

ValueWorks

quality assets. compelling valuations.

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ValueWorks Balanced Composite

Q2 2012

VALUEWORKS' BALANCED COMPOSITE:

Balanced accounts offer a complimentary mix of holdings spread across the risk/return spectrum for more conservative investors seeking a blend of appreciation and income in a single managed vehicle. In addition to a percentage of the portfolio being dedicated to high quality corporate and government debt, portfolios also contain a high percentage of large capitalization U.S. equities. Investments may also consist of smaller capitalization and foreign domiciled equities to enhance return opportunities and mitigate risk. Typical portfolios have 30-35 individual investments allowing for in-depth knowledge of and high conviction in each holding, while avoiding over diversification that may limit performance. Income is generated by fixed income holdings and also from common and preferred dividends.

PHILOSOPHY:

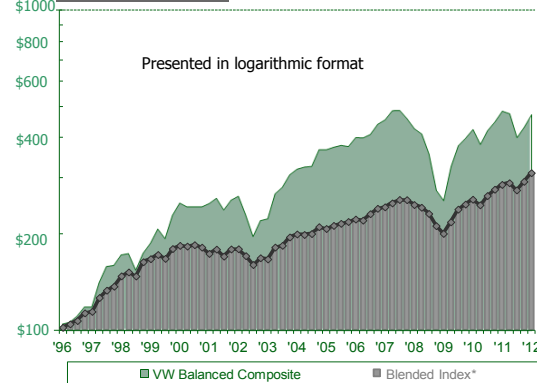
At ValueWorks we define value investing as buying the best-quality assets at the best possible prices. We like to think of ourselves as bargain hunters: it is our goal to pay only \$0.50 to \$0.75 for \$1.00 worth of assets. We evaluate the component parts of a company, assigning each of its assets a dollar value that, when added together, comprises the underlying value of the company; if this is higher than the company's stock price, we consider it an investment opportunity.

PORTFOLIO MANAGER:

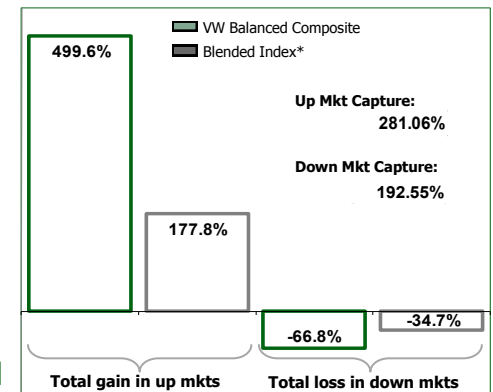
Charles Lemonides CFA has 20 plus years of investment experience. Before founding ValueWorks in 2001 Mr. Lemonides managed portfolios for 5 years and worked for nearly 10 years as a securities analyst at Gruntal & Co. In his coverage of distressed debt, arbitrage opportunities and takeover stocks, Mr. Lemonides honed skills in financial markets, statement analysis and in valuing a diverse range of businesses and assets that continue to inform his investment decisions and philosophy today. He is a frequent guest in the financial media: CNBC, Bloomberg and in the Wall St Journal.



GROWTH OF \$100



MARKET CAPTURE RATIOS (OVER 10 YEARS)



TRAILING PERFORMANCE

	ValueWorks (gross)		Blended Index*	
	annualized	cumulative	annualized	cumulative
1 Year	-3.98	-3.98	7.21	7.21
3 Year	11.98	40.40	12.43	42.12
5 Year	-1.25	-6.09	4.40	24.00
10 Year	7.12	98.98	6.14	81.38
Life#	9.64	356.77	7.09	209.45

PERFORMANCE STATISTICS & RISK MEASURES

	Beta	Alpha	Sharpe: 2% (T-bill, 5 yr av)	R-sq
1 Year	1.57	-15.28	-0.34	0.99
3 Year	1.90	-11.64	0.51	0.97
5 Year	2.07	-10.34	-0.18	0.90
10 Year	2.07	-5.61	0.22	0.88
Life#	1.89	-3.78	0.37	0.98

*Composite start: Jan 1, 1996

YEARLY PERFORMANCE



HISTORICAL QUARTERLY RETRURNS VS THE INDEX (IN %)

	ValueWorks (gross)				Blended Index*			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
2012	9.35	-3.41			6.43	-0.27		
2011	7.90	-1.83	-15.80	7.97	3.53	1.22	-5.03	6.36
2010	6.42	-10.25	10.57	6.50	3.57	-3.95	6.92	4.66
2009	-7.08	27.72	16.24	5.58	-5.44	8.71	9.58	3.71
2008	-6.92	-3.74	-13.47	-22.99	-3.47	-1.93	-4.37	-8.41
2007	3.17	6.85	0.17	-5.78	1.07	2.87	2.49	-0.11
2006	6.65	-0.24	2.54	7.59	1.78	-0.79	4.76	3.96
2005	-0.04	1.79	1.35	-0.80	-1.29	2.24	1.50	1.34
2004	4.07	1.51	0.50	12.75	2.17	-0.37	0.67	5.09
2003	1.28	19.71	4.89	9.36	-0.88	8.95	1.27	6.22
2002	2.86	-12.73	-14.33	12.22	0.12	-4.85	-6.20	5.02
2001	2.36	3.90	-8.07	7.34	-4.42	3.13	-4.92	5.32
2000	9.24	-2.75	0.04	0.00	2.32	-0.52	1.01	-1.75
1999	7.37	10.91	-6.75	18.26	2.20	3.06	-2.76	7.36
1998	7.81	1.00	-11.27	12.95	7.77	2.83	-2.86	10.84
1997	-0.14	19.26	12.29	0.81	1.07	10.54	5.41	2.90
1996	4.94	1.28	4.57	6.77	1.80	2.48	2.45	5.69

