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**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.

For calendar year 2012 or tax year beginning , and ending

Name of foundation THE BROOKS FOUNDATION		A Employer identification number 43-6476262
Number and street (or P O box number if mail is not delivered to street address) 209 S. WOODSMILL ROAD	Room/suite 2301	B Telephone number (636) 530-2210
City or town, state, and ZIP code CHESTERFIELD, MO 63017		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,403,152.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	37,962.	37,962.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	11,693.			
	b Gross sales price for all assets on line 6a 416,536.				
	7 Capital gain net income (from Part IV, line 2)		11,693.		
	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	1,748.	1,748.		STATEMENT 2	
12 Total. Add lines 1 through 11	51,403.	51,403.			
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 3 2013	13,761.	13,761.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes OGDEN, UT				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	13,761.	13,761.		0.
	25 Contributions, gifts, grants paid	61,000.			61,000.
26 Total expenses and disbursements. Add lines 24 and 25	74,761.	13,761.		61,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<23,358.>				
b Net investment income (if negative, enter -0-)		37,642.			
c Adjusted net income (if negative, enter -0-)			N/A		

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3

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		11,553.	2,957.	2,957.	
	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	STMT 4		1,341,461.	1,327,944.	1,381,245.
		c Investments - corporate bonds	STMT 5		26,745.	23,738.	18,950.
11	Investments - land, buildings, and equipment basis ▶						
	Less accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment basis ▶						
	Less accumulated depreciation ▶						
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers)			1,379,759.	1,354,639.	1,403,152.	
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 ▶ <input type="checkbox"/>						
	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 ▶ <input checked="" type="checkbox"/>						
	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			1,379,759.	1,354,639.		
30	Total net assets or fund balances			1,379,759.	1,354,639.		
31	Total liabilities and net assets/fund balances			1,379,759.	1,354,639.		

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	1,379,759.
2	Enter amount from Part I, line 27a	2	<23,358.>
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	115.
4	Add lines 1, 2, and 3	4	1,356,516.
5	Decreases not included in line 2 (itemize) ▶ MS BASIS ADJUSTMENTS	5	1,877.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,354,639.

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 PUBLICLY TRADED SECURITIES		01/01/11	12/31/12
b CAPITAL GAINS DIVIDENDS			
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 395,399.		404,843.	<9,444.>
b 21,137.			21,137.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			<9,444.>
b			21,137.
c			
d			
e			

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	11,693.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	171,000.	1,366,180.	.125167
2010	0.	1,365,952.	.000000
2009	171,820.	1,375,026.	.124958
2008	263,214.	1,955,945.	.134571
2007	201,100.	2,503,142.	.080339

2 Total of line 1, column (d)	2	.465035
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	.093007
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,356,039.
5 Multiply line 4 by line 3	5	126,121.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	376.
7 Add lines 5 and 6	7	126,497.
8 Enter qualifying distributions from Part XII, line 4 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.	8	61,000.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	753.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	753.
3 Add lines 1 and 2	4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	753.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	6a	5,187.
6 Credits/Payments:	6b	
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6c	
b Exempt foreign organizations - tax withheld at source	6d	
c Tax paid with application for extension of time to file (Form 8868)	7	5,187.
d Backup withholding erroneously withheld	8	
7 Total credits and payments. Add lines 6a through 6d	9	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	10	4,434.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	11	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		4,434. Refunded
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax		

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MO		
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? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>JOANNE BROOKS</u> Telephone no. ▶ <u>(636) 530-2210</u> Located at ▶ <u>209 S. WOODSMILL ROAD, APT. 2301, CHESTERFIELD, M</u> ZIP+4 ▶ <u>63017</u>			
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
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		16	Yes No X

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.

		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A		1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		1c X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b X

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

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)? Yes No
 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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No
 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? Yes No

5b		
6b		X
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
JOANNE M. BROOKS 209 S. WOODSMILL ROAD, APT. 2301 CHESTERFIELD, MO 63017	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	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	0.

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	1,368,842.
b	Average of monthly cash balances	1b	7,847.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,376,689.
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	1,376,689.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,650.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,356,039.
6	Minimum investment return. Enter 5% of line 5	6	67,802.

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	67,802.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	753.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	753.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	67,049.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	67,049.
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	67,049.

