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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

| | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation Hyslop Shannon Foundation C/O James R. Morton | | A Employer identification number 72-1447443 |
| Number and street (or P O box number if mail is not delivered to street address) 1100 Poydras Street | Room/suite 2100 | B Telephone number 504-599-8507 |
| City or town, state, and ZIP code New Orleans, LA 70163-2100 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,563,036. | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|----------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received | | | | N/A | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | 81,819. | 81,819. | | Statement 1 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | 108,120. | | | |
| b Gross sales price for all assets on line 6a | | 1,461,889. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 108,120. | | |
| 8 Net short-term capital gain | | | | | |
| 9 Income modifications | | | | | |
| 10a Gross sales less returns and allowances | | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | | 3,874. | 3,874. | | Statement 2 |
| 12 Total. Add lines 1 through 11 | | 193,813. | 193,813. | | |
| 13 Compensation of officers, directors, trustees, etc | | 10,000. | 8,750. | | 1,250. |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees | | | | | |
| b Accounting fees Stmt 3 | | 3,500. | 2,000. | | 1,500. |
| c Other professional fees Stmt 4 | | 6,916. | 6,916. | | 0. |
| 17 Interest | | | | | |
| 18 Taxes Stmt 5 | | 1,626. | 1,626. | | 0. |
| 19 Depreciation and depletion | | | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses | | | | | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 22,042. | 19,292. | | 2,750. |
| 25 Contributions, gifts, grants paid | | 164,376. | | | 164,376. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 186,418. | 19,292. | | 167,126. |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | | 7,395. | | | |
| b Net investment income (if negative, enter -0-) | | | 174,521. | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |

919-20

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Part II Balance Sheets

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

| | | Beginning of year | End of year | |
|----------------------------------------------------------|-------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 163,075. | 466,335. | 466,335. |
| | 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 6 | 159,559. | 325,601. | 328,554. |
| | b Investments - corporate stock Stmt 7 | 1,760,451. | 1,476,608. | 1,704,005. |
| | c Investments - corporate bonds Stmt 8 | 563,799. | 362,461. | 386,459. |
| 11 Investments - land, buildings, and equipment: basis ▶ | | | | |
| Less: accumulated depreciation ▶ | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other Stmt 9 | 506,277. | 529,551. | 677,683. | |
| 14 Land, buildings, and equipment: basis ▶ | | | | |
| Less: accumulated depreciation ▶ | | | | |
| 15 Other assets (describe ▶) | | | | |
| 16 Total assets (to be completed by all filers) | 3,153,161. | 3,160,556. | 3,563,036. | |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶) | | | |
| 23 Total liabilities (add lines 17 through 22) | 0. | 0. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | |
| | 27 Capital stock, trust principal, or current funds | 0. | 0. | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 3,153,161. | 3,160,556. | |
| 30 Total net assets or fund balances | 3,153,161. | 3,160,556. | | |
| 31 Total liabilities and net assets/fund balances | 3,153,161. | 3,160,556. | | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 3,153,161. |
| 2 Enter amount from Part I, line 27a | 2 | 7,395. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 3,160,556. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 3,160,556. |

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 1,461,889. | | 1,353,769. | 108,120. |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | 108,120. |

| | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|----------|
| 2 Capital gain net income or (net capital loss) | 2 | 108,120. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 | 3 | N/A |

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

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

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

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

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2011 | 143,384. | 3,418,358. | .041945 |
| 2010 | 161,119. | 3,333,975. | .048326 |
| 2009 | 185,292. | 3,031,311. | .061126 |
| 2008 | 179,438. | 3,493,358. | .051365 |
| 2007 | 195,116. | 3,813,923. | .051159 |

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 Total of line 1, column (d) | 2 | .253921 |
| 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 | .050784 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 3,536,210. |
| 5 Multiply line 4 by line 3 | 5 | 179,583. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 1,745. |
| 7 Add lines 5 and 6 | 7 | 181,328. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 167,126. |

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 3,490. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 3,490. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 3,490. |
| 6 Credits/Payments: | | | |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 5,219. | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 5,219. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 1,729. | |
| 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 1,729. Refunded <input type="checkbox"/> 0. | 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? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV. | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> LA | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

N/A

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u> | 13 | X | |
| 14 | The books are in care of ► <u>James R. Morton</u> Telephone no. ► <u>504-599-8507</u> Located at ► <u>1100 Poydras St, Ste 2100, New Orleans, LA, New O</u> ZIP+4 ► <u>70163-2100</u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year | 15 | N/A | |
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | 16 | Yes | No |
| | | | | X |

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

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

| | | Yes | No |
|-----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a | During the year did the foundation (either directly or indirectly): | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A | 1b | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 1c | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | |
| a | At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 2b | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> N/A | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 3b | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 4b | X |

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

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

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 |
|---------------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| James R. Morton 1100 Poydras Street, Suite 2100 New Orleans, LA 701632100 | President, Director 1.00 | 5,000. | 0. | 0. |
| Carol Whipple 945 Huckleberry Road Northbrook, IL 60062 | Secretary/Treas, Director 1.00 | 5,000. | 0. | 0. |
| Thomas M. Morton 1553 Acorn Court Gurnee, IL 60031 | Vice President, Director 1.00 | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |

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

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

Total number of other employees paid over \$50,000

0

Form 990-PF (2012)

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 | 2,771,711. |
| b | Average of monthly cash balances | 1b | 140,667. |
| c | Fair market value of all other assets | 1c | 677,683. |
| d | Total (add lines 1a, b, and c) | 1d | 3,590,061. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 3,590,061. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 53,851. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 3,536,210. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 176,811. |

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 | 176,811. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 3,490. |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 3,490. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 173,321. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 173,321. |
| 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 | 173,321. |

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 | 167,126. |
| 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 | 167,126. |
| 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 | 167,126. |

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 | | | | 173,321. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | 164,442. | |
| 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: ► \$ 167,126. | | | | |
| a Applied to 2011, but not more than line 2a | | | 164,442. | |
| 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 | | | | 2,684. |
| 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 | | | | 170,637. |
| 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)

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

| Tax year | Prior 3 years | | | (e) Total | |
|---------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------|-----------|--|
| (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | | |
| 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:

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

c Any submission deadlines:

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

Hyslop Shannon Foundation

Form 990-PF (2012)

C/O James R. Morton

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Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|----------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| Art Institute of Chicago 111 South Michigan Avenue Chicago, IL 60603 | NONE | Public Charity | Cultural | 2,500. |
| Beth Emet Soup Kitchen 1224 Dempster St Evanston, IL 60202 | NONE | Public Charity | Civic | 1,000. |
| Box It Foundation 5401 Fargo Avenue Skokie, IL 60077 | NONE | Public Charity | Civic | 4,000. |
| Carepoint 113 Custer Evanston, IL 60202 | NONE | Public Charity | Civic | 1,500. |
| Chicago A Cappella 2936 North Soutport Avenue Chicago, IL 60657 | NONE | Public Charity | Cultural | 12,750. |
| Total | See continuation sheet(s) ▶ 3a | | | 164,376. |
| b Approved for future payment | | | | |
| None | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | ▶ 3b | | | 0. |

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 Par Pharmaceutical | | P | 02/28/11 | 10/02/12 |
| b Par Pharmaceutical | | P | 03/01/11 | 10/02/12 |
| c Ancestry Com Inc | | P | 01/26/12 | 12/31/12 |
| d Eaton Corp | | P | 06/21/11 | 12/03/12 |
| e Morgan Stanley Citigroup Global Markets see attac | | P | | |
| f Morgan Stanley Realized Gain/Loss see attached de | | P | | |
| g Capital Gains Dividends | | | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 200. | | 124. | 76. |
| b 1,050. | | 652. | 398. |
| c 2,592. | | 2,289. | 303. |
| d 14,534. | | 12,502. | 2,032. |
| e 622,333. | | 578,794. | 43,539. |
| f 802,138. | | 759,408. | 42,730. |
| g 19,042. | | | 19,042. |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

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

| (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 | | | 76. |
| b | | | 398. |
| c | | | 303. |
| d | | | 2,032. |
| e | | | 43,539. |
| f | | | 42,730. |
| g | | | 19,042. |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| | | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|---|----------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } | | 2 | 108,120. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 } | | 3 | N/A |

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| Chicago Symphony Orchestra 220 South Michigan Avenue Chicago, IL 60604 | NONE | Public Charity | Cultural | 800. |
| Congregation Or Shalom 21 Hawthorn Parkway Vernon Hills, IL 600611445 | NONE | Public Charity | Religious | 30,000. |
| Fore Kids Foundation 11005 LaPalCo Blvd Avondale, LA 70094 | NONE | Public Charity | Civic | 22,000. |
| Hugh Obrian Youth Leadership 10880 Wilshire Boulevard, Suite 410 Los Angeles, CA 90024 | NONE | Public Charity | Education | 1,000. |
| Lake County JATC 31290 N US Hwy 45 Unit A Libertyville, IL 60048 | NONE | Public Charity | Educational | 3,000. |
| Loyola University St Charles Avenue New Orleans, LA 70118 | NONE | Public Charity | Educational | 6,250. |
| One Hope United - Northern Region 111 East Wacker Drive, Suite 325 Chicago, IL 60601 | NONE | Public Charity | Civic | 2,900. |
| Ravinia Festival 1575 Oakwood Avenue Highland Park, IL 60035 | NONE | Public Charity | Civic | 7,200. |
| Spartan FC 1500 Shermer Road, Suite 235W Northbrook, IL 60062 | NONE | Public Charity | Civic | 2,000. |
| St Baldrick's Fund 1333 South Mayflower Avenue, Suite 400 Monrovia, CA 91016 | NONE | Public Charity | Medical | 500. |
| Total from continuation sheets | | | | 142,626. |

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Part XV Supplementary Information

| 3 Grants and Contributions Paid During the Year (Continuation) | | | | |
|---------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Tails of Hope 1628 Old Deerfield Highland Park, IL 60035 | NONE | Public Charity | Civic | 4,000. |
| Tulane University 28 McAlister Drive New Orleans, LA 70118 | NONE | Public Charity | Educational | 2,550. |
| UNIDOS 4000 West Lake Glenview, IL 60026 | NONE | Public Charity | Civic | 1,000. |
| United Way 2515 Canal Street New Orleans, LA 70119 | NONE | Public Charity | Civic | 24,850. |
| WTTW Public TV 5400 N St Louis Avenue Chicago, IL 60625 | NONE | Public Charity | Civic | 600. |
| Interactions in Multi Media Arts & Outreach 8033 S Sawyer Avenue Chicago, IL 60652 | NONE | Public Charity | Arts | 1,000. |
| American Cancer Society 2605 River Road New Orleans, LA 70121 | NONE | Public Charity | Medical | 210. |
| National MS Society 1700 Owens St San Francisco, CA 94107 | NONE | Public Charity | Medical | 100. |
| Elmhurst College 190 S Prospect Avenue Elmhurst, IL 60126 | NONE | Public Charity | Education | 5,000. |
| Mary Bird Perkins Cancer Center 8166 Main Street, Ste 102 Houma, LA 70363 | NONE | Public Charity | Medical | 1,000. |
| Total from continuation sheets | | | | |

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|-------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| BAWCF 2424 Washington St, Ste 123 Waukegan, IL 60085 | NONE | Public Charity | Prevention of Domestic Violence | 500. |
| Northbrook Civic Foundation 2002 Walters Avenue Northbrook, IL 60062 | NONE | Public Charity | Civic | 200. |
| LA Sports Hall of Fame Foundation 500 Front Street Natchitoches, LA 71497 | NONE | Public Charity | Civic | 1,000. |
| March of Dimes 1101 Winchester Blvd San Jose, CA 95128 | NONE | Public Charity | Medical | 250. |
| Health Alliance for Austin Musicians P O Box 301496 Austin, TX 78703 | NONE | Public Charity | Health | 1,000. |
| Ecole Bilingue de la Nouvelle Orleans 821 General Pershing St New Orleans, LA 70115 | NONE | Public Charity | Educational | 2,200. |
| J Kyle Broad Leadership Foundation 53634 Road NNN P O Box 166 Villa Grove, CO 81155 | NONE | Public Charity | Civic | 6,000. |
| Foundation Think Again 914 Westwood Blvd Box 592 Los Angeles, CA 90024 | NONE | Public Charity | Health | 500. |
| Chicago Botanical Gardens 1000 Lake Cook Avenue Glencoe, IL 60022 | NONE | Public Charity | Civic | 13,500. |
| Rotary Club of Northbrook P O Box 283 Northbrook, IL 60065 | NONE | Public Charity | Civic | 1,500. |
| Total from continuation sheets | | | | |

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3 Grants and Contributions Paid During the Year (Continuation)

