

Form **990**

Return of Organization Exempt From Income Tax

OMB No 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2011 calendar year, or tax year beginning 05-01-2011 and ending 04-30-2012

- B Check if applicable
- Address change
- Name change
- Initial return
- Terminated
- Amended return
- Application pending

C Name of organization
HENRIETTA M RILEY TRUST FOR WATCH TOWER

Doing Business As

Number and street (or P O box if mail is not delivered to street address) Room/suite
PO BOX 75000 MC 7874

City or town, state or country, and ZIP + 4
Detroit, MI 48275

D Employer identification number
38-6043103

E Telephone number

G Gross receipts \$ 2,558,361

F Name and address of principal officer

H(a) Is this a group return for affiliates? Yes No

H(b) Are all affiliates included? Yes No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527

J Website: ▶ NONE

K Form of organization Corporation Trust Association Other ▶

L Year of formation 1948 **M State of legal domicile** MI

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities SUPPORT WATCH TOWER BIBLE AND TRACT SOCIETY		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	1
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	0
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)		0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	217,685	178,685
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	616,955	752,859
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	834,640	931,544
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	762,202	914,008
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	7,536	5,667
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ ⁰		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	2,625	2,150
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	772,363	921,825
19 Revenue less expenses Subtract line 18 from line 12	62,277	9,719	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	2,930,136	3,082,739
	22 Net assets or fund balances Subtract line 21 from line 20	2,930,136	3,082,739

Part II Signature Block

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 officer) is based on all information of which preparer has knowledge.

Sign Here

Signature of officer: *****

COMERICA BANK TRUSTEE
Type or print name and title

Paid Preparer's Use Only

Preparer's signature: LILY AMBROSIO-YLEN Date: 2012-08-31

Firm's name (or yours if self-employed), address, and ZIP + 4: LILY AMBROSIO YLEN EA, 36705 TULANE DR, Sterling Heights, MI 48312

May the IRS discuss this return with the preparer shown above? (see instructions)

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III Yes No

1 Briefly describe the organization's mission

SUPPORT WATCH TOWER BIBLE AND TRACT SOCIETY

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 914,008 including grants of \$ 914,008) (Revenue \$)

SUPPORTED WATCH TOWER BIBLE AND TRACT SOCIETY

4b (Code) (Expenses \$ 2,140 including grants of \$) (Revenue \$)

ADMINISTRATION EXPENSES INCURRED FOR EXEMPT PURPOSE

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses \$ 916,148

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i>	Yes	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?		No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>		No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i>		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>		
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i>		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II.</i>		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i>		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i>		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i>		No
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>		No
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>		No
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>		No
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i>		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i>		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Part I.</i>		No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S? <i>If "Yes," complete Schedule F, Part II and IV.</i>		No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S? <i>If "Yes," complete Schedule F, Part III and IV.</i>		No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i>		No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i>		No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i>		No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements.		
20b			

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23		No
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34		No
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a		No
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Table with columns for question number, question text, sub-column (e.g., 1a, 1b), and Yes/No columns. Contains questions 1a through 14b regarding IRS filings and tax compliance.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		No
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		No
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	Yes	
11b	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13		No
12b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done		
13	Did the organization have a written whistleblower policy?		No
14	Did the organization have a written document retention and destruction policy?		No
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official		No
15b	Other officers or key employees of the organization		No
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		No
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed MI
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 COMERICA BANK
 PO BOX 75000 MC 7874
 Detroit, MI 48275
 (269) 966-6344

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid

• List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

• List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organizations compensated any current or former officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) COMERICA BANK TRUSTEE	1 50		X					5,667	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
1b	Sub-Total									
c	Total from continuation sheets to Part VII, Section A									
d	Total (add lines 1b and 1c)						5,667	0	0	0

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶**0

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		No
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>		No
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **▶**

Part VIII Statement of Revenue

			(A)	(B)	(C)	(D)		
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514		
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns 1a						
	b	Membership dues 1b						
	c	Fundraising events 1c						
	d	Related organizations 1d						
	e	Government grants (contributions) 1e						
	f	All other contributions, gifts, grants, and similar amounts not included above 1f						
	g	Noncash contributions included in lines 1a-1f \$ _____						
	h	Total. Add lines 1a-1f ▶						
Program Service Revenue	2a	_____ Business Code _____						
	b	_____						
	c	_____						
	d	_____						
	e	_____						
	f	All other program service revenue						
	g	Total. Add lines 2a-2f ▶						
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) ▶	85,517			85,517		
	4	Income from investment of tax-exempt bond proceeds ▶						
	5	Royalties ▶	752,859			752,859		
	6a	Gross rents	(i) Real					
			(ii) Personal					
			b	Less rental expenses				
			c	Rental income or (loss)				
	d	Net rental income or (loss) ▶						
	7a	Gross amount from sales of assets other than inventory	(i) Securities	1,719,985				
			(ii) Other					
			b	Less cost or other basis and sales expenses	1,626,817			
			c	Gain or (loss)	93,168			
	d	Net gain or (loss) ▶	93,168			93,168		
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a						
	b	Less direct expenses b						
c	Net income or (loss) from fundraising events ▶							
9a	Gross income from gaming activities See Part IV, line 19 a	b	Less direct expenses b					
		c	Net income or (loss) from gaming activities ▶					
		10a	Gross sales of inventory, less returns and allowances a	b	Less cost of goods sold b			
c	Net income or (loss) from sales of inventory ▶							
Miscellaneous Revenue	Business Code							
11a	_____							
b	_____							
c	_____							
d	All other revenue							
e	Total. Add lines 11a-11d ▶							
12	Total revenue. See Instructions ▶	931,544	0	0	931,544			

