Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: BATTLE FAMILY FOUNDATION

A Employer identification number: 94-3350554

Number and street (or P O box number if mail is not delivered to street address): 35 VICENTE ROAD

Room/suite:

B Telephone number (see instructions): (510) 848-3653

City or town, state, and ZIP code: BERKELEY, CA 94705

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A) check here ▶ ☐

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

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 6,202,256.

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

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) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	26,015.	26,006.		ATCH 1
	4	Dividends and interest from securities	34,140.	30,326.		ATCH 2
	5a	Gross rents	-136.	-136.		
	b	Net rental income or (loss) -136.				
	6a	Net gain or (loss) from sale of assets not on line 10	237,894.			
	b	Gross sales price for all assets on line 6a 3,562,911.				
	7	Capital gain net income (from Part IV, line 2)		237,894.		
	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) (attach schedule)				
	11	Other income (attach schedule) ATCH 3	41.	517.		
	12	**Total.** Add lines 1 through 11	297,954.	294,607.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) *	59,304.	29,653.		29,651.
	17	Interest ATCH 5	7,992.	3,996.		3,996.
	18	Taxes (attach schedule) (see instructions) ATCH 6	1,568.	1,568.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 7	85.			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	68,949.	35,217.		33,647.
	25	Contributions, gifts, grants paid	206,252.			206,252.
	26	**Total expenses and disbursements** Add lines 24 and 25	275,201.	35,217.		239,899.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	22,753.			
	b	**Net investment income** (if negative, enter -0-)		259,390.		
	c	**Adjusted net income** (if negative, enter -0-)				

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*ATCH 4

Form **990-PF** (2012)

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		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	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	51,726.	83,784.	83,784.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	1,344,504.	2,245,483.	4,037,792.
	c	Investments - corporate bonds (attach schedule) ATCH 9		1,818,116.	1,843,691.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	2,969,535.	236,989.	236,989.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	4,365,765.	4,384,372.	6,202,256.
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 (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 11)	25,000.		
	23	**Total liabilities** (add lines 17 through 22)	25,000.	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,340,765.	4,384,372.	
	30	**Total net assets or fund balances** (see instructions)	4,340,765.	4,384,372.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,365,765.	4,384,372.	

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	4,340,765.
2	Enter amount from Part I, line 27a	2	22,753.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	20,854.
4	Add lines 1, 2, and 3	4	4,384,372.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,384,372.

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	SEE PART IV SCHEDULE			
b				
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				

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

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

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** 237,894.

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) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . . **3** 0

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	233,406.	5,055,460.	0.046169
2010	212,953.	4,546,605.	0.046838
2009	162,671.	3,838,673.	0.042377
2008	268,290.	4,204,260.	0.063814
2007	514,175.	4,344,490.	0.118351

2	**Total** of line 1, column (d)	2	0.317549
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	0.063510
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,154,006.
5	Multiply line 4 by line 3	5	327,331.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,594.
7	Add lines 5 and 6	7	329,925.
8	Enter qualifying distributions from Part XII, line 4	8	239,899.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______________ **(attach copy of letter if necessary - see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	5,188.
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	
3	Add lines 1 and 2			3	5,188.
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	5,188.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,055.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	19,055.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	14.
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	13,853.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 13,853. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ A. GEORGE BATTLE Telephone no ▶ 510-848-3653

Located at ▶ 35 VICENTE ROAD BERKELEY, CA ZIP+4 ▶ 94705

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶ CAYMAN ISLANDS			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ ________ , ________ , ________ , ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________ , ________ , ________ , ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969, (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ 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)? 5b No: X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b No: X

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 (see instructions).

(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
ATCH 13		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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		0	0	0

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0

Total number of others receiving over $50,000 for professional services ▶	0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	4,313,247.
b	Average of monthly cash balances	1b	784,257.
c	Fair market value of all other assets (see instructions)	1c	134,989.
d	**Total** (add lines 1a, b, and c)	1d	5,232,493.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,232,493.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	78,487.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,154,006.
6	**Minimum investment return.** Enter 5% of line 5	6	257,700.

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	257,700.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,188.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,188.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	252,512.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	252,512.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	252,512.

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	239,899.
b	Program-related investments - total from Part IX-B	1b	
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	239,899.
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 (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	239,899.

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					252,512.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20 10 ,20 09 ,20 08					
3 Excess distributions carryover, if any, to 2012					
a From 2007	307,294.				
b From 2008	59,427.				
c From 2009					
d From 2010					
e From 2011					
f Total of lines 3a through e		366,721.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 239,899.					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2012 distributable amount					239,899.
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*		12,613.			12,613.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		354,108.			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		294,681.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		59,427.			
10 Analysis of line 9					
a Excess from 2008	59,427.				
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) NOT APPLICABLE

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

A. GEORGE BATTLE

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

ATCH 14

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 15				
Total . . . . ▶ **3a**				206,252.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	26,015.	
4 Dividends and interest from securities			14	34,140.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property			16	-136.	
7 Other investment income		697.	18	-656.	
8 Gain or (loss) from sales of assets other than inventory		103.	18	237,791.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		800.		297,154.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 297,954.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ A. GEORGE BATTLE | 11-12-13 | ▶ PRESIDENT

Signature of officer or trustee A George Battle | Date 11-12-13 | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ANTHONY L. FULLER		11/8/13		P00238409

Firm's name ▶ ALVAREZ & MARSAL TAXAND, LLC | Firm's EIN ▶ 20-1157630

Firm's address ▶ 100 PINE STREET, SUITE 900

SAN FRANCISCO, CA 94111 | Phone no 415-490-2300

BATTLE FAMILY FOUNDATION 94-3350554

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-635.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-62,673.	
		SEE STATEMENT D-1 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
5,232.		5,635.					-403.	
		SEE STATEMENT D-1 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,680.		2,612.					-932.	
		SEE STATEMENT D-1 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
75,938.		95,579.					-19,641.	
		SEE STATEMENT D-2 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
66,366.		66,373.					-7.	
		SEE STATEMENT D-2 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,797,094.		1,758,607.					38,487.	
		SEE STATEMENT D-3 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
456,610.		453,410.					3,200.	
		SEE STATEMENT D-4 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
111,781.		113,711.					-1,930.	
		DISPOSITION OF OLD KINGS CAPITAL OFFSHOR PROPERTY TYPE: OTHER				P	VARIOUS	1/1/2012
433,491.		307,903.					125,588.	
		DISPOSITION OF LIGHTHOUSE GLOBAL LONG-SH PROPERTY TYPE: OTHER				P	VARIOUS	3/31/2012
678,027.		521,277.					156,750.	
TOTAL GAIN(LOSS)							237,894.	

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
BATTLE FAMILY FOUNDATION	94-3350554

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-72.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	-635.
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-707.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	301,184.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	-62,673.
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	90.
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	238,601.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions before completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-707.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			238,601.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			237,894.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet**, *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* **Schedule D Tax Worksheet** *in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30 go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: BATTLE FAMILY FOUNDATION

Employer identification number: 94-3350554

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	SEE STATEMENT D-1	VARIOUS	VARIOUS	5,232.	5,635.	-403.
	SEE STATEMENT D-1	VARIOUS	VARIOUS	1,680.	2,612.	-932.
	SEE STATEMENT D-2	VARIOUS	VARIOUS	66,366.	66,373.	-7.
	SEE STATEMENT D-3	VARIOUS	VARIOUS	456,610.	453,410.	3,200.
	SEE STATEMENT D-4	VARIOUS	VARIOUS	111,781.	113,711.	-1,930.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -72.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

JSA
2F1221 2 000

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE STATEMENT D-1	VARIOUS	VARIOUS	75,938.	95,579.	-19,641.
SEE STATEMENT D-2	VARIOUS	VARIOUS	1,797,094.	1,758,607.	38,487.
DISPOSITION OF OLD KINGS CAPITAL OFFSHORE LTD.	VARIOUS	1/1/2012	433,491.	307,903.	125,588.
DISPOSITION OF LIGHTHOUSE GLOBAL LONG-SHORT FUND LT	VARIOUS	3/31/2012	678,027.	521,277.	156,750.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	301,184.

