISH FAMILY SERVICE<br>4101 SOUTH BRAESWOOD BLVD<br>HOUSTON, TX 77025 | NONE<br>PUBLIC CHARITY                                                           | SENIOR ADULT FINANCIAL AID                                    | 10,000 |
| INITIATIVE FOR JEWISH WOMEN<br>5925 KIRBY #474<br>HOUSTON, TX 77005     | NONE<br>PUBLIC CHARITY                                                           | PROGRAM SUPPORT                                               | 3,000  |
| GREEN FAMILY CAMP<br>1192 SMITH LANE<br>BRUCEVILLE, TX 76030            | NONE<br>PUBLIC CHARITY                                                           | SOFTBALL FIELD, ENHANCEMENTS TO LAKE                          | 70,000 |
| HOUSTON HILLEL<br>1700 BISSONNET<br>HOUSTON, TX 77005                   | NONE<br>PUBLIC CHARITY                                                           | CAMPUS LUNCHEONS - FICE UNIVERSITY<br>& UNIVERSITY OF HOUSTON | 5,000  |
| SEVEN ACRES<br>6200 NORTH BRAESWOOD BLVD<br>HOUSTON, TX 77074           | NONE<br>PUBLIC CHARITY                                                           | GERIATRIC CARES                                               | 3,900  |

ATTACHMENT 14

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SHIRLEY AND DAVID TOOMIM FOUNDATION

76-0585077

FORM 990BF, PART IV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                            | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION    | AMOUNT |
|-----------------------------------------------------------------------|----------------------------------------------------------------------------------|-------------------------------------|--------|
| THE SHLENGER SCHOOL<br>5600 NORTH BRAFSWOOD BLVD<br>HOUSTON, TX 77096 | NONE<br>PUBLIC CHARITY                                                           | BRIGHTLINKS BOARDS & LAPTICES       | 15,000 |
| SEARCH HOMELESS SERVICES<br>2505 FANNIN<br>HOUSTON, TX 77002          | NONE<br>PUBLIC CHARITY                                                           | EMPLOYMENT SERVICES PROGRAM SUPPORT | 5,000  |
| CITIZEN SCHOOLS<br>2503 ROBINWOOD ST, SUITE 100<br>HOUSTON, TX 77005  | NONE<br>PUBLIC CHARITY                                                           | PROGRAM SUPPORT                     | 5,000  |

TOTAL CONTRIBUTIONS PAID

191,430

SHIRLEY AND DAVID TOOMIM FOUNDATION

76-0585077

FORM 9900PF, PART 44 - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 15

| RECIPIENT NAME AND ADDRESS                                                             | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                                          | AMOUNT  |
|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|---------------------------------------------------------------------------|---------|
| GREEN FAMILY CAMP<br>1192 SOUTHER LAKE<br>BRUCEVILLE, TX 77630                         | NONE<br>PUBLIC CHARITY                                                           | LAKE ENHANCEMENTS                                                         | 200,000 |
| JEWISH COMMUNITY CENTER<br>5601 SOUTH BRAESWOOD BLVD<br>HOUSTON, TX 77096              | NONE<br>PUBLIC CHARITY                                                           | MEALS ON WHEELS WEEKEND PROGRAM FUNDING,<br>MAGGABI GAMES PROGRAM SUPPORT | 27,000  |
| HOUSTON ACHIEVEMENT PLACE<br>245 W 17TH STREET<br>HOUSTON, TX 77008                    | NONE<br>PUBLIC CHARITY                                                           | TUTORING & SUMMER CAMP FOR FOSTER KIDS                                    | 5,000   |
| JEWISH FEDERATION OF GREATER HOUSTON<br>5603 SOUTH BRAESWOOD BLVD<br>HOUSTON, TX 77096 | NONE<br>PUBLIC CHARITY                                                           | PROGRAM SUPPORT                                                           | 20,000  |
| JEWISH FAMILY SERVICE<br>4131 SOUTH BRAESWOOD BLVD<br>HOUSTON, TX 77025                | NONE<br>PUBLIC CHARITY                                                           | SENIOR ADULT FINANCIAL AID                                                | 10,000  |
| HOUSTON HILGEL<br>1700 BISSENET<br>HOUSTON, TX 77005                                   | NONE<br>PUBLIC CHARITY                                                           | CAMPUS LUNCHEONS - RICE UNIVERSITY<br>& UNIVERSITY OF HOUSTON             | 5,000   |

ATTACHMENT 15

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SHIRLEY AND DAVID TOOMIM FOUNDATION

75-0585077

FORM 990-BE, PART IV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 15 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                    | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |  | FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT         |
|-----------------------------------------------------------------------------------------------|------------------------------------------------|--|--------------------------------|----------------------------------|----------------|
|                                                                                               |                                                |  |                                |                                  |                |
| JEWISH CHILDREN'S REGIONAL SERVICES<br>3500 N CAUSEWAY BLVD, SUITE 1120<br>METAIRIE, LA 70002 | NONE                                           |  |                                | SCHOLARSHIP PROGRAM SUPPORT      | 2,500          |
| TOTAL CONTRIBUTIONS APPROVED                                                                  |                                                |  |                                |                                  | <u>269,500</u> |

**SCHEDULE D**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

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

OMB No 1545-0092

**2011**

Name of estate or trust

SHIRLEY AND DAVID TOOMIM FOUNDATION

Employer identification number

76-0585077

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

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

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

|                                                                                                                                           |           |          |
|-------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b                                                          | <b>1b</b> | -26,891. |
| <b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824                                                          | <b>2</b>  |          |
| <b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts                                     | <b>3</b>  |          |
| <b>4</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet             | <b>4</b>  | ( )      |
| <b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back | <b>5</b>  | -26,891. |

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

| (a) Description of property<br>(Example 100 shares 7% preferred of "Z" Co.) | (b) Date acquired<br>(mo. day, yr.) | (c) Date sold<br>(mo. day, yr.) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss) for<br>the entire year<br>Subtract (e) from (d) |
|-----------------------------------------------------------------------------|-------------------------------------|---------------------------------|-----------------|-----------------------------------------------|--------------------------------------------------------------------|
| <b>6a</b><br>LONG-TERM CAPITAL GAIN DIVIDENDS                               |                                     |                                 |                 |                                               | 70.                                                                |
|                                                                             |                                     |                                 |                 |                                               |                                                                    |
|                                                                             |                                     |                                 |                 |                                               |                                                                    |
|                                                                             |                                     |                                 |                 |                                               |                                                                    |
|                                                                             |                                     |                                 |                 |                                               |                                                                    |

|                                                                                                                                             |           |          |
|---------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b                                                             | <b>6b</b> | 304,165. |
| <b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824                                                       | <b>7</b>  |          |
| <b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts                                        | <b>8</b>  |          |
| <b>9</b> Capital gain distributions                                                                                                         | <b>9</b>  |          |
| <b>10</b> Gain from Form 4797, Part I                                                                                                       | <b>10</b> |          |
| <b>11</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet              | <b>11</b> | ( )      |
| <b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back | <b>12</b> | 304,235. |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

| Part III Summary of Parts I and II                                        |                                                                       | (1) Beneficiaries' (see instr ) | (2) Estate's or trust's | (3) Total |
|---------------------------------------------------------------------------|-----------------------------------------------------------------------|---------------------------------|-------------------------|-----------|
| <b>Caution:</b> Read the instructions <i>before</i> completing this part. |                                                                       |                                 |                         |           |
| 13                                                                        | Net short-term gain or (loss) . . . . .                               | 13                              |                         | -26,891.  |
| 14                                                                        | Net long-term gain or (loss):                                         |                                 |                         |           |
| a                                                                         | Total for year . . . . .                                              | 14a                             |                         | 304,235.  |
| b                                                                         | Unrecaptured section 1250 gain (see line 18 of the wrksht ) . . . . . | 14b                             |                         |           |
| c                                                                         | 28% rate gain . . . . .                                               | 14c                             |                         |           |
| 15                                                                        | Total net gain or (loss). Combine lines 13 and 14a . . . . .          | 15                              |                         | 277,344.  |

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

| Part IV Capital Loss Limitation |                                                                                                                                                                                       |
|---------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 16                              | Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller</b> of<br>a The loss on line 15, column (3) or b \$3,000 . . . . . |
| 16                              | ( )                                                                                                                                                                                   |

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

| Part V Tax Computation Using Maximum Capital Gains Rates                                                                                                                                                                                                                                                                                                                |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>Form 1041 filers.</b> Complete this part <b>only</b> if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.                                                                                                                       |  |
| <b>Caution:</b> Skip this part and complete the <b>Schedule D Tax Worksheet</b> the instructions if<br>• Either line 14b, col (2) or line 14c, col (2) is more than zero, or<br>• Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero                                                                                                                 |  |
| <b>Form 990-T trusts.</b> Complete this part <b>only</b> if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the <b>Schedule D Tax Worksheet</b> in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero. |  |

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

Schedule D (Form 1041) 2011

Department of the Treasury  
Internal Revenue Service

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

OMB No 1545-0092

2011

Name of estate or trust

SHIRLEY AND DAVID TOOMIM FOUNDATION

Employer identification number

76-0585077

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**[illegible]

|                                                                                          |          |
|------------------------------------------------------------------------------------------|----------|
| <b>1b Total.</b> Combine the amounts in column (f) Enter here and on Schedule D, line 1b | -26,891. |
|------------------------------------------------------------------------------------------|----------|

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

Schedule D-1 (Form 1041) 2011

JSA  
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# AVALON

ADVISORS, LLC

AVALON ADVISORS, LLC  
717 TEXAS, SUITE 3000  
HOUSTON, TEXAS 77002  
PH 713-238-2050

## Avalon Advisors, LLC VALUATION REPORT December 31, 2011

### SHIRLEY & DAVID TOOMIM FOUNDATION - FIXED INCOME BALANCED ACCOUNT

| Security Symbol                 | Cusip      | Security                                       | Quantity | Unit Cost   | Total Cost | Total Adjusted Cost (Adjusted) | Current Market Price | Current Market Value | Unrealized Gain/Loss | Unrealized Gain/Loss (Adjusted) | Pct Assets | Est Annual Income | Div Yield |
|---------------------------------|------------|------------------------------------------------|----------|-------------|------------|--------------------------------|----------------------|----------------------|----------------------|---------------------------------|------------|-------------------|-----------|
| <b>ADJUSTABLE RATE MORTGAGE</b> |            |                                                |          |             |            |                                |                      |                      |                      |                                 |            |                   |           |
| 31391nn40                       | 31391NM40  | FNMA PASS-THRU ADI LIBOR 2.447% Due 11-01-32   | 1,918    | 100.75      | 1,932      | 1,932                          | 105.13               | 2,016                | 84.01                | 84.01                           | 0.2        | 47                | 2.33      |
|                                 |            |                                                |          | Accrued Int | 1,932      | 1,932                          |                      | 4                    | 84.01                | 84.01                           | 0.0        | 47                | 2.33      |
| <b>CASH AND EQUIVALENTS</b>     |            |                                                |          |             |            |                                |                      |                      |                      |                                 |            |                   |           |
| Cash & Short-Term Instruments   |            |                                                |          |             |            |                                |                      |                      |                      |                                 |            |                   |           |
| Cash & Short-Term Instruments   |            |                                                |          |             |            |                                |                      |                      |                      |                                 |            |                   |           |
|                                 |            |                                                |          | Cash        | 90,244     | 90,244                         |                      | 90,244               |                      |                                 | 9.1        | 0                 | 0.00      |
|                                 |            |                                                |          | Sec         | 90,244     | 90,244                         |                      | 90,244               |                      |                                 | 9.1        | 0                 | 0.00      |
|                                 |            |                                                |          |             | 90,244     | 90,244                         |                      | 90,244               |                      |                                 | 9.1        | 0                 | 0.00      |
| <b>CNO</b>                      |            |                                                |          |             |            |                                |                      |                      |                      |                                 |            |                   |           |
| 3137abc33                       | 3137abc33  | FHLMC REMIC TRUST 3864 2.000% Due 08-15-18     | 41,217   | 101.56      | 41,860     | 41,860                         | 101.62               | 41,887               | 27.46                | 27.46                           | 4.2        | 824               | 1.97      |
| 3137abc1                        | 3137abc1   | FHLMC REMIC TRUST 3864 3.500% Due 05-15-26     | 47,335   | 103.97      | 49,214     | 49,214                         | 106.30               | 50,316               | 1,101.85             | 1,101.85                        | 5.0        | 1,657             | 3.29      |
|                                 |            |                                                |          | Accrued Int | 91,074     | 91,074                         |                      | 207                  | 1,129.32             | 1,129.32                        | 0.0        | 2,481             | 2.69      |
| <b>FHLMC</b>                    |            |                                                |          |             |            |                                |                      |                      |                      |                                 |            |                   |           |
| 31395hkg4                       | 31395hkg4  | FHR 2877 HQ 4.250% Due 10-15-14                | 22,861   | 102.06      | 23,333     | 23,333                         | 100.63               | 23,005               | -327.69              | -327.69                         | 2.3        | 972               | 4.22      |
| 31394wne4                       | 31394wne4  | FHLMC REMIC SERIES 2777 5.000% Due 04-15-15    | 18,069   | 104.88      | 18,950     | 18,950                         | 105.09               | 18,989               | 38.50                | 38.50                           | 1.9        | 903               | 4.76      |
| 31393f6k7                       | 31393f6k7  | FHR 2530 5.000% Due 11-15-17                   | 14,954   | 104.16      | 15,576     | 15,576                         | 106.90               | 15,986               | 410.00               | 410.00                          | 1.6        | 748               | 4.68      |
|                                 |            |                                                |          | Accrued Int | 57,859     | 57,859                         |                      | 181                  | 120.81               | 120.81                          | 0.0        | 2,623             | 4.52      |
| <b>FNMA</b>                     |            |                                                |          |             |            |                                |                      |                      |                      |                                 |            |                   |           |
| 31393ce13                       | 31393ce13  | FNMA REMIC TRUST 2003-74 4.500% Due 08-25-18   | 18,101   | 104.11      | 18,845     | 18,845                         | 105.96               | 19,180               | 335.14               | 335.14                          | 1.9        | 815               | 4.25      |
| 31397qmqz8                      | 31397qmqz8 | FNR 2011-5 UE 2.500% Due 02-25-21              | 68,406   | 100.47      | 68,727     | 68,727                         | 103.35               | 70,700               | 1,973.21             | 1,973.21                        | 7.1        | 1,710             | 2.42      |
| 31403czd6                       | 31403czd6  | FNMA PASS-THRU LNG 30 YEAR 5.000% Due 11-01-35 | 54,278   | 106.91      | 58,026     | 58,026                         | 108.11               | 58,681               | 654.99               | 654.99                          | 5.9        | 2,714             | 4.62      |

**AVALON**  
ADVISORS, LLC

**AVALON ADVISORS, LLC**  
717 TEXAS, SUITE 3000  
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PH 713-238-2050

Avalon Advisors, LLC  
VALUATION REPORT  
December 31, 2011

**SHIRLEY & DAVID TOOMIM FOUNDATION - FIXED INCOME BALANCED ACCOUNT**

| Security Symbol         | Cusip     | Security                                                     | Quantity | Unit Cost | Total Cost | Total Adjusted Cost (Adjusted) | Current Market Price | Current Market Value | Unrealized Gain/Loss | Unrealized Gain/Loss (Adjusted) | Pct Assets | Est Annual Income | Div. Income |
|-------------------------|-----------|--------------------------------------------------------------|----------|-----------|------------|--------------------------------|----------------------|----------------------|----------------------|---------------------------------|------------|-------------------|-------------|
| Accrued Int             |           |                                                              |          |           |            |                                |                      |                      |                      |                                 |            |                   |             |
| GOVERNMENT BONDS        |           |                                                              |          |           |            |                                |                      |                      |                      |                                 |            |                   |             |
| 912828k16               | 912828k16 | UNITED STATES TREAS NTS 1 875% Due 02-28-14                  | 45,000   | 103.51    | 46,579     | 45,981                         | 103.41               | 46,533               | -45.82               | 551.85                          | 4.7        | 844               | 1.81        |
| 912828l62               | 912828l62 | UNITED STATES TREAS NTS 2 625% Due 07-31-14                  | 40,000   | 106.05    | 42,419     | 41,591                         | 105.87               | 42,347               | -71.95               | 755.33                          | 4.2        | 1,050             | 2.48        |
| 3133734d1               | 3133734d1 | FEDERAL HOME LOAN BANKS 3 350% Due 03-28-18                  | 50,000   | 101.05    | 50,525     | 50,146                         | 100.59               | 50,293               | -232.00              | 147.05                          | 5.0        | 1,675             | 3.33        |
| 3136f53p7               | 3136f53p7 | FEDERAL NATL MTG ASSN MTN 5 240% Due 08-07-18                | 15,000   | 96.85     | 14,527     | 14,701                         | 107.16               | 16,073               | 1,545.90             | 1,372.02                        | 1.6        | 786               | 4.89        |
| 46513e1l4               | 46513e1l4 | ISRAEL ST 5 500% Due 09-18-23                                | 20,000   | 125.46    | 25,092     | 25,061                         | 127.67               | 25,534               | 442.40               | 473.13                          | 2.6        | 1,100             | 4.31        |
| Accrued Int             |           |                                                              |          |           |            |                                |                      |                      |                      |                                 |            |                   |             |
| GNMA                    |           |                                                              |          |           |            |                                |                      |                      |                      |                                 |            |                   |             |
| 38374bq16               | 38374BQN6 | GNMA REMIC TRUST 2003-72 4 355% Due 02-16-30                 | 3,893    | 97.25     | 3,786      | 3,786                          | 102.60               | 3,994                | 208.34               | 208.34                          | 0.4        | 170               | 4.25        |
| 38373mu16               | 38373MUA6 | GNMA REMIC TRUST 2006-19 5 121% Due 12-16-46                 | 5,300    | 98.96     | 5,245      | 5,245                          | 106.53               | 5,646                | 401.44               | 401.44                          | 0.6        | 271               | 4.81        |
| Accrued Int             |           |                                                              |          |           |            |                                |                      |                      |                      |                                 |            |                   |             |
| MUNICIPAL BONDS         |           |                                                              |          |           |            |                                |                      |                      |                      |                                 |            |                   |             |
| 662472ba6               | 662472ba6 | NORTH SIDE IND HIGH SCH BLDG C FIRST MTG 5 250% Due 07-15-17 | 35,000   | 110.23    | 38,580     | 37,368                         | 107.61               | 37,664               | -916.30              | 296.14                          | 3.8        | 1,837             | 4.88        |
| Accrued Int             |           |                                                              |          |           |            |                                |                      |                      |                      |                                 |            |                   |             |
| TAXABLE MUNICIPAL BONDS |           |                                                              |          |           |            |                                |                      |                      |                      |                                 |            |                   |             |
| 92812qv46               | 92812qv46 | VIRGINIA ST HSG DEV AUTH 0 638% Due 03-01-13                 | 20,000   | 100.00    | 20,000     | 20,000                         | 99.98                | 19,995               | -4.60                | -4.60                           | 2.0        | 128               | 0.64        |
| 040654up8               | 040654up8 | ARIZONA ST TRANS BRD HWY RFV 0 954% Due 07-01-13             | 20,000   | 100.00    | 20,000     | 20,000                         | 100.07               | 20,013               | 13.20                | 13.20                           | 2.0        | 191               | 0.95        |