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	914,008	914,008		
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	5,667		5,667	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages				
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits				
10	Payroll taxes				
11	Fees for services (non-employees)				
a	Management				
b	Legal	1,015	1,015		
c	Accounting	225	225		
d	Lobbying				
e	Professional fundraising See Part IV, line 17				
f	Investment management fees				
g	Other				
12	Advertising and promotion				
13	Office expenses				
14	Information technology				
15	Royalties				
16	Occupancy				
17	Travel				
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization				
23	Insurance				
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	TAX PREPARATION FEE	900	900		
b	INVESTMENT EXPENSE	10		10	
c					
d					
e					
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	921,825	916,148	5,677	0
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing		1	
	2 Savings and temporary cash investments	93,568	2	292,370
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a		
	b Less accumulated depreciation	10b		10c
	11 Investments—publicly traded securities	2,836,568	11	2,790,366
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11		15	3
16 Total assets. Add lines 1 through 15 (must equal line 34)	2,930,136	16	3,082,739	
Liabilities	17 Accounts payable and accrued expenses		17	
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	0	26	0
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	815,764	30	815,764
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds	2,114,372	32	2,266,975
33 Total net assets or fund balances	2,930,136	33	3,082,739	
34 Total liabilities and net assets/fund balances	2,930,136	34	3,082,739	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	931,544
2	Total expenses (must equal Part IX, column (A), line 25)	2	921,825
3	Revenue less expenses Subtract line 2 from line 1	3	9,719
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,930,136
5	Other changes in net assets or fund balances (explain in Schedule O)	5	142,884
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	3,082,739

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
2b	Were the organization's financial statements audited by an independent accountant?		No
2c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

2011

Open to Public Inspection

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
HENRIETTA M RILEY TRUST FOR WATCH TOWER

Employer identification number

38-6043103

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1 A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Other

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?
- (ii) a family member of a person described in (i) above?
- (iii) a 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		No
11g(ii)		No
11g(iii)		No

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
(A) WATCH TOWER BIBLE AND TRACT	111857820	501c3	Yes		Yes		Yes		914,008
Total									914,008

Part II Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV.) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						

12 Gross receipts from related activities, etc (See instructions) **12****13 First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** **Section C. Computation of Public Support Percentage****14** Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f)) **14****15** Public Support Percentage for 2010 Schedule A, Part II, line 14 **15****16a 33 1/3% support test—2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization **b 33 1/3% support test—2010.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization **17a 10%-facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization **b 10%-facts-and-circumstances test—2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization **18 Private Foundation** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in IRC 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12.)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	

- 19a 33 1/3% support tests—2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

Additional Data

Software ID:

Software Version:

EIN: 38-6043103

Name: HENRIETTA M RILEY TRUST FOR WATCH TOWER

Form 990, Special Condition Description:

Special Condition Description

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization HENRIETTA M RILEY TRUST FOR WATCH TOWER

Employer identification number 38-6043103

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), Aggregate value at end of year.

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply): Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically importantly land area, Preservation of a certified historic structure.

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

Table with 2 columns: Description, Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06.

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year

4 Number of states where property subject to conservation easement is located

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1
(ii) Assets included in Form 990, Part X

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1
b Assets included in Form 990, Part X

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a** Public exhibition
- b** Scholarly research
- c** Preservation for future generations
- d** Loan or exchange programs
- e** Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as

- a** Board designated or quasi-endowment ▶
- b** Permanent endowment ▶
- c** Term endowment ▶

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (Investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. (Column (b) should equal Form 990, Part X, col (B) line 12)		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) should equal Form 990, Part X, col (B) line 13)		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) OIL GAS & MINERAL INTEREST	3
Total. (Column (b) should equal Form 990, Part X, col.(B) line 15.)	3

Part X Other Liabilities. See Form 990, Part X, line 25.

1	(a) Description of Liability	(b) Amount
	Federal Income Taxes	
	See Additional Data Table	
Total. (Column (b) should equal Form 990, Part X, col (B) line 25)		

2. Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
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Schedule I (Form 990)

OMB No 1545-0047

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

2011

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22. Attach to Form 990

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization HENRIETTA M RILEY TRUST FOR WATCH TOWER

Employer identification number 38-6043103

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance...
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000.

Table with 8 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC Code section if applicable, (d) Amount of cash grant, (e) Amount of non-cash assistance, (f) Method of valuation, (g) Description of non-cash assistance, (h) Purpose of grant or assistance. Row 1: (1) WATCH TOWER BIBLE & TRACT SOC25 COLUMBIA HTS Brooklyn, NY 11201, EIN 11-1857820, IRC Code 501c3, Amount 914,008.

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
3 Enter total number of other organizations listed in the line 1 table

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.**
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization
HENRIETTA M RILEY TRUST FOR WATCH TOWER

Employer identification number

38-6043103

Identifier	Return Reference	Explanation
01 Governing body meeting documentation (Part VI, line 8a)		THIS TRUST IS UNDER PROBATE ADMINISTRATION AN ANNUAL REPORT IS SUBMITTED TO THE PROBATE COURT FOR APPROVAL
02 Form 990 governing body review (Part VI, line 11)		COPY OF TAX RETURN IS SUBMITTED TO TRUSTEE BEFORE IT IS FILED WITH THE INTERNAL REVENUE SERVICE FOR THE TRUSTEES REVIEW AND APPROVAL
03 Governing documents, etc, available to public (Part VI, line 19)		TAX RETURNS AND TRUST DOCUMENTS ARE MADE AVAILABLE TO THE PUBLIC UPON REQUEST EITHER BY PHONE OR BY MAIL
04 Explanation of other changes in net assets or fund balances (Part XI, line 5)		DEPLETION EXPENSE

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Statement Period May 01, 2011 Through April 30, 2012

Transaction Detail (Continued)

