

**UNITED STATES HOUSE OF REPRESENTATIVES  
CALENDAR YEAR 2012 FINANCIAL DISCLOSURE STATEMENT**

**FORM A**  
For use by Members, officers, and employees

Page 1 of 31

GEORGE J. (MIKE) KELLY

(Full Name)

(Daytime Telephone)

Filer Status:  Member of the U.S. House of Representatives  
State: PA District: 03

Officer Or Employee  
Employing Office:

Report Type:  Annual (May 15)

Amendment

Termination

Termination Date:

**A \$200 penalty shall be assessed against anyone who files more than 30 days late.**

(Office Use Only)

2013 JUN 13 PM 1:54

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**HAND DELIVERED**

**PRELIMINARY INFORMATION -- ANSWER EACH OF THESE QUESTIONS**

|  |   |  |   |
|--|---|--|---|
| I. Did you or your spouse have "earned" income (e.g., salaries or fees) of \$200 or more from any source in the reporting period?<br>If yes, complete and attach Schedule I.   | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> | VI. Did you, your spouse, or a dependent child receive any reportable gift in the reporting period (i.e., aggregating more than \$350 and not otherwise exempt)?<br>If yes, complete and attach Schedule VI.             | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> |
| II. Did any individual or organization make a donation to charity in lieu of paying you for a speech, appearance, or article in the reporting period?<br>If yes, complete and attach Schedule II.  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> | VII. Did you, your spouse, or a dependent child receive any reportable travel or reimbursements for travel in the reporting period (worth more than \$350 from one source)?<br>If yes, complete and attach Schedule VII. | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> |
| III. Did you, your spouse, or a dependent child receive "unearned" income of more than \$200 in the reporting period or hold any reportable asset worth more than \$1,000 at the end of the period?<br>If yes, complete and attach Schedule III. | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> | VIII. Did you hold any reportable positions on or before the date of filing in the current calendar year?<br>If yes, complete and attach Schedule VIII.  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> |
| IV. Did you, your spouse, or dependent child purchase, sell, or exchange any reportable asset in a transaction exceeding \$1,000 during the reporting period?<br>If yes, complete and attach Schedule IV.  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> | IX. Did you have any reportable agreement or arrangement with an outside entity?<br>If yes, complete and attach Schedule IX.   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> |
| V. Did you, your spouse, or a dependent child have any reportable liability (more than \$10,000) during the reporting period?<br>If yes, complete and attach Schedule V.   | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> | Each question in this part must be answered and the appropriate schedule attached for each "Yes" response.   |   |

**IPO and EXCLUSION OF SPOUSE, DEPENDENT, OR TRUST INFORMATION -- ANSWER EACH OF THESE QUESTIONS**

IPO-- Did you purchase any shares that were allocated as a part of an Initial Public Offering? Yes  No

Trusts-- Details regarding "Qualified Blind Trusts" approved by the Committee on Ethics and certain other "excepted trusts" need not be disclosed. Have you excluded from this report details of such a trust benefiting you, your spouse, or dependent child? Yes  No

Exemptions-- Have you excluded from this report any other assets, "unearned" income, transactions, or liabilities of a spouse or dependent child because they meet all three tests for exemption? Do not answer "yes" unless you have first consulted with the Committee on Ethics. Yes  No

**SCHEDULE I - EARNED INCOME**

Name GEORGE J. (MIKE) KELLY

Page 2 of 31

List the source, type, and amount of earned income from any source (other than the filer's current employment by the U.S. Government) totaling \$200 or more during the preceding calendar year. For a spouse, list the source and amount of any honoraria; list only the source for other spouse earned income exceeding \$1,000.

| Source                                     | Type                               | Amount   |
|--|------------------------------------|----------|
| Kelly Chevrolet Cadillac, Inc., Butler, PA | Spouse Salary                      | N/A      |
| Kelly Chevrolet Cadillac, Inc., Butler, PA | Salary - compensation for services | \$24,000 |

**SCHEDULE III - ASSETS AND "UNEARNED" INCOME**

Name **GEORGE J. (MIKE) KELLY**

Page 3 of 31

| BLOCK A<br><b>Asset and/or Income Source</b><br><small>Identify (a) each asset held for investment or production of income with a fair market value exceeding \$1,000 at the end of the reporting period, and (b) any other reportable asset or sources of income which generated more than \$200 in "unearned" income during the year.<br/>Provide complete names of stocks and mutual funds (do not use ticker symbols.)<br/>For all IRAs and other retirement plans (such as 401(k) plans) provide the value for each asset held in the account that exceeds the reporting thresholds.<br/>For rental or other real property held for investment, provide a complete address or a description, e.g., "rental property," and a city and state.<br/>For an ownership interest in a privately-held business that is not publicly traded, state the name of the business, the nature of its activities, and its geographic location in Block A.<br/>Exclude: Your personal residence, including second homes and vacation homes (unless there was rental income during the reporting period); any deposits totaling \$5,000 or less in a personal checking or saving accounts; and any financial interest in, or income derived from, a federal retirement program, including the Thrift Savings Plan.<br/>If you so choose, you may indicate that an asset or income source is that of your spouse (SP) or dependent child (DC), or is jointly held with your spouse (JT), in the optional column on the far left.<br/>For a detailed discussion of Schedule III requirements, please refer to the instruction booklet.</small> | BLOCK B<br><b>Year-End Value of Asset</b><br><small>Indicate value of asset at close of reporting year. If you use a valuation method other than fair market value, please specify the method used.<br/>If an asset was sold during the reporting year and is included only because it generated income, the value should be "None."<br/>* This column is for assets held solely by your spouse or dependent child.</small> | BLOCK C<br><b>Type of Income</b><br><small>Check all columns that apply. For retirement accounts that do not allow you to choose specific investments or that generate tax-deferred income (such as 401(k) plans or IRAs), you may check the "None" column. Dividends, interest, and capital gains, even if reinvested, must be disclosed as income. Check "None" if the asset generated no income during the reporting period.</small> | BLOCK D<br><b>Amount of Income</b><br><small>For assets for which you checked "Tax-Deferred" in Block C, you may check the "None" column. For all other assets, indicate the category of income by checking the appropriate box below. Dividends, interest, and capital gains, even if reinvested, must be disclosed as income. Check "None" if no income was earned or generated.<br/>* This column is for income generated by assets held solely by your spouse or dependent child.</small> | BLOCK E<br><b>Transaction</b><br><small>Indicate if asset had purchases (P), sales (S), or exchanges (E) exceeding \$1,000 in reporting year.</small> |
|---|---|---|---|---|
| <p>Kelly Chevrolet Cadillac, Inc.,<br/>Automotive Dealership, Butler,<br/>PA</p>  | <p>\$50,001 -<br/>\$100,000</p>   | <p>Business income</p>  | <p>\$15,001 - \$50,000</p>  | <p>Footnote</p>   |
| <p>Mike Kelly Hyundai, Inc.,<br/>Automotive Dealership, Butler,<br/>PA</p>  | <p>\$1,001 -<br/>\$15,000</p>   | <p>S Corporation</p>  | <p>\$2,501 - \$5,000</p>  | <p>Footnote</p>   |
| <p>Mike Kelly Automotive, Inc,<br/>Auto Dealership, Butler, PA</p>  | <p>None</p>   | <p>None</p>   | <p>NONE</p>   | <p>S</p>  |
| <p>JT<br/>Claddagh Property LP - Real<br/>Estate - Pittsburgh Rd., Butler<br/>County, PA</p>  | <p>\$1,000,001 -<br/>\$5,000,000</p>  | <p>Rent</p>   | <p>\$100,001 -<br/>\$1,000,000</p>  |   |
| <p>Land 12.67 acres, Route 8,<br/>Butler County, PA</p>   | <p>\$15,001 -<br/>\$50,000</p>  | <p>None</p>   | <p>NONE</p>   |   |

