Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , **and ending**

Name of foundation

WAYNE G. BASLER CHARITABLE FOUNDATION

A Employer identification number 62-1347054

Number and street (or P O box number if mail is not delivered to street address) — Room/suite

P.O. BOX 2049

B Telephone number (423) 246-4546

City or town, state, and ZIP code

KINGPORT, TN 37662

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 7,966,452.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	145.	145.		STATEMENT 1
4 Dividends and interest from securities	167,291.	167,291.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	87,608.			
b Gross sales price for all assets on line 6a 2,749,055.				
7 Capital gain net income (from Part IV, line 2)		87,608.		
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	255,044.	255,044.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	7,000.	1,750.		5,250.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	6,100.	3,050.		3,050.
c Other professional fees				
17 Interest				
18 Taxes STMT 4	23,727.	9,365.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	82,029.	82,029.		0.
24 **Total operating and administrative expenses** Add lines 13 through 23	118,856.	96,194.		8,300.
25 Contributions, gifts, grants paid	325,705.			325,705.
26 **Total expenses and disbursements.** Add lines 24 and 25	444,561.	96,194.		334,005.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-189,517.			
b **Net investment income** (if negative, enter -0-)		158,850.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

Form **990-PF** (2012)

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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	384,801.	348,969.	348,969.
3 Accounts receivable ▶ 160.			
Less: allowance for doubtful accounts ▶	825.	160.	160.
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock STMT 6	6,424,803.	6,271,783.	7,617,323.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	6,810,429.	6,620,912.	7,966,452.
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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	6,810,429.	6,620,912.	
30 **Total net assets or fund balances**	6,810,429.	6,620,912.	
31 **Total liabilities and net assets/fund balances**	6,810,429.	6,620,912.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,810,429.
2 Enter amount from Part I, line 27a	2	-189,517.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,620,912.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,620,912.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,749,055.		2,661,447.	87,608.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				87,608.

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	87,608.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	341,150.	8,039,326.	.042435
2010	504,264.	7,617,776.	.066196
2009	462,713.	6,789,017.	.068156
2008	620,481.	9,884,668.	.062772
2007	579,614.	12,479,576.	.046445

2 Total of line 1, column (d)	2	.286004
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	.057201
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,618,860.
5 Multiply line 4 by line 3	5	435,806.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,589.
7 Add lines 5 and 6	7	437,395.
8 Enter qualifying distributions from Part XII, line 4	8	334,005.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,177.
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	3,177.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	3,177.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a — 10,000.		
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	10,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	6,823.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 6,823. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ N/A

14 The books are in care of ▶ WAYNE G. BASLER, TRUSTEE Telephone no. ▶ 423-246-4546

Located at ▶ P.O. BOX 2049, KINGSPORT, TN ZIP+4 ▶ 37662

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)* N/A	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 2012?	4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WAYNE G. BASLER P.O. BOX 2049 KINGSPORT, TN 37662	TRUSTEE 0.00	0.	0.	0.
SHARI L. HILLMAN 229 HAMILTON WAY KINGSPORT, TN 376632357	FOUNDATION MANAGER 5.00	7,000.	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.

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Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	7,389,304.
b	Average of monthly cash balances		1b	345,579.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	7,734,883.
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	7,734,883.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	116,023.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	7,618,860.
6	**Minimum investment return** Enter 5% of line 5		6	380,943.

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	380,943.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 3,177.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	3,177.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	377,766.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	377,766.
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	377,766.

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	334,005.
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	334,005.
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	334,005.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				377,766.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			243,889.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 334,005.				
a Applied to 2011, but not more than line 2a			243,889.	
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 2012 distributable amount				90,116.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				287,650.
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 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

WAYNE G. BASLER

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 7

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SULLIVAN NORTH DECA JOHN B DENNIS HWY KINGSPORT, TN 37664	NONE	501(C)(3) PUBLIC CHARITY	GENERAL PURPOSES	11,000.
UNIVERSITY OF TENNESSEE FOUNDATION 1551 LAKE LOUDON BLVD KNOXVILLE, TN 37996	NONE	501(C)(3) PUBLIC CHARITY	GENERAL PURPOSES	314,705.
Total			▶ 3a	325,705.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	145.	
4 Dividends and interest from securities			14	167,291.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	87,608.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		255,044.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 255,044.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date: 5-10-13 | Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
HERB HOFFMAN, CPA	HERB HOFFMAN, CPA	05/06/13		P00177945
Firm's name ▶ CLIFTONLARSONALLEN LLP			Firm's EIN ▶ 41-0746749	
Firm's address ▶ 335 N WILMOT ROAD, SUITE 300 TUCSON, AZ 85711			Phone no. (520) 790-3500	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MSSB #5613- S/T- SEE STMT ATTACHED	P		
b	MSSB #5613- L/T- SEE STMT ATTACHED	P		
c	MSSB #5616- S/T- SEE STMT ATTACHED	P		
d	MSSB #5616- L/T- SEE STMT ATTACHED	P		
e	MSSB #5768- S/T- SEE STMT ATTACHED	P		
f	MSSB #5768- L/T- SEE STMT ATTACHED	P		
g	MSSB #5769- S/T- SEE STMT ATTACHED	P		
h	MSSB #5769- L/T- SEE STMT ATTACHED	P		
i	MSSB #5768- WASH SALES- SEE STMT ATTACHED	P		
j	MSSB #5769- WASH SALES- SEE STMT ATTACHED	P		
k	AON CORP REDOMESTICATION - MSSB #5616	P	VARIOUS	04/02/12
l	CLASS ACTION PROCEEDS-CREDIT SUISSE	P	VARIOUS	11/13/12
m	CAPITAL GAINS DIVIDENDS			
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	34,883.		23,153.	11,730.
b	226,196.		126,369.	99,827.
c	50,928.		87,931.	-37,003.
d	396,094.		321,007.	75,087.
e	165,572.		157,934.	7,638.
f	545,817.		651,731.	-105,914.
g	642,983.		674,572.	-31,589.
h	679,035.		604,287.	74,748.
i	3,277.			3,277.
j	3,843.			3,843.
k			14,463.	-14,463.
l	84.			84.
m	343.			343.
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				11,730.
b				99,827.
c				-37,003.
d				75,087.
e				7,638.
f				-105,914.
g				-31,589.
h				74,748.
i				3,277.
j				3,843.
k				-14,463.
l				84.
m				343.
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	87,608.
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

223591
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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF TENNESSEE	7.
MSSB #5613	16.
MSSB #5616	48.
MSSB #5768	37.
MSSB #5769	37.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	145.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MSSB #5613	30,100.	343.	29,757.
MSSB #5616	50,409.	0.	50,409.
MSSB #5768	54,781.	0.	54,781.
MSSB #5769	32,344.	0.	32,344.
TOTAL TO FM 990-PF, PART I, LN 4	167,634.	343.	167,291.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,100.	3,050.		3,050.
TO FORM 990-PF, PG 1, LN 16B	6,100.	3,050.		3,050.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX EXPENSE	9,365.	9,365.		0.
FEDERAL INCOME TAX EXPENSE	14,362.	0.		0.
TO FORM 990-PF, PG 1, LN 18	23,727.	9,365.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT EXPENSES	82,029.	82,029.		0.
TO FORM 990-PF, PG 1, LN 23	82,029.	82,029.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS AT MSSB #5613-SEE ATT'D	1,328,374.	1,883,211.
INVESTMENTS AT MSSB #5616-SEE ATT'D	1,957,194.	2,358,530.
INVESTMENTS AT MSSB #5768-SEE ATT'D	1,200,106.	1,211,907.
INVESTMENTS AT MSSB #5769-SEE ATT'D	1,778,989.	2,163,675.
WASH SALE ADJUSTMENT #5768	3,277.	0.
WASH SALE ADJUSTMENT #5769	3,843.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,271,783.	7,617,323.

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

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

(423)246-4546

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

SEPTEMBER 30

RESTRICTIONS AND LIMITATIONS ON AWARDS

CHARITABLE ORGANIZATIONS ONLY

Holdings

Fiduciary Services Active Assets Account
685-045613-107

WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.
The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date.
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.
Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures.
New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Expanded Disclosures for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

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

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$831.80			
MORGAN STANLEY BANK N.A. #	45,146.22	23.00	—	0.050

	Percentage of Assets %	Market Value	Estimated Annual Income / Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS	2.4%	$45,978.02	$23.00 $0.00

 # Bank Deposits are at either (1) Morgan Stanley Bank, N A , and Morgan Stanley Private Bank, National Association, or (2) Citibank, N A., each a national bank, FDIC member and an affiliate of Morgan Stanley Smith Barney LLC

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AIR METHODS CORP (AIRM)	6/21/11	249 000	$68 145	1 $16,968 15	$9,190 59	$(7,777 56) LT		
	12/28/12	498 000	—	Pending Corp Action	18,381 18	N/A Z		
	Total	747.000		0 00	27,571.77	(7,777.56) LT	—	—
Share Price $36.910								

CONTINUED

Morgan Stanley

Holdings

Fiduciary Services Active Assets Account
685-045613-107

WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMERICAN CAMPUS CMMTYS INC (ACC)	6/16/09	664.000	18 722	12,431.53	30,630.32	18,198.79 LT R	896.40	2.92
Share Price. $46.130, Next Dividend Payable 02/2013								
BJ'S RESTAURANTS INC (BJRI)	6/14/12	340.000	38.687	13,153.72	11,186.00	(1,967 72) ST	—	—
Share Price: $32 900								
BLACKBAUD INC (BLKB)	6/16/09	864.000	14 689	12,691.12	19,725.12	7,034 00 LT	414.72	2.10
Share Price: $22.830; Next Dividend Payable 03/2013								
CARDTRONICS INC (CATM)	10/18/11	834 000	23.414	19,527.44	19,799.16	271.72 LT		
	10/24/11	24.000	24.475	587.41	569.76	(17.65) LT		
	Total	858 000		20,114.85	20,368.92	254 07 LT	—	—
Share Price. $23.740								
CAVIUM INC COM (CAVM)	2/18/11	191.000	45.032	8,601.04	5,961.11	(2,639.93) LT		
	3/23/11	439 000	40.131	17,617.47	13,701.19	(3,916.28) LT		
	Total	630.000		26,218 51	19,662.30	(6,556.21) LT	—	—
Share Price. $31 210								
CLARCOR INC (CLC)	6/16/09	476.000	29.533	14,057.47	22,743.28	8,685.81 LT		
	3/23/11	213.000	43.539	9,273.83	10,177.14	903.31 LT		
	Total	689 000		23,331 30	32,920.42	9,589.12 LT	372.06	1.13
Share Price: $47.780, Next Dividend Payable 01/2013								
CLEARBRIDGE ENERGY MLP FD INC (CEM)	7/6/10	494.000	18 626	9,201 35	11,376.82	2,175.47 LT R	731.12	6.42
Share Price $23 030, Next Dividend Payable 02/2013								
CLECO CORP HLDG CO. (CNL)	6/16/09	925.000	21.918	20,274.52	37,009.25	16,734.73 LT	1,248.75	3.37
Share Price. $40.010, Next Dividend Payable 02/2013								
COGNEX CORP (CGNX)	6/16/09	735.000	14.013	10,299.85	27,040.72	16,740.87 LT	323.40	1 19
Share Price. $36.790, Next Dividend Payable 03/2013								
COHEN & STEERS INC (CNS)	6/16/09	464 000	15.041	6,978.84	14,138.08	7,159 24 LT R		
	7/28/10	297.000	21.256	6,312.91	9,049.59	2,736.68 LT R		
	3/23/11	159 000	27 742	4,410 92	4,844.73	433 81 LT R		
	Total	920.000		17,702.67	28,032.40	10,329.73 LT	662.40	2.36
Share Price. $30 470, Next Dividend Payable 03/2013								
COHU INC (COHU)	6/16/09	1,039 000	9.225	9,584.88	11,262.76	1,677.88 LT	249.36	2.21
Share Price $10 840, Next Dividend Payable 01/02/13								

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Morgan Stanley

Holdings

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

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
COMPASS MINERALS INTER INC (CMP)	11/6/09	276.000	63.293	17,468.92	20,619.96	3,151.04 LT	546.48	2 65
Share Price. $74 710, Next Dividend Payable 03/2013								
CORPORATE EXEC BOARD CO (CEB)	9/25/12	365.000	52.888	19,303.97	17,322 90	(1,981.07) ST		
	10/24/12	150 000	44 532	6,679 80	7,119 00	439.20 ST		
	Total	515 000		25,983.77	24,441.90	(1,541 87) ST	360.50	1.47
Share Price $47 460, Next Dividend Payable 03/2013								
COSTAR GROUP INC (CSGP)	5/13/11	244.000	71.974	17,561.68	21,806.28	4,244 60 LT	—	—
Share Price. $89 370								
CUBIST PHARMACEUTICALS INC (CBST)	3/13/12	525 000	43.692	22,938.04	22,076.25	(861.79) ST		
	5/30/12	175 000	39.905	6,983.41	7,358 75	375.34 ST		
	Total	700.000		29,921.45	29,435.00	(486.45) ST	—	—
Share Price $42.050								
DRILL-QUIP INC (DRQ)	6/16/09	375.000	38.755	14,533.05	27,393.75	12,860.70 LT	—	—
Share Price. $73 050								
FEI COMPANY (FEIC)	6/2/11	533 000	40 710	21,698 38	29,565.72	7,867.34 LT		
	7/6/11	130 000	38.766	5,039.63	7,211.15	2,171.52 LT		
	Total	663 000		26,738 01	36,776.87	10,038 86 LT	212.16	0.57
Share Price. $55.470, Next Dividend Payable 01/2013								
GLACIER BANCORP INC NEW (GBCI)	6/16/09	491 000	14.872	7,302.25	7,222.61	(79.64) LT		
	10/19/09	438 000	13.546	5,933.19	6,442.98	509 79 LT		
	2/1/12	700 000	14 148	9,903.67	10,297.00	393 33 ST		
	Total	1,629.000		23,139.11	23,962.59	430.15 LT 393 33 ST	912.24	3.80
Share Price. $14 710, Next Dividend Payable 03/2013								
GRAND CANYON ED INC COM (LOPE)	12/22/11	1,322.000	16 007	21,161.78	31,027.34	9,865.56 LT		
	12/11/12	100 000	24 282	2,428.19	2,347.00	(81.19) ST		
	Total	1,422 000		23,589.97	33,374.34	9,865.56 LT (81.19) ST	—	—
Share Price $23 470								
GROUP I AUTOMOTIVE INC (GPI)	12/14/10	495.000	42.336	20,956.17	30,685 05	9,728.88 LT		
	3/23/11	179.000	39.120	7,002.46	11,096 21	4,093.75 LT		

