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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation RUTH AND ROBERT ST. JOHN FOUNDATION, INC C/O VERNON J. NILY, PRESIDENT		A Employer identification number 52-1709184
Number and street (or P.O. box number if mail is not delivered to street address) P. O. BOX 2183	Room/suite	B Telephone number 410-822-2140
City or town, state, and ZIP code EASTON, MD 21601		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 ☒ 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) \$ 3,768,573. (Part I, column (d) must be on cash basis)	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		500.		N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		28.	28.		STATEMENT 1
4 Dividends and interest from securities		95,875.	95,875.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		92,429.			
b Gross sales price for all assets on line 6a 1,229,752.					
7 Capital gain net income (from Part IV, line 2)			92,429.		
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		7,845.	7,845.		STATEMENT 3
12 Total-Add lines 1 through 11		196,677.	196,177.		
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 STMT 4		6,500.	6,500.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		10,312.	3,510.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		40,489.	40,405.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		57,301.	50,415.		0.
25 Contributions, gifts, grants paid		211,000.			211,000.
26 Total expenses and disbursements. Add lines 24 and 25		268,301.	50,415.		211,000.
27 Subtract line 26 from line 12		<71,624.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			145,762.		
c Adjusted net income (if negative, enter -0-)				N/A	

233501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions

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Form **990-PF** (2012)-99

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2012.04040 RUTH AND ROBERT ST. JOHN FO 124501

SCANNED NOV 20 2013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	37,705.	38,712.	38,712.	
	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 8	3,629,495.	3,729,861.	3,729,861.	
	c Investments - corporate bonds				
Liabilities	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)	3,667,200.	3,768,573.	3,768,573.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	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.			
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 ▶ ☒	and complete lines 27 through 31			
		27 Capital stock, trust principal, or current funds	3,719,646.	3,892,643.	
		28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
		29 Retained earnings, accumulated income, endowment, or other funds	<52,446.>	<124,070.>	
30 Total net assets or fund balances	3,667,200.	3,768,573.			
31 Total liabilities and net assets/fund balances	3,667,200.	3,768,573.			

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	3,667,200.
2 Enter amount from Part I, line 27a	2	<71,624.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	172,997.
4 Add lines 1, 2, and 3	4	3,768,573.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,768,573.

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 STATEMENTS			
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 1,229,752.		1,137,323.	92,429.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			92,429.

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	92,429.
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			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)	2
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
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4	8

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	2,915.
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	2,915.
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	2,915.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,849.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	9,349.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	1.	
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	6,433.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 2,920. Refunded ☐	11	3,513.	

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)? 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.		X
1c 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 ☐ \$ 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.		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		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MD		
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		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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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)	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? Website address N/A	13	X	
14	The books are in care of L. STEPHEN SACHELL, TREASURER Telephone no 410-822-2140 Located at P.O. BOX 2183, EASTON, MD ZIP+4 21601			
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 N/A	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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here 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? N/A	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? ☐ Yes ☒ No If "Yes," list the years N/A	2a	
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 N/A		
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	3a	
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.) 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 2012?	4b	X

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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)?

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
VERNON J. NILY, JR. P. O. BOX 757 EASTON, MD 21601	PRESIDENT 0.00	0.	0.	0.
WILLIAM H. PRICE II 28133 WOODLAND CT. EASTON, MD 21601	SECRETARY 0.00	0.	0.	0.
L. STEPHEN SATCHELL 28372 CANVASBACK LANE EASTON, MD 21601	TREASURER 0.00	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	

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	
All other program-related investments See instructions	
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	3,843,809.
b	Average of monthly cash balances	1b	26,370.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,870,179.
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	3,870,179.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58,053.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,812,126.
6	Minimum investment return. Enter 5% of line 5	6	190,606.

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	190,606.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,915.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,915.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	187,691.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	187,691.
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	187,691.

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	211,000.
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	211,000.
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	211,000.

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				187,691.
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				
b From 2008				
c From 2009				
d From 2010				
e From 2011				4,071.
f Total of lines 3a through e	4,071.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 211,000.				
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				187,691.
e Remaining amount distributed out of corpus	23,309.			
5 Excess distributions carryover applied to 2012 (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	27,380.			
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	27,380.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				4,071.
e Excess from 2012				23,309.

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(I)(3) or ☐ 4942(I)(5)

- b 85% of line 2a**

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- 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**

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

- 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	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				
ACADEMY OF THE ARTS MUSUEM 106 SOUTH ST. EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	7,500.
AVALON FOUNDATION 42 E. DOVER ST. EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	10,000.
BLAKE BLACKSTON AMERICAN LEGION 102 GLENWOOD AVE. EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	1,500.
BOY SCOUT TROOP #190 PEACHBLOSSOM ROAD EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	2,500.
BOY SCOUT TROOP #532 DUTCHMAN'S LANE EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	2,500.
Total	SEE CONTINUATION SHEET(S)			211,000.
b Approved for future payment				
NONE				
Total				0.

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	28.	
		14	95,875.	
		18	7,845.	
		18	109,926.	<17,497.>
	0.		213,674.	<17,497.>
			13	196,177.

[illegible]

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	MORGAN STANLEY, NOM. A/C 4195-17 SEE ATTACHED SCH	P		
b	MORGAN STANLEY, NOM. A/C 4196-16 SEE ATTACHED SCH	P		
c	MORGAN STANLEY, NOM. A/C 4196-16 SEE ATTACHED SCH	P		
d	MORGAN STANLEY, NOM. A/C 4198-14 SEE ATTACHED SCH	P		
e	MORGAN STANLEY, NOM. A/C 4198-14 SEE ATTACHED SCH	P		
f	MORGAN STANLEY, NOM. A/C 4199-13 SEE ATTACHED SCH	P		
g	MORGAN STANLEY, NOM. A/C 4199-13 SEE ATTACHED SCH	P		
h	MORGAN STANLEY, NOM. A/C 902-906669-084 SEE ATTAC	P		
i	MORGAN STANLEY, NOM. A/C 902-906669-084 SEE ATTAC	P		
j	MORGAN STANLEY, NOM. A/C 921-906668-084 SEE ATTAC	P		
k	MORGAN STANLEY, NOM. A/C 921-906668-084 SEE ATTAC	P		
l	MORGAN STANLEY, NOM. A/C 921 906670-084 SEE ATTAC	P		
m	MORGAN STANLEY, NOM. A/C 921-906670-084 SEE ATTAC	P		
n	MORGAN STANLEY, NOM. A/C 921-906671-084 SEE ATTAC	P		
o	MORGAN STANLEY, NOM. A/C 921-906671-084 SEE ATTAC	P		

(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	141,286.	142,498.	<1,212.>
b	6,777.	13,294.	<6,517.>
c	60,773.	53,279.	7,494.
d	1,088.	962.	126.
e	66,517.	78,579.	<12,062.>
f	2,245.	7,502.	<5,257.>
g	29,545.	25,269.	4,276.
h	18,482.	15,620.	2,862.
i	154,635.	87,707.	66,928.
j	413,930.	402,216.	11,714.
k	63,881.	63,227.	654.
l	133,322.	139,753.	<6,431.>
m	17,651.	12,791.	4,860.
n	103,404.	55,313.	48,091.
o	11,880.	13,949.	<2,069.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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			<1,212.>
b			<6,517.>
c			7,494.
d			126.
e			<12,062.>
f			<5,257.>
g			4,276.
h			2,862.
i			66,928.
j			11,714.
k			654.
l			<6,431.>
m			4,860.
n			48,091.
o			<2,069.>

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	
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	

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	FAIRFIELD FUTURES FD-SHORT TERM	P		
b	FAIRFIELD FUTURES FD-1256 STRADDLES SHORT TERM	P		
c	FAIRFIELD FUTURES FD-1256 STRADDLES LONG TERM	P		
d	ORION FUTURES FD-SHORT TERM CAPITAL LOSS	P		
e	ORION FUTURES FD-LONG TERM CAPITAL LOSS	P		
f	ORION FUTURES FD-1256 STRADDLES-SHORT TERM	P		
g	ORION FUTURES FD-1256 STRADDLES-LONG TERM	P		
h	CAPITAL GAINS DIVIDENDS			
i				
j				
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		3,793.	<3,793.>
b		4,074.	<4,074.>
c		6,111.	<6,111.>
d		88.	<88.>
e		4,107.	<4,107.>
f		2,876.	<2,876.>
g		4,315.	<4,315.>
h	4,336.		4,336.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			<3,793.>
b			<4,074.>
c			<6,111.>
d			<88.>
e			<4,107.>
f			<2,876.>
g			<4,315.>
h			4,336.
i			
j			
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	92,429.
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 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
BOY SCOUT TROOP #741 P. O. BOX 177 ST. MICHAELS, MD 21663	NONE	PUBLIC CHARITY	SUSTAINING GRANT	2,500.
CASA OF TALBOT COUNTY 1 S. WASHINGTON ST. EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	10,000.
CHANNEL MARKERS 8626 BROOKS DRIVE EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	5,000.
CHARACTER COUNTS 108 MARYLAND AVE. EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	7,500.
CRITCHLOW ADKINS CHILDRENS CENTER 11 MAGNOLIA ST. EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	10,000.
CUB SCOUT PACK #190 PEACHBLOSSOM ROAD EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	2,000.
CUB SCOUT PACK #532 DUTCHMAN'S LANE EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	2,000.
DIXON HOUSE 108 HIGGINS ST. EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	7,500.
DORCAS SOCIETY 7050 OLD SCHOOLHOUSE LANE EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	2,500.
EASTERN SHORE CHAMBER MUSIC FESTIVAL 114 N. WASHINGTON ST., SUITE 20 EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	5,000.
Total from continuation sheets				187,000.

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
EASTON HIGH SCHOOL ADOPT A SPORT - FOOTBALL 720 MECKLENBURG AVE. EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	6,000.
FIRST NIGHT TALBOT 11 S. HARRISON ST. EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	1,500.
FOR ALL SEASONS 300 TALBOT ST. EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	5,000.
HABITAT FOR HUMANITY 8648 COMMERCE DRIVE EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	5,000.
MENTAL HEALTH SOCIETY 611 DUTCHMAN'S LANE EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	6,000.
PICKERING CREEK AUDUBON FOUNDATION 11450 AUDUBON LANE EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	10,000.
ST. MARKS VILLAGE 212 BAY ST. EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	5,000.
ST. MICHAELS COMMUNITY CENTER TALBOT ST. ST. MICHAELS, MD 21663	NONE	PUBLIC CHARITY	SUSTAINING GRANT	4,000.
ST. VINCENT DEPAUL SOCIETY 29533 CANVASBACK DRIVE EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	10,000.
TAKE A KID OUTDOORS (TAKO) 8659 COMMERCE DRIVE EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	5,000.
Total from continuation sheets				

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
TALBOT COUNTY ARTS COUNCIL P. O. BOX 6 EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	2,500.
TALBOT COUNTY FAMILY SUPPORT CENTER 126 PORT ST. #2 EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	6,000.
TALBOT COUNTY HOSPICE 586 CYNWOOD AVE. EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	2,500.
TALBOT COUNTY SPECIAL RIDERS, INC. 30485 MATTHEWSTOWN ROAD EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	5,000.
TALBOT HUMANE SOCIETY OCEAN GATEWAY EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	15,000.
TALBOT MENTORS 108 MARYLAND AVE. EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	7,500.
TRED AVON PLAYERS MAIN ST. OXFORD, MD 21654	NONE	PUBLIC CHARITY	SUSTAINING GRANT	2,500.
YMCA OF THE CHESAPEAKE 202 PEACHBLOSSOM RD. EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	5,000.
MID-SHORE COMMUNITY FOUNDATION - OPERATION XMAS SPIRIT 102 E. DOVER ST., STE. 1 EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	1,500.
MILES RIVER SAIL & POWER SQUADRON P. O. BOX 173 ST. MICHAELS, MD 21663	NONE	PUBLIC CHARITY	SUSTAINING GRANT	3,000.
Total from continuation sheets				

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
SHENANDOAH UNIVERSITY - DANIEL DIETER SCHOLARSHIP FBO TAYLOR SLAUGHENHOUP 1460 UNIVERSITY DRIVE WINCHESTER, VA 22601-5195	NONE	PUBLIC CHARITY	SUSTAINING GRANT	2,500.
MID SHORE COMMUNITY FOUNDATION-TALBOT COUNTY CARE PACKS 102 E. DOVER ST., STE. 1 EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	10,000.
DAVE HASLUP/LOU GEHRIG FOUNDATION-SCHOLARSHIP FUND C/O CHESAPEAKE COLLEGE WYE MILLS, MD	NONE	PUBLIC CHARITY	SUSTAINING GRANT	2,500.
TALBOT PARTNERSHIP 8 GOLDSBOROUGH ST., #203 EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	5,000.
TIDEWATER TITANS POP WARNER SCHOLARSHIP PROGRAM 29409 GOLTON DRIVE EASTON, MD 21601	NONE	PUBLIC CHARITY	SUSTAINING GRANT	5,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
TALBOT BANK CHECKING	28.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	28.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FAIRFIELD FUTURES FUND LP	49.	0.	49.
MORGAN STANLEY A/C 902-906669-084	5,831.	0.	5,831.
MORGAN STANLEY A/C 921 9066668084	35,939.	4,336.	31,603.
MORGAN STANLEY A/C 921-906670-084	24,851.	0.	24,851.
MORGAN STANLEY A/C 921-906671-084	2,055.	0.	2,055.
MORGAN STANLEY SMITH BARNEY 04195-17	16,768.	0.	16,768.
MORGAN STANLEY SMITH BARNEY 04196-16	1,324.	0.	1,324.
MORGAN STANLEY SMITH BARNEY 04198-14	12,807.	0.	12,807.
MORGAN STANLEY SMITH BARNEY 04199-13	483.	0.	483.
ORION FUTURES FUND	104.	0.	104.
TOTAL TO FM 990-PF, PART I, LN 4	100,211.	4,336.	95,875.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
	5,047.	5,047.	
	2,798.	2,798.	
TOTAL TO FORM 990-PF, PART I, LINE 11	7,845.	7,845.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
THOMAS TAWNEY CPA	6,500.	6,500.		0.
TO FORM 990-PF, PG 1, LN 16B	6,500.	6,500.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL FOREIGN TAX W/H	3,510.	3,510.		0.
FEDERAL 990-PF TAX PAYMENTS	6,802.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,312.	3,510.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	30,449.	30,449.		0.
PORTFOLIO & OTHER DEDUCTIONS-PASS-THROUGH INVS.	9,821.	9,821.		0.
POSTAGE	135.	135.		0.
TAX INTEREST/PENALTY	84.	0.		0.
TO FORM 990-PF, PG 1, LN 23	40,489.	40,405.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
CURRENT YEAR INCREASE IN FAIR MARKET VALUE OF ASSETS	172,997.
TOTAL TO FORM 990-PF, PART III, LINE 3	172,997.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	3,729,861.	3,729,861.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,729,861.	3,729,861.