# AVALON

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PH 713-238-2050

Avalon Advisors, LLC  
**VALUATION REPORT**

December 31, 2011

**SHIRLEY & DAVID TOOMIM FOUNDATION - FIXED INCOME BALANCED ACCOUNT**

| Security Symbol | Cusp         | Security                                                  | Quantity | Unit Cost | Total Cost     | Total Adjusted Cost (Adjusted) | Current Market Price | Current Market Value | Unrealized Gain/Loss | Unrealized Gain/Loss (Adjusted) | Pct Assets   | Est Annual Income | Div Yield   |
|-----------------|--------------|-----------------------------------------------------------|----------|-----------|----------------|--------------------------------|----------------------|----------------------|----------------------|---------------------------------|--------------|-------------------|-------------|
| 199491g96       | 199491g96    | COLUMBUS OHIO TAXABLE L                                   | 40,000   | 100.46    | 40,183         | 40,117                         | 105.74               | 42,295               | 2,112.40             | 2,178.24                        | 4.2          | 1,304             | 3.08        |
| 609558520       | 609558520    | 3.260% Due 07-01-15 MONMOUTH CNTY N J GO BDS              | 50,000   | 106.95    | 53,475         | 52,824                         | 109.30               | 54,651               | 1,176.00             | 1,826.85                        | 5.5          | 1,875             | 3.43        |
| 407324288       | 407324288    | 3.750% Due 11-01-16 HAMILTON CNTY TENN GO BDS             | 35,000   | 103.05    | 36,069         | 35,816                         | 110.33               | 38,614               | 2,545.55             | 2,798.57                        | 3.9          | 1,400             | 3.63        |
| 558444rec0      | 558444REE0   | 4.000% Due 03-01-17 MADISON WIS TAXABLE G                 | 35,000   | 100.00    | 35,000         | 35,000                         | 103.19               | 36,116               | 1,116.50             | 1,116.44                        | 3.6          | 910               | 2.52        |
| 57586c6v2       | 57586c6v2    | 2.600% Due 10-01-17 MASSACHUSETTS ST HEALTH & EDL REV BDS | 50,000   | 116.70    | 58,348         | 58,103                         | 118.51               | 59,257               | 909.00               | 1,154.78                        | 5.9          | 2,630             | 4.44        |
| 882722j69       | 882722j69    | 5.260% Due 10-01-18 TEXAS ST                              | 60,000   | 100.00    | 60,000         | 60,000                         | 105.83               | 63,499               | 3,498.60             | 3,498.60                        | 6.4          | 1,916             | 3.02        |
| 6790871b7       | 6790871b7    | 3.194% Due 10-01-19 OKLAHOMA ST CAP IMPT AUTL ST II       | 30,000   | 117.10    | 35,131         | 35,079                         | 118.57               | 35,570               | 438.60               | 490.61                          | 3.6          | 1,572             | 4.42        |
|                 | Accrued Inte | 5.240% Due 07-01-22                                       |          |           |                |                                |                      | 3,873                |                      |                                 | 0.4          |                   |             |
|                 |              |                                                           |          |           | 358,206        | 356,939                        |                      | 373,884              | 11,805.25            | 13,072.69                       | 37.5         | 11,926            | 3.22        |
|                 | <b>TOTAL</b> |                                                           |          |           | <b>971,666</b> | <b>967,525</b>                 |                      | <b>996,467</b>       | <b>17,434.73</b>     | <b>21,575.46</b>                | <b>100.0</b> | <b>30,048</b>     | <b>3.04</b> |

# AVALON

ADVISORS, LLC

AVALON ADVISORS, LLC  
717 TEXAS, SUITE 3000  
HOUSTON, TEXAS 77002  
PH 713-238-2050

## Avalon Advisors, LLC VALUATION REPORT December 31, 2011

### SHIRLEY & DAVID TOOMIM FOUNDATION - EQUITY BALANCED ACCOUNT

| Security<br>Symbol                        | Cusip     | Security                          | Quantity | Unit<br>Cost | Total<br>Cost | Total Adjusted<br>Cost<br>(Adjusted) | Current<br>Market<br>Price | Current<br>Market<br>Value | Unrealized<br>Gain/Loss | Unrealized<br>Gain/Loss<br>(Adjusted) | Pct<br>Assets | Fst<br>Annual<br>Income | Div<br>Yield |
|-------------------------------------------|-----------|-----------------------------------|----------|--------------|---------------|--------------------------------------|----------------------------|----------------------------|-------------------------|---------------------------------------|---------------|-------------------------|--------------|
| <b>CASH AND EQUIVALENTS</b>               |           |                                   |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| Cash & Short-Term Instruments             |           |                                   |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| Cash & Short-Term Instruments             |           |                                   |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| cash                                      |           |                                   |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| U S DOLLAR                                |           |                                   |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
|                                           |           |                                   |          |              | 31,210        | 31,210                               |                            | 31,210                     |                         |                                       | 2.6           | 0                       | 0.00         |
|                                           |           |                                   |          |              | 31,210        | 31,210                               |                            | 31,210                     |                         |                                       | 2.6           | 0                       | 0.00         |
|                                           |           |                                   |          |              | 31,210        | 31,210                               |                            | 31,210                     |                         |                                       | 2.6           | 0                       | 0.00         |
| <b>COMMON STOCK</b>                       |           |                                   |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| <b>Energy</b>                             |           |                                   |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| <b>Integrated Oils</b>                    |           |                                   |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| cvc                                       | 166764100 | CHEVRON CORP                      | 308      | 85.67        | 26,386        | 26,386                               | 106.40                     | 32,771                     | 6,385.47                | 6,385.47                              | 2.8           | 998                     | 3.05         |
| cop                                       | 20825c104 | CONOCOPHILLIPS                    | 284      | 60.13        | 17,078        | 17,078                               | 72.87                      | 20,695                     | 3,617.56                | 3,617.56                              | 1.8           | 750                     | 3.62         |
| tom                                       | 30231g102 | EXXON MOBIL CORP                  | 524      | 67.31        | 35,273        | 35,273                               | 84.76                      | 44,414                     | 9,141.60                | 9,141.60                              | 3.8           | 985                     | 2.22         |
|                                           |           |                                   |          |              | 78,736        | 78,736                               |                            | 97,881                     | 19,144.63               | 19,144.63                             | 8.3           | 2,733                   | 2.79         |
| <b>Oilfield Services, &amp; Machinery</b> |           |                                   |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| ges                                       | 12467b304 | C&J ENERGY SVCS INC.COM           | 546      | 21.84        | 11,925        | 11,925                               | 20.93                      | 11,428                     | -497.07                 | -497.07                               | 1.0           | 0                       | 0.00         |
| hal                                       | 406216101 | HALIBURTON COMPANY CMN            | 257      | 41.41        | 10,641        | 10,641                               | 34.51                      | 8,869                      | -1,772.39               | -1,772.39                             | 0.8           | 90                      | 1.01         |
| slb                                       | 806857108 | SCHLUMBERGER LTD ADR              | 130      | 83.77        | 10,890        | 10,890                               | 68.31                      | 8,880                      | -2,009.27               | -2,009.27                             | 0.8           | 123                     | 1.39         |
| wit                                       | h27013103 | WEATHERFORD<br>INTERNATIONAL LTD  | 680      | 15.26        | 10,377        | 10,377                               | 14.64                      | 9,955                      | -421.87                 | -421.87                               | 0.8           | 0                       | 0.00         |
|                                           |           |                                   |          |              | 43,833        | 43,833                               |                            | 39,132                     | -4,700.60               | -4,700.60                             | 3.3           | 213                     | 0.55         |
|                                           |           |                                   |          |              | 122,569       | 122,569                              |                            | 137,013                    | 14,444.03               | 14,444.03                             | 11.6          | 2,946                   | 2.15         |
| <b>Materials</b>                          |           |                                   |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| <b>Materials</b>                          |           |                                   |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| bhl                                       | 058498106 | BALL CORP                         | 172      | 31.11        | 5,350         | 5,350                                | 35.71                      | 6,142                      | 791.65                  | 791.65                                | 0.5           | 48                      | 0.78         |
| bhp                                       | 088606108 | BHP BILLITON LTD<br>SPONSORED ADR | 132      | 53.64        | 7,081         | 7,081                                | 70.63                      | 9,323                      | 2,242.04                | 2,242.04                              | 0.8           | 290                     | 3.11         |
| dd                                        | 263531109 | DU PONT DE NEMOURS & CO           | 331      | 47.51        | 15,726        | 15,726                               | 45.78                      | 15,153                     | -572.47                 | -572.47                               | 1.3           | 543                     | 3.58         |
| px                                        | 74005p104 | PRAXAIR INC                       | 57       | 95.23        | 5,428         | 5,428                                | 106.90                     | 6,093                      | 665.19                  | 665.19                                | 0.5           | 108                     | 1.78         |
|                                           |           |                                   |          |              | 33,585        | 33,585                               |                            | 36,712                     | 3,126.42                | 3,126.42                              | 3.1           | 990                     | 2.70         |
|                                           |           |                                   |          |              | 33,585        | 33,585                               |                            | 36,712                     | 3,126.42                | 3,126.42                              | 3.1           | 990                     | 2.70         |
| <b>Industrial</b>                         |           |                                   |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| <b>Capital Goods</b>                      |           |                                   |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| cat                                       | 149123101 | CATERPILLAR INC                   | 269      | 79.40        | 21,358        | 21,358                               | 90.60                      | 24,371                     | 3,012.95                | 3,012.95                              | 2.1           | 495                     | 2.03         |
| de                                        | 244199105 | DEERE & CO                        | 163      | 87.35        | 14,237        | 14,237                               | 77.35                      | 12,608                     | -1,629.34               | -1,629.34                             | 1.1           | 267                     | 2.12         |

# AVALON

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## Avalon Advisors, LLC VALUATION REPORT December 31, 2011

### SHIRLEY & DAVID TOOMIM FOUNDATION - EQUITY BALANCED ACCOUNT

| Security Symbol                     | Cusip     | Security                     | Quantity | Unit Cost | Total Cost | Total Adjusted Cost (Adjusted) | Current Market Price | Current Market Value | Unrealized Gain/Loss | Unrealized Gain/Loss (Adjusted) | Pct Assets | Fst Annual Income | Div Yield |
|-------------------------------------|-----------|------------------------------|----------|-----------|------------|--------------------------------|----------------------|----------------------|----------------------|---------------------------------|------------|-------------------|-----------|
| utx                                 | 913017109 | UNITED TECHNOLOGIES CORP     | 270      | 57.70     | 15,579     | 15,579                         | 73.09                | 19,734               | 4,155.75             | 4,155.75                        | 1.7        | 518               | 2.63      |
|                                     |           |                              |          |           | 51,174     | 51,174                         |                      | 56,714               | 5,539.36             | 5,539.36                        | 4.8        | 1,281             | 2.26      |
| <b>Transportation</b>               |           |                              |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| ups                                 | 911312106 | UNITED PARCEL SERVICE CL B   | 181      | 59.49     | 10,768     | 10,768                         | 73.19                | 13,247               | 2,478.91             | 2,478.91                        | 1.1        | 369               | 2.79      |
|                                     |           |                              |          |           | 61,943     | 61,943                         |                      | 69,961               | 8,018.27             | 8,018.27                        | 5.9        | 1,650             | 2.36      |
| <b>Consumer Discretionary</b>       |           |                              |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| <b>Consumer Services</b>            |           |                              |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| mc                                  | 580135101 | MCDONALDS CORP COM           | 519      | 65.19     | 33,835     | 33,835                         | 100.33               | 52,071               | 18,236.57            | 18,236.57                       | 4.4        | 1,453             | 2.79      |
| sbux                                | 855244109 | STARBUCKS CORP CMN           | 457      | 33.12     | 15,135     | 15,135                         | 46.01                | 21,027               | 5,891.71             | 5,891.71                        | 1.8        | 311               | 1.48      |
|                                     |           |                              |          |           | 48,970     | 48,970                         |                      | 73,098               | 24,128.28            | 24,128.28                       | 6.2        | 1,764             | 2.41      |
| <b>Retailing</b>                    |           |                              |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| azo                                 | 053332102 | AUTOZONE INC                 | 33       | 314.98    | 10,394     | 10,394                         | 324.97               | 10,724               | 329.55               | 329.55                          | 0.9        | 0                 | 0.00      |
| bbby                                | 075896100 | BED BATH & BEYOND            | 210      | 50.80     | 10,669     | 10,669                         | 57.97                | 12,174               | 1,504.76             | 1,504.76                        | 1.0        | 0                 | 0.00      |
| hd                                  | 437076102 | HOME DEPOT INC               | 554      | 25.46     | 14,105     | 14,105                         | 42.04                | 23,290               | 9,185.35             | 9,185.35                        | 2.0        | 643               | 2.76      |
|                                     |           |                              |          |           | 35,168     | 35,168                         |                      | 46,188               | 11,019.65            | 11,019.65                       | 3.9        | 643               | 1.39      |
|                                     |           |                              |          |           | 84,138     | 84,138                         |                      | 119,286              | 35,147.93            | 35,147.93                       | 10.1       | 2,407             | 2.02      |
| <b>Consumer Staples</b>             |           |                              |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| <b>Food &amp; Staples Retailing</b> |           |                              |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| cost                                | 221608105 | COSTCO WHOLESALE CORP NEW    | 217      | 64.40     | 13,975     | 13,975                         | 83.32                | 18,080               | 4,105.04             | 4,105.04                        | 1.5        | 208               | 1.15      |
| wmt                                 | 931142103 | WAL-MART STORES INC          | 466      | 52.20     | 24,324     | 24,324                         | 59.76                | 27,848               | 3,524.21             | 3,524.21                        | 2.4        | 680               | 2.44      |
| wag                                 | 931422109 | WALGREEN CO                  | 738      | 35.04     | 25,856     | 25,856                         | 33.06                | 24,398               | -1,457.61            | -1,457.61                       | 2.1        | 664               | 2.72      |
|                                     |           |                              |          |           | 64,155     | 64,155                         |                      | 70,327               | 6,171.65             | 6,171.65                        | 6.0        | 1,553             | 2.21      |
| <b>Food, Beverage &amp; Tobacco</b> |           |                              |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| ko                                  | 191216100 | COCA COLA CMN                | 521      | 64.46     | 33,585     | 33,585                         | 69.97                | 36,454               | 2,869.58             | 2,869.58                        | 3.1        | 979               | 2.69      |
| pep                                 | 713448108 | PEPSICO INC                  | 373      | 62.39     | 23,270     | 23,270                         | 66.35                | 24,749               | 1,478.06             | 1,478.06                        | 2.1        | 768               | 3.10      |
| pm                                  | 718172109 | PHILIP MORRIS INTL INC COM   | 827      | 49.87     | 41,244     | 41,244                         | 78.48                | 64,903               | 23,658.86            | 23,658.86                       | 5.5        | 2,564             | 3.95      |
| un                                  | 904784709 | UNILEVER N V NY SHS (NEW)ADR | 324      | 32.40     | 10,498     | 10,498                         | 34.37                | 11,136               | 637.55               | 637.55                          | 0.9        | 342               | 3.07      |
|                                     |           |                              |          |           | 108,598    | 108,598                        |                      | 137,242              | 28,644.04            | 28,644.04                       | 11.6       | 4,653             | 3.39      |

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**VALUATION REPORT**  
December 31, 2011

**SHIRLEY & DAVID TOOMIM FOUNDATION - EQUITY BALANCED ACCOUNT**

| Security Symbol                             | Cusip     | Security                   | Quantity | Unit Cost | Total Cost | Total Adjusted Cost (Adjusted) | Current Market Price | Current Market Value | Unrealized Gain/Loss | Unrealized Gain/Loss (Adjusted) | Pct Assets | Fst Annual Income | Div Yield |
|---------------------------------------------|-----------|----------------------------|----------|-----------|------------|--------------------------------|----------------------|----------------------|----------------------|---------------------------------|------------|-------------------|-----------|
| <b>Household &amp; Personal Products</b>    |           |                            |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| pg                                          | 742718109 | PROCTER & GAMBLE CO        | 196      | 61.54     | 12,063     | 12,063                         | 66.71                | 13,075               | 1,012.44             | 1,012.44                        | 1.1        | 412               | 3.15      |
|                                             |           |                            |          |           | 184,816    | 184,816                        |                      | 220,644              | 35,828.13            | 35,828.13                       | 18.7       | 6,618             | 3.00      |
| <b>Health Care</b>                          |           |                            |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| <b>Health Care Equipment &amp; Services</b> |           |                            |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| unh                                         | 91324p102 | UNITEDHEALTH GROUP INCCMN  | 342      | 48.53     | 16,599     | 16,599                         | 50.68                | 17,333               | 733.68               | 733.68                          | 1.5        | 222               | 1.28      |
| <b>Diversified Healthcare</b>               |           |                            |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| abt                                         | 002824100 | ABBOTT LABS                | 212      | 50.20     | 10,642     | 10,642                         | 56.23                | 11,921               | 1,278.90             | 1,278.90                        | 1.0        | 403               | 3.38      |
| jnj                                         | 478160104 | JOHNSON & JOHNSON          | 322      | 62.47     | 20,114     | 20,114                         | 65.58                | 21,117               | 1,002.55             | 1,002.55                        | 1.8        | 734               | 3.48      |
|                                             |           |                            |          |           | 30,756     | 30,756                         |                      | 33,038               | 2,281.44             | 2,281.44                        | 2.8        | 1,137             | 3.44      |
| <b>Ethical Drugs</b>                        |           |                            |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| bmy                                         | 110122108 | BRISTOL-MYERS SQUIBB CO    | 455      | 27.85     | 12,672     | 12,672                         | 35.24                | 16,034               | 3,362.07             | 3,362.07                        | 1.4        | 619               | 3.86      |
| mrk                                         | 58933105  | MERCK & CO INC SHS         | 344      | 32.60     | 11,214     | 11,214                         | 37.70                | 12,969               | 1,755.23             | 1,755.23                        | 1.1        | 578               | 4.46      |
| nus                                         | 66987109  | NOVARTIS AG-ADR            | 199      | 49.61     | 9,873      | 9,873                          | 57.17                | 11,377               | 1,503.95             | 1,503.95                        | 1.0        | 468               | 4.11      |
| pfe                                         | 717081103 | PFIZER INC                 | 610      | 17.34     | 10,575     | 10,575                         | 21.64                | 13,200               | 2,625.55             | 2,625.55                        | 1.1        | 537               | 4.07      |
|                                             |           |                            |          |           | 44,333     | 44,333                         |                      | 53,580               | 9,246.80             | 9,246.80                        | 4.5        | 2,201             | 4.11      |
| <b>Generic Drugs</b>                        |           |                            |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| wpi                                         | 942683103 | WATSON PHARMACEUTICALS INC | 154      | 68.71     | 10,581     | 10,581                         | 60.34                | 9,292                | -1,288.38            | -1,288.38                       | 0.8        | 0                 | 0.00      |
| <b>Biotechnology</b>                        |           |                            |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| celg                                        | 151020104 | CELGENE CORP COM           | 171      | 61.65     | 10,543     | 10,543                         | 67.60                | 11,560               | 1,017.10             | 1,017.10                        | 1.0        | 0                 | 0.00      |
|                                             |           |                            |          |           | 112,812    | 112,812                        |                      | 124,802              | 11,990.66            | 11,990.66                       | 10.6       | 3,560             | 2.85      |
| <b>Financials</b>                           |           |                            |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| <b>Financials</b>                           |           |                            |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| <b>Ranks</b>                                |           |                            |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| ntr                                         | 665859104 | NORTHERN TR CORP COM       | 308      | 34.99     | 10,775     | 10,775                         | 39.66                | 12,215               | 1,439.87             | 1,439.87                        | 1.0        | 345               | 2.82      |
| ush                                         | 902973304 | US BANCORP                 | 454      | 25.22     | 11,449     | 11,449                         | 27.05                | 12,281               | 831.42               | 831.42                          | 1.0        | 222               | 1.81      |
|                                             |           |                            |          |           | 22,225     | 22,225                         |                      | 24,496               | 2,271.29             | 2,271.29                        | 2.1        | 567               | 2.32      |
| <b>Diversified Financials</b>               |           |                            |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| jpm                                         | 46625h100 | JP MORGAN CHASE & CO       | 1,048    | 29.74     | 31,171     | 31,171                         | 33.25                | 34,846               | 3,674.95             | 3,674.95                        | 3.0        | 1,048             | 3.01      |