223631
05-01-12

| | | | |
|-------------|----------------------------------------|-----------|---|
| Form 990-PF | Dividends and Interest from Securities | Statement | 1 |
|-------------|----------------------------------------|-----------|---|

| Source | Gross Amount | Capital Gains Dividends | Column (A) Amount |
|-------------------------------------|--------------|-------------------------|-------------------|
| Mesirow Financial | 16,916. | 1. | 16,915. |
| Morgan Stanley | 28,582. | 2. | 28,580. |
| Morgan Stanley | 27,305. | 1,030. | 26,275. |
| Sports Venture Partners II | 19,449. | 13,077. | 6,372. |
| Sports Venture Partners Real Estate | 8,609. | 4,932. | 3,677. |
| Total to Fm 990-PF, Part I, ln 4 | 100,861. | 19,042. | 81,819. |

| | | | |
|-------------|--------------|-----------|---|
| Form 990-PF | Other Income | Statement | 2 |
|-------------|--------------|-----------|---|

| Description | (a) Revenue Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| Sports Venture Partners II | 11,835. | 11,835. | |
| Sports Venture Partners Real Estate | -7,961. | -7,961. | |
| Total to Form 990-PF, Part I, line 11 | 3,874. | 3,874. | |

| | | | |
|-------------|-----------------|-----------|---|
| Form 990-PF | Accounting Fees | Statement | 3 |
|-------------|-----------------|-----------|---|

| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| David Kirk Stirton CPA | 3,500. | 2,000. | | 1,500. |
| To Form 990-PF, Pg 1, ln 16b | 3,500. | 2,000. | | 1,500. |

| Form 990-PF | Other Professional Fees | | | Statement | 4 |
|--------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|----|
| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes | |
| Morgan Stanley Investment Fees | 6,916. | 6,916. | | | 0. |
| To Form 990-PF, Pg 1, ln 16c | 6,916. | 6,916. | | | 0. |

| Form 990-PF | Taxes | | | Statement | 5 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|----|
| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes | |
| Foreign Taxes | 1,507. | 1,507. | | | 0. |
| Other brokerage charges | 119. | 119. | | | 0. |
| To Form 990-PF, Pg 1, ln 18 | 1,626. | 1,626. | | | 0. |

| Form 990-PF | U.S. and State/City Government Obligations | | | Statement | 6 |
|---------------------------------------------------------------|--------------------------------------------|----------------|------------|----------------------|---|
| Description | U.S. Gov't | Other Gov't | Book Value | Fair Market Value | |
| U S Treasury Note CPN 1.375% due 2/28/19 | X | | 19,906. | 20,456. | |
| U S Treasury Note 2.124% due 8/15/21 | X | | 21,231. | 22,057. | |
| U S Treasury Note 2.000% due 11/15/21 | X | | 39,071. | 40,441. | |
| U S Treasury Note CPN 2.000% due 2/15/22 | X | | 16,052. | 16,532. | |
| U S Treasury Note Inflation Index Note CPN 0.125% due 7/15/22 | X | | 22,902. | 23,005. | |
| U S Treasury Note Inflation Index Note CPN 2.500% due 1/15/29 | X | | 6,142. | 6,188. | |
| Fedl Natl Mtg Assn Pool #735580 CPN 5.000% due 6/1/35 | X | | 11,632. | 13,405. | |

| | | |
|--------------------------------------------------|----------|----------|
| Fedl Natl Mtg Assn Pool #735676 CPN X | | |
| 5.000% due 7/1/35 | 8,045. | 6,442. |
| Fedl Natl Mtg Assn Pool #735893 CPC X | | |
| 5/000% due 10/1/25 | 16,016. | 15,591. |
| Fedl Natl Mtg Assn Pool #AE0115 CPN X | | |
| 5.500% due 12/1/35 | 19,389. | 18,046. |
| Fedl Natl Mtg Assn Pool #745275 CPN X | | |
| 5.000% due 2/1/36 | 1,304. | 1,236. |
| Fedl Home Loan Mtg Corp Pool X | | |
| #G03432 Gold CPN 5.500% due 11/1/27 | 8,600. | 8,664. |
| Fedl Home Loan Mtg Corp Pool X | | |
| #G04913 Gold CPN 5.000% due 3/1/38 | 1,638. | 1,388. |
| Fedl Natl Mtg Assn Pool #889579 CPN X | | |
| 6.000% due 5/1/38 | 4,740. | 4,430. |
| Fedl Natl Mtg Assn Pool #930071 CPN X | | |
| 6.000% due 10/1/38 | 2,149. | 1,998. |
| Fedl Natl Mtg Assn Pool #995069 CPN X | | |
| 6.000% due 10/1/38 | 6,816. | 7,040. |
| Fedl Natl Mtg Assn Pool #AB1389 CPN X | | |
| 4.500% due 8/1/40 | 10,848. | 11,314. |
| Fedl Natl Mtg Assn Pool #AH5583 CPN X | | |
| 4.500% due 2/1/41 | 18,656. | 19,945. |
| Fedl Natl Mtg Assn Pool #AB4115 CPN X | | |
| 4.000% due 12/1/41 | 25,249. | 25,056. |
| Fedl Natl Mtd Assn Pool #AL1948 CPN X | | |
| 4.000% due 1/1/42 | 27,259. | 26,660. |
| Fedl Natl Mtg Assn Pool #AB4297 CPN X | | |
| 3.500% due 1/1/42 | 18,183. | 18,690. |
| Fedl Natl Mtg Assn Pool #AB5472 CPN X | | |
| 3.500% due 6/1/42 | 19,773. | 19,970. |
| Total U.S. Government Obligations | 325,601. | 328,554. |
| Total State and Municipal Government Obligations | | |
| Total to Form 990-PF, Part II, line 10a | 325,601. | 328,554. |

| Form 990-PF | Corporate Stock | Statement | 7 |
|------------------------------------------------|-----------------|-------------------|---|
| Description | Book Value | Fair Market Value | |
| AIA Group Ltd Spon ADR | 3,303. | 3,641. | |
| Arm Holdings PLC Sponsored ADR | 724. | 4,275. | |
| Accenture PLC Ireland Class A New | 3,090. | 3,658. | |
| Adidas AG Sponsored ADR | 6,297. | 7,616. | |
| Assa Abloy AB ADR | 5,937. | 8,070. | |
| BG Group PLC ADR Final Installment New | 5,164. | 5,113. | |
| Baidu Inc | 3,421. | 2,708. | |
| CNOOC Ltd | 4,937. | 7,260. | |
| Carnival Corp Paired CTF 1 Com Carnivl Crp & 1 | | | |
| Tr Sh Ben Int P&O Princess | 8,463. | 8,016. | |

| | | |
|------------------------------------------------|---------|---------|
| Canadian National Railway Company | 4,230. | 6,826. |
| Check Point Software Technologies Ltd | 4,979. | 4,288. |
| Credit Suisse Group Sponsored ADR | 7,369. | 4,568. |
| Dassault Systemes S A Sponsored ADR | 2,038. | 4,524. |
| Embraer S A Sponsored ADR Rep 4 Comm Shs | 7,349. | 6,671. |
| Fanuc Corp ADR | 2,960. | 7,239. |
| Flsmidth & Company A/S Sponsored ADR | 3,503. | 3,347. |
| Fresenius Medical Care AG & Co KGAA | 4,081. | 6,860. |
| HSBC Holdings PLC Sponsored ADR New | 5,365. | 6,315. |
| Hang Lung PPTYS Ltd Spons ADR | 2,834. | 3,788. |
| Hennes & Mauritz AB ADR | 5,559. | 7,304. |
| Hong Kong Exchanges & Clearing Limited ADR | 2,226. | 4,626. |
| ITAU Univanco Holding SA Sponsored ADR | | |
| Representing 500 PFD | 7,892. | 7,407. |
| Industrial & Commercial Bk of China Asia ADR | 5,864. | 5,806. |
| KDDI Corp ADR | 3,907. | 4,017. |
| Kingfisher PLC Sponsored ADR Par 15 5/7 Pence | 7,406. | 8,455. |
| Komatsu Ltd Spons ADR New | 4,956. | 7,456. |
| LVMH Moet Hennessy Louis Vuitton ADR | 4,330. | 11,571. |
| Las Vegas Sands Corp | 5,421. | 5,632. |
| Li & Fung Limited ADR | 4,759. | 4,654. |
| Mercadolibre Inc | 3,040. | 3,770. |
| Michelin Compagnie Generale Des Etablissements | | |
| ADR | 4,682. | 6,237. |
| Mitsubishi UFJ Financial Group Inc Spon ADR | 6,035. | 5,480. |
| Nestle S A Spnsd ADR Repsting Reg Shs | 3,919. | 6,452. |
| Novartis AG Sponsored ADR | 5,554. | 7,216. |
| Novo Nordisk AS ADR | 2,825. | 9,793. |
| Pearson PLC Sponsored ADR | 5,047. | 5,237. |
| Potash Corp | 4,979. | 5,290. |
| Publicis SA New Sponsored ADR | 4,300. | 5,973. |
| Reckitt Benckiser PLC | 15,218. | 10,718. |
| Sberbank Russia Spon ADR | 4,149. | 4,861. |
| SabMiller PLC Spons ADR | 2,060. | 4,211. |
| SAP AG Spons ADR Representing 1 Common Share | 6,102. | 11,012. |
| Schlumberger Ltd. | 5,650. | 7,761. |
| Siemens A G Spons ADR | 7,961. | 7,663. |
| Southern Copper Corp Del | 2,410. | 2,840. |
| Swatch Group AG | 4,681. | 6,172. |
| Syngenta AG Sponsored ADR | 3,287. | 3,959. |
| Taiwan Semiconductor Manufacturing Company Ltd | | |
| Spons ADR | 3,924. | 4,942. |
| Tencent Holdings Ltd ADR | 4,870. | 7,738. |
| Tesco PLC Sponsored ADR | 6,308. | 5,239. |
| Teva Pharmaceutical iNDS Ltd ADR | 6,896. | 7,020. |
| Toyota Motor Corp Sponsored ADR | 9,459. | 9,325. |
| Turkiye Garanti Bankasi A S Sponsored ADR | | |
| Representing 2000 shs | 3,791. | 4,441. |
| Vodafone Group PLC New Sponsored ADR | 3,303. | 3,098. |
| Wal-Mart De Mexico S A B De C C Sponsored ADR | | |
| Series V | 1,732. | 5,343. |
| Yandex N V Shs Cl A | 4,779. | 3,619. |
| Yum Brands Inc | 5,073. | 5,046. |
| Abbott Laboratories | 16,249. | 17,423. |

| | | |
|----------------------------------------------------------|---------|---------|
| Alexion Pharmaceuticals | 5,664. | 9,655. |
| Allergan Inc | 10,400. | 10,183. |
| Amazon.com Inc | 9,218. | 9,784. |
| Apple Inc | 14,779. | 44,703. |
| Baidu Inc Sponsored ADR Repstg ORD Shares Class A | 5,346. | 4,714. |
| Broadcom Corp Class A | 8,945. | 9,199. |
| CBS Corp New Cl B | 9,310. | 9,779. |
| Citrix Systems Inc | 8,685. | 8,596. |
| Cognizant Technology Solutions Corp Cl A | 11,234. | 11,452. |
| Crown Castle Intl Corp | 14,869. | 19,772. |
| Cummins Inc | 6,566. | 8,668. |
| Danaher Corp | 16,276. | 17,105. |
| Dollar General Corp New | 15,097. | 15,211. |
| Ebay Inc | 14,701. | 22,796. |
| Ensco PLC Cl A | 5,054. | 6,106. |
| Gilead Sciences Inc | 12,777. | 19,317. |
| Google Inc Cl A | 12,933. | 14,855. |
| Granger W W Inc | 5,884. | 6,273. |
| Hershey Company | 9,710. | 9,750. |
| Hertz Global Holdings Inc | 10,810. | 11,243. |
| Home Depot | 6,465. | 7,669. |
| Intuitive Surgical Inc. | 9,869. | 9,807. |
| Limited Brands Inc. | 12,590. | 12,283. |
| Lululemon Athletica Inc | 6,028. | 8,614. |
| Monsanto Company New | 12,248. | 15,996. |
| Monster Beverage Corp | 11,388. | 9,353. |
| Pioneer Natural Resources Company | 10,510. | 11,299. |
| Precision Castparts Corp | 11,204. | 15,532. |
| Priceline Com Inc New | 5,640. | 13,028. |
| Qualcomm Inc. | 13,413. | 15,960. |
| Starbucks Corp | 10,822. | 13,247. |
| TJX Companies Inc New | 8,239. | 11,037. |
| Teradata Corp Del | 8,616. | 7,736. |
| Union Pacific Corp | 12,088. | 15,212. |
| Unitedhealth Group Inc | 8,494. | 8,407. |
| VMWare Inc Class A | 8,895. | 8,661. |
| Visa Inc Class A | 13,302. | 22,131. |
| Whole Foods Market Inc | 10,973. | 11,502. |
| William Cos Inc Del | 11,762. | 12,147. |
| Agile Property Holdings Ltd ADR | 1,423. | 1,675. |
| AAC Acoustic Technologies Holdings Inc ADR | 1,504. | 1,870. |
| Advanced Semiconductor Energy Inc Sponsored ADR | 2,522. | 2,495. |
| American Movil S A B DE CD Sponsored ADR Repstg Series L | 4,026. | 3,633. |
| Anhui Conch Cement Company Ltd ADR | 1,767. | 1,777. |
| Antofagasta PLC Sponsored ADR | 2,427. | 2,590. |
| Baidu Inc. Sponsored ADR Repstg Ord Shares Class A | 4,018. | 3,310. |
| Banco Bradesco S A Sponsored ADR Repstg PFD Shs New 2004 | 2,392. | 2,310. |
| Brasil Foods S A Sponsored ADR | 694. | 950. |
| CNOOC Ltd Spons ADR | 2,686. | 3,740. |
| Carlsbery As Sponsored ADR | 1,696. | 1,970. |