**SCHEDULE III - ASSETS AND "UNEARNED" INCOME**

Name GEORGE J. (MIKE) KELLY

Page 4 of 31

|    |  |                       |                       |                    |  |
|----|--|-----------------------|-----------------------|--------------------|--|
| SP | PC Exploration Ltd Ptr 1985,<br>Warrendale, PA | \$1,001 -<br>\$15,000 | Partnership<br>Income | \$5,001 - \$15,000 |  |
| SP | PC Exploration Ltd Ptr 1989,<br>Warrendale, PA | \$1,001 -<br>\$15,000 | Partnership<br>Income | \$5,001 - \$15,000 |  |
| SP | PC Exploration Ltd Ptr 2000,<br>Warrendale, PA | \$1 - \$1,000         | Partnership<br>Income | \$5,001 - \$15,000 |  |
| SP | PC Exploration Ltd Ptr 2001,<br>Warrendale, PA | \$1 - \$1,000         | Partnership<br>Income | \$2,501 - \$5,000  |  |
| SP | PC Exploration Ltd Ptr 2002,<br>Warrendale, PA | \$1 - \$1,000         | Partnership<br>Income | \$2,501 - \$5,000  |  |
| SP | PC Exploration Ltd Ptr 2006,<br>Warrendale, PA | \$1,001 -<br>\$15,000 | Partnership<br>Income | \$5,001 - \$15,000 |  |
| SP | PC Exploration Ltd Ptr 2007,<br>Warrendale, PA | \$1,001 -<br>\$15,000 | Partnership<br>Income | \$2,501 - \$5,000  |  |
| SP | PC Exploration Ltd Ptr 2007,<br>Warrendale, PA | \$1,001 -<br>\$15,000 | Partnership<br>Income | \$2,501 - \$5,000  |  |
| SP | PC Exploration Ltd Ptr 2008,<br>Warrendale, PA | \$1,001 -<br>\$15,000 | Partnership<br>Income | \$1,001 - \$2,500  |  |
| SP | PC Exploration Ltd Ptr 2008,<br>Warrendale, PA | \$1,001 -<br>\$15,000 | Partnership<br>Income | \$1,001 - \$2,500  |  |
| SP | PC Exploration Ltd Ptr 2009,<br>Warrendale, PA | \$1,001 -<br>\$15,000 | Partnership<br>Income | \$5,001 - \$15,000 |  |
|    | Campbells Gas Partners 2005,<br>Indiana, PA    | \$1 - \$1,000         | Partnership<br>Income | NONE               |  |
| SP | Campbells Gas Partners 2005,<br>Indiana, PA    | \$1 - \$1,000         | Partnership<br>Income | NONE               |  |
|    | PATA Federal Credit Union<br>account           | \$1,001 -<br>\$15,000 | INTEREST              | \$1 - \$200        |  |

**SCHEDULE III - ASSETS AND "UNEARNED" INCOME**

Name GEORGE J. (MIKE) KELLY

Page 5 of 31

|    |   |                            |                |                     |  |
|----|---|----------------------------|----------------|---------------------|--|
| SP | PNC Bank account                        | \$1,001 -<br>\$15,000      | INTEREST       | \$1 - \$200         |  |
| JT | PNC Bank account                        | \$15,001 -<br>\$50,000     | INTEREST       | \$1 - \$200         |  |
|    | 401(k) investments as follows:          |                            |                |                     |  |
|    | Vanguard LT Inv Grade Fund              | \$50,001 -<br>\$100,000    | None           | NONE                |  |
|    | Ivy Asset Strategy Fund                 | \$1,001 -<br>\$15,000      | None           | NONE                |  |
|    | Vanguard Windsor II Fund                | \$15,001 -<br>\$50,000     | None           | NONE                |  |
|    | T Rowe Price Large Cap Growth           | \$15,001 -<br>\$50,000     | None           | NONE                |  |
|    | Goldman Sachs Growth Opportunities Fund | \$15,001 -<br>\$50,000     | None           | NONE                |  |
|    | Ivy Small Cap Growth Fund Class Y       | \$1,001 -<br>\$15,000      | None           | NONE                |  |
|    | Dodge & Fox International Stock Fund    | \$15,001 -<br>\$50,000     | None           | NONE                |  |
|    | Ivy Global Natural Resources Fund       | \$1,001 -<br>\$15,000      | None           | NONE                |  |
| SP | Mary H. Phillips Residuary Trust        | \$500,001 -<br>\$1,000,000 | Excepted Trust | \$15,001 - \$50,000 |  |
|    | General Motors stock                    | \$15,001 -<br>\$50,000     | None           | NONE                |  |
| SP | California St Economic Ref Ser A Bonds  | \$100,001 -<br>\$250,000   | INTEREST       | \$5,001 - \$15,000  |  |

**SCHEDULE III - ASSETS AND "UNEARNED" INCOME**

Name GEORGE J. (MIKE) KELLY

Page 6 of 31

|    |  |                       |          |                    |   |
|----|--|-----------------------|----------|--------------------|---|
| SP | California St General Obligation Bonds | \$100,001 - \$250,000 | INTEREST | \$2,501 - \$5,000  |   |
| SP | Citizens Property Insurance Co. Bonds  | \$100,001 - \$250,000 | INTEREST | \$2,501 - \$5,000  | P |
| SP | Colorado St Hlth Facs Auth Rev Bonds   | \$100,001 - \$250,000 | INTEREST | \$1,001 - \$2,500  |   |
| SP | Dekalb Pri Hosp Auth Children Bonds    | \$100,001 - \$250,000 | INTEREST | \$2,501 - \$5,000  |   |
| SP | Florida St Brd Cap Outlay Ser Bonds    | \$100,001 - \$250,000 | INTEREST | \$5,001 - \$15,000 |   |
| SP | Hanover County VA Ref 7 Pub Impt Bonds | \$100,001 - \$250,000 | INTEREST | \$5,001 - \$15,000 |   |
| SP | Illinois St Sales Tax Rev Agm Ca Bonds | \$100,001 - \$250,000 | INTEREST | \$2,501 - \$5,000  |   |
| SP | Mich Mun Auth Rev Clean Water Bonds    | \$100,001 - \$250,000 | INTEREST | \$2,501 - \$5,000  |   |
| SP | Michigan St Environmental Prog Bonds   | \$100,001 - \$250,000 | INTEREST | \$2,501 - \$5,000  |   |
| SP | Missouri St Hwys & Trans Commn Bonds   | \$100,001 - \$250,000 | INTEREST | \$1,001 - \$2,500  | P |
| SP | North Carolina St Estrn Muni P R Bonds | \$100,001 - \$250,000 | INTEREST | \$1,001 - \$2,500  | P |
| SP | Ohio St Wtr Dev Auth Wtr Ref Ln Bonds  | \$100,001 - \$250,000 | INTEREST | \$2,501 - \$5,000  |   |
| SP | Prince Georges Cnty MD Ref Cons Bonds  | \$100,001 - \$250,000 | INTEREST | \$2,501 - \$5,000  |   |
| SP | Puerto Rico Elec Pwr Auth Pwr Bonds    | \$100,001 - \$250,000 | INTEREST | \$5,001 - \$15,000 |   |