Morgan Stanley

Ref. 00001086 00028821

2012 Year End Summary

VERNON NILY

Account Number 71A-04198-14 282

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000050	25	GENERAL ELECTRIC CO MorganStanley SmithBarney LLC acted as your agent in this transaction	11/12/08	01/17/12	\$ 475.49	\$ 422.18		\$ 53.31
125000060	5	INTEL CORP	11/25/08	04/16/12	140.90	66.17		74.73
	15	MorganStanley SmithBarney LLC acted as your agent in this transaction	12/11/08		422.68	214.94		207.74
125000070	40	LOWES COMPANIES INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/03/10	01/19/12	1,086.93	831.26		255.67
125000080	40	LOWES COMPANIES INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/03/10	01/25/12	1,080.95	831.27		249.68
125000090	25	LOWES COMPANIES INC	08/03/10	02/03/12	679.74	519.54		160.20
	125	MorganStanley SmithBarney LLC	09/15/10		3,398.69	2,670.16		728.53
	180	acted as your agent	10/12/10		4,894.12	4,022.17		871.95
	60	in this transaction.	11/05/10		1,631.37	1,334.39		296.98
125000100	165	MICROSOFT CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/10/06	02/21/12	5,167.88	3,903.19		1,264.69
125000110	60	MICROSOFT CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/10/06	03/06/12	1,893.70	1,419.34		474.36
125000120	15	MICROSOFT CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/10/06	04/27/12	480.13	354.83		125.30
125000130	200	MIZUHO FINL GROUP INC-JPY	05/02/07	01/10/12	553.11	2,429.24	(1,876.13)	
	120	SPONS ADR	05/07/07		331.87	1,499.38	(1,167.51)	
	1,080	MorganStanley SmithBarney LLC	05/22/07		2,986.79	14,218.52	(11,231.73)	
	40	acted as your agent	08/15/07		110.62	464.80	(354.18)	
	1,050		09/19/07		2,903.82	11,618.25	(8,714.43)	
	45		09/20/07		124.45	491.19	(366.74)	



Ref: 00001086 00028822

2012 Year End Summary

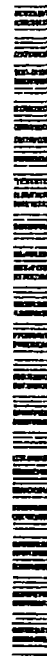
VERNON NILY

Account Number 71A-04198-14 282

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	45		09/25/07		\$ 124 45	\$ 489 50	(\$ 365 05)	
	155		07/12/10		428 66	489 99	(61 33)	
125000140	525	NISSAN MTR LTD SPONS ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/24/09	02/15/12	10,442.69	7,409 17		3,033.52
125000150	854	OI SA FROM: 879246106001	11/24/09	04/09/12	4 95	14 19	(9 24)	
125000160	.9373	OI SA FROM 879246106001 (MERGER)	11/24/09	04/09/12	13.73	29 17	(15 44)	
125000170	.92	OI SA FROM: 879246106001	11/24/09	04/09/12	13 48	28 71	(15 23)	
125000180	80	SEVEN & I HLDGS CO LTD-JPY MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/25/10	01/10/12	4,486 82	3,752.22		734 60
125000190	20 10	SEVEN & I HLDGS CO LTD-JPY MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/25/10 09/28/10	02/15/12	1,119 86 559 93	938 05 469 14		181 81 90 79
125000200	10	SEVEN & I HLDGS CO LTD-JPY MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/28/10	04/26/12	595 94	469 14		126 80
125000210	20 30 100	SONY CORP SPON ADR-NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/18/08 09/24/08 11/02/09	03/09/12	421 51 632.26 2,107 53	832.75 960.51 2,905 34	(411 24) (328 25) (797 81)	
125000220	30	TOYOTA MOTOR CORP ADR NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/05/08	02/13/12	2,363.10	1,678 40		684 70
125000230	15	WESTERN DIGITAL CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/10/10	02/01/12	571 05	382.71		188.34

2 0 1 2 Y E A R E N D S U M M A R Y



2012 Year End Summary

Ref. 00001086 00028807

VERNON NILY

Account Number 71A-04196-16 282

Details of Short Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000030	43	ILLUMINA INC MorganStanley SmithBarney LLC acted as your agent in this transaction	09/20/11	03/14/12	\$ 2,162.62	\$ 2,036.53		\$ 126.09
125000050	66 21	OPENTABLE INC MorganStanley SmithBarney LLC acted as your agent in this transaction	04/07/11 05/13/11	03/22/12	2,725.42 867.18	6,960.30 1,961.69	(4,234.88) (1,094.51)	
125000060	25	OPENTABLE INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/13/11	03/23/12	1,022.21	2,335.34	(1,313.13)	
Total					\$ 6,777.43	\$ 13,293.86	(\$ 6,642.52)	\$ 126.09

Details of Long Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	173	C.H. ROBINSON WORLDWIDE INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/11/10	01/27/12	\$ 11,876.22	\$ 12,329.61	(\$ 453.39)	
125000020	214	ILLUMINA INC MorganStanley SmithBarney LLC acted as your agent in this transaction	10/08/09	02/01/12	11,036.87	9,078.40		1,958.47

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Morgan Stanley

Ref 00001086 00028808

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2012 Year End Summary

VERNON NILY

Account Number 71A-04196-16 282

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000030	29	ILLUMINA INC	10/08/09	03/14/12	\$ 1,458.51	\$ 1,230.25		\$ 228.26
	211	MorganStanley SmithBarney LLC	01/11/10		10,611.90	7,165.77		3,446.13
	7	acted as your agent in this transaction.	04/13/10		352.05	263.77		88.28
125000040	6	INTUITIVE SURGICAL INC	08/07/06	01/12/12	2,736.48	578.18		2,158.30
	6	MorganStanley SmithBarney LLC	11/06/08		2,736.49	1,053.31		1,683.18
		acted as your agent in this transaction.						
125000070	291	SCHWAB CHARLES CORP	10/02/09	04/04/12	4,223.07	5,447.52	(1,224.45)	
	517	MorganStanley SmithBarney LLC	01/29/10		7,502.84	9,440.32	(1,937.48)	
	374	acted as your agent in this transaction	10/04/10		5,427.59	5,222.91		204.68
125000080	24	VISA INC COM CL A	03/20/08	03/20/12	2,810.68	1,469.05		1,341.63
		MorganStanley SmithBarney LLC						
		acted as your agent in this transaction						
Total					\$ 60,772.70	\$ 53,279.09	(\$ 3,615.32)	\$ 11,108.93

Details of Deposits and Withdrawals 2012

This section reflects any deposits or withdrawals made to your account during the year.

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	05/04/12	MORGAN STANLEY LIQUID ASSET FUND INC		\$ 6,061.24
		TRANSFER TO MSSB		
220000300	04/20/12	CONSULTING & ADVISORY SERVICES FROM 04/01/12 TO 06/30/12		1,885.84
Total				\$ 9,472.14

Post 3410.90

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2012 Year End Summary

Ref 00001086 00028820

VERNON NILY

Account Number 71A-04198-14 282

Details of Short Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000090	20	LOWES COMPANIES INC	05/17/11	02/03/12	\$ 543.79	\$ 495.78		\$ 48.01
	20	MorganStanley SmithBarney LLC acted as your agent in this transaction	06/30/11		543.80	465.77		78.03
Total					\$ 1,087.59	\$ 961.55		\$ 126.04

Details of Long Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	60	BB&T CORP	07/03/08	04/03/12	\$ 1,888.97	\$ 1,379.78		\$ 509.19
		MorganStanley SmithBarney LLC acted as your agent in this transaction						
125000020	100	BB&T CORP	07/03/08	04/20/12	3,147.46	2,299.64		847.82
	40	MorganStanley SmithBarney LLC	08/27/08		1,258.98	1,118.25		140.73
	80	MorganStanley SmithBarney LLC acted as your agent in this transaction	09/28/10		2,517.97	1,913.26		604.71
125000030	25	CHEVRON CORP	03/16/10	02/28/12	2,754.60	1,843.28		911.32
		MorganStanley SmithBarney LLC acted as your agent in this transaction						
125000040	5	CHEVRON CORP	03/16/10	04/26/12	527.73	368.66		159.07
	15	MorganStanley SmithBarney LLC acted as your agent in this transaction	03/25/10		1,583.18	1,113.41		469.77

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2012 Year End Summary

VERNON NILY

Account Number 71A-04195-17 282

Details of Earnings 2012 - continued

Dividends and Distributions, Section 1

Amounts displayed for dividends include dividend reinvestments, money fund earnings, accrued dividends received and dividends exempt from Federal income tax
"Total dividends" includes both Qualified and non-qualified dividends received
"Total capital gain distributions" is a total of long term capital gain distributions, Unrecaptured Sec 1250 gain and Section 1202 gain

Reference number	Description	Total dividends	Qualified dividends	Short term capital gains	Total capital gain distributions	Unrecaptured Sec 1250 gain	Section 1202 gain	Alternative minimum tax
160000100	007989494000 PIA MBS BOND FUND	\$ 594.68						
160000200	007989577000 PIA BBB BOND FUND	2,023.55						
160000300	616980108000 MORGAN STANLEY LIQUID ASSET FUND INC	79						
Totals		\$ 2,619.02						

Details of Short Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.
For additional information regarding this section see enclosed brochure

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000010	37,000	U S TREASURY NOTES SER P-2013 DTD 09/02/2008 DUE 08/31/2013 RATE 3.125 YIELD .242MTY	03/16/11	02/07/12	\$ 38,657.64	\$ 39,172.42 \$ 38,383.06	(\$ 514.78) \$ 274.58	\$ 0.00 \$ 274.58
125000020	12,000	U S TREASURY NOTES SER P-2013 DTD 09/02/2008 DUE 08/31/2013 RATE 3.125 YIELD .288MTY	03/16/11	03/09/12	12,497.30	12,704.57 12,421.92	(207.27) 75.38	0.00 75.38
125000030	38,000	U S TREASURY NOTES SER W-2013 DTD 03/15/2010 DUE 03/15/2013 RATE 1.375 YIELD .157MTY	09/07/11	01/27/12	38,517.90	38,691.83 38,511.48	(173.93) 6.42	0.00 6.42



2012 Year End Summary

Ref: 00001086 00028802

VERNON NILY

Account Number 71A-04195-17 282

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000040	25,000	U S TREASURY NOTES SER W-2013 DTD 03/15/2010 DUE 03/15/2013 RATE 1.375 YIELD .216MTY	09/07/11	02/14/12	\$ 25,312.43	\$ 25,455.15 \$ 25,324.00	(\$ 142.72) (\$ 11.57)	\$ 0.00 (\$ 11.57)
125000050	26,000	U S TREASURY NOTES SER W-2013 DTD 03/15/2010 DUE 03/15/2013 RATE 1.375 YIELD .223MTY	09/07/11	03/09/12	26,300.53	26,473.36 26,313.82	(172.83) (13.29)	0.00 (13.29)
Total					\$ 141,285.80	\$ 142,497.33	(\$ 1,211.53)	\$ 0.00

Details of Accrued Income 2012

This section shows your accrued income paid or received as a result of purchases and sales.