CONTINUED

Holdings

Fiduciary Services Active Assets Account
685-045613-107

WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	674.000		27,958 63	41,781.26	13,822.63 LT	404.40	0.96
Share Price· $61 990; Next Dividend Payable 03/2013								
GULFPORT ENERGY CORP NEW (GPOR)	10/5/10	858.000	14.163	12,152 03	32,792.76	20,640.73 LT		
	12/14/10	129.000	20 962	2,704.11	4,930 38	2,226.27 LT		
	3/23/11	96 000	31.345	3,009.08	3,669.12	660.04 LT		
	5/8/12	225.000	22.753	5,119.40	8,599.50	3,480.10 ST		
	Total	1,308 000		22,984 62	49,991.76	23,527.04 LT 3,480.10 ST	—	—
Share Price· $38 220								
HANGER INC (HGR)	12/23/10	765.000	21.648	16,561 03	20,930.40	4,369.37 LT		
	3/23/11	379.000	25 911	9,820 27	10,369.44	549.17 LT		
	Total	1,144 000		26,381 30	31,299.84	4,918.54 LT	—	—
Share Price: $27.360								
HARMONIC INC (HLIT)	6/16/09	2,328.000	6 325	14,723.90	11,802.96	(2,920.94) LT	—	—
Share Price $5 070								
HARRIS TEETER SUPERMKTS INC (HTSI)	6/16/09	561 000	24 510	13,749 94	21,632 16	7,882.22 LT		
	1/4/11	190 000	35.740	6,790 66	7,326 40	535.74 LT		
	Total	751.000		20,540.60	28,958.56	8,417 96 LT	450.60	1.55
Share Price. $38 560, Next Dividend Payable 01/01/13								
HEARTLAND EXPRESS (HTLD)	6/16/09	1,163 000	14 399	16,746.04	15,200 41	(1,545 63) LT		
	2/5/10	123.000	13.644	1,678.15	1,607 61	(70 54) LT		
	3/23/11	416.000	16.777	6,979.11	5,437.12	(1,541.99) LT		
	10/11/12	350 000	13.607	4,762.49	4,574.50	(187.99) ST		
	Total	2,052.000		30,165.79	26,819.64	(3,158.16) LT (187.99) ST	164 16	0.61
Share Price $13 070, Next Dividend Payable 03/2013								
HIBBERT SPORTS INC (HIBB)	3/14/08	57.000	14.193	809.00	3,003.90	2,194.90 LT A		
	6/16/09	366.000	16.836	6,161.98	19,288.20	13,126.22 LT		
	6/15/10	102.000	26.002	2,652.20	5,375.40	2,723.20 LT		
	Total	525.000		9,623.18	27,667.50	18,044.32 LT	—	—
Share Price. $52 700								

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
HITTITE MICROWAVE CORP COM (HITT)	6/16/09	559 000	34 648	19,368.06	**34,691.54**	15,323 48 LT	—	—
Share Price· $62 060								
HLTH CARE SVC GRP (HCSG)	6/16/09	1,152 000	11.884	13,690.68	**26,760.96**	13,070.28 LT	760.32	2.84
Share Price $23.230, Next Dividend Payable 02/2013								
HMS HOLDINGS CORP (HMSY)	6/16/09	1,153.000	13.124	15,131.82	**29,885.76**	14,753.94 LT	—	—
Share Price. $25.920								
IBERIA BK CORP (IBKC)	3/2/10	223.000	59 314	13,227.13	10,953.76	(2,273 37) LT		
	6/15/10	130 000	55 804	7,254.55	6,385.60	(868 95) LT		
	3/23/11	141 000	56.857	8,016.84	6,925.92	(1,090.92) LT		
	Total	494 000		28,498 52	**24,265.28**	(4,233.24) LT	671.84	2.76
Share Price $49 120, Next Dividend Payable 01/25/13								
ICU MEDICAL INC (ICUI)	12/8/09	344 000	34.971	12,029.92	20,959.92	8,930.00 LT		
	2/4/10	158.000	32.344	5,110.29	9,626.94	4,516.65 LT		
	7/28/10	116 000	37.239	4,319.72	7,067.88	2,748 16 LT		
	Total	618 000		21,459.93	**37,654.74**	16,194.81 LT	—	—
Share Price $60 930								
II VI INC (IIVI)	6/16/09	992 000	11.546	11,453.89	**18,084.16**	6,630 27 LT	—	—
Share Price $18.230								
IPC THE HOSPITALIST COMP INC (IPCM)	5/4/11	355.000	50.439	17,905 88	14,097 05	(3,808 83) LT		
	6/11/12	250 000	39.747	9,936 70	9,927 50	(9 20) ST		
	Total	605 000		27,842.58	**24,024.55**	(3,808.83) LT (9.20) ST	—	—
Share Price. $39 710								
LANDAUER INC. (LDR)	6/16/09	257.000	57.903	14,881.15	**15,730.97**	849.82 LT	565.40	3 59
Share Price: $61.210; Next Dividend Payable 01/03/13								
LIFE TIME FITNESS INC (LTM)	11/20/08	5.000	9.224	46.12	246.05	199.93 LT A		
	2/6/09	48.000	11.816	557 15	2,362 08	1,794.93 LT A		
	6/16/09	51.000	19 329	985 78	2,509 71	1,523.93 LT		

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Holdings

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	2/5/10	291.000	23.043	6,705.48	14,320.11	7,614.63 LT		
	3/23/11	162.000	36.908	5,979 16	7,972.02	1,992.86 LT		
	5/8/12	150 000	45.552	6,832.82	7,381 50	548.68 ST		
	Total	707 000		21,116.51	34,791.47	13,126.28 LT 548.68 ST	—	—
Share Price. $49.210								
MARKETAXESS HOLDINGS INC (MKTX)	4/29/11	743.000	24 416	18,141.16	26,227.90	8,086.74 LT		
	5/4/11	48.000	22.762	1,092.57	1,694.40	601.83 LT		
	6/21/11	199.000	23.517	4,679.96	7,024.70	2,344.74 LT		
	Total	990.000		23,913 69	34,947.00	11,033.31 LT	435.60	1.24
Share Price $35.300, Next Dividend Payable 03/2013								
MEDIDATA SOLUTIONS INC COM (MDSO)	10/26/12	240.000	38 084	9,140 06	9,403.20	263.14 ST		
	12/11/12	145.000	38.428	5,572.12	5,681.10	108.98 ST		
	Total	385.000		14,712.18	15,084.30	372.12 ST	—	—
Share Price: $39.180								
MID AMER APART COMM INC (MAA)	8/26/09	407 000	41.485	16,884.30	26,353.25	9,468.95 LT R		
	4/14/10	128 000	51.200	6,553.62	8,288.00	1,734 38 LT R		
	Total	535.000		23,437.92	34,641.25	11,203.33 LT	1,487.30	4.29
Share Price $64 750, Next Dividend Payable 01/2013								
MIDDLEBY CORP DEL (MIDD)	6/16/09	360 000	46 416	16,709 76	46,155.60	29,445 84 LT	—	—
Share Price: $128.210								
MONRO MUFFLER & BRAKE (MNRO)	6/16/09	195.000	16.279	3,174.43	6,805.52	3,631.09 LT		
	6/21/11	132 000	33.081	4,366.67	4,606.81	240 14 LT		
	Total	327 000		7,541.10	11,412.33	3,671.23 LT	130.80	1.14
Share Price· $34 900, Next Dividend Payable 03/2013								
NATIONAL HEALTH INVESTORS INC (NHI)	9/1/10	298.000	42 929	12,792 90	16,845.94	4,053.04 LT R		
	1/4/11	172 000	45 330	7,796.72	9,723.16	1,926.44 LT R		

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	470.000		20,589.62	26,569.10	5,979.48 LT	1,259.60	4.74
Share Price $56 530, Next Dividend Payable 01/31/13								
NIC INC (EGOV)	7/19/12	700.000	13.570	9,499.07	11,438.00	1,938.93 ST		
	8/2/12	230 000	13 577	3,122.69	3,758 20	635.51 ST		
	~~8/3/12~~	~~475.000~~	~~13.929~~	6,616.47	7,761.50	1,145 03 ST		
	Total	1,405.000		19,238 23	22,957.70	3,719.47 ST	—	—
Share Price. $16 340								
NORDSON CP (NDSN)	1/12/09	35.000	16 196	566.88	2,209 20	1,642 32 LT A		
	1/13/09	34.000	16.369	556.55	2,146.08	1,589 53 LT A		
	1/14/09	34.000	15.969	542.95	2,146.08	1,603.13 LT A		
	2/27/09	48.000	12.563	603 00	3,029.76	2,426 76 LT A		
	3/2/09	56 000	11 514	644 80	3,534 72	2,889.92 LT A		
	3/4/09	26.000	11.622	302.16	1,641.12	1,338.96 LT A		
	6/16/09	294 000	18.872	5,548 37	18,557 28	13,008.91 LT		
	Total	527.000		8,764.71	33,264.24	24,499.53 LT	316.20	0 95
Share Price. $63 120, Next Dividend Payable 01/08/13								
NORTHWESTERN CORPORATION (NWE)	9/14/12	525.000	35.970	18,884.36	18,233.25	(651.11) ST	777 00	4.26
Share Price $34 730, Next Dividend Payable 03/2013								
PEBBLEBROOK HOTEL TR COM (PEB)	12/26/12	825.000	22.974	18,953.30	19,057.50	104.20 ST	396.00	2.07
Share Price. $23.100; Next Dividend Payable 01/15/13								
PORTFOLIO RECOVERY ASSOC INC (PRAA)	6/16/09	299.000	36.740	10,985.32	31,951.14	20,965.82 LT	—	—
Share Price $105 860								
POWER INTEGRATIONS INC (POWI)	6/16/09	292.000	22.990	6,713 11	9,814.12	3,101.01 LT		
	4/14/10	110 000	45.701	5,027.15	3,697.10	(1,330.05) LT		
	9/16/10	165 000	30.044	4,957.23	5,545.65	588.42 LT		
	Total	567 000		16,697.49	19,056.87	2,359.38 LT	113.40	0.59
Share Price. $33.610; Next Dividend Payable 03/2013								
PROASSURANCE CP (PRA)	6/16/09	342.000	45.070	1 15,413.91	14,428.98	(984.93) LT		
	12/27/12	342.000	—	Pending Corp. Action	14,428.98	N/A Z		
	Total	684.000		0 00	28,857.96	(984.93) LT	684 00	2 37
Share Price. $42 190, Next Dividend Payable 03/2013								

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
PROS HLDG INC (PRO)	10/23/09	314.000	9.522	2,990.03	5,743 06	2,753.03 LT		
	12/22/09	268.000	9 841	2,637.52	4,901 72	2,264.20 LT		
	2/18/10	131.000	8.734	1,144.17	2,395.99	1,251.82 LT		
	11/13/12	275 000	17.333	4,766.55	5,029.75	263.20 ST		
	Total	988.000		11,538 27	**18,070.52**	6,269.05 LT 263.20 ST	—	—
Share Price· $18 290								
RBC BEARINGS INC (ROLL)	9/28/11	564 000	34.460	19,435 44	28,239.48	8,804.04 LT		
	1/17/12	65.000	44.006	2,860.40	3,254.55	394.15 ST		
	Total	629 000		22,295.84	**31,494.03**	8,804.04 LT 394.15 ST	—	—
Share Price $50 070								
RITCHIE BROTHERS AUCTIONEERS (RBA)	6/16/09	470.000	22.345	10,501.96	9,818.30	(683.66) LT		
	10/11/12	450 000	20 643	9,289 35	9,400.50	111.15 ST		
	Total	920 000		19,791.31	**19,218.80**	(683.66) LT 111.15 ST	450.80	2.34
Share Price. $20.890; Next Dividend Payable 03/2013								
ROFIN-SINAR TECH INC OLD (RSTI)	6/16/09	729.000	21.403	15,603 08	15,804.72	201.64 LT		
	3/23/11	104 000	37.133	3,861.87	2,254.72	(1,607.15) LT		
	Total	833 000		19,464.95	**18,059.44**	(1,405.51) LT	—	—
Share Price. $21 680								
RYLAND GROUP INC (RYL)	6/16/09	585 000	16 376	9,579.96	21,352.50	11,772.54 LT		
	9/14/12	300 000	31.129	9,338.70	10,950.00	1,611.30 ST		
	Total	885 000		18,918.66	**32,302.50**	11,772.54 LT 1,611.30 ST	106.20	0.32
Share Price: $36 500, Next Dividend Payable 01/2013								
SCHNITZER STEEL A (SCHN)	11/20/09	156 000	44.735	6,978 66	4,731.48	(2,247.18) LT		
	12/14/10	136 000	62 991	8,566.76	4,124.88	(4,441.88) LT		

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Holdings

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

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	292 000		15,545.42	**8,856.36**	(6,689.06) LT	219.00	2.47
Share Price: $30 330, Next Dividend Payable 03/2013								
SCIQUEST INC NEW COM (SQI)	8/30/11	546.000	14.439	7,883.80	8,659.56	775.76 LT		
	11/12/12	150.000	15 219	2,282.88	2,379.00	96 12 ST		
	Total	696 000		10,166.68	**11,038.56**	775 76 LT 96.12 ST	—	—
Share Price. $15.860								
SIGNATURE BANK (SBNY)	6/16/09	648.000	26.180	16,964.83	**46,228.32**	29,263.49 LT	—	—
Share Price. $71.340								
SILGAN HLDGS INC (SLGN)	6/16/09	836.000	22.870	19,119 32	**34,727.44**	15,608 12 LT	401.28	1.15
Share Price $41.540, Next Dividend Payable 03/2013								
SOLERA HOLDINGS INC (SLH)	6/16/09	332.000	24 829	8,243.13	17,752.04	9,508 91 LT		
	3/27/12	75 000	46.812	3,510.93	4,010.25	499.32 ST		
	Total	407 000		11,754.06	**21,762.29**	9,508 91 LT 499.32 ST	203.50	0.93
Share Price. $53.470; Next Dividend Payable 03/2013								
SOURCEFIRE INC (FIRE)	7/30/10	201 000	21 162	4,253.48	**9,491.22**	5,237.74 LT	—	—
Share Price $47 220								
STEINER LEISURE LTD (STNR)	3/23/11	277.000	46.535	12,890.17	13,384.19	494 02 LT		
	5/4/11	96 000	47.467	4,556.80	4,638 56	81.76 LT		
	Total	373.000		17,446.97	**18,022.76**	575.78 LT	—	—
Share Price $48.318								
STIFEL FINANCIAL CORPORATION (SF)	9/16/10	618 000	32 525	20,100 37	19,757.46	(342.91) LT		
	7/6/11	239 000	35.752	8,544.82	7,640.83	(903.99) LT		
	Total	857 000		28,645.19	**27,398.29**	(1,246 90) LT	—	—
Share Price $31 970								
SVB FNCL GRP (SIVB)	3/4/10	282 000	46.358	13,073 04	15,783 54	2,710 50 LT		
	5/7/10	162 000	45 689	7,401 57	9,067 14	1,665 57 LT		