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|-------------------------------------------------------|-----------|--------------------------------|----------|-----------|------------|--------------------------------|----------------------|----------------------|---------------------------------|---------------------------------|------------|-------------------|-----------|
| <b>Insurance</b>                                      |           |                                |          |           |            |                                |                      |                      |                                 |                                 |            |                   |           |
| ch                                                    | 171232101 | CHUBB CORP                     | 199      | 54.09     | 10,764     | 10,764                         | 69.22                | 13,775               | 3,011.01                        | 3,011.01                        | 1.2        | 310               | 2.25      |
| <b>Credit Card Payment &amp; Processing</b>           |           |                                |          |           |            |                                |                      |                      |                                 |                                 |            |                   |           |
| asp                                                   | 025816109 | AMER EXPRESS COMPANY           | 522      | 42.77     | 22,327     | 22,327                         | 47.17                | 24,623               | 2,296.15                        | 2,296.15                        | 2.1        | 376               | 1.53      |
| ma                                                    | 576360104 | MASTERCARD INC CL A            | 120      | 313.34    | 37,601     | 37,601                         | 372.82               | 44,738               | 7,137.04                        | 7,137.04                        | 3.8        | 72                | 0.16      |
| v                                                     | 928266359 | VISA INC                       | 137      | 86.88     | 11,902     | 11,902                         | 101.53               | 13,910               | 2,007.35                        | 2,007.35                        | 1.2        | 121               | 0.87      |
|                                                       |           |                                |          |           | 71,830     | 71,830                         |                      | 83,271               | 11,440.54                       | 11,440.54                       | 7.1        | 568               | 0.68      |
| <b>Non-Classified</b>                                 |           |                                |          |           |            |                                |                      |                      |                                 |                                 |            |                   |           |
| ice                                                   | 45865v100 | INTERCONTINENTALEXCH<br>COM    | 87       | 119.93    | 10,434     | 10,434                         | 120.55               | 10,488               | 53.96                           | 53.96                           | 0.9        | 0                 | 0.00      |
|                                                       |           |                                |          |           | 146,424    | 146,424                        |                      | 166,875              | 20,451.75                       | 20,451.75                       | 14.2       | 2,494             | 1.49      |
| <b>Information Technology Software &amp; Services</b> |           |                                |          |           |            |                                |                      |                      |                                 |                                 |            |                   |           |
| goog                                                  | 38259p508 | GOOGLE INC CL A                | 74       | 554.64    | 41,043     | 41,043                         | 645.90               | 47,797               | 6,753.42                        | 6,753.42                        | 4.1        | 0                 | 0.00      |
| msft                                                  | 594918104 | MICROSOFT CORP                 | 1,251    | 25.92     | 32,432     | 32,432                         | 25.96                | 32,476               | 44.18                           | 44.18                           | 2.8        | 1,001             | 3.08      |
|                                                       |           |                                |          |           | 73,475     | 73,475                         |                      | 80,273               | 6,797.59                        | 6,797.59                        | 6.8        | 1,001             | 1.25      |
| <b>Technology Hardware &amp; Equipment</b>            |           |                                |          |           |            |                                |                      |                      |                                 |                                 |            |                   |           |
| appl                                                  | 037833100 | APPLE INC                      | 90       | 369.72    | 33,275     | 33,275                         | 405.00               | 36,450               | 3,175.10                        | 3,175.10                        | 3.1        | 0                 | 0.00      |
| cscs                                                  | 17275f102 | CISCO SYS INC                  | 1,605    | 17.51     | 28,104     | 28,104                         | 18.08                | 29,018               | 914.20                          | 914.20                          | 2.5        | 385               | 1.33      |
| cmc                                                   | 268648102 | LM C CORPORATION MASS          | 682      | 24.52     | 16,723     | 16,723                         | 21.54                | 14,690               | -2,032.91                       | -2,032.91                       | 1.2        | 0                 | 0.00      |
| ibm                                                   | 459200101 | INTL BUSINESS MACHINES<br>CORP | 264      | 162.69    | 42,949     | 42,949                         | 183.88               | 48,544               | 5,595.03                        | 5,595.03                        | 4.1        | 792               | 1.63      |
| qcom                                                  | 747525103 | QUALCOMM INC                   | 228      | 50.85     | 11,593     | 11,593                         | 54.70                | 12,472               | 878.47                          | 878.47                          | 1.1        | 205               | 1.65      |
|                                                       |           |                                |          |           | 132,645    | 132,645                        |                      | 141,175              | 8,529.89                        | 8,529.89                        | 12.0       | 1,382             | 0.98      |
| <b>Semiconductors &amp; Semiconductor Equipment</b>   |           |                                |          |           |            |                                |                      |                      |                                 |                                 |            |                   |           |
| intc                                                  | 458140100 | INTEL CORP                     | 835      | 20.15     | 16,826     | 16,826                         | 24.25                | 20,249               | 3,423.04                        | 3,423.04                        | 1.7        | 701               | 3.46      |
|                                                       |           |                                |          |           | 222,945    | 222,945                        |                      | 241,696              | 18,750.53                       | 18,750.53                       | 20.5       | 3,085             | 1.28      |
| <b>Telecommunication Services</b>                     |           |                                |          |           |            |                                |                      |                      |                                 |                                 |            |                   |           |
| t                                                     | 002066102 | AT&T CORP                      | 587      | 28.43     | 16,691     | 16,691                         | 30.24                | 17,751               | 1,060.01                        | 1,060.01                        | 1.5        | 1,033             | 5.82      |

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December 31, 2011

### SHIRLEY & DAVID TOOMIM FOUNDATION - EQUITY BALANCED ACCOUNT

| Security Symbol | Cusp     | Security                      | Quantity | Unit Cost | Total Cost | Total Adjusted Cost (Adjusted) | Current Market Price | Current Market Value | Unrealized Gain/Loss | Unrealized Gain/Loss (Adjusted) | Pct Assets | Est Annual Income | Div Yield |
|-----------------|----------|-------------------------------|----------|-----------|------------|--------------------------------|----------------------|----------------------|----------------------|---------------------------------|------------|-------------------|-----------|
| vz              | 92343104 | VERIZON COMMUNICATIONS<br>COM | 321      | 36.87     | 11,837     | 11,837                         | 40.12                | 12,879               | 1,041.70             | 1,041.70                        | 1.1        | 642               | 4.99      |
|                 |          |                               |          |           | 28,528     | 28,528                         |                      | 30,629               | 2,101.71             | 2,101.71                        | 2.6        | 1,675             | 5.47      |
|                 |          |                               |          |           | 28,528     | 28,528                         |                      | 30,629               | 2,101.71             | 2,101.71                        | 2.6        | 1,675             | 5.47      |
|                 |          |                               |          |           | 997,759    | 997,759                        |                      | 1,147,618            | 149,859.42           | 149,859.42                      | 97.4       | 25,425            | 2.22      |
| TOTAL           |          |                               |          |           | 1,028,969  | 1,028,969                      |                      | 1,178,828            | 149,859.42           | 149,859.42                      | 100.0      | 25,425            | 2.16      |

# AVALON

ADVISORS, LLC

AVALON ADVISORS, LLC  
717 TEXAS, SUITE 3000  
HOUSTON, TEXAS 77002  
PH 713-238-2050

## Avalon Advisors, LLC VALUATION REPORT

December 31, 2011

### SHIRLEY & DAVID TOOMIM FOUNDATION- EQUITY INCOME ACCOUNT

| Security<br>Symbol            | Cusip | Security             | Quantity | Unit<br>Cost | Total<br>Cost | Total Adjusted<br>Cost<br>(Adjusted) | Current<br>Market<br>Price | Current<br>Market<br>Value | Unrealized<br>Gain/Loss | Unrealized<br>Gain/Loss<br>(Adjusted) | Pct<br>Assets | Est<br>Annual<br>Income | Div<br>Yield |
|-------------------------------|-------|----------------------|----------|--------------|---------------|--------------------------------------|----------------------------|----------------------------|-------------------------|---------------------------------------|---------------|-------------------------|--------------|
| <b>CASH AND EQUIVALENTS</b>   |       |                      |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| Cash & Short-Term Instruments |       |                      |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| cash                          | Scash | U S DOLLAR           |          |              | 9,508         | 9,508                                |                            | 9,508                      |                         |                                       | 1.2           | 0                       | 0.00         |
|                               |       |                      |          |              | 9,508         | 9,508                                |                            | 9,508                      |                         |                                       | 1.2           | 0                       | 0.00         |
|                               |       |                      |          |              | 9,508         | 9,508                                |                            | 9,508                      |                         |                                       | 1.2           | 0                       | 0.00         |
| <b>COMMON STOCK</b>           |       |                      |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| <b>Energy</b>                 |       |                      |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| Energy                        | mmo   | 565849106            | 346      | 27.96        | 9,676         | 9,676                                | 29.27                      | 10,127                     | 451.74                  | 451.74                                | 1.3           | 208                     | 2.05         |
| <b>Integrated Oils</b>        |       |                      |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| Integrated Oils               | cvc   | 166764100            | 162      | 68.31        | 11,066        | 11,066                               | 106.40                     | 17,237                     | 6,170.40                | 6,170.40                              | 2.2           | 525                     | 3.05         |
|                               | cop   | 20825c104            | 338      | 74.17        | 25,070        | 25,070                               | 72.87                      | 24,630                     | -440.15                 | -440.15                               | 3.2           | 892                     | 3.62         |
|                               | rdsh  | 780259107            | 336      | 73.55        | 24,712        | 24,712                               | 76.01                      | 25,539                     | 827.13                  | 827.13                                | 3.3           | 1,129                   | 4.42         |
|                               |       | SPON ADR B           |          |              | 60,849        | 60,849                               |                            | 67,406                     | 6,557.38                | 6,557.38                              | 8.7           | 2,546                   | 3.78         |
|                               |       |                      |          |              | 70,525        | 70,525                               |                            | 77,534                     | 7,009.12                | 7,009.12                              | 10.0          | 2,754                   | 3.55         |
| <b>Materials</b>              |       |                      |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| Materials                     | dd    | 263534109            | 160      | 54.20        | 8,673         | 8,673                                | 45.78                      | 7,325                      | -1,347.76               | -1,347.76                             | 0.9           | 262                     | 3.58         |
|                               | ip    | 460146103            | 236      | 28.85        | 6,809         | 6,809                                | 29.60                      | 6,986                      | 176.55                  | 176.55                                | 0.9           | 248                     | 3.55         |
|                               |       | CO CMN               |          |              | 7,274         | 7,274                                | 29.95                      | 7,517                      | 243.22                  | 243.22                                | 1.0           | 251                     | 3.14         |
|                               | mwv   | 583334107            | 251      | 28.98        | 22,756        | 22,756                               |                            | 21,828                     | -927.99                 | -927.99                               | 2.8           | 761                     | 3.49         |
|                               |       | MEADWESTVACO CORP    |          |              | 22,756        | 22,756                               |                            | 21,828                     | -927.99                 | -927.99                               | 2.8           | 761                     | 3.49         |
| <b>Industrials</b>            |       |                      |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| Capital Goods                 | gs    | 369604103            | 961      | 16.53        | 15,882        | 15,882                               | 17.91                      | 17,212                     | 1,329.43                | 1,329.43                              | 2.2           | 653                     | 3.80         |
|                               | lmt   | 519830109            | 143      | 75.54        | 10,803        | 10,803                               | 80.90                      | 11,569                     | 766.02                  | 766.02                                | 1.5           | 572                     | 4.94         |
|                               |       | LOCKHEED MARTIN CORP |          |              | 26,685        | 26,685                               |                            | 28,780                     | 2,095.45                | 2,095.45                              | 3.7           | 1,225                   | 4.26         |
|                               |       |                      |          |              | 26,685        | 26,685                               |                            | 28,780                     | 2,095.45                | 2,095.45                              | 3.7           | 1,225                   | 4.26         |
| <b>Consumer Discretionary</b> |       |                      |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| Consumer Services             | med   | 580135101            | 167      | 55.94        | 9,342         | 9,342                                | 100.33                     | 16,755                     | 7,413.05                | 7,413.05                              | 2.2           | 468                     | 2.79         |
|                               |       | MCDONALDS CORP       |          |              | 9,342         | 9,342                                |                            | 16,755                     | 7,413.05                | 7,413.05                              | 2.2           | 468                     | 2.79         |

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## Avalon Advisors, LLC VALUATION REPORT December 31, 2011

### SHIRLEY & DAVID TOOMIM FOUNDATION- EQUITY INCOME ACCOUNT

| Security Symbol                            | Cusip      | Security                        | Quantity | Unit Cost | Total Cost | Total Adjusted Cost (Adjusted) | Current Market Price | Current Market Value | Unrealized Gain/Loss | Unrealized Gain/Loss (Adjusted) | Pct Assets | Est Annual Income | Div Yield |
|--------------------------------------------|------------|---------------------------------|----------|-----------|------------|--------------------------------|----------------------|----------------------|----------------------|---------------------------------|------------|-------------------|-----------|
| <b>Retailing</b>                           |            |                                 |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| gpc                                        | 372460105  | GENUINE PARTS CO                | 139      | 58.55     | 8,138      | 8,138                          | 61.20                | 8,507                | 369.02               | 369.02                          | 1.1        | 250               | 2.94      |
|                                            |            |                                 |          |           | 17,480     | 17,480                         |                      | 25,262               | 7,782.07             | 7,782.07                        | 3.3        | 718               | 2.84      |
| <b>Consumer Staples</b>                    |            |                                 |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| <b>Food &amp; Staples Retailing</b>        |            |                                 |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| syv                                        | 871829107  | SYSCO CORP                      | 195      | 28.02     | 5,464      | 5,464                          | 29.33                | 5,719                | 255.20               | 255.20                          | 0.7        | 211               | 3.68      |
| <b>Food, Beverage &amp; Tobacco</b>        |            |                                 |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| mo                                         | 0202094103 | ALTRIA GROUP INC                | 1,378    | 27.61     | 38,051     | 38,051                         | 29.65                | 40,858               | 2,806.85             | 2,806.85                        | 5.3        | 2,260             | 5.53      |
| ko                                         | 191216100  | COCA COLA CMN                   | 272      | 49.74     | 13,530     | 13,530                         | 69.97                | 19,032               | 5,501.96             | 5,501.96                        | 2.5        | 511               | 2.69      |
| deo                                        | 252430205  | DIAGEO PLC SPON ADR (NEW)       | 87       | 84.95     | 7,391      | 7,391                          | 87.42                | 7,606                | 214.90               | 214.90                          | 1.0        | 278               | 3.65      |
| dps                                        | 26138109   | DR PEPPER SNAPPLE GRP COM       | 177      | 37.43     | 6,625      | 6,625                          | 39.48                | 6,988                | 362.96               | 362.96                          | 0.9        | 227               | 3.24      |
| hinz                                       | 423074103  | HJ HEINZ CO                     | 261      | 53.99     | 14,092     | 14,092                         | 54.04                | 14,104               | 12.40                | 12.40                           | 1.8        | 501               | 3.55      |
| kft                                        | 50075h104  | KRAFT FOODS INC VA CL A         | 406      | 35.45     | 14,393     | 14,393                         | 37.36                | 15,168               | 774.97               | 774.97                          | 2.0        | 471               | 3.10      |
| pm                                         | 718172109  | PHILIP MORRIS INTL INC COM      | 354      | 33.47     | 11,850     | 11,850                         | 78.48                | 27,782               | 15,931.87            | 15,931.87                       | 3.6        | 1,097             | 3.95      |
| rai                                        | 761713106  | REYNOLDS AMERICAN INC COM       | 840      | 39.20     | 32,924     | 32,924                         | 41.42                | 34,793               | 1,868.50             | 1,868.50                        | 4.5        | 1,882             | 5.41      |
|                                            |            |                                 |          |           | 138,856    | 138,856                        |                      | 166,330              | 27,474.42            | 27,474.42                       | 21.5       | 7,226             | 4.34      |
| <b>Household &amp; Personal Products</b>   |            |                                 |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| kmb                                        | 494368103  | KIMBERLY CLARK                  | 146      | 70.49     | 10,291     | 10,291                         | 73.56                | 10,740               | 448.86               | 448.86                          | 1.4        | 409               | 3.81      |
| pg                                         | 742718109  | PROCTER & GAMBLE CO             | 193      | 64.80     | 12,506     | 12,506                         | 66.71                | 12,875               | 369.25               | 369.25                          | 1.7        | 405               | 3.15      |
|                                            |            |                                 |          |           | 22,797     | 22,797                         |                      | 23,615               | 818.11               | 818.11                          | 3.1        | 814               | 3.45      |
|                                            |            |                                 |          |           | 167,117    | 167,117                        |                      | 195,664              | 28,547.73            | 28,547.73                       | 25.3       | 8,251             | 4.22      |
| <b>Health Care</b>                         |            |                                 |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| <b>Pharmaceuticals &amp; Biotechnology</b> |            |                                 |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| lly                                        | 532457108  | ELI LILLY & CO                  | 336      | 38.34     | 12,881     | 12,881                         | 41.56                | 13,964               | 1,082.83             | 1,082.83                        | 1.8        | 659               | 4.72      |
| gsk                                        | 37753h105  | GLAXOSMITHKLINE PLC SPONSORED A | 266      | 45.03     | 11,979     | 11,979                         | 45.63                | 12,138               | 158.83               | 158.83                          | 1.6        | 587               | 4.83      |
|                                            |            |                                 |          |           | 24,860     | 24,860                         |                      | 26,102               | 1,241.66             | 1,241.66                        | 3.4        | 1,245             | 4.77      |
| <b>Ethical Drugs</b>                       |            |                                 |          |           |            |                                |                      |                      |                      |                                 |            |                   |           |
| bmy                                        | 110122108  | BRISTOL-MYERS SQUIBB CO         | 354      | 28.96     | 10,252     | 10,252                         | 35.24                | 12,475               | 2,223.34             | 2,223.34                        | 1.6        | 481               | 3.86      |
| mrk                                        | 58933y105  | MERCK & CO INC SHS              | 262      | 34.05     | 8,921      | 8,921                          | 37.70                | 9,877                | 956.27               | 956.27                          | 1.3        | 440               | 4.46      |
| pfc                                        | 717081103  | PFIZER INC                      | 807      | 19.04     | 15,362     | 15,362                         | 21.64                | 17,463               | 2,101.87             | 2,101.87                        | 2.3        | 710               | 4.07      |
|                                            |            |                                 |          |           | 34,534     | 34,534                         |                      | 39,816               | 5,281.48             | 5,281.48                        | 5.1        | 1,632             | 4.10      |
|                                            |            |                                 |          |           | 59,394     | 59,394                         |                      | 65,918               | 6,523.14             | 6,523.14                        | 8.5        | 2,877             | 4.36      |

