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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: UNITED PLANKTON CHARITABLE TRUST

A Employer identification number: 20-6582607

Number and street (or P O box number if mail is not delivered to street address): 11400 W. OLYMPIC BLVD.

Room/suite: 590

B Telephone number: 310 481 5000

City or town, state, and ZIP code: LOS ANGELES, CA 90064

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 5,233,378.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	448.	448.		STATEMENT 1
	4	Dividends and interest from securities	154,621.	154,621.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	71,915.			
	b	Gross sales price for all assets on line 6a 613,543.				
	7	Capital gain net income (from Part IV, line 2)		71,915.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	889.	889.		STATEMENT 3
	12	**Total** Add lines 1 through 11	227,873.	227,873.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees STMT 4	34,918.	34,918.		0.
	17	Interest				
	18	Taxes STMT 5	9,142.	3,878.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	35.	35.		0.
	24	**Total operating and administrative expenses** Add lines 13 through 23	44,095.	38,831.		0.
	25	Contributions, gifts, grants paid	293,000.			293,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	337,095.	38,831.		293,000.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-109,222.			
	b	**Net investment income** (if negative, enter -0-)		189,042.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	6,569.	6,850.	6,850.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	5,460,363.	5,226,528.	5,226,528.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	5,466,932.	5,233,378.	5,233,378.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	5,466,932.	5,233,378.	
	30	**Total net assets or fund balances**	5,466,932.	5,233,378.	
	31	**Total liabilities and net assets/fund balances**	5,466,932.	5,233,378.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,466,932.
2	Enter amount from Part I, line 27a	2	-109,222.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,357,710.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS ON INVESTMENTS	5	124,332.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,233,378.

Form **990-PF** (2011)

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Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	613,543.		541,628.	71,915.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				71,915.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 71,915.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	295,000.	5,247,622.	.056216
2009	273,348.	3,954,274.	.069127
2008	161,341.	2,747,388.	.058725
2007	121,381.	1,522,655.	.079717
2006	59,946.	627,578.	.095520

2	**Total** of line 1, column (d)	2	.359305
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.071861
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,421,842.
5	Multiply line 4 by line 3	5	389,619.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,890.
7	Add lines 5 and 6	7	391,509.
8	Enter qualifying distributions from Part XII, line 4	8	293,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	3,781.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	3,781.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	3,781.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,880.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	1,033.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	3,913.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	12.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	120.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 120. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ PERRY, NEIDORF & GRASSL, LLP Telephone no. ▶ 310 481 5000
Located at ▶ 11400 W. OLYMPIC BLVD., #590, LOS ANGELES, CA ZIP+4 ▶ 90064

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEPHEN HILLENBURG 11400 W. OLYMPIC BLVD., #590 LOS ANGELES, CA 90064	TRUSTEE 1.00	0.	0.	0.
KAREN HILLENBURG 11400 W. OLYMPIC BLVD., #590 LOS ANGELES, CA 90064	TRUSTEE 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	5,486,079.
b	Average of monthly cash balances		1b	18,329.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	5,504,408.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	5,504,408.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	82,566.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	5,421,842.
6	**Minimum investment return.** Enter 5% of line 5		6	271,092.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	271,092.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 3,781.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	3,781.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	267,311.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	267,311.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	267,311.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	293,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	293,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	293,000.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				267,311.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 — 28,675.				
b From 2007 — 47,486.				
c From 2008 — 25,290.				
d From 2009 — 77,938.				
e From 2010 — 35,471.				
f **Total** of lines 3a through e	214,860.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 293,000.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				267,311.
e Remaining amount distributed out of corpus	25,689.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	240,549.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	28,675.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	211,874.			
10 Analysis of line 9:				
a Excess from 2007 — 47,486.				
b Excess from 2008 — 25,290.				
c Excess from 2009 — 77,938.				
d Excess from 2010 — 35,471.				
e Excess from 2011 — 25,689.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PARKWAY VALENCIA, CA 91355	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	100,000.
HUMBOLDT STATE UNIVERSITY 1 HARPST STREET ARCATA, CA 95521	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	
HUNTINGTON HOSPITAL 100 W. CALIFORNIA BLVD. PASADENA, CA 91105	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	40,000.
LIBERTY HILL FOUNDATION 2121 CLOVERFIELD BLVD., SUITE 113 SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	
OCEAN INSTITUTE 24200 DANA POINT HARBOR DRIVE DANA POINT, CA 92629	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	
Total SEE CONTINUATION SHEET(S)			▶ 3a	293,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	448.	
4 Dividends and interest from securities			14	154,621.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	211110		14	889.	
8 Gain or (loss) from sales of assets other than inventory			18	71,915.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		227,873.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 227,873.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

Signature of officer or trustee | Date 10/11/2012 | Title President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
		OCT 24 2012		P00748765

Firm's name ▶ CRAIG W. HARRIS, CPA | Firm's EIN ▶

Firm's address ▶ 280 N. WESTLAKE BLVD., SUITE 130
WESTLAKE VILLAGE, CA 91362 | Phone no. (805) 557-0414