**SCHEDULE III - ASSETS AND "UNEARNED" INCOME**

Name GEORGE J. (MIKE) KELLY

|    |  |                       |                        |                    |   |
|----|--|-----------------------|------------------------|--------------------|---|
| SP | Southern Calif Pub Pwr Auth Rev Bonds  | \$100,001 - \$250,000 | INTEREST               | \$2,501 - \$5,000  |   |
| SP | Tampa Bay Wtr Fla A Regl Wtr Ref Bonds | \$100,001 - \$250,000 | INTEREST               | \$2,501 - \$5,000  |   |
| SP | Washington St Ser C G.O. Ambac Bonds   | \$100,001 - \$250,000 | INTEREST               | \$5,001 - \$15,000 |   |
| SP | Ohio St Hwy Cap Impt Ser J Bonds       | None                  | CAPITAL GAINS/INTEREST | \$2,501 - \$5,000  | S |

|    |  |      |                        |                   |   |
|----|--|------|------------------------|-------------------|---|
| SP | Tobacco Settlement Fing Corp NJ Bonds        | None | INTEREST               | \$2,501 - \$5,000 | S |
| SP | California St Dept Wtr Res Pwr S Ser L Bonds | None | CAPITAL GAINS/INTEREST | \$2,501 - \$5,000 | S |

|    |                             |                         |           |                 |   |
|----|-----------------------------|-------------------------|-----------|-----------------|---|
| SP | Blackrock Liquidity Funds   | \$500,001 - \$1,000,000 | INTEREST  | \$201 - \$1,000 |   |
| SP | 3M Company stock            | \$1,001 - \$15,000      | DIVIDENDS | \$1 - \$200     | P |
| SP | Accenture PLC Class A stock | \$1,001 - \$15,000      | None      | NONE            | P |
| SP | Agrium Inc stock            | \$1,001 - \$15,000      | None      | NONE            | P |
| SP | Allergan Inc stock          | \$1,001 - \$15,000      | DIVIDENDS | \$1 - \$200     |   |
| SP | American Express Co stock   | \$1,001 - \$15,000      | DIVIDENDS | \$1 - \$200     |   |
| SP | Anheuser Bush stock         | \$1,001 - \$15,000      | None      | NONE            | P |

**SCHEDULE III - ASSETS AND "UNEARNED" INCOME**

Name GEORGE J. (MIKE) KELLY

Page 8 of 31

| SP | Apple Inc stock                   | \$15,001 - \$50,000 | CAPITAL GAINS/DIVIDENDS | \$2,501 - \$5,000 | S(part) |
|----|-----------------------------------|---------------------|-------------------------|-------------------|---------|
| SP | AT&T Inc stock                    | \$1,001 - \$15,000  | DIVIDENDS               | \$201 - \$1,000   | P       |
| SP | Boeing Co stock                   | \$1,001 - \$15,000  | DIVIDENDS               | \$1 - \$200       | P       |
| SP | Capital One Financial Corp stock  | \$1,001 - \$15,000  | DIVIDENDS               | \$1 - \$200       | P       |
| SP | CF Industries Holdings Inc stock  | \$1,001 - \$15,000  | DIVIDENDS               | \$1 - \$200       | P       |
| SP | Chevron Corporation stock         | \$1,001 - \$15,000  | DIVIDENDS/CAPITAL GAINS | \$201 - \$1,000   | S(part) |
| SP | Chubb Corp stock                  | \$1,001 - \$15,000  | DIVIDENDS               | \$1 - \$200       |         |
| SP | Cisco Systems Inc stock           | \$1,001 - \$15,000  | DIVIDENDS               | \$201 - \$1,000   | P       |
| SP | Citigroup Inc stock               | \$1,001 - \$15,000  | DIVIDENDS               | \$1 - \$200       | P       |
| SP | Coca-Cola Co stock                | \$1,001 - \$15,000  | DIVIDENDS               | \$201 - \$1,000   | P       |
| SP | Comcast Corporation Class A stock | \$1,001 - \$15,000  | DIVIDENDS               | \$1 - \$200       |         |
| SP | Cooper Cos Inc New stock          | \$1,001 - \$15,000  | None                    | NONE              | P       |
| SP | Covidien PLC Isin le stock        | \$1,001 - \$15,000  | DIVIDENDS               | \$201 - \$1,000   |         |
| SP | Discover Financial W/I stock      | \$1,001 - \$15,000  | DIVIDENDS               | \$1 - \$200       | P       |



**SCHEDULE III - ASSETS AND "UNEARNED" INCOME**

Name GEORGE J. (MIKE) KELLY

Page 9 of 31

|    |                                  |                        |                                |                   |         |
|----|----------------------------------|------------------------|--------------------------------|-------------------|---------|
| SP | Disney Co stock                  | \$1,001 -<br>\$15,000  | DIVIDENDS                      | \$1 - \$200       | P       |
| SP | Eastman Chemical Co stock        | \$1,001 -<br>\$15,000  | DIVIDENDS                      | \$1 - \$200       | P       |
| SP | Ebay Inc stock                   | \$1,001 -<br>\$15,000  | None                           | NONE              | P       |
| SP | EMC Corp stock                   | \$1,001 -<br>\$15,000  | None                           | NONE              | P       |
| SP | ENSCO PLC Class A stock          | \$1,001 -<br>\$15,000  | None                           | NONE              | P       |
| SP | Equity Residential Ben Int stock | \$1,001 -<br>\$15,000  | DIVIDENDS                      | \$1 - \$200       |         |
| SP | Exxon Mobile Corp stock          | \$15,001 -<br>\$50,000 | DIVIDENDS                      | \$201 - \$1,000   |         |
| SP | Fifth Third Bancorp stock        | \$1,001 -<br>\$15,000  | DIVIDENDS                      | NONE              | P       |
| SP | FMC Cororation New stock         | \$1,001 -<br>\$15,000  | CAPITAL GAINS                  | \$201 - \$1,000   | S(part) |
| SP | Gannett Inc stock                | \$1,001 -<br>\$15,000  | None                           | NONE              | P       |
| SP | General Electric Co stock        | \$15,001 -<br>\$50,000 | DIVIDENDS                      | \$201 - \$1,000   | P       |
| SP | Google Inc-Cl A stock            | \$1,001 -<br>\$15,000  | CAPITAL<br>GAINS/DIVIDEN<br>DS | \$1,001 - \$2,500 | S(part) |
| SP | Home Depot Inc stock             | \$1,001 -<br>\$15,000  | DIVIDENDS                      | \$201 - \$1,000   | P       |
| SP | Intel Corp stock                 | \$1,001 -<br>\$15,000  | DIVIDENDS                      | \$201 - \$1,000   |         |

**SCHEDULE III - ASSETS AND "UNEARNED" INCOME**

Name GEORGE J. (MIKE) KELLY

Page 10 of 31

|    |                                       |                    |                          |                   |         |
|----|---------------------------------------|--------------------|--------------------------|-------------------|---------|
| SP | International Business Machines stock | \$1,001 - \$15,000 | CAPITAL GAINS/DIVIDEN DS | \$1,001 - \$2,500 | S(part) |
| SP | Johnson & Johnson stock               | \$1,001 - \$15,000 | DIVIDENDS/CAPITAL GAINS  | \$201 - \$1,000   | S(part) |
| SP | JP Morgan Chase & Co stock            | \$1,001 - \$15,000 | DIVIDENDS                | \$201 - \$1,000   | P       |
| SP | Limited Brands Inc stock              | \$1,001 - \$15,000 | DIVIDENDS                | \$201 - \$1,000   |         |
| SP | M&T Bank Corp stock                   | \$1,001 - \$15,000 | DIVIDENDS                | \$1 - \$200       | P       |
| SP | Macy's Inc stock                      | \$1,001 - \$15,000 | CAPITAL GAINS/DIVIDEN DS | \$1,001 - \$2,500 | S(part) |
| SP | McCormick & Co Inc stock              | \$1,001 - \$15,000 | None                     | NONE              | P       |
| SP | Merck & Co Inc stock                  | \$1,001 - \$15,000 | DIVIDENDS                | \$201 - \$1,000   |         |
| SP | Microsoft Corp stock                  | \$1,001 - \$15,000 | CAPITAL GAINS/DIVIDEN DS | \$1,001 - \$2,500 | S(part) |
| SP | Moody's Corp stock                    | \$1,001 - \$15,000 | DIVIDENDS                | \$1 - \$200       | P       |
| SP | Mylan Inc stock                       | \$1,001 - \$15,000 | None                     | NONE              | P       |
| SP | National Oil Well Varco Inc stock     | \$1,001 - \$15,000 | DIVIDENDS                | \$1 - \$200       | S(part) |
| SP | OGE Energy Corp stock                 | \$1,001 - \$15,000 | DIVIDENDS                | \$1 - \$200       |         |

