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
THE JOHN J. POHANKA FAMILY FOUNDATION

A Employer identification number
56-6784266

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1772 RITCHIE STATION COURT

B Telephone number
(301)899-7800

City or town, state, and ZIP code
CAPITOL HEIGHTS, MD 20743

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: ☒ 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) ▶$ 13,196,127.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	25,070.	25,070.		STATEMENT 1
	4 Dividends and interest from securities	517,507.	498,123.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	855,596.			STATEMENT 3
	b Gross sales price for all assets on line 6a 4,322,394.				
	7 Capital gain net income (from Part IV, line 2)		856,759.		
	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	10,193.	10,167.		STATEMENT 4
	12 Total. Add lines 1 through 11	1,408,366.	1,390,119.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	6,000.	3,000.		3,000.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 6	3,217.	2,517.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	253,719.	182,102.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	262,936.	187,619.		3,000.
	25 Contributions, gifts, grants paid	649,880.			649,880.
	26 **Total expenses and disbursements.** Add lines 24 and 25	912,816.	187,619.		652,880.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	495,550.			
	b **Net investment income** (if negative, enter -0-)		1,202,500.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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07171112 792894 566784266 2012.04040 THE JOHN J. POHANKA FAMILY 56678421

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,365,566.	456,000.	456,000.
	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	5,120,108.	6,118,980.	7,131,972.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	5,005,343.	5,384,599.	5,823,905.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	<242,738.>	<215,750.>	<215,750.>
	16 Total assets (to be completed by all filers)	11,248,279.	11,743,829.	13,196,127.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	11,248,279.	11,743,829.	
	30 **Total net assets or fund balances**	11,248,279.	11,743,829.	
	31 **Total liabilities and net assets/fund balances**	11,248,279.	11,743,829.	

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	11,248,279.
2	Enter amount from Part I, line 27a	2	495,550.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	11,743,829.
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	11,743,829.

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	4,322,122.		3,465,363.	856,759.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				856,759.

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	856,759.
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	608,010.	11,518,603.	.052785
2010	539,396.	11,169,578.	.048292
2009	401,117.	10,181,580.	.039396
2008	685,650.	13,872,026.	.049427
2007	15,000.	1,273,638.	.011777

2 **Total** of line 1, column (d)	2	.201677
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	.040335
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,395,451.
5 Multiply line 4 by line 3	5	540,306.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,025.
7 Add lines 5 and 6	7	552,331.
8 Enter qualifying distributions from Part XII, line 4	8	652,880.

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 ▶ [X] and enter 1% of Part I, line 27b			1	12,025.
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	12,025.
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	12,025.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	23,679.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	23,679.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
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	11,654.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 11,654. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ TRUSTEES Telephone no. ▶ (301)899-7800

Located at ▶ 1772 RITCHIE STATION COURT, CAPITOL HEIGHTS, MD ZIP+4 ▶ 20743

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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 ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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

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
JOHN J. POHANKA 1772 RITCHIE STATION COURT CAPITOL HEIGHTS, MD 20743	TRUSTEE 2.00	0.	0.	0.
GEOFFREY POHANKA 1772 RITCHIE STATION COURT CAPITOL HEIGHTS, MD 20743	TRUSTEE 0.00	0.	0.	0.
STEVEN PARKER 1772 RITCHIE STATION COURT CAPITOL HEIGHTS, MD 20743	TRUSTEE 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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

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	13,502,905.
b	Average of monthly cash balances		1b	
c	Fair market value of all other assets		1c	96,538.
d	**Total** (add lines 1a, b, and c)		1d	13,599,443.
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	13,599,443.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	203,992.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	13,395,451.
6	**Minimum investment return.** Enter 5% of line 5		6	669,773.

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	669,773.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 12,025.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	12,025.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	657,748.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	657,748.
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	657,748.

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	652,880.
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	652,880.
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	12,025.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	640,855.

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				657,748.
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 40,660.				
f **Total** of lines 3a through e	40,660.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 652,880.				
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				652,880.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	4,868.			4,868.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	35,792.			
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	35,792.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 35,792.				
e Excess from 2012				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 11

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BRYN MAWR HOSPITAL 130 SOUTH BRYN MAWR AVENUE BRYN MAWR, PA 19010	NONE	501(C)3	GENERAL PURPOSE	1,000.
CATHOLIC CHARITIES FOUNDATION (FOR GEOFF) 924 G STREET, NW WASHINGTON, DC 20001	NONE	501(C)3	GENERAL PURPOSE	5,000.
CLEVELAND CLINIC (FLORIDA BALL FUND) 3050 SCIENCE PARK DRIVE BEECHWOOD, OH 44122	NONE	501(C)3	GENERAL PURPOSE	5,000.
COLLECTIVE EMPOWERMENT GROUP 6201 RIVERDALE ROAD, SUITE 315 RIVERDALE, MD 20737	NONE	501(C)3	GENERAL PURPOSE	2,480.
COMMUNITY FOUNDATION FOR PG COUNTY 8181 PROFESSIONAL PLACE, SUITE 275 LANDOVER, MD 20785	NONE	501(C)3	GENERAL PURPOSE	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	649,880.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	25,070.	
4 Dividends and interest from securities			14	517,507.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	10,193.	
8 Gain or (loss) from sales of assets other than inventory			18	855,596.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		1,408,366.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,408,366.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 11/12/13 | Title TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SCOTT BARNARD		11/11/13		P00243277

Firm's name ▶ BAKER TILLY VIRCHOW KRAUSE, LLP | Firm's EIN ▶ 39-0859910

Firm's address ▶ 8219 LEESBURG PIKE, SUITE 800 VIENNA, VA 22182 | Phone no. 703-923-8300

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	DEUTSCHE BANK PRIVATE EQUITY GLOBAL SELECT FUND I	P		
b	DEUTSCHE BANK PRIVATE EQUITY GLOBAL SELECT FUND I	P		
c	PLAINS ALL AMERICAN PIPELINE, LP	P		
d	SPECIAL OPPORTUNITIES FUND II, LLC	P		
e	TERRAPIN LEGENDS FUND, LP	P		
f	WILLIAMS PARTNERS LP	P		
g	ENTERPRISE PRODUCTS PARTNERS, LP	P		
h	MORGAN STANLEY 099707 (SEE ATTACHED)	P		
i	MORGAN STANLEY 099707 - CAPITAL GAIN DISTRIBUTION	P		
j	MORGAN STANLEY 158590 (SEE ATTACHED)	P		
k	MORGAN STANLEY 158590 - CAPITAL GAIN DISTRIBUTION	P		
l	MORGAN STANLEY 157555 (SEE ATTACHED)	P		
m	MORGAN STANLEY 157555 - CAPITAL GAIN DISTRIBUTION	P		
n	MORGAN STANLEY 152478 (SEE ATTACHED)	P		
o	GAIN ON DISPOSITION OF TERRAPIN LEGENDS FUND, LLC	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	<73,354.>			<73,354.>
b	170,247.			170,247.
c	<2.>			<2.>
d	45,994.			45,994.
e	<1,183.>			<1,183.>
f	21.			21.
g	440.			440.
h	352,011.		296,008.	56,003.
i	96.			96.
j	2,020,957.		1,549,883.	471,074.
k	1,058.			1,058.
l	768,300.		729,836.	38,464.
m	139.			139.
n	72,174.		86,307.	<14,133.>
o	965,224.		803,329.	161,895.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<73,354.>
b				170,247.
c				<2.>
d				45,994.
e				<1,183.>
f				21.
g				440.
h				56,003.
i				96.
j				471,074.
k				1,058.
l				38,464.
m				139.
n				<14,133.>
o				161,895.