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|---------------------------------------------------|--------|--------|
| China Overseas Limited * Omvestment Limited ADR | 1,911. | 2,489. |
| China Construction Bank Corp ADR | 5,201. | 4,642. |
| China Communications Construction Company Ltd ADR | 1,732. | 1,861. |
| China Minsheng Banking Corp Ltd ADR Repstg H Shs | 1,411. | 1,739. |
| Compania De Minas Bluenaventura S A Spons ADR | | |
| Reptsng Shs | 2,133. | 1,977. |
| Credicorp Limited | 1,910. | 2,345. |
| Dr. Reddys Laboratories Ltd ADR | 884. | 1,032. |
| Gaxprom O A O Sponsored ADR | 3,182. | 2,306. |
| Galaxy Entertainment Group Limited Spon ADR | 1,317. | 1,932. |
| HDFC Bank Lit ADR Repstg 3 shs | 3,428. | 4,398. |
| ICICI Bank Limited Sponsored ADR | 2,737. | 3,402. |
| IShares MSCI South Korea Index ETF | 5,792. | 6,525. |
| ITAU UITAU Unibanco Holding SA Sponsored ADR | | |
| Representing 500 Pfd | 5,086. | 4,016. |
| India Fund Inc. | 627. | 648. |
| Industrial & Commercial Bk of China Asia ADR | 3,445. | 3,533. |
| Infosys Ltd Sponsored ADR Repstg 1 Equity Sh | 2,582. | 1,904. |
| Jiangxi Copper Company Limited Sponsored ADR | 1,760. | 1,732. |
| KB Financial Group Inc Sponsored ADR | | |
| Representing 1 Com Share | 3,595. | 3,339. |
| Keppel Ltd Spons ADR | 2,568. | 2,684. |
| KOC Holding ADR | 641. | 994. |
| Las Vegas Sands Corp | 3,146. | 3,785. |
| Oil Company Lukoil Spons ADR | 4,336. | 4,860. |
| Mobile Telesystem OJSC Spons ADR | 1,405. | 1,492. |
| Naspers Ltd Sponsored ADR Repsty Class N Shares | 2,407. | 3,510. |
| PT Bank Mandiri Persero TBK | 2,447. | 2,708. |
| Pacific Rubiales Energy Corp New | 2,418. | 2,418. |
| PT Persusahaan Gas Negara Persero TBK ADR Repstg | | |
| 50 Cl B Shs | 1,371. | 1,656. |
| Petroleo Brasileiro SA Petrobras Sponsorec ADR | | |
| Non Voting | 2,154. | 1,390. |
| Petroleo Brasileiro SA Petrobras Sponsored ADR | 2,283. | 1,227. |
| Posco Sponsored ADR | 1,524. | 1,314. |
| Sberbank Russia Spon ADR | 2,091. | 2,298. |
| Sembcorp Marine Ltd ADR | 1,395. | 1,318. |
| Shinhan Financial Group Company Ltd Sponsored | | |
| ADR | 3,379. | 3,591. |
| Siliconware Precision Inds Ltd Spons ADr | 2,794. | 2,542. |
| Silver AStandard Resource Inc | 3,447. | 2,665. |
| Southern Copper Corp Del | 2,120. | 2,461. |
| Taiwan Semiconductor Manufacturing Company Ltd | | |
| Spons ADR | 3,007. | 4,822. |
| Tata Motors Ltd Spons ADR | 1,323. | 1,781. |
| Telefonica Brasil SA Sponsored ADR | 1,993. | 1,949. |
| Tencent Holdings Ltd. | 1,407. | 1,796. |
| Tim Participacoes S A Sponsored ADR | 1,659. | 1,209. |
| Turkiye Garanti Bankasi A S Sponsored ADR | | |
| Representing 2000 shs | 2,770. | 3,390. |
| Vale S A ADR | 5,035. | 3,626. |
| Yandex N V Shs Cl A | 1,047. | 1,206. |
| Yamana Gold Inc | 1,772. | 2,065. |

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|------------------------------------------------|---------|---------|
| Zijin Mining Group Company Ltd ADR Cl H | 750. | 833. |
| Zoomlion Heavy Ind Sci & Tech Company ADR | 1,519. | 1,871. |
| Ace Ltd | 6,395. | 10,214. |
| Abbott Laboratories | 5,821. | 8,057. |
| Aetna Inc New | 12,183. | 16,070. |
| Archer Daniels Midland Company | 13,562. | 12,216. |
| Baxter International Inc | 12,047. | 14,532. |
| CVS Caremark Corp | 5,482. | 8,413. |
| Carnival Corp Paired CTF 1 Com Carnivl Crp & 1 | | |
| Tr Sh Ben Int P&O Princess | 11,349. | 13,421. |
| Chevron Corp | 8,909. | 12,328. |
| Corning Inc | 12,650. | 9,288. |
| Devon Energy Corp New | 14,027. | 10,980. |
| Dow Chemical Company | 13,409. | 12,942. |
| Eaton Corp PLC | 14,534. | 15,170. |
| Flextronics Intl Ltd | 10,082. | 12,165. |
| Halliburton Company | 16,053. | 16,894. |
| Honeywell Intl Inc | 8,835. | 14,281. |
| Hospira Inc | 8,730. | 7,466. |
| KBR Inc | 10,471. | 13,853. |
| Medtronic Inc | 10,300. | 13,044. |
| Metlife, Inc | 9,649. | 8,960. |
| Masaic Company New | 13,529. | 12,119. |
| NYSE Euronext | 9,222. | 10,913. |
| Norfolk Southern Corp | 9,187. | 10,884. |
| Occidental Petroleum Corp | 8,484. | 7,201. |
| On Semiconductor Corp | 9,659. | 9,250. |
| Partnerre Limited | 7,685. | 9,176. |
| Procter & Gamble Company | 12,555. | 13,850. |
| Prudential Financial Inc. | 11,830. | 12,639. |
| Royal Dutch Shell PLC Sponsored ADR Repstg A | | |
| Shares | 11,980. | 11,997. |
| Superior Energy Services Inc | 11,306. | 8,806. |
| Symantec Corp | 12,202. | 13,475. |
| Target Corp | 10,642. | 12,189. |
| Teva Pharmaceutical Inds Ltd ADR | 9,720. | 7,767. |
| Unilever N V New York Shares New | 6,229. | 9,958. |
| Union Pacific Corp | 4,033. | 8,800. |
| Vodafone Group PLC New Sponsored ADR | 12,977. | 11,663. |
| WWestern Union Company | 10,505. | 9,949. |
| Willis Group Holdings Public Limited Company | 5,529. | 7,310. |
| Blackrock Intl Bond Instl Cl | 46,789. | 43,540. |
| Bond Instl Cl | 92,680. | 87,800. |
| Acacia Research Corp | 4,613. | 5,850. |
| Actuant Corp Cl A New | 1,682. | 1,842. |
| Accuray Inc. | 730. | 598. |
| Alliance Data Systems Corp | 1,794. | 8,107. |
| American Campus Communities Inc | 1,515. | 2,445. |
| Andersons Inc | 2,406. | 2,628. |
| Arctic Cat Inc | 2,350. | 1,870. |
| Bio Reference Labs New Com Par \$0.01 | 1,492. | 1,947. |
| Brandywine Realty Trust New | 1,514. | 1,755. |
| Callaway Golf Company | 686. | 774. |
| Catamaran Corp | 11,039. | 6,688. |

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|-----------------------------------------|--------|--------|
| Cinemark Holdings Inc | 2,720. | 3,663. |
| Cobiz Financial Inc | 872. | 1,180. |
| Core Laboratories NV | 2,209. | 5,138. |
| Dawson Geophysical Company | 1,218. | 765. |
| EPR Proeprties Ben Int | 2,999. | 7,009. |
| Education Realty Trust Inc Reit | 809. | 830. |
| Extra Space Storage Inc | 1,189. | 1,310. |
| FNB Corp | 2,369. | 2,804. |
| Fifth & Pacafic Companies Inc | 1,458. | 1,805. |
| Finsar Corp New | 1,254. | 1,336. |
| First Cash Financial Services Inc | 2,386. | 3,027. |
| Gardner Denver | 2,589. | 3,905. |
| Glu Mobile Inc. | 1,252. | 734. |
| Hain Celestial Group Inc | 1,753. | 3,253. |
| Heartland Payment System Inc | 1,432. | 2,124. |
| Schein Henry Inc | 1,690. | 2,654. |
| Hersha Hospitality Tr Priority Cl A SBI | 7,041. | 6,140. |
| Hornbeck Offshore Svcs Inc New | 715. | 859. |
| ICG Group, Inc | 1,783. | 2,309. |
| IMAX Corp | 3,234. | 2,855. |
| Internap Network Services Corp | 2,034. | 1,995. |
| KForce Inc | 2,844. | 2,854. |
| Liveperson Inc | 1,055. | 1,091. |
| M D C Holdings Inc | 827. | 1,140. |
| Meassets Inc | 495. | 637. |
| Medley Capital Corp | 1,922. | 2,315. |
| MIPS Technologies Inc | 637. | 1,053. |
| NCI Building Systems Inc New | 777. | 1,001. |
| National Cinemedia Inc | 1,130. | 1,229. |
| Natus Med Inc Del | 2,233. | 1,775. |
| Nice Systems Ltd Spons ADR | 2,126. | 2,411. |
| OSI Systems Inc | 1,351. | 3,074. |
| Old Dominion Freight Lines Inc | 612. | 926. |
| Pier 1 Imports Inc | 1,044. | 1,880. |
| Pinnacle Financial Partners Inc | 1,419. | 1,959. |
| Polypore Intl Inc | 828. | 977. |
| Popular Inc New | 1,518. | 1,538. |
| Regal Etnertainment Grp Cl A | 2,308. | 2,804. |
| SBA Communications Corp Class A | 3,507. | 9,653. |
| Silver Standard Resource Inc | 1,201. | 1,161. |
| Smith & Wesson Holding Corp | 1,596. | 1,359. |
| Sadastream Intl Ltd | 2,385. | 2,783. |
| Solta Med Inc | 1,273. | 1,127. |
| Spirit Airlines Inc | 1,576. | 1,277. |
| Standard Pacific Corp | 970. | 1,139. |
| Susquehanna Bancshares Inc | 692. | 1,048. |
| Syneron Medical Ltd Ord Shares | 1,388. | 1,162. |
| Tivo Inc | 1,319. | 1,711. |
| Titan International Inc | 680. | 825. |
| Trex Company Inc | 818. | 1,005. |
| Ubiquiti Networks Inc | 386. | 449. |
| United Bankshares Inc WV | 688. | 706. |
| United Natural Foods | 1,968. | 4,019. |
| Vera Bradley Inc | 1,535. | 1,255. |

| | | |
|-----------------------------------------|------------|------------|
| Verint Systems Inc | 400. | 646. |
| Waste Connections Inc. | 1,495. | 2,264. |
| Total to Form 990-PF, Part II, line 10b | 1,476,608. | 1,704,005. |

| | | | |
|-------------|-----------------|-----------|---|
| Form 990-PF | Corporate Bonds | Statement | 8 |
|-------------|-----------------|-----------|---|

| Description | Book Value | Fair Market Value |
|------------------------------------------------------------------------------|------------|-------------------|
| 3M Company Medium Term Note B/E CPN 4.375% due 8/15/13 | 15,213. | 15,386. |
| Comcast Corp New Note B/E CPN 5.300% due 1/15/14 | 19,654. | 21,000. |
| National Rural Utilities Coop Finance Corp Coll Trust Bond B/E CPN 4.75% due | 9,944. | 10,503. |
| Bank New York Inc Medium Term SR Note B/E CPN 4.300% due 5/15/14 | 15,270. | 15,780. |
| U S Bancorp Medium Term Note B/E CPN 4.200% due 5/15/14 | 9,943. | 10,515. |
| Berkshire Hathaway Fin Corp Gtd Sr Note CPN 4.850% due 1/15/15 | 15,569. | 16,257. |
| Conocophillips GTD Note CPN 4.600% due 1/15/15 | 20,535. | 21,681. |
| JPMorgan Chase & Company Senior Note B/E CPN 3.700% due 1/20/15 | 15,499. | 15,785. |
| Cisco Systems Inc Senior Note CPN 5.500% due 2/22/16 | 20,068. | 22,910. |
| Target Corp Senior Notes CPN 5.875% due 7/15/16 | 20,328. | 23,587. |
| AT&T Inc Global Note B/E CPN 1.600% due 2/15/17 | 10,233. | 10,096. |
| Costco Wholesale Corp New Senior Notes CPN 5.500% due 3/15/17 | 17,412. | 17,673. |
| Deer John Cap Corp Medium Term Note B/E CPN 1.400% due 3/15/17 | 15,039. | 15,148. |
| Kraft Foods Inc. Senior Unsecured Notes CPN 6.500% due 8/11/17 | 18,217. | 18,331. |
| General Electric Cap Corp Medium Term Note CPN 5.625% due 9/15/17 | 22,011. | 23,575. |
| Wells Fargo & Co Sr Unsecd Note B.E CPN 5.625% due 12/11/17 | 16,555. | 17,883. |
| United Parcel Service Sr Note B/E CPN 5.500% due 1/15/18 | 20,170. | 23,997. |
| Sysco Corp Note CPN 5.25% due 2/12/18 | 10,015. | 11,855. |
| Oracle Corp Note B/E /cOB 5.75% due 4/15/18 | 15,148. | 18,246. |
| Devon Energy Corp New Senior Note B/E CPN 6.300% due 1/15/19 | 18,128. | 18,563. |
| Procter & Gamble Company Note CPN 4.700% due 2/15/19 | 17,228. | 17,746. |
| Hewlett Packard Company Global Note B/E CPN 4.65% due 12/9/21 | 20,282. | 19,942. |
| Total to Form 990-PF, Part II, line 10c | 362,461. | 386,459. |

| | | | |
|-------------|-------------------|-----------|---|
| Form 990-PF | Other Investments | Statement | 9 |
|-------------|-------------------|-----------|---|

| Description | Valuation Method | Book Value | Fair Market Value |
|----------------------------------------|------------------|------------|-------------------|
| SVP II LLC | FMV | 359,852. | 466,283. |
| SVP Real Estate LLC | FMV | 169,699. | 211,400. |
| Total to Form 990-PF, Part II, line 13 | | 529,551. | 677,683. |

DJIA 15,403.15 -84.51 | NASDAQ 3,903.47 -26.10 | S&P 1,745.65 -9.02

Morgan Stanley**Citigroup Global Markets Inc. (CGMI) Realized Gain/Loss**

For former Smith Barney Clients: Please review both Realized Gain / Loss and CGMI Realized Gain / Loss (Citi-SB) for Tax Year 2012.