Reference number	Transaction Description	Trade Date	Interest Paid	Interest Received
120000400	GOLDMAN SACHS GROUP DTD 4/1/2008 DUE 04/01/2018 RATE 6.150	01/27/12	\$ 758.50	
120000500	U S TREASURY NOTES SER P-2013 DTD 09/02/2008 DUE 08/31/2013 RATE 3.125	02/07/12		511.42
120000600	U S TREASURY NOTES SER P-2013 DTD 09/02/2008 DUE 08/31/2013 RATE 3.125	03/09/12		13.25
120000700	U S TREASURY NOTES SER W-2013 DTD 03/15/2010 DUE 03/15/2013 RATE 1.375	01/27/12		198.09
120000800	U S TREASURY NOTES SER W-2013 DTD 03/15/2010 DUE 03/15/2013 RATE 1.375	02/14/12		144.49

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Morgan Stanley

2012 Year End Summary

Ref. 00001086 00028823

VERNON NILY
Account Number 71A-04198-14 282

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000240	15	WESTERN DIGITAL CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	09/10/10	02/14/12	\$ 588.45	\$ 382.70		\$ 205.75
Total					\$ 66,516.54	\$ 78,578.79	(\$ 25,714.31)	\$ 13,652.06

Details of Deposits and Withdrawals 2012

This section reflects any deposits or withdrawals made to your account during the year.

Deposits

Reference number	Date	Description	Amount
210000100	07/03/12	TIM PARTICIPACOE'S SA ADR REV ADR FEE OF 02000/SHR RECORD 04/23/12 PAY 06/18/12	\$ 2.58
Total			\$ 2.58

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	05/04/12	MORGAN STANLEY U S GOVERNMENT MONEY MARKET TRUST TRANSFER TO MSSB		\$ 18,242.43
220000300	01/23/12	MARKS & SPENCER GROUP PLC SPONSORED ADR ADR FEE OF 01500 PER SHR RECORD 11/24/11 PAY 01/23/12		16.95
220000500	04/09/12	CANON INC ADR ADR FEE OF 00350 PER SHR RECORD 12/29/11 PAY 04/06/12		1.03
220000700	04/19/12	OI SA ADR FEE OF 02000 PER SHR RECORD 04/03/12 PAY 04/19/12		7.24
220000900	04/25/12	OI SA ADR ISSUANCE FEE		2.40

Reference number	Date	Description	Referral number	Amount
220000200	01/20/12	CONSULTING & ADVISORY SERVICES FROM 01/01/12 TO 03/31/12		\$ 1,782.77
220000400	03/02/12	HONDA MOTOR CO LTD ADR-NEW ADR FEE OF 00350 PER SHR RECORD 12/29/11 PAY 03/02/12		1.31
220000600	04/19/12	OI SA ADR FEE OF .02000 PER SHR RECORD 04/03/12 PAY 04/19/12		4.10
220000800	04/20/12	CONSULTING & ADVISORY SERVICES FROM 04/01/12 TO 06/30/12		1,964.06
220001000	04/25/12	OI SA ADR ISSUANCE FEE		8.30

2 0 1 2 Y E A R E N D S U M M A R Y

2012 Year End Summary

00001086 00028829

VERNON NILY

Account Number 71A-04199-13 282

Details of Earnings 2012 - continued

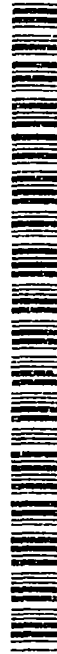
Dividends and Distributions, Section 1

Reference Number	Description	Total dividends	Qualified dividends	Short term capital gains	Total capital gain distributions	Unrecaptured Sec 1250 gain	Section 1202 gain	Alternative minimum tax
001500	941053100000 WASTE CONNECTIONS INC	\$ 28.80	\$ 28.80					
001600	978097103000 WOLVERINE WORLD-WIDE INC	53.52	53.52					
als		\$ 482.88	\$ 482.16					

Details of Short Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference Number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
000020	102	DIAMOND FOODS INC MorganStanley SmithBarney LLC acted as principal in this transaction	10/12/11	02/09/12	\$ 2,229.77	\$ 7,485.28	(\$ 5,255.51)	
000030	1	ICONIX BRAND GROUP INC MorganStanley SmithBarney LLC acted as principal in this transaction	04/19/12	04/25/12	15.22	17.00	(1.78)	
als					\$ 2,244.99	\$ 7,502.28	(\$ 5,257.29)	





Ref: 00001086 00028830

2012 Year End Summary

VERNON NILY

Account Number 71A-04199-13 282

Details of Long Term Gain (Loss) 2012

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Reference Number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
5000010	44	COVANCE INC	02/24/09	01/27/12	\$ 1,871.06	\$ 1,726.53		\$ 144.53
	62	MorganStanley SmithBarney LLC acted as your agent in this transaction	02/25/09		2,636.49	2,443.42		193.07
5000030	117	ICONIX BRAND GROUP INC	02/15/07	04/25/12	1,780.55	2,416.05	(635.50)	
	178	MorganStanley SmithBarney LLC	03/06/07		2,708.86	3,597.54	(888.68)	
	66	acted as principal in this transaction	11/14/07		1,004.41	1,508.10	(503.69)	
5000040	128	INTEGRA LIFESCIENCES HOLDINGS CORP	01/06/09	01/23/12	3,300.17	4,357.81	(1,057.64)	
		MorganStanley SmithBarney LLC acted as principal						
5000050	39	NETLOGIC MICROSYSTEMS INC	09/27/10	02/17/12	1,950.00	1,071.61		878.39
	134		10/04/10		6,700.00	3,682.44		3,017.56
5000060	5	SIRONA DENTAL SYSTEMS INC	08/07/09	04/19/12	249.74	117.63		132.11
		MorganStanley SmithBarney LLC acted as principal in this transaction						
5000070	107	WABCO HOLDINGS INC	02/08/10	01/11/12	5,135.73	2,731.43		2,404.30
	46	MorganStanley SmithBarney LLC acted as your agent in this transaction	06/22/10		2,207.89	1,615.78		592.11
Total					\$ 29,544.90	\$ 25,268.34	(\$ 3,085.51)	\$ 7,362.07



Corporate Tax Statement Tax Year 2012

VERNON NILY
ST. JOHN FOUNDATION, INC U/A/D
05/09/01 SANDS CAPITAL MANAGEMENT
PO BOX 2183
EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number 26-4310632
Taxpayer ID Number: 52-1709184
Account Number: 921 906669 084

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ASML HOLDING N V	120 000	11/05/12	12/03/12	\$1,423.44	\$1,277.67	\$0.00	\$145.77	\$0.00
BIOMARIN PHARMAC SE	19 000	11/05/12	12/20/12	\$925.46	\$931.02	\$0.00	(\$5.56)	\$0.00
CERNER CORP	7 000	03/16/12	11/09/12	\$553.97	\$543.54	\$0.00	\$10.43	\$0.00
	14,000	03/16/12	12/20/12	\$1,122.77	\$1,087.08	\$0.00	\$35.69	\$0.00
Security Subtotal	21,000			\$1,676.74	\$1,630.62	\$0.00	\$46.12	\$0.00
CHIPOTLE MEXICAN GRILL INC COM	2 000	11/14/12	12/20/12	\$578.20	\$518.19	\$0.00	\$60.01	\$0.00
FACEBOOK INC CL-A	12 000	05/22/12	11/09/12	\$235.31	\$386.90	\$0.00	(\$151.59)	\$0.00
	33 000	05/22/12	12/20/12	\$905.16	\$1,063.98	\$158.82	(\$158.82)	\$0.00
Security Subtotal	45,000			\$1,140.47	\$1,450.88	\$158.82	(\$310.41)	\$0.00
NETFLIX INC	68 000	01/12/12	09/13/12	\$3,839.81	\$6,138.53	\$0.00	(\$2,298.72)	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2012

VERNON NILY
ST JOHN FOUNDATION, INC U/A/D
05/09/01 SANDS CAPITAL MANAGEMENT
PO BOX 2183
EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632
Taxpayer ID Number 52-1709184
Account Number: 921 906669 084
Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
REGENERON PHARM								
		CUSIP: 75886F107	Symbol (Box 1d): REGN					
	25 000	08/22/11	07/16/12	\$2,968 49	\$1,361 08	\$0 00	\$1,607 41	\$0 00
	36 000	08/22/11	08/01/12	\$4,897 01	\$1,959 96	\$0 00	\$2,937 05	\$0 00
	6 000	01/27/12	12/20/12	\$1,032 15	\$510 86	\$0 00	\$521 29	\$0 00
	67 000			\$8,897 65	\$3,831 90	\$0 00	\$5,065 75	\$0 00
Security Subtotal				\$18,481.77	\$15,778.81	\$158.82	\$2,702.96	\$0.00
Total Short Term Covered Securities								

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ASML HOLDING N V								
		CUSIP: N07059186	Symbol (Box 1d):					
	76 000	09/20/11	12/03/12	\$901 52	\$518 21	\$0 00	\$383 31	\$0 00
COACH INC								
		CUSIP: 189754104	Symbol (Box 1d): COH					
	34 000	10/17/11	12/20/12	\$1,987 93	\$2,072 95	\$0 00	(\$85 02)	\$0 00
NETFLIX INC								
		CUSIP: 64110L106	Symbol (Box 1d): NFLX					
	15 000	05/13/11	09/13/12	\$847 02	\$3,719 16	\$0 00	(\$2,872 14)	\$0 00

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Morgan Stanley

Corporate Tax Statement Tax Year 2012

VERNON NILY
ST. JOHN FOUNDATION, INC U/A/D
05/09/01 SANDS CAPITAL MANAGEMENT
PO BOX 2183
EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC
HARBORSIDE FINANCIAL CENTER
PLAZA 2 2ND FLOOR
JERSEY CITY, NJ 07311
IDENTIFICATION NUMBER: 26-4310632
TAXPAYER ID NUMBER: 52-1709184
ACCOUNT NUMBER: 921 906669 084
CUSTOMER SERVICE: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box A checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
PRICELINE COM INC NEW		CUSIP: 741503403	Symbol (Box 1d): PCLN					
	2 000	03/04/11	11/09/12	\$1,253.72	\$930.22	\$0.00	\$323.50	\$0.00
	2 000	03/04/11	12/20/12	\$1,265.73	\$930.22	\$0.00	\$335.51	\$0.00
Security Subtotal	4 000			\$2,519.45	\$1,860.44	\$0.00	\$659.01	\$0.00
REGENERON PHARM		CUSIP: 75886F107	Symbol (Box 1d): REGN					
	20 000	08/22/11	10/08/12	\$3,137.67	\$1,088.87	\$0.00	\$2,048.80	\$0.00
	9 000	09/19/11	10/08/12	\$1,411.95	\$585.78	\$0.00	\$826.17	\$0.00
	29 000	09/19/11	11/05/12	\$4,139.94	\$1,887.50	\$0.00	\$2,252.44	\$0.00
	5 000	09/19/11	12/20/12	\$860.13	\$325.43	\$0.00	\$534.70	\$0.00
Security Subtotal	63 000			\$9,549.69	\$3,887.58	\$0.00	\$5,662.11	\$0.00
Total Long Term Covered Securities				\$15,805.61	\$12,058.34	\$0.00	\$3,747.27	\$0.00

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ALEXION PHARM INC		CUSIP: 015351109	Symbol (Box 1d): ALXN					
	82 000	10/11/10	07/20/12	\$8,230.21	\$2,760.63	\$0.00	\$5,469.58	\$0.00
	22 000	10/11/10	12/20/12	\$2,117.67	\$740.66	\$0.00	\$1,377.01	\$0.00
Security Subtotal	104 000			\$10,347.88	\$3,501.29	\$0.00	\$6,846.59	\$0.00
ALLERGAN INC		CUSIP: 018490102	Symbol (Box 1d): AGN					
	24 000	04/29/04	12/20/12	\$2,231.47	\$1,101.84	\$0.00	\$1,129.63	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Corporate Tax Statement
Tax Year 2012Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor

Jersey City, NJ 07311

Identification Number: 26-4310632

VERNON NILY

ST. JOHN FOUNDATION, INC U/A/D

05/09/01 SANDS CAPITAL MANAGEMENT

PO BOX 2183

EASTON MD 21601-8942

Taxpayer ID Number: 52-1709184

Account Number: 921 906669 084

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AMAZON COM INC								
		CUSIP: 023135106		Symbol (Box 1d): AMZN				
	6 000	02/26/08	11/09/12	\$1,363.25	\$423.94	\$0.00	\$939.31	\$0.00
	14 000	02/26/08	12/20/12	\$3,668.19	\$989.20	\$0.00	\$2,678.99	\$0.00
Security Subtotal	20 000			\$5,031.44	\$1,413.14	\$0.00	\$3,618.30	\$0.00
APPLE INC								
		CUSIP: 037833100		Symbol (Box 1d): AAPL				
	2 000	05/03/06	11/09/12	\$1,095.74	\$141.56	\$0.00	\$954.18	\$0.00
	6 000	05/03/06	12/20/12	\$3,148.61	\$424.69	\$0.00	\$2,723.92	\$0.00
	5 000	08/25/06	12/20/12	\$2,623.84	\$342.01	\$0.00	\$2,281.83	\$0.00
Security Subtotal	13 000			\$6,868.19	\$908.26	\$0.00	\$5,959.93	\$0.00
ASML HOLDING N V								
		CUSIP: N07059186		Symbol (Box 1d): ASML				
	313 000	07/16/10	12/03/12	\$3,712.82	\$1,839.53	\$0.00	\$1,873.29	\$0.00
	92 000	07/29/10	12/03/12	\$1,091.31	\$565.90	\$0.00	\$525.41	\$0.00
	5 000	12/08/10	12/03/12	\$71.17	\$39.85	\$0.00	\$31.32	\$0.00
Security Subtotal	411 000			\$4,875.30	\$2,445.28	\$0.00	\$2,430.02	\$0.00
ASML HOLDING NV NY REG NEW								
		CUSIP: N07059210		Symbol (Box 1d): ASML				
	0 390	07/16/10	11/29/12	\$23.51	\$12.80	\$0.00	\$10.71	\$0.00
	29 000	07/16/10	12/20/12	\$1,876.54	\$939.08	\$0.00	\$937.46	\$0.00
Security Subtotal	29 390			\$1,900.05	\$951.88	\$0.00	\$948.17	\$0.00
FMC TECHNOLOGIES INC								
		CUSIP: 30249U101		Symbol (Box 1d): FTI				
	7 000	07/31/07	11/09/12	\$287.09	\$155.28	\$0.00	\$131.81	\$0.00
	29 000	07/31/07	12/20/12	\$1,226.38	\$643.29	\$0.00	\$583.09	\$0.00
Security Subtotal	36 000			\$1,513.47	\$798.57	\$0.00	\$714.90	\$0.00