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

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

BATTLE FAMILY FOUNDATION
C/O A GEORGE BATTLE
35 VICENTE ROAD
BERKELEY CA 94705-1603

Taxpayer ID Number: 94-3350554
Account Number: 696 013614 558

Customer Service: 866-324-6088

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

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

Short Term - Covered Securities

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BANK YOKOHAMA LTD JPN ADR		**CUSIP:** 066011206	**Symbol (Box 1d):** BKJAY					
	107 000	12/15/11	06/12/12	$1,861.35	$2,073 66	$0 00	($212 31)	$0 00
GAZPROM O A O SPON ADR		**CUSIP:** 368287207	**Symbol (Box 1d):** OGZPY					
	32 000	12/15/11	07/27/12	$303 60	$343 68	$0 00	($40 08)	$0 00
ICAP PLC SPON ADR		**CUSIP:** 450936109	**Symbol (Box 1d):** IAPLY					
	96 000	01/17/12	06/06/12	$1,004 41	$963 84	$0 00	$40 57	$0 00
PETROLEO BRAS SA ADS		**CUSIP:** 71654V408	**Symbol (Box 1d):** PBR					
	20 000	12/15/11	11/08/12	$416 29	$501 40	$0 00	($85 11)	$0 00
	33 000	09/17/12	11/08/12	$686 87	$792 33	$0.00	($105 46)	$0 00
Security Subtotal	**53.000**			**$1,103.16**	**$1,293.73**	**$0.00**	**($190.57)**	**$0.00**
SUMITOMO CORP SPON ADR		**CUSIP:** 865613103	**Symbol (Box 1d):** SSUMY					
	13 000	12/15/11	04/12/12	$186 67	$172 77	$0 00	$13 90	$0 00
VALE S.A SP		**CUSIP:** 91912E204	**Symbol (Box 1d):** VALE'P					
	42 000	09/17/12	12/13/12	$773 21	$787 60	$0 00	($14 39)	$0 00
Total Short Term Covered Securities				**$5,232.40**	**$5,635.28**	**$0.00**	**($402.88)**	**$0.00**

CONTINUED ON NEXT PAGE

Corporate Tax Statement
Tax Year 2012

BATTLE FAMILY FOUNDATION
C/O A GEORGE BATTLE
35 VICENTE ROAD
BERKELEY CA 94705-1603

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

Taxpayer ID Number: 94-3350554
Account Number: 696 013614 558

Customer Service: 866-324-6088

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

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BANCO SANTANDER S A		CUSIP: 05964H105	Symbol (Box 1d): SAN					
	6 000	02/10/11	01/06/12	$41.60	$73 74	$0 00	($32 14)	$0 00
CREDIT SUISSE GROUP		CUSIP: 225401108	Symbol (Box 1d): CS					
	20 000	10/03/11	05/04/12	$435 83	$497.20	$0 00	($61 37)	$0 00
GAFISA S A SPONS ADR		CUSIP: 362607301	Symbol (Box 1d): GFA					
	110 000	07/26/11	05/21/12	$304 92	$1,038 40	$0 00	($733 48)	$0 00
GAZPROM O A O SPON ADR		CUSIP: 368287207	Symbol (Box 1d): OGZPY					
	8 000	10/14/11	07/27/12	$75 90	$84 72	$0 00	($8 82)	$0 00
JSC MMC NORILSK NICKEL ADR		CUSIP: 46626D108	Symbol (Box 1d): NILSY					
	51 000	11/09/11	10/11/12	$794 05	$917 49	$0 00	($123 44)	$0 00
SUBSEA 7 S A SPONSORED ADR		CUSIP: 864323100	Symbol (Box 1d): SUBCY					
	0 000	08/27/12	08/27/12	$27 59	$0 00	$0 00	$27 59	$0 00
Total Short Term Noncovered Securities				**$1,679.89**	**$2,611.55**	**$0.00**	**($931.66)**	**$0.00**
Total Short Term Covered and Noncovered Securities				**$6,912.29**	**$8,246.83**	**$0.00**	**($1,334.54)**	**$0.00**

CONTINUED ON NEXT PAGE

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

BATTLE FAMILY FOUNDATION
C/O A GEORGE BATTLE
35 VICENTE ROAD
BERKELEY CA 94705-1603

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

Taxpayer ID Number: 94-3350554
Account Number: 696 013614 558

Customer Service: 866-324-6088

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

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ADIDAS-SALOMON AG SPONS ADR	CUSIP: 00687A107		Symbol (Box 1d): ADDYY					
	34 000	01/24/07	10/09/12	$1,451 01	$826.07	$0 00	$624 94	$0 00
	86.000	01/24/07	10/23/12	$3,649.01	$2,089.46	$0.00	$1,559.55	$0.00
Security Subtotal	**120.000**			**$5,100.02**	**$2,915.53**	**$0.00**	**$2,184.49**	**$0.00**
ARCELORMITTAL NY REG	CUSIP: 03938L104		Symbol (Box 1d): MT					
	112 000	03/11/08	05/11/12	$1,792 72	$7,969 90	$0 00	($6,177 18)	$0 00
	11 000	05/15/09	05/11/12	$176 07	$272 83	$0 00	($96.76)	$0 00
	40 000	01/19/10	05/11/12	$640 26	$1,776 68	$0 00	($1,136 42)	$0 00
Security Subtotal	**163.000**			**$2,609.05**	**$10,019.41**	**$0.00**	**($7,410.36)**	**$0.00**
BANCO SANTANDER S A.	CUSIP: 05964H105		Symbol (Box 1d): SAN					
	232 000	05/30/06	01/06/12	$1,608 21	$2,953 96	$0 00	($1,345 75)	$0 00
	120 000	05/30/07	01/06/12	$831 83	$2,239 64	$0.00	($1,407 81)	$0 00
	47 000	05/05/08	01/06/12	$325 80	$1,026 01	$0 00	($700.21)	$0.00
	5.000	11/13/09	01/06/12	$34.66	$83.60	$0.00	($48.94)	$0.00
Security Subtotal	**404.000**			**$2,800.50**	**$6,303.21**	**$0.00**	**($3,502.71)**	**$0.00**
BANK YOKOHAMA LTD JPN ADR	CUSIP: 066011206		Symbol (Box 1d): BKJAY					
	82 000	07/29/09	06/12/12	$1,426 45	$1,751 14	$0 00	($324.69)	$0 00
BHP BILLITON LTD	CUSIP: 088606108		Symbol (Box 1d): BHP					
	18 000	07/07/06	10/11/12	$1,239 96	$781.90	$0 00	$458 06	$0 00
COMPANHIA ENERGY DE MIN SP ADR	CUSIP: 204409601		Symbol (Box 1d): CIG					
	36 000	05/30/06	04/13/12	$899 97	$338 18	$0 00	$561 79	$0 00
	0 500	05/30/06	05/11/12	$8 48	$3 76	$0 00	$4.72	$0.00

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Corporate Tax Statement
Tax Year 2012