CGMI Realized Gain/Loss (Citi-SB) Filter: All Accounts 2012

All Accounts - 2012 Annual

Proceeds: \$622,332.88

Total Cost \$578,794.07 Adjusted Cost \$578,794.07 Gain/Loss*: +\$43,534.60

| Name/Symbol | Period / Acquired Date | Quantity | Unit Cost | Total Cost - Adjusted Cost | Sale Date | Sale Price | Proceeds | Gain / Loss - Adjusted Gain / Loss |
|-------------------------------------------------|---------------------------|-----------|-----------|----------------------------|------------|------------|-----------|---------------------------------------|
| FNMA PL#745418 DTD 03/01/2008 [13106360] | | 12,000.00 | - | 3,729.34 3,729.34 | | - | 3,662.34 | -67.00 |
| FNMA PL#745275 DTD 01/01/2008 [13189550] | Long 01/11/2010 | 9,000.00 | - | 3,066.22 3,066.22 | 04/16/2012 | 108.75 | 3,127.24 | 61.02 |
| FNMA PL#190346 DTD 11/01/2003 [13540170] | Short 02/08/2012 | 11,000.00 | - | 1,905.18 1,905.18 | 04/16/2012 | 109.72 | 1,899.50 | -5.68 |
| FNMA PL#995018 DTD 10/01/2008 [13691310] | Long 05/21/2009 | 3,000.00 | - | 1,013.79 1,013.79 | 04/16/2012 | 109.72 | 1,000.71 | -13.08 |
| FHLMC PL#A97047 DTD 02/01/2011 [14101500] | Long 02/11/2011 | 16,000.00 | - | 13,083.05 13,083.05 | 04/16/2012 | 106.77 | 13,855.43 | 772.38 |
| FNMA PL#AE0984 DTD 02/01/2011 [14108920] | Long 03/02/2011 | 12,000.00 | - | 10,325.87 10,325.87 | 04/05/2012 | 106.83 | 10,789.23 | 463.36 |
| FNMA PL#903812 DTD 12/01/2006 [14117780] | Short 05/10/2011 | 6,000.00 | - | 1,582.31 1,582.31 | 04/16/2012 | 109.72 | 1,550.18 | -32.13 |
| FNMA PL#AI0620 DTD 04/01/2011 [14245310] | Short 01/18/2012 | 3,000.00 | - | 2,562.04 2,562.04 | 04/16/2012 | 107.10 | 2,549.26 | -12.78 |
| FNMA PL#AJ8203 DTD 12/01/2011 [14251420] | Short 02/08/2012 | 5,000.00 | - | 5,332.73 5,332.73 | 04/16/2012 | 108.54 | 5,376.57 | 43.84 |
| FNMA PL#AE0609 DTD 11/01/2010 [14262410] | Short 03/07/2012 | 5,000.00 | - | 3,572.06 3,572.06 | 04/05/2012 | 109.75 | 3,575.26 | 3.20 |
| GOLDMAN SACHS GROUP INC SR [51609790] | Long 09/14/2007 | 20,000.00 | - | 20,000.00 20,000.00 | 01/17/2012 | - | 20,000.00 | 0.00 |
| VALERO ENERGY CORP [51697530] | | 15,000.00 | - | 15,000.00 15,000.00 | | - | 15,000.00 | 0.00 |
| GENERAL ELEC CAPITAL CORP MED [52646570] | Long 12/27/2006 | 20,000.00 | - | 19,433.20 19,433.20 | 01/06/2012 | 107.36 | 21,472.60 | 2039.40 |
| COSTCO WHOLESALE CORP SR [54452570] | | 20,000.00 | - | 19,929.70 19,929.70 | | - | 20,000.00 | 70.30 |
| US TSY INFLATION INDEX BDS CPI [70000710] | | 7,000.00 | - | 13,111.54 13,111.54 | | - | 14,883.05 | 1771.51 |
| US TSY INFLATION INDEX BDS CPI [70070660] | | 24,000.00 | - | 30,514.76 30,514.76 | | - | 34,259.07 | 3744.31 |
| U S TREASURY NOTES SER G-2015 [70071570] | | 33,000.00 | - | 33,000.00 33,000.00 | | - | 33,000.00 | 0.00 |
| | | 7,000.00 | - | | | - | 7,084.49 | 56.62 |

| Name/Symbol | Period / Acquired Date | Quantity | Unit Cost | Total Cost - Adjusted Cost | Sale Date | Sale Price | Proceeds | Gain / Loss - Adjusted Gain / Loss |
|-------------------------------------------------|---------------------------|-----------|-----------|----------------------------|------------|------------|-----------|---------------------------------------|
| U S TREASURY NOTES SER W-2013 [70071620] | | | | 7,027 87 7,027 87 | | | | |
| U S TREASURY NOTES SER AA-2016 [70073390] | | 14,000 00 | - | 14,302 33 14,302 33 | | - | 14,436 41 | 134.08 |
| APPLE INC [AAPL] | | 25 00 | - | 3,708 06 3,708 06 | | - | 13,958 24 | 10250 18 |
| ARCHER-DANIELS- MIDLAND CO [ADM] | Long 01/07/2010 | 16.00 | - | 499 13 499 13 | 04/03/2012 | 31.96 | 511 34 | 12 21 |
| ADARA ENERGY PT [ADOOY] | | 50 00 | - | 532 03 532 03 | | - | 510 06 | -21.97 |
| AETNA INC NEW [AET] | | 129 00 | - | 4,414 68 4,414 68 | | - | 5,717 94 | 1303 26 |
| ALLERGAN INC [AGN] | | 98 00 | - | 6,572 68 6,572 68 | | - | 8,401 11 | 1828 43 |
| ANHUI CONCH CEMENT H [AHCHY] | Short 08/04/2011 | 22 00 | - | 531 55 531 55 | 01/27/2012 | 18 01 | 396 16 | -135 39 |
| ALIGN TECHNOLOGY INC [ALGN] | | 31 00 | - | 616 60 616 60 | | - | 877 34 | 260 74 |
| ALEXION PHARMACEUTICALS INC [ALXN] | | 9 00 | - | 440.31 440 31 | | - | 769 31 | 329.00 |
| APPLIED MATERIALS INC DELAWARE [AMAT] | | 1,135 00 | - | 13,907 02 13,907.02 | | - | 14,188 52 | 281.50 |
| AMERICAN TOWER CORP [AMT] | | 222 00 | - | 11,556 75 11,556 75 | | - | 13,784 69 | 2227 94 |
| AMAZON COM INC [AMZN] | | 35 00 | - | 4,306.72 4,306.72 | | - | 6,744 03 | 2437.31 |
| APACHE CORP [APA] | | 121.00 | - | 11,810 21 11,810.21 | | - | 11,009.79 | -800 42 |
| ARM HOLDINGS PLC ADR [ARMH] | | 255.00 | - | 6,965 94 6,965.94 | | - | 6,868.64 | -97 30 |
| ASSA ABLOY AB-SEK [ASAZY] | | 82 00 | - | 1,129 02 1,129 02 | | - | 1,090 47 | -38 55 |
| YAMANA GOLD INC-CAD [AUY] | | 56.00 | - | 785.87 785 87 | | - | 875 99 | 90 12 |
| AVAGO TECHNOLOGIES LTD ORD [AVGO] | | 40 00 | - | 1,395 99 1,395 99 | | - | 1,491 00 | 95 01 |
| BANCO BRADESCO SPONS ADR [BBD] | | 74 00 | - | 1,493 55 1,493 55 | | - | 1,223 66 | -269 89 |
| BAKER HUGHES INC [BHI] | | 141 00 | - | 7,712.98 7,712 98 | | - | 6,726 90 | -986 08 |
| SOTHEBYS DELAWARE [BID] | | 44 00 | - | 1,440 93 1,440 93 | | - | 1,532 12 | 91 19 |
| BANK NEW YORK MELLON CORP [BK] | Long 09/08/2009 | 31 00 | - | 879.88 879.88 | 04/05/2012 | 23 79 | 737 46 | -142 42 |
| GLOBAL X BRAZIL CONSUMER ETF [BRAQ] | | 91.00 | - | 1,512 02 1,512 02 | | - | 1,715 30 | 203.28 |
| BG GROUP PLC SPON ADR [BRGY] | Long 07/02/2009 | 39.00 | - | 667 41 667 41 | 03/28/2012 | 23 03 | 898 14 | 230 73 |
| CAMERON INTERNATIONAL CORP | | 191 00 | - | 10,122 39 10,122 39 | | - | 9,516 45 | -605 94 |

| Name/Symbol | Period / Acquired Date | Quantity | Unit Cost | Total Cost - Adjusted Cost | Sale Date | Sale Price | Proceeds | Gain / Loss - Adjusted Gain / Loss |
|--------------------------------------------|---------------------------|----------|-----------|----------------------------|------------|------------|-----------|---------------------------------------|
| [CAM] | | | | | | | | |
| COOPER INDUSTRIES PLC [CBE] | Long 09/17/2009 | 10 00 | - | 379 95 379.95 | 04/04/2012 | 62 97 | 629 69 | 249 74 |
| CARNIVAL CORP [CCL] | | 40.00 | - | 1,999.35 1,999.35 | | - | 1,181 75 | -817 60 |
| CNOOC LTD SPONS ADR [CEO] | | 12 00 | - | 1,273 68 1,273 68 | | - | 2,504.70 | 1231 02 |
| CERNER CORP [CERN] | | 115 00 | - | 6,618 81 6,618 81 | | - | 7,018 97 | 400 16 |
| GLOBAL X CHINA FINANCIALS ETF [CHIX] | | 127.00 | - | 1,343 58 1,343 58 | | - | 1,483 41 | 139 83 |
| BANCOLOMBIA SA [CIB] | Short 02/09/2012 | 12 00 | - | 0 01 0 01 | 02/09/2012 | - | 0 15 | 0 14 |
| CHINA MERCHANTS UNSPON ADR [CMHHY] | Short 03/14/2012 | 21 00 | - | 753 09 753 09 | 04/10/2012 | 31.61 | 663 80 | -89 29 |
| CUMMINS INC [CMI] | Long 07/09/2010 | 7 00 | - | 496 22 496 22 | 03/20/2012 | 122 09 | 854 63 | 358 41 |
| COMPASS MINERALS INTL INC [CMP] | | 70 00 | - | 3,929 29 3,929 29 | | - | 5,023 23 | 1093 94 |
| COACH INC [COH] | | 133 00 | - | 6,832 94 6,832.94 | | - | 8,703.38 | 1870 44 |
| COSTCO WHOLESALE CORP NEW [COST] | | 33 00 | - | 2,770 86 2,770 86 | | - | 2,798 29 | 27 43 |
| CREDIT SUISSE GROUP ADR [CS] | | 65 00 | - | 3,067 09 3,067 09 | | - | 1,761 43 | -1305 66 |
| CTRP.COM INTERNATIONAL [CTRP] | | 119 00 | - | 5,065 72 5,065.72 | | - | 3,062 96 | -2002 76 |
| CITRIX SYSTEMS INC [CTXS] | Long 08/25/2010 | 9 00 | - | 522 65 522 65 | 03/14/2012 | 78 64 | 707 72 | 185 07 |
| COSAN LTD CL A-BRL [CZZ] | | 226 00 | - | 2,945 09 2,945 09 | | - | 3,142 15 | 197 06 |
| DEERE & CO [DE] | | 120 00 | - | 10,043 40 10,043 40 | | - | 10,068 68 | 25.28 |
| DANAHER CORP DE [DHR] | Short 04/27/2011 | 20.00 | - | 1,100.57 1,100 57 | 04/09/2012 | 54 43 | 1,088 49 | -12 08 |
| DIAMOND FOODS INC [DMND] | | 5.00 | - | 213 66 213 66 | | - | 115.20 | -98 46 |
| DIRECTV CL A [DTV] | | 344 00 | - | 14,426 41 14,426 41 | | - | 14,711 42 | 285 01 |
| DEVON ENERGY CORP NEW [DVN] | | 173 00 | - | 10,987.01 10,987.01 | | - | 11,029.02 | 42 01 |
| US ECOLOGY INC [ECOL] | | 57 00 | - | 1,007.27 1,007.27 | | - | 976 28 | -30 99 |
| EMC CORP-MASS [EMC] | | 422 00 | - | 7,978.32 7,978 32 | | - | 12,216 22 | 4237.90 |
| ENSCO PLC ADR [ESV] | | 29.00 | - | 1,414.69 1,414 69 | | - | 1,598.01 | 183 32 |
| EATON CORP [ETN] | Short 06/21/2011 | 36.00 | - | 1,752 12 1,752 12 | 02/16/2012 | 50 91 | 1,832 75 | 80 63 |
| EDWARDS LIFESCIENCES CORP [EW] | | 124 00 | - | 9,277 19 9,277.19 | | - | 9,080 84 | -196 35 |
| EZCORP INC CL A NON VTG | | 43 00 | - | | | - | 1,109.57 | -299 74 |