Date	Description	Principal Cash	Income Cash	Cost	Gain / Loss
Sales					
05/17/11	SOLD 50,000 UNITS PITNEY BOWES INC SER MTN 4 875% 08/15/2014 ON 05/12/2011 AT 107 286 THRU JP MORGAN CLEARING CORP	53,643 00		50,135 00-	3,508 00
05/18/11	SOLD 28,491 3 SHS ALTERNATIVE INVESTMENT FUND ON 05/15/2011 AT 12 0835	344,275 08		355,516 15-	11,241 07-
05/26/11	SOLD 20 SHS AUTOZONE INC ON 05/23/2011 AT 274 87 THRU SIDCO / CONVERGEX COMMISSIONS PAID 1 20 EXPENSES PAID 0 11	5,496 09		3,079 13-	2,416 96
05/26/11	SOLD 50 SHS BORG WARNER ON 05/23/2011 AT 67 58 THRU SIDCO / CONVERGEX COMMISSIONS PAID 3 00 EXPENSES PAID 0 07	3,375 93		2,262 76-	1,113 17
05/26/11	SOLD 360 SHS C H ROBINSON WORLDWIDE INC ON 05/23/2011 AT 79 5028 THRU SIDCO / CONVERGEX COMMISSIONS PAID 21 60 EXPENSES PAID 0 55	28,598 86		26,410 92-	2,187 94
05/26/11	SOLD 300 SHS COCA COLA CO ON 05/23/2011 AT 67 3709 THRU SIDCO / CONVERGEX COMMISSIONS PAID 18 00 EXPENSES PAID 0 39	20,192 88		18,231 00-	1,961 88
05/26/11	SOLD 100 SHS DEVON ENERGY CORPORATION ON 05/23/2011 AT 80 8802 THRU SIDCO / CONVERGEX COMMISSIONS PAID 6 00 EXPENSES PAID 0 16	8,081 86		8,006 23-	75 63
05/26/11	SOLD 140 SHS EMC CORP ON 05/23/2011 AT 27 3902 THRU SIDCO / CONVERGEX COMMISSIONS PAID 8 40 EXPENSES PAID 0 08	3,826 15		2,511 77-	1,314 38
05/26/11	SOLD 250 SHS FISERV INC ON 05/23/2011 AT 62 5615 THRU SIDCO / CONVERGEX COMMISSIONS PAID 15 00 EXPENSES PAID 0 31	15,625 07		15,448 57-	176 50
05/26/11	SOLD 250 SHS HARTFORD FINL SVCS GROUP INC ON 05/23/2011 AT 26 6301 THRU SIDCO / CONVERGEX COMMISSIONS PAID 15 00 EXPENSES PAID 0 13	6,642 40		7,195 48-	553 08-
05/26/11	SOLD 485 SHS INTEL CORP ON 05/23/2011 AT 22 8902 THRU SIDCO / CONVERGEX COMMISSIONS PAID 29 10 EXPENSES PAID 0 22	11,072 43		11,499 35-	426 92-

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Statement Period May 01, 2011 Through April 30, 2012

Transaction Detail (Continued)

Date	Description	Principal Cash	Income Cash	Cost	Gain / Loss
05/26/11	SOLD 50 SHS IBM CORP ON 05/23/2011 AT 168 06 THRU SIDCO / CONVERGEX COMMISSIONS PAID 3 00 EXPENSES PAID 0 17	8,399 83		5,724 50-	2,675 33
05/26/11	SOLD 400 SHS INTUIT INC ON 05/23/2011 AT 53 0802 THRU SIDCO / CONVERGEX COMMISSIONS PAID 24 00 EXPENSES PAID 0 41	21,207 67		10,434 32-	10,773 35
05/26/11	SOLD 200 SHS ISHARES S&P SM CAP 600 INDEX FD ON 05/23/2011 AT 71 9702 THRU SIDCO / CONVERGEX COMMISSIONS PAID 12 00 EXPENSES PAID 0 28	14,381 76		6,999 10-	7,382 66
05/26/11	SOLD 200 SHS ISHARES S&P SM CAP 600 VALUE ON 05/23/2011 AT 72 9315 THRU SIDCO / CONVERGEX COMMISSIONS PAID 12 00 EXPENSES PAID 0 29	14,574 01		9,829 00-	4,745 01
05/26/11	SOLD 50 SHS JOHNSON & JOHNSON ON 05/23/2011 AT 65 32 THRU SIDCO / CONVERGEX COMMISSIONS PAID 3 00 EXPENSES PAID 0 07	3,262 93		2,140 94-	1,121 99
05/26/11	SOLD 150 SHS LABORATORY CORP OF AMER HLDGS ON 05/23/2011 AT 98 5802 THRU SIDCO / CONVERGEX COMMISSIONS PAID 9 00 EXPENSES PAID 0 29	14,777 74		7,224 60-	7,553 14
05/26/11	SOLD 150 SHS LAUDER ESTEE COS INC ON 05/23/2011 AT 98 2312 THRU SIDCO / CONVERGEX COMMISSIONS PAID 9 00 EXPENSES PAID 0 29	14,725 39		9,044 86-	5,680 53
05/26/11	SOLD 200 SHS MICROSOFT CORP ON 05/23/2011 AT 24 0902 THRU SIDCO / CONVERGEX COMMISSIONS PAID 12 00 EXPENSES PAID 0 10	4,805 94		5,585 98-	780 04-
05/26/11	SOLD 1,145 SHS MYLAN LABS INC ON 05/23/2011 AT 23 1901 THRU SIDCO / CONVERGEX COMMISSIONS PAID 68 70 EXPENSES PAID 0 51	26,483 45		18,972 72-	7,510 73
05/26/11	SOLD 705 SHS NYSE EURONEXT ON 05/23/2011 AT 35 1505 THRU SIDCO / CONVERGEX COMMISSIONS PAID 42 30 EXPENSES PAID 0 48	24,738 32		14,549 28-	10,189 04
05/26/11	SOLD 50 SHS NETAPP INC ON 05/23/2011 AT 52 71 THRU SIDCO / CONVERGEX COMMISSIONS PAID 3 00 EXPENSES PAID 0 06	2,632 44		1,109 55-	1,522 89

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Statement Period May 01, 2011 Through April 30, 2012

Transaction Detail (Continued)