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December 31, 2011

### SHIRLEY & DAVID TOOMIM FOUNDATION- EQUITY INCOME ACCOUNT

| Security<br>Symbol                                  | Cusip     | Quantity | Unit<br>Cost | Total<br>Cost | Total Adjusted<br>Cost<br>(Adjusted) | Current<br>Market<br>Price | Current<br>Market<br>Value | Unrealized<br>Gain/Loss | Unrealized<br>Gain/Loss<br>(Adjusted) | Pct<br>Assets | Est<br>Annual<br>Income | Div<br>Yield |
|-----------------------------------------------------|-----------|----------|--------------|---------------|--------------------------------------|----------------------------|----------------------------|-------------------------|---------------------------------------|---------------|-------------------------|--------------|
| <b>Financials</b>                                   |           |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| Banks                                               |           |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| vly                                                 | 919794107 | 505      | 12.33        | 6,228         | 6,228                                | 12.37                      | 6,247                      | 18.84                   | 18.84                                 | 0.8           | 348                     | 5.58         |
| <b>Diversified Financials</b>                       |           |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| jpm                                                 | 40625h100 | 213      | 29.18        | 6,215         | 6,215                                | 33.25                      | 7,082                      | 866.92                  | 866.92                                | 0.9           | 213                     | 3.01         |
| <b>Insurance</b>                                    |           |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| mnc                                                 | 571748102 | 261      | 31.02        | 8,096         | 8,096                                | 31.62                      | 8,253                      | 157.10                  | 157.10                                | 1.1           | 230                     | 2.78         |
| <b>Real Estate</b>                                  |           |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| eqr                                                 | 294761107 | 131      | 58.83        | 7,707         | 7,707                                | 57.01                      | 7,471                      | -235.90                 | -235.90                               | 1.0           | 297                     | 3.98         |
| hcp                                                 | 40414L109 | 432      | 40.17        | 17,354        | 17,354                               | 41.43                      | 17,898                     | 543.59                  | 543.59                                | 2.3           | 829                     | 4.63         |
| nnn                                                 | 637417106 | 289      | 25.98        | 7,508         | 7,508                                | 26.38                      | 7,624                      | 116.22                  | 116.22                                | 1.0           | 445                     | 5.84         |
| vt                                                  | 92276f100 | 181      | 56.12        | 10,157        | 10,157                               | 55.13                      | 9,979                      | -178.72                 | -178.72                               | 1.3           | 416                     | 4.17         |
| wti                                                 | 948741103 | 298      | 23.93        | 7,132         | 7,132                                | 21.82                      | 6,502                      | -629.58                 | -629.58                               | 0.8           | 328                     | 5.04         |
|                                                     |           |          |              | 49,858        | 49,858                               |                            | 49,473                     | -384.39                 | -384.39                               | 6.4           | 2,316                   | 4.68         |
|                                                     |           |          |              | 70,397        | 70,397                               |                            | 71,055                     | 658.47                  | 658.47                                | 9.2           | 3,107                   | 4.37         |
| <b>Information Technology</b>                       |           |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| Software & Services                                 |           |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| msft                                                | 594918104 | 415      | 27.32        | 11,338        | 11,338                               | 25.96                      | 10,773                     | -564.20                 | -564.20                               | 1.4           | 332                     | 3.08         |
| <b>Semiconductors &amp; Semiconductor Equipment</b> |           |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| intc                                                | 458140100 | 674      | 21.91        | 14,765        | 14,765                               | 24.25                      | 16,344                     | 1,579.14                | 1,579.14                              | 2.1           | 566                     | 3.46         |
|                                                     |           |          |              | 26,103        | 26,103                               |                            | 27,118                     | 1,014.94                | 1,014.94                              | 3.5           | 898                     | 3.31         |
| <b>Telecommunication Services</b>                   |           |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| Telecommunication Services                          |           |          |              |               |                                      |                            |                            |                         |                                       |               |                         |              |
| at                                                  | 00206g102 | 945      | 29.49        | 27,870        | 27,870                               | 30.24                      | 28,577                     | 706.71                  | 706.71                                | 3.7           | 1,663                   | 5.82         |
| vz                                                  | 92343v104 | 772      | 37.59        | 29,021        | 29,021                               | 40.12                      | 30,973                     | 1,951.80                | 1,951.80                              | 4.0           | 1,544                   | 4.99         |
| vod                                                 | 92857w209 | 353      | 28.23        | 9,965         | 9,965                                | 28.03                      | 9,895                      | -70.67                  | -70.67                                | 1.3           | 509                     | 5.15         |
|                                                     |           |          |              | 66,856        | 66,856                               |                            | 69,444                     | 2,587.84                | 2,587.84                              | 9.0           | 3,717                   | 5.35         |
|                                                     |           |          |              | 66,856        | 66,856                               |                            | 69,444                     | 2,587.84                | 2,587.84                              | 9.0           | 3,717                   | 5.35         |

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|--------------------------|-----------|----------------------------|----------|-----------|------------|--------------------------------|----------------------|----------------------|----------------------|---------------------------------|-------------|-------------------|----------|
| <b>Utilities</b>         |           |                            |          |           |            |                                |                      |                      |                      |                                 |             |                   |          |
| enp                      | 15189107  | CENTRPOINT ENERGY INCCMN   | 857      | 21.34     | 18,290     | 18,290                         | 20.09                | 17,217               | -1,072.71            | -1,072.71                       | 2.2         | 677               | 3.93     |
| ed                       | 209115104 | CONSOLIDATED EDISON COM    | 261      | 58.12     | 15,168     | 15,168                         | 62.03                | 16,190               | 1,021.35             | 1,021.35                        | 2.1         | 626               | 3.87     |
| d                        | 25746109  | DOMINION RES VA NEW COM    | 214      | 51.40     | 10,999     | 10,999                         | 53.08                | 11,359               | 360.50               | 360.50                          | 1.5         | 422               | 3.71     |
| duk                      | 26441c105 | DUKE ENERGY CORP NC NPV    | 695      | 20.48     | 14,234     | 14,234                         | 22.00                | 15,290               | 1,056.05             | 1,056.05                        | 2.0         | 695               | 4.55     |
| exc                      | 30161n101 | FAXFON CORP CMN            | 226      | 44.55     | 10,069     | 10,069                         | 43.37                | 9,802                | -267.58              | -267.58                         | 1.3         | 475               | 4.84     |
| pnw                      | 723484101 | PINNACLE WEST CAPITAL CORP | 155      | 46.45     | 7,199      | 7,199                          | 48.18                | 7,468                | 268.51               | 268.51                          | 1.0         | 325               | 4.36     |
| pgn                      | 743263105 | PROGRESS ENERGY INC COM    | 143      | 52.45     | 7,501      | 7,501                          | 56.02                | 8,011                | 510.04               | 510.04                          | 1.0         | 355               | 4.43     |
| scg                      | 80589m102 | SCANA CORP NEW COM         | 155      | 42.97     | 6,660      | 6,660                          | 45.06                | 6,984                | 324.31               | 324.31                          | 0.9         | 301               | 4.31     |
| so                       | 842587107 | SOUTHERN CO COM            | 331      | 43.30     | 14,332     | 14,332                         | 46.29                | 15,322               | 989.56               | 989.56                          | 2.0         | 626               | 4.08     |
| te                       | 872375100 | TECO ENERGY INC            | 357      | 18.82     | 6,720      | 6,720                          | 19.14                | 6,833                | 113.20               | 113.20                          | 0.9         | 307               | 4.49     |
|                          |           |                            |          |           | 111,172    | 111,172                        |                      | 114,476              | 3,303.23             | 3,303.23                        | 14.8        | 4,808             | 4.20     |
|                          |           |                            |          |           | 111,172    | 111,172                        |                      | 114,476              | 3,303.23             | 3,303.23                        | 14.8        | 4,808             | 4.20     |
| <b>Fixed Income ETFs</b> |           |                            |          |           |            |                                |                      |                      |                      |                                 |             |                   |          |
| ETFs - US Fixed Income   |           |                            |          |           |            |                                |                      |                      |                      |                                 |             |                   |          |
| lqd                      | 464287242 | ISIIARES IBOXX INVESTM     | 236      | 114.50    | 27,021     | 27,021                         | 113.76               | 26,847               | -173.65              | -173.65                         | 3.5         | 1,179             | 4.39     |
| hyg                      | 464288513 | GRADE BOND ETF             | 268      | 90.09     | 24,143     | 24,143                         | 89.43                | 23,967               | -175.94              | -175.94                         | 3.1         | 1,801             | 7.51     |
| pnf                      | 464288687 | ISHARES TR HIGH YLD CORP   | 460      | 37.70     | 17,343     | 17,343                         | 35.62                | 16,385               | -957.54              | -957.54                         | 2.1         | 1,144             | 6.98     |
|                          |           | ISHARES TR US PHD STK IDX  |          |           | 68,507     | 68,507                         |                      | 67,200               | -1,307.13            | -1,307.13                       | 8.7         | 4,123             | 6.14     |
|                          |           |                            |          |           | 68,507     | 68,507                         |                      | 67,200               | -1,307.13            | -1,307.13                       | 8.7         | 4,123             | 6.14     |
|                          |           |                            |          |           | 706,992    | 706,992                        |                      | 764,278              | 57,286.86            | 57,286.86                       | 98.8        | 33,240            | 4.35     |
|                          |           |                            |          |           | 716,499    | 716,499                        |                      | 773,786              | 57,286.86            | 57,286.86                       | 100.0       | 33,240            | 4.30     |
| <b>TOTAL</b>             |           |                            |          |           |            |                                |                      |                      |                      |                                 |             |                   |          |

# AVALON

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PH 713-238-2050

## Avalon Advisors, LLC REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open<br>Date | Close<br>Date | Quantity | Security                                           | Cost<br>Basis | Amort. or<br>Accretion | Proceeds   | Gain Or Loss |           |
|--------------|---------------|----------|----------------------------------------------------|---------------|------------------------|------------|--------------|-----------|
|              |               |          |                                                    |               |                        |            | Short Term   | Long Term |
| 11-10-09     | 01-10-11      | 20,000   | UNITED STATES TREAS<br>NTS                         | 20,543 753    | (61 414)               | 21,330 470 |              | 848 131   |
| 12-28-05     | 01-15-11      | 424      | 3 750% Due 11-15-18<br>FHLMC REMIC SERIES<br>R003  | 423 021       | 0 000                  | 424 480    |              | 1 459     |
| 06-22-09     | 01-15-11      | 820      | 5 125% Due 10-15-15<br>FHR 2530                    | 853 967       | 0 000                  | 819 890    |              | (34 077)  |
| 07-08-09     | 01-15-11      | 398      | 5 000% Due 11-15-17<br>FHLMC REMIC SERIES<br>2777  | 417 591       | 0 000                  | 398 180    |              | (19 411)  |
| 04-27-07     | 01-16-11      | 7,055    | 5 000% Due 04-15-15<br>GNMA REMIC TRUST<br>2004-78 | 6,850 041     | 0 000                  | 7,055 080  |              | 205 039   |
| 04-24-07     | 01-16-11      | 1,483    | 4 259% Due 10-16-21<br>GNMA REMIC TRUST<br>2005-9  | 1,452 884     | 0 000                  | 1,482 830  |              | 29 946    |
| 11-02-06     | 01-16-11      | 407      | 4 026% Due 05-16-22<br>GNR 2006-6 B                | 397 226       | 0 000                  | 407 020    |              | 9 794     |
| 12-09-05     | 01-16-11      | 508      | 4 439% Due 02-16-27<br>GNMA REMIC TRUST<br>2003-72 | 493 797       | 0 000                  | 507 760    |              | 13 963    |
| 10-28-05     | 01-16-11      | 272      | 4 355% Due 02-16-30<br>GNMA REMIC TRUST<br>2005-42 | 266 135       | 0 000                  | 271 780    |              | 5 645     |
| 01-11-05     | 01-25-11      | 123      | 4 045% Due 07-16-20<br>FNMA PASS-THRU ADJ<br>LIBOR | 124 003       | 0 000                  | 123 080    |              | (0 923)   |
| 05-03-10     | 01-25-11      | 1,266    | 2 447% Due 11-01-32<br>FNMA REMIC TRUST<br>2003-74 | 1,318 264     | 0 000                  | 1,266 230  | (52 034)     |           |
|              |               |          | 4 500% Due 08-25-18                                |               |                        |            |              |           |

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## Avalon Advisors, LLC REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open<br>Date | Close<br>Date | Quantity | Security                    | Cost<br>Basis | Amort. or<br>Accretion | Proceeds   | Gain Or Loss |           |
|--------------|---------------|----------|-----------------------------|---------------|------------------------|------------|--------------|-----------|
|              |               |          |                             |               |                        |            | Short Term   | Long Term |
| 12-28-05     | 02-15-11      | 319      | FHLMC REMIC SERIES<br>R003  | 318 143       | 0 000                  | 319 240    |              | 1 097     |
|              |               |          | 5 125% Due 10-15-15         |               |                        |            |              |           |
| 06-22-09     | 02-15-11      | 846      | FHR 2530                    | 881 464       | 0 000                  | 846 290    |              | (35 174)  |
|              |               |          | 5 000% Due 11-15-17         |               |                        |            |              |           |
| 07-08-09     | 02-15-11      | 400      | FHLMC REMIC SERIES<br>2777  | 419 332       | 0 000                  | 399 840    |              | (19 492)  |
|              |               |          | 5 000% Due 04-15-15         |               |                        |            |              |           |
| 04-27-07     | 02-16-11      | 17,232   | GNMA REMIC TRUST<br>2004-78 | 16,731 175    | 0 000                  | 17,231 980 |              | 500 805   |
|              |               |          | 4 259% Due 10-16-21         |               |                        |            |              |           |
| 04-24-07     | 02-16-11      | 1,982    | GNMA REMIC TRUST<br>2005-9  | 1,941 610     | 0 000                  | 1,981 630  |              | 40 020    |
|              |               |          | 4 026% Due 05-16-22         |               |                        |            |              |           |
| 11-02-06     | 02-16-11      | 2,321    | GNR 2006-6 B                | 2,265 317     | 0 000                  | 2,321 170  |              | 55 853    |
|              |               |          | 4 439% Due 02-16-27         |               |                        |            |              |           |
| 11-28-06     | 02-16-11      | 504      | GNMA REMIC TRUST<br>2006-19 | 498 842       | 0 000                  | 504 080    |              | 5 238     |
|              |               |          | 5 121% Due 12-16-46         |               |                        |            |              |           |
| 12-09-05     | 02-16-11      | 692      | GNMA REMIC TRUST<br>2003-72 | 672 562       | 0 000                  | 691 580    |              | 19 018    |
|              |               |          | 4 355% Due 02-16-30         |               |                        |            |              |           |
| 02-02-10     | 02-18-11      | 30,000   | FEDERAL NTAL MTG<br>ASSN    | 30,000 000    | 0 000                  | 30,000 000 |              | 0 000     |
|              |               |          | 3 050% Due 08-18-15         |               |                        |            |              |           |
| 01-11-05     | 02-25-11      | 6        | FNMA PASS-THRU ADJ<br>LIBOR | 6 166         | 0 000                  | 6 120      |              | (0 046)   |
|              |               |          | 2 447% Due 11-01-32         |               |                        |            |              |           |
| 05-03-10     | 02-25-11      | 813      | FNMA REMIC TRUST<br>2003-74 | 846 315       | 0 000                  | 812 910    | (33 405)     |           |
|              |               |          | 4 500% Due 08-25-18         |               |                        |            |              |           |

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## Avalon Advisors, LLC REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open<br>Date | Close<br>Date | Quantity | Security                                           | Cost<br>Basis | Amort. or<br>Accretion | Gain Or Loss |                      |
|--------------|---------------|----------|----------------------------------------------------|---------------|------------------------|--------------|----------------------|
|              |               |          |                                                    |               |                        | Proceeds     | Short Term Long Term |
| 05-05-10     | 03-02-11      | 45,000   | UNITED STATES TREAS<br>NTS                         | 45,341 016    | (36 623)               | 46,453 710   | 1,149 317            |
| 05-05-10     | 03-11-11      | 50,000   | 3 125% Due 04-30-17<br>UNITED STATES TREAS<br>NTS  | 50,378 907    | (41 925)               | 51,802 730   | 1,465 748            |
| 12-28-05     | 03-15-11      | 290      | 3 125% Due 04-30-17<br>FHLMC REMIC SERIES<br>R003  | 288 784       | 0 000                  | 289 780      | 0 996                |
| 06-22-09     | 03-15-11      | 619      | 5 125% Due 10-15-15<br>FHR 2530                    | 645 019       | 0 000                  | 619 280      | (25 739)             |
| 07-08-09     | 03-15-11      | 401      | 5 000% Due 11-15-17<br>FHLMC REMIC SERIES<br>2777  | 421 073       | 0 000                  | 401 500      | (19 573)             |
| 03-04-10     | 03-15-11      | 30,000   | 5 000% Due 04-15-15<br>FEDERAL HOME LN MTG<br>CORP | 29,887 500    | 19 517                 | 30,000 000   | 92 983               |
| 04-27-07     | 03-16-11      | 4 732    | 3 000% Due 09-15-15<br>GNMA REMIC TRUST<br>2004-78 | 4,594 932     | 0 000                  | 4,732 470    | 137 538              |
| 04-24-07     | 03-16-11      | 145      | 4 259% Due 10-16-21<br>GNMA REMIC TRUST<br>2005-9  | 142 434       | 0 000                  | 145 370      | 2 936                |
| 11-02-06     | 03-16-11      | 5,512    | 4 026% Due 05-16-22<br>GNR 2006-6 B                | 5,379 660     | 0 000                  | 5,512 300    | 132 640              |
| 11-28-06     | 03-16-11      | 409      | 4 439% Due 02-16-27<br>GNMA REMIC TRUST<br>2006-19 | 404 582       | 0 000                  | 408 830      | 4 248                |
| 12-09-05     | 03-16-11      | 89       | 5 121% Due 12-16-46<br>GNMA REMIC TRUST<br>2003-72 | 86 980        | 0 000                  | 89 440       | 2 460                |
|              |               |          | 4 355% Due 02-16-30                                |               |                        |              |                      |

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Avalon Advisors, LLC

## REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open Date | Close Date | Quantity | Security                                        | Cost Basis  | Amort. or Accretion | Proceeds    | Gain Or Loss |           |
|-----------|------------|----------|-------------------------------------------------|-------------|---------------------|-------------|--------------|-----------|
|           |            |          |                                                 |             |                     |             | Short Term   | Long Term |
| 11-12-08  | 03-17-11   | 15,000   | UNITED STATES TREAS NTS                         | 15,929,299  | (471,700)           | 15,960,940  |              | 503,341   |
| 11-20-07  | 03-17-11   | 15,000   | 3 625% Due 05-15-13<br>UNITED STATES TREAS NTS  | 15,013,476  | (7,843)             | 15,960,940  |              | 955,307   |
| 12-16-09  | 03-17-11   | 5,000    | 3 625% Due 05-15-13<br>UNITED STATES TREAS NTS  | 5,021,875   | (9,554)             | 5,070,120   |              | 57,799    |
| 01-11-05  | 03-25-11   | 6        | 1 375% Due 10-15-12<br>FNMA PASS-THRU ADJ LIBOR | 6,105       | 0,000               | 6,060       |              | (0,045)   |
| 05-03-10  | 03-25-11   | 593      | 2 447% Due 11-01-32<br>FNMA REMIC TRUST 2003-74 | 617,618     | 0,000               | 593,240     | (24,378)     |           |
| 08-31-10  | 04-04-11   | 5,000    | 4 500% Due 08-25-18<br>UNITED STATES TREAS NTS  | 5,175,391   | (29,300)            | 5,096,090   | (50,001)     |           |
| 11-20-07  | 04-04-11   | 10,000   | 1 875% Due 02-28-14<br>UNITED STATES TREAS NTS  | 10,008,984  | (5,311)             | 10,589,450  |              | 585,777   |
| 03-11-10  | 04-13-11   | 25,000   | 3 625% Due 05-15-13<br>UNITED STATES TREAS NTS  | 24,990,230  | 1,515               | 25,828,126  |              | 836,381   |
| 05-19-10  | 04-13-11   | 100,000  | 3 000% Due 08-31-16<br>UNITED STATES TREAS NTS  | 102,156,250 | (287,685)           | 103,312,504 | 1,443,939    |           |
| 12-28-05  | 04-15-11   | 210      | 3 000% Due 08-31-16<br>FHLMC REMIC SERIES R003  | 209,198     | 0,000               | 209,920     |              | 0,722     |
| 06-22-09  | 04-15-11   | 600      | 5 125% Due 10-15-15<br>FHR 2530                 | 624,479     | 0,000               | 599,560     |              | (24,919)  |
|           |            |          | 5 000% Due 11-15-17                             |             |                     |             |              |           |