| Name/Symbol | | Period / Acquired Date | Quantity | Unit Cost | Total Cost - Adjusted Cost | Sale Date | Sale Price | Proceeds | - Adjusted | Gain / Loss |
|-------------------------------------------|-------|---------------------------|----------|-----------|----------------------------|------------|------------|-----------|------------|-------------|
| [EZPW] | | | | | 1,409 31 1,409 31 | | | | | |
| FIRST CASH FINANCIAL SVC INC [FCFS] | | | 48 00 | - | 1,178 05 1,178 05 | | - | 1,926 09 | | 748 04 |
| GARDNER DENVER INC [GDI] | | | 18 00 | - | 688 57 688 57 | | - | 1,358 19 | | 669 62 |
| GUESS INC [GES] | | | 34 00 | - | 1,195 82 1,195 82 | | - | 1,100 35 | | -95 47 |
| GAFISA S A SPON ADR- USD [GFA] | | | 418 00 | - | 5,833 32 5,833.32 | | - | 2,237.97 | | -3595 35 |
| GERDAU SA SPONS ADR [GGB] | | | 264 00 | - | 3,634.33 3,634 33 | | - | 2,416 50 | | -1217 83 |
| HESS CORP [HES] | | | 193 00 | - | 12,360 36 12,360 36 | | - | 10,037 08 | | -2323 28 |
| HENNES & MAURITZ AB ADR [HNNMY] | Long | 06/10/2008 | 91 00 | - | 503 86 503 86 | 03/07/2012 | 6.77 | 616.20 | | 112 34 |
| HOSPIRA INC [HSP] | Long | 05/13/2009 | 31 00 | - | 1,038 79 1,038 79 | 02/17/2012 | 37 12 | 1,150 59 | | 111.80 |
| ING GROEP NV SPONS ADR [ING] | | | 657 00 | - | 5,309 18 5,309 18 | | - | 4,604 80 | | -704 38 |
| IMPAX LABORATORIES INC [IPXL] | | | 78 00 | - | 1,653 41 1,653 41 | | - | 1,783 55 | | 130 14 |
| INGERSOLL-RAND PUBLIC LTD [IR] | Short | 12/15/2011 | 29 00 | - | 892 73 892.73 | 02/17/2012 | 40 84 | 1,184 45 | | 291.72 |
| INTUITIVE SURGICAL INC [ISRG] | Short | 02/02/2012 | 1.00 | - | 483.65 483 65 | 04/18/2012 | 591.91 | 591 89 | | 108 24 |
| ITAU UNIBANCO BANCO HLDG [ITUB] | | | 139 00 | - | 2,777.57 2,777 57 | | - | 2,712 36 | | -65.21 |
| JIANGXI COPPER CO LTD [JIXAY] | Short | 07/08/2011 | 1.00 | - | 139 08 139 08 | 04/10/2012 | 95 79 | 95 78 | | -43 30 |
| KB FINANCIAL GROUP INC ADR [KB] | | | 48 00 | - | 1,572 34 1,572 34 | | - | 1,782 51 | | 210 17 |
| KOMATSU LTD ADR NEW [KMTUY] | Long | 12/03/2007 | 21.00 | - | 639 45 639 45 | 03/01/2012 | 29 30 | 615 28 | | -24 17 |
| LI & FUNG LTD-HKD [LFUGY] | | | 295 00 | - | 1,062.31 1,062.31 | | - | 1,461 25 | | 398 94 |
| LULULEMON ATHLETICA INC [LULU] | | | 38 00 | - | 1,874.11 1,874 11 | | - | 2,421 07 | | 546 96 |
| LAS VEGAS SANDS CORP [LVS] | | | 31 00 | - | 626 33 626.33 | | - | 1,628 37 | | 1002 04 |
| MASTERCARD INC [MA] | Short | 04/06/2011 | 2 00 | - | 527 87 527 87 | 03/05/2012 | 415.60 | 831 17 | | 303 30 |
| MOBILE TELESYSTEMS OJSC [MBT] | | | 93 00 | - | 2,089 37 2,089 37 | | - | 1,652 41 | | -436 96 |
| MIPS TECHNOLOGIES INC [MIPS] | | | 36.00 | - | 180.54 180.54 | | - | 240 38 | | 59 84 |
| MECHEL OAO [MTL] | | | 132 00 | - | 3,125 59 3,125.59 | | - | 1,419 43 | | -1706 16 |
| MTN GROUP LTD [MTNOY] | | | 58 00 | - | 1,096 42 1,096 42 | | - | 960 08 | | -136 34 |
| | | | 226 00 | - | | | - | 1,152.25 | | -318 70 |

| Name/Symbol | Period / Acquired Date | Quantity | Unit Cost | Total Cost - Adjusted Cost | Sale Date | Sale Price | Proceeds | Gain / Loss - Adjusted Gain / Loss |
|-------------------------------------------|---------------------------|----------|-----------|----------------------------|------------|------------|-----------|---------------------------------------|
| MITSUBISHI UFJ FINANCIAL [MTU] | | | | 1,470 95 1,470 95 | | | | |
| MASTEC INC [MTZ] | | 19 00 | - | 220 91 220.91 | | - | 340 18 | 119.27 |
| NATURAL GAS SERVICES GROUP [NGS] | | 41.00 | - | 898.31 898 31 | | - | 542 44 | -355.87 |
| NOKIA CORP [NOK] | Short 01/17/2012 | 285 00 | - | 1,595 80 1,595 80 | 04/11/2012 | 4 31 | 1,228 52 | -367.28 |
| NATIONAL OILWELL VARCO INC [NOV] | Long 08/17/2010 | 11 00 | - | 439 96 439 96 | 02/16/2012 | 84 11 | 925 17 | 485.21 |
| NASPERS LTD SPON ADR [NPSNY] | | 9 00 | - | 329 45 329 45 | | - | 546 49 | 217 04 |
| NESTLE S A SPONSORED ADR [NSRGY] | Long 06/22/2007 | 15 00 | - | 551 51 551 51 | 02/02/2012 | 57 72 | 865 79 | 314 28 |
| NOVARTIS AG ADR [NVS] | | 40 00 | - | 2,266 21 2,266 21 | | - | 2,255.90 | -10.31 |
| OCZ TECHNOLOGY GP INC [OCZ] | | 190 00 | - | 1,512 67 1,512 67 | | - | 1,757 40 | 244 73 |
| GAZPROM OAO SPONS ADR [OGZPY] | Long 02/22/2008 | 26 00 | - | 672 38 672 38 | 01/25/2012 | 12 03 | 312 86 | -359 52 |
| ON SEMICONDUCTOR CORP [ONNN] | | 174 00 | - | 1,373 16 1,373 16 | | - | 1,564 97 | 191.81 |
| ORACLE CORP [ORCL] | | 426 00 | - | 11,346.75 11,346 75 | | - | 11,452 49 | 105.74 |
| OCCIDENTAL PETROLEUM CORP-DEL [OXY] | | 85 00 | - | 6,462.80 6,462 80 | | - | 8,274 03 | 1811 23 |
| PETROLEO BRASILEIRO SA [PBR] | | 57 00 | - | 2,501 02 2,501 02 | | - | 1,383 84 | -1117 18 |
| PETROLEO BRASILEIRO SA ADR [PBRA] | | 46 00 | - | 2,242 66 2,242 66 | | - | 1,081 49 | -1161 17 |
| PRICELINE.COM INC (NEW) [PCLN] | | 12 00 | - | 2,036 63 2,036 63 | | - | 7,397.37 | 5360 74 |
| PATRIOT COAL CORP [PCX] | | 85 00 | - | 767 82 767 82 | | - | 618 37 | -149 45 |
| PACIFIC RUBIALES ENERGY [PEGFF] | | 31.00 | - | 808 33 808.33 | | - | 778 43 | -29 90 |
| MARKET VECTORS CHINA ETF [PEK] | Short 02/27/2012 | 20 00 | - | 738 39 738 39 | 03/27/2012 | 34 92 | 698 39 | -40 00 |
| CAFEPRESS INC [PRSS] | | 10.00 | - | 221 94 221.94 | | - | 179 08 | -42 86 |
| PRUDENTIAL FINANCIAL INC [PRU] | Short 11/09/2011 | 18 00 | - | 935 21 935 21 | 02/17/2012 | 61 00 | 1,097 94 | 162 73 |
| PAREXEL INTL CORP [PRXL] | | 46 00 | - | 943 13 943 13 | | - | 946 35 | 3 22 |
| UNITED TRACTORS UNSPON ADR [PUTKY] | | 26 00 | - | 1,243 47 1,243 47 | | - | 1,702 34 | 458 87 |
| PIONEER NATURAL RESOURCES CO [PXD] | Short 01/13/2012 | 7 00 | - | 680 24 680 24 | 02/16/2012 | 114 64 | 802 43 | 122.19 |

| Name/Symbol | Period / Acquired Date | Quantity | Unit Cost | Total Cost - Adjusted Cost | Sale Date | Sale Price | Proceeds | Gain / Loss - Adjusted Gain / Loss |
|--------------------------------------------|---------------------------|----------|-----------|----------------------------|------------|------------|----------|---------------------------------------|
| QUALCOMM INC [QCOM] | | 50.00 | - | 2,414 32 2,414 32 | | - | 3,200 71 | 786 39 |
| BANCO SANTANDER- CHILE-CLP [SAN] | | 9 00 | - | 621 20 621 20 | | - | 720 70 | 99 50 |
| SAP AG SPONS ADR- USD [SAP] | | 27 00 | - | 1,205 69 1,205 69 | | - | 1,800.95 | 595 26 |
| SBERBANK SPONSORED ADR [SBRCY] | | 61 00 | - | 750 71 750 71 | | - | 783 04 | 32 33 |
| STARBUCKS CORP [SBUX] | | 85 00 | - | 3,136 89 3,136 89 | | - | 4,613 26 | 1476 37 |
| SOUTHERN COPPER CORP DEL [SCCO] | | 0 76 | - | 24 01 24 01 | | - | 24 82 | 0.81 |
| SUCCESSFACTORS INC [SFSF] | | 52 00 | - | 1,625 91 1,625 91 | | - | 2,078 03 | 452 12 |
| SHINHAN FINANCIAL GRP CO [SHG] | | 30.00 | - | 2,957 39 2,957 39 | | - | 2,350 99 | -606 40 |
| SCHLUMBERGER LTD [SLB] | | 129 00 | - | 9,272 61 9,272 61 | | - | 8,759.63 | -512 98 |
| CHINA PETROLEUM&CHEM ADR Short [SNP] | 02/21/2012 | 12 00 | - | 1,356 78 1,356 78 | 02/27/2012 | 112 28 | 1,347 30 | -9 48 |
| SOCIEDAD QUIMICA MINERA DE [SQM] | | 19 00 | - | 884 42 884 42 | | - | 1,063 70 | 179.28 |
| ADR SAKARI RESOURCES [SSGDY] | | 41 00 | - | 1,919 11 1,919.11 | | - | 1,540 48 | -378.63 |
| SUSQUEHANNA BANCSHARES INC-PA [SUSQ] | | 0 62 | - | 1 07 1.07 | | - | 5.81 | 4.74 0 53 |
| SXC HEALTH SOLUTIONS CORP [SXC] | | 26 00 | - | 793 77 793 77 | | - | 1,595 28 | 801.51 |
| TOWER BANCORP [T4549020] | Long 08/28/2009 | 6 00 | - | 166 88 166 88 | 02/28/2012 | 28.00 | 168 00 | 1.12 |
| TENCENT HLDGS LTD- HKD [TCEHY] | | 91.00 | - | 2,109 20 2,109 20 | | - | 2,473 81 | 364 61 |
| TECK RESOURCES LTD CL B [TCK] | | 98 00 | - | 4,825 56 4,825.56 | | - | 3,444.39 | -1381 17 |
| TELEFONICA S.A. SPON ADR [TEF] | | 241 00 | - | 5,648 24 5,648.24 | | - | 4,076 75 | -1571 49 |
| TARGET CORP [TGT] | Long 02/27/2009 | 20 00 | - | 569 00 569 00 | 04/04/2012 | 57.38 | 1,147 50 | 578.50 |
| TIVO INC [TIVO] | | 21 00 | - | 198.83 198.83 | | - | 255.99 | 57.16 |
| TJX COMPANIES INC NEW [TJX] | | 106 00 | - | 2,998 09 2,998.09 | | - | 4,281 12 | 1283.03 |
| TURKIYE GARANTI BANKASI [TKGBY] | | 693.00 | - | 3,183 57 3,183 57 | | - | 2,596.81 | -586 76 |
| TOYOTA MOTOR CORP ADR NEW [TM] | Long 05/03/2007 | 7 00 | - | 841 05 841 05 | 02/16/2012 | 83 49 | 584 44 | -256.61 |
| TENARIS S A [TS] | Short 03/30/2012 | 18 00 | - | 692 79 692 79 | 04/18/2012 | 36 00 | 648 04 | -44 75 |
| TATA MOTORS LTD [TTM] | | 59 00 | - | 1,309 96 1,309 96 | | - | 1,663 39 | 353 43 |

| Name/Symbol | Period / Acquired Date | Quantity | Unit Cost | Total Cost - Adjusted Cost | Sale Date | Sale Price | Proceeds - Adjusted | Gain / Loss |
|----------------------------------------|---------------------------|----------|-----------|----------------------------|-----------|------------|---------------------|------------------------|
| TITAN INTL INC ILL [TWI] | | 39.00 | - | 659.50 659.50 | | - | 827.99 | 168.49 |
| TIME WARNER INC [TWX] | | 276.00 | - | 6,191.78 6,191.78 | | - | 10,191.48 | 3999.70 |
| UNITEDHEALTH GROUP INC [UNH] | | 272.00 | - | 11,176.05 11,176.05 | | - | 14,646.17 | 3470.12 |
| VISA INC COM CL A [V] | | 31.00 | - | 2,631.74 2,631.74 | | - | 3,472.19 | 840.45 |
| VALE S A SPON ADR [VALE] | | 70.00 | - | 2,349.55 2,349.55 | | - | 1,645.85 | -703.70 |
| VOLKSWAGEN A G [VLKPY] | | 153.00 | - | 3,322.43 3,322.43 | | - | 5,565.46 | 2243.03 |
| VERINT SYSTEMS INC [VRNT] | | 22.00 | - | 732.78 732.78 | | - | 593.63 | -139.15 |
| WAL-MART DE MEXICO SA DE [WMMVY] | | 27.00 | - | 298.65 298.65 | | - | 891.14 | 592.49 |
| GREAT WOLF RESORTS INC [WOLF] | | 20.00 | - | 79.80 79.80 | | - | 113.02 | 33.22 |
| Totals: 622,332.88 | | | | | | | | 43,538.81 43,534.60 |