Date	Description	Principal Cash	Income Cash	Cost	Gain / Loss
05/26/11	SOLD 150 SHS NEXTERA ENERGY INC ON 05/23/2011 AT 57 7402 THRU SIDCO / CONVERGEX COMMISSIONS PAID 9 00 EXPENSES PAID 0 17	8,651 86		8,144 97-	506 89
05/26/11	SOLD 100 SHS OCCIDENTAL PETROLEUM CORP ON 05/23/2011 AT 99 0602 THRU SIDCO / CONVERGEX COMMISSIONS PAID 6 00 EXPENSES PAID 0 20	9,899 82		8,976 99-	922 83
05/26/11	SOLD 50 SHS ROPER INDS INC NEW ON 05/23/2011 AT 81 82 THRU SIDCO / CONVERGEX COMMISSIONS PAID 3 00 EXPENSES PAID 0 08	4,087 92		4,231 49-	143 57-
05/26/11	SOLD 175 SHS ROSS STORES INC ON 05/23/2011 AT 80 66 THRU SIDCO / CONVERGEX COMMISSIONS PAID 10 50 EXPENSES PAID 0 28	14,104 72		7,956 86-	6,147 86
05/26/11	SOLD 1,000 SHS SPDR KBW BANK ETF ON 05/23/2011 AT 24 4702 THRU SIDCO / CONVERGEX COMMISSIONS PAID 60 00 EXPENSES PAID 0 47	24,409 73		23,744 62-	665 11
05/26/11	SOLD 180 SHS SPDR S&P MIDCAP 400 ETF TR UNIT SER 1 STANDARD & POORS DEP RCPT ON 05/23/2011 AT 176 591 THRU SIDCO / CONVERGEX COMMISSIONS PAID 10 80 EXPENSES PAID 0 62	31,774 96		16,360 20-	15,414 76
05/26/11	SOLD 50 SHS SCHLUMBERGER LTD ON 05/23/2011 AT 81 86 THRU SIDCO / CONVERGEX COMMISSIONS PAID 3 00	4,090 00		2,500 80-	1,589 20
05/26/11	SOLD 105 SHS STERICYCLE INC ON 05/23/2011 AT 88 6703 THRU SIDCO / CONVERGEX COMMISSIONS PAID 6 30 EXPENSES PAID 0 18	9,303 90		5,842 03-	3,461 87
05/26/11	SOLD 200 SHS STRYKER CORP ON 05/23/2011 AT 62 7402 THRU SIDCO / CONVERGEX COMMISSIONS PAID 12 00 EXPENSES PAID 0 25	12,535 79		6,946 37-	5,589 42
05/26/11	SOLD 480 SHS TRAVELERS COS INC ON 05/23/2011 AT 61 7902 THRU SIDCO / CONVERGEX COMMISSIONS PAID 28 80 EXPENSES PAID 0 57	29,629 93		20,888 75-	8,741 18
05/26/11	SOLD 100 SHS US BANCORP ON 05/23/2011 AT 24 9802 THRU SIDCO / CONVERGEX COMMISSIONS PAID 6 00 EXPENSES PAID 0 05	2,491 97		1,204 85-	1,287 12

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Statement Period May 01, 2011 Through April 30, 2012

Transaction Detail (Continued)

Date	Description	Principal Cash	Income Cash	Cost	Gain / Loss
05/26/11	SOLD 1,850 SHS VANGUARD EMERG MKTS STOCK ETF ON 05/23/2011 AT 46 6402 THRU SIDCO / CONVERGEX COMMISSIONS PAID 111 00 EXPENSES PAID 1 66	86,171 71		86,154 50-	17 21
05/26/11	SOLD 350 SHS VERIZON COMMUNICATIONS ON 05/23/2011 AT 36 8002 THRU SIDCO / CONVERGEX COMMISSIONS PAID 21 00 EXPENSES PAID 0 25	12,858 82		12,687 44-	171 38
05/26/11	SOLD 250 SHS WAL-MART STORES INC ON 05/23/2011 AT 55 2502 THRU SIDCO / CONVERGEX COMMISSIONS PAID 15 00 EXPENSES PAID 0 27	13,797 28		13,528 68-	268 60
05/26/11	SOLD 270 SHS CHECK POINT SOFTWARE TECH ADR ON 05/23/2011 AT 54 3703 THRU SIDCO / CONVERGEX COMMISSIONS PAID 16 20	14,663 78		7,743 12-	6,920 66
06/02/11	SOLD 200 SHS ORACLE CORPORATION ON 05/27/2011 AT 33 6542 THRU SIDCO / CONVERGEX COMMISSIONS PAID 8 00 EXPENSES PAID 0 13	6,722 71		4,929 56-	1,793 15
06/02/11	SOLD 155 SHS INTUIT INC ON 05/27/2011 AT 53 4043 THRU SIDCO / CONVERGEX COMMISSIONS PAID 6 20 EXPENSES PAID 0 16	8,271 31		4,043 30-	4,228 01
06/02/11	SOLD 190 SHS STERICYCLE INC ON 05/27/2011 AT 88 4581 THRU SIDCO / CONVERGEX COMMISSIONS PAID 7 60 EXPENSES PAID 0 32	16,799 12		10,288 29-	6,510 83
06/02/11	SOLD 250 SHS WAL-MART STORES INC ON 05/27/2011 AT 54 7765 THRU SIDCO / CONVERGEX COMMISSIONS PAID 10 00 EXPENSES PAID 0 26	13,683 87		13,394 50-	289 37
06/16/11	SOLD 1,050 SHS GAP INC ON 06/13/2011 AT 17 5801 THRU SIDCO / CONVERGEX COMMISSIONS PAID 42 00 EXPENSES PAID 0 35	18,416 75		20,485 29-	2,068 54-
06/16/11	SOLD 250 SHS MEDCO HEALTH SOLUTIONS INC ON 06/13/2011 AT 56 3195 THRU SIDCO / CONVERGEX COMMISSIONS PAID 10 00 EXPENSES PAID 0 27	14,069 60		15,912 45-	1,842 85-
06/16/11	SOLD 200 SHS QUALCOMM INC ON 06/13/2011 AT 54 3939 THRU SIDCO / CONVERGEX COMMISSIONS PAID 8 00 EXPENSES PAID 0 21	10,870 57		11,283 96-	413 39-

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Statement Period May 01, 2011 Through April 30, 2012

Transaction Detail (Continued)