*The 'Blended Index' consists of 50% the S&P 500 Total Return and 50% the Merrill Lynch Domestic Master Bond Index

PROCESS:

1. Identification We monitor the financial markets to identify securities that match our investment criteria—focusing on opportunities that appear misunderstood by the general market.

2. Appraisal First we identify the assets; then we appraise them. This allows us to determine the company's *underlying value*. We then decide whether the assets are of high quality and therefore likely to appreciate over time.

3. Assessment Here we assess any claims against a company's assets; we then compare the market price of the claims to the company's *underlying value*.

If a particular security trades at a discount, we identify factors that could eliminate the valuation gap and increase its price. We then make a decision on the purchase of the security.

4. Re-Evaluation We continuously monitor our positions to determine if our original investment thesis still applies, taking necessary action to optimize our portfolio.

5. Exit We exit a position when a security either reaches full valuation or changes in its outlook invalidate part of our original thesis.

Year End	Total Firm	Composite Assets		Annual Performance Results			
	Assets (in Millions)	USD (in Millions)	Number of Accounts	Composite: Gross	Composite: Net	Blended Index	Composite Dispersion
2011	160	33	71	-3.70%	-5.03%	5.85%	6.50%
2010	165	38	74	12.48%	10.86%	11.30%	6.50%
2009	152	38	79	45.64	43.53%	16.78%	5.15%
2008	112	33	91	-40.29%	-41.20%	-18.18%	4.82%
2007	295	76	128	4.06%	2.51%	6.45%	3.78%
2006	267	74	113	17.37%	15.61%	9.98%	3.26%
2005	209	65	120	2.29%	0.73%	3.80%	3.29%
2004	165	65	104	19.71%	18.04%	7.70%	4.01%
2003	121	52	84	39.07%	36.86%	16.16%	5.68%
2002	75	33	63	-13.69%	-15.24%	-6.15%	3.52%
2001	85	37	62	4.87%	3.10%	-1.29%	7.36%
2000	80	34	72	6.28%	4.35%	1.02%	5.50%
1999	81	36	73	31.32%	28.89%	9.95%	11.30%
1998	66	37	93	9.13%	7.15%	19.33%	7.63%
1997	39	24	54	34.81%	32.51%	21.18%	4.33%
1996	26	15	29	18.66%	16.54%	12.96%	3.60%

DISCLOSURES

Past performance is not indicative of future results.

Balanced Composite contains all accounts with a balanced mandate. For comparison purposes the composite is measured against a 50/50 blend of S&P 500 and Merrill Lynch Master Bond Indices. The blended benchmark is calculated on a quarterly basis.

ValueWorks has prepared and presented this report in compliance with the Global Investment Performance Standards (GIPS®).

ValueWorks is a separate registered investment adviser. Prior to September 30th, 2001, ValueWorks was a subdivision of M&R Capital. The firm maintains a complete list and description of composites, which is available upon request.

Results are based on fully discretionary accounts under management, including those accounts no longer with the firm. Past performance is not indicative of future results.

The U.S. Dollar is the currency used to express performance. Gross returns are shown as supplemental information and are stated gross of all fees and transaction costs; net returns are reduced by all fees and transaction costs incurred. Wrap accounts pay a fee based on a percentage of assets under management. Other than brokerage commissions this fee includes investment management, portfolio monitoring, consulting services, and in some cases, custodial services. Wrap accounts make up 100% of the composite for all periods shown. Wrap fee schedules are provided by independent wrap sponsors and are available upon request from the respective wrap sponsor. The annual composite dispersion presented is an asset-weighted standard deviation calculated for the accounts in the composite the entire year beginning December 31, 2001. From January 1, 1996 to December 31, 2001 dispersion reflected an equal weighted dispersion. Additional information regarding the policies for calculating and reporting returns is available upon request.

The investment fee schedule for the composite is as follows: Low and high rate for wrap sponsors: 1.25% and 2.75%, respectively. Fee schedules from individual wrap sponsors are available upon request. Actual investment advisory fees incurred by clients may vary.

The Balanced Composite was created December 31, 1995. Performance presented prior to October 1, 2001 occurred while the Portfolio Manager was affiliated with two prior firms and he was the only individual responsible for selecting the securities to buy and sell. ValueWorks' is in compliance with the GIPS standards for the period October 1, 2001 through December 31, 2007. In addition, a performance examination was conducted on the Balanced Composite beginning October 1, 2001.

For more information about ValueWorks Balanced Composite and our other composites please visit valueworksllc.com or call 212.819.1818