Short-term Gain Loss Total: \$8,359.93

Long-term Gain Loss Total: \$35,174.67

The historical realized gain and loss information shown was provided to Morgan Stanley Smith Barney by Citigroup Global Market Incorporated (CGMI). CGMI prepared this information for former Smith Barney accounts for tax years prior to 2013 and is solely responsible for its accuracy. If you have questions regarding this information please contact your Financial Advisor.

Gain and loss information is provided for informational purposes only. It is not a substitute for Internal Revenue Service (IRS) Form 1099 or any other IRS tax form. It is not intended to be used and should not be used for tax preparation. For the most up-to-date information on the grouping of realized lots, please refer to your Form 1099. Unrealized gain and loss values are estimates and should be independently verified. We recommend that you contact your legal or tax advisor to determine the appropriate use of the gain and loss information provided in this statement. Gain and loss information is calculated based upon general methodologies used for calculating gain and loss. The calculations do not account for each individual client's particular circumstances. Morgan Stanley Smith Barney may not adjust basis for all events that you are required to take into account for tax reporting purposes and you may need to make additional adjustments to properly complete your tax returns. For accounts with Choice Select pricing, the commissions paid on your eligible equity and option purchases and sales are applied to the Total Cost on a monthly basis. With respect to estimated gains and losses for listed equity options, we have taken into account option premiums paid or received. With respect to multiple purchases and/or sales, gain and loss is calculated using an average price for all like positions. Unrealized gain and loss and realized gain and loss calculations may change due to adjustments to cost basis occurring after the date of this statement. We are not responsible for the accuracy of any gain and loss calculations based upon information provided by you or another financial institution. You are responsible for ensuring the accuracy of such information. Morgan Stanley Smith Barney reports the sale of securities on a First-in First-out (FIFO) basis unless a client notifies us of the specific securities to be sold. Clients wishing to use specific identification when selling securities must provide that information to us at the time of the sale.

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DJI 15,401 30 -66 36 | NASDAQ 3,903 74 -25 83 | S&P 1,745 67 -9 00



Realized Gain/Loss

For former Smith Barney Clients: Please review both Realized Gain / Loss and CGMI Realized Gain / Loss (Citi-SB) for Tax Year 2012.

Realized Gain/Loss Filter: All Accounts 2012 Annual

All Accounts - 2012 Annual

Proceeds: \$802,137.67

Total Cost \$782,794 76 Adjusted Cost \$759,407 63 Gain/Loss* +\$36,181.61

Page 1 of 4 Prev | Next

| Name/Symbol | Quantity | Period / Acquired Date | Sale Date | Unit Cost | Total Cost - Adjusted Cost | Proceeds | Gain / Loss - Adjusted Gain / Loss |
|-------------------------------------------|------------|---------------------------|-----------|-----------|----------------------------|------------|---------------------------------------|
| ABBOTT LABORATORIES [ABT] | 49 000 | | | 45.90 | 2,249 20 2,249 20 | 3,265 47 | 1016 27 |
| ABRAXAS PETRO NEV [AXAS] | 206 000 | | | 3 34 | 688 52 688 52 | 484 19 | -204 33 |
| ADVANCED SEMICNDCTR ENG SP ADR [ASX] | 0 000 | | | 0 00 | 0.00 0 00 | 2 27 | 2 27 |
| ALEXION PHARM INC [ALXN] | 4 000 | | | 50 00 | 200 01 200 01 | 413 35 | 213 34 C |
| ALIGN TECHNOLOGY [ALGN] | 45 000 | | | 24 14 | 1,086.43 1,086 43 | 1,483 76 | 397 33 |
| ALLERGAN INC [AGN] | 21.000 | | | 93 92 | 1,972.40 1,972 40 | 1,716 01 | -256 39 C |
| ALLIANZ FIX INC SHRS: SERIES M [FXIMX] | 14,728 000 | | | 10.80 | 159,078 25 159,078 25 | 164,209 72 | 5131 47 |
| ALLIANZ FX INC SHRS: SERIES C [FXICX] | 12,416 000 | | | 11 82 | 146,790 70 146,790 70 | 169,397 20 | 22606 50 |
| ALLOT COMMUNICATIONS LTD [ALLT] | 63.000 | | | 14 89 | 937 76 937 76 | 1,484.29 | 546 53 |
| ALLSTATE CORP 6.200 5-16-14 | 20,000 000 | | | 102 61 | 20,938 80 20,348.72 | 21,841 60 | 902 80 1492 88 |
| AMAZON COM INC [AMZN] | 33 000 | | | 183 47 | 6,054 47 6,054 47 | 7,189 44 | 1134 97 |
| AMERICA MOVIL SA DE CV ADR L [AMX] | 38 000 | | | 22 38 | 850.58 850 58 | 954 86 | 104 28 |
| ANGLO AMERICAN PLC ADR NEW [AAUKY] | 99 000 | | | 18 94 | 1,875 14 1,875 14 | 1,502 54 | -372 60 |
| ANHUI CONCH CEMENT ADR [AHCHY] | 43 000 | | | 22 73 | 977 54 977 54 | 600 39 | -377 15 |
| APPLE INC [AAPL] | 1.000 | | | 94.51 | 94 51 94.51 | 661.03 | 566 52 |
| ARCHER DANIELS MIDLAND [ADM] | 49.000 | | | 31 13 | 1,525 53 1,525.53 | 1,643.41 | 117 88 |
| ARCOS DORADOS HLDGS INC CL-A [ARCO] | 112.000 | | | 21 11 | 2,364 04 2,364 04 | 1,643.05 | -720 99 |
| ASSA ABLOY AB UNSP ADR [ASAZY] | 70 000 | | | 13 72 | 960 54 960 54 | 1,067 26 | 106 72 |
| AUTODESK INC DELAWARE [ADSK] | 261 000 | | | 40 56 | 10,586 93 10,586 93 | 8,974 59 | -1612 34 |
| AVAGO TECH [AVGO] | 235 000 | | | 33.09 | 7,775 79 7,775 79 | 7,202 30 | -573 49 |

| Name/Symbol | Quantity | Period / Acquired Date | Sale Date | Unit Cost | Total Cost - Adjusted Cost | Proceeds | Gain / Loss - Adjusted Gain / Loss |
|-----------------------------------------|-----------|---------------------------|-----------|-----------|----------------------------|-----------|---------------------------------------|
| BAIDU INC ADS [BIDU] | 23.000 | | | 80 75 | 1,857 20 1,857 20 | 2,811 33 | 754 13 |
| BANCO BRADESCO S A NEW [BBD] | 28.000 | | | 19 49 | 545 72 545.72 | 413 16 | -132 56 |
| BANCOLUMBIA S.A. [CIB] | 24 000 | | | 61 34 | 1,472.29 1,472 29 | 1,445 65 | -26.64 |
| BANK OF NEW YORK MELLON CORP [BK] | 365 000 | | | 26 65 | 9,728 92 9,728 92 | 7,757.06 | -1971 86 |
| BAXTER INTL INC [BAX] | 20.000 | | | 58 92 | 1,178 40 1,178 40 | 1,176 09 | -2.31 |
| BLACKROCK INTL BOND INSTL [CINSX] | 2,450.980 | | | 11 05 | 27,084.78 27,084 78 | 25,000 00 | -2084 78 |
| CANADIAN NATL RAILWAY CO [CNI] | 19 000 | | | 57 20 | 1,086 84 1,086 84 | 1,656 76 | 569 92 |
| CANADIAN NATURAL RESOURCES LTD [CNQ] | 136 000 | | | 30 34 | 4,126 33 4,126 33 | 3,729.26 | -397 07 |
| CANON INC ADR NEW [CAJ] | 185.000 | | | 39 79 | 7,360 66 7,360 66 | 6,000 60 | -1360 06 |
| CARNIVAL CP NEW PAIRED COM [CCL] | 45 000 | | | 30 90 | 1,390 67 1,390 67 | 1,579.54 | 188 87 C |
| CATALYST HEALTH SOLUTIONS INC [CHSI] | 38 000 | | | 0 19 | 7 29 7.29 | 1,064 00 | 1056 71 |
| CATAMARAN CORP COM [CTRX] | 13 000 | | | 34 61 | 449 99 449 99 | 1,107.73 | 657.74 |
| CHEVRON CORP [CVX] | 8 000 | | | 67 01 | 536 05 536 05 | 868.56 | 332 51 |
| CHINA CONSTRUCTION BANK CORP [CICHY] | 128 000 | | | 17 80 | 2,277.78 2,277.78 | 1,677 98 | -599 80 |
| CHINA SHENHUA ENERGY LTD ADR [CSUAY] | 47.000 | | | 44 28 | 2,081.17 2,081 17 | 1,860 39 | -220 78 |
| CHINA UNICOM (HONG KONG) LTD [CHU] | 145 000 | | | 16 62 | 2,409.74 2,409.74 | 1,935 59 | -474 15 |
| CITRIX SYSTEMS INC [CTXS] | 10 000 | | | 58 07 | 580 72 580 72 | 794.27 | 213 55 |
| CNOOC LTD ADS [CEO] | 4 000 | | | 72 97 | 291.87 291 87 | 779 86 | 487 99 |
| COOPER INDUSTRIES PLC CL A | 141 000 | | | 37 61 | 5,303 15 5,303 15 | 9,906 25 | 4603 10 |
| CORE LABORATORIES N V [CLB] | 11 000 | | | 39 56 | 435 21 435 21 | 1,354 44 | 919 23 |
| COSTCO WHOLESALE CORP NEW [COST] | 107.000 | | | 83 08 | 8,889 08 8,889 08 | 8,906 47 | 17.39 |
| CREDIT SUISSE GROUP [CS] | 0 000 | | | 0 00 | 0 00 0 00 | 7 22 | 7.22 |
| CROWN CASTLE INTL [CCI] | 12 000 | | | 53 93 | 647 14 647 14 | 749 38 | 102.24 C |
| CUMMINS INC [CMI] | 20 000 | | | 70 80 | 1,415 95 1,415 95 | 1,980 91 | 564 96 |

Totals: 802,137.67 12,794.48
36,181.61

Short-term Gain Loss Total: -\$6,581.90

Short-term Wash Sale Loss Disallowed Total: \$353.88

Long-term Gain Loss Total: \$42,763.51

Long-term Wash Sale Loss Disallowed Total: \$78.83

C - Tax lot is covered under cost basis reporting requirements

Non-covered 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.

*Securities without cost basis information are not included in gain/loss reporting

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DJIA 15,402.09 -65.57 | NASDAQ 3,903.84 -25.73 | S&P 1,745.72 -8.95



Realized Gain/Loss

For former Smith Barney Clients: Please review both **Realized Gain / Loss** and **CGMI Realized Gain / Loss (Citi-SB)** for Tax Year 2012.