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	856,759.
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

223591
05-01-12

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
DICKINSON COLLEGE P.O. BOX 1773 CARLISLE, PA 17013-2896	NONE	501(C)3	GENERAL PURPOSE	50,000.
FRENCH HERITAGE SOCIETY 14 EAST 60TH STREET, #605 NEW YORK, NY 10022-7131	NONE	501(C)3	GENERAL PURPOSE	2,000.
GEORGE MASON UNIVERSITY FOUNDATION, INC. 4400 UNIVERSITY DRIVE, MS 1A3 FAIRFAX, VA 22030	NONE	501(C)3	GENERAL PURPOSE	100.
GETTYSBURG COLLEGE 300 NORTH WASHINGTON STREET GETTYSBURG, PA 17325	NONE	501(C)3	GENERAL PURPOSE	100,000.
HAMPTON ROADS COMMUNITY FOUNDATION 101 W. MAIN STREET, SUITE 4500 NORFOLK, VA 23510	NONE	501(C)3	GENERAL PURPOSE	25,000.
HILLWOOD (ESTATE MUSEUM & GARDEN) 4155 LINNEAN AVENUE, NW WASHINGTON, DC 20008	NONE	501(C)3	GENERAL PURPOSE	500.
INVISIBLE WOUNDS OF WAR ONE INTREPID SQUARE NEW YORK, NY 10036	NONE	501(C)3	GENERAL PURPOSE	500.
IT TAKES TWO, INC. P.O. BOX 787, ATTN: SCHOLARSHIPS GAMBRILLS, MD 21054-0787	NONE	501(C)3	GENERAL PURPOSE	500.
JAMES C. REES FELLOWSHIP (THROUGH MOUNT VERNON) P.O. BOX 110 MOUNT VERNON, VA 22121	NONE	501(C)3	GENERAL PURPOSE	500.
JOHNS HOPKINS UNIVERSITY 100 NORTH CHARLES STREET, SUITE 421 BALTIMORE, MD 21201	NONE	501(C)3	GENERAL PURPOSE	100,000.
Total from continuation sheets				635,900.

223631
05-01-12

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
LEUKEMIA & LYMPHOMA SOCIETY 5845 RICHMOND HWY, SUITE 800 ALEXANDRIA, VA 22303	NONE	501(C)3	GENERAL PURPOSE	1,000.
LIFE WITH CANCER 8411 PENNELL ST FAIRFAX, VA 22031	NONE	501(C)3	GENERAL PURPOSE	500.
MOUNT VERNON (LADIES'ASSOCIATION) P.O. BOX 110 MOUNT VERNON, VA 22121	NONE	501(C)3	GENERAL PURPOSE	25,100.
NATIONAL MS SOCIETY (DELAWARE CHAPTER) 2 MILL ROAD, SUITE 106 WILMINGTON, DE 19806	NONE	501(C)3	GENERAL PURPOSE	1,000.
NAVY LEAGUE PALM BEACH COUNTY 212 SAINT CHARLES CT. JUPITER, FL 33477	NONE	501(C)3	GENERAL PURPOSE	2,000.
NORTON MUSEUM 1451 S. OLIVE AVENUE WEST PALM BEACH, FL 33401	NONE	501(C)3	GENERAL PURPOSE	2,500.
OPPORTUNITY, INC. 1713 QUAIL DRIVE WEST PALM BEACH, FL 33409	NONE	501(C)3	GENERAL PURPOSE	4,500.
PALM BEACH SYMPHONY PALM BEACH TOWERS, 44 COCOANUT ROW, M207B PALM BEACH, FL 33480	NONE	501(C)3	GENERAL PURPOSE	3,200.
PG COUNTY YOUTH COACHES ASSOCIATION 8911 LOUGHRAN ROAD FT. WASHINGTON, MD 20744	NONE	501(C)3	GENERAL PURPOSE	6,500.
PHILADELPHIA MUSEUM OF ART P.O. BOX 7646 PHILADELPHIA, PA 19101-7646	NONE	501(C)3	GENERAL PURPOSE	2,000.
Total from continuation sheets				

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05-01-12

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
PHILADELPHIA ORCHESTRA 260 SOUTH BROAD STREET, SUITE 1600 PHILADELPHIA, PA 19102	NONE	501(C)3	GENERAL PURPOSE	1,450.
PHILADELPHIA ZOO 3400 WEST GIRARD AVENUE PHILADELPHIA, PA 19104	NONE	501(C)3	GENERAL PURPOSE	1,000.
ROYAL POINCIANA CHAPEL 60 COCOANUT ROW PALM BEACH, FL 33480	NONE	501(C)3	GENERAL PURPOSE	1,000.
SAINT JAMES SCHOOL 17641 COLLEGE ROAD HAGERSTOWN, MD 21740	NONE	501(C)3	GENERAL PURPOSE	30,000.
SAM FOX 5/6 JOINT BASE ANDREWS 5/6 ORG.--AIRMAN LEADERSHIP SCHOOL JOINT BASE ANDREWS, MD 20762	NONE	501(C)3	GENERAL PURPOSE	1,000.
SCHEPENS EYE INSTITUTE / MASSECHUSETTS EYE & EAR 20 STANIFORD STREET BOSTON, MA 2114	NONE	501(C)3	GENERAL PURPOSE	2,500.
THE AMERICAN FRIENDS OF BLERANCOURT, INC 20 WEST 44TH STREET, ROOM 506 NEW YORK, NY 10036	NONE	501(C)3	GENERAL PURPOSE	500.
THE DUKE OF EDINBURGH'S AWARD INTERNATIONAL (USA), LTD. 245 PARK AVENUE NEW YORK, NY 10167	NONE	501(C)3	GENERAL PURPOSE	3,200.
THE GILDER LEHRMAN INSTITUTE 19 WEST 44TH STREET NEW YORK, NY 10036	NONE	501(C)3	GENERAL PURPOSE	10,500.
THE HOLE IN THE WALL GANG CAMP 555 LONG WHARF DRIVE NEW HAVEN, CT 6511	NONE	501(C)3	GENERAL PURPOSE	1,000.
Total from continuation sheets				

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05-01-12

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
THE METROPOLITAN OPERA LINCOLN CENTER, 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	501(C)3	GENERAL PURPOSE	3,500.
THE PALM BEACH FLAPPERS 2 FOUR ARTS PLAZA PALM BEACH, FL 33480	NONE	501(C)3	GENERAL PURPOSE	5,000.
THE PHILADELPHIA ORCHESTRA 260 SOUTH BROAD STREET, SUITE 1600 PHILADELPHIA, PA 19102	NONE	501(C)3	GENERAL PURPOSE	1,250.
THE PRESERVATION FOUNDATION OF PALM BEACH 311 PERUVIAN AVENUE PALM BEACH, FL 33480	NONE	501(C)3	GENERAL PURPOSE	5,000.
THE REHABILITATION CTR FOR CHILDREN & ADULTS, INC. 300 ROYAL PALM WAY PALM BEACH, FL 33480	NONE	501(C)3	GENERAL PURPOSE	10,000.
THE SOCIETY OF THE FOUR ARTS 2 FOUR ARTS PLAZA PALM BEACH, FL 33480	NONE	501(C)3	GENERAL PURPOSE	15,000.
TUDOR PLACE FOUNDATION INC. 1644 31ST STREET, NW WASHINGTON, DC 20007	NONE	501(C)3	GENERAL PURPOSE	500.
WADSWORTH-SULGRAVE PRESERVATION FUND 1801 MASSACHUSETTS AVENUE, NW WASHINGTON, DC 20036-1804	NONE	501(C)3	GENERAL PURPOSE	1,000.
WAGNER SOCIETY OF NEW YORK P.O. BOX 230949, ANSONIA STATION NEW YORK, NY 10023-0949	NONE	501(C)3	GENERAL PURPOSE	100.
WAGNER SOCIETY OF WASHINGTON DC P.O. 58213 WASHINGTON, DC 20037	NONE	501(C)3	GENERAL PURPOSE	15,000.
Total from continuation sheets				