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	61,000.
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	61,000.
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	61,000.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				67,049.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	83,460.			
b From 2008	165,989.			
c From 2009	103,429.			
d From 2010				
e From 2011	103,239.			
f Total of lines 3a through e	456,117.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	61,000.			
a Applied to 2011, 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 2012 distributable amount				61,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	6,049.			6,049.
6 Enter the net total of each column as indicated below:	450,068.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	77,411.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	372,657.			
10 Analysis of line 9:				
a Excess from 2008	165,989.			
b Excess from 2009	103,429.			
c Excess from 2010				
d Excess from 2011	103,239.			
e Excess from 2012				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
 JOANNE BROOKS, (636) 530-2210
 209 S. WOODSMILL ROAD, APT. 2301, CHESTERFIELD, MO 63017

b The form in which applications should be submitted and information and materials they should include:
 THERE IS NO APPLICATION FORM

c Any submission deadlines:
 THERE ARE NO SUBMISSION DEADLINES

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
 THERE ARE NO RESTRICTIONS ON AWARDS

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
ANNUAL CATHOLIC APPEAL 20 ARCHBISHOP MAY DRIVE ST. LOUIS, MO 63119	NONE	NONE	GENERAL	40,000.
CHURCH OF THE ASCENSION 230 SANTA MARIA DRIVE CHESTERFIELD, MO 63005	NONE	NONE	GENERAL	21,000.
Total				61,000.
b Approved for future payment				
NONE				
Total				0.

FORM 990-PF **DIVIDENDS AND INTEREST FROM SECURITIES** **STATEMENT 1**

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MS 051877 CAPITAL GAIN DISTRIBUTIONS	21,137.	21,137.	0.
MS 051877 DIVIDENDS	36,103.	0.	36,103.
MS 051877 INTEREST	1,859.	0.	1,859.
TOTAL TO FM 990-PF, PART I, LN 4	59,099.	21,137.	37,962.

FORM 990-PF **OTHER INCOME** **STATEMENT 2**

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REFUNDS	835.	835.	
RETURN OF CAPITAL	913.	913.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,748.	1,748.	

FORM 990-PF **OTHER PROFESSIONAL FEES** **STATEMENT 3**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASSET MANAGEMENT FEES - MS	13,761.	13,761.		0.
TO FORM 990-PF, PG 1, LN 16C	13,761.	13,761.		0.

FORM 990-PF **CORPORATE STOCK** **STATEMENT 4**

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK	38,970.	41,480.
MUTUAL FUNDS	1,288,974.	1,339,765.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,327,944.	1,381,245.

FORM 990-PF

CORPORATE BONDS

STATEMENT 5

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CORPORATE BONDS	23,738.	18,950.
TOTAL TO FORM 990-PF, PART II, LINE 10C	23,738.	18,950.

Morgan Stanley

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



This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date.

Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.

Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures.

New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Expanded Disclosures for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

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

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MORGAN STANLEY BANK N.A. #	\$2,956.81	\$1.00		0.050
				Estimated Annual Income
				Annual Income
				Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS	\$2,956.81			\$1.00
				Estimated Annual Income
				Annual Income
				Accrued Interest

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

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CLEARBRIDGE ENERGY MLP OPP FD (EMO)	5/17/12	2,000,000	\$19.485	\$38,970.00	\$41,480.00	\$2,510.00 ST	\$2,680.00	6.46
Share Price: \$20.740; Next Dividend Payable 02/2013								
STOCKS				Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
				\$38,970.00	\$41,480.00	\$2,510.00 ST	\$2,680.00	6.46%
							Accrued Interest	
							\$0.00	

J-12

Morgan Stanley

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



CORPORATE FIXED INCOME CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
GOLDEN STATE PETRO TRANS CUSIP 38121EAJ2	1/3/05	30,000,000	\$109,560 \$109,560	\$32,551.71 \$23,738.14	\$18,224.37	\$(5,513.77)	\$1,742.01 \$725.81	9.55
Unit Price: \$84.112; Coupon Rate 8.040%; Matures 02/01/2019; Int. Semi-Annually Feb/Aug 01; Callable \$100.00 on 02/01/13; Yield to Maturity 11.766%; Moody CAA1 S&P B; Issued 08/01/97								
		Face Value Percentage of Assets %	Orig. Total Cost Adj. Total Cost		Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
CORPORATE FIXED INCOME		30,000,000	\$32,551.71 \$23,738.14		\$18,224.37	\$(5,513.77)	\$1,742.01 \$725.81	9.56%

TOTAL CORPORATE FIXED INCOME
(incl. accr. int.) 1.4% \$18,950.18

MUTUAL FUNDS

OTHER MUTUAL FUNDS

"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account.