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
POLYTECHNIC SCHOOL 1030 E. CALIFORNIA BLVD. PASADENA, CA 91106	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	65,000.
PRINCESS GRACE FOUNDATION-USA 150 EAST 58TH STREET NEW YORK, NY 10155	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	
THE MUSEUM OF CONTEMPORARY ART 8687 MELROSE AVENUE LOS ANGELES, CA 90069	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	
THE WALDEN SCHOOL 74 S. SAN GABRIEL BLVD. PASADENA, CA 91107	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	
IOTA FUND 1111 MAIN STREET LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	10,000.
CENTER THEATRE GROUP 601 WEST TEMPLE STREET LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	3,000.
NATIONAL BRAIN TUMOR SOCIETY 124 WATERTOWN STREET, SUITE 2D WATERTOWN, MA 02472	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	5,000.
BOYS AND GIRLS CLUB OF PASADENA 3230 EAST DEL MAR BLVD. PASADENA, CA 91107	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	70,000.
Total from continuation sheets				153,000.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MSSB #W01EE7 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
b	MSSB #012419 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
c	MSSB #012419 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
d	MSSB #012420 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
e	MSSB #012420 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
f	MSSB #012675 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
g	MSSB #012675 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
h	MSSB #012676 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
i	MSSB #012676 (SEE STATEMENT ATTACHED)	P	VARIOUS	VARIOUS
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	317,399.		274,403.	42,996.
b	2,538.		2,282.	256.
c	42,951.		39,759.	3,192.
d	12,784.		12,913.	-129.
e	140,540.		145,810.	-5,270.
f	4,784.		4,604.	180.
g	21,359.		18,538.	2,821.
h	6,286.		8,966.	-2,680.
i	41,128.		34,353.	6,775.
j	23,774.			23,774.
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				42,996.
b				256.
c				3,192.
d				-129.
e				-5,270.
f				180.
g				2,821.
h				-2,680.
i				6,775.
j				23,774.
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	71,915.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	AMOUNT
INTERNAL REVENUE SERVICE	5.
MORGAN STANLEY #014 A0WS77	272.
MORGAN STANLEY #014 W01EE7	85.
MORGANSTANLEY SMITHBARNEY #012419	16.
MORGANSTANLEY SMITHBARNEY #012420	14.
MORGANSTANLEY SMITHBARNEY #012675	39.
MORGANSTANLEY SMITHBARNEY #012676	17.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	448.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY #014 W01EE7	138,182.	23,742.	114,440.
MORGANSTANLEY SMITHBARNEY #012414	63.	0.	63.
MORGANSTANLEY SMITHBARNEY #012419	16,733.	0.	16,733.
MORGANSTANLEY SMITHBARNEY #012420	6,137.	32.	6,105.
MORGANSTANLEY SMITHBARNEY #012675	9,181.	0.	9,181.
MORGANSTANLEY SMITHBARNEY #012676	8,099.	0.	8,099.
TOTAL TO FM 990-PF, PART I, LN 4	178,395.	23,774.	154,621.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY #012419	6.	6.	
MORGAN STANLEY #012420	216.	216.	
INTERNAL REVENUE SERVICE-FEDERAL TAX REFUND	667.	667.	
TOTAL TO FORM 990-PF, PART I, LINE 11	889.	889.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	34,918.	34,918.		0.
TO FORM 990-PF, PG 1, LN 16C	34,918.	34,918.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES & LICENSES	9,142.	3,878.		0.
TO FORM 990-PF, PG 1, LN 18	9,142.	3,878.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MESSENGER	35.	35.		0.
TO FORM 990-PF, PG 1, LN 23	35.	35.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS FINANCIAL SERVICES INC. #78657	FMV	64,224.	64,224.
MORGANSTANLEY SMITHBARNEY #012675	FMV	567,225.	567,225.
MORGANSTANLEY SMITHBARNEY #012676	FMV	327,354.	327,354.
MORGANSTANLEY #014 A0WS77	FMV	272,339.	272,339.
MORGANSTANLEY SMITHBARNEY #012420	FMV	390,756.	390,756.
MORGANSTANLEY SMITHBARNEY #012419	FMV	337,272.	337,272.
MORGANSTANLEY #014-W01EE	FMV	3,267,358.	3,267,358.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,226,528.	5,226,528.

REALIZED GAIN/(LOSS) SUMMARY

This Realized Gain and Loss Summary is being provided for informational purposes only. It is important that you consult with a professional tax advisor regarding your individual tax situation, as Morgan Stanley cannot provide you with tax advice. Although Morgan Stanley is providing this information as an additional service, we do not guarantee that it is sufficient for tax reporting purposes, and are not liable for your reliance upon or use of this information. The Realized Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form), has not been supplied to the IRS and should not be filed with your taxes.

If cost basis information is not available, gain or (loss) will not be reflected on this Summary. For securities not purchased through Morgan Stanley, including securities purchased elsewhere and later transferred to Morgan Stanley, cost basis information may not be provided. To correct any information supplied by Morgan Stanley, please inform your Private Wealth Advisor; to add cost basis information, you should inform your Private Wealth Advisor. Please note that although Morgan Stanley makes every effort to adjust the cost basis for such securities' capital changes, it does not adjust the cost basis for all events.

Long Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
ISHARES BARCLAYS TIPS BOND FUND 4.784% DUE 12/31/1899 @ 0 00	464287176	455 000	04/11/2008	08/10/2011	$53,586.82	$49,817 95	$3,768.87
ISHARES BARCLAYS TIPS BOND FUND 4.784% DUE 12/31/1899 @ 0 00	464287176	490 000	05/21/2009	08/10/2011	$57,708 88	$49,857.99	$7,850 89
ISHARES BARCLAYS TIPS BOND FUND 4.784% DUE 12/31/1899 @ 0 00	464287176	505 000	01/26/2009	08/10/2011	$59,475 49	$49,648 87	$9,826 62
ISHARES BARCLAYS TIPS BOND FUND 4.784% DUE 12/31/1899 @ 0 00	464287176	520.000	10/15/2008	08/10/2011	$61,242 08	$49,856.80	$11,385.28
ISHARES BARCLAYS TIPS BOND FUND 4.784% DUE 12/31/1899 @ 0 00	464287176	725 000	10/21/2009	08/10/2011	$85,385.60	$75,221.29	$10,164 31
Total Long Term					$317,398.87		$42,995.97

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REALIZED GAIN/(LOSS) SUMMARY

This Gain and Loss Summary is provided for informational purposes only It is important that you consult with a professional tax advisor regarding your individual tax situation, as Morgan Stanley Smith Barney LLC ("Morgan Stanley Smith Barney") cannot provide you with tax advice. Although Morgan Stanley Smith Barney is providing this information as an additional service, we do not guarantee that it is sufficient for tax reporting purposes, and are not liable for your reliance upon or use of this information. The Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form), has not been supplied to the IRS and should not be filed with your taxes.

