Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2011

For calendar year 2011, or tax year beginning 5/01 **, 2011, and ending** 4/30 , 2012

WINKELMANN CHARITABLE FOUNDATION
23922 CINCO VILLAGE CENTER BLVD #250
KATY, TX 77494

A Employer identification number: 76-0450020

B Telephone number (see the instructions): 281/574-1774

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 725,978.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	50,000.			
	2 Ck ► ☐ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	230.	230.	230.	
	4 Dividends and interest from securities	10,987.	10,987.	10,987.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	23,602.			
	b Gross sales price for all assets on line 6a 103,543.				
	7 Capital gain net income (from Part IV, line 2)		23,602.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	84,819.	34,819.	11,217.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	1,050.			1,050.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 2	172.			172.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 3	3,979.	3,979.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	5,201.	3,979.		1,222.
	25 Contributions, gifts, grants paid Part XV	13,460.			13,460.
	26 **Total expenses and disbursements.** Add lines 24 and 25	18,661.	3,979.	0.	14,682.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	66,158.			
	b **Net investment income** (if negative, enter 0)		30,840.		
	c **Adjusted net income** (if negative, enter 0)			11,217.	

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BAA For Paperwork Reduction Act Notice, see instructions. TEEA0504L 12/05/11 Form **990-PF** (2011)

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	135,662.	169,918.	169,918.
	3 Accounts receivable ►			
	Less. allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less. allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
ASSETS	Less. allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	445,791.	477,693.	556,060.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment. basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less. accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	581,453.	647,611.	725,978.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	581,453.	647,611.	
	30 **Total net assets or fund balances** (see instructions)	581,453.	647,611.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	581,453.	647,611.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	581,453.
2	Enter amount from Part I, line 27a	2	66,158.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	647,611.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	647,611.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	PUB TRADED SECURITIES	P	Various	Various
b	PUB TRADED SECURITIES	P	Various	Various
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	94,360.		70,451.	23,909.
b	9,183.		9,490.	-307.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				23,909.
b				-307.
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	23,602.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-307.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	16,203.	584,647.	0.027714
2009	14,475.	470,718.	0.030751
2008	39,387.	432,115.	0.091149
2007	41,777.	459,451.	0.090928
2006	23,808.	444,284.	0.053587

2	**Total** of line 1, column (d)	2	0.294129
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.058826
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	583,856.
5	Multiply line 4 by line 3	5	34,346.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	308.
7	Add lines 5 and 6	7	34,654.
8	Enter qualifying distributions from Part XII, line 4	8	14,682.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1			
Date of ruling or determination letter ________ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b		1	617.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	617.
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	617.
6 Credits/Payments.			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	0.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	4.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** See Statement 4 ►		9	627.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ► **Refunded** ►		11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► DONALD L. LACKEY, JR., C.P.A. Telephone no. ► 713/664-5522
Located at ► 1080 W SAM HOUSTON PKWY N HOUSTON TX ZIP + 4 ► 77043

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐
and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

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

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

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 (No)

If 'Yes' to 6b, file Form 8870.

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SAMUEL A WINKELMANN, JR 19814 TIMBERWIND LN HOUSTON, TX 77094	PRES 1.00	0.	0.	0.
TERRY L DIGGERS 505 DANCE WEST COLUMBIA, TX 77486	V PRES 0	0.	0.	0.
DONALD BOGY 609 MARION WEST COLUMBIA, TX 77486	SEC TREAS 0	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE ,	0	0.	0.	0.

Total number of other employees paid over $50,000 ► 0

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

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

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions. 3	
Total. Add lines 1 through 3 ►	0.

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	455,395.
b Average of monthly cash balances		1b	137,352.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	592,747.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	592,747.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	8,891.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	583,856.
6 **Minimum investment return.** Enter 5% of line 5		6	29,193.

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	29,193.
2a Tax on investment income for 2011 from Part VI, line 5	2a 617.		
b Income tax for 2011 (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	617.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	28,576.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	28,576.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	28,576.

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	14,682.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the: a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	14,682.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	14,682.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				28,576.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008 17,130.				
d From 2009				
e From 2010				
f Total of lines 3a through e	17,130.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► $ 14,682.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				14,682.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	13,894.			13,894.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	3,236.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	3,236.			
10 Analysis of line 9.				
a Excess from 2007				
b Excess from 2008 3,236.				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

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

Part XV | Supplementary Information (Complete this part only if the organization 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))

SAMUEL A WINKELMANN, JR

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 5				
Total			► 3a	13,460.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	230.	
4 Dividends and interest from securities			14	10,987.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	23,602.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				34,819.	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	34,819.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Stan A Winkelmann Jan 15 2013 Pres.

Signature of officer or trustee | Date | 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 self employed	PTIN
DONALD L LACKEY, JR.		1-15-13		P00170819
Firm's name ► DONALD L. LACKEY, JR., CPA			Firm's EIN ► 74-1778496	
Firm's address ► 1080 W SAM HOUSTON PKWY N STE 125 HOUSTON, TX 77043-5021			Phone no (713) 664-5522	

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545 0047

2011

Name of the organization
WINKELMANN CHARITABLE FOUNDATION

Employer identification number
76-0450020

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).

Name of organization: WINKELMANN CHARITABLE FOUNDATION

Employer identification number: 76-0450020

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SAMUEL A WINKELMANN, JR 23922 CINCO VILLAGE CENTR #250 KATY, TX 77494	$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization
WINKELMANN CHARITABLE FOUNDATION

Employer identification number
76-0450020

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
WINKELMANN CHARITABLE FOUNDATION

Employer identification number
76-0450020

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 cols **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ► $ N/A

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from 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

(a) No. from 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

(a) No. from 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

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
RETURN PREPARATION	$ 1,050.			$ 1,050.
Total	$ 1,050.	$ 0.	$ 0.	$ 1,050.

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX	$ 172.			$ 172.
Total	$ 172.	$ 0.	$ 0.	$ 172.

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MONEY MANAGEMENT FEE	$ 3,979.	$ 3,979.		
Total	$ 3,979.	$ 3,979.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part VI, Line 9
Tax Due

Tax Due	$ 621.
	6.
Total	$ 627.

Statement 5
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
KINGSLAND BAPTIST CHURCH 20555 KINGSLAND BLVD KATY, TX 77450,	N/A	CHURCH	GENERAL	$ 12,000.
CENTRAL EMERGENCY MEDICAL SER 400 NORTH 13TH WEST COLUMBIA, TX 77486,	N/A	PUBLIC	GENERAL	100.
HOUSTON LIVESTOCK SHOW & RODEO P O BOX 20070 HOUSON, TX 77225,	N/A	PUBLIC	GENERAL	500.
SHRINERS HOSPITAL FOR CHILDREN 2900 ROCKY POINT DR TAMPA, FL 33607	N/A	PUBLIC	GENERAL	360.
FORT BEND FIRE VOLLEYBALL CLUB 727 PLANTATION DR RICHMOND, TX 77046	N/A	PUBLIC	GENERAL	100.
GRACE BIBLE BAPTIST CHURCH 2905 COUNTY ROAD 450 WEST COLUMBIA, TX 77486	N/A	CHURCH	GENERAL	200.
IMMANUAL LUTHERN CHURCH 306 EAST 15TH ST HOUSTON, TX 77008	N/A	CHURCH	GENERAL	200.
			Total	$ 13,460.

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
16	AXIS CAPITAL HOLDINGS LTD-USD	AXS	03/22/12	$ 515 52	$ 32 22	$ 34.02	$ 544 32	$ 28 80 ST		
12			04/09/12	401 25	33 437	34 02	408 24	6 99 ST		
15			04/16/12	503 00	33 533	34 02	510 30	7 30 ST		
14			04/18/12	471 73	33 694	34.02	476 28	4 55 ST		
57				**1,891.50**	**33 184**		**1,939 14**	**47 64**	**2.821**	**54.72**
5 6207	COVIDIEN PLC	COV	04/27/05	223 47	39 758	55 23	310 43	86 96 LT		
3 7241			05/03/05	134 63	36 151	55 23	205 68	71.05 LT		
3 7241			06/22/05	146 53	39 346	55 23	205 68	59 15 LT		
9 9311			01/18/06	332 13	33 443	55 23	548 49	216 36 LT		
6			11/10/11	279 05	46 508	55 23	331 38	52 33 ST		
29				**1,115.81**	**38 476**		**1,601 66**	**485 85**	**1.629**	**26 10**
88	SEAGATE TECHNOLOGY PLC	STX	02/28/06	2,262 62	25 711	30 76	2,706 88	444.26 LT		
32			05/08/07	716 44	22 388	30 76	984 32	267 88 LT		
33			08/18/10	368.67	11 171	30 76	1,015 08	646.41 LT		
42			08/23/10	460.34	10.96	30.76	1,291 92	831 58 LT		
195				**3,808 07**	**19 529**		**5,998 20**	**2,190 13**	**3 25**	**195 00**
20	ALLIED WORLD ASSURANCE CO HLDGS	AWH	04/10/07	856 15	42 807	71 96	1,439 20	583 05 LT		
10			04/20/09	378 34	37 834	71.96	719 60	341 26 LT		
15			03/16/11	934 93	62 328	71 96	1,079 40	144 47 LT		
45				**2,169 42**	**48 209**		**3,238 20**	**1,068.78**	**2 084**	**67 50**
48	WEATHERFORD INTERNATIONAL LTD -CHF	WFT	12/11/03	418.58	8.72	14.27	684 96	266 38 LT		
40			10/17/08	603 64	15 091	14 27	570 80	(32 84) LT		
52			04/01/09	595 62	11 454	14 27	742 04	146 42 LT		
33			01/28/10	529 57	16 047	14.27	470 91	(58 66) LT		
9			04/21/11	184 16	20 462	14.27	128 43	(55 73) LT		
37			11/10/11	575 59	15 556	14.27	527 99	(47.60) ST		
219				**2,907.16**	**13 275**		**3,125 13**	**217 97**		
3 7241	TE CONNECTIVITY LTD-CHF	TEL	05/17/04	121 93	32 74	36 46	135 78	13.85 LT		
7 4483			04/22/05	278.55	37 397	36 46	271 57	(6 98) LT		
7 4483			04/27/05	272 63	36 602	36 46	271 57	(1 06) LT		
3 7241			05/03/05	123 94	33.28	36 46	135 78	11 84 LT		
3.7241			06/22/05	134 90	36 223	36 46	135 78	88 LT		
9 9311			01/18/06	305 77	30 789	36 46	362.09	56 32 LT		
13			11/07/07	428.85	32 988	36 46	473.98	45 13 LT		
18			11/08/07	594 67	33 037	36 46	656 28	61 61 LT		