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Corporate Tax Statement Tax Year 2012

VERNON NILY
ST. JOHN FOUNDATION, INC U/A/D
05/09/01 SANDS CAPITAL MANAGEMENT
PO BOX 2183
EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632
Taxpayer ID Number 52-1709184
Account Number: 921 906669 084
Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
F5 NETWORKS INC								
		CUSIP: 315616102		Symbol (Box 1d): FFIV				
	38 000	09/17/10	05/18/12	\$4,290.34	\$3,815.99	\$0.00	\$474.35	\$0.00
	17 000	09/17/10	12/20/12	\$1,655.42	\$1,707.15	\$0.00	(\$51.73)	\$0.00
Security Subtotal	55 000			\$5,945.76	\$5,523.14	\$0.00	\$422.62	\$0.00
GOOGLE INC-CL A								
		CUSIP: 38259P508		Symbol (Box 1d): GOOG				
	2 000	12/03/04	11/09/12	\$1,329.00	\$357.89	\$0.00	\$971.11	\$0.00
	6 000	12/03/04	12/20/12	\$4,338.44	\$1,073.68	\$0.00	\$3,264.76	\$0.00
Security Subtotal	8 000			\$5,667.44	\$1,431.57	\$0.00	\$4,235.87	\$0.00
INTERCONTINENTAL EXCHANGE, INC								
		CUSIP: 45865V100		Symbol (Box 1d): ICE				
	5 000	07/19/06	11/09/12	\$653.74	\$289.48	\$0.00	\$364.26	\$0.00
	11 000	07/19/06	12/20/12	\$1,417.42	\$636.85	\$0.00	\$780.57	\$0.00
Security Subtotal	16 000			\$2,071.16	\$926.33	\$0.00	\$1,144.83	\$0.00
INTUITIVE SURGICAL INC								
		CUSIP: 46120E602		Symbol (Box 1d): ISRG				
	1 000	11/06/08	05/18/12	\$511.98	\$175.55	\$0.00	\$336.43	\$0.00
	7 000	02/02/09	05/18/12	\$3,583.84	\$717.38	\$0.00	\$2,866.46	\$0.00
	4 000	02/02/09	12/20/12	\$1,980.39	\$409.93	\$0.00	\$1,570.46	\$0.00
Security Subtotal	12 000			\$6,076.21	\$1,302.86	\$0.00	\$4,773.35	\$0.00
LAS VEGAS SANDS CORPORATION								
		CUSIP: 517834107		Symbol (Box 1d): LVS				
	52 000	11/21/08	12/20/12	\$2,441.08	\$159.66	\$0.00	\$2,281.42	\$0.00
	108 000	11/21/08	12/31/12	\$4,945.36	\$331.59	\$0.00	\$4,613.77	\$0.00
Security Subtotal	160 000			\$7,386.44	\$491.25	\$0.00	\$6,895.19	\$0.00

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Corporate Tax Statement
Tax Year 2012Morgan Stanley Smith Barney Holdings LLC
HARBORSIDE FINANCIAL CENTER
PLAZA 2 2nd Floor

VERNON NILY

ST JOHN FOUNDATION, INC U/A/D

05/09/01 SANDS CAPITAL MANAGEMENT

PO BOX 2183

EASTON MD 21601-8942

Jersey City, NJ 07311

Identification Number: 26-4310632

Taxpayer ID Number: 52-1709184

Account Number: 921 906669 084

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SYMBOL (Box 1d)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
NATIONAL OILWELL VARCO INC									
		CUSIP: 637071101		Symbol (Box 1d): NOV					
	13 000	07/13/07	11/09/12		\$902.48	\$726.28	\$0.00	\$176.20	\$0.00
	14 000	07/13/07	12/20/12		\$970.03	\$782.15	\$0.00	\$187.88	\$0.00
Security Subtotal	27 000				\$1,872.51	\$1,508.43	\$0.00	\$364.08	\$0.00
NETFLIX INC									
		CUSIP: 64110L106		Symbol (Box 1d): NFLX					
	2 000	12/08/10	09/13/12		\$112.94	\$372.76	\$0.00	(\$259.82)	\$0.00
	77 000	12/08/10	09/13/12		\$4,348.03	\$14,381.25	\$0.00	(\$10,033.22)	\$0.00
Security Subtotal	79 000				\$4,460.97	\$14,754.01	\$0.00	(\$10,293.04)	\$0.00
NIKE INC B									
		CUSIP: 654106103		Symbol (Box 1d): NKE					
	6 000	06/04/09	11/09/12		\$555.91	\$344.18	\$0.00	\$211.73	\$0.00
	14 000	06/04/09	12/20/12		\$1,379.10	\$803.09	\$0.00	\$576.01	\$0.00
Security Subtotal	20 000				\$1,935.01	\$1,147.27	\$0.00	\$787.74	\$0.00
PRAXAIR INC									
		CUSIP: 7400SP104		Symbol (Box 1d): PX					
	8 000	08/10/10	11/09/12		\$862.85	\$704.10	\$0.00	\$158.75	\$0.00
	13 000	08/10/10	12/20/12		\$1,417.74	\$1,144.17	\$0.00	\$273.57	\$0.00
Security Subtotal	21 000				\$2,280.59	\$1,848.27	\$0.00	\$432.32	\$0.00
QUALCOMM INC									
		CUSIP: 747525103		Symbol (Box 1d): QCOM					
	103 000	12/31/08	10/18/12		\$6,176.18	\$3,696.94	\$0.00	\$2,479.24	\$0.00
	4 000	02/03/09	10/18/12		\$239.85	\$134.47	\$0.00	\$105.38	\$0.00
	11 000	02/03/09	11/05/12		\$659.62	\$369.80	\$0.00	\$289.82	\$0.00
	13 000	06/01/09	11/05/12		\$779.55	\$577.38	\$0.00	\$202.17	\$0.00
	50 000	06/02/09	11/05/12		\$2,998.25	\$2,205.11	\$0.00	\$793.14	\$0.00
Security Subtotal	6 000				\$371.45	\$264.61	\$0.00	\$106.84	\$0.00

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Corporate Tax Statement Tax Year 2012

VERNON NILY
ST JOHN FOUNDATION, INC U/A/D
05/09/01 SANDS CAPITAL MANAGEMENT
PO BOX 2183
EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC
Horseshoe Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632
Taxpayer ID Number 52-1709184
Account Number 921 906669 084
Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
QUALCOMM INC	7 000	06/02/09	12/20/12	\$440 78	\$308 72	\$0 00	\$132 06	\$0 00
	19 000	10/01/09	12/20/12	\$1,196.40	\$825.99	\$0 00	\$370.41	\$0 00
Security Subtotal	213 000			\$12,862.08	\$8,383.02	\$0 00	\$4,479.06	\$0 00
SALESFORCE COM, INC								
	21 000	02/12/07	11/09/12	\$2,983.85	\$995.13	\$0 00	\$1,988.72	\$0 00
	13 000	02/12/07	12/20/12	\$2,209.56	\$616.03	\$0 00	\$1,593.53	\$0 00
Security Subtotal	34 000			\$5,193.41	\$1,611.16	\$0 00	\$3,582.25	\$0 00
SCHLUMBERGER LTD								
	3 000	05/03/06	11/09/12	\$206.27	\$216.58	\$0 00	(\$10.31)	\$0 00
	28 000	05/03/06	12/20/12	\$1,990.75	\$2,021.45	\$0 00	(\$30.70)	\$0 00
Security Subtotal	31 000			\$2,197.02	\$2,238.03	\$0 00	(\$41.01)	\$0 00
SOUTHWESTERN ENERGY COMPANY								
	9 000	12/08/10	11/09/12	\$310.27	\$326.41	\$0 00	(\$16.14)	\$0 00
	24 000	12/08/10	12/20/12	\$818.14	\$870.43	\$0 00	(\$52.29)	\$0 00
Security Subtotal	33 000			\$1,128.41	\$1,196.84	\$0 00	(\$68.43)	\$0 00
STARBUCKS CORP WASHINGTON								
	86 000	04/29/04	05/18/12	\$4,464.70	\$1,703.66	\$0 00	\$2,761.04	\$0 00
	73 000	04/29/04	07/10/12	\$3,813.78	\$1,446.13	\$0 00	\$2,367.65	\$0 00
	9 000	04/29/04	11/09/12	\$460.77	\$178.29	\$0 00	\$282.48	\$0 00
	24 000	04/29/04	12/20/12	\$1,302.45	\$475.44	\$0 00	\$827.01	\$0 00
Security Subtotal	192 000			\$10,041.70	\$3,803.52	\$0 00	\$6,238.18	\$0 00
VISA INC CL A								
	45 000	03/20/08	07/06/12	\$5,654.18	\$2,754.47	\$0 00	\$2,899.71	\$0 00
	31 000	03/20/08	11/05/12	\$4,443.11	\$1,897.52	\$0 00	\$2,545.59	\$0 00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Corporate Tax Statement Tax Year 2012

VERNON NILY
ST JOHN FOUNDATION, INC U/A/D
05/09/01 SANDS CAPITAL MANAGEMENT
PO BOX 2183
EASTON MD 21601-8942

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Harborside Financial Center
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Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number 52-1709184
Account Number 921 906669 084

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) **OMB NO. 1545-0715**

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
VISA INC CL A	12 000	03/20/08	11/09/12	\$1,713 65	\$734 52	\$0 00	\$979 13	\$0 00
	14 000	03/20/08	12/20/12	\$2,131 59	\$856 95	\$0 00	\$1,274 64	\$0 00
Security Subtotal	102 000			\$13,942 53	\$6,243 46	\$0 00	\$7,699 07	\$0 00

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Corporate Tax Statement Tax Year 2012

VERNON NILY
ST JOHN FOUNDATION, INC U/A/D
05/09/01 SANDS CAPITAL MANAGEMENT
PO BOX 2183
EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
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Identification Number 26-4310632
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
W W GRAINGER INC								
CUSIP: 384802104 Symbol (Box 1d): GWW								
	98 000	01/29/10	11/14/12	\$18,528.44	\$9,772.24	\$0.00	\$8,856.20	\$0.00
	1 000	05/20/10	11/14/12	\$190.09	\$101.83	\$0.00	\$88.26	\$0.00
	22 000	05/20/10	11/14/12	\$4,181.89	\$2,245.58	\$0.00	\$1,936.31	\$0.00
Security Subtotal	121,000			\$23,000.42	\$12,119.65	\$0.00	\$10,880.77	\$0.00
Total Long Term Noncovered Securities				\$138,829.46	\$75,649.07	\$0.00	\$63,180.39	\$0.00
Total Long Term Covered and Noncovered Securities				\$154,635.07	\$87,707.41	\$0.00	\$66,927.66	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$173,116.84	\$103,486.22	\$158.82	\$69,630.62	\$0.00
Form 1099-B Total Reportable Amounts								
Total Sales Price (Box 2)				\$173,116.84				
Total Cost or Other Basis (Box 3)					\$27,837.15			
Total Wash Sale Loss Disallowed (Box 5)						\$158.82		
Total Fed Tax Withheld (Box 4)								\$0.00

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS

Corporate Tax Statement
Tax Year 2012Morgan Stanley Smith Barney Holdings LLC
Horseshoe Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311