Realized Gain/Loss Filter: All Accounts 2012 Annual

All Accounts - 2012 Annual

Proceeds: \$802,137.67

Total Cost \$782,794.76 Adjusted Cost \$759,407.63 Gain/Loss* +\$36,181.61

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| Name/Symbol | Quantity | Period / | | Unit Cost | Total Cost - Adjusted Cost | Proceeds | Wash Sale Loss Disallowed | Gain / Loss | |
|-------------------------------------|------------|---------------|-----------|-----------|----------------------------|-----------|------------------------------|------------------------|--|
| | | Acquired Date | Sale Date | | | | | - Adjusted Gain / Loss | |
| CVS CAREMARK CORP [CVS] | 143 000 | | | 27 34 | 3,909 32 3,909 32 | 6,528 39 | - | 2619 07 | |
| DANAHER CORPORATION [DHR] | 10 000 | | | 55 29 | 552 87 552 87 | 533 94 | - | -18 93 C | |
| DAWSON GEOPHYSICAL [DWSN] | 38 000 | | | 38.51 | 1,463 36 1,463.36 | 828 51 | - | -634 85 | |
| DOLLAR GEN CORP NEW COM [DG] | 65 000 | | | 36.80 | 2,392 04 2,392 04 | 3,411 77 | - | 1019 73 | |
| EATON CORPORATION | 33 000 | | | 48 67 | 1,606 12 1,606 12 | 1,527 29 | \$78.83 | -78 83 C,W | |
| EMBRAER S A ADR [ERJ] | 28 000 | | | 40 73 | 1,140 32 1,140 32 | 752 62 | - | -387.70 | |
| ENSCO PLC CLASS A [ESV] | 42 000 | | | 49 68 | 2,086 55 2,086 55 | 2,033 29 | - | -53 26 | |
| ENSCO PLC SPON ADR | 38 000 | | | 47 51 | 1,805 20 1,805 20 | 1,848 13 | - | 42 93 | |
| ESTEE LAUDER CO INC CL A [EL] | 158 000 | | | 57 62 | 9,103 96 9,103 96 | 8,997 73 | - | -106 23 | |
| EXXON MOBIL CORP [XOM] | 150 000 | | | 77 73 | 11,659 14 11,659 14 | 12,401.36 | - | 742 22 | |
| F5 NETWORKS INC [FFIV] | 82 000 | | | 106 46 | 8,729 77 8,729 77 | 7,972 65 | - | -757 12 | |
| FHLMC 5/8 12-29-14 | 8,000 000 | | | 99 86 | 7,989 12 7,989 12 | 8,053.68 | - | 64 56 | |
| FHLMC 30G A97047 4 1/2 2- 01-41 | 5,489 740 | | | 74 36 | 5,525 98 4,082 21 | 4,320 64 | - | -1205 34 238 43 | |
| FHLMC 30G G03432 5 1/2 11- 01-37 | 28,896 557 | | | 32 33 | 29,271 53 9,341 22 | 9,690 35 | - | -19581 18 349 13 | |
| FHLMC 30G G04688 5 1/2 9- 01-38 | 6,365 940 | | | 29 00 | 6,870 74 1,846.00 | 1,831 58 | - | -5039 16 -14 42 | |
| FHLMC 30G G04913 5.000 3- 01-38 | 356 180 | | | 107 03 | 302 05 302 05 | 356.18 | - | -19 85 | |
| FINISAR COM NEW [FNSR] | 123 000 | | | 9.82 | 1,220 49 1,220 49 | 1,726 39 | - | 505 90 | |
| FNMA 3/4 12-18-13 | 18,000 000 | | | 97 96 | 17,632 01 17,632 01 | 18,119 16 | - | 487 15 | |
| FNMA POOL 735580 5.000 6- 01-35 | 2,732 026 | | | 98 77 | 2,141 34 2,141 34 | 2,732 03 | - | 26 68 | |
| FNMA POOL 735676 5.000 7- 01-35 | 1,281 960 | | | 107 55 | 1,092 39 1,092.39 | 1,281.96 | - | -76 65 | |

| Name/Symbol | Quantity | Period / | | Unit Cost | Total Cost - Adjusted Cost | Proceeds | Wash Sale Loss | | Gain / Loss |
|------------------------------------|-----------|---------------|-----------|-----------|----------------------------|----------|----------------|------------------------|-------------|
| | | Acquired Date | Sale Date | | | | Disallowed | - Adjusted Gain / Loss | |
| FNMA POOL 735893 5.000 10-01-35 | 1,488 710 | | | 109 12 | 798 74 798 74 | 1,488 71 | - | -66 79 | |
| FNMA POOL 745275 5.000 2-01-38 | 289.680 | | | 103 29 | 236 24 236 24 | 289 68 | - | -7 54 | |
| FNMA POOL 889579 6.000 5-01-38 | 1,200 127 | | | 103 15 | 997.53 997 53 | 1,200 13 | - | -30 43 | |
| FNMA POOL 930071 6.000 10-01-38 | 590 690 | | | 101 89 | 534.53 534 53 | 590 69 | - | -9 81 | |
| FNMA POOL 995069 6.000 10-01-38 | 1,465 430 | | | 101 75 | 1,168.28 1,168 28 | 1,465 43 | - | -20 05 | |
| FNMA POOL AB1389 4 1/2 8-01-40 | 7,251 660 | | | 74 95 | 7,370 06 5,434.85 | 5,515.86 | - | -1854 20 81 01 | |
| FNMA POOL AB4115 4.000 12-01-41 | 4,766 780 | | | 105 72 | 3,146 82 3,146 82 | 4,766 76 | - | -170.22 | |
| FNMA POOL AB4297 3 1/2 1-01-42 | 1,331.390 | | | 103 11 | 756 43 756 43 | 1,331 39 | - | -22 81 | |
| FNMA POOL AB5472 3 1/2 6-01-42 | 552 420 | | | 104 97 | 226 23 226.23 | 552 42 | - | -10.71 | |
| FNMA POOL AE0115 5 1/2 12-01-35 | 3,319 750 | | | 107 84 | 2,841 49 2,841 49 | 3,319 75 | - | -206 57 | |
| FNMA POOL AH5583 4 1/2 2-01-41 | 2,329 240 | | | 100 78 | 1,733 60 1,733 60 | 2,329.24 | - | -13 44 | |
| FNMA POOL AL1948 4.000 1-01-42 | 191 440 | | | 0 00 | 0 00 0 00 | 191 44 | - | 0.00 | |
| FRESENIUS MEDICAL CARE AG&CO [FMS] | 9 000 | | | 38 61 | 347 52 347 52 | 652 26 | - | 304 74 | |
| GAZPROM O A O SPON ADR [OGZPY] | 73 000 | | | 26 72 | 1,950 33 1,950 33 | 686 95 | - | -1263.38 | |
| GILEAD SCIENCE [GILD] | 10 000 | | | 45 50 | 454 99 454 99 | 566 47 | - | 111 48 C | |
| GOOGLE INC-CL A [GOOG] | 14 000 | | | 617 50 | 8,645 02 8,645 02 | 8,021 84 | - | -623 18 | |
| GREAT WOLF WAIVE DIS | 20 000 | | | 4 00 | 79 91 79 91 | 157 00 | - | 77 09 | |

Totals: 802,137.67 12,794.48
36,181.61

Short-term Gain Loss Total: -\$6,581.90

Short-term Wash Sale Loss Disallowed Total: \$353.88

C - Tax lot is covered under cost basis reporting requirements.

Long-term Gain Loss Total: \$42,763.51

Page 2 of 4 Prev | Next Long-term Wash Sale Loss Disallowed Total: \$78.83

W - Wash sale rules apply to this tax lot Disallowed loss will be reported on Form 1099-B for the current tax year.

Non-covered 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.

*Securities without cost basis information are not included in gain/loss reporting

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amount of the sale. Cost basis adjustments for Choice Select Eligible Trades will be reflected in the account shortly after the calendar month-end. The figures should be independently verified. Estimated Gain and Loss information does not take into account a taxpayer's particular circumstances such as the existence of hedging transactions, constructive sales or marked-to-market pricing adjustments on certain options held at year-end. Please note that although Morgan Stanley Smith Barney LLC makes every effort to adjust the cost basis for such securities' capital changes, it does not adjust the cost basis for all events, including amortization of non-municipal bond premiums; exercise of unlisted stock options; securities deemed to have been sold and simultaneously repurchased; receipt of cash in lieu of fractional shares; or the net effect of wash sales and/or short sales against the box.

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DJIA 15,402.97 -64.69 | NASDAQ 3,903.85 -25.72 | S&P 1,745.78 -8.89

Morgan Stanley**Realized Gain/Loss**

For former Smith Barney Clients: Please review both Realized Gain / Loss and CGMI Realized Gain / Loss (Citi-SB) for Tax Year 2012.

Realized Gain/Loss Filter: All Accounts 2012 Annual

All Accounts - 2012 Annual

Proceeds: \$802,137.67

Total Cost \$782,794.76 Adjusted Cost \$759,407.63 Gain/Loss* +\$36,181.61

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| Name/Symbol | Quantity | Period / | | Unit Cost | Total Cost - Adjusted Cost | Proceeds | Wash Sale Loss Disallowed | Gain / Loss - Adjusted Gain / Loss |
|----------------------------------------------|----------|---------------|-----------|-----------|----------------------------|-----------|------------------------------|---------------------------------------|
| | | Acquired Date | Sale Date | | | | | |
| GREEN DOT CORP CL A [GDOT] | 49 000 | | | 30 20 | 1,479.79 1,479.79 | 777.56 | - | -702.23 |
| GRUPO TELEvisa S.A.GLOBAL DEP [TV] | 66 000 | | | 22 10 | 1,458.76 1,458.76 | 1,545.77 | - | 87.01 |
| HALLIBURTON CO [HAL] | 29 000 | | | 33 35 | 967.07 967.07 | 1,021.61 | - | 54.54 |
| HANG LUNG PPTYS LTD SPON ADR [HLPPY] | 29 000 | | | 15 08 | 437.21 437.21 | 477.61 | - | 40.40 |
| HENNES & MAURITZ [HNNMY] | 97 000 | | | 5 54 | 537.08 537.08 | 689.65 | - | 152.57 |
| HERCULES TECH GROWTH CAP [HTGC] | 101 000 | | | 9.98 | 1,008.07 1,008.07 | 1,137.64 | - | 129.57 |
| HORNBECK OFFSHORE SVCS INC [HOS] | 25 000 | | | 26.71 | 667.78 667.78 | 884.90 | - | 217.12 C |
| HSBC HOLDINGS PLC SPON ADR NEW [HBC] | 35 000 | | | 44 66 | 1,563.01 1,563.01 | 1,428.51 | - | -134.50 |
| IMPAX LABORATORIES INC [IPXL] | 23 000 | | | 19 96 | 459.11 459.11 | 518.34 | - | 59.23 |
| INDUSTRIAL & COML BK CHINA ADR [IDCBY] | 70 000 | | | 13 00 | 910.18 910.18 | 754.24 | - | -155.94 |
| INGERSOLL-RAND PLC SHS [IR] | 217 000 | | | 31 02 | 6,730.61 6,730.61 | 9,512.11 | - | 2781.50 |
| ITAU UNIBANCO MULTIPLE ADR [ITUB] | 34 000 | | | 19 80 | 673.35 673.35 | 476.04 | - | -197.31 |
| JIANGXI COPPER CO LTD [JIXAY] | 11 000 | | | 138 04 | 1,518.47 1,518.47 | 941.27 | - | -577.20 |
| LOGMEIN INC COM [LOGM] | 55 000 | | | 38 30 | 2,106.64 2,106.64 | 1,180.58 | - | -926.06 |
| LULULEMON ATHLETICA INC [LULU] | 21 000 | | | 49.77 | 1,045.07 1,045.07 | 1,622.74 | - | 577.67 |
| LVMH MOET HENNESSY LOUIS VUITT [LVMUY] | 28 000 | | | 10 23 | 286.30 286.30 | 909.12 | - | 622.82 |
| MAKO SURGICAL CORP [MAKO] | 61 000 | | | 31.66 | 1,931.17 1,931.17 | 910.07 | \$353.88 | -1021.10 |
| MASTERCARD INC CL A [MA] | 27 000 | | | 283.00 | 7,640.93 7,640.93 | 11,053.88 | - | 3412.95 |
| MEDTRONIC INC | 21.000 | | | 31 69 | | 851.05 | - | 185.66 |

| Name/Symbol [MDT] | Quantity | Period / | | Unit Cost | Total Cost - Adjusted Cost | Proceeds | Wash Sale Loss Disallowed | Gain / Loss - Adjusted Gain / Loss |
|---------------------------------------------|----------|---------------|-----------|-----------|----------------------------|-----------|------------------------------|---------------------------------------|
| | | Acquired Date | Sale Date | | | | | |
| | | | | | 665 39 665 39 | | | |
| METLIFE INCORPORATED [MET] | 98 000 | | | 36 47 | 3,574 14 3,574 14 | 2,865 10 | - | -709 04 |
| MICROSTRATEGY INC A NEW [MSTR] | 6 000 | | | 124 89 | 749 31 749 31 | 710 54 | - | -38 77 |
| MIPS TECHNOLOGIES INC [MIPS] | 72.000 | | | 4 86 | 349 64 349 64 | 483 20 | - | 133 56 |
| MOBILE TELESYSTEMS OJSC [MBT] | 138 000 | | | 20 64 | 2,848 72 2,848 72 | 2,574 26 | - | -274 46 |
| MONSANTO CO/NEW [MON] | 39.000 | | | 74 96 | 2,923 32 2,923 32 | 3,324 16 | - | 400 84 |
| NATIONAL OILWELL VARCO INC [NOV] | 156.000 | | | 43.57 | 6,796 46 6,796 46 | 10,660 86 | - | 3864 40 |
| NATURAL GAS SERVICES [NGS] | 7.000 | | | 25 44 | 178 09 178 09 | 93 97 | - | -84 12 |
| NAVISTAR INTL CORP [NAV] | 201 000 | | | 46 84 | 9,414.34 9,414 34 | 5,631 42 | - | -3782 92 |
| NESTLE SPON ADR REP REG SHR [NSRGY] | 9 000 | | | 36 77 | 330 92 330 92 | 568 06 | - | 237 14 |
| NIKE INC B [NKE] | 122 000 | | | 103.14 | 12,582.58 12,582 58 | 11,914.93 | - | -667 65 |
| NOVARTIS AG ADR [NVS] | 13 000 | | | 53 73 | 698 54 698 54 | 776 86 | - | 78 32 |
| NOVO NORDISK A/S ADR [NVO] | 16 000 | | | 42 41 | 678 53 678 53 | 2,399.04 | - | 1720 51 |
| OCCIDENTAL PETROLEUM CORP DE [OXY] | 100.000 | | | 102 10 | 10,210 47 10,210 47 | 8,027 07 | - | -2183 40 |
| OGX PETROLEO E-SPON ADR [OGXPY] | 39 000 | | | 9 60 | 374 23 374.23 | 281 61 | - | -92 62 C |
| OI SA SPN ADR [OIBR] | 71.000 | | | 14 92 | 1,059 18 1,059 18 | 891.85 | - | -167 33 |
| OLD DOMINION FREIGHT LINE [ODFL] | 18 000 | | | 37.27 | 670 81 670.81 | 777.74 | - | 106 93 |
| PAR PHARMACEUTICAL CO INC (DEL) [PRX] | 25 000 | | | 31 00 | 775 08 775.08 | 1,248.43 | - | 473 35 |
| PDG REALTY SA SAO PAULO [PDGRY] | 189 000 | | | 7.29 | 1,378 44 1,378 44 | 611 16 | - | -767.28 |
| PETROLEO BRASILEIRO SA ADR [PBR'A] | 18.000 | | | 48.75 | 877 56 877 56 | 327 24 | - | -550 32 |
| PIONEER NATURAL RESOURCES CO [PXD] | 9 000 | | | 97 20 | 874 80 874 80 | 783.67 | - | -91 13 C |
| POLYPORE INTL INC [PPO] | 21 000 | | | 39 44 | 828.20 828 20 | 672 70 | - | -155.50 C |
| POPULAR INC COM NEW [BPOP] | 0 300 | | | 15 75 | 5 72 5.72 | 4 67 | - | -1 05 C |
| POTASH CP OF SASKATCHEWAN INC [POT] | 14 000 | | | 45 77 | 640 74 640.74 | 587 98 | - | -52 76 |
| PRICELINE.COM INC NEW [PCLN] | 1.000 | | | 171.07 | 171 07 171 07 | 626.18 | - | 455 11 |
| PRUDENTIAL FINANCIAL INC [PRU] | 20 000 | | | 51 96 | 1,039 12 1,039 12 | 1,081.27 | - | 42 15 C |