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	444 000		20,474.61	24,850.68	4,376.07 LT	—	—
Share Price. $55.970								
TESCO CORPORATION (TESO)	6/16/09	1,055.000	9.506	10,028.30	12,016.45	1,988 15 LT		
	5/7/10	193 000	10 704	2,065 85	2,198.27	132 42 LT		
	Total	1,248 000		12,094.15	14,214.72	2,120.57 LT	—	—
Share Price $11 390								
TEXAS ROADHOUSE INC CL A (TXRH)	7/6/10	746 000	12.064	8,999.82	12,532.80	3,532.98 LT		
	9/28/10	204.000	14.197	2,896.19	3,427.20	531.01 LT		
	3/23/11	451.000	16.067	7,245.99	7,576.80	330.81 LT		
	3/27/12	200.000	17.170	3,434.04	3,360.00	(74.04) ST		
	Total	1,601.000		22,576 04	26,896.80	4,394.80 LT (74.04) ST	576.36	2.14
Share Price: $16.800, Next Dividend Payable 03/2013								
TORO CO (TTC)	6/16/09	431.000	15.853	6,832 65	18,524 38	11,691.73 LT		
	4/14/10	202.000	26 654	5,384.10	8,681.96	3,297.86 LT		
	Total	633.000		12,216.75	27,206.34	14,989.59 LT	354.48	1.30
Share Price: $42.980; Next Dividend Payable 03/2013								
TORTOISE ENERGY INFRA (TYG)	6/16/09	375.000	20.707	7,764.99	14,212.53	6,447.54 LT C	847.50	5.96
Share Price. $37.900; Next Dividend Payable 02/2013								
TUPPERWARE BRANDS CORP (TUP)	6/16/09	403.000	24.896	10,033.09	25,832.30	15,799.21 LT	580.32	2.24
Share Price: $64 100, Next Dividend Payable 03/2013								
TYLER TECHNOLOGIES INC (TYL)	4/25/12	575.000	40 528	23,303.31	27,853.00	4,549.69 ST		
	12/11/12	150 000	46 826	7,023 89	7,266.00	242.11 ST		
	Total	725.000		30,327.20	35,119.00	4,791.80 ST	—	—
Share Price $48 440								
UMPQUA HOLDINGS CORP (UMPQ)	6/16/09	662.000	8.260	5,468.12	7,804 98	2,336.86 LT		
	3/2/10	646.000	12.568	8,118.93	7,616.34	(502 59) LT		

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Holdings

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,308 000		13,587 05	15,421.32	1,834 27 LT	470.88	3.05
Share Price. $11 790, Next Dividend Payable 03/2013								
UNITED THERAPEUTICS CORP (UTHR)	6/16/09	202.000	41 197	8,321.88	10,790.84	2,468 96 LT		
	3/27/12	175 000	48 918	8,560.70	9,348.50	787 80 ST		
	Total	377.000		16,882.58	20,139.34	2,468.96 LT 787.80 ST	—	—
Share Price $53 420								
UNIVERSAL FOREST PRODUCTS INC (UFPI)	6/16/09	434 000	30 551	13,259.30	16,509.36	3,250 06 LT	173 60	1.05
Share Price. $38.040; Next Dividend Payable 06/2013								
US ECOLOGY INC NEW (ECOL)	6/16/09	686 000	18 456	12,660 54	16,148.44	3,487 90 LT	493 92	3.05
Share Price $23 540, Next Dividend Payable 03/2013								
WD 40 COMPANY (WDFC)	6/16/09	331.000	28.419	9,406.72	15,593.41	6,186.69 LT		
	5/7/10	57.000	34.289	1,954.47	2,685.27	730 80 LT		
	Total	388.000		11,361.19	18,278.68	6,917.49 LT	481 12	2 63
Share Price $47 110; Next Dividend Payable 01/2013								
WEST PHARMACEUTICAL SVCS INC (WST)	6/16/09	561.000	34 122	19,142.44	30,714.75	11,572.31 LT	426.36	1.38
Share Price. $54.750, Next Dividend Payable 02/2013								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	97.6%	1 $1,298,474.01	$1,883,211.47	$507,372.06 LT $12,173.17 ST	$21,331.53 $0.00	1.13%

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1,298,474.01 +
   16,968.15 +
   15,413.91 =
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1,330,856.07 *
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This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.
The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market See "Pricing of Securities" in the Expanded Disclosures. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date.
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.
Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures.
New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Expanded Disclosures for additional information

CASH, DEPOSITS AND MONEY MARKET FUNDS

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

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$996.28			
MORGAN STANLEY BANK N.A. #	122,351.21	61.00	—	0.050

	Percentage of Assets %	Market Value	Estimated Annual Income Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS		$123,347.49	$61.00 $0.00
NET UNSETTLED PURCHASES/SALES		$(14,944.30)	
CASH, DEPOSITS AND MONEY MARKET FUNDS (PROJECTED SETTLED BALANCE)	4.6%	$108,403.19	

 # Bank Deposits are at either. (1) Morgan Stanley Bank, N.A., and Morgan Stanley Private Bank, National Association, or (2) Citibank, N A., each a national bank, FDIC member and an affiliate of Morgan Stanley Smith Barney LLC
The "Projected Settled Balance" includes accrued interest on deposits and reflects the impact of unsettled purchases/sales.

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Holdings

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMER INTL GP INC NEW (AIG)	5/7/12	466 000	$31.159	$14,519.95	$16,449.80	$1,929.85 ST		
	5/8/12	445 000	31 641	14,080.07	15,708.50	1,628.43 ST		
	5/14/12	116.000	31.304	3,631.30	4,094.80	463.50 ST		
	5/15/12	133 000	31 025	4,126.27	4,694.90	568.63 ST		
	5/16/12	127.000	30.918	3,926 56	4,483.10	556.54 ST		
	8/3/12	136 000	30 992	4,214.97	4,800.80	585.83 ST		
	9/11/12	479.000	32 723	15,674 13	16,908.70	1,234.57 ST		
	9/21/12	68.000	33.591	2,284 17	2,400.40	116 23 ST		
	9/24/12	12 000	33 467	401 60	423 60	22.00 ST		
	Total	1,982 000		62,859.02	69,964.60	7,105.58 ST	—	—
Share Price: $35 300								
ANGLOGOLD ASHANTI LIMITED (AU)	6/15/09	1,326 000	35 467	47,028 71	41,596.62	(5,432.09) LT		
	9/1/09	233.000	36 040	8,397 34	7,309.21	(1,088.13) LT		
	2/25/10	47.000	34.854	1,638.13	1,474 39	(163.74) LT		
	1/10/11	141.000	44 574	6,285.00	4,423.17	(1,861.83) LT		
	1/13/11	318 000	44 622	14,189.70	9,975.66	(4,214.04) LT		
	1/14/11	89.000	44.107	3,925.51	2,791.93	(1,133 58) LT		
	1/18/11	8 000	44 968	359.74	250.96	(108 78) LT		
	10/8/12	261.000	33 736	8,805.20	8,187.57	(617.63) ST		
	10/9/12	38.000	33.899	1,288.16	1,192.06	(96.10) ST		
	Total	2,461 000		91,917.49	77,201.57	(14,002.19) LT (713.73) ST	1,269.88	1.64
Share Price: $31.370								
AON PLC SHS CL-A (AON)	6/15/09	720 000	36 492	26,274.31	40,039 20	13,764 89 LT		
	12/2/09	197 000	38.464	7,577.33	10,955.17	3,377 84 LT		
	12/3/09	278.000	38.388	10,672 00	15,459.58	4,787.58 LT		
	12/4/09	35 000	38.420	1,344 69	1,946 35	601 66 LT		
	Total	1,230.000		45,868.33	68,400.30	22,531 97 LT	774 90	1.13
Share Price· $55 610; Next Dividend Payable 02/2013								
APACHE CORP (APA)	6/15/09	717.000	81.429	58,384 81	56,284 50	(2,100.31) LT		
	7/16/09	121 000	75 632	9,151.46	9,498.50	347.04 LT		

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Holdings

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

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	838.000		67,536.27	65,783.00	(1,753.27) LT	569.84	0.86
Share Price $78.500, Next Dividend Payable 02/2013								
APPLIED MATERIALS INC (AMAT)	12/27/12	124 000	11.372	1,410.12	1,418.56	8.44 ST		
	12/28/12	933.000	11 318	10,559 88	10,673.52	113 64 ST		
	12/31/12	264 000	11 266	2,974 30	3,020 16	45.86 ST		
	Total	1,321 000		14,944.30	15,112.24	167 94 ST	475.56	3.14
Share Price $11.440; Next Dividend Payable 03/2013								
BARRICK GOLD CORP (ABX)	6/15/09	1,176 000	32.788	38,558.69	41,171.76	2,613.07 LT	940.80	2.28
Share Price $35.010; Next Dividend Payable 03/2013								
BEST BUY CO (BBY)	4/16/12	296 000	21.816	6,457.65	3,507.60	(2,950.05) ST		
	4/17/12	304.000	21 948	6,672.13	3,602.40	(3,069.73) ST		
	4/18/12	38.000	22.035	837.32	450.30	(387.02) ST		
	4/20/12	416 000	21 686	9,021 33	4,929.60	(4,091.73) ST		
	Total	1,054.000		22,988.43	12,489.90	(10,498.53) ST	716.72	5.73
Share Price $11.850, Next Dividend Payable 03/2013								
CA INCORPORATED (CA)	6/15/09	4,140.000	17 343	71,800.02	90,997.20	19,197.18 LT		
	6/22/09	44 000	16.980	747.12	967.12	220.00 LT		
	5/14/10	202.000	20.470	4,134.94	4,439.96	305.02 LT		
	5/17/10	96 000	20 577	1,975 42	2,110 08	134 66 LT		
	1/26/11	448 000	23.337	10,454.98	9,847 04	(607.94) LT		
	Total	4,930.000		89,112 48	108,361.40	19,248.92 LT	4,930.00	4 54
Share Price $21.980, Next Dividend Payable 03/2013								
CANADIAN NATURAL RESOURCES LTD (CNQ)	11/16/09	127.000	34.639	4,399.11	3,666 49	(732 62) LT		
	11/19/09	114.000	33.411	3,808.88	3,291 18	(517.70) LT		
	11/20/09	512 000	32 917	16,853.45	14,781 44	(2,072.01) LT		
	1/25/10	160.000	33.278	5,324.51	4,619.20	(705.31) LT		
	1/26/10	552.000	32.931	18,177 80	15,936 24	(2,241 56) LT		
	3/19/12	191.000	35.950	6,866.47	5,514.17	(1,352 30) ST		
	3/20/12	248.000	35 200	8,729 70	7,159.76	(1,569.94) ST		
	4/23/12	117.000	31.874	3,729.23	3,377.79	(351.44) ST		

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	4/24/12	332 000	31 748	10,540.24	9,564.84	(955 40) ST		
	12/7/12	365.000	28.168	10,281.21	10,537.55	256.34 ST		
	12/10/12	139.000	28.345	3,939.89	4,012 93	73.04 ST		
	Total	2,857 000		92,650.49	82,481.59	(6,269.20) LT (3,899.70) ST	1,205.65	1.46
Share Price $28.870, Next Dividend Payable 01/01/13								
CAPITAL ONE FINANCIAL CORP (COF)	9/5/12	488 000	55.882	27,270.42	28,269.84	999.42 ST		
	9/6/12	23.000	56.657	1,303.11	1,332.39	29 28 ST		
	9/11/12	79 000	56.151	4,435.90	4,576.47	140.57 ST		
	9/24/12	39.000	57.465	2,241.15	2,259.27	18.12 ST		
	Total	629.000		35,250.58	36,437.97	1,187.39 ST	125.80	0.34
Share Price. $57.930, Next Dividend Payable 02/2013								
CISCO SYS INC (CSCO)	5/12/11	1,617.000	16 862	27,266.18	31,773.07	4,506.89 LT		
	5/13/11	269.000	16 862	4,535.82	5,285.68	749.86 LT		
	5/16/11	283.000	16.802	4,754.91	5,560.77	805.86 LT		
	9/8/11	1,204.000	16.196	19,499.38	23,657.87	4,158.49 LT		
	2/10/12	553 000	19 875	10,990.99	10,866.11	(124.88) ST		
	Total	3,926.000		67,047.28	77,143.54	10,221 10 LT (124.88) ST	2,198.56	2.84
Share Price: $19.649, Next Dividend Payable 03/2013								
CITIGROUP INC NEW (C)	12/17/09	1,112 000	31.981	35,563.01	43,990 72	8,427.71 LT		
	12/18/09	322.000	32.631	10,507.34	12,738.32	2,230.98 LT		
	3/31/11	111.000	44.081	4,892.94	4,391.16	(501.78) LT		
	5/12/11	155 000	42.000	6,509.94	6,131.80	(378 14) LT		
	5/13/11	58 000	41.869	2,429.54	2,294.48	(135.06) LT		
	6/1/11	231.000	40.183	9,282.16	9,138.36	(143.80) LT		
	7/27/12	419 000	27 389	11,475.91	16,575.64	5,099.73 ST		