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account. It may not reflect all distributions received in cash; due to but not limited to the following: investments made prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account.

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, plus the cash distributions shown, and the current value of the fund's shares. This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes.

Consulting Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain mutual funds. Please refer to "CG IAR Statuses in Investment Advisory Programs" in the quarter-end statement (or your first statement, if you have not yet received a statement at the quarter-end) for a description of these status codes. All status codes represent the opinions of CG IAR and are not representations or guarantees of performance.

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
BLACKROCK EQUITY DIVIDEND I (MADVX)	5/17/12	4,058.442	\$18.480	\$75,000.00	\$80,884.75	\$5,884.75 ST		
Purchases		4,058.442		75,000.00	80,884.75	5,884.75 ST		
Total		4,133.282		76,495.66	82,376.31	(4.10) ST		
Short Term Reinvestments								
Total Purchases vs Market Value				75,000.00	82,376.31			
Net Value Increase/(Decrease)					7,376.31			

Share Price: \$19.930; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest

CONTINUED

CONSOLIDATED SUMMARY	PERSONAL ACCOUNTS	RETIREMENT ACCOUNTS	EDUCATION ACCOUNTS	TRUST ACCOUNTS	BUSINESS ACCOUNTS
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J-12.5

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



MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
COLUMBIA SELECT LG CP GROWTH Z (UMLGX)	7/20/11	3,099.279	14.168	43,911.76	42,956.01	(955.75) LT	--	--
<i>Share Price: \$13.860; CG IAR Status: FL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest</i>								
FIRST EAGLE GLOBAL I (SGIIX)	11/30/10	5,182.478	44.652	231,406.74	252,697.63	21,290.89 LT		
	4/4/11	1,449.606	48.289	70,000.00	70,682.79	682.79 LT		
Purchases		6,632.084		301,406.74	323,380.42	21,973.68 LT		
Long Term Reinvestments		278.029		12,515.99	13,556.69	1,040.70 LT		
Short Term Reinvestments		322.175		15,506.29	15,709.25	202.96 ST		
Total		7,232.288		329,429.02	352,646.36	23,014.38 LT	4,578.00	1.29
Total Purchases vs Market Value								
Net Value Increase/(Decrease)								
<i>Share Price: \$48.760; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest</i>								
FORWARD TACTICAL GROWTH A (FTAGX)	4/4/11	2,393.005	26.990	64,587.21	59,633.68	(4,953.53) LT		
Purchases		2,393.005		64,587.21	59,633.68	(4,953.53) LT		
Long Term Reinvestments		14.880		369.62	370.81	1.19 LT		
Short Term Reinvestments		82.081		2,038.07	2,045.46	7.39 ST		
Total		2,489.966		66,994.90	62,049.95	(4,952.94) LT		
Total Purchases vs Market Value								
Net Value Increase/(Decrease)								
<i>Share Price: \$24.920; CG IAR Status: AL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest</i>								
GUGGENHEIM LG SHT COMM STRAT H (RYLFX)	11/30/10	3,567.900	25.952	92,595.14	62,902.08	(29,693.06) LT		
Purchases		3,567.900		92,595.14	62,902.08	(29,693.06) LT		
Long Term Reinvestments		520.847		13,017.24	9,182.53	(3,834.71) LT		
Total		4,088.747		105,612.38	72,084.61	(33,527.77) LT		