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05-01-12

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
WASHINGTON NATIONAL OPERA 2700 F STREET, NW WASHINGTON, DC 20566	NONE	501(C)3	GENERAL PURPOSE	200,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
MORGAN STANLEY 099707	17.
MORGAN STANLEY 152478	4.
MORGAN STANLEY 157555	51.
MORGAN STANLEY 158590	24,998.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	25,070.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERIGAS PARTNERS, LP (THROUGH ETE)	83.	0.	83.
AMERIGAS PARTNERS, LP (THROUGH ETP)	80.	0.	80.
DEUTSCHE BANK PRIVATE EQUITY GLOBAL SELECT FUND II	33,616.	0.	33,616.
DEUTSCHE BANK PRIVATE EQUITY GLOBAL SELECT FUND IV	89,314.	0.	89,314.
ENERGY TRANSFER EQUITY, LP	3,469.	0.	3,469.
ENERGY TRANSFER EQUITY, LP (THROUGH EPP)	1.	0.	1.
ENERGY TRANSFER PARTNERS, LP	2,259.	0.	2,259.
ENERGY TRANSFER PARTNERS, LP (THROUGH EPP)	4.	0.	4.
ENERGY TRANSFER PARTNERS, LP (THROUGH ETE)	2,047.	0.	2,047.
ENTERPRISE PRODUCTS PARTNERS, LP	10.	0.	10.
MORGAN STANLEY 099707	74,583.	0.	74,583.
MORGAN STANLEY 099707 - NON-DIVIDEND DISTRIBUTION	1,638.	0.	1,638.
MORGAN STANLEY 152478	1,470.	0.	1,470.
MORGAN STANLEY 157555	25,312.	0.	25,312.
MORGAN STANLEY 157555 - NON-DIVIDEND DISTRIBUTION	3,939.	0.	3,939.
MORGAN STANLEY 158590	220,508.	0.	220,508.
MORGAN STANLEY 158590 - NON-DIVIDEND DISTRIBUTION	13,790.	0.	13,790.
PLAINS ALL AMERICAN PIPELINE, LP	156.	0.	156.
REGENCY ENERGY PARTNERS, LP	12.	0.	12.
RYAN SPECIALTY GROUP, LLC	3.	0.	3.
SPECIAL OPPORTUNITIES FUND II, LLC	29,767.	0.	29,767.
SUNOCO LOGISTICS PARTNERS, LP (THROUGH ETE)	38.	0.	38.

SUNOCO LOGISTICS PARTNERS, LP (THROUGH ETP)	37.	0.	37.
TERRAPIN LEGENDS FUND, LP	15,340.	0.	15,340.
WILLIAMS PARTNERS LP	31.	0.	31.
TOTAL TO FM 990-PF, PART I, LN 4	517,507.	0.	517,507.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DEUTSCHE BANK PRIVATE EQUITY GLOBAL SELECT FUND II	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<73,354.>	0.	0.	0.	<73,354.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DEUTSCHE BANK PRIVATE EQUITY GLOBAL SELECT FUND IV	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
170,247.	0.	0.	0.	170,247.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PLAINS ALL AMERICAN PIPELINE, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<2.>	0.	0.	0.	<2.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SPECIAL OPPORTUNITIES FUND II, LLC		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45,994.	0.	0.	0.	45,994.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TERRAPIN LEGENDS FUND, LP		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<1,183.>	0.	0.	0.	<1,183.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WILLIAMS PARTNERS LP		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21.	0.	0.	0.	21.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ENTERPRISE PRODUCTS PARTNERS, LP		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
440.	0.	0.	0.	440.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY 099707 (SEE ATTACHED)	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
352,011.	296,008.	0.	0.	56,003.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY 099707 - CAPITAL GAIN DISTRIBUTION	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
96.	0.	0.	0.	96.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY 158590 (SEE ATTACHED)	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,020,957.	1,549,883.	0.	0.	471,074.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY 158590 - CAPITAL GAIN DISTRIBUTION	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,058.	0.	0.	0.	1,058.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY 157555 (SEE ATTACHED)	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
768,300.	729,836.	0.	0.	38,464.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY 157555 - CAPITAL GAIN DISTRIBUTION	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
139.	0.	0.	0.	139.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY 152478 (SEE ATTACHED)	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
72,174.	86,307.	0.	0.	<14,133.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GAIN ON DISPOSITION OF TERRAPIN LEGENDS FUND, LLC	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
965,224.	803,329.	0.	0.	161,895.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 GAIN FROM DEUTSCHE BANK PRIVATE EQUITY GLOBAL SELECT FUND II	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
243.	0.	0.	0.	243.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 LOSS FROM ENERGY TRANSFER PARTNERS, LP (THROUGH ETE)	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	502.	0.	0.	<502.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 LOSS FROM REGENCY ENERGY PARTNERS, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	14.	0.	0.	<14.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 GAIN FROM AMERIGAS PARTNERS, LP (THROUGH ETE)	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2.	0.	0.	0.	2.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 LOSS FROM ENERGY TRANSFER PARTNERS, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	276.	0.	0.	<276.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 GAIN FROM AMERIGAS PARTNERS, LP (THROUGH ETP)	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25.	0.	0.	0.	25.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 GAIN FROM PLAINS ALL AMERICAN PIPELINE, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2.	0.	0.	0.	2.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 LOSS FROM WILLIAMS PARTNERS LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	264.	0.	0.	<264.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 LOSS FROM ENTERPRISE PRODUCTS PARTNERS, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	379.	0.	0.	<379.>

NET GAIN OR LOSS FROM SALE OF ASSETS	855,596.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	855,596.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER BUSINESS INCOME FROM AMERIGAS PARTNERS, LP (THROUGH ETE)	9.	9.	
OTHER BUSINESS INCOME FROM SUNOCO LOGISTICS PARTNERS, LP (THROUGH ETE)	568.	568.	
OTHER BUSINESS INCOME FROM AMERIGAS PARTNERS, LP (THROUGH ETP)	336.	336.	
OTHER BUSINESS INCOME FROM SUNOCO LOGISTICS PARTNERS, LP (THROUGH ETP)	487.	487.	
OTHER BUSINESS INCOME FROM PLAINS ALL AMERICAN PIPELINE, LP	5,446.	5,446.	