Date	Description	Principal Cash	Income Cash	Cost	Gain / Loss
07/07/11	SOLD 100 SHS GOLDMAN SACHS GROUP INC ON 07/01/2011 AT 135 6188 THRU SIDCO / CONVERGEX COMMISSIONS PAID 4 00 EXPENSES PAID 0 26	13,557 62		13,599 97-	42 35-
07/07/11	SOLD 360 SHS BORG WARNER ON 07/01/2011 AT 81 1623 THRU SIDCO / CONVERGEX COMMISSIONS PAID 14 40 EXPENSES PAID 0 56	29,203 46		17,551 65-	11,651 81
07/27/11	SOLD 1,500 SHS BANK OF AMERICA CORP ON 07/22/2011 AT 10 1433 THRU SIDCO / CONVERGEX COMMISSIONS PAID 60 00 EXPENSES PAID 0 29	15,154 66		17,250 00-	2,095 34-
07/27/11	SOLD 630 SHS HARTFORD FINL SVCS GROUP INC ON 07/22/2011 AT 24 0035 THRU SIDCO / CONVERGEX COMMISSIONS PAID 25 20 EXPENSES PAID 0 29	15,096 72		15,431 25-	334 53-
07/27/11	SOLD 100 SHS LAUDER ESTEE COS INC ON 07/22/2011 AT 107 4284 THRU SIDCO / CONVERGEX COMMISSIONS PAID 4 00 EXPENSES PAID 0 20	10,738 64		6,029 91-	4,708 73
07/27/11	SOLD 150 SHS NIKE INC CL B ON 07/22/2011 AT 91 6516 THRU SIDCO / CONVERGEX COMMISSIONS PAID 6 00 EXPENSES PAID 0 27	13,741 47		9,654 13-	4,087 34
08/25/11	SOLD 260 SHS NETAPP INC ON 08/22/2011 AT 35 74 THRU SIDCO / CONVERGEX COMMISSIONS PAID 15 60 EXPENSES PAID 0 18	9,276 62		8,433 41-	843 21
08/25/11	SOLD 220 SHS ORACLE CORPORATION ON 08/22/2011 AT 25 0802 THRU SIDCO / CONVERGEX COMMISSIONS PAID 13 20 EXPENSES PAID 0 10	5,504 35		5,355 52-	148 83
08/29/11	SOLD 400 SHS ROYAL CARIBBEAN CRUISES LTD ON 08/24/2011 AT 23 7642 THRU SIDCO / CONVERGEX COMMISSIONS PAID 16 00 EXPENSES PAID 0 18	9,489 50		15,706 20-	6,216 70-
10/21/11	SOLD 4,800 SHS PROSHARES CREDIT SUISSE 130/30 ON 10/18/2011 AT 55 4465 THRU SIDCO / CONVERGEX COMMISSIONS PAID 192 00 EXPENSES PAID 5 11	265,946 09		292,592 16-	26,646 07-
10/21/11	SOLD 5,850 SHS INDEXIQ ETF TR ON 10/18/2011 AT 24 2491 THRU SIDCO / CONVERGEX COMMISSIONS PAID 234 00 EXPENSES PAID 2 73	141,620 51		148,855 59-	7,235 08-

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Statement Period May 01, 2011 Through April 30, 2012

Transaction Detail (Continued)

Date	Description	Principal Cash	Income Cash	Cost	Gain / Loss
11/14/11	SOLD 400 SHS GENERAL CABLE CORP ON 11/08/2011 AT 27 4506 THRU SIDCO / CONVERGEX COMMISSIONS PAID 16 00 EXPENSES PAID 0 21	10,964 03		16,569 00-	5,604 97-
11/14/11	SOLD 145 SHS FRANKLIN RES INC ON 11/08/2011 AT 109 13 THRU SIDCO / CONVERGEX COMMISSIONS PAID 8 70 EXPENSES PAID 0 30	15,814 85		16,937 75-	1,122 90-
03/01/12	MATURED 50,000 UNITS HEWLETT PACKARD CO 5 25% 03/01/2012	50,000 00		50,122 00-	122 00-
	NET CASH MANAGEMENT	84,699 97	8,868 18	93,568 15-	
Total Sales		1,708,933 84	8,868 18	1,626,816 92-	90,985 10
Noncash Transactions					
05/04/11	ADJUSTMENT TO BOOK VALUE FOR COMMON FUND GAIN ALTERNATIVE INVESTMENT FUND EFFECTIVE 04/30/2011				
05/18/11	ADJUSTMENT TO BOOK VALUE FOR COMMON FUND GAIN ALTERNATIVE INVESTMENT FUND EFFECTIVE 05/15/2011				
Total Noncash Transactions		0 00	0 00	0 00	0 00
	NET TAX LOT ADJUSTMENTS			2,053 18	
Total		0 00	0 00	2,053 18	2,053 18
Ending Balance		0 00	0 00	3,082,739 43	93,038 28

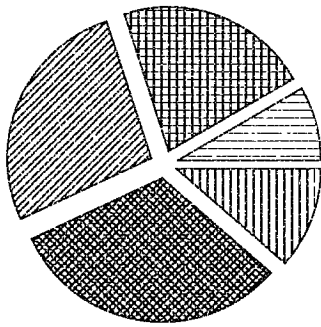
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Statement Period May 01, 2011 Through April 30 2012

Investment Portfolio Summary



	Tax Cost	Market Value	Percent
CASH AND EQUIVALENTS	292,370.42	292,370.42	8.2%
EQUITIES	569,104.82	773,420.03	21.8%
EQUITIES - OTHER	766,998.05	955,724.15	26.9%
FIXED INCOME	1,062,550.25	1,130,606.50	31.8%
FIXED INCOME - OTHER	391,712.89	402,763.52	11.3%
OTHER ASSETS	3.00	3.00	0.0%
Total	3,082,739.43	3,554,887.62	100.0%

Investment Detail

Description		Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Income Cash And Equivalents					
Cash					
INCOME CASH		0.00			
** Total Cash	Sub-Total	0.00		0.00	0.00
		0.00		0.00	
Short Term Investments					
FIDELITY INST GOVERNMENT-III		8,992.99	1.00	0.90	0.01
		8,992.99	1.00		
** Total Short Term Investments	Sub-Total	8,992.99		0.90	0.01
		8,992.99		0.00	
* Total Income Cash And Equivalents		8,992.99		0.90	0.01
		8,992.99		0.00	
Principal Cash And Equivalents					
Cash					
PRINCIPAL CASH		0.00			
** Total Cash	Sub-Total	0.00		0.00	0.00
		0.00		0.00	
Short Term Investments					
FIDELITY INST GOVERNMENT-III		283,377.43	1.00	28.34	0.01
		283,377.43	1.00		
** Total Short Term Investments	Sub-Total	283,377.43		28.34	0.01
		283,377.43		0.00	
* Total Principal Cash And Equivalents		283,377.43		28.34	0.01
		283,377.43		0.00	