**SCHEDULE III - ASSETS AND "UNEARNED" INCOME**

Name GEORGE J. (MIKE) KELLY

Page 11 of 31

|    |                                    |                    |                         |                 |          |
|----|------------------------------------|--------------------|-------------------------|-----------------|----------|
| SP | Oracle Corp stock                  | \$1,001 - \$15,000 | DIVIDENDS               | \$1 - \$200     |          |
| SP | Pall Corp stock                    | \$1,001 - \$15,000 | None                    | NONE            | P        |
| SP | Pfizer Inc stock                   | \$1,001 - \$15,000 | DIVIDENDS               | \$201 - \$1,000 |          |
| SP | Phillip Morris International stock | \$1,001 - \$15,000 | DIVIDENDS               | \$1 - \$200     | P        |
| SP | Polaris Inds Inc stock             | \$1,001 - \$15,000 | DIVIDENDS               | \$1 - \$200     | P        |
| SP | Proctor & Gamble Co stock          | \$1,001 - \$15,000 | DIVIDENDS               | \$201 - \$1,000 | P        |
| SP | PVH Corp stock                     | \$1,001 - \$15,000 | DIVIDENDS               | \$1 - \$200     | P        |
| SP | Qualcomm stock                     | \$1,001 - \$15,000 | CAPITAL GAINS/DIVIDENDS | \$201 - \$1,000 | PS(part) |
| SP | Resmed Inc stock                   | \$1,001 - \$15,000 | DIVIDENDS               | \$1 - \$200     | P        |
| SP | Ross Stores Inc stock              | \$1,001 - \$15,000 | DIVIDENDS               | \$1 - \$200     | P        |
| SP | Shire PLC stock                    | \$1,001 - \$15,000 | DIVIDENDS               | \$1 - \$200     |          |
| SP | Suncor Energy Inc stock            | \$1,001 - \$15,000 | DIVIDENDS               | \$1 - \$200     | P        |
| SP | The Hershey Company stock          | \$1,001 - \$15,000 | DIVIDENDS               | \$201 - \$1,000 |          |
| SP | Union Pacific Corp stock           | \$1,001 - \$15,000 | DIVIDENDS               | \$201 - \$1,000 |          |

**SCHEDULE III - ASSETS AND "UNEARNED" INCOME**

Name GEORGE J. (MIKE) KELLY

Page 12 of 31

|    |                                |                    |                          |                   |         |
|----|--------------------------------|--------------------|--------------------------|-------------------|---------|
| SP | United Technologies Corp stock | \$1,001 - \$15,000 | DIVIDENDS                | \$201 - \$1,000   |         |
| SP | UnitedHealth Group Inc stock   | \$1,001 - \$15,000 | CAPITAL GAINS/DIVIDEN DS | \$201 - \$1,000   | S(part) |
| SP | Wells Fargo & Company stock    | \$1,001 - \$15,000 | DIVIDENDS                | \$201 - \$1,000   | P       |
| SP | Whole Foods Mkt Inc stock      | \$1,001 - \$15,000 | DIVIDENDS                | \$201 - \$1,000   |         |
| SP | Wisconsin Energy Corp stock    | \$1,001 - \$15,000 | DIVIDENDS                | \$201 - \$1,000   |         |
| SP | Borg Warner Inc. stock         | None               | None                     | NONE              | S       |
| SP | Dollar Tree Inc stock          | None               | CAPITAL GAINS            | \$2,501 - \$5,000 | S       |
| SP | Mattell Inc stock              | None               | CAPITAL GAINS/DIVIDEN DS | \$2,501 - \$5,000 | S       |
| SP | McDonald's Corp stock          | None               | CAPITAL GAINS/DIVIDEN DS | \$1,001 - \$2,500 | S       |
| SP | Target Corp stock              | None               | None                     | NONE              | S       |
| SP | Kraft Foods Inc stock          | None               | CAPITAL GAINS            | \$201 - \$1,000   | S       |
| SP | Lauder Estee Cos Inc stock     | None               | CAPITAL GAINS/DIVIDEN DS | \$1,001 - \$2,500 | S       |
| SP | JM Smucker Co stock            | None               | DIVIDENDS                | \$1 - \$200       | S       |

**SCHEDULE III - ASSETS AND "UNEARNED" INCOME**

Name GEORGE J. (MIKE) KELLY

|    |                                |      |                          |                   |   |
|----|--------------------------------|------|--------------------------|-------------------|---|
| SP | Wal-Mart Stores Inc stock      | None | CAPITAL GAINS/DIVIDEN DS | \$1,001 - \$2,500 | S |
| SP | Conoco Phillips stock          | None | DIVIDENDS                | \$1 - \$200       | S |
| SP | EQT Corporation stock          | None | None                     | NONE              | S |
| SP | Ameriprise Financial Inc stock | None | CAPITAL GAINS/DIVIDEN DS | \$1,001 - \$2,500 | S |

|    |                                  |      |                          |                 |   |
|----|----------------------------------|------|--------------------------|-----------------|---|
| SP | Bank of America Corp stock       | None | DIVIDENDS                | \$1 - \$200     | S |
| SP | Capital One Financial Corp stock | None | CAPITAL GAINS            | \$201 - \$1,000 | S |
| SP | Amerisource Bergen Corp stock    | None | CAPITAL GAINS/DIVIDEN DS | \$201 - \$1,000 | S |

|    |                                |      |                          |                   |   |
|----|--------------------------------|------|--------------------------|-------------------|---|
| SP | Bristol Myers Squibb Co stock  | None | DIVIDENDS                | \$1 - \$200       | S |
| SP | Cummins Inc stock              | None | DIVIDENDS                | \$1 - \$200       | S |
| SP | Dover Corp stock               | None | DIVIDENDS                | \$1 - \$200       | S |
| SP | Eaton Corp stock               | None | CAPITAL GAINS            | \$1,001 - \$2,500 | S |
| SP | Joy Global Inc stock           | None | DIVIDENDS                | \$1 - \$200       | S |
| SP | Celanese Corp - Series A stock | None | CAPITAL GAINS/DIVIDEN DS | \$201 - \$1,000   | S |

**SCHEDULE III - ASSETS AND "UNEARNED" INCOME**

Name GEORGE J. (MIKE) KELLY

Page 14 of 31

|    |                                  |                       |                          |                    |   |
|----|----------------------------------|-----------------------|--------------------------|--------------------|---|
| SP | DuPont E I De Nemours & Co stock | None                  | CAPITAL GAINS/DIVIDEN DS | \$201 - \$1,000    | S |
| SP | Vodafone Group PLC stock         | None                  | CAPITAL GAINS/DIVIDEN DS | \$1,001 - \$2,500  | S |
| SP | Northeast Utilities stock        | None                  | CAPITAL GAINS/DIVIDEN DS | \$201 - \$1,000    | S |
| SP | Artisan Int'l Fund               | \$100,001 - \$250,000 | DIVIDENDS                | \$1,001 - \$2,500  | P |
| SP | Artisan Small Cap Valure         | \$15,001 - \$50,000   | DIVIDENDS/CAPIT AL GAINS | \$201 - \$1,000    | P |
| SP | Aston Tamro Small Cap            | \$15,001 - \$50,000   | CAPITAL GAINS            | \$1,001 - \$2,500  | P |
| SP | Baron Small Cap Fund             | \$15,001 - \$50,000   | CAPITAL GAINS            | \$201 - \$1,000    | P |
| SP | Blackrock EFS EQ Ci              | \$100,001 - \$250,000 | DIVIDENDS/CAPIT AL GAINS | \$2,501 - \$5,000  | P |
| SP | Dodge & Cox Int'l Fund           | \$100,001 - \$250,000 | DIVIDENDS                | \$2,501 - \$5,000  | P |
| SP | Eaton Vance Global Fund          | \$250,001 - \$500,000 | DIVIDENDS                | \$5,001 - \$15,000 | P |
| SP | Fidelity Adv Floating            | \$250,001 - \$500,000 | DIVIDENDS/CAPIT AL GAINS | \$5,001 - \$15,000 | P |
| SP | Harbor Int'l Fund                | \$100,001 - \$250,000 | DIVIDENDS                | \$2,501 - \$5,000  | P |
| SP | Ipath Dow Jones Comm             | \$250,001 - \$500,000 | None                     | NONE               | P |