If cost basis information is not available, gain or (loss) will not be reflected on this Summary. For securities not purchased through Morgan Stanley Smith Barney, including securities purchased elsewhere and later transferred to Morgan Stanley Smith Barney, cost basis information may not be provided. To correct any information supplied by Morgan Stanley Smith Barney, please inform your Financial Advisor. To add cost basis information, you may either inform your Financial Advisor or input the data directly yourself through our client-only Web site, ClientServ. Morgan Stanley Smith Barney will adjust cost basis as appropriate in accordance with tax laws. However, Morgan Stanley Smith Barney does not adjust for all events and you should contact your tax advisor to determine the appropriate information to be used in the preparation of your tax return.

Short Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)	ADDITIONAL INFORMATION
BANCO SANTANDER S.A.	STD	0 000	02/10/2011	02/10/2011	$89 59	$0.00	$89.59	Sale-Foreign Rights
BANCO SANTANDER S.A.	STD	0.000	11/10/2011	11/10/2011	$56.62	$0.00	$56.62	Sale-Foreign Rights
FOSTERS BREWING GRP SP ADR NEW	FBRWY	141.000	12/15/2010	05/31/2011	$650.40	$636.57	$13.83	
NIPPON TELEGRAPH&TELEPHONE ADS	NTT	24.000	12/15/2010	01/21/2011	$541.18	$548.16	$(6.98)	
POWER ASSETS HOLDINGS LTD ADR	HGKGY	124.000	12/15/2010	04/01/2011	$821.33	$792.36	$28 97	
TELECOM CP NZ LTD ADS	NZT	38.000	12/15/2010	06/23/2011	$379 36	$305.52	$73 84	
Total Short Term					**$2,538.48**		**$255.87**	

Long Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)	ADDITIONAL INFORMATION
AMCOR LIMITED ADR NEW	AMCRY	29.000	07/17/2008	05/09/2011	$863.42	$596.95 E	$266.47	
AMCOR LIMITED ADR NEW	AMCRY	15.000	10/15/2008	05/09/2011	$446.60	$225.00 E	$221 60	
AMCOR LIMITED ADR NEW	AMCRY	3.000	12/03/2008	05/09/2011	$89 32	$44 46 E	$44.86	
BANCO SANTANDER S.A.	STD	165 000	01/09/2009	01/21/2011	$2,033.14	$1,544.32 E	$488 82	
BG GROUP PLC	BRGYY	20.000	01/09/2009	01/31/2011	$2,212.51	$1,496.00 E	$716.51	
BP PLC ADS	BP	0.000	10/14/2008	06/28/2011	$16.45	$0.00	$16.45	Cash in Lieu
FOSTERS BREWING GRP SP ADR NEW	FBRWY	330.000	01/09/2009	04/01/2011	$1,947.29	$1,234.20 E	$713.09	
FOSTERS BREWING GRP SP ADR NEW	FBRWY	254.000	01/09/2009	05/20/2011	$1,178.84	$779.77	$399 07	
FOSTERS BREWING GRP SP ADR NEW	FBRWY	152.000	05/21/2009	05/20/2011	$705.45	$466 63	$238.82	
FOSTERS BREWING GRP SP ADR NEW	FBRWY	57 000	05/21/2009	05/31/2011	$262.93	$174.99	$87.94	

CONTINUED ON NEXT PAGE

REALIZED GAIN/(LOSS) SUMMARY (continued)