Account Statement

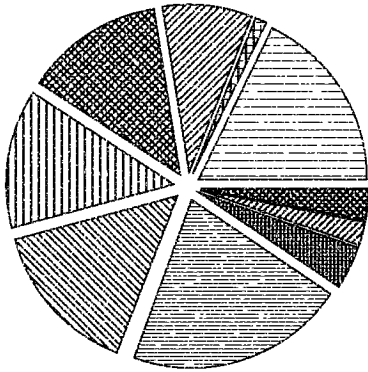
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Investment Detail (Continued)

Equity Diversification Summary



Industry Sector	Market Value	Percent
CONSUMER DISCRETIONARY	137,186.00	17.7%
CONSUMER STAPLES	9,540.00	1.2%
ENERGY	66,402.10	8.6%
FINANCIALS	103,642.00	13.4%
HEALTHCARE	102,385.38	13.3%
INDUSTRIALS	116,906.55	15.1%
INFORMATION TECHNOLOGY	164,306.70	21.3%
MATERIALS	32,484.10	4.2%
TELECOMMUNICATION SERVICES	16,757.70	2.1%
UTILITIES	23,809.50	3.1%
Total	773,420.03	100.0%

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Equities						
Consumer Discretionary						
AUTOZONE INC	AZO	75.000	29,712.00 11,546.76	396.16 152.96	18,165.24	
COACH INC	COH	150.000	10,974.00 7,820.62	73.16 52.14	135.00 3,153.38	1.23
DIRECTV CL A	DTV	605.000	29,814.40 26,496.31	49.28 43.80	3,316.09	
MACYS INC	M	600.000	24,612.00 18,159.66	41.02 30.27	480.00 6,452.34	1.95
NIKE INC CL B	NKE	200.000	22,374.00 10,911.26	111.87 54.56	288.00 11,462.74	1.29
TARGET CORP	TGT	340.000	19,699.60 17,098.83	57.94 50.29	408.00 2,600.77	2.07
** Total Consumer Discretionary		Sub-Total	137,186.00 92,035.44		1,311.00 45,150.56	0.96
Consumer Staples						
COCA COLA CO	KO	125.000	9,540.00 7,753.75	76.32 62.03	255.00 1,786.25	2.67
** Total Consumer Staples		Sub-Total	9,540.00 7,753.75		255.00 1,786.25	2.67
Energy						
CONOCOPHILLIPS	COP	325.000	23,273.75 12,920.23	71.63 39.75	858.00 10,359.52	3.69

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Statement Period May 01, 2011 Through April 30 2012

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Energy						
DENBURY RESOURCES INC CGM NEW	DNR	1,000 000	19,040 00 20 817 20	19 04 20 82	1,777 20	
DEVON ENERGY CORPORATION	DVN	175 000	12 223 75 11,613 99	69 85 66 57	140 00 609 76	1 15
OCCIDENTAL PETROLEUM CORP	OXY	130 000	11 858 60 10,567 09	91 22 82 05	280 80 1 191 51	2 37
** Total Energy		Sub-Total	66,407 10 56,018 51		1,278 80 10 383 59	1 93
Financials						
BB&T CORP	BBT	600 000	19 224 00 15,720 72	32 04 26 20	480 00 3 503 28	2 50
JPMORGAN CHASE & CO	JPM	650 000	27,937 00 26 943 54	42 98 41 45	780 00 993 46	2 79
US BANCCRP	USB	800 000	25,736 00 9,638 80	32 17 12 05	624 00 15,037 20	2 42
VISA INC CL A	V	250 000	30,745 00 19,292 43	122 98 77 17	220 00 11 452 57	0 72
** Total Financials		Sub-Total	103,642 00 71,595 49		2,104 00 32,046 51	2 03
Healthcare						
CEL GENE CORP	CELG	295 000	21,512 88 16,529 61	72 93 56 03	4 983 27	
JOHNSON & JOHNSON	JNJ	400 000	26 040 00 19 792 15	65 10 49 48	976 00 6 247 85	3 75
LABORATORY CORP OF AMER HLDGS	LH	150 000	13,183 50 4 143 45	87 69 27 62	9 040 05	
LIFE TECHNOLOGIES CORP	LIFE	300 000	13,906 00 15,077 31	46 36 50 26	1,169 31-	
MYLAN LABS INC	MYL	650 000	14 098 50 15 132 13	21 69 23 28	156 00 1,033 63-	1 11
STRYKER CORP	SYK	250 000	13 642 50 4 735 94	54 57 18 94	212 50 8,906 56	1 56
** Total Healthcare		Sub-Total	102,385 38 75,410 59		1,344 50 26,974 79	1 31
Industrials						
CATERPILLAR INC	CAT	165 000	16,357 05 12 556 70	102 77 76 10	303 60 4,400 35	1 79
GRAINGER W W INC	GWW	160 000	33,251 20 15 743 12	207 82 98 39	512 00 17 508 08	1 54

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Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Industrials						
ITC HLDGS CORP	ITC	230 000	17,815 80 17 215 41	77 46 74 85	324 30 600 39	1 82
NORFOLK SOUTHERN CORP SOUTHERN CORP	NSC	300 000	21 879 00 21,371 94	72 93 71 24	564 00 507 06	2 58
ROPER INDS INC NEW	ROP	265 000	27 003 50 18,876 92	101 90 71 23	145 75 8 126 58	0 54
** Total Industrials		Sub-Total	116,906 55 85,764 09		1,849 65 31 142 46	1 58
Information Technology						
APPLE INC	AAPL	95 000	55 478 10 31,443 36	583 98 330 98	24 034 74	
EMC CORP	EMC	370 000	10,437 70 6 667 40	28 21 18 02	3,770 30	
FISERV INC	FISV	150 000	10,543 50 8,425 81	70 29 56 17	2,117 69	
INTEL CORP	INTC	940 000	26,691 30 20,160 71	28 40 21 45	789 60 6 530 59	2 96
IBM CORP	IBM	150 000	31 062 00 18,973 50	207 08 126 49	510 00 12,088 50	1 64
MICROSOFT CORP	MSFT	910 000	30,091 10 25 561 84	32 02 27 19	752 00 4,532 26	2 50
** Total Information Technology		Sub-Total	164,306 70 111,232 62		2,051 60 53 074 08	1 25
Materials						
CLIFFS NAT RES INC	CLF	185 000	11,518 10 11 391 04	62 26 61 57	462 50 127 06	4 02
NEWMONT MNG CORP	NEM	440 000	20,966 00 24,263 40	47 65 55 14	616 00 3 297 40	2 94
** Total Materials		Sub-Total	32,484 10 35 654 44		1 078 50 3,170 34	3 32
Telecommunication Services						
VERIZON COMMUNICATIONS	VZ	415 000	16,757 70 14,471 05	40 38 34 87	830 00 2 286 65	4 95
** Total Telecommunication Services		Sub-Total	16,757 70 14,471 05		830 00 2,286 65	4 95
Utilities						
NEXTERA ENERGY INC	NEE	370 000	23 809 50 19,168 84	64 35 51 81	888 00 4 640 66	3 73
** Total Utilities		Sub-Total	23,809 50 19 168 84		888 00 4 640 66	3 73
* Total Equities			773,420 03 569 104 82		12,991 05 204,315 21	1 68