OTHER BUSINESS INCOME FROM AMERIGAS PARTNERS, LP (THROUGH EPP)	2.	2.	
OTHER BUSINESS INCOME FROM ENERGY TRANSFER PARTNERS, LP (THROUGH EPP)	22.	0.	
OTHER BUSINESS INCOME FROM REGENCY ENERGY PARTNERS, LP (THROUGH EPP)	4.	0.	
MORGAN STANLEY 158590 - OTHER INCOME	3,319.	3,319.	
TOTAL TO FORM 990-PF, PART I, LINE 11	10,193.	10,167.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,000.	3,000.		3,000.
TO FORM 990-PF, PG 1, LN 16B	6,000.	3,000.		3,000.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	2,517.	2,517.		0.
NON-DEDUCTIBLE CONTRIBUTIONS	700.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,217.	2,517.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER BUSINESS LOSS FROM DEUTSCHE BANK PRIVATE EQUITY GLOBAL SELECT FUND II	47,370.	46,652.		0.
OTHER BUSINESS LOSS FROM DEUTSCHE BANK PRIVATE EQUITY GLOBAL SELECT FUND IV	71,090.	68,822.		0.

OTHER BUSINESS LOSS FROM ENERGY TRANSFER EQUITY, LP	3,535.	0.		0.
OTHER BUSINESS LOSS FROM ENERGY TRANSFER PARTNERS, LP (THROUGH ETE)	8,981.	0.		0.
OTHER BUSINESS LOSS FROM REGENCY ENERGY PARTNERS, LP (THROUGH ETE)	3,070.	0.		0.
OTHER BUSINESS LOSS FROM ENERGY TRANSFER PARTNERS, LP	12,571.	0.		0.
OTHER BUSINESS LOSS FROM PAA NATURAL GAS STORAGE, LP	157.	0.		0.
OTHER BUSINESS LOSS FROM RYAN SPECIALTY GROUP, LLC	3,007.	2.		0.
OTHER BUSINESS LOSS FROM SPECIAL OPPORTUNITIES FUND II, LLC	8,412.	7,220.		0.
OTHER BUSINESS LOSS FROM TERRAPIN LEGENDS FUND, LP	31,326.	31,326.		0.
OTHER BUSINESS LOSS FROM WILLIAMS PARTNERS LP	16,738.	0.		0.
OTHER BUSINESS LOSS FROM ENERGY TRANSFER EQUITY, LP (THROUGH EPP)	2.	0.		0.
OTHER BUSINESS LOSS FROM ENTERPRISE PRODUCTS PARTNERS, LP	18,113.	0.		0.
NON-DEDUCTIBLE EXPENSE FROM PLAINS ALL AMERICAN PIPELINE, LP	216.	0.		0.
NON-DEDUCTIBLE EXPENSE FROM ENERGY TRANSFER PARTNERS, LP	53.	0.		0.
NON-DEDUCTIBLE EXPENSE FROM ENERGY TRANSFER EQUITY, LP	41.	0.		0.
NON-DEDUCTIBLE EXPENSE FROM WILLIAMS PARTNERS LP	41.	0.		0.
NON-DEDUCTIBLE EXPENSE FROM ENTERPRISE PRODUCTS PARTNERS LP	10.	0.		0.
NON-DEDUCTIBLE EXPENSE FROM DEUTSCHE BANK PE GLOBAL SELECT FUND II	717.	0.		0.
NON-DEDUCTIBLE EXPENSE FROM DEUTSCHE BANK PE GLOBAL SELECT FUND IV	17.	0.		0.
NON-DEDUCTIBLE EXPENSE FROM RYAN SPECIALTY GROUP, LLC	161.	0.		0.
NON-DEDUCTIBLE EXPENSE FROM SPECIAL OPPORTUNITIES FUND II, LLC	9.	0.		0.
NON-DEDUCTIBLE EXPENSE FROM TERRAPIN LEGENDS FUND, LP	2.	0.		0.
INVESTMENT FEES	28,080.	28,080.		0.
TO FORM 990-PF, PG 1, LN 23	253,719.	182,102.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY 099707 - STOCKS	1,274,784.	1,590,254.
MORGAN STANLEY 158590 - STOCKS	3,373,559.	4,070,708.
MORGAN STANLEY 157555 - STOCKS	1,243,551.	1,239,920.
MORGAN STANLEY 152478 - STOCKS	227,086.	231,090.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,118,980.	7,131,972.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN PRIVATE EQUITY FUNDS	FMV	3,461,670.	3,363,215.
INVESTMENT IN ENERGY FUNDS	FMV	426,094.	963,855.
INVESTMENT IN RYAN SPECIALTY GROUP, LLC	FMV	1,496,835.	1,496,835.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,384,599.	5,823,905.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
UNREALIZED GAIN/(LOSS) FROM K-1'S	<242,738.>	<312,288.>	<312,288.>
DISTRIBUTION RECEIVABLE - TERRAPIN LEGENDS FUND, LP	0.	96,538.	96,538.
TO FORM 990-PF, PART II, LINE 15	<242,738.>	<215,750.>	<215,750.>

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 11

NAME OF MANAGER

JOHN J. POHANKA
GEOFFREY POHANKA

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2012 Copy B For Recipient

J POHANKA & G PARKER CO-TTEE
JOHN J POHANKA FAMILY FOUNDATION TR
U/A DTD 12/28/1995
1772 RITCHIE STATION COURT
CAPITOL HEIGHTS MD 20743-5065

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

Taxpayer ID Number: 56-6784266
Account Number: 642 158590 297

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)
BLACKROCK HI YIELD BD PTF A	CUSIP: 091929679		Symbol (Box 1d): BHYAX					
	39,267.016	01/06/12	07/12/12	$304,319.37	$299,999.61	$0.00	$4,319.76	$0.00
	129.343	01/31/12	07/12/12	$1,002.41	$986.89	$0.00	$15.52	$0.00
	180.913	02/29/12	07/12/12	$1,402.08	$1,409.31	$0.00	($7.23)	$0.00
	198.076	03/30/12	07/12/12	$1,535.09	$1,531.13	$0.00	$3.96	$0.00
	203.918	04/30/12	07/12/12	$1,580.36	$1,582.40	$0.00	($2.04)	$0.00
	220.435	05/31/12	07/12/12	$1,708.37	$1,677.51	$0.00	$30.86	$0.00
	211.420	06/29/12	07/12/12	$1,638.51	$1,630.05	$0.00	$8.46	$0.00
Security Subtotal	40,411.121			$313,186.19	$308,816.90	$0.00	$4,369.29	$0.00
CENTURYLINK INC	CUSIP: 156700106		Symbol (Box 1d): CTL					
	4,000.000	01/06/12	03/15/12	$154,675.05	$149,409.57	$0.00	$5,265.48	$0.00
Total Short Term Covered Securities				**$467,861.24**	**$458,226.47**	**$0.00**	**$9,634.77**	**$0.00**

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)	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)
CORP OFFICE PPTS TR 8.00% GPFD	CUSIP: 22002T504		Symbol (Box 1d):					
	305.500		08/06/12	$305.50	$0.00	$0.00	$305.50	$0.00
HCP INC 7.1000% SERIES F	CUSIP: 40414L208		Symbol (Box 1d):					
	216.940		05/08/12	$216.94	$0.00	$0.00	$216.94	$0.00

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Morgan Stanley

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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 # (Continued)