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## Avalon Advisors, LLC REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open<br>Date | Close<br>Date | Quantity | Security                                           | Cost<br>Basis | Amort. or<br>Accretion | Proceeds   | Gain Or Loss |           |
|--------------|---------------|----------|----------------------------------------------------|---------------|------------------------|------------|--------------|-----------|
|              |               |          |                                                    |               |                        |            | Short Term   | Long Term |
| 07-08-09     | 04-15-11      | 403      | FHLMC REMIC SERIES<br>2777                         | 422 835       | 0 000                  | 403 180    |              | (19 655)  |
| 04-27-07     | 04-16-11      | 9,129    | 5 000% Due 04-15-15<br>GNMA REMIC TRUST<br>2004-78 | 8,864 106     | 0 000                  | 9,129 430  |              | 265 324   |
| 04-24-07     | 04-16-11      | 146      | 4 259% Due 10-16-21<br>GNMA REMIC TRUST<br>2005-9  | 143 051       | 0 000                  | 146 000    |              | 2 949     |
| 11-02-06     | 04-16-11      | 11,760   | 4 026% Due 05-16-22<br>GNR 2006-6 B                | 11,476 547    | 0 000                  | 11,759 510 |              | 282 963   |
| 11-28-06     | 04-16-11      | 652      | 4 439% Due 02-16-27<br>GNMA REMIC TRUST<br>2006-19 | 644 780       | 0 000                  | 651 550    |              | 6 770     |
| 12-09-05     | 04-16-11      | 862      | 5 121% Due 12-16-46<br>GNMA REMIC TRUST<br>2003-72 | 838 704       | 0 000                  | 862 420    |              | 23 716    |
| 01-11-05     | 04-25-11      | 7        | 4 355% Due 02-16-30<br>FNMA PASS-THRU ADJ<br>LIBOR | 7 294         | 0 000                  | 7 240      |              | (0 054)   |
| 05-03-10     | 04-25-11      | 793      | 2 447% Due 11-01-32<br>FNMA REMIC TRUST<br>2003-74 | 825 775       | 0 000                  | 793 180    | (32 595)     |           |
| 03-01-11     | 04-25-11      | 1,064    | 4 500% Due 08-25-18<br>FNR 2011-5 UE               | 1,069 269     | 0 000                  | 1,064 280  | (4 989)      |           |
| 12-28-05     | 05-15-11      | 208      | 2 500% Due 02-25-21<br>FHLMC REMIC SERIES<br>R003  | 207 604       | 0 000                  | 208 320    |              | 0 716     |
| 06-22-09     | 05-15-11      | 599      | 5 125% Due 10-15-15<br>FHR 2530                    | 624 208       | 0 000                  | 599 300    |              | (24 908)  |
| 07-08-09     | 05-15-11      | 405      | 5 000% Due 11-15-17<br>FHLMC REMIC SERIES<br>2777  | 424 597       | 0 000                  | 404 860    |              | (19 737)  |
|              |               |          | 5 000% Due 04-15-15                                |               |                        |            |              |           |

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## Avalon Advisors, LLC REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open<br>Date | Close<br>Date | Quantity | Security                                           | Cost<br>Basis | Amort or<br>Accretion | Proceeds   | Gain Or Loss |           |
|--------------|---------------|----------|----------------------------------------------------|---------------|-----------------------|------------|--------------|-----------|
|              |               |          |                                                    |               |                       |            | Short Term   | Long Term |
| 04-24-07     | 05-16-11      | 2,213    | GNMA REMIC TRUST<br>2005-9                         | 2,167,916     | 0.000                 | 2,212,600  |              | 44,684    |
| 11-28-06     | 05-16-11      | 222      | 4.026% Due 05-16-22<br>GNMA REMIC TRUST<br>2006-19 | 219,297       | 0.000                 | 221,600    |              | 2,303     |
| 12-09-05     | 05-16-11      | 638      | 5.121% Due 12-16-46<br>GNMA REMIC TRUST<br>2003-72 | 620,552       | 0.000                 | 638,100    |              | 17,548    |
| 12-20-10     | 05-23-11      | 75,000   | 4.355% Due 02-16-30<br>FEDERAL HOME LOAN<br>BANKS  | 74,739,000    | 65,385                | 75,000,000 | 195,615      |           |
| 01-11-05     | 05-25-11      | 7        | 0.500% Due 08-23-12<br>FNMA PASS-THRU ADJ<br>LIBOR | 7,012         | 0.000                 | 6,960      |              | (0,052)   |
| 05-03-10     | 05-25-11      | 582      | 2.447% Due 11-01-32<br>FNMA REMIC TRUST<br>2003-74 | 605,604       | 0.000                 | 581,700    |              | (23,904)  |
| 03-01-11     | 05-25-11      | 757      | 4.500% Due 08-25-18<br>FNR 2011-5 UE               | 760,589       | 0.000                 | 757,040    | (3,549)      |           |
| 12-28-05     | 06-15-11      | 184      | 2.500% Due 02-25-21<br>FHLMC REMIC SERIES<br>R003  | 183,477       | 0.000                 | 184,110    |              | 0,633     |
| 06-22-09     | 06-15-11      | 603      | 5.125% Due 10-15-15<br>FHR 2530                    | 628,343       | 0.000                 | 603,270    |              | (25,073)  |
| 07-08-09     | 06-15-11      | 407      | 5.000% Due 11-15-17<br>FHLMC REMIC SERIES<br>2777  | 426,359       | 0.000                 | 406,540    |              | (19,819)  |
| 04-28-11     | 06-15-11      | 983      | 5.000% Due 04-15-15<br>FHR 2877 HQ                 | 1,003,101     | 0.000                 | 982,830    | (20,271)     |           |
| 11-28-06     | 06-16-11      | 348      | 4.250% Due 10-15-14<br>GNMA REMIC TRUST<br>2006-19 | 344,018       | 0.000                 | 347,630    |              | 3,612     |
|              |               |          | 5.121% Due 12-16-46                                |               |                       |            |              |           |

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Avalon Advisors, LLC

## REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open<br>Date | Close<br>Date | Quantity | Security                                                  | Cost<br>Basis | Amort. or<br>Accretion | Proceeds   | Gain Or Loss |           |
|--------------|---------------|----------|-----------------------------------------------------------|---------------|------------------------|------------|--------------|-----------|
|              |               |          |                                                           |               |                        |            | Short Term   | Long Term |
| 12-09-05     | 06-16-11      | 39       | GNMA REMIC TRUST<br>2003-72                               | 38 122        | 0 000                  | 39 200     |              | 1 078     |
| 04-30-10     | 06-22-11      | 12,000   | + 355% Due 02-16-30<br>UNITED STATES TREAS<br>NTS         | 11,858 437    | 25 178                 | 12,666 090 |              | 782 475   |
| 08-31-10     | 06-24-11      | 50 000   | 2 625% Due 04-30-16<br>UNITED STATES TREAS<br>NTS         | 51,753 907    | (403 257)              | 51 853 520 | 502 870      |           |
| 01-11-05     | 06-25-11      | 7        | 1 875% Due 02-28-14<br>FNMA PASS-THRU ADJ<br>LIBOR        | 6 710         | 0 000                  | 6 660      |              | (0 050)   |
| 05-03-10     | 06-25-11      | 595      | 2 447% Due 11-01-32<br>FNMA REMIC TRUST<br>2003-74        | 619 503       | 0 000                  | 595 050    |              | (24 453)  |
| 03-01-11     | 06-25-11      | 885      | 4 500% Due 08-25-18<br>FNR 2011-5 UE                      | 889 158       | 0 000                  | 885 010    | (4 148)      |           |
| 06-22-11     | 07-15-11      | 1,258    | 2 500% Due 02-25-21<br>FHLMC REMIC TRUST<br>3864          | 1,277 837     | 0 000                  | 1,258 230  | (19 607)     |           |
| 06-21-11     | 07-15-11      | 361      | 2 000% Due 08-15-18<br>FHLMC REMIC TRUST<br>3864          | 374 901       | 0 000                  | 360 590    | (14 311)     |           |
| 12-28-05     | 07-15-11      | 186      | 3 500% Due 05-15-26<br>FHLMC REMIC SERIES<br>R003         | 185 430       | 0 000                  | 186 070    |              | 0 640     |
| 06-22-09     | 07-15-11      | 466      | 5 125% Due 10-15-15<br>FHR 2530                           | 485 754       | 0 000                  | 466 370    |              | (19 384)  |
| 07-08-09     | 07-15-11      | 408      | 5 000% Due 11-15-17<br>FHLMC REMIC SERIES<br>2777         | 428 142       | 0 000                  | 408 240    |              | (19 902)  |
| 04-28-11     | 07-15-11      | 1,237    | 5 000% Due 04-15-15<br>FHR 2877 HQ<br>+ 250% Due 10-15-14 | 1,262 095     | 0 000                  | 1,236 590  | (25 505)     |           |

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## Avalon Advisors, LLC REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open<br>Date | Close<br>Date | Quantity | Security                                           | Cost<br>Basis | Amort. or<br>Accretion | Proceeds   | Gain Or Loss |           |
|--------------|---------------|----------|----------------------------------------------------|---------------|------------------------|------------|--------------|-----------|
|              |               |          |                                                    |               |                        |            | Short Term   | Long Term |
| 11-28-06     | 07-16-11      | 171      | GNMA REMIC TRUST<br>2006-19                        | 169 094       | 0 000                  | 170 870    |              | 1 776     |
| 12-09-05     | 07-16-11      | 567      | 5 121% Due 12-16-46<br>GNMA REMIC TRUST<br>2003-72 | 551 602       | 0 000                  | 567 200    |              | 15 598    |
| 08-31-10     | 07-20-11      | 50 000   | 4 355% Due 02-16-30<br>UNITED STATES TREAS<br>NTS  | 51,753 907    | (438 692)              | 51,740 230 | 425 015      |           |
| 01-11-05     | 07-25-11      | 6        | 1 875% Due 02-28-14<br>FNMA PASS-THRU ADJ<br>LIBOR | 6 226         | 0 000                  | 6 180      |              | (0 046)   |
| 05-03-10     | 07-25-11      | 623      | 2 447% Due 11-01-32<br>FNMA REMIC TRUST<br>2003-74 | 648 435       | 0 000                  | 622 840    |              | (25 595)  |
| 03-01-11     | 07-25-11      | 1,378    | 4 500% Due 08-25-18<br>FNR 2011-5 UE               | 1,384 248     | 0 000                  | 1,377 790  | (6 458)      |           |
| 05-05-10     | 07-28-11      | 55,000   | 2 500% Due 02-25-21<br>UNITED STATES TREAS<br>NTS  | 55,416 797    | (67 178)               | 59,043 360 |              | 3,693 740 |
| 04-30-10     | 07-28-11      | 53,000   | 3 125% Due 04-30-17<br>UNITED STATES TREAS<br>NTS  | 52,374 765    | 120 949                | 56,018 510 |              | 3,522 796 |
| 08-19-10     | 07-28-11      | 10,000   | 2 625% Due 04-30-16<br>UNITED STATES TREAS<br>NTS  | 10,604 688    | (141 557)              | 10,581 640 | 118 509      |           |
| 06-22-11     | 08-15-11      | 1,193    | 2 625% Due 07-31-14<br>FHLMC REMIC TRUST<br>3864   | 1,211 935     | 0 000                  | 1,193 340  | (18 595)     |           |
| 06-21-11     | 08-15-11      | 371      | 2 000% Due 08-15-18<br>FHLMC REMIC TRUST<br>3864   | 385 589       | 0 000                  | 370 870    | (14 719)     |           |
|              |               |          | 3 500% Due 05-15-26                                |               |                        |            |              |           |

# AVALON

ADVISORS, LLC

AVALON ADVISORS, LLC  
717 TEXAS, SUITE 3000  
HOUSTON, TEXAS 77002  
PH 713-238-2050

## Avalon Advisors, LLC REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open<br>Date | Close<br>Date | Quantity | Security                                     | Cost<br>Basis | Amort. or<br>Accretion | Gain Or Loss |                      |
|--------------|---------------|----------|----------------------------------------------|---------------|------------------------|--------------|----------------------|
|              |               |          |                                              |               |                        | Proceeds     | Short Term Long Term |
| 12-28-05     | 08-15-11      | 203      | FHLMC REMIC SERIES<br>R003                   | 202 531       | 0 000                  | 203 230      | 0 699                |
|              |               |          | 5 125% Due 10-15-15                          |               |                        |              |                      |
| 06-22-09     | 08-15-11      | 525      | FHR 2530                                     | 546 654       | 0 000                  | 524 840      | (21 814)             |
|              |               |          | 5 000% Due 11-15-17                          |               |                        |              |                      |
| 07-08-09     | 08-15-11      | 410      | FHLMC REMIC SERIES<br>2777                   | 429 925       | 0 000                  | 409 940      | (19 985)             |
|              |               |          | 5 000% Due 04-15-15                          |               |                        |              |                      |
| 04-28-11     | 08-15-11      | 4,233    | FHR 2877 HQ                                  | 4,320 530     | 0 000                  | 4,233 220    | (87 310)             |
|              |               |          | 4 250% Due 10-15-14                          |               |                        |              |                      |
| 11-28-06     | 08-16-11      | 359      | GNMA REMIC TRUST<br>2006-19                  | 354 824       | 0 000                  | 358 550      | 3 726                |
|              |               |          | 5 121% Due 12-16-46                          |               |                        |              |                      |
| 12-09-05     | 08-16-11      | 530      | GNMA REMIC TRUST<br>2003-72                  | 515 250       | 0 000                  | 529 820      | 14 570               |
|              |               |          | 4 355% Due 02-16-30                          |               |                        |              |                      |
| 04-01-11     | 08-23-11      | 60,000   | NORTH TEX TWY AUTH<br>REV                    | 60,000 000    | 0 000                  | 61,437 000   | 1,437 000            |
|              |               |          | 2 306% Due 09-01-13                          |               |                        |              |                      |
| 12-16-10     | 08-23-11      | 60,000   | PENNSYLVANIA ST<br>GO BDS                    | 59,749 200    | 12 831                 | 66,120 000   | 6,357 969            |
|              |               |          | 4 550% Due 07-15-21                          |               |                        |              |                      |
| 02-10-10     | 08-23-11      | 35,000   | UTAH ST<br>RECAPITALIZATION REV<br>TAXABLE R | 35,000 000    | 0 000                  | 36,397 900   | 1,397 900            |
|              |               |          | 2 570% Due 07-01-14                          |               |                        |              |                      |
| 01-11-05     | 08-25-11      | 6        | FNMA PASS-THRU ADJ<br>LIBOR                  | 6 257         | 0 000                  | 6 210        | (0 047)              |
|              |               |          | 2 447% Due 11-01-32                          |               |                        |              |                      |
| 05-03-10     | 08-25-11      | 561      | FNMA REMIC TRUST<br>2003-74                  | 583 814       | 0 000                  | 560 770      | (23 044)             |
|              |               |          | 4 500% Due 08-25-18                          |               |                        |              |                      |

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## Avalon Advisors, LLC REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open Date | Close Date | Quantity | Security                                                              | Cost Basis | Amort. or Accretion | Gain Or Loss |                      |
|-----------|------------|----------|-----------------------------------------------------------------------|------------|---------------------|--------------|----------------------|
|           |            |          |                                                                       |            |                     | Proceeds     | Short Term Long Term |
| 03-01-11  | 08-25-11   | 1,213    | FNR 2011-5 UE                                                         | 1,218 686  | 0 000               | 1 213 000    | (5 686)              |
| 03-11-11  | 08-30-11   | 45,000   | 2 500% Due 02-25-21<br>IMPERIAL IRR DIST<br>CALIF REV CT TAXABLE<br>C | 51,584 400 | (446 517)           | 52,818 750   | 1,680 867            |
| 06-22-11  | 09-15-11   | 1,233    | 5 840% Due 07-01-27<br>FHLMC REMIC TRUST<br>3864                      | 1,252 701  | 0 000               | 1,233 480    | (19 221)             |
| 06-21-11  | 09-15-11   | 381      | 2 000% Due 08-15-18<br>FHLMC REMIC TRUST<br>3864                      | 396 111    | 0 000               | 380 990      | (15 121)             |
| 06-22-09  | 09-15-11   | 576      | 3 500% Due 05-15-26<br>FHR 2530                                       | 600 409    | 0 000               | 576 450      | (23 959)             |
| 07-08-09  | 09-15-11   | 412      | 5 000% Due 11-15-17<br>FHLMC REMIC SERIES<br>2777                     | 431 718    | 0 000               | 411 650      | (20 068)             |
| 04-28-11  | 09-15-11   | 4,096    | 5 000% Due 04-15-15<br>FHR 2877 HQ                                    | 4,180 949  | 0 000               | 4,096 460    | (84 489)             |
| 12-28-05  | 09-15-11   | 139      | 4 250% Due 10-15-14<br>FHLMC REMIC SERIES<br>R003                     | 138 781    | 0 000               | 139 340      | 0 559                |
| 11-28-06  | 09-16-11   | 245      | 5 125% Due 10-15-15<br>GNMA REMIC TRUST<br>2006-19                    | 241 989    | 0 000               | 244 530      | 2 541                |
| 12-09-05  | 09-16-11   | 37       | 5 121% Due 12-16-46<br>GNMA REMIC TRUST<br>2003-72                    | 36 313     | 0 000               | 37 340       | 1 027                |
| 01-11-05  | 09-25-11   | 6        | 4 355% Due 02-16-30<br>FNMA PASS-THRU ADJ<br>LIBOR                    | 6 307      | 0 000               | 6 260        | (0 047)              |
|           |            |          | 2 447% Due 11-01-32                                                   |            |                     |              |                      |

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## Avalon Advisors, LLC REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open<br>Date | Close<br>Date | Quantity | Security                      | Cost<br>Basis | Amort. or<br>Accretion | Proceeds  | Gain Or Loss |           |
|--------------|---------------|----------|-------------------------------|---------------|------------------------|-----------|--------------|-----------|
|              |               |          |                               |               |                        |           | Short Term   | Long Term |
| 05-03-10     | 09-25-11      | 786      | FNMA REMIC TRUST<br>2003-74   | 818 300       | 0 000                  | 786 000   |              | (32 300)  |
|              |               |          | 4 500% Due 08-25-18           |               |                        |           |              |           |
| 03-01-11     | 09-25-11      | 968      | FNR 2011-5 UE                 | 972 829       | 0 000                  | 968 290   | (4 539)      |           |
|              |               |          | 2 500% Due 02-25-21           |               |                        |           |              |           |
| 07-27-11     | 09-25-11      | 1,225    | FNMA PASS-THRU LNG<br>30 YEAR | 1,309 623     | 0 000                  | 1,225 020 | (84 603)     |           |
|              |               |          | 5 000% Due 11-01-35           |               |                        |           |              |           |
| 06-22-11     | 10-01-11      | 1,296    | FHLMC REMIC TRUST<br>3864     | 1,316 022     | 0 000                  | 1,295 830 | (20 192)     |           |
|              |               |          | 2 000% Due 08-15-18           |               |                        |           |              |           |
| 06-21-11     | 10-01-11      | 391      | FHLMC REMIC TRUST<br>3864     | 406 455       | 0 000                  | 390 940   | (15 515)     |           |
|              |               |          | 3 500% Due 05-15-26           |               |                        |           |              |           |
| 01-11-05     | 10-01-11      | 6        | FNMA PASS-THRU ADJ<br>LIBOR   | 6 035         | 0 000                  | 5 990     |              | (0 045)   |
|              |               |          | 2 447% Due 11-01-32           |               |                        |           |              |           |
| 05-03-10     | 10-01-11      | 561      | FNMA REMIC TRUST<br>2003-74   | 583 689       | 0 000                  | 560 630   |              | (23 039)  |
|              |               |          | 4 500% Due 08-25-18           |               |                        |           |              |           |
| 06-22-09     | 10-01-11      | 472      | FHR 2530                      | 491 451       | 0 000                  | 471 840   |              | (19 611)  |
|              |               |          | 5 000% Due 11-15-17           |               |                        |           |              |           |
| 07-08-09     | 10-01-11      | 413      | FHLMC REMIC SERIES<br>2777    | 433 511       | 0 000                  | 413 360   |              | (20 151)  |
|              |               |          | 5 000% Due 04-15-15           |               |                        |           |              |           |
| 04-28-11     | 10-01-11      | 3,663    | FHR 2877 HQ                   | 3,738 243     | 0 000                  | 3,662 700 | (75 543)     |           |
|              |               |          | 4 250% Due 10-15-14           |               |                        |           |              |           |
| 03-01-11     | 10-01-11      | 1,139    | FNR 2011-5 UE                 | 1,144 450     | 0 000                  | 1,139 110 | (5 340)      |           |
|              |               |          | 2 500% Due 02-25-21           |               |                        |           |              |           |
| 07-27-11     | 10-01-11      | 1,243    | FNMA PASS-THRU LNG<br>30 YEAR | 1,328 834     | 0 000                  | 1 242 990 | (85 844)     |           |
|              |               |          | 5 000% Due 11-01-35           |               |                        |           |              |           |