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

BATTLE FAMILY FOUNDATION
C/O A GEORGE BATTLE
35 VICENTE ROAD
BERKELEY CA 94705-1603

Taxpayer ID Number: 94-3350554
Account Number: 696 013614 558

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
COMPANHIA ENERGY DE MIN SP	244 500	05/30/06	09/14/12	$3,230 62	$1,842 15	$0 00	$1,388 47	$0 00
	7.500	05/15/09	09/14/12	$99 10	$64.85	$0.00	$34.25	$0.00
Security Subtotal	**288.500**			**$4,238.17**	**$2,248.94**	**$0.00**	**$1,989.23**	**$0.00**
CREDIT SUISSE GROUP	**CUSIP:** 225401108		**Symbol (Box 1d):** CS					
	34 000	05/30/06	05/04/12	$740.93	$1,738 34	$0 00	($997 41)	$0 00
	23 000	05/30/06	05/04/12	$501.22	$1,364 08	$0.00	($862 86)	$0 00
	40 000	08/14/06	05/04/12	$871 68	$2,137 50	$0 00	($1,265 82)	$0.00
	11 000	04/23/08	05/04/12	$239 71	$567.38	$0 00	($327 67)	$0 00
	9.000	05/05/08	05/04/12	$196.13	$498.15	$0.00	($302.02)	$0.00
Security Subtotal	**117.000**			**$2,549.67**	**$6,305.45**	**$0.00**	**($3,755.78)**	**$0.00**
GAFISA S A SPONS ADR	**CUSIP:** 362607301		**Symbol (Box 1d):** GFA					
	226 000	02/10/10	05/21/12	$626 45	$3,248 93	$0 00	($2,622 48)	$0 00
	7 000	04/06/10	05/21/12	$19.40	$106.75	$0 00	($87 35)	$0 00
	156.000	04/06/10	05/21/12	$432.42	$2,299.85	$0.00	($1,867.43)	$0.00
Security Subtotal	**389.000**			**$1,078.27**	**$5,655.53**	**$0.00**	**($4,577.26)**	**$0.00**
GAZPROM O A O SPON ADR	**CUSIP:** 368287207		**Symbol (Box 1d):** OGZPY					
	34 000	10/15/07	07/27/12	$322 56	$810 90	$0 00	($488 34)	$0 00
	28.000	09/16/08	07/27/12	$265 64	$367 92	$0 00	($102 28)	$0 00
	206.000	10/17/08	07/27/12	$1,954 36	$1,636 74	$0 00	$317 62	$0.00
	20.000	04/06/10	07/27/12	$189 74	$475.01	$0 00	($285 27)	$0 00
	20 000	04/06/10	07/27/12	$189 74	$242 50	$0 00	($52 76)	$0 00
	42.000	04/06/10	07/27/12	$398.46	$861.85	$0.00	($463.39)	$0.00
Security Subtotal	**350.000**			**$3,320.50**	**$4,394.92**	**$0.00**	**($1,074.42)**	**$0.00**

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Corporate Tax Statement
Tax Year 2012

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Identification Number: 26-4310632

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Account Number: 696 013614 558

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
GDF SUEZ-SPON ADR		CUSIP: 36160B105	Symbol (Box 1d): GDFZY					
	58 000	05/30/06	05/25/12	$1,203 16	$1,772.97	$0 00	($569 81)	$0 00
	28 000	12/02/08	05/25/12	$580 84	$1,051 40	$0 00	($470.56)	$0 00
	16.000	03/24/11	05/25/12	$331 91	$632.00	$0.00	($300 09)	$0.00
Security Subtotal	**102.000**			**$2,115.91**	**$3,456.37**	**$0.00**	**($1,340.46)**	**$0.00**
HENKEL KGAA PFD SHARS SPON ADR		CUSIP: 42550U208	Symbol (Box 1d): HENOY					
	12 000	06/26/07	01/26/12	$747 94	$622 87	$0 00	$125 07	$0 00
ICAP PLC SPON ADR		CUSIP: 450936109	Symbol (Box 1d): IAPLY					
	18 000	05/15/09	06/06/12	$188 33	$211 50	$0 00	($23.17)	$0 00
	183 000	03/15/10	06/06/12	$1,914 67	$2,113 23	$0 00	($198 56)	$0 00
	50 000	03/30/10	06/06/12	$523.13	$574.50	$0.00	($51 37)	$0.00
Security Subtotal	**251.000**			**$2,626.13**	**$2,899.23**	**$0.00**	**($273.10)**	**$0.00**
ISHARES FTSE/CHINA 25 INDEX FD		CUSIP: 464287184	Symbol (Box 1d): FXI					
	30 000	03/15/10	03/07/12	$1,139 38	$1,220 70	$0 00	($81 32)	$0 00
	64 000	04/15/10	03/07/12	$2,430 67	$2,819.20	$0 00	($388 53)	$0 00
Security Subtotal	**94.000**			**$3,570.05**	**$4,039.90**	**$0.00**	**($469.85)**	**$0.00**
KINGFISHER PLC SPONS ADR NEW		CUSIP: 495724403	Symbol (Box 1d): KGFHY					
	271 000	02/10/10	03/22/12	$2,620 51	$1,756 40	$0 00	$864 11	$0 00
	23.000	03/19/10	03/22/12	$222.41	$160.03	$0.00	$62.38	$0.00
Security Subtotal	**294.000**			**$2,842.92**	**$1,916.43**	**$0.00**	**$926.49**	**$0.00**
MTN GRP LTD SPONS ADR		CUSIP: 62474M108	Symbol (Box 1d): MTNOY					
	71 000	10/14/10	08/24/12	$1,345 41	$1,360 73	$0 00	($15 32)	$0 00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
NIDEC CORP		**CUSIP:** 654090109	**Symbol (Box 1d):** NJ					
	137.000	07/28/09	11/05/12	$2,283 07	$2,431 94	$0 00	($148 87)	$0.00
	40.000	10/05/10	11/05/12	$666 59	$898 82	$0 00	($232 23)	$0 00
	80.000	07/13/11	11/05/12	$1,333 17	$1,933.87	$0.00	($600 70)	$0 00
Security Subtotal	**257.000**			**$4,282.83**	**$5,264.63**	**$0.00**	**($981.80)**	**$0.00**
NINTENDO CO LTD ADR NEW		**CUSIP:** 654445303	**Symbol (Box 1d):** NTDOY					
	125 000	05/30/06	07/02/12	$1,820.21	$1,818 75	$0 00	$1 46	$0 00
	42 000	12/02/08	07/02/12	$611 59	$1,631 52	$0 00	($1,019 93)	$0 00
	36.000	07/28/09	07/02/12	$524.22	$1,253.88	$0.00	($729.66)	$0.00
Security Subtotal	**203.000**			**$2,956.02**	**$4,704.15**	**$0.00**	**($1,748.13)**	**$0.00**
PETROCHINA CO LTD ADR		**CUSIP:** 71646E100	**Symbol (Box 1d):** PTR					
	27 000	05/15/09	07/27/12	$3,325 50	$2,779 49	$0 00	$546 01	$0 00
PETROLEO BRAS SA ADS		**CUSIP:** 71654V408	**Symbol (Box 1d):** PBR					
	146 000	05/30/06	11/08/12	$3,038 90	$2,592 59	$0 00	$446 31	$0 00
	4 000	10/14/11	11/08/12	$83.26	$99 04	$0.00	($15.78)	$0.00
Security Subtotal	**150.000**			**$3,122.16**	**$2,691.63**	**$0.00**	**$430.53**	**$0.00**
ROCHE HOLDINGS ADR		**CUSIP:** 771195104	**Symbol (Box 1d):** RHHBY					
	18.000	02/06/08	01/26/12	$781 36	$803 72	$0 00	($22 36)	$0 00
SAP AG		**CUSIP:** 803054204	**Symbol (Box 1d):** SAP					
	16 000	02/16/07	03/22/12	$1,131.63	$752 95	$0 00	$378.68	$0 00
	23.000	02/16/07	10/02/12	$1,618.36	$1,082.37	$0.00	$535.99	$0.00
Security Subtotal	**39.000**			**$2,749.99**	**$1,835 32**	**$0.00**	**$914.67**	**$0.00**

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Corporate Tax Statement
Tax Year 2012