Long Term (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)	ADDITIONAL INFORMATION
FOSTERS BREWING GRP SP ADR NEW	FBRWY	202 000	10/23/2009	05/31/2011	$931 79	$853 93	$77.86	
GLAXOSMITHKLINE PLC ADS	GSK	22 000	06/22/2007	05/31/2011	$954 23	$1,147 14 E	$(192 91)	
GLAXOSMITHKLINE PLC ADS	GSK	1 000	06/29/2007	05/31/2011	$43 37	$52 26 E	$(8 89)	
GLAXOSMITHKLINE PLC ADS	GSK	8 000	07/27/2007	05/31/2011	$346 99	$399.27 E	$(52.28)	
GLAXOSMITHKLINE PLC ADS	GSK	5 000	09/20/2007	05/31/2011	$216 87	$268 25 E	$(51 38)	
GLAXOSMITHKLINE PLC ADS	GSK	5 000	10/03/2007	05/31/2011	$216 88	$270 00 E	$(53.12)	
GLAXOSMITHKLINE PLC ADS	GSK	5 000	10/03/2007	08/17/2011	$211 18	$270 00 E	$(58 82)	
GLAXOSMITHKLINE PLC ADS	GSK	5 000	03/27/2008	08/17/2011	$211 18	$213 09 E	$(1 91)	
GLAXOSMITHKLINE PLC ADS	GSK	20 000	04/15/2008	08/17/2011	$844 74	$844 38 E	$0 36	
GLAXOSMITHKLINE PLC ADS	GSK	10 000	06/11/2008	08/17/2011	$422 37	$414 57 E	$7.80	
GLAXOSMITHKLINE PLC ADS	GSK	1 000	10/15/2008	08/17/2011	$42 24	$37 02 E	$5.22	
IBERDROLA SA SPON ADR	IBDRY	0.000	01/09/2009	01/06/2011	$15 70	$0 00	$15 70	Cash in Lieu
IBERDROLA SA SPON ADR	IBDRY	0.000	01/09/2009	08/08/2011	$8 81	$0.00	$8 81	Cash in Lieu
IBERDROLA SA SPON ADR	IBDRY	66 000	01/09/2009	08/24/2011	$1,920.11	$2,216.28 E	$(296 17)	
NATL GRID TRANSCO PLC ADS	NGG	31 000	01/09/2009	08/24/2011	$1,557 62	$1,594 86 E	$(37 24)	
NIPPON TELEGRAPH&TELEPHONE ADS	NTT	29 000	01/09/2009	01/12/2011	$647 32	$749 04 E	$(101.72)	
NIPPON TELEGRAPH&TELEPHONE ADS	NTT	46 000	05/21/2009	01/12/2011	$1,026 79	$941 62	$85 17	
NIPPON TELEGRAPH&TELEPHONE ADS	NTT	21.000	05/21/2009	01/21/2011	$473 53	$429.87	$43.66	
NIPPON TELEGRAPH&TELEPHONE ADS	NTT	64 000	10/23/2009	01/21/2011	$1,443.15	$1,304.32	$138 83	
POWER ASSETS HOLDINGS LTD ADR	HGKGY	355 000	01/09/2009	03/18/2011	$2,278 55	$1,934 75 E	$343 80	
POWER ASSETS HOLDINGS LTD ADR	HGKGY	104.000	01/09/2009	03/24/2011	$668 83	$566 80 E	$102.03	
POWER ASSETS HOLDINGS LTD ADR	HGKGY	158 000	05/21/2009	03/24/2011	$1,016 10	$850 04	$166 06	
POWER ASSETS HOLDINGS LTD ADR	HGKGY	6 000	05/21/2009	04/01/2011	$39.74	$32.28	$7 46	
POWER ASSETS HOLDINGS LTD ADR	HGKGY	150.000	10/23/2009	04/01/2011	$993.55	$807.00	$186 55	
ROYAL DUTCH SHELL PLC	RDS'A	0 000	10/26/2007	03/25/2011	$9 36	$0.00	$9 36	Cash in Lieu
ROYAL DUTCH SHELL PLC	RDS'A	8.000	10/26/2007	05/10/2011	$587.17	$696.17 E	$(109.00)	
ROYAL DUTCH SHELL PLC	RDS'A	16.000	03/13/2008	05/10/2011	$1,174.34	$1,119 58 E	$54.76	
ROYAL DUTCH SHELL PLC	RDS'A	2.000	04/15/2008	05/10/2011	$146 79	$148 04 E	$(1.25)	
ROYAL DUTCH SHELL PLC	RDS'A	0.000	04/15/2008	06/27/2011	$55.56	$0 00	$55 56	Cash in Lieu
SANOFI ADR	SNY	0.000	02/11/2010	06/24/2011	$33.38	$0.00	$33 38	Cash in Lieu
SEVEN & I HLDGS CO LTD ADR	SVNDY	13.000	02/13/2009	10/20/2011	$727.09	$671.62 E	$55 47	
SEVEN & I HLDGS CO LTD ADR	SVNDY	15 000	03/11/2009	10/20/2011	$838 94	$609.46 E	$229 48	
SEVEN & I HLDGS CO LTD ADR	SVNDY	1 000	04/27/2009	10/20/2011	$55.93	$44.68 E	$11 25	
SINGAPORE TELECOM LTD ADR NEW	SGAPY	71 000	01/09/2009	07/20/2011	$1,885.12	$1,219.07 E	$666 05	
SOCIETE GENERALE SP ADR	SCGLY	99 000	03/12/2007	01/24/2011	$1,299.07	$3,259.20 E	$(1,960.13)	
SOCIETE GENERALE SP ADR	SCGLY	3 000	10/03/2007	01/24/2011	$39.37	$105 33 E	$(65 96)	
SOCIETE GENERALE SP ADR	SCGLY	10 000	10/16/2007	01/24/2011	$131.22	$339.83 E	$(208.61)	
SOCIETE GENERALE SP ADR	SCGLY	51 000	11/26/2007	01/24/2011	$669.22	$1,431 89 E	$(762.67)	

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REALIZED GAIN/(LOSS) SUMMARY (continued)

Long Term (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)	ADDITIONAL INFORMATION
SOCIETE GENERALE SP ADR	SCGLY	5 000	12/26/2007	01/24/2011	$65 61	$144.89 E	$(79.28)	
SOCIETE GENERALE SP ADR	SCGLY	4.000	01/31/2008	01/24/2011	$52.49	$97.96 E	$(45.47)	
TELECOM CP NZ LTD ADS	NZT	174.000	01/09/2009	05/16/2011	$1,569.95	$1,223.66 E	$346.29	
TELECOM CP NZ LTD ADS	NZT	39 000	05/21/2009	05/16/2011	$351.89	$296.79	$55.10	
TELECOM CP NZ LTD ADS	NZT	23 000	05/21/2009	06/23/2011	$229.62	$175.03	$54.59	
TELECOM CP NZ LTD ADS	NZT	61 000	10/23/2009	06/23/2011	$608.99	$569 13	$39.86	
TELSTRA CORP LTD SPON ADR	TLSYY	86 000	01/09/2009	08/24/2011	$1,371.37	$1,121.44 E	$249.93	
TELSTRA CORP LTD SPON ADR	TLSYY	89 000	01/09/2009	10/03/2011	$1,291.70	$1,160.56 E	$131.14	
TELSTRA CORP LTD SPON ADR	TLSYY	3 000	01/09/2009	10/04/2011	$42.90	$39.12 E	$3.78	
UNILEVER PLC (NEW) ADS	UL	54 000	01/09/2009	06/23/2011	$1,683.37	$1,274 89 E	$408.48	
UNILEVER PLC (NEW) ADS	UL	53 000	01/09/2009	12/13/2011	$1,742 70	$1,251 28 E	$491.42	
Total Long Term					**$42,950.74**		**$3,192.03**	
Total Short And Long Term					**$45,489.22**		**$3,447.90**	

The "Total Cost" for Unit Trusts, Mortgage-Backed Securities, and Zero Coupon Bonds have been adjusted to reflect any partial return of principal or capital that may have been paid to you, or accreted interest earned, since your purchase date. In the event that the accumulated total return of principal or capital is greater than the provided original costs, the adjusted cost will be "0.00".