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Avalon Advisors, LLC

## REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open Date | Close Date | Quantity | Security                                                 | Cost Basis  | Amort. or Accretion | Proceeds    | Gain Or Loss |           |
|-----------|------------|----------|----------------------------------------------------------|-------------|---------------------|-------------|--------------|-----------|
|           |            |          |                                                          |             |                     |             | Short Term   | Long Term |
| 11-28-06  | 10-01-11   | 910      | GNMA REMIC TRUST<br>2006-19<br>5.121% Due 12-16-46       | 900 505     | 0 000               | 909 960     |              | 9 455     |
| 12-09-05  | 10-01-11   | 37       | GNMA REMIC TRUST<br>2003-72<br>4.355% Due 02-16-30       | 36 469      | 0 000               | 37 500      |              | 1 031     |
| 03-09-11  | 10-05-11   | 60 000   | TEXAS A & M UNIV<br>REVS FING SYS<br>5.000% Due 05-15-17 | 65,136 600  | (1,340 572)         | 64,026 000  | 229 972      |           |
| 07-14-11  | 10-06-11   | 60,000   | NEW YORK ST DORM<br>AUTH ST PERS<br>1.128% Due 03-15-14  | 60,000 000  | 0 000               | 60,000 000  | 0 000        |           |
| 04-29-11  | 10-28-11   | 50,000   | FEDERAL HOME LOAN<br>BANKS<br>2.750% Due 10-28-15        | 50,000 000  | 0 000               | 50,000 000  | 0 000        |           |
| 08-31-10  | 10-31-11   | 150,000  | UNITED STATES TREAS<br>NTS<br>1.875% Due 02-28-14        | 155,261 720 | (1,737 848)         | 155,378 900 |              | 1,855 028 |
| 06-22-11  | 11-15-11   | 1,326    | FHLMC REMIC TRUST<br>3864<br>2.000% Due 08-15-18         | 1,347 018   | 0 000               | 1,326 350   | (20 668)     |           |
| 06-21-11  | 11-15-11   | 401      | FHLMC REMIC TRUST<br>3864<br>3.500% Due 05-15-26         | 416 613     | 0 000               | 400 710     | (15 903)     |           |
| 06-22-09  | 11-15-11   | 823      | FHR 2530<br>5.000% Due 11-15-17                          | 857 477     | 0 000               | 823 260     |              | (34 217)  |
| 07-08-09  | 11-15-11   | 415      | FHLMC REMIC SERIES<br>2777<br>5.000% Due 04-15-15        | 435 315     | 0 000               | 415 080     |              | (20 235)  |
| 04-28-11  | 11-15-11   | 4,613    | FHR 2877 HQ<br>4.250% Due 10-15-14                       | 4,707 929   | 0 000               | 4,612 790   | (95 139)     |           |

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PH 713-238-2050

## Avalon Advisors, LLC REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open<br>Date | Close<br>Date | Quantity | Security                                           | Cost<br>Basis | Amort. or<br>Accretion | Proceeds   | Gain Or Loss |           |
|--------------|---------------|----------|----------------------------------------------------|---------------|------------------------|------------|--------------|-----------|
|              |               |          |                                                    |               |                        |            | Short Term   | Long Term |
| 11-28-06     | 11-16-11      | 850      | GNMA REMIC TRUST<br>2006-19<br>5 121% Due 12-16-46 | 841 049       | 0 000                  | 849 880    |              | 8 831     |
| 12-09-05     | 11-16-11      | 38       | GNMA REMIC TRUST<br>2003-72<br>4 355% Due 02-16-30 | 36 634        | 0 000                  | 37 670     |              | 1 036     |
| 01-11-05     | 11-25-11      | 6        | FNMA PASS-THRU ADJ<br>LIBOR                        | 6 045         | 0 000                  | 6 000      |              | (0 045)   |
| 05-03-10     | 11-25-11      | 810      | FNMA REMIC TRUST<br>2003-74<br>4 500% Due 08-25-18 | 843 577       | 0 000                  | 810 280    |              | (33 297)  |
| 03-01-11     | 11-25-11      | 993      | FNR 2011-5 UE                                      | 997 243       | 0 000                  | 992 590    | (4 653)      |           |
| 07-27-11     | 11-25-11      | 1,457    | FNMA PASS-THRU LNG<br>30 YEAR                      | 1,557 229     | 0 000                  | 1,456 630  | (100 599)    |           |
| 10-20-10     | 12-02-11      | 45,000   | KING CNTY WASH SCH<br>DIST NO 001 LTD GO BD        | 45,135 000    | (21 268)               | 46,179 900 |              | 1,066 168 |
| 06-08-11     | 12-02-11      | 60,000   | FEDERAL NATL MTG<br>ASSN                           | 60,148 800    | (65 236)               | 60,192 000 | 108 436      |           |
| 06-22-11     | 12-15-11      | 1,379    | FHLMC REMIC TRUST<br>3864                          | 1,400 062     | 0 000                  | 1,378 580  | (21 482)     |           |
| 06-21-11     | 12-15-11      | 410      | FHLMC REMIC TRUST<br>3864                          | 426 584       | 0 000                  | 410 300    | (16 284)     |           |
| 06-22-09     | 12-15-11      | 561      | FHR 2530                                           | 584 764       | 0 000                  | 561 430    |              | (23 334)  |
|              |               |          | 5 000% Due 11-15-17                                |               |                        |            |              |           |

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## Avalon Advisors, LLC

### REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open<br>Date             | Close<br>Date | Quantity   | Security                                             | Cost<br>Basis | Amort. or<br>Accretion | Proceeds      | Gain Or Loss |            |
|--------------------------|---------------|------------|------------------------------------------------------|---------------|------------------------|---------------|--------------|------------|
|                          |               |            |                                                      |               |                        |               | Short Term   | Long Term  |
| 07-08-09                 | 12-15-11      | 417        | FHLMC REMIC SERIES<br>2777                           | 437 130       | 0 000                  | 416 810       |              | (20 320)   |
| 04-28-11                 | 12-15-11      | 5,023      | 5 000% Due 04-15-15<br>FHR 2877 HQ                   | 5,126 181     | 0 000                  | 5,022 590     | (103 591)    |            |
| 11-28-06                 | 12-16-11      | 32         | 4 250% Due 10-15-14<br>GNMA REMIC TRUST<br>2006-19   | 32 053        | 0 000                  | 32 390        |              | 0 337      |
| 12-09-05                 | 12-16-11      | 192        | 5 121% Due 12-16-46<br>GNMA REMIC TRUST<br>2003-72   | 186 652       | 0 000                  | 191 930       |              | 5 278      |
| 01-11-05                 | 12-25-11      | 6          | 4 355% Due 02-16-30<br>FNMA PASS-THRU ADJ<br>LIBOR   | 5 682         | 0 000                  | 5 640         | (0 042)      |            |
| 05-03-10                 | 12-25-11      | 716        | 2 447% Due 11-01-32<br>FNMA REMIC TRUST<br>2003-74   | 745 569       | 0 000                  | 716 140       | (29 429)     |            |
| 03-01-11                 | 12-25-11      | 1,600      | 4 500% Due 08-25-18<br>FNR 2011-5 UE                 | 1,607 801     | 0 000                  | 1,600 300     | (7 501)      |            |
| 07-27-11                 | 12-25-11      | 1,798      | 2 500% Due 02-25-21<br>FNMA PASS-THRU LNG<br>30 YEAR | 1,922 142     | 0 000                  | 1,797 970     | (124 172)    |            |
|                          |               |            | 5 000% Due 11-01-35                                  |               |                        |               | 15,115 256   | 18,086 642 |
| TOTAL GAINS              |               |            |                                                      |               |                        |               | (1,337 959)  | (767 060)  |
| TOTAL LOSSES             |               |            |                                                      |               |                        |               | 13,777,297   | 17,319,582 |
| TOTAL REALIZED GAIN/LOSS |               | 31,096 879 |                                                      | 1,451,473,355 | (5,368,104)            | 1,477,202,130 |              |            |

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## Avalon Advisors, LLC REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open Date | Close Date | Quantity | Security                | Cost Basis | Amort. or Accretion | Gain Or Loss |                      |
|-----------|------------|----------|-------------------------|------------|---------------------|--------------|----------------------|
|           |            |          |                         |            |                     | Proceeds     | Short Term Long Term |
| 10-16-08  | 02-01-11   | 92       | AMAZON COM INC COM      | 4,586,648  |                     | 15,885,992   | 11,299,344           |
| 03-03-10  | 02-01-11   | 10       | AMAZON COM INC COM      | 1,254,300  |                     | 1,726,738    | 472,438              |
| 02-12-09  | 02-02-11   | 354      | BRISTOL-MYERS SQUIBB CO | 7,814,904  |                     | 8,953,867    | 1,138,963            |
| 01-21-10  | 02-02-11   | 593      | BRISTOL-MYERS SQUIBB CO | 14,860,580 |                     | 14,998,992   | 138,412              |
| 03-03-10  | 02-02-11   | 103      | BRISTOL-MYERS SQUIBB CO | 2,499,740  |                     | 2,605,221    | 105,481              |
| 11-12-10  | 02-02-11   | 135      | KOHL'S CORP             | 6,899,570  |                     | 6,862,270    | (37,300)             |
| 12-02-10  | 02-02-11   | 117      | KOHL'S CORP             | 6,502,740  |                     | 5,947,300    | (555,440)            |
| 07-25-08  | 02-02-11   | 29       | NORTHERN TR CORP COM    | 2,219,440  |                     | 1,504,966    | (714,474)            |
| 08-13-08  | 02-02-11   | 70       | NORTHERN TR CORP COM    | 5,329,650  |                     | 3,632,677    | (1,696,973)          |
| 09-26-08  | 02-02-11   | 87       | NORTHERN TR CORP COM    | 6,381,150  |                     | 4,514,898    | (1,866,252)          |
| 10-08-08  | 02-02-11   | 33       | NORTHERN TR CORP COM    | 1,846,490  |                     | 1,712,548    | (133,942)            |
| 10-16-08  | 02-02-11   | 71       | NORTHERN TR CORP COM    | 4,106,610  |                     | 3,684,572    | (422,038)            |
| 12-18-08  | 02-02-11   | 4        | NORTHERN TR CORP COM    | 197,560    |                     | 207,582      | 10,022               |
| 01-22-09  | 02-02-11   | 31       | NORTHERN TR CORP COM    | 1,692,811  |                     | 1,608,757    | (84,054)             |
| 01-05-07  | 02-11-11   | 129      | ABBOTT LABS             | 6,421,080  |                     | 5,870,716    | (550,364)            |
| 04-12-07  | 02-11-11   | 60       | ABBOTT LABS             | 3,446,400  |                     | 2,730,566    | (715,834)            |
| 03-26-08  | 02-11-11   | 25       | ABBOTT LABS             | 1,351,910  |                     | 1,137,736    | (214,174)            |
| 09-05-08  | 02-11-11   | 35       | ABBOTT LABS             | 1,990,270  |                     | 1,592,830    | (397,440)            |
| 10-08-08  | 02-11-11   | 30       | ABBOTT LABS             | 1,648,780  |                     | 1,365,283    | (283,497)            |
| 10-16-08  | 02-11-11   | 68       | ABBOTT LABS             | 3,800,100  |                     | 3,094,641    | (705,459)            |
| 12-18-08  | 02-11-11   | 4        | ABBOTT LABS             | 207,340    |                     | 182,038      | (25,302)             |
| 01-07-10  | 02-11-11   | 467      | AMGEN INC               | 26,291,214 |                     | 25,073,950   | (1,217,264)          |
| 10-24-08  | 02-11-11   | 187      | HJ HEINZ CO             | 7,410,978  |                     | 8,952,133    | 1,541,155            |

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## REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open Date | Close Date | Quantity | Security                     | Cost Basis | Amort. or Accretion | Gain Or Loss |                      |
|-----------|------------|----------|------------------------------|------------|---------------------|--------------|----------------------|
|           |            |          |                              |            |                     | Proceeds     | Short Term Long Term |
| 12-18-08  | 02-11-11   | 5        | HJ HEINZ CO                  | 191 560    |                     | 239 362      | 47 802               |
| 01-27-09  | 02-11-11   | 222      | HJ HEINZ CO                  | 8,163 740  |                     | 10,627 665   | 2,463 925            |
| 01-22-09  | 02-11-11   | 50       | NORTHERN TR CORP COM         | 2,730 340  |                     | 2,638 895    | (91 445)             |
| 01-21-10  | 02-11-11   | 171      | NORTHERN TR CORP COM         | 9,184 870  |                     | 9 025 020    | (159 850)            |
| 03-03-10  | 02-11-11   | 64       | NORTHERN TR CORP COM         | 3,425 920  |                     | 3,377 785    | (48 135)             |
| 01-11-11  | 03-08-11   | 695      | NVIDIA CORPCM                | 14,420 970 |                     | 13,920 090   | (500 880)            |
| 09-16-04  | 03-23-11   | 47       | APPLE INC                    | 859 630    |                     | 15,839 670   | 14,980 040           |
| 03-10-09  | 03-23-11   | 148      | TEVA PHARMACEUTICAL INDS ADR | 6,376 446  |                     | 7,285 585    | 909 139              |
| 06-03-09  | 03-23-11   | 145      | TEVA PHARMACEUTICAL INDS ADR | 6,722 142  |                     | 7,137 905    | 415 763              |
| 02-04-10  | 03-24-11   | 1,139    | FORD MOTOR CO NEW            | 12,744 387 |                     | 17,097 656   | 4,353 269            |
| 07-28-10  | 03-24-11   | 481      | FORD MOTOR CO NEW            | 6,238 377  |                     | 7,220 344    | 981 967              |
| 09-16-04  | 03-24-11   | 253      | MICROSOFT CORP               | 6,911 960  |                     | 6,517 222    | (394 738)            |
| 07-26-05  | 03-24-11   | 33       | MICROSOFT CORP               | 846 446    |                     | 850 072      | 3 626                |
| 04-12-07  | 03-24-11   | 5        | MICROSOFT CORP               | 142 600    |                     | 128 799      | (13 801)             |
| 09-05-08  | 03-24-11   | 14       | MICROSOFT CORP               | 362 880    |                     | 360 637      | (2 243)              |
| 06-28-07  | 03-24-11   | 70       | INTL BUSINESS MACHINES CORP  | 7,448 140  |                     | 11,180 452   | 3,732 312            |
| 03-26-08  | 03-24-11   | 8        | INTL BUSINESS MACHINES CORP  | 923 033    |                     | 1,277 766    | 354 733              |
| 03-27-08  | 03-24-11   | 36       | INTL BUSINESS MACHINES CORP  | 4,152 790  |                     | 5,749 947    | 1,597 157            |
| 09-05-08  | 03-24-11   | 30       | INTL BUSINESS MACHINES CORP  | 3,442 050  |                     | 4,791 622    | 1,349 572            |
| 10-08-08  | 03-24-11   | 20       | INTL BUSINESS MACHINES CORP  | 1,834 820  |                     | 3,194 415    | 1,359 595            |

# AVALON

ADVISORS, LLC

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717 TEXAS, SUITE 3000  
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## Avalon Advisors, LLC REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open Date | Close Date | Quantity | Security                       | Cost Basis | Amort. or Accretion | Gain Or Loss |                      |
|-----------|------------|----------|--------------------------------|------------|---------------------|--------------|----------------------|
|           |            |          |                                |            |                     | Proceeds     | Short Term Long Term |
| 10-16-08  | 03-24-11   | 45       | INTL BUSINESS MACHINES CORP    | 4,093 230  |                     | 7,187 434    | 3,094 204            |
| 12-18-08  | 03-24-11   | 2        | INTL BUSINESS MACHINES CORP    | 167 600    |                     | 319 441      | 151 841              |
| 02-12-09  | 03-24-11   | 4        | INTL BUSINESS MACHINES CORP    | 374 110    |                     | 638 883      | 264 773              |
| 03-09-09  | 03-25-11   | 224      | BHP BILLITON LTD SPONSORED ADR | 8,225 953  |                     | 20,345 816   | 12,119 863           |
| 07-08-09  | 03-25-11   | 35       | BHP BILLITON LTD SPONSORED ADR | 1,745 484  |                     | 3,179 034    | 1,433 550            |
| 03-17-08  | 03-25-11   | 13       | FLUOR CORP NEW COM             | 808 558    |                     | 961 706      | 153 148              |
| 09-09-08  | 03-25-11   | 41       | FLUOR CORP NEW COM             | 2,387 020  |                     | 3,033 072    | 646 052              |
| 10-01-08  | 03-25-11   | 52       | FLUOR CORP NEW COM             | 2,650 730  |                     | 3,846 823    | 1,196 093            |
| 10-08-08  | 03-25-11   | 23       | FLUOR CORP NEW COM             | 884 700    |                     | 1,701 479    | 816 779              |
| 10-16-08  | 03-25-11   | 23       | FLUOR CORP NEW COM             | 846 452    |                     | 1,701 480    | 855 028              |
| 08-08-08  | 03-25-11   | 139      | OCCIDENTAL PETE CORP           | 10,474 730 |                     | 14,037 853   | 3,563 123            |
| 09-05-08  | 03-25-11   | 40       | OCCIDENTAL PETE CORP           | 2,922 790  |                     | 4,039 670    | 1,116 880            |
| 09-09-08  | 03-25-11   | 75       | OCCIDENTAL PETE CORP           | 5,094 750  |                     | 7,574 381    | 2,479 631            |
| 09-26-08  | 03-25-11   | 12       | OCCIDENTAL PETE CORP           | 910 260    |                     | 1,211 901    | 301 641              |
| 10-08-08  | 03-25-11   | 45       | OCCIDENTAL PETE CORP           | 2,339 880  |                     | 4,544 629    | 2,204 749            |
| 10-16-08  | 03-25-11   | 89       | OCCIDENTAL PETE CORP           | 4,028 710  |                     | 8 988 266    | 4,959 556            |
| 09-16-04  | 03-25-11   | 71       | COSTCO WHOLESALE CORP NEW      | 2,956 440  |                     | 5,074 633    | 2,118 193            |
| 09-30-04  | 03-25-11   | 64       | COSTCO WHOLESALE CORP NEW      | 2,652 800  |                     | 4,574 317    | 1,921 517            |
| 04-12-07  | 03-25-11   | 65       | COSTCO WHOLESALE CORP NEW      | 3,561 350  |                     | 4 645 790    | 1,084 440            |
| 10-24-08  | 03-30-11   | 359      | HEWLETT-PACKARD CO CMN         | 11,565 797 |                     | 14,751 920   | 3,186 123            |
| 01-22-09  | 03-30-11   | 47       | HEWLETT-PACKARD CO CMN         | 1,652 662  |                     | 1,931 310    | 278 648              |
| 04-12-07  | 03-30-11   | 444      | INTEL CORP                     | 9,079 800  |                     | 8,995 573    | (84 227)             |
| 10-08-08  | 03-30-11   | 95       | INTEL CORP                     | 1,520 040  |                     | 1,924 728    | 404 688              |