VERNON NILEY

ST JOHN FOUNDATION, INC. U/A/D
05/09/01 PACIFIC INCOME ADV (FS)
PO BOX 2183
EASTON MD 21601-8942

Identification Number 26-4310632

Taxpayer ID Number 52-1709184

Account Number 921 906668 084

Customer Service: 866-324-6088

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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Short Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part I with box 8 checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
FHLMC 2875 15FB09		CUSIP: 3137EACH0	Symbol (Box 1d):					
	7,000 000	12/06/12	12/21/12	\$7,368 48	\$7,380 90	\$0 00	(\$12 42)	\$0 00
FHLMC 4125 13SP27		CUSIP: 3137EABS7	Symbol (Box 1d):					
	3,000 000	09/29/11	08/15/12	\$3,129 45	\$3,122 89	\$0 00	\$6 56	\$0 00
FHLMC 4500 14JA15		CUSIP: 3134AA4UM4	Symbol (Box 1d):					
	3,000 000	08/03/12	12/06/12	\$3,141 45	\$3,140 51	\$0 00	\$0 94	\$0 00
	2,000 000	10/18/12	12/06/12	\$2,094 30	\$2,093 50	\$0 00	\$0 80	\$0 00
Security Subtotal	5,000 000			\$5,235.75	\$5,234 01	\$0 00	\$1 74	\$0 00
FHLMC MTN 1000 14AU27		CUSIP: 3137EACV9	Symbol (Box 1d):					
	5,000 000	08/15/12	12/21/12	\$5,058 75	\$5,056 12	\$0 00	\$2 63	\$0 00
FNMA 1750 13MY07		CUSIP: 31398AJ94	Symbol (Box 1d):					
	4,000 000	09/28/11	05/09/12	\$4,059 87	\$4,054 98	\$0 00	\$4 89	\$0 00
FNMA 2625 14NV20		CUSIP: 31398AZV7	Symbol (Box 1d):					
	3,000 000	05/09/12	12/21/12	\$3,131 22	\$3,124 42	\$0 00	\$6 80	\$0 00
GOLDMAN SACHS 6150 18AP01		CUSIP: 38141GFM1	Symbol (Box 1d):					
	5,000 000	01/27/12	12/21/12	\$5,821 41	\$5,347 93	\$0 00	\$473 48	\$0 00
US TSY NOTE 1750 14JA31		CUSIP: 912828JZ4	Symbol (Box 1d):					
	24,000 000	11/15/11	10/17/12	\$24,461 23	\$24,451 68	\$0 00	\$9 55	\$0 00
US TSY NOTE 1750 22MY15		CUSIP: 912828SV3	Symbol (Box 1d):					
	2,000 000	06/27/12	12/21/12	\$2,015 84	\$2,021 71	\$0 00	(\$5 87)	\$0 00

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Corporate Tax Statement Tax Year 2012

VERNON NILY
ST. JOHN FOUNDATION, INC U/A/D
05/09/01 PACIFIC INCOME ADV (FS)
PO BOX 2183
EASTON MD 21601-8942

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Jersey City, NJ 07311

Identification Number 26-4310632

Taxpayer ID Number: 52-1709184

Account Number 921 906668 084

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part I with box B checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WACHOVIA CORP 5750 18FB01	3,000,000	03/09/12	12/21/12	\$3,599.19	\$3,432.77	\$0.00	\$166.42	\$0.00
CUSIP: 92976WBH8								
Total Short Term Noncovered Securities				\$63,881.19	\$63,227.41	\$0.00	\$653.78	\$0.00

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AT&T INC 5600 18MY15	3,000,000	05/12/08	12/21/12	\$3,611.37	\$3,006.89	\$0.00	\$604.48	\$0.00
CUSIP: 00206RAM4								
FHLMC 4125 13SP27	95,000,000	04/21/11	08/15/12	\$99,099.25	\$98,300.35	\$0.00	\$798.90	\$0.00
CUSIP: 3137EABS7								
FHLMC 4500 14JA15	75,000,000	09/24/08	12/06/12	\$78,536.25	\$75,378.63	\$0.00	\$3,157.62	\$0.00
	1,000,000	12/24/08	12/06/12	\$1,047.15	\$1,025.40	\$0.00	\$21.75	\$0.00
	6,000,000	12/04/09	12/06/12	\$6,282.90	\$6,153.46	\$0.00	\$129.44	\$0.00
	2,000,000	07/27/11	12/06/12	\$2,094.30	\$2,082.85	\$0.00	\$11.45	\$0.00
Security Subtotal	84,000,000			\$87,960.60	\$84,640.34	\$0.00	\$3,320.26	\$0.00
CUSIP: 31398AJ94								
FNMA 1750 13MY07	98,000,000	04/23/10	05/09/12	\$99,466.76	\$97,699.34	\$0.00	\$1,767.42	\$0.00
CUSIP: 31398AJ94								

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Corporate Tax Statement Tax Year 2012

VERNON NILY
ST JOHN FOUNDATION, INC U/A/D
05/09/01 PACIFIC INCOME ADV (FS)
PO BOX 2183
EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632
Taxpayer ID Number 52-1709184
Account Number: 921 906668 084

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
GECC 5400 17FB15	2,000 000	07/25/07	12/21/12	\$2,298 58	\$1,935 68	\$0 00	\$362 90	\$0 00
JP MORGAN CHASE 4750 15MH01	3,000 000	11/03/09	12/21/12	\$3,232 05	\$3,068 91	\$0 00	\$163 14	\$0 00
PFIZER INC 5350 15MH15	35,000 000	08/05/10	11/07/12	\$38,858 75	\$37,711 79	\$0 00	\$1,146 96	\$0 00
PIA BBB BOND FD-COMPLETION SH	338 389	08/30/05	12/21/12	\$3,519 25	\$3,387 28	\$0 00	\$131 97	\$0 00
	354 313	04/18/06	12/21/12	\$3,684 86	\$3,327 00	\$0 00	\$357 86	\$0 00
	12 435	05/07/07	12/21/12	\$129 32	\$120 00	\$0 00	\$9 32	\$0 00
	192 324	08/22/07	12/21/12	\$2,000 17	\$1,804 00	\$0 00	\$196 17	\$0 00
	39,539	10/31/07	12/21/12	\$411 20	\$374 83	\$0 00	\$36 37	\$0 00
Security Subtotal	937,000			\$9,744 80	\$9,013 11	\$0 00	\$731 69	\$0 00
PIA MBS BOND-COMPLETION SH	476 000	10/13/11	12/21/12	\$4,779 04	\$4,750 48	\$0 00	\$28 56	\$0 00
US TSY NOTE 1750 14JA31	3,000 000	11/15/11	12/21/12	\$3,050 97	\$3,048 48	\$0 00	\$2 49	\$0 00
US TSY NOTE 3125 13AU31	37,000 000	03/16/11	06/27/12	\$38,238 50	\$38,043 80	\$0 00	\$194 70	\$0 00
	1,000,000	06/10/11	06/27/12	\$1,033 47	\$1,031 24	\$0 00	\$2 23	\$0 00
Security Subtotal	38,000,000			\$39,271 97	\$39,075 04	\$0 00	\$196 93	\$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2012

VERNON NILY
ST JOHN FOUNDATION, INC U/A/D
05/09/01 PACIFIC INCOME ADV (FS)
PO BOX 2183
EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632
Taxpayer ID Number: 52-1709184
Account Number: 921 906668 084
Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
US TSY NOTE 3625 20FB15	6,000 000	05/20/10	12/21/12	\$6,997 50	\$6,139 88	\$0 00	\$857 62	\$0 00
US TSY NOTE 4250 15AU15	5,000 000	10/31/07	12/21/12	\$5,510 90	\$4,982 82	\$0 00	\$528 08	\$0 00
US TSY NOTE 4625 16NV15	6,000 000	07/23/07	12/21/12	\$6,942 18	\$5,843 90	\$0 00	\$1,098 28	\$0 00

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Corporate Tax Statement Tax Year 2012

VERNON NILY
ST. JOHN FOUNDATION, INC. U/A/D
05/09/01 PACIFIC INCOME ADV. (FS)
PO BOX 2183
EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC
Horseshoe Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number. 26-4310632
Taxpayer ID Number 52-1709184
Account Number 921 906668 084
Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) **OMB NO. 1545-0715**

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
VERIZON COMM 2000 16NV01	3,000 000	11/09/11	12/21/12	\$3,105.03	\$2,998.44	\$0.00	\$106.59	\$0.00
Total Long Term Noncovered Securities				\$413,929.75	\$402,215.45	\$0.00	\$11,714.30	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$477,810.94	\$465,442.86	\$0.00	\$12,368.08	\$0.00
Form 1099-B Total Reportable Amounts								
Total Sales Price (Box 2)				\$477,810.94				
Total Cost or Other Basis (Box 3)					\$0.00			
Total Wash Sale Loss Disallowed (Box 5)						\$0.00		
Total Fed Tax Withheld (Box 4)								\$0.00

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS

Corporate Tax Statement Tax Year 2012

VERNON NILY
ST JOHN FOUNDATION, INC
U/A/D 05/09/01 (OAKRIDGE - IMS)
PO BOX 2183
EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 52-1709184
Account Number: 921 906671 084

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AKORN INC		CUSIP: 009728106	Symbol (Box 1d): AKRX					
	46 000	07/11/12	12/21/12	\$606 72	\$743 27	\$0 00	(\$136 55)	\$0 00
BEACON ROOFING SUPPLY INC		CUSIP: 073685109	Symbol (Box 1d): BECN					
	14 000	07/17/12	12/21/12	\$460 02	\$377 10	\$0 00	\$82 92	\$0 00
BUFFALO WILD WINGS INC		CUSIP: 119848109	Symbol (Box 1d): BWLD					
	3 000	05/02/12	12/21/12	\$217 61	\$258 75	\$0 00	(\$41 14)	\$0 00
CARDTRONICS INC		CUSIP: 14161H108	Symbol (Box 1d): CATM					
	17 000	07/25/12	12/21/12	\$408 33	\$495 92	\$0 00	(\$87 59)	\$0 00
HSN INC		CUSIP: 404303109	Symbol (Box 1d): HSN1					
	6 000	11/09/12	12/21/12	\$327 41	\$308 43	\$0 00	\$18 98	\$0 00
INFORMATICA CORP		CUSIP: 45666Q102	Symbol (Box 1d): INFA					
	1 000	04/19/12	10/04/12	\$25 50	\$51 96	\$0 00	(\$26 46)	\$0 00
OMNICELL INC		CUSIP: 68213N109	Symbol (Box 1d): OMCL					
	27 000	11/07/12	12/21/12	\$418 22	\$391 77	\$0 00	\$26 45	\$0 00
POLYPORE INTL INC		CUSIP: 73179V103	Symbol (Box 1d): PPO					
	179 000	02/08/12	05/31/12	\$6,638 08	\$8,581 39	\$0 00	(\$1,943 31)	\$0 00
REALPAGE INC		CUSIP: 75606N109	Symbol (Box 1d): RP					
	20 000	07/26/12	12/21/12	\$432 39	\$429 82	\$0 00	\$2 57	\$0 00
SALIX PHARM LTD (DE)		CUSIP: 795435106	Symbol (Box 1d): SLXP					
	9 000	06/01/12	12/21/12	\$377 45	\$463 31	\$0 00	(\$85 86)	\$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2012

VERNON NILY
ST JOHN FOUNDATION, INC
U/A/D 05/09/01 (OAKRIDGE - IMS)
PO BOX 2183
EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632
Taxpayer ID Number: 52-1709184
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SOLARWINDS INC	6 000	CUSIP: 83416B109	12/21/12	Symbol (Box 1d): SWI	\$321 77	\$242 40	\$0 00	\$79 37
SYNCHRONOSS TECH INC	10 000	CUSIP: 87157B103	12/21/12	Symbol (Box 1d): SNCR	\$204 09	\$187 24	\$0 00	\$16 85
TECHNE CP	6 000	CUSIP: 878377100	08/06/12	Symbol (Box 1d): TECH	\$411 86	\$397 08	\$0 00	\$14 78
TEXAS ROADHOUSE INC CL A	21 000	CUSIP: 882681109	12/21/12	Symbol (Box 1d): TXRH	\$351 11	\$371 02	\$0 00	(\$19 91)
WAGEWORKS INC COM	16 000	CUSIP: 930427109	05/29/12	Symbol (Box 1d): WAGE	\$174 09	\$164 00	\$0 00	\$10 09
WATSCO INC	6 000	CUSIP: 942622200	12/21/12	Symbol (Box 1d): WSO	\$453 40	\$435 58	\$0 00	\$17 82
Total Short Term Covered Securities				\$11,828.05	\$13,899.04	\$0.00	(\$2,070.99)	\$0.00

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Corporate Tax Statement Tax Year 2012

VERNON NILY
ST JOHN FOUNDATION, INC
U/A/D 05/09/01 (OAKRIDGE - IMS)
PO BOX 2183
EASTON MD 21601-8942

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Harborside Financial Center
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Identification Number. 26-4310632
Taxpayer ID Number: 52-1709184
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SYMBOL (Box 1d): RVBD	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
RIVERBED TECH INC	0.603	12/19/12	12/19/12	\$11.92	\$11.53	\$0.00	\$0.39	\$0.00
	2.000	12/19/12	12/21/12	\$39.89	\$38.25	\$0.00	\$1.64	\$0.00
Security Subtotal	2.603			\$51.81	\$49.78	\$0.00	\$2.03	\$0.00
Total Short Term Noncovered Securities				\$51.81	\$49.78	\$0.00	\$2.03	\$0.00
Total Short Term Covered and Noncovered Securities				\$11,879.86	\$13,948.82	\$0.00	(\$2,068.96)	\$0.00

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SYMBOL (Box 1d): AOS	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
A O SMITH CORP	12 000	03/04/11	12/21/12	\$749.14	\$493.41	\$0.00	\$255.73	\$0.00
ACTUANT CORP CL A NEW	19 000	07/15/11	12/21/12	\$524.19	\$493.71	\$0.00	\$30.48	\$0.00
APPROACH RESOURCES INC	15 000	06/01/11	12/21/12	\$375.59	\$389.71	\$0.00	(\$14.12)	\$0.00
BANKUNITED INC	21 000	01/28/11	12/21/12	\$508.81	\$592.18	\$0.00	(\$83.37)	\$0.00

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Corporate Tax Statement
Tax Year 2012Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd FloorJersey City, NJ 07311
Identification Number

26-4310632

VERNON NILY

ST. JOHN FOUNDATION, INC

U/A/D 05/09/01 (OAKRIDGE - IMS)

PO BOX 2183

EASTON MD 21601-8942

Taxpayer ID Number

52-1709184

Account Number.