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

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SIEMENS AKTIENGESELLSCHAFT		**CUSIP:** 826197501	**Symbol (Box 1d):** SI					
	22 000	05/30/07	08/08/12	$2,000 39	$2,882 68	$0 00	($882 29)	$0 00
SUBSEA 7 S A SPONSORED ADR		**CUSIP:** 864323100	**Symbol (Box 1d):** SUBCY					
	19 000	08/26/08	04/13/12	$481.45	$318 13	$0 00	$163 32	$0 00
	9.000	10/03/08	04/13/12	$228.05	$79.82	$0.00	$148.23	$0.00
Security Subtotal	**28.000**			**$709.50**	**$397.95**	**$0.00**	**$311.55**	**$0.00**
SUMITOMO CORP SPON ADR		**CUSIP:** 865613103	**Symbol (Box 1d):** SSUMY					
	133 000	10/20/06	04/11/12	$1,834 75	$1,739 36	$0.00	$95 39	$0 00
	161 000	01/11/08	04/11/12	$2,221 01	$2,149 35	$0.00	$71 66	$0 00
	118 000	08/29/08	04/11/12	$1,627 82	$1,491 52	$0.00	$136 30	$0 00
	51 000	04/06/10	04/11/12	$703.54	$720 03	$0 00	($16 49)	$0 00
	32 000	04/06/10	04/12/12	$459 51	$451 79	$0.00	$7.72	$0.00
Security Subtotal	**495.000**			**$6,846.63**	**$6,552.05**	**$0.00**	**$294.58**	**$0.00**
TECK RESOURCES LTD		**CUSIP:** 878742204	**Symbol (Box 1d):** TCK					
	29 000	02/10/10	10/11/12	$909 78	$986 87	$0 00	($77.09)	$0 00
	19.000	07/20/10	10/11/12	$596.06	$616.15	$0.00	($20.09)	$0.00
Security Subtotal	**48.000**			**$1,505.84**	**$1,603.02**	**$0.00**	**($97.18)**	**$0 00**
TOTAL S A SPON ADR		**CUSIP:** 89151E109	**Symbol (Box 1d):** TOT					
	41 000	05/30/06	09/17/12	$2,216 37	$2,630 15	$0 00	($413 78)	$0 00
	37 000	09/05/06	09/17/12	$2,000.14	$2,504 40	$0 00	($504 26)	$0 00
	7.000	03/03/09	09/17/12	$378.40	$303.38	$0.00	$75.02	$0.00
Security Subtotal	**85.000**			**$4,594.91**	**$5,437.93**	**$0.00**	**($843.02)**	**$0.00**

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Morgan Stanley

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

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

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VALE S A SP	CUSIP: 91912E204		Symbol (Box 1d): VALE'P					
	35 000	05/30/06	07/27/12	$623 34	$321 91	$0 00	$301 43	$0 00
	21 000	11/26/07	07/27/12	$374 00	$543 20	$0 00	($169 20)	$0 00
	67.000	11/26/07	12/13/12	$1,233 44	$1,733 07	$0 00	($499 63)	$0 00
	112 000	08/26/08	12/13/12	$2,061.87	$2,570 08	$0 00	($508 21)	$0 00
	37 000	03/03/09	12/13/12	$681 15	$395 53	$0 00	$285 62	$0 00
	26.000	05/15/09	12/13/12	$478.65	$391.56	$0.00	$87.09	$0.00
Security Subtotal	298.000			$5,452.45	$5,955.35	$0.00	($502.90)	$0.00
Total Long Term Noncovered Securities				**$75,938.53**	**$95,579.48**	**$0.00**	**($19,640.95)**	**$0.00**
Total Short and Long Term, Covered and Noncovered Securities				**$82,850.82**	**$103,826.31**	**$0.00**	**($20,975.49)**	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2)	**$82,850.82**			
Total Cost or Other Basis (Box 3)		**$5,635.28**		
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**	
Total Fed Tax Withheld (Box 4)				**$0.00**

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

Morgan Stanley **Tax Year 2012** BATTLE FAMILY FOUNDATION *10B5-1* Account Number: 014 AG2167

Private Wealth Management

A division of Morgan Stanley Smith Barney

REALIZED GAIN/(LOSS) SUMMARY

This Realized Gain and Loss Summary is being provided for informational purposes only. It is important that you consult with a professional tax advisor regarding your individual tax situation, as Morgan Stanley cannot provide you with tax advice. Although Morgan Stanley is providing this information as an additional service, we do not guarantee that it is sufficient for tax reporting purposes, and are not liable for your reliance upon or use of this information. The Realized Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form), has not been supplied to the IRS and should not be filed with your taxes.

If cost basis information is not available, gain or (loss) will not be reflected on this Summary. For securities not purchased through Morgan Stanley, including securities purchased elsewhere and later transferred to Morgan Stanley, cost basis information may not be provided To correct any information supplied by Morgan Stanley, please inform your Private Wealth Advisor; to add cost basis information, you should inform your Private Wealth Advisor. Please note that although Morgan Stanley makes every effort to adjust the cost basis for such securities' capital changes, it does not adjust the cost basis for all events.

Short Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
PIMCO FDS TOTAL RETURN FUND-IN	693390700	50.860	11/30/2011	01/10/2012	$555 39	$548 27	$7 12
PIMCO FDS TOTAL RETURN FUND-IN	693390700	404.030	09/01/2011	01/10/2012	$4,412.01	$4,448 37	$(36 36)
PIMCO FDS TOTAL RETURN FUND-IN	693390700	426 723	08/01/2011	01/10/2012	$4,659 82	$4,736 63	$(76 81)
PIMCO FDS TOTAL RETURN FUND-IN	693390700	436 569	02/01/2011	01/10/2012	$4,767 33	$4,736 77	$30 56
PIMCO FDS TOTAL RETURN FUND-IN	693390700	452 316	03/01/2011	01/10/2012	$4,939 29	$4,921 20	$18 09
PIMCO FDS TOTAL RETURN FUND-IN	693390700	455 595	07/01/2011	01/10/2012	$4,975 10	$5,006.99	$(31 89)
PIMCO FDS TOTAL RETURN FUND-IN	693390700	459 246	11/01/2011	01/10/2012	$5,014 97	$5,010 37	$4.60
PIMCO FDS TOTAL RETURN FUND-IN	693390700	466 889	10/03/2011	01/10/2012	$5,098 43	$5,037 73	$60 70
PIMCO FDS TOTAL RETURN FUND-IN	693390700	469.840	05/02/2011	01/10/2012	$5,130 65	$5,182.34	$(51 69)
PIMCO FDS TOTAL RETURN FUND-IN	693390700	470.817	04/01/2011	01/10/2012	$5,141 32	$5,122 49	$18 83
PIMCO FDS TOTAL RETURN FUND-IN	693390700	472.610	06/01/2011	01/10/2012	$5,160 90	$5,227 07	$(66.17)
PIMCO FDS TOTAL RETURN FUND-IN	693390700	495.894	12/30/2011	01/10/2012	$5,415.16	$5,390.37	$24 79
PIMCO FDS TOTAL RETURN FUND-IN	693390700	1,016 056	12/28/2011	01/10/2012	$11,095.33	$11,003.89	$91 44
Total Short Term					**$66,365.70**		**$(6.79)**

Long Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
PIMCO FDS TOTAL RETURN FUND-IN	693390700	1 997	05/30/2006	01/10/2012	$21 81	$21.33	$0 48
PIMCO FDS TOTAL RETURN FUND-IN	693390700	27 805	05/31/2006	01/10/2012	$303 63	$296 96	$6.67
PIMCO FDS TOTAL RETURN FUND-IN	693390700	277.084	12/09/2009	01/10/2012	$3,025 76	$2,959 26	$66 50
PIMCO FDS TOTAL RETURN FUND-IN	693390700	297 245	05/28/2010	01/10/2012	$3,245 92	$3,174 58	$71 34
PIMCO FDS TOTAL RETURN FUND-IN	693390700	301 578	02/26/2010	01/10/2012	$3,293 23	$3,220 85	$72 38
PIMCO FDS TOTAL RETURN FUND-IN	693390700	306 105	01/29/2010	01/10/2012	$3,342 67	$3,269.20	$73 47

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REALIZED GAIN/(LOSS) SUMMARY (continued)

Long Term (continued)