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## Avalon Advisors, LLC REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open Date | Close Date | Quantity | Security                                        | Cost Basis | Amort. or Accretion | Gain Or Loss |                      |
|-----------|------------|----------|-------------------------------------------------|------------|---------------------|--------------|----------------------|
|           |            |          |                                                 |            |                     | Proceeds     | Short Term Long Term |
| 10-16-08  | 03-30-11   | 162      | INTEL CORP                                      | 2,558,337  |                     | 3,282,169    | 723,832              |
| 02-14-08  | 03-31-11   | 237      | WAL-MART STORES INC                             | 11,848,151 |                     | 12,305,750   | 457,599              |
| 02-07-11  | 05-26-11   | 2,038    | BANK OF AMERICA<br>CORP                         | 29,962,470 |                     | 23,337,710   | (6,624,760)          |
| 01-11-11  | 06-02-11   | 29       | ALCOA INC                                       | 473,901    |                     | 469,030      | (4,871)              |
| 09-16-04  | 06-02-11   | 5        | APPLE INC                                       | 91,450     |                     | 1,730,500    | 1,639,050            |
| 11-03-10  | 06-02-11   | 22       | AMER EXPRESS<br>COMPANY                         | 918,938    |                     | 1,100,900    | 181,962              |
| 01-19-11  | 06-02-11   | 7        | BOEING COMPANY                                  | 501,089    |                     | 529,560      | 28,471               |
| 03-04-11  | 06-02-11   | 5        | BED BATH & BEYOND                               | 240,913    |                     | 262,310      | 21,397               |
| 07-08-09  | 06-02-11   | 5        | BHP BILLITON LTD<br>SPONSORED ADR               | 249,355    |                     | 464,840      | 215,485              |
| 03-31-11  | 06-02-11   | 19       | BRISTOL-MYERS<br>SQUIBB CO                      | 505,210    |                     | 533,570      | 28,360               |
| 03-23-11  | 06-02-11   | 8        | BERKSHIRE HATHAWAY<br>INC CL B NEW              | 675,759    |                     | 616,940      | (58,819)             |
| 11-16-10  | 06-02-11   | 9        | CATERPILLAR INC                                 | 722,960    |                     | 919,150      | 196,190              |
| 08-03-10  | 06-02-11   | 8        | CHUBB CORP                                      | 424,323    |                     | 518,980      | 94,657               |
| 03-04-11  | 06-02-11   | 11       | COMCAST "SPECIAL<br>CLASS A" NONVOTING<br>STOCK | 263,486    |                     | 254,900      | (8,586)              |
| 03-04-08  | 06-02-11   | 12       | CONOCOPHILLIPS                                  | 964,087    |                     | 865,300      | (98,787)             |
| 04-12-07  | 06-02-11   | 9        | COSTCO WHOLESALE<br>CORP NEW                    | 493,110    |                     | 710,830      | 217,720              |
| 09-16-04  | 06-02-11   | 9        | CHEVRON CORP                                    | 458,910    |                     | 909,640      | 450,730              |
| 03-25-11  | 06-02-11   | 9        | DU PONT EL DE<br>NEMOURS & CO                   | 491,618    |                     | 460,100      | (31,518)             |
| 02-16-11  | 06-02-11   | 7        | DEERE & CO                                      | 671,881    |                     | 589,340      | (82,541)             |
| 04-07-11  | 06-02-11   | 23       | DELL INC                                        | 341,233    |                     | 361,870      | 20,637               |
| 03-01-07  | 06-02-11   | 6        | DIAGEO PLC SPON ADR<br>(NEW)                    | 468,378    |                     | 512,090      | 43,712               |
| 03-31-11  | 06-02-11   | 5        | DISNEY (WALT) CO CMN                            | 215,838    |                     | 200,050      | (15,788)             |

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Avalon Advisors, LLC  
**REALIZED GAINS AND LOSSES**

From 01-01-11 Through 12-31-11

| Open<br>Date | Close<br>Date | Quantity | Security                       | Cost<br>Basis | Amort. or<br>Accretion | Proceeds  | Gain Or Loss |           |
|--------------|---------------|----------|--------------------------------|---------------|------------------------|-----------|--------------|-----------|
|              |               |          |                                |               |                        |           | Short Term   | Long Term |
| 03-16-11     | 06-02-11      | 18       | E M C CORPORATION<br>MASS      | 458 976       |                        | 509 820   | 50 844       |           |
| 11-03-10     | 06-02-11      | 8        | EMERSON ELEC CO                | 435 763       |                        | 414 580   | (21 183)     |           |
| 03-23-11     | 06-02-11      | 6        | EXPRESS SCRIPTS<br>COMMONCMN   | 321 058       |                        | 347 950   | 26 892       |           |
| 07-28-10     | 06-02-11      | 54       | FORD MOTOR CO NEW              | 700 358       |                        | 763 740   | 63 382       |           |
| 10-16-08     | 06-02-11      | 8        | FLUOR CORP NEW COM             | 294 418       |                        | 531 100   |              | 236 682   |
| 07-28-10     | 06-02-11      | 52       | GENERAL ELECTRIC CO            | 833 503       |                        | 990 770   | 157 267      |           |
| 02-01-11     | 06-02-11      | 13       | GENERAL MOTORS<br>CORP COM     | 478 020       |                        | 383 770   | (94 250)     |           |
| 01-07-09     | 06-02-11      | 1        | GOOGLE INC CL A                | 322 606       |                        | 528 000   |              | 205 394   |
| 01-26-11     | 06-02-11      | 9        | HALLIBURTON<br>COMPANY CMN     | 383 826       |                        | 451 000   | 67 174       |           |
| 01-22-09     | 06-02-11      | 23       | HOME DEPOT INC                 | 502 092       |                        | 806 440   |              | 304 348   |
| 01-22-09     | 06-02-11      | 8        | HEWLETT-PACKARD<br>CO CMN      | 281 304       |                        | 291 030   |              | 9 726     |
| 02-12-09     | 06-02-11      | 8        | INTL BUSINESS<br>MACHINES CORP | 748 220       |                        | 1,328 000 |              | 579 780   |
| 10-16-08     | 06-02-11      | 36       | INTEL CORP                     | 568 519       |                        | 793 060   |              | 224 541   |
| 09-30-04     | 06-02-11      | 13       | JOHNSON & JOHNSON              | 732 290       |                        | 864 140   |              | 131 850   |
| 02-02-11     | 06-02-11      | 13       | JUNIPER NETWORKS INC           | 495 413       |                        | 436 400   | (59 013)     |           |
| 08-21-08     | 06-02-11      | 43       | JP MORGAN CHASE & CO           | 1,558 398     |                        | 1,786 180 |              | 227 782   |
| 03-04-11     | 06-02-11      | 6        | NORDSTROM INC COM              | 262 965       |                        | 266 570   | 3 605        |           |
| 10-18-06     | 06-02-11      | 17       | COCA COLA CMN                  | 747 626       |                        | 1,121 460 |              | 373 834   |
| 03-04-11     | 06-02-11      | 10       | LOWE'S COMPANIES INC           | 261 086       |                        | 235 830   | (25 256)     |           |
| 01-07-08     | 06-02-11      | 21       | MCDONALDS CORP<br>COM          | 1,215 209     |                        | 1,694 660 |              | 479 451   |
| 03-31-11     | 06-02-11      | 15       | MERCK & CO INC SHS             | 498 150       |                        | 541 480   | 43 330       |           |
| 09-05-08     | 06-02-11      | 52       | MICROSOFT CORP                 | 1,347 840     |                        | 1,256 870 |              | (90 970)  |
| 10-02-08     | 06-02-11      | 12       | NOVARTIS AG-ADR                | 624 992       |                        | 760 820   |              | 135 828   |
| 04-09-07     | 06-02-11      | 43       | ORACLE CORP                    | 801 477       |                        | 1,404 780 |              | 603 303   |
| 10-16-08     | 06-02-11      | 9        | OCCIDENTAL PETE CORP           | 407 398       |                        | 934 020   |              | 526 622   |
| 09-16-04     | 06-02-11      | 2        | PEPSICO INC                    | 98 080        |                        | 138 966   |              | 40 886    |

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## Avalon Advisors, LLC REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open Date | Close Date | Quantity | Security                         | Cost Basis | Amort. or Accretion | Proceeds  | Gain Or Loss |           |
|-----------|------------|----------|----------------------------------|------------|---------------------|-----------|--------------|-----------|
|           |            |          |                                  |            |                     |           | Short Term   | Long Term |
| 09-30-04  | 06-02-11   | 5        | PEPSICO INC                      | 243 900    |                     | 347 414   |              | 103 514   |
| 11-04-10  | 06-02-11   | 39       | PFIZER INC                       | 678 557    |                     | 817 560   | 139 003      |           |
| 03-29-11  | 06-02-11   | 8        | PROCTER & GAMBLE CO              | 490 640    |                     | 527 850   | 37 210       |           |
| 09-16-04  | 06-02-11   | 34       | PHILIP MORRIS INTL INC<br>COM    | 866 042    |                     | 2,375 870 |              | 1,509 828 |
| 03-31-11  | 06-02-11   | 7        | PNC FINL SVCS GROUP<br>INC       | 442 348    |                     | 421 070   | (21 278)     |           |
| 03-31-11  | 06-02-11   | 3        | PPG INDUSTRIES                   | 286 614    |                     | 258 270   | (28 344)     |           |
| 03-31-11  | 06-02-11   | 2        | PRAXAIR INC                      | 203 936    |                     | 206 230   | 2 294        |           |
| 01-13-11  | 06-02-11   | 10       | QUALCOMM INC                     | 518 393    |                     | 577 480   | 59 087       |           |
| 11-08-10  | 06-02-11   | 13       | STARBUCKS CORP CMN               | 400 118    |                     | 466 300   | 66 182       |           |
| 03-30-11  | 06-02-11   | 5        | SCHLUMBERGER LTD<br>ADR          | 465 793    |                     | 421 190   | (44 603)     |           |
| 04-13-11  | 06-02-11   | 13       | SANOFI                           | 483 011    |                     | 501 270   | 18 259       |           |
| 03-24-11  | 06-02-11   | 21       | AT&T CORP                        | 602 267    |                     | 649 590   | 47 323       |           |
| 06-03-09  | 06-02-11   | 8        | TEVA<br>PHARMACEUTICAL           | 370 877    |                     | 403 750   |              | 32 873    |
| 11-03-10  | 06-02-11   | 8        | TRAVELERS<br>COMPANIES COM       | 447 107    |                     | 489 140   | 42 033       |           |
| 03-06-08  | 06-02-11   | 7        | UNITED PARCEL<br>SERVICE CL B    | 505 432    |                     | 506 050   |              | 0 618     |
| 10-21-08  | 06-02-11   | 11       | UNITED TECHNOLOGIES<br>CORP      | 563 758    |                     | 926 660   |              | 362 902   |
| 03-24-11  | 06-02-11   | 13       | VERIZON<br>COMMUNICATNS COM      | 484 316    |                     | 469 840   | (14 476)     |           |
| 08-14-08  | 06-02-11   | 38       | WELLS FARGO & CO<br>NEW          | 1,136 273  |                     | 1,029 920 |              | (106 353) |
| 03-30-11  | 06-02-11   | 11       | WEATHERFORD<br>INTERNATIONAL LTD | 243 229    |                     | 211 560   | (31 669)     |           |
| 02-14-08  | 06-02-11   | 20       | WAL-MART STORES INC              | 999 844    |                     | 1,069 440 |              | 69 596    |
| 09-16-04  | 06-02-11   | 21       | EXXON MOBIL CORP                 | 998 340    |                     | 1,707 260 |              | 708 920   |

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## Avalon Advisors, LLC REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open Date | Close Date | Quantity | Security                        | Cost Basis | Amort. or Accretion | Gain Or Loss |                      |
|-----------|------------|----------|---------------------------------|------------|---------------------|--------------|----------------------|
|           |            |          |                                 |            |                     | Proceeds     | Short Term Long Term |
| 08-14-08  | 06-17-11   | 87       | WELLS FARGO & CO NEW            | 2,601,467  |                     | 2,369,434    | (232,033)            |
| 08-15-08  | 06-17-11   | 229      | WELLS FARGO & CO NEW            | 6,876,160  |                     | 6,236,786    | (639,374)            |
| 08-18-08  | 06-17-11   | 191      | WELLS FARGO & CO NEW            | 5,537,590  |                     | 5,201,861    | (335,729)            |
| 08-20-08  | 06-17-11   | 196      | WELLS FARGO & CO NEW            | 5,559,150  |                     | 5,338,035    | (221,115)            |
| 09-05-08  | 06-17-11   | 104      | WELLS FARGO & CO NEW            | 3,176,860  |                     | 2,832,427    | (344,433)            |
| 10-08-08  | 06-17-11   | 62       | WELLS FARGO & CO NEW            | 1,902,431  |                     | 1,688,562    | (213,869)            |
| 03-03-10  | 06-17-11   | 101      | WELLS FARGO & CO NEW            | 2,852,170  |                     | 2,750,722    | (101,448)            |
| 11-19-10  | 06-17-11   | 499      | WELLS FARGO & CO NEW            | 13,710,920 |                     | 13,590,203   | (120,717)            |
| 09-16-04  | 06-21-11   | 10       | APPLE INC                       | 182,900    |                     | 3,242,535    | 3,059,635            |
| 01-07-10  | 06-21-11   | 27       | APPLE INC                       | 5,669,190  |                     | 8,754,845    | 3,085,655            |
| 03-04-11  | 06-21-11   | 163      | NORDSTROM INC COM               | 7,143,895  |                     | 7,498,650    | 354,755              |
| 03-23-11  | 06-21-11   | 197      | BERKSHIRE HATHAWAY INC CL B NEW | 16,640,571 |                     | 15,045,050   | (1,595,521)          |
| 11-03-10  | 06-21-11   | 244      | EMERSON ELEC CO                 | 13,290,757 |                     | 13,108,540   | (182,217)            |
| 02-02-11  | 07-20-11   | 376      | JUNIPER NETWORKS INC            | 14,328,867 |                     | 11,665,170   | (2,663,697)          |
| 02-01-11  | 08-01-11   | 390      | GENERAL MOTORS CORP COM         | 14,340,610 |                     | 10,815,540   | (3,525,070)          |
| 06-03-09  | 08-02-11   | 49       | TEVA PHARMACEUTICAL INDS ADR    | 2,271,620  |                     | 2,109,031    | (162,589)            |
| 06-04-09  | 08-02-11   | 153      | TEVA PHARMACEUTICAL INDS ADR    | 7,235,997  |                     | 6,585,343    | (650,654)            |

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## Avalon Advisors, LLC REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open<br>Date | Close<br>Date | Quantity | Security                                        | Cost<br>Basis | Amort. or<br>Accretion | Proceeds   | Gain Or Loss |           |
|--------------|---------------|----------|-------------------------------------------------|---------------|------------------------|------------|--------------|-----------|
|              |               |          |                                                 |               |                        |            | Short Term   | Long Term |
| 06-05-09     | 08-02-11      | 86       | TEVA<br>PHARMACEUTICAL<br>INDS ADR              | 4,136 385     |                        | 3,701 566  |              | (434 819) |
| 03-04-11     | 08-03-11      | 274      | LOWE'S COMPANIES INC                            | 7,153 754     |                        | 5,584 340  | (1,569 414)  |           |
| 01-22-09     | 08-04-11      | 245      | HEWLETT-PACKARD<br>CO CMN                       | 8,614 938     |                        | 8 082 370  |              | (532 568) |
| 07-28-10     | 08-08-11      | 1,563    | GENERAL ELECTRIC CO                             | 25,053 167    |                        | 24,646 000 |              | (407 167) |
| 01-11-11     | 08-09-11      | 862      | ALCOA INC                                       | 14,086 289    |                        | 10,017 100 | (4,069 189)  |           |
| 03-04-11     | 08-09-11      | 298      | COMCAST "SPECIAL<br>CLASS A" NONVOTING<br>STOCK | 7,138 084     |                        | 5,780 690  | (1,357 394)  |           |
| 03-31-11     | 08-09-11      | 169      | DISNEY (WALT) CO CMN                            | 7,295 322     |                        | 5,641 870  | (1,653 452)  |           |
| 01-19-11     | 08-11-11      | 198      | BOEING COMPANY                                  | 14,173 671    |                        | 11,557 900 | (2,615 771)  |           |
| 03-31-11     | 08-16-11      | 36       | PPG INDUSTRIES                                  | 3,439 366     |                        | 2,722 727  | (716 639)    |           |
| 04-13-11     | 08-16-11      | 41       | PPG INDUSTRIES                                  | 3,804 940     |                        | 3,100 883  | (704 057)    |           |
| 03-01-07     | 08-17-11      | 12       | DIAGEO PLC SPON ADR<br>(NEW)                    | 936 755       |                        | 933 608    |              | (3 147)   |
| 03-02-07     | 08-17-11      | 16       | DIAGEO PLC SPON ADR<br>(NEW)                    | 1,237 920     |                        | 1,244 811  |              | 6 891     |
| 09-05-08     | 08-17-11      | 28       | DIAGEO PLC SPON ADR<br>(NEW)                    | 2,007 930     |                        | 2,178 419  |              | 170 489   |
| 09-09-08     | 08-17-11      | 54       | DIAGEO PLC SPON ADR<br>(NEW)                    | 4,080 240     |                        | 4,201 237  |              | 120 997   |
| 10-08-08     | 08-17-11      | 24       | DIAGEO PLC SPON ADR<br>(NEW)                    | 1,435 110     |                        | 1,867 216  |              | 432 106   |
| 10-16-08     | 08-17-11      | 53       | DIAGEO PLC SPON ADR<br>(NEW)                    | 3,117 590     |                        | 4,123 437  |              | 1,005 847 |
| 12-18-08     | 08-17-11      | 3        | DIAGEO PLC SPON ADR<br>(NEW)                    | 168 660       |                        | 233 402    |              | 64 742    |
| 04-07-11     | 08-18-11      | 683      | DELL INC                                        | 10,133 127    |                        | 9,180 911  | (952 216)    |           |
| 07-29-11     | 08-18-11      | 1,040    | DELL INC                                        | 17,167 280    |                        | 13,979 719 | (3,187 561)  |           |
| 10-16-08     | 09-14-11      | 5        | OCCIDENTAL PETE CORP                            | 226 332       |                        | 405 305    |              | 178 973   |
| 12-18-08     | 09-14-11      | 6        | OCCIDENTAL PETE CORP                            | 329 380       |                        | 486 366    |              | 156 986   |