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

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	2,408.000		80,660 84	95,260.48	9,499 91 LT 5,099.73 ST	96.32	0.10
Share Price· $39 560, Next Dividend Payable 02/2013								
CVS CAREMARK CORP (CVS)	7/16/09	404.000	32.068	12,955 47	19,533.40	6,577.93 LT		
	2/4/11	545.000	32 622	17,779 21	26,350.75	8,571.54 LT		
	Total	949 000		30,734.68	45,884.15	15,149.47 LT	854 10	1.86
Share Price. $48.350; Next Dividend Payable 02/2013								
EMC CORP MASS (EMC)	1/23/12	980.000	23 364	22,896.52	24,794.00	1,897.48 ST	—	—
Share Price. $25.300								
GENERAL MTRS CO (GM)	11/22/10	708.000	34.214	24,223.80	20,411.64	(3,812.16) LT		
	11/23/10	264.000	33.698	8,896 17	7,611.12	(1,285.05) LT		
	2/3/11	112.000	35.560	3,982.69	3,228.96	(753.73) LT		
	2/15/11	112 000	36.014	4,033.56	3,228.96	(804.60) LT		
	2/22/11	142.000	35.662	5,064.00	4,093.86	(970.14) LT		
	2/23/11	27.000	35 495	958.36	778.41	(179 95) LT		
	2/1/12	465 000	24.412	11,351.39	13,405.95	2,054 56 ST		
	2/2/12	80.000	24.503	1,960.21	2,306.40	346.19 ST		
	6/8/12	96.000	21.711	2,084.26	2,767.68	683 42 ST		
	6/12/12	147 000	22.178	3,260.14	4,238.01	977.87 ST		
	6/13/12	296 000	21.906	6,484.26	8,533 68	2,049.42 ST		
	Total	2,449.000		72,298.84	70,604.67	(7,805.63) LT 6,111.46 ST	—	—
Share Price $28 830								
GOLDMAN SACHS GRP INC (GS)	8/25/10	69.000	144 305	9,957.02	8,801.64	(1,155.38) LT		
	8/26/10	92.000	144.374	13,282.38	11,735.52	(1,546.86) LT		
	3/17/11	45.000	154.621	6,957.95	5,740.20	(1,217.75) LT		
	4/15/11	30 000	154.986	4,649 58	3,826 80	(822.78) LT		
	4/29/11	34 000	149 833	5,094.33	4,337 04	(757.29) LT		
	5/6/11	24.000	149.985	3,599.65	3,061 44	(538.21) LT		
	5/23/11	63.000	136.745	8,614.94	8,036.28	(578 66) LT		
	7/1/11	89 000	135 885	12,093.75	11,352 84	(740.92) LT		

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Holdings

Fiduciary Services Active Assets Account
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WAYNE G BASLER CHARIT FOUNDATION
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	446.000		64,249.61	56,891.76	(7,357.85) LT	892.00	1.56
Share Price. $127.560, Next Dividend Payable 03/2013								
HALLIBURTON CO (HAL)	12/14/07	84 000	37.978	3,190.14	2,913 96	(276.18) LT		
	12/17/07	78 000	36.876	2,876.29	2,705.82	(170'47) LT		
	1/23/08	30 000	30.713	921.39	1,040.70	119.31 LT		
	11/6/08	376 000	18.243	6,859.41	13,043.44	6,184.03 LT		
	6/19/12	196.000	29.375	5,757.50	6,799 24	1,041 74 ST		
	6/20/12	197.000	29.463	5,804.25	6,833 93	1,029.68 ST		
	6/21/12	134 000	28.788	3,857.62	4,648 46	790.84 ST		
	6/22/12	56.000	28.012	1,568.66	1,942.64	373 98 ST		
	Total	1,151 000		30,835.26	39,928.19	5,856.69 LT 3,236.24 ST	414.36	1.03
Share Price. $34.690, Next Dividend Payable 03/2013								
HARTFORD FIN SERS GRP INC (HIG)	8/5/09	1,494.000	16.496	24,645.17	33,525.36	8,880 19 LT		
	12/22/09	414 000	23.329	9,658.08	9,290.16	(367.92) LT		
	9/22/11	971 000	15.859	15,398.99	21,789.24	6,390 25 LT		
	11/15/11	213 000	17.814	3,794.28	4,779.72	985 44 LT		
	11/16/11	305.000	17.682	5,393.01	6,844.20	1,451.19 LT		
	11/17/11	298.000	17.263	5,144.31	6,687.12	1,542.81 LT		
	8/2/12	375 000	16.146	6,054.68	8,415 00	2,360 32 ST		
	Total	4,070.000		70,088.52	91,330.80	18,881.96 LT 2,360.32 ST	1,628.00	1.78
Share Price $22 440, Next Dividend Payable 01/02/13								
INGERSOLL-RAND PLC SHS (IR)	6/15/09	828 000	21 568	17,858.30	39,710.88	21,852 58 LT R		
	6/22/09	56.000	19.920	1,115.52	2,685.76	1,570.24 LT R		
	Total	884.000		18,973 82	42,396.64	23,422.82 LT	742.56	1.75
Share Price· $47.960, Next Dividend Payable 03/2013								

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
JPMORGAN CHASE & CO (JPM)	6/15/09	1,162.000	34.069	39,588.41	51,092.09	11,503.68 LT	1,394.40	2.72
Share Price $43 969; Next Dividend Payable 01/2013								
LINCOLN NTL CORP IND (LNC)	6/22/10	162.000	27.474	4,450 82	4,195.80	(255.02) LT		
	6/23/10	365.000	26 933	9,830.47	9,453.50	(376 97) LT		
	6/24/10	360.000	26 604	9,577.33	9,324.00	(253.33) LT		
	Total	887.000		23,858.62	22,973.30	(885.32) LT	425.76	1.85
Share Price $25 900, Next Dividend Payable 02/2013								
LOEWS CORPORATION (L)	6/15/09	1,101 000	27 473	30,247.66	44,865.75	14,618.09 LT	275.25	0.61
Share Price. $40.750, Next Dividend Payable 03/2013								
MERCK & CO INC NEW COM (MRK)	7/25/08	655 000	32.789	21,476 47	26,815.70	5,339 23 LT A		
	10/23/09	204 000	32 426	6,614.82	8,351.76	1,736.94 LT		
	10/26/09	92 000	32 056	2,949 14	3,766 48	817 34 LT		
	Total	951 000		31,040.43	38,933.94	7,893.51 LT	1,635.72	4 20
Share Price. $40.940, Next Dividend Payable 01/08/13								
METLIFE INCORPORATED (MET)	7/29/02	504.000	27.461	13,840.19	16,601.76	2,761.57 LT A		
	10/7/08	600 000	43 245	25,947 18	19,764.00	(6,183.18) LT A		
	10/9/08	205 000	27 831	5,705.27	6,752 70	1,047.43 LT		
	10/10/08	400 000	29 144	11,657 76	13,176.00	1,518.24 LT A		
	12/6/10	143.000	40.831	5,838 83	4,710.42	(1,128.41) LT		
	Total	1,852 000		62,989.23	61,004.88	(1,984.35) LT	1,370.48	2.24
Share Price $32.940; Next Dividend Payable 12/2013								
MICROSOFT CORP (MSFT)	6/15/09	1,471 000	23.098	33,977.16	39,289.97	5,312.81 LT		
	8/15/11	394 000	25 457	10,030 14	10,523 62	493.48 LT		
	Total	1,865.000		44,007 30	49,813.59	5,806.29 LT	1,715.80	3.44
Share Price $26.710, Next Dividend Payable 03/2013								
NOBLE ENERGY INC (NBL)	6/15/09	89.000	64.986	5,783.74	9,054.86	3,271.12 LT		
	6/25/09	152.000	57.592	8,753.98	15,464.48	6,710.50 LT		
	Total	241 000		14,537.72	24,519.34	9,981.62 LT	241.00	0.98
Share Price. $101.740, Next Dividend Payable 02/2013								
NRG ENERGY INC (NRG)	6/15/09	1,220 000	22.950	27,996.68	28,047.80	48.92 LT	439.20	1.56
Share Price $22.990, Next Dividend Payable 02/2013								

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
OCCIDENTAL PETROLEUM CORP DE (OXY)	4/12/10	29.000	86.655	2,512.99	2,221.69	(291 30) LT		
	4/14/10	234 000	85 770	20,070 27	17,926.74	(2,143.53) LT		
	4/15/10	85 000	85.658	7,280.93	6,511 85	(769.08) LT		
	Total	348.000		29,864.19	**26,660.28**	(3,203.91) LT	751.68	2.81
Share Price· $76.610, Next Dividend Payable 01/15/13								
PACCAR INC (PCAR)	9/8/11	125.000	36.577	4,572.10	5,651.25	1,079.15 LT		
	9/9/11	359 000	35.491	12,741.16	16,230 39	3,489.23 LT		
	9/12/11	113.000	34.994	3,954.30	5,108.73	1,154.43 LT		
	9/28/11	76.000	35 058	2,664.44	3,435.96	771.52 LT		
	9/29/11	80.000	35.377	2,830 15	3,616.80	786.65 LT		
	9/30/11	108.000	34.538	3,730.08	4,882.68	1,152.60 LT		
	Total	861.000		30,492.23	**38,925.81**	8,433.58 LT	688.80	1.76
Share Price. $45 210, Next Dividend Payable 03/2013								
PFIZER INC (PFE)	4/14/10	509.000	17.050	8,678.55	12,765.36	4,086.81 LT		
	4/26/10	891.000	16.888	15,047.30	22,345.65	7,298.35 LT		
	12/22/10	690.000	17 469	12,053.54	17,304.71	5,251.17 LT		
	12/27/10	658.000	17 515	11,525 00	16,502.17	4,977.17 LT		
	12/28/10	299 000	17.662	5,280 79	7,498 70	2,217.91 LT		
	12/29/10	126 000	17 611	2,218.95	3,159.99	941.04 LT		
	Total	3,173.000		54,804.13	**79,576.61**	24,772.45 LT	3,046.08	3.82
Share Price. $25.079, Next Dividend Payable 03/2013								
PHILIP MORRIS INTL INC (PM)	6/15/09	279.000	43.188	12,049.45	**23,335.56**	11,286.11 LT	948.60	4.06
Share Price: $83 640; Next Dividend Payable 01/11/13								
PITNEY BOWES INC (PBI)	6/15/09	804.000	21.605	17,370.58	8,554.56	(8,816.02) LT		
	6/22/09	66.000	21.000	1,386.00	702.24	(683.76) LT		
	9/3/09	8.000	21.340	170.72	85.12	(85.60) LT		
	9/11/09	24 000	23 091	554 19	255.36	(298.83) LT		
	9/14/09	174.000	23.332	4,059.79	1,851.36	(2,208.43) LT		

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Holdings

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

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,076 000		23,541.28	11,448.64	(12,092.64) LT	1,614.00	14.09
Share Price $10.640, Next Dividend Payable 03/2013								
RAYTHEON CO (NEW) (RTN)	6/15/09	414 000	45 092	18,668.21	23,829 84	5,161.63 LT		
	8/16/11	91.000	41.067	3,737.14	5,237.96	1,500.82 LT		
	8/17/11	70 000	41.370	2,895.87	4,029 20	1,133 33 LT		
	8/18/11	57 000	40 105	2,286.01	3,280 92	994.91 LT		
	8/19/11	18.000	39.822	716.80	1,036.08	319.28 LT		
	Total	650 000		28,304 03	37,414.00	9,109.97 LT	1,300.00	3 47
Share Price. $57.560, Next Dividend Payable 02/07/13								
SANOFI ADR (SNY)	6/15/09	1,343 000	31.439	42,221.91	63,631 34	21,409 43 LT		
	5/4/10	364.000	33.209	12,088 00	17,246 32	5,158 32 LT		
	5/5/10	284.000	32.788	9,311.93	13,455 92	4,143.99 LT		
	11/29/10	43.000	30.956	1,331.10	2,037 34	706.24 LT		
	11/30/10	292 000	30 515	8,910 47	13,834 96	4,924.49 LT		
	12/1/10	96 000	31.354	3,009.98	4,548.48	1,538.50 LT		
	Total	2,422.000		76,873 39	114,754.36	37,880.97 LT	3,465.88	3.02
Share Price. $47 380								
TALISMAN ENERGY INC (TLM)	6/15/09	1,696.000	14.901	25,272.27	19,215.68	(6,056.59) LT		
	6/29/11	565 000	19.811	11,193 27	6,401.45	(4,791.82) LT		
	6/30/11	188.000	20.341	3,824.03	2,130.04	(1,693.99) LT		
	7/29/11	720.000	18.486	13,309.56	8,157.60	(5,151.96) LT		
	10/20/11	292.000	13.389	3,909.59	3,308.36	(601.23) LT		
	10/21/11	334 000	13 863	4,630.38	3,784 22	(846.16) LT		
	11/9/11	764.000	13.449	10,275.27	8,656.12	(1,619.15) LT		
	11/10/11	152.000	13.564	2,061.74	1,722.16	(339.58) LT		
	2/1/12	773 000	11.996	9,273.06	8,758.09	(514.97) ST		
	2/2/12	246 000	12.054	2,965.33	2,787.18	(178.15) ST		
	2/3/12	120.000	12.446	1,493.46	1,359.60	(133.86) ST		
	4/4/12	99 000	12.659	1,253.22	1,121.67	(131.55) ST		
	4/5/12	397.000	12 664	5,027.45	4,498.01	(529.44) ST		
	4/9/12	138.000	12.575	1,735.34	1,563.54	(171.80) ST		

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Holdings

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	4/10/12	178.000	12 369	2,201.74	2,016.74	(185 00) ST		
	9/24/12	467.000	13.636	6,368.06	5,291.11	(1,076.95) ST		
	9/25/12	383.000	13 700	5,246 99	4,339.39	(907.60) ST		
	Total	7,512.000		110,040 76	85,110.96	(21,100.48) LT (3,829.32) ST	2,028 24	2 38
Share Price: $11.330, Next Dividend Payable 03/2013								
TEVA PHARMACEUTICALS ADR (TEVA)	6/7/11	167.000	49.667	8,294 46	6,235.78	(2,058.68) LT		
	6/8/11	307.000	49 728	15,266 40	11,463 38	(3,803 02) LT		
	6/21/11	174 000	47 549	8,273.47	6,497.16	(1,776.31) LT		
	6/22/11	90 000	47.641	4,287.68	3,360.60	(927.08) LT		
	6/23/11	56 000	47 247	2,645.83	2,091.04	(554 79) LT		
	9/20/11	363.000	36.865	13,381.92	13,554.42	172.50 LT		
	6/26/12	204 000	39 395	8,036.60	7,617 36	(419 24) ST		
	Total	1,361 000		60,186.36	50,819.74	(8,947 38) LT (419.24) ST	1,094 24	2.15
Share Price $37.340; Next Dividend Payable 03/2013								
THE MOSAIC CO (HLDG CO) NEW (MOS)	2/16/12	155.000	54.949	8,517.06	8,777.65	260.59 ST		
	2/27/12	50 000	58.823	2,941 13	2,831.50	(109.63) ST		
	2/29/12	151.000	57.961	8,752 14	8,551.13	(201.01) ST		
	3/1/12	57.000	57.928	3,301.87	3,227.91	(73.96) ST		
	6/5/12	104.000	46.416	4,827 31	5,889 52	1,062 21 ST		
	Total	517.000		28,339.51	29,277.71	938.20 ST	517.00	1.76
Share Price. $56.630, Next Dividend Payable 02/2013								
TIME WARNER INC NEW (TWX)	10/13/10	672.000	31.542	21,196.36	32,141.76	10,945 40 LT		
	10/14/10	481.000	31.324	15,066.70	23,006.23	7,939.53 LT		
	12/22/10	210.000	31 966	6,712.82	10,044.30	3,331 48 LT		
	Total	1,363 000		42,975 88	65,192.29	22,216 41 LT	1,417.52	2 17
Share Price $47.830. Next Dividend Payable 03/2013								