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
PIMCO FDS TOTAL RETURN FUND-IN	693390700	315.984	03/31/2010	01/10/2012	$3,450.55	$3,374 71	$75 84
PIMCO FDS TOTAL RETURN FUND-IN	693390700	319.672	08/31/2010	01/10/2012	$3,490 82	$3,414 10	$76 72
PIMCO FDS TOTAL RETURN FUND-IN	693390700	322.256	05/30/2006	01/10/2012	$3,519.04	$3,441.69	$77 35
PIMCO FDS TOTAL RETURN FUND-IN	693390700	323 622	04/30/2010	01/10/2012	$3,533 95	$3,456.28	$77 67
PIMCO FDS TOTAL RETURN FUND-IN	693390700	327.734	05/30/2006	01/10/2012	$3,578 86	$3,500.20	$78 66
PIMCO FDS TOTAL RETURN FUND-IN	693390700	327.983	06/30/2010	01/10/2012	$3,581 57	$3,502 86	$78 71
PIMCO FDS TOTAL RETURN FUND-IN	693390700	331.076	05/30/2006	01/10/2012	$3,615 35	$3,535 89	$79 46
PIMCO FDS TOTAL RETURN FUND-IN	693390700	347 620	07/30/2010	01/10/2012	$3,796 01	$3,712 58	$83.43
PIMCO FDS TOTAL RETURN FUND-IN	693390700	361.714	12/13/2006	01/10/2012	$3,949 92	$3,863 11	$86.81
PIMCO FDS TOTAL RETURN FUND-IN	693390700	370 566	07/31/2006	01/10/2012	$4,046 58	$3,957.64	$88 94
PIMCO FDS TOTAL RETURN FUND-IN	693390700	383 337	06/02/2006	01/10/2012	$4,186 04	$4,094 04	$92 00
PIMCO FDS TOTAL RETURN FUND-IN	693390700	383.859	01/31/2007	01/10/2012	$4,191 74	$4,099 61	$92 13
PIMCO FDS TOTAL RETURN FUND-IN	693390700	393.344	09/30/2010	01/10/2012	$4,295 32	$4,200 91	$94 41
PIMCO FDS TOTAL RETURN FUND-IN	693390700	396.793	10/31/2006	01/10/2012	$4,332 98	$4,237 75	$95 23
PIMCO FDS TOTAL RETURN FUND-IN	693390700	397.251	02/28/2007	01/10/2012	$4,337 98	$4,242 64	$95 34
PIMCO FDS TOTAL RETURN FUND-IN	693390700	397.296	08/31/2006	01/10/2012	$4,338 47	$4,243.12	$95 35
PIMCO FDS TOTAL RETURN FUND-IN	693390700	404 034	09/28/2007	01/10/2012	$4,412 05	$4,315 08	$96 97
PIMCO FDS TOTAL RETURN FUND-IN	693390700	404 045	11/30/2006	01/10/2012	$4,412 17	$4,315.20	$96 97
PIMCO FDS TOTAL RETURN FUND-IN	693390700	405 034	12/31/2009	01/10/2012	$4,422 97	$4,325 76	$97 21
PIMCO FDS TOTAL RETURN FUND-IN	693390700	408 581	05/30/2006	01/10/2012	$4,461 70	$4,363 65	$98 05
PIMCO FDS TOTAL RETURN FUND-IN	693390700	409.897	04/30/2007	01/10/2012	$4,476 08	$4,377.70	$98 38
PIMCO FDS TOTAL RETURN FUND-IN	693390700	411.167	09/29/2006	01/10/2012	$4,489 94	$4,391 26	$98 68
PIMCO FDS TOTAL RETURN FUND-IN	693390700	414 409	03/31/2008	01/10/2012	$4,525 35	$4,425.89	$99 46
PIMCO FDS TOTAL RETURN FUND-IN	693390700	419.500	11/30/2009	01/10/2012	$4,580 94	$4,480.26	$100 68
PIMCO FDS TOTAL RETURN FUND-IN	693390700	420 690	06/30/2006	01/10/2012	$4,593 93	$4,492 97	$100 96
PIMCO FDS TOTAL RETURN FUND-IN	693390700	428 877	07/31/2007	01/10/2012	$4,683 34	$4,580 41	$102.93
PIMCO FDS TOTAL RETURN FUND-IN	693390700	430 190	01/31/2008	01/10/2012	$4,697 67	$4,594 43	$103 24
PIMCO FDS TOTAL RETURN FUND-IN	693390700	430 733	10/29/2010	01/10/2012	$4,703 60	$4,600 23	$103 37
PIMCO FDS TOTAL RETURN FUND-IN	693390700	431 059	01/03/2011	01/10/2012	$4,707 16	$4,676.99	$30 17
PIMCO FDS TOTAL RETURN FUND-IN	693390700	435 913	12/31/2007	01/10/2012	$4,760 17	$4,655 55	$104 62
PIMCO FDS TOTAL RETURN FUND-IN	693390700	436 610	12/29/2006	01/10/2012	$4,767 78	$4,662 99	$104 79
PIMCO FDS TOTAL RETURN FUND-IN	693390700	443.452	09/30/2008	01/10/2012	$4,842 50	$4,736 07	$106 43
PIMCO FDS TOTAL RETURN FUND-IN	693390700	446 036	03/30/2007	01/10/2012	$4,870 71	$4,763 66	$107 05
PIMCO FDS TOTAL RETURN FUND-IN	693390700	450 404	06/29/2007	01/10/2012	$4,918 41	$4,810 31	$108 10
PIMCO FDS TOTAL RETURN FUND-IN	693390700	451 227	11/30/2010	01/10/2012	$4,927 40	$4,819 10	$108 30
PIMCO FDS TOTAL RETURN FUND-IN	693390700	454 549	04/30/2008	01/10/2012	$4,963.68	$4,854 58	$109 10
PIMCO FDS TOTAL RETURN FUND-IN	693390700	463 221	11/28/2008	01/10/2012	$5,058 37	$4,947 20	$111 17
PIMCO FDS TOTAL RETURN FUND-IN	693390700	465.280	07/31/2008	01/10/2012	$5,080.86	$4,969 19	$111 67
PIMCO FDS TOTAL RETURN FUND-IN	693390700	467 377	05/31/2007	01/10/2012	$5,103 76	$4,991 59	$112 17
PIMCO FDS TOTAL RETURN FUND-IN	693390700	468 449	06/30/2008	01/10/2012	$5,115 46	$5,003.04	$112 42
PIMCO FDS TOTAL RETURN FUND-IN	693390700	473 994	10/31/2007	01/10/2012	$5,176 01	$5,062 26	$113 75

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REALIZED GAIN/(LOSS) SUMMARY (continued)

Long Term (continued)

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
PIMCO FDS TOTAL RETURN FUND-IN	693390700	476.772	05/30/2008	01/10/2012	$5,206 35	$5,091 92	$114 43
PIMCO FDS TOTAL RETURN FUND-IN	693390700	476 867	08/29/2008	01/10/2012	$5,207 39	$5,092 94	$114 45
PIMCO FDS TOTAL RETURN FUND-IN	693390700	479 236	02/29/2008	01/10/2012	$5,233 26	$5,118 24	$115 02
PIMCO FDS TOTAL RETURN FUND-IN	693390700	489 414	11/30/2007	01/10/2012	$5,344 40	$5,226 94	$117 46
PIMCO FDS TOTAL RETURN FUND-IN	693390700	511.431	08/31/2007	01/10/2012	$5,584 83	$5,462.08	$122 75
PIMCO FDS TOTAL RETURN FUND-IN	693390700	522 381	10/30/2009	01/10/2012	$5,704 40	$5,579 03	$125 37
PIMCO FDS TOTAL RETURN FUND-IN	693390700	524.392	10/31/2008	01/10/2012	$5,726 36	$5,600 51	$125 85
PIMCO FDS TOTAL RETURN FUND-IN	693390700	566 284	12/31/2008	01/10/2012	$6,183 82	$6,047 91	$135 91
PIMCO FDS TOTAL RETURN FUND-IN	693390700	569 689	09/30/2009	01/10/2012	$6,221 00	$6,084 28	$136 72
PIMCO FDS TOTAL RETURN FUND-IN	693390700	604 393	06/30/2009	01/10/2012	$6,599 97	$6,454 92	$145 05
PIMCO FDS TOTAL RETURN FUND-IN	693390700	606 732	05/29/2009	01/10/2012	$6,625 51	$6,479 90	$145 61
PIMCO FDS TOTAL RETURN FUND-IN	693390700	607 218	08/31/2009	01/10/2012	$6,630 82	$6,485.09	$145 73
PIMCO FDS TOTAL RETURN FUND-IN	693390700	607 489	01/30/2009	01/10/2012	$6,633 78	$6,487 98	$145 80
PIMCO FDS TOTAL RETURN FUND-IN	693390700	622 024	04/30/2009	01/10/2012	$6,792 50	$6,643.22	$149.28
PIMCO FDS TOTAL RETURN FUND-IN	693390700	626 623	03/31/2009	01/10/2012	$6,842 72	$6,692 33	$150 39
PIMCO FDS TOTAL RETURN FUND-IN	693390700	626 882	07/31/2009	01/10/2012	$6,845 55	$6,695 10	$150 45
PIMCO FDS TOTAL RETURN FUND-IN	693390700	649 412	02/27/2009	01/10/2012	$7,091 58	$6,935 72	$155 86
PIMCO FDS TOTAL RETURN FUND-IN	693390700	678 946	12/12/2007	01/10/2012	$7,414 09	$7,251 14	$162.95
PIMCO FDS TOTAL RETURN FUND-IN	693390700	996 104	12/09/2009	01/10/2012	$10,877 46	$10,638 39	$239 07
PIMCO FDS TOTAL RETURN FUND-IN	693390700	1,098.536	05/30/2006	01/10/2012	$11,996 01	$11,732 37	$263.64
PIMCO FDS TOTAL RETURN FUND-IN	693390700	2,025 834	12/10/2008	01/10/2012	$22,122 11	$21,635 91	$486.20
PIMCO FDS TOTAL RETURN FUND-IN	693390700	2,449 207	12/09/2010	01/10/2012	$26,745 34	$26,451.44	$293 90
PIMCO FDS TOTAL RETURN FUND-IN	693390700	3,556.603	12/10/2008	01/10/2012	$38,838 10	$37,984 52	$853.58
PIMCO FDS TOTAL RETURN FUND-IN	693390700	5,356 411	12/09/2010	01/10/2012	$58,492 01	$57,849.24	$642 77
PIMCO FDS TOTAL RETURN FUND-IN	693390700	25,996 534	08/31/2010	01/10/2012	$283,882.16	$277,642 98	$6,239 18
PIMCO FDS TOTAL RETURN FUND-IN	693390700	95,057 000	05/30/2006	01/10/2012	$1,038,022 44	$1,015,208 76	$22,813 68
Total Long Term					**$1,797,094.17**		**$38,486.63**
Total Short And Long Term					**$1,863,459.87**		**$38,479.84**