CONTINUED

J-12.1

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



MUTUAL FUNDS
OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total Purchases vs Market Value				92,595.14	72,084.61			
Net Value Increase/(Decrease)					(20,510.53)			
<i>Share Price: \$17.630; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest</i>								
LEGG MASON CLRBRDGE AGG GW I (SAGYX)	5/17/12	1,186.709	126.400	150,000.00	161,250.02	11,250.02 ST		
	Purchases	1,186.709		150,000.00	161,250.02	11,250.02 ST		
		32.915		4,481.35	4,472.49	(8.86) ST		
Total		1,219.624		154,481.35	165,722.51	11,241.16 ST		
<i>Short Term Reinvestments</i>								
Total Purchases vs Market Value				150,000.00	165,722.51			
Net Value Increase/(Decrease)					15,722.51			
<i>Share Price: \$135.880; CG IAR Status: FL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest</i>								
OPPENHEIMER DEVELOPING MKTS Y (ODVYX)	2/11/10	1,856.302	26.935	50,000.00	64,747.81	14,747.81 LT		
	3/3/10	1,785.562	28.002	50,000.00	62,280.40	12,280.40 LT		
	11/30/10	1,195.931	33.447	40,000.00	41,714.07	1,714.07 LT		
Purchases		4,837.795		140,000.00	168,742.28	28,742.28 LT		
		97.494		2,918.50	3,400.59	482.09 LT		
		36.384		1,230.52	1,269.07	38.55 ST		
Total		4,971.673		144,149.02	173,411.95	29,224.37 LT	1,238.00	0.71
						38.55 ST		
<i>Long Term Reinvestments</i>								
Total Purchases vs Market Value				140,000.00	173,411.95			
Net Value Increase/(Decrease)					33,411.95			
<i>Share Price: \$34.880; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest</i>								
PRINCIPAL PREFERRED SEC A (PPSAX)	8/12/10	7,684.426	9.760	75,000.00	80,917.01	5,917.01 LT		
Purchases		7,684.426		75,000.00	80,917.01	5,917.01 LT		
		744.330		7,354.40	7,837.79	483.39 LT		
		534.293		5,471.32	5,626.11	154.79 ST		
Total		8,963.049		87,825.72	94,380.91	6,400.40 LT	5,109.00	5.41
						154.79 ST		

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J-12.7

Morgan Stanley

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



MUTUAL FUNDS OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total Purchases vs Market Value				75,000.00	94,380.91			
Net Value Increase/(Decrease)					19,380.91			
<i>Share Price: \$10.530; CG IAR Status: AL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest</i>								
ROYCE PREMIER INV (RYPRX)	5/17/12	4,025,990	18.629	75,000.00	77,137.97	2,137.97 ST		
Purchases		4,025,990		75,000.00	77,137.97	2,137.97 ST		
Total		4,336,973		80,856.06	83,096.40	2,240.34 ST	828.00	0.99
Short Term Reinvestments								
Total Purchases vs Market Value				75,000.00	83,096.40			
Net Value Increase/(Decrease)					8,096.40			
<i>Share Price: \$19.160; CG IAR Status: FL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest</i>								
TCW EMERG MKTS INCOME I (TGEIX)	8/12/10	8,816,979	8.506	75,000.00	82,174.24	7,174.24 LT		
Purchases	11/30/10	2,676,859	8.592	23,000.00	24,948.33	1,948.33 LT		
Total		11,493,838		98,000.00	107,122.57	9,122.57 LT		
Long Term Reinvestments		1,181,353		10,180.70	11,010.21	829.51 LT		
Short Term Reinvestments		1,057,180		9,578.09	9,852.92	274.83 ST		
Total		13,732,371		117,758.79	127,985.70	9,952.08 LT	7,045.00	5.50
Long Term Reinvestments						274.83 ST		
Total Purchases vs Market Value				98,000.00	127,985.70			
Net Value Increase/(Decrease)					29,985.70			
<i>Share Price: \$9.320; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest</i>								
VIRTUS PREM ALPHASECTOR (SM) I (VAPIX)	4/4/11	6,167,118	12.972	80,000.00	81,529.30	1,529.30 LT		
Purchases		6,167,118		80,000.00	81,529.30	1,529.30 LT		
Long Term Reinvestments		44,928		556.20	593.95	37.75 LT		
Short Term Reinvestments		70,407		903.26	930.78	27.52 ST		
Total		6,282,453		81,459.46	83,054.03	1,567.05 LT	911.00	1.09
Long Term Reinvestments						27.52 ST		
Total Purchases vs Market Value				80,000.00	83,054.03			
Net Value Increase/(Decrease)					3,054.03			
<i>Share Price: \$13.220; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest</i>								

J-12.6

Morgan Stanley

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



MUTUAL FUNDS	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
	95.5%	\$1,288,974.12	\$1,339,764.74	\$30,722.42 LT	\$21,623.00	1.61%
				\$20,068.19 ST	\$0.00	

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page. For more information about the pricing of Money Market Funds, please see the Expanded Disclosures.

TOTAL MARKET VALUE	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
	100.0%	\$1,351,682.26	\$1,402,425.92	\$25,208.65 LT	\$26,046.01	1.86%
				\$22,578.19 ST	\$725.81	

TOTAL VALUE (includes accrued interest)

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

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

\$1,403,151.73

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J-12.9