(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)	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)
PUBLIC STORAGE 6.4500% SER F — CUSIP: 74460D380 Symbol (Box 1d):								
	464.040		10/15/12	$464.04	$0.00	$0.00	$464.04	$0.00
Total Short Term Noncovered Securities				**$986.48**	**$0.00**	**$0.00**	**$986.48**	**$0.00**
Total Short Term Covered and Noncovered Securities				**$468,847.72**	**$458,226.47**	**$0.00**	**$10,621.25**	**$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)
AMERICAN ELECTRIC POWER CO — CUSIP: 025537101 Symbol (Box 1d): AEP								
	3,700.000	06/28/10	12/13/12	$157,962.56	$124,862.99	$0.00	$33,099.57	$0.00
AT&T INC — CUSIP: 00206R102 Symbol (Box 1d): T								
	3,000.000	05/28/09	12/13/12	$102,078.57	$73,889.28	$0.00	$28,189.29	$0.00
BP PLC ADS — CUSIP: 055622104 Symbol (Box 1d): BP								
	10,400.000	09/22/10	01/12/12	$456,505.61	$402,026.38	$0.00	$54,479.23	$0.00
COMCAST CORP 7.00 7000 '55SP15 — CUSIP: 20030N408 Symbol (Box 1d):								
	710.000	06/16/10	02/27/12	$17,750.00	$18,083.44	$0.00	($333.44)	$0.00
	200.000	06/16/10	02/27/12	$5,000.00	$5,095.91	$0.00	($95.91)	$0.00
	100.000	06/16/10	02/27/12	$2,500.00	$2,552.96	$0.00	($52.96)	$0.00
	390.000	06/16/10	04/20/12	$9,750.00	$9,933.16	$0.00	($183.16)	$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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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)
COMCAST CORP 7.00 7000 *55SP15	300.000	06/16/10	04/20/12	$7,500.00	$7,640.89	$0.00	($140.89)	$0.00
	100.000	06/16/10	04/20/12	$2,500.00	$2,546.96	$0.00	($46.96)	$0.00
	100.000	06/16/10	04/20/12	$2,500.00	$2,546.96	$0.00	($46.96)	$0.00
	100.000	06/16/10	04/20/12	$2,500.00	$2,546.96	$0.00	($46.96)	$0.00
Security Subtotal	2,000.000			$50,000.00	$50,947.24	$0.00	($947.24)	$0.00
CORP OFFICE PPTS TR 8.00% GPFD	CUSIP: 22002T504	Symbol (Box 1d):						
	2,500.000	04/21/09	08/06/12	$62,500.00	$49,681.20	$0.00	$12,818.80	$0.00
DUKE ENERGY CORP NEW	CUSIP: 26441C204	Symbol (Box 1d): DUK						
	0.333	05/28/09	06/29/12	$22.83	$14.01	$0.00	$8.82	$0.00
ENERGY TRANS EQTY LP	CUSIP: 29273V100	Symbol (Box 1d): ETE						
	3,300.000	05/08/09	12/13/12	$152,782.73	$26,490.00	$0.00	$126,292.73	$0.00
HCP INC 7.1000% SERIES F	CUSIP: 40414L208	Symbol (Box 1d):						
	2,000.000	06/16/10	05/08/12	$50,000.00	$47,270.39	$0.00	$2,729.61	$0.00
PLAINS ALL AMERICAN PIPLIN L P	CUSIP: 726503105	Symbol (Box 1d): PAA						
	4,500.000	05/12/09	12/13/12	$200,256.53	$67,704.00	$0.00	$132,552.53	$0.00
PUBLIC STORAGE 6.4500% SER F	CUSIP: 74460D380	Symbol (Box 1d):						
	2,700.000	04/14/09	10/15/12	$67,500.00	$50,386.37	$0.00	$17,113.63	$0.00
	2,700.000	04/21/09	10/15/12	$67,500.00	$49,934.13	$0.00	$17,565.87	$0.00
	2,000.000	06/16/10	10/15/12	$50,000.00	$47,489.24	$0.00	$2,510.76	$0.00
Security Subtotal	7,400.000			$185,000.00	$147,809.74	$0.00	$37,190.26	$0.00

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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)
TAUBMAN CENTERS 8.0000 SER G	CUSIP: 876664301		Symbol (Box 1d):					
	2,700.000	04/14/09	09/04/12	$67,500.00	$50,473.63	$0.00	$17,026.37	$0.00
	2,700.000	04/21/09	09/04/12	$67,500.00	$50,486.77	$0.00	$17,013.23	$0.00
Security Subtotal	5,400.000			$135,000.00	$100,960.40	$0.00	$34,039.60	$0.00
Total Long Term Noncovered Securities				**$1,552,108.83**	$1,091,656.31	**$0.00**	$460,452.52	**$0.00**
Total Short and Long Term, Covered and Noncovered Securities				**$2,020,956.55**	$1,549,882.78	**$0.00**	$471,073.77	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2)	**$2,020,956.55**			
Total Cost or Other Basis (Box 3)		**$458,226.47**		
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.

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2012 Copy B For Recipient

J J POHANKA, G P POHANKA & S PARKER
CO-TTEE
JOHN J POHANKA FAMILY FOUNDATION TR
1772 RITCHIE STATION COURT
CAPITOL HEIGHTS MD 20743-5065

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

Taxpayer ID Number: 56-6784266
Account Number: 642 152478 297

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)
AMAZON COM INC		CUSIP: 023135106	Symbol (Box 1d): AMZN					
	3.000	03/22/12	08/01/12	$695.87	$575.55	$0.00	$120.32	$0.00
BIOGEN IDEC INC		CUSIP: 09062X103	Symbol (Box 1d): BIIB					
	4.000	03/22/12	08/01/12	$582.45	$476.96	$0.00	$105.49	$0.00
CHIPOTLE MEXICAN GRILL INC COM		CUSIP: 169656105	Symbol (Box 1d): CMG					
	14.000	03/22/12	10/24/12	$3,345.68	$5,830.16	$0.00	($2,484.48)	$0.00
	5.000	09/14/12	10/24/12	$1,194.88	$1,686.71	$0.00	($491.83)	$0.00
Security Subtotal	19.000			$4,540.56	$7,516.87	$0.00	($2,976.31)	$0.00
COGNIZANT TECH SOLUTIONS CL A		CUSIP: 192446102	Symbol (Box 1d): CTSH					
	9.000	03/22/12	03/23/12	$683.64	$683.16	$0.00	$0.48	$0.00
	12.000	03/22/12	09/17/12	$835.45	$910.87	$0.00	($75.42)	$0.00
	20.000	03/22/12	09/28/12	$1,400.23	$1,518.12	$0.00	($117.89)	$0.00
Security Subtotal	41.000			$2,919.32	$3,112.15	$0.00	($192.83)	$0.00
EOG RESOURCES INC		CUSIP: 26875P101	Symbol (Box 1d): EOG					
	18.000	03/22/12	03/23/12	$2,006.42	$1,990.62	$0.00	$15.80	$0.00
EXPEDITORS INTL WASH INC		CUSIP: 302130109	Symbol (Box 1d): EXPD					
	112.000	03/22/12	05/14/12	$4,320.15	$5,194.44	$0.00	($874.29)	$0.00
FMC TECHNOLOGIES INC		CUSIP: 30249U101	Symbol (Box 1d): FTI					
	26.000	03/22/12	03/23/12	$1,250.42	$1,262.00	$0.00	($11.58)	$0.00

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Morgan Stanley

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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 (Continued)