921 906671 084

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box A checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CHILDRENS PLC RETAIL STORES	10 000	CUSIP: 168905107	Symbol (Box 1d): PLCE	12/21/12	\$451 48	\$0 00	(\$43 55)	\$0 00
CLARCOR INC	6 000	CUSIP: 179895107	Symbol (Box 1d): CLC	12/21/12	\$282 17	\$0 00	\$40 97	\$0 00
COLFAX CORP	80 000	CUSIP: 194014106	Symbol (Box 1d): CFX	09/10/12	\$2 699 41	\$0 00	\$887 97	\$0 00
	16 000	06/13/11		12/21/12	\$632 78	\$0 00	\$270 49	\$0 00
Security Subtotal	96 000				\$3 332 19	\$0 00	\$1 158 46	\$0 00
FINISAR COM NEW	13 000	CUSIP: 31787A507	Symbol (Box 1d): FNSR	12/21/12	\$203 96	\$0 00	(\$59 64)	\$0 00
GULFPORT ENERGY CORP NEW	14 000	CUSIP: 402635304	Symbol (Box 1d): GPOR	12/21/12	\$525 40	\$0 00	\$70 12	\$0 00
OASIS PETROLEUM INC	15 000	CUSIP: 674215108	Symbol (Box 1d): OAS	12/21/12	\$465 43	\$0 00	(\$5 38)	\$0 00
OPNET TECH INC	105 000	CUSIP: 683757108	Symbol (Box 1d): OPNT	12/19/12	\$3 837 75	\$0 00	\$338 13	\$0 00
	0 000	03/25/11		12/19/12	\$557 05	\$0 00	\$49 08	\$0 00
	63 000	06/14/11		12/19/12	\$2 302 65	\$0 00	\$213 46	\$0 00
	0 000	06/14/11		12/19/12	\$334 23	\$0 00	\$30 98	\$0 00
Security Subtotal	168 000				\$7 031 68	\$0 00	\$631 65	\$0 00

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Corporate Tax Statement
Tax Year 2012

VERNON NILY
ST JOHN FOUNDATION, INC
U/A/D 05/09/01 (OAKRIDGE - IMS)
PO BOX 2183
EASTON MD 21601-8942

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Continued)

(Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
QUESTCOR PHARM INC	14 000	01/06/11	12/21/12	\$406 13	\$208 10	\$0 00	\$198 03	\$0 00
ROBBINS & MYERS	11 000	03/23/11	12/21/12	\$653 82	\$477 21	\$0 00	\$176 61	\$0 00
TRIUMPH GROUP INC	9 000	08/26/11	12/21/12	\$590 56	\$431 43	\$0 00	\$159 13	\$0 00
VITAMIN SHOPPE INC COM	10 000	07/11/11	12/21/12	\$579 48	\$456 85	\$0 00	\$122 63	\$0 00
VOCUS INC	17 000	05/27/11	12/21/12	\$296 47	\$451 35	\$0 00	(\$154 88)	\$0 00
Total Long Term Covered Securities				\$16,976.50	\$14,493.63	\$0.00	\$2,482.87	\$0.00

Long Term - Noncovered Securities

(Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AFFILIATED MGRS GROUP INC	3 000	02/28/08	12/21/12	\$391 94	\$298 65	\$0 00	\$93 29	\$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2012

Morgan Stanley Smith Barney Holdings LLC
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Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number 26-4310632
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VERNON NILY
ST JOHN FOUNDATION, INC
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ALIGN TECHNOLOGY	23.000	04/23/10	12/21/12	\$649.50	\$390.15	\$0.00	\$259.35	\$0.00
ANSYS INC		CUSIP: 03662Q105	Symbol (Box 1d): ANSS					
	85.000	06/12/06	07/09/12	\$4,958.26	\$1,987.00	\$0.00	\$2,971.26	\$0.00
	113.000	09/11/06	07/09/12	\$6,591.57	\$2,540.26	\$0.00	\$4,051.31	\$0.00
	8.000	09/11/06	12/21/12	\$552.62	\$179.84	\$0.00	\$372.78	\$0.00
Security Subtotal	206.000			\$12,102.45	\$4,707.10	\$0.00	\$7,395.35	\$0.00
CATALYST HEALTH SOLUTIONS INC		CUSIP: 14888B103	Symbol (Box 1d): CHSI					
	158.000	01/05/05	07/03/12	\$4,424.00	\$0.00	\$0.00	\$4,424.00	\$0.00
	65.000	11/18/08	07/03/12	\$1,820.00	\$0.00	\$0.00	\$1,820.00	\$0.00
Security Subtotal	223.000			\$6,244.00	\$0.00	\$0.00	\$6,244.00	\$0.00
CATAMARAN CORP COM		CUSIP: 148887102	Symbol (Box 1d): CTRX					
	76.000	01/05/05	07/27/12	\$6,384.27	\$1,812.92	\$0.00	\$4,571.35	\$0.00
	56.000	01/05/05	12/20/12	\$2,759.82	\$667.92	\$0.00	\$2,091.90	\$0.00
	86.000	11/18/08	12/20/12	\$4,238.29	\$1,294.46	\$0.00	\$2,943.83	\$0.00
Security Subtotal	218.000			\$13,382.38	\$3,775.30	\$0.00	\$9,607.08	\$0.00
CHURCH & DWIGHT CO INC		CUSIP: 171340102	Symbol (Box 1d): CHD					
	11.000	12/18/02	12/21/12	\$589.36	\$110.15	\$0.00	\$479.21	\$0.00
DECKER OUTDOOR CORPORATION		CUSIP: 243537107	Symbol (Box 1d): DECK					
	5.000	07/20/10	12/21/12	\$173.34	\$225.07	\$0.00	(\$51.73)	\$0.00
DICE HOLDINGS INC		CUSIP: 253017107	Symbol (Box 1d): DHX					
	33.000	12/09/10	12/21/12	\$296.33	\$377.19	\$0.00	(\$80.86)	\$0.00

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Corporate Tax Statement Tax Year 2012

VERNON NILY
ST JOHN FOUNDATION, INC
U/A/D 05/09/01 (OAKRIDGE - IMS)
PO BOX 2183
EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number. 26-4310632
Taxpayer ID Number. 52-1709184
Account Number. 921 906671 084
Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked) (Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
HAEMONETICS CORP	11 000	04/28/05	12/21/12	\$445.49	\$231.49	\$0.00	\$214.00	\$0.00
HITTITE MICROWAVE CORP COM		CUSIP: 43365Y104	Symbol (Box 1d): HITT					
HMS HOLDINGS CORP	10 000	05/22/06	12/21/12	\$606.48	\$338.22	\$0.00	\$268.26	\$0.00
		CUSIP: 40425J101	Symbol (Box 1d): HMSY					
INDEX CORPORATION DELAWARE	358 000	10/03/08	10/04/12	\$10,231.30	\$2,860.39	\$0.00	\$7,370.91	\$0.00
		CUSIP: 45167R104	Symbol (Box 1d): IEX					
	0 302	04/20/04	07/17/12	\$10.95	\$5.96	\$0.00	\$4.99	\$0.00
	98 821	04/30/04	07/17/12	\$3,583.43	\$2,067.79	\$0.00	\$1,515.64	\$0.00
	68.877	07/02/04	07/17/12	\$2,497.61	\$1,515.26	\$0.00	\$982.35	\$0.00
Security Subtotal	168 000			\$6,091.99	\$3,589.01	\$0.00	\$2,502.98	\$0.00
IDEX LABS		CUSIP: 45168D104	Symbol (Box 1d): IDXX					
	7 000	06/25/07	12/21/12	\$666.03	\$318.29	\$0.00	\$347.74	\$0.00
INFORMATICA CORP		CUSIP: 45666Q102	Symbol (Box 1d): INFA					
	42 000	11/22/05	10/04/12	\$1,070.78	\$481.74	\$0.00	\$589.04	\$0.00
	132 000	07/07/09	10/04/12	\$3,365.32	\$2,204.55	\$0.00	\$1,160.77	\$0.00
Security Subtotal	174 000			\$4,436.10	\$2,686.29	\$0.00	\$1,749.81	\$0.00
KENNAMETAL INC		CUSIP: 489170100	Symbol (Box 1d): KMT					
	98 000	04/12/10	05/21/12	\$3,472.58	\$3,041.68	\$0.00	\$430.90	\$0.00
	87 000	06/01/10	05/21/12	\$3,082.80	\$2,345.96	\$0.00	\$736.84	\$0.00
Security Subtotal	185 000			\$6,555.38	\$5,387.64	\$0.00	\$1,167.74	\$0.00

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Corporate Tax Statement Tax Year 2012

VERNON NILY
ST JOHN FOUNDATION, INC
U/AVD 05/09/01 (OAKRIDGE - IMS)
PO BOX 2183
EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
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Taxpayer ID Number: 52-1709184
Account Number: 921 906671 084

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
LKQ CORPORATION		CUSIP: 501889208	Symbol (Box 1d): LKQ					
	40 000	11/22/05	12/21/12	\$854.78	\$167.03	\$0.00	\$687.75	\$0.00
MICROS SYST		CUSIP: 594901100	Symbol (Box 1d): MCRS					
	86 000	04/27/05	08/08/12	\$4,200.33	\$1,554.30	\$0.00	\$2,646.03	\$0.00
	7,000	04/27/05	12/21/12	\$300.29	\$126.51	\$0.00	\$173.78	\$0.00
Security Subtotal	93,000			\$4,500.62	\$1,680.81	\$0.00	\$2,819.81	\$0.00
MIDDLEBY CORP DEL		CUSIP: 596278101	Symbol (Box 1d): MIDD					
	4 000	05/19/06	12/21/12	\$510.50	\$175.36	\$0.00	\$335.14	\$0.00
MOOG INC CL A		CUSIP: 615394202	Symbol (Box 1d): MOGA					
	48 000	03/05/07	05/30/12	\$1,835.62	\$1,822.98	\$0.00	\$12.64	\$0.00
	100 000	06/21/07	05/30/12	\$3,824.20	\$4,181.28	\$0.00	(\$357.08)	\$0.00
	32,000	09/22/09	05/30/12	\$1,223.74	\$1,023.39	\$0.00	\$200.35	\$0.00
Security Subtotal	180,000			\$6,883.56	\$7,027.65	\$0.00	(\$144.09)	\$0.00
MWI VETERINARY SUPPLY INC		CUSIP: 55402X105	Symbol (Box 1d): MWIV					
	6 000	04/20/07	12/21/12	\$665.50	\$217.80	\$0.00	\$447.70	\$0.00
PORTFOLIO RECOVERY ASSOC INC		CUSIP: 73640Q105	Symbol (Box 1d): PRAA					
	4 000	06/09/03	12/21/12	\$414.43	\$110.33	\$0.00	\$304.10	\$0.00
PROSPERITY BANCSHARES		CUSIP: 743606105	Symbol (Box 1d): PB					
	5 000	01/05/07	12/21/12	\$213.99	\$172.78	\$0.00	\$41.21	\$0.00
SANDRIDGE ENERGY INC		CUSIP: 80007P307	Symbol (Box 1d): SD					
	26 000	07/10/09	12/21/12	\$159.24	\$226.99	\$0.00	(\$67.75)	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2012

VERNON NILY
ST JOHN FOUNDATION, INC
U/AVD 05/09/01 (OAKRIDGE - IMS)
PO BOX 2183
EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number 26-4310632
Taxpayer ID Number: 52-1709184
Account Number 921 906671 084
Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SIRONA DENTAL SYSTEMS INC	4 000	08/07/09	12/21/12	Symbol (Box 1d): SIRO				
				\$252 63	\$94 10	\$0 00	\$158 53	\$0 00
SOLERA HOLDINGS INC	11 000	05/05/08	12/21/12	Symbol (Box 1d): SLH				
				\$584 41	\$284 38	\$0 00	\$300 03	\$0 00
SXC HEALTH SOLUTIONS CORP	0 313	01/05/05	07/03/12	Symbol (Box 1d):				
				\$30 64	\$7 46	\$0 00	\$23 18	\$0 00
TECHNE CP	82 000	03/11/09	08/06/12	Symbol (Box 1d): TECH				
				\$5,628 70	\$4,052 71	\$0 00	\$1,575 99	\$0 00
TRUE RELIGION APPAREL INC	14 000	10/17/07	12/21/12	Symbol (Box 1d): TRLG				
				\$352 79	\$237 09	\$0 00	\$115 70	\$0 00
WARNACO GP INC	8 000	01/20/10	12/21/12	Symbol (Box 1d): WRC				
				\$569 58	\$354 40	\$0 00	\$215 18	\$0 00
WASTE CONNECTIONS	18 000	12/09/02	12/21/12	Symbol (Box 1d): WCN				
				\$598 66	\$199 09	\$0 00	\$399 57	\$0 00
WEX INC COM	11 000	05/17/07	12/21/12	Symbol (Box 1d): WXS				
				\$824 21	\$349 43	\$0 00	\$474 78	\$0 00