STATEMENT D-2

Morgan Stanley Tax Year 2012 BATTLE FAMILY FOUNDATION *FIXED* Account Number: 0A3 106752

Private Wealth Management

A division of Morgan Stanley Smith Barney

REALIZED GAIN/(LOSS) SUMMARY

This Realized Gain and Loss Summary is being provided for informational purposes only. It is important that you consult with a professional tax advisor regarding your individual tax situation, as Morgan Stanley cannot provide you with tax advice. Although Morgan Stanley is providing this information as an additional service, we do not guarantee that it is sufficient for tax reporting purposes, and are not liable for your reliance upon or use of this information. The Realized Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form), has not been supplied to the IRS and should not be filed with your taxes

If cost basis information is not available, gain or (loss) will not be reflected on this Summary. For securities not purchased through Morgan Stanley, including securities purchased elsewhere and later transferred to Morgan Stanley, cost basis information may not be provided. To correct any information supplied by Morgan Stanley, please inform your Private Wealth Advisor; to add cost basis information, you should inform your Private Wealth Advisor. Please note that although Morgan Stanley makes every effort to adjust the cost basis for such securities' capital changes, it does not adjust the cost basis for all events.

Short Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
HEWLETT-PACK CO SR 1 550% DUE 05/30/2014 @ 1 00 00	428236BK8	100,000 000	04/25/2012	07/27/2012	$100,734 00	$100,332.38	$401.62
HSBC USA INC 2.375% DUE 02/13/2015 @ 100 00	40428HPG1	100,000 000	02/13/2012	08/17/2012	$102,115 00	$100,559 06	$1,555 94
KFW 2 625% DUE 02/16/2016 @ 100 00	500769EG5	50,000.000	02/17/2012	09/20/2012	$53,410.50	$52,518 73	$891 77
TELEFONICA EMIS SR UNS GLOBA 2 582% DUE 04/26/2013 @ 100 00	87938WAK9	100,000.000	04/25/2012	10/12/2012	$100,150.00	$100,000.00	$150.00
UNIVERSITY CALIF REVS FOR PREVIO FLOATER DUE 07/01/2041 @ 100.00	91412GEZ4	100,000.000	04/26/2012	11/01/2012	$100,200.00	$100,000.00	$200 00
Total Short Term					**$456,609.50**		**$3,199.33**

Private Wealth Management

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REALIZED GAIN/(LOSS) SUMMARY

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Short Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
ACTIVISION BLIZZARD INC	00507V109	176.000	05/18/2012	12/28/2012	$1,858.51	$2,106.72	$(248.21)
ADVANCED MICRO DEVICES INC USD 0 1 COM	007903107	39.000	05/18/2012	09/27/2012	$133.76	$234.39	$(100.63)
AES CORP USD 01 COM	00130H105	343.000	05/18/2012	12/28/2012	$3,604.84	$4,098.85	$(494.01)
ALEXION PHARMACEUTICALS INC COM	015351109	4.000	09/27/2012	12/28/2012	$369.43	$453.32	$(83.89)
ALLIED NEVADA GOLD CORP	019344100	15.000	07/31/2012	12/28/2012	$434.39	$387.75	$46.64
ALTRIA GROUP INC	02209S103	18.000	07/31/2012	12/28/2012	$559.60	$647.46	$(87.86)
AMERICAN CAPITAL AGENCY CORP	02503X105	41.000	05/18/2012	07/31/2012	$1,440.70	$1,272.23	$168.47
AMERICAN CAPITAL AGENCY CORP	02503X105	141.000	05/18/2012	09/27/2012	$4,844.65	$4,375.23	$469.42
AMERIPRISE FI	03076C106	7.000	05/18/2012	09/27/2012	$398.57	$324.87	$73.70
ANNALY CAPITAL MGMT INC	035710409	77.000	05/18/2012	12/28/2012	$1,078.74	$1,243.55	$(164.81)
AOL INC	00184X105	0.000	05/18/2012	12/14/2012	$144.20	$144.20	$0.00
APPLE INC	037833100	3.000	09/27/2012	12/28/2012	$1,528.20	$2,044.23	$(516.03)
APPLE INC	037833100	25.000	07/31/2012	12/28/2012	$12,734.96	$15,269.00	$(2,534.04)
APPLIED MATLS INC	038222105	13.000	05/18/2012	09/27/2012	$146.50	$134.81	$11.69
ARROW ELECTRONICS INC COM	042735100	11.000	05/18/2012	09/27/2012	$373.44	$371.69	$1.75
ASHLAND INC COM	044209104	2.000	05/18/2012	09/27/2012	$144.87	$122.64	$22.23
AVNET INC COM	053807103	14.000	05/18/2012	09/27/2012	$410.19	$424.34	$(14.15)
BED BATH BEYOND INC	075896100	33.000	05/18/2012	12/28/2012	$1,811.98	$2,271.72	$(459.74)
BERKSHIRE HATHAWAY INC-CL B	084670702	4.000	07/31/2012	09/27/2012	$353.03	$339.36	$13.67
BRISTOL MYERS SQUIBBCO USD.10	110122108	64.000	05/18/2012	09/27/2012	$2,166.35	$2,094.08	$72.27
CA INC COM	12673P105	66.000	05/18/2012	12/28/2012	$1,438.10	$1,648.02	$(209.92)
CBS CORP NEW CL B COM STK	124857202	18.000	05/18/2012	07/31/2012	$602.26	$550.08	$52.18
CELGENE CORP	151020104	2.000	07/31/2012	09/27/2012	$153.50	$136.92	$16.58
CF INDS HLDGS INC COM	125269100	15.000	05/18/2012	07/31/2012	$2,936.33	$2,355.15	$581.18
CINTAS CORP COM	172908105	9.000	05/18/2012	09/27/2012	$374.30	$328.50	$45.80
CISCO SYSTEMS INC	17275R102	39.000	05/18/2012	09/27/2012	$733.18	$642.33	$90.85
CISCO SYSTEMS INC	17275R102	135.000	05/18/2012	07/31/2012	$2,153.20	$2,223.45	$(70.25)

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REALIZED GAIN/(LOSS) SUMMARY (continued)

Short Term (continued)