(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)
FOSSIL INC	CUSIP: 349882100		Symbol (Box 1d): FOSL					
	14.000	03/22/12	09/11/12	$1,187.59	$1,836.94	$0.00	($649.35)	$0.00
	21.000	03/22/12	09/12/12	$1,765.31	$2,755.41	$0.00	($990.10)	$0.00
	33.000	05/09/12	09/12/12	$2,774.06	$2,627.18	$0.00	$146.88	$0.00
Security Subtotal	68.000			$5,726.96	$7,219.53	$0.00	($1,492.57)	$0.00
FRANKLIN RESOURCES INC	CUSIP: 354613101		Symbol (Box 1d): BEN					
	5.000	03/22/12	03/23/12	$610.72	$613.50	$0.00	($2.78)	$0.00
	17.000	03/22/12	08/01/12	$1,935.67	$2,085.90	$0.00	($150.23)	$0.00
	8.000	03/22/12	09/28/12	$997.65	$981.60	$0.00	$16.05	$0.00
Security Subtotal	30.000			$3,544.04	$3,681.00	$0.00	($136.96)	$0.00
F5 NETWORKS INC	CUSIP: 315616102		Symbol (Box 1d): FFIV					
	17.000	03/22/12	04/19/12	$2,245.50	$2,220.88	$0.00	$24.62	$0.00
	42.000	03/22/12	11/01/12	$3,619.32	$5,486.88	$0.00	($1,867.56)	$0.00
	25.000	07/03/12	11/01/12	$2,154.36	$2,525.80	$0.00	($371.44)	$0.00
	8.000	08/01/12	11/01/12	$689.40	$748.80	$0.00	($59.40)	$0.00
Security Subtotal	92.000			$8,708.58	$10,982.36	$0.00	($2,273.78)	$0.00
GOOGLE INC-CL A	CUSIP: 38259P508		Symbol (Box 1d): GOOG					
	2.000	03/22/12	09/28/12	$1,510.35	$1,290.78	$0.00	$219.57	$0.00
GREEN MOUNTAIN COFFEE INC	CUSIP: 393122106		Symbol (Box 1d): GMCR					
	186.000	03/22/12	05/03/12	$4,705.37	$10,142.58	$0.00	($5,437.21)	$0.00

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Morgan Stanley

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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 (Continued)

(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)
INTERCONTINENTALEXCHANGE, INC CUSIP: 45865V100 Symbol (Box 1d): ICE								
	13.000	03/22/12	04/19/12	$1,680.20	$1,795.30	$0.00	($115.10)	$0.00
	38.000	03/22/12	09/14/12	$5,321.19	$5,247.80	$0.00	$73.39	$0.00
Security Subtotal	51.000			$7,001.39	$7,043.10	$0.00	($41.71)	$0.00
JUNIPER NETWORKS CUSIP: 48203R104 Symbol (Box 1d): JNPR								
	176.000	03/22/12	06/12/12	$2,910.74	$3,685.63	$0.00	($774.89)	$0.00
	170.000	03/22/12	06/13/12	$2,831.84	$3,559.99	$0.00	($728.15)	$0.00
Security Subtotal	346.000			$5,742.58	$7,245.62	$0.00	($1,503.04)	$0.00
LULULEMON ATHLETICA INC CUSIP: 550021109 Symbol (Box 1d): LULU								
	24.000	03/22/12	05/21/12	$1,653.78	$1,766.84	$0.00	($113.06)	$0.00
MCKESSON CORP CUSIP: 58155Q103 Symbol (Box 1d): MCK								
	13.000	03/22/12	07/03/12	$1,244.32	$1,122.16	$0.00	$122.16	$0.00
	10.000	03/22/12	08/01/12	$901.43	$863.20	$0.00	$38.23	$0.00
	60.000	03/22/12	09/28/12	$5,177.15	$5,179.20	$0.00	($2.05)	$0.00
Security Subtotal	83.000			$7,322.90	$7,164.56	$0.00	$158.34	$0.00
NOVO NORDISK A/S ADR CUSIP: 670100205 Symbol (Box 1d): NVO								
	8.000	03/22/12	07/03/12	$1,186.35	$1,126.48	$0.00	$59.87	$0.00
	8.000	03/22/12	09/28/12	$1,264.01	$1,126.48	$0.00	$137.53	$0.00
Security Subtotal	16.000			$2,450.36	$2,252.96	$0.00	$197.40	$0.00
PRECISION CASTPARTS CORP CUSIP: 740189105 Symbol (Box 1d): PCP								
	3.000	03/22/12	08/01/12	$462.50	$510.12	$0.00	($47.62)	$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2012 Copy B For Recipient

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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 (Continued) (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)
PRICELINE.COM INC NEW	CUSIP: 741503403		Symbol (Box 1d): PCLN					
	1.000	03/22/12	03/23/12	$713.71	$709.49	$0.00	$4.22	$0.00
	3.000	03/22/12	05/09/12	$2,138.80	$2,128.47	$0.00	$10.33	$0.00
	1.000	03/22/12	08/01/12	$650.81	$709.49	$0.00	($58.68)	$0.00
Security Subtotal	5.000			$3,503.32	$3,547.45	$0.00	($44.13)	$0.00
SALESFORCE.COM,INC.	CUSIP: 79466L302		Symbol (Box 1d): CRM					
	4.000	03/22/12	08/01/12	$497.37	$610.88	$0.00	($113.51)	$0.00
	5.000	03/22/12	09/17/12	$794.44	$763.60	$0.00	$30.84	$0.00
	9.000	03/22/12	12/13/12	$1,497.85	$1,374.48	$0.00	$123.37	$0.00
Security Subtotal	18.000			$2,789.66	$2,748.96	$0.00	$40.70	$0.00
VISA INC CL A	CUSIP: 92826C839		Symbol (Box 1d): V					
	5.000	03/22/12	12/13/12	$737.02	$582.90	$0.00	$154.12	$0.00
Total Short Term Covered Securities				$72,174.00	$86,307.35	$0.00	($14,133.35)	$0.00

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2)	$72,174.00			
Total Cost or Other Basis (Box 3)		$86,307.35		
Total Wash Sale Loss Disallowed (Box 5)			$0.00	
Total Fed Tax Withheld (Box 4)				$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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MSSB-TX3HL-6 (REV 12/10)

Morgan Stanley

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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)
ALERIAN MLP ETF	CUSIP: 00162Q866		Symbol (Box 1d): AMLP					
	1,235.000	07/24/12	08/29/12	$20,105.46	$19,938.82	$0.00	$166.64	$0.00
ISHARES MSCI EAFE FUND	CUSIP: 464287465		Symbol (Box 1d): EFA					
	419.000	07/24/12	10/26/12	$22,386.71	$19,892.23	$0.00	$2,494.48	$0.00
	590.000	08/29/12	10/26/12	$31,523.05	$30,630.15	$0.00	$892.90	$0.00
Security Subtotal	1,009.000			$53,909.76	$50,522.38	$0.00	$3,387.38	$0.00
ISHARES MSCI EMERGING MKTS FD	CUSIP: 464287234		Symbol (Box 1d): EEM					
	1,066.000	07/24/12	10/26/12	$43,932.61	$39,801.56	$0.00	$4,131.05	$0.00
	933.000	08/29/12	10/26/12	$38,451.33	$36,693.96	$0.00	$1,757.37	$0.00
Security Subtotal	1,999.000			$82,383.94	$76,495.52	$0.00	$5,888.42	$0.00
NFJ DIVIDEND INT & PRE STRGY	CUSIP: 65337H109		Symbol (Box 1d):					
	2,400.000	02/28/12	07/24/12	$39,717.43	$43,098.46	$0.00	($3,381.03)	$0.00
	2,215.000	02/28/12	08/29/12	$38,286.97	$39,776.28	$0.00	($1,489.31)	$0.00
Security Subtotal	4,615.000			$78,004.40	$82,874.74	$0.00	($4,870.34)	$0.00
PENNYMAC MORTGAGE INVESTMENT	CUSIP: 70931T103		Symbol (Box 1d): PMT					
	1,353.000	08/29/12	10/16/12	$33,153.84	$29,034.43	$0.00	$4,119.41	$0.00
Total Short Term Covered Securities				**$267,557.40**	**$258,865.89**	**$0.00**	**$8,691.51**	**$0.00**