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
UNION PACIFIC CORP (UNP)	6/15/09	304 000	51.245	15,578 60	38,218.88	22,640 28 LT	839 04	2.19
Share Price $125 720, Next Dividend Payable 01/02/13								
UNUMPROVIDENT CORP (UNM)	5/20/10	1,371.000	21.368	29,295.67	28,544.22	(751.45) LT		
	9/15/10	143.000	22.087	3,158.43	2,977.26	(181 17) LT		
	9/17/10	422.000	22.212	9,373.38	8,786.04	(587 34) LT		
	9/20/10	83.000	22.497	1,867.28	1,728 06	(139 22) LT		
	9/22/10	490.000	22 267	10,910.78	10,201.80	(708.98) LT		
	1/26/12	273.000	22.903	6,252 49	5,683.86	(568.63) ST		
	3/8/12	270.000	23.437	6,328 02	5,621 40	(706 62) ST		
	6/9/12	338.000	19 330	6,533.64	7,037.16	503 52 ST		
	8/10/12	186.000	19 356	3,600.23	3,872.52	272 29 ST		
	Total	3,576.000		77,319 92	74,452.32	(2,368 16) LT (499.44) ST	1,859 52	2 49
Share Price: $20 820, Next Dividend Payable 02/2013								
VIACOM INC NEW CLASS B (VIAB)	6/15/09	1,404 000	22 545	31,652.76	74,046.96	42,394 20 LT	1,544.40	2.08
Share Price. $52.740; Next Dividend Payable 03/2013								
WELLS FARGO & CO NEW (WFC)	6/15/09	1,519.000	24.699	37,518.24	51,919.42	14,401.18 LT		
	6/25/09	119 000	23.210	2,761 99	4,067.42	1,305.43 LT		
	5/2/11	59.000	29 107	1,717.32	2,016.62	299.30 LT		
	Total	1,697.000		41,997 55	58,003.46	16,005.91 LT	1,493 36	2.57
Share Price $34 180, Next Dividend Payable 03/2013								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
STOCKS	95.4%	$1,957,759.74	$2,250,126.83	$284,247.52 LT $8,119.50 ST	$47,941.02 $0.00	2.13%

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	Percentage of Assets %		Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	TB	$1,957,759.74	$2,358,530.02	$284,247.52 LT $8,119.50 ST	$48,002.02 $0.00	2.03%
TOTAL VALUE (includes accrued interest)				$2,358,530.02			

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

R - The cost basis for this tax lot was adjusted due to a reclassification of income.

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

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WAYNE G BASLER CHARIT FOUNDATION
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This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.
The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market See "Pricing of Securities" in the Expanded Disclosures. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date.
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.
Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures.
New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Expanded Disclosures for additional information

CASH, DEPOSITS AND MONEY MARKET FUNDS

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

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$138.73			
MORGAN STANLEY BANK N.A. #	56,950.55	28 00	—	0.050

	Percentage of Assets %	Market Value	Estimated Annual Income / Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS		$57,089.28	$28.00 $0.00
NET UNSETTLED PURCHASES/SALES		$20,905 64	
CASH, DEPOSITS AND MONEY MARKET FUNDS (PROJECTED SETTLED BALANCE)	6.4%	$77,994.92 √	

 # Bank Deposits are at either (1) Morgan Stanley Bank, N A , and Morgan Stanley Private Bank, National Association, or (2) Citibank, N A., each a national bank, FDIC member and an affiliate of Morgan Stanley Smith Barney LLC.
The "Projected Settled Balance" includes accrued interest on deposits and reflects the impact of unsettled purchases/sales.

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AGEAS SPONSORED ADR (AGESY)	5/3/12	99.000	$18.386	$1,820.25	$2,994.75	$1,174 50 ST		
	5/3/12	271 000	18 196	4,931.00	8,197.75	3,266.75 ST		
	5/4/12	57.000	17.533	999.40	1,724 25	724.85 ST		
	Total	427.000		7,750.65	12,916.75	5,166.10 ST	316.41	2.44
Share Price. $30 250								
ALLIANZ SE ADS (AZSEY)	5/21/10	352.000	10.158	3,575.76	4,864 64	1,288.88 LT		
	8/9/11	969.000	11.052	10,709.19	13,391.58	2,682 39 LT		
	Total	1,321.000		14,284.95	18,256.22	3,971.27 LT	566.71	3.10
Share Price $13.820								
ALSTOM ADR (ALSMY)	8/18/11	4,565.000	4.399	20,080 52	18,214.35	(1,866.17) LT		
	10/3/11	990.000	3.182	3,150.28	3,950.10	799.82 LT		
	Total	5,555 000		23,230.80	22,164.45	(1,066 35) LT	366.63	1.65
Share Price. $3.990								
ALUMINA LTD (AWC)	5/18/10	2,262.000	5.658	12,798 40	8,731.32	(4,067.08) LT		
	9/26/11	1,074.000	5.310	5,703.26	4,145.64	(1,557.62) LT		
	Total	3,336.000		18,501 66	12,876.96	(5,624.70) LT	793.97	6.16
Share Price. $3.860								
ANGLOGOLD ASHANTI LIMITED (AU)	6/16/09	24 000	36 439	874.53	752.88	(121 65) LT		
	7/10/09	248 000	34.143	8,467.34	7,779 76	(687.58) LT		
	1/21/10	186.000	39.002	7,254.37	5,834 82	(1,419.55) LT		
	2/8/11	181 000	45.614	8,256.12	5,677.97	(2,578.15) LT		
	11/14/12	238.000	31.717	7,548.57	7,466.06	(82 51) ST		
	Total	877 000		32,400.93	27,511.49	(4,806.93) LT (82 51) ST	452.53	1.64
Share Price $31 370								
AXIS CAPITAL HOLDINGS LTD (AXS)	10/21/09	128 000	30.357	3,885.71	4,433.92	548.21 LT		
	1/28/10	358 000	28 604	10,240.30	12,401.12	2,160.82 LT		

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Holdings

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	486.000		14,126.01	**16,835.04**	2,709.03 LT	486 00	2 88
Share Price. $34 640; Next Dividend Payable 01/15/13								
BANCO SANTANDER BRASIL SA ADS (BSBR)	10/12/12	1,047 000	7.320	7,664 04	7,622 16	(41.88) ST		
	10/17/12	561.000	7.274	4,080.77	4,084 08	3.31 ST		
	11/5/12	552.000	6.937	3,829 22	4,018 56	189 34 ST		
	Total	2,160.000		15,574.03	**15,724.80**	150.77 ST	220.32	1.40
Share Price. $7.280; Next Dividend Payable 03/05/13								
BARRICK GOLD CORP (ABX)	6/16/09	115.000	33.328	3,832 77	4,026.15	193.38 LT		
	8/18/09	142 000	33.473	4,753.19	4,971.42	218.23 LT		
	12/17/09	235.000	38.482	9,043.27	8,227.35	(815.92) LT		
	1/20/11	233.000	46.928	10,934.29	8,157.33	(2,776.96) LT		
	9/27/11	42 000	48.496	2,036.84	1,470.42	(566.42) LT		
	12/15/11	91.000	44.665	4,064.54	3,185.91	(878 63) LT		
	7/26/12	172.000	31.541	5,425.05	6,021 72	596.67 ST		
	7/27/12	194 000	32 298	6,265.79	6,791.94	526.15 ST		
	Total	1,224 000		46,355.74	**42,852.24**	(4,626 32) LT 1,122.82 ST	979.20	2 28
Share Price $35.010, Next Dividend Payable 03/2013								
CAMECO CORP (CCJ)	3/15/11	310 000	32 270	10,003.70	6,113.20	(3,890.50) LT		
	6/2/11	55 000	28 318	1,557.47	1,084.60	(472.87) LT		
	6/27/11	122 000	24.768	3,021.74	2,405.84	(615.90) LT		
	8/8/11	447 000	22 602	10,103 05	8,814.84	(1,288.21) LT		
	8/26/11	223.000	22.200	4,950.56	4,397.56	(553.00) LT		
	11/9/12	112 000	17 301	1,937.68	2,208.64	270 96 ST H		
	11/9/12	615 000	17 301	10,639.93	12,127 80	1,487.87 ST		
	Total	1,884.000		42,214.13	**37,152.48**	(6,820.48) LT 1,756.83 ST	759.25	2.04
Share Price: $19 720; Next Dividend Payable 01/15/13								
CARREFOUR SA SPONSORED ADR (CRRFY)	10/4/11	1,240 000	4 373	5,422.46	6,386.00	963.54 LT		
	12/19/11	2,744 000	4.176	11,459.65	14,131.60	2,671 95 LT		
	7/24/12	1,920.000	3.201	6,146.62	9,888.00	3,741.38 ST		

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	5,904.000		23,028.73	30,405.60	3,635.49 LT 3,741.38 ST	472.32	1.55
Share Price. $5.150								
DAI NIPPPN PRGT LTD JAPAN (DNPLY)	6/16/09	3,179.000	12 420	39,483.18	24,669 04	(14,814.14) LT	1,026.82	4.16
Share Price. $7 760								
DAIICHI SANKYO CO LTD SPON ADR (DSNKY)	3/29/11	165.000	19 304	3,185 14	2,514 60	(670 54) LT		
	4/25/11	589.000	19.062	11,227 64	8,976.36	(2,251 28) LT		
	Total	754.000		14,412.78	11,490.96	(2,921.82) LT	484.07	4.21
Share Price $15.240								
EAST JAPAN RY CO ADR (EJPRY)	2/24/11	71.000	11 569	821.39	762.54	(58.85) LT		
	2/28/11	994.000	11.507	11,438.36	10,675.56	(762.80) LT		
	Total	1,065.000		12,259.75	11,438.10	(821 65) LT	206.61	1.80
Share Price. $10.740								
ELECTRICITE DE FRANCE ADR (ECIFY)	3/25/10	1,901.000	10.327	19,632.20	7,052.71	(12,579.49) LT		
	11/10/10	1,852.000	8 846	16,382.61	6,870.92	(9,511 69) LT		
	4/7/11	380.000	7 868	2,989 88	1,409.80	(1,580.08) LT		
	12/16/11	619.000	4.659	2,883 61	2,296.49	(587.12) LT		
	Total	4,752.000		41,888.30	17,629.92	(24,258.38) LT	988.42	5.60
Share Price· $3.710, Next Dividend Payable 01/02/13								
ERICSSON LM TEL ADR CL B NEW (ERIC)	2/10/12	747.000	9.497	7,094 48	7,544 70	450.22 ST		
	9/7/12	350.000	9 166	3,208 03	3,535 00	326.97 ST		
	9/21/12	410.000	9.564	3,921.08	4,141 00	219.92 ST		
	10/26/12	638.000	8 654	5,521.00	6,443.80	922.80 ST		
	Total	2,145.000		19,744.59	21,664.50	1,919.91 ST	521.24	2.40
Share Price. $10.100								
FINMECCANICA SPA ROMA (FINMY)	10/1/10	1,332.000	5.925	7,892.10	3,796.20	(4,095.90) LT		
	8/3/11	5.357 000	3.549	19,010.39	15,267.45	(3,742.94) LT		
	6/4/12	2,031 000	1.675	3,401.93	5,788.35	2,386.42 ST		
	Total	8,720.000		30,304.42	24,852.00	(7,838.84) LT 2,386.42 ST	—	—
Share Price $2.850								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
FUJIFILM HLDGS CORP ADR (FUJIY)	11/25/09	1,211 000	27.641	33,473 37	24,256.33	(9,217.04) LT	439.59	1.81
Share Price $20.030								
GAZPROM O A O SPON ADR (OGZPY)	8/11/11	1,223 000	10 765	13,166.08	11,899.79	(1,266.29) LT		
	9/30/11	1,031.000	9.690	9,990.29	10,031.63	41 34 LT		
	5/21/12	648.000	8 985	5,822.22	6,305.04	482.82 ST		
	Total	2,902.000		28,978 59	28,236.46	(1,224.95) LT 482.82 ST	1,320.41	4.67
Share Price: $9.730								
GLAXOSMITHKLINE PLC ADS (GSK)	4/22/10	255 000	38.837	9,903.34	11,084.85	1,181.51 LT		
	2/8/11	416.000	38 854	16,163 26	18,083.52	1,920.26 LT		
	Total	671 000		26,066.60	29,168.37	3,101 77 LT	1,556.05	5 33
Share Price. $43 470, Next Dividend Payable 01/03/13								
GOLD FIELDS LTD. SP. ADR (GFI)	6/16/09	1,312 000	11.536	15,135.23	16,386.88	1,251.65 LT		
	2/4/10	493 000	11.124	5,484.23	6,157 57	673.34 LT		
	Total	1,805 000		20,619.46	22,544.45	1,924 99 LT	893.48	3.96
Share Price $12.490								
HOME RETAIL GROUP ADR (HMRTY)	6/9/11	17.000	11.868	201 75	139.57	(62.18) LT		
	9/6/11	680.000	7 577	5,152.63	5,582.80	430 17 LT		
	12/20/11	470 000	5 100	2,396 77	3,858.70	1,461 93 LT		
	5/14/12	324 000	5 104	1,653.79	2,660.04	1,006.25 ST		
	5/15/12	26.000	5 195	135.08	213 46	78.38 ST		
	Total	1,517.000		9,540.02	12,454.57	1,829.92 LT 1,084.63 ST	74.33	0.59
Share Price. $8.210								
IMPALA PLATINUM HLDGS LTD ADR (IMPUY)	3/6/12	183.000	21.000	3,843.03	3,650.85	(192 18) ST		
	8/23/12	332.000	16.388	5,440.85	6,623 40	1,182.55 ST		
	Total	515.000		9,283.88	10,274.25	990 37 ST	110.73	1.07
Share Price $19 950								
ING GROEP NV ADR (ING)	5/9/12	20 000	6.590	131 80	189.80	58.00 ST		
	6/27/12	1,231 000	6 014	7,403 60	11,682.19	4,278.59 ST		