**SCHEDULE III - ASSETS AND "UNEARNED" INCOME**

Name GEORGE J. (MIKE) KELLY

Page 15 of 31

|    |                         |                       |                         |                     |          |
|----|-------------------------|-----------------------|-------------------------|---------------------|----------|
| SP | Ishares Barclays Tips   | \$250,001 - \$500,000 | DIVIDENDS               | \$5,001 - \$15,000  | P        |
| SP | Ishares Iboxx \$ Invest | \$100,001 - \$250,000 | DIVIDENDS/CAPITAL GAINS | \$1,001 - \$2,500   | P        |
| SP | Ishares JP Morgan Emrg  | \$100,001 - \$250,000 | DIVIDENDS               | \$1,001 - \$2,500   | P        |
| SP | SPDR Barc Cap High Yld  | \$250,001 - \$500,000 | DIVIDENDS/CAPITAL GAINS | \$15,001 - \$50,000 | P        |
| SP | SPDR Dow Jones REIT     | \$250,001 - \$500,000 | CAPITAL GAINS/DIVIDENDS | \$5,001 - \$15,000  | PS(part) |
| SP | SPDR Gold Trust ETF     | \$250,001 - \$500,000 | None                    | NONE                | P        |
| SP | T Rowe Price Growth     | \$100,001 - \$250,000 | DIVIDENDS               | \$201 - \$1,000     | P        |
| SP | Vanguard Growth ETF     | \$250,001 - \$500,000 | CAPITAL GAINS           | \$5,001 - \$15,000  | S(part)  |
| SP | Vanguard Mid Cap ETF    | \$100,001 - \$250,000 | CAPITAL GAINS/DIVIDENDS | \$5,001 - \$15,000  | PS(part) |
| SP | Vanguard Mid Cap GR     | \$100,001 - \$250,000 | DIVIDENDS               | \$1,001 - \$2,500   | P        |
| SP | Vanguard Mid Cap Val    | \$100,001 - \$250,000 | DIVIDENDS               | \$2,501 - \$5,000   | P        |
| SP | Vanguard Small Cap      | \$15,001 - \$50,000   | DIVIDENDS               | \$201 - \$1,000     |          |
| SP | Vanguard Small Cap GR   | \$15,001 - \$50,000   | DIVIDENDS               | \$201 - \$1,000     |          |
| SP | Vanguard Small Cap Val  | \$15,001 - \$50,000   | DIVIDENDS               | \$201 - \$1,000     |          |

**SCHEDULE III - ASSETS AND "UNEARNED" INCOME**

Name GEORGE J. (MIKE) KELLY

Page 16 of 31

|    |   | \$250,001 - \$500,000 | CAPITAL GAINS/DIVIDEN DS | \$5,001 - \$15,000 | S(part) |
|----|---|-----------------------|--------------------------|--------------------|---------|
| SP | Vanguard Value ETF                                      |                       |                          |                    |         |
| SP | Ishares Tr MSCI Emerging Markets                        | None                  | None                     | NONE               | S       |
| SP | Ivy Global Natural Resources Fd                         | None                  | None                     | NONE               | S       |
| SP | Pimco Commodity Real Return Strategy Fund Institutional | None                  | None                     | NONE               | S       |
| SP | Herbalife Ltd stock                                     | None                  | None                     | NONE               | PS      |
| SP | Invesco Ltd stock                                       | None                  | None                     | NONE               | PS      |
| SP | Bed Bath & Beyond stock                                 | None                  | None                     | NONE               | PS      |
| SP | International Paper Co stock                            | None                  | None                     | NONE               | PS      |
| SP | Caterpillar Inc stock                                   | None                  | None                     | NONE               | PS      |
| SP | Noble Energy stock                                      | None                  | None                     | NONE               | PS      |
| SP | Norfolk Southern stock                                  | None                  | None                     | NONE               | PS      |
| SP | T Rowe Price Group Inc stock                            | None                  | CAPITAL GAINS            | \$201 - \$1,000    | PS      |



**SCHEDULE IV - TRANSACTIONS**

Name **GEORGE J. (MIKE) KELLY**

Page 17 of 31

Report any purchase, sale, or exchange transactions by you, your spouse, or dependent child during the reporting period of any security or real property held for investment that exceeded \$1,000. Include transactions that resulted in a capital loss. Provide a brief description of any exchange transaction. Exclude transactions between you, your spouse or dependent children, or the purchase or sale of your personal residence, unless it generates rental income. If only a portion of an asset is sold, please so indicate (i.e., "partial sale"). See example below.  
 Capital Gains — If a sales transaction resulted in a capital gain in excess of \$200, check the "capital gains" box and disclose this income on Schedule III.  
 \* This column is for assets solely held by your spouse or dependent child.

| SP, DC, JT | Asset  | Type of Transaction | Capital Gain in Excess of \$200? | Date     | Amount of Transaction |
|------------|--|---------------------|----------------------------------|----------|-----------------------|
| SP         | Citizens Property Insurance Co. Bonds        | P                   | N/A                              | 6-13-12  | \$100,001 - \$250,000 |
| SP         | Missouri St Hwys & Trans Commn Bonds         | P                   | N/A                              | 1-10-12  | \$100,001 - \$250,000 |
| SP         | North Carolina St Estrn Muni P R Bonds       | P                   | N/A                              | 10-5-12  | \$100,001 - \$250,000 |
| SP         | Ohio St Hwy Cap Impt Ser J Bonds             | S(part)             | Yes                              | 10-10-12 | \$50,001 - \$100,000  |
| SP         | Ohio St Hwy Cap Impt Ser J Bonds             | S                   | Yes                              | 10-16-12 | \$50,001 - \$100,000  |
| SP         | Tobacco Settlement Fing Corp NJ Bonds        | S                   | No                               | 10-9-12  | \$100,001 - \$250,000 |
| SP         | California St Dept Wtr Res Pwr S Ser L Bonds | S                   | Yes                              | 6-19-12  | \$100,001 - \$250,000 |
| SP         | 3M Company stock                             | P                   | N/A                              | 5-9-12   | \$1,001 - \$15,000    |
| SP         | Accenture PLC Class A stock                  | P                   | N/A                              | 11-2-12  | \$1,001 - \$15,000    |
| SP         | Agrium Inc stock                             | P                   | N/A                              | 8-8-12   | \$1,001 - \$15,000    |
| SP         | Anheuser Bush stock                          | P                   | N/A                              | 5-15-12  | \$1,001 - \$15,000    |