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Morgan Stanley

Corporate Tax Statement Tax Year 2012

VERNON NILY
ST. JOHN FOUNDATION, INC.
U/AD 05/09/01 (OAKRIDGE - IMS)
PO BOX 2183
EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
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Identification Number: 26-4310632
Taxpayer ID Number 52-1709184
Account Number: 921 906671 084

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WOLVERINE WORLD WIDE	13 000	07/18/03	12/21/12	\$521.67	\$167.16	\$0.00	\$354.51	\$0.00
Total Long Term Noncovered Securities				\$86,427.98	\$40,819.51	\$0.00	\$45,608.47	\$0.00
Total Long Term Covered and Noncovered Securities				\$103,404.48	\$55,313.14	\$0.00	\$48,091.34	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$115,284.34	\$69,261.96	\$0.00	\$46,022.38	\$0.00
Form 1099-B Total Reportable Amounts								
Total Sales Price (Box 2)				\$115,284.34				
Total Cost or Other Basis (Box 3)					\$28,392.67			
Total Wash Sale Loss Disallowed (Box 5)					\$0.00			
Total Fed Tax Withheld (Box 4)								\$0.00

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS

Corporate Tax Statement Tax Year 2012

VERNON NILY
ST JOHN FOUNDATION, INC
U/A/D 05/09/01 - BRANDES (FS)
PO BOX 2183
EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number. 26-4310632

Taxpayer ID Number. 52-1709184
Account Number 921 906670 084

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS **OMB NO. 1545-0715**

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
NEWS CORP LTD CL A DEL								
		CUSIP: 65248E104	Symbol (Box 1d): NWSA					
	30 000	08/03/11	06/29/12	\$663 30	\$458 75	\$0 00	\$204 55	\$0 00
	30 000	08/19/11	06/29/12	\$663 30	\$481 80	\$0 00	\$181 50	\$0 00
	45 000	10/03/11	06/29/12	\$994 96	\$695 55	\$0 00	\$299 41	\$0 00
	40 000	10/03/11	07/27/12	\$929 15	\$618 26	\$0 00	\$310 89	\$0 00
	5 000	10/03/11	08/17/12	\$116 45	\$77 28	\$0 00	\$39 17	\$0 00
	45 000	10/20/11	08/17/12	\$1,048 08	\$752 22	\$0 00	\$295 86	\$0 00
	125,000	10/20/11	09/07/12	\$3,054.08	\$2,089.50	\$0.00	\$964.58	\$0.00
Security Subtotal	320,000			\$7,469.32	\$5,173.36	\$0.00	\$2,295.96	\$0.00
PEPSICO INC NC								
		CUSIP: 713448108	Symbol (Box 1d): PEP					
	30 000	08/18/11	08/17/12	\$2,198 16	\$1,897 05	\$0 00	\$301 11	\$0 00
	10 000	08/23/11	08/17/12	\$732 72	\$627 00	\$0 00	\$105 72	\$0 00
	10 000	09/07/11	08/17/12	\$732 72	\$618 37	\$0 00	\$114 35	\$0 00
	5,000	09/12/11	08/17/12	\$366.36	\$299.29	\$0.00	\$67.07	\$0.00
Security Subtotal	55,000			\$4,029.96	\$3,441.71	\$0.00	\$588.25	\$0.00
VALERO ENERGY CP DELA NEW								
		CUSIP: 91913Y100	Symbol (Box 1d): VLO					
	190 000	05/09/12	12/10/12	\$6,152 06	\$4,175 59	\$0 00	\$1,976 47	\$0 00
Total Short Term Covered Securities				\$17,651.34	\$12,790.66	\$0.00	\$4,860.68	\$0.00

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Corporate Tax Statement
Tax Year 2012Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd FloorJersey City, NJ 07311
Identification Number: 26-4310632VERNON NILY
ST JOHN FOUNDATION, INC
U/A/D 05/09/01 - BRANDES (FS)
PO BOX 2183
EASTON MD 21601-8942Taxpayer ID Number: 52-1709184
Account Number: 921 906670 084

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
HONDA MOTOR COMPANY LTD ADR		CUSIP: 438128308	Symbol (Box 1d): HMC					
	60 000	03/24/11	12/20/12	\$2,172 55	\$2,274 92	\$0 00	(\$102 37)	\$0 00
NEWS CORP LTD CL A DEL		CUSIP: 65248E104	Symbol (Box 1d): NWSA					
	125 000	10/20/11	12/20/12	\$3,169 92	\$2,089 50	\$0 00	\$1,080 42	\$0 00
SEVEN & I HLDGS CO LTD ADR		CUSIP: 81783H105	Symbol (Box 1d): SVNDY					
	50 000	04/08/11	08/07/12	\$3,257 30	\$2,413 67	\$0 00	\$843 63	\$0 00
SWISS RE LTD SPONSORED ADR		CUSIP: 870886108	Symbol (Box 1d): SSREY					
	10 000	06/01/11	10/16/12	\$706 72	\$602 18	\$0 00	\$104 54	\$0 00
UNILEVER NV NY SH NEW		CUSIP: 904784709	Symbol (Box 1d): UN					
	30 000	01/12/11	12/20/12	\$1,160 97	\$901 64	\$0 00	\$259 33	\$0 00
	75 000	02/02/11	12/20/12	\$2,902 43	\$2,278 88	\$0 00	\$623 55	\$0 00
Security Subtotal	105 000			\$4,063 40	\$3,180 52	\$0 00	\$882 88	\$0 00
VALERO ENERGY CP DELA NEW		CUSIP: 91913Y100	Symbol (Box 1d): VLO					
	55 000	05/05/11	09/28/12	\$1,738 30	\$1,428 30	\$0 00	\$310 00	\$0 00
	25 000	05/05/11	12/10/12	\$809 48	\$649 23	\$0 00	\$160 25	\$0 00
Security Subtotal	80 000			\$2,547 78	\$2,077 53	\$0 00	\$470 25	\$0 00
Total Long Term Covered Securities				\$15,917 67	\$12,638 32	\$0 00	\$3,279 35	\$0 00

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Corporate Tax Statement
Tax Year 2012

VERNON NILY

ST JOHN FOUNDATION, INC

U/A/D 05/09/01 - BRANDES (FS)

PO BOX 2183

EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CUSIP: 007924103 Symbol (Box 1d): AEG								
AEON NV ADR	0 105	03/25/08	06/15/12	\$0.46	\$1.49	\$0.00	(\$1.03)	\$0.00
	0 072	03/25/08	09/14/12	\$0.42	\$1.00	\$0.00	(\$0.58)	\$0.00
	368 000	02/13/08	12/20/12	\$2,360.26	\$4,912.85	\$0.00	(\$2,552.59)	\$0.00
	447,000	03/25/08	12/20/12	\$2,866.95	\$6,195.77	\$0.00	(\$3,328.82)	\$0.00
Security Subtotal	815.177			\$5,228.09	\$11,111.11	\$0.00	(\$5,883.02)	\$0.00
CUSIP: 00206R102 Symbol (Box 1d): T								
AT&T INC	23 000	09/17/08	05/10/12	\$759.88	\$668.82	\$0.00	\$91.06	\$0.00
	20 000	10/23/08	05/10/12	\$660.77	\$493.13	\$0.00	\$167.64	\$0.00
	47 000	12/12/08	05/10/12	\$1,552.81	\$1,315.05	\$0.00	\$237.76	\$0.00
	53 000	12/12/08	05/11/12	\$1,786.99	\$1,482.92	\$0.00	\$304.07	\$0.00
	40 000	05/01/09	05/11/12	\$1,348.67	\$1,027.48	\$0.00	\$321.19	\$0.00
	80 000	05/20/09	05/11/12	\$2,697.34	\$1,961.17	\$0.00	\$736.17	\$0.00
	20,000	06/10/09	05/11/12	\$674.33	\$486.80	\$0.00	\$187.53	\$0.00
Security Subtotal	283.000			\$9,480.79	\$7,435.37	\$0.00	\$2,045.42	\$0.00
CUSIP: 144430204 Symbol (Box 1d): CRRFY								
CARREFOUR SA SPONSORED ADR	0 000	12/29/10	07/31/12	\$0.89	\$0.00	\$0.00	\$0.89	\$0.00
CUSIP: 166764100 Symbol (Box 1d): CVX								
CHEVRON CORP	5 000	03/25/10	06/13/12	\$504.15	\$371.14	\$0.00	\$133.01	\$0.00
	40 000	03/26/10	06/13/12	\$4,033.18	\$2,985.74	\$0.00	\$1,047.44	\$0.00
	5 000	05/05/10	06/13/12	\$504.15	\$401.70	\$0.00	\$102.45	\$0.00
	5 000	05/07/10	06/13/12	\$504.15	\$386.87	\$0.00	\$117.28	\$0.00
	10 000	05/13/10	06/13/12	\$1,008.30	\$795.97	\$0.00	\$212.33	\$0.00
	5 000	05/17/10	06/13/12	\$504.15	\$384.41	\$0.00	\$119.74	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Corporate Tax Statement
Tax Year 2012

Morgan Stanley Smith Barney Holdings LLC
 Harborside Financial Center
 Plaza 2 2nd Floor
 Jersey City, NJ 07311
 Identification Number 26-4310632
 Taxpayer ID Number 52-1709184
 Account Number: 921 906670 084
Customer Service: 866-324-6088

VERNON NILY
 ST. JOHN FOUNDATION, INC
 U/A/D 05/09/01 - BRANDES (FS)
 PO BOX 2183
 EASTON MD 21601-8942

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)
 (Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CHEVRON CORP	5 000	05/18/10	06/13/12	\$504 15	\$384 30	\$0 00	\$119 85	\$0 00
	5 000	05/20/10	06/13/12	\$504 15	\$374 70	\$0 00	\$129 45	\$0 00
	5 000	06/25/10	06/13/12	\$504 13	\$353 57	\$0 00	\$150 56	\$0 00
Security Subtotal	85 000			\$8,570.51	\$6,438.40	\$0 00	\$2,132.11	\$0 00
DEUTSCHE TELEKOM AG 1 ORD 1ADS		CUSIP: 251566105	Symbol (Box 1d): DTEGY					
	40 000	07/20/05	09/20/12	\$510 78	\$762 75	\$0 00	(\$251 97)	\$0 00
ELI LILLY & CO		CUSIP: 532457108	Symbol (Box 1d): LLY					
	25 000	02/08/10	07/16/12	\$1,094 00	\$870 15	\$0 00	\$223 85	\$0 00
	10 000	02/08/10	10/02/12	\$480 09	\$348 06	\$0 00	\$132 03	\$0 00
	20 000	02/08/10	10/19/12	\$1,071.73	\$696.12	\$0 00	\$375.61	\$0 00
Security Subtotal	55 000			\$2,645.82	\$1,914.33	\$0 00	\$731 49	\$0 00
ENI SPA AMER DEP RCPT		CUSIP: 26874R108	Symbol (Box 1d): E					
	10 000	05/28/09	12/03/12	\$475 40	\$479 22	\$0 00	(\$3 82)	\$0 00
	30 000	01/20/10	12/03/12	\$1,426.19	\$1,538.06	\$0 00	(\$111.87)	\$0 00
Security Subtotal	40 000			\$1,901.59	\$2,017.28	\$0 00	(\$115.69)	\$0 00
GENERAL ELECTRIC CO		CUSIP: 369604103	Symbol (Box 1d): GE					
	95 000	11/12/08	08/27/12	\$1,981 19	\$1,604 27	\$0 00	\$376 92	\$0 00
	30 000	11/18/08	08/27/12	\$625 64	\$474 33	\$0 00	\$151 31	\$0 00
	25 000	11/21/08	08/27/12	\$521 36	\$330 75	\$0 00	\$190 61	\$0 00
	10 000	11/21/08	09/14/12	\$220 20	\$132 30	\$0 00	\$87 90	\$0 00
	30 000	12/26/08	09/14/12	\$660 60	\$479 66	\$0 00	\$180 94	\$0 00
	60 000	12/30/08	09/14/12	\$1,321 19	\$939 61	\$0 00	\$381 58	\$0 00
	120 000	04/15/09	09/14/12	\$2,642 39	\$1,406 95	\$0 00	\$1,235 44	\$0 00
	150 000	04/15/09	09/27/12	\$3,331 75	\$1,758 69	\$0 00	\$1,573 06	\$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Corporate Tax Statement
Tax Year 2012Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311