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
COMMONWEATH REIT	203233101	31 000	07/31/2012	12/28/2012	$487.92	$565 44	$(77 52)
CONOCOPHILLIPS	20825C104	33 000	05/18/2012	07/31/2012	$1,796 47	$1,677 06	$119 41
COOPER INDUSTRIES LTD	G24140108	0 000	09/27/2012	12/03/2012	$206.62	$210.34	$(3.72)
COOPER INDUSTRIES LTD	G24140108	6.000	09/27/2012	12/03/2012	$234.90	$239.12	$(4.22)
DEAN FOODS CO ISIN US2423701042	242370104	51.000	05/18/2012	09/27/2012	$844 03	$720 63	$123 40
DELL INC COM	24702R101	2 000	05/18/2012	07/31/2012	$23 75	$29 48	$(5 73)
DELL INC COM	24702R101	304 000	05/18/2012	09/27/2012	$3,052.09	$4,480 96	$(1,428 87)
DIEBOLD INC COM	253651103	21.000	05/18/2012	12/28/2012	$630.61	$746 55	$(115 94)
DIRECTV GROUP INC CL A COM ST K SEE CUSIP 25490A309	25490A101	4 000	05/18/2012	07/31/2012	$198 63	$181 52	$17.11
DISCOVER FINANCIAL SERVICES	254709108	23 000	05/18/2012	07/31/2012	$827.06	$724 96	$102 10
DISCOVERY HLDG CO	25470F104	27 000	05/18/2012	07/31/2012	$1,366 97	$1,305.99	$60 98
DOLLAR GEN CORP NEW	256677105	54 000	05/18/2012	09/27/2012	$2,807 93	$2,465.10	$342 83
DOLLAR GEN CORP NEW	256677105	68 000	05/18/2012	07/31/2012	$3,468.60	$3,104 20	$364 40
EATON CORPORATION	G29183103	0 000	12/03/2012	12/03/2012	$33 84	$33 51	$0.33
EMC CORP MASS COM STK	268648102	57.000	05/18/2012	07/31/2012	$1,493 93	$1,421.58	$72 35
ENERGIZER HOLDINGS INC	29266R108	1.000	05/18/2012	09/27/2012	$74.98	$73 26	$1 72
ENERGY TRANSFER	29273R109	0.000	05/18/2012	10/10/2012	$1.91	$2 02	$(0.11)
EQUITY RESIDENTIAL	29476L107	9.000	07/31/2012	12/28/2012	$503 08	$569 79	$(66.71)
ERIE INDTY CO CL A	29530P102	27 000	05/18/2012	09/27/2012	$1,740 11	$1,889.46	$(149.35)
EXPEDIA INC	30212P303	49.000	05/18/2012	07/31/2012	$2,792 44	$1,995 28	$797 16
FAMILY DLR STORES INC COM	307000109	1 000	05/18/2012	09/27/2012	$65.48	$64 16	$1 32
FOSSIL INC COM	349882100	1.000	05/18/2012	09/27/2012	$86.31	$70 28	$16 03
FOSSIL INC COM	349882100	18 000	05/18/2012	07/31/2012	$1,290 39	$1,265 04	$25 35
HOME DEPOT INC COM	437076102	19 000	05/18/2012	07/31/2012	$991 39	$893 95	$97 44
HUMANA INC COM	444859102	1 000	05/18/2012	09/27/2012	$70.39	$74 53	$(4 14)
IAC / INTERACTIVECORP	44919P508	2 000	05/18/2012	09/27/2012	$104 05	$88.20	$15 85
ITRON INC	465741106	1 000	05/18/2012	09/27/2012	$43 01	$33.50	$9.51
LIBERTY VENTURES SERIES A	53071M880	0 000	05/18/2012	08/15/2012	$24 70	$19.68	$5 02
LIBERTY VENTURES SERIES A RIGHTS	53071M112	2 000	05/18/2012	10/25/2012	$0 00	$18 30	$(18 30)
MARATHON PETROLEUM CORP	56585A102	28 000	05/18/2012	07/31/2012	$1,324 37	$977 76	$346.61
MARRIOTT INTL INC	571903202	37.000	09/27/2012	12/28/2012	$1,349.72	$1,464 46	$(114.74)
MCKESSON CORP COM	58155Q103	18 000	05/18/2012	09/27/2012	$1,568.66	$1,574 10	$(5 44)
MERCK & CO	58933Y105	5.000	05/18/2012	07/31/2012	$220.84	$189.20	$31 64
MURPHY OIL CORP COM	626717102	5.000	05/18/2012	09/27/2012	$270 19	$231.45	$38 74
NIELSEN HOLDINGS BV	N63218106	101 000	05/18/2012	09/27/2012	$3,002 66	$2,777 50	$225 16
NVIDIA CORP COM STK	67066G104	6 000	05/18/2012	09/27/2012	$79 55	$72 48	$7.07
O REILLY AUTOMOTIVE INC	67103H107	13.000	05/18/2012	09/27/2012	$1,094 44	$1,212 90	$(118 46)
O REILLY AUTOMOTIVE INC	67103H107	41.000	05/18/2012	07/31/2012	$3,515.26	$3,825 30	$(310.04)
OWENS ILL INC COM NEW	690768403	10.000	05/18/2012	09/27/2012	$189 29	$194 30	$(5 01)
PENTAIR LTD	H6169Q108	0 000	05/18/2012	10/04/2012	$17 91	$16.82	$1 09

CONTINUED ON NEXT PAGE

REALIZED GAIN/(LOSS) SUMMARY (continued)

Short Term (continued)

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
PEPCO HOLDINGS	713291102	14.000	05/18/2012	09/27/2012	$264 03	$259.70	$4.33
PHILIP MORRIS INTL	718172109	47 000	07/31/2012	12/28/2012	$3,884 46	$4,297 68	$(413 22)
RALCORP HOLDINGS INC COM NEW	751028101	16 000	05/18/2012	09/27/2012	$1,169 89	$1,103 84	$66.05
RPM INC OHIO COM	749685103	1 000	05/18/2012	09/27/2012	$28 89	$24.96	$3 93
SALLY BEAUTY CO INC	79546E104	18 000	05/18/2012	12/28/2012	$421.73	$463 68	$(41 95)
SALLY BEAUTY CO INC	79546E104	54 000	05/18/2012	07/31/2012	$1,426 64	$1,391.04	$35 60
SHERWIN-WILLIAMS CO USD1 COM	824348106	26.000	05/18/2012	07/31/2012	$3,493.02	$3,017.82	$475 20
SM ENERGY CO	78454L100	30 000	05/18/2012	09/27/2012	$1,583.96	$1,703.40	$(119 44)
SM ENERGY CO	78454L100	30 000	05/18/2012	12/28/2012	$1,510 16	$1,703 40	$(193 24)
SOUTHERN COMPANY COM	842587107	4.000	07/31/2012	09/27/2012	$183 67	$192 60	$(8 93)
SUNOCO INC	86764P109	1.000	05/18/2012	07/31/2012	$48 18	$46 87	$1 31
SUNOCO INC	86764P109	63 000	05/18/2012	10/10/2012	$1,575 00	$1,537 94	$37.06
SUPERIOR ENERGY SERVICES INC	868157108	19.000	05/18/2012	09/27/2012	$398 04	$400 33	$(2 29)
TERADATA CORP	88076W103	9.000	09/27/2012	12/28/2012	$546 19	$685.80	$(139 61)
UDR INC	902653104	5 000	07/31/2012	09/27/2012	$125.39	$133 05	$(7 66)
UNITED THERAPEUTICS CORP COM	91307C102	4.000	05/18/2012	09/27/2012	$225.35	$166.56	$58 79
UNITEDHEALTH GRP	91324P102	30.000	05/18/2012	09/27/2012	$1,687 16	$1,619.70	$67 46
US BANCORP COM	902973304	19 000	05/18/2012	07/31/2012	$636.48	$575.13	$61 35
VERIZON COMMUNICATIONS COM STK	92343V104	29 000	05/18/2012	09/27/2012	$1,327 01	$1,204.37	$122.64
WAL MART STORES INC	931142103	14.000	05/18/2012	07/31/2012	$1,041.99	$874.02	$167 97
WAL MART STORES INC	931142103	61.000	05/18/2012	09/27/2012	$4,512.67	$3,808.23	$704 44
WELLS FARGO COMPANY	949746101	28 000	05/18/2012	07/31/2012	$946 65	$866.32	$80 33
WESTERN DIGITAL CORP COM	958102105	10 000	05/18/2012	07/31/2012	$397 69	$346.60	$51 09
WESTERN UNIONCO	959802109	73.000	05/18/2012	12/28/2012	$976 71	$1,207 42	$(230 71)
WHITING PETROLEUM CORP COM	966387102	6 000	05/18/2012	07/31/2012	$242.39	$265.20	$(22 81)
WR GRACE & CO	38388F108	30 000	05/18/2012	07/31/2012	$1,681 16	$1,509 30	$171 86
WYNDHAM WORLDWIDE CORP	98310W108	12 000	05/18/2012	07/31/2012	$624 58	$561 36	$63 22
Total Short Term					**$111,781.35**		**$(1,930.02)**