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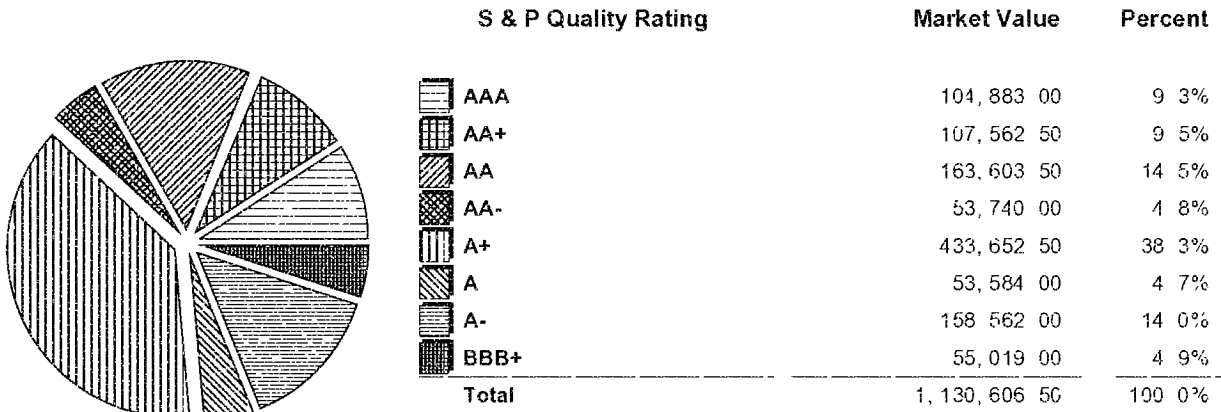
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Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Equities - Other						
Foreign Stock						
SCHLUMBERGER LTD	SLB	220 000	16 310 80 11,406 72	74 14 51 85	242 00 4,904 08	1 48
INVESCO LTD	IVZ	700 000	17,388 00 15 870 96	24 84 22 67	483 00 1,517 04	2 78
** Total Foreign Stock		Sub-Total	33,698 80 27,277 68		725 00 6 421 12	2 15
Mutual Funds						
ISHARES MSCI EAFE INDEX FD	EFA	3 025 000	162,593 75 147 811 98	53 75 48 85	5,172 75 14 781 77	3 18
ISHARES COHEN & STEERS RLTY	ICF	1 950 000	153,543 00 141,743 36	78 74 72 69	4 290 00 11 799 64	2 79
ISHARES S&P SM CAP 600 INDEX FD	IJR	1,025 000	77 151 75 32 428 59	75 27 31 64	813 85 44,723 16	1 05
ISHARES S&P SM CAP 600 VALUE	IJS	1 000 000	77 070 00 49 145 00	77 07 49 15	965 00 27,925 00	1 25
POWERSHARES DE COMMODITY INDEX T	DBC	5,050 000	143,470 50 146 390 92	28 41 28 99	3,838 00 2,920 42	2 68
SPDR S&P MIDCAP 400 ETF 1R UNIT SER 1 STANDARD & POQRS DEP RC PT	MDY	820 000	147 764 00 68,905 80	180 20 84 63	1,355 46 78 858 20	0 92
VANGUARD EMERG MKTS STOCK ETF	VWO	3,770 000	160 432 35 153,294 72	42 56 40 66	3,415 62 7 137 63	2 13
** Total Mutual Funds		Sub-Total	922,025 35 739,720 37		19,850 68 182 304 98	2 15
* Total Equities - Other			955,724 15 766 998 05		20,575 68 188,726 10	2 15

Bond Quality Summary



Account Statement

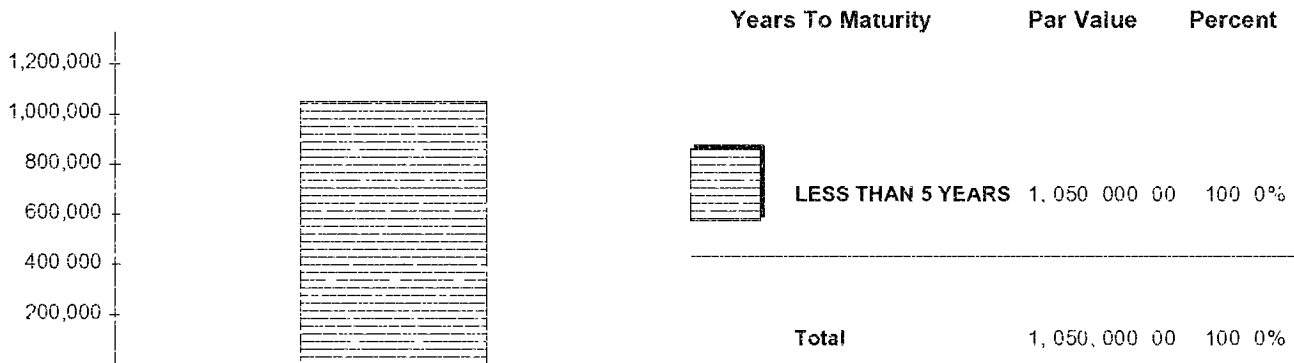
Account Number 1045001628

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Statement Period May 01, 2011 Through April 30 2012