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Holdings

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

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,251 000		7,535.40	11,871.99	4,336.59 ST	—	—
Share Price. $9 490								
KB FINANCIAL GRP INC SONS ADR (KB)	12/20/12	170.000	35.208	5,985.33	6,103.00	117 67 ST	80.92	1.32
Share Price $35.900								
KINROSS GOLD CORP NEW (KGC)	1/21/11	170.000	17.125	2,911 33	1,652.40	(1,258.93) LT		
	2/24/11	347.000	15 633	5,424.76	3,372.84	(2,051.92) LT		
	9/27/11	165.000	15.375	2,536 81	1,603.80	(933 01) LT		
	10/14/11	386 000	14.284	5,513.62	3,751.92	(1,761.70) LT		
	11/23/11	59.000	13.012	767.69	573.48	(194.21) LT		
	1/17/12	808 000	10.505	8,487.72	7,853.76	(633.96) ST		
	5/21/12	593 000	8.072	4,786 76	5,763.96	977.20 ST		
	11/7/12	543 000	9 382	5,094 21	5,277.96	183.75 ST		
	Total	3,071.000		35,522.90	29,850.12	(6,199.77) LT 526.99 ST	491.36	1.64
Share Price $9.720; Next Dividend Payable 03/2013								
MANPOWERGROUP INC COM (MAN)	7/20/12	83.000	34.238	2,841.75	3,522.52	680.77 ST		
	7/23/12	221.000	32.271	7,132.00	9,379.24	2,247.24 ST		
	Total	304 000		9,973 75	12,901.76	2,928.01 ST	261.44	2.02
Share Price· $42 440; Next Dividend Payable 06/2013								
MARINE HARVEST ASA ADR (MNHVY)	9/8/11	399.000	11.138	4,443.98	7,301.70	2,857.72 LT	—	—
Share Price $18 300								
MS&AD INS GROUP HLDGS ADR (MSADY)	2/24/10	13.000	12.331	160.31	128.70	(31.61) LT		
	8/4/10	375 000	11 375	4,265.48	3,712.50	(552.98) LT		
	8/10/10	825.000	11.427	9,427 11	8,167.50	(1,259.61) LT		
	4/6/11	1,637.000	10.817	17,708.08	16,206.30	(1,501.78) LT		
	7/23/12	578.000	7.958	4,599.72	5,722.20	1,122 48 ST		
	Total	3,428.000		36,160.70	33,937.20	(3,345.98) LT 1,122.48 ST	908.42	2.67
Share Price: $9.900								

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
NEWCREST MINING LTD SPONS ADR (NCMGY)	7/31/09	43.000	24.882	1,069.93	1,015.23	(54.70) LT		
	5/28/10	277 000	27.368	7,580.91	6,539.97	(1,040.94) LT		
	2/8/11	104.000	38.196	3,972.40	2,455 44	(1,516.96) LT		
	12/16/11	315 000	31.174	9,819.81	7,437.15	(2,382.66) LT		
	4/26/12	172.000	27.037	4,650.36	4,060.92	(589.44) ST		
	6/29/12	239.000	22.926	5,479.31	5,642.79	163.48 ST		
	Total	1,150 000		32,572.72	27,151.50	(4,995.26) LT (425.96) ST	348 45	1 28
Share Price $23.610								
NINTENDO CO LTD ADR NEW (NTDOY)	6/16/09	213 000	32.950	7,018 35	2,835.03	(4,183.32) LT		
	8/27/09	87.000	32.483	2,826 06	1,157.97	(1,668 09) LT		
	10/4/10	271.000	31.724	8,597.10	3,607 01	(4,990 09) LT		
	5/24/11	173.000	28.028	4,848.81	2,302.63	(2,546.18) LT		
	8/1/11	443 000	19.811	8,776.45	5,896.33	(2,880.12) LT		
	12/28/12	233.000	12.977	3,023.62	3,101 23	77.61 ST		
	Total	1,420 000		35,090.39	18,900.20	(16,267 80) LT 77.61 ST	183.18	0.96
Share Price $13 310								
NIPPON TELEGRAPH&TELEPHONE ADS (NTT)	6/16/09	1,311 000	19 669	25,786.45	27,570.33	1,783.88 LT		
	12/14/10	405.000	22.626	9,163.57	8,517.15	(646.42) LT		
	Total	1,716.000		34,950.02	36,087.48	1,137.46 LT	1,463.75	4.05
Share Price $21 030								
ORKLA ADR A SHS (ORKLY)	8/24/12	1,012 000	7.374	7,462.49	8,855.00	1,392.51 ST	348 13	3.93
Share Price $8.750								
PANASONIC CORP - SPON ADR (PC)	10/20/09	1,371 000	14 424	19,775.03	8,321.97	(11,453.06) LT		
	9/27/10	941 000	13.770	12,957.29	5,711.87	(7,245.42) LT		
	3/17/11	478 000	11 842	5,660.52	2,901.46	(2,759 06) LT		
	9/25/12	740 000	6.860	5,076.03	4,491.80	(584.23) ST		

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Morgan Stanley

Holdings

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

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	3,530.000		43,468.87	21,427.10	(21,457.54) LT (584.23) ST	194.15	0.90
Share Price: $6.070								
POLYUS GOLD INTL LTD SPON GDR (PLZLY)	8/3/11	875.000	3.610	3,158.75	2,870.00	(288.75) LT		
	9/15/11	538 000	3.490	1,877.57	1,764.64	(112.93) LT		
	9/19/11	421 000	3.480	1,465.08	1,380.88	(84.20) LT		
	Total	1,834.000		6,501 40	6,015.52	(485.88) LT	67.86	1.12
Share Price: $3.280								
ROHM CO LTD UNSPONS ADR (ROHCY)	6/16/09	485.000	32.680	15,849.80	7,924.90	(7,924.90) LT		
	10/26/10	501.000	31.611	15,837.11	8,186.34	(7,650.77) LT		
	12/16/11	12.000	22.043	264 52	196.08	(68.44) LT		
	6/6/12	131.000	18.040	2,363 23	2,140.54	(222.69) ST		
	Total	1,129.000		34,314.66	18,447.86	(15,644.11) LT (222.69) ST	257.41	1.39
Share Price $16.340								
SANOFI ADR (SNY)	6/16/09	527.000	31 927	16,825.27	24,969.26	8,143.99 LT		
	7/1/09	110.000	30 140	3,315.42	5,211.80	1,896.38 LT		
	Total	637.000		20,140.69	30,181.06	10,040 37 LT	911.55	3 02
Share Price· $47.380								
SEKISUI HOUSE LTD ADR (SKHSY)	6/16/09	787 000	9 840	7,744 08	8,554.69	810.61 LT		
	6/22/11	1,062 000	8 977	9,533 89	11,543.94	2,010.05 LT		
	Total	1,849.000		17,277.97	20,098.63	2,820 66 LT	408.63	2.03
Share Price: $10 870								
SEVEN & I HLDGS CO LTD ADR (SVNDY)	6/16/09	299.000	47.500	14,202 50	16,848.65	2,646.15 LT		
	8/20/09	96.000	46.846	4,497.22	5,409 60	912 38 LT		
	Total	395 000		18,699.72	22,258.25	3,558.53 LT	565.64	2.54
Share Price $56.350								
SHISEIDO LTD SPON ADR (SSDOY)	6/16/09	432.000	16.590	7,166.88	6,078.24	(1,088.64) LT		
	5/27/11	450 000	17 023	7,660.26	6,331.50	(1,328.76) LT		
	5/31/11	413.000	16.967	7,007.49	5,810.91	(1,196.58) LT		
	8/2/12	390 000	14.325	5,586.83	5,487 30	(99 53) ST		

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Holdings

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,685.000		27,421.46	23,707.95	(3,613 98) LT (99 53) ST	888.00	3.74
Share Price: $14.070								
SIEMENS AKTIENGESELLSCHAFT (SI)	6/16/09	104.000	71 290	7,414.16	11,384.88	3,970.72 LT		
	9/27/11	63 000	94.713	5,966.94	6,896.61	929 67 LT		
	Total	167.000		13,381.10	18,281.49	4,900.39 LT	478.12	2.61
Share Price· $109 470, Next Dividend Payable 02/2013								
SK TELECOM CO LTD (SKM)	6/16/09	1,153 000	15 819	18,239.19	18,251.99	12 80 LT		
	8/19/09	190.000	15.703	2,983 51	3,007.70	24.19 LT		
	2/24/11	528 000	17.539	9,260 49	8,358.24	(902.25) LT		
	Total	1,871 000		30,483 19	29,617.93	(865 26) LT	1,262.93	4.26
Share Price $15 830								
SUMITOMO MITSUI TR HLDGS INC (SUTNY)	4/1/11	5,202 000	3.500	18,207.00	17,946.90	(260 10) LT		
	9/12/12	557.000	2.911	1,621.15	1,921 65	300.50 ST		
	9/24/12	1,028 000	3.072	3,158 12	3,546.60	388.48 ST		
	Total	6,787 000		22,986 27	23,415.15	(260 10) LT 688.98 ST	583.68	2.49
Share Price $3 450								
SWISSCOM AG ADR (SCMWY)	5/6/10	553 000	33.497	18,523 73	23,917.25	5,393.52 LT	1,097.71	4.58
Share Price $43 250								
TALISMAN ENERGY INC (TLM)	10/25/11	554.000	13.610	7,540 11	6,276.82	(1,263 29) LT		
	1/19/12	514.000	11.773	6,051.48	5,823.62	(227.86) ST		
	11/5/12	377.000	11 137	4,198.57	4,271.41	72 84 ST		
	11/7/12	377.000	10 848	4,089 55	4,271.41	181.86 ST H		
	Total	1,822 000		21,879.71	20,643.26	(1,263.29) LT 26.84 ST	491.94	2.38
Share Price $11.330; Next Dividend Payable 03/2013								
TELECOM ITALIA SPA(NEW)SVGS SH (TI'A)	6/16/09	3,575 000	8 854	31,651.26	28,242.50	(3,408.76) LT	1,937.65	6.86
Share Price $7 900								
TEVA PHARMACEUTICALS ADR (TEVA)	9/10/12	171 000	40.740	6,966.61	6,385.14	(581 47) ST		
	9/18/12	114 000	39.895	4,548 04	4,256.76	(291.28) ST		
	9/20/12	102.000	40.088	4,088.96	3,808.68	(280.28) ST		

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Morgan Stanley

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WAYNE G BASLER CHARIT FOUNDATION
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	9/24/12	94.000	40.110	3,770.30	3,509.96	(260 34) ST		
	10/10/12	82.000	39.623	3,249.09	3,061.88	(187 21) ST		
	12/12/12	109 000	39.225	4,275.53	4,070.06	(205 47) ST		
	Total	672.000		26,898.53	**25,092.48**	(1,806.05) ST	540.29	2.15
Share Price $37 340; Next Dividend Payable 03/2013								
THE MOSAIC CO (HLDG CO) NEW (MOS)	11/14/12	151 000	49.164	7,423.69	**8,551.13**	1,127.44 ST	151.00	1.76
Share Price: $56.630, Next Dividend Payable 02/2013								
TOYOTA MOTOR CP ADR NEW (TM)	9/13/10	45.000	70.829	3,187.29	4,196 25	1,008.96 LT		
	9/23/10	4.000	71.110	284.44	373.00	88.56 LT		
	10/21/10	156.000	71 580	11,166 48	14,547.00	3,380.52 LT		
	Total	205 000		14,638.21	**19,116.25**	4,478.04 LT	281.88	1.47
Share Price. $93 250								
UBS AG NEW (UBS)	1/22/10	77 000	14 289	1,100.25	1,211.98	111.73 LT		
	6/28/11	118.000	17.629	2,080.28	1,857.32	(222.96) LT		
	8/3/11	227.000	15.730	3,570.69	3,572.98	2.29 LT		
	2/8/12	388 000	14 427	5,597.79	6,107 12	509.33 ST		
	7/13/12	358.000	10.657	3,815.13	5,634 92	1,819.79 ST		
	7/31/12	463.000	10 639	4,925.90	7,287.62	2,361 72 ST		
	Total	1,631 000		21,090.04	**25,671.94**	(108 94) LT 4,690.84 ST	176.15	0.68
Share Price: $15 740								
VIVENDI SA UNSPON ADR (VIVHY)	3/8/12	74.000	17.942	1,327.74	1,687 94	360.20 ST		
	4/10/12	461.000	16.620	7,662.01	10,515.41	2,853.40 ST		
	Total	535.000		8,989.75	**12,203.35**	3,213.60 ST	572.99	4.69
Share Price. $22 810								
VODAFONE GP PLC ADS NEW (VOD)	6/16/09	1,138.000	18.739	21,324.41	28,666.22	7,341.81 LT		
	12/20/12	50.000	25.407	1,270.37	1,259.50	(10.87) ST		
	Total	1,188 000		22,594.78	**29,925.72**	7,341.81 LT (10.87) ST	1,782.00	5 95
Share Price. $25 190, Next Dividend Payable 02/06/13								
WACOAL CP ADR (WACLY)	6/16/09	358 000	62.037	22,209.14	**18,501.44**	(3,707.70) LT	583.18	3.15
Share Price $51 680								

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Holdings

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
WEATHERFORD INTERNATIONAL LTD (WFT)	8/23/12	566.000	12 731	7,205.46	6,333.54	(871.92) ST		
	9/25/12	370.000	12.638	4,676 10	4,140.30	(535.80) ST		
	11/13/12	425 000	9 364	3,979 57	4,755.75	776 18 ST H		
	Total	1,361.000		15,861.13	15,229.59	(631 54) ST	—	—
Share Price: $11.190								
WOLTERS KLUWER NV SPON ADR (WTKWY)	6/16/09	917.000	16 422	15,059.07	18,954.39	3,895 32 LT		
	8/5/11	294.000	18.337	5,391.14	6,076.98	685.84 LT		
	Total	1,211 000		20,450.21	25,031.37	4,581.16 LT	893.72	3 57
Share Price. $20.670								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	93.6%	$1,200,105.76	$1,133,912.15	$(101,383.84) LT $35,190.23 ST	$31,247.22 $0.00	2.76%

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$1,200,105.76	$1,211,907.07	$(101,383.84) LT $35,190.23 ST	$31,275.22 $0.00	2.58%

TB

TOTAL VALUE (includes accrued interest) $1,211,907.07

H - Wash sale rules apply to this tax lot. The cost basis has been adjusted to account for disallowed loss of a related wash sale transaction.
Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