E This transaction was executed elsewhere and the securities were later transferred to your Morgan Stanley Smith Barney LLC account. The trade history for this transaction was provided to Morgan Stanley Smith Barney LLC by your prior financial institution.

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Short Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
AUTONATION INC	AN	50 000	12/08/2010	10/27/2011	$2,004.41	$1,314 03	$690 38
AUTONATION INC	AN	15.000	12/08/2010	11/04/2011	$547.40	$394.21	$153 19
CB RICHARD ELLIS GROUP INC CLA	CBG	87 000	02/17/2010	02/15/2011	$2,202 82	$1.120 02	$1,082 80
LOEWS CORPORATION	L	27 000	08/20/2010	08/17/2011	$999 10	$978.76	$20.34
LOEWS CORPORATION	L	33.000	10/04/2010	09/22/2011	$1,130.57	$1,245 43	$(114.86)
LOEWS CORPORATION	L	14.000	10/04/2010	09/27/2011	$506.12	$528 37	$(22.25)
LOEWS CORPORATION	L	40 000	10/13/2010	09/27/2011	$1,446.07	$1,599.70	$(153.63)
LOEWS CORPORATION	L	7.000	10/29/2010	09/27/2011	$253 06	$276 54	$(23.48)
SWIRE PACIFIC SPN ADR LTD CL A	SWRAY	132 000	12/10/2010	10/07/2011	$1,455.06	$2.155 39	$(700.33)
SWIRE PACIFIC SPN ADR LTD CL A	SWRAY	84 000	01/04/2011	10/07/2011	$925.94	$1,446 61	$(520.67)
SWIRE PACIFIC SPN ADR LTD CL A	SWRAY	41 000	01/04/2011	12/12/2011	$485.07	$706.09	$(221.02)
SWIRE PACIFIC SPN ADR LTD CL A	SWRAY	70 000	01/19/2011	12/12/2011	$828.16	$1,148 00	$(319 84)
Total Short Term					**$12,783.78**		**$(129.37)**

Long Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)	ADDITIONAL INFORMATION
ANGLO AMERICAN PLC ADR NEW	AAUKY	27.000	04/15/2009	02/07/2011	$735.85	$285.98 E	$449.87	
ANGLO AMERICAN PLC ADR NEW	AAUKY	66 000	04/16/2009	02/07/2011	$1,798.74	$697.79 E	$1,100 95	
ANGLO AMERICAN PLC ADR NEW	AAUKY	11.000	04/16/2009	03/04/2011	$296.99	$116.30 E	$180 69	
ANGLO AMERICAN PLC ADR NEW	AAUKY	74 000	04/16/2009	03/07/2011	$1,956.55	$782.37 E	$1,174 18	

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REALIZED GAIN/(LOSS) SUMMARY (continued)