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Morgan Stanley

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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)	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)	NOTES
ISHARES GOLD TRUST	CUSIP: 464285105		Symbol (Box 1d):						
	0.000		08/31/12	$13.33	$0.00	$0.00	$13.33	$0.00	CT
	0.000		09/28/12	$13.63	$0.00	$0.00	$13.63	$0.00	CT
	0.000		10/31/12	$14.44	$0.00	$0.00	$14.44	$0.00	CT
	0.000		11/30/12	$13.72	$0.00	$0.00	$13.72	$0.00	CT
	0.000		12/31/12	$14.02	$0.00	$0.00	$14.02	$0.00	CT
Security Subtotal	0.000			$69.14	$0.00	$0.00	$69.14	$0.00	
Total Short Term Noncovered Securities				$69.14	$0.00	$0.00	$69.14	$0.00	
Total Short Term Covered and Noncovered Securities				$267,626.54	$258,865.89	$0.00	$8,760.65	$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)	NOTES
ISHARES IBOXX $ H/Y CORP BND	CUSIP: 464288513		Symbol (Box 1d): HYG						
	2,300.000	06/16/10	07/24/12	$208,883.62	$197,393.21	$0.00	$11,490.41	$0.00	
	275.000	06/28/10	07/24/12	$24,975.22	$23,785.49	$0.00	$1,189.73	$0.00	
	2,175.000	06/28/10	08/29/12	$200,313.45	$188,121.62	$0.00	$12,191.83	$0.00	
	713.000	06/28/10	10/16/12	$66,501.09	$61,669.30	$0.00	$4,831.79	$0.00	

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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 LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
Security Subtotal	5,463.000			$500,673.38	$470,969.62	$0.00	$29,703.76	$0.00	
Total Long Term Noncovered Securities				$500,673.38	$470,969.62	$0.00	$29,703.76	$0.00	
Total Short and Long Term, Covered and Noncovered Securities				$768,299.92	$729,835.51	$0.00	$38,464.41	$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.

CT The proceeds amount is the sales price of the bullion sold by the Trust to pay investment expenses. Proceeds from the sale of bullion are reported on Form 1099-B.

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MSSB-TX3HL-3 (REV 12/10)

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2012 Copy B For Recipient

JOHN J POHANKA TTEE
JOHN J POHANKA FAMILY FOUNDATION TR
U/A DTD 12/28/1995
1772 RITCHIE STATION COURT
CAPITOL HEIGHTS MD 20743-5065

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

Taxpayer ID Number: 56-6784266
Account Number: 642 099707 297

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)
ABBOTT LABORATORIES	CUSIP: 002824100	Symbol (Box 1d): ABT						
	15.000	03/20/12	10/12/12	$1,038.69	$904.50	$0.00	$134.19	$0.00
	3.000	10/10/12	10/12/12	$207.74	$212.04	$0.00	($4.30)	$0.00
Security Subtotal	18.000			$1,246.43	$1,116.54	$0.00	$129.89	$0.00
CINCINNATI FINANCIAL OHIO	CUSIP: 172062101	Symbol (Box 1d): CINF						
	5.000	08/29/11	02/02/12	$165.44	$137.05	$0.00	$28.39	$0.00
CONS EDISON INC (HLDG CO)	CUSIP: 209115104	Symbol (Box 1d): ED						
	9.000	01/11/11	01/04/12	$538.83	$443.63	$0.00	$95.20	$0.00
	5.000	08/29/11	01/04/12	$299.35	$281.15	$0.00	$18.20	$0.00
Security Subtotal	14.000			$838.18	$724.78	$0.00	$113.40	$0.00
EXELON CORP	CUSIP: 30161N101	Symbol (Box 1d): EXC						
	835.000	07/24/12	12/06/12	$24,503.20	$32,429.48	$0.00	($7,926.28)	$0.00
	422.000	08/10/12	12/06/12	$12,383.65	$16,396.81	$0.00	($4,013.16)	$0.00
	18.000	10/10/12	12/06/12	$528.21	$652.32	$0.00	($124.11)	$0.00
Security Subtotal	1,275.000			$37,415.06	$49,478.61	$0.00	($12,063.55)	$0.00
TELEFONICA SA ADR	CUSIP: 879382208	Symbol (Box 1d): TEF						
	357.000	06/09/11	05/18/12	$4,466.26	$8,579.75	$0.00	($4,113.49)	$0.00
	9.000	08/29/11	05/18/12	$112.59	$185.49	$0.00	($72.90)	$0.00
	42.000	03/20/12	05/18/12	$525.44	$724.92	$0.00	($199.48)	$0.00
Security Subtotal	408.000			$5,104.29	$9,490.16	$0.00	($4,385.87)	$0.00

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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)
VENTAS INC	CUSIP: 92276F100		Symbol (Box 1d): VTR					
	272.000	04/18/12	08/10/12	$17,317.36	$15,467.85	$0.00	$1,849.51	$0.00
Total Short Term Covered Securities				**$62,086.76**	**$76,414.99**	**$0.00**	**($14,328.23)**	**$0.00**

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)	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)
PHILLIPS 66 COM	CUSIP: 718546104		Symbol (Box 1d): PSX					
	3.000	08/29/11	05/04/12	$90.79	$107.38	$0.00	($16.59)	$0.00
	7.000	03/20/12	05/04/12	$211.86	$248.67	$0.00	($36.81)	$0.00
Security Subtotal	10.000			$302.65	$356.05	$0.00	($53.40)	$0.00
Total Short Term Noncovered Securities				**$302.65**	**$356.05**	**$0.00**	**($53.40)**	**$0.00**
Total Short Term Covered and Noncovered Securities				**$62,389.41**	**$76,771.04**	**$0.00**	**($14,381.63)**	**$0.00**

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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)
ABBOTT LABORATORIES	CUSIP. 002824100	Symbol (Box 1d): ABT						
	5 000	01/11/11	07/24/12	$318 34	$239 60	$0 00	$78 74	$0 00
	11.000	03/04/11	07/24/12	$700 37	$535.08	$0 00	$165 29	$0 00
	222 000	03/04/11	08/10/12	$14,637.22	$10,798.86	$0.00	$3,838.36	$0 00
	46 000	03/04/11	10/12/12	$3,185.33	$2,237.60	$0.00	$947.73	$0.00
	180 000	06/09/11	10/12/12	$12,464.32	$9,361.96	$0 00	$3,102.36	$0.00
	3.000	08/29/11	10/12/12	$207.74	$152.55	$0.00	$55.19	$0.00
Security Subtotal	467.000			$31,513.32	$23,325.65	$0.00	$8,187.67	$0.00
CINCINNATI FINANCIAL OHIO	CUSIP: 172062101	Symbol (Box 1d): CINF						
	7 000	01/11/11	02/02/12	$231.62	$223.27	$0.00	$8.35	$0.00
TELEFONICA SA ADR	CUSIP: 879382208	Symbol (Box 1d): TEF						
	15 000	01/11/11	05/18/12	$187 66	$325.90	$0 00	($138 24)	$0 00
	283 000	03/04/11	05/18/12	$3,540.48	$7,122.09	$0 00	($3,581 61)	$0 00
	598.000	05/11/11	05/18/12	$7,481 29	$14,659.61	$0.00	($7,178.32)	$0.00
Security Subtotal	896.000			$11,209 43	$22,107.60	$0.00	($10,898.17)	$0 00
Total Long Term Covered Securities				$42,954.37	$45,656.52	$0.00	($2,702.15)	$0.00

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Morgan Stanley

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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)
ABBOTT LABORATORIES	CUSIP: 002824100		Symbol (Box 1d): ABT					
	160.000	05/07/10	07/24/12	$10,187.03	$7,804.24	$0.00	$2,382.79	$0.00
	65.000	06/30/10	07/24/12	$4,138.48	$3,064.10	$0.00	$1,074.38	$0.00
Security Subtotal	225.000			$14,325.51	$10,868.34	$0.00	$3,457.17	$0.00
AT&T INC	CUSIP: 00206R102		Symbol (Box 1d): T					
	440.000	06/11/09	10/12/12	$15,610.63	$10,963.70	$0.00	$4,646.93	$0.00
CINCINNATI FINANCIAL OHIO	CUSIP: 172062101		Symbol (Box 1d): CINF					
	292.000	02/05/10	02/02/12	$9,661.80	$7,597.90	$0.00	$2,063.90	$0.00
	134.000	06/30/10	02/02/12	$4,433.84	$3,506.78	$0.00	$927.06	$0.00
Security Subtotal	426.000			$14,095.64	$11,104.68	$0.00	$2,990.96	$0.00
CONS EDISON INC (HLDG CO)	CUSIP: 209115104		Symbol (Box 1d): ED					
	191.000	05/18/10	01/04/12	$11,435.16	$8,450.68	$0.00	$2,984.48	$0.00
	89.000	06/08/10	01/04/12	$5,328.42	$3,741.44	$0.00	$1,586.98	$0.00
	128.000	06/30/10	01/04/12	$7,663.35	$5,584.64	$0.00	$2,078.71	$0.00
Security Subtotal	408.000			$24,426.93	$17,776.76	$0.00	$6,650.17	$0.00
DOMINION RES INC (NEW)	CUSIP: 25746U109		Symbol (Box 1d): D					
	56.000	06/11/09	01/04/12	$2,912.35	$1,854.16	$0.00	$1,058.19	$0.00
	163.000	07/07/09	01/04/12	$8,477.01	$5,375.33	$0.00	$3,101.68	$0.00
	132.000	12/07/09	01/04/12	$6,864.81	$5,066.09	$0.00	$1,798.72	$0.00
	20.000	06/30/10	01/04/12	$1,040.12	$786.24	$0.00	$253.88	$0.00
Security Subtotal	371.000			$19,294.29	$13,081.82	$0.00	$6,212.47	$0.00

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Morgan Stanley

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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)
ELI LILLY & CO	CUSIP: 532457108	Symbol (Box 1d): LLY						
	413.000	06/11/09	10/24/12	$21,005.74	$14,235.08	$0.00	$6,770.66	$0.00
	54.000	07/07/09	10/24/12	$2,746.51	$1,820.77	$0.00	$925.74	$0.00
Security Subtotal	467.000			$23,752.25	$16,055.85	$0.00	$7,696.40	$0.00
KIMBERLY CLARK CORP	CUSIP: 494368103	Symbol (Box 1d): KMB						
	183.000	06/11/09	07/24/12	$15,229.17	$9,632.77	$0.00	$5,596.40	$0.00
	203.000	06/11/09	08/10/12	$16,814.63	$10,685.54	$0.00	$6,129.09	$0.00
	18.000	07/07/09	08/10/12	$1,490.95	$955.94	$0.00	$535.01	$0.00
Security Subtotal	404.000			$33,534.75	$21,274.25	$0.00	$12,260.50	$0.00
MC DONALDS CORP	CUSIP: 580135101	Symbol (Box 1d): MCD						
	143.000	10/08/09	01/04/12	$14,246.24	$8,193.44	$0.00	$6,052.80	$0.00
	47.000	06/30/10	01/04/12	$4,682.33	$3,125.50	$0.00	$1,556.83	$0.00
Security Subtotal	190.000			$18,928.57	$11,318.94	$0.00	$7,609.63	$0.00
PHILIP MORRIS INTL INC	CUSIP: 718172109	Symbol (Box 1d): PM						
	87.000	06/11/09	04/18/12	$7,548.88	$3,831.31	$0.00	$3,717.57	$0.00
	257.000	06/11/09	07/24/12	$22,413.49	$11,317.76	$0.00	$11,095.73	$0.00
	99.000	07/07/09	07/24/12	$8,633.99	$4,390.45	$0.00	$4,243.54	$0.00
Security Subtotal	443.000			$38,596.36	$19,539.52	$0.00	$19,056.84	$0.00
PHILLIPS 66 COM	CUSIP: 718546104	Symbol (Box 1d): PSX						
	0.500	06/30/10	04/30/12	$15.42	$11.48	$0.00	$3.94	$0.00
	97.000	06/11/09	05/04/12	$2,935.66	$2,018.51	$0.00	$917.15	$0.00
	39.000	07/07/09	05/04/12	$1,180.32	$707.82	$0.00	$472.50	$0.00
	56.000	04/07/10	05/04/12	$1,694.81	$1,372.17	$0.00	$322.64	$0.00

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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)
PHILLIPS 66 COM	94.000	06/30/10	05/04/12	$2,844.86	$2,150.85	$0.00	$694.01	$0.00
	5.000	01/11/11	05/04/12	$151.32	$171.50	$0.00	($20.18)	$0.00
Security Subtotal	291.500			$8,822.39	$6,432.33	$0.00	$2,390.06	$0.00
PROCTER & GAMBLE	CUSIP: 742718109	Symbol (Box 1d): PG						
	111.000	06/11/09	04/18/12	$7,433.37	$5,807.52	$0.00	$1,625.85	$0.00
TELEFONICA SA ADR	CUSIP: 879382208	Symbol (Box 1d): TEF						
	438.000	10/16/09	05/18/12	$5,479.61	$12,395.75	$0.00	($6,916.14)	$0.00
	180.000	06/30/10	05/18/12	$2,251.89	$3,368.40	$0.00	($1,116.51)	$0.00
Security Subtotal	618.000			$7,731.50	$15,764.15	$0.00	($8,032.65)	$0.00

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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 LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
UNILEVER PLC (NEW) ADS	CUSIP: 904767704		Symbol (Box 1d): UL					
	191 000	06/12/09	10/24/12	$6,885 13	$4,649 21	$0 00	$2 235 92	$0 00
	284 000	07/07/09	10/24/12	$10,237.57	$6,699 47	$0 00	$3,538 10	$0 00
	83,000	06/08/10	10/24/12	$2,991.96	$2,243 82	$0.00	$748 14	$0.00
Security Subtotal	558 000			$20,114 66	$13,592.50	$0 00	$6,522.16	$0 00
Total Long Term Noncovered Securities				$246,666.85	$173,580.36	$0.00	$73,086.49	$0.00
Total Long Term Covered and Noncovered Securities				$289,621.22	$219,236.88	$0.00	$70,384.34	$0.00
Total Short and Long Term, Covered and Noncovered Securities				$352,010.63	$296,007.92	$0.00	$56,002.71	$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.