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Holdings

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.
The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date.
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.
Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures.
New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Expanded Disclosures for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

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

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$126.93			
MORGAN STANLEY BANK N.A. #	37,288.63	19.00	—	0.050

	Percentage of Assets %	Market Value	Estimated Annual Income Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS	1.7%	$37,415.56	$19.00 $0.00

 # Bank Deposits are at either: (1) Morgan Stanley Bank, N.A., and Morgan Stanley Private Bank, National Association, or (2) Citibank, N.A., each a national bank, FDIC member and an affiliate of Morgan Stanley Smith Barney LLC.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMAZON COM INC (AMZN)	8/30/11	37 000	$205.929	$7,619 38	$9,282 19	$1,662.81 LT		
	9/15/11	28.000	222 501	6,230.04	7,024 36	794.32 LT		
	8/16/12	44.000	238.373	10,488.40	11,038.28	549.88 ST		
	9/14/12	45.000	262 636	11,818 64	11,289.15	(529.49) ST		
	Total	154 000		~~36,156.46~~	~~38,633.98~~	~~2,457 13~~ LT 20 39 ST	—	—

Share Price $250.870

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMER INTL GP INC NEW (AIG)	10/4/12	319.000	34.918	11,138.94	11,260.70	121.76 ST		
	10/10/12	291 000	35.733	10,398.33	10,272.30	(126.03) ST		
	Total	610.000		21,537.27	**21,533.00**	(4.27) ST	—	—
Share Price $35.300								
AMERICAN EXPRESS CO (AXP)	5/24/11	285 000	50 871	14,498.37	16,381.80	1,883.43 LT		
	6/16/11	225 000	47.787	10,752.05	12,933.00	2,180.95 LT		
	6/22/11	189 000	49.979	9,445 96	10,863.72	1,417 76 LT		
	Total	699.000		34,696.38	**40,178.52**	5,482.14 LT	559.20	1.39
Share Price $57.480, Next Dividend Payable 02/2013								
AMERICAN TOWER REIT COM (AMT)	6/15/09	408 000	29 943	12,216 62	31,526.16	19,309.54 LT		
	9/12/11	104 000	51 800	5,387.25	8,036.08	2,648 83 LT		
	Total	512 000		17,603.87	**39,562.24**	21,958.37 LT	491 52	1.24
Share Price· $77.270; Next Dividend Payable 03/2013								
APPLE INC (AAPL)	6/15/09	131.000	136.228	17,845 91	**69,714.64**	51,868.73 LT	1,388.60	1.99
Share Price $532 173; Next Dividend Payable 02/2013								
BANK OF AMERICA CORP (BAC)	11/27/12	1,077.000	9.897	10,659 50	**12,503.97**	1,844 47 ST	43 08	0.34
Share Price. $11.610, Next Dividend Payable 03/2013								
BIOGEN IDEC INC (BIIB)	3/20/12	89.000	119 205	10,609.23	13,026 93	2,417.70 ST		
	3/27/12	81.000	127.330	10,313.73	11,855.97	1,542.24 ST		
	4/11/12	93.000	125 755	11,695.24	13,612.41	1,917.17 ST		
	5/30/12	54.000	130.887	7,067 91	7,903.98	836.07 ST		
	10/31/12	54.000	138 811	7,495.77	7,903 98	408.21 ST		
	Total	371.000		47,181.88	**54,303.27**	7,121 39 ST	—	—
Share Price· $146.370								
BLACKROCK INC (BLK)	11/7/12	56.000	189.662	10,621 08	11,575 76	954.68 ST		
	11/21/12	52.000	194.008	10,088.42	10,748 92	660.50 ST		
	Total	108 000		20,709.50	**22,324.68**	1,615.18 ST	648.00	2.90
Share Price. $206 710, Next Dividend Payable 03/2013								
BOEING CO (BA)	3/10/10	77.000	69.648	5,362.88	5,802.72	439.84 LT		
	4/29/11	79.000	79.106	6,249.35	5,953.44	(295.91) LT		
	12/28/11	133.000	74.455	9,902.57	10,022.88	120.31 LT		
	7/2/12	132 000	72 728	9,600.12	9,947 52	347.40 ST		

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WAYNE G BASLER CHARIT FOUNDATION
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	421 000		31,114.92	31,726.56	264.24 LT 347.40 ST	816.74	2.57
Share Price: $75 360; Next Dividend Payable 03/2013								
BRISTOL MYERS SQUIBB CO (BMY)	7/10/12	286 000	34.857	9,969.16	9,320.74	(648.42) ST		
	7/12/12	288.000	34.985	10,075.54	9,385.92	(689.62) ST		
	7/17/12	273.000	36.003	9,828.82	8,897.07	(931.75) ST		
	Total	847 000		29,873.52	27,603.73	(2,269.79) ST	1,185.80	4.29
Share Price: $32.590, Next Dividend Payable 02/2013								
CAPITAL ONE FINANCIAL CORP (COF)	4/26/11	109 000	53 989	5,884.79	6,314.37	429 58 LT		
	9/15/11	192.000	42.853	8,227.78	11,122.56	2,894.78 LT		
	10/12/11	187 000	43.126	8,064.51	10,832.91	2,768.40 LT		
	11/9/11	252 000	44.357	11,177 84	14,598.36	3,420.52 LT		
	3/15/12	196.000	52.348	10,260 17	11,354.28	1,094 11 ST		
	Total	936.000		43,615.09	54,222.48	9,513 28 LT 1,094 11 ST	187.20	0 34
Share Price $57 930, Next Dividend Payable 02/2013								
CHARLES SCHWAB NEW (SCHW)	3/6/12	745.000	13.561	10,103.09	10,698.20	595.11 ST		
	3/9/12	737.000	14 075	10,372.91	10,583.32	210 41 ST		
	Total	1,482 000		20,476.00	21,281.52	805 52 ST	355.68	1.67
Share Price $14.360, Next Dividend Payable 02/2013								
CHEVRON CORP (CVX)	5/21/12	63.000	99 451	6,265.43	6,812 82	547 39 ST		
	6/7/12	98.000	101.033	9,901 23	10,597 72	696.49 ST		
	7/17/12	43.000	107 149	4,607 41	4,650 02	42 61 ST		
	Total	204.000		20,774.07	22,060.56	1,286.49 ST	734.40	3.32
Share Price. $108.140, Next Dividend Payable 03/2013								
CITIGROUP INC NEW (C)	10/18/11	269.000	28.948	7,786 91	10,641 64	2,854.73 LT		
	10/19/11	323 000	30.623	9,891 26	12,777.88	2,886 62 LT		
	10/31/11	276 000	32.324	8,921 51	10,918.56	1,997 05 LT		
	3/14/12	296 000	35.195	10,417.60	11,709 76	1,292.16 ST		
	4/17/12	51.000	35 238	1,797.16	2,017.56	220 40 ST H		
	4/17/12	213.000	35.238	7,505.78	8,426 28	920.50 ST H		

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WAYNE G BASLER CHARIT FOUNDATION
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	7/27/12	335.000	26 687	8,940.15	13,252 60	4,312.45 ST		
	9/26/12	376.000	32.729	12,306.22	14,874.56	2,568.34 ST		
	10/31/12	179.000	36 980	6,619 38	7,081.24	461 86 ST		
	Total	2,318.000		74,185.97	**91,700.08**	7,738.40 LT 9,775.71 ST	92.72	0.10
Share Price $39 560, Next Dividend Payable 02/2013								
COMCAST CORP (NEW) CLASS A (CMCSA)	7/11/12	317 000	31 548	10,000 65	11,843.12	1,842.47 ST		
	9/6/12	303 000	34.488	10,449 92	11,320.08	870.16 ST		
	9/14/12	307.000	35.329	10,846.06	11,469.52	623.46 ST		
	11/7/12	140 000	36 471	5,105.95	5,230.40	124.45 ST		
	Total	1,067.000		36,402.58	**39,863.12**	3,460.54 ST	693.55	1.73
Share Price. $37.360, Next Dividend Payable 01/23/13								
CVS CAREMARK CORP (CVS)	6/2/11	301.000	38 435	11,568.94	14,553.35	2,984.41 LT		
	8/24/11	273.000	34.307	9,365.92	13,199.55	3,833.63 LT		
	9/6/11	270 000	35.602	9,612.41	13,054.50	3,442.09 LT		
	9/15/11	227.000	36.496	8,284.50	10,975 45	2,690.95 LT		
	5/3/12	245.000	45.946	11,256.87	11,845.75	588.88 ST		
	8/21/12	246.000	45 779	11,261.58	11,894.10	632.52 ST		
	Total	1,562.000		61,350.22	**75,522.70**	12,951.08 LT 1,221.40 ST	1,405 80	1.86
Share Price $48 350; Next Dividend Payable 02/2013								
EBAY INC (EBAY)	5/25/12	497.000	40.382	20,069 75	25,345.85	5,276.10 ST		
	6/1/12	250.000	38.844	9,711.06	12,749.42	3,038.34 ST		
	6/15/12	239.000	40.633	9,711 26	12,188.44	2,477.18 ST		
	6/21/12	119 000	41.887	4,984.58	6,068.72	1,084.14 ST		
	Total	1,105.000		44,476.67	**56,352.45**	11,875.76 ST	—	—
Share Price $50 998								
EMC CORP MASS (EMC)	5/13/11	33 000	27.779	916.72	834 90	(81 82) LT		
	10/18/11	393 000	23.708	9,317.32	9,942.90	625 58 LT		
	10/24/11	338.000	24 365	8,235.40	8,551.40	316.00 LT		
	9/18/12	825 000	27.723	22,871 06	20,872 50	(1,998 56) ST		

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WAYNE G BASLER CHARIT FOUNDATION
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,589.000		41,340.50	40,201.70	859.76 LT (1,998.56) ST	—	—
Share Price· $25 300								
ENSCO PLC CLASS A (ESV)	10/11/11	214 000	43 463	9,301 13	12,685.92	3,384.79 LT		
	5/21/12	185 000	47 898	8,861.19	10,966 80	2,105.61 ST		
	Total	399.000		18,162.32	23,652.72	3,384.79 LT 2,105.61 ST	598.50	2.53
Share Price $59.280, Next Dividend Payable 03/2013								
EXPRESS SCRIPTS HLDG CO COM (ESRX)	7/9/10	98.000	46.712	4,577.82	5,292.00	714.18 LT		
	7/12/10	197.000	47.761	9,408 82	10,638.00	1,229.18 LT		
	8/2/11	190.000	52.364	9,949 24	10,260 00	310.76 LT		
	2/6/12	196.000	49.791	9,759.02	10,584.00	824.98 ST		
	5/25/12	178 000	52.372	9,322.23	9,612.00	289.77 ST		
	Total	859 000		43,017.13	46,386.00	2,254.12 LT 1,114.75 ST	—	—
Share Price $54 000								
EXXON MOBIL CORP (XOM)	4/5/11	470 000	84 925	39,914 94	40,678.50	763.56 LT	1,071.60	2.63
Share Price $86 550, Next Dividend Payable 03/2013								
FREEPORT MCMORAN CP&GLD (FCX)	6/29/12	153 000	33 784	5,168 94	5,232.60	63.66 ST		
	7/3/12	146 000	35 500	5,183.00	4,993 20	(189 80) ST		
	8/21/12	296.000	36 686	10,859 20	10,123 20	(736.00) ST		
	10/16/12	265.000	41.462	10,987 35	9,063.00	(1,924 35) ST		
	11/1/12	287.000	40.204	11,538 63	9,815.40	(1,723.23) ST		
	Total	1,147 000		43,737.12	39,227.40	(4,509 72) ST	1,433 75	3 65
Share Price $34 200; Next Dividend Payable 02/2013								
GENERAL ELECTRIC CO (GE)	12/16/11	276 000	16.990	4,689.21	5,793 24	1,104.03 LT		
	12/21/11	1,056 000	17.470	18,448.43	22,165.44	3,717.01 LT		
	5/21/12	88 000	19.064	1,677.64	1,847 12	169.48 ST		
	6/21/12	295 000	19.563	5,770 97	6,192.05	421.08 ST		
	11/7/12	255.000	21 180	5,400.98	5,352.45	(48 53) ST		
	Total	1,970.000		35,987.23	41,350.30	4,821.04 LT 542.03 ST	1,497.20	3.62
Share Price. $20 990, Next Dividend Payable 01/25/13								

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WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
GENERAL MTRS CO (GM)	10/24/11	18.000	25.122	452.19	518.94	66.75 LT		
	1/6/12	538.000	22.746	12,237.46	15,510.54	3,273.08 ST		
	1/26/12	366.000	25.133	9,198 79	10,551.78	1,352.99 ST		
	9/7/12	506.000	23 334	11,807.11	14,587.98	2,780.87 ST		
	10/3/12	408.000	24 544	10,014.07	11,762.64	1,748.57 ST		
	10/31/12	442.000	25.362	11,209.87	12,742.86	1,532.99 ST		
	Total	2,278.000		54,919.49	**65,674.74**	66.75 LT 10,688.50 ST	—	—
Share Price: $28.830								
GILEAD SCIENCE (GILD)	12/5/11	239.000	39 900	9,536.03	17,554 55	8,018.52 LT		
	2/6/12	131.000	55 079	7,215.36	9,621.95	2,406.59 ST		
	4/12/12	225 000	45.838	10,313.46	16,526.25	6,212.79 ST		
	4/19/12	215.000	52.023	11,184.95	15,791.75	4,606.80 ST		
	5/30/12	87.000	50 614	4,403 44	6,390 15	1,986.71 ST		
	10/4/12	40.000	69.665	2,786.59	2,938.00	151.41 ST		
	Total	937.000		45,439.83	**68,822.65**	8,018.52 LT 15,364 30 ST	—	—
Share Price. $73 450								
GOLDMAN SACHS GRP INC (GS)	10/11/12	89.000	121.947	10,853.31	11,352.84	499.53 ST		
	10/15/12	89.000	123.857	11,023.26	11,352.84	329.58 ST		
	12/21/12	74.000	127.996	9,471.67	9,439 44	(32.23) ST		
	Total	252.000		31,348 24	**32,145.12**	796 88 ST	504.00	1.56
Share Price· $127 560, Next Dividend Payable 03/2013								
GOOGLE INC-CL A (GOOG)	9/20/10	4 000	506.540	2,026.16	2,829.52	803.36 LT		
	8/10/11	19 000	556.483	10,573.18	13,440.22	2,867.04 LT		
	8/11/11	17.000	566.462	9,629.86	12,025.46	2,395.60 LT		
	8/30/11	17.000	535.722	9,107.28	12,025.46	2,918.18 LT		
	9/15/11	17 000	543 910	9,246.47	12,025 46	2,778.99 LT		
	9/20/11	15.000	554.957	8,324.35	10,610.70	2,286.35 LT		