# SCHEDULE IV - TRANSACTIONS

Name GEORGE J. (MIKE) KELLY

Page 18 of 31

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| SP, DC, JT | Asset                            | Type of Transaction | Capital Gain in Excess of \$200? | Date             | Amount of Transaction |
|------------|----------------------------------|---------------------|----------------------------------|------------------|-----------------------|
| SP         | AT&T Inc stock                   | P                   | N/A                              | 7-25-12          | \$1,001 - \$15,000    |
| SP         | Boeing Co stock                  | P                   | N/A                              | 7-30-12, 9-21-12 | \$1,001 - \$15,000    |
| SP         | Capital One Financial Corp stock | P                   | N/A                              | 11-2-12          | \$1,001 - \$15,000    |
| SP         | CF Industries Holdings Inc stock | P                   | N/A                              | 6-13-12          | \$1,001 - \$15,000    |
| SP         | Cisco Systems Inc stock          | P                   | N/A                              | 1-9-12, 2-14-12  | \$1,001 - \$15,000    |
| SP         | Citigroup Inc stock              | P                   | N/A                              | 10-17-12         | \$1,001 - \$15,000    |
| SP         | Coca-Cola Co stock               | P                   | N/A                              | 2-21-12          | \$1,001 - \$15,000    |
| SP         | Cooper Cos Inc New stock         | P                   | N/A                              | 10-10-12         | \$1,001 - \$15,000    |
| SP         | Cooper Cos Inc New stock         | P                   | N/A                              | 10-11-12         | \$1,001 - \$15,000    |
| SP         | Cooper Cos Inc New stock         | P                   | N/A                              | 10-12-12         | \$1,001 - \$15,000    |
| SP         | Discover Financial W/I stock     | P                   | N/A                              | 7-26-12          | \$1,001 - \$15,000    |

**SCHEDULE IV - TRANSACTIONS**

Name **GEORGE J. (MIKE) KELLY**

Page 19 of 31

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| SP, DC, JT | Asset                      | Type of Transaction | Capital Gain in Excess of \$200? | Date               | Amount of Transaction |
|------------|----------------------------|---------------------|----------------------------------|--------------------|-----------------------|
| SP         | Disney Co stock            | P                   | N/A                              | 6-1-12             | \$1,001 - \$15,000    |
| SP         | Eastman Chemical Co stock  | P                   | N/A                              | 2-14-12            | \$1,001 - \$15,000    |
| SP         | Ebay Inc stock             | P                   | N/A                              | 5-22-12            | \$1,001 - \$15,000    |
| SP         | EMC Corp stock             | P                   | N/A                              | 2-14-12            | \$1,001 - \$15,000    |
| SP         | ENSCO PLC Class A stock    | P                   | N/A                              | 12-14-12, 12-17-12 | \$1,001 - \$15,000    |
| SP         | Fifth Third Bancorp stock  | P                   | N/A                              | 7-26-12, 8-29-12   | \$1,001 - \$15,000    |
| SP         | Gannett Inc stock          | P                   | N/A                              | 9-21-12            | \$1,001 - \$15,000    |
| SP         | General Electric Co stock  | P                   | N/A                              | 9-21-12, 10-19-12  | \$1,001 - \$15,000    |
| SP         | Home Depot Inc stock       | P                   | N/A                              | 1-19-12, 5-2-12    | \$1,001 - \$15,000    |
| SP         | JP Morgan Chase & Co stock | P                   | N/A                              | 5-2-12             | \$1,001 - \$15,000    |
| SP         | M&T Bank Corp stock        | P                   | N/A                              | 8-29-12            | \$1,001 - \$15,000    |

# SCHEDULE IV - TRANSACTIONS

Name GEORGE J. (MIKE) KELLY

Page 20 of 31

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| SP,<br>DC,<br>JT | Asset                             | Type of<br>Transaction | Capital<br>Gain in<br>Excess<br>of \$200? | Date               | Amount of Transaction |
|------------------|-----------------------------------|------------------------|---|--------------------|-----------------------|
| SP               | McCormick & Co Inc stock          | P                      | N/A                                       | 11-29-12           | \$1,001 - \$15,000    |
| SP               | Moody's Corp stock                | P                      | N/A                                       | 2-1-12, 11-2-12    | \$1,001 - \$15,000    |
| SP               | Mylan Inc stock                   | P                      | N/A                                       | 8-20-12            | \$1,001 - \$15,000    |
| SP               | Pall Corp stock                   | P                      | N/A                                       | 10-19-12           | \$1,001 - \$15,000    |
| SP               | Pall Corp stock                   | P                      | N/A                                       | 10-22-12           | \$1,001 - \$15,000    |
| SP               | Philip Morris International stock | P                      | N/A                                       | 8-8-12             | \$1,001 - \$15,000    |
| SP               | Polaris Inds Inc stock            | P                      | N/A                                       | 5-2-12             | \$1,001 - \$15,000    |
| SP               | Proctor & Gamble Co stock         | P                      | N/A                                       | 11-14-12, 11-29-12 | \$1,001 - \$15,000    |
| SP               | PVH Corp stock                    | P                      | N/A                                       | 10-17-12           | \$1,001 - \$15,000    |
| SP               | Qualcomm stock                    | P                      | N/A                                       | 11-14-12           | \$1,001 - \$15,000    |
| SP               | Qualcomm stock                    | S(part)                | Yes                                       | 7-21-12, 9-21-12   | \$1,001 - \$15,000    |

# SCHEDULE IV - TRANSACTIONS

Name GEORGE J. (MIKE) KELLY

Page 21 of 31

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| SP,<br>DC,<br>JT | Asset                       | Type of<br>Transaction | Capital<br>Gain in<br>Excess<br>of \$200? | Date             | Amount of Transaction |
|------------------|-----------------------------|------------------------|---|------------------|-----------------------|
| SP               | Resmed Inc stock            | P                      | N/A                                       | 3-13-12, 5-2-12  | \$1,001 - \$15,000    |
| SP               | Ross Stores Inc stock       | P                      | N/A                                       | 6-1-12           | \$1,001 - \$15,000    |
| SP               | Suncor Energy Inc stock     | P                      | N/A                                       | 6-1-12, 6-13-12  | \$1,001 - \$15,000    |
| SP               | Wells Fargo & Company stock | P                      | N/A                                       | 1-23-12          | \$1,001 - \$15,000    |
| SP               | Borg Warner Inc. stock      | S                      | No  | 6-1-12           | \$1,001 - \$15,000    |
| SP               | Dollar Tree Inc stock       | S                      | Yes                                       | 6-1-12, 10-17-12 | \$1,001 - \$15,000    |
| SP               | Mattel Inc stock            | S                      | Yes                                       | 5-2-12           | \$1,001 - \$15,000    |
| SP               | McDonald's Corp stock       | S                      | Yes                                       | 5-2-12           | \$1,001 - \$15,000    |
| SP               | Target Corp stock           | S                      | No  | 1-9-12           | \$1,001 - \$15,000    |
| SP               | Kraft Foods Inc stock       | S                      | Yes                                       | 11-29-12         | \$1,001 - \$15,000    |
| SP               | Lauder Estee Cos Inc stock  | S                      | Yes                                       | 8-8-12           | \$1,001 - \$15,000    |

# SCHEDULE IV - TRANSACTIONS

Name GEORGE J. (MIKE) KELLY

Page 22 of 31

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| SP, DC, JT | Asset                            | Type of Transaction | Capital Gain in Excess of \$200? | Date    | Amount of Transaction |
|------------|----------------------------------|---------------------|----------------------------------|---------|-----------------------|
| SP         | JIM Smucker Co stock             | S                   | No                               | 2-21-12 | \$1,001 - \$15,000    |
| SP         | Wal-Mart Stores Inc stock        | S                   | Yes                              | 3-27-12 | \$1,001 - \$15,000    |
| SP         | Conoco Phillips stock            | S                   | No                               | 6-1-12  | \$1,001 - \$15,000    |
| SP         | EQT Corporation stock            | S                   | No                               | 1-23-12 | \$1,001 - \$15,000    |
| SP         | Ameriprise Financial Inc stock   | S                   | Yes                              | 3-14-12 | \$1,001 - \$15,000    |
| SP         | Bank of America Corp stock       | S                   | No                               | 7-26-12 | \$1,001 - \$15,000    |
| SP         | Capital One Financial Corp stock | S                   | Yes                              | 2-1-12  | \$1,001 - \$15,000    |
| SP         | Amerisource Bergen Corp stock    | S                   | Yes                              | 3-13-12 | \$1,001 - \$15,000    |
| SP         | Bristol Myers Squibb Co stock    | S                   | No                               | 8-20-12 | \$1,001 - \$15,000    |
| SP         | Cummins Inc stock                | S                   | No                               | 6-1-12  | \$1,001 - \$15,000    |
| SP         | Dover Corp stock                 | S                   | No                               | 7-16-12 | \$1,001 - \$15,000    |