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# AVALON

ADVISORS, LLC

AVALON ADVISORS, LLC  
717 TEXAS, SUITE 3000  
HOUSTON, TEXAS 77002  
PH 713-238-2050

Avalon Advisors, LLC

## REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open Date | Close Date | Quantity | Security                       | Cost Basis | Amort or Accretion | Proceeds   | Gain Or Loss |           |
|-----------|------------|----------|--------------------------------|------------|--------------------|------------|--------------|-----------|
|           |            |          |                                |            |                    |            | Short Term   | Long Term |
| 06-05-09  | 09-14-11   | 176      | OCCIDENTAL PETE CORP           | 12,113 834 |                    | 14,266 740 |              | 2,152 906 |
| 03-03-10  | 09-14-11   | 67       | OCCIDENTAL PETE CORP           | 5,435 710  |                    | 5,431 089  |              | (4 621)   |
| 03-23-11  | 09-20-11   | 185      | EXPRESS SCRIPTS COMMONCMN      | 9 899 292  |                    | 7,802 910  | (2,096 382)  |           |
| 07-28-10  | 09-20-11   | 312      | FORD MOTOR CO NEW              | 4,046 515  |                    | 3,279 336  |              | (767 179) |
| 11-03-10  | 09-20-11   | 1,202    | FORD MOTOR CO NEW              | 18,172 920 |                    | 12,633 854 | (5,539 066)  |           |
| 04-09-07  | 09-20-11   | 247      | ORACLE CORP                    | 4,603 833  |                    | 7,118 376  |              | 2,514 543 |
| 04-12-07  | 09-20-11   | 220      | ORACLE CORP                    | 4,118 400  |                    | 6,340 254  |              | 2,221 854 |
| 09-09-08  | 09-20-11   | 76       | ORACLE CORP                    | 1,468 320  |                    | 2,190 270  |              | 721 950   |
| 10-16-08  | 09-23-11   | 18       | FLUOR CORP NEW COM             | 662 440    |                    | 904 783    |              | 242 343   |
| 02-18-09  | 09-23-11   | 157      | FLUOR CORP NEW COM             | 6,082 820  |                    | 7,891 719  |              | 1,808 899 |
| 03-03-10  | 09-23-11   | 38       | FLUOR CORP NEW COM             | 1,649 960  |                    | 1,910 098  |              | 260 138   |
| 03-31-11  | 09-23-11   | 302      | PNC FINL SVCS GROUP INC        | 19,084 162 |                    | 14,175 030 | (4,909 132)  |           |
| 11-03-10  | 09-23-11   | 238      | TRAVELERS COMPANIES COM        | 13,301 443 |                    | 11,168 170 | (2,133 273)  |           |
| 03-31-11  | 09-23-11   | 26       | MERCK & CO INC SHS             | 863 460    |                    | 800 550    | (62 910)     |           |
| 11-04-10  | 09-23-11   | 443      | PFIZER INC                     | 7,707 713  |                    | 7,712 130  | 4 417        |           |
| 04-13-11  | 09-23-11   | 384      | SANOFI                         | 14,267 409 |                    | 12,226 590 | (2,040 819)  |           |
| 10-02-08  | 09-23-11   | 119      | NOVARTIS AG-ADR                | 6,197 841  |                    | 6,373 160  |              | 175 319   |
| 01-07-10  | 10-28-11   | 24       | APPLE INC                      | 5,039 280  |                    | 9,740 516  |              | 4,701 236 |
| 01-21-10  | 10-28-11   | 19       | APPLE INC                      | 3,950 060  |                    | 7,711 242  |              | 3,761 182 |
| 01-25-10  | 10-28-11   | 23       | APPLE INC                      | 4,607 971  |                    | 9,334 662  |              | 4,726 691 |
| 09-22-11  | 10-28-11   | 94       | ABBOTT LABS                    | 4,743 588  |                    | 5,093 100  | 349 512      |           |
| 08-10-11  | 10-28-11   | 89       | ACCENTURE CLASS A ORD          | 4,720 641  |                    | 5,498 430  | 777 789      |           |
| 09-22-11  | 10-28-11   | 21       | AMAZON COM INC COM             | 4,754 212  |                    | 4,573 510  | (180 702)    |           |
| 11-03-10  | 10-28-11   | 233      | AMER EXPRESS COMPANY           | 9,732 389  |                    | 12,153 180 | 2,420 791    |           |
| 09-22-11  | 10-28-11   | 14       | AUTOZONE INC                   | 4,417 437  |                    | 4,591 630  | 174 192      |           |
| 03-04-11  | 10-28-11   | 93       | BED BATH & BEYOND              | 4,480 976  |                    | 5,685 040  | 1,204 064    |           |
| 07-08-09  | 10-28-11   | 59       | BHP BILLITON LTD SPONSORED ADR | 2,942 388  |                    | 4,907 270  |              | 1,964 882 |

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Avalon Advisors, LLC

## REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open Date | Close Date | Quantity | Security                     | Cost Basis | Amort. or Accretion | Gain Or Loss |                      |
|-----------|------------|----------|------------------------------|------------|---------------------|--------------|----------------------|
|           |            |          |                              |            |                     | Proceeds     | Short Term Long Term |
| 09-30-11  | 10-28-11   | 76       | BALL CORP                    | 2,382 723  |                     | 2,712 460    | 329 737              |
| 11-16-10  | 10-28-11   | 120      | CATERPILLAR INC              | 9,639 466  |                     | 11,633 970   | 1,994 504            |
| 08-03-10  | 10-28-11   | 89       | CHUBB CORP                   | 4,720 596  |                     | 6,119 740    | 1,399 144            |
| 09-23-11  | 10-28-11   | 76       | CELGENE CORP COM             | 4,731 220  |                     | 5,030 340    | 299 120              |
| 04-12-07  | 10-28-11   | 88       | COSTCO WHOLESALE CORP NEW    | 4,821 520  |                     | 7,475 074    | 2 653 554            |
| 03-26-08  | 10-28-11   | 9        | COSTCO WHOLESALE CORP NEW    | 599 492    |                     | 764 496      | 165 004              |
| 09-09-11  | 10-28-11   | 228      | CISCO SYS INC                | 3,613 046  |                     | 4,227 280    | 614 234              |
| 02-16-11  | 10-28-11   | 72       | DEERE & CO                   | 6,910 771  |                     | 5,678 960    | (1,231 811)          |
| 03-16-11  | 10-28-11   | 303      | E M C CORPORATION MASS       | 7,726 104  |                     | 7,578 210    | (147 894)            |
| 01-07-09  | 10-28-11   | 13       | GOOGLE INC CL A              | 4,193 881  |                     | 7 805 336    | 3,611 455            |
| 02-03-09  | 10-28-11   | 8        | GOOGLE INC CL A              | 2,729 857  |                     | 4,803 284    | 2,073 427            |
| 01-26-11  | 10-28-11   | 115      | HALLIBURTON COMPANY CMN      | 4,904 439  |                     | 4,502 190    | (402 249)            |
| 01-22-09  | 10-28-11   | 247      | HOME DEPOT INC               | 5,392 035  |                     | 8,909 380    | 3,517 345            |
| 02-12-09  | 10-28-11   | 32       | INTL BUSINESS MACHINES CORP  | 2,992 880  |                     | 6,009 435    | 3,016 555            |
| 03-05-09  | 10-28-11   | 39       | INTL BUSINESS MACHINES CORP  | 3,435 060  |                     | 7,323 998    | 3,888 938            |
| 03-15-11  | 10-28-11   | 47       | INTL BUSINESS MACHINES CORP  | 7,440 593  |                     | 8,826 357    | 1,385 764            |
| 09-23-11  | 10-28-11   | 38       | INTERCONTINENTAL EXCHANG COM | 4,592 220  |                     | 5,045 920    | 453 700              |
| 09-30-04  | 10-28-11   | 24       | JOHNSON & JOHNSON            | 1,351 920  |                     | 1,574 205    | 222 285              |
| 10-07-04  | 10-28-11   | 1        | JOHNSON & JOHNSON            | 56 904     |                     | 65 592       | 8 688                |
| 04-12-07  | 10-28-11   | 118      | JOHNSON & JOHNSON            | 7,301 840  |                     | 7,739 843    | 438 003              |
| 08-21-08  | 10-28-11   | 249      | JP MORGAN CHASE & CO         | 9,024 212  |                     | 9,145 839    | 121 627              |
| 09-05-08  | 10-28-11   | 5        | JP MORGAN CHASE & CO         | 195 922    |                     | 183 651      | (12 271)             |
| 08-03-11  | 10-28-11   | 43       | MASTERCARD INC CL A          | 13,845 180 |                     | 15,252 660   | 1,407 480            |
| 08-04-11  | 10-28-11   | 10       | MASTERCARD INC CL A          | 3,272 142  |                     | 3,547 130    | 274 987              |
|           |            |          |                              |            |                     |              | 10                   |

**AVALON**  
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HOUSTON, TEXAS 77002  
PH 713-238-2050

Avalon Advisors, LLC  
**REALIZED GAINS AND LOSSES**

From 01-01-11 Through 12-31-11

| Open Date | Close Date | Quantity | Security                     | Cost Basis | Amort. or Accretion | Gain Or Loss |                      |
|-----------|------------|----------|------------------------------|------------|---------------------|--------------|----------------------|
|           |            |          |                              |            |                     | Proceeds     | Short Term Long Term |
| 01-07-08  | 10-28-11   | 64       | MCDONALDS CORP COM           | 3,703 496  |                     | 5,966 600    | 2,263 104            |
| 09-05-08  | 10-28-11   | 1        | MICROSOFT CORP               | 25 920     |                     | 26 950       | 1 030                |
| 09-09-08  | 10-28-11   | 141      | MICROSOFT CORP               | 3,723 810  |                     | 3,800 010    | 76 200               |
| 09-29-11  | 10-28-11   | 137      | NORTHERN TR CORP COM         | 4,838 907  |                     | 5,748 810    | 909 903              |
| 10-02-08  | 10-28-11   | 6        | NOVARTIS AG-ADR              | 312 496    |                     | 349 466      | 36 970               |
| 10-08-08  | 10-28-11   | 22       | NOVARTIS AG-ADR              | 1,089 820  |                     | 1,281 375    | 191 555              |
| 10-09-08  | 10-28-11   | 60       | NOVARTIS AG-ADR              | 2,824 822  |                     | 3,494 659    | 669 837              |
| 09-09-08  | 10-28-11   | 27       | ORACLE CORP                  | 521 640    |                     | 909 642      | 388 002              |
| 10-08-08  | 10-28-11   | 87       | ORACLE CORP                  | 1,432 980  |                     | 2,931 070    | 1,498 090            |
| 10-16-08  | 10-28-11   | 146      | ORACLE CORP                  | 2,421 613  |                     | 4,918 808    | 2,497 195            |
| 09-30-04  | 10-28-11   | 97       | PEPSICO INC                  | 4,731 660  |                     | 6,133 287    | 1,401 627            |
| 04-12-07  | 10-28-11   | 2        | PEPSICO INC                  | 128 540    |                     | 126 460      | (2 080)              |
| 10-16-08  | 10-28-11   | 67       | PEPSICO INC                  | 3,509 027  |                     | 4,236 393    | 727 366              |
| 03-29-11  | 10-28-11   | 87       | PROCTER & GAMBLE CO          | 5,335 710  |                     | 5,631 680    | 295 970              |
| 09-16-04  | 10-28-11   | 15       | PHILIP MORRIS INTL INC COM   | 382 077    |                     | 1,081 320    | 699 243              |
| 08-04-11  | 10-28-11   | 88       | POTASH CORP SASK INC COM     | 4,766 988  |                     | 4,397 340    | (369 648)            |
| 03-31-11  | 10-28-11   | 25       | PRAXAIR INC                  | 2,549 196  |                     | 2,634 800    | 85 604               |
| 01-13-11  | 10-28-11   | 102      | QUALCOMM INC                 | 5,287 608  |                     | 5,433 930    | 146 322              |
| 11-08-10  | 10-28-11   | 203      | STARBUCKS CORP CMN           | 6,247 994  |                     | 8,633 680    | 2,385 686            |
| 03-30-11  | 10-28-11   | 58       | SCHLUMBERGER LTD ADR         | 5,403 200  |                     | 4,416 090    | (987 110)            |
| 09-22-11  | 10-28-11   | 69       | TIFFANY & CO                 | 4,669 071  |                     | 5,450 320    | 781 249              |
| 08-18-11  | 10-28-11   | 145      | UNILEVER N V NY SHS (NEW)ADR | 4,771 733  |                     | 5,078 530    | 306 797              |
| 06-23-11  | 10-28-11   | 152      | UNITEDHEALTH GROUP INCCMN    | 7,738 563  |                     | 7,436 090    | (302 473)            |
| 03-06-08  | 10-28-11   | 60       | UNITED PARCEL SERVICE CL B   | 4,332 271  |                     | 4,290 015    | (42 256)             |

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# AVALON

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## Avalon Advisors, LLC REALIZED GAINS AND LOSSES

From 01-01-11 Through 12-31-11

| Open<br>Date | Close<br>Date | Quantity | Security                         | Cost<br>Basis | Amort. or<br>Accretion | Gain Or Loss |                      |
|--------------|---------------|----------|----------------------------------|---------------|------------------------|--------------|----------------------|
|              |               |          |                                  |               |                        | Proceeds     | Short Term Long Term |
| 09-05-08     | 10-28-11      | 20       | UNITED PARCEL<br>SERVICE CL B    | 1,269 992     |                        | 1,430 005    | 160 013              |
| 07-29-11     | 10-28-11      | 201      | US BANCORP                       | 5,278 160     |                        | 5,236 160    | (42 000)             |
| 10-21-08     | 10-28-11      | 121      | UNITED TECHNOLOGIES<br>CORP      | 6,201 336     |                        | 9,633 990    | 3,432 654            |
| 07-28-11     | 10-28-11      | 61       | VISA INC                         | 5,390 913     |                        | 5,807 210    | 416 297              |
| 08-01-11     | 10-28-11      | 135      | WALGREEN CO                      | 5,279 634     |                        | 4,575 380    | (704 254)            |
| 03-30-11     | 10-28-11      | 302      | WEATHERFORD<br>INTERNATIONAL LTD | 6,677 729     |                        | 4,926 240    | (1,751 489)          |
| 02-14-08     | 10-28-11      | 107      | WAL-MART STORES INC              | 5,349 165     |                        | 6,116 141    | 766 976              |
| 03-20-08     | 10-28-11      | 40       | WAL-MART STORES INC              | 2,081 100     |                        | 2,286 408    | 205 308              |
| 03-26-08     | 10-28-11      | 60       | WAL-MART STORES INC              | 3,195 476     |                        | 3,429 611    | 234 135              |
| 09-29-11     | 10-28-11      | 69       | WATSON<br>PHARMACEUTICALS INC    | 4,845 395     |                        | 4,787 120    | (58 275)             |
| 09-16-04     | 10-28-11      | 233      | EXXON MOBIL CORP                 | 11,076 820    |                        | 18,994 440   | 7,917 620            |
| 08-10-11     | 12-01-11      | 142      | ACCENTURE CLASS A<br>ORD         | 7,531 809     |                        | 8,207 962    | 676 153              |
| 10-04-11     | 12-01-11      | 58       | ACCENTURE CLASS A<br>ORD         | 3,047 220     |                        | 3,352 548    | 305 328              |
| 09-22-11     | 12-09-11      | 36       | AMAZON COM INC COM               | 8,150 078     |                        | 6,922 657    | (1,227 421)          |
| 10-04-11     | 12-09-11      | 12       | AMAZON COM INC COM               | 2,460 130     |                        | 2,307 553    | (152 577)            |
| 08-04-11     | 12-14-11      | 162      | POTASH CORP SASK INC<br>COM      | 8,775 592     |                        | 6,422 905    | (2,352 687)          |
| 10-04-11     | 12-14-11      | 35       | POTASH CORP SASK INC<br>COM      | 1,421 560     |                        | 1,387 665    | (33 895)             |
| 01-25-10     | 12-19-11      | 12       | APPLE INC                        | 2,404 159     |                        | 4,601 046    | 2,196 887            |
| 03-03-10     | 12-19-11      | 30       | APPLE INC                        | 6,261 600     |                        | 11,502 615   | 5,241 015            |
| 07-29-11     | 12-19-11      | 17       | APPLE INC                        | 6,659 153     |                        | 6,518 149    | (141 004)            |
| 09-22-11     | 12-20-11      | 118      | TIFFANY & CO                     | 7,984 789     |                        | 7,423 440    | (561 349)            |
| 10-04-11     | 12-20-11      | 39       | TIFFANY & CO                     | 2,337 800     |                        | 2,453 510    | 115 710              |
| 10-16-08     | 12-21-11      | 48       | ORACLE CORP                      | 796 147       |                        | 1,214 175    | 418 028              |
| 12-18-08     | 12-21-11      | 12       | ORACLE CORP                      | 198 900       |                        | 303 544      | 104 644              |
| 07-08-09     | 12-21-11      | 380      | ORACLE CORP                      | 7,822 190     |                        | 9,612 219    | 1,790 029            |
|              |               |          |                                  |               |                        |              | 12                   |

**AVALON ADVISORS, LLC**  
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| Open Date                | Close Date | Quantity | Security    | Cost Basis    | Amort. or Accretion | Proceeds      | Short Term   | Long Term    | Gain Or Loss |
|--------------------------|------------|----------|-------------|---------------|---------------------|---------------|--------------|--------------|--------------|
| 10-04-11                 | 12-21-11   | 146      | ORACLE CORP | 4,042,740     |                     | 3,693,103     | (349,637)    |              |              |
| TOTAL GAINS              |            |          |             |               |                     |               | 21,425,512   | 188,229,571  |              |
| TOTAL LOSSES             |            |          |             |               |                     |               | (60,999,680) | (15,176,833) |              |
| TOTAL REALIZED GAIN/LOSS |            |          |             | 1,138,464,151 | 0.000               | 1,271,942,721 | (39,574,168) | 173,052,738  |              |

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

| Kind of Property                             |                                       | Description                                                                       |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold  |
|----------------------------------------------|---------------------------------------|-----------------------------------------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                                         | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |            |
|                                              |                                       | TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS                                            |                          |                                |                                    |              | 70.                  |            |
| 100,000.                                     |                                       | 100,000 SHS RHODE ISLAND ST 0.01% DUE 2-<br>PROPERTY TYPE: SECURITIES<br>100,000. |                          |                                |                                    | P            | 12/27/2010           | 03/02/2011 |
| 25,000.                                      |                                       | 25,000 SHS NEW YORK NY 0.07% DUE 8-15-18<br>PROPERTY TYPE: SECURITIES<br>25,000.  |                          |                                |                                    | P            | 02/11/2011           | 04/13/2011 |
| 575,292.                                     |                                       | 5 SHS BERKSHIRE HATHAWAY INC CL-A<br>PROPERTY TYPE: SECURITIES<br>461,500.        |                          |                                |                                    | D            | 01/01/2001           | 12/28/2011 |
| 5,298.                                       |                                       | 174 SHS WASTE MGMT INC DEL<br>PROPERTY TYPE: SECURITIES<br>5,873.                 |                          |                                |                                    | P            | 10/28/2011           | 11/29/2011 |
| 218.                                         |                                       | 7 SHS WASTE MGMT INC DEL<br>PROPERTY TYPE: SECURITIES<br>236.                     |                          |                                |                                    | P            | 10/28/2011           | 11/30/2011 |
| 4,712.                                       |                                       | 251 SHS PITNEY BOWES INC<br>PROPERTY TYPE: SECURITIES<br>5,213.                   |                          |                                |                                    | P            | 10/28/2011           | 12/07/2011 |
| 863,467.                                     |                                       | AVALON FIXED - SEE ATTACHED STMT D-1<br>PROPERTY TYPE: SECURITIES<br>849,690.     |                          |                                |                                    | P            | VARIOUS              | VARIOUS    |
| 613,735.                                     |                                       | AVALON FIXED - SEE ATTACHED STMT D-1<br>PROPERTY TYPE: SECURITIES<br>596,415.     |                          |                                |                                    | P            | VARIOUS              | VARIOUS    |
| 529,495.                                     |                                       | AVALON EQUITY - SEE ATTACHED STMT D-2<br>PROPERTY TYPE: SECURITIES<br>569,069.    |                          |                                |                                    | P            | VARIOUS              | VARIOUS    |
| 742,448.                                     |                                       | AVALON EQUITY - SEE ATTACHED STMT D-2<br>PROPERTY TYPE: SECURITIES<br>569,395.    |                          |                                |                                    | P            | VARIOUS              | VARIOUS    |
| TOTAL GAIN (LOSS) .....                      |                                       |                                                                                   |                          |                                |                                    |              | <u>277,344.</u>      |            |