Long Term (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)	ADDITIONAL INFORMATION
BEIJING CAP INTL AIRPORT-H SHR	BJCHF	900.000	05/07/2008	05/04/2011	$438 11	$1,028.79 E	$(590 68)	
BEIJING CAP INTL AIRPORT-H SHR	BJCHF	1,000 000	05/07/2008	05/05/2011	$489 29	$1,143 10 E	$(653 81)	
BEIJING CAP INTL AIRPORT-H SHR	BJCHF	1,000 000	05/07/2008	05/06/2011	$489 19	$1,143 10 E	$(653.91)	
BEIJING CAP INTL AIRPORT-H SHR	BJCHF	1,163 000	05/07/2008	05/11/2011	$573 80	$1,329 43 E	$(755.63)	
BERKSHIRE HATHAWAY CL-B NEW	BRK'B	113 000	05/06/2008	06/14/2011	$8,534 00	$9,796 87	$(1,262.87)	
BERKSHIRE HATHAWAY CL-B NEW	BRK'B	29 000	05/06/2008	07/28/2011	$2,168.67	$2,514 24	$(345 57)	
CARNIVAL CP NEW PAIRED COM	CCL	29 000	09/02/2008	03/25/2011	$1,126 64	$1,148.48 E	$(21.84)	
CARNIVAL CP NEW PAIRED COM	CCL	61 000	09/02/2008	03/29/2011	$2,323 12	$2,415.76 E	$(92.64)	
CARNIVAL CP NEW PAIRED COM	CCL	65.000	09/02/2008	04/26/2011	$2,423 23	$2,574.17 E	$(150 94)	
CARNIVAL CP NEW PAIRED COM	CCL	61 000	09/02/2008	10/27/2011	$2,231 06	$2,415.76 E	$(184.70)	
CARNIVAL CP NEW PAIRED COM	CCL	80 000	09/02/2008	11/03/2011	$2,718 68	$3,168.21 E	$(449 53)	
CBRE GROUP INC	CBG	192.000	02/17/2010	12/07/2011	$3,121 21	$2,471.77	$649 44	
CENOVUS ENERGY INC COM	CVE	70.000	05/06/2008	04/27/2011	$2,580 75	$2,804.43	$(223.68)	
CENOVUS ENERGY INC COM	CVE	59.000	05/06/2008	07/26/2011	$2,330.89	$2,363.73	$(32.84)	
CENOVUS ENERGY INC COM	CVE	62.000	05/06/2008	08/03/2011	$2,355 13	$2,483.92	$(128.79)	
CENOVUS ENERGY INC COM	CVE	59.000	05/06/2008	08/10/2011	$1,967.67	$2,363.73	$(396.06)	
CENOVUS ENERGY INC COM	CVE	45.000	05/21/2009	08/10/2011	$1,500 76	$1,117.61	$383 15	
CHINA LIFE INSURANCE CO LTD	LFC	27.000	05/06/2008	02/10/2011	$1,530 59	$1,812.75 E	$(282.16)	
CHINA LIFE INSURANCE CO LTD	LFC	44.000	05/06/2008	03/08/2011	$2,572 11	$2,954.12 E	$(382 01)	
CHINA LIFE INSURANCE CO LTD	LFC	64 000	05/06/2008	03/24/2011	$3,469 85	$4,296.90 E	$(827.05)	
CHINA UNICOM (HONG KONG) LTD	CHU	146.000	03/17/2009	01/11/2011	$2,058.87	$1,469 52 E	$589.35	
CHINA UNICOM (HONG KONG) LTD	CHU	156.000	03/17/2009	01/26/2011	$2,494 08	$1,570.17 E	$923.91	
CNOOC LTD ADS	CEO	10.000	05/06/2008	03/04/2011	$2,264.36	$1,792.46 E	$471.90	
CNOOC LTD ADS	CEO	12.000	05/06/2008	12/21/2011	$2,078.13	$2,150.95 E	$(72.82)	
DE LA RUE PLC SHS	DELRF	75.000	11/04/2009	01/06/2011	$968 23	$1,201.58	$(233 35)	
DE LA RUE PLC SHS	DELRF	53.000	11/05/2009	01/06/2011	$684 21	$863.33	$(179.12)	
DE LA RUE PLC SHS	DELRF	46.000	11/05/2009	01/21/2011	$599 63	$749.31	$(149.68)	
DE LA RUE PLC SHS	DELRF	106 000	11/06/2009	01/21/2011	$1,381.76	$1,737.81	$(356.05)	
DE LA RUE PLC SHS	DELRF	21.000	11/09/2009	01/21/2011	$273.75	$352.82	$(79 07)	
DE LA RUE PLC SHS	DELRF	74.000	11/09/2009	01/28/2011	$803.99	$1,243.26	$(439.27)	
DE LA RUE PLC SHS	DELRF	100.000	11/10/2009	01/28/2011	$1,086.48	$1,659.92	$(573.44)	
FOREST CY ENTERPRISE A	FCE'A	57.000	03/29/2010	11/15/2011	$762.82	$794.56	$(31.74)	
FOREST CY ENTERPRISE A	FCE'A	51.000	03/30/2010	11/15/2011	$682.52	$723.80	$(41 28)	
FOREST CY ENTERPRISE A	FCE'A	36.000	03/30/2010	11/16/2011	$480.12	$510.92	$(30.80)	
FOREST CY ENTERPRISE A	FCE'A	8.000	04/23/2010	11/16/2011	$106.69	$127.85	$(21.16)	
FOREST CY ENTERPRISE A	FCE'A	60.000	04/23/2010	11/23/2011	$699 11	$958.88	$(259.77)	
FOREST CY ENTERPRISE A	FCE'A	44.000	04/26/2010	11/23/2011	$512 68	$703.97	$(191 29)	
FRANCO-NEVADA CORP	FNV	48.000	07/20/2010	10/18/2011	$1,782.23	$1,406.56	$375.67	

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REALIZED GAIN/(LOSS) SUMMARY (continued)