# SCHEDULE IV - TRANSACTIONS

Name GEORGE J. (MIKE) KELLY

Page 23 of 31

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| SP, DC, JT | Asset                                      | Type of Transaction | Capital Gain in Excess of \$200? | Date             | Amount of Transaction |
|------------|--|---------------------|----------------------------------|------------------|-----------------------|
| SP         | Eaton Corp stock                           | S                   | Yes                              | 2-1-12           | \$1,001 - \$15,000    |
| SP         | Joy Global Inc stock                       | S                   | No                               | 5-9-12           | \$1,001 - \$15,000    |
| SP         | International Business Machines Corp stock | S(part)             | Yes                              | 11-2-12          | \$1,001 - \$15,000    |
| SP         | Celanese Corp - Series A stock             | S                   | Yes                              | 4-4-12           | \$1,001 - \$15,000    |
| SP         | DuPont E I De Nemours & Co stock           | S                   | Yes                              | 2-14-12          | \$1,001 - \$15,000    |
| SP         | Vodafone Group PLC stock                   | S                   | Yes                              | 7-25-12          | \$1,001 - \$15,000    |
| SP         | Northeast Utilities stock                  | S                   | Yes                              | 5-15-12          | \$1,001 - \$15,000    |
| SP         | Artisan Int'l Fund                         | P                   | N/A                              | 6-29-12, 10-9-12 | \$100,001 - \$250,000 |
| SP         | Artisan Small Cap Valure                   | P                   | N/A                              | 1-24-12, 9-21-12 | \$15,001 - \$50,000   |
| SP         | Aston Tamro Small Cap                      | P                   | N/A                              | 1-24-12, 9-21-12 | \$15,001 - \$50,000   |
| SP         | Baron Small Cap Fund                       | P                   | N/A                              | 1-24-12, 9-21-12 | \$15,001 - \$50,000   |

**SCHEDULE IV - TRANSACTIONS**

Name **GEORGE J. (MIKE) KELLY**

Page 24 of 31

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| SP, DC, JT | Asset                   | Type of Transaction | Capital Gain in Excess of \$200? | Date                      | Amount of Transaction |
|------------|-------------------------|---------------------|----------------------------------|---------------------------|-----------------------|
| SP         | Blackrock EFS EQ Ci     | P                   | N/A                              | 1-24-12, 10-9-12          | \$100,001 - \$250,000 |
| SP         | Dodge & Cox Int'l Fund  | P                   | N/A                              | 1-24-12, 10-9-12          | \$50,001 - \$100,000  |
| SP         | Eaton Vance Global Fund | P                   | N/A                              | 10-9-12                   | \$100,001 - \$250,000 |
| SP         | Fidelity Adv Floating   | P                   | N/A                              | 1-24-12, 10-9-12          | \$250,001 - \$500,000 |
| SP         | Harbor Int'l Fund       | P                   | N/A                              | 6-29-12, 10-9-12          | \$100,001 - \$250,000 |
| SP         | Ipath Dow Jones Comm    | P                   | N/A                              | 6-29-12, 9-21-12, 10-3-12 | \$250,001 - \$500,000 |
| SP         | Ishares Barclays Tips   | P                   | N/A                              | 1-24-12, 10-3-12          | \$100,001 - \$250,000 |
| SP         | Ishares Iboxx \$ Invest | P                   | N/A                              | 10-3-12                   | \$100,001 - \$250,000 |
| SP         | Ishares JP Morgan Emrg  | P                   | N/A                              | 10-3-12                   | \$100,001 - \$250,000 |
| SP         | SPDR Barc Cap High Yld  | P                   | N/A                              | 10-3-12                   | \$250,001 - \$500,000 |
| SP         | SPDR Dow Jones REIT     | P                   | N/A                              | 1-24-12, 10-3-12          | \$100,001 - \$250,000 |



# SCHEDULE IV - TRANSACTIONS

Name GEORGE J. (MIKE) KELLY

Page 25 of 31

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| SP, DC, JT | Asset   | Type of Transaction | Capital Gain in Excess of \$200? | Date                      | Amount of Transaction |
|------------|---|---------------------|----------------------------------|---------------------------|-----------------------|
| SP         | SPDR Dow Jones REIT                                     | S(part)             | Yes                              | 12-4-12                   | \$15,001 - \$50,000   |
| SP         | SPDR Gold Trust ETF                                     | P                   | N/A                              | 6-29-12, 9-21-12, 10-3-12 | \$250,001 - \$500,000 |
| SP         | T Rowe Price Growth                                     | P                   | N/A                              | 1-24-12, 6-29-12          | \$100,001 - \$250,000 |
| SP         | Vanguard Mid Cap ETF                                    | P                   | N/A                              | 1-24-12, 10-3-12          | \$50,001 - \$100,000  |
| SP         | Vanguard Mid Cap ETF                                    | S(part)             | Yes                              | 12-4-12                   | \$15,001 - \$50,000   |
| SP         | Vanguard Mid Cap GR                                     | P                   | N/A                              | 9-21-12, 10-3-12          | \$100,001 - \$250,000 |
| SP         | Vanguard Mid Cap Val                                    | P                   | N/A                              | 9-21-12, 10-3-12          | \$50,001 - \$100,000  |
| SP         | Ishares Tr MSCI Emerging Markets                        | S                   | No                               | 1-3-12                    | \$50,001 - \$100,000  |
| SP         | Ivy Global Natural Resources Fd                         | S                   | No                               | 1-3-12                    | \$100,001 - \$250,000 |
| SP         | Pimco Commodity Real Return Strategy Fund Institutional | S                   | No                               | 1-3-12                    | \$100,001 - \$250,000 |
| SP         | Vanguard Growth ETF                                     | S(part)             | Yes                              | 12-4-12                   | \$15,001 - \$50,000   |

**SCHEDULE IV - TRANSACTIONS**

Name **GEORGE J. (MIKE) KELLY**

Page 26 of 31

Report any purchase, sale, or exchange transactions by you, your spouse, or dependent child during the reporting period of any security or real property held for investment that exceeded \$1,000. Include transactions that resulted in a capital loss. Provide a brief description of any exchange transaction. Exclude transactions between you, your spouse or dependent children, or the purchase or sale of your personal residence, unless it generates rental income. If only a portion of an asset is sold, please so indicate (i.e., "partial sale"). See example below.  
 Capital Gains — If a sales transaction resulted in a capital gain in excess of \$200, check the "capital gains" box and disclose this income on Schedule III.  
 \* This column is for assets solely held by your spouse or dependent child.