Investment Detail (Continued)

Bond Maturity Summary



Average Time To Maturity: 2.2 Years

Current Yield: 4.03%

Description	Rating	Par Value	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Yield Current/ Maturity
Fixed Income						
U S Federal Agencies						
FEDERAL HOME LN BKS 7% 08/15/2014	AA+	50,000.00	57,426.00 50,087.50	114.65 100.18	3,500.00 7,338.50	6.09 0.48
** Total U S Federal Agencies		Sub- Total	57,426.00 50,087.50		3,500.00 7,338.50	6.09
Corporate Bonds						
AT&T INC 4.95% 01/15/2013	A-	50,000.00	51,540.00 50,636.50	103.08 101.27	2,475.00 903.50	4.80 0.59
CISCO SYS INC 2.9% 11/17/2014	A+	100,000.00	105,911.00 101,740.00	105.91 101.74	2,900.00 4,171.00	2.74 0.56
GOLDMAN SACHS GROUP INC 5.7% 09/01/2012	A-	50,000.00	50,743.00 50,712.50	101.49 101.43	2,350.00 30.50	5.62 1.25
IBM CORP N7 2.1% 05/06/2013	A+	50,000.00	50,835.50 50,380.50	101.67 100.76	1,050.00 455.00	2.07 0.45
JPMORGAN CHASE & CO FDIC GTD TLG 2.125% 06/22/2012	AA+	50,000.00	50,136.50 50,126.75	100.27 100.26	1,062.50 7.75	2.12 0.23
LOWES COS INC 5% 10/15/2015	A-	50,000.00	56,279.00 50,545.00	112.56 101.09	2,500.00 5,734.00	4.44 1.28
MERCK & CO INC 4% 06/30/2015	AA	100,000.00	109,999.00 105,044.00	110.00 105.04	4,000.00 4,565.00	3.64 0.80
MICROSOFT CORP 2.95% 06/01/2014	AAA	100,000.00	104,863.00 101,758.00	104.88 101.76	2,950.00 3,125.00	2.81 0.59
NATIONSBANK CORP SUB N7S 7.75% 08/15/2015	BBB+	50,000.00	55,019.00 50,530.50	110.04 101.06	3,875.00 4,488.50	7.04 4.44



Account Statement

Account Number 1045001628

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Statement Period May 01, 2011 Through April 30 2012

Investment Detail (Continued)

Description	Rating	Par Value	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Yield Current/ Maturity
Corporate Bonds						
ORACLE CORPORATION 3 75% 07/08/2014	A+	100,000 000	106,899 00 104 151 00	106 90 104 15	3 750 00 2,748 00	3 51 0 57
PFIZER INC 4 5% 02/15/2014	AA	50 000 000	53 604 50 49,068 00	107 21 98 14	2,250 00 4 536 50	4 20 0 46
PRINCIPAL LIFE INCOME FUNDINGS 5 1% 04/15/2014	A	50,000 000	53 591 00 49,212 00	107 17 98 42	2,550 00 4 372 00	4 76 1 38
PROCTER & GAMBLE CO NT 3 5% 02/15/2015	AA-	50,000 000	55 740 00 50 005 00	107 48 100 17	1,750 00 3 655 00	3 26 0 79
TARGET CORP 5 875% 07/15/2016	A+	50 000 000	59,339 50 50 568 00	118 68 101 14	2 937 50 8 771 50	4 95 1 30
** Total Corporate Bonds		Sub- Total	962,513 00 914,559 75		36,900 00 47,953 25	3 83
Foreign Bds, Notes & Debentures						
BHP FINANCE USA LTD 5 4% 03/29/2017	A+	50,000 000	58,771 50 48,700 00	117 54 97 40	2,700 00 10,071 50	4 59 1 67
CREDIT SUISSE FIRST BOSTON N Y B 5% 05/15/2013	A+	50,000 000	51,896 00 49,203 00	103 79 98 41	2 500 00 2 693 00	4 82 1 32
** Total Foreign Bds, Notes & Debentures		Sub- Total	110,667 50 97,903 00		5,200 00 12,764 50	4 70
* Total Fixed Income			1,130,606 50 1,062,550 25		45,600 00 68,056 25	4 03
Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Fixed Income - Other						
Mutual Funds Taxable						
FEDERATED ADJUSTABLE RATE SECS F	FEUGX	3 849 101	37,952 14 37 436 60	9 86 9 73	361 82 515 54	0 95
PIMCO TOTAL RETURN FD INSTL	PTTRX	14 794 770	164,987 52 158,076 28	11 22 10 75	5,352 54 6,911 24	3 24
VANGUARD S/T CORPORATE FD-ADM	VFSUX	18,570 991	199 823 86 196,200 01	10 76 10 56	5,478 44 3 623 85	2 74
** Total Mutual Funds Taxable		Sub- Total	402,763 52 391,712 89		11 192 80 11,050 63	2 78
* Total Fixed Income - Other			402,763 52 391,712 89		11,192 80 11,050 63	2 78
Other Assets						
Oil And Gas Interests						
SUMMARY ASSET FOR ALL OIL, GAS AND MINERAL INTERESTS	OIL GAS	3 000	3 00 3 00	1 00 1 00		
** Total Oil And Gas Interests		Sub- Total	3 00 3 00		0 00 0 00	0 00

Account Statement

Account Number 1045001628

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Statement Period May 01, 2011 Through April 30 2012

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Other Assets						
* Total Other Assets			3 00 3 00		0 00 0 00	0 00
Total Principal Assets						
			3,545,894 63 3,073,746 44		90,387 87 472,148 19	2 55
Total Income Assets						
			8,992 99 8,992 99		0 90 0 00	0 01
Grand Total Assets						
			3 554,887 62 3,082,739 43		90 388 77 472,148 19	2 54

H M RILEY TRUST FOR WATCH TOWER BIBLE AND TRACT SOCIETY
Period 5/1 /2011 to 4/30/2012
Royalty Income and Expenses

Royalty Income 952,561 00

Expenses

Property Tax	26,521 00	
Ad Valorem Tax	84 00	
Trustee Fee	30,213 00	
Depletion	142,884 00	
Total expenses	<u>199,702 00</u>	
		<u>752,859 00</u>