| Name/Symbol | Quantity | Period / Acquired Date | Sale Date | Unit Cost | Total Cost - Adjusted Cost | Proceeds | Wash Sale Loss Disallowed | Gain / Loss - Adjusted Gain / Loss |
|-----------------------------------|----------|---------------------------|-----------|-----------|----------------------------|----------|------------------------------|---------------------------------------|
| PT UNITED TRACTORS ADR [PUTKY] | 21 000 | | | 51 03 | 1,071 53 1,071 53 | 1,009 66 | - | -61.87 |
| PUBLICIS GROUPE SA ADS [PUBGY] | 54.000 | | | 10 28 | 555 22 555 22 | 719 26 | - | 164 04 |
| QUALCOMM INC [QCOM] | 27 000 | | | 47.82 | 1,291 09 1,291 09 | 1,716.26 | - | 425 17 |
| Totals: 802,137.67 | | | | | | | | 12,794.48 36,181.61 |

Short-term Gain Loss Total: -\$6,581.90

Short-term Wash Sale Loss Disallowed Total: \$353 88

C - Tax lot is covered under cost basis reporting requirements. Long-term Gain Loss Total: \$42,763.51

Page 3 of 4 [Prev](#) | [Next](#) Long-term Wash Sale Loss Disallowed Total: \$78.83

W - Wash sale rules apply to this tax lot. Disallowed loss will be reported on Form 1099-B for the current tax year.

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DJIA 15,403.32 -64.34 | NASDAQ 3,903.84 -25.73 | S&P 1,745.79 -8.88

Morgan Stanley**Realized Gain/Loss**For former Smith Barney Clients: Please review both **Realized Gain / Loss** and **CGMI Realized Gain / Loss (Citi-SB)** for Tax Year 2012.

Realized Gain/Loss Filter: All Accounts 2012 Annual

All Accounts - 2012 Annual

Proceeds: \$802,137.67

Total Cost \$782,794.76 Adjusted Cost \$759,407.63 Gain/Loss* +\$36,181.61

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| Name/Symbol | Quantity | Period / Acquired Date | Sale Date | Unit Cost | Total Cost - Adjusted Cost | Proceeds | Gain / Loss - Adjusted Gain / Loss |
|-------------------------------------------|----------|---------------------------|-----------|-----------|----------------------------|-----------|---------------------------------------|
| RALPH LAUREN CORP CL A [RL] | 79 000 | | | 152.34 | 12,035.17 12,035.17 | 11,863.19 | -171.98 |
| RECKITT BENCKISER GROUP PLC | 95 000 | | | 8.70 | 826.27 826.27 | 1,113.37 | 287.10 |
| ROUNDYS INC [RNDY] | 72 000 | | | 8.79 | 632.88 632.88 | 741.21 | 108.33 |
| SAP AG [SAP] | 16 000 | | | 37.43 | 598.82 598.82 | 927.89 | 329.07 |
| SBA COMMUNICATIONS CORP [SBAC] | 18 000 | | | 27.31 | 491.59 491.59 | 1,021.16 | 529.57 |
| SBERBANK RUSSIA SPONSORED ADR [SBRCY] | 91 000 | | | 11.59 | 1,054.81 1,054.81 | 1,031.83 | -22.98 |
| SCHLUMBERGER LTD [SLB] | 11 000 | | | 78.69 | 865.63 865.63 | 806.17 | -59.46 |
| SHANGHAI ELEC GROUP CO LTD ADR [SIELY] | 148 000 | | | 9.96 | 1,474.67 1,474.67 | 1,228.06 | -246.61 |
| SHIRE PLC ADR [SHPG] | 130.000 | | | 98.72 | 12,832.91 12,832.91 | 11,422.71 | -1410.20 |
| SIEMENS AKTIENGESELLSCHAFT [SI] | 9 000 | | | 114.99 | 1,034.92 1,034.92 | 847.12 | -187.80 |
| SILVER STANDARD RESOURCES INC [SSRI] | 33 000 | | | 28.87 | 952.56 952.56 | 487.82 | -464.74 |
| SXC HEALTH SOLUTIONS CORP | 0 102 | | | 71.58 | 7.25 7.25 | 10.04 | 2.79 |
| SYMANTEC CORP [SYMC] | 103 000 | | | 17.15 | 1,766.92 1,766.92 | 1,854.54 | 87.62 C |
| TAIWAN SMCNDCTR MFG CO LTD ADR [TSM] | 20 000 | | | 9.12 | 182.36 182.36 | 280.60 | 98.24 |
| TARGET CORPORATION [TGT] | 26 000 | | | 28.45 | 739.70 739.70 | 1,518.02 | 778.32 |
| TENCENT HLDGS LTD UNSPON ADR [TCEHY] | 15.000 | | | 24.50 | 367.44 367.44 | 461.75 | 94.31 C |
| TERADATA CORP [TDC] | 13 000 | | | 67.18 | 873.38 873.38 | 975.64 | 102.26 C |
| TESCO PLC SPONSORED ADR [TSCDY] | 94 000 | | | 19.65 | 1,846.97 1,846.97 | 1,448.75 | -398.22 |
| TESSERA TECHNOLOGIES INC [TSRA] | 88 000 | | | 15.26 | 1,342.71 1,342.71 | 1,332.51 | -10.20 |
| TEVA PHARMACEUTICALS ADR [TEVA] | 18 000 | | | 31.53 | 567.56 567.56 | 696.90 | 129.34 |

| Name/Symbol | Quantity | Period / Acquired Date | Sale Date | Unit Cost | Total Cost - Adjusted Cost | Proceeds | Gain / Loss - Adjusted Gain / Loss |
|--------------------------------------|------------|---------------------------|-----------|-----------|----------------------------|------------|---------------------------------------|
| THE MOSAIC CO (HLDG CO) NEW [MOS] | 22 000 | | | 62 43 | 1,373 47 1,373 47 | 1,255 92 | -117.55 C |
| TJX COS INC NEW [TJX] | 48 000 | | | 28 19 | 1,353 01 1,353 01 | 2,059 53 | 706 52 |
| UNION PACIFIC CORP [UNP] | 21.000 | | | 68 23 | 1,432 91 1,432 91 | 2,441 54 | 1008 63 |
| UNITEDHEALTH GP INC [UNH] | 162 000 | | | 55 31 | 8,960.39 8,960.39 | 8,877 48 | -82.91 |
| US ECOLOGY INC NEW [ECOL] | 15.000 | | | 16 65 | 249 75 249 75 | 255 06 | 5 31 |
| US TSY NOTE 1 3/8 2-28-19 | 4,000 000 | | | 99 53 | 3,981.25 3,981.25 | 4,094 38 | 113 13 |
| US TSY NOTE TIIN 3.000 7-15-12 | 19,000 000 | | | 104 22 | 19,801 80 25,338 78 | 24,300 81 | 4499 01 -1037 97 |
| VALE S.A [VALE] | 20.000 | | | 22 80 | 456 07 456 07 | 366 11 | -89 96 |
| VERA BRADLEY INC COM [VRA] | 9 000 | | | 36 61 | 329.50 329.50 | 196 61 | -132 89 |
| WILLIS GROUP HOLDINGS PLC [WSH] | 41.000 | | | 23.79 | 975 43 975 43 | 1,525 49 | 550 06 |
| YANZHOU COAL MINING LTD ADS [YZC] | 146 000 | | | 24 47 | 3,572 62 3,572 62 | 2,168 62 | -1404 00 |
| YUM BRANDS INC [YUM] | 130 000 | | | 67 95 | 8,834 09 8,834 09 | 8,292 10 | -541 99 |
| Totals: | | | | | | 802,137.67 | 12,794.48 36,181.61 |

Short-term Gain Loss Total: -\$6,581.90

Short-term Wash Sale Loss Disallowed Total: \$353.88

Long-term Gain Loss Total: \$42,763.51

Long-term Wash Sale Loss Disallowed Total: \$78.83

C - Tax lot is covered under cost basis reporting requirements.

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of 4

Prev

Next

Non-covered 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.

*Securities without cost basis information are not included in gain/loss reporting

The Estimated Gain and Loss information is provided for informational purposes only and may not be relied upon in making any tax, accounting or regulatory filing or report. We recommend that you contact your tax advisor to determine the appropriate information to be used in the preparation of your tax return. This Estimated Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form) and should not be filed with your taxes. The Total Cost, Unit Cost and Proceeds of eligible equity and options transactions with Choice SelectSM pricing do not include commissions paid on your purchases or sales and therefore may not equal the acquisition price or principal amount of the sale. Cost basis adjustments for Choice Select Eligible Trades will be reflected in the account shortly after the calendar month-end. The figures should be independently verified. Estimated Gain and Loss information does not take into account a taxpayer's particular circumstances such as the existence of hedging transactions, constructive sales or marked-to-market pricing adjustments on certain options held at year-end. Please note that although Morgan Stanley Smith Barney LLC makes every effort to adjust the cost basis for such securities' capital changes, it does not adjust the cost basis for all events, including amortization of non-municipal bond premiums; exercise of unlisted stock options; securities deemed to have been sold and simultaneously repurchased; receipt of cash in lieu of fractional shares; or the net effect of wash sales and/or short sales against the box.

Important Notice Regarding Pricing of Auction Rate Securities

The following message applies only to holders of Auction Rate Securities. Depending on your current holdings, this message may/may not be applicable to you.

Due to recent market conditions, certain Auction Rate Securities are experiencing no or limited liquidity. Therefore, the price(s) for any Auction Rate Securities shown on ClientServ may not reflect the price(s) you would receive upon a sale at auction or in a secondary market transaction. There can be no assurance that a successful auction will occur or that a secondary market exists or will develop for a particular security. The prices of any Auction Rate Securities on ClientServ are derived from various sources, and may differ from prices provided to us by outside pricing services and/or from our own internal bookkeeping valuations. Please contact your Financial Advisor for more information about current conditions in the Auction Rate Securities market.

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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 ☒
- 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 Hyslop Shannon Foundation C/O James R. Morton | Employer identification number (EIN) or 72-1447443 |
| | Number, street, and room or suite no. If a P.O. box, see instructions 1100 Poydras Street, No. 2100 | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. New Orleans, LA 70163-2100 | |

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-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 |

James R. Morton - 1100 Poydras St, Ste 2100, New Orleans, LA - New Orleans, LA 70163-2100

- The books are in the care of ► **Orleans, LA - New Orleans, LA 70163-2100**
Telephone No ► **504-599-8507** FAX No ► _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year **2012** or
- ☐ tax year beginning _____, and ending _____

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

| | | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|---------------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ | 0. |
| 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 | \$ | 5,219. |
| 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 | \$ | 0. |

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

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

Form **8868** (Rev. 1-2013)

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

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 Hyslop Shannon Foundation C/O James R. Morton | Employer identification number (EIN) or 72-1447443 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. 1100 Poydras Street, No. 2100 | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. New Orleans, LA 70163-2100 | |

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.

James R. Morton - 1100 Poydras St, Ste 2100, New

• The books are in the care of **Orleans, LA - New Orleans, LA 70163-2100**

Telephone No. **504-599-8507**

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

Complete information is not yet available in order to file a complete and accurate return by 8/15/2013. The return will be filed as soon as possible after 8/15/2013.

| | | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|--------|
| 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 | \$ | 0. |
| 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 | \$ | 5,219. |
| 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 **Officer**

Date ☐