| SP, DC, JT | Asset                        | Type of Transaction | Capital Gain in Excess of \$200? | Date               | Amount of Transaction |
|------------|------------------------------|---------------------|----------------------------------|--------------------|-----------------------|
| SP         | Vanguard Value ETF           | S(part)             | Yes                              | 12-4-12            | \$15,001 - \$50,000   |
| SP         | Herbalife Ltd stock          | P                   | N/A                              | 3-57-12            | \$1,001 - \$15,000    |
| SP         | Herbalife Ltd stock          | S                   | No                               | 5-15-12            | \$1,001 - \$15,000    |
| SP         | Invesco Ltd stock            | P                   | N/A                              | 3-14-12            | \$1,001 - \$15,000    |
| SP         | Invesco Ltd stock            | S                   | No                               | 7-26-12            | \$1,001 - \$15,000    |
| SP         | Bed Bath & Beyond stock      | P                   | N/A                              | 5-2-12             | \$1,001 - \$15,000    |
| SP         | Bed Bath & Beyond stock      | S                   | No                               | 9-21-12            | \$1,001 - \$15,000    |
| SP         | International Paper Co stock | P                   | N/A                              | 4-4-12             | \$1,001 - \$15,000    |
| SP         | International Paper Co stock | S                   | No                               | 8-8-12             | \$1,001 - \$15,000    |
| SP         | Apple Inc stock              | S(part)             | Yes                              | 10-10-12, 11-14-12 | \$1,001 - \$15,000    |
| SP         | FMC Cororation New stock     | S(part)             | Yes                              | 6-13-12, 10-10-12  | \$1,001 - \$15,000    |

# SCHEDULE IV - TRANSACTIONS

Name GEORGE J. (MIKE) KELLY

Page 27 of 31

Report any purchase, sale, or exchange transactions by you, your spouse, or dependent child during the reporting period of any security or real property held for investment that exceeded \$1,000. Include transactions that resulted in a capital loss. Provide a brief description of any exchange transaction. Exclude transactions between you, your spouse or dependent children, or the purchase or sale of your personal residence, unless it generates rental income. If only a portion of an asset is sold, please so indicate (i.e., "partial sale"). See example below.  
 Capital Gains — If a sales transaction resulted in a capital gain in excess of \$200, check the "capital gains" box and disclose this income on Schedule III.  
 \* This column is for assets solely held by your spouse or dependent child.

| SP, DC, JT | Asset                        | Type of Transaction | Capital Gain in Excess of \$200? | Date              | Amount of Transaction |
|------------|------------------------------|---------------------|----------------------------------|-------------------|-----------------------|
| SP         | Google Inc-CI A stock        | S(part)             | Yes                              | 2-14-12, 11-2-12  | \$1,001 - \$15,000    |
| SP         | Macy's Inc stock             | S(part)             | Yes                              | 9-11-12, 10-17-12 | \$1,001 - \$15,000    |
| SP         | Microsoft Corp stock         | S(part)             | Yes                              | 9-11-12, 11-2-12  | \$1,001 - \$15,000    |
| SP         | UnitedHealth Group Inc stock | S(part)             | Yes                              | 9-11-12, 11-4-12  | \$1,001 - \$15,000    |
| SP         | Caterpillar Inc stock        | P                   | N/A                              | 2-1-12, 3-27-12   | \$1,001 - \$15,000    |
| SP         | Caterpillar Inc stock        | S                   | No                               | 10-19-12          | \$1,001 - \$15,000    |
| SP         | Noble Energy stock           | P                   | N/A                              | 1-12-12           | \$1,001 - \$15,000    |
| SP         | Noble Energy stock           | S                   | No                               | 6-13-12           | \$1,001 - \$15,000    |
| SP         | Norfolk Southern stock       | P                   | N/A                              | 7-19-12           | \$1,001 - \$15,000    |
| SP         | Norfolk Southern stock       | S                   | No                               | 9-26-12           | \$1,001 - \$15,000    |
| SP         | T Rowe Price Group Inc stock | P                   | N/A                              | 2-21-12           | \$1,001 - \$15,000    |

# SCHEDULE IV - TRANSACTIONS

Name **GEORGE J. (MIKE) KELLY**

Page 28 of 31

Report any purchase, sale, or exchange transactions by you, your spouse, or dependent child during the reporting period of any security or real property held for investment that exceeded \$1,000. Include transactions that resulted in a capital loss. Provide a brief description of any exchange transaction. Exclude transactions between you, your spouse or dependent children, or the purchase or sale of your personal residence, unless it generates rental income. If only a portion of an asset is sold, please so indicate (i.e., "partial sale"). See example below.  
 Capital Gains — If a sales transaction resulted in a capital gain in excess of \$200, check the "capital gains" box and disclose this income on Schedule III.  
 \* This column is for assets solely held by your spouse or dependent child.

| SP, DC, JT | Asset   | Type of Transaction | Capital Gain in Excess of \$200? | Date     | Amount of Transaction |
|------------|---|---------------------|----------------------------------|----------|-----------------------|
| SP         | T Rowe Price Group Inc stock                            | S                   | Yes                              | 8-29-12  | \$1,001 - \$15,000    |
| SP         | Johnson & Johnson stock                                 | S(part)             | No                               | 10-10-12 | \$1,001 - \$15,000    |
| SP         | Chevron Corporation stock                               | S(part)             | Yes                              | 12-14-12 | \$1,001 - \$15,000    |
| SP         | National Oil Well Varco Inc. stock                      | S(part)             | No                               | 12-14-12 | \$1,001 - \$15,000    |
|            | Mike Kelly Automotive, Inc, Auto Dealership, Butler, PA | S                   | No                               | 1-1-12   | \$50,001 - \$100,000  |

# SCHEDULE V - LIABILITIES

Name GEORGE J. (MIKE) KELLY

Page 29 of 31

Report liabilities of over \$10,000 owed to any one creditor at any time during the reporting period by you, your spouse, or dependent child. Mark the highest amount owed during the year. Members: Members are required to report all liabilities secured by real property including mortgages on their personal residence. Exclude: Any mortgage on your personal residence (unless it is rented out or you are a Member); loans secured by automobiles, household furniture, or appliances; liabilities of a business in which you own an interest (unless you are personally liable); and liabilities owed to a spouse, or the child, parent, or sibling of you or your spouse. Report revolving charge accounts (i.e., credit cards) only if the balance at the close of the preceding calendar year exceeded \$10,000. \*This column is for liabilities held solely by your spouse or dependent child.

| SP, DC, JT | Creditor   | Date Liability Incurred | Type of Liability                            | Amount of Liability       |
|------------|--|-------------------------|--|---------------------------|
| JT         | PNC Bank, Pittsburgh, PA (paid off in March, 2012) | Nov 2011                | Mortgage on Pittsburgh Rd, Butler County, PA | \$1,000,001 - \$5,000,000 |

# SCHEDULE VIII - POSITIONS

Name GEORGE J. (MIKE) KELLY

Page 30 of 31

Report all positions, compensated or uncompensated, held during the current calendar year as an officer, director, trustee of an organization, partner, proprietor, representative, employee, or consultant of any corporation, firm, partnership, or any business enterprise, any nonprofit organization, any labor organization, or any educational or other institution other than the United States. Exclude: Positions held in any religious, social, fraternal, or political entities; positions solely of an honorary nature; and positions listed on Schedule I.

| Position              | Name of Organization           |
|-----------------------|--------------------------------|
| President             | Kelly Chevrolet Cadillac, Inc. |
| President             | Mike Kelly Hyundai, Inc.       |
| General Partner       | Mike Kelly Automotive, Inc.    |
| Board Member Emeritus | The Maridon Museum             |
| Board Member Emeritus | Hundai Hope on Wheels          |

**FOOTNOTES**

Name GEORGE J. (MIKE) KELLY

Page 31 of 31

| Number | Section / Schedule | Footnote   | This note refers to the following item            |
|--------|--------------------|--|---|
| 1      | Schedule III       | PC Exploration Ltd. Partnerships and Campbells Gas Partners are valued at the tax basis. All of the above partnerships are Natural Gas Operations. Mr. Kelly is an investor and is not involved with the management or operations of any of the partnerships | PC Exploration Ltd Ptr and Campbells Gas Partners |
| 2      | Schedule III       | Kelly Chevrolet Cadillac, Inc., Mike Kelly Hyundai, Inc. Automotive Dealerships, Butler, PA - partial ownership interest transferred to son, February, 2012  | Kelly Chevrolet Cadillac and Mike Kelly Hyundai   |