Long Term (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)	ADDITIONAL INFORMATION
FRANCO-NEVADA CORP	FNV	16 000	07/21/2010	10/18/2011	$594 08	$472.11	$121 97	
FRANCO-NEVADA CORP	FNV	8.000	08/10/2010	10/18/2011	$297 03	$254 77	$42.26	
FRANCO-NEVADA CORP	FNV	17 000	08/10/2010	11/30/2011	$714 75	$541.39	$173.36	
FRANCO-NEVADA CORP	FNV	25.000	08/10/2010	12/01/2011	$1,057 87	$796 16	$261.71	
FRANCO-NEVADA CORP	FNV	14.000	08/10/2010	12/02/2011	$586 44	$445 85	$140.59	
FRANCO-NEVADA CORP	FNV	1.000	08/10/2010	12/16/2011	$38 07	$31.85	$6 22	
FRANCO-NEVADA CORP	FNV	49 000	09/22/2010	12/16/2011	$1,865 45	$1,579.14	$286 31	
GRUPO TELEVISA S A GLOBAL DEP	TV	136.000	10/21/2009	11/30/2011	$2,702 38	$2,798 76	$(96.38)	
HONG KONG EXCH & CLEAR LTD	HKXCF	100.000	02/27/2009	04/08/2011	$2,326.43	$806 43 E	$1,520 00	
HONG KONG EXCH & CLEAR LTD	HKXCF	100 000	02/27/2009	05/23/2011	$2,179.47	$806 43 E	$1,373 04	
HONG KONG EXCH & CLEAR LTD	HKXCF	100 000	02/27/2009	06/16/2011	$2,065.05	$806.43 E	$1,258 62	
HONG KONG EXCH & CLEAR LTD	HKXCF	400.000	02/27/2009	07/26/2011	$8,234 44	$3,225.72 E	$5.008.72	
ICICI BANK LTD	IBN	41.000	05/06/2008	08/03/2011	$1,834 15	$1,870 38 E	$(36 23)	
ICICI BANK LTD	IBN	55.000	05/06/2008	10/03/2011	$1,851 82	$2.509.04 E	$(657.22)	
ICICI BANK LTD	IBN	19.000	05/06/2008	10/12/2011	$677.68	$866.76 E	$(189 08)	
ICICI BANK LTD	IBN	35.000	06/17/2009	10/12/2011	$1,248 37	$1,047.08	$201.29	
ICICI BANK LTD	IBN	77.000	06/17/2009	10/19/2011	$2,805 45	$2,303 58	$501 87	
IMPERIAL OIL LTD COM NEW	IMO	73 000	05/06/2008	08/24/2011	$2,958 83	$4,143 18 E	$(1,184.35)	
IMPERIAL OIL LTD COM NEW	IMO	73 000	05/06/2008	10/03/2011	$2,463.27	$4,143 18 E	$(1,679 91)	
IMPERIAL OIL LTD COM NEW	IMO	54.000	05/06/2008	12/19/2011	$2,236 80	$3,064.81 E	$(828.01)	
LENDER PROCESSING SERV	LPS	54.000	12/01/2009	01/04/2011	$1,649.93	$2,267.17	$(617.24)	
LENDER PROCESSING SERV	LPS	27.000	12/02/2009	01/04/2011	$824.96	$1,124 12	$(299.16)	
LENDER PROCESSING SERV	LPS	67.000	12/02/2009	02/03/2011	$2,117 23	$2,789 47	$(672.24)	
LENDER PROCESSING SERV	LPS	26.000	12/02/2009	02/08/2011	$831.99	$1,082.48	$(250.49)	
LENDER PROCESSING SERV	LPS	10.000	12/02/2009	02/09/2011	$318.12	$416.34	$(98.22)	
LENDER PROCESSING SERV	LPS	21.000	12/03/2009	02/09/2011	$668 04	$865.10	$(197.06)	
LIBERTY MEDIA CO LIBERTY CAP A	LMCA	0.354	06/08/2010	11/30/2011	$26.68	$13 88	$12.80	
LOEWS CORPORATION	L	45.000	07/14/2010	08/05/2011	$1,684 96	$1,624.97	$59.99	
LOEWS CORPORATION	L	7.000	07/14/2010	08/17/2011	$259 03	$252 77	$6 26	
LOEWS CORPORATION	L	52 000	08/03/2010	08/17/2011	$1,924.20	$1,965.06	$(40.86)	
LOEWS CORPORATION	L	51.000	08/11/2010	08/17/2011	$1,887.20	$1,892 90	$(5.70)	
LOEWS CORPORATION	L	22.000	08/20/2010	09/08/2011	$803 01	$797.50	$5.51	
LOEWS CORPORATION	L	33.000	08/27/2010	09/08/2011	$1,204 51	$1,177.12	$27.39	
LOEWS CORPORATION	L	17.000	08/27/2010	09/14/2011	$619 90	$606.40	$13.50	
LOEWS CORPORATION	L	41.000	09/02/2010	09/14/2011	$1,495 04	$1,473.02	$22.02	
LOEWS CORPORATION	L	20 000	09/02/2010	09/22/2011	$685 19	$718 54	$(33.35)	
LOEWS CORPORATION	L	53.000	10/29/2010	11/08/2011	$2,087.42	$2,093.81	$(6.39)	
NASDAQ OMX GROUP INC (THE)	NDAQ	243 000	05/06/2008	05/06/2011	$6,472 32	$9,268.71 E	$(2,796.39)	

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REALIZED GAIN/(LOSS) SUMMARY (continued)

Long Term (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)	ADDITIONAL INFORMATION
NASDAQ OMX GROUP INC (THE)	NDAQ	89 000	05/06/2008	06/14/2011	$2,154.77	$3,394.71 E	$(1,239 94)	
NASDAQ OMX GROUP INC (THE)	NDAQ	138 000	05/06/2008	07/08/2011	$3,483.01	$5,263 71 E	$(1,780.70)	
NYSE EURONEXT	NYX	44 000	01/29/2009	09/21/2011	$1,136.71	$962.24 R	$174.47	
ORCHARD SUPPLY HARDWARE CL A	OSH	0.000	04/27/2010	12/30/2011	$14.84	$0 00	$14 84	Cash in Lieu
ORCHARD SUPPLY HRDWRE CL A PFD	OSHSP	0.590	07/02/2010	12/30/2011	$0.68	$0 51	$0 17	
Total Long Term					**$140,540.11**		**$(5,270.45)**	
Total Short And Long Term					**$153,323.89**		**$(5,399.82)**	

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

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Short Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
MOODYS CORP	MCO	9.000	04/14/2010	02/09/2011	$269 93	$259 74	$10 19
MOODYS CORP	MCO	33 000	12/15/2010	02/09/2011	$989.76	$904 20	$85 56
PROCTER & GAMBLE	PG	51.000	12/15/2010	07/20/2011	$3 279 97	$3,251 07	$28 90
TYCO INTERNATIONAL LTD NEW	TYC	5.000	09/27/2010	04/27/2011	$244.64	$189.15	$55 49
Total Short Term					**$4,784.30**		**$180.14**

Long Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
COSTCO WHOLESALE CORP NEW	COST	48 000	10/30/2009	08/29/2011	$3,729.52	$2,746.19	$983.33
MOODYS CORP	MCO	81.000	10/30/2009	02/09/2011	$2,429.41	$1,918 57	$510 84
PFIZER INC	PFE	190.000	10/30/2009	09/27/2011	$3,424.40	$3,240.64	$183.76
PFIZER INC	PFE	90 000	01/19/2010	09/27/2011	$1,622.08	$1,793 37	$(171.29)
PFIZER INC	PFE	125.000	02/16/2010	09/27/2011	$2,252.89	$2,213 21	$39.68
PROCTER & GAMBLE	PG	65 000	10/30/2009	07/20/2011	$4,180.36	$3,777.62	$402.74
PROCTER & GAMBLE	PG	16.000	04/14/2010	07/20/2011	$1,029.01	$1,007 04	$21.97
TYCO INTERNATIONAL LTD NEW	TYC	55.000	10/30/2009	04/27/2011	$2,691 06	$1,841.39	$849.67
Total Long Term					**$21,358.73**		**$2,820.70**
Total Short And Long Term					**$26,143.03**		**$3,000.84**

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REALIZED GAIN/(LOSS) SUMMARY

This Gain and Loss Summary is provided for informational purposes only. It is important that you consult with a professional tax advisor regarding your individual tax situation, as Morgan Stanley Smith Barney LLC ("Morgan Stanley Smith Barney") cannot provide you with tax advice. Although Morgan Stanley Smith Barney is providing this information as an additional service, we do not guarantee that it is sufficient for tax reporting purposes, and are not liable for your reliance upon or use of this information. The Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form), has not been supplied to the IRS and should not be filed with your taxes.