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WAYNE G BASLER CHARIT FOUNDATION
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	89.000		48,907.30	62,956.82	14,049.52 LT	—	—
Share Price $707.380								
HALLIBURTON CO (HAL)	8/2/12	304 000	32 573	9,902.19	10,545.76	643.57 ST		
	8/3/12	312.000	33.985	10,603.38	10,823.28	219.90 ST		
	8/21/12	286.000	35.201	10,067 60	9,921.34	(146.26) ST		
	12/6/12	175.000	33.425	5,849.45	6,070.75	221.30 ST		
	12/12/12	188.000	34.087	6,408.30	6,521.72	113 42 ST		
	Total	1,265.000		42,830.92	43,882.85	1,051.93 ST	455.40	1.03
Share Price: $34 690; Next Dividend Payable 03/2013								
HOME DEPOT INC (HD)	10/18/11	532.000	35 200	18,726.29	32,904.20	14,177.91 LT		
	10/21/11	241 000	36.719	8,849.23	14,905.85	6,056 62 LT		
	11/23/11	196.000	36.596	7,172.74	12,122.60	4,949.86 LT		
	Total	969.000		34,748.26	59,932.65	25,184 39 LT	1,124.04	1.87
Share Price. $61.850; Next Dividend Payable 03/2013								
INTL BUSINESS MACHINES CORP (IBM)	5/15/09	6 000	102.453	614.72	1,149.30	534.58 LT		
	6/23/10	154.000	130 667	20,122.67	29,498 70	9,376.03 LT		
	9/15/11	18 000	168 337	3,030.07	3,447.90	417.83 LT		
	Total	178 000		23,767.46	34,095.90	10,328.44 LT	605.20	1.77
Share Price $191 550, Next Dividend Payable 03/2013								
JPMORGAN CHASE & CO (JPM)	8/15/11	140 000	36.888	5,164 29	6,155.67	991.38 LT		
	8/29/11	229.000	37 251	8,530.43	10,068 92	1,538.49 LT		
	10/19/11	302 000	33 226	10,034 10	13,278.67	3,244.57 LT		
	3/21/12	197.000	45.262	8,916.59	8,661.91	(254.68) ST		
	8/21/12	258.000	38 189	9,852.71	11,344.03	1,491.32 ST		
	9/6/12	170.000	38 579	6,558.36	7,474.75	916.39 ST		
	9/7/12	140.000	39.325	5,505.47	6,155 67	650.20 ST		
	9/26/12	297 000	40.502	12,029.00	13,058.82	1,029.82 ST		
	10/16/12	81.000	42.990	3,482 15	3,561 50	79.35 ST		
	10/31/12	247.000	41.504	10,251 49	10,860.37	608.88 ST		
	12/18/12	271.000	43 895	11,895.41	11,915.63	20.22 ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	2,332.000		92,220.00	102,535.94	5,774.44 LT 4,541.50 ST	2,798.40	2.72
Share Price. $43 969; Next Dividend Payable 01/2013								
KRAFT FOODS GROUP INC COM (KRFT)	9/6/11	14.000	34.854	487.95	636.58	148.63 LT		
	12/21/11	76 000	39.107	2,972.13	3,455 72	483.59 LT		
	1/18/12	87.000	41.159	3,580.80	3,955 89	375.09 ST		
	5/21/12	37.000	40.360	1,493.31	1,682.39	189.08 ST		
	Total	214.000		8,534 19	9,730.58	632.22 LT 564.17 ST	428.00	4.39
Share Price. $45.470; Next Dividend Payable 01/14/13								
LAS VEGAS SANDS CORPORATION (LVS)	2/9/12	39.000	52.406	2,043.85	1,800.24	(243.61) ST		
	2/28/12	192.000	54 718	10,505.88	8,862.72	(1,643.16) ST		
	Total	231.000		12,549.73	10,662.96	(1,886.77) ST	231.00	2.16
Share Price $46 160, Next Dividend Payable 03/2013								
LOWES COMPANIES INC (LOW)	11/21/12	304.000	34.252	10,412 49	10,798 08	385.59 ST		
	12/18/12	298.000	35.869	10,688.93	10,584 96	(103.97) ST		
	Total	602.000		21,101.42	21,383.04	281.62 ST	385.28	1.80
Share Price. $35 520; Next Dividend Payable 02/2013								
MARSH & MCLENNAN COS INC (MMC)	7/27/12	312.000	33.381	10,415.00	10,754.64	339.64 ST		
	8/7/12	306.000	33.941	10,385.85	10,547.82	161.97 ST		
	Total	618.000		20,800 85	21,302.46	501.61 ST	568.56	2.66
Share Price $34 470, Next Dividend Payable 02/2013								
MASTERCARD INC CL A (MA)	9/16/11	23 000	344.938	7,933.56	11,299.44	3,365.88 LT		
	9/20/11	27.000	359.445	9,705.02	13,264.56	3,559.54 LT		
	9/23/11	25.000	335.453	8,386.32	12,282.00	3,895.68 LT		
	Total	75.000		26,024.90	36,846.00	10,821.10 LT	90.00	0.24
Share Price $491.280, Next Dividend Payable 02/2013								
MONDELEZ INTL INC COM (MDLZ)	9/6/11	41.000	22 015	902.63	1,043.58	140.95 LT		
	12/21/11	227 000	24 220	5,497.88	5,777.87	279 99 LT		
	1/18/12	265 000	25.093	6,649.60	6,745.09	95.49 ST		
	5/21/12	110.000	25.112	2,762 35	2,799.85	37.50 ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	643.000		15,812.46	**16,366.40**	420 94 LT 132.99 ST	334.36	2.04
Share Price. $25.453, Next Dividend Payable 01/14/13								
NETAPP INC COM (NTAP)	12/7/12	323.000	33.079	10,684.39	10,836 65	152.26 ST		
	12/19/12	314.000	34.412	10,805.43	10,534 70	(270.73) ST		
	Total	637 000		21,489 82	**21,371.35**	(118 47) ST	—	—
Share Price $33 550								
NEWS CORP LTD CL A DEL (NWSA)	7/21/11	397 000	16.411	6,515.05	10,127 47	3,612.42 LT		
	8/15/11	1.148.000	16.455	18,889.77	29,285 48	10,395 71 LT		
	8/24/11	569 000	16 569	9,427 48	14,515.19	5,087.71 LT		
	7/2/12	154.000	22 718	3,498.63	3,928 54	429.91 ST		
	8/21/12	471.000	23.392	11,017.40	12,015 21	997.81 ST		
	Total	2,739.000		49,348 33	**69,871.89**	19,095 84 LT 1,427.72 ST	465.63	0.66
Share Price: $25 510, Next Dividend Payable 04/2013								
PEABODY ENERGY CORP (BTU)	12/13/12	390.000	28 013	10,925.15	**10,377.90**	(547.25) ST	132.60	1.27
Share Price $26.610, Next Dividend Payable 02/2013								
PEPSICO INC NC (PEP)	5/17/12	288.000	68 953	19,858.52	19,707.84	(150 68) ST		
	5/30/12	142.000	68.362	9,707.35	9,717.06	9.71 ST		
	Total	430.000		29,565.87	**29,424.90**	(140 97) ST	924.50	3.14
Share Price· $68 430, Next Dividend Payable 01/02/13								
PFIZER INC (PFE)	3/15/11	1,033.000	19.713	20,363.94	25,906.92	5,542.98 LT		
	5/3/11	502.000	20.098	10,089.25	12,589 81	2,500 56 LT		
	3/29/12	465.000	22.357	10,396 14	11,661 87	1,265.73 ST		
	10/1/12	611.000	25 039	15,298.65	15,323.45	24.80 ST		
	Total	2,611 000		56,147 98	**65,482.05**	8,043 54 LT 1,290 53 ST	2,506.56	3.82
Share Price $25 079, Next Dividend Payable 03/2013								
PHILIP MORRIS INTL INC (PM)	8/23/11	104 000	70 230	7,303.94	8,698.56	1,394.62 LT		
	10/21/11	152.000	69 833	10,614 60	12,713 28	2,098.68 LT		
	Total	256.000		17,918.54	**21,411.84**	3,493.30 LT	870.40	4.06
Share Price: $83.640, Next Dividend Payable 01/11/13								

CONTINUED

001403 MSGDT491 029615

Morgan Stanley

Holdings

Fiduciary Services Active Assets Account
685-045769-107

WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
PRECISION CASTPARTS CORP (PCP)	12/21/09	82.000	113.497	9,306.78	15,532.44	6,225.66 LT		
	5/21/12	53 000	171.331	9,080.53	10,039.26	958.73 ST		
	Total	135.000		18,387.31	**25,571.70**	6,225.66 LT 958.73 ST	16.20	0.06
Share Price. $189 420, Next Dividend Payable 03/2013								
QUALCOMM INC (QCOM)	1/27/11	17.000	54.441	925 49	1,051.61	126 12 LT		
	4/14/11	189.000	52.447	9,912 43	11,691.46	1,779.03 LT		
	11/14/11	171 000	57 205	9,782.02	10,577.99	795.97 LT		
	11/17/11	164 000	55.676	9,130.91	10,144.97	1,014.06 LT		
	8/21/12	163.000	61.948	10,097 46	10,083.11	(14 35) ST		
	9/7/12	320.000	62 366	19,957.12	19,795.07	(162.05) ST		
	11/16/12	170.000	61.616	10,474.77	10,516.13	41 36 ST		
	Total	1,194.000		70,280.20	**73,860.36**	3,715 18 LT (135.04) ST	1,194 00	1.61
Share Price $61.860; Next Dividend Payable 03/2013								
RIO TINTO PLC SPON ADR (RIO)	12/14/12	199.000	54 896	10,924.34	11,559 91	635.57 ST		
	12/18/12	183.000	58 003	10,614.57	10,630.47	15.90 ST		
	Total	382 000		21,538.91	**22,190.38**	651.47 ST	632.21	2.84
Share Price $58.090								
SCHLUMBERGER LTD (SLB)	6/10/10	81 000	58 403	4,730.67	5,613 19	882 52 LT		
	6/21/10	140.000	60 335	8,446.91	9,701.80	1,254.89 LT		
	6/3/11	115.000	85 047	9,780.36	7,969 34	(1,811.02) LT		
	8/4/11	177 000	82.497	14,602.04	12,265.85	(2,336.19) LT		
	1/26/12	120.000	76.565	9,187.78	8,315 83	(871 95) ST		
	Total	633.000		46,747.76	**43,866.01**	(2,009.80) LT (871.95) ST	696.30	1.58
Share Price $69 299, Next Dividend Payable 01/11/13								
TARGET CORPORATION (TGT)	11/15/12	165.000	61 993	10,228.91	9,763.05	(465.86) ST		
	11/21/12	333.000	63.469	21,135.18	19,703.61	(1,431.57) ST		

CONTINUED

Morgan Stanley

Holdings

Fiduciary Services Active Assets Account
685-045769-107

WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	498 000		31,364 09	29,466.66	(1,897 43) ST	717.12	2 43
Share Price. $59 170, Next Dividend Payable 03/2013								
TIME WARNER CABLE INC NEW (TWC)	7/12/12	120.000	82.136	9,856.34	11,662.80	1,806 46 ST		
	7/17/12	61.000	85.107	5,191 51	5,928.59	737.08 ST		
	9/26/12	161.000	94.286	15,180.05	15,647 59	467 54 ST		
	Total	342.000		30,227.90	33,238.98	3,011 08 ST	766.08	2.30
Share Price $97 190; Next Dividend Payable 03/2013								
UNION PACIFIC CORP (UNP)	6/15/09	140.000	52 390	7,334.60	17,600 80	10,266.20 LT		
	8/4/09	194 000	59 865	11,613.77	24,389 68	12,775 91 LT		
	Total	334 000		18,948 37	41,990.48	23,042.11 LT	921 84	2.19
Share Price. $125.720; Next Dividend Payable 01/02/13								
UNITED TECHNOLOGIES CORP (UTX)	6/15/09	7.000	54.703	382.92	574.07	191.15 LT		
	10/14/10	127.000	73.766	9,368 23	10,415.27	1,047.04 LT		
	8/12/11	143 000	72.179	10,321.58	11,727.43	1,405.85 LT		
	2/1/12	194.000	80 040	15,527 80	15,909.94	382.14 ST		
	Total	471.000		35,600.53	38,626.71	2,644.04 LT 382.14 ST	1,007.94	2.60
Share Price $82 010, Next Dividend Payable 03/2013								
WALT DISNEY CO HLDG CO (DIS)	3/9/10	311 000	33.276	10,348.84	15,484 69	5,135 85 LT		
	3/1/11	263 000	43.324	11,394.11	13,094.77	1,700.66 LT		
	1/25/12	229.000	39 604	9,069 29	11,401 91	2,332 62 ST		
	2/9/12	232.000	41.606	9,652.48	11,551.28	1,898 80 ST		
	5/31/12	222.000	45.990	10,209 76	11,053 38	843.62 ST		
	Total	1,257 000		50,674 48	62,586.03	6,836.51 LT 5,075.04 ST	942.75	1.50
Share Price $49.790, Next Dividend Payable 12/2013								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	98.3%	$1,778,989.34	$2,126,259.47	$270,699.34 LT $76,570.74 ST	$32,521.71 $0.00	1.53%

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Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Fiduciary Services Active Assets Account
685-045769-107

WAYNE G BASLER CHARIT FOUNDATION
ATTENTION: WAYNE G BASLER

INTERESTED PARTY COPY

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
TOTAL MARKET VALUE	100.0%	$1,778,989.34	$2,163,675.03	$270,699.34 LT $76,570.74 ST	$32,540.71 $0.00	1.50%
		TB				
TOTAL VALUE (includes accrued interest)			$2,163,675.03			

H - Wash sale rules apply to this tax lot The cost basis has been adjusted to account for disallowed loss of a related wash sale transaction.
Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

1,778,989.34+	A/C #5769
1,330,856.07+	A/C #5613
1,957,759.74+	A/C #5616
1,200,105.76+	A/C #5768

6,267,710.91	
(2,482.12)	N/T dividends #5613-rec'd in 2012, not in totals
(565.76)	N/T dividends #5616-rec'd in 2012, not in totals

6,264,663.03	Total asset cost basis
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