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
18	TE CONNECTIVITY LTD-CHF	TEL	11/09/07	$ 591.64	$ 32.868	$ 36.46	$ 656.28	$ 64.64 LT		
85				**2,852 88**	**33 563**		**3,099 11**	**246.23**	**1.974**	**61.20**
3.6207	TYCO INTL LTD CHF	TYC	04/27/05	176.91	48.86	56.13	203.23	26.32 LT		
3.7241			05/03/05	165 45	44.426	56.13	209.03	43.58 LT		
3 7241			06/22/05	180.09	48 357	56.13	209.03	28.94 LT		
9 9311			01/18/06	408.18	41.101	56 13	557.43	149.25 LT		
49			11/04/10	1,929 60	39.379	56.13	2,750.37	820.77 LT		
7			11/10/11	311.49	44 498	56.13	392.91	81.42 ST		
77				**3,171.72**	**41.191**		**4,322 00**	**1,150.28**	**1.781**	**77.00**
5 6026	AMC NETWORKS INC-A	AMCX	08/22/03	51.61	9 454	42.53	238.28	186.67 LT		
3.6538			02/24/04	46.57	13 082	42 53	155.40	108.83 LT		
3.6538			07/08/04	29 68	8.336	42.53	155.40	125.72 LT		
6.0898			11/30/05	76.26	12.852	42.53	259 00	182.74 LT		
1			11/10/11	34.00	33.995	42.53	42.53	8.53 ST		
20				**238.12**	**11 906**		**850.61**	**612.49**		
11	AT&T INC	T	06/12/09	273.75	24.886	32.91	362.01	88.26 LT		
40			06/15/09	977.69	24.442	32.91	1,316.40	338 71 LT		
10			10/21/10	283.33	28.332	32 91	329 10	45.77 LT		
10			07/29/11	292.09	29.208	32 91	329.10	37.01 ST		
11			11/10/11	320.19	29.108	32.91	362.01	41.82 ST		
82				**2,147.05**	**26 184**		**2,698 62**	**551.57**	**5 347**	**144 32**
18	AKAMAI TECHNOLOGIES INC	AKAM	07/30/09	297.25	16.514	32.59	586.62	289.37 LT		
10			08/18/09	178.44	17 843	32.59	325 90	147.46 LT		
31			03/18/11	1,115.16	35.972	32.59	1,010 29	(104.87) LT		
1			11/10/11	28.92	28.92	32 59	32 59	3 67 ST		
60				**1,619.77**	**26 996**		**1,955 40**	**335 63**		
17	AMAZON COM INC	AMZN	06/09/06	575.26	33.838	231.90	3,942 30	3,367.04 LT		
5			11/10/11	1,050 05	210 01	231 90	1,159.50	109.45 ST		
22				**1,625 31**	**73.878**		**5,101 80**	**3,476 49**		
19	AMGEN INC	AMGN	05/04/10	**1,077 15**	56.691	71 11	**1,351.09**	**273 94** LT	**2 025**	**27.36**
44	ANADARKO PETROLEUM CORP	APC	12/28/06	1,932 78	43.926	73 21	3,221 24	1,288.46 LT		
6			04/11/12	447.58	74 596	73.21	439 26	(8.32) ST		
50				**2,380.36**	**47 607**		**3,660 50**	**1,280.14**	**491**	**18 00**
8	ANHEUSER-BUSCH INBEV SPONS ADR	BUD	12/03/10	463.76	57.97	72.62	580 96	117.20 LT		
11			01/06/11	633.93	57 63	72.62	798.82	164 89 LT		

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
11	ANHEUSER-BUSCH INBEV SPONS ADR	BUD	02/02/11	$ 619 59	$ 56 326	$ 72.62	$ 798.82	$ 179 23 LT		
6			11/10/11	343 86	57 31	72.62	435 72	91.86 ST		
36				**2,061.14**	**57.254**		**2,614.32**	**553.18**	**1 801**	**47 09**
3	APACHE CORP	APA	07/23/10	275 68	91 893	95 94	287 82	12.14 LT		
1			08/12/10	93.05	93 05	95 94	95 94	2 89 LT		
9			11/29/10	967.93	107 547	95 94	863 46	(104.47) LT		
3			03/17/11	352 89	117 631	95 94	287 82	(65.07) LT		
7			06/17/11	818 21	116 886	95 94	671.58	(146.63) ST		
2			07/21/11	256 18	128 088	95 94	191 88	(64 30) ST		
2			08/17/11	212 79	106.397	95 94	191 88	(20 91) ST		
3			11/10/11	303.10	101 034	95 94	287.82	(15 28) ST		
2			12/09/11	192 51	96.253	95 94	191 88	(63) ST		
32				**3,472.34**	**108.511**		**3,070 08**	**(402.26)**	**708**	**21.76**
1	APPLE INC	AAPL	08/05/11	372 91	372.911	583 98	583.98	211.07 ST		
1			08/08/11	362 95	362 947	583.98	583 98	221.03 ST		
1			08/23/11	365.90	365 901	583.98	583 98	218 08 ST		M
1			11/10/11	384 03	384.033	583 98	583 98	199.95 ST		I
4				**1,485.79**	**371 448**		**2,335 92**	**850.13**		T
15	APPLIED MATERIALS INC DELAWARE	AMAT	11/17/04	260 22	17 348	11 99	179.85	(80.37) LT		
5			02/03/05	80.20	16 04	11 99	59.95	(20.25) LT		
10			02/10/05	166.87	16 687	11.99	119 90	(46 97) LT		
10			03/03/05	168.60	16 86	11 99	119 90	(48 70) LT		
35			03/24/05	581 25	16.607	11 99	419 65	(161.60) LT		
45			11/03/06	763 58	16 968	11 99	539 55	(224.03) LT		
10			03/12/07	185 85	18.585	11 99	119 90	(65 95) LT		
40			04/29/08	761 02	19.025	11 99	479 60	(281 42) LT		
55			08/05/09	759 89	13 816	11 99	659 45	(100.44) LT		
115			11/04/10	1,465 54	12.743	11 99	1,378 85	(86 69) LT		
12			11/10/11	146 38	12 198	11 99	143 88	(2 50) ST		
352				**5,339 40**	**15 169**		**4,220 48**	**(1,118 92)**	**3 002**	**126 72**
35	AUTODESK INC	ADSK	11/18/05	1,416.73	40 477	39 37	1,377 95	(38.78) LT		
20			02/10/06	747 70	37 384	39 37	787 40	39 70 LT		
6			08/10/11	172 69	28 781	39 37	236 22	63 53 ST		
2			11/10/11	65 18	32 588	39 37	78 74	13 56 ST		
63				**2,402 30**	**38 132**		**2,480 31**	**78 01**		

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
6	BED BATH & BEYOND	BBBY	03/03/05	$ 229 32	$ 38.22	$ 70 39	$ 422.34	$ 193 02 LT		
10			10/27/05	385.37	38.537	70.39	703 90	318.53 LT		
15			03/06/06	536.87	35.791	70 39	1,055 85	518.98 LT		
15			03/06/08	421 41	28.093	70 39	1,055.85	634 44 LT		
46				**1,572.97**	**34.195**		**3,237.94**	**1,664 97**		
5	BHP BILLITON LTD SPONS ADR	BHP	03/25/09	228.07	45.613	74.30	371.50	143 43 LT		
15			12/23/09	1,130.80	75.386	74 30	1,114.50	(16.30) LT		
2			11/10/11	152.14	76.07	74.30	148.60	(3 54) ST		
22				**1,511 01**	**68 682**		**1,634.60**	**123 59**	**2.96**	**48.40**
16	BIOGEN IDEC INC	BIIB	03/22/05	612.39	38 274	134.01	2,144 16	1,531.77 LT		
40			10/27/05	1,540.36	38 509	134 01	5,360.40	3,820 04 LT		
2			11/10/11	223.76	111 88	134 01	268.02	44 26 ST		
58				**2,376 51**	**40.974**		**7,772.58**	**5,396 07**		
1	BLACKROCK INC	BLK	03/20/09	114 34	114.34	191 58	191.58	77 24 LT		
2			04/08/09	257.05	128.523	191.58	383.16	126.11 LT		
3			05/21/10	492 79	164.264	191.58	574.74	81.95 LT		
16			11/09/10	2,660 42	166.276	191 58	3,065.28	404.86 LT		
1			07/22/11	189.11	189.105	191 58	191 58	2 47 ST		
4			11/10/11	636.16	159 04	191 58	766 32	130 16 ST		
27				**4,349 87**	**161.106**		**5,172 66**	**822.79**	**3.131**	**162.00**
7	BOEING CO	BA	10/05/05	470 29	67.184	76.80	537 60	67.31 LT		
5			10/07/05	336.38	67.275	76.80	384.00	47.62 LT		
5			06/05/06	412.10	82.42	76.80	384 00	(28 10) LT		
5			08/19/08	314.77	62 953	76.80	384.00	69 23 LT		
13			09/21/10	834.97	64 228	76 80	998 40	163 43 LT		
11			03/16/11	747.86	67.987	76.80	844.80	96 94 LT		
7			11/10/11	453 01	64.716	76 80	537 60	84 59 ST		
53				**3,569.38**	**67.347**		**4,070 40**	**501 02**	**2.291**	**93.28**
42	BROADCOM CORP CL A	BRCM	07/13/06	1,137 09 *R*	27 736	36.60	1,537 20	400 11 LT		
5			10/28/09	132.27 *R*	27.107	36.60	183 00	50 73 LT		
9			05/10/11	299.96 *R*	33 581	36.60	329.40	29 44 ST		
26			05/17/11	863.22 *R*	33.456	36 60	951.60	88.38 ST		
15			10/04/11	483 54 *R*	32 326	36 60	549.00	65.46 ST		
24			11/10/11	813 98 *R*	34 005	36 60	878.40	64 42 ST		

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
17	BROADCOM CORP CL A	BRCM	12/09/11	$ 508 98 *R*	$ 30 029	$ 36 60	$ 622 20	$ 113 22 ST		
138				**4,239 04**	**30 718**		**5,050 80**	**811.76**	**1 092**	**55 20**
1	CME GROUP INC	CME	02/24/11	304 61	304 609	265 82	265 82	(38 79) LT		
3	CLASS A		03/01/11	919 28	306 426	265 82	797 46	(121 82) LT		
2			03/10/11	595 48	297 738	265 82	531 64	(63.84) LT		
6				**1,819 37**	**303.228**		**1,594 92**	**(224 45)**	**3 355**	**53 52**
5	CVS CAREMARK CORP	CVS	11/06/08	149 83	29 965	44.62	223 10	73 27 LT		
20			01/09/09	523 85	26 192	44.62	892 40	368.55 LT		
13			11/19/09	402.26	30.942	44 62	580 06	177 80 LT		
17			11/20/09	534 50	31 441	44.62	758.54	224 04 LT		
19			11/02/10	582.69	30.668	44 62	847 78	265 09 LT		
2			11/10/11	76 76	38.378	44 62	89.24	12 48 ST		
76				**2,269 89**	**29 867**		**3,391 12**	**1,121 23**	**1 456**	**49 40**
23	CABLEVISION SYSTEMS CORP	CVC	08/22/03	139.93	6 083	14 82	340 86	200 93 LT		
15	CABLEVISION NY GROUP CL A		02/24/04	126 27	8 418	14 82	222 30	96 03 LT		
15			07/08/04	80 46	5 364	14 82	222 30	141 84 LT		
25			11/30/05	206 78	8 271	14 82	370 50	163.72 LT		
31			11/08/11	471 18	15 199	14 82	459 42	(11.76) ST		
29			11/10/11	432 36	14 908	14 82	429.78	(2 58) ST		
138				**1,456 98**	**10 558**		**2,045 16**	**588 18**	**4 048**	**82 80**
10	CAMERON INTERNATIONAL CORP	CAM	06/23/11	458 16	45 815	51 25	512.50	54 34 ST		
6			06/24/11	275 87	45 979	51 25	307 50	31.63 ST		
4			07/14/11	198.67	49 667	51 25	205 00	6.33 ST		
9			08/05/11	430 52	47 835	51 25	461 25	30 73 ST		
2			11/08/11	104 69	52 345	51 25	102 50	(2.19) ST		
10			11/10/11	500 80	50 08	51 25	512 50	11 70 ST		
41				**1,968 71**	**48 017**		**2,101.25**	**132 54**		
10	CARNIVAL CORP	CCL	03/31/09	217 19	21.718	32 495	324 95	107.76 LT		
17	(PAIRED STOCK)		04/17/09	462 23	27 19	32 495	552 42	90 19 LT		
13			04/20/09	331 74	25 518	32 495	422 44	90 70 LT		
10			06/25/10	323 98	32 398	32 495	324 95	97 LT		
7			03/09/11	289 11	41 301	32 495	227 47	(61 64) LT		
7			11/02/11	237 30	33 899	32.495	227 47	(9 83) ST		
14			11/10/11	459 01	32 786	32 495	454 93	(4 08) ST		
78				**2,320 56**	**29 751**		**2,534 63**	**214.07**	**3 077**	**78 00**

MorganStanley SmithBarney

Ref: 00002514 00060727

Reserved Client Statement
April 1 - April 30, 2012

WINKELMANN CHARITABLE

Account number 613-12798-19 334

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Average % yield	Anticipated Income (annualized)
4	CELGENE CORP	CELG	01/30/09	$ 212.93	$ 53 233	$ 72 925	$ 291 70	$ 78.77	LT		
5			05/28/09	208 07	41 614	72 925	364.63	156 56	LT		
15			10/12/09	826.85	55.123	72 925	1,093 88	267.03	LT		
19			01/28/11	995.33	52.385	72.925	1,385.58	390 25	LT		
5			11/10/11	321.39	64 278	72 925	364 63	43.24	ST		
48				**2,564 57**	**53.429**		**3,500.42**	**935.85**			
18	CHEVRON CORP	CVX	03/02/12	1,973.10	109.616	106.56	1,918 08	(55.02)	ST		
10			04/11/12	1,008.56	100.856	106.56	1,065.60	57.04	ST		
28				**2,981.66**	**106 488**		**2,983.68**	**2 02**		**3.378**	**100.80**
15	CHUBB CORP	CB	07/10/03	447.38	29.825	73.07	1,096.05	648.67	LT		
10			12/18/03	329 00	32.90	73 07	730.70	401.70	LT		
25			06/02/06	1,253.29	50.131	73.07	1,826.75	573.46	LT		
7			11/10/11	467.64	66.806	73.07	511.49	43.85	ST		
57				**2,497.31**	**43.812**		**4,164.99**	**1,667.68**		**2 244**	**93.48**
60	CISCO SYS INC	CSCO	10/28/05	1,028.10	17 134	20.155	1,209 30	181.20	LT		
35			11/21/05	595.86	17.024	20.155	705.43	109 57	LT		9
50			12/08/05	886.02	17.72	20.155	1,007.75	121.73	LT		
215			05/26/11	3,499 60	16.277	20 155	4,333 33	833.73	ST		4
10			11/10/11	186 98	18 698	20.155	201.55	14.57	ST		
370				**6,196.56**	**16.747**		**7,457 36**	**1,260 80**		**1 587**	**118 40**
20	CITRIX SYSTEMS INC	CTXS	10/15/10	1,180.72	59 036	85 61	1,712 20	531.48	LT		
1			11/04/10	65 37	65 37	85.61	85 61	20 24	LT		
1			11/16/10	63.19	63 186	85.61	85.61	22 42	LT		
1			02/02/11	65.67	65 668	85 61	85 61	19.94	LT		
23				**1,374.95**	**59.78**		**1,969.03**	**594.08**			
12	COCA-COLA CO	KO	11/30/04	472.08	39 339	76.32	915 84	443.76	LT		
25			01/12/06	1,034 48	41.379	76.32	1,908 00	873 52	LT		
1			11/10/11	67.24	67 238	76.32	76 32	9 08	ST		
38				**1,573.80**	**41 416**		**2,900 16**	**1,326 36**		**2 672**	**77.52**
7 4782	COMCAST CORP CL A - SPL	CMCSK	04/27/05	157.45	21.115	29 83	223 07	65 62	LT		
59 826			09/21/05	1,145 58	19.204	29 83	1,784.61	639.03	LT		
104 6958			10/27/05	1,883 28	18 04	29.83	3,123 08	1,239.80	LT		
58			03/14/08	1,079.57	18 613	29 83	1,730 14	650 57	LT		
18			10/05/09	262.13	14.562	29.83	536.94	274 81	LT		
27			05/26/11	634 58	23 503	29 83	805 41	170 83	ST		

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
15	COMCAST CORP CL A - SPL	CMCSK	06/17/11	$ 335 54	$ 22.369	$ 29 83	$ 447 45	$ 111 91 ST		
10			07/14/11	240 00	23.999	29 83	298.30	58 30 ST		
38			11/10/11	832 20	21.90	29 83	1,133 54	301 34 ST		
338				**6,570 33**	**19.439**		**10,082.54**	**3,512 21**	**2.179**	**219 70**
44	CREE INC	CREE	06/26/03	766 95	17.43	30 90	1,359 60	592 65 LT		
2			03/23/11	90 49	45.243	30 90	61.80	(28 69) LT		
12			04/20/11	469.72	39.143	30 90	370 80	(98 92) LT		
15			11/10/11	421 38	28.092	30 90	463 50	42 12 ST		
5			04/18/12	148.46	29.691	30 90	154 50	6 04 ST		
78				**1,897.00**	**24 321**		**2,410.20**	**513 20**		
28	DEERE & CO	DE	12/03/09	1,522 48	54.374	82 36	2,306.08	783.60 LT		
16			12/04/09	880.97	55 06	82 36	1,317 76	436.79 LT		
2			06/29/11	165.15	82.574	82.36	164.72	(43) ST		
8			11/10/11	586 62	73 327	82 36	658.88	72 26 ST		
54				**3,155 22**	**58 43**		**4,447.44**	**1,292 22**	**2.234**	**99.36**
5	DEVON ENERGY CORP NEW	DVN	07/17/09	278 25	55 649	69.85	349 25	71.00 LT		
34			08/11/09	2,184 47	64.249	69 85	2,374 90	190 43 LT		
5			04/25/11	440 00	87.999	69 85	349.25	(90 75) LT		
3			11/02/11	195 83	65.275	69 85	209 55	13 72 ST		
6			11/10/11	402 00	67.00	69 85	419 10	17.10 ST		
53				**3,500 55**	**66 048**		**3,702 05**	**201 50**	**1.145**	**42.40**
17	WALT DISNEY CO	DIS	06/01/05	460 90	27 111	43 11	732 87	271 97 LT		
115			01/05/06	2,778 83	24 163	43 11	4,957 65	2,178 82 LT		
6			11/10/11	207 00	34 50	43 11	258 66	51 66 ST		
138				**3,446 73**	**24 976**		**5,949 18**	**2,502 45**	**1.391**	**82 80**
8	DIRECTV CL A	DTV	01/11/06	101 98	12.749	49.28	394.24	292.26 LT		
20			03/31/08	389.43	19.475	49 28	985 60	596 17 LT		
2			11/10/11	90 66	45.33	49 28	98 56	7 90 ST		
30				**582 07**	**19 402**		**1,478 40**	**896 33**		
2	DOLBY LABORATORIES INC CLASS A	DLB	10/16/08	56 94	28 468	39 23	78 46	21.52 LT		
4			10/23/08	117 62	29 405	39 23	156.92	39 30 LT		
4			10/27/08	121 83	30 456	39 23	156 92	35 09 LT		
5			10/28/08	146 11	29 222	39 23	196.15	50 04 LT		
10			05/27/09	368 11	36.81	39 23	392 30	24 19 LT		
3			02/04/11	168 96	56 318	39 23	117 69	(51 27) LT		

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
1	DOLBY LABORATORIES INC	DLB	04/06/11	$ 49.01	$ 49 008	$ 39 23	$ 39 23	($ 9.78) LT		
2	CLASS A		04/12/11	100 12	50.058	39.23	78.46	(21.66) LT		
2			04/15/11	94 18	47.088	39.23	78 46	(15 72) LT		
7			08/05/11	217 38	31.054	39 23	274.61	57 23 ST		
7			11/10/11	202.43	28.918	39.23	274.61	72.18 ST		
47				**1,642 69**	**34.951**		**1,843.81**	**201.12**		
20	DOVER CORP	DOV	06/04/07	1,000.99	50.049	62.66	1,253.20	252.21 LT		
9			05/31/11	600.46	66 718	62 66	563.94	(36.52) ST		
2			11/10/11	107.48	53.74	62.66	125.32	17.84 ST		
31				**1,708.93**	**55 127**		**1,942.46**	**233 53**	**2.01**	**39.06**
36	EMC CORP-MASS	EMC	10/18/11	854.54	23.737	28 21	1,015 56	161 02 ST		
22			11/08/11	549.21	24.964	28.21	620.62	71.41 ST		
17			11/10/11	407.80	23 988	28.21	479.57	71.77 ST		
75				**1,811.55**	**24.154**		**2,115.75**	**304 20**		
11	EOG RESOURCES INC	EOG	10/04/11	**775 25**	70.477	109.81	**1,207.91**	**432.66** ST	**.619**	**7.48**
21	EATON CORP	ETN	06/07/11	1,016.35	48.397	48 18	1,011.78	(4.57) ST		8
20			06/17/11	944.15	47 207	48 18	963 60	19 45 ST		
1			08/17/11	42 50	42.496	48 18	48.18	5 68 ST		
4			11/10/11	177.03	44.257	48.18	192.72	15.69 ST		
46				**2,180 03**	**47 392**		**2,216.28**	**36 25**	**3 154**	**69.92**
11	EBAY INC	EBAY	03/13/07	337.84	30 713	41 02	451 22	113.38 LT		
50			02/04/08	1,444 87	28.897	41.02	2,051.00	606.13 LT		
40			07/25/08	1,008 61	25 215	41.02	1,640.80	632.19 LT		
13			12/21/09	296 39	22.799	41 02	533.26	236 87 LT		
11			12/22/09	251.28	22.843	41.02	451 22	199.94 LT		
21			02/05/10	473.26	22.536	41.02	861.42	388 16 LT		
46			11/10/11	1,403.38	30.508	41 02	1,886.92	483.54 ST		
192				**5,215 63**	**27.165**		**7,875.84**	**2,660.21**		
10	EMCOR GROUP INC	EME	08/30/10	226.00	22 60	29 32	293.20	67 20 LT		
5			09/16/10	118.75	23.749	29 32	146.60	27 85 LT		
3			11/10/11	72.05	24.017	29 32	87.96	15 91 ST		
18				**416 80**	**23.156**		**527.76**	**110.96**	**.682**	**3 60**
25	EMERSON ELECTRIC CO	EMR	06/30/03	644 46	25 778	52.54	1,313 50	669 04 LT		
10			07/15/03	261 02	26 102	52.54	525 40	264.38 LT		
10			07/19/04	302.62	30.261	52 54	525.40	222 78 LT		

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
20	EMERSON ELECTRIC CO	EMR	05/26/06	$ 823.03	$ 41.151	$ 52 54	$ 1,050.80	$ 227 77 LT		
6			05/31/11	323 96	53 994	52 54	315 24	(8 72) ST		
71				**2,355 09**	**33 17**		**3,730.34**	**1,375 25**	**3 045**	**113 60**
28	ERICSSON AMER DEP SHS ADR	ERIC	09/17/08	274.99	9 821	9 995	279.86	4.87 LT		
1			12/21/09	9 09	9 088	9 995	10 00	.91 LT		
41			12/22/09	374 90	9 143	9.995	409 80	34 90 LT		
38			12/23/09	351.70	9.255	9.995	379.81	28 11 LT		
44			01/25/10	431.18	9.799	9.995	439 78	8.60 LT		
86			01/26/10	836 39	9.725	9.995	859 57	23.18 LT		
22			07/22/11	288.95	13 134	9 995	219.89	(69.06) ST		
87			11/10/11	863 67	9 927	9 995	869 57	5 90 ST		
347				**3,430.87**	**9 887**		**3,468 28**	**37 41**	**2 651**	**91.96**
22	EXPRESS SCRIPTS HOLDING CO	ESRX	01/04/12	1,048 06	47.639	55.79	1,227 38	179 32 ST		
5			02/03/12	260 50	52 10	55 79	278.95	18 45 ST		
27				**1,308 56**	**48 465**		**1,506 33**	**197 77**		6
28	FIRST REPUBLIC BANK	FRC	07/05/11	871 02	31 107	33 03	924 84	53 82 ST		-
2			11/10/11	56.30	28 15	33 03	66 06	9 76 ST		
30				**927 32**	**30 911**		**990.90**	**63 58**		
10	FLUOR CORP NEW	FLR	11/19/08	332.39	33 239	57 75	577 50	245 11 LT		
20			01/07/09	961 56	48 078	57 75	1,155 00	193.44 LT		
5			02/09/09	208 19	41 638	57 75	288 75	80.56 LT		
5			02/10/09	213 40	42 68	57 75	288.75	75.35 LT		
20			04/07/09	748.73	37 436	57 75	1,155 00	406 27 LT		
2			10/04/11	92.32	46.158	57 75	115 50	23 18 ST		
8			11/10/11	429.84	53 73	57 75	462 00	32 16 ST		
70				**2,986 43**	**42.663**		**4,042 50**	**1,056 07**	**1 108**	**44 80**
1	FOREST LABORATORIES INC	FRX	10/19/05	35 28	35 277	34 83	34.83	(45) LT		
20			05/31/06	748.29	37 414	34 83	696 60	(51 69) LT		
25			09/06/07	1,025 33	41 013	34 83	870 75	(154 58) LT		
30			12/27/07	1,109 30	36 976	34 83	1,044 90	(64 40) LT		
9			04/04/11	295.75	32 86	34 83	313 47	17 72 LT		
4			04/05/11	131 87	32 968	34 83	139 32	7 45 LT		
2			04/06/11	65 99	32 995	34 83	69 66	3 67 LT		
1			04/07/11	32 99	32 991	34 83	34.83	1 84 LT		

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
23	FOREST LABORATORIES INC	FRX	11/10/11	$ 687.88	$ 29 908	$ 34.83	$ 801.09	$ 113 21 ST		
115				**4,132.68**	**35 936**		**4,005 45**	**(127 23)**		
4	FRANKLIN RESOURCES INC	BEN	10/14/08	287 93	71.983	125.51	502 04	214.11 LT		
4			10/16/08	245.45	61 362	125 51	502 04	256 59 LT		
2			10/17/08	132.43	66.217	125.51	251 02	118.59 LT		
10			05/20/09	629 40	62.94	125.51	1,255 10	625.70 LT		
4			11/10/11	417.60	104.40	125.51	502.04	84.44 ST		
24				**1,712.81**	**71.367**		**3,012 24**	**1,299 43**	**.86**	**25.92**
21	FREEPORT MCMORAN COPPER & GOLD CL B	FCX	02/20/09	297.34	14.159	38.30	804.30	506.96 LT		
4			09/28/11	132 94	33.235	38 30	153 20	20.26 ST		
1			11/10/11	39.10	39.102	38.30	38.30	(80) ST		
26				**469.38**	**18 053**		**995.80**	**526 42**	**3.263**	**32.50**
25	GAP INC DELAWARE	GPS	11/09/06	499.08	19.963	28.50	712.50	213.42 LT		
10			11/30/06	186.55	18.655	28 50	285 00	98.45 LT		
25			01/05/07	483.22	19.328	28.50	712.50	229.28 LT		
20			01/10/08	359.82	17.991	28.50	570 00	210.18 LT		
7			11/10/11	137.24	19.606	28.50	199.50	62.26 ST		
87				**1,665.91**	**19.148**		**2,479 50**	**813.59**	**1.754**	**43.50**
4	GENERAL ELECTRIC CO	GE	10/31/05	136 07	34 018	19.58	78.32	(57.75) LT		
50			11/21/06	1,793.96	35 879	19.58	979 00	(814 96) LT		
12			01/08/07	449 64	37.47	19.58	234 96	(214.68) LT		
40			11/02/10	636.43	15.91	19.58	783 20	146.77 LT		
23			11/10/11	368.46	16.02	19.58	450 34	81.88 ST		
129				**3,384.56**	**26.237**		**2,525.82**	**(858.74)**	**3.472**	**87.72**
35	GLAXOSMITHKLINE PLC SP ADR	GSK	01/20/10	1,470 72	42 02	46.23	1,618 05	147.33 LT		
1			08/03/11	43 43	43 427	46.23	46.23	2.80 ST		
3			11/10/11	132.45	44 15	46 23	138 69	6 24 ST		
39				**1,646.60**	**42 221**		**1,802 97**	**156 37**	**4.925**	**88.80**
1	GOOGLE INC CLASS A	GOOG	09/23/08	436 13	436 13	604 85	604 85	168.72 LT		
2			10/23/08	698 53	349 265	604 85	1,209.70	511.17 LT		
2			03/07/11	1,186 58	593 291	604.85	1,209 70	23.12 LT		
5				**2,321 24**	**464 248**		**3,024.25**	**703.01**		
8	GREENHILL & CO INC	GHL	07/15/11	373.52	46.69	38 85	310 80	(62 72) ST		
10			11/08/11	381.72	38.172	38.85	388 50	6 78 ST		
5			11/10/11	182 70	36 54	38 85	194.25	11.55 ST		

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
21	GREENHILL & CO INC	GHL	04/04/12	$ 928.95	$ 44 235	$ 38.85	$ 815.85	($ 113.10) ST		
44				**1,866 89**	**42 429**		**1,709 40**	**(157 49)**	**4 633**	**79 20**
16	GUESS INC	GES	04/02/12	**504 83**	31 551	29.28	**468 48**	**(36 35)** ST	**2 732**	**12.80**
34	HALLIBURTON CO HOLDINGS CO	HAL	12/31/09	1,032.35	30 363	34.22	1,163.48	131 13 LT		
3			08/10/11	131.32	43 772	34.22	102 66	(28.66) ST		
24			08/19/11	982.16	40 923	34 22	821 28	(160 88) ST		
13			10/17/11	452 08	34.775	34 22	444.86	(7.22) ST		
12			10/17/11	417.30	34.775	34.22	410 64	(6.66) ST		
7			10/18/11	246 21	35.173	34 22	239 54	(6 67) ST		
7			02/03/12	256 40	36 628	34 22	239 54	(16 86) ST		
100				**3,517.82**	**35 178**		**3,422 00**	**(95.82)**	**1 052**	**36.00**
10	HESS CORP	HES	06/24/09	529 37	52.936	52.14	521.40	(7.97) LT		
5			06/25/09	270.32	54 064	52.14	260 70	(9.62) LT		
10			07/20/09	516.51	51.651	52 14	521 40	4.89 LT		//
11			08/06/09	606.95	55 177	52 14	573.54	(33.41) LT		\
8			08/07/09	441 51	55 188	52.14	417.12	(24 39) LT		4
6			08/17/09	294 98	49 162	52.14	312 84	17 86 LT		
5			06/24/10	273 40	54.679	52 14	260 70	(12.70) LT		
7			08/18/11	385.69	55.098	52.14	364 98	(20.71) ST		
62				**3,318.73**	**53 528**		**3,232.68**	**(86 05)**	**.767**	**24 80**
17	HEWLETT PACKARD CO	HPQ	01/20/12	474.62	27.918	24 76	420.92	(53 70) ST		
15			01/23/12	429.55	28 636	24.76	371.40	(58.15) ST		
17			01/24/12	485 00	28.529	24.76	420 92	(64.08) ST		
49				**1,389.17**	**28 35**		**1,213 24**	**(175 93)**	**1 938**	**23.52**
5	HOME DEPOT INC	HD	02/01/06	201.03	40 206	51.79	258 95	57 92 LT		
35			06/15/06	1,298 31	37.094	51.79	1,812 65	514.34 LT		
33			04/25/08	963 47	29 196	51 79	1,709 07	745.60 LT		
37			05/27/08	996.20	26 924	51 79	1,916.23	920.03 LT		
40			06/24/08	998 27	24 956	51 79	2,071 60	1,073 33 LT		
6			11/10/11	222.64	37 106	51 79	310.74	88.10 ST		
156				**4,679 92**	**29 999**		**8,079 24**	**3,399 32**	**2 239**	**180 96**
10	HONEYWELL INTL INC	HON	03/25/04	327 19	32 719	60 66	606 60	279 41 LT		
45			11/03/05	1,595.21	35 449	60 66	2,729.70	1,134 49 LT		
9			11/10/11	481 13	53 459	60 66	545 94	64 81 ST		
64				**2,403 53**	**37 555**		**3,882 24**	**1,478 71**	**2 456**	**95 36**

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MorganStanley SmithBarney

Reserved Client Statement
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WINKELMANN CHARITABLE *Account number 613-12798-19 334*

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
31	HUMAN GENOME SCIENCES INC	HGSI	03/01/11	$ 774.98	$ 24 999	$ 14.71	$ 456.01	($ 318.97) LT		
20			07/29/11	419.31	20 965	14 71	294.20	(125.11) ST		
16			08/01/11	327.03	20.439	14 71	235 36	(91.67) ST		
47			11/08/11	455.81	9.698	14 71	691 37	235.56 ST		
32			11/10/11	299.14	9.348	14.71	470.72	171.58 ST		
16			02/16/12	151.71	9.481	14.71	235.36	83.65 ST		
162				**2,427.98**	**14 988**		**2,383.02**	**(44.96)**		
6	IMMUNOGEN INC	IMGN	10/15/10	46.43	7.737	12 75	76 50	30.07 LT		
14			10/20/10	110.28	7.877	12.75	178.50	68 22 LT		
19			10/21/10	149.75	7.881	12.75	242.25	92.50 LT		
2			10/22/10	15.94	7.972	12.75	25 50	9.56 LT		
23			10/26/10	184 15	8.006	12.75	293 25	109.10 LT		
21			10/27/10	166.88	7 946	12 75	267 75	100 87 LT		
2			11/08/10	15.84	7.921	12 75	25.50	9.66 LT		
2			02/02/11	17.00	8.501	12.75	25.50	8.50 LT		
89				**706.27**	**7 936**		**1,134.75**	**428.48**		
28	INTUIT INC	INTU	08/19/11	1,235.32	44.118	57 97	1,623 16	387 84 ST		
1			11/10/11	52.75	52.75	57.97	57 97	5.22 ST		
29				**1,288.07**	**44 416**		**1,681 13**	**393.06**	**1 035**	**17.40**
65	ISIS PHARMACEUTICALS	ISIS	10/25/10	596.80	9 181	8.00	520 00	(76 80) LT		
7			11/04/10	65.73	9.389	8.00	56.00	(9.73) LT		
1			11/08/11	7.55	7 547	8 00	8 00	.45 ST		
26			11/10/11	178.55	6 867	8.00	208 00	29 45 ST		
99				**848 63**	**8.572**		**792 00**	**(56.63)**		
6	JPMORGAN CHASE & CO	JPM	09/05/07	266.87	44 477	42 98	257 88	(8 99) LT		
25			03/19/08	1,074.41	42.976	42.98	1,074.50	.09 LT		
21			08/20/08	744.84	35.468	42.98	902.58	157 74 LT		
35			10/29/10	1,313.56	37.53	42.98	1,504.30	190.74 LT		
25			12/16/10	996 83	39.873	42.98	1,074.50	77.67 LT		
44			11/10/11	1,432.64	32 56	42.98	1,891 12	458 48 ST		
156				**5,829 15**	**37.366**		**6,704 88**	**875 73**	**2 791**	**187.20**
5	JACOBS ENGINEERING GROUP INC	JEC	12/31/08	245.96	49.191	43.83	219 15	(26.81) LT		
10			08/17/09	425.26	42.525	43 83	438 30	13.04 LT		
5			06/29/11	211.74	42.347	43 83	219 15	7 41 ST		

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WINKELMANN CHARITABLE **Account number 613-12798-19 334**

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
2	JACOBS ENGINEERING GROUP INC	JEC	11/10/11	$ 75 60	$ 37 80	$ 43 83	$ 87 66	$ 12.06 ST		
22				**958 56**	**43 571**		**964 26**	**5 70**		
15	JOHNSON & JOHNSON	JNJ	06/27/03	776 83	51.788	65 10	976 50	199 67 LT		
25			04/16/04	1,357.94	54.317	65 10	1,627.50	269 56 LT		
35			10/27/05	2,164 80	61.851	65 10	2,278 50	113.70 LT		
15			05/17/06	903 86	60 257	65 10	976 50	72 64 LT		
1			11/08/11	64.85	64 848	65.10	65 10	.25 ST		
24			11/10/11	1,538.35	64.098	65 10	1,562.40	24 05 ST		
115				**6,806.63**	**59 188**		**7,486.50**	**679.87**	**3 748**	**280.60**
8	JONES LANG LASALLE INC	JLL	06/11/09	280 93	35 115	79.94	639 52	358 59 LT		
5			06/19/09	162 15	32 429	79 94	399.70	237 55 LT		
12			07/02/09	396 63	33 052	79 94	959 28	562 65 LT		
11			11/10/11	659.20	59 927	79 94	879.34	220 14 ST		
36				**1,498 91**	**41 636**		**2,877 84**	**1,378 93**	**375**	**10 80**
21	JUNIPER NETWORKS INC	JNPR	10/22/08	388 90	18.518	21 43	450.03	61.13 LT		
14			11/06/08	234 96	16 782	21 43	300 02	65 06 LT		
6			11/07/08	102 68	17 112	21 43	128 58	25 90 LT		
10			02/02/09	144 26	14.425	21 43	214 30	70 04 LT		
30			02/19/09	447.51	14 917	21 43	642 90	195 39 LT		A-13
19			09/09/11	406 45	21.392	21 43	407 17	72 ST		
9			11/10/11	212 84	23.648	21.43	192.87	(19.97) ST		
19			12/09/11	379 71	19 984	21 43	407 17	27 46 ST		
128				**2,317 31**	**18.104**		**2,743 04**	**425.73**		
9	KLA-TENCOR CORP	KLAC	09/26/11	354.99	39 443	52 135	469.22	114.23 ST		
8			09/27/11	323 37	40.421	52 135	417.08	93.71 ST		
9			09/29/11	351 89	39.099	52 135	469 22	117 33 ST		
2			11/10/11	92 58	46.29	52 135	104.27	11 69 ST		
28				**1,122 83**	**40.101**		**1,459 79**	**336 96**	**2 685**	**39 20**
105	KEYCORP -NEW	KEY	06/04/09	575 72	5 483	8 04	844 20	268 48 LT		
130			10/28/09	725 35	5 579	8 04	1,045 20	319 85 LT		
3			11/10/11	21 63	7 21	8 04	24 12	2 49 ST		
238				**1,322 70**	**5 558**		**1,913 52**	**590 82**	**1 492**	**28 56**
25	L 3 COMMUNICATIONS HLDGS INC	LLL	05/15/03	1,120 39	44.815	73 54	1,838 50	718 11 LT		
10			12/10/03	476 47	47 647	73 54	735 40	258 93 LT		

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
5	L 3 COMMUNICATIONS HLDGS INC	LLL	11/10/11	$ 340.36	$ 68.072	$ 73.54	$ 367.70	$ 27 34 ST		
40				**1,937.22**	**48.431**		**2,941 60**	**1,004 38**	**2.719**	**80.00**
12	LIBERTY MEDIA CORP LIBERTY CAP CL A	LMCA	06/04/08	179.64	14.97	87.44	1,049.28	869 64 LT		
4			06/11/08	60.00	15.00	87.44	349.76	289.76 LT		
1			11/10/11	76 66	76 66	87.44	87.44	10.78 ST		
17				**316.30**	**18.606**		**1,486.48**	**1,170.18**		
11.1754	LIBERTY MEDIA HLDG CORP INTERACTIVE SER A	LINTA	12/11/03	188.27	16 906	18.83	210 43	22.16 LT		
22.4211			06/24/04	391 35	17.516	18 83	422.19	30.84 LT		
27.4035			01/11/06	487.98	17 869	18.83	516.01	28.03 LT		
15			03/17/08	240.74	16.049	18.83	282.45	41.71 LT		
14			11/10/11	212.06	15 147	18.83	263.62	51.56 ST		
90				**1,520.40**	**16.893**		**1,694.70**	**174 30**		
2	MATTEL INC DE	MAT	10/15/09	39 00	19 50	33.60	67.20	28.20 LT		
13			10/20/09	259.57	19 967	33 60	436.80	177.23 LT		
7			10/21/09	138.22	19 745	33 60	235 20	96.98 LT		
4			10/22/09	79.00	19.749	33.60	134 40	55 40 LT		
9			10/23/09	177.44	19 715	33.60	302.40	124.96 LT		
15			11/03/09	285.00	19.00	33.60	504 00	219 00 LT		
16			10/27/10	370.37	23 148	33.60	537.60	167.23 LT		
11			10/28/10	254 65	23.149	33 60	369.60	114 95 LT		
13			11/10/11	369.56	28.428	33.60	436 80	67.24 ST		
90				**1,972.81**	**21 92**		**3,024 00**	**1,051.19**	**3.69**	**111.60**
20	MERCK & CO INC NEW	MRK	03/17/08	838 18	41.909	39.24	784 80	(53.38) LT		
70			04/29/09	1,677.69	23.967	39.24	2,746 80	1,069.11 LT		
15			05/13/09	386.24	25 749	39 24	588.60	202 36 LT		
18			11/10/11	628.16	34 898	39.24	706 32	78.16 ST		
123				**3,530 27**	**28.701**		**4,826 52**	**1,296 25**	**4.281**	**206.64**
52	MICROSOFT CORP	MSFT	03/03/05	1,314.04	25.27	32 015	1,664.78	350.74 LT		
45			01/13/06	1,223.19	27.181	32.015	1,440 68	217.49 LT		
45			05/02/06	1,082.63	24 058	32.015	1,440 68	358 05 LT		
45			10/06/10	1,097 97	24.399	32.015	1,440.68	342.71 LT		
51			11/10/11	1,337 73	26 23	32 015	1,632 77	295.04 ST		
238				**6,055 56**	**25 444**		**7,619 59**	**1,564.03**	**2 498**	**190 40**
4	MONSANTO CO NEW	MON	01/28/10	309 01	77 252	76 18	304 72	(4 29) LT		
5			02/05/10	382.70	76.54	76.18	380 90	(1.80) LT		

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
5	MONSANTO CO NEW	MON	03/09/10	$ 358 34	$ 71 668	$ 76 18	$ 380.90	$ 22 56 LT		
5			10/04/10	238 41	47.682	76 18	380.90	142 49 LT		
2			11/10/11	147 01	73 505	76.18	152.36	5 35 ST		
21				**1,435 47**	**68.356**		**1,599 78**	**164 31**	**1 575**	**25.20**
10	MORGAN STANLEY	MS	10/01/09	306 28	30 628	17 28	172.80	(133 48) LT		
10			11/04/09	319.38	31 938	17 28	172.80	(146 58) LT		
15			12/31/09	445.12	29.674	17.28	259 20	(185.92) LT		
10			01/13/10	315 73	31 573	17.28	172.80	(142 93) LT		
55			01/21/10	1,604 39	29 17	17 28	950.40	(653 99) LT		
58			02/25/11	1,732 37	29 868	17 28	1,002 24	(730 13) LT		
18			04/04/11	489 98	27.22	17 28	311.04	(178 94) LT		
26			11/08/11	446.88	17.187	17 28	449.28	2.40 ST		
70			11/10/11	1,106.56	15 808	17.28	1,209.60	103 04 ST		
272				**6,766 69**	**24 878**		**4,700.16**	**(2,066.53)**	**1 157**	**54.40**
10	NASDAQ OMX GROUP INC	NDAQ	06/11/08	318.85	31.884	24.57	245.70	(73.15) LT		
10			07/09/08	248.61	24 861	24 57	245 70	(2.91) LT		
15			12/02/09	292 10	19 473	24 57	368.55	76 45 LT		
5			11/10/11	128 23	25.646	24 57	122 85	(5 38) ST		
40				**987 79**	**24 695**		**982 80**	**(4 99)**	**2 116**	**20 80**
4	NATIONAL OILWELL VARCO INC	NOV	02/27/06	283 33	74.34	75.76	303 04	19.71 LT		
5			08/12/08	345.46	69.091	75 76	378.80	33 34 LT		
8			10/24/08	192.45	24.056	75.76	606 08	413 63 LT		
2			10/27/08	50 90	25.449	75 76	151 52	100 62 LT		
1			11/10/11	68 28	68 275	75 76	75.76	7 48 ST		
20				**940 42**	**47.021**		**1,515 20**	**574 78**	**633**	**9.60**
11	NETAPP INC	NTAP	02/24/11	557 95	50 722	38.825	427 08	(130 87) LT		
11			02/25/11	576 54	52 413	38 825	427 08	(149 46) LT		
13			03/16/11	611 08	47 006	38 825	504.73	(106 35) LT		
1			09/09/11	35 35	35 349	38 825	38 83	3.48 ST		
1			11/10/11	41 65	41.648	38 825	38 83	(2 82) ST		
37				**1,822 57**	**49 259**		**1,436 55**	**(386 02)**		
15	NEWFIELD EXPLORATION COMPANY	NFX	04/12/12	**503 53**	33 568	35 90	**538 50**	**34 97** ST		
12	NIKE INC CL B	NKE	06/07/11	980 61	81 717	111 87	1,342.44	361 83 ST		
4			08/05/11	335.50	83 875	111 87	447 48	111 98 ST		
16				**1,316.11**	**82 257**		**1,789 92**	**473.81**	**1.287**	**23 04**

MorganStanley SmithBarney

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Reserved Client Statement
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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
5	NOVARTIS AG ADR	NVS	03/30/05	$ 235.17	$ 47.034	$ 55 17	$ 275.85	$ 40.68 LT		
5			10/06/05	257.75	51.549	55.17	275.85	18.10 LT		
5			11/10/05	268.97	53 793	55.17	275.85	6 88 LT		
5			12/15/05	261.59	52 318	55.17	275 85	14.26 LT		
10			02/20/08	495.67	49.566	55 17	551.70	56.03 LT		
25			04/07/08	1,262.50	50.50	55.17	1,379.25	116 75 LT		
16			11/10/11	874.56	54 66	55 17	882.72	8.16 ST		
71				**3,656.21**	**51.496**		**3,917.07**	**260.86**	**3.817**	**149.53**
10	NUCOR CORP	NUE	09/17/08	446.56	44 655	39.21	392.10	(54.46) LT		
20			02/20/09	778.98	38.949	39.21	784.20	5.22 LT		
5			05/19/09	209.44	41.888	39.21	196 05	(13.39) LT		
5			09/10/09	233.92	46.783	39.21	196.05	(37.87) LT		
5			09/11/09	235.49	47.098	39 21	196.05	(39.44) LT		
20			12/23/09	921.94	46.097	39.21	784.20	(137.74) LT		
30			11/02/10	1,160 34	38 678	39.21	1,176.30	15.96 LT		
3			11/10/11	114.65	38.218	39.21	117 63	2.98 ST		
98				**4,101.32**	**41.85**		**3,842 58**	**(258 74)**	**3.723**	**143.08**
30	ORACLE CORP	ORCL	10/13/10	856.72	28.557	29.40	882 00	25.28 LT		
26			11/29/10	705.45	27.132	29.40	764 40	58 95 LT		
5			11/08/11	167.72	33 544	29.40	147 00	(20.72) ST		
20			11/10/11	632.77	31.638	29.40	588 00	(44.77) ST		
81				**2,362.66**	**29.169**		**2,381.40**	**18.74**	**.816**	**19.44**
26	OSHKOSH TRUCK CORP	OSK	01/07/11	935.36	35.975	22 83	593 58	(341.78) LT		
5			01/21/11	180.49	36 098	22.83	114.15	(66.34) LT		
3			01/24/11	108 28	36.094	22.83	68 49	(39.79) LT		
5			02/24/11	176.97	35 393	22.83	114 15	(62.82) LT		
22			04/29/11	696 64	31.665	22 83	502.26	(194.38) LT		
3			05/03/11	93.48	31.161	22.83	68.49	(24.99) ST		
3			05/19/11	86.17	28.722	22.83	68.49	(17.68) ST		
15			11/10/11	312.79	20.852	22.83	342 45	29 66 ST		
82				**2,590.18**	**31.588**		**1,872.06**	**(718.12)**		
38	PALL CORP	PLL	12/06/05	1,063 80	27.994	59 61	2,265 18	1,201 38 LT		
3			11/10/11	150.59	50.196	59 61	178.83	28.24 ST		
41				**1,214.39**	**29.619**		**2,444.01**	**1,229 62**	**1 409**	**34 44**

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Average % yield	Anticipated Income (annualized)
63	PEBBLEBROOK HOTEL TRUST	PEB	07/14/11	$ 1,262 60	$ 20.041	$ 24 08	$ 1,517 04	$ 254 44	ST		
9			11/10/11	162 08	18.008	24.08	216 72	54 64	ST		
72				**1,424 68**	**19.787**		**1,733 76**	**309 08**		**1 993**	**34.56**
1	PEPSICO INC	PEP	08/25/03	43 61	43 614	66 00	66 00	22 39	LT		
20			12/16/03	950 58	47 529	66.00	1,320 00	369 42	LT		
14			03/07/11	888 17	63 44	66 00	924.00	35 83	LT		
6			11/10/11	378 10	63 016	66 00	396 00	17 90	ST		
41				**2,260 46**	**55.133**		**2,706.00**	**445 54**		**3.121**	**84.46**
12	PLANTRONICS INC NEW	PLT	08/17/11	406 32	33.859	38 32	459 84	53 52	ST		
1			11/10/11	33 32	33 32	38.32	38.32	5 00	ST		
13				**439 64**	**33 818**		**498 16**	**58 52**		**521**	**2 60**
8 1579	PROCTER & GAMBLE CO	PG	07/17/03	264 94	32.519	63 64	519 17	254 23	LT		
5 8421			02/18/04	223 53	38 313	63 64	371 79	148 26	LT		
16			02/13/06	952 28	59 517	63.64	1,018.24	65 96	LT		
2			11/10/11	126.46	63 23	63 64	127 28	82	ST		
32				**1,567 21**	**48.975**		**2,036 48**	**469 27**		**3 532**	**71 94**
9	QUALCOMM INC	QCOM	07/29/11	495 86	55 095	63 83	574 47	78 61	ST		
5			08/05/11	255 25	51 05	63 83	319.15	63 90	ST		
8			08/12/11	403 00	50 375	63 83	510 64	107 64	ST		
3			08/23/11	141 57	47 189	63 83	191.49	49 92	ST		
3			11/10/11	165 99	55 33	63 83	191 49	25 50	ST		
28				**1,461.67**	**52 203**		**1,787 24**	**325.57**		**1 566**	**28.00**
77	REGIONS FINANCIAL CORP (NEW)	RF	03/30/12	504 29	6 549	6 74	518 98	14 69	ST		
71			04/05/12	455 87	6 42	6 74	478.54	22.67	ST		
6			04/09/12	37 36	6 227	6 74	40 44	3 08	ST		
80			04/13/12	495 62	6 195	6 74	539 20	43.58	ST		
71			04/16/12	440 32	6.201	6 74	478.54	38.22	ST		
305				**1,933 46**	**6 339**		**2,055 70**	**122.24**		**593**	**12 20**
6	SAFEWAY INC NEW	SWY	05/21/09	119 10	19 849	20 33	121 98	2.88	LT		
3			05/22/09	59 64	19 879	20 33	60 99	1 35	LT		
18			05/26/09	359 31	19 961	20 33	365 94	6 63	LT		
12			05/26/09	239 54	19 961	20 33	243 96	4.42	LT		
6			05/27/09	119.90	19 983	20 33	121 98	2 08	LT		
14			05/28/09	277 41	19 814	20 33	284 62	7 21	LT		
26			05/29/09	519.93	19 997	20 33	528 58	8 65	LT		

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
6	SAFEWAY INC NEW	SWY	06/17/09	$ 122.85	$ 20.474	$ 20 33	$ 121.98	($ .87) LT		
14			06/24/09	285.90	20 421	20 33	284.62	(1.28) LT		
60			08/26/09	1,160.84	19 347	20.33	1,219 80	58.96 LT		
25			09/16/09	481.25	19 25	20.33	508 25	27.00 LT		
39			12/06/10	840.79	21.558	20.33	792.87	(47.92) LT		
16			11/10/11	314.34	19.646	20.33	325.28	10.94 ST		
245				**4,900.80**	**20 003**		**4,980 85**	**80.05**	**2.852**	**142.10**
1	SANDISK CORP	SNDK	06/17/04	20.10	20.097	37.00	37 00	16.90 LT		
25			06/07/05	620 43	24.817	37.00	925.00	304.57 LT		
20			03/14/08	441.29	22.064	37.00	740.00	298.71 LT		
1			01/26/12	47.27	47.267	37.00	37.00	(10.27) ST		
7			04/13/12	293.01	41 858	37.00	259.00	(34.01) ST		
54				**1,422.10**	**26 335**		**1,998 00**	**575.90**		
9	SCHLUMBERGER LTD	SLB	01/16/07	519.07	57 673	74.14	667.26	148 19 LT		
20			10/17/08	1,024.59	51.229	74 14	1,482 80	458 21 LT		
5			12/30/09	327 40	65.48	74 14	370.70	43.30 LT		
10			06/10/10	581.31	58.13	74 14	741.40	160.09 LT		
15			08/24/10	830.23	55.348	74 14	1,112.10	281.87 LT		
10			11/08/11	764.66	76.466	74.14	741.40	(23.26) ST		
19			11/10/11	1,402 32	73 806	74.14	1,408 66	6.34 ST		
88				**5,449.58**	**61 927**		**6,524.32**	**1,074.74**	**1 483**	**96.80**
18	SCHWAB CHARLES CORP	SCHW	01/29/09	251.62	13.979	14.28	257.04	5.42 LT		
5			01/30/09	68.36	13.672	14.28	71 40	3.04 LT		
40			02/19/09	519 99	12 999	14 28	571 20	51.21 LT		
10			05/21/10	165.74	16 573	14 28	142 80	(22.94) LT		
35			11/05/10	560.99	16 028	14 28	499 80	(61.19) LT		
20			11/10/11	241.33	12.066	14 28	285 60	44 27 ST		
128				**1,808 03**	**14 125**		**1,827 84**	**19.81**	**1.68**	**30.72**
5	SOTHEBYS DELAWARE	BID	10/19/11	156 09	31.218	39.32	196 60	40 51 ST		
4			10/21/11	128.15	32.037	39 32	157 28	29 13 ST		
1			11/10/11	31.99	31 99	39.32	39.32	7 33 ST		
10				**316 23**	**31 623**		**393 20**	**76.97**	**813**	**3.20**
10	SOUTHWESTERN ENERGY CO DEL	SWN	08/11/11	371 50	37.149	31.58	315 80	(55 70) ST		
9			08/12/11	342.72	38 08	31.58	284.22	(58.50) ST		

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
12	SOUTHWESTERN ENERGY CO	SWN	08/18/11	$ 438 38	$ 36 531	$ 31 58	$ 378.96	($ 59 42) ST		
31	DEL			**1,152.60**	**37 181**		**978.98**	**(173 62)**		
25	SYMANTEC CORP	SYMC	03/10/11	456.85	18 273	16.535	413 38	(43 47) LT		
27			03/11/11	487.70	18 062	16 535	446 45	(41 25) LT		
21			05/16/11	419.57	19 979	16 535	347.24	(72 33) ST		
23			05/18/11	451 34	19 623	16 535	380 31	(71 03) ST		
7			11/10/11	116 67	16 667	16 535	115.75	(92) ST		
103				**1,932.13**	**18 759**		**1,703.13**	**(229 00)**		
7	TEXAS INSTRUMENTS INC	TXN	03/11/04	205 81	29.401	31 94	223.58	17 77 LT		
30			06/16/04	727 56	24 252	31 94	958.20	230 64 LT		
50			07/09/04	1,137.61	22 752	31.94	1,597 00	459.39 LT		
45			04/09/08	1,321 61	29.369	31 94	1,437.30	115.69 LT		
58			07/23/08	1,449 25	24.987	31 94	1,852.52	403.27 LT		
7			07/24/08	169 63	24 232	31 94	223.58	53.95 LT		
11			11/10/11	336 23	30 566	31 94	351.34	15.11 ST		
208				**5,347.70**	**25 71**		**6,643.52**	**1,295.82**	**2 128**	**141.44**
7	THERMO FISHER SCIENTIFIC INC	TMO	07/01/10	336.92	48 131	55 65	389.55	52.63 LT		
10			08/27/10	430.20	43.02	55.65	556 50	126.30 LT		
15			11/05/10	790 08	52 672	55 65	834.75	44.67 LT		
1			11/08/11	50.06	50.056	55 65	55.65	5 59 ST		
10			11/10/11	475.78	47.578	55 65	556.50	80 72 ST		
43				**2,083 04**	**48 443**		**2,392.95**	**309 91**	**.934**	**22.36**
26	US BANCORP DEL NEW	USB	12/10/10	684.46	26.325	32 17	836.42	151.96 LT		
8			12/13/10	210 21	26.276	32.17	257 36	47.15 LT		
34			12/16/10	885.11	26 032	32.17	1,093.78	208 67 LT		
16			12/20/10	418.31	26.144	32.17	514.72	96.41 LT		
18			12/31/10	485 06	26.947	32 17	579.06	94 00 LT		
15			01/03/11	404 96	26.997	32.17	482 55	77.59 LT		
19			01/04/11	509 70	26.826	32 17	611.23	101.53 LT		
18			01/21/11	484 04	26.891	32 17	579 06	95 02 LT		
14			05/19/11	360.03	25 716	32 17	450.38	90 35 ST		
168				**4,441 88**	**26 44**		**5,404 56**	**962 68**	**2.424**	**131.04**
1	UNILEVER PLC SPONS ADR NEW	UL	05/20/05	22 40	22.396	34 32	34 32	11 92 LT		
36			11/04/05	789 35	21 926	34 32	1,235 52	446.17 LT		
9			03/17/06	209 34	23 259	34.32	308.88	99 54 LT		

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
33	UNILEVER PLC SPONS ADR NEW	UL	03/15/11	$ 960 22	$ 29.097	$ 34.32	$ 1,132.56	$ 172.34 LT		
2			11/08/11	67.76	33.878	34.32	68 64	.88 ST		
25			11/10/11	812.95	32 518	34.32	858.00	45 05 ST		
106				**2,862.02**	**27.00**		**3,637.92**	**775.90**	**3.618**	**131.65**
15	UNITED PARCEL SERVICE CL B	UPS	03/16/11	1,065.02	71.001	78.14	1,172.10	107 08 LT		
8			03/30/11	597.62	74.702	78.14	625.12	27.50 LT		
8			05/17/11	586.78	73.347	78.14	625.12	38.34 ST		
31				**2,249 42**	**72.562**		**2,422.34**	**172 92**	**2.917**	**70.68**
4	UNITED STATES STEEL CORP NEW	X	12/22/09	210.64	52.661	28 33	113.32	(97 32) LT		
11			12/23/09	597.47	54 315	28.33	311.63	(285.84) LT		
9			12/24/09	506.41	56 268	28 33	254.97	(251.44) LT		
11			01/26/10	562 27	51.115	28.33	311.63	(250 64) LT		
10			02/02/10	479 85	47.984	28.33	283.30	(196 55) LT		02-4
25			11/01/10	1,080.99	43.239	28.33	708 25	(372 74) LT		
2			07/28/11	81.13	40.563	28.33	56.66	(24.47) ST		
16			11/08/11	439.81	27.488	28.33	453.28	13 47 ST		
30			11/10/11	763.14	25.438	28 33	849.90	86 76 ST		
118				**4,721.71**	**40.014**		**3,342.94**	**(1,378 77)**	**.705**	**23.60**
18	UNITEDHEALTH GROUP INC	UNH	12/17/03	500.35	27 797	56.15	1,010 70	510.35 LT		
30			04/01/09	620.76	20.691	56.15	1,684.50	1,063.74 LT		
25			10/16/09	612.75	24.51	56 15	1,403.75	791.00 LT		
16			11/10/11	736.61	46.038	56 15	898.40	161.79 ST		
89				**2,470 47**	**27.758**		**4,997.35**	**2,526.88**	**1.157**	**57.85**
1	VERTEX PHARMACEUTICALS INC	VRTX	11/12/08	26.73	26.729	38.48	38 48	11.75 LT		
4			11/13/08	106.51	26 628	38 48	153.92	47.41 LT		
10			11/17/08	269.63	26 962	38.48	384.80	115.17 LT		
5			11/04/10	176.25	35.249	38.48	192 40	16.15 LT		
5			02/11/11	190 81	38.162	38.48	192.40	1.59 LT		
2			08/10/11	85.09	42.547	38.48	76.96	(8 13) ST		
8			11/08/11	244 63	30 578	38.48	307.84	63.21 ST		
8			11/10/11	254.54	31 817	38.48	307 84	53.30 ST		
43				**1,354 19**	**31.493**		**1,654.64**	**300 45**		
1	VISA INC COM CL A	V	05/26/10	74.33	74.334	122 98	122.98	48.65 LT		
5			06/10/10	381.49	76 297	122.98	614.90	233.41 LT		
7			11/15/10	543 18	77.597	122.98	860.86	317 68 LT		

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
7	VISA INC COM CL A	V	12/01/10	$ 526.09	$ 75.155	$ 122 98	$ 860 86	$ 334 77 LT		
6			02/02/11	428 97	71 494	122 98	737 88	308.91 LT		
6			02/10/11	449 34	74.89	122 98	737 88	288 54 LT		
32				**2,403 40**	**75 106**		**3,935 36**	**1,531 96**	**715**	**28.16**
8.5882	VODAFONE GROUP PLC SPONS ADR NEW	VOD	03/12/04	235 85	27 601	27 82	238 92	3.07 LT		
13.0588			10/19/05	381 40	29 354	27 82	363 30	(18.10) LT		
43.5294			11/18/05	1,088.69	25.137	27.82	1,210.99	122.30 LT		
7 8353			01/20/06	186 42	23.912	27 82	217 98	31.56 LT		
13 9294			02/09/06	332.92	24 021	27.82	387.52	54 60 LT		
13.0589			03/02/06	292.24	22 491	27.82	363 30	71.06 LT		
21			11/10/11	595.10	28.338	27.82	584 22	(10.88) ST		
121				**3,112.62**	**25 724**		**3,366.23**	**253.61**	**5 14**	**173.03**
15	WEYERHAEUSER CO	WY	06/30/03	795.13 *R*	53.009	20 36	305 40	(489 73) LT		
10			05/17/04	570.38	57.037	20.36	203 60	(366 78) LT		
20			11/04/05	1,254 04 *R*	62 702	20.36	407 20	(846 84) LT		
2			04/28/08	131 40	65 70	20 36	40.72	(90.68) LT		
11			05/19/09	368 14	33 467	20.36	223 96	(144.18) LT		
7			05/20/09	238.75	34 106	20 36	142 52	(96.23) LT		
110			07/22/10	1,709.36 *R*	15 54	20 36	2,239.60	530 24 LT		
34			11/10/11	558.89	16 438	20 36	692 24	133 35 ST		
209				**5,626 09**	**26 919**		**4,255.24**	**(1,370 85)**	**2.946**	**125 40**
Total common stocks and options				**$ 294,231.62**			**$ 364,665.91**	**$ 9,375.52 ST**	**1.77**	
								$ 61,058.77 LT		**$ 6,469.05**

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Mutual funds

An investment in a money market fund is neither insured nor guaranteed by the FDIC or any other government agency. Although money market funds seek to preserve the value of your investment at $1.00 per share, there can be no assurance that will occur and it is possible to lose money should the fund value per share fall. Moreover, in some circumstances money market funds may be forced to cease operations when the value of a fund drops below $1.00 per share. In that event, the fund's holdings would be liquidated and distributed to the fund's shareholders. This liquidation process could take up to one month or more. During that time these funds would not be available to you to support purchases, withdrawals, and if applicable, check writing or ATM debits from your account

Certain mutual funds may not be transferable to other broker-dealers. For further information, please refer to the fund's Prospectus or call your Financial Advisor

Yield is the current distribution annualized, divided by the fund's net asset value at the end of the statement period. Distributions may consist of income, capital gains or the return of capital. Distributions and current dividend for funds are based upon information provided by an outside vendor and are not verified by us. **"Tax-Based Cost vs. Current Value"** *is being provided for information purposes only.* **"Cash Distributions (since inception)"** *when shown, may reflect distributions on positions no longer held in the account, and may not reflect all distributions received in cash due to but not limited to the following: investments made prior to 1/1/89, asset transfers, recent activity and certain adjustments made in your account.* **"Total Purchases vs. Current Value"** *is provided to assist you in comparing your* **"Total purchases"** *excluding reinvested distributions, with the current value of the fund's shares in your account.* **"Fund Value Increase/Decrease"** *reflects the difference between your total purchases and the current value of the fund's shares, plus cash distributions since inception.*

Number of shares	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Net Value Increase/ Decrease	Yield	Anticipated income (annualized)
657.821	EUROPACIFIC GROWTH FUND CLASS A	AEPGX	01/28/11-04/28/11	$ 28,385 00	$ 43.15	$ 39.30	$ 25,852 37	($ 2,532.63)	LT			
115.902			05/27/11	5,000 00	43.14	39.30	4,554 96	(445 05)	ST			
773.723	**Total Purchases**			33,385 00	43.15	39.30	30,407 32	(2,977.68)				
12 984	Reinvestments to date			456.52	35.16	39 30	510 27	53.75	ST			
786.707	**Tax-based Cost vs. Current Value**			33,841 52	43.017		30,917.59	(2,923.93)			1.501	464.15
	Total Purchases vs. Current Value			33,385.00			30,917 59			(2,467 41)		
	Fund Value Increase/Decrease									(2,467 41)		
867.661	INTERNATIONAL GROWTH AND INCOME FUND CL A	IGAAX	01/28/11-04/28/11	28,385 00	32.714	29.38	25,491.88	(2,893 12)	LT			
151.469			05/27/11	5,000.00	33.01	29.38	4,450.16	(549.84)	ST			
1,019.13	**Total Purchases**			33,385.00	32 78	29.38	29,942.04	(3,442 96)				
1 383	Reinvestments to date			42.50	30.73	29.38	40.63	(1.87)	LT			
52 675	Reinvestments to date			1,531.34	29.071	29.38	1,547.59	16.25	ST			
1,073 168	**Tax-based Cost vs. Current Value**			34,958.84	32.575		31,530.28	(3,428.58)			3.274	1,032.40
	Total Purchases vs. Current Value			33,385.00			31,530.26			(1,854.74)		
	Fund Value Increase/Decrease									(1,854.74)		
515 704	NEW WORLD FUND CLASS A	NEWFX	01/28/11-04/28/11	28,385.00	55 094	51 84	26,708 18	(1,676.82)	LT			
89 977			05/27/11	5,000 00	55 57	51.84	4,664.41	(335 59)	ST			
605.181	**Total Purchases**			33,385 00	55.17	51.84	31,372.59	(2,012 41)				

Ref: 00006023 00041054

MorganStanley
SmithBarney

Reserved
Client Statement

April 1 - April 30, 2012

WINKELMANN CHARITABLE

Account number 613-44819-17 334

Mutual funds *continued*

Number of shares	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Net Value Increase/Decrease	Yield	Anticipated income (annualized)
	NEW WORLD FUND CLASS A	NEWFX									
9.92	Reinvestments to date			$ 458.11	$ 46.18	$ 51.84	$ 514.25	$ 56.14 ST			
615.101	Tax-based Cost vs. Current Value			33,843.11	55.02		31,888.84	(1,958.27)		1.46	465.63
	Total Purchases vs. Current Value			33,385.00			31,886.84		(1,498.16)		
	Fund Value Increase/Decrease								(1,498.16)		
710.423	SMALLCAP WORLD FUND CLASS A	SMCWX	01/28/11-04/28/11	28,385.00	39.955	38.83	27,585.73	(799.27) LT			
124.657			05/27/11	5,000.00	40.11	38.83	4,840.43	(159.57) ST			
835.08	Total Purchases			33,385.00	39.98	38.83	32,426.16	(958.84)			
2.663	Reinvestments to date			88.52	33.24	38.83	103.40	14.88 ST			
837.743	Tax-based Cost vs. Current Value			33,473.52	39.957		32,529.56	(943.96)		.272	88.80
	Total Purchases vs. Current Value			33,385.00			32,529.56		(855.44)		
	Fund Value Increase/Decrease								(855.44)		
	Total mutual funds (Tax based)			$ 138,116.99			$ 120,884.25	(1,1,349.03) ST (17,903.71) LT		1.61	$ 2,050.98

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Ameriprise ONE Financial Account (cont'd)

Account #
0000 5406 7274 8 133

SAM A WINKELMANN JR TTEE
WINKELMANN CHARITABLE
FOUNDATION

Account Holdings (continued)

Symbol/Cusip Rating	Description	Beginning Value	Quantity	Ending Price	Ending Value	Cost Basis[1]	Estimated Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities									
T	AT&T INC	$31,230.00	1,000	$32.9100	$32,910.00	$26,931.00	$5,979.00	$1,760	5.35%
FEN	FIRST TR ENERGY INCM & GRWTH	$30,650.90	1,019.997	$31.0000	$31,619.90	$20,413.33*	$11,206.57	$1,979	6.26%
Total Equities					**$64,529.90**	**$47,344.33***	**$17,185.57**	**$3,739**	

TOTAL - 3 ACCOUNTS 556,060 477,693

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