If cost basis information is not available, gain or (loss) will not be reflected on this Summary. For securities not purchased through Morgan Stanley Smith Barney, including securities purchased elsewhere and later transferred to Morgan Stanley Smith Barney, cost basis information may not be provided. To correct any information supplied by Morgan Stanley Smith Barney, please inform your Financial Advisor. To add cost basis information, you may either inform your Financial Advisor or input the data directly yourself through our client-only Web site, ClientServ. Morgan Stanley Smith Barney will adjust cost basis as appropriate in accordance with tax laws. However, Morgan Stanley Smith Barney does not adjust for all events and you should contact your tax advisor to determine the appropriate information to be used in the preparation of your tax return.

Short Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
ADMIRAL GROUP PLC UNSPONS ADR	AMIGY	153 000	01/27/2011	11/04/2011	$2,901.65	$4,109 23	$(1,207.58)
ENCANA CORP	ECA	51 000	01/28/2011	11/16/2011	$1,008.96	$1,630 14	$(621.18)
LOGITECH INTL SA	LOGI	197 000	08/10/2010	06/14/2011	$2,367.34	$3,218.84	$(851 50)
NOVARTIS AG ADR	NVS	0 147	04/12/2011	04/12/2011	$8.14	$8.16	$(0.02)
Total Short Term					**$6,286.09**		**$(2,680.28)**

Long Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
ALCON INC		24 000	10/30/2009	04/12/2011	$196.80	$166.08	$30.72
ALCON INC		0.000	10/30/2009	04/12/2011	$3,894.07	$3,286.80	$607.27
ALLIANZ SE ADS	AZSEY	134.000	10/30/2009	03/09/2011	$1,934.14	$1,534.30	$399.84
ENCANA CORP	ECA	111.000	11/02/2009	11/16/2011	$2,195 98	$3,252.05	$(1,056.07)
GAZPROM O A O SPON ADR	OGZPY	159.000	11/02/2009	01/31/2011	$4,201.10	$3,975.00	$226.10
LVMH MOET HENNESSY LOUIS VUITT	LVMUY	163.000	10/30/2009	01/28/2011	$5,101.07	$3,392 03	$1,709.04
NOVO NORDISK A/S ADR	NVO	33.000	10/30/2009	02/03/2011	$3,669 20	$2,050.29	$1,618.91
NOVO NORDISK A/S ADR	NVO	33.000	10/30/2009	10/13/2011	$3,297.63	$2,050.29	$1,247.34
TAIWAN SMCNDCTR MFG CO LTD ADR	TSM	344.000	11/02/2009	05/18/2011	$4,657 12	$3,288.64	$1,368.48
TESCO PLC SPONSORED ADR	TSCDY	106.000	10/30/2009	03/28/2011	$1,967.48	$2,135.90	$(168.42)
TEVA PHARMACEUTICALS ADR	TEVA	93.000	10/30/2009	08/10/2011	$3,607.12	$4,714.17	$(1,107 05)
WAL-MART DE MEXICO SA SPON ADR	WMMVY	97.000	10/30/2009	03/30/2011	$2,844.75	$1,679.07	$1,165.68

CONTINUED ON NEXT PAGE

REALIZED GAIN/(LOSS) SUMMARY (continued)

Long Term (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
WPP PLC ADR	WPPGY	26.000	10/30/2009	03/10/2011	$1,644.74	$1,167 12	$477 62
WPP PLC ADR	WPPGY	37.000	10/30/2009	09/01/2011	$1,916 56	$1 660 90	$255 66
Total Long Term					$41,127.76		$6,775.12
Total Short And Long Term					$47,413.85		$4,094.84

The "Total Cost" for Unit Trusts, Mortgage-Backed Securities, and Zero Coupon Bonds have been adjusted to reflect any partial return of principal or capital that may have been paid to you, or accreted interest earned, since your purchase date. In the event that the accumulated total return of principal or capital is greater than the provided original costs, the adjusted cost will be "0.00".

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Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print		
Type or print	Name of exempt organization or other filer, see instructions UNITED PLANKTON CHARITABLE TRUST	Employer identification number (EIN) or [X] 20-6582607
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P.O box, see instructions. 11400 W. OLYMPIC BLVD., NO. 590	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions LOS ANGELES, CA 90064	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ PERRY, NEIDORF & GRASSL, LLP 11400 W. OLYMPIC BLVD., #590 - LOS ANGELES, CA 90064
  Telephone No ▶ 310 481 5000 FAX No ▶ 310 481 5002
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning ______________ , and ending ______________

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 3,913.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 2,880.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 1,033.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

11310510 600057 UNITEDPLANKT 2011.03031 UNITED PLANKTON CHARITABLE UNITEDP1

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions UNITED PLANKTON CHARITABLE TRUST	Employer identification number (EIN) or [X] 20-6582607
	Number, street, and room or suite no. If a P.O. box, see instructions 11400 W. OLYMPIC BLVD., NO. 590	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90064	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ PERRY, NEIDORF & GRASSL, LLP 11400 W. OLYMPIC BLVD., #590 - LOS ANGELES, CA 90064

Telephone No. ▶ 310 481 5000 FAX No. ▶ 310 481 5002

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012

5 For calendar year 2011 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return

[ ] Change in accounting period

7 State in detail why you need the extension

AN ADDITIONAL EXTENSION OF TIME TO FILE IS REQUIRED IN ORDER TO OBTAIN ALL OF THE INFORMATION TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 3,913.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 3,913.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ Date ▶ 8/15/12

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01-06-12