VERNON NILY

ST JOHN FOUNDATION, INC
U/A/D 05/09/01 - BRANDES (FS)
PO BOX 2183
EASTON MD 21601-8942

Identification Number: 26-4310632

Taxpayer ID Number 52-1709184

Account Number 921 906670 084

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
GENERAL ELECTRIC CO	120 000	04/17/09	09/27/12	\$2,665 40	\$1,424 39	\$0 00	\$1,241 01	\$0 00
	40 000	06/17/09	09/27/12	\$888 47	\$493 20	\$0 00	\$395 27	\$0 00
	35 000	07/01/10	09/27/12	\$777 41	\$489 30	\$0 00	\$288 11	\$0 00
	75 000	07/20/10	09/27/12	\$1,665 88	\$1,087 23	\$0 00	\$578 65	\$0 00
Security Subtotal	790 000			\$17,301.48	\$10,620 68	\$0 00	\$6,680 80	\$0 00
J SAINSBURY PLC SPON ADR NEW								
	60 000	01/12/05	09/25/12	\$1,357 69	\$1,223 04	\$0 00	\$134 65	\$0 00
	115 000	01/12/05	12/18/12	\$2,603 89	\$2,344 16	\$0 00	\$259 73	\$0 00
Security Subtotal	175 000			\$3,961.58	\$3,567 20	\$0 00	\$394 38	\$0 00
KEYCORP NEW								
	35 000	06/13/08	08/20/12	\$292 59	\$408 74	\$0 00	(\$116 15)	\$0 00
	200 000	05/29/09	08/20/12	\$1,671.96	\$997 10	\$0 00	\$674 86	\$0 00
Security Subtotal	235 000			\$1,964.55	\$1,405 84	\$0 00	\$558 71	\$0 00
MARSH & MCLENNAN COS INC								
	20 000	11/24/09	05/08/12	\$682 03	\$455 19	\$0 00	\$226 84	\$0 00
	230 000	11/24/09	07/03/12	\$7,448 43	\$5,234 71	\$0 00	\$2,213 72	\$0 00
	25 000	12/03/09	07/03/12	\$809 61	\$551 01	\$0 00	\$258 60	\$0 00
Security Subtotal	275 000			\$8,940.07	\$6,240 91	\$0 00	\$2,699 16	\$0 00
MERCK & CO INC NEW COM								
	30 000	05/16/08	07/13/12	\$1,291 94	\$580 07	\$0 00	\$711 87	\$0 00
	15 000	05/16/08	07/30/12	\$670 74	\$290 03	\$0 00	\$380 71	\$0 00
	45 000	05/16/08	12/20/12	\$1,916 95	\$870 10	\$0 00	\$1,046 85	\$0 00
Security Subtotal	90 000			\$3,879.63	\$1,740 20	\$0 00	\$2,139 43	\$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2012

VERNON NILY
 ST. JOHN FOUNDATION, INC
 U/A/D 05/09/01 - BRANDES (FS)
 PO BOX 2183
 EASTON MD 21601-8942
 Morgan Stanley Smith Barney Holdings LLC
 Harborside Financial Center
 Plaza 2 2nd Floor
 Jersey City, NJ 07311
 Identification Number. 26-4310632
 Taxpayer ID Number 52-1709184
 Account Number 921 906670 084
 Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
OI SA SPN ADR		CUSIP: 670851203	Symbol (Box 1d): OIBR					
	498 000	10/10/12	10/10/12	\$2,036.77	2,036.77			\$0.00
	1,086,000	11/24/09	10/10/12	\$4,441.64	\$11,267.81	\$0.00	(\$6,826.17)	\$0.00
Security Subtotal	1,584,000			\$6,478.41	13,304.58	\$0.00	(\$6,826.17)	\$0.00
OI SA SPON ADR		CUSIP: 670851104	Symbol (Box 1d): OIBR'C					
	48 000	07/24/12	07/24/12	\$253.43	253.43			\$0.00
	205,000	11/24/09	07/24/12	\$1,082.38	\$3,405.30	\$0.00	(\$2,322.92)	\$0.00
Security Subtotal	253,000			\$1,335.81	3,658.73	\$0.00	(\$2,322.92)	\$0.00
PFIZER INC		CUSIP: 717081103	Symbol (Box 1d): PFE					
	120 000	10/16/09	12/20/12	\$3,034.73	\$2,118.62	\$0.00	\$916.11	\$0.00
PORTUGAL TELECOM SGPS SA		CUSIP: 737273102	Symbol (Box 1d): PT					
	165 000	02/18/04	12/20/12	\$824.98	\$1,944.37	\$0.00	(\$1,119.39)	\$0.00
SANOFT ADR		CUSIP: 80105N105	Symbol (Box 1d): SNY					
	15 000	02/16/07	07/26/12	\$583.38	\$656.58	\$0.00	(\$73.20)	\$0.00
	15 000	02/16/07	07/30/12	\$600.74	\$656.58	\$0.00	(\$55.84)	\$0.00
	10 000	02/16/07	08/07/12	\$414.38	\$437.72	\$0.00	(\$23.34)	\$0.00
	45 000	02/16/07	09/07/12	\$1,901.74	\$1,969.75	\$0.00	(\$68.01)	\$0.00
	15 000	02/16/07	12/10/12	\$690.93	\$656.58	\$0.00	\$34.35	\$0.00
	20 000	04/04/07	12/10/12	\$921.25	\$874.01	\$0.00	\$47.24	\$0.00
	65,000	04/04/07	12/20/12	\$3,078.33	\$2,840.54	\$0.00	\$237.79	\$0.00
Security Subtotal	185,000			\$8,190.75	\$8,091.76	\$0.00	\$98.99	\$0.00

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Corporate Tax Statement
Tax Year 2012

VERNON NILY

ST JOHN FOUNDATION, INC

U/A/D 05/09/01 - BRANDES (FS)

PO BOX 2183

EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC
Horseshoe Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311

Identification Number: 26-4310632

Taxpayer ID Number: 52-1709184

Account Number: 921 906670 084

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SEVEN & I HLDGS CO LTD ADR		CUSIP: 81783H105	Symbol (Box 1d): SVNDY					
	100.000	09/28/10	06/07/12	\$5,983.29	\$4,691.37	\$0.00	\$1,291.92	\$0.00
	30.000	09/28/10	08/07/12	\$1,954.38	\$1,407.41	\$0.00	\$546.97	\$0.00
	10.000	11/19/10	08/07/12	\$651.46	\$503.66	\$0.00	\$147.80	\$0.00
Security Subtotal	140.000			\$8,589.13	\$6,602.44	\$0.00	\$1,986.69	\$0.00
STMICROELECTRONICS NV		CUSIP: 861012102	Symbol (Box 1d): STM					
	115.000	03/01/05	11/30/12	\$722.44	\$2,075.50	\$0.00	(\$1,353.06)	\$0.00
	180.000	03/01/05	12/20/12	\$1,276.17	\$3,248.61	\$0.00	(\$1,972.44)	\$0.00
Security Subtotal	295.000			\$1,998.61	\$5,324.11	\$0.00	(\$3,325.50)	\$0.00
SUMITOMO MITSUI FINL GROUP INC		CUSIP: 86562M209	Symbol (Box 1d): SMFG					
	260.000	09/20/07	12/20/12	\$1,887.55	\$3,663.71	\$0.00	(\$1,776.16)	\$0.00
SUPERVALU INC		CUSIP: 868536103	Symbol (Box 1d): SVU					
	156.000	06/06/06	10/23/12	\$450.83	\$4,544.73	\$0.00	(\$4,093.90)	\$0.00
	270.000	02/20/08	10/23/12	\$780.28	\$7,693.65	\$0.00	(\$6,913.37)	\$0.00
	20.000	03/19/08	10/23/12	\$57.80	\$559.55	\$0.00	(\$501.75)	\$0.00
	120.000	01/05/10	10/23/12	\$346.79	\$1,531.14	\$0.00	(\$1,184.35)	\$0.00
Security Subtotal	566.000			\$1,635.70	\$14,329.07	\$0.00	(\$12,693.37)	\$0.00
TELEFONICA SA ADR		CUSIP: 879382208	Symbol (Box 1d): TEF					
	0.340	01/27/06	06/15/12	\$4.26	\$5.07	\$0.00	(\$0.81)	\$0.00
TOYOTA MOTOR CP ADR NEW		CUSIP: 892331307	Symbol (Box 1d): TM					
	5.000	01/09/09	12/20/12	\$460.29	\$331.27	\$0.00	\$129.02	\$0.00
	5.000	01/22/09	12/20/12	\$460.29	\$336.84	\$0.00	\$123.45	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Corporate Tax Statement Tax Year 2012

VERNON NILY

ST. JOHN FOUNDATION, INC

U/A/D 05/09/01 - BRANDES (FS)

PO BOX 2183

EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC

Harborside Financial Center

Plaza 2 2nd Floor

Jersey City, NJ 07311

Identification Number: 26-4310632

Taxpayer ID Number: 52-1709184

Account Number: 921 906670 084

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Continued)

(Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
TOYOTA MOTOR CP ADR NEW	15.000	05/14/09	12/20/12	\$1,380.87	\$1,112.19	\$0.00	\$268.68	\$0.00
	60.000	09/29/09	12/20/12	\$5,523.47	\$4,795.40	\$0.00	\$728.07	\$0.00
Security Subtotal	85.000			\$7,824.92	\$6,575.70	\$0.00	\$1,249.22	\$0.00
UNILEVER NV NY SH NEW	25.000	02/05/09	06/18/12	\$802.55	\$525.04	\$0.00	\$277.51	\$0.00
	25.000	02/06/09	06/18/12	\$802.55	\$527.37	\$0.00	\$275.18	\$0.00
Security Subtotal	50.000			\$1,605.10	\$1,052.41	\$0.00	\$552.69	\$0.00
VALERO ENERGY CP DELA NEW	35.000	08/10/09	08/24/12	\$1,022.77	\$643.51	\$0.00	\$379.26	\$0.00
	30.000	08/13/09	08/24/12	\$876.66	\$545.58	\$0.00	\$331.08	\$0.00
	25.000	11/03/09	08/24/12	\$730.54	\$442.14	\$0.00	\$288.40	\$0.00
	5.000	11/03/09	08/27/12	\$151.16	\$88.43	\$0.00	\$62.73	\$0.00
	30.000	11/06/09	08/27/12	\$906.94	\$519.77	\$0.00	\$387.17	\$0.00
	45.000	11/13/09	08/27/12	\$1,360.40	\$766.34	\$0.00	\$594.06	\$0.00
	15.000	11/13/09	09/05/12	\$469.22	\$255.45	\$0.00	\$213.77	\$0.00
	30.000	11/17/09	09/05/12	\$938.45	\$505.72	\$0.00	\$432.73	\$0.00
	30.000	11/19/09	09/05/12	\$938.45	\$488.70	\$0.00	\$449.75	\$0.00
	20.000	12/03/09	09/05/12	\$625.63	\$319.35	\$0.00	\$306.28	\$0.00
	10.000	12/03/09	09/28/12	\$316.06	\$159.68	\$0.00	\$156.38	\$0.00
Security Subtotal	275.000			\$8,336.28	\$4,734.67	\$0.00	\$3,601.61	\$0.00

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Corporate Tax Statement Tax Year 2012

VERNON NILY
ST JOHN FOUNDATION, INC
U/A/D 05/09/01 - BRANDES (FS)
PO BOX 2183
EASTON MD 21601-8942

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
XEROX CORP	180 000	09/28/05	12/20/12	\$1,272.57	\$2,456.08	\$0.00	(\$1,183.51)	\$0.00
Total Long Term Noncovered Securities				\$117,404.58	127,115.39	\$0.00	(\$9,710.81)	\$0.00
Total Long Term Covered and Noncovered Securities				\$133,322.25	139,753.71	\$0.00	(\$6,431.46)	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$150,973.59	152,544.37	\$0.00	(\$1,570.78)	\$0.00

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- 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 File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. RUTH AND ROBERT ST. JOHN FOUNDATION, INC	Employer identification number (EIN) or 52-1709184
	Number, street, and room or suite no. If a P.O. box, see instructions. P. O. BOX 1568	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. EASTON, MD 21601	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

VERNON J. NILY

- The books are in the care of ► **P.O. BOX 757 - EASTON, MD 21601**
Telephone No ► **410-822-5310** FAX No. ►

- 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, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** 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	\$ 9,349.
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	\$ 2,849.
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	\$ 6,500.

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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

- 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	Employer identification number (EIN) or	
	RUTH AND ROBERT ST. JOHN FOUNDATION, INC	52-1709184	
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)	
	P. O. BOX 2183		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	EASTON, MD 21601		

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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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.

L. STEPHEN SATCHELL

- The books are in the care of **P.O. BOX 2183 - EASTON, MD 21601**

Telephone No. **410-822-2140**

FAX No. **410-763-9194**

- 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, 2013**

5 For calendar year **2012**, 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

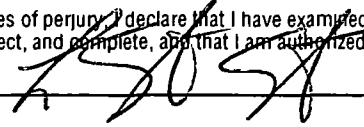
7 State in detail why you need the extension

AN ADDITIONAL EXTENSION IS NEEDED BECAUSE THE FOUNDATION IS STILL WAITIN FOR 2012 K-1'S AND OTHER PASS-THROUGH INVESTMENT INFORMATION, NEEDED, I ORDER TO PROPERLY COMPLETE THE 2012 FORM 990-PF.

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	\$	3,475.
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	\$	9,349.
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 **TREASURER**

Date

Form 8868 (Rev. 1-2013)