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM RAMIUS LEVERED MULTI STRATEGY FOF	2,160.	2,160.
MORGAN STANLEY 014 AF3786	1.	
MORGAN STANLEY 696 013614 558	8.	7.
MORGAN STANLEY 014 AG2159	201.	201.
MORGAN STANLEY 0A3 106752	23,635.	23,635.
MORGAN STANLEY 0A7 108267	7.	
FROM ENERGY TRANSFER PARTNERS, L.P.	3.	3.
TOTAL	26,015.	26,006.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM RAMIUS LEVERED MULTI STRATEGY FOF	4,670.	4,670.
MORGAN STANLEY 014 AF3786	4,799.	4,799.
MORGAN STANLEY 696 013614 558	10,591.	11,955.
MORGAN STANLEY 014 AG2167	6,693.	1,303.
MORGAN STANLEY 0A7 108267	7,381.	7,593.
FROM ENERGY TRANSFER PARTNERS, LP	6.	6.
TOTAL	34,140.	30,326.

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
BATTLE FAMILY FOUNDATION	94-3350554

DESCRIPTION OF PROPERTY
FROM RAMIUS LEVERED MULTI-STRATEGY FOF LP K-1

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY			
REAL RENTAL INCOME			
OTHER INCOME:			
RENTAL INCOME (LOSS)		-136.	
TOTAL GROSS INCOME			-136.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			-136.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			-136.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

RENTAL INCOME (LOSS)	-136.
	-136.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
FROM RAMIUS LEVERED	-136.			-136.
TOTALS	-136.			-136.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM RAMIUS LEVERED MULTI STRATEGY FOF	-527.	-527.
STIFEL PRESTIGE 2377-0283	-476.	
MORGAN STANLEY 696 013614 558	1,108.	1,108.
FROM ENERGY TRANSFER PARTNERS, L.P.	-64.	-64.
TOTALS	41.	517.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	43,000.	21,500.	21,500.
FROM RAMIUS LEVERED FOF LP	3,135.	1,568.	1,567.
ACCOUNT MANAGEMENT FEES	13,169.	6,585.	6,584.
TOTALS	59,304.	29,653.	29,651.

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FROM RAMIUS LEVERED FOF LP	764.	382.	382.
MORGAN STANLEY 0A3 106752	7,226.	3,613.	3,613.
FROM ENERGY TRANSFER PARTNERS	2.	1.	1.
TOTALS	7,992.	3,996.	3,996.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
RAMIUS K-1 - FOREIGN TAXES	106.	106.	
RAMIUS K-1 - STATE TAXES PAID	21.	21.	
MS 0A7 108267 - FOREIGN TAX	77.	77.	
MS 696013614558 - FOREIGN TAX	1,364.	1,364.	
TOTALS	1,568.	1,568.	

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CA FRANCHISE TAX BOARD	10.		
ATTORNEY GENERAL REGISTRY	75.		
TOTALS	85.		

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INVESTMENT IN CORPORATE STOCK	2,245,483.	4,037,792.
TOTALS	2,245,483.	4,037,792.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INVESTMENT IN CORPORATE BONDS	1,818,116.	1,843,691.
TOTALS	1,818,116.	1,843,691.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INVEST. IN PIMCO RETURN FUND		
INVEST. IN RAMIUS LEVERED FOF	21,449.	21,449.
INVEST. IN NORTHSOUND, L.P.	113,597.	113,597.
INVEST. IN OLD KINGS, L.P.		
INVEST. IN LIGHTHOUSE GLOBAL		
INVEST. IN SUNGEVITY	102,000.	102,000.
INVEST. IN ENERGY TRANSFER LP	-57.	-57.
TOTALS	236,989.	236,989.

ATTACHMENT 11

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
CREDIT CARD EXPENSE PAYABLE	
TOTALS	

ATTACHMENT 12

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
PRIOR PERIOD ADJUSTMENT		20,854.
	TOTAL	20,854.

BATTLE FAMILY FOUNDATION 94-3350554

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
A. GEORGE BATTLE 35 VICENTE ROAD BERKELEY, CA 94705	PRESIDENT	0	0	0
EMILY T. BATTLE 287 THE UPLANDS BERKELEY, CA 94705	VP & TREASURER	0	0	0
DANIEL K. BATTLE 1533 5TH STREET OAKLAND, CA 94607	SECRETARY	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 14

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

N/A

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BERKELEY COMMUNITY FUND 2112 MARTIN LUTHER KING JR. WAY BERKELEY, CA 94704	NONE SECTION 501(C)(3)	GENERAL SUPPORT	80,000.
FROM RAMIUS LEVERED MULTI-STRATEGY FOF LP K-1 N/A	NONE N/A	CHARITABLE CONTRIBUTIONS PASSED THROUGH FROM RAMIUS LEVERED MULTI-STRATEGY FOF LP K-1.	2.
THE YMCA OF THE CENTRAL BAY AREA 2111 MARTIN LUTHER KING JR. WAY BERKELEY, CA 94704	NONE SECTION 501(C)(3)	GENERAL SUPPORT	8,000.
STANFORD INSTITUTE FOR ECONOMIC POLICY RESEARCH 366 GALVEZ STREET STANFORD, CA 94305-6015	NONE SECTION 501(C)(3)	GENERAL SUPPORT	5,000.
COMING HOME PROJECT 3739 BALBOA STREET, BOX 193 SAN FRANCISCO, CA 94121	NONE SECTION 501(C)(3)	GENERAL SUPPORT	3,250.
DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755-3555	NONE SECTION 501(C)(3)	GENERAL SUPPORT	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STANFORD UNIVERSITY 326 GALVEZ STREET STANFORD, CA 94305-6105	NONE SECTION 501(C)(3)	GENERAL SUPPORT	10,000.
BERKELEY PUBLIC LIBRARY FOUNDATION 2090 KITTREDGE STREET BERKELEY, CA 94704	NONE SECTION 501(C)(3)	GENERAL SUPPORT	25,000.
BERKELEY YMCA 2001 ALLSTON WAY BERKELEY, CA 94704	NONE SECTION 501(C)(3)	GENERAL SUPPORT	25,000.
		TOTAL CONTRIBUTIONS PAID	206,252.

Form 8868

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- 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

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 BATTLE FAMILY FOUNDATION	Employer identification number (EIN) or 94-3350554
	Number, street, and room or suite no If a P O box, see instructions 35 VICENTE ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions BERKELEY, CA 94705	

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

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

- The books are in the care of ▶ A. GEORGE BATTLE

Telephone No ▶ 510 848-3653 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 08/15 , 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ ☒ calendar year 20 12 or

▶ ☐ tax year beginning ______, 20 ___, and ending ______, 20 ___

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	$ 19,055.
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	$ 4,055.
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	$ 15,000.

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

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. BATTLE FAMILY FOUNDATION	Employer identification number (EIN) or 94-3350554
	Number, street, and room or suite no If a P.O box, see instructions 35 VICENTE ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. BERKELEY, CA 94705	

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

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

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

- The books are in the care of ▶ A. GEORGE BATTLE
  Telephone No ▶ 510 848-3653 . 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 11/15 , 20 13 .

5 For calendar year 2012 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

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

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

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 19,055.
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	$ 19,055.
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

PTIN ▶P00294136

Signature ▶ Title ▶MANAGING DIRECTOR Date ▶ 07/31/2013

MELODY J. SUMMERS, ALVAREZ & MARSAL TAXAND, LLC