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
THALIA & MICHAEL C CARLOS FOUNDATION, INC

A Employer identification number
58-1410420

Number and street (or P O box number if mail is not delivered to street address)
1100 PEACHTREE STREET

Room/suite
1600

B Telephone number
404-815-6600

City or town, state, and ZIP code
ATLANTA, GA 30309

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) ▶$ 20,603,364.

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))

		(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				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	376,333.	376,333.		STATEMENT 1
	4 Dividends and interest from securities	202,412.	202,412.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	438,893.			
	b Gross sales price for all assets on line 6a 5,021,745.				
	7 Capital gain net income (from Part IV, line 2)		438,893.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	173,679.	0.	0.	STATEMENT 3
	12 Total. Add lines 1 through 11	1,191,317.	1,017,638.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	154,812.	154,812.	0.	0.
	b Accounting fees STMT 5	8,600.	8,600.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 6	6,574.	910.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	67,839.	65,464.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	237,825.	229,786.	0.	0.
	25 Contributions, gifts, grants paid	40,000.			40,000.
	26 Total expenses and disbursements. Add lines 24 and 25	277,825.	229,786.	0.	40,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	913,492.			
	b Net investment income (if negative, enter -0-)		787,852.		
	c Adjusted net income (if negative, enter -0-)			0.	

NOV 18 2013

SCANNED NOV 20 2013

223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form 990-PF (2012)

16401112 759874 87613.12 2012.05000 THALIA & MICHAEL C CARLOS F 87613_C1

Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,348,991.	1,659,645.	1,659,645.
	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 STMT 8	884,658.	899,386.	913,829.
	b Investments - corporate stock STMT 9	6,557,090.	6,791,365.	8,952,693.
	c Investments - corporate bonds STMT 10	7,849,721.	8,283,973.	8,465,140.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	704,796.	609,737.	597,415.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	0.	14,642.	14,642.
	16 **Total assets** (to be completed by all filers)	17,345,256.	18,258,748.	20,603,364.
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** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	17,345,256.	18,258,748.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	17,345,256.	18,258,748.	
	31 **Total liabilities and net assets/fund balances**	17,345,256.	18,258,748.	

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	17,345,256.
2	Enter amount from Part I, line 27a	2	913,492.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	18,258,748.
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	18,258,748.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	5,021,745.		4,582,852.	438,893.

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				438,893.

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	438,893.
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	<3,784.>

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	690,004.	19,364,307.	.035633
2010	20,000.	17,963,760.	.001113
2009	250,000.	15,483,552.	.016146
2008	110,000.	13,812,677.	.007964
2007	350,000.	7,530,337.	.046479

2 Total of line 1, column (d)	2	.107335
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	.021467
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	19,691,230.
5 Multiply line 4 by line 3	5	422,712.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,879.
7 Add lines 5 and 6	7	430,591.
8 Enter qualifying distributions from Part XII, line 4	8	40,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	15,757.
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	15,757.
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	15,757.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 8,840.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 14,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	22,840.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	3.
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	7,080.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 7,080. **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?	2		X
If "Yes," attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T.			
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?	7	X	
If "Yes," complete Part II, col. (c), and Part XV.			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
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 ▶ HAROLD E ABRAMS Telephone no. ▶404-974-2573

Located at ▶1100 PEACHTREE ST., SUITE 1600, ATLANTA, GA ZIP+4 ▶30309

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

Form **990-PF** (2012)

223541
12-05-12

16401112 759874 87613.12 2012.05000 THALIA & MICHAEL C CARLOS F 87613_C1

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUZANNE MASON 1100 PEACHTREE STREET, SUITE 1600 ATLANTA, GA 30309	PRESIDENT AND TREASURER 1.00	0.	0.	0.
HAROLD E. ABRAMS 1100 PEACHTREE STEET, SUITE 1600 ATLANTA, GA 30309	V. P. AND SECRETARY 0.50	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	18,917,884.
b	Average of monthly cash balances	1b	1,073,212.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	19,991,096.
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	19,991,096.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	299,866.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,691,230.
6	**Minimum investment return.** Enter 5% of line 5	6	984,562.

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	984,562.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 15,757.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	15,757.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	968,805.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	968,805.
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	968,805.

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	40,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	40,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	40,000.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				968,805.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			10,163.	
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				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 40,000.				
a Applied to 2011, but not more than line 2a			10,163.	
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				29,837.
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).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				938,968.
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	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
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).)

NONE

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

NONE

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

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

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

HAROLD E ABRAMS, 404-815-6600
1100 PEACHTREE STREET, SUITE 2860, ATLANTA, GA 30309

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

LETTER DESCRIBING NEED

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				
GENESIS SHELTER 173 BOULEVARD NE ATLANTA, GA 30312		PUBLIC	GENERAL FUND	10,000.
THE BREMAN JEWISH HERITAGE & HOLOCAUST MUSEUM 1440 SPRING ST NW ATLANTA, GA 30309		PUBLIC	GENERAL FUND	10,000.
GILLIAMS PROMISE INC P.O. BOX 592 HIGHLANDS, NC 28741		PUBLIC	GENERAL FUND	10,000.
CHILDREN'S HEALTHCARE OF ATLANTA 1405 CLIFTON RD ATLANTA, GA 30322		PUBLIC	GENERAL FUND	10,000.
Total			▶ 3a	40,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	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	376,333.	
4 Dividends and interest from securities			14	202,412.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	438,893.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a IRA DISTRIBUTION			01	173,679.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,191,317.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,191,317.

(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: [signature] Date: 11/13/13 Title: SECRETARY

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
HERB BARNES	HERB BARNES	11/12/13		P00161479

Firm's name ▶ WINDHAM BRANNON, P.C. Firm's EIN ▶ 58-1763439

Firm's address ▶ 3630 PEACHTREE RD., NE SUITE 600 ATLANTA, GA 30326 Phone no. 404-898-2000

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	FIDELITY #5880 - SEE STATEMENT D-1	P	VARIOUS	12/31/12
b	FIDELITY #5880 - SEE STATEMENT D-2	P	VARIOUS	12/31/12
c	MORGAN STANLEY #1355 - SEE STATEMENT D-3	P	VARIOUS	12/31/12
d	MORGAN STANLEY #1355 - SEE STATEMENT D-3	P	VARIOUS	12/31/12
e	104,000 SHS MWD TRACERS	P	VARIOUS	12/25/12
f	MORGAN STANLEY #5355 - SEE STATEMENT D-4	P	VARIOUS	12/31/12
g	MS CHARTER ASPECT LP FLOWTHROUGH	P	VARIOUS	12/31/12
h	MS CHARTER ASPECT LP FLOWTHROUGH	P	VARIOUS	12/31/12
i	MS CHARTER GRAHAM LP FLOWTHROUGH	P	VARIOUS	12/31/12
j	MS CHARTER GRAHAM LP FLOWTHROUGH	P	VARIOUS	12/31/12
k	MS CHARTER WNT LP FLOWTHROUGH	P	VARIOUS	12/31/12
l	MS CHARTER WNT LP FLOWTHROUGH	P	VARIOUS	12/31/12
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	455,591.		416,965.	38,626.
b	203,177.		176,616.	26,561.
c	183,117.		203,601.	<20,484.>
d	1,265,260.		923,691.	341,569.
e	104,000.		107,640.	<3,640.>
f	2,808,320.		2,688,069.	120,251.
g			15,016.	<15,016.>
h			15,651.	<15,651.>
i	2,280.			2,280.
j			15,539.	<15,539.>
k			5,550.	<5,550.>
l			14,514.	<14,514.>
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				** 38,626.
b				26,561.
c				** <20,484.>
d				341,569.
e				** <3,640.>
f				120,251.
g				** <15,016.>
h				<15,651.>
i				** 2,280.
j				<15,539.>
k				** <5,550.>
l				<14,514.>
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	438,893.
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	<3,784.>

223591
05-01-12

** (SHORT-TERM)

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

SOURCE	AMOUNT
AMORTIZATION OF BOND PREMIUM	<94,779.>
MORGAN STANLEY #1355	232.
MORGAN STANLEY #5355	474,952.
MORGAN STANLEY #5355 GOV'T	12,764.
MORGAN STANLEY #5355-OID	14,728.
MS #5355-ACCR INT PD	<43,219.>
MS CHARTER ASPECT LP FLOWTHROUGH	130.
MS CHARTER GRAHAM LP FLOWTHROUGH	121.
MS CHARTER WNT LP FLOWTHROUGH	163.
NAT. FIN. SERV.-US OBLIGATION	6,250.
NATIONAL FINANCIAL SERVICES	4,991.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	376,333.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY #0355	6.	0.	6.
MORGAN STANLEY #1355	191,738.	0.	191,738.
MORGAN STANLEY #5355	8,044.	0.	8,044.
NAT. FIN. SERV	2,624.	0.	2,624.
TOTAL TO FM 990-PF, PART I, LN 4	202,412.	0.	202,412.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
IRA DISTRIBUTION	173,679.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	173,679.	0.	

FORM 990-PF | LEGAL FEES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	154,812.	154,812.	0.	0.
TO FM 990-PF, PG 1, LN 16A	154,812.	154,812.	0.	0.

FORM 990-PF | ACCOUNTING FEES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WINDHAM BRANNON	8,600.	8,600.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	8,600.	8,600.	0.	0.

FORM 990-PF | TAXES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	5,664.	0.	0.	0.
FOREIGN TAXES	910.	910.	0.	0.
TO FORM 990-PF, PG 1, LN 18	6,574.	910.	0.	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
BROKERAGE FEES	54,013.	54,013.	0.	0.
OTHER INVESTMENT FEES	3.	3.	0.	0.
MS CHARTER ASPECT LP FLOWTHROUGH	3,824.	3,824.	0.	0.
MS CHARTER GRAHAM LP FLOWTHROUGH	4,271.	4,271.	0.	0.

MS CHARTER WCM LP				
FLOWTHROUGH	3,353.	3,353.	0.	0.
INSURANCE	2,375.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	67,839.	65,464.	0.	0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NOTE DUE 4/30/13 3.125%	X		199,697.	201,976.
MORGAN STANLEY #5355 STMT A-3	X		699,689.	711,853.
TOTAL U.S. GOVERNMENT OBLIGATIONS			899,386.	913,829.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			899,386.	913,829.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NAT'L FINANCIAL SVC #5880 STMT A-1	32,240.	37,902.
MORGAN STANLEY #1355 STMT A-2	6,759,125.	8,914,791.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,791,365.	8,952,693.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NATL FIN SVCS NEWELL RUBBERMAID 5.5%	0.	0.
NATL FIN SVCS JPMORGAN CHASE 3.4%	25,486.	26,377.
NATL FIN SVCS ENTERGY CORP 3.625%	25,493.	26,162.
MORGAN STANLEY #1355 STMT A-2	42,781.	42,754.
MORGAN STANLEY #5355 STMT A-3	8,190,213.	8,369,847.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,283,973.	8,465,140.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NAT'L FIN SVC #5880 STMT A-1	COST	0.	0.
MS - #046265 CHARTER ASPECT L.P.	COST	197,002.	194,902.
MS - #046265 MANAGED FUTURES PREMIER GRAHAM L.P.	COST	201,212.	193,223.
MS - #046265 CHARTER WNT L.P.	COST	211,523.	209,290.
TOTAL TO FORM 990-PF, PART II, LINE 13		609,737.	597,415.

FORM 990-PF | OTHER ASSETS | STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
UNSETTLED TRANSACTIONS	0.	14,642.	14,642.
TO FORM 990-PF, PART II, LINE 15	0.	14,642.	14,642.

EXTENDED
By tsouthmayd at 10.26 am, May 15, 2013

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return See instructions	THALIA & MICHAEL C CARLOS FOUNDATION, INC	58-1410420
	Number, street, and room or suite no. If a P.O. box, see instructions. 1100 PEACHTREE STREET, NO. 1600	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTA, GA 30309	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ HAROLD E ABRAMS 1100 PEACHTREE ST., SUITE 1600 - ATLANTA, GA 30309

  Telephone No. ▶ 404-974-2573 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______, and ending ______.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$	22,840.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$	8,840.
c **Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$	14,000.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

223841
01-21-13

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THALIA & MICHAEL C CARLOS FOUNDATION, INC	Employer identification number (EIN) or 58-1410420
	Number, street, and room or suite no. If a P.O. box, see instructions. 1100 PEACHTREE STREET, NO. 1600	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTA, GA 30309	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

• The books are in the care of ▶ HAROLD E ABRAMS 1100 PEACHTREE ST., SUITE 1600 - ATLANTA, GA 30309

Telephone No. ▶ 404-974-2573 FAX No. ▶

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning ______, and ending ______.

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

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 22,840.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 22,840.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ Date ▶

223842
01-21-13

Fidelity INVESTMENTS

Investment Report

December 1, 2012 - December 31, 2012

Brokerage '5880 THALIA/MICHAEL C CARLOS FNDTN

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
Stocks *6% of holdings*						
M BB&T CORP DEP SHS REPSTG 1/1000TH PERP PFD SER E 5 625% 12/31/2049 (BBTPRE)	500.000	$25.480	$12.597 40	$12.725 00	$12.740.00	$142.60
M NEXTERA ENERGY CAP HLDGS INC JR SUB DEB SER H 5 625% EXP 06/15/2072 (NEEPRH)	500.000	26.020	12.727.40	13.105.00	13 010.00	282.60
M SPDR GOLD TR GOLD SHS (GLD)	75.000	162.020	6.914.70	12.453 75	12.151.50	5.236 80
Subtotal of Stocks			32.239 50		37.901.50	5.662.00

STATEMENT A-1

Holdings

Portfolio Management Active Assets Account THALIA & MICHAEL C CARLOS FNDTN INC
355 CARE OF HAROLD ABRAMS ESQ
Nickname: Foundation: Custom Eq

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

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

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

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

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

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
3M COMPANY (MMM)	6/15/09	1,300.000	$59 000	$76,699.87	$120,705 00	$44,005.13 LT		
	12/10/12	10.000	91 870	918 70	928 50	9.80 ST		
	Total	1,310.000		77,618.57	**121,633.50**	44,005.13 LT 9.80 ST	3,091.60	2.54

Share Price· $92 850; Next Dividend Payable 03/2013

CONTINUED

STATEMENT A-2

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ACCENTURE PLC IRELAND CL A (ACN)	5/10/11	1,840.000	56.321	103,630.27	122,360.00	18,729.73 LT		
	11/27/12	300.000	67.374	20,212.05	19,950.00	(262.05) ST		
	12/10/12	20.000	69.510	1,390.20	1,330.00	(60.20) ST		
	Total	2,160.000		125,232.52	**143,640.00**	18,729.73 LT (322.25) ST	3,499.20	2.43
Share Price: $66.500; Next Dividend Payable 05/2013								
AIR PROD & CHEM INC (APD)	12/10/12	10.000	83.110	831.10	**840.20**	9.10 ST	25.60	3 04
Share Price: $84.020; Next Dividend Payable 02/11/13								
ALLERGAN INC (AGN)	9/26/12	1,300.000	91.860	119,417.87	119,249.00	(168.87) ST		
	11/27/12	330.000	91.267	30,118.01	30,270.90	152.89 ST		
	Total	1,630.000		149,535.88	**149,519.90**	(15.98) ST	326.00	0.21
Share Price: $91.730, Next Dividend Payable 03/2013								
AMERICAN ELECTRIC POWER CO (AEP)	9/23/09	2,900.000	31.617	91,689.59	123,772.00	32,082.41 LT		
	11/16/11	1,280 000	39 016	49,940.35	54,630.40	4,690.05 LT		
	12/10/12	30 000	43.370	1,301.10	1,280.40	(20.70) ST		
	Total	4,210.000		142,931.04	**179,682.80**	36,772.46 LT (20.70) ST	7,914.80	4.40
Share Price: $42 680; Next Dividend Payable 03/2013								
AMERICAN EXPRESS CO (AXP)	12/10/12	25.000	56.750	1,418.75	**1,437.00**	18.25 ST	20.00	1.39
Share Price: $57.480; Next Dividend Payable 02/2013								
AMERICAN TOWER REIT COM (AMT)	1/23/12	1,500.000	61.838	92,756.25	115,905.00	23,148 75 ST		
	11/27/12	400.000	73 967	29,586.72	30,908.00	1,321 28 ST		
	Total	1,900.000		122,342 97	**146,813.00**	24,470.03 ST	1,824.00	1.24
Share Price. $77.270, Next Dividend Payable 03/2013								
APPLE INC (AAPL)	5/29/09	580.000	135.153	78,388.57	308,660.28	230,271.71 LT		
	12/10/12	5.000	529.821	2,649.10	2,660.86	11.76 ST		
	Total	585.000		81,037.67	**311,321.14**	230,271.71 LT 11.76 ST	6,201.00	1.99
Share Price: $532.173; Next Dividend Payable 02/2013								
AT&T INC (T)	7/26/07	650.000	40.941	26,611.91	21,911.50	(4,700.41) LT		
	9/12/07	50.000	39.900	1,995.00	1,685.50	(309.50) LT		
	11/16/07	150.000	40.300	6,045.00	5,056.50	(988.50) LT		
	12/18/07	50.000	40 630	2,031.50	1,685.50	(346.00) LT		

CONTINUED

STATEMENT A-2

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	1/8/08	50.000	41.680	2,084.00	1,685.50	(398.50) LT		
	1/22/08	150.000	35.160	5,274.00	5,056.50	(217.50) LT		
	2/1/08	200.000	38.600	7,720.00	6,742.00	(978.00) LT		
	4/2/08	150 000	39.258	5,888 70	5,056.50	(832.20) LT		
	4/28/08	150.000	38.578	5,786.70	5,056.50	(730.20) LT		
	10/28/08	100.000	26 811	2,681.07	3,371.00	689.93 LT		
	10/31/08	1,300.000	27.817	36,161.84	43,823.00	7,661.16 LT		
	6/15/09	1,770.000	24.439	43,256.15	59,666.70	16,410.55 LT		
	12/10/12	60.000	33.730	2,023.80	2,022.60	(1.20) ST		
	Total	4,830.000		147,559.67	**162,819.30**	15,260.83 LT (1.20) ST	8,694.00	5.33
Share Price: $33 710; Next Dividend Payable 02/2013								
BANK OF AMERICA CORP (BAC)	12/10/12	80.000	10.570	845.60	**928.80**	83.20 ST	3.20	0.34
Share Price: $11 610; Next Dividend Payable 03/2013								
BANK OF NEW YORK MELLON CORP (BK)	12/10/12	35.000	24.290	850.15	**899.50**	49.35 ST	18.20	2.02
Share Price: $25 700; Next Dividend Payable 02/2013								
BAXTER INTL INC (BAX)	5/13/10	840.000	44.636	37,494.58	55,994.40	18,499.82 LT		
	2/9/11	800.000	49.858	39,886.00	53,328.00	13,442.00 LT		
	11/16/11	550.000	54.656	30,061.02	36,663.00	6,601.98 LT		
	7/12/12	50.000	53.710	2,685.50	3,333.00	647.50 ST		
	12/10/12	20.000	65.490	1,309.80	1,333.20	23.40 ST		
	Total	2,260.000		111,436 90	**150,651.60**	38,543.80 LT 670.90 ST	4,068.00	2.70
Share Price. $66 660; Next Dividend Payable 01/03/13								
BLACKROCK INC (BLK)	4/2/12	580.000	206.340	119,677.37	119,891.80	214.43 ST		
	11/27/12	150 000	193.130	28,969.49	31,006 50	2,037.01 ST		
	Total	730.000		148,646.86	**150,898.30**	2,251.44 ST	4,380.00	2.90
Share Price: $206 710; Next Dividend Payable 03/2013								
BRISTOL MYERS SQUIBB CO (BMY)	8/16/11	3,500.000	28.259	98,907.20	114,065 00	15,157 80 LT		
	7/12/12	50.000	34.910	1,745.50	1,629.50	(116.00) ST		

CONTINUED

STATEMENT A-2

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	3,550.000		100,652.70	**115,694.50**	15,157.80 LT (116 00) ST	4,970.00	4.29
Share Price: $32 590; Next Dividend Payable 02/2013								
CENTURYLINK INC (CTL)	9/22/11	2,100 000	33.085	69,478.92	82,152.00	12,673.08 LT		
	11/16/11	800.000	37.691	30,153 04	31,296.00	1,142.96 LT		
	7/12/12	100.000	39.750	3,975.00	3,912.00	(63 00) ST		
	11/27/12	520.000	38.617	20,080.79	20,342.40	261.61 ST		
	Total	3,520.000		123,687.75	**137,702.40**	13,816.04 LT 198.61 ST	10,208.00	7.41
Share Price: $39.120; Next Dividend Payable 03/2013								
COCA COLA CO (KO)	5/4/07	620.000	26.640	16,516.80	22,475.00	5,958.20 LT		
	6/8/07	380.000	25 595	9,726.10	13,775.00	4,048.90 LT		
	7/11/07	200.000	26.025	5,205.00	7,250.00	2,045.00 LT		
	1/22/08	200.000	29.625	5,925.00	7,250.00	1,325.00 LT		
	2/1/08	400 000	29 920	11,968.00	14,500.00	2,532.00 LT		
	4/2/08	200.000	30.349	6,069 80	7,250.00	1,180.20 LT		
	10/31/08	400.000	22.549	9,019.60	14,500.00	5,480.40 LT		
	6/15/09	1,400.000	24.165	33,830.93	50,750.00	16,919.07 LT		
	Total	3,800.000		98,261.23	**137,750.00**	39,488.77 LT	3,876.00	2.81
Share Price: $36.250; Next Dividend Payable 03/2013								
COLGATE PALMOLIVE CO (CL)	11/22/11	1,200.000	88.422	106,106.16	**125,448.00**	19,341.84 LT	2,976 00	2.37
Share Price: $104.540; Next Dividend Payable 02/2013								
CONOCOPHILLIPS (COP)	12/10/12	20 000	57.880	1,157 60	**1,159.80**	2.20 ST	52.80	4.55
Share Price: $57.990; Next Dividend Payable 03/2013								
COVIDIEN PLC NEW (COV)	8/19/09	2,160.000	39.743	85,844.45	124,718.40	38,873.95 LT		
	2/9/11	800 000	49.669	39,734.96	46,192.00	6,457.04 LT		
	12/10/12	30.000	57.830	1,734.90	1,732.20	(2.70) ST		
	Total	2,990.000		127,314.31	**172,642.60**	45,330.99 LT (2.70) ST	3,109 60	1.80
Share Price: $57 740; Next Dividend Payable 03/2013								

CONTINUED

STATEMENT A-2

000593 MSADT261

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
DOLLAR TREE INC (DLTR)	12/10/12	40 000	39.441	1,577.63	**1,622.40**	44.77 ST	—	—
Share Price: $40.560								
DOW CHEMICAL CO (DOW)	12/10/12	40.000	30.610	1,224.40	**1,293.17**	68.77 ST	51.20	3.95
Share Price· $32.329, Next Dividend Payable 03/2013								
EXPRESS SCRIPTS HLDG CO COM (ESRX)	12/10/12	16 000	54.540	872.64	**864.00**	(8.64) ST	—	—
Share Price· $54 000								
EXXON MOBIL CORP (XOM)	10/31/08	1,500 000	74.400	111,599 85	129,825.00	18,225.15 LT		
	10/31/08	120.000	74 430	8,931.60	10,386.00	1,454.40 LT		
	11/11/09	240.000	73.008	17,521.92	20,772.00	3,250.08 LT		
	12/10/12	20 000	88 410	1,768.20	1,731.00	(37.20) ST		
	Total	1,880.000		139,821.57	**162,714.00**	22,929.63 LT (37.20) ST	4,286 40	2.63
Share Price· $86 550; Next Dividend Payable 03/2013								
GENERAL ELECTRIC CO (GE)	12/18/07	200.000	36.330	7,266.00	4,198 00	(3,068 00) LT		
	1/8/08	100.000	36.200	3,620.00	2,099 00	(1,521.00) LT		
	2/1/08	350.000	36.110	12,638.50	7,346.50	(5,292.00) LT		
	4/2/08	300.000	38.288	11,486.40	6,297.00	(5,189.40) LT		
	4/28/08	900 000	33.178	29,860.56	18,891.00	(10,969.56) LT		
	10/31/08	950.000	19.598	18,618.48	19,940.50	1,322.02 LT		
	6/15/09	3,130.000	13.118	41,059.34	65,698.70	24,639.36 LT		
	7/12/12	170.000	19.426	3,302.45	3,568 30	265.85 ST		
	12/10/12	60.000	21.390	1,283.40	1,259.40	(24 00) ST		
	Total	6,160.000		129,135.13	**129,298.40**	(78.58) LT 241.85 ST	4,681.60	3.62
Share Price: $20 990, Next Dividend Payable 01/25/13								
HONEYWELL INTERNATIONAL INC (HON)	9/23/10	1,650.000	43.671	72,057.15	104,725.50	32,668.35 LT		
	7/12/12	200.000	53.231	10,646.28	12,694.00	2,047.72 ST		
	9/26/12	980.000	58.792	57,615 87	62,200.60	4,584.73 ST		
	12/10/12	20.000	61.860	1,237.20	1,269.40	32.20 ST		
	Total	2,850.000		141,556 50	**180,889.50**	32,668.35 LT 6,664.65 ST	4,674.00	2.58
Share Price: $63 470; Next Dividend Payable 03/2013								

CONTINUED

STATEMENT A-2

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
INTL BUSINESS MACHINES CORP (IBM)	3/31/09	370.000	97 896	36,221.63	70,873.50	34,651.87 LT		
	6/15/09	500 000	107.428	53,714.00	95.775 00	42,061.00 LT		
	12/10/12	10.000	192.620	1,926.20	1,915.50	(10.70) ST		
	Total	880.000		91,861.83	**168,564.00**	76,712.87 LT (10.70) ST	2,992.00	1.77
Share Price: $191.550; Next Dividend Payable 03/2013								
ISHARES MSCI EAFE FUND (EFA)	2/1/08	100.000	73.330	7,333.00	5,686.00	(1,647.00) LT		
	4/2/08	200.000	74.258	14,851.60	11.372 00	(3.479.60) LT		
	4/28/08	200.000	76.188	15,237.60	11.372.00	(3.865 60) LT		
	10/31/08	500.000	44.030	22,015.00	28.430.00	6,415.00 LT		
	6/15/09	1,150.000	46.478	53,449.70	65,389.00	11,939.30 LT		
	12/21/09	350.000	55.084	19,279 51	19.901.00	621.49 LT		
	12/10/12	35.000	55 549	1,944.22	1,990.10	45.88 ST		
	Total	2,535 000		134,110.63	**144,140.10**	9,983.59 LT 45.88 ST	4,459.07	3.09
Share Price $56 860, Next Dividend Payable 06/2013								
ISHARES MSCI EMERGING MKTS FD (EEM)	4/15/09	500.000	27.764	13,882.00	22,175.00	8,293.00 LT		
	11/11/09	750 000	41.267	30,949 88	33,262 50	2,312.62 LT		
	12/21/09	350.000	40 401	14,140.49	15,522.50	1,382.01 LT		
	10/28/10	900.000	45.988	41,389.20	39,915.00	(1,474.20) LT		
	7/12/12	50 000	37.710	1,885.50	2,217.50	332.00 ST		
	12/10/12	55.000	43.031	2,366 70	2,439.25	72.55 ST		
	Total	2,605.000		104,613.77	**115,531.75**	10,513.43 LT 404.55 ST	1,940.73	1.67
Share Price. $44.350; Next Dividend Payable 06/2013								
ISHARES MSCI PAC EX-JPN IDX (EPP)	10/31/08	300 000	26.040	7,812.00	14,142.00	6,330.00 LT		
	4/15/09	2,500.000	27.331	68,328.50	117,850.00	49,521.50 LT		
	12/21/09	500 000	40.390	20,194.90	23,570.00	3,375.10 LT		
	12/10/12	50.000	47.280	2,364.00	2,357.00	(7.00) ST		

CONTINUED

000593 MSADT261

STATEMENT A-2

Morgan Stanley

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

Holdings — Portfolio Management Active Assets Account [redacted] 1355 — THALIA & MICHAEL C CARLOS FNDTN INC, CARE OF HAROLD ABRAMS ESQ, Nickname: Foundation - Custom Eq

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	3,350.000		98,699.40	**157,919.00**	59,226.60 LT (7.00) ST	6,639.70	4.20
Share Price: $47.140; Next Dividend Payable 06/2013								
ISHARES NASDAQ BIOTECH FUND (IBB)	9/14/10	960.000	85.063	81,660.86	131,731.20	50,070.34 LT		
	12/10/12	10 000	138 970	1,389.70	1,372 20	(17.50) ST		
	Total	970.000		83,050.56	**133,103.40**	50,070.34 LT (17.50) ST	637.29	0.47
Share Price: $137 220; Next Dividend Payable 03/2013								
ISHARES S&P MID CAP 400 GROWTH (IJK)	12/6/04	30.000	65.360	1,960.80	3,432.30	1,471.50 LT		
	12/28/04	110.000	66.905	7,359.55	12,585.10	5,225.55 LT		
	1/12/05	130.000	64.225	8,349.25	14,873.30	6,524.05 LT		
	2/9/05	210.000	66.955	14,060.55	24,026.10	9,965.55 LT		
	8/16/05	440.000	71.470	31,446.80	50,340.40	18,893.60 LT		
	2/8/07	140.000	84.280	11,799.20	16,017.40	4,218.20 LT		
	2/26/07	160.000	85.700	13,712.00	18,305.60	4,593.60 LT		
	3/26/07	110.000	84.210	9,263.10	12,585.10	3,322.00 LT		
	6/8/07	70.000	89.390	6,257.30	8,008.70	1,751.40 LT		
	7/11/07	100.000	91.410	9,141.00	11,441.00	2,300.00 LT		
	7/24/07	120.000	89.510	10,741.20	13,729.20	2,988.00 LT		
	9/12/07	80 000	87.850	7,028 00	9,152 80	2,124 80 LT		
	11/16/07	50 000	88.230	4,411.50	5,720.50	1,309.00 LT		
	12/18/07	150.000	87.800	13,170.00	17,161.50	3,991.50 LT		
	1/8/08	150.000	86.083	12,912.50	17,161.50	4,249.00 LT		
	2/1/08	250.000	84 910	21,227.50	28,602.50	7,375.00 LT		
	4/2/08	400.000	84.930	33,972.00	45,764.00	11,792.00 LT		
	4/28/08	300 000	89.110	26,733.00	34,323.00	7,590.00 LT		
	10/31/08	500.000	58.154	29,077.00	57,205.00	28,128.00 LT		
	6/15/09	2,140 000	62.730	134,242.20	244,837.40	110,595.20 LT		
	12/10/12	60.000	114.090	6,845.40	6,864.60	19.20 ST		
	Total	5,700.000		413,709.85	**662,137.00**	238,407.95 LT 19.20 ST	6,446.70	0.98
Share Price: $114.410; Next Dividend Payable 03/2013								

CONTINUED

STATEMENT A-2

Holdings Portfolio Management Active Assets Account [redacted] 1355 THALIA & MICHAEL C CARLOS FNDTN INC CARE OF HAROLD ABRAMS ESQ Nickname: Foundation Custom Eq

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ISHARES S&P MID CAP 400 VALUE (IJJ)	12/6/04	10.000	62.410	624.10	881.40	257.30 LT		
	12/28/04	130.000	63.825	8,297.25	11,458.20	3,160.95 LT		
	1/12/05	130.000	61.195	7,955.35	11,458.20	3,502.85 LT		
	2/9/05	220.000	64.080	14,097.60	19,390.80	5,293.20 LT		
	8/16/05	450.000	68.920	31,014.00	39,663.00	8,649.00 LT		
	2/8/07	120.000	84.010	10,081.20	10,576.80	495 60 LT		
	2/26/07	170.000	85.220	14,487.40	14,983.80	496.40 LT		
	3/26/07	110.000	83 850	9,223.50	9,695 40	471.90 LT		
	6/8/07	60.000	86.970	5,218 20	5,288.40	70.20 LT		
	7/11/07	150.000	87.700	13,155.00	13,221 00	66.00 LT		
	7/24/07	140.000	85 950	12,033.00	12,339.60	306.60 LT		
	9/12/07	110.000	82.060	9,026.60	9,695.40	668.80 LT		
	11/16/07	100.000	79.940	7,994.00	8,814.00	820.00 LT		
	12/18/07	250.000	78.030	19,507.50	22,035.00	2,527.50 LT		
	1/8/08	150.000	76.310	11,446.50	13,221.00	1,774.50 LT		
	2/1/08	300.000	76.900	23,070 00	26,442.00	3,372.00 LT		
	4/2/08	400.000	75.808	30,323.00	35,256.00	4,933.00 LT		
	4/28/08	500.000	78.570	39,285.00	44,070.00	4,785.00 LT		
	10/31/08	500.000	52.790	26,395.00	44,070.00	17,675.00 LT		
	6/15/09	2,750.000	52.368	144,010.90	242,385.00	98,374.10 LT		
	12/10/12	75 000	87.190	6,539.25	6,610.50	71.25 ST		
	Total	6,825.000		443,784.35	601,555.50	157,699.90 LT 71.25 ST	11,445.53	1 90

Share Price: $88 140; Next Dividend Payable 03/2013

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ISHARES S&P SMALL CAP 600 VAL (IJS)	12/28/04	120.000	60.880	7,305.60	9,709.20	2,403 60 LT		
	1/12/05	150.000	56.935	8,540 25	12,136.50	3,596.25 LT		
	2/9/05	230.000	60.395	13,890.85	18,609.30	4,718.45 LT		
	8/16/05	500.000	63.470	31,735.00	40,455.00	8,720.00 LT		
	2/8/07	140.000	78.210	10,949.40	11,327.40	378.00 LT		
	2/26/07	190.000	78.910	14,992.90	15,372.90	380.00 LT		
	3/26/07	130.000	77.170	10,032.10	10,518.30	486.20 LT		
	6/8/07	140.000	79 760	11,166.40	11,327.40	161.00 LT		
	7/11/07	100.000	80.070	8,007.00	8,091.00	84.00 LT		

CONTINUED

STATEMENT A-2

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	7/24/07	160.000	78.180	12,508.80	12,945.60	436.80 LT		
	9/12/07	140.000	74.030	10,364.20	11,327.40	963.20 LT		
	11/16/07	100.000	70.970	7,097.00	8,091.00	994.00 LT		
	12/18/07	400 000	67.750	27,100.00	32,364 00	5,264.00 LT		
	1/8/08	150.000	66.980	10,047.00	12,136.50	2,089.50 LT		
	2/1/08	250.000	68.690	17,172.50	20,227.50	3,055.00 LT		
	4/2/08	500 000	68.420	34,210.00	40,455 00	6,245.00 LT		
	4/28/08	600.000	68.133	40,879.98	48,546.00	7,666.02 LT		
	10/31/08	500 000	51.120	25,560.00	40,455.00	14,895.00 LT		
	6/15/09	3,000.000	47.159	141,475.50	242,730 00	101,254.50 LT		
	12/10/12	80.000	79.290	6,343.20	6,472.80	129.60 ST		
	Total	7,580.000		449,377.68	**613,297.80**	163,790.52 LT 129.60 ST	11,438.22	1.86

Share Price: $80.910; Next Dividend Payable 03/2013

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ISHARES SMALL CAP 600 GROWTH (IJT)	12/6/04	10 000	52.640	526.40	840.40	314.00 LT		
	12/28/04	150 000	53.525	8,028.75	12,606.00	4,577.25 LT		
	1/12/05	160.000	50.800	8,128.00	13,446.40	5,318.40 LT		
	2/9/05	250.000	54.465	13,616.25	21,010.00	7,393.75 LT		
	8/16/05	570.000	56.680	32,307.60	47,902.80	15,595.20 LT		
	2/8/07	200.000	66.610	13,322.00	16,808 00	3,486.00 LT		
	2/26/07	220.000	67.575	14,866.50	18,488.80	3,622.30 LT		
	3/26/07	120.000	67.110	8,053.20	10,084.80	2,031.60 LT		
	6/8/07	120.000	69.860	8,383.20	10,084.80	1,701.60 LT		
	7/11/07	100.000	71.660	7,166.00	8,404.00	1,238.00 LT		
	7/24/07	160.000	70.015	11,202.40	13,446.40	2,244.00 LT		
	9/12/07	40.000	69.975	2,799.00	3,361.60	562.60 LT		
	11/16/07	100.000	67.675	6,767.50	8,404.00	1,636.50 LT		
	12/18/07	400.000	65.345	26,138.00	33,616.00	7,478.00 LT		
	1/8/08	100.000	64.995	6,499.50	8,404.00	1,904.50 LT		
	2/1/08	300.000	64.685	19,405.50	25,212.00	5,806.50 LT		
	4/2/08	600.000	63.860	38,316.00	50,424.00	12,108 00 LT		

CONTINUED

STATEMENT A-2

Holdings

Portfolio Management Active Assets Account 1-355 THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF HAROLD ABRAMS ESQ
Nickname: Foundation Custom Eq

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	4/28/08	600.000	65.480	39,288.00	50,424.00	11,136.00 LT		
	10/31/08	800.000	47.439	37,951.04	67,232.00	29,280.96 LT		
	6/15/09	2,670.000	46.126	123,156.15	224,386.80	101,230.65 LT		
	12/10/12	80.000	82 180	6,574 40	6,723 20	148.80 ST		
	Total	7,750.000		432,495.39	**651,310.00**	218,665.81 LT 148.80 ST	9,152.75	1.40
Share Price: $84 040, Next Dividend Payable 03/2013								
JPMORGAN CHASE & CO (JPM)	12/6/04	75.000	38.150	2,861.25	3,297.68	436.43 LT		
	12/28/04	35.000	39.220	1,372.70	1,538 91	166.21 LT		
	1/12/05	20.000	37.720	754.40	879.38	124.98 LT		
	2/9/05	65.000	37.550	2,440.75	2,857.99	417.24 LT		
	8/16/05	175.000	34.770	6,084.75	7,694.59	1,609.84 LT		
	2/26/07	80.000	50.920	4,073.60	3,517.52	(556.08) LT		
	3/26/07	60.000	48.530	2,911.80	2,638.14	(273.66) LT		
	6/8/07	40.000	49.850	1,994.00	1,758.76	(235.24) LT		
	7/11/07	100.000	48.190	4,819.00	4,396.90	(422.10) LT		
	7/24/07	50 000	45.310	2,265 50	2,198.45	(67.05) LT		
	9/12/07	50 000	44.690	2,234.50	2,198.45	(36.05) LT		
	12/18/07	100.000	43.520	4,352.00	4,396.90	44.90 LT		
	1/8/08	100.000	41.190	4,119 00	4,396.90	277.90 LT		
	4/2/08	150.000	46.768	7,015.20	6,595.36	(419.84) LT		
	4/28/08	200.000	47.766	9,553.20	8,793.81	(759.39) LT		
	6/15/09	1,000.000	34.238	34,238.00	43,969.09	9,731 09 LT		
	7/12/12	550.000	34.098	18,754.07	24,183 00	5,428.93 ST		
	11/27/12	490.000	40.932	20,056.68	21,544.85	1,488.17 ST		
	12/10/12	30.000	42.310	1,269.30	1,319.07	49.77 ST		
	Total	3,370.000		131,169.70	**148,175.86**	10,039.18 LT 6,966.87 ST	4,044.00	2.72
Share Price: $43.969, Next Dividend Payable 01/2013								
KINDER MORGAN INCORP (KMI)	8/31/12	2,880.000	35.732	102,909.02	101,750.40	(1,158.62) ST		
	11/27/12	600.000	33.544	20,126.28	21,198.00	1,071.72 ST		

CONTINUED

STATEMENT A-2

000593 MSADT261

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	3,480.000		123,035.30	**122,948.40**	(86.90) ST	5,011.20	4 07
Share Price: $35.330; Next Dividend Payable 02/2013								
MARSH & MCLENNAN COS INC (MMC)	8/27/12	3,800.000	34.258	130,179.26	**130,986.00**	806.74 ST	3,496.00	2.66
Share Price· $34 470, Next Dividend Payable 02/2013								
MC DONALDS CORP (MCD)	11/24/08	690.000	55.526	38,312.60	60,864.90	22,552.30 LT		
	8/26/09	700.000	56.986	39,890.20	61,747.00	21,856.80 LT		
	12/10/12	15.000	89.410	1,341.15	1,323.15	(18.00) ST		
	Total	1,405.000		79,543.95	**123,935.05**	44,409.10 LT (18.00) ST	4,327.40	3.49
Share Price: $88 210; Next Dividend Payable 03/2013								
MICROCHIP TECHNOLOGY INC (MCHP)	12/10/12	35.000	30.990	1,084.65	**1,140.65**	56.00 ST	49.28	4.32
Share Price: $32.590, Next Dividend Payable 03/2013								
MICROSOFT CORP (MSFT)	5/1/12	3,000.000	32.214	96,640.80	80,129.09	(16,511.71) ST		
	7/12/12	350 000	28 859	10,100.51	9,348.39	(752 12) ST		
	11/27/12	1,100 000	27.287	30,015.15	29,380.66	(634.49) ST		
	Total	4,450.000		136,756.46	**118,858.16**	(17,898.32) ST	4,094.00	3.44
Share Price· $26.710; Next Dividend Payable 03/2013								
NORFOLK SOUTHERN CORP (NSC)	12/10/12	20.000	62.080	1,241.60	**1,236.80**	(4.80) ST	40.00	3 23
Share Price: $61.840; Next Dividend Payable 03/2013								
OCCIDENTAL PETROLEUM CORP DE (OXY)	2/11/10	1,100.000	78.761	86,637.10	84,271.00	(2,366.10) LT		
	7/12/12	50.000	83.600	4,180 00	3,830.50	(349 50) ST		
	12/10/12	15 000	75.350	1,130 25	1,149.15	18.90 ST		
	Total	1,165.000		91,947.35	**89,250.65**	(2,366.10) LT (330.60) ST	2,516.40	2.81
Share Price $76.610; Next Dividend Payable 01/15/13								
ORACLE CORP (ORCL)	8/12/08	2,500.000	22.879	57,196.75	83,300.00	26,103.25 LT		
	10/31/08	500.000	18.210	9,104.90	16,660.00	7,555.10 LT		
	6/15/09	900.000	20.068	18,061 20	29,988.00	11,926.80 LT		
	11/11/09	250.000	21.888	5,472.00	8,330.00	2,858.00 LT		
	12/10/12	45.000	32.070	1,443.15	1,499.40	56.25 ST		
	12/20/12	1,850.000	34.152	63,180.28	61,642 00	(1,538 28) ST		

CONTINUED

STATEMENT A-2

Holdings

Portfolio Management Active Assets Account [redacted] 355 THALIA & MICHAEL C CARLOS FNDTN INC CARE OF: HAROLD ABRAMS ESQ. Nickname: Foundation Custom Eq

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	6,045.000		154,458 28	**201,419.40**	48,443.15 LT (1,482.03) ST	1,450.80	0.72
Share Price: $33.320; Next Dividend Payable 03/2013								
PEPSICO INC NC (PEP)	1/8/08	30.000	77.890	2,336 70	2,052.90	(283.80) LT		
	1/22/08	150 000	69.670	10,450.50	10,264.50	(186.00) LT		
	2/1/08	200.000	68.740	13,748.00	13,686 00	(62.00) LT		
	4/2/08	100.000	71.728	7,172.80	6,843.00	(329.80) LT		
	4/28/08	100.000	68.578	6,857.80	6,843.00	(14.80) LT		
	6/15/09	900.000	53 108	47,797.20	61,587.00	13,789.80 LT		
	12/10/12	20.000	70.210	1,404.20	1,368.60	(35.60) ST		
	Total	1,500.000		89,767.20	**102,645.00**	12,913.40 LT (35.60) ST	3,225.00	3.14
Share Price: $68.430, Next Dividend Payable 01/02/13								
PHILIP MORRIS INTL INC (PM)	4/22/03	700.000	17 458	12,220.40	58,548.00	46,327.60 LT		
	12/6/04	50.000	30.957	1,547.85	4,182 00	2,634.15 LT		
	12/28/04	20.000	32.549	650.98	1,672.80	1,021.82 LT		
	1/12/05	10.000	32 533	325.33	836.40	511.07 LT		
	2/9/05	30.000	35.022	1,050.65	2,509.20	1,458.55 LT		
	8/16/05	80.000	35.563	2,845.02	6,691.20	3,846.18 LT		
	6/20/06	210.000	38.158	8,013.09	17,564.40	9,551.31 LT		
	4/3/07	170.000	48.048	8,168.20	14,218.80	6,050.60 LT		
	6/8/07	30.000	48.653	1,459.58	2,509.20	1,049.62 LT		
	7/11/07	50.000	49.447	2,472.35	4,182.00	1,709.65 LT		
	7/24/07	50.000	47.371	2,368.53	4,182.00	1,813.47 LT		
	1/8/08	50.000	54.847	2,742.33	4,182.00	1,439.67 LT		
	2/1/08	250.000	52.910	13,227.42	20,910.00	7,682.58 LT		
	4/1/08	400.000	49.748	19,899.28	33,456.00	13,556.72 LT		
	4/2/08	200.000	51.498	10,299.60	16,728.00	6,428.40 LT		
	4/28/08	200.000	51.020	10.204 00	16,728.00	6,524.00 LT		
	10/31/08	200.000	43.248	8,649.60	16,728.00	8,078.40 LT		
	11/11/09	50 000	49.430	2,471.50	4,182.00	1,710.50 LT		
	12/10/12	30 000	89 070	2,672.10	2,509 20	(162 90) ST		

CONTINUED

000593 MSADT261

STATEMENT A-2

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	2,780 000		111,287.81	232,519.20	121,394.29 LT (162.90) ST	9,452.00	4.06
Share Price. $83.640, Next Dividend Payable 01/11/13								
PHILLIPS 66 COM (PSX)	12/10/12	10.000	53.580	535.80	531.00	(4.80) ST	10.00	1.88
Share Price: $53 100; Next Dividend Payable 03/2013								
PNC FINL SVCS GP (PNC)	1/23/12	1,550.000	59.835	92,743.79	90,380.50	(2,363 29) ST		
	7/12/12	50.000	60.290	3,014.50	2,915.50	(99.00) ST		
	11/27/12	360.000	55.408	19,946.95	20,991.60	1,044.65 ST		
	Total	1,960.000		115,705.24	114,287.60	(1,417 64) ST	3,136 00	2.74
Share Price: $58.310; Next Dividend Payable 02/2013								
PROCTER & GAMBLE (PG)	12/10/12	20 000	70.220	1,404.40	1,357.80	(46.60) ST	44.96	3.31
Share Price. $67 890; Next Dividend Payable 02/2013								
QUALCOMM INC (QCOM)	6/2/11	1,500 000	57.840	86,760.00	92,789.40	6,029.40 LT		
	11/16/11	350 000	57.866	20,253.10	21,650.86	1,397.76 LT		
	9/11/12	850 000	61.935	52,644.84	52,580.66	(64.18) ST		
	12/10/12	20 000	63.930	1,278.60	1,237.19	(41.41) ST		
	Total	2,720.000		160,936.54	168,258.11	7,427.16 LT (105.59) ST	2,720.00	1.61
Share Price: $61.860; Next Dividend Payable 03/2013								
SCHLUMBERGER LTD (SLB)	12/21/09	1,500.000	63.829	95,744.10	103,947.90	8,203.80 LT		
	12/10/12	20 000	72.000	1,440.00	1,385.97	(54 03) ST		
	Total	1,520.000		97,184.10	105,333.87	8,203.80 LT (54.03) ST	1,672.00	1.58
Share Price. $69.299, Next Dividend Payable 01/11/13								
SPDR GOLD TR GOLD SHS (GLD)	1/26/09	700.000	89.059	62,341.30	113,414.28	51,072.98 LT		
	6/15/09	200.000	91.216	18,243.20	32,404.08	14,160.88 LT		
	12/10/12	10.000	165.800	1,658.00	1,620.20	(37.80) ST		
	Total	910.000		82,242.50	147,438.56	65,233.86 LT (37.80) ST	—	—
Share Price: $162.020								
THERMO FISHER SCIENTIFIC INC (TMO)	3/14/12	2,000.000	57.658	115,316.60	127,560.00	12,243.40 ST	1,200 00	0.94
Share Price: $63 780; Next Dividend Payable 01/15/13								

CONTINUED

STATEMENT A-2

Holdings Portfolio Management Active Assets Account 355 THALIA & MICHAEL C. CARLOS FNDTN INC CARE OF: HAROLD ABRAMS ESQ Nickname: Foundation - Custom Ed

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
UNITED TECHNOLOGIES CORP (UTX)	3/24/06	200.000	59.728	11,945.64	16,402.00	4,456.36 LT		
	2/26/07	20.000	67.100	1,342.00	1,640.20	298.20 LT		
	3/26/07	240.000	66.280	15,907.20	19,682.40	3,775 20 LT		
	4/27/07	150.000	67.517	10,127.54	12,301.50	2,173.96 LT		
	7/11/07	40.000	72.290	2,891.60	3,280.40	388.80 LT		
	12/18/07	100.000	75.520	7,552.00	8,201.00	649.00 LT		
	1/8/08	50.000	74.160	3,708.00	4,100.50	392.50 LT		
	2/1/08	100 000	74.180	7,418.00	8,201.00	783.00 LT		
	4/2/08	150.000	71.500	10,725.00	12,301.50	1,576.50 LT		
	4/28/08	250.000	72.868	18,217.00	20,502.50	2,285.50 LT		
	10/31/08	200.000	54.168	10,833.60	16,402.00	5,568.40 LT		
	6/15/09	700.000	54 558	38,190.60	57,407.00	19,216.40 LT		
	12/10/12	20.000	81.010	1,620 20	1,640.20	20.00 ST		
	Total	2,220.000		140,478.38	**182,062.20**	41,563 82 LT 20.00 ST	4,750.80	2.60
Share Price: $82 010; Next Dividend Payable 03/2013								
VISA INC CL A (V)	4/16/10	1,000.000	93.357	93,357.40	151,580.00	58,222.60 LT		
	12/10/12	15.000	148.660	2,229.90	2,273.70	43.80 ST		
	Total	1,015.000		95,587.30	**153,853.70**	58,222.60 LT 43.80 ST	1,339.80	0.87
Share Price: $151.580, Next Dividend Payable 03/2013								
WAL MART STORES INC (WMT)	3/11/08	270 000	49.931	13,481.43	18,422.10	4,940.67 LT		
	6/15/09	1,500.000	48.389	72,583.95	102,345.00	29,761.05 LT		
	12/10/12	20.000	72.150	1,443.00	1,364 60	(78.40) ST		
	Total	1,790.000		87,508.38	**122,131.70**	34,701.72 LT (78.40) ST	2,846.10	2.33
Share Price: $68 230; Next Dividend Payable 03/2013								
WALT DISNEY CO HLDG CO (DIS)	10/8/09	3,200.000	28.816	92,211.20	159,328.00	67,116 80 LT		
	12/10/12	30.000	49.300	1,479.00	1,493 70	14.70 ST		
	Total	3,230.000		93,690.20	**160,821.70**	67,116.80 LT 14.70 ST	2,422.50	1.50
Share Price: $49 790; Next Dividend Payable 12/2013								

CONTINUED

STATEMENT A-2

000593 MSADT261

Holdings Portfolio Management Active Assets Account 355 THALIA & MICHAEL C CARLOS FNDTN INC CARE OF HAROLD ABRAMS ESQ Nickname: Foundation Custom Eq

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
WELLS FARGO & CO NEW (WFC)	10/17/12	4,125.000	34.582	142,648.69	140,992.50	(1,656.19) ST	3,630.00	2 57
Share Price: $34 180; Next Dividend Payable 03/2013								
WISCONSIN ENERGY CORP (WEC)	12/10/12	40.000	37.570	1,502.80	1,474.00	(28.80) ST	54.40	3.69
Share Price· $36 850; Next Dividend Payable 03/2013								
WISDOMTREE TRUST INDIA (EPI)	8/4/09	4,500.000	19.539	87,924.60	87,165.00	(759.60) LT		
	12/10/12	60.000	19.220	1,153.20	1,162.20	9.00 ST		
	Total	4,560.000		89,077.80	88,327.20	(759.60) LT 9.00 ST	738.72	0.83
Share Price: $19.370; Next Dividend Payable 03/2013								
YUM BRANDS INC (YUM)	8/5/10	2,070.000	42.351	87,667.40	137,448.00	49,780.60 LT		
	12/10/12	25 000	66.250	1,656.25	1,660.00	3.75 ST		
	12/20/12	940.000	66 119	62,152.14	62,416 00	263.86 ST		
	Total	3,035.000		151,475.79	201,524.00	49,780.60 LT 267.61 ST	4,066.90	2.01
Share Price: $66.400; Next Dividend Payable 02/2013								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
STOCKS	94.3%	$6,759,124.84	$8,914,791.47	$2,123,633.29 LT $32,033.21 ST	$200,441.45 $0.00	2.25%

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
WELLS FARGO COMPANY	12/10/12	10,000.000	$103 486	$10,348.60			$495.00	4.78
CUSIP 949746FJ5			$103 486	$10,348.60	$10,338.60	$(10.00) ST	$103.12	
Unit Price: $103.386, Coupon Rate 4.950%; Matures 10/16/2013; Int. Semi-Annually Apr/Oct 16; Yield to Maturity .654%, Moody A3 S&P A; Issued 10/16/03								
MERRILL LYNCH & CO	12/10/12	10,000.000	106 034	10,603.40			545.00	5.14
CUSIP 59018YTZ4			106.034	10,603 40	10,596.30	(7.10) ST	251.30	
Unit Price: $105 963, Coupon Rate 5.450%; Matures 07/15/2014, Int. Semi-Annually Jan/Jul 15; Yield to Maturity 1 515%, Moody BAA2 'S&P A-, Issued 07/19/04								

CONTINUED

STATEMENT A-2

Holdings Portfolio Management Account 1365 THALIA & MICHAEL C CARLOS FNDTN INC CARE OF HAROLD ABRAMS ESQ Nickname: Foundation - Custom Eq

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
WACHOVIA CORP	12/10/12	5,000.000	106.820	5,341.00			262.50	4.92
CUSIP 929903AJ1			106.820	5,341.00	5,331.70	(9.30) ST	109.37	
Unit Price. $106.634, Coupon Rate 5.250%, Matures 08/01/2014, Int Semi-Annually Feb/Aug 01; Yield to Maturity 1.015%; Moody A3 S&P A; Issued 07/22/04								
JP MORGAN CHASE & CO	12/10/12	15,000.000	109.923	16,488.45			772.50	4.68
CUSIP 46625HDF4			109.923	16,488.45	16,487.25	(1.20) ST	193.12	
Unit Price: $109.915, Coupon Rate 5.150%, Matures 10/01/2015; Int Semi-Annually Apr/Oct 01, Yield to Maturity 1.458%; Moody A3 S&P A-, Issued 10/04/05								

	Face Value / Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
CORPORATE FIXED INCOME	40,000.000	$42,781.45			$2,075.00	4.85%
		$42,781.45	$42,753.85	$(27.60) ST	$656.91	

000593 MSADT261

STATEMENT A-2

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
BANK OF AMERICA 8.0% FIXED DIV TO	1/28/08	100,000 000	$106.503	$106,502.63			$8,000 00	7.23
1/2018 FLOATS THEREAFTER			$106 366	$106,366.36	**$110,608.00**	$4,241.64 LT	$3,333.33	
CUSIP 060505DR2								
Unit Price: $110.608, Coupon Rate 8.000%, Perpetual Maturity; Int Semi-Annually Jan/Jul 30, Callable $100.00 on 01/30/18; Yield to Call 5.572%; Floater; Moody B1 S&P BB+; Issued 01/30/08								
GENERAL ELECTRIC CAPITAL CORP SER A	8/18/08	200,000.000	103.288	206,575.25			10,900.00	5.44
CUSIP 36962GZY3			100.032	200,063.41	**200,344.00**	280.59 LT	5,026.11	
Unit Price. $100.172, Coupon Rate 5.450%; Matures 01/15/2013, Int. Semi-Annually Jan/Jul 15, Yield to Maturity 1.000%; Moody A1 S&P AA+; Issued 12/06/02								
TURNER BROADCASTING SYSTEM INC SR	8/26/09	150,000.000	115.608	173,411.25			12,562.50	8.06
NOTE			102.169	153,253.41	**155,710.50**	2,457.09 LT	6,281.25	
CUSIP 900262AR7								
Unit Price: $103.807, Coupon Rate 8.375%; Matures 07/01/2013; Int. Semi-Annually Jan/Jul 01, Yield to Maturity .733%, Moody BAA2 S&P BBB, Issued 07/08/93								
MORGAN STANLEY TRACERS	2/18/05	200,000.000	103.500	207,005.00			5,846.40	5.19
CUSIP 12496DAA5			103.500	115,920.00	**112,448.00**	(3,472.00) LT	64.95	
Unit Price: $100.400; Coupon Rate 5.220%; Matures 07/25/2013, Interest Paid Monthly Oct 27; Yield to Maturity 4 491%, Stepped; Issued 09/25/03								
MORGAN STANLEY GROUP DEBENTURE	12/8/04	50,000.000	116.545	58,277.50				
CUSIP 617446AS8			101.685	50,842.46	51,946.50	1,104.04 LT		
	3/3/05	50,000.000	114.874	57,442 00				
			101.558	50,779 07	51,946.50	1,167 43 LT		
	Total	100,000.000		115,719.50			7,000 00	6.73
				101,621.53	**103,893.00**	2,271.47 LT	1,750.00	
Unit Price: $103.893, Coupon Rate 7.000%; Matures 10/01/2013; Int Semi-Annually Apr/Oct 01; Yield to Maturity 1.748%; Moody BAA1; Issued 10/01/93								
WELLPOINT INC	12/1/09	100,000.000	110.863	110,863.10			6,000.00	5.66
CUSIP 94973VAQ0			103.046	103,045.69	**105,837.00**	2,791.31 LT	2,266.66	
Unit Price $105 837; Coupon Rate 6 000%; Matures 02/15/2014; Int. Semi-Annually Feb/Aug 15; Yield to Maturity 766%; Moody BAA2 S&P A-; Issued 02/05/09								
AMERICAN EXPRESS CREDIT CO	3/16/10	150,000.000	107.601	161,400.75			7,687 50	4.78
CUSIP 0258M0CZ0			102.955	154,433.09	**160,701.00**	6,267.91 LT	2,690.62	
Unit Price: $107 134; Coupon Rate 5.125%; Matures 08/25/2014; Int Semi-Annually Feb/Aug 25; Yield to Maturity .765%; Moody A2 S&P A-; Issued 08/25/09								
JP MORGAN CHASE & CO	7/22/10	250,000.000	108.842	272,105.00			12,812.50	4.81
CUSIP 46625HBV1			103.771	259,428.73	**265,885.00**	6,456.27 LT	3,772.56	
Unit Price $106.354; Coupon Rate 5 125%; Matures 09/15/2014; Int. Semi-Annually Mar/Sep 15; Yield to Maturity 1 343%; Moody A3 S&P A-; Issued 09/15/04								

CONTINUED

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CITIGROUP INC	7/26/10	150,000.000	108.520	162,780.00			9,015.00	5.50
CUSIP 172967FA4			104.076	156,113.96	163,906.50	7,792 54 LT	400.66	
Unit Price. $109.271; Coupon Rate 6.010%; Matures 01/15/2015; Int Semi-Annually Jun/Dec 15; Yield to Maturity 1.383%; Moody BAA2 S&P A-, Issued 12/15/09								
VODAFONE GROUP PLC NEW	3/3/05	50,000.000	105.137	52,573.50			2,687.50	4.91
CUSIP 92857WAD2			101.287	50,643 54	54,730.00	4,086.46 LT	1,119.79	
Unit Price. $109.460, Coupon Rate 5.375%; Matures 01/30/2015; Int. Semi-Annually Jan/Jul 30; Yield to Maturity .782%; Moody A3 S&P A-; Issued 12/18/02								
BANK OF AMERICA CORP	11/3/10	90,000.000	105.688	95,118.90			4,050.00	4.22
CUSIP 06051GEB1			103.005	92,704.40	95,933.70	3,229.30 LT	1,012.50	
Unit Price: $106 593, Coupon Rate 4.500%; Matures 04/01/2015; Int. Semi-Annually Apr/Oct 01; Yield to Maturity 1 508%; Moody BAA2 S&P A-; Issued 03/11/10								
FORD MOTOR CREDIT CO LLC	11/10/10	100,000.000	111.990	111,990.00			7,000.00	6.27
CUSIP 345397VN0			106.475	106,475.18	111,504.00	5,028.82 LT	1,477.77	
Unit Price: $111 504, Coupon Rate 7.000%; Matures 04/15/2015, Int. Semi-Annually Apr/Oct 15; Yield to Maturity 1 842%; Moody BAA3 S&P BB+; Issued 04/09/10								
HSBC FINANCE CORP	3/31/10	100,000.000	106.253	106,253.25			5,250.00	4.84
CUSIP 40429CCR1			102.996	102,996.41	108,429.00	5,432.59 LT	1,108.33	
Unit Price $108 429, Coupon Rate 5.250%; Matures 04/15/2015; Int. Semi-Annually Apr/Oct 15; Yield to Maturity 1.490%, Moody BAA1 S&P A, Issued 04/20/05								
FORD MOTOR CREDIT CORP	11/5/10	45,000.000	130.753	58,839.00			5,400.00	9.77
CUSIP 345397VH3			116.908	52,608.55	55,237.50	2,628.95 LT	690.00	
Unit Price. $122 750, Coupon Rate 12.00%; Matures 05/15/2015; Int. Semi-Annually May/Nov 15; Yield to Maturity 2.114%, Moody BAA3 S&P BB+; Issued 05/05/08								
LAZARD GROUP LLC	7/5/11	150,000.000	113.307	169,960.50			10,687.50	6.40
CUSIP 52107QAC9			108.393	162,589.29	166,752.00	4,162.71 LT	1,365.62	
Unit Price: $111 168; Coupon Rate 7 125%; Matures 05/15/2015; Int Semi-Annually May/Nov 15; Yield to Maturity 2 262%; Moody BA2 S&P BBB; Issued 05/10/05								
CITIGROUP INC	3/23/11	250,000.000	106.611	266,527.50				
CUSIP 172967FD8			103.903	259,757.80	269,510.00	9,752.20 LT		
	5/4/12	100,000.000	106.585	106,585.00				
			105 223	105,222.85	107,804 00	2,581.15 ST		
	Total	350,000.000		373,112.50			16,625.00	4.40
				364,980.65	377,314.00	9,752.20 LT	1,939.58	
						2,581.15 ST		
Unit Price: $107.804; Coupon Rate 4.750%; Matures 05/19/2015; Int. Semi-Annually May/Nov 19; Yield to Maturity 1.408%; Moody BAA2 S&P A-; Issued 05/19/10								
ALLY FINANCIAL INC	8/15/12	250,000.000	104.402	261,005.00			11,562.50	4.43
CUSIP 02005NAM2			103.859	259,648.48	260,620.00	971.52 ST	160.59	
Unit Price: $104 248; Coupon Rate 4 625%; Matures 06/26/2015; Int. Semi-Annually Jun/Dec 26; Yield to Maturity 2.843%; Moody B1 (+) S&P B+; Issued 06/26/12								

CONTINUED

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
BANK OF AMERICA CORP	12/1/09	150,000.000	103.647	155,469.75			7,125.00	4.40
CUSIP 060505BS2			101.766	152,649.40	161,880.00	9,230.60 LT	2,968.75	
Unit Price: $107.920; Coupon Rate 4 750%; Matures 08/01/2015, Int. Semi-Annually Feb/Aug 01, Yield to Maturity 1.607%, Moody BAA2 S&P A-; Issued 07/26/05								
SUNTRUST BANK	12/1/09	100,000.000	101.629	101,629.25			5,000.00	4.57
CUSIP 86787GAG7			100.810	100,810.00	109,257.00	8,447.00 LT	1,666 66	
Unit Price: $109 257, Coupon Rate 5.000%; Matures 09/01/2015, Int. Semi-Annually Mar/Sep 01; Yield to Maturity 1.448%, Moody BAA1 S&P BBB; Issued 08/24/05								
MERRILL LYNCH SER B	11/10/09	100,000.000	103.888	103,888.25				
CUSIP 59018YRZ6			101.945	101,944.77	109,485.00	7,540.23 LT		
	11/5/10	100,000.000	109.170	109,170.00				
			105 325	105,325.18	109,485 00	4,159.82 LT		
	Total	200,000.000		213,058.25			10,600.00	4.84
				207,269.95	218,970.00	11,700.05 LT	2,650.00	
Unit Price: $109.485; Coupon Rate 5.300%, Matures 09/30/2015; Int. Semi-Annually Mar/Sep 30; Yield to Maturity 1 748%, Moody BAA2. S&P A-; Issued 09/26/03								
JP MORGAN CHASE & CO	3/23/11	250,000.000	108.922	272,305.00			12,875.00	4.68
CUSIP 46625HDF4			105.583	263,957.37	274,787.50	10,830.13 LT	3,218.75	
Unit Price: $109.915, Coupon Rate 5.150%; Matures 10/01/2015, Int Semi-Annually Apr/Oct 01: Yield to Maturity 1.458%; Moody A3 S&P A-; Issued 10/04/05								
MORGAN STANLEY	11/5/10	150,000.000	102.507	153,760.50			5,175.00	3.31
CUSIP 61747YCT0			101.472	152,207.85	156,286.50	4,078.65 LT	848.12	
Unit Price: $104.191; Coupon Rate 3.450%; Matures 11/02/2015; Int Semi-Annually May/Nov 02; Yield to Maturity 1 924%, Moody BAA1 S&P A-; Issued 11/02/10								
AUTOZONE INC	2/3/12	150,000.000	113.830	170,745.00			8,250.00	4.89
CUSIP 053332AF9			110.612	165,918.17	168,613.50	2,695.33 ST	1,054.16	
Unit Price. $112 409; Coupon Rate 5 500%; Matures 11/15/2015; Int Semi-Annually May/Nov 15· Yield to Maturity 1.099%; Moody BAA2 S&P BBB; Issued 11/06/03								
GENERAL ELECTRIC CAPITAL CORP	12/15/11	250,000.000	110.554	276,385.00				
CUSIP 36962GU69			107.958	269,895.21	277,755.00	7,859.79 LT		
	5/16/12	65,000.000	112.198	72,928.70				
			110.191	71,623.90	72,216.30	592 40 ST		
	Total	315,000.000		349,313 70			15,750.00	4.50
				341,519.11	349,971.30	7,859.79 LT 592.40 ST	7,568.75	
Unit Price. $111.102; Coupon Rate 5.000%, Matures 01/08/2016; Int. Semi-Annually Jan/Jul 08, Yield to Maturity 1.242%; Moody A1 S&P AA+; Issued 01/09/06								
FORTUNE BRANDS INC	2/3/12	100,000.000	112.388	112,388.00			5,375.00	4.81
CUSIP 349631AL5			109.651	109,651.13	111,714.00	2,062.87 ST	2,478.47	
Unit Price· $111 714; Coupon Rate 5 375%; Matures 01/15/2016, Int Semi-Annually Jan/Jul 15; Yield to Maturity 1 423%; Moody BAA2 S&P BBB-; Issued 01/12/06								

CONTINUED

STATEMENT A-3

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
GOLDMAN SACHS GROUP INC	9/2/09	150,000.000	104.944	157,415.25			8,025.00	4.83
CUSIP 38141GEE0			102.537	153,804.77	165,808.50	12,003.73 LT	3,700.41	
Unit Price: $110 539; Coupon Rate 5.350%, Matures 01/15/2016; Int. Semi-Annually Jan/Jul 15; Yield to Maturity 1.772%, Moody A3 S&P A-, Issued 01/17/06								
PITNEY BOWES INC	2/3/12	250,000.000	107.403	268,507.50			11,875.00	4.61
CUSIP 72447XAA5			105.784	264,459.87	257,310.00	(7,149.87) ST	5,475.69	
Unit Price. $102.924; Coupon Rate 4.750%; Matures 01/15/2016, Int. Semi-Annually Jan/Jul 15; Yield to Maturity 3.723%; Moody BAA2 S&P BBB; Issued 07/13/05								
WELLPOINT INC	11/16/11	100,000.000	113.524	113,524.00			5,250.00	4.71
CUSIP 94973VAK3			110.002	110,002 18	111,439.00	1,436.82 LT	2,420.83	
Unit Price $111 439, Coupon Rate 5 250%; Matures 01/15/2016; Int Semi-Annually Jan/Jul 15; Yield to Maturity 1.392%, Moody BAA2 S&P A-; Issued 01/10/06								
CREDIT SUISSE USA INC	5/31/12	250,000.000	113.060	282,650.00			13,437.50	4.78
CUSIP 225434AG4			111.114	277,785.83	280,595.00	2,809.17 ST	4,441.84	
Unit Price: $112 238; Coupon Rate 5.375%; Matures 03/02/2016, Int. Semi-Annually Mar/Sep 02; Yield to Maturity 1 412%; Moody A1 S&P A+; Issued 03/02/06								
RAYMOND JAMES FINANCIAL	5/18/11	250,000.000	104.318	260,795.00			10,625.00	4.04
CUSIP 754730AC3			102.976	257,438.85	262,845.00	5,406.15 LT	2,243.05	
Unit Price: $105.138; Coupon Rate 4.250%; Matures 04/15/2016; Int Semi-Annually Apr/Oct 15; Yield to Maturity 2 609%, Moody BAA2 S&P BBB; Issued 04/11/11								
EXPRESS SCRIPTS INC	7/6/11	150,000.000	102.604	153,906.00			4,687.50	2.96
CUSIP 302182AF7			101.846	152,768.45	158,143.50	5,375.05 LT	598.95	
Unit Price· $105 429; Coupon Rate 3 125%; Matures 05/15/2016; Int Semi-Annually May/Nov 15; Yield to Maturity 1.469%; Moody BAA3 S&P BBB+; Issued 05/02/11								
MERRILL LYNCH & CO	3/4/11	250,000.000	108.080	270,200.00			15,125.00	5.49
CUSIP 5901884M7			105.456	263,638.91	276,215.00	11,576.09 LT	1,890.62	
Unit Price· $110.086; Coupon Rate 6 050%; Matures 05/16/2016; Int Semi-Annually May/Nov 16; Yield to Maturity 2 891%; Moody BAA3 S&P BBB+; Issued 05/16/06								
WELLS FARGO BANK NA	5/18/11	250,000.000	112.890	282,225.00			14,375.00	5.06
CUSIP 94980VAE8			108.936	272,340.36	283,842.50	11,502.14 LT	1,836.80	
Unit Price: $113.537; Coupon Rate 5.750%; Matures 05/16/2016; Int. Semi-Annually May/Nov 15; Yield to Maturity 1 612%; Moody A1 S&P A+, Issued 05/15/06								
KELLOGG COMPANY	2/3/12	150,000.000	102.965	154,447.50			2,812 50	1 82
CUSIP 487836BF4			102.421	153,631.10	154,072.50	441.40 ST	343.74	
Unit Price· $102 715; Coupon Rate 1 875%; Matures 11/17/2016; Int. Semi-Annually May/Nov 17; Yield to Maturity 1.157%; Moody BAA1 S&P BBB+; Issued 11/17/11								
HEWLETT-PACKARD CO	4/3/12	100,000.000	105.693	105,692.88			3,300 00	3.24
CUSIP 428236BU6			104.839	104,838.90	101,789.00	(3,049.90) ST	201.66	
Unit Price· $101 789, Coupon Rate 3.300%, Matures 12/09/2016, Int. Semi-Annually Jun/Dec 09, Yield to Maturity 2.817%; Moody BAA1 S&P BBB+; Issued 12/09/11								

CONTINUED

Morgan Stanley

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

Holdings — Business Account 5355 — THALIA & MICHAEL C. CARLOS FNDTN INC, CARE OF HAROLD ABRAMS ESQ — Nickname: Foundation (Fixed Inc)

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
BELLSOUTH CORP	11/16/11	100,000.000	115.114	115,114.00				
CUSIP 079860AL6			111.930	111,930 33	114,693 00	2,762.67 LT		
	6/13/12	150,000.000	116.337	174,505.50				
			114.441	171,661.56	172,039.50	377.94 ST		
	Total	250,000.000		289,619.50			13,000.00	4.53
				283.591.89	**286,732.50**	2.762.67 LT	577.77	
						377.94 ST		
Unit Price: $114 693, Coupon Rate 5 200%, Matures 12/15/2016, Int Semi-Annually Jun/Dec 15, Yield to Maturity 1.371%; S&P A-; Issued 12/22/04								
GOLDMAN SACHS GROUP INC	3/17/11	250,000 000	108 000	270,000 00			14,062.50	5.12
CUSIP 38141GEU4			105.751	264,378.57	**274,295.00**	9,916.43 LT	6,484 37	
Unit Price. $109.718, Coupon Rate 5.625%, Matures 01/15/2017; Int. Semi-Annually Jan/Jul 15, Yield to Maturity 3 049%; Moody BAA1 S&P BBB+; Issued 01/10/07								
BEAR STEARNS CO INC	9/21/12	100,000.000	115.356	115,356.00			5,550.00	4.92
CUSIP 073902PN2			114.451	114,451 03	**112,771.00**	(1,680 03) ST	2,451 25	
Unit Price. $112.771, Coupon Rate 5.550%; Matures 01/22/2017; Int Semi-Annually Jan/Jul 22, Yield to Maturity 2 240%; Moody A3 S&P A-, Issued 11/22/06								
WELLS FARGO	10/18/12	230,000.000	104.697	240,803.10			4,830.00	2.03
CUSIP 94974BFD7			104.506	240,363.02	**237,790.10**	(2,572.92) ST	711.08	
Unit Price. $103.387, Coupon Rate 2.100%, Matures 05/08/2017; Int. Semi-Annually May/Nov 08; Yield to Maturity 1.297%, Moody A2 S&P A+; Issued 05/07/12								
JP MORGAN CHASE & CO	5/9/12	150,000.000	115.900	173,850.00			9,187.50	5.24
CUSIP 46625HGN4			114.059	171,088.00	**175,242.00**	4,154.00 ST	102.08	
Unit Price: $116 828, Coupon Rate 6.125%; Matures 06/27/2017, Int Semi-Annually Jun/Dec 27; Yield to Maturity 2.170%; Moody A3 S&P A-, Issued 06/27/07								
PRUDENTIAL FINANCIAL INC	5/4/12	300,000.000	119.293	357,879.00			18,000.00	5.00
CUSIP 74432QBC8			117.178	351,533.86	**359,964.00**	8,430.14 ST	1,499.99	
Unit Price. $119.988, Coupon Rate 6 000%; Matures 12/01/2017, Int. Semi-Annually Jun/Dec 01; Yield to Maturity 1 740%; Moody BAA2 S&P A; Issued 12/03/07								
UBS AG STAMFORD CT	11/1/12	150,000.000	120.290	180,434.93			8,812.50	4.92
CUSIP 90261XEM0			119.708	179,562.39	**178,800.00**	(762.39) ST	269.27	
Unit Price: $119 200; Coupon Rate 5.875%; Matures 12/20/2017, Int: Semi-Annually Jun/Dec 20, Yield to Maturity 1 817%; Moody A2 S&P A; Issued 12/20/07								
DELL INC	8/30/12	100,000.000	118.961	118,961.00			5,650.00	4.87
CUSIP 24702RAE1			117.927	117,926.70	**115,947.00**	(1,979.70) ST	1,192.77	
Unit Price: $115.947, Coupon Rate 5 650%; Matures 04/15/2018; Int Semi-Annually Apr/Oct 15; Yield to Maturity 2 419%; Moody A2 S&P A-; Issued 10/15/08								
FORD MOTOR CO BOND	5/16/12	55,000.000	116.547	64,100.75			3,575.00	5.61
CUSIP 345370BX7			115.064	63,285.45	**63,662.50**	377.05 ST	1,489.58	
Unit Price: $115.750; Coupon Rate 6 500%; Matures 08/01/2018, Int. Semi-Annually Feb/Aug 01; Yield to Maturity 3.380%; Moody BAA3 S&P BB+; Issued 07/27/98								

CONTINUED

STATEMENT A-3

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
MORGAN STANLEY	10/18/12	250,000.000	123.000	307,499.50			18,250.00	6.00
CUSIP 61747YCG8			122.401	306,002.91	303,805.00	(2,197.91) ST	2,433.33	
Unit Price: $121 522; Coupon Rate 7.300%; Matures 05/13/2019; Int Semi-Annually May/Nov 13, Yield to Maturity 3 499%, Moody BAA1 S&P A-, Issued 05/13/09								
HEWLETT-PACKARD CO	8/20/12	50,000.000	100.889	50,444.50			1,875.00	3.87
CUSIP 428236BF9			100.889	50,444.50	48,445.00	(1,999.50) ST	156.24	
Unit Price: $96.890; Coupon Rate 3.750%, Matures 12/01/2020; Int. Semi-Annually Jun/Dec 01, Yield to Maturity 4.216%; Moody BAA1 S&P BBB+; Issued 12/02/10								

	Face Value Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CORPORATE FIXED INCOME	7,735,000.000	$8,492,195.99			$405,541.40	4.84%
		$8,190,213.20	$8,369,847.10	$175,533.15 LT	$97,435.30	
				$4,100.75 ST		
TOTAL CORPORATE FIXED INCOME (incl.accr.int.)	80.2%		$8,467,282.40			

Watchlist and CreditWatch Indicators (*) = developing/uncertain (+) = On Watchlist/CreditWatch Upgrade (-) = On Watchlist/CreditWatch Downgrade
For more information on Watchlist and CreditWatch Indicators, please go to our website at www.morganstanley com/bondratings or contact your financial advisor

GOVERNMENT SECURITIES

TREASURY SECURITIES

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
UNITED STATES TREASURY	3/10/10	200,000.000	$107.500	$251,557.40			$5,007.64	1.93
NOTE-INFLATION INDEXED			$107 500	$269,160 65	$258,381.70	$(10,778.95) LT	$2,299.70	
CUSIP 912828BW9								
Unit Price: $103.195; Coupon Rate 2.000%; Matures 01/15/2014; Int. Semi-Annually Jan/Jul 15; Factor 1.25191000; Moody AAA, Issued 01/15/04; Current Face 250,382 000								
UNITED STATES TREASURY	3/10/10	200,000.000	110.625	236,851.16			5,727.10	2.17
NOTE-INFLATION INDEXED			110.625	253,424.18	263,267.91	9,843.73 LT	2,630.10	
CUSIP 912828FL9								
Unit Price: $114.922; Coupon Rate 2.500%; Matures 07/15/2016; Int Semi-Annually Jan/Jul 15; Factor 1.14542000; Moody AAA; Issued 07/15/06; Current Face 229,084 000								
UNITED STATES TREASURY	11/5/10	150,000.000	110.375	167,166.80			2,208.27	1.15
NOTE-INFLATION INDEXED			110.375	177,103.86	190,203.53	13,099.67 LT	1,013.20	
CUSIP 912828MF4								
Unit Price $118.539; Coupon Rate 1.375%; Matures 01/15/2020. Int Semi-Annually Jan/Jul 15: Factor 1.06971000; Moody AAA; Issued 01/15/10. Current Face 160,456 500								

000593 MSADT261

STATEMENT A-3

Morgan Stanley

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

Holdings

Bus[redacted]ccount [redacted] THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF HAROLD ABRAMS ESQ A
Nickname: Foundation (Fixed Inc)

	Face Value Percentage of Assets %	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
GOVERNMENT SECURITIES	550,000.000	$655,575.36 $699,688.69	$711,853.14	$12,164.45 LT	$12,941.01 $5,943.00	1.82%
TOTAL GOVERNMENT SECURITIES (incl.accr.int.)	6.8%		$717,796.14			

STATEMENT A-3

![Fidelity Investments]

2012 Informational Tax Reporting Statement

THALIA/MICHAEL C CARLOS FNDTN | Account No 5880 | Customer Service 404-522-57?
Recipient ID No 58-1410420 | Payer's Fed ID Number 04-35235?

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold type**)

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 S… With…
8 Description, 1d Stock or Other Symbol, CUSIP										
ADOBE SYS INC, ADBE, 00724F101										
Sale	03/26/12	10/04/11	500 000	17,065 59	11,706 75	5,358.84				
APPLE INC, AAPL, 037833100										
Sale	02/13/12	12/16/11	20 000	9,998 56	7,637.96	2,360 60				
Sale	08/28/12	12/16/11	30.000	20,239 08	11,456 93	8,782.15				
Subtotals				**30,237.64**	**19,094.89 (c)**					
BARD C R INC, BCR, 067383109										
Sale	08/28/12	12/16/11	150.000	14,671.72	13,060 42	1,611 30				
CBRE GROUP INC CL A, CBG, 12504L109										
Sale	08/28/12	12/16/11	1,000 000	17,388 06	15,278 05	2,110 01				
COCA COLA CO, KO, 191216100										
Sale	08/28/12	10/04/11	400 000	15,208 74	12,847.95	2,360.79				
CVS CAREMARK CORP, CVS, 126650100										
Sale	08/28/12	05/23/12	350 000	15,891.25	15,647 00	244 25				
EQUIFAX INC, EFX, 294429105										
Sale	02/02/12	07/06/11	500 000	19,686 52	17,647 05	2,039 47				
ISHARES BARCLAYS 1-3YEAR TREASURY BD FD, SHY, 464287457										
Sale	03/16/12	02/15/12	500 000	42,108 19	42,237.20	-129 01	129.01			
Sale	04/17/12	02/28/12	500 000	42,194 01	42,303 80 (g)	-109 79				

*Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.

STATEMENT D-1

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

THALIA/MICHAEL C CARLOS FNDTN Account No 5880 Customer Service 404-522-577
Recipient ID No 58-1410420 Payer's Fed ID Number: 04-352356

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 S With
ISHARES BARCLAYS 1-3YEAR TREASURY BD FD, SHY, 464287457										
Sale	04/17/12	03/29/12	100 000	8,438 80	8,434 96	3 84				
Subtotals				**92,741.00**	**92,975.96 (c)**					
JPMORGAN CHASE & CO, JPM, 46625H100										
Sale	08/28/12	01/17/12	500 000	18,606 63	17,505.55	1,101 08				
MARKEL CORP HLDG CO, MKL, 570535104										
Sale	08/28/12	03/30/12	30.000	12,993 25	13,432 27	-439 02				
PROCTER & GAMBLE CO, PG, 742718109										
Sale	12/19/12	08/08/12	200 000	13,857 59	13,360 59	497 00				
QUALCOMM INC, QCOM, 747525103										
Sale	08/28/12	01/17/12	250 000	15,479 98	14,360.15	1,119 83				
ROCKWELL COLLINS INC, COL, 774341101										
Sale	05/31/12	01/25/12	300 000	15,105 42	17,899 97	-2,794 55				
SCHLUMBERGER LIMITEDCOM STK USD0 01, SLB, 806857108										
Sale	08/28/12	09/19/11	250 000	18,587 76	17,759.28	828 48				
SIEMENS AG ADR-EACH CNV INTO 1 ORD NPV, SI, 826197501										
Sale	08/28/12	05/31/12	175.000	16,461 18	14,498 80	1,962.38				
SPDR SER TR S&P REGL BKG ETF, KRE, 78464A698										
Sale	02/15/12	09/19/11	300 000	7,997 42	6,237 88	1,759 54				

***Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.**

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

THALIA/MICHAEL C CARLOS FNDTN | Account No 5880 | Customer Service 404-522-57
Recipient ID No 58-1410420 | Payer's Fed ID Number 04-35235

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, 1d Stock or Other Symbol, CUSIP

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 S With
ST JUDE MEDICAL INC, STJ, 790849103										
Sale	08/08/12	10/04/11	300 000	11,538 62	10,419.20	1,119 42				
SUNTRUST BANKS INC, STI, 867914103										
Sale	08/28/12	01/25/12	700 000	17,384 60	15,057 98	2,326 62				
TIME WARNER CABLE INC COM, TWC, 88732J207										
Sale	03/19/12	09/19/11	250.000	20,112.68	16,404.93	3,707 75				
UNITEDHEALTH GROUP, UNH, 91324P102										
Sale	08/28/12	10/04/11	300 000	16,367 52	12,716.18	3,651 34				
VANGUARD INTL EQUITYINDEX FDS MSCI EMERG, VWO, 922042858										
Sale	05/23/12	11/18/11	400 000	15,026 83	15,805 47	-778 64				
Sale	08/28/12	11/18/11	400 000	16,204 08	15,805 48	398.60				
Subtotals				**31,230.91**	**31,610.95 (c)**					
WALGREEN COMPANY, WAG, 931422109										
Sale	02/15/12	08/19/11	500 000	16,977.19	17,572.35	-595 16				
TOTALS				**455,591.27**	**417,094.15(c)**			**0.00**		
	Short-Term Realized Gain					**43,343.29**				
	Short-Term Realized Loss					**-4,846.17**				
	Wash Sale Loss Disallowed						**129.01**			

Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

THALIA/MICHAEL C CARLOS FNDTN   Account No 5880   Customer Service: 404-522-57
Recipient ID No 68-1410420   Payer's Fed ID Number: 04-35235

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2012 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, 1d Stock or Other Symbol, CUSIP

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 Wit
DU PONT E I DE NEMOURS & CO, DD, 263534109										
Sale	02/02/12	09/15/10	400 000	20,658.67	17,115 51	3,543 16				
INTL BUSINESS MACH, IBM, 459200101										
Sale	01/17/12	09/14/09	75 000	13,485.36	8,886 25	4,599 11				
NESTLE SA SPON ADR EACH REPR 1 COM CHF0 , NSRGY, 641069406										
Sale	02/06/12	11/25/09	400 000	23,098 60	19,548.00	3,550 60				
NEWELL RUBBERMAID INC 5 50000% 04/15/201, 651229AF3										
Redemption	12/31/12	06/29/10	50,000 000	50,710 50	50,422.28	288.22				
OMNICOM GROUP, OMC, 681919106										
Sale	01/25/12	10/15/10	450 000	20,858 72	18,805 67	2,053 05				
OPPENHEIMERSTEELPATHMLP ALPHA I, MLPOX, 858268501										
Sale	12/19/12	09/09/11	1,956 947	20,865 19	18,349 10	2,516 09				
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Sale	01/25/12	03/06/09	75 000	12,374.97	6,914 69	5,460.28				
SPDR SER TR S&P REGL BKG ETF, KRE, 78464A698										
Sale	02/15/12	03/31/10	700 000	18,660.64	17,733 98 (g)	926 66				
TARGET CORP, TGT, 87612E106										
Sale	08/28/12	05/25/10	300 000	19,254 92	16,309.01	2,945 91				
Sale	08/28/12	08/18/11	50 000	3,209.15	2,531.26	677 89				

*Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.

STATEMENT D-2

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

THALIA/MICHAEL C CARLOS FNDTN Account No. '5880 Customer Service 404-522-57
Recipient ID No 58-1410420 Payer's Fed ID Number 04-35235

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2012 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, 1d Stock or Other Symbol, CUSIP										
Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 Witt
TARGET CORP, TGT, 87612E106										
Subtotals				22,464.07	18,840.27 (c)					
TOTALS				203,176.72	176,615.75(c)			0.00		
	Long-Term Realized Gain					26,560.97				
	Long-Term Realized Loss					0.00				
	Wash Sale Loss Disallowed						0.00			

(a) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

(b) Gross proceeds less commissions

(c) Totals of Cost or Other Basis include all tax lots with known basis Totals do not include tax lots with unknown basis

(g) Adjusted due to previous wash sale disallowed loss

(h) All gain/loss information may not be reflected due to incomplete cost basis information

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

See the supplemental gain/loss sections of this statement for options, foreign currency transactions, and closed short positions opened prior to 2011 Also refer to the gain/loss sections to see details on adjustments made to cost basis for fixed income securities and for the local currency values for internationally denominated equities and fixed income securities

We are required to convert a purchase or sale in foreign currency into its United States dollar (USD) equivalent at the time of the transaction and to use that USD equivalent amount as the cost basis or gross proceeds as applicable For securities directly bought or sold in a foreign currency in a single transaction in your account, we have converted the foreign currency into USD on the trade date of the purchase or sale using the end-of-day exchange rate If you acquired the foreign currency cost, or sold the foreign currency proceeds in exchange for USD in a separate currency transaction linked to the security transaction, the conversion was made using the spot rate at the time of the linked currency transaction In some cases, you may be required to use different currency conversion conventions than those applied here We have made these currency conversions based on the trade date of the purchase or sale For tax reporting purposes, you may be required to determine your actual USD cost basis, proceeds, and gain/loss based on the exchange rates on the settlement dates of the applicable transactions Consult your tax advisor for more information.

Certain tax rules may require you to treat as ordinary income/loss all or a portion of your realized gain/loss from any debt instruments that are denominated in a currency other than U S dollars (USD) or that make a payment calculated by reference to the value of a currency other than USD Consult your tax advisor for more information

*Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

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

Taxpayer ID Number: 58-1410420
Account Number: 1 355

Customer Service: 866-324-6088

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

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

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

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. Those 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)
AIR PROD & CHEM INC	CUSIP: 009158106	Symbol (Box 1d): APD						
	350.000	11/16/11	04/02/12	$32,420.23	$29,753.64	$0.00	$2,666.59	$0 00
SUNCOR ENERGY INC NEW COM	CUSIP: 867224107	Symbol (Box 1d): SU						
	1,230.000	11/16/11	08/31/12	$38,539.71	$40,105.63	$0.00	($1,565.92)	$0.00
	970.000	07/12/12	08/31/12	$30,393.10	$27,439.65	$0.00	$2,953.45	$0.00
Security Subtotal	2,200.000			$68,932.81	$67,545.28	$0.00	$1,387.53	$0.00
WALGREEN CO	CUSIP: 931422109	Symbol (Box 1d): WAG						
	2,400.000	06/07/11	03/14/12	$79,717.44	$104,258 88	$0.00	($24,541.44)	$0 00
Total Short Term Covered Securities				**$181,070.48**	**$201,557.80**	**$0.00**	**($20,487.32)**	**$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)	NOTES
SPDR GOLD TR GOLD SHS	CUSIP: 78463V107	Symbol (Box 1d):							
	0.000		01/11/12	$46.96	$0.00	$0.00	$0.00	$0.00	CT
	0.000		02/14/12	$45.30	$0.00	$0.00	$0.00	$0.00	CT
	0.000		03/13/12	$46.60	$0.00	$0.00	$0.00	$0.00	CT
	0.000		04/10/12	$50.68	$0.00	$0.00	$0.00	$0.00	CT
	0.000		05/16/12	$53.59	$0.00	$0.00	$0.00	$0.00	CT
	0.000		06/12/12	$45.55	$0.00	$0.00	$0.00	$0.00	CT
	0.000		07/06/12	$45.97	$0.00	$0.00	$0.00	$0.00	CT

CONTINUED ON NEXT PAGE

STATEMENT D-3

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

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

Taxpayer ID Number: 58-1410420
Account Number: i1 355

Customer Service: 866-324-6088

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

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
SPDR GOLD TR GOLD SHS	0.000		08/10/12	$46.42	$0.00	$0.00	$0.00	$0.00	CT
	0.000		09/12/12	$47.53	$0.00	$0.00	$0.00	$0.00	CT
	0.000		10/08/12	$52.61	$0.00	$0.00	$0.00	$0.00	CT
	0.000		11/19/12	$48.58	$0.00	$0.00	$0.00	$0.00	CT
	0.000		12/11/12	$46.44	$0.00	$0.00	$0.00	$0.00	CT
Security Subtotal	0.000			$576.23	576.23	$0.00	$0.00	$0.00	
TRAVELERS COMPANIES INC COM		CUSIP: 89417E109	Symbol (Box 1d): TRV						
	20.000	12/10/12	12/20/12	$1,470.13	$1,466.80	$0.00	$3.33	$0.00	
Total Short Term Noncovered Securities				**$2,046.36**	**$1,466.80**	**$0.00**	**$3.33**	**$0.00**	
Total Short Term Covered and Noncovered Securities				**$183,116.84**	$203,601	**$0.00**	$-20,484	**$0.00**	

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	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 EXPRESS CO		CUSIP: 025816109	Symbol (Box 1d): AXP					
	2,200.000	01/14/11	08/27/12	$126,426.76	$101,424.40	$0.00	$25,002.36	$0.00
NORFOLK SOUTHERN CORP		CUSIP: 655844108	Symbol (Box 1d): NSC					
	900.000	09/07/11	09/26/12	$58,130.06	$60,058.89	$0.00	($1,928.83)	$0.00

CONTINUED ON NEXT PAGE

STATEMENT D-3

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

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

Taxpayer ID Number: 58-1410420
Account Number: 1 355

Customer Service: 866-324-6088

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

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
Total Long Term Covered Securities				$184,556.82	$161,483.29	$0.00	$23,073.53	$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
AIR PROD & CHEM INC	CUSIP: 009158106		Symbol (Box 1d): APD						
	940.000	10/18/10	04/02/12	$87,071.47	$77,858.88	$0.00	$9,212.59	$0.00	
CONOCOPHILLIPS	CUSIP: 20825C104		Symbol (Box 1d): COP						
	50.000	11/16/07	01/23/12	$3,531 22	$3,976.00	$0.00	($444.78)	$0.00	
	150.000	02/01/08	01/23/12	$10,593.67	$12,085.50	$0.00	($1,491.83)	$0.00	
	100.000	04/02/08	01/23/12	$7,062.44	$7,849.00	$0.00	($786.56)	$0.00	
	150.000	05/06/08	01/23/12	$10,593.67	$13,324.50	$0.00	($2,730.83)	$0.00	
	950.000	10/31/08	01/23/12	$67,093.22	$49,683.96	$0.00	$17,409.26	$0.00	
	1,250.000	10/31/08	01/23/12	$88,280.55	$65,648.00	$0.00	$22,632.55	$0.00	
Security Subtotal	2,650.000			$187,154.77	$152,566.96	$0.00	$34,587.81	$0.00	
DOLLAR TREE INC	CUSIP: 256746108		Symbol (Box 1d): DLTR						
	1,700.000	04/07/09	07/12/12	$87,975.06	$24,818.54	$0.00	$63,156.52	$0.00	
	3,100.000	04/07/09	10/19/12	$120,749.11	$45,257.33	$0.00	$75,491.78	$0.00	
	900.000	06/15/09	10/19/12	$35,056.19	$12,778.95	$0.00	$22,277.24	$0.00	
Security Subtotal	5,700.000			$243,780.36	$82,854.82	$0.00	$160,925.54	$0.00	

CONTINUED ON NEXT PAGE

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

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

Taxpayer ID Number: 58-1410420
Account Number: 1 355

Customer Service: 866-324-6088

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

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

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

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)	NOTES
NORFOLK SOUTHERN CORP	CUSIP: 655844108		Symbol (Box 1d): NSC						
	870.000	11/12/09	09/26/12	$56,192.38	$44,976.04	$0.00	$11,216.34	$0.00	
	940.000	01/06/10	09/26/12	$60,713.61	$50,451.49	$0.00	$10,262.12	$0.00	
Security Subtotal	1,810.000			$116,905.99	$95,427.53	$0.00	$21,478.46	$0.00	
PEPSICO INC NC	CUSIP: 713448108		Symbol (Box 1d): PEP						
	85.000	12/06/04	09/11/12	$6,094.58	$4,313.75	$0.00	$1,780.83	$0.00	
	40.000	12/28/04	09/11/12	$2,868.04	$2,090.80	$0.00	$777.24	$0.00	
	15.000	01/12/05	09/11/12	$1,075.51	$795.60	$0.00	$279.91	$0.00	
	60.000	02/09/05	09/11/12	$4,302.06	$3,304.80	$0.00	$997.26	$0.00	
	150.000	08/16/05	09/11/12	$10,755.15	$8,251.50	$0.00	$2,503.65	$0.00	
	190.000	02/26/07	09/11/12	$13,623.19	$12,279.70	$0.00	$1,343.49	$0.00	
	110.000	06/08/07	09/11/12	$7,887.11	$7,257.80	$0.00	$629.31	$0.00	
	50.000	07/11/07	09/11/12	$3,585.05	$3,299.00	$0.00	$286.05	$0.00	
	20.000	01/08/08	09/11/12	$1,434.02	$1,557.80	$0.00	($123.78)	$0.00	
Security Subtotal	720.000			$51,624.71	$43,150.75	$0.00	$8,473.96	$0.00	
PROCTER & GAMBLE	CUSIP: 742718109		Symbol (Box 1d): PG						
	280.000	06/01/06	05/01/12	$17,789.37	$15,194.31	$0.00	$2,595.06	$0.00	
	80.000	02/28/07	05/01/12	$5,082.68	$5,157.60	$0.00	($74.92)	$0.00	
	90.000	06/08/07	05/01/12	$5,718.01	$5,616.90	$0.00	$101.11	$0.00	
	50.000	07/11/07	05/01/12	$3,176.67	$3,067.00	$0.00	$109.67	$0.00	
	50.000	01/08/08	05/01/12	$3,176.67	$3,635.00	$0.00	($458.33)	$0.00	
	250.000	02/01/08	05/01/12	$15,883.37	$16,644.00	$0.00	($760.63)	$0.00	
	50.000	04/02/08	05/01/12	$3,176.67	$3,545.00	$0.00	($368.33)	$0.00	

CONTINUED ON NEXT PAGE

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

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

Taxpayer ID Number: 58-1410420
Account Number: 1 355

Customer Service: 866-324-6088

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

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

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

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)	NOTES
PROCTER & GAMBLE	50.000	04/28/08	05/01/12	$3,176.67	$3,308.00	$0.00	($131.33)	$0.00	
	600.000	06/15/09	05/01/12	$38,120.10	$30,892.80	$0.00	$7,227.30	$0.00	
Security Subtotal	1,500.000			$95,300.21	$87,060.61	$0.00	$8,239.60	$0.00	
SUNCOR ENERGY INC NEW COM	CUSIP: 867224107		Symbol (Box 1d): SU						
	1,100.000	05/13/10	08/31/12	$34,466.41	$35,333.98	$0.00	($867.57)	$0.00	
TRAVELERS COMPANIES INC COM	CUSIP: 89417E109		Symbol (Box 1d): TRV						
	1,700.000	11/15/10	12/20/12	$124,961.13	$96,863.28	$0.00	$28,097.85	$0.00	

CONTINUED ON NEXT PAGE

STATEMENT D-3

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

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

Taxpayer ID Number: 58-1410420
Account Number: 1 355

Customer Service: 866-324-6088

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

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

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

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)	NOTES
WISCONSIN ENERGY CORP		CUSIP: 976657106	Symbol (Box 1d): WEC						
	3,600.000	05/07/10	10/17/12	$139,437.83	$91,090.80	$0.00	$48,347.03	$0.00	
Total Long Term Noncovered Securities				$1,080,702.88	$762,207.61	$0.00	$318,495.27	$0.00	
Total Long Term Covered and Noncovered Securities				$1,265,259.70	$923,690.90	$0.00	$341,568.80	$0.00	
Total Short and Long Term, Covered and Noncovered Securities				$1,448,376.54	$1,126,715.50	$0.00	$321,084.81	$0.00	

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2)	$1,448,376.54			
Total Cost or Other Basis (Box 3)		$363,041.09		
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.

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.

STATEMENT D-3

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

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

Taxpayer ID Number: 58-1410420
Account Number: 5 355

Customer Service: 866-324-6088

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

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. Those 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
AMERICAN EXPRESS 5550 12OC17	CUSIP: 02580ECG6	Symbol (Box 1d):							
	200,000.000	08/11/09	10/17/12	$200,000.00	$200,000.00	$0.00	$0.00	$0 00	
BB&T CORP 4900 17JN30	CUSIP: 054937AG2	Symbol (Box 1d):							
	250,000.000	07/05/11	08/15/12	$274,410.00	$268,178.10	$0.00	$6,231.90	$0.00	
CREDIT SUISSE 4875 15JA15	CUSIP: 22541LAR4	Symbol (Box 1d):							
	150,000.000	05/05/08	05/07/12	$161,565.00	$149,447.25	$0.00	$12,117.75	$0.00	
HSBC FINANCE CORP 0831 12AP24	CUSIP: 40429CFY3	Symbol (Box 1d):							
	250,000.000	10/07/09	04/24/12	$250,000.00	$239,880.25	$0.00	$10,119.75	$0.00	

CONTINUED ON NEXT PAGE

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

STATEMENT D-4

Corporate Tax Statement
Tax Year 2012

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

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

Taxpayer ID Number: 58-1410420
Account Number: 5 355

Customer Service: 866-324-6088

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

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

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

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section Those 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)	NOTES
JP MORGAN CHASE 5250 15MY01	CUSIP: 46625HAX8 Symbol (Box 1d):								
	100,000.000	06/30/09	05/07/12	$108,641.00	$100,842.23	$0.00	$7,798.77	$0.00	
KRAFT FOODS 6250 12JN01	CUSIP: 50075NAH7 Symbol (Box 1d):								
	50,000.000	03/03/05	06/01/12	$50,000.00	$50,000.00	$0.00	$0.00	$0.00	
MORGAN STANLEY 6000 15AP28	CUSIP: 61747YCE3 Symbol (Box 1d):								
	150,000.000	05/24/10	10/15/12	$162,549.53	$153,511.93	$0.00	$9,037.60	$0.00	
	100,000.000	08/24/10	10/15/12	$108,366.35	$105,976.12	$0.00	$2,390.23	$0.00	
Security Subtotal	250,000.000			$270,915.88	$259,488.05	$0.00	$11,427.83	$0.00	
PRUDENTIAL FINL 4750 15JN13	CUSIP: 74432QAG0 Symbol (Box 1d):								
	250,000.000	12/01/09	05/04/12	$267,225.00	$255,120.20	$0.00	$12,104.80	$0.00	
REGIONS FINL CORP 5750 15JN15	CUSIP: 7591EPAG5 Symbol (Box 1d):								
	250,000.000	03/17/11	08/15/12	$264,917.51	$255,637.38	$0.00	$9,280.13	$0.00	
SUNTRUST BANKS 6000 17SP11	CUSIP: 867914AZ6 Symbol (Box 1d):								
	250,000.000	07/11/11	10/15/12	$295,000.00	$279,830.33	$0.00	$15,169.67	$0.00	
UBS AG STAMFORD 5875 17DE20	CUSIP: 90261XEM0 Symbol (Box 1d):								
	200,000.000	07/05/11	10/15/12	$234,860.00	$220,047.63	$0.00	$14,812.37	$0.00	
WACHOVIA CORP 5625 16OC15	CUSIP: 929903CH3 Symbol (Box 1d):								
	150,000.000	05/08/07	05/07/12	$168,441.00	$152,488.51	$0.00	$15,952.49	$0.00	
WELLPOINT INC 6000 14FB15	CUSIP: 94973VAQ0 Symbol (Box 1d):								
	150,000.000	12/01/09	05/07/12	$162,345.00	$157,108.89	$0.00	$5,236.11	$0.00	

CONTINUED ON NEXT PAGE

STATEMENT D-4

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

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

Taxpayer ID Number: 58-1410420
Account Number: 5 355

Customer Service: 866-324-6088

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

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

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

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)	NOTES
WELLS FARGO CO 5125 12SP01		CUSIP: 949746CL3	Symbol (Box 1d):						
	100,000 000	02/05/07	09/04/12	$100,000.00	$100,000.00	$0.00	$0.00	$0.00	
Total Long Term Noncovered Securities				**$2,808,320.39**	**$2,688,068.82**	**$0.00**	**$120,251.57**	**$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.

PP This represents a return of your investment. Please compare your cost basis for this principal payment with the amount of the payment. You may have a capital loss if your cost basis exceeds the principal received or ordinary income if your cost basis is less than the principal payment. Principal payments are reported on Form 8949, Sales and Other Dispositions of Capital Assets, of the tax return. Please consult your tax advisor.

STATEMENT D-4