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

2011

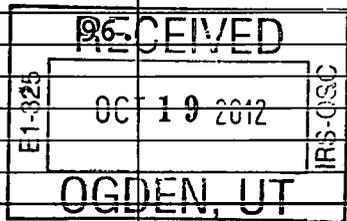
Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

| | | |
|---|--|--|
| Name of foundation THOMAS D LOOKABAUGH FOUNDATION | | A Employer identification number 45-3659698 |
| Number and street (or P O box number if mail is not delivered to street address) 752 ADELLA AVENUE | Room/suite | B Telephone number 303-444-2971 |
| City or town, state, and ZIP code CORONADO, CA 92118 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 784,418. | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small> | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received | | | N/A | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| 3 Interest on savings and temporary cash investments | | | | |
| 4 Dividends and interest from securities | 17,260. | 17,260. | | STATEMENT 1 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | -2,483. | | | |
| b Gross sales price for all assets on line 6a | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) | | | | |
| 11 Other income | | | | |
| 12 Total. Add lines 1 through 11 | 14,777. | 17,260. | | |
| 13 Compensation of officers, directors, trustees, etc. | 0. | 0. | | 0. |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees | | | | |
| b Accounting fees STMT 2 | 1,925. | 1,925. | | 0. |
| c Other professional fees STMT 3 | 2,133. | 2,133. | | 0. |
| 17 Interest | | | | |
| 18 Taxes STMT 4 | 347. | | | 0. |
| 19 Depreciation and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses | | | | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 4,405. | 4,154. | | 0. |
| 25 Contributions, gifts, grants paid | 44,082. | | | 44,082. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 48,487. | 4,154. | | 44,082. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | -33,710. | | | |
| b Net investment income (if negative, enter -0-) | | 13,106. | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | |



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| Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only | | Beginning of year | End of year | |
|---|--|-------------------|-----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | | 2,083. | 2,083. |
| | 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 | | | |
| | 7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U.S. and state government obligations | | | |
| | b Investments - corporate stock | | | |
| | c Investments - corporate bonds | | | |
| | 11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 5 | 0. | 879,137. | 782,335. |
| 14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶ | | | | |
| 15 Other assets (describe ▶ _____) | | | | |
| 16 Total assets (to be completed by all filers) | 0. | 881,220. | 784,418. | |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | 0. | 914,930. | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 0. | -33,710. | |
| 30 Total net assets or fund balances | 0. | 881,220. | | |
| 31 Total liabilities and net assets/fund balances | 0. | 881,220. | | |

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 | 0. |
| 2 Enter amount from Part I, line 27a | 2 | -33,710. |
| 3 Other increases not included in line 2 (itemize) ▶ <u>COURT ORDERED BIFRUCATION</u> | 3 | 914,930. |
| 4 Add lines 1, 2, and 3 | 4 | 881,220. |
| 5 Decreases not included in line 2 (itemize) ▶ _____ | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 881,220. |

Part IV Capital Gains and Losses for Tax on Investment Income

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

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a | | | -2,483. |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| a | | | -2,483. |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | |
|---|---|---|---------|
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 | 2 | -2,483. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 | | 3 | N/A |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--|--|--|---|
| 2010 | 46,420. | 898,108. | .051686 |
| 2009 | 43,411. | 932,495. | .046554 |
| 2008 | 58,318. | 876,056. | .066569 |
| 2007 | 59,704. | 1,196,096. | .049916 |
| 2006 | 55,585. | 1,201,057. | .046280 |

| | | |
|--|---|----------|
| 2 Total of line 1, column (d) | 2 | .261005 |
| 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 | .052201 |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | 936,344. |
| 5 Multiply line 4 by line 3 | 5 | 48,878. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 131. |
| 7 Add lines 5 and 6 | 7 | 49,009. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 44,082. |

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

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

| | | | |
|----|---|----|------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 262. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | 0. |
| 3 | Add lines 1 and 2 | 3 | 262. |
| 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 | 262. |
| 6 | Credits/Payments: | | |
| a | 2011 estimated tax payments 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 <input type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 262. |
| 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 <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|--|----|
| 1a | | X |
| 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. | | |
| 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0. | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0. | |
| 2 | | X |
| If "Yes," attach a detailed description of the activities. | | |
| 3 | | X |
| 4a | | X |
| 4b | N/A | |
| 5 | | X |
| If "Yes," attach the statement required by General Instruction T. | | |
| 6 | | X |
| 7 | X | |
| If "Yes," complete Part II, col. (c), and Part XV. | | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>CO</u> | |
| 8b | X | |
| 9 | | X |
| 10 | | X |

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|---|---|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | | | 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) | | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u> | X | | |
| 14 | The books are in care of ▶ <u>BROCK AND COMPANY CPA'S PC</u> Telephone no. ▶ <u>303-444-2971</u> Located at ▶ <u>1930 17TH ST, SUITE 200, BOULDER, CO</u> ZIP+4 ▶ <u>80302</u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> <u>N/A</u> | | | |
| 16 | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ | | Yes | No X |

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

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

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

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

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870. 6b X

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No N/A 7b

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|---|---|---|---------------------------------------|
| THOMAS D LOOKABAUGH 752 ADELLA AVENUE CORONADO, CA 92118 | PRESIDENT 3.00 | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Total. Add lines 1 through 3 ▶ 0.

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 | 929,754. |
| b Average of monthly cash balances | | 1b | 20,849. |
| c Fair market value of all other assets | | 1c | |
| d Total (add lines 1a, b, and c) | | 1d | 950,603. |
| 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 | 950,603. |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | | 4 | 14,259. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | | 5 | 936,344. |
| 6 Minimum investment return. Enter 5% of line 5 | | 6 | 46,817. |

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 | 46,817. |
| 2a Tax on investment income for 2011 from Part VI, line 5 | 2a 262. | | |
| b Income tax for 2011. (This does not include the tax from Part VI.) | 2b | | |
| c Add lines 2a and 2b | | 2c | 262. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | | 3 | 46,555. |
| 4 Recoveries of amounts treated as qualifying distributions | | 4 | 0. |
| 5 Add lines 3 and 4 | | 5 | 46,555. |
| 6 Deduction from distributable amount (see instructions) | | 6 | 0. |
| 7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | | 7 | 46,555. |

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 | 44,082. |
| b Program-related investments - total from Part IX-B | | 1b | 0. |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | | 2 | |
| 3 Amounts set aside for specific charitable projects that satisfy the: | | | |
| a Suitability test (prior IRS approval required) | | 3a | |
| b Cash distribution test (attach the required schedule) | | 3b | |
| 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | | 4 | 44,082. |
| 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | | 5 | 0. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | | 6 | 44,082. |

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 | | | | 46,555. |
| 2 Undistributed income, if any, as of the end of 2011 | | | | |
| a Enter amount for 2010 only | | | 43,782. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2011: | | | | |
| a From 2006 | | | | |
| b From 2007 | | | | |
| c From 2008 | | | | |
| d From 2009 | | | | |
| e From 2010 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 44,082. | | | | |
| a Applied to 2010, but not more than line 2a | | | 43,782. | |
| 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 | | | | 300. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 | | | | 46,255. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2007 | | | | |
| b Excess from 2008 | | | | |
| c Excess from 2009 | | | | |
| d Excess from 2010 | | | | |
| e Excess from 2011 | | | | |

Part XV Supplementary Information (continued)

| 3 Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|----------------------------------|----------------|
| Recipient | 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 |
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| LAMBS PLAYER THEATRE 1142 ORANGE AVE CORONADO, CA 92118 | NONE | PUBLIC | OPERATING COSTS | 25,000. |
| A REASON TO SURVIVE INC 200 E 12 NATIONAL CITY, CA 91950 | NONE | PUBLIC | OPERATING COSTS | 3,300. |
| KPBS 5200 CAMPANILE DR SAN DIEGO, CA 92182 | NONE | PUBLIC | OPERATING COSTS | 5,000. |
| MONARCH SCHOOL PROJECT 808 WEST CEDAR ST SAN DIEGO, CA 92101 | NONE | PUBLIC | OPERATING COSTS | 3,300. |
| OCEAN DISCOVERY INSTITUTE 2211 PACIFIC BEACH DR SAN DIEGO, CA 92109 | NONE | PUBLIC | OPERATING COSTS | 3,882. |
| Total | SEE CONTINUATION SHEET(S) | | | 44,082. |
| b Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| Total | | | | 0. |

| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT | 1 |
|----------------------------------|--|----------------------------|----------------------|
| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
| MORGAN STANLEY | 17,260. | 0. | 17,260. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 17,260. | 0. | 17,260. |

| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 2 | |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| ACCOUNTING | 1,925. | 1,925. | | 0. |
| TO FORM 990-PF, PG 1, LN 16B | 1,925. | 1,925. | | 0. |

| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT | 3 | |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| INVESTMENT FEES | 2,133. | 2,133. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 2,133. | 2,133. | | 0. |

| FORM 990-PF | TAXES | STATEMENT | 4 | |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| FOREIGN TAX | 96. | 96. | | 0. |
| EXCISE TAX | 251. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 347. | 96. | | 0. |

FORM 990-PF OTHER INVESTMENTS STATEMENT 5

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|------------------|------------|-------------------|
| SECURITIES | COST | 879,137. | 782,335. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 879,137. | 782,335. |

**CONSENT AND RESOLUTION
OF THE BOARD OF DIRECTORS OF
THE CHRISTIE CADWELL AND TOM LOOKABAUGH FOUNDATION
IN LIEU OF SPECIAL MEETING**

BY CONSENT, pursuant to the authority granted by the Colorado Non-Profit Corporation Section 4.18 of the Bylaws of The Christie Cadwell and Tom Lookabaugh Foundation (the "Foundation"), the undersigned, being all of the Directors of the Foundation, hereby waive actual attendance at a special meeting of the Board of Directors for the purpose of approving a distribution of one-half of the Foundation's assets. In lieu of said special meeting, the undersigned hereby take the following actions by consent, to have the same force and effect as actions taken at a special meeting of the Board of Directors.

DISTRIBUTION OF FOUNDATION ASSETS. The Foundation was originally established and funded by Thomas D. Lookabaugh ("Lookabaugh") and Christie Cadwell ("Cadwell"), the two current members of the Board of Directors. A divergence of charitable interests and investment philosophy exists between Lookabaugh and Cadwell such that management, administration and achievement of the charitable goals of the Foundation have become increasingly difficult. As such, Lookabaugh has established the Thomas D. Lookabaugh Foundation (the "Lookabaugh Foundation") to seek and fulfill his charitable interests. Because the Foundation was originally created and funded by Lookabaugh and Cadwell directly, the Foundation deems it appropriate to distribute one-half of its assets to the Lookabaugh Foundation in a manner that would be consistent with its tax exempt, charitable purposes. Therefore, be it:

RESOLVED, that one-half of the net assets of the Foundation shall be distributed to the Lookabaugh Foundation on or before December 16, 2011 (the "Distribution"); and further

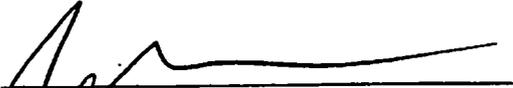
RESOLVED, that the officers of the Foundation, acting alone or together, be and hereby are authorized to make the Distribution described above in the manner reasonably believed by such officers to be most expedient and efficient, consistent with the Foundation's tax exempt charitable purpose and in a manner that does not result in any tax or penalty to the Foundation; and further

RESOLVED, that the resignation of Thomas D. Lookabaugh as a member of the Board of Directors and as President and Secretary shall be accepted by the Foundation as of the effective date of the Distribution described above.

This Consent and Resolution may be executed in any number of counterparts, all of which together shall be deemed to constitute one original document. Signatures transmitted by facsimile or other electronic means shall be deemed valid and binding for all purposes.

Confirmed and ratified effective this 5 day of December, 2011.

DIRECTORS:



Thomas D. Lookabaugh

Christie Cadwell

Lookabaugh Foundation
Stock Sales
See Attached schedules

| | Gain (loss) |
|-------------------|------------------------|
| July | <u>5,278</u> |
| August | 4,252 |
| September | 2,362 |
| October | (4,665) |
| November | <u>3,193</u> |
| total | <u><u>10,420</u></u> |
| Bifurcation Split | 5,210 |
| May | 1 |
| June | (7,694) |
| | <u><u>(2,483)</u></u> |

Reserved
Client Statement
July 1 - July 31, 2011

Ref: 00003848 00095969

Account number 293-16878-14 246

CHRISTIE CADWELL & TOM

| Date | Description | Comment | Taxable | Non-taxable | Amount |
|------------------------------|-------------------------|--|-------------|-------------|-------------|
| 07/14/11 | SAFWAY INC NEW | CASH DIV ON 455.0000 SHS X/D 08/21/11 | \$ 65.98 | | \$ 65.98 |
| 07/15/11 | FRANKLIN RESOURCES INC | CASH DIV ON 80.00000 SHS X/D 08/28/11 | 20.00 | | 20.00 |
| 07/15/11 | US BANCORP DEL NEW | CASH DIV ON 520.00000 SHS X/D 08/28/11 | 65.00 | | 65.00 |
| 07/25/11 | GENERAL ELECTRIC CO | CASH DIV ON 1005.00000 SHS X/D 08/18/11 | 150.75 | | 150.75 |
| 07/27/11 | CISCO SYS INC | CASH DIV ON 1980.00000 SHS X/D 07/05/11 | 118.80 | | 118.80 |
| 07/27/11 | COMCAST CORP CL A - SPL | CASH DIV ON 510.00000 SHS X/D 07/01/11 | 57.38 | | 57.38 |
| 07/27/11 | GAP INC DELAWARE | CASH DIV ON 280.00000 SHS X/D 07/01/11 | 32.63 | | 32.63 |
| 07/29/11 | MONSANTO CO NEW | CASH DIV ON 118.00000 SHS X/D 07/08/11 | 33.04 | | 33.04 |
| Total other dividends earned | | | \$ 1,134.73 | \$ 0.00 | \$ 1,134.73 |

| Date | Description | Comment | Taxable | Non-taxable | Amount |
|--------------------------------|--------------------------------------|------------|---------|-------------|--------|
| 07/28/11 | MORGAN STANLEY LIQUID ASSET FUND INC | REINVESTED | \$.15 | | \$.15 |
| Total earnings from money fund | | | \$.15 | \$ 0.00 | \$.15 |

GAIN/LOSS DETAILS

Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. Absent specific instructions from you, trades are allocated using the FIFO (first-in/first-out) method. Day traders should therefore not rely on this section for day trading results. Your reinvestment activity has been summarized. Single lines have been designated to distinguish Short-term (ST) or Long-term (LT) information. Detailed information will be available at year-end in your 1099 Year-end summary.

| Description | Original Trade Date/ Closing Trade Date | Quantity | Cost basis/ Adjusted basis | Purchase price/ Adjusted price | Sale price/ Proceeds | Original Realized gain/(loss) | Adjusted Realized gain/(loss) | Capital gain/(loss) Ordinary Income |
|-------------------------------|--|----------|-------------------------------|-----------------------------------|-------------------------|-------------------------------------|-------------------------------------|---|
| AMAZON COM INC | 09/29/08 | 4 | \$ 128.62 | \$ 32.40 | 213.573 | \$ 724.65 | \$ 724.65 | \$ 724.65 |
| MorganStanley SmithBarney LLC | 07/14/11 Sold | | | | 854.27 | | | \$ 0.00 |

Realized gain or loss

acted as your agent
in this transaction.



Ref: 00003846 00095970

Account number 283-16878-14 246

CHRISTIE CADWELL & TOM

Realized gain or loss continued

| Description | Original Trade Date/ Closing Trade Date | Quantity | Cost basis/ Adjusted basis | Purchase price/ Adjusted price | Sale price/ Proceeds | Original Realized gain/(loss) (\$ 574.19) LT | Adjusted Realized gain/(loss) (\$ 574.19) LT | Capital gain/(loss) Ordinary Income (\$ 574.19) \$ 0.00 |
|--|--|------------|-------------------------------|-----------------------------------|-------------------------|---|---|---|
| AMGEN INC MorganStanley SmithBarney LLC acted as your agent In this transaction. | 03/02/07 07/14/11 Sold | 97 | \$ 8,008.89 | \$ 61.92 | 6,432.60 | | | |
| THE BABCOCK & WILCOX COMPANY MorganStanley SmithBarney LLC acted as your agent In this transaction. | 09/12/08 07/01/11 Sold | 32 | 840.33 | 29.38 | 888.10 | (52.23) LT | (52.23) LT | (52.23) 0.00 |
| THE BABCOCK & WILCOX COMPANY MorganStanley SmithBarney LLC acted as your agent In this transaction. | 11/05/08 07/01/11 Sold | 20 | 318.61 | 15.97 | 27.753 | 235.56 LT | 235.56 LT | 235.56 0.00 |
| THE BABCOCK & WILCOX COMPANY MorganStanley SmithBarney LLC acted as your agent In this transaction. | 11/05/08 07/07/11 Sold | 45 | 718.81 | 15.97 | 1,227.89 | 508.98 LT | 508.98 LT | 508.98 0.00 |
| THE BABCOCK & WILCOX COMPANY MorganStanley SmithBarney LLC acted as your agent In this transaction. | 11/05/08 07/19/11 Sold | 55 | 878.67 | 15.97 | 1,368.88 | 480.31 LT | 480.31 LT | 480.31 0.00 |
| Total | | 182 | \$ 2,857.42 | | \$ 4,030.04 | \$ 1,172.82 | \$ 1,172.82 | \$ 1,172.82 \$ 0.00 |
| BAKER HUGHES INC MorganStanley SmithBarney LLC acted as your agent In this transaction. | 09/18/08 07/28/11 Sold | 32 | 2,086.48 | 64.57 | 2,514.72 | 448.27 LT | 448.27 LT | 448.27 0.00 |
| COCA-COLA CO MorganStanley SmithBarney LLC acted as your agent In this transaction. | 02/14/02 07/29/11 Sold | 30 | 1,405.78 | 48.85 | 2,052.14 | 646.36 LT | 646.36 LT | 646.36 0.00 |
| HALLIBURTON CO HOLDINGS CO MorganStanley SmithBarney LLC acted as your agent In this transaction. | 11/05/08 07/18/11 Sold | 50 | 974.36 | 19.48 | 2,840.87 | 1,868.49 LT | 1,668.49 LT | 1,668.49 0.00 |
| NVIDIA CORP MorganStanley SmithBarney LLC acted as your agent In this transaction. | 07/08/08 07/14/11 Sold | 135 | 1,627.82 | 12.05 | 1,834.31 | 308.39 LT | 308.39 LT | 308.39 0.00 |
| TEXAS INSTRUMENTS INC MorganStanley SmithBarney LLC acted as your agent In this transaction. | 08/20/02 07/29/11 Sold | 49 | 1,188.82 | 24.42 | 1,488.84 | 269.72 LT | 269.72 LT | 269.72 0.00 |
| U S TREASURY NOTES SER AE-2012 DTD 11/15/2009 DUE 11/15/2012 RATE 1.375 YIELD .289MTY | 12/09/10 07/08/11 Sold | 18,000 | 18,261.58 18,183.88 | 101.45 101.02 | 101,468 18,264.38 | 2.82 ST | 80.42 ST | 80.42 0.00 |



Ref: 00003846 00005971

CHRISTIE CADWELL & TOM Account number 293-16878-14 246

Realized gain or loss continued

| Description | Original Trade Date/ Closing Trade Date | Quantity | Cost basis/ Adjusted basis | Purchase price/ Adjusted price | Sale price/ Proceeds | Original Realized gain/(loss) | Adjusted Realized gain/(loss) | Capital gain/(loss)/ Ordinary Income |
|--|--|------------|-------------------------------|-----------------------------------|-------------------------|-------------------------------------|-------------------------------------|--|
| VISA INC COM CL A | 05/07/10 | 30 | \$ 2,476.05 | \$ 82.50 | 2,568.74 | \$ 94.69 | \$ 94.69 | \$ 94.69 |
| MorganStanley SmithBarney LLC acted as your agent in this transaction. | 07/29/11 Sold | | | 74.33 | 1,027.90 | 135.88 | 135.88 | 135.88 |
| | 05/28/10 | 12 | 892.02 | | | | | 0.00 |
| | 07/28/11 Sold | | | | \$ 3,687.64 | \$ 230.57 | \$ 230.57 | \$ 230.57 |
| Total | | 42 | \$ 3,367.07 | | | | | \$ 0.00 |
| YAHOO INC | 03/20/08 | 205 | 2,801.48 | 13.88 | 14.747 | 221.76 | 221.76 | 221.76 |
| MorganStanley SmithBarney LLC acted as your agent in this transaction. | 07/14/11 Sold | | | 3,023.22 | | | | 0.00 |
| YAHOO INC | 03/20/08 | 15 | 204.88 | 13.88 | 13.582 | (1.56) | (1.56) | (1.56) |
| MorganStanley SmithBarney LLC acted as your agent in this transaction. | 07/20/11 Sold | | | 203.43 | | | | 0.00 |
| | 03/27/08 | 360 | 4,768.03 | 13.32 | 4,882.41 | 88.38 | 88.38 | 88.38 |
| | 07/20/11 Sold | | | | \$ 8,108.06 | \$ 306.58 | \$ 306.58 | \$ 306.58 |
| Total | | 580 | \$ 7,802.48 | | | | | \$ 0.00 |
| Total Long Term this period | | | | | | \$ 5,197.48 | \$ 5,197.48 | |
| Total Short Term this period | | | | | | \$ 2.82 | \$ 80.42 | |
| Total realized gain or (loss) this period | | | | | | \$ 5,200.28 | \$ 5,277.88 | |
| Total realized Capital gain or (loss) this period | | | | | | | | \$ 5,277.88 |
| Total Long Term year-to-date | | | | | | \$ 59,888.72 | \$ 61,889.70 | |
| Total Short Term year-to-date | | | | | | \$ 1,650.88 | \$ 3,313.07 | |
| Total realized gain or (loss) year-to-date | | | | | | \$ 61,537.38 | \$ 65,172.77 | |
| Total realized Capital gain or (loss) year-to-date | | | | | | | | \$ 65,172.77 |

Please notify your Financial Advisor if there have been any changes in your financial situation or investment objectives, or if you wish to impose any reasonable restrictions on the management of your Investment Advisory accounts, or to reasonably modify existing restrictions.

For a copy of the applicable SEC Form ADV Disclosure Document for Morgan Stanley Smith Barney LLC, or for any Investment Adviser with whom we contract to manage your investment advisory account, please contact your Financial Advisor. These Disclosure Documents contain important information about advisory programs.



Ref: 00004603 00116138

Account number 293-16878-14 246

CHRISTIE CADWELL & TOM

GAIN/LOSS DETAILS

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Realized gain or loss

| Description | Original Trade Date/ Closing Trade Date | Quantity | Cost basis/ Adjusted basis | Purchase price/ Adjusted price | Sale price/ Proceeds | Original Realized gain/(loss) | Adjusted Realized gain/(loss) | Capital gain/(loss) Ordinary Income |
|--|--|------------|-------------------------------|-----------------------------------|-------------------------|-------------------------------------|-------------------------------------|---|
| BAKER HUGHES INC MorganStanley SmithBarney LLC acted as your agent | 09/18/08 08/03/11 Sold | 28 | \$ 1,808.15 | \$ 64.57 | 71,708 2,007.80 | \$ 189.65 LT | \$ 189.65 LT | \$ 189.65 \$ 0.00 |
| In this transaction. | | | | | | | | |
| BANK OF AMERICA CORP MorganStanley SmithBarney LLC acted as your agent | 12/09/08 08/09/11 Sold | 170 | 2,889.52 | 16.99 | 6,895 1,172.13 | (1,717.39) LT | (1,717.39) LT | (1,717.39) 0.00 |
| In this transaction. | | | | | | | | |
| MorganStanley SmithBarney LLC acted as your agent | 01/07/09 08/09/11 Sold | 190 | 2,659.28 | 13.99 | 6,895 1,310.02 | (1,349.28) LT | (1,349.28) LT | (1,349.28) 0.00 |
| In this transaction. | | | | | | | | |
| MorganStanley SmithBarney LLC acted as your agent | 01/12/09 08/09/11 Sold | 100 | 1,227.26 | 12.27 | 6,895 689.49 | (537.77) LT | (537.77) LT | (537.77) 0.00 |
| In this transaction. | | | | | | | | |
| MorganStanley SmithBarney LLC acted as your agent | 08/10/11 08/09/11 Sold | 60 | 652.98 | 10.88 | 6,895 413.89 | (239.29) ST | (239.29) ST | (239.29) 0.00 |
| In this transaction. | | | | | | | | |
| Total | | 620 | \$ 7,429.04 | | \$ 3,685.33 | (\$ 3,843.71) | (\$ 3,843.71) | (\$ 3,843.71) \$ 0.00 |
| COCA-COLA CO MorganStanley SmithBarney LLC acted as your agent | 02/14/02 08/05/11 Sold | 46 | 2,165.53 | 46.85 | 66,837 3,074.47 | 918.94 LT | 918.94 LT | 918.94 0.00 |
| In this transaction. | | | | | | | | |
| WALT DISNEY CO MorganStanley SmithBarney LLC acted as your agent | 04/04/02 08/19/11 Sold | 10 | 222.14 | 22.21 | 32,039 320.39 | 88.25 LT | 88.25 LT | 88.25 0.00 |
| In this transaction. | | | | | | | | |
| MorganStanley SmithBarney LLC acted as your agent | 09/18/02 08/19/11 Sold | 105 | 1,621.38 | 15.44 | 32,039 3,364.07 | 1,742.69 LT | 1,742.69 LT | 1,742.69 0.00 |
| In this transaction. | | | | | | | | |
| Total | | 115 | \$ 1,843.52 | | \$ 3,684.46 | \$ 1,840.94 | \$ 1,840.94 | \$ 1,840.94 \$ 0.00 |
| HALLIBURTON CO HOLDINGS CO MorganStanley SmithBarney LLC acted as your agent | 11/05/08 08/03/11 Sold | 28 | 545.65 | 19.48 | 52,218 1,462.08 | 916.43 LT | 916.43 LT | 916.43 0.00 |
| In this transaction. | | | | | | | | |



Ref: 00004603 00116139

CHRISTIE CADWELL & TOM Account number 293-16878-14 246

Realized gain or loss continued

| Description | Original Trade Date/ Closing Trade Date | Quantity | Cost basis/ Adjusted basis | Purchase price/ Adjusted price | Sale price/ Proceeds | Original Realized gain/(loss) | Adjusted Realized gain/(loss) | Capital gain/(loss) Ordinary Income |
|--|--|------------|-------------------------------|-----------------------------------|-------------------------|-------------------------------------|-------------------------------------|---|
| NVIDIA CORP | 07/08/08 | 55 | \$ 663.23 | \$ 12.05 | 13.15 | \$ 60.05 | \$ 60.05 | \$ 0.00 |
| MorganStanley SmithBarney LLC acted as your agent in this transaction. | 08/12/11 Sold | | | | 723.28 | | | |
| | 12/20/08 | 325 | 2,458.20 | 7.56 | 13.15 | 1,815.76 | 1,815.76 | 0.00 |
| | 08/12/11 Sold | | | | 4,273.98 | | | |
| Total | | 380 | \$ 3,121.43 | | \$ 4,897.24 | \$ 1,875.81 | \$ 1,875.81 | \$ 0.00 |
| PEPSICO INC | 01/28/03 | 36 | 1,459.00 | 40.52 | 64.667 | 868.97 | 868.97 | 868.97 |
| MorganStanley SmithBarney LLC acted as your agent in this transaction. | 08/05/11 Sold | | | | 2,327.97 | | | 0.00 |
| PROCTER & GAMBLE CO | 03/26/01 | 52 | 1,679.98 | 32.32 | 60.679 | 1,475.26 | 1,475.26 | 1,475.26 |
| MorganStanley SmithBarney LLC acted as your agent in this transaction. | 08/05/11 Sold | | | | 3,155.24 | | | 0.00 |
| Total Long Term this period | | | | | | \$ 4,491.58 | \$ 4,491.58 | |
| Total Short Term this period | | | | | | (\$ 239.29) | (\$ 239.29) | |
| Total realized gain or (loss) this period | | | | | | \$ 4,252.29 | \$ 4,252.29 | |
| Total realized Capital gain or (loss) this period | | | | | | \$ 24,284.58 | \$ 24,284.58 | \$ 4,252.29 |
| Total Long Term year-to-date | | | | | | \$ 64,378.30 | \$ 66,351.28 | |
| Total Short Term year-to-date | | | | | | \$ 1,411.37 | \$ 3,073.78 | |
| Total realized gain or (loss) year-to-date | | | | | | \$ 480,613.93 | \$ 65,789.67 | \$ 69,425.08 |
| Total realized Capital gain or (loss) year-to-date | | | | | | \$ 411,188.87 | \$ 480,613.93 | \$ 69,425.08 |

Please notify your Financial Advisor if there have been any changes in your financial situation or investment objectives, or if you wish to impose any reasonable restrictions on the management of your Investment Advisory accounts, or to reasonably modify existing restrictions.

For a copy of the applicable SEC Form ADV Disclosure Document for Morgan Stanley Smith Barney LLC, or for any Investment Adviser with whom we contract to manage your investment advisory account, please contact your Financial Advisor. These Disclosure Documents contain important information about advisory programs.



Ref: 00004703 00115866

CHRISTIE CADWELL & TOM Account number 293-16878-14 246

| Money fund earnings | | Comment | Taxable | Non-taxable | Amount |
|--------------------------------|--------------------------------------|------------|---------|-------------|--------|
| Date | Description | | \$.26 | | \$.26 |
| 09/29/11 | MORGAN STANLEY LIQUID ASSET FUND INC | REINVESTED | | | |
| Total earnings from money fund | | | \$.26 | \$ 0.00 | \$.26 |

GAIN/LOSS DETAILS

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Realized gain or loss

| Description | Original Trade Date/ Closing Trade Date | Quantity | Cost basis/ Adjusted basis | Purchase price/ Adjusted price | Sale price/ Proceeds | Original Realized gain/(loss) | Adjusted Realized gain/(loss) | Capital gain/(loss)/ Ordinary income |
|---|--|----------|-------------------------------|-----------------------------------|-------------------------|-------------------------------------|-------------------------------------|--|
| COCA-COLA CO MorganStanley SmithBarney LLC acted as your agent In this transaction. | 02/14/02 09/09/11 Sold | 8 | \$ 374.87 | \$ 46.85 | 68.895 651.15 | \$ 176.28 LT | \$ 176.28 LT | \$ 176.28 \$ 0.00 |
| EBAY INC MorganStanley SmithBarney LLC acted as your agent In this transaction. | 03/14/07 09/07/11 Sold | 105 | 3,216.80 | 30.63 | 29,652 3,113.44 | (103.36) LT | (103.36) LT | (103.36) 0.00 |
| FEDERAL HOME LOAN MTG CORP DISCOUNT NOTES DUE 02/07/2012 YIELD .081MTY | 05/05/11 09/16/11 Sold | 51,000 | 50,949.00 50,949.00 | 89.90 89.90 | 99,968 50,884.04 | 35.04 ST | 35.04 ST | 10.05 24.89 |
| FEDERAL HOME LOAN MTG CORP BK/ ENTRY DTD 01/06/2011 DUE 02/25/2014 RATE 1.375 | 03/30/11 09/14/11 Sold | 4,000 | 4,000.62 4,000.62 | 100.01 100.01 | 102,256 4,090.24 | 88.62 ST | 88.72 ST | 88.72 0.00 |
| FEDERAL NATL MTG ASSN MED TERM NTS BOOK/ENTRY DTD 02/05/2009 DUE 02/05/2014 RATE 2.750 | 09/03/09 09/14/11 Sold | 4,000 | 4,020.68 4,010.32 | 100.51 100.25 | 105,542 4,221.68 | 201.00 LT | 211.36 LT | 211.36 0.00 |
| FEDERAL NATL MTG ASSN DEBS BDS BK/ENTRY DTD 09/27/2010 DUE 10/26/2015 RATE 1.625 | 01/14/11 09/14/11 Sold | 8,000 | 7,838.96 7,838.96 | 97.98 97.98 | 102,893 8,231.44 | 382.48 ST | 382.48 ST | 371.20 21.28 |



Ref: 00004703 00115867

CHRISTIE CADWELL & TOM Account number 293-16878-14 246

Realized gain or loss continued

| Description | Original Trade Date/ Closing Trade Date | Quantity | Cost basis/ Adjusted basis | Purchase price/ Adjusted price | Sale price/ Proceeds | Original Realized gain/(loss) | Adjusted Realized gain/(loss) | Capital gain/(loss) Ordinary Income |
|--|--|--------------|-------------------------------|-----------------------------------|-------------------------|-------------------------------------|-------------------------------------|---|
| MASCO CORP DE MorganStanley SmithBarney LLC acted as your agent In this transaction. | 02/22/11 09/01/11 Sold | 53 | \$ 687.33 | \$ 12.96 | 8.633 457.57 | (\$ 229.76) ST | (\$ 229.76) ST | (\$ 229.76) \$ 0.00 |
| MASCO CORP DE MorganStanley SmithBarney LLC acted as your agent In this transaction. | 02/22/11 09/02/11 Sold | 14 | 181.56 | 12.96 | 8.053 112.74 | (68.82) ST | (68.82) ST | (68.82) 0.00 |
| MASCO CORP DE MorganStanley SmithBarney LLC acted as your agent In this transaction. | 02/22/11 09/06/11 Sold | 50 | 648.42 | 12.96 | 7.681 364.08 | (264.36) ST | (264.36) ST | (264.36) 0.00 |
| MASCO CORP DE MorganStanley SmithBarney LLC acted as your agent In this transaction. | 07/27/11 09/06/11 Sold | 19 | 208.59 | 11.03 | 7.681 145.94 | (63.65) ST | (63.65) ST | (63.65) 0.00 |
| Total | | 138 | \$ 1,728.90 | | \$ 1,100.31 | (\$ 628.58) | (\$ 628.58) | (\$ 628.58) \$ 0.00 |
| TOLL BROS INC MorganStanley SmithBarney LLC acted as your agent In this transaction. | 02/22/11 09/01/11 Sold | 57 | 1,187.31 | 20.83 | 16.783 656.66 | (230.65) ST | (230.65) ST | (230.65) 0.00 |
| TOLL BROS INC MorganStanley SmithBarney LLC acted as your agent In this transaction. | 02/22/11 09/02/11 Sold | 15 | 312.45 | 20.83 | 16.256 243.84 | (68.61) ST | (68.61) ST | (68.61) 0.00 |
| TOLL BROS INC MorganStanley SmithBarney LLC acted as your agent In this transaction. | 08/15/11 09/02/11 Sold | 6 | 89.24 | 16.53 | 16.256 97.53 | (1.71) ST | (1.71) ST | (1.71) 0.00 |
| Total | | 78 | \$ 1,589.00 | | \$ 1,288.03 | (\$ 300.97) | (\$ 300.97) | (\$ 300.97) \$ 0.00 |
| U S TREASURY NOTES SER E-2016 DTD 8/15/2006 DUE 08/15/2016 RATE 4.875 YIELD .825MTY | 06/04/09 09/14/11 Sold | 3,000 | 3,310.31 3,219.68 | 110.34 107.32 | 119.468 3,564.08 | 273.75 LT | 384.40 LT | 364.40 0.00 |
| U S TREASURY NOTES SER F-2018 DTD 11/17/08 DUE 11/15/2018 RATE 3.750 YIELD 1.398MTY | 08/04/09 09/14/11 Sold | 2,000 | 2,192.11 2,138.94 | 109.60 106.94 | 119.468 2,389.38 | 197.27 LT | 250.44 LT | 250.44 0.00 |
| Total | | 5,000 | \$ 5,502.42 | | \$ 5,973.44 | \$ 471.02 | \$ 614.84 | \$ 614.84) \$ 0.00 |
| U S TREASURY NOTES SER F-2018 DTD 11/17/08 DUE 11/15/2018 RATE 3.750 YIELD 1.398MTY | 01/30/09 09/14/11 Sold | 16,000 | 17,236.26 16,938.08 | 107.72 105.86 | 115.984 18,557.50 | 1,321.24 LT | 1,619.42 LT | 1,619.42 0.00 |
| U S TREASURY NOTES SER AE-2012 DTD 11/15/2009 DUE 11/15/2012 RATE 1.375 YIELD .160MTY | 12/09/10 09/14/11 Sold | 4,000 | 4,058.12 4,035.16 | 101.45 100.87 | 101.414 4,058.56 | (1.56) ST | 21.40 ST | 21.40 0.00 |



Reserved
Client Statement
September 1 - September 30, 2011

Ref: 00004703 00115868

CHRISTIE CADWELL & TOM Account number 293-16878-14 246

Realized gain or loss *continued*

| Description | Original Trade Date/ Closing Trade Date | Quantity | Cost basis/ Adjusted basis | Purchase price/ Adjusted price | Sale price/ Proceeds | Original Realized gain/(loss) | Adjusted Realized gain/(loss) | Capital gain/(loss)/ Ordinary Income |
|---|--|----------|-------------------------------|-----------------------------------|-------------------------|-------------------------------------|-------------------------------------|--|
| U S TREASURY NOTES SER G-2015 | 09/10/10 | 4,000 | \$ 4,220.00 | \$ 105.50 | 110.511 | \$ 200.47 | \$ 232.79 | \$ 232.79 |
| DTD 02/28/2010 | 09/14/11 | Sold | \$ 4,187.68 | \$ 104.69 | 4,420.47 | | | \$ 0.00 |
| DUE 02/28/2017 RATE 3.000 | | | | | | | | |
| YIELD 1.016MTY | | | | | | | | |
| Total Long Term this period | | | | | | \$ 2,268.66 | \$ 2,761.33 | |
| Total Short Term this period | | | | | | (\$ 411.98) | (\$ 388.02) | |
| Total realized gain or (loss) this period | | | | | | \$ 1,856.67 | \$ 2,382.41 | |
| Total realized Ordinary Income this period | | | | | | \$ 109,698.30 | | \$ 46.27 |
| Total realized Capital gain or (loss) this period | | | | | | | | \$ 2,316.14 |
| Total Long Term year-to-date | | | | | | \$ 68,644.95 | \$ 69,102.61 | |
| Total Short Term year-to-date | | | | | | \$ 699.39 | \$ 2,684.98 | |
| Total realized gain or (loss) year-to-date | | | | | | \$ 516,424.78 | \$ 71,787.47 | \$ 46.27 |
| Total realized Ordinary Income year-to-date | | | | | | \$ 67,644.34 | | \$ 46.27 |
| Total realized Capital gain or (loss) year-to-date | | | | | | | | \$ 71,741.20 |

Please notify your Financial Advisor if there have been any changes in your financial situation or investment objectives, or if you wish to impose any reasonable restrictions on the management of your Investment Advisory accounts, or to reasonably modify existing restrictions.

For a copy of the applicable SEC Form ADV Disclosure Document for Morgan Stanley Smith Barney LLC, or for any Investment Adviser with whom we contract to manage your investment advisory account, please contact your Financial Advisor. These Disclosure Documents contain Important Information about advisory programs.

Message: On the weekend of October 8, 2011, Citigroup Investment Research & Analysis (CIRA) will change its rating system for equity securities. After the change is implemented the new research rating system will be Buy "1", Neutral "2" and Sell "3". Previously they were Buy "1", Hold "2" and Sell "3". Additional changes include the discontinuation of the current risk rating system (i.e. Low "L", Medium "M", High "H" and Speculative "S" ratings) for all covered securities. Under the new system securities will either have no risk rating or a High "H" risk rating assigned.

For stocks rated with a Neutral "2", if a CIRA analyst believes there are insufficient valuation drivers and / or investment catalysts to derive a positive or negative investment view, they may, with the approval of CIRA management, elect not to assign a target price.

CIRA will also now use the same "Expected Total Return" when assigning a rating for securities in both "Emerging Markets" and "Developed Markets". Please refer to a CIRA research report for a complete description of CIRA's prior and current recommendation system and for more information regarding CIRA.



Ref: 00004181 00104633

CHRISTIE CADWELL & TOM Account number 293-16878-14 246

| Date | Description | Comment | Taxable | Non-taxable | Amount |
|---------------------------------------|--------------------------------------|------------|---------|-------------|--------------|
| 10/28/11 | MORGAN STANLEY LIQUID ASSET FUND INC | REINVESTED | \$ 49 | | \$ 49 |
| Total earnings from money fund | | | | | \$ 49 |

GAIN/LOSS DETAILS

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Realized gain or loss

| Description | Original Trade Date/ Closing Trade Date | Quantity | Cost basis/ Adjusted basis | Purchase price/ Adjusted price | Sale price/ Proceeds | Original Realized gain/(loss) | Adjusted Realized gain/(loss) | Capital gain/(loss) Ordinary Income |
|---|--|------------|-------------------------------|-----------------------------------|-------------------------|-------------------------------------|-------------------------------------|---|
| AT&T INC MorganStanley SmithBarney LLC acted as your agent in this transaction. | 06/15/09 10/31/11 Sold | 30 | \$ 733.27 | \$ 24.44 | 29,423 882.09 | \$ 149.42 LT | \$ 149.42 LT | \$ 149.42 \$ 0.00 |
| AMAZON COM INC MorganStanley SmithBarney LLC acted as your agent in this transaction. | 09/29/08 10/04/11 Sold | 14 | 453.68 | 32.40 | 206,591 2,882.08 | 2,438.40 LT | 2,438.40 LT | 2,438.40 0.00 |
| AMGEN INC MorganStanley SmithBarney LLC acted as your agent in this transaction. | 03/02/07 10/04/11 Sold | 8 | 486.40 | 61.92 | 53,153 426.22 | (70.18) LT | (70.18) LT | (70.18) 0.00 |
| ANNALY CAPITAL MANAGEMENT INC MorganStanley SmithBarney LLC acted as your agent in this transaction. | 07/12/11 10/04/11 Sold | 305 | 5,501.83 | 18.03 | 14,961 4,563.20 | (938.63) ST | (938.63) ST | (938.63) 0.00 |
| GENERAL ELECTRIC CO MorganStanley SmithBarney LLC acted as your agent in this transaction. | 12/10/02 10/04/11 Sold | 180 | 4,638.32 | 25.77 | 14,278 2,670.04 | (2,069.28) LT | (2,069.28) LT | (2,069.28) 0.00 |
| Total | | 335 | \$ 8,962.04 | | \$ 4,783.13 | (\$ 4,178.91) | (\$ 4,178.91) | (\$ 4,178.91) \$ 0.00 |



Ref: 00004181 00104634

CHRISTIE CADWELL & TOM Account number 293-16878-14 246

Realized gain or loss continued

| Description | Original Trade Date/ Closing Trade Date | Quantity | Cost basis/ Adjusted basis | Purchase price/ Adjusted price | Sale price/ Proceeds | Original Realized gain/(loss) | Adjusted Realized gain/(loss) | Capital gain/(loss) Ordinary income |
|--|--|------------|-------------------------------|-----------------------------------|-------------------------|-------------------------------------|-------------------------------------|---|
| NASDAQ OMX GROUP INC | 05/02/08 | 140 | \$ 5,307.82 | \$ 37.91 | 24,615 | (\$ 1,861.77) | (\$ 1,861.77) | LT (\$ 1,861.77) |
| Morgan Stanley Smith Barney LLC acted as your agent in this transaction. | 10/18/11 Sold | | | | 3,446.05 | | | \$ 0.00 |
| | 06/11/08 | 22 | 701.47 | 31.88 | 24,615 | (159.95) | (159.95) | LT (159.95) |
| | 10/18/11 Sold | | | | 541.52 | | | 0.00 |
| Total | | 162 | \$ 6,009.29 | | \$ 3,987.57 | (\$ 2,021.72) | (\$ 2,021.72) | (\$ 2,021.72) |
| SCHWAB CHARLES CORP | 01/29/09 | 78 | 1,090.37 | 13.97 | 11,90 | (162.17) | (162.17) | LT (162.17) |
| Morgan Stanley Smith Barney LLC acted as your agent in this transaction. | 10/18/11 Sold | | | | 828.20 | | | 0.00 |
| Total Long Term this period | | | | | | (\$ 3,726.45) | (\$ 3,726.45) | |
| Total Short Term this period | | | | | | (\$ 838.63) | (\$ 838.63) | |
| Total realized gain or (loss) this period | | | \$ 24,721.78 | | \$ 20,056.87 | (\$ 4,665.08) | (\$ 4,665.08) | |
| Total realized Capital gain or (loss) this period | | | | | | \$ 62,918.50 | \$ 65,376.16 | |
| Total Short Term year-to-date | | | | | | \$ 60.78 | \$ 1,748.23 | |
| Total realized gain or (loss) year-to-date | | | \$ 549,148.51 | | \$ 607,258.80 | \$ 62,979.38 | \$ 67,122.38 | |
| Total realized Ordinary income year-to-date | | | | | | | | \$ 45.27 |
| Total realized Capital gain or (loss) year-to-date | | | | | | | | \$ 67,076.12 |

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**Reserved
Client Statement**
November 1 - November 30, 2011

Ref: 00003770 00084510

Account number 293-16878-14 246

CHRISTIE CADWELL & TOM

| Date | Description | continued | Comment | Taxable | Non-taxable | Amount |
|-------------------------------------|----------------------------|-----------|---------------------------------------|------------------|----------------|------------------|
| 11/21/11 | TEXAS INSTRUMENTS INC | | CASH DIV ON X/D 10/27/11 920.0000 SHS | \$ 158.40 | | \$ 158.40 |
| 11/22/11 | APACHE CORP | | CASH DIV ON X/D 10/19/11 160.0000 SHS | 24.00 | | 24.00 |
| 11/23/11 | CITIGROUP INC | | CASH DIV ON X/D 11/03/11 72.0000 SHS | .72 | | .72 |
| 11/25/11 | EATON CORP | | CASH DIV ON X/D 11/03/11 240.0000 SHS | 81.60 | | 81.60 |
| 11/25/11 | SCHWAB CHARLES CORP | | CASH DIV ON X/D 11/08/11 655.0000 SHS | 39.30 | | 39.30 |
| 11/30/11 | UNITED PARCEL SERVICE CL B | | CASH DIV ON X/D 11/08/11 160.0000 SHS | 83.20 | | 83.20 |
| Total other dividends earned | | | | \$ 374.25 | \$ 0.00 | \$ 374.25 |

| Date | Description | Comment | Taxable | Non-taxable | Amount | |
|---------------------------------------|--------------------------------------|------------|---------|---------------|----------------|---------------|
| 11/29/11 | MORGAN STANLEY LIQUID ASSET FUND INC | REINVESTED | \$.39 | | \$.39 | |
| Total earnings from money fund | | | | \$.39 | \$ 0.00 | \$.39 |

GAIN/LOSS DETAILS

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| Description | Original Trade Date/ Closing Trade Date | Quantity | Cost basis/ Adjusted basis | Purchase price/ Adjusted price | Sale price/ Proceeds | Original Realized gain/(loss) | Adjusted Realized gain/(loss) | Capital gain/(loss) Ordinary income |
|--|--|----------|-------------------------------|-----------------------------------|-------------------------|-------------------------------------|-------------------------------------|---|
| AMGEN INC | 08/21/07 | 65 | \$ 3,197.73 | \$ 49.19 | 57.731 | \$ 554.72 | \$ 554.72 | \$ 554.72 |
| MorganStanley SmithBarney LLC acted as your agent in this transaction. | 11/08/11 Sold | | | 3,752.45 | | | | \$ 0.00 |
| | | | | | | LT | LT | LT |



Ref: 00003770 00094511

CHRISTIE CADWELL & TOM Account number 293-16878-14 246

Realized gain or loss *continued*

| Description | Original Trade Date/ Closing Trade Date | Quantity | Cost basis/ Adjusted basis | Purchase price/ Adjusted price | Sale price/ Proceeds | Original Realized gain/(loss) | Adjusted Realized gain/(loss) | Capital gain/(loss)/ Ordinary Income |
|--|--|------------|-------------------------------|-----------------------------------|-------------------------|-------------------------------------|-------------------------------------|--|
| CITIGROUP INC | 04/07/11 | 63,618 | \$ 2,824.21 | \$ 46.31 | 24,605 | (\$ 1,358.89) | (\$ 1,358.89) | ST \$ 0.00 |
| Morgan Stanley Smith Barney LLC acted as your agent in this transaction. | 11/22/11 Sold | | | | 1,666.32 | (49.77) | (49.77) | ST 0.00 |
| | 05/03/11 | 2,382 | 108.38 | 45.84 | 58.61 | (100.44) | (100.44) | ST 0.00 |
| | 11/22/11 Sold | | | | 24,605 | (100.44) | (100.44) | ST 0.00 |
| | 05/19/11 | 6 | 249.07 | 41.34 | 147.63 | (\$ 1,508.10) | (\$ 1,508.10) | ST \$ 0.00 |
| | 11/22/11 Sold | | | | \$ 1,771.56 | (\$ 1,508.10) | (\$ 1,508.10) | ST \$ 0.00 |
| Total | | 72 | \$ 3,280.86 | | | | | |
| COCA-COLA CO | 02/14/02 | 26 | 1,218.34 | 48.85 | 67,968 | 548.80 | 548.80 | LT 548.80 |
| Morgan Stanley Smith Barney LLC acted as your agent in this transaction. | 11/08/11 Sold | | | | 1,787.14 | | | LT 0.00 |
| WALT DISNEY CO | 09/18/02 | 55 | 849.30 | 15.44 | 34,604 | 1,053.91 | 1,053.91 | LT 1,053.91 |
| Morgan Stanley Smith Barney LLC acted as your agent in this transaction. | 11/08/11 Sold | | | | 1,803.21 | | | LT 0.00 |
| FEDERAL NATL MTG ASSN MED TERM NTS BOOK/ENTRY DTD 02/05/2009 | 03/03/09 | 21,000 | 21,108.57 | 100.51 | 104,721 | 882.84 | 882.84 | LT 882.84 |
| | 11/28/11 Sold | | | | 21,991.41 | | | LT 0.00 |
| DUE 02/05/2014 RATE 2.750 | 11/05/08 | 156 | 3,040.07 | 19.48 | 38,038 | 2,893.78 | 2,893.78 | LT 2,893.78 |
| HALLIBURTON CO HOLDINGS CO Morgan Stanley Smith Barney LLC acted as your agent in this transaction. | 11/08/11 Sold | | | | 5,933.85 | (80.28) | (80.28) | ST (80.28) |
| | 08/10/11 | 14 | 612.81 | 43.77 | 38,038 | (80.28) | (80.28) | ST 0.00 |
| | 11/08/11 Sold | | | | 532.53 | | | ST 0.00 |
| Total | | 170 | \$ 3,852.88 | | | | | |
| HUMAN GENOME SCIENCES INC | 07/28/11 | 105 | 2,201.39 | 20.96 | 9,579 | (1,195.53) | (1,195.53) | ST (1,195.53) |
| Morgan Stanley Smith Barney LLC acted as your agent in this transaction. | 11/08/11 Sold | | | | 1,005.86 | | | ST 0.00 |
| | 08/01/11 | 93 | 1,900.88 | 20.43 | 9,578 | (1,009.96) | (1,009.96) | ST (1,009.96) |
| | 11/08/11 Sold | | | | 880.90 | | | ST 0.00 |
| Total | | 198 | \$ 4,102.25 | | | | | |
| | | | | | \$ 1,888.76 | (\$ 2,205.49) | (\$ 2,205.49) | ST (\$ 2,205.49) |
| | | | | | | | | ST \$ 0.00 |



Ref: 00003770 00094512

CHRISTIE CADWELL & TOM Account number 293-16878-14 246

Realized gain or loss continued

| Description | Original Trade Date/ Closing Trade Date | Quantity | Cost basis/ Adjusted basis | Purchase price/ Adjusted price | Sale price/ Proceeds | Original Realized gain/(loss) | Adjusted Realized gain/(loss) | Capital gain/(loss) Ordinary Income |
|--|--|----------|-------------------------------|-----------------------------------|-------------------------|-------------------------------------|-------------------------------------|---|
| U S TREASURY NOTES SER F-2018 | 01/30/09 | 10,000 | \$ 10,772.88 | \$ 107.72 | 115,656 | \$ 782.97 | \$ 894.23 | \$ 994.23 |
| DTD 11/17/08 | 11/28/11 | | \$ 10,671.40 | \$ 105.71 | 11,585.63 | | | \$ 0.00 |
| DUE 11/15/2018 RATE 3.750 YIELD 1.383MTY | | | | | | | | |
| Total Long Term this period | | | | | | \$ 6,727.02 | \$ 6,987.50 | |
| Total Short Term this period | | | | | | (\$ 3,704.87) | (\$ 3,704.87) | |
| Total realized gain or (loss) this period | | | | | | \$ 2,932.15 | \$ 3,182.63 | |
| Total realized Capital gain or (loss) this period | | | \$ 47,021.01 | \$ 51,118.54 | | | | \$ 3,182.63 |
| Total Long Term Year-to-date | | | | | | \$ 69,645.52 | \$ 72,363.68 | |
| Total Short Term Year-to-date | | | | | | (\$ 3,734.11) | (\$ 2,048.64) | |
| Total realized gain or (loss) year-to-date | | | | | | \$ 65,911.41 | \$ 70,315.02 | |
| Total realized Ordinary Income year-to-date | | | | | \$ 698,383.44 | | | \$ 46.27 |
| Total realized Capital gain or (loss) year-to-date | | | \$ 689,068.42 | | | | | \$ 70,361.29 |

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Reserved Client Financial Management Account

June 1 - June 30, 2012

MorganStanley
SmithBarney

Ref 00010968 00094894

THOMAS D.LOOKABAUGH Account number 546-5770C-11 630

Money fund activity

| Date | Activity | Description | Opening money fund balance | Amount |
|----------|------------|---|----------------------------|-----------|
| 06/13/12 | Journal | MORGAN STANLEY AA MONEY TRUST FROM 546-5771C-01 TO 546-5770C-01 | \$ 3,328.22 | 27,109.90 |
| 06/19/12 | Autoinvest | MORGAN STANLEY AA MONEY TRUST | | 14,500.00 |

All transactions are traded at \$1.00 per share.

| Date | Activity | Description | Amount |
|----------|------------|--|--------------|
| 06/28/12 | Redemption | MORGAN STANLEY AA MONEY TRUST | -3,300.00 |
| 06/29/12 | Redemption | MORGAN STANLEY AA MONEY TRUST | -25,000.00 |
| | | MONEY FUND EARNINGS REINVESTED (SEE DETAILS UNDER EARNINGS DETAILS) | .16 |
| | | Closing balance | \$ 16,638.28 |
| | | Total money fund transfers | \$ 27,109.90 |

EARNINGS DETAILS
The tax status of earnings is reliable to the best of our knowledge. Taxable and non-taxable designations refer to the federal income tax status of your securities, not of your account.

Money fund earnings

| Date | Description | Comment | Taxable | Non-taxable | Amount |
|----------|--------------------------------|------------|---------|-------------|--------|
| 06/28/12 | MORGAN STANLEY AA MONEY TRUST | REINVESTED | \$.16 | | \$.16 |
| | Total earnings from money fund | | \$.16 | \$ 0.00 | \$.16 |

GAIN/LOSS DETAILS

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Realized gain or loss

| Description | Original trade date | Closing trade date | Quantity | Purchase price | Sale price | Cost basis | Proceeds | Realized gain or (loss) |
|--|---------------------|--------------------|-----------|----------------|------------|--------------|--------------|-------------------------|
| ING INTERNATIONAL VALUE FUND CLASS C | 03/26/01 | 06/13/12 | 1,616.499 | \$ 13.73 | \$ 8.97 | \$ 22,194.53 | \$ 14,500.00 | (\$ 7,694.53) LT |
| CONFIRM #500021650025050 | | | | | | | | |
| Total Long Term this period | | | | | | | | |
| Total realized gain or (loss) - this period | | | | | | | | |
| Total Long Term - year-to-date | | | | | | | | |
| Total Short Term - year-to-date | | | | | | | | |
| Total realized gain or (loss) - year-to-date | | | | | | | | |

Ref: 00010968 00094890

F12000010968 312181AF01 WSC00213A
THOMAS D. LOOKABAUGH
FOUNDATION
7428 EADS AVE.
LA JOLLA CA 92037-5036

Account number 546-5770C-11 630

Morgan Stanley Smith Barney LLC. Member SIPC.

Your Financial Advisor

BRECK/LEE
ONE SANSOME ST-38TH
SAN FRANCISCO
CA 94104
415 984 6500
Website: www.smithbarney.com

Reserved Client Service Center 800-423-7248
Branch Phone: 800 289 9060
TTY/TDD Deaf & Hard of hearing: 800-227-4238

Account carried by Citigroup Global Markets Inc. Member SIPC.

| Account value | Last period | This period | % |
|--|----------------------|----------------------|---------------|
| Money fund | \$ 3,328.22 | \$ 16,638.28 | 10.39 |
| Accrued money fund dividends | 0.00 | .01 | |
| Mutual funds | 148,252.61 | 143,453.70 | 89.61 |
| Total value | \$ 151,580.83 | \$ 160,091.99 | 100.00 |
| Total value (excluding accrued interest) | \$ 151,580.83 | \$ 160,091.98 | |

| Earnings summary | This period | This year |
|---------------------|---------------|---------------|
| Money fund earnings | \$.16 | \$.16 |
| Total | \$.16 | \$.16 |

| Gain/loss summary | This period | This year |
|-----------------------------------|---------------|------------------|
| Realized gain or (loss) | (\$ 7,694.53) | (\$ 7,694.53) LT |
| Unrealized gain or (loss) to date | (62,770.62) | \$ 0.00 ST |

| Cash, money fund, bank deposits | This period | This year |
|--|---------------------|-------------|
| Opening balance | \$ 3,328.22 | |
| Securities bought and other subtractions | 0.00 | |
| Securities sold and other additions | 14,500.00 | |
| Withdrawals | 0.00 | 0.00 |
| Checks written | (28,300.00) | (29,140.00) |
| FMA Card activity | 0.00 | (300.00) |
| Money fund earnings reinvested | .16 | |
| Money fund transfers | 27,109.90 | 27,109.90 |
| Closing balance | \$ 16,638.28 | |

A free credit balance in any securities account may be paid to you on demand. Although properly accounted for, these funds may be used for business purposes.

| Portfolio summary | This period | This year |
|--|---------------|---------------|
| Beginning total value (excl. accr. int.) | \$ 151,580.83 | \$ 162,780.51 |
| Net security deposits/withdrawals | 0.00 | 0.00 |
| Net cash deposits/withdrawals | (1,190.10) | (2,330.10) |
| Beginning value net of deposits/withdrawals | 150,390.73 | 160,430.41 |
| Total value as of 6/29/2012 (excl. accr. int.) | \$ 160,091.98 | \$ 160,091.98 |
| Change in value | \$ 9,701.25 | (\$ 338.43) |

Ref: 00010968 00094891

THOMAS D.LOOKABAUGH

Account number 546-5770C-11 630

PORTFOLIO DETAILS

Your holdings are valued using the most current prices available to Citigroup Global Markets Inc. (CGMI). In most cases, these values are as of 06/30/12, but in some cases CGMI's sources are unable to provide timely information. To see the date of the most recent price update, please view your account online at www.smithbarney.com.

Securities purchased or sold are included in this section as of the trade-date. This section may include securities that have not settled as of this statement closing date. Please see the "Unsettled Purchases/Sales" section for more information. Dividend yield is the estimated annual income, assuming the current dividend, divided by the security's market price at the end of the statement period. We do not guarantee the accuracy of the prices reflected on the statement nor do these prices represent levels at which securities can be bought or sold. **Please Note:** unrealized gain/(loss) is being shown for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Money fund

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.

| Number of shares | Description | Current value | Accrued dividends | Annualized % dividend yield | Anticipated Income (annualized) |
|-------------------------|-------------------------------|---------------------|-------------------|-----------------------------|---------------------------------|
| 16,638.28 | MORGAN STANLEY AA MONEY TRUST | \$ 16,638.28 | \$.01 | .01% | \$ 1.66 |
| Total money fund | | \$ 16,638.28 | \$.01 | | \$ 1.66 |

Reserved Client Financial Management Account

June 1 - June 30, 2012

Account number 546-5770C-11 630

THOMAS D. LOOKABAUGH

Ref. 00010968 00094892

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 | Anticipated Yield income (annualized) |
|------------------|--------------------------------------|--------|---------------|---------------|------------|---------------|----------------|------------------------|-----------------------------|---------------------------------------|
| 14,512.802 | ING INTERNATIONAL VALUE FUND CLASS C | NIVCX | 03/26/01 | \$ 199,260.77 | \$ 13.73 | \$ 9.49 | \$ 137,726.49 | (\$ 61,534.28) | LT | |
| 14,512.802 | Total Purchases | | | 199,260.77 | 13.73 | 9.49 | 137,726.49 | (61,534.28) | | |
| 603.499 | Reinvestments to date | | | 6,963.55 | 11.538 | 9.49 | 5,727.21 | (1,236.34) | LT | |
| 15,116.301 | Tax-based Cost vs. Current Value | | | 206,224.32 | 13.643 | | 143,453.70 | (62,770.62) | | 2.044 |
| | Total Purchases vs. Current Value | | | 199,260.77 | | | 143,453.70 | (65,807.07) | | |
| | Fund Value Increase/Decrease | | | | | | (65,807.07) | | | |
| | Total mutual funds (Tax based) | | | \$ 206,224.32 | | | \$ 143,453.70 | \$ 0.00 | ST | 2.04 |
| | Total Fund Value Increase/Decrease | | | | | | (\$ 62,770.62) | LT | | \$ 2,932.56 |
| | Total portfolio value | | | \$ 222,952.60 | | | \$ 160,681.98 | \$ 0.00 | ST | 1.83 |
| | | | | | | | (\$ 62,770.62) | LT | | \$ 2,934.22 |

Ref: 00010969 00094896

June 1 - June 30, 2012

F12000010969 312181AF01 WSC00213A
THOMAS D. LOOKABAUGH
FOUNDATION
THOMAS D LOOKABAUGH
7428 EADS AVE.
LA JOLLA CA 92037-5036

Account number 546-5771C-19 630

Morgan Stanley Smith Barney LLC. Member SIPC.

Your Financial Advisor

BRECK/LEE
ONE SANSOME ST-38TH
SAN FRANCISCO
CA 94104
415 984 6500
Website: www.smithbarney.com

Reserved Client Service Center: 800-423-7248
Branch Phone: 800 289 9060
TTY/TDD Deaf & Hard of hearing 800-227-4238

Account carried by Citigroup Global Markets Inc. Member SIPC.

| Account value | Last period | This period | % | Cash, money fund, bank deposits | This period | This year |
|--|----------------------|----------------------|---------------|---|--------------|-------------|
| Cash balance | \$ 0.00 | \$ 95.27 | .01 | Opening balance | \$ 26,828.42 | |
| Money fund | 26,826.42 | 831.33 | .11 | Withdrawals | 0 00 | (5.25) |
| Accrued money fund dividends | .01 | 0.00 | | Dividends credited | 1,209.96 | |
| Common stocks & options | 537,665.38 | 558,614.91 | 71.10 | Money fund earnings reinvested | .12 | |
| Accrued interest on bonds/CDs | 789.49 | 1,203.13 | .15 | Money fund transfers | (27,109.90) | (27,109.90) |
| Government & GSE bonds | 225,492.83 | 224,972.60 | 28.63 | Closing balance | \$ 926.60 | |
| Total value | \$ 790,764.13 | \$ 785,717.24 | 100.00 | A free credit balance in any securities account may be paid to you on demand. | | |
| Total value (excluding accrued interest) | \$ 789,974.63 | \$ 784,514.11 | | Although properly accounted for, these funds may be used for business purposes. | | |

| Earnings summary | This period | This year |
|---------------------|--------------------|--------------------|
| Interest | \$ 0.00 | \$ 2,511.27 |
| Other dividends | 1,209.96 | 5,321.47 |
| Money fund earnings | .12 | 1.39 |
| Total | \$ 1,210.08 | \$ 7,834.13 |

| Portfolio summary | This period | This year |
|--|---------------|---------------|
| Beginning total value (excl. accr. int.) | \$ 789,974.63 | \$ 786,022.48 |
| Net security deposits/withdrawals | 0.00 | 0.00 |
| Net cash deposits/withdrawals | (27,109.90) | (27,115.15) |
| Beginning value net of deposits/withdrawals | 762,864.73 | 738,907.33 |
| Total value as of 6/29/2012 (excl. accr. int.) | \$ 784,514.11 | \$ 784,514.11 |
| Change in value | \$ 21,649.38 | \$ 45,606.78 |

| Additional summary information | This period | This year |
|--------------------------------|-------------|-----------|
| FRGN tax withheld | \$ 0.00 | \$ 96.34 |

Reserved Client Financial Management Account

June 1 - June 30, 2012

Account number 546-5771C-19 630

THOMAS D. LOOKABAUGH

Ref: 00010969 00094897

MorganStanley
SmithBarney

| Gain/loss summary | This period | This year |
|-----------------------------------|-------------|--------------------------|
| Realized gain or (loss) | \$ 0.00 | \$ 1.31 LT \$ 0.00 ST |
| Unrealized gain or (loss) to date | | 111,506.26 |

PORTFOLIO DETAILS

Your holdings are valued using the most current prices available to Citigroup Global Markets Inc. (CGMI). In most cases, these values are as of 06/30/12, but in some cases CGMI's sources are unable to provide timely information. To see the date of the most recent price update, please view your account online at www.smithbarney.com.

Securities purchased or sold are included or excluded in this section as of the trade-date. This section may include securities that have not settled as of this statement closing date. Please see the "Unsettled Purchases/Sales" section for more information. Dividend yield is the estimated annual income, assuming the current dividend, divided by the security's market price at the end of the statement period. We do not guarantee the accuracy of the prices reflected on the statement nor do these prices represent levels at which securities can be bought or sold. **Please Note:** unrealized gain/(loss) is being shown for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Money fund

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.

| Number of shares | Description | Current value | Accrued dividends | Annualized % dividend yield | Anticipated income (annualized) |
|-------------------------|-------------------------------|------------------|-------------------|-----------------------------|---------------------------------|
| 831.33 | MORGAN STANLEY AA MONEY TRUST | \$ 831.33 | \$ 0.00 | .01% | \$.08 |
| Total money fund | | \$ 831.33 | \$ 0.00 | | \$.08 |

Common stocks & options *continued*

| Quantity | Description | Symbol | Date acquired | Cost | Share cost | Current price | Current value | Unrealized gain/(loss) | Average % yield | Anticipated Income (annualized) |
|------------|---|--------|---------------|------------------|----------------|---------------|-----------------|------------------------|-----------------|---------------------------------|
| 105 | APPLIED MATERIALS INC DELAWARE | AMAT | 12/13/04 | \$ 1,802.92 | \$ 17.17 | \$ 11.445 | \$ 1,201.73 | (\$ 601.19) LT | | |
| 100 | Rating: Citigroup : 2 S&P : 1 | | 02/10/05 | 1,668.71 | 16.687 | 11.445 | 1,144.50 | (524.21) LT | | |
| 205 | | | 03/24/05 | 3,404.48 | 16.607 | 11.445 | 2,346.23 | (1,058.25) LT | | |
| 140 | | | 03/12/07 | 2,601.93 | 18.585 | 11.445 | 1,602.30 | (999.63) LT | | |
| 50 | | | 03/11/08 | 1,040.39 | 20.807 | 11.445 | 572.25 | (468.14) LT | | |
| 600 | | | | 10,518.43 | 17.531 | | 6,867.01 | (3,651.42) | 3.145 | 216.00 |
| 2 | BAKER HUGHES INC | BHI | 09/18/08 | 129.15 | 64.576 | 41.10 | 82.20 | (46.95) LT | | |
| 61 | Rating: Citigroup : 2 | | 11/05/08 | 2,111.99 | 34.622 | 41.10 | 2,507.10 | 395.11 LT | | |
| 63 | Morgan Stanley : 1 S&P : 1 | | | 2,241.14 | 35.574 | | 2,589.30 | 348.16 | 1.459 | 37.80 |
| 135 | BED BATH & BEYOND | BBBY | 01/12/05 | 5,447.35 | 40.35 | 61.80 | 8,343.00 | 2,895.65 LT | | |
| | Rating: Citigroup : 2 Morgan Stanley : 3 S&P : 1 | | | | | | | | | |
| 25 | BHP BILLITON LTD SPONS | BHP | 03/25/09 | 1,140.33 | 45.613 | 65.30 | 1,632.50 | 492.17 LT | | |
| 8 | ADR | | 10/27/10 | 640.10 | 80.013 | 65.30 | 522.40 | (117.70) LT | | |
| 33 | Rating: Citigroup : 1 Morgan Stanley : 1 S&P Quantitative : 3 | | | 1,780.43 | 53.962 | | 2,154.90 | 374.47 | 3.389 | 72.60 |
| 76 | BIOGEN IDEC INC | BIB | 05/12/06 | 3,494.32 | 45.977 | 144.38 | 10,972.88 | 7,478.56 LT | | |
| | Rating: Citigroup : 2 Morgan Stanley : 1 S&P : 2 | | | | | | | | | |
| 20 | BLACKROCK INC | BLK | 03/20/09 | 2,286.80 | 114.34 | 169.82 | 3,396.40 | 1,109.60 LT | | |
| 15 | Rating: Citigroup : 2 | | 03/30/09 | 1,890.64 | 126.042 | 169.82 | 2,547.30 | 656.66 LT | | |
| 17 | Morgan Stanley : 1 | | 04/08/09 | 2,184.90 | 128.523 | 169.82 | 2,886.94 | 702.04 LT | | |
| 52 | S&P : 2 | | | 6,362.34 | 122.353 | | 8,830.64 | 2,468.30 | 3.533 | 312.00 |
| 78 | BOEING CO | BA | 10/05/05 | 5,240.35 | 67.184 | 74.30 | 5,795.40 | 555.05 LT | | |
| | Rating: Citigroup : 1 Morgan Stanley : 1 S&P : 1 | | | | | | | | | |
| 134 | BROADCOM CORP CL A | BRCM | 05/17/11 | 4,483.21 | 33.456 | 33.76 | 4,523.84 | 40.63 LT | | |
| 46 | Rating: Citigroup : 1 | | 06/08/11 | 1,556.39 | 33.834 | 33.76 | 1,552.96 | (3.43) LT | | |
| 180 | Morgan Stanley : 1 S&P : 1 | | | 6,039.60 | 33.553 | | 6,076.80 | 37.20 | 1.184 | 72.00 |
| 6 | CME GROUP INC | CME | 02/24/11 | 1,827.66 | 304.609 | 268.11 | 1,608.66 | (219.00) LT | | |
| 3 | CLASS A | | 02/25/11 | 932.29 | 310.763 | 268.11 | 804.33 | (127.96) LT | | |
| 7 | Rating: Citigroup : 1 S&P : 1 | | 03/02/11 | 2,145.40 | 306.485 | 268.11 | 1,876.77 | (268.63) LT | | |
| 16 | | | | 4,905.35 | 308.684 | | 4,289.76 | (615.59) | 3.326 | 142.72 |

Reserved Client Financial Management Account

June 1 - June 30, 2012

Morgan Stanley
Smith Barney

Ref: 00010969 00094901

Account number 546-5771C-19 630

THOMAS D. LOOKABAUGH

Common stocks & options *continued*

| Quantity | Description | Symbol | Date acquired | Cost | Share cost | Current price | Current value | Unrealized gain/(loss) | Average % yield | Anticipated Income (annualized) |
|----------|---|--------|---------------|-------------|------------|---------------|---------------|------------------------|-----------------|---------------------------------|
| 30 | CUMMINS INC Rating: Citigroup : 1 S&P : 1 | CMI | 09/09/11 | \$ 2,635.15 | \$ 87.838 | \$ 96.91 | \$ 2,907.30 | \$ 272.15 ST | 1.651% | \$ 48.00 |
| 105 | DEERE & CO Rating: Citigroup : 1 Morgan Stanley : 3 S&P : 1 | DE | 12/03/09 | 5,709.29 | 54.374 | 80.87 | 8,491.35 | 2,782.06 LT | 2.275 | 193.20 |
| 20 | DEVON ENERGY CORP NEW Rating: Citigroup : 1 S&P : 1 | DVN | 07/17/09 | 1,112.99 | 55.649 | 57.99 | 1,159.80 | 46.81 LT | | |
| 66 | | | 08/11/09 | 4,240.45 | 64.249 | 57.99 | 3,827.34 | (413.11) LT | | |
| 88 | | | | 5,353.44 | 62.249 | | 4,987.14 | (366.30) | 1.379 | 68.80 |
| 282 | WALT DISNEY CO Rating: Citigroup : 2 Morgan Stanley : 1 S&P : 1 | DIS | 09/19/02 | 4,354.57 | 15.441 | 48.50 | 13,677.00 | 9,322.43 LT | 1.237 | 169.20 |
| 5 | DOVER CORP Rating: Morgan Stanley : 2 S&P : 1 | DOV | 06/13/07 | 260.53 | 52.105 | 53.61 | 268.05 | 7.52 LT | | |
| 45 | | | 08/09/07 | 2,248.52 | 49.987 | 53.61 | 2,412.45 | 163.93 LT | 2.35 | 63.00 |
| 50 | | | | 2,509.05 | 50.181 | | 2,680.50 | 171.45 | | |
| 190 | EMC CORP-MASS Rating: Morgan Stanley : 1 S&P : 1 | EMC | 10/18/11 | 4,510.09 | 23.737 | 25.63 | 4,869.70 | 359.61 ST | | |
| 38 | EOG RESOURCES INC Rating: Citigroup : 1 S&P : 1 | EOG | 10/04/11 | 2,537.18 | 70.477 | 90.11 | 3,243.96 | 708.78 ST | .754 | 24.48 |
| 118 | EATON CORP Rating: Citigroup : 1 S&P : 2 | ETN | 06/07/11 | 5,710.93 | 48.397 | 39.63 | 4,676.34 | (1,034.59) LT | | |
| 2 | | | 06/17/11 | 94.41 | 47.207 | 39.63 | 79.26 | (15.15) LT | | |
| 120 | | | | 5,805.34 | 48.378 | | 4,755.60 | (1,049.74) | 3.835 | 182.40 |
| 275 | EBAY INC Rating: Citigroup : 2 Morgan Stanley : 1 S&P : 2 | EBAY | 03/14/07 | 8,424.96 | 30.636 | 42.01 | 11,552.75 | 3,127.79 LT | | |
| 205 | | | 02/04/08 | 5,923.95 | 28.897 | 42.01 | 8,612.05 | 2,688.10 LT | | |
| 35 | | | 07/17/08 | 838.21 | 23.948 | 42.01 | 1,470.35 | 632.14 LT | | |
| 515 | | | | 15,187.12 | 29.49 | | 21,635.15 | 6,448.03 | | |
| 27 | EMCOR GROUP INC Rating: Citigroup : 1 Morgan Stanley : 1 S&P : 2 | EME | 08/31/10 | 609.96 | 22.591 | 27.82 | 751.14 | 141.18 LT | .718 | 5.40 |
| 112 | | | 03/30/01 | 3,504.12 | 31.286 | 46.58 | 5,216.98 | 1,712.84 LT | 3.434 | 179.20 |
| 236 | ERICSSON AMER DEP SHS ADR Rating: Citigroup : 1 S&P : 1 | ERIC | 01/25/10 | 2,312.68 | 9.799 | 9.13 | 2,154.68 | (158.00) LT | | |
| 196 | | | 01/26/10 | 1,906.20 | 9.725 | 9.13 | 1,789.48 | (116.72) LT | | |
| 432 | | | | 4,218.88 | 9.766 | | 3,944.18 | (274.72) | 2.661 | 104.98 |

Reserved Client Financial Management Account

June 1 - June 30, 2012

MorganStanley
SmithBarney

Ref: 00010969 00094902

THOMAS D. LOOKABAUGH Account number 546-5771C-19 630

Common stocks & options *continued*

| Quantity | Description | Symbol | Date acquired | Cost | Share cost | Current price | Current value | Unrealized gain/(loss) | Average % yield | Anticipated income (annualized) |
|----------|--|--------|---------------|-------------|------------|---------------|---------------|------------------------|-----------------|---------------------------------|
| 46 | FIRST REPUBLIC BANK Rating: Morgan Stanley · 1 | FRC | 07/07/11 | \$ 1,411.88 | \$ 30.692 | \$ 33.60 | \$ 1,545.60 | \$ 133.72 | ST | |
| 25 | FLUOR CORP NEW Rating: Citigroup : 1H S&P : 1 | FLR | 12/23/08 | 1,079.61 | 43.184 | 49.34 | 1,233.50 | 153.89 | LT | |
| 25 | | | 01/07/09 | 1,201.96 | 48.078 | 49.34 | 1,233.50 | 31.54 | LT | |
| 1 | | | 01/08/09 | 47.40 | 47.401 | 49.34 | 49.34 | 1.94 | LT | |
| 61 | | | | 2,328.97 | 45.868 | | 2,518.34 | 187.37 | 1.297 | 32.84 |
| 10 | FRANKLIN RESOURCES INC Rating: Citigroup : 2 Morgan Stanley : 1 S&P : 1 | BEN | 10/15/08 | 712.49 | 71.248 | 110.99 | 1,109.90 | 397.41 | LT | |
| 21 | | | 10/16/08 | 1,288.62 | 61.362 | 110.99 | 2,330.79 | 1,042.17 | LT | |
| 9 | | | 10/31/08 | 609.46 | 67.717 | 110.99 | 998.91 | 389.45 | LT | |
| 40 | | | | 2,610.57 | 65.284 | | 4,439.80 | 1,829.03 | .973 | 43.20 |
| 130 | GAP INC DELAWARE Rating: Citigroup : 1 Morgan Stanley : 2 S&P : 3 | GPS | 11/02/07 | 2,335.05 | 17.961 | 27.36 | 3,556.80 | 1,221.75 | LT | |
| 15 | | | 11/06/07 | 269.88 | 17.992 | 27.36 | 410.40 | 140.52 | LT | |
| 145 | | | | 2,604.93 | 17.965 | | 3,967.20 | 1,362.27 | 1.827 | 72.50 |
| 335 | GENERAL ELECTRIC CO Rating: Citigroup : 1 Morgan Stanley : 1 S&P : 1 | GE | 07/28/08 | 9,342.66 | 27.888 | 20.84 | 6,981.40 | (2,361.26) | LT | 227.80 |
| 65 | GLAXOSMITHKLINE PLC SP ADR Rating: Citigroup : 1 Morgan Stanley : 2 S&P : 3 | GSK | 01/20/10 | 2,731.34 | 42.02 | 45.57 | 2,982.05 | 230.71 | LT | 148.01 |
| 6 | GOOGLE INC CLASS A Rating: Citigroup : 1 Morgan Stanley : 2 S&P : 3 | GOOG | 09/22/08 | 2,652.57 | 442.095 | 580.07 | 3,480.42 | 827.85 | LT | |
| 6 | | | 09/23/08 | 2,616.78 | 436.13 | 580.07 | 3,480.42 | 863.64 | LT | |
| 3 | | | 10/23/08 | 1,047.80 | 349.265 | 580.07 | 1,740.21 | 692.41 | LT | |
| 15 | | | | 6,317.15 | 421.143 | | 8,701.05 | 2,383.90 | | |
| 27 | GREENHILL & CO INC | GHL | 07/15/11 | 1,387.02 | 51.371 | 35.65 | 962.55 | (424.47) | ST | |
| 3 | | | 07/26/11 | 143.98 | 47.993 | 35.65 | 106.95 | (37.03) | ST | |
| 30 | | | | 1,531.00 | 51.033 | | 1,069.50 | (461.50) | | 54.00 |
| 4 | HALLIBURTON CO HOLDINGS CO Rating: Citigroup : 1 Morgan Stanley : 2 S&P : 1 | HAL | 08/10/11 | 175.09 | 43.772 | 28.39 | 113.56 | (61.53) | ST | |
| 139 | | | 10/17/11 | 4,833.74 | 34.775 | 28.39 | 3,946.21 | (887.53) | ST | |
| 143 | | | | 5,008.83 | 35.027 | | 4,059.77 | (949.06) | 1.268 | 51.48 |
| 15 | HESS CORP Rating: Citigroup : 2H Morgan Stanley : 1 S&P : 1 | HES | 06/24/09 | 794.05 | 52.936 | 43.45 | 651.75 | (142.30) | LT | |
| 30 | | | 06/25/09 | 1,621.94 | 54.064 | 43.45 | 1,303.50 | (318.44) | LT | |
| 10 | | | 07/20/09 | 516.51 | 51.651 | 43.45 | 434.50 | (82.01) | LT | |
| 53 | | | 08/05/09 | 2,923.57 | 55.161 | 43.45 | 2,302.85 | (620.72) | LT | |
| 108 | | | | 5,856.07 | 54.223 | | 4,892.60 | (1,163.47) | .92 | 43.20 |

Common stocks & options continued

| Quantity | Description | Symbol | Date acquired | Cost | Share cost | Current price | Current value | Unrealized gain/(loss) | Average % yield | Anticipated Income (annualized) |
|----------|---|--------|---------------|-------------|------------|---------------|---------------|------------------------|-----------------|---------------------------------|
| 176 | MATTEL INC DE Rating: Citigroup : 1 S&P : 2 | MAT | 08/19/10 | \$ 3,786.84 | \$ 21.639 | \$ 32.44 | \$ 5,677.00 | \$ 1,890.16 LT | 3.822% | \$ 217.00 |
| 5 | MERCK & CO INC NEW Rating: Citigroup : 2 | MRK | 03/17/08 | 209.55 | 41.909 | 41.75 | 208.75 | (.80) LT | | |
| 193 | Morgan Stanley : 2 | | 03/27/08 | 8,539.94 | 44.248 | 41.75 | 8,057.75 | (482.19) LT | | |
| 198 | Morgan Stanley : 2 S&P : 1 | | | 8,749.49 | 44.189 | | 8,268.50 | (482.99) | 4.023 | 332.64 |
| 570 | MICROSOFT CORP Rating: Citigroup : 1 Morgan Stanley : 1 S&P : 1 | MSFT | 07/23/01 | 19,193.55 | 33.672 | 30.59 | 17,438.30 | (1,767.26) LT | 2.615 | 458.00 |
| 23 | MONSANTO CO NEW Rating: Citigroup : 1 | MON | 01/28/10 | 1,776.80 | 77.252 | 82.78 | 1,903.94 | 127.14 LT | | |
| 35 | Morgan Stanley : 1 | | 02/05/10 | 2,678.93 | 76.54 | 82.78 | 2,897.30 | 218.37 LT | | |
| 1 | Morgan Stanley : 1 S&P : 2 | | 05/07/10 | 58.96 | 58.963 | 82.78 | 82.78 | 23.82 LT | | |
| 59 | MORGAN STANLEY | | | 4,514.69 | 76.52 | | 4,884.02 | 369.33 | 1.449 | 70.80 |
| 80 | MORGAN STANLEY | | 11/04/09 | 2,555.06 | 31.938 | 14.59 | 1,167.20 | (1,387.86) LT | | |
| 55 | | | 12/31/09 | 1,632.10 | 29.674 | 14.59 | 802.45 | (829.65) LT | | |
| 40 | | | 01/13/10 | 1,262.94 | 31.573 | 14.59 | 583.60 | (679.34) LT | | |
| 90 | | | 01/21/10 | 2,625.37 | 29.17 | 14.59 | 1,313.10 | (1,312.27) LT | | |
| 285 | | | | 8,075.47 | 30.473 | | 3,868.35 | (4,209.12) | 1.37 | 53.00 |
| 28 | NASDAQ OMX GROUP INC Rating: Citigroup : 2 | NDAQ | 06/11/08 | 892.78 | 31.884 | 22.67 | 634.76 | (258.02) LT | | |
| 76 | Morgan Stanley : 2 S&P : 2 | | 09/09/09 | 1,581.53 | 20.809 | 22.67 | 1,722.92 | 141.39 LT | | |
| 104 | | | | 2,474.31 | 23.791 | | 2,357.68 | (116.63) | 2.293 | 54.08 |
| 58 | NETAPP INC Rating: Morgan Stanley : 2 | NTAP | 02/24/11 | 2,941.93 | 50.722 | 31.82 | 1,845.56 | (1,096.37) LT | | |
| 51 | Morgan Stanley : 2 S&P : 3 | | 02/25/11 | 2,673.06 | 52.413 | 31.82 | 1,622.82 | (1,050.24) LT | | |
| 109 | | | | 5,614.99 | 51.514 | | 3,468.38 | (2,146.61) | | |
| 47 | NIKE INC CL B Rating: Citigroup : 1 Morgan Stanley : 2 S&P : 1 | NKE | 06/07/11 | 3,840.74 | 81.717 | 87.78 | 4,125.68 | 284.92 LT | 1.64 | 67.68 |
| 20 | NOBLE ENERGY INC Rating: Citigroup : 1 | NBL | 06/29/10 | 1,207.70 | 60.385 | 84.82 | 1,696.40 | 488.70 LT | | |
| 17 | Morgan Stanley : 1 S&P : 1 | | 06/30/10 | 1,034.28 | 60.839 | 84.82 | 1,441.94 | 407.66 LT | | |
| 37 | | | | 2,241.98 | 60.594 | | 3,138.34 | 896.36 | 1.037 | 32.56 |
| 80 | NORTHROP GRUMMAN CORP Rating: Citigroup : 1 Morgan Stanley : 2 S&P : 2 | NOC | 06/24/09 | 3,244.59 | 40.557 | 63.79 | 5,103.20 | 1,858.61 LT | 3.448 | 176.00 |

Ref: 00010969 00094905

THOMAS D. LOOKABAUGH Account number 546-5771C-19 630

Common stocks & options *continued*

| Quantity | Description | Symbol | Date acquired | Cost | Share cost | Current price | Current value | Unrealized gain/(loss) | Average % yield | Anticipated Income (annualized) |
|----------|--|--------|---------------|-------------|------------|---------------|---------------|------------------------|-----------------|---------------------------------|
| 26 | NOVARTIS AG ADR Rating: Citigroup : 2 | NVS | 03/28/05 | \$ 1,225.04 | \$ 47.116 | \$ 55.90 | \$ 1,453.40 | \$ 228.36 | LT | |
| 20 | Morgan Stanley : 1 | | 10/06/05 | 1,030.99 | 51.549 | 55.90 | 1,118.00 | 87.01 | LT | |
| 57 | S&P : 2 | | 02/20/08 | 2,825.31 | 49.566 | 55.90 | 3,186.30 | 360.99 | LT | |
| 103 | | | | 5,081.34 | 49.333 | | 5,757.70 | 676.36 | | 3.767 |
| 30 | NUCOR CORP Rating: Citigroup : 1 | NUE | 09/17/08 | 1,339.67 | 44.655 | 37.90 | 1,137.00 | (202.67) | LT | |
| 20 | Morgan Stanley : 1 | | 12/30/08 | 910.94 | 45.547 | 37.90 | 758.00 | (152.94) | LT | |
| 5 | S&P : 3 | | 05/19/09 | 209.44 | 41.888 | 37.90 | 189.50 | (19.94) | LT | |
| 17 | | | 11/04/10 | 664.30 | 39.076 | 37.90 | 644.30 | (20.00) | LT | |
| 72 | | | | 3,124.35 | 43.394 | | 2,728.80 | (395.55) | | 3.852 |
| 190 | ORACLE CORP Rating: Citigroup : 1 | ORCL | 10/13/10 | 5,425.89 | 28.557 | 29.70 | 5,643.00 | 217.11 | LT | |
| 10 | Morgan Stanley : 1 | | 08/01/11 | 307.91 | 30.791 | 29.70 | 297.00 | (10.91) | ST | |
| 200 | S&P : 2 | | | 6,733.80 | 28.669 | | 5,940.00 | 206.20 | | .808 |
| 75 | OSHKOSH TRUCK CORP Rating: S&P : 1 | OSK | 01/20/11 | 2,726.12 | 36.348 | 20.95 | 1,571.25 | (1,154.87) | LT | |
| 28 | | | 02/24/11 | 991.01 | 35.393 | 20.95 | 586.60 | (404.41) | LT | |
| 103 | | | | 3,717.13 | 36.089 | | 2,157.85 | (1,559.28) | | |
| 105 | PEBBLEBROOK HOTEL TRUST Rating: Citigroup : 2 | PEB | 06/30/11 | 2,130.38 | 20.289 | 23.31 | 2,447.55 | 317.17 | ST | 2.059 |
| 27 | PEPSICO INC Rating: Citigroup : 2 | PEP | 01/28/03 | 1,094.25 | 40.527 | 70.66 | 1,907.82 | 813.57 | LT | |
| 73 | Morgan Stanley : 1 | | 01/26/04 | 3,421.82 | 46.874 | 70.66 | 5,158.18 | 1,736.36 | LT | |
| 100 | S&P : 1 | | | 4,516.07 | 45.161 | | 7,068.00 | 2,549.93 | | 3.042 |
| 38 | PHILLIPS 66 Rating: Morgan Stanley : 2 | PSX | 10/27/10 | 1,041.63 | 27.772 | 33.24 | 1,263.12 | 221.49 | LT | |
| 20 | PLANTRONICS INC NEW Rating: S&P : 2 | PLT | 08/16/11 | 661.02 | 33.05 | 33.40 | 668.00 | 6.98 | ST | 1.197 |
| 43.3016 | PROCTER & GAMBLE CO Rating: Citigroup : 1 | PG | 03/26/01 | 1,398.96 | 32.32 | 61.25 | 2,652.22 | 1,253.26 | LT | |
| 41.6984 | Morgan Stanley : 2 | | 08/14/01 | 1,189.88 | 28.546 | 61.25 | 2,554.03 | 1,364.15 | LT | |
| 85 | S&P : 2 | | | 2,588.84 | 30.457 | | 5,206.25 | 2,617.41 | | 3.67 |
| 50 | QUALCOMM INC Rating: Citigroup : 1 | QCOM | 07/29/11 | 2,754.78 | 55.095 | 55.68 | 2,784.00 | 29.22 | ST | |
| 26 | Morgan Stanley : 1 | | 08/05/11 | 1,327.31 | 51.05 | 55.68 | 1,447.68 | 120.37 | ST | |
| 1 | S&P : 1 | | 08/12/11 | 50.38 | 50.375 | 55.68 | 55.68 | 5.30 | ST | |
| 77 | | | | 4,132.47 | 53.668 | | 4,287.36 | 154.89 | | 1.795 |
| 72 | SAFEWAY INC NEW Rating: Citigroup : 2 | SWY | 05/21/09 | 1,429.15 | 19.849 | 18.15 | 1,306.80 | (122.35) | LT | |
| 6 | Morgan Stanley : 2 | | 05/22/09 | 119.27 | 19.879 | 18.15 | 108.90 | (10.37) | LT | |
| 91 | S&P : 3 | | 05/26/09 | 1,816.52 | 19.961 | 18.15 | 1,651.65 | (164.87) | LT | |
| 32 | | | 05/26/09 | 638.78 | 19.961 | 18.15 | 580.80 | (57.98) | 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) |
|------------|------------------------------|--------|---------------|------------------|---------------|---------------|------------------|------------------------|-----------------|---------------------------------|
| 39 | SAFeway INC NEW | SWY | 05/27/09 | \$ 779.34 | \$ 19.983 | \$ 18.15 | \$ 707.85 | (\$ 71.49) LT | | |
| 43 | | | 05/28/09 | 852.04 | 19.814 | 18.15 | 780.45 | (71.59) LT | | |
| 75 | | | 05/29/09 | 1,499.81 | 19.997 | 18.15 | 1,361.25 | (138.56) LT | | |
| 358 | | | | 7,134.91 | 19.93 | | 6,497.70 | (637.21) | 3.856 | 250.80 |
| 14 | SCHLUMBERGER LTD | SLB | 01/12/07 | 804.50 | 57.464 | 64.91 | 908.74 | 104.24 LT | | |
| 120 | Rating: Citigroup : 1 | | 10/17/08 | 6,147.53 | 51.229 | 64.91 | 7,789.20 | 1,641.67 LT | | |
| 44 | Morgan Stanley : 1 | | 06/10/10 | 2,557.76 | 58.13 | 64.91 | 2,856.04 | 298.28 LT | | |
| 178 | S&P : 1 | | | 9,509.79 | 53.426 | | 11,553.98 | 2,044.19 | 1.694 | 195.80 |
| 207 | SCHWAB CHARLES CORP | SCHW | 01/29/09 | 2,893.67 | 13.979 | 12.93 | 2,676.51 | (217.16) LT | | |
| 40 | Rating: Citigroup : 1 | | 01/30/09 | 546.89 | 13.672 | 12.93 | 517.20 | (29.69) LT | | |
| 80 | S&P : 2 | | 02/19/09 | 1,039.98 | 12.999 | 12.93 | 1,034.40 | (5.58) LT | | |
| 327 | | | | 4,480.54 | 13.702 | | 4,228.11 | (252.43) | 1.856 | 78.48 |
| 16 | SOTHEBYS DELAWARE | BID | 10/19/11 | 499.49 | 31.218 | 33.36 | 533.76 | 34.27 ST | | 5.12 |
| | Rating: Citigroup : 2 | | | | | | | | | |
| 35 | SOUTHWESTERN ENERGY CO | SWN | 08/11/11 | 1,300.24 | 37.149 | 31.93 | 1,117.55 | (182.69) ST | | |
| 18 | DEL | | 08/12/11 | 685.45 | 38.08 | 31.93 | 574.74 | (110.71) ST | | |
| 53 | Rating: Citigroup : 2 | | | 1,985.69 | 37.466 | | 1,692.29 | (293.40) | | |
| | S&P : 2 | | | | | | | | | |
| 76 | SYMANTEC CORP | SYMC | 03/10/11 | 1,388.81 | 18.273 | 14.61 | 1,110.36 | (278.45) LT | | |
| 74 | Rating: Citigroup : 1 | | 03/11/11 | 1,336.89 | 18.066 | 14.61 | 1,081.14 | (255.75) LT | | |
| 150 | Morgan Stanley 2 | | | 2,725.70 | 18.171 | | 2,191.50 | (534.20) | | |
| | S&P : 2 | | | | | | | | | |
| 210 | TEXAS INSTRUMENTS INC | TXN | 06/20/02 | 5,129.65 | 24.426 | 28.69 | 6,024.90 | 895.25 LT | | |
| 250 | Rating: Citigroup : 1 | | 07/20/04 | 5,314.00 | 21.256 | 28.69 | 7,172.50 | 1,858.50 LT | | |
| 460 | Morgan Stanley : 2 | | | 10,443.65 | 22.704 | | 13,197.40 | 2,753.75 | 2.37 | 312.80 |
| | S&P : 2 | | | | | | | | | |
| 7 | THERMO FISHER SCIENTIFIC INC | TMO | 06/11/10 | 360.85 | 51.549 | 51.91 | 363.37 | 2.52 LT | | |
| 45 | Rating: Citigroup : 1 | | 07/01/10 | 2,165.92 | 48.131 | 51.91 | 2,335.95 | 170.03 LT | | |
| 34 | Morgan Stanley 1 | | 08/27/10 | 1,462.68 | 43.02 | 51.91 | 1,764.94 | 302.26 LT | | |
| 86 | S&P : 1 | | | 3,989.45 | 46.389 | | 4,484.26 | 474.81 | 1.001 | 44.72 |
| 105 | US BANCORP DEL NEW | USB | 12/13/10 | 2,760.03 | 26.286 | 32.16 | 3,376.80 | 616.77 LT | | |
| 155 | Rating: Citigroup : 2 | | 05/19/11 | 3,986.07 | 25.716 | 32.16 | 4,984.80 | 998.73 LT | | |
| 260 | Morgan Stanley : 1 | | | 6,746.10 | 25.947 | | 8,361.60 | 1,615.50 | 2.425 | 202.80 |
| | S&P : 1 | | | | | | | | | |
| 87 | UNILEVER PLC SPONS ADR NEW | UL | 04/01/05 | 1,919.26 | 22.06 | 33.73 | 2,934.51 | 1,015.25 LT | | |
| 72 | Rating: Citigroup : 2 | | 04/27/05 | 1,544.69 | 21.454 | 33.73 | 2,428.56 | 883.87 LT | | |
| 13 | Morgan Stanley : 1 | | 08/09/07 | 394.80 | 30.369 | 33.73 | 438.49 | 43.69 LT | | |
| 172 | S&P : 2 | | | 3,858.75 | 22.435 | | 5,801.56 | 1,942.81 | 3.682 | 213.62 |

Reserved Client Financial Management Account

June 1 - June 30, 2012

MorganStanley
SmithBarney

Ref: 00010969 00094907

Account number 546-5771C-19 630

THOMAS D. LOOKABAUGH

Common stocks & options *continued*

| Quantity | Description | Symbol | Date acquired | Cost | Share cost | Current price | Current value | Unrealized gain/(loss) | Average % yield | Anticipated Income (annualized) |
|--|---|--------|---------------|----------------------|------------|---------------|------------------------|------------------------|-----------------|---------------------------------|
| 80 | UNITED PARCEL SERVICE CL B Rating: Citigroup : 1 Morgan Stanley : 2 S&P : 1 | UPS | 03/16/11 | \$ 5,680.09 | \$ 71.001 | \$ 78.76 | \$ 6,300.80 | \$ 620.71 LT | 2.894 % | \$ 182.40 |
| 120 | UNITED STATES STEEL CORP NEW Rating: Citigroup 1H Morgan Stanley . 2 S&P . 2 | X | 01/26/10 | 6,133.83 | 51.115 | 20.60 | 2,472.00 | (3,661.83) LT | .97 | 24.00 |
| 63 | VISA INC COM CL A Rating: Citigroup : 2 Morgan Stanley : 1 S&P : 2 | V | 05/26/10 | 4,683.08 | 74.334 | 123.63 | 7,788.69 | 3,105.61 LT | | |
| 25 | | | 06/10/10 | 1,907.43 | 76.297 | 123.63 | 3,090.75 | 1,183.32 LT | | |
| 9 | | | 11/15/10 | 698.38 | 77.597 | 123.63 | 1,112.67 | 414.29 LT | | |
| 97 | | | | 7,288.89 | 75,143 | | 11,992.11 | 4,703.22 | .711 | 85.36 |
| 210 | VODAFONE GROUP PLC SPONS ADR NEW Rating: Citigroup : 1 Morgan Stanley . 1 S&P : 1 | VOD | 08/02/01 | 5,358.46 | 25.533 | 28.18 | 5,917.80 | 559.34 LT | 5.173 | 306.18 |
| 18 | WEYERHAEUSER CO Rating: Citigroup . 2 S&P : 2 | WY | 05/19/09 | 602.41 R | 33.467 | 22.36 | 402.48 | (199.93) LT | | |
| 26 | | | 05/20/09 | 886.77 R | 34.106 | 22.36 | 581.36 | (305.41) LT | | |
| 241 | | | 07/22/10 | 3,745.05 R | 15.54 | 22.36 | 5,388.76 | 1,643.71 LT | | |
| 285 | | | | 5,234.23 | 18,386 | | 6,372.60 | 1,138.37 | 2.683 | 171.00 |
| Total common stocks and options | | | | \$ 458,990.82 | | | \$ 555,814.91 | \$ 3,452.73 ST | 1.83 | \$ 10,802.62 |
| | | | | | | | \$ 96,171.86 LT | | | |

Reserved Client Financial Management Account

June 1 - June 30, 2012

MorganStanley
SmithBarney

Ref 00010969 00094908

Account number 546-5771C-19 630

THOMAS D. LOOKABAUGH

Bonds

Unrealized gains & losses have been adjusted to account for the accretion of OID (original issue discount), the amortization of premium, and/or the accretion of market discount. Call features shown indicate the next regularly scheduled call date and price. Your holdings may be subject to other redemption features including sinking funds or extraordinary calls.

The credit rating from Moody's Investors Service and Standard & Poor's may be shown for certain securities. All credit ratings represent the "opinions" of the provider and are not representations or guarantees of performance. Your Financial Advisor will be pleased to provide you with further information or assistance in interpreting these credit ratings.

Government & government sponsored entity (GSE) bonds

| Amount | Description | Date acquired/ CUSIP # | Cost/ Adjusted cost | Share cost/ Adjusted share cost | Current share price/Accrued Interest | Current value | Unrealized Gain/(loss) Original/Adjusted | Current % Yield/ Anticip Income (annualized) | Ordinary Income/ Capital gain/(loss) | |
|--------|--|---------------------------|-------------------------------------|------------------------------------|--------------------------------------|---------------|---|---|---|------------------------------|
| 38,000 | U S TREASURY NOTES SER AE-2012 DTD 11/15/2009 INT: 01.375% MATY: 11/15/2012 | 12/09/10 912828LX6 | \$ 36,523.12 \$ 36,102.60 | \$ 101.453 \$ 100.285 | 100.445 \$ 63.22 | \$ 36,160.20 | (\$ 362.92) \$ 57.60 | LT LT | 1.368 \$ 495.00 | \$ 0.00 \$ 57.60 |
| 19,000 | FEDERAL NATL MTG ASSN MED TERM NTS BOOK/ENTRY | 03/03/09 31398AVD1 | 19,098.23 19,033.06 | 100.517 100.174 | 103.935 | 19,747.65 | 649.42 714.59 | LT LT | | 0.00 714.59 |
| 2,000 | INT: 02.750% MATY: 02/05/2014 | 04/15/09 | 2,041.58 | 102.079 | 103.935 | 2,078.70 | 37.12 | LT | | 0.00 |
| 21,000 | FEDERAL HOME LOAN MTG CORP BK/ENTRY DTD 01/06/2011 INT: 01.375% MATY: 02/25/2014 | 03/30/11 3137EACR8 | 21,139.81 21,047.40 | 100.70 100.20 | 234.21 | 21,826.35 | 686.54 778.95 | LT | 2.645 577.50 | 0.00 778.95 |
| 31,000 | FEDERAL HOME LOAN MTG CORP BK/ENTRY DTD 01/06/2011 INT: 01.375% MATY: 02/25/2014 | 03/30/11 3137EACR8 | 31,004.84 31,002.48 | 100.015 100.008 | 101.684 149.19 | 31,522.04 | 517.20 519.56 | LT LT | 1.352 426.25 | 0.00 519.56 |
| 27,000 | FEDERAL NATL MTG ASSN DEBS BDS BK/ENTRY DTD 09/27/2010 INT: 01.625% MATY 10/26/2015 | 01/14/11 31398A4M1 | 26,456.49 26,456.49 | 97.987 97.987 | 103.681 79.22 | 27,966.87 | 1,510.38 1,510.38 | LT LT | 1.568 438.75 | 158.76 1,351.62 |
| 23,000 | FEDERAL NATL MTG ASSOCIATION INT: 02.375% MATY: 04/11/2016 | 09/16/11 3135G0BA0 | 24,326.18 24,104.92 | 105.766 104.804 | 106.22 121.39 | 24,430.60 | 104.42 325.68 | ST ST | 2.235 546.25 | 0.00 325.68 |
| 2,000 | U S TREASURY NOTES SER E-2016 DTD 8/15/2006 | 09/21/09 912828FC8 | 2,234.22 2,145.88 | 111.71 107.294 | 117.313 | 2,346.26 | 112.04 200.38 | LT LT | | 0.00 200.38 |
| 12,000 | INT: 04.875% MATY: 08/15/2016 | 01/07/10 | 13,248.27 | 110.402 | 117.313 | 14,077.56 | 829.29 | LT | | 0.00 |
| 14,000 | U S TREASURY NOTES SER E-2016 DTD 02/28/2010 INT: 03.000% MATY: 02/28/2017 | 01/07/10 912828MS6 | 12,809.88 15,482.49 14,955.76 | 106.749 110.60 106.80 | 256.87 | 16,423.82 | 1,267.68 941.33 1,468.06 | LT | | 1,267.68 0.00 1,468.06 |
| 10,000 | U S TREASURY NOTES SER G-2015 DTD 02/28/2010 INT: 03.000% MATY: 02/28/2017 | 09/10/10 912828MS6 | 10,550.00 10,404.60 | 105.50 104.046 | 110.523 100.27 | 11,052.30 | 502.30 647.70 | LT LT | 2.714 300.00 | 0.00 647.70 |

THOMAS D. LOOKABAUGH Account number 546-5771C-19 630

Government & government sponsored entity (GSE) bonds continued

| Amount | Description | Date acquired/ CUSIP # | Cost/ Adjusted cost | Share cost/ Adjusted share cost | Current share price/Acrued Interest | Current value | Unrealized Gain/(loss) Original/ Adjusted | Current % Yield/ Anticip. Income (annualized) | Ordinary Income/ Capital gain/(loss) |
|--------|---|---------------------------|------------------------|------------------------------------|-------------------------------------|-----------------------|---|--|---|
| 9,000 | U S TREASURY NOTES SER F-2018 | 01/30/09 | \$ 9,695.39 | \$ 107.726 | 117.133 | \$ 10,541.97 | \$ 846.58 LT | | \$ 0.00 |
| | DTD 11/17/08 | 912828JR2 | \$ 9,474.75 | \$ 105.275 | | | \$ 1,067.22 LT | | \$ 1,067.22 |
| 1,000 | INT- 03.750% MATY- 11/15/2018 | 04/23/09 | 1,065.08 | 106.507 | 117.133 | 1,171.33 | 106.25 LT | | 0.00 |
| | | | 1,045.40 | 104.54 | | | 125.93 LT | | 125.93 |
| 5,000 | | 06/04/09 | 5,037.50 | 100.75 | 117.133 | 5,856.65 | 819.15 LT | | 0.00 |
| | | | 5,026.60 | 100.532 | | | 830.05 LT | | 830.05 |
| 1,000 | | 07/23/09 | 1,010.59 | 101.058 | 117.133 | 1,171.33 | 160.74 LT | | 0.00 |
| | | | 1,007.62 | 100.762 | | | 163.71 LT | | 163.71 |
| 2,000 | | 08/04/09 | 2,008.98 | 100.449 | 117.133 | 2,342.66 | 333.68 LT | | 0.00 |
| | | | 2,006.48 | 100.324 | | | 336.18 LT | | 336.18 |
| 1,000 | | 09/21/09 | 1,025.47 | 102.546 | 117.133 | 1,171.33 | 145.86 LT | | 0.00 |
| | | | 1,018.56 | 101.856 | | | 152.77 LT | | 152.77 |
| 5,000 | | 10/26/09 | 5,095.32 | 101.906 | 117.133 | 5,856.65 | 761.33 LT | | 0.00 |
| | | | 5,070.10 | 101.402 | | | 786.55 LT | | 786.55 |
| 24,000 | | | 24,938.33 | 103.90 | 114.95 | 28,111.92 | 3,173.59 | 3.201 | 0.00 |
| | | | 24,649.51 | 102.70 | | | 3,462.41 | 900.00 | 3,462.41 |
| 25,000 | U S TREASURY NOTES SER F-2010 | 11/16/10 | 24,366.97 | 97.467 | 109.914 | 27,478.60 | 3,111.63 LT | 2.388 | 89.77 |
| | DTD 11/15/2010 | 912828PC8 | 24,366.97 | 97.467 | | | 3,111.63 LT | 658.25 | 3,021.76 |
| | INT- 02.625% MATY- 11/15/2020 | | | | 83.81 | | | | |
| | Total government & government sponsored entity (GSE) bonds | | \$ 214,788.23 | | \$ 1,203.13 | \$ 224,972.60 | \$ 325.66 ST | 2.23 | \$ 248.63 |
| | Total portfolio value | | \$ 213,090.73 | | | \$ 784,418.84 | \$ 11,866.19 LT | \$ 6,022.50 | \$ 11,633.34 |
| | | | \$ 672,612.56 | | | \$ 3,778.41 ST | \$ 107,727.86 LT | 2.01 | \$ 248.63 |
| | | | | | | | | \$ 16,926.20 | \$ 11,633.34 |

R The basis for this tax lot has been adjusted due to a reclassification of income

TRANSACTION DETAILS

All transactions appearing are based on trade-date.

Money fund activity

| Date | Activity | Description | Amount |
|----------|------------|-----------------------------------|---------------------|
| | | Opening money fund balance | \$ 26,828.42 |
| 06/04/12 | Autoinvest | MORGAN STANLEY AA MONEY TRUST | 157.04 |
| 06/06/12 | Autoinvest | MORGAN STANLEY AA MONEY TRUST | 21.34 |
| 06/08/12 | Autoinvest | MORGAN STANLEY AA MONEY TRUST | 17.28 |
| 06/11/12 | Autoinvest | MORGAN STANLEY AA MONEY TRUST | 37.02 |
| 06/12/12 | Autoinvest | MORGAN STANLEY AA MONEY TRUST | 50.80 |

All transactions are traded at \$1.00 per share

| Date | Activity | Description | Amount |
|----------|------------|-------------------------------|--------|
| 06/14/12 | Autoinvest | MORGAN STANLEY AA MONEY TRUST | 99.01 |
| 06/15/12 | Autoinvest | MORGAN STANLEY AA MONEY TRUST | 288.35 |
| 06/18/12 | Autoinvest | MORGAN STANLEY AA MONEY TRUST | 128.08 |
| 06/19/12 | Autoinvest | MORGAN STANLEY AA MONEY TRUST | 18.00 |
| 06/21/12 | Autoinvest | MORGAN STANLEY AA MONEY